



Criteria for Minority Shareholders to propose AGM Agenda and Director Nominee in advance

1. Objective

The Company's operation to comply with the Good Corporate Governance. Main of the Company ensure equitable and fair treatment of all shareholders, the Company has allowed the shareholder to propose the agenda of Shareholders Meeting and to nominate person to serve as the Company's director prior to the meeting.

2. The Qualification of Shareholder

The Shareholder who has right to propose the agenda or director nominee must possess qualifications according to the criteria as follows:

- 2.1 Being Shareholders of the Company, holding minimum shares not less than 4.5% all shares which can either be one shareholder or combined shareholders.
- 2.2 Having continuously held those shares for at least 12 months by the date the shareholder proposes the agenda or director nominee.
- 2.3 Provided that it shall comply with rules as specified by the notification of the Capital Market Supervisory Board.

3 Proposal of the Agenda

3.1 The Proposal that will not be placed on the Agenda

1. The proposal that violates to the law, rules, regulations of government agencies or other governing agencies or are not complied with the objective, the article of association, the shareholders' resolution and the Good Corporate Governance to the company.
2. The proposal that is beneficial for specific person or group.
3. The proposal that is the power and authority of the Board unless it causes the significant affect on the shareholders.
4. The proposal that the Board deems unnecessary to place on the agenda.
5. The proposal that the information shareholders provided is incomplete or incorrect.
6. The proposal that the shareholders are not fully qualified according to the criteria no. 2
7. The proposal that is related to normal business practices of the Company and claims by shareholders do not illustrate a rational suspicion of irregularities.
8. The proposal that is beyond the control of the Company.
9. The proposal that the shareholders already proposed in shareholders' meeting within the past 1 year and were supported by less than 10% of total voting shares, provided that the facts of said matter have not yet changed significantly.
10. Any other cases as specified in the notification of the Capital Market Supervisory Board.

3.2 Consideration Procedure

1. The shareholder who possesses qualification according to no.2 of the criteria must submit the form of AGM Agenda Proposal to the corporate secretary's by



send the proposal unofficially via facsimile at 0-27199546-7 ,email address E-mail : secretarycompany@hemaraj.com within 31 December 2014 and must be delivered to the Company with the following document.

- 1.1 The evidence of shares' held, namely the certified letter of the securities company or other evidences of the Stock Exchange of Thailand.
- 1.2 Other support documents beneficial for board consideration (if any).
- 1.3 An original official Proposal and other documents shall be sent to :

Secretary company
Hemaraj Land development Public Co.,Ltd.
9 Ramkhamhaeng Road, Suanluang,
Bangkok 10250

2. The Corporate Secretary will initially review the proposal for the Board as below:
 - 2.1 In case the information provided are incomplete or incorrect. The Company Secretary will notify the shareholders that proposal in excluded.
 - 2.2 In case the shareholders are not considered fully qualified according to the criteria no. 2, the Company Secretary will notify the shareholders that proposal is excluded.
 - 2.3 The proposal that is not related to 3.1 and 3.2, the Company Secretary will propose to the Board .
3. The Board will consider the proposal according to the criteria no. 3.1(1) – (5) unless the Board says otherwise.
4. The proposal approved by the Board along with the Board opinion will be included in the Agenda of the AGM notice. For the proposal disapproved by the Board, the Company will instantly inform the shareholders with the reason of the Board's refusal, announced to all shareholders formally in the AGM.

4 The Nomination of the Director

4.1 Director Qualification

1. Having the qualification according to the Public Company Act, Securities and Exchange Act and the Good Corporate Governance of the Company.
2. Being knowledgeable, capable, independent, dedicated, and healthy mentally and physically, be of suitable age and be able to perform director's duties with care and loyalty. Nominees should attend the Directors' meeting regularly, study meeting agendas in advance, and productively participate in the meeting in a straightforward manner.
3. Should not serve too many board positions and not being the director in the same business.

4.2 Consideration Procedure

1. The shareholder who possesses qualification according to the criteria no.2 must submit the form of nomination director to the corporate secretary's by send the proposal unofficially via facsimile at 0-27199546-7, email address E-mail :



secretarycompany@hemaraj.com within 31 December 2014 and must be delivered to the Company with the following document.

