



Bor Hor 022/2021

6<sup>th</sup> October 2021

Attention: President

The Stock Exchange of Thailand

Re : Proposal of Director Nomination and Agenda, for the Annual General Shareholders' Meeting 2022

Tipco Asphalt Public Company Limited ("the Company") is pleased to announce that the Company's shareholders are invited to propose person(s) to be nominated as the Company's Director(s), as well as agenda and questions for the Annual General Shareholders' Meeting 2022. The proposal can be submitted now until 30<sup>th</sup> December 2021. The detail of which is posted on the Company's website at [http://www.tipcoasphalt.com/th\\_investor\\_proposalofagm.aspx](http://www.tipcoasphalt.com/th_investor_proposalofagm.aspx).

Sincerely yours,

Mr. Chaiwat Srivalwat

Chief Executive Officer

## The Criteria for shareholders to propose person(s) to be nominated as director(s) of the Company and the agenda for the AGM

Tipco Asphalt Public Company Limited ("the Company") has operated its business under Good Corporate Governance Policy. The Company strongly believes that Good Corporate Governance is very essential to the success of its operations and creation of values to all shareholders and other stakeholders. It will ensure that its business will be carried out on a transparent and accountable manner in accordance with the laws and ethical standard.

In the Annual General Shareholders' Meeting ("the AGM"), the Company has set up the standard practice to allow the shareholders to propose agenda for the AGM and person(s) to serve as the Company's Director(s), and submit questions in advance. The details of which shall be as follows:

### 1. The Qualifications of Shareholders

The shareholders who wish to propose agenda for the AGM and person(s) to serve as the Company's Director(s) in advance must possess the following qualifications:

- 1.1 Being a shareholder of the Company which can be either one shareholder or combined shareholders;
- 1.2 Holding not less than 5 percent of total voting rights of the Company at the date of proposal.
- 1.3 Holding those shares as stipulated in 1.2 on the Record Date in order to determine the right of the shareholders to attend the AGM of that year. Please note that, if, after the Company checked the name of the shareholder(s) on Record Date (as stipulated in 1.3) and it appears that such shareholder(s) in 1.1 does not hold the shares as stipulated in 1.2. The Company reserves the right not to propose the agenda or the Candidate to the AGM for consideration.

### 2. Proposal of the agenda

- 2.1 The following proposals will not be placed on the agendas:
  - 2.1.1 Proposal defined in Section 89/ 28, Paragraph 2 of the Securities and Exchange Act (Amended);

- (1) The proposal does not comply with rules as specified in the first paragraph (A shareholder or shareholders who hold shares and have the right to vote amounting to not less than five percent of the total number of the voting rights of the company);
- (2) The proposal is relevant to the ordinary business operation and the fact given by the shareholder does not indicate any reasonable ground to suspect the irregularity of such matter;
- (3) The proposal is beyond the company's power to produce the proposed result;
- (4) The proposal was submitted to the shareholders meeting for its consideration within the previous twelve months and received the supporting votes of less than ten percent of the total number of the voting rights of the company, unless the fact pertaining in the resubmission has significantly changed from that of the previous shareholders' meeting;
- (5) Any other cases as specified in the notification of the Capital Market Supervisory Board.

- 2.1.2 Proposals concerning issues that are beyond the control of the Company;
- 2.1.3 Proposals concerning issues that violate the law, rules, and regulations of government agencies or other governing agencies or is not complied with the objectives, the articles of association, the shareholders' resolutions and the Good Corporate Governance of the Company;
- 2.1.4 Proposals concerning issues that are not beneficial or potentially causing significant damage to the shareholders in overall;
- 2.1.5 Proposals that have already been proceeded by the Company;
- 2.1.6 Proposals that are beneficial for a specific person or group, or may cause a conflict of interest to related persons involved in the Company.

