

Rockworth

Criteria for Granting Shareholders the Right to Propose Agenda Items for the Annual General Meeting of Shareholders, to Nominate Individuals for Consideration as Directors, and to Submit Questions in Advance
For the Annual General Meeting of Shareholders for the Year 2027 (B.E. 2570)

Rockworth Public Company Limited

Objective

Rockworth Public Company Limited (the “Company”) recognizes the importance of the rights and equitable treatment of all groups of shareholders, in order to promote good corporate governance principles. The Company therefore provides shareholders with the opportunity to propose matters that they consider beneficial to the Company for consideration and inclusion as agenda items, and to nominate individuals with the knowledge, ability, and appropriate qualifications to be proposed as directors of the Company. Such matters are subject to consideration and approval by the Board of Directors for inclusion as agenda items in the notice of the Annual General Meeting of Shareholders for the year 2027 (B.E. 2570) of the Company.

The Company has accordingly established the criteria, procedures, and details for consideration as follows:

1. Qualifications of Shareholders Entitled to Propose Agenda Items for the Annual General Meeting of Shareholders and to Nominate Individuals as Directors

- 1.1 Be a shareholder of the Company, whether a single shareholder or several shareholders holding shares together, holding not less than 5 percent of the total voting shares of the Company.
- 1.2 Hold shares of the Company in the proportion specified in Clause 1.1 continuously for not less than 6 months, and must hold such shares on the date of proposing the agenda item and/or nominating an individual to be considered and selected as a director of the Company.

2. Criteria and Procedures for Proposing Agenda Items for the Annual General Meeting of Shareholders

2.1 Matters That Will Not Be Included as Agenda Items for the Annual General Meeting of Shareholders

The Company reserves the right not to include the following matters proposed by shareholders as agenda items for the Annual General Meeting of Shareholders:

- (1) Matters specified under Section 89/28 of the Securities and Exchange Act B.E. 2535 and the notifications of the Capital Market Supervisory Board.
- (2) Matters contrary to laws, notifications, regulations, rules, and requirements of government agencies, or matters not in accordance with the objectives, the Articles of Association, resolutions of the shareholders’ meeting, and business ethics.

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- (3) Matters intended for the benefit of any particular person or group of persons, and which are clearly not beneficial to the Company.
- (4) Matters that fall within the management authority of the Board of Directors, except where they may cause significant damage to shareholders as a whole.
- (5) Matters that the Company has already approved or that are currently being carried out by the Company.
- (6) Matters beyond the authority of the Company to undertake.
- (7) Matters proposed by shareholders who lack the qualifications or do not comply with the criteria specified in this announcement.
- (8) Matters for which the shareholders provide incorrect or incomplete information or documents, or where the Company is unable to contact the shareholders.

2.2 Procedures for Proposal and Consideration

- (1) Shareholders who fully meet the qualifications under Clause 1 may request the form for proposing agenda items for the Annual General Meeting of Shareholders by telephone at 0-2123-8888 ext. 1010, via the Company's website www.rockworth.com , or by email at companysecretary@rockworth.com
- (2) Shareholders who fully meet the qualifications under Clause 1 must submit the original form for proposing agenda items for the Annual General Meeting of Shareholders, signed by the shareholder wishing to propose the agenda item, together with documentary evidence of shareholding and any documents beneficial to the consideration of the Board of Directors (if any), **within 31 December of each year**, so that the Board of Directors has sufficient time for consideration.
- (3) In the case where several shareholders who fully meet the qualifications under Clause 1 jointly propose an agenda item for the Annual General Meeting of Shareholders to the Board of Directors, every shareholder must fully meet the qualifications under Clause 1, and must completely fill in the shareholder and shareholding information and sign as every shareholder, together with documentary evidence of shareholding and any documents beneficial to the consideration of the Board of Directors (if any), within the period specified in (2).
- (4) In the case where a single shareholder or several shareholders who fully meet the qualifications under Clause 1 propose more than one agenda item, such shareholders must separately fill in the details of each agenda item (one agenda item per one form for proposing agenda items for the Annual General Meeting of Shareholders).
- (5) The Company Secretary shall consider and compile the agenda items for the Annual General Meeting of Shareholders for submission to the Executive Committee for consideration before submission to the Board of

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Directors. The Executive Committee and the Board of Directors shall consider only forms for proposing agenda items that are correct and complete with all documents.

- (6) Matters approved by the Board of Directors will be included as agenda items in the notice of the Annual General Meeting of Shareholders, together with the opinions of the Board of Directors. For matters not approved by the Board of Directors, the Company will inform the shareholders at the Annual General Meeting of Shareholders or disseminate the information through other appropriate channels.

3. Criteria and Procedures for Nominating Individuals for Consideration and Appointment as Directors

3.1 Qualifications and Prohibited Characteristics of Directors of the Company

An individual nominated as a director must have the following qualifications and must not have any of the following prohibited characteristics:

- (1) Be of legal age, and be a person with knowledge and ability, honesty and integrity, ethics in conducting business, and sufficient time to dedicate their knowledge and ability and to perform their duties for the Company.
- (2) Not be a bankrupt person, an incompetent person, or a quasi-incompetent person.
- (3) Have never been sentenced by a final court judgment to imprisonment for an offense relating to property committed with dishonest intent.
- (4) Have never been dismissed or discharged from government service, an organization, or a government agency on the grounds of dishonest performance of duty.
- (5) Not have any prohibited characteristics under the Public Limited Companies law, the securities and exchange law, or the rules and regulations of the Company and relevant regulatory authorities.
- (6) Not be a person operating a business of the same nature as, and in competition with, the business of the Company, or being a partner or director in another juristic person operating a business of the same nature as, and in competition with, the business of the Company, whether for their own benefit or for the benefit of others, unless notice thereof has been given to the meeting of the Board of Directors prior to the resolution for appointment.

