

**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 2016**

**Objective**

According to the good corporate governance regarding the rights and equitable treatment of shareholders, the Company has given the opportunity to our shareholder to propose agenda and to nominate candidates to be elected as directors at the 2016 Annual General Meeting of Shareholders (AGM) in advanced with the criteria as described below.

**The Qualifications of Shareholders**

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

1. One single shareholders or several shareholders together hold the Company shares at the minimum amount of 5 percent of total voting rights of the Company (minimum 27,000,000 shares).
2. Must hold the above mentioned shares consecutively for at least 12 months prior to the date of proposing agenda(s) and/or nominating candidate(s) to be elected as Directors.
3. Requested to provide evidence to confirm the foregoing qualifications, such as copies of share certificates or the statement/confirmation of share holding from the brokers. For the benefit of identification documents of such shareholders, namely copies of identification card/passport (for foreigners), home address, telephone number, and mobile number which are convenient for contacting purposes, are required.

**Proposal of the Agenda**

**1. Consideration Procedure**

The shareholder who possesses qualifications according to this rule can propose AGM agenda as follows:

1.1 Must fill in “the Proposed Agenda for Annual General Shareholders’ Meeting for the Year 2016” (“Form A”) with his/her signature. In case many shareholders have unified to propose AGM agenda to the Board, each shareholder must fill in Form A and sign their names as evidence separately.

1.2 Shareholder must enclose the following document one set per each agenda with Form A as follows :

(a) The evidence of shares held as of the proposal date, such as the certificate of shares held issued by securities companies or any other certificates from the Stock Exchange of Thailand (“SET”) or Thailand Securities Depository Co.,Ltd.

(b) The evidence of shareholding.

In case shareholder is an individual :

- A copy of identification card/driving license/passport or alien identity card, which has not expired, must be enclosed and certified true and correct by that shareholders.

In case shareholder is a juristic person :

- A copy of the Certification Document backdated not more than three months, certified true and correct by an authorized person(s) of that juristic person, and  
- A copy of the identity card, government officer identity card, driver’s license, passport or alien identity card of the authorized person(s), which has not expired, must be enclosed and certified true and correct by that person(s).

## **2. The proposal that will not be included as the AGM agenda**

2.1 Matter proposed by shareholders who are not qualified, not able to provide complete and correct information and evidence, and not able to propose on the time set forth.

2.2 Matters to do with normal business operation and allegation made by shareholders which do not present reasonable cause to suspect the abnormality of the said business operation.

2.3 Matters that are beyond authority of the Company to conduct in order to meet the expected results.

- 2.4 Matters that have been previously proposed to Shareholder Meetings 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 fact in the latter proposals have been changed significantly from the previous ones
- 2.5 Matters the are against laws and/or government & authority's rules and regulations and/or matters that are not corresponding to the Company Objectives, Articles of Association, Statement of Business Conduct of the Company
- 2.6 Matters which have been completed
- 2.7 Other matters corresponding to notification of Capital Market Supervisory Board.

### **3. Consideration**

- 3.1 Corporate Secretary will initially review the completeness of the information and notify the proposed shareholder for correction in case of incompleteness before submit to the Board of Directors' consideration based on the criteria specified. In all cases the Board of Directors' judgment is deemed the matter comes to an end.
- 3.2 The proposal approved by the Board of Directors will be included with the Board of Directors' opinion in the notice for the Shareholders' Annual General Meeting Year 2016.
- 3.3 For the proposal disapproved by the Board of Directors, the Company will inform shareholders on AGM 2016.

## **The Nomination of a Qualified Candidate for Directorship**

### **1. Consideration Procedure**

The shareholders who passes qualifications according to this rule can propose candidate to be considered to be elected as company director.

- 1.1 Must fill in "the Nominated Qualified Candidate for Directorship" ("Form B") with his/her signature. In case many shareholders have unified to propose a qualified candidate for directorship to the Board, each shareholder must fill in Form B and sign their names as evidence separately.

- 1.2 The proposed candidate must fill in “The Resume of Proposed Candidate for Directorship” (“Form C”) must enclosed the supporting document of candidate’s qualification, i.e. education and work experience (Curriculum Vitae), copy of valid identification card / passport (in case of non-residents) with his/her signature in Form C.
- 1.3 Shareholder must enclose the following document with Form B. 1 set : 1 name and Form C. as follows :
- (a) The evidence of shares held as of the proposal date, such as the certificate of shares held issued by securities companies or any other certificates from the Stock Exchange of Thailand (“SET”) or Thailand Securities Depository Co.,Ltd.
- (b) The evidence of shareholding.
- In case shareholder is an individual :
- A copy of identification card/driving license/passport or alien identity card, which has not expired, must be enclosed and certified true and correct by that shareholders.
- In case shareholder is a juristic person :
- A copy of the Certification Document backdated not more than three months, certified true and correct by an authorized person(s) of that juristic person, and
  - A copy of the identity card, government officer identity card, driver’s license, passport or alien identity card of the authorized person(s), which has not expired, must be enclosed and certified true and correct by that person(s).

