



Criteria for shareholders to propose agenda items and nominate candidates for directorship at the annual general meeting of shareholders

1. Objective

In order to ensure that all shareholders are fairly and equitably treated which is a part of the principles of good corporate governance, Thanapiriya Public Company Limited (the "Company" or "TNP") has set up the criteria for shareholders to propose the agenda and nominate the director in advance. It demonstrates clear guidelines to ensure that all agenda items are genuinely beneficial to the Company and the director nominee has suitable qualification.

2. Characteristics 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 or nominating candidates for directorship.

3. Criteria and procedures for shareholders to propose agenda items for the annual general meeting

3.1 Criteria for the Agenda Proposals that will not be accepted:

3.1.1 Matters defined in Section 89/28, of the Securities and Exchange Act (No. 4) B.E. 2551 are as follows:

- 1) The proposal does not comply with rules as specified in the first paragraph (A shareholder or shareholders who hold shares and have the right to vote amounting to not less than five percent of the total number of the voting rights of the company);
- 2) The proposal is relevant to the ordinary business operation and the fact given by the shareholder does not indicate any reasonable ground to suspect the irregularity of such matter;
- 3) The proposal is beyond the Company's power to produce the proposed result;
- 4) The proposal was submitted to the shareholders' meeting for its consideration within the previous twelve months and received the supporting votes of less than ten percent of the total number of the voting rights of the Company, unless the fact pertaining in the resubmission has significantly changed from that of the previous shareholders' meeting;
- 5) Any other cases as specified in the notification of the Capital Market Supervisory Board

3.1.2 Matters that violate the laws, rules, regulations of government agencies and other governing agencies or that are not complied with the objectives, the Articles of Association, the Shareholders' resolution and the Good Corporate Governance of the Company



THANAPIRIYA PUBLIC COMPANY LIMITED

บริษัท THANAPIRIYA จำกัด (มหาชน)

No.661, Moo 24, Rob Wiang Sub-District, Muang District, Chiang Rai Province 57000 Tel. 053-756484

- 3.1.3 Matters that the Company has already implemented
 - 3.1.4 Matters proposed by the shareholder who fill in incomplete or incorrect information or is unable to contact or do not follow the Criteria required by the Company
 - 3.1.5 Matters proposed for personal benefits or special benefits for particular group of persons
 - 3.2 Procedures for proposing agenda items for the annual general meeting
 - 3.2.1 Shareholders possessing the qualifications as specified in Item 2 above must complete the “Agenda Proposal Form for 2016 Annual General Meeting of Shareholders of TNP” and submit the form, along with the evidence of shareholding specified, to the Company. Shareholders must submit one form for each proposed item.
 - 3.2.2 The Company Secretary will initially check each proposal for veracity and completeness of information and contact the shareholder who submitted the proposal if any correction is necessary or further information is required. If the proposal is acceptable under Item 3.1 above, it will be considered by the Board. The Board’s decision to either accept or reject a proposal is final in every case.
 - 3.3 In the case that the Board of Directors approves the proposed matters, the Company will include those matters in the meeting agenda remarked as “agenda from shareholders” in the notice to shareholders.
 - 3.4 In the case that the Board of Directors rejects the proposed matters, the Company will report those matters for acknowledgement and provide rationales at the Annual General Meeting of Shareholders.
- 4. Criteria and procedures for shareholders to nominate a candidate for directorship**
- 4.1 Shareholders possessing the qualifications as specified in Item 2 above must complete the “Director Nomination Form for 2016 Annual General Meeting of Shareholders of TNP” and ask the candidate to complete the “Nomination Consent Form for 2016 Annual General Meeting of Shareholders of TNP”. The shareholder must submit both forms together, along with the evidence of shareholding specified, to the Company. One of each form must be submitted for each candidate nominated.
 - 4.2 The director nominee must possess key qualifications and must not possess prohibited qualifications as follows:
 - 4.2.1 Having the qualifications and not possessing prohibited qualification according to the Public Companies Act, the Securities and Exchange Act, and the Good Corporate Governance of the Company
 - 4.2.2 Having knowledge and skill in the areas significantly beneficial to the Company
 - 4.2.3 Should not serve as directors of more than 5 listed companies
 - 4.3 The director nominee approved by the Board will be included in the Agenda remarked as “proposed by shareholders” in the notice to shareholders.



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5. Submission of Proposals

All proposal and supporting documents must be submitted by registered mail to the address below:

Company Secretary

Thanapiriya Public Company Limited

No.661, Moo 24, Rob Wiang Sub-District,

Muang District, Chiang Rai Province 57000

Shareholders may unofficially submit their proposals by email to pittaya.j@thanapiriya.co.th before mailing all original form and supporting documents.



