

## **Criteria for Granting the Shareholders the Right to Propose Agenda Items and Director Nomination for the Annual General Meeting of Shareholders**

To provide equitable treatment to all the shareholders, Jasmine International Public Company Limited (the “Company”) provides the shareholders with an opportunity to exercise their right to propose, in advance, (1) matters that they deem beneficial to the Company to be included as agenda items for the Annual General Meeting of Shareholders (the “AGM”) and (2) qualified candidates to be considered and elected as the Company’s Directors, as per the following criteria.

### **1. Shareholders’ Qualifications**

Shareholders who shall have the right to propose matters to be included as agenda items in the AGM and to nominate a person whom they deem qualified as candidates for the Company’s directorship must possess the following qualifications:

- 1.1 Being a shareholder of the Company, continuously holding a minimum of 5 percent of the total number of shares with the voting rights, either individually or collectively owned, for the period of at least 12 months consecutively, starting from the first date of shareholding to the proposing date of the AGM agenda items or qualified candidates to be considered and elected as the Company’s Directors ; also, the holding of shares must continue to the Record Date for determining the names of the shareholders, entitled to attend the AGM each year;
- 1.2 Possessing evidences of shareholding, 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 AGM Agenda-Item Proposal**

- 2.1 Matters that the Company shall not accept to include as the AGM agenda items are as follows.
  - (1) Matters that are relevant to normal business operations of the Company that the shareholders do not illustrate sufficient rationale for suspicion of irregularities;
  - (2) Matters that are beyond the authority of the Company.
  - (3) Matters that were already proposed for consideration at the shareholders’ meetings during the past 12-month period and were supported by less than 10 percent of the total number of the voting rights, provided that the facts of the said matters have not yet significantly changed;
  - (4) Matters that are proposed by the shareholders who are not fully qualified or unable to either provide complete and adequate information / evidences or propose them within time specified by the Company;
  - (5) Matters that are not beneficial to the Company’s operation;
  - (6) Matters or supporting information / evidences supporting the matters proposed by the shareholders that are untrue or ambiguous;
  - (7) Matters that are under the scope of management authority of the Company, except for the ones that will significantly affect the shareholders in general;
  - (8) Matters that are against the laws, notifications, rules and regulations of the government agencies and the regulatory bodies, or matters that are not in line with the objectives or Articles of Association of the Company;
  - (9) Matters, as required by laws to pass the shareholders’ consideration at the AGM, that the Company proposes as its regular agenda items in every AGM;
  - (10) Matters that were already undertaken by the Company.

### **2.2 Procedures for proposing an AGM agenda item**

- (1) The shareholder whose qualifications meet all the criteria in Item 1 must completely fill in the **“Form for Agenda Item Proposal for the Annual General Meeting of Shareholders”** and accordingly affix his/her signature to it. In case that several shareholders unify to propose an AGM agenda item, each of them is required to separately fill in the **“Form for Agenda Item Proposal for the Annual General Meeting of Shareholders”** and accordingly affix his/her signature to it; then, all the signed Forms have to be gathered as one set.
- (2) The shareholder must enclose the following documents with the **“Form for Agenda Item Proposal for the Annual General Meeting of Shareholders”**:
  - (a) An evidence of shareholding such as a certificate of shares held, issued by securities companies or any other certificates from the Stock Exchange of Thailand or Thailand Securities Depository Co., Ltd.
  - (b) Other required identity-verification documents as specified below:  
An Individual shareholder:

- A copy of identity card/ government officer identity card/ driver's license/ passport or alien identity card, which has not expired and certified true and correct by the shareholder's signature

**A juristic person:**

- A copy of juristic person certificate backdated not exceeding three months, certified true and correct by an authorized person(s) of that particular juristic person, and
- A copy of identity card/ government officer identity card/ driver's license/ passport or alien identity card of the authorized person(s), which has not expired and certified true and correct by the signature(s) of that authorized person(s)

**3. Criteria for the Nomination of a Qualified Candidate for Directorship**

- 3.1 The Company allows any shareholder whose qualifications meet all the criteria in Item 1 to propose a qualified candidate for directorship of the Company. To this regard, the shareholder is required to completely fill in the "**Form for the Nomination of a Qualified Candidate for Directorship**" and accordingly affix his/her signature to it. In case that several shareholders unify to propose a qualified candidate for directorship, each of them is required to separately fill in the "**Form for the Nomination of a Qualified Candidate for Directorship**" and accordingly affix his/her signature to it; then, all the signed Forms have to be gathered as one set.
- 3.2 The proposed candidate must completely fill in the "**Form for the Resume of the Proposed Candidate for Directorship**" and accordingly affix his/her signature to it.
- 3.3 The shareholder must enclose the documents as specified in 2.2 (2) together with supporting documents of the proposed candidate , i.e. a copy of identity card or passport, academic qualification certificates and Curriculum Vitae, illustrating work experience to facilitate the consideration of the shareholders at the AGM on the proposed candidate's qualifications.

