

**Criteria for Granting the Rights to Shareholders
to Propose Agenda of the Annual General Meeting of Shareholders
and Nominate Persons to Be Appointed as Directors in Advance
for the 2014 Annual General Meeting of Shareholders
of Christiani & Nielsen (Thai) Public Company Limited**

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Clause 1. Objective and Definitions

Objective

Christiani & Nielsen (Thai) Public Company Limited (the “Company”) realizes the significance of the rights and equality of shareholders in order to promote the good corporate governance principles. Therefore the Company provides an opportunity for the minority shareholders to propose any matters beneficial to the Company for including such matters on the agenda, and to nominate any persons to be appointed as directors in advance, which will assist in scrutinizing the agenda to be genuinely beneficial to the Company and selecting qualified persons to serve as the Company’s directors who are able to efficiently perform their duties for the optimum benefits of the Company and all stakeholders.

Definitions

“Company” means Christiani & Nielsen (Thai) Public Company Limited

“Agenda” means Agenda Item for 2014 Annual General Meeting of Shareholders Christiani & Nielsen (Thai) Public Company Limited

“Director” means Director of Christiani & Nielsen (Thai) Public Company Limited

“Board” means the Board of Directors of Director of Christiani & Nielsen (Thai) Public Company Limited

Clause 2. Qualifications of Shareholders

- 2.1** Being the Company’s shareholder holding the Company’s shares and the right to vote amounting not less than 2,000,000 shares either as one shareholder or a group of shareholders; and
- 2.2** Holding the Company’s shares as specified above on the date the shareholder or the group of shareholders proposes the agenda item or the name of director is nominated.

Clause 3. Agenda Proposal or Nomination of Director Period

Shareholders can propose matters to include as agenda of the shareholders' meeting, or nominate persons to be appointed as the Company's directors in advance from 25 November 2013 to 15 January 2014. The Company reserves the right not to consider any nomination sent more than one year after the date received from shareholders by the Company.

Clause 4. Proposal of the Agenda

4.1 Agenda Proposal Form and Supporting Documents

The shareholder fully qualified in accordance with Clause 2 of these Criteria may propose any matter to be included on the agenda for the 2014 Annual General Meeting of Shareholders by proceeding with the following steps.

- (1) Completely fill in **the Agenda Proposal Form for the 2014 Annual General Meeting of Shareholders (Form A)** (Such Form can be downloaded from the Company's website.) and sign by a shareholder or by authorized person in case of legal entity and affix the entity seal (if any). In case many shareholders have unified to propose AGM agenda to the Board, each shareholder must fill in **Form A** and sign their names as evidence separately. All documents should be gathered into one set and identify one person to be the contact person with the Company.
- (2) Attach one set of required documents with **Form A** for each matter as follows:
 - (a) The evidence of share holding such as share certificate, certificate from securities company or other evidence from the Stock Exchange of Thailand or Thailand Securities Depository Co., Ltd.
 - (b) Shareholder identification
 - In case of Individual Shareholder
 - A certified copy of the shareholders' valid Identification Card or Passport (in case of foreigners).
 - In case of Juristic Person
 - A copy of affidavit within the previous 3 months which been certified by authorized directors of the legal entity and affix the entity's seal (if any); and
 - a certified copy valid of Identification Card or Passport (in case of foreigners) of such authorized directors.
- (3) Send required documents as (1) and (2) to the Company informally via facsimile number 0-2398-9860 or email: webcenter@cn-thai.co.th prior and send the original required document within 15 January 2014 by registered mail (the date of receipt stamp at the destination post office must not exceed such time limit) to the Company at the following address:

<p>Company Secretary Division Christiani & Nielsen (Thai) Public Company Limited 451 Lasalle Road (Sukhumvit 105) Bangna District, Bangna Subdistrict, Bangkok 10260 (Agenda Proposal)</p>
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4.2 Matters not to be included on the Agenda

To ensure the efficient conduct of the meeting, the Company reserves the right not to include the following matters on the agenda:

- (1) Matters which are against laws, notifications, rules, regulations and requirements of government agencies or regulatory agencies, or are not in accordance with the Company's Objective, Articles of Association, the shareholders' resolutions, or the good corporate governance;
- (2) Matters which the Company has already included on the agenda;
- (3) Matters which are not within the scope of power and authority of the shareholders' meeting under the law;
- (4) Matters which are beyond the scope of objectives or power and authority of the Company;
- (5) Matters which were proposed by shareholders in the shareholders' meetings during the past 3 years with affirmative votes of less than 10 percent of the total shares with voting rights, provided that the facts of the said matters have not been materially changed;
- (6) Matters which are relevant to the ordinary business operation and the facts given by the shareholders does not indicate any reasonable ground to suspect the irregularity of such matter;
- (7) Matters which are not beneficial to business operation of the Company.
- (8) Matters in which the shareholder provides incomplete, insufficient or incorrect information, documents or evidence, ambiguous proposal and the proposer cannot be contacted.
- (9) Other matters that the Board deems unnecessary to place on the agenda.

