

Criteria for Shareholders to Propose Annual General Shareholders' Meeting Agenda Items and Director Nominees in Advance

Objectives

Heng Leasing and Capital Public Company Limited (the "Company") considers the rights and interests of all groups of shareholders, i.e., majority shareholders, minority shareholders, individual shareholders, or institutional shareholders for equality and fair treatment. In order to facilitate and give the opportunity to shareholders to play a greater role in the Annual General Meeting ("AGM") in response to the promotion of good corporate governance.

The Company has drawn up the criteria for shareholders to propose agendas which are useful for our operation and propose a qualified person to be elected as a director of the company. These two matters should comply with the relevant laws and regulations.

Definition

"Company" refers to Heng Leasing and Capital Public Company Limited

"Board of Directors" refers to the Board of Directors of the Company

"Director" refers to a Director of the Company

"Agenda item" refers to an agenda item of the Company's Annual General Meeting of Shareholders.

Criteria for Shareholders to Propose AGM Agenda Items and Director Nominees in advance

1. Submission Period

The shareholder(s) propose agenda and nominate director with other complete supplementary documents as required to Heng Leasing and Capital Public Company Limited from November 9, 2023 to January 9, 2024.

2. The Qualification of a Shareholder

Shareholders who wish to propose the agenda for AGM and director nominee must possess qualifications according to the criteria as follows:

- 2.1 Must be the Company's shareholder, with the continuous holding of minimum of continuous shares of not less than 1% of the total number of shares issued and fully-paid, being a shareholder of the Company which can be either one shareholder or combined shareholders and must have continuously held those shares for at least one year by the date that the shareholder proposes the agenda item for AGM or director nominee. Furthermore, the shareholder must have the right to attend the Annual General Shareholders' Meeting.
- 2.2 Shareholder(s) according to No. 2.1 is requested to provide evidence to confirm the foregoing qualifications, such as copies of share certificates or the statement / confirmation of shareholding from the brokers. For the benefit of identity verification, identification documents of shareholders, namely copies of identification card or passport (in case of foreigners), home address, telephone number, and mobile number which are convenient to contact, are required.

3. Proposal of an Agenda Item for AGM

- 3.1 A proposal that will not be placed on the agenda
- 3.1.1 A proposal that violates the law, notification, rules, regulations of government agencies or other governing agencies or is not in compliance with the objectives, Articles of Association, the shareholders' resolution, or the good corporate governance of the Company.
 - 3.1.2 A proposal that is beneficial only for a specific person or group and clearly not useful to the Company
 - 3.1.3 A proposal relating to the normal business practices of the Company which the shareholders that do not illustrate a rational suspicion of irregularities.
 - 3.1.4 A proposal that is beyond the control of the Company.
 - 3.1.5 A proposal that the Company has already implemented or started to implement.

- 3.1.6 A proposal for which the information shareholders have provided is incomplete, incorrect, and for those shareholders who are unable to be contacted.
- 3.1.7 A proposal proposed by a shareholder who is not fully qualified under Clause 2.
- 3.1.8 As for the nominating persons to be elected as the directors, if the nominated person lacks qualifications which are required by applicable laws or regulatory rules or do not possess desired qualifications such as lack of experience, knowledge, ability or field expertise that is considered beneficial or necessary for the Company's business. Any nominated person must have full qualifications according to the regulations of the Company's regulators and relevant laws, and any amendments as follows:

- (1) Securities and Exchange Act B.E. 2535 (1992) and its Amendment
- (2) Public Limited Companies Act B.E. 2535 (1992)
- (3) Credit Information Business Act B.E. 2545 (2002) and its Amendment
- (4) Notifications of the Securities and Exchange Commission
- (5) Notifications of the Stock Exchange of Thailand
- (6) Notifications of the Bank of Thailand
- (7) Corporate Governance Code for Listed Companies 2017, the Securities and Exchange Commission
- (8) Articles of Association and Rules of the Company

3.2 Consideration Procedure

- 3.2.1 A shareholder possessing qualification according to the criteria No. 2 must submit the Propose AGM Agenda Item Form (Form A) to the Board of Directors as provided at the end of these criteria. In this regard, the original Propose AGM Agenda Item Form (Form A) with the

shareholder's signature, the evidence of shares held according to 2.2, i.e., a certificate from a security company or other documents from Thailand Securities Depository Co., Ltd. or the Stock Exchange of Thailand, and additional documents that may be useful for the consideration of the Board of Directors (if any), to the Company well in advance so as to allow sufficient time for the Board of Directors to consider the agenda.

