

**Criteria for Shareholders to Propose Agenda and Nominate Candidate to be Elected as Director
for the 2024 Annual General Meeting of Shareholders of Asian Alliance International Public Company Limited**

1) Objective

In order to enhance the good corporate governance regarding the rights and equitable treatment of shareholders, therefore, Asian Alliance International Public Company Limited (“the Company”) has given the opportunity to its shareholders to propose matter to be included as an agenda and/or nominate candidate to be elected as Director at the 2024 Annual General Meeting of Shareholder in advance, with reference to the criteria as described below.

2) Criteria

2.1 Qualification of the shareholders who wish to propose the agenda and/or nominate Director shall possess all qualifications as followed.

2.1.1 Being the shareholder of the Company holding minimum shares 5% of total paid-up share capital either by one or several shareholders combined.

2.1.2 Being the shareholders of the Company by the date the shareholder(s) propose the item on the agenda and/or nominate candidate to be elected as Director and must hold those shares as stipulated in 2.1.1 on the shareholder registration on the date specified by the Board of Directors (Record Date).

2.2 The related documents to be submitted to the company together with the form.

2.2.1 The evidence of shares’ held such as the certificate of shares’ held from securities company (broker) or any other certificates from Thailand Securities Depository Co., Ltd. with a signed certified true copy.

2.2.2 Shareholder Identification.

1) In case of person shareholder

- must require to enclose the signed certified copy of Shareholder Identification or passport (for foreigner).
- If a shareholder has changed their title, name, or surname, the copy of evidence of those changes must be enclosed and certified true copy.
- If there are several shareholders collectively proposing the agenda, all shareholders must fill in Form to Propose Agenda to the Annual General Meeting and/or Form to Nominate Director and affix their signatures and enclose the evidence of shareholding and identification of each of them. In this regard, all shareholders shall jointly appoint one of the shareholders as their contact person with the Company and fill in the contact person name in the Form. Any contact from the Company to such contact person shall be deemed that such is a contact with all shareholders.

2) In case of juristic person

- Must be required to enclose a copy of the company's affidavit which was issued not later than three months and certified true and correct by the authorized director(s) of that juristic entity and,
- A copy of identification card or passport (for foreigner) of the authorized director(s) who signed this form his/her signatures on such evidence.

3) Proposing an agenda

3.1 The Shareholder, fully qualified as in criteria 2.1 hereof, shall fill out the Form to Proposed Agenda for Annual General Meeting and Form to Nominated Qualified Candidate for Directorship, with other complete supplementary documents as required by the Company, indicating whether it is the matter proposed for information, for approval or for consideration, as the case may be.

3.2 For an efficient meeting, the Company reserves its right not to include the following a proposal as the meeting agenda

3.2.1 Matters defined in Section 89/28 of the Securities and Exchange Act B.E. 2535 amended by the Securities and Exchange Act (No. 4) B.E. 2021*

3.2.2 The proposal that violates to the law, rules, regulations of government agencies or other governing agencies or are not complied with the objective, the article of association, the shareholders' resolution, the good corporate governance of the Company.

3.2.3 The proposal that the Company has already operated.

3.2.4 The proposal that the information shareholders provided is incomplete or incorrect, or those who are unable to contact, or not comply with the Company's criteria.

3.2.5 The proposal that is beneficial for specific person or group.

Remarks *Matters defined in Section 89/28 of the Securities and Exchange Act (No. 4) B.E.2551 (Amended) are as follows.

- 1) The proposal does not comply with rules as specified in the first paragraph (A shareholder or shareholders who hold shares and have the right to vote amounting to not less than five percent of the total number of the voting rights of the Company).
- 2) The proposal is relevant to the ordinary business operation and the fact given by the shareholders does not indicate any reasonable ground to suspect the irregularity of such matters.
- 3) The proposal is beyond the Company's power to produce the proposed result.
- 4) The proposal was submitted to the shareholders meeting for its consideration within the previous twelve months and received the supporting votes of less than ten percent of the total number of the voting rights of the Company, unless the fact pertaining in the resubmission has significantly changed from that of the previous shareholders' meeting.
- 5) Any other cases as specified in the notification of the Capital Market Supervisory Board.

