

-Translation -

**Criteria for Shareholders to propose Agenda  
and Nomination of Director for 2017 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 the matter, as deemed appropriate, to be considered in advance to include in the agenda of the Annual General Shareholders' Meeting ("AGM"). Furthermore, the shareholders can nominate a qualified person to be a director in advance of the AGM. By this mean, it will ensure that the agenda will be carefully considered by the Board of Directors (the "Board") as truly beneficial to the Company, and qualified directors who will be selected can 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 the Shareholder**

The shareholders who wish to propose the agenda or to nominate the person to be the Company's director 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 total 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 the nomination of the director.

**3. Proposal of the Agenda**

- 3.1 The eligible shareholder, according to Clause 2, must submit the **Form to Propose AGM Agenda** (Annex 1) and sign his/her name as evidence. The evidence of identification, the evidence of shareholding as specified in 2.1 and 2.2, together with a beneficial supporting document for the Board's consideration (if any) must be delivered to the Company within 31 December 2016, to the following address.

**Company Secretary**

WHA Corporation Public Company Limited

1121 Moo 3, Theparak Road, Theparak Sub-District, Muang District,

Samut Prakarn Province, 10270

In case of the combined shareholders, according to Clause 2, have unified to propose agenda to the Board, all those shareholders must affix their names as evidence, and provide the evidences of their identifications and the evidences of shareholdings of every shareholders. 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 of the combined shareholders.

3.2 To compose an efficient AGM, the Company reserves its right not to include following matters as the AGM 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 Company's Articles of Association, the resolution of the Company's shareholders' meeting and the good corporate governance of the Company, except an amendment of the Articles of Association, or a review of the resolution of the shareholder's meeting;
- (2) A proposal, as stipulated by laws, for consideration at the AGM, which has already been placed on the agenda by the Company;
- (3) A proposal that is, by laws, beyond the authority of the AGM;
- (4) A proposal that is beyond the Company's business objectives or control of the Company;
- (5) A proposal that shareholders already proposed in AGM within the past 12 months, which was supported by less than 10% of total voting shares, given that the factual event is not material change;
- (6) The proposal that the information provided by shareholder is incomplete, incorrect or having untrue statement, ambiguous proposal and unable to contact the shareholder, or unable to propose within the time;
- (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's business operations.

3.3 The agenda proposed by the shareholders shall be considered by the Board. Any proposal approved by the Board will be included in the AGM agenda, specifying that such agenda is proposed by the shareholder. For the proposal disapproved by the Board, the Company shall inform the shareholders through the Company's website.

#### 4. The Nomination of the Director

4.1 The eligible shareholder, according to Clause 2, may nominate a person to be the Company's director by submit the **Form to Nominate Director** (Annex 2), which certified by the nominated person. The evidence of identification, the evidence of shareholding as specified in 2.1 and 2.2, the evidence of the nominated person's

consent, and supporting documents of the candidates such as educational background and work experience, together with a beneficial supporting document for the Board's consideration (if any) must be delivered to the Company within 31 December 2016, to the following address.

**Company Secretary**

WHA Corporation Public Company Limited

1121 Moo 3, Theparak Road, Theparak Sub-District, Muang District,

Samut Prakarn Province, 10270

In case of the combined shareholders, according to Clause 2, have unified to nominate a person to be the Company's director, all those shareholders must affix their names as evidence, and provide the evidences of their identifications and the evidences of shareholdings of every shareholders. 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 of the combined shareholders.

4.2 The candidate must possess the 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, the Securities and Exchange Act, rules and regulations of the Stock Exchange of Thailand and the Securities and 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 managing the business, especially in real estate business, finance, 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 determine and deem appropriate in order to comply with the relevant laws.

