



CS-011/2022

October 7, 2022

Subject : Right of Shareholders to Submit Inquiry, Propose Agenda and Candidates to be Elected as the Director at the Annual General Meeting of Shareholders in Advance  
To : The President of the Stock Exchange of Thailand  
Attachment : 1. Submission of Inquiry Concerning Agenda of the 2023 Annual General Meeting of Shareholders in Advance  
2. Proposing Agenda and Candidates to Be Nominated as the Directors in 2023 Annual General Meeting of Shareholders in Advance  
3. Privacy Notice

**Pico (Thailand) Public Company Limited (“the Company”)** would like to announce herewith the good corporate governance practice relating to the treatment of shareholders' rights, the Company would welcome shareholders' inquiry or proposal for the agenda and the candidates to be considered for the election as the Company's directors at the 2023 Annual General Meeting of Shareholders. The shareholders can submit the inquiries concerning agenda in the Annual General Meeting of Shareholders **from October 10 to December 23, 2022**. For proposing the agenda and the candidates to be nominated as the director in the 2023 Annual General Meeting of Shareholders, it can be proposed **from October 10 to November 18, 2022** as per details attached (attachment 1-3).

Please be informed accordingly and kindly disseminate the information herein to the public investors.

Yours sincerely,

Ms. Kulsiri Denrungruang  
Company Secretary  
Pico (Thailand) Public Company Limited



**Submission of Inquiry Concerning  
Agenda of the 2023 Annual General Meeting of Shareholders in Advance  
Pico (Thailand) Public Company Limited**

**1. Objectives**

In recognition of shareholders' rights and promoting of the Good Corporate Governance ("CG") practices and to be able to comply with it in a concrete manner, Pico (Thailand) Public Company Limited ("the Company") allows Shareholders to submit any inquiries concerning agenda in the Annual General Meeting of Shareholders ("AGM") in advance with criteria are defined as follows;

**2. Criteria for submitting questions in advance**

1. Shall be the shareholders of the Company at the date of submitting questions and be entitled to attend the AGM as listed name on the record date for the right to attend the AGM

2. Submit question together with shareholder's information as follow;

2.1 Name, Address, Telephone Number, Facsimile, E-mail address (if any) and number of shares being held.

2.2 Question must be relevant to the agenda of the 2023 Annual General Meeting of Shareholders.

**3. Submission period**

For 2023 Annual General Meeting of Shareholders, all qualified shareholders are able to submit their questions in advance from October 10 to December 23, 2022.

**4. Submission Channel**

Email to company secretary, [companysecretary@picothai.com](mailto:companysecretary@picothai.com) or

Send the documents via post to

Company Secretary

Pico (Thailand) Public Company Limited

10 Soi Lasalle 56, Bangna Tai, Bangna

Bangkok 10260, Thailand

The documents must be delivered to the company within office hour of December 23, 2022.

**5. Consideration Procedure**

The explanation of such questions will be provided to Shareholder in advance or at the Shareholders' meeting. The Company reserves the right to answer question relevant to the agenda of the 2023 Annual General Meeting of Shareholders.

*Remarks:*

*In the case that the document(s) or information submitted to the Company is/are not true, or the submitted document has been issued by the legal unauthorized person, the company reserves the rights to take proceedings under any pertinent laws.*

*The company will use the personal information received above for the only purpose of considering answering inquiries and considering the proposed agenda and the nomination of persons to be the director in the 2023 Annual General Meeting of Shareholders. You can find more details of data protection, your rights and the exercise of your personal data protection rights in accordance with the Company's Personal Data Protection Policy and Procedures in Attachment 3.*



**Proposing Agenda and Candidates to Be Nominated as Directors  
in 2023 Annual General Meeting of Shareholders in Advance  
Pico (Thailand) Public Company Limited**

**1. Objectives**

With respect to the right of shareholders to propose the agenda and nominate persons to be considered for the election as the Company's directors in advance of the 2023 Annual General Meeting of Shareholders ("AGM") which is a part of the principles of Good Corporate Governance ("CG") to ensure that all shareholders are fairly and equitably treated, Pico (Thailand) Public Company Limited (the "Company") has set up the criteria for shareholders to propose the agenda and nominate the director in advance. It demonstrates clear guidelines to ensure that all agenda items are genuinely beneficial to the Company and the candidates have suitable qualification. The Executive Committee or the Nomination Committee will carefully consider and make proposal to the Board of Directors.

