

**Criteria for the Shareholders to propose an annual general shareholders' meetings agenda
and a qualified candidate for directorship
For the Annual General Meeting of Shareholders Year 2021**

Haadthip Public Company Limited ("The Company") has a policy to build a confidence for equal rights of all shareholders. Thus, the Company gives an opportunity to the shareholders to use their rights for the best benefit of the company so as to propose the agenda of the Annual General Shareholders' Meeting (AGM agenda) and/or to nominate qualified candidate(s) for directorship in advance. The established procedures herewith are the rights given to the shareholders in addition to any rights that the shareholders may have under the Company's Articles of the Association and other applicable laws and regulations, with the criteria and procedures as described below.

1. Qualification of the Shareholder

A shareholder who has the right to propose the AGM agenda or a qualified candidates for directorship must process the following qualifications:

- 1.1 Be the Company's shareholder, with continuously holding minimum shares of not less than 5% of total number of the voting rights either for one shareholder or combined shareholders;
- 1.2 Having continuously held those shares in Item 1.1 for at least 12 months to the date on which the shareholder proposes the AGM agenda or a qualified candidate for directorship, and
- 1.3 Must be able to provide an evidence of shares held, such as copies of certificate of shares held issued by a Securities company, or any other certificates from the Stock Exchange of Thailand (SET) or Thailand Securities Depository Co., Ltd. (TSD).

2. Procedure to propose an AGM Agenda

- (1) The shareholder who processes qualifications according to the Item 1 above shall fill in the "Proposed Agenda Form for the Annual General Shareholders' Meeting for the Year 2021" ("**Form A**") with his/her signature. In case many shareholders have unified to propose AGM agenda, each shareholder shall fill in "**Form A**" and sign their names as evidence separately and gather into one set.
- (2) Shareholders shall enclose the following documents with "**Form A**"
 - (a) The evidence of shares held as of the proposal date, such as the certificate of shares held issued by securities companies or any other certificates from the Stock Exchange of Thailand (SET) or Thailand Securities Depository Co., Ltd. (TSD).

(b) In case shareholder is an individual:

- A copy of identification card/ government officer identification card/ driver's license/ passport or alien identification card, which is still valid and is certified as a true copy of the original and correct by the shareholders.

In case shareholder is a juristic person:

- A copy of the Certification Document backdated not more than three months, certified a true copy of the original and correct by an authorized person (s) of that juristic person, and
- A copy of identification card/ government officer identification card/ driver's license/ passport or alien identification card of the authorized person (s), which is still valid, and is certified as a true copy of the original and correct by that person (s).

(3) Shareholder is able to submit "Form A" together with the required documents to the Company via cs.bkk@haadthip.com, the original copy shall be required to be submitted to the Company via registered mail by December 31, 2020 to the following address:-

Company Secretary
Haadthip Public Company Limited
36/6 Soi Ramkhamhaeng 21 (Navasri), Yaek 5, Phlabphla,
Wang Thonglang, Bangkok 10310

The Company will consider the accuracy and completeness of "Form A" and the required documents prior to proposal for the Board's consideration. In the case that the proposed matters have been included in the AGM agenda, it will be remarked as "agenda from shareholders" in the notice to shareholders. In the case that the Board of Directors denies the proposed matters, the Board of Directors will inform the rationales at the AGM.

3. The Board of Directors shall reserve the rights to consider or include the following items into the AGM Agenda

1. Matter that is beyond the authority of the Company;
2. Matter related to normal business of the Company and the fact given by the shareholders does not indicate ground to suspect irregularity of such matter;
3. Matter that shareholders have already proposed in the shareholders' meetings within the past 12 months and received supported by less than 10% of the total number of the voting rights, provided that the facts of the said matter that has not yet changed significantly;
4. Matter proposed by shareholders who are not qualified, unable to provide complete and correct information and evidence, and unable to propose on the time set forth;

5. Matter against the benefits of the Company;
6. Matter that is incorrect 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 objectives or articles of association of the Company;
9. Matter, as stipulated by laws, for AGM consideration, which has been pursued regularly by the Company;
10. Matter already undertaken by the Company.

