



**The Criteria for Shareholders to propose AGM Agenda in advance of  
Porn Prom Metal Public Company Limited**

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In order to enhance the good corporate governance regarding the right and equitable treatment of shareholders, therefore, Porn Prom Metal Public Company Limited has given the opportunity to its shareholders to propose matter to be include as an agenda at the every Annual General Meeting of Shareholders in advance (AGM), with reference to the criteria as described below.

**1. The Qualification of Shareholders**

Being the shareholders of the Company holding minimum shares of 5 percent of total paid-up share capital or minimum shares 21,100,005 shares either by one or several shareholders combined and shareholder (s) must have held those shares continuously for least 12 months by the date the shareholders propose the item on the agenda.

**2. Proposal of the agenda**

2.1 The shareholder, fully qualified as in criteria No. 1 hereof, shall fill out the **“Agenda Proposal Form for the Annual General Meeting of Shareholders Porn Prom Metal Public Company Limited”**, with other complete supplementary documents as required by the Company, indicating whether it is the matter proposed for consideration or for approval, as the case may be, and submit it to the Company within the proposal period and via channel as specified in criteria No. 4 hereunder.

In case where several shareholders would jointly propose the agenda, each of them must fill out the **“Agenda Proposal Form for the Annual General Meeting of Shareholders Porn Prom Metal Public Company Limited”**, and sign their names as evidence separately. Then the forms should be gathered into one set.

- 2.2 For an efficient meeting, the Company reserves its right not to include the following matters as the meeting agenda;
- 2.2.1 Matters proposed by shareholders who are not fully qualified, or do not provide adequate documentation, or proposals to the agenda outside the proposal period.
  - 2.2.2 Matters that concern normal business practice of the company, unless there is indication of irregularity.
  - 2.2.3 Matters that are beyond authority of the Company.
  - 2.2.4 Matters proposal by shareholders already proposed in AGM within the past 12 months, and those under support by less than 10% of total voting shares, unless said agenda has been significant changed from the former Shareholder Meeting.
  - 2.2.5 Matters unlikely to benefit the Company.
  - 2.2.6 Matters or evidence sufficed by shareholders in incomplete or untrue or ambiguous.



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- 2.2.7 Matters lying under management authority of the Company, except the ones causing material impacts on shareholders in general.
- 2.2.8 Matters that violates applicable laws, rules, regulations of the government agencies, or regulatory or involved agencies, or actions not in compliance with the objectives, Articles of Association and its business ethics.
- 2.2.9 Matters, as stipulated by laws, for consideration at AGM, which has been pursued regularly by the Company
- 2.2.10 Matters already undertaken by the Company.
- 2.2.11 Matters previously submitted for consideration by other shareholders.

**3. The Company procedure**

The above matters proposed by shareholders shall meet preliminarily scrutiny by The Executive Directors Committee and Company Secretary before further submission to the Board of Directors for consideration. Any matters, under approval by the Board, will be included in the AGM agenda as shown in the Notice for AGM.

In case where the board of directors refuses to include the matter proposed by the shareholders under the first paragraph as the agenda in any shareholder' meeting, it shall be notified as the matter for information in that shareholder' meeting and specified the reasons of such refusal. The board of directors shall include the matter proposed by the shareholders under the first paragraph as the agenda of the next shareholders' meeting.

**4. Proposal period and channel to propose the agenda**

The Company facilitates shareholders in proposing the agenda during 24 October 2017 - 31 January 2018, send by facsimile number 02-628-6122 or by e-mail address: sec\_co775@ppm.co.th or via registered mail to the following address:

Company Secretary  
Porn Prom Metal Public Company Limited  
229, Nakornratchasima Road, Dusit, Bangkok 10300

Please Call 02-628-6100 Ext.775 for further information.