**2. Qualification of Shareholders for Proposing Agenda and Candidates**

- 2.1 must be the shareholders of the Company at the date of the proposing agenda or candidate;
- 2.2 must hold a minimum of five percent of the total issued shares, which can be either owned by one shareholder or combined shareholders be in line with defined in Section 89/28 Paragraph 2 of the Securities and Exchange Act B.E. 2551;
- 2.3 must hold those shares as stipulated in 2.2 on the Record Date in order to determine the right of the shareholders to attend the AGM
- 2.4 must be persons who have integrity and ethics

**3. Criteria for Proposing Agenda**

- 3.1 Shareholders possessing the qualifications as specified in 2 above must complete the "Agenda Proposal Form for 2023 Annual General Meeting of Shareholders" and submit together with required documents and evidence to the company secretary or the chairman of the audit committee, via the channels stated in 5, **from October 10 to November 18, 2022** to allow sufficient time for the Executive Committee to consider and make proposal to the Board of Directors.

If many shareholders have unified to propose the agenda, each of them must complete the "Agenda Proposal Form for 2023 Annual General Meeting of Shareholders" and sign their names as evidence and send them altogether as one set.

**3.2 Criteria for the Agenda Proposals that will not be accepted**

1. Matters defined in Section 89/28, Paragraph 2 of the Securities and Exchange Act B.E. 2551\*
2. Matters that violate the laws, rules, regulations of government agencies and other governing agencies or that are not complied with the objectives, the Articles of Association, the Shareholders' resolution and the Good Corporate Governance of the Company
3. Matters that the Company has already implemented
4. Matters proposed by the shareholder who fill in incomplete or incorrect information or is unable to contact or do not follow the Criteria required by the Company
5. Matters proposed for personal benefits or special benefits for particular group of persons

- 3.3 In the case that the Board of Directors approves the proposed matters, the Company will include those matters in the meeting agenda remarked as "agenda from shareholders" in the notice to shareholders.

- 3.4 In the case that the Board of Directors denies the proposed matters, the Company will report those matters for acknowledgement and provide rationales at the Annual General Meeting of Shareholders.





#### 4. Criteria for Proposing Candidates to Be Nominated as Directors

4.1 Shareholders possessing the qualifications as specified in 2 above must complete the "Nominated Director Proposal Form for 2023 Annual General Meeting of Shareholders" and submit together with required documents and evidence to the company secretary or the chairman of the audit committee, via the channels stated in 5, **from October 10 to November 18, 2022** to allow sufficient time for the Nomination Committee to consider and make proposal to the Board of Directors.

If many shareholders have unified to propose the candidates, each of them must complete the "Nominated Director Proposal Form for 2023 Annual General Meeting of Shareholders" and sign their names as evidence and send them altogether as one set.

##### 4.2 Qualification of Nominated Director

1. Possessing the qualification pursuant to the requirements set forth in the Public Limited Company Act, Company's Articles of Association, Charter of The Board of Directors of the Company and the Good Corporate Governance of the Company and no prohibited characteristics set forth in the Decree of the Securities Exchange Commission;
2. Having knowledge and skill in the areas significantly beneficial to the Company, and also work experience in any industry for more than 10 years;
3. Being persons who have integrity and ethics

In this regard, the considering of the nominated director' qualifications depends on the consideration of the Nomination Committee and the Board of Directors.

4.3 The candidate agreed by the Board will be included in the agenda and remarked as "proposed by shareholders" in the notice to shareholders.

#### 5. Submission Channels

Email to the Company Secretary, [companysecretary@picothai.com](mailto:companysecretary@picothai.com) or The Chairman of Audit Committee, [chaiyod@picothai.com](mailto:chaiyod@picothai.com)

**And send the original documents** via post to

Company Secretary or The Chairman of Audit Committee

Pico (Thailand) Public Company Limited

10 Soi Lasalle 56, Bangna Tai, Bangna, Bangkok 10260, Thailand

The original certified documents must be delivered to the company within office hour of November 18, 2022.

\* Matters defined in Section 89/28, Paragraph 2 of the Securities and Exchange Act B.E. 2551 are as follows:

- (1) The proposal does not comply with rules as specified in the first paragraph (A shareholder or shareholders who hold shares and have the right to vote amounting to not less than five percent of the total number of the voting rights of the company);
- (2) The proposal is relevant to the ordinary business operation and the fact given by the shareholder does not indicate any reasonable ground to suspect the irregularity of such matter;
- (3) The proposal is beyond the company's power to produce the proposed result;
- (4) The proposal was submitted to the shareholders meeting for its consideration within the previous twelve months and received the supporting votes of less than ten percent of the total number of the voting rights of the company, unless the fact pertaining in the resubmission has significantly changed from that of the previous shareholders' meeting;
- (5) Any other cases as specified in the notification of the Capital Market Supervisory Board.



Agenda Proposal Form for 2023 Annual General Meeting of Shareholders of Pico (Thailand) Public Company Limited

I am (Mr./ Mrs./ Miss) .....being the shareholder of Pico (Thailand) Public Company Limited, holding.....shares, residing at ..... Road ..... Sub-District ..... District ..... Province ..... Telephone Number ..... Facsimile Number ..... E-mail address .....

