



## **Criteria for shareholders to propose agenda items and nominate candidates for the Board of Directors in advance for the 2025 Annual General Meeting of Shareholders**

### **Objective**

S.Pack & Print Public Company Limited ("The Company") has realized the significance of shareholders' right and to pertain to the equal and treatment to all shareholders. In order to promote the practice of good corporate governance. The Company would give an opportunity to shareholders to propose AGM Agenda items and to nominate qualified candidates for consideration to be elected as the Company Directors in advance for the Annual General Meeting of Shareholders, per the following criteria:

1. The qualification of shareholders who wishes to propose AGM Agenda items and/or the names of Qualified Candidates for Being Directors

1.1 Being the Company's shareholder, it may be only one or a group of shareholder.

1.2 Being the Company's individual shareholder or group of shareholders of the Company holding a minimum of five percent of the Company's total issued and paid - up share

1.3 Being the Company's shareholders according to 1.2 continuously held shares for a period not less than 12 months from the date of holding such shares to date of proposing AGM agenda and continuously held such shares from the propose date to Annual General Meeting of Shareholders date

1.4 Must provide complete of the evidence of shareholdings and evidence of identification.

2 Proposal of the Annual General Shareholder Meeting agenda item procedure

2.1 For the right of shareholders to propose AGM Agenda items

2.1.1 The Shareholders who meet all required qualifications specified under Clauses 1 shall completely filled in "AGM Agenda Form" (Form AGM ) by

- Each Form AGM shall be used for each separate agenda.

- In case of a group of shareholders Propose AGM Agenda, The 1<sup>st</sup> shareholder shall fill in all details and sign in the Form AGM. For the other persons shall fill in just personal details and sign in for the follow pages (Continued Form).

- In the case that the Board of Directors approves the proposed matters, it will be included those matters in the meeting agenda 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 provide rationales and shall notify the Shareholders after the Board of Director's meeting on the Company's website and will be declared in the Annual General Meeting of Shareholders

2.1.2 Form AGM shall be enclosed with the evidence which including:

- The evidence shareholdings such as certified letter from Securities Company or evidence from Thailand Securities Depository Co., Ltd. (TSD) etc. the relevant evidence shall submit with certified true copy in each page.
- The evidence of identification

In case the shareholder is a natural person The required evidences are:

A valid copy of the shareholder's identification card or government officer identification card or driving license or passport or alien identification card with certified true copy.

In case of the shareholder is a juristic person The required evidences are:

A copy of juristic person's affidavit (taken not later than three months) which certified true copy by authorized person (s) and a valid copy of identification card or government officer identification card or driving license or passport or alien identification card together with certified true copy by authorized person (s).

However, the Board of Directors and/or Company Secretary reserves the right to contact to shareholder(s) to request for more information.

2.2 Criteria for the Agenda Proposals that will not be accepted:

2.2.1. Issues that violate the laws, rules, regulations of government agencies and other governing agencies or that are not complied with the objectives, the Articles of Association, the Shareholders' resolution and the Good Corporate Governance of the Company

2.2.2. Issues relating to normal business operations of the Company where there is no reasonable cause to suspect irregularities in the issue proposed

2.2.3. Issues beyond the authority of the Company to take action to achieve the desired results

2.2.4. Issues that are beneficial for a specific person or group

2.2.5. Issues that the Company has already implemented

2.2.6. Issues already proposed in a General Meeting of Shareholders within the past 12 months, and which received less than 10% of total voting shares in support of the issue, where the factual events related to the issue have not changed significantly

2.2.7. Issues proposed by the shareholder who fill in incomplete or incorrect information or is unable to contact or do not follow the Criteria required by the Company

2.2.8. Issues that is the power and authority of the Board unless it has significant impacts on the shareholders in general

2.2.9. Issues that is 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 as agenda

2.2.10. Any other cases as specified in the notification of the Capital Market Supervisory Board.

### 3. Nomination of Candidates for the Board of Directors

3.1 The shareholder who possesses qualifications according to Clauses 1 must submit the following documents.

3.1.1 must fill in "Form for Nomination of a Candidate for the Board of Directors of the Company".

In cases where many shareholders have unified to propose a candidate for the Board of Directors, each shareholder must fill in "Form for Nomination of a Candidate for the Board of Directors of the Company" and sign their names as evidence, and consolidate all the forms into one set together with required documents

3.1.2 the nominated candidate must fill in the "Form of Personal Information of a Candidate Nominated for the Board of Directors" and sign his/her name.

