



THIP-SET/046/2017

October 2, 2017

To: The president
The Stock Exchange of Thailand

Subject: Invitation to propose agenda and director's nomination proposal for the 2018
Annual General Shareholder's Meeting

In order to promote Good Corporate Governance relating to the right of shareholders, Thantawan Industry Public Company Limited (THIP) would like to invite the shareholders to propose agenda(s) and director's nomination in advance for the Annual General Shareholder's Meeting 2018, The shareholders shall submit any items in the writing to Company Secretary effective from October 2, 2017 to December 29, 2017, in compliance with the criteria and procedure of the company which was published on the company's website at www.thantawan.com

Please be informed accordingly.

Sincerely yours,

(Mr. Teerachai Siritunyanont)

Authorized Director



OFFICE

32nd Fl., Sun Towers Bldg.A, 123 Vibhavadi-Rangsit Rd., Chomphon, Chatuchak, Bangkok 10900 Thailand.
Tel. + 66 2273 8333 Fax. + 66 2273 8282 , 273 8484 Website : www.thantawan.com

FACTORY

143-144 Moo 8, Soi Kangval 2, Phetkasem Rd., Omyai, Sampran, Nakornpathom 73160 Thailand.
Tel. + 66 2431 3051 , 811 4700 Fax. + 66 2420 3180 Website : www.thantawan.com



**Criteria for the rights of Shareholders
to propose Agenda and Director nominee in advance
For Annual General Meeting of Shareholders in the year 2018
Thantawan Industry Public Company Limited**

1. Objective:

Thantawan Industry Public Company Limited has defined clearly and transparency Criteria for shareholders to propose General Meeting of Shareholders and nominate candidates as Director's election in advance, according to Good corporate governance with concreteness result. To demonstrate how to treat all shareholders equally. This helps refine the agenda to be truly beneficial to the Company and the selection of individuals qualified to the Director of the Company.

2. Definition:

- "Company" refer to Thantawan Industry Public Company Limited
- "Board" refer to Board of Directors of Thantawan Industry Public Company Limited
- "Director" refer to Director of Thantawan Industry Public Company Limited
- "Agenda" refer to Agenda of Thantawan Industry Public Company Limited for the Annual General Meeting of Shareholders 2018

3. Qualification of Shareholder:

Shareholders, who wish to propose agenda and/or Director Nominee of the Company, need to be qualified as the following detail:

- 3.1 Being shareholder of the Company as of the date proposed to the agenda of the General Meeting of Shareholders and/or Director Nominee of the Company either single or combination of shareholders.
- 3.2 Shareholding or altogether is not less than 5% of total voting rights of the Company (approx. 400,000 shares) and hold continuously from the date of holding until the date of proposing agenda for the meeting, not less than 12 months.

4. Proposal of agenda:

The Board of Directors will consider the suitability of proposal agenda and no appearance as:

- 4.1 Violate applicable law, Announcement, Rule & Regulation of Government agencies or agency to oversee the Company or not in compliance with objectives, regulations, resolution of the shareholder's meeting, Good Governance of the Company, Ethics and Code of Business conduct.
- 4.2 For the power of Board of Directors Management, unless it causes significant effects to shareholders in general.

- 4.3 Any matters that are beyond the control of the Company, will operate as requested.
- 4.4 The shareholder used to offer the General Meeting of Shareholders for consideration during the past two years with resolution support voting, less than 10% of the total shares from voting rights of the Company. Unless the facts of next presentation will change significantly from the facts whilst presented to the previous meeting.
- 4.5 For any benefit of particular person or group.
- 4.6 Relating to normal business operation of the Company and/or implementation.
- 4.7 Other issues that the Board of Directors deem unnecessary to be included to the agenda, can explain to the shareholders appropriately.
- 4.8 The shareholders' proposal are not fully qualified as specified in section 3.
- 4.9 Information provided by the shareholders, Documents are incomplete, incorrect or unable to contact.
- 4.10 Shareholders propose agenda after setting time period in advance.

5. Proposal of Director nominee:

The Board of Directors will take consideration to Director nominee of the Company with qualification and no prohibition as:

- 5.1 Fully qualified and not be prohibited under the rules of :
 - Public Company Act
 - Securities and Exchange Act
 - Office of the Securities and Exchange Commission
 - Stock Exchange of Thailand
 - Company's Articles of Association
 - Company's Good Corporate Governance principles
- 5.2 Knowledge with skill can be beneficial to the Company's business and good track record.
- 5.3 Never be discharged from Director, Manager or Authorized Management person.
- 5.4 A person who is interested in Company's business and devoted sufficient time to the Company. Do not act in any manner to executive or management in the Company, in the action that undermine the benefits of the Company or the benefits to person than any other entity. Whatever is done for the benefit of themselves or others.
- 5.5 Position as Director of the other state enterprises is not over than 3 companies.

