

# JUBILEE ENTERPRISE

PUBLIC COMPANY LIMITED

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## **Criteria and Procedure for Nominating a Candidate for Election as Director**

### **Objectives**

Jubilee Enterprise Public Company Limited deems it necessary to have a strong determination to adhere to the principles of good corporate governance when conducting its business. The Company recognizes the importance of the rights of shareholders and equitable treatment of shareholders. Therefore, the Company gives shareholders the opportunity to propose director nominees for the 2025 Annual General Shareholders' Meeting in advance. The Company has set out the criteria and guidelines for the shareholders to propose director nominees who have knowledge, potential, and proper qualifications to be considered as efficient director nominees for the Company and stakeholders' maximum benefits as follows:

### **Criteria and procedure**

#### **1. Minimum qualifications of shareholders**

- 1.1 Must be the Company shareholder holding at least 5 percent of total issued shares 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 nominees for Election as Director must write an official letter to the Board of Directors and give 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 Shareholders who wish to nominate the nominees for Election as Director must provide the following information or documents:
  1. Personal information of the nominees:
    - Name, age, and nationality
    - Educational qualifications
    - Work experience
    - Present position or directorship in other entities
    - Shareholding in JUBILEE
  2. Type of directors being proposed: Independent directors or non-independent directors.
  3. Evidence of qualification under 3.2 and 3.3
  4. Other information deemed necessary or useful

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- 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. JUBILEE's qualification of "Independent Director"
  4. The Stock Exchange of Thailand
  5. The Securities and Exchange Commission
- 3.3 The nominees must be competent, knowledgeable, independent, determined to perform duties under the code of ethics, have good work experience records, and be socially acceptable.

## 4. Required documents and evidence

The shareholders must show evidence 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 more than one shareholder jointly proposes the nominations, must separately fill out the "Nominate a Candidate for Election as Director Form" (*Details as Form B*) 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 the 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 who are a Candidate for Election as Director (*Details as Form C*) and relevant documents such as educational credentials, training records, work experience records, shareholding credentials, etc.

## 5. Submission period

- 5.1 During the period **from November 29<sup>th</sup>, 2024 to January 31<sup>st</sup>, 2025**
- 5.2 The fully qualified shareholders can send the proposal to Email: [ir@jubileediamond.co.th](mailto:ir@jubileediamond.co.th) in advance and submit the official documents specified in Items 3 and 4 to

Company Secretary,  
Jubilee Enterprise Public Company Limited, 179 Bangkok City Tower, 10<sup>th</sup> Floor  
South Sathorn Rd., Thungmahamek, Sathorn, Bangkok 10120

## 6. Process for consideration

- 6.1 Company Secretary will primarily screen the shareholders' proposals.
- 6.2 Company Secretary will present nominees to the Board of Directors to consider the applicable requirements and documents.
- 6.3 The decision of the Board of Directors will be notified to the proposers in the invitation to the Annual General Meeting of Shareholders.
- 6.4 The Board of Directors will include the lists of nominees in the agenda for the Annual General Meeting of Shareholders **unless** the Board of Directors decides that the proposed nomination or supporting documents do not meet the applicable requirements.