

Thai Film Industries Public Company Limited
Procedure of Granting Shareholder Rights to Propose Agenda and
Candidates to be considered for election As Company Directors at AGM 2014

Objective

The Company has recognized the equal rights of shareholders under Good Corporate Governance. Therefore, shareholders are provided opportunity to propose agenda and candidates to be considered for election as Company Directors in advance prior to AGM 2014 according to the following Company's procedure.

Shareholder Qualifications

Eligible shareholders to propose agenda and/or candidates to be considered for election as the Company Directors must have qualifications as follows:

1. One or many shareholders holding altogether not less than 5% of the total eligible Company shares.
2. Must hold the shares continuously not less than 12 months up to the date of proposing agenda and/or candidates to be considered for election as the Company Directors.
3. Must have evidence showing their continuous holding such as share certificate from broker or other evidence from Stock Exchange of Thailand or Thailand Securities Depository Co., Ltd. including copy of personal ID card/passport (in case of foreigner) providing address and telephone number which can be reached conveniently for any further inquiries.

Proposal for AGM Agenda

1. Consideration Process

The complete eligible shareholders as described herewith can propose AGM agenda by proceeding as follows:

- 1.1 Fill completely and duly sign in Agenda Proposal for AGM 2014 (Form A).
In case of proposal made by more than one shareholder, everyone should fill in Form A individually, 1 agenda each. Then sign and bind altogether as a set and provide an assigned liaison with the Company.
- 1.2 Prepare documents to be forwarded to the Company together with Form A for each agenda as follows:

- A. Shareholding evidence such as share certificate from broker or other evidence from Stock Exchange of Thailand or Thailand Securities Depository Co, Ltd. or certified copy of share certificate.
- B. Proof of Shareholder Identity.

Regular Person

- Duly signed certified true and correct copy of shareholder's personal ID card or civil servant card or driving license or passport or valid alien permit.

Juristic Person

- Certified true and correct copy of juristic registration certificate issued not over 1 month duly signed by authorized persons and sealed (if any).
- Duly signed certified true and correct copies of the authorized persons' ID cards or civil servant cards or driving licenses or passports or valid alien permits.

2. Disallowed Issues for Agenda.

- 2.1 Any issues proposed by unqualified shareholders or providing incomplete, insufficient information or come beyond the deadline.
- 2.2 Any matters disregarding the Company's regular business, and suspicious incidents without any proof.
- 2.3 Issues beyond Company's power to proceed as required.
- 2.4 Issues used to be proposed for consideration within the past 12 months and they had been supported less than 10% of the total Company's shares except the new proposal have significant informative change from the previous one.
- 2.5 Issues against laws, announcements and regulations of government organizations or Company's regulator or are not in line with the Company's objectives, Articles of Association, shareholders' resolutions and Company's Good Corporate Governance.
- 2.6 Issues that have already been taken by Company.
- 2.7 Any other cases announced by Securities and Exchange Commission.

3. Consideration

- 3.1 Company Secretary will receive all proposals and check their completeness before presenting them to the Company's Board of Directors for consideration of their appropriateness. The decision of the Company's Board of Directors will be treated as final.
- 3.2 Agenda that agreed by the Company's Board of Directors will be included in AGM 2014 invitation together with its opinion.
- 3.3 Issues that disagreed by the Company's Board of Directors will be shown in AGM agenda for information with reasons to deny.

Proposal for Candidates to be considered for election as Company Director

1. Consideration Process

The complete eligible shareholders as described herewith can propose candidates to be considered for election as Company Director by proceeding as follows:

- 1.1 Fill completely and duly sign in Proposal for Candidate to be considered for Election as Company Directors (Form B). In case of proposal made by more than one shareholder, everyone should fill in Form B individually, 1 candidate each. Then sign and bind altogether as a set and provide an assigned liaison with the Company.
- 1.2 Fill completely and duly sign in Data of Candidate to be considered for election as Company Director (Form C), and attach documents for qualification consideration such as education, working experience, copy of personal ID and housing registration or copy of passport (in case of foreigner). The Candidate should duly sign for agreement in Form C.
- 1.3 Prepare documents to be forwarded to the Company together with Form B and Form C for each candidate as follows:
 - A. Shareholding evidence such as share certificate from broker or other evidence from Stock Exchange of Thailand or Thailand Securities Depository Co, Ltd. or certified copy of share certificate.
 - B. Proof of Shareholder Identity

Regular Person

- Duly signed certified true and correct copy of shareholder's personal ID card or civil servant card or driving license or passport or valid alien permit.

Juristic Person

- Certified true and correct copy of juristic registration certificate issued not over 1 month duly signed by authorized persons and sealed (if any).
- Duly signed certified true and correct copies of the authorized persons' ID cards or civil servant cards or driving licenses or passport or valid alien permits.

2. Qualifications of Company Directors

- A. Not restricted by the concerned laws and regulations.
- B. Have knowledge, competencies, and variety of skills and working experiences that will benefit the Company's business.
- C. Have leadership, vision, ethic and independence in decision making for the best benefit to the Company and its shareholders as a whole. Will utilize their knowledge, competencies and experiences to benefit the Company's business and have real interests in Company business.

3. Consideration

- 3.1. Company Secretary will receive all proposals and check their completeness before presenting them to the Nomination Committee for consideration of their qualifications. Its comments will be presented to the Company's Board of Directors for consideration if it is appropriate to suggest such candidates for election at AGM. The decision of the Company's Board of Directors will be treated as final.
- 3.2. Candidates that agreed by the Company's Board of Directors will be listed in agenda and invitation letter for AGM 2014 together with its opinion.
- 3.3. Candidates that disagreed by the Company's Board of Directors will be informed at the AGM.

Channel for Submitting Shareholders' Proposals

Shareholders can forward their proposals as follows:

1. Sending all documents and supportive evidences which have been duly signed for consideration of the Company's Board of Directors, via registered mail addressed to:

Mr.Somchai Vasupongsorn (Agenda Proposal and/or Proposal for Candidates to be considered for Election as Company Directors for AGM 2014)

Thai Film Industries Public Company Limited

73/3 M.4 Bangna-Trad Rd., K.M.13 Bangchaloang, Bangplee Samutprakarn, 10540

2. If there is any doubt, please contact by Telephone :

Miss Chadaporn Paitoon Asst. to Company Secretary

No: 02-750-1350 extension 240 or E-mail: chadaporn@thaifilmind.com

Proposal Submission Period

From 17 January 2014 to 17 February 2014. The date of the postal seal on envelop will be judged.