

Criteria for Proposal of Agenda and Nomination of Director for Annual General Meeting of Shareholders
Prime Road Power Public Company Limited

Objective

In order to enhance the good corporate governance regarding the rights and equitable treatment of shareholders, therefore, Prime Road Power Public Company Limited (the “Company”) has given the opportunity to its shareholders to propose matter to be included as an agenda and to nominate candidates for appointment as Directors at every Annual General Meeting of Shareholders (“AGM”) in advance, with reference to the criteria as described below.

1. The Qualification of Shareholders.

Qualifications of shareholder who is eligible to propose matter to be included as an agenda and to nominate candidates for appointment as Directors ahead of the AGM is required to possess the following qualifications:

- 1.1. Being the shareholder of the Company holding minimum shares of 1 percent of total paid-up share capital either by one or several shareholders combined; and
- 1.2. Shareholder(s) must have held those shares continuously for at least 12 months by the date the shareholders propose the item on the agenda.

2. Proposal of Agenda

2.1. To compose an efficient AGM, the Company reserves its right not to include following matters as the AGM agenda;

- (1) A proposal that violates applicable laws, rules, regulations of the government agencies, or involved agencies, or actions not in compliance with the Company’s Articles of Association, the resolution of the Company’s shareholders’ meeting and the good corporate governance of the Company, except an amendment of the Articles of Association, or a review of the resolution of the shareholder’s meeting
- (2) A proposal, as stipulated by laws, for consideration at the AGM, which has already been placed on the agenda by the Company
- (3) A proposal that is, by laws, beyond the authority of the AGM
- (4) A proposal that shareholders already proposed in the AGM within the past 12 months; which was supported by less than 10% of total voting shares, given that the factual event is not material change

- (5) The proposal that the information provided by shareholder is incomplete, incorrect or having untrue statement, ambiguous proposal and unable to contract the shareholder, or unable to propose within the time
- (6) A proposal that is unlikely to be beneficial to the Company's business operations
- (7) A proposal lying under management authority of the Company, except the ones causing material impacts on shareholders in general

2.2. Procedures for Consideration

- (1) Shareholders may submit "From to Propose Agenda for Annual General Meeting of Shareholders" together with the evidence of shares' held, namely, a certified letter of the securities company or other evidences from the Thailand Securities Depository Company Limited. (TSD) as well as the evidence of shareholder's identity as follows:
 - For individual shareholder – A copy of document issued by a government agency, which has not yet expired such as identification card, driver's license or passport and certified true copy
 - For juristic shareholder – A copy of the Affidavit or Certificate of Incorporation of the juristic shareholder certified correct by such authorized director and a certified true copy of document issued by a government agency of the authorized director
- (2) In case where several shareholders would jointly propose the agenda, each of them must fill out the "From to Propose Agenda for Annual General Meeting of Shareholders" and sign their names as evidence separately. Then the forms should be gathered into one set
- (3) The agenda proposed by the shareholders shall be considered by the Board of Directors. Any proposal approved by the Board of Directors will be included in the AGM agenda, specifying that such agenda is proposed by the shareholder
- (4) The Company reserves the right to decline the proposed agenda if it is founded that information provided or documents attached are incomplete or incorrect; or those shareholders cannot be contacted

3. Proposal for a nomination of person to be director of the Company

3.1. The Qualifications of Director

- (1) Not having qualifications against the requirements of the Standard Qualifications for the Directors, of the Public Limited Company Act, the Securities and Exchange Act B.E. 2535 (1992), or other related legislation, together with regulations of the Stock Exchange of

Thailand, and the Company's Articles of Association including laws, notifications, regulations, rules of government agencies or other governing agencies or are not complied with the objective, the article of association, the shareholders' resolution, the Company's corporate governance practices

- (2) Have capability, knowledge, and experience to run the Company's business
- (3) Willing to devote sufficient time to effectively carrying out their duties and responsibilities, including attending the Meeting of the Board of Directors

3.2. Procedures for Consideration

- (1) Shareholder may submit "Form to Nominate Candidate to be Elected as Director for Annual General Meeting of Shareholders" and supporting document which are identified in those forms
- (2) The Company will consider the list of candidates along with the complete and correct support evidences whereby the Nomination and Remuneration Committee will review and select as per the nomination procedure before further submission to the Board of Directors for consideration
- (3) After the candidate's qualifications are approved by the Board's resolution, the Board will propose that nominee at the AGM for approval according to the Company's articles and association
- (4) The Company reserves the right to decline the proposed nominating director if it is founded that information provided or documents attached are incomplete or incorrect; or those shareholders cannot be contacted

4. Proposal period and channel to propose the agenda

The Company has given the opportunity to shareholders to submit the proposal since 30 November to 31 December in every year, send by e-mail address: ir@primeroadgroup.com or via registered mail to the following address:

Investor Relations Department

Prime Road Power Public Company Limited

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