4.3 Procedures for Consideration

- (1) The Company Secretary will collect and check all proposed agenda items comply with the set criteria of the Company for proposal of Shareholders' meeting agenda as well as not being the exceptional cases by law as defined in Clause 4.2 of the Criteria and further submit for consideration of the Independent Directors;
- (2) The Independent Directors' meeting shall consider scrutinizing the matters proposed by the shareholders prior to further proposal to the Board of Directors, and the Company will notify the results of the consideration thereof after the Board of Directors' Meeting by February 2014, whereby the matters which the Board of Directors approve shall be further included on the agenda in the Invitation to the Annual General Meeting of Shareholders. If the Board refuses to include the proposed matters as the agenda, the said agenda shall be notified in that shareholders' meeting and specified the reasons of such refusal for information.

Clause 5. Nomination of Directors

5.1 Director Nomination Form and Supporting Documents

The shareholder fully qualified in accordance with Clause 2 of these Criteria may nominate persons to be appointed as Directors of the Company by proceeding with the following steps.

- (1) Completely fill in and sign **the Director Nomination Form (Form B)** (Such form can be downloaded from the Company's website.) and sign by a shareholder or by authorized person in case of legal entity and affix the entity seal (if any). In case many shareholders have unified to nominate persons as director to the Board, each shareholder must fill in **Form B** and sign their names as evidence

separately. All documents should be gathered into one set and identify one person to be the contact person with the Company.

- (2) Prepare profile with personal data of the candidate with his/her consent and declaration in writing in the set template, **Profile of Nominated Director (Form C)**, which is available on the Company's website and attach the nominated person identification such as a certified true copy of identification card or passport (in case of foreigners), education certificate, and other relevant information necessary.
- (3) Attach one set of required documents with **Form B** for each person nominated as follows:
 - (a) The evidence of share holding such as share certificate, certificate from securities company or other evidence from the Stock Exchange of Thailand or Thailand Securities Depository Co., Ltd.
 - (b) Shareholder identification
 - In case of Individual Shareholder
 - A certified copy of the shareholders' valid Identification Card or Passport (in case of foreigners).
 - In case of Juristic Person
 - A copy of affidavit within the previous 3 months which been certified by authorized directors of the legal entity and affix the company's seal (if any); and
 - a certified copy of valid Identification Card or Passport (in case of foreigners) of such authorized directors.
- (4) Send required documents as (1) and (2) to the Company informally via facsimile number 0-2398-9860 or email: webcenter@cn-thai.co.th prior and send the original required document within 15 January 2014 by registered mail (the date of receipt stamp at the destination post office must not exceed such time limit) to the Company at the following address:

<p>Company Secretary Division Christiani & Nielsen (Thai) Public Company Limited 451 Lasalle Road (Sukhumvit 105) Bangna District, Bangna Subdistrict, Bangkok 10260 (Director Nomination)</p>
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5.2 Qualifications and Prohibited Characteristics of Directors

The person nominated to be director shall possess the qualifications without any prohibited characteristics as follows:

- (1) having such qualifications without any prohibited characteristics under the Public Limited Companies Act, the Securities and Exchange Act, the relevant notification of the SET and the SEC or any other relevant laws regarding characteristics and scope of operations of the Company's directors;
- (2) professional ethics and excellent career profile;
- (3) knowledge or experience in business administration, especially in construction, finance and accounting or any other areas, as the Board of Directors deems appropriate;
- (4) ability to dedicate time for the Company, both during and after meetings, as well as carrying out other tasks as assigned by the Board of Directors.

- (5) Completed the Thai IOD Director's Certification Program Course.
- (6) having no conflict of interest with the Company:
 - operating a business or being a partner in an ordinary partnership or being a partner with unlimited liability in a limited partnership or being a director of other private or public company operating the same business as and in competition with the Company's business;
 - not being a contractual party, concessionaire or having interest in the same manner as the Company or being a partner in an ordinary partnership or being a partner with unlimited liability in a limited partnership or being a director of other private or public company operating the aforesaid business;
 - or other cases under the Public Limited Companies Act and/or as stipulated by law;
- (7) any other additional qualification that may be set later in compliance with law and deemed appropriate.

5.3 Procedures for Consideration

The Company's Board of Directors will consider the nominated candidate gaining the majority vote in the meeting according to the following criteria;

- (a) basic qualifications meets requirement above;
- (b) possess appropriate qualifications that the Board of Directors considers will enhance the Board of Directors' operation effectively.

The Company's Board of Directors will exercise discretion to assign a suitable position for nominated persons.

The Company's Board of Directors reserves the rights not to consider appointing the candidate if

- (a) the nomination is not in compliance with specified rules;
- (b) the candidate is unqualified according to the basic criteria set above;
- (c) the documents required from the candidate are incomplete and/or submitted later than the set schedule.;
- (d) the candidate does not consent to his/her nomination;
- (e) the candidate holds directorship in more than [five listed companies and/or subsidiaries](#) such that he/she may not be able to dedicate time as the Company's director efficiently.
- (f) any event exists or occurs, as the Board may deem fit.

After the candidate's qualifications are approved by the Board's resolution, the Board will propose that candidate at the shareholders' meeting for approval according to the Company's articles and association.

For the candidate disapproved by the Board, the Company shall inform the shareholders through the Company's website.

Any question or enquiry, please contact "Company Secretary Division" at telephone number: 0-2398-0158 ext. 116 and 243 or fax number: 0-2398-9860