



SRINANAPORN MARKETING PUBLIC COMPANY LIMITED

Criteria for Shareholders to Propose Agenda Item(s) and to Nominate the Candidate(s) for Election as Director at the 2025 Annual General Meeting of Shareholders

1. Objective:

Srinanaporn Marketing Public Company Limited (the "Company") recognizes the importance with the principles of good corporate governance regarding engagement with shareholders. Therefore, the Company encourages all its shareholders to propose agenda item(s) and to nominate candidate(s) for election as Directors for at the 2025 Annual General Meeting of Shareholders ("AGM") in advance, in accordance with the criteria set by the Company.

2. Qualification of shareholder who will have the right to propose agenda item(s) or to nominate the candidate(s) for directorship

The shareholder who wishes to propose the agenda item(s) or nominate the candidate(s) must possess the following qualification:

- 2.1 Being the shareholder(s) of the Company at the date proposing agenda items or nominating director candidate
- 2.2 Holding not less than 5 percent of the total voting right of the Company (not less than 48,000,000 shares) which can be either one shareholder or several shareholders combined.
- 2.3 Must hold those shares as stipulated in 2.2 on the Record Date in order to determine the right of the shareholders to attend the AGM of that year.

Please note that, if, after the Company having checked the name of the shareholder(s) on Record Date and it appears that such shareholder(s) does not hold the Company's shares or do not hold them in the proportion specified by the Company, the Company reserves the right not to propose the agenda item(s) or the candidate(s) to the Board of Directors and/or the AGM for consideration.

3. Proposal of the Agenda Item(s)

- 3.1 The Board of Directors reserves the right not to include the following matters on the meeting agenda item(s):
- (1) The proposal is relevant to the ordinary business operation and the fact given by the shareholders does not indicate any reasonable ground to suspect the irregularity of such matter.
 - (2) The proposal is beyond the Company's power to produce the proposed result.
 - (3) The proposal was submitted to the shareholders' meeting for its consideration within the previous 12 months and received the supporting votes of less than 10 percent of the total number of the voting rights of the company, which the fact pertaining have not significantly changed from that of the previous shareholders' meeting.
 - (4) Matters that violate the laws, rules, regulations of government agencies and regulatory authority or that are not complied with the objective, the Articles of Association, the Shareholders' resolution, and the Good Corporate Governance of the Company.
 - (5) Matters those are beneficial for a specific person or group.



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- (6) Matters that are the power and authority of the board unless it causes a significant effect on the shareholders in general.
- (7) Matters that the Company has already operated.
- (8) Matters that the information, document, or evidence provided by shareholders is incomplete, incorrect, or unclear, and those who are unable to be contacted, or proposed later than the due date.
- (9) Matters proposed by the shareholder(s) who is not fully qualified as specified in Clause 2.

3.2 Consideration Procedures

- (1) The shareholder who possesses the qualifications as specified in Clause 2. must complete "Form to Propose Agenda Item(s) for the Annual General Meeting of Shareholders" (Form A) and affix his or her name as evidence, then submit it to the Company by **31 December 2024**, together with supporting document as required by the Company at

Company Secretary Department

Srinanaporn Marketing Public Company Limited

325/6-9 Lanluang Road, Sriyakhmahanak Sub-District, Dusit District, Bangkok 10300

The shareholder may send the proposal unofficially via email address comsec@snp.co.th or facsimile 02-281-5161 before sending the original to the Company.

- (2) In case that there are several shareholders, who possesses the qualifications as specified in Clause 2., jointly propose the agenda item(s) to the Board of Directors, the first shareholder must complete Form A and affix his or her name as evidence. The rest of the shareholders must complete part (1) and (2) of Form A and affix their names as evidence separately, then gather each of those Form A and supporting document as required by the Company together as one single set.
- (3) In case that one or more than one shareholder, who possesses the qualifications as specified in Clause 2. propose more than one agenda item(s), the shareholders must fill Form A separately (One Form A per one agenda item) and affix his or her name as evidence,
- (4) The Company Secretary will initially review Form A and evidence as follows:
 - (4.1) In case the information, document or evidence provided by shareholders is incomplete, incorrect, or unclear, the Company Secretary will notify the shareholders. If the shareholder fails to correct and submit the revised original to the Company within **31 December 2024**, the Company Secretary will notify the shareholders that the proposal is not accepted.
 - (4.2) In case the shareholder does not have qualifications as specified in Clause 2., the Company Secretary will notify the shareholders that their proposal is not accepted within **31 December 2024**.
 - (4.3) The Company Secretary will propose the proposal that does not fall within (4.1) or (4.2) above to the Board of Directors for their consideration.



