

## **Translation**

**Our Ref. No. CS-016/2560**

11 October 2017.

**Subject:** The right of shareholders to propose in advance agenda items, as well as to nominate a candidate to be appointed as a director at the Annual General Meeting of Shareholders No. 1/2561

TTCL Public Company Limited (“the Company”) hereby announces that regarding the determination of the agenda for the Annual General Meeting in 2018, the Company now provides the opportunity to shareholders to have the right to propose agenda items and names of qualified candidates to be nominated for selection as a TTCL’s board of Directors in compliance with the criteria as announced on the Company’s website (<http://www.ttcl.com/scripts/ir.asp>) and the attachment below and submit the Proposal not later than **Friday, 29 December 2017**, for the Board of Directors to have sufficient time to review and evaluate all proposals.

Please be informed accordingly.

Yours Sincerely,

(Ms. Kantika Tanthuvanit)  
Company Secretary  
Authorized to sign on behalf of the Company

Company Secretary Unit  
Tel. : 0-22608505 Ext. 1501, 1007  
Fax. : 0-22608525-6

## **Right of Shareholders to propose agenda items and to nominate persons to be elected as directors at Annual General Meeting of Shareholders 2018 in Advance**

To ensure that our shareholders' rights are equally treated, we, TTCL Public Company Limited (TTCL) have appointed Independent Directors to take care of minority shareholders rights from being limited, and to hear from them their suggestions and inquiries. Minority shareholders' opinions, complaints and inquiries are welcomed through e-mail at [ir@ttcl.com](mailto:ir@ttcl.com)

Moreover, TTCL' s shareholders are entitled to the following rights prior to the Annual General Meeting of shareholders 2018:

Shareholders who have the right to propose agenda items and to nominate a candidate to be appointed as a director are shareholders, individually or as a group, who totally own not less than five percent of the total number of TTCL's ordinary shares which have the right to vote at the meeting. The Board of Directors will then consider each item as they deem appropriate.

### **1. Propose agenda items for the Annual General Meeting of Shareholders 2018.**

If the Board of Directors agrees that any issues are significant or beneficial to TTCL or shareholders, the Board will put the said issues in the meeting agenda, marked as "agenda from shareholders" in the notice to shareholders. In the case that the Board of Directors denies any shareholders proposals, TTCL will report those items and its rationale to the shareholders at the Annual General Meeting of Shareholders.

In the following cases, TTCL will not accept any proposals proposed by shareholders, if;

- 1) The shareholder does not follow the above-mentioned requirements;
- 2) The proposed issue relates to normal business practices of TTCL and the facts supplied from shareholders relating to the issue do not provide enough information to claim that the normal business practices are suspect or not normal business practices;
- 3) The proposed issue is beyond TTCL's power to act upon;
- 4) Any other cases, whereby the laws grant the company the right to deny shareholders proposal.

### **2. Nomination of a Candidate to be appointed as a director at the Annual General Meeting of Shareholders 2018.**

Shareholders have the right to nominate a candidate to be appointed as a director at the Annual General Meeting of Shareholders. In this case, the Board of Directors will consider the nominations and recommend suitable persons to be appointed as a director to the Annual General Meeting of Shareholders for its approval.

## 2.1 Director Qualifications

The Company will consider the director nominee who must possess the following qualifications:

- (1) Being fully qualified and not be prohibited according to:
  - The Public Company Act
  - The Securities and Exchange Act
  - The Securities and Exchange Commission
  - The Capital Market Supervisory Board
  - The Stock Exchange of Thailand
  - The Company's Articles of Association
  - The Good Corporate Governance Policy of the Company
- (2) Having the knowledge, skills, and experiences in the fields that are advantageous to their role as a Director, beneficial to the composition of the Board, and complementary to our business strategies. These possible nominees are considered against a skill matrix such as in engineering, petrochemical, energy, accounting and finance, audit, management, economic, corporate governance. This skill matrix helps find the right Director whose skills, when combined with the others', will prove beneficial to our operations.
- (3) Dedicating time and effort to the discharge of duties as per his/ her responsibility.

## 2.2 Independent Director Qualifications

Having the qualification according to the Company's definition of "Independent Director", as posted on our website.

## 3. Consideration / Procedures

### 3.1 Proposal of the Agenda :

- (1) The Company Secretary will initially gather/review the proposal as set by the criteria and act according to the Company procedure before proposing to the Company's Board of Directors for consideration.
- (2) The proposal approved by the Company's Board of Directors will be included in the agenda of the AGM notice, as agenda proposed by shareholders.

