



(Translation)

**Agenda Proposal Form for Annual General Meeting for year 2019**

Date \_\_\_\_\_

**1. General Information**

First - Last Name (Mr., Mrs., Miss) / Company \_\_\_\_\_

Juristic person please specify contact person \_\_\_\_\_

**Address:**

No. \_\_\_\_\_ Building \_\_\_\_\_ Moo \_\_\_\_\_

Soi \_\_\_\_\_ Road \_\_\_\_\_ Sub-district \_\_\_\_\_

District \_\_\_\_\_ City \_\_\_\_\_ Postal Code \_\_\_\_\_

Country \_\_\_\_\_ Telephone \_\_\_\_\_ Fax \_\_\_\_\_

Email \_\_\_\_\_

**2. Number of shares held \_\_\_\_\_ shares**

**3. Proposed agenda:**

3.1 General agenda  For acknowledgement  For consideration

Agenda name \_\_\_\_\_

Detail of agenda \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

3.2 Agenda proposing a candidate to be considered for the position of Company's director

(please provide the biography of candidate) requires documents as follows:

1. First / last name
2. Passport size photo
3. Copy of valid identification card certified true and correct
4. Present position / Company
5. Evidence of education
6. 5 years work experience (position/ department/ company)
7. Number of company shares held  
(Including the related this is spouse and minor children)
8. A consent letter from such candidate (available from the website)
9. To propose a candidate to be considered for the position of Company's Independent director, the candidate has to qualified as the definition of the Company's Independent Director (as the attachment)



#### 4. Required documents for proposing agenda AGM 2019

4.1. Evidence of shareholding by each shareholder jointly proposing the agenda, such as certification letter of number of shares held by such shareholder issued by securities companies or documents issued by the Thailand Security Depository Co., Ltd., the Stock Exchange of Thailand or custodian showing number of shares held, or copy of share certificate, certified true copies by such shareholders

4.2. The following documents of each shareholder jointly proposing the agenda

- Individuals: Copy of valid identification card / passport (in case of non-residents), certified true copy
- Juristic persons: Copy of the Company's affidavit issued in less than one month by Department of Business Development, Ministry of Commerce or other related agencies, and copies of valid identification card or passport (in case of non-residents) of authorized signatories, certified true copies by such authorized signatories.

4.3. The documents specified in item 3.2 above (in case of proposing a candidate to be considered for the position of Company's director).

4.4 Relevant documents (if any)

I hereby certify that the above information and relevant documents enclosed with this form are correct and complete and are true. I hereby give my permission to the Company to disclose such information and supporting documents.

\_\_\_\_\_  
Shareholder's Signature

( )

\_\_\_\_\_  
Shareholder's Signature

( )



## Attachment

### **Definition of the Company's Independent Director**

The Company has defined the qualification of "Independent Director" which is follow the criteria set by the Capital Market Supervisory Board as follows:

1. Holding not more than 1.0 % of the Company's shares with voting rights, or that of any subsidiary company, associated company, major shareholder or controlling person of the Company, which shall be inclusive of the shares held by any related person of such independent directors;
2. Neither being nor having been an executive director, an employee, a staff member, an adviser who receives a regular salary, or a controlling person of the Company, subsidiary company, associated company, subsidiary company at the same level, major shareholder or controlling person of the Company, unless the foregoing status has ended for more than 2 years;
3. Not being a person related by blood or registration under law, such as father, mother, spouse, sibling, or child, including the spouse of a child, of any executive, major shareholder, controlling person or person to be nominated as an executive or a controlling person of the Company or subsidiary company;
4. Neither holding nor having held a business relationship with the Company, subsidiary company, associated company, major shareholder or controlling person in the manner which may interfere with his independent judgment, and neither being nor having been a substantial shareholder or a controlling person of any person having business relationship with the Company, subsidiary company, associated company, major shareholder or controlling person, unless the foregoing relationship has ended for more than 2 years.
5. Neither being nor having been an auditor of the Company, subsidiary company, associated company, major shareholder or controlling person and not being a substantial shareholder, controlling person or partner of an audit firm which employs auditors of the Company, subsidiary company, associated company, major shareholder or controlling person, unless the foregoing relationship has ended for more than 2 years;
6. Neither being nor having been any professional adviser including legal adviser or financial adviser who receives an annual service fee exceeding Baht 2 million from the Company, subsidiary company, associated company, major shareholder or controlling person, and not being a substantial shareholder, controlling person or partner of the professional adviser, unless the foregoing relationship has ended for more than 2 years;
7. Not being a director who has been appointed as a representative of the Company's director, major shareholder, or shareholder related to major shareholder;
8. Not undertaking any business the nature of which is the same as that of the Company or subsidiary company and which, in any material respect, is competitive with business of the Company or subsidiary company or not being a substantial partner in the partnership, a director who is involved in the management, an employee, a staff member, an adviser who receives a regular salary or a shareholder holding more than 1 percent of shares with voting rights of a company undertaking any business the nature of which is the same as that of the Company or subsidiary company and which, in any material respect, is competitive with business of the Company or subsidiary company;
9. Not having any characteristics that prohibit the expression of independent opinion towards the Company's business undertakings.