

(Translation)

No. CSO 067/2014

September 25, 2014

Subject: The right of Shareholders to propose AGM Agenda, to nominate candidates for company directorship and to submit questions regarding an agenda in AGM in advance

To: Managing Director of the Stock Exchange of Thailand

In order to promote the practice of good corporate governance concerning the protection of shareholders' right, Dusit Thani Public Company Limited ("Company") thus giving an opportunity to shareholders to propose AGM Agenda, to nominate candidates for company directorship and to submit questions regarding an agenda in AGM in advance For 2015 Annual General Meeting of Shareholders. Shareholders could purpose mentioned matter by preparing the letter to Company Secretary starting from October 1, 2014 to December 31, 2014.

In this regard, the company has determined the rules in giving shareholders' right to propose AGM Agenda, to nominate candidates for company directorship and to submit questions regarding an agenda in AGM in advance. The said rules will announce on the Company's website [www.dusit.com/investor](http://www.dusit.com/investor) under section "Shareholder Information", topic "Shareholders' Meeting" on September 26, 2014

Please be informed accordingly,

Sincerely yours,  
Dusit Thani Public Company Limited

(Mrs. Sinee Thienprasiddhi)  
Company Secretary

## **Dusit Thani Public Company Limited**

### **Rules for the right of shareholders to propose AGM Agenda, to nominate candidates for company directorship and to submit questions regarding an agenda in AGM in advance**

Dusit Thani Public Company Limited (“Company”) has realized the significance of shareholders’ right and to pertain to the equal and fair treatment to all shareholders. Therefore in order to promote the practice of good corporate governance. The Company would give an opportunity to shareholders to propose AGM Agenda, to nominate candidates for company directorship and to submit questions regarding an agenda in AGM in advance.

In this regard, the company has determined the rules in giving shareholders’ right to propose AGM Agenda, to nominate candidates for company directorship and to submit questions regarding an agenda in AGM in advance as follows:

#### **1. The qualification of shareholder**

**Shareholder(s) who wishes to propose AGM Agenda and/or to nominate candidates for company directorship shall have following qualifications:**

- 1.1 Being the Company’s shareholder, it may be only one or a group of shareholder
- 1.2 Being the Company’s shareholders who have continuously held shares of not less than 4 percent of the Company’s issued shares,
- 1.3 Being the Company’s shareholders according to 1.2 continuously held shares for a period not less than 12 months from the date of holding such shares to date of proposing AGM agenda and/or to nominate candidates for company directorship, as the case may be
- 1.4 Shall provide complete of the evidence of shareholdings and evidence of identification

#### **2. Shareholders procedure**

##### **2.1 For proposing AGM Agenda**

2.1.1 The Shareholders who meet all required qualifications specified under Clauses 1 shall completely fill in “AGM Agenda Form” ( Form AGM 1) by

- Each Form AGM 1 shall be used for each separate agenda.
- In case of a group of shareholders propose **AGM Agenda**, The 1<sup>st</sup> shareholder shall fill in details and sign in the Form AGM1. For the other person shall fill in details and sign in the following page.

2.1.2 Form AGM 1 shall be enclosed with the evidence which including:

- The evidence of shareholdings such as certified letter from Securities Company or evidence from Thailand Securities Depository Co., Ltd. (TSD) etc.
- The evidence of identification

In case the shareholder is a natural person

The required evidences are:

- A valid copy of the shareholder’s identification card or government officer identification card or driving license or passport or alien identification card with certified true copy. In case of changing title name, name, surname, the relevant evidence shall submit with certified true copy in each page.

In case of the shareholder is a juristic person

The required evidences are:

- A copy of juristic person's affidavit (taken not later than three months) which certified true copy by authorized person(s) and
- A valid copy of identification card or government officer identification card or driving license or passport or alien identification card together with certified true copy by authorized person(s). In case of changing title name, name, surname, the relevant evidence shall submit with certified true copy in each page.

