

## **Criteria for Minority Shareholders to propose additional agenda of the Annual General Meeting of Shareholders and to nominate persons to be considered for selection as the directors in advance**

In order for compliance with the Good Corporate Governance and the equitable treatment to all shareholders, **Siam Makro Public Company Limited (the “Company”)** therefore grants an opportunity to shareholders to propose additional agenda in advance before the Annual General Meeting of Shareholders and to nominate persons to be considered for selection as directors of the Company in advance. The Company’s criteria are as follows:

### **1. Shareholders’ Qualification**

Shareholders who will propose the agenda or nominate persons to be considered for selection as directors must have the following qualification:

- 1.1 Having the minimum shareholding of not less than 12,000,000 shares or 5% of the total issued and paid up capital regardless of one or more shareholders holding aggregate number of such shares;
- 1.2 Must hold shares in 1.1 continuously for not less than 1 year and must hold the said proportion on the date on which he/she/it proposes additional agenda or nominate persons to be considered for selection as directors.

### **2. Criteria to propose additional agenda of the 2010 Annual General Meeting of Shareholders**

2.1 Matters that the Company will not include as agenda of the meeting are as follows:

- (1) Matters which are contrary to the laws, announcements, rules and regulations of the government authorities or any organizations monitoring the Company or contrary to the objectives, Articles of Association, resolutions of shareholders meeting and the Company’s Good Corporate Governance;
- (2) Matters which are beyond the Company’s power to proceed with;
- (3) Matters which are for the benefit of any specific person or group of persons;

- (4) Matters which are not benefit to the Company's business operation;
- (5) Matters which are the management power of the Board of Directors, except in case of matters creating material damage to shareholders as a whole;
- (6) Matters which are used to be proposed to the shareholders meeting for considering within the past 12 months and had obtained the affirmative resolution with the vote of less than 10% of the total shares having the right to vote provided that the fact of the said matters has not yet materially been changed;
- (7) Matters which the Company has been proceeded with;
- (8) Matters presented by the shareholders whose qualifications are not met those prescribed in Clause1;
- (9) Matters that the shareholders provide uncompleted or incorrect information or propose the matters after the prescribed period or cannot be contacted.

## 2.2 Steps to propose matters for including as the meeting's agenda

- (1) Shareholders with completed qualifications prescribed in Clause 1 must completely fill out information in **“Form to propose matters to be included as agenda of the Annual General Meeting of Shareholders for the year 2010” (Form A)** and must sign the said form. In case more than one shareholder proposing the agenda, all shareholders must fill out their details in the Form A and sign and then gather all documents as one set;
- (2) Provide evidence to be submitted to the Company together with Form A as follows:
  - (a) Shareholding evidence, namely Certification from the Securities Company or other evidence from the Stock Exchange of Thailand or the Thailand Securities Depository Co., Ltd;
  - (b) Documents evidencing shareholders' identities:

In case of an individual:

-A copy of ID Card or Officer ID or passport (in case of a foreigner) or alien book with validity of the shareholder signed to certified correct copy.

In case of a juristic person:

-A copy of Affidavit of such juristic person issued not exceeding 3 months certified correct copy by the authorized person and affixed with the company seal of such juristic person; and

-A copy of ID Card or Officer ID or passport (in case of a foreigner) or alien book with validity of the shareholder signed to certified correct copy.

- (3) Submit Form A together with evidence prescribed by the Company, unofficially by facsimile Nos. 0-2375-2927 or 0-2734-2164 or email at [cassawaj@siammakro.co.th](mailto:cassawaj@siammakro.co.th) and also send the originals of the same by registered mail to:

