



Criteria for Shareholders to Propose Agenda and Nominate Candidate to be elected as Director at the 2019 Annual General Meeting of Shareholders

Objectives

U City Public Company Limited (the “**Company**”) concerned the rights and equitable treatment of shareholders to promote the good corporate governance principles. In this regard, the Company provide an opportunity for shareholders to propose agenda and nominate a candidate(s) to be elected as the director(s) at the Annual General Meeting of Shareholders in advance according to the criteria specified by the Company as follows.

For the Annual General Meeting of Shareholders for the year 2019, the Company would like to encourage the shareholders to propose agenda and nominate a candidate(s) to be elected as the director(s) in advance. The period of proposal and nomination is during January 18, 2019 to February 17, 2019. In addition, to ensure that the consideration procedures and methods is undoubted and transparent, the Company has determine the criteria and procedures as follows:

The Criteria

1. Qualifications of Shareholders

The shareholders eligible to propose agenda or nominate a candidate(s) to be elected as the director(s) must possess the following qualifications:

- 1) Shareholders collectively holding the Company’s shares **not less than 5%** of total voting rights of the Company; **or**
- 2) Shareholders collectively holding the Company’s shares **not less than 3%** of total voting rights of the Company, where all shareholders consistently holding the Company’s shares for not less than 6 months from the share acquisition date until the date which the shareholders propose agenda or nominate a candidate(s) to be elected as the director(s).

2. Proposal of Agenda

2.1 The proposal that will not be deemed as one of the agenda:

- (1) A proposal that violates to the law, notifications, principles, rules and regulations of the government agencies or other company governing agencies, or is not complied with the objectives, the articles of association, the shareholders’ resolution or the good corporate governance of the Company.
- (2) A proposal that relates to the Company’s normal business operation and the reference made by the shareholders does not indicate any irregularity thereof.
- (3) A proposal that relates to a routine matter or is within the management authority of the Board of Directors except those matters having a significant negative impact on the shareholders in general.
- (4) A proposal that is beyond the ability of the Company to perform.
- (5) A proposal that is solely beneficial to any specific person or group.



- (6) A proposal that shareholders already proposed to the shareholders' meeting during the past 12 months but was supported by less than 10 percent of the total voting shares of the Company and the facts of the said matter have not yet been changed significantly.
- (7) A proposal for the matter that the Company has already adopted or implemented.
- (8) A proposal that the information provided by the shareholder is incomplete, insufficient, or having untrue statement, ambiguous or unable to propose within the specified time.
- (9) A proposal that is not beneficial to the Company's operation.
- (10) A proposal by the shareholders who are not fully qualified according to the criteria specified in Clause 1.

2.2 Supporting Documents for the Proposal of Agenda

- (1) Evidence of shareholding to show the full qualifications as specified in Clause 1, i.e. a certificate issued by the securities company or any other evidence issued by the Stock Exchange of Thailand or Thailand Securities Depository Co., Ltd.
- (2) Form to Propose Agenda to the Annual General Meeting of Shareholders (Form A) as attached hereto, together with the shareholder's signature affixed therein.
- (3) Shareholder's Identification, valid and certified true copy, as follows:

Individual	:	Copy of identification card / passport (in case of foreigner)
Juristic Person	:	Copy of affidavit issued not more than 3 months and copy of identification card / passport (in case of foreigner) of the authorized representative affixing signature on Form A
- (4) If a shareholder has changed their title, name, or surname, the copy of evidence of those changes must be enclosed and certified true copy.
- (5) Each Form A is to be used for one proposed agenda only. If there are proposals of more than one agenda, Form A must be filled in separately for each agenda.
- (6) If there are several shareholders collectively proposing the agenda, all shareholders must fill in Form A and affix their signatures and enclose the evidences of shareholding and identification of each of them. In this regard, all shareholders shall jointly appoint one of the shareholders as their contact person with the Company and fill in the contact person name in the Form. Any contact from the Company to such contact person shall be deemed that such is a contact with all shareholders.
- (7) Documents in support of consideration of the Board of Directors (if any).

2.3 Submission of Documents



The Documents specified in Clause 2.2 **must be delivered to and arrived at the Company no later than February 22, 2019** in order to allow the Company to review the information and check the documents, and to allow the Board of Directors to have sufficient time to consider the agenda, where all documents must be sent via registered mail to the following address:

Company Secretary Division
U City Public Company Limited
No. 21, TST Tower, Viphavadi-Rangsit Road
Chomphon, Chatuchak, Bangkok 10900

Before sending the original documents as specified above, the shareholders may **unofficially** submit the copy of such documents for preliminary review via email address of the Company Secretary at CompanySecretary@ucity.co.th or via facsimile at 0-2273-8858.

2.4 Consideration Procedure

- (1) The Company Secretary will have a preliminary review of the proposal for the Board of Directors by the following manner:
 - (1.1) If it appears that the shareholder does not possess all qualifications as specified in Clause 1, the Company Secretary will notify such shareholder in writing for the close of such matter within February 27, 2019.
 - (1.2) If it appears that the shareholder possesses all qualifications as specified in Clause 1, but the information or documents are incomplete or incorrect, the Company Secretary will notify such shareholder in writing within February 27, 2019. If such shareholder fails to rectify or provide information or deliver documents completely and correctly within March 4, 2019, the Company Secretary will notify such shareholder in writing for the close of such matter.
 - (1.3) For the cases not falling into (1.1) or (1.2), the Company Secretary will gather the documents and propose to the Board of Directors.
- (2) The Board of Directors will consider the appropriateness of the agenda to be proposed to the shareholders' meeting. The matters to be proposed as agenda shall not be the matters specified in Clause 2.1, unless the Board of Directors considers otherwise.
- (3) If the proposed matter has been approved by the Board of Directors to be included as agenda of the shareholders' meeting, the Company will specify in the invitation as the agenda from the shareholders together with the opinion of the Board of Directors.
- (4) If the proposed matter has not been approved by the Board of Directors, the Company will notify the shareholder proposing such agenda of the Board of Directors' resolution and reasons within 3 business days after the resolution date and notify the Annual General Meeting of Shareholders as a matter for acknowledgement and specify the reasons of such refusal.



