



**Siamraj Public Company Limited**

**Criteria for Shareholders' rights**

**To propose the Meeting's agenda**

**To nominate candidates for elected directors**

**For the Annual General Meeting of Shareholders Year 2018**

## **Criteria for Shareholders' rights**

### **To propose the Meeting's agenda**

### **To nominate candidates for elected directors**

#### **Principle and Rationale**

Siamraj Public Company Limited (the "Company") has commitment to enforce good corporate governance, to respect shareholders' rights, to treat shareholders with equality, and to promote shareholders' participation to express their opinions on the management of the Company. The Company therefore grants an opportunity for shareholders to propose the Meeting's agenda and to nominate candidates for elected directors of the Company for the Annual General Meeting of Shareholders in advance. In this regard, the Company sets out criteria and procedures for clarification and transparency as follows:

#### **1. General Criteria**

##### **Qualifications of Shareholders entitled to propose the agenda and/or to nominate candidates**

To promote the rights of minority shareholders, the Company has set qualification of shareholders entitled to propose the agenda for the Annual General Meeting of Shareholders and/or to nominate candidates for elected directors of the Company with fewer requirements than those under the provision of law as follows:

1. A single or group of shareholder(s) of the Company held the shares with no less than 5 Percent

2. Holding shares in the amount defined by clause 1 for the minimum of 2 month and still maintain the said amount of shares held on the date the proposal is made until the date of Annual General Meeting of Shareholders

#### **Required Documents for Consideration**

**1. Evidence of Shareholding**, such as, Certificate from Securities Company, or other proof from the Stock Exchange of Thailand or from the Thailand Securities Depository Co., Ltd, or additional testified documents that show qualifications of shareholders are in accordance with the Company's definition.

**2. Proof of Identity**, as follows:

**Individual Shareholders**: Certified true copy of Identification Card or Passport (In case of foreigner).

**Corporate Shareholders**: Certified true copy of Company's certificate not older than 3 months, Identification Card, and Passport (in case of foreigner) of authorized directors.

**Remark :** In case of proposal presented by joint shareholders, one shareholder completely fills in information and provides signature as proof on the related form. Second shareholder and the remaining thereafter, each shall fill in information only in clause 1 and clause 2, and provide signature as proof on the form. Then, compilation of forms, evidence of shareholding, and proof of identity shall be submitted together in one single set.

**3.Forms** , To ensure adequate information provided by shareholders, the Company sets a format as follows:

**In case of proposal for the meeting's agenda:** Please fill in enclosed document 1 "Form for the Proposal of Agenda for the Annual General Meeting of Shareholders"

**In case of proposal for the nominee for elected director of the Company:** Please fill in enclosed document 2 "Form for the Proposal of The Nominee for Elected Director of the Company for the Annual General Meeting of Shareholders", and enclosed document 2(a) "Form for the Nominee for Elected Director.

**Submittal period:** Please send documents along with supporting evidences for consideration back to the Company from 5<sup>th</sup> – 25<sup>th</sup> January, 2018.

**Contact Channel:** Shareholders can submit documents via the following:

1. Electronic mail : Scanned documents to Corporate Secretary at [ir@siamrajplc.com](mailto:ir@siamrajplc.com)
2. Facsimile : Fax documents to Corporate Secretary 02-743-5007-8 , please identify to Mrs.Wacharee Atthakorn, The Corporate Secretary
3. Post Mail: Mail original documents to following address

Mrs.Wacharee Atthakorn

The Corporate Secretary

Siamraj Public Company Limited

289/9 M.10, Old Railway Road, Samrong, Phrapradaeng, Samutprakarn 10130,

Thailand

**Follow-up:** Please provide contact details (address, telephone number, and Email) in order to facilitate further inquiry, You can follow up the receiving of your subject with Ms.Chalittaya Kaewwanna, Investor Relations Department at telephone number 02-743-5010-25 # 5490

**Please be note that :** Please submit the recipient's name clearly, to prevent loss of documents

## **2. Criteria for Consideration of the Agenda for Shareholders' Meeting**

Shareholder who has qualification in line with aforementioned criteria can propose items of the agenda for the Annual General Meeting of Shareholders which are subject to following conditions and procedures:

1. To prepare proposal letter for the items of the agenda and present to the Company's Board of Directors by completing the "Form for the Proposal of Agenda for the Annual General Meeting of Shareholders" (Available for download from the Company's website).
2. The agenda must be clearly stated that it is for approval or consideration.
3. Once the Board of Directors unanimously consents to proposed agenda, it must be noted that such agenda of the Annual General Meeting of the Shareholders is proposed by shareholder. Shareholders will be informed of disapproved matters by The Company's Board of Directors after the Board's meeting along with reasons via the Company's website at [www.siamrajplc.com](http://www.siamrajplc.com) and shareholders will be given the notice again during the Shareholders' meeting.