**Company Secretary**

**Siam Makro Public Company Limited**

**3498, 2<sup>nd</sup> Floor, Lardprao Road, Kwang Klongchan, Khet Bangkapi,**

**Bangkok 10240**

**The Company will accept the matters for consideration until 15 December 2009**

- (4) The Company Secretary will consider and scrutinize the matters proposed by the shareholders before presenting to the Company's Board of Directors;
- (5) The Company's Board of Directors will consider the appropriateness of the agenda proposed by the shareholders which must not be in the manner prescribed in Clause 2.1(1)-(9) unless considered otherwise by the Board of Directors;
- (6) The matters approved by the Company's Board of Directors will be included as the meeting agenda in the invitation letter to the Annual General Meeting of Shareholders for the year 2010 together with the Board of Directors' recommendation. For the disapproved matters, the Company will inform the shareholders for acknowledgement together with explanation of reason on the date of the Annual General Meeting of Shareholders for the year.

### 3. Criteria to nominate persons to be considered for selection as directors

#### 3.1 Qualifications and prohibited characteristics of directors:

Persons nominated to be considered for selection as directors must have qualifications and must not have the prohibited characteristics as follows:

- (1) Have correct qualifications and must not have prohibited characteristics under the public company law or laws on Securities and Exchange;
- (2) Have leadership appearance, vision and independence on making decision for highest benefit of the Company and the shareholders as a whole, perform duty with care and faithful, attend the meeting with creative, good working experience and behaviour;
- (3) Have knowledge and ability essentially to the Company's business.

#### 3.2 Steps to nominate persons to be considered for selection as directors:

- (1) Shareholders with completed qualifications prescribed in Clause 1 must completely fill out information in **“Form to nominate persons to be considered for selection as directors” (Form B)** and must sign the said form. In case more than one shareholder proposing the agenda, all shareholders must fill out their details in the Form B and sign and then gather all documents as one set;
- (2) Arrange to have the nominated persons completely fill out information in **“Form for information of the nominated persons to be considered for selection as directors” (Form C)** and must sign the said form.
- (3) Provide completed evidence to be submitted to the Company as prescribed in Clause 2.2 (2) above together with consent evidence of the nominated persons in Form C and supporting documents on qualifications, namely, educational evidence and working experience of the nominated persons;
- (4) Submit Form B and Form C together with evidence prescribed by the Company, unofficially by facsimile Nos. 0-2375-2927 or 0-2734-2164 or email at [cassawaj@siammakro.co.th](mailto:cassawaj@siammakro.co.th) and also send the originals of the same by registered mail to:

**Company Secretary**

**Siam Makro Public Company Limited**

**3498, 2<sup>nd</sup> Floor, Lardprao Road, Kwang Klongchan, Khet Bangkokpi,  
Bangkok 10240**

**The Company will accept the matters for consideration until 15 December 2009**

- (5) The Company Secretary will consider and scrutinize lists of nominated persons proposed by the shareholders before presenting to the Nomination and Remuneration Committee;
- (6) The Nomination and Remuneration Committee will consider the appropriateness of the nominated persons and will present their recommendation to the Company's Board of Directors;
- (7) The matters approved by the Company's Board of Directors will be included as the meeting agenda in the invitation letter to the Annual General Meeting of Shareholders for the year 2010 together with the Board of Directors' recommendation. For the disapproved matters, the Company will inform the shareholders for acknowledgement together with explanation of reason on the date of the Annual General Meeting of Shareholders for the year.

The Company reserves the right to present only matters considered by the Company that they would be benefit to the Company and to the shareholders as a whole and under the relevant laws, rules and regulations as prescribed.

**Form to propose matters to be included as agenda of the Annual General Meeting of Shareholders for the year 2010” (Form A)**

(1) We/I \_\_\_\_\_

Address: \_\_\_\_\_

Telephone \_\_\_\_\_

Mobile \_\_\_\_\_

E-mail (if any) \_\_\_\_\_

(2) Being a shareholder of Siam Makro Public Company Limited  
holding a total number of \_\_\_\_\_ shares, as at \_\_\_\_\_

(3) Proposed agenda(s) \_\_\_\_\_

(4) Objective (for approval or for consideration) \_\_\_\_\_

(5) Relevant information which might be useful for the consideration (fact and reason)

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

In this regard, there are additional documents of which every page has been signed to certify correct copy, in the number of \_\_\_\_\_ page(s).

