

- Translation -

**The Right of Shareholders to Propose Agenda for the Annual General Meeting
and Nominate Persons to be Elected as Director in Advance**

Objectives

To promote the right and equitable treatment of shareholders in accordance with good corporate governance principles, SAAM Development Public Company Limited (the “Company” or “SAAM”) gives shareholders the opportunity to propose agenda and nominate persons to be elected as director for the 2023 Annual General Meeting in advance. The Company has defined the following guidelines to ensure all agenda items proposed are of benefit to the Company and persons nominated are qualified with regards to relevant laws and regulations for consideration by the Board of Directors and proposed to the Annual General Meeting later on.

Guidelines for Proposing Agenda and Nominating Persons to be Elected as Director in Advance

(1) Shareholder Qualifications

Shareholders who would like to propose agenda for the Annual General Meeting or propose persons to be elected as director must possess the following qualifications.

- ☐ Being the shareholder of the Company holding a minimum of 5% of total shares with voting rights (equivalent to 15,000,000 shares), which can either be owned by 1 shareholder or an aggregate of many shareholders

(2) Agenda Proposal

Shareholders who meet qualifications specified in (1) of this guideline can propose agenda for the Annual General Meeting by following the procedure below.

- ☐ Fill out the “2023 Annual General Meeting Agenda Proposal Form” (Attachment 1), in doing so, the shareholder who proposes the agenda certifies that all information and attached documents are accurate and complete, and permits the disclosure of the information or supporting documents
- ☐ Deliver all documents to the Company by 31 December 2022 to the below address; in case of hand delivery by shareholder or other designated person, the documents must be delivered on working days during office hours from 9.00-18.00 hrs. and in case of delivery by registered mail, the Company will only accept documents postmarked no later than 31 December 2023

Company Secretary
SAAM Development Public Company Limited
Major Tower Thonglor, Room No. 2.2, 10th Floor,
141 Soi Sukhumvit 63 (Ekamai), Sukhumvit Road,
Klongton Nua, Wattana, Bangkok 10110

Criteria in Evaluating Proposed Agenda

To ensure efficiency during the Annual General Meeting, the Board of Directors will evaluate the appropriateness of the agenda proposed by shareholders who meet qualifications specified in (1). The Company reserves the right to consider only proposal forms which have been fully filled out, contain adequate supporting documents, and delivered in the stipulated manner as set forth in this guideline. The following proposed agenda items will not be included as an Annual General Meeting agenda.

- ☐ Matters that are against laws and regulations of governing agencies or not in line with shareholders' resolution
- ☐ Matters proposed for personal benefits or special benefits for a particular group of people not beneficial to the Company
- ☐ Matters within the scope of authority of the Board of Directors unless if possible significant damage could arise and impact shareholders
- ☐ Matters which the Company has already taken action
- ☐ Matters beyond the authority of the Company

The decision of the Board of Directors is considered final. In case many shareholders propose the same or related agenda items, the Board of Directors may choose to combine them into one agenda item. Agenda proposals approved by the Board of Directors will be included as agenda in the invitation to the Annual General Meeting, and the Company will inform shareholders whose agenda proposals have not been approved after the Board of Directors' Meeting.

(3) Nomination of Persons to be Elected as Director

Shareholders who meet qualifications specified in (1) of this guideline can propose persons to be considered for election as director by following the procedure below.

- ☐ The shareholder who would like to nominate a person to be considered for election as director must fill out the "2023 Annual General Meeting Director Nomination Form" (Attachment 2), in doing so, the shareholder who nominates a person to be elected as director certifies that all information and attached documents are accurate and complete, and permits the disclosure of the information or supporting documents
- ☐ The person being nominated as a director must fill out the "Applicant's Curriculum Vitae" (Attachment 3), in doing so, the nominee consents to be nominated for directorship and certifies that all information and attached documents are accurate and complete, and permits the disclosure of the information or supporting documents
- ☐ Deliver all documents to the Company by 31 December 2022 to the below address; in case of hand delivery by shareholder or other designated person, the documents must be delivered on

working days during office hours from 9.00-18.00 hrs. and in case of delivery by registered mail, the Company will only accept documents postmarked no later than 31 December 2022

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Persons whose names have been approved by the Board of Directors for election as director will be included in the agenda on director election in the Annual General Meeting. For nominees whose names are not approved, the Company will inform shareholders who have nominated after the Board of Directors' Meeting.

Attachments

Attachment 1: 2023 Annual General Meeting Agenda Proposal Form

Attachment 2: 2023 Annual General Meeting Director Nomination Form

Attachment 3: Applicant's Curriculum Vitae

2023 Annual General Meeting Agenda Proposal Form

Date _____

First - Last Name of Shareholder _____

Address _____

Telephone _____ Fax _____

E-mail _____

Number of Shares Owned _____ shares

Agenda Proposed _____

Objective ☐ For consideration ☐ For acknowledgement ☐ For approvalDetails ☐ No supporting documents ☐ Has supporting documents, certified on every page

Please state matter of facts and reason for agenda _____

I hereby certify that the information and attached supporting documents are accurate and complete, and permit the disclosure of the information or supporting documents by the Company.

