

Fraser's Property (Thailand) Public Company Limited

Criteria for proposal of issues for AGM agenda and of qualified candidates for nomination as Company Director, and for advance submission of questions regarding the AGM agenda

Fraser's Property (Thailand) Public Company Limited (“the Company”) realizes the importance of the rights of shareholders and promotes the equitable treatment of all shareholders. To adhere with the good corporate governance principles, the Company provides opportunity to all shareholders to propose issues for inclusions in AGM agenda and to propose qualified candidates for nomination as Company Directors, and to submit questions regarding the AGM agenda in advance.

The Company has determined criteria for proposal of issues for AGM agenda and of qualified candidates for nomination as Company Director, and for submission of questions regarding the AGM agenda in advance as follows:

1. Qualifications of Shareholder

A shareholder who would like to propose issues for inclusion in the AGM agenda and/or candidates for nomination as Company Director shall have qualifications as follows:

- 1.1 Being the Company's shareholder; it may be single shareholder or group of shareholders,
- 1.2 Being the Company's shareholder who has continuously held shares of not less than 0.50 percent of the Company's issued shares,
- 1.3 Being the Company's shareholder according to 1.2 who has held shares for a period not less than 12 months consecutively from the date of holding such shares to date of proposing AGM agenda and/or candidates for Company Director, as the case may be, and
- 1.4 Possessing accurate and complete evidence of shareholdings and identification.

2. Procedures of Shareholder

2.1 In event of proposal of issues for inclusion in AGM agenda

- 2.1.1 A shareholder who has qualifications according to 1. shall fill in “Form of Proposal of Issues for Inclusion in AGM Agenda” (“Form AGM 1”). Form AGM 1 shall be prepared as follows:
 - Each Form AGM 1 shall be used for a single agenda item.
 - In event that Form AGM 1 is proposed by a group of shareholders, the 1st shareholder shall fill in details and sign the Form AGM 1. Other shareholder(s) shall fill in their details and sign on an accompanying page.

- 2.1.2 Form AGM 1 shall be enclosed with the following evidence:
 - Evidence of shareholding, i.e. certificate issued by Securities Company or any other evidence issued by Thailand Securities Depository Co., Ltd. (TSD).
 - Evidence of shareholder's identification

For individual shareholder

A certified true copy of valid identification card or governmental officer identification card or driving license or passport or alien identification card. In event that a shareholder has changed his/her title, name or surname, a true copy of evidence of the change certified on each page shall be enclosed.

For juristic shareholder

- A copy of juristic person's affidavit issued no more than 3 months previously and certified as a true copy by authorized person(s) of that juristic entity on every page, **and**
- A certified true copy of valid identification card or governmental officer identification card or driving license or passport or alien identification card of director(s) or authorized person(s) of that juristic entity. In event that a director/authorized person

has changed his/her title, name or surname, a true copy of evidence of the change certified on each page shall be enclosed.

The Board of Directors and/or Company Secretary reserves the right to contact shareholder(s) to request more information.

2.2 In event of proposal of candidates for nomination as Company Director

2.2.1 A shareholder who has qualifications according to 1. shall fill in “Form of Proposal of Candidates for Nomination as Company Director” (“Form AGM 2”). Form AGM 2 shall be prepared as follows:

- Each Form AGM 2 shall be used for a single candidate proposed for nomination as Company Director
- In event that Form AGM 2 is proposed by a group of shareholders, the 1st shareholder shall fill in details and sign the Form AGM 1. Other shareholder(s) shall fill in their details and sign on an accompanying page.

2.2.2 Form AGM 2 shall be enclosed with the following evidence:

- Evidence of shareholding, i.e. certificate issued by Securities Company or any other evidence issued by Thailand Securities Depository Co., Ltd. (TSD).
- Evidence of shareholder’s identification

For individual shareholder

A certified true copy of valid identification card or governmental officer identification card or driving license or passport or alien identification card. In event that a shareholder has changed his/her title, name or surname, a true copy of evidence of the change certified on each page shall be enclosed.

For juristic shareholders

- A copy of juristic person’s affidavit issued no more than 3 months previously and certified as a true copy by authorized person(s) of that juristic entity on every page, **and**
- A certified true copy of valid identification card or governmental officer identification card or driving license or passport or alien identification card of shareholders or authorized person(s) of that juristic entity. In event that a shareholder/authorized person has changed his/her title, name or surname, a true copy of evidence of the change certified on each page shall be enclosed.