3.1.3 The Board of Directors will consider the suitability of nominees

3.1.4 Any candidate to be proposed for being a director must have knowledge and skill in the areas significantly beneficial to the Company and possessing the required qualifications and not having prohibited characteristics of a director according to the Public Limited Companies Act, the Securities and Exchange Act, and the good governance principles of the Company;

3.1.5 Nominees approved by the Board of Directors shall be included in the agenda of the Annual General Meeting of Shareholders notice along with the Board of Directors' opinions. Justification for rejection of any nominations shall notify the Shareholders after the Board of Director's meeting on the Company's website and will be declared in the Annual General Meeting of Shareholders.

3.2 Documents required for Proposal of nominate candidates for the Board of Directors shall be enclosed with the evidence which including:

- The evidence shareholdings such as certified letter from Securities Company or evidence from Thailand Securities Depository Co., Ltd. (TSD) etc. the relevant evidence shall submit with certified true copy in each page.

- The evidence of identification

In case the shareholder is a natural person The required evidences are:

A valid copy of the shareholder's identification card or government officer identification card or driving license or passport or alien identification card with certified true copy.

In case of the shareholder is a juristic person The required evidences are:

A copy of juristic person's affidavit (taken not later than three months) which certified true copy by authorized person (s) and a valid copy of identification card or government officer identification card or driving license or passport or alien identification card together with certified true copy by authorized person (s).

3.3 The nominated candidate must prepare the evidence that showing educational background, personal background, and work experience for submission to the Company

#### 4. Period for Submitting Proposals

Shareholders wishing to submit proposals for consideration by the Board of Directors for issues to be included in the agenda of the Annual General Meeting of Shareholders or for nominations of candidates for the Board of Directors may submit an official proposal to the Company from November 25 to December 31, 2024 to the following address or via Secretary of the Board's e-mail at [suchaya@spack.co.th](mailto:suchaya@spack.co.th)

Secretary of the Board

Miss Suchaya Niyombandit

(Proposals for Agenda for the 2025 Annual General Meeting of Shareholders and the Names of Qualified Candidates for Being Directors in advance)

S.Pack & Print Public Company Limited

119 Moo 1, Tambol Takarn, Hatyai Songkhla 90110

**FORM TO PROPOSE AGM AGENDA ITEMS**

(1) I am (Mr. /Mrs./Miss)..... Being the Shareholder of  
 S.Pack & Print Public Company Limited, holding ..... shares, as of date .....

Residing at ..... Road ..... Sub district.....  
 District..... Province ..... Mobile phone number .....

Home/ Office telephone number ..... E-mail (if any).....

(2) I would like to propose the agenda of the 2025 Annual General Meeting of Shareholders as follow;  
 Subject .....

Objective [ ] for acknowledgement [ ] For consideration [ ] For approving

And I have supporting information for consideration (such as fact or reason, etc.) as follow:  
 .....  
 .....

Together with additional supporting document (s) which has (have) been certified true copy on each page in a  
 number of total.....page(s)

I certify that all information written in this Form AGM 1, the evidence of shareholding and all  
 supporting document (s) are all correct and hereby I have signed evidence thereof.

..... Shareholder's Signature  
 (.....)  
 Date .....

**Remark**

1. The shareholders shall enclose the evidence of shareholding, i.e. certificate issued by Securities Company or any other evidences issued by Thailand Securities Depository Co., Ltd. (TSD). For a juristic shareholder, a photocopy of the juristic entity's Affidavit which was issued not later than three months and certified true copy by authorized person (s) of that juristic entity and a certified true copy of valid identification card or governmental officer identification card or driving license or passport or alien identification card of shareholders or authorized person (s) of that juristic entity shall be enclosed with certified true copy on each page.  
 In case shareholders change their title, name or surname, a certified true copy of evidence of the change in each page shall be enclosed
2. Other supporting document(s) which will be beneficial for consideration, it shall be certified true copy on each page by shareholder(s)
3. Form AGM shall be prepared as follows:
  - 3.1 Each form AGM shall be used for each separate agenda.
  - 3.2 In case Form AGM proposed by a group of shareholders, the 1<sup>st</sup> shareholder shall fill in for all details and sign in the Form AGM. The other shareholder(s) shall fill their personal details and sign for the follow pages
4. A shareholder who is unqualified or provides incomplete or incorrect in formation, or is unable to be contacted shall not be entitled to propose the Agenda.

