บริษัท เคซีจี คอร์ปอเรชั่น จำกัด (มหาชน)
สำนักงานใหญ่ 3059 - 3059/1-3 ถนนสุขุมวิท
แขวงบางจาก เขตพระโขนง กรุงเทพมหานคร
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เลขประจำตัวผู้เสียภาษี : 0107565000735

KCG Corporation Public Company Limited (Head Office)
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Criteria for Granting Shareholders the Right to Propose Agenda Items for the Annual General Meeting of Shareholders and to Nominate Candidates for Election as Company Directors in Advance

1. Objective

KCG Corporation Public Company Limited (the "Company") recognizes the importance of treating all shareholders equally. In order to promote good corporate governance, the Company provides an opportunity for shareholders to propose matters to be included as agenda items for the Annual General Meeting of Shareholders ("AGM") and to nominate individuals for consideration and election as Company directors in advance of the AGM, in accordance with the criteria set by the Company.

2. Qualifications of Shareholders

A shareholder wishing to propose matters for inclusion in the AGM agenda and/or to nominate individuals for consideration and election as Company directors must be one or more shareholders of the Company holding shares with an aggregate voting right of not less than 5 percent of the total voting rights of the Company.

3. Proposal of Agenda Items for the Annual General Meeting of Shareholders

3.1 Proposal Procedures

Shareholders who meet the above qualifications may propose matters for inclusion in the AGM agenda by proceeding as follows:

(1) Complete the "Agenda Proposal Form for the Annual General Meeting of Shareholders" (Form A) in full and sign it. In the case of proposals submitted by more than one shareholder, each shareholder must complete Form A separately for each proposed agenda item and sign it. The forms shall then be compiled into one set. A contact person (one individual) must be specified, along with their address and telephone number, for ease of communication.

(2) Prepare the required supporting documents to be submitted together with Form A (one set per proposed agenda item) as follows:

(a) Evidence of shareholding – e.g., a shareholding certificate issued by a securities company, or other evidence from the Stock Exchange of Thailand, Thailand Securities Depository Co., Ltd., or a certified copy of a share certificate signed as a true copy.

(b) Evidence of shareholder identity

- *For individual shareholders*: A certified true copy of a valid identification card, government official card, or passport (for foreign nationals).
- *For juristic persons*: A certified true copy of a company affidavit issued within the past 3 months, signed by the authorized signatory(ies) with the company seal affixed (if any), together with a

certified true copy of the identification card, government official card, or passport (for foreign nationals) of the authorized signatory (ies).

(3) Submit Form A along with supporting documents to the channels specified in Clause 5 within the specified period (see Clause 6).

(4) Shareholders may also submit the above documents informally in advance via email to: secretary@kcgcorporation.com.

3.2 Consideration Process

(1) The Company Secretary will conduct a preliminary screening. If the information is incomplete or incorrect, the Company Secretary will notify the shareholder for correction. If complete, the proposal will be compiled and submitted to the Board of Directors for consideration on its appropriateness. The decision of the Board of Directors shall be final.

(2) Matters approved by the Board of Directors will be included in the AGM agenda as stated in the meeting notice, together with the Board's opinion.

(3) Matters not approved by the Board will be reported for acknowledgment at the AGM, along with the reason(s) for rejection.

3.3 Matters the Company Reserves the Right Not to Include in the Agenda

To ensure the efficiency of the meeting, the Company reserves the right not to include the following matters in the AGM agenda:

(1) Proposals submitted by shareholders who do not meet the specified qualifications, or who provide incomplete/insufficient information or documentation, or submit after the specified period.

(2) Proposals contrary to the law, announcements, regulations, or requirements of government agencies or regulators, or that are inconsistent with the Company's objectives, Articles of Association, shareholders' resolutions, or good corporate governance principles.

(3) Proposals made for the benefit of specific individuals or groups.

