



## Criteria for Shareholders to Propose Meeting Agenda for the Annual General Meeting of Shareholders and Nomination of Candidates for Appointment as Directors for the Year 2017

PTG Energy Public Company Limited (the “Company”) has a strong intention to comply with the provision of Section 89/28 of the Securities and Exchange Act B.E. 2535 (1992) (as amended) and recognizes the importance of fair and equitable treatment of shareholders, which is one of our policies to comply with the good corporate governance of a listed company with respect to the proposal of meeting agenda for the Annual General Meeting of Shareholders and nomination of candidates for the appointment as directors. The Company, therefore, would like to provide the opportunity to the shareholders to propose meeting agenda for the Annual General Meeting of Shareholders for the Year 2017 of the Company and to nominate candidates with suitable and required qualifications as prescribed by the laws for appointment as directors prior to the Annual General Meeting of Shareholders for the Year 2017.

The Company has established the procedures and criteria in considering and selecting the proposal of meeting agenda for the Annual General Meeting of Shareholders and the nomination of candidates for appointment as directors for the year 2016 as follows:

### **Part 1 Qualifications of shareholder(s) eligible to propose meeting agenda and nominate candidates for appointment as directors**

The shareholder(s) proposing the meeting agenda and nominating candidates for appointment as directors shall hold shares of the Company, either by one or several shareholders, and have the aggregate voting rights of not less than 5 percent of the total number of voting rights of the Company as of the date of the proposal of the meeting agenda or the nomination of candidates for appointment as directors.

### **Part 2 Proposal of meeting agenda and nomination of candidates for appointment as directors**

#### **(1) Proposal of meeting agenda**

1.1 Matters which will not be considered to be included as meeting agenda are as follows:

- (1) Matters contradicting to laws, notifications, rules and/or any regulations of governmental agencies or agencies supervising the Company and/or matters which do not conform with the Company’s objectives, Articles of Association, shareholders’ meeting resolutions and/or the good corporate governance of the Company;
- (2) Matters relating to the ordinary business operation of the Company and the fact given by the shareholder(s) does not indicate any reasonable ground on the irregularity of such matters;
- (3) Matters beyond the Company’s power to produce the purposed result;
- (4) Matters submitted by shareholder(s) to the shareholders’ meeting for its consideration within the previous 12 months and received the supporting votes of less than 10 percent of the total number of voting rights of the Company unless the fact pertaining in the resubmission has significantly changed from that of the previous shareholders’ meeting;
- (5) Matters which have already been undertaken by the Company;
- (6) Matters which the shareholder(s) does not provide sufficient or accurate documents, supporting documents or information, or does not specify whether such meeting agenda would be proposed as matters for information, for approval or for consideration, or matters that the shareholder(s) cannot be contacted for additional information, or matters that do not comply with the Company’s criteria;

(7) Matters proposed by the shareholder(s) who does not possess all qualifications specified in Part 1; or

(8) Any other cases specified in the notifications of the Capital Market Supervisory Board.

#### 1.2 Consideration Process

(1) The shareholder(s) who possesses all qualifications specified in Part 1 can propose meeting agenda by completing the “Proposal of Meeting Agenda for the Annual General Meeting of Shareholders for the Year 2017 Form” with his/her signature signed, and submitting the “Proposal of Meeting Agenda for the Annual General Meeting of Shareholders for the Year 2017 Form” together with supporting documents as prescribed in Part 3. The shareholder(s) may unofficially submit the documents to the Company via facsimile number 0 2168 3379 (Attention : Company Secretary Office), and have the original form together with supporting documents as prescribed in Part 3 submitted to the Company afterward, by mail, provided that the Company shall receive the original documents by 31 December 2016. In this regard, the original documents shall be submitted to “Company Secretary Office, PTG Energy Public Company Limited, 90 Cyberworld Tower A (33<sup>rd</sup> Floor), Ratchadaphisek Road, Huaykwang, Bangkok 10310”.

