MINOR
INTERNATIONAL

Criteria for Minority Shareholders to Propose AGM Agenda Items and to Nominate Director

1. Objective

Minor International Public Company Limited. ("MINT", "the Company") strongly intends to comply with Good Corporate Governance. To treat all shareholders fairly and equitably is one of the Company's important commitments.

To grant the minority shareholders the right to propose agenda and to nominate candidates for directorship is considered as part of the Company's corporate governance with the purpose to treat all shareholders fairly and equitably. Therefore, to ensure the clarity and transparency of the procedures, the Company has set up the criteria with respect to the proposal by minority shareholders of agenda items and the qualified candidates for directorship in advance of the Annual General Meeting (AGM).

2. The Qualifications of Shareholders who can propose AGM Agenda Items and nominate a candidate for directorship

2.1. Being shareholders of the Company

2.2. Holding or holding in aggregate, as the case may be, not less than 2.5% the total issued and paid up shares of the company; and

2.3. Having held those shares in 2.2 for at least 6 months prior to the date of submission of the proposal

3. Proposal of the Agenda

3.1. Criteria for the Agenda Proposals that will not be accepted

3.1.1. Agenda proposals that violate the law, rules, regulations of government agencies or other governing agencies, the objectives, the Articles of Association, the shareholders' resolution, Company's corporate governance practices

3.1.2. Agenda proposals that is beneficial only to a specific person or group

3.1.3. Agenda proposals touching on matters that are within the authority of the Board. But this by no way discourages shareholders from offering constructive suggestions

3.1.4. Agenda proposals that concern normal business practices of the Company, unless there is a strong indication of irregularity

3.1.5. Agenda proposals for the Company to take action which is beyond the power or control of the Company

3.1.6. Agenda proposals that shareholders had proposed at a shareholders' meeting that took place within the past three years, that were supported by less than 10% of the total voting shares, unless the circumstances surrounding the said matter have significantly changed

3.1.7. Agenda proposals that contain incorrect or incomplete information.

3.1.8. Agenda proposals from shareholders not fully qualified according to criteria No. 2

3.1.9. Agenda proposals that the Board deems irresponsible or unconstructive.

3.2. Consideration Procedures

3.2.1. Qualified shareholders as defined in No.2 may submit an advance copy of the AGM Agenda Proposal to the Board, or send the proposal unofficially to the Corporate Secretary via e-mail address at corp_secretary@minor.com before sending the original proposal to the Company. The original proposal bearing the shareholder's signatures, accompanied by evidence of the shares' held, namely, a certified letter of the securities company or other evidences from the Thailand Securities Depository Co., Ltd. (TSD) must be delivered to the Company by 5:00 pm, 4th January, 2027, in order to allow the Board adequate time for consideration.

The Company reserves the right to decline the proposed agenda if it is founded that information provided or documents attached are incomplete or incorrect; or those shareholders cannot be contacted.

The original official Proposal Form and other documents shall be sent to:

Office of Corporate Secretary
Minor International Public Company Limited
12th Floor, 88 The Parq Building
Ratchadaphisek Road, Klongtoey Subdistrict,
Klongtoey District, Bangkok 10110

(Proposal for AGM Agenda)

3.2.2. In the case that a group of shareholders have joined together to propose AGM agenda items to the Board, one shareholder must complete the AGM Agenda Proposal Form and sign the form. The other shareholders will complete only Part A of the AGM Agenda Proposal Form, and all shareholders will sign the forms for evidence. All forms, evidence of shares held, and all additional documents (if any) of all shareholders and documents required for consideration, will be consolidated into one information package for submission to the Board.

3.2.3. In the case that one or more shareholders propose more than one agenda item, the shareholders must fill separate AGM Agenda Proposal Forms and ensure that the supporting documents are certified as true copies.

3.2.4. The Corporate Secretary will screen the agenda proposals for the Board according to the following criteria:

3.2.4.1. In case the information provided is incomplete or incorrect, the Corporate Secretary will notify the shareholders via official letter by 5:00 pm, 15th January 2027, that the proposal will be excluded from the agenda of the AGM.

3.2.4.2. In case the shareholders are not considered fully qualified according to criteria No. 2, the Corporate Secretary shall notify the shareholders via official letter by 5:00 pm, 15th January 2027, that the proposal will be excluded from the agenda of the AGM.

3.2.4.3. Agenda proposals that are not excluded under sections 3.2.4.1 or 3.2.4.2 will be forwarded to the Board by the Corporate Secretary.

