

Criteria for Minority Shareholders to Propose Agenda and Director Nominees in advance in the  
Annual General Shareholder Meeting

PM realizes the importance and equality rights for every shareholder and to promote the Good Corporate Governance. In order to give the opportunity to shareholders to propose the agenda that is beneficial to the Company for consideration as the agenda for the Annual General Shareholder Meeting, and nominate person for consideration to be elected as the directors of the Company in advance. The Company sets out the criteria as follow:

1. The Qualification of shareholders

The qualifications of shareholders who are eligible to make proposal of the Annual General Shareholder Meeting agenda and nominate person for consideration to be elected as the directors of the Company as follow:

- 1.1 Must be the shareholder of the Company not limit the number of shareholding and period of shareholding and holding those shares by the date that the shareholder proposes the agenda or director nominees.
- 1.2 Must have the evidence of shares' held such as the certificate of shares' held from securities company or any other certificates form the Stock Exchange of Thailand (SET) or the Thailand Securities Depository (Thailand) Company Limited (TSD).

2. Proposal of the Annual General Shareholder Meeting agenda

2.1 Conditions for consideration of the proposal that will be places on the Agenda. The Company reserves the right to consider the proposals which the proposed issues must be beneficial to the Company and overall shareholders and in accordance with related rules and regulations that will be included on the Agenda except the following proposals as the Meeting agenda the Company shall not include on the agenda of the General Meeting are as follows:

- (1) The proposal that is relating to normal business operation of the Company and the information alleged by the shareholder does not show reasonable cause to suspect in relation to irregularities of such issue.
- (2) The proposal that is beyond authority of the Company to take action to achieve the results as desired.
- (3) The proposal that shareholders already proposed in the Annual General Shareholder Meeting within the past 12 months, and those under support by less

than 10% of total voting shares, given that the factual events have not changed significantly.

- (4) The proposal that is not following by the Objectives, or Articles of Association of the Company, or violates applicable laws, rules, regulations of the government agencies, or regulatory or involved agencies.
- (5) The proposal that is beneficial for specific person or group.
- (6) The proposal that the Company has already implemented.
- (7) The proposal proposed by shareholder whose information provided is incomplete or not following by such criteria mentioned above.
- (8) Any other cases as notified by the Securities and Exchange Commission (SEC).

## 2.2 Consideration Procedures

- (1) The shareholder who possesses qualification according to Section 1 must fill in "Form to Propose the Annual General Shareholder Meeting Agenda (Form A)" with his/her signature. In case many shareholders have unified to propose the Annual General Shareholder Meeting agenda, each shareholder must fill in Form A and sign their names as evidence separately.
- (2) Shareholder must enclose the following documents with Form A
  - (a) The evidence of shares' held such as the certificate of shares' held from Securities Company or any other certificates form the Stock Exchange of Thailand (SET) or the Thailand Securities Depository (Thailand) Company Limited (TSD).
  - (b) The evidence of Identification:
    - In case the shareholder is a natural person
      - Copy of identification card or passport (in case of the foreigner) must be enclosed and certify true copy.
    - In case the shareholder is a juristic person
      - Copy of company affidavit and copy of identification card or passport (in case of the foreigner) of the authorized director who signs on this proposal must be enclosed and certify true copy.
- (3) Shareholder may send Form A together with the evidence, unofficial sending proposal through the Company via facsimile number 0-2301-1711 or via

e-mail at [ir@pm-premier.co.th](mailto:ir@pm-premier.co.th). Sending official proposal through the Company via registered mail to Corporate Secretary of PM No.1 Premier corporate Park, Soi Premier 2, Srinakarin Road, Nong-bon, Prawet, Bangkok 10250.

- (4) The Board of Director will consider of the proposal that the shareholder proposed which is not following the Section 2.1 (1) – (8).
- (5) The proposal approves by the Board of Director will be included in the agenda of the Annual General Shareholder Meeting notice with the Board of Director's opinions. For the proposals that are not fully qualified by the Board of Director, the Company will notify to shareholder with the reason of the Board of Director's refusal and will be declared in the Annual General Shareholder Meeting.

3. Criteria for Proposing a Person to be considered and Elected as the Director of the Company

3.1 The candidates for directors' nominees should process the following qualifications.

- (1) Must be a person with fulfilled qualifications and not be prohibited according to Public Company Act, Securities and Exchange Act and Corporate Governance and the Objectives of the Company.
- (2) Be knowledgeable, proficient and experienced which are beneficial to the Company's operation.
- (3) Must not be a shareholder, a partnership, or being a direction of the Company which operates the same nature of business as and is in competition with the business of the Company

3.2 Consideration Procedures

- (1) The shareholder who possesses qualification according to Section 1 must fill in "Form for Nomination of Person to be considered and Elected as the Director of the Company (Form B)" with his/her signature. In case many shareholders have unified to propose the nominees, each shareholder must fill in Form B and sign their names as evidence separately.
- (2) Form of information of the Person whose Name is Proposed to be considered and Elected as the Director of the Company (Form C)"
- (3) Prepare the evidences that shall be submitted to the Company as mentioned in Section 2.2 (2) and the nominated candidate must submit a letter of consent for

consideration to take up the office of Director and related documents i.e. documentary evidences showing education, training, work experience etc.

- (4) Shareholder may send Form B and Form C together with the evidence, unofficial sending proposal through the Company via facsimile number 0-2301-1711 or via e-mail at [ir@pm-premier.co.th](mailto:ir@pm-premier.co.th) Sending official proposal through the Company via registered mail to Corporate Secretary of PM No.1 Premier corporate Park, Soi Premier 2, Srinakarin Road, Nong-bon, Prawet, Bangkok 10250.
- (5) The Board of Director will consider of the appropriate nominees.
- (6) The persons who are approved by the Board of Director shall be proposed in the agenda of the Annual General Shareholder Meeting notice with the Board of Director's opinions. For the proposals that are not fully qualified by the Board of Director, the Company will notify to shareholder with the reason of the Board of Director's refusal and will be declared in the Annual General Shareholder Meeting.

#### 4. The Period for Proposing the proposal

The shareholders who would like to propose the proposal for consideration of the Board of Director to be placed as the Annual General Shareholder Meeting agenda and propose the names of persons to be considered and elected to be the Director shall be able to submit the letter to the Company during 1 January – 31 December of the year.