

THE PRINCIPLES FOR SHAREHOLDERS

TO PROPOSE AGM AGENDA ITEMS AND DIRECTOR NOMINATION

Objective

Recognizing the importance of shareholders and good governance maintenance, Chuo Senko (Thailand) Public Company Limited (“the Company”) allows shareholders to propose any matters, as deemed appropriate, to be considered to include in the agenda for the Annual General Shareholders Meeting (“AGM”) and name of qualified director candidate prior to the meeting. With this regards, it is considered as a part of the Company's good corporate governance with the purpose of equitable and fair treatment of all shareholders. In addition, to let the procedures and consideration be obvious and transparency, and to ensure that the agenda will be delicately selected with truly beneficial to the Company, the Company has set up the following criteria.

The Principle

In order to facilitate shareholders to propose AGM agenda items and nominate director candidates in advance, the Company has established the principles, proposal procedures, and consideration criteria which address the following issues.

1. The Qualification of shareholders
2. Proposal of the agenda items
3. Nomination of director candidate
4. Submission channel and period
5. Consideration procedures

1. The Qualification of shareholders

The shareholders who would like to propose any matter as the agenda for AGM or nominate director candidate must possess qualifications with reference to the criteria as follows.

- (1) Holding minimum shares **not less than 0.5%** of the paid-up share capital
- (2) Being the company's shareholder which can be either one shareholder or several shareholders combined
- (3) Continuously holding those shares as mentioned in (1) at least 1 year and by the date on which shareholders propose the agenda or qualified director candidate

2. Proposal of the agenda items

2.1 The matters that will not be placed on the agenda

- 1) The matter that violates to the law, rules, regulations of government agencies or other governing agencies or are not complied with the objective, the article of association, the shareholders' resolution, and good corporate governance of the company
- 2) The matter that is beneficial for specific person or group
- 3) The matter that is the power and authority of the board unless it causes the significant affect on the shareholders in general
- 4) The matter that related to the normal course of business of the Company
- 5) The matter that the company has already undertaken
- 6) The matter that is beyond the control of the Company
- 7) The matter that the shareholders already proposed in shareholders' meeting within the past twelve months and were supported by less than 10% of total voting shares, provided that the facts of said matter have not yet changed significantly
- 8) The matter that the information shareholders provided is incomplete or incorrect, or those who are unable to contact, or is not submitted in time
- 9) The matter that the shareholders are not fully qualified according to the criteria no. 2
- 10) The matter that the Board deems unnecessary to place on the agenda

2.2 Proposal procedures

The qualified shareholders are able to propose any matter to be considered as the agenda for AGM by preparing "The Agenda Proposal for AGM Form (Form A)", attached herewith, and submitting the original letter to the Board of Directors. In this regard, the original with the shareholder's signature, the evidence of shares held, namely the certified letter of the securities company or other evidences of the Stock Exchange of Thailand, together with support document beneficial for board consideration (if any) must be delivered to the Company in order to allow the board for adequate consideration.

In case where several shareholders would jointly propose the agenda, each of them must fill out "The Agenda Proposal for AGM Form (Form A)", and sign their names as evidence separately. Then the forms should be gathered into one set.

In case one or more than one qualified shareholders propose more than one agenda, the shareholders must fill out Form A separately (One Form A per One Agenda).

3. Nomination of director candidate

3.1 Director qualification

Director candidate should have qualification as follow:

- (1) Having the qualification according to the Public Company Act, Securities and Exchange Act and the Good Corporate Governance of the Company
- (2) Being knowledgeable, capable, independent and dedicated with ability to perform director's duty of care and duty of loyalty. Candidates should be able attend the Board's meeting regularly, study meeting agendas in advance, and productively participate in the meeting in a straightforward manner
- (3) Having the skill of advertising industry knowledge, **marketing and mass communication, international markets, business judgment, management skill, business strategy planning, crisis management, accounting and finance, economics, corporate governance and legal**
- (4) Refraining from running business or participating in similar business that is in competition with the Company's business, whether for one's own interest or for interest of the others
- (5) Not Serving more than **5 board positions** in listed company

