

**Criteria for the shareholders to propose agenda
and nominate the candidate to be elected as director for the 2022 Annual General Meeting of
Shareholders of WHA Corporation Public Company Limited**

1. Objective

WHA Corporation Public Company Limited (“Company”) places an importance on the right of shareholders and the equitable treatment to shareholders, and in order to be in compliance with the Corporate Governance Policy of the Company, therefore, the Company gives the opportunity to its shareholders to propose the matters which they deem that it will be beneficial to the Company in order that the Board of Directors considers to include such matters in the agenda of the Annual General Meeting of Shareholders (“AGM”), and to nominate the qualified person in order that the Board of Directors considers to nominate such person to be elected as director. This aims that the director is able to effectively perform their responsibilities for the utmost benefit of the Company and stakeholders, and is able to encourage the Company to evidently comply with its Corporate Governance Policy.

2. Qualification of the Shareholder

The shareholders who wish to propose the matters to be included in the agenda of the AGM and/or nominate the candidate to be elected as director shall possess the qualifications as follows:

- 2.1 Being the Company’s shareholder, either individually or collectively, and collectively holding the Company’s shares in the amount of not less than 0.5 percent of the total issued shares;
- 2.2 The shareholder shall continuously hold the Company’s shares in the amount as mentioned in Clause 2.1 for the period of not less than 12 months since the date which he/she begins to hold the Company’s shares until the date which he/she proposes the matters to be included in the agenda of the AGM and/or nominates the candidate to be elected as director.

3. The proposal of matters to be included in the agenda of the AGM

- 3.1 The eligible shareholder under Clause 2 is entitled to propose the matters to be included in the agenda of the AGM, by filling in the **Form for Proposing the Matters to be Included in the Agenda of the 2022 Annual General Meeting of Shareholders** (Attachment 1), and attaching his/her signature as an evidence, as well as enclosing the identification evidence and shareholding evidence under the criteria in Clause 2.1 and Clause 2.2, together with other additional supporting documents which will be beneficial to the consideration of the Board of Directors (if any). Those documents shall be delivered to the Company within **31 December 2021** to the following address:

Company Secretary

WHA Corporation Public Company Limited

WHA Tower, No. 777, Moo 13, 23rd Floor, Debaratana Road
(Bangna-Trad) KM. 7, Bang Kaeo Sub-district, Bang Phli District,
Samut Prakan Province

In the case that collective shareholders under Clause 2 propose the matters to be included in the agenda of the AGM, each shareholder shall affix his/her signature and provides the identification evidence and shareholding evidence. Those shareholders shall jointly appoint one shareholder as their representative. In the case that the Company contacts such person, it shall be deemed that the Company contacts all shareholders who affix their signature.

3.2 In order to create the effectiveness to the 2022 Annual General Meeting of Shareholders (“2022 AGM”), the Company reserves its right not to include the following matters in the agenda of the 2022 AGM;

- (1) The matters which violate the applicable laws, rules and regulations of the government agencies, regulatory agencies or other relevant agencies, or which are not in compliance with the Company’s Articles of Association, resolution of the shareholders’ meeting and the Company’s Corporate Governance Policy, except the proposal of amendment to the Company’s Articles of Association or the review of the resolution of shareholder’s meeting;
- (2) The matters which are stipulated by laws to be considered at the shareholder’s meeting, whereby the Company has included such matters in the agenda of the shareholder’s meeting;
- (3) The matters which are, by laws, beyond the authority of shareholder’s meeting;
- (4) The matters which are beyond the objectives or authorities of the Company;
- (5) The matters which had been proposed by the shareholders to the shareholder’s meeting within the past 12 months, where such matters was supported by the vote of lower than 10 percent of the total entitled shares, and there is no significant change to its relevant facts;
- (6) The matters which its supporting information and/or supporting evidences are incomplete, insufficient, or have untrue statements, or the proposals are ambiguous, and the Company is unable to contact the proposing shareholder, or have not been proposed within the scheduled timeframe;
- (7) The matters which are routine works or are under the management authority of the Company, except the matters which will generally cause the significant impacts to the shareholders;
- (8) The matters which are unlikely to be beneficial to the Company’s business operations.

3.3 The Board of Directors will consider the proposed matters. The matter which is approved by the Board of Directors will be included in the agenda of the 2022 AGM, and the Company will specify that such agenda is proposed by the shareholder. In this regard, the Company will inform the shareholders about the disapproved matters through the Company’s website.

