

Criteria for Entitling the Shareholders to Propose Agendas and to Nominate Persons to be Elected as the Company Directors at the 2013 Annual General Meeting of Shareholders

Objective:

Sri Ayudhya Capital Public Company Limited recognizes the importance of shareholders as business owners 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 2013 Annual General Meeting of Shareholders (No. 64), the company has the policy to entitle the shareholders to do the following matters before delivery of the notification of the meeting:

Criteria:

1. Entitlement timeline

December 1, 2012 – January 31, 2013

2. Shareholders entitled to propose an agenda/nominate the Director

One or several shareholders holding company shares (the total is 250,000,000 company shares) with the voting rights in aggregate of:

(1) Not less than 0.5% of the total voting rights of the company (not less than 1,250,000 shares); or

(2) Not less than 0.1% of the total voting rights of the company (not less than 250,000 shares), but the shares should be held for not less than 12 consecutive months until the date of proposal /nomination.

3. Information to be presented

For the purpose of considering the matter proposed by the shareholder(s), the company requests the shareholder(s) exercising the entitlement to prepare a letter containing information necessary for consideration as follows:

(1) 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);

(2) A statement as to whether the matter is proposed for acknowledgement, approval or 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.

(3) Additional requirements for nominating a person to be elected as the Company Director

(3.1) a written proposal must state the name of the nominated person to be elected as the Company Director and identify his/her consent.

(3.2) 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 the Company], 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 issues the 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.

4. Information and documents to be submitted

Any Shareholders exercising the entitlement are required to submit the following relevant documentary evidence:

(4.1) Evidence showing the status of all shareholders jointly proposing an agenda:

- General person: a certified true copy of the identification card (or passport in case of a foreigner)

- Juristic person: a certified true copy of the affidavit (in case of a juristic person registered abroad, 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)

(4.2) Evidence confirming the continuing shareholding of all shareholders such as share certificate, certificate from a securities company or evidence from Thailand Securities Depository Co., Ltd.

5. Chanel for proposing agenda/nomination

Any shareholder who proposes an agenda or nominates a person to be elected as the Company Director must send a proposal and the nominated persons' letter of consent via the registered post by January 31, 2013 to the following address:

**Company Secretary
Sri Ayudhya Capital Public Company Limited
Ploenchit Tower 7th Fl. Ploenchit Road.
Lumpini, Pathumwan
Bangkok, Thailand 10330**

6. Consideration conditions

Proposing meeting agendas

The consideration as to the inclusion of matters proposed for meeting agenda.

The company would not be inclusion of matters for meeting agenda, are as follows:-

- (1) matters relating to the Company's normal business
- (2) matters beyond the authority of the company to proceed
- (3) matters proposed is to be unclear
- (4) other cases as prescribed by the Capital Market Supervisory Board

Nominating persons to be elected as the Company Directors

Any nominated person must have full qualifications according to the regulations and relevant laws, and their amendments as follows:

- Public Company Limited Act B.E. 2535
- Securities and Exchange Act B.E. 2535 (1992) and its Amendment B.E. 2551 (2008)
- Notifications of the Office of the Securities and Exchange Commission
- Notifications of the Stock Exchange of Thailand (SET)
- The Company's Memorandum of Association

7. Company's decision process

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 2013 Annual General Meeting of Shareholders (No.64).

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 2013 Annual General Meeting of Shareholders (No.64).

The Company's decision is considered final and the Company will announce the results after the Board of Directors meeting in March 2013.