SG Capital Public Company Limited
The criteria for shareholders to propose agenda and/or
to nominate candidates to be elected as Directors
at the 2027 Annual General Shareholder's Meeting

1. Objectives

The Company realizes the rights and equitable treatments to all shareholders and the practice of Good Corporate Governance. The Company therefore gives the opportunity to shareholders to participate in proposing agenda and/or candidates to be elected as directors in the Company's 2027 Annual General Shareholder's Meeting ("AGM") in advance by following company's criteria.

2. Qualification of shareholders

The shareholder eligible to propose the 2027 AGM agenda and/or to nominate candidates to be elected as directors must possess the qualifications required by law as follows:

- Representing one single shareholder or several shareholders together holding Company shares not less than 5 percent of the total voting rights of the Company.

3. The related documents

3.1 **The evidence of shares holding** such as share certificate, share certificate from broker or Thailand Securities Depository Co., Ltd. If it is a copy, it must be certified as true and correct.

3.2. Shareholder identification

In case of Individual shareholder

- Valid copy of Identification Card or alien identification card or Passport (for foreigners) of shareholder with certification true and correct.

In case of Juristic Person

- Copy of juristic person certificate not exceeding 1 month and valid copy of I.D. card or alien identification card or passport (for foreigners) of the authorized signature with certification true and correct.

4. The criteria for proposing agenda

4.1 Process for proposing agenda

1. Completely fill in and sign the Agenda Proposal Form of The 2027 Annual General Shareholder's Meeting (Form A) and attach required documents as stated above.
2. In case a group of shareholders wishes to propose agenda, each shareholder must individually fill in and sign Form A. All documents should be gathered into one set and identify one person to be contact person with the Company.
3. In case a shareholder or group of shareholders would like to propose more than 1 agenda, each shareholder individually fill in and sign Form A, 1 set for one agenda. All documents should be gathered into one set.

4.2 Procedure

1. The Company's secretary will consider in prior. If the information is complete, the Company's secretary will propose to Board of Directors for consideration. The Board of Directors judgment is deemed the matter comes to an end.
2. The approved proposal will be contained in agenda of 2027 Annual General Shareholder's Meeting and published in the Notice of the Annual General Shareholder's Meeting including the Directors' opinion.
3. For disapproved proposal, The Company will inform in the agenda for acknowledgement in 2027 Annual General Shareholder's Meeting including reasons.

4.3 The proposal that will not be placed on the Agenda

1. Proposal proposed by shareholders who are not qualified, unable to provide complete and correct information and evidence, or not able to propose on the time set forth.
2. Proposal that is about normal business operation and allegation made by shareholders which do not present reasonable cause to suspect the abnormality of the said business operation.
3. Proposal that is beyond authority of the Company to conduct in order to meet the expected outcome.
4. Proposal that have been previously proposed to Annual General Shareholder Meeting during the past 12 months and were supported by less than ten percent of total voting rights of the Company. It is exceptional if the facts in the latter proposals are changed significantly from the previous one.
5. Proposal that violates to the laws, notifications, regulations, rules and procedure of government or authority or proposal that is not corresponding to

Company Articles of Association, resolutions of Annual General Shareholder's Meeting and the principles of Good Corporate Governance.

6. Proposal that the Company has been operated.
7. Other matters corresponding to notification of Capital Market Supervisory Board.

5. The criteria for nominating candidate to be company's director

Shareholders who possess all qualifications compliance with the mentioned principle can propose candidate to be company's director, the processing are:

5.1. The process for proposing candidate

1. Download the Form on the Company's website http://www.sgcapital.co.th and Completely fill in and sign the Candidate Nomination Form (Form B.) and attach required documents as stated above.
2. In case a group of shareholders wishes to propose person to be elected as company's director, each shareholder must individually fill in and sign Form B. All documents should be gathered into one set and identify one person to be a coordinator with the Company.
3. In case a shareholder or group of shareholders would like to nominate more than one person to be elected as company director, each shareholder must fill in Form B, 1 set per one person with signature wholly.
4. Completely fill in Profile of Nominated Persons (Form C) with signature and attach the required documents for consideration such as I.D Card or passport (for foreigners), educational certificate and the present working document or the latest with certification true and correct. In case of nomination more than 1 person, fill in the one form per one person.

