



บริษัท ไทย อะโกร เอ็นเนอร์ยี่ จำกัด (มหาชน)  
THAI AGRO ENERGY PUBLIC COMPANY LIMITED

Ref. TAE 020/2018

October 1, 2018

Subject: Shareholders' Rights to Propose Meeting Agenda for the Shareholders' Meeting and Nomination of Candidates for Director Positions in Advance

Attn: President  
The Stock Exchange of Thailand

In compliance with the principles of good corporate governance regarding equitable treatment of shareholders, Thai Agro Energy Public Company Limited. wishes to forward the rule and procedure regarding the right of the shareholders to propose meeting agenda for the shareholders' meeting and nomination of qualified candidates for director positions in advance for the Annual General Meeting of Shareholders to be held in year 2019, in both Thai and English version for one copy each, which will be disseminated on the Company's website ([www.thaiagroenergy.com](http://www.thaiagroenergy.com)) from October 1, 2018 onward.

Please be informed accordingly,

Yours faithfully,

For and on behalf of Thai Agro Energy Public Company Limited

(Mrs. Somrudee Suwannaroop)  
Director of Administrative Office



## **Rule for the Shareholders to Propose Meeting Agenda in Advance for the Annual General Meeting of Shareholders to be convened in year 2019**

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### **Objective**

Thai Agro Energy Public Company Limited (“Company”) has established policy to ensure equitable treatment for every shareholder, particularly the minority shareholders. Therefore, in order to conform with the principles of good corporate governance, the Company provides opportunity for the shareholders to propose any matter which is considered beneficial to the Company in advance to be considered for inclusion into the meeting agenda for the Annual General Meeting of Shareholders to be held in year 2019, which is considered as granting shareholder’s right in addition to shareholder’s right as specified in the Company’s regulation and relevant law, by following the rule as established by the Company as follows.

### **Rule for Granting the Right to Shareholders**

#### **(1) The Qualifications of the Shareholders**

- (1.1) Being the shareholder of the Company, which can be either one shareholder or combined number of shareholders
- (1.2) A shareholder or combined number of shareholders with shareholding of no less than 0.50 percent of the total number of voting rights of the Company has the right to propose the agenda items (the Company’s current registered capital which are all ordinary shares with voting right of 1,000 million shares (in round figure); therefore, the minimum shareholding of 0.50 percent of the total number of voting rights of the Company is equivalent to 5 million shares)
- (1.3) The shareholder(s) must have their names in the shareholders’ registration as at the date of closing of shareholders’ registration book by the Board of Directors to determine the right to attend the shareholders’ meeting in that year.

#### **(2) Proposal of Meeting Agenda for the Shareholders’ Meeting**

- (2.1) The qualified shareholder according to (1) can propose matters to be included in the meeting agenda for the Annual General Meeting of Shareholders by filling in “**Form A**”, enclosing all and complete related supporting documents, and submitting them to the Company according to channels specified in (5) and within the time period specified in (6).
- (2.2) In case of combined shareholders proposing the meeting agenda, every shareholder must fill in “**Form A**” and sign their names as evidence before gathering those forms into one set for submission.
- (2.3) The Board of Directors shall not consider or include the following matters into the shareholders’ meeting agenda.
  - (2.3.1) Matter that violates the laws, notifications, rules and regulations of government agencies or governing agencies of the Company and/or not in accordance with the objectives, regulations, meeting’s resolutions, and corporate governance of the Company.
  - (2.3.2) Matter that is beyond the authority of the Company or the Board of Directors to take action.
  - (2.3.3) Matter that concerns normal business operation of the Company and the shareholder’s claim does not indicate any reasonable suspicion of irregularity
  - (2.3.4) Matter that the shareholders had proposed in the shareholders’ meeting during the past 12 months and such matter was voted in favor by less than 10 percent of total shares with voting right of the Company and the facts of the said matter have not been changed significantly from previous proposal.
  - (2.3.5) Matter proposed by the shareholder who is not fully qualified or whose information or supporting documents enclosed are incorrect or incomplete, or the proposal is submitted after the deadline.
  - (2.3.6) Matter proposed that is beneficial only to a specific person or group.
  - (2.3.7) Matter proposed is within the power and authority of the Board of Directors of the Company, but it causes significant damage to the shareholders in general.
  - (2.3.8) Other matters deemed by the Board of Directors that are not necessary to be placed as meeting agenda (by which the Board of Directors shall clarify and explain the reason to the shareholders).



