

# **Pan Asia Footwear Public Company Limited**

## **The criteria for shareholders to propose agenda and/or to nominate candidates to be elected as Directors at the General Meeting of Shareholders 2017**

### **1. Objectives**

The Company realizes the rights and equitable treatments to all shareholders and the practice of Good Corporate Governance Principles. 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 General Meeting of Shareholders 2017 in advance by following company's criteria.

### **2. Qualifications of shareholders**

Shareholders wishing to propose agenda and/or candidates to be elected as directors must possess the qualifications based on the regulation; being a shareholder or group of shareholders with holding Company shares collectively at the minimum of 5 percent of total voting rights (minimum 27,000,000 shares)

### **3. The related documents**

**3.1 The evidence of shares holding** such as share certificates, share certificates from broker or any other certificates from 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 6 months and valid copy of Identification Card or alien identification card or passport (for foreigners) of the authorized signature with certification true and correct.

#### **4. The criteria for proposing agenda**

##### **4.1 The Process for proposing agenda**

- (1) Completely fill in and sign the Agenda Proposal Form (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 coordinator with the Company.
- (3) In case a shareholder or group of shareholders would like to propose more than 1 agenda, each shareholder individually fill in and sign Form A, 1 set for one agenda. All documents should be gathered into one set.

##### **4.2 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 be 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 General Meeting of Shareholders 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 General Meeting of Shareholders 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.

##### **4.3 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 approved proposal will be contained in agenda of General Meeting of Shareholders 2017 and published in the Notice of the General Meeting of Shareholders including the Directors' opinion.
- (3) For disapproved proposal, the Company will inform in the agenda for acknowledgement in General Meeting of Shareholders including reasons.

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

### **5.1 The process for proposing candidate**

Shareholders who possess all qualifications compliance with the mentioned principle can propose candidate to be company's director, the processing are:

- (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, 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, 1 set per one person with signature wholly. All documents should be gathered into one set.
- (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 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.

### **5.3 Procedure**

- (1) The Company's secretary will consider in prior. If the information is complete, the Company's secretary will propose to Nomination and Remuneration Committee to consider the qualification as stated above and propose to the Board of Directors for consideration. The Board of Directors judgment is deemed the matter comes to an end.
- (2) The approved person will be proposed in the agenda of Director Election in General Meeting of Shareholders 2017 and published in the Notice of General Meeting of Shareholders including the Directors' opinion.
- (3) For disapproved person, the Company will inform in the General Meeting of Shareholders including reasons.

## **6 Channels for submitting agenda proposal**

Shareholder can submit agenda proposal through channels as follows:

- 6.1 Send signed documents and various evidences as supporting documents for Board of Directors' consideration by registered mail to: :-

Mrs. Parichart Phobang

The Company Secretary

Pan Asia Footwear Public Company Limited

No. 620/5 Moo 11, Sukaphiban 8 Road, Nongkharm, Sriracha, Chonburi 20230

- 6.2 For further information required, call the Company's Secretary,

Tel        038 480 020 – 1                      Fax        038 480 080

Mobile:   66 081 377 0852

E-Mail    parichart.p@pan-group.com

## **7. The submission period**

Shareholder can submit the proposal during December 20, 2016 to January 16, 2017 As such, postmarked date on the envelope will be accounted for.

**Pan Asia Footwear Public Company Limited**

**The General Meeting of Shareholders 2017**

**Agenda Proposal Form (Form A)**

Date.....

**1. General Data**

**Name–Surname of proposer :** .....

**Present Address / Contact Address :**

Address.....Village/Building.....Moo.....Soi.....

Road.....Sub District.....District.....

Province.....Postal Code.....Country .....

Telephone No. ....Fax No. .... E-mail .....

Oversea address: (In case of Foreigners, please specify the contact oversea address)

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

**2. No. of Share Holding: .....shares**

**3. Proposed Agenda :** .....

**Objective :**     For approval or consideration     For acknowledgement

**Details including reasonable supporting :** .....

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

**Supporting documents:**

.....  
.....  
.....  
.....  
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**4. The evidences of shareholders to submit herewith the proposal**

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

**4.2 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 6 months and valid copy of Identification Card or Alien Identification Card or Passport (for foreigners) of the authorized signature with certification true and correct

**5. The Certification**

I certify that the information provided above is complete and true and supporting documents submitted herewith are true and I give my permission to Company disclose such information and supporting document as stated above.

