

**Criteria for Shareholders to propose Agenda in advance and Director Nominee  
for the Annual General Meeting of the Year 2015  
Phol Dhanya Public Company Limited**

In order to enhance the good corporate governance regarding the rights and equitable treatment of shareholders, Phol Dhanya Public Company Limited invites the shareholders to propose any beneficial matter as agenda for 2015 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 until the date to propose the agenda and/or director nominees and not less than 12 months.

**2. Proposal of the Agenda**

2.1 Shareholders who have qualifications send the proposed 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 90 (ninety) days from October 1, 2014 onward. (October 1, 2014 – December 31, 2014)

2.2 The Proposals that Company reserve the right 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 related the Company's normal business operation and of which the proposing shareholders does not illustrate any reasonable suspicion on irregularity thereof;

(3) A proposal that is beyond the Company's control.

(4) A proposal which has already been proposed to the Shareholders' Meeting during the past 12 months and such as a resolution voted for by less than ten percent of the total voting rights of the company and the fact relating to which has not been changed significantly.

(5) A proposal that is not beneficial to the company's business operation or for specific benefit of individual person or group of persons or that the Board of Directors, with reason explainable to the shareholders, considers unnecessary to be placed as an agenda

(6) A proposal provided from the unqualified person, documents are incomplete, inadequate information or not in timely basis.

(7) A proposal lying under management authority of the Company, except the ones causing material impacts on shareholders in general.

(8) A usually matters required by law to be determined by the Annual General Meeting of Shareholders, which the company has set an agenda meetings.

(9) The company has been operated that matters.

### **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 90 (ninety) days from October 1, 2014 onward. (October 1, 2014 – December 31, 2014)

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

a) Must qualified and not disqualified as follows:

1. Qualified and not disqualified under Section 68 of the Public Companies Act 2535.
2. No way implies a lack of the right to be put in to the board to the public company according to Section 89/3 of the Securities and Exchange Act of 2535, as amended by the Securities and Exchange Act (No. 4) BE.2535 the Securities and Exchange Commission No. Kor Jor .8/2010 Determination of Untrustworthy Characteristics of Company Directors and Executives of the company, effective from 16 May 2010 onward.

b) In case the properties are independent of a) also requires specific qualifications for independent directors per notification of the Capital Market Supervisory Board No. Tor Jor. 28/2008 refer the approval of Offer for Sale of Newly Issued Shares dated 15 December 2011 amended by amended by the Notification of the Capital Market Board no. 4/2009 subject thereto and to permit the offering for sales of newly issued shares (No. 2) dated 20 February, 2009 effective 1 March 2009 and the Notification no. Tor Jor.15/2011 subject application for and approval the offer for sale of newly issued shares (No. 5) dated July 25, 2011, effective August 1, 2011. (see Appendix)

3.3 Additional qualification as follows:

1. Being knowledgeable, capable to perform director's duties with acceptable working background.
2. Having strong interest on the Company's business, being able to dedicate oneself to perform the duties and not performing any action in a way that affect the interest or benefit of the Company or in a way that would be beneficial to particular individual of entity for oneself or other persons' benefits.

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

The shareholders send the proposal within 90 (ninety) days from October 1, 2014 onward. (October 1, 2014 – December 31, 2014) through email address or the company website [http://www.pdpth.com/ir\\_index.php](http://www.pdpth.com/ir_index.php) in advance and the original documents by registered mail within January 10, 2015 attention to:

Email address: [cs@pdpth.com](mailto:cs@pdpth.com)

Company Secretary

Phol Dhanya Public Company Limited

1/11 Moo3 Lamlukka Road, Ladsawai, Lamlukka District, Pathumthani 12150

**5. Consideration Procedure**

5.1 The Board of Directors will consider the proposal of the shareholders during the Board of Directors meeting in February, 2015

5.2 A proposal that the Board of Directors considers appropriate to be an agenda of the meeting will be included in the Notice of Invitation to the Meeting and identified as proposed by the shareholder.

5.3 A proposal that the Board of Directors considers inappropriate to be an agenda of the meeting will be notified to the shareholder(s) via the Stock Exchange of Thailand online system and the Company's website at <http://www.pdpth.com> under title "Investor Relations", and will also be informed at the Annual General Meeting of Shareholders.

(Form of Proposed Agenda in advance for the 2015 Annual General Meeting and Proposed Director Nominee position and Shareholders documents to be enclosed.)