

**Criteria for shareholders to propose additional meeting agenda and Nominate a qualified candidate for the Company's directors election in advance**

**Objective**

Thai Solar Energy Plc. [the Company] recognizes the importance of equal treatment to all shareholders as well as a well dissemination of information and an opportunity to participate in an AGM.

Therefore, the Company facilitates shareholder(s) in proposing any matters to be considered by the board of directors to include such proposal as an agenda of the shareholders' meeting and nominating a qualified candidate for the company's directors election in advance of the Annual General Meeting which is a part of the Principles of Good Corporate Governance regarding the equitable treatment of shareholders.

**Qualifications of shareholders who wish to propose agenda items or nominate candidates for directorship**

Shareholders must hold shares, as an individual or group, equivalent to not less than five percent of the Company's total voting rights on the date of proposing agenda items in advance or nominating candidates for directorship.

**Proposal of additional agenda**

The Company reserves the right not to include the following matters on the meeting agenda.

1. Matters proposed by shareholders who are not qualified as prescribed above.
2. Matters do not comply with the laws, rules and any regulations of the government agencies, regulatory or involved authorizes or do not complied the objective, company's regulation and resolution of shareholder meeting.
3. Matters proposed are relevant to the ordinary business operation and the fact given by the shareholders does not indicate any reasonable ground to suspect the irregularity of such matter.
4. Matters proposed are beyond the control of the Company.
5. Matters for benefits of particular person or group.
6. Matters which may cause damages to the majority of shareholders.
7. Matters without competent information for consideration.

**Consideration Process**

- ❖ All qualified shareholders are entitled to propose an additional agenda in advance by filling out a form to "propose an additional agenda" (attachment 1) or may informal send the initial information by E-mail to [info@thaisolarenergy.com](mailto:info@thaisolarenergy.com) prior submitting to the Board of Directors later. However, all documents must be submitted to the Company within February 15, 2017.
- ❖ The Company Secretary shall initially consider the submitted form to propose additional agenda prior proposing to the Board of Directors Meeting for consideration respectively.
- ❖ Any agenda approved by the Board shall be proposed as the agenda for consideration in 2017 Annual General Meeting of Shareholders. In case of the board of directors declined to include such proposal as the agenda of the Annual General Meeting, the company shall notify in the shareholders meeting and specified the reasons of such refusal and inform shareholder in writing, announced to all shareholders in the Company's website and SET's website.

### **Nomination of qualified candidate for the company's directors election in advance**

All candidates nominated for directorship must satisfy the following conditions

1. Be knowledgeable of the business, capable, honest and upstanding and be able to perform director's duties with sufficient of time.
2. Having the qualification according to the Public Limited Company Act, the Securities and Exchange Act and the principles of Good Corporate Governance of listed companies.
3. Not be disqualified under the notification of the Capital Market Supervisory Board: Qualifications and Other Prohibited Characteristics of Directors and Executives of Securities issuing Companies.

### **Consideration Process**

- ❖ All qualified shareholders are entitled to propose an additional agenda in advance by filling out a form to "propose qualified candidate for Directorship" and "Nomination Consent" (attachment 2) or may informally send the initial information by E-mail to [info@thaisolarenergy.com](mailto:info@thaisolarenergy.com) prior submitting to the Board of Directors later. However, all documents must be submitted to the Company within February 15, 2017.
- ❖ The Company Secretary shall initially consider the above Form prior proposing to the Nomination and Remuneration Committee and the Board of Directors Meeting for consideration respectively.
- ❖ Any agenda approved by the Nomination and Remuneration Committee and the Board of Directors shall be proposed as the agenda for consideration in 2017 Annual General Meeting of Shareholders. In case of the board of directors declined to include such proposal as the agenda of the Annual General Meeting, the company shall inform shareholder in writing, announced to all shareholders in the Company's website and SET's website.

### **Submission of Questions for the 2017 Annual General Meeting of Shareholders in Advance**

In recognition and promoting of the good corporate governance practices, the Company provides opportunities for shareholders to send questions regarding any agenda in 2017 Annual General Meeting of Shareholders or any significant issue of the Company in advance prior to the date of 2017 AGM.

### **Qualification of shareholders who are entitled to submit questions in advance**

The person must be a shareholder who is entitled to attend and exercise his/her voting rights in the 2017 AGM when the Company sets the Record Date to determine the right of shareholders to attend the shareholders meeting, and compiles the list of shareholders eligible to attend the shareholders' meeting, in accordance with section 225 of the Securities and Exchange Act B.E. 2535 (Amendment version), by share register book closing method.

### **Question topic**

- ❖ Must be relevant to the agenda of the 2017 AGMs.
- ❖ Relating to significant information of the Company.



