

**The condition for consideration to placing the proposal of agendas and director nomination
of Annual General Shareholder's Meeting**

1. Rationale

To be accordance to the good corporate governance in term of the right of shareholders, the Company provides the right to the minority shareholders to propose agenda and director nomination in the Annual General Shareholders' Meeting in advance, also, to be clarifying the fair and equitable treatment of every shareholder.

The Company has specify the condition for consideration to placing the proposal of agenda and director nomination of Annual General Shareholders' Meeting in order to screen agendas that will be truly beneficial to the Company, and scan qualified person who can effectively perform a duty for the Company and stakeholders' maximum benefit, to hold the Company's director position. Moreover, the condition will help the Company to be able to concretely follow the code of business conduct.

2. Shareholder's Qualification

- 2.1 One or more person of the minority shareholders joint together which have a share proportion not less than 0.5% of paid-up registered shares. That share should have been held not less than 1 year. Moreover, the shareholder should hold that share until a day of proposing the agenda or the company's director nomination.
- 2.2 The shareholders should show evidence of share ownership, including a statement from Broker Company or others documentary evidences from the Stock Exchange of Thailand. However, if there are several minority shareholders jointly propose the agenda, they should attach all of the minority shareholders' evidence of share ownership with the same date of statement.
- 2.3 In cases that the minority shareholder is juristic person, the minority shareholder should attach a copy of the juristic person certificate and identification card or passport (in case of foreigner) of an authorized director with certified true copy.

3. Qualification of Director Nominated Person

Person who has been nominated to be the company's director should have qualification as follows:

- 3.1 Become the one's legal age.
- 3.2 Should have a correct qualification and have no prohibited characteristic as the public company law and Securities and Exchange Act.
- 3.3 Holding a public company's director position not more than 3 companies.
- 3.4 Should not be director in Competitor Company or a company in the same industry.
- 3.5 Be an intellectual, talented, and independent person who is able to fully dedicate and devoted time, and also be able to regularly attend Board of Director meeting, and have a moral work history.
- 3.6 Should have no inconsistent qualification with the independent director as the Securities and Exchange Commission Thailand's basis. (In case of propose to be independent director.

4. Consideration of the Company's Director Nomination Process

- 4.1 A fully qualified shareholder as No.2 has to inform a detail of the company's director nomination by using "The Director Nomination Proposal Form". The shareholders may send unofficial information via Fax No. 0 2 337 3293, 0 2 337 3295 or the Company Secretary's e-mail address CompanySecretary@br-bangkokranch.com, and after that send an original form within 30th of December 2016 verify from the date of postal stamp receiving the documents.
 - 4.1.1 The evidence of the share ownership as No. 2.2 and 2.3 that is certificate from a securities company or other evidences from the Stock Exchange of Thailand.
 - 4.1.2 An evidence of the nominated person's consent in "The Director Nomination Proposal Form".
 - 4.1.3 A supporting document for consideration a qualification including educational background and curriculum vitae of a nominated person.
 - 4.1.4 Additional document that will be beneficial for the directors' consideration (if any).
- 4.2 In case several shareholders who have the fully qualify as No. 2 jointly nominate a person to hold the company's director position. The first shareholder has to fully fill the information in "The Director Nomination Proposal Form" and sign the name as evidence. The shareholders up from a second place completely fill in the information only the 1st and 2nd parts of "The Director Nomination Proposal Form" and sign the name as evidence. After that, combine the forms and the evidence of every shareholder into one set.
- 4.3 In case one or several fully qualified shareholders as mention in No. 2 nominate more than one person to be the company's director, the shareholders have to prepare 1 issue of the "The Director Nomination Proposal Form" per 1 director, and sign the name as evidence. Also, the shareholders have to attach the evidences mentioned in No.4.1.2-4.1.4 of all of the nominated candidates.
- 4.4 The Company Secretary will gather the documents, and send to the top management in order to preliminary considering and screening before propose to the directors by:
 - 4.4.1 If the shareholders provide incomplete or incorrect information, the Company Secretary will inform the shareholders within 10th of January 2017. Moreover, if the shareholders do not correct the information and return the original documents to the company within 16th of January 2017, the Company Secretary will send a notice to the shareholder in order to inform about a closing of the matter.
 - 4.4.2 If a nominated person has an incomplete qualification or prohibited characteristic as mention in No.2 and No.3, the Company Secretary will inform the shareholders closing the matter within 10th of January 2017.
 - 4.4.3 A matter that is not conforms to the No. 4.4.1 or 4.4.2, the Company Secretary will propose to the Nomination and Remuneration Committees' Meeting which was held on January or February 2017.
- 4.5 The Nomination and Remuneration Committees will be speculator for the nominated person's suitability as a duty and responsibility of the Nomination and Remuneration Committees, in order to propose to the Board of Directors for consideration.
- 4.6 People who are approved from the Board of Directors, will be propose a name in the Shareholder Meeting's agenda. In term of unapproved person, the company will immediately inform the shareholder after the

