

## Criteria for Minority Shareholders to Propose AGM Agenda Items and Candidates for Directorship in Advance

### Objectives

Nivana Daii Public Company Limited ("the Company") considers the rights and interests of all groups of shareholders, such as majority shareholders, minority shareholders, individual shareholders or institutional shareholders for equality and fair treatment. In order to facilitate and give the opportunity to shareholders to participate in attending the Annual General Meeting of Shareholders in response to the promotion of good corporate governance, shareholders are entitled to propose candidates who are knowledgeable, capable and fully qualified as a director prior to the Annual General Meeting of Shareholders.

The Company has drawn up the criteria for shareholders to propose the agenda items which are useful for our business and propose the candidates for directorship by selected the qualified persons for the Board of Directors consideration. These two matters should be complying with the relevant laws and regulations.

### Criteria

#### Clause 1. The Qualifications of a Shareholder

1.1 Shareholders who wish to propose agenda items for AGM and candidates for directorship must possess qualifications according to the criteria as follows:

1.1.1) Holding shares for not less than 5% of the total number of shares issued and fully paid, being a shareholder of the Company which can be either one shareholder or combined shareholders; or

1.1.2) Holding shares for less than 5% of the total number of shares issued and fully paid, being a shareholder of the Company which can be either one shareholder or combined shareholders and must have continuously held those shares for at least one year by the date that the shareholder proposes the agenda items for AGM or candidates for directorship. Furthermore, the shareholder must have the right to attend the Annual General Shareholders' Meeting.

1.1.3) Showing the evidence of shares held according to clause 1.1.1 or clause 1.1.2

#### Clause 2. Proposal of the Agenda Items for AGM

##### 2.1 Proposal of the Agenda Items

The Company shall define the agenda items for the shareholders' meeting as follows:

2.1.1) To adopt the minutes of the previous shareholders' meeting

2.1.2) To acknowledge the Company's performance

- 2.1.3) To approve the Company's balance sheet and profit and loss accounts
- 2.1.4) To approve the payment of dividends and allocation of legal reserves
- 2.1.5) To appoint directors who retire by rotation
- 2.1.6) To approve the directors' remuneration
- 2.1.7) To appoint an auditor and consider the audit fee
- 2.1.8) To consider other matters (if any)

## **2.2 A proposal that will not be placed on the agenda items**

2.2.1) A proposal that violates the law, notification, rules, regulations of government agencies or other governing agencies or is not in compliance with the objectives, Articles of Association, the shareholders' resolution, or the good corporate governance of the Company.

2.2.2) A proposal that is beneficial only for a specific person or group.

2.2.3) A proposal relating to the normal business practices of the Company and claims by shareholders that do not illustrate a rational suspicion of irregularities.

2.2.4) A proposal that is beyond the control of the Company.

2.2.5) A proposal that shareholders already proposed at a shareholder meeting within the past 12 months and was supported by less than 10% of total voting shares, and provided that the facts of said matter has not yet changed significantly.

2.2.6) A proposal for which the information shareholders have provided is incomplete, incorrect, and for that shareholder who are unable to be contacted.

## **2.3 Consideration Procedure to Propose AGM Agenda Items**

2.3.1) A shareholder possessing qualification according to the criteria of Clause 1. must submit the Propose AGM Agenda Items Form (Form A) to the Board of Directors or send the proposal unofficially through the Company Secretary's email address at [companysecretary@nirvanadaii.com](mailto:companysecretary@nirvanadaii.com) before sending the original of Form A. In this regard, the original of Propose AGM Agenda Items Form (Form A) with the shareholder's signature, the evidence of shares held according to clause 1.1.3 must be delivered to the Company within the 31 December 2019 in order to allow adequate the Board of Directors' time for consideration.

2.3.2) If many shareholders have unified to propose agenda items to the Board, the first shareholder must complete the Propose AGM Agenda Items Form (Form A) completely and add their name as evidence. The rest of the shareholders must complete part (1) and (2) of the Propose AGM Agenda Items Form (Form A) completely and affix their names as evidence separately then gather all the Forms as, the evidence of shares held, and supporting documents (if any) together into one set to delivered to the Company within the 31 December 2019 in order to allow adequate the Board of Directors' time for consideration.

