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NO. (SUTHA-SET) 014/2021/EN

18 October 2021

Subject: Criteria for the Rights of Minority Shareholders to propose agenda and to nominate candidates to be elected as Directors Including the opportunity for shareholder to send enquiries submission prior to the Annual General Meeting of shareholder

To The President  
The Stock Exchange of Thailand

Attachment: Criteria for the Rights of Minority Shareholders

Golden Lime Public Company Limited (“The Company”) has established the criteria for the agenda proposing rights of minority shareholders, the nomination of candidates to be elected as directors, as well as the advance submission of enquiries for to the Annual General Meeting of Shareholders; which detailed information and forms appear as the attached document. For the year 2021, the enquiry submission period shall start on 18<sup>th</sup> October and close on 30<sup>th</sup> December before the 2022 Annual General Meeting of Shareholder.

The Company will present these criteria, as well as make the enquiry forms available for download for our shareholders or other interested parties on the Investor Relations page at [www.goldenlime.co.th](http://www.goldenlime.co.th). For shareholders who wish to propose an agenda, nomination a person for election as the director and/or submit enquiries prior to the Annual General Meeting of Shareholders, they may download the methods and forms and follow the procedures as announced by the Company.

Please kindly be informed accordingly.

Your Faithfully

Mr. Geza Emil Perlaki  
Managing Director



## Criteria for the Rights of Minority Shareholders

### Criteria for the Rights of Minority Shareholders

As of Good Corporate Governance Policy of the Company which having respect to the rights and equitable treatment of shareholders, the Board of Directors would like to present the criteria for shareholder to propose any matter considered important and truly beneficial to the company as agenda and to nominate candidates to be elected as Directors including the opportunity for shareholders to send enquiries submission prior to the Year Annual General Meeting of shareholders. The Criteria are as follows:

Including as bellow;

- 1. To Propose of Agenda Item(s)**
- 2. To Nominate candidates to be elected as Directors**
- 3. To send enquiries submission prior to the Annual General Meeting of shareholder**

#### **1. To Propose of Agenda Item(s)**

To propose of Agenda Item(s) that defined in the Section 89/28 of the Securities and Exchange Law B.E. 2535 (1992) with the criteria as follow;

Being a shareholder which can be either one or a combination/group of more than one shareholders. Holding minimum shares representing not less than 5% of the total voting rights and having continuously held those shares until the book closing date for the right to attend the meeting can send propose of Agenda Item(s) submission prior to the Annual General Meeting of shareholder.

##### **Proposal of Agenda guidelines**

- 1.1 Fill out **the Shareholders Meeting Agenda Proposal Form** that can be downloaded from the Company Website at: [www.goldenlime.co.th](http://www.goldenlime.co.th) in page [Investor Relations](#) at menu [Download Information and Form](#), Fill out complete the form and sign and attach document as required with the form.
- 1.2 The proposal will not be placed on the Agenda if:
  - 1.2.1 The proposal violates applicable laws, announcements, rules and regulations of Government agencies, or regulatory bodies or involved agencies, or actions not in compliance with the objectives, the Company's Articles of Association, the resolution of shareholders' meetings and good Corporate Governance of the Company.
  - 1.2.2 The Proposal is beneficial only for specific person or group.
  - 1.2.3 The proposal lies under the authority of the management of the Company except if is causing material impact on shareholders in general.
  - 1.2.4 The proposal has already been implemented by the Company.
  - 1.2.5 The proposal is for a matter which is beyond the control of the Company.
  - 1.2.6 The proposal is from shareholders who do not possess that whose information is incomplete or incorrect or from shareholders who are not reachable.

#### **2. To Nominate candidates to be elected as Directors**

##### **Qualifications of Shareholder**

Shareholder who wishes to propose the agenda and/or nominee director must possess the following

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### 2.1 Qualifications:

- Being a shareholder which can be either one or a combination/group of more than one shareholder.
- Holding minimum shares representing not less than 5% of the total voting rights and having continuously held those shares until the book closing date for the right to attend the meeting. Having continuously held those shares (in (b) above) for not less than 6 months.

### 2.2 Nomination of Director

2.2.1 Fill out **the Director Nomination Form** that can be downloading from the Company Website at: [www.goldenlime.co.th](http://www.goldenlime.co.th) in page **Investor Relations** at menu **Download Information and Form**, Fill out complete the form and sign and attach document as required with the form.

2.2.2 Director Qualifications , the Company will consider candidates nominated if they possess the following qualifications:

2.2.2.1 Being fully qualified and not prohibited under:

- The Public Companies Act
- The Securities Exchange Act
- The Securities and Exchange Commission
- The Capital Markets Supervisory Board
- The Stock exchange of Thailand
- The Company's Articles of Association

2.2.2.2 Having knowledge, skills, experience and capability in chemical related products, kiln engineering, as well as industry, laws, accounting and finance or being qualified in such areas as are beneficial to the Company.