**(3) Process by the Company's Board of Directors after Receiving Proposal from the Shareholders**

- (3.1) The Company Secretary shall present the matter as proposed by the shareholder(s) according to (2) above to the Board of Directors for its consideration at the next meeting after the closing of submission period, by which the Board of Directors' Meeting is scheduled by March 2019.
- (3.2) Inclusion of the proposed matter by the Shareholder as additional meeting agenda shall be considered and conducted as follows:
- (3.2.1) The matter, which the Board of Directors has considered appropriate and should be included in the meeting agenda, shall be put in the shareholders' meeting invitation, and opinion of the Board of Directors shall mention that such agenda has been proposed by the shareholders. The decision or resolution by the Company's Board of Directors is deemed as final.
- (3.2.2) The matter, which the Board of Directors has considered not to include in the meeting agenda, shall be informed to the shareholders with reasons on the Company's website, including disclosure of the above information through the channels of the Stock Exchange of Thailand before the meeting and the shareholders shall be informed again during the shareholders' meeting.
- (3.2.3) In the event that the shareholders' meeting has resolved with majority of votes of the total number of shareholders attending the meeting with voting rights to approve for inclusion of the matter proposed by the shareholders above in (3.2.2) as the meeting agenda of the shareholders' meeting, the Company's Board of Directors shall include such matter as the meeting agenda for the subsequent shareholders' meeting.

**(4) Evidential Documents for Submission of the Proposed Meeting Agenda**

- (4.1) The evidence of shareholding, i.e. certificates of shares held issued by securities companies or any other certified documents from The Stock Exchange of Thailand or Thailand Securities Depository Company Limited.
- (4.2) The evidence of every shareholder in case of combined shareholding:
- (A) For a natural person : A certified true copy of valid identification card or passport (in case of non-resident) on every page.
- (B) For a juristic person : A certified true copies of the company registration documents and valid identification card or passport (in case of non-resident) of the authorized signatories on every page.
- (4.3) **"Form A"** must be filled out and signed as evidence by the shareholder. In case of combined shareholders jointly proposing the meeting agenda, every shareholder must fill out the details and sign as evidence and gather the forms into one set by separating each form for each proposed meeting agenda. In addition, the combined shareholders must assign one of the shareholders in the group as a representative of every shareholder jointly signing their names to be a contact person with the Company and the communication between the Company and the assigned representative is deemed as communication with every shareholder signing the forms.
- (4.4) Certified true copies of supporting documents deemed beneficial for the consideration of the Board of Directors (if any) on every page.

**(5) Channels for Proposal of the Meeting Agenda**

- (5.1) The shareholder must propose and forward the meeting agenda in writing by mail or facsimile to the Company Secretary or;
- (5.2) Initial notification can be unofficially submitted via Company's website before sending official letter to the Company Secretary to propose to the Board of Directors for its consideration to include in the shareholders' meeting agenda.