## **2. Qualifications of Directors / Independent Directors**

- (a) Are highly qualified and possess none of the characteristics prohibited under the Public Company Limited Act, B.E.2535
- (b) Are knowledgeable, capable and possess a variety of skills and working experiences that are beneficial for the Company.
- (c) Are capable of providing leadership and able to efficiently and effectively monitor the business conduct of the Company’s executives.

### **3. Consideration**

- 3.1 Corporate Secretary will initially review the completeness of the information and notify the proposed shareholder for correction in case of incompleteness before submit to the consideration of the Nominating Committee shall consider the qualification of such nominated person and express its opinions to the Board of Directors in order to determine whether the nominated person should be a candidate in the election in the Shareholders Meeting. In all cases the Board of Directors' judgment is deemed the matter comes to an end.
- 3.2 The nominee approved by the Board of Directors will be proposed to the Shareholders' Annual General Meeting Year 2016 by nominating on the meeting notice with the Board of Directors' opinion.
- 3.3 For the names of nominees disapproved by the Board of Directors, the Company will inform shareholders on AGM 2016.

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

Shareholders submitting proposed through channels as follows:

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

Mrs.Parichart Phobang

Company Secretary

Pan Asia Footwear Public Company Limited

No. 177/20 Moo 5 Nongkham , Sriracha , Chonburi 20230.

2. For further information required call to Company Secretary Tel. 038 480 020 - 1

#### **Deadline for proposal submission :**

Allowed period is from 1 December 2015 to 31 December 2015. As such, postmarked date on the envelope will be accounted for.

**PAN ASIA FOOTWEAR PUBLIC COMPANY LIMITED**  
**Proposed Agenda for 2016 Annual General Meeting (Form A)**

Date.....

**1. General Information**

**Name (Mr., Mrs., Ms./ Surname of the nominator):**.....

**Address :**

No..... Village / Building.....

Moo..... Trok / Soi.....

Road..... Tambon.....

District..... Province.....

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

Tel..... Fax.....

E-mail.....

Overseas Address: (only for a non-resident, please specify overseas contact address).....

.....

**2. Numbers of Shareholding:** .....as of.....holding period .....months

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

**Objective:** [ ] For Approval or Consideration [ ] For Acknowledgement

**Details:**.....

.....

**Component Documents :**.....

.....

**4. Supplementary Documents to be enclosed with this form**

4.1 The evidence of shareholding, i.e.

- [ ] The evidence of shares held as of the proposal date, such as the certificate of shares held issued by securities companies or any other certificates from the Stock Exchange of Thailand ("SET") or Thailand Securities Depository Co., Ltd.

4.2 The evidence of Identification:

- [ ] Natural persons: A copy of identification card/driving license/passport or alien identity card, which has not expired, must be enclosed and certified true and correct by that shareholders.
- [ ] Juristic persons:
- A copy of the Certification Document backdated not more than three months, certified true and correct by an authorized person(s) of that juristic person, and
  - A copy of the identity card, government officer identity card, driver's license, passport or alien identity card of the authorized person(s), which has not expired, must be enclosed and certified true and correct by that person(s).

**5. Representation and Warranty**

I have given my personal information as stated above and hereby represent and warrant that all information and supplementary documents are true and complete and I hereby give my permission to Pan Asia Footwear Public Co.,Ltd.to disclose such information and supplementary documents.

Signature .....Shareholder's  
(.....)

**PAN ASIA FOOTWEAR PUBLIC COMPANY LIMITED**  
**Nomination of Qualified Candidate for Directorship**  
**in 2016 Annual General Meeting (FORM B)**

Date.....

**1. General Information of shareholder**

**Name (Mr., Mrs., Ms.,/ Surname of the nominator):**.....

**Address :**

No..... Village / Building.....

Moo..... Trok / Soi.....

Road..... Tambon.....

District..... Province.....

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

Tel..... Fax.....

E-mail.....

Overseas Address: (only for a non-resident, please specify overseas contact address).....

.....

**2. Numbers of Shareholding:** .....as of.....holding period .....months

**3. Qualified Candidate for Director Position:**

.....

