

**Thai Film Industries Public Company Limited**  
**Procedure of Granting Shareholder Rights to Propose Agenda and**  
**Candidates to be considered for election As Company Directors at AGM 2023**

**Objective**

Thai Film Industries Public Company Limited (the Company) has recognized the equal rights of shareholders under Good Corporate Governance. Therefore, shareholders are provided opportunity to propose agenda and candidates to be considered for election as the Company Directors in advance in order to show the equitable and fairness treatment of all shareholders. In addition, for clarity and transparency of the procedures and methods for consideration, the Company has set up the criteria to allow the shareholders to propose agenda and candidates to be considered for election as the Company Directors in advance. By this mean, it will ensure that the agenda will be delicately selected and truly beneficial to the Company and the qualified Candidate will be selected and able to perform his or her duties effectively to attain the highest benefits of the Company and the stakeholders and also to affirm the conformity to the Good Corporate Governance.

**Shareholder Qualifications**

Eligible shareholders to propose agenda and/or candidates to be considered for election as the Company Directors must have qualifications as follows:

1. One or many shareholders holding altogether not less than 5% of the total eligible the Company shares.
2. Must hold the shares continuously not less than 12 months up to the date of proposing agenda and/or candidates to be considered for election as the Company Directors.
3. Must hold those shares as stipulated in 1. on the date on which the Agenda or the Candidate is being proposed.
4. Must hold those shares as stipulated in 1. on the Record Date in order to determine the right of the shareholders to attend the AGM of that year.

Please note that, if, after the Company having checked the name of the shareholder(s) on Record Date (as stipulated in 4.) and it appears that such shareholder(s) in 1. does not hold the shares as stipulated in 1. The Company reserves the right not to propose the agenda or the Candidate to the AGM for consideration even though the same has been included in the notice of the AGM.

## **Proposal for AGM Agenda**

### **1. Consideration Process**

The complete eligible shareholders as described herewith can propose AGM agenda by proceeding as follows:

- 1.1 Fill completely and duly sign in Agenda Proposal for AGM 2023 (Form A). In case of proposal made by more than one shareholder, everyone should fill in Form A individually, 1 agenda each. Then sign and bind altogether as a set and provide an assigned liaison with the Company.
- 1.2 Prepare documents to be forwarded to the Company together with Form A for each agenda as follows:
  - A. Shareholding evidence such as share certificate from broker or other evidence from Stock Exchange of Thailand or Thailand Securities Depository Co, Ltd. or certified copy of share certificate.
  - B. Proof of Shareholder Identity.

#### **Regular Person**

- Duly signed certified true and correct copy of shareholder's personal ID card or civil servant card or driving license or passport or valid alien permit.

#### **Juristic Person**

- Certified true and correct copy of juristic registration certificate issued not over 1 month duly signed by authorized persons and sealed (if any).
- Duly signed certified true and correct copies of the authorized persons' ID cards or civil servant cards or driving licenses or passports or valid alien permits.

### **2. Disallowed Issues for Agenda.**

- Matters defined in Section 89/28 of the Securities and Exchange Act B.E. 2535 amended by the Securities and Exchange Act (No.4) B.E. 2551<sup>1</sup>
- The proposal that violates to the law, rules, regulations of government agencies or other governing agencies or are not complied with the objective, the article of association, the shareholders' resolution, the good corporate governance of the Company.
- The proposal that the Company has already operated.
- The proposal that the information shareholders provided is incomplete or incorrect, or those who are unable to contact, or not comply with the Company's criteria.

- The proposal that is beneficial for specific person or group.
- The proposal that is the power and authority of the Board unless it causes the significant effect on the shareholders in general.

Remark 1: Matters defined in Section 89/28 of the Securities and Exchange Act (No.4) B.E. 2551 are as follows:

- The proposal does not comply with rules as specified in the first paragraph (A shareholder or shareholders who hold shares and have the right to vote amounting to not less than five percent of the total number of the voting rights of the Company);
- The proposal is relevant to the ordinary business operation and the fact given by the shareholder does not indicate any reasonable ground to suspect the irregularity of such matter:
- The proposal is beyond the company's power to produce the proposed result;
- The proposal was submitted to the shareholders' meeting for its consideration within the previous twelve months and received the supporting votes of less than ten percent of the total number of the voting rights of the company, unless the fact pertaining in the resubmission has significantly changed from that of the previous shareholders' meeting;
- Any other cases as specified in the notification of the Capital Market Supervisory Board.

