

**Criteria for Granting the Rights to Shareholders to Propose Agenda of the Ordinary General Meeting of Shareholder, Nominate Persons to Be Appointed as Directors and to submit questions regarding and agenda in Advance for the 2021 Annual General Meeting of Shareholders of Asia Hotel Public Company Limited**

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**Clause 1. Objectives**

Asia Hotel Public Company Limited (the “Company”) realizes the significance of the shareholders in order to promote the good corporate governance principles. Therefore, prior to the Annual Ordinary General Meeting of Shareholders, the Company provides an opportunity for the shareholders to propose any matters beneficial to the Company for including such matters on the agenda, and to nominate any persons to be appointed as directors in advance, which will assist in scrutinizing the agenda to be genuinely beneficial to the Company and selecting qualified persons to perform their duties for optimum benefits of the Company and all stakeholders, as well as ensuring that the Company complies with the good corporate governance principles with concrete results.

**Clause 2. Qualifications of Shareholders**

Shareholders who wish to propose any agenda or nominate any director must possess such qualifications as follows:

- 2.1 Holding shares in the Company, either individually or collectively:
- 2.2 Holding at least 800,000 shares; (0.25 percentage of total shares of the company) and
- 2.3 Holding shares in the Company in the number as specified in Clause 2.2 for a period of at least one year consecutively as from the date of holding shares until the date such agenda is proposed or the name of director is nominated.

**Clause 3. Proposal of the Agenda**

3.1 The shareholder fully qualified in accordance with Clause 2 of these Criteria may propose any matter to be included on the agenda by completing the Agenda Proposal Form for the Annual Ordinary General Meeting of Shareholders (Form A), and sign his or her name as evidence, and enclose evidence of shareholding as per the Criteria in Clauses 2.2 and 2.3, namely, certificate from the securities company or other evidence from the Stock Exchange of Thailand, and additional supporting documents beneficial to the Board of Directors' consideration (if any), to the Company as per the address below by **December 31, 2020** in order for the Board Directors to have sufficient time to consider the agenda:

<p><b>Secretary to the Board of Directors</b> <b>Asia Hotel Public Company Limited</b> <b>No. 296 Phayathai Road,</b> <b>Bangkok 10400</b></p>
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In case that several shareholders fully qualified in accordance with Clause 2 jointly propose the agenda to the Board of Directors, each shareholder is required to sign his or her name, as well as showing evidence of shareholding in aggregate of not less than the number specified in Clause 2.2. In this regard, name of the person mutually designated by all shareholders to act as a contact person on their behalf is required to be indicated, whereby it is deemed that the Company's contact with the designated person is regarded as contact with all such shareholders affixing their signatures.

In case that one or several shareholders fully qualified in accordance with Clause 2 propose more than one agenda, one set of the Agenda Proposal Form shall be prepared for each agenda and signed by such shareholder(s) as evidence.

3.2 To ensure the efficient conduct of the meeting, the Company reserves the right not to include the following matters on the agenda:

(1) Matters which are against laws, notifications, rules, regulations and requirements of government agencies or regulatory agencies or relevant agencies, or are not in accordance with the Company's Articles of Association, the shareholders' resolutions, or the good corporate governance, unless it is a proposal for amendment to the Company's Articles of Association or review of the shareholders' resolutions;

(2) Matters which require consideration of the shareholders' meeting as stipulated by law, and the Company has already included the same on the agenda;

(3) Matters which are not within the scope of power and authority of the shareholders' meeting under the law;

(4) Matters which are beyond the scope of objectives or power and authority of the Company

(5) Matters which were proposed by shareholders in the shareholders' meeting during the past 12 months with affirmative votes of less than 10 percent of the total shares with voting rights, provided that the facts of the said matters have not yet been materially changed;

(6) Matters in which the shareholder provides incomplete, insufficient or incorrect information, documents or evidence, ambiguous proposal and the proposer cannot be contacted or the matters are proposed beyond the specified period of time;

(7) Matters which are considered routine or within the management power of the Company, except those that cause material damage to the overall shareholders;

(8) Matters which are not beneficial to business operation of the Company.

3.3 The Company's Independent Directors' Meeting shall consider scrutinizing the matters proposed by the shareholders prior to further proposal of the same to the Board of Directors, and the Company will notify the results of the consideration thereof after the Board of Directors' Meeting by **February, 2021**, whereby the matters which the Board of Directors approve shall be further included on the agenda in the Notice of the Annual General Meeting of Shareholders.

