



CRITERIA FOR AGENDA PROPOSITION AND NOMINATION OF DIRECTOR

1. OBJECTIVE

STP&I Public Company Limited has realized the significant of good corporate governance, and has been confident that the existence of the Company's good corporate governance policy will enhance its excellence in terms of work and management processes, which will improve the Company's operating result and its reliabilities among investors; moreover, it will help increase the maximum value to shareholders.

In order to comply with the good governance principle and to indicate the fair and equitable treatment to all shareholders, the Company has prescribed the criteria, as follows:

- 1.1 Criteria for agenda proposal;
- 1.2 Criteria for director nomination;

The Company has prescribed the criteria and guidelines for consideration, thus, to the highest benefits of the Company truly.

2. DEFINITION

"The Company" means "STP&I Public Company Limited".

"Board of Directors" means "Board of Directors of STP&I Public Company Limited".

"Directors of the Company" means "Directors of STP&I Public Company Limited".

"Agenda" means "Agenda of the Annual General Meeting of Shareholders of STP&I Public Company Limited".

"Corporate Secretary" means "Secretary of STP&I Public Company Limited".

3. QUALIFICATIONS OF SHAREHOLDERS TO PROPOSE AGENDA IN ADVANCE OR TO NOMINATE THE DIRECTOR

The shareholders' qualifications shall be as follows;

- 3.1 Being a single shareholder or several and joint shareholders of the Company.
- 3.2 Possessing the proportion of shareholding of at least 36,788,000 shares.
- 3.3 Holding the Company's shares in the proportion as prescribed under Clause 3.2 continuously for at least 1 year and still holding the said shares on the date of agenda proposal or director nomination.

4. AGENDA PROPOSAL

4.1 CONSIDERATION PROCEDURES

Shareholders must prepare and submit the agenda proposal to the Board of Directors by using Agenda Proposal Form; whereas, shareholders may give an informal notification thereof via facsimile at FAX No. +662-260-1182 or via e-mail address of the Company at: contact@stpi.co.th

before sending the original form, evidences of shareholding, and the supporting documents (if any), to the Board of Directors, of which details of each case are as follows:

4.1.1 In case of a single shareholder, who is fully qualified as per Clause 3:

The shareholder must prepare and submit the original agenda proposal, evidences of shareholding, and the supporting documents (if any), with the following details:

- Agenda Proposal Form, affixed with signature as evidence.
- Evidences of shareholding under Clause 3.2 and Clause 3.3, including a certificate issued by a securities company or other evidences issued by the Stock Exchange of Thailand (SET) or by Thailand Securities Depository Co., Ltd.
- (In case, the shareholder is a natural person) a certified copy of ID card or passport (in case of a foreigner);
- (In case, the shareholder is a juristic person) a separate copy of a Certificate of Incorporation; and copy of ID card or passport (in case of a foreigner) of the authorized director, who has affixed his/her signature therein and has certified the accuracy of all copies thereof.
- Supporting documents, which shall be beneficial to the consideration of the Board of Directors (if any); whereas, the shareholder must submit all of the original documents to the Company within the 15th day of January 2012. In case, the 15th day of January 2012 falls on a holiday, all of the original documents must be sent within the last working day before such holiday so that the Board of Directors shall have an adequate period of time to consider.

4.1.2 In case of several and joint shareholders, who are fully qualified as per Clause 3:

All Shareholders must prepare and submit the original agenda proposal, evidences of shareholding, and the supporting documents (if any), with the following details:

- The 1st shareholder must complete the Agenda Proposal Form and must affix his/her signature as evidence.
- Other shareholders (except the 1st shareholder) must complete only Part (1) and Part (2) of the Agenda Proposal Form and must affix their signatures as evidence.
- Evidences of shareholding of all shareholders under Clause 3.2 and Clause 3.3, including a certificate issued by a securities company or other evidences issued by the Stock Exchange of Thailand (SET) or by Thailand Securities Depository Co., Ltd.
- (In case, the shareholder is a natural person) a certified copy of ID card or passport (in case of a foreigner).

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- (In case, the shareholder is a juristic person) copies of a Certificate of Incorporation; and copies of ID cards or passports (in case of foreigners) of the authorized directors, who have affixed their signatures therein; and all shareholders must certify the accuracy of all copies thereof.
 - Supporting documents, which shall be beneficial to the consideration of the Board of Directors (if any).

Shareholders must collect the Agenda Proposal Form, evidences of shareholding, and the supporting documents (if any) of all shareholders as one set and submit all of the original documents to the Company within the 15th day of January 2012. In case, the 15th day of January 2012 falls on a holiday, all of the original documents must be sent within the last working day before such holiday so that the Board of Directors shall have an adequate period of time to consider.

4.1.3 In case, a single share holder or several and joint shareholders, who are fully qualified as per Clause 3, intend to propose more than one agenda of the Annual General Meeting of Shareholders, the shareholders must prepare documents under Clause 4.1.1 or Clause 4.1.2, as the case may be (whereas, one set of documents shall be prepared for each agenda proposal), and must affix their signatures as evidence.

