



**Criteria for Shareholders to propose Nomination of Director for Annual General Meeting of Shareholders for the year 2022**

**1. Objective**

In order to promote the corporate good governance and that the shareholders and stakeholders can be obtained properly, fairly and sustainable benefited. The company has Granting shareholders the right to propose the nominee director is considered as part of the Company's Good Corporate Governance with the purpose of equal and fair treatment of all shareholders.

**2. Qualifications of Shareholders**

A shareholder or shareholders who hold shares and have the right to vote in the aggregate amount of not less than 5 percent of the total shares with voting rights of the Company may submit a written nomination of candidate to be director of the Company.

**3. Duration of the proposal**

1 October – 31 December 2020.

**4. Nominee Director's Qualification**

- 4.1 The Directors must be highly qualified and hold no characteristics prohibited under the Public Limited Company Act, B.E. 2535 and the Securities and Exchange Act, B.E. 2551. or any other relevant laws regarding characteristics and scope of operations of the Company's directors.
- 4.2 Professional ethics and excellent career profile.
- 4.3 Knowledge or experience in business administration, especially in electronics, telecommunications, finance and accounting or any other areas, as the board deems appropriate.
- 4.4 Able to participating in all board's meetings and shareholders' meetings (except in case of emergency).
- 4.5 Other qualifications that the board may later consider appropriate or are required by law.
- 4.6 The candidate holds directorship not more than 5 listed companies which may not be able to dedicate time as the Company's director efficiently.
- 4.7 Any event exists or occurs, as the board may deem fit.

**5. Conditions and procedures for consideration**

- 5.1 The shareholder shall completely in Director Nomination form for shareholders right to nominate director For Annual General Meeting of Shareholders for year 2022 present to the Board of Director send to the Company Secretary within December 31, 2021 and submit via E-mail or Post Office.
- 5.2 In case several shareholders qualified, each shareholder must individually fill in and sign the form respectively. All original forms and certified copies of documents should be gathered into one set and send to the Company as duration of the proposal as above.
- 5.3 The Company Secretary will gather all documents to consider submission to the Board of Directors.
- 5.4 In case of incomplete or incorrect information, the Company Secretary will notify to shareholders within January 8, 2022. If there is no correction and return the original by January 15, 2022 (if this falls on the holiday, the date shall postpone to the prior working day), the Company Secretary will send the letter to shareholders to annul such subject.



- 5.5 In case the nominated candidate do not meet the criteria 4, the Company Secretary will send the letter to shareholders to annul such subject within January 15, 2022.
- 5.6 The board's meeting will consider and approve selecting the candidate by the majority votes on the basis of the following criteria:
- 1) The candidate must have the basic qualifications as specified above.
  - 2) The candidate must have the appropriate potentials which, in the board's opinion, can help improve the efficiency of the board's performance. The board has the discretion to determine the appropriate position for the candidate.
  - 3) After the candidate's qualifications are approved by the board's resolution, the board will propose that candidate at the shareholders' meeting for approval according to the Company's articles and association. For the candidate disapproved by the Board, the Company shall inform the shareholders through the Company's website at [www.adb.co.th](http://www.adb.co.th)
- 5.7 The board may refuse to consider appointing the candidate if
- 1) The nomination is not in compliance with specified rules.
  - 2) The candidate is unqualified according to the basic criteria set above.
  - 3) The documents required from the candidate are not completed and/or submitted later than the set schedule.
  - 4) The candidate does not consent to his/her nomination.
- 5.8 For further information, please contact the Company Secretary, Tel.0-2709-4040 Ext.1097-1099.

#### **6. Documents for consideration**

- 6.1 The shareholder who possesses qualification according to no.2 of the criteria must submit the **“Director Nomination form for shareholders right to nominate director For Annual General Meeting of Shareholders for year 2022”** to the Board of Directors with the follows document;
- 1) Profile of the candidate indicating career background, and personal data of the candidate in the set template, Profile of Nominated Director **“Information form of the person nominated for consideration as the Company's director”** which is available on the Company's website at [www.adb.co.th](http://www.adb.co.th).
  - 2) Certified true copy of identification card or passport and house registration.
  - 3) Certified true copy of education certificates The Company may request for additional documents later.
- 6.2 All documents could be sent in advance through e-mail [adb-cs@adb.co.th](mailto:adb-cs@adb.co.th), and the original must be delivered to the Company within December 31, 2021 (According to the date stamped Post office to the specified destination), Send the registered mail to Company Secretary at **Applied DB Public Company Limited address no.252 Moo 4, Sukhumvit Road, Prakasa, Muang, Samutprakarn, 10280.**
- 6.3 In case several shareholders have fully qualification as specified in section 3 and propose altogether as Director for consideration. All shareholders will need to fill in a single form **“Director Nomination form for shareholders right to nominate director For Annual General Meeting of Shareholders for year 2022”** along with all signatures and attachment of all relevant completely documents, as defined and gathered to the same set for sending to the Company.