4.3 The Company will consider the list of candidates along with the complete and correct support evidences whereby the Nomination and Remuneration Committee will review and select as per 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 meeting, the Board will nominate such person at the AGM for approval following to the Company's Articles of Association. For the candidate disapproved by the Board, the Company shall inform the shareholders through the Company's website.
- 4.5 The Board may refuse to consider the proposed candidates in following cases;
- (1) the nomination does not in compliance with specified rules.
  - (2) the nominated person is unqualified according to the criteria indicated above.
  - (3) the supporting documents are not completed and/or submitted with delay.
  - (4) the nominated person does not give consent.
  - (5) the nominated person holds directorship in more than 5 listed companies which may not be able to perform duties effectively.
  - (6) any other event as the Board may deem appropriate.

**Form to Propose AGM Agenda**

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

(2) I/We would like to propose the ..... 2017 ..... Annual General Shareholders’ Meeting an Agenda of  
..... with the  
proposal for consideration of .....  
.....  
and the following supporting information which would be beneficial for consideration (such as fact or rationale, etc.) i.e.  
.....  
.....  
.....

Other enclosed supporting documents (if any) are certified true copy on every pages, ..... pages in total.

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

I/We certify that all information written in this Form to propose an agenda for the 2017 AGM, the evidence of  
identification, the evidence of shareholding, and other supporting documents, are correct and I/we have affixed my name as  
evidence below.

..... Shareholder’s signature

(.....)

..... Date

## Remarks

1. The evidence of identification, i.e.
  - 1) Natural person: A certified true copy of ID Card or Passport (in case of non-resident shareholder)
  - 2) Juristic person: A copy of the Affidavit certified by an authorized person(s), and a certified true copy of ID Card or Passport (in case of non-resident authorized person) of the authorized person who have affixed in this Form.
  - 3) Others (if any)
2. The evidence of shareholding, i.e.
  - 1) The certificate of shareholding issued by securities companies; any other evidence issued by the Thailand Securities Depository Co., Ltd. (TSD), the Stock Exchange of Thailand (SET) or custodian; or share scrip certified true copy by the shareholder.
  - 2) Others (if any)
3. The original of this Form must be delivered to the Company within 31 December 2016, in order for the Board to consider in accordance with the Criteria and to propose to the AGM.
4. In case of the combined 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 their 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.
5. In case one or more shareholders proposed more than one agenda, the Form must be filled in separately for each agenda and must be signed by the shareholders.
6. In case shareholders have their title, name, or surname changed, a certified true copy of evidence of those changes must be enclosed.
7. 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(s) of  
WHA Corporation Public Company Limited (the “Company”), holding ..... shares,  
residing at ..... Road ..... Sub-District .....  
District ..... Province .....  
Mobile Number ..... Home/Office Number .....  
E-mail (if any) .....

(2) I/We 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 nominated person 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.

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

I/We certify that all information written in this Form to nominate person to be the Company’s director, the evidence of  
identification, the evidence of shareholding, the evidence of the nominated person’s consent and other supporting  
documents, are correct and I/we 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.

..... Nominated person’s signature

(.....)

..... Date

## Remarks

1. The evidence of identification, i.e.
  - 1) Natural person: A certified true copy of ID Card or Passport (in case of non-resident shareholder)
  - 2) Juristic person: A copy of the Affidavit certified by an authorized person(s), and a certified true copy of ID Card or Passport (in case of non-resident authorized person) of the authorized person who have affixed in this Form.
  - 3) Others (if any)
2. The evidence of shareholding, i.e.
  - 1) The certificate of shareholding issued by securities companies; any other evidence issued by the Thailand Securities Depository Co., Ltd. (TSD), the Stock Exchange of Thailand (SET) or custodian; or share scrip certified true copy by the shareholder.
  - 2) Others (if any)
3. The original of this Form must be delivered to the Company within 31 December 2016, in order for the Board to consider in accordance with the Criteria and to propose to the AGM.
4. In case of the combined 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 their 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.
5. In case one or more shareholders proposed more than one candidate, the Form must be filled in separately for each proposed candidate and must be signed by the shareholders.
6. In case shareholders have their title, name, or surname changed, a certified true copy of evidence of those changes must be enclosed.
7. The Company will terminate the rights of shareholders who have provided incomplete or incorrect information; or cannot be contacted; or unqualified.