2.2.3 A candidate who is proposed for nomination as Company Director shall fill in “Information Form of Candidate Proposed for Nomination as Company Director” (“Form AGM 2-1”) and sign his/her consent in Form AGM 2. Education background, work experience, copy of valid identification card and house registration or passport shall be enclosed and certified as a true copy on each page. Each Form AGM 2-1 shall be used for a single candidate.

The Board of Directors and/or Company Secretary reserves the right to contact shareholder and/or proposed candidate for nomination as Company Director to request more information

2.3 In event of submission of questions regarding the AGM agenda in advance

A Shareholder who wishes to submit questions regarding the AGM agenda in advance shall submit questions and provide the following information:

- (1) Name, contact address, telephone number and e-mail
- (2) Number of shares
- (3) Relevant information or fact
- (4) Other necessary information for consideration

The Company reserves its right to consider questions and/or information submitted by shareholders as deemed appropriate.

3. Contact Channel and Available Period for Submission of Proposed Matters

A shareholder can propose issues for inclusion in AGM agenda and candidates for nomination as Company Director, and submit questions regarding the AGM agenda in advance by submitting complete

and accurate information from July 5, 2019 – October 15, 2019 via email atchara.a@frasersproperty.com or to the following address:

Company Secretary Department
Fraser's Property (Thailand) Public Company Limited
13th Floor, Room 1308, Sathorn City Tower
175, South Sathorn Road, Thungmahamek Sub-District, Sathorn District
Bangkok 10120

4. Procedures of the Company

4.1 In event of proposal of issues for inclusion in AGM agenda

- (1) The Company Secretary shall preliminary consider proposed issues. If they are deemed appropriate, the Company Secretary shall propose such issues to the Board of Directors for consideration in November.
- (2) Proposed issues that the Board of Directors considers appropriate shall be included in the AGM Notice and shall be identified as having been proposed by the shareholder(s).
- (3) Proposed issues that the Board of Directors considers inappropriate for inclusion in AGM agenda shall be made known in the Annual General Meeting of Shareholders together with reasons of refusal.

4.2 In event of proposal of candidates for nomination as Company Director

- (1) The Company Secretary shall preliminary consider the proposed candidates. If they are deemed appropriate, the Company Secretary shall propose profile of each candidate to the Nomination Committee.
- (2) The Nomination Committee shall consider profile of each candidate proposed for nomination as Company Director whenever there is an agenda item regarding nomination of a new director to replace a vacant position or a Director retiring by rotation according to the Company's nomination process, and shall then propose to the Board of Directors for consideration.
- (3) The Board of Directors shall consider name(s) and profile(s) of candidate(s) proposed for nomination as Company Director. If he/she is qualified, the Company shall propose him/her to the shareholders' meeting for consideration.
- (4) If proposed candidates for nomination as Company Director are considered inappropriate by the Board, the Company shall make known the reason to the shareholders at the shareholders' meeting.

5. Consideration of the Board of Directors

5.1 Proposals that shall not be included in the AGM agenda

- (1) Proposals that are proposed by unqualified shareholder(s) specified in 1.
- (2) Proposals that violate laws, rules and regulations of government agencies or other agencies governing the Company; or do not comply with the Company's objectives, Articles of Association, shareholders' resolutions or good corporate governance.
- (3) Proposals that are solely beneficial to a specific person or group of persons.
- (4) Proposals that the Company has already implemented.
- (5) Proposals that are beyond the Company's control.
- (6) Proposals that are not beneficial to the Company's business operation and/or that the Board of Directors, with reason explainable to the shareholders, considers unnecessary to be placed on the agenda.
- (7) Proposals that are incomplete, incorrect, indistinct or unreliable, or if the Company is unable to contact shareholders.

In this regard, issues that will be included in the AGM agenda shall be approved by resolution of the meeting of the Company's Board of Directors.

5.2 Qualifications of candidates for nomination as Company Director

- (1) Have qualifications and does not possess prohibited characteristics stipulated by the Public Company Act, the Securities and Exchange Act, the Notification of the Office of the Securities and Exchange Commission, the Notification of Capital Market Supervisory Board and regulations of the Company.
- (2) Be independent, able to perform duties with care and honesty (fiduciary duties). Be willing to fully perform assigned duties and devote time. Have appropriate age, good physical and mental health. Be straightforward. Have courage to express opinions at the meeting. Have good work history, integrity, business ethics and be acceptable to society.
- (3) Have knowledge, capabilities, skills and expertise which will be beneficial to the Company's business. Have vision and good attitude toward the Company.