

**(Translation)**  
**Criteria for Minority Shareholders to Propose AGM Agenda Items and  
Director Nominees in advance**

**Objectives**

Charn Issara Development Public Co., Ltd. considers the rights and interests of all groups of shareholders, i.e., majority shareholders, minority shareholders, individual shareholders or institutional shareholders for equality and fair treatment. In order to facilitate and give the opportunity to shareholders to take more part in the Annual General Meeting in response to the promotion of good corporate governance.

The Company has drawn up the criteria for shareholders to additional propose the agendas which are useful for our operation and propose the director nominees by selected the proper person for the Board of Directors consideration. These two matters should be complying with the relevant laws and regulations.

**Definition**

“Company” refers to Charn Issara Development Public Company Limited

“Board of Directors” refers to the Board of Directors of the Company

“Director” refers to a Director of the Company

**Criteria for Minority Shareholders to Propose AGM Agenda Items and Director Nominees  
in advance**

**1. The Qualification of a Shareholder**

Shareholders who wish to propose an agenda for AGM and director nominee must possess qualification according to the criteria as follows:

- 1.1 Holding shares for not less than 5% of the total number of shares issued and fully paid, being a shareholder of the Company which can be either one shareholder or combined shareholders and must have continuously held those shares for at least one year by the date that the shareholder proposes the agenda item for AGM and director nominee. Furthermore, the shareholder must have the right to attend the Annual General Shareholders’ Meeting.
- 1.2 Showing the evidence of shares’ held according to clause 1.1

**2. Proposal of an Agenda Item for AGM**

- 2.1 The Company shall define the agenda for the shareholders’ meeting as follows:
  - 2.1.1 Chairman’s Announcement (if any)
  - 2.1.2 To confirm the previous minutes of the AGM
  - 2.1.3 To confirm the Annual Report for the year
  - 2.1.4 To consider and approve the Company’s financial statement
  - 2.1.5 To consider and approve the declaration of dividend payment
  - 2.1.6 To consider and approve the appointment of Directors and fixing of remuneration for directors

- 2.1.7 To consider and approve the appointment of the Company's auditors and fixing of remuneration for the auditors.
- 2.1.8 To consider other matters (if any)
- 2.2 A proposal that will not be placed on the agenda
  - 2.2.1 A proposal that violates the law, notification, rules, regulations of government agencies or other governing agencies or is not in compliance with the objectives, Articles of Association, the shareholders' resolution, or the good corporate governance of the Company.
  - 2.2.2 A proposal that is beneficial only for a specific person or group and clearly not useful to the Company
  - 2.2.3 A proposal relating to the normal business practices of the Company and claims by shareholders that do not illustrate a rational suspicion of irregularities.
  - 2.2.4 A proposal that is beyond the control of the Company.
  - 2.2.5 A proposal that the Company has already implemented or started to implement.
  - 2.2.6 A proposal for which the information shareholders have provided is incomplete, incorrect, and for those shareholder who are unable to be contacted.
  - 2.2.7 A proposal proposed by a shareholder who is not fully qualified under Clause 1.

### 2.3 Consideration Procedure

- 2.3.1 A shareholder possessing qualification according to the criteria No. 1 must submit the form of Propose AGM Agenda Item Form (Form A) to the Board of Directors as provided at the end of these criteria. In this regard, the original of Propose AGM Agenda Item Form (Form A) with the shareholder's signature, the evidence of shares held according to 1.1, i.e., a certificate from a security company or other documents from Thailand Securities Depository Co., Ltd. or the Stock Exchange of Thailand, and additional documents that may be useful for the consideration of the Board of Directors (if any), to the Company well in advance so as to allow sufficient time for the Board of Directors to consider the agenda. The Company would announce the exact time period for submitting an agenda item in advance for each year. The documents can be submitted to the following addresses:

Company Secretary  
Charn Issara Development Public Co.,Ltd.  
2922/200 New Petchburi, Bangkapi, Huay Kwang,  
Bangkok 10320  
(Fax : 0-2308-2311 or E-mail : [suwane@charnissara.co.th](mailto:suwanee@charnissara.co.th))

- 2.3.2 If many shareholders have unified to propose agenda items to the Board, the first shareholder must complete the Propose AGM Agenda Item Form (Form A) completely and add their name as evidence. The rest of the shareholders must complete part (1) and (2) of the Propose AGM Agenda

Item Form (Form A) completely and affix their names as evidence separately then gather all the Form as, the evidence of shares held, and supporting documents (if any) together into one set to delivered to the Company.

