

## Criteria for Minority Shareholders to propose the 2014 Annual General Shareholders' Meeting Agenda for Universal Adsorbents & Chemicals Plc.

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Universal Adsorbents & Chemicals PLC. (the Company) is aware of the shareholders' right and equitable treatment to the shareholders under the good corporate governance as well as to comply with the new Securities and Exchange Act (No. 4) B.E. 2551 with regards to the shareholders' right to propose matter(s) for consideration, the Company has set up the criteria for minority shareholders to propose any matters in advance, the details of which are as follows:

### 1. Criteria for proposing the Agenda to the Board of Directors for consideration

- 1.1 Shareholder must specific his/her name and surname.
- 1.2 Minimum shareholding of the Shareholders who wish to propose and agenda:  
Individual and several shareholders must hold at least 200,000 shares for the connecting period not less than 6 months by the date that shareholder proposed the agenda.
- 1.3 Evidence of shareholdings must be presented, e.g. certificate issued by Securities Company or any other evidence issued by the Stock Exchange of Thailand or Thailand Securities Depository Co., Ltd.
- 1.4 The Shareholders who meet all required qualifications specified under Clauses 1.1 to 1.3 shall completely fill and "Agenda Proposal Form" (Form A.) or "Candidate for Director Position Form" (Form B.) annexed hereto as follows:
  - (1) Each Form A and/or B shall be used for each separate agenda;
  - (2) For proposal by group of shareholders, all named shareholders shall fill in details and sign in the Form A and/or B.

### 2. Criteria for consideration of the Agenda Proposal

- Proposals that will not be qualified as agenda;
- 2.1 A proposal that related to the Company's normal business operation and of which the proposing shareholder does not illustrate any reasonable ground to suspect the irregularity of such matter.
  - 2.2 A proposal is beyond the Company's control.
  - 2.3 A proposal that is not beneficial to the Company's business operation, or that the Board of Directors, with reason explainable to the shareholders, considers unnecessary to be placed as an agenda.
  - 2.4 Any other cases as specified in the notification of the Capital Market Supervisory Boards.

### 3. Period and channels available for receiving the Agenda Proposal

- 3.1 The Company will inform shareholders on its website [www.uac.co.th](http://www.uac.co.th) to propose agenda for a period of October 14, 2013 until January 31, 2014. Then, the proposed agenda will be presented to the Board of Directors for consideration in February 2014.
- 3.2 The Shareholders may informally submit a Form A and/or B together with the required documents an evidences by facsimile at 02 936 1700 or via email address of the Corporate Secretary ([sajjaporn@uac.co.th](mailto:sajjaporn@uac.co.th)), before sending all original documents by registered mail to  
Corporate Secretary  
Universal Adsorbents & Chemicals PLC.  
No. 1 TP&T Tower, 19<sup>th</sup> Floor, Soi Vibhavadirangsit 19,  
Chatuchak Sub-District, Chatuchak District, Bangkok 10900.

The Corporate Secretary will collect and check all proposed agenda that have to be complied with the set criteria of the Company for proposal of Shareholders' meeting agenda as well as not being the exceptional cases as defined in item Clause 2. and further submit for consideration of the Board of Directors of the Company.

**4. The following documents and evidences shall be required and submitted to the Company together with the Form A and/or B.**

4.1 Evidence of shareholding, i.e. a certificate issued by Securities Company or any other evidence issued by the Stock Exchange of Thailand or Thailand Securities Depository Co., Ltd.

4.2 Evidence of the Shareholders' identity:

- For individual shareholders:

- A certificate true and correct photocopy of valid identification card, governmental officer identification card, driver license, passport, or alien identification card, of the shareholder.

- For juristic shareholders:

- A photocopy of the juristic entity's Affidavit and certified true and correct by authorized persons of the juristic entity.
- A certificate true and correct photocopy of valid identification card, governmental officer identification card, driver license, passport, or alien identification card, of that authorized persons and certified true and correct by authorized persons of the juristic entity.

**5. Post-submission process of the Board of Directors:**

5.1 The Board of Directors will consider the proposal of the shareholders during the Board of Directors meeting in February 2014.

5.2 A proposal that the Board of Directors considers appropriate to be an agenda of the meeting will be included in the Notice of Invitation to the Meeting and identified as proposed by the shareholders.

5.3 A proposal that the Board of Directors considers inappropriate to be an agenda of the meeting will be notified to the reasons through the Company's website at [www.uac.co.th](http://www.uac.co.th)