



บริษัท สโตนวัน จำกัด (มหาชน)

Stone One Public Company Limited

29 อาคาร บางกอกบิสิเนสเซ็นเตอร์ ชั้น 14 ถนนสุขุมวิท 63 แขวงคลองตันเหนือ เขตวัฒนา กรุงเทพฯ 10110

29 Bangkok Business Center 14 Fl. Sukhumvit 63 Road Klongton Nua Wattana Bangkok 10110

Tel : 02 391 9301

Fax : 02 391 9302

Criteria for Minority Shareholders to Propose the Agenda and to nominate the Candidate for Being a Director at the AGM in advance

1. Objective

Stone One Public Company Limited (STX) has a strong determination to maintain practice in accordance with Corporate Governance of STX with the purpose of equitable and fairness treatment of all shareholders and stakeholders. STX has set up the criteria to authorize minority shareholders to propose the agenda and to nominate the candidate for being a director prior to the meeting for the highest benefits of the Company and the stakeholders.

2. Definition

“Company”	means	Stone One Public Company Limited
“Board”	means	Board of Directors of Stone One Public Company Limited
“Director”	means	Director of Stone One Public Company Limited
“Agenda”	means	Agenda of the Annual General Shareholders’ Meeting of Stone One Public Company Limited

3. The Qualification of Shareholder

The Shareholders who wish to propose the agenda or to nominate the Candidate must possess qualifications according to the criteria as follows:

3.1 Being the shareholder of the Company which can be either one shareholder or combined shareholders.

3.2 Holding minimum shares not less than 5% of total voting right of issued shares by STX (or not less than 15,356,730 shares).

3.3 Must have continuously held those shares in 3.2 for at least one year by the date the shareholder proposes the agenda or director nominee, also hold those share on the Record date in order to determine the right to attend the Annual General Meeting of Shareholders for the year 2025.

4. Proposal of the Agenda

4.1 The Proposal that will not be placed on the Agenda

- (1) The proposal that violates to the law, rules, regulations of government agencies or other governing agencies or are not complied with the objective, the article of association, the shareholders’ resolution, and the good corporate governance of the Company.
- (2) The proposal that is beneficial for specific person or group.
- (3) The proposal that is the power and authority of the board unless it causes the significant affect on the shareholders in general.
- (4) The proposal that is regular business operation and the proposer’s reference does not indicate any irregularity.
- (5) The proposal that the Company has already operated.



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- (6) The proposal that is beyond the control of the Company.
- (7) The proposal that the shareholders already proposed in shareholders' meeting within the past three year and were supported by less than 10% of total voting shares, provided that the facts of said matter have not yet changed significantly.
- (8) The proposal that the information shareholders provided is incomplete or incorrect, those who are unable to contact.
- (9) The proposal that the shareholders are not fully qualified according Clause 3 of the criteria.

4.2 Consideration Procedure

- (1) The shareholder who possesses qualification according to Clause 3 of the criteria must submit the form of AGM Agenda Proposal to the Board through Corporate Secretary at:

Stone One Public Company Limited

Bangkok Business Center Building, 14th Floor,

29 Sukhumvit 63 Road, Klongton Nua, Wattana,

Bangkok 10110

or send the proposal unofficially via facsimile at 0-2391-9302 or through Corporate Secretary's email address at sununta@stoneone.co.th before sending the original to the Board.

- (2) In order to allow the Board for adequate consideration, the shareholder must submit the form of AGM Agenda Proposal and sign their names as evidence to the Company within January 31, 2025, together with support document as follows:
 - (2.1) The evidence of shareholding according to Clause 3 such as the certificate of shareholding from securities company or any other certificates from the Stock Exchange of Thailand.
 - (2.2) support document beneficial for the board consideration.
- (3) The Corporate Secretary will initially review the proposal for the Board.
- (4) The Board will consider the proposal according to Clause 4. of the criteria unless the Board consider otherwise.
- (5) In the case that the Board approves the proposed matters, the Company will include those matters in the meeting agenda remarked as "agenda from shareholders" in the notice to shareholders.
- (6) In the case that the Board denies the proposed matters, the Company will report those matters for acknowledgement and provide rationales at the Annual General Shareholders' Meeting.

5. Proposal of the director nominee

5.1 The qualification of the director nominee

The director nominee must possess key qualifications and must not possess prohibited qualifications as follows:



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- (1) Possessing the required qualifications and not having prohibited characteristics of a director according to the Public Limited Companies Act, the Securities and Exchange Act, and other related laws, rules, regulations, announcements, the Article of Associations and the Good Corporate Governance of the Company.
- (2) Being knowledgeable, capable, dedicated to perform director's duties with care and loyalty as well as having integrity and superb professional references.
- (3) Having knowledge and skill in the areas significantly beneficial to the Company.
- (4) Should not serve as directors of more than 5 listed companies.

5.2 Consideration Procedures

- (1) The shareholder who possesses qualification according to Clause 3. of the criteria must submit the form of nominating director to the Board through Corporate Secretary at:

Stone One Public Company Limited

Bangkok Business Center Building, 14th Floor,

29 Sukhumvit 63 Road, Klongton Nua, Wattana,

Bangkok 10110

or send the proposal unofficially via facsimile at 0-2391-9302 or through corporate secretary's email address at sununta@stoneone.co.th before sending the original to the Board.

