

Criteria for proposing issues for inclusion in Annual General Meeting of Shareholders (“AGM”) agenda and for proposing qualified candidates for nomination as Company Directors in advance for the 2025 Annual General Meeting of Shareholders

1. Objectives

Supreme Distribution Public Company Limited (“the Company”) realizes the importance of the rights of shareholders and promotes the equitable treatment of all shareholders. To adhere with the good corporate governance principles, the Company provides opportunity to all shareholders to propose issues for inclusion in agenda and to propose qualified candidates for nomination as the Company’s director in advance for the 2025 AGM. The Company has determined criteria for proposal of issues for inclusion in AGM agenda and of qualified candidates for nomination as Company director in advance for clarity and transparency of the procedures and methods for consideration as follows:

2. Qualifications of Shareholder

A shareholder who would like to propose issues for inclusion in AGM agenda and/or qualified candidates for nomination as Company Director shall be fully qualified as follows:

- 2.1 being the Company’s shareholder; it may be single shareholder or group of shareholders,
- 2.2 being the Company’s shareholder who holds shares or collectively hold shares of not less than five (5) percent of the Company’s issued shares,
- 2.3 being the Company’s shareholder according to 2.2 who has held shares for a period not less than six (6) months consecutively from the date of holding such shares to the date of proposing issues for inclusion in AGM agenda and/or candidates for Company director, as the case may be,
- 2.4 being the Company’s shareholder according to 2.2 who has held shares for a period not less than six (6) months consecutively from the date of holding such shares to the date to determine the list of shareholders who are entitled to attend the AGM (Record Date), and
- 2.5 possessing accurate and complete evidence of shareholding and identification.

3. Procedures of Shareholder

3.1 In event of proposal of issues for inclusion in AGM agenda

- 3.1.1 A shareholder who has qualifications according to 2. shall fill in “**Form of Proposal of Issues for Inclusion in AGM Agenda**” (“**Form A**”). Form AGM 1 shall be prepared as follows:
 - Each **Form A** shall be used for a single agenda item.
 - In event that **Form A** is proposed by a group of shareholders, the 1st shareholder shall fill in details and sign the **Form A**. Other shareholder(s) shall fill in their details and sign on an **accompanying page**.



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3.1.2 **Form A** shall be enclosed with the following evidence:

- Evidence of shareholding, i.e., certificate issued by Securities Company or any other evidence issued by Thailand Securities Depository Co., Ltd. (TSD).
- Evidence of shareholder's identification

For individual shareholder

A certified true copy of valid identification card or governmental officer identification card or driving license or passport (in case of foreigner) or alien identification card. In event that a shareholder has changed his/her title, name or surname, a true copy of evidence of the change certified on each page shall be enclosed.

For juristic shareholder

- A copy of juristic person's affidavit issued no more than three (3) months previously and certified as a true copy by authorized person(s) of that juristic entity on every page, and
- A certified true copy of valid identification card or governmental officer identification card or driving license or passport (in case of foreigner) or alien identification card of director(s) or authorized person(s) of that juristic entity. In event that a director/ authorized person has changed his/her title, name or surname, a true copy of evidence of the change certified on each page shall be enclosed.

The Board of Directors and/or the company secretary reserves the right to contact shareholder(s) to request more information.

3.2 In event of proposal of candidates for nomination as Company director

3.2.1 A shareholder who has qualifications according to 2. shall fill in "**Form of Proposal of Candidates for Nomination as Company Director**" ("**Form B**"). Form AGM 2 shall be prepared as follows:

- Each **Form B** shall be used for a single candidate proposed for nomination as Company director.
- In event that **Form B** is proposed by a group of shareholders, the 1st shareholder shall fill in details and sign the **Form B** Other shareholder(s) shall fill in their details and sign on an accompanying page.

3.2.2 **Form B** shall be enclosed with the following evidence:

- Evidence of shareholding, i.e. certificate issued by Securities Company or any other evidence issued by Thailand Securities Depository Co., Ltd. (TSD).
- Evidence of shareholder's identification

For individual shareholder

A certified true copy of valid identification card or governmental officer identification card or driving license or passport (in case of foreigner) or alien identification card. In event that a shareholder has changed his/her title, name or surname, a true copy of evidence of the change certified on each page shall be enclosed.



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For juristic shareholders

- A copy of juristic person's affidavit issued no more than three (3) months previously and certified as a true copy by authorized person(s) of that juristic entity on every page, **and**
- A certified true copy of valid identification card or governmental officer identification card or driving license or passport (in case of foreigner) or alien identification card of director(s) or authorized person(s) of that juristic entity. In event that a director/authorized person has changed his/her title, name or surname, a true copy of evidence of the change certified on each page shall be enclosed.

