



ANNUAL GENERAL MEETING (AGM) 2017 of the THAI INSTITUTE OF DIRECTORS ASSOCIATION (IOD)
Criteria for exercising the right to propose Agenda Items for consideration at the AGM 2017
and/or names of qualified Candidates to be considered for nomination and election as an IOD Director

1. Qualifications for the Proposer

Be a current IOD Member, as specified in the IOD's Rules and Regulations.

2. Proposing Agenda Items for Consideration at the AGM 2017

2.1 Agenda Items that will NOT be included in the AGM agenda

- (1) Any matters relating to a breach of the various applicable laws, rules and regulations as announced by the involved Government Agencies and other Regulatory Authorities; OR any matters that are not in accordance with the objectives, rules and regulations, and any resolutions approved at prior AGMs of the IOD, as well as including any matters that are not in accordance with the principles and practices of good corporate governance.
- (2) Any matters that are not beneficial for the operations and activities of the IOD.
- (3) Any matters that are within the scope of authority of the Board of Directors of the IOD, with the exception of those matters that would result in any significant overall damages for the Members of the IOD.
- (4) Any matters that have already been undertaken by the IOD.
- (5) Any matters that are beyond the scope of authority of the IOD to undertake.
- (6) Any matters about which an IOD Member has not provided full details as available, or information that is incorrect and unclear; or in the event that the IOD Member in question cannot be contacted for further information.
- (7) Any matters submitted by a person who does not possess the required qualifications as stated in 1. above.

2.2 Required Supporting documents or evidence for any proposed Agenda Items for consideration at the AGM 2017

- (1) Copy of the current and valid IOD Membership Card (signed to confirm as being a true copy), together with contact details (address and telephone numbers) to enable easy contact to be made by the IOD.
- (2) Details of the proposed Agenda Item to be provided on the Form for Proposing Agenda Items for consideration at the AGM 2017 (Attachment 1), which is to be signed by the IOD Member (Proposer).

- (3) Only 1 proposed Agenda Item is to be stated on the Agenda Item proposal Form; and if there are more than 1 proposed Agenda Items, please complete details of EACH proposed Agenda Item separately on each respective Agenda Item proposal Form, all of which must be signed by the Proposer.
- (4) Additional supporting documentation and information (if any), that will be beneficial for the consideration of the proposed Agenda Item.

2.3 Submitting the Agenda Item proposal Form and associated documentation

- (1) All proposal Forms and supporting documents and information (as specified in 2.2 above) should be sent, by **Wednesday 15 March, 2017**, to the IOD offices as follows:
 - **By Post-mail**
Thai Institute of Directors Association (IOD) - (Administration Department),
Capital Markets Academy - Building 2, Floor 3
2/9 Moo 4 (North Park Project), Vibhavadi-Rangsit Road,
Thung Song Hong, Laksi, BANGKOK 10210
 - **By Fax :** IOD – Administration Department; Fax No. 0-2955-1156-7
 - **By Email** Nisa@thai-iod.com

2.4 Consideration Process

- (1) The IOD's Management will initially review and screen, for the Board of Directors, the proposed Agenda Items for the AGM 2017 in regards to these aspects:
 - (1.1) If the Proposer lacks the required qualifications as specified in 1. above, the Management will send a letter to inform the Proposer, **by Friday 17, March, 2017**, that the matter is closed accordingly.
 - (1.2) If the proposer possesses the required qualifications as specified in 1. above, but the detailed information provided is inaccurate, incorrect or incomplete, the Management will send a letter to inform the Proposer, **by Friday 17 March, 2017**, accordingly; whereby if then the Proposer does not provide further details to correct/complete the information as required **by Tuesday 21 March, 2017**, the Management reserves the right to close the matter without having to inform the Proposer.
 - (1.3) If the proposed Agenda Item does not fall under then conditions specified in (1.1) – (1,2) as stated above, the Management will then submit the proposed Agenda Item for consideration by the IOD's Board of Directors.
- (2) The IOD's Board of Directors will then review and consider whether, or not, it is appropriate that the proposed Agenda Item to be included in the Agenda for the AGM 2017; and if so, then the proposed Agenda Item will then be included in the Agenda Items for consideration at the AGM 2017, all of which must not fall within the characteristics as specified in 2.1 above or unless Board of Directors consider otherwise.

- (2) Any matters that receive the concurrence and endorsement by the IOD's Board of Directors will then be placed on the formal Agenda of the AGM 2017, and will be specified in the Agenda Item for consideration at the AGM 2017 as shown in the relevant part of Invitation Letter to attend the scheduled AGM 2017; whereby the Agenda Item in question will be indicated as being one proposed by an IOD Member, together with the opinion of the IOD's Board of Directors.
- (3) Any matters that do not receive the concurrence of the IOD's Board of Directors, the IOD will then send a letter, by the end of the next working day after that Board Meeting, to inform the Proposer of the associated resolution of the Board together with the reasons why the Board did not concur accordingly; as well as will also disclose, together with the associated reasons for not including the proposed Agenda Item in the Agenda of the AGM 2017, for information and acknowledgement at the scheduled AGM 2017.

