

No. ESTAR/BKK/LEGAL/397/2019

26 September 2019

Subject : Granting Shareholders the Rights to Propose Agenda and/or Nominate Person(s) to be Considered and Elected as Director(s) for the Annual General Meeting of Shareholders for Year 2020

To : Director and Manager,  
The Stock Exchange of Thailand

Eastern Star Real Estate Public Company Limited (the “Company”) hereby notify that in order to comply with the good corporate governance regarding the participation of the minority shareholders in the Annual General Meeting of Shareholders. The Company provides an opportunity for the Shareholders the rights to propose any matters as an agenda and/or to nominate person(s) to be considered and elected as director(s) for the Annual General Meeting of Shareholders for Year 2020, in accordance with the criteria as specified by the Company. Whereby the shareholder can propose such matter and nominated person from 1 October 2019 to 31 December 2019.

The Company has published the above-mentioned criteria on the Company’s website at [www.estarpcl.com](http://www.estarpcl.com) , page “Investor”, under topic “Criteria for Granting the Minority Shareholders the Rights to Propose Agenda and/or Nominate Person(s) to be Considered and Elected as Director(s) for the Annual General Meeting of Shareholders for Year 2020”.

Please be informed accordingly.

Sincerely yours,



Dr. Torsak Lertsrisakulrat  
Managing Director

**Criteria for Granting the Minority Shareholders the Rights to Propose Agenda and/or Nominate Person(s) to be Considered and Elected as Director(s) for the Annual General Meeting of Shareholders for Year 2020**

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**Objective**

Eastern Star Real Estate Public Company Limited (the “Company”) recognizes to the importance of shareholders and in order to promote the good corporate governance principles. Therefore, the Company has established the criteria for granting the minority shareholders the rights to propose agenda and/or nominate person(s) to be considered and elected as director(s) for the Annual General Meeting of Shareholders for Year 2020.

**Criteria for Granting the Rights**

**Clause 1 Period of rights**

Commencing from 1 October 2019 to 31 December 2019.

**Clause 2 Qualifications of shareholder who is eligible to propose agenda and/or to nominate person(s) to be considered and elected as director(s)**

A shareholder who wishes to propose agenda and/or nominate person(s) to be considered and elected as director(s) must possess qualification as follows:

- 2.1 Being the Company’s shareholder which can be one single shareholder or combined many shareholders and holding aggregate shares of not less than 0.5 percent of the total issued shares of the Company.
- 2.2 Continuously held those shares as stated in Clause 2.1 for at least 1 year prior to the date the proposal of agenda and/or the nomination of persons(s) to be considered and elected as director(s).

**Clause 3 Criteria for proposing the agenda**

**3.1 Proposals that will not be included to the agenda**

- (1) A proposal that violates applicable laws, announcements, rules and regulations enforced by the government authorities or regulatory agencies or does not comply with the objectives, Articles of Association, Shareholders’ Meeting resolutions, and good corporate governance practices of the Company.
- (2) A proposal that has no benefit to the Company’s operations.
- (3) A proposal that is beneficial only to a specific person or group.
- (4) A proposal that is subject to the Board of Directors’ authority except the one causing significant damages to general shareholders.
- (5) A proposal that has already implemented by the Company.
- (6) A proposal that is beyond control of the Company to conduct.

- (7) A proposal that had proposed to the Shareholders' Meetings during the past 3 years and received the supporting votes of less than 10 percent of the total voting shares whereas the facts pertaining to which has not been significantly changed.
- (8) A proposal that is submitted by shareholder with incomplete or incorrect or the proposed shareholder cannot be contacted.
- (9) A proposal that is made by an unqualified shareholder as specified in Clause 2.

