

**Criteria for Minority Shareholders to propose AGM Agenda
and Director Nominee in advance**

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 and director nominee in advance is considered as a part of Good Corporate Governance 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 and the 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. Definition

“Company”	means	M.K. Real Estate Development Public Company Limited
“Board”	means	Board of Directors of M.K. Real Estate Development Public Company Limited
“Director”	means	Director of M.K. Real Estate Development Public Company Limited
“Agenda”	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 Procedure to Recommend the AGM Agenda

(1) The shareholder who possesses qualifications according to Section 3

(2) Must submit the signed form of AGM Agenda Proposal (Form A) to the Board within the prescribed timeframe together with the following supporting documents. Evidence of shares held, namely the certified letter of the securities company or other evidences of the Stock Exchange of Thailand and additional documents that will be to the committee (if any).

4.2 The Proposal that will not be placed on the Agenda

(1) Matters prescribed in the second paragraph of Section 89/28 of the Securities and Exchange Act (no. 4) B.E. 2551 as follows:

- The proposal that is relevant to the ordinary business operation and the fact given by the shareholders does not indicate any reasonable ground to suspect the irregularity of such matter.
- The proposal that is beyond the company's power to produce the proposed result
- The proposal that was submitted to the shareholders' meeting for its consideration within the previous twelve months and received the supporting votes of less than ten percent of the total number of the voting rights of the company, unless the fact pertaining in resubmission has significantly changed from that of the previous shareholders' meeting.
- Any other cases as specified in the notification of the Capital Market Supervisory

(2) The proposal that violates the law, rules, regulations of government agencies or other governing agencies or do not comply with the objective, the articles of association, the shareholders' resolution, or the good corporate governance of the company.

(3) The proposal that is the power and authority of the Board unless it has significant impacts on the shareholders in general.

(4) The proposal that the Company has already implemented.

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

(6) The proposal that the shareholders are not fully qualified according to the criteria no. 3 or the information shareholders provided is incomplete or incorrect, those who are unable to contact.

5. The Nomination of Directors

5.1 Procedure to Recommend Director Candidates

(1) The shareholder who possesses qualifications according to Section 3

(2) Must submit the signed form of Director Candidate Proposal (Form B) to the Board within the prescribed timeframe together with the following documents.

- Evidence of shares held namely share certified from securities company or any other certificates from the Stock Exchange of Thailand (SET).

- Evidence of candidate's consent together with support documents of candidate's qualifications including the education and work experiences (Curriculum Vitae).

- Additional documents that will be to the committee (if any).

5.2 Director Qualifications

The candidates for director nominees should possess the following qualifications.

(1) Having the qualifications according to the Public Company Act, Securities and Exchange Act and the Good Corporate Governance of the Company.

(2) Being knowledgeable, capable, independent and dedicated with ability to perform director's duties with care and loyalty. Candidates should be able attend the Directors' meeting regularly, study meeting agendas in advance, and productively participate in the meeting in a straightforward manner.

(3) Having the knowledge in the following fields: real estate business, accounting, finance, business management, business strategy, corporate governance and laws.

6. Consideration Procedure

The Corporate Secretary will initially review the proposal of the shareholders for the Board's consideration. The Board's judgment for each proposal is final. The steps are as follows:

(6.1) In case the information provided are incomplete or incorrect, the Corporate Secretary will notify the shareholders within **January 20, 2017**. If the shareholder fails to correct and submit the original to the Company within **January 27, 2017** the Company Secretary will notify the shareholders the proposal is excluded.

(6.2) In case the shareholders are not considered fully qualified according to the criteria no.3, the Corporate Secretary will notify the shareholders that proposal is excluded within **January 20, 2017**.

(6.3) The proposal that is not related to (6.1) or (6.2), the Corporate Secretary will propose to the board meeting in **February 2017**.

(6.4) The board will consider the proposal according to the criteria no. 4.2 unless the board says otherwise.

(6.5) The Nominating Committee will consider the candidate qualification according to the duties and responsibilities of Nominating Committee to propose to the board unless the board or the Nominating Committee says otherwise.

