

## Criteria for Shareholders to propose Agenda of Shareholder Meeting and Nominate the Director

### **1. Objective**

Thai Yuan Metal Public Company Limited realizes the importance of shareholders to be of rights and equitable treated of shareholders in accordance with the good corporate governance practices. The Company facilitates shareholders in nominating in advance a qualified person as a candidate for the Company's director position in the agenda of Annual General Meeting (AGM) for 2008 with reference to the criteria below.

### **2. The Qualifications of Shareholder**

The shareholder who wishes to propose the agenda or nominate person to serve as the Company's director must have the following qualifications:

- 2.1 be the shareholder of the Company, which can either be one shareholder or combined shareholders;
- 2.2 holding minimum shares of not less than 200,000 shares
- 2.3 having continuously held those shares in Clause 2.2 for at least 1 year prior to the date in which the shareholder proposes the agenda and/or nominates the director.

### **3. The Proposal of the Agenda**

3.1 The following proposal will do not be placed on the agenda:

- Matters proposed by shareholders who are not qualified, as specified in criteria No. 1 or do not follow the procedures set forth by the Company in the criteria for shareholders to propose the agenda of AGM for 2008
- Matters as stipulated by laws for consideration at AGM, which have been pursued regularly by the Company
- Matters relating to a normal course of business of the Company and matters already undertaken by the Company
- Matters under the Company's Management authority except ones causing material impacts on shareholders in general
- Matters that shareholders already proposed in AGM within the past 12 months, and those under support by less than 10% of total voting shares, given that the factual events have not changed significantly
- Matters unlikely to benefit the Company and matters previously submitted for consideration by other shareholders
- Matters that violate 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 Statement of Business Conducts of the Company
- Matters that are beyond the authority of the Company

3.2 The Consideration Procedure:

3.2.1 The Shareholder possessing the qualification in accordance with Clause 2 must submit the "[Form to Proposed Agenda Item of AGM for the year 2008](#)" together with complete and accurate supporting documents to the Company Secretary at the following address within February 15, 2008. The Shareholder shall clarify the objective of the proposal, whether for acknowledgment, consideration or approval

Company Secretary Department

Thai Yuan Metal Public Company Limited

7/4,7/6 Moo1, Ekkachai Road, Khae lai, Kratumban, Samutsakorn 74110

The Shareholder may send the proposal unofficially through e-mail

E-mail: [ty\\_info@thaiyuanmetal.com](mailto:ty_info@thaiyuanmetal.com)

Facsimile : 0-2814-9353

3.2.2 The Managing Director and The Company Secretary shall review the documents initially prior to proposing to the Board of Director. The proposal must not be prohibited in accordance with Clause 3.1 If the shareholder is unable to deliver the complete and accurate documents within the date specified, it shall be deemed that the right to propose agenda to the Shareholders Meeting is waived by the shareholder.

3.2.3 The Board of Director shall consider the necessity and suitability of including the proposal in the agenda. Decision of The Board of Director is absolute and final.

3.2.4 The proposal approved by the Board of Director shall be included in the agenda of the Notice of the Shareholders Meeting. Shareholders will be informed of the proposal disapproved by the Board of Director in the Shareholders Meeting or by other appropriate methods.

### **4. The Nomination of the Director**

4.1 The Qualifications of a Director

- Be a natural person;
- Not necessary a shareholder of the Company;
- Be sui juris;
- Not bankrupt, incompetent or quasi-incompetent;
- Not have been imprisoned by a final judgment to a term of imprisonment for an offence against property with dishonest intent;



- Not have been expelled or removed from the official service, a state organization or a state agency on the ground of dishonest performance of duties;
- Not prohibited in accordance with the Public Company law, the Stock Exchange law as well as the rules of the Company and the regulations of the relevant supervisory agencies;
- Be capable of operating the business of the Company devoted to working for the company and be able to regularly attend the Board of Director's meeting and the Company's activities;
- Be healthy.

#### 4.2 The Consideration Procedure

4.2.1 The shareholder possessing the qualification in accordance with Clause 2 must submit the "[Form Nominated Qualified Candidate for Directorship in AGM 2008](#)" together with complete and accurate supporting documents to the Company Secretary at the following address within February 15, 2008

Company Secretary Department

Thai Yuan Metal Public Company Limited

7/4,7/6 Moo1, Ekkachai Road, Khae lai, Kratumban, Samutsakorn 74110

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4.2.2 The Managing Director and The Company Secretary shall review the documents initially prior to proposing to the Board of Director. If the shareholder is unable to deliver the complete and accurate documents within the date specified, it shall be deemed that the right to nominate the Company's director is waived by the shareholder.

4.2.3 The Board of Director shall consider the qualification of such nominated person and determine whether the nominated person should be a candidate in the election in the Shareholders Meeting. The resolution of the Board of Director of the Company shall be deemed the final decision.

The name of the nominated person approved by the Board of Director of the Company shall be included in the agenda regarding the election of the Company's directors, accompanied with the opinion of the Board of Director. Shareholders will be informed of the nominated persons who did not receive approval from the Board of Director of the Company in the Shareholders Meeting or by other appropriated methods.