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Agenda Proposal Form for 2016 Annual General Meeting of Shareholders of TNP

I, (Mr./ Mrs./ Ms.)being the shareholder of Thanapiriya Public Company Limited, holding..... common shares, residing at Road, Sub-District,..... District, Province, Zip code..... Telephone Number, Facsimile Number, E-mail address (if any)....., would like to propose the agenda of the 2016 Annual General Meeting of Shareholders as follows:

Proposed Matter:

Objective: [] For acknowledgement [] For consideration [] For approval

Reasons and details:
.....

And have the documents supporting the above proposal pages in total.

I certify that all information in this Form, the evidence of shares held and other supporting documents are correct. I agree that the Company may disclose such information and evidences. I hereby affix my signature as evidence below.

Signed by Shareholder

(.....)

Date

Remarks: A shareholder must enclose the following evidences:

1. The evidence of shares held as of the nomination date, such as certified true copy of share certificate or the certificate of shares held from Security Company or any other certificates from the Stock Exchange of Thailand or Thailand Securities Depository Co., Ltd.
2. If shareholder is a juristic person, a copy of the company's affidavit and copy of identification card/passport (in case of non-Thai nationality) of authorized directors must be enclosed and certified true copies by such directors.
3. If a shareholder is an individual, a certified true copy of identification card/ passport (in case of non-Thai nationality) must be enclosed.
4. If a shareholder has his/her title, name or surname changed, a copy of evidence of those changes must be enclosed and certified true copy.

In case of proposing more than one agenda, the shareholder can use a copy of this Form and fill in all information and affix the shareholder's signature.



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Director Nomination Form for 2016 Annual General Meeting of Shareholders of TNP

I, (Mr./ Mrs./ Ms.)being the shareholder of Thanapiriya Public Company Limited, holding..... common shares, residing at Road, Sub-District, District, Province, Zip code..... Telephone Number Facsimile Number E-mail address (if any)

would like to nominate the candidate named below to be a director of Thanapiriya Public company Limited.

(Mr./ Mrs./ Ms.)

The said director nominee has given consent to my nomination. I certify that all information in this Form, the evidence of shares held and other supporting documents are correct. I agree that the Company may disclose such information and evidences. I hereby affix my signature as evidence below.

Signed by..... Shareholder

(.....)

Date

Remarks: A shareholder must enclose the following evidences:

1. The evidence of shares held as of the nomination date, such as certified true copy of share certificate or the certificate of shares held from Security Company or any other certificates from the Stock Exchange of Thailand or Thailand Securities Depository Co., Ltd.
2. If a shareholder is a juristic person, a copy of the company's affidavit and copy of identification card/passport (in case of non-Thai nationality) of authorized directors must be enclosed and certified true copies by such directors.
3. If a shareholder is an individual, a certified true copy of identification card/passport (in case of non-Thai nationality) must be enclosed.
4. If shareholder has his/her title, name or surname changed, a copy of evidence of those changes must be enclosed and certified true copy.
5. Resume of director nominee including personal background, education, work experiences, skill/professional areas, list of companies he/she has participated in the management of in the board, number of shares held in the Company, conflict of interest with the Company or juristic persons which may have conflict of interest, contact address and other information considered suitable to propose to the Board for consideration including a "Nomination Consent Form for 2016 Annual General Meeting of Shareholders of TNP" of the director nominee.



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Nomination Consent Form for 2016 Annual General Meeting of Shareholders of TNP

I, (Mr./Mrs./Ms.) residing atRoad,
Sub-District, District,City/Province,
Telephone Number, Facsimile Number, E-mail address,
have been nominated as a director of Thanapiriya Public Company Limited. by
Mr./Mrs./Ms.....

I consent to this nomination and, by my signature below, declare that my qualifications meet all the Company's criteria and meet the requirements of all relevant laws and regulations. I agree to adhere to the Company's Corporate Governance Policy and hereby declare that all the information I have provided in this form and the supporting documents are true and correct in every material respect. I also have attached pages of supporting documents to this form.

Signed by:Nominated person

(.....)

Date:

Documentation required

1. A certified true copy of identification card/passport (in case of non-Thai nationality) must be enclosed.
2. The proposed candidate's resume including personal background, education, work experiences, skill/ professional areas, list of companies he/she has participated in the management of in the board, number of shares held in the Company, conflict of interest with the Company or juristic persons which may have conflict of interest, contact address and other information considered suitable to propose to the Board for consideration.