

## **The Criteria for shareholders right to nominate director**

### **For the Annual General Meeting of Shareholders for the year 2019**

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#### **1. Objective**

Sea Oil Public Company Limited (“the Company”) realized the importance of all shareholders and complied with the good corporate governance policy on the right of shareholders to nominate persons to be elected as the Company ’director, in order to ensure the equitable treatment of shareholders. Therefore, the Company would like to invite our shareholders to participate in nominate the persons who have knowledge, capabilities to be elected as the Company’s directors in advance before place the agenda of the Annual General Meeting of Shareholders.

#### **2. Qualification of shareholders to nominate director**

- 2.1 Being the ordinary shareholder of the Company which can be either for single or several combined shareholders hold the minimum shares of not less than 5(five) percent of total number of voting rights.
- 2.2 Being the Company’s shareholders in the specified proportions in item 2.1 at least one year continued and must be hold the shares on the proposal date.

#### **3. Criteria and Procedure**

##### **3.1 Director Qualification**

- 3.1.1 Being fully qualified director and not be prohibited according to the Public Limited Company Act, the Securities and Exchange Act and the Capital Market Commission Announce.
- 3.1.2 Having knowledge, abilities, expertise and experiences which related to the business.
- 3.1.3 Being morality and ethical leader.
- 3.1.4 Able to devote times for the company fully and sufficiently.
- 3.1.5 Not operating any business of similar nature with the Company and which is in competition with the Company.

##### **3.2 Conditions and Consideration procedure**

- 3.2.1 The shareholder fill in and affix the name as evidence on the “Director Nomination Form” In addition, the Shareholder must submit the mention form with supporting document as following:-
  - Evidence of shareholding i.e. the certificate of shares’ held issued by the Securities Company or any other evidence to be certified by the Registrar.
  - Personal documents, i.e. a copy of Identification Card (For Thai Nationality person) or a copy of passport (For Foreign shareholder) or copy of corporate affidavit with identification card or passport of the authorized director must be enclosed and certified true copies by such director. (For Juristic persons)

- The evidence of the consent of person who are nominated in the Director with the supporting document for consider the qualification such as education and working experience and other document which will be beneficial to the Board 's consideration (if any)

3.2.2 In case of several shareholders have combined to propose the agenda ,each shareholder must individually fill in and sign on the “Director Nomination Form ” the shareholders must provide the required document as stated in the form then gather into one set and send to the company .If wish to propose more than 1 director, separate form must be used for each director along with each supporting document

3.2.3 To submit the form and supporting document unofficially via.

Facsimile: 02-398-9852 or E – mail: [compliance@seaoilthailand.com](mailto:compliance@seaoilthailand.com)

3.2.4 To submit the original of the “Director Nomination Form” with the evidence and other supporting document, must be affixed the name and delivered to the Company within February 14, 2019 at the following address:

**The Compliance & Company Secretary Office**

**Sea Oil Public Company Limited**

**88 Soi Bangna – Trad 30, Bangna-Tai, Bangna, Bangkok 10260**

3.2.5 The Company Secretary will initially gather /review all the “Director Nomination Form” together with the evidence according to the Criteria and Procedure and propose to the Nomination Remuneration and Corporate Governance Committee of the Company to consider before proposing to the Company’ Board of Directors for approval.

3.2.6 The candidates who pass the approval by the Board of Director will be listed in the AGM agenda with the Board’s opinion. For the proposal disapproved to be list in AGM Agenda, the Company shall inform the shareholder with the reason through the company website or any proper channels.