

Criteria for Nomination of the question for Director and to propose 2013 AGM Agenda in advance

1. Objective

SPALI has set up the criteria to authorize minority shareholders to propose the question for director prior to the 2013 Annual General Shareholder's Meeting as a part of SPALI's Good Corporate Governance with the purpose of equitable and fairness treatment of all shareholders, the Company has established a set of criteria for shareholders to propose the question before the 2013 Annual General Shareholders Meeting.

2. Definition

"Company" means Supalai Public Company Limited

"Board" means Board of Directors of Supalai Public Company Limited

3. The Qualification of Shareholder who are entitled to submit questions in advance.

The shareholders who wish to propose or questions 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 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 questions.

4. Matter of Question

4.1 Must be relevant to the agenda of the 2013 AGMs.

- 4.1.1 To acknowledge the Board's report on the company's last year performance and approve Statement of financial position and income statements for the year 2012.
- 4.1.2 To consider allowance and remuneration for directors and advisor to the boards, Audit Committee, Nomination and Remuneration Committee and other committee appointment by the board of director.
- 4.1.3 To consider the appointment of Auditor and Auditing Fee for the year 2013

4.2 Should be relevant to the Company

5. Consideration Procedure

- 5.1 The shareholder who possesses qualification according to the criteria no.3 are able to submit their questions in advance by using [the Submission the Question in advance 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

5.2 The Company Secretary will initially review the question for the board for preparing explanation of such question in the meeting. If the questions are not relevant to no.4, the Company Secretary will notify the shareholders within 21 January 2013. If the shareholders fails to correct and submit the new questions 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.