

## **Criteria for shareholder(s) to propose agenda and director nominee for 2020 Annual General Meeting of Shareholders (AGM) in advance**

Asia Biomass Public Company Limited ("ABM")

### **1) Objective**

Recognizing the importance of shareholders and corporate governance promotion, ABM facilitates shareholders in proposing, in advance of the Annual General Meeting schedule, the issue, as deemed appropriate, to be considered to include in the agenda of the AGM, and qualified person as candidate for the Company's directors election, with reference to the criteria bellows.

### **2) Shareholder Qualification**

Being a shareholder or shareholders who hold minimum shares in combine of at least five percent of the Company's total shares.

### **3) Proposal Criteria**

#### **3.1 Proposing an agenda item**

Shareholder(s) can propose AGM agenda to the Board of Directors by filling in Form 1 (download available at Company's website <http://www.asiabiomass.com> under section Investor Relations/Shareholders Information or [http://www.asiabiomass.com/E\\_N/shareholder\\_information/](http://www.asiabiomass.com/E_N/shareholder_information/) and then submit the form along with any other supporting information for the Board of Directors' consideration

The Company shall not accept the following matters as the meeting agenda:

1. Any matter that violates the law, rules and regulations of any government agency, or any regulatory body or does not comply with the Company's objective, the article of association, the shareholders' resolution, and the good corporate governance of the Company;
2. Any matter that is not beneficial to the Company or is beneficial to a specific person or group;
3. Any matter that is within the scope of management authority of the Company unless it has significant negative impact on the shareholder(s) as a whole;
4. Any matter that the Company has already implemented;
5. Any matter that is beyond the capacity and control of the Company;
6. Matters that do not meet the criteria or matters that not propose in a specified period;
7. Any matter where the information provided is incomplete, ambiguous, or incorrect.

#### **3.2 Proposing a candidate to be nominated as a director**

Shareholder(s) who wishes to nominate the list of qualified candidate(s) to be elected as director must complete Form to nominate ABM' director (Form 2) and the resume of a proposed candidate (Form 3), (download available at Company's website [www.asiabiomass.com](http://www.asiabiomass.com) under section Investor Relations/Shareholders Information or [http://www.asiabiomass.com/E\\_N/shareholder\\_information/](http://www.asiabiomass.com/E_N/shareholder_information/) Shareholder(s) may submit any other supporting information for the Board of Directors' consideration. In this regards, such proposal shall be received consent from the proposed candidate.

#### 4) Channel for submitting proposals

- 4.1) Facsimile (662) 894 0066 or E-mail: secretary@asiabiomass.com and then submit the original copy by registered mail within December 30, 2019
- 4.2) Registered mail to:

Company Secretary  
Asia Biomass Public Company Limited  
Mrs.Apiratee Sakulin  
No. 273/2 ,Rama II Road, Samae Dam Sub-district,Bang Khun Thian District  
Bangkok Metropolis. 10150 Thailand  
Tel. 02 415 0054

#### 5) Documentation required

A list of document required and relevant details are bellows;

##### 5.1) Shareholder's identification

Type of shareholders		Proposing an agenda item	Proposing a candidate to be nominated as a director
Individual	A signed copy of indentification card/ passport ( in case of foreigner) must be enclosed	<input type="checkbox"/>	<input type="checkbox"/>
	A signed copy of share certificated or a copy of certificate of share held issued by securities companies or Thailand Securities Depository Co.,Ltd.	<input type="checkbox"/>	<input type="checkbox"/>
Juristic person	A copy of the company's affidavit signed by authorized director and affix with the company's seal, and a copy of identification card/passport (in case of foreigner) of authorized directors must be enclosed.	<input type="checkbox"/>	<input type="checkbox"/>
	A copy of share certificated signed by authorized director and affix with the company's seal or a copy of certification of share held issued by securities companies or Thailand Securities Depository Co.,Ltd.	<input type="checkbox"/>	<input type="checkbox"/>

Note: If the shareholder (s) has his/her title, name and/or surname changed, a signed copy of evidence of those changes must be enclosed.

##### 5.2) Additional condition

	Proposing an agenda item	Proposing a candidate to be nominated as a director
Case 1	In case a group of shareholders proposes agenda, each shareholder must separately fill in and sign this form as evidence. Then the forms should be gathered into one set before submitting to the Company	In case a group of shareholders proposes a candidate, each shareholder must separately fill in and sign this form as evidence. Then the forms should be gathered into one set before submitting to the Company
Case 2	In case the shareholder (s) wishes to propose more than one agenda, Form must be filled separately for each particular agenda	In case the shareholder (s) wishes to propose more than one candidate, Form must be filled separately for each particular person

Note: The Company will not consider the proposed agenda if cannot be contacted the shareholder / the Company will not consider the proposed candidate if cannot be contacted the candidate.

##### 5.3) For form 3

1. Individual: A signed copy of identification card/passport (in case of foreigner) must be enclosed.
2. In case the candidate has his/her title, name and/or surname changed, a signed copy of evidence of those changes must be enclosed.

## **6) Consideration Procedures**

### **6.1 Proposing an agenda item**

1. The Company Secretary will initially review the proposal and supporting documents before proposing to the Board of Directors for consideration.
2. If the Board of Directors agrees that the issues are significant or beneficial to the Company or shareholder(s) as a whole, the Board will incorporate those issues in AGM agenda. If the Board of Directors rejects any shareholders' proposals, the Company will report such rejection and its rationales to the shareholder(s) at the shareholders' meeting.

### **6.2 Proposing a candidate to be nominated as a director**

1. The Company Secretary will gather the proposal and supporting documents of proposed candidate, consider the qualifications, knowledge, competency, experience of the candidate(s) in connection with skill and expertise required as well as ethics of proposed candidate so that it could promote to the Board of Directors for consideration.
2. If the Board of Directors agrees that the proposed candidate is qualified to be nominated as the Company's director, the Board of Directors will propose such candidate in the Appointment of Director Agenda of the AGM for approval.

## **7) Submission period**

From October 1, 2019 until December 30, 2019.