

## **Criteria for Nomination of Qualified Candidate for Directorship in the 2016 Annual General**

### **Shareholders' Meeting**

#### **Richy Place 2002 Public Company Limited**

Richy Place 2002 Public Company Limited (RICHY), has granted the minority shareholders to propose director nominee in advance as a part of RICHY's Good Corporate Governance, with the purpose of equitable and fairness treatment of all shareholders. In addition, for clarity and transparency of the procedures and methods for consideration, the company has set up criteria to authorize minority shareholders to propose the director nominees prior to the 2016 Annual General Shareholders' Meeting. By this mean, it will ensure that the agenda will be delicately selected, the qualified director nominees will be selected and can perform their duties effectively to attain the highest benefits of the company.

#### **1. The Qualification of Shareholder to propose candidate for RICHY director**

- 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 director nominee.

#### **2. The nomination of the Company's directors**

##### **2.1 Qualification of a director**

- 2.1.1 A company director shall have full qualifications according to the law on public companies limited and other related laws as well as the notifications of the Office of Securities and Exchange Commission.
- 2.1.2 A company director will be a person of knowledge, ability, integrity, business ethics and adequate time to perform duties for the company.
- 2.1.3 An independent director shall have qualifications on independence as specified by the company and in line with the notification of the Stock Exchange of Thailand on the qualification and scope of operation of an audit committee member.

## **2.2 Consideration Procedure**

- 2.2.1 The shareholder who possesses qualification according to the criteria no.1 can fill out the “Nomination of Qualified Candidate for Directorship in the 2016 Annual General Shareholders Meeting Form”, together with “Bio-data of Nominee for Directorship in the 2016 Annual General Shareholders’ Meeting Form” of the nominated candidate and 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**

All documents and evidence shall be sent to the Company well in advance to allow sufficient time for the board of directors to consider the suitability of the person nominated for election as director.

- 2.2.2 The company will only consider candidates by shareholders with supplementary documents.
- 2.2.3 The name of person approved by the board of directors shall be included in the agenda in the letter inviting to the 2016 Annual General Shareholder Meeting, together with the board of directors opinion. The company would quickly notify the shareholder of the person approved by the board after its meeting.

The person approved by the board of directors must be present to introduce himself/herself at the 2016 Annual General Shareholder Meeting.