



## **Criteria for Shareholders to propose AGM Agenda and person for Director in advance for The Annual General Meeting 2022**

### 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 the Annual General 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 and Qualification of the Proposers

- To be a shareholder or multiple shareholders holding SALEE at the date of proposing the agenda and/or nominating candidates to be directors. Total not less than 0.5% but less than 5% of the total number of shares issued.
- If many shareholders have unified to propose the agenda and/or propose a person for election as directors, each of them must complete the “Proposed of Agenda for the Annual General Meeting 2022 Form” and/or “Propose a person for election as directors Form” and sign their names as evidence and consolidate all the forms into one set.

### Proof of identity

- For individuals : copy of the identification card, or a copy of passport, or government official card.
- For juristic person : copy of certificate of juristic person and copy of ID card or passport (In case of foreigner) of the authorized director duly certified.
- 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 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.
- A proposal that the shareholders have already proposed in the shareholders Meeting during the past 1 year and was supported by less than 10% of total voting shares, provided that the facts of the stated matter have not yet changed significantly.
- 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.

### Criteria for nomination of candidates for election as directors

1. Features and accurate manner not prohibited by law public company, the Securities and Exchange law, and good corporate governance of companies.
2. 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.
3. Knowledge capabilities that are critical to its business, including finance, accounting and business management strategies, Corporate Governance and Law.
4. Not more than 72 years old at his appointment. If you have been appointed by then. To be held until complete.

5. The independent directors shall have the general qualifications and specific competencies, and shall also have qualifications of “Independent Directors” stipulated in the Notification of the Capital Market Supervisory Board.

*In case of the proposal for Director Nomination, the shareholder shall provide following information;*

- (1) Supporting document i.e. person profile, education and working experiences of the nominated person;
- (2) Letter of consent from the nominated person;
- (3) A certificate from the nominate person that he/she is qualified according to related laws and regulations;
- (4) Other necessary information of the nominated person, such as, facts, reasons, issues, etc.

### Consideration Procedure

#### *1. Consideration of the Agenda*

After the Company has received proposal from shareholders, the Company shall proceed according to the following procedure:

- (1) The Corporate Secretary will collect and review the information initially prior to proposing to the Board of Directors;
- (2) The Board of Director shall consider the necessity and suitability of including the proposal in the agenda. Decision of the Board of Directors is absolute and final;
- (3) The proposal approved by the Board of Directors shall be included in the agenda of the notice of the Shareholders Meeting together with their opinion;
- (4) In the event that Board of Directors refused a proposal for agenda, the Board of Directors shall inform the AGM 2022 during the agenda on matters for acknowledgement.

#### *2. Consideration of Director Nomination*

After the Company has received proposal from shareholders, the company shall proceed according to the following procedure:

- (1) The Corporate Secretary will collect and review the information initially prior to proposing to the Nomination and Remuneration Committee. If necessary, he may contact the proposed candidate, and may also check qualifications with the Office of Securities and Exchange Commission and any other person or authority;
- (2) The Nomination and Remuneration Committee shall consider the qualification of such nominated person and express its opinions to the Board of Directors in order to determine whether the nominated person should be a candidate in the election in the Shareholders Meeting. The resolution of the Board of Directors shall be deemed the final decision;
- (3) The name of the nominated person approved by the Board of Directors shall be included in the agenda regarding the election of the Company’s directors, accompanied with the opinion of the Board of Directors;
- (4) In the event that the Board of Directors refused a proposal for director candidate, the Board of Directors shall inform the AGM 2022 during the agenda on matters for acknowledgement.

Shareholders full-featured guidelines, can propose agenda and get people to consider the election of directors by filling “Proposed of agenda for The AGM 2022 Form” and/or “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