

**Criteria for Shareholders to propose Agenda in advance  
for the Annual General Shareholders' Meeting of IRPC Public Company Limited**

**Objective**

To show recognition of the rights and equitable treatment of all shareholders and to promote the good corporate governance, IRPC Public Company Limited (“the Company”) grants shareholders the opportunity to propose any matter considered beneficial to the Company to be included in the agenda for the Annual General Shareholders' Meeting (“AGM”) in advance every year, which is in accordance with the criteria specified by the Company as follows:

**Criteria**

**1. The qualifications of shareholders**

- 1.1 Being the shareholder of the Company, which can be either one shareholder or combined shareholders
- 1.2 Holding minimum shares of not less than 4 per cent of the total voting shares of the Company
- 1.3 Holding those shares until the book closing date, which will be announced by the board, for the right to attend the meeting of that year.

**2. Proposal of the agenda**

- 2.1 The qualified shareholder according to criteria no.1 can propose matters to be included in the agenda by filling in the “**Form for Proposing Agenda for the Annual General Shareholders' Meeting**” enclosing all and complete related supporting documents, and submitting them to the Company within the deadline and through the channels specified in criteria no.5
- 2.2 In case combined shareholders propose the agenda, all of them must fill in the “Form for Proposing Agenda for the Annual General Shareholders' Meeting” and sign their name as evidence before gathering those forms into one set for submission.
- 2.3 The Company reserves the right to be excused from conducting the review of the proposed agenda in case the shareholder provides information or supporting documents which are incomplete or incorrect or the shareholder is unreachable.
- 2.4 Proposals that will not be placed on the agenda

For effective organization of the AGM, the Company reserves the right to be excused from placing the following proposal on the agenda:

- (1) The proposal that violates the criteria specified by the Company's Board or those notified by the Capital Market Supervisory Board
- (2) The proposal that is regular operation of the business, and the shareholder's claim does not indicate any reasonable suspicion of irregularity
- (3) The proposal that is beyond the Company's authority to take action as expected

- (4) The proposal that does not benefit the overall operation of the Company or is not in compliance with the terms of laws
- (5) The proposal that the shareholder already proposed in the AGM within the past 12 months and was supported by fewer than 10% of the total voting shares of the Company unless the facts of the said proposal have significantly changed from those of the previous
- (6) The proposal by the shareholder who is not fully qualified or whose information or supporting documents enclosed are incorrect or incomplete, or the proposal submitted after the deadline
- (7) The proposal that the Company has already taken action
- (8) The proposal that violates the laws, public morals or regulations of the supervisory authority, or the proposal that does not comply with the Company's objectives and regulations
- (9) The proposal with cases specified by the Capital Market Supervisory Board

### **3. Consideration procedure**

- 3.1 The Company shall review and screen the agenda proposed by the shareholders before proposing to the Executive President, and the Company's Board of Directors for consideration in accordance with the specified criteria.
- 3.2 The proposals approved by the Company's Board will be placed on the agenda in the AGM notice.  
For the proposals disapproved by the Board, the Company will notify the shareholders in the meeting.
- 3.3 The decision or resolution of the Company's Board is final.
- 3.4 In case shareholders (at the AGM) reach the resolution with the majority votes of the total shareholders who attend the meeting and have the right to vote, approving to include the proposed matter into the shareholders' agenda, the Company's Board will place it on the agenda of the next AGM.

### **4. Supporting documents**

- 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 combined shareholders:
  - (1) For natural persons: A certified true copy of valid identification card or passport (in case of non-residents)
  - (2) For juristic persons: A certified true copy of the company registration documents, valid identification card or passport (in case of non-residents) of the authorized signatories

4.3 “Form for Proposing Agenda for the Annual General Shareholders’ Meeting” each one of which is for the proposal of one matter

In case combined shareholders propose the agenda, one of them must be assigned as their attorney-in-fact. In this regard, any contact between the Company and the attorney-in-fact is that done between the Company and all combined shareholders who sign the form.

4.4 Certified true copies of other supporting documents beneficial for the consideration of the Board (if any)

## **5. Deadline and channels for proposal submission**

The Company grants shareholders the opportunity to propose matters to be placed on the AGM agenda in advance from now until January 31, 2017 through these channels:

5.1 Sending the official proposal and supporting documents, which have been signed as evidence, by post to the following address:

Corporate Secretary (Office of Corporate Affairs)  
IRPC Public Company Limited  
555/2 Energy Complex Building B, 10<sup>th</sup> Floor,  
Vibhavadi-Rangsit Road, Chatuchak, Bangkok 10900

5.2 Sending the unofficial proposal through

Fax: 0 2649 7999 or  
Email address: [cg@irpc.co.th](mailto:cg@irpc.co.th)  
or the Company’s website: [www.irpc.co.th](http://www.irpc.co.th)

For further information, please contact Corporate Secretary or Corporate Governance

Tel. 0 2649 7920 / 0 2649 7391 or email: [cg@irpc.co.th](mailto:cg@irpc.co.th)