



## Criteria and Procedure for Director Nominees

### Objectives

Recognizing the importance of rights and equitable treatment of shareholders as a part of the company's good corporate governance, The company has set out the criteria and guideline for the shareholders to propose issues beneficial to the company in advance of the 2019 annual general meeting (AGM)

### Criteria and procedure

#### 1. Minimum qualifications of shareholders

- 1.1 Must be the company shareholder holding minimum shares of 5 percent of total issues shares either by one or several shareholders combined.
- 1.2 Having held the shares continuously for at least one year by the date the shareholders propose the nomination.

#### 2. Conditions for proposing the agenda

- 2.1 The shareholder or shareholders wishing to propose the director nominees must write an official letter to the Board of Directors, giving all the required details.
- 2.2 The shareholder must indicate his/her name, contact address and phone number, and number of shares held as of the proposing date. If there is more than one shareholder, these details of all such shareholders must be given.

#### 3. Guideline for director nomination

- 3.1 The following details must be provided:
  1. Personal information of the nominees:
    - Name, age and nationality
    - Education
    - Work experience
    - Present position
    - Shareholding in JUBILE and directorship in other entities
  2. Whether the nominee is proposed as an independent director or not
  3. Evidence of qualification under 3.2 and 3.3
  4. Other information deemed necessary or useful



- 3.2 The nominees must fully meet the qualifications specified under the following laws/regulations or by the following regulators:
  1. Securities and Exchange Act B.E. 2535 (Amended)
  2. Public Limited Companies Act (Amended)
  3. JUBILE's qualification of "independent director"
  4. The Stock Exchange of Thailand
  5. The Securities and Exchange Commission
  6. Other Relevant Regulations
- 3.3 The nominees must be competent, knowledgeable, independent, determined to perform duties under code of ethics, and have a proven track record with social acceptability.

#### **4. Required documents and evidences**

The shareholders must show evidences of their shareholding and identity as follows:

- 4.1 Shareholding credentials: Certificate from Securities Company, evidence from the SET or Thailand Securities Depository Co., Ltd.
- 4.2 Every proposing shareholder, and in case of more than one shareholder jointly proposing the nominations, each of them, must separately fill out the "Proposed Nomination of Qualified Candidate for Directorship in Annual General Meeting Form", and sign their names as evidence. Then the forms should be gathered into one set with the documents required of all such shareholders as follows:
  - 4.2.1 Individual person  
A certified photocopy of Thai citizen ID or passport (for foreigners) and shareholding credentials in 4.1.
  - 4.2.2 Juristic person  
A certified photocopy of company affidavit and a certified photocopy of Thai citizen ID or passport (for foreigners) of the authorized director/s and shareholding credentials in 4.1
- 4.3 Letter of consent from the nominees and relevant documents such as scholastic credentials, training records, work experience records, shareholding credentials, etc. (Form C)



## **5. Submission period**

- 5.1 During the period from December 1, 2018 to January 31, 2019
- 5.2 The fully qualified shareholders can submit their documents to Company Secretary, Jubilee Enterprise Public Company Limited, 179 Bangkok City Tower, 10th Floor South Sathorn Rd., Thungmahamek, Sathorn, Bangkok 10120

## **6. Process for consideration**

- 6.1 Company Secretary will do a primary screening of the proposal of shareholders.
- 6.2 The nomination of directors will be submitted to the Board of Directors for consideration of the applicable qualifications and documents.
- 6.3 The decision of the Board of Directors will be notified to the proposers in February 2019.
- 6.4 The nomination will be included in the agenda for the AGM unless the Board of Directors decided that the proposed nomination or supporting documents do not meet the applicable requirements.