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- (5) The proposal approved by the Board of Directors, along with the Board's opinion will be included as part of agenda item in the invitation of AGM.
- (6) The proposal disapproved by the Board of Directors, the Company will inform the shareholders in the invitation of AGM by way of explanation for the reason to reject such matter(s). In case, there are the shareholders to resolve with the majority votes of the total votes of the shareholders who attend the meeting and were entitled to vote for consent to propose such matter(s) as AGM agenda item(s). Such agenda item(s) will be proposed by the Board of Directors to the next shareholders' meeting held by the Company.

4. Nomination of the Candidate(s) for Election as Director

4.1 Candidate(s) Qualifications and Prohibitions

- (1) Having qualifications and shall not have prohibited characteristics as specified by law on public limited companies and shall not have characteristics indicating a lack of appropriateness in respect of trustworthiness in managing business whose share are held by public shareholders as specified by law on securities and exchange, other relevant laws, together with the Good Corporate Governance Policy of the Company.
- (2) Being knowledgeable, capable, honest, good integrity, and carry out the business ethically, as well as having sufficient time to devote his/her knowledge and capabilities for the Company.
- (3) Not to operate a business of the same nature as and in competition with that of the company, or to enter to be a partnership or directorship in other juristic persons which operates a business of the same nature as and in competition with that of the company, whether for their own or others' benefit, unless the meeting of shareholders had been notified prior to appointment thereto.
- (4) Independent directors shall have qualification as defined by the Company and pursuant to the Notification of the Capital Market Supervisory Board (as amended). The independent directors responsible to protect the shareholders' interest equally and to attend the Board of Directors' meeting with freely to express their opinion.

4.2 Consideration Procedures

- (1) The shareholder who possesses the qualifications as specified in Clause 2. must complete "Form to Nominate Candidate(s) for Directorship" (Form B) and affix his or her name as evidence, then submit it to the Company by **31 December 2024**, together with supporting document as required by the Company at

Company Secretary Department

Srinanaporn Marketing Public Company Limited

325/6-9 Lanluang Road, Sriyakmahanak Sub-District, Dusit District, Bangkok 10300

The shareholder may send the proposal unofficially via email address comsec@snp.co.th or facsimile 02-281-5161 before sending the original to the Company

- (2) In case that there are several shareholders, who possesses the qualifications as specified in Clause 2., jointly propose the agenda item(s) to the Board of Directors, the first shareholder must complete Form B and affix his or her name as evidence. The rest of the shareholders must complete part (1) and (2) of Form B and affix



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- their names as evidence separately, then gather each of those Form B and supporting document as required by the Company together as one single set.
- (3) In case that one or more than one shareholder, who possesses the qualifications as specified in Clause 2. propose more than one agenda item(s), the shareholders must fill Form B separately (One Form B per one candidate) and affix his or her name as evidence as well as evidence of each candidate(s).
- (4) The Company Secretary will initially review Form B and evidence as follows:
- (4.1) In case the information, document or evidence provided by shareholders is incomplete, incorrect, or unclear, the Company Secretary will notify the shareholders. If the shareholder fails to correct and submit the revised original to the Company within **31 December 2024**, the Company Secretary will notify the shareholders that the proposal is not accepted.
- (4.2) In case the candidate does not have the qualifications as require in Clause 4.1 or the shareholder does not have qualifications as specified in Clause 2, the Company Secretary will notify the shareholders that their proposal is not accepted within **31 December 2024**.
- (4.3) The Company Secretary will propose the proposal that does not fall within (4.1) or (4.2) above to the Nomination and Remuneration Committee and the Board of Directors respectively, for their consideration.
- (5) The Nomination and Remuneration Committee will consider the qualification and appropriateness of the candidate and propose the same to the Board of Directors for consideration unless considered otherwise.
- (6) The names of candidate approved by the Board of Directors, along with the Board's opinion will be included in the agenda Item(s) of the AGM. For the disapproved candidate(s), the Company will inform the shareholders of the same with the reason of the Board's refusal at the shareholders' meeting.

