

## Criteria for Nomination of the question for Director and to propose the 2017 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 2016 Annual General Shareholders ' 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 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.

Shareholders wishing to propose questions must be the shareholders of the Company at the date proposing questions holding not less than 5 % of paid up capital as at the end of fiscal year, which can be either owned by one shareholder or combined shareholders.

### 4. Matter of Question

#### 4.1 Must be relevant to the agenda of the 2017 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 2016.

4.1.2 To consider allowance and remuneration for directors, Audit Committee, Nomination and Compensation 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 2017.

#### 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 2017 Annual General Shareholders' Meeting](#) and enclose other complete supplementary documents as required by the Company to the following address within January 6,2017.

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 16 January 2017. If the shareholders fails to correct and submit the new questions to the company within 20 January 2017 (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 3 February 2017.