Criteria for Shareholders to Propose Agenda and Nominate Candidates to be Elected as Directors in Advance for Annual General Meeting of Shareholders 2027

1. Objective

In accordance with the principles of Good Corporate Governance relating to the rights and equitable treatment of shareholders, the Company has provided an opportunity for shareholders to propose agenda and nominate candidates to be elected as directors at the Annual General Meeting of Shareholders 2027 (AGM) in advance according to the criteria specified by the Company.

2. Qualifications of Shareholder

The shareholder eligible to propose the AGM 2027 agenda and/or to nominate candidates to be elected as directors must possess the following qualifications:

2.1 Representing one single shareholders several shareholders together holding company shares not less than 5 percent of the total voting rights of the Company.

2.2 The shareholder must have held above - mentioned shares consecutively for at least 12 months prior to the date of proposing agenda and/or nominating candidates to be elected as directors.

3. Proposal of the AGM Agenda

3.1 Proposal Procedure

The shareholder possessing the necessary qualifications required by the above criteria may propose the AGM agenda, by taking the following procedures:

(1) Fill in "Form for Agenda Proposal for Annual General Meeting of Shareholders 2027" ("Form A") with his/her signature. In the case where a group of shareholders has collectively proposed AGM agenda to the Board, each shareholder must fill in Form A (1 Form A per 1 Agenda) and sign his/her name as evidence separately, before being compiled together into one set. A representative of the group should be selected to act as a contact person for the group, whereby his or her contact address and telephone number should be specified for further contact and information purpose.

(2) The shareholder must attach the following documents to Form A (1 Set per 1 Agenda) to be submitted to the Company.

(a) Shareholding evidence, namely the shares certificate issued by the securities companies or other certificates issued by the Stock Exchange of Thailand (SET) or Thailand Securities Depository Co., Ltd. or a certified true copy of securities certificate.

(b) The evidence of the shareholder's identification

In case the shareholder is an individual person

- a copy of identification card or a copy of government official identification card or a copy of passport (in case of a foreigner) of shareholder (s), which has not yet expired, together with a true copy certified by that shareholder (s).

In case the shareholder is a juristic person

- a copy of the juristic person's certificate issued not exceeding 3 months, certified true copy by an authorized person (s) of that juristic person together with the juristic person's seal affixed. (if any)

- a copy of identification card or a copy of government official identification card or a copy of passport (in case of a foreigner) of the authorized person (s), which has not yet expired, together with a true copy certified by that person (s).

(3) Send Form A together with required documents to the channel specified by the Company (see item 5) within the time frame specified (see item 6).

3.2 Screening Procedure

(1) The Company Secretary will initially review the proposal. If the information provided by the shareholder is incomplete or incorrect, the Company Secretary will notify the shareholder to revise them accordingly. If the information is complete and correct, the Company Secretary will then submit the proposal to the Board of Directors whose decision shall be deemed final.

(2) The proposal already approved by the Board of Directors shall be included in the agenda of the AGM 2027 notice, together with the comments by the Board of Directors.

(3) The proposal disapproved by the Board of Directors shall be informed to the shareholders at the AGM accordingly, accompanied by the reason of the Board's disapproval.

3.3 Such item the Company reserves the rights not to include as meeting agenda

(1) The item proposed by shareholders who are not completely qualified, or not having complete and correct information or evidence, or failing to submit within the time specified;

(2) The item relating to normal business operation of the Company, whereby no allegation could be justified as to the irregularities of such operations;

(3) The item lying beyond the authority of the Company to so proceed;

(4) The item previously proposed by the shareholder to Shareholders' Meeting during the past 12 months which had received the support of less than 10 percent of total voting rights of the Company, except only in such case where new information significantly different from those submitted earlier arise.

(5) The item violating the laws, rules, regulations of government agencies or other governing agencies, or not complying with the objective, the article of association, the shareholders' resolution or good corporate governance practices of the Company;

(6) The item already implemented by the Company;

(7) Other items in accordance with the announcement by The Capital Market Supervisory Board.

4. Nomination of Candidate for Directorship

4.1 Proposal Procedure

The shareholder possessing the necessary qualifications required by the above criteria may nominate candidates to be elected as directors, by taking the following procedures:

(1) Fill in “Form for the Nomination of Candidate for Directorship for Annual General Meeting of Shareholders 2027” (“Form B”) with his/her signature. In case a group of shareholders has collectively nominated candidate to the Board, each shareholder must fill in Form B (1 Form B per 1 candidate) and sign their names as evidence separately, before being compiled together into one set. A representative of the group should be selected to act as a contact person for the group, whereby his or her contact address and telephone number should be specified for further contact and information purpose.

(2) Fill in "Profile of Nominated Candidate for Directorship for Annual General Meeting of Shareholders 2027" ("Form C") and attach supporting documents of the candidate's qualifications regarding education, work experience, a copy of identification card, a copy of house registration or a copy of passport (in case of a foreigner) of the candidate bearing the candidate's signature in Form C.

