



## **Shareholders Agenda Proposal Criteria for the Annual General Meeting of Shareholders**

### **TEAM Consulting Engineering and Management Public Company Limited**

#### **1. Objectives**

TEAM Consulting Engineering and Management Public Company Limited (“the company”) considers the rights and interests of all groups of shareholders, such as majority shareholders, minority shareholders, individual shareholders or institutional shareholders for equality and fair treatment. In order to facilitate and provide the opportunity to shareholders to participate in attending the Annual General Meeting of shareholders in response to the promotion of good corporate governance. The company, therefore, draws up the criteria to allow shareholders to propose agenda in advance for the Annual General Meeting of Shareholders (“AGM”).

#### **2. The Qualifications of Shareholders**

Qualifications of shareholder who is eligible to propose matters to be included as an agenda ahead of the AGM is required to possess the following qualifications:

- 1.1 An individual shareholder or a group of shareholders of the company holding a minimum of 5 percent of the company’s total voting rights.
- 1.2 Must have held those shares continuously for at least 12 months by the date that the shareholder(s) propose the AGM agenda (except for the 2019 AGM the shareholder(s) must have continuously held those shares for at least 5 months).
- 1.3 Be able to provide shareholding evidence e.g. certification letter showing number of shares issued by securities companies or other evidences issued by the Stock Exchange of Thailand (SET) or the Thailand Securities Depository Co., Ltd. (TSD).

#### **3. Proposal of the AGM Agenda**

The Board of Directors reserves the right to consider only proposals which are seen as beneficial to the company and overall shareholders and which comply with relevant rules and regulations for inclusion on the agenda. The Board of Directors shall not consider the following proposals for the AGM agenda:

- 3.1 The matter that violates the law, announcements, rules and regulations of government agencies or other governing agencies or do not comply with the objectives, the articles of association, the shareholders’ resolution, the good corporate governance or the business ethics of the company.
- 3.2 The matter that is under the power and authority of the Board of Directors of the Company, unless it has significant impact on the shareholders in general.
- 3.3 The matter that is beyond the authority of the company to take action to achieve the desired results.

- 3.4 The matter that shareholders already proposed in the AGM within the past 12 months and those obtained the supporting votes less than 10 percent of the company's total voting rights and the facts are not materially changed.
- 3.5 The matter that is not beneficial to the company or is beneficial to a specific person or group persons.
- 3.6 The matter that may cause damages to shareholders in majority.
- 3.7 The matter that the company has already implemented.
- 3.8 The matter that has been previously submitted for consideration by other shareholders.
- 3.9 The matter, as stipulated by laws, for consideration at the AGM, which has been pursued regularly by the company.
- 3.10 The matter that is considered by the Board of Directors of the company which does not indicate any reasonable ground to be place on the agenda, and the reason for refusal can be appropriately explained to the shareholders.
- 3.11 The matter that is proposed by the shareholder whose qualification is not comply with those specified in section 2.
- 3.12 The matter that information provided is incomplete or incorrect; or proposed by those shareholders who cannot be contacted.

#### **4. Procedures for Consideration**

- 4.1 The shareholder who possesses the qualifications set forth in Section 2 must fill in the "Agenda Proposal Form for the Annual General Meeting of Shareholders" and sign his/her name.

In cases where many shareholders have unified to propose agenda for the AGM, each shareholder must fill in the "Agenda Proposal Form for the Annual General Meeting of Shareholders" and sign their names as evidence, and consolidate all the forms into one set for submitting to the company.

- 4.2 Shareholders must enclose the following documents/evidences with the "Agenda Proposal Form for the Annual General Meeting of Shareholders":

- (a) The evidence of shares held such as the certificate of shares held from a securities company or any other certificates from the Stock Exchange of Thailand (SET) or the Thailand Securities Depository Co., Ltd. (TSD).

- (b) Personal identification documents:

If the shareholder is an individual

- Certified and signed copy of Thai national identification card or passport (for foreign nationals)

If the shareholder is a juristic person

- Copy of company's affidavit and copy of Thai national identification card or passport (for foreign nationals) of the authorized directors, certified and signed by said directors

(c) In case of the shareholder has his/her title, name, or surname changed, the copy of evidence of such changes must be enclosed and certified as a true copy.

4.3 Shareholders may submit an unofficial copy of the “Agenda Proposal Form for the Annual General Meeting of Shareholders” together with the documents/evidences to the company via e-mail at [cs@team.co.th](mailto:cs@team.co.th) and must submit an official proposal to the company via registered mail at:

**Company Secretary**  
**TEAM Consulting Engineering and Management Public Company**  
**151 TEAM Building, 10<sup>th</sup> Floor, Nuan Chan Road,**  
**Nuan Chan, Bueng Kum, Bangkok 10230**

All concerned documents/evidences must be delivered to the company by **December 31, 2018** in order to allow the adequate time for the Board of Directors consideration. **The postage stamp date is considered as the criteria.**

- 4.4 The Company Secretary will preliminary review the proposed agenda before proposing to the Board of Directors. The agenda which is not considered in the preliminary review due to the shareholder is not qualified to the criteria in section 2 or related to the criteria in section 3, will be notified by **January 31, 2019**.
- 4.5 The Board of Directors will consider the proposed agenda to be placed in the Notice of Annual General Meeting of Shareholders. In all cases the Board of Directors' judgment is deemed the matter comes to an end.
- 4.6 The proposed agenda approved by the Board of Directors will be included in the agenda and remarked as “agenda from shareholders” in the Notice of Annual General Meeting of Shareholders along with the Board of Directors' opinions. The Justification for rejection of any proposed agenda will be declared in the Annual General Meeting of Shareholders.
- 4.7 The company reserves the right to decline the proposed agenda in case of the information provided or documents/evidences enclosed are incomplete or incorrect; or those shareholders cannot be contacted.