

Criteria for shareholders to propose agenda and nominee to be elected as director for the 2019 Annual General Meeting of Shareholders

Objective

TRC Construction Public Company Limited (“the Company”) has implemented a policy to the shareholders’ right and equitable treatment of shareholders in accordance with the Good Corporate Governance policy. The Company would like to invite shareholders to propose (1) any matter considered important and truly beneficial to the Company as agenda for the 2019 Annual General Meeting of Shareholders and (2) nominee to be elected as director prior to the meeting. The criteria are as follows:

1. The Qualifications of Shareholder

All of the shareholders can propose the agenda and/or nominee to be elected as director.

2. Criteria for Proposing

2.1 To propose agenda for the meeting

The Company will not include following matters as agenda for the meeting:

- (1) Matters that violate to the law, rules, and regulations of government agencies or other governing agencies are not complied with the objective, the Articles of Association, the shareholders’ resolution and the good corporate governance policy of the Company.
- (2) Other matters that the Board deems unnecessary to place as the agenda.

2.2 To propose qualified candidate to be elected as director

The person nominated to be director must have qualified qualifications and must not have the prohibited characteristics as follows:

- (1) Having such qualifications without any prohibited characteristics under the Public Limited Companies Act, Securities and Exchange Act and other relevant rules.
- (2) Having knowledge and skill in the areas significantly beneficial to the Company.

3. Procedures for Proposing

3.1 To propose agenda for the meeting

- (1) The shareholders can propose the agenda of the meeting to the Board of Directors by filling in the “**Form for proposing agenda for the 2019 Annual General Meeting of Shareholders**” with his/her signature. The form can be downloaded from <http://www.trc-con.com/en/investor-relations/download/shareholders-meeting>.

- (2) To submit the form along with the other supporting documents for the Board of directors’ consideration.

3.2 To propose qualified candidate to be elected as director

The shareholders can nominate the person to be elected as director by filling in the “**Form for proposing**

name of qualified candidate to be elected as director” and **“Information of the proposed candidate to be elected as directors”** (All forms can be downloaded from <http://www.trc-con.com/en/investor-relations/download/shareholders-meeting>. The shareholders must submit those forms along with the other supporting documents for the Board of Directors’ consideration.

4. Required Support Documents

The shareholders are required to enclose required documents with the proposal as follow:

- 4.1 The evidence of shareholding i.e. certificate of shares, confirmation letter from the Securities Companies or any other evidences from the Stock Exchange of Thailand or Thailand Securities Depository Co., Ltd.
- 4.2 Supporting documents required for proposing the agenda for the meeting and/or the nominating the person to be elected as director to be certified true and correct for the Board’s consideration.

5. Channels for Proposal Submission

In order to facilitate the shareholders, the channels for submitting proposed agenda are as follow:

- 5.1 To submit the proposal via email to Assoc. Prof. Aekkachai Nittayagasetwat, PH.D., FRM., the Chairman of Audit Committee at chairman.auditcom@trc-con.com or Ms. Ounruen Sujarittham, the Company Secretary at ounruen@trc-con.com
- 5.2 To facsimile to Assoc. Prof. Aekkachai Nittayagasetwat, PH.D., FRM., the Chairman of Audit Committee or Ms. Ounruen Sujarittham, the Company Secretary at facsimile number 0 2022 7778.
- 5.3 To submit certified true copies of documents and evidence for the Board’s consideration to the following address:

Investor Relations Department
TRC Construction Public Company Limited
No. 8, Soi Sukhaphiban 5 Soi 32, Tha Raeng,
Bang Khen District, Bangkok 10220

- 5.4 For further information, please kindly contact Investor Relations Department at telephone number 0 2022 7777 Ext. 3201, 3212 and 3213.

6. Procedures for Consideration

- 6.1 Initially, the Remuneration and Nomination Committee will consider the qualification of proposed candidate and the matter proposed by the shareholder before further proposing to the Board of Directors for consideration.
- 6.2 The matter and/or nominated person which proposed by shareholder will be informed together with the Board’s opinion in the Notice of AGM.

7. Deadline for Proposal Submission

The company provides the opportunity to shareholders to send the proposal **from 17 September to 31 December 2018.**