



**Criteria for Proposing Agenda Items and Director Candidates
for the 2027 Annual General Meeting of Shareholders
TQR Public Company Limited**

1. Objective

In order to promote good corporate governance and fair and equal treatment for all shareholders, TQR Public Company Limited (the “**Company**”) provides shareholders with an opportunity to propose agenda items and candidates to be elected as directors in advance for the 2027 Annual General Meeting of Shareholders (the “**AGM**”), with the following criteria:

2. Criteria

2.1 The qualifications of shareholder

Shareholders who have the right to propose the agenda and/or propose a list of persons to be elected as directors of the Company in advance at the 2027 Annual General Meeting of Shareholders must have the following qualifications and not have any prohibited characteristics :

2.1.1 One or more shareholders who hold shares of the Company and have voting rights totaling not less than 5 percent of the total voting rights of the Company.

2.1.2 Holding shares continuously from the date of holding shares until the date of proposing the agenda of the meeting and/or proposing persons to be elected as directors of the Company for no less than 12 months and must hold shares until the date of the annual general meeting of shareholders.

2.2 The supporting documents that shareholders must attach with the “Agenda Proposal Form for 2027 Annual General Meeting of Shareholders” and/or “Director Nomination Form for 2027 Annual General Meeting of Shareholders” are as follows:

2.2.1 Evidence of shareholding includes share certificates or shareholding certificates from a securities company (Broker) or from the Thailand Securities Depository Co., Ltd. In the case of copies, please certify true copy.

2.2.2 Proof of Identity

(A) In the case where the shareholder is an individual

- A copy of the shareholder's valid ID card or government official ID card or driver's license or passport (in the case of a foreigner) with a certified true copy.



- A copy of evidence of change of title, name, and surname, with a certified true copy, in the event of a change of title, name, or surname.

- In the case of an agenda proposed by several shareholders, each shareholder shall complete his/her details and sign the “Agenda Proposal Form for 2027 Annual General Meeting of Shareholders” and/or the “Director Nomination Form for 2027 Annual General Meeting of Shareholders”, including evidence of shareholding and identification documents of each shareholder in full. In this regard, fill in the name of the shareholder whom each shareholder has designated as a representative to be a contact person, and the Company’s contact with such designated person shall be considered as contacting all shareholders.

(B) In the case where the shareholder is a juristic person

- A copy of the company’s Affidavit, not older than 3 months, certified true copy by authorized person of that juristic person.

- A copy of the valid national ID card or government official ID card or driver's license or passport (in the case of a foreigner) of the authorized person of the juristic person, with a certified true copy.

3. Proposal of the agenda

3.1 Shareholders who meet the criteria in Section 2.1 can propose the agenda for the shareholders' meeting by filling out the “Agenda Proposal Form for 2027 Annual General Meeting of Shareholders” together with complete related supporting documents, clearly stating whether it is a matter to be proposed for acknowledgement, consideration or approval, as the case may be.

3.2 In order for the meeting to proceed effectively, the Company reserves the right not to include the following matters as an agenda for the shareholders' meeting:

(1) The proposal that deals with the matter in the ordinary cause of business of the Company and the information referred to by the shareholder(s) does not indicate any irregularity.

(2) The proposal that is beyond the control of the Company.

(3) The proposal that the shareholders proposed in the shareholders’ meeting during the past 12 months and was voted in favor by less than 10% of total voting rights of the Company and the facts of the said matter have not been changed in a material manner.

(4) The proposal that is not beneficial to the Company's operations and other matters that the Board of Directors has considered and sees as unnecessary to include in the agenda, in which the Board of Directors will have appropriate reasons and be able to explain to shareholders.

(5) The proposal proposed by shareholders who are not fully qualified, provide incomplete information or documents, or are not submitted within the specified time frame.

(6) The proposal that is beneficial only to a specific person or group.

(7) The proposal that is routine affairs or is under the authority of the Board of Directors, except in cases that cause a significant negative impact on shareholders as a whole.

(8) The proposal that violates the laws, rules, regulations of any government agencies or other government authorities supervising the Company or is not in compliance with the objectives, the Articles of Association, the shareholders' resolution, the Good Corporate Governance of the Company.

(9) The proposal which is normally required by law to be considered by the shareholders' meeting and which the Company has set as an agenda for every meeting.

3.3 The Board of Directors will consider the appropriateness of the agenda to be presented at the shareholders' meeting. The proposal approved by the Board of Directors will be included in the agenda of the shareholders' meeting. The Company will notify in the invitation letter to the shareholders' meeting that they are agendas set by the shareholders and specify the opinions of the Board of Directors. The proposal not approved by the Board of Directors will be announced as matters for acknowledgement in the shareholders' general meeting and explain the reasons why the Board of Directors did not include such matters on the agenda.

4. Nomination of persons to be elected as directors of the Company

4.1 The qualifications of persons nominated for election as directors of the Company are as follows:

(1) Have complete qualifications and does not have prohibited characteristics according to the Public Limited Company Act, the Securities and Exchange Act, and other laws related to the good corporate governance of the Company.

(2) The persons with knowledge and skills who are beneficial to the Company.

(3) Have sufficient time to perform duties effectively.

(4) Should not hold a director position in more than 4 listed companies on the Stock Exchange of Thailand (excluding the Company).

4.2 The Nomination and Remuneration Committee will consider the suitability of the persons nominated for election as directors to be proposed to the Board of Directors. The persons approved by the Board of Directors will be included in the list of persons nominated by the shareholders at the shareholders' meeting, along with the opinions of the Board of Directors. For the persons not approved by the Board of Directors, the Company will send a letter to inform the shareholders who nominated the persons of the resolution of the Board of Directors' meeting.



5. Period and channels for submitting the proposed agenda items and/or names of persons to be elected as directors of the Company

Shareholders who meet the qualifications under Section 2.1 must complete the “Agenda Proposal Form for 2027 Annual General Meeting of Shareholders” and/or the “Director Nomination Form for 2027 Annual General Meeting of Shareholders” together with the required supporting documents and send them to the Company. They may send the matter unofficially to the e-mail address: info@tqr.co.th attention to the Company Secretary before sending the original to the Board of Directors later. In this regard, the shareholders must send the original of the above-mentioned documents with their signatures as evidence to the Company between October 1, 2026 and December 31, 2026 via registered mail to allow the Board of Directors sufficient time to consider the agenda.

Company Secretary

TQR Public Company Limited

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