



## **Criteria for Shareholders to propose Annual General Shareholders' Meeting (AGM)**

### **Agenda and Director Nominee in advance for the AGM of the year 2020**

#### **1. Intention**

According to the Good Corporate Governance Policy on the rights and equitable treatment of all shareholders, the Board of Directors of Global Green Chemicals Public Company Limited ("the Company") invites shareholders to propose any important matter and truly benefit to the Company as agenda(s) for the 2020 Annual General Shareholders' Meeting ("the Agenda") and Director Nominee prior to the meeting. The criteria are as follows:

#### **2. The Qualification of Shareholder**

Shareholder who wishes to propose the agenda and/or director nominee must possess qualifications according to the criteria as follows:

- 2.1 Being the shareholder of the Company which can either be one shareholder or combined shareholders at the date of proposing the agenda or director nominee.
- 2.2 Holding minimum shares not less than 4% of the total voting shares.

#### **3. Proposal of the Agenda**

##### **3.1 Condition for Consideration**

The proposal that will not be placed on the agenda:

- (1) The proposal that violates applicable laws, announcements, rules and regulations of the government agencies, or regulatory or involved agencies, or actions not in compliance with the objectives and the Company's articles of association, the resolution of shareholders' meeting and the Good Corporate Governance of the Company.
- (2) The proposal that is beneficial for specific person or group of persons.
- (3) The proposal lying under management authority of the Company, except the ones causing material impacts on shareholders in general.
- (4) The proposal that the Company has already implemented.
- (5) The proposal that is beyond the control of the Company.
- (6) The proposal from shareholders who are not fully qualified as specified in Section 1 and whose information provided is incomplete or incorrect, or from shareholders who are unreachable.

## **Consideration / Procedures**

### **3.2 Proposal of the Agenda :**

- (1) The Company Secretary will initially gather/review the proposal as set by the criteria and act according to the Company procedure before proposing to the Company's Board of Directors for consideration.
- (2) The proposal approved by the Company's Board of Directors will be included in the agenda of the AGM notice, as agenda proposed by shareholders.

The Company's Board of Directors will consider the appropriate of proposal proposed by shareholders. In this regards, the Board's resolution is final. For the agenda and director nominee disapproved by the Board, the Company shall notify the shareholders in the meeting.

## **Supporting Documents required for Proposal of the Agenda**

### **3.3 Supporting Documents**

- (1) Form for Proposing Agenda in Advance for the Annual General Shareholders' Meeting of the year 2020

If combined shareholders wish to propose the agenda, all of them must fill out the form and sign or affix their names as evidence. Then gathered each of these forms into one set, each set for one proposal.

In addition, all combined shareholders must fill out a name of a person who will be their consent. In this regard, any contacts between the Company and the consent means the ones between the Company and all signed combined shareholders.

- (2) Certified true copies of other supporting documents beneficial for the Board's consideration (if any).

## **4. The Nomination of Director**

### **4.1 Director Qualifications**

The Company will consider the director nominee who must possess the following qualifications:

- (1) Being fully qualified and not be prohibited according to:
  - The Public Company Act
  - The Securities and Exchange Act
  - The Securities and Exchange Commission
  - The Capital Market Supervisory Board
  - The Stock Exchange of Thailand

- The Cabinet's Resolutions
  - The Company's Article of Association
  - The Good Corporate Governance Policy of the Company
- (2) Not over 70 years old
- (3) Having the knowledge, skills, and experiences in the fields that are advantageous to their role as a Director, beneficial to the composition of the Board, and complementary to our business strategies. These possible nominees are considered against a skill matrix such as in engineering, energy, petroleum/petrochemical/chemical, refinery, legal, accounting and finance, audit, international business, management, capital markets, economic, national security, corporate governance. The skill matrix helps find the right Director whose skills, when combined with the others', will prove benefit to our operations.
- (4) Dedicating time and effort to the discharge of duties as per his/her responsibility

#### **4.2 Independent Director Qualifications**

Having the qualification according to the Company's definition of "Independent Director", as posted on our website.

### **Consideration/Procedures**

#### **4.3 Nomination of the Director:**

- (1) The Company Secretary will initially gather/ review the correctness and completeness of information and qualifications of director nominee and proceed according to the Company procedures before proposing to the Remuneration and Nomination Committee and the Company's Board of Directors for consideration.
- (2) The name of nominee approved by the Board of Director along with the Board opinion will be included in the agenda of the AGM notice, as nominee proposed by shareholders.

The Company's Board of Directors will consider the appropriate of proposal proposed by shareholders. In this regards, the Board's resolution is final. For the agenda and director nominee disapproved by the Board, the Company shall notify the shareholders in the meeting.

## **Supporting Documents required for Proposal of Director Nominee**

### **4.4 Supporting Documents**

- (1) Form for Proposing Director Nominee for the Annual General Shareholders' Meeting of the year 2020

If combined shareholders wish to propose name of nominee for the Company's Board of Directors, all of them must fill out the form and sign or affix their names as evidence. Then gathered each of these forms into one set, each set for one nominee.

In addition, all combined shareholders must fill out a name of a person who will be their consent. In this regard, any contacts between the Company and the consent means the ones between the Company and all signed combined shareholders.

- (2) Nominee Profile, signed by the nominee himself/herself.
- (3) Certified true copy of relevant documents such as evidence of education qualifications, working/training experiences, and evidence of shares held.
- (4) Certified true copies of other supporting documents beneficial for the Board's consideration (if any).

## **5. Supporting Documents**

Shareholders are required to submit supplementary documents with the proposal as follows:

- 5.1 **The Evidence of Shareholding**, i.e. certificate of shares held issued by Securities Companies or any other certificates from the Stock Exchange of Thailand or Thailand Securities Depository Co., Ltd

- 5.2 **The Evidence of Combined Shareholders:**

- (1) **Natural persons** : A certified true copy of valid identification card / passport (in case of non-residents).
- (2) **Juristic persons** : A certified true copy of its company registration documents, valid identification card / passport (in case of non-residents) with certified signatures of the authorized signatories.

## **6. Channels for Submission of Proposal**

In order to facilitate shareholders, unofficial sending proposal through the Company is allowed before sending an official letter to the Board of Directors. Channels for submission of proposal are as follows:

- 6.1 Sending the unofficial proposal through fax : 0 2558 7300 or Email Address:

[CorporateGovernance@ggcplc.com](mailto:CorporateGovernance@ggcplc.com) or through the Company's website at [www.ggcplc.com](http://www.ggcplc.com)

- 6.2 Sending the official proposal together with supporting documents beneficial for the Board consideration must be delivered to the Company within December 31, 2019 to:

Corporate Affairs and Corporate Secretary Department  
Global Green Chemicals Public Company Limited  
555/1 Energy Complex, Building A, 4<sup>th</sup> Floor,  
Vibhavadi Rangsit Road, Chatuchak, Bangkok 10900, Thailand

- 6.3 For further information required please contact Corporate Affairs and Corporate Secretary Department Tel.0 2558 7310, 02558 7304 or email: [CorporateGovernance@ggcplc.com](mailto:CorporateGovernance@ggcplc.com)

**7. Deadline for proposal submission** from now until December 31, 2019

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