**The Director Nomination form for shareholders right to nominate director For Annual General Meeting of Shareholders for year 2022**

1. (1) I am (Mr./Mrs./Miss).....being the shareholder  
of Applied DB Public Company Limited, holding shares, residing at.....:  
Road.....Sub-District.....:  
District,.....Province.....Mobile Phone.....:  
Home/Office Phone.....E-mail (if any).....:

(2) I am (Mr./Mrs./Miss).....being the shareholder  
of Applied DB Public Company Limited, holding shares, residing at.....:  
Road.....Sub-District.....:  
District,.....Province.....Mobile Phone.....:  
Home/Office Phone.....E-mail (if any).....:

(3) I am (Mr./Mrs./Miss).....being the shareholder  
of Applied DB Public Company Limited, holding shares, residing at.....:  
Road.....Sub-District.....:  
District,.....Province.....Mobile Phone.....:  
Home/Office Phone.....E-mail (if any).....:

2. I would like to nominate (Mr./Mrs./Miss).....Age.....Years,  
who is fully qualified in accordance with the criteria of the Company to be the director. The nominee agrees and certifies that the information provided in Form C (Director Nomination Form) and other supporting documents (if any) have been enclosed and certified true copy on every page,.....pages in total.

I certify that all information written in this Form to Nominate Director, the evidence of shares' held, the evidence of consent and other support document are correct and affix the name as evidence below:

.....Shareholder's  
(.....)  
Date.....:

.....Shareholder's  
(.....)  
Date.....:

.....Shareholder's  
(.....)  
Date.....:



3. I am (Mr./Mrs./Miss).....the nominee director in 2, consent and certify that the qualification and other documents (if any) in 2 of the Criteria for Minority Shareholders to propose Nominee Director is correct, agree to adhere to the Good Corporate Governance of the Company, and affix the name as evidence below.

.....Nominee Director's  
(.....)  
Date.....

**Remarks ;**

1. Required supporting documents that must be submitted along with Director Nomination Form
  - 1.1 Proof of share ownership such as certified letter from Securities Company, other evidence from the Stock Exchange of Thailand (SET) or Thailand Securities Depository Co., Ltd (TSD) or custodian.
  - 1.2 Proof of Identity
    - **Individual shareholder** must submit a certified true copy of the identification card or passport (for foreigner)
    - **Juristic shareholder** must submit certified true copies of the corporate affidavit and identification card or passport (for foreigner) of the authorized director who has signed his/her name in Director Nomination Form
    - **In case shareholders have their title, name, or surname changed**, the copy of evidence of those changes must be enclosed and certified true copy.
2. In case several shareholders have unified to nominate a director, all shareholders must fill Director Nomination Form and affix their names as evidence separately then gather each of this form together into one set.
3. ADB may drop the proposal if founded that information provided is incomplete or incorrect; or those shareholders cannot be contacted; or director nominees are not considered fully qualified.
4. Shareholders may complete and send this Director Nomination Form unofficially in advance to the Company via facsimile at 02-709-4397 or through the Company email address at adb-cs@adb.co.th However, the original is required to be submitted to the Company within 31 December 2021 in order to allow the Board of Directors to consider the nominee's qualified in accordance with the set criteria and propose to the AGM.



**Information form of the person nominated for consideration as the Company's director**

**1. General Information:**

- (1) Name-Surname  
(Thai).....  
(English).....
- (2) Date of Birth..... Age..... Year Nationality.....  
Passport No..... Spouse's Name.....  
Maiden Name (if any)..... Number of Children.....  
Name..... Age....., Place of Work.....  
Name..... Age....., Place of Work.....  
Name..... Age....., Place of Work.....  
Name..... Age....., Place of Work.....

**2. Current Address**

- Resides at..... Road..... Tambol/Khwaeng.....  
Amphur/Khet..... Province..... Mobile Phone.....  
Home/Office Phone..... E-mail (if any).....

**3. Education**                       Bachelor degree                       Higher

Educational	Major	Name of Institution Degree	Course Year

(Please attach a transcript)

**4. Training programs held by the Thai Institute of Directors Association (IOD)**

Curriculum name	Year
<input type="checkbox"/> Director Certification Program (DCP)	.....
<input type="checkbox"/> Director Accreditation Program (DAP)	.....
<input type="checkbox"/> Audit Committee Program (ACP)	.....
<input type="checkbox"/> The Role of Chairman (RCM)	.....
<input type="checkbox"/> Finance for Non-Finance Director (FN)	.....
<input type="checkbox"/> Others (Please indicate)	.....

**5. Current Position (Please provide all current positions)**

Year	Company	Type of Business	Position



**6. Work Experience (at least for the past 5 years)**

Company	Position	Type of Business	Period (from - to)

**7. Shareholding in Applied DB Public Company Limited**

Nomination of candidate to be director of the Company, shareholding..... Shares

Spouse's Shareholding..... Shares

Minor children;-

(1) Name ..... holds share..... Shares

(2) Name ..... holds share..... Shares

(3) Name ..... holds share..... Shares

**8. Other Prohibited Characteristics**

(1) Has been subject to the court's receiving order or declared by any court as an insolvent person, an incompetent or a quasi-incompetent person.

Yes  No

(2) As has been named by the Stock Exchange of Thailand as a disqualified person to serve as the executives of listed company in accordance with Rule of the Stock Exchange of Thailand.

Yes  No

(3) Has been denounced or has been tried in any criminal proceedings instituted by authorities in the offences of unfair trading practices in securities or derivatives, or fraudulent or dishonest management.

Yes  No

(4) Is being barred from serving as company's executive by foreign authority.

Yes  No

(5) Was convicted by the court's final judgment or fined on any count of offenses as specified in (3)

Yes  No

(6) Direct and indirect interest in the Company, its subsidiary, affiliate another company which is a party to a contract made with the Company

have .....

No have

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 Applied DB Public Company Limited to disclose such information and supplementary documents.

.....Nominee Director's

(.....)

Date.....