



Criteria for Proposal of Agenda and Nomination of Director Candidates

As a part of Good Corporate Governance and having respect to the rights and equitable treatment of shareholders, the Board of Directors of Buriram Sugar Public Company Limited would like to present the criteria for shareholder to propose any matter considered important and truly beneficial to the company as agenda for 2015 Annual General Meeting. The Criteria are as follows :

1. Qualifications of Shareholder

Shareholder who wishes to propose the agenda and/or nominee director must possess the following qualifications :

- 1.1 Being a shareholder which can be either one or a combination/group of more than one shareholders.
- 1.2 Holding minimum shares representing not less than 5% of the total voting rights and having continuously held those shares until the book closing date for the right to attend the meeting.
- 1.3 Having continuously held those shares (in (b) above) for not less than 12 months.

2. Proposal of Agenda

2.1 Conditions for consideration : The proposal will not be placed on the Agenda if :

- (1) The proposal violates applicable laws, announcements, rules and regulations of Government agencies, or regulatory bodies or involved agencies, or actions not in compliance with the objectives, the Company's Articles of Association, the resolution of shareholder's meetings and good Corporate Governance of the Company.
- (2) The Proposal is beneficial only for specific person or a group.
- (3) The proposal lies under the authority of the management of the Company except if it is causing material impact on shareholders in general.
- (4) The proposal has already been implemented by the Company.
- (5) The proposal is for a matter which is beyond the control of the Company.
- (6) The proposal is from shareholders who do not possess the qualifications as mentioned in (1) above and/or whose information is incomplete or incorrect or from shareholders who are not reachable.



BRR บริษัท น้ำตาลบุรีรัมย์ จำกัด (มหาชน) BURIRAM SUGAR PUBLIC COMPANY LIMITED

สำนักงานใหญ่ / โรงงาน : 237 หมู่ที่ 2 บ้านสาวเอ้ ตำบลหินเหล็กไฟ อำเภอคูเมือง จังหวัดบุรีรัมย์ 31190 โทร. 0-4465-9020-3 โทรสาร 0-44659-020 ต่อ 103,131,151

Head office / Factory : 237 Moo 2 Hinlekhai, Kumuang, Buriram 31190 Tel : 0-4465-9020-3 Fax : 0-4465-9020-3 Ext : 103,131,152

สำนักงานกรุงเทพฯ : 128/77-78 ชั้น 7 อาคารพญาไทพลาซ่า ถนนพญาไท แขวงทุ่งพญาไท เขตราชเทวี กรุงเทพฯ 10400 โทร. 0-2216-5820-2 โทรสาร 0-2216-5823

Bangkok Office : 128/77-78 7th Floor, Phayatai Plaza, Phayatai Road, Ratchathewi, Bangkok 10400 Tel : 0-2216-5820-2 Fax : 0-2216-5823

ทะเบียนเลขที่ 0107556000523 Website : <http://www.buriramsugar.com>

3. Nomination of Director

3.1 Director Qualifications : The Company will consider candidates nominated if they possess the following qualifications :

(1) Being fully qualified and not prohibited under :

- The Public Companies Act
- The Securities Exchange Act
- The Securities and Exchange Commission
- The Capital Markets Supervisory Board
- The Stock exchange of Thailand
- The Company's Articles of Association

(2) Having knowledge, skills, experience and capability as such in agro-industry and agro-food, continuous industry like sugar, electricity, or fertilizer, laws, accounting and finance or being qualifies in such areas as are beneficial to the Company.

(3) Dedicating time and effort for discharge of duties as per his/ her responsibility.

3.2 Independent Director Qualifications : The candidate must possess qualifications according to the Company's definition of 'Independent Director' as per the company's policy.

4. Consideration/Procedures

4.1 Proposal of Agenda

(1) The Company Secretary will gather/review the proposal as set by the criteria and act according to the Company procedures before proposing to the Company's Board of Directors for consideration and approval.

(2) The proposal approved by the Company's Board of Directors will be included in the agenda of the AGM notice, as agenda proposed by the Shareholders.

(3) The Company's Board will consider the appropriateness of proposal by shareholders and in this regard, the Board's resolution shall be final.

4.2 Nomination of Director

(1) The company secretary will gather/review the correctness and completeness of information and qualifications of Nominee Director and proceed according to the Company's procedures before proposing to the Company's Directors for consideration.



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- (2) The name of nominee approved by the Board of Directors along with the Board opinion will be included in the AGM notice as nominee proposed by shareholders.
- (3) The Company's Board shall consider the Nominee Director and if the nominee is disapproved by the Board, the Company shall notify to the Shareholders in the coming Annual General Meeting.

