



บริษัท จุฬานาวี จำกัด (มหาชน)

**JUTHA MARITIME PUBLIC COMPANY LIMITED**

Mano Tower 153 Soi 39 Sukhumvit Rd., Klongton-Nua, Wattana, Bangkok 10110, Thailand.

E-mail : office@jutha.co.th Website : www.jutha.co.th

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ทะเบียนเลขที่ 0107536001613

YOUR REF : .....

OUR REF : .....

BANGKOK .....

Phor Thor 1/ 2019

10<sup>th</sup> October 2019

To: President  
Stock Exchange of Thailand

Re: Invitation to Shareholders to Propose in Advance the Agenda Item and Nomination of  
Directors

The Company hereby invite the shareholders to propose in advance agenda item and/or candidates to be nominated for selection as directors of the Company to be included in the agenda of the Company's Annual General Shareholders' Meeting for the year 2019 to be held in 2020. For transparency and for the Company's benefit, the Company set the criteria for proposal of agenda item and/or the nomination of directors, including qualifications of shareholders eligible to submit the proposal, proposal not to be included in the agenda, directors' qualifications and disqualifications, proposal forms for consideration procedures and proposal submission channels. The criteria is as disclosed on the Company's web site at [www.jutha.co.th](http://www.jutha.co.th). The proposal period is starting from 1<sup>st</sup> November 2019 to 14<sup>th</sup> January 2020.

Please be informed accordingly.



Yours sincerely,

( Chanet Phenjati )

President

**Criteria for the Minor Shareholders to Propose in Advance  
the Agenda Item and/or Nomination of Directors  
for the Annual General Shareholders' Meeting Year 2019  
Jutha Maritime Public Company Limited**

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Recognizing the importance of fair and equitable treatment of shareholders in compliance with the good governance practice to which Jutha Maritime Public Company Limited (the Company) has been continuously hold on, the Company offer an opportunity to the Company's minor shareholders to propose in advance agenda item and/or candidates for director position in order that the Board of Director will consider the proposal to be included in the Annual General Shareholders' Meeting for the year 2019. For transparency and the Company's benefit, the Company have set procedures and criteria to consider and select the proposal of agenda item and/or nomination of directors as follows:

**Clause 1. Qualifications of Shareholder Eligible to Propose Agenda Item  
and/or Nomination of Directors**

The shareholder who wishes to propose the agenda item and/or nomination of directors must have following qualifications:

- 1.1 Being the Company's shareholder, one individual shareholder or combined shareholders,
- 1.2 Continuously hold the shares for at least 1 year until the date the proposal is made.

**Clause 2. Proposal of Agenda Item**

**2.1 Proposals Not to be Included in the Meeting Agenda Item**

- (1) A proposal that violates applicable laws, rules and regulations enforced by the government authorities or regulatory agencies, or noncompliance with the objectives, Articles of Association, Shareholders' meeting resolutions and good corporate governance practices of the Company
- (2) A proposal that has no benefit to the Company's operations,
- (3) A proposal that is in favour of a specific person or group.
- (4) A proposal that is under the Board of Directors' authority except the one causing significant damages to general shareholders,
- (5) A proposal that was already implemented by the Company,
- (6) A proposal that is beyond the control of the Company
- (7) A proposal that was proposed to the Shareholders' meeting during the past 3 years and was agreed with votes less than 10% of the total voting shares and the facts are not materially changed,
- (8) A proposal that is submitted with incomplete or incorrect information or the proposed shareholder cannot be contacted,
- (9) A proposal that is made by an unqualified person as specified in Clause 1

