



บริษัท พลังงานบริสุทธิ์ จำกัด (มหาชน)  
Energy Absolute Public Company Limited

89 อาคารไอเอ แคปิตอล เซ็นเตอร์ ชั้น16 ถนนรัชดาภิเษก แขวงดินแดง เขตดินแดง กรุงเทพฯ 10400  
โทรศัพท์ 02 248 2488-92, 02 002 3667-9 แฟกซ์ 02 248 2493 ทะเบียนเลขที่ 0107551000061

Criteria for shareholders to nominate the qualified person to be elected as Director  
to the Annual General Meeting of Shareholders for the year 2018

**Objective:**

In accordance with recommended best practices per “The Principles of Good Corporate Governance for Listed Companies” and to ensure that all shareholders are equitably treated, Energy Absolute Public Company Limited (the “Company” or “EA”) should facilitate shareholders to nominate the qualified person for election as Director to the Annual General Meeting of Shareholders for the year 2018 (“AGM”). The Company has established the criteria and procedures for consideration the qualified candidate for the election as Director as follows:

**Criteria for shareholders to nominate the qualified person to be elected as Director:**

1. Being a shareholder holding at least 5% of total shares of the Company (not less than 186.5 million shares).
2. A shareholder who wishes to nominate the qualified candidate to be elected as Director must hold shares as specified above on both of the date which shareholder nominate the candidate for election as Director and on the book closure date of AGM.
3. A shareholder who wishes to nominate a Director must have the evidence of shares held, such as copies of certificate of shares held issued by Securities Company or any other certificates from the Stock Exchange of Thailand (SET) or Thailand Securities Depository Co., Ltd (TSD).
4. The nominated candidate for election as Director must possess the qualifications as follows:
  - (1) Qualified according to the Public Limited Companies Act, Securities and Exchange Act including other relevant laws and regulations and in accordance with the Good Corporate Governance Policy of the Company.
  - (2) Knowledgeable, possess good background experience, capable, independent to perform director’s duties with care and loyalty, and able to attend Directors’ meetings regularly.
  - (3) Having knowledge in one or more of the following fields:
    - Manufacturing and distributing of Biodiesel products and Glycerol; or
    - Operating Power Plant; or
    - Good Corporate Governance.
  - (4) Not holding board position in more than 4 listed companies and not in any competing business of the Company.
5. A shareholder who possesses the qualifications as above can submit the annexed form titled “Form to nominate the qualified person to be elected as Director” (“Form”)



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6. A Shareholder can submit the Form and requisite information to the Secretary of the Nomination Committee of the Company through email : [NC.Secretary@energyabsolute.co.th](mailto:NC.Secretary@energyabsolute.co.th) and send the original Form, duly signed, together with other supporting documents to the followings designated person within 31<sup>st</sup> December 2017.

**Chairman of the Nomination Committee**

Energy Absolute Public Company Limited

No. 89 AIA Capital Capital Center, 16<sup>th</sup> Floor, Ratchadaphisek Road,

Dindaeng Sub-District, Dindaeng District, Bangkok 10400, Thailand

7. The Company will initially consider the nominated candidate's qualification before proposing to the AGM. The name of the qualified candidate, if approved by the Company, will be proposed to the AGM.
8. If a proposal disapproved by the Company, the Company will post the reasons for refusal through the Company's website at [www.energyabsolute.co.th](http://www.energyabsolute.co.th) and / or any other appropriate information dissemination channels. **The decision of the Company shall be final.**

**The Shareholder who proposes the qualified candidate to be elected as Director must submit documents as follows:**

1. The evidence of shares held as of the proposal date, such as the statement or certificate of shareholding issued by the Securities Company or any other evidence from the Thailand Securities Depository Co., Ltd. (TSD) or the Stock Exchange of Thailand (SET) or copy of securities and certified true copies by such shareholder.
2. In case shareholder is a person, please attach a copy of valid ID card or passport (in case of non-residents) and certified true copy.
3. In case shareholder is a juristic person, please attach a copy of company's affidavit/certificate of registration which has been issued by Department of Business Development Ministry of Commerce for not over than 3 months, or other equivalent agencies (for non-Thai juristic persons) and copy of identification card / passport (in case of non-Thai nationality) of authorized director must be enclosed, duly certified by the authorized director (s) who sign on the Form.
4. In case shareholder change title, name, or surname, the copy of evidence of those changes must be enclosed and certified true copy.
5. Other necessary document.