Nomination and Remuneration Committees' Meeting has finished, or in the next official day of the meeting, and also inform via the company's website at www.bangkokranch.com.

5. Proposing the Meeting's Agenda

An issue that will not be contained in the meeting's agenda;

- 5.1 An issue that is contrary to the law, proclamation, rule and regulation of the government agencies or company's governance agencies. Also, an issue that is unconfirmable with regulation and a resolution of the shareholders' meeting, and the company's code of conduct.
- 5.2 An issue that is beneficial only one person or one group of people.
- 5.3 An issue that is under the directors' management power, except it is an issue that significantly causes damage to the shareholder as a whole.
- 5.4 A processed issue.
- 5.5 An issue that is out of the Company's control.
- 5.6 An issue that the shareholders provided incomplete information or lost contact issue.
- 5.7 An issue that the shareholders have been proposed in the past 3 years, and received a support resolution less than 10% of the shareholders who have voting rights, by the fact of the issue has not significantly changed.
- 5.8 An issue was proposed by the shareholders has incomplete qualification as mentioned in No.2.

6. Consideration Procedure of Proposing the Meeting's Agenda

- 6.1 A fully qualified shareholder as No.2 has to inform agenda proposing by using "The Agenda Proposal Form". The shareholders may send unofficial information via Fax No. 02 337 3293, 02 337 3295 or the Company Secretary's e-mail address CompanySecretary@br-bangkokranch.com, and after that send an original form within 30th of December 2016 verify from the date of postal stamp receiving the documents. The process is to allow the directors to have enough time to consider the agenda, and also attach the evidence of share ownership as mention in No.2 which is the certificate from Securities Company or other documentary evidences from Stock Exchange Market of Thailand.
- 6.2 In case of several shareholders joint together and have complete qualification as mentions in No.2 propose a meeting agenda. The first shareholder has to completely fill the information in "The Agenda Proposal Form" and sign the name as evidence. The shareholders up from a second person completely fill in the information in the 3rd part of "The Agenda Proposal Form" and sign the name as evidence. After that, collecting the forms and the evidence of the share ownership of every shareholder to be one set, and then propose to the Board of Directors.
- 6.3 The Company Secretary will gather the documents, and send to the top management in order to preliminary considering and screening before propose to the directors by:
 - 6.3.1 If the shareholders provide incomplete or incorrect information, the Company Secretary will inform the shareholders within 10th of January 2017. Moreover, if the shareholders do not correct the information

and return the original documents to the company within 16th of January 2017, the Company Secretary will send a notice to the shareholder in order to inform about a closing of the matter.

6.3.2 If a nominated person has an incomplete qualification or prohibited characteristic as mention in No.4 and No.2, the Company Secretary will inform the shareholders closing the matter within 10th of January 2017.

6.3.3 A matter that is not conforms to the No. 6.3.1 or 6.3.2, the Company Secretary will propose to the Board of Directors' Meeting which was held on January or February 2017.

6.4 The Board of Directors will be speculator for a suitable of the proposed agenda which should have no characteristic that conform the No.6, except the directors consider as others.

6.5 An issue that is approved by the directors will be contained in an agenda of an invitation to the Annual General Shareholders' Meeting together with the directors' remarks. In term of an unapproved agenda, the Company will immediately informs the shareholders after the meeting or in the next official day of the meeting, and also inform via the company's website at www.bangkokranch.co.th.

7. Period of Proposal Receiving

From 1st of October to 30th of December 2016

8. Related Forms

- The Agenda Proposal Form
- The Director Nomination Proposal Form
