

Criteria for the Addition Agenda For Director and to propose 2013 AGM Agenda

1. Objective

Supalai Public Company Limited (SPALI) has granted the minority shareholders to propose Annual General Meeting of Shareholders Agenda as a part of SPALI' s Good Corporate Governance of SPALI with the purpose of equitable and fairness treatment of all shareholders. In addition to ensure a fair and transparent consideration procedure, the Company has established a set of criteria for shareholders to propose Annual General Meeting of Shareholders agenda in order to refine the agenda to be truly beneficial to the Company.

2. Definition

“Company” means Supalai Public Company Limited

“Board” means Board of Directors of Supalai Public Company Limited

“Agenda” means Agenda of the Annual General Meeting of Shareholders of Supalai Public Company Limited

3. The Qualification of Shareholder to propose Annual General Meeting of Shareholders Agenda

The shareholders who wish to propose Annual General Meeting of Shareholders Agenda must possess qualifications according to the criteria as follows:

3.1 Being the shareholder of the company who holds shares not less than 1 % of paid up capital as at the end of fiscal year.

3.2 Must have continuously held those shares in 3.1 for at least one year by the date of the shareholder proposes addition agenda.

4. Proposal of the Agenda

4.1 Proposal Procedure

4.1.1 The shareholder who possesses qualification according to the criteria no.3 are able to submit their the addition agenda in advance by using [Proposed Agenda for 2013 Annual General Meeting Form](#) for the 2013 Annual General Shareholders and enclose other complete supplementary documents as required by the Company to the following address within January 14, 2013.

Company Secretary

Supalai Public Company Limited

1011 Supalai Grand Tower Building , Rama III Road,

Chongnonsee, Yannawa, Bangkok 10120

4.1.2 The Company will consider the addition agenda and to propose 2013 AGM Agenda with complete supplementary documents.

4.2 For an efficient AGM, the Company reserves its right not to include the following matters as the meeting agenda;

- 4.2.1 Proposals that concern the regular business operation of the Company, whereby the shareholder's proposal does not substantiate any irregularity of such matter.
- 4.2.2 Proposals on the matter which is beyond the power of the Company to take action on.
- 4.2.3 Proposals that violate the law, rules or regulations of government agencies or other governing agencies, or which do not comply with the objectives, articles of association, shareholders' resolutions and the practices associated with good corporate governance of the Company.
- 4.2.4 Agenda that has been proposed within the past 12 months and received vote less than 10 percent of the total shares with the right to vote; without any significant changes in the fact on the matter.
- 4.2.5 Proposal that are not beneficial to the Company's business operation, or that the Board of Directors, with reason explainable to the shareholders considers unnecessary to be placed as an agenda.
- 4.2.6 Proposals that are proposed by unqualified shareholders or have insufficient evidential document.
- 4.2.7 Proposals that are beneficial only for specific individual or group of persons.
- 4.2.8 Matters which may cause damages to majority shareholders.
- 4.2.9 Proposals on the matter which the Company has already taken action on.
- 4.2.10 Proposals previously submitted for consideration by other shareholders

4.3 The Company Secretary will initially review the proposal of the Agenda as follows:

- 4.3.1 If the information shareholders provided is incomplete or incorrect, the Company Secretary will notify the shareholder within 21 January 2013. If the shareholder fails to correct and submit the original to the company within 28 January 2013 (In case of holiday, it will be postponed to the official date before the holiday), the Company Secretary will notify the shareholders the proposal is excluded within 1 February 2013.
- 4.3.2 The agendas approved by the board along with the board opinion will be included in the agenda of the AGM notice.
- 4.3.3 For the proposal disapproved by the Board of Director, the company will instantly inform the shareholders with the reason of the board's refusal.