

# **The Criteria for Minority Shareholders to propose the Agenda for the Annual General Meeting and to Nominate Director in Advance**

## **1. Objective**

Simat Technologies Public Co., Ltd. (“the Company”) has operated its business under Good Corporate Governance. The Company therefore would like to ensure that all shareholders are equitably treated. Allowing minority shareholders to propose agenda in the Shareholders General Meeting and to nominate director in advance is part of the principles of good governance. It demonstrates fair and equitable treatment toward all shareholders and clear guidelines in ensuring that all agenda items are related to the company’s operations and is genuinely beneficial to the Company. This procedure is consistent with related laws and regulations that require for the Board of Directors to consider and to make necessary proposals in the Shareholders General Meeting.

## **2. The Qualification of Shareholder**

The shareholder who wishes to propose agenda or nominate director the Shareholders General Meeting must possess the following qualifications:

- Be the Company’s shareholder holding a minimum of 250,000 shares (two hundred fifty thousand shares) which can be either owned by one shareholder or combined
- Has owned the shares as stipulated above continuously for at least 6 months by the date that shareholder proposes the agenda or director nomination.
- Show proof of share ownership, such as certified letter from security companies or other evidence from the Stock Exchange of Thailand (SET) or Thailand Securities Depository Co., Ltd. or custodian.

## **3. Proposal of the Agenda and nomination of director**

### 3.1 Criteria for the Agenda Proposals that will not be accepted

- 3.1.1. Agenda proposals that violates the law, rules regulations of government agencies or the objectives, the Articles of Association, the shareholders, resolution, Company governance practices
- 3.1.2. Agenda proposals that is beneficial only to specific person or group
- 3.1.3. Agenda proposals touching on matters that are within the authority of the Board But this discourages shareholders from offering constructive suggestions
- 3.1.4. Agenda proposals that concern normal business practices of the Company, unless there is indication of irregularity.
- 3.1.5. Agenda proposals for the Company to take action which is beyond the power or control
- 3.1.6. Agenda proposals that contain incorrect or incomplete information.
- 3.1.7. Agenda proposals from shareholders not fully qualified according to criteria No.2
- 3.1.8. Agenda proposals that the Board deems irresponsible or unconstructive.

### 3.2 Consideration Procedure

3.2.1. Shareholders that possess the qualifications as specified in (2) can propose the subjects by the following process.

- Fill in the “Agenda Proposal Form of the 2011 Annual General Meeting” or “ Director Nomination Proposal Form for 2015 Annual General Meeting”
- Deliver all the documents to the company within 20 February 2015 to the address below:

**Mr. Thammanoon Korkiatwanich**

**Company Secretary**

Simat Technologies Public Company Limited

No. 123 Soi Chalongkrung 31, Ladkrabang Industrial Estate, Chalongkrung Road,

Lamplatew Sub-district, Ladkrabang District, Bangkok 10520

3.2.2. The Board will consider the agenda proposals as per criteria defined in 3.1

3.2.3. The Agenda proposals approved by the Board along with the Board opinions will be included Agenda of the AGM Notice. For the agenda proposals not approved by the Board, the Company will communicate to the shareholders via official letter for the reasons of the Board’s refusal.

3.2.4. The nominated directors which have the completed evidence will be proposed to the Board of Directors for further consideration.

# Agenda Proposal Form for Annual General Shareholders' Meeting 2015 (Which will be held in April 2015)

(Please fill in the information completely)

Date.....

Name-surname of the Shareholder: .....

Address:.....

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Telephone: ..... Fax:.....

E-mail:.....

Number of Shares Owned ..... shares\*

I hereby acknowledge the criteria and procedure for the agenda proposal and I want to propose the important matter to be included in the agenda of the Annual General Shareholders' Meeting of the Company and/or to propose in advance the nominating Director who is knowledgeable and qualified for the Director position and together I send the supporting documents to the Board of Directors to consider the proposed matter to be included in the agenda of the Annual General Shareholders' Meeting of the Company and the required documents are as follows:

1. Proof of share ownership such as a certified letter from security companies, other evidence from Stock Exchange of Thailand (SET) or Thailand Securities Depository Co., Ltd. (TSD).
2. Proof of Identity
  - 2.1 Individual shareholder must submit a certified copy of the identification card or passport (for foreigner)
  - 2.2 Juristic shareholder must submit certified copies of the corporate affidavit and identification card or passport (for foreigner) of the director who sign on behalf of the company.
3. The consent letter from the person who is the nominating director and the related documents such as the education, training certificate, work experience and evidence of share ownership (In case of the proposal for the nomination of Director)

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*\* In case of many shareholders have unified to propose an agenda, all of them must fill in the name, surname, address, number of shares owned as at the propose date and the telephone number of all shareholders.*



# Agenda Proposal

## 2. Agenda proposal for the nomination of Director

I hereby propose the Director nominee as follows:

(1) Name-surname of the nominee.....

Age ..... Nationality.....

- Education background.....

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- Pass the Thai Institute of Directors (IOD) training program

No Yes (Program .....

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- Shareholding of Simat Technologies Public Company Limited

No Yes (Number of shares .....

.....)

- Current working position.....

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- Working experience

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- Additional information

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# Certify

I hereby certify that the information above and the attached supporting documents are accurate and complete in all aspects and that the Company has my permission to disclose the information or the said supporting documents.

Sign..... Shareholder  
( )

# Consent Letter\*

I hereby (Mr./Mrs./Ms.) ....., as the Director nominee proposed to be the Company Director, certify that my qualifications are complete for Director position.

I hereby certify that the information and details as mentioned earlier and the attached supporting documents are accurate and truthful and the Company has the nominee's permission to disclose the information or supporting documents.

Sign..... Nominee  
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*\*For agenda proposal for the nomination of Director only*