3.2 Additional Qualifications of Directors Who Are Independent Directors

In addition to the qualifications under Clause 3.1, a director who is an independent director must have the following qualifications:

- (1) Hold shares not exceeding 1 percent of the total voting shares of the Company, the parent company, subsidiaries, associated companies, major shareholders, or persons with controlling power over the Company, including the shareholding of related persons of such independent director.

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- (2) Not be, or have been, an executive director, employee, staff member, advisor receiving a regular salary, or a person with controlling power over the Company, the parent company, subsidiaries, associated companies, affiliated subsidiaries at the same level, a major shareholder, or a person with controlling power over the Company, unless such characteristics ceased to exist not less than 2 years prior to the date of approval for appointment.
- (3) Not be a person related by blood or by legal registration in the manner of father, mother, spouse, sibling, or child, including the spouse of a child, of another director, an executive, a major shareholder, a person with controlling power, or a person to be nominated as a director, executive, or person with controlling power over the Company or its subsidiaries.
- (4) Not have, or have had, a business relationship with the Company, the parent company, subsidiaries, associated companies, major shareholders, or persons with controlling power over the Company in a manner that may obstruct the exercise of independent judgment, and not be, or have been, a significant shareholder or a person with controlling power over any person having a business relationship with the Company, the parent company, subsidiaries, associated companies, major shareholders, or persons with controlling power over the Company, unless such characteristics ceased to exist not less than 2 years prior to the date of approval for appointment.
- (5) Not be, or have been, an auditor of the Company, the parent company, subsidiaries, associated companies, major shareholders, or persons with controlling power over the Company, and not be a significant shareholder, a person with controlling power, or a partner of an audit firm to which an auditor of the Company, the parent company, subsidiaries, associated companies, major shareholders, or persons with controlling power over the Company belongs, unless such characteristics ceased to exist not less than 2 years prior to the date of approval for appointment.
- (6) Not be a director appointed to represent a director of the Company, a major shareholder, or a shareholder who is related to a major shareholder.
- (7) Not operate a business of the same nature as, and in significant competition with, the business of the Company or its subsidiaries, or be a significant partner in a partnership, or be an executive director, employee, staff member, advisor receiving a regular salary, or hold more than 1 percent of the total voting shares of another company operating a business of the same nature as, and in significant competition with, the business of the Company or its subsidiaries.
- (8) Not have any other characteristics that render them incapable of providing independent opinions regarding the Company's operations.

3.3 Procedures for Considering the Nomination of Individuals as Directors

- (1) Shareholders who fully meet the qualifications under Clause 1 may request the form for nominating individuals for election as directors by telephone at 0-2123-8888 ext. 1010, via the Company's website www.rockworth.com , or by email at companysecretary@rockworth.com

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- (2) Shareholders who fully meet the qualifications under Clause 1 must submit the original form for nominating individuals for election as directors, signed by the shareholder wishing to nominate the individual as a director, together with documentary evidence of shareholding and documents beneficial to the consideration of the Board of Directors, namely the profile of the individual nominated for election as a director and supporting documents for consideration of director qualifications, such as the educational and work history of the nominated individual (if any), **within 31 December of each year**, so that the Board of Directors has sufficient time for consideration.
- (3) In the case where several shareholders jointly nominate an individual as a director, every shareholder must fully meet the qualifications under Clause 1, and must completely fill in the shareholder and shareholding information and sign as every shareholder, together with documentary evidence of shareholding and documents beneficial to the consideration of the Board of Directors as specified in (2), within the period specified in (2).
- (4) In the case where a single shareholder or several shareholders who fully meet the qualifications under Clause 1 nominate more than one individual as a director, such shareholders must separately fill in the details of each nominated individual (one individual per one nomination form).
- (5) The Company Secretary shall consider and compile the list of individuals nominated as directors for submission to the Board of Directors. The Board of Directors shall consider only nomination forms that are correct and complete with all documents. The decision of the Board of Directors shall be final.
- (6) Individuals approved by the Board of Directors will be nominated for the Annual General Meeting of Shareholders to consider for appointment. For individuals not approved by the Board of Directors, the Company will inform the shareholders at the Annual General Meeting of Shareholders or disseminate the information through other appropriate channels.

4. Channels for Submitting Proposals and Questions in Advance

1. E-mail: companysecretary@rockworth.com (unofficial), and the original document must be submitted to the Company by post within 31 December 2026
2. Registered mail addressed to:

Company Secretary Division, Rockworth Public Company Limited

294-300 Asoke-Dindaeng Road, Bang Kapi Sub-district, Huai Khwang District, Bangkok 10310

Company's Review Process:

In this regard, the Company Secretary will conduct a preliminary review of the questions submitted in advance and present them to the Board of Directors to prepare for providing clarifications at the upcoming meeting.