

L.P.N. Development Public Co., Ltd.
Criteria for the Rights of Shareholders to Propose
Annual General Meeting of Shareholders Agenda

1. Objective

In compliance with corporate good governance, L.P.N. Development Public Co., Ltd. (“Company”) emphasizes the rights and equality of shareholders as well as maintains suitable, efficient and effective management. In order to show its commitment to the provision of impartial and equitable treatment of all shareholders, the Company offers all shareholders the opportunity to submit an agenda prior to the Annual General Meeting of Shareholders to be included in the agenda of the Meeting according to the criteria.

To ensure a fair and transparent consideration procedure, the Company has established a set of criteria for shareholders to propose Annual General Meeting of Shareholders agenda in order to refine the agenda to be truly beneficial to the Company.

2. Definition

“Company”	means	L.P.N. Development Public Co., Ltd.
“Board of Directors”	means	Board of Directors of L.P.N. Development Public Co., Ltd.
“Agenda”	means	Agenda of the Annual General Meeting of Shareholders of L.P.N. Development Public Co., Ltd.

3. Qualifications of Shareholder

Shareholders who wish to propose an agenda must possess the following qualifications:

3.1 Must be a shareholder or a group of shareholders who hold shares and have the right to vote in the aggregate amount of no less than 0.1 percent of the total shares with the voting rights of the Company (1,475,698,768 shares).

3.2 Must have continuously held the shares of the Company for a period of at least 12 months and must be holding shares on the day the agenda is being proposed.

4. Related evidential document

In order for the proposed agenda to be considered, the Company requests that the shareholder provide the following important details for consideration:

4.1 Name, address and phone number of the shareholder who would like to propose an agenda (if there are more than one shareholder, the details of all shareholders are to be provided) for further enquiries.

4.2 Evidence of shareholding i.e. certified true copy of certificate of shares or certificate of shares issued by a broker or Thailand Securities Depository Co., Ltd. or any other evidence from the Stock Exchange of Thailand.

4.3 Evidence of Identification

1) For Individual

Certified true copy of the identification card or government officer identification card or passport (in case of foreigners) or alien identification card of the shareholder which has not expired.

2) For Juristic Person

Certified true copy of the certificate of juristic person which is issued no longer than 1(one) month ago and copy of the identification card or alien identification card which has not expired or passport (in case of foreigners) of the authorized directors who signed in the Form to propose Annual General Meeting of Shareholders agenda affixed with juristic person's seal (if any).

5. Proposal of the Agenda

5.1 Proposal Procedure

- 1) A shareholder who possesses the qualifications required by the Company must complete the agenda proposal form which is attached herewith, sign the form and attach evidential documents as stated in this Criteria.
- 2) In case of a group of shareholders who possess the qualifications in accordance with the criteria no. 3, each and all shareholder must complete the information in the agenda proposal form, sign the form and attach certified true copy of evidential documents as stated in the form and compile all the document into one document and identify one person to be the contact person with the Company.
- 3) In case that a shareholder or shareholders who possess the qualification in accordance with the criteria no. 3 would like to propose more than one agenda, such shareholder(s) must complete one form per one agenda and sign all the forms.
- 4) Shareholder must complete all the information and sign the Annual General Meeting of Shareholders agenda proposal form. The Company requests that the shareholder indicates the matter, the objective and the details with supporting reasons and documents for consideration of the Board of Directors.

5.2 Agenda Proposals Unacceptable for Consideration

- 1) Proposals that violate the law, rules or regulations of government agencies or other governing agencies, or which do not comply with the objectives, articles of association, shareholders' resolutions and the practices associated with good corporate governance of the Company.
- 2) Proposals that are proposed by unqualified shareholders or have insufficient evidential document.
- 3) Proposals that contain incomplete, inaccurate or insufficient information or in case that shareholder fails to submit the proposal on time or is not contactable.
- 4) Proposals that are beneficial only for specific individual or group of persons.

- 5) Proposals that are within the managing power of the Board of Directors, except in the case that may cause significant damage to shareholders as a whole.
- 6) Proposals that concern the regular business operation of the Company, whereby the shareholder's proposal does not substantiate any irregularity of such matter.
- 7) Proposals on the matter which the Company has already taken action on.
- 8) Proposals on the matter which is beyond the power of the Company to take action on.
- 9) Agenda that has been proposed within the past 12 months and received vote less than 10 percent of the total shares with the right to vote; without any significant changes in the fact on the matter.
- 10) Any other cases as announced by the Capital Market Commission.

5.3 Consideration of the Proposal

- 1) The Secretary of the Company will initially review the proposal. If the information and documents are completed, the Secretary will propose to the Board of Directors for consideration. The decision of the Board of Directors is final.
- 2) The proposals accepted by the Board of Directors will be included in the agenda of the Annual General Meeting of Shareholders in the meeting invitation letter together with the comments of the Board of Directors.
- 3) For the proposal disapproved by the Board of Directors, the Company will inform the Annual General Meeting of Shareholders for acknowledgement as well as the reasons for refusal.

6. Contact Information for Submission of Proposal

Shareholders are able to contact the Company via the following channels:

- 1) Submit signed documents and evidences for consideration of the Board of Directors by post to:

Ms. Somsri Techakraisri
Corporate Secretary
L.P.N. Development Public Co., Ltd.

1168/109 36th Floor, Lumpini Tower
Rama 4 Road, Tungmahamek,
Sathorn, Bangkok 10120

- 2) If shareholders have any question, please contact Ms. Yupaporn Chamchamchoy, Manager, Director Office Department, at the telephone number (02) 285-5011.

7. Period for Submission of Proposal

Period for submission of proposal is scheduled from 1 November to 30 November of every year, the stamped postal date being decisive.

The above criteria have been approved by the Board of Directors' Meeting Ref. 6/2012 on 23 August 2012 of L.P.N. Development Public Co., Ltd.
