

## **2) Rights of Shareholders**

### **2.1 Basic Rights of Shareholders**

By awareness and emphasis on rights of shareholders, the Company therefore refrains from any act that may violate or infringe the rights of shareholders or neglect equitable treatment to shareholders. The Company takes into consideration the basic rights of shareholders which include the right to equally receive dividend payment from profit sharing, the right to buy the Company's shares back, the right of inter-communication, the right to propose meeting agenda, the right to nominate the director, the right to submit questions in relation to meeting agenda in advance, the right to attend the shareholders' meeting and vote, the right to grant proxy to other person to attend the meeting and vote in lieu of him/her, the right to express opinions and interrogate at the shareholders' meeting, the right to individually vote during election of directors so that the shareholders are entitled to truly elect the desired director, the right to consider remuneration for directors and the right to vote for appointing external auditors and determining auditor's fees. The Company also does not impede or create obstacles in giving the shareholders the chance to communicate among them. The Company shall immediately disclose shareholders agreement that may have significant impact on the Company or other shareholders.

### **2.2 Right to Consider the Remuneration for Directors**

The Company's shareholders have the right to consider all forms of remuneration for directors, whether in monetary and other non-monetary remuneration forms, such as regular remuneration, meeting allowance, bonus/gratuity and special privileges such as group insurance welfare, for consideration and approval of the shareholders on annual basis.

The Company formulated clear policy and criteria for consideration prior to proposal of remuneration for consideration of the shareholders. The said consideration includes thorough consideration and screening on the appropriateness in various aspects by comparing with the same industry, the meeting plans of the Board of Directors and business expansion and profit growth of the Company under consent of the Nomination and Remuneration Committee of PSH and the Board of Directors prior to proposal to the Shareholders' Meeting for consideration and approval.

### **2.3 Shareholders' Meeting**

#### **2.3.1 Policy for Determination of Date, Time and Venue of the Meeting to Facilitate and Encourage Meeting Attendance of All Groups of Shareholders and Institutional Investors**

In holding Annual General Meeting of Shareholders within the period of four months from closing date of annual balance sheet account, the Company shall determine date, time and venue of the meeting that are ready to facilitate convenience and encourage every group of shareholders and shareholders that are institutional investors to attend the said meeting of the Company. The Company's policy is not to hold such meeting in public holidays and commercial bank office holidays. The time of the meeting shall start from 8.30 am till 16.00 pm and will allow every shareholder to submit Registration Form or Proxy to the Company for pre-registration. The venue of the meeting will be in Bangkok zone or in the locality where the Company's Head Office is located to facilitate the shareholders in easy travelling to attend the meeting. Information on the date, time, venue and meeting agenda shall be provided with clarifications and reasons supporting each agenda or requested resolution as specified in Invitation Letter to the Annual General Meeting of Shareholders and Extraordinary Meeting of Shareholders or in the enclosed meeting agenda documents without limitation of the opportunity of the shareholders to learn about the Company's information. The Company may also call the Extraordinary Meeting of Shareholders if deemed necessary or appropriate by the Board of Directors.

In last 2017, the Company held Annual General Meeting of Shareholders on April 21, 2017 from 10.00 pm-11.17 pm at Banyan Ballroom, 10<sup>th</sup> Floor, Banyantree Hotel, Address No. 21/100 South Sathorn Road, Sathorn, Bangkok. The shareholders could conveniently travel to attend the meeting since the meeting venue is located in downtown which is convenient for transportation and nearby public transportation system such as BTS and MRT. The Company also delivered Meeting Invitation Letter to shareholders and meeting venue map, clearly indicating travelling detail. In addition, the Company coordinated with the shareholders that are institutional investors to deliver Proxy to the Company in advance for appropriateness verification prior to the meeting date in order to facilitate the meeting attendance of the shareholders as well.

#### **2.3.2 Stamp Duty Stamping Service in Proxy**

The Company provides stamp duty stamping service for the proxies who attend the meeting free of charge at the point of registration document verification in order to reduce the burden of shareholders in acquisition of stamp duty.

## 2.4 Shareholding Structure of the Company

The shareholding structure of the Company indicates the preventive mechanism for business domination that is exercised by the Management or regulator as self- protection in the event of inefficient or non-transparent management such as no cross-shareholding in the group of companies, and no pyramid shareholding in the Group of Companies.

## 2.5 Allowing the Shareholders to Propose Meeting Agenda, Nominate Directors and Submit Questions in Advance Prior to the Meeting Date

The Company gives the shareholders the opportunity to nominate the list of directors and submit questions pertaining to the Company in advance prior to the meeting date by determining clear channel and criteria to indicate fairness and transparency of the consideration, notifying the shareholders for acknowledgement, and publicizing the said criteria on the Company's website.

For the 2017 Annual General Meeting of Shareholders, the Company allowed the shareholders to propose meeting agenda, nominate list of directors, and submit questions in advance prior to the meeting date starting from September 15, 2016 to December 30, 2016, and announced to the Stock Exchange of Thailand and on the Company's website (www.pruksa.com under Topic of "Investor Relations").

## 2.6 Process in Shareholders' Meeting Date

### 2.6.1 Meeting Attendance and Registration

In meeting attendance, the shareholders should bring identification documents such as ID card or passport for meeting attendance. In the event of attendance by proxy of an ordinary person, the evidences of the principal, such as the filled-out proxy form and a copy of ID card or passport copy, must be presented. In the event of a proxy of a juristic person on behalf of the representative, the evidences of the principal such as proxy form and a certified true copy of certificate of the juristic person registration, must be presented. The Company will open for the shareholders to register for meeting attendance in advance prior to the meeting time.