6. Procedures / Consideration:

6.1 Proposal of Agenda

- (1) To propose by Shareholders with fully qualification as specified in section 3.
- (2) To arrange Agenda's proposal to the Board of directors by using "Form of Agenda's proposal for the Annual General Meeting of Shareholders 2018" (Form A) together with related supporting documents.
- (3) In case several shareholders have fully qualification as specified in section 3 and propose altogether with the agenda for General Meeting of Shareholders. All shareholders will need to fill in a single form mutually "Form of Agenda proposal for Annual General Meeting of Shareholders 2018" (Form A) along with all signatures and attachment of all relevant completely documents, as defined and gather to the same set for sending to the Company.
- (4) Company Secretary will collect/review documents which mainly based on preliminary, prior gathering to propose the Board of Directors. To determine the suitability and accuracy in accordance with the agenda of the Shareholders. The resolution of the Board of Directors shall be deemed as final.
- (5) The proposal approved with opinion by the Board of Directors will be included to the Agenda of General Meeting of Shareholders. For proposal disapproval, will inform to the meeting with clarify reason.

6.2 Nomination of Director

- (1) To propose by Shareholders with fully qualification as specified in section 3.
- (2) To propose a Nominate person for election as Director to the Board of Directors by using "Form of Director nominee for Annual General Meeting of Shareholders 2018" (Form B) and "Resume of Director Nominee" (Form C) together with related supporting documents.
- (3) In case several shareholders have fully qualification as specified in section 3 and propose altogether as Director for consideration. All shareholders will need to fill in a single form "Form of Director nominee for Annual General meeting of Shareholders 2018" (Form B) along with all signatures and attachment of all relevant completely documents, as defined and gathered to the same set for sending to the Company.
- (4) Company secretary will consider information accuracy and qualification of Director Nominee. Also to follow with Company procedure and propose the Board of Directors for consideration, prior to propose in the meeting respectively.
- (5) For Director Nominee approval by the Board of Directors, will be recruited to the agenda of the Annual General Meeting of Shareholders. Disapproval of Director nominee, will notice to the Shareholders with clarify reason through Company's website or other disseminations as appropriate.

(6) The Board of Directors will consider a proposal of Shareholders as appropriate. The resolution of the Board of Directors shall be deemed as final.

7. Channel for shareholder's proposal:

7.1 To send an original document to include in "Form of Agenda Proposal for the Annual General Meeting of Shareholders 2018" (Form A), also "Form of Director nominee for the Annual General Meeting of Shareholders 2018" (Form B) and "Form Resume of Director Nominee" (Form C) including other evidence in written to the Board of Directors' consideration. By Registered mail within December 29, 2017 (based on the post office date stamp to designated destination) and sending to :

Attention :

Company Secretary
Thantawan Industry Public Company Limited
123 Sun Towers Building A, 32nd Floor
Vibhavadi-Rangsit Road, Chompon
Chatuchak, Bangkok 10900

7.2 For further information, please contact Company Secretary, Telephone number 02-273-8333.

Form A

Form of Agenda Proposal for Annual General Meeting of Shareholders 2018

1. I am (Mr./Mrs./Miss)
 being a shareholder of Thantawan Industry Public Company Limited., holding shares,
 as of date Registered shares no.....
 residing at
 Telephone.....Mobile Phone no.E-mail

2. I would like to propose agenda of the Annual General Meeting of Shareholders 2016 as:

2.1 Proposal's consideration is

Objective or reason is

2.2 Proposal's acknowledgement is

Objective or reason is

In conjunction with supporting documents and certify copy every page, total pages.

I hereby certify that the information provided in Form A, Share holding's evidence and all supporting documents are correct and consent to the disclosure of such information with affix the name as evidence.

..... Shareholder's signature
 ()

Date

Form A

Remarks :

- Shareholders is required to enclose the following documents :
 1. Share holding's evidence i.e., Certificate of Securities or any other documents from the Stock Exchange of Thailand or Thailand Securities Depository Company Limited.
 2. The presence of Shareholders :
 - 2.1 In case Shareholder is an individual, please enclose a copy of Identification card or passport with non expiry date (in case of foreigner) and certify true copy.
 - 2.2 In case Shareholder is an entity, please enclose a copy of Certificate of Incorporation certify not over than 3 months and a copy of Identification card or passport with non expiry date (in case of foreigner) of an authorization signature of Directors and certify true copy.
 3. In case several shareholders combine to propose agenda, all will need to fill in a "Form of Agenda's Proposal for Annual General Meeting of Shareholders 2018" (Form A) with signing mutually. Please sign and enclose all relevant documents of all shareholders with completion and gather to one set for delivery to the company.
 4. In case one or several shareholders propose more than one agenda, all need to arrange Form A per each agenda.
 5. Document of Consent for the persons who has been nominated, with additional documents (if any).
 6. Information and/or additional documents for consideration (if any).
- Company will not consider to shareholder who provides incorrect or incomplete information, or unable to contact or unqualified.
- Submit to the Company within 29 December 2017, based on a postage stamp on it.