2.2 The consideration procedures:



- 2.2.1 The shareholders who possess qualification in accordance with Clause 1 may submit the “Shareholders’ Meeting Agenda Proposal Form” together with completed and accurate supporting documents. The shareholders shall clarify objectives of the proposal, whether for acknowledgment or approval;
- 2.2.2 The Company Secretary shall review the documents prior to proposing to the Board of Directors. The proposal must not be prohibited in accordance with Clause 2.1. If the shareholder is unable to deliver the complete and accurate documents within the date specified, it shall be deemed that the right to propose agenda to the Shareholders’ Meeting is waived by the shareholders;
- 2.2.3 The Board of Directors shall consider the necessity and suitability of the proposal whether it should be included in the agenda of the Shareholders’ Meeting. The resolution of the Board of Directors shall be deemed as the final decision;
- 2.2.4 The proposals approved by the Board of Directors shall be included in the agenda of Notice of the Shareholders Meeting together with the Board of Directors’ Recommendation. The shareholders will be informed of the disapproved proposals by the Board of Directors at the AGM and the Company’s website.

3. The nomination of the directors:

- 3.1 The Board of Directors shall comprise as many as the number specified by the Shareholders’ Meeting, and shall not be fewer than ten directors or more than fourteen directors. More than half of the number of all directors shall have residence in the Kingdom of Thailand and possess the following qualifications:
- 3.1.1 Possessing the required qualifications and not having prohibited characteristics of a director according to the Public Limited Companies Act,

the Securities and Exchange Act, and the Good Corporate Governance of the Company;

3.1.2 Not over 75 years of age as at the proposed date;

3.1.3 Knowledgeable, capable and possess a variety of skills and working experiences that are beneficial for the Company

3.1.4 Not serve as a director of more than 5 listed companies in the Stock Exchange of Thailand (including the case of having been approved to serve as a director in the Company)

3.2 The consideration procedures:

3.2.1 The shareholders who possess the qualification in accordance with Clause 1 may submit the "Director Nomination Form" together with complete and accurate supporting documents;

3.2.2 The Company Secretary shall review the documents initially prior to proposing to the Nomination and Remuneration Committee. If the shareholder is unable to deliver the complete and accurate documents within the date specified, it shall be deemed that the right to nominate the Company's director is waived by the shareholders;

3.2.3 The Nomination and Remuneration Committee shall consider the qualification of such nominated person and express their opinions to the Board of Directors of the Company in order to determine whether the nominated person should be a candidate in the election in the AGM. The resolution of the Board of Directors of the Company shall be deemed as the final decision;

3.2.4 The name of the nominated person approved by the Board of Directors of the Company shall be included in the agenda regarding the election of the Company's Directors, accompanied with the opinion of the Board of Directors. The shareholders will be informed of the nominated persons who did not receive approval from the Nomination and Remuneration Committee



or the Board of Directors of the Company at the AGM and the Company's website.

4. Period and channels available for receiving the Proposal Matter:

Shareholders can propose AGM Agenda and nominate candidate(s) for company directorship, regarding agenda in AGM in advance by submission complete and accurate documents within 30<sup>th</sup> December 2021 to following contact.

Company Secretary

Tipco Asphalt Public Company Limited

25<sup>th</sup> floor 118/1 Rama 6 Road,

Phayathai, Bangkok

10400 Thailand



### Shareholders' Meeting Agenda Proposal Form

(1) I (Mr. / Mrs. / Ms. / Others) ....., am a Shareholder of Tipco Asphalt Public Company Limited holding.....shares.

Contact address:.....

.....

Phone number.....Fax number.....

Email address (if any) .....

(2) I wish to propose the agenda of the Shareholders' Meeting with the following details: Proposed agenda: .....

Objectives: ☐ for acknowledgment ☐ for approval

Supporting documents: ☐ yes ☐ no

Details:.....

.....

.....

I hereby certify that all information and evidence attached hereto are accurate and complete.

Sign.....Shareholder

(.....)

Date.....





