

Thanulux Public Company Limited

Criteria for Shareholders to Propose Agenda and Nominate Candidates to be Elected as Directors in Advance for 2009 Annual General Meeting of Shareholders

1. Objective

In accordance with the principles of good corporate governance relating to the rights and equitable treatment of shareholders, the Company has provided an opportunity for shareholders to propose agenda and nominate candidates to be elected as directors at the 2009 Annual General Meeting of Shareholders (AGM) in advance according to the criteria specified by the Company.

2. Qualifications of Shareholder

The shareholder eligible to propose the 2009 AGM agenda and/or to nominate candidates to be elected as directors must possess the following qualifications:

- 2.1 Representing one single shareholder or several shareholders together holding company shares not less than 5 percent of the total voting rights of the Company (not less than 6,000,000 shares).
- 2.2 The shareholder must have held above-mentioned shares consecutively for at least 12 months prior to the date of proposing agenda and/or nominating candidates to be elected as directors.

3. Proposal of the AGM Agenda

3.1 Proposal Procedure

The shareholder possessing the necessary qualifications required by the above criteria may propose the AGM agenda, by taking the following procedures :

- (1) Fill in "Form for Agenda Proposal for 2009 Annual General Meeting of Shareholders" ("Form A") with his/her signature. In the case where a group of shareholders has collectively proposed AGM agenda to the Board, each shareholder must fill in Form A (1 Form A per 1 Agenda) and sign his/her name as evidence separately, before being compiled together into one set. A representative of the group should be selected to act as a contact person for the group, whereby his or her contact address and telephone number should be specified for further contact and information purpose.

(2) The shareholder must attach the following documents to Form A (1 Set per 1 Agenda) to be submitted to the Company.

(a) Shareholding evidence, namely the shares certificate issued by the securities companies or other certificates issued by the Stock Exchange of Thailand (SET) or Thailand Securities Depository Co., Ltd. or a certified true copy of securities certificate.

(b) The evidence of the shareholder's identification

In case the shareholder is an individual person

- a copy of identification card or a copy of government official identification card or a copy of alien identification card or a copy of passport (in case of a foreigner) of shareholder (s), which has not yet expired, together with a true copy certified by that shareholder (s).

In case the shareholder is a juristic person

- a copy of the juristic person's certificate issued not exceeding 3 months, certified true copy by an authorized person (s) of that juristic person together with the company's seal affixed. (if any)

- a copy of identification card or a copy of government official identification card or a copy of alien identification card or a copy of passport (in case of a foreigner) of the authorized person (s), which has not yet expired, together with a true copy certified by that person (s).

(2) Send Form A together with required documents to the channel specified by the Company (see item 5) within the timeframe specified (see item 6).

3.2 Screening Procedure

(1) The Company Secretary will initially review the proposal. If the information provided by the shareholder is incomplete or incorrect, the Company Secretary will notify the shareholder to revise them accordingly. If the information is complete and correct, the Company Secretary will then submit the proposal to the Board of Directors whose decision shall be deemed final.

- (2) The proposal already approved by the Board of Directors shall be included in the agenda of the 2009 AGM notice, together with the comments by the Board of Directors.
- (3) The proposal disapproved by the Board of Directors shall be informed to the shareholders at the AGM accordingly, accompanied by the reason of the Board's disapproval.

3.3 Such item the Company reserves the rights not to include as meeting agenda

- (1) The item proposed by shareholders who are not completely qualified, or not having complete and correct information or evidence, or failing to submit within the time specified;
- (2) The item relating to normal business operation of the Company, whereby no allegation could be justified as to the irregularities of such operations;
- (3) The item lying beyond the authority of the Company to so proceed;
- (4) The item previously proposed by the shareholder to Shareholders' Meeting during the past 12 months which had received the support of less than 10 percent of total voting rights of the Company, except only in such case where new information significantly different from those submitted earlier arise.
- (5) The item violating the laws, rules, regulations of government agencies or other governing agencies, or not complying with the objective, the article of association, the shareholders' resolution and good corporate governance practices of the Company;
- (6) The item already implemented by the Company;
- (7) Other items in accordance with the announcement by The Capital Market Supervisory Board.

