



(English Translation)

Criteria for Shareholders to Propose Agenda and the Nomination of Director Candidate  
for the 2025 Annual General Meeting of Shareholders

**1. Principle and Reasons**

In order to adhere to the principles of good corporate governance concerning the protection of shareholder rights, the shareholders of Mena Transport Public Company Limited (the Company) are therefore able to propose agenda items for the annual shareholder meeting, nominate candidates to be considered for election as company directors in advance, and demonstrate fair and equal treatment of all shareholders.

The company has set the criteria for the proposal of agenda items and the nomination of candidates to be elected as directors in advance in order to have in place a clear and transparent approval process and method for examining whether any agenda items that are proposed will truly benefit the Company and to select qualified individuals as directors who will act efficiently for the best interests of the Company and for all interested parties, as well as enable the Company to comply with good corporate governance practices.

**2. Qualifications of Shareholders Proposing Agenda Items and Nominating Candidates for Election as Directors**

- 2.1 One shareholder or a group of shareholders with a minimum shareholding proportion of at least 0.5 percent of paid-up registered shares and a minimum holding period of five months; nonetheless, shares must be held until the date of the proposed shareholder meeting agenda or proposal.
- 2.2 Must provide evidence of share ownership, such as a certificate (statement) from a securities company (broker) or other confirmation evidence from the Stock Exchange of Thailand. However, if there are numerous minority shareholders jointly proposing, evidence of shareholding and a statement as of the same date must be appended for each minority shareholder jointly proposing.
- 2.3 In the case that the shareholder is a juristic person, a copy of the juristic person certificate (certified with the company seal) and a copy of the identification card or passport (in the case of foreigners) of the authorized director must be attached, along with a certification of true copy.

**3. Qualifications of Those Nominated as Directors**

Individuals who are put forth as candidates for directorship must possess the necessary credentials and must not possess any qualities that are forbidden as outlined below:

- 3.1 An individual who has attained the age of majority
- 3.2 Be fully qualified according to the law governing public companies limited, the law governing securities, and other related laws, as well as the announcements of the Securities and Exchange Act.
- 3.3 Serve as a director for no more than four listed companies.
- 3.4 Not serving as a director of a competing company or a company engaged in the same transactions as the company.
- 3.5 Be knowledgeable, competent, independent, able to devote their entire attention, able to regularly attend board meetings, have a solid work history, and possess high moral standards.



3.6 Meet the requirements of the Securities and Exchange Commission (in the event of appointment as independent directors) and have credentials that do not contradict the definition of independent directors.

#### 4. Procedures for Considering the Nomination of Persons to Serve as Directors

4.1 The shareholder, fully qualified as in Section 2 hereof, shall fill out the Nomination of Director Candidate Form with information regarding the nomination of directors for the company and wish to notify matters to be included on the agenda informally, which may be done by telephone number 02-613-9450 ext. 11 or by email to Investor Relations at ir@menatransport.co.th prior to sending the original to the address by **December 31, 2023 (based on the arrival postmark at the destination post office)** with supporting documents as follows:

4.1.1 The evidence of shareholding according to the criteria in Sections 2.2 and 2.3 includes a certificate from a securities company or other evidence from the Stock Exchange of Thailand.

4.1.2 The evidence of the assent of the person nominated on "the Nomination of Director Candidate Form"

4.1.3 Documents for consideration of qualifications include the nominee's educational background and employment history.

4.1.4 Additional supporting documents that will be useful for the committee's consideration (if any)

4.2 In the event that multiple shareholders join forces to propose a candidate for a director who is fully qualified as in Section 2 hereof, the first shareholder must fill out the Nomination of Director Candidate Form and sign as evidence, while the second shareholder onwards must fill out Section 3 of the Form and sign as evidence for each shareholder. Forms and evidence of shareholding from each shareholder must then be compiled into one set by the board of directors.

4.3 In the event that one or more shareholders who meet the qualifications outlined in criteria 2 nominate more than one person to serve as a director, each shareholder must prepare and sign a form to nominate a director, one form per director as comprehensive evidence, and append evidence in accordance with 4.1.2–4.1.4 for all nominees for the position of director.

4.4 The company secretary will then gather the necessary information to propose to senior executives before proposing it to the Board of Directors' meeting for consideration,

4.4.1 If shareholders provide insufficient or inaccurate information, the company secretary will notify them by January 15, 2025. If shareholders do not take corrective action and return the original document to the Company by January 21, 2025, it will be deemed invalid. The company administrator will send a letter to shareholders informing them that the matter has been resolved.

