

## **Criteria for Shareholder to propose 2021 Annual General Meeting of Shareholder Agenda**

### **and director candidates in Advance**

#### **1. Objective**

Thai Plaspac Public Company Limited aims to comply with the Good Corporate Governance, to treat all shareholder equitably.

The Board of Directors of Thai Plaspac Public Company Limited invited shareholder to propose any matter considered important and beneficial to the Company agenda for 2021 Annual General Meeting of Shareholders and the director candidates in advance as the following criteria;

#### **2. The qualifications of shareholder**

Shareholder who wishes to propose the agenda and/or director candidate must possess qualification according to the following criteria;

- 2.1 Being the shareholder of Thai Plaspac Public Company Limited
- 2.2 Holding or holding aggregation, as the case may not be less than 2% of total issued and paid-up shares
- 2.3 Having held those units in 2.2 for at least 6 months prior the date of submission of the proposal

#### **3. Proposal of Agenda**

- 3.1 Criteria for the agenda proposal that will not be accepted;
  - 1) The proposal that violates the law, rule, regulation of the government agencies or the Company's Article of Association
  - 2) Agenda proposals that beneficial only the specific person or group
  - 3) Agenda proposals touching the matters that are within the authority of the Board of Directors, but not discourages from offering constructive suggestions
  - 4) Agenda proposal with matter that have been completed
  - 5) Agenda proposals for the Company to take action which beyond the power of control

#### **Thai Plaspac Public Company Limited**

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COMPANY REGISTRATION NO. AND TAX ID : 0107547000575

- 6) Agenda proposals from shareholder not fully qualified according to criteria No.2 or not submitted in specific period
- 7) Agenda proposals that the Board of Directors deems irresponsible or un constructive

#### **4. Nomination of Director**

4.1 The Company will consider the director candidate who possess the following qualification only;

- 1) Being fully qualified and not being prohibited according to:
  - The Public Company Act
  - The Securities and Exchange Act
  - The Securities and Exchange Commission
  - The Capital Market Supervisory Board
  - The Stock Exchange of Thailand
  - The Company's Articles of Association
- 2) Having the knowledge, skills and experiences in the fields that are advantageous to their role as a Director, suitable and beneficial to the Company's business, such as in engineering, plastics, chemical, legal, accounting and finance, audit, internal business, management, capital market, economic, security, corporate governance or other areas beneficial to the composition of the Board and complementary to the Company's business;
- 3) Dedication time and effort to the discharge duties as per his/her responsibility; and
- 4) Having other qualifications as specified by the Nominating and Remuneration Committee and announced on the Company's websites.

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## **5. Consideration / Procedures**

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

- 1) The Company Secretary will gather/review the proposal as set by the criteria and proceed with the Company's procedure before proposing the Company's Board of Directors for consideration
- 2) The proposal approved by the Company's Board of Directors will be included in the agenda of the AGM notice, as agenda proposed by shareholders

### **5.2 The director candidates**

- 1) The Company Secretary will gather/review the correctness and completeness of information and qualifications of director candidate and proceed with the Company's procedures before proposing to the Nomination and Remuneration Committee and the Company's Board of Directors for consideration.
- 2) The name of nominee approved by Board of Directors together with the Board opinion will be included in the agenda of the AGM invitation notice, as a candidate proposed by shareholders

**The Company's Board of Directors will consider the proposal proposed by shareholders as deemed appropriate. The Board's resolution is final.** For the agenda and director candidate disapproved by the Board, the Company will notify the shareholders at AGM.

## **6. Supporting Documents**

6.1 Form for proposing Agenda in Advance for the Annual General Meeting of Shareholders and Director Candidate;

6.2 Supporting documents as specified in the Form and additional supporting documents supporting the Board of Directors' consideration (if any) certified true copy and

6.3 Supporting documents of the director candidate as specified in the Form

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## **7. Methods for submission of Proposal**

7.1 Sending via Email Address: [IR@tpacpackaging.com](mailto:IR@tpacpackaging.com) or through the Company's website at [www.tpacpackaging.com](http://www.tpacpackaging.com)

7.2 Sending the official proposal together with supporting documents beneficial for the Board consideration to Company at the following address:

Company Secretary

Thai Plaspac Public Company Limited

No.77 Soi Thian Thaley 30, Bang Khun Thian-Chay Thaley Road,

Tha Kham, Bang Khun Thian, Bangkok, 10150, Thailand

7.3 For further information required please contact Company Secretary/Investor Relation, Tel. +66 (0)2-897-2250 ext. 179 or email [IR@tpacpackaging.com](mailto:IR@tpacpackaging.com)

7.4 Deadline for proposal submission from now until January 31<sup>st</sup>, 2021