

**Criteria for the Shareholders to propose an annual general shareholders' meetings agenda
and a qualified candidate for directorship
For the Annual General Meeting of Shareholders Year 2017**

Haad Thip Public Company Limited ("The Company") has a policy to ensure equal treatments for all shareholders, especially the minority shareholders. The Company therefore gives the opportunity to shareholders to propose items for the agenda of the Annual General Meeting of Shareholders (AGM agenda) and nomination of new board members by the shareholders in advance. The established procedures herewith are the rights given to the shareholders in addition to any rights that the shareholders may have under the Company's Articles of the Association and other applicable laws and regulations, with the criteria and procedures as described below.

1. Qualification of the Shareholder

Shareholder who has the right to propose an AGM agenda or a qualified candidates for directorship must process the following qualifications:

- 1.1 Be the Company's shareholder, with continuously holding minimum shares of not less than 5% of total number of the voting rights either for one shareholder or combined shareholders;
- 1.2 Having continuously held those shares in Item 1.1 for at least 12 months to the date in which the shareholder proposes an AGM agenda or a qualified candidate for directorship, and
- 1.3 Must have the evidence of shares held, such as copies of certificate of shares held issued by securities company, or any other certificates from the Stock Exchange of Thailand (SET) or Thailand Securities Depository Co., Ltd. (TSD).

2. Procedure to propose an AGM Agenda

1. The shareholder who processes qualifications according to Item 1 above must fill in the "Proposed Agenda Form for Annual General Shareholders' Meeting for the Year 2017" ("Form A") with his/her signature. In case many shareholders have unified to propose AGM agenda, each shareholder must fill in Form A and sign their names as evidence separately and gather into one set.
2. Shareholders must enclose the following document with Form A
 - (1) The evidence of shares held as of the proposal date, such as the certificate of shares held issued by securities companies or any other certificates from the Stock Exchange of Thailand (SET) or Thailand Securities Depository Co., Ltd. (TSD).

(2) In case shareholder is an individual:

- A copy of identity card/ government officer identity card/ driver's license/ passport (in case of foreigner), which has not expired, must be enclosed and certified true and correct by that shareholders.

In case shareholder is a juristic person:

- A copy of the Certification Document backdated not more than three months, certified true and correct by an authorized person (s) of that juristic person, and
- A copy of identity card/ government officer identity card/ driver's license/ passport (in case of foreigner), of the authorized person (s), which has not expired, must be enclosed and certified true and correct by that person (s).

3. Shareholder may sent Form A together with the required documents to the Company unofficially via sudaluck@haadthip.com before submitting the original copy via registered mail to

Company Secretary
Haad Thip Public Company Limited
36 Soi Ekamai 10, Yaek 2, Sukhumvit 63
North Klongtan, Wattana, Bangkok 10110

within December 31, 2016. The Company Secretary will initially review the accuracy and completeness of Form A and the required document for the Board's consideration. In the case that the proposed matters have been included in the AGM agenda, it will be remarked as "agenda from shareholders" in the notice to shareholders. In the case that the Board of Directors denies the proposed matters, the Board of Directors will inform the rationales at the annual general shareholders' meeting.

3. The Board of Directors shall not consider or include the following items into the AGM Agenda

1. Matter that is beyond the authority of the Company or the Board of Directors;
2. Matter relating to normal business of the Company;
3. Matter that shareholders already proposed in shareholders' meetings within the past 12 months and was supported by less than 10% of total number of the voting rights, provided that the facts of said matter have not yet changed significantly;
4. Matter proposed by shareholders who are not qualified, not able to provide complete and correct information and evidence, and not able to propose on the time set forth;
5. Matter unlike to benefit the Company;

6. Matter or evidence sufficed by shareholders is incomplete or untrue or ambiguous;
7. Matter lying under management authority of the Company, except the ones causing material impacts on shareholders in general;
8. Matter that violates to the laws, rules, regulations of the government agencies or other regulatory bodies or is not complied with the objectives or articles of association of the Company;
9. Matter, as stipulated by laws, for AGM consideration, which has been pursued regularly by the Company;
10. Matter already undertaken by the Company.

4. The Nomination of a Qualified Candidate for Directorship

1. The shareholder who possesses qualifications accounting to Item 1 above must fill in the “Nominated Qualified Candidate of Directorship Form” (“Form B”) with his/her signature. In case many shareholders have unified to propose a qualified candidate for directorship, each shareholder must fill in Form B and sign their names as evidence separately and gather into one set.
2. The proposed candidate must fill in the “Resume of Proposed Candidate for Directorship” (“Form C”) with his/her signature.
3. Shareholder must enclose the documents as mentioned in 2 (2) together with the supporting document of candidate’s qualification, i.e. a copy of identity card/ government officer identity card or passport (in case of foreigner), education and work experience (Curriculum Vitae).
4. Shareholders may send “Form B” and “Form C” together with the required documents to the Company unofficially via sudaluck@haadthip.com before submitting the original copy via register mail to

Company Secretary
Haad Thip Public Company Limited
36 Soi Ekamai 10, Yaek 2, Sukhumvit 63
North Klongtan, Wattana, Bangkok 10110

within December 31, 2016. The above nomination of a qualified candidate for directorship shall meet scrutiny by the Nominating and Remuneration Committee before further submission to the Board of Directors for consideration. In the case that the proposed candidates have been nominated for directorship positions, they will be remarked as “proposed by shareholders” in the notice to shareholders. In the case that nominated persons fail to receive approval, the Board of Directors will inform the rationales at the annual general shareholders’ meeting.

