

## **Criteria for Minority Shareholders to propose AGM Agenda**

### **1. Objective**

M.K. Real Estate Development Public Company Limited (M.K.) has a strong determination to maintain an appropriate management with a highest effectiveness and efficiency. M.K. has to be accepted by the shareholders and stakeholders as Company with Good Corporate Governance.

To grant the minority shareholders to propose an agenda of annual general shareholders' meeting is considered as a part of M.K.'s Good Corporate Governance of M.K. with the purpose of equitable and fairness treatment of all shareholders. In addition, for clarity and transparency of the procedures and methods for consideration, M.K. has set up the criteria to authorize minority shareholders to propose the agenda prior to the meeting. By this mean, it will ensure that the agenda will be delicately 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. Definition**

<b>“Company”</b>	means	M.K. Real Estate Development Public Company Limited
<b>“Board”</b>	means	Board of Directors of M.K. Real Estate Development Public Company Limited
<b>“Director”</b>	means	Director of M.K. Real Estate Development Public Company Limited
<b>“Agenda”</b>	means	Agenda of the Annual General Shareholders' Meeting of M.K. Real Estate Development Public Company Limited

### **3. The Qualification of Shareholder**

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

3.1 Being the shareholder of the company which can be either one shareholder or combined shareholders.

3.2 Holding minimum shares not less than 100,000 shares

3.3 Must have continuously held those shares in 3.2 for at least one year by the date the shareholder proposes the agenda.

#### **4. Proposal of the Agenda**

##### **4.1 The Proposal that will not be placed on the Agenda**

(1) The proposal that violates to the law, rules, regulations of government agencies or other governing agencies or are not complied with the objective, the article of association, the shareholders' resolution, the good corporate governance of the company.

(2) The proposal that is beneficial for specific person or group.

(3) The proposal that is regular business operation and the proposal's reference does not indicate any irregularity.

(4) The proposal that the company has already operated.

(5) The proposal that is beyond the control of the Company

(6) The proposal that the shareholders already proposed in shareholders' meeting within the past three year and were supported by less than 10% of total voting shares, provided that the facts of said matter have not yet changed significantly.

(7) The proposal that the information shareholders provided is incomplete or incorrect, those who are unable to contact.

(8). The proposal that the shareholders are not fully qualified according to the criteria no. 3

##### **4.2 Consideration Procedure**

(1) The shareholder who possesses qualification according to no. 3 of the criteria must submit the form of AGM Agenda Proposal (Form A) to the Board or send the proposal unofficially via facsimile at 0-2216-6619 or through corporate secretary's email address at [system@mk.co.th](mailto:system@mk.co.th) or the Company's website at <http://www.mk.co.th> before sending the original to the Board. In this regard, the original with the shareholder's signature, the evidence of shares' held, namely the certified letter of the securities company or other evidences of the Stock Exchange of Thailand, together with support document beneficial for board

consideration (if any) must be delivered to the Company within December 31, 2012 in order to allow the board for adequate consideration.

(2) In case many shareholders have unified to propose agenda to the board, the first shareholder must fill Form A completely and affix their names as evidence. The rest of shareholders must fill part (1) and (2) of Form A completely and affix their name as evidence separately then gather each of those Form A, the evidence of shares' held, and support documents (if any) together into one set to propose to the Board. The alternative way is to send proposal unofficially before submitting the original in accordance with the criteria (1).

(3) In case one or more than one shareholders propose more than one agenda, the shareholders must fill Form A separately (One Form A per One Agenda), or may send the proposal unofficially before submitting the original according to the criteria (1)

(4) The Corporate Secretary will initially review the proposal for the board as below:

(4.1) In case the information provided are incomplete or incorrect, the Company Secretary will notify the shareholders within January 7, 2013. If the shareholder fails to correct and submit the original to the Company within January 14, 2013 the Company Secretary will notify the shareholders the proposal is excluded.

(4.2) In case the shareholders are not considered fully qualified according to the criteria no. 3, the Company Secretary will notify the shareholders that proposal is excluded within January 7, 2013.

(4.3) The proposal that is not related to (4.1) or (4.2), the Company Secretary will propose to the board meeting in January 2013.

(5) The board will consider the proposal according to the criteria no. 4(1) – (6) unless the board says otherwise.

(6) The proposal approved by the Board along with the Board opinion will be included in the Agenda of the AGM notice. For the proposal 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.mk.co.th> and announced to all shareholders formally in the AGM.

**Form A.**

**Form to Propose AGM Agenda**

(1) I am (Mr./Mrs./Miss) \_\_\_\_\_, being the shareholder of M.K. Real Estate Development Public Company Limited, holding \_\_\_\_\_ shares, residing at \_\_\_\_\_ Road \_\_\_\_\_ District \_\_\_\_\_ Province \_\_\_\_\_ Mobile Phone Number \_\_\_\_\_ Home/Office Phone \_\_\_\_\_ E-mail address (if any) \_\_\_\_\_

(2) I would like to propose the agenda of the Annual General Shareholders' Meeting of the year \_\_\_\_\_ Subject \_\_\_\_\_

(3) 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, \_\_\_\_\_ pages in total.

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

\_\_\_\_\_ Shareholder's Signature

(\_\_\_\_\_)

Date \_\_\_\_\_

**Remarks**

1. Shareholders must enclose the evidence of shares' held such as the certificate of shares' held from securities company or any other certificates from the Stock Exchange of Thailand (SET). In case shareholders are commercial registration, the copy of certificate of commercial registration must be enclosed. Also, The copy of director nominee's identification card or passport (in case of the foreigner nominee) who has signed his/her name in this Form A must be enclosed and certified true copy.

2. Shareholders are able to send proposal unofficially in advance via facsimile at 0-2-2166619 or through Corporate Secretary's email address at [system@mk.co.th](mailto:system@mk.co.th) the Company's Website at <http://www.mk.co.th> before sending the original to the Company.

3. The original of this Form A must be delivered to the Company within December 31, 2012 in order to allow the Board of Directors to consider in accordance with the Criteria and to propose to the AGM.

4. In case many shareholders have unified to propose the agenda, all shareholders must fill Form A and affix their names as evidence separately then gather each of those Form A together into one set in accordance with no. 4.2 (2) of the criteria

5. In case one or many shareholder propose more than one agenda, the Form A must be filled separately according to no. 4.2 (3)

6. In case shareholders have their title, name, or surname changed, the copy of evidence of those changes must be enclosed and certified true copy.

7. M.K. will cut-off rights of shareholders if founded that information provided is incomplete or incorrect; or those shareholders cannot be contact; or director nominees are not considered fully qualified.

**TO:**

**Corporate Secretary  
M.K. Real Estate Development Public Company Limited  
719 M.K. Building, Bantadthong Road,  
Wangmai, Patumwan, Bangkok 10330  
Thailand.**

(From to propose AGM agenda)