

**Salee** Colour

# **NOTICE OF THE 2025 SHAREHOLDERS' ANNUAL GENERAL MEETING**



**Friday, 25 April 2025 at 10.30 a.m.**

At meeting room, Salee Colour Public Listed Company  
No. 858 Moo2, Soi 1C/1, Bangpu Industrial Estate,  
Bangpumai, Muang Samutprakarn, 10280

April 3, 2025

**Subject: Notice of the 2025 Shareholders' Annual General Meeting**

**Attention: Shareholders of the Company**

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The Board of Directors of Salee Colour Public Listed Company unanimously resolved to congregate the 2025 Shareholders' Annual General Meeting (the "Meeting") on Friday 25 April 2025 at 10.30 a.m. in 301 meeting room, Salee Colour Public Listed Company, No. 858 Moo 2, Soi 1C/1, Bangpu Industrial Estate, Bangpumai, Muang Samutprakarn, 10280 to consider the agendas as follows:

**Agenda 1: Message from The Chairman**

**Agenda 2: To certify the minutes of the Annual General Shareholders Meeting for 2024.**

**Details and background:** The 2024 Shareholders' Annual General Meeting was congregate on 26 April 2024, and that the Company has delivered the copy of Minutes to the Stock Exchange of Thailand within 14 days period from the date of the meeting and the Department of Business Development, as required by law, and as published on the Company's website ([www.saleecolour.com](http://www.saleecolour.com)), details as set out in the Minutes of the 2024 Annual General Meeting of Shareholders,

**Enclosure No.1**

**Board of Directors' opinion:** Certified the minutes of the Annual General Shareholders Meeting for 2024.

**Agenda 3 : To acknowledge the Board of Directors' Annual report of the company and subsidiaries performances in previous for 2024.**

**Details and background:** The company and its subsidiaries have a net profit from 2024, operating results for the year ended 31 December 2024, amounting to 32.90 Million baht and total assets of 1.42 Billion baht. The details of past performance and significant changes that have occurred in the year 2024, appeared in the category "Explanation of financial status and operating results of the company" of the 2024 Annual Report (56-1 One report Form), as provided in QR Code format to the shareholders, has been published on the Company's website.

**Board of Directors' opinion:** Certified the company's operating results report for 2024.

**Agenda 4 : To consider and approve the Financial Statements position and the Income Statements for the fiscal period ended on 31 December 2024.**

**Details and background:** Public Limited Companies Act, Section 112 and Article 55 of the Company's Articles of Association require the company to prepare the balance sheet and income statement for the year ending at the fiscal year of the company, by being audited by the auditor. This propose to the shareholders' meeting to be approve. which for the balance sheet, profit and loss accounts for the year 2024 ended on December 31, 2024. The company has been reviewed by the Audit Committee of the company and has been certified by the public accountant. The details of which appears in the "Financial Statements" section of the 2024 Annual Report (56-1 One report Form), as provided in QR Code format to the shareholders and has been published on the Company's website.

Unit : Baht

Detail	2024	2023
Assets	1,421,507,439	1,422,174,244
Liabilities	585,402,342	604,624,111
Shareholders' equity	836,105,097	817,550,133
Revenues	1,101,234,174	1,185,579,832
Profit	32,895,853	31,017,727
Earnings per share (baht)	0.0630	0.0521
Net profit margin (%)	2.99	2.62
Book value per share (baht)	1.42	1.39
Debt to equity ratio (times)	0.70	0.74

**Board of Directors' opinion:** The meeting should approve the Financial Statements and the Income Statements for the year 2024.

**Agenda 5 : To approve dividends payment and more reserve allocation of the year 2024.**

**Details and background:** The Board of Directors thoroughly considered on the provision of Section 116 of the Public Companies and Article 50 of the Company's Articles of Association stating that the company has to allocate not less than 5 percent of its annual profit less the accumulated losses brought forward (if any) to a reserve fund until this fund attains amount not less than 10 percent of the registered capital. The company has already completed the legal reserve total amount of legal reserve of Baht 22,900,000 representing 3.89 percent of the paid up capital, which amounted to 588,965,082 Baht.

