

Explanations on the Method of Granting Proxy, Registrations, Documents Required before Attending the Meeting, Voting, Vote Counting and Regulations Concerning the Shareholders' Meeting and Voting

Explanations on the Method of Granting Proxy

To comply with the policy of Stock Exchange of Thailand, in the event of proxy granted, 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 allow shareholders and/or proxies to register for the attendance of the general meeting of shareholders from 9.00 a.m. onwards at Bannabhiromya Room, Phothalai Leisure Park, 28 Soi Yothinpattana 3, Praditmanuthum Road, Klongchan, Bangkok, Bangkok 10240 (the details appear in the Attachment No. 9).

Documents Required before Attending the Meeting

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

1. Shareholder who is a Thai-National Individual

1.1 In the event of presence in person:

- The notification of meeting bearing a bar code, which the company has sent together with the notice of the summoning of the meeting;
- A copy of identification card or official identification card issued by a government service, which shows the photograph, first name and family name of the shareholder and has not yet expired; in the event of a change of first name or family name, a supporting document must also be submitted.

1.2 In the event of proxy granted:

- The notification of meeting bearing a bar code, which the company has sent together with the notice of the summoning of the meeting;
- The proxy form (attachment No. 8), enclosed with the notice of the summoning of the meeting, which has been filled in completely and correctly and signed by the proxy grantor and the proxy holder;
- A copy of identification card or official identification card issued by a government service, which shows the photograph, first name and family name of the grantor and has not yet expired, which has been certified as true copy to the original by the grantor.
- A copy of identification card or official identification card issued by a government service, which shows the photograph, first name and family name of the proxy and has not yet expired, which has been certified as true copy to the original by the proxy.

2. Shareholder who is a non-Thai-National Individual

2.1 In the event of presence in person:

- The notification of meeting bearing a bar code, which the company has sent together with the notice of the summoning of the meeting;
- Passport or alien identification card; in the event of a change of first name or family name, a supporting document must also be submitted.

2.2 In the event of proxy granted:

- The notification of meeting bearing a bar code, which the company has sent together with the notice of the summoning of the meeting;
- The proxy form (attachment No. 8), enclosed with the notice of the summoning of the meeting, which has been filled in completely and correctly and signed by the proxy grantor and the proxy holder;
- A copy of passport or alien identification card of the grantor which has not yet expired and has been certified as true copy to the original by the grantor;
- A copy of identification card or official identification card issued by a government service, which shows the photograph, first name and family name of the proxy holder and has not yet expired, which has been certified as true copy to the original by the proxy holder.

3. Shareholder who is a juristic person registered in Thailand

3.1 In the event an authorized director (s) acting on behalf of the juristic person is present in person:

- The notification of meeting bearing a bar code, which the company has sent together with the notice of the summoning of the meeting;
- A copy of the current Company certificate issued by the Department of Business Development, Ministry of Commerce which has been certified true copy by the authorized director (s);
- A copy of identification card of an authorized director (s) or passport in the event of an alien person which has been certified true copy by such director (s).

3.2 In the event of proxy granted:

- The notification of meeting bearing a bar code, which the company has sent together with the notice of the summoning of the meeting;
- The proxy form (attachment No. 8), enclosed with the notice of the summoning of the meeting, which has been filled in completely and correctly and signed by an authorized director (s) as the grantor and signed by the proxy holder;
- A copy of the current Company certificate issued by the Department of Business Development, Ministry of Commerce which has been certified true copy by the authorized director (s);
- A copy of identification card of an authorized director (s) or passport in the event of an alien person which has been certified true copy by such director (s).
- A copy of identification card of proxy holder or passport in the event of an alien person which has been certified true copy by proxy holder.

4. Shareholder who is a juristic person registered in foreign Country

4.1 In the event an authorized director (s) acting on behalf of the juristic person is present in person:

- The notification of meeting bearing a bar code, which the company has sent together with the notice of the summoning of the meeting;
- Company certificate showing the names of authorized directors issued by relevant government agencies as well as endorsed by Notary Public;
A copy of passports of directors who attend the meeting which has been certified true copy by such director (s).

4.2 In the event of proxy granted:

- The notification of meeting bearing a bar code, which the company has sent together with the notice of the summoning of the meeting;
- The proxy form (attachment No. 8), enclosed with the notice of the summoning of the meeting, which has been filled in completely and correctly and signed by an authorized director (s) as the grantor and by the proxy holder;
- A copy of company certificate showing the names of authorized directors issued by relevant government agencies which has been certified true copy by the authorized director (s) as well as endorsed by Notary Public;
- A copy of identification card of an authorized director (s) or passport in the event of an alien person which has been certified true copy by such director (s).
- A copy of identification card of proxy holder or passport in the event of an alien person which has been certified true copy by proxy holder.

5. Deceased shareholders

In this event, the administrator attends the meeting in person and / or authorizes other people to attend the meeting on their behalf. A copy of the court order appointing the administrator of the estate is required and must be endorsed by the administrator (in the case of proxy granted) to be presented on the meeting day.

6. Incompetent person or quasi-incompetent person shareholders

In this event, the guardian or curator attends the meeting in person and / or appoints a proxy to attend the meeting on their behalf. A copy of the court order appointing the guardian or curator is required and must be endorsed by the guardian or curator (in the case of proxy granted) to be presented on the meeting day.

Voting on Each Agenda Item

- Each common share has one vote. And 10,000 preferred shares have one vote.
- The shareholders who are present in person and/or the proxy holder according to the proxy Form B have to vote only one of which is agree, disagree or abstain in each agenda.
- 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 remainder will all be deemed to constitute votes in agreement, except for agenda item 5 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.
- If there is any shareholder raising their hands, such shareholder must sign their name and record their votes of disapproval or abstain on the ballot. The staff will collect and count the ballot from the shareholders who cast their votes of disapproval or abstain from voting. The ballots are considered invalid when there is no signature, or more than one box marked, or cancellation marks on the ballots.
- 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 except for agenda 6, a resolution will be passed by no less than two-thirds of the total number of votes of the shareholders who attend the meeting.
- Agenda item 2 which involve matters for acknowledgement will not require resolution.
- Agenda item 8 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.

Vote Counting

- In counting votes for each agenda item, the disapproval and abstained votes, casted by the shareholders and proxy holders, will be deducted from the total votes of the shareholders attending the meeting and having the right to cast a vote for each agenda item. The remainder will all be deemed to constitute votes in agreement. The results will be counted against total votes of the shareholders attending the meeting and cast their votes which include approval votes, disapproval votes, and invalid ballots. The abstained votes will not be counted in accordance with the Public Limited Companies Act B.E.2535 section 107 (1) and the Company's articles of association no.41 (1) except agenda item 6, the results will be counted against total votes of shareholders attending the meeting in accordance with the Public Limited Companies Act B.E.2535 section 90.
- After the vote counting for each agenda item, the Company will announce the voting results as approval, disapproval, abstention, or invalid ballots as a percentage of total votes. For the agenda item concerning the election of directors, the Company will announce the voting results for individual directors.

The Company's Articles of Association Pertinent to the Shareholders' Meeting 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.