5. Supporting Documents

The Shareholders shall submit the following documents :

- 5.1 The evidence of shareholding i.e. certificate of shares held issued by the relevant agency.
- 5.2 A self attested copy of the Thai Identity card (Thai Nationals) or passport (foreign nationals) or a certified copy of the Company registration documents and a self attested copy of the Thai Identity card (Thai Nationals) or passport (foreign nationals) of the authorized representatives.
- 5.3 In case of a group of shareholders, the group shall identify and mention the name of a person who shall have a consent to act as their representative. In this regard, any communication between the company and the representative/consent means the communication between the Company and such group of shareholders.
- 5.4 In case, the shareholder or a group of shareholders wishes to nominate a Director then following documents shall be sent :
 - (1) Nominee Profile signed by the Nominee herself/ himself.
 - (2) Certified true copies of relevant documents such as evidence of educational qualifications, work experience, trainings attended and evidence of shares held.
 - (3) Certified true copies of such other documents as may be beneficial for Board's consideration.

6. Submission

The proposal for Agenda or a Nominee Director shall be sent to the company at companysecretary@buriramsugar.com or call +66 (02) 216-5820-2.

7. Last date for submission

The proposals may be submitted no later than January 15, 2015.

Form to Propose Annual General Shareholder's Meeting Agenda

(1) I am (Mr./Mrs./Miss) _____, being the shareholder of Buriram Sugar Public Company Limited, holding _____ shares, residing at _____ Road _____ Sub-District _____ 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 Shareholder's 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 A, the evidence of shares' held, and 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 A must be enclosed and certified true copy.
- (2) Shareholders are able to send proposal unofficially in advance via facsimile at +66 (02) 216-5823 or through email address companysecretary@buriramsugar.com before sending the original to the Company.
- (3) The original of this Form A must be delivered to the Company within 5 business days before the AGM 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 A and affix their names as evidence separately then gather each of those Form A together into one set.
- (5) In case one or many shareholders propose more than one agenda, the Form A must be filled separately.
- (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

(1) I am (Mr./Mrs./Miss) _____, being the shareholder of Buriram Sugar Public Company Limited, holding _____ shares, residing at _____ Road _____ Sub-District _____ 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 B, the evidence of shares' held, and other support documents are correct and affix the name as evidence below.

(_____)
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.

(_____)
Date _____

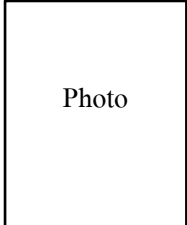
Remarks :

- (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 B must be enclosed and certified true copy.
- (2) Shareholders are able to send proposal unofficially in advance via facsimile at +66 (02) 216-5823 or through email address companysecretary@buriramsugar.com before sending the original to the Company.

- (3) The original of this Form B must be delivered to the Company within 5 business days before the AGM 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 B and affix their names as evidence separately then gather each of those Form B together into one set.
- (5) In case one or many shareholders propose more than one agenda, the Form B must be filled separately.
- (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.
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* The candidate must fill in the form below *

Resume of proposed candidate to be elected as director in 2015



First name - Surname (Mr./ Mrs./ Miss) _____

Address _____

Nationality _____ Date/month/year of birth _____ Age _____ Year _____

Telephone _____ Facsimile _____ E-mail _____

Education

Year of graduated	Level	Institute	Major

Working experiences

Start	End	Company / Type of business	Position

Training for director course of Thai Institute of directors (IOD)

(Please enclose a certified true copy of certificates)

Year	Course

Number of Buriram Sugar Public Company Limited shareholding (BRR) = _____ shares

Marital status Single Married (Please fill information below) Divorce

Name of spouse _____ number of BRR's shareholding _____ shares

Name of child

1. _____ number of BRR's shareholding _____ shares

2. _____ number of BRR's shareholding _____ shares

3. _____ number of BRR's shareholding _____ shares

Name of minor child

1. _____ number of BRR's shareholding _____ shares

2. _____ number of BRR's shareholding _____ shares

3. _____ number of BRR's shareholding _____ shares

Having direct and/or indirect interests in BRR as position of party *(Please specify nature of transaction and characteristic of such interests, including transaction value)*

Shareholding and being a director of related company of BRR *(In case of shareholding, please specify company's names, number of shares held, percentage of total number of the voting rights or in case of being a director, please specify company's name)*

Shareholding, being a partner in partnership, or being a director of the company which operates the same nature of business as and is in competition with the business of BRR *(If have, Please specify partnership's name, company's name, number of shares held, percentage of total number of the voting rights and its nature of business)*

I acknowledge and give the consent of being nominated for appointment as the Company's director for year 2015, and certify that the information provided above is true and supporting documents submitted herewith are true and correct. I also certify that my qualifications are met, and having no prohibited characteristics as stipulated by laws.

_____ Director nominee's signature

(_____)

Date _____