2.2.2.3 Dedicating time and effort for discharge of duties as per his/her responsibility.

2.2.2.4 Independent Director Qualifications

The candidate must possess qualifications according to the Company's definition of Independent Director as per the company's policy.

### 3 **Enquiries submission prior to the Annual General Meeting of Shareholders**

Fill out **the Enquiries submission prior to the Annual General Meeting of Shareholders Form** that can be downloaded from the Company Website at: [www.goldenlime.co.th](http://www.goldenlime.co.th) in page Investor Relations at menu Download Information and Form, fill out complete the form and send to an email address: [glmis@goldenlime.co.th](mailto:glmis@goldenlime.co.th) or send by courier at procedure consideration follow as criteria no.5

## Criteria for the Rights of Minority Shareholders

### Criteria for the Rights of Minority Shareholders Consideration / Procedures guidelines

#### 1. Proposal of Agenda

- The Company Secretary will gather / review the proposal as set by the criteria and act according to the Company procedures before proposing to the Company's Board of Directors for consideration and approval.
- The proposal approved by the Company's Board of Directors will be included in the agenda of the AGM notice, as agenda proposed by the Shareholders.
- The Company's Board will consider the appropriateness of proposal by shareholders and in this regard, the Board's resolution shall be final.

#### 2. Nomination of Director

- The Company Secretary will gather / review the correctness and completeness of information and qualifications of Nominee Director and proceed according to the Company's procedures before proposing to the Nomination and Remuneration Committee and the Company's Directors for consideration
  - The name of nominee approved by the Board of Directors along with the Board opinion will be included in the AGM notice as nominee proposed by shareholders.
  - The Company's Nomination and Remuneration Committee and the Board Shall consider the Nominee Director and if the nominee is disapproved by the Board of Directors, the Company shall notify to the Shareholders after the Board Director Meeting will report with reason thru the Company website : [www.goldenlime.co.th](http://www.goldenlime.co.th) in Page [Investor Relations](#) at Menu [Clarify and Answer Questions](#).

#### 3. Enquiries submission prior to the Annual General Meeting of Shareholders

- The Company Secretary will gather / review the question from the shareholders who have enquiries submission prior to the Annual General Meeting of Shareholders and proceed according to the Company's procedures before proposing question to the Board Director consider.
  - The question approved by the Board of Directors along with the Board opinion will be included in the AGM notice and report to shareholders for acknowledges.
  - The question is disapproved by the Board of Director, the Company shall notify to the Shareholders after the Board Director Meeting will report with reason thru the Company website at in Page [Investor Relations](#) at Menu [Clarify and Answer Questions](#).

#### 4. Supporting Documents

The Shareholders shall submit the following documents:

- 6.1 The evidence of shareholding i.e. certificate of shares held issued by the relevant agency.
- 6.2 A self-attested copy of the Thai Identity card (Thai Nationals) or passport (foreign nationals) or a certified copy of the Company registration documents and a self-attested copy of the Thai Identity card ( Thai Nationals) or passport ( foreign nationals) of the authorized representatives.
- 6.3 In case of a group of shareholders, the group shall identify and mention the name of a person who shall have consent to act as their representative. In this regard, any communication between the company and the representative/ consent means the communication between the Company and such group of shareholders.
- 6.4 In case, the shareholder or a group of shareholders wishes to nominate a Director then following documents shall be sent:
  - 6.4.1 Nominee Profile signed by the Nominee herself/himself.
  - 6.4.2 Certified true copies of relevant documents such as evidence of educational qualifications, work experience, trainings attended and evidence of shares held.



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## Criteria for the Rights of Minority Shareholders

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6.4.3 Certified true copies of such other documents as may be beneficial for Board's consideration

### 5. Submission or Courier Address

The proposal for Agenda or a Nominee Director or Question shall be scan and sent to the company at email address [glmis@goldenlime.co.th](mailto:glmis@goldenlime.co.th) and the original form with attaching document as requirement sends by courier attention to:

**The company secretary**  
**Golden Lime Public Company Limited**  
**Head Office : 89 Cosmo Office Park,**  
**6<sup>th</sup> Floor, Unit H, Popular Road, Banmai,**  
**Pakkred, Nonthaburi 11120**

### 6. Period for actionable alerts and get the enquiry form

The enquiry submission period shall start on 18<sup>th</sup> October and close on 30<sup>th</sup> December before The 2022 Annual General Meeting of Shareholder.

