



**Criteria for the shareholders to propose an agenda in advance**  
**For the Annual General Meeting of Shareholders Year 2014 No. 1/2015**  
**(Valid from 1 December 2014 to 15 January 2015)**

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In order to promote corporate governance in the rights of shareholders and to treat all shareholders equally, so the Annual General Meeting of Shareholders of Thai sugar terminal public company limited, so opportunity for shareholders to propose the agenda of the Annual General Meeting of shareholders of the Company in advance every year in accordance with the company as follows.

**1. Features of shareholders**

Shareholders of companies that wish to propose for inclusion on the agenda must be held constant at least 5 percent of the capital paid registration not less than 7,259,997 shares may be shareholders one or more together, and indirectly held continuously from the date proposed for inclusion on the agenda for at least 12 months.

**2. Guidelines**

- 2.1 The Company reserves the right to consider specific proposals from shareholders to identify – currency and the number of shares as well as the information on the form completely. The Company can determine whether a shareholder that the Company will be reviewed by the shareholders within 7 days after the end of the story.
- 2.2 The Board of Director considers that the proposed inclusion of the matter on the agenda of the Annual General Meeting of Shareholders.
- 2.3 The Board of Directors reserves the right to reject a shareholder proposal on the agenda of the Annual General Meeting of Shareholders such a following.
  - 2.3.1 It's about the normal business operations of the company and the claim of the shareholders did not demonstrate a reasonable doubt about his not matter.
  - 2.3.2 A subject is beyond the Company will be achieved.
  - 2.3.3 It's shareholders have been submitted to the shareholders for consideration in 12 (twelve) months ago, and was voted in favor by at least 10 per cent (ten) of the total voting rights. The facts have not changed significantly.
  - 2.3.4 It is considered that the Board of Directors. There is no need to be on the agenda, the Board of Directors must have reasons to be explained and understood by the shareholders.

**3. Procedure**

Shareholders fill in the attached agenda-proposal form, and submit it to the Company [within January 15, 2015](#) (in case of mail, the date of receipt stamp at the destination post office must not exceed such time limit). Shareholders can submit their proposals by any of the following means :

- (1) Registered mail to

**Company Secretary**

Thai Sugar Terminal Public Company Limited  
90 Moo 1, Poochaosamingprai Road,  
Samrongklang, Prapradang, Samutprakarn 10130

- (2) E-mail to Company Secretary at E-mail Address : [Siriporn@tstegroup.com](mailto:Siriporn@tstegroup.com)

- (3) Facsimile to Thai Sugar Terminal Public Company Limited at No. 0-2722-5079



**Agenda Proposal Form for Annual General Shareholders Meeting  
Thai Sugar Terminal Public Company Limited**

Date.....

I, Mr./Mrs./Ms. ....

ID Card No.....

Accessible Address .....

.....  
.....

Telephone No. ....Facsimile No. ....

E-mail address .....

No. of shareholding..... shares, as at date of.....

(Please attach the evidence of shareholding, i.e. certified letter of the securities company or other evidences issued by SET or TSD.)

Agenda Proposed .....

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.....  
.....

Objective/Reason .....

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Documents (if applicable)

1. ....
2. ....
3. ....
4. ....
5. ....

Signed ..... Shareholder

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## **Criteria for the shareholders to nominate persons to be elected as directors in advance**

### **For the Annual General Meeting of Shareholders Year 2014 No. 1/2015**

**(Valid from 1 December 2014 to 15 January 2015)**

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The Thai Sugar Terminal Public Company Limited has recognized the importance of shareholders and to promote corporate governance in the rights and treatment of shareholders equally, so first Annual General Meeting of shareholders. The company provides the opportunity to shareholders to nominate directors for the company to be elected as directors at the annual general meeting of shareholders of the Company in advance every year in accordance with the Company as follows.

#### **1. Features of shareholders**

Shareholders of companies that wish to propose for inclusion on the agenda must be held constant at least 5 percent of the capital paid registration not less than 7,259,997 shares may be shareholders one or more together, and indirectly held continuously from the date proposed for inclusion on the agenda for at least 12 months.

#### **2. Guidelines**

- 2.1 The Company reserves the right to consider specific proposals from shareholders to name – surname and the number of shares as well as the information on the form completely. The Company can determine whether a shareholder that the Company will be reviewed by the shareholders within 7 days after the end of the story.
- 2.2 The Board of Director has the authority to select those that are eligible for submission to the Annual General Meeting of Shareholders to elect the Directors.
- 2.3 The Board of Directors reserves the right not to be a party to the shareholders propose to the Annual General Meeting of Shareholders elected a director of the Company. If an individual shareholder nominations that resembles the following.
  - 2.3.1 Disqualified or prohibited to be a director of a listed company as defined in the law. Notification of the Securities and Exchange Commission, Notification of the Stock Exchange of Thailand or other laws.
  - 2.3.2 If elected to the Board of Directors, The person might have a conflict of interest in the performance of such person as a director or executive officer or major shareholder in the company, as competitors of the company or as customers or partners of the company and so on.
  - 2.3.3 As the Board of Directors considered that not fit to serve as a director. The Board of Directors shall have reasons and can explain to shareholders understand.

