



## **Criteria and Procedures for Proposing Agenda Item for AGM**

### **1. Objective**

Consistent with the Bangchak Petroleum Public Company Limited (the “Company”)’s Good Corporate Governance practice ensuring that all shareholders receive equitable treatment, eligible shareholders are invited to propose an agenda item for annual general meeting of shareholders according to the Company’s criteria and procedures.

### **2. Shareholder Eligibility Criteria for Submissions**

Shareholders who wish to propose agenda item must be qualified in accordance with the criteria as follows:

- 2.1 Being a holder or a group of the Company’s common share (BCP).
- 2.2 Holding minimum shares at least 0.1% of the saleable shares of the Company.
- 2.3 Having continuously held those shares in no. 2.2 for at least one year to the date of the submission.

### **3. Proposal of Agenda Item(s)**

3.1 The Proposal that will not be included in the AGM agenda

(1) A proposal that defined in the Section 89/28 of the Securities and Exchange Law B.E.1992 and the Notification of Capital Market Supervisory Board.

(2) A proposal that violates to the law, rules, regulations of government agencies or other governing agencies or does not comply with the objective, the article of association, the shareholders’ resolution, and the good corporate governance practice of the Company.

(3) A proposal that is beneficial for specific person or a group of people.

(4) A proposal that is under power and authority of the Board of Directors unless it causes the significant effect on shareholders.

(5) A proposal that is already brought to the Company’s operation.

(6) A proposal that is incomplete, inaccurate, submitted after the deadline or a proposal that the Company is unable to contact the shareholders submitting the proposal.

(7) A proposal that is proposed by shareholders who are not fully qualified in accordance with the Company provision.



### 3.2 Consideration Procedure

(1) Eligible Shareholders must complete and sign the attached Agenda Item Proposal Form, and together submit along with evidence of ownership of all shares' held satisfied in no. 2.2 and 2.3, i.e. certificates of shares held issued by a registered securities company, or other certificated documents issued by the Thailand Securities Depository Company Limited or the Stock Exchange of Thailand, and any support documents which will be beneficial to consideration process (if any). All of documents should be reached the Company within December 31, 2011 marked to the attention of:

The Secretary to The Board of Directors Office  
The Bangchak Petroleum Public Company Limited  
555/1 Energy Complex Building A, Floor 10th  
Vibhavadi Rangsit Rd., Chatuchak,  
Bangkok 10900, Thailand

Or the proposal may be submit unofficially via facsimile at 0-2140-8902 or through The Secretary to The Board of Directors Office email address at [bcpsecretary@bangchak.co.th](mailto:bcpsecretary@bangchak.co.th) before sending the original form and documents to the Board of Directors.

(2) Where a group of shareholders who satisfied the criteria in no.2 collectively submit a joint agenda proposal, One shareholder must complete and sign Agenda Item Proposal Form, while the rest of shareholders must separately complete part 1 and 2 of the Agenda Item Proposal Form and sign the Form, and then together submit with the completed Agenda Item Proposal Form and support documents (if any).

(3) Where shareholder or a group of shareholders who satisfied the criteria in no.2 would like to propose multiple agenda items, separate forms must be used for each agenda item proposal along with each associated support documents.

(4) The proposal approved and selected by the Board of Directors will be included as the agenda item in the Notice of AGM including the Board of Directors opinion. If a proposal is turned down, the Company will instantly inform the Shareholders with the reason of the Board of Directors' refusal through SET's channel after the Board of Directors meeting or the next official date. Such information will be posed in the Company's website and announce to all shareholders in the AGM.



**Agenda Item Proposal Form**

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

(2) I wish to propose agenda item for 2012 Annual General Meeting of Shareholders. Subject.....

(3) Proposal for consideration.....  
.....

and have support information beneficial for consideration (such as basis or rationale etc.)  
.....

and additionally support documents (if any) have been enclosed and certified as a true copy at every page, .....pages in total.

By my signature below, I hereby certify that the information provided in this forms, shares' held evidence and support documents are correct.

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

Date.....



**Remark** The shareholders must enclose the personal documents with Agenda Item Proposal Form as follows:

1. Evidence of shareholding, i.e. certificates of shares' held issued by a registered securities company or other certificated documents issued by the Thailand Securities Depository Company Limited or the Stock Exchange of Thailand.
2. Personal documents, i.e. in case the shareholder is a person, he/she must enclose a copy of identification card or passport (in the case of a non-Thai national). Where a shareholder is a registered business, he/she must enclose a copy of certificate of commercial registration, certified true copy of the authorized director, who has signed this form, identification cards or passports (in the case of a non-Thai national).
3. Shareholders can send Agenda Item Proposal Form unofficially via facsimile at 0-2140-8902 or through the Secretary to the Board of Directors email address at [bcpsecretary@bangchak.co.th](mailto:bcpsecretary@bangchak.co.th) before sending the original form to the Company.
4. The original Agenda Item Proposal Form must be reached the Company within December 31, 2011 in order to allow the Board of Directors to consider in accordance with the criteria and propose to the 2012 AGM.