



Proposal for the 2020 Annual General Meeting of Shareholders Agenda

Criteria for proposing of the shareholders who wish to propose the 2020 Annual General Meeting of Shareholders Agenda:

Objectives

Areeya Property Public Company Limited provides equal treatment of all shareholders. To promote good corporate governance and to encourage shareholders participation, the company allows shareholders to propose any issues they deem important and which could benefit the company as agendas at the 2020 Annual General Meeting of Shareholders in accordance with the company's criteria.

Criteria

1. The shareholder, or a group of shareholders, who wishes to propose any issue as an agenda for the shareholders meeting must own at least 0.1% of the company's total shares and have continuously maintained the minimum percentage of shares over the last 12 months up until the proposal date for the agenda.
2. Proposing the agenda for shareholders meeting
The shareholder who fulfills criteria no.1 is allowed to propose issues to be on the agenda at the shareholder's meeting. This can be done by filling out the form "**the 2020 Annual General Meeting of Shareholders** Agenda Proposal Form" or by sending an unofficial proposal via facsimile at 02-798-9999 or through E-mail address "kittiyarat@areeya.co.th" before sending the original "**the 2020 Annual General Meeting of Shareholders** Agenda of shareholder Proposal Form". Evidence of shareholdings, which includes certificate from a securities broker or other evidence from the Thailand Securities Depository Company Limited or the Stock Exchange of Thailand, and other additional documents that might be useful to board's consideration (if any) must also be forwarded to the company during March 24, 2020 to April 23, 2020 to the following address:

Company Secretary

Areeya Property Public Company Limited

999 Praditmanutham Road, Saphansong, Wangthonglang, Bangkok 10310



In case a group of shareholders wishes to propose agenda, each shareholder must individually fill out and sign the “2020 Annual General Meeting of Shareholders Agenda Proposal Form” before these are submitted to the company.

3. To ensure the effectiveness of the shareholders meeting, the company reserves the right not to include the following issues at the meeting:
 - 1) Issues concerning normal business operations
 - 2) Issue beyond the control of the company
 - 3) Issue that the shareholders have proposed for consideration during the last 12 months which receives less than 10% of total votes and for which the essence of the issue has not significantly changed.
 - 4) Issues proposed by shareholders who aren't fulfilling the criteria, or does not provide adequate documentation, or proposals to the agenda outside of the proposal period.
 - 5) Issues which are not beneficial for the company's operations.
 - 6) Issues or evidence proposed by any shareholder which are not true or carry obscure meanings.
 - 7) Issues concerning the authority of the company's management, unless it could potentially cause significant damage to shareholders.
 - 8) Issues that violate laws and regulations, regulatory bodies, related organizations, or which does not conform to the company's objectives and regulations or its business ethics.
 - 9) Issues that are required by law to be considered by a shareholders meeting and is deemed as a regular agenda for every shareholders meeting.
 - 10) Issues which the company already acts on.
 - 11) Issues which are similar to other proposed agenda.
4. The company's independent directors will consider the proposed issues before proposing these to the company's board of directors. The issues which the company's board deems appropriate will be set as an agenda for the 2020 Annual General Meeting of Shareholders. For issues which fail to obtain the board's approval, the shareholder whom made the proposal will receive clarification from the company on the issue either through the company's website or other appropriate means of communication.
5. The company reserves the rights not to proposal of 2019 AGM. In case the shareholders do not fill the form or not enclosed evidences of their shareholders completely as following the regulation of company's provided.