

**Criteria for Shareholders to propose Agenda and Nomination of Director  
for 2016 Annual General Shareholders' Meeting  
of WHA Corporation Public Company Limited**

**1. Objective**

Recognizing the importance of shareholders and good corporate governance promotion in accordance with its policy, WHA Corporation Public Company Limited, (the "Company"), facilitates shareholders in proposing, in advance of the Annual General Shareholders' Meeting ("AGM"), the issue, as deemed appropriate, to be considered to include in the agenda of the meeting. Furthermore, the shareholders can nominate person to be a director in advance of the meeting. By this mean, it will ensure that the agenda will be carefully selected and truly beneficial to the Company and qualified directors who will be selected to perform their duties effectively to attain the highest benefits for the Company and the stakeholders and also to affirm the conformity to the good corporate governance.

**2. Qualification of shareholder**

The shareholders who wish to propose the agenda or director nominee must possess qualifications according to the criteria as follows:

- 2.1 Being the shareholder of the Company, either one shareholder or combined shareholders and holding shares not less than 0.05 percent of the paid up shares.
- 2.2 Must have continuously held those shares in 2.1 for at least 12 months by the date the shareholder proposes the agenda or director nominee.

**3. Proposal of the agenda**

3.1 The shareholder who possesses qualification according to Section 2 of the criteria must submit the Form to Propose AGM Agenda (Annex 1) and sign his/her name as evidence. The evidence of shareholding as specified in 2.1 and 2.2, namely, the certified letter of the securities company or other evidences from the Thailand Securities Depository Co., Ltd. together with supporting document beneficial for board consideration (if any) must be delivered to the Company within 31 December 2015 in order to allow the board adequate time for consideration. The aforementioned should be send to the following address :

Company's Secretary  
WHA Corporation Public Company Limited  
1121 Moo 3, Theparak Road., Theparak Sub-District, Muang District, Samut Prakarn Province

In case many shareholders having complete qualifications according to Clause 2 have unified to propose agenda to the Board of Directors, all shareholders must affix their names as evidence and provide the evidence of shareholding which shall be totalled to not less than that in Clause 2.2. The shareholders shall jointly appoint one person as a contact person. When the Company contacts the appointed contact person, it shall be deemed that the Company contacts all shareholders who have signed their names.

3.2 To compose an efficient AGM, the Company reserves its right not to include the following matters on the Agenda

- (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, except an amendment of the Articles of Association or review of a shareholder meeting's resolution;
- (2) A proposal, as stipulated by laws, for consideration at AGM, which has already been placed on the agenda by the Company;
- (3) A proposal that is, by law, beyond the authority of the AGM;
- (4) A proposal that is beyond the objectives or control of the Company;
- (5) A proposal that shareholders already proposed in AGM within the past 12 months, and those under support by less than 10% of total voting shares, given that the factual events have not changed significantly;
- (6) The proposal that the information shareholders provided is incomplete, incorrect or having untrue statement, ambiguous proposal and unable to contact the shareholder or unable to propose within the time limit;
- (7) A proposal that is routine or is within the management authority of the Company, except those matters which will significantly affect the shareholders in general;
- (8) A proposal that is unlikely to be beneficial to the Company operations

3.3 The agenda proposed by the shareholders shall be considered by the Board of Directors. Any proposal, under approval by the Board, will be included in the AGM agenda specifying that such agenda is proposed by a shareholder. For the proposed agenda not approved by the Board of Directors, the Company will inform the shareholders through the Company's website.

#### **4. The nomination of the director**

4.1 The shareholder who possesses qualification according to Clause 2 of the Criteria may nominate a person to be the Company's director by fill in the Form to Nominate Director (Annex 2) and affix the nominee's signature. The evidence of shareholding as specified in 2.1 and 2.2, namely, the certified letter of the securities company or other evidences from the Thailand Securities Depository Co., Ltd., the evidence of nominee's consent, supporting document of candidates' qualifications such as education and work experience, together with supporting document beneficial for board consideration (if any) must be delivered to the Company within 31 December 2015. The aforementioned should be sent to the following address:

Company's Secretary  
WHA Corporation Public Company Limited  
1121 Moo 3, Theparak Road., Theparak Sub-District, Muang District, Samut Prakarn Province

In case many shareholders having complete qualifications according to Clause 2 have unified to nominate a person to be the Company's director, all shareholders must affix their names as evidence and provide the evidence of shareholding which shall be totalled to not less than that in Clause 2.1. The shareholders shall jointly appoint one person as a contact person. When the Company contacts the appointed contact person, it shall be deemed that the Company contacts all shareholders who have signed their names.

4.2 The nominee must possess required qualifications and having none of the forbidden qualifications according to the following:

- (1) possessing required qualifications and having none of the forbidden qualifications under the Public Limited Company Act, Securities and Exchange Act, rules and regulations of the Securities Exchange of Thailand and the Securities Exchange Commission or other laws governing the qualifications and scope of duties of directors.
- (2) having professional ethics and excellent career profile.
- (3) having knowledge or experience in business administration, especially in real estate business or finance and accounting or any other areas, as the Board deems appropriate.
- (4) being able to participate in all Board's meetings and shareholders' meetings except in the case of necessity or force majeure).
- (5) having other qualifications that the Board may later consider appropriate or are required by law.

4.3 The Company will consider the list of nominee nominated by the shareholders with complete, correct evidence and having sufficient information whereby the Nomination and Remuneration Committee will review and select according to the nomination procedure before further submission to the Board of Directors for consideration.

