



(Translation)

Pruksa Holding Public Company Limited

**Criteria and Conditions for Minority Shareholders to Exercise the Right
in Proposing an Agenda Item to the Company's Annual General Meeting of
Shareholders and Nominating a Person for Election as a Company Director at
the Company's Annual General Meeting of Shareholders in Advance**

Clause 1 Intention

Pruksa Holding Public Company Limited (the Company) recognizes the importance of compliance with the principles of good corporate governance, aiming to maintain the management system with efficiency, transparency, and accountability, and to enhance the confidence of shareholders, investors, and all other parties concerned.

In order to encourage the shareholders to fully exercise their rights in overseeing the Company's business through the Board of Directors who are elected to carry out duties on their behalf and proposing matters related to the Company's major changes, the Company therefore opens opportunities for every shareholder to exercise their rights fairly and equitably in proposing agenda items of the Company's Annual General Meeting of Shareholders in advance under the criteria and conditions established by the Company for proposing an agenda item and/or nominating a person for election as a company director and it is also for such undertakings to have clear and transparent procedures and methods for consideration, which will be beneficial to the Company and the shareholders as a whole.

Clause 2 Definition

“Company” refers to Pruksa Holding Public Company Limited.

“Board of Directors” refers to the Board of Directors of the Company.

“Director” refers to a director of the Company.

“Agenda item” refers to an agenda item of the Company’s Annual General Meeting of Shareholders.

Clause 3 Shareholder’s qualifications

A shareholder proposing an agenda item and/or nominating a person for election as a company director shall have the following qualifications:

3.1 Being a shareholder of the Company, either one shareholder or several shareholders combined

3.2 Having the number of shares held by either one shareholder or several shareholders combined not less than 2,000,000 shares

3.3 Holding the number of shares as stated in 3.2 continuously for no less than one year and holding the shares on the date of proposing an agenda item and/or nominating a person for election as a director.

(We allow one year of holding period as PSH shares just started to trade on 1st December 2016)

Clause 4 Proposing an agenda item

4.1 Matters not eligible for including in the agenda

(1) Matters in contradiction to laws, notifications, rules and regulations of government agencies or inconsistent with the Company’s objectives, articles of association, shareholders’ resolutions, or good governance policies

(2) Matters beneficial to only particular persons or groups of persons and clearly not useful to the Company

(3) Matters being within the scope of the Board of Directors’ management powers, except the case that may cause significant damage to the Company and/or shareholders as a whole

(4) Matters that the Company has already implemented or started to implement

(5) Matters being outside the Company's objectives or beyond the Company's powers to implement

(6) Matters for which the shareholders provide incomplete or incorrect information or cannot be contacted

(7) Matters proposed by a shareholder who is not fully qualified under Clause 3.

4.2 Procedures for consideration

(1) The shareholder with full qualifications in Clause 3 shall prepare a letter proposing an agenda item to the Board of Directors by using the "Form for Agenda Item Submission to the Shareholders' Annual General Meeting (Form A)" as provided at the end of these criteria.

The shareholder shall submit the original of the "Form for Agenda Item Submission to the Shareholders' Annual General Meeting (Form A)", with the signature affixed as evidence, together with evidence of shareholding as per items 3.2 and 3.3, i.e., a certificate from a security company or other documents from Thailand Securities Depository Co., Ltd. or the Stock Exchange of Thailand, and additional documents that may be useful for the consideration of the Board of Directors (if any), to the Company well in advance so as to allow sufficient time for the Board of Directors to consider the agenda. The Company would announce the exact time period for submitting an agenda item in advance for each year. The documents can be submitted to the following addresses:

Company Secretary

Pruksa Holding Public Company Limited

1177, Pearl Bangkok Building, Floor 24, Phahonyothin Road,

Khwaeng Samsen Nai, Khet Phayathai, Bangkok 10400

(E-mail address: pscompanysecretary@pruksa.com or Fax: 0-2080-1700)

(2) in case a group of several shareholders with full qualifications under Clause 3 propose an agenda item to the Board of Directors, the first shareholder shall complete the "Form for Agenda Item Submission to the Shareholders' Annual General Meeting (Form A)," with the signature affixed as evidence, and the second shareholder and onward shall complete only part (1) and part (2) of the "Form for Agenda Item Submission to the Shareholders' Annual

General Meeting (Form A),” with the signature affixed as evidence, and then collect the “Form for Agenda Item Submission to the Shareholders’ Annual General Meeting (Form A)” and evidence of shareholding, together with additional documents (if any) of every shareholder, to be put in one set for submission to the Board of Directors.