(4) Proposals under the authority of the Board of Directors, except in cases that may cause significant damage to shareholders as a whole.

(5) Proposals relating to the Company's normal business operations where the shareholder does not indicate any reasonable suspicion of irregularity.

(6) Proposals beyond the Company's authority to act upon.

(7) Proposals already undertaken by the Company.

(8) Any other cases as stipulated by the Capital Market Supervisory Board.

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4. Nomination of Candidates for Election as Company Directors

4.1 Nomination Procedures

Shareholders who meet the above qualifications may nominate individuals for consideration and election as Company directors by proceeding as follows:

(1) Complete the "Director Nomination Form for the Annual General Meeting of Shareholders" (Form B) in full and sign it. In the case of a nomination by more than one shareholder, each must complete Form B separately for each nominated person and sign it. The forms shall then be compiled into one set, with a contact person specified (one individual), along with their address and telephone number.

(2) Complete the "Nominee Information Form" (Form C) for the person nominated, together with supporting documents such as educational background, work experience, a certified copy of an identification card, house registration, or passport (for foreign nationals), and the nominee's signed consent in Form C.

(3) Prepare the required supporting documents to be submitted with Form B (one set per nominee) and Form C as follows:

(a) Evidence of shareholding – e.g., a shareholding certificate issued by a securities company, or other evidence from the Stock Exchange of Thailand, Thailand Securities Depository Co., Ltd., or a certified copy of a share certificate signed as a true copy.

(b) Evidence of shareholder identity

- *For individual shareholders*: A certified true copy of a valid identification card, government official card, or passport (for foreign nationals).
- *For juristic persons*: A certified true copy of a company affidavit issued within the past 3 months, signed by the authorized signatory(ies) with the company seal affixed (if any), together with a certified true copy of the identification card, government official card, or passport (for foreign nationals) of the authorized signatory(ies).

(4) Submit Form B, Form C, and all supporting documents to the channels specified in Clause 5 within the specified period (see Clause 6).

(5) To allow sufficient time for screening and qualification checks before submission to the Board of Directors, shareholders may also submit the documents informally in advance via email to: secretary@kcgcorporation.com.

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4.2 Consideration Process

(1) The Company Secretary will conduct a preliminary screening. If the information is incomplete or incorrect, the Company Secretary will notify the shareholder for correction. If complete, the proposal will be forwarded to the Nomination and Remuneration Committee for consideration and recommendation to the Board of Directors on whether the nominee should be proposed for election at the AGM. The decision of the Board of Directors shall be final.

(2) Nominees approved by the Board will be included in the AGM agenda as stated in the meeting notice, together with the Board's opinion.

(3) Nominees not approved by the Board will be reported for acknowledgment at the AGM.

4.3 Qualifications and Attributes of Directors and Independent Directors

(1) Possess the qualifications and do not have any prohibited characteristics as prescribed by applicable laws and announcements.

(2) Have knowledge, competence, diversity of skills, and experience beneficial to the Company's business.

(3) Possess leadership, vision, ethics, and independence in decision-making for the utmost benefit of the Company and all shareholders, and apply their knowledge and experience to the Company's operations.

5. Channels for Submitting Proposals

5.1 Shareholders must send duly signed documents and evidence to support the Board's consideration by registered post to:

Company Secretary Office
KCG Corporation Public Company Limited
3059-3059/1-3 Sukhumvit Road, Bangchak Subdistrict, Phra Khanong District
Bangkok 10260, Thailand

Shareholders may also submit information and documents informally via email to:
secretary@kcgcorporation.com

5.2 For any inquiries, please contact the Company Secretary Office at Tel. +66-2332-8040-9 ext. 1608 or Email: secretary@kcgcorporation.com.

6. Proposal Submission Period

Shareholders may submit proposals for agenda items and director nominations from 1 November to 31 January of the following year (a total of 92 days). The date stamped by the post office on the envelope shall be deemed the official submission date.