4.4 After the candidate's qualifications are approved by the Board's resolution, the Board will propose that nominee at the shareholders' meeting for approval according to the Company's articles and association. For the nominee disapproved by the Board, the Company shall inform the shareholders through the Company's website.

4.5 The Board may refuse to consider appointing the nominee if

- (1) the nomination is not in compliance with specified rules.
- (2) the nominee is unqualified according to the basic criteria set above.
- (3) the supporting documents are not completed and/or submitted with delay.
- (4) the nominee does not give consent.
- (5) the nominee holds directorship in more than 5 listed companies which may not be able to act as the Company's director efficiently.
- (6) any other event as the Board may deem fit.



**Form to Propose AGM Agenda**

(1) I/We, .....  
being the shareholder of WHA Corporation Public Company, holding .....  
shares, residing at ....., ..... Road,  
..... District ..... Province  
Mobile Phone ..... Home/Office Phone Number .....  
E-mail (if any) .....

(2) I/We would like to propose an agenda for the Annual General Shareholders’  
Meeting of the year ..... Subject .....  
Proposal for consideration.....  
and the following supporting information which would be beneficial for consideration (such  
as fact or reason etc.) are

.....  
.....  
.....

Other supporting documents (if any) have been enclosed and certified true copy on every  
page, ..... pages in total.

(4) I hereby appoint Mr./Mrs./Miss ..... to be the  
contact person according to the Paragraph 2 of Clause 3.1 of the Criteria.

I certify that all information written in this Form, the evidence of shareholding, and other  
supporting documents are correct and I have affixed my name as evidence below.

..... Shareholder’s signature

(.....)

Date .....

## Remarks

1. Shareholders must enclose the evidence of shareholding such as the certificate of shareholding from a securities company or any other evidence from the Stock Exchange of Thailand (SET). In case shareholders are juristic person, a certified true copy of Certification Document must be enclosed with a certified true copy of the authorized director's identification card or passport (in case the director is a foreigner) who has signed his/her name in this Form.
2. The original of this Form must be delivered to the Company within 31 December 2015 in order to allow the Board of Directors to consider in accordance with the Criteria and to propose to the AGM.
3. In case many shareholders have unified to propose the agenda, all shareholders must separately fill in this Form and affix their names as evidence as well as jointly appointing one person as a contact person. When the Company contacts the appointed contact person, it shall be deemed that the Company contacts all shareholders who have signed their names. The completed Form shall be compiled into one set according to Paragraph 2 Clause 3.1 of the Criteria.
4. In case one or more shareholders proposed more than one agenda, this Form must be filled in separately for each agenda and must be signed by the shareholders.
5. In case shareholders have their title, name, or surname changed, a certified true copy of evidence of those changes must be enclosed.
6. The Company will terminate the rights of shareholders who have provided incomplete or incorrect information; or cannot be contacted; or unqualified.

**Form to Nominate Director**

(1) I/We, .....,  
being the shareholder of WHA Corporation Public Company, holding .....  
shares, residing at ....., ..... Road,  
..... District ..... Province  
Mobile Phone ..... Home/Office Phone Number .....  
E-mail (if any) .....

(2) I would like to nominate (Mr./Mrs./Miss) ..... age  
..... years, who is fully qualified, having no forbidden qualification in accordance with  
Clause 4.2 of the Criteria, as a director of the Company. The nominee has signed below as an  
evidence of consent. The curriculum vitae of the nominee and other support documents (if  
any) have been enclosed and certified true copy on every page, ..... pages in total.

(4) I hereby appoint Mr./Mrs./Miss ..... to be the  
contact person according to the Paragraph 2 of Clause 4.1 of the Criteria.

I certify that all information written in this Form B, the evidence of shareholding, and  
other supporting documents are correct and I have affixed my name as evidence below.

..... Shareholder's signature

(.....)

Date .....

(4) I am, (Mr./Mrs./Miss) ....., the nominee  
in (2), consent and certify that I have full qualifications, having no forbidden qualification  
according to Clause 4.2 of the Criteria and agree to adhere to the Good Corporate  
Governance of the Company, and I have affixed my name as evidence below.

..... Nominee's signature

(.....)

Date .....

## Remarks

1. Shareholders must enclose the evidence of shareholding such as the certificate of shareholding from a securities company or any other evidence from the Stock Exchange of Thailand (SET). In case shareholders are juristic person, a certified true copy of Certification Document must be enclosed with a certified true copy of the authorized director's identification card or passport (in case the director is a foreigner) who has signed his/her name in this Form.
2. The original of this Form must be delivered to the Company within 31 December 2015 in order to allow the Nomination and Remuneration Committee to consider in accordance with the Company's Criteria and to propose to the AGM
3. In case many shareholders have unified to propose one nominee, all shareholders must separately fill in this Form and affix their names as evidence as well as jointly appointing one person as a contact person. When the Company contacts the appointed contact person, it shall be deemed that the Company contacts all shareholders who have signed their names. The completed Form shall be compiled into one set according to Paragraph 2 Clause 4.1 of the Criteria.
4. In case one or more shareholders proposed more than one person for the director, this Form must be filled in separately for each agenda and must be signed by the shareholders.
5. In case shareholders have their title, name, or surname changed, a certified true copy of evidence of those changes must be enclosed.
6. The Company will terminate the rights of shareholders who have provided incomplete or incorrect information; or cannot be contacted; or unqualified.