

Criteria for Granting Shareholders the Right to Propose Meeting Agenda Items and Nominate Candidates for Election as Directors at the 2025 Annual General Meeting of Shareholders

Objective

To promote good corporate governance of Asia Metal Public Company Limited (AMC), which is committed to being a well-governed listed company that ensures fair and sustainable benefits for shareholders, investors, stakeholders, and all related parties.

AMC recognizes the importance of shareholder participation and deems it appropriate to grant shareholders the opportunity to propose agenda items for the Annual General Meeting of Shareholders (AGM) in advance, as well as to nominate candidates for consideration as directors of the company. This initiative ensures that all shareholders are treated fairly and equally. AMC will consider granting shareholders the right to propose meeting agenda items and nominate candidates for director positions based on the criteria established by the company, as outlined below.

1. Proposal of Meeting Agenda

1.1 Qualifications of Shareholders Eligible to Propose Meeting Agenda Items

To propose an agenda item for the Annual General Meeting of Shareholders (AGM) of Asia Metal Public Company Limited (AMC), shareholders must meet the following criteria:

1. The shareholder must be either an individual shareholder or a group of shareholders who collectively hold at least 5% of the total voting rights of the company, which is approximately 24,004,813.89 shares.
2. The shareholder must hold shares in the company on both the date of proposal submission and the date of the shareholders' meeting.
3. The shareholder must provide evidence of shareholding, such as a certificate of shareholding issued by a securities company or other supporting documents from the Stock Exchange of Thailand (SET) or Thailand Securities Depository Co., Ltd. (TSD).

1.2 AMC reserves the right to decline the inclusion of proposed agenda items in the Annual General Meeting of Shareholders (AGM) under the following circumstances:

1. The proposal is submitted by a shareholder who does not meet the qualifications specified in Section 1.1.

2. The proposal concerns the ordinary course of business operations, and the facts cited by the shareholder do not indicate any irregularities that would warrant further investigation.
3. The proposal pertains to matters that fall outside the authority of AMC, making it impossible for the company to take action as requested.
4. The proposal was previously submitted for shareholder consideration within the past 12 months and was rejected with less than 10% of total voting rights in support, which amounts to 48,009,627.70 shares, unless there has been a significant change in circumstances that justifies reconsideration.
5. The proposal falls under other cases as stipulated by regulations issued by the Capital Market Supervisory Board.

2. Nomination of Candidates for Director Positions Due to Term Expiry

2.1 Qualifications of Shareholders Eligible to Nominate Candidates for Director/Independent Director Positions

To nominate a candidate for consideration as a director or independent director of Asia Metal Public Company Limited (AMC), shareholders must meet the following qualifications:

1. The shareholder must be either an individual shareholder or a group of shareholders who collectively hold at least 100,000 shares of AMC.
2. The shareholder must have continuously held the required minimum shareholding of 100,000 shares for at least one year before submitting the nomination and must still hold shares on the date of the Annual General Meeting of Shareholders (AGM).
3. The shareholder must provide valid proof of shareholding, such as a certificate of shareholding issued by a securities company or other supporting documents from the Stock Exchange of Thailand (SET) or Thailand Securities Depository Co., Ltd. (TSD).

2.2 Qualifications and Disqualifications of Nominees for Director/Independent Director Positions

Individuals nominated for consideration as directors or independent directors of AMC must meet the following qualifications and must not have any disqualifications:

1. The nominee must be at least 25 years of age.
2. The nominee must possess the required qualifications and must not have any disqualifications under the Standard Qualifications for State Enterprise Directors and Employees Act B.E. 2518 (1975), the

Public Limited Companies Act, the Securities and Exchange Act, the Articles of Association of AMC, and any other applicable laws or regulations.

3. The nominee must have knowledge, skills, leadership qualities, vision, integrity, and ethical standards, along with a strong professional track record. They must be able to perform their duties as a director with care, honesty, and integrity, while complying with the law, company objectives, corporate regulations, and shareholder resolutions. Additionally, they must ensure accurate, complete, and transparent disclosure of information to shareholders.
4. The nominee must possess expertise and experience that are relevant and valuable to AMC's business operations. The board seeks competencies in areas such as management, business and marketing, information technology, accounting and finance, and legal affairs. In the 2025 Annual General Meeting of Shareholders (AGM), the board positions requiring replacements due to term expiration include accounting and finance, and business and marketing.
5. The nominee must demonstrate a genuine interest in AMC's business and be willing to dedicate sufficient time and effort to fulfill their duties effectively.
6. The nominee must consent to the nomination and accept consideration for appointment as a director.

