

**Criteria for Shareholders to propose AGM Agenda and Director Nominee in advance**  
**for the Annual General Meeting of the year 2012**  
**PholdhanyaPublic Company Limited**

In order to enhance the good corporate governance regarding the rights and equitable treatment of shareholders, PholdhanyaPublic Company Limited invites the shareholders to propose any beneficial matter as agenda for 2012 Annual General Shareholders' Meeting and names of qualified nominees for the Company's board of directors in advance. The criteria are as following:

**1. The Qualifications of Shareholders**

The shareholders who wish to propose the agenda and/or director nominees should possess qualifications according to the criteria as follows:

- 1.1 Being the shareholder of the Company which can be either one shareholder or combined shareholders who hold 5% minimum of the shares which have the right to vote, and
- 1.2 Having continuously held those shares for one year until the closing date for 2012 Shareholders Meeting's right.

**2. Proposal of the Agenda**

2.1 Shareholders who have qualifications send the proposed AGM agenda form with fully information for consideration and specify as for acknowledgement, for consideration, or for approval. The proposal must be sent to the Company secretary within January, 2012 onward.

2.2 The Proposals that will not be placed on the Agenda are as follows:

- (1) A proposal that violates applicable laws, rules, regulations of the government agencies, or regulatory or involved agencies, or actions not in compliance with the objectives, Articles of Association, the resolution of shareholders' meeting and the good corporate governance of the Company.
- (2) A proposal that is beneficial for specific person or group.
- (3) A proposal lying under management authority of the Company, except the ones causing material impacts on shareholders in general.
- (4) The proposal that is beyond the control of the Company.
- (5) The proposal whose information provided is incomplete or incorrect, or from shareholders who are unable to contact.

### **3. The Nomination of the Company's Directors**

3.1 Shareholders who have qualifications send the proposed nominee for Director position form with fully information for consideration under the Company's nominating procedure, to the Company secretary within January 10, 2012 onward

3.2 Those who are nominated for the Company's directors should have the following qualifications:

(1) Being fully qualified, and not be prohibited according to the Public Company Act ,and the Securities and Exchange Act.

(2) Having qualification of Independent Director of the Company.

### **4. Channels and Period of Time for submitting proposed agenda and nominate the Company's Directors**

The shareholders send the proposal within January 10, 2012 onward through the email in advance and the original documents by letter attention to:

Email address: cs@pdgth.com

Corporate Secretary

Pholdhanya Public Company Limited

1/11 Moo3 Lamlukka Road, Ladsawai, Lamlukka District,

Pathumthani 12150

### **5. Consideration Procedure**

The result of consideration by the Board of Directors would be final. For the unapproval proposal, the Company will inform the shareholders who proposed with supporting reason later.

(Form of Proposed Agenda for the 2012 Annual General Meeting and Proposed Nominee Director position and Shareholders documents to be enclosed.)