

**Criteria for Shareholders to Propose an Agenda and a Director Nominee in Advance  
for the 2020 Annual General Meeting of Shareholders**

**1. Objective**

E for L Aim Public Company Limited (“the Company”) has established clear and transparent criteria for shareholders to propose an AGM agenda and a director nominee in advance according to good corporate governance principles with the purpose of assuring equitable treatment to all shareholders and ensuring that the agenda will be truly beneficial to the Company and the qualified director nominee will be selected.

**2. Qualification of Shareholders**

The shareholders who wish to propose an agenda and /or a director nominee must possess the following qualification:

2.1 Being the Company’s shareholders on the date the shareholders propose an agenda and/or a director nominee and on the Record Date for the right to attend the Annual General Meeting of Shareholders of the year;

2.2 Holding minimum shares of 5% of the total voting shares of the Company, being either one shareholder or combined shareholders.

**3. Proposal of the Agenda**

The Board of Directors will consider the agenda proposed by the shareholders which must not possess the following matters:

- (1) Agenda proposals that violates the law, rules, regulations of government agencies or other governing agencies, the objectives, the Articles of Association, the shareholders’ resolution, Company’s corporate governance practices;
- (2) Agenda proposals that is beneficial only to a specific person or group;
- (3) Agenda proposals touching on matters that are within the authority of the Board. But this by no way discourages shareholders from offering constructive suggestions;
- (4) Agenda proposals that concern normal business practices of the Company, unless there is a strong indication of irregularity;
- (5) Agenda proposals for the Company to take action which is beyond the power or control of the Company;
- (6) Agenda proposals that shareholders had proposed at a shareholders’ meeting

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that took place within the past three years, that were supported by less than 10% of the total voting shares, unless the circumstances surrounding the said matter have significantly changed;

(7) Agenda proposals that contain incorrect or incomplete information;

(8) Agenda proposals from shareholders not fully qualified according to criteria Section 2;

(9) Agenda proposals that the Board deems irresponsible or unconstructive.

#### **4. Proposal of the Director Nominee**

The Board of Directors will consider the director nominee who must possess the following qualifications:

(1) Not being bankrupt person, incompetent person nor quasi-incompetent person;

(2) Not having been imprisoned by the judgment of a court which is final for an offence related to property committed with dishonest intent;

(3) Not having been expelled nor removed from a position from the officer of government agency for an offence with the dishonest duty;

(4) Possessing personal and professional ethics, integrity and values;

(5) Not having qualifications against the requirements of the Standard Qualifications for the Directors, of the Public Limited Company Act, the Securities and Exchange Act B.E. 2535 (1992), or other related legislation, together with regulations of the Stock Exchange of Thailand, and the Company's Articles of Association including laws, notifications, regulations, rules of government agencies or other governing agencies or are not complied with the objective, the article of association, the shareholders' resolution, the Company's corporate governance practices;

(6) Willing to devote sufficient time to effectively carrying out their duties and responsibilities, including attending Board and Committee meetings, and should be committed to serve on the Board of Directors for an extended period of time.

#### **5. Procedures / Consideration Methods**

##### **5.1 Proposal of the Agenda**

(1) Must be proposed by the shareholders who possess full qualifications as specified in Section 2;

(2) Must submit “Form of the Agenda Proposal for the 2020 Annual General Meeting of Shareholders” (Enclosure 1) together with other supporting documents;

(3) Initially, the Company Secretary will gather/review the proposals as in accordance with the criteria and proceed according to the procedures before proposing to the Board of Directors and the shareholders’ meeting for consideration, respectively;

(4) The proposals approved by the Board of Directors along with its opinion will be included in the agenda of the AGM notice. For the proposals disapproved by the Board of Directors, the Company will inform the shareholders of the reasons for the Board of Directors refusal afterwards.

