

## Proposal of AGM Agenda and Director Nominees in advance

Sherwood Chemicals Public Company Limited (SWC) has a strong determination to maintain an appropriate management with a highest effectiveness and efficiency. SWC has to be accepted by the shareholders and stakeholders as Company with Good Corporate Governance.

Thus, to grant the minority shareholders to propose an agenda of annual general shareholders' meeting and director nominee in advance is considered as a part of Good Corporate Governance of SWC with the purpose of equitable and fairness treatment of all shareholders. In addition, for clarity and transparency of the procedures and methods for consideration, SWC has set up the criteria to authorize minority shareholders to propose the agenda and the director nominees prior to the meeting. By this mean, it will ensure that the agenda 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.

### The Qualifications of Shareholders who wish to propose the agenda or director nominee must possess qualifications according to the criteria as follows:

- (1) Can be either one shareholder or combined shareholders.
- (2) Holding minimum shares not less than 150,000 shares.
- (3) Holding the proportion of shares specified in (2) not less than 1 year and being the shareholder of the Company at the date proposing agenda or director nominee

### Proposal of the Agenda

- (1) The Proposals that will not be placed on the Agenda:
  - The proposal that defined in clause 89/28 of the Securities and Exchange law B.E. 1992 and its amendment and the Notification of Capital Market Supervisory Board;
  - The proposal that violates applicable laws, rules, regulations of the government agencies, or regulatory or involved agencies, or actions not in compliance with the objectives, Articles of Association, the resolution of shareholders' meeting and the Good Corporate Governance;
  - The proposal that the company has already implemented;
  - The proposal that the information shareholders provided is incomplete or incorrect, those who are unable to contact; and
  - The proposal that shareholders are not fully qualified.
- (2) Consideration Procedure
  - (2.1) The shareholder who possesses qualification of the criteria must submit the AGM Agenda Proposal Form to the Board or send the proposal unofficially via facsimile at 0-2320-2670 or

through corporate secretary's email address at [ir@sherwood.co.th](mailto:ir@sherwood.co.th) before sending the original to the Board. In this regard, the original with the shareholder's signature, the evidence of shares' held, namely the certified letter of the securities company or other evidences of the Stock Exchange of Thailand, together with supporting document beneficial for board consideration (if any) must be delivered to the Company within 7th February 2015.

- (2.2) In case many shareholders have unified to propose agenda to the Board, the first shareholder must fill AGM Agenda Proposal Form completely and affix their names as evidence. The rest of shareholders must fill part (1) and (2) of AGM Agenda Proposal Form completely and affix their name as evidence separately then gather each of those AGM Agenda Proposal Form, the evidence of shares' held, and support documents (if any) together into one set to propose to the Board. The alternative way is to send proposal unofficially before submitting the original in accordance with the criteria (2.1).
- (2.3) In case one or more than one shareholders propose more than one agenda, the shareholders must fill AGM Agenda Proposal Form separately (One Form per One Agenda), or may send the proposal unofficially before submitting the original according to the criteria (2.1).
- (2.4) The Corporate Secretary will initially review the proposal for the Board.
- (2.5) The Board will consider the proposal according to the criteria (1) unless the board says otherwise. The Board's judgment is final.
- (2.6) The proposal approved by the Board along with the Board opinion will be included in the Agenda of the AGM notice. For the proposal disapproved by the board, the Company will inform the shareholders with the reason of the Board's refusal at the AGM.

#### **\*The Nomination of the Director**

(1) Director Qualifications are as follow:

- Having the qualification according to the Public Company Act, Securities and Exchange Act and the Good Corporate Governance of the Company;
- Being knowledgeable, capable, independent, dedicated, and healthy mentally and physically, be of suitable age and be able to perform director's duties with care and loyalty. Nominees should attend the Directors' meeting regularly, study meeting agendas in advance, and productively participate in the meeting in a straightforward manner. Reputable businesspersons of integrity and superb professional references may also qualify as nominees;
- Should not serve too many board positions.

(2) Consideration Procedure

- (2.1) The shareholder who possesses qualification of the criteria must submit the Nominating Director Form to the Board or send the proposal unofficially via facsimile at 0-2320-2670 or through

corporate secretary's email address at [ir@sherwood.co.th](mailto:ir@sherwood.co.th) before sending the original to the Board. In this regard, the original with the shareholder's signature must be delivered to the Company within 7th February 2015 with the following document.

- The evidence of shares' held, namely the certified letter of the securities company or other evidences of the Stock Exchange of Thailand.
- The evidence of nominee's consent.
- Support document of candidate's qualification including the education and work experience (Curriculum Vitae).
- Other support documents beneficial for Board consideration (if any).

