

**Criteria for Shareholders to propose Agenda of the 2017  
Annual General Shareholders' Meeting**

In accordance with the good corporate governance regarding equitable treatment of shareholders, BT Wealth Industries Public Company Limited (“the Company”) invites minority shareholders to propose agenda of the Annual General Shareholders' Meeting (AGM) in advance with the definition and criteria as follows;

**Definition**

“Company”	means BT Wealth Industries Public Company Limited
“Board”	means Board of Directors of BT Wealth Industries Public Company Limited
“Agenda”	means Agenda of the Annual General Shareholders' Meeting of BT Wealth Industries Public Company Limited

**1. Qualification of Shareholders to propose Annual General Shareholders' Meeting Agenda**

The Shareholders who wish to propose the agenda must be the shareholders of the Company which can be either one shareholder or several shareholders together who hold the Company's shares with at least 5 percent of total voting rights of the Company.

**2. Proposal of the Agenda**

The shareholders who possess qualification according to the criteria no.1 are able to submit their agenda in advance by filling “**Proposal for Agenda of the 2017 Annual General Shareholders' Meeting Form**” and enclose other complete supplementary documents by addressing to the Company within January 31, 2017 to the following address.

**Company Secretary**  
**BT Wealth Industries Public Company Limited**  
**593/3 Soi Ramkhamhaeng 39 (Thep Leela 1), Ramkhamhaeng Road,**  
**Wangthonglang, Bangkok 10310**

The Company will consider and propose to agenda of Annual General Shareholders' Meeting with complete supplementary documents.

**2.1 The proposed matters not being placed on the meeting agenda**

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

- 2.1.1 The matter that concerns the normal business operation of the Company, whereby the shareholder's proposal do not present reasonable cause to suspect the abnormality of the said business operation.
- 2.1.2 The matter which is beyond authority of the Company to take action on.
- 2.1.3 The matter that violates the law, rules or regulations of government agencies or other governing agencies, or which do not comply with the objectives, articles of association, shareholders' resolutions and the practices associated with good corporate governance of the Company.
- 2.1.4 The agenda that has been proposed within the past 12 months and received affirmative vote less than 10 percent of the total shares with the right to vote; without any significant changes in the fact on the matter.
- 2.1.5 The matter that is not beneficial to the Company's business operation or the Board considered unnecessary to be placed as an agenda with reason explainable to the shareholders.
- 2.1.6 The matter that is proposed by unqualified shareholders or has insufficient evidential document.
- 2.1.7 The matter that is beneficial only for specific individual or group of persons.
- 2.1.8 The matter which may cause damages to shareholders in majority.
- 2.1.9 The matter on which the Company has already taken action on.
- 2.1.10 The matter previously submitted for consideration by other shareholders.

## **2.2 Consideration procedure**

The Company Secretary will initially review the proposal of the agenda before proposing to the Board for consideration. If the information which the shareholders provided is incomplete or incorrect, the Company Secretary will notify the shareholders within February 3, 2017. If the shareholders fail to correct and submit the revised proposal to the Company within February 10, 2017 (In case of holiday, it will be postponed to the official date before the holiday), the Company Secretary will notify the shareholders that the proposal is terminated within February 15, 2017.

- 2.2.1 For the agenda approved by the Board, the Company will include it in the agenda of AGM notice and clarify that the agenda is proposed by shareholders.
- 2.2.2 For the agenda disapproved by the Board, the Company will instantly inform the shareholders with the reason after the Board meeting or on next business day and post the same on the Company's website at [www.btwealthindustries.com](http://www.btwealthindustries.com) and acknowledge such disapproved agenda in the Annual General Shareholders' Meeting.

**Proposal for Agenda of the 2017 Annual General Shareholders' Meeting Form**

**1. General Information**

Name (Mr., Mrs., Ms., Company, Others / Surname) : \_\_\_\_\_

Contact address:

No. \_\_\_\_\_ Village / Building \_\_\_\_\_ Moo \_\_\_\_ Trok / Soi \_\_\_\_\_ Road \_\_\_\_\_

Sub district \_\_\_\_\_ District \_\_\_\_\_ Province \_\_\_\_\_ Postal Code \_\_\_\_\_ Country \_\_\_\_\_

Tel. \_\_\_\_\_ Fax. \_\_\_\_\_ E-mail : \_\_\_\_\_

Overseas Address: (only for a non-resident, please specify overseas contact address) \_\_\_\_\_

**2. Number of Shares Held :** \_\_\_\_\_ **as of** \_\_\_\_\_

**3. Proposed Agenda :** \_\_\_\_\_

Objective : ( ) For Consideration ( ) For Acknowledgement

Details \_\_\_\_\_

( ) With attachments ( ) Without attachment

**4. Supplementary Documents to be enclosed with this form**

4.1. The evidence of shareholding, i.e.

( ) The certificate of shares held issued by securities companies or any other certificates from Thailand Securities Depository Co., Ltd. or the Stock Exchange of Thailand or custodian or a copy of share certificate certified true by such shareholder.

4.2. The evidence of Identification

( ) Natural persons: copy of valid National ID card / passport (in case of non-residents), attached with certified true copies by such shareholders.

( ) Juristic persons: copy of the company's affidavit issued by Department of Business Development, Ministry of Commerce or other related agencies, and copy of valid National ID card or passport (in case of non-residents) of authorized signatories, attached with certified true copies by the authorized signatories.

**5. Certified Statement**

I hereby certify that all information written in Proposal for Agenda of the 2017 Annual General Shareholders' Meeting Form and supplementary documents are true and complete and I hereby give my permission to the Company to disclose such information and supplementary documents.

\_\_\_\_\_ Shareholder's signature

( \_\_\_\_\_ )

Date \_\_\_\_\_