

The Criteria to provide shareholders' rights to propose agenda items and to nominate candidate to be elected as the Company's directors for the Annual General Meeting of Shareholders for the year 2023

1. Objective

Asia Capital Group Public Company Limited ("the Company") recognizes the importance of shareholders' rights and the equitable treatment of shareholders in adherence of the good corporate governance practices. The Company would like to provide opportunities for shareholders to propose agenda items and to nominate qualified candidate to be elected as the Company's directors through the Company's website, prior to the Annual General Meeting of Shareholders (AGM) for the year 2023. The criteria are provided below.

2. The Qualifications of Shareholders

Shareholders who would like to propose agenda items for the 2023 AGM and/or to nominate candidate to be elected as the Company's directors must possess the following qualifications:

Propose agenda items

- 2.1 Being the shareholder of the Company at the date of proposing agenda items
- 2.2 Being a shareholder or shareholders who hold minimum shares in combine of not less than 5% of the total voting shares

Propose candidates to be elected as directors

Shareholder who would like to propose candidates to be elected as the Company's directors must be the shareholder of the Company at the date of proposing candidates.

3. Proposal of the agenda

The Company shall not accept the following proposals as the agenda:

- 3.1 The proposal is relevant to the normal business operations of the Company and the fact given by the shareholders does not indicate any reasonable ground to suspect irregularity of such matter
- 3.2 The proposal is beyond the control of the Company
- 3.3 The proposal which the shareholders have already proposed in the shareholders' meetings during the past one year and received supporting votes by less than 10% of total voting shares, unless the facts pertaining in the resubmission have significantly changed from those of the previous shareholders' meeting
- 3.4 The proposal that violates the law, rules, regulations of government agencies or other governing agencies or is not in compliance with the objectives, the articles of association, the shareholders' resolutions and the good corporate governance of the Company
- 3.5 The proposal which is not beneficial or potentially cause significant damage to the shareholders
- 3.6 The proposal of which the information provided by shareholders is incomplete or incorrect
- 3.7 The proposal that has already been implemented by the Company

4. Proposal to nominate candidate to be elected as directors

- 4.1 Possess all qualifications as required by the Securities and Exchange Act, Public Company Limited Act, and the Good Corporate Governance of the Company
- 4.2 Knowledgeable, capable and possess working experiences that are beneficial to the Company
- 4.3 Better not serve on many Boards of Directors or hold many executive management positions especially not be a director or executive of companies which is a direct competition with the Company

5. Consideration Procedure

5.1 Shareholders must submit "Form to propose agenda items for Annual General Meeting of shareholders for the year 2023" and/or "Form to nominate a candidate to be elected as ACAP's director for the year 2023" together with complete and accurate supporting documents to the Board of Directors between 6 January 2023 to 17 February 2023 at the following channel:

- Post to Corporate Secretary at the following address

Asia Capital Group Public Company Limited
349 SJ Infinite I Business Complex, 24th Floor,
Unit 2401 - 2403 Vibhavadi Rangsit Road,
Chompol, Chatuchak, Bangkok 10900

- E-mail address: cs_acap@acap.co.th

5.2 The Independent Directors shall review the documents prior to submit to the Board of Directors. The results of the consideration will be informed to shareholders by the end of February, 2023. The proposal approved by the Board of Directors shall be included in the agenda of the Notice of the 2023 AGM.