### 3.2 Nomination of the Director :

- (1) The Company Secretary will initially gather/review the correctness and completeness of information and qualifications of director nominee and proceed according to the Company procedures before proposing to the Remuneration and Nomination Committee and the Company's Board of Directors for consideration.
- (2) The name of nominee approved by the Board of Director along with the Board opinion will be included in the agenda of the AGM notice, as nominee proposed by shareholders.

The Company's Board of Directors will consider the appropriacy of proposal proposed by shareholders. In this regards, the Board's resolution is final. For the agenda and director nominee disapproved by the Board, the Company shall notify the shareholders in the meeting.

#### **4. Supporting Documents**

Shareholders are required to submit supplementary documents with the proposal as follows:

- 4.1 The evidence of shares held as on the proposal date, such as the certificate of shares held issued by securities companies or any other certificates from the Stock Exchange of Thailand (SET) or Thailand Securities Depository Co., Ltd.
- 4.2 In the case shareholders are an individual : copy of identification card/ passport (in case of a non-Thai national) must be enclosed and certified a true copy by the shareholder.
- 4.3 In the case shareholders are juristic persons : the copy of the corporate affidavit issued by the Department of Business Development, Ministry of Commerce or other related agencies and copy of identification card/passport (in the case of a foreigner) of the authorized director must be enclosed and certified true copies by such director.

#### **5. Supporting Documents required for Proposal of the Agenda**

- 5.1 The Proposal for an Agenda Item of the Annual General Meeting of Shareholders of year 2018  
In the case a group of shareholders proposes the agenda item each shareholder must separately fill in and sign this form as evidence. Then the forms should be gathered into one set, each set for one proposal.  
In addition, all combined shareholders must fill out a name of a person who will be their consent. In this regard, any contacts between the Company and the consent means the ones between the Company and all signed combined shareholders.
- 5.2 Certified true copies of other supporting documents beneficial for the Board's consideration (if any).
- 5.3 Supporting Documents required for The Proposal for Nomination of a Candidate as a Director of the Company
  - (1) The Proposal for Nomination of a Candidate as a Director of the Company  
  
In case a group of shareholders proposes the agenda item, each shareholder must separately fill in and sign this form as evidence. Then the forms should be gathered into one set, each set for one nominee.  
In addition, all combined shareholders must fill out a name of a person who will be their consent. In this regard, any contacts between the Company and the consent means the ones between the Company and all signed combined shareholders.
  - (2) Resume of the Candidate Nominated as a Director of the Company
  - (3) Certified true copy of relevant documents such as evidence of education qualifications, working/training experiences, and evidence of shares held.
  - (4) Certified true copies of other supporting documents beneficial for the Board's consideration (if any).

### Submission of the Proposal

The Qualified Shareholders should submit **the Proposal Agenda Item of the Annual General Meeting of Shareholders 2018 and/or the Proposal for Nomination of a Candidate as a Director of the Company** together with a Resume of Candidate Nominated as a Director of the Company to the following address:

Ms.Kantika Tanthuvanit  
TTCL Public Company Limited  
159/41-44 Sermit Tower , Company Secretary Unit 28<sup>th</sup> floor, Sukhumvit 21  
(Asoke) Road, North Klongtoey, Wattana, Bangkok 10110

Telephone: +66 (0) 2260 8505 Ext. 1501, 1007

Facsimile: +66 (0) 2260 8525-6

For the Annual General Meeting of Shareholders 2018 that shall be held in April 2018, the Qualified Shareholders must submit their proposals not later than **Friday, 29 December 2017** in order to provide the Company, and the Board of Directors with sufficient time to review and evaluate all proposals.

**TTCL PUBLIC COMPANY LIMITED**  
**The Proposal for an Agenda Item of the Annual General Meeting of Shareholders of year 2018**

Date \_\_\_\_\_

Name – Surname (Proposer) \_\_\_\_\_

Address

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Telephone No. \_\_\_\_\_

Facsimile No. \_\_\_\_\_

E-mail Address \_\_\_\_\_

Numbers of Share Holding \_\_\_\_\_ shares

Period of Share Holding \_\_\_\_\_ year(s)

Proposed Agenda

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Objective/ Rationale

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Signature \_\_\_\_\_ Shareholder  
( \_\_\_\_\_ )

**Remarks:**

1. Shareholders must enclose the following documents with this form:
  - 1.1 The evidence of shares held as on the proposal date, such as the certificate of shares held issued by securities companies or any other certificates from the Stock Exchange of Thailand (SET) or Thailand Securities Depository Co., Ltd.
  - 1.2 In the case shareholders are an individual; copy of identification card/ passport (in case of a non-Thai national) must be enclosed and certified a true copy by the shareholder.
  - 1.3 In the case shareholders are juristic persons, the copy of the corporate affidavit issued by the Department of Business Development, Ministry of Commerce or other related agencies and copy of identification card/passport (in the case of a foreigner) of the authorized director must be enclosed and certified true copies by such director.
2. In the case a group of shareholders proposes the agenda item each shareholder must separately fill in and sign this form as evidence. Then the forms should be gathered into one set.

