



**Criteria for Shareholders to propose AGM Agenda  
and person for Director in advance for The Annual General Meeting 2017  
Salee Industry Public Company Limited**

**Objective**

To ensure the equitable treatment to shareholders, the Salee Industry Public Company Limited (“Company”) has set up the criteria to ensure clarity and transparency of the procedures to allow shareholders to propose the meeting agenda for an annual general shareholders’ meeting, and propose someone who has knowledge, ability and qualification to be considered is the director of elections for in advance before the AGM.

**Criteria for Shareholders to propose the agenda for the AGM**

- A shareholder or several shareholders that as at SALEE proposed agenda. In aggregate not less than 5 percent of the shares with voting rights of the company (76,024,203 million shares)
- Being shareholder in date the shareholder proposed the agenda.
- If many shareholders have unified to propose the agenda, each of them must complete the “Proposed of Agenda for the Annual General Meeting 2017 Form” and sign their names as evidence and consolidate all the forms into one set.
- Evidence of shares held, namely the certified letter of the securities company or other evidences of the Stock Exchange of Thailand or Thailand Securities Depository Co., Ltd.

**Criteria for the Agenda Proposals that will not be accepted:**

- Matters defined in Section 89/28, Paragraph 2 of the Securities and Exchange Act (No.4) B.E. 2551\*
- Matters that violate the laws, rules, regulations of government agencies and other governing agencies or that are not complied with the objectives, the Articles of Association, the Shareholders’ resolution and the Good Corporate Governance of the Company.
- Matters that the Company has already implemented
- Matters proposed by the shareholder who fill in incomplete or incorrect information or is unable to contact or do not follow the Criteria required by the Company
- Matters proposed for personal benefits or special benefits for particular group of persons.

\* Matters defined in Section 89/28, Paragraph 2 of the Securities and Exchange Act (No.4) B.E.2551 are as follows:

1. The proposal does not comply with rules as specified in the first paragraph (A shareholder or shareholders who hold shares and have the right to vote amounting to not less than 5 percent of the total number of the voting rights of the company);
2. The proposal is relevant to the ordinary business operation and the fact given by the shareholder does not indicate any reasonable ground to suspect the irregularity of such matter;
3. The proposal is beyond the company’s power to produce the proposed result;
4. The proposal was submitted to the shareholders’ meeting for its consideration within the previous 12 months and received the supporting votes of less than 10 percent of the total number of the voting rights of the company, unless the fact pertaining in the resubmission has significantly changed from that of the previous shareholders’ meeting;
5. Any other cases as specified in the notification of the Capital Market Supervisory Board.

### **Criteria for Shareholders to propose the person to be considered elected as a director**

- Shareholders wishing to propose any candidate for being a director must be the shareholders of the Company at the date proposing the candidate.
- If many shareholders have unified to propose the candidate, each of them must complete the “Propose a person for election as directors Form” and sign their names as evidence and consolidate all the forms into one set.
- Evidence of shares held, namely the certified letter of the securities company or other evidences of the Stock Exchange of Thailand or Thailand Securities Depository Co., Ltd.

### **Properties and sacred nature of the Board.**

- Features and accurate manner not prohibited by law public company, the Securities and Exchange law, and good corporate governance of companies.
- Knowledge can be independent, Director duties with integrity with caution can devote time to a fully dedicated. To regularly attend board, Is straightforward. The courage to comment on the meeting, and/or business reputation, resume. Ethics and good and accepted by society.
- Knowledge capabilities that are critical to its business, including finance, accounting and business management strategies, Corporate Governance and Law.
- Board of Directors should not exceed 4 in the case of executive directors and 6 in the case of non-executive directors.
- Not more than 72 years old at his appointment. If you have been appointed by then. To be held until complete.

Shareholders full-featured guidelines. Can propose agenda and get people to consider the election of directors by filling “Proposed of agenda for The AGM 2017 Form” and “Propose a person for election as directors Form” and delivered to the company without official prior to the email [investor@saleeind.com](mailto:investor@saleeind.com), or fax no. 02-5295958, or relating documents to the following address.

Investor Relation Department  
Salee Industry Public Company Limited  
18 Moo10 Tumbol Klong Si Amphur Klong Luang  
Pathumthani 12120

The Board will consider the proposed agenda and that the properties of individual discretion to offer to the shareholder’s meeting or not.

The Board will consider the proposal. The Board's judgment is final. The proposal approved by the Board along with the Board’s opinion will be included in the Agenda of the notice of the general meeting.

The proposals declined by the Board will be notified as the matter for information in the website with the reasons of such refusal.