4) Proposing a candidate to be nominated as a director

4.1 Having the qualifications and none of any prohibited characteristics according to

4.1.1 The Public Company Act

4.1.2 The Securities and Exchange Act

4.1.3 The other relevant acts e.g. The Securities and Exchange Commission (SEC), The Capital Market Supervisory Board and The Stock Exchange of Thailand (SET)

4.1.4 The Company's Articles of Association

4.2 Being knowledgeable, capable, honest, good integrity and carry out the business ethically.

4.3 Having sufficient time to devote his (her) knowledge and capabilities for the Company.

4.4 Should not serve as director of more than 4 companies listed on SET (exclude the Company)

5) Period and channel for proposing the agenda and/or a candidate to be nominated as a director

The Shareholder who possesses qualification according to the criteria no.2 must submit the Form to Proposed Agenda for Annual General Meeting and/or the Form to Nominated Qualified Candidate for Directorship. The Company allows shareholders to submit proposals as mentioned above from 10 October 2023 - 31 January 2024 by submitting unofficially through Company Secretary's email address at AAI-Secretary@asianalliance.co.th before sending the original to the Board.

In this regard, the original with the shareholder's signature must delivered to the Company by January 31,2024 via registered mail in order for the Board of Directors to have sufficient time to consider the meeting agenda.

Send documents to

Company Secretary

Asian Alliance International Company Limited

55/2 Rama 2 Road, Bang Krachao Subdistrict, Mueang District,

Samut Sakhon Province 74000

6) Consideration Procedures for Proposing an agenda item and a candidate to be nominated as a director

6.1 Board of Directors will consider the appropriateness of the agenda to be proposed to the shareholders' meeting. If the proposed matter has been approved by the Board of Directors to be included as agenda of the shareholders' meeting, the Company will specify in the invitation as the agenda from the shareholders together with the opinion of the Board of Directors. If the proposed matter has not been approved by the Board of Directors, the Company will notify the shareholder proposing such agenda of the Board of Directors' resolution and reasons and notify the Annual General Meeting as a matter for acknowledgement.

6.2 The Nomination and Remuneration Committee will consider the appropriateness of a candidate to be nominated for the election as Director and further propose to the Board of Directors. The candidate shall possess qualification and do not have any prohibited characteristics as specified in criteria 4 unless the Board of Directors considers otherwise.

If the candidate has been approved by the Board of Directors, such candidate will be nominated for the election as Director at the shareholders' meeting and the Company will specify in the invitation as the Director nominated by the shareholders together with the opinion of the Board of Directors.

If the candidate has not been approved by the Board of Directors, the Company will notify the shareholder nominating such candidate of the Board of Directors' resolution.

Proposed Agenda for 2024 Annual General Meeting

Date

1. General Data

Name (Mr./Mrs./Miss)

Place of work

Contact Address:

Phone No. Fax No.

E-mail address.....

2. Number of Shareholding shares as at

3. Proposed Agenda

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Objective For Consideration For Acknowledgement For Approval

Details including reasonable supporting and supporting documents (if any)

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Attachment With Attachments Without Attachment

4. Required Supplementary Documents to be Submitted by Shareholder with This Form

4.1 The evidence of shareholding, i.e., the certificate of shares held issued by securities companies or any other certificates from Thailand Securities Depository Co., Ltd., or the Stock Exchange of Thailand or custodian, or Securities Paper and certified true copies by such shareholder

4.2 The evidence of Identification

- 1) Natural person: copy of valid identification card / passport (in case of non-resident); attached with certifying signatures of the authorized signatories
- 2) Juristic person: copy of the company's affidavit and copy of valid identification card or passport (in case of non-residents) of authorized signatories who signs this form, attached with certifying signatures of the authorized signatories

I certify that all information written in this form, the evidence of shares held, and other support documents are correct and affix the name as evidence below and I give my permission to company disclose such information and supporting document as stated above.