**Continued**

I am (Mr. /Mrs./Miss)..... Being the Shareholder of  
S.Pack & Print Public Company Limited, holding ..... shares, as of date .....

Residing at ..... Road ..... Sub district.....

District..... Province ..... Mobile phone number .....

Home/ Office telephone number ..... E-mail (if any).....

..... Shareholder's Signature  
(.....)

Date .....

I am (Mr. /Mrs./Miss)..... Being the Shareholder of  
S.Pack & Print Public Company Limited, holding ..... shares, as of date .....

Residing at ..... Road ..... Sub district.....

District..... Province ..... Mobile phone number .....

Home/ Office telephone number ..... E-mail (if any).....

..... Shareholder's Signature  
(.....)

Date .....

I am (Mr. /Mrs./Miss)..... Being the Shareholder of  
S.Pack & Print Public Company Limited, holding ..... shares, as of date .....

Residing at ..... Road ..... Sub district.....

District..... Province ..... Mobile phone number .....

Home/ Office telephone number ..... E-mail (if any).....

..... Shareholder's Signature  
(.....)

Date .....

**Form for Nomination of a Candidate for the Board of Directors of the Company**

(1) I am (Mr. /Mrs./Miss)..... Being the Shareholder of  
S.Pack & Print Public Company Limited, holding ..... shares, as of date .....

Residing at ..... Road ..... Sub district.....  
District..... Province ..... Mobile phone number .....

Home/ Office telephone number ..... E-mail (if any).....

(2.) I would like to nominate (Mr./Mrs./Miss).....as a candidate to be a  
director of .Pack & Print Public Company Limited at the 2025 Annual General Meeting of Shareholders and the  
said candidate has given consent to my nomination.

I certify that all information mentioned above and other supporting documents attached herewith are true and  
correct in every respect. I hereby agree that the Company may disclose such information and evidences and affix  
my signature as evidence below.

..... Shareholder's Signature

(.....)

Date .....

**Remark**

1. The shareholders shall enclose the evidence of shareholding, i.e. certificate issued by Securities Company or any other evidences issued by Thailand Securities Depository Co., Ltd. (TSD). For a juristic shareholder, a photocopy of the juristic entity's Affidavit which was issued not later than three months and certified true copy by authorized person (s) of that juristic entity and a certified true copy of valid identification card or governmental officer identification card or driving license or passport or alien identification card of shareholders or authorized person (s) of that juristic entity shall be enclosed with certified true copy on each page.

In case shareholders change their title, name or surname, a certified true copy of evidence of the change in each page shall be enclosed

2. Other supporting document(s) which will be beneficial for consideration, it shall be certified true copy on each page by shareholder(s)
3. Form of Personal Information of a Candidate Nominated for the Board of Directors

**Form of Personal Information of a Candidate Nominated for the Board of Directors**

1. Name - Surname.....
2. Date of Birth..... Age..... years Nationality.....
3. Residing at..... Road..... Sub-district.....  
 District..... Province..... Postal Code.....  
 Telephone number (Home/Office) .....e-mail.....

4. Marital Status ( ) Single ( ) Married ( ) Divorced
5. Name of Spouse .....

6. Name of Children
- (1) ..... Age .....years
- (2) ..... Age .....years
- (3) ..... Age .....years

7. Qualification

(1) Education

Institution	Degree/ Major	Year of Graduation

(2) Training

Place of training	Course	Year of Training

8. Current Occupation/Position/Office
- .....
- .....

9. 10 Years Previous Working Experience

Year of Employment	Company name	Position



10. Ownership of the Company's Shares as of ..... (the date of proposing the candidate),  
holding ..... shares

Spouse of the director nominee , holding ..... shares

Underage children of the director nominee holding ..... shares

.....  
.....

11. Relationship with executive directors, major shareholders and controlling persons of the Company (if any)

Yes       No

Please specify name and relationship .....

12. Having direct and/ or indirect interests in the Company, subsidiaries, associated companies and related companies such as shareholding, being a partnership, or being a direction of the Company which operates the same nature of business as and is in competition with the business of the Company

Yes       No

Please specify .....

13. Legal Dispute       Yes       No

Please specify .....  
.....

14. Others (if any)

.....  
.....

I (Mr./Mrs./Miss)....., consent that my name is proposed to be considered and elected as a director of S.Pack & Print Public Company Limited. I hereby certify that I have appropriate and complete qualification according to the rules of the Company and sign this document as evidence

Signed ..... The Person whose Name is Proposed

(.....)

Date .....