

Criteria of Proposing any Matter in the Agenda of Shareholders' Meeting and Nomination of Directors for Election

S. Khonkaen Foods Public Company Limited (" the Company ") deems it important with strong determination to stick to principles of good corporate governance in conducting its businesses. Therefore, for its meetings of shareholders, the Company recognizes the importance of right of shareholders and equitable treatment of shareholders according to principles of good corporate governance. The Company gives an opportunity to shareholders to propose any matter for putting in the agenda and to nominate candidate for directorial election in advance. The Company has set up the following criteria, method of proposing, and procedures of consideration as follow:-

Qualification of shareholders

The shareholder who is eligible to propose any matter in the agenda of shareholders' meeting and nomination of directors for election must be the shareholder eligible to vote according to proportion stipulated in the agenda of shareholders' meeting in line with the Securities and Exchange Act, B.E. 2535 and the amended copy (the 4th edition) B.E. 2551 and proposing a matter for an agenda or name of candidate to the Company during October 1, 2023 to December 31, 2023. Hence, the regulations and conditions must be observed as follow:-

1. Proposing matters for putting in an agenda

1.1 Criteria : the following matters are not qualified for putting in an agenda :-

- 1.1.1 Matters related to the Company's normal business and background of the story that illustrates no doubts about irregularities;
- 1.1.2 Matters beyond the Company's authority;
- 1.1.3 Matters proposed by any shareholder to shareholders' meeting for consideration during the past year which was supported by less than 10% of total eligible votes whereas background of the story has currently not changed significantly;
- 1.1.4 Matters which the Company has already taken action;
- 1.1.5 Matters in conflict with the law, announcements, regulations, and rules issued by governmental agencies or regulators, or matters that are against the Company's Objectives, Articles of Association, Shareholders' Resolutions, Code of Business Conduct, and Good Corporate Governance;

.../2

- 1.1.6 Matters that benefit a particular person or group of persons or matters that may cause conflicts of interest with a group of the Company's related parties;
- 1.1.7 Non-constructive matters or matters that may lead to significant damage to shareholders as a whole;
- 1.1.8 Matters proposed by a person who is not the Company's shareholder, or matters proposed beyond the specified period of time;
- 1.1.9 Matters with supporting documents submitted by a shareholder, and those documents can be proved to be untrue.

1.2 Method of proposing

- 1.2.1 Shareholders must fill in the " Form for Proposing Additional Matters for an Agenda for the 30th Annual General Meeting of Shareholders (of the year 2024) " (downloadable at the Company's website) completely and correctly and sign it. Shareholders must state whether such matters are to be proposed for acknowledgement, or consideration, or approval.
- 1.2.2 Shareholders must submit evidence of his shareholding and other supporting documents (if any) for the Board of Directors' consideration to the company Secretary by December 31, 2023 via any one of two channels as following:-
 - 1) **By post** : Send to Miss Kalvarat Vithitamataya
Company Secretary
S. Khonkaen Foods Public Company Limited
259/13 Pridi Banomyong 13 Alley, Sukhumvit 71 Road.
Phra Khanong Nuea Sub-district, Vadhana District,
Bangkok Metropolis 10110;
 - or
 - 2) **By e-mail** : Scan and send to : president@sorkon.co.th

If any shareholder has any doubt or question on how to fill in the form or what supporting documents should be provided, please contact Company Secretary at 087 9300 700.

1.3 Procedures of consideration

- 1.3.1 The Company Secretary will screen the proposed matters before submitting it to the Board of Directors for consideration. Those matters will not be under " Criteria : Matters are not qualified for putting in an agenda's as per Clause 1.1 of this " Criteria of Proposing any matter in the Agenda of shareholders' Meeting. " Other supporting documents required for consideration (if any) will also be submitted to the Company completely within the specified period of time.

- 1.3.2 The Board of Directors will consider the necessity and appropriateness of the proposed agenda and decide whether it should be put in the shareholders' meeting agenda. Decisions of the Board of Directors are final.
- 1.3.3 Proposed matters approved by the Board of Directors will be put in the agenda and shown in the invitation letter to shareholders' meeting together with the Board of directors' opinions. The Company will notify shareholders of proposed matters being rejected by the Board of directors in a shareholders' meeting or through other suitable information channels.

2. Nomination of directors for election

2.1 Criteria : Directors' qualifications :-

- 2.1.1 Be an ordinary person;
- 2.1.2 Unnecessary to be the Company's shareholder;
- 2.1.3 Be of a legal age;
- 2.1.4 Must not be a person whose properties have been placed in receivership, a bankrupt person, an incompetent person, or a quasi-competent person;
- 2.1.5 Must not have served a jail term by the final judgment for any case related to assets conducted in bad faith;
- 2.1.6 Never have been fired or dismissed by a governmental office, a governmental organization, or a governmental agency for malfeasance;
- 2.1.7 Must not bear forbidden characteristics under the Public Limited Company Act, B.E. 2535 and the Securities and Exchange Act, B.E. 2535, and its amendments;
- 2.1.8 Command key competencies for the Company's business, can fully devote time to the Company's work, and can regularly attend the Company's Board Meetings and assorted activities;
- 2.1.9 Be physically strong and fit;
- 2.1.10 Must not serve as a director for more than five other companies listed in the Stock Exchange of Thailand.

2.2 Method of proposing

- 2.2.1 Shareholders must fill in the " Form for Proposing Directorial Candidate for the 30th Annual General Meeting of Shareholders (of the year 2024) " (downloadable at the Company's website) completely and correctly and sign it.
- 2.2.2 Shareholders must submit evidence of his shareholding and other supporting documents (if any) for the Board of Directors' consideration to the company Secretary by December 31, 2023 via any one of two channels as following:-

1) **By post** : Send to Miss Kalvarat Vithitamatala
Company Secretary
S. Khonkaen Foods Public Company Limited
259/13 Pridi Banomyong 13 Alley, Sukhumvit 71 Road.
Phra Khanong Nuea Sub-district, Vadhana District,
Bangkok Metropolis 10110;

or

2) **By e-mail** : Scan and send to : president@sorkon.co.th

If any shareholder has any doubt or question on how to fill in the form or what supporting documents should be provided, please contact Company Secretary at 087 9300 700.

2.3 Procedures of consideration

- 2.3.1 The Company Secretary will screen the nominated candidate before submitting his name to the Recruitment and Compensation on Remuneration Committee and the Board of Directors for consideration. The proposed persons must be well qualified under " Criteria : Directors' qualifications as per Clause 2.1 of this " Criteria of Nomination of Directors for Election " Other supporting documents required for consideration (if any) will also be submitted to the Company completely within the specified period of time.
- 2.3.2 The Recruitment and Compensation on Remuneration Committee will consider the qualifications of such candidate and gives its opinions to the Board of Directors whether the proposed person should be nominated for election at shareholders' meeting. Decisions of the Board of Directors are final.
- 2.3.3 Proposed persons getting approval from the Board of Directors will have their names nominated for election, together with the Board of Directors' opinions, on the agenda for election of directors. As for those being screened out by the Recruitment and Compensation on Remuneration Committee or the Board of Directors, the Company will notify shareholders in a shareholders' meeting or through other suitable information channels.

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(Mr. Charoen Rujirasopon, Mrs. Niramon Rujirasopon)

Authorized Directors