(6.6) 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

I am (Mr./Mrs./Miss), being a shareholder of M.K. Real Estate Development Public Company Limited, share registration no. for a total ofshare, residing at.....Road..... District.....Province.....Mobile Phone Number.....E-mail address (if any).....

I would like to propose agendas of the Shareholders' Annual General Meeting for Year 2017 as described below :

Head-line of agenda

- 1.1 The first headline.....
Reason of the proposal
More details (if any).....
- 1.2 The second headline.....
Reason of the proposal
More details (if any).....
- 1.3 The third headline.....
Reason of the proposal
More details (if any).....

I certify that all information written in this Form A, the evidence of shares' held, 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 juristic persons, the copy of certificate of juristic persons 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 0-2-2166666 or through Corporate Secretary's email address at system@mk.co.th before sending the original to the Company.
3. **The original of this Form A must be delivered to the Company within January 16, 2017** in order to allow the Board of Directors to consider in accordance with the criteria and to propose to the AGM 2017.
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. 3 of the criteria
5. In case shareholders have their title, name, or surname changed, the copy of evidence of those changes must be enclosed and certified true copy.
6. The company 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, 6th floor Bantadthong Road,

Wangmai, Patumwan, Bangkok 10330

(From to propose AGM agenda)

Form B.

Form for Proposing Director Candidate in Advance

(1) I am (Mr./Mrs./Miss),
being a shareholder of M.K. Real Estate Development Public Company Limited, share
registration no.....for a total ofshare,
residing at.....Road.....District.....
Province.....Mobile Phone Number.....
E-mail address (if any).....

(2) I would like to nominate (Mr./Mrs./Miss).....who
is fully qualified in accordance with the criteria of the Company to be a director. The candidate
has been signed below as the evidence of consent.
Reason of the Proposal.....

Brief biography of the candidate :

day/month/year of birth....., age.....years, gender.....
holding shares in M.K. Real Estate Development Public Company Limitedshares

Educational Background :

InstitutionDegree achieved
InstitutionDegree achieved
InstitutionDegree achieved

Work Experience :

CompanyPosition.....
Time Period.....
CompanyPosition.....
Time Period.....
CompanyPosition.....
Time Period.....

Current Board Position in Other Listed Company :

Company

- () Director () Executive Director () Member of Audit Committee
() Others

Company

Director Executive Director Member of Audit Committee
 Others

Company

Director Executive Director Member of Audit Committee
 Others

Company

Director Executive Director Member of Audit Committee
 Others

Company

Director Executive Director Member of Audit Committee
 Others

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

.....Shareholders' signature
(.....)
Date.....

(3) I am (Mr./Mrs./Miss)....., the director candidate in this Form, consent and certify that the qualification and other documents (if any) in this Form is correct, agree to adhere to the Good Corporate Governance of the Company, and affix the name as evidence below.

.....Director candidate'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 juristic persons, the copy of certificate of juristic persons must be enclosed. Also,

the copy of director candidate's identification card or passport (in case of foreigner) must be enclosed and certified true copy.

2. Shareholders are able to send proposal unofficially in advance via facsimile at 02-2166666 or through Corporate Secretary' email address at system@mk.co.th before sending the original to the Company.
3. **The original of Form B must be delivered to the Company within January 16, 2017** in order to allow the Board of Directors to consider in accordance with the criteria and to propose to the Shareholders' Annual General Meeting for Year 2017.
4. In case many shareholders have unified to nominate the director candidate, all shareholders must fill the Form and affix their names as evidence separately then gather each of the Forms together into one set in accordance with the qualifications of shareholders prescribed in section 3 of the criteria.
5. In case one or many shareholders nominate many director candidates, the Form must be filled separately.
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. The company will cut-off rights of shareholders if found that information provided is incomplete or incorrect; or those shareholders cannot be contacted; or director candidates are not considered fully qualified.

TO:

**Corporate Secretary
M.K. Real Estate Development Public Company Limited
719 M.K. Building 6th floor, Bantadthong Road,
Wangmai, Patumwan, Bangkok 10330**

(From to nominate director)