

**Criteria for shareholders to propose agenda for 2018 Annual General Meeting of Shareholders  
and to nominate candidate for Director in advance  
TOA Paint (Thailand) Public Company Limited**

**1. Objectives**

To achieve the purpose of good corporate governance and treating shareholders equally, TOA Paint (Thailand) Public Company Limited (“the Company”) is giving the shareholders an opportunity to propose the additional agenda in the 2018 Annual General Meeting of Shareholders and to nominate a qualified person to be director in advance. In this regard, the Board of Directors has intention to demonstrate the transparency of the management and to enhance confidence to the shareholders, investors and other stakeholders.

**2. Qualification of Shareholder**

The shareholders who will propose the agenda or nominate the director must have the following qualifications:

- 2.1 Being the shareholder of the Company at the date of proposing.
- 2.2 Being a shareholder or shareholders who hold minimum shares in combine of at least five percent of the Company’s total shares eligible to vote.

**3. Proposal Criteria**

**3.1 Proposing an agenda item**

The Company will not consider the following matters as the meeting agenda:

- (1) Matter that violates the law, rules and regulations of any government agency, or any regulatory or does not comply with the Company’s objective, the article of association, the shareholders’ resolution, and the good corporate governance of the Company.
- (2) Matter that is not beneficial to the Company or is beneficial to a specific person or group.
- (3) Matter that is within the scope of authority of the Board of Directors unless it has significant negative impact to the shareholder(s).
- (4) Matter that the Company has already implemented.
- (5) Matter that is beyond the power or control of the Company.
- (6) Matter that the shareholder(s) has already proposed in the Shareholders’ Meeting during the past 12 months and received supporting votes of less than ten percent of the total number of the voting rights, unless the fact pertaining in the resubmission has significantly changed from that of the previous the Shareholders’ Meeting.
- (7) Matter where the information the shareholder(s) provided is incomplete, incorrect, or ambiguous and those who are unable to contact.

#### Procedures for Consideration

- (1) The shareholder must provide the proposal of the agenda to the Board of Directors by submitting
  - The Form for Proposal of Agenda in the Annual General Shareholders Meeting (Form A).
  - Support documents which identified in Form A.

Send to   Company Secretary Department  
                  TOA Paint (Thailand) Public Company Limited  
                  31/2 Moo 3, Bangna-Trad Road,  
                  Bangsaothong, Samutprakan  
                  10570

The shareholder is eligible to propose the agenda unofficially by sending the document via fax at 0 2-312-8923 or E-mail: [companysecretary@toagroup.com](mailto:companysecretary@toagroup.com), prior to the submission of the original document of Form A to the Company thereafter, the proposal must be submitted to the company within Tuesday, January 16, 2018.

- (2) If the shareholder wishes to propose more than one agenda, such shareholder must provide Form A according to the number of the agenda to be proposed. The evidence of shareholding or other support documents shall be submitted one set for each proposal.
- (3) The Company Secretary will initially review the proposal and will pass to the Board of Directors Meeting in February 2018.
- (4) The Board of Directors will consider the suitability of the agenda which must not fall into the nature of no. 3.1(1)-(7), except the Board of Directors consider otherwise.
- (5) The matter which is approved by the Board of Directors will be included in the invitation to the 2018 Annual General Meeting of Shareholders. For the matter which is not approved, the Company will inform the shareholders with the explanation in the Annual General Meeting of Shareholders.

#### **3.2 Proposing a candidate to be nominated as a director**

A person nominated to be director shall have the qualification and have no prohibited characteristic as follows:

- (1) Having the qualifications and none of any prohibited characteristics according to the Public Company Act, the Securities and Exchange Act, other relevant acts, and Good Corporate Governance Policy of the Company.
- (2) Being knowledgeable, capable and independent. Performing the duty of director with honesty and fiduciary.
- (3) Able to perform the duty with utmost dedication. Able to attend the Board of Directors meeting regularly and creatively participates in the meeting. Having excellent employment record and ethic.

#### Procedures for Consideration

(1) The shareholder must provide the document of nominating the person to be director to the Board of Directors by submitting:

- The Form for Nomination of Person to be Director (Form B). The shareholder and the nominee must affix names in a same page.
- Support documents of the shareholder and the nominated person which identified in Form B.

Send to   Company Secretary Department  
                  TOA Paint (Thailand) Public Company Limited  
                  31/2 Moo 3, Bangna-Trad Road,  
                  Bangsaothong, Samutprakan  
                  10570

The shareholder is eligible to nominate the person to be director unofficially by sending the above documents via fax at 02-312-8923 or E-mail: [companysecretary@toagroup.com](mailto:companysecretary@toagroup.com), prior to the submission of the original documents of Form B to the Company thereafter, the nomination must be submitted to the company within Tuesday, January 16, 2018.

