

## **Criteria for Shareholders to propose AGM Agenda and Director Nominee in advance**

### **Objective**

Cho Thavee Dollasien Public Company Limited (CHO) has an intention to maintain an appropriate management with a highest effectiveness and efficiency. CHO has to be accepted by the shareholders and stakeholders as Good Corporate Governance Company.

According to the principle of Good Corporate Governance, CHO allows the shareholders to propose an agenda of annual general shareholders meeting and Director nominee in advance with the purpose of equitable and fairness treatment of all shareholders. CHO has set up the following criteria to authorize shareholders to propose the agenda and the Director nominees prior to the meeting.

### **1. The Qualification of Shareholder**

The shareholders who wish to propose the agenda or Director nominee must possess qualifications according to the criteria as follows:

1.1 Being the shareholder of CHO which can be either one shareholder or combined shareholders.

1.2 Holding minimum shares not less than 100,000 shares.

1.3 Must have continuously held those shares in 1.2 for at least 1 year by the date of the shareholder proposes the agenda or Director nominee.

### **2. Proposal of the Agenda**

#### **2.1 The Proposal that will not be placed on the Agenda**

(1) The proposal that violates to the law, rules and regulations of any government agency or other regulatory body or does not comply with the objective, the article of association, the shareholders' resolution, and the principle of good corporate governance of CHO.

(2) The proposal that is within the scope of authority of the Board unless it causes the damage to CHO and/ or shareholders in general.

(3) The proposal that CHO has already operated.

(4) The proposal that is beyond the capacity and control of CHO.

(5) The proposal that the information provided is incomplete or incorrect or those who are unable to contact.

(6) The proposal that is relating to normal CHO's business operation and the proposer's reference does not indicate any irregularity.

(7) The proposal that is beneficial for a particular person or group.

(8) The proposal and/ or the supporting evidence that propose are not true.

## **2.2 Consideration Procedure**

(1) The shareholder who is fully qualified must submit the form of AGM Agenda Proposal (Form A) to the Board. In this regard, the original with the shareholder's signature, the proof of shares' ownership according to no. 1.1 and 1.2 of the qualification of shareholder's criteria including the certified letter of the securities company or other evidences of the Stock Exchange of Thailand, together with supporting documents which may be useful for the Board consideration(if any).

(2) In case many shareholders have unified to propose agenda to the Board, the first shareholder must fill Form A completely and affix their names as evidence. The rest of shareholders must fill part(1)and(2) of Form A completely and affix their name as evidence separately then collect each of those Form A ,the proof of shares' ownership, and supporting documents (if any) together into one set to propose to the Board.

(3) In case one shareholder or combined shareholders who are fully qualified wish to propose more than one agenda, the shareholders must fill each Form for each agenda (One Form A per One Agenda) and affix their name as evidence.

(4) The Corporate Secretary will initially review the proposal for the Board.

(5) The proposal approved by the Board along with the Board opinion will be included in the agenda of the notice of invitation to shareholders meeting. For the proposal disapproved by the Board, CHO will inform the shareholders with the reason of the Board's refusal at the shareholders meeting.

The conclusion of the Board is final.

## **3. The Nomination of Director**

### **3.1 Director Qualification**

(1) Not over 65years old.

(2) Having the qualification under the Public Company Act, Securities and Exchange Act and the Good Corporate Governance of CHO.

(3) Being knowledgeable, capable, independent, leadership, ethics and moral.

(4) Having the skill of industry knowledge which includes in flight business, catering, logistic, transportation , car assembly, car industry, accounting & finance, and legal, also must be able to devote time for the performance of duties as a director of CHO.

(5) Should not serve too many Board positions.

### **3.2 Consideration Procedure**

(1) The shareholder who possesses qualification must submit the form of nominating director (Form B) to the Board together with the original with the shareholder's signature must be delivered to CHO with the following document

(1.1) The proof of shares' ownership, namely the certified letter of the securities company or other evidences of the Stock Exchange of Thailand.

(1.2) Supporting documents of candidate's qualification including the education and work experience (Curriculum Vitae).

(1.3) Other supporting documents which may be useful for the Board consideration (if any).

(2) In case many shareholders have unified to nominate Director to the Board, the first shareholder must fill Form B completely and affix their names as evidence. The rest of shareholders must fill part (1) and (2) of Form B completely and affix their name as evidence separately then collect each of those Form B, the proof of shares' ownership and supporting documents (if any) together into one set to propose to the Board.

(3) In case one or more than one shareholders nominate more than one director, the shareholders must fill Form B separately (One Form B per One Director) and affix their name as evidence.

(4) The Corporate Secretary will initially review the proposal and candidate's qualification for the Board.

(5) The name of nominee approved by Board along with the Board opinion will be included in the agenda of the notice of invitation to shareholders meeting. For the proposal disapproved by the Board, CHO will inform the shareholders with the reason of Board's refusal at the shareholders meeting.

The conclusion of the Board is final.

#### **4. Chanel for submitting proposals and nominating director**

4.1 Unofficially in advance via Facsimile 043-3411410, or through corporate secretary's email address at [yinghathai@ctvdoll.co.th](mailto:yinghathai@ctvdoll.co.th) or CHO's email address at [info@ctvdoll.co.th](mailto:info@ctvdoll.co.th)

In this regard, the original with the shareholder's signature must be delivered to CHO within January 20, 2015 to allow sufficient time for the Board to consider.