- 2.3.3 If one or more shareholders who are fully qualified according to the criteria No.1 propose more than on agenda item, the shareholders must complete the Propose AGM Agenda Item Form (Form A) separately (one form per one agenda item) with the shareholder's signature and must be delivered to the Company.
- 2.3.4 The Board of Directors will consider a proposal according to the criteria. A proposal approved by the Board of Directors along with the Board of Directors' opinion will be included in the AGM notice of agenda. For a proposal disapproved by the Board of Directors, the Company will instantly inform the shareholders with the reason for the Board's refusal through the Company's website or other appropriate channel. The Board of Directors' decision is final, and the shareholder or the representative of the group of shareholders who propose the agenda item that is included as an agenda item should attend the AGM.

### **3. The Nomination for Director**

- 3.1 Qualifications of a director, the director nominee shall have the following qualifications:
  - 3.1.1 Age not over 70 years
  - 3.1.2 A Company director shall have full qualifications according to the law on public companies limited and other related laws as well as the notifications of the Office of Securities and Exchange Commission.
  - 3.1.3 Have at least a Bachelor's Degree in any field.
  - 3.1.4 Be knowledgeable in the Company's business and provide adequate time and inputs to the benefit of the Company.
  - 3.1.5 Be an individual with honesty, integrity and business ethics.
  - 3.1.6 The directors shall not take position as director in not more than Five (5) other listed companies.
- 3.2 An independent director or director of audit committee shall have the additional qualifications as follows:
  - 3.2.1 Hold not more than one percent of the paid-up capital of the Company and its affiliated, associated, or related companies, including shares held by their spouse, children under legal age, or nominee(s).
  - 3.2.2 Has not being an executive, employee, advisor, attorney of Charn Issraa Public Co., Ltd. (CI), affiliated, associated, or related companies; is not a major shareholder of the Company.
  - 3.2.3 Has no direct or indirect benefit or interest whatsoever in the management in the management of Charn Issara Development Public Co.,Ltd. (CI), affiliated, associated, or related companies of Charn Issara Development Public Co.,Ltd. (CI).

- 3.2.4 Is not related to or an immediate relative of any management member of Charn Issara Development Public Co.,Ltd. (CI).
- 3.2.5 Is not a director appointed to maintain the benefits of directors, major shareholders or any shareholders related to the major shareholders of the Company.
- 3.2.6 Perform their duties and express their views independence as specified by the Company and in the line with the notification of the Stock Exchange of Thailand on the qualifications and scope of operations of an Audit Committee.

### 3.3 Consideration Procedure for Nomination as a Director Proposal

3.3.1 A shareholder possessing qualification according to the Criteria No. 1 must submit the form of Nominate as a Director (Form B) to the Board of Directors as provided t the end of these criteria. In this regard, the original form of Nominate as a Director (Form B) with the shareholder's signature, the evidence of the nominee's consent, and submit the form with the following documents:

1. Evidence of shareholding as per the Criteria No.1, i.e., a certificate from a security company or other documents from Thailand Securities Depository Co.,Ltd. or the Stock Exchange of Thailand,
2. Evidence of consent from the person nominated in Form B
3. Supporting documents for the consideration of the person's qualifications, i.e., education and curriculum vitae of the nominated person,
4. Additional documents that may be useful for the Board of Directors' consideration (if any)

All the documents and evidence shall be sent to the Company well in advance to allow sufficient time for the Board of Directors to consider the suitability of the person nominated for election as a director. The Company would announce the exact time period for nominating a person for election as a director in advance for each year. The documents can be submitted to the following address:

