



**Regulation on the Proposal by the Minority Shareholders of Agenda  
in the Annual General Shareholders  
Meeting and Nomination of Director in Advance.**

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**1. Objectives**

To achieve the purpose of corporate good governance and treating shareholders equally, Seafco Public Company Limited. is giving the shareholders an opportunity to propose the additional agenda in the Annual General shareholders Meeting 2024 and nominate a qualified person to be director in advance. The Board of Directors has intention to demonstrate the transparency of the administration and to enhance confidence to the shareholders, investors and any interested persons.

**2. Definition**

- “Company”** shall mean Seafco Public Company Limited.
- “Board of Directors”** shall mean Board of Directors of Seafco Public Company Limited.
- “Director”** shall mean Director of Seafco Public Company Limited.
- “Agenda”** shall mean the Agenda of the annual general shareholders meeting of Seafco Public Company Limited.

**3. Qualification of Shareholder**

The shareholder who will propose the agenda or nominate the director must have the following qualifications;

- 3.1 The shareholder whose name appears on the register book of the AGM 2024.
- 3.2 Being the shareholder of the Company which can be either one shareholder or a group of shareholders holding not less than 5% of total share issued and must have continuously held for at least one year.
- 3.3 Holding the shares in 3.2 on the proposal or nomination date.

**4. The Proposal of the Agenda**

**4.1 The matter which will not be considered.**

- (1) The matter which contradicts with the laws, rules and regulations whether such are of the official or of the governmental agency or does not in accordance with



the objectives, articles or the resolutions of the shareholders meeting and is beyond the control of the Company.

- (2) The proposal that is beneficial for specific person or group of person.
- (3) The matter which is in the administrative authority of the Board of Directors, except in the circumstance that shall cause material damage to the shareholders in aggregates.
- (4) The proposal that had been considered in the past 3 years and were supported by less than 10% of the total voting shares, provided that the facts in such matter had been not changed significantly.
- (5) The matter which the shareholder provides inaccurate or false information.
- (6) The matter that the Company has already operated.
- (7) The matter which proposed by the shareholder who does not have full qualifications stipulated by the Company.

#### 4.2 Procedure of consideration.

- (1) The shareholder must provide the proposal of the agenda to the Board of Directors by submitting
  - The Form for Proposal of Agenda in the AGM (**Form A**).
  - Support documents which identified in **Form A**.

Send to

Seafco Public Company Limited Investor Relations Department 144 Phayasuren Rd., Bangchan., Klong Sam Wah, Bangkok 10510
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The shareholder is eligible to propose the agenda unofficially by sending the document via fax at 0-2919-0098 or through the Investor Relations Department at **E-mail [anek@seafco.co.th](mailto:anek@seafco.co.th)** prior to the submission of the original document of Form A to the Company thereafter, the proposal must be delivered to the company **evidences during November 15 – December 31, 2023.**

- (2) If the shareholder wishes to propose more than one agenda, such shareholder must provide Form A according to the number of the agenda to be proposed. The evidence of shareholding or other support documents shall be submitted one set for each proposal.
- (3) The secretary of the Board of Directors will initially review the proposal and will pass to the Board of Directors Meeting in **February 2024.**
- (4) The Board of Directors will consider the suitability of the agenda which must not fall into the nature of no. 4.1(1)-(7), except the Board of Directors consider otherwise.
- (5) The matter which is approved by the Board of Directors will be included in the invitation of the AGM 2024. For the matter which is not approved, the Company will inform the shareholders with the explanation in the AGM.



## 5. The Nomination of the Director

### 5.1 Qualification and prohibited characteristic of director.

A person nominated to be director shall have the qualification and have no prohibited characteristic as follows:

- (1) Having the qualification and having no prohibited characteristic according to the Public Companies Law and Securities and Securities Exchange Law.
- (2) Having knowledge, proficiency and independent. Performing the duty of director with fiduciary and honesty. Able to perform the duty with utmost dedication. Able to attend the Board of Directors meeting regularly and creatively participates in the meeting. Having excellent employment record and ethic.
- (3) Having essential knowledge to the Company, i.e. knowledge about Bored Pile and Diaphragm wall, business related to distribution and providing services in the same nature of the Company's business or being a person having knowledge in the line which will facilitate the business development of the Company.
- (4) Not being a director of the other company or group of the other company which carries on the same business with the Company.

### 5.2 Procedure of Consideration.

- (1) The shareholder must provide the document of nominating the person to be director to the Board of Directors by submitting:
  - The Form for Nomination of Person to be Director (**Form B**). The shareholder and the nominee must affix names in a same page.
  - Support documents of the shareholder and the nominated person which identified in **Form B**.

Send to

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The shareholder is eligible to nominate the person to be director unofficially by sending the above documents via fax at 0-2919-0098 or through the Investment Relations Department at **E-mail [anek@seafco.co.th](mailto:anek@seafco.co.th)** prior to the submission of the original documents of Form B to the Company thereafter, the nomination must be delivered to the company **evidences during November 15 - December 31, 2023.**

- (2) If the shareholder wishes to nominate more than one director, such shareholder must provide Form B according to the number of person to be nominated. The evidence of shareholding or other support documents shall be submitted one set for each nomination.
- (3) The Secretary of the Board of Directors will initially review the nomination and will pass to the Board of Directors Meeting in **February 2024.**



- (4) The Board of Directors will consider the suitability of the nominated person.
- (5) The list of person who is approved by the Board of Directors will be included in the invitation of the AGM 2024. For the person who is not approved, the Company will inform the shareholders with the explanation in the AGM.