

## **Criteria for the shareholder to propose an Annual General Shareholders' Meeting Agenda and Nominate Director for the year 2024**

### **Objective**

Recognizing the importance of shareholders and corporate governance promotion, Singer Thailand Public Company Limited allows, in advance prior to the annual general shareholders' meeting to grant the minority shareholders to propose an annual general shareholders' meeting agenda ("AGM Agenda") and to nominate the qualified person who be able to perform duty efficiently to be appointed as directors of the Company as deemed appropriate with reference to the criteria below.

### **1. Qualification of the Shareholder**

Shareholders who have the right to propose any matters on an agenda of the shareholders' meeting and to nominate any persons to be appointed as directors must possess the following qualifications;

- 1.1 Being the shareholders of the company, with holding shares and having the right to vote amounting to not less than 4% of the total number of the voting rights of the company which can be either one shareholder or combined shareholders in accordance with rules as specified in Section 89/28, of the Securities and Exchange Act (No.4) B.E. 2551;
- 1.2 Holding the Company's shares as specified in Clause 1.1 for at least 1 consecutive year as from the date of holding shares until the date such agenda is proposed or the name of director is nominated; and
- 1.3 Having the evidence of shares held, such as copies of certificate of shares held issued by Securities Company or any other certificates from the Stock Exchange of Thailand or Thailand Securities Depository Co., Ltd.

### **2. Criteria for Proposing**

#### **2.1 Proposing the Agenda**

Matters that the Company will not include as the agenda of AGM are as follows:

- (1) Matters that is relevant to the ordinary business operation of the Company.
- (2) Matter that beyond authority of the Company.
- (3) Matter that shareholders already proposed in shareholder meetings within the past 12 months and were supported by less than 10% of total voting shares, provided that the facts of said matters have not yet changed significantly.
- (4) Matter proposed by shareholders who are not qualified, not able to provide complete and correct information and evidence, and not able to propose on the time set forth.
- (5) Matter unlike to benefit the Company.
- (6) Matter or evidence sufficed by shareholders is incomplete or untrue or ambiguous.
- (7) Matter lying under management authority of the Company, except the ones causing material impacts on shareholders in general.
- (8) Matter that violates to the laws, rules, regulations of the government agencies or other regulatory bodies or is not complied with the objects or articles of association of the Company.
- (9) Matter, as stipulated by, for AGM consideration, which has been pursued regularly by the Company.
- (10) Matter that is the benefit of any particular person or group.
- (11) Matter already undertaken by the Company.
- (12) Matter that the committee considered that there is not necessary to include in the agenda.

## 2.2 Nominating the qualified person to be appointed as the Director.

The persons who will be nominated to be the director must have the qualifications and must not have the prohibited characteristics as follows:

- (1) Having such qualifications without any prohibited characteristics under the Public Limited companies Act, the Securities and Exchange Act, the Good Corporate Governance of the Company and other relevant Act.
- (2) Having knowledge and skill in the areas significantly beneficial to the Company i.e. engineering, marketing, management, finance and accounting and global economy, etc.
- (3) Should not serve as directors of more than 3 listed companies including subsidiaries and associated companies.

## 3. Procedure to propose

### 3.1 Proposing the Agenda

- (1) Shareholder who passes the qualification according to Item “1” above must fill in **“Form A”, Proposed Agenda for Annual General Shareholder’s Meeting Year 2024 Form**, with his/her signature.  
The Form is available to download at <http://www.singerthai.co.th/th/investor/>. In case of there are many shareholders have unified to propose AGM agenda to the Board, each one must fill in Form A and sign their signature as evidence separately and together send into one set.
- (2) Submit the Form along with the other supporting documents to the Board of Directors for the consideration.

### 3.2 Proposing the person to be appointed as Director

- (1) Shareholders can nominate the person to be appointed as director to the Board of Directors by fill in **“Form B”, Nominated Qualified Candidate for Directorship in 2024 Form**, with his/her signature. The Form is available to download at <http://www.singerthai.co.th/th/investor/>
- (2) Submit the Form along with the other supporting documents to the Board of Directors for the consideration.

***The additional details and conditions are provided on the last page of Form A and B***

## 4. Required documents to be enclosed with the proposal

Shareholders are required to enclose the required documents with the proposal as follows:

- 4.1 Evidence of shareholding
- 4.2 Evidence of shareholders’ identification
- 4.3 Supporting documents of persons nominated

***The additional details and conditions are provided on the last page of Form A and B***

## 5. Channels for submitting proposals

In order to facilitate shareholders, unofficial sending proposal through the Company is allowed before sending an official letter to the Board. Channels for submitting proposed agenda items as follows:

- 5.1 Submitting the proposal unofficially via e-mail address at [suparapomp@singerthai.co.th](mailto:suparapomp@singerthai.co.th).
- 5.2 Submitting certified in original copy of documents and evidence for the Boards' consideration within **December 31, 2023**, to the following address:

**Miss Suparaporn Phongnumkul**  
**Singer Thailand Public Company Limited**  
**72 NT Bangrak Building, 17<sup>th</sup> Floor,**  
**Cha-Roen Krung Rd., Bangrak, Bangkok 10500**

- 5.3 For further information, please contact us at 66-2352-4777 ext. 4201

## **6. Procedure for Consideration**

- 6.1 Independent Directors, the Nomination and Remuneration Committee will consider scrutinizing the qualification of shareholders, the matters proposed by the shareholders and the qualification of nominated persons as set by the criteria before further submission to the Board of Directors for consideration.
- 6.2 The matters and/or nominated persons approved by the Board of Directors, the Company will including in the agenda of the Invitation to the Annual General Meeting of Shareholders along with the Board's opinion. Those matters and/or nominated persons will be identified as proposed by Shareholders.
- 6.3 For the matters and/or nominated persons disapproved by the Board of Directors, the Company will disclose such information placed on the Company's website. In addition, the Board of Directors will formally announce such information to all shareholders in the Annual General Meeting of shareholders.

The Company reserves the rights to consider the proposal to be included as AGM agenda only the matters that benefit to the Company and shareholders as whole and comply with the related laws and regulations.