## **5.2 Nomination of the Director**

(1) Must be proposed by the shareholders who possess full qualifications as specified in Section 2;

(2) Must submit “Form of the Director Nominee for the 2020 Annual General Meeting of Shareholders” (Enclosure 2) and “Resume of the Director Nominee” (Enclosure 3) together with the required supporting documents as follows;

- The evidence of ownership of shares held, i.e. certificates of shares held issued by a registered securities company or other certificated documents issued by the Thailand Securities Depository Company Limited or SET;
- The nominee’s written consent to the nomination;
- The nominee’s qualification documents, i.e. education and work experience and any supporting documents which will be beneficial to the Board’s consideration (if any);

(3) The Company Secretary will initially gather/review the correctness and completeness of information and qualifications of director nominees and proceed according to the procedures before proposing to the Nomination Committee, the Board of Directors and the Shareholders’ meeting for consideration, respectively;

(4) The director nominees approved by the Board of Directors will be included in the agenda along with the Board of Directors' opinions;

(5) For the director nominees disapproved by the Board of Directors will inform the shareholders of the reasons of the Board of Director's refusal right after the Board meeting or on the following working day through the SET's channel and Company's website, and inform the shareholders over again in the Shareholders' meeting.

#### **6. Channels for submitting proposals**

Submit the originals of Form of the Agenda Proposal for the 2020 Annual General Meeting of Shareholders (Enclosure 1), Form of the Director Nominee for the 2020 Annual General Meeting of Shareholders (Enclosure 2) and Resume of the Director Nominee (Enclosure 3) together with supporting documents as required by the Company to the Company **by 31 January 2020** in order to allow adequate time for the Board of Directors' consideration by sending to the following address:

**Company Secretary, E for L Aim Public Company Limited, 184 Rajvithee Road, Bangyeekhan Sub District, Bangphlat District, Bangkok 10700**

However, the shareholders can firstly submit the forms to the Company unofficially via Email Address: [mattana@eforl-aim.com](mailto:mattana@eforl-aim.com)

For further information, please contact Company Secretary via telephone number 02 434 2748-9 Ext. 118 and 121



Enclosure 1

Form of the Agenda Proposal for the 2020 Annual General Meeting of Shareholders

1. I am (Mr./Mrs./Miss) \_\_\_\_\_  
being the shareholder of E for L Aim Public Company Limited, \_\_\_\_\_ shares,  
residing at no \_\_\_\_\_ Road \_\_\_\_\_ Tambol/Kwaeng \_\_\_\_\_  
Amphur/Khet \_\_\_\_\_ Province \_\_\_\_\_ Mobile Phone No. \_\_\_\_\_  
Home/Office Phone No. \_\_\_\_\_ E-mail (if any) \_\_\_\_\_

2. I would like to propose the agenda of the 2020 Annual General Meeting of  
Shareholders as follows;

2.1 The proposal for consideration is \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

The objective or reason is \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

2.2 The proposal for acknowledgement is \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

The objective or reason is \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

And other supporting documents have been enclosed and certified true copy at  
even page, \_\_\_\_\_ pages in total.

I certify that all information provided in this Form of the Agenda Proposal for the  
2020 Annual General Meeting of Shareholders, evidence of shares held and all supporting  
documents are correct and affix the name as evidence below.

\_\_\_\_\_  
( \_\_\_\_\_ )  
Date \_\_\_\_\_

**Remarks:**

1. The shareholder must enclose the evidence of shares held such as the certificate of shares held issued by Security Company or any other certificates from the Stock Exchange of Thailand or Thailand Securities Depository Company Limited. In case the shareholder is individual, a copy of identification card or passport (in case of non-Thai nationality) must be enclosed and certified true by the shareholder. In case the shareholder is juristic person, a copy of the company's affidavit and a copy of identification card or passport (in case of non-Thai nationality) of authorized director must be enclosed and certified true by such director.
2. In case many shareholders have unified to propose the agenda, all shareholders must fill in the "Form of the Agenda Proposal for the 2020 Annual General Meeting of Shareholders" and sign their names as evidence separately. Those forms must be gathered into one set.
3. In case one or many shareholders propose more than one agenda, each form must be prepared for each agenda.
4. The Company shall deprive the shareholders of their rights especially those who provide incomplete or incorrect information; or those who cannot be reached or are not fully qualified.

