

Explanations on the Documents Required for Attending the Meeting, Method of Granting Proxy, Notification of the Intention to Attend the Meeting, Procedures for Attending e-AGM, Voting, Vote Counting and Regulations Concerning Shareholders' Meeting and Voting

Due to the situation of the Coronavirus Disease 2019 (COVID-19), the board of directors of Pico (Thailand) Public Company Limited (hereinafter referred as "the Company") truly concerns for the safety of shareholders, therefore, has resolved to solely hold the 2021 Annual General Meeting of Shareholders via an electronic medium on Thursday 25th February 2021 at 2.00 p.m. The company would like to notify the guidelines for attending the 2021 Annual General Meeting of Shareholders via electronic medium, which has some different registration processes than regular meeting as follows.

Documents Required for Attending the Meeting

1. Shareholder who is an Individual

1.1. Attendance in person through electronic medium:

- (1) Notification of Meeting, which is sent together with the notice of the summoning of the meeting; and
- (2) The identity card of Shareholder, which has not yet expired; in the event of a change of first name or family name, a supporting document must also be submitted.

** For a non-Thai-National Individual Shareholder, a valid passport can be presented as an identity card; in the event of a change of first name or family name, a supporting document must also be submitted.*

1.2. Attendance by proxy holder through electronic medium:

- (1) Notification of Meeting, which is sent together with the notice of the summoning of the meeting.
- (2) The proxy form B (Attachment No. 10), enclosed with the notice of the summoning of the meeting, which has been filled in completely and correctly with a 20-baht duty stamp attached, and signed by the proxy grantor and the proxy holder;
- (3) A copy of the identity card of Shareholder or a copy of a valid passport in case of non-Thai-National shareholder, which has been certified as true copy to the original by the shareholder's signature; and
- (4) A copy of the identity card of the proxy holder, which has not yet expired, or a copy of a valid passport in case of non-Thai-National proxy holder, which has been certified as true copy to the original by the proxy holder's signature

Shareholders may appoint a proxy to any person or one of the Independent Directors, Mr. Chaiyod Bunyagidj, or Mr. Manus Manoonchai, or Mrs. Sasitorn Phongsathorn, or Mr. Siow Chee Keong. Such independent director will vote for each agenda as specified by the shareholders in the proxy form.

2. Shareholder who is a juristic person

2.1. Attendance in person by an authorized signatory acting on behalf of the juristic person through electronic medium:

- (1) Notification of Meeting, which is sent together with the notice of the summoning of the meeting;
- (2) Registration form for authorized signatory of juristic person (Attachment No. 9) which has been filled in completely and correctly and signed by the authorized signatory of juristic person
- (3) A copy of the shareholder's certificate of corporate registration, which is certified as true copy 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; and
- (4) A copy of the identity card of the juristic person's representative, which has not yet expired, or a copy of a valid passport in case of non-Thai-National individual, which has been certified as true copy to the original by the juristic person's representative's signature.

** For a juristic person registered in foreign Country, please present a copy of company certificate, which has been certified true copy by the authorized director (s) as well as endorsed by Notary Public.*

*** In case of the authority to bind the company comprise authorized signatory of 2 or above directors, please grant the proxy to individual to attend the meeting as specified in 2.2 below.*

2.2. Attendance by proxy holder through electronic medium:

- (1) Notification of Meeting, which is sent together with the notice of the summoning of the meeting.
- (2) The proxy form B (Attachment No. 10), enclosed with the notice of the summoning of the meeting, which has been filled in completely and correctly with a 20-baht duty stamp attached, and signed by the juristic person's representative (proxy grantor) and by the proxy holder;
- (3) A copy of the shareholder's certificate of corporate registration, which is certified as true copy by the juristic person's representative and contains a statement indicating that the representative signing on the proxy form is authorized to act on behalf of the juristic person who is the shareholder;
- (4) A copy of the identity card of the juristic person's representative (proxy grantor), which has not yet expired, or a copy of a valid passport in case of non-Thai-National individual, which is certified as true copy by the grantor's signature; and
- (5) A copy of the identity card of the proxy holder, which has not yet expired, or a copy of a valid passport in case of non-Thai-National individual, which is certified as true copy by the proxy holder's signature.

