

**Criteria for Proposal of Agenda and Nomination of Director Candidates
for the 2019 Annual General Meeting of Shareholders,
Gunkul Engineering Public Co., Ltd.**

1. Objective

Gunkul Engineering Public Co., Ltd. (“GUNKUL”) is committed to conduct our businesses at a high standard of the Good Governance practices, emphasizing the strong determination to maintain an appropriate management with a highest effectiveness and efficiency, in regard to the equitable treatment of shareholders and our responsibility to all stakeholders, and with objectives to enhance the stakeholders’ confidence in our business conduct.

To grant the minority shareholders to propose agenda(s) and to nominate director candidates to be elected in the 2019 Annual General meeting of Shareholder (“AGM”) in advance is a part of GUNKUL’s Good Corporate Governances with the purpose of equitable and fairness treatment of all shareholders. In addition, for clarity and transparency of the procedures and the methods for consideration, GUNKUL has set up the mentioned criteria, by this mean, it will ensure that the agenda(s) will be delicately selected and truly beneficial to the Company and the qualified director nominees will be selected and can perform their duties effectively to attain the highest benefits of the Company and the stakeholders and also to affirm the conformity to the Good Corporate Governance.

2. Definition

“Company”	means	Gunkul Engineering Public Co., Ltd.
“Board”	means	Board of Directors of Gunkul Engineering Public Co., Ltd.
“Director”	means	Director of Gunkul Engineering Public Co., Ltd.
“Agenda(s)”	means	Agenda(s) of the Annual General Shareholders’ Meeting of Gunkul Engineering Public Co., Ltd.

3. The Qualification of Shareholders

The Qualification of Shareholders who is eligible to propose the AGM agenda(s) and/or to nominate candidates to be elected as director candidates to be elected in 2019 AGM are as follows:

- 3.1 One single shareholder or several shareholders together hold the Company’s shares at least 5 percent of total voting rights of the Company;
- 3.2 Shareholder(s) according to 3.1 must hold the above mentioned shares consecutively for at least one year prior to the date of proposing agenda(s) and/or nominating director candidate(s);
- 3.3 Shareholders(s) according to 3.1 and 3.2 is requested to provide evidences to confirm the foregoing qualification, such as the copies of share certificate or the statement(s)/confirmation(s) of shareholding from the broker(s) or other evidences from the Stock Exchange of Thailand including the namely copies of identification card or passport (in case of foreigners), home address, telephone number, and mobile number which are convenient to contact, are required.

4. AGM Agenda Proposal

4.1 The Declined Proposal for AGM Agenda(s)

- (1) The proposal that is against laws and/or government & authority's rules and regulations and/or matters that are not corresponding to the good government of the Company, the Company Objectives, Articles of Association, the shareholders' resolutions, Statement of Business Conduct of the Company;
- (2) The proposal that is beneficial for specific person or group;
- (3) The proposal that are beyond authority of the Board unless it causes the significant effect on the shareholders in general;
- (4) The proposal to do with the normal business operations and the allegations made by shareholder(s) which do not present reasonable cause to suspect the abnormality of the said business operations;
- (5) The proposal which has been complete operated;
- (6) The proposal that is beyond the control of the Company;
- (7) The proposal is with no benefit to the Company;
- (8) The proposal that shareholder(s) provides incomplete or incorrect information, or those are unable to contact;
- (9) The proposal that shareholder(s) is not fully qualified according to the criteria no.3;
- (10) Other proposals corresponding to notification of the Capital Market Supervisory Board.

