



No. SYNTEC/MD/2016/068

14 November 2016

Subject : Rights for minority shareholders to propose AGM 2017 Agenda, qualified candidate for director position and send questions for the AGM 2017

To : Director and Manager,  
The Stock Exchange of Thailand (SET)

Syntec Construction Public Company Limited (“SYNTEC”) would like to inform that in line with the good corporate governance on the equitable treatment of shareholders’ rights for minority shareholders to participate in Annual General Meeting of Shareholders. SYNTEC has invite shareholders to propose any significant matter of which should be included as an agenda in the AGM 2017, qualified candidate for director position in advance prior to the AGM of Shareholders and send questions for the AGM of Shareholders for the year 2017.

The shareholders can propose during 14 November 2016 to 31 January 2017 according to the rules and procedures as detailed in the attachment to this and announced the invitation on the Company’s website at [www.synteccon.com](http://www.synteccon.com), under the “Investor Information” page, the “SET News”

Please be informed accordingly.

Sincerely yours,

(Mr. Somchai Sirilertpanich)

Managing Director



**Principles for the minority shareholder to propose annual general meeting agenda and qualified candidate for director position**

Recognizing the importance of shareholders and corporate governance promotion, SYNTEC facilitates shareholders in proposing, in advance of the 2017 General Meeting of Shareholders agenda, the issue, as deemed appropriate, to be considered to include in the agenda of the AGM, with reference to the principles below.

**1. Qualification of shareholder:**

Shareholders of the Company will be able to propose agenda and candidates to be elected as directors.

**2. The Board of Directors shall reserve its right not to place the following matters as meeting agenda :**

- 2.1 Matters that violate the laws, rules, regulations of government agencies or other governing agencies, or that do not comply with the Objectives, the Articles of Association, the shareholders' resolutions and Good Corporate Governance Policies of the Company.
- 2.2 Matters that are beneficial only to a specific person or group.
- 2.3 Matters that are beyond the control of the Company.
- 2.4 Matters that is the power and authority of the board unless it causes the significant affect on the shareholders in general.
- 2.5 Matters proposed by shareholders who are not follow the procedures set forth by the Company.
- 2.6 Other matters that the Board deems unnecessary to place on the agenda.

**3. Consideration Procedure :**

After the opportunity for shareholders to propose 2.5 months period completed by 31 January 2017. The consideration of the AGM agenda proposal and director nomination proposal will be deliberated by the Board of Nomination and Remuneration Committee of the company according to the aforementioned qualifications of Directors. SYNTEC will notify the result of the consideration to the shareholders by February 2017 after the Board of Directors meeting endorses all AGM agenda will be included in the invitation letters for the AGM 2017.



**4. Channels for submitting proposed agenda items :**

Shareholders have unified to propose the agenda to the shareholders AGM and/or qualified candidate each shareholder must fill in this form “The propose Agenda to the Shareholders AGM 2017” via e-mail address: [compliance@synteccon.com](mailto:compliance@synteccon.com) or facsimile number 0-2711-5183. Thereafter, please send the original form together with other supporting documents as required by SYNTEC to the following address within 31 January 2017 as below address.

The Board of Nomination and Remuneration Committee  
Or The Board of Directors or Company Secretary  
Syntec Construction Public Company Limited  
555/7-11 Soi Sukhumvit 63 (Ekamai), Sukhumvit Road,  
Klongton nua, Wattana, Bangkok 10110 Thailand

**5. Period for proposal sending:**

Allowed period for proposal sending between 14 November 2016 to 31 January 2017.

For further information required call Ms. Rattapawee Lapnan, Compliance Officer Tel. 0-2381-6333 ext 5941 E-mail [rattapaweel@synteccon.com](mailto:rattapaweel@synteccon.com)

**The Proposed Agenda to the Shareholders AGM 2017**

1. Date.....
2. Name – Surname / Company.....
- Address.....
- Telephone..... Fax.....
- e-mail.....

3. Number of shares held.....shares

4. Proposed agenda :

4.1 General agenda

Agenda name.....

.....

.....

Objective  For consideration  For acknowledgement

Supporting details and reasons.....

.....

Supporting documents attached  No supporting documents

4.2 Agenda proposing a candidate to be considered for the position of Company director.

Details on candidate :

(1) Name – Surname.....

(2) Nationality.....

(3) Date of birth..... Age..... Years

(4) Address.....

.....

(5) Present position / Company.....

(6) Education

Year

Institution

.....

.....

(7) Work experience (last 5 years)

Year

Position / Company / Unit

.....

.....

(8) Training with Thai Institute of Directors association (IOD)

None  Yes, list of training courses .....

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(9) Shareholding in Syntec Construction Public Company Limited

None             Yes, number of shares held.....shares

Spouse Name.....number of shares held.....shares

Children 1. ....number of shares held.....shares

2. ....number of shares held.....shares

(10) Additional information

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5. Supplementary Documents to be enclosed:

Shareholders have to enclosed Supplementary Documents with the proposal as follows :

5.1 The evidence of shareholding, i.e. certificate of shares held issued by securities companies or any other certificates from the Stock Exchange of Thailand or Thailand Securities Depository Co.,Ltd.

5.2 Shareholder documents :

- Individuals: Copy of valid identification card/passport (in case of non-residents), certified true copy.

- Juristic persons: Copy of the Company affidavit issued in less than one month by Department of Business Development, Ministry of Commerce or other related agencies, and copies of valid identification card or passport (in case of non-residents) of authorized signatories, certified true copies by such authorized signatories.

5.3 Letter of consent from the qualified candidate for director position, included related documents; Copies of educational certificate, training, working history, evidence of shares (particularly for the AGM agenda to propose qualified candidate for director position)

6. Acknowledgement :

I hereby certify that the information I have given in this application is complete and authentic.

Signature.....Shareholder

(.....)

Signature.....Shareholder

(.....)

**Consent Form**<sup>1</sup>

I (Mr. / Mrs. / Miss /.....), who has been nominated for appointment as the director certify that the information provided above is true and the supporting documents submitted herewith are authentic.

Signature.....Candidate signature  
(.....)

<sup>1</sup>The candidate must possess all qualifications and does not possess any forbidding qualifications as per rules and regulations stipulated by: Securities and Exchange Commission Thailand, The Stock Exchange of Thailand, Public Company Act B.E.1993 and The Company Articles of Association.