* *For a juristic person registered overseas, please present a copy of company certificate, which has been certified true copy by the authorized director (s) as well as endorsed by Notary Public.*

Shareholders may appoint a proxy to any person or authorized to one of the Independent Directors, Mr. Chaiyod Bunyagidj, or Mr. Manus Manoonchai, or Mrs. Sasitorn Phongsathorn, or Mr. Siow Chee Keong. Such independent director will vote for each agenda as specified by the shareholders in the proxy form.

3. Deceased shareholders

3.1. Attendance in person by the administrator through electronic medium:

- (1) Notification of Meeting, which is sent together with the notice of the summoning of the meeting;
- (2) Registration form for administrator of the estate (Attachment No. 9) which has been filled in completely and correctly and signed by the administrator of the estate;
- (3) A copy of the court order appointing the administrator of the estate is required and must be endorsed by the administrator of the estate; and
- (4) A copy of the identity card of the administrator of the estate which has not yet expired, or a copy of a valid passport in case of non-Thai-National individual, which is certified as true copy by the administrator of the estate 's signature.

3.2. Attendance by proxy holder through electronic medium:

- (1) Notification of Meeting, which is sent together with the notice of the summoning of the meeting.
- (2) The proxy form B (Attachment No. 10), enclosed with the notice of the summoning of the meeting, which has been filled in completely and correctly with a 20-baht duty stamp attached, and signed by the administrator of the estate (proxy grantor) and by the proxy holder;
- (3) A copy of the court order appointing the administrator of the estate is required and must be endorsed by the administrator of the estate;
- (4) A copy of the identity card of the administrator of the estate (proxy grantor), which has not yet expired, or a copy of a valid passport in case of non-Thai-National individual, which is certified as true copy by the grantor's signature; and
- (5) A copy of the identity card of the proxy holder, which has not yet expired, or a copy of a valid passport in case of non-Thai-National individual, which is certified as true copy by the proxy holder's signature.

Shareholders may appoint a proxy to any person or authorized to one of the Independent Directors, Mr. Chaiyod Bunyagidj, or Mr. Manus Manoonchai, , or Mrs. Sasitorn Phongsathorn, or Mr. Siow Chee Keong. Such independent director will vote for each agenda as specified by the shareholders in the proxy form.

4. Incompetent person or quasi-incompetent person shareholder

4.1. Attendance in person by the guardian or curator through electronic medium:

- (1) Notification of Meeting, which is sent together with the notice of the summoning of the meeting;
- (2) Registration form for the guardian / curator (Attachment No. 9) which has been filled in completely and correctly and signed by the guardian / curator;
- (3) A copy of the court order appointing the guardian or curator is required and must be endorsed by the guardian or curator; and
- (4) A copy of the identity card of the guardian or curator which has not yet expired, or a copy of a valid passport in case of non-Thai-National individual, which is certified as true copy by the guardian or curator's signature.

4.2. Attendance by proxy holder through electronic medium:

- (1) Notification of Meeting, which is sent together with the notice of the summoning of the meeting.
- (2) The proxy form B (Attachment No. 10), enclosed with the notice of the summoning of the meeting, which has been filled in completely and correctly with a 20-baht duty stamp attached, and signed by the guardian or curator (proxy grantor) and by the proxy holder;
- (3) A copy of the court order appointing the guardian or curator is required and must be endorsed by the guardian or curator;
- (4) A copy of the identity card of the administrator of the guardian or curator (proxy grantor), which has not yet expired, or a copy of a valid passport in case of non-Thai-National individual, which is certified as true copy by the grantor's signature; and
- (5) A copy of the identity card of the proxy holder, which has not yet expired, or a copy of a valid passport in case of non-Thai-National individual, which is certified as true copy by the proxy holder's signature.

Shareholders may appoint a proxy to any person or authorized to one of the Independent Directors, Mr. Chaiyod Bunyagidj, or Mr. Manus Manoonchai, or Mrs. Sasitorn Phongsathorn, or Mr. Siow Chee Keong. Such independent director will vote for each agenda as specified by the shareholders in the proxy form.

Registration to Attend the Meeting

1. Shareholder intends to attend the meeting in person

1.1. Registration to attend the meeting

Shareholders can notify the Company the intention to attend the Annual General Meeting of Shareholders **via e-Service Platform from February 18, 2021**, by filling in completely and correctly the Notification of Meeting and using the Shareholder's ID card to register at <https://portal.eservice.set.or.th> or scan QR code here



Please register through e-Service Platform at least 2 days before 25 February 2021 for the convenience in attending the meeting on the meeting date.

