

Thanulux Public Company Limited

The criteria for shareholders to propose agenda and/or to nominate candidates to be elected as Directors at the 2012 Annual General Meeting of Shareholder

1. Objectives

The Company realizes the rights and equitable treatments to all shareholders and the practice of Good Corporate Governance. The Company therefore gives the opportunity to shareholders to participate in proposing agenda and/or candidates to be elected as directors in the Company's 2012 Annual General Meeting of Shareholders in advance by following company's criteria.

2. Qualification of shareholders

Shareholders wishing to propose agenda and/or candidates to be elected as directors must possess the following qualifications:

1. Being a shareholder or group of shareholders with holding Company shares collectively at the minimum of 5 percent of total voting rights (minimum 6,000,000 shares).
2. Holding the shares at least 12 months continually prior to the date of proposing agenda and/or candidates to be elected as Company Directors.

3. The related documents

3.1. **The evidence of shares holding** such as share certificate, share certificate from broker or Thailand Securities Depository Co., Ltd. If it is a copy, it must be certified as true and correct.

3.2. **Shareholder identification**

- In case of Individual shareholder

A certified copy of the shareholder valid Identification Card or Passport (for foreigners) or alien identification card.

- In case of Juristic Person

A certified copy of juristic person certificate not exceeding 1 month and a certified copy valid Identification Card or Passport (for foreigners) or alien identification card of the authorized signature.

4. The criteria for proposing agenda

4.1. **Process for proposing agenda**

1. Completely fill in and sign the Agenda Proposal Form (Form A) and attach required documents as stated above.

2. In case a group of shareholders wishes to propose agenda, each shareholder must individually fill in and sign Form A. All documents should be gathered into one set and identified one person to be contact person with the Company.
3. In case a shareholder or group of shareholders would like to propose more than 1 agenda, each shareholder individually fill in and sign Form A, 1 set for one agenda. All documents should be gathered into one set and identify one person to be contact person with the Company.

4.2. The proposal that will not be placed on the Agenda

1. Proposal proposed by shareholders who are not qualified, unable to provide complete and correct information and evidence, or not able to propose on the time set forth.
2. Proposal that is about normal business operation and allegation made by shareholders which do not present reasonable cause to suspect the abnormality of the said business operation.
3. Proposal that is beyond authority of the Company to conduct in order to meet the expected outcome.
4. Proposal that have been previously proposed to Annual General Shareholder Meeting during the past 12 months and were supported by less than ten percent of total voting rights of the Company. It is exceptional if the facts in the latter proposals are changed significantly from the previous one.
5. Proposal that violates to the laws, notifications, regulations, rules and procedure of government or authority or proposal that is not corresponding to the company objective, Articles of Association, resolutions of Shareholder Meeting and the principles of Good Corporate Governance.
6. Proposal that the company has been operated.
7. Other matters corresponding to notification of Capital Market Supervisory Board.

4.3. Procedure

1. The Company's secretary will consider in prior. If the information is complete, the Company's secretary will propose to Board of Directors for consideration. The Board of Directors judgment is deemed the matter comes to an end.
2. The approved proposal will be contained in agenda of the 2012 Annual General Shareholder Meeting and published in the Notice of the Annual General Shareholder Meeting including the Directors' opinion.
3. For disapproved proposal, The Company will inform in the agenda for acknowledgement in Annual General Shareholder Meeting including reasons.

5. The criteria for nominating candidate to be company's director

5.1. The process for proposing candidate

Shareholders who possess all qualifications compliance with the mentioned principle can propose candidate to be company's director, the processing are:

1. Completely fill in and sign the Candidate Nomination Form (Form B.) and attach required documents as stated above.
2. In case of more than one shareholder want to nominate person to be elected as company's director, each shareholder must individually fill in and sign Form B. All documents should be gathered into one set and identify one person to be a coordinator with the Company.
3. In case a shareholder or group of shareholders want to nominate more than one person to be elected as company director, each shareholder must fill in Form B, 1 set per one person with signature wholly. All documents should be gathered into one set.
4. Completely fill in Profile of Nominated Persons (Form C) with signature and attach the required documents for consideration such as I.D Card or passport (for foreigners) and House Registration, educational certificate and the present working document or the latest with certification true and correct. In case of nomination more than 1 person, fill in the one form per one person.

5.2. Qualifications of Directors/Independent Directors

1. Be qualified and possess none of the characteristics prohibited under Act and the related Notification.
2. Be knowledgeable, capable and possess a variety of skills and working experiences that are beneficial for the Company.
3. Be capable of providing leadership, vision, ethic and independent in making decision for the optimum benefit of the company and shareholders and able to use knowledge, capability and experiences for the business conduct and truly interested in Company's business.

5.3. Procedure

1. The Company's secretary will consider in prior. If the information is complete, the Company's secretary will propose to Nominating Committee to consider the qualification as stated above and propose to the Board of Directors for consideration. The Board of Directors judgment is deemed the matter comes to an end.
2. The approved person will be proposed in the agenda of Director Election in the 2012 Annual General Shareholder Meeting and published in the Notice of Annual General Shareholder Meeting including the Directors' opinion.
3. For disapproved person, the Company will inform in the Annual General Shareholder Meeting including reasons.

6. Channels for submitting the proposal

Shareholder can submit the proposal through channels as follows:

6.1. Send signed documents and various evidences as supporting documents for Board of Directors' consideration by registered mail to:

Mr. Supachoke Sirichantaradilok
The Company's Secretary
Thanulux Public Company Limited
129/1 Chongnonthri Road,
Chongnonthri, Yannawa,
Bangkok 10120

6.2. For further information required call the Company's Secretary, Tel. 02-284-0062,
02-295-4171-9 Ext.323

7. The submission period

Shareholder can submit the proposal during December 1st to 30th 2011. As such, postmarked date on the envelope will be accounted for.