..... Shareholder's Signature
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Nominated Qualified Candidate for Directorship in the 2024 Annual General Meeting

Date

1. General Data

Name (Mr./Mrs./Miss)

Place of work

Contact Address:

Phone No. Fax No.

E-mail address.....

2. Number of Shareholding **shares as at**

3. I would like to nominate

(Mr./Mrs./Miss) Agewho is

fully qualified in accordance with the criteria of the company to be the director and does not possess any forbidden qualifications according to the Company’s criteria and agree to practice in compliance with the Company’s Good Corporate Governance.

4. Required Supplementary Documents to be Submitted by Shareholder with This Form

4.1 The evidence of shareholding, i.e., the certificate of shares held issued by securities companies or any other certificates from Thailand Securities Depository Co., Ltd., or the Stock Exchange of Thailand or custodian, or Securities Paper and certified true copies by such shareholder

4.2 The evidence of Identification

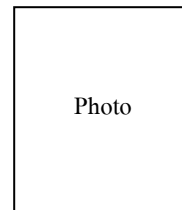
- 1) Natural person: copy of valid identification card / passport (in case of non-resident); attached with certifying signatures of the authorized signatories
- 2) Juristic person: copy of the company’s affidavit and copy of valid identification card or passport (in case of non-residents) of authorized signatories who signs this form, attached with certifying signatures of the authorized signatories

I certify that all information written in this form, the evidence of shares held, and other support documents are correct and affix the name as evidence below and I give my permission to company disclose such information and supporting document as stated above.

..... Shareholder’s Signature

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Bio-data of Nominated Qualified Candidate for Directorship



1. General Information of the candidate

Name-Surname (Thai)

Name-Surname (English)

Date of Birth..... Age Year Nationality

Passport No.Expire Date

Spouse's Name.....

(Maiden Name.....)

Number of Children

Name AgeYear Place of work

Name AgeYear Place of work

Name AgeYear Place of work

Name AgeYear Place of work

Name AgeYear Place of work

2. Current Address

Business Address

Name.....

No..... Moo..... Soi Road.....

Sub-District..... District..... Province

Postcode TelE-mail address.....

Home Address

Name.....

No..... Moo..... Soi Road.....

Sub-District..... District..... Province

Postcode TelE-mail address.....

Overseas Address (only for a non-resident, please specify overseas contact address)

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3. Professional Background

Education

<u>Institution</u>	<u>Degree and Major Subject</u>	<u>Year of Graduation</u>
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Training/Seminar Course related to Directorship

<u>Course</u>	<u>Organizer</u>	<u>Year of Attendance</u>
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Work Experience five years backward

<u>Year</u>	<u>Organization</u>	<u>Type of Business</u>	<u>Position</u>
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4. Shareholding in Asian Alliance International Public Company Limited as at the date of nomination.

Date

Common Sharesshares

Spouse’s Common Share Holding Shares

Minor children

1) Name..... holds common share shares

2) Name..... holds common shareshares

3) Name..... holds common shareshares

4) Name..... holds common shareshares

5) Name..... holds common shareshares

5. Required documents certified by nominated candidates

- 1) Copy of Identification Card
- 2) Copy of House Registration
- 3) Passport (for foreigners)
- 4) Copy of Education Certificate
- 5) Reference Letter from a present or latest company

I (Mr./Mrs./Miss) Give consent and information as stated above for the nomination and appointment as the Company’s director and I hereby represent and warrant that all information and supplementary documents are true and complete, and I hereby give my permission to Asian Alliance International Public Company Limited to disclose such information and supplementary documents.

..... Candidate’s Signature

(.....)

Date.....