(3) The shareholder must attach the following documentary evidence together with Form B (1 Set per 1 Candidate) and Form C.

(a) Shareholding evidence, namely shares certificate issued by the securities companies or other certificates issued by the Stock Exchange of Thailand (SET) or Thailand Securities Depository Co., Ltd. or a certified true copy of securities certificate.

(b) The evidence of the shareholder's identification

In case the shareholder is an individual person

- a copy of identification card or a copy of government official identification card or a copy of passport (in case of a foreigner) of shareholder (s), which has not yet expired, together with a true copy certified by that shareholder (s).

In case the shareholder is a juristic person

- a copy of the juristic person's certificate issued not exceeding 3 months, certified true copy by an authorized person (s) of that juristic person together with the juristic person's seal affixed. (if any)

- a copy of identification card or a copy of government official identification card or a copy of passport (in case of a foreigner) of the authorized person (s), which has not yet expired, together with a true copy certified by that person (s).

(4) Send Form B and Form C together with required documents to the channel specified by the Company (see item 5) within the time frame specified (see item 6).

4.2 Screening Procedure

(1) The Company Secretary will initially review the proposal. If the information provided by the shareholder is incomplete or incorrect, the Company Secretary will notify the shareholder to revise them accordingly. If the information is complete and correct, the proposal will then send to the Nomination and Remuneration Committee for consideration and approval and the proposal will be then submitted to the Board of Directors so that it consider whether the candidate should be further nominated for directorship at the AGM. The decision by the Board of Directors shall be deemed final.

(2) The candidate's name approved by the Board of Directors shall be included in the agenda of the AGM 2027 notice, accompanied by the opinion of the Board of Directors.

(3) The candidate's name disapproved by the Board of Directors shall be informed accordingly to the shareholders at the AGM.

4.3 Qualifications of Directors / Independent Directors

(1) Possessing due qualifications, and having no restrictions prohibited by laws and other provisions.

(2) Possessing necessary variety of knowledge, experience, and skills beneficial to the Company' operations.

(3) Possessing leadership, vision, ethics, and independence in decision-making for maximum benefit of the Company and shareholders, while consistently being devoted to the Company's operations.

5. Channels for Submitting Proposals

5.1 Send signed documents and evidences to receive the Board of Directors' consideration by registered mail to:

Company Secretary
S&P Syndicate Public Company Limited
2034/100–103, 23rd Floor Ital Thai Tower, New Petchburi Road,
Bangkapi, Huaykwang, Bangkok 10310

5.2 For further information, please contact the Company Secretary at telephone no. 0-2785-4000 or by email: secretary@snpfood.com

6. Submission Time frame for Proposing Agenda and Director Nominee

The shareholders are able to submit the proposal as stated with immediate effect until 30 December, 2027 whereby the postmarked date appearing on the envelope shall be considered for acceptance.

From for Agenda Proposal for Annual General Meeting of Shareholders 2027 (Form A)

Date ….....

1. General Information

I (Proposer): ….....

Current Address / Contact Address: No ….....Village/Building ….....

Moo ..... Soi ..... Road ..... Sub-district ….....

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

Telephone ….....E-mail. .....

Overseas Address: (Only for foreigner, please specify overseas contact address)

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2. Shareholding Status: ….....shares as of ….....Period of shareholding.....months

3. Proposed Agenda: .....

Objective: [ ] For Approval or Consideration [ ] For Acknowledgement

Details and Reasons for the Proposed Agenda:

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Supporting Documents: (If any)

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4. Documentary Evidence to be attached to this Form

4.1 The evidence of shareholding

[ ] The certificate of shares held issued by securities companies or any other certificates from the Stock Exchange of Thailand (SET) of Thailand Securities Depository Co., Ltd. or a certified true copy of securities certificate.

4.2 The evidence of the shareholder's identification

[ ] In case the shareholder is an individual person

- a copy of identification card of a copy of government official identification card or a copy of passport (in case of a foreigner) of shareholder (s), which has not yet expired, together with a true copy certified by that shareholder (s).

[ ] In case the shareholder is a juristic person

- a copy of the juristic person's certificate issued not exceeding 3 months, certified true copy by an authorized person (s) of that juristic person together with the juristic person's seal affixed. (if any)
- a copy of identification card or a copy of government official identification card or a copy of passport (in case of a foreigner) of the authorized person (s), which has not yet expired, together with a true copy certified by that person (s).

5. Guarantee

I hereby pledge that all information and documentary evidence attached hereto are correct, complete and true in all respects and hereby give my permission to the Company to disclose such information and documentary evidence to the public.

Sign ….....**Shareholder**

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From for the Nomination of Candidate for Directorship
for Annual General Meeting of Shareholders 2027 (Form B)

Date ….....