### **Criteria for Consideration of Disapproved Matters for the Agenda**

The Board of Directors of the Company shall consider appropriateness of the agenda for the Shareholders' meeting. Such matters shall not be the following items unless the Board of Directors of the Company considers otherwise, and the Board's resolution on such matters shall be final.

1. Matters that are; in violation of any law, notices, rules, and regulations as imposed by government's agencies and the Company's supervisory department; in contrary to the objective and resolution of the Shareholders' meeting, Principle of Good Corporate Governance, and the Company's code of conducting business.
2. Matters concerning ordinary course of business of the Company that are raised abnormality by shareholders with no reasonable explanation justifiable for suspicion of such abnormality.
3. Matters that are out of scope of the Company's authority to carry out.
4. Matters proposed by shareholders to the Shareholders' meeting within the past 12 months and received supporting votes less than 10% of total votes unless new proposal presents lattermost facts that materially changed from former facts that had been proposed to the Shareholders' meeting.
5. Matters in favor of particular individual or a group of individuals and that are not a common benefit of the Company.
6. Matters that the Company has started to implement or already implemented.

7. Matters that shareholders provide insufficient and/or incorrect information, and they are unable to contact or supporting evidences are unclear, inaccurate, and not in line with facts.
8. Matters that The Board of Directors of the Company considers within the scope of managing authority of the Board, unless such cases cause damages that materially affect the Company and the Shareholders as a whole.
9. Matters that the Board of Directors of the Company considers unbeneficial and unnecessary for the Meeting's agenda and the Board has reasonable cause and explanation for the Shareholders.
10. Matters proposed by shareholders who do not meet criteria imposed by the Company or shareholders who do not comply with the rules set forth by the Company of such matters.

### **3. Criteria for Consideration of The Nominee for Elected Director of the Company**

Shareholder takes into account that the nominee for elected director of the Company should be a person with knowledge and skills in ways that are vital to the Company's business or a person with expertise in areas that can help in developing business for the Company. In addition, the nominee must be able to fully perform his/her directorship, does not hold director position in any company or associated company of any company in the same group that is in competition with the Company, must be able attend the Board's meeting on regular basis, must be able to constructively engage the meeting, and has career track record with good moral.

Shareholder who has qualification in line with aforementioned criteria can propose nominee for elected director which is subject to following conditions and procedures:

1. To prepare proposal letter for the nominee for elected director of the Company by completing the "Form for the Proposal of the Nominee for Elected Director of the Company for the Annual General Meeting of Shareholders" (Available for download from the Company's website).
2. The individual who is nominated for elected director must complete the information on "Form for the Nominee for Elected Director" and sign the document to confirm his/her consent for the nomination to be elected director of the Company, to certify the information provided is complete, accurate, and true, and agree to the disclosure of such information or documents by the Company.
3. The Nomination and Remuneration Committee review the nominee's qualification using the same criteria for other nominees and will provide comment to the Board of Directors of the Company who then proposes to the Shareholders' meeting, unless the Nomination and Remuneration Committee consider otherwise.

4. The nominee for elected director must be qualified and have useful experience for the Company's business, and meet qualification required by The Public Companies Act, the Stock Exchange Law, and other related law including notification from the Office of the Securities and Exchange Commission, notification from the Capital Market Advisory Board, notification from the Stock Exchange of Thailand, and other related notification
5. An individual approved by the Board of Directors of the Company shall have his/her name in the agenda for the election of directors. In case of disapproval by the Board of Directors of the Company, the Company will notify shareholder who nominated such person after the Board's meeting , and the statement will be available via the Company's website at [www.siamraja plc.com](http://www.siamraja plc.com) as well as notification will be provided during the shareholders' meeting.
6. The nominee must be able to accept the role of directorship unconditionally right after he/she is elected by the Shareholders' meeting of the Company, and he/she has no obligation or under any time conditional for consent from any agency.