



## **Document or evidence of the shareholders or representatives of shareholders who are entitled to attend the meeting and voting rules**

The company will begin registration for the General Meeting of Shareholders for the year 2019 from 12.00 onwards, on Wednesday 24, April 2019 at Conference room, Salee Industry Public Company Limited 18 Moo 10 T.Klong Si A.Klong Luang Pathumthani, according to map attached to this Notice of Meeting.

### **1. Natural Person**

#### **a. Attendance in person:-**

The documents show that the government issued which are still valid identity card or government ID card or state enterprise employee card or driver's license or passport (for foreigners), and including the evidence of name or last name change (if any)

#### **b. Attendance by proxy:-**

- The Proxy Form as attached in Notice (Form A or Form B), completely filled in and signed by the shareholder and the proxy.
- Copy of valid official document issued by government authorities of the Shareholder as specified in item 1(a) which is certified true by the shareholder, the proxy.

### **2. Juristic Person**

#### **2.1 Juristic Person by Shareholder Representative (Authorized Director)**

- a. Copy of a certificate of incorporation of juristic shareholder duly certified true copy by authorized directors containing particulars that the authorized signatory who appointed the proxy is entitled to appoint the proxy on behalf of the juristic shareholder; and
- b. Copy of valid official document issued by government authorities of the shareholder representative (Authorized Director) along with duly.

#### **2.2 Juristic Person registering in abroad**

- a. Any proxy form duly correctly and completely filled in and signed by authorized director(s) of the juristic shareholder and proxy
- b. Copy of a certificate of incorporation of juristic shareholder duly certified true copy by authorized director(s) containing particulars that the authorized signatory who appointed the proxy is entitled to appoint the proxy on behalf of the juristic shareholder
- c. Copy of valid official ID card or Passport of each authorized director who appointed the proxy duly certified true copy by such director; and
- d. Copy of valid official ID card or Passport of the proxy duly certified true copy by the proxy.

### **3. For Foreign Investor appointing the Custodian in Thailand**

- a. The Proxy Form (Form C) which can be downloaded from [www.saleeind.com](http://www.saleeind.com) and completely filled in and signed by the shareholder and the proxy.
- b. Documents as specified in item 2.1 or 2.2.
- c. Power of Attorney by foreign Investor authorizing Custodian to sign the Proxy Form on his or her behalf.
- d. Letter certifying that the person signing the Proxy Form is authorized to operate custodian business.

### **4. Method to make a proxy**

Shareholders who can't attend the shareholders meeting of the Company could make a proxy as follows:-

- a. Give a proxy to anybody as the shareholder wishes, or authorize an independent director as a proxy. Please specify name and detail of only one person who is given a proxy to attend the meeting.

*In case of authorizing proxy to a member of the Company's independent directors, please submit the completed proxy form together with all required documents and return it to Corporate Secretary Office of the Company by April 22, 2019.*

- b. Affix a 20 Baht duty stamp to the proxy form and cross out with the date on the stamp so that it becomes legal consequence. Therefore, the Company will provide facilities to affix duty stamp to a proxy during the registration for the meeting.
- c. Shareholders are not allowed to allocate their shares to more than one proxy to vote in the meeting. Each shareholder could authorize his or her proxy to cast the number of votes equal to the number of shares he or she holds. Allocation of votes less than the total number of shares held is not allowed except for a custodian appointed as a depository by a foreign investor in accordance with Proxy Form C.

## **5. Voting Rules**

### **General agenda**

1. A voting in each agenda shall be made openly which one share shall be entitled to one vote. Shareholder or proxy shall make only one vote for approval, disapproval or abstention. The allocation of voting is not allowed (except voting of the Custodian).
2. In case of proxy
  - 2.1 The proxy shall vote in accordance with the determination given by the shareholder as specified in the Proxy Form. Any vote not in accordance with Proxy Form is invalid and shall not be counted as the vote of the shareholder.
  - 2.2 In case that the shareholder does not specify the determination or the determination is unclear, or the Meeting considers or resolves any agenda other than that specified in the Proxy Form, including there is any change or increment of fact, the proxy shall be authorized to consider and vote on such matter as he or she deems appropriate.

### **Agenda on Election of Directors.**

In accordance with Clause 12 of the Company's Articles of Association, the directors shall be elected by the shareholder's meeting in accordance with the following criteria and procedures:-

1. Each shareholder shall vote for one share one vote.
2. Each shareholder shall vote on the election of Directors in a person.
3. Where the votes cast for candidates in descending order are tied, which would otherwise cause the number of Directors to be exceeded, the remaining appointment shall be made by the Chairman of the Meeting who shall have a casting vote.

## **6. How to count the votes, are as follows:-**

- If the shareholders attend the meeting by themselves, the Chairman proposes the meeting to consider and vote on each item by asking at the meeting for whom do not agree, or have otherwise seen, or abstain. If the shareholders raise their hands to show that they do not agree, or have otherwise seen, or abstain, the Company officials will get ballots from the shareholders who raise their hands to vote on it, and consider the shareholders, who do not raise their hands, vote to approve.

For agenda 6, to elect directors in replacement for the directors due to retire, Company staff will collect all shareholders' ballots, and will arrange the voting cards according to the names of the nominated directors individually.

- If the attendants join the shareholders' meeting by proxy with a vote on each agenda item, the shareholders are entitled to vote at the meeting by the proxy filed with the officials of the company at the register and the filed vote will be counted as the meeting resolution.