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Form to nominate the qualified person to be elected as Director  
to the Annual General Meeting of Shareholders for the year 2018

1. I am (Mr./Mrs./Miss) / We are \_\_\_\_\_  
being a shareholder of the Energy Absolute Public Company Limited (the "Company" or "EA"),  
resident at \_\_\_\_\_ Soi \_\_\_\_\_ Road \_\_\_\_\_ Sub District \_\_\_\_\_  
District \_\_\_\_\_ Province \_\_\_\_\_ Zip Code \_\_\_\_\_  
Phone number \_\_\_\_\_ Email \_\_\_\_\_
2. On the date of this proposal, I am / We are shareholder of EA with the total of \_\_\_\_\_ shares  
representing \_\_\_\_\_% of total shares of the Company.
3. I / We would like to nominate (Mr./Mrs./Miss) \_\_\_\_\_ age \_\_\_\_\_ years,  
who is fully qualified and no forbidden qualification in accordance with this criteria for election to be  
the Company's director. The nominee has signed below as an evidence of consent. The curriculum vitae of  
the nominee and other support documents have been enclosed and certified true copy on every page,  
total \_\_\_\_\_ pages.

I certify that all information written in this form, evidence of shareholding, and all other supporting  
documents are true and correct and allowing the Company to disclose all information and documents.

I have affixed my signature as evidence below.

Signature \_\_\_\_\_ (Shareholder)

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

Date \_\_\_\_\_

4. I am (Mr./Mrs./Miss) \_\_\_\_\_, the nominee for the election as Director.  
I consent and certify that I have full qualifications with no forbidden qualification according to the criterion of  
regulators. I agree to provide personal information, including accept for checking in personal qualification  
with relate party. I hereby affix my signature as evidence thereof.

Signature \_\_\_\_\_ (Nominee)

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

Date \_\_\_\_\_



Criteria for shareholders to propose the Agenda  
for the Annual General Meeting 2018

**Objective :**

In accordance with the recommended best practices per “The Principles of Good Corporate Governance for Listed Companies”. We, Energy Absolute Public Company Limited (“the Company” or “EA”) should facilitate minority shareholders to propose agenda to the Annual General Meeting of Shareholders for the year 2018 (“AGM”) in advance and ensure that all shareholders are equitably treated and the select agenda is beneficial to the Company. For clarity and transparency of the procedures and methods for consideration, the Company has established the criteria and procedures for the consideration of the matters proposed as follows:

**Criteria for shareholders to propose the agenda for the AGM :**

Shareholder (s) who wishes to propose the agenda must possess the following qualifications:

1. Being a shareholder or shareholders of the Company.
2. Shareholder (s) must hold at least 5% of the total shares of the Company (not less than 186.5 million shares).
3. Must be shareholder (s) holding shares as specified above on the date which shareholder (s) proposes the agenda and on the book closure date of AGM.
4. The evidence of shares held of shareholder (s), such as copies of certificate of shares held issued by the Securities Company or any other certificate from the Stock Exchange of Thailand (SET) or Thailand Securities Depository Co., Ltd. (TSD), together with the Form must be submitted to the Company.



**Consideration and Procedures:**

1. Shareholder (s) who possesses the qualification herein above can submit the Form “The Proposed Agenda for the Annual General Meeting of Shareholders for the year 2016” (“Form”) to the Corporate Secretary of the Company through email : Corp.Secretary@energyabsolute.co.th and send the original Form, duly signed, together with other supporting documents as required to the following address within 31<sup>st</sup> December 2017.