**4. Supplementary Documents to be enclosed with this form**

4.1 The evidence of shareholding, i.e.

- The evidence of shares held as of the proposal date, such as the certificate of shares held issued by securities companies or any other certificates from the Stock Exchange of Thailand ("SET") or Thailand Securities Depository Co.,Ltd.

4.3 The evidence of Identification:

- Natural persons: A copy of identification card/driving license/passport or alien identity card, which has not expired, must be enclosed and certified true and correct by that shareholders.
- Juristic persons:
- A copy of the Certification Document backdated not more than three months, certified true and correct by an authorized person(s) of that juristic person, and
  - A copy of the identity card, government officer identity card, driver's license, passport or alien identity card of the authorized person(s), which has not expired, must be enclosed and certified true and correct by that person(s).

**5. Representation and Warranty**

I have given my personal information as stated above and hereby represent and warrant that all information and supplementary documents are true and complete and I hereby give my permission to Pan Asia Footwear Public Co.,Ltd. to disclose such information and supplementary documents.

Signature .....Shareholder's  
(.....)

**PAN ASIA FOOTWEAR PUBLIC COMPANY LIMITE**  
**Bio-data of Nominee for Directorship**  
**in 2016 Annual General Meeting (FORM C)**

Date.....

**1. General Information of the candidate**

- (1) Name-Surname (in English)..... (Maiden Name.....)  
 (in Thai).....
- (2) Date of Birth..... Age..... Year nationality.....
- (3) Marital Status         Single         Married         Divorced
- (4) Spouse's Name..... (Maiden Name.....)
- (5) Detail of Children
- | Name of Children | Date of Birth | Age (Year) | Place of work |
|------------------|---------------|------------|---------------|
| .....            | .....         | .....      | .....         |
| .....            | .....         | .....      | .....         |
| .....            | .....         | .....      | .....         |
| .....            | .....         | .....      | .....         |

**2. Current Address**

- (1) Business Address
- Name.....  
 No..... Trok/Soi..... Road.....  
 Tambon..... District.....  
 Province..... Tel.....
- (2) Home Address
- Name.....  
 No..... Trok/Soi..... Road.....  
 Tambon..... District.....  
 Province..... Tel.....
- (3) Overseas Address: (only for a non-resident, please specify overseas contact address).....  
 .....

**3. Professional Background**

- (1) Education (The highest degree)
- | Institution | Degree and Major Subject | Year of Graduation |
|-------------|--------------------------|--------------------|
| .....       | .....                    | .....              |
- (2) Training programs organized by Association of Thai Institute of Directors (IOD)
- | Course | Year of Attendance |
|--------|--------------------|
| .....  | .....              |

**4. Working Experiences (Past – Present)**

Years	Organization	Type of Business	Position
.....	.....	.....	.....
.....	.....	.....	.....
.....	.....	.....	.....
.....	.....	.....	.....
.....	.....	.....	.....

**5. Duties and Responsibilities under present Positions**

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



**6. Shareholding in BTNC**..... as of..... (the proposal date)

Common Shares .....shares  
 Spouse’s Common Shares..... shares  
 Minor children (1) Name..... holds common shares..... shares  
 (2) Name..... holds common shares..... Shares  
 (3) Name..... holds common shares..... Shares  
 (4) Name..... holds common shares..... Shares

**7. Related Businesses of Yourself, Spouse and Minor Children**

Name of Business	Type of Business	Related Persons	% of Shares Held	Position in Related Business	Since (Year)
.....	.....	.....	.....	.....	.....
.....	.....	.....	.....	.....	.....
.....	.....	.....	.....	.....	.....
.....	.....	.....	.....	.....	.....

**Remark:** All businesses now serving as directors or executives, and businesses now holding more than 1.0 percent of all shares sold of those businesses

**8. Litigation Records (Except petty mistakes)**

Court	Status (Plaintiff/Defendant / Interpleader)	Types of Suit (Civil/Criminal /Bankruptcy)	Charge or Accusation	Litigated Sum	Case No.	Judgment
.....	.....	.....	.....	.....	.....	.....
.....	.....	.....	.....	.....	.....	.....

**9. Required documents certified by nominated candidates (Please specify reasons for unavailable items)**

- (1) Copy of valid National ID card
- (2) Copy of house registration
- (3) Immigration documents / Copy of valid passport (in case of non-residents)
- (4) Educational records / certificates
- (5) Reference letter from a present or latest company (Company Testifying Form for foreigners)

I (Mr./Mrs./Miss)..... give consent and information as stated above for the nomination and appointment as the company’s director and I hereby represent and warrant that all information and supplementary documents are true and complete and I hereby give my permission to Pan Asia Footwear Public Co.,Ltd. to disclose such information and supplementary documents.

Signature..... Candidate’s  
 (..... )