Signature ..... Shareholder  
( ..... )

**Pan Asia Footwear Public Company Limited**

**The General Meeting of Shareholders 2017**

**Candidate Nomination Form (Form B)**

Date.....

**1. General Data**

**Name–Surname of proposer :** .....

**Present Address / Contact Address :**

Address.....Village/Building.....Moo.....Soi.....

Road.....Sub District.....District.....

Province.....Postal Code.....Country .....

Telephone No. ....Fax No. .... E-mail .....

Oversea address: (In case of Foreigners, please specify the contact oversea address)

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

**2. No. of Share Holding:** .....shares.

**3. Name of Nomination of Candidate to be elected as Company Director:**

.....  
.....

**4. The evidences of shareholders to submit herewith the proposal**

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

**4.2 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 6 months and valid copy of Identification Card or alien identification card or passport (for foreigners) of the authorized signature with certification true and correct

**5. The Certification**

I certify that the information provided above is complete and true and supporting documents submitted herewith are true and I give my permission to Company disclose such information and supporting document as stated above.

Signature ..... Shareholder  
( ..... )



**Pan Asia Footwear Public Company Limited**

**The General Meeting of Shareholders 2017**

**Profile of Nominated Person (Form C)**

A photo  
Approximate  
2in x 2in

Date.....

**1. General Data of Candidate**

(1) Name–Surname(Thai).....(Earlier Family name.....)

(English).....

(2) Date of Birth .....Age .....Years Nationality.....

(3) Marital Status [ ] Single [ ] Married [ ] Divorced

(4) Spouse’s Name ..... (Earlier family name.....)

(5) Children’s Details

Name	Date of Birth	Age (Year)	Company
.....	.....	.....	.....
.....	.....	.....	.....
.....	.....	.....	.....
.....	.....	.....	.....
.....	.....	.....	.....

**2. Present Address**

(1) Company Address

Company Name .....

Address.....Soi.....Road.....

Sub-District.....District.....Province .....

Postal Code ..... Telephone No. ....

(2) Present Address/Contact Address

Address.....Soi.....Road.....

Sub-District.....District.....Province .....

Postal Code ..... Telephone No. ....

**3. Professional Qualifications**

(1) Highest Education Qualification

Institute Name	Qualification/Major	Graduate Year
.....	.....	.....
.....	.....	.....
.....	.....	.....

(2) Training programs of Thai Institute of Directors Association

Program	Year
.....	.....

**4. Work Experiences**

Period	Company Name	Business Type	Position
.....	.....	.....	.....
.....	.....	.....	.....
.....	.....	.....	.....
.....	.....	.....	.....
.....	.....	.....	.....
.....	.....	.....	.....

**5. Job responsibility at the present position**

.....  
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**6. Shareholding in Pan Asia Footwear Public Company Limited, on..... (Nomination Date)**

Common shares ..... Shares

Spouse's Common Shares ..... Shares

Under-age Children

(1)Name.....common shares.....shares

(2)Name .....common shares ..... shares

(3) Name .....common shares ..... shares

(4) Name .....common shares ..... shares

**7. Related business of yourself, spouse and under-aged children**

Company Name	Business Type	Related Person	%of shareholding	Position in Related	Since Year
.....	.....	.....	.....	.....	.....
.....	.....	.....	.....	.....	.....
.....	.....	.....	.....	.....	.....
.....	.....	.....	.....	.....	.....

Remarked: All business now serving as Directors or Executives, and business now holding more than 1.0 percent of all shares sold of those business.

**8. Litigation Record (Except petty offence)**

Court	Status (Plaintiff/Defendant /Interpleader)	Type of Suit (Civil/Criminal Bankruptcy)	Charge/Count	Litigated Sum	Suit No.	Judgment
.....	.....	.....	.....	.....	.....	.....
.....	.....	.....	.....	.....	.....	.....

**9. Required documents certified by nominated candidates**

- (1) Copy of Identification Card
- (2) Copy of House Registration
- (3) Passport (for foreigners)
- (4) Copies of Education Certificate
- (5) Reference Letter from a present or latest company

I (Mr./Mrs./Miss) .....give consent and information as stated above for the nomination and appointment as Company’s Directors and certify that the information provided above is complete and true, and supporting documents submitted are true and I give my permission to Company disclosure such information and supporting document as stated above.

Signature.....Nominated Person  
(.....)