



(Translation)

**Criteria for Entitling Shareholders to Propose the Meeting Agenda for  
the Annual General Meeting of Shareholders and Nominating Candidates  
to Be Considered and Elected as Directors of  
P.C.S. Machine Group Holding Public Company Limited**

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P.C.S. Machine Group Holding Public Company Limited has set the criteria, approaches, and procedures for the shareholders to propose the Meeting agenda for the Annual General Meetings of Shareholders as follows:

**1. Qualifications of shareholders who are entitled to exercise their rights**

The shareholders who are entitled to propose the Meeting agenda or nominate candidates to be considered and elected as directors must possess the two following qualifications:

- 1.1 Being one or several shareholder(s) holding the Company shares with the voting rights in aggregate of not less than 5% of the total voting rights of the Company;
- 1.2 Being shareholders of the Company for not less than 12 consecutive months until the date of proposal /nomination.

**2. Criteria for proposing the Meeting agenda**

The shareholders fully qualified as stipulated in item 1) are entitled to propose the Meeting agenda to the Board of Directors for consideration by filling out the “**Form for Proposing the Meeting Agenda for the Annual General Meeting of Shareholders in Advance**” (**Form 1**) which can be downloaded from <http://investor.pcsgh.com>, as well as submitting other related documents for consideration thereof.

The Company reserves the right not to include the following matters in the Meeting agenda:

- 2.1 Matters contrary to the laws, announcements, rules and regulations of the government agencies or governing agencies, or not in compliance with the Company objectives, resolutions of the shareholders’ meetings or the good corporate governance principles;
- 2.2 Matters in relation to the ordinary course of business of the Company and facts referred to by the shareholders without any reasonable causes of the suspected abnormality;
- 2.3 Matters beyond the Company’s authority to proceed to achieve the goal;
- 2.4 Matters that the shareholders have already proposed to the shareholders’ meeting for consideration over the past 12 months and received the supporting votes of less than 10% of the total voting rights, except that the fact pertaining to the resubmission has significantly changed from that of the previous shareholders’ meeting;
- 2.5 Matters being already carried out by the Company;
- 2.6 Matters being beneficial to any specific person or group;
- 2.7 Matters being under the authority of the Company, except in case of causing significant damages against the overall shareholders;
- 2.8 Matters that the information provided by the shareholders is incomplete, ambiguous, or incorrect, or not in compliance with the rules as stipulated by the Company.

### **3. Nomination of candidates for directorship**

The shareholders fully qualified as stipulated in item 1) are entitled to propose the list of eligible persons without disqualification as provided by law to be elected as directors of the Company by filling out the “**Form for Nominating Candidates to Be Elected as Directors of the Company in the 2018 Annual General Meeting of Shareholders**” (**Form 2**) which can be downloaded from <http://investor.pcsgh.com>, as well as submitting other related documents for consideration thereof. Such proposal must gain consent from the nominated person.

Those who are nominated as directors of the Company must possess the following qualifications:

3.1 Being eligible persons without disqualification according to relevant laws and regulations of the Office of the Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand, Public Limited Companies Act B.E. 2535, or the Company’s Articles of Association;

3.2 Having capability or experiences in the automotive industry or other fields significantly beneficial to the Company’s business operation.

3.3 Serving as a director of no more than 5 listed companies;

3.4 Not serving as a director of any other companies which operate business competitive to the Company.

### **4. Channels for submitting proposals**

4.1 Email: **ir@pcsholding.com**, and sending the original document to the Company via post;

4.2 Fax: No. 044-701-399 being sent to the attention of “**Company Secretary**”;

4.3 Registered mail by being delivered to the following address:

Company Secretary, P.C.S. Machine Group Holding Public Company Limited  
2/1-4 Moo 3, Mittraphap Road, Kok-grod  
Muang Nakorn-Rajsima, Nakhon Ratchasima province  
30280

### **5. Evidences submitted for consideration**

Details of documents / evidences submitted for consideration regarding the Meeting agenda proposal and the nomination of candidates for directorship are specified at the bottom of Form 1 and Form 2.

### **6. Consideration procedures**

The Board of Directors will consider the Meeting agenda and the list of candidates proposed by the shareholders whether the proposals are significant and beneficial to the Company’s business operation. If the Board of Directors agrees with the appropriateness of the proposals, the Board will put those proposals in the Meeting agenda remarked as “Agenda from Shareholders” or “Candidates nominated by Shareholders”. In the case that the Board of Directors considers the proposals inappropriate to be included in the Meeting agenda, the Company will report those incidents to the shareholders.

### **7. Entitlement timeline**

The Company will inform on Entitlement of Shareholders to Propose the Meeting Agenda and Nominate Candidates for Directorship Annual General Meeting of Shareholders.