

**Criteria for Shareholder(s) to Propose the Agenda and to Nominate the Candidate  
for Being a Director for 2024 Annual General Meeting of Shareholders in Advance**

**Sahathai Terminal Public Company Limited**

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**1. Shareholder Qualification**

Proposing an agenda item and a candidate to be nominated as a director

Shareholder who wishes to propose the matter must possess the following qualification:

- 1.1 Being the shareholder(s) of Sahathai Terminal Public Company Limited (the Company) which can be either one shareholder or combined shareholders.
- 1.2 Being a shareholder or shareholders who hold minimum shares in combine of at least five percent of the Company's total shares eligible to vote.
- 1.3 Must hold those shares as stipulated in 1.2 on the date on which the agenda or the Candidate is proposed.
- 1.4 Must hold those shares as stipulated in 1.2 on the book-closing date in order to determine the right of the shareholder to attend the AGM of that year.

Please be noted, if, after Company having checked the name of the shareholder(s) on the book-closing date (as stipulated in 1.4) and it appears that such shareholder(s) in 1.1 does not hold the shares as stipulated in 1.2 Company reserves the right no to propose the agenda or the Candidate to the AGM for consideration even though the same has been included in the notice of the AGM.

**2. Proposal Criteria**

Proposing an agenda item

Shareholder(s) can propose AGM agenda to the Board of Directors by filling in Form-1 (download available at [https://sahathaiterminal.com/th/shareholder\\_meeting/](https://sahathaiterminal.com/th/shareholder_meeting/)) and then submit the form along with any other supporting information for the Board of Directors' consideration.

The Company shall not accept the following matters as the meeting agenda:

- 2.1 Any matter that violates the law, rules and regulations of any government agency, or any regulatory body or does not comply with the Company's objective, the article of association, the shareholders' resolution, and the good corporate governance of the Company;
- 2.2 Any matter that is not beneficial to the Company or is beneficial to a specific person or group;
- 2.3 Any matter that is within the scope of management authority of the Company unless it has significant negative impact on the shareholder(s) as a whole;
- 2.4 Any matter that the Company has already implemented
- 2.5 Any matter that is beyond the capacity and control of the Company;
- 2.6 Any matter that the shareholder(s) has already proposed in a shareholders meeting during the past 12 months and received supporting votes of less than ten percent of the total number of the voting rights, unless the fact pertaining in the resubmission has significantly changed from that of the previous shareholders meeting;
- 2.7 Any matter that where the information provided is incomplete, ambiguous, or incorrect.

Proposing a candidate to be nominated as a director

Shareholder(s) who wishes to nominate the list of qualified candidate(s) to be elected as director must complete Form to nominate Company' director (Form-2) and the resume of a proposed candidate (Form-3). All forms can be downloaded form at [https://sahathaiterminal.com/th/shareholder\\_meeting/](https://sahathaiterminal.com/th/shareholder_meeting/) Shareholder(s) may submit any other supporting information for the Board of Directors' consideration. In this regards, such proposal shall be received consent form the proposed candidate.

**3. Channel for submitting proposals**

Registered mail to:

Company Secretary  
Sahathai Terminal Public Company Limited  
51/1 Moo.3 Poochaomingprai Road, Tambon Bangyaprak  
Prapradang, Sumut Prakarn 10130

**4. Documentation required**

A list of document required and relevant details are provided on the last page of Form – 1, 2 และ 3.

**5. Consideration Procedures**

5.1 Proposing an agenda item

- 1.) The Company Secretary will initially review the proposal and supporting document before proposing to the Board of Directors.
- 2.) The Board of Directors will consider if the issues are significant or beneficial to the Company or shareholder(s) as a whole, the Board will incorporate those issues in AGM agenda. If the Board of Directors rejects any shareholders' proposals, the Company will report such rejection and its rationales to the shareholder(s) at the shareholders' meeting.

5.2 Proposing a candidate to be nominated as a director

- 1.) The Company Secretary will gather the proposal and supporting documents of proposed candidate before proposing to the Nomination & Remuneration Committee
- 2.) The Nomination & Remuneration Committee will consider the qualifications, knowledge, competency, experience of the candidate(s) in connection will skill and expertise required as well as ethics of proposed candidate so that it could promote the board efficiency before proposing to the Board of Directors of consideration.
- 3.) If the Board of Directors agrees that the proposed candidate is qualified to be nominated as the Company's director, the Board of Directors will propose such candidate in the Appointment of Director Agenda of the AGM of approval.

**6. Submission period from December 1,2023 until January 15,2024.**