

## **Regulation on the Proposal of Agenda and Nomination of Director by Shareholders in the Annual General Shareholder Meeting**

Rasa Property Development Public Company Limited provides equal treatment of all shareholders. To promote good corporate governance to encourage shareholders participation, The company allows shareholders to propose any issues they deem important and which could benefit the company as agendas and propose candidates to be considered as a new company director according to the company 's regulation for the annual general shareholders meeting. The company has prescribed the regulation, as follows:

### **1. Qualification of Shareholder**

The shareholder who will propose the agenda or nominate the director must have the follows qualifications;

- 1) Being a single shareholder or several and joint shareholders of the Company.
- 2) Possessing the proportion of shareholding of at least 5.0% of the company's total shares.
- 3) Holding the Company's shares in the proportion as prescribed under Clause 2) continuously for at least 1 year and still holding the said shares on the date of agenda proposal or director nomination

### **2. The Proposal of the Agenda**

#### 2.1 The matter which will not be considered.

To ensure a smooth flow of issues at the shareholders meeting, the company reserves the right not to include the following issues at the meeting:

- 1) The matter concerning normal business operations
- 2) The matter beyond the control of the company
- 3) The matter that the shareholders have proposed for consideration during the last 12 months which receives less than 10% of total shares, which have the voting rights of shareholders attending the meeting and for which the essence of the issue has not significantly changed.
- 4) The matter proposed by shareholders who aren't fulfilling the regulation or does not provide adequate documentation, or proposals to the agenda outside of the proposal period.
- 5) The matter which are not beneficial for the company's operations.
- 6) The matter or evidence proposed by any shareholder which are not true or carry obscure meanings.
- 7) The matter concerning the authority of company's management, unless it could potentially cause significant damage to the company and its shareholders.

- 8) The matter that violate laws and regulations, regulation bodies, related organizations. Or which does not conform to the company's objectives and regulations or its business ethics.
- 9) The matter which the Board of Directors has carefully considered and agreed that there was no need to the matter into the agenda; and the Board of Directors can give proper reasons to the shareholders.
- 10) The matter which the company already acts on.

## 2.2 Procedure of consideration.

- 1) The shareholder must provide the proposal of the agenda to the Board of Directors by submitting
  - The Form for proposal of Agenda in the AGM ( Form A ).
  - Support documents which identified in Form A.

Send to

The Corporate Secretary Rasa Property Development Public Company Limited 555 Rasa Tower, 28 <sup>th</sup> floor, Phaholyothin Rd., Chatuchak Chatuchak , Bangkok 10900
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The Shareholder eligible to propose the agenda unofficially by sending the document via facsimile at 0-2937-0102 or through the corporate secretary's E-mail "law@rasa.co.th" before sending the original "Form A" and other support documents to the Company within 20<sup>th</sup> February, 2009

- 2) If the shareholder wishes to propose more than one agenda, such shareholder must provide Form A according to the number of the agenda to be proposed. The evidence of shareholding or other support documents shall be submitted one set for each proposal.
- 3) The Corporate Secretary will initially review the proposal and will pass to the Board of Directors Meeting in March 2009.
- 4) The Board of Directors will consider the suitability of the agenda which must not fall into the nature of no. 2.1 1) – 10) , except the Board of Directors consider otherwise.
- 5) The issue which is approved by the Board of Directors will be included in the invitation of the AGM 2009. For the issue which is not approved, the Company will inform the shareholders with the explanation in the AGM.

## **3. Nomination of the Director**

### 3.1 Qualifications of the Company's Director

- 1) Having the correct qualifications and having no forbidden characteristics according to the law, Limited Public Company Act, Securities and Exchange Act, and the Principle of Good Corporate Governance of the Company.
- 2) Having the crucial knowledge and abilities to the Company's businesses, for example, in the construction business, the Company's director shall have knowledge and experience in engineering, architecture, financing, accounting, economics or laws.
- 3) Having no conflict of interests with the Company according to the Limited Public Company Act and / or the legal provisions.
- 4) Having independence; performing the duties with carefulness, honesty, and devotion of time to the Company and performing the work as assigned by the Board of Directors.

### 3.2 Procedure of Consideration

- 1) The shareholder must provide the document of nominating the person to be director to the Board of Directors by submitting:
  - The Form for Nomination of Director ( Form B). The shareholder and the nominee must affix names in a same page.
  - Support documents of the shareholder and the nominated person which identified in Form B.

Send to

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The shareholder is eligible to nominate the person to be director unofficially by sending the above documents via facsimile at 0-2937-0102 or through the corporate secretary's E-mail "law@rasa.co.th" before sending the original "Form B" and other support documents to the Company within 20<sup>th</sup> February, 2009.

- 2) If the shareholder wishes to nominate more than one director, such shareholder must provide Form B according to the number of person to be nominated. The evidence of shareholding or other support documents shall be submitted one set for each nomination.
- 3) The Corporate Secretary will initially review the nomination and will pass to the Board of Directors Meeting in March 2009.
- 4) The Board of Directors will consider the suitability of the nominate person.
- 5) The list of person who is approved by the Board of Directors will be included in the invitation of the AGM 2009. For the person who is not approved, the Company will inform the shareholders with the explanation in the AGM.