- (2.2) In case many shareholders have unified to nominate director to the board, the first shareholder must fill Nominating Director Form completely and affix their names as evidence. The rest of shareholders must fill part (1) and (2) of Nominating Director Form completely and affix their name as evidence separately then gather each of those Nominating Director Form, the evidence of shares' held, and support documents (if any) together into one set to propose to the Board. The alternative way is to send proposal unofficially before submitting the original in accordance with the criteria (2.1).
- (2.3) In case one or more than one shareholders nominate more than one director, the shareholders must fill Nominating Director Form separately (One Form per One Director), or may send the proposal unofficially before submitting the original according to the criteria (2.1).
- (2.4) The Corporate Secretary will initially review the proposal for the Board.
- (2.5) The Nomination and Remuneration Committee will consider the candidate's qualification to propose to the Board unless the Board or the Nomination and Remuneration Committee say otherwise. The Board's judgment is Final.
- (2.6) The name of nominee approved by the Board along with the Board opinion will be included in the agenda of the AGM notice. For the proposal disapproved by the Nomination and Remuneration Committee or the Board, the Company will inform the shareholders with the reason of the Board's refusal at the AGM.

**Form to Propose AGM Agenda**

(1) I am (Mr./Mrs./Miss) ....., being the shareholder of Sherwood Chemicals Public Company Limited, holding ..... shares, residing at ..... Road ..... District ..... Province ..... Mobile Phone Number ..... Home/Office Phone ..... E-mail address (if any) .....

(2) I would like to propose the agenda of the Annual General Shareholders' Meeting of the year ..... Subject .....

(3) Proposal for consideration ..... and have support information beneficial for consideration (such as fact or reason etc.) ..... and other support documents (if any) have been enclosed and certified true copy at every page, ..... pages in total.

I certify that all information written in this Form, the evidence of shares' held, and the other support documents are correct and affix the name as evidence below.

..... Shareholder's Signature  
(.....)  
Date .....

Remarks 1. Shareholders must enclose the evidence of shares' held such as the certificate of shares' held from securities company or any other certificates from the Stock Exchange of Thailand (SET). In case shareholders are commercial registration, the copy of certificate of commercial registration must be enclosed. Also, the copy of director nominee's identification card or passport (in case of the foreigner nominee) who has signed his/her name in this Form must be enclosed and certified true copy.

2. Shareholders are able to send proposal unofficially in advance via facsimile at 0-2320-2670 or through Corporate Secretary's email address at ir@sherwood.co.th before sending the original to the Company.

3. The original of this Form must be delivered to the Company within 7th February 2015 in order to allow the Board of Directors to consider in accordance with the Criteria and to propose to the AGM.

4. In case many shareholders have unified to propose the agenda, all shareholders must fill Form and affix their names as evidence separately then gather each of those Form together into one set in accordance with the criteria specified.

5. In case one or many shareholders propose more than one agenda, the Form must be filled separately according to the criteria specified.

6. In case shareholders have their title, name, or surname changed, the copy of evidence of those changes must be enclosed and certified true copy.

7. The Company will cut-off rights of shareholders if founded that information provided is incomplete or incorrect; or those shareholders cannot be contact; or director nominees are not considered fully qualified.

Form to Nominate Director for Annual General Shareholders' Meeting of the year 2015

(1) I am (Mr./Mrs./Miss) ....., being the shareholder of Sherwood Chemicals Public Company Limited, holding ..... shares, residing at ..... Road ..... District ..... Province ..... Mobile Phone Number ..... Home/Office Phone ..... E-mail address (if any) .....

(2) I would like to nominate (Mr./Mrs./Miss) ..... Age ..... who is fully qualified in accordance with the criteria of the Company to be the director. The nominee has been signed below as the evidence of consent. The curriculum vitae of the nominee and other support documents (if any) have been enclosed and certified true copy at every page, ..... pages in total.

I certify that all information written in this Form, the evidence of shares' held, the evidence of consent and other support documents are correct and affix the name as evidence below

..... Shareholder's signature  
(.....)  
Date .....

(3) I am (Mr./Mrs./Miss) ....., the director nominee in (2), consent and certify that the qualification and other documents (if any) in (2) is correct, agree to adhere to the Good Corporate Governance of the Company, and affix the name as evidence below.

..... Director nominee's signature  
(.....)  
Date .....

Remarks 1. Shareholders must enclose the evidence of shares' held such as the certificate of shares' held from securities company or any other certificates from the Stock Exchange of Thailand (SET). In case shareholders are commercial registration, the copy of certificate of commercial registration must be enclosed. Also, the copy of director nominee's identification card or passport (in case of the foreigner nominee) who has signed his/her name in this Form must be enclosed and certified true copy.

2. Shareholders are able to send proposal unofficially in advance via facsimile at 0-2320-2670 or through Corporate Secretary's email address at ir@sherwood.co.th before sending the original to the Company.

3. The original of this Form must be delivered to the Company within 7th February 2015 in order to allow the Board of Directors to consider in accordance with the Criteria and to propose to the AGM.

4. In case many shareholders have unified to nominate the director, all shareholders must fill Form and affix their names as evidence separately then gather each of those Form together into one set in accordance with the criteria specified.

5. In case one or many shareholders nominate many director nominees, the Form must be filled separately according to the criteria specified.

6. In case shareholders have their title, name, or surname changed, the copy of evidence of those changes must be enclosed and certified true copy.

7. The Company will cut-off rights of shareholders if founded that information provided is incomplete or incorrect; or those shareholders cannot be contact; or director nominees are not considered fully qualified.