(3) In case one shareholder or several shareholders with full qualifications under Clause 3, propose more than one agenda item, the shareholder shall prepare one “Form for Agenda Item Submission to the Shareholders’ Annual General Meeting (Form A)” for one agenda item, with the signature affixed as evidence in all the documents.

(4) The matter approved by the Board of Directors shall be included as an agenda item in the letter inviting the shareholders to the Annual General Meeting of Shareholders, together with the Board of Directors’ opinion. The Company would quickly notify the shareholder of the matters approved and not approved by the Board of Directors after its meeting.

The shareholder or the representative of the group of shareholders who propose the agenda item that is included as an agenda item should attend the Annual General Meeting of Shareholders.

Clause 5 Nominating a person for election as a director

5.1 Qualifications of a director

The person nominated for election as a director shall have the following qualifications:

(1) A company director shall have full qualifications according to the law on public companies limited and other related laws as well as the notifications of the Office of Securities and Exchange Commission.

(2) A company director shall be a person of knowledge, ability, integrity, business ethics and adequate time to perform duties for the Company.

(3) An independent director shall have qualifications on independence as specified by the Company and in line with the Notification of the Stock Exchange of Thailand on the Qualifications and Scope of Operations of an Audit Committee Member.

5.2 Procedures for consideration

(1) The shareholder with full qualifications in Clause 3 shall prepare a letter nominating a person for election as a director to the Board of Directors by using the “Form for Nominating a Person for Election as a Director (Form B)” as provided at the end of these criteria.

The shareholder shall submit the original of the “Form for Nominating a Person for Election as a Director (Form B),” with the signature affixed as evidence, and submit the form with the following documents:

(1.1) evidence of shareholding as per items 3.2 and 3.3, i.e., a certificate from a security company or other documents from Thailand Securities Depository Co., Ltd. or the Stock Exchange of Thailand,

(1.2) evidence of consent from the person nominated in Form B

(1.3) supporting documents for the consideration of the person’s qualifications, i.e., education and curriculum vitae of the nominated person.

(1.4) additional documents that may be useful for the Board of Directors’ consideration (if any)

All the documents and evidence shall be sent to the Company well in advance to allow sufficient time for the Board of Directors to consider the suitability of the person nominated for election as a director. The Company would announce the exact time period for nominating a person for election as a director in advance for each year. The documents can be submitted to the following address:

Company Secretary

Pruksa Holding Public Company Limited

1177, Pearl Bangkok Building, Floor 24, Phahonyothin Road,

Khwaeng Samsen Nai, Khet Phayathai, Bangkok 10400

(E-mail address: pscompanysecretary@pruksa.com or Fax: 0-2080-1700)

(2) In case a group of several shareholders with full qualifications under Clause 3 nominate a person for election as a director to the Board of Directors, the first shareholder shall complete the “Form for Nominating a Person for Election as a Director (Form B),” with the signature affixed as evidence, and the second shareholder and onward shall complete only part (1) and part (2) of the “Form for Nominating a Person for Election as a Director (Form B),” with

the signature affixed as evidence, and then collect the “Form for Nominating a Person for Election as a Director (Form B)” and evidence of shareholding together with additional documents (if any) of every shareholder to be put in one set for submission to the Board of Directors.

(3) In case a single shareholder or several shareholders with full qualifications under Clause 3 nominate more than one person for election as a director, the shareholder shall prepare one Form for Nominating a Person for Election as a Director (Form B) for one person nominated for election as a director, with the signature affixed as evidence in all the documents.

(4) The name of the person approved by the Board of Directors shall be included in the agenda item in the letter inviting the shareholders to the Annual General Meeting of Shareholders, together with the Board of Directors’ opinion. The Company would quickly notify the shareholder of the person approved and not approved by the Board of Directors after its meeting.

The person approved by the Board of Directors for election as a director must appear to introduce himself/herself at the Annual General Meeting of Shareholders.

Note: This Translation is for use as a reference for understanding. In case of contradiction, in meaning, The Thai version will prevail.