

MFEC/CSOT/015/2015

December 24, 2015

Subject : Opportunity for Shareholders to propose the agenda for the Annual General Shareholders' Meeting 2016 and Qualified Candidate to be Nominated as the Director and send the question in advance

Attention : President  
The Stock Exchange of Thailand

MFEC Public Company Limited realizes the important of shareholders' rights and involvement and the practice of good corporate governance principle relating to the rights of shareholders, the company therefore give the opportunity for shareholders to participate in proposing the agenda for the Annual General Shareholders' Meeting 2016 and Qualified Candidate to be Nominated as the Director and send the question in advance from December 24, 2015 to January 25, 2016. Please kindly see criteria and procedures for proposing AGM agenda and send question in advance are attached and also at the Company's website [www.mfec.co.th](http://www.mfec.co.th) under "MFEC NEWS & ANNOUNCEMENT".

Please be informed accordingly.

Sincerely yours,



(Mr.Sriwat Vongjarukorn)  
Vice Chairman

As the Board of Director harmoniously agrees with the equal treatment toward all shareholders, therefore, the policy for giving the opportunity to the minority of shareholders to additionally propose agenda and question in advance for the Annual General Shareholder's Meeting together with proposing the name of candidate to be nominated as the director of the Company in advance which will be usefully scrutinized as the regulation for the sake of the Company and the selection of the candidate with appropriate qualification to be appointed as the Director of the Company correspondingly.

## **Criteria and Procedure for Shareholders to Propose Agenda in Advance for the Annual Ordinary General Shareholder's Meeting For the Year 2016.**

### **1. The Qualifications of Shareholder**

Must be a shareholder of the Company and must have continuously held those shares until the date on which the shareholder proposes the agenda.

### **2. The Agenda Proposal**

2.1 The shareholder possessing the qualification in accordance must submit the "Shareholders Meeting Agenda Proposal Form" together with complete and accurate supporting documents to the Company Secretary at the following address within January 25, 2016.

Company Secretary

MFEC Public Company Limited.

333 LaoPengNguanTower, Vibhavadi-Rangsit Rd.,

Chompol, Chatuchak, Bangkok 10900

The Shareholder may send the proposal unofficially through E-mail: [secretary@mfec.co.th](mailto:secretary@mfec.co.th) or via facsimile : 0-2278-9278

2.2 The Company Secretary shall review the documents initially prior to proposing to the Board of Directors,

2.3 The Board of Directors shall consider the necessity and suitability of including the proposal in the agenda. Decision of the Board of Directors is absolute and final.

2.4 The proposal approved by the Board of Director shall be included in the agenda of the Notice of the Shareholders Meeting. Shareholders will be informed of the proposal disapproved by the Board of Director in the Shareholder's Meeting or by other appropriate methods.

2.5 The following proposal will not be placed on the agenda:

- A proposal by shareholders who are not fully qualified as specified by Company; the information or the documents from shareholders are incomplete or incorrect or are not delivered within the due date.

- A proposal that violates the law, rules, regulations of government agencies or other governing agencies or is not in compliance with the objective, the article of association, the shareholders' resolution and the good corporate governance of the Company.

- A proposal that is about the normal business process of the Company and related issues which are not considered as unusual practice.

- A proposal that the shareholders have already proposed in the Shareholders Meeting during the past 1 year and was supported by less than 10% of total voting shares, provided that the facts of the stated matter have not yet changed significantly.

- A proposal that has already been processed by the Company.

- A proposal that is beneficial for specific person or group.

- A proposal that may cause a conflict of interest to the related person involved in the Company.

- A proposal that is beyond the authority of the Company.

### **3. The required documents for consideration**

#### 3.1 The evidence of identity

- Person: enclose a certified copy of Identification Card or Passport (in case of foreigner).

- Juristic Person: enclose a copy of Certificate of Incorporation certified by the authorized person (s) together with the company's seal affixed (if any) and a certified copy of Identification Card or Passport (in case of foreigner) of such authorized person (s)

#### 3.2 The evidence of shareholding, namely the letter of certification from the Securities Company or the Thailand Securities Depository Co., Ltd. (TSD) or other evidence from the Stock Exchange of Thailand (SET) or Custodian.

