

**Criteria for Shareholders to propose AGM Agenda and person for  
Director in advance for The Annual General Meeting 2020  
Salee Printing Public Company Limited**

**Objective**

According to the Good Corporate Governance policy regarding the rights and equitable treatment of all shareholders, the Salee Printing Public Company Limited (“Company”) invites shareholders to propose any matter considered important and truly beneficial to the Company as agenda(s) for the Year 2020 Annual General Shareholders’ Meeting and Director Nominee prior to the meeting. The criteria are as follows:

**1) Qualification of Shareholders**

Shareholders who wish to propose the agenda and/or director nominee must possess qualifications according to the criteria as follows:

- 1.1 Being the shareholders of the Company with holding shares and having the right to vote amounting to not less than 5% of the total number of the voting rights of the Company which can be either one shareholder or combined shareholders in accordance with rules as specified in Section 89/29, of the Securities and Exchange Act (No.4) B.E. 2551
- 1.2 Holding the Company’s shares as specified in Clause 1.1 by the date the shareholders proposed agenda or nominated directors.
- 1.3 Having the evidence of shares held, such as copies of certificate of shares held issued by Securities Company or any other certificates from the Stock Exchange of Thailand or Thailand Securities Depository Co., Ltd.

**2) Criteria for Proposing**

**2.1 Proposing the matter for putting in an agenda**

2.1.1 Criteria: The following matters are not qualified for putting in an agenda:-

- (1) Matters in conflict with the law, announcements, regulations, and rules issued by governmental agencies or regulators, or matters that are against the Company’s Objectives, Articles of Association, Shareholders’ Resolutions, Codes of Business Conduct, and Good Corporate Governance;
- (2) Matters related to the Company’s normal business and background of the story that illustrates no doubts about irregularities;
- (3) Matters beyond the Company’s authority;
- (4) Matters proposed by any shareholder to shareholders’ meetings for consideration during the past year which was supported by less than 10% of total eligible vote whereas background of the story has currently not changed significantly;
- (5) Matters which the Company has already taken action;
- (6) Matters that benefit a particular person or group of persons or matters that may cause conflicts of interest with group of the Company’s related parties;

- (7) Non-constructive matters or matters that may lead to significant damage to shareholders as a whole;
- (8) Matters proposed by a person who is not the Company's shareholder, or matters proposed beyond the specified period of time;
- (9) Matters with supporting documents submitted by a shareholder, and those documents can be proved to be untrue.

## 2.2 Nomination of directors for election

### 2.2.1 Criteria: Directors' qualifications:-

The persons nominated to be director must have qualifications and must not have the prohibited characteristics as follows:

- (1) Not over 72 years old;
- (2) Having the qualifications without any prohibited characteristics under the Public Company Act, the Securities and Exchange Act, the Good Corporate Governance of the Company and other relevant Act;
- (3) Being knowledgeable, capable, independent, dedicated, and healthy mentally and physically, be of suitable age and be able to perform director's duties with care and loyalty. The candidate must be able to attend the Directors' meeting in a straightforward manner. The Candidate must also be reputable businessperson with integrity and recognized by the society;
- (4) Having good knowledge required for the business of the Company, i.e., business, including finance, accounting and business management strategies, Corporate Governance and Law.
- (5) Board of Directors should not exceed 4 in the case of executive directors and 6 in the case of non-executive directors.

## 3) Procedure for Proposing matters for putting in an agenda and Procedures of consideration

### 3.1 Proposing matters for putting in an agenda

- (1) Shareholders can propose the agenda of the meeting to the Board of Directors by filling in the **"Form for Proposing Agenda in Advance for the Annual General Shareholders' Meeting of the year 2020" (Form A)** with his/her signature.