Form to Propose Agenda Item(s) for the Annual General Meeting of Shareholders

(1) I am (Mr./Mrs./Ms.)....., Being the shareholders of Srinanaporn Marketing Plc.,
holding.....shares, residing at.....
Road.....Sub-district.....District.....
Province..... Mobile Phone Number.....
Home/Office Phone Number..... E-mail address (if any).....

(2) I would like to propose the agenda item to the 2025 Annual General Meeting of Shareholders
Regarding.....

(3) The proposal for acknowledgement consideration approval
.....
.....

and provide supporting information beneficial for consideration (such as facts, reasons, etc.).
.....
.....

and provide supporting documents (if any) enclosed and are certified a true copy at every page,page
in total

I certify that all information written in Form to Propose Agenda Item(s) for the Annual General Meeting of Shareholders, the
evidence of shares held, and other supporting documents are correct and affix the name as evidence below.

..... Shareholder's Signature

(.....)

Date.....

Evidence for consideration

1. The evidence of shares held as of the proposal date, such as certified true copies of share certificates or the certificate of shares held from securities company, or any other certificates issued by the Stock Exchange of Thailand (SET) or Thailand Securities Depository Co. Ltd.

2. Personal documents:

In case shareholder is individual, the certified true copy of identification card or passport (in case of non-Thai nationality) must be enclosed.

In case shareholder is juristic person, the copy of the company's affidavit and copy of identification card or passport (in case of non-Thai nationality) of authorized director must be enclosed and certified true copies by such director.

3. In case that the shareholders have their title, name, or surname changed, the copy of evidence of those changes must be enclosed and certified a true copy.

4. Other supporting information beneficial for the Board's consideration (if any).

Form to Nominate Candidate(s) for Directorship

(1) I am (Mr./Mrs./Ms.) , Being the shareholders of Srinanaporn Marketing Plc., holding.....shares, residing at..... Road.....Sub-district.....District..... Province..... Mobile Phone Number..... Home/Office Phone Number..... E-mail address (if any).....

(2) I would like to nominate (Mr./Mrs./Miss)Age.....years old, who is fully qualified and does not have prohibited characteristics in accordance with the criteria of the Company to be the director (the "Candidate"). The Candidate has been signed below as the evidence of consent. The curriculum vitae of the Candidate and other support documents (if any) have been enclosed and certified true copy at every page, pages in total.

I certify that all information written in this Form to Nominate Candidate(s) for Directorship, the evidence of shareholding, the evidence of consent and other supporting documents are correct and affix the name as evidence below

..... Shareholder's Signature

(.....)

Date.....

(3) I am (Mr./Mrs./Miss), the Candidate in (2), consent and certify that the qualifications and does not have prohibited characteristics in accordance with the Criteria for Shareholders to Propose Agenda Item(s) and to Nominate the Candidate(s) for Election as Director at the 2025 Annual General Meeting of Shareholders in Clause 4.1 and agree to adhere to the Good Corporate Governance of the Company, and affix the name as evidence below.

..... Candidate's Signature

(.....)

Date.....

Evidence for consideration

1. The evidence of shares held as of the proposal date, such as certified true copies of share certificates or the certificate of shares held from securities company, or any other certificates issued by the Stock Exchange of Thailand (SET) or Thailand Securities Depository Co. Ltd.

2. Personal documents:

In case shareholder is individual, the certified true copy of identification card or passport (in case of non-Thai nationality) must be enclosed.

In case shareholder is juristic person, the copy of the company's affidavit and copy of identification card or passport (in case of non-Thai nationality) of authorized director must be enclosed and certified true copies by such director.

3. The proposed candidate's resume including personal background, education, work experience, skills, professional areas, list of companies in which he/she has been part of the management team or held a directorship, number of shares held in the Company, any conflict of interest with the Company and its subsidiaries of affiliates or other juristic persons which may have conflicts or interests, and any other pertinent information for Board's consideration.

4. In case that the shareholders have their title, name, or surname changed, the copy of evidence of those changes must be enclosed and certified a true copy.

5. Other supporting information beneficial for the Board's consideration (if any).