

## Clarifications on Proxy Appointment, Registration and Evidence for Attending and Voting at the Shareholders' Meeting

### Appointment of Proxy

In compliance with the Notice of Department of Business Development Re: Prescription of Proxy Form (No. 5) B.E. 2550, dated 2 February 2007, specifying three types of proxy forms for the meeting of share subscribers and the meeting of shareholders of public limited company for alternation by using either one of the following proxy forms:

- Form A. being general proxy, which is a simple and uncomplicated form.
- Form B. being proxy that specifies various particulars for authorization and which contains clear and concise details thereof.
- Form C. being specific proxy for being used by foreign shareholders who appoint custodian in Thailand to be depositor and to take care their shares.

The Company has sent to shareholders the Proxy Form B for those are unable to attend the meeting in person to consider whether they will appoint any other person or any one of the Company's independent directors (as listed by the Company), as their proxies to attend and vote at the meeting on their behalf and return to the Company before the meeting date.

In case that shareholder wishes to generally appoint a proxy. Proxy Form A (a general and simple proxy form) can be used, or in case the shareholder is a foreign investor who has appointed a custodian in Thailand to hold and take care of the shares on their behalf, Proxy Form C can be used. All three proxy forms have already been attached to this Notice.

#### **1. Appointment of other persons as proxy**

- Proxy grantor can appoint only one proxy to attend and vote on his/her behalf at the meeting. Proxy grantor can not allocate shares to many proxies to separately vote on his/her behalf.
- Proxy grantor should complete proxy form by filling - in the information required and have it signed by proxy grantor and proxy properly.
- Proxy must bring along the proxy form for handing over to the Company's officer at the Meeting Place before attending the Meeting.

#### **2. Appointment of an independent director as proxy**

- Proxy grantor should specify the name and information of independent director who is required to be his proxy as per detail below:
  1. Mr. Prasit Kovilaikool Independent Director and Chairman of Audit Committee
  2. Mr. Weerawong Chittimitrapap Independent Director and Audit Committee Member
  3. Mr. Suvit Maesincee Independent Director and Audit Committee Member
  4. Ms. Potjanee Thanavarani Independent Director
  5. Police General Krisna Polananta Independent Director and Audit Committee Member

Names and detailed information of independent directors are shown in Attachment on page 65.

Proxy grantor is required to fill – in proxy form and have it signed and affixed with Baht 20 Stamp duty, enveloped and mail to **Company Secretariat Division, Berli Jucker Public Company Limited, Berli Jucker House 99 Soi Rubia, Sukhumvit 42 Road, Phrakanong, Klongtoey, Bangkok 10110, at least 1 day prior to meeting date.**

**List of documentary evidence representing the status of shareholders entitled to attend and vote at the Shareholders' Meeting and Registration**

To strengthen the confidence of the shareholders, investors and other related parties in the Company's high standard of good governance and to conduct a transparent, ethical and beneficial meeting of shareholders, the following document must be presented prior to the meeting.

Documents or evidence representing the status of shareholders to be presented at the shareholders' meeting

Attendance	Documentary evidence
<b><u>Individual Shareholder</u></b>	
1. <u>The shareholder attends the meeting in person</u>	Identification card, driving license or passport
	<p>1.1 <u>If the shareholder is a Thai citizen</u>, the shareholder must present a valid evidence issued by governmental authorities, e.g. the identification card, driving license or passport and the evidence representing the name or last name's change (if any) to the officer prior to meeting.</p> <p>1.2 <u>If the shareholder is not a Thai citizen</u>, the shareholder must present a valid foreigner identification card, passport or passport substitute for authentication to the officer prior to the meeting.</p>
2. <u>The shareholder appoints a proxy holder</u>	<p>1. Proxy form</p> <p>2. Copy of identification card, driving license or passport of the grantor</p> <p>3. Identification card, driving license or passport of the proxy</p>
	<p>2.1 <u>If a grantor is a Thai citizen</u>, the grantor must present a proxy form and attach with a certified copy of his /her valid identification card and that of the proxy.</p> <p>2.2 <u>If a grantor proxy is not a Thai citizen</u>, the grantor must sign the proxy form in the presence of a notary public or the officer of the Royal Thai Embassy or Consulate or to the authorized person to act on their behalf and legalized by the authorized person who is entitled to legalize such notarized documents respectively in accordance with the laws of the relevant country.</p> <p>2.3 <u>If the grantor is a Thai juristic person</u>, a valid proxy form must be signed by authorized director(s) and attached with a copy of the registration of the juristic entity by the Ministry of Commerce valid for no later than one month prior to date of the meeting of shareholders and certified by authorized director(s) with the seal affixed and a copy of the director(s) valid identification card, certified by the owner of such card(s).</p> <p>2.4 <u>If the grantor is a foreign juristic person</u>, the authorized representative of the juristic person will sign and affix the Company's seal on the proxy form in the presence of a notary public or officer of the Royal Thai Embassy or Consulate or to an official authorized to act on their behalf and legalized by the authorized person who is entitled to legalize such notarized document respectively in accordance with the laws of the relevant country.</p>

