

Criteria for the shareholder to propose an Annual General Shareholders' Meeting Agenda and Nominate Director for the year 2019

Objective

Recognizing the importance of shareholders and corporate governance promotion, Singer Thailand Public Company Limited allows, in advance prior to the annual general shareholders' meeting to grant the minority shareholders to propose an annual general shareholders' meeting agenda ("AGM Agenda") and to nominate the qualified person who be able to perform duty efficiently to be appointed as directors of the Company as deemed appropriate with reference to the criteria below.

1. Qualification of the Shareholder

Shareholders who have the right to propose any matters on an agenda of the shareholders' meeting and to nominate any persons to be appointed as directors must possess the following qualifications;

- 1.1 Being the shareholders of the company, with holding shares and having the right to vote amounting to not less than 4% of the total number of the voting rights of the company which can be either one shareholder or combined shareholders in accordance with rules as specified in Section 89/28, of the Securities and Exchange Act (No.4) B.E. 2551;
- 1.2 Holding the Company's shares as specified in Clause 1.1 for at least 1 consecutive year as from the date of holding shares until the date such agenda is proposed or the name of director is nominated; and
- 1.3 Having the evidence of shares held, such as copies of certificate of shares held issued by Securities Company or any other certificates from the Stock Exchange of Thailand or Thailand Securities Depository Co., Ltd.

2. Criteria for Proposing**2.1 Proposing the Agenda**

Matters that the Company will not include as the agenda of AGM are as follows:

- (1) Matters that is relevant to the ordinary business operation of the Company.
- (2) Matter that beyond authority of the Company.
- (3) Matter that shareholders already proposed in shareholder meetings within the past 12 months and were supported by less than 10% of total voting shares, provided that the facts of said matters have not yet changed significantly.
- (4) Matter proposed by shareholders who are not qualified, not able to provide complete and correct information and evidence, and not able to propose on the time set forth.
- (5) Matter unlike to benefit the Company.
- (6) Matter or evidence sufficed by shareholders is incomplete or untrue or ambiguous.
- (7) Matter lying under management authority of the Company, except the ones causing material impacts on shareholders in general.
- (8) Matter that violates to the laws, rules, regulations of the government agencies or other regulatory bodies or is not complied with the objects or articles of association of the Company.
- (9) Matter, as stipulated by, for AGM consideration, which has been pursued regularly by the Company.
- (10) Matter that is the benefit of any particular person or group.
- (11) Matter already undertaken by the Company.
- (12) Matter that the committee considered that there is not necessary to include in the agenda.

2.2 Nominating the qualified person to be appointed as the Director.

The persons who will be nominated to be the director must have the qualifications and must not have the prohibited characteristics as follows:

- (1) Having such qualifications without any prohibited characteristics under the Public Limited companies Act, the Securities and Exchange Act, the Good Corporate Governance of the Company and other relevant Act.
- (2) Having knowledge and skill in the areas significantly beneficial to the Company i.e. engineering, marketing, management, finance and accounting and global economy, etc.
- (3) Should not serve as directors of more than 3 listed companies including subsidiaries and associated companies.

3. Procedure to propose

3.1 Proposing the Agenda

- (1) Shareholder who passes the qualification according to Item “1” above must fill in “Form A”, **Proposed Agenda for Annual General Shareholder’s Meeting Year 2019 Form**, with his/her signature. The Form is available to download at <http://www.singerthai.co.th/th/investor/>. In case of there are many shareholders have unified to propose AGM agenda to the Board, each one must fill in Form A and sign their signature as evidence separately and together send into one set.
- (2) Submit the Form along with the other supporting documents to the Board of Directors for the consideration.

3.2 Proposing the person to be appointed as Director

- (1) Shareholders can nominate the person to be appointed as director to the Board of Directors by fill in “Form B”, **Nominated Qualified Candidate for Directorship in 2019 Form**, with his/her signature. The Form is available to download at <http://www.singerthai.co.th/th/investor/>
- (2) Submit the Form along with the other supporting documents to the Board of Directors for the consideration.

