

**Criteria for Minority Shareholders to nominate the Candidate for Being a Director (the Candidate)
at the 2018 AGM in Advance**

1. Objective

Supalai Public Company Limited (SPALI) has granted the minority shareholders to nominate the Candidate 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 nominate the Candidate prior to the 2018 Annual General Meeting of Shareholders. By this mean, it will ensure that the Qualified Candidate will be selected and able to perform his/ or her duties effectively to attain the highest benefits of the Company.

2. Definition

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

3. The Qualification of Shareholders to nominate the Candidate.

The shareholders who wish to nominate the Candidate must possess the following qualifications:

- 3.1 Being the shareholder(s) of the Company which can be either one shareholder or combined shareholders.
- 3.2 Holding not less than five percent of the total voting rights of the Company.
- 3.3 Must hold those shares as stipulated in 3.2 on the date on which the agenda.
- 3.4 Must hold those shares as stipulated in 3.2 on the book-closing date in order to determine the right of the shareholders to attend the AGM of that year.

Please note that, if, after the Company having checked the name of the shareholder(s) on the book-closing date (as stipulated in 3.4) and it appears that such shareholder(s) in 3.1 does not hold the shares as stipulated in 3.2 the Company reserves the right not to nominate the Candidate to the AGM for consideration even though the same has been included in the notice of the AGM.

4. The Nomination of the Candidate

4.1 Candidate Qualification

The persons who have been nominated as the Candidate 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. The Candidate 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 the Candidate.

4.1.3 Having the skill of industry knowledge, 1) real estate management 2) engineering 3) design and architecture 4) marketing strategy and competitiveness 5) accounting, finance and banking, 6) economics 7) laws relating to business 8) risk management 9) international marketing 10) management in time of crisis 11) good corporate governance 12) IT governance.

4.2 Consideration Procedure

4.2.1 The shareholder who possesses the qualifications according to the criteria no 3. can fill out the [“ Form to Nominate of Qualified Candidate for Directorship of Supalai Public Company Limited in the 2018 Annual General Meeting of Shareholders”](#) , together with [“Bio-data of the Candidate for Directorship of Supalai Public Company Limited in the 2018 Annual General Shareholders’ Meeting Form”](#) of the Candidate and other complete supplementary documents as required by the Company to the following address within January 5, 2018.

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

The Company will consider the Candidate, together with complete supplementary documents, as required, shall meet scrutiny by the Nomination and Compensation 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 2018.

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 January 12, 2018. If the shareholders fails to correct and submit the original to the Company within January 19, 2018 (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 not accepted.

4.2.2.2 If the Candidate or the shareholder are not qualified according to the criteria no. 4.1 and no.3 respectively, the Company Secretary will notify the shareholders that the proposal is not accepted within February 2, 2018.

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 and Compensation Committee Meeting.

4.2.3 The Nomination and Compensation Committee will consider the Candidate’s qualification.

4.2.4 The name of the Candidate 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 and Compensation 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.