

**Criteria and procedure for the shareholders to propose an annual general shareholders' meeting agenda and a qualified nominee for directorship  
(For 2019 AGM)**

1. Objective

In order to comply with good corporate governance practices and provide the equitable treatment to all shareholders, Sahamitr Pressure Container Public Company Limited ("SMPC") provides shareholders an opportunity to propose, in advance, matters to be included in an annual general shareholders' meeting agenda (AGM agenda) and a qualified candidate to be nominated for directorship, with reference to the criteria below.

2. Qualification of the Shareholder

Shareholder who has the right to propose an AGM agenda or a qualified candidate for directorship must possess the following qualifications;

- 2.1 be the Company's shareholder, with continuously holding minimum shares of not less than 5% of total number of the voting rights either for one shareholder or combined shareholders, and
- 2.2 must have the evidence of shares held, such as copies of certificate of shares held issued by securities company, or any other certificates from the Stock Exchange of Thailand or Thailand Securities Depository Co., Ltd.

3. Proposal of the AGM Agenda

3.1 The proposal that will not be included as the AGM agenda

- (1) Matter relating to regular business operation and the proposer's reference does not indicate any irregularity
- (2) Matter that is beyond authority of the Company
- (3) Matter that shareholders already proposed in shareholders' meetings within the past 12 months and was supported by less than 10% of total number of the voting rights, except for the facts of said matters have changed significantly
- (4) Matter proposed by shareholders who are not qualified, those who are unable to contact, and not able to propose on the time set forth.
- (5) Matter unlikely to benefit the Company
- (6) Proposal that is beneficial for specific person or group
- (7) Matter or evidence sufficed by shareholders is incomplete or untrue or ambiguous.

(8) Matter lying under management authority of the Company, except the ones causing material impacts on shareholders in general.

(9) Matter that violates to the laws, rules and regulations of the government agencies or other regulatory bodies or is not complied with the objectives or articles of association of the Company

(10) Matter, as stipulated by laws, for AGM consideration, which has been pursued regularly by the Company.

(11) Matter already undertaken by the Company

(12) Other matters mandated by The Securities and Exchange Commission

### 3.2 Procedure to propose an AGM agenda

(1) The shareholder who possesses qualifications according to Item 2 above must fill in the "Proposed Agenda Form for Annual General Shareholders' Meeting" ("Form A") with his/her signature. In case many shareholders have unified to propose AGM agenda, each shareholder must fill in Form A and sign their names as evidence separately and gather into one set.

(2) Shareholder must enclose the following documents with Form A

(a) The evidence of shares held as of the proposal date, such as the certificate of shares held issued by securities companies or any other certificates from the Stock Exchange of Thailand or Thailand Securities Depository Co., Ltd.

(b) Identification document;

#### In case shareholder is an individual

- A copy of identity card/ government officer identity card/ driver's license/passport or alien identity card, which has not expired, must be enclosed and certified true and correct by that shareholders.

#### In case shareholder is a juristic person

- A copy of the Certification Document backdated not more than three months, certified true and correct by an authorized person(s) of that juristic person and

- A copy of identity card/ government officer identity card/ driver's license/passport or alien identity card of the authorized person(s), which has not expired, must be enclosed and certified true and correct by that person(s).

(3) Shareholder may send "Form A" together with the required documents to the Company unofficially via [ir@smpcplc.com](mailto:ir@smpcplc.com) before submitting the original copy via registered mail to

Company Secretary

Sahamitr Pressure Container Public Company Limited

92 soi Thientalay 7 (4<sup>th</sup> intersection), Bangkhunthien-Chaitalay road

Samaedam, Bangkhunthien, Bangkok 10150

within December 31 of each year.

(4) The agenda may be proposed during October 1 -December 31 of each year

(5) After the due date, the Company Secretary will gather all documents and initially review before submitting for the Board of Director's consideration. In case that the proposed matters have been included in the AGM agenda, it will be remarked as "agenda from shareholders" in the notice to shareholders. In the case that the Board of Directors denies the proposed matters, the company will inform the rationale on the company's website and then at the annual general shareholders' meeting.

#### 4. Nomination of a Qualified Candidate for Directorship

4.1 The shareholder who possesses qualifications according to Item 2 above must fill in the "Nominated Qualified Candidate for Directorship Form for the Annual General Shareholders' Meeting" ("Form B-1") with his/her signature. In case many shareholders have unified to propose a qualified candidate for directorship, each shareholder must fill in "Form B-1" and sign their names as evidence separately.

4.2 The proposed candidate must possess key qualifications and must not possess prohibited qualifications as follow:

- (1) Be a legal age
- (2) Must not be a bankrupt person, an incompetent person, or a quasi-competent person
- (3) Must not have served a jail term by the final judgment for crimes related to properties illegally acquired
- (4) Must not have been dismissed from a government office, a government organization, or a government agency for malfeasance
- (5) Must not bear forbidden characteristics under legislation concerning public companies and securities and exchanges, or related regulators
- (6) Command key competencies for SMPC's business
- (7) Must not be a shareholder, a partner of any partnerships or being a director of a company which operates the same nature of business as SMPC or is in competition with the business of SMPC

4.3 The proposed candidate must fill in the "Resume of Proposed Candidate for Directorship Form for the Annual General Shareholders' Meeting" ("Form B-2") with his/her signature.

4.4 Shareholder must enclose the documents as mentioned in 3.2 (2) together with the supporting document of candidate's qualification, i.e. a copy of identity card/government officer identity card or passport, education background and work experience (Curriculum Vitae), etc.

4.5 Shareholders may send “Form B-1” and “Form B-2” together with the required documents to the Company unofficially via [ir@smpcplc.com](mailto:ir@smpcplc.com) before submitting the original copy via registered mail to:

Company Secretary

Sahamitr Pressure Container Public Company Limited

92 soi Thiantalay 7 (4<sup>th</sup> intersection), Bangkhunthien-Chaitalay road

Samaedam, Bangkhunthien, Bangkok 10150

within December 31 of each year.

4.6 The candidate may be nominated during October 1 - December 31 of each year

4.7 After the due date, the Company Secretary will gather all documents and initially review before submitting for the Board of Director's consideration. In case that the proposed candidates have been nominated for directorship positions, they will be remarked as “proposed by shareholders” in the notice to shareholders. In case that the Board of Directors denies the proposed candidates, the company will inform the rationales on the company's website and then at the annual general shareholders' meeting.

The Company reserves the right to consider proposal(s) only the agenda that shall benefit the Company and its shareholders as a whole and in compliance with related laws and regulations.