

# **Criteria for Shareholders to Propose AGM Agenda and to Nominate Candidates for Appointment as Directors in advance for the 2015 Annual General Meeting**

## **Objectives**

MCOT Public Company Limited (MCOT or MCOT Plc.) is committed to adopting best corporate governance practices and adhering to ethical business principles 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 2015 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 holding the Company's share at the minimum amount of 5 percent of the total number of voting rights of the company (approximately 34,354,960 shares).

(2) Shareholders(s) must hold the above-mentioned shares on the agenda proposal and book closure dates to collect names of shareholders eligible to attend the Meeting.

(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 relating to normal business operations and allegations made by shareholders who 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 facts in the latter proposals have been changed significantly from the previous ones;

(5) other matters corresponding to the 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: +66 (0) 2245 1854, or e-mail to the Office of Corporate 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 2014 by addressing to:

**Office of Corporate Secretary (Proposal of the Agenda)**

**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 Corporate 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 Corporate Secretary shall inform the shareholders by 12 January 2015. 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 2015, the Office of Corporate 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 Corporate Secretary shall notify the shareholders of closure of the matter, by 30 January 2015.

(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 2015 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 under (1) must hold the above-mentioned shares consecutively for at from the book-closing date to collect names of shareholders eligible to attend the Meeting.

(3) Shareholders under (1) and (2) are required 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) not being 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) possess 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 administration and marketing, education and social sciences, information technology, accounting & finance, and legal affairs. Directors retired by rotation at the 2014 Annual General Meeting of Shareholders comprise experts in management, economics, law, engineering 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 0.5 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 causing loss of independence;

- 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 Corporate Secretary at [csmcot@mcot.net](mailto:csmcot@mcot.net), or website on [www.mcot.net/ir](http://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 2014 by addressing to:

**Office of Corporate Secretary**

**(Director Nomination to replace Directors Retired by Rotation)**

**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 Corporate 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 Corporate Secretary shall inform the shareholders by 12 January 2015. 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 2015, the Office of Corporate 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 Corporate Secretary shall notify the shareholders of closure of the matter, by 30 January 2015.

(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.

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**AGM Agenda Proposal From**

(1) I, (Mr./Mrs./Miss) \_\_\_\_\_ as  
a shareholder of MCOT Public Company Limited, holding \_\_\_\_\_ shares,  
residing at \_\_\_\_\_ Road \_\_\_\_\_ Sub-district \_\_\_\_\_ District \_\_\_\_\_  
Province \_\_\_\_\_ Mobile Phone Number \_\_\_\_\_  
Telephone (Home/Office) \_\_\_\_\_ E-mail address (if any) \_\_\_\_\_

(2) would like to propose an agenda for the 2015 Annual General Meeting of Shareholders

**Subject:** \_\_\_\_\_

(3) and have a proposal for consideration as follows:

\_\_\_\_\_  
\_\_\_\_\_

with matter of facts, objectives, or reasons to declare as follows:

\_\_\_\_\_  
\_\_\_\_\_

and certified copies of the supporting documents for consideration, total \_\_\_\_\_ pages.

I hereby certify that all statements contained herein, including evidence of shareholding and the supporting documents for consideration are accurate in all respects; in witness whereof, I hereunder affix my signature as evidence.

\_\_\_\_\_  
( \_\_\_\_\_ )  
Date \_\_\_\_\_

**Remarks: The shareholders must herewith enclose the following documents:**

1. Evidences of shareholding: share certificate issued by a securities company or other evidences issued by Thailand Securities Depository Co., Ltd. and the Stock Exchange of Thailand.
2. Copy of Identification i.e. in case the shareholder is an ordinary person, the shareholder must enclose a copy of identification card or passport (for non-Thai citizen). In case shareholders are juristic persons, a copy of the corporate affidavit and a copy of identification or passport (in case of foreigners) of authorized director must be enclosed and certified true copies by such director.
3. Shareholders can unofficially submit the AGM Agenda Proposal Form (Form A) in advance to the Office of Corporate Secretary via facsimile at +66 (0) 2245 1854 or e-mail address: csmcot@mcot.net or website at [www.mcot.net/ir](http://www.mcot.net/ir) prior to submission of the original Form to the Company.
4. The original Form A must be submitted by 31 December annually in order to allow the Board of Directors to consider in accordance with the criteria laid down by the Company.
5. The Company shall revoke the rights of shareholders to propose AGM agenda if founded that the information provided is incomplete or incorrect. The decision of the Board of Directors shall be final.