3.2.3 A candidate who is proposed for nomination as Company director shall fill in “**Information Form of Candidate Proposed for Nomination as Company Director**” (“**Form C**”) and attach documents such as education, background and work experience, a true copy of valid identification card and house registration, or passport (in case of foreigner), and other necessary documents certified on each page shall be enclosed. One set of documents per person must be submitted.

The Board of Directors and/or the company secretary reserves the right to contact shareholders and/or proposed candidate for nomination as Company Director to request more information.

4. Contact Channel and Available Period for Submission of Proposed Matters

A Shareholder can propose issues for inclusion in AGM agenda and/or candidates for nomination as Company director by submitting complete and accurate information from **15 November 2024 to 31 December 2024** via email: Secretary@supreme.co.th or to the following address:

Company Secretary
Supreme Distribution Public Company Limited
2/1 Soi Praditmanutham 5, Praditmanutham Road, Tha Raeng, Bangkhen,
Bangkok 10230

5. Procedures of the Company

5.1 In event of proposal of issues for inclusion in AGM agenda

- (1) The company secretary shall review the accuracy and completeness of the Form of proposal of issues for inclusion in the AGM agenda; along with supporting evidence in according to 3.1, before presenting them to the Board of Directors for consideration.
- (2) Proposed issues that the Board of Directors considers appropriate shall be included in the AGM Notice and shall be identified as having been proposed by the shareholder(s).
- (3) Proposed issues that the Board of Directors considers inappropriate for inclusion in AGM agenda shall be made known in the Annual General Meeting of Shareholders together with reasons of refusal.



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5.2 In event of proposal of candidates for nomination as Company director

- (1) The company secretary shall review the accuracy and completeness of the Form of Proposal of Candidates for Nomination as Company Director; along with supporting evidence in accordance with section 3.2, before presenting them to the Nomination and Remuneration Committee for consideration
- (2) The Nomination and Remuneration Committee shall consider profile of each candidate proposed for nomination as Company director whenever there is an agenda item regarding nomination of a new director to replace a vacant position or a director retiring by rotation according to the Company's nomination process and shall then propose to the Board of Directors for consideration.
- (3) The Board of Directors shall consider name(s) and profile(s) of candidate(s) proposed for nomination as Company director. If he/she is qualified, the Company shall propose him/her to the shareholders' meeting for consideration.
- (4) If proposed candidates for nomination as Company director are considered inappropriate by the Board, the Company shall make known the reason to the shareholders at the shareholders' meeting.

Nevertheless, if the Company checks the name of shareholder(s) on the date to determine the list of shareholders who are entitled to attend the AGM (Record Date) (as stipulated in 2.4) and it appears that such shareholder(s) in 2.1 does not hold the shares as stipulated in 2.2, the Company reserves its right not to propose the agenda and/or the candidate proposed by that shareholders to the AGM for consideration even though the agenda and/or the candidate has been included in the AGM Notice.

6. Consideration of the Board of Directors

6.1 Proposals that shall not be included in the AGM agenda.

- (1) Proposals that are proposed by unqualified shareholder(s) specified in 2.
- (2) Proposals that violate laws, rules and regulations of government agencies or other agencies governing the Company; or do not comply with the Company's objectives, Articles of Association, shareholders' resolutions or good corporate governance.
- (3) Proposals that are solely beneficial to a specific person or group of persons.
- (4) Proposals that the Company has already implemented.
- (5) Proposals that are beyond the Company's control.
- (6) Proposals that are not beneficial to the Company's business operation and/or that the Board of Directors, with reason explainable to the shareholders, considers unnecessary to be placed on the agenda.
- (7) Proposals that are incomplete, incorrect, indistinct or unreliable, or if the Company is unable to contact shareholders.

In this regard, issues that will be included in the AGM agenda shall be approved by resolution of the meeting of the Company's Board of Directors.



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6.2 Qualifications of candidates for nomination as Company Director

Qualifications of Candidates to be Elected as Directors

The candidates to be elected as directors must possess all of the following qualifications:

- 1) Possessing full qualifications and have no prohibited characteristics or characteristic that indicates the lack of suitability to be trusted to manage a company with public shareholders as prescribed by the laws of Public Limited Companies, the Securities and Exchange, the operation of telecommunication business and other relevant laws, as well as the Notification of the Securities and Exchange Commission.
- 2) Possess knowledge, capability, and experience beneficial to the business operations, with dedication and ethics in conducting business.
- 3) Able to exercise independent judgment free from management and other vested interests.
- 4) Being able to perform director's duties with fiduciary and willing to perform assigned duties with full capacity. Can devote his/her time to fully perform duties for the Company. Be able to attend the Board of Directors meeting regularly.
- 5) Must not engage in any business of the same nature and in competition with the Company's business, or be a partner in a general partnership, or an unlimited liability partner in a limited partnership, or a director of a private company or another company that engages in the same nature of business and competes with the Company's business, whether for personal benefit or for the benefit of others, unless the shareholders' meeting has been informed prior to the appointment.