**TTCL PUBLIC COMPANY LIMITED**  
**The Proposal for Nomination of a Candidate as a Director of the Company**

Date \_\_\_\_\_

Name – Surname (Proposer) \_\_\_\_\_

Address

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Telephone No. \_\_\_\_\_

Facsimile No. \_\_\_\_\_

E-mail Address \_\_\_\_\_

Numbers of Share Holding \_\_\_\_\_ shares

Period of Share Holding \_\_\_\_\_ year(s)

I would like to nominate (Mr./ Mrs./ Miss) \_\_\_\_\_

for the Nomination of a Candidate as a Director of the Company as a qualified candidate who possesses no prohibited characteristics to be appointed as a Company Director.

Such person has given his/her consent and certifies that information disclosed in the attached “Resume of Candidate Nominated for Director of the Company” and other support documents are true and authentic.

Signature \_\_\_\_\_ Shareholder  
( \_\_\_\_\_ )

**Remarks:**

1. Shareholders must enclose the following documents with this form:
  - 1.1 The evidence of shares held as on the proposal date, such as the certificate of shares held issued by securities companies or any other certificates from the Stock Exchange of Thailand (SET) or Thailand Securities Depository Co., Ltd.
  - 1.2 In the case shareholders are an individual; copy of identification card/ passport (in case of non-Thai national) must be enclosed and certified a true copy by the shareholder.
  - 1.3 In the case shareholders are juristic persons, the copy of the corporate affidavit issued by the Department of Business Development, Ministry of Commerce or other related agencies and copy of identification card/passport (in the case of a foreigner) of the authorized director must be enclosed and certified true copies by such director.
2. In case a group of shareholders proposes the agenda item, each shareholder must separately fill in and sign this form as evidence. Then the forms should be gathered into one set.

**TTCL PUBLIC COMPANY LIMITED**

**Resume of the Candidate Nominated as a Director of the Company**

**1. Name – Surname**

English \_\_\_\_\_ (Maiden name \_\_\_\_\_ )

Thai \_\_\_\_\_

**2. Date of Birth \_\_\_\_\_ Age \_\_\_\_\_ years**

**3. Nationality \_\_\_\_\_**

**4. Marital Status**       Single                       Married                       Divorced                       Widowed

(1) Spouse's Name \_\_\_\_\_ (Maiden name )

(2) Number of Children \_\_\_\_\_

4.1 Name - Surname \_\_\_\_\_ Year of Birth \_\_\_\_\_  
Place of work \_\_\_\_\_  
Position \_\_\_\_\_

4.2 Name - Surname \_\_\_\_\_ Year of Birth \_\_\_\_\_  
Place of work \_\_\_\_\_  
Position \_\_\_\_\_

4.3 Name - Surname \_\_\_\_\_ Year of Birth \_\_\_\_\_  
Place of work \_\_\_\_\_  
Position \_\_\_\_\_

**5. (1) Present Address**

No. \_\_\_\_\_ Soi \_\_\_\_\_ Road \_\_\_\_\_  
Sub-District \_\_\_\_\_ District \_\_\_\_\_  
City \_\_\_\_\_ Telephone \_\_\_\_\_  
Facsimile \_\_\_\_\_ e-mail \_\_\_\_\_

**(2) Company Address**

No. \_\_\_\_\_ Soi \_\_\_\_\_ Road \_\_\_\_\_  
Sub-District \_\_\_\_\_ District \_\_\_\_\_  
City \_\_\_\_\_ Telephone \_\_\_\_\_  
Facsimile \_\_\_\_\_ e-mail \_\_\_\_\_

**6. Professional Background**

(1) Education (Please enclose copies of academic qualifications certificates)

<b>Institution</b>	<b>Degree and Major Subject</b>	<b>Year Graduated</b>
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____



10. Having direct and indirect interests in TTCL Public Company Limited, subsidiaries, associated companies and related companies. (Please specify nature of the transaction and characteristics of such interests, including transaction value)

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11. Shareholding and being a director of subsidiaries, associated companies and related companies of TTCL Public Company Limited (in case of shareholding, please specify company's names, number of shares held, percentage of shareholding or in case of being a director, please specify company's names)

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I (Mr./ Mrs./Miss/ ) \_\_\_\_\_  
who has been nominated as a candidate as a director of the Company certify that the information provided above is complete and true, and the supporting documents submitted herewith are authentic.

Signature \_\_\_\_\_ Candidate  
( \_\_\_\_\_ )  
Date \_\_\_\_\_