3.2.2 If many shareholders have unified to propose agenda items to the Board, the first shareholder must complete the Propose AGM Agenda Item Form (Form A) completely and add their name as evidence. The rest of the shareholders must complete part (1) and (2) of the Propose AGM Agenda Item Form (Form A) completely and the evidence of shares held, and supporting documents (if any) together into one set to propose to the Board of Directors meeting.

3.2.3 If one or more shareholders who are fully qualified according to criteria No.2 propose more than one agenda item, the shareholders must complete the Propose AGM Agenda Item Form (Form A) separately (one form per one agenda item) with the shareholder's signature and must be delivered to the Company.

3.2.4 The Corporate Secretary will initially review the proposal for the Board as follows:

(1) In case the information provided is incomplete or incorrect, the Corporate Secretary will notify the Shareholders if there is no correction and return the original on time, The Corporate Secretary will notify the shareholders that the proposal is not accepted.

(2) In case the shareholders are not fully qualified as stipulated in Item No.2, the Corporate Secretary will notify the shareholders that the proposal is not accepted.

(3) The Corporate Secretary will propose the proposals are not fall within No. 3.2.4 (1) and 3.2.4(2) above to The Board of Directors meeting.

3.2.5 The Board of Directors will consider a proposal according to the criteria. A proposal approved by the Board of Directors along with the Board of Directors' opinions will be included in the AGM notice of agenda. For a proposal disapproved by the Board of Directors, the Company will instantly inform the shareholders of the reason for the Board's refusal through the Company's website or other appropriate channels. The Board of Directors' decision is final, and the shareholder or the representative of the group of shareholders who propose the agenda item that is included as an agenda item should attend the AGM.

4. The Nomination for Director

4.1 Qualifications of a director, the director nominee shall have the following qualifications:

4.1.1 A Company director shall have full qualifications according to the law on public companies limited and other related laws as well as the notifications of the Office of Securities and Exchange Commission.

4.1.2 Be knowledgeable in the Company's business and provide adequate time and inputs to the benefit of the Company.

4.1.3 Be an individual with honesty, integrity, and business ethics.

4.1.4 The directors shall not take a position as director in not more than Five (5) other listed companies.

4.2 An independent director or director of the audit committee shall have the additional qualifications as follows:

4.2.1 Hold not more than one percent of the paid-up capital of the Company and its affiliated, associated, or related companies, including shares held by their spouse, children under legal age, or nominee(s).

- 4.2.2 Has not been an executive, employee, advisor, attorney of Heng Leasing and Capital Public Company Limited (HENG), affiliated, associated, or related companies; is not a major shareholder of the Company.
- 4.2.3 Has no direct or indirect benefit or interest whatsoever in the management of Heng Leasing and Capital Public Co., Ltd. (HENG), affiliated, associated, or related companies of Heng Leasing and Capital Public Co., Ltd. (HENG).
- 4.2.4 Is not related to or an immediate relative of any management member of Heng Leasing and Capital Public Co., Ltd. (HENG).
- 4.2.5 Is not a director appointed to maintain the benefits of directors, major shareholders or any shareholders related to the major shareholders of the Company.
- 4.2.6 Perform their duties and express the independence of their views as specified by the Company and in the line with the notification of the Stock Exchange of Thailand on the qualifications and scope of operations of an Audit Committee.

4.3 Consideration Procedure for Nomination as a Director Proposal

- 4.3.1 A shareholder possessing qualification according to the Criteria No. 2 must submit the form of Nominate as a Director (Form B) to the Board of Directors as provided the end of these criteria. In this regard, the original form of Nominate as a Director (Form B) with the shareholder's signature, the evidence of the nominee's consent, and submit the form with the following documents:
 - 1. Evidence of shareholding as per the Criteria No.2, i.e., a certificate from a security company or other documents from Thailand Securities Depository Co., Ltd. or the Stock Exchange of Thailand,
 - 2. Evidence of consent from the person nominated in Form B
 - 3. Supporting documents for the consideration of the person's

qualifications, i.e., education and curriculum vitae of the nominated person,

4. Additional documents that may be useful for the Board of Directors' consideration (if any)

4.3.2 If many shareholders who are fully qualified according to the criteria No.2 have unified to nominate a director to the Board of Directors, the first shareholder must complete the Form to Nominate as a Director (Form B) completely and affix their name as evidence. The rest of the shareholders must complete part (1) and (2) of the Form to Nominate as a Director (Form B) completely and affix their names as evidence separately and then gather all of the Form B, the evidence of shares held, and supporting documents (if any) together into one set and to deliver to the Board of Directors.