To

Company Secretary

E for L Aim Public Company Limited

184 Rajvithee Road, Bangyeekhan Sub District, Bangphlat District,  
Bangkok 10700

(Form of the Agenda Proposal for the 2020 Annual General Meeting of Shareholders)

**Form of the Director Nominee for the 2020 Annual General Meeting of Shareholders**

1. I am (Mr./Mrs./Miss) \_\_\_\_\_  
being the shareholder of E for L Aim Public Company Limited, \_\_\_\_\_ shares,  
residing at no \_\_\_\_\_ Road \_\_\_\_\_ Tambol/Kwaeng \_\_\_\_\_  
Amphur/Khet \_\_\_\_\_ Province \_\_\_\_\_ Mobile Phone No. \_\_\_\_\_  
Home/Office Phone No. \_\_\_\_\_ E-mail (if any) \_\_\_\_\_

2. I would like to nominate (Mr./Mrs./Miss) \_\_\_\_\_  
to be the Company's director. The director nominee consents and certifies that the  
information written in "Resume of the Director Nominee" (Enclosure 3) and other  
supporting documents, totaling \_\_\_\_\_ pages, are true and correct.

I certify that all information in Form of the Director Nominee for the 2020 Annual  
General Meeting of Shareholders (Enclosure 2), the evidence of shares held and other  
supporting documents are correct and affix the name as evidence below.

\_\_\_\_\_  
Shareholder's Signature  
( \_\_\_\_\_ )  
Date \_\_\_\_\_

3. I am (Mr./Mrs./Miss) \_\_\_\_\_, consent to be  
nominated as the director as Section 2. and certify the qualification and the information  
written in Resume of the Director Nominee and other supporting documents are correct,  
agree to adhere to the Good Corporate Governance of the Company, and affix the name  
as evidence below.

\_\_\_\_\_  
Director Nominee's Signature  
( \_\_\_\_\_ )  
Date \_\_\_\_\_

**Remarks:**

1. The shareholder must enclose the evidence of shares held such as the certificate of shares held issued by securities companies or any other certificates from the Stock Exchange of Thailand or Thailand Securities Depository Company Limited. In case the shareholders are individual, a copy of identification card or passport (in case of non-Thai nationality) must be enclosed and certified true by the shareholder. In case the shareholder is juristic person, a copy of the company's affidavit and a copy of identification card/passport (in case of non-Thai nationality) of authorized director must be enclosed and certified true by such director.
2. In case many shareholders have unified to propose the agenda, all shareholders must fill in "Form of the Director Nominee for the 2020 Annual General Meeting of Shareholders" (Enclosure 2) and sign their names as evidence separately. Those forms must be gathered into one set.
3. The Company shall deprive the shareholders of their rights especially those who provide incomplete or incorrect information; or those who cannot be reached or are not fully qualified.

To

Company Secretary

E for L Aim Public Company Limited

184 Rajvithee Road, Bangyeekhan Sub District, Bangphlat District,

Bangkok 10700

(Form of the Director Nominee for the 2020 Annual General Meeting of Shareholders)

Resume of the Director Nominee

1. Name (1) \_\_\_\_\_ (in Thai)  
 (2) \_\_\_\_\_ (in English)
2. Date of Birth \_\_\_\_\_ Age \_\_\_\_\_ years  
 (Please enclose a copy of Identification Card)
3. Nationality \_\_\_\_\_
4. Marital Status ( ) Single ( ) Married ( ) Divorced  
 (1) Spouse's Name \_\_\_\_\_ (in Thai)  
 \_\_\_\_\_ (in English)  
 (2) Number of children \_\_\_\_\_ as follows;

|     |                |  |
|-----|----------------|--|
| 4.1 | Name (in Thai) |  |
|     | (in English)   |  |
|     | Date of Birth  |  |
|     | Place of Work  |  |
|     | Position       |  |
| 4.2 | Name (in Thai) |  |
|     | (in English)   |  |
|     | Date of Birth  |  |
|     | Place of Work  |  |
|     | Position       |  |
| 4.2 | Name (in Thai) |  |
|     | (in English)   |  |
|     | Date of Birth  |  |
|     | Place of Work  |  |
|     | Position       |  |

