



**ELECTRONICS INDUSTRY PUBLIC COMPANY LIMITED**



TH97/10561QM TW00/17276EM IATF 0060636  
SGS TH07/1033

103,117 I-EA-T Free Zone, Lat Krabang Industrial Estate, Lat Krabang, Bangkok 10520, Thailand (Registration No. 0107546000041)  
TEL : (66 2) 326-1234, 326-0102, 739-4580 FAX : (66 2) 326-1020 E-mail : eic@eicsemi.com http ://www.eicsemi.com

## **Criteria for Shareholders to propose AGM Agenda and / or Director Nominee in advance for the Annual General Meeting 2012**

For the Good corporate governance regarding the rights and equitable treatment of shareholders, the Board Directors of Electronics industry Public Company Limited (EIC) will allow the shareholders to propose any beneficial matter as agenda for 2012 Annual General Shareholders' Meeting and names of qualified nominees for the company's board of directors in advance. The criteria are as following:

### **1. Qualifications of Shareholders**

The shareholders who wish to propose the agenda and/or director nominees must possess qualifications according to the criteria as follows:

- Being the shareholder of the company which can be either one shareholder or combined shareholders.
- Holding minimum shares not less than 1% of total shares.
- Holding the shares continuously for at least one year by the date the shareholder proposes the agenda or director nominees.

### **2. Proposal of the Agenda**

2.1 Proposals: the Proposals that will considered to be issued on the Agenda: must be identified as "Proposed for information", or "Proposed for Consideration together with further details", or "Propose for Approval".

2.2 The following proposals will not be considered to add into the Agenda :

- (1) A proposal that violates applicable laws, rules, regulations of the government agencies, or regulatory or involved agencies, or actions not in compliance with the objectives, Articles of Association, the resolution of shareholders' meeting and the good corporate governance of the company;
- (2) A proposal that is beneficial for specific person or group;
- (3) A proposal lying under management authority of the company, except the ones causing material impacts on shareholders in general;
- (4) The proposal that the company has already implemented;
- (5) The proposal that is beyond the control of the company;
- (6) The proposal whose information provided is incomplete or incorrect, or from shareholders who are unable to contact;
- (7) A proposal from shareholders who are not fully qualified.



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### **3. Nomination of Company's Director**

#### 3.1 Details for Director Nominees :

- First name, last name, age, nationality
- Contact address
- Education qualifications
- Education background
- Training background on director's duties
- Working experience
- Current position: in listed companies / limited companies / other agencies
- Shareholding in the company and its subsidiaries
- Other useful information

#### 3.2 Qualifications for Company's Director

(1) Being fully qualified and not be prohibited according to:

- Public Company Act
- Securities and Exchange Act
- Securities and Exchange Commission
- The Stock Exchange of Thailand
- The Company's Articles of Association
- The Principles of the Company's Good Corporate Governance

(2) Having knowledge, skills and experiences that are advantage to the Company's business lines.

(3) Being dedicated to perform all the duties as assigned.

### **4. Supporting Documents to be enclosed**

Shareholders have to enclose Supporting Documents with the proposal as follows:

**4.1 Evidence of shareholding**, i.e. certificate of shares held issued by securities companies or any other certificates from the Stock Exchange of Thailand or Thailand Securities Depository Co., Ltd.

**4.2 Evidence of Combined Shareholders:**

- (1) Natural persons: copy of valid identification card / passport (in case of non-residents);
- (2) Juristic persons: copy of the company's affidavit issued by Department of Business Development, Ministry of Commerce or other related agencies, and copy of valid identification card or passport (in case of non-residents) of authorized signatories, attached with certifying signatures of the authorized signatories.



#### **4.3 Supporting documents required for proposal of the agenda**

(1) Form of AGM Agenda Proposal

If combined shareholders wish to propose the agenda, all of them must fill out the “ **Form of Agenda Proposal for the Annual General Meeting of the year 2012**” and sign or affix their names as evidence. Then gathered each of these forms into one set, each set for one proposal. All combined shareholders must also fill out a name of a person who will be their consent. In this regard, any contacts between the Company and the consent means the ones between the Company and all signed combined shareholders.

(2) Certified true copy of other supporting documents beneficial for the Board’s consideration (if any).

#### **4.4 Supporting documents required for proposal of director nominees**

(1) Form of Director Nomination

If combined shareholders wish to propose names of nominees for the Company’s Board of Directors, all of them must fill out the “**Form of Director Nomination for the Annual General Meeting of the year 2012**” and sign or affix the names as evidence. Then gather each of these forms into one set, each set for one nominee.

In addition, all combined shareholders must fill out a name of a person who will be their consent.

In this regard, any contacts between the Company and the consent mean the ones between the Company and all signed combined shareholders.

(2) Nominee Profile, signed by the nominee himself / herself

(3) Certified true copy of relevant documents such as evidence of education qualification, working training experience, evidence of shares held

(4) Certified true copy of other supporting documents beneficial for the Board’s consideration (if any).

### **5. Consideration Procedure**

#### **5.1 Proposal of the Agenda**

(1) Shareholders submit the ““ **Form of Agenda Proposal for the Annual General Meeting of the year 2012**”

(2) Company Secretary will initially gather / review the proposals as set by the criteria and act according to the company procedure before proposing to the meeting of Audit Committee and the Company’s Board of Director for consideration before proposing to the AGM.

