

## **CRITERIA AND PROCEDURE FOR SHAREHOLDERS TO PROPOSE AGM AGENDA**

### **PRINCIPLE AND RATIONALE**

According to the Company's concern on the importance of rights and equitable treatment of shareholders as a part of The Company's good corporate governance, **CHUO Senko (Thailand) Public Company Limited** has set out the criteria and guideline for the shareholders to propose issues beneficial to The Company in advance of the 2017 annual general meeting (AGM).

### **CRITERIA AND PROCEDURE**

#### **1. MINIMUM QUALIFICATIONS OF SHAREHOLDERS**

- 1.1 Must be The Company shareholder holding minimum shares of 0.5 percent of total issues shares either by one or several shareholders combined.
- 1.2 Having held the shares continuously for at least one year by the date the shareholders propose the agenda item.

#### **2. CONDITIONS FOR PROPOSING THE AGENDA**

- 2.1 The shareholder or shareholders wishing to propose the agenda must write an official letter to the Board of Directors, giving all the required details.
- 2.2 The shareholder must indicate his/her name, contact address and phone number, and number of shares held as of the proposing date. If there is more than one shareholder, these details of all such shareholders must be given.
- 2.3 For the shareholders' convenience, The Company allows them to unofficially send their proposal through The Company's website before submitting an official letter to the Board of Directors.

#### **3. PROPOSAL WHICH BOARD OF DIRECTORS MAY REFUSE TO INCLUDE AS THE AGENDA OF THE MEETING**

The Board of Directors may decline to include any proposed agenda item if it considers that any of the following is applicable:

- 3.1 Matter is relevant to the ordinary business operation and the facts given by the shareholders do not indicate any reasonable ground to suspect the irregularity of such matter.
- 3.2 Matter is beyond The Company's power to produce the intended result.
- 3.3 Matter was submitted to the shareholders' meeting for its consideration within the previous twelve months and received the supporting votes of less than ten percent of the total number of the voting right of the company, unless the fact pertaining in the resubmission has significantly changed from that of the previous shareholders' meeting;
- 3.4 Matter is outside the authority of a shareholder meeting of The Company.
- 3.5 Matter or evidence submitted by shareholders is incomplete or untrue or ambiguous.

- 3.6 Matter that is contradictory to applicable laws, or regulation, or guidelines of regulatory bodies, or to principle of good corporate governance.
- 3.7 Matter is not relevant and is unlikely to benefit the Company and all its shareholders.

#### **4. GUIDELINE FOR PROPOSING THE AGENDA**

The shareholder wishing to propose the agenda item must write an official letter to the Board of Directors, giving all the required details as follows:

1. Title of the issue.
2. Objective of the issue, specifying whether it is for acknowledgement of information, or for approval.
3. Details of the issue such as reasons/facts, main points of consideration, etc.
4. Other information deemed necessary or useful.

#### **5. REQUIRED DOCUMENTS AND EVIDENCES**

The shareholders must show evidences of their shareholding and identity as follows:

- 5.1 Shareholding credentials: Certificate from Securities Company, evidence from the SET or Thailand Securities Depository Co., Ltd.
- 5.2 All proposing shareholders, and in case of more than one shareholder jointly proposing the agenda, each of them must separately fill out the “**Proposed Agenda for Annual General Meeting Form**” (**Form A**) and sign their names as evidence. Then the forms should be gathered into one set with the documents required of all such shareholders as follows:
  - 5.2.1 **Natural person**  
A certified photocopy of Thai citizen ID or passport (for aliens) and shareholding credentials in 5.1
  - 5.2.2 **Juristic person**  
A certified photocopy of company affidavit and a certified photocopy of Thai citizen ID or passport (for aliens) of the authorized director/s and shareholding credentials in 5.1

#### **6. SUBMISSION PERIOD**

- 6.1 During the period from November 1, 2016 to January 31, 2017.
- 6.2 The fully qualified shareholders can submit their documents specified in Items 4 and 5 to Company Secretary, Chuo Senko (Thailand) Public Company Limited, No. 622, 18<sup>th</sup> Floor Emporium Tower, Sukhumvit Road 24, Klongton Sub-district, Klongtoey District, Bangkok 10110.
- 6.3 Shareholders can propose the agenda through The Company’s website via e-mail: [auditcom@chuosenko.co.th](mailto:auditcom@chuosenko.co.th)
- 6.4 In case the shareholders propose the agenda through the Company’s website, they are to also submit written documents to Company Secretary within January 31, 2017 (January 31, 2017 is the final date of document submission).