Send to: Mrs. Somrudee Suwannaroop  
Director of Administrative Office  
Thai Agro Energy Public Company Limited  
888/114 Mahathun Plaza Building, 11<sup>h</sup> Floor, Ploenchit Road  
Lumpini, Pathumwan, Bangkok 10330  
E-mail: [somrudee@thaiagroenergy.com](mailto:somrudee@thaiagroenergy.com)  
Tel.: (66) 02 627 3890-94, (66) 02 255 4380-84 Ext. 12, Fax: (66) 02 627 3889

**(6) Time Period for Receiving Proposal from the Shareholders**

From October 1, 2018 through December 31, 2018

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**Form A**

**Form for Providing Right to the Shareholder to Propose Meeting Agenda for the Annual General Meeting of Shareholders Year 2019**

(The Annual General Meeting of Shareholders is held around the month of April of every year)

I am (Mr./ Mrs./ Miss) .....being the shareholder of Thai Agro Energy Public Company Limited, holding..... common shares, residing at ..... Road ..... Tambon/Kwaeng ..... Amphur/Khet ..... Province.....Postal Code .....Telephone Number..... Facsimile Number..... E-mail address (if any) .....

**I wish to propose matter to be placed as meeting agenda for the Annual General Meeting of Shareholders of Thai Agro Energy Public Company Limited for Year 2019 as follows.**

Proposed Matter: .....

Objective:  For acknowledgement  For Consideration  For Approval

Having the following reasons and details:

.....  
.....  
.....

Having supporting documents for the above proposal of.....pages in total as attached herewith.

**In the case of combined shareholders proposing meeting agenda for the Annual General Meeting of Shareholders**

I hereby assign (Mr./Mrs./Miss) ....., being a shareholder of Thai Agro Energy Public Company Limited, residing at .....Road..... Tambon/Kwaeng ..... Amphur/Khet.....Province..... Postal Code .....Telephone Number..... Facsimile Number..... E-mail address (if any).....

as my attorney-in-fact to contact with the Company on behalf of myself.

I certify that all the information written in this form and other supporting documents are true and correct and give consent to the Company to disclose such information or such evidential documents. I hereby affix my signature as evidence below.

..... Shareholder's signature  
(.....)  
Date.....



## Rule for the Shareholders to Nominate Candidates for Director Positions in advance for the Annual General Meeting of Shareholders to be convened in year 2019

### Objective

Thai Agro Energy Public Company Limited (“Company”) has established policy to ensure equitable treatment for every shareholder, particularly the minority shareholders. Therefore, in order to conform with the principles of good corporate governance, the Company provides opportunity for the shareholders to nominate candidates for director positions of the Company in advance to be considered for the Annual General Meeting of Shareholders to be held in year 2019, which is considered as granting shareholder’s right in addition to shareholder’s right as specified in the Company’s regulation and relevant law, by following the rule as established by the Company as follows.

### Rule for Granting the Right to Shareholders

#### (1) The Qualifications of the Shareholders

- (4.1) Being the shareholder of the Company, which can be either one shareholder or combined number of shareholders
- (4.2) A shareholder or combined number of shareholders with shareholding of no less than 0.50 percent of the total number of voting rights of the Company has the right to propose the agenda items (the Company’s current registered capital which are all ordinary shares with voting right of 1,000 million shares (in round figure); therefore, the minimum shareholding of 0.50 percent of the total number of voting rights of the Company is equivalent to 5 million shares)
- (4.3) The shareholder(s) must have their names in the shareholders’ registration as at the date of closing of shareholders’ registration book by the Board of Directors to determine the right to attend the shareholders’ meeting in that year.