We / I hereby certify the foregoing contents and that the shareholding evidence and additional supporting documents are true and correct in all respects.

Signed \_\_\_\_\_ Shareholder  
( \_\_\_\_\_ )

Dated \_\_\_\_\_

**Form to nominate persons to be considered for selection as directors” (Form B)**

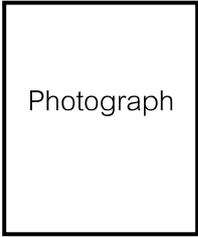
(1) We/I \_\_\_\_\_  
Address \_\_\_\_\_  
\_\_\_\_\_  
Telephone \_\_\_\_\_  
Mobile \_\_\_\_\_  
E-mail (if any) \_\_\_\_\_

(2) Being a shareholder of Siam Makro Public Company Limited  
holding a total number of \_\_\_\_\_ shares as at \_\_\_\_\_

(3) We/I wish to nominate Mr./Mrs./Ms. \_\_\_\_\_  
to be considered for selection as a director of Siam Makro Public Company Limited. The said person is qualified and has no prohibited characteristics pursuant to the Company’s criteria. In addition, we/I obtain evidence of consent of the nominated person in the “Form for information of the nominated persons to be considered for selection as directors” (Form C) including additional documents of which every page has been signed to certify correct copy in the number of \_\_\_\_ page(s).

We / I hereby certify the foregoing contents and that evidence of shareholding, letter of consent and additional documents are true and correct in all respects.

Signed \_\_\_\_\_ Shareholder  
( \_\_\_\_\_ )  
Dated \_\_\_\_\_



**Form for information of the nominated persons to be considered  
for selection as directors (Form C)**

(1) I, Mr./Mrs./Ms. \_\_\_\_\_

Nationality \_\_\_\_\_ Date of Birth \_\_\_\_\_ Age \_\_\_\_ Year

Address \_\_\_\_\_

Telephone \_\_\_\_\_ Mobile \_\_\_\_\_

E-mail (if any) \_\_\_\_\_

Occupation / present work place \_\_\_\_\_

Education (Please attach copy of the education's evidence)

Year

Institute(s)

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

Employment (Please attach employment record)

Year

Company(s)

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

Number of securities held in Siam Makro Public Company Limited as of \_\_\_\_\_

Shares of MAKRO in the number of \_\_\_\_\_ shares

Marriage Status

Spouse's name \_\_\_\_\_

holder of shares of MAKRO in the number of \_\_\_\_\_ shares

Children 1. \_\_\_\_\_ holder of shares of MAKRO in the number of \_\_\_\_\_ shares.

2. \_\_\_\_\_ holder of shares of MAKRO in the number of \_\_\_\_\_ shares.

3. \_\_\_\_\_ holder of shares of MAKRO in the number of \_\_\_\_\_ shares.

4. \_\_\_\_\_ holder of shares of MAKRO in the number of \_\_\_\_\_ shares.

Having a direct and/or indirect interest in any business engaging by Siam Makro Public Company Limited and its subsidiaries (Please specify nature of the relationship, terms of agreement, type of activity and type of interest including the amount of interest)

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Shareholding or partnership on company/partnership or directorship in company carrying on a business of the same nature as and competing with business of Siam Makro Public Company Limited and its subsidiaries (Please specify name of company / partnership, number of share held, shareholding percentage calculated from registered capital and nature of business)

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(2) I Mr./Mrs./Ms. \_\_\_\_\_ nominated person to be considered for selection as a director, hereby consent and certify that I am qualified and have no prohibited characteristics pursuant to the Company's criteria and my information as stated above is correct, complete and that additional documents attached hereto are true in all respects.

Signed \_\_\_\_\_ nominated person

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

Dated \_\_\_\_\_