

Criteria for Shareholders to propose Agenda For the Annual General Shareholders' Meeting 2020

Objective

Recognizing the importance of shareholders and in order to enhance the law related to good corporate governance promotion, TQM Corporation Public Company Limited, facilitates shareholders in proposing for the Annual General Shareholders' Meeting 2020, the issue, as deemed beneficial to the Company, to be considered to include in the agenda of the Meeting in compliance with the Company's criteria as described below.

Criteria

1. Qualifications of shareholders who are eligible to propose matters as agenda for the Annual General Shareholders' Meeting

The shareholders who wish to propose the agenda have to hold not less than 3,000,000 shares (1 percent of total paid-up share capital) which can be either one shareholder or combined shareholders.

2. Proposal of the agenda

The shareholder who possesses qualification according to Section 1 hereof, have to indicate whether it is the matter proposed for acknowledgement, for approval, or for consideration, as the case may be, including details of the proposal. The shareholders shall fill out the "**Agenda Proposal Form for the Annual General Shareholders' Meeting 2020**" with other complete supplementary documents, and submit to the Company within **December 31, 2019**. The aforementioned should be sent to the following address:

Miss Supichaya Theppitak (Company Secretary)
TQM Corporation Public Company Limited
123 Ladplakao Road, Jorakhaebua, Ladprao, Bangkok 10230

In case many shareholders have unified to propose agenda, all shareholders must fill out the "Agenda Proposal Form for the Annual General Shareholders' Meeting 2020" into one set and sign their names as evidence and provide the evidence of shareholding which should be forwarded together.

3. To compose an efficient AGM, the Company reserves its right not to include the following matters on the Agenda

- 1) The proposal from shareholders who are not fully qualified and the information shareholders provided is incomplete, incorrect or unable to propose within the time limit.
- 2) The proposal which constitutes regular business operation of the Company and the proposer's reference does not sufficiently indicate any cause of irregularity.
- 3) The proposal that is beyond the power of the Company to successfully perform.
- 4) The proposal that shareholders already proposed in AGM within the past 12 months, which was under supported by less than 10% of total voting shares, unless given that the factual events are materially changed from those presented in the previous AGM.
- 5) The proposal that is not beneficial to the Company operations
- 6) The proposal lying under management authority of the Company, except the ones causing adverse material impacts on shareholders in general.
- 7) The proposal that violates the law, rules, regulations of other governing or related agencies or does not comply with the objective, the article of association, code of business conduct and business ethics of the company.
- 8) The proposal, as stipulated by laws, for consideration at AGM, which has been regularly included in the Meeting agenda by the Company.
- 9) The proposal on matters that the company has already executed.

4. The proposals proposed by shareholders shall be preliminarily scrutinized by the Corporate Governance Committee before further submission to the Board of Directors for consideration. Any proposals, under approval by the Board of Directors, will be included in the Agenda as shown in the Notice of Invitation to the Annual General Shareholders' Meeting 2020.

The Board of Directors will announce to all shareholders about the proposals proposed by the shareholders in The 2020 Annual General Shareholders' Meeting. For the proposal disapproved by the Board, the Company shall further inform the shareholders as the acknowledgment agenda in the Annual General Shareholders' Meeting 2020