#### (2) Nomination of Candidate for Director Positions of the Company

- (2.1) The qualified shareholder according to (1) can nominate a candidate whom is suitable and qualified to be considered for appointment as a director of the Company by filling in the “**Form B**”, enclosing all and complete related supporting documents, and submitting them to the Company according to channels specified in (5) and within the time period specified in (6).
- (2.2) In case of combined shareholders nominating a candidate for the Company’s director position, every shareholder must fill in the “**Form B**” and sign their names as evidence. One form for each nominee must be completed before gathering those forms into one set for submission.
- (2.3) The nominee for the Company’s director position must possess the following qualifications:
  - (2.3.1) Being fully qualified and having no legal prohibited characteristics according to the Public Limited Companies Act, the Securities and Exchange Act, notifications of the Capital Market Supervisory Board, regulations of the Securities and Exchange Commission, regulations of the Stock Exchange of Thailand, regulations of the Company, the good corporate governance principles of the Company, and other related regulations, as well as showing no lack of suitability to be given credibility in the management of the public limited company.
  - (2.3.2) Having the knowledge, capability, expertise, and diverse experience in the areas that benefit most and suit the Company’s business in the way that will add value to the Company and the shareholders.
  - (2.3.3) Possessing the character and image, including virtue, morality, autonomy, assertiveness, creativity, a strong sense of duty with care and loyalty, devotion, dedication, and acceptability, which support and promote the good corporate governance, creating value to the Company.
- (2.4) In the case of proposing a person for appointment as an independent director, the person must possess the following qualifications.
  - (2.4.1) Holding shares not more than one percent of all shares with voting rights of the Company, holding company, subsidiary company, associated company or juristic person with possible conflict, which shall be inclusive of the shares held by related persons of the such person proposed for the appointment.
  - (2.4.2) Not being or used to be the director who takes part in the management of the Company, or an employee, staff member or advisor who receives a regular salary or is a controlling person of the Company, holding company, subsidiary company, associated company, subsidiary company of the same level or juristic person with possible conflict, except having been out of the above position for at least two years prior to the appointment.



- (2.4.3) Not being a person who is related by blood or legally registered as parent, spouse, sibling and child including a child's spouse, to any management member, major shareholder, controlling person or the person whom has been proposed to become the management member or controlling person of the Company or subsidiary company.
- (2.4.4) Not having or used to have business relationship with the Company, holding company, subsidiary company, associated company or juristic person with possible conflict in a way which may prevent independent judgment, as well as not being or used to be the major shareholder, non-independent director or management member of the entity having business relationship with the Company, holding company, subsidiary company, associated company or juristic person with possible conflict, except having been out of the above position for at least two years prior to the appointment.
- (2.4.5) Not being or used to be the auditor of the Company, holding company, subsidiary company, associated company or juristic person with possible conflict and not being the major shareholder, non-independent director or management member or managing partner of the audit firm with staff being the auditor of the company, holding company, subsidiary company, associated company or juristic person with possible conflict, except having been out of the above position for at least two years prior to the appointment.
- (2.4.6) Not being or used to be the service provider in any professions including legal advisor or financial advisor receiving service fee exceeding Baht 2 million per year from the Company, holding company, subsidiary company, associated company or juristic person with possible conflict. Nevertheless, in the case of the professional service provider being a juristic person, the consideration shall also extend to the major shareholder, non-independent director, management member or managing partner of such professional service provider, except having been out of the above position for at least two years prior to the appointment.
- (2.4.7) Not being the representative of the Company's director, major shareholder or shareholder whom is related to the major shareholder of the Company.
- (2.4.8) Having no other characteristics which may prevent from giving independent opinions concerning with the business operation of the Company.
- (2.5) In the case of proposing a person for appointment as an audit committee member, the person must possess the following qualifications.
  - (2.5.1) must have qualifications as an independent director according to (3.4) above.
  - (2.5.2) must not be a director assigned to make decision in the business operation of the Company, holding company, subsidiary company, associated company, subsidiary company of the same level or juristic person with possible conflict, except the decision is in the form of collective decision.
  - (2.5.3) must not be a director of the holding company, subsidiary company or subsidiary company of the same level, particularly of the listed company.
  - (2.5.4) Having sufficient knowledge and experience to perform duties as the audit committee member.

**(3) Process by the Company's Board of Directors after Receiving Proposal from the Shareholder**

- (3.1) The Company Secretary shall present the names proposed by the shareholders according to (2) above to the Company's Board of Directors for its consideration to put in the meeting agenda of the Annual General Meeting of Shareholders at the next meeting after the closing of submission period, by which the Board of Directors' Meeting is scheduled by March 2019.
- (3.2) Inclusion of the proposed matter by the Shareholder as additional meeting agenda shall be considered and conducted as follows:
  - (3.2.1) The person who is considered by the Board of Directors to be appropriate and should be put in the Company's director appointment agenda, shall be notified in the shareholders' meeting invitation, and opinion of the Board of Directors shall mention that such agenda has been proposed by the shareholders. The decision or resolution by the Company's Board of Directors is deemed as final.
  - (3.2.2) The Board of Directors shall not put the name of the person whom does not receive approval in the Company's director appointment agenda and the shareholders shall be informed of the reasons on the Company's website, including disclosure of the above information through the channels of the Stock Exchange of Thailand before the meeting and the shareholders shall be informed again during the shareholders' meeting.



