

**Criteria and Procedures of Agenda Proposal and Director Nomination for
the 2019 Annual General Meeting of Shareholders
of
Bangkok Ranch Public Company Limited**

1. Rationale

According to the principle of the Good Corporate Governance, Bangkok Ranch Public Company Limited (“the Company”) recognizes the importance of the rights of the shareholders as well as the equitable treating to shareholders; therefore, the shareholders are invited to propose agenda items and/or director nomination for the coming Annual General Meeting of Shareholders for the year 2019.

To achieve this goal, the criteria and procedure are set out for agenda items and director nomination proposal in order to sift the matters that possibly benefit the Company and the shareholders, and persons whose qualifications meet the requirements of both the Company’s and relevant laws and regulations.

2. Qualifications of the Proposer

- 2.1 A shareholder or shareholders entitled to propose an agenda item or nominate a director candidate must hold the Company shares of not less than 0.5% of the total paid-up capital and for a period of not less than a year on the date of an agenda item or a director candidate nomination proposal submission to the Company.
- 2.2 The shareholder must be able to present the proof of identity of shareholding such as the Statement issued by a broker or any document issued by the Stock Exchange of Thailand (“SET”) regarding the proof of identity of shareholding.
- 2.3 Juristic entity shareholders must submit a copy of the juristic person certificate and the identification card or passport (in case of a foreigner) of the authorized director(s), certified a true copy.

3. Qualifications of the Nominated Director

The nominated director shall possess the following qualifications.

- 3.1 Being an adult aged over 20 years old or by other legal means.
- 3.2 Having qualifications and not have prohibitive characteristics under the Public Limited Companies Law, Securities and Exchange law, rules and regulations of relevant regulators, articles of association and the corporate governance policy of the Company. In case of nomination of member(s) of the Audit Committee, such nominated person shall possess additional qualifications in accordance with the laws.
- 3.3 Holding directorship in not more than 3 listed companies.
- 3.4 Not being a director of a competitor or the company in the same industry.
- 3.5 Possessing the relevant knowledge of the Company’s business, capability and independency. A person shall be able to contribute his/her time to the Company sufficiently and attend the Board of Directors’ meeting regularly. He/she shall also possess a good working record and morality.

- 3.6 In case of an independent director nomination, possessing a qualification complying with the regulations regarding the independent director of the Securities and Exchange Commission Thailand.

4. Procedure of Director Nomination

- 4.1 Shareholders completing the required qualifications stated in item no.2 shall file the “The Director Nomination Proposal Form” to the Company. The shareholders may informally send the filled-in form via facsimile No.02337-3293 or 02337-3295 or the Company Secretary’s e-mail address CompanySecretary@br-bangkokranch.com, and send the original form within **30th of December 2018**. The Company acknowledges the submission date by the stamped date at the postal office. The supporting documents include the followings.
- 4.1.1 Shareholding evidence according to item no. 2.2 and 2.3, i.e., a certificate issued by a securities company or other relevant evidences issued by the Stock Exchange of Thailand.
- 4.1.2 Valid consent made by the nominated director in The Director Nomination Proposal Form.
- 4.1.3 Supporting documents such as educational background or curriculum vitae of the nominated director.
- 4.1.4 Additional documents supporting the nomination (if any).
- 4.2 Group of shareholders wishing to collectively nominate a director, each shareholder of such group must possess eligible qualifications under item no. 2. The first shareholder in the group shall complete the Director Nomination Proposal Form and sign. Other shareholders of such group shall fill in the information in Part 3 of the Director Nomination Proposal Form and sign. The complete form and required evidences of shareholders shall be combined into a single package and submitted to the Company Secretary.
- 4.3 Any shareholder(s) wishing to nominate more than one person to be directors, each of shareholder must possess eligible qualifications under item no. 2. Each nominated director shall be filled in a separate form. The aforementioned evidences in items no. 4.1.2 to 4.1.4 shall be attached along with the completed form.
- 4.4 The Company Secretary is to gather the forms and evidences submitted by the shareholders to the top management for the preliminary consideration before propose to the Board of Directors. However, the following events may apply
- 4.4.1 The shareholder shall be informed, by 11th January 2019, if the given information are incomplete or inaccurate. Failing to amend and return the form by 18th January 2019, the Company Secretary is to acknowledge the shareholder in written the termination of such proposal.
- 4.4.2 The shareholder shall be informed, by 11th January 2019, if the nominated director possesses incomplete or forbidden characters as stated in item no. 3, or the shareholder does not meet the qualification requirements stated in item no. 2.
- 4.4.3 If none of the above is applied, the Company Secretary shall propose to the Nomination and Remuneration Committees’ Meeting, held within February 2019.
- 4.5 The Nomination and Remuneration Committees is in charge of the preliminary consideration of each nominated director for the suitability and shall propose to the Board of Directors.
- 4.6 Approved by the Board of Directors, the nominated director shall be included as an agenda in the Shareholders’ meeting with the Board of Directors’ opinion. Otherwise, the refusal shall be informed to the shareholder(s) who