### **3.2 Consideration Procedures**

- (1) The qualified shareholder according to Clause 2 is required to prepare a letter to propose agenda to the Board of Directors of the Company by using the Form to Propose Agenda of the Annual General Meeting of Shareholders for Year 2019 attached to this criteria on a basis of 1 Form per 1 Agenda. The proposal shall be submitted to the Company as specified in Clause 5 (1) with required documents beneficial for consideration and the evidence of shareholding as specified in Clause 5 (2).
- (2) Company Secretary will initially review the completeness of the information. In case the information is incomplete, Company Secretary will notify the proposed shareholder for acknowledgment or correction before submit to the Board of Directors of the Company to consider based on the criteria as specified in Clause 3.1 except for otherwise decisions made by the Board of Directors the Company. In all cases the Board of Directors of the Company's judgment is deemed the matter comes to an end.
- (3) The proposal approved by the Board of Directors of the Company, the Company will be included in the notice of the Annual General Meeting of Shareholders for Year 2020 along with the Board of Directors of the Company's opinion.
- (4) The proposal disapproved by the Board of Directors of the Company to include in the agenda of the Annual General Meeting of Shareholders for Year 2020, the Company will notify the proposed shareholder after the Board of Directors' Meeting. Reasons will be notified through the Stock Exchange of Thailand's channel, the Company's website at [www.estarpcl.com](http://www.estarpcl.com) , and announced to the shareholders again on the meeting date

**Clause 4 Criteria for the nomination of person(s) to be considered and elected as director(s)**

**4.1 Qualifications and Prohibited Characteristic**

A person who will be nominated for consideration and election as director, must possess the qualifications and not having prohibited characteristics in accordance with the Public Limited Companies Act B.E. 2535, Securities and Exchange Act B.E. 2535 (and its amendment), Notifications of the Securities and Exchange Commission and Notifications of the Stock Exchange of Thailand which include the following qualifications.

- (1) Not being a bankrupt person.
- (2) Not being an incompetent nor quasi-incompetent person.
- (3) Not having been imprisoned by the final court judgement for an offence related to the property committed with dishonest intent.
- (4) Not having been expelled nor removed from a position from the officer of the government agency or private agency for an offence with the dishonest duty.
- (5) Not having been removed from being a director, manager, employee or authorized management control in any organizations.
- (6) Not being a political official, member of the House of Representatives, senator, member of the local council, or local administrator.
- (7) Possessing the educational background, working experiences, and other qualifications as specified by the Company.
- (8) Being able to dedicate time and abilities for the utmost benefits of the Company as his/her duties and being available to attend the Company's meetings regularly
- (9) None of actions in the Company management reducing the Company's benefit or in favour of any person or juristic person, no matter for the benefit of his/her own or others

**4.2 Consideration Procedures**

- (1) The qualified shareholder according to Clause 2 is required to prepare a letter to nominate person(s) who has qualifications and not having prohibited characteristics as specified in Clause 4.1 to be considered and elected as director(s) of the Company to the Board of Directors of the Company by using the Form to Nominate Person(s) to be Considered and Elected as Director(s) attached to this criteria on a basis of 1 Form per 1 Director Nomination with the nominee' signature consent. The nomination shall be submitted to

the Company as specified in Clause 5 (1) with required documents including the nominee's education background and working experiences, other supporting information beneficial for consideration of the Board of Directors of the Company, and the evidence of shareholding as specified in Clause 5 (2).

- (2) Company Secretary will initially review the completeness of the information. In case the information is incomplete, Company Secretary will notify the proposed shareholder for acknowledgment or correction before submit to the consideration of the Nomination and Remuneration Committee and the Board of Directors of the Company, respectively according to the Company's recruitment procedures except for otherwise decisions made by the Nomination and Remuneration Committee or the Board of Directors of the Company. In all cases the Board of Directors of the Company's judgment is deemed the matter comes to an end.
- (3) The nominee approved by the Board of Directors of the Company, the Company will be proposed to the Annual General Meeting of Shareholders for Year 2020 on the meeting notice along with the Board of Directors of the Company's opinion.
- (4) The nominee disapproved by the Nomination and Remuneration Committee or the Board of Directors of the Company, the Company will notify the proposed shareholder after the Nomination and Remuneration Committee's or the Board of Directors' Meetings. Reasons will be notified through the Stock Exchange of Thailand's channel, the Company's website at [www.estarpcl.com](http://www.estarpcl.com), and announced to the shareholders again on the meeting date.

