

Ref: IM1-LE-CS-20-10-01

1<sup>st</sup> October 2020

Subject: Opportunity for shareholders to propose agenda and propose candidate to be nominated as director for the Annual General Meeting of Shareholders for the Year 2021

Attention: The President  
The Stock Exchange of Thailand

According to the good corporate governance practice regarding the equitable treatment of shareholders, Masterkool International Public Company Limited ("KOOL") is providing the opportunity for the shareholders to propose matter to be included as an agenda and propose qualified candidate to be nominated as director for the Annual General Meeting of Shareholders for the Year 2021 which planned to be held in April 2021.

The period of proposing will be from 1<sup>st</sup> October 2020 until 31<sup>st</sup> December 2020 as details attached. The procedures are disclosed on the Company's website at <http://www.masterkool.com>

Please be informed accordingly.

Sincerely yours,

-Noppachai Veeraman-  
(Mr.Noppachai Veeraman)  
Managing Director

Company Secretary Office

Tel: 0 2953 8800 ext. 400-401

Fax: 0 2589 8586

**Criteria for the shareholders to propose matter to be included as an agenda  
and propose candidate to be nominated as director  
for the Annual General Meeting of Shareholders for the Year 2021  
Masterkool International Public Company Limited**

**1. Objective**

Masterkool International Public Company Limited (“the Company”) realizes the rights and equality of shareholders in accordance with good corporate governance principles. Therefore, the company has given opportunity to shareholders to propose matters that will be beneficial to the company to be included as an agenda for the Annual General Meeting of Shareholders and propose qualified candidate to be nominated as director in advance. This is for the best interest of the company and all stakeholders.

**2. The qualifications of shareholder**

Qualifications of shareholder to propose matter to be included as an agenda and propose candidate to be nominated as director being the shareholder of the company which can be either one shareholder or combined shareholders and holding shares not less than 5% of the total voting rights of the Company a period of not less than 1 continuous year until the date of proposed matter to be included as an agenda and/or propose candidate to be nominated as director for the AGM 2021 and on the Record date in order to determine the right of the shareholders to attend the AGM 2021

**3. Criteria for proposing****3.1 Proposal of matter to be included as an agenda**

The Company will not include following matters as agenda for the meeting.

3.1.1 Matters that violate to the law, rules, and regulations of government agencies or other governing agencies are not complied with the objective, the Articles of Association, the shareholders' resolution and the good corporate governance policy of the Company.

3.1.2 Other matters that the Board deems unnecessary to place as the agenda.

**3.2 Proposal of candidate to be nominated as director**

The person nominated to director must have the following qualifications.

3.2.1 Having such qualifications without any prohibited characteristics under the Public Limited Companies Act, Securities and Exchange Act and other relevant rules.

3.2.2 Having knowledge and skill in the areas significantly beneficial to the Company.

## 4. Procedures for Proposing

### 4.1 Proposal of matter to be included as an agenda

4.1.1 The shareholders can be proposed matter to be included as an agenda to the Board of Directors by completed the “Form for the right to propose matter to be included as an agenda” with the signature of the shareholders who the rights propose.

The form can be downloaded on the website <http://www.masterkool.com> > Company Information > Investor Relation

4.1.2 Submit the signed form along with supporting documents for consideration to the receiving channel.

### 4.2 Proposal of candidate to be nominated as director

4.2.1 The shareholders can be proposed candidate to be nominated as director to the Board of Directors by completed the Form with the signature of the shareholders who the rights propose and the candidate to be nominated as director by using the following form.

(1) Form for the right to propose candidate to be nominated as director.

(2) Form for the Information of propose candidate to be nominated as director.

The form can be downloaded on the website <http://www.masterkool.com> > Company Information > Investor Relation

4.2.2 Submit the signed form along with supporting documents for consideration to the receiving channel.

## 5. Required support documents for consideration

The shareholders are required to enclose the following evidences for consideration.

5.1 The evidence of shareholding i.e. certificate of shares, confirmation letter from the Securities Companies or any other evidences from the Stock Exchange of Thailand or Thailand Securities Depository Co., Ltd.

5.2 Supporting documents required for propose matter to be included as an agenda and/or propose candidate to be nominated as director along with attaching additional supporting documents that will be useful for consideration (if any) and certified true copy.