Company Secretary  
Charn Issara Development Public Co.,Ltd.  
2922/200 New Petchburi, Bangkokpi, Huay Kwang,  
Bangkok 10320  
(Fax : 0-2308-2311 or E-mail : [suwane@charnissara.co.th](mailto:suwanee@charnissara.co.th))

3.3.2 If many shareholders who are fully qualified according to the criteria No.1 have unified to nominate a director to the Board of Directors, the first shareholder must complete the Form to Nominate as a Director (Form B) completely and affix their name as evidence. The rest of the shareholders must complete part (1) and (2) of the Form to Nominate as a Director (Form B) completely and affix their names as evidence separately and then gather all of the Form Bs, the evidence of shares held, and supporting documents (if any) together into one set and to delivered to the Board of Directors.

- 3.3.3 If one or more than one shareholder who is fully qualified according to the criteria No. 1 proposes more than one nominee, the shareholder must complete the Form to Nominate as a Director (Form B) separately (one Form B per one nominee) with the shareholder's signature, in order to allow the Board of Directors' time for adequate consideration.
- 3.3.4 The name of the person approved by the Board of Directors shall be included in the agenda item in the letter inviting the shareholders to the AGM, together with the Board of Directors' opinion. The Company would quickly notify the shareholders of the person approved and not approved by the Board of Directors after its meeting. The person approved by the Board of Directors for election as a director must appear to introduce himself/herself at the AGM.

Propose AGM Agenda Item Form

(1) I, (Mr. / Mrs. / Miss) .....
being a shareholder of Charn Issara Development Public Company Limited, number of shares held
..... shares, residing at No. .... Road .....
District ..... Province .....
Mobile Phone Number ..... Home / Office Phone Number .....
E-mail Address (if any) .....

(2) I would like to propose the below item for the agenda of the Annual General Shareholder’s Meeting
of the year .....

Subject .....

(3) Proposal for consideration .....
.....
.....

and have supporting information beneficial for consideration (such as fact or reason etc.)

.....
.....
.....
.....
.....

and another support document (if any) are enclosed and certified as a true copy of every page, .....
page in total.

I certify that all information written in this Form A, the evidence of share held, and the other
support document are correct and affix my name as evidence below.

.....
Shareholder’s Signature
(.....)
Date .....

Remarks 1. Shareholder must be enclosed the evidence of shares held such as the certificate of shares held form the
securities company or any other certificates from the Stock Exchange of Thailand (SET) and a signed copy of an
identification card or passport (in case for a foreigner). In case a shareholder is juristic person, please enclosed a
copy of the certificate of corporate registration. Also, a copy of the authorized director’s identification card or
passport (in case for a foreigner) in the Propose AGM Agenda Item Form (Form A) must be enclosed and certified
as a true copy.

2. If shareholders have their title, name, or surname changed, the copy of evidence of such change must be
enclosed and certified as a true copy.

**To:**

**Company Secretary  
Chran Issara Development Public Company Limited  
2922/200 New Petchburi Road,  
Bangkapi, Huay Kwang,  
Bangkok 10320, Thailand**

Propose AGM Agenda Item Form (Form A)

**Propose AGM Agenda Item Form**

(1) I am (Mr. / Mrs. / Miss) .....,  
 being a shareholder of Charn Issara Development Public Company Limited, holding .....  
 shares, residing at No. .... Road ..... District .....  
 Province ..... Mobile Phone Number .....  
 Home / Office Phone Number ..... E-mail Address (if any) .....

(2) I would like to nominate (Mr. / Mrs. / Miss) .....  
 Age ..... who is fully qualified in accordance with the criteria of the Company to be a director of  
 Charn Issara Development Public Company Limited. The nominee has signed below as evidence of  
 consent. The curriculum vitae of the nominee and other supporting documents (if any) are enclosed and  
 certified as a true copy on every page, ..... pages in total.

I certify that all information written in this Form B, the evidence of share held the evidence of  
 consent and other support are correct and sign my name as evidence below.

.....  
 Shareholder's Signature  
 (.....)  
 Date .....

(3) I am (Mr. / Mrs. / Miss) .....,  
 the director nominee in (2), consent and certify that the qualification and other documents (if any) in (2)  
 are correct, agree to adhere to Good Corporate Governance Policy of the Company, and sign my name as  
 evidence below.