**Clause 5 Submission of Form to Propose Agenda and/or Form to Nominate Person(s) to be Considered and Elected as Director(s)**

- (1) Shareholder may informally submit the Form to Propose Agenda and / or Form to Nominate Person(s) to be Considered and Elected as Director(s) to the Company via facsimile at 02-263-1009 or through e-mail address at [company\\_secretary@estarpcl.com](mailto:company_secretary@estarpcl.com) before submitting the original Forms delivered to the Company within **31 December 2019** at the address listed below:

Company Secretary, Eastern Star Real Estate Public Company Limited No. 898 Ploenchit Tower 5 <sup>th</sup> Floor, Ploenchit Road, Lumpini Sub-district, Pathumwan District, Bangkok Metropolis 10330
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- (2) Shareholder is required to enclose with Form to Propose Agenda and/or Form to Nominate Person(s) to be Considered and Elected as Director(s), the evidence of shareholding such as; the share certificate or the certificate issued by the securities company or Thailand Securities Depository Co., Ltd., and in case of natural person, a signed certified copy of Shareholder identification card (or passport in case of foreigner); and in case of juristic person, a copy of the company's affidavit (in case of a juristic person registered abroad, notary public certification is required) and a copy of identification card (or passport in case of foreigner) of the authorized director who signed Form to Propose Agenda and/or Form to Nominate Person(s) to be Considered and Elected as Director(s) with his/her signatures on such evidences.
- (3) In case the proposal of agenda and/or nomination of person to be considered and elected as director made by combined many shareholders, the first Shareholder is required to fill in Form to Propose Agenda and/or Form to Nominate Person(s) to be Considered and Elected as Director(s) with his/her signature, and other Shareholders are required to prepare Form to Propose Agenda and/or Form to Nominate Person(s) to be Considered and Elected as Director(s) separately by filling in only Clause 1 and Clause 2 of the Forms with their signatures. Then all the Forms are prepared in one set of document and sent to the Company with supporting documents (if any), the evidences of shareholding and copies of identification cards, signed certified true and correct by each Shareholder.

**Form to Propose Agenda of the Annual General Meeting of Shareholders for Year 2020**

1. I /We, (Mr./Mrs./Miss/Company) .....  
being the shareholder of Eastern Star Real Estate Public Company Limited, holding  
share in the amount of ..... shares,  
Current Address (contactable address) .....  
.....  
Phone Number ..... Mobile Phone Number .....  
E-mail Address (if any) .....  
.....
2. I/We would like to propose agenda of the Annual General Meeting of Shareholders for  
Year 2020 as follows:  
Subject: .....  
.....
3. I/We have proposal for consideration as follows:  
Facts and Reasons for consideration  
.....  
.....  
.....  
Which additional supporting documents have been enclosed and certified true copy at  
every page, totaling ..... page(s).

I/We hereby certify that all information written in this Form to Propose Agenda of the Annual General Meeting of Shareholders for Year 2020, the evidence of shareholding, and other support documents are correct and affix the name as evidence below.

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

**Remarks:**

1. Shareholder is required to enclose the evidence of shareholding such as; the share certificate or the certificate issued by the securities company or Thailand Securities Depository Co., Ltd., and in case of natural person, a signed certified copy of Shareholder identification card (or passport in case of foreigner); and in case of juristic person, a copy of the company's affidavit (in case of a juristic person registered abroad, notary public certification is required) and a copy of identification card (or passport in case of foreigner) of the authorized director who signed this Form to Propose Agenda with his/her signatures on such copies.
2. In case the proposal made by combined many shareholders, the first Shareholder is required to fill this Form to Propose Agenda with his/her signature, and other Shareholders are required to prepare this Form separately by filling in only Clause 1 and Clause 2 of this Form with their signatures. Then all the Form to Propose Agenda are prepared in one set of document and sent to the Company with supporting documents (if any), the evidences of shareholding and copies of identification cards, signed certified true and correct by each Shareholder.

