

Criteria for Shareholders to Propose AGM Agenda and to Nominate Candidates for Appointment as Directors in advance for the 2010 Annual General Meeting

Objectives

MCOT Public Company Limited (MCOT or MCOT Plc.) is committed to adopting our business at a high standard of Good Corporate Governance practices on the basis of ethics and transparency to ensure appropriate and fair sharing of benefits of all shareholders, investors, stakeholders, and other parties concerned.

Emphasizing on the importance of our business conducts with regard to the equitable treatments to all shareholders, the Company has given the opportunity to our shareholders to propose agenda and to nominate candidates for appointment as Directors at the 2010 Annual General Meeting of Shareholders in advance with the criteria as described below.

1. Proposal of the Agenda

1.1 Qualifications of shareholder who is eligible to propose AGM agenda

Shareholder (s) who is eligible to propose AGM agenda is required to possess the following qualifications.

(1) One single shareholder or combined shareholders hold the Company's share at the minimum amount of 5 percent of total voting rights of the company (approximately 34,354,960 shares).

(2) Shareholder (s) must hold the above-mentioned shares on the date of proposing agenda (s).

(3) Shareholder (s) is requested to provide evidence to confirm the foregoing qualifications, such as copies of share certificates or the statement/ confirmation of share holding issued by the Securities Company or other evidence issued by the Stock Exchange of Thailand or Thailand Securities Depository Co., Ltd.

1.2 The matters that will be declined to be included in the AGM agenda;

(1) matters proposed by shareholders who do not possess qualifications as indicated in Clause 1.1;

(2) matters to do with normal business operation and allegation made by shareholders which do not present reasonable cause to suspect the abnormality of the said business operation;

(3) matters that are beyond authority of the Company to conduct in order to meet the expected results;

(4) matters that have been previously proposed to Shareholders' Meetings during the past 12 months and were supported by less than 10 percent of total voting rights of the Company (less than 68,709,921 shares). It is exceptional if the fact in the latter proposals have been changed significantly from the previous ones;

(5) other matters corresponding to notification of Capital Supervisory Board.

1.3 Consideration procedure

(1) Shareholders who possess all qualifications as indicated in Clause 1.1 can submit their AGM Agenda Proposal Form (Form A) to the Board of Directors or unofficially submit the proposal through facsimile number: 0 2245 1854, or e-mail to the Office of Company Secretary at csmcot@mcot.net or visit the website of the Company at www.mcot.net/ir prior to the submission of original AGM Agenda Proposal Form to the Board of Directors. In this connection, the original AGM Agenda Proposal Form (Form A), affixed with the shareholders' names as evidence, shares certificates issued by the securities Companies, or other certificates issued by the Stock Exchange of Thailand or Thailand Securities Depository Co., Ltd., and other additional documents (if any) useful for the consideration of the Board of Directors, shall be submitted by 31 December 2009 by addressing to:

Office of Company Secretary
MCOT Public Company Limited
63/1 Rama IX Road, Huay Kwang
Huay Kwang, Bangkok 10310

(2) In case shareholders or groups of shareholders, who possess all the qualifications as indicated in Clause 1.1, wish to propose an agenda, the first shareholder is required to fill in the AGM Agenda Proposal Form (Form A) and affix the shareholder's signature as evidence. The remaining shareholders must individually fill in and sign part (1) and (2) of the AGM Agenda Proposal Form (Form A) as evidence separately. All documents, including Form A, share certificates, and other additional documents (if any) should be gathered into one set.

(3) In case one single shareholder or groups of shareholders, who possess all the qualifications as indicated in Clause 1.1, wish to propose more than one agendas, the shareholders must complete 1 set of Form A per 1 agenda.

(4) The Office of Company Secretary shall preliminarily scrutinize the proposed matters for the Board of Directors, as follows:

(4.1) If it is founded that the information provided by the shareholders is incomplete or incorrect, the Office of Company Secretary shall inform the shareholders by 11 January 2010. If the shareholders fail to make correction to the information the shareholders previously provided and to submit the original AGM Agenda Proposal Form (Form A) by 20 January 2010, the Office of Company Secretary shall then inform the shareholders of closure of the matter.