- 1.1 The evidence of shares' held, namely the certified letter of the securities company or other evidences of the Stock Exchange of Thailand.
- 1.2 The evidence of nominee's consent.
- 1.3 Support document of candidate's qualification including the education and work experience (Curriculum Vitae).
- 1.4 Other support documents beneficial for board consideration (if any).
- 1.5 An original official Proposal and other documents shall be sent to :

Secretary company
Hemaraj Land development Public Co.,Ltd.
9 Ramkhamhaeng Road, Suanluang,
Bangkok 10250

2. The Corporate Secretary will initially review the proposal for the board as follow:
 - 2.1 If the information shareholders provided is incomplete or incorrect. The Company Secretary will notify the shareholders that proposal is excluded.
 - 2.2 If the nominee to be director or the shareholders are not qualified according to the criteria no. 4.1, the Company Secretary will notify the shareholders that proposal is excluded.
 - 2.3 The proposal that is not related to 4.1 and 4.2, the Company Secretary will propose to the nominating committee.
3. The Nominating Committee will consider the candidate's qualification according to the Duties and Responsibilities of Nominating Committee to propose to the board unless the board or the Nominating Committee says otherwise.
4. The name of nominee approved by the board along with the board opinion will be included in the agenda of the AGM notice.



Form to Propose AGM Agenda

1. General Information of Shareholder

Name (Mr./Mrs./Ms./Company) _____

Current Address _____

Tel _____ Fax _____

E-mail address _____

2. Numbers of Shares Held : _____

3. To propose an agenda of the 2015 Annual General Meeting of Share holders.

Subject : _____

Proposal for consideration _____

with supporting information beneficial to consideration _____

Together with additional supporting documents which have been signed for certification of the correctness on every page, totaling _____ pages.

4. Required Supplementary Documents to Be Submitted by Shareholder with This Form

4.1 The evidence of share holding, i.e. the certificate of shares held issued by securities company or any other certificates from Thailand Securities Depository Co., Ltd. or the Stock Exchange of Thailand and certified true copies by such shareholder.

4.2 The evidence of Identification :

- Natural person : copy of valid identification card / passport (in case of non-resident); attached with certifying signatures of the authorized signatories
- Juristic person : copy of the company's affidavit and copy of valid identification card or passport (in case of non-residents) of authorized



signatories who signs this form, attached with certifying signatures of the authorized signatories

5. Representation and Warranty

I hereby certify that the content in Agenda Proposal Form, the evidence of shareholding , and additional supporting documents are correct in all respects. In witness whereof, I therefore sign my name as evidence below:

_____ **Shareholder**

(_____)

Date _____



Form to Nomination Director

1. General Information of Shareholder

Name (Mr./Mrs./Ms./Company) _____

Current Address _____

Tel _____ Fax _____

E-mail address _____

2. Numbers of Shares Held : _____

3. Qualified Candidates(s) for Directorship : _____

4. Required Supplementary Documents to Be Submitted by Shareholder with This Form

4.1 The evidence of share holding, i.e. the certificate of shares held issued by securities company or any other certificates from Thailand Securities Depository Co., Ltd. or the Stock Exchange of Thailand and certified true copies by such shareholder.

4.2 The evidence of Identification :

- Natural person : copy of valid identification card / passport (in case of non-resident); attached with certifying signatures of the authorized signatories
- Juristic person : copy of the company's affidavit and copy of valid identification card or passport (in case of non-residents) of authorized signatories who signs this form, attached with certifying signatures of the authorized signatories



5 Representation and Warranty

I hereby certify that the content in Agenda Proposal Form, the evidence of shareholding , and additional supporting documents are correct in all respects. In witness whereof, I therefore sign my name as evidence below:

_____ **Shareholder**

(_____)

Date _____

6. Mr./Mrs./Ms., _____ as the person nominated to be director as per (3), hereby consent and certify that I am fully qualified and do not have any prohibited characteristics in accordance with the criteria of the Company and documents in support of consideration on qualifications, e.g., education and work experience and supplementary documents are true and complete and I hereby give my permission to disclose such information and supplementary documents.

_____ **Candidate's Signature**

(_____)

Date _____