

**The Criteria for the rights of shareholder to propose and qualified candidate for director position
For the Annual General Meeting of Shareholders for the year 2014**

Objective

In order to promote the corporate good governance of The T. Krunghai 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 transparence 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.

The Criteria for shareholder rights for agenda propose and nominate director position For the Annual General Meeting of Shareholders for the year 2014

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 agenda for the shareholders’ annual general meeting as follows;

- 1) To approve the Minutes of Annual General Shareholders’ Meeting of the previous year shareholders’ meeting
- 2) To acknowledge the company’s Performance
- 3) To consider and approve the Statement of Financial Position, Statement of Comprehensive Income
- 4) To consider and approve of the payment of dividends
- 5) To consider and approve the election of directors replacing those who are retiring upon completion of their term of office
- 6) To consider and approve of director’s remuneration
- 7) To consider and 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 2014” to the Company unofficially through email address at investor@tkrungthai.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, 2013.

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 2014
2. Matters that violate to the laws, rules, regulations of government agencies or other governing agencies, or that are not complied 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 the 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 for the year 2014” “Resume of Proposed Candidate for Director Position” and “Letter of Consent from the Nominated Candidate for Directorship in AGM 2014” to the Company unofficially through email address at investor@tkrungthai.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, 2013.



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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 to further recommend 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) or other suitable information channel.