

**Criteria for Minority Shareholders to propose AGM Agenda and  
to nominate the name of the Company's Director in advance  
For the 2015 Annual General Meeting of Shareholders**

**1. Objective**

To grant the minority shareholders to propose an agenda of the annual general meeting of shareholders and director nominee in advance is considered as a part of Good Corporate Governance of Golden Land Property Development Public Company Limited (the “**Company**”) 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 the criteria to authorize minority shareholders to propose the agenda and director nominees prior to the meeting. By this mean, it will ensure that the agenda will be delicately selected and truly beneficial to the Company and the qualified director nominees will be selected and can perform their duties effectively to attain the highest benefits of the Company and the stakeholders and also to affirm the conformity to the Good Corporate Governance.

**2. Qualification of Shareholder**

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

- 2.1 Being the shareholder of the Company which can be either a shareholder or combined shareholders.
- 2.2 Holding shares of not less than 0.05% of the Company's total shares (1,638,019,003 shares) as of 30 September 2014.
- 2.3 Must have continuously held those shares in 2.2 for at least one year by the date the shareholder proposes the agenda or director nominee.

**3. Proposal of the Agenda**

The Company reserves its right to decline inclusive of the following matters in the AGM Agenda:

- 3.1 The proposal that violates to the law, rules, regulations of government agencies, other governing agencies or are not complied with the Company's objective, the article of association, the shareholders' resolution, and the good corporate governance of the Company.
- 3.2 The proposal that is not beneficial to the Company or is beneficial to a specific person or group.
- 3.3 The proposal that is an authority of the Company unless it causes significant affect to the overall shareholders.
- 3.4 The proposal that the Company has already operated.
- 3.5 The proposal that is beyond the control of the Company.
- 3.6 The proposal that the shareholders have already proposed in shareholders' meeting during the past 12 months and received the supporting votes of less than 10% of the total number of the voting rights, unless the fact pertaining in the resubmission has significantly changed from that of the previous shareholders' meeting.
- 3.7 The proposal that the information provided is incomplete, ambiguity, or incorrect.
- 3.8 The proposal that the shareholders are not fully qualified according to the criteria no. 2

#### **4. The Nomination of the Director**

##### **Director Qualification**

- 4.1 Having qualifications according to the Public Company Act, Securities and Exchange Act and the Good Corporate Governance Policies of the Company.
- 4.2 Being knowledgeable, capable, independent, dedicated, and healthy mentally and physically, be of suitable age and be able to perform director's duties with care and loyalty. Nominees should attend the Directors' meeting regularly, study meeting agendas in advance, and productively participate in the meeting in a straightforward manner. Reputable businesspersons of integrity and superb professional references may also qualify as nominees.
- 4.3 Should not serve too many board positions.

#### **5. Channel for submitting proposals**

- 5.1 The shareholder who possesses qualification according to no. 2 of the criteria must submit the Form of AGM Agenda Proposal (Form A) and/or Form of Nominating Director (Form B) or may submit the proposal unofficially via **facsimile at 0-2620-6222 Ext.2** or **Email address: [ir@goldenlandplc.co.th](mailto:ir@goldenlandplc.co.th)** before sending the original of Form A and/or Form B by mail to the Board. In this regard, the original with the shareholder's signature must be delivered to the Company **within December 31, 2014** at the address listed below:

Company Secretary  
Golden Land Property Development Public Company Limited  
36th Fl., Sathorn Square Office Tower,  
98 North Sathorn Road, Silom, Bangrak, Bangkok 10500

##### **5.2 Certification of shareholding**

The shareholder must submit the evidence of shares' held, namely the certified letter of the securities company or other evidences from Thailand Securities Depository Co., Ltd. or the Stock Exchange of Thailand or custodian, or Securities Paper and certified true copies by such shareholder.

##### **5.3 The evidence of identification**

- Natural person: copy of valid identification card / passport (in case of non-resident); attached with certifying signatures of the authorized signatories.
- Juristic person: copy of the company's affidavit and copy of valid identification card / passport (in case of non-resident) of authorized signatories, attached with certifying signatures of the authorized signatories.

##### **5.4 The evidence of director nominee**

- 1) A copy of director nominee's identification card or passport (in case of foreigner nominee) and certified true copy.
- 2) Copies of education certificates of director nominee.

## **6. Consideration Procedure**

- 6.1 The Company Secretary will initially review the proposal and propose to the board meeting. If the information is incomplete, the Company Secretary will notify the shareholders.
  - 6.2 The proposal approved by the board along with the Board opinion will be included in the agenda of the AGM notice.
  - 6.3 The name of director nominee approved by the board along with the Board opinion will be included in the agenda of the AGM notice.
  - 6.4 For the proposal and the name of director nominee disapproved by the Board, the Company will instantly inform the shareholders with the reason of the board's refusal through the SET's channel after the board meeting or the next official date. Such information will be posed in the Company's website at <http://www.goldenlandplc.co.th> and announced to all shareholders formally in the AGM.
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**Form to Propose 2015 AGM Agenda**

**1. General Information**

Name .....,  
being the shareholder of Golden Land Property Development Public Company Limited, holding  
ordinary share..... shares  
Current Address .....  
.....  
.....  
Tel..... Mobile Phone .....  
E-mail.....

