

## **Criteria and Procedure for Shareholders to Propose AGM Agenda**

### **Objectives**

Recognizing the importance of rights and equitable treatment of shareholders as a part of the company's good corporate governance, The company has set out the criteria and guideline for the shareholders to propose issues beneficial to the company in advance of the 2013 annual general meeting (AGM)

### **Criteria and procedure**

#### **1. Minimum qualifications of shareholders**

- 1.1 Must be the company shareholder holding minimum shares of 5 percent of total issues shares either by one or several shareholders combined.
- 1.2 Having held the shares continuously for at least one year by the date the shareholders propose the agenda item.

#### **2. Conditions for proposing the agenda**

- 2.1 The shareholder or shareholders wishing to propose the agenda must write an official letter to the Board of Directors, giving all the required details.
- 2.2 The shareholder must indicate his/her name, contact address and phone number, and number of shares held as of the proposing date. If there is more than one shareholder, these details of all such shareholders must be given.

#### **3. Proposal which Board of Directors may refuse to include as the agenda of the meeting**

The Board of Directors may decline to include any proposed agenda item if it considers that any of the following is applicable: -

- 3.1 Matter is relevant to the ordinary business operation and the facts given by shareholders do not indicate any reasonable ground to suspect the irregularity of such matter;
- 3.2 Matter is beyond the company's power to produce the intended result;

- 3.3 Matter is outside the authority of a shareholder meeting of the company;
- 3.4 Matter or evidence submitted by shareholders is incomplete or untrue or ambiguous;
- 3.5 Matter that is contradictory to applicable laws, or regulation, or guidelines of regulatory bodies, or to principle of good corporate governance;
- 3.6 Matter is not relevant and is unlikely to benefit the company and all its shareholders

#### **4. Guideline for proposing the agenda**

The shareholder wishing to propose the agenda item must write an official letter to the Board of Directors, giving all the required details as follows:

- 4.1 Title of the issue
- 4.2 Objective of the issue, specifying whether it is for acknowledgement of information, or for approval.
- 4.3 Details of the issue such as reasons/facts, main points of consideration, etc.
- 4.4 Other information deemed necessary or useful.

#### **5. Required documents and evidences**

The shareholders must show evidences of their shareholding and identity as follows:

- 5.1 Shareholding credentials: Certificate from securities company, evidence from the SET or Thailand Securities Depository Co., Ltd.
- 5.2 Every proposing shareholder, and in case of more than one shareholder jointly proposing the agenda, each of them must separately fill out the “ Proposed Agenda for Annual General Meeting Form”, and sign their names as evidence. Then the forms should be gathered into one set with the documents required of all such shareholders as follows:
  - 5.2.1 Individual person  
A certified photocopy of Thai citizen ID or passport (for foreigners) and shareholding credentials in 5.1
  - 5.2.2 Juristic person  
A certified photocopy of company affidavit and a certified photocopy of Thai citizen ID or passport (for foreigners) of the authorized director/s and shareholding credentials in 5.1

**6. Submission period**

- 6.1 During the period from December 1, 2012 to January 31, 2013
- 6.2 The fully qualified shareholders can submit their documents specified in Items 4 and 5 to Company Secretary, Jubilee Enterprise Public Company Limited, 721 Silom Road Bangrak Bangkok 10500

**7. Process for consideration**

- 7.1 Company Secretary will do a primary screening of the proposal of shareholders
- 7.2 The proposed agenda will be put forward to the Executive Committee (EXCOM) for consideration of the applicable requirements and documents.
- 7.3 EXCOM will forward the proposal and documents with an opinion and recommendation to the Board of Directors.
- 7.4 The decision of the Board of Directors will be notified to the proposing shareholders in February 2012.
- 7.5 The proposal agenda item will be included in the agenda for the AGM unless the Board of Directors decides that the proposed agenda item or supporting documents do not meet the applicable requirements or the item should be declined under 3 above.