### 7. Attach Form

7.1 Shareholders Meeting Agenda Proposal Form

7.2 Director Nomination Form

7.3 Enquiries submission prior to the Annual General Meeting of shareholders



(1) I (Mr./Mrs./Ms./Others) \_\_\_\_\_, am a shareholder of Golden Lime Public Company Limited holding: \_\_\_\_\_ shares.  
Resident at \_\_\_\_\_ Moo \_\_\_\_\_ Village/Building \_\_\_\_\_.  
Road \_\_\_\_\_ Sub district \_\_\_\_\_ District/City \_\_\_\_\_.  
Province/State \_\_\_\_\_ Country \_\_\_\_\_.  
Mobile phone number \_\_\_\_\_ Home/Office phone number \_\_\_\_\_.  
Fax number \_\_\_\_\_ E-mail address (Please entry If any) \_\_\_\_\_.

(2) I wish to nominate the qualified person to be a director of Golden Lime Public Company Limited in which such nominated person's profile as shown as follow:

1. First name – Last name Mr./Mrs./Ms./Others) \_\_\_\_\_.
2. Date of Birth) \_\_\_\_\_ Age \_\_\_\_\_ Years, Nationality \_\_\_\_\_.
3. Contract address: ) \_\_\_\_\_  
\_\_\_\_\_.

4. Status: \_\_\_\_\_ (Single/Married/Divorced/Widowed)

4.1 Name of spouse \_\_\_\_\_.

4.2 Having \_\_\_\_\_ children as follows:

4.2.1 \_\_\_\_\_, Age \_\_\_\_\_ Years

4.2.2 \_\_\_\_\_, Age \_\_\_\_\_ Years

4.2.3 \_\_\_\_\_, Age \_\_\_\_\_ Years

4.2.4 \_\_\_\_\_, Age \_\_\_\_\_ Years

4.2.5 \_\_\_\_\_, Age \_\_\_\_\_ Years

5. Holding the shares in Golden Lime Public Company Limited as of \_\_\_\_\_ (date of nomination) The nominated person holding \_\_\_\_\_ shares.  
The spouse and minor child, Total holding \_\_\_\_\_ shares.



6. Education

Institution	Qualification/Major	Year of graduation
_____.	_____.	_____.
_____.	_____.	_____.
_____.	_____.	_____.

7. Work experience (until now)

Place of work	Position	Period
_____.	_____.	_____.
_____.	_____.	_____.
_____.	_____.	_____.
_____.	_____.	_____.

8. The nominee including his/her spouse and minor child who hold the shares in the Ordinary Partnership, Limited Partnership, Limited Company, Public Company or the juristic person in accordance with Section 246 and 247 of the Securities and Exchange Act have been authorized as a representative of such juristic person.

Relationship (please specify name)	Name of Business	Position	Share Proportion(%)
_____.			
_____.			
_____.			
_____.			

I hereby certify that all information and evidence attached hereto are complete and accurate.

Sign\_\_\_\_\_Shareholder

(\_\_\_\_\_)

Date\_\_\_\_\_.

(3) I (Mr./Mrs./Ms./Others)....., have been nominated to be the Company's director of Golden Lime Public Company Limited and hereby certify that I possess all qualification as required by the Securities and Exchange Act B.E.2535 (as amended) and the rules, regulations or notifications of the Stock Exchange of Thailand or the Securities and Exchange Commission. I accept and acknowledge this nomination.

Please affix the  
Photo size 1"  
(Less than 6month)

Sign \_\_\_\_\_ . Nominee

( \_\_\_\_\_ )

Date \_\_\_\_\_ .

**The required documents for consideration**

1. The evidence of identity:
  - 1.1 Natural Person: enclose a certified copy of Identification Card or Passport (in case of foreigner.)
  - 1.2 Juristic Person : enclose a copy of Certificate of Incorporation certified by the authorized person(s) together with the company's seal affixed (if any) and a certified copy of identification Card or Passport (in case of foreigner) of such authorized person(s).
2. The evidence of shareholding, namely the letter of certification from the Securities Company of the Thailand Securities Depository Co., Ltd. (TSD) or other evidence from the Stock Exchange of Thailand (SET) or Custodian.
3. In case where many shareholders have unified to propose agenda, one of those shareholders must fill the Form of Nominating Director completely and affix the name as evidence. The rest of Shareholders must fill part (1) of the Form completely and affix the name as evidence separately then gather each of those shareholders.
4. A Certified copy of Identification Card or Passport (in case of foreigner) of the candidate.
5. Supporting documents of candidate's qualifications including education and work experience (Resume of Proposed Candidate for Director Position).
6. Other supporting documents beneficial for the Board of Director's consideration (if any).





Year \_\_\_\_\_.

**Shareholder**

Name-Surname : \_\_\_\_\_.

Address : \_\_\_\_\_.

Telephone : \_\_\_\_\_.

Fax : \_\_\_\_\_.

Email : \_\_\_\_\_.

Number of Shareholding (Share) : \_\_\_\_\_ as of date \_\_\_\_\_.

Natural Person \_\_\_\_\_      Juristic Person \_\_\_\_\_

**Detail Question**

: \_\_\_\_\_.

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