Sign _____ Shareholder

(_____)

Remarks**Required supporting documents that must be submitted along with the 2023 Annual General Meeting Agenda Proposal Form**

- ☐ Proof of identity
 - Natural persons (individuals) must submit a certified copy of the national identification card or passport (in the case of foreigners).
 - Juristic persons (legal entities) must submit certified copies of the corporate affidavit and national identification card or passport (in the case of foreigners) of the director who signs the form on behalf of the entity.
- ☐ Proof of share ownership such as a certified letter from a securities company or other evidence from the Stock Exchange of Thailand (SET), Thailand Securities Depository Company Limited (TSD), or custodian

2023 Annual General Meeting Director Nomination Form

Date _____

First - Last Name of Shareholder _____

Address _____

Telephone _____ Fax _____

E-mail _____

Number of Shares Owned _____ shares

I hereby propose that (Mr. / Mrs. / Ms. / _____) _____

is considered for election as a director of SAAM Development Public Company Limited. The nominee agrees and certifies that information provided in the "Applicant's Curriculum Vitae" and the attached supporting documents are accurate, and permits the disclosure of the information or supporting documents by the Company.

Sign _____ Shareholder

(_____)

Remarks**Required supporting documents that must be submitted along with the 2023 Annual General Meeting Director Nomination Form**☐ Proof of identity

- Natural persons (individuals) must submit a certified copy of the national identification card or passport (in the case of foreigners).
- Juristic persons (legal entities) must submit certified copies of the corporate affidavit and national identification card or passport (in the case of foreigners) of the director who signs the form on behalf of the entity.

☐ Proof of share ownership such as a certified letter from a securities company or other evidence from the Stock Exchange of Thailand (SET), Thailand Securities Depository Company Limited (TSD), or custodian

Applicant's Curriculum Vitae

1. First - Last Name (1) In Thai _____

(2) In English _____

Nationality _____ Identification Number _____

Passport Number (For Foreigner) _____ Date of Birth _____

2. Current Address _____

Telephone _____ Mobile Phone _____

3. E-mail _____

4. Professional Qualifications

4.1 Educational Background

Name of Institution	Degree	Major	Year of Completion

4.2 Additional Training or Seminars Attended

Course Name	Name of Institution	Class	Year Attended
DAP / DCP	Thai Institute of Directors		

5. Working Experience

Name of Company	Type of Business	Position	Year

6. Current directorship / partnership positions in other companies / limited partnerships / ordinary partnerships

5.1 Company / Limited Partnership / Ordinary Partnership _____

- ☐ Board of Directors ☐ Audit Committee ☐ Executive Committee
☐ Managing Partner / Unlimited Liability Partner ☐ Limited Liability Partner
☐ Others (Please Specify) _____

5.2 Company / Limited Partnership / Ordinary Partnership _____

- ☐ Board of Directors ☐ Audit Committee ☐ Executive Committee
☐ Managing Partner / Unlimited Liability Partner ☐ Limited Liability Partner
☐ Others (Please Specify) _____

5.3 Company / Limited Partnership / Ordinary Partnership _____

- ☐ Board of Directors ☐ Audit Committee ☐ Executive Committee
☐ Managing Partner / Unlimited Liability Partner ☐ Limited Liability Partner
☐ Others (Please Specify) _____

7. Shareholding in SAAM Development Public Company Limited (including spouse and minor children who have not yet reached legal age)

- ☐ No ☐ Yes _____ shares

Name of Spouse _____ holding _____ shares

Name of Minor Children

6.1 _____ age _____ years holding _____ shares

6.2 _____ age _____ years holding _____ shares

6.3 _____ age _____ years holding _____ shares

8. History of Lawsuits

Court	Status (Plaintiff/Defendant/Petitioner/ Prosecutor/Prosecuted)	Case (Civil/Criminal/ Bankruptcy/Governing)	Charge of Offense	Case Number	Judgment



I hereby consent to be nominated for election as director of SAAM Development Public Company Limited and certify that I possess the qualifications for the appointment as director of the Company, having no prohibited characteristics according to the Public Limited Companies Act, Securities and Exchange Act, or other related laws and regulations. I hereby permit the Company to perform background check with regards to my qualifications and permit the disclosure of the information or supporting documents.

I hereby certify that the information and the attached supporting documents are accurate and complete, and will perform my duties with honesty and integrity during my tenure.

Sign _____ Applicant

(_____)

Date _____

Remarks

Required supporting documents that must be submitted along with the Applicant's Curriculum Vitae

- ☐ Certified copy of the national identification card or passport (in the case of foreigners)
- ☐ Certified copy of house registration
- ☐ Proof of education
- ☐ Photo (1-inch or 2-inch)
- ☐ Proof of share ownership such as a certified letter from a securities company or other evidence from the Stock Exchange of Thailand (SET), Thailand Securities Depository Company Limited (TSD), or custodian