

## **The Right of Shareholder to Propose 2023 Annual General Meeting Agenda, Qualified Candidate for Directorship, and Question concerning the Company's operation in advance**

### **Criteria for Shareholders to Propose Annual General Meeting Agenda, Director Nominee, and Question concerning the Company's operation in advance**

#### **Section 1 Objective**

To ensure the equitable treatment to shareholders, the JCK Hospitality Public Company Limited ("Company") has set up the criteria to ensure clarity and transparency of the procedures to allow shareholders to propose the meeting agenda, to name director nominees, and Question concerning the Company's operation for an annual general shareholders' meeting.

#### **Section 2 Definition**

"Company" means JCK Hospitality Public Company Limited

"Board" means Board of Directors of JCK Hospitality Public Company Limited

"Director" means Director of JCK Hospitality Public Company Limited

"Agenda" means Agenda of the Annual General Shareholders' Meeting of JCK Hospitality Public Company Limited

"Executive Director" means a director who also is a member of the management team

"Non-Executive Director" means a director who is not a member of the management

#### **Section 3 Qualification of Shareholders to Propose the Agenda and Nominee Candidates**

The shareholders who wish to propose the agenda or a director nominee must possess the following qualifications:

- 3.1 Being the shareholder(s) of the Company which can be either one shareholder or combined shareholders.
- 3.2 Minimum Number of Shares Being:  
Holding not less than 2,000,000 shares of the Company for a continuous period of at least one year.
- 3.3 Must hold those shares as stipulated in 3.2 on the date on which the Agenda or the Candidate is being proposed.
- 3.4 Must hold those shares as stipulated in 3.2 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 having checked the name of the shareholder(s) on Record Date (as stipulated in 3.4) and it appears that such shareholder(s) in 3.1 does not hold the shares as stipulated in 3.2. the Company reserves the right not to propose the agenda or the Candidate to the AGM for consideration even though the same has been included in the notice of the AGM.

#### **Section 4 Proposal of the Agenda**

##### **4.1 Procedure to Recommend the Annual General Meeting Agenda ("AGM Agenda")**

The shareholder who possesses qualification according to Section 3 must submit the signed form of AGM Agenda Proposal to the Company within the prescribed timeframe together with the following supporting document.

1. The evidence of shares held as of the proposal date, such as the certificate of shares held issued by securities companies or any other certificates from the Stock Exchange of Thailand (SET) or Thailand Securities Depository Co., Ltd. (TSD).

2. The evidence of shareholder to propose the agenda are enclose the following documents.
  - 2.1 Copy of identification card or passport (In case of non-Thai nationality) with certified as a true copy (In case shareholders are individual).
  - 2.2 Copy of Company's affidavit and Identification card or passport (In case of non-Thai nationality) with certified as a true copy (In case shareholders are juristic persons) of authorized director must be enclosed and certified true copies by such director.

#### 4.2 Proposal that will not be placed on the Agenda

Generally, the proposals that will not be placed on the agenda are as prescribed below:

1. Matters relating to normal business of the Company.
2. Matters that is beyond authority of the Company.
3. Matters that shareholders already proposed in shareholder meetings within the past 12 months and was supported by less than 10% of total voting shares, provided that the facts of said matters have not yet changed significantly.
4. Matters proposed by shareholders who are not qualified, not able to provide complete and correct information and evidence, and not able to propose on the time set forth.
5. Matters unlike to benefit the Company.
6. Matters or evidence sufficed by shareholders is incomplete or untrue or ambiguous.
7. Matters lying under management authority of the Company, except the ones causing material impacts on shareholders in general.
8. Matters that violates to the laws, rules, regulations of the government agencies or other regulatory bodies or is not complied with the objectives or articles of association of the Company.
9. Matters, as stipulated by laws, for Annual General Meeting consideration, which has been pursued regularly by the Company.
10. Matters already undertaken by the Company.
11. Matters previously submitted for consideration by other shareholders.
12. Matters that are beneficial to specific person or group.
13. Other matters that the Board deems unnecessary to place on the Agenda.

### **Section 5 Nomination of Directors**

#### 5.1 Procedure to Recommend Director Nominees

The shareholder who possesses qualifications according to Section 3 must submit the signed form of Director Nominee Proposal to the Board together with the following document.