## **2.2 Consideration Procedures**

- (1) The qualified shareholder according to Clause 1 is required to prepare the Form to Propose Agenda Item (Form Sor Wor) attached to this criteria on a basis of 1 form for 1 agenda. The proposal shall be submitted to the Company as specified in Clause 4 (1) with required documents for consideration and the evidence of share holding as specified in Clause 4 (2).
- (2) Corporate Secretary will initially review the completeness of the information and notify the proposed shareholder for correction in case of incompleteness before submit to the Board of Directors' consideration based on the criteria specified in Clause 2.1 except for otherwise decisions made by the Board of Directors. In all cases the Board of Directors' judgement is deemed the matter comes to an end.
- (3) The proposal approved by the Board of Directors will be included with Board of Directors' opinion in the notice for the Annual General Shareholders' Meeting Year 2019.
- (4) For the proposal disapproved by the Board of Directors, the Company will inform the proposed shareholder instantly after the Board of Directors' Meeting or on the next office date. Details will be notified through the Stock Exchange of Thailand's channel, the Company's web site at [www.jutha.co.th](http://www.jutha.co.th) and announced again at the shareholders' meeting.

## **Clause 3 Nomination of Directors**

### **3.1 Director's Qualifications and Disqualification according to Public Company Act, Securities and Exchange Act and Corporate Governance**

- (1) Not being a bankrupt,
- (2) Not being an incapacitated or quasi-incompetent person,
- (3) None of dishonest committal of any offence against property,
- (4) None of expulsion or deposition from government body or organization or private company for the dishonesty against his/her duties,
- (5) None of removal from being a director, manager, employee or authorized management control in any organizations,
- (6) Not being a political official, member of the House of Representatives, senator, member of the local council or local administrator,
- (7) Possessing the educational background, working experiences, and other qualifications as specified by the Company,
- (8) Being able to dedicate time a abilities for the utmost benefits of the Company a his/her duties and being available to attend the Company's meeting regularly,
- (9) None of actions in the Company management reducing the Company's benefit or in favour of any person or juristic person, no matter for the benefit of his/her own or others,
- (10) Not holding a directorship in more than 5 listed companies,



### 3.2 Consideration Procedures

- (1) The qualified shareholder according to Clause 1 who wishes to nominate a director fulfilled the qualifications specified in Clause 3.1 is required to prepare the form to Nominate Director (Form Sor Kor) attached to this criteria on a basis of 1 form for 1 director nomination with the nominee's signature consent. The proposal will be submitted to the Company as specified in Clause 4 (1) with required documents including the nominee's educational background and working experiences, other supporting information for consideration of the Board of Directors, and the evidence of share holding as specified in Clause 4 (2).
- (2) Corporate Secretary will initially review the completeness of the information and notify the proposed shareholder for correction in case of incompleteness before submit it to the consideration of the Board of Directors. In all cases the Board of Directors' judgement is deemed the matter comes to an end.
- (3) The nominee approved by the Board of Directors will be proposed to the Annual General Shareholders' Meeting Year 2019 by nominating on the meeting notice with the Board of Directors' opinion.
- (4) For the nominee disapproved by the Board of Directors, the Company will inform the proposed shareholder instantly after the Board of Directors' Meeting or on the next office date. Details will be notified through the Stock Exchange of Thailand's channel, the Company's web site at [www.jutha.co.th](http://www.jutha.co.th) and announced again at the shareholders' meeting.

### Clause 4 Channel for Submission of the Proposal

- (1) Shareholder may unofficially send Form Sor Wor and/or Form Sor Kor to the Company via facsimile at 022599824 or through e-mail address at [office@jutha.co.th](mailto:office@jutha.co.th) before submitting the original by post to the Corporate Secretary at Jutha Maritime Public Company Limited, 153 Mano Tower, Soi Prompong (Sukumvit 39), Sukumvit Road, Klongton Nua, Wattana, Bangkok 10110 within 14th January 2020.
- (2) Shareholder is required to enclose with Form Sor Wor and /or Form Sor Kor the evidence of the share holding as follows; the certificate of shares issued by securities company or any other certificates issued by the Stock Exchange of Thailand, with signed certified copy of shareholder identification card in case of natural person shareholder. and in case of juristic person, a copy of the company's affidavit and a copy of identification card or passport (for foreigner) of the authorized director who signed Form Sor Wor and/or Form Sor Kor with his/her signatures on such evidences.
- (3) In case the proposal and/or director nomination made by more than one shareholder, the first shareholder is required to fill and sign in all three sections of Form Sor Wor and/or Form Sor Kor and other shareholders are required to fill in and sign on section 1 and 2 of Form Sor Wor nd/or Sor Kor. All the forms are prepared in one set and sent to the Company with supporting documents (if any), evidences of the share holding and certified copies of all the identification cards.

