

## **Granting Rights to Shareholders for Proposing Agenda and Nominating Persons to be Elected as Director(s) for the 2022 Annual General Meeting of Shareholders**

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### **Objective**

Bangkok Commercial Asset Management Public Company Limited (“the Company”) recognizes the importance of shareholders as business owners and good corporate governance, thereby drawing up the policy to encourage the shareholders to express their opinions, especially on matters advantageous to better business operations. For the 2022 Annual General Meeting of Shareholders, the Company therefore has the policy to grant the shareholders to do the following before delivery of the shareholders meeting notification:

- (1) To propose agenda items for the Annual General Meeting that they consider important and beneficial; and
- (2) To nominate a qualified person to be elected as director(s).

### **Criteria**

#### **1. Grant period**

1 September 2021 to 15 October 2021

#### **2. Qualifications of shareholders having the rights to propose an agenda or make a nomination**

- (1) Being the shareholder(s) of the Company which can be either one shareholder or combined shareholders with the voting rights in aggregate.
- (2) Holding not less than 5% of the total voting rights of the Company.
- (3) Holding those shares as stipulated in 2. (2) on the date on which the agenda or the candidate is being proposed.
- (4) Holding those shares as stipulated in 2. (2) on the record date in order to determine the right of the shareholders to attend the AGM of that year.

Please note that, if, after the Company having checked the name of the shareholder(s) on the record date (as stipulated in 2. (4)) and it appears that such shareholder(s) in 2. (1) does not hold the shares as stipulated in 2. (2), the Company reserves the right not to propose the agenda or the candidate to the AGM for consideration even though they have been included in the notice of the AGM.

### **3. Documents and information for consideration**

The Company requires the persons exercising their rights to provide documentation and the following information:

- (1) Evidence showing the status of all shareholders jointly proposing an agenda:
  - Natural person: a certified true copy of the identification card (or a certified true copy of the passport in case of a foreigner).
  - Juristic person: a certified true copy of the affidavit (in case of a juristic person registered abroad, notary public certification is required) and certified true copies of the identification cards of the authorized directors (or certified true copies of the passport in case of foreign directors).
- (2) Evidence confirming the shareholding of all shareholders such as share certificate, certificate from a securities company or evidence from Thailand Securities Depository Co., Ltd.
- (3) Name, address, and telephone number of the shareholder proposing the matter (in case of more than one shareholder, information of all shareholders must be provided).
- (4) A statement as to whether the matter is proposed for acknowledgement, approval or consideration, together with the purpose and details of the proposed matter as well as beneficial information for consideration, reasons, issues for consideration, expected benefits for the Company and the shareholders.
- (5) Additional requirement documents for nominating a person to be elected as director(s):
  - (5.1) A written proposal must state the name of the nominated person to be elected as director(s).
  - (5.2) Provide a letter of consent from the person nominated to be elected as director(s), including the nominated person's personal profile (e.g. name, age, nationality, education, the Thai Institute of Directors Association (IOD) training and number of shares held in the Company), working references (e.g. current job position, directorship in other companies), working experience, contact address and telephone number along with relevant documents (e.g. proof of education, training) as well as statements providing consent and certifying that:
    - He/she is qualified as prescribed by law and ready to perform the duties in the capacity of the Company's directors.
    - Information and documentary evidence provided are true and accurate.
    - During the nomination process from the date of the letter of consent to the date the Company delivery of the shareholders meeting notification, he/she will not disclose the nomination to any person.
    - He/she will strictly comply with the selection process of the Company.

#### **4. Conditions for consideration**

##### **4.1 Proposing agenda**

Part 1 : Matters that will not be considered as agenda are as follows:

- (1) The qualifications of the proposed shareholders do not meet the criteria.
- (2) Matters relating to the Company's normal business and the facts referred to by the shareholders do not show any suspicious ground of irregularity of such matters.
- (3) Matters beyond the authority of the Company to proceed for accomplishing the purpose as intended.
- (4) Matters previously proposed by the shareholders to the meeting of shareholders during the last 12 months and approved by less than 10% of the total voting rights, whereby the facts have not materially changed from the previous proposal.
- (5) Other cases as prescribed by the Capital Market Supervisory Board.