#### 3.3 Other supporting documents beneficial for the Board of Director's consideration (if any).



## **Criteria for the Shareholders to Nominate Candidates for Appointment as Directors in advance for the Annual General Meeting of Shareholders Year2016**

### **1. The Qualifications of Shareholder**

The shareholder whom will be entitled to nominate candidates to be appointed as the director of the Company in advance must be one shareholders or many shareholders in which have held the share and the rights to vote for in the aggregate proportion of 5 % of the total amount of voting rights in the Company and continuously held those shares until the date on which the shareholder nominate candidates to be appointed as the director of the Company for at least 1 year in prior to the nomination of candidates.

### **2. Director Nomination**

2.1 The shareholder, fully qualified as in criteria No.1 hereof, shall fill out the "Form to Nominate Candidates for Appointment as Directors For the Annual General Meeting of Shareholder", with other complete supplementary documents as required by the Company, indicating whether it is the matter proposed for information, for approval or for consideration, as the case may be, and submit it to the Company Secretary at the following address within January 25,2016 in accordance with the following address.

Company Secretary  
MFEC Public Company Limited.  
333 LaoPengNguanTower, Vibhavadi-Rangsit Rd.,  
Chompol,Chatuchak, Bangkok 10900

The Shareholder may send the proposal unofficially through E-mail: [secretary@mfec.co.th](mailto:secretary@mfec.co.th) or via facsimile : 0-2278-9278

2.2 The person who is nominated to be the Company's director shall be fully qualified and do not possess any prohibited characteristics under the criteria of the Office of the Securities and Exchange Commission and the Stock Exchange of Thailand, the Public Limited Company Act B.E. 2535 (1992) and the Company's Articles of Association, as well as being knowledgeable, capable and work experiences performing for the Company's management.

2.3 The Company Secretary will be responsible for collecting and scrutinizing the list of candidates that has been nominated to Chief Executive Officer and Executive Directors or any assignee to consider their qualifications, knowledge, experiences and appropriateness together with all relative evidences. In case that the aforesaid candidates are appropriate and have sufficiency of information, the proposal to the Board of Director for further consideration can be done accordingly. In all events, the decision by the Board of Director to the nomination will be finalized in which the candidate whom was approved by the Board of Director will be listed in the Agenda of Director nomination of the Company together with the opinion from the Board of

Director in the invitation letter for the Annual General Shareholders' Meeting and as for any candidates who do not pass the consideration, the Company will further make notification together with reason by written notice to them via the appropriate channel in consequence.

### **3. The required documents for consideration**

#### 3.1 The evidence of identity

- Person: enclose a certified copy of Identification Card or Passport (in case of foreigner).
- Juristic Person: enclose a copy of Certificate of Incorporation certified by the authorized person (s) together with the company's seal affixed (if any) and a certified copy of Identification Card or Passport (in case of foreigner) of such authorized person (s)

3.2 The evidence of shareholding, namely the letter of certification from the Securities Company or the Thailand Securities Depository Co., Ltd. (TSD) or other evidence from the Stock Exchange of Thailand (SET) or Custodian.

3.3 In case where many shareholders have unified to propose agenda, one of those shareholders must fill the Shareholders Meeting Agenda Proposal Form Completely and affix the name as evidence. The rest of shareholders must fill in "the Form Details of shareholders (continue)" completely and affix the name as evidence separately then also attach each of those shareholders' evidence of shareholding.

3.4 The consent letter of the director nominee and relevant documents, such as education, training, work experience background, and proof of share ownership.

**Form to Nominate Candidates for Appointment as Directors**  
**For the Annual General Meeting of Shareholders Y2016**  
**MFEC Public Company Limited.**

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**Details of shareholder**

I Mr./Mrs./Ms. ....shareholder of

MFEC Public Company Limited holds total ..... shares

Address No.....

.....

Tel : ..... Fax : ..... Mobile : ..... Email: .....

Sign .....

( ..... )

**Total No. of Shareholders ..... Total shares hold .....Shares**

(Including all shareholders as per attached list. Every shareholder must sign and attach details if any)

The Board of Directors approve that minority shareholders or one shareholder or several combining and holding shares not less than 5% of paid up shares can propose agenda in advance. The Board of Directors reserve the right not to approve if procedure is not followed.

