



Criteria for Shareholders to Propose Agenda and/or Nominate Candidates  
to be Elected as Directors for 2014 Annual General Meeting of Shareholders

1. Objective

In accordance with the principles of good corporate governance relating to the rights and equitable treatment of shareholders, the Company has provided an opportunity for shareholders to propose agenda and/or nominate candidates to be elected as directors at the 2014 Annual General Meeting of Shareholders (AGM) in advance according to the criteria specified by the Company.

2. Qualifications of Shareholder

The shareholder eligible to propose the 2014 AGM agenda and/or to nominate candidates to be elected as directors must possess the following qualifications:

- 2.1 Representing one single shareholder or several shareholders together holding Company shares not less than 5 percent of the total voting rights of the Company (not less than 6,000,000 shares).
- 2.2 The shareholder must have held above-mentioned shares consecutively for at least 12 months prior to the date of proposing agenda and/or nominating candidates to be elected as directors.

3. Relevant Documentary Evidence

- 3.1 Shareholding evidence, namely the shares certificate or the certificate of shares held issued by broker or Thailand Securities Depository Co., Ltd. or custodian. If any of the documents is a copy, it must be certified as a true copy.

3.2 The evidence of the shareholder identification

In case the shareholder is an individual person

- a copy of identification card or a copy of alien identification card or a copy of passport (in case of a foreigner) of shareholder (s), together with a true copy certified by that shareholder (s).

In case the shareholder is a juristic person

- a copy of the juristic person's certificate issued not exceeding 1 month, and a copy of identification card or a copy of alien identification card or a copy of passport (in case of a foreigner) of the authorized signatory who signed the form, together with a true copy certified by that signatory.

**4. Proposal of the AGM Agenda**

**4.1 Proposal Procedure**

The shareholder possessing all qualifications required by the criteria may propose the AGM agenda, by taking the following procedures :

- (1) Fill in "Form for Agenda Proposal for 2014 Annual General Meeting of Shareholders" (Form A) with his/her signature and attach required documents as stated above.
- (2) In case a group of shareholders has collectively proposed AGM agenda to the Board, each shareholder must fill in Form A and sign their names as evidence separately together with attach required documents as stated above, before being compiled together into one set. A representative of the group should be selected to act as a contact person for the group, whereby his or her contact address and telephone number should be specified for further contact and information purpose.
- (3) In case a shareholder has proposed more than 1 AGM agenda to the Board, the shareholder must fill in Form A (1 Form A per 1 Agenda) and sign his/her name together with attach required documents as stated above, before being compiled together into one set.
- (4) Send Form A together with required documents to the channel specified by the Company (see item 6) within the timeframe specified (see item 7).

**4.2 Such item the Company reserves the rights not to include as meeting agenda**

- (1) The item proposed by shareholders who are not completely qualified, or not having complete and correct information or evidence, or failing to submit within the time specified;

- (2) The item relating to normal business operation of the Company, whereby no allegation could be justified as to the irregularities of such operations;
- (3) The item lying beyond the authority of the Company to so proceed;
- (4) The item previously proposed by the shareholder to Shareholders' Meeting during the past 12 months which had received the support of less than 10 percent of total voting rights of the Company, except only in such case where new information significantly different from those submitted earlier arise.
- (5) The item violating the laws, rules, regulations of government agencies or other governing agencies, or not complying with the objective, the article of association, the shareholders' resolution and good corporate governance practices of the Company;
- (6) The item already implemented by the Company;
- (7) Other items in accordance with the announcement by The Capital Market Supervisory Board.

#### 4.3 Screening Procedure

- (1) The Company Secretary will initially review the proposal. If the information provided by the shareholder is incomplete or incorrect, the Company Secretary will notify the shareholder to revise them accordingly. If the information and document is complete and correct, the Company Secretary will then submit the proposal to the Board of Directors whose decision shall be deemed final.
- (2) The proposal already approved by the Board of Directors shall be included in the agenda of the 2014 AGM notice, together with the comments by the Board of Directors.
- (3) The proposal disapproved by the Board of Directors shall be informed to the shareholders at the AGM accordingly, accompanied by the reason of the Board's disapproval.