(2) In the case that several shareholders who possess all qualifications specified in Part 1 collectively propose a meeting agenda, each of the shareholders shall complete the “Proposal of Meeting Agenda for the Annual General Meeting of Shareholders for the Year 2017 Form” with his/her signature signed and combine the “Proposal of Meeting Agenda for the Annual General Meeting of Shareholders for the Year 2017 Form(s)”, together with supporting documents as prescribed in Part 3, of every shareholder as one set of documents. The shareholders may unofficially submit such set of documents to the Company before submitting the original set of documents afterward as stated in Clause 1.2 (1) above.

(3) In the case that one or several shareholders who possesses all qualifications specified in Part 1 proposes more than one meeting agenda, such shareholder(s) shall complete one “Proposal of Meeting Agenda for the Annual General Meeting of Shareholders for the Year 2017 Form” per one meeting agenda with his/her signature signed. The shareholder(s) may unofficially submit the “Proposal of Meeting Agenda for the Annual General Meeting of Shareholders for the Year 2017 Form(s)” together with supporting documents as prescribed in Part 3 to the Company before submitting the original documents afterward as stated in Clause 1.2 (1) above.

(4) The Company Secretary shall make initial consideration for the Board of Directors as follows:

(4.1) In the case of matters which the shareholder(s) does not provide sufficient or accurate documents, supporting documents or information, the Company Secretary will notify and return the original documents to the shareholder(s) by 13 January 2017. If the shareholder(s) fails to rectify and return the original documents to the Company by 20 January 2017, the Company Secretary will notify the shareholder(s) of the closure of such matters in writing.

(4.2) In the case of matters proposed by shareholder(s) who does not possess qualifications specified in Part 1, the Company Secretary will notify the shareholder(s) of the closure of such matters in writing by 31 January 2017.

(4.3) In the case of matters which do not fall under Clauses (4.1) or (4.2) above, the Company Secretary will gather the matters to propose to the Board of Directors during the Board of Directors’ meeting in February 2017.

(5) The Board of Directors will consider the suitability of the meeting agenda proposed by shareholder(s), which shall not be matters as specified in Part 2 Clause (1) 1.1 unless otherwise decided by the Board of Directors. The decision of the Board of Directors shall be final.

(6) The meeting agenda which are approved by the Board of Directors will be included as the meeting agenda in the invitation to the shareholders' meeting, together with the opinion of the Board of Directors. With regard to the meeting agenda which are not approved by the Board of Directors, the Company will notify as the meeting agenda for information, along with the reason for such refusal at the shareholders' meeting.

(7) In the case that the Board of Directors refuses to include any meeting agenda proposed by shareholder(s) according to the criteria above, shareholder(s) may pass a resolution, with the majority vote of the total number of voting rights of the shareholders attending the meeting and having the right to vote, to include the refused meeting agenda as the meeting agenda of a shareholders' meeting. The Board of Directors shall include such matters as the meeting agenda in the next shareholders' meeting to be convened by the Company.

## **(2) Nomination of candidates for appointment as directors**

### **2.1 Qualifications and prohibited characteristics of directors**

The candidates nominated for appointment as directors shall have the following qualifications and shall not possess any of the following prohibited characteristics:

(1) being qualified and not having any prohibited characteristics under the law on public limited companies, the law on securities and exchange and any other relevant laws as well as the Articles of Association and the good corporate governance of the Company;

(2) having knowledge, capability, independence and ability to perform director's duties with responsibility, due care and loyalty;

(3) being able to devote sufficient time, having suitable age, being in a good physical and mental health, being able to regularly attend the Board of Directors' meetings, being well-prepared prior to meetings, being creative in the meetings, being straight-forward, being confident in giving opinion at the meetings and/or being a businessman with good reputation, good record of work performance and ethics, as well as being accepted by society;

(4) having knowledge and skills which are essential to the business of the Company;

(5) should not be holding a director position in several companies at the same time; and

(6) not being prohibited persons to be appointed as directors as prescribed by relevant governmental agencies, nor having any characteristics indicating a lack of appropriateness in respect of trustworthiness to manage a business in which the public are shareholders.