I would like to propose the agenda of the 2023 Annual General Meeting of Shareholders as follows:

Proposed Matter: .....

Objective: [ ] For consideration [ ] For acknowledgement

Reasons and details: .....

And have the documents supporting the above proposal ..... pages in total.

I certify that all information in this Form, the evidence of shares held and other supporting documents are correct. I agree that the Company may disclose such information and evidences. I hereby affix my signature as evidence below.

Signed by ..... Shareholder (.....)

Date .....

A Shareholder must enclose the following evidence :

- 1. The evidence of shares held as of the proposing date, such as certified true copy of share certificate or the certificate of shares held from Security Company or any other certificates from the Stock Exchange of Thailand or Thailand Securities Depository Co., Ltd.
2. If shareholder is a juristic person, a copy of the company's affidavit and copy of identification card/passport (in case of non-Thai nationality) of authorized directors must be enclosed and certified true copies by such directors.
3. If a shareholder is an individual, a certified true copy of identification card/ passport (in case of non-Thai nationality) must be enclosed.
4. If a shareholder has his/her title, name or surname changed, a copy of evidence of those changes must be enclosed and certified true copy.

In case of proposing more than one agenda, the shareholder can use a copy of this Form and fill in all information and affix the shareholder's signature.

Remarks:

In the case that the document(s) or information submitted to the Company is/are not true, or the submitted document has been issued by the legal unauthorized person, the company reserves the rights to take proceedings under any pertinent laws.

The company will use the personal information received above for the only purpose of considering answering inquiries and considering the proposed agenda and the nomination of persons to be the director in the 2023 Annual General Meeting of shareholders. You can find more details of data protection, your rights and the exercise of your personal data protection rights in accordance with the Company's Personal Data Protection Policy and Procedures announced in Attachment 3.





**Nominated Director Proposal Form for 2023 Annual General Meeting of Shareholders  
of Pico (Thailand) Public Company Limited**

I am (Mr./ Mrs./ Miss) .....being the shareholder of Pico (Thailand) Public Company Limited, holding.....shares, residing at ..... Road ..... Sub-District ..... District ..... Province ..... Telephone Number ..... Facsimile Number ..... E-mail address .....

I would like to nominate (Mr./ Mrs./ Miss) ..... as a candidate to be a director of Pico (Thailand) Public Company Limited. I certify that all information in this Form, the evidence of shares held and other supporting documents are correct. I agree that the Company may disclose such information and evidences. I hereby affix my signature as evidence below.

Signed by ..... Shareholder  
(.....)  
Date .....

I am (Mr./Mrs./Miss) ....., the Candidate, consent and certify that the qualifications and other documents submitted (if any) are correct and agree to adhere to the Good Corporate Governance of the Company, and affix the name as evidence below.

Signed by ..... Candidate  
(.....)  
Date .....

**A Shareholder must enclose the following evidence :**

1. The evidence of shares held as of the proposing date, such as certified true copy of share certificate or the certificate of shares held from Security Company or any other certificates from the Stock Exchange of Thailand or Thailand Securities Depository Co., Ltd.
2. If shareholder is a juristic person, a copy of the company's affidavit and copy of identification card/passport (in case of non-Thai nationality) of authorized directors must be enclosed and certified true copies by such directors.
3. If a shareholder is an individual, a certified true copy of identification card/ passport (in case of non-Thai nationality) must be enclosed.
4. If a shareholder has his/her title, name or surname changed, a copy of evidence of those changes must be enclosed and certified true copy.
5. Supporting Documents for candidate at least as follows: Resume of the candidate including personal background, education, work experiences, skill/ professional areas, list of companies he/she has participated in the management of in the board, number of shares held in the Company, conflict of interest with the Company and its subsidiaries/ affiliates of the Company or juristic persons which may have conflict of interest, contact address and other information considered suitable to propose to the Board for consideration.



*Remarks:*

*In the case that the document(s) or information submitted to the Company is/are not true, or the submitted document has been issued by the legal unauthorized person, the Company reserves the rights to take proceedings under any pertinent laws.*

*The company will use the personal information received above for the only purpose of considering answering inquiries and considering the proposed agenda and the nomination of persons to be the director in the 2023 Annual General Meeting of Shareholders. You can find more details of data protection, your rights and the exercise of your personal data protection rights in accordance with the Company's Personal Data Protection Policy and Procedures announced in Attachment 3.*

## Privacy Notice

### For Submission of Inquiry, Proposing Agenda and Candidates to Be Nominated as Directors in Annual General Meeting of Shareholders in Advance Pico (Thailand) Public Company Limited

Pico (Thailand) Public Company Limited (the "Company") values the importance of the personal data of each of its shareholders who will submit inquiry, propose agenda and candidate to be nominated as Directors in Annual General Meeting of Shareholders. The Company would like to inform you the details of the protection and the treatment of your personal data under the personal data protection law with the following information.