**2. I would like to propose the agenda of the 2015 Annual General Meeting of Shareholders as follows:**

Subject.....  
Proposal for consideration.....  
.....and  
have support information beneficial for consideration (such as fact or reason etc.) .....  
.....  
..... and other support documents  
(if any) have been enclosed and certified true copy at every page, totaling ..... page(s).

**3. Required supplementary documents to be submitted by shareholder with this form**

- 3.1 The evidence of shareholding :  
i.e. certified letter from securities company or other evidence from Thailand Securities Depository Co., Ltd. or the Stock Exchange of Thailand or custodian or copy of share certificate (certified true copy by such shareholder).
- 3.2 The evidence of identification :
- Natural Person: copy of valid identification card or passport (in case of non-resident) and certified true copy.
  - Juristic Person: copy of the company's affidavit and copy of valid identification card or passport (in case of non-resident) of authorized signatories who signs this form with certifying signatures of the authorized signatories.

**4) Representation and Warranty**

I hereby certify that all information written in this Form A., the evidence of shareholding, and other support documents are correct and affix the name as evidence below.

Signed ..... Shareholder  
( ..... )  
Date .....

**Form to Nominate Director**

**1. General Information**

Name (Mr./Mrs./Miss).....,  
being the shareholder of Golden Land Property Development Public Company Limited,  
holding ordinary share..... shares  
Current Address .....  
.....  
.....  
Tel..... Mobile Phone .....  
E-mail.....

**2. I would like to nominate :**

Mr./Mrs./Miss .....  
Reason to nominate .....  
.....  
.....

**3. Required supplementary documents to be submitted by shareholder with this form**

- 3.1 The evidence of shareholding :  
i.e. certified letter from securities company or other evidence from Thailand Securities Depository Co., Ltd. or the Stock Exchange of Thailand or custodian or copy of share certificate (certified true copy by such shareholder).
- 3.2 The evidence of identification :
  - Natural Person: copy of valid identification card or passport (in case of non-resident) and certified true copy.
  - Juristic Person: copy of the company's affidavit and copy of valid identification card or passport (in case of non-resident) of authorized signatories who signs this form with certifying signatures of the authorized signatories.
- 3.3 The evidence of the director nominee :
  - 1) copy of valid identification card or passport (in case of non-resident) and certified true copy.
  - 2) copies of academic qualification certificates.

**4) Representation and Warranty**

I hereby certify that all information written in this Form B., the evidence of shareholding, the evidence of consent and other support documents are correct and affix the name as evidence below.

Signed ..... Shareholder  
( ..... )  
Date .....

**Bio-data of Nominated Qualified Candidate for Directorship**  
**In the 2015 Annual General Meeting of Shareholders**

Affix 2-inch  
Color Photo

**1. General Information of the candidate**

- (1) Name-Surname (Thai).....  
(English).....
- (2) Date of Birth..... Age..... Year
- (3) Nationality .....
- (4) Spouse's Name... (Maiden Name..... )
- (5) Number of Children.....
- Name ..... Age..... Year
- Name ..... Age..... Year
- Name ..... Age..... Year

**2. Current Address**

- (1) Business Address
- Name .....
- No. .... Village/Building.....
- Soi..... Road.....
- Khet..... Kwang.....
- Province..... Tel .....
- (2) Home Address
- No. .... Village/Building.....
- Soi..... Road.....
- Khet..... Kwang.....
- Province..... Tel .....
- (3) Overseas Address (only for a non-resident, please specify overseas contact address)
- .....
- .....
- .....

**3. Professional Background**

- (1) Education (please enclose copies of academic qualification certificates)

<u>Institution</u>	<u>Degree and Major Subject</u>	<u>Year of Graduation</u>
.....	.....	.....
.....	.....	.....
.....	.....	.....
.....	.....	.....

(2) Training / Seminar Course related to Directorship

<u>Course</u>	<u>Organizer</u>	<u>Year of Attendance</u>
.....	.....	.....
.....	.....	.....
.....	.....	.....
.....	.....	.....

**4. Work Experience five years backward**

<u>Year</u>	<u>Organization</u>	<u>Type of Business</u>	<u>Position</u>
.....	.....	.....	.....
.....	.....	.....	.....
.....	.....	.....	.....
.....	.....	.....	.....
.....	.....	.....	.....

**5. Shareholding in Golden Land Property Development Public Company Limited**

As of ..... (the proposal date)

Ordinary Share ..... shares

Spouse's Ordinary Share Holding ..... shares

Minor children

(1) Name ..... holds ordinary shares ..... shares

(2) Name ..... holds ordinary shares ..... shares

(3) Name ..... holds ordinary shares ..... shares

I (Mr./Mrs./Miss).....give consent and information as stated above for the nomination and appointment as the Company's director and I hereby represent and warrant that all information and supplementary documents are true and complete. I hereby give my permission to Golden Land Property Development Public Company Limited to disclose such information and supplementary documents, and affix the name as evidence below.

Signed ..... Director Nominee  
 ( )  
 Date .....