



## **Criteria for the shareholder to propose annual general meeting agenda for the year 2012 and Qualified candidate for Director position**

### **Objective**

In order to promote the corporate good governance of The T. Krungthai Industries Public Company Limited (the “Company”), the Company determine to create the best of the Company’s corporate good governance based on ethic, moral and transperance so that the shareholders and stakeholders can be properly, fairly and firmly benefited.

Granting shareholders the right to propose an agenda for and in advance of the annual general shareholders’ meeting is considered part of the Company’s Good Corporate Governance with the purpose of equal and fair treatment of all shareholders. The Company would like to consider and grant the shareholders the right to propose an agenda for annual general shareholders’ meeting subject to the criteria that were set up by the Company.

### **Criteria for shareholder to propose AGM agenda for the year 2012 and qualified candidate for director position**

#### **1. Qualification of shareholder**

Shareholder who wishes to propose the AGM agenda or qualified candidate for director position must possess the following qualification;

- 1.1 Being the Bank’s shareholder holding minimum shares of 1,000,000 shares either for one shareholder or combined shareholders
- 1.2 Must hold shares at ratio in condition 1.1 above for minimum period of 12 consecutive months up to the date of submission of the proposes the agenda or qualified candidate
- 1.3 Must have the evidence of shares held, such as copies of share certificates, copies of certificate of shares held issued by Securities Company or any other certificates from the Stock Exchange of Thailand or Thailand Securities Depository Co., Ltd.

#### **2. Proposal of the agenda and qualified candidate**

##### **2.1 Proposal of the agenda**

The Company has preliminary set the agendas for the shareholders’ annual general meeting as follows;

- 1) To approve the minutes of the previous year shareholders’ meeting
- 2) To be aware of the board of directors’ business activities
- 3) To adopt T.Krungthai Industries Public Company Limited and its subsidiary companies’ balance sheets and profit & loss statements
- 4) To approve the appropriation of profits for dividend, reserve and others
- 5) To approve the number of directors and the appointment of directors
- 6) To approve the directors’ remuneration and acknowledge current directors’ remuneration
- 7) To approve the appointment of auditors and their remuneration
- 8) Others (if any)



The shareholder who possesses qualification according to Topic No. 1 of the criteria can submit [“The Proposed Agenda to the Shareholders’ Annual General Meeting for the year 2012 Form”](#) to the Company unofficially through email address at [investor@krungthai.com](mailto:investor@krungthai.com) or via facsimile number 0-2212-4864 before sending the original form together with other supporting documents as required by the Company to the following address within December 31, 2011.

Investor Relation Center  
T.Krungthai Industries Public Company Limited  
23 Soi Chan 43 Yak 21  
Tungwatdon, Sathorn, Bangkok 10120

The Board of Directors shall reserve its right not to place the following matters as meeting agendas;

1. Matters proposed by shareholders who are not qualified, as specified in criteria No.1 or do not follow the procedures set forth by the Company in the criteria for shareholders to propose the agenda of AGM for 2012
2. Matters that violate to the laws, rules, regulations of government agencies or other governing agencies, or that do not comply with the objectives, the Article of Association, the shareholders’ resolution and good corporate governance of the Company
3. Matters that are beneficial for specific person or group
4. Matters that are beyond the control of the Company
5. Matters that shareholders already proposed in shareholder meetings within the past 12 months and were supported by less than 10% of total voting shares, provided that the facts of said matters have not yet changed significantly
6. Other matters that the Board deems unnecessary to place on the agenda

The proposal approved by the Board along with the Board’s opinion will be included in the AGM Agenda. For the proposal disapproved by the Board, the Company shall inform the shareholders with the reason of the Board’s refusal through appropriate channels.

## **2.2 Proposal of qualified candidate for director position**

The shareholder who possesses qualification according to Topic No.1 of the criteria can submit [“The Proposed Qualified Candidate for Director Position Form”](#) [“Resume of Proposed Candidate for Director Position”](#) and [“Letter of Consent from the Nominated Candidate for Directorship in AGM 2012”](#) to the Company unofficially through email address at [investor@krungthai.com](mailto:investor@krungthai.com) or via facsimile number 0-2211-4864 before sending the original Form together with other supporting documents as required by the Company to the following address within December 31, 2011.



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Candidate must have the qualifications in compliance with related laws and regulations as follows: Securities and Stock Exchange Commission, Thailand, The Stock Exchange of Thailand, The Public Company Limited Act B.E. 2535 , The Company's Memorandum of Association and 10 years up working experience with the same kind of industry.

The Executive Committee will consider the candidate's qualification and make suggestion to the Board of Directors for further recommendation to the shareholders' meeting for the appointment of the Company's director.

The Qualified candidate approved by the Board along with the Board's opinion will be included in the agenda of the AGM notice. For the candidate disapproved by the Board, The Company shall inform the shareholder with the reason of the refusal through the Company's website ([www.tkrungthai.com](http://www.tkrungthai.com)) or other suitable information channel.