

# NCL INTERNATIONAL LOGISTICS PUBLIC COMPANY LIMITED

## The Criteria for Shareholders to Propose Agenda and/or

### To Nominate Candidates to be elected as Directors

#### at the 2017 Annual General Meeting of Shareholder (AGM)

#### 1. Objectives

The Company realizes the right and equitable treatments to all shareholders and the practice of Good Governance. The Company therefore gives the opportunity to shareholders to participate in proposing agenda and/or candidates to be elected as directors in the Company's 2017 Annual General Meeting of Shareholder in advance by following company's criteria.

#### 2. Qualification of shareholders

The Shareholders eligible to propose the 2017 AGM agenda and/or to nominate candidates to be elected as directors must possess the qualifications required by law as follows:

- 2.1 Being the shareholder(s) of the Company which can be either one shareholder or combined holding Company share not less than 5 percent of the total voting rights of the Company.
- 2.2 Must hold those shares as stipulated in 2.1 holding of the company for a continuous period of at least one year to the date of the submission for agenda and/or to nominate candidates to be elected as directors

### 3. The related documents

3.1 **The evidence of shares holding** such as share certificate, share certificate from broker or any other certificates from the Stock Exchange of Thailand or Thailand Securities Depository Co.,Ltd. If it is a copy, it must be certified as true and correct.

#### 3.2 **Shareholder identification**

##### In case of Individual shareholder

- Valid copy of identification Card or Alien identification card or Passport (for foreigners) of shareholder with certification true and correct.

##### In case of Juristic Person

- Copy of juristic person certificate not exceeding 1 mount and valid copy of I.D. card or alien identification card or passport (for foreigners) of the authorized signature with certification true and Seal of the company (if any).

- Valid copy of Identification Card or Passport (for foreigners) or alien identification card of shareholder with certification true and correct.

### 4. The criteria for proposing agenda

#### 4.1. Process for proposing agenda

1. Completely fill in and sign the Agenda Proposal Form of The Annual General Meeting of Shareholder 2017 (Form A) and attach required documents as stated above.
2. In case a group of shareholders wishes to propose agenda, each shareholder must Individually fill in and sign Form A. All documents should be gathered into one set and identify one person to be contact person with the Company.

3. In case a shareholder or group of shareholders would like to propose more than one agenda, each shareholder individually fill in and sign Form A, one set for one agenda.  
  
All documents should be gathered into one set

#### 4.2 Procedure

1. The Company's secretary will consider in prior. If the information is complete, the Company's secretary will propose to Board of Directors for consideration. The Board of Directors judgment is deemed the matter comes to an end.
2. The proposal approved by the Board will be contained in agenda of Annual General Meeting of Shareholder 2017 and published in the notice of Annual General Meeting of Shareholder 2017 including the directors' opinion
3. For the proposal disapproved by the Board, The Company will inform in Annual General Meeting Shareholder 2017 including reasons.

#### 4.3 The proposal that will not be placed on the Agenda

1. Proposal proposed by shareholders who are not qualified, unable to provide complete and correct information and evidence, or not able to propose on the time set forth.
2. Proposal that is about normal business operation and allegation made by shareholders which do not present reasonable cause to suspect the abnormality of the said business operation.
3. Proposal that is beyond authority of the Company to conduct in order to meet the expected outcome.

4. Proposal that have been previously proposed to Annual General Shareholder Meeting during the past 12 months and were supported by less than ten percent of total voting rights of the Company. It is exceptional if the facts in the latter proposals are changed significantly from the previous one.
5. Proposal that violates to the laws, notifications, regulations, rules and procedure of government or authority or proposal that is not corresponding to Company Articles of Association, resolutions of Annual General Shareholder Meeting and the principles of Good Corporate Governance.
6. Proposal that the company has been operated.
7. Other matters corresponding to notification of Capital Market Supervisory Board.

## **5. The criteria for nominating candidate to be company's director**

### 5.1 The process for proposing candidate

1. Completely fill in and sign the Candidate Nomination Form (Form B) and attach required documents as stated above.
2. In case a group of shareholders wishes to propose person to be elected as company's director more than one candidates, each shareholder must individually fill in and sign Form B. All documents should be gathered into one set and identify one person to be a coordinator with the Company.
3. In case a shareholder or group of shareholders would like to nominate more than one person to be elected as company director, each shareholder must fill in Form B, one set per one person with signature wholly.

4. Completely fill in Profile of Nominated Persons (Form C) with signature and attach the required documents for consideration such as I.D Card or passport (for foreigners) and House Registration, educational certificate and the present working document or the latest with certification true and correct. In case of nomination more than 1 person, fill in the one form per one person.

#### 5.2 Procedure

1. The Company's secretary will consider in prior. If the information is complete, the Company's secretary will propose to The Nomination and Remuneration committee to consider the qualification as stated above and will propose to The Board of Directors judgment is deemed the matter comes to an end.
2. The names of the Candidate approved by The Board of Directors will be contained in agenda of Annual General Meeting of Shareholder 2017 and published in the notice of Annual General Meeting of Shareholder 2017 including the directors' opinion
3. For disapproved Candidate(S), The Company will inform in Annual General Meeting Shareholder 2017 including reasons.

#### 5.3 Qualifications of Directors/Independent Directors

1. Be qualified and possess none of the characteristics prohibited under Act and the related Notification.
2. Be knowledgeable, capable and possess a variety of skills and working experiences that are beneficial for the Company.
3. Be capable of providing leadership, vision, ethic and independent in making decision for the optimum benefit of the company and shareholders and able to use knowledge,

capability and experiences for the business conduct and truly interested in  
Company's business.

#### **6. Channels for submitting agenda proposal and Period**

6.1 The shareholder can send signed documents and various evidences as supporting  
documents for Board of Directors' consideration by registered mail to:

The Company's Secretary

NCL International Logistics Public Company Limited

56/9-10 Soi Somdejprachaotaksin 12/1, Bukkhalo, Thonburi,

Bangkok 10600

6.2 During 15 December 2016 – 31 January 2017. As such, postmarked date on the  
envelope will be accounted for.

#### **7. The submission period**

For further information required call the Company's Secretary, Tel. 02-4737330 Ext. 307

Email : rachanee.l@nclthailand.com