



WORLD FLEX PUBLIC COMPANY LIMITED

บริษัท เวิลด์ฟлекс จำกัด (มหาชน)

OFFICE : 1/7 BANGNA THANI BLDG. 3rd FL, ROOM 3B SOI BANGNA-TRAD 34, BANGNA TAI, BANGNA, BANGKOK 10260, THAILAND.

สำนักงาน : 1/7 อาคารบางนาธานี ชั้น 3 ห้อง 3B ซอยบางนา-ตราด 34 แขวงบางนาใต้ เขตบางนา กรุงเทพมหานคร 10260

TEL : (02) 398-7188 (02) 398-7189 FAX. (02) 398-7187

<http://www.worldflex.net>, E-mail : marketing@worldflex.net

FACTORY : 59/1 MOO 5, MANAM KOO, PLUAKDAENG, RAYONG 21140 THAILAND.

โรงงาน : 59/1 หมู่ที่ 5 ตำบลแม่แก้ว อําเภอลำลูกเกด จังหวัดระยอง 21140 TEL : (038) 637-559 FAX : (038) 637-560



ISO 9001 : 2015

No. WFX-ELCID 2565/004

March 16, 2022

Subject: Invitation to shareholders to propose agenda items and nominate candidates for directorship in advance of the 2022 Annual General Meeting of Shareholders

To: President The Stock Exchange of Thailand

Enclosures: 1. Criteria and form for Shareholders to Nominate Candidates for Election as Director at the 2022 Annual General Meeting of Shareholders
2. Criteria and form for Shareholders to Propose Agenda Items for the 2022 Annual General Meeting of Shareholders

World Flex Public Company Limited (the "Company") emphasized the compliance with the principles of good corporate governance regarding engagement with shareholders. Therefore, the Company encourages all its shareholders to propose items for inclusion on the agenda of the 2022 Annual General Meeting of Shareholders ("AGM") and to nominate candidates for election as directors at the AGM prior to the said meeting. Details of the criteria and procedures are disclosed on the Company's website at <https://worldflex.net/th/investor.php/general-meeting> under "Investor Relations" > Shareholder Information > Shareholder Meeting.

Shareholders can submit such proposals and supporting documents to the Company Secretary at World Flex Public Company Limited, Bangna Thani Building, Floor 3B Bangna-Trad Road, Soi Bangna-Trad 34, Bangkok 10260 or via e-mail at e-agm@worldflex.net from **16 March 2022 to 25 March 2022**. Any submission will then be presented to the Board of Directors for further consideration.

Yours sincerely,

World Flex Public Company Limited

-Signed-

(Mr.Nat Vongsasuttikul)

Managing Director



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Criteria for Shareholders to Nominate Candidates for Election as Director

at the 2022 Annual General Meeting of Shareholders

1. Objective

To enhance the good corporate governance of World Flex 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 of its shareholders to nominate candidates for directorship in advance of the 2022 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 these regards, the Company has set the below criteria for shareholders to nominate candidates for directorship for the shareholders’ meeting.

2. Qualification of Shareholders

Shareholder who wishes to nominate candidates for directorship must possess the following qualification:

- 2.1 Being a shareholder of the Company at the date nominating candidates for directorship 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 a person to be nominated as Director

3.1 Qualifications and Prohibitions of the person being nominated as Director

- (1) Being knowledgeable, capable, honest, good integrity, and carry out the business ethically, as well as having sufficient time to devote his (her) knowledge and capabilities for the Company.
- (2) Having qualifications and do not possess prohibited characteristics as specified by the law for public limited companies and do not possess characteristics indicating a lack of appropriate trustworthiness in managing business whose share are held by public shareholders as specified by law on securities and exchange, other relevant acts, and the good Corporate Governance Policy of the Company.
- (3) Not to operate a business of the same nature as and in competition with that of the company, or to enter to be a partnership or directorship in other juristic persons which operates a business of the same nature as and in competition with that of the company, whether for their own or others' benefit, unless the meeting of shareholders had been notified prior to appointment thereto.



