

RICH ASIA CORPORATION PUBLIC COMPANY LIMITED

Criteria for Shareholders to Propose Annual General Meeting (AGM) Agenda for 2017

Objective

Rich Asia Corporation Public Company Limited realizes the importance of shareholders to be of rights and equitable treated of shareholders in accordance with the good corporate governance practices. The Company facilitates shareholders in proposing in advance the agenda of Annual General Meeting (AGM) for 2017 with reference to the criteria below.

Criteria

1. Qualification of shareholder who has the right to propose AGM agenda

Any shareholder who wishes to propose an item on the agenda must be a Company's shareholder with continuous holding of minimum shares in an amount of 0.05 percent of total shares either by one shareholder or several shareholders combined, and the shareholder must have held those shares continuously for at least 12 months by the date the shareholder proposes the item on the agenda.

2. Proposal of the agenda

The shareholder fully qualified as in criteria No.1 can fill out the "Form Proposed Agenda of AGM for the Year 2017" and submit it with other supplementary documents as required by the Company to the following address within December 31, 2016.

Company Secretary
Rich Asia Corporation Public Company Limited
636 Bangkhuntien-chaitaley Road,
Thakham, Bangkhuntien, Bangkok 10150

In case of a number of shareholders jointly propose an agenda, each shareholder must fill the "Form Proposed Agenda of AGM for the Year 2017" with signature and submit altogether as one set.

3. For an efficient AGM, the Company reserves its right not to include the following matters as the meeting agenda:

3.1 Matters proposed by shareholders who are not qualified, as specified in criteria No. 1 or do not follow the procedures set forth by the Company in the criteria for shareholders to propose the agenda of AGM for 2017

3.2 Matters as stipulated by laws for consideration at AGM, which have been pursued regularly by the Company

3.3 Matters relating to a normal course of business of the Company and matters already undertaken by the Company

3.4 Matters under the Company's Management authority except ones causing material impacts on shareholders in general

3.5 Matters that shareholders already proposed in AGM within the past 12 months, and those under support by less than 10% of total voting shares, given that the factual events have not changed significantly

3.6 Matters unlikely to benefit the Company and matters previously submitted for consideration by other shareholders

3.7 Matters that violate applicable laws, rules, regulations of the government agencies or regulatory or involved agencies, or actions not in compliance with the objectives, Articles of Association and Statement of Business Conducts of the Company

3.8 Matters that are beyond the authority of the Company

4. The above matters proposed by shareholders shall meet scrutiny by independent directors before further submission to the Board of Directors for consideration. Any matters, under approval by the BOD, will be included in the AGM agenda as attached in the Notice for AGM for the year 2017.

Form Proposed Agenda of AGM for the year 2017

1. Personal Data

Name (Mr./Mrs./Miss/Company/Other) and Surname

Present Address

No..... Village name/Building name.....

Moo..... Soi.....

Road..... Sub-district.....

District..... Province.....Postal Code.....

Country..... Tel.....

Fax..... E-mail.....

Overseas Address (in case of the candidate is not a Thai citizen)

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2. Amount of Shares..... Unit (s)

3. Propose Agenda.....

Objective ☐ for consideration ☐ for Acknowledge

Details of Agenda.....

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☐ document attached ☐ no document attached

4. Evidence for proposed Agenda of AGM

4.1 Evidence for securities holder: A certified authentic copy from a securities company or other official document from Thailand Securities Depository Co., Ltd. or The Stock Exchange of Thailand

☐ enclosed for verification ☐ no enclosed for verification

4.2 Evidence for individual or Juristic Persons

A) For Individual: A copy of the signatory's state identity card or a copy of passport, certified authentic with the original signature.

B) For Juristic Person: A certified authentic copy of the juristic person's certificate issued by the Ministry of Commerce issued within the past 12 months, certified authentic with the original signatures of director(s) authorized to present the company and a certified and a certified authentic copy of the identity card of a director(s) authorized to represent the company, with the original signature.

☐ enclosed for verification ☐ no enclosed for verification

5. Certification

I certify that all statements given in this information are true and complete and, hereby, allow Rich Asia Corporation Public Company Limited to disclose the above mentioned information and document.

Signature.....Shareholder

(.....)

Date.....