#### **Clause 4. Nomination of Directors**

4.1 The shareholder fully qualified in accordance with Clause 2 of these Criteria is able to nominate a person to be elected as director by completing the Director Nomination Form (Form B) and requesting the nominated person to sign his or her name in Form B as consent, as well as enclosing evidence of shareholding as per the criteria in Clauses 2.2 and 2.3, namely, certificate from the securities company or other evidence from the Stock Exchange of Thailand, evidence of consent of the nominated person, documents in support of consideration on qualifications, namely, educational background and work experience of the nominated person, and additional supporting documents beneficial to the Board of Directors' consideration (if any), to the Company by **December 31, 2020** as per the address below:

<p><b>Secretary to the Board of Directors</b> <b>ASIA HOTEL Public Company Limited</b> <b>No. 296 Phayathai Road,</b> <b>Bangkok 10400</b></p>
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In case that several shareholders fully qualified in accordance with Clause 2 jointly nominate a person to be director to the Board of Directors, each shareholder shall sign his or her name as well as showing evidence of shareholding in aggregate of not less than the number specified in Clause 2.2. In this regard, name of the person mutually designated by all such

shareholders to act as a contact person on their behalf is required to be indicated, whereby it is deemed that the Company's contact with the designated person is regarded as contact with all such shareholders affixing their signatures.

In case that one or several shareholders fully qualified in accordance with Clause 2 nominate more than one person to be director, one set of the Director Nomination Form shall be prepared for each director and signed by such shareholder (s) as evidence, and enclose evidence of consent of the nominated persons and documents in support of consideration on qualifications, namely, educational background and work experience of such nominated person, as well as additional supporting documents beneficial to the Board of Directors' consideration (if any) of all nominated persons to be directors.

4.2 The person nominated to be director shall possess the qualifications without any prohibited characteristics as follows:

(1) having such qualifications without any prohibited characteristics under the laws on public limited companies, securities and exchange, and the good corporate governance of the Company;

(2) having knowledge and capability in the fields of finance, accounting, law or business administration;

(3) having no conflict of interest with the Company:

(3.1) operating a business or being a partner in an ordinary partnership or being a partner with unlimited liability in a limited partnership or being a director of other private or public company operating the same business as and in competition with the Company's business;

(3.2) not being a contractual party or having interest in the same manner as the Company or being a partner in an ordinary partnership or being a partner with unlimited liability in a limited partnership or being a director of other private or public company operating the aforesaid business;

(3.3) or other cases under the Public Limited Companies Act and/or as well as carrying out other tasks as assigned by the Board of Directors

(4) having time for the Company, both during and after meetings, as well as carrying out other tasks as assigned by the Board of Directors.

4.3 The Company shall consider the list of persons nominated by the shareholders, taking into account the relevant documentary evidence providing complete, correct and sufficient information, whereby the Nomination and Remuneration Committee shall consider selecting in accordance with the nomination procedures of the Company so as to propose such nominations to the Company so as to propose such nominations to the Board of Directors, and then, the Company shall further inform the results of consideration after the Board of Directors' Meeting by **February 2021**.

**Clause 5.** For Submission of question regarding an agenda in AGM in advance

Shareholder(s) who wishes to submit questions regarding the agenda in the AGM in advance, prior to the date of AGM. Shareholder(s) shall provide the following information:

- (1) Name, contact address, telephone number, facsimile number and email address (if any);
- (2) Numbers of shares held;
- (3) Question(s) to be asked; and relevant information or matter of fact
- (4) Other relevant necessary information

However, the Company reserves the right to contact to consider the questions and/or information which submit by shareholder as the Company deems appropriate.

**Agenda Proposal Form for the Annual General Meeting of Shareholders**

(1) I, Mr./Mrs./Miss....., am a shareholder of Asia Hotel Public Company Limited, holding .....shares, Residing at No. ...., Road:....., Tambon/Sub district:....., Amphor/District: ....., Province:....., Mobile Phone Number: ....., Home/Office Phone Number:....., Email (if any): .....,

(2) I wish to propose agenda of the ..... Annual General Meeting of Shareholders, Subject: .....

Objective:      For Consideration                                      For Information  
Details:        Having Supporting Documents                      No Supporting Documents

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With supporting information beneficial to the consideration (such as, facts or reasons, etc.):  
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.....  
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together with additional supporting documents, all pages of which have been signed for certification of the correctness, totaling.....pages.

(3) I authorize Mr./Mrs./Miss .....as my designated person for the purpose of contact with the Company under paragraph two of Clause 3.1 of the Criteria

I hereby certify that the content in this Form A, evidence of shareholding and additional supporting documents are correct in all respects. In witness whereof, I therefore sign my name as evidence below.

.....Shareholder  
(.....)  
Date: .....

## **Remarks:**

1. Shareholders must enclose evidence of shareholding, namely, certificate from the securities company or other evidence from the Stock Exchange of Thailand. In case that the shareholder is a legal entity and the Identification Card/Passport (in case of foreigner) of the director(s) authorized to sign this Form A shall be enclosed.

