



The Criteria for shareholders right to nominate director for the Annual General Meeting Of Shareholders for the year 2020

Objective

Muangthai Capital Public Company Limited realizes the importance of shareholders and the practice of good corporate governance. Therefore, Before the Annual General Meeting of Shareholders for the year 2020. The Company would like to invite our shareholders to nominate director candidates to be elected in the Annual General Meeting of Shareholders.

Qualifications of Shareholders

Shareholders wishing to propose an AGM agenda must be the Company's shareholders (one shareholder or a group of shareholders) with shares held collectively not less than five (5) percent of the total amount of votes of the Company and returned to the company within December 31, 2019.

Criteria and Procedure

1. The qualification of director
 - The directors must be highly qualified and none of characteristics prohibited under the Public Limited Company Act, B.E. 2535 and the Securities and Exchange Act, B.E. 2551
 - The Board of Directors shall consist of various qualities including age, gender, skills, knowledge, abilities, expertise and experience of past participants.
 - Having and interest and devotion as well as sufficient time to the company operation.
 - As directors the persons shall be merited and ethical.
 - Must be expertise person on the company business.
 - Must be expertise person on the company business, having and interest and devotion as well as sufficient time to the company operation.



2. Procedure to consider

- The shareholder shall completely in Director Nominating form and facsimile to the Board of Director at **The Director Nominating Form can be downloaded from the Company's website.**
- The evidence of shares held such as statement/confirmation of shareholding from brokers, other documents from the Stock Exchange of Thailand.
- The evidence of the consent of person who are nominated in the Director Nominating form.
- The documents for consider the qualification such as education and working experience of nominated candidates and other documents deemed useful for the consideration.
- The company secretary will gather all documents proposing to the Nomination and Compensation committee to consider before propose to the Board of Directors.
- In case of incomplete or incorrect information, the company secretary will notify to Shareholders if there is no correction and return the original on time. The company secretary will send the letter to shareholders to get subject out.
- In case of nominated candidate do not meet the shareholders, the company secretary will send the letter to shareholders to get subject out within January 15, 2020.
- The Nomination and Compensation Committee will consider the suitability of person who has been nominated and propose to the Board of Directors except to consider otherwise.
- The candidates who pass the approval by the Board of Directors will be listed in the agenda of the shareholders' meeting with the Board's opinion. Otherwise, the Company will inform the shareholders with reasons for the proposal disapproved after the Board of Directors meeting or the next working day via the SET channel, Company's website at www.muangthaicap.com and will report in the shareholder meeting.