

**Criteria for Addition Agenda For Director and propose the 2017 Annual General Shareholder's  
Meeting Agenda**

**Richy Place 2002 Public Company Limited**

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Richy Place 2002 Public Company Limited (RICHY), has granted minority shareholders to propose annual general meeting of shareholders agenda as part of RICHY's good corporate governance, with the purpose of equitable and fairness treatment of all shareholders, in addition to ensure a fair and transparent consideration procedure, the company has established a set of criteria for shareholders to propose at the Annual General Meeting of Shareholders agenda in order to refine agendas to be truly beneficial to the company.

**1. The qualification of shareholder who are entitled to submit questions in advance.**

The shareholders who wish to propose or questions must possess qualifications according to criteria as follow:

- 1.1 Being the shareholders of the Company which can be either one shareholder or combined shareholders who hold 2% minimum of the shares which have the right to vote.
- 1.2 Must have continuously held those shares for at least 1 year to the date of the shareholder proposes addition agenda.

**2. Proposal of the Agenda**

2.1 Proposal Procedure:

- 2.1.1 The shareholder who possesses qualification according to the criteria no.1 are able to submit their addition agenda in advance by using proposed agenda for 2017 Annual General Shareholder's Meeting Form and enclose other complete supplementary documents as required by the Company to the following address ;

**Company Secretary**

**Richy Place 2002 Public Company Limited**

**667/15 Ataboon Building, 7<sup>th</sup> fl.**

**Arunamarin, Bangkoknoi,**

**Bangkok 10700**

- 2.1.2 The Company will consider the addition agenda and will propose it in the 2017 Annual General Shareholder's Meeting Agenda with complete supplementary documents.
- 2.2 For an efficient Annual General Shareholder's Meeting, the company reserves its right not to include the following matters as the meeting agenda;
- 2.2.1 Proposals that are not beneficial to the company's business operation.
- 2.2.2 Proposals that violate the law, rules or regulations of government agencies or other governing agencies, or which do not comply with the objectives, articles of association, shareholders' resolutions and the practices associated with good corporate governance of the company.
- 2.2.3 Proposals that concern the regular business operation of the company, whereby the shareholder's proposal does not substantiate any irregularity of such matter.
- 2.2.4 A usually matters required by law to be determined by the Annual General Meeting of shareholders, which the company has set agenda meetings.
- 2.2.5 Proposals on the matter which is beyond the power of the company to take action on.
- 2.2.6 Proposals on the matter which the company has already taken action on.
- 2.2.7 Proposals provided from an unqualified person, documents are incomplete, inadequate information or not in timely basis.

**3. Consideration Procedure:**

- 3.1 The board of directors will consider the proposal of the shareholders during the board of directors meeting in February, 2017.
- 3.2 A proposal that the board of directors considers appropriate to be an agenda of the meeting will be included in the notice of invitation to the meeting and identified as proposed by the shareholders.
- 3.3 A proposal that the board of directors considers inappropriate to be an agenda of the meeting will be informed at the Annual General Meeting of shareholders.