2.3 Definition and Qualifications of an Independent Director

An independent director is a board member who operates independently from major shareholders, groups of major shareholders, and the company's executives. To be considered an independent director, a nominee must meet the following qualifications:

1. The nominee must hold no more than 1% of the total voting shares of the company, including shares in the parent company, subsidiaries, affiliates, major shareholders, entities with potential conflicts of interest, or persons with controlling power. This shareholding limit also applies to shares held by related persons as defined in Section 258 of the Securities and Exchange Act B.E. 2535 (1992).
2. The nominee must not currently be, or have previously been within the past two years, a director involved in management, employee, staff member, salaried advisor, or person with controlling power of the company, including its parent company, subsidiaries, affiliates, or any entity with potential conflicts of interest.
3. The nominee must not have blood relations or legally recognized relationships (such as parents, spouses, siblings, children, or spouses of children) with executives, major shareholders, controlling

persons, or individuals nominated to become executives or controlling persons of the company or its subsidiaries.

4. The nominee must not have any business relationships with the company or its affiliated entities that could result in conflicts of interest, financial dependence, or management influence at present or within the past two years. These include but are not limited to:
5. Holding a management position, employment, or advisory role with a salary in the company, its subsidiaries, or entities with potential conflicts of interest.
 - o Having direct or indirect financial or business interests that could affect independent judgment.
 - o Providing professional services such as auditing, legal consulting, financial advisory services, or asset valuation.
 - o Being a close relative of executives, major shareholders, or individuals with conflicts of interest, or being a representative appointed to safeguard the interests of major shareholders or directors.

2.4 Nomination Process.

1. Shareholders who meet the qualifications outlined in Section 2.1 must formally nominate a candidate for consideration as a director of Asia Metal Public Company Limited (AMC). To do so, they must complete and submit the “Nomination Form for Director Consideration”, which is provided at the end of this guideline. Before submitting the official form, shareholders may first notify the company of their nomination informally through one of the following channels: Email: Send the details to secretary@asiametal.co.th, Company Website: Submit the nomination via www.asiametal.co.th/investor. and Fax: Send the nomination details to +66 2-383-4102. Once the informal notification is made, shareholders must then submit the original signed nomination form to the Board of Directors for official review and consideration. Shareholders must submit the original signed nomination form along with the following supporting documents:
 1. Proof of shareholding, such as a certificate from a securities company, Thailand Securities Depository Co., Ltd. (TSD), or The Stock Exchange of Thailand (SET) as per Section 2.1.
 2. Nominee’s signed consent, confirming their acceptance of the nomination in the Nomination Form for Director Consideration of AMC.
 3. Qualifications documents, including educational background and work history of the nominee.
 4. Additional supporting documents (if any) that may assist the Board in the evaluation.

All documents must be submitted by February 13, 2024, to:

Corporate Secretary Office
Asia Metal Public Company Limited (AMC)
55, 55/1 Moo 2, Soi Wat Nam Daeng, Srinakarin Road,
Bang Kaeo, Bang Phli, Samut Prakan 10540, Thailand.

2. If multiple shareholders **jointly nominate a candidate**, the **first shareholder** must complete the **Nomination Form for Director Consideration of AMC** in full and sign it as proof. The **other shareholders** only need to complete **Sections (1) and (2)** of the form and sign accordingly. All nomination forms, along with **proof of shareholding** for each shareholder and any additional supporting documents, must be submitted **as a single set** to the Board of Directors. Shareholders may **informally notify** the company before submitting the original documents.
3. If a shareholder or a group of shareholders wishes to **nominate more than one candidate**, a **separate nomination form** must be prepared for each nominee. Each form must be **fully completed, signed, and submitted with all required supporting documents** for the nominee. Shareholders may **informally notify** the company before submitting the original documents.
4. The **Corporate Secretary Office** will conduct an **initial review** of the nominations and verify the documents before forwarding them to the **Nomination Committee**.
 - o If the submission is **incomplete or incorrect**, the Corporate Secretary will notify the shareholder by **February 13, 2025**. If the shareholder does not **correct the issue and submit the completed documents by February 19, 2025**, the company will formally notify them that the nomination has been closed.
 - o If the nominee **does not meet the qualifications** stated in **Section 2.2**, or if the nominating shareholder **does not meet the requirements** in **Section 2.1**, the nomination will be **disqualified**, and the shareholder will be informed by **March 3, 2025**.
5. The **Board of Directors** will assess each nominee based on their **qualifications, expertise, leadership skills, experience, and suitability for the position**. The **Board's decision will be final** in determining whether the nominee is suitable for consideration as a director.
6. Nominees who **receive approval from the Board** will be included in the **Annual General Meeting (AGM) agenda**, along with the Board's recommendations.

The **Board of Directors of Asia Metal Public Company Limited (AMC)** reserves the right to allow shareholders to **nominate candidates for election as directors** under the agenda for electing directors to replace those who are retiring by rotation at the **Annual General Meeting of Shareholders (AGM)**. The nomination process must adhere to the **criteria set forth by the Board of Directors of AMC**.