- (2) In order to allow the Board for adequate consideration, the shareholder must submit the form of nominating director and sign their names as evidence to the Company within January 31, 2025, together with support document as follows:

(2.1) The evidence of shareholding according to Clause 3 such as the certificate of shareholding from securities company or any other certificates from the Stock Exchange of Thailand.

(2.2) the evidence of nominee's consent.

(2.3) Support document of candidate's qualification including the education and work experience (Curriculum Vitae).

(2.4) Other support document beneficial for the board consideration.

- (3) The Corporate Secretary will initially review the proposal for the Nomination and Compensation Committee.

- (4) The Nominating and Compensation Committee will consider the candidate's qualification according to the Duties and Responsibilities of Nominating Committee to propose to the Board.

- (5) The director nominee approved by the Board will be included in the Agenda remarked as "proposed by shareholders" in the notice to shareholders.

- (6) In the case that the Board denies the proposed candidates, the Company will report those matters for acknowledgement and provide rationales at the Annual General Shareholders' Meeting.



Form to Propose AGM Agenda

I am (Mr./ Mrs./ Miss).....being the shareholder of
 Stone One Public Company Limited, holding.....common shares, residing at.....
 Road..... Sub-District..... District.....
 Province..... Telephone No. Facsimile No.....
 E-mail.....

I would like to propose the agenda of the 2025 Annual General Meeting of Shareholders as follows:

Proposed Matter.....

Objective: [] For consideration [] For acknowledgement

Reasons and details:

.....

and have the documents supporting the above proposal pages in total.

I certify that all information in this Form, the evidence of shares held and other supporting documents are correct.
 I agree that the Company may disclose such information and evidences. I hereby affix my signature as evidence below.

Signed by.....Shareholder

(.....)

Date

Remark: Shareholder must enclose the following evidences:

1. The evidence of shares' held such as the certificate of shares' held from securities company or any other certificates from the Stock Exchange of Thailand.
2. In case of shareholder is a juristic person, a copy of the company's affidavit and copy of identification card/passport (in case of non-Thai nationality) of authorized directors must be enclosed and certified true copies by such directors.
3. In case of shareholder is an individual, a certified true copy of identification card/ passport (in case of non-Thai nationality) must be enclosed.
4. In case many shareholders have unified to propose the agenda, all shareholders must fill this Form and affix their names as evidence together into one set.

* The Company collects, uses, and discloses the personal data of shareholders following to the Data Privacy Policy on the Company website www.stoneone.co.th *



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Consent Letter for Personal Data Protection

I,give consent to Stone One Public Company Limited (“the Company”) to collect, use and disclose my personal data, including name, surname, date of share purchase, number of shares held and the ratio of shares held to all the voting shares, for the minutes and attachments of the general meetings of shareholders of the Company, and or specifying my personal data in the publicly disclosed minutes and attachment.

Signed by.....Shareholder

(.....)

Date



Proposal of Director Nominee

I am (Mr./ Mrs./ Miss).....being the shareholder of Stone One Public Company Limited, holding.....common shares, residing at..... Road..... Sub-District..... District..... Province..... Telephone No. Facsimile No..... E-mail.....

I would like to nominate (Mr./ Mrs./ Miss)..... who is fully qualified in accordance with the criteria of the Company be the director of Stone One Public Company Limited. The nominee has been signed below as the evidence of consent. The curriculum vitae of the nominee and other support documents have been enclosed including personal background, education, work experiences, list of companies he/she has participated in the management of the board, number of shares held in the Company, conflict of interest with the Company and its subsidiaries/ affiliates of the Company with certified true copy at every page, pages in total.

I certify that all information in this Form, the evidence of shares held and other supporting documents are correct. I agree that the Company may disclose such information and evidences. I hereby affix my signature as evidence below.

Signed by.....Shareholder
 (.....)
 Date

I am (Mr./ Mrs./ Miss)....., the director nominee in this Form, acknowledge and give consent to propose as director nominee. I hereby certify that all information and the evidence are correct and true. I also certify that I have the qualification and not possessing prohibited qualification according to the Public Company Act, the Securities and Exchange Act, announcement of authority office and agree to adhere to the Good Corporate Governance of the Company, and affix the name as evidence below.

Signed by.....Director Nominee
 (.....)
 Date

Remark: Shareholder must enclose the following evidences:

1. The evidence of shares' held such as the certificate of shares' held from securities company or any other certificates from the Stock Exchange of Thailand.
2. In case of shareholder is a juristic person, a copy of the company's affidavit and copy of identification card/passport (in case of non-Thai nationality) of authorized directors must be enclosed and certified true copies by such directors.
3. In case of shareholder is an individual, a certified true copy of identification card/ passport (in case of non-Thai nationality) must be enclosed.
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(1) I,give consent to Stone One Public Company Limited (“the Company”) to collect, use and disclose my personal data, including name, surname, date of share purchase, number of shares held and the ratio of shares held to all the voting shares, for the minutes and attachments of the general meetings of shareholders of the Company, and or specifying my personal data in the publicly disclosed minutes and attachment.

Signed by.....Shareholder
(.....)
Date

(2) I,give consent to Stone One Public Company Limited (“the Company”) to collect, use and disclose my personal data for the minutes and attachments of the general meetings of shareholders of the Company, and or specifying my personal data in the publicly disclosed minutes and attachment.

Signed by.....Director Nominee
(.....)
Date