The additional details and conditions are provided on the last page of Form A and B

4. Required documents to be enclosed with the proposal

Shareholders are required to enclose the required documents with the proposal as follows:

- 4.1 Evidence of shareholding
- 4.2 Evidence of shareholders’ identification
- 4.3 Supporting documents of persons nominated

The additional details and conditions are provided on the last page of Form A and B

5. Channels for submitting proposals

In order to facilitate shareholders, unofficial sending proposal through the Company is allowed before sending an official letter to the Board. Channels for submitting proposed agenda items as follows:

- 5.1 Submitting the proposal unofficially via e-mail address at chank@singerthai.co.th and suparapornp@singerthai.co.th or via facsimile number at 66-2236-4236.
- 5.2 Submitting certified in original copy of documents and evidence for the Boards' consideration within **December 31, 2018**, to the following address:

Miss Chanthornjira Kongtongsmut
Singer Thailand Public Company Limited
72 CAT Telecom Tower, 17th Floor,
Cha-Roen Krung Rd., Bangrak, Bangkok 10500

- 5.3 For further information, please contact us at 66-2352-4777 ext. 4727, 4201

6. Procedure for Consideration

- 6.1 Independent Directors, the Nomination and Remuneration Committee will consider scrutinizing the qualification of shareholders, the matters proposed by the shareholders and the qualification of nominated persons as set by the criteria before further submission to the Board of Directors for consideration.
- 6.2 The matters and/or nominated persons approved by the Board of Directors, the Company will including in the agenda of the Invitation to the Annual General Meeting of Shareholders along with the Board's opinion. Those matters and/or nominated persons will be identified as proposed by Shareholders.
- 6.3 For the matters and/or nominated persons disapproved by the Board of Directors, the Company will disclose such information placed on the Company's website. In addition, the Board of Directors will formally announce such information to all shareholders in the Annual General Meeting of shareholders.

The Company reserves the rights to consider the proposal to be included as AGM agenda only the matters that benefit to the Company and shareholders as whole and comply with the related laws and regulations.

**Proposed Agenda for 2019 Annual General Shareholders' Meeting
(Form A)**

1. General Information

Name (Mr., Mrs., Ms., Company, Others / Surname).....

Address:

No.....village/ Building.....
 Moo.....Trok/Soi.....
 Road.....Tambon.....
 District..... Province.....Postal Code.....
 CountryTel.....Fax.....
 E-mail.....
 Overseas Address: (only for a non-resident, please specify overseas contact address

2. Number of Share Holding.....

3. Proposed Agenda.....

Objective: ☐ for consideration ☐ for acknowledgement

Details and Reasons.....

☐ with attachments ☐ Without attachment acknowledgement

4 Supplementary Documents to be enclosed with this form

4.1 The evidence of shares held as of the proposal date, such as the certificate of shares held issued by securities companies or any other certificates from the Stock Exchange of Thailand ("SET") or Thailand Securities Depository Co., Ltd..

- ☐ Evidence of shareholding enclosed
☐ No Evidence of shareholding enclosed

4.2 In case shareholders are individual

- A copy of identification card/driving license/ passport or alien identity card, which has not expired, must be enclosed and certified true and correct by that shareholders.

In case shareholders are juristic persons:

- A copy of the Certification Document backdated not more than three months, certified true and correct by an authorized person(s) of that juristic person, and
 - A copy of the identity card, government officer identity card, driver's license, passport or alien identity card of the authorized person(s), which has not expired, must be enclosed and certified true and correct by that person(s).

- ☐ Evidence of shareholding enclosed
☐ No Evidence of shareholding enclosed

4.3 In case shareholders have unified to propose the agenda, each shareholder must fill in this form and sign their names as evidence separately. Then the forms should be gathered into one set,

5. Representation and Warranty

I have given my personal information as stated above and hereby represent and warrant that all information and supplementary documents are true and complete and I hereby give my permission to company to disclose such information and supplementary documents.

.....
 Shareholder's signature
 (.....)
 Date.....

.....
 Shareholder's signature
 (.....)
 Date.....