4.1.4 The Corporate Secretary shall preliminarily scrutinize all matters for the Board of Directors, as follows:

- (1) In case, shareholders have given any incorrect or incomplete information, the Corporate Secretary shall inform the shareholders within the 30th January 2012. In case, the 30th January 2012 falls on a holiday, the Corporate Secretary shall inform the shareholders within the last working day before such holiday. In case, the shareholders make the correction and return the corrected original documents to the Company within the 7th day of February 2012 (in case, the 7th day of February 2012 falls on a holiday, the shareholders shall return the original documents to the Company within the last working day before such holiday), the Corporate Secretary shall notify the shareholders in writing to acknowledge the closure of the matter.
- (2) For matter proposed by a shareholder, who is not fully qualified as per Clause 3.1, the Corporate Secretary shall notify the shareholder in writing to acknowledge the closure of the matter within the 7th day of February 2012 (in case, the 7th day of February 2012 falls on a holiday, the shareholders shall return the original documents to the Company within the last working day before such holiday).
- (3) In case, the matter is not within the scope as prescribed in Sub-Clause 4.1.4 (1) or Sub-Clause 4.1.4 (2), the Corporate Secretary

4.1.5 The Board of Directors shall consider the appropriateness of the agenda proposed by shareholders, which shall not be categorized as matters not to be included in the agenda as prescribed by the Company, unless otherwise considered by the Board of Directors; provided that the decision of the Board of Directors shall be final.

4.1.6 The matter that has been approved by the Board of Directors shall be included as an agenda in the Notice of the Annual General Meeting of Shareholders, together with opinions of the Board of Directors. The matters that have been disapproved by the Board of Directors, the Company shall notify the same to the shareholders after the Board of Director's Meeting and shall give the reasons of disapproval through the Company's website at www.stpi.co.th and declare at the Annual General Meeting of Shareholders.

4.2 THE MATTERS NOT TO BE INCLUDED AS AN AGENDA

4.2.1 Matters are proposed by shareholders, who are not fully qualified as per Clause 3.

4.2.2 Matters, which are contrary to the law, Limited Public Company Act, announcements, rules and regulations of the related government agencies such as the Stock Exchange of Thailand (SET) and Office of the Securities and Exchange Commission, etc.

4.2.3 Matters, which are not in accordance with good corporate governance guidelines.

4.2.4 Matters, which are not in accordance with:

- Objectives of business operation of the Company.
- Rules and regulations of the Company.
- Resolutions of the Shareholder's Meeting of the Company.

4.2.5 Matters, which are for the benefits of any particular group of people.

4.2.6 Matters, which may cause significant overall damage to the shareholders.

4.2.7 Matters that have been already handled by the Company.

4.2.8 Matters, which are out of the Company's authority to handle.

4.2.9 Matters, which the shareholders used to propose to the Shareholders' Meeting for consideration within the past one-year period, and were supported by less than one-tenth of the total shares, which have the voting rights of shareholders attending the meeting; whereas, the fact of that matter has not been changed significantly.

4.2.10 Matters, which the Board of Directors has carefully considered and agreed that there was no need to include the matters into the agenda; and the Board of Directors can give proper reasons to the shareholders.

4.2.11 Matters, which the shareholders had given is the incorrect or incomplete or out of information.

4.2.12 Matters, which are proposed after the date line of the agenda proposition period.

5 DIRECTOR NOMINATION

5.1 CONSIDERATION PROCEDURES

Shareholders must prepare and submit a letter of director nomination to the Board of Directors by using Director Nomination Form; whereas, shareholders may give an informal notification thereof via facsimile at FAX No. +662-260-1182 or via e-mail address of the Company at: contact@stpi.co.th before sending the original Director Nomination Form, evidences of shareholding, evidence of shareholding, evidence of consent giving of the nominee, the supporting documents for consideration of qualifications of the nominee, and addenda (if any), to the Board of Directors, of which details of each case are as follows:

5.1.1 In case of a single shareholder, who is fully qualified as per Clause 3:

The shareholder must prepare and submit the original of the Director Nomination Form, evidences of shareholding, evidence of consent giving of the nominee, the supporting documents for consideration of qualifications of the nominee, and addenda (if any), with the following details:

- Director Nomination Form, affixed with signature as evidence.
- Evidences of shareholding under Clause 3.2 and Clause 3.3, including a certificate issued by a securities company or other evidences issued by the Stock Exchange of Thailand (SET) or by Thailand Securities Depository Co., Ltd.
- (In case, the shareholder is a natural person) a certified copy of ID card or passport (in case of a foreigner).
- (In case, the shareholder is a juristic person) a separate copy of a Certificate of Incorporation: and copy of ID card or passport (in case of a foreigner) of the authorized director, who has affixed his/her signature therein and has certified the correctness of all copies thereof.
- Evidence of consent giving of the nominee, affixed with signature as evidence.
- Supporting documents for consideration of the Board of Directors (if any); whereas, the shareholder must submit all of the original documents to the Company within the 15th day of January 2012. In case, the 15th day of January 2012 falls on a holiday, all of the original documents must be sent within the last working day before such holiday so that the Board of Directors shall have enough time for consideration.