### 2.6.2 Meeting Attendance of the Chairman of the Board, Chairman of the Sub-Committees and Topmost Executives of the Company in the Shareholders' Meeting

Due to the Company's emphasis on the Shareholders' Meeting, the Board of Directors therefore shall attend the Shareholders' Meeting which is chaired by the Chairman of the Board. In addition, the topmost executive of the Company (Chief Executive Officer), the first four ranking executives, external auditor or representatives shall also attend the meeting for opinion hearing and reply of queries raised by the shareholders all together.

List of the Board of Directors	Number of Meeting Attendance/Number of Times with Right to Attend the Meeting
	2017 Annual General Meeting of Shareholders
1. Dr.Pisit Leeahtam	1/1
2. Mr.Thongma Vjijtpongpun	1/1
3. Mr.Weerachai Ngamdeevilaisak	1/1
4. Mr.Adul Chandanachulaka	1/1
5. Dr.Piyasvasti Amranand	1/1
6. Dr.Prasarn Trairatvorakul	1/1
7. Mr.Wichian Mektrakarn	1/1
8. Dr.Anusorn Sangnimnuan	1/1
9. Mr.Prasert Taedullayasatit	0/0
10. Mrs.Ratana Promsawad	1/1
11. Mr.Piya Prayong	1/1
12. Mr.Theeradej Kerdsamang *	1/1
13. Mr.Nimit Poonsawat **	0/0

Remark

\* Mr.Theeradej Kerdsamang was appointed as the director of the Company on February 16, 2017.

\*\* Mr.Nimit Poonsawat was appointed as the director of the Company on April 21, 2017.

### **2.6.3 Determination of Meeting Agenda**

In the event where there are several items of the meeting agenda of the Shareholders' Meeting, the Company shall clearly determine meeting agenda in individual matter, and arrange resolution for each item, such as agenda of director election, determination of power and remuneration for director.

The Company shall avoid adding any additional agenda which are not determined in advance in the Shareholders' Meeting since addition of other agenda that requires resolution without determination in meeting agenda is unfair for the shareholders who are absent from the meeting attendance. In last 2017, the Company did not add other agenda which were not specified in meeting invitation letter for consideration and approval of the Shareholders' Meeting.

### **2.6.4 Vote Checker**

The Company shall arrange an independent person for counting or checking votes at the Annual General Meeting of Shareholders and Extraordinary Meeting of Shareholders, and disclose to the meeting for acknowledgement and record in the meeting minutes.

### **2.6.5 Notification of Vote Counting Practice and Giving the Shareholders the Opportunity to Interrogate/ Express Opinions**

At each Meeting of the Shareholders, the Company shall clarify the shareholders about voting and vote count procedures before commencing the meeting under agenda accordingly. The vote count procedure shall be separately explained between the shareholders who attend the meeting in person and by proxy. Ballot sheets shall be used by the shareholders for disagreed voting or abstaining from voting. In regards to voting for election of the director, the Company allows the shareholders to vote the director individually using ballot sheet so that the shareholders are entitled to truly vote for the desired director. During the meeting, all shareholders will be given equal opportunity to express opinions and interrogate within appropriate time. In voting, the Company shall count one share as one vote and majority vote is deemed as resolution. If votes are equal, the Chairman of the Meeting shall separately perform one casting vote apart from voting on behalf of the shareholder.

### **2.6.6 Use of Ballot Sheet**

The Company shall support the use of ballot sheet both for the main agenda by law and important agenda such as performing connected transactions or performing asset acquisition or disposition transaction, etc. for transparency and accountability in the event of any consequent disputes.

### **2.6.7 Recording of Meeting Minutes**

The Company shall thoroughly record in writing in meeting minutes about the notification of voting, vote count and use of ballot sheet procedure for acknowledgement of the shareholders prior to meeting commencement, as well as name list and position of the directors who attend the meeting and the directors who are absent from the meeting, and queries, replies, clarifications, opinions, and meeting resolutions in each agenda whereas disagreed and abstained votes shall be classified. The said written record allows the shareholders who are absent from the meeting to be informed and able to verify on participation of the directors of the Company in each Meeting of Shareholders. In the event where any director of the Company has interest in any meeting agenda, he/she must not be present in the meeting and has no right to vote in that matter except voting for election or removal of director.

## **2.7 Dividend Payment**

The Board of Directors may consider annual dividend payment of the Company which requires the approval of the Shareholders' Meeting. However, dividend shall be paid to the shareholders in the event where the Company's turnover is profitable without retained deficit and dividend payment shall be divided based on number of shares for equal amount per share.

According to the Company's policy, annual dividend shall be paid to the shareholders twice a year in the rate of no less than 50% (it is effective from January 22, 2016) of net profit of consolidated financial statements of the Company after deduction of legal reserve. In considering dividend payment, the Company shall concern on turnover and return of the shareholders in long-term.

Moreover, if the Board of Directors deems that the Company generates adequate profit for dividend payment, interim dividend may be periodically paid to the shareholders and reported to the Shareholders' Meeting for acknowledgement in the next meeting. The remaining profit from dividend payment under resolution of the Shareholders' Meeting or the remaining part from interim dividend payment shall be appropriated as reserves as deemed proper by the Board of Directors, or appropriated as reserve capital as the Company's capital fund accordingly. The Company shall pay dividend within 1 month from the resolution date of the Shareholders' Meeting or within 1 month after the resolution date of the Board of Directors in the event of interim dividend payment of the Company. The Company shall also issue notice to the shareholders for acknowledgement and notify dividend payment in the newspaper.

## **2.8 Appointment and Determination of Auditor Remuneration**

The Shareholders' Meeting shall appoint and determine remuneration of the Company's auditor pursuant to the suggestion of the Board of Directors. The auditor shall not be the director, staff, employee or person who holds any position in the Company.