

Criteria for Minor Shareholders to Propose Agenda Item (s)
and/or Nomination of Director (s)
for the Shareholders' Annual General Meeting Year 2025
of Salee Colour Public Listed Company

Recognized the importance of fair and equitable treatment of shareholders based on the good corporate governance principles to which the Company has been continuously hold on, the Board of Directors of Salee Colour Public Listed Company ("The Company") resolved to offer the opportunity to the Company's minor shareholders to propose the agenda item (s) and/or qualified candidate (s) to be elected as the Company's director (s) in advance and in order that the Board of Directors will consider the proposal to the Shareholders' Annual General Meeting Year 2025. To ensure the transparency and that the decision made upon the Company's benefit, the Board of Directors established the procedures and criteria in considering and selecting the agenda item (s) and/or the nomination of director (s) as follows.

Clause 1 Qualifications of shareholder eligible to propose agenda item (s) and/or nomination of director (s)

The shareholder who wishes to propose the agenda item (s) and/or nomination of director (s) is required by the following qualifications.

1.1 Being the Company's shareholder, one individual shareholder or combined shareholders, and holding not less than 500,000 shares individually or aggregately.

1.2 Continuously holding the shares as stated in Clause 1.1 for at least 1 year until the date the proposal of agenda item (s) and/or nomination of director (s) is made.

Clause 2 Proposal of Agenda Item (s)

2.1 Proposals not to be included in the Meeting Agenda

(1) A proposal that violates applicable laws, rules and regulations enforced by the government authorities or regulatory agencies or non-compliance with the objectives, Articles of Association, Shareholders' Meeting resolutions, and good corporate governance practices of the Company.

(2) A proposal that has no benefit to the Company's operations.

(3) A proposal that is in favour of a specific person or group.

(4) A proposal that is under the Board of Directors' authority except the one causing significant damage to general shareholders.

(5) A proposal that was already implemented by the Company.

(6) A proposal that is beyond the control of the Company.

(7) A proposal that was proposed to the Shareholders' Meetings during the past 3 years and was agreed with the votes less than 10 percent of the total voting shares and the facts are not materially changed.

(8) A proposal that is submitted with incomplete or incorrect information or the proposed shareholder cannot be contacted.

(9) A proposal that is made by an unqualified person as specified in Clause 1.

2.2 Consideration Procedures

(1) The qualified shareholder according to Clause 1 is required to prepare the Form to Propose Agenda Item (AGM.01) attached to this criteria on a basis of 1 Form for 1 Agenda Item. The proposal shall be submitted to the Company as specified in Clause 4 (1) with required documents for consideration and the evidence of shareholding as specified in Clause 4 (2).

(2) Company Secretary will initially review the completeness of the information and notify the proposed shareholder for correction in case of incompleteness before submit to the Board of Directors' consideration based on the criteria specified in Clause 2.1 except for otherwise decisions made by the Board of Directors. In all cases the Board of Directors' judgment is deemed the matter comes to an end.

(3) The proposal approved by the Board of Directors will be included with the Board of Directors' opinion in the notice for the Shareholders' Annual General Meeting Year 2025.

(4) For the proposal disapproved by the Board of Directors, the Company will inform the proposed shareholder instantly after the Board of Directors' Meeting or on the next office date. Details will be notified through the Stock Exchange of Thailand's channel, the Company's website at www.saleecolour.com, and announced again at the shareholders' meeting.

Clause 3 Nomination of Director (s)

3.1 Director's Qualifications and Forbidden Qualifications

(1) Not being a bankrupt

(2) Not being an incapacitated or quasi-incompetent person

(3) None of dishonest committal of any offence against property

(4) None of expulsion or deposition from government body or organization or private company for the dishonesty against his/her duties

(5) None of removal from being a director, manager, employee or authorized management control in any organizations

(6) Not being a political official, member of the House of Representatives, senator, member of the local council, or local administrator

(7) Possessing the educational background, working experiences, and other qualifications as specified by the Company

(8) Being able to dedicate time and abilities for the utmost benefits of the Company as his/her duties and being available to attend the Company's meetings regularly

(9) None of actions in the Company management reducing the Company's benefit or in favor of any person or juristic person, no matter for the benefit of his/her own or others

(10) Not holding a directorship in more than 3 listed companies

(11) The term of the Company's directorship is 3 years. The retiring director may be re-elected

3.2 Consideration Procedures

(1) The qualified shareholder according to Clause 1 who wishes to nominate a director fulfilled the qualifications specified in Clause 3.1 is required to prepare the Form to Nominate Director ("AGM.02") attached to this criteria on a basis of 1 Form for 1 Director Nomination with the nominee's signature consent. The proposal will be submitted to the Company as specified in Clause 4 (1) with required documents including the nominee's education background and working experiences, other supporting information for consideration of the Board of Directors, and the evidence of shareholding as specified in Clause 4 (2).

(2) Company Secretary will initially review the completeness of the information and notify the proposed shareholder for correction in case of incompleteness before submit to the consideration of the Human Resource and Remuneration Committee and the Board of Directors, respectively according to the Company's recruitment procedures except for otherwise decisions made by the Human Resource and Remuneration Committee or the Board of Directors. In all cases the Board of Directors' judgment is deemed the matter comes to an end.

(3) The nominee approved by the Board of Directors will be proposed to the Shareholders' Annual General Meeting Year 2025 by nominating on the meeting notice with the Board of Directors' opinion.

(4) For the nominee disapproved by the Human Resource and Remuneration Committee or the Board of Directors, the Company will inform the proposed shareholder instantly after the Human Resource and Remuneration Committee's or the Board of Directors' Meetings or on the next office date. Details will be notified through the Stock Exchange of Thailand's channel, the Company's website at www.saleecolour.com, and announced again at the shareholders' meeting.

Clause 4 Channel for Submitting the Proposal

(1) Shareholder may unofficially send Form AGM.01 and/or Form AGM.02 to the Company Secretary e-mail address at mattana@saleecolour.com before submitting the original Forms to the Company at Company Secretary, Salee Colour Public Listed Company No. 858 Moo 2, Soi 1C/1 Bangpu Industrial Estate, Bangpumai, Muang Samutprakarn, Samutprakarn 10280, by 31 December 2024.

(2) Shareholder is required to enclose with Form AGM.01 and/or Form AGM.02 the evidence of the shareholding as follows; the certificate of shares issued by securities company or any other certificates issued by the Stock Exchange of Thailand, with signed certified copy of Shareholder identification card in case of natural person shareholder; and in case of juristic person, a copy of the company's affidavit and a copy of identification card or passport (for foreigner) of the authorized director who signed Form AGM.01 and/or Form AGM.02 with his/her signatures on such evidences.

(3) In case the proposal and/or director nomination made by more than one shareholder, the first Shareholder is required to fill in all three sections of Form AGM.01 and/or Form AGM.02 with his/her signature, and other Shareholders are required to prepare Form AGM.01 and/or Form AGM.02 separately by filling in only Section 1 and Section 2 of the Forms with their signatures. Then all the Forms are prepared in one set of document and sent to the Company with supporting documents (if any), evidences of the shareholding and copies of identification cards, signed certified true and correct by each Shareholder.