



## Criteria for Shareholders to Proposing AGM Agenda and Nominating Director

### 1. Objective

JD Food Public Company Limited (the "Company") realizing the legal rights and equality of all shareholders in accordance with the principles of Good Corporate Governance, the Company's shareholders are therefore given an opportunity to propose agendas for the 2024 Annual General Meeting of Shareholders; and have the right to nominate a qualified person to be nominated for a director position in advance. Therefore, in order to ensure the clarify and transparency of the procedures, the Company has set up the criteria and procedures regarding to the agenda proposal for the shareholders' meeting and the nomination of director in advance.

### 2. The Qualification of Shareholders who can propose AGM Agenda and nominate a candidate for directorship

The shareholders must be individual shareholder/ group of shareholders holding not less than 1% of the total number of shares with voting rights of the Company. Therefore, the shareholders must be held in such proportion on the date of proposing the meeting agenda or nomination of directors.

### 3. The Proposal of the Agenda

#### 3.1 The proposal that will not be included as an agenda

- 1) The matter that violates the laws, announcements, rules and regulations of government agencies or other governing agencies or do not comply with the objectives, the articles of association, the shareholders' resolution, the good corporate governance, or the business ethics of the Company.
- 2) The matter that is not beneficial to the Company or is beneficial to a specific person or group.
- 3) The matter that is under the power and authority of the Board of Directors of the Company, unless it has significant impact on the shareholders in general.
- 4) The matter that concerns normal business practices of the Company, unless there is a strong indication of irregularity.
- 5) The matter that is beyond the power or control of the Company.
- 6) The matter that is proposed by the shareholder whose qualification is not comply with those specified in section 2.
- 7) The matter that information provided is incomplete or incorrect; or proposed by those shareholders who can not be contacted.

#### 3.2 Procedure for Consideration

- 1) Shareholders who are qualified in section 2 can download the Form for Proposing Agenda in Advance via the Company's website and submit the form with evidence of shareholding which is the certificate issued by the security company or the document issued by Thailand Securities Depository Co., Ltd (TSD). or issued by the Stock Exchange of Thailand (SET) or a copy of share certificate and identification documents as follows.

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- For a natural person: Shareholder must enclose a copy of identification card or passport (in case of the foreigner) who has signed his/her name in the form must be enclosed and certified true copy.
  - For a juristic person: Shareholder must enclose the certified true copy of juristic person certificate and a copy of identification card or passport (in case of the foreigner) of authorized directors who have signed in the form and certified true copy.
- 2) In case of many shareholders unified to proposes the agenda in advance. The first shareholder must completely fill in the Form for Proposing Agenda in Advance. The other shareholders will completely fill only part (1) in the form and all shareholders will sign the form for evidence. All forms, evidence of share held, and all additional documents (if any) of all shareholders and documents required for consideration, will be consolidated into one information package.
  - 3) The Company Secretary will preliminarily review the Board of Directors in case the information or documents are incorrect or incomplete, Company Secretary will notify the shareholders within 7 working days after the date of delivered. If the shareholders fail to correct and submit the proposal to the Company within the due date noticed to the shareholders, Company Secretary reserves the rights not to submit the shareholders' proposal to the Board of Directors for consideration.
  - 4) The Board of Directors will consider the appropriateness of the agenda proposed by the shareholders. which must not have the characteristics pursuant to Clause 3.1
  - 5) Matters considered by the Board of Directors will be included in the meeting order. For matters not approved by the Board of Directors. The Company will inform the Board of Directors' resolutions in the shareholders' meeting.
- 4. The Nomination of Candidate for Director**
- 4.1 The Qualifications of Director**
- A person nominated as a director must have the qualifications and must not have any prohibited characteristics as follows:
- 1) Having complete qualifications and not having characteristics prohibited of the Public Limited Company Act, the Securities and Exchange Act, and the Company's Articles of Association including laws, notification, regulations and the Company's corporate governance practices.
  - 2) Have capability, knowledge, and experience to run the Company's business.
  - 3) Willing to devote sufficient time to effectively carrying out their duties and responsibilities, including attending the Board Meeting.
- 4.2 Procedure for Consideration**
- 1) Shareholders who are qualified in section 2 can download the Form for Proposing Qualified Candidates to be the Company's Director and Consent Letter for Nominating and Certifying the Qualifications of a Director Nominee via the Company's website and submit the form with evidence of shareholding which is the certificate issued by the security company or the document issued by Thailand Securities Depository Co., Ltd (TSD). or issued by the Stock

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Exchange of Thailand (SET) or a copy of share certificate and identification documents as follows.

- For a natural person: Shareholder must enclose a copy of identification card or passport (in case of the foreigner) who has signed his/her name in the form must be enclosed and certified true copy.
  - For a juristic person: Shareholder must enclose the certified true copy of juristic person certificate and a copy of identification card or passport (in case of the foreigner) of authorized directors who have signed in the form and certified true copy.
- 2) In case of many shareholders unified to proposes qualified candidates to be the Company's Director. The first shareholder must completely fill in the Form for Proposing Qualified Candidates to be the Company's Director. The other shareholders will completely fill only part (1) in the form and all shareholders will sign the form for evidence. All forms, evidence of share held, and all additional documents (if any) of all shareholders and documents required for consideration, will be consolidated into one information package.
  - 3) In case that one or more shareholders propose more than one candidate for directorship, the shareholders must complete the Form for Proposing Qualified Candidates to be the Company's Director and the Consent Letter for Nominating and Certifying the Qualifications of a Director Nominee, as one set for one candidate and ensure that the supporting documents are certified as true copies.
  - 4) The Company Secretary will preliminarily review the Board of Directors in case the information or documents are incorrect or incomplete, Company Secretary will notify the shareholders within 7 working days after the date of delivered. If the shareholders fail to correct and submit the proposal to the Company within the due date noticed to the shareholders, Company Secretary reserves the rights not to submit the shareholders' proposal to the Nomination and Remuneration Committee.
  - 5) The Nomination and Remuneration Committee will consider the suitability of the nominated candidates to present to the Board of Directors.
  - 6) The Board of Directors will include the name of the approved person in the agenda of the election of directors in the Annual General Meeting of Shareholders. together with the opinions of the Board of Directors For those who are not approved by the committee. The Company will notify the shareholders of the resolutions of the Board of Directors at the shareholders' meeting.

#### 5. Chanel for submitting the proposals

The shareholder shall deliver the original of this form and all evidence to the Company within January 31, 2024. The postage stamp state is considered as the criteria.

Company Secretary

JD Food Public Company Limited.

116, 116/1, 116/2 Moo 3, Bangthorat, Muangsamutsakorn, Samutsakorn 74000, Thailand.

#### Address