



## **Criteria for the shareholder to propose annual general meeting agenda for the year 2013**

### **Objective**

Recognizing the importance of shareholders and corporate governance promotion, RS Public Company Limited (“the Company”) facilitates shareholders in proposing, in advance of the 2013 General Meeting of Shareholders schedule, the issue, as deemed appropriate, to be considered to include in the agenda of the Annual General Meeting (AGM), with reference to the criteria below.

### **Criteria**

1. Qualification of shareholder who will have the right to propose AGM agenda  
Shareholders who would like to propose an item on the agenda must be the Company’s shareholder, with continuous holding shares and having the right to vote amounting to not less than 4.5 percent of the total number of the voting rights of the Company either by one shareholder or several shareholders combined. And, Shareholders must have held those shares continuously for at least 12 months by the date the shareholder proposes the item on the agenda and until at the end of the year.
2. Proposal of the agenda  
The shareholder, fully qualified as in criteria No.1, can fill out the “Proposed Agenda for 2013 Annual General Meeting Form”. In addition, the Shareholder must submit the original of the mentioned documents completely and correctly with signing the name as evidence, including evidence of shares’ held as in criteria No.1 and beneficial supplementary documents for BOD consideration (if any) to the Company within December 31, 2012 to the following address

**Legal Office  
RS Public Company Limited  
419/1, Ladphrao 15, Jatujark, Bkk., 10900**

In case where several shareholders would jointly propose the agenda, each of them must fill out the “Proposed Agenda for 2013 Annual General Meeting Form”, and sign their names as evidence separately. Then the forms should be gathered into one set.

3. For an efficient AGM, the Company reserves its right not to include the following matters as the meeting agenda;
  - 1) Matters relating to normal course of business of the Company
  - 2) Matters that are beyond authority of the Company



- 3) Matters that shareholders already proposed in AGM within the past 3 years, and those under support by less than 10% of total voting shares, given that the factual events have not changed significantly
  - 4) Matters proposed by shareholders who are not qualified, as specified in criteria No.1, or do not follow the procedures set forth by the Company in the Criteria for the shareholder to propose the 2013 AGM agenda
  - 5) Matters unlike to benefit the Company
  - 6) Matters or evidence sufficed by shareholders is incomplete or untrue or incorrect or inadequate or ambiguous
  - 7) Matters lying under management authority of the Company, except the ones causing material impacts on shareholders in general.
  - 8) Matters that violates applicable laws, rules, regulations of the government agencies, or regulatory or involved agencies, or actions not in compliance with the objectives, the articles of association, the shareholders' resolution, the good corporate governance of the Company and the business conduct of the Company
  - 9) Matters, as stipulated by laws, for consideration at AGM, which has been pursued regularly by the Company
  - 10) Matters already undertaken by the Company
  - 11) Matters previously submitted for consideration by other shareholders
4. The above matters proposed by shareholders shall meet scrutiny before further submission to the Board of Directors for consideration, and the Company will notify the Board's consideration results after the Meeting scheduled in March 2013. Any matters, under approval by the Board, will be included in the AGM agenda as attached in the Notice for 2013 AGM.

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Proposed Agenda for 2013 Annual General Meeting Form