

Criteria for Minority Shareholders to Propose the Agenda at the AGM 2019 in Advance

1. Objective

Supalai Public Company Limited (SPALI) has set up the criteria to authorize minority shareholders to propose agenda prior to the Annual General Meeting of Shareholders 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 the Agenda before the 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 the Board of Directors of Supalai Public Company Limited; and

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

3. The Qualification of Shareholders to Propose the Agenda at the Annual General Meeting of Shareholders

The shareholders who wish to propose the Agenda 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 record 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 record 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 propose the Agenda to the AGM for consideration even though the same has been included in the notice of the AGM.

4. Proposal of the Agenda

4.1 Proposal Procedure

- 4.1.1 The shareholders who possesses qualification according to the criteria no.3 are able to submit their the addition agenda in advance by using [“Form to Proposed Agenda of Supalai Public Company Limited for the 2019 Annual General Meeting of Shareholders”](#) and enclose other complete supplementary documents as required by the Company to the following address within January 7, 2019.

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 the 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 January 14, 2019. If the shareholder fails to correct and submit the original to the company within January 22, 2019 (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 within February 4, 2019.

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.