\*\*\*The company has a policy to pay dividends to shareholders not less than 30 percent of net profits.\*\*\*

In 2024, the company has a net profit of Baht 59,917,710 according to the financial statements, the company has to allocate not less than 5 percent on the provision of Section 116 of Public Limited Companies Act, that the company has to allocate the legal reserves in the amount of Baht 3,000,000. The Board approved to make the cash dividend payment for the operating result of year 2024 (1 Jan. – 31 Dec.) at Baht 0.05 per share. (zero points zero three satang) total amount of Baht 29,448,254 equivalent to 49.15% of net profit (which is in accordance to the policy) with unallocated retained earnings of Baht 114,317,956 the record date to determine the names of shareholders who have the right to receive cash dividend payment will be on May 7, 2025. The cash dividend payment will be made on May 23, 2025.

Detail	2024 (Proposed Year)	2023 (Preceding Year)
1. Number of shares entitled to receive dividends (shares)	588,965,082	588,964,618
2. Dividend payment rate (Baht per share)	0.05	0.03
3. Total dividend paid	29,448,254	17,668,939
4. Dividend payout ratio per net profit	49.15%	45.50%

**Board of Directors' opinion:** Approved the appropriation of net profit for the year 2024, with the approval of dividend payment for year 2024.

**Agenda 6 : To consider the Election of Directors in place of those retiring by rotation.**

**Details and background:** At the meeting, there are three directors who are due to retire by rotation, equivalent to one-third of the total number of directors, according to the Section 71 of the Public Companies and Article 18 of the Company's Articles of Association as follows:

- |                                   |   |
|-----------------------------------|---|
| 1. General Somatat Attanan        | Chairman of the Board of Directors/Independent Director/Audit Committee   |
| 2. Miss Suwannee Limppanawongsaen | Audit Committee/Independent Director/Member of Corporate governance and Member of Nomination and Remuneration Committee |
| 3. Mr. Rach Thongvanit            | Director and President  |

The selection process of the company's directors has passed the consideration of the Nomination and Remuneration Committee. Considering the appropriateness of the qualification, experience and expertise form variety of careers. Including the performance of the company as a director for consideration. The Board of Directors considered it appropriate to propose the appointment of three retired directors to be director for another term.

General Somatat Attanan and Miss Suwannee Limppanawongsaen, an independent director, has held the position of independent directors in the company for 16 years and if reelected by this Annual General Meeting of Shareholders and continue to hold this position to term, the total term shall amount to 19 years, The Board of Directors deemed that the persons nominated to hold the position of independent directors are able to give opinions independently and in compliance with the relevant criteria.

The profiles of the nominated persons to be elected as directors and the company's definition on independent director are attached herewith as **Enclosure No.2**

**Board of Directors' opinion:** Approved the following directors deemed it appropriate to propose that the 2024 Annual General Meeting of Shareholders considers and approves for the three who are due to retire by rotation to be reelected as directors for another term.

**Agenda 7 : To approve the 2024 Board of Director's Remuneration.**

**Details and background:** The Board of Nomination and Remuneration Committee that has been thoroughly considered based on the criteria in determining the remuneration of the company's, including the Company's performance, responsibilities and performance of the Board of Directors. Good corporate governance principles and practices used by businesses of the same type and sizes, as well as incentives for qualified personnel. Therefore, the Board of Directors and subcommittees for the year 2025 are considered as follows:

Remuneration	2025 (Proposed Year)	2024
<b>Directors</b> - The meeting allowances	- Chairman 35,000 Baht/ Time - Director 30,000 Baht/ Time Totally not exceeding Baht 2,000,000 /year	- Chairman 35,000 Baht/ Time - Director 30,000 Baht/ Time Totally not exceeding Baht 2,000,000 /year
- The bonus payment	For the company's Board of Directors totally not exceeding Baht 4,000,000/ year and shall be authorized by the Board of Directors.	For the company's Board of Directors totally not exceeding Baht 4,000,000/ year and shall be authorized by the Board of Directors.
- The another advantage	None	None

Remuneration	2025 (Proposed Year)	2024
<b>Audit Committee</b>	- Chairman 25,000 Baht/ Time	- Chairman 25,000 Baht/ Time
- The meeting allowances	- Director 20,000 Baht/ Time	- Director 20,000 Baht/ Time
	Totally not exceeding Baht 500,000/ year	Totally not exceeding Baht 500,000/ year
- The another advantage	None	None
<b>Nomination&amp;Remuneration Committee</b>	- Chairman 15,000 Baht/Time	- Chairman 15,000 Baht/Time
- The meeting allowances	- Director 10,000 Baht/Time	- Director 10,000 Baht/Time
	Totally not exceeding Baht 150,000/ year	Totally not exceeding Baht 150,000/ year
- The another advantage	None	None
<b>Corporate Governance Committee</b>	- Chairman and Director remuneration amount 5,000 Baht/ Time	- Chairman and Director remuneration amount 5,000 Baht/ Time
- The meeting allowances	Totally not exceeding Baht 60,000/ year	Totally not exceeding Baht 60,000/ year
- The another advantage	None	None
<b>Non-Executive Director Committee</b>	- Chairman and Director remuneration amount 5,000 Baht/ Time	- Chairman and Director remuneration amount 5,000 Baht/ Time
- The meeting allowances	Totally not exceeding Baht 60,000/ year	Totally not exceeding Baht 60,000/ year
- The another advantage	None	None

