



**Criteria for the shareholders to propose an agenda in advance**  
**For the Annual General Meeting of Shareholders Year 2016 No. 1/2017**  
**(Valid from October 31 ,2016 to December 31,2016)**

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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**

The Shareholders of the Company who wish to propose for inclusion on the agenda must be held not less than five percent of the total voting rights of the Company. It may be a shareholder one or several together.

**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 December 31, 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

**Corporate Secretary**

Thai Sugar Terminal Public Company Limited

90 Moo 1, Poochaosamingprai Road,

Samrongklang, Prapradang, Samutprakarn 10130

- (2) E-mail Address to Corporate Secretary : [jurairat.n@tstegroup.com](mailto:jurairat.n@tstegroup.com)

- (3) Facsimile to Corporate Secretary at No. 0-2183-4561 and 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 2016 No. 1/2017

(Valid from October 30,2016 to December 31,2016)

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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

The Shareholders of the Company who wish to propose for inclusion on the agenda must be held not less than five percent of the total voting rights of the Company. It may be a shareholder one or several together.

### 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 Nomination and Compensation Director and 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 Nomination and Compensation Director and 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 The Nomination and Compensation Director and 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 December 31, 2016 (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

**Corporate Secretary**

Thai Sugar Terminal Public Company Limited

90 Moo 1, Poochaosamingprai Road,

Samrongklang, Prapradang, Samutprakarn 10130

- (2) E-mail Address to Corporate Secretary : [jurairat.n@tstegroup.com](mailto:jurairat.n@tstegroup.com)

- (3) Facsimile to Corporate Secretary at No. 0-2183-4561 and 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 SugarTerminal 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>
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.....	.....	.....
.....	.....	.....
.....	.....	.....
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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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.....	.....	.....	.....
.....	.....	.....	.....
.....	.....	.....	.....



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