4.4.2 The company secretary will send a letter to the shareholders informing them that the matter has been resolved if the nominated person lacks all qualifications or possesses prohibited characteristics according to Section 3, or if the shareholder who nominated the director lacks all qualifications according to Section 2, by January 22, 2025.

4.4.3 If matters do not fall under 4.4.1 or 4.4.2, they will be compiled by the company secretary and presented to the board of directors at the January or February 2025 meeting.



- 4.5 The Board of Directors will evaluate the suitability of the proposed candidates in accordance with its duties and responsibilities.
- 4.6 For individuals approved by the Board of Directors, the Company will include names, remarks from the Board of Directors, and those who have not received Board of Directors approval in the agenda for the shareholders' meeting. The next business day, the company secretary will inform shareholders after the conclusion of the Board of Directors meeting and notification on the company's website at <https://investor.menatransport.co.th/th/home>.

## 5. Proposing an Agenda

Matters not included in the agenda

- 5.1 Matters that go against the regulatory goals, government statements, announcements, rules and regulations, and rules and regulations of government agencies or authorities that oversee the Company, including resolutions at the shareholder meeting on the business's excellent corporate governance
- 5.2 Matters that are for the benefit of a specific person or group of people
- 5.3 Matters that fall within the board of directors' management power unless there is a serious risk to all shareholders
- 5.4 Matters that the business has handled
- 5.5 Matters beyond the Company's control can be addressed.
- 5.6 Matters where shareholders' information was inaccurate, partial, or unreachable
- 5.7 Matters that shareholders have previously brought up at the shareholders meeting for discussion during the preceding three years and that have gotten fewer than 10% of the shares with voting rights to pass a resolution supporting them that the relevant facts have not materially altered
- 5.8 Matters put forward by shareholders who do not meet all the requirements outlined in Section 2

## 6. Procedures for evaluating agenda proposal

- 6.1 The shareholder, fully qualified as in Section 2 hereof, shall fill out Agenda Proposal Form with information regarding the nomination of directors for the Company and wish to notify matters to be included on the agenda informally, which may be done by telephone number 02-613-9450 ext. 11 or by email to Investor Relations at [ir@menatransport.co.th](mailto:ir@menatransport.co.th) prior to sending the original to the address by December 31, 2024 (based on the arrival postmark at the destination post office) with supporting documents a certificate from a securities company or other evidence from the Stock Exchange of Thailand.



- 6.2 In the case where several shareholders join together and have all the qualifications according to Section 2 to propose an agenda to the Board of Directors, the first shareholder must fill out the information in the “Agenda Proposal Form,” which must be completed and signed as evidence, while the second shareholder must fill out the information in Section 3 of the "Agenda Proposal Form" and sign it as evidence. Forms and evidence of shareholding from each shareholder must then be compiled into one set to be presented to the Board of Directors.
- 6.3 The company secretary will then gather the necessary information to propose to senior executives before proposing it to the Board of Directors’ meeting for consideration,
- 6.3.1 If shareholders provide insufficient or inaccurate information, the company secretary will notify them by January 15, 2025. If shareholders do not take corrective action and return the original document to the Company by January 21, 2025, it will be deemed invalid. The company secretary will send a letter to shareholders informing them that the matter has been closed.
- 6.3.2 If the shareholder-proposed matter does not meet all of the criteria outlined in Section 2, the company secretary will notify shareholders of the matter's closure by January 22, 2025.
- 6.3.3 If matters do not fall under 6.3.1 or 6.3.2, they will be compiled by the company secretary and presented to the board of directors at the January or February 2025 meeting.
- 6.4 The Board of Directors will assess the suitability of the shareholder-proposed meeting agenda, which cannot include the characteristics listed in item 5, unless the committee determines otherwise.
- 6.5 For all matters approved by the Board of Directors, the Company will include names, remarks from the Board of Directors, and those who have not received the Board of Directors' approval in the agenda for the shareholders' meeting. The next business day, the company secretary will inform shareholders after the conclusion of the Board of Directors meeting and notification on the Company's website at <https://investor.menatransport.co.th/en/home>

## 7. Submission period

From October 1, until December 31, 2024

## 8. Forms

- [Agenda Proposal Form](#)
- [Nomination of Director Candidate Form](#)

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