Proposed Agenda Form for the Annual General Shareholders' Meeting for the Year 2017

(Form A)

(1) Name – Surname (proposer)

Address

Telephone Facsimile

e-mail address

(2) Number of shares held in HTC Shares as of

(3) Proposed Agenda

Objective () For acknowledgement () For approval () For consideration

Facts and Reasons

Comment

Signed Shareholder

()

Date

Remarks:

1. Shareholder must enclose the following documents with this form;
 - 1.1 The evidence of shares held as of the proposal date, such as certificate of shares held issued by securities companies or any other certificates from the Stock Exchange of Thailand (SET) or Thailand Securities Depository Co., Ltd. (TSD).
 - 1.2 In case, shareholder is individual; a copy of identity card/ government officer identity card/ driver's license/ passport (in case of foreigner), which has not expired, and certified true and correct by that shareholder.

In case, shareholder is a juristic person; a copy of Certification Document backdated not more than three months, certified true and correct by an authorized person (s) of the juristic person and a copy of identity card/ government officer identity card/ driver's license/ passport (in case of foreigner) of the authorized person (s) which has not expired.
2. In case, shareholders have unified to propose the agenda, each shareholder must fill in this form and sign their names as evidence separately and gather into one set.

Nominated Qualified Candidate for the Directorship Form
(Form B)

(1) Name – Surname (proposer)

Address

Telephone Facsimile

e-mail address

(2) Number of shares held in HTC Shares as of

I/We would like to nominate (Mr. / Mrs. / Miss)as a qualified candidate for directorship of Haad Thip Public Company Limited. Such person has made his/her consent and certified that information disclosed in the attached “Resume of Proposed Candidate for Directorship” (“Form C”) and other support documents is true and authentic in all reports.

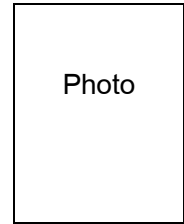
Signed Shareholder
()
Date

Remarks:

1. Shareholder must enclose the following documents with this form;
 - 1.1 The Resume of Proposed Candidate for Directorship (Form C) which has been completely filled in and signed by a qualified candidate.
 - 1.2 The evidence of shares held as of the proposal date, such as certificate of shares held issued by securities companies or any other certificates from the Stock Exchange of Thailand (SET) or Thailand Securities Depository Co., Ltd. (TSD).
 - 1.3 In case, shareholder is an individual; a copy of identity card/ government officer identity card/ driver’s license/ passport (in case of foreigner), which has not expired, and certified true and correct by that shareholder.

In case, shareholder is a juristic person; a copy of Certification Document backdated not more than three months, certified true and correct by an authorized person (s) of the juristic person and a copy of identity card/ government officer identity card/ driver’s license/ passport (in case of foreigner) of the authorized person (s) which has not expired.
2. In case, shareholders have unified to nominate a qualified candidate for directorship, each shareholder must fill in this form and sign their names as evidence separately and gather into one set.

**Resume of Proposed Candidate for Directorship
(Form C)**



1. Name
2. Date of Birth Age Years Nationality
3. Identification No. Expired Date
- (please enclose a certified true copy of identity card/ government officer identity card/ passport)

4. Marital Status (1) Spouse
- (2) Children 2.1
- 2.2

5. Address
-
- Telephone Facsimile

6. Occupation/office
-
- Telephone Facsimile

7. Education (Please enclose a certified true copy of academic qualification certificates)
- | Year | Institution | Major |
|-------|-------------|-------|
| | | |
| | | |
| | | |

- Training and Seminar Course relating to director position
- Name of Course Organized by
- Name of Course Organized by

8. Work experience (Please enclose a certified true copy of Curriculum Vitae)
- | Year | Company | Position |
|-------|---------|----------|
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| | | |
| | | |
| | | |
| | | |

9. Number of HTC's securities held as of (the date of Nomination)
- Common share shares
- Spouse No. of shares held shares
- Children 1. Age Years, no. of shares held shares
2. Age Years, no. of shares held shares

10. Record of lawsuit being sued

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11. Having direct and/or indirect interests in HTC, subsidiaries and associated companies. (In case there is any conflicts, please specify nature of the transaction and characteristics of such interest, including transaction value.)

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12. Shareholding and being a director of subsidiaries, associated companies and related companies of HTC (In case of shareholding, please specify company's names, number of shares held, percentage of total number of the voting rights or in case of being a director, please specify company's name)

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13. Shareholding, being a partner in partnership, or being a director of the company which operates the same nature of business as and is in competition with the business of HTC and/or subsidiaries (Please specify partnership's name, company's name, number of shares held, percentage of total number of the voting rights and its nature of business)

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I (Mr. / Mrs. /Miss), acknowledge and give the consent of being nominated for appointment as the Company's director, and certify that the information provided above is true and supporting documents submitted herewith are true and correct. I also certify that my qualifications are met, and having no prohibited characteristics as stipulated by Public Company Limited Act, Securities and Exchange Act, Notifications of competent authorities and other related regulations.

Signed Candidate

(.....)

Date