

**Nusasiri Public Company Limited**

**Criteria for shareholders to propose matters for consideration and deliberation**  
**At the 2019 Annual General Meeting of Shareholders**

**Objective**

Nusasiri Public Company Limited ("The Company") recognizes the importance of all shareholders and to ensure compliance with the principles of good corporate governance. Therefore, allowing shareholders to propose matters issues that are favorable and ultimately beneficial to the company, considering the agenda of the Annual General Meeting of Shareholders with criteria and clear procedures to be determined by the company as follows:

**Qualifications of shareholders in order to propose matters for consideration in meeting agenda**

Shareholders who have the right to propose matters for consideration in meeting agenda shall have the following qualifications:

1. Hold a single shareholder or more with a shareholding ratio, not less than 3% of the shares with voting rights.
2. Shall be a shareholder of the company according to the proportion specified in Article 1, continuously holding shares until the date of the nominee is elected as committee member, and being a shareholder of no less than 12 months.

**Conditions for proposing matters to be considered in meeting agenda.**

Shareholders who meet all the criterion shall provide documentation "A signed proposal form for consideration to be included in the agenda of the 2019 Annual General Meeting of Shareholders" belong with the evidence of shareholding together with all relevant and supporting documents that will benefit to the Board to considerate by sending it as a registration letter to the company within 8 March 2019.

In case many shareholders combine to propose the meeting agenda. All shareholders are required to fill in the "A signed proposal form for consideration to be included in the agenda of the 2019 Annual General Meeting of Shareholders", and collect it as a set by filling in the name of representative that shareholders collectively assigned to be the contact person for 1 name, shall be considered contacting the assignee is equal contact with shareholders who has signed. Prepare form for nominating 1 person per 1 agenda and submit all documents to the following address:

**The company secretary**

No. 2922/209, Charn Issara Tower 2, 13th Floor (12A), New Petchburi Road  
Bang Kapi Subdistrict, Huai Khwang District, Bangkok 10310



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The company secretary will present the information to the independent committee for preliminary screening and will notify the shareholders within March 2019, for the subject matters that have passed the criteria, company secretary shall present to the Board of Directors to considering approval again. Those matters approved by the Board of Directors shall be added as an agenda in the invitation letter for shareholders' meeting with comments from the Board of Directors.

#### **Consideration of the proposed agenda**

In order for the meeting to be effective, the company will not consider the following matters in annual general meeting of shareholders.

1. Subject proposed by shareholders who have not fully qualified according to the criteria specified.
2. Matters proposed by shareholders considered to be inaccurate, untrue, and unclear or fit for proposal. Lacking in supporting evidence or failure of the shareholder proposing a specific agenda within the specified time limit.
3. All Matters which are incompatible with laws, regulations, announcements, and government regulations or related to government sector. Or which fail to comply with the regulations, business ethics, shareholders' meeting resolutions including contrary to the principles of corporate of the company.
4. Matters required by statutory to be considered by the shareholders' meeting and the company has already set the meeting agenda or already implemented.
5. The matters that no need authority or duties from the shareholders general meeting.
6. Matters that are beyond the objectives or authority of the company.
7. The subject of routine work or power of the Board of Directors, except in the case of causing significant damage to the shareholders.
8. Any subject matter which for the benefits an individual or any particular group of people, or not benefit to the operation of the company.



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Proposal form for consideration agenda

of the 2019 Annual General Meeting of Shareholders

1. I am Mr. / Mrs. / Miss .....which is a shareholder of Nusasiri Public Company Limited total ..... Shares  
 Currently, the house number is .....Moo.....Village/Building.....  
 Road .....Sub-district / District ..... District / District .....  
 Province.....Zip code.....  
 Telephone (Mobile) ..... Telephone (Home / office) .....  
 E-mail (if any) .....

2. I would like to propose the agenda for  acknowledgment  for consideration.  
 Subject.....  
 With details as follows .....  
 .....  
 .....And contains supporting information that shall be benefit.  
 Considerations as follows (such as facts or reasons, etc.)  
 .....  
 .....

Which has additional supporting documents that have been signed to certify every page  
 Total..... Sheet

3. I would like to assign Mr./Mrs./Miss..... is a delegate from me in dealing with the company according to the criteria for proposing matters to be included in the agenda.

I certify that the information and the evidence of shareholding and all supplementary documents are the truth and correct in all respects. As well allow the company to disclose information or documents to all parties. I have signed it as important.

Signed ..... Shareholder  
 (.....)  
 Date .....



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**The nominee must submit the documents following:**

- The shareholder shall attach evidence of shareholding, i.e. a certificate from the securities company or Thailand securities depository Company Limited or Stock Exchange of Thailand, or a copy of the share certificate and signed the certificate in the document.
- In Case of natural person shall attach a signed copy of the ID card or a copy of a passport (If it is a foreigner).
- In Case of juristic person shall attach a copy of the juristic persons certificate which issued by the Ministry of Commerce, not over 3 months and a copy of ID card or a copy of a passport (If it is a foreigner) of the authorized committee to sign on behalf of the juristic person, as well a signed agenda and copy of certified.
- In case the shareholder has modified the name title / name / surname must attach a copy of such change with a certified true copy.
- Other necessary documents for consideration or recruitment.

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