(3) The proposals will be considered by the Board of Directors.

(4) The proposal approved by the Company’s Board of Directors will be reported in the agenda of the AGM notice, as an agenda proposed by shareholders. If the proposals failed, the Company will explain in the website [www.eicsemi.com](http://www.eicsemi.com).



## **5.2 Nomination of the Director**

- (1) Shareholders submit the Form of Director Nomination for the Annual General Meeting of the year 2012”
- (2) Company Secretary will initially gather / review the correctness and completeness of information and qualifications of director nominees act according to the company procedure before proposing to the Nominating Committee and the Company’s Board of Directors.
- (3) Name of nominee approved by the Nominating Committee and the Board along with the board opinion will be included in the agenda of the AGM notice, as nominees proposed by shareholders.
- (4) Name of nominee disapproved by the Nominating Committee and the Board, the company will inform the shareholders or their consent with the reason of the board’s refusal to the shareholders by normal mail.

## **6. Channels for submitting proposed agenda items**

Channels for submitting proposed agenda items as follow:

- 6.1 Sending unofficial proposal through Fax: 02-326-1234 or email address: eic@eicsemi.com or through the company’s website [www.eicsemi.com](http://www.eicsemi.com) click Investors Relation, then click AGM Meeting
- 6.2 Sending official proposal to:  
Executive Office Department,  
Electronics Industry Public Company Limited  
65, 68 ChalongKrung Soi 31, ChalongKrung Road,  
Lat Krabang Industrial Estate,  
Bangok 10510
- 6.3 For further information required call Tel. 02 326 1234 ext 108

## **7. Submission Period :**

Submission is allowed from 22 December 2011 until 21 January 2012

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**Form of Agenda Proposal for the Annual General Meeting of the year 2012**

Date.....

I am (Mr./Mrs./Ms./.....).....being the shareholder  
of Electronics Industry Public Company Limited holding.....shares,  
residing at..... Road.....District.....Provice.....  
Home/Office Phone.....Mobile.....Fax.....  
E-mail (if any ).....

I would like to propose the agenda for the Annual General Shareholders'  
Meeting of the year 2012

Subject :.....  
.....

Proposal / reason for consideration :.....  
.....  
.....  
.....

Other support documents (if any) have enclosed and certified true copy at every  
page,...../ pages in total

[ In case of combined shareholders proposed the agenda]  
( Mr./Mrs./Ms./.....).....is appointed as my  
Proxy to contact Electronics Industrial Public Company Limited

I certify that all information written in this Form, the evidence of shares' held,  
and other support documents are correct and affix the name as evidence below

\_\_\_\_\_  
Shareholder's Signature  
( \_\_\_\_\_ )



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**Form of Director Nomination for the Annual General Meeting of the year 2012**

Date.....

I am (Mr./Mrs./Ms./.....).....being the shareholder of  
Electronics Industry Public Company Limited holding.....shares,  
residing at.....Road.....  
District.....  
Province.....Home/ Office Phone..... Mobile.....  
Fax.....E-mail (if any).....

I would like to nominate (Mr./Mrs./Ms./.....).....  
Who is fully qualified in accordance with the criteria of the Company to be the  
director. The nominee has been signed below as the evidence of consent. The  
curriculum vitae of the nominee and other support documents (if any ) have been  
enclosed and certified true copy at every page,.....pages in total.

[ In case of combined shareholders proposed the name of nominees]  
(Mr./Mrs./Ms./....).....is appointed as my Proxy to  
contact Electronics Industry Public Company Limited.

I certify that all information written in this Form, the evidence of shares' held,  
and other support documents are correct and affix the name as evidence below

\_\_\_\_\_ Shareholder's Signature

( \_\_\_\_\_ )



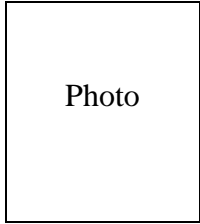
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**Information of Proposed Candidate for Director Position**



**Name/Surname** (Thai).....  
(English).....  
(Birth date: DD/MM/YY).....Age.....(.....Male.....Female)  
Nationality.....residing at.....Road.....  
District.....Province.....Home/Office Phone.....  
Mobile.....Fax.....E-mail (if any).....

**Number of share holding**.....Shares as of.....

**Marriage status**

Spouse's name.....Number of share holding.....Shares  
Number of Children.....;  
1.....Age.....Number of share holding.....Shares  
2.....Age.....Number of share holding.....Shares  
3.....Age.....Number of share holding.....Shares

**Education Background** (please enclosed copied of academic qualifications certificates)

Institution	Degree and Major Subject	Year of Graduation
.....	.....	.....
.....	.....	.....
.....	.....	.....

**Director Training Program**

Course	Organizer	Year Attended
.....	.....	.....
.....	.....	.....
.....	.....	.....



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**Work Experiences**

Company	Type of Business	Position	From..... To..... (.....years)
.....	.....	.....	.....
.....	.....	.....	.....
.....	.....	.....	.....
.....	.....	.....	.....

**Having direct and indirect interests in Company**, such as shareholding , being a partner in partnership, or being director of company which operates the same mature of business of EIC.

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.....  
.....  
.....

I (Mr./Mrs./Ms./.....)....., who has been nominated for appointment as EIC’s director certify that the information provided above is true and the supporting documents submitted herewith are authentic.

.....Candidate’s signature  
(.....)  
Date.....