

## **The Criteria for Shareholders to propose Agenda Items for the 2016 AGM and to nominate Director(s)**

### **1. Objective**

Thai Poly Acrylic Public Company Limited (“the Company”) recognizes the rights of shareholders and, according to the good corporate governance, the Company has provided the opportunity for the shareholders to propose matters to be included as agenda items for the AGM and to nominate person(s) to serve as the Company’s director(s) prior to the 2016 AGM, with reference to the criteria as follows.

### **2. The Qualifications of Shareholders**

Shareholders who wish to propose agenda items for the 2016 AGM and/or to nominate person(s) to serve as the Company’s director(s) must possess the following qualifications:

- 2.1 Being shareholder(s) of the Company who can be either one shareholder or combined shareholders.
- 2.2 Holding minimum shares of not less than 5% of the total voting shares.
- 2.3 Having continuously held those shares at least 1 year prior to the date on which the shareholder(s) propose(s) the agenda.

### **3. Proposal of the agenda**

The following proposals will not be placed on the agenda:

- 3.1 proposals relevant to the normal business operations of the Company if the facts given by the shareholders do not indicate any reasonable ground to suspect irregularity of such matter.
- 3.2 proposals that are beyond the control of the Company.
- 3.3 proposals which the shareholders have already proposed in the shareholders Meetings during the past one year and which were supported by less than 10% of total voting shares, unless the facts pertaining in the resubmission have significantly changed from those of the previous shareholders’ meeting.
- 3.4 proposals that violate the law, rules, regulations of government agencies or other governing agencies or are not in compliance with the objectives, the articles of association, the shareholders’ resolutions and the good corporate governance of the Company.
- 3.5 proposals that are not beneficial or potentially causing significant damage to the shareholders.
- 3.6 proposals for which the information provided by shareholders is incomplete or incorrect.
- 3.7 proposals that have already been implemented by the Company.

#### **4. The Nomination of director(s)**

Person(s) to be nominated as the Company's director(s) must possess the following qualifications:

- 4.1 Having all qualifications as required by the Securities and Exchange Act, Public Company Limited Act, and the Good Corporate Governance of the Company.
- 4.2 Being knowledgeable, capable and possess working experiences that are beneficial for the Company.
- 4.3 Should not serve on too many Boards of Directors or hold too many executive management positions and not be a director or executive of companies in direct competition with TPA.

#### **5. Consideration Procedure**

- 5.1 Shareholders must submit Form for Agenda Proposal of the 2016 AGM and/or Form for Director Nomination together with complete and accurate supporting documents to the Board of Directors at the following address within 16 February, 2016.

Thai Poly Acrylic Public Company Limited  
60-61 Moo 9, Putthamonthon 4 Road,  
Krathumlom Sub-district, Sampran District,  
Nakornpathom Province 73200

Attention: Mrs. Masaya Rungrueng

Shareholders may propose the agenda items and/or nominate person(s) to serve as the Company's director(s) unofficially by sending the documents through e-mail address at [masaya.rungrueng@lucite.com](mailto:masaya.rungrueng@lucite.com).

- 5.2 The Independent Directors shall review the documents initially prior to submitting proposals to the Board of Directors. The Company will inform the results of the considerations to the shareholders by the end of February, 2016. The proposal approved by the Board of Directors shall be included in the agenda of the Notice of the 2016 AGM.