4. Nomination of Candidate for Directorship

4.1 Proposal Procedure

The shareholder possessing the necessary qualifications required by the above criteria may nominate candidates to be elected as directors, by taking the following procedures :

- (1) Fill in “Form for the Nomination of Candidate for Directorship for 2009 Annual General Meeting of Shareholders” (“Form B”) with his/her signature. In case a group of shareholders has collectively nominated candidate to the Board, each shareholder must fill in Form B (1 Form B per 1 candidate) and sign their names as evidence separately, before being compiled together into one set. A representative of the group should be selected to act as a contact person for the group, whereby his or her contact address and telephone number should be specified for further contact and information purpose.
- (2) Fill in “Profile of Nominated Candidate for Directorship for 2009 Annual General Meeting of Shareholders” (“Form C”) and attach supporting documents of the candidate’s qualifications regarding education, work experience, a copy of identification card or a copy of alien identification card, a copy of house registration or a copy of passport (in case of a foreigner) of the candidate bearing the candidate’s signature in Form C.
- (3) The shareholder must attach the following documentary evidence together with Form B (1 Set per 1 Candidate) and Form C.
 - (a) Shareholding evidence, namely shares certificate issued by the securities companies or other certificates issued by the Stock Exchange of Thailand (SET) or Thailand Securities Depository Co., Ltd. or a certified true copy of securities certificate.
 - (b) The evidence of the shareholder’s identification
In case the shareholder is an individual person
 - a copy of identification card or a copy of government official identification card or a copy of alien identification card or a copy of passport (in case of a foreigner) of shareholder (s), which has not yet expired, together with a true copy certified by that shareholder (s).

In case the shareholder is a juristic person

- a copy of the juristic person's certificate issued not exceeding 3 months, certified true copy by an authorized person (s) of that juristic person together with the company's seal affixed. (if any)
 - a copy of identification card or a copy of government official identification card or a copy of alien identification card or a copy of passport (in case of a foreigner) of the authorized person (s), which has not yet expired, together with a true copy certified by that person (s).
- (4) Send Form B and Form C together with required documents to the channel specified by the Company (see item 5) within the timeframe specified (see item 6).

4.2 Screening Procedure

- (1) The Company Secretary will initially review the proposal. If the information provided by the shareholder is incomplete or incorrect, the Company Secretary will notify the shareholder to revise them accordingly. If the information is complete and correct, the proposal will be then submitted to the Nominating Committee who shall consider the qualifications of such candidate and present their opinions to the Board of Directors recommending whether the candidate should be further nominated for directorship at the AGM. The decision by the Board of Directors shall be deemed final.
- (2) The candidate's name approved by the Board of Directors shall be included in the agenda of the 2009 AGM notice, accompanied by the opinion of the Board of Directors.
- (3) The candidate's name disapproved by the Board of Directors shall be informed accordingly to the shareholders at the AGM.

4.3 Qualifications of Directors / Independent Directors

- (1) Possessing due qualifications, and having no restrictions prohibited by laws and other provisions.
- (2) Possessing necessary variety of knowledge, experience, and skills beneficial to the Company' operations.

- (3) Possessing leadership, vision, ethics, and independence in decision-making for maximum benefit of the Company and shareholders, while consistently being devoted to the Company's operations.

5. Channels for Submitting Proposals

- 5.1 Send signed documents and evidences to receive the Board of Directors' consideration by registered mail to :

Company Secretary

Thanulux Public Company Limited

129/1 Chongnonthri Road, Chongnonthri , Yannawa, Bangkok 10120

- 5.2 For further information, please contact the Company Secretary at telephone no. 0-2284-0062 or by email: supachoke@thanulux.com

6. Submission Timeframe for Proposing Agenda and Director Nominee

The submission period is from January 1 - 31, 2009, whereby the postmarked date appearing on the envelope shall be considered for acceptance.