



**Criteria for Shareholders to Propose Agenda Items for  
the 2024 Annual General Meeting of Shareholders**

1. Objective

To enhance the good corporate governance of Civil Engineering Public Company Limited (the “Company”), the Company is determined to operate the business with good corporate governance, good moral and with great transparency to attain the highest benefits of the Company’s shareholders and all stakeholders.

The Company encourages all its shareholders to propose items for inclusion on the agenda in advance of the 2023 Annual General Meeting of Shareholders to reflect the fair and equal treatment of all of its shareholders pursuant to the Company’s good corporate governance. In this regard, the Company has set the below criteria for shareholders to propose agenda items for the shareholders’ meeting.

2. Qualification of Shareholders

Shareholder who wishes to propose the agenda items must possess the following qualification:

- 2.1 Being a shareholder of the Company at the date proposing agenda items either for one shareholder or combined shareholders and;
- 2.2 Holding shares of not less than 5 percent of the total voting share of the Company.

3. Proposal of the Agenda Items

3.1 Proposals that will not be placed on the agenda items

- (1) Matters for which the directors can refuse the proposed agenda items as section 89/28 of the Securities and Exchange Act B.E. 2535 (as amended);
- (2) Matters that violate the laws, rules, regulations of government agencies and regulatory authority or that are not complied with the objective, the Articles of Association, the Shareholders’ resolution and the Good Corporate Governance of the Company;
- (3) Matters those are beneficial for a specific person or group;
- (4) Matters that are the power and authority of the board, unless it causes a significant effect on the shareholders in general.
- (5) Matters that the Company has already operated.
- (6) Matters that the information, document or evidence provided by shareholders is incomplete, incorrect or unclear, and those who are unable to be contacted, or proposed later than the due date or;
- (7) Matters proposed by (a) shareholder(s) who is not fully qualified as specified in Clause 2.



### 3.2 Consideration Procedure

(1) The shareholder who possesses the qualifications as specified in Clause 2. must fill in “The Proposed Agenda Items to the Annual General Shareholders’ Meeting Form” and submit the original Form signed by the shareholders together with other supporting document as required by the Company to the Company within **December 31, 2023** at

Company Secretary Department  
Civil Engineering Public Company Limited  
68/12 CEC Building, 7th floor, Kampaengpet 6 Rd.,  
Ladyao, Jatujak, Bangkok 10900

The shareholder may send the proposal unofficially via facsimile 02-589-8886-7 or through Company Secretary’s email address at [company\\_secretary@civilengineering.co.th](mailto:company_secretary@civilengineering.co.th) before sending the original to the Company.

(2) In case that there are several shareholders, who possesses the qualifications as specified in Clause 2., jointly propose the agenda to the Board, the first shareholder must fill “The Proposed Agenda Items to the Annual General Shareholders’ Meeting Form” completely and affix his or her name as evidence. The rest of the shareholders must fill part (1) and (2) of “The Proposed Agenda Items to the Annual General Shareholders’ Meeting Form” completely and affix their names as evidence separately, then gather each of those “The Proposed Agenda Items to the Annual General Shareholders’ Meeting Form” and other supporting document as required by the Company together as one single set.

(3) In case that one or more than one shareholder, who possesses the qualifications as specified in Clause 2. propose more than one Agenda Items, the shareholders must fill “The Proposed Agenda Items to the Annual General Shareholders’ Meeting Form” separately (One Form per One Agenda Item) and affix his or her name as evidence,

(4) The Company Secretary will initially review “The Proposed Agenda Item to the Annual General Shareholders’ Meeting Form” and evidence before proposing to the Board of Directors for their consideration and endorsement. In case the information, document or evidence provided by shareholders is incomplete, incorrect, or unclear, the Company Secretary will notify the proposing shareholders. If the shareholder fails to correct and submit the revised original to the Company within **December 31, 2023**, the Company Secretary will notify the shareholders that the proposal is not accepted.

(5) The Board of Directors will consider the necessity and suitability whether the proposed matters should be added to the Shareholders’ meeting agenda. The resolutions of the Board of Directors are final.

(6) The proposal approved by the Board of Directors along with the Board’s opinion will be included in the Agenda Item of the Invitation of Annual General Meeting of Shareholders. For the disapproved proposal, the Company will inform the shareholders with the reason of the Board’s refusal through the channel of the Stock Exchange of Thailand and the Company’s website after the Board of Directors’ meeting and notify to all shareholders at the Meeting.



The Proposed Agenda Item to the Annual General Shareholders' Meeting Form

(1) I am (Mr./Mrs./Ms.)....., Being the shareholders of Civil Engineering Plc., holding.....shares, residing at.....Road..... District.....Province.....Mobile Phone Number..... Home/Office Phone Number.....E-mail address (if any).....

(2) I would like to propose the agenda item to the 2024 Annual General Meeting of Shareholders

Subject.....

(3) The proposal for consideration is

.....  
.....

and provide supporting information beneficial for consideration (such as facts, reasons, etc.).

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.....

and provide supporting documents (if any) enclosed and are certified a true copy at every page, .....page in total.

I certify that all information written in the Proposed Agenda Item to the Annual General Shareholders' Meeting Form, the evidence of shares held and other supporting documents are correct and affix the name as evidence below.

..... Shareholder's Signature

(.....)

Date.....

Remarks : The shareholder must enclose the following documents

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 Thailand Securities Depository Co. Ltd. or the Stock Exchange of Thailand (SET).
2. Personal documents
  - 2.1 In case shareholder is individual, the certified true copy of identification card or passport. (In case of non-Thai nationality) must be enclosed.
  - 2.2 In case shareholder is juristic person, the copy of the company's affidavit not exceeding 3 months 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.
3. Other supporting information beneficial for the Board's consideration (if any)