**4. Period for the Shareholders to Propose AGM agenda Items and Qualified Candidates for Director Position**

From 1 October to 31 December of every year

Interested shareholders may send 1. Form for Agenda Item Proposal for the Annual General Meeting of Shareholders 2. Form for the Nomination of a Qualified Candidate for Directorship and/or 3. Form for the Resume of the Proposed Candidate for Directorship together with all the required documents via email address : [ir-jas@jasmine.com](mailto:ir-jas@jasmine.com) or by a registered mail to:

Company Secretary,  
 Jasmine International Public Company Limited,  
 Jasmine International Tower,  
 No.200, 29<sup>th</sup> Floor, Moo 4  
 Chaengwatana Road,  
 Pakkred Sub-district, Pakkred District,  
 Nonthaburi 11120

**5. Procedures for Consideration**

The Company Secretary will initially screen the matters proposed by the shareholders and examine the accuracy and the completeness of the "Form for Agenda Item Proposal for the Annual General Meeting of Shareholders", including all the required supporting documents. He will also gather the documents/evidences, supporting the nomination of candidates for the Company's directorship. Then, all these documents will be proposed to:

1. the Board of Directors, as regards the AGM Agenda Item proposal, to consider whether to accept or deny the shareholders' proposed matters; in case of approval, the Company shall include them as the AGM Agenda Items and remark in the Invitation Letter to the AGM of the Company that such particular items are "agendas proposed by the shareholders" ; nevertheless, in case of denial, the Board of Directors shall explain its rationale to the shareholders at the AGM under an agenda for acknowledgment; and
2. the Remuneration and Nomination Committee, as regards the nomination of the candidates for director position, to scrutinize the "Form for the Nomination of a Qualified Candidate for Directorship" and the "Form for the Resume of the Proposed Candidate for Directorship" prior to further submitting to the Board of Directors for consideration; in case that the Board of Directors deems it appropriate that the candidates nominated by the shareholders be proposed for the AGM to consider and elect to the director position of the Company, the Company shall notify the shareholders

of the Board of Directors' opinions in the Invitation Letter to the AGM of the Company and remarks that such candidates are proposed by the shareholders.

The Company reserves the rights to propose, for the shareholders' consideration, only the matters that are beneficial to the Company and the shareholders as a whole and that are in compliance with relevant laws and regulations.

## Form for Agenda Item Proposal for the \_\_\_\_\_ Annual General Meeting of Shareholders

I am (Mr./Mrs./Miss) \_\_\_\_\_, being a shareholder of Jasmine International Public Company Limited, holding \_\_\_\_\_ shares, residing at No. \_\_\_\_\_, \_\_\_\_\_ Road, \_\_\_\_\_ Sub-district, \_\_\_\_\_ District, \_\_\_\_\_, Province \_\_\_\_\_, Telephone Number \_\_\_\_\_, E-mail Address (if any) \_\_\_\_\_.

I wish to propose an agenda item for the \_\_\_\_\_ Annual General Meeting of Shareholders as follows:

### Proposed matter:

Objective:  For consideration  For acknowledgment  For approval

### Reasons and details :

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Total number of documents supporting the proposal above: \_\_\_\_\_ pages

I certify that all the information in this Form, the evidence of shareholding and other supporting documents are correct and the Company may disclose them with my consent; I; therefore, hereby affix my signature as evidence below.

Sign \_\_\_\_\_ Shareholder  
(\_\_\_\_\_)

Date \_\_\_\_\_

Remarks: 1. Please enclose the following evidences:

- 1.1 The evidence of shareholding such as certified true copy of share certificate or the certificate of shareholding from the securities company or any other certificates from the Stock Exchange of Thailand or Thailand Securities Depository Co., Ltd.
- 1.2 If the shareholder is a juristic person, a copy of the company's affidavit and a copy of identity card/passport (in case of non-Thai nationality) of authorized signatory directors must be enclosed and certified true copies by such directors.
- 1.3 If the shareholder is an individual, a certified true copy of identity card/passport (in case of non-Thai nationality) must be enclosed.
- 1.4 If the shareholder has his/her title, name, or surname changed, a certified true copy of the evidence of such changes must be enclosed.
2. In case of proposing more than one agenda item, the shareholder can use a copy of this Form and fill in all the information and accordingly affix the signature.
3. In case of several shareholders' unifying to propose an AGM agenda item, each shareholder is required to separately fill in this Form and accordingly affix his/her signature to it; then, all the signed Forms have to be gathered as one set and send to the Company.

## **Form for the Nomination of a Qualified Candidate for Directorship**

I am (Mr./Mrs./Miss) \_\_\_\_\_, being a shareholder of Jasmine International Public Company Limited, holding \_\_\_\_\_ shares, residing at No. \_\_\_\_\_, \_\_\_\_\_ Road, \_\_\_\_\_ Sub-district, \_\_\_\_\_ District, \_\_\_\_\_, Province \_\_\_\_\_, Telephone Number \_\_\_\_\_, E-mail Address (if any) \_\_\_\_\_.

