

Fraser's Property (Thailand) Public Company Limited

Criteria to propose Annual General Meeting of Shareholders (AGM) agenda, and candidate for nomination as a Company's director, and submission of questions concerning the Company in advance

Fraser's Property (Thailand) Public Company Limited (the "**Company**") recognized the importance of the rights of shareholders and would like to promote the equitable treatment of all shareholders. To adhere with the good corporate governance principles, the Company provides opportunity to all shareholders to propose AGM agenda and to propose candidate for nomination as Company's Director, and to submit questions concerning the Company in advance.

The Company has determined criteria to propose AGM agenda and candidate for nomination as Company's director, and for submission of questions concerning the Company in advance as follows:

1. Qualifications of Shareholder

A shareholder who would like to propose AGM agenda and/or propose candidate for nomination as Company's director in advance shall have qualifications as follows:

- 1.1 Being the Company's shareholder; it may be a single shareholder or group of shareholders,
- 1.2 Being the Company's shareholder who has 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 of not less than 12 months consecutively from the date of holding such shares to the date of proposing AGM agenda and/or candidate for nomination as Company's director, as the case may be, and
- 1.4 Possessing accurate and complete evidence of shareholdings and identification.

2. Procedures for Shareholder

2.1 In the event of proposal of AGM agenda

- 2.1.1 A shareholder who has qualifications according to 1. shall fill in "Form to propose AGM Agenda" ("**Form AGM 1**"). Form AGM 1 shall be prepared as follows:
 - One Form AGM 1 shall be used for one proposed agenda.
 - In the event that Form AGM 1 is proposed by a group of shareholders, anyone of shareholder shall fill in details and sign Form AGM 1. Other shareholder(s) shall fill in their details and sign on an accompanying page.
- 2.1.2 Form AGM 1 shall enclose 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 certified identification card for immigrants. In the event that a shareholder has changed his/her title, name or surname, a true copy of evidence of identification change certified on each page shall be enclosed.

For juristic shareholder

- A copy of juristic person's affidavit issued no more than 3 months and certified 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 certified identification card for immigrants of director(s) or authorized person(s) of that juristic entity. In the event that a director/authorized person has

changed his/her title, name or surname, a true copy of evidence of identification 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 for more information.

2.2 In the event of proposal of candidate for nomination as a Company's director

2.2.1 A shareholder who has qualifications according to 1. shall fill in "Form to Propose Candidates for Nomination as Company's Director" ("**Form AGM 2**"). Form AGM 2 shall be prepared as follows:

- Each Form AGM 2 shall be used for a candidate proposed for nomination as Company's director.
- In event that Form AGM 2 is proposed by a group of shareholders, anyone of shareholder shall fill in details and sign the Form AGM 2. 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 certified identification card for immigrants. In the event that a shareholder has changed his/her title, name or surname, a true copy of evidence of identification change certified on each page shall be enclosed.

For juristic shareholders

- A copy of juristic person's affidavit issued no more than 3 months and certified 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 certified identification card for immigrants or authorized person(s) of that juristic entity. In the event that a shareholder/authorized person has changed his/her title, name or surname, a true copy of evidence of identification change certified on each page shall be enclosed.

2.2.3 A candidate who is proposed for nomination as Company's director shall fill in "Information Form of Candidate Proposed for Nomination as Company's director" ("Form AGM 2-1") 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's director to request for more information

2.3 In the event of submission of questions concerning the Company in advance

A Shareholder who wishes to submit questions concerning the Company 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 and detail
- (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

A shareholder can propose AGM agenda and candidates for nomination as Company's director, and submit questions regarding the Company in advance by submitting complete and accurate information from July 1, 2020 – September 30, 2020 via email sriwalee.s@frasersproperty.com peeradon.p@frasersproperty.com or to the following address:

Company Secretary Department
Fraser's Property (Thailand) Public Company Limited
No. 944 Mitrtown Office Tower 22nd -23rd Floor, Rama IV Road,
Wang Mai Sub-District, Pathum Wan District, Bangkok 10330

4. Procedures of the Company

4.1 In the event of proposal of AGM agenda

- (1) The Company Secretary shall preliminary consider proposed agenda. If they are deemed appropriate, the Company Secretary shall propose such agenda to the Board of Directors for consideration within November.
- (2) Proposed agenda 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 agenda 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 the event of proposal of candidate for nomination as Company's Director

- (1) The Company Secretary shall preliminary consider the proposed candidate. 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's director. If he/she is qualified, the Company shall propose him/her to the shareholders' meeting for consideration.
- (4) If proposed candidate for nomination as Company's director are considered inappropriate by the Board of Directors, the Company shall make known to the shareholders at the Annual General Meeting of Shareholders, including the reason.

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 business operation.

- (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 included in the agenda.
- (7) Proposals that are incomplete, incorrect, false, indistinct or if the Company is unable to contact shareholders.

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

5.2 Qualifications of candidates for nomination as Company's 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