

## **The Criteria for shareholders right to propose the Agenda and to nominate the Candidate for being a director**

### **1. Objective**

The Board of Directors has policy to comply with the principles of Good Corporate Governance focused on shareholders right and show the equitable and fairness treatment of all shareholders. The Company would like to invite our shareholders to propose agenda and to nominate the Candidate for being director in the Annual General Meeting of Shareholders.

### **2. Qualifications of Shareholders**

2.1 Being the shareholder (s) of the Company which can be either one shareholder or combined shareholders.

2.2 Holding the Company's share at least 250,000 shares and hold those shares for a continuous periods of at least one year.

2.3 Must hold those shares as stipulated in 2.2 on the date on which the agenda or the Candidate is proposed.

2.4 Must hold those shares as stipulated in 2.2 on the book-closing date in order to determine the right of the shareholders to attend the AGM of that year.

Please note that the company reserve the right not to propose the agenda or the Candidate to the AGM for consideration even though the same has been included in the notice of AGM if the Company having checked the name of the shareholder (s) on the book-closing date and it appears that such shareholder (s) in 2.1 does not hold the shares as stipulated in 2.2.

### **3. Criteria and Procedure for Proposal of the Agenda**

3.1 The following matter will do not be placed on the agenda;

- 1) Matters that are against laws and/or government & authority's rules and regulations and/or matters that are not corresponding to the Company Objectives, Articles of Association, Resolution of AGM and the Good Corporate Governance of the Company.
- 2) Matter that is beneficial for specific person or group.
- 3) Matters that are on the authority's management by Board of Directors unless in case of causing significant damage to shareholders as a whole.
- 4) Matters which have been completed.

- 5) Matters that are beyond authority of the Company to conduct in order to meet the expected results.
- 6) Matters that do not meet the criteria or matters that not propose in a specified period.
- 7) The documents to be evidence for agenda proposal are presented to suspect the abnormality or ambiguous or the shareholders who proposed the proposal cannot be contacted.

### 3.2 Conditions and Procedures for considering

- 1) The shareholder shall completely in agenda proposal form and facsimile to the Board of Director at number 02-3328541 or through Corporate Secretary's email address at linda@prakit.com. The shareholders must send the original form with signature or other certificates from the Stock Exchange of Thailand and supporting documents to be evidence the Company within December 31, 2016 to provide sufficient time for the Board of Directors for consider.
- 2) In case a group of shareholders, who are qualified according to criteria 2, each shareholder must individually fill in and sign the form respectively. The shareholders must provide the required document as stated in the form. All original forms and certified copies of documents should be gathered into one set and send to the Company by December 31, 2016.
- 3) In case shareholders or groups of shareholders, who are qualified according to criteria 2, wish to propose more than one agenda item, the shareholders must complete 1 set of Form with signature and supporting documents (if any) to be evidence to the Board of Directors for consider by December 31, 2016.
- 4) The Company Secretary will initially review the proposal for the Board as follows:
  - 4.1) In case of incomplete or incorrect information, the Company Secretary will notify to shareholders within January 15, 2017 and if there is no correction and return the original by January 22, 2017 (if falls on the holiday, should be postponed to the prior working day), the Company Secretary will send the letter to shareholders to get subject out.
  - 4.2) In case the shareholders are not fully qualified as stipulated in Item No.2, the Company Secretary will notify the shareholders that their proposal is not accepted within January 22, 2017.
  - 4.3) The matters that do not meet the criteria 4.1 and 4.2, the Company Secretary will propose to the meeting of the Board of Directors on February 2017.

- 5) The proposed agenda will be considered by the Board of Directors that does not fall under any of No.3.3.1 (1-7).
- 6) The proposal approved by the Board of Directors will be included in the agenda of the Annual General Meeting of shareholders with the Board's opinion. The company will inform the shareholders with reasons for the proposal disapproved after the Board of Directors meeting or the next working day via the SET channel, Company's website at [www.prakit.com](http://www.prakit.com) and will report in the shareholder meeting.

#### 4. Criteria and Procedure for The nomination of the Candidate

##### 4.1 The qualification of director

- 1) The directors must be highly qualified and none of characteristics prohibited under the Public Limited Company Act, B.E.2535 and the Securities and Exchange Act, B.E.2551
- 2) The Board of Directors shall consist of various qualities including skills, knowledge, abilities, expertise and experience of past participants.
- 3) As directors the persons shall be able to devote times for the Company fully and sufficiently.
- 4) As directors the persons shall be merited and ethical.

##### 4.2 Procedure to consider

- 1) The shareholder who possesses the qualifications as set out in Item No.2 shall completely in Director Nominating form and facsimile to the Board of Director at number 02-3328541 or through Corporate Secretary's email address at [linda@prakit.com](mailto:linda@prakit.com). The shareholders must send the original form with signature and supporting documents to be evidence to company within December 31, 2016.
- 2) The original signed by the shareholder must be delivered to the Company together with the following documents:
  - 2.1) The evidence of shares held such as statement/confirmation of share holding from brokers, other documents from the Stock Exchange of Thailand.
  - 2.2) The evidence of the consent of person who are nominated in the Director nominating Form.

- 2.3) The documents for consider the qualification such as education and working experience of nominated candidates and other documents deemed useful for the consideration.
- 3) In case a group of shareholders, who are qualified according to criteria 2, each shareholder must individually fill in and sign the form respectively. The shareholders must provide the required document as stated in the form. All original forms and certified copies of documents should be gathered into one set and send to the Company by December 31, 2016.
- 4) The Company Secretary will initially review the proposal for propose to the Board of Directors as follows:
- 4.1) In case of incomplete or incorrect information, the Company Secretary will notify to shareholders within January 15, 2017 and if there is no correction and return the original by January 22, 2017 (if falls on the holiday, should be postponed to the prior working day), the company secretary will send the letter to shareholders to get subject out.
- 4.2) In case of nominated candidate do not meet the criteria 4.1, the company secretary will send the letter to shareholders to get subject out within January 22, 2017.
- 4.3) The Company Secretary will propose the proposal that does not fall within 4.1 or 4.2 to the Board of Director, for their consideration in February 2017.
- 5) The Board of Director will consider the suitability of person who has been nominated and propose to the Board of Directors.
- 6) The candidates who pass the approval by the Board of Directors will be listed in the agenda of the shareholders' meeting with the Board's opinion. Otherwise, the Company will inform the shareholders with reasons for the proposal disapproved after the Board of Directors meeting or the next working day via the SET channel, Company's website at [www.prakit.com](http://www.prakit.com) and will report in the shareholder meeting.