



Kulthorn Kirby Public Company Limited
Criteria for Shareholder right for Agenda Proposal and Director Nomination
for 2024 Ordinary Shareholder Meeting

1. Objective

Kulthorn Kirby Public Company Limited recognizes the importance of shareholders and Good Corporate Governance promotion, the Company then facilitates shareholders in proposing, in advance of the Ordinary Shareholders Meeting, the agenda and nominating person to be considered for the election as the Company's director which is a part of the principles of Good Corporate Governance to ensure that all shareholders are fairly and equitably treated. To keep the procedures and methods for consideration clear and transparent, the Company has set up the criteria for shareholder to propose the agenda and nominate the director in advance. By this mean, it will ensure that the agenda will be delicately selected and truly beneficial to the Company and the director nominee who has suitable qualifications will be selected for election.

2. Qualification of Shareholder

The shareholder who wish to propose the agenda or director nominee must possess qualifications according to the criteria, as follows:

- 2.1 Being the shareholder of the Company which can be either one shareholder or combined shareholders.
- 2.2 Holding minimum shares not less than 0.50 % of the Company's issued shares
(to hold not less than 7,500,000 shares)

3. Proposal of the Agenda

- 3.1 The shareholder who possesses qualifications according to Clause 2 of the Criteria must complete and sign the attached "Agenda Proposal Form for 2024 Ordinary Shareholder Meeting" and together submit along with required documents and evidences to the Company **within 16 January 2024** in order to allow the Board of Director adequate time for consideration, as per the following address:

Office of the Company Secretary
KULTHORN KIRBY PUBLIC COMPANY LIMITED
126 Soi Chalong Krung 31, Chalong Krung Road, Khwaeng Lam Pla Thio,
Khet Lat Krabang, Bangkok 10520

In case many shareholders having complete qualifications according to Clause 2, have unified to propose agenda to the Board of Director, each shareholder must individually complete and sign the "Agenda Proposal Form for 2024 Ordinary shareholders Meeting" and gather all of the forms into one set. The shareholders must provide the evidence of shareholding which shall be totaled to not less than that in Clause 2.2

In case one or more than one shareholders, having complete qualifications according to Clause 2, propose more than 1 agenda, the shareholders must complete and sign the Agenda Proposal Form separately for each agenda (1 Form per 1 Agenda).

3.2 The Company shall reserve its right not to include the following proposal on the Agenda

- (1) A proposal that violates to the laws, rules and regulations of government agencies, or regulatory or involved agencies, or that does not comply with the Objectives, Articles of Association, the resolution of shareholders' meeting and the Good Corporate Governance of the Company.
- (2) A proposal that is Company's normal business operation and the fact given by the shareholder does not indicate any reasonable suspicion on the irregularity of such matter.
- (3) A proposal that is beyond authority of the Company to conduct in order to meet the expected result.
- (4) A proposal that is not beneficial to the Company's business operation, or that the Board of Directors considers unnecessary to include into the agenda.
- (5) The proposal that is proposed by shareholders who are not fully qualified in accordance with the criteria, or that the information shareholder provided is incomplete, incorrect or having untrue statement, ambiguous proposal and unable to contact the shareholder, or does not follow the criteria required by the Company.
- (6) Any other cases as specified in the notification of the Capital Market Supervisory Board.

4. Nomination of the Director

- 4.1 The shareholder who possesses qualifications according to Clause 2 of the Criteria must complete and sign the attached" Director Nomination Form for 2024 Ordinary Shareholders Meeting" and affix the nominee's signature, and together submit along with required documents and evidences to the Company **with in 16 January 2024.**

In case a group of shareholders, having complete qualifications according to Clause 2, has unified to nominate the director to the Board of Directors, each shareholder must individually complete and sign the "Director Nomination Form for 2024 Ordinary Shareholders Meeting" and gather all the forms into one set. The shareholders must provide the evidence of shareholding which shall be totaled to not less than that in Clause 2.2

In case one or more than one shareholders, having complete qualifications according to Clause 2, nominate more than 1 directors, the shareholders must complete and sign the Director Nomination Form separately for each director (1 Form per 1 Director).

- 4.2 The director nominee must possess key qualifications and having none of the prohibited qualifications as follows:

- (1) Be qualified and none of characteristic prohibited under the Public Limited Company Act, the Securities and Exchange Act, the Notification of Securities and Exchange Commission, the Articles of Association and the Good Corporate Governance of the Company.
- (2) Being an expert with knowledge, capability and experience that are beneficial to the Company's operation.
- (3) Interested in the Company's business and able to devote sufficient time to the Company
- (4) Having no conflict of interest with the Company.
- (5) Should not serve too many board positions in listed companies.