**(4) Evidential Documents for Submission of the Nomination of Candidate for Company's Director Position**

- (4.1) The evidence of shareholding, i.e. certificates of shares held issued by securities companies or any other certified documents from The Stock Exchange of Thailand or Thailand Securities Depository Company Limited
- (4.2) The evidence of every shareholder in case of combined shareholders:
- (A) For a natural person : A certified true copy of valid identification card or passport (in case of non-resident) on every page
- (B) For a juristic person : A certified true copies of the company registration documents and valid identification card or passport (in case of non-resident) of the authorized signatories on every page
- (4.3) **"Form B"** must be filled out and signed as evidence by the shareholder. In case of combined shareholders jointly nominating a candidate for the Company's director position, every shareholder must fill out the details and sign as evidence and gather the forms into one set by separating each form for each director nominee. In addition, the combined shareholders must assign one of the shareholders as a representative of every shareholder jointly signing their names to be a contact person with the Company and the communication between the Company and the assigned representative is deemed as communication with every shareholder signing the forms.
- (4.4) **"Form C"** must be signed by the candidate being nominated for the Company's director position, including certified true copies of relevant supplementary documents such as evidence of educational qualifications, working and training experiences, and evidence of shareholding in the Company, etc.
- (4.5) Certified true copies of other supporting documents beneficial for the consideration of the Board of Directors of the Company (if any) on every page.

**(5) Channels for Nomination of Candidate for Director Position**

- (5.1) The shareholder must propose and forward the meeting agenda in writing by mail or facsimile to the Company Secretary or;
- (5.2) Initial notification can be unofficially submitted via Company's website before sending official letter to the Company Secretary to propose to the Board of Directors for its consideration to include in the shareholders' meeting agenda.

Send to: Mrs. Somrudee Suwannaroop  
Director of Administrative Office  
Thai Agro Energy Public Company Limited  
888/114 Mahathun Plaza Building, 11<sup>h</sup> Floor, Ploenchit Road  
Lumpini, Pathumwan, Bangkok 10330  
E-mail: [somrudee@thaiagroenergy.com](mailto:somrudee@thaiagroenergy.com)

Tel.: (66) 02 627 3890-94, (66) 02 255 4380-84 Ext. 12, Fax: (66) 02 627 3889

**(6) Time Period for Receiving Proposal from the Shareholders**

From October 1, 2018 through December 31, 2018

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**Form B**

**Form for Providing Right to the Shareholder to Nominate a Candidate for Director Position for the Annual General Meeting of Shareholders Year 2019**

(The Annual General Meeting of Shareholders is held around the month of April of every year)

I am (Mr./ Mrs./ Miss) .....being the shareholder of Thai Agro Energy Public Company Limited, holding..... common shares, residing at ..... Road ..... Tambon/Kwaeng ..... Amphur/Khet ..... Province.....Postal Code .....Telephone Number..... Facsimile Number..... E-mail address (if any) .....

I would like to nominate (Mr./ Mrs./ Miss) ..... Age.....years old, Nationality....., for an appointment as  Director  Audit Committee Member  Independent Director of Thai Agro Energy Public Company Limited

Having the following reasons and details:

.....  
.....  
.....

Enclosed are evidential documents and details of the nominated person's personal profile, work experience, education, shareholding in the Company, positions in other businesses, address, telephone number and other relevant information of such person. The nominated person has certified correctness of such details in every page and give consent to the Company to use his/her information for consideration on the directorship appointment, and also affirm not to disclose such directorship nomination of the Company to any person.

