

Criteria for the shareholders to propose an annual general shareholders' meeting agenda and a qualified candidate for directorship.

In order to provide the equitable treatment to shareholders, QTC Energy Public Company Limited provides shareholders an opportunity to propose, in advance, matters to be included in an annual general shareholders' meeting agenda (AGM agenda) and a qualified candidate to be nominated for directorship, with reference to the criteria below.

1. Qualification of the Shareholder

Shareholder who has the right to propose an AGM agenda or a qualified candidate for directorship must possess the following qualifications;

- 1.1 be the Company's shareholder, with continuously holding minimum shares of not less than 1% of total number of the voting rights either for one shareholder or combined shareholders, and has continuously held shares at least 6 months until the date the shareholder proposes an AGM agenda or a qualified candidate for directorship, and
- 1.2 must have the evidence of shares held, such as copies of certificate of shares held issued by securities company, or any other certificates from the Stock Exchange of Thailand or Thailand Securities Depository Co., Ltd.

2. Proposal of the AGM Agenda

The proposal that will not be included as the AGM agenda.

- 2.1 Matter relating to normal business of the Company.
- 2.2 Matter that is beyond authority of the Company.
- 2.3 Matter that shareholders already proposed in shareholders' meetings within the past 12 months and was supported by less than 10% of total number of the voting rights, provided that the facts of said matters have not yet changed significantly.
- 2.4 Matter proposed by shareholders who are not qualified, not able to provide complete and correct information and evidence, and not able to propose on the time set forth.
- 2.5 Matter unlike to benefit the Company.
- 2.6 Matter or evidence sufficed by shareholders is incomplete or untrue or ambiguous.
- 2.7 Matter lying under management authority of the Company, except the ones causing material impacts on shareholders in general.

- 2.8 Matter, as stipulated by laws, for AGM consideration, which has been pursued regularly by the Company.
- 2.9 Matter already undertaken by the Company.

The Company Secretary will initially review the accuracy and completeness of Proposed Agenda Form for the Annual General Shareholders' Meeting and the required documents for the Board's consideration. In the case that the proposed matters have been included in the AGM agenda, it will be remarked as "agenda from shareholders" in the notice to shareholders. In the case that the Board of Directors denies the proposed matters, the Board of Directors will inform the rationales at the annual general shareholders' meeting.

3. The Nomination of a Qualified Candidate for Directorship

3.1 The shareholder who propose qualified candidate for directorship must prepare the following documents.

1. Personal information of qualified candidate;
 - Name, Age, Nation
 - Education
 - Working Experience
 - Current Position
 - Other Positions
2. Type of director, director or independent director.
3. The evidence of qualifications for director.
4. Other support documents.

3.2 Nominated persons are required to:-

- (1) Possess authentic qualifications and are not prohibited persons under the Public Limited Company Act , and the Securities and Exchange Act , regulations of the company and the good corporate governance of the company.
- (2) Possess valuable ability and knowledge that can support the Company's business ,independent, able to fully perform the duty and able to regularly attend the Board of Directors meetings.

3.3 The Company reserves the right to consider solely the suitable candidate with qualifications as specified in 3.2 together with complete and correct supplementary documents.

In the case that the proposed candidates have been nominated for directorship positions, they will be remarked as “proposed by shareholders” in the notice to shareholders.

4. Procedure of proposed AGM Agenda and the Nomination of a Qualified Candidate for Directorship.

Shareholders fill in the attached form of proposed AGM Agenda or form of proposed candidate for directorship and submit it to the Company within January 31, 2013. Shareholders may send the both of form with the required documents to the Company unofficially via ir@qtc-energy.com before submitting the original copy via registered mail to:-

Company Secretary

QTC Energy Public Company Limited

2/2 Soi Krungthep kritha 8 (5).,

Krungthep Rd., Huamark Bangkok,

Bangkok 10240

The Company has the rights to consider the proposal to be included as AGM agenda only the agenda items that benefit to the Company and shareholders as whole and comply with the related laws and regulations.

Proposed Agenda Form for the Annual General Shareholders' Meeting

- (1) Name
Address
.....
TelephoneFacsimile
(2) Number of shares held in QTC shares as of
(3) Proposed Agenda
Objectives
.....
Facts and Reasons
.....
Comments
.....
.....

I certify that all information written in this Form, the evidence of shares' held and the other support documents are correct and affix the name as evidence below.

Signed Shareholder
(.....)
Date

Remarks: 1. Shareholder must enclose the following documents with this form;

- 1.1 The evidence of shares held as of the proposal date, such as the certificate of shares held issued by securities companies or any other certificates from the Stock Exchange of Thailand (SET) or Thailand Securities Depository Co., Ltd.
- 1.2 In case shareholder is an individual; a copy of identity card/ government officer identity card/ driver's license/ passport or alien identity card, which has not expired, and certified true and correct by that

shareholder. In case shareholder is a juristic person; a copy of the Certification Document backdated not more than three months, certified true and correct by an authorized person(s) of that juristic person and a copy of identity card/ government officer identity card/ driver's license/ passport or alien identity card of the authorized person(s) which has not expired.

2. In case shareholders have unified to propose the agenda, each shareholder must fill in this form and sign their names as evidence separately and gather into one set.
3. In case the other support documents for available consideration must be certified true copy.
4. Company will cut-off rights of shareholders if founded that information provided is incomplete or incorrect; or those shareholders cannot be contact.

Nominated Qualified Candidate for Directorship Form

(1) Name
Address
.....
TelephoneFacsimile.....
Number of shares held in QTC shares as of

(2) I would like to nominate (Mr./Mrs./Miss).....
who is fully qualified in accordance with the criteria of the Company to be the director/ independent
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.

(3) I certify that all information written in this Form, the evidence of shares' held, the evidence of consent
and other support documents are correct and affix the name as evidence below.

_____ Shareholder's signature
(_____)
Date _____

(4) I am (Mr./Mrs./Miss)....., the director/independent director nominee in (2),
consent (Mr./Mrs./Miss)....., shareholder who propose me to be
the director/ independent director. To certify that the qualification and other documents is correct, and
affix the name as evidence below.

_____ Director nominee's signature
(_____)
Date _____

Remarks: 1. Shareholder must enclose the following documents with this form;

- 1.1 The evidence of shares held as of the proposal date, such as the certificate of shares held issued by securities companies or any other certificates from the Stock Exchange of Thailand (SET) or Thailand Securities Depository Co., Ltd.
 - 1.2 In case shareholder is an individual; a copy of identity card/ government officer identity card/ driver's license/ passport or alien identity card, which has not expired, and certified true and correct by that shareholder. In case shareholder is a juristic person; a copy of the Certification Document backdated not more than three months, certified true and correct by an authorized person(s) of that juristic person and a copy of identity card/ government officer identity card/ driver's license/ passport or alien identity card of the authorized person(s) which has not expired.
2. In case shareholders have unified to propose the agenda, each shareholder must fill in this form and sign their names as evidence separately and gather into one set.