



บริษัท ไทยออปติคัล กรุ๊ป จำกัด (มหาชน)

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THAI OPTICAL GROUP PUBLIC COMPANY LIMITED

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(Translation)

At TOG 2552/18

Date: October 1, 2009

Subject : Invitation to Shareholders to propose the 2010 Annual General Shareholder's Meeting agenda and Names of Director Nominees in advance

To : Director and Manager of the Security and The Stock Exchange of Thailand

Thai Optical Group Public Company Limited had realized to the importance of equitable treatment to shareholder's rights in compliance with the good Corporate Governance Principles. The Company will provide facilitates to shareholders to propose meeting agenda and to present qualified candidates for nomination of director in advance before the Annual General Meeting 2010. All criteria and procedures regarding these matters are posted on the Company's website : <http://www.thaiopticalgroup.com>. Shareholders can process to submit such matters starting from October 5, 2009 up to December 31, 2009.

Please be informed accordingly.

Yours Sincerely,

(Mrs.Pornpun Thotrakul)

Deputy Director

Thai Optical Group Public Company Limited.

Criteria for Shareholders to propose Agenda and Director Nominee for the Annual General Meeting of the year 2010 (From 5 October, 2009 to 31 December, 2009)

The shareholder who possesses qualifications according to the criteria can propose agenda and nominate person to be a director by filling out the following forms: *Agenda Proposal Form for the AGM of the Year 2010, Director Nomination Proposal Form, and Director Nominee Information Form.* The forms can be sent unofficially in advance via e-mail ir@thaiopticalgroup.com or fax no. 02-862-0705 and submit the original forms including related documents within 31 December 2009 to the address below.

Secretarial & Investor Relations Division

THAI OPTICAL GROUP PUBLIC COMPANY LIMITED.

77/141-142 Sinsathorn Tower Floor. 33rd Krungthonburi Road

Klongtonsai Klongsan Bangkok 10600

The Board of Directors will consider the agenda proposals and qualifications of the proposed nominee as whether they are suitable to propose in the AGM or not. The proposed nominee approved by the Board along with the Board opinions will be included in the director election agenda. For those not approved, the Company will communicate to the shareholders for the reasons of the Board's refusal via the website or the other appropriate ways.

Criteria for shareholders to propose the AGM agenda

In order to comply with the good corporate governance principle and allow the shareholders the chance to propose the AGM agenda, the Company has set up the criteria of shareholder who can propose the Agenda as follows;

1. Be the shareholder of the Company which can be either one shareholder or combined shareholders.
2. Hold shares not less than 100, 000 shares which can be either one shareholder or combined shareholders.
3. Must have continuously held those shares in clause 2 for at least one year before the date the shareholder proposes the AGM Agenda, and hold those shares until such date.

The shareholder, who fully qualified as in the criteria above, can download the form from the Company's website. The completed form together with the supporting evidences must be delivered to the Company during 5 October, 2009 to 31 December, 2009 and the Company Secretary shall screen and propose to the Board of Directors for consideration. The Board of Directors' judgment is final.

The agenda proposal shall be included in the AGM Agenda upon the Company's opinion within the suitable time and the Company shall reserve its right not to place the following proposals as meeting agendas;

1. A proposal that violates applicable laws, rules, regulations of the government agencies, or regulatory or involved agencies, or actions not in compliance with the objectives, Articles of Association, the resolution of shareholders' meeting and the good corporate governance of the Company;
2. A proposal that is beneficial for any specific person or group;
3. A proposal that is beyond the control of the Company;

4. A proposal that shareholders already proposed in AGM within the past; 12 months, and those under supported votes by less than 10% of total voting shares, given that the factual contents have not changed significantly;
5. A proposal that the information from shareholders is incomplete or incorrect, or from those who are unable to contact;
6. A proposal that shareholders are not fully qualified as specified by the Company;
7. A proposal that affects or conflicts with the Company's interests.

Procedure to Propose Agenda/ Director Nomination

1. Duration of Proposals Submission: From 5 October, 2009 to 31 December, 2009
2. Proposals Submission: Complete the form(s) (i.e. Agenda Proposal Form for the AGM of the Year 2009, and/ or Director Nomination Proposal Form) as required and deliver to the Company via the channels mentioned above.

Procedure for Consideration

- The Agenda Proposal

The proposal approved by the Board shall be included as the Agenda in the meeting invitation letters. The Board will give opinion upon such agenda as it is proposed by the shareholder.

