

## Criteria for Minority Shareholders to submit the Questions regarding the Company before the 2019 AGM in Advance

### 1. Objective

Supalai Public Company Limited (SPALI) has set up the criteria to authorize minority shareholders to propose the questions prior to the Annual General Meeting of Shareholders 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 Meeting of Shareholders.

### 2. Definition

"Company" means Supalai Public Company Limited

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

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

The shareholders who wish to submit the questions 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 submit the questions to the AGM for consideration even though the same has been included in the notice of the AGM.

### 4. Matter of Questions

- 4.1 Must be relevant to the agenda of the 2019 AGM
- 4.2 Should be relevant to the Company

### 5. Consideration Procedures

- 5.1 The shareholders who possesses qualifications according to the criteria no.3 are able to submit their questions in advance by using the ["Form to Submission the Questions in Advance 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

- 5.2 The Company Secretary will initially review the questions 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 January 14, 2019. If the shareholders fails to correct and submit the new questions 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.