## Shareholders' Meeting Agenda Proposal Form

### The required documents for consideration

1. The evidence of identity
  - 1.1 Person: enclose a certified copy of Identification Card or Passport (in case of foreigner).
  - 1.2 Juristic Person: enclose a copy of Certificate of Incorporation certified by the authorized person(s) together with the company's seal affixed (if any) and a certified copy of Identification Card or Passport (in case of foreigner) of such authorized person(s).
2. The evidence of shareholding, namely the letter of certification from the Securities Company or the Thailand Securities Depository Co., Ltd. (TSD) or other evidence from the Stock Exchange of Thailand (SET) or Custodian.
3. In case where many Shareholders have unified to propose agenda, one of those Shareholders must fill the Form of Shareholders' Meeting Agenda Proposal completely and affix the name as evidence. The rest of Shareholders must individually fill part (1) of the Form completely and affix the name as evidence of the shareholding. The evidence of the Shareholding must be collected from each Shareholder and presented together.
4. Other supporting documents beneficial for the Board of Directors' consideration (if any).





## Director Nomination Form

(1) I (Mr. / Mrs. / Ms. / Others) ....., am a Shareholder of Tipco Asphalt Public Company Limited, holding .....shares. Contact address:..... Phone number.....Fax number..... Email address (if any).....

(2) I wish to nominate the qualified person to be a director of Tipco Asphalt Public Company Limited in which such nominated person's profile shown as follows:

1. First name - Last name Mr. / Mrs. / Miss / Others.....
2. Date of Birth ..... Age ..... years, Nationality .....
3. Contact address: .....  
.....

4. Status : ☐ Single ☐ Married ☐ Divorced/Widowed

4.1 Name of spouse .....

4.2 Having ..... children as follows:

4.2.1 ..... Age .....years

4.2.2..... Age .....years

4.2.3..... Age .....years

5. Holding the shares in Tipco Asphalt Public Company Limited as of .....

(the date of nomination)

The nominated person holding .....shares

The spouse and non sui juris children holding .....shares



6. Education

Institution (s)	Degree, Major	Year of graduation
.....	.....	.....
.....	.....	.....
.....	.....	.....
.....	.....	.....

7. Work experience (until now)

Place of work	Position	Period
.....	.....	.....
.....	.....	.....
.....	.....	.....
.....	.....	.....

8. Records of lawsuit that being sued in violating Securities and Exchange Act or any other regulations, relating to Capital Market during the last 10 years (Please specific years of events accused, offence, status and result of court decision). I hereby certify that all information and evidence attached hereto are accurate and complete.

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9. Having direct and indirect interests in the Company, subsidiaries, associated companies and related companies (Please specify nature of the transaction and characteristics of such interests, including transaction value)

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I hereby certify that all information and evidence attached hereto are accurate and complete.

Sign.....Shareholder

(.....)

Date.....

(3) I (Mr. / Mrs. / Miss / Others) ....., have been nominated to be the Company's director of Tipco Asphalt Public Company Limited and hereby certify that I possess all qualification as required by the Company. I accept and acknowledge this nomination and agree to adhere to the Good Corporate Governance of the Company and affix the name as evidence below.

Please affix

The photo size 1"

(Less than 1 month)

Sign.....Candidate

(.....)

Date.....



#### The required documents for consideration

1. The evidence of identity
  - 1.1 Person: enclose a certified copy of Identification Card or Passport (in case of foreigner).
  - 1.2 Juristic Person: enclose a copy of Certificate of Incorporation certified by the authorized person(s) together with the company's seal affixed (if any) and a certified copy of Identification Card or Passport (in case of foreigner) of such authorized person(s).
2. The evidence of shareholding, namely the letter of certification from the Securities Company or the Thailand Securities Depository Co., Ltd. (TSD) or other evidence from the Stock Exchange of Thailand (SET) or Custodian.
3. In case where many Shareholders have unified to propose agenda, one of those Shareholders must fill the Form of Nominating Director completely and affix the name as evidence. The rest of Shareholders must fill part (1) of the Form completely and affix the name as evidence of the shareholding. The evidence of the Shareholding must be collected from each Shareholder and presented together.
4. A certified copy of Identification Card or Passport (in case of foreigner) of the candidate.
5. Supporting documents of candidate's qualification including the education and work experience (Curriculum Vitae).
6. Other supporting documents beneficial for the Board of Directors consideration (if any).