

Nomination of Director Candidate

Pranda Jewelry Public Company Limited

Criteria for Nomination of Qualified Candidates for Director Election in Shareholders Meeting

Objective

Recognizing the importance of shareholders and corporate governance promotion, The Company facilitates shareholders in nominating, in advance of the Shareholders Meeting, a qualified candidate for the Company's director election in Shareholders Meeting, under the criteria below.

Criteria

1. Qualification of shareholders who is eligible to nominate a qualified candidate for the Company's director election:

- 1.1 To be the Company's shareholder holding either by one or several shareholders combined;
- 1.2 To hold minimum shares of 5 percent of the total share with voting right;
- 1.3 To must comply with regulations of the Securities and Exchange Commission (SEC).

2. Nomination of a qualified candidate for directorship

2.1 The qualification of the Company's director according to the laws and regulations, the board of directors must consist of at least five (5) but not greater than twenty (20) as well as not less than half of whom shall reside within Thailand and as follows:

2.1.1 Director qualifications under the Public Limited Companies Act B.E. 2535

2.1.2 Director qualifications under the Securities and Exchange Act B.E. 2535

2.1.3 Director qualifications under notifications of other regulatory agencies are:

- Notification of the Securities and Exchange Commission No. KorChor. 3/2560 Re: Determination of Untrustworthy Characteristics of Company Directors and Executives, dated January 23, 2017
- Notification of Capital Market Supervisory Board TorChor 19/2553 Re: Rules for Listing Names of Persons on Database of Directors and Executives of Securities Issuing Companies
- Letter of the Stock Exchange of Thailand No. BorChor. (Wor) 50/2549 Re: Limit of Directorship in Other Companies, dated September 29, 2006
- Notification of Capital Market Supervisory Board TorChor 39/2559 Re: Application for and Approval of Offer for Sale of Newly Issued Shares (Codified) September 30, 2016

- Circular No. KorLorTor Kor (Vor) 30/2552 regarding the number of Independent Directors.
- Circular No. Kor Lor Tor Kor (Wor) 11/2552 Re: the Amendment of the Regulation regarding the independent director.

3. The consideration procedure

3.1 The shareholder, fully qualified as in clause 1, shall fill out the [“Nomination of Qualified Candidate for Director Election in Shareholders Meeting Form”](#), together with [“Bio-data of Candidate for Director Election in Shareholders Meeting Form”](#) of the nominated candidate and submit them with other complete supplementary documents as required by the Company via registered mail to the following address October 1 to December 31 year by year.

Corporate Secretary
Corporate Secretary Office
Prada Jewelry Public Company Limited
28 Soi Bangna-Trad 28, Banga,
Bangna, Bangkok 10260

Please note on the right corner of the envelop “Proposal the Shareholders Meeting agenda”

In case where several shareholders would jointly nominate a candidate, each of them must fill out the [“Nomination of Qualified Candidate for Director Election in Shareholder Meeting Form”](#), and sign their names as evidence separately. Then the forms should be gathered into one set.

3.2 The Company Secretary shall review the documents initially prior to proposing to the Nomination and Remuneration Committee. If the Shareholder is unable to deliver the complete and accurate documents within the date specified, it shall be deemed that the right to nominate the Company’s director is waived by the shareholder.

3.3 The Nomination and Remuneration Committee shall consider the qualification of such nominated person and express its opinions to the Board of Director of the Company in order to determine whether the

nominated person should be a candidate in the election in the Shareholders Meeting. The resolution of the Board of Director of the Company shall be deemed the final decision.

3.4 The name of the nominated person approved by the Board of Director of the Company shall be included in the agenda regarding the election of the Company's directors, accompanied with the opinion of the Board of Director. Shareholders will be informed of the nominated persons who did not receive approval from the Nomination and Remuneration Committee or the Board of Director of the Company in the Shareholders Meeting or by other appropriate methods
