

**Criteria for Shareholders of Saha-Union Public Company Limited to propose agenda
for the 27th Annual General Shareholders' Meeting**

In recognition of the importance of the fair and equal treatments for all its shareholders which is part of a good corporate governance. The Company hereby allows its minor shareholders to propose subjects for the Board of Directors to incorporate them into The Meeting's agenda in advance. The criteria for the consideration are as follows :

1. Qualification of the Shareholders

- 1) Holding the Company's share, either individually or collectively, with the total voting rights no less than 5% of the Company's aggregated voting rights.
- 2) Holding the Company's share the day the proposal is made.

2. Submission of subjects for inclusion as an agenda

2.1 The following steps will be required :

- 1) Shareholders will all qualifications per 1 must state their names and surnames in the case of legal entities, their legal representatives in the **“Proposal for Inclusion as an Agenda in the 27th Annual General Shareholders' Meeting Form”** and fill out the required information complete with their signatures. In case many shareholders collectively submit proposals, all shareholders must fill out each individual's information, sign, combine and mail them to the Company as a single set.
- 2) Documents required in addition to the proposal for inclusion as an agenda form.
 - a) proof of shareholding i.e. certified copies of share certificate or certificate from stock trading company or other proof from the Stock Exchange of Thailand or the Thailand Securities Depository Co., Ltd.
 - b) in case of an individual, a certified copy of his/her valid identification card or passport (in case of a foreigner).
 - c) in case of a legal entity, a certified copy of the legal entity's certificate (less than 3 months) and certified copy of the valid identification card or passport (in case of a foreigner) of the authorized director.

2.2 Subjects of the following characters will be denied inclusion into the Meeting's agenda

- 1) Subjects not follow the conditions laid down in paragraph 1 section 89/28 of the Security and Stock Exchange of Thailand Act B.E.2535 i.e. one or several shareholder whose holding and voting rights account for no less than 5% of the total voting rights of the Company may submit in writing the proposals to the Board of Directors to incorporate them into the Meeting's agenda. The detailed proposals and the purpose, either for acknowledgement or approval or consideration for whether the Annual General Meeting or for an Extraordinary Meeting must be clearly stated. They will follow the guidelines laid down by the Capital Markets Supervisory Board.
- 2) Subjects related to the Company's normal business practice and factual referral by shareholders without elaborating on the dubious nature of the subjects.
- 3) Subjects beyond the Company's reach to effectively administer for the desired result.
- 4) Subjects that had been proposed for consideration by the Shareholders' Meeting within the past 12 months and received less than 10% vote or approval from the total votable shares while the facts for the matters remain significantly unchanged.
- 5) Any other cases the Capital Markets Supervisory Board will propagate or issue additional regulations.
- 6) Matter against the laws, notifications, principles, restrictions, rules and various regulations of government or organization supervising the Company or matters not in line with the law or the announcements of the Capital Markets Supervisory Board or not in line with the Company's objectives, regulations or the Shareholder Meeting's resolutions.
- 7) Subjects the shareholders provide, insufficient or incorrect information on documental evidence or submit beyond the timeframe allowed or are uncommunicable.
- 8) Subjects for the benefit of any individual or group of people in particular or matters unfavourable to the Company's operation or signification causing serious damages to the shareholders in general.

Shareholders may submit the proposals to the Board of Directors' determination to put on as an agenda of the 27th Annual General Shareholders' Meeting from October 1, 2019 to December 31, 2019.

3. The delivery of documents

The Shareholders must remit the “ **Proposal for Inclusion as an Agenda of the 27th Annual General Shareholders’ Meeting Form**” together with the required documental evidence via registered post addressed to :

The Company Secretary
Saha-Union Public Company Limited
1828 Sukhumvit Road
Phrakhanong Tai, Phrakhanong
Bangkok 10260

He/she may unofficially notify the Company’s Website : <http://www.sahaunion.co.th> before mailing the original documents. The Company will accept only documents on hand no later than **December 31, 2019**.

4. Steps undertaken to determine the Proposal

- 1) The Company Secretary will combine, check for correctness and completion of information and documental evidence, before submitting them for the Board of Directors’ consideration.
- 2) The Board of Directors will consider the appropriateness of the proposed agenda whose character must not correspond with No. 2.2 unless the Board will consider otherwise. The verdict of the Board of Directors is regarded as final.
- 3) Subjects approved by the Board of Directors will be incorporated as an agenda of the General Shareholders’ Meeting with notification in the invitation to attend the Meeting together with the Board’s opinion.
- 4) Subjects not approved by the Board of Directors will be notified as subjects for acknowledgement with reasons clarified in the General Shareholders’ Meeting.