2.3.3) If one or more shareholders who are fully qualified according to the criteria of Clause 1. propose more than one agenda item, the shareholders must complete the Propose AGM Agenda Items Form (Form A) separately (one form per one agenda item) with the shareholder's signature and must be delivered to the Company within the 31 December 2019 in order to allow adequate the Board of Directors' time for consideration.

2.3.4) The Company Secretary will contact the shareholders who propose the AGM agenda items within the 15 January 2020. In case of the Company wants more additional information, the shareholder must submit the relevant documents to the Company within the 31 January 2020.

2.3.5) The Board of Directors will consider a proposal according to the criteria. A proposal approved by the Board of Directors along with the Board of Directors' opinion will be included in the AGM notice of agenda. For a proposal disapproved by the Board of Directors, the Company will instantly inform the shareholders with the reason for the Board's refusal through the Company's website or other appropriate channel. The Board of Directors' decision is final.

### **Clause 3. Proposal of the Candidates for Directorship**

#### **3.1 Director Qualification**

The candidates for directorship shall have the following qualifications:

3.1.1) Having qualifications comply with the regulations of the Stock Exchange of Thailand and the Securities and Exchange Commission

3.1.2) Having at least a Bachelor's Degree

3.1.3) Being knowledgeable in the Company's business and industry, capable, beneficial to the Company's business

3.1.4) Being honest and integrity

3.1.5) Should not take more than five director position of the listed companies

**3.2 An independent director or a director of audit committee shall have the additional qualifications as follows:**

3.2.1) Hold not more than one percent of the paid-up capital of the Company and its affiliated, associated, or related companies, including shares held by related persons.

3.2.2) Has not being an executive, employee, advisor, attorney of the Company, affiliated, associated, or related companies or a major shareholder of the Company.

3.2.3) Has no direct or indirect benefits or interests of the Company, affiliated, associated, related companies or a major shareholder of the Company.

3.2.4) Is not related to or an immediate relative of any management or a major shareholder of the Company.

3.2.5) Is not a director appointed to protect the benefits of directors, major shareholders or any shareholders related to the major shareholders of the Company.

3.2.6) Perform their duties and express their views independently.

### **3.3 Consideration Procedure for Nomination as a Director Proposal**

3.3.1) A shareholder possessing qualification according to the criteria of Clause 1. must submit the Propose a Candidate for Directorship Form (Form B) to the Board of Directors or may submit the proposal unofficially through the Company Secretary's email address at [companysecretary@nirvanadaii.com](mailto:companysecretary@nirvanadaii.com) before sending the original of Propose a Candidate for Directorship Form (Form B). In this regard, the original of Propose a Candidate for Directorship Form (Form B) with the shareholder's signature, the evidence of the candidate's consent, the evidence of shares held according to 1.1.3 of the criteria and the supporting documents of the candidate's qualification including education and work experience must be delivered to the Company within the 31 December 2019 in order to allow adequate the Board of Directors' time for consideration.

3.3.2) If many shareholders who are fully qualified according to the criteria of Clause 1. have unified to propose a director to the Board of Directors, the first shareholder must complete the Propose a Candidate for Directorship Form (Form B)) completely and affix their name as evidence. The rest of the shareholders must complete part (1) and (2) of the Propose a Candidate for Directorship Form (Form B) completely and affix their names as evidence separately and then gather all of the Form B, the evidence of shares held, and supporting documents (if any) together into one set and to delivered to the Company within the 31 December 2019 in order to allow adequate the Board of Directors' time for consideration.

3.3.3) If one or more than one shareholder who is fully qualified according to the criteria of Clause 1. proposes more than one candidate, the shareholder must complete the Propose a Candidate for Directorship Form (Form B) separately (one Form B per one candidate) and attach the evidence of the candidate's consent and supporting documents of the candidate's qualification including education and work experience must be delivered to the Company within the 31 December 2019 in order to allow adequate the Board of Directors' time for consideration.