**In the case of combined shareholders nominating candidate for director position**

I hereby assign (Mr./Mrs./Miss) ....., being a shareholder of Thai Agro Energy Public Company Limited, residing at .....Road..... Tambon/Kwaeng ..... Amphur/Khet.....Province..... Postal Code .....Telephone Number..... Facsimile Number..... E-mail address (if any).....

as my attorney-in-fact to contact with the Company on behalf of myself.

I certify that all the information written in this form and other supporting documents are true and correct and give consent to the Company to disclose such information or such evidential documents. I hereby affix my signature as evidence below.

..... Shareholder's signature  
(.....)  
Date.....





**Form C**

**Curriculum Vitae and Consent of the Candidate being nominated  
for the Director Position**



I am (Mr./ Mrs./ Miss)..... hereby wish to provide detailed information for consideration by the Company and shareholders as follows:

**Part 1: General Information**

**Name/Surname** (Thai) .....  
(English) .....  
Identification Card Number ..... Date of birth (DD/MM/YYYY).....  
Age .....years old Gender..... Nationality.....Residing at .....  
Soi .....Road ..... Tambon/ Kwaeng.....  
Amphur/Khet ..... Province..... Postal Code .....  
Telephone Number ..... Facsimile Number ..... Email Address .....  
Number.....Facsimile Number.....E-mail .....  
Current Occupation: Company .....  
Located at .....  
.....  
Telephone Number (Office) ..... (Mobile Phone) .....  
Facsimile Number ..... Email Address .....  
Secretary ..... Telephone Number .....

**Shareholding Status**

Shareholding in Thai Agro Energy Public Co., Ltd. as at (Date) .....Number of Shares ..... Shares

**Marital Status** (Please check ✓)

Single  Married with Marriage License  Married without Marriage License

Spouse's Name ..... Age .....years, holding Company's shares of ..... shares, having number of children ..... persons as follows:

- 1. ....Age .....years, holding Company's shares of ..... shares
- 2. ....Age .....years, holding Company's shares of ..... shares
- 3. ....Age .....years, holding Company's shares of ..... shares

**Education Background** (Please enclose a copy of academic qualifications/certificates)

Institution Name	Degree/ Major	Year of Graduation
.....	.....	.....
.....	.....	.....
.....	.....	.....
.....	.....	.....



**Director Training Program**

Course Name	Institution offering the Course	Year Attended
.....	.....	.....
.....	.....	.....
.....	.....	.....

**Part 2: Work Experience**

(1) Work experience and/or director positions and/or executive in public limited companies, limited companies, publicly listed companies in the Stock Exchange and other institutions (during the past 5 years until present) are listed as follows:

Institution	Type of Business	Position	Period
.....	.....	.....	.....
.....	.....	.....	.....
.....	.....	.....	.....
.....	.....	.....	.....
.....	.....	.....	.....
.....	.....	.....	.....
.....	.....	.....	.....
.....	.....	.....	.....

(2) Having direct or indirect interest with Thai Agro Energy Public Company Limited, subsidiaries, affiliates or joint/associated companies such as shareholding, being a partnership or a director of a company which is engaged in a business of the same nature as and which is significantly competitive to that of the Company. (Please describe in details). .....

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**Part 3: Consent**

I, (Mr./ Mrs./ Miss) ....., acknowledge the nomination and give consent to be a nominee for the post of Director / Audit Committee Member/ Independent Director of Thai Agro Energy Public Company Limited, and certify that I am suitably and fully qualified and do not violate any legal prohibitions to be a director as specified in the Public Limited Companies Act, the Securities and Exchange Act, other relevant laws, as well as the regulation of the Company and good corporate governance principles of the Company, having detailed information as appear in the curriculum vitae and supporting documents submitted herewith, which I certify to be all correct, complete and true and hereby affix my signature as evidence below.

..... Director Nominee's signature  
 (.....)  
 Date.....