

## **Explanations on the Method of Granting Proxy, Effecting Registrations, Producing Documentation before Attending the Meeting, Voting on Each Agenda Item, Regulations Concerning Meetings of Shareholders, and Voting**

### **Method of Granting Proxy**

The company has sent to its shareholders a proxy form, Form B, as determined by the Department of Business Development, Ministry of Commerce, which form specifies clear and detailed particulars of proxy to be granted, in order that a shareholder who is not able to be present in person at a meeting can consider whether she/he will grant proxy to another person or to any director of the company. The shareholder may, for convenience, name more than 1 proxy holder.

In the event a proxy holder is busy and unable to be present at the meeting, another proxy holder can then take her/his place. However, only one proxy holder has the right to be present and vote at the meeting. The shares cannot be distributed to many proxy holders for the purpose of separating the votes. In addition, to vote on each item on the agenda, a shareholder has the right to only vote for it, vote against it, or abstain from voting.

### **Registration of Attendance**

The company will approximately 1 hour before the commencement of the meeting, start registering the attendance of the Ordinary Meeting of Shareholders. It will be available for registration at and after 09.00 a.m. at Phothalai Leisure Park, Room Bannabhiromya, 28 Soi Yothinpattana 3, Praditmanuthum Road, Klongchan, Bangkapi, Bangkok 10240, according to the enclosed map showing the place of the meeting.

### **Evidence of Identification for Attendance**

For attendees, please produce the following documents (as the case may be) before attending the meeting.

#### Shareholder who is a Thai-National Individual

1. In the event of presence in person:
  - The document bearing a bar code, which the company has sent together with the notice of the summoning of the meeting;
  - An identification document issued by a government service, which document shows the photograph, first name and family name of the shareholder and has not yet expired, such as, identity card or civil servant's ID card or passport; in the event of a change of first name or family name, a supporting document must also be submitted.
2. In the event of proxy granted:
  - The proxy form bearing a bar code, which the company has sent together with the notice of the summoning of the meeting and which has been filled in completely and correctly and signed by the proxy grantor and the proxy holder;
  - A copy of the shareholder's document issued by the government service under 1, which copy has been certified true and correct by the shareholder's signature
  - An identification document of the proxy holder, which has been issued by a government service, same as in 1

#### Shareholder who is a juristic person registered in Thailand

1. In the event an authorized signatory acting on behalf of the juristic person is present in person:
  - The document bearing a bar code, which the company has sent together with the notice of the summoning of the meeting;
  - A copy of the juristic person's representative's document issued by the government service, same as in the case of an individual under 1;
  - The shareholder's certificate of corporate registration, a copy of which is certified true and correct by the juristic person's representative and contains a statement indicating that the representative to be present at the Meeting is authorized to act on behalf of the juristic person who is the shareholder.

2. In the event of proxy granted:

- The proxy in the form enclosed with the notice of the summoning of the meeting and filled in completely and correctly and signed by the juristic person's representative (director) granting proxy and by the proxy holder;
- A copy of the shareholder's certificate of corporate registration, which copy has been certified true and correct by the juristic person's representative (director) and contains a statement indicating that the representative signing the proxy form is authorized to act on behalf of the juristic person who is the shareholder;
- A copy of the document issued by the government service to juristic person's representative (director) who is the proxy grantor, which copy has been certified true and correct by the grantor's signature;
- An identification document of the proxy holder, which has been issued by a government service, same as in the case of an individual under 1.

**Voting on Each Agenda Item**

- For voting, the chair will propose that the meeting pass a resolution on each agenda item and will ask if any shareholders object, disagree or abstain from voting. If there is one, the shareholder is requested to raise a hand up and submit a ballot to the company staff in order that such votes to be applied as the resolution of the meeting will be counted, and shareholders who have not raise their hands up will be deemed to resolve to approve the matter as proposed to the meeting for consideration.
- For the purpose of passing a resolution, only ballot disagreeing and abstaining from voting will be counted. The reminder will all be deemed to constitute votes in agreement, except for agenda item 6 regarding the election of directors all ballots will be collected and the shareholders or proxy holders will be requested to sign their names on the ballots.
- Shareholders present in person who object, disagree or abstain from voting are required to raise their hands and submit their ballots to the ballot collecting staff.
- In the event a shareholder has granted proxy to another to be presented at the meeting on his/her behalf, the proxy holder can consider matters and pass resolutions on behalf of the grantor in every respect as he/she thinks fit. The same voting method as that for shareholders present in person will be used.
- In the event of presence by proxy, if the shareholder has voted on each agenda item in the letter of proxy, the voting in that letter will be adhered to.
- A resolution of the meeting will be required the majority votes of the shareholders who attend the meeting and cast their votes.
- For agenda item 2 and 4 which involve matters for acknowledgement will not be required resolution.
- Agenda item 9 depends on matters to be proposed by the shareholders, as the case may be. Pursuant to the Public Limited Companies Act B.E. 2535 (including its amendments), shareholders representing not less than one-third of all the company's total subscribed shares can request the meeting to consider in other matters than those specified in the invitation to the meeting.