3.2 Proposal procedures

The qualified shareholders must submit the letter of "Nomination of Director Form (Form B)", attached herewith, to the Board of Directors. In this regard, the original Form B with the shareholder's signature must be delivered to the Company together with the following evidences:

- (1) The evidence of shares' held, namely the certified letter of the securities company or other evidences of the Stock Exchange of Thailand
- (2) The evidence of candidate's consent
- (3) Support document of candidate's qualification including the education and work experience (Curriculum Vitae)
- (4) Other support documents beneficial for board consideration (if any)

In case many shareholders have unified to nominate director to the Board, the first shareholder must completely fill out "Nomination of Director Form (Form B)" both of Part I and Part II and affix their names as evidence. The rest of shareholders must fill out part I of Form B completely and affix their name as evidence separately; then gather each of those Form B, the evidence of shares' held, and support documents (if any) together into one set to propose to the Board.

In case one or more than one shareholders nominate more than one director, the shareholders must completely fill Form B separately (One Form B per One Director).

4. Submission Channel and Period

4.1 Submission channel:

Shareholders who wish to propose any matter to be considered as the agenda for AGM and nominate qualified director candidate are able to submit the original letter with the shareholder's signature, the evidence of shares held, namely the certified letter of the securities company or other evidences of the Stock Exchange of Thailand, together with support document beneficial for the Board consideration (if any) by mailing to the following address:

**Board of Directors
Chuo Senko (Thailand) Public Company Limited
18 Fl., Emporium Tower, 622 Sukhumvit Rd.,
Klongton, Klongtoey Bangkok 10110 Thailand**

The shareholders may unofficially send the proposal via facsimile at (662) 664-9720-21 or the Company's website at www.chuosenko.co.th before sending an official letter to the board. In this regard, the original with the shareholder's signature must be delivered to the Company within **31 January 2016**.

4.2 Submission period

Submission period will be during **1 November 2015 to 31 January 2016**.

5. Consideration procedures

The Corporate Secretary will initially review the proposal for the Board. The following cases will not be proposed to the Board.

- 5.1 If the shareholder is not qualified according to the criteria no. 1, the Corporate Secretary will notify the shareholder the proposal is excluded within the **15 January 2016**.
- 5.2 If the information shareholders provided is incomplete or incorrect, the Corporate Secretary will notify the shareholder within **15 January 2016**. If the shareholder fails to correct and submit the original to the Company within **31 January 2016** The Corporate Secretary will notify the shareholders the proposal is excluded.
- 5.3 If director candidates are not qualified according to the criteria no. 3.1, the Corporate Secretary will notify the shareholder within **15 January 2016**.

The Board will consider the proposal unless the board says otherwise. Moreover, the proposal approved by the Board will be included in the agenda of the AGM notice. The comment of the Board required in the notice will be stated as the agenda items proposed by shareholders.

For items that the board has declined to place on the agenda, the Board will inform all shareholders together with the reasons for the Board's refusal. Such information will be placed on the Company's website and disclose by using the SET's information dissemination channels. In addition, the board will formally announce such information to all shareholders in the AGM.

**THE AGENDA PROPOSAL FOR AGM FORM
FOR THE YEAR _____**

Date _____

1. General information of shareholder

Name (Mr., Mrs., Miss, Company, Others) / Surname: _____

Present / Contact Address:

Residing at _____ Village / Building _____

Moo no. _____ Soi _____

Road _____ Sub-District _____

District _____ Province _____

Postal Code _____ Country _____

Telephone no. _____ Fax no. _____

E-mail _____

Contact foreign address (For foreign shareholder):

2. Shares held: _____ shares **As of** _____

3. Subject to proposed: _____

4. Objective: To acknowledge To consider To approve

5. **Facts, Reasons and Main issues to be considered:** _____

6. **Other information beneficial for consideration:** _____

and other support documents (if any) have been enclosed and certified true copy at every _____ page, pages in total.