The form is available to download at <http://www.saleeprinting.com/Investor Relations>

- (2) To submit the form along with the supporting documents (if any) for the Board of directors' consideration to The Company Secretary by December 31, 2019 via any one of three channels as following:-

- 1) By post: Send to  
Investor Relation Department  
Salee Printing Public Company Limited  
19 Moo10 Tumbol Klong Si Amphur Klong Luang  
Pathumthani 12120 or
- 2) By fax: Send to facsimile number 0-2529-6010-11 or
- 3) By E-mail: Scan and send to e-mail address: [secretary@saleeprinting.com](mailto:secretary@saleeprinting.com)

If any shareholder has any doubt or question on how to fill in the form or what supporting documents should be provided, please contact Investor Relation Department at telephone number 02-529-6000

### 3.2 Procedures of Consideration

- (1) The Company Secretary will screen the proposed matters before submitting it to the Board of Directors for consideration. Those matters will not be ‘Criteria: Matters are not qualified for putting in an agenda’ as per Clause 2.1.1. Other supporting documents required for consideration (if any) will also be submitted to the Company completely with the specified period of time.
- (2) The Board of Directors will consider the necessity and appropriateness of the proposed agenda and decide whether it should be put in the shareholders’ meeting agenda. Decisions of the Board of Directors are final.
- (3) Proposed matters approved by the Board of Directors will be put in the agenda and shown in the invitation letter to shareholders’ meeting together with the Board of Directors’ opinions. The Company will notify shareholders of proposed matters being rejected by the Board of Directors in a shareholders’ meeting or through other suitable information channels.

## 4) **Nomination the persons to be appointed as director and Procedures of consideration**

### 4.1 Nomination the person to be appointed as directors

- (1) Shareholders can nominate the person to be appointed as director to the Board of Directors by filling in the “**Form for Proposing Director Nominee for the Annual General Shareholders’ Meeting of the year 2020**” (**Form B**) with his/her signature.

The form is available to download at <http://www.saleeprinting.com/Investor Relations>

- (2) To submit the form along with the supporting documents (if any) for the Board of directors’ consideration to The Company Secretary by December 31, 2019 via any one of three channels as following:-

- 1) By post: Send to

Investor Relation Department

Salee Printing Public Company Limited

19 Moo10 Tumbol Klong Si Amphur Klong Luang

Pathumthani 12120

or

- 2) By fax: Send to facsimile number 0-2529-6010-11

or

- 3) By e-mail: Scan and send to e-mail address: [secretary@saleeprinting.com](mailto:secretary@saleeprinting.com)

If any shareholder has any doubt or question on how to fill in the form or what supporting documents should be provided, please contact Investor Relation Department at telephone number 02-529-6000

#### 4.2 Procedures of Consideration

- (1) The Company Secretary will screen the nominate candidate before submitting his name to the Nomination and Remuneration Committee and the Board of Directors for consideration. Those persons must be will qualified under ‘Criteria: Directors’ qualifications’ as per Clause 2.2.1. Other supporting documents required for consideration (if any) will also be submitted to the Company completely with the specified period of time.
- (2) The Nomination and Remuneration Committee will consider the qualifications of such candidate and gives its opinions to the Board of Directors whether the proposed person should be nominated for election at shareholders’ meeting. Decisions of the Board of Directors are final.
- (3) Proposed persons getting approval from the Board of Directors will have their names nominated for election, together with the Board of Directors’ opinions, on the agenda for election of directors. As for those being screened out by The Nomination and Remuneration Committee or the Board of Directors, the Company will notify shareholders in a shareholders’ meeting or through other suitable information channels.

#### 5) **Required documents to be enclosed with the proposal**

Shareholders are required to enclose the required documents with the proposal as follow:

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| 5.1 <u>The Evidence of Shareholding,</u>                       | i.e. certificate of shares held issued by Securities Companies or any other certificates from the Stock Exchange of Thailand or Thailand Securities Depository Co., Ltd.              |
| 5.2 <u>The Evidence of Combined Shareholders</u>               |   |
| ● Natural persons  | A certified true copy of valid identification card / Passport (in case of non-residents).   |
| ● Juristic persons   | A certified true copy of its company registration Documents, valid identification card / passport (in case of non-residents) with certified signatures of the authorized signatories. |
| ● If a shareholder has his/her title, name or surname changed, | a copy of evidence of those changes must be enclosed and certified true copy.   |

#### 6) **Submission Period**

From November 1<sup>st</sup> until December 31<sup>th</sup>, 2019.

The Company reserves the rights to consider the proposal to be included as AGM agenda only the matters that benefit to the Company and shareholders as whole and comply with the related laws and regulations.