### **3. Consideration**

- 3.1 The Company Secretary will initially review the proposal for the Board. In case the information provided is incomplete or incorrect, the Corporate Secretary will notify the shareholders to correct. If the information provided is complete or correct shall be gathering and proposed to the Company's Board of Directors for consideration of their appropriateness. The decision of the Company's Board of Directors will be treated as final.
- 3.2 Agenda that agreed by the Company's Board of Directors will be included in AGM 2023 invitation together with its opinion.
- 3.3 Issues that disagreed by the Company's Board of Directors, the Company will inform Board's resolution and promptly inform the shareholders of the same with the reason of the Board's refusal through the SET's channel after the Board meeting or the working day and will be shown in AGM 2023 agenda for information.

## **Proposal for Candidates to be considered for election as Company Director**

### **1. Consideration Process**

The complete eligible shareholders as described herewith can propose candidates to be considered for election as the Company Director by proceeding as follows:

- 1.1 Fill completely and duly sign in Proposal for Candidate to be considered for Election as Company Directors (Form B). In case of proposal made by more than one shareholder, everyone should fill in Form B individually, 1 candidate each. Then sign and bind altogether as a set and provide an assigned liaison with the Company.
- 1.2 Fill completely and duly sign in Data of Candidate to be considered for election as the Company Director (Form C), and attach documents for qualification consideration such as education, working experience, copy of personal ID and housing registration or copy of passport (in case of foreigner). The Candidate should duly sign for agreement in Form C.
- 1.3 Prepare documents to be forwarded to the Company together with Form B and Form C for each candidate as follows:
  - A. Shareholding evidence such as share certificate from broker or other evidence from Stock Exchange of Thailand or Thailand Securities Depository Co, Ltd. or certified copy of share certificate.
  - B. Proof of Shareholder Identity

#### **Regular Person**

- Duly signed certified true and correct copy of shareholder's personal ID card or civil servant card or driving license or passport or valid alien permit.

#### **Juristic Person**

- Certified true and correct copy of juristic registration certificate issued not over 1 month duly signed by authorized persons and sealed (if any).
- Duly signed certified true and correct copies of the authorized persons' ID cards or civil servant cards or driving licenses or passport or valid alien permits.

### **2. Qualifications of the Company Directors, Independent Directors**

- A. Not restricted by the concerned laws and regulations.
- B. Have knowledge, competencies, and variety of skills and working experiences that will benefit the Company's business.

- C. Have leadership, vision, ethic and independence in decision making for the best benefit to the Company and its shareholders as a whole. Will utilize their knowledge, competencies and experiences to benefit the Company's business and have real interests in the Company business.

### **3. Consideration**

- 3.1 The Company Secretary will initially review the proposal for the Board. In case the information provided is incomplete or incorrect, the Corporate Secretary will notify the shareholders to correct. If the information provided is complete or correct shall be gathering and proposed to the Nominating Committee and the Board. The Nominating Committee will consider the qualifications of the Candidate, pursuant to the Duties and Responsibilities of the Nominating Committee, and propose the same to Board for consideration unless considered otherwise. The decision of the Company's Board of Directors will be treated as final.
- 3.2 Candidates that agreed by the Company's Board of Directors will be listed in agenda and invitation letter for AGM 2023 together with its opinion.
- 3.3 Candidates that disagreed by the Nominating Committee and Company's Board of Directors, the Company will promptly inform the shareholders of the same with the reason of the Board's refusal through the SET's channel after the Board meeting or the working day and will be shown in AGM 2023 agenda for information.

### **Channel for Submitting Shareholders' Proposals**

Shareholders can forward their proposals as follows:

Sending all documents and supportive evidences which have been duly signed for consideration of the Company's Board of Directors, via registered mail addressed to:

Company Secretary  
Thai Film Industries Public Company Limited  
73/3 M.4 Bangna-Trad Road, K.M.13  
Bangchaloang, Bangplee Samutprakarn, 10540

### **Proposal Submission Period**

From October 3, 2022 to December 31, 2022. The received date at the Company will be judged.