## 5. Nomination of Candidate for Directorship

### 5.1 Proposal Procedure

The shareholder possessing all qualifications required by the criteria may nominate candidates to be elected as directors, by taking the following procedures :

- (1) Fill in “Form for the Nomination of Candidate for Directorship for 2014 Annual General Meeting of Shareholders” (Form B) with his/her signature and attach required documents as stated above.
- (2) In case a group of shareholders has collectively nominated candidate to the Board, each shareholder must fill in Form B and sign their names as evidence separately together with attach required documents as stated above, before being compiled together into one set. A representative of the group should be selected to act as a contact person for the group, whereby his or her contact address and telephone number should be specified for further contact and information purpose.
- (3) In case a shareholder has proposed more than 1 candidate to the Board, the shareholder must fill in Form B (1 Form B per 1 candidate) and sign his/her name together with attach required documents as stated above, before being compiled together into one set.
- (4) Fill in “Profile of Nominated Candidate for Directorship for 2014 Annual General Meeting of Shareholders” (Form C) with candidate’s signature and attach required documents certified by nominated candidate regarding a copy of identification card or a copy of alien identification card or a copy of passport (in case of a foreigner), a copy of house registration, a copy of education certificate, and reference letter from the present or latest company.
- (5) Send Form B and Form C together with required documents to the channel specified by the Company (see item 6) within the timeframe specified (see item 7).

## 5.2 Qualifications of Directors / Independent Directors

- (1) Possessing due qualifications, and having no restrictions prohibited by laws and other provisions.
- (2) Possessing necessary variety of knowledge, experience, and skills beneficial to the Company' operations.
- (3) Possessing leadership, vision, ethics, and independence in decision-making for maximum benefit of the Company and shareholders, while using knowledge, capability and experiences for the business conduct and truly interested in Company's business.

## 5.3 Screening Procedure

- (1) The Company Secretary will initially review the proposal. If the information provided by the shareholder is incomplete or incorrect, the Company Secretary will notify the shareholder to revise them accordingly. If the information and document is complete and correct, the proposal will be then submitted to the Nominating Committee who shall consider the qualifications of such candidate and present their opinions to the Board of Directors recommending whether the candidate should be further nominated for directorship at the AGM. The decision by the Board of Directors shall be deemed final.
- (2) The candidate's name approved by the Board of Directors shall be included for further nominated for directorship in the agenda of the 2014 AGM notice, accompanied by the opinion of the Board of Directors.
- (3) The candidate's name disapproved by the Board of Directors shall be informed to the shareholders at the AGM accordingly, accompanied by the reason of the Board's disapproval.

## 6. Channels for Submitting Proposals

- 6.1 Send signed documents and evidences to receive the Board of Directors' consideration by registered mail to :

Mrs. Onanong Saengpumpong

Company Secretary

Thai Wacoal Public Company Limited

930/1 Soi Pradoo 1, Sathupradith Road, Bangklo, Bangkholaem, Bangkok 10120

6.2 For further information, please contact the Company Secretary at telephone no. 0 - 2689 - 8324 or by email: [secretariat@wacoal.co.th](mailto:secretariat@wacoal.co.th)

**7. Submission Timeframe for Proposing Agenda and/or Director Nominee**

The submission period is from 1 – 30 December, 2013, whereby the postmarked date appearing on the envelope shall be considered for acceptance.



Form for Agenda Proposal for 2014 Annual General Meeting of Shareholders (Form A)

Date.....

1. General Information

I (Proposer) : .....

Current Address / Contact Address :

No. ....Village/Building..... Moo.....Trok/Soi .....

Road.....Sub-district.....District.....

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

Telephone.....Fax..... E-mail.....

Overseas Address : (Only for foreigner, please specify overseas contact address)

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

2. Shareholding Status : .....shares as of.....Period of Shareholding.....months

3. Proposed Agenda : .....

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

Details and Reasons for the Proposed Agenda :.....

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

Supporting Documents : (If any)

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

4. Documentary Evidence to be submitted herewith the proposal

4.1 The evidence of shareholding

[ ] The shares certificate or the certificate of shares held issued by broker or Thailand Securities Depository Co., Ltd. or custodian. If any of the documents is a copy, it must be certified as a true copy.

4.2 The evidence of the shareholder identification

[ ] In case the shareholder is an individual person

- a copy of identification card or a copy of alien identification card or a copy of passport (in case of a foreigner) of shareholder (s), together with a true copy certified by that shareholder (s).

[ ] In case the shareholder is a juristic person

- a copy of the juristic person's certificate issued not exceeding 1 month, and a copy of identification card or a copy of alien identification card or a copy of passport (in case of a foreigner) of the authorized signatory who signed the form, together with a true copy certified by that signatory.