## 2.2 Consideration Process

(1) The shareholder(s) who possesses qualifications specified in Part 1 can nominate a candidate for appointment as director by completing the “Nomination of Candidate for Appointment as Director Form”, with his/her signature signed and submitting the “Nomination of Candidate for Appointment as Director Form” together with supporting documents and documents of the nominated candidate as prescribed in Part 3. The shareholder(s) may unofficially submit the documents to the Company via facsimile number 0 2168 3379 (Attention : Company Secretary Office) and have the original form together with supporting documents and documents of the nominated candidate as prescribed in Part 3 submitted to the Company afterward, by mail, provided that the Company shall receive the original documents by 31 December 2016. In this regard, the original documents shall be submitted to “Company Secretary Office, PTG Energy Public Company Limited, 90 Cyberworld Tower A (33<sup>rd</sup> Floor), Ratchadaphisek Road, Huaykwang, Bangkok 10310”.

(2) In the case that several shareholders who possess qualifications specified in Part 1 collectively nominate a candidate for appointment as director, each of the shareholders shall complete the “Nomination of Candidate for Appointment as Director Form”, with his/her signature signed and combine the “Nomination of Candidate for Appointment as Director Form(s)”, together with supporting documents and documents of the nominated candidate as prescribed in Part 3 of every shareholder as one set of documents. The shareholders may unofficially submit such set of documents to the Company before submitting the original set of documents afterward as stated in Clause 2.2 (1) above.

(3) In the case that one or several shareholders who possesses qualifications specified in Part 1 nominates more than one candidate, such shareholder(s) shall complete one “Nomination of Candidate for Appointment as Director Form” for each nominated candidate with his/her signature signed. The shareholder(s) may unofficially submit the “Nomination of Candidate for Appointment as Director Form(s)”, together with supporting documents and documents of the nominated candidates as prescribed in Part 3 to the Company before submitting the original documents afterward as stated in Clause 2.2 (1) above.

(4) The Company Secretary shall make initial consideration for the Board of Directors as follows:

(4.1) In the case of nominations of candidates for appointment as directors that the shareholder(s) does not provide sufficient or accurate documents, supporting documents or information, the Company Secretary will notify and return the original documents to the shareholder(s) by 13 January 2017. If the shareholder(s) fails to rectify and return the original documents to the Company by 20 January 2017, the Company Secretary will notify the shareholder(s) of the closure of such nominations in writing.

(4.2) In the case that the nominated candidates do not have the qualifications or possess the prohibited characteristics as specified in Part 2 Clause (2) 2.1, or the shareholder(s) nominating candidates for appointment as directors does not possess qualifications specified in Part 1, the Company Secretary will notify the shareholder(s) of the closure of such nominations in writing by 31 January 2017.

(4.3) In the case of matters which do not fall under Clauses (4.1) or (4.2) above, the Company Secretary will gather the matters to propose to the Board of Directors during the Board of Directors Meeting in February 2017.

(5) The Board of Directors will consider the suitability of the nominated candidates. The decision of the Board of Directors shall be final.

(6) The names of the nominated candidates who are approved by the Board of Directors will be included in the meeting agenda in the invitation to the shareholders' meeting, together with the opinion of the Board of Directors. With regard to the nominated candidates who are not approved by the Board of Directors, the Company will notify as the meeting agenda for information, along with the reason for such refusal at the shareholders' meeting.

**Part 3 Documents for the proposal of meeting agenda and nomination of candidates for appointment as directors**

(1) Proposal of Meeting Agenda for the Annual General Meeting of Shareholders for the Year 2017 Form and/or Nomination of Candidate for Appointment as Director Form

(2) Supporting Documents

2.1 Evidence of shareholding: copy of share certificate(s), certified true and correct copy (with the company's seal affixed (if any)), or document certifying shareholding issued by a securities company or any other evidence issued by the Stock Exchange of Thailand or Thailand Securities Depository Company Limited

2.2 Evidence of identity:

**Natural Person** : certified true and correct copy of identification card or government official identification card or alien identification card or passport (for foreigner)