Attendance	Documentary evidence
	<p>2.5 <u>If the grantor is a foreign investor who appoints a custodian in Thailand as depository to custody his shares</u>, the proxy form C must be used, enclosing with the power of attorney granted by the shareholder empowering the custodian to sign the proxy form on his/her behalf and a letter confirming that the signatory of the proxy form was permitted to carry out the custodian business.</p>
<p><u>For shareholder who is a juristic person</u>            3. <u>Juristic person (Representative) attending the Meeting in person</u></p>	<p>1. Identification card, driving license or passport            2. Copy of Affidavit of the juristic person</p>
	<p>3.1 the proxy form must be completely filled and signed by the grantor and proxy.            3.2 <u>If the representative of juristic person is a Thai natural person</u>, the representative of juristic person must present a copy of his/her valid document issued by governmental authorities e.g. an identification card, driving license or passport and the evidence or representing the name or last name change (if any). <u>In the event that the representative of juristic person is not a Thai natural person</u>, the representative of juristic person must present a valid passport or passport substitute for authentication to the officer prior to meeting.            3.3 A copy of Affidavit of juristic person issued by the Ministry of Commerce with validity for no later than 1 month prior to date of the Meeting of Shareholders, certified by the authorized director(s) and affixed with the Company's seal (if any) and a copy of valid identification card of authorized director(s) certified by the owner of such card(s).</p>
<p>4. <u>Juristic person (Representative) with Proxy</u></p>	<p>1. Proxy form            2. Copy of identification card, driving license or passport of the grantor            3. Identification card, driving license or passport of the proxy            4. Copy of Affidavit of the juristic person</p>
	<p>4.1 The proxy form must be completely filled and signed by the grantor and proxy.            4.2 The juristic person must present the same document of the grantor and proxy as specified in No. 2.1 - 2.5 in case of a natural person.            4.3 A copy of Affidavit of juristic person issued by the Ministry of Commerce with validity for no later than 1 month prior to date of the Meeting of Shareholders, certified by the authorized director(s) and affixed with the Company's seal (if any) and a copy of valid identification card of authorized director(s) certified by the owner of such card(s).</p>

**Registration**

Shareholders or proxies are entitled to register in advance at least 2 hours prior to the meeting start-up time or starting from 13.00 hours until the beginning of the meeting. Shareholders can submit the documentary evidence for examination to identify of attendance in person or by proxy at the meeting place from the aforementioned time. Please completely fill in the proxy form, stating the grantor, proxy and affixed with the stamp duty of Baht 20.

**Berli Jucker Public Company Limited reserves the right to permit only the attendees who submit the completed and corrected documents to attend the meeting.**



### **Rules of Practice for Voting at the Shareholders' Meeting and Vote Counting**

The voting coupons will be issued for shareholders (or proxies) upon registration at the registration desk at the entrance of the Meeting Room for the purpose of vote casting for each agenda.

#### Rules of Practice for voting cast

1. Voting shall be apparently cast. The Chairman of the Meeting shall propose the matter to be considered to the Shareholders for consideration and voting on each agenda basis, by requesting the Shareholders to vote whether to approve, disapprove or abstain, in the voting coupons. The voting coupons shall be collected upon request by the Shareholders once they raise their hands. All collected coupons will be checked and counted for the voting. The Company provides the middle man to jointly check and count the votes in every agenda. Moreover, in the agenda of the election of directors, the Company allows the Shareholders to vote for the election of directors on each director basis. The Company will separate the ballot for each director that the Shareholders can vote for Approve, Disapprove or Abstain for each director. The votes of the Meeting shall be as follows:
  - Ordinary cases: shall require majority votes of the Meeting to pass the resolution, except in the case of a tie of votes, the Chairman of the Meeting shall have the casting vote.
  - Other specific cases which are subject to the laws and/or the Company's Articles of Association, the votes shall be made in accordance with those. The Chairman shall inform the Meeting before voting is made in each agenda.
2. The proxy must vote in accordance with the authorization given by the Shareholders as specified in the Proxy Form.
3. A shareholders who has a special interest in any matter cannot vote on such matter, except for the election of directors. The Chairman may request the interested shareholders to temporarily leave the meeting.

#### Rules of Practice for counting of the votes

With respect to the Company's Articles of Association, a shareholder holding one share shall have one vote. The Company will count the Disapprove votes, Abstain votes and Approve from the ballot of each agenda received from all Shareholders and proxies attending the Meeting and having the voting rights. The Chairman shall announce the result of vote counting to the meeting on each agenda basis.



**Procedures for voting cast and counting of the votes of Annual General Shareholder Meeting No. 1/2013**

1. The voting coupon of each agenda will be issued and dispatched to the Shareholders or proxies upon registration. It can be torn along the perforated line for each agenda. Each coupon contains shareholder's name and voting right. One share is entitled to one vote. Shareholders and proxies must use voting coupon in consistent with agenda specified therein.
2. Agenda No. 2 require no vote as it is agenda for acknowledgement.
3. For Agenda No. 5, shareholders are requested to vote with the voting coupons which contain 5 individual director's name. Proxy Form B holders received no voting coupon as the shareholders have duly voted in advance and the officer has already recorded the shareholders' votes as specified in the proxy forms.
4. The Shareholders may cast the vote of Approve: Disapprove or Abstain on each Agenda by singly marking either ✓ or ✗ marks in voting coupon where indicated and the same procedure also applied to Agenda No.5. Voting will be required for each individual director whose name will be announced by the Chairman of the Meeting or his representative at that moment.
5. Voting shall be made publicly and the Chairman of the Meeting or his representative at that moment would request Shareholders who cast the vote of Disapprove and Abstain to raise their hands and deliver their voting coupons to the Company's staff for counting.
6. Then, the voting coupons of Shareholders who cast the vote of Approve will be subsequently collected by the Company's staff for counting respectively.
7. The vote on the following voting cards shall be considered invalid voting coupons, which are to say 1) voting coupons which were used more than one symbol in each agenda. 2) voting coupons with conflicting intent or no indication. 3) voting coupons with correction and not have any his/her voter signature affixed 4) voting coupons with exceeding numbers of votes right than existing votes. In case, the voters would like to correct the old one should be strikeout and have your signature affixed. Shareholders arriving late will have the right to vote for the agendas which they had attended only.