5. (1) Business Address \_\_\_\_\_  
 located at no \_\_\_\_\_ Soi \_\_\_\_\_ Road \_\_\_\_\_  
 Tambol/Kwaeng \_\_\_\_\_ Amphur/Khet \_\_\_\_\_ Province \_\_\_\_\_  
 Telephone Number \_\_\_\_\_ E-mail (if any) \_\_\_\_\_
- (2) Home Address \_\_\_\_\_ Soi \_\_\_\_\_ Road \_\_\_\_\_  
 Tambol/Kwaeng \_\_\_\_\_ Amphur/Khet \_\_\_\_\_ Province \_\_\_\_\_  
 Telephone Number \_\_\_\_\_ E-mail (if any) \_\_\_\_\_



6. Professional Background

(1) Education (Please enclose copies of academic qualification certificates)

| Institution | Degree and Major Subject | Year of Graduation |
|-------------|--------------------------|--------------------|
| _____       | _____                    | _____              |
| _____       | _____                    | _____              |
| _____       | _____                    | _____              |

(2) Training/Seminar Course relating to director position

| Course | Organizer | Year Attended |
|--------|-----------|---------------|
| _____  | _____     | _____         |
| _____  | _____     | _____         |
| _____  | _____     | _____         |

7. Work Experiences

| Organization | Type of Business | Position | From ____ To ____<br>(total _____ years) |
|--------------|------------------|----------|--|
| _____        | _____            | _____    | _____                                    |
| _____        | _____            | _____    | _____                                    |
| _____        | _____            | _____    | _____                                    |
| _____        | _____            | _____    | _____                                    |
| _____        | _____            | _____    | _____                                    |
| _____        | _____            | _____    | _____                                    |
| _____        | _____            | _____    | _____                                    |
| _____        | _____            | _____    | _____                                    |
| _____        | _____            | _____    | _____                                    |

8. Working experiences which will be beneficial to the directorship

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

9. Shareholding in E for L Aim Public Company Limited as of \_\_\_\_\_ (the proposal date)

\_\_\_\_\_ shares

In addition, the spouse holds \_\_\_\_\_ shares



Children (1) \_\_\_\_\_ holds \_\_\_\_\_ shares

(2) \_\_\_\_\_ holds \_\_\_\_\_ shares

(3) \_\_\_\_\_ holds \_\_\_\_\_ shares

10. Having family relationship between any executives of the Company as follows;

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11. Record of lawsuit that I sued or being sued (except for the petty offense)

| Court | Status                             | Type                            | Offense | Amount | Outcome |
|-------|------------------------------------|---------------------------------|---------|--------|---------|
|       | (Plaintiff/Defendant/<br>Claimant) | (Civil/Criminal/<br>Bankruptcy) |         |        |         |

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12. Having direct and indirect interests in the Company, subsidiaries, associated companies and related companies (Please specify nature of the transaction and characteristics of such interests, including transaction value)

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13. Vision for the administration of the Company's business

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14. Vision concerning good corporate governance practices of the Company

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15. Other important information which will be beneficial to the Board's consideration (if any)

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I am (Mr./Mrs./Miss) \_\_\_\_\_, who has been nominated for director position of the Company certify that the information provided above is correct and other supporting documents submitted herewith are true.

\_\_\_\_\_  
( \_\_\_\_\_ )  
Director Nominee's Signature

Date \_\_\_\_\_