4. The Nomination of a Qualified Candidate for Directorship

1. The shareholder who possesses qualifications accounting to Item 1 above shall fill in the “Nominated Qualified Candidate for the Directorship Form” (“**Form B**”) with his/her signature. In case many shareholders have unified to propose a qualified candidate for directorship, each shareholder must fill in “**Form B**” and sign their names as evidence separately and gather into one set.
2. The proposed candidate must fill in the “Resume of Proposed Candidate for the Directorship Form” (“**Form C**”) with his/her signature.
3. Shareholder shall enclose the documents as mentioned in 2 (2) together with the supporting document of candidate’s qualification, i.e. a copy of identification card/ government officer identification card or passport, education and work experience (Curriculum Vitae).
4. Shareholders shall send “**Form B**” and “**Form C**” together with the required documents to the Company to cs.bkk@haadthip.com, the original copy must be sent to the Company via register mail by December 31, 2020 to the following address

Company Secretary
Haadthip Public Company Limited
36/6 Soi Ramkhamhaeng 21 (Navasri), Yaek 5, Phlabphla,
Wang Thonglang, Bangkok 10310

The above nomination of a qualified candidate for directorship shall be considered by the Nominating and Remuneration Committee before further submission to the Board of Directors for consideration. In the case that the proposed candidates have been nominated for directorship positions, they will be remarked as “proposed by shareholders” in the notice to shareholders.

Proposed Agenda Form for the Annual General Shareholders' Meeting for the Year 2021

(Form A)

(1) Name – Surname (proposer)

Address

Telephone Facsimile

Email address

(2) Number of shares held in HTC Shares as of

(3) Proposed Agenda

Objective () For acknowledgement () For consideration () For approval

Facts and Reasons

Comment

Signed Shareholder
(.....)

Date

Remarks:

1. Shareholder shall enclose the following documents with this form;
 - 1.1 The evidence of shares held as of the proposal date, such as certificate of shares held issued by securities companies or any other certificates from the Stock Exchange of Thailand (SET) or Thailand Securities Depository Co., Ltd. (TSD).
 - 1.2 In case, shareholder is individual; a copy of identification card/ government officer identification card/ driver's license/ passport or alien identification card, which is still valid, and certified a true copy of the original and correct by that shareholder.
In case, shareholder is a juristic person; a copy of Certification Document backdated not more than three months, certified a true copy of the original and correct by an authorized person (s) of the juristic person and a copy of identification card/ government officer identification card/ driver's license/ passport or alien identification card of the authorized person (s) which is still valid.
2. In case, shareholders have unified to propose the agenda, each shareholder shall fill in this form and sign their names as an evidence separately and gather into one set.

Nominated Qualified Candidate for the Directorship Form
(Form B)

(1) Name – Surname (proposer)

Address

Telephone Facsimile

Email address

(2) Number of shares held in HTC Shares as of

I/We would like to nominate (Mr. / Mrs. / Miss)as a qualified candidate for directorship of Haadthip Public Company Limited. Such person has made his/her consent and certified that information disclosed in the attached “Resume of Proposed Candidate for the Directorship Form” (“Form C”) and other support documents is true and authentic in all reports.

Signed Shareholder
()
Date

Remarks:

1. Shareholder shall enclose the following documents with this form;
 - 1.1 The Resume of Proposed Candidate for the Directorship Form (Form C) which has been completely filled in and signed by a qualified candidate.
 - 1.2 The evidence of shares held as of the proposal date, such as certificate of shares held issued by securities companies or any other certificates from the Stock Exchange of Thailand (SET) or Thailand Securities Depository Co., Ltd. (TSD).
 - 1.3 In case, shareholder is an individual; a copy of identification card/ government officer identification card/ driver’s license/ passport or alien identification card, which is still valid, and certified a true copy of the original and correct by that shareholder.

In case, shareholder is a juristic person; a copy of Certification Document backdated not more than three months, certified a true copy of the original and correct by an authorized person (s) of the juristic person and a copy of identification card/ government officer identification card/ driver’s license/ passport or alien identification card of the authorized person(s) which is still valid.
2. In case, shareholders have unified to nominate a qualified candidate for directorship, each shareholder shall fill in this form and sign their names as an evidence separately and gather into one set.

9. Number of HTC's securities held as of (the date of Nomination)
- Common share shares
- Spouse No. of shares held shares
- Children 1. Age Years, no. of shares held shares
2. Age Years, no. of shares held shares

10. Record of lawsuit being sued

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11. Having direct and/or indirect interests in HTC, subsidiaries and associated companies. (In case there is any conflicts, please specify nature of the transaction and characteristics of such interest, including transaction value.)

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12. Shareholding and being a director of subsidiaries, associated companies and related companies of HTC (In case of shareholding, please specify company's names, number of shares held, percentage of total number of the voting rights or in case of being a director, please specify company's name)

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13. Shareholding, being a partner in partnership, or being a director of the company which operates the same nature of business as and is in competition with the business of HTC and/or subsidiaries (Please specify partnership's name, company's name, number of shares held, percentage of total number of the voting rights and its nature of business)

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I (Mr. / Mrs. /Miss), acknowledge and give consent of being nominated for appointment as the Company's director, and certify that the information provided above is true and supporting documents submitted herewith are true and correct. I also certify that my qualifications are met, and having no prohibited characteristics as stipulated by Public Company Limited Act, Securities and Exchange Act, Notifications of competent authorities and other related regulations.

Signed Candidate

(.....)

Date