**AGM Agenda Proposal From**

I, (Mr./Mrs./Miss) \_\_\_\_\_ as a  
shareholder of MCOT Public Company Limited, holding \_\_\_\_\_ shares,  
residing at \_\_\_\_\_ Road \_\_\_\_\_ Sub-district \_\_\_\_\_  
District \_\_\_\_\_ Province \_\_\_\_\_ Mobile Phone Number \_\_\_\_\_  
Telephone (Home/Office) \_\_\_\_\_ E-mail address (if any) \_\_\_\_\_  
(1) would like to nominate (Mr./Mrs./Miss) \_\_\_\_\_, Age \_\_\_\_\_

Who has the suitable qualifications for appointment as Director of MCOT Plc. and has no prohibited characteristics in accordance with the criteria of qualifications laid down by the Company and provides evidences of nomination consent as well as the certified copies of qualifications such as biography, academic and career record and supporting documents, total \_\_\_\_\_ pages.

(2) I. (Mr./Mrs./Miss) \_\_\_\_\_, hereby certify that all statements contained herein, including evidence of shareholding and supporting documents for consideration are accurate in all respects; in witness whereof, I hereunder affix my signature as evidence.

\_\_\_\_\_ Shareholder

(\_\_\_\_\_)

Date \_\_\_\_\_

(3) I (Mr./Mrs./Miss) \_\_\_\_\_, person, who is nominated to be under Clause (1), am hereby consent and certify that I am fully qualified and do not possess any prohibited characteristics in accordance with Clause 2.2 of the Company's criteria to grant rights to the shareholder to nominate person for directorship. The aforementioned disclosure of information and submitted documents of all pages are correct and complete; in witness whereof, I hereunder affix my signature as evidence.

\_\_\_\_\_ Nominee

(\_\_\_\_\_)

Date \_\_\_\_\_

**Remarks: The shareholders shall herewith enclose the following documents:**

1. Evidences of shareholding: share certificate issued by a securities company or other evidences issued by Thailand Securities Depository Co., Ltd. and the Stock Exchange of Thailand.
  
2. Copy of Identification i.e. in case the shareholder is an ordinary person, the shareholder shall enclose a copy of identification card or passport (for foreigners). In case shareholders are juristic persons, a copy of the corporate affidavit and a copy of identification or passport (in case of foreigners) of authorized director must be enclosed and certified true copies by such director.
  
3. Shareholders can unofficially submit the Director Nomination Form (Form B) in advance to the Office of Corporate Secretary via facsimile at +66 (0) 2245 1854 or e-mail address: csmcot@mcot.net or website at [www.mcot.net/ir](http://www.mcot.net/ir) prior to submission of the original Form to the Company.
  
4. The original Form A must be submitted by 31 December annually in order to allow the Board of Directors to consider in accordance with the criteria laid down by the Company.
  
5. The Company shall revoke the rights of shareholders to nominate a candidate for appointment as Director if founded that the information provided is incomplete or incorrect. The decision of the Board of Directors shall be final.
  
6. The nominee must enclose Qualifications Inspection Form and letter of consent to disclose the information in accordance with inspection of qualifications of the Securities and Exchange Commission and the Stock Exchange of Thailand.

## Inspection of Qualifications of Directors of MCOT Public Company Limited

### 1. General Qualifications

No.	General Qualifications	Affirm	Deny
1.1	Having Thai nationality		
1.2	Being not more than 65 years of age on the date of appointment		
1.3	Having the necessary qualifications and experience for the business of the Company.		
1.4	Not being an insolvent person or a dishonest bankrupt and not being an incompetent person or a quasi-incompetent person.		
1.5	Not Having been sentenced to imprisonment by the court's final judgment except for a petty offence or offence committed by negligence and not having been sentenced to imprisonment by the court's final judgment of offences involve dishonest acquisition of money or property.		
1.6	Not being a person of unsound mind or a distraught person		
1.7	Not having been under the judgment or order of the court to have one's property forfeited due to being suspiciously wealthy or having suspiciously increased property		
1.8	Not being a member of the House of Parliament, the Senate or local councils nor being a local administrator		
1.9	Not being a political government official except for the position of Director as specified by the law		
1.10	Not holding any position in any political party, nor being an officer of any political party		
1.11	Not having been fired, dismissed or discharged due to malpractice		
1.12	Not being a shareholder of the Company or a juristic person whose shares are held by the Company (This is to be applied only to those who are government officials, agents or employees granted a position by or receiving a salary from the central government, regional government, local government or other governmental bodies. Any person other than these may hold shares in an amount not exceeding 0.5 percent of the Company's shares or a juristic person whose shares are held by the Company (3,435,496 shares).		
1.13	Not holding office in any juristic person whose shares are held by the Company except that the Board of Directors of the Company designated such person as Director or other position in the juristic person whose shares are held by the Company.		