(4.2) In case shareholders, who proposed the agenda, do not have qualifications or possess any prohibited characteristics as indicated in Clause 1.1, the Office of Company Secretary shall notify the shareholders of closure of the matter, by 29 January 2010.

(5) The proposed matters that are approved by the Board of Directors will be included in the agenda and contained in the invitation letter for the 2010 AGM, together with the opinion of the Board of Directors. With regard to the disapproved matters, the Company will include them in the agenda for acknowledgement, along with the reasons for disapproval, in the AGM.

2. Director Nomination to replace Directors Retired by Rotation

2.1 Qualifications of the Shareholders who are eligible to nominate candidates for appointment as Directors /Independent Directors

Shareholders who are eligible to nominate candidates for appointment as Directors/Independent Directors must have the following qualifications;

(1) One single shareholder or combined shareholders of the Company, holding the Company's shares at the minimum amount of 100,000 shares with voting rights.

(2) Shareholders according to (1) must hold the above-mentioned shares consecutively for at least 12 months prior to the date of nominating the candidates and on the date of the AGM.

(3) Shareholders according to (1) and (2) is requested to provide evidence to confirm the foregoing qualifications, such as copies of share certificates or the statement/ confirmation of share holding from the Securities Company or other evidence from the Stock Exchange of Thailand or Thailand Securities Depository Co., Ltd.

2.2 Qualifications and prohibited characteristics of the nominees to be appointed as Directors / Independent Directors

(1) Are not over 65 years of age;

(2) are highly qualified and possess none of the characteristics prohibited under the Standard Qualifications of Directors and State Enterprise Employees Act B.E. 2518 (1975), the Public Limited Company Act B.E. 2535 (1992), the Securities and Exchange Act B.E. 2535 (1992), the Company's Articles of Association and the other relating laws;

(3) are knowledgeable, capable and visionary, having leadership ability, ethical conduct and extensive work experiences and performing duties as Director with duty of care, duty of loyalty, duty of obedience and duty of disclosure;

(4) having suitable and essential abilities for the Company's businesses in accordance with requirements of the composition of the Board of Directors such as those in management, mass communication, business and marketing, education and sociology, information technology, accounting & finance, and legal affairs. Directors retired by rotation at the 2010 Annual General Meeting of Shareholders comprise experts in finance and accounting, legal affairs, and mass communication;

(5) are interested in businesses of the Company and can fully dedicate themselves to their duties.

(6) give their consent of being nominated for appointment as the Company's Directors.

2.3 Independent Directors

Independent Directors are the Directors who are independent from major shareholders or the groups of majority shareholders and management of the Company. The qualifications of an Independent Directors are such as:

(1) Does not hold more than 1 percent of total shares with voting rights of the Company, parent company, subsidiaries, affiliates or juristic persons who may cause any conflict of interest (Such shareholding includes shares of related person (s) in accordance with Section 258 of The Securities and Exchange Act B.E. 2535 (1992);

(2) not being involved in management, of being a regular employee, temporary employee, salaried consultant, or authorized persons of the Company, parent company, subsidiaries, affiliates or subsidiaries at the same level or juristic persons with potential conflict of interest (at present and over the past 2 years prior to appointment);

(3) having no consanguineous relationship or relationship recognized through official registration, as parents, spouse, sibling, children, or children's spouse, with executives, majority shareholders of the Company or authorized persons of the Company or nominated persons to serve as executives or authorized persons of the Company or subsidiaries;

(4) having no business relations with the Company and affiliates which conveys having benefits or conflict of interest in financial and operational management of the Company at present and over the past 2 years prior to appointment. Such relationships are, for instance:

- Being involved in management, or being a regular employee, temporary employee, salaried consultant, authorized persons of the Company or subsidiaries or persons with potential conflict of interest;

- having business relationship, benefits or interests, whether directly or indirectly, in financial and operational management of the Company, subsidiaries or persons with potential conflict of interest;

- those who are in profession such as auditors, legal advisors, financial advisors or asset appraisers;

- those who are close relatives of executives, majority shareholders of the Company, subsidiaries or persons with potential conflict of interest or those who are appointed as a representative to protect the interests of a Director or majority shareholders

2.4 Consideration Procedure

(1) The shareholders who possess all qualifications as indicated in Clause 2.1 can submit Director Nomination Form (Form B) to the Nomination Committee or unofficially inform the Committee through the e-mail address of the Office of Company Secretary at csmcot@mcot.net, or website on www.mcot.net/ir or fax number 66 (0) 2245 1854 prior to the submission of the original Director Nomination Form affixed with the shareholder's names as evidence, together with the following documents:

1) evidence of shares held as indicated in Clause 2.1 such as share certificates issued by securities Company or other certificates issued by Thailand Securities Depository Co., Ltd., or the Stock Exchange of Thailand;

2) evidence of consent of the nominees for appointment as the Company's Directors in the Director Nomination Form;

3) supporting documents for consideration on the nominees' qualifications such as evidence on education qualifications and work experiences;

4) other additional documents useful for the consideration of the Board of Directors (if any). In this connection, the above-mentioned documents must be submitted by 31 December 2009 by addressing to:

Office of Company Secretary

MCOT Public Company Limited

63/1 Rama IX Road, Huay Kwang

Huay Kwang, Bangkok 10310

(2) In case shareholders or groups of shareholders who possess all the qualifications as indicated in Clause 2.1, wish to nominate a candidate to be appointed as Director (s) to the Nomination Committee, the first shareholder must complete the Director Nomination Form (Form B) and affix the shareholder's signature as evidence. The remaining shareholders must individually fill in and sign only part (1) and (2) of the Director Nomination Form (Form B) as evidence. All documents, including Form B, share certificates of each shareholder as indicated in (1), and other additional documents (if any) should be gathered into one set and submitted to the Nomination Committee or may be unofficially submitted prior to the submission of the original Director Nomination Form, as indicated in (1).

(3) In case one single shareholder or several shareholders, who possess all the qualifications as indicated in Clause 2.1, wish to nominate more than one candidate, the shareholder (s) must complete 1 set of Form B per 1 candidate, and affix their names as evidence. All Forms and evidence of each nominee for appointment as Directors should be submitted to the Nomination Committee or may be unofficially submitted as indicated in (1).

(4) The Office of Company Secretary shall preliminarily scrutinize the qualifications and documents for the Nomination Committee, as follows:

(4.1) If it is founded that the information provided by the shareholders is incomplete or incorrect, the Office of Company Secretary shall inform the shareholders by 11 January 2010. If the shareholders fail to make correction to the information the shareholders previously provided and to submit the original Director Nomination Form (Form B) by 20 January 2010, the Office of Company Secretary shall then inform the shareholders of closure of the matter.

(4.2) In case the nominees do not have the required qualifications or possess prohibited characteristics as indicated in Clause 2.1, the Office of Company Secretary shall notify the shareholders of closure of the matter, by 29 January 2010.

(5) The Nomination Committee appointed by the Board of Directors shall consider the qualifications, knowledge, abilities and suitability of the nominees who are qualified for appointment as Directors and propose to the Board of Directors. The decision of the Board of Directors shall be final.

(6) The List of nominees who are qualified for appointment as Directors which are approved by the Board of Directors shall be included in the AGM agenda together with the Board of Directors' opinion.

In this connection, the Board of Directors shall maintain the rights of shareholders to nominate candidates to be appointed as Directors in the agenda for approval of appointment of new Directors to replace those retired by rotation at the General Meeting of Shareholders to be in accordance with the criteria laid down by the Board of Directors.
