



The criteria for the right of shareholders to propose AGM Agenda(s)

Or to submit question(s) regarding an agenda in AGM in advance

DEMCO PUBLIC COMPANY LIMITED

The criteria for the right of shareholders to propose AGM Agenda(s) or to submit question(s) regarding an agenda in AGM in advance

DEMCO Public Company Limited ("Company") has realized the significance of shareholders' right and to pertain to the equal and treatment to all shareholders. Therefore in order to promote the practice of good corporate governance. The Company would give an opportunity to shareholders to propose AGM Agenda or to submit questions regarding an agenda in AGM in advance.

So, the company has set the criteria for the right of shareholders to propose AGM Agenda(s) or to submit question(s) regarding an agenda in AGM in advance as follows;

1. The qualification of shareholders

Shareholder (s) who wishes to propose AGM Agenda

- 1.1 Being the Company's shareholder, it may be only one or a group of shareholder.
- 1.2 Being the Company's shareholders who have continuously held shares of not less than 5 percent of Company's sold issued shares.
- 1.3 Being the Company's shareholders according to 1.2 continuously held shares for a period not less than 12 months from the date of holding such shares to date of proposing AGM agenda.
- 1.4 Shall provide complete of the evidence of shareholdings and evidence of identification.

2. Shareholders procedure

2.1 For the right of shareholders to propose AGM Agenda(s)

2.1.1 The Shareholders who meet all required qualifications specified under Clauses 1 shall completely filled in "AGM Agenda Form" (Form AGM) by

- Each Form AGM shall be used for each separate agenda.
- In case of a group of shareholders Propose AGM Agenda, The 1st shareholder shall fill in all details and sign in the Form AGM. For the other persons shall fill in just personal details and sign in for the follow pages.

2.1.2 Form AGM shall be enclosed with the evidence which including:

- The evidence shareholdings such as certified letter from Securities Company or evidence from Thailand Securities Depository Co., Ltd. (TSD) etc.
- The evidence of identification

In case the shareholder is a natural person

The required evidences are:

- A valid copy of the shareholder's identification card or government officer identification card or driving license or passport or alien identification card with certified true copy. In case of changing title name, name, surname, the relevant evidence shall submit with certified true copy in each page.

In case of the shareholder is a juristic person

The required evidences are:

- A copy of juristic person's affidavit (taken not later than three months) which certified true copy by authorized person (s) and
- A valid copy of identification card or government officer identification card or driving license or passport or alien identification card together with certified true copy by authorized person (s). In case of changing title name, name, surname, the relevant evidence shall submit with certified true copy in each page.

However, the Board of Directors and/or Company Secretary reserves the right to contact to shareholder(s) to request for more information.

2.2 To submit question(s) regarding an agenda in AGM in advance

Shareholder (s) who wishes to submit questions regarding the agenda in the AGM in advance prior to the date of AGM shall provide a document together QA form with the following information:

- (1) Name, contact address, telephone number, facsimile number or email address
- (2) Numbers of shares held;
- (3) Question (s) to be asked; and relevant information or matter of fact
- (4) Other relevant necessary information

However, the Company reserves the right to consider the question(s) and/or the given information submitted by shareholder whether it deems appropriate or not.

3. Period and channels available for receiving the Proposal Matter:

Shareholder can propose AGM Agenda or submit questions regarding an agenda in AGM in advance by submission correct and complete documents from October 1, 2016 to December 30, 2016 to the following address:

Company Secretary
DEMCO Public Company Limited
59 Moo 1 , Suanphrikthai , Muangpathumthani
Pathumthani 12000

4. The Company procedures

4.1 In case Shareholder(s) Proposes AGM Agenda

- (1) Company Secretary will perform primary consideration. If it deems appropriate, it will therefore be proposed to the Board of Directors meeting to re-consider within February of the following year.
- (2) A proposal that the Board of Directors considered appropriate to be an agenda of the meeting will be included in the Notice of Invitation to the Meeting and identified as be proposed by the shareholder(s).
- (3) A proposal that the Board of Directors considered inappropriate to be an agenda of the meeting will be notified to the proposing shareholder(s) in the Annual General Meeting of Shareholders together with reason (s) to refuse.

5. The Board of Directors' consideration

5.1 The proposal(s) that will not be filled as agenda in shareholding meeting

- (1) the proposal proposed by unqualified Shareholder (s) which identified in clause 1
- (2) the proposal that violates applicable laws, rules, regulation of the government agencies, or regulatory or involved agencies , or actions not in compliance with the objectives and /or Articles of Association of the Company.
- (3) the proposal is relevant to the ordinary business operation and the fact given by the shareholders does not indicate any reasonable ground to suspect the irregularity of such matter
- (4) the proposal was submitted to the shareholders' meeting for its consideration remaining within the period twelve months and received the supporting votes of less than ten percent of the total number of the voting rights and the fact pertaining in the resubmission has no significantly changed from that proposed made for the previous shareholders' meeting.
- (5) the proposal that is beyond the Company's responsibility.
- (6) the proposal that benefit only a specific person or a group of persons.
- (7) the proposal that is not beneficial to the Company's business operation and/or that the Board of Directors , with reason explainable to the shareholders , considers unnecessary to be placed as agenda.
- (8) the proposal that provided by Shareholder (s) is incorrect or incomplete or unreliable or indistinct or Shareholder (s) whom the Company is unable to contact.