## 6. Receiving channels are as follows

6.1 E-mail to Ms. Mallika Trakoolthai, the Company Secretary at [comsec@masterkool.com](mailto:comsec@masterkool.com)

6.2 Fax to Ms. Mallika Trakoolthai, the Company Secretary at 0 2589 8586

6.3 Submit true copies of documents and copy of evidence with certified true copies to the following address:-

Ms. Mallika Trakoolthai  
The Company Secretary Office  
Masterkool International Public Company Limited  
12/16-17 and 12/20 Thessabansongkroa Road  
Ladyao, Chatuchak  
Bangkok 10900

6.4 For further information regarding this criteria or AGM, please contact The Company Secretary Office at 0 2953 8800 ext. 400-401

## **7. Procedures for Consideration**

The Nomination and Remuneration Committee will consider the qualification of shareholder, agenda proposed by shareholders and the qualifications of the person proposed by the shareholders initially according to the criteria before presented to the Board of Directors for consideration. The results of the consideration will be announced after the Board of Directors' meeting within March 2021

## **8. Time for submitting proposals**

The shareholders shall submit the above proposals from 1<sup>st</sup> October 2020 until 31<sup>st</sup> December 2020

**Form for the right to propose matter to be included as an agenda  
The Annual General Meeting of Shareholders for the Year 2021**

Date.....

I am, Mr./Mrs./Ms.....

Residing at .....Road.....Sub-district.....

District .....Province.....Postal Code.....

Home/Office Telephone.....Mobile phone.....Facsimile.....

E-mai.....

Being a shareholder of Masterkool International Public Company Limited (KOOL), holding..... shares

I would like to propose matter to be included as an agenda for the AGM 2021 as follow

**Proposed agenda**

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For Acknowledgement  For Approval

**Proposal / Reason for consideration**

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Other supporting documents (if any) have been enclosed and certified true copy at every page, totaling.....page(s).

I hereby certify that all the information written in this form and other supporting documents are true and correct to the best of my knowledge

.....Shareholder's Signature

(.....)

**Form for the right to propose candidate to be nominated as director**

**The Annual General Meeting of Shareholders for the Year 2021**

Date.....

I am, Mr./Mrs./Ms.....

Residing at .....Road.....Sub-district.....

District .....Province.....Postal Code.....

Home/Office Telephone.....Mobile phone.....Facsimile.....

E-mai.....

Being a shareholder of Masterkool International Public Company Limited (KOOL), holding..... shares

I would like to nominate Mr./ Mrs./ Ms.....

to the Board of Directors for consideration his/her qualification to be elected as director at the Annual General Meeting of Shareholders for the Year 2021. I have an opinion that this person has suitable qualification and do not have the prohibited characteristics in accordance with the criteria set. The consent of such person together with other supporting documents which certified true copy are enclosed, totaling .....page (s).

Reason for consideration:

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.....  
.....

I hereby certify that all of the information written in this Form for the right to propose candidate to be nominated as director and other supporting documents are true and correct. I hereby permit to the Company to disclose such information or documents. Therefore sign it as evidence.

.....Shareholder's Signature

(.....)

**Form for the Information of propose candidate to be nominated as director**  
**Masterkool International Public Company Limited**

Date.....

**Name/Surname** (Thai).....

(English).....

Date of Birth (DD/MM/YYYY).....Age.....Gender.....Nationality.....

Residing at .....Road.....Sub-district.....

District .....Province.....Postal Code.....

Home/Office Telephone.....Mobile phone.....Facsimile.....

E-mai.....

Being a shareholder of Masterkool International Public Company Limited (KOOL), holding..... shares

**Marriage Status**

Spouse's name....., holding.....shares

Number of children.....Person(s)

1.....Age.....years, holding.....shares

2.....Age.....years, holding.....shares

3.....Age.....years, holding.....shares

**Education Background** (please enclose copy of academic qualification/certificate)

Institution	Degree and major subject	Year of graduation

**Training Program**

Course	Institution	Year of attendance

**Work Experience/ the position of directors in other companies during the past 5 years till present**

Institution/Company	Type of business	Position	Period

**Direct or indirect conflict of interest with the Company, subsidiaries, associates or related Companies / Shareholding, being a partner to a partnership or a director in other companies which engage same nature of business as the Company (Please describe in details.)**

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**Affirmative**

I acknowledged this proposal and Consent to be elected to the position of Director of Masterkool International Public Company Limited. I am a qualified person according to the criteria set by the company and certified that all of the information provided in this form along with supporting documents submitted herein correct, complete and true in all respects. Therefore sign it as evidence

.....Nominee's signature

(.....)