Attention :

Company Secretary
Thantawan Industry Public Company Limited.
123 Suntowers Building A, 32nd Floor
Vibhavadi-Rangsit Road, Chompon
Chatuchak, Bangkok 10900

(To propose agenda in advance for AGM of Shareholder 2018)

Form B

Form of Director nominee for Annual General Meeting of Shareholders 2018

1. I am (Mr./Mrs./Miss)
 being a shareholder of Thantawan Industry Public Company Limited., holding shares,
 as of date Registered shares no.....
 residing at
 Telephone.....Mobile Phone no.E-mail

2. I would like to nominate (Mr./Mrs./Miss)
 Age.....years for the position of Company's Director ; Thantawan Industry Public Company
 Limited with completely qualification and no prohibition as per company's Criteria. Furthermore, to
 enclose "Resume of Director Nominee" (Form C) together with background of education, working
 experience and supporting documents to certify all true copy in total.....pages. The Director
 Nominee consents and certifies that all stated in Form C are true and correct.

I hereby certify that all details in Form B, Evidence of shareholding, Evidence of consent and all
 supporting documents are true and correct. Also consent to the disclosure of such information and
 document and affix the name as evidence.

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

3. I am (Mr./Mrs./Miss)consents to be nominated as the
 above mentioned (no. 2) and certify completely qualification and no prohibition appearance as per
 company's Criteria, besides hereby to certify that all document details of Director nominee are accuracy,
 along with acceptable to the Good Corporate Governance of the Company and affix the name as
 evidence.

..... Individual nominee's signature
 ()
 Date

Form B

Remarks :

- Shareholders is required to enclose the following documents :
 1. Share holding's evidence i.e., Certificate of Securities or any other documents from the Stock Exchange of Thailand or Thailand Securities Depository Company Limited.
 2. The presence of Shareholders
 - 2.1 In case Shareholder is an individual, please enclose a copy of Identification card or passport with non expiry date (in case of foreigner), and certify true copy.
 - 2.2 In case Shareholder is an entity, please enclose a copy of Certificate of Incorporation not over than 3 months and a copy of Identification card or passport with non expiry date (in case of foreigner) of an authorization signature of Directors, and to certify true copy
 3. In case several Shareholders are altogether propos Director nominee, all will need to fill in a "Form of Director nominee for Annual General Meeting of Shareholders 2018" (Form B) in the same form. The Shareholders are required to sign and enclose all relevant documents of all shareholders with completely and gather to one set for delivery to the company.
 4. In case one or several shareholders proposes for more than one Director nominee, all is required to arrange Form B each/per each nominee.
 5. Document of Consent for the persons who has been nominated, with additional documents (if any).
 6. Information and/or additional documents for consideration (if any).
- Company will not consider to Form B, if it provides incorrect or incomplete information.
- Company will not consider to the incomplete and incorrect information or unable to contact or not fully qualified.
- Submit to the Company within 29 December 2017, based on a postage stamp on it.

Attention :

Company Secretary
Thantawan Industry Public Company Limited.
123 Sun Towers Building A, 32nd Floor
Vibhavadi-Rangsit Road, Chompon
Chatuchak, Bangkok 10900

(To propose Director Nominee for Company's director)

Form C

Resume of Director Nominee

1. Name - Surname (Thai)
(English)
2. Date of Birth.....Current Age.....years Nationality
(Please enclose a copy of Identification card)
3. Current address no.....Road.....Sub district.....
District.....Province..... Zip code.....
Telephone (home/office).....Fax.....Email.....
4. Status () Single () Married () Divorced
(1) Spouse's name (Thai)
(English)
(2) Number of Children..... pax as follow :
(2.1) Name - Surname (Thai)
(English)
Date of Birth
Place of work
Position
(2.2) Name - Surname (Thai)
(English)
Date of Birth
Place of work
Position
(2.3) Name - Surname (Thai)
(English)
Date of Birth
Place of work
Position

Form C

5. Educational (Please enclose copies of educational certificates) :

<u>Institution</u>	<u>Degree and Major Subject</u>	<u>Year of Graduation</u>
.....
.....
.....
.....

6. Working experience :

<u>Organization</u>	<u>Position</u>	<u>Period</u>
.....
.....
.....
.....

7. Training/Seminar course relating to Director's role :

<u>Course</u>	<u>Institution</u>	<u>Attendance/year</u>
.....
.....
.....
.....

8. Shareholding of Thantawan Industry Public Company Limited as of..... (nominated proposal date)

Name of Nominee holding shares.
 Also, Spouse holdingshares.
 Children (1) holdingshares.
 (2) holdingshares.
 (3) holdingshares.

9. Having family relationship with Management of the company as :

.....

Form C

10. Record of legal dispute (except for petty offenses):

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11. Having the direct and indirect stakeholders in the Company, subsidiaries, associated & related companies i.e. Holding shareholder or take part in partnership or Director of the company, concerned with the same business and in competition with the company (please specify details) :

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.....

12. Vision for the Company's business operation :

.....
.....
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13. Vision relating to duties in accordance with principles of Good Corporate Governance :

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.....

14. Other important information which will be beneficial to the Board's consideration (if any) :

..... All shareholder's signature
()
Date

Form C

I am (Mr./Mrs./Miss)who have been nominated for Director position of Thantawan Industry Public Company Limited. Hereby certify that the details as stated above are complete and true with supporting documents as enclosed.

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