4.3.3 If one or more than one shareholder who is fully qualified according to the criteria No. 2 proposes more than one nominee, the shareholder must complete the Form to Nominate as a Director (Form B) separately (one Form B per one nominee) with the shareholder's signature, in order to allow the Board of Directors' time for adequate consideration.

4.3.4 The Corporate Secretary will initially review the proposal for the Board as follows :

(1) In case the information provided is incomplete or incorrect, the Corporate Secretary will notify the Shareholders if there is no correction and return the original on time, The Corporate Secretary will notify the shareholders that the proposal is not accepted.

(2) In case the shareholders are not fully qualified as stipulated in Item No.2, the Corporate Secretary will notify the shareholders that the proposal is not accepted.

(3) The Corporate Secretary will propose the proposals are not fall within No. 4.3.4 (1) and 4.3.4(2) above to The Nomination and Remuneration Committee and the Board of Directors.

4.3.5 The Nomination and Remuneration Committee will consider the qualifications and suitability of persons nominated as directors according to the director nomination process. This is the duty and responsibility of the Nomination and Remuneration Committee and will be presented to the Board of Directors. Unless the Nomination and Remuneration Committee or the Board of Directors considers otherwise.

4.3.6 The name of the person approved by the Board of Directors shall be included in the agenda item in the letter inviting the shareholders to the AGM, together with the Board of Directors' opinion. The Company would quickly notify the shareholders of the person approved and not approved by the Board of Directors after its meeting. The person approved by the Board of Directors for election as a director must appear to introduce himself/herself at the AGM.

5. Submission Channel

Shareholder(s) may unofficially submit proposal documents via email at cs_heng@hengleasing.co.th before submitting original documents to OR's address:

Corporate Secretary

Heng Leasing and Capital Public Company Limited

69 Village No. 7, San Sai Noi, San Sai, Chiangmai 50210

6. The Company's decision process

6.1 Proposing meeting agenda item

The proposal approved by the Board along with the Board's opinion will be included in the AGM agenda. For the proposal disapproved by the Board, the Company shall inform the shareholders with the reason of the refusal at the AGM and/or through other appropriate information dissemination channels.

6.2 Nominating persons to be elected as the directors

The Nomination and Remuneration Committee will consider the candidate's qualification pursuant to the Company's nomination process then make suggestion to the Board of Directors before nominating the names of such persons in the Notice of the 2024 AGM for the shareholders' consideration. For the candidate disapproved by the Nomination and Remuneration Committee or the Board, the Company shall inform the shareholder with the reason of the refusal at the AGM and/or through other appropriate information dissemination channels.

6.3 The Company's decision is considered final

The Company will announce the result of the proposal of agenda items and nominated persons for directorship after the Board of Directors meeting within February 2024. Proposals that are accepted by the Board of Directors will be included as agenda items in the Notice of the Annual General Meeting of Shareholders for the Year 2024.

Propose AGM Agenda Item Form

(1) I, (Mr. / Mrs. / Miss) _____,

being a shareholder of Heng Leasing and Capital Public Company Limited, number of shares held _____ shares,

residing at No. _____ Road _____ District _____

Province _____ Mobile Phone Number _____

Home / Office Phone Number _____ E-mail Address (if any) _____

(2) I would like to propose the below item for the agenda of the Annual General Shareholder's Meeting of the year _____

Subject _____

(3) Proposal for consideration _____

_____ and have supporting information beneficial for consideration (such as fact or reason etc.)

_____ and another support document (if any) are enclosed and certified as a true copy of every page, _____ page in total.

I certify that all information written in this Form A, the evidence of share held, and the other supporting documents are correct and affix my name as evidence below.

Shareholder's Signature

(_____)

Date _____

Remarks

1. The shareholder(s) must enclose the following documents with this Form:

1.1 The evidence of shares held as of the proposal date, such as certified true copies of share certificates or the certificate of shares held from Security Company or any other certificates from the Stock Exchange of Thailand (SET) or Thailand Securities Depository Co. Ltd. (TSD).

1.2 In case shareholder(s) is a juristic person, the copy of the company's affidavit and copy of identification card or passport (in case of non-Thai nationality) of authorized director must be enclosed, and certified true copies by such director.

1.3 In case shareholder(s) is a natural person, the certified true copy of the identification card or passport (in case of non-Thai nationality) must be enclosed.

1.4 In case shareholder(s) has their title, name, or surname changed, the copy of evidence of those changes must be enclosed and certified true copy.

2. In case shareholders have unified to propose the agenda, each shareholder must individually fill in Form A and affix their signature as evidence, then consolidate and submit to OR in one batch.