**Resume of Director Nominee**

(1) Name-Surname.....

(2) Nationality.....

(3) Date of Birth ..... Age ..... years

(4) Address

.....

.....

(5) Position / current working company

.....

(6) Education

Year

Institution

.....

.....

.....

(7) Working Experiences (During the past 5 years)

Year

Position / Company / division

.....

.....

.....

(8) Current directorship / partnership position in other companies, limited partnerships, ordinary partnership.

Company / Limited Partnership / ordinary partnership .....

Please specify the type of committee / partnership

- |  |   |
|--|---|
| <input type="checkbox"/> Company Director          | <input type="checkbox"/> Executive Committee                            |
| <input type="checkbox"/> Audit Committee           | <input type="checkbox"/> managing partner / unlimited liability partner |
| <input type="checkbox"/> limited liability partner | <input type="checkbox"/> Other (specify) .....                          |

Company / Limited Partnership / ordinary partnership .....

Please specify the type of committee / partnership

- |  |   |
|--|---|
| <input type="checkbox"/> Company Director          | <input type="checkbox"/> Executive Committee                            |
| <input type="checkbox"/> Audit Committee           | <input type="checkbox"/> managing partner / unlimited liability partner |
| <input type="checkbox"/> limited liability partner | <input type="checkbox"/> Other (specify) .....                          |

Company / Limited Partnership / ordinary partnership .....

Please specify the type of committee / partnership

- |  |   |
|--|---|
| <input type="checkbox"/> Company Director          | <input type="checkbox"/> Executive Committee                            |
| <input type="checkbox"/> Audit Committee           | <input type="checkbox"/> managing partner / unlimited liability partner |
| <input type="checkbox"/> limited liability partner | <input type="checkbox"/> Other (specify) .....                          |

Company / Limited Partnership / ordinary partnership .....

Please specify the type of committee / partnership

- |  |   |
|--|---|
| <input type="checkbox"/> Company Director          | <input type="checkbox"/> Executive Committee                            |
| <input type="checkbox"/> Audit Committee           | <input type="checkbox"/> managing partner / unlimited liability partner |
| <input type="checkbox"/> limited liability partner | <input type="checkbox"/> Other (specify) .....                          |

Company / Limited Partnership / ordinary partnership .....

Please specify the type of committee / partnership

- |  |   |
|--|---|
| <input type="checkbox"/> Company Director          | <input type="checkbox"/> Executive Committee                            |
| <input type="checkbox"/> Audit Committee           | <input type="checkbox"/> managing partner / unlimited liability partner |
| <input type="checkbox"/> limited liability partner | <input type="checkbox"/> Other (specify) .....                          |

(9) Training experience from Thai Institute Directors of Thailand

- No
- Yes, course taken.....
- .....



(10) Shareholding in MFEC Public Company Limited

(including spouse and Children who not yet become legal age)

( ) No ( ) Yes ..... Shares

Spouse Name ..... Number of shares owned .....

Children who not yet become legal age

1. .... Age ..... years

Number of shares owned .....

2. .... Age ..... years

Number of shares owned.....

3. .... Age ..... years

Number of shares owned.....

(11) Additional Information (if any)

.....  
.....

I certify that all information written in this form to nominate director, the evidence of shares held and other supporting documents are accurate, complete and true in all respects. In witness whereof, I hereunder affix my signature as evidence.

Sign .....

( )

**Details of Shareholder (continue)**

I Mr./Mrs./Ms. ....shareholder of

MFEC Public Company Limited holds total ..... shares

Address No.....

.....

Tel : ..... Fax : ..... Mobile : ..... Email: .....

Sign .....

( )

I Mr./Mrs./Ms. ....shareholder of

MFEC Public Company Limited holds total ..... shares

Address No.....

.....

Tel : ..... Fax : ..... Mobile : ..... Email: .....

Sign .....

( )

I Mr./Mrs./Ms. ....shareholder of

MFEC Public Company Limited holds total ..... shares

Address No.....

.....

Tel : ..... Fax : ..... Mobile : ..... Email: .....

Sign .....

( )

I Mr./Mrs./Ms. ....shareholder of

MFEC Public Company Limited holds total ..... shares

Address No.....

.....

Tel : ..... Fax : ..... Mobile : ..... Email: .....

Sign .....