5. Guarantee

I hereby pledge that all information and documentary evidence attached hereto are correct, complete and true in all respects and hereby give my permission to the Company to disclose such information and documentary evidence to the public.

Sign..... Shareholder  
( )





Form for the Nomination of Candidate for Directorship
for 2014 Annual General Meeting of Shareholders (Form B)

Date.....

1. General Information

I (Proposer) : .....

Current Address / Contact Address :

No. ....Village/Building..... Moo.....Trok/Soi .....

Road.....Sub-district.....District.....

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

Telephone.....Fax..... E-mail.....

Overseas Address : (Only for foreigner, please specify overseas contact address)

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.....
.....

2. Shareholding Status : .....shares as of.....Period of Shareholding.....months

3. Nominated Candidate for Directorship:

.....
.....

4. Documentary Evidence to be submitted herewith the proposal

4.1 The evidence of shareholding

[ ] The shares certificate or the certificate of shares held issued by broker or Thailand Securities Depository Co., Ltd. or custodian. If any of the documents is a copy, it must be certified as a true copy.

**4.2 The evidence of the shareholder identification**

[ ] In case the shareholder is an individual person

- a copy of identification card or a copy of alien identification card or a copy of passport (in case of a foreigner) of shareholder (s), together with a true copy certified by that shareholder (s).

[ ] In case the shareholder is a juristic person

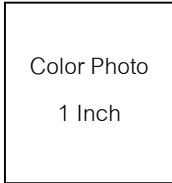
- a copy of the juristic person's certificate issued not exceeding 1 month, and a copy of identification card or a copy of alien identification card or a copy of passport (in case of a foreigner) of the authorized signatory who signed the form, together with a true copy certified by that signatory.

**5. Guarantee**

I hereby pledge that all information and documentary evidence attached hereto are correct, complete and true in all respects and hereby give my permission to the Company to disclose such information and documentary evidence to the public.

Sign..... Shareholder

( )



Profile of Nominated Candidate for Directorship
for 2014 Annual General Meeting of Shareholders (Form C)

Date.....

1. General Information of Candidate

(1) Name-Surname (in English) .....
(in Thai) .....
(Former name-surname.....)

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

(3) Nationality .....

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

(5) Spouse's Name ..... (Former name-surname.....)

(6) Details of Children

Table with 4 columns: Name of Children, Date of Birth, Age (Years), Place of Work. Includes three rows of dotted lines for data entry.

2. Address

(1) Work Place :

Company name.....
No.....Building..... Moo.....Trok/Soi.....Road.....
Sub-district.....District.....Province.....Postal Code.....
Telephone.....Fax..... E-mail.....

(2) Current Address / Contact Address :

No.....Village/Building..... Moo.....Trok/Soi.....Road.....
Sub-district.....District.....Province.....Postal Code.....
Telephone.....Fax..... E-mail.....

(3) Overseas Address: (Only for foreigner, please specify overseas contact address)

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3. Professional Background

(1) Education

Institute	Degree and Major Subject	Year Graduated
.....	.....	.....
.....	.....	.....
.....	.....	.....

(2) Training Background with Thai Institute of Directors Association (IOD)

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

4. Work Experience

Period (Year)	Organization	Type of Business	Position
.....	.....	.....	.....
.....	.....	.....	.....
.....	.....	.....	.....
.....	.....	.....	.....
.....	.....	.....	.....

5. Duties and Responsibilities under Present Position

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

6. Shareholding in Thai Wacoal Plc. as of.....(the proposal date)

Ordinary Share ..... shares

Spouse's Ordinary Share .....shares

Underaged Children

(1) Name.....holding ordinary share .....shares

(2) Name..... holding ordinary share .....shares

(3) Name.....holding ordinary share .....shares

**7. Related Business of Yourself, Spouse and Underaged Children**

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

**Remark State :** All businesses now serving as directors or executives, and businesses now holding more than 1.0 percent of paid-up shares of those businesses.

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

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

**9. Required Documents Certified by Nominated Candidate**

- (1) Copy of identification card or copy of alien identification card
- (2) Copy of house registration
- (3) Copy of passport (In case of a foreigner)
- (4) Copy of education record / certificates
- (5) Reference letter from the present or latest company

I (Mr./Mrs./Miss) .....hereby pledge that all information stated above for the nomination of the candidate for directorship and all supporting documents attached hereto are correct, complete and true in all respects and I hereby give my permission to the Company to disclose such information and supporting documents to the public.

Sign.....Nominated Candidate  
(.....)