4. The nomination of person to be elected as director

4.1 The eligible shareholder under the criteria in Clause 2 is entitled to nominate the candidate to be elected as director, by filling in the **Form for Nominating the Candidate to be Elected as Director** (Attachment 2), and attaching the signature of the nominated person to show his/her consent in the said form, as well as enclosing the identification evidence and shareholding evidence under the criteria in Clause 2.1 and Clause 2.2 and the supporting documents which show the qualifications of the nominated person, namely educational qualification and working experience, together with other additional supporting documents which will be beneficial to the consideration of the Board of Directors (if any). Those documents shall be delivered to the Company within **31 December 2021** to the following address:

Company Secretary

WHA Corporation Public Company Limited

WHA Tower, No. 777, Moo 13, 23rd Floor, Debaratana Road
(Bangna-Trad) KM. 7, Bang Kaeo Sub-district, Bang Phli District,
Samut Prakan Province

In the case that collective shareholders under Clause 2 nominate the candidate to be elected as director, each shareholder shall affix his/her signature and provide the identification evidence and shareholding evidence. Those shareholders shall jointly appoint one shareholder as their representative. In the case that the Company contacts such person, it shall be deemed that the Company contacts all shareholders who affixes their signature.

4.2 The nominated person shall possess the qualifications and has no any prohibited characteristics as follows:

- (1) Being the person who possess the appropriate qualifications and has no any prohibited characteristics under the public limited company laws, securities and exchange laws, rules and regulations of the Securities and Exchange Commission, and the Stock Exchange of Thailand, and other relevant laws governing the qualifications and responsibilities of director;
- (2) Being the person with morality and ethic who have the excellent professional profile;
- (3) Being the person who have knowledge or experience in the business management, especially in real estate business, finance, accounting, or other areas which the Board of Directors deems appropriate;
- (4) Being able to totally attend the Board of Directors' meeting and shareholders' meeting, except in the case of necessity or force majeure;
- (5) Processing other qualifications which are possible to be additionally determined in order to be in compliance with the laws and suitability which are possibly be changed in the future.

4.3 According to the director nominating process of the Company, the Nomination and Remuneration Committee will initially consider the qualifications of the nominated person by considering the supporting documents which indicate the qualifications of such nominated persons, and select the nominated person in order to further propose to the Board of Directors for consideration.

4.4 In the case that the Board of Directors consents the nominated persons to be the Company's director, the Board of Directors will further propose such nominated person to the 2022 AGM for appointing him/her as the Company's director. In this regard, the Company will inform the shareholders about the nominated person who are not consented by the Board of Directors through the Company's website.

4.5 The Board of Directors is possible to not consider the appointment of the nominated persons in the following cases:

- (1) The nomination has not been performed in compliance with the determined criteria;
- (2) The nominated persons possess the inappropriate qualifications and has any prohibited characteristics as stipulated in Clause 4.2;
- (3) The supporting documents showing the qualifications of the nominated person which will be used for consideration is incomplete or has not been delivered to the Company within the scheduled timeframe;
- (4) The nominated person denies to give consent for nominating him/her to be the director;
- (5) The nominated person holds the directorship position in more than 5 listed companies because he/she is possibly unable to efficiently perform his/her responsibilities;
- (6) Other cases which the Board of Directors deems appropriate.

**Form for Proposing the Matters to be Included in the Agenda of the
2022 Annual General Meeting of Shareholders**

- (1) I..... being the shareholder(s) of
WHA Corporation Public Company Limited, holding.....shares,
Residing at..... Road..... Sub-District.....
District..... Province.....
Mobile No..... Home/Office No.....
E-mail (if any).....
- (2) I would like to propose the matters to be included in the agenda of the 2022 AGM, namely.....
....., with the following proposal
for consideration.....
.....
and following supporting information which will be beneficial for consideration (such as fact or rationale,
etc.).....
.....
.....
- (3) I, hereby, appoint Mr./Mrs./Miss.....
to be my/our representative according to the criteria in Clause 3.1 paragraph 2.

I certify that all statements written in this Form for Proposing the Matters to be Included in the Agenda of the 2022 Annual General Meeting of Shareholders, and the identification evidence and shareholding evidence, and other supporting documents, are correct, whereby I have affixed my signature as evidence as below.

Shareholder's signature.....

(.....)

Date.....

