



Shareholders Director Nomination 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 for shareholders to nominate candidates for appointing as Directors in advance for the Annual General Meeting of Shareholders (“AGM”).

2. The Qualifications of Shareholders

Qualifications of shareholder who is eligible to nominate candidates for appointing as Directors in advance for 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 Director Nomination

3.1 Director Qualifications

- 3.1.1 Must possess the required qualifications and do not possess the prohibited characteristic set by the Public Limited Companies Act, the Securities and Exchange Act, the principles of Good Corporate Governance and the Articles of Association of the company.
- 3.1.2 Being knowledgeable, proficient and experienced in a manner beneficial for the company’s operations.
- 3.1.3 None of expulsion or deposition from government firm or organization or private company for the dishonesty against his/her duties.
- 3.1.4 None of termination from being a director, manager, employee or authorized management control in any organizations.
- 3.1.5 Being responsible and able to dedicate time for the benefits of the company as his/her duties and being available to attend the company’s meeting on a regular basis.
- 3.1.6 Should not serve as a director more than 5 listed companies.

3.2 Additional Qualifications for an Independent Director or a Director of the Audit Committee

- 3.2.1 Hold the company's shares not more than 1 percent of the paid-up capital of the company and its affiliates or related companies, including shares held by related persons.
- 3.2.2 Not being an executive, employee, advisor who obtain a basic salary from the company and its affiliates or related companies or a major shareholder of the company.
- 3.2.3 Not possessing direct or indirect benefits or interests of the company and its affiliates or related companies or a major shareholder of the company.
- 3.2.4 Not being a related person or an immediate relative of any management or a major shareholder of the company.
- 3.2.5 Not being a director who has been appointed for protecting the benefits of directors, major shareholders or any shareholders related to the major shareholders of the company.
- 3.2.6 Perform his/her duty and express his/her view independently.

4. Procedures for Consideration

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

In cases where many shareholders have unified to propose a candidate for the AGM, each shareholder must fill in the "Director Nomination 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 The nominated candidate must fill in the "Director Nomination Proposal Form for the Annual General Meeting of Shareholders" and sign his/her name.
- 4.3 Shareholders must enclose the following documents/evidences along with the "Director Nomination Proposal Form for the Annual General Meeting of Shareholders" and the "Personal Information Form of a Nominated Candidate for Appointing as a Director":
 - (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) The nominated candidate must prepare the evidences for submitting to the company e.g. academic record, personal background and working experiences.
 - (d) 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.
- 4.4 Shareholders may submit an unofficial copy of the “Director Nomination Proposal Form for the Annual General Meeting of Shareholders” and the “Personal Information Form of a Nominated Candidate for Appointing as a Director” together with the documents/evidences to the company via e-mail at 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, 10th 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.**

- 4.5 The Company Secretary will submit the qualified candidates proposed by the shareholders to the Nomination and Compensation Committee for preliminary consideration before submitting to the Board of Directors for final consideration.
- 4.6 The Board of Directors will consider the candidates’ qualification. In all cases the Board of Directors’ judgment is deemed the matter comes to an end.
- 4.7 The candidates approved by the Board of Directors will be included in the agenda and remarked as “nominated candidate for appointing as a director proposed by shareholders” in the Notice of Annual General Meeting of Shareholders along with the Board of Directors’ opinions. The Justification for rejection of any proposed candidates will be declared in the Annual General Meeting of Shareholders.
- 4.8 The company reserves the right to decline the proposed candidates in case of the information provided or documents/evidences enclosed are incomplete or incorrect; or those shareholders cannot be contacted.