

**Criteria for Shareholders  
to propose Question , Agenda of the Annual General Shareholders' Meeting  
and Director Nominee for the year 2019**

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 question, agenda of the Annual General Shareholders' Meeting (AGM) and Director Nominee for the year 2019 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
“Director”	means Director 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 Question, Annual General Shareholders' Meeting Agenda and Director Nominee.**

The Shareholders who wish to propose Question, Annual General Shareholders' Meeting Agenda and Director Nominee 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. Process**

The shareholders who possess qualification according to the criteria can proceed as follows:

- (1) Submit questions in advance about the issues identified in the AGM agenda for the year 2019.
- (2) Submit the agenda in advance by filling “Proposal for Agenda of the 2019 Annual General Shareholders' Meeting Form”
- (3) Submit Director nominee by filling “Nomination of Candidate for Director Election of the 2019 Annual General Shareholders' Meeting Form together with “Information of Nominated Candidate for Director Election of the 2019 Annual General Shareholders' Meeting Form” of the Director nominee

, and enclose other complete supplementary documents.

**3. Period**

From 1 December 2018 to 30 December 2018

If the information which the shareholders provided is incomplete or incorrect, the Company Secretary will notify the shareholders within 15 January 2019. If the shareholders fail to correct and submit the revised proposal to the Company within 31 January 2019 (In case of holiday, it will be shifted to the business day before the holiday), the Company Secretary will notify the shareholders that the proposal is terminated within 15 February 2019.

#### 4. Contact channel

- 1) Email : [info@btw.co.th](mailto:info@btw.co.th)
- 2) Mail : Company Secretary  
BT Wealth Industries Public Company Limited  
593/3 Soi Ramkhamhaeng 39 (Thep Leela 1)  
Ramkhamhaeng Rd., Kwaeng Wangthonglang  
Khet Wangthonglang Bangkok 10310

#### 5. Conditions of consideration

The Company will consider and propose the Question , the Agenda of Annual General Shareholders' Meeting and Director Nominee with enough information and complete supplementary documents and evidence as follows.

##### 5.1 Question

Shareholders who wish to submit their questions in advance about the agenda of the Annual General Meeting of Shareholders for the year 2019 can submit their questions up to the day before the meeting date. Shareholders should provide the information and attach the following documents as follows.

- (1) Name, Address, Telephone, Fax and E-mail Address (if any).
- (2) Number of shares held
- (3) Question
- (4) Information for consideration or other (if any)

Shareholders that submit questions in advance must attend the Annual General Shareholders' Meeting. The Company reserves the right to consider any action or refrain from any action as deemed appropriate.

##### 5.2 Proposal of the Agenda

The Company Secretary will initially review the proposal of the agenda before proposing to the Board for consideration.

- (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) 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.

##### 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.

- (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) The matter which is beyond authority of the Company to take action on.

- (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.
- (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.
- (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.
- (6) The matter that is proposed by unqualified shareholders or has insufficient evidential document.
- (7) The matter that is beneficial only for specific individual or group of persons.
- (8) The matter which may cause damages to shareholders in majority.
- (9) The matter on which the Company has already taken action on.
- (10) The matter previously submitted for consideration by other shareholders

### **5.3 The Nomination of the Director**

The Company Secretary will consider the preliminary screening before proposing to the Nomination & Remuneration and Good Governance Committee. The Nomination & Remuneration and Good Governance Committee will consider the candidates' qualification and propose the qualified candidates to the Board. The name of nominee approved by the Board along with the Board opinion will be included in the agenda of the AGM notice. For the case of Director nominee disapproved by the Nomination & Remuneration and Good Governance Committee or the Board, the Company will inform the shareholders with the reason after the Board meeting or on the next business day.

#### **Qualifications of Directors**

The person who has been nominated as a Director must be qualified and not disqualified as follows.

- (1) Having qualifications and no prohibitions according to the Public Company Act, Securities and Exchange Act and the Good Corporate Governance of the Company.
- (2) Being knowledgeable, capable, experiences in the fields that are advantageous to the Company's businesses.
- (3) Possessing leadership, vision, ethic and independent consideration for the most benefits to the Company and the shareholders, and being interested in the Company businesses.

**Proposal for Agenda of the 2019 Annual General Shareholders' Meeting Form**

**1. General Information**

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

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 2019 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 \_\_\_\_\_

**Nomination of Candidate for Director Election of the 2019 Annual General Shareholders' Meeting Form**

**1. General Information**

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

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. Qualified Candidate for Director Position**

**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 Nomination of Candidate for Director Election of the 2019 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 \_\_\_\_\_

**Information of Nominated Candidate for Director Election  
of the 2019 Annual General Shareholders' Meeting Form**

Color photo 2"

**1. General Information of the candidate**

Name/Surname (in Thai) \_\_\_\_\_

Name/Surname (in English) \_\_\_\_\_

Date of Birth \_\_\_\_\_ Age \_\_\_\_ Year Nationality \_\_\_\_\_

Marital Status ( ) Single ( ) Married ( ) Divorced

Spouse's Name \_\_\_\_\_

**Detail of Children**

Name of Children	Date of Birth	Age (Year)	Place of work
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

**2. Current Address**

**Business Address:**

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

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

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

**Home 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) \_\_\_\_\_

### 3. Professional Background

#### Education

Institution	Degree and Major Subject	Year of Graduation
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

#### Training/Seminar Course related to Directorship of Listed Company

Course	Organizer	Year of Attendance
_____	_____	_____
_____	_____	_____
_____	_____	_____

#### Working Experiences (Past-Present)

Form year to year	Organization	Type of Business	Position
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

#### Duties and Responsibilities under present Positions

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

### 4. Shareholding in BT Wealth Industries Public Company Limited as of \_\_\_\_\_ (the proposal date)

Common Shares \_\_\_\_\_ shares

Spouse's Common Shares \_\_\_\_\_ shares

Minor children

Name \_\_\_\_\_ holds common shares \_\_\_\_\_ shares

Name \_\_\_\_\_ holds common shares \_\_\_\_\_ shares

Name \_\_\_\_\_ holds common shares \_\_\_\_\_ shares

Name \_\_\_\_\_ holds common shares \_\_\_\_\_ shares

**5. Related Businesses of Yourself, Spouse and Minor Children**

Name of Business	Type of Business	Related Persons	%of Share held	Position	Since (Years)
_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____

Remark: All businesses recently serving as director or executives, and businesses recently holding more than 0.5 percent of all shares sold of the businesses

**6. Litigation Records**

Court	Status (Plaintiff/Defendant)	Type of Suit (Civil/ Criminal /Bankruptcy)	Charge of Accusation	Litigated Sum	Case No.	Judgment
_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____

**7. Required documents certified by nominated candidates**

- ( ) Educational records / certificates
- ( ) Copy of valid National ID card
- ( ) Copy of house registration
- ( ) Reference letter from a present or latest company
- ( ) Immigration documents / Copy of valid passport (in case of non-residents)

**8. Certified Statement**

I acknowledge that I have been nominated to be candidate for a Director position and hereby certify that all information written in Information of Nominated Candidate for Director Election of the 2019 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.

\_\_\_\_\_ Candidate's signature  
 ( \_\_\_\_\_ )

Date \_\_\_\_\_