



**Criteria for Shareholders to propose AGM Agenda and Director Nominee in
advance for the Annual General Meeting of the year 2017
MBK Public Company Limited**

According to the good corporate governance regarding the rights and equitable treatment of shareholders, MBK Public Company Limited invites the shareholders to propose any beneficial matter as agenda for 2016 Annual General Shareholders' Meeting and names of qualified nominees for the company's board of directors in advance. The criteria are as following:

1. The Qualifications of Shareholders

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

Being the shareholder of the company which can be either one shareholder or combined shareholders, not limit the number of shareholding and period of shareholding.

2. Proposal of the Agenda

2.1 Conditions for Consideration of Proposals The Proposals that will not be placed 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;
- (2) A proposal that is beneficial for specific person or group;
- (3) A proposal lying under management authority of the company, except the ones causing material impacts on shareholders in general;
- (4) The proposal that the company has already implemented;
- (5) The proposal that is beyond the control of the company;
- (6) The proposal whose information provided is incomplete or incorrect, or from shareholders who are unable to contact;

3. The Nomination of the Company's Directors

3.1 Details for Director Nominees consist of:

- First name, last name, age, nationality
- Contact address and Home/Office Phone or Mobile number
- Education qualifications
- Education background
- Training background on director's duties
- Working experience
- Current positions: in listed companies / limited companies / other agencies
- Shareholding in the company and its subsidiaries
- Other useful information

3.2 Qualifications for Company's Directors

Those who are nominated for the company's directors must have the following qualifications:

- (1) Being fully qualified and not be prohibited according to:
 - Public Company Act
 - Securities and Exchange Act
 - Securities and Exchange Commission
 - The Stock Exchange of Thailand
 - The Company's Articles of Association
 - The Principles of the Company's Good Corporate Governance
- (2) Having knowledge, skills and experiences that are advantage to the company's business lines such as in law, accounting and finance; or being qualified in other areas that are beneficial to the company's business.
- (3) Being dedicated to perform all the duties as assigned.

4. Consideration Procedure

4.1 Proposal of the Agenda for Annual General Shareholders' Meeting (AGM)

- (1) The Company Secretary will initially gather the proposals as set by the criteria and act according to the company procedure before proposing to the meeting of Executive Committee and Company's Board of Directors for consideration before proposing to the AGM.
- (2) The proposals approved by the Company's Board of Directors will be included in the agenda of the AGM notice, as agenda proposed by shareholders.

- (3) If the proposals that are not fully qualified according to the criteria No. 2.1, the Company Secretary will notify to shareholders or their consents with the reason of the board's refusal according to Section 5.3 (1) [for combined shareholders].

4.2 The Nomination of the Director

- (1) The Company Secretary will initially gather the correctness and completeness of information and qualifications of director nominees and act according to the company procedure before proposing to the Compensation and Nomination Committee and the Company's Board of Directors.
- (2) The names of nominees approved by the Compensation and Nomination Committee and the Board along with the board opinion will be included in the agenda of the AGM notice, as nominees proposed by shareholders.
- (3) For the names of nominees disapproved by the Compensation and Nomination Committee and the Board, the company will inform the shareholders or their consents with the reason of the board's refusal according to Section 5.4 (1) [for combined shareholders].

4.3 The Company's Board of Directors will consider the appropriate of proposals proposed by shareholders. The board's judgment is final.

5. Supplementary Documents to be enclosed

Shareholders have to enclosed Supplementary Documents with the proposal as follows:

5.1 The evidence of shareholding, i.e. certificate of shares held issued by securities companies or any other certificates from the Stock Exchange of Thailand or Thailand Securities Depository Co., Ltd.

5.2 The evidence of Combined Shareholders:

- (1) Natural persons: copy of valid identification card / passport (in case of non-residents);
- (2) Juristic persons: copy of the company's affidavit issued by Department of Business Development, Ministry of Commerce or other related agencies, and copy of valid identification card or passport (in case of non-residents) of authorized signatories, attached with certifying signatures of the authorized signatories.

5.3 Supporting documents required for proposal of the agenda

- (1) Form of AGM Agenda Proposal If combined shareholders wish to propose the agenda, all of them must fill out the **“Form of Agenda Proposal for the Annual General Meeting of the year 2017”** and sign or affix their names as evidence. Then gathered each of these forms into one set, each set for one proposal.

In addition, all combined shareholders must fill out a name of a person who will be their consent. In this regard, any contacts between the Company and the consent means the ones between the Company and all signed combined shareholders.

- (2) Certified true copies of other supporting documents beneficial for the Board's consideration (if any)

5.4 Supporting documents required for proposal of director nominees

- (1) Form of Director Nomination If combined shareholders wish to propose names of nominees for the Company's Board of Directors, all of them must fill out the **“Form of Director Nomination for the Annual General Meeting of the year 2017”** and sign or affix the names as evidence. Then gather each of these forms into one set, each set for one nominee.

In addition, all combined shareholders must fill out a name of a person who will be their consent. In this regard, any contacts between the Company and the consent means the ones between the Company and all signed combined shareholders.

- (2) Nominee Profile, signed by the nominee himself/herself
- (3) Certified true copies of relevant documents such as evidence of education qualifications, working/training experiences, evidence of shares held
- (4) Certified true copies of other supporting documents beneficial for the Board's consideration (if any)

6. Channels for submitting proposed agenda items

In order to facilitate shareholders, unofficial sending proposal through the Company is allowed before sending an official letter to the Board. Channels for submitting proposed agenda items as follows:

- 6.1 Sending unofficial proposal through Fax: 0-2620-7835 or email address:

Email Address :JURISTIC_PERSON@MBK-CENTER.CO.TH or through the company's website http://investor-th.mbkgroup.co.th/ir_contact.html

6.2 Sending official proposal to:

MBK Public Company Limited

Juristic Person Dept.

MBK Public Company Limited

MBK CENTER , 8th Floor

444 Payathai Road,

Patumwan ,Wongmai, Bangkok 10330.

6.3 For further information required call Tel. 0-2620-7834, 0-2620-7814

or email: [JURISTIC_PERSON @ MBK-CENTER.CO.TH](mailto:JURISTIC_PERSON@MBK-CENTER.CO.TH)

7. Deadline for proposal submission :

Allowed deadline submission within January 31, 2017

MBK Public Company Limited

September 23, 2016