However, the Board of Directors and/or Company Secretary reserves the right to contact to shareholder to request more information,

**2.2 For nomination of candidate for company directorship**

2.2.1 The Shareholders who meet all required qualifications specified under Clauses 1 shall completely fill in "Nominated candidate for company directorship Form" ( Form AGM 2) by

- Each Form AGM 2 shall be used for each separate nominated candidate for company directorship
- In case of a group of shareholders propose nominated candidate for company directorship, the 1<sup>st</sup> shareholder shall fill in details and sign in the Form AGM 2. For the other person shall fill in details and sign in the following page.

2.2.2 Form AGM 2 shall be enclosed with the evidence which including:

- The evidence of shareholdings such as certified letter from Securities Company or evidence from Thailand Securities Depository Co., Ltd. (TSD) etc.
- The evidence of identification

In case the shareholder is a natural person

The required evidences are:

- A valid copy of the shareholder's identification card or government officer identification card or driving license or passport or alien identification card with certified true copy. In case of changing title name, name, surname, the relevant evidence shall submit with certified true copy in each page.

In case of the shareholder is a juristic person

The required evidences are:

- A copy of juristic person's affidavit (taken not later than three months) which certified true copy by authorized person(s) and
- A valid copy of identification card or official identification card or driving license or passport or alien identification card with certified true copy by authorized person(s). In case of changing title name, name, surname, the relevant evidence shall submit with certified true copy in each page.

2.2.3 The nominated candidate for company directorship shall fill in "Information Form of Nominated Candidate for Company Directorship" (Form AGM 2-1) and shall be enclosed with education background, working experience and other necessary document and 1 set per 1 person with certified true copy in each page.

However, the Board of Directors and/or Company Secretary reserves the right to contact to Shareholder and/or nominated candidate for company directorship to request more information,

### **3. For Submission of question regarding an agenda in AGM in advance**

Shareholder(s) who wishes to submit questions regarding the agenda in the AGM in advance, prior to the date of AGM. Shareholder(s) shall provide the following information:

- (1) Name, contact address, telephone number, facsimile number and email address (if any);
- (2) Numbers of shares held;
- (3) Question(s) to be asked; and relevant information or matter of fact
- (4) Other relevant necessary information

However, the Company reserves the right to contact to consider the questions and/or information which submit by shareholder as the Company deems appropriate.

### **4. Period and channels available for receiving the Proposal Matter:**

Shareholder could propose AGM Agenda, to nominate candidates for company directorship and to submit questions regarding an agenda in AGM in advance by submission complete and accuracy document during October 1, 2014 to December 31, 2014 to the following address:

Company Secretary  
Dusit Thani Public Company Limited  
946 Dusit Thani Building, 5<sup>th</sup> Floor,  
Rama 4 Road, Silom, Bangrak  
Bangkok 10500

## **5. The Company procedures**

### **5.1 In case Shareholder proposes AGM Agenda**

- (1) Company Secretary will preliminary consider, if it deems appropriate, it will therefore propose to the Board of Directors meeting in February next year.
- (2) A proposal that the Board of Directors considers appropriate to be agenda of the meeting will be include in the Notice of Invitation to the Meeting and identified as proposed by the shareholder.
- (3) A proposal that the Board of Directors considers inappropriate to be agenda of the meeting will be notified to the proposing shareholder(s) in the Annual General Meeting of Shareholders together with reason(s) to reject.

### **5.2 In case shareholder proposes nominated candidate for company directorship**

- (1) Company Secretary will preliminary consider, if it deems appropriate, it will therefore propose to the Governance and Nomination Committee for consideration.
- (2) The Governance and Nomination Committee will consider the information of nominated candidate for company directorship whenever there is an agenda item to replace any vacant position under the Company's nomination process by the Governance and Nomination Committee will propose an opinion to the Board of Directors.
- (3) The Board of Directors will consider name list and qualifications of nominated candidate for company directorship. If his/her qualifications deems appropriate. The company will propose that name list into the Annual General Meeting of Shareholders for consideration and approval.