**Board of Directors' opinion:** Approved the remuneration of the Directors and subcommittees for the year 2025.

**Agenda 8 : To consider and approve the appointment of the company's Auditor and the auditor's remuneration 2024**

**Details and background:** In compliance with Section 120 of the Public Company and Article 58 and 59 of the Company's Articles of Association appointment of auditors and determination of remuneration for the Annual General Meeting of Shareholders and the Securities and Exchange Commission Announced on October 12, 2005 the company listed on the Stock Exchange of Thailand provided the auditor rotation every 5 years. The company can appoint a new auditor under the same audit office as the former auditor.

**Audit Committee opinion:** The appointment of auditor as follows below

1. Mr.Boonrueng Lerdwisewit C.P.A.(Thailand) No. 6552 and/or
2. Mr. Sa-nga Chokenitisawat C.P.A.(Thailand) No. 11251 and/or
3. Mr. Chaisiri Ruangritchai C.P.A.(Thailand) No. 4526

Auditor of the company for 2025 which will be for fifth consecutive years with the audit fee of not exceeding 3 Million Baht (including quarterly review)

Auditor's remuneration	2025 (Proposed Year)	2024
1. Audit Fee (Company)	2,533,000 Baht	2,818,000 Baht
2. Other fees	100,000 Baht	100,000 Baht
<b>Total</b>	<b>2,633,000 Baht</b>	<b>2,918,000 Baht</b>

**Note :** The audit fee does not include the actual expenses incurred during the service, such as travel expenses, telephone charges, postage fees, stamp duty, copy fee

The proposed PricewaterhouseCoopers ABAS has been appointed as year 2025 auditors of the Polymerit Asia Co.,Ltd., Composite Asia Co.,Ltd., The Bubble Co.,Ltd. and Subterra Ltd. which is a subsidiary of the company. In the past, the

company and its subsidiaries have appointed auditors from the same company. And the company attest the financial statements on a timely basis.

The proposed auditors have none relationship or conflict of interests with the company, subsidiaries, executives, major shareholders or any person related to such persons in any way that would affect their independent performance. Therefore, they remain independent in conducting and expressing their opinion on the statutory financial statements of the company. Furthermore, none of previously mentioned auditors have performed the audit of the company for more than the period specified by the relevant regulations.

**Board of Directors' opinion:** Approved the following auditor of PricewaterhouseCoopers ABAS to be the auditor of the company for 2025 with the audit fee of not exceeding 3 Million Baht.

#### **Agenda 9 : Other considerations (if any)**

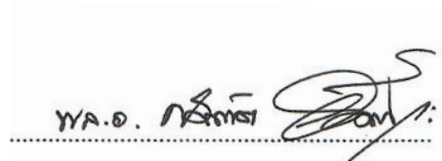
The Board of Directors determined the record date for the right to attend the AGM on March 11, 2024. Any shareholder who wishes to appoint the proxy to attend the meeting and vote on his/her behalf, please follow as **(Enclosure No.6)** and to ensure that you get the most out of the meeting and to fully preserve your benefits. The company has launched e-Proxy system. If you have questions that require the company to clarify the issues of the agenda presented at this time, you can send questions in advance via email to [pamika\\_w@saleecolour.com](mailto:pamika_w@saleecolour.com) or [mattana@saleecolour.com](mailto:mattana@saleecolour.com) or Line official : @saleecolour.

The Company has published the notice of the shareholders' meeting together with the supporting documents on the Company's website, [www.saleecolour.com](http://www.saleecolour.com) therefore invites the shareholders of the Company to attend the meeting on the date. In order to facilitate shareholders to attend the Annual General Meeting of Shareholders. The company has arranged a shuttle bus at BTS Kheha Station (Exit 3) to the meeting place from 09:30-10:00 am. After the completion of the shareholders' meeting. The company has provided snacks and beverages for the shareholders who will attend the meeting. Please be advised no gifts.

Meeting location



Yours sincerely,



(Gen. Somthat Atthanun )

Chairman of the Board of Directors