#### **3. Procedure**

Shareholders to use the following form comprising (1) a nomination to maintain the position of Director, and (2) a person who has been nominated for the position of the Director consent signed by the owner and certified registered mail sent to the Company by January 15, 2015 (in case of mail, the date of receipt stamp at the destination post office must not exceed such time limit) The shareholders can send a paper by any of the following.

(1) Registered mail to

**Company Secretary**

Thai Sugar Terminal Public Company Limited

90 Moo 1, Poochaosamingprai Road,

Samrongklang, Prapradang, Samutprakarn 10130

(2) E-mail to Company Secretary at E-mail Address : [Siriporn@tstegroup.com](mailto:Siriporn@tstegroup.com)

(3) Facsimile to Thai Sugar Terminal Public Company Limited at No. 0-2722-5079



**A nomination to maintain the position of Director**

**Thai Sugar Terminal Public Company Limited**

Date.....

I,Mr./Mrs./Ms.....

ID Card No./Passport No. ....

Accessible Address

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

Telephone No. .... Facsimile No. ....

E-mail address .....

No. of shareholding..... shares, as at date of.....

(Please attach the evidence of shareholding, i.e. certified letter of the securities company or other evidences issued by SET or TSD.)

Individuals who would like to nominate a director

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Purpose / Reason .....

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

Documents (if applicable).....

1. ....
2. ....
3. ....
4. ....
5. ....

Signed ..... Shareholder

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**A person who has been nominated for the position of the Director**

**Thai Sugar Terminal Public Company Limited**

Date.....

**Part I : Statement of Consent**

I, Mr./Mrs./Ms. ....

ID Card No./Passport No. ....

Accessible Address .....

.....

.....

Telephone No. .... Facsimile No. ....

E-mail address .....

Consent to Mr./Mrs./Ms..... 's nominating myself as a candidate for the Company's directorship. I have attached herewith relevant documents as follows :-

- (1) A copy of ID card or passport (certified true copy)
- (2) A copy of household registration (certified true copy)
- (3) A copy of highest education certificate (certified true copy)
- (4) A copy of individual tax payment of director (certified true copy)
- (5) A photograph size 1 inch or 2 inches

**Part II : Personal Data**

1. Name in English .....

2. Previous Name-Surname (in case of name change) .....

3. Date of Birth ..... Age.....

4. No. of shares held in the Company.....shares

5. Current Business Office

Name of Organization.....

Address.....

.....

Telephone.....Facsimile.....

E-mail address.....

6. Marital Status [ ] Single [ ] Married [ ] Divorced [ ] Other.....

Spouse's Name..... Previous Name (if any).....

Holding..... shares of the Company

Occupation..... Name of Organization.....



No. of Children..... which are

(1) ..... Year of Birth.....

Holding..... shares of the Company

(2) ..... Year of Birth.....

Holding..... shares of the Company

(3) ..... Year of Birth.....

Holding..... shares of the Company

7. Highest Education Qualification

<u>Institution</u>	<u>Degree / Major</u>	<u>Year Graduated</u>
.....	.....	.....
.....	.....	.....

8. Training's or Seminars Relevant to Director's Duty

<u>Course</u>	<u>Organizer</u>	<u>Year Taken</u>
.....	.....	.....
.....	.....	.....
.....	.....	.....
.....	.....	.....
.....	.....	.....

9. Work Experience (previous 5 years)

<u>Name of Organization</u>	<u>Type of Business</u>	<u>Position</u>	<u>Since (mth./yr)</u> <u>To (mth./yr)</u>
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.....	.....	.....	.....
.....	.....	.....	.....
.....	.....	.....	.....
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10. Related Business (i.e. being a director or an advisor in other organizations, or holding any amount of share(s) in other organizations)

<u>Name of Organization</u>	<u>Amount of Share Held,</u> <u>and % of total shares sold</u>	<u>Position</u> (identify registered authority)	<u>Since-to (mth./yr)</u>
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.....	.....	.....	.....
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.....	.....	.....	.....
.....	.....	.....	.....
.....	.....	.....	.....



11. Spouse's Related Business (i.e. taking a business position in other organizations, or holding shares in other organizations for more than 0.5% of total shares sold)

<u>Name of Organization</u>	<u>Amount of Share Held, and % of total shares sold</u>	<u>Position</u>	<u>Since (mth./yr) To (mth./yr)</u>
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.....	.....	.....	.....
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.....	.....	.....	.....
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12. Legal Dispute (except misdemeanor)

<u>Court</u>	<u>Status (plaintiff/ defendant/claimant)</u>	<u>Case (civil/ criminal/bankruptcy)</u>	<u>Charges/Offense</u>	<u>Claim Amount</u>	<u>Ruling Result</u>
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.....	.....	.....	.....	.....	.....
.....	.....	.....	.....	.....	.....
.....	.....	.....	.....	.....	.....

13. Direct and indirect interests in the company and its subsidiaries (please specify description of transaction and interest in monetary terms)

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I hereby certify that all the above information is correct, complete, and true.

Signed.....

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Who has been nominated to hold the position of Director