



บริษัท กุลธรรคเอร์บี จำกัด (มหาชน)

KULTHORN KIRBY PUBLIC COMPANY LIMITED

ทะเบียนเลขที่ 0107537002150
สำนักงานใหญ่ : 126 ซ. ชลองค์กรุง 31 ถ. ชลองค์กรุง
แขวงลำปลาทิว เขตลาดกระบัง กรุงเทพฯ 10520
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LEADING MANUFACTURER IN HERMETIC COMPRESSOR FOR REFRIGERATION & AIR CONDITIONING SINCE 1980

Our Ref 0399/2018

1 October 2018

Subject Right of shareholders to propose the agenda and to nominate person to be considered for the election as director of the company including with forwarding of questions relating to shareholders meeting agenda

To The President
The Stock Exchange of Thailand

Enclosure 1 Agenda Proposal Form
2 Director Nomination Form
3 Forwarding of Questions Relating to Shareholders Meeting Agenda
4 Criteria for Shareholder right for Agenda Proposal and Director Nomination for 2019 Ordinary Shareholders Meeting

Kulthorn Kirby Public Company Limited hereby announces that the Company would like to invite the shareholders to propose the agenda for 2019 Ordinary Shareholders Meeting and the candidate to be considered for the election as director of the Company including with forwarding of questions relating to shareholders meeting agenda in advance as from now until 15 January 2019 as per the Company's criteria as the enclosure and which has been disclosed on the company website, www.kulthorn.com

Please be informed accordingly.



Yours Sincerely,

Kulthorn Kirby Public Company Limited

(Mr. Sutee Simakulthorn)

President

Agenda Proposal Form

Enclosure 1

for 2019 Ordinary Shareholders Meeting of Kulthorn Kirby Plc.

I am (Mr / Mrs / Miss), being the shareholder of
Kulthorn Kirby Public Company Limited, holdingshares,
residing atRoadSub-District.....
District ProvinceFacsimile Number
Number of Mobile PhoneHome/Office Phone
E-mail address (if any)

I would like to propose the agenda for the Ordinary Shareholders Meeting of the year 2019.

Subject :

Objective : ☐ For acknowledgement ☐ For approval ☐ For consideration

Proposal for consideration :

.....
and have support information beneficial for consideration (such as fact or reasons, etc.)
.....
.....

Together with additional supporting documents which have been certified true and correct on each page in the
number of total.....pages.

I certify that all information provided in this Form, the evidence of shareholding and other supporting
documents are true and correct. I agree that the Company may disclose such information and evidences.

I hereby affix my signature as evidence thereof.

..... Shareholder's signature

(.....)

Date

Remarks :

1. The shareholder must enclose the evidences of shareholding such as certificate of shareholding from securities company or any other evidence from the Thailand Securities Depository Company Limited or the Stock Exchange of Thailand.
2. In case shareholder is a juristic person, the copy of Company's affidavit and of identification card/passport (in case of foreigner) of authorized director must be enclosed and certified true copies by such director.
3. In case of individual shareholder, the copy of identification card/ passport (in case of foreigner) must be enclosed and certified true copy by the shareholder.
4. The Agenda Proposal Form must be submitted to the Company **within 15 January 2019**.
5. In case many shareholders have unified to propose the agenda, each shareholder must individually complete and sign the Agenda Proposal Form as evidence separately and gather all the forms into one set.
6. In case one or many shareholders propose more than 1 agenda, the shareholders must complete the Agenda Proposal Form separately for each agenda (1 Form per 1 Agenda)
7. In case shareholders have their title, name, or surname changed, the certified true copies of evidence of the changes must be enclosed.

for 2019 Ordinary Shareholders Meeting of Kulthorn Kirby Plc.