3. Proposing names of Candidates to be considered for nomination and election as a Board Director of the IOD

3.1 Qualifications of persons to be proposed as Candidates to be considered for nomination and election as an IOD Board Director

- (1) Must be a current IOD Member, and has successfully attended the Directors Certification Program (DCP) training course.
- (2) Possess the required qualifications as well as does *not* possess any qualification that are prohibited by the Public Company related laws, the regulations of the Stock Exchange of Thailand (SET), and the rules and regulations of the IOD.
- (3) Be a person fully willing and able to devote time to support and participate in various activities of the IOD.
- (4) Be a person fully committed to behaving with good moral principles and good ethics, together with having a role in fully supporting the principles and practices of good corporate governance.

3.2 Supporting documentation for proposing Candidates to be considered for nomination and election as an IOD Board Director

- (1) Copy of the Proposer's IOD Membership Card, signed to confirm that it is a true copy, together with contact details (address and telephone numbers) for the IOD to easily contact.
- (5) Form for proposing name(s) of Candidate(s) to be considered for nomination and election as an IOD Board Director at the AGM 2017, (Attachment 2), completed and signed by the Proposer.
- (6) Form for providing background details of the proposed Candidate(s) to be considered for nomination and election as an IOD Board Director, and for confirming acceptance to be proposed as a Candidate, (Attachment 3), completed and signed by the proposed Candidate(s).
- (7) Only 1 proposed Candidate's name is to be stated on EACH respective Candidate proposal Form; and in the event of wishing to propose more than 1 Candidate's name, then complete a separate Candidate proposal Form for EACH proposed Candidate's name accordingly, with all Candidate proposal Forms to be signed by the Proposer.

- (8) Attach any additional relevant supporting documents and/or information (if any) to each respective Candidate proposal Form.

3.3 Submitting the Candidate proposal Forms and related documentation

- (1) Submit the completed and signed Candidate proposal Form(s) as well as associated supporting documentation, specified in 3.2, to the IOD Offices

by **Wednesday 15 March, 2017**, as follows:

- **By Post-mail**

Thai Institute of Directors Association (IOD) - (Administration Department),
Capital Markets Academy - Building 2, Floor 3
2/9 Moo 4 (North Park Project), Vibhavadi-Rangsit Road,
Thung Song Hong, Laksi, BANGKOK 10210

- **By Fax** : IOD – Administration Department; Fax No. 0-2955-1156-7

- **By Email** : Nisa@thai-iod.com

3.4 Consideration process

- (1) The IOD's Management will initially consider and screen the proposed Candidate names in regards to these aspects:

(1.1) If the Proposer lacks the required qualifications as specified in 1 above, the Management will send a letter to inform the Proposer, by Friday 17, March, 2017, that the matter is closed accordingly.

(1.2) If the Proposer possesses the required qualifications as specified in 1. above, but the associated detailed information submitted is inaccurate and incorrect or incomplete, the Management will send a letter to inform the Proposer, by Friday 17 March, 2017, accordingly; whereby if the Proposer then does not provide further details to correct/complete the information as required by Tuesday 24 March, 2017, the Management reserves the right to close the matter without having to inform the Proposer.

(1.3) If the proposal does not fall into the conditions (1.1) – (1,2) as specified above, the Management will submit the proposed Candidate's name(s) for consideration by the IOD's Nomination and Corporate Governance Committee.

- (2) The IOD's Nomination and Corporate Governance Committee will then review and consider whether, or not, the proposed Candidates are appropriate to be considered for nomination and election as an IOD Board Director; whereby such Candidates must possess the required qualifications, as well as do not possess any qualification that are prohibited as specified in 3.1 above, or as the IOD's Nomination and Corporate Governance Committee considers otherwise.

- (3) Any proposed Candidates, who received the concurrence and endorsement by the IOD's Nomination and Corporate Governance Committee, will then be proposed to the IOD's Board of

Directors for consideration to be nominated and elected as an IOD Board Director at the scheduled AGM 2017. The accepted Candidates names, together with associated details, will also be specified as a Nominee for an IOD Board Directorship in the Agenda Item for consideration at the AGM 2017 and shown in the relevant part of the Invitation Letter to attend the AGM 2017, together with an indication that the Nominee(s) in question was proposed by an IOD Member, as well as the opinion of the IOD's Nomination and Corporate Governance Committee.

- (4) Any proposed Candidate(s), who do not receive the concurrence and endorsement from the IOD's Nomination and Corporate Governance Committee or the IOD's Board of Directors, the IOD will then send a letter, by the end of the next working day after that resolution of the Committee/Board was passed, to inform the Proposer of the resolution of the Committee/Board together with the associated reasons for not concurring accordingly; as well as will also disclose this matter, together with the associated reasons, for information and acknowledgement at the scheduled AGM 2017.