- (4) If the Board of Directors considered name list and qualification of nominated candidate for company directorship as inappropriate. The Company will inform the Shareholder(s) in the Annual General Meeting of Shareholders together with the reason(s)

## **6. The Board of Directors' consideration**

### **6.1 Proposals that will not be qualified as agenda;**

- (1) the proposal proposed by unqualified Shareholder(s) which identified in clause 1.
- (2) the proposal that violates applicable laws, rules, regulations of the government agencies, or regulatory or involved agencies, or actions not in compliance with the objectives and/or Articles of Association of the Company.
- (3) the proposal 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
- (4) the proposal 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 the resubmission has significantly changed from that of the previous shareholders' meeting.
- (5) the proposal that is beyond the Company's control.
- (6) the proposal that benefit only a specific person or a group of persons.
- (7) the proposal that is not beneficial to the Company's business operation and/or that the Board of Directors, with reason explainable to the shareholders, considers unnecessary to be placed as agenda.
- (8) the proposal that provided by Shareholder(s) is incorrect or incomplete or unreliable or indistinct or Shareholder(s) whom the Company is unable to contact.

### **6.2 Qualifications of nominated candidate for company directorship**

- (1) shall have qualifications and none of the prohibited characteristics stipulated by the Public Company Act, Securities and Exchange Act, the Notification of the Office of the Securities and Exchange Commission, the Notification of Capital Market Supervisory Board and Regulation of the Company.
- (2) Having knowledge, capacities, skills, expertise which will be beneficial to the Company's business, business ethics, vision and positive attitude to fulfill their responsibility.

(Translation)

Form AGM 1

Form to propose AGM Agenda

(1) I am (Mr./Mrs./Miss) .....  
being the shareholder of **Dusit Thani Public Company Limited**,  
holding.....shares,

Residing at.....Road.....Sub District.....  
District.....Province.....Mobile phone number.....  
Home/Office telephone number.....E-mail address (if any).....

(2) I would like to propose the agenda of the ..... Annual General Meeting of Shareholders.  
Subject.....

Objective ☐ For information ☐ For consideration ☐ For approval

(3) Proposal for consideration.....

.....  
.....  
.....  
and I have supporting information for consideration (such as fact or reason, etc.) as follows:

.....  
.....  
.....  
together with additional supporting document(s) which has(have) been certified true copy on  
each page in a number of total.....page(s)

I certify that all information written in this Form AGM 1, the evidence of shareholding and all  
supporting document(s) are all correct and hereby I have signed evidence thereof.

.....Shareholder's Signature  
(.....)  
Date.....

**Remarks:**

1. The shareholders shall enclose the evidence of shareholding, i.e. certificate issued by Securities Company or any other evidences issued by Thailand Securities Depository Co., Ltd. (TSD). For a juristic shareholder, a photocopy of the juristic entity's Affidavit which was issued not later than three months and certified true copy by authorized person(s) of that juristic entity and a certified true copy of valid identification card or governmental officer identification card or driving license or passport or alien identification card of shareholders or authorized person(s) of that juristic entity shall be enclosed with certified true copy on each page.  
In case shareholders change their title, name or surname, a certified true copy of evidence of the change in each page shall be enclosed
2. Other supporting document(s) which will be beneficial for consideration, it shall be certified true copy on each page by shareholder(s)
3. Form AGM 1 shall be prepared as follows:
  - Each Form AGM 1 shall be used for each separate agenda.
  - In case Form AGM 1 proposed by a group of shareholders, The 1<sup>st</sup> shareholder shall fill in details and sign in the Form AGM 1. The other shareholder(s) shall fill in their details and sign in continuous page
4. A shareholder who is unqualified or provides incomplete or incorrect information, or is unable to be contacted shall not be entitled to propose the Agenda.

(Translation)

Form AGM 2

Form of Nominated Candidate for Company Directorship

(1) I am (Mr./Mrs./Miss) .....,  
being the shareholder of **Dusit Thani Public Company Limited**, holding ..... shares,  
residing at ..... Road ..... Sub District .....

