




**Policy: Criteria for Authorization of  
Shareholders to Nominate  
Director Candidates**

Document No. PB-COM-043

Effective Date : September 2, 2022

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## Company Policy

Policy : Criteria for Authorization of Shareholders to Nominate Candidates for Director Election

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### 1. Introduction

According to good corporate governance principles for listed companies, shareholders should be allowed to nominate a person to be considered as the Company's director in order to maintain equal and fair treatment to all shareholders. The Company's corporate governance policy has been stipulated. AMR Asia Public Company Limited ("the Company") will provide an opportunity for shareholders to nominate a person to be a director in advance for the Annual General Meeting of Shareholders.

### 2. Shareholders' Qualifications

The Company's shareholders who want to nominate a candidate to be considered for election as a director must hold at least 5% of the total voting shares of the Company. Voting by a single shareholder or a combination of several shareholders is eligible. To determine the right to attend the Annual General Meeting of Shareholders, such shareholders must hold shares continuously for at least 12 months on the date of the nomination of directors in the specified proportion on the date specified in the list of shareholders.

### 3. Nomination of Directors


#### 3.1 Documents and evidence used for nominating directors

Shareholders who have all the qualifications as listed under No. 2 must complete the nomination form and send it to the Board of Directors together with documentary evidence within the specified time as follows:

3.1.1 Evidence of shareholding from securities company (Broker) or Thailand Securities Depository Co., Ltd. or a certified copy of the share certificate.

#### 3.1.2 Shareholders identification evidence

- For natural person – a copy of the ID card, government official identification card, driving license, passport (for foreigners), or a valid alien certificate of the shareholder with verified true copy signatures is required. In the case where

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multiple shareholders nominate a candidate together, they must fill out the "Company Director Nomination Form", sign their name as evidence, and put them together into one set before sending them.

- For juristic person - a copy of the juristic person's certificate, validated for not more than 3 months, certified by an authorized person signing the juristic person with the company's seal (if any), and a copy of the ID card, government official identification card, driving license, passport (for foreigners), or valid alien certificate of the authorized signatory with a signature of the aforementioned name and certification of true copy [by a notary public in the case of a juristic person registered in a foreign country] is required.

3.1.3 Evidence of the consent of the nominated person with supporting documents for consideration Qualifications: such as the nominated person's education, training, and work experience, or other documents (if available).

### 3.2 Qualifications of nominated directors

(2) Be fully qualified without prohibited characteristics under Public Limited Companies Act, Securities and Exchange Act and other relevant laws including company regulations and appropriate governance


3.2.2 Possess knowledge and abilities that are important to the company's business, such as administration, finance and accounting, information technology, engineering, investment, marketing, and legal and understand the business and industry in which the company operates.

3.2.3 Agreed to be nominated to be considered for election as a director

3.3 Possess qualifications as announced by the Capital Market Supervisory Board without prohibited characteristics as follows:

3.3.1 Hold shares no more than 1% of the total number of shares with voting rights of the Company. (Including the person who related to independent directors under Section 258 under the Securities Law)

3.3.2 Not being or never have been a director who participates in management, an employee, or an advisor who earns salary/person with control of the company, subsidiary company, associated

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company, or juristic person who may have conflicts of interest, unless they have been terminated from such relationship for no less than two years.

3.3.3 Not being or never have been a person with kinship or by legal registration in the form of the executive's father, mother, spouse, siblings, and children, as well as the spouse of the executive's children, a major shareholder, a person with control of the company, or a person nominated as an executive or a person with control of the company or subsidiaries.


3.3.4. Not having or never having had a business relationship with the Company, subsidiaries, associated companies, or juristic persons that may have conflicts of interest in a manner that may impede the exercise of one's independent judgment, as well as not currently being or have never been a major shareholder, a director who are not independent directors, or executives, a person who have business relationships with companies, subsidiaries or juristic entities that may have conflicts of interest, unless they have been discharged from the aforementioned characteristics for not less than two years.