**Juristic Person** : copy of the company's affidavit, issued no longer than 3 months, and copy of identification card or alien identification card or passport (for foreigner) of the authorized director(s), who signs the Proposal of Meeting Agenda for the Annual General Meeting of Shareholders for the Year 2017 Form and/or the Nomination of Candidate for Appointment as Director Form, certified true and correct copy with the company's seal (if any)

(3) For the nomination of candidates for appointment as directors, the following documents shall be submitted for further consideration:

3.1 Documents for qualification consideration of the nominated candidates, such as record of education and work experience of the nominated candidates and other supporting information deemed useful for the consideration by the Board of Directors

3.2 Letter of Consent (Form 35-E2) to disclose information with the nominated candidate's signature



Proposal of Meeting Agenda for the Annual General Meeting of Shareholders for the Year 2017 Form  
PTG Energy Public Company Limited

Name-Surname of Proposer : \_\_\_\_\_  
being the shareholder of PTG Energy Public Company Limited of \_\_\_\_\_ share(s)

Address : \_\_\_\_\_

Telephone Number : \_\_\_\_\_

Facsimile Number : \_\_\_\_\_

Email Address : \_\_\_\_\_

Proposed Meeting Agenda : \_\_\_\_\_

Objective/Rationale/Details : \_\_\_\_\_

I certify that all information written in this Proposal of Meeting Agenda for the Annual General Meeting of Shareholders for the Year 2017 Form, evidence of shareholding, and evidence of identity are true and correct in all respects.

Signed \_\_\_\_\_ Shareholder

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

Date \_\_\_\_\_

**Remark :-**

1. The shareholder(s) is required to submit the supporting documents as follows:

1.1 Evidence of shareholding, such as copy of share certificate(s), certified true and correct copy (with the company's seal affixed (if any)), or document certifying shareholding issued by a securities company or any other evidence issued by the Stock Exchange of Thailand or Thailand Securities Depository Company Limited

1.2 Evidence of Identity, such as:

1.2.1 Natural Person : certified true and correct copy of identification card or government official identification card or alien identification card or passport (for foreigner)

1.2.2 Juristic Person : copy of the company's affidavit, issue no longer than 3 months, and copy of identification card or alien identification card or passport (for foreigner) of the authorized director(s), who signs the "Proposal of Meeting Agenda for the Annual General Meeting of Shareholders for the Year 2017 Form", certified true and correct copy with the company's seal affixed (if any)

2. The shareholder(s) may submit "Proposal of Meeting Agenda for the Annual General Meeting of Shareholders for the Year 2017 Form" together with supporting documents as prescribed unofficially via facsimile number 0 2168 3379 (Attention : Company Secretary Office) and have the original form together with supporting documents as prescribed submitted to the Company afterward, by mail, provided that the Company shall receive the original documents by 31 December 2016. In this regard, the original documents shall be submitted to "Company Secretary Office, PTG Energy Public Company Limited, 90 Cyberworld Tower A (33<sup>rd</sup> Floor), Ratchadaphisek Road, Huaykwang, Bangkok 10310".

3. In case that several shareholders collectively propose a meeting agenda, each of the shareholders shall complete the "Proposal of Meeting Agenda for the Annual General Meeting of Shareholders for the Year 2017 Form" with his/her signature signed and combine the "Proposal of Meeting Agenda for the Annual General Meeting of Shareholders for the Year 2017 Form(s)", together with supporting documents as prescribed as one set of documents to be submitted to the Company.



**Nomination of Candidate for Appointment as Director Form**  
**PTG Energy Public Company Limited**

Name-Surname of Proposer : \_\_\_\_\_  
being the shareholder of PTG Energy Public Company Limited of \_\_\_\_\_ share(s)  
Address : \_\_\_\_\_  
\_\_\_\_\_  
Telephone Number : \_\_\_\_\_  
Facsimile Number : \_\_\_\_\_  
Email Address : \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

I would like to nominate Mr./Mrs./Miss \_\_\_\_\_  
for appointment as director of PTG Energy Public Company Limited, with his/her consent, and certify that all information written in this Nomination of Candidate for Appointment as Director Form, evidence of shareholding, evidence of identity and documents for qualification consideration attached herewith are true and correct in all respects.