- The Director Nominee

The Board will consider the remuneration for the proposed nominee. If the proposed nominee is approved by the Board, his/ her name and CV will be included as the attached documents in the director election agenda of the AGM. On that account, the proposed nominee must attend the AGM.

Criteria for shareholders to propose the Director Nominee

In order to comply with the good corporate governance principle and allow the shareholders the chance to propose the director nominee via nominating procedure, the Company has set up the criteria of shareholder who can propose the director nominee as follows;

1. Be the shareholder of the Company which can be either one shareholder or several shareholders combined.
2. Hold minimum shares of 100,000 units either by one shareholder or several shareholders combined.
3. Must have continuously held those shares in clause 2 for at least one year before the date the shareholder proposes the director nominee, and hold those shares until such date.

The shareholder, who fully qualified as the above criteria, can download the form from the Company's website. The completed form together with the supporting evidences must be delivered to the Company during 5 October, 2009 to 31 December, 2009 and the Company Secretary shall propose to the Nominating Committee for screening and to the Board of Directors for consideration. The Board of Directors' judgment is final.

Qualification of the Director Nominee

1. Become one's legal age.
2. Fulfill the prescribed qualification and have no forbidden qualification according to the laws and regulations of the Public Limited Company Act and the Securities and Exchange Act.

3. If the director nominee is the director of any other companies, he/she must clarify the company's name. He/ She must not be the director of the rivalry of the Company or any business sectors that run the same kind of business as the Company.
4. Proposal of the Director Nominee shall be considered by the Board of Directors.
5. For any other information which may be needed for more consideration, the Board shall reserve its right to contact the minority shareholders or their representatives (who propose the issue) for asking for further information.

Related Forms for Download
Director Nomination Proposal Form

Date.....

Name – Surname of the shareholder:

Address:

.....

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Telephone:

Mobile:

Fax:

E-mail:

Number of Shares Owned:

I hereby propose that (Mr., Mrs., Miss) be a director nominee of Thai Optical Group Public Co. Ltd. The nominee agrees and certifies that the information and attached supporting documents are accurate and truthful.

SignatureShareholder

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Remarks

1. Shareholder shall enclose the evidence of shares held as follows:

1.1. the certificate of shares' held from securities company or any other certificates from the Securities Exchange of Thailand or the Thailand Securities Depository Co., Ltd. (TSD)

1.2. In case that shareholder is individual, the copy of personal identification card or passport (in case of a foreigner) shall be enclosed and certified true copy.

1.3. In case that shareholder is juristic person, the copy of certificate of corporate affidavit shall be enclosed and certified true copy. Also, the copy of identification card or passport (in case of a foreigner) of authorized director(s) who has signed his/her name in this letter shall be enclosed and certified true copy.

2. If many shareholders have unified to propose the same director nominee, all of them must complete the *'Director Nomination Proposal Form'*, sign their names as evidence and consolidate all the forms into one set.
3. The Company shall not consider any proposals with incomplete or incorrect information, or those who are unable to contact and do not fulfill the above prescribed qualification.

Director Nominee Personal Information

1. Name-Surname: (1) Thai:

(Former Name- Surname:.....)

(2) English:

2. DD/MM/YY of Birth:Age:Years

3. Nationality:

4. Marital Status: **5** Single

5 Married

(1) Spouse's name:

(Former Name- Surname:.....)

(2) No. of Children:son(s)daughter(s)

41		Year of birth
	Workplace	
	Position	
42		Year of birth
	Workplace	
	Position	
43		Year of birth
	Workplace	
	Position	

5. Addresses:

(5.1) Employer's name:

Employer's address:

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(5.2) Present residential address:

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Agenda Proposal Form for the AGM of the Year 2010

Name – Surname of the shareholder (s):

1.....

Address:

Telephone: Mobile:

Fax: E-mail:

Number of Shares Owned:

2.....

Address.....

Telephone: Mobile:

Fax: E-mail:

Number of Shares Owned:

I/ We would like to propose agenda(s) to the AGM of the year (2010) as followings;

1.....

2.....

The supporting information that can be useful for consideration (such as facts, rationales or reasons, etc);

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The numbers of additional attached documents (which are approved on as true and correct on every page) arepages.

I/We certify that all information in this letter, the evidence of shares' held, and other support documents are correct and sign the name as evidence below.

SignatureShareholder

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SignatureShareholder

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Date:/...../.....