

Criteria for the shareholders to propose meeting agenda or to propose director candidate for the 2019 ordinary shareholders meeting.

1. The shareholder or group of shareholders, who wishes to proposed any issue as an agenda or proposed director candidate for shareholders meeting must have at least 0.1% of the company's paid – up shares and has continuous holding period until the agenda proposal date of at least 12 months.
2. The shareholder who fulfills criteria no.1 can propose issue to be agenda in shareholders meeting by filling out the form “ 2019 Ordinary Shareholders Meeting Agenda Proposal Form ” ( Form A ) or propose director candidate by filling out the form “ 2019 Ordinary Shareholders Meeting Director Candidate Proposal Form ” ( Form B ) and attach complete evidence of shareholdings, which includes certificate from securities broker or other evidence from Thailand Securities Depository Company Limited or the Stock Exchange of Thailand send to the company within December 31, 2018. The shareholders can infomally submit proposing agenda or proposing director candidate by via company's website at [www.itcitycorporate.com](http://www.itcitycorporate.com) from December 1, 2018 until December 31, 2018 before send the original to the company in address below :

Company Secretary  
IT CITY Public Company Limited  
604/3 Pantip Plaza Bld. 5<sup>th</sup>- 6<sup>th</sup> Fl.,  
Petchburi Rd., Tanonpetchburi,  
Rajthevee, Bangkok 10400

In case of a group of shareholders proposing meeting agenda or proposing director candidate, every shareholder must fill out “ Form A ” or “ Form B ” with signature and submit to the company together.

The Company will inform shareholders on its website to propose agenda or director candidate. Then the proposed agenda or director candidate will be presented to the Board of Directors for consideration.

3. In case one or more than shareholders propose more than one agenda or more than one director candidate, the shareholder must fill the form of “ 2019 Ordinary Shareholders Meeting Agenda Proposal Form ”, one form per one agenda or “ 2019 Ordinary Shareholders Meeting Director Candidate Proposal Form ”, one form per one candidate.

4. The proposal approved by the Board along with the Board opinion will be included in the Agenda of the AGM notice. For the proposal disapproved by the board, the company will inform the shareholders with the reason of the Board's refusal through the SET's channel. Such information will be posted in the Company's website .

5. Qualifications of Directors

5.1 Are highly qualified and possess none of the characteristics prohibited under the Public Company Limited Act.

5.2 Are knowledgeable, capable and possess a variety of skills and working experiences that are beneficial for the Company.

5.3 Are capable of providing leadership and able to efficiently and effectively monitor the business conduct of the Company's executives.

5.4 Having an interest in the Company's business with dedication of time to perform the duty.

5.5 Not being a political official, director or official of a political party.

**The Proposal that will not be placed on the Agenda**

1. The proposal that violates to the law, rules, regulations of government agencies or other governing agencies or and not complied with the objective, the article of association, the shareholders' resolution, the good corporate governance of the company.

2. The proposal that is beneficial for specific person or group.

3. The proposal that is the power and authority of the company unless it causes the significant affect on the shareholder in general.

4. The proposal that the company has already operated.

5. The proposal that is beyond the control of the company.

6. The proposal that the shareholders already proposed in shareholders' meeting within the past 12 months and were supported by less than 10% of total voting shares, provided that the facts of said matter have not yet changed significantly.

7. The proposal that the information shareholders provided is incomplete or incorrect.

8. The proposal that the shareholders who does not fulfill criteria, does not provide adequate documents, or does not propose the agenda during the proposal period.

9. The company's secretary will consider the proposal before proposing to the board of directors.

2019 Ordinary Shareholders Meeting Agenda Proposal Form  
IT CITY PUBLIC COMPANY LIMITED

Date.....

Name – Surname ( proposer ).....

Address.....

Telephone Number ( Home / Office ).....

Mobile Phone Number.....

Facsimile Number.....

E-mail Address.....

Numbers of Share Holding.....shares

Period of Share Holding.....months

Proposed Agenda

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Objective / Rationale ( please provide supporting documents, if any )

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I,( Mr./Mrs./Miss )....., certify that the information provided above is complete and true, and the evidence of shares held and other supporting documents submitted herewith are authentic.

Signature.....Shareholder

(.....)

2019 Ordinary Shareholders Meeting Director Candidate Proposal Form  
IT CITY PUBLIC COMPANY LIMITED

Date.....

Name – Surname ( proposer ).....

Address.....

Telephone Number ( Home / Office ).....

Mobile Phone Number.....

Facsimile Number.....

E-mail Address.....

Numbers of Share Holding.....shares

Period of Share Holding.....months

(1.) I would like to nominate ( Mr./Mrs./Miss ).....age..... as a qualified candidate who possesses all qualifications as stated in criteria 5 indicating qualifications of Directors to be appointed as the Company’s director. Such people has made his/her consent and certifies that all documents submitted herewith, personal profile, resume and other supporting documents as such, are true and authentic.

(2.) I, ( Mr./Mrs./Miss )....., certify that the information provided above is complete and true, and the evidence of shares held and other supporting documents submitted herewith are authentic.

Signature.....Shareholder  
(.....)

(3.) I, ( Mr./Mrs./Miss )....., who has been nominated as a candidate for director the Company, hereby consent and certify that the information disclosed and documents submitted herewith are true and authentic.

Signature.....Candidate  
(.....)

Remarks:

1. The shareholder must enclose the evidence of shareholding, i.e. certificate issued by securities company or any other evidences issued by the Stock Exchange of Thailand (SET). For a juristic shareholder, a photocopy of the juristic entity's Affidavit and a certified true and correct photocopy of valid identification card or passport ( in case of a foreigner ) of authorized person(s) of that juristic entity shall be attached.
2. In case a group of shareholders proposes the agenda, each shareholder must fill in and sign this " Form A " or " Form B " as evidence separately. Then the forms should be gathered into one set .
3. In case the shareholders change their title, name, or surname, a certified true and correct photocopy of evidence of the change shall be enclosed.
4. A shareholder who provides incomplete or incorrect information, or is unable to be contacted or unqualified shall not be entitled to propose the Agenda.
5. The shareholders may informally submit " Form A " or " Form B " to the company's secretary by facsimile at 0-2656-5049 before submitting the original within December 31, 2018 ( at the company's address according to criteria 2 )