7. I certify that all information written in this Form A, the evidence of shares' held, and other support documents are correct and affix the name as evidence below

_____ Shareholder's signature

(_____)

Date _____

Remark:

- (1) Shareholders must enclose the evidence of shares' held such as the certificate of shares' held from securities companies or any other certificates from the Stock Exchange of Thailand (SET). In case shareholders are commercial registration, the copy of certificate of commercial affidavit must be enclosed. Also, the copy of director's identification card or passport (in case of the foreigner) who signed his/her name in this Form A must be enclosed and certified true copy.
- (2) Shareholders are able to send proposal unofficially in advance via facsimile at (662) 664-9720-21 or the Company's website at www.chuosenko.co.th before sending the original documents to the Company.
- (3) The original of this Form A must be delivered to the Company within **31 January 2016** in order to allow the Board of Directors to consider in accordance with the Criteria and to propose to the AGM for the year **2016**.
- (4) In case many shareholders have unified to propose the agenda, all shareholders must fill out Form A and affix their names as evidence separately then gather each of those Forms A together into one set.
- (5) In case one or many shareholders propose more than one agenda, the Form A must be filled out separately.
- (6) In case shareholders have their title, name, or surname changed, the copy of evidence of those changes must be enclosed and certified true copy.
- (7) The Company will cut off rights of shareholders if founded that shareholders are not qualified, provided information is incomplete or incorrect; or those shareholders cannot be contact.

**NOMINATION OF DIRECTOR FORM
FOR THE YEAR _____**

Date _____

Part I

1. General information of shareholder

Name (Mr., Mrs., Miss, Company, Others) / Surname: _____

Present / Contact Address:

Residing at _____ Village / Building _____

Moo no. _____ Soi _____

Road _____ Sub-District _____

District _____ Province _____

Postal Code _____ Country _____

Telephone no. _____ Fax no. _____

E-mail _____

Contact foreign address (For foreign shareholder):

2. Shares held: _____ shares **As of** _____

3. I would like to nominate (Mr./Mrs./Miss) _____ **Age** _____

who is fully qualified in accordance with the criteria of the Company to be the director. The candidate has been signed below as the evidence of consent. The curriculum vitae of the candidate and other support documents (if any) have been enclosed and certified true copy at every page, _____ pages in total.

4. I certify that all information written in this Form B, the evidence of shares' held, and other support documents are correct and affix the name as evidence below.

_____ Shareholder's signature

(_____)

Date _____

Part II

5. I am (Mr./Mrs./Miss) _____, the director candidate in no. 3, consent and certify that the qualification and other documents (if any) is correct, agree to adhere to the Good Corporate Governance of the Company, and affix the name as evidence below.

_____ Candidate's signature

(_____)

Date _____

Remark:

- (1) Shareholders must enclose the evidence of shares' held such as the certificate of shares' held from securities companies or any other certificates from the Stock Exchange of Thailand (SET). In case shareholders are commercial registration, the copy of certificate of commercial registration must be enclosed. Also, the copy of director candidate's identification card or passport (in case of the foreigner) who has signed his/her name in this Form B must be enclosed and certified true copy.
- (2) Shareholders are able to send proposal unofficially in advance via facsimile at (662) 664-9720-21 or the Company's website at www.chuosenko.co.th before sending the original documents to the Company.
- (3) The original of this Form B must be delivered to the Company within **31 January 2015** in order to allow the Board of Directors to consider in accordance with the Criteria and to propose to the AGM for the year **2016**.
- (4) In case many shareholders have unified to nominate the director, all shareholders must fill out Form B and affix their names as evidence separately then gather each of those Form B together into one set.
- (5) In case one or many shareholders nominate many director candidates, the Form B must be filled out separately.
- (6) In case shareholders have their title, name, or surname changed, the copy of evidence of those changes must be enclosed and certified true copy.
- (7) The Company will cut off rights of shareholders if founded that shareholders are not qualified, provided information is incomplete or incorrect; or those shareholders cannot be contact; or director candidates are not considered fully qualified.