I wish to nominate Mr./Mrs./Miss \_\_\_\_\_ as a candidate for directorship of Jasmine International Public Company Limited. The person whom I nominate has hereby made his/her consent and certified that the information disclosed in the "Form for the Resume of the Proposed Candidate for Directorship" and other supporting documents is true and authentic in all respects.

Sign \_\_\_\_\_ Shareholder  
(\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_)

Date \_\_\_\_\_

**Remarks:** 1. Please enclose the following evidences:

- 1.1 The evidence of shareholding such as certified true copy of share certificate or the certificate of shareholding from the securities company or any other certificates from the Stock Exchange of Thailand or Thailand Securities Depository Co., Ltd.
- 1.2 If the shareholder is a juristic person, a copy of the company's affidavit and a copy of identity card/passport (in case of non-Thai nationality) of authorized signatory directors must be enclosed and certified true copies by such directors.
- 1.3 If the shareholder is an individual, a certified true copy of identity card/passport (in case of non-Thai nationality) must be enclosed.
- 1.4 If the shareholder has his/her title, name, or surname changed, a certified true copy of the evidence of such changes must be enclosed.
2. In case of several shareholders' unifying to nominate a qualified candidate for directorship, each shareholder is required to separately fill in this Form and accordingly affix his/her signature to it; then, all the signed Forms have to be gathered as one set and send to the Company.

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## Form for the Resume of the Proposed Candidate for Directorship

1. Name-Surname \_\_\_\_\_

Nationality \_\_\_\_\_

Date of Birth (dd/mm/yyyy) \_\_\_\_\_ Age \_\_\_\_\_ Years

(Please enclose a copy of identity card/ government officer identity card/ passport and sign to certify that the duplicate is true and correct.)

Address \_\_\_\_\_

Telephone Number \_\_\_\_\_

Email Address (if any) \_\_\_\_\_

Occupation/Current Office Address \_\_\_\_\_

**Education** (Please enclose a copy of academic qualification certificates and sign to certify that the duplicate is true and correct.)

Year	Institution	Major
_____	_____	_____
_____	_____	_____

**Work Experience** (Please enclose a copy of Curriculum Vitae and sign to certify that the duplicate is true and correct.)

Year	Company	Position
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

**Number of JAS Securities Held** \_\_\_\_\_ Shares

**Marital Status** \_\_\_\_\_

Name of Spouse \_\_\_\_\_, number of JAS shares held \_\_\_\_\_ Shares

Name of Children

1. \_\_\_\_\_ Age \_\_\_\_\_ Years, number of JAS shares held \_\_\_\_\_ Shares

2. \_\_\_\_\_ Age \_\_\_\_\_ Years, number of JAS shares held \_\_\_\_\_ Shares

3. \_\_\_\_\_ Age \_\_\_\_\_ Years, number of JAS shares held \_\_\_\_\_ Shares

### Direct and/or Indirect Interests in JAS and Subsidiaries

(In case of having an interest (direct or indirect), please specify nature of the transaction and characteristics of such interest, including transaction size.)

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

### Shareholding or Directorship in JAS Subsidiaries

(In case of shareholding, please specify the name of the subsidiary, the number of shares held and the percentage of the total number of shares with the voting rights. In case of directorship holding, please specify the name of the subsidiary in which the proposed candidate is holding office as a director.)

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

**Shareholding, Being a Partner in a Partnership, or Being a Director of a Company which Operates the Business of the Same Nature as and is in Competition with the Business of JAS and/or the Subsidiaries**

(Please specify the name of the partnership, the company, the number of shares held , the percentage of the total number of shares with the voting rights and the business type of such partnership or company.)

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2. I, (Mr./Mrs./Miss) \_\_\_\_\_ acknowledge and give consent to be nominated as a candidate for directorship of Jasmine International Public Company Limited. I also certify that the information provided above is true and complete; the supporting documents enclosed herewith are all true and correct; my qualifications are suitable and that I have no prohibited traits according to the Public Company Limited Act, the Securities and Exchange Act, the notifications of the regulatory authorities and other relevant regulations.

Signed \_\_\_\_\_ Candidate  
( \_\_\_\_\_ )  
Date \_\_\_\_\_

**Form for Submitting Question (s)**  
**For the \_\_\_\_\_ Annual General Meeting of Shareholders**

I am (Mr./Mrs./Miss) \_\_\_\_\_, being a shareholder of Jasmine International Public Company Limited, holding \_\_\_\_\_ shares

Question(s): \_\_\_\_\_

Please send your question(s) prior to the AGM date via email [ir-jas@jasmine.com](mailto:ir-jas@jasmine.com) or a registered mail to Company Secretary, Jasmine International Public Company Limited. Jasmine International Tower, No.200, 29<sup>th</sup> Floor, Moo 4, Chaengwattana Road, Pakkred Sub-District, Pakkred District, Nonthaburi 11120.