I am (Mr / Mrs / Miss), being the shareholder of
 Kulthorn Kirby Public Company Limited, holdingshares,
 residing atRoadSub-District.....
 District ProvinceFacsimile Number
 Number of Mobile PhoneHome/Office Phone
 E-mail address (if any)

I would like to nominate (Mr/Mrs/Miss),
 who is fully qualified, having none of the prohibited qualifications in accordance with the Company's criteria, as a
 director of the Company. The nominee has signed below as an evidence of consent. The curriculum vitae of the nominee
 and other support documents have been enclosed and certified true copy on every pages in totalpages

I certify that all information provided in this Form, the evidence of shareholding and other supporting documents
 are true and correct. I agree that the Company may disclose such information and evidences. I hereby affix my signature
 as evidence thereof.

..... Shareholder's signature

(.....)

Date

I am (Mr/Mrs/Miss), the director nominee, consent and certify
 that I have full qualifications, having none of the prohibited qualifications according to the Company's criteria and agree
 to adhere to the Good Corporate Governance of the Company, and I have affixed my signature as evidence below.

..... Nominee's signature

(.....)

Date

Remarks :

1. The shareholder must enclose the evidences of shareholding such as certificate of shareholding from securities company or any other evidence from the Thailand Securities Depository Company Limited or the Stock Exchange of Thailand .
2. In case shareholder is a juristic person, the copy of Company's affidavit and of identification card/passport (in case of foreigner) of authorized director must be enclosed and certified true copies by such director.
3. In case of individual shareholder, the copy of identification card/passport (in case of foreigner) must be enclosed and certified true copy by the shareholder.
4. The Director Nomination Form must be submitted to the Company **within 15 January 2019**.
5. In case many shareholders have unified to nominate the director, each shareholder must individually complete and sign the Director Nomination Form as evidence separately and gather all the forms into one set.
6. In case one or many shareholders nominate more than 1 director, the shareholders must complete the Director Nomination Form separately for each director (1 Form per 1 Director)
7. In case shareholders have their title, name, or surname changed, the certified true copies of evidence of the changes must be enclosed.
8. Resume of director nominee including personal background, education, work experience, skill/professional areas, list of companies he/she has participated in the management or in the board, number of shareholding in the Company, conflict of interest with the Company and its subsidiaries/affiliates of the Company of juristic persons which may have conflict of interest, contact address and other information considered suitable to propose to the Board of Directors for consideration.



Kulthorn Kirby Public Company Limited

Forwarding of Questions Relating to Shareholders Meeting Agenda

Kulthorn Kirby Public Company Limited recognizes the importance of shareholders and Good Corporate Governance promotion, the Company then facilitates shareholders in sending, in advance of the Ordinary Shareholders Meeting, the question concerning the Company as follows :

1. Shareholders could send the question with the following personal information:
 - Name, address, telephone number, fax number and e-mail address (if any)
 - Number of shareholding in the Company.
 - Details of question.
2. Communication for receiving questions :
 - Facsimile : To Office of the Company Secretary, Facsimile Number 02 326 0837
 - E-Mail : chanachai@kulthorn.com
 - Post at the following address :

Office of the Company Secretary
KULTHORN KIRBY PUBLIC COMPANY LIMITED
126 Soi Chalong Krung 31, Chalong Krung Road, Khwaeng Lam Pla Thio,
Khet Lat Krabang, Bangkok 10520

3. Timing

Shareholders could send the question concerning the Company in advance of the Ordinary Shareholders Meeting of 2019 **within 15 January 2019.**

4. Answering the question

The Company shall consider answering the question in the Ordinary Shareholders Meeting of 2019 for giving a chance to other shareholders to acknowledge the information equally.

Remark : Any question or enquiry, please contact "Office of the Company Secretary, at Telephone number 02 326 0831 - 6 Ext 260

(Translation)

Kulthorn Kirby Public Company Limited

Criteria for Shareholder right for Agenda Proposal and Director Nomination for 2019 Ordinary Shareholders Meeting

1. Objective

Kulthorn Kirby Public Company Limited recognizes the importance of shareholders and Good Corporate Governance promotion, the Company then facilitates shareholders in proposing, in advance of the Ordinary Shareholders Meeting, the agenda and nominating person to be considered for the election as the Company's director which is a part of the principles of Good Corporate Governance to ensure that all shareholders are fairly and equitably treated. To keep the procedures and methods for consideration clear and transparent, the Company has set up the criteria for shareholder to propose the agenda and nominate the director in advance. By this mean, it will ensure that the agenda will be delicately selected and truly beneficial to the Company and the director nominee who has suitable qualifications will be selected for election.

