

**Documents Required for Attending the Shareholders' Meeting, Registration and Voting**  
**Chayo Group Public Company Limited**

**Part 1: Registration, Appointment of Proxy, Documents required to attend the Meeting**

The barcode system is utilized in the registration to attend the Shareholders' Annual General Meeting Year 2061 (B.E.) of the Chayo Group Public Company Limited ("The Company") whereby the registration will be opened from 9.00 hours onward at the venue mentioned in the invitation letter. For the convenience, invitation letter, registration form, and proxy form shall be presented. To strengthen the Company's high standard of good governance and to conduct a transparent and ethical meeting of shareholders, the attendants both shareholders in person and the proxies are hereby requested to bring the evidences representing the status of shareholders or the proxy as follows:

**1. Documents Required for Attending the Shareholders' Meeting.**

**Individual Shareholders**

**(1) The shareholder attends the meeting in person**

The shareholder shall present his/her valid identification such as a citizen identification card, a government officer identification card, a driver license or a passport, and the evidence to prove the change of name and surname.

**(2) The shareholder appoints a proxy**

- 2.1 A completed proxy form as enclosed with the invitation letter (any form) signed by the proxy granter (the shareholder) and the proxy
- 2.2 A certified copy of the shareholder's identification card (as stated in 1)
- 2.3 A certified copy of the proxy's identification card (as stated in 1)

**Juristic Person**

**(1) In case a representative of shareholder (director) attends the meeting in person**

- 1.1 A certified copy of the proxy's identification card (as stated in 1)
- 1.2 A copy of the Affidavit or Certificate of Incorporation of the shareholder showing the name of such authorized representative as a person having authority to act on the shareholder's behalf, with authorized certification by such authorized representative.

**(2) In case where the proxy attends the meeting in person**

- 2.1 A completed proxy form as enclosed with the invitation letter (any form) signed by the proxy granter (director of the juristic person) and the proxy;
- 2.2 A copy of the Affidavit or Certificate of Incorporation of the shareholder showing the name of such authorized representative as a person having authority to act

on the shareholder's behalf, with authorized certification by such authorized representative

2.3 A certified copy of the identification card of the representative of the juristic person (director)

2.4 Certified copy of the proxy's identification card (same as for individual shareholder as stated in 1)

**(3) In case that shareholders, who are foreign investors and have appointed a Custodian in Thailand to be a share depository and keeper**

3.1 Same documents as per required for juristic person mentioned in Clause 1 and 2

3.2 In case that the shareholders authorized the Custodian to certify the proxy form on behalf; it is required to present the additional documents below:

1) Evidence stating authorization from the shareholder to the Custodian to sign the proxy form on behalf

2) Evidence confirming that the person who signed the proxy form is a licensed Custodian. English translation is required to be attached for any original document which is not made in English and such translation must be certified by the authorized shareholders or the authorized representative of such