



Criteria for Minority Shareholders to Propose Agenda and Nominate Candidate to be Elected as Director for the 2014 Annual General Meeting of Shareholders of BTS Group Holdings Public Company Limited

BTS Group Holdings Public Company Limited (“the Company”) is recognized and aware of the importance of the equitable and fairness treatment of all shareholders as an enhancement of the good corporate governance which is one of the factors leading to the success of the business. Therefore, the Company gives the opportunity to the minority shareholders to propose the agenda and nominate a candidate to be elected as Director in advance at the Annual General Meeting of Shareholders to which the meeting is scheduled to be held around July of every year.

For the 2014 Annual General Meeting of Shareholders, the shareholders are cordially invited to propose the agenda and nominate a candidate to be elected as Director in advance during the period between December 25, 2013 and March 31, 2014. In order to provide clear and transparency procedures and methods, the Company has set up the criteria and published as follows:

1. Qualifications of the Shareholders

The shareholders who wish to propose the agenda or nominate Director shall possess all qualifications as follows:

- 1.1 Being the shareholder of the Company, either individually or collectively;
- 1.2 Holding shares not less than 3% of the Company’s total issued shares; and
- 1.3 Continuously holding shares in the number as specified in Clause 1.2 for at least 6 months by the date the shareholder proposes the agenda or nominates Director.

2. Proposal of Agenda

2.1 The proposal that will not be included in the agenda:

- (1) A proposal that violates to the law, notifications, rules and regulations of the government agencies or other governing agencies or is not complied with the objectives, the articles of association, the shareholders’ resolution or the good corporate governance of the Company.
- (2) A proposal that relates to the Company’s normal business operation and the reference made by the shareholder does not indicate any irregularity thereof.
- (3) A proposal that relates to a routine matter or is within the management authority of the Board of Directors except those matters having a significant negative impact on the shareholders in general.
- (4) A proposal that is beyond the ability of the Company to perform.
- (5) A proposal that is solely beneficial to any specific person or group.
- (6) A proposal that the shareholders already proposed to the shareholders’ meeting during the past 12 months but was supported by less than 10 % of the total voting shares and there is no material change on the facts of the said matter.
- (7) A proposal for the matter that the Company has already adopted or implemented.
- (8) A proposal that the information provided by the shareholder is incomplete, incorrect, or having untrue statement, ambiguous or not proposing within the specified time.
- (9) A proposal that is not beneficial to the Company’s operation.

2.2 Supporting Documents for the Proposal of Agenda

- (1) Evidence of Shareholding to show the full qualifications as specified in Clause 1, i.e. a certificate issued by the securities company or any other evidence issued by the Stock Exchange of Thailand or Thailand Securities Depository Co., Ltd.
- (2) Form to Propose Agenda to the 2014 Annual General Meeting of Shareholders (Form A) attached hereto, together with the shareholder’s signature affixed therein.
- (3) Shareholder’s Identification, valid and certified true copy, as follows:

Individual	:	Copy of identification card / passport (in case of foreigner)
Juristic Person	:	Copy of affidavit issued not more than 3 months and copy of identification card / passport (in case of foreigner) of the authorized representative affixing signature on Form A

- (4) If a shareholder has changed their title, name, or surname, the copy of evidence of those changes must be enclosed and certified true copy.
- (5) Each Form A is to be used for one proposed agenda only. If there are proposals of more than one agenda, Form A must be filled in separately for each agenda.
- (6) If there are several shareholders collectively proposing the agenda, all shareholders must fill in Form A and affix their signatures and enclose the evidences of shareholding and identification of each of them. In this regard, all shareholders shall jointly appoint one of the shareholders as their contact person with the Company and fill in the contact person name in the Form. Any contact from the Company to such contact person shall be deemed that such is a contact with all shareholders.
- (7) Documents in support of consideration of the Board of Directors (if any).

2.3 Submission of Documents

- (1) In order to allow the Company to review the information and check the documents and to allow the Board of Directors to have sufficient time to consider the agenda, documents specified in Clause 2.2 **must be delivered to and arrived at the Company no later than March 31, 2014**, via registered mail to the following address:

Office of the Company Secretary
BTS Group Holdings Public Company Limited
15th Floor, TST Tower, No. 21, Soi Choei Phuang, Viphavadi-Rangsit Road
Chomphon, Chatuchak, Bangkok 10900

- (2) Before sending the original documents as specified in paragraph (1), the shareholder may unofficially submit the copy of such documents via email address of the Company Secretary at CompanySecretary@btsgroup.co.th or via facsimile at 0-2273-8610.

