

Ref : IM1-LE-CS-16-11-01

3<sup>rd</sup> November 2016

Subject: Right of shareholders to propose agenda and nominee to be elected as director for the 2017 AGM

Attention: The President  
The Stock Exchange of Thailand

Enclosures:

1. Criteria for shareholders to propose agenda and nominee to be elected as director for the 2017 AGM

According to the good corporate governance regarding the equitable treatment of shareholders, Masterkool International Public Company Limited (“KOOL”) would like to invite the shareholders to propose agenda and the nominee to be considered for the election as the Company’s director at the 2017 Annual General Meeting of Shareholders (“the 2017 AGM”) which planned to be held in April 2017. The period of proposing will be from now until 15 January 2017 as details attached. The procedures are disclosed on the Company’s website at <http://www.masterkool.com>

Please be informed accordingly.

Sincerely yours,

(Mr. Noppachai Veeraman)  
Managing Director

Company Secretary Office  
Tel: 0 2953 8800 ext. 400-401  
Fax: 0 2589 8586

**Criteria for shareholders to propose agenda and nominee to be elected as director  
For the 2017 Annual General Meeting of Shareholders**

**Objective**

Masterkool International Public Company Limited (“the Company”) has implemented a policy to the shareholders’ right and equitable treatment of shareholders in accordance with the Good Corporate Governance policy. The Company would like to invite shareholders to propose any matter considered important and truly beneficial to the Company as agenda for the 2017 Annual General Meeting of Shareholders; and nominee to be elected as director prior to the meeting. The criteria are as follows:

1. The qualifications of shareholder

All of the shareholders can propose the agenda and/or nominee to be elected as director.

2. Criteria for proposing

2.1 To propose agenda for the meeting

The Company will not include following matters as agenda for the meeting:

2.1.1 Matters that violate to the law, rules, and regulations of government agencies or other governing agencies are not complied with the objective, the Articles of Association, the shareholders’ resolution and the good corporate governance policy of the Company.

2.1.2 Other matters that the Board deems unnecessary to place as the agenda.

2.2 To propose qualified candidate to be elected as director

The person nominated to director must have qualified qualifications and must not have the prohibited characteristics as follows:

2.2.1 Having such qualifications without any prohibited characteristics under the Public Limited Companies Act, Securities and Exchange Act and other relevant rules.

2.2.2 Having knowledge and skill in the areas significantly beneficial to the Company.

3. Procedures for Proposing

3.1 To propose agenda for the meeting

3.1.1 The shareholders can propose the agenda of the meeting to the Board of Directors by filing in the “Form for proposing agenda for the 2017 Annual Ordinary General Meeting of Shareholders” with his/her signature. The form can be downloaded from <http://www.masterkool.com> > Company Information > Investor Relation

3.1.2 The shareholders must submit the form along with other supporting documents for the Board of Directors’ consideration.

3.2 To propose qualified candidate to be elected as director

3.2.1 The shareholders can nominate the person to be elected as director by filling in the “Form of proposing name of qualified candidate to be elected as director” and “Information of the proposed candidate to be elected as director” Forms can be downloaded from <http://www.masterkool.com> > Company Information > Investor

Relation

- 3.2.2 The shareholders must submit the form along with other supporting documents for the Board of Directors' consideration.

4. Required support documents

The shareholders are required to enclose required documents with the proposal as follow:

- 4.1 The evidence of shareholding i.e. certificate of shares, confirmation letter from the Securities Companies or any other evidences from the Stock Exchange of Thailand or Thailand Securities Depository Co., Ltd.
- 4.2 Supporting documents required for proposing the agenda for the meeting and/or the nominating the person to be elected as director to be certified true and correct for the Board's consideration.