District ..... Province ..... Mobile Phone Number .....

Home/Office Phone ..... E-mail address (if any) .....

(2) I would like to nominate (Mr./Mrs./Miss) .....

Age ..... who is fully qualified and none of the prohibited characteristics in accordance with the criteria of the Company to be nominated candidate for company directorship. The nominated candidate has been signed below as the evidence of consent. The curriculum vitae of the nominated candidate 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 AGM 2, the evidence of shareholding, the evidence of consent and all supporting documents are correct and hereby I have signed as evidence thereof.

..... Shareholder's Signature

(.....)

Date .....

(3) I am (Mr./Mrs./Miss) .....

The nominated candidate for company directorship in (2), consent and certify that the qualification and other documents (if any) in (2) is correct and none of prohibited characteristics, agree to adhere to the Good Corporate Governance of the Company and hereby I have signed as evidence thereof.

..... Nominated Candidate for  
Company Directorship's  
signature

(.....)

Date .....

**Remarks:**

1. The shareholders shall enclose the evidence of shareholding, i.e. certificate issued by Securities Company or any other evidences issued by Thailand Securities Depository Co., Ltd. (TSD). For a juristic shareholder, a photocopy of the juristic entity's Affidavit which was issued not later than three months and certified true copy by authorized person(s) of that juristic entity and a certified true copy of valid identification card or governmental officer identification card or driving license or passport or alien identification card of shareholders or authorized person(s) of that juristic entity shall be attached.  
In case shareholders change their title, name or surname, a certified true copy of evidence of the change in each page shall be enclosed
2. Other supporting document(s) which will be beneficial for consideration, it shall be certified true copy on each page by shareholder(s)
3. Form AGM 2 shall be prepared as follows:
  - Each Form AGM 2 shall be used for each separate nominated candidate for company directorship.
  - In case Form AGM 2 proposed by a group of shareholders, The 1<sup>st</sup> shareholder shall fill in details and sign in the Form AGM 2. The other shareholder(s) shall fill in their details and sign in continuous page
4. A shareholder who is unqualified or provides incomplete or incorrect information, or is unable to be contacted shall not be entitled to propose the nominated candidate for company directorship.
5. The nominated candidate for company directorship shall fill in "Information Form of Nominated Candidate for Company Directorship" (Form AGM 2-1), education background, working experience, copy of valid identification card, house registration or passport shall be enclosed and sign a consent in Form AGM 2. However, all documents shall certified true copy in each page.

**Continued**

☐ **For shareholder(s) who wishes to propose AGM Agenda**

☐ **For shareholder(s) who wishes to nominate candidates for company directorship**

I am (Mr./Mrs./Miss) .....,  
being the shareholder of **Dusit Thani Public Company Limited**, holding ..... shares,  
residing at ..... Road ..... Sub District .....  
District ..... Province ..... Mobile Phone Number .....  
Home/Office Phone ..... E-mail address (if any) .....

..... Shareholder's Signature  
( ..... )  
Date .....

I am (Mr./Mrs./Miss) .....,  
being the shareholder of **Dusit Thani Public Company Limited**, holding ..... shares,  
residing at ..... Road ..... Sub District .....  
District ..... Province ..... Mobile Phone Number .....  
Home/Office Phone ..... E-mail address (if any) .....

..... Shareholder's Signature  
( ..... )  
Date .....

I am (Mr./Mrs./Miss) .....,  
being the shareholder of **Dusit Thani Public Company Limited**, holding ..... shares,  
residing at ..... Road ..... Sub District .....  
District ..... Province ..... Mobile Phone Number .....  
Home/Office Phone ..... E-mail address (if any) .....

..... Shareholder's Signature  
( ..... )  
Date .....

I am (Mr./Mrs./Miss) .....,  
being the shareholder of **Dusit Thani Public Company Limited**, holding ..... shares,  
residing at ..... Road ..... Sub District .....  
District ..... Province ..... Mobile Phone Number .....  
Home/Office Phone ..... E-mail address (if any) .....