- (4) Independent directors shall have qualification as defined by the Company and pursuant to the Notification of the Capital Market Supervisory Board (as amended). The independent directors responsible to protect the shareholders' interest equally and to attend the Board of Directors' meeting with freely to express their opinion

3.2 Consideration Procedure

- (1) The shareholder who possesses the qualifications as specified in Clause 2. must fill in the "Form to Nominate Director" and submit the original Form signed by the shareholders together with other supporting document as required by the Company to the Company within **25 March 2022** at

Company Secretary Department
World Flex Public Company Limited
1/7 Bangna Thani Building, Floor 3B,
Bangna-Trad Road, Soi Bangna-Trad 34,
BangnaTai, Bangna, Bangkok 10260

The shareholder may send the proposal unofficially through Company Secretary's email address at e-agm@worldflex.net 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 nominate candidates for directorship to the Board, the first shareholder must fill the "Form to Nominate Director" completely and affix his or her name as evidence. The rest of the shareholders must fill part (1) and (2) of "Form to Nominate Director" completely and affix their names as evidence separately, then gather each of those "Form to Nominate Director" 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 candidate, the shareholders must fill the "Form to Nominate Director" separately (One Form per One Candidate) and affix his or her name as evidence,
- (4) The Company Secretary will initially review the Form to Nominate Director and evidence before proposing to the Board of Directors for their consideration and endorsement. In case the information, document or evidence provided by shareholder 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 **25 March 2022**, the Company Secretary will notify the shareholders that the proposal is not accepted.
- (5) The Board of Directors will consider the qualification of the candidate. The resolutions of the Board of Directors are final.



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- (6) The name of candidate 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 candidate, 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



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Form to Nominate Director

- (1) I am (Mr./Mrs./Ms.), Being the shareholders of World Flex 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 nominate (Mr./Mrs./Miss)Age.....years, who is fully qualified in accordance with the criteria of the Company to be the director (the "Candidate"). The Candidate has been signed below as the evidence of consent. The curriculum vitae of the nominee and other support documents (if any) have been enclosed and certified true copy at every page, pages in total.

I certify that all information written in the Form to Nominate Director, the evidence of shareholding, the evidence of consent and other supporting documents are correct and affix the name as evidence below.

.....Shareholder's Signature
 (.....)
 Date.....

- (3) I am (Mr./Mrs./Miss), the Candidate in (2), consent and certify that the qualifications qualified in accordance with the criteria in Clause 3.1 and agree to adhere to the Good Corporate Governance of the Company, and affix the name as evidence below.

.....Candidate's Signature
 (.....)
 Date.....

Remarks: The shareholder must enclose the following documents

- 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).
- Personal documents:
In case shareholder is individual, the certified true copy of identification card or passport (in case of non-Thai nationality) must be enclosed.
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.
- Supporting documents of candidate's qualifications including the education and work experience (Curriculum Vitae)
- Other supporting information beneficial for the Board's consideration (if any)



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Criteria for Shareholders to Propose Agenda Items for the 2022 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 2022 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.



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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 **25 March 2022** at

Company Secretary Department
World Flex Public Company Limited
1/7 Bangna Thani Building, Floor 3B,
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The shareholder may send the proposal unofficially through Company Secretary’s email address at e-agm@worldflex.net 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 **25 March 2022**, 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.



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- (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.



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

- (1) I am (Mr./Mrs./Ms.), Being the shareholders of World Flex 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 2022 Annual General Meeting of Shareholders Subject.....
- (3) The proposal for consideration is..... and provide supporting information beneficial for consideration (such as facts, reasons, etc.) 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

- 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).
- Personal documents:
In case shareholder is individual, the certified true copy of identification card or passport (in case of non-Thai nationality) must be enclosed.
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.
- Other supporting information beneficial for the Board's consideration (if any)