



**Super Turtle Public Company Limited**  
**Criteria for shareholders to propose agenda and to nominate the candidate(s)**  
**to be elected as the Company's director(s) at the 2024 Annual General**  
**Meeting of Shareholders**

## **1 Objectives**

To enhance the good corporate governance and to build shareholders' confidence in equitable treatment, Super Turtle Public Company Limited (the "**Company**") allows its shareholders to propose agenda and to nominate the candidate(s) to be elected as the Company's director(s) at the 2024 Annual General Meeting of Shareholders through fair and transparent procedure.

## **2 Qualifications of the shareholders**

Shareholder(s) who wishes to propose agenda and/or to nominate candidate(s) to be elected as the Company's director(s) must individually or collectively hold the Company's shares or have the voting rights of not less than 5 percent of the total voting rights as at the proposal date.

## **3 Proposal of meeting agenda**

### **3.1. Supporting documents for proposing a meeting agenda**

1. Good evidence to prove the shareholder status as specified in Clause 2, i.e., confirmation letter issued by a securities company or any other evidence issued by the Stock Exchange of Thailand or Thailand Securities Depository Co., Ltd.
2. Form to Propose Agenda to the 2024 Annual General Meeting of Shareholders ("**Form to Propose Agenda**"), completely filled and duly signed by the shareholder (Form to Propose Agenda needs to be executed per one agenda. In case a shareholder proposes several agenda, Form to Propose Agenda must be executed for each agenda item.)
3. A certified true copy of the shareholder's valid identification, such as, copy of identification card, copy of passport (in case of foreigners) and copy of affidavit
4. If a shareholder has changed his/her title, name, or surname, a certified true copy of good evidence proving those changes must be enclosed.
5. In case several shareholders collectively propose an agenda, each of those shareholders must fill his/her details in Form to Propose Agenda, duly execute the form and enclose good evidence proving his/her shareholder status and identification. In this regard, one shareholder must be designated as a representative of the shareholders proposing such agenda to be contacted by the Company. Any contact from the Company to such contact person shall be deemed as a contact with all shareholders.
6. Any other documents to support the Board of Directors' consideration (if any)

### **3.2 Submission procedures and review process**

1. The shareholder must submit all of the documents listed in Clause 3.1 to the Company at following address within 25 January 2024.

Company Secretary Office  
Super Turtle Public Company Limited  
No. 333 Lao Peng Nguan 1 Tower, 24th Floor, Soi Choeiphuang,  
Vibhavadi-Rangsit Road, Chomphon, Chatuchak, Bangkok 10900

Before submitting the original copy of the documents, the shareholder may unofficially submit a soft copy of documents to Company Secretary Office via email at [investor@superturtle.co.th](mailto:investor@superturtle.co.th).

2. The Company Secretary will preliminarily gather and review the proposals. The matters proposed by qualified shareholders will be proposed to the Board of Directors.
3. The Board of Directors will consider the appropriateness of the matters to be proposed at the annual general meeting of shareholders. The matters to be included as agenda shall not possess any characters listed in Clause 3.3.
4. The matters approved by the Board of Directors will be included as one of the agenda to be discussed at the shareholders' meeting and will be outlined as agenda from the shareholders together with the Board of Directors' opinion in the invitation to the shareholders' meeting.
5. For those matters disapproved by the Board of Directors, the Company will immediately notify the shareholder who proposed such matters. The same messages will be notified for acknowledgment at the upcoming annual general meeting of shareholders.