..... Shareholder's Signature  
( ..... )  
Date .....



# บริษัท ดุสิตธานี จำกัด (มหาชน)

## Dusit Thani Public Company Limited

แบบ AGM 2-1

แบบแจ้งข้อมูลผู้ถูกเสนอชื่อเข้ารับการสรรหาเป็นกรรมการ

### INFORMATION FORM OF NOMINATED CANDIDATE FOR COMPANY DIRECTORSHIP

#### 1. รายละเอียดส่วนตัว PERSONAL DATA

ชื่อภาษาไทย .....

Name in Thai

ชื่อภาษาอังกฤษ .....

Name in English

เลขที่บัตรประชาชน / หนังสือเดินทาง .....

ID Card No. / Passport No.

ที่อยู่ตามบัตรประชาชน .....

Address by ID Card

โทรศัพท์ .....

มือถือ .....

Telephone

Mobile Phone

อีเมล .....

แฟกซ์ .....

E-mail

Fax

ที่อยู่ปัจจุบันสามารถติดต่อได้ .....

Contact Address

วันเดือนปีเกิด .....

อายุ .....

Date of Birth

Age

ศาสนา .....

สัญชาติ .....

Religion

Nationality

## **2. การศึกษา EDUCATION**

### **2.1 ประวัติการศึกษา Educational Background**

วุฒิกการศึกษา Degree	สาขาวิชาหลัก Subject	สถาบันการศึกษา Academy	ปีที่สำเร็จการศึกษา Academic Year

### **2.2 การผ่านการอบรมหลักสูตรของสมาคมส่งเสริมสถาบันกรรมการบริษัทไทย / Thai IOD Training Program (Thai IOD)**

#### **ชื่อหลักสูตร Program**

#### **ปีที่เข้ารับการฝึกอบรม Year**

☐ Director Certification Program (DCP)

.....

☐ Director Accreditation Program (DAP)

.....

☐ Audit Committee Program (ACP)

.....

☐ The Role of Chairman (RCM)

.....

☐ Finance for Non-Finance Director (FN)

.....

☐ อื่นๆ ระบุ Other (specify)

.....

## **3. ประสบการณ์การทำงาน WORKING EXPERIENCE**

ปี Year	ชื่อสถานที่ทำงาน Name of Company	ประเภทธุรกิจ Type of Business	ตำแหน่งงาน Position

#### 4. ญาติสนิท CLOSE RELATIVES

คือบุคคลที่มีความสัมพันธ์ทางสายโลหิต หรือโดยการจดทะเบียนตามกฎหมายได้แก่ คู่สมรส บิดา มารดา พี่น้อง บุตร และบุตรบุญธรรม รวมทั้งคู่สมรสของบุตร และบุตรบุญธรรม

It means persons with blood relationship or certain relationship under duly registration i.e. spouse, father, mother, sibling, children, and adopted children including spouse of children and spouse of adopted children.

##### 4.1 คู่สมรส / Spouse

ชื่อคู่สมรส ..... วันเดือนปีเกิด / อายุ .....

Spouse's name

Date of Birth / Age

##### 4.2 บิดา-มารดา / Father and Mother

ชื่อบิดา ..... วันเดือนปีเกิด / อายุ .....

Father's Name

Date of Birth / Age

ชื่อมารดา ..... วันเดือนปีเกิด / อายุ .....

Mother's Name

Date of Birth / Age

##### 4.3 พี่น้อง / Sibling

ชื่อ / Name	เพศ /Sex	วันเดือนปีเกิด / อายุ Date of Birth / Age	หมายเหตุ/Remark
1.			
2.			
3.			
4.			
5.			

##### 4.4 บุตร และ/หรือ บุตรบุญธรรม / Children and/or adopted children

ชื่อ / Name	เพศ /Sex	วันเดือนปีเกิด / อายุ Date of Birth / Age	หมายเหตุ/Remark
1.			
2.			
3.			
4.			
5.			