5.1.2 In case of several and joint shareholders, who are fully qualified as per Clause 3:

Shareholders must prepare and submit the original Director Nomination Form, evidences of shareholding, evidence of consent giving of the nominee, and the supporting documents (if any), with the following details:

- The 1st shareholder must complete the Director Nomination Form and must affix his/her signature as evidence.
- Other shareholders (except the 1st shareholder) must complete only Part (1) and Part (2) of Director Nomination Form and must affix their signatures as evidence.
- Evidences of shareholding of all shareholders under Clause 3.2 and Clause 3.3, including certificate issued by a securities company or other evidences issued by the Stock Exchange of Thailand (SET) or by Thailand Securities Depository Co., Ltd.
- (In case, shareholders are natural persons) certified copies of ID cards or passports of all shareholders (in case of foreigners).
- (In case, shareholders are juristic persons) copies of a Certificate of Incorporation; and copies of ID cards or passports (in case of foreigners) of the authorized directors, who have affixed their signatures therein; and all shareholders must certify the accuracy of all copies thereof.
- Evidence of consent giving of the nominee, affixed with signature as evidence.
- Supporting documents for consideration of qualification, including academic and career records of the nominee.
- Supporting documents, which shall be beneficial to the consideration of the Board of Directors (if any).

Shareholders must collect the Director Nomination Form, evidences of shareholding, evidence of consent giving of the nominee, the supporting documents for consideration of qualifications, and the addendum (if any) of all shareholders as one set and submit all of the original documents to the Company within the 15th January 2012. In case, the 15th day of January 2012 falls on a holiday, all of the original documents must be sent within the last working day before such holiday so that the Board of Directors shall have enough time for consideration.

5.1.3 In case, a single shareholder or several and joint shareholders, who are fully qualified as per Clause 3, wish to propose more than one nominee, the shareholders must prepare



documents under Clause 5.1.1 or Clause 5.1.2, as the case may be (whereas, one set of documents shall be prepared for nomination of each director), and must affix their signatures as evidence.

5.1.4 The Corporate Secretary shall preliminarily scrutinize all matters for the Board of Directors, as follows:

- (1) In case, shareholders have give any incorrect or incomplete information under Clause 5.1.1, Clause 5.1.2, or Clause 5.1.3, the Corporate Secretary shall inform the shareholders within the 30th day of January 2012. In case, the 30th day of January 2012 falls on a holiday, the Corporate Secretary shall inform the shareholders within the last working day before such holiday. In case, the shareholders make the correction and return the corrected original documents to the Company within the 15th day of February 2012 (in case, the 15th day of February 2012 falls on a holiday, the shareholders shall return the original documents to the Company within the last working day before such holiday), the Corporate Secretary shall notify the shareholders in writing to acknowledge the closure of the matter.
- (2) In case, the nominee is not fully qualified or having any forbidden characteristics as prescribed by the Company regarding the qualifications and forbidden characteristics of the Company's director, the Corporate Secretary shall notify the shareholders in writing to acknowledge the closure of the matter by the 20th day of February 2012 (in case, the 20th day of February 2012 falls on a holiday, the shareholders shall return the original documents to the Company within the last working day before such holiday).
- (3) In case, the shareholder who has nominated a director is not fully qualified as per Clause 3.1, the Corporate Secretary shall notify the shareholder in writing to acknowledge the closure of the matter within the 20th day of February 2012 (in case, the 20th February 2012 falls on a holiday, the Corporate Secretary shall notify the same to the shareholder within the last working day before such holiday).
- (4) In case, the matter is not within the scope as prescribed in Sub-Clause 5.1.4 (1), Sub-Clause 5.1.4 (2), and Sub-Clause 5.1.4 (3), the Corporate Secretary shall gather and propose the matter to the Board of Directors' Meeting.

5.1.5 The Board of Directors shall consider the appropriateness of the nominees; provided that the decisions of the Board of Directors shall be final.

5.1.6 Nominees who have been approved by the Board of Directors shall be enlisted in the agenda of the Annual General Meeting of Shareholders. For nominees who have been disapproved by the Board of Directors, the Company shall notify the same to the shareholders after the



Board of Directors' Meeting and shall give the reasons of disapproval through the Company's website at www.stpi.co.th and in the Annual General Meeting of Shareholders.

5.2 QUALIFICATIONS OF THE COMPANY'S DIRECTOR

- 5.2.1 Having the correct qualifications and having no forbidden characteristics according to the law, Limited Public Company Act, Securities and Exchange Act, and the Principle of Good Corporate Governance of the Company.
- 5.2.2 Having the crucial knowledge and abilities to the Company's businesses, for example, in the construction business, the Company's director shall have knowledge and experience in engineering, architecture, financing, accounting, economics, laws.
- 5.2.3 Having no conflict of interests with the Company according to the Limited Public Company Act and/or the legal provisions.
- 5.2.4 Having independence; performing the duties with carefulness, honesty, and devotion of time to the Company, both within and outside the meeting; and performing the work as assigned by the Board of Directors.