5.2 Procedure

1. The Company's secretary will consider in prior. If the information is complete, the Company's secretary will propose to the Board of Directors to consider the qualification as stated above. The Board of Directors judgment is deemed the matter comes to an end.
2. The approved person will be proposed in the agenda of Director Election in 2027 Annual General Shareholder's Meeting and published in the Notice of Annual General Shareholder's Meeting including the Directors' opinion.
3. For disapproved person, the Company will inform in the 2027 Annual General Shareholder's Meeting including reasons.

5.3 Qualifications of Directors/Independent Directors

1. Be qualified and possess none of the characteristics prohibited under Act and the related Notification.
2. Be knowledgeable, capable and possess a variety of skills and working experiences that are beneficial for the Company.
3. Be capable of providing leadership, vision, ethic and independent in making decision for the optimum benefit of the Company and shareholders and able to use knowledge, capability and experiences for the business conduct and truly interested in Company's business.

6. Channels for submitting agenda proposal

Shareholder can submit agenda proposal through channels as follows:

1. Send signed documents and various evidences as supporting documents for Board of Directors' consideration by registered mail to:

   Company's Secretary
   SG Capital Public Company Limited
   72 NT Bangrak Building, 20th floor,
   Charoen Krung Road, Bangrak
   Bangkok 10500

2. For further information required call the Company's Secretary,

   Tel. 02-028-2828 Email : comsec@sgcapital.co.th

7. The submission period

Shareholder can submit the proposal during 1 October – 31 December 2026. As such, postmarked date on the envelope will be accounted for.

SG Capital Public Company Limited
2027 Annual General Shareholder's meeting
Agenda Proposal Form (Form A)

Date…….……..….

1. General Data

Name–Surname of proposer : ……..……

Present Address / Contact Address :

Address……..…..…Village/Building…….……Moo..……..Soi……..……..

Road……..…….…..……Sub District…….……..……..….District…….…….

Province.....……..Postal Code……..……Country ……..

Telephone No. …….…….…….Fax No. …..…....…….. E-mail ……..…….

Oversea address: (In case of Foreigners, please specify the contact oversea address)

……..……

……..……

……..……

……..……

2. No. of Share Holding:

Holding ……..……..…shares, As at …….……Period of Share Holding……..……months

3. Proposed Agenda : ……..…….

Objective : [ ] For approval [ ] For consideration [ ] For acknowledgement

Details including reasonable supporting : .....

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…….…….

……..……

……..……

Supporting documents:

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4. The evidences of shareholders to submit herewith the proposal

4.1 **The evidence of shares holding** such as share certificate, share certificate from broker or any other certificates from Thailand Securities Depository Co., Ltd. If it is a copy, it must be certified as true and correct.

4.2. Shareholder identification

In case of Individual shareholder

Valid copy of Identification Card or Passport (for foreigners) or alien identification card of shareholder with certification true and correct.

In case of Juristic Person

Copy of juristic person certificate not exceeding 1 month and valid copy of I.D. card or passport (for foreigners) or alien identification card of the authorized signature with certification true and correct

5. The Certification

I certify that the information provided above is complete and true and supporting documents submitted herewith are true and I give my permission to Company disclose such information and supporting document as stated above.

Signature …….…….... Shareholder

( )

SG Capital Public Company Limited
2027Annual General Shareholder's Meeting
Candidate Nomination Form (Form B)

Date……..…..……..…….

1. General Data

Name–Surname of proposer : ……..……..……

Present Address / Contact Address :

Address……..……Village/Building……..…….……Moo..……..Soi…….

Road……..…..…..…..……Sub District…….……...……..….District……..……..……

Province.....……..Postal Code…….……..……Country ……..…

Telephone No. ……..…….…….Fax No. …..….....…….. E-mail ……..……..……

Oversea address: (In case of Foreigners, please specify the contact oversea address)

…..…….……..…

……..……

……..

……..

2. No. of Share Holding:

Holding ……..……..…shares, As at ……..……

Period of Share Holding……...……months

3. Name of Nomination of Candidate to be elected as Company Director:

…..…..…….…… ……..……..…….

…..…..…….…… ……..……..…….

…..…..…….…… ……..……..…….

…..…..…….…… ……..……..…….

…..…..…….…… ……..……..…….

