

# Documents or evidence required for Proxy rights transfer method, registration, identification for attendance and voting of Shareholders' Meetings

According to the policy of the board of directors of the Stock Exchange of Thailand on registered company shareholders' meeting regulations with the objective of becoming a good practice guideline for registered companies, which will build confidence in shareholders, investors and all parties concerned, and to ensure that shareholders' meetings for registered companies are conducted with transparency, legitimacy and in the interests of shareholders, the company has deemed it fitting to designate documents or proof of shareholders indicating shareholder status or the status of shareholder proxies entitled to attend the meeting for the adherence and practice of shareholders. The company reserves the right to exempt the submission of documents or evidence of shareholder status or shareholder proxy status for people entitled to attend the meeting as deemed fitting by the company.

## 1. Documents that Attendees must show before attending the Meeting

#### Individual

- 1. Shareholders who are individuals
  - Shareholders attending the Meeting in person are requested to present valid documentation issued by an official agency with a photograph of the Shareholder that has no expired, such as an Identification Card, Government ID Card, driver's license of passport and provide evidence of changing the name-surname (if any)
- 2. Proxy holder to attend the Meeting on behalf
  - 2.1 Proxy Form as attached with the invitation letter to attend the Meeting (Form B), filled out correctly and completely and signed by the Proxy transferor and Proxy holder.
  - 2.2 Photocopy of documentation issued to the Shareholder by an official agency as per the details in items 1. duly signed and certified by the Proxy transferor.
  - 2.3 Documentation issued to the Proxy holder by an official agency as per the details in item 1.

# Juristic Person

- 1. Shareholders who are juristic persons (Authorized Director) attending the Meeting
  - 1.1 Valid evidence of the authorized director(s) issued by the governmental authorities similar to those of natural person specified in item 1.
  - 1.2 Copy of Shareholder's Letter of Certification Certified by the authorized director(s) showing that the authorized director(s) has the authority to act on behalf of the Shareholder.
- 2. Proxy holder attending the Meeting
  - 2.1 One of the proxy Form B. as attached to the Notice to Shareholders, completely filled up and signed by the authorized director(s) of the Shareholder and the Proxy.
  - 2.2 Copy of Shareholder's Letter of Certification (not exceeding 90 days) certified by the authorized director(s) showing that such authorized director(s) signing the Proxy Form has the authority to act on behalf of the Shareholder.
  - 2.3 Certified true copy of valid evidence of the authorized director(s) signing the Proxy Form as specified in item1.
  - 2.4 Valid evidence of the Proxy issued by governmental authorities similar to those of natural person specified in item 1.



- 3. The provisions as per item 1 and item 2 above apply with exemption for Foreign Shareholders/Investors appointing the Custodian for depositor of shares or juristic persons established in accordance with foreign laws. Shareholders or attendees at the Meeting, as the case may be, subject to the following conditions:
  - 3.1 Proxy Form has signing the authorized to act on behalf of the Shareholder whose Foreign Investors appointing The Custodian.
  - 3.2 Custodian's letter of affirmation that the person signing in the Proxy Form has been authorized to operate as a custodian business.

The juristic person's originals of the documentation to presented and shown in the English language must be translated, wherein such translation is to be certified by the juristic person's representative.

## 2. Proxy Method

The company has sent Proxy Form B related to the form of Department of Business Development. Ministry of Commerce has set Shareholders who are Foreign Investors and appointed the Custodian in Thailand to be the depositor of shares, shall be download proxy Form C. from the company website: <a href="https://www.pdgth.com">www.pdgth.com</a>

Shareholders are unable to attend the shareholders' meeting in person can appoint a proxy, as follows:

- 1. Choose to use either one of proxy form only, as follow:
  - 1.1 Shareholders may choose to use only one proxy Form A or Form B
  - 1.2 The shareholder appears by registration book is a foreign investors and appoints a Custodian in Thailand to be the depositor of shares, can choose to use one of those 3proxies form (Form A Form B or Form C)
- 2. Proxy for any person according to the wishes of the shareholders or choose to appoint an independent director of any company, only one person to be a proxy holder in attending the such meeting
- 3. Affix 20 baht duty stamp and strike out the date on proxy is made, to be accurate and legally binding and the company's facilities to provide 20 baht duty stamp for proxies holder to attend the meeting.
- 4. Send the Proxy form by mail 1 days in advance to allow the staff to have time to check the document before starting the meeting.

Also shareholders cannot divide the number of shares by appointing several proxies to divide the votes, equal to his/her hold the number of shares, except Custodian whose Foreign Investors are appointed depositor of shares according to proxy Form C.

#### 3. Registration

The Company will started registration to attend the Meeting at least 2 hours or 12.00am on Tuesday, 28 April 2020 at The Company's Conference room on the 3<sup>rd</sup> Floor, at 1/11 Moo 3 Lamlukka Road, Ladsawai, Lamlukka, Pathumthani 12150 refer Map attachment.

# 4. Voting at the Shareholders' Meeting

# **Voting Criteria:**

- 1. For voting in each agenda, the number of votes counted is one share one vote on each agenda and the shares may not be split the votes; Approve Disapprove or Abstain (except Custodian's vote)
- 2. In case Proxy





- 2.1 The Proxy must votes as specify by the proxy in proxy form only, voting of proxies for any agenda, which isn't specify in the proxy form shall be deem that the vote is not correct and doesn't constitute a vote of the shareholders.
- 2.2 If the proxy doesn't specify the intention to vote in any agenda in the proxy form or not specify clearly. In the even that the meeting has consider or vote any matter other than those specify in the proxy form including any change or additional to the facts proxy have the right to consider and vote on their behalf as appropriate.
- 3. In counting the votes for each agenda item, the company shall count only the number of votes for "Disapproved" and "Abstain" and deduct from the number of total votes for the attending shareholders, the number of shares for the most recent meeting attendants will be used.

### The Resolution of Shareholders' Meeting shall consist of following vote:

- 1. Normal case; must be Majority vote of the shareholders who attend the meeting and cast their vote
- Others; by law or company regulations are different from normal case, the resolution will be accordance with the laws or regulations. The Chairman will inform the shareholders in the meeting to acknowledge before voting in each agenda.
  - 2.1 If the vote are equal, the Chairman of the meeting shall have additional vote as a casting vote.
  - 2.2 Shareholders or proxy holder have a special interest in any particular matter, don't vote that matter, and the Chairman may invite those shareholders or proxy holder temporary leave the meeting, except for voting elect director.

Shareholders can confirm the number of shares holding at Thailand Securities Depository Company Limited ("TSD") who acts as the Company's Securities registrar by submitting a letter together with your personal documents to:

# Thailand Securities Depository Company Limited ("TSD")

The Stock Exchange of Thailand Building (beside China Embassy)

93 Rachadapisek Road, Dindaeng, Dindaeng, Bangkok 10400

Attention: Ms.Orathai Puttabuttinakul

Tel: 02-009 9383 Email: orathai.p@set.or.th