Form to propose AGM Agenda

(1) I m (Mr./Mrs./Miss).....
Being the shareholder of **DEMCO Public Company Limited**, holding..... shares,
Residing at..... Road..... Sub District.....
District..... Province..... Mobile phone number.....
Home/Office telephone number..... E-mail address (if any).....

(2) I would like to propose the agenda of the..... Annual General Meeting of Shareholders.
Subject.....

Objective For information For consideration For approval

(3) Proposal for consideration.....
.....
.....

And I have supporting information for consideration (such as fact or reason, etc.) as follows:

.....
.....
.....

Together with additional supporting document (s) which has (have) been certified true copy on each page in a number of total page (s)

I certify that all information written in this Form AGM 1, the evidence of shareholding and all supporting document (s) are all correct and hereby I have signed evidence thereof.

..... Shareholder's Signature
(.....)
Date.....

Remarks:

1. The shareholders shall enclose the evidence of shareholding, i.e. certificate issued by Securities Company or any other evidences issued by Thailand Securities Depository Co., Ltd. (TSD). For a juristic shareholder, a photocopy of the juristic entity's Affidavit which was issued not later than three months and certified true copy by authorized person (s) of that juristic entity and a certified true copy of valid identification card or governmental officer identification card or driving license or passport or alien identification card of shareholders or authorized person (s) of that juristic entity shall be enclosed with certified true copy on each page.

In case shareholders change their title, name or surname, a certified true copy of evidence of the change in each page shall be enclosed

2. Other supporting document(s) which will be beneficial for consideration, it shall be certified true copy on each page by shareholder(s)

3. Form AGM 1 shall be prepared as follows:

- Each form AGM 1 shall be used for each separate agenda.

- In case Form AGM 1 proposed by a group of shareholders, the 1st shareholder shall fill in for all details and sign in the Form AGM 1. The other shareholder(s) shall fill their personal details and sign for the follow pages.

4. A shareholder who is unqualified or provides incomplete or incorrect information, or is unable to be contacted shall not be entitled to propose the Agenda.

Continued

I am (Mr./Mrs./Miss).....
Being the shareholder of **DEMCO Public Company Limited**, holding..... shares,
Residing at..... Road..... Sub District.....
District..... Province..... Mobile phone number.....
Home/Office telephone number..... E-mail address (if any).....
..... Shareholder's Signature
(.....)
Date.....

I am (Mr./Mrs./Miss).....
Being the shareholder of **DEMCO Public Company Limited**, holding..... shares,
Residing at..... Road..... Sub District.....
District..... Province..... Mobile phone number.....
Home/Office telephone number..... E-mail address (if any).....
..... Shareholder's Signature
(.....)
Date.....

I am (Mr./Mrs./Miss).....
Being the shareholder of **DEMCO Public Company Limited**, holding..... shares,
Residing at..... Road..... Sub District.....
District..... Province..... Mobile phone number.....
Home/Office telephone number..... E-mail address (if any).....
..... Shareholder's Signature
(.....)
Date.....

I am (Mr./Mrs./Miss).....
Being the shareholder of **DEMCO Public Company Limited**, holding..... shares,
Residing at..... Road..... Sub District.....
District..... Province..... Mobile phone number.....
Home/Office telephone number..... E-mail address (if any).....
..... Shareholder's Signature
(.....)
Date.....

Form to submit question(s) regarding an agenda for 2017 AGM in advance

1. General information

Name (Mr.; Mrs.; Miss; Company; Others/Surname):

Residing at Road Sub District

District Province Mobile phone number

Home/Office telephone number E-mail address (if any)

Foreign residence: (In case non-Thai nationality)

2. Being the shareholder of DEMCO Public Company Limited, holding..... shares at the date

3. The question(s) in advance:

3.1 Question 1

Details

() Attached documents paper(s) () Without attached document

3.2 Question 2

Details

() Attached documents paper(s) () Without attached document

3.3 Question 3

Details

() Attached documents paper(s) () Without attached document

3.4 Question 4

Details

() Attached documents paper(s) () Without attached document

3.5 Question 5

Details

() Attached documents paper(s) () Without attached document

4. Required evidence attached together with the proposed question(s)

4.1 Shareholding evidence;

() Certificate issued by Securities Company or any other evidences issued by Thailand Securities Depository Co., Ltd. (TSD) or SET or copy of share certificate certified.

4.2 Personal evidence;

() In case of natural person, a certified true copy of valid identification card or governmental officer identification card or driving license or passport or alien identification card of shareholders is required.

() In case of juristic person, a copy of juristic person's affidavit (taken not later than three months) which certified true copy by authorized person(s) and a valid copy of identification card or government officer identification card or driving license or passport or alien identification card together with certified true copy by authorized person(s) is required.

5. confirmation

I certify that all information written in this Form, the evidence of shareholding and all attached document(s) are all correct and hereby I have signed evidence thereof.

..... Shareholder's Signature
(.....)
Date.....