2.4 Consideration Procedure

- (1) The Company Secretary will have a preliminary review of the proposal for the Board of Directors as follows:
 - (1.1) If it appears that the shareholder does not possess all qualifications as specified in Clause 1, the Company Secretary will notify such shareholder in writing for the close of such matter within April 11, 2014.
 - (1.2) If it appears that the shareholder possesses all qualifications as specified in Clause 1 but the information or documents are incomplete or incorrect, the Company Secretary will notify such shareholder in writing within April 11, 2014 and if such shareholder fails to rectify or provide information or deliver documents completely and correctly within April 25, 2014, the Company Secretary will notify such shareholder in writing for the close of such matter.
 - (1.3) For the cases not falling into paragraph (1.1) or (1.2), the Company Secretary will gather the documents and propose the matter to the Board of Directors.
- (2) The Board of Directors will consider the appropriateness of the agenda to be proposed to the shareholders' meeting. The matters to be proposed as agenda shall not be the matters specified in Clause 2.1, unless the Board of Directors considers otherwise.
- (3) If the proposed matter has been approved by the Board of Directors to be included as agenda of the shareholders' meeting, the Company will specify in the invitation as the agenda from the shareholders together with the opinion of the Board of Directors.
- (4) If the proposed matter has not been approved by the Board of Directors, the Company will notify the shareholder proposing such agenda of the Board of Directors' resolution and reasons within the next business day from the resolution date and notify the Annual General Meeting of Shareholders as a matter for acknowledgement and specify the reasons of such refusal.

3. Nomination of Director

- 3.1 A person to be nominated for the election as Director shall possess qualifications and shall not have any prohibited characteristics as follows:
- (1) Having qualifications and not having any prohibited characteristics under the Public Limited Companies Law, Securities and Exchange Law, rules and regulations of the Company and relevant governing agencies and the good corporate governance of the Company;
 - (2) Having knowledge and skill significantly beneficial to the Company's businesses;
 - (3) Being independent, able to perform as Director with duty of care and duty of loyalty, having good health both mentally and physically, able to contribute and dedicate for the Company's matters and having good working experience; and
 - (4) Not engaging in a business or being a partner in a general partnership or being an unlimited liabilities partner in a limited partnership or a director in other private or public company which carries on businesses with the same nature and in competition with the Company's businesses.
- 3.2 Supporting Documents for the Nomination of Director
- (1) Evidence of Shareholding to show the full qualifications as specified in Clause 1, i.e. a certificate issued by the securities company or any other evidence issued by the Stock Exchange of Thailand or Thailand Securities Depository Co., Ltd.
 - (2) Form to Nominate the Candidate to be Elected as Director for the 2014 Annual General Meeting of Shareholders (Form B) attached hereto, together with the shareholder's signature affixed therein.
 - (3) Form of Information of the Candidate for Director Election and Consent Letter (Form C) attached hereto, together with the candidate's signature affixed therein.
 - (4) Supporting documents of candidate's qualifications including the education and working experience (Curriculum Vitae), certified true copy by the candidate.
 - (5) Shareholder's Identification, valid and certified true copy, as follows:

Individual	:	Copy of identification card / passport (in case of foreigner)
Juristic Person	:	Copy of affidavit issued not more than 3 months and copy of identification card / passport (in case of foreigner) of the authorized representative affixing signature on Form B
 - (6) If a shareholder has changed their title, name, or surname, the copy of evidence of those changes must be enclosed and certified true copy.
 - (7) Each set of Form B and Form C is to be used for the nomination of one Director only. If there is a nomination of more than one Director, a set of Form B and Form C shall be prepared separately for each candidate.
 - (8) If there are several shareholders collectively nominating the Director, all shareholders must fill in Form B and affix their signatures and enclose the evidences of shareholding and identification of each of them. In this regard, all shareholders shall jointly appoint one of the shareholders as their contact person with the Company and fill in the contact person name in the Form. Any contact from the Company to such contact person shall be deemed that such is a contact with all shareholders.
 - (9) Documents in support of consideration of the Board of Directors (if any).
- 3.3 Submission of Documents
- (1) In order to allow the Company to review and verify submitted information and documents and to allow the Nomination and Remuneration Committee and the Board of Directors to have sufficient time in making consideration, documents specified in Clause 3.2 **must be delivered to and arrived at the Company no later than March 31, 2014**, via registered mail to the following address:

Office of the Company Secretary
BTS Group Holdings Public Company Limited
15th Floor, TST Tower, No. 21, Soi Choei Phuang, Viphavadi-Rangsit Road
Chomphon, Chatuchak, Bangkok 10900

- (2) Before sending the original documents as specified in paragraph (1), the shareholder may unofficially submit the copy of such documents via email address of the Company Secretary at CompanySecretary@btsgroup.co.th or via facsimile at 0-2273-8610.

3.4 Consideration Procedure

- (1) The Company Secretary will have a preliminary review of the proposal for the Nomination and Remuneration Committee as follows:
 - (1.1) If it appears that the shareholder does not possess all qualifications as specified in Clause 1, the Company Secretary will notify such shareholder in writing for the close of such matter within April 11, 2014.
 - (1.2) If it appears that the shareholder possesses all qualifications as specified in Clause 1 but the information or documents are incomplete or incorrect, the Company Secretary will notify such shareholder in writing within April 11, 2014 and if such shareholder fails to rectify or provide information or deliver documents completely and correctly within April 25, 2014, the Company Secretary will notify such shareholder in writing for the close of such matter.
 - (1.3) For the cases not falling into paragraph (1.1) or (1.2), the Company Secretary will gather the documents and propose to the Nomination and Remuneration Committee.
- (2) The Nomination and Remuneration Committee will consider the appropriateness of a candidate to be nominated for the election as Director and further propose to the Board of Directors. The candidate shall possess qualifications and do not have any prohibited characteristics as specified in Clause 3.1, unless the Nomination and Remuneration Committee or the Board of Directors considers otherwise.
- (3) If the candidate has been approved by the Board of Directors, such candidate will be nominated as Director at the shareholders' meeting and such candidate will be specified in the invitation as the Director nominated by the shareholders together with the opinion of the Nomination and Remuneration Committee and the Board of Directors.
- (4) If the candidate has not been approved by the Nomination and Remuneration Committee or the Board of Directors, the Company will notify the shareholder nominating such candidate of the Nomination and Remuneration Committee's resolution or the Board of Directors' resolution within the next business day from the resolution date and notify the Annual General Meeting of Shareholders as a matter for acknowledgement.

Form to Propose Agenda to the 2014 Annual General Meeting of Shareholders

(1) I, Mr./Mrs./Miss being the shareholder of BTS Group Holdings Public Company Limited ("the Company"), holding shares, residing at no. Road Sub-district District Province Home/Office Tel. No. Mobile No. E-mail

(2) I would like to propose the agenda for the 2014 Annual General Meeting of Shareholders, as follows:
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.....
.....
.....

and I have supporting information / facts / reasons as follows:
.....
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.....
.....

, together with additional supporting documents (if any), which have been certified true and correct on each page in a number of pages.

(3) I hereby appoint Mr./Mrs./Miss, the shareholder, to be the contact person according to Clause 2.2 (6)

I certify that the above information, evidence of shareholding and additional supporting documents are all correct and hereby affix my signature as evidence thereof.

..... Shareholder's signature
(.....)
Date

Remarks

- 1. Shareholder must enclose the supporting documents as specified in Clause 2.2 and the originals must be delivered to and arrived at the Company no later than March 31, 2014. Before sending the originals, the shareholder may unofficially submit the copy of such documents via email address of the Company Secretary at CompanySecretary@btsgroup.co.th or via facsimile at 0-2273-8610.
2. Each Form A is to be used for one proposed agenda only. If there are proposals of more than one agenda, Form A must be filled in separately for each agenda.
3. If there are several shareholders collectively proposing the agenda, all shareholders must fill in Form A and affix their signatures and enclose the evidences of shareholding and identification of each of them.
4. If a shareholder has their title, name, or surname changed, the copy of evidence of those changes must be enclosed and as a certified true copy.
5. The Company reserves the rights to revoke the rights of the shareholder who has provided incomplete or incorrect information or cannot be contacted or unqualified.

**Form to Nominate the Candidate to be Elected as Director
For the 2014 Annual General Meeting of Shareholders**

(1) I, Mr./Mrs./Miss being the shareholder of BTS Group Holdings Public Company Limited (“the Company”), holding shares, residing at no. Road Sub-district District Province Home/Office Tel. No. Mobile No. E-mail

(2) I would like to nominate Mr./Mrs./Ms. Age years, who is fully qualified and does not have any prohibited characteristics in accordance with the criteria of the Company, to be the Director. I hereby provide the information and consent letter of the candidate in the attached Form of Information of the Candidate for Director Election and Consent Letter (Form C), including the supporting documents of candidate’s qualifications, i.e. the education and working experience.

(3) I hereby appoint Mr./Mrs./Miss, the shareholder, to be the contact person according to Clause 3.2 (8)

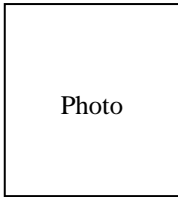
I certify that the above information, evidence of shareholding, Form C and supporting documents are all correct and hereby affix my signature as evidence thereof.

..... Shareholder’s signature
(.....)
Date

Remarks

1. Shareholder must enclose Form of Information of the Candidate for Director Election and Consent Letter (Form C) and the supporting documents as specified in Clause 3.2 and the originals must be delivered to and arrived at the Company no later than March 31, 2014. Before sending the originals, the shareholder may unofficially submit the copy of such documents via email address of the Company Secretary at CompanySecretary@btsgroup.co.th or via facsimile at 0-2273-8610.
2. Each set of Form B and Form C is to be used for the nomination of one Director only. If there is a nomination of more than one Director, a set of Form B and Form C must be prepared separately for each Director.
3. If there are several shareholders collectively nominating the Director, all shareholders must fill in Form B and affix their signatures and enclose the evidences of shareholding and identification of each of them.
4. If a shareholder has their title, name, or surname changed, the copy of evidence of those changes must be enclosed and as a certified true copy.
5. The Company reserves the rights to revoke the rights of shareholder who has provided incomplete or incorrect information or cannot be contacted or unqualified.

Form of Information of the Candidate for Director Election and Consent Letter



1. Personal Details

(1) **General Information** (Please enclose a copy of valid identification card / passport (in case of foreigner) and certified true copy)

Name / Surname (Thai)
 Name / Surname (English)
 Nationality Date of Birth Age years
 Address No..... Road Sub-district District.....
 Province Home/Office Tel. No. Mobile No.....
 E-mail

(2) **Education** (Please enclose a certified true copy of academic qualification certificates)

<input type="checkbox"/> Undergraduate	<input type="checkbox"/> Bachelor's Degree	<input type="checkbox"/> Above Bachelor's Degree
Year	Institution	Major
.....
.....
.....
.....

Thai IOD Training Programs Year

<input type="checkbox"/> Director Certification Program (DCP)
<input type="checkbox"/> Director Accreditation Program (DAP)
<input type="checkbox"/> Audit Committee Program (ACP)
<input type="checkbox"/> The Role of the Compensation Committee (RCC)
<input type="checkbox"/> Role of the Nomination & Governance Committee (RNG)
<input type="checkbox"/> Other (Please specify).....

(3) **Working Experience** (Please enclose the certified true copy of Curriculum Vitae)

Year	Company	Position
.....
.....
.....
.....

(4) **Shareholding in BTS Group Holdings Public Company Limited** (including spouse and minor child and also including the juristic person that such person or spouse or minor child holding more than 30% of the total voting rights of the said juristic person)

Ordinary Shares (BTS) shares
 Warrants (BTS-W3) units

(5) **Having direct / indirect interests** (Please specify nature of the transactions and characteristics of such interests, including transaction value)

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2. No Prohibited Characteristics and Consent from the Candidate

I,, acknowledge and give my consent of being nominated for the election as Director of BTS Group Holdings Public Company Limited in the 2014 Annual General Meeting of Shareholders, and certify that the information provided above is true and supporting documents submitted herewith are complete, accurate, and correct, and without omission of any material facts. I hereby certify that I possess qualifications and do not have any prohibited characteristics as stipulated by the Public Limited Companies Law, Securities and Exchange Law, rules and regulations of the Company and relevant governing agencies and the good corporate governance of the Company, including criteria as specified in Clause 3.1. I agree that if the Board of Directors has nominated me for the election as Director to the shareholders' meeting, I shall fully cooperate with the Company and comply with the rules and regulations of the Company.

.....Candidate's signature
(.....)
Date