Online registration can be done by using desktop or notebook computers, tablets, or smartphones with camera installed and enter through web browser including **Google Chrome, Safari or Internet Explorer**. It can be used on both **IOS and Android operating systems**.

* *Shareholders may see the registration process in "Manual for E-AGM System" at <http://pico.listedcompany.com/misc/ShareholderMTG/agm2021/e-agm2021-manual-en.pdf> for more information or [scan QR code here](#)*



1.2 After Shareholders have performed the registration process through e-Service Platform and the Company has verified the validity, Username & Password, to be used for log-in to the electronic meeting (e-Service Platform), will be sent to Shareholders' email provided to the Company at the registration process.

2. Shareholder appoints the Independent Director

Shareholders unable to attend the Annual General Meeting of Shareholders via electronic medium may authorize to one of the Independent Directors, Mr. Chaiyod Bunyagidj, or Mr. Manus Manoonchai, or Mrs. Sasitorn Phongsathorn, or Mr. Siow Chee Keong. Such independent director will vote for each agenda as specified by the shareholders in the proxy form.

To authorize to one of the Independent Directors, Shareholder must fill in completely and correctly the Notice of Meeting and the proxy form B (Attachment No. 10), select an independent director that Shareholders intend to appoint as a proxy holder, attach a copy of the shareholder's identification document and the supporting documents as described under "Documents Required for Attending the Meeting" section 1.2, or 2.2, or 3.2, or 4.2, as the case may be. Then proceed the following :

- (1) submit the soft copy of such documents to companysecretary@picothai.com or fax number (+662) 745-8521; **and**
- (2) dispatch the original copy of the above documents to the Company via post at the following address

Company Secretary Office

Pico (Thailand) Public Company Limited

10 Soi Lasalle 56, Bangna-Tai Sub-district, Bangna District, Bangkok 10260

The Company must be received the original documents within the official hours of February 22, 2021 since the document verification process might take time in order to properly organize the e-AGM.

The Company reserves the right not to accept the registration to e-AGM if the Company receives the above original documents after the specified timeline or the case that such documents are not complete or correct in accordance with the specified rule and regulations.

3. Shareholder appoints the Proxy Holder

3.1. Registration to attend the meeting

The shareholder and proxy holder must fill in completely and correctly the Notification of Meeting and prepare the required documents as described under “Documents Required for Attending the Meeting” section 1.2, or 2.2, or 3.2, or 4.2 as the case may be; and proceed the following:

- (1) submit the soft copy of such documents to companysecretary@picothai.com or fax number (+662) 745-8521; **and**
- (2) dispatch the original copy of the above documents to the Company via post at the following address
Company Secretary Office
Pico (Thailand) Public Company Limited
10 Soi Lasalle 56, Bangna-Tai Sub-district, Bangna District, Bangkok 10260

The Company must be received the original documents within the official hours of February 22, 2021 since the document verification process might take time in order to properly organize the E-AGM.

The Company reserves the right not to accept the registration to e-AGM if the Company receives the above original documents after the specified timeline or the case that such documents are not complete or correct in accordance with the specified rule and regulations.

3.2. Notice of identity verification approval for attending E-AGM

After the Company has verified the validity of the submitted documents, Username & Password, to be used for log-in to the electronic meeting (e-Service Platform), will be sent to the proxy holder’s email as specified in the proxy form.

** Please note that one email address can be used for registration for only one shareholder. Therefore, in the case that a shareholder attending the meeting is also granted proxy from other shareholders or the proxy holder is granted proxy from many shareholders, the proxy holder has to prepare a number of email addresses in accordance with the number of shareholders attending the meeting, either attending by themselves or by proxy.*

4. The juristic person’s representative, administrator of the estate, guardian, or curator attend the meeting in person

4.1. Registration to attend the meeting

The shareholder must prepare the required documents as described under “Documents Required for Attending the Meeting” section 2.1, or 3.1, or 4.1 as the case may be, and proceed the following:

- (1) submit the soft copy of such documents to companysecretary@picothai.com or fax number (+662) 745-8521; **and**
- (2) dispatch the original copy of the above documents to the Company via post at the following address
Company Secretary Office
Pico (Thailand) Public Company Limited
10 Soi Lasalle 56, Bangna-Tai Sub-district, Bangna District, Bangkok 10260

The Company must be received the original documents within the official hours of February 22, 2021 since the document verification process might take time in order to properly organize the E-AGM.

