

**Criteria for shareholder(s) to propose agenda and director nominee for  
2015 Annual General Meeting of Shareholders (AGM) in advance**

**Advanced Info Service Public Company Limited**

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**1) Shareholder Qualification**

Shareholder who wishes to propose the matter must possess the following qualification:

- 1.1 Being the shareholder of Advanced Info Service Plc. (the Company) at the date of proposing
- 1.2 Being a shareholder or shareholders who hold minimum shares in combine of at least five percent of the Company's total shares eligible to vote.

**2) Proposal Criteria**

Proposing an agenda item

Shareholder(s) can propose AGM agenda to the Board of Directors by filling in Form 1 (download available at <http://investor.ais.co.th>) and then submit the form along with any other supporting information for the Board of Directors' consideration.

The Company shall not accept the following matters as the meeting agenda:

- 2.1 Any matter that violates the law, rules and regulations of any government agency, or any regulatory body or does not comply with the Company's objective, the article of association, the shareholders resolution, and the good corporate governance of the Company;
- 2.2 Any matter that is not beneficial to the Company or is beneficial to a specific person or group;
- 2.3 Any matter that is within the scope of authority of the Company unless it has significant affect to the shareholder(s);
- 2.4 Any matter that the Company has already implemented;
- 2.5 Any matter that is beyond the capacity and control of the Company;
- 2.6 Any matter that the shareholder(s) has already proposed in a shareholders meeting during the past 12 months and received supporting votes of less than ten percent of the total number of the voting rights, unless the fact pertaining in the resubmission has significantly changed from that of the previous shareholders meeting;
- 2.7 Any matter where the information provided is incomplete, ambiguous, or incorrect.

Proposing a candidate to be nominated as a director

Shareholder(s) who wishes to nominate the list of qualified candidate(s) to be elected as director must complete Form to nominate AIS' director for the year 2015 (Form 2) and the resume of a proposed candidate (Form 3). All forms can be downloaded from <http://investor.ais.co.th>. Shareholder(s) may submit any other supporting information for the Board of Directors' consideration. In this regards, such proposal shall be received consent from the proposed candidate.

### **3) Channel for submitting proposals**

3.1 Facsimile (662) 299 5165 or E-mail: companysecretary@ais.co.th (unofficial) and then submit the original copy by registered mail within 31 December 2014

3.2 Registered mail to:

Company Secretary  
Advanced Info Service Public Company Limited  
28<sup>th</sup> Floor, 414 Intouch Tower  
Phaholyothin Road, Samsen Nai, Phayathai  
Bangkok 10400  
Thailand

### **4) Documentation required**

A list of document required and relevant details are provided on the last page of Form 1, 2 and 3.

### **5) Consideration Procedures**

5.1 The Company Secretary will initially review the proposal and supporting documents before proposing to the Nomination and Corporate Governance Committee.

5.2 The Nomination and Corporate Governance Committee will consider the proposed agenda and candidate's qualification before proposing to the Board of Directors for their consideration.

5.3 If the Board of Directors agrees that any issues are significant or beneficial to the Company or shareholder(s), the Board will incorporate those issues as AGM agenda. If the Board of Directors rejects any shareholders proposals, the Company will report such rejection and its rationales to the shareholder(s) at the shareholders' meeting.

### **6) Submission period**

From October 1, 2014 until December 31, 2014.