4.5 คู่สมรสของบุตร และ/หรือบุตรบุญธรรม / Spouse of Child and/or spouse of adopted children

ชื่อ / Name	เพศ /Sex	วันเดือนปีเกิด / อายุ Date of Birth / Age	หมายเหตุ/Remark
1.			
2.			
3.			
4.			
5.			

5. รายชื่อบริษัทอื่นที่ผู้ถูกเสนอชื่อเข้ารับการสรรหาเป็นกรรมการดำรงตำแหน่งเป็นกรรมการ และ/หรือ ผู้ถือหุ้น

**LIST OF COMPANIES WHERE THE NOMINATED CANDIDATE FOR COMPANY DIRECTORSHIP IS DIRECTOR AND/OR EXECUTIVE AND/OR SHAREHOLDER**

เป็นผู้บริหารของบริษัท (ระบุตำแหน่ง) Name of Company where is Executive (Specify Position)	เป็นกรรมการบริษัท Name of Company where is Director	เป็นผู้ถือหุ้นบริษัท Name of Company where is Shareholder	สัดส่วน การถือหุ้น % of Shareholding	ประเภทธุรกิจ Type of Business
1.				
2.				
3.				
4.				
5.				
6.				
7.				
8.				
9.				
10.				

6. รายชื่อบริษัทอื่นที่ญาติสนิทของผู้ถูกเสนอชื่อเข้ารับการสรรหาเป็นกรรมการเป็นผู้ถือหุ้นเกินกว่าร้อยละ 10

**LIST OF COMPANIES WHERE CLOSE RELATIVES OF THE NOMINATED CANDIDATE FOR COMPANY DIRECTORSHIP IS SHAREHOLDER EXCEEDING 10%**

ชื่อ Name of Close Relatives	ความสัมพันธ์ Relationship	ชื่อบริษัทที่เป็นผู้ถือหุ้น Name of Company where is Shareholder	สัดส่วนการถือหุ้น % of Shareholding	ประเภทธุรกิจ Type of Business
1.				
2.				
3.				
4.				
5.				
6.				
7.				
8.				
9.				
10.				

7. รายชื่อบริษัทอื่นที่ญาติสนิทของผู้ถูกเสนอชื่อเข้ารับการสรรหาเป็นกรรมการดำรงตำแหน่งเป็นกรรมการ

**LIST OF COMPANIES WHERE CLOSE RELATIVES OF THE NOMINATED CANDIDATE FOR COMPANY DIRECTORSHIP IS DIRECTOR**

ชื่อ Name of Close Relatives	ความสัมพันธ์ Relationship	ชื่อบริษัทที่เป็นกรรมการ Name of Company where is Director	หมายเหตุ Remark
1.			
2.			
3.			
4.			
5.			
6.			
7.			
8.			
9.			
10.			

**8. การถือหุ้นบริษัท ดุสิตธานี จำกัด (มหาชน) ของผู้ถูกเสนอชื่อเข้ารับการสรรหาเป็นกรรมการ และญาติสนิท**

**SHAREHOLDING IN DUSIT THANI PUBLIC COMPANY LIMITED OF THE NOMINATED  
CANDIDATE FOR COMPANY DIRECTORSHIP AND CLOSE RELATIVES**

ชื่อ Name of Shareholder	จำนวนหุ้นที่ถือ Amount of Shareholding	สัดส่วน %	เลขที่ใบหุ้น Share Certificate No.
1.			
2.			
3.			
4.			
5.			
6.			
7.			
8.			
9.			
10.			

ขอรับรองว่าเป็นข้อมูลที่ถูกต้องทุกประการ

Certified correct information

ลงชื่อ..... ผู้ถูกเสนอชื่อเข้ารับการสรรหาเป็นกรรมการ

Signature

Nominated Candidate for Company Directorship

(

)

วัน เดือน ปี ที่ให้ข้อมูล.....

Information Provided Date