Signed \_\_\_\_\_ Shareholder  
( \_\_\_\_\_ )  
Date \_\_\_\_\_

I, Mr. / Mrs. / Miss \_\_\_\_\_, the nominated candidate for appointment as a director as mentioned above, hereby give my consent for the nomination of myself in the Annual General Meeting of Shareholders for the Year 2017 and certify that I have the qualifications and do not possess any of the prohibited characteristics according to the Company's criteria. In addition, I certify that the documents for qualification consideration and the Letter of Consent (Form 35-E2) to disclose information attached herewith are true and correct in all respects.

Signed \_\_\_\_\_ Nominated candidate's signature  
( \_\_\_\_\_ )  
Date \_\_\_\_\_



**Remark :-**

1. The shareholder(s) is required to submit the supporting documents as follows:

1.1 Evidence of shareholding, such as copy of share certificate(s), certified true and correct copy (with the company's seal affixed (if any)), or document certifying shareholding issued by a securities company or any other evidence issued by the Stock Exchange of Thailand or Thailand Securities Depository Company Limited

1.2 Evidence of Identity, such as:

1.2.1 Natural Person : certifies true and correct copy of identification card or government official identification card or alien identification card or passport (for foreigner)

1.2.2 Juristic Person : copy of the company's affidavit, issued no longer than 3 months, and copy of identification card or alien identification card or passport (for foreigner) of the authorized director(s) who signs the Nomination of Candidate for Appointment as Directors Form, certified true and correct copy with the company's seal affixed (if any)

1.3 Documents for qualification consideration of the nominated candidate, such as record of education and work experience of the nominated candidate and other supporting information deemed useful for the consideration by the Board of Directors

1.4 Letter of Consent (Form 35-E2) to disclose information with the nominated candidate's signature

2. The shareholder(s) may submit "Nomination of Candidate for Appointment as Director Form" together with supporting documents and documents as prescribed unofficially via facsimile number 0 2168 3379 (Attention : Company Secretary Office) and have the original form together with supporting documents and documents as prescribed sent to the Company afterward, by mail, provided that the Company shall receive the original documents by 31 December 2016. In this regard, the original documents shall be submitted to "Company Secretary Office, PTG Energy Public Company Limited, 90 Cyberworld Tower A (33<sup>rd</sup> Floor), Ratchadaphisek Road, Huaykwang, Bangkok 10310".

3. In case that several shareholders collectively nominate a candidate for appointment as a director, each of the shareholders shall complete the "Nomination of Candidate for Appointment as Director Form" with his/her signature signed and combine the "Nomination of Candidate for Appointment as Director Form(s)", together with supporting documents and documents as prescribed as one set of documents to be submitted to the Company.

**Letter of Consent**  
**(Inspection of the director and executive's qualification on the company's request)**

Attention: Secretary General, the SEC Office

Whereas I, \_\_\_\_\_ will be appointed by PTG Energy Public Company Limited, having the principal office located at 90 Cyberworld Tower A (33<sup>rd</sup> Floor), Ratchadaphisek Road, Huaykwang, Bangkok 10310 Tel. 0 2168 3377 as the company's [director / executive], and the company has requested for inspection of my qualifications, I hereby give my permission to the SEC Office, for the purpose of listing my name onto the Issuing Company's Director and Executive Database of the company, to disclose to the company and person appointed by the company the information as to whether I have any characteristics indicating untrustworthiness as specified in the Notification of the Securities and Exchange Commission No. KorChor. 8/2553 Re: Determination of Untrustworthy Characteristics of Company Directors and Executives dated 23<sup>rd</sup> April B.E. 2553 (2010). In this regard, I also attach my [identification card / passport] with this letter.

Sincerely yours,

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

Date \_\_\_\_\_