

## **Criteria for proposal of agenda item(s) for the 2009 AGM Agenda and Director Nominee in advance**

### **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, the Articles of Association, shareholders' resolutions, and the good corporate governance of the Company.
2. Proposals that are beneficial for 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 the shareholders who are not qualified according to the criteria set by the Company.

The proposals to be the agenda in the AGM 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 the Director**

Director Qualification

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. Nominees should attend the Directors' meeting regularly, study meeting agendas in advance, and productively participate in the meeting in a straightforward manner. Reputable businesspersons of integrity and good professional references may also qualify as nominees.
3. Having a good knowledge of the Company's business i.e. developing factory/warehouse for rent.

### **The Qualification of Shareholders and process to propose AGM Agenda and Director Nominee in advance**

Shareholders who would like to propose an agenda item or Nominate a Director in advance shall be a Company's shareholder, holding minimum shares of not less than 0.50 percent of total shares either by one shareholder or several shareholders combined. Moreover, shareholders must have held those shares continuously for at least 12 months by the date the shareholders propose the agenda item or Director Nominee. Shareholders can submit proposals via email address at [ir@ticon.co.th](mailto:ir@ticon.co.th) by February 25, 2009.