.....  
 Director nominee's Signature  
 (.....)  
 Date .....

**Remarks** 1. Shareholder must be enclosed the evidence of shares held such as the certificate of shares held form the  
 securities company or any other certificates from the Stock Exchange of Thailand (SET) and a signed copy of an  
 identification card or passport (in case for a foreigner). In case a shareholder is juristic person, please enclosed a  
 copy of the certificate of corporate registration. Also, a copy of the authorized director's identification card or  
 passport (in case for a foreigner) in the Propose AGM Agenda Item Form (Form B) must be enclosed and certified  
 as a true copy.

2. If shareholders have their title, name, or surname changed, the copy of evidence of such change must be  
 enclosed and certified as a true copy.



## Resume of Propose Candidate for a Director Position

1. Name

(1. In Thai) .....(Maiden Name .....)

(2. In English) .....

2. Date of Birth ..... Age ..... Years

3. Nationality .....

4. Marital Status

Single

Married (1) Spouse's Name .....(Maiden Name .....)

(2) Number of Children .....

4.1	Name		Year of Birth
	Place of Work		
	Position		Gentle
4.2	Name		Year of Birth
	Place of Work		
	Position		Gentle
4.3	Name		Year of Birth
	Place of Work		
	Position		Gentle

5. Address

(1) Home Address

No. .... Soi ..... Road .....

Sub-District ..... District ..... Province .....

Tel. ....

(2) Business Address

Company Name .....

No. .... Soi ..... Road .....

Sub-District ..... District ..... Province .....

Tel. ....

6. Professional Background

(1) Education *(please enclose copies of academic qualification certifies)*

<u>Institution</u>	<u>Degree and Major Subject</u>	<u>Year of Graduation</u>
.....	.....	.....
.....	.....	.....
.....	.....	.....

(2) Training / Seminar courses relevant to director position

<u>Institution</u>	<u>Degree and Major Subject</u>	<u>Year of Graduation</u>
.....	.....	.....
.....	.....	.....
.....	.....	.....
.....	.....	.....

7. Work Experience

Organization	Type of Business	Position	From ..... To .....
.....	.....	.....	..... (..... Years )
.....	.....	.....	..... (..... Years )
.....	.....	.....	..... (..... Years )
.....	.....	.....	..... (..... Years )
.....	.....	.....	..... (..... Years )

8. Shareholding in Charn Issara Development Public Company Limited as of .....

(the proposal date)

Common Shares .....	Shares	Preferred Shared .....	Shares
In addition, spouse holds			
Common Shares .....	Shares	Preferred Shared .....	Shares
and Children			
(1) Common Shares .....	Shares	Preferred Shared .....	Shares
(2) Common Shares .....	Shares	Preferred Shared .....	Shares
(3) Common Shares .....	Shares	Preferred Shared .....	Shares

9. Record of lawsuit that I sued or am being sued for *(except for petty offenses)*

Court	Status Plaintiff/Defendant/ Claimant	Type Civil/Criminal/ Bankruptcy	Offense	Private Expense	Outcome
.....	.....	.....	.....	.....	.....
.....	.....	.....	.....	.....	.....
.....	.....	.....	.....	.....	.....

10. Having direct and indirect interest in the parent company, subsidiaries, associated companies and related companies

*(Please specify nature of the transaction and characteristics of such interests, including transaction value)*

.....

.....

.....

11. Shareholding, being a partner in a partnership, or being a director of a company which operates the same nature of business as and is in competition with the business of the Company

*(Please specify partnership/company names, number of share held, percentage of shareholding and the nature of business)*

.....

.....

.....

I (Mr. / Mrs. / Miss) .....,  
 nominated for appointment as the director of Charn Issara Development Public Company Limited certify that the information provided above is true and the supporting documents submitted herewith are authentic.

.....

Candidate's signature

(.....)

Date .....

**To:**

**Company Secretary  
Chran Issara Development Public Company Limited  
2922/200 New Petchburi Road,  
Bangkapi, Huay Kwang,  
Bangkok 10320, Thailand**

Nominate as a Director (Form B)