2. Qualification of Shareholder

The shareholder who wish to propose the agenda or director nominee must possess qualifications according to the criteria as follows.

2.1 Being the shareholder of the Company which can be either one shareholder or combined shareholders.

2.2 Holding minimum shares not less than 0.50 % of the Company's issued shares
(to hold not less than 6,000,000 shares)

3. Proposal of the Agenda

3.1 The shareholder who possesses qualification according to Clause 2 of the Criteria must complete and sign the attached "Agenda Proposal Form for 2019 Ordinary Shareholders Meeting" and together submit along with required documents and evidences to the Company **within 15 January 2019** in order to allow the Board of Director adequate time for consideration, as per the following address:

Office of the Company Secretary
KULTHORN KIRBY PUBLIC COMPANY LIMITED
126 Soi Chalong Krung 31, Chalong Krung Road, Khwaeng Lam Pla Thio,
Khet Lat Krabang, Bangkok 10520

In case many shareholders having complete qualifications according to Clause 2, have unified to propose agenda to the Board of Director, each shareholder must individually complete and sign the “Agenda Proposal Form for 2019 Ordinary shareholders Meeting” and gather all the forms into one set. The shareholders must provide the evidence of shareholding which shall be totaled to not less than that in Clause 2.2

In case one or more than one shareholders having complete qualifications according to Clause 2, propose more than 1 agenda, the shareholders must complete and sign the Agenda Proposal Form separately for each agenda (1 Form per 1 Agenda).

- 3.2 The Company shall reserve its right not to include the following proposal on the Agenda
- (1) A proposal that violates to the laws, rules and regulations of government agencies, or regulatory or involved agencies, or that does not comply with the Objectives, Articles of Association, the resolution of shareholders’ meeting and the Good Corporate Governance of the Company.
 - (2) A proposal that is Company’s normal business operation and the fact given by the shareholder does not indicate any reasonable suspicion on the irregularity of such matter.
 - (3) A proposal that is beyond authority of the Company to conduct in order to meet the expected result.
 - (4) A proposal that is not beneficial to the Company’s business operation, or that the Board of Directors considers unnecessary to include on the agenda.
 - (5) The proposal that is proposed by shareholders who are not fully qualified in accordance with the criteria, or that the information shareholder provided is incomplete, incorrect or having untrue statement, ambiguous proposal and unable to contact the shareholder, or do not follow the criteria required by the Company.
 - (6) Any other cases as specified in the notification of the Capital Market Supervisory Board.

4. Nomination of the Director

- 4.1 The shareholder who possesses qualification according to Clause 2 of the Criteria must complete and sign the attached” Director Nomination Form for 2019 Ordinary Shareholders Meeting” and affix the nominee’s signature, and together submit along with required documents and evidences to the Company **within 15 January 2019**.

In case many shareholders having complete qualifications according to Clause 2, have unified to nominate the director to the Board of Directors, each shareholder must individually complete and sign the “Director Nomination Form for 2019 Ordinary Shareholders Meeting” and gather all the forms into one set. The shareholders must provide the evidence of shareholding which shall be totaled to not less than that in Clause 2.2

In case one or more than one shareholders having complete qualifications according to Clause 2, nominate more than 1 director, the shareholders must complete and sign the Director Nomination Form separately for each director (1 Form per 1 Director).

- 4.2 The director nominee must possess key qualifications and having none of the prohibited qualifications as follows:

- (1) Be qualified and none of characteristic prohibited under the Public Limited Company Act, the Securities and Exchange Act, the Notification of Securities and Exchange Commission, the Articles of Association and the Good Corporate Governance of the Company.
- (2) Being an expert with knowledge, capability and experience that are beneficial to the Company’s operation.
- (3) Interested in the Company business and able to devote sufficient time to the Company
- (4) Having no conflict of interest with the Company.
- (5) Should not serve too many board position in listed company.