3.3.4) The Company Secretary will contact the shareholders who propose the candidate for directorship within the 15 January 2020. In case of the Company wants more additional information, the shareholder must submit the relevant documents to the Company within the 31 January 2020.

3.3.5) The Nomination and Remuneration Committee will consider a candidate's qualification to further propose to the Board of Directors. The Board's decision is deemed final. For a proposal disapproved by the Nomination and Remuneration Committee, the Company will instantly inform the shareholder with the reason of the Board's refusal in writing.

Form A

**Propose the AGM Agenda Items Form**

(1) I am (Mr./Mrs./Miss) \_\_\_\_\_, being a shareholder  
of Nirvana Daii Public Company Limited, number of shares held \_\_\_\_\_ shares,  
residing at No. \_\_\_\_\_ Road \_\_\_\_\_ District \_\_\_\_\_  
Province \_\_\_\_\_ Mobile Phone Number \_\_\_\_\_  
Home/Office Phone \_\_\_\_\_ E-mail address (if any) \_\_\_\_\_

(2) I would like to propose the agenda items of the Annual General Shareholders' Meeting of the year  
\_\_\_\_\_ Subject \_\_\_\_\_

(3) Proposal for consideration \_\_\_\_\_  
\_\_\_\_\_  
and have supporting information beneficial for consideration (such as fact or reason etc.)  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

and other support documents (if any) are enclosed and certified as a true copy of every page \_\_\_\_\_  
pages in total.

I certify that all information written in this Form A, the evidence of shares held, and the other support documents  
are correct and affix my name as evidence below.

\_\_\_\_\_ Shareholder's Signature  
( \_\_\_\_\_ )  
Date \_\_\_\_\_

- Remarks:**
1. Shareholders must enclose the evidence of shares held such as the certificate of shares held from the securities company or any other certificates from the Stock Exchange of Thailand (SET) and a signed copy of an identification card or passport (in case of a foreigner). In case a shareholder is a juristic person, please enclose a copy of the certificate of corporate registration. Also, a copy of the authorized director's identification card or passport (in case of a foreigner) in this Propose AGM Agenda Items Form (Form A) must be enclosed and certified as a true copy.
  2. If shareholders have their title, name, or surname changed, the copy of evidence of such changes must be enclosed and certified as a true copy.
  3. Once the complete documentation has been prepared, please deliver to "Company Secretary Nirvana Daii Public Company Limited 123 Sun Towers Tower A, 11th Floor, Vibhavadi-Rangsit Road, Chom Phon, Chatuchak, Bangkok 10900" And specify the front of the document that "(Propose AGM Agenda Items Form)"

**Form B**

**Propose a Candidate for Directorship Form**

(1) I am (Mr./Mrs./Miss) \_\_\_\_\_, being a shareholder of Nirvana Daii Public Company Limited, number of shares held \_\_\_\_\_ shares, residing at No. \_\_\_\_\_ Road \_\_\_\_\_ District \_\_\_\_\_ Province \_\_\_\_\_ Mobile Phone Number \_\_\_\_\_ Home/Office Phone \_\_\_\_\_ E-mail address (if any) \_\_\_\_\_

(2) I would like to propose (Mr./Mrs./Miss) \_\_\_\_\_ Age \_\_\_\_\_ who is fully qualified in accordance with the criteria of the Company to be a director of Nirvana Daii Public Company Limited. The candidate has signed below as evidence of consent. The resume of the candidate and other supporting documents (if any) are enclosed and certified as a true copy on every page, \_\_\_\_\_ pages in total.

I certify that all information written in this Form B, the evidence of shares held, the evidence of consent and other support documents are correct and sign my name as evidence below

\_\_\_\_\_  
( \_\_\_\_\_ )  
Date \_\_\_\_\_

(3) I am (Mr./Mrs./Miss) \_\_\_\_\_ the candidates for directorship in (2), consent and certify that the qualification and other documents (if any) in (2) are correct, agree to adhere to the Good Corporate Governance Policy of the Company, and sign my name as evidence below.

