

## **Rule for the Shareholders to Propose Meeting Agenda in Advance for the Annual General Meeting of Shareholders to be convened in year 2020**

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### **Objective**

Lanna Resources Public Company Limited ("Company") has established policy to ensure equitable treatment for every shareholder, particularly the minority shareholders. Therefore, in order to conform with the principles of good corporate governance, the Company provides opportunity for the shareholders to propose any matter which is considered beneficial to the Company in advance to be considered for inclusion into the meeting agenda for the Annual General Meeting of Shareholders to be held in year 2020, which is considered as granting shareholder's right in addition to shareholder's right as specified in the Company's regulation and relevant law, by following the rule as established by the Company as follows.

### **Rule for Granting the Right to Shareholders**

#### **(1) The Qualifications of the Shareholders**

- (1.1) Being the shareholder of the Company, which can be either one shareholder or combined number of shareholders
- (1.2) A shareholder or combined number of shareholders with shareholding of no less than 0.50 percent of the total number of voting rights of the Company has the right to propose the agenda items (the Company's current registered capital which are all ordinary shares with voting right of 525 million shares (in round figure); therefore, the minimum shareholding of 0.50 percent of the total number of voting rights of the Company is equivalent to 2.625 million shares)
- (1.3) The shareholder(s) must have their names in the shareholders' registration as at the date of closing of shareholders' registration book by the Board of Directors to determine the right to attend the shareholders' meeting in that year.

#### **(2) Proposal of Meeting Agenda for the Shareholders' Meeting**

- (2.1) The qualified shareholder according to (1) can propose matters to be included in the meeting agenda for the Annual General Meeting of Shareholders by filling in "**Form A**", enclosing all and complete related supporting documents, and submitting them to the Company according to channels specified in (5) and within the time period specified in (6).
- (2.2) In case of combined shareholders proposing the meeting agenda, every shareholder must fill in "**Form A**" and sign their names as evidence before gathering those forms into one set for submission.
- (2.3) The Board of Directors shall not consider or include the following matters into the shareholders' meeting agenda.
  - (2.3.1) Matter that violates the laws, notifications, rules and regulations of government agencies or governing agencies of the Company and/or not in accordance with the objectives, regulations, meeting's resolutions, and corporate governance of the Company.
  - (2.3.2) Matter that is beyond the authority of the Company or the Board of Directors to take action.
  - (2.3.3) Matter that concerns normal business operation of the Company and the shareholder's claim does not indicate any reasonable suspicion of irregularity
  - (2.3.4) Matter that the shareholders had proposed in the shareholders' meeting during the past 12 months and such matter was voted in favor by less than 10 percent of total shares with voting right of the Company and the facts of the said matter have not been changed significantly from previous proposal.
  - (2.3.5) Matter proposed by the shareholder who is not fully qualified or whose information or supporting documents enclosed are incorrect or incomplete, or the proposal is submitted after the deadline.
  - (2.3.6) Matter proposed that is beneficial only to a specific person or group.
  - (2.3.7) Matter proposed is within the power and authority of the Board of Directors of the Company, but it causes significant damage to the shareholders in general.
  - (2.3.8) Other matters deemed by the Board of Directors that are not necessary to be placed as meeting agenda (by which the Board of Directors shall clarify and explain the reason to the shareholders).

**(3) Process by the Company's Board of Directors after Receiving Proposal from the Shareholders**

- (3.1) The Company Secretary shall present the matter as proposed by the shareholder(s) according to (2) above to the Board of Directors for its consideration at the next meeting after the closing of submission period, by which the Board of Directors' Meeting is scheduled by March 2020.
- (3.2) Inclusion of the proposed matter by the Shareholder as additional meeting agenda shall be considered and conducted as follows:
  - (3.2.1) The matter, which the Board of Directors has considered appropriate and should be included in the meeting agenda, shall be put in the shareholders' meeting invitation, and opinion of the Board of Directors shall mention that such agenda has been proposed by the shareholders. The decision or resolution by the Company's Board of Directors is deemed as final.
  - (3.2.2) The matter, which the Board of Directors has considered not to include in the meeting agenda, shall be informed to the shareholders with reasons on the Company's website, including disclosure of the above information through the channels of the Stock Exchange of Thailand before the meeting and the shareholders shall be informed again during the shareholders' meeting.
  - (3.2.3) In the event that the shareholders' meeting has resolved with majority of votes of the total number of shareholders attending the meeting with voting rights to approve for inclusion of the matter proposed by the shareholders above in (3.2.2) as the meeting agenda of the shareholders' meeting, the Company's Board of Directors shall include such matter as the meeting agenda for the subsequent shareholders' meeting.

**(4) Evidential Documents for Submission of the Proposed Meeting Agenda**

- (4.1) The evidence of shareholding, i.e. certificates of shares held issued by securities companies or any other certified documents from The Stock Exchange of Thailand or Thailand Securities Depository Company Limited.
- (4.2) The evidence of every shareholder in case of combined shareholding:
  - (A) For a natural person : A certified true copy of valid identification card or passport (in case of non-resident) on every page.
  - (B) For a juristic person : A certified true copies of the company registration documents and valid identification card or passport (in case of non-resident) of the authorized signatories on every page.
- (4.3) **"Form A"** must be filled out and signed as evidence by the shareholder. In case of combined shareholders jointly proposing the meeting agenda, every shareholder must fill out the details and sign as evidence and gather the forms into one set by separating each form for each proposed meeting agenda. In addition, the combined shareholders must assign one of the shareholders in the group as a representative of every shareholder jointly signing their names to be a contact person with the Company and the communication between the Company and the assigned representative is deemed as communication with every shareholder signing the forms.
- (4.4) Certified true copies of supporting documents deemed beneficial for the consideration of the Board of Directors (if any) on every page.

**(5) Channels for Proposal of the Meeting Agenda**

- (5.1) The shareholder must propose and forward the meeting agenda in writing by mail or facsimile to the Company Secretary or;
- (5.2) Initial notification can be unofficially submitted via Company's website before sending official letter to the Company Secretary to propose to the Board of Directors for its consideration to include in the shareholders' meeting agenda.

Send to: Mr. Saharat Vatanatumrak  
Company Secretary  
Lanna Resources Public Company Limited  
888/99 Mahathun Plaza Building, 9<sup>th</sup> Floor, Ploenchit Road  
Lumpini, Pathumwan, Bangkok 10330  
E-mail: [saharat@lannar.com](mailto:saharat@lannar.com)  
Tel.: (66) 02 253 8080 Ext. 193, Fax: (66) 02 253 6822

**(6) Time Period for Receiving Proposal from the Shareholders**

From October 1, 2019 through December 31, 2019

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