



**Criteria for Shareholders to propose Agenda
And Nomination of Director for 2024 Annual General Meeting
of Itthirit Nice Corporation Public Company Limited**

1.Objective

Recognizing the importance of shareholders and good corporate governance promotion in accordance with its policy, Itthirit Nice Corporation Public Company Limited ("the Company"), facilitates shareholders in proposing the matter, as deemed appropriate, to be considered in advance to include in the agenda of the Annual General Meeting ("the AGM"). Furthermore, the shareholders can nominate a qualified person to be a director in advance of the AGM. By this mean, it will ensure that the agenda will be carefully considered by the Board of Directors ("the Board") as truly beneficial to the Company, and qualified directors who will be selected can perform their duties effectively to attain the highest benefits for the Company and the stakeholders and also to affirm the conformity to the good corporate governance.

2. Qualification of the Shareholder

The shareholders who wish to propose the agenda or to nominate the person to be the Company's director must possess qualifications according to the criteria as follows:

- 2.1 Being the shareholder of the Company, either one shareholder or combined shareholders, and holding shares not less than 5 percent of the total paid-up shares.
- 2.2 Must have continuously held those shares in 2.1 for at least 1 year by the date the shareholder proposes the agenda or the nomination of the director.

3. Proposal of the Agenda

- 3.1. The eligible shareholder, according to Clause 2, must submit the Form to Propose AGM Agenda (Annex1) and sign his/ her name as evidence. The evidence of identification, the evidence of shareholding as specified in 2.1 and 2.2, together with a beneficial supporting document for the Board's consideration (if any) must be delivered to the Company within 31 December 2023, to the following address.

Company Secretary

Itthirit Nice Corporation Public Company Limited

89/18-19 Village No.5, Phanthai Norasing Subdistrict Mueang Samut Sakhon

District Samut Sakhon Province 74000 Thailand



In case of the combined shareholders, according to Clause 2 , have unified to propose agenda to the Board, all those shareholders must affix their names as evidence, and provide the evidences of their identifications and the evidences of shareholdings of every shareholders. The shareholders shall jointly appoint one person as a contact person. When the Company contacts the appointed contact person, it shall be deemed that the Company contacts all of the combined shareholders.

3.2. To compose an efficient AGM, the Company reserves its right not to include following matters as the AGM agenda;

- (1) A proposal that violates applicable laws, rules, regulations of the government agencies, or regulatory or involved agencies, or actions not in compliance with the Company's Articles of Association, the resolution of the Company's shareholders' meeting and the good corporate governance of the Company, except an amendment of the Articles of Association, or a review of the resolution of the shareholder's meeting,
- (2) A proposal, as stipulated by laws, for consideration at the AGM, which has already been placed on the agenda by the Company,
- (3) A proposal that is, by laws, beyond the authority of the AGM,
- (4) A proposal that is beyond the Company's business objectives or control of the Company,
- (5) A proposal that shareholders already proposed in AGM within the past 1 year, which was supported by less than 10% of total voting shares, given that the factual event is not material change,
- (6) The proposal that the information provided by shareholder is incomplete, incorrect or having untrue statement, ambiguous proposal and unable to contact the shareholder, or unable to propose within the time,
- (7) A proposal that is routine or is within the management authority of the Company, except those matters which will significantly affect the shareholders in general,
- (8) A proposal that is unlikely to be beneficial to the Company's business operations.

3.3. The agenda proposed by the shareholders shall be considered by the Board. Any proposal approved by the Board will be included in the AGM agenda, specifying that such agenda is proposed by the shareholder. For the proposal disapproved by the Board, the Company shall inform the shareholders through the Company's website.

4. The Nomination of the Director

4.1 The eligible shareholder, according to Clause 2, may nominate a person to be the Company's director by submit the **Form to Nominate Director** (Annex 2), which certified by the nominated person. The evidence of identification, the evidence of shareholding as specified in 2.1 and 2.2, the evidence of the nominated person's consent, and supporting documents of the candidates such as educational background and work experience, together with a beneficial supporting document for the Board's consideration (if any) must be delivered to the Company within 31 December 2023, to the following address.

Company Secretary

Itthirit Nice Corporation Public Company Limited

89/18-19 Village No. 5, Phanthai Norasing Subdistrict Mueang Samut Sakhon District Samut Sakhon Province 74000 Thailand

In case of the combined shareholders, according to Clause 2, have unified to nominate a person to be the Company's director, all those shareholders must affix their names as evidence, and provide the evidences of their identifications and the evidences of shareholdings of every shareholders. The shareholders shall jointly appoint one person as a contact person. When the Company contacts the appointed contact person, it shall be deemed that the Company contacts all of the combined shareholders.

4.2 The candidate must possess the required qualifications, and having none of the forbidden qualifications, according to the following;

- (1) possessing required qualifications and having none of the forbidden qualifications under the Public Limited Company Act, the Securities and Exchange Act, rules and regulations of the Stock Exchange of Thailand and the Securities and Exchange Commission or other laws governing the qualifications and scope of duties of directors;
- (2) having professional ethics and excellent career profile;
- (3) having knowledge or experience in managing that is beneficial to the Company business, especially in logistics business, finance, accounting, or any other areas as the Board deems appropriate;
- (4) being able to participate in the Board's meetings and shareholders' meetings except in the case of necessity or force majeure;



(5) having other qualifications that the Board may later determine and deem appropriate in order to comply with the relevant laws.

4.3 The Company will consider the list of candidates along with the complete and correct support evidences whereby the Nomination and Remuneration Committee will review and select as per the nomination procedure before further submission to the Board of Directors for consideration.

4.4 After the candidate's qualifications are approved by the Board's resolution, the Board will propose that nominee at the shareholders' meeting for approval according to the Company's articles and association. For the nominee disapproved by the Board, the Company shall inform the shareholders through the Company's website.

4.5 The Board may refuse to consider appointing the nominee if

- (1) the nomination is not in compliance with specified rules.
- (2) the nominee is unqualified according to the basic criteria set above.
- (3) the supporting documents are not completed and/or submitted with delay.
- (4) the nominee does not give consent.
- (5) the nominee holds directorship in more than 5 listed companies which may not be able to act as the Company's director efficiently.
- (6) any other event as the Board may deem fit.