

(Translation)

**Varopakorn Public Company Limited**

**Criteria for Shareholders to Propose Agenda and Qualifications of a Candidate for Director  
in the Annual General Meeting of Shareholders Year 2018**

To offer all shareholders the opportunity to submit an additional agenda and to nominate qualified candidates for a Company's Director in advance before the Annual General Meeting of Shareholders Year 2018, which is a part of corporate good governance in the provision of impartial and equitable treatment of all shareholders, the company has defined the criteria for shareholders to propose agenda and qualifications of a candidate for director, as per criteria as follows:

**Criteria**

**1. Qualification of Shareholders**

1.1 Must be a one or many company's shareholders who holds minimum shares of not less than five percent (5%) of the paid up capital at the end of accounting period.

1.2 must present evidence of shareholding; for example, the share certificate, the certificate of shareholding by securities company, or other documents from the Stock Exchange of Thailand or Thailand Securities Depository Center.

**2. To Propose Agenda for the Annual General Meeting**

2.1 A shareholder must submit the completed "Agenda Proposal Form for the Annual General Meeting of Shareholders Year 2018 " and singe, together with other required documents to the secretary of the company within December 31, 2017, in order for the audit committee to consider before proposing to the Board of Directors.

2.2 Proposals that cannot be accepted to be discussed in the meeting are as follows:

2.2.1 Proposals that are under the section 89/28 of Securities and Exchange Act 2551 (amended version)<sup>(1)</sup> including violate the law, rules, or regulations of government agencies, or other governing agencies, or which do not comply with the objectives, articles of association, shareholders' resolutions and the practices associated with good corporate governance of the Company.

2.3 Proposals that have been approved by the Board of Directors, will be included in the agenda of the Annual General Meeting of Shareholders by sending out the invitation letter saying that this agenda is requested by shareholders.

2.4 For the proposal does not qualify the criteria above and disapproved by the Board of Directors, the Company will inform and clarify the shareholders in the Annual General Meeting of Shareholders.

### 3. Methods to Propose the Candidate to be Director

3.1 Shareholder submitting the proposal of the candidate's name to be director must be the shareholder of the company at the date of submission.

3.2 Shareholder must complete "Shareholder Company's Director ,Nomination at the form and singe, together with other required documents to the secretary of the company, within December 31, 2017, in order for the audit committee to consider before proposing to the Board of Directors.

3.3 Qualifications of a Candidate to be Director are as follows:

3.3.1 Being a person who has no prohibited characteristic under the Rules & Regulations of the Stock Exchange of Thailand or the Security and Exchange Commission

3.3.2 Possess knowledge and capability which is beneficial to the Company's business.

3.3.3 Not being a Company's Director exceeding five listed companies

3.5 The name of candidate to be director approved by the Board of Directors will be included in the agenda of the AGM shown in the meeting invitation.

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<sup>(1)</sup> Proposals that are under the section 89/28 of Securities and Exchange Act 2551\* (amended version) are as follows:

(1) Proposals that are not in accordance to the regulations in section 1 (shareholder(s) who hold shares of not less than 5% of total shares that have voting rights.

(2) Proposals concerning the regular business operation of the Company, whereby the shareholder's proposal does not substantiate any irregularity of the company's operation.

(3) Proposals for the company to take action which is beyond the power or control.

(4) Proposals that have been proposed within the past twelve months and received votes less than ten percent of the total votes; except the new items proposed are changed substantially from the first time

(5) Other cases as requested by the directors of Securities and Exchange Commission

Varopakorn Public Company Limited

Agenda Proposal Form of the Annual General Meeting of Shareholders Year 2018

I am (Mr./Mrs./Miss)..... being a shareholder of Varopakorn Public Company Limited, holding..... shares, Residing at house address No..... Soi..... Road..... Sub district..... District..... Province..... Phone Number..... Facsimile ..... E-mail address (if any).....

I would like to propose the following agenda for consideration at the Annual General Meeting of Shareholders for the year 2018 as follows:.....

for  Consideration  Acknowledgement

With the reasons and details as follows:.....

and have supportive information beneficial to the consideration are enclosed,..... pages in total.

I certify that all information written in this Form, the evidence of share(s) held, the facts and reasons and other supportive documents are all correct and affix my name as evidence below.

Sign..... Shareholder

(.....)

Date: .....

Remark :

The shareholder must submitted the following documents as follows:

- 1. The evidence of shareholding, such as certificates from a securities company or other evidence from the Thailand Securities Depository or from the Stock Exchange of Thailand.
2. In case of corporate shareholder, it is needed to attach a certified copy of the certificate of incorporation with the age of not more than 3 months and the copy of identification card or passport of the authorized director who sign this form and sign to certify.
3. In case of individual shareholder, it is needed to attach a certified copies of identification card or passport which is not expired yet and sign to certify true copy.
4. In the case of name changes, a certified copy of name change certificate must be submitted. In case that the proposal includes more than one agenda, the form needs to be completed with signature (one form per one agenda).

**Varopakorn Public Company Limited**  
**Nominate Qualifications of Candidates for Appointment of Directors Form**  
**of the Annual General Meeting of Shareholders Year 2018**

I am (Mr./Mrs./Miss)..... being a shareholder of Varopakorn Public Company Limited, holding..... shares, Residing at house address No..... Soi..... Road..... Sub district..... District..... Province..... Phone Number..... Facsimile ..... E-mail address (if any)..... would like to nominate (Mr./Mrs./Miss)..... as a candidate to be director of Varopakorn Public Company Limited and this person has already agreed.

I certify that all information written in this form to nominate director, the evidence of shares held and other supporting documents are accurate, complete and true in all respects. In witness whereof, I hereunder affix my signature as evidence.

Sign..... Shareholder  
(..... )  
Date: .....

Remark :

The shareholder must submitted the following documents for consideration:

1. The evidence of shareholding, such as certificates from a securities company or other evidence from the Thailand Securities Depository or from the Stock Exchange of Thailand.
2. In case of corporate shareholder, it is needed to attach a certified copy of the certificate of incorporation with the age of not more than 3 months and the copy of identification card or passport of the authorized director who sign this form and sign to certify.
3. In case of individual shareholder, it is needed to attach a certified copies of identification card or passport which is not expired yet and sign to certify true copy.
4. In the case of name changes, a certified copy of name change certificate must be submitted.
5. Documents to be attached with this form for consideration of the qualifications of a candidate include personal data, education and work experience, ability/specialization, a list of company name which this candidate being as a management or director and the number of shares held by a candidate, any interests in a company and its subsidiary/associates of the company or corporate, which may conflict with the Company, contactable address and other information which is appropriate to propose to the Board of Directors for consideration as well as a consent letter of the candidate if appointed.