

## **Guidelines for Proxy Appointment, Registration, and Identification Documents**

### **Required to Attend and Vote in the General Meeting of Shareholders**

- **Appointment of Proxy**

The Company has dispatched Proxy Form B, as specified by the Department of Business Development, Ministry of Commerce, with clear details, to any shareholders unable to attend the Meeting themselves, in order to appoint other persons or any of the Company's directors, as proposed, to act as their proxy. There are some details on directors proposed by the Company to be appointed as proxies by shareholders, as shown in the attachment. Shareholders may specify more than one proxy for greater flexibility, in case any of the appointed proxies are themselves unable to attend the Meeting in person, so other proxies can attend the Meeting for them. Shareholders are unable to split their votes among different proxies in the Meeting. In the voting procedure in each motion, shareholders can vote only for approval, disapproval or abstention. The Company has also dispatched Proxy Form A, a general and simple proxy form, and Proxy Form C for foreign shareholders appointing custodians in Thailand. Interested shareholders can obtain information from the Company's website at <http://www.thiensurat.co.th/investor>

- **Registration to Attend the Meeting**

Registration for participating in the Shareholders' Meeting will begin at least 1 hour prior to the Meeting start, or from 12:00 p.m. on Friday, April 22, 2016 at Mae-Nam Chaopraya Room, 3rd Floor, Thiensurat Public Company Limited Building 43/9, Moo 7, Soi Chuchat Arnsorn 4, Bang- Talad Sub-District, Pakkret District, Nonthaburi 11120 Thailand (please see attached map).

- **Documents Verifying Eligibility to Attend the Meeting**

**Participants are requested to produce the following documents before attending the meeting (as the case may be):**



**For Individual Shareholders**

1. In case of attendance in person:
  - Registration Form attached to the Notice of the Meeting
  - A valid official document issued by government authorities e.g. the Identification Card, Civil Servant Identification Card or passport, including the evidence of name or last name's change (if any)
2. In case of appointment of a proxy:
  - The Proxy Form, having attached to the Notice of the Meeting, completely filled in and signed by the grantor and the proxy.
  - Certified true and correct copy of the official document issued by a government authorities, as specified in item 1, of the grantor
  - The proxy's official document issued by a government authority, as specified in item 1



**For Juristic Shareholders, registered in Thailand**

1. In case of attendance in person by the authorized representative :
  - Registration Form attached to the Notice of the Meeting.
  - A valid official document issued by government authorities of the representative , as in the case of the shareholder being a natural person, specified in item 1

- Certified true and correct copy of affidavit or certificate of Incorporation of the juristic shareholder signed by the juristic person's representative, which shows that the representative attending the Meeting is authorized to act on behalf of the juristic person shareholder.

2. In case of appointment of a proxy:

- The Proxy Form which bears a barcode attached to the Notice of the Meeting, completely filled in and signed by the juristic person's representative as grantor and signed by the proxy.
- Certified true and correct copy of affidavit or Certificate of Incorporation by the juristic person's representative, which shows that the representative signing the proxy is authorized to act on behalf of the juristic person shareholder.
- The proxy's official document issued by government authorities, as in the case of the shareholder being a natural person, specified in item 1
- Certified true and correct copy of the representative's official document issued by government authorities
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**For Non-Thai Shareholders and Juristic Persons Incorporated under Foreign Law**

They should prepare documents similar to the cases of a natural person or juristic person, but the identification documents must be as below (as the case may be):

- Certified true and correct copy of passport of the shareholder or representative of a juristic person or proxy (as the case may be).
- Certified true and correct copy of Affidavit or Certificate of Incorporation of such juristic person, issued by either the government authority of the country where such juristic person is situated, signed by a representative of such juristic person, provided that such an Affidavit or Certificate of Incorporation must contain the name of the juristic person, authorized signatory, conditions or limitations of authorized signatories, and the location of the head office
- Any documents without a master copy in the English language must be attached with an English translation, to be certified true by the shareholder or representative of the juristic person.



**For Foreign Shareholders Appointing a Custodian in Thailand**

- Documents similar to the case of a juristic person.
- Power of Attorney granted by the shareholder to authorize the custodian to sign the Proxy Form on his/her behalf
- Certification Letter of the custodian who signs the Proxy Form, which shows that the custodian is permitted to engage in the business of custodian.

● **Voting Procedures**

The Chairman shall inform the Meeting the details of voting procedures as follows:

1. The Chairman shall propose the Meeting to vote in each agenda by asking time by time whether there is any shareholder disapprove or abstain.
2. In case of shareholder's disapproval or abstention, shareholder or proxy shall show their hand (except for secret voting). The rest shall be regarded as approved without showing of their hand. Shareholder or proxy shall make only one vote for approval,

disapproval or abstention. (Except for the vote of Custodian which the allocation of the vote is allowed as specified in the Proxy Form).

- **Resolution of the Meeting**

- General case: the resolution shall be passed by a simple majority vote of the shareholders present at the meeting with the right to vote.
  - Other case which the law or the Company's Articles of Association stipulated otherwise: the resolution shall conform to the law or the Company's Articles of Association which the Chairman shall inform the Meeting before voting in each agenda.
1. In the event of a tie vote, the Chairman of the Meeting shall have a casting vote.
  2. A shareholder who has any special interest in a resolution, except for voting on the election of Directors, cannot vote on such resolution. A shareholder having special interest or proxy of such shareholder may be invited by the Chairman to temporarily leave the Meeting.
  3. A secret voting may be made upon the request of at least five shareholders and the Meeting resolves accordingly. The Chairman shall specify the method for such voting and inform the Meeting before voting in the agenda resolved to vote secretly.

- **Counting and Announcement of the Vote**

Prior to the Meeting, the Chairman shall inform that the counting of votes for each agenda shall be made from the voting of shareholder or proxy present at the Meeting with the right to vote. The vote result of every agenda shall be informed to the Meeting before the Meeting is adjourned.

## Registration and Meeting Processes

