



**Criteria for Shareholder(s) to propose Agenda and Director Nomination for
2020 Annual General Meeting of Shareholders (AGM) in advance
CHU KAI PUBLIC COMPANY LIMITED**

1) Shareholder Qualification

Proposing an agenda item

Shareholders who wish to propose the matter shall have the following qualification:

- 1.1 Being a shareholder of **Chu Kai Public Company Limited** (the Company) at the proposing date and
- 1.2 Being a shareholder or shareholders who individually or collectively hold minimum shares of at least five percent of the Company's total shares eligible to vote.

Proposing a candidate to be nominated as a director

Shareholders who wish to propose a candidate to be nominated as a director must be the shareholder of **Chu Kai Public Company Limited** (the Company) at the proposing date, and being a shareholder or shareholders who individually or collectively hold minimum shares of at least five percent of the Company's total shares eligible to vote.

2) Proposal Criteria

Proposing an agenda item

Shareholder(s) can propose AGM agenda to the Board of Directors by filling in Form 1 (download available at <https://www.chukai.co.th>) and then submit the form along with any other supporting information for the Board of Directors' consideration.

The Company shall not accept the following matters as the meeting agenda:

- 2.1 Any matter that violates the law, rules and regulations of any government agency, or any regulatory body or does not comply with the Company's objective, the article of association, the shareholders' resolution, and the good corporate governance of the Company;
- 2.2 Any matter that is not beneficial to the Company or is beneficial to a specific person or group;
- 2.3 Any matter that is within the scope of management authority of the Company unless it has significant negative impact on the shareholder (s) as a whole;
- 2.4 Any matter that the Company has already implemented;
- 2.5 Any matter that is beyond the capacity and control of the Company;
- 2.6 Any matter where the information provided is incomplete, ambiguous, or incorrect.

Proposing a candidate to be nominated as a director

Shareholder(s) who wishes to nominate the list of qualified candidate(s) to be elected as director must complete Form to nominate **CRANE**' director (Form 2) and the resume of a proposed candidate (Form 3). All forms can be downloaded from <https://www.chukai.co.th>. Shareholder(s)

may submit any other supporting information for the Board of Directors' consideration. In this regards, such proposal shall be received consent from the proposed candidate.

3) Channel for submitting proposals

3.1 Facsimile (66) 2715 0055 or E-mail: info@chukai.co.th (unofficial) and then submit the original copy by registered mail within 31st December 2019

3.2 Registered mail to:

Company Secretary
Chu Kai Public Company Limited
44/88 Moo 1 Srisachorakaeyai, Bangsaothong,
Samutprakarn 10540
Thailand

4) Documentation required

A list of document required and relevant details are provided on the last page of Form 1, 2 and 3.

5) Consideration Procedures

Proposing an agenda item

1. The Company Secretary will initially review the proposal and supporting documents in relation thereto before proposing to the AuditCommittee.
2. The Audit Committee will consider the proposed agenda before proposing to the Board of Directors for consideration.
3. If the Board of Directors agrees that the issues are significant or beneficial to the Company or shareholder(s) as a whole, the Board will incorporate those issues in AGM agenda. If the Board of Directors rejects any shareholders' proposals, the Company will report such rejection and its rationales to the shareholder(s) at the shareholders' meeting.

Proposing a candidate to be nominated as a director

1. The Company Secretary will gather the proposal and supporting documents of proposed candidate before proposing to the Audit Committee.
2. The Audit Committee will consider the qualifications, knowledge, competency, experience of the candidate(s) in connection with skill and expertise required as well as ethics of proposed candidate so that it could promote the board efficiency before proposing to the Board of Directors for consideration.
3. If the Board of Directors agrees that the proposed candidate is qualified to be nominated as the Company's director, the Board of Directors will propose such candidate in the Appointment of Director Agenda of the AGM for approval.

6) Submission period

From October 30th, 2019 until December 31st, 2019