

## **Criteria of Proposing AGM Agenda Items and Nominating Qualified Candidates for Directorship**

Srithai Superware Public Company Limited (“the Company”) deems it important with strong determination to adhere to the principles of good corporate governance in conducting its businesses. The Company recognizes the importance of right of shareholders and equitable treatment of shareholders in accordance with the principles of good corporate governance. The Company therefore gives the opportunity to shareholders to propose agenda items for the AGM and nominate qualified candidate for directorship in advance. The Company has established the following criteria, proposing method, and procedures of consideration as follows:-

### **Qualifications of shareholders**

- Being a shareholder or a group of shareholders of the Company and
- Proposing any agenda items or nominating qualified candidate(s) to the Company within 31 December 2023.

### **1. Proposing AGM agenda items**

1.1 Criteria : The following agenda items are not qualified for putting on the agenda:-

- 1.1.1 Matters not related to the Company’s normal business or matters that illustrate no doubts about irregularities;
- 1.1.2 Matters beyond the Company’s authority;
- 1.1.3 Matters proposed by any shareholder in the AGM for consideration during the past year which were supported by less than 10% of total eligible votes and there have been no significant changes;
- 1.1.4 Matters which the Company has already taken action;
- 1.1.5 Matters in conflict with the laws, announcements, regulations, and rules issued by governmental agencies or regulators, or matters that are against the Company’s Objectives, Articles of Association, Shareholders’ Resolutions, Codes of Business Conduct, and Principles of Good Corporate Governance;
- 1.1.6 Matters that benefit a particular person or group of persons or matters that may cause conflicts of interest with any group of the Company’s related parties;
- 1.1.7 Non-constructive matters or matters that may lead to significant damage to shareholders as a whole;
- 1.1.8 Matters proposed by a person who is not the Company’s shareholder, or matters proposed beyond the specified period of time; and
- 1.1.9 Matters with supporting documents submitted by a shareholder, and those documents are proved to be untrue.

1.2 Proposing Method

- 1.2.1 Shareholders fill in the **“Form for Proposing Additional Agenda Items for the Agenda for the 43<sup>rd</sup> Annual General Meeting of Shareholders (of the year 2024)”** (downloadable at the Company’s website) completely and correctly and sign it. Shareholders also state whether such matters are to be proposed for acknowledgement, or consideration, or approval.

1.2.2 Shareholders submit evidence of his shareholding and other supporting documents (if any) for the Board of Directors' consideration to the Company Secretary by 31 December 2023 via any one of three channels as following:-

- 1) By post : Send to  
Mr. Chaiwat Kulphattaravanich  
Company Secretary  
Srithai Superware Public Company Limited  
15 Suksawat Road, Soi 36, Bangpakok,  
Rasburana, Bangkok 10140; or
- 2) By fax : Send to facsimile number 0-2428-9675; or
- 3) By e-mail : Scan and send to  
[company\\_secretary@srithaisuperware.com](mailto:company_secretary@srithaisuperware.com)

If any shareholder has any doubt or question on how to fill in the form or what supporting documents should be provided, please contact Company Secretary Office at direct line number 0-2874-5016 or 0-2427-0088 ext. 2204, 2205.

### 1.3 Procedures of consideration

1.3.1 The Company Secretary will screen the proposed matters before submitting it to the Board of Directors for consideration. Those matters must fall under 'Criteria: Agenda Items are not qualified for putting on the agenda' as per Clause 1.1 of this '**Criteria of Proposing AGM Agenda Items and Nominating Qualified Candidates for Directorship**'. Other supporting documents required for consideration (if any) must also be completely submitted to the Company within the specified period of time.

1.3.2 The Board of Directors will consider the necessity and appropriateness of the proposed agenda items and decide whether it should be put on the AGM agenda. Decisions of the Board of Directors are final.

1.3.3 Proposed matters approved by the Board of Directors will be put on the agenda and shown in the invitation letter to shareholders' meeting together with the Board of Directors' opinions. The Company will notify shareholders of proposed matters being unqualified by the Board of Directors in a shareholders' meeting or through other suitable information channels.

## 2. Nominating Qualified Candidates for Directorship

2.1 Criteria : Directors' qualifications:-

- 2.1.1 Be an ordinary person;
- 2.1.2 Be the Company's shareholder or otherwise;
- 2.1.3 Be of a legal age;
- 2.1.4 Must not be a person whose properties have been placed in receivership, a bankrupt person, an incompetent person, or a quasi-competent person;
- 2.1.5 Must not have served a jail term by the final judgment for any case related to assets conducted in bad faith;

- 2.1.6 Never have been fired or dismissed by a governmental office, a governmental organization, or a governmental agency for malfeasance;
- 2.1.7 Must not bear forbidden characteristics under the Public Limited Company Act, B.E. 2535 and the Securities and Exchange Act, B.E. 2535, and its amendments;
- 2.1.8 Command key competencies for the Company's business, can fully devote time to the Company's work, and can regularly attend the Company's Board Meetings and assorted activities;
- 2.1.9 Be physically strong and fit; and
- 2.1.10 Must not serve as a director for more than four other companies listed in the Stock Exchange of Thailand.

## 2.2 Proposing Method

2.2.1 Shareholders fill in the **“Form for Proposing Qualified Candidates for Directorship for the 43<sup>rd</sup> Annual General Meeting of Shareholders (of the year 2024)”** (downloadable at the Company's website) completely and correctly and sign it.

2.2.2 Shareholders must submit evidence of his shareholding and other supporting documents (if any) for the Nomination and Remuneration Committee and Board of Directors' consideration, respectively, to the Company Secretary by 31 December 2023 via any one of three channels as following:-

1) By post : Send to

Mr. Chaiwat Kulphattaravanich  
Company Secretary  
Srithai Superware Public Company Limited  
15 Suksawat Road, Soi 36, Bangpakok,  
Rasburana, Bangkok 10140;

or

2) By fax : Send to facsimile number 0-2428-9675; or

3) By e-mail : Scan and send to

[company\\_secretary@srithaisuperware.com](mailto:company_secretary@srithaisuperware.com)

If any shareholder has any doubt or question on how to fill in the form or what supporting documents should be provided, please contact Company Secretary Office at direct line number 0-2874-5016 or 0-2427-0088 ext. 2204, 2205.

## 2.3 Procedures of consideration

2.3.1 The Company Secretary will screen the nominated candidate before submitting the name to the Nomination and Remuneration Committee and the Board of Directors for consideration. The proposed persons must be well qualified under 'Criteria: Directors' qualifications' as per Clause 2.1 of this **‘Criteria of Proposing AGM Agenda Items and Nominating Qualified Candidates for Directorship’**. Other supporting documents required for consideration (if any) must also be submitted to the Company completely within the specified period of time.

2.3.2 The Nomination and Remuneration Committee will consider the qualifications of such candidate and gives its opinions to the Board of Directors whether the proposed person should be nominated for

election at shareholders' meeting. Decisions of the Board of Directors are final.

- 2.3.3 Proposed persons getting approval from the Board of Directors will have their names nominated for election, together with the Board of Directors' opinions, on the agenda for election of directors. As for those being screened out by the Nomination and Remuneration Committee or the Board of Directors, the Company will notify shareholders in a shareholders' meeting or through other suitable information channels.