**The Company's Articles of Association Pertinent to Meetings of Shareholders and Voting**

Summoning of Meetings of Shareholders

Article 36 The board of directors must cause an annual ordinary meeting of shareholders to be held within 4 months from the ending date of the fiscal year of the company.

All other meetings of shareholders apart from the aforementioned shall be called extraordinary meetings. The board of directors may summon an extraordinary meeting of shareholders whenever it sees fit, or the shareholders holding not less than one-fifth in aggregate of the outstanding shares or not less than 25 shareholders holding not less than one-tenth in aggregate of the outstanding shares may at any time requisition in writing the summoning of the extraordinary meeting of shareholders. However, the reason for requisitioning the summoning of the meeting must also be stated clearly in the writing.

In such a case, the board of directors shall cause the meeting of shareholders to be held within 1 month from the date of receipt of the shareholders' notice.

Article 37 The board of directors shall prepare a notice of the summoning of a meeting of shareholders, specifying the place, the day and the hour, the agenda, and the matters to be proposed to the meeting, together with details as may be reasonable, and indicating clearly whether it is the matter proposed for information, for approval or for consideration, as the case may be, including the board of directors' opinion about the said matter, and the notice shall be sent to the shareholders and the Registrar for acknowledgement not less than 7 days before the date fixed for the meeting and published for 3 consecutive days not less than 3 days before the date fixed for the meeting in a Thai daily newspaper published and distributed at the locality where the principal office of the company is situated.

The place to be used as the venue of the meeting of shareholders must be located in the locality where the principal office or a branch office is situated, or in a province near the principal office.

#### Quorum

Article 38 Not less than 25 shareholders and proxies (if any) or not less than one-half of the shareholders representing not less than one-third in aggregate of the outstanding shares shall be present at a meeting of shareholders in order to constitute a quorum.

In the event that, within 1 hour from the time appointed for any meeting of shareholders, the quorum is not present as prescribed, the meeting, if summoned upon the requisition of shareholders, shall be dissolved. However, if such meeting had not been summoned upon the requisition of shareholders, another meeting shall be summoned and a letter of the summoning of the meeting shall be sent to the shareholders not less than 7 days before the date fixed for the meeting. At such meeting, no quorum shall be necessary.

#### Grant of Proxy

Article 39 A shareholder may grant proxy to another person to be present at a meeting of shareholders and vote on his behalf. The proxy shall be dated and signed by the grantor and shall be in accordance with the form determined by the Registrar. The proxy shall be deposited with the chairman or a person designated by him before the proxy holder attends the meeting.

#### Votes

Article 41 One ordinary share shall be for one vote and ten thousand preference shares for one vote. A resolution of a meeting of shareholders shall be passed by the following votes:

- (1) In an ordinary event, a majority of the votes of the shareholders present and entitled to vote shall be required. In case of an equality of votes, the chairman of the meeting shall be entitled to a second or casting vote;
- (2) In the following events, not less than three-fourths of the votes of the shareholders present and entitled to vote shall be required:
  - (a) A sale or transfer of all or a substantial part of the business of the company to other persons;
  - (b) Acquisition or taking of a transfer of the business of other companies or private companies for the company;
  - (c) Execution, amendment or termination of an agreement concerning lease of all or a substantial part of the business of the company;
  - (d) Assignment of the management of the business of the company to other persons;
  - (e) Amalgamation with other persons for the purpose of sharing profits and losses;
  - (f) Amendment of the memorandum or articles of association;
  - (g) Increase or reduction of the capital of the company or issue of debentures;
  - (h) Merger or dissolution of the company

Article 42 A shareholder who is specially interested in any given matter has no right to vote on such matter, except on the appointment of a director.

The provision of this article shall also apply to the case where a proxy has been appointed to be present at the meeting.