

**Criteria for Minor Shareholders to Propose Agenda Item(s)  
and/or Nomination of Director(s)  
for the 2013 Annual General Meeting of the Shareholders  
of Forth Corporation Public Company Limited**

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Recognised the importance of fair and equitable treatment of shareholders based on the good corporate governance principles to which Forth Corporation Public Company Limited ("the Company") has been continuously hold on, the Company's Board of Directors resolved to offer the opportunity to the Company's minor shareholders to propose the agenda item(s) and/or qualified candidate(s) to be elect as the Company's director(s) in advance and in order that the Board of Directors will consider the proposal to the 2013 Annual General Meeting of the Shareholders. To ensure the transparency and that the decision made upon the Company's benefit, the Board of Directors established the procedures and criteria in considering and selecting the agenda item(s) and/or the nomination of director(s) as follows.

**Clause 1 Qualifications of shareholder eligible to propose agenda item(s) and/or nomination of director(s)**

The shareholder who wishes to propose the agenda item(s) and/or nomination of director(s) is required by the following qualifications.

- 1.1 Being the Company's shareholder, one individual shareholder or combined shareholders, and holding not less than 480,000 shares individually or aggregately.
- 1.2 Continuously holding the shares as stated in Clause 1.1. for at least 1 year until the date the proposal of agenda item(s) and/or nomination of director(s) is made.

**Clause 2 Proposal of Agenda Item(s)**

- 2.1 Proposals not to be included in the Meeting Agenda
  - 1) A proposal that violates applicable laws, rules and regulations enforced by the government authorities or regulatory agencies or non-compliance with the objectives, Articles of Association, Shareholders' Meeting resolutions, and good corporate governance practices of the Company.
  - 2) A proposal that has no benefit to the Company's operations.
  - 3) A proposal that in favour of a specific person or group.
  - 4) A proposal that is under the Board of Directors' authority except the one causing significant damages to general shareholders.
  - 5) A proposal that was already implemented by the Company.
  - 6) A proposal that is beyond the control of the Company.
  - 7) A proposal that was proposed to the Shareholders' Meetings during the past 12 months and was agreed with the votes less than 10% of the total voting shares and the facts are not material changed.
  - 8) A proposal that is submitted with incomplete or incorrect information or the proposed shareholder cannot be contacted.
  - 9) A proposal that is made by an unqualified person as specified in Clause 1.

## 2.2 Consideration Procedures

- 1) The qualified shareholder according to Clause 1 is required to prepare the Form to Propose Agenda Item (Form A) attached to this criteria. The proposal shall be posted with required documents for consideration and the evidence of shareholding by registered mail to Corporate Secretary within 28 December 2012, as the following address:

**Corporate Secretary, Forth Corporation Public Company Limited  
226/12, 13, 16, Phaholyothin Road, Samsennai,  
Phayathai, Bangkok, 10400**

- 2) Corporate Secretary will initially review the completeness of the information and notify the proposed shareholder for correction in case of incompleteness before submit to the Board of Directors' consideration based on the criteria specified in Clause 2.1 except for otherwise decisions made by the Board of Directors. In all cases the Board of Directors' judgment is deemed the matter comes to an end.
- 3) The proposal approved by the Board of Directors will be included with the Board of Directors' opinion in the notice for the 2013 Annual General Meeting of the Shareholders.
- 4) For the proposal disapproved by the Board of Directors, the Company will inform the proposed shareholder instantly after the Board of Directors' Meeting or the next office date. Details will be notified through the Stock Exchange of Thailand's channel and the Company's website at [www.forth.co.th](http://www.forth.co.th).

## **Clause 3 Nomination of Director(s)**

### 3.1 Director's Qualifications and Forbidden Qualifications

The director nominee must not possess the following qualifications.

- 1) Having the qualification according to the Public Company Act, Securities and Exchange Act and the Good Corporate Governance of the Company.
- 2) Possessing the educational background, working experiences, and other qualification as specified by the Company.
- 3) Being able to dedicate time and abilities for the utmost benefits of the Company as his/her duties and being available to attend the Company's meeting regularly.
- 4) Not holding a directorship in more than 5 listed companies.

### 3.2 Consideration Procedures

- 1) The qualified shareholder according to Clause 1 who wishes to nominate a director fulfilled the qualifications specified in Clause 3.1 is required to prepare the Form to Nominate Director (Form B) attached to this criteria with the nominee' signature consent. The proposal will be posted with required documents including the nominee's education background and working experiences, other support information for consideration of the Board of Directors, and the evidence of shareholding by registered mail to Corporate Secretary within 28 December 2012, as the following address:

**Corporate Secretary, Forth Corporation Public Company Limited  
226/12, 13, 16, Phaholyothin Road, Samsennai,  
Phayathai, Bangkok, 10400**

- 2) Corporate Secretary will initially review the completeness of the information and notify the proposed shareholder for correction in case of incompleteness before submit to the consideration of the Board of Directors according to the Company's recruiting procedures except for otherwise decisions made by the Board of Directors. In all cases the Board of Directors' judgment is deemed the matter comes to an end.
- 3) The nominee approved by the Board of Directors will be proposed to the 2013 Annual General Meeting of the Shareholders by nominating on the meeting notice with the Board of Directors' opinion.
- 4) For the nominee disapproved by the Board of Directors, the Company will inform the proposed shareholder instantly after the Board of Directors' Meeting or the next office date. Details will be notified through the Stock Exchange of Thailand's channel and the Company's website at [www.forth.co.th](http://www.forth.co.th).