

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 independent director, as proposed, to act as their proxy. There are some details on independent director proposed by the Company to be appointed as proxies by shareholders, as shown in Enclosure 6. 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, "[www.supalai.com](http://www.supalai.com)".

**Registration to Attend the Meeting**

Registration for participating in the Annual General Meeting will begin 2 hours before the Meeting's scheduled start, or from 12.30 p.m. onwards, at Auditorium Room, 33<sup>rd</sup> Floor, Supalai Grand Tower 1011 Rama III Road, Chongnonsee, Yannawan, Bangkok 10120. per the attached map in Enclosure 8.

**Documents Verifying Eligibility to Attend the Meeting**

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

**For Individual Shareholders**

1. In case of attendance in person:
  - A document bearing the shareholder's photograph, issued by a government agency, which has not yet expired, such as National ID card, Government Official ID, or passport, including proof of change in name or surname (if any).
2. In case of appointment of a proxy:
  - The Proxy Form, attached to the Notice of the Meeting, completely filled in and signed by the grantor and proxy
  - Certified true and correct copies of the identification document issued by a government agency, as specified in item 1, of the grantor
  - The proxy's identification document issued by a government agency, as specified in item 1

**For Juristic Shareholders, registered in Thailand**

1. In case of attendance in person by the authorized representative:
  - The identification document of the representative issued by a government agency, 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 shareholders 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 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 identification document issued by a government agency, as in the case of the shareholder being a natural person, specified in item 1

- Certified true and correct copy of the representative's identification document issued by a government agency.

#### **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 document 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 Procedure**

1. One share shall be counted one vote and the majority of votes shall be deemed resolution. In case of an equality of votes, the Chairman shall be entitled to a casting vote distinguishing from that he has in the capacity of shareholder.

2. Any shareholder who has in a resolution a special interest shall not be entitled to exercise the right of proxy to vote, and the Chairman may ask him to leave the meeting temporarily. However, there is no prohibition for the voting for election or removal of directors.

3. Shareholders attending the Meeting in person can cast votes as they wish on the ballots handed to them at the time of registration. The proxy appointed by the shareholder can also cast votes as directed by the grantor specified in the Proxy Form, and deliver to the staff to be recorded together with the votes that the shareholders have in advance given proxy to the independent directors proposed by Company.

4. The chairman will inform the Meeting of all voting results in each agenda. The votes as counted will include all votes per directions of all shareholders that appointed proxies. Each agenda will use the latest number of shares under possession of shareholders present in the Meeting.