( )

**The consent letter from the director nominee**

date .....

I ..... hereby consent to be nominated for consideration as a director of MFEC Public Company Limited (“the Company”) and I am certify that I has the suitable qualifications for appointment as director of the Company.

In this regard, I am hereby consent and certify that I am fully qualified and do not possess any prohibited characteristics under the criteria of the rules as required by the Capital Market and Supervisory Board’s Notification Tor. Jor. 24/1999 Re: Prescription of Prohibited Characteristics of Issuing Company’s Director and Executive dated 20 July B.E. 1999. I attached herewith the copies of identification card / copies of passport.

I would like to inform useful information for Board consideration as follows:

- (1) Name-Surname.....
- (2) Nationality.....
- (3) Date of Birth ..... Age ..... years
- (4) Address  
.....  
.....

(5) Position / current working company  
.....

(6) Education

<u>Year</u>	<u>Institution</u>
.....	.....
.....	.....
.....	.....

(7) Working Experiences (During the past 5 years)

<u>Year</u>	<u>Position / Company / division</u>
.....	.....
.....	.....
.....	.....
.....	.....

(8) Current directorship / partnership position in other companies, limited partnerships, ordinary partnership.  
Company / Limited Partnership / ordinary partnership .....  
Please specify the type of committee / partnership

- |                               |  |
|-------------------------------|--|
| ( ) Company Director          | ( ) Executive Committee                            |
| ( ) Audit Committee           | ( ) managing partner / unlimited liability partner |
| ( ) limited liability partner | ( ) Other (specify) .....                          |

Company / Limited Partnership / ordinary partnership .....

Please specify the type of committee / partnership

- ( ) Company Director ( ) Executive Committee
- ( ) Audit Committee ( ) managing partner / unlimited liability partner
- ( ) limited liability partner ( ) Other (specify) .....

Company / Limited Partnership / ordinary partnership .....

Please specify the type of committee / partnership

- ( ) Company Director ( ) Executive Committee
- ( ) Audit Committee ( ) managing partner / unlimited liability partner
- ( ) limited liability partner ( ) Other (specify) .....

Company / Limited Partnership / ordinary partnership .....

Please specify the type of committee / partnership

- ( ) Company Director ( ) Executive Committee
- ( ) Audit Committee ( ) managing partner / unlimited liability partner
- ( ) limited liability partner ( ) Other (specify) .....

Please specify the type of committee / partnership

- ( ) Company Director ( ) Executive Committee
- ( ) Audit Committee ( ) managing partner / unlimited liability partner
- ( ) limited liability partner ( ) Other (specify) .....

(9) Training experience from Thai Institute Directors of Thailand

- ( ) No
- ( ) Yes, course taken.....

(10) Shareholding in MFEC Public Company Limited

(including spouse and Children who not yet become legal age)

- ( ) No ( ) Yes ..... shares

Spouse Name ..... Number of shares owned .....

Children who not yet become legal age

1. .... Age ..... years  
Number of shares owned.....
2. .... Age ..... years  
Number of shares owned.....
3. .... Age ..... years  
Number of shares owned.....

(11) Additional information (if any)

.....  
.....

I certify that the information provided above and the supporting documents submitted herewith are correct, completed and true in all respects. IN WITNESS WHEREOF, I therefore affixed my signature.

Sign.....Candidate's signature

( )

## **Send Question in advance for the Annual General Shareholder's Meeting 2016**

### **1. The Qualification of Shareholder**

Must be a shareholder of the Company, which can either be one shareholder or combined shareholders holding minimum 1 share and must hold those shares on the date on which the shareholder proposes the question.

### **2. The Sending Procedure**

2.1 The shareholder possessing the qualification in accordance must submit the "Shareholders Meeting Question Proposal Form" to the Company Secretary at the following address within January 26,2016.

Company Secretary  
MFEC Public Company Limited.  
333 LaoPengNguanTower, Vibhavadi-Rangsit Rd.,  
Chompol,Chatuchak, Bangkok 10900

The Shareholder may send the proposal unofficially through E-mail: [secretary@mfec.co.th](mailto:secretary@mfec.co.th) or via facsimile : 0-2278-9278

2.2 The Company Secretary shall review the questions initially prior to proposing to the Board of Directors.