Part 2 : The Company will consider incorporating an agenda proposed only if it is appropriate and beneficial to the Company and the shareholders.

##### **4.2 Nominating persons to be elected as director(s)**

- (1) A nominated person must have full qualifications according to the regulations of the Company's regulators and relevant laws, and any amendments as follows:
  - Securities and Exchange Act B.E. 2535 (1992)
  - Public Limited Companies Act B.E. 2535 (1992)
  - Financial Institutions Business Act B.E. 2551 (2008)
  - Notifications of the Securities and Exchange Commission
  - Notifications of the Bank of Thailand
  - Notifications of the Stock Exchange of Thailand
  - Charter and Criteria of the Company's Nomination and Remuneration Committee
- (2) A nominated person must have a wide variety of knowledge, capability, expertise, and experience in different fields which benefit his or her tenure as director and meet the requirements set for the elements of the structure of a board of directors that is in line with the Company's operational strategies. The skills matrix will be considered in the following aspects:
  1. Finance (economics, banking, investment, and capital market);
  2. Accounting (accounting, audit, and internal audit);
  3. Law (civil laws, commercial laws, criminal laws, and laws pertaining to legal execution);
  4. Information Technology;

5. Business Administration (AMC management (debt restructuring and real estate), strategic planning, marketing, and human resource management);
6. Innovation; and
7. Management in terms of GRC (Governance, Risk, and Compliance) which includes good corporate governance, risk management, compliance with regulations and laws, and information reporting and disclosure in accordance with rules set by regulators.

The Company is especially interested in candidates with skill, expertise, and experience in information technology, strategic planning, marketing, and innovation in order to prepare for changes in and adaptation to business operations, including existing and upcoming practices, in the digital era where new technology is adopted and challenges from business disruptions take place. This will additionally be the preparation for data management and utilization, for instance, AI or big data, based on the idea that data is the new oil. Being aware of the aforementioned challenges, the Company must recruit a director who will strengthen the board of directors. As for an independent director, he/she must have the qualifications as specified in the Company's Corporate Governance Code manual (Practice 3) which is published on the corporate website.

#### **5. Channel for submission**

Shareholders must send a proposal letter and information for consideration either in person or via registered post by 15 October 2021 (the postal stamp date) to the following address:

Company Secretary  
Bangkok Commercial Asset Management Public Company Limited, Head Office  
Office of Company Secretary  
12<sup>th</sup> Floor, 99 Surasak Road, Silom, Bangrak, Bangkok 10500

## **6. The Company's consideration procedures**

### Proposing agenda

The Audit Committee of the Company consisting of Independent Directors) will consider the matters proposed by the shareholders prior to submitting them to the Board of Directors. Matters agreed by the Board of Directors will be incorporated as meeting agenda in the Notification of the 2022 Annual General Meeting of Shareholders.

### Nominating persons to be elected as director(s)

The Nomination and Remuneration Committee of the Company will consider the nominated persons (together with other candidates as the Company finds appropriate) pursuant to the Company's nomination process then propose the qualified persons to the Board of Directors for consideration before nominating the names of such persons in the Notification of the 2022 Annual General Meeting of Shareholders for the shareholders' consideration.

**The Company's decision is considered final** and the Company will announce the result after the Board of Directors meeting in December 2021 via the Company's website.

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**Bangkok Commercial Asset Management Public Company Limited**

**Form to Propose AGM Agenda**

(1) I am (Mr./Mrs./Miss) \_\_\_\_\_, being the shareholder of Bangkok Commercial Asset Management Public Company Limited, holding \_\_\_\_\_ shares, residing at \_\_\_\_\_ Road \_\_\_\_\_ District \_\_\_\_\_ Province \_\_\_\_\_ Mobile Phone Number \_\_\_\_\_ Home/Office Phone \_\_\_\_\_ E-mail address (if any) \_\_\_\_\_

(2) I would like to propose the agenda of the Annual General Meeting of Shareholders of the year \_\_\_\_\_ Regarding \_\_\_\_\_ Objective  For approval  For consideration  For acknowledgment

(3) Proposal for consideration \_\_\_\_\_ and have supporting information beneficial for consideration (such as fact or reason etc.) as follows:  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

and other supporting documents (if any) have been enclosed and certified true copy at every page, \_\_\_\_\_ pages in total.