5. Channels for proposal submission

- 5.1 E-mail to Ms. Mallika Trakoolthai, the Company Secretary at [comsec@masterkool.com](mailto:comsec@masterkool.com)
- 5.2 Fax to Ms. Mallika Trakoolthai, the Company Secretary at 0 2589 8586
- 5.3 Submit true copies of documents and copy of evidence with certified true copies to the following address:-

Ms. Mallika Trakoolthai  
The Company Secretary Office  
Masterkool International Public Company Limited  
12/16-17 and 12/20 Thesabansongkrao Road  
Ladyao, Chatuchak  
Bangkok 10900

- 5.4 For further information regarding this criteria or AGM, please contact The Company Secretary Office at 0 2953 8800 ext. 400-401

6. Procedures for Consideration

- 6.1 The Nomination and Remuneration Committee will consider the qualification of proposed candidate initially, and the matter proposed by the shareholders before further proposing to the Board of Directors for consideration.
- 6.2 The matter and/or nominated person which proposed by shareholder will be informed together with the Board's opinion in the Notice of AGM.

7. Deadline for proposal submission the shareholder shall send the proposal from now until 15 January 2017.



**Form for proposing agenda for  
the Annual General Meeting of Shareholders for the Year 2017**

Date.....

I am, Mr./Mrs./Ms. ....Residing at.....

Road.....Sub-district.....District.....

Province.....Postal Code.....Home/Office Telephone.....

Mobile.....Facsimile.....E-mail.....

Being a shareholder of Masterkool International Public Company Limited (KOOL), holding..... shares

I would like to propose the agenda(s) for the 2017AGM as follow

**Proposed agenda:**

.....

For consideration

For acknowledgement

**Proposal / Reason for consideration:**

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Other supporting documents (if any) have been enclosed and certified true copy at every page, totaling.....page(s).

I hereby certify that all the information written in this form and other supporting documents are true and correct to the best of my knowledge

..... Shareholder's Signature

(.....)



**Form for proposing nominee to be elected as director  
the Annual General Meeting of Shareholders for the Year 2017**

Date.....

I am, Mr./Mrs./Ms. ....Residing at.....

Road.....Sub-district.....District.....

Province.....Postal Code.....Home/Office Telephone.....

Mobile.....Facsimile..... E-mail.....

Being a shareholder of Masterkool International Public Company Limited (KOOL), holding..... shares

I would like to nominate Mr./ Mrs./ Ms.....to the Board of Directors for consideration his/her qualification to be elected as director at the Annual General Meeting of Shareholders for the Year 2017. I have an opinion that this person has suitable qualification and do not have the prohibited characteristics in accordance with the criteria set. The consent of such person together with other supporting documents which certified true copy are enclosed, totaling ..... pages.

**Reason for consideration:**

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.....  
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I hereby certify that all of the information written in this form and other supporting documents are true and correct. I hereby permit to the Company to disclose such information or documents

..... Shareholder's Signature

(.....)

**Photo  
1 Inch**

**Information of proposed candidate for director position  
Masterkool International Public Company Limited**

Date.....

Name/Surname (Thai) .....

(English).....

Date of Birth (DD/MM/YYYY).....Age.....Gender.....Nationality.....

Residing at.....Road.....Sub-district.....

District.....Province.....Postal Code.....

Home/Office Telephone.....Mobile.....Facsimile.....

E-mail.....

Shareholding in Masterkool International Public Company Limited (KOOL), holding..... shares

**Marriage Status**

Spouse's name....., holding ..... KOOL's shares

Number of children..... Person(s)

1.....Age.....years, holding ..... KOOL's shares

2.....Age.....years, holding ..... KOOL's shares

3.....Age.....years, holding ..... KOOL's shares

**Education Background** (please enclose copy of academic qualification/certificate)

Institution	Degree and major subject	Year of graduation

**Training Program**

Course	Institution	Year of attendance

**Work Experience/ the position of directors in other companies during the past 5 years till present**

Institution/Company	Type of business	Position	Period

**Direct or indirect conflict of interest with the Company, subsidiaries, associates or related Companies / Shareholding, being a partner to a partnership or a director in other companies which engage same nature of business as the Company (Please describe in details.)**

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 .....

**Affirmative**

I acknowledged this proposal and Consent to be elected to the position of Director of Masterkool International Public Company Limited and certified that all of the information provided in this form along with supporting documents submitted herewith are true and correct.

..... Candidate's Signature

(.....)