### **3.3 Matter that will not be considered and included as agenda**

1. Any matter that relates to the Company's ordinary course of business of which the fact claimed by the shareholder does not indicate any irregularity in respect thereof
2. Any matter that is beyond the Company's authority to execute
3. Any matter that had been proposed to the shareholders' meeting within the past 12 months which obtained affirmative votes of less than 10 percent of the Company's total voting rights, unless there is a material change on the fact that relates to such matter
4. Any matter that violates the laws, notifications, rules, regulations of any governmental agencies or any competent authorities of the Company
5. Any matter that is for the sole benefits of a particular person or group of persons
6. Any matter that lacks complete or sufficient supporting documents, or inaccurate

#### **4 Nomination of candidate(s) to be elected as the Company's director(s)**

##### **4.1 Qualification of person nominated to be elected as the Company's director**

1. Completely possessing qualifications and lacking any prohibited characteristics to be a director under the public limited companies laws, securities and exchange laws and relevant regulations
2. Being a professional person having various knowledge, capabilities, skills, experience, and expertise that are beneficial to the Company's business operations
3. Being independent, performing the director's duty with due care and integrity, possessing strong physical and mental health, including being able to dedicate to work for the Company
4. Possessing a good work profile and not engage in a business, being a partner in any ordinary partnership, being a partner with unlimited liability in any limited partnership or being a director of any other private or public company which has the same nature of business and competes with the Company, unless it is informed to the meeting of shareholders prior to the passing of resolution appointing such director and done so in compliance with the relevant laws

##### **4.2 Supporting documents for nomination of candidate(s) to be elected as the Company's director(s)**

1. Good evidence to prove the shareholder status as specified in Clause 2, i.e., confirmation letter issued by a securities company or any other evidence issued by the Stock Exchange of Thailand or Thailand Securities Depository Co., Ltd.
2. Form to Nominate Candidate to be Elected as the Director ("**Form to Nominate Candidate**"), completely filled and duly signed by the shareholder (Form to Nominate Candidate needs to be executed per one nominated candidate. In case a shareholder proposes several candidates, Form to Nominate Candidate must be executed for each nominated candidate.)
3. Consent Letter Form and Form of Candidate Information, completely filled and duly signed by the candidate
4. Supporting documents of candidate's qualifications, including the education and working experience (curriculum vitae), certified true copy by the candidate
5. A certified true copy of the shareholder's valid identification, such as, copy of identification card, copy of passport (in case of foreigners) and copy of affidavit
6. If a shareholder has changed his/her title, name, or surname, a certified true copy of good evidence proving those changes must be enclosed.

7. In case several shareholders collectively nominate a candidate, each of those shareholders must fill his/her details in Form to Nominate Candidate, duly execute the form and enclose good evidence proving his/her shareholder status and identification. In this regard, one shareholder must be designated as a representative of the shareholders nominating candidate to be contacted by the Company. Any contact from the Company to such contact person shall be deemed as a contact with all shareholders.

#### **4.3 Submission procedures and review process**

1. The shareholder must submit all of the documents listed in Clause 4.2 to the Company at following address within 25 January 2024.

Company Secretary Office  
Super Turtle Public Company Limited  
No. 333 Lao Peng Nguan 1 Tower, 24th Floor, Soi Choeiphuang,  
Vibhavadi-Rangsit Road, Chomphon, Chatuchak, Bangkok 10900

Before submitting the original copy of the documents, the shareholder may unofficially submit a soft copy of documents to Company Secretary Office via email at [investor@superturtle.co.th](mailto:investor@superturtle.co.th)

2. The Company Secretary will preliminarily gather and review the proposals. The candidates proposed by qualified shareholders will be proposed to the Board of Directors.
3. The Board of Directors will consider the appropriateness of the candidate nominated to be elected as the Company's director at the annual general meeting of shareholders. The candidates to be nominated to the shareholders' meeting shall possess qualifications as listed in Clause 4.1.
4. The candidates approved by the Board of Directors will be nominated to be elected as the Company's director at the shareholders' meeting and will be outlined as the candidates nominated by the shareholders together with the Board of Directors' opinion in the invitation to the annual general meeting of shareholders.
5. For those candidates disapproved by the Board of Directors, the Company will immediately notify the shareholder who nominate such candidate. The same messages will be notified for acknowledgment at the upcoming annual general meeting of shareholders.