#### 4.2 Postal address

**To:**

Corporate Secretary  
Cho Thavee Dollasien Public Company Limited  
265 Moo 4 Klang Muang Road, Muangkhao,  
Muang Khon Kaen , Khon Kaen 40000

(Form to propose AGM agenda)  
/(Form to nominate Director)

#### **5. Submission Period**

From November 6, 2014 until January 15, 2015

**Form A.**

**Form to Propose AGM Agenda**

(1) I am (Mr./Mrs./Miss) \_\_\_\_\_, being the shareholder of Cho Thavee Dollasien Public Company Limited, holding \_\_\_\_\_ shares, residing at \_\_\_\_\_ Road \_\_\_\_\_ District \_\_\_\_\_ Province \_\_\_\_\_ Postal code \_\_\_\_\_ Mobile Phone Number \_\_\_\_\_ Home/Office Phone \_\_\_\_\_ E-mail address (if any) \_\_\_\_\_

(2) I would like to propose the agenda of the Annual General Shareholders' Meeting of the year 2015  
Subject \_\_\_\_\_

(3) Proposal for consideration \_\_\_\_\_

and have support information beneficial for consideration (such as fact or reason etc.)  
\_\_\_\_\_  
\_\_\_\_\_

\_\_\_\_\_ and other support documents(if any) have been enclosed and certified true copy at every page, \_\_\_\_\_ pages in total.

I certify that all information written in this Form A, the proof of shares' ownership, and other supporting documents are correct and affix the name as evidence below.

Signature \_\_\_\_\_ Shareholder's  
( \_\_\_\_\_ )  
Date \_\_\_\_\_

Remarks

1. Shareholders must enclose the proof of shares' ownership such as the certificate of shares' held from securities company or any other certificates from the Stock Exchange of Thailand. In case shareholders are commercial registration, the copy of certificate of commercial registration must be enclosed. Also, the copy of Director nominee's identification card or passport (in case of the foreigner nominee) who has signed his/her name in this Form A must be enclosed and certified true copy.
2. Shareholders are able to send proposal unofficially in advance via facsimile at 043-341410 or through Corporate Secretary's email address at [yinghathai@ctvdoll.co.th](mailto:yinghathai@ctvdoll.co.th) or CHO's email address at [info@ctvdoll.co.th](mailto:info@ctvdoll.co.th) before sending the original to CHO.
3. The original of this Form A must be delivered to CHO within **January 20,2015** in order to allow the Board to consider in accordance with the Criteria and to propose to the 2015 AGM.
4. In case many shareholders have unified to propose the agenda, all shareholders must fill Form A and affix their names as evidence separately then collect each of those Form A together into one set in accordance with no.2.2(2) of the criteria.
5. In case one or many shareholder propose more than one agenda, the Form A must be filled separately according to no.2.2 (3)
6. In case shareholders have their title, name, or surname changed, the copy of evidence of those changes must be enclosed and certified true copy.
7. CHO will cut-off rights of shareholders if founded that information provided is incomplete or incorrect; or those shareholders cannot be contact.

**Form to Nominate Director**

(1) I am (Mr./Mrs./Miss) \_\_\_\_\_, being the shareholder of Cho Thavee Dollasien Public Company Limited, holding \_\_\_\_\_ shares, residing at \_\_\_\_\_ Road \_\_\_\_\_ District \_\_\_\_\_ Province \_\_\_\_\_ Postal code \_\_\_\_\_ Mobile Phone Number \_\_\_\_\_ Home/Office Phone \_\_\_\_\_ E-mail address (if any) \_\_\_\_\_

(2) I would like to nominate (Mr./Mrs./Miss) \_\_\_\_\_ Age \_\_\_\_\_ who is fully qualified in accordance with the criteria of CHO to be the Director. The nominee has been signed below as the evidence of consent. The curriculum vitae of the nominee and other support documents (if any) have been enclosed and certified true copy at every page, \_\_\_\_\_ pages in total.

I certify that all information written in this Form B, the proof of shares' ownership, the evidence of consent and other supporting documents are correct and affix the name as evidence below

\_\_\_\_\_ Shareholder's signature

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

Date \_\_\_\_\_

(4) I am (Mr./Mrs./Miss) \_\_\_\_\_, the Director nominee in (2), consent and certify that the qualification and other documents(if any) in(2) is correct, agree to adhere to the Good Corporate Governance of CHO, and affix the name as evidence below.

\_\_\_\_\_ Director nominee's signature

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

Date \_\_\_\_\_

**Remarks**

1. Shareholders must enclose the proof of shares' ownership such as the certificate of shares' held from securities company or any other certificates from the Stock Exchange of Thailand. In case shareholders are commercial registration, the copy of certificate of commercial registration must be enclosed. Also, the copy of Director nominee's identification card or passport (in case of the foreigner nominee) who has signed his/her name in this Form B must be enclosed and certified true copy.
2. Shareholders are able to send proposal unofficially in advance via facsimile at 043-341410 or through Corporate Secretary's email address at [yinghathai@ctvdoll.co.th](mailto:yinghathai@ctvdoll.co.th) or CHO's email address at [info@ctvdoll.co.th](mailto:info@ctvdoll.co.th) before sending the original to CHO.
3. The original of this Form B must be delivered to CHO within **January 20, 2015** in order to allow the Board to consider in accordance with the Criteria and to propose to the 2015 AGM.
4. In case many shareholders have unified to nominate the director, all shareholders must fill Form B and affix their names as evidence separately then collect each of those Form B together into one set in accordance with no.3.2(2) of the criteria.
5. In case one or many shareholders nominate many director nominees, the Form B must be filled separately according the criteria no.3.2 (3).
6. In case shareholders have their title, name, or surname changed, the copy of evidence of those changes must be enclosed and certified true copy.
7. CHO will cut-off rights of shareholders if founded that information provided is incomplete or incorrect; or those shareholders cannot be contact; or Director nominees are not considered fully qualified.