



**Criteria for Shareholders to Propose an Agenda  
in Advance for the 1/2020 Annual General Meeting of the Shareholders  
Thoresen Thai Agencies Public Company Limited**

Thoresen Thai Agencies Public Company Limited (“Company” or “TTA”) has established the criteria for shareholders to propose an AGM agenda in advance to assure the shareholders’ rights and equitable treatment to the shareholders under the Good Corporate Governance as well as to comply with the Securities and Exchange Act (No. 4) B.E. 2551 in relation to the shareholders’ right to propose an agenda for the shareholders’ meeting. Hereby, the criteria to propose an agenda at the 1/2020 Annual General Meeting of the Shareholders (“AGM”) are described below.

**1. Qualification of Shareholders**

The shareholders who are eligible to propose an agenda must have the following qualifications:

- 1.1 Being the Company’s shareholders on both date of proposing agenda and the Record Date of determining the right of shareholders to attend the AGM of that year;
- 1.2 Continuously holding not less than 5% of the total issued and paid up shares for a period of at least 12 months, being either one shareholder or shareholders.

**2. Matters that will not be Considered as an Agenda for AGM**

2.1 Matter that is defined in clause 89/28 of the Securities and Exchange Act B.E. 2535 (1992) as specified below:

- The agenda is relevant to the ordinary business operation and the fact given by the shareholders that does not indicate any reasonable ground to suspect the irregularity of such matter;
- The agenda is beyond the Company’s authority to proceed the purposed result;
- The agenda which 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 to the resubmission has significantly changed from that of the previous shareholders' meeting; and

- Any other cases as specified in the notification of the Capital Market Supervisory Board.

2.2 Matter that violates the applicable laws, rules, regulations of government agencies or regulatory agencies, or is not in compliance with the Company's objectives, Articles of Association, resolutions of shareholders' meeting, and Good Corporate Governance;

2.3 Matter that is beneficial to specific person or group;

2.4 Matter lying under management authority of the Board unless it causes significant effects on shareholders in general;

2.5 Matter that the Company has already implemented;

2.6 Matter of which the information provided by the shareholders is incomplete or incorrect or not in compliance with the criteria set by the Company, or the shareholders cannot be reached.

### **3. Procedures for Proposing the Agenda**

3.1 Must be proposed by the shareholders who possess full qualifications as specified in Section 1

3.2 Must submit the Form of Agenda Proposal for the 1/2020 Annual General Meeting of the Shareholders ("Form A") together with required documents as specified in Section 5 directly to the Company by 31 January 2020 at the following address:

**The Office of Company Secretary**

Thoresen Thai Agencies Public Company Limited

Orakarn Building, 7th Floor,

Soi Chidlom, Ploenchit Road, Kwaeng Lumpinee,

Khet Pathumwan, Bangkok 10330

Tel. +66 (0) 2250 0569 Ext. 276

The shareholders can unofficially submit the forms to the Company via email at [COR@thoresen.com](mailto:COR@thoresen.com).

#### **4. Procedures for Considering the Agenda**

4.1 The Company Secretary reviews the shareholders' qualifications as specified in Section 1.

4.2 The Company Secretary reviews the correctness and completeness of the information in Form A and documents as required in Section 5.

4.3 Any matters specified under Section 2 will not be considered.

4.4 The Board shall consider the proposed agenda from the shareholders as follows:

- **The approved proposals** will be included in the agenda of the AGM with the remark of "*proposed by shareholder*" as well as the opinion from the Board for such agenda;
- **The disapproved proposals**; the Company will inform the shareholders the rationales of the Board's refusal afterwards in the shareholders' meeting or through other appropriate channels.

#### **5. Required documents**

##### **5.1 Single shareholder**

###### ***5.1.1 Individual Shareholder***

- The completed dully signed of Form A;
- Shareholding evidence (copy of shares certificate or certified document from SET/TSD);
- Certified copy of identification card/government official identification card or copy of passport (for foreigner only).

###### ***5.1.2 Juristic Person***

- The duly completed and signed of Form A which has been certified by authorized directors of the company and affixed the company's seal (if any);
- Shareholding evidence (copy of shares certificate or certified document from SET/TSD);
- Copy of affidavit which has been certified by authorized directors of the company and affixed the company's seal (if any) as well as certified copies of identification cards/ government official identification cards or passports (for foreigner only) of such authorized directors.

## **5.2 Combined shareholders**

### ***5.2.1 Individual Shareholders***

- Required documents as 5.1.1;
- Required a single proposal Form A which has been executed by all the shareholders who want to propose agenda(s) for the shareholders' meeting.

### ***5.2.2 Juristic Persons***

- Required documents as 5.1.2;
- Required a single proposal Form A which has been executed by the authorized directors of the company or the authorized persons of a juristic person of all the shareholders who want to propose an agenda for the shareholders' meeting.

Any questions or inquiries, please contact the Office of Company Secretary via telephone number +66 (0) 2250 0569 Ext. 276 or email at [COR@thoresen.com](mailto:COR@thoresen.com).