**Form to Nominate Person(s) to be Considered and Elected as Director(s)**

1. I/We (Mr./Mrs./Miss/Company) .....  
being the shareholder of Eastern Star Real Estate Public Company Limited, holding  
share in the amount of ..... shares,  
Current Address (contactable address) .....  
.....  
Phone Number ..... Mobile Phone Number .....  
E-mail Address (if any) .....
2. I/We would like to nominate person to be considered and elected as director:  
Mr./Mrs./Miss .....  
Reasons to nominate.....  
.....
3. I/We have details of person who will be nominated for considerations and election as  
director attached.

I/We hereby certify that all information written in this Form to Nominate Person(s)  
to be Considered and Elected as Director(s), the evidence of shareholding, and other  
support documents are correct and affix the name as evidence below.

Signed ..... Shareholder  
( )

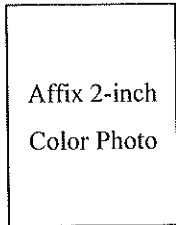
Date .....

**Remarks:**

1. Shareholder is required to enclose the evidence of shareholding such as; the share certificate or the certificate issued by the securities company or Thailand Securities Depository Co., Ltd., and in case of natural person, a signed certified copy of Shareholder identification card (or passport in case of foreigner); and in case of juristic person, a copy of the company's affidavit (in case of a juristic person registered abroad, notary public certification is required) and a copy of identification card (or passport in case of foreigner) of the authorized director who signed this Form to Nominate Person(s) to be Considered and Elected as Director(s) with his/her signatures on such copies.
2. In case the nomination of person to be considered and elected as director made by combined many shareholders, the first Shareholder is required to fill this Form to Nominate Person(s) to be Considered and Elected as Director(s) with his/her signature, and other Shareholders are required to prepare this Form separately by filling in only Clause 1 and Clause 2 of this Form with their signatures. Then all the Form to Nominate Person(s) to be Considered and Elected as Director(s) are prepared in one set of document and sent to the Company with supporting documents (if any), the evidences of shareholding and copies of identification cards, signed certified true and correct by each Shareholder.



**Details of Person who will be nominated for  
Consideration and Election as Director**



1. Name-Surname (Thai) .....  
 (English) .....  
 Date of Birth ..... Age..... Year  
 Nationality .....  
 Spouse's Name... (Maiden Name.....)  
 Number of Children..... Person(s), as follows:  
 Name ..... Age..... Year  
 Name ..... Age..... Year  
 Name ..... Age..... Year

2. Current Address  
 No. .... Trok/Soi ..... Road .....  
 Sub-District ..... District .....  
 Province ..... Tel .....

3. Position/ Current Working Address  
 Position .....  
 Company .....  
 No. .... Building.....  
 Trok/Soi ..... Road .....  
 Sub-District ..... District .....  
 Province ..... Tel .....

4. Education (please enclose copies of academic qualification certificates)
- | <u>Institution</u> | <u>Degree and Major Subject</u> | <u>Year of Graduation</u> |
|--------------------|---------------------------------|---------------------------|
| .....              | .....                           | .....                     |
| .....              | .....                           | .....                     |
| .....              | .....                           | .....                     |

- Training / Seminar Course related to Directorship
- | <u>Course</u> | <u>Organizer</u> | <u>Year of Attendance</u> |
|---------------|------------------|---------------------------|
| .....         | .....            | .....                     |
| .....         | .....            | .....                     |
| .....         | .....            | .....                     |

5. Work Experience (five years backward)
- | <u>Year</u> | <u>Organization</u> | <u>Type of Business</u> | <u>Position</u> |
|-------------|---------------------|-------------------------|-----------------|
| .....       | .....               | .....                   | .....           |
| .....       | .....               | .....                   | .....           |
| .....       | .....               | .....                   | .....           |
| .....       | .....               | .....                   | .....           |
| .....       | .....               | .....                   | .....           |

6. Holding of share in Eastern Star Real Estate Public Company Limited

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

Holding ..... shares

Spouse's Holding..... shares

Minor children

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

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

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

I, (Mr./Mrs./Miss).....

give consent and information as stated above for the consideration and election as the director of Eastern Star Real Estate Public Company Limited and I hereby represent and warrant that all information and supplementary documents are true and complete. I hereby give my permission to the Company to disclose such information and supplementary documents, and affix the name as evidence below.

Signed ..... Nominated Person

( )

Date .....