#### 1. Responsible person of personal data processing

Data Controller : Company Secretary

Data Processor : Officers in executive department with relevant duties

#### 2. Your personal data collected by the Company

2.1 Contact information: e.g. address, telephone number, mobile phone number, facsimile number, and email.

2.2 Identifying information: e.g. name, surname, signature, identification card number, passport number, or data on any similar cards issued by the government or government departments.

2.3 Other information: e.g. shareholder identification number, evidence of shareholding for shareholders from securities companies (brokers), or other evidence from the Stock Exchange of Thailand or Thailand Securities Depository Co., Ltd., including work experience, personal records, and the educational background of persons who will be nominated to be elected as directors of the Company.

#### 3. Objectives of data collection, data usage or data disclosure

##### 3.1 Legal Obligation

The Company collects and uses your personal data for the purpose of submitting inquiry, proposing agenda and candidate to be nominated as Directors in Annual General Meeting of Shareholders of the Company, including verifying your identity and carrying out other activities to comply with the law or the orders of governmental authorities in accordance with the Public Limited Companies Act B.E. 2535 (A.D. 1992), the Civil and Commercial Code, or other relevant laws.

##### 3.2 Legitimate Interest

The Company collects and uses your personal data for the purpose of considering the answering inquiries, the proposed agenda and the nomination of persons to be the director of the Company, and for any activity as necessary such as conducting an opinion and satisfaction survey to our service and activities, and related to the legitimate interests of the Company, shareholders, nominated persons and other persons, to the extent that it is within the scope of the Company's objectives.

#### 4. Source of personal data

The Company collects your personal data directly from you, and/or Thailand Securities Depository Co., Ltd., and/or the nominated persons.

#### 5. Personal data disclosure

In order to proceed with the objectives as described in this notice, the Company may disclose your personal data to the persons or via the means as set out below:





- Governmental authorities, law enforcement agencies, courts, supervisory agencies (i.e., the Ministry of Commerce, the Office of the Securities and Exchange Commission, and the Stock Exchange of Thailand), or other persons, where the Company has reason to believe that it is necessary to comply with the law or protect the rights of the Company, the rights of third parties, or the safety of persons, including with regard to performing duties necessary for the transfer or acceptance of the rights and/or duties of the Company;
- Shareholders, investors or other persons via the website of the Company, the Stock Exchange of Thailand and Thailand Securities Depository Co., Ltd.
- Service providers, advisors, law enforcement agencies, courts, competent officers, government agencies, and other supervisory agencies; and
- Via electronic and print media used for reporting minutes of meetings and publicizing meetings.

#### **6. Period of personal data storage**

The Company will keep your personal data under item no. 2 for a period of 5 years from the date that the Company receives your data. In order to comply with the above objectives, upon the lapse of such respective periods, the Company will destroy the personal data or anonymize such data. However, the Company may store your personal data for longer if required to do so by relevant law.

#### **7. Right of data owner**

You have the rights under the personal data protection law summarized as follows:

- 7.1 The right to access and obtain a copy of the relevant personal data under the responsibility of the Data Protection Officer (DPO) or request the disclosure of the acquisition of such data collected without Data Subject's consent.
- 7.2 The right to obtain his/her own personal data from the Data Protection Officer (DPO).
- 7.3 The right to object to the collection, use, or disclosure of his/her own personal data at any time.
- 7.4 The right to request the Data Protection Officer (DPO) to delete or destroy his/her own personal data or transform such data into unidentified data.
- 7.5 The right to request the Data Protection Officer (DPO) to suspend the use of his/her own personal data.
- 7.6 The right to request that his/her own personal data be kept accurate, complete, and not misleading.

#### **8. Data protection measures**

The Company has in place appropriate data protection measures for your personal data, including management protective measures, technical protective measures, and physical protective measures, with regard to the accessibility and controllability of personal data, in order that the data remains secret, accurate, complete, and ready for use, and that the data shall not be lost, accessible, useable, changeable, amendable, fixable, or disclosable by others unlawfully or without the proper authority in accordance with applicable law.

#### **9. Contact**

If you have any questions or queries or would like to exercise any of your rights with regard to your personal data, please notify the Data Protection Officer (DPO) or the representative of the Management of Data Protection System on the following channels.

Pico (Thailand) Public Company Limited  
10 Soi Lasalle 56  
Bangna Tai, Bangna  
Bangkok 10260  
Telephone: 02 748 7007  
Email: [dpo@picothai.com](mailto:dpo@picothai.com) or [companysecretary@picothai.com](mailto:companysecretary@picothai.com)

