

(Translation)

Criteria for Entitling the Shareholders to propose Agendas and to nominate persons to be elected as the Company Directors at the 2015 Annual General Meeting of Shareholders

Objective:

The company recognizes the importance of shareholders to have equitable treatment and good corporate governance, thereby drawing up the policy to encourage the shareholders to express their opinions, especially on matters advantageous to better business operations. For the 2015 Annual General Meeting of Shareholders (No. 66), the company has the policy to entitle the shareholders to do the following matters prior sending of the notification of the meeting:

Criteria:

1. Entitlement timeline

December 1, 2014 – January 31, 2015

2. Shareholders entitled to propose an agenda/make a nomination

One or several shareholders holding company shares (Share amount as at the latest Closing Date in August 22, 2014 as 250,000,000 company shares) with the voting rights in aggregate of:

(1) not less than 5% of the total voting rights of the company (not less than 12,500,000 shares);
or

(2) not less than 0.1% of the total voting rights of the company (not less than 250,000 shares), provided that the shares shall be held for not less than 12 consecutive months.

3. Documents and information for consideration

The company allows person entitled to attach documents and specify important details as the following for the benefits of the shareholders to propose. Therefore, person entitled please attach documents and specify important information for consideration as follows.-

- (1) Evidence showing the status of all shareholders jointly proposing an agenda:
 - Individual person: copy of the identification card or passport in case of a foreigner or copy of official identification card including certified signature.
 - Juristic person: copy of the affidavit (in case of a juristic person no exceeding 3 months if registered abroad has notary public certification is required) and a certified true copies of the identification cards of the authorized directors (or passports in case of foreign directors).
- (2) Evidence confirming the continuing shareholding of all shareholders such as certified letter of Securities Company, Share Certificate with certified true copy or evidence from Thailand Securities Depository Co., Ltd.
- (3) Name, address and telephone number of the shareholder proposing the matter (in case of more than one shareholder, information of all shareholders must be provided)
- (4) A statement as to whether the matter is proposed for acknowledgement, approval or more than one shareholder, information of all shareholders must be provided) consideration, together with the purpose and details of the proposed matter as well as Beneficial information for consideration at least facts, rational, issues for consideration, expected benefit to the company and the shareholders.

- (5) Additional requirements for nominating a person to be elected as the Company Director
- (5.1) A written proposal must state the name of the nominated person to be elected as the Company Director and identify his/her consent.

(5.2) The person making a nomination must submit to the Company a letter of consent from the person nominated to be elected as the Company Director, in which the nominated person's personal profile [e.g. name, age, nationality, education, IOD training and holding of shares in Sri Ayudhya Capital Public Company Limited], working references [e.g. current job position, directorship in other companies, working experience (5 years retrospect)], contact address and telephone number along with relevant documents e.g. proof of education, training, employment background must be included, as well as the statements certifying that:

- He /she is qualified as prescribed by law and ready to perform the duties in the capacity of Company' Director
- Information and documentary evidence provided are true and accurate.
- During the nomination process from the date of the letter of consent to the date the company notification of the meeting, he/she will not disclose the nomination to any persons.
- He/she will strictly comply with the selection process of the Company.
- Details of those that has been proposed to be useful to consider such as fact, reason, and other information that the shareholders think that it is essential and should be further clarified.

4. Criteria of the company for consideration

For proposing the agendas

The company shall consider the proposal in order to fill in only agendas that will be benefit to the company and all shareholders as appropriate.

Thus, the company reserves the right not filling in the matters in meeting agenda of Annual General Shareholders' Meeting as follows.-

- (1) The qualification of the shareholder is offered not meet the criteria.
- (2) The matter about doing normal business of the company and the shareholder does not show that it is an appropriate reason that should be considered.
- (3) The matter beyond the authority of the company to take action to achieve the results as desired.
- (4) The matter that the shareholder has not complete the information or incorrect or not propose within specified period.
- (5) Being the issue that the shareholder used to propose to the General Meeting for consideration during the past twelve months and such issue received supportive resolution with the votes of less than 10 % of the amount of the total voting rights of the company except that the information contained in the new proposal has significantly changed from the information already proposed at the previous General Meeting.
- (6) Other cases as prescribed by the Board of the Securities and Exchange announced.

Nominating persons to be elected as the Company Directors

In the matter of nominating a Director, the candidate(s) must possess all the qualifications as required by the regulating agencies and the applicable laws including their amendments as follows.-

- The Public Limited Company Act B.E.2535 (1992)
- The Securities and Exchange Act B.E.2535 (1992) and Amendment to the Act (B.E.2551)
- Notification of the Securities and Exchange Commission
- Notification of the Stock Exchange of Thailand
- The Company' Articles Association and Criteria of the Nomination and Remuneration Committee of the company

Submitting the questions in advance

- The Board will answer questions for the shareholders in the Annual General Meeting of Shareholders; however, the company may change any methods as appropriate by considering in overall benefits of shareholders importantly.

5. Channel for proposing the agenda

Any shareholder who proposes an agenda along with all documents to complete its consideration, Director must send a proposal and the nominated persons' letter of consent via the registered post by January 31, 2015 to the following address:

Company Secretary

Sri Ayudhya Capital Public Company Limited

898 Ploenchit Tower 7th Fl. Ploenchit Road.

Lumpini, Pathumwan

Bangkok, Thailand 10330

6. Considering process of the company

Proposing meeting agendas

The Audit Committee of the Company (consisting of Independent Directors) will consider the matters proposed by the shareholders prior to submitting them to the Board of Directors. Matters agreed by the Board of Directors will be included as meeting agendas in the Notification of the 2015(No. 66), Annual General Meeting of Shareholders.

Nominating persons to be elected as the Company Directors

The Nomination and Remuneration Committee of the Company will consider the nominated persons (together with other candidates as the company finds appropriate) pursuant to the Company's nomination process then propose the qualified persons to the Board of Directors for further requesting approval from the Board of Directors before indicating the names of such persons in the Notification of the 2015 Annual General Meeting of Shareholders onwards.

The Company's decision is considered final and the Company will announce the results after the Board of Directors meeting in February 2015

