

CRITERIA FOR SHAREHOLDER (S) TO PROPOSE THE AGENDA AND DIRECTOR NOMINATION FOR THE 2023 ANNUAL GENERAL MEETING

OBJECTIVE

i-Tail Corporation Public Company Limited (“the Company”) values good corporate governance and supports shareholders’ engagement. Therefore, prior to the 2023 Annual General Meeting, the Company has set up the criteria to allow the shareholders to propose the agenda and to nominate the candidate for directorship in advance. By this mean, it will ensure that the agenda will be delicately selected and truly beneficial to the Company and the qualified candidate will be selected and able to perform his or her duties effectively to attain the highest benefits of the Company and the stakeholders and also to affirm the conformity to the good corporate governance.

CRITERIA

1. QUALIFICATION

Shareholders who would like to propose an agenda or to nominate the candidate must possess the following qualifications:

- 1.1 Must be the Company’s shareholder(s), with continuous holding of minimum shares in an amount of 0.5 percent of the total voting rights of the Company (>15 million shares) either by one or several shareholders combined.
- 1.2 Shareholder(s) must held those shares by the date the shareholder (s) propose the item on the agenda and/or nominate candidate to be elected as director and must still be holding the shares as stipulated in 1.1 on the shareholder registration on the date specified by the Board of Directors (Record Date).

*Please note that, if, after the Company having checked the name of the shareholder(s) on Record Date and it does not appear that such shareholder(s) is qualified with the conditions. The Company reserves the right not to propose the agenda or the candidate to the Shareholders Meeting for consideration even though the same has been included in the notice of the Shareholders Meeting.

2. PROPOSAL OF THE AGENDA

2.1 Proposing an agenda

The shareholders, fully qualified as in criteria No.1, can fill out the “Proposed Agenda for 2023 Annual General Meeting Form”, and submit it with other supplementary documents as required by the Company.

In case where several shareholders would jointly propose the agenda, each of them must fill out the “Proposed Agenda for 2023 Annual General Meeting Form”, and sign their names as evidence separately. Then the forms should be gathered into one set.

2.2 Proposing a candidate to be nominated as a director

The shareholders, fully qualified as in criteria no.1, can fill out the “Nominated Qualified Candidate for Directorship in 2023 Annual General Meeting Form”, together with “Bio-data of Nominated Qualified Candidate for Directorship in 2023 Annual General Meeting Form” and the “Questionnaire on Qualifications of Nominated Directorship Candidate in 2023 Annual

General Meeting”, both of which are completed by the nominated candidate, and other complete supplementary documents as required by the Company.

In case where several shareholders would jointly nominate a candidate, each of them must fill out the “Nominated Qualified Candidate for Directorship in 2023 Annual General Meeting Form”, and sign their names as evidence separately. Then the forms should be gathered into one single set submission.

3. SUBMISSION PERIOD

From 28 December 2022 to 3 February 2023

4. RESERVATION

For an efficient AGM, the Company reserves its right not to include the following matters as the meeting agenda

- 4.1 Matters relating to normal course of business of the Company;
- 4.2 Matters that are beyond authority of the Company;
- 4.3 Matters proposed by shareholders who are not qualified, or with incomplete, inadequate evidence documentation or after required timeline;
- 4.4 Matters that is not beneficial to the Company;
- 4.5 Matters or evidence sufficed by shareholders is incomplete or untrue or ambiguous;
- 4.6 Matters lying under management authority of the Company, except the ones causing material impacts on shareholders in general;
- 4.7 Matters that violates applicable laws, rules, regulations of the government agencies, or regulatory or involved agencies, or actions not in compliance with the objectives, Articles of Association and good corporate governance of the Company;
- 4.8 Matters, as stipulated by laws, for consideration at AGM, which has been pursued regularly by the Company;
- 4.9 Matters that the Company has already implemented.

In addition, the Company reserves the right to consider a candidate to be nominate as a director only if the candidate has been proposed by qualified shareholder(s) and all relevant supporting documents have been provided as required by the Company.

5. PROCEDURE FOR CONSIDERATION

5.1 Proposing an agenda

- 5.1.1 The Company Secretary will initially review the proposal and supporting documents in relation thereto before proposing to the Board of Directors.
- 5.1.2 If the Board of Directors agrees that the issues are significant or beneficial to the Company or shareholder(s) as a whole, the Board will incorporate those issues in AGM agenda. If the Board of Directors rejects any shareholders’ proposals, the Company will report such rejection and its rationales to the shareholder(s) at the shareholders’ meeting.



5.2 Proposing a candidate to be nominated as a director

- 5.2.1 The Company Secretary will gather the proposal and supporting documents of proposed candidate before proposing to the Board of Directors.
- 5.2.2 The Board of Directors will consider the qualifications, knowledge, competency, experience of the candidate(s) in connection with skill and expertise required as well as ethics of proposed candidate so that it could promote the board efficiency. If the Board of Directors agrees that the proposed candidate is qualified to be nominated as the Company's director, the Board of Directors will propose such candidate in the Appointment of Director Agenda of the AGM for approval.

6. CHANNEL FOR SUBMITTING PROPOSALS

COMPANY SECRETARY DEPARTMENT

i-Tail Corporation Public Company Limited
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