nominate the director after the meeting of the Nomination and Remuneration Committee or the Board of Directors or the following working day. It shall also be announced on the Company's website, www.bangkokranch.com.

5. Agenda Proposal

Matters that are not to be included in the meeting agenda are the followings;

- 5.1 Matters in violation of the laws, notifications, orders, or regulations of competent authorities or units governing the Company's operation, as well as the objectives, Articles of Associations, shareholders' resolutions and the good corporate governance of the Company.
- 5.2 Matters that benefit a specific person or group.
- 5.3 Matters intervening the management control of the Board of Directors, unless resulting in a significant damage to a majority of the shareholders.
- 5.4 Matters that already implemented.
- 5.5 Matters beyond the Company's ability to pursue.
- 5.6 Matters lack of information or owned by a missing shareholder.
- 5.7 Matters that proposed to the shareholders' meeting during the past 3 years and resolved with less than 10% votes of the shareholders eligible to vote, unless the fact is significantly changed.
- 5.8 Matters proposed by the shareholder possessing incomplete qualification as mentioned in item no.2.

6. Agenda Proposal Procedure

- 6.1 The eligible shareholder shall submit the Agenda Proposal Form in order to propose the matter to be considered include in the shareholders' meeting. The form can be informally submitted via facsimile no.02337-3293 and 02337-3295 or email address CompanySecretary@br-bangkokranch.com. The original shall be sent to the Company by 30th of December 2018. The Company acknowledges the submission date by the stamped date at the postal office. Shareholding evidences referred in item No. 2 shall be included as attachment to the form.
- 6.2 Group of shareholders wishing to collectively propose the agenda, each shareholder of such group must possess eligible qualifications under item no.2. The first shareholder in the group shall complete the form and sign. Other shareholders of such group shall fill in the information in Part 3 of the form and sign. The complete form and required evidences of shareholders shall be combined into a single package and submitted to the Company.
- 6.3 The Company Secretary is to gather the received forms and evidences, and submit to the top management for the preliminary consideration before propose to the Board of Directors. However, the following events may apply
 - 6.3.1 The shareholder shall be informed, by 11th January 2019, if the given information is incomplete or inaccurate. Failing to amend and return the form by 18th January 2019, the Company Secretary is to acknowledge the shareholder in written the termination of such proposal.
 - 6.3.2 The shareholder shall be informed, by 11th January 2019, if the shareholder does not meet the qualification requirements stated in item no. 2.
 - 6.3.3 If none of the above is applied, the Company Secretary shall propose to the Board of Directors' Meeting, held within February 2019.

- 6.4 The Board of Directors is in charge of the consideration of the proposed matter which does not fall into any matter description in item no. 5
- 6.5 Matters approved by the Board of Directors shall be included as an agenda in the shareholders' meeting with the Board of Directors' opinion. Otherwise, the refusal shall be informed to the shareholder(s) who propose the matter after the meeting of the Nomination and Remuneration Committee or the Board of Directors or the following working day. It shall also be announced on the Company's website, www.bangkokranch.com

7. Period of Submission

From 30th of November 2018 to 30th of December 2018

8. Related Forms

- The Director Nomination Proposal Form for the 2019 Annual General Meeting of Shareholders
- The Agenda Proposal Form for the 2019 Annual General Meeting of Shareholders