- (2) If the shareholder wishes to nominate more than one director, such shareholder must provide Form B according to the number of the nominated person. The evidence of shareholding or other support documents shall be submitted one set for each nomination.
- (3) The Nomination and Remuneration Committee will initially review the director nomination and will pass to the Board of Directors Meeting in February 2018.
- (4) The Board of Directors will consider the suitability of the nominated person.
- (5) The list of person who is approved by the Board of Directors will be included in the invitation to the 2018 Annual General Meeting of Shareholders. For the person who is not approved, the Company will inform the shareholders with the explanation in the Annual General Meeting of Shareholders.

#### **4. Procedures for submission any questions in advance**

The Board of Directors has considered appropriate that any comments or questions in relation to general meeting can be sent to the Board of Directors in advance via the following channels:

- Facsimile No. 02-312-8923
- E-mail: [companysecretary@toagroup.com](mailto:companysecretary@toagroup.com)

Company Secretary shall gather all questions/comments and send to Directors and related Executives for consideration in order to answer at the Shareholders Meeting for sharing information with other shareholders.

#### **5. Submission period**

From December 22, 2017 - January 16, 2018



**Form for Proposal of Agenda in the 2018 Annual General Meeting of Shareholders**

(1) I, Mr./Mrs./Ms. ...., a shareholder of TOA Paint (Thailand) Public Company Limited, holding.....shares, residing at.....  
.....Telephone Number.....  
Mobile Phone Number.....E-mail.....

(2) I wish to propose the agenda of the 2018 Annual General Meeting of Shareholders for acknowledgment / approval / consideration, item.....  
.....

(3) The proposal and useful information for consideration as follows.....  
.....  
.....  
.....

Which have the additional support documents certified as copy turn on every page for.....page(s).

I certify that the statement in this Form A, evidence of shareholding, and the additional support documents are correct and true in all aspects.

Signed.....Proposer

(.....)

Date.....

Remarks:

1. The shareholder must attach the following evidences:
  - 1.1 The evidence of shareholding, i.e. the certificate from the securities company or the other evidence from the Stock Exchange of Thailand.
  - 1.2 A copy of identification card and in the event that the shareholder is a juristic person, such must attach a copy of the company affidavit and a copy of identity card/passport (in case of foreigner) of the authorized director who signs on this Form A, including to certify true copy.
2. If the shareholder proposes more than one agenda, the shareholder must make one set of Form A per one agenda to be proposed
3. If any changes of the title, name or surname, the shareholder must attach a copy of evidence of such change and certify it as true copy.
4. The Company shall not consider the Agenda which the shareholder provides inaccurate or false information or has no qualification
5. The shareholder is eligible to propose the agenda unofficially by sending the document via fax at 02-312-8923 or E-mail: companysecretary@toagroup.com, and all original documents must be submitted to the Company within January 16, 2018.





**Form for Nomination of Person to be Director**

(1) I, Mr./Mrs./Ms. ...., a shareholder of TOA Paint (Thailand) Public Company Limited, holding.....shares, residing at.....  
.....Telephone Number.....  
Mobile Phone Number.....E-mail.....

(2) I wish to nominate, Mr./Mrs./Ms.....  
Age..... to be a director of the Company who has full qualifications and has no prohibited characteristic according to the Regulation of the Company, and I have attached the consent of such person and the support documents to consider the qualification which I hereby certify as true copy on every page for page (s).

I certify that the statement in this Form B, evidence of shareholding, and other support documents are correct and true in all aspects.

Signed.....Proposer

(.....)

Date.....

(3) I, Mr./Mrs./Ms. a person to be nominated.....  
as a director consent and certify that I have all qualifications and have no prohibited characteristic according to the Public Companies Law and the Securities and Exchange Act, including the Regulation of the Company, and agree to comply with the good governance of the Company.

Signed.....Nominated Person

(.....)

Date.....

Remarks:

1. The shareholder must attach the following evidences:
  - 1.1 The evidence of shareholding, i.e. the certificate from the securities company or the other evidence from the Stock Exchange of Thailand.
  - 1.2 A copy of identification card and in the event that the shareholder is a juristic person, such must attach a copy of the company affidavit and a copy of identity card/passport (in case of foreigner) of the authorized director who signs on this Form B, including to certify true copy.
  - 1.3 The evidence of the nominated person, i.e. a copy of identification card and house registration, educational certificate, employment record, and other support documents (if any).
2. If the shareholder nominates more than one person, the shareholder must make one set of Form B per one nominated person.



3. If any changes of the title, name or surname, the shareholder must attach a copy of evidence of such change and certify it as true copy.
4. The Company shall not consider the nominated person whom the shareholder provides inaccurate or false information or such nominated person has no qualification.
5. The shareholder is eligible to propose the agenda unofficially by sending the documents via fax at 02-312-8923 or through E-mail: [companysecretary@toagroup.com](mailto:companysecretary@toagroup.com), and all original documents must be submitted to the Company within January 16, 2018.