1. General Information

I (Proposer): ….....
Current Address / Contact Address: No ….....Village/Building ….....
Moo ..... Soi ..... Road ..... Sub-district ….....
District ….....Province...….....Postal Code….....
Telephone ….....E-mail. .....
Overseas Address: (Only for foreigner, please specify overseas contact address)
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2. Shareholding Status: ….....shares as of ….....Period of shareholding.....months

3. Nominated Candidate for Directorship:

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4. Documentary Evidence to be attached to this form

4.1 The evidence of shareholding:

[ ] The certificate of shares held issued by securities companies or any other certificates from the Stock Exchange of Thailand (SET) or Thailand Securities Depository Co., Ltd. or a certified true copy of securities certificate.

4.2 The evidence of shareholder identification

[ ] In case the shareholder is an individual person

- a copy of identification card of a copy of government official identification card or a copy of passport (in case of a foreigner) of shareholder (s), which has not yet expired, together with a true copy certified by that shareholder (s).

[ ] In case the shareholder is a juristic person

- a copy of the juristic person's certificate issued not exceeding 3 months certified true copy by an authorized person (s) of that juristic person together with the juristic person's seal affixed. (if any)
- a copy of identification card or a copy of government official identification card or a copy of passport (in case of a foreigner) of the authorized person (s), which has not yet expired, together with a true copy certified by that person (s).

5. Guarantee

I hereby pledge that all information and documentary evidence attached hereto are correct, complete and true in all respects and hereby give my permission to the Company to disclose such information and documentary evidence to the public.

Sign ….....**Shareholder**

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Profile of Nominated Candidate for Directorship
for Annual General Meeting of Shareholders 2027 (Form C)

Photo
1 inch

Date ….....

1. General Information of Candidate

(1) Name-Surname (In English) ….....(Maiden Name.....)
(In Thai) ….....

(2) Date of Birth …..... Age ….....Years

(3) Nationality ….....

(4) Marital Status [ ] Single [ ] Married [ ] Divorced

(5) Spouse's Name ….....(Maiden Name) .....)

(6) Details of Children

Name of Children	Date of Birth	Age (Years)	Place of Work
….....	….....	….....	.....
….....	….....	….....	.....
….....	….....	….....	.....
….....	….....	….....	.....

2. Current Address / Contact Address:

No ….....Village / Building….....Moo ..... Trok / Soi .....
Road ….....Sub-district ….....District ..….....
Province ….....Postal Code.....
Telephone..... E-mail.....

Overseas Address: (Only for foreigner, please specify overseas contact address)
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3. Professional Background

(1) Education

Institute	Degree and Major Subject	Year Graduated
….....	….....	….....
….....	….....	….....
….....	….....	….....
….....	….....	….....
….....	….....	….....

(2) Training Background with Thai Institute of Directors Association (IOD)

Course	Year Attended
….....	….....
….....	….....
….....	….....
….....	….....
….....	….....
….....	….....

4. Work Experience

Year	Organization	Type of Business	Position
….....	….....	.....	……..
….....	….....	.....	……..
….....	….....	.....	……..
….....	….....	.....	……..
….....	….....	.....	……..
….....	….....	.....	……..
….....	….....	.....	……..

5. Duties and Responsibilities under Present Position

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6. Shareholding in S&P Syndicate Public Company Limited as of ..... (the proposal date)

Ordinary Share …..... Shares

Spouse's Ordinary Share …..... Shares

Underage Children

(1) Name.....holding ordinary share..... shares
(2) Name.....holding ordinary share..... shares
(3) Name.....holding ordinary share..... shares

7. Related Business of Yourself, Spouse and Underage Children

Name of Business	Type of Business	Related Persons	% of Shares	Position in Related Business Held	Since (Year)
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.....	.....	.....	.....	.....	.....
.....	.....	.....	.....	.....	.....
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.....	.....	.....	.....	.....	.....

Remark State: All businesses now serving as directors or executives, and businesses now holding more than 10 percent of issued and paid-up shares of those businesses.

8. Litigation Records (Except petty offence)

Court	Status (Plaintiff / Defendant / Interpleader)	Type of Suit (Civil / Criminal / Bankruptcy)	Charge or Accusation	Litigated Sum	Case No.	Judgment
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9. Required Documents Certified by Nominated Candidate

(1) Copy of identification card
(2) Copy of house registration
(3) Copy of passport (In case of a foreigner)
(4) Copy of education record / certificates
(5) Reference letter from the present or latest company

I (Mr./Mrs./Miss) ….....hereby pledge that all information stated above for the nomination of the candidate for directorship and all supporting documents attached hereto are correct, complete and true in all respects and I hereby give my permission to the Company to disclose such information and supporting documents to the public.

Sign …..... **Nominated Candidate**
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