

**Clarifications Concerning Documents and Evidence Identifying Shareholders and Proxies  
Eligible to Register, Attend, and Vote at the Meeting**

The Company shall convene the Annual General Shareholders' Meeting 2017 on 25<sup>th</sup> of April 2017 at 14.00 hrs at Srinakarin 2 Room, Dusit Princess Srinakarin Hotel Bangkok, No. 53 Srinakarin Road, Nongbon, Pravet, Bangkok. In this connection, the Company shall proceed with Barcode system for transparency, fairness, and benefits to shareholders. The Company considers appropriate to impose procedures on review of evidence documents identifying shareholders or proxies as follows:

**1. Proxy Form**

The Company has prepared proxy forms for shareholders who cannot attend the Meeting. Shareholders can proxy to any other person or the Company's independent director.

1.1 The Company attaches a Proxy Form B to this Notice, which prescribes certain particulars.

1.2 In case that shareholders would like to apply a Proxy Form A, a simple proxy form, or Proxy Form C for foreign investors appointing custodians as depositary; it can be downloaded from the Company Website [http://investor.bangkokranch.com/shareholder\\_meeting.html](http://investor.bangkokranch.com/shareholder_meeting.html). In all cases, please produce the Registration Form or Proxy Form B, on which a Barcode is affixed, on the date of Meeting.

Shareholders may apply either Form A or B while foreign investors appointing custodians as depositary in Thailand can select Form A, B, or C.

**2. Documents to be produced prior to the Meeting**

Person

1) In case shareholder attend the Meeting by his/herself, please show valid government issued document e.g. ID Card or Driving License, also supported documents in case of name-surname changed thereto; please produce the Registration Form as well.

2) Proxy:

- Any Proxy Form duly filled in and signed by shareholder and proxy;
- Copy of valid government issued document duly certified by shareholder and proxy;
- Copy of valid government issued document duly certified by proxy at point of registration.

In case that shareholder would like to apply Proxy Form A, please also produce the Registration Form or Proxy Form B, on which a Barcode is affixed, on the date of Meeting.

Juristic Entity

1) Personal attendance by authorized director(s):

- Any Proxy Form duly filled in and signed by shareholder and proxy;
- Copy of valid company certificate not exceeding 3 months duly certified by authorized director(s) containing particulars that director(s) attending the Meeting is(are) duly authorized;
- Copy(ies) of valid government issued document duly certified by such director(s).

In case that shareholder would like to apply Proxy Form A, please also produce the Registration Form or Proxy Form B, on which a Barcode is affixed, on the date of Meeting.

2) Proxy:

- Any Proxy Form duly filled in and signed by authorized director(s) of shareholder and proxy;
- Copy of valid company certificate not exceeding 3 months duly certified by authorized director(s) containing particulars that director(s) affixing signature(s) on the Proxy Form is(are) duly authorized;
- Copy(ies) of valid government issued document to director(s) who is(are) director(s) duly certified by him/her/them;
- Copies of valid government issued document to proxy duly certified together with originals thereof at point of registration.

In case that shareholder would like to apply Proxy Form A, please also produce the Registration Form or Proxy Form B, on which a Barcode is affixed, on the date of Meeting.

3) Appointed custodian as depositary by foreign investors:

- 3.1) documents as under juristic entity 1 and 2 shall be prepared;
- 3.2) in the case that custodian has been authorized to sign on proxy, the following documents shall be produced:
  - A power of attorney appointing such custodian to sign on proxy;
  - A confirmation letter that signatory has been licensed to engage in custodian business.

In the case that shareholder would like to apply Proxy Form A or C, please also produce the Registration Form or Proxy Form B, which a Barcode has been affixed, on the date of the Meeting. If an original document is not made in English, please attach the translation duly certified by director(s) of such juristic entity.

### 3. Registration

The Company shall proceed with registration not less than two hours prior to the Meeting or from 12.00 hrs, on 25<sup>th</sup> of April 2017 at the venue with a map attached to the Notice.

### 4. Casting Votes Criteria

#### General Agenda

- 1) A vote in each agenda shall be one share per one vote. Shareholders shall only vote for approve, disapprove, or abstain while splitting of votes is not allowed.
- 2) Proxy:
  - 2.1) Proxy shall cast a vote only as specified in the Proxy; non-compliance shall not constitute a valid vote by shareholders.
  - 2.2) In the case that no instruction has been specified, or instruction is not clear on the Proxy in each agenda, or the Meeting considers or votes on any issue other than those specified on the Proxy, or there would

be any amendment to or change in facts, then proxy shall have discretion to consider and vote as appropriate.

#### **Director Agenda**

Shareholders shall elect directors in accordance with the rules and procedures as follows:

- 1) Every shareholder shall have one vote for each share he is holding;
- 2) Each shareholder may exercise all the votes he has under item 1) above to elect one or several director(s). In the case of electing several directors, he may not allot his votes to each unequally.
- 3) The persons receiving the highest votes in respective order shall be elected as directors at the number equal to the number of directors required at that time. In the case of an equality of votes among the persons elected in order of respective high numbers of votes, which number exceeds the required number of directors of the Company at that time, Chairman of the Meeting shall be entitled to a second or casting vote.

#### **5. Procedures on Casting Votes**

Chairman of the Meeting or assigned officer shall explain casting vote, one share per one vote under the following procedures:

- 1) Chairman of the Meeting shall ask the Meeting to cast vote on each agenda as to approve, disapprove, or abstain. A vote shall be cast by shareholder or proxy on one opinion only.
- 2) Votes shall be counted only by shareholders who disapprove or abstain from votes as specified in the ballots distributed by the Company at time of registration so that such ballots shall be summed up and deducted from all votes by shareholders attending the Meeting, and that the remainder counted as agreement on such agenda.

#### **6. Counting and Announcing the Votes**

Assigned officers shall count and sum up votes on each agenda based on a Barcode duly affixed on the ballots received and marked with disagreement or abstention, as the case may be, then deduct same from all votes by shareholders attending the Meeting. Results shall be announced for each agenda.