3.2.5. The Board will consider the agenda proposals as per criteria defined in 3.1.

3.2.6. The Board may assign specific Committees to review respective agenda proposals in accordance with established committee charters prior to final decision by the Board.

3.2.7. The agenda proposals approved by the Board along with the Board opinions will be included in the Agenda of the AGM Notice. For the agenda proposals not approved by the Board, the Company will immediately communicate to the shareholders via official letter with the reasons of the Board's refusal.

4. The qualifications of the Directors

4.1 Not being bankrupt person, incompetent person nor quasi-incompetent person

4.2 Not having been imprisoned by the judgment of a court which is final for an offence related to property committed with dishonest intent.

4.3 Not having been expelled nor removed from a position from the officer of government agency for an offence with the dishonest duty.

4.4 Possessing personal and professional ethics, integrity and values.

4.5 Not having qualifications against the requirements of the Standard Qualifications for the Directors, of the Public Limited Company Act, the Securities and Exchange Act B.E. 2535 (1992), or other related legislation, together with regulations of the Stock Exchange of Thailand, and the Company's Articles of Association including laws, notifications, regulations, rules of government agencies or other governing agencies or are not complied with the objective, the article of association, the shareholders' resolution, the Company's corporate governance practices.

4.6 Willing to devote sufficient time to effectively carrying out their duties and responsibilities, including attending Board and Committee meetings, and should be committed to serve on the Board for an extended period of time.

5. Process of Director's Nomination consideration

The shareholders who possesses qualification according to criteria No.2 must prepare and submit the Board 1) the "Director Nomination Form" and 2) the Information Form of Candidate Proposed for Directorship, which are attached in this criteria or send the proposal unofficially via Corporate Secretary's email address at corp_secretary@minor.com before sending the original to the Board. In this regard, the official forms with the signature and documents for consideration, which are identified in those forms must be delivered to the Company within 4th January 2027 in order to allow the Board having adequate time for consideration.

The Company reserves the right to decline the proposed nominating director if it is founded that information provided or documents attached are incomplete or incorrect; or those shareholders cannot be contacted.

An original official Forms and other documents shall be sent to:

Office of Corporate Secretary
Minor International Public Company Limited
12th Floor, 88 The Parq Building
Ratchadaphisek Road, Klongtoey Subdistrict,
Klongtoey District, Bangkok 10110

In case that many shareholders have unified to propose the candidate for directorship, those shareholders must possess the qualification in according to criteria No. 2, and must prepare the forms to propose the Boards as follows;

The first shareholder must complete the Director Nomination Form and sign the form for evidence. The second shareholders onwards complete only the Part A of the Form to Propose the Candidate for Directorship and all shareholders sign the forms for evidence. All forms, evidence of shares' held, and all additional documents (if any) of all shareholders and documents for consideration, which are identified in the forms have to be packed into the one set.

The shareholder must arrange a candidate proposed for directorship to complete the Information Form of Candidate for Directorship with signature and provide the documents for consideration, as specified in the form.

In case that one or more than one shareholders, who possess the qualification, in according to criteria No. 2 propose more than one candidate for directorship to the Board, shareholders must complete the Director Nomination Form and the Information Form of Candidate Proposed for Directorship, as one set for one candidate.

The Corporate Secretary will preliminary screen the proposal for the Board as the following criteria;

1) In case shareholders provide the incomplete or incorrect information, the Corporate Secretary will notify the shareholders via official letter within the 15th January 2027, that the proposal will be excluded from Board consideration.
2) In case that shareholders do not possess the fully qualification in according to Criteria No. 2, the Corporate Secretary will notify the shareholders that proposal will be excluded from Board consideration within 15th January 2027 via official letter.
3) The proposal that is not related to 1) or 2), the Corporate Secretary will propose to the Nominating and Corporate Governance Committee to screen the candidate proposed for directorship before proposing to the Board for final consideration.
4) The candidate that is approved by Nominating and Corporate Governance Committee will be passed to the Board's meeting for approval.
5) The Board will consider the appropriateness of candidate proposed for directorship.
6) The candidates, who are approved by the Board and the Board opinion, will be included in the Agenda for AGM Notice. For the candidates who are disapproved by the Board, the Company will inform the shareholders with the reason of the refusal via official letter.

6. Shareholder Contact

Should the shareholders have any queries, the shareholders may contact
Office of Corporate Secretary
Telephone No. 02 365 6116-17
E-mail address: corp_secretary@minor.com