

**Documents or Evidence indicating the shareholders or representatives of the shareholders who are entitled to attend the meeting**

All shareholders and proxies please bring invitation letter, proxy form and other require documents to register the attendance of the Annual General Meeting of Shareholders 2016 of Bangkok Ranch Public Company Limited.

**1. Documents Required Prior to Attending the Meeting**

For Individuals

*1. Self-Attending*

Valid evidence issued by governmental authorities, e.g. the identification card, Governmental identification card, driver's license of passport, including the evidence of Name of last name's change (if any).

*2. Proxy*

- 2.1 One Proxy Form in the form as attached to the invitation letter to shareholders' meeting **(Form A. or Form B.)**, completely filled out and signed by the Shareholder and the Proxy, affixed with the stamp duty.
- 2.2 Certified true copy of valid evidence of the Shareholder as specified in Item 1 for Individuals.
- 2.3 Certified true copy of valid evidence of Individual (s) signing the Proxy Form as specified in Item 1 for individuals.
- 2.4 Valid evidence of the Proxy as specified in Item 1 for individuals.

For Juristic Person

*1. Representative of Shareholder (Authorized Director) Attending the Meeting*

- 1.1 Valid evidence of the authorized director (s) as specified in Item 1 for individuals.
- 1.2 Certified true copy of Shareholder's Letter of Certification by the authorized director (s). The letter must show a statement that the authorized directors (s) has The authority to act on behalf of the Juristic Person which is the Shareholder.

*2. Proxy*

- 2.1 One Proxy Form in the form as attached to the invitation letter to shareholders' meeting **(Form A., Form B. or Form C.)**, completely filled out and signed by the authorized director (s) of the Shareholder and the Proxy, affixed with the stamp duty.

2.2 Certified true copy of Shareholder's Letter of Certification by the authorized director (s).  
The letter must show a statement that the authorized director (s) has the authority to act on behalf of the Juristic Person which is the Shareholder.

2.3 Certified true copy of valid evidence of the authorized director (s) signing the Proxy Form as specified in Item 1 for individuals.

2.4 Valid evidence of the Proxy as specified in Item 1 for individuals.

*3. For Non-Thai Nationality or Foreign Company*

Please provide the documents in accordance with the above items no.1 or 2 as the case may be. In case that the original documents are not in English, the English translation that is certified true and correct translation by the Shareholder (in case of individuals) or the Authorized director (s) of the Shareholder (in case of juristic persons) shall be required.

**2. Proxy Form**

Attached to the invitation letter to shareholders' meeting are two Proxy Forms by Department of Business Development, Ministry of Commerce, as follows:

- Form A : General Proxy Form (Simple Form)
- Form B : Proxy Form containing specific details
- Form C : Proxy Form for foreign investors who authorized the custodians in Thailand

Shareholder who is not able to attend the meeting may appoint a person as your Proxy, as follows:

(1) The Shareholders is not Custodian shall complete either Proxy Form **A.** or Form **B.** In any case, each shareholder shall complete **only one** of the above Proxy Form.

(2) Authorize a person to attend and vote at the Meeting on your behalf by specifying the Name with details of a person to be your proxy and sign the form as the Grantor.

(3) Affix 20 Baht stamp duty and specify the date of Proxy Form across such stamp duty to validate the legality.

The Shareholder shall authorize only one Proxy to cast votes equal to the shares held by him/her and cannot allocate his/her shares for divided votes, with the exception of foreign shareholders appointing Custodian in Thailand as their proxy, where the shares can be divided for allocation of the votes.

To maintain the rights and interests of the Shareholders in the case that the shareholders are not able to attend the meeting in person and desire to delegate to the Independent Director of the Company. Please fill in the Proxy Form and specify the name of Mr. Vudhiphol Suriyabhivadh or Dr. Poranee Pataranawat, as a proxy and please send the Proxy Form together with the documentation to the

Company Secretary of Bangkok Ranch Public Company Limited at No. 18/1 Moo 12, Sai Lang Wat Bangplee Yai Nai Road, Bangplee Yai Sub-district, Bangplee District, Samutprakarn Province before Thursday, April 21, 2016. If any shareholders have any doubts or questions in respect of the Proxy Form, the shareholder can inquire to the Company Secretary during business hours at Tel. no. 02 337 3280-3 Ext. 164.

### **3. Meeting Registration**

The commencement for registration to attend the Meeting will be at least 1 hour before the Meeting, or from 1.00 p.m. on Monday, April 25, 2016 at 2.00 p.m. at Ballroom 1, 5<sup>th</sup> Floor, S31 Sukhumvit Hotel, located at No. 545 Sukhumvit Road, Klongtoey Nua Sub-District, Wattana District, Bangkok 10110, Thailand.

### **4. Voting**

#### **1. Voting Regulation**

- (1) Voting for each agenda will be done using voting cards where one share will count as one vote. Shareholder or proxy shall vote for only one choice, either agree, disagree or abstain and cannot divide his/her vote.
- (2) In case of Proxy Form, if the grantor did not specify the authorization of the Authorization is unclear, the Proxy shall be authorized to consider and vote on Such matter on behalf of the Shareholder as appropriate.

#### **2. Voting Procedures**

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

- (1) The Chairman will propose the Meeting to cast the vote for each agenda by asking each time whether any shareholders agree, disagree or abstain.
- (2) Shareholders and proxy of Proxy Form A shall vote in the voting card provided during registration, by marking in only one of the boxes  approve  disapprove or  abstain.
- (3) For proxy of Proxy Form B., the Company shall count the votes as specified by the Shareholder.

#### **3. Resolution of the Meeting**

- General case : majority vote of the Meeting
- Other case which the laws of the Company's Articles of Association provided otherwise: the resolution shall be in accordance with the laws or the Company's Articles of Association. The Chairman shall inform the Meeting before the voting of each Agenda.

- (1) In case a tie of votes, the Chairman of the Meeting shall have an additional vote as the deciding vote.
- (2) Any Shareholder of the Proxy having any special interest in a matter shall not be permitted to vote on such matter and may be invited by the Chairman of the Meeting to temporarily leave from the Meeting, except for voting on election of the Directors.

**4. Counting and Announcement of the Vote**

The vote count shall be done immediately and the Chairman shall announce the results of the vote count in every agenda.

*\*Please return all voting cards for all agendas to the Company's officers when the meeting is completed.*