



## Principal Capital Public Company Limited

### Criteria for Shareholder

#### To Propose Agenda and Nominate Director

#### For The 2020 Annual General Meeting of Shareholders (AGM)

### 1. Objective

Consistent with Principal Capital Public Company Limited (“Company”)’s Good Corporate Governance practice ensuring that all shareholders receive equitable treatment, eligible shareholders are invited to propose the agenda and to nominate candidate for the Company’s director for the 2020 Annual General Meeting of Shareholders (AGM) as deemed appropriate with reference to the criteria below.

### 2. Shareholder Eligibility Criteria for Submissions

Shareholders who have right to propose the agenda and to nominate candidate must possess the following qualifications;

- 2.1 Being a holder or a group of Company’s common share, with holding shares and having the right to vote amounting to not less than 0.5% of the saleable shares of Company.
- 2.2 Having continuously held those shares in no. 2.1 for at least 1 year to the date of the submission and must hold shares on to propose agenda and nominate director for the 2020 Annual General Meeting of Shareholders.
- 2.3 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.

### 3. Criteria for Proposing

#### 3.1 Matters that will not be included in the AGM agenda

3.1.1 Matter that defined in the Section 89/28 of the Securities and Exchange Law B.E.1992 and the Notification of Capital Market Supervisory Board.

3.1.2 Matter that is relevant to the ordinary business operation of the Company

## Principal Capital Public Company Limited

- 3.1.3 Matter that beyond authority of the Company, violates to the law, rules, regulations of government agencies or other governing agencies or does not comply with the objective, the article of association, the shareholders' resolution, and the good corporate governance practice of the Company.
- 3.1.4 Matter that is beneficial for specific person or a group of people.
- 3.1.5 Matter that is proposed by shareholders who are not fully qualified in accordance with the Company provision.
- 3.1.6 Matter that is incomplete, inaccurate, submitted after the deadline or a proposal that the Company is unable to contact the shareholders submitting the proposal.
- 3.1.7 Matter that is under power and authority of the Board of Directors unless it causes the significant effect on shareholders.
- 3.1.8 Matter that the Board of Directors considered that there is not necessary to include in the agenda.

### 3.2 Proposing a candidate to be nominated as a Director

#### Director Qualification

1. Duly qualified in accordance with the Section 89/3 of the Securities and Exchange Law B.E. 1992, the Section 68 of the Public Limited Company Act, the Notification of Capital Market Supervisory Board, the Company's Articles of Association and the good corporate governance practice of the Company.
2. Being ethical and integrity leader and should possess good background experienced as well. Being an expert with knowledge, capability and experience that are beneficial to the Company's operation.
3. Should not serve as directors of more than 5 listed companies including subsidiaries and associated companies.

## Principal Capital Public Company Limited

### 4. Procedure to propose

#### 4.1 Proposing the Agenda

Eligible Shareholders according to topic no. 2 must fill in “Form A, Agenda Proposal Form for 2020 Annual General Meeting of Shareholders” with his/her signature. The Form is available to download at <http://www.principalcapital.co.th/home.html> that will be disclosed on September 27<sup>th</sup>, 2019.

#### 4.2 Proposing the candidate to be nominated as a Director

Eligible Shareholders according to topic no. 2 must fill in “Form B, Director Nomination Form for the year 2020” and “Form B-1, Resume of a proposed candidate to be elected as a director for the year 2020” with his/her signature. The Form is available to download at <http://www.principalcapital.co.th> that will be disclosed on September 27<sup>th</sup>, 2019.

### 5. Channels for submitting proposals

1. In case of there are many shareholders have unified to propose AGM agenda to the Board, each one must fill in Form A and/or Form B and sign their signature as evidence separately and together send into one set.

2. Shareholders must submit certified in original copy of documents and evidence according to topic no. 2.2 and 2.3 for the Boards' consideration within December 31<sup>st</sup>, 2019 to following address:

Miss Ritima Jirasuradate  
Corporate Secretary  
Principal Capital Public Company Limited  
23<sup>th</sup> Floor Bangkok Business Center Building  
29 Sukhumvit 63 Road, Klongton Nua, Wattana, Bangkok 10110

3. Shareholders may submit unofficial proposal via Facsimile number at 0-2714-2185 or via E-mail Address at [ritima.ji@principalcapital.co.th](mailto:ritima.ji@principalcapital.co.th)

4. The matters and/or nominated candidates approved by the Board of Directors, the Company will include in the agenda of the Invitation to the 2020 Annual General Meeting of Shareholders along with the Boards' opinion.



## Principal Capital Public Company Limited

5. For the matters and/or nominated candidates 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 2020 Annual General Meeting of Shareholders.

6. A list of documents required and relevant details are provided on the last page of Form A, Form B and Form B-1.