4.2 Consideration Procedure

- (1) The shareholder(s) who possess qualification according to the criteria no. 3 must submit the Form of 2019 AGM Agenda Proposal (Form A) to the Board or send the unofficially proposal(s) through the Company Secretary of the Department of Company Secretary and Investor Relations via email address at ir@gunkul.com before submitting the original to the Board. **In this regard, the original Form A and Form B with the shareholder's signature, the evidence(s) according to the criteria no. 3.3 together with support document(s) that is/are beneficial for the Board's consideration (if any) must be delivered to the Company within February 4, 2019** in order to allow the Board for adequate consideration.
- (2) In case of a group of shareholders, who is qualified according to the criteria no.3, wishes to propose an agenda(s) to the Board, the first shareholder must completely fill in and sign Form A. The rest of shareholders must completely fill in and sign part (1) and part (2) of Form A. The shareholders must provide the required documents such as the copies of share certificates or the statement(s)/confirmation(s) of shareholding from broker(s), and additional documents (if any). Form A and certified copies of document should be gathered into one set to propose to the Board. The alternative way is to send the unofficially proposal(s) before submitting the original in accordance with the criteria (1).
- (3) In case of one or a group of shareholders, who is qualified according to the criteria no. 3, wishes to propose more than one agenda item, the shareholder(s) must complete one set of Form A per one agenda with signature. The alternative way is to send the unofficially proposal(s) before submitting the original in accordance with the criteria no. (1).

- (4) The Company Secretary will initially review the proposal for the Board as below:
 - (4.1) In case of the provided information by shareholders are incomplete or incorrect, the Company Secretary will notify the shareholders within **February 6, 2019**. If the shareholders do not correct and submit the original to the Company **within February 12, 2019**, the Company Secretary will notify for excluded proposal to shareholders.
 - (4.2) In case of the proposal(s) that provided by the shareholders who are not fully qualified according to the criteria no.3, the Company Secretary will notify the shareholders within **February 12, 2019**.
 - (4.3) In case of the proposal(s) is/are not related to (4.1) or (4.2), the Company Secretary will propose to the Board Meeting within February, 2019.
- (5) The Board will consider the appropriate proposal(s) according to the criteria no. 4.1 (1) – (10) unless the Board will consider otherwise.
- (6) The proposal that get the approval and opinion by the Board will be included in the 2019 AGM agenda. For the disapproved proposal by the Board, the Company will instantly inform to the shareholders with the Board's reason(s) through the SET's channel on the official next date after the meeting and also posted to the Company's website at <http://www.gunkul.com> and formally announced to all shareholders in the AGM.

5. Directors Nomination

5.1 Qualification of Directors / Independent Directors

The qualification of directors / independent directors candidates are as follow:

5.1.1 Directors

- (1) Are not over 65 years of age.
- (2) Are highly qualified and possess none of the characteristics prohibited under the Public Company Limited Act, Securities and Exchange Act and the Good Corporate Governance.
- (3) Are knowledgeable, capable and possess a variety of skills and working experiences that are beneficial for the Company.
- (4) To consider only the candidate who have qualification that meet to regulation of the Stock Exchange of Thailand and the Securities and Exchange Commission.
- (5) Should not serve too many board positions.

5.1.2 Independent Directors

Independent Directors must have all the qualifications required by the Capital Market Supervisory Board which are:

- (1) Holding shares not exceeding one percent of the total number of shares with voting rights of the Company, its parent company, subsidiary, affiliate, major shareholder or controlling person, including shares held by related persons of such independent director.