**Form to Nominate Director**  
**Jutha Maritime Public Company Limited**

(Section 1) I am Mr./Mrs./Miss ....., the shareholder of Jutha Maritime Public Company Limited, holding ..... shares, and residing at ..... Road ..... Sub-District.....District.....Province..... Postal Code ..... Mobile Phone Number.....Home/Office Phone Number ..... E-mail Address .....

(Section 2) I would like to nominate Mr./Mrs./Miss ..... age ..... who is qualified and does not possess any disqualification according to the Company's criteria to be elected as the Company's director. The nominee signed below as his/her consent. The nominee's curriculum vitae and other supporting documents indicating his/her qualifications such as educational backgrounds and working experiences are enclosed, totaling ..... pages which was ..... certified true and correct on every page.

I certify that all information written in this form, the evidence of the share holding, the nominee's consent, and all supporting documents are true and correct.

Signed ..... Shareholder

(.....)

Date .....

(Section 3) I am Mr./Mrs./Miss ..... would like to confirm my consent to be nominated by the shareholder as stated above, affirm that I am qualified and does not possess any disqualification according to the Company's criteria, and agree to practice in compliance with the Company's good corporate governance.

Signed ..... Director Nominee

(.....)

Date .....

- Remarks:** 1. Shareholder is required to enclose the evidence of the share holding as follows; the certificate of shares issued by securities company or any other certificates issued By the Stock Exchange of Thailand, with a certified copy of shareholder identification card in case of natural person shareholder; and in case of juristic person, a copy of the company's affidavit and a copy of identification card or passport (for foreigner) of the authorized director who signed this form with his/her signatures on such evidences.
2. Shareholder may unofficially send this form in advance via facsimile at 02 2599824 or through e-mail address at office@jutha.co.th before submitting the original to the Company by 14th January 2020 for the Board of Directors to consider according to the Company's criteria to propose in the Annual General Shareholders' Meeting Year 2019.



**Form to Propose Agenda Item  
for the Annual General Shareholders' Meeting Year 2019  
Jutha Maritime Public Company Limited**

(Section 1) I am Mr./Mrs./Miss ....., the shareholder of Jutha Maritime Public Company Limited, holding ..... shares, and residing at ..... Road ..... Sub-District ..... District ..... Province..... Postal Code ..... Mobile Phone Number ..... Home/Office Phone Number ..... E-mail Address .....

(Section 2) I would like to propose the agenda item for the Annual General Shareholders' Meeting Year 2019 as follows: Subject.....

(Section 3) Background information and proposal for consideration:  
.....  
.....  
.....  
.....  
I also enclosed .....pages of supporting documents and every page of which is certified and corrected.  
I certify that all information written in this form, the evidence of the share holding, and all supporting documents are true and correct.

Signed ..... Shareholder  
(.....)  
Date .....

- Remarks:**
1. Shareholder is required to enclose the evidence of the share holding as follows; the certificate of shares issued by securities company or any other certificates issued By the Stock Exchange of Thailand, with a certified copy of shareholder identification card in case of natural person shareholder; and in case of juristic person, a copy of the company's affidavit and a copy of identification card or passport (for foreigner) of the authorized director who signed this form with his/her signatures on such evidences.
  2. Shareholder may unofficially send this form in advance via facsimile at 02 2599824 or through e-mail address at office@jutha.co.th before submitting the original to the Company by 14th January 2020 for the Board of Directors to consider according to the Company's criteria to propose in the Annual General Shareholders' Meeting Year 2019.
  3. In case the proposal made by more than one shareholder, the first shareholder is required to fill in all three sections of this form with his/her signature, and other shareholders are required to fill in and sign on this form separately only on section 1 and 2. All the forms are prepared in one set and sent to the Company with supporting documents (if any), evidences of the share holding and copies of identification cards, certified true and correct by each shareholders.
  4. It is required that this form is prepared on a basis of 1 form for 1 agenda item.