1. The evidence of shares held as of the proposal date, such as the certificate of shares held issued by securities companies or any other certificates from the Stock Exchange of Thailand (SET) or Thailand Securities Depository Co., Ltd.
2. The evidence of shareholder to propose the agenda are enclose the following documents
  - 2.1 Copy of identification card or passport (In case of non-Thai nationality) with certified as a true copy (In case shareholders are individual)
  - 2.2 Copy of Company's affidavit and Identification card or passport (In case of non-Thai nationality) with certified as a true copy (In case shareholders are juristic persons) of authorized director must be enclosed and certified true copies by such director.
  - 2.3 Letter of consent from the qualified candidate for director position, included related documents; Copies of educational certificate, training, working history, evidence of shares (particularly for the Annual General Meeting agenda to propose qualified candidate for director position)

## 5.2 Director Qualifications

The candidates for director nominees should possess the following qualifications.

1. Having the qualifications according to the Public Company Act, Securities and Exchange Act and the Good Corporate Governance of the Company.
2. Being of knowledgeable, capable, independent, dedicated and ability to perform director's duties of care and loyalty. Nominees should be able attend the Directors' meeting regularly, study meeting agendas in advance, and productively participate in the meeting in a straightforward manner and/or who are highly qualified, knowledgeable and experienced professionals from various fields, showing great leadership, breadth of vision, a proven record of ethical integrity, and ability to express opinions professionally.
3. Having the skill of industry knowledge, accounting & finance, business judgment, management skill, business strategy, corporate governance and legal.
4. Should not serve more than 4 board positions if being an executive director and not more than 6 boards if being a non-executive director. (accordance with the above definition)

## Section 6 Proposal of question concerning the Company's operation in advance

### 6.1 Procedure to send the questions

6.1.1 The shareholder must submit the form of the proposed question to the 2023 Annual General Meeting of Shareholders in advance with the following information:

- Name, Address, Telephone number, FAX number and E-MAIL address (if any) with number of the Company's share.
- Details of question

6.1.2 Supplementary Documents to be enclosed

1. The evidence of shares held as of the proposal date, such as the certificate of shares held issued by securities companies or any other certificates from the Stock Exchange of Thailand (SET) or Thailand Securities Depository Co., Ltd. (TSD).
2. The evidence of all shareholders who proposed the agenda should enclosed with the following documents.
  - 2.1 Copy of identification card or passport (In case of non-Thai nationality) with certified as a true copy (In case shareholders are individual).
  - 2.2 Copy of Company's affidavit and Identification card or passport (In case of non-Thai nationality) with certified as a true copy (In case shareholders are juristic persons) of authorized director must be enclosed and certified true copies by such director.

### 6.2 Matter of Question

6.2.1 Must be relevant to the agenda of the 2023 AGM

- 1) To acknowledge the report of the company's last year operating results.
- 2) To determine remuneration for the board of directors, Audit Committee and the Corporate Governance, Nomination and Remuneration Committee
- 3) To appoint the auditors and to determine the auditor's fees

6.2.2 Should be relevant to the Company

### 6.3 Answering the question

Company Secretary will collect questions from shareholders to the Board of Directors for consideration. The questions approved by the Board of Directors will be clarified at the Annual General Meeting of Shareholders for giving a chance to other shareholders to acknowledge the information equally.

## Section 7 Submission of Proposal

Shareholders have unified to propose the agenda to the shareholders' AGM, qualified candidate and/or Question concerning the Company's operation, each shareholder must fill in this form **"The propose Agenda to the 2023 Annual General Meeting of Shareholders"** or **"The Proposed of Qualified Candidate for Director Position"** or **"The proposed question to the 2023 Annual General Meeting of Shareholders in advance"** via **E-mail address: cs@jckhgroup.com** or facsimile number 0-2676-4038.

Thereafter, please send the original Form together with other supporting documents as required by the Company to the following address within December 31, 2021.

Company Secretary  
JCK Hospitality Public Company Limited  
18 Soi Sathorn 11 Yaek 9,  
TFD Building, Yannawa, Sathorn,  
Bangkok 10120

**Section 8 Process to Consider Shareholders' Proposal**

The Company Secretary will initially review the proposal of the shareholders for the board's consideration. **The Company's judgment for each proposal is final.**