3.3.5 Not being or never having been the auditor of the Company, subsidiaries, juristic person who may have conflicts with, a major shareholder, a director who is not an independent director, an executive or a managing partner of an audit firm who has an auditor of the Company, subsidiaries or a juristic person who may have conflicts of interest, unless the aforementioned relationship has been terminated for not less than two years.

3.3.6 Not being or never having been a professional service provider. This includes providing services as legal advisors or financial advisors that receive an administrative fee of more than 2 million baht per year from the Company, subsidiaries, or juristic persons who may have conflicts of interest. In the case where such professional service provider is a juristic person, being a major shareholder, a director who is not an independent director, or an executive or managing partner of that professional service provider is also prohibited, unless they have been discharged from the aforementioned nature for at least two years.

3.3.7 Not being a director who is appointed to represent the Company's directors, major shareholders, or shareholders who are related to the Company's major shareholders.

3.3.8. Does not operate a business with the same characteristics that is in significant competition with the business of the Company or its subsidiaries, or be a significant partner in a partnership, or be a director who takes part in the management, an employee, an advisor who receives a regular salary, or hold more than 1% of the number of shares with voting rights of all other companies

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that operate businesses with the same characteristics and are in significant competition with the business of Company or its subsidiaries.

3.3.9 Not having any other characteristics that cause the inability to express independent opinions regarding the Company's operations.

#### **4. Procedure for Nomination and Consideration**

4.1 Shareholders who are fully qualified can nominate a person to be a director of the Company by filling out the "Company Director Nomination Form" and delivering it to the Company within the specified time together with supporting documents for consideration of qualifications and additional documents (if any) attached with evidence of shareholding and identification to the Company by December 31 at the following address

**Company Secretary**

**AMR Asia Public Company Limited**

**The Ninth Towers, No. 33/4, Building A**

**Room No. TNA03-04, Floor 36, Rama 9 Road, Huai Khwang Subdistrict, Huai Khwang District, Bangkok 10240**

4.2 The Company will consider the qualifications of shareholders and the qualifications of the persons initially proposed by the shareholders to further propose to the Nomination and Remuneration Committee (the "Nomination Committee") to consider the suitability of the persons according to the duties and responsibilities of the Nomination Committee and propose to the Board of Directors unless the Nomination Committee or the Board of Directors considers otherwise.

4.3 When the Board of Directors deems appropriate to nominate a person proposed by the shareholders as a director, the Board of Directors shall nominate that person together with the opinion of the Board of Directors in the invitation letter to the Annual General Meeting of Shareholders of that year.


Announced on September 2, 2022

AMR Asia Public Company Limited

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(Mr. Somsak Channoi)

Chairman

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**Company Director Nomination Form**


**Part 1 Name and address of the shareholders who nominate a person to be a director**

(1) I, Mr./Mrs./Miss/Other .....,  
a shareholder of ....., as of ..... /..... /.....,  
holding the total of ..... ordinary shares, .....percent of the total voting rights,  
residing at House No....., Village No....., .....Road, ..... Sub-District(Kwaeng)  
.....District(Khet) .....Province, Mobile Phone Number  
.....  
Telephone No./Office Phone No.....  
Email(If available).....

(2) I, Mr./Mrs./Miss/Other .....,  
a shareholder of ....., as of ..... /..... /.....,  
holding the total of ..... ordinary shares, .....percent of the total voting rights,  
residing at House No....., Village No....., .....Road, ..... Sub-District(Kwaeng)  
.....District(Khet) .....Province, Mobile Phone Number  
.....  
Telephone No./Office Phone No.....  
Email(If available).....

(3) I, Mr./Mrs./Miss/Other .....,  
a shareholder of ....., as of ..... /..... /.....,  
holding the total of ..... ordinary shares, .....percent of the total voting rights,  
residing at House No....., Village No....., .....Road, ..... Sub-District(Kwaeng)  
.....District(Khet) .....Province, Mobile Phone Number  
..... Telephone No./Office Phone No.....  
Email(If available).....

holding the total of ..... ordinary shares, .....percent of the total voting rights.