- (2) Neither being nor used to be an executive director, employee, staff, advisor who receives salary, or controlling person of the Company, its parent company subsidiary, affiliate, same-level subsidiary company, major shareholder or control person, unless the foregoing status has ended not less than two years prior to taking the independent dictatorship. This restriction shall not apply to an independent director who has been a government officer or an advisor to a government authority that is a major shareholder or controlling person of the Company.
- (3) Not being a person related by blood or legal registration as father, mother, spouse, sibling, and child, including spouse of child to other director, executive, major shareholder, controlling person, or person to be nominated as director, executive or controlling person of the Company or its subsidiary company.
- (4) Neither having nor used to have a business relationship with the Company, its parent company, subsidiary, affiliate, major shareholder or controlling person, in the manner which may interfere with his/her independent judgement, and neither being nor used to be a significant shareholder or controlling person of any person having a business relationship with the Company, its parent company, subsidiary company, affiliate, major shareholders or controlling person, unless the foregoing relationship has ended not less than two years prior to taking the independent dictatorship.
- (5) Neither being nor used to be an auditor of the Company, its parent company, subsidiary, affiliate, major shareholder or controlling person, and not being a significant shareholder, controlling person, or partner of an audit firm which employs auditors of the Company, its parent company, subsidiary company, affiliate, major shareholder or controlling person, unless the foregoing relationship has ended not less than two years prior to taking the independent dictatorship.
- (6) Neither being nor used to be a provider of any professional services including those as legal advisor or financial advisor who receives service fees exceeding two million baht per year from Company, its parent company, subsidiary, affiliate, major shareholder or controlling person, and not being a significant shareholder, controlling person or partner of the provider of professional services, unless the foregoing relationship has ended not less than two years prior to taking the independent dictatorship.
- (7) Not being a director appointed as representative of directors of the Company, major shareholder or shareholder who is related to major shareholder.
- (8) Not undertaking any business in the same nature and in competition to the business of the Company or subsidiary company or not being a significant partner in a partnership or being an executive director, employee, staff, advisor who receives salary or holding shares exceeding one percent of the total number of shares with voting rights of other company which undertakes business in the same nature and in competition to the business of the Company or its subsidiary company.
- (9) Not having any other characteristics which cause the inability to express independent opinions with regards to the Company's business operations.

5.2 Consideration Procedure

- (1) The shareholder(s) who possess qualification according to the criteria no. 3 must submit the Form of nominating director (Form B) to the Board or send the unofficially proposal(s) through Company Secretary or Department of Company Secretary and Investor Relations via email address at ir@gunkul.com before submitting the original to the Board. **In this regard, the original Form A and Form B with the shareholder's signature with support document(s) that is/are beneficial for the Board's consideration (if any) must be delivered to the Company within February 4, 2019** in order to allow the Board for adequate consideration.
 - (1.1) The evidences of share holding according to the criteria no. 3.3
 - (1.2) The evidences of nominee's consent
 - (1.3) Support documents or candidate's qualification such as education background and working experience (Curriculum Vitae)
 - (1.4) Other support documents beneficial for the Board's consideration (if any)
- (2) In case of a group of shareholders, who is qualified according to the criteria no.3, wishes to nominate a director candidate, the first shareholder must completely fill in and sign Form B. The rest of shareholders must completely fill in and sign part (1) and part (2) of Form B. The shareholders must provide the required documents and additional documents (if any) with signature. Form B and the certified copies of documents should be gathered into one set to propose to the Board. The alternative way is to send the unofficially proposal before submitting the original in accordance with the criteria (1).
- (3) The Company Secretary will initially review the proposal for the Board as below:
 - (3.1) In case of the provided information by shareholders are incomplete or incorrect, the Company Secretary will notify the shareholders within **February 6, 2019**. If the shareholders do not correct and submit the original to the Company **within February 12, 2019**, the Company Secretary will notify for excluded proposal to shareholders.
 - (3.2) In case of the nominee to be director or the shareholders are not qualified according to the criteria no. 5.1, or shareholders who provide the nominee to be director is not fully qualified according to the criteria no.3, the Company Secretary will notify the shareholders within **February 12, 2019**.
 - (3.3) In case of the proposal is not related to (3.1) or (3.2), the Company Secretary will propose to the Board Meeting within February, 2019.
- (4) The Board will consider the nominee's qualification according to duties and responsibilities of the Board unless the board will consider otherwise.
- (5) The nominees who get the approval and opinion by the Board will be included in the AGM agenda. For the disapproved nominees by the Board, the Company will instantly inform to the shareholders with the Board's reasons through the SET's channel on the official next date after the meeting and also posed to the Company's website at <http://www.gunkul.com> and formally announced to all shareholders in the AGM.