Remarks

1. The identification evidences are:
 - 1) In case of natural person, a certified true copy of identification card or passport (in case of non-resident shareholder) shall be enclosed. In this regard, the shareholder is requested to conceal the religious information on those copied documents since the Company does not intend to collect such information, whereby the religious information is not necessary for verifying the shareholders;
 - 2) In case of juristic person, a certified true copy of affidavit and identification card or passport (in case of non-resident shareholder) of the authorized director who sign on the Form for Proposing the Matters to be Included in the Agenda of the 2022 Annual General Meeting of Shareholders. In this regard, the authorized director is requested to conceal the religious information on those copied documents since the Company does not intend to collect such information, whereby the religious information is not necessary for verifying the authorized director;
 - 3) Others evidences (if any);
2. The shareholding evidence are:
 - 1) The shareholding certificate issued by the securities companies, or other evidences issued by the Thailand Securities Depository Company Limited, the Stock Exchange of Thailand or custodian, or a certified true copy of share certificate;
 - 2) Others evidences (if any);
3. This Form for Proposing the Matters to be Included in the Agenda of the 2022 Annual General Meeting of Shareholders together with other supporting documents as mentioned above shall be delivered to the Company within **31 December 2021**, in order that the Board of Directors has an adequate time to consider the proposed matter under the criteria and process of the Company, and decides that whether the proposed matters will be included in the agenda of the 2022 AGM;
4. In the case that collective shareholders propose the agenda, each shareholder shall separately fill in the Form for Proposing the Matters to be Included in the Agenda of the 2022 Annual General Meeting of Shareholders, and affixes his/her signature as an evidence. Those shareholders shall jointly appoint one shareholder as their representative under the criteria in Clause 3.1 paragraph 2. In the case that the Company contacts such person, it shall be deemed that the Company contacts all shareholders who affixes their signature. Thereafter, the said form of each shareholders shall be collected into one set and delivered to the Company;
5. In the case that individual or collective shareholders propose more than one matters/agenda, the Form for Proposing the Matters to be Included in the Agenda of the 2022 Annual General Meeting of Shareholders shall be separately prepared for each agenda (1 Form for 1 matter/agenda) and shall be signed by all shareholders in every Form;
6. In the case that the shareholder have the change in his/her title, name or surname, a certified true copy of changing certificate shall be enclosed;
7. The Company will terminate the right of shareholder who has provided the incomplete or incorrect information, or is unable to contact or unqualified.

Form for Nominating the Candidate to be Elected as Director

(1) I..... being the shareholder(s) of
WHA Corporation Public Company Limited (“Company”), holding.....shares,
Residing at..... Road..... Sub-District.....
District..... Province.....
Mobile No..... Home/Office No.....
E-mail (if any).....

(2) I would like to nominate (Mr./Mrs./Miss).....,
age.....years, to be elected as director. In this regard, he/she possesses the qualifications and has
no any prohibited characteristics under the criteria in Clause 4.2, whereby I have enclosed the supporting
documents which show the qualifications of the nominated person, namely educational qualification and
working experience, together with other supporting documents which have been certified true on all
pages, with..... pages in total.

(3) I, hereby, appoint Mr./Mrs./Miss.....
to be my/our representative according to the criteria in Clause 4.1 paragraph 2.

I certify that all statements written in this Form for Nominating the Candidate to be Elected as
Director, and the identification evidence and shareholding evidence, and other supporting
documents, are correct whereby I have affixed my signature as evidence as below.

Shareholder’s signature.....

(.....)

Date.....

(4) I, Mr./Mrs./Miss.....,nominated person,
consents and certifies that I possess the qualifications and has no any prohibited characteristics under
the criteria in Clause 4.2, and consents to comply with the Corporate Governance Policy of the Company.
In order to be an evidence, I have affixed my signature as follows

Shareholder’s signature.....

(.....)

Date.....

Remarks

1. The identification evidences are:
 - 1) In case of natural person, a certified true copy of identification card or passport (in case of non-resident shareholder) shall be enclosed. In this regard, the shareholder is requested to conceal the religious information on those copied documents since the Company does not intend to collect such information, whereby the religious information is not necessary for verifying the shareholders;
 - 2) In case of juristic person, a certified true copy of affidavit and identification card or passport (in case of non-resident shareholder) of the authorized director who sign on the Form for Nominating the Candidate to be Elected as Director. In this regard, the authorized director is requested to conceal the religious information on those copied documents since the Company does not intend to collect such information whereby the religious information is not necessary for verifying the authorized director;
 - 3) Others evidences (if any);
2. The shareholding evidence are:
 - 1) The shareholding certificate issued by the securities companies, or other evidences issued by the Thailand Securities Depository Company Limited, the Stock Exchange of Thailand or custodian, or a certified true copy of share certificate;
 - 2) Others evidences (if any);
3. This Form for Nominating the Candidate to be Elected as Director together with other supporting documents as mentioned above shall be delivered to the Company within **31 December 2021**, in order that the Board of Directors has an adequate time to consider the nominated person under the criteria and process of the Company, and decides that whether the nominated person will be nominated to be elected as director in the 2022 AGM;
4. In the case that collective shareholders nominate the person to be elected as director, each shareholder shall separately fill in the Form for Nominating the Candidate to be Elected as Director, and affix his/her signature as an evidence. Those shareholders shall jointly appoint one shareholder as their representative under the criteria in Clause 4.1 paragraph 2. In the case that the Company contacts such person, it shall be deemed that the Company contacts all shareholders who affixes their signature. Thereafter, the said form of each shareholders shall be collected into one set and delivered to the Company;
5. In the case that individual or collective shareholders nominate more than one candidate to be elected as director, the Form for Nominating the Candidate to be Elected as Director shall be separately prepared for each candidate (1 Form for 1 candidate) and shall be signed by all shareholders in every Form;
6. In the case that the shareholder have the change in his/her title, name or surname, a certified true copy of changing certificate shall be enclosed;
7. The Company will terminate the right of shareholder who has provided the incomplete or incorrect information, or is unable to contact or unqualified.