



## **Criteria for Shareholders to propose Director Nominees in advance**

Ubis (Asia) Public Company Limited (“the Company”) would like to inform that, according to the good corporate governance regarding the equitable treatment of shareholders, the shareholders are invited to propose names of qualified candidates to be nominated for selection as member of the Company’s Board of Directors in compliance with the following criteria.

### **1. The Qualifications of Shareholder**

The shareholders who wish to propose the director nominee must possess qualifications according to the criteria as follows:

- 1.1 Being the shareholder of the Company which can be either one shareholder or combined shareholders;
- 1.2 Holding the Company’s shares and have the right to vote amounting to not less than 0.5% of the total number of the voting rights;
- 1.3 Must hold shares as specified above on the date the shareholder proposes the agenda or director nominee.

### **2. The Nomination of the Director**

2.1 The Qualifications of Director Nominee:

- (1) Having the qualification according to the Public Company Act, Securities and Exchange Act and the Good Corporate Governance of the Company;
- (2) Being knowledgeable, capable and be able to partake in the business administration of the Company;

2.2 Consideration Procedure:

(1) The shareholder who possesses qualification according to the criteria no. 1 must submit the form of nominating director (Form B) to the Board or send the proposal unofficially via facsimile at 0-2287-2018 or through Company Secretary’s email address at akrawin@ubisasia.com before sending the original to the Board. **In this regard, the original with the shareholder’s signature must be delivered to the Company within January 31, 2014** with the following documents.

- (1.1) The evidence of shares held as specified in no. 1.2 and 1.3 of the criteria, namely the certified letter of the securities company or any other evidence issued by the Stock Exchange of Thailand (SET) or the Thailand Securities Depository Company Limited (TSD);
  - (1.2) The evidence of nominee’s consent;
  - (1.3) Support document of candidate’s qualification including the education and work experience (Curriculum Vitae);
  - (1.4) Other support documents beneficial for the Board’s consideration (if any).
- (2) In case many shareholders have unified to nominate director to the Board, the first shareholder must fill Form B completely and affix their names as evidence. The rest of shareholders must fill part (1) and (2) of Form B completely and affix their names as evidence separately then gather each of those Form B, the evidence of shares held, and support documents (if any) together into one set to propose to the Board. The alternative way is to send proposal unofficially before submitting the original in accordance with the criteria (1).
- (3) In case one or more than one shareholders who fully possess qualification according to the criteria no. 1 nominate more than one director, the shareholders must

fill Form B separately (one Form B per one director), or may send the proposal unofficially before submitting the original according to the criteria (1).

(4) The Company Secretary will initially review each proposal for its compliance with the criteria specified by the Company. The proposal that is not related to the criteria 2.1 will then be submitted to the Board for further consideration.

(5) The Board will consider the appropriateness of the proposal as below:

- The name of nominee approved by the Board along with the Board's opinion will be included in the agenda of the invitation to AGM and will be publicized through the Set's channel and the Company's website at <http://www.ubiasia.com>. Such matter will then be proposed to the AGM for consideration.

- For the nominee disapproved by the Board, the Company will instantly inform the shareholders with the reason of the Board's refusal will be posted in the Company's website at <http://www.ubiasia.com> after the Board Meeting or the next official date and announced to all shareholders formally in the AGM to provide the shareholders an opportunity to reconsider such matter.

(6) The Shareholders Meeting will consider the appropriateness of the director nominee who was initially disapproved by the Board and pass a resolution, with a majority vote of the total number of shareholders present at the meeting and have the right to vote, to include the name of such nominee in the agenda, the Board of Directors will then include such nominee in the agenda for consideration.

The shareholders can propose the aforementioned matters through specified communication channels from November 1, 2013 to January 31, 2014. **However, the original of Form B, as the case may be, with the shareholder's signature must be delivered to the Company within January 31, 2014** at the following address:

**The Company Secretary**

Ubis (Asia) Public Company Limited  
20-22, Narathiwat Rachanakharin Road,  
Chongnonsee, Yannawa,  
Bangkok 10120

Any question or enquiry, please contact "The Company Secretary" at Telephone number: 0-2678-4222 or Fax number: 0-2287-2018



**Form B**  
**Form to Nominate Director**

(1) I am (Mr./Mrs./Miss) \_\_\_\_\_, being the shareholder of Ubis (Asia) Public Company Limited, holding the total amount of \_\_\_\_\_ shares, residing at \_\_\_\_\_ Road \_\_\_\_\_ District \_\_\_\_\_ Sub-District \_\_\_\_\_ Province \_\_\_\_\_ Code \_\_\_\_\_ Mobile Phone Number \_\_\_\_\_ Home/Office Phone \_\_\_\_\_ E-mail address (if any) \_\_\_\_\_

(2) I would like to nominate (Mr./Mrs./Miss) \_\_\_\_\_ Age \_\_\_\_\_ 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.

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

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

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

Date \_\_\_\_\_

(3) I am (Mr./Mrs./Miss) \_\_\_\_\_, the director nominee in (2), consent and certify that the qualification and other documents (if any) in (2) is correct, agree to adhere to the Good Corporate Governance of the Company, and affix the name as evidence below.

\_\_\_\_\_ Director Nominee's Signature

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

Date \_\_\_\_\_

**Remarks**

1. Shareholders must enclose the evidence of shares held such as the certificate of shares held from securities company or any other certificates from the Stock Exchange of Thailand (SET) or the Thailand Securities Depository Company Limited (TSD) together with support document beneficial for the Board's consideration (if any). In case shareholders are juristic person, the copy of Affidavit or Certificate of Incorporation of juristic person must be enclosed. Also, the certified true copy of official identification card or passport (for non-Thai citizen) of the signatory authorized to sign his/her name in this Form B must be enclosed.
2. Shareholders are able to send proposal unofficially in advance via facsimile at 0-2287-2018 or through Company Secretary's email address at akrawin@ubisasia.com before sending the original to the Company.
3. The original of this Form B must be delivered to the Company within January 31, 2014 in order to allow the Board of Directors to consider in accordance with the criteria and to propose to the AGM 2014.

4. In case many shareholders have unified to nominate the director, all shareholders must fill Form B and affix their names as evidence separately then gather each of that Form B together into one set in accordance with no. 2.2 (2) of the criteria.
5. In case one or many shareholders nominate many director nominees, the Form B must be filled separately according to no. 2.2 (3).
6. In case shareholders have their title, name, or surname changed, the copy of evidence of those changes must be enclosed and certified true copy.
7. The Company shall cut-off rights of shareholders if founded that information provided is incomplete or incorrect; or those shareholders cannot be contact or not fully qualified; or the director nominees are not considered fully qualified.