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**Part 2 Director Nomination**

I want to nominate Mr./Mrs./Miss/Other ....., aged ..... years as a director / independent director of the Company, with additional details in the "Part 3: Letter of Consent for Nomination and Certification of Qualifications of the person nominated as a director."

I hereby certify that the above statement, evidence of shareholding, and all supporting documents are true in all respects. I(we) hereby certify that the shareholding (in total) exceeds 5 percent of the total voting rights which is in accordance with Section 89/28 of the Securities and Exchange Act B.E. 2535 (1992) and as evidence, I(we) hereby sign this document.

signature.....shareholder (1)  
 ( ..... )  
 Date...../...../...../


signature.....shareholder (2)  
 ( ..... )  
 Date...../...../...../

signature.....shareholder (3)  
 ( ..... )  
 Date...../...../...../

Remark: the checklist of the documentary evidence that shareholders must be attached together with the Company Director Nomination Form.

- Evidence of shareholding: a certificate from a securities company, or other evidence from Thailand Securities Depository Co., Ltd., or the Stock Exchange of Thailand
- Evidence of Identification: for natural person, a copy of your ID card or passport(for foreigners) with a signature of certification of true copy and a copy of the juristic person's certificate that is not older than 3 months with certification by the authorized signatory of the juristic person and the company's seal (if any) and a copy of the ID card, government official identification card, driving license, or passport (for foreigners) or a valid alien certificate of the authorized signatory with a signature and certification of true copy. [by a notary public in the case of a juristic person registered in a foreign country] must be attached
- Evidence in the event that the shareholder has a change in the title, name, or surname, a copy of the evidence of such change with certification of true copy must be attached.

For any copy of document, they must be certified as true copy.

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Shareholders can submit a Company Director Nomination Form together with documents that the Company has specified by December 31 for the Nomination Committee and the Board of Directors to consider in accordance with the Company's criteria and propose to the Annual General Meeting of Shareholders.

**Part 3: Letter of Consent for Nomination and Certification of Qualifications of the Person Nominated as a Director."**

**1. General Information**

( 2 ) I, Mr./Mrs./Miss/Other .....,  
Nationality ..... ID Card/Passport No .....  
Day / Month / Year of Birth ..... / ..... / ..... Age..... Years

**2. Current Address**

House No ..... Village No. ...., ..... Road ..... Sub-district  
..... District ..... Province, Phone Number  
.....  
Email (if any) .....

**3. Educational and Training Background, Work Experience, and Current position**

Educational Background

Educational Degree	Educational Institution	Field of Study	Year of Graduation


3.2 Work experience

Position	Company	Years of Work

3.3. Training Background

Training Course	Training Institutions	Year of Training



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4. Shareholding Proportion

Person	Number of Shares
1. Nominated Person	
2. Spouse of the Nominated Person	
3. Underage Children of the Nominated Person	
1) .....	
2) .....	
4. A juristic person in which the persons under No. 1, 2, and 3 hold shares worth more than 30%, including the case where the above persons hold shares in other juristic persons worth more than 10 percent because the said shareholding proportion is considered to be a major shareholder of that juristic person.	
5. Others	

5. Relationship with Executive Directors, Major Shareholders, Persons with Control of the Company

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

I, Mr./Mrs./Miss/Other ....., being nominated to be considered for election as a director of AMR Asia Public Company Limited, agree and acknowledge this nomination and hereby certify that my information above is correct and complete, as well as the additional supporting documents submitted herein are true in all respects. In this regard, I agree that the Company can disclose such information or documentary evidence about me.


Signature.....Nominated Person

( ..... )

Date...../...../...../

Remark: the checklist of the attached letter of consent of the person nominated as the director and certification of qualifications of the nominated person

Evidence of the identification of the person nominated as a director

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- Information/document of education and training, work experience, and training background
- Evidence of the shareholding proportion of the company (if any), e.g. a certificate of securities holding from TSD.
- Other documents (if any)

For any copy of document, they must be certified as true copy.