\_\_\_\_\_  
( \_\_\_\_\_ )  
Date \_\_\_\_\_

- Remarks:**
1. Shareholders must enclose the evidence of shares held such as the certificate of shares held from the securities company or any other certificates from the Stock Exchange of Thailand (SET) and a signed copy of an identification card or passport (in case of a foreigner). In case a shareholder is a juristic person, please enclose a copy of the certificate of corporate registration. Also, a copy of the authorized director's identification card or passport (in case of a foreigner) in this Form, Propose a Candidate for Directorship Form (Form B) must be enclosed and certified as a true copy.
  2. In case shareholders have their title, name, or surname changed, the copy of evidence of such changes must be enclosed and certified as a true copy.
  3. Once the complete documentation has been prepared, please deliver to "Company Secretary Nirvana Daii Public Company Limited 123 Sun Towers Tower A, 11th Floor, Vibhavadi-Rangsit Road, Chom Phon, Chatuchak, Bangkok 10900" And specify the front of the document that "(Form to Propose a Candidate for Directorship)"

## Resume of Proposed Candidate for a Director Position

1. Name (1) in Thai ..... (Maiden Name.....)  
(2) in English .....
2. Date of Birth ..... Age..... Years
3. Nationality .....
4. Marital Status: (1) Spouse's Name ..... (Maiden Name.....)  
(2) Number of Children.....

4.1	Name		Year of Birth.....
	Place of Work		
	Position		
4.1	Name		Year of Birth.....
	Place of Work		
	Position		
4.3	Name		Year of Birth.....
	Place of Work		
	Position		

5. (1) Business Address: Company Name.....  
No.....Soi.....Road.....Sub-district.....  
District.....Province..... Tel.....
- (2) Home Address:  
No.....Soi.....Road.....Sub-district.....  
District.....Province..... Tel.....

## 6. Professional Background

- (1) Education (please enclose copies of academic qualification certificates)

<u>Institution</u>	<u>Degree and Major Subject</u>	<u>Year of Graduation</u>
.....	.....	.....
.....	.....	.....
.....	.....	.....

(2) Training / Seminar courses relevant to director position

<u>Institution</u>	<u>Degree and Major Subject</u>	<u>Year of Graduation</u>
.....	.....	.....
.....	.....	.....
.....	.....	.....

7. Work Experience (\_\_\_\_\_ years)

<u>Organization</u>	<u>Type of Business</u>	<u>Position</u>	<u>From .....To</u> <u>.....</u>
.....	.....	.....	.....
.....	.....	.....	.....
.....	.....	.....	.....

8. Shareholding in Nirvana Daii Public Company Limited as of ..... (the proposal date)

Common Shares ..... shares

Preferred Shares ..... shares

In addition, spouse holds Common Shares ..... shares Preferred Shares ..... shares

Children (1) ..... holds Common Shares ..... shares Preferred Shares ..... shares

(2) ..... holds Common Shares ..... shares Preferred Shares ..... shares

(3) ..... holds Common Shares ..... shares Preferred Shares ..... shares

9. Record of lawsuit that I sued or am being sued for (except for petty offenses)

<u>Court</u>	<u>Status</u> <u>Plaintiff/defendant/claimant</u>	<u>Type (Civil/Criminal</u> <u>Bankruptcy)</u>	<u>Offense</u>	<u>Private</u> <u>Expense</u>	<u>Outcome</u>
.....	.....	.....	.....	.....	.....
.....	.....	.....	.....	.....	.....
.....	.....	.....	.....	.....	.....



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

.....  
.....  
.....

11. Shareholding, being a partner in a partnership, or being a director of a company which operates the same nature of business as and is in competition with the business of the Company (please specify partnership/company names, number of shares held, percentage of shareholding and the nature of business)

.....  
.....  
.....

I am (Mr./Mrs./Miss/.....).....nominated for appointment as the director of Nirvana Daii Public Company Limited certify that the information provided above is true and the supporting documents submitted herewith are authentic.

..... Candidate's signature

( ..... )

Date .....