No.	General Qualifications	Affirm	Deny
1.14	Neither being a director, executive, an authorized person of the Company nor having interest in a juristic person who is the Company's concessionaire or venture partner nor having interest in the Company's business except that such person is designated by the Company as Chairman, Directors or executives.		
1.15	Not having any controversy over any major shareholder of MCOT		
1.16	Being prohibited to operate similar competing businesses and to be a partner of general and unlimited partnership. Neither being directors of any other company nor private company, public company limited operating similar competing businesses, neither for their own benefits nor others' except that such director informs the Meeting prior to his/her appointment.		
1.17	The Director shall notify the Company immediately if he/she has interest either directly or indirectly in any contracts made by the Company within the fiscal year or has more or less shares or debentures in the Company or affiliated companies within the fiscal year.		

## 2. Specific Qualifications for the Position of Audit Committee

No.	Specific Qualifications	Affirm	Deny
2.1	Holding shares not more than 0.5 percent of the paid-up capital of the Company (3,435,496 shares), affiliated companies, associated companies or related companies, including shares held by related persons		
2.2	Being a Non-executive Director of the Company, affiliated companies, associated companies, related companies or their major shareholders and not being an employee, an officer or a consultant who receives salaries from the Company, affiliated companies, associated companies, related companies or their major shareholders. (presently and during the two-year period prior to the appointment)		
2.3	Not having interests either directly or indirectly in financial or administrative work of any listed company, affiliated company, subsidiary company, joint venture company or major shareholder nor having had such interests within 1 year prior to being appointed as an Audit Committee		
2.4	Not being a related person or close relative of any Executive Director, executive or major shareholder of the Company		
2.5	Not being appointed to be the representatives to protect the interest of the Board of directors, major shareholders and shareholders related to major shareholders of the Company.		
2.6	Independently performing their duties, expressing their opinions, and reporting on operating results as assigned by the Board of Directors. Not being influenced by the Company's executives or major shareholders or their related persons or close relatives.		

### 3. Educational Qualifications

No.	Specific Qualifications	Affirm	Deny
3.1	Having a Bachelor's Degree or higher		

..... **Profile's owner**

Date.....

**Remarks: "Related Person" refers to**

- 1) the spouse and a minor child;
- 2) a natural person who is a shareholder of the person referred to in Section 246 and Section 247 of the Securities and Exchange Act B.E. 2535 (1992) in an amount exceeding thirty percent of the total number of voting rights of such person, providing that the voting right of such shareholder's spouse and minor child shall be included;
- 3) a juristic person who is a shareholder of the person referred to in Section 246 and Section 247 in an amount exceeding thirty percent of the total number of voting rights such person;
- 4) a shareholder in the juristic person under (3) and the shareholders in all levels of upward shareholding, beginning from the shareholder in the juristic person under (3), providing that shareholding in each level exceeds thirty percent of the total number of voting rights of the juristic person in the immediate lower level. In cases where the shareholder in any level is a natural person, the voting right of such shareholder's spouse and minor child shall be included;
- 5) a juristic person in which the persons referred to in Section 246 and Section 247 or the person under (1), (2), or (3) collectively hold shares in an amount exceeding thirty percent of the total number of voting rights of such juristic person;
- 6) a juristic person in which the juristic person under (5) holds its shares and its shareholders in all levels of downward shareholding, beginning from the shareholder in the juristic person under (5), providing that shareholding in each level exceeds thirty percent of the total number of voting rights of the juristic person in the immediate lower level;
- 7) an ordinary partnership in which the person referred to in Section 246 and Section 247 or the person under (1), (2), (3), (4), (5), (6) or the limited partnership under (8) is a partner;
- 8) a limited partnership in which the person referred to in Section 246 and Section 247 or the person under (1), (2), (3), (4), (5), (6) or ordinary partnership under (7) is an unlimited liability partner; and
- 9) a juristic person over which the persons under Section 246 and Section 247 have the power of management in respect of investment in securities.

**Letter of Consent****(Inspection of the qualifications of the Company's Director or executive upon the Company's request)**

Attention: Secretary General, the SEC Office

Whereas I, \_\_\_\_\_ will be appointed by MCOT Public Company Limited, having its principle office located at 63/1 Rama 9 Rd., Huay Kwang, Bangkok Tel. +66 (0) 2201 6000 as the Company's director/executive. As requested by the Company, I hereby give my permission to the SEC Office to disclose to the Company my personal information as to whether I possess any untrustworthy characteristic as specified in the Notification of the Securities and Exchange Commission No. Kor. Chor. 8/2553 Re: Determination of Untrustworthy Characteristics of Company Directors and Executives dated 23 April B.E. 2553 (2010). In this regard, I have also attached herewith my [*identification card or passport*].

Sincerely yours,

( )

Date \_\_\_\_\_