

(Translation)

Criteria and Conditions for Shareholders in Proposing an Agenda Item and Nominating a Person for Election as a Company Director at the Company's 2017 Annual General Meeting of Shareholders in Advance

The International Engineering Public Company Limited ("the Company") recognizes the importance of compliance with the principles of good corporate governance. The Company therefore opens opportunities for every shareholder to exercise their rights in proposing agenda items of the Company's Annual General Meeting of Shareholders and/or nominating a person for election as a Company director in advance under the criteria and conditions established by the Company for proposing an agenda item.

Clause 1. Shareholder's qualifications

A shareholder proposing an agenda item and/or nominating a person for election as a Company director shall have the following qualifications:

- 1.1 Being a shareholder of the Company having the number of shares held by either one shareholder or several shareholders combined not less than 1% of the total paid up share capital. (such total paid up shares are 203,446,598,767 shares). The person (s) must hold the number of shares as stated in 3.2 continuously for no less than 12 months and hold the shares on the date of proposing an agenda item and/or nominating a person for election as a director.
- 1.2 Such person (s) can present evidence of holding IEC shares as stated, for instance, letter of confirmation from security companies or Stock Exchange of Thailand.

Clause 2. Criteria in Proposing an agenda item

- 2.1 The Company will not put in the agenda items as follows
- 1) Matter related to normal business operation
 - 2) Matter being outside the Company's objectives or beyond the Company's powers to implement.
 - 3) Matter which was put in shareholder meeting in the past 12 months and was supported by less than 10% voting from all eligible voting right of share capital, provided that no significant change from the situation since then.
 - 4) Matter proposed by unqualified shareholder who may submit insufficient/incomplete evidence or not in timely basis.
 - 5) Matter not useful to the Company
 - 6) Untrue matter / untrue or ambiguous evidence / attachment
 - 7) Matter within the Company's power but causing significant damage to shareholders in majority
 - 8) Matters in contradiction to laws, notifications, rules and regulations of government agencies or inconsistent with the Company's objectives, articles of association, or good governance policies.
 - 9) Matters enforced by law to put in shareholder meeting and the Company have always put in meeting agenda.
 - 10) Matters that the Company has already implemented or started to implement

2.2 Procedures for consideration

1) The shareholder with full qualifications in Clause 1 shall prepare a letter by using the Agenda Proposal Form For 2017 Annual General Meeting of Shareholders (Form A) as provided at the end of this document with signature affixed. In case the proposed agenda is from more than 1 shareholder, every single shareholder must fill personal details in the form with signatures and put in same package.

2) The shareholder shall provide evidences as follows to attach with Form A

a. Certificate from a security Company or other documents from Thailand Securities Depository Co., Ltd. or the Stock Exchange of Thailand.

b. Shareholder 's Identification

- Ordinary Person : A signed copy of Citizen ID card, Driver License, or Passport with certified true and correct.

- Legal Entity

: Copy of affidavit with date not more than 3 months ago, certified true and correct with authorized signature (s)

: Copy of Citizen ID card, Driver License, Government officer ID or Passport with certified true and correct of such authorized person (s) with signature (s)

3) The Shareholder will submit such Form A with the required documents, by 15 February 2017 , to the company via registered mail to

Company Secretary
The International Engineering Pcl.
408/37 Phaholyothin Place , Floor 17, Phaholyothin Rd.,
Samsennai , Phayathai, Bangkok 10400

The matter approved by the Company's management will be processed for Board of Directors consideration. The Company would quickly notify the shareholder of the matters approved and not approved by the Board of Directors after its meeting by 15 March 2017.

Clause 3 Criteria in Nominating a person for election as a director

3.1 A Shareholder who are fully qualified per Clause 1 can nominate a person for election as a Company director. He or she must fill in Form for Nominating a Person for Election as a Director (Form B),” with the signature affixed as evidence. In case more than 1 shareholder nominate a Person for Election as a Director, every single shareholder must fill in his or her personal details in (Form B) with signature and put in 1 package.

3.2 Such shareholder will ask such person whom he or she nominates to fill in the “form of personal details of the person who is nominated to be a director (Form C) with his or her signature affixed.

3.3 Prepare documents as stated in 2.2 (2) together with evidence of consent from the person nominated in Form C and also related documents attributing to such person qualification such as education background , working experience and etc.

3.4 Submit Form B and Form C together with other company's required documents via registered mail by 15 February 2017 to Company Secretary as stated in 2.2 (3).

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The Company's management will ponder before submitting to Nomination and Remuneration Committee for consideration. The Company will notify, by 15 March 2017, the outcome to the shareholder who nominates.

Note: This Translation is for use as a reference for understanding. In case of contradiction, in meaning, The Thai version will prevail.