Independent directors must have the following qualifications:

- 1) Hold no more than one percent (1%) of the total voting shares of the applicant, parent company, subsidiary, associate, major shareholder, or controlling person of the applicant, including shares held by related persons of such independent director.
- 2) Not be or have been a director involved in management, employee, staff, salaried advisor, or controlling person of the applicant, parent company, subsidiary, associate, same-level subsidiary, major shareholder, or controlling person of the applicant, unless having been free from such characteristics for not less than two (2) years before the date of application submission to the SEC. This prohibition does not include cases where the independent director was a government official or advisor to a government agency that is a major shareholder or controlling person of the applicant.
- 3) Not have any blood or legal relationships, such as being a father, mother, spouse, sibling, and child, including the spouse of the child, with another director, executive, major shareholder, controlling person, or person to be nominated as director, executive, or controlling person of the applicant or its subsidiary.
- 4) Have no or never had a business relationship with the applicant, parent company, subsidiary, associate, major shareholder, or controlling person of the applicant in a manner that may interfere with independent judgment, including not being or having been a significant shareholder or controlling person of a person having a business relationship with the applicant, parent company, subsidiary, associate, major shareholder, or controlling person of the applicant, unless having been free from such characteristics for not less than two (2) years.



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- 5) Not be or have been an auditor of the applicant, parent company, subsidiary, associate, major shareholder, or controlling person of the applicant, and not be a significant shareholder, controlling person, or partner of the audit firm which has the auditor of the applicant, parent company, subsidiary, associate, major shareholder, or controlling person of the applicant, unless having been free from such characteristics for not less than two (2) years.
- 6) Not be or have been any professional service provider, including legal or financial advisor, receiving service fees exceeding two (2) million baht per year from the applicant, parent company, subsidiary, associate, major shareholder, or controlling person of the applicant, and not be a significant shareholder, controlling person, or partner of such professional service provider, unless having been free from such characteristics for not less than two (2) years.
- 7) Not be a director appointed as a representative of the applicant's directors, major shareholders, or shareholders related to major shareholders.
- 8) Not engage in any business of the same nature and in significant competition with the applicant's business or its subsidiary, or not be a significant partner in a partnership, or a director involved in management, employee, staff, salaried advisor, or hold more than one percent (1%) of the total voting shares of another company which engages in the same nature and in significant competition with the applicant's business or its subsidiary.
- 9) Not having conflicts of interest with the Company.
- 10) Have no other characteristics that prevent them from providing independent opinions on the applicant's operations.

Additionally, directors must not have any prohibited characteristics under the Securities and Exchange Act or the criteria set by the SEC, and must not have characteristics indicating a lack of suitability to be entrusted with managing a public company as specified by the SEC as follows:

- (1) Being a person under court protection, bankrupt, incompetent, or quasi-incompetent.
- (2) Being a person currently prohibited by the Stock Exchange of Thailand from being a director, executive, or controlling person of a listed company.
- (3) Being under criminal prosecution or investigation by a legal authority for offenses related to unfair trading of securities or futures contracts or fraudulent or dishonest management.
- (4) Being subject to orders of foreign legal authorities prohibiting them from being a director or executive of the Company.
- (5) Having been convicted of offenses by a final judgment under item 3) or having been fined for offenses under item 3).
- (6) Having reasonable grounds to believe that they have or had behavior indicating a breach of duties of care and loyalty for the best interests of the business and its shareholders as a whole in the business they are or were directors, executives, or controlling persons, or having participated in or supported such actions by others.
- (7) Having reasonable grounds to believe that they have or had behavior indicating dishonesty or fraud against others, or having participated in or supported such actions by others.
- (8) Having reasonable grounds to believe that they have or had behavior indicating unfair practices or exploitation of investors, or having participated in or supported such actions by others.



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- (9) Having reasonable grounds to believe that they have or had behavior indicating concealment of the true financial status or performance of a listed company or a company that has offered securities to the public, or intentionally providing false material information or concealing material facts in any document required for public disclosure or submitted to the Capital Market Supervisory Board or the SEC, whether acting on their own behalf or on behalf of a legal entity or business they manage, or having participated in or supported such actions by others.
- (10) Having reasonable grounds to believe that they have or had behavior indicating neglect in performing their duties as directors, executives, or controlling persons of a listed company or a company that has offered securities to the public, where they are or were directors, executives, or controlling persons, or subsidiaries of such companies, to prevent the company from violating or failing to comply with laws, objectives, and regulations of the Company, as well as resolutions of the shareholders' meeting, which may cause a lack of confidence in the overall capital market or damage the reputation, status, or business operations of such companies.
- (11) Having been sentenced to imprisonment by a final judgment for offenses related to property committed dishonestly.
- (12) Having been dismissed or discharged from government service or an organization or state agency for dishonesty in performing duties.

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