3. Nomination of Director

3.1 A person to be nominated for the election as Director shall possess qualifications and does not have any prohibited characteristics as follows:

- (1) Having qualifications and not having any prohibited characteristics under the law in relation to public limited companies, securities and exchange; and, rules and regulations of the Company and relevant governing agencies and the good corporate governance of the Company;
- (2) Having knowledge and skill significantly beneficial to the Company's businesses;
- (3) Being independent, able to perform as Director with duty of care and duty of loyalty, having good health both mentally and physically, able to contribute and dedicate for the Company's matters; and
- (4) Having a good working experience, not carry on a business or being a partner in a general partnership or being an unlimited liabilities partner in a limited partnership, or a director in other private or public company which carries on businesses with the same nature or in competition with the Company's businesses.

3.2 Supporting Documents for the Nomination of Director

- (1) Evidence of Shareholding to show the full qualifications as specified in Clause 1, i.e. a certificate issued by the securities company or any other evidence issued by the Stock Exchange of Thailand or Thailand Securities Depository Co., Ltd.
- (2) Form to Nominate the Candidate to be elected as Director (Form B) attached hereto, together with the complete shareholder's signature affixed therein.
- (3) Form of Information of the Candidate to be Elected as Director and Consent Letter (Form C) attached hereto, together with the complete candidate's signature affixed therein.
- (4) Supporting documents of candidate's qualifications including the education background and working experience (Curriculum Vitae) of the person who is a candidate to be elected as Director and certified true copy by the candidate.
- (5) Shareholder's Identification, valid and certified true copy, as follows:

Individual	:	Copy of identification card / passport (in case of foreigner)
Juristic Person	:	Copy of affidavit issued not more than 3 months and copy of identification card / passport (in case of foreigner) of the authorized representative affixing signature on Form B
- (6) If a shareholder has changed their title, name, or surname, the copy of evidence of those changes must be enclosed and certified true copy.



- (7) Each set of Form B and Form C is to be used for nomination of one person to be elected as Director only. If there is a nomination of more than one Director, a set of Form B and Form C shall be prepared separately for each candidate.
- (8) If there are several shareholders collectively nominating the Director, all shareholders must fill in Form B and affix their signatures and enclose the evidences of shareholding and identification of each of them. In this regard, all shareholders shall jointly appoint one of the shareholders as their contact person with the Company and fill in the contact person name in the form. Any contact from the Company to such contact person shall be deemed that such is a contact with all shareholders.
- (9) Additional documents in support of consideration of the Board of Directors (if any).

3.3 Submission of Documents

The Documents specified in Clause 3.2 **must be delivered to and arrived at the Company no later than February 22, 2019** in order to allow the Company to review the information and check the documents, and to allow the Nomination and Remuneration Committee to have sufficient time to consider the agenda, where all documents must be sent via registered mail to the following address:

Company Secretary Division
U City Public Company Limited
No. 21, TST Tower, Viphavadi-Rangsit Road
Chomphon, Chatuchak, Bangkok 10900

Before sending the original documents as specified above, the shareholder may **unofficially** submit the copy of such documents for preliminary review via email address of the Company Secretary at CompanySecretary@ucity.co.th or via facsimile at 0-2273-8858.

3.4 Consideration Procedure

- (1) The Company Secretary will have a preliminary review of the proposal for the Nomination and Remuneration Committee as follows:
 - (1.1) If it appears that the shareholder does not possess all qualifications as specified in Clause 1, the Company Secretary will notify such shareholder in writing for the close of such matter within February 27, 2019.
 - (1.2) If it appears that the shareholder possesses all qualifications as specified in Clause 1 but the information or documents are incomplete or incorrect, the Company Secretary will notify such shareholder in writing within February 27, 2019 and if such shareholder fails to rectify or provide information or deliver documents completely and correctly within March 4, 2019, the Company Secretary will notify such shareholder in writing for the close of such matter.
 - (1.3) For the cases not falling into (1.1) or (1.2), the Company Secretary will gather the documents and propose to the Nomination and Remuneration Committee.



- (2) The Nomination and Remuneration Committee will consider the appropriateness of a candidate to be nominated for the election as Director and further propose to the Board of Directors. The candidate shall possess qualifications and do not have any prohibited characteristics as specified in Clause 3.1, unless the Nomination and Remuneration Committee or the Board of Directors considers otherwise.
- (3) If the candidate has been approved by the Board of Directors, such candidate will be nominated as a candidate for the election as Director at the shareholders' meeting and the Company will specify in the invitation as the Director nominated by the shareholders together with the opinion of the Nomination and Remuneration Committee and the Board of Directors.
- (4) If the candidate has not been approved by the Nomination and Remuneration Committee or the Board of Directors, the Company will notify the shareholder nominating such candidate of the Nomination and Remuneration Committee's resolution or the Board of Directors' resolution within 3 business days after the resolution date.