4. The evidences of shareholders to submit herewith the proposal

4.1 The evidence of shares holding such as share certificate, share certificate from broker or any other certificates from Thailand Securities Depository Co., Ltd. If it is a copy, it must be certified as true and correct.

4.2. Shareholder identification

In case of Individual shareholder

Valid copy of Identification Card or Passport (for foreigners) or alien identification card of shareholder with certification true and correct.

In case of Juristic Person

Copy of juristic person certificate not exceeding 1 month and valid copy of I.D. card or passport (for foreigners) or alien identification card of the authorized signature with certification true and correct

5. The Certification

I certify that the information provided above is complete and true and supporting documents submitted herewith are true and I give my permission to Company disclose such information and supporting document as stated above.

Signature ……..…….... Shareholder

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A photo
Approximate
2in. x 2in.

SG Capital Public Company Limited
2027 Annual General Shareholder's Meeting
Profile of Nominated Person (Form C)

Date……..……..……

1. General Data of Candidate

(1) Name–Surname (Thai)……..... (Earlier family name……...……...)
(English)……

(2) Date of Birth ……..……Age …….Years Nationality……..

(3) Marital Status [ ] Single [ ] Married [ ] Divorce

(4) Spouse's Name …….....(Earlier family name……...)

(5) Children's Details

Children Name	Date of Birth	Age (Year)	Office Name
……	……	……	……..
……	……	……	……..
……	……	……	……..
……	……	……	……..
……	……	……	……..
……	……	……	……..
……	……	……	……..

2. Present Address / Contact Address

Address……..……Village/Building……..……..……Moo..……..Soi…….
Road……..…..…..…..……Sub District…….……....……..….District……..……..……
Province.....……..Postal Code……..……..……Country ……..…
Telephone No. ……..…….…….Fax No. …..…....…….. E-mail ……..……..……
Oversea address: (In case of Foreigners, please specify the contact oversea address)
…..…….……..….
……..……
……..
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3. Company Address

Company Name……..……
Address……..……Village/Building……..…….……Moo..……..Soi……
Road……..…..…..…..……Sub District…….……....….District…….……..……
Province.....…Postal Code…….……..……Country …….…..……
Telephone No. …….…….Fax No. …..…....…….. E-mail …….……...……

4. Professional Qualification

(1) Highest Education Qualification

Institute Name	Qualification/Major	Graduate Year
…….	……	……...

(2) Training programs of Thai Institute of Directors Association

Program	Year
……	…….
……	…….
……	…….
……	…….

5. Work Experiences

Period	Company Name	Business Type	Position
……	……	……	……..
……	……	……	……..
……	……	……	……..
……	……	……	……..
……	……	……	……..

6. Job responsibility at the present position

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……
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……
……

7. **Shareholding** in SG Capital Public Company Limited, on…….…...…(Nomination Date)

Common shares … ……. Shares
Spouse's Common Shares ……. Shares
Under-age Children
(1) Name……common shares……..shares
(2) Name ……...common shares ……. shares

8. Related business of yourself, spouse and under-age children

Company Name	Business Type	Related Person	%of shareholding	Position in Related Company	Since Year
…….	……..	…….	……..	……..	……
…….	……..	…….	……..	……..	……
…….	……..	…….	……..	……..	……
…….	……..	…….	……..	……..	……
…….	……..	…….	……..	……..	……

Remarked: All business now serving as Directors or Executives, and business now holding more than 1.0 percent of all shares sold of those business.

9. Litigation Record (Except petty offence)

Court	Status (Plaintiff/Defendant /Interpleader)	Type of Suit (Civil/Criminal/ Bankruptcy	Charge/Count	Litigated sum	Suit No	Judgment
…….	……	……..	……	……..	……	…….
…….	……	……..	……	……..	……	…….
…….	……	……..	……	……..	……	…….
…….	……	……..	……	……..	……	…….

10. **Required documents certified by nominated candidates**

(1) Copy of I.D. Card
(2) Passport (for foreigners)
(3) Copies of education certificate
(4) Reference letter from a present or latest company

I (Mr./Mrs./Miss.) ……give consent and information as stated above for the nomination and appointment as Company's Directors and certify that the information provided above is complete and true, and supporting documents submitted are true and I give my permission to Company disclose such information and supporting document as stated above.

Signature…….……..…. Nominated Person

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