

Criteria for Nomination of Qualified Candidate for Directorship in the 2014 Annual General Shareholders' Meeting

1. Objective

Supalai Public Company Limited (SPALI) has granted the minority shareholders to propose director nominee in advance is considered as a part of SPALI' s Good Corporate Governance of SPALI with the purpose of equitable and fairness treatment of all shareholders. In addition, for clarity and transparency of the procedures and methods for consideration, SPALI has set up the criteria to authorize minority shareholders to propose the director nominees prior to the 2014 Annual General Shareholders' Meeting. By this mean, it will ensure that the agenda will be delicately selected the qualified director nominees will be selected and can perform their duties effectively to attain the highest benefits of the Company.

2. Definition

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

3. The Qualification of Shareholder to propose candidate for SPALI director.

The shareholders who wish to propose or director nominee 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 director nominee.

4. The Nomination of the Director

4.1 Director Qualification

The persons who have been nominated as a directors must be qualified and not disqualified as follows.

- 4.1.1 Having the qualification according to the Public Company Act, Securities and Exchange Act and the Good Corporate Governance of the Company.
- 4.1.2 Being knowledgeable, capable, independent, dedicated, and healthy mentally and physically, be of suitable age and be able to perform director's duties with care and loyalty. Nominees should attend the Directors' meeting regularly, study meeting agendas in advance, and productively participate in the meeting in a straightforward manner. Reputable business persons of integrity and superb professional references may also qualify as nominees.
- 4.1.3 Having the skill of industry knowledge, accounting and finance, business judgment, management skill, international markets, business strategy, crisis management, corporate governance and legal.

4.2 Consideration Procedure

4.2.1 The shareholder who possesses qualification according to the criteria no 3. can fill out the [“Nomination of Qualified Candidate for Directorship in the 2014 Annual General Shareholders’ Meeting Form”](#) , together with [“Bio-data of Nominee for Directorship in the 2014 Annual General Shareholders’ Meeting Form”](#) of the nominated candidate and other complete supplementary documents as required by the Company to the following address within January 7, 2014.

Company Secretary
Supalai Public Company Limited
1011 Supalai Grand Tower Building , Rama III Road,
Chongnonsee, Yannawa, Bangkok 10120

The Company will consider candidates by shareholders, together with complete supplementary documents, as required, shall meet scrutiny by the Nomination and Remuneration Committee, according to the Nomination Process of the company, before further submission to the Board of Directors for consideration, and the company will notify the Board’s consideration results after the Meeting scheduled in February 2014.

4.2.2 The Company Secretary will initially review the proposal for the board as follows:

4.2.2.1 If the information provided are incomplete or incorrect, the Company Secretary will notify the shareholders within **17 January 2014**. If the shareholders fails to correct and submit the original to the company within **28 January 2014** (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.

4.2.2.2 If the nominee to be director or the shareholder are not qualified according to the criteria no. 4.1 and no.3 respectively, the Company Secretary will notify the shareholders the proposal is excluded within **3 February 2014**.

4.2.2.3 The proposal that is not related to no. 4.2.2.1 or no. 4.2.2.2, the Company Secretary will propose to the nomination committee meeting.

4.2.3 The Nomination Committee will consider the candidate’s qualification.

4.2.4 The name of nominee 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 Nomination Committee or the Board, the company will instantly inform the shareholders with the reason of the board’s refusal after the board meeting or the next official date.