

## **Criteria for Shareholders to propose**

### **Agenda of the AGM in advance**

Ubis (Asia) Public Company Limited (“the Company”) would like to inform that, according to the good corporate governance regarding the equitable treatment of shareholders, the shareholders are invited to propose agenda of the Annual General Shareholders Meeting of the Company, compliance with the following criteria.

#### **1. The Qualifications of Shareholder**

The shareholders who wish to propose the agenda must possess qualifications according to the criteria as follows:

- 1.1 Being the Shareholders of the Company which can be either one shareholders or combined shareholders;
- 1.2 Holding the Company’s shares and have the right to vote amounting to not less than 0.5% of the total number of the voting rights;
- 1.3 Must hold shares as specified above on the date the shareholders proposes the agenda or director nominee.

#### **2. Proposal of the Agenda**

- 2.1 The proposal that will not be placed on the agenda:
  - (1) The proposal that is relevant to the ordinary business operation and the fact given by the shareholders does not indicate any reasonable ground to suspect the irregularity of such matter;
  - (2) The proposal the is beyond the Company’s power to produce the purposed result;
  - (3) The proposal the was submitted to the shareholders meeting for its consideration within the previous twelve months and received the supporting votes of less than 10% of the total number of the voting rights of the Company, unless the fact pertaining in the resubmission has significantly changed from that of the previous shareholders meeting;
  - (4) The proposal that the information provided by the shareholders is incomplete or incorrect, or from those who are unable to contact;
  - (5) The proposal the is not beneficial to the Company’s business operation, or that the Board of Directors, with reason explainable to the shareholders, considers unnecessary to be placed as the agenda;
  - (6) The proposal that the shareholders are not fully qualified according to the criteria no. 1;
  - (7) Any other cases as specified in the notification of the Capital Market Supervisory Board.
- 2.2 Consideration Procedure:
  - (1) The shareholders who possess qualification according to the criteria no.1 must submit the form of AGM Agenda Proposal (Form A) to the Board or send the proposal unofficially via facsimile at 0-2294-2013 or through Company Secretary’s email address at [company\\_secretary@ubiasia.com](mailto:company_secretary@ubiasia.com) before sending the original to the Board. In this regard, the original with the shareholder’s signature, the evidence of shares held as specified in no. 1.2 and 1.3 of the criteria, namely the certified letter of the securities company or any other evidence issued by the Stock Exchange of Thailand (SET) or the Thailand Securities Depository Company Limited (TSD), together with support document beneficial for the Board’s consideration (if any) must be delivered to the Company within December 31, 2019 in order to allow the Board for adequate consideration.
  - (2) In case many shareholders have unified to propose agenda to the Board, the first shareholders must fill Form A completely and affix their names as evidence. The rest of shareholders must fill part (1) and (2) of Form A completely and affix their names as evidence separately then gather each of those Form A, the evidence of

shares held, and support documents (if any) together into one set to propose to the Board. The alternative way is to send proposal unofficially before submitting the original in accordance with the criteria (1).

- (3) In case one or more than one shareholders who fully possess qualification according to the criteria no. 1 propose more than one agenda, the shareholders must fill Form A separately (one Form A per one agenda), or may send the proposal unofficially before submitting the original according to the criteria (1).
- (4) The Company Secretary will initially review each proposal for its compliance with the criteria specified by the Company. The proposal that is not related to the criteria 2.1 will then be submitted to the Board for further consideration.
- (5) The Board will consider the appropriateness of the proposal as below
  - The proposal approved by the Board along with the Board's opinion will be included in the agenda of the invitation to AGM and will also be publicized through the SET's channel and the Company's website at <http://www.ubiasia.com>
  - For the proposal disapproved by the Board, the Company will instantly inform the shareholders with the reason of the Board's refusal will be posted in the Company's website at <http://www.ubiasia.com> after the Board Meeting or the next official date and announced to all shareholders formally in the AGM to provide the shareholders an opportunity to reconsider whether such matter should be placed on a future agenda.
- (6) The Shareholders Meeting will consider the appropriateness of the proposal which was initially disapproved by the Board and pass a resolution, with a majority vote of the total number of shareholders present at the meeting and have the right to vote, to include the matter proposed by minority shareholders as the agenda, the Board of Directors will include such matter as the agenda of the next shareholders meeting.

The shareholders can propose the aforementioned matters through specified communication channels from October 1, 2019 to December 31, 2019. However, the original of Form A as the case may be, with the shareholder's signature must be delivered to the Company within December 31, 2019 at the following address.

The Company Secretary  
Ubis (Asia) Public Company Limited  
807/1, 6<sup>th</sup> Floor, Rama 3 Road,  
Bangpongpan, Yannawa,  
Bangkok 10120

Any question or enquiry, please contact "The Company Secretary" at Telephone number 0-2683-0008 or Fax number 0-2294-2013

**Form A**  
**Form to Propose AGM Agenda**

(1) I am (Mr./Mrs./Miss) \_\_\_\_\_, being the shareholder of Ubis (Asia) Public Company Limited, holding the total amount of \_\_\_\_\_ shares, residing at \_\_\_\_\_ Road \_\_\_\_\_ District \_\_\_\_\_ Sub-District \_\_\_\_\_ Province \_\_\_\_\_ Zip Code \_\_\_\_\_ Mobile Phone Number \_\_\_\_\_ Home/Office Phone \_\_\_\_\_ E-mail address (if any) \_\_\_\_\_

(2) I would like to propose the agenda of the Annual General Shareholders Meeting of the year \_\_\_\_\_ Subject \_\_\_\_\_

(3) Proposal for consideration \_\_\_\_\_ and have support information beneficial for consideration *e.g. fact, reason*

\_\_\_\_\_ and other support documents (if any) have been enclosed and certified true copy at every page, \_\_\_\_\_ pages in total.

I certify that all information written in this Form A, the evidence of shares held, and other support documents are correct and affix the name as evidence below.

\_\_\_\_\_ Shareholder's Signature

( \_\_\_\_\_ )

Date \_\_\_\_\_

**Remarks**

- 1) Shareholders must enclose the evidence of shares held such as the certificate of shares held from securities company or any other certificates from the Stock Exchange of Thai land (SET) or the Thailand Securities Depository Company Limited (TSD) together with support document beneficial for the Board's consideration (if any). In case shareholders are juristic person, the copy of Affidavit or Certificate of Incorporation of juristic person must be enclosed. Also, the certified true copy of official identification card or passport (for non-Thai citizen) of the signatory authorized to sign his/her name in this Form A must be enclosed.
- 2) Shareholders are able to send proposal unofficially in advance via facsimile at 0-2294-2013 or through Company Secretary's email address at [company\\_secretary@ubisasia.com](mailto:company_secretary@ubisasia.com) before sending the original to the Company.
- 3) The original of this Form A must be delivered to the Company within December 31, 2019 in order to allow the Board of Directors to consider in accordance with the criteria and to propose to the AGM 2020.
- 4) In case many shareholders have unified to propose the agenda, all shareholders must fill Form A and affix their names as evidence separately then gather each of those Form A together into one set in accordance with no. 2.2(2) of the criteria.
- 5) In case one or many shareholders propose more than one agenda, the Form A must be filled separately according to no. 2.2(3).
- 6) In case shareholders have their title, name, or surname changed, the copy of evidence of those changes must be enclosed and certified true copy.
- 7) The Company shall cut-off rights of shareholders if founded that information provided is incomplete or incorrect; or those shareholders cannot be contact or not fully qualified.