

**Criteria for Shareholders to Propose AGM Agenda
and
To Nominate Candidates for Appointment as Directors in advance**

Objectives:

ALUCON Public Company Limited (“ALUCON”) is committed to adopting best corporate governance practices and adhering to ethical business principles and transparency to ensure appropriate and fair sharing of benefits of all shareholders, investors, stakeholders, and other parties concerned.

Emphasizing on the importance of our business conducts with regard to the equitable treatments to all shareholders; the Company has given the opportunity to our shareholders to propose agenda and to nominate candidates for appointment as Directors at the 2015 Annual General Meeting of Shareholders in advance with the criteria as described below.

1. Qualification of Shareholders

Shareholders wishing to propose agenda and/or candidates to be elected as directors must possess the following qualifications:

- (1) Being a shareholder with holding the Company’s shares at the minimum amount of 5 percent of the total number of voting rights of the company (approximately 2,160,000 shares).
- (2) Holding the above-mentioned shares consecutively for at least 12 months prior to the date of proposing agenda and/or candidate to be elected as Company Director.
- (3) Providing an evidence to confirm the foregoing qualifications, such as copies of share certificates or the statement/ confirmation of shareholding issued by the Securities Company or other evidence issued by the Stock Exchange of Thailand or Thailand Securities Depository Co., Ltd.

2. Criteria for proposing agenda

2.1 The process for proposing agenda

- (1) Completely fill in and sign the AGM Agenda Proposal Form (Form A) and attach required documents as stated above.
- (2) In case a shareholder wishes to propose more than one agenda, each shareholder must fill in and sign Form A, one set for one proposed agenda, and attach the required documents thereto

2.2 Matters that will be declined to be included in the AGM agenda

- (1) Matters proposed by shareholders who do not possess qualifications as indicated in Clause 1.
- (2) Matters relating to normal business operations and allegations made by shareholders who do not present reasonable cause to suspect the abnormality of the said business operation.
- (3) Matters that are beyond authority of the Company to conduct in order to meet the expected results.
- (4) Matters that have been previously proposed to Shareholders’ Meetings during the past 12 months and were supported by less than 10 percent of total voting rights of the Company. It is exceptional if the facts in the latter proposals have been changed significantly from the previous ones.
- (5) Other matters corresponding to the notification of Capital Supervisory Board.

- (6) Matter that violate the laws, rules, regulations of government agencies and other governing agencies or that are not complied with the objectives, the Articles of Association, the Shareholders' resolution and the Good Corporate Governance of the Company.
- (7) Matter that the Company has already implemented
- (8) Matter proposed by the shareholder who fill in incomplete or incorrect information or is unable to contact or do not follow the Criteria required by the Company
- (9) Matter proposed for personal benefits or special benefits for particular group of persons.

2.3 Consideration procedure

- (1) The Corporate Secretary will consider in priority. If the information is complete and correct, the Corporate Secretary will propose to Board of Directors for consideration.
- (2) The approved proposal will be contained in agenda of Annual General Meeting of Shareholders 2015 and published in the Notice to Annual General Meeting of Shareholders including the Directors' opinion.
- (3) For disapproved proposal, the Board of Directors will inform in the agenda for acknowledgement in Annual General Meeting of Shareholders including reasons.

3. Criteria for Director Nomination

3.1 Process for proposing candidate

Shareholders who possess all qualifications compliance with the mentioned principle can propose candidate to be company's director, the processing are:

- (1) Completely fill in and sign the Director Nomination Proposal Form (Form B) and attach required document as stated above.
- (2) In case a shareholder wishes to propose more than one candidate, each shareholder must fill in and sign Form B, one set for one candidate, and attach the required documents thereto
- (3) Completely fill in and sign the Inspection of Qualification of Director Form and Letter of Consent (Form 35-E2) and attach the required documents for consideration such as I.D card or passport (for foreigners) and House Registration, education certificate. In case of nomination more than 1 candidate, fill in the one form per one candidate.

3.2 Qualification of Directors/Independent Directors

- (1) Be qualified and possess none of the characteristics prohibited under Act and the related Notification.
- (2) Be knowledgeable, capable and possess a variety of skills and working experiences that are beneficial for the Company.
- (3) Be capable of providing leadership, vision, ethic and independent in making decision for the optimum benefit of the company and shareholders and able to use knowledge, capability and experiences for the business conduct and truly interested in Company's business.

3.3 Independent Director means the Directors who are independent from major shareholders or the groups of majority shareholders and management of the Company. The qualifications of an Independent Directors are such as:

- (1) does not hold more than 1 percent of total shares with voting rights of the Company, parent company, subsidiaries, affiliates or juristic persons who may cause any conflict of interest (such shareholding includes shares of related person (s) in accordance with Section 258 of The Securities and Exchange Act B.E. 2535 (1992)).
- (2) not being involved in management, of being a regular employee, temporary employee, salaried consultant, or authorized persons of the Company, parent company, subsidiaries, affiliates or subsidiaries at the same level or juristic persons with potential conflict of interest (at present and over the past 2 years prior to appointment).
- (3) having no consanguineous relationship or relationship recognized through official registration, as parents, spouse, sibling, children, or children's spouse, with executives, majority shareholders of the Company or authorized persons of the Company or nominated persons to serve as executives or authorized persons of the Company or subsidiaries.
- (4) having no business relations with the Company and affiliates which conveys having benefits or conflict of interest in financial and operational management of the Company at present and over the past 2 years prior to appointment. Such relationships are, for instance:
 - Being involved in management, or being a regular employee, temporary employee, salaried consultant, authorized persons of the Company or subsidiaries or persons with potential conflict of interest;
 - having business relationship, benefits or interests, whether directly or indirectly, in financial and operational management of the Company, subsidiaries or persons with potential conflict of interest causing loss of independence;
 - those who are in profession such as auditors, legal advisors, financial advisors or asset appraisers; and
 - those who are close relatives of executives, majority shareholders of the Company, subsidiaries or persons with potential conflict of interest or those who are appointed as a representative to protect the interests of a Director or majority shareholders

3.4 Consideration procedure

- (1) The Corporate Secretary will consider in priority. If the information is complete and correct, the Corporate Secretary will propose to Board of Directors for consideration.
- (2) The approved person by BOD will be proposed in agenda of Director Election in the Annual General Meeting of Shareholders 2014 and published in the Notice to Annual General Meeting of Shareholders including the Directors' opinion.
- (3) For disapproved person by BOD, the Board of Director will inform in the Annual General Meeting of Shareholders including reasons.

4. Channel for submitting agenda proposal

Shareholder can submit agenda proposal through channel as follows:

- 4.1 Send signed documents and various evidences as supporting documents for Board of Directors' consideration by registered mail to:

Office of Corporate Secretary
ALUCON Public Company Limited
500 Moo 1 Soi Sirikam (Sukhumvit 72)
Sukhumvit Road, Samrong Nua,
Muang Samutprakarn, Samutprakarn Province
Thailand 10270

4.2 For further information required, call the Corporate Secretary

Tel. 02-3980147 ext. 381

Fax. 02-3983455

E-mail: pitipong@alucon.th.com

5. Submission period

Shareholder can submit the proposal during 1st December 2014 till 31st January 2015.
As such, postmarked date on the envelope will be accounted for.