Nominated Qualified Candidate for Directorship in 2019
Annual General Shareholders' Meeting
(Form B)

I, Mr./Mrs./Miss..... is the Shareholder of Singer Thailand Public Company Limited, shareholders' registration no. holding.....shares, and residing atMoo..... Soi.....Road.....Sub-district..... District..... Province..... Telephone no.....Email (if any) would like to nominate the following person to be elected for Annual General Shareholders' Meeting in as the company's director with the details as below;

1. **Name:**
Proposed reason:
History in brief: Birth Date / Month / Year..... Age:
..... Years Gender:
Education Background:
Institute: Degree:
Institute: Degree:
Institute: Degree:
Working Experience:
Company's name: Position:
Working Period:
Company's name: Position:
Working Period:
Company's name: Position:
Working Period:
Being the director of the other securities company in the present as:
Company's name:
Type of Position:
() Director () Executive Director () Audit Committee () Other.....
Company's name:
Type of Position:
() Director () Executive Director () Audit Committee () Other.....
Company's name:
Type of Position:
() Director () Executive Director () Audit Committee () Other.....

I certify that all information written in this Form and all supplementary documents are true and correct.

.....
(.....)
Date:

I, who is proposed for nominated qualified candidate for directorship, consent and certify that I'm qualified and do not possess any forbidden qualifications according to the Company's criteria. Also, hereby accept to the compliance with the corporate governance of the company and affix the name as evidence below.

.....
(.....)
Date:

Required documents and additional conditions for consideration:

1. Required documents to be enclosed with the proposal.

1.1 Evidence of shareholding

- [] The evidence of share held such as copies of certificate of shares held issued by Securities Company or any other certificates from the Stock Exchange of Thailand or Thailand Securities Depository Co., Ltd.

1.2 Evidence of shareholders' identification:

- [] In case shareholders are individual;
- A certified true and correct copy of identification card or government officer identification card or passport (in case of non-Thai nationality) must be enclosed.
 - If shareholder has his/her title, name or surname changed, a copy of evidence of those changes must be enclosed and certified true and correct copy.
- [] In case shareholders are juristic persons;
- A certified true and correct copy of the Certification Document backdated not more than three months by an authorized person(s) of that juristic person, and
 - A certified true and correct copy of identification card or government officer identification card or passport (in case of non-Thai nationality) of the authorized person must be enclosed.

2. Additional conditions to nominate the persons to be appointed as directors.

- In case of one shareholder, who is fully qualified as per Clause 1:
The shareholder must completely fill out the "Form B" and sign his or her name as evidence, as well as enclosing required documents of shareholder as specified in Clauses 1.1 and 1.2.
- In case of several shareholders, who are fully qualified as per Clause 1:
All shareholders must fill out the "Form B" which the first shareholder must completely fill out the "Form B" in every Parts and sign his or her name as evidence and the rest shareholders must fill out the "Form B" only in Part (1) and Part (2) and sign their names as evidence separately, then gather each of those Forms and required documents of all shareholders as specified in Clauses 1.1 and 1.2 together into one set.
- In case of one or several shareholders, who are fully qualified as per Clause 1, propose more than one agenda;
The shareholders must completely fill out the "Form B" and sign their names as evidence separately, as well as enclosing required documents of shareholders as specified in Clauses 1.1 and 1.2 by preparing one set of those documents for each agenda.

3. The Company will not consider the proposal agenda if the information / evidence provided is incomplete, incorrect or the shareholders cannot be contacted or are not fully qualified as indicated.

Required documents of persons nominated to be enclosed with the proposal:

1. [] A certified true and correct copy of identification card or government officer identification card or passport (in case of non-Thai nationality) must be enclosed.
[] In case the title, name or surname changed, a copy of evidence of those changes must be enclosed and certified true and correct copy.
2. [] Documents in support of consideration on qualifications such as education, work experience and supporting documents, which shall be beneficial to the consideration of the Board of Directors. (if any)
3. The Company will not consider the proposal agenda if the information / evidence provided is incomplete, incorrect or the shareholders cannot be contacted or are not fully qualified as indicated.