




**Policy** : Criteria for Shareholders to Propose  
Shareholders' Meeting Agenda

Document No.: PB-COM-042

Effective Date : September 20, 2024

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Company Policy

**Subject :** Criteria for Shareholders to Propose Shareholders' Meeting Agenda

**1. Introduction**

AMR Asia Public Company Limited (“the Company”) is aware of the rights and equality of all shareholders under the corporate governance code. The Company, therefore, allows the Company shareholders to propose matters that deem beneficial for the Company to consider including as an agenda for the Annual General Meeting of Shareholders. The criteria and guidelines are as follows:

**2. Shareholders' Qualifications**

The Company's shareholders who would like to propose an agenda must hold at least 5% of the total voting shares of the Company, voting by a single shareholder or a combination of multiple shareholders is eligible. They must hold shares continuously for at least 12 months on the date of the shareholders' list determination to specify their Annual General Meeting of Shareholders attendance.

However, the Company reserves the right not to present the agenda proposed by the shareholders of the Company to the Annual General Meeting of Shareholders, even if it is already included as an agenda, if the Company checks and finds out that the list has no shareholders who propose the agenda on the date of the shareholder list determination to specify their Annual General Meeting of Shareholders attendance.

**3. Agenda Proposal**

The Board of Directors reserves the right not to consider the following matters as the meeting agenda:

(1) Matters contrary to laws, announcements, regulations, rules, and regulations of government agencies or the agency governing the Company, or do not meet the Company objectives and regulations, the shareholders' meeting resolution, and corporate governance code.


(2) Matters considered by the Board of Directors to be inappropriate, or not beneficial to the Company or for the benefit of an individual or any particular group of individuals.

(3) Matters under the management powers of the Board of Directors unless it causes significant damage to all shareholders.

(4) Matters that the Company has already proceeded.

(5) Matters that are beyond the Company’s authority to operate.

(6) Matters proposed by shareholders who are not fully qualified or matters that shareholders provide incomplete or incorrect information, or not offered within the time specified by the Company.

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(7) Matters previously proposed by the shareholders to a shareholders' meeting, received votes of not more than 10% of the total voting rights, and the facts have not changed significantly.

#### 4. Consideration Procedures

(1) The Company will determine to accept matters from shareholders from October to December annually. Qualified shareholders can propose the agenda by filling in the "Form of Agenda Proposal of the Annual General Meeting of Shareholders" and submitting the form with evidence of shareholding and identification according to the criteria specified in the form attached to this policy to the company by December 31.

Shipping Address	Company Secretary
	AMR Asia Public Company Limited
	469 Soi Prawit Lae Phuaen, Prachachuen Road, Lat Yao Subdistrict, Chatuchak District,
	Bangkok 10900

(2) The Company secretary will collect information according to the established criteria and proceed according to the Company's procedures to propose to the Board of Directors' meeting for consideration.

(3) Matters that the Board of Directors deems appropriate to include in the agenda of the shareholders' meeting. The Company will specify such matters in the invitation letter to the annual shareholders' general meeting as the agenda proposed by the shareholders.


(4) If the agendas are not approved to be included in the meeting agenda by the Board of Directors. The Company will inform you as well as the reasons stated in the invitation letter for the Annual General Meeting of Shareholders of the year, the Company website, and notify the shareholders' meeting on the date of the meeting.

Announced on September 20, 2024

AMR Asia Public Company Limited

.....  
(Mr. Somsak Channoi)

The Chairman of the Board

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**Agenda Proposal Form of the Annual General Meeting of Shareholders of the year .....**

1. I Mr./Mrs./Ms/ ..... House No.: ..... Road  
 ..... Sub-District: ..... District: ..... Province:.....  
 Tel.:..... Email:.....

2. I am a shareholder of AMR Asia Public Company Limited with the number of ..... share(s) as stated in the attached evidence of shareholding.

3. I have read and understood the information regarding the criteria for shareholders' right to propose the meeting agenda. I would like to propose the following agendas for the Annual General Meeting of Shareholders:

Agenda: .....

Objective (For example, to be acknowledged / to be permitted / etc.):  
 .....

Reason to Propose: .....


Details that the meeting needs to know (such as facts, issues, etc.):  
 .....

..... Additional supporting documents have been signed on every page to certify the authenticity for ..... sheet(s).

As an evidence and to certify the authenticity of the message, therefore, I have signed as follows:

Signed ..... Shareholder

( ..... ) Date: .....

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**For Multiple Shareholders Proposing Agenda Together:**

1. I Mr./Mrs./Ms/ ..... House No.: ..... Road: ..... Sub-District: ..... District: ..... Province:..... Tel.:..... Email:.....


2. I, a shareholder of AMR Asia Public Company Limited holding ..... share(s) as stated in the attached evidence of shareholding,

3. hereby assign Mr/Mrs/Ms....., a shareholder of AMR Asia Public Company Limited holding .....share(s) as stated in the attached evidence of shareholding, residing at House No.: ..... Road: ..... Sub-District: ..... District: ..... Province: ..... Tel.: ..... Email: ..... to propose the agenda to AMR Asia Public Company Limited on my behalf.

I certify that the information in Form of Agenda Proposal of the Annual General Meeting of Shareholders, all documents, and supporting evidence are all correct.

Signed ..... Shareholder

( ..... ) Date: .....

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Details of Evidence Supporting the Consideration and Delivery to the Company

1. Shareholders must attach the following evidence documents:

- 1.1. Evidence of shareholding from securities company (Broker) or Thailand Securities Depository Co., Ltd. or a certified copy of the share certificate.
- 1.2. Shareholder's Proof of Identity
  - 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 verifying true copy signatures is required. If 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 a legal person - a copy of the legal person's certificate, validated for not more than 3 months, certified by an authorized person signing the legal 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 legal person registered in a foreign country] are required.
- 1.3. Additional documents that would be useful for the consideration of the Board of Directors

2. Shareholders send copies of documents and evidence to the email, [ir@amrasia.com](mailto:ir@amrasia.com), and deliver the original documents and evidence to the Board of Directors by December 31st by sending them to:

Shipping Address	Company Secretary
	AMR Asia Public Company Limited
	469 Soi Prawit Lae Phuaen, Prachachuen Road, Lat Yao Subdistrict, Chatuchak District, Bangkok 10900