**Thai Solar Energy Public Company Limited**  
**บริษัท ไทย โซลาร์ เอ็นเนอร์ยี จำกัด (มหาชน)**

3199 Maleenont Tower 16<sup>th</sup> Floor, Rama IV Road, Klongtan, Klongtoey, Bangkok 10110, Thailand  
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Tel.: (66-2) 661-2701 Fax.: (66-2) 661-2705

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**Consideration Process**

- ❖ All qualified shareholders are able to submit their questions in advance by using the Form to submission of questions (attachment 3) and e-mail questions to the Company Secretary at info@thaisolarenergy.com within February 15, 2017.
- ❖ All questions submitted will be initially considered by the Company Secretary and then present them to the Board of Directors or the management team for preparing explanation of such questions in the meeting.

**Address to submit proposals by mail**

Shareholders can mail the proposals and any related documents thru registered mail to the address below :

Company Secretary

Thai Solar Energy Plc.

3199 Maleenont Tower, 16<sup>th</sup> Floor,

Rama IV Road, Klongtan, Klongtoey,

Bangkok 10110.



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Attachment 1

**Form to propose an additional agenda**

Date .....

I, (Mr. / Mrs. / Ms.) ..... age ..... years nationality ..... a shareholder of Thai Solar Energy Plc, holding .....shares, represented .....% of the total voting rights of the company

Residing at .....

Tel ..... E-mail .....

would like to propose an additional agenda for the 2017 Annual General Meeting of Shareholders for acknowledgement / for approval / for consideration

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.....  
.....

Reasons and details

.....  
.....  
.....

I have attached ..... pages of supporting documents to this form.

I declare that all the information I have provided in this form, evidence of my shareholding, and all supporting documents are true and correct in every material respect. I hereby consent to the disclosure of the attached information and evidence of shareholding if the Company deems it necessary.

..... Shareholders  
( )

**Documents required**

1. Evidence of shareholding : copies of share certificates, or signed copies of share certificates held by securities companies or Thailand Securities Depository Co.,Ltd.
2. Evidence of identification for juristic persons : certified copies of the company's affidavit (less than 1 month) and an authorized director's identification card (or passport information page if the director is not a This citizen)
3. Evidence of identification for individuals : a signed copy of the shareholder's identification card (or passport information page if the director is not a This citizen)
4. If the shareholder has changed his or her name or title, a certified copy of evidence
5. If more than one agenda are proposed, shareholder must complete one Form per one Agenda



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Attachment 2

**Form to propose qualified candidate for directorship**

Date .....

I, (Mr. / Mrs. / Ms.) ..... age ..... years nationality ..... a shareholder of Thai Solar Energy Plc, holding .....shares, represented .....% of the total voting rights of the company

Residing at .....

.....

Tel ..... E-mail .....

would like to nominate the candidate named below to be a director of Thai Solar Energy Plc.

(Mr. / Mrs. / Ms.) .....

The candidate has consented to my nomination. I declare that all the information I have provided in this form, evidence of my shareholding, and all supporting documents are true and correct in every material respect. I hereby consent to the disclosure of the attached information and evidence of shareholding if the Company deems it necessary.

..... Shareholders

( )

**Documents required**

1. Evidence of shareholding : copies of share certificates, or signed copies of share certificates held by securities companies or Thailand Securities Depository Co.,Ltd.
2. Evidence of identification for juristic persons : certified copies of the company's affidavit (less than 1 month) and an authorized director's identification card (or passport information page if the director is not a This citizen)
3. Evidence of identification for individuals : a signed copy of the shareholder's identification card (or passport information page if the director is not a This citizen)
4. If the shareholder has changed his or her name or title, a certified copy of evidence
5. If more than one agenda are proposed, shareholder must complete one Form per one Person.



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Attachment 2

**Form to Nomination Consent**

Date .....

I, (Mr. / Mrs. / Ms.) ..... age ..... years nationality .....

Residing at .....

.....

Tel ..... E-mail .....

Have been nominated as a director of Thai Solar Energy Plc. by (Mr. / Mrs. / Ms.) .....

I consent to this nomination and I declare that my qualifications meet all the Company's criteria and I agree to adhere to the Corporate Governance Policy.

I have attached ..... pages of supporting documents to this form.

..... Candidate

( )

**Documents required**

1. A signed copy of the candidate's identification card (or passport information page if the candidate is not a Thai citizen)
2. The proposed candidate's resume including personal background, education, work experience, skills, professional areas, list of companies in which he/she has been part of the management team or held a directorship, number of shares held in the Company, and conflict of interest with the Company and its subsidiaries or other juristic persons which may have conflicts of interest, and any other pertinent information for the Board's consideration.