**The Office of the Corporate Secretary**

Energy Absolute Public Company Limited

No. 89 AIA Capital Center, 16th Floor, Ratchadaphisek Road,

Dindaeng Sub-District, Dindaeng District, Bangkok 10400, Thailand

2. The Board of Directors reserves right and may refuse to include the following proposals as the agenda of the AGM:
  - (1) The proposals that specific in the section 89/28 of the Securities and Exchange Act (No.4) B.E. 2551 amended<sup>1</sup>
  - (2) The proposals that are beneficially only to a specific group or person.
  - (3) The proposals that under the operation of the Company.
  - (4) The proposals that under the control of management of the Company unless such proposals may lead or create the problem / damage to total shareholders.
3. The proposal which has been accepted by the Board of Directors, will be included in the AGM and the Board of Directors will provide opinion that such agenda has been proposed by shareholder (s).
4. The proposal that has been rejected by the Board of Directors, it shall be notified as the matter for information in the AGM providing with the reasons of such refusal.

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<sup>1</sup> Section 89/29 of the Securities and Exchange Act (No.4) B.E. 2551 amended specific that the Board of Directors may refuse to include the proposal as the agenda of the shareholders meeting as follows :

- (1) The proposal does not comply with rules as specified in the first paragraph (Being a shareholder or shareholders who hold total shares and have the right to vote amounting to less than 5% of the total voting right of the Company) ;
- (2) The proposal is relevant to the ordinary business operation and the fact given by the shareholders does not indicate any reasonable ground to suspect the irregularity of such ;
- (3) the proposal is beyond the company's power to produce the purposed result;
- (4) the proposal was submitted to the shareholders' meeting for its consideration within the previous 12 months and received the supporting votes of less than 10% of the total number of the voting rights of the company, unless the fact pertaining in the resubmission has significantly changed from that of the previous shareholders' meeting;
- (5) Any other cases as specified in the notification of the Capital Market Supervisory Board.



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The Proposed Agenda

For the Shareholders' Annual General Meeting of 2018 ("Form")

Date \_\_\_\_\_

Name-Surname of Proposer (Shareholder (s)) \_\_\_\_\_

Address \_\_\_\_\_

\_\_\_\_\_

Phone No. \_\_\_\_\_ Email \_\_\_\_\_

No. of EA shares held (as of the proposal date) \_\_\_\_\_ shares equivalent to \_\_\_\_\_ %  
of total shares of the Company

Objective :  For information  For consideration  For approval

Proposed Agenda : \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

Reason / Rationale : \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

Total supporting documents : \_\_\_\_\_ pages

I certify that all information written in the Form, the evidence of share ownership, and other supporting documents are correct and give consent to disclose such information and documents.

I hereby sign my name as evidence below.

Signed by \_\_\_\_\_ Shareholder (s)

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

**Remarks:** Shareholder (s) must enclose the following documents with the Form;

1. The evidence of shares held as of the proposal date, such as the statement or certificate of shares held in the Company issued by an authorized Securities Company or any other certificate from the Stock Exchange of Thailand ("SET") or Thailand Securities Depository Co., Ltd. ("TSD") evidencing the shares held by the Proposer.
2. In case the shareholder is a person, please attach a copy of valid ID card or passport (in case of non-Thai nationality) and certified true copy.
3. In case shareholder is a juristic person, please attach a copy of company's affidavit/certificate of registration which has been issued for not over than 3 months by Department of Business Development, Ministry of Commerce or other equivalent agencies (for non-Thai juristic persons) and copy of identification card / passport (in case of non-Thai nationality) of authorized director must be enclosed, duly certified by an authorized director.
4. In case shareholder (s) changes title, name, or surname, the copy of evidence of those changes shall be enclosed and certified true copy.
5. In case of the proposal is group of shareholders, all shareholders must sign on the Form and provide all their supporting document as specific in 1 – 4.