3. In case shareholder(s) wish to propose more than one agenda item, the shareholder(s) must complete one set of Form A. per one agenda item.

Propose AGM Agenda Item Form

(1) I am (Mr. / Mrs. / Miss) _____,

being a shareholder of Heng Leasing and Capital Public Company Limited, number of shares held _____ shares,

residing at No. _____ Road _____ District _____

Province _____ Mobile Phone Number _____

Home / Office Phone Number _____ E-mail Address (if any) _____

(2) I would like to nominate (Mr. / Mrs. / Miss) _____

Age _____ who is fully qualified in accordance with the criteria of the Company to be a director of Heng Leasing and Capital Public Company Limited. The nominee has signed below as evidence of consent. The curriculum vitae of the nominee and other supporting documents (if any) are enclosed and certified as a true copy on every page, _____ pages in total.

I certify that all information written in this Form B, the evidence of share held the evidence of consent, and other support are correct and sign my name as evidence below.

Shareholder's Signature

(_____)

Date _____

(3) I am (Mr. / Mrs. / Miss) _____,

the director nominee in (2), consent and certify that the qualification and other documents (if any) in (2) are correct, agree to adhere to Good Corporate Governance Policy of the Company, and sign my name as evidence below.

Director nominee's Signature

(_____)

Date _____

Remarks

1. The shareholder(s) must enclose the following documents with this Form:

1.1 The evidence of shares held as of the proposal date, such as certified true copies of share certificates or the certificate of shares held from Security Company or any other certificates from the Stock Exchange of Thailand (SET) or Thailand Securities Depository Co. Ltd. (TSD).

1.2 In case shareholder(s) is a juristic person, the copy of the company's affidavit and copy of identification card or passport (in case of non-Thai nationality) of authorized director must be enclosed, and certified true copies by such director.

1.3 In case shareholder(s) is a natural person, the certified true copy of the identification card or passport (in case of non-Thai nationality) must be enclosed.

1.4 In case shareholder(s) has their title, name, or surname changed, the copy of evidence of those changes must be enclosed and certified true copy.

2. In case shareholders have unified to propose the agenda, each shareholder must individually fill in Form A and affix their signature as evidence, then consolidate and submit to OR in one batch.

3. In case shareholder(s) wish to propose more than one agenda item, the shareholder(s) must complete one set of Form A. per one agenda item.

Resume of Proposed Candidate for a Director Position

1. Name

(1. In Thai) _____ (Maiden Name _____)

(2. In English) _____ (Maiden Name _____)

2. Date of Birth _____ Age _____ Years

3. Marital Status

Single

Married (1) Spouse's Name _____ (Maiden Name _____)

(2) Number of Children _____

4. Address

(1) Current Address

No. _____ Lane _____ Road _____

Sub-District _____ District _____ Province _____

Tel. _____

(2) Business Address

Company Name _____

No. _____ Lane _____ Road _____

Sub-District _____ District _____ Province _____

Tel. _____

5. Professional Background

(1) Education (*please enclose copies of academic qualification certifies*)

Institution	Degree and Major Subject	Year of Graduation
_____	_____	_____
_____	_____	_____
_____	_____	_____

(2) Training / Seminar courses relevant to director position

Institution	Degree and Major Subject	Year of Graduation
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

6. Work Experience

Organization	Type of Business	Position	From _____ To _____
_____	_____	_____	_____ To _____ (____ Years)
_____	_____	_____	_____ To _____ (____ Years)
_____	_____	_____	_____ To _____ (____ Years)
_____	_____	_____	_____ To _____ (____ Years)
_____	_____	_____	_____ To _____ (____ Years)

7. Shareholding in Heng Leasing and Capital Public Company Limited as of _____(including spouse and minor)

Self	_____	shares
Spouse	_____	shares
Minor	_____	shares
Total	_____	shares

8. Record of the lawsuit that I sued or am being sued for *(except for petty offenses)*

Yes

No

9. Having a direct and indirect interest in the parent company, subsidiaries, associated companies and related companies

Yes *(Please specify nature of the transaction and characteristics of such interests, including transaction value)*

No

10. Shareholding, being a partner in a partnership, or being a director of a company that operates the same nature of business as and is in competition with the business of the Company

Yes *(Please specify partnership/company names, number of shares held, percentage of shareholding and the nature of business)*

No

11. Vision for Heng Leasing and Capital Public Company Limited's Business

I (Mr. / Mrs. / Miss) _____,

nominated for appointment as the director of Heng Leasing and Capital Public Company Limited certify that the information provided above is true and the supporting documents submitted herewith are authentic.

Candidate's signature

(_____)

Date _____