The Company reserves the right not to accept the registration to e-AGM if the Company receives the above original documents after the specified timeline or the case that such documents are not complete or correct in accordance with the specified rule and regulations.

4.2. Notice of identity verification approval for attending E-AGM

After the Company has verified the validity of the submitted documents, Username & Password, to be used for log-in to the electronic meeting (e-Service Platform), will be sent to the shareholder’s email as specified in the registration form (Attachment No. 9).

Attending the Annual General Meeting of Shareholders via Electronic Medium (E-AGM)

The 2021 Annual General Meeting of Shareholder via Electronic Medium will be held on Thursday 25 February 2021 at 2.00 p.m. with the following steps

1. Log-in to e-Service Platform

- All Attendees log in to E-Service Platform from 12.00 p.m. with the provided Username & Password and OTP code at <https://portal.eservice.set.or.th> or scan QR code here.
- When logging in to e-Service Platform, the attendee can enter the URL link to join the meeting through the Webex System.



In joining the meeting, attendees can use desktop or notebook computers, tablets, or smartphones with camera installed and enter through web browser including Google Chrome, Safari or Internet Explorer. It can be used on both IOS and Android operating systems.

2. Voting on Each Agenda

- For voting, the chair will propose that the meeting pass a resolution on each agenda item and the e-Service Platform will open for voting “approve”, “disapprove”, or “abstain” on each agenda. Attendees need to return to e-Service Platform window, and vote within the period specified. Attendees, who have not chosen “approve”, “disapprove”, or “abstain” within the voting period, will be deemed to resolve to approve the matter as proposed to the meeting for consideration. However, if the voting period still exists, Attendees may return to amend their votes within such period.
- In the event a shareholder has granted proxy to another to be present 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.
- If the Shareholder has voted on each agenda item in the proxy form, the voting in the form 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, and for agenda 8, a resolution will be passed by total number of votes of not less than three-fourths of the total number of votes of shareholders attending the meeting and having the right to vote.
- Agenda item 2 which involve matters for acknowledgement will not require 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.

3. Vote Counting

- Attendees may vote “approve”, “disapprove” and “abstain” for each agenda item. The scoring base will be counted against total votes of the shareholders attending the meeting and cast their votes which include “approve” and “disapprove” votes. The “abstain” 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 Article 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, and agenda item 8, the scoring base of vote counting shall be equal to total votes of shareholders attending the meeting and having the right to vote in accordance with the Company’s articles of association Article 41 (2).
- After the vote counting for each agenda item, the Company will announce the voting results as approval, disapproval, or abstention as a percentage of total votes. For the agenda item concerning the election of directors, the Company will announce the voting results by individual directors.

4. Questions Submission During the Meeting

In the event that Attendees would like to ask questions during the meeting, Attendees need to return to the e-Service Platform window, and choose the agenda to ask the questions, click the “Raise hand” button for queuing and type questions.

5. Convenience provided to Shareholders appointing the Independent Director

The entire 2021 Annual General Meeting of Shareholders via Electronic medium will be recorded. The video of the meeting will be published through the Company’s website, <http://pico-th.listedcompany.com/webcast.html>, after the meeting for the convenience of Shareholders who appoint the Independent Director.

Attendee of E-AGM can study the procedures of the electronic meeting including broadcasting, voting and raising questions in “Manual for E-AGM System” at <http://pico.listedcompany.com/misc/ShareholderMTG/agm2021/e-agm2021-manual-en.pdf> or scan QR code here



Any questions or problems regarding the Annual General Meeting of Shareholders via electronic medium, please contact:

Company Secretary Office

Pico (Thailand) Public Company Limited

10 Soi Lasalle 56, Bangna-Tai Sub-district, Bangna District, Bangkok 10260

Telephone +662 748 7007 Ext 540-543

Email companysecretary@picothai.com

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:
 - (1) A sale or transfer of all or a substantial part of the business of the company to other persons;
 - (2) Acquisition or taking of a transfer of the business of other companies or private companies for the company;
 - (3) Execution, amendment or termination of an agreement concerning lease of all or a substantial part of the business of the company;
 - (4) Assignment of the management of the business of the company to other persons;
 - (5) Amalgamation with other persons for the purpose of sharing profits and losses;
 - (6) Amendment of the memorandum or articles of association;
 - (7) Increase or reduction of the capital of the company or issue of debentures;
 - (8) 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.