

## **Criteria for Shareholder(s) to propose Agenda and Director Nomination for 2024 Annual General Meeting of Shareholders (AGM) in advance Autocorp Holding Public Company Limited (the “Company”)**

### **Objective:**

In order to promote the good corporate governance and to ensure the shareholders’ right to equitable and fairness treatment, Autocorp Holding Public Company Limited (the “Company”) deems it appropriate to grant the shareholders to propose matters, which deems significant and appropriate to be included as agenda of the Annual General Meeting of Shareholders (“AGM”), and a qualified candidate to be nominated for directorship in advance of the 2024 AGM according to the Company’s criteria and procedures.

### **1) The qualification of shareholders**

Shareholder(s) who wish to propose the matter and/or director nomination in advance shall have the following qualification:

- 1.1 Being a shareholder of the Company at the proposing date and/or director nomination and
- 1.2 Being a shareholder or shareholders who individually or collectively hold minimum shares of at least five percent of the Company’s total shares eligible to vote.

### **2) The Board of Directors reserve the Company’s right not place the following proposals on the agenda**

- 2.1 Any matter that violates the law, rules and regulations of any government agency or any regulatory body or does not comply with the Company’s objectives, the article of association, the shareholders’ resolution, and the good corporate governance of the Company;
- 2.2 Any matter that is not beneficial to the Company or is beneficial to a specific person or group;
- 2.3 Any matter that the Company has already implemented;
- 2.4 Any matter that is beyond the capacity and control of the Company;
- 2.5 Any matter that the shareholder(s) has already proposed in a shareholders meeting during the past 12 months and received supporting votes of less than ten percent of the total number of the voting rights, unless the fact pertaining in the resubmission has significantly changed from that of the previous shareholders meeting;
- 2.6 Any matter where the information provided is incomplete, ambiguous, or incorrect or is unable to contact or do not follow the Criteria required by the Company;
- 2.7 Any matter by shareholder(s) who is not fully qualified or proposals to the agenda outside the proposal period.

### **3) The nomination for director**

Qualification and prohibitions of the persons being nominated as directors are as follow:

1. Being fully qualified and not being prohibited according to the Public Company Act, Securities and Exchange Act, the articles of association of the Company, the good corporate governance and other relevant laws and regulations;

2. Having abilities suitable and necessary for the Company's businesses and industry in which the Company is operating and be able to dedicate their time and effort to their duties;
3. Giving their consent of being nominated for appointment as the Company's directors;
4. Shall not have conflict of interests with the Company.

#### **4) Propose agenda/nominate person**

The shareholder(s) who possesses qualifications as described in clause 1 of the criteria can propose agenda and/or nominate person to be elected as the Company's director. The proposal procedure are as follows:

4.1 Completely fill in and sign **the Form to propose agenda for the 2024 Annual General Meeting of Shareholders in advance** (the "Proposal Form"), **Director Nomination Form and Profile of a proposed candidate to be elected as Director** ( 1 Form per 1 Agenda/ Director) and enclosed documentation required in Clause 5 of the shareholder(s) and/or nominee.

4.2 If a shareholder wishes to propose more than one agenda/nominee, such shareholder must provide the signed the Proposal Form according to the number of the agenda/nominee to be proposed. The documentation required in Clause 5 shall be submitted one set for each proposal.

#### **5) Documentation Required**

The shareholder(s) must submit the following documents:

##### **5.1 Individual shareholder**

- Shareholding evidence (copy of shares certificate or certified document from SET/TSD);
- Certified copy of identification card or copy passports (in case of foreigner)

##### **5.2 Juristic shareholder**

- Shareholding evidence (copy of shares certificate or certified document from SET/TSD);
- Copy of affidavit which been certified by authorized directors of the Company and affix the Company's seal (if any) as well as certified copies of identification cards or copy passports (in case of foreigner) of such authorized directors.

#### **6) Submission channel**

6.1 To facilitate shareholder(s), shareholder(s) may submit unofficial Proposal Form through e-mail address: Ramon.a@ach.co.th before submitting the official Proposal Form together with required evidence and documents to the Company within 17 January 2024 at 12.00 P.M.

6.2 Submitting the signed Proposal Form together with the supporting documents to the following address:  
Office of Company Secretary, Autocorp Holding Public Company Limited  
1111 Moo 1 Maliwan Road, Ban Thum Sub- district, Mueang Khon Kaen District,  
Khon Kaen 40000

## **7) Consideration procedure**

### Proposing an agenda item

1. The Company Secretary will initially review the proposal and supporting documents in relation thereto before proposing to the Board of Directors.

2. The proposal matters approved by the Board of Directors and the Board of Directors' opinion will be included in the notice of the 2024 Annual General Meeting of Shareholders as agendas proposed by the shareholders. If the Proposal disapproved by the Board of Directors, the Company shall inform the shareholder of the disapproval which will be supported by the reason of the Board of Directors' refusal at the AGM Meeting.

### Proposing a candidate to be nominated as a director

1. The Company Secretary will gather the proposal and supporting documents of proposed candidate before proposing to the Nomination and Remuneration Committee.

2. The Nomination and Remuneration Committee will consider the qualifications, knowledge, competency, experience of the candidate(s) in connection with skill and expertise required as well as ethics of proposed candidate so that it could promote the board efficiency before proposing to the Board of Directors for consideration.

3. If the Board of Directors agrees that the proposed candidate is qualified to be nominated as the Company's director, the Board of Directors will propose such candidate in the Appointment of Director Agenda of the AGM for approval. In this regards, the Board's resolution is final.

## **8) The deadline for submitting proposals**

17 January 2024, at 12.00 P.M.