

## Kang Yong Electric Public Company Limited

### Criteria for Shareholders' Right to propose AGM agenda and to nominate candidates for election as directors in advance

#### 1. Purpose

To ensure that shareholders are treated fairly and equitably, Kang Yong Electric Public Company Limited ("Company") has given opportunity to shareholders to propose AGM agenda and to nominate candidates for election as company's directors in advance with the procedure as clarity and transparency

#### 2. Definition

“Company” means Kang Yong Electric Public Company Limited

“Board” means Board of Directors of Kang Yong Electric Public Company Limited

“Agenda” means Agenda of Annual General Meeting of Shareholders of company

#### 3. Qualifications of Shareholders who is eligible to propose AGM agenda and/or candidates as directors

A shareholder or a group of shareholders shall be held the company's share not less than 5 % of the total number of voting rights of the company (approximately 1,100,000 shares)

#### 4. Agenda Proposals unacceptable for consideration

4.1 The proposal that is relevant to the regular business operations of the company and the allegations of the shareholder does not present any reasonable cause to suspect the irregularity of the said business operation

4.2 The subject is beyond the power or control of the Company's operation.

4.3 Agenda that has been proposed to AGM meeting in the past 12 months and was voted than less 10% of total right voting shares except the new items proposed are changed significantly.

4.4 Proposals that violate the law, rules or regulations of governing agencies , or which do not comply with the objectives, Articles of Association and the practices associated with good corporate governance of the company

4.5 Proposals which, in the opinion of the Boards, that unnecessary as AGM agenda for consideration.

## 5. Qualifications of a Director Nominee

5.1 Duly qualified in accordance with the Section 89/3 of the Securities and Exchange Law B.E.2535, the Section 68 of the Public Company Limited Act, the Company's Articles of Association and the good corporate governance practice.

5.2 Specific competencies considered necessary are accounting and finance, legal, industry knowledge etc.

5.3 Independence, ability to perform as a Company's Director with honesty, integrity and full dedication.

## 6. Procedure to propose the AGM agenda and nominate candidates as directors

6.1 Shareholders who possess all qualifications as in criteria No.3 shall be able to propose agenda by completing the “Agenda Proposal Form for Annual General Meeting of Shareholders” and “The eligible person as Director Candidate Proposal Form” including the shareholder's signature as evidence and submission of original form with other supporting document during January 11, 2019 - March 12, 2019 to the following address.

To: Corporate Secretary  
Kang Yong Electric Public Company Limited  
67 M.11 Bangna - Trad Rd. Km.20  
T. Bangchalong A. Bangplee  
Samutprakarn 10540

(Proposing AGM agendas/Director)

In addition, each shareholder please submit the informal proposal through:

E-mail: [information@kye.meap.com](mailto:information@kye.meap.com) or website: [www.mitsubishi-kye.com](http://www.mitsubishi-kye.com) or fax. no.

02-337-2439-40

- 6.2 The Corporate Secretary shall preliminarily scrutinize the proposed matter and documents in accordance with company's criteria for the Board of Directors consideration as appropriate
- 6.3 The Board of Directors will consider necessity and appropriate, for including agenda in the invitation letter of AGM. In case the Board of Directors disapproved matter, the company shall inform after the Board meeting through website of company including disclosure through SET along with the reasons for disapproval in the AGM.
- 6.4 The Corporate Secretary shall preliminarily scrutinize the qualifications and documents for the Nominations and Remuneration Committee consider qualified candidate along with the committee's opinion as appropriate and proposal to the Board for consideration further.

6.5 The name of nominee approved by the Board along with the Board's opinion will be included in the agenda to elect directors of the AGM notice. For proposal disapproved by the Board, the Company will inform the shareholders after the Board meeting with the reason of the Board's refusal through the Company's website and inform for acknowledgement in the AGM

## 7. Supporting documents

### 1. Proof of Identity

- Individual shareholder must enclose a certified true copies of I.D. card or passport (for foreigner)
- Juristic must enclose a copy of corporate affidavit, which certified by authorized directors and company seal (if any) together identification card or passport (for foreigner) of the authorized director.

2. Evidences of Shareholding such as share certificates or the statement issued by the Securities Company and other evidence issued by the Thailand Securities Depository Co., Ltd. (TSD) or from the Stock Exchange of Thailand which certified true copies.

3. In case several shareholders have proposed AGM agenda, by one of those shareholders must be representative fill in "Agenda proposal Form for the 2015 AGM" and "Eligible person as Director Candidate proposal Form of the 2015 AGM" and signature as evidence then gather of every holding shares into same set.

4. Other additional documents will be useful for the Board consideration (if any)

If you have any questions, please contact The corporate secretary or officers

Kang Yong Electric Public Company Limited Tel. 02-337-2900 ext. 1130, 1120