

## **Criteria for Proposal of Agenda Item(s) and Director Nominee for the 2017 AGM Agenda**

### **Proposal of the Agenda Item(s)**

Proposals that will not be placed on the Agenda

1. Proposals that violates the law, rules, and regulations of government agencies or other governing agencies or do not comply with the objectives, Articles of Association, shareholders' resolutions, and good corporate governance of the Company.
2. Proposals that are beneficial to a specific person or group.
3. Proposals that the Company has already implemented.
4. Proposals that are beyond the control of the Company.
5. Proposals where the information provided is incomplete or incorrect, or proposed by those who are unable to be contacted.
6. Proposals proposed by shareholders who are not qualified according to the criteria set by the Company.

Proposed items to be added to the AGM agenda shall be approved by the Company's Board of Directors' Meeting. The said matters must be significantly useful for the Company's operation.

### **The Nomination of a Director**

Required Qualifications of a Director:

1. Having qualifications according to the Public Company Act, Securities and Exchange Act and the good corporate governance policies of the Company.
2. Being independent, dedicated, and healthy mentally and physically, being of suitable age and being able to perform the director's fiduciary duties. The Director should attend the Directors' meeting regularly, study meeting agendas in advance, productively participate in the meeting in a straightforward manner, and have a reputation of integrity and good professional standard.
3. Having a good knowledge of the Company's business i.e. developing factory/warehouse for rent.

### **The process and the qualification of shareholders entitled to propose AGM Agenda Items and/or nominate a Director**

Shareholders who would like to propose an agenda item or nominate a Director in advance shall hold not less than 0.50 percent of the Company's total shares either as a single shareholder or as a combined group of shareholders. Such shareholding shall have been held continuously for at least 12 months prior to the date the shareholder proposes the Agenda Item or Director nomination. The submission of the proposals shall be made to the email address [ir2@ticon.co.th](mailto:ir2@ticon.co.th) or by mail delivered to Finance Department, TICON Industrial Connection Public Company Limited, Suite 1308, 13/1th Floor, Sathorn City Tower, 175 South Sathorn Road, Thungmahamek, Sathorn, Bangkok, 10120 or at facsimile number: 02-287-3153, **by December 30, 2016.**