2. Form A shall be submitted to the Company by **December 31, 2020** in order for the Board of Directors to have sufficient time to consider the same to the Annual General Meeting of Shareholders.

3. In case that several shareholders jointly propose the agenda, all shareholders shall complete Form A and sign their names as evidence, as well as indicating name of the person mutually designated by all such shareholders to act as a contact person on their behalf, whereby it is deemed that the Company's contact with the designated person is regarded as contact with all such shareholders affixing their signatures, and then all such Form A shall be gathered into one set in accordance with paragraph two of Clause 3.1 of the Criteria.

4. In case that one or several shareholders propose more than one agenda, such shareholder(s) shall prepare Form A for each agenda and proceed in accordance with paragraph three of Clause 3.1 of the Criteria.

5. In case any shareholder has changed his or her title, first or last name, a certified copy of the evidence of such change shall also be enclosed.

6. The Company shall not take into account any shareholders who provide incomplete or incorrect information, or cannot be contacted, or are not fully qualified.

**Director Nomination Form**

(1) I, Mr./Mrs./Miss ....., am a shareholder of Asia Hotel Public Company Limited, holding.....shares, Residing at No. ...., Road: ....., Tambon/Sub district: ....., Amphor/District: ....., Province: ....., Mobile Phone Number: ....., Home/Office Phone Number: ....., Email (if any): .....

(2) I wish to nominate Mr./Mrs./Miss ....., Age: ..... Years, who is fully qualified and does not have any prohibited characteristics in accordance with Clause 4.2 of the Criteria, as director of the Company, and evidence of consideration on qualifications, person and documents in support of consideration on qualifications, namely, educational background and work experience, as well as additional supporting documents, all pages of which have been signed for certification of the correctness, totaling .....pages, are also enclosed.

(3) I authorize Mr./Mrs./Miss .....as my designated person for the purpose of contact with the Company under paragraph two of Clause 4.1 of the Criteria.

I hereby certify that the content in this Form B, evidence of shareholding, evidence of consent and all supporting documents are correct in all respects. In witness whereof, I therefore sign my name as evidence below.

.....Shareholder

(.....)

Date:.....

(4) I, Mr./Mrs./Miss ....., as the person nominated to be director as per (2), hereby consent and certify that I am fully qualified and do not have any prohibited characteristics in accordance with Clause 4.2 of the Criteria, and agree to adhere to the good corporate governance of the Company. In witness whereof, I therefore sign my name as evidence below.

.....Nominated Person

(.....)

Date:.....



## **Remarks:**

1. Shareholders must enclose evidence of shareholding, namely, certificate from the securities company or other evidence from the Stock Exchange of Thailand. In case that the shareholder is a legal entity, the certified copies of Affidavit of the legal entity and the Identification Card/Passport (in case of foreigner) of the director(s) authorized to sign this Form B shall be enclosed.

2. Form B shall be submitted to the Company by **December 31, 2020** in order for the Nomination and Remuneration Committee and the Board of Directors to have sufficient time to consider nominations in accordance with the Criteria of the Company and to propose the same to the Annual General Meeting of Shareholders.

3. In case that several shareholders jointly nominate a person to be director, all shareholders shall complete Form B and sign their names as evidence, as well as indicating name of the person mutually designated by all such shareholders to act as a contact person on their behalf, whereby it is deemed that the Company's contact with the designated person is regarded as contact with all such shareholders affixing their signatures, and then all such Form B shall be gathered into one set in accordance with paragraph two of Clause 4.1 of the Criteria.

4. In case that one or several shareholders nominate more than one person to be director, such shareholder(s) shall prepare Form B separately for each director and proceed in accordance with paragraph three of Clause 4.1 of the Criteria.

5. In case any shareholder has changed his or her title, first or last name, a certified copy of the evidence of such change shall also be enclosed.

6. The Company shall not take into account any shareholders who provide incomplete or incorrect information, or cannot be contacted, or are not fully qualified.

7. The person nominated to be director shall possess the qualifications without any prohibited characteristics as follows:

7.1 having such qualifications without prohibited characteristics under the laws on public limited companies, securities and exchange, and the good corporate governance of the Company;

7.2 having knowledge and capability in the fields of finance, accounting, law or business administration;

7.3 having no conflict of interest with the Company:

(1) operating a business or being a partner in an ordinary partnership or being a partner with unlimited liability in a limited partnership or being a director of other private or public company operating the same business as and in competition with the Company's business;

(2) not being a contractual party or having interest in the same manner as the Company or being a partner in an ordinary partnership or being a partner with unlimited liability in a limited partnership or being a director of other private or public company operating the aforesaid business;

(3) or other cases under the Public Limited Companies Act and/or as stipulated by law;

7.4 having time for the Company, both during and after meeting, as well as carrying out other tasks as assigned by the Board of Directors.