I certify that all information written in this Form, the evidence of shareholding, and other supporting documents are correct and affix the name as evidence below.

\_\_\_\_\_ Shareholder signature  
( \_\_\_\_\_ )  
Date \_\_\_\_\_

**Remarks** The shareholders must enclose the following evidence:

- (1) Natural person: a certified true copy of the identification card (or a certified true copy of the passport in case of a foreigner).
- (2) Juristic person: a certified true copy of the affidavit (in case of a juristic person registered abroad, notary public certification is required) and certified true copies of the identification cards of the authorized directors (or certified true copies of the passport in case of foreign directors).
- (3) Evidence confirming the shareholding of all shareholders such as share certificate, certificate from a securities company or evidence from Thailand Securities Depository Co., Ltd.
- (4) Name, address, and telephone number of the shareholder proposing the matter (in case of more than one shareholder, information of all shareholders must be provided).
- (5) A statement as to whether the matter is proposed for acknowledgement, approval or consideration, together with the purpose and details of the proposed matter as well as beneficial information for consideration, reasons, issues for consideration, expected benefits for the Company and the shareholders.

**Bangkok Commercial Asset Management Public Company Limited**

**Form to Nominate Director**

(1) I am (Mr./Mrs./Miss) \_\_\_\_\_, being the shareholder of Bangkok Commercial Asset Management Public Company Limited, holding \_\_\_\_\_ shares, residing at \_\_\_\_\_ Road \_\_\_\_\_ District \_\_\_\_\_ Province \_\_\_\_\_ Mobile Phone Number \_\_\_\_\_ Home/Office Phone \_\_\_\_\_ E-mail address (if any) \_\_\_\_\_

(2) I would like to nominate (Mr./Mrs./Miss) \_\_\_\_\_ Age \_\_\_\_\_ who is fully qualified in accordance with the criteria of the Company to be the director (the "Candidate"). The Candidate has been signed below as the evidence of consent. The curriculum vitae of the Candidate and other supporting documents (if any) have been enclosed and certified true copy in every page, \_\_\_\_\_ pages in total.

I certify that all information written in this Form, the evidence of shareholding, the evidence of consent and other supporting documents are correct and affix the name as evidence below.

\_\_\_\_\_ Shareholder signature

( \_\_\_\_\_ )

Date \_\_\_\_\_

(3) I am (Mr./Mrs./Miss) \_\_\_\_\_, the Candidate in (2), consent and certify that the qualifications and other documents submitted (if any) in (2) are correct and agree to adhere to the Good Corporate Governance of the Company, and affix the name as evidence below.

\_\_\_\_\_ Candidate signature

( \_\_\_\_\_ )

Date \_\_\_\_\_

Remarks The shareholders must enclose the following evidence:

- (1) Natural person: a certified true copy of the identification card (or a certified true copy of the passport in case of a foreigner).
- (2) Juristic person: a certified true copy of the affidavit (in case of a juristic person registered abroad, notary public certification is required) and certified true copies of the identification cards of the authorized directors (or certified true copies of the passport in case of foreign directors).
- (3) Evidence confirming the shareholding of all shareholders such as share certificate, certificate from a securities company or evidence from Thailand Securities Depository Co., Ltd.

- (4) Name, address, and telephone number of the shareholder proposing the matter (in case of more than one shareholder, information of all shareholders must be provided).
- (5) The nominated person to be elected as director must provide personal profile (e.g. name, age, nationality, education, the Thai Institute of Directors Association (IOD) training and number of shares held in the Company), working references (e.g. current job position, directorship in other companies, working experience), contact address and telephone number along with relevant documents e.g. proof of education, training, as well as statements providing consent and certifying that:
  - He/she is qualified as prescribed by law and ready to perform the duties in the capacity of the Company's directors.
  - Information and documentary evidence provided are true and accurate.
  - During the nomination process from the date of the letter of consent to the date the Company delivery of the shareholders meeting notification, he/she will not disclose the nomination to any person.
  - He/she will strictly comply with the selection process of the Company.