## **7. PROCESS FOR CONSIDERATION**

7.1 Company Secretary shall do a primary screening of the proposal of shareholders.

7.2 The proposed agenda shall be put forward to Chairman of the Board of Directors for consideration of the applicable requirements and documents.

7.3 The Chairman shall forward the proposal and documents with an opinion and recommendation to the Board of Directors for consideration and decision.

7.4 The decision of the Board of Directors shall be notified to the proposing shareholders within February 2017.

7.5 The proposal agenda item shall be included in the agenda for the AGM unless the Board of Directors decides that the proposed agenda item or supporting documents do not meet the applicable requirements or the item should be declined under item 3 above.

**Proposed Agenda for Annual General Meeting 2017**

Name (Mr. / Mrs. / Ms.).....

.....

Amount of Shareholding.....Shares

Address No. ....

Road..... Sub-District..... District.....

Province..... Country.....

Tel. .... Mobile Phone..... Fax.....

E-mail.....

**Objective: Proposed Agenda**

Agenda Title.....

Objective:      For Acknowledgement      For Approval

Reasons to propose.....

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.....

Signed by \_\_\_\_\_

( \_\_\_\_\_ )

Shareholder's Name in Full & Capital Letters

Date..... Month..... Year.....

## **CRITERIA AND PROCEDURE FOR DIRECTOR NOMINEES**

### **PRINCIPLE AND RATIONALE**

Recognizing the importance of rights and equitable treatment of shareholders as a part of the Company's good corporate governance, CHUO has set out criteria and guideline for shareholders to propose director nominations, in advance of the 2017 Annual General Meeting schedule. The objective of this is to grant an opportunity to the shareholders to nominate persons qualified as the Company's directors to perform their duties efficiently and in the best interest of the Company and all stakeholders.

### **CRITERIA AND PROCEDURE**

#### **1. MINIMUM QUALIFICATIONS OF PROPOSING SHAREHOLDERS**

- 1.1 Must be the Company shareholder holding minimum shares of 0.5 percent of total issued shares either by one or several shareholders combined.
- 1.2 Having held the shares continuously for at least one year by the date the shareholders propose the nominations.

#### **2. CONDITIONS FOR PROPOSING THE DIRECTOR NOMINEES**

- 2.1 The shareholder or shareholders wishing to propose the director nominees must write an official letter to the Board of Directors, giving all the required details.
- 2.2 Each shareholder must indicate his/her name, contact address and phone number, and number of shares held as of the proposing date. If there is more than one shareholder, these details of all such shareholders must be given.
- 2.3 For the shareholders' convenience, the Company allows them to unofficially send their proposal through the Company's website before submitting an official letter to the Board of Directors.

#### **3. GUIDELINE FOR DIRECTOR NOMINATION**

- 3.1 The following details must be provided:
  1. Personal information of the nominees:
    - Name, age and nationality
    - Education
    - Work experience
    - Present position
    - Shareholding in CHUO and directorship in other entities
  2. Whether the nominee is proposed as an independent director or not
  3. Evidence of qualification under Items 3.2 and 3.3
  4. Other information deemed necessary or useful
- 3.2 The nominees must fully meet the qualifications specified under the following laws/regulations or by the following regulators:

1. Securities and Exchange Act B.E. 2535 (as amended)
  2. Public Limited Companies Act (as amended)
  3. CHUO's Articles of Association
  4. CHUO's qualifications of "independent director"
  5. The Stock Exchange of Thailand
  6. The Securities and Exchange Commission
  7. Other Relevant Regulations
- 3.3 The nominees must be competent, knowledgeable, independent, determined to perform duties under code of ethics, and have a proven track record with social acceptability.

#### **4. REQUIRED DOCUMENTS AND EVIDENCES**

The shareholders must show evidences of their shareholding and identity as follows:

- 4.1 Shareholding credentials: Certificate from securities companies, evidence from the SET or Thailand Securities Depository Co., Ltd.
- 4.2 All proposing shareholders, and in case of more than one shareholder jointly proposing the nominations, each of them, must separately fill out the "**Proposed Nomination of Qualified Candidate for Directorship in Annual General Meeting Form**" (Form B), and sign their names as evidence. Then the forms should be gathered into one set with the documents required of all such shareholders as follows:
  - 4.2.1 **Natural Person**  
A certified photocopy of Thai citizen ID or passport (for aliens) and shareholding credentials in 4.1
  - 4.2.2 **Juristic Person**  
A certified photocopy of company affidavit and a certified photocopy of Thai citizen ID, passport (for aliens) of the authorized directors and shareholding credentials in 4.1
- 4.3 **Letter of consent from the nominees** and relevant documents such as scholastic credentials, training records, work experience records, shareholding credentials, etc. (Form C).

#### **5. SUBMISSION PERIOD**

- 5.1 During the period from **November 1, 2016 to January 31, 2017.**
- 5.2 The fully qualified shareholders can submit their documents to Company Secretary, CHUO Head Office, No. 622, 18<sup>th</sup> Floor Emporium Tower, Sukhumvit 24 Road, Klongton Sub-district, Klongtoey District, Bangkok 10110.
- 5.3 Shareholders can propose director nominees through the Company's website at: [auditcom@chuosenko.co.th](mailto:auditcom@chuosenko.co.th)
- 5.4 In case the shareholders propose director nominees through the Company's website, they are to also submit written documents to Company Secretary within **January 31, 2017** (January 31, 2017 is the final date of document submission).

## **6. PROCESS FOR CONSIDERATION**

6.1 Company Secretary shall do a primary screening of the proposal of shareholders.

6.2 The nomination of directors shall be put forward to Chairman of the Board of Directors for consideration of the applicable qualifications and documents.

6.3 The Chairman shall then forward the proposal and documents with an opinion and recommendation to the Board of Directors.

6.4 The decision of the Board of Directors shall be notified to the proposers within **February 2017**.

6.5 The nomination shall be included in the agenda for the AGM unless the Board of Directors decides that the proposed nomination or supporting documents do not meet the applicable requirements.

**Proposed Nomination of Qualified Candidate for Directorship in  
Annual General Meeting 2017**

Name (Mr. / Mrs. / Ms.).....

.....

Amount of Shareholding.....Shares

Address No. ....

Road..... Sub-District..... District.....

Province..... Country.....

Tel. .... Mobile Phone..... Fax.....

E-mail.....

Objective: Nomination of Qualified Candidate for Directorship

Name of Candidate.....

Age.....Year      Nationality.....      Current Profession.....

Type of Director Proposed       Independent Director       Non-Independent Director

Signed by \_\_\_\_\_

( \_\_\_\_\_ )

Shareholder's Name in Full & Capital Letters

Date..... Month..... Year.....

**Letter of Consent  
Nomination for Directorship**

Name (Mr. / Mrs. / Ms.).....

Age.....Year Nationality..... Current Position.....

Business Address No. ....

Road..... Sub-District..... District.....

Province..... Country.....

Tel. .... Mobile Phone..... Fax.....

E-mail.....

Home Address No. ....

Road..... Sub-District..... District.....

Province..... Country.....

Tel. .... Mobile Phone..... Fax.....

I hereby give my consent to

Name (Mr. / Mrs. / Ms.).....

Amount of shareholding.....shares to propose me for the nomination as the Company's director; and I warrant that my qualifications are completed to the Company's requirement and all information and supplementary documents are true, correct and complete.

Signed by \_\_\_\_\_

( )

Candidate's Full Name in Capital Letters

Date..... Month..... Year.....