

(Translation)

Criteria for Entitlement to Minority Shareholders in Proposing the Meeting Agenda and in Nominating Candidates for Directorship in Advance

Intention

Land and House (Public) Co., Ltd., has given its importance to the principle of good governance and its equal practice to all shareholders; therefore, in order to promote the full exercise of rights of shareholders and their participation in the shareholders' meetings, the Company has given opportunities to shareholders in proposing matters which are significant and beneficial to the Company, thus, to be included in the meeting agenda, and/or in nominating candidates for directorship before the annual general meeting shall be held annually, thus, for the benefits of the Company and shareholders as a whole.

Definitions

“Company” means Land and House (Public) Co., Ltd.

“Board” means the Board of Directors of Land and House (Public) Co., Ltd.

“Agenda” means the agenda of the Annual General Meeting.

Qualifications of shareholders to propose matters to be included as the meeting agenda of the annual general meeting and/or to nominate candidates for directorship:

Shareholders' Qualifications are as follows:

1. Being one or several shareholder(s) of the Company;
2. Holding at least 0.1% of the total shares of the Company (one or several shareholders collectively);
3. Holding the above-said number of shares for at least 12 consecutive months until the date which shareholders to propose matters to be included as the meeting agenda of the annual general meeting and/or to nominate candidates for directorship;

1. Proposition of the Meeting Agenda;

Procedure and Methods

1.1 Matters not to be included in the meeting agenda;

- Matters contrary to the laws, rules and regulations of the authorities or not in accordance with the objectives, regulations, resolutions of the shareholders' meetings or with the principle of good governance;
- Matters out of the Company's power to control;
- Matters proposed by disqualified shareholders;
- Matters with incomplete data, documents or evidences, or with false or ambiguous statements or not proposed within the time limit;
- Matters under the management power of the Board, except in case of causing significant troubles to shareholders as a whole;
- Matters already handled by the Company;
- Matters not beneficial to the Company's operations (under the discretion of the Board of Directors);

1.2 Shareholders fully qualified under these criteria must fill out the "Form of Proposing Matters to be Included in the Agenda of the Annual General Meeting" and must also attach the complete sets of related documents and evidences of shareholding, as follows:

- Evidences of shareholding including certificates issued by security companies or other evidences issued by Thailand Securities Depository Co., Ltd., or by the Stock Exchange of Thailand (SET);

- Evidences of identification; in case of a natural person, a shareholder must attach certified copies of ID card or passport (in case of a foreigner); and in case of a juristic person, such shareholder must attach certified copies of its certificate of incorporation and copies of ID card(s) and passport(s) (in case of foreigner(s)) of its authorized director(s) signing therein;

- Additional documents in favor of the consideration thereof (if any);

Send all of the above-mentioned documents and evidences to the Secretary to the Board of Directors as from December 1, 2012 until January 31, 2013 to the address below:

The Secretary to the Board of Directors of Land and House (Public) Co., Ltd.
No.1 Q-House Lumpini, 38th Floor, South Sathorn Road, Thung Mahamek, Sathorn, Bangkok 10120

1.3 In case, several shareholders jointly propose a meeting agenda, all of them must fill out the “Form of Proposing Matters to be Included in the Agenda of the Annual General Meeting” and must jointly affix their signatures as evidence; then, collect and send it in 1 (one) set and propose the same to the Board of Directors; and in case, shareholders shall propose matters to be included in more than 1 agenda, such shareholders must prepare the “Form of Proposing Matters to be Included in the Agenda of the Annual General Meeting” (1 Form per agenda);

1.4 Independent directors of the Company must scrutinize matters proposed by shareholders before submitting them to the Board of Directors; whereas, the matters approved by the Board of Directors must be included in the agenda of the Annual General Meeting; meanwhile, the matters disapproved by the Board of Directors must be informed, with reasons, to shareholders on the Company’s website or through other proper channels of communication;

Land and House (Public) Co., Ltd.

Form of Nomination of Candidates for Directorship in the Annual General Meeting No.

I, Mr./Mrs./Miss....., shareholder of Land and House (Public) Co., Ltd., Share Register No. totally.....shares; residing at House No.; Road:.....; Sub-district:.....; District:.....; Province:.....; Tel. No.; Email (if any):....., hereby intend to nominate a candidate for directorship in the Annual General Meeting No., as follows:

1. Name:

Reason for nomination:.....; with the curriculum vitae, as follows:

Date of Birth:.....; Age:.....; Sex:.....

Holding shares of Land and House (Public) Co., Ltd., totally.....shares;

Education:.....;

Institution:.....; Degree:.....;

Work Experiences:.....;

Company:.....; Position:.....; Period:.....years;

Assumption of Office of Directorship in Other Listed Companies:

Company:.....;

Please specify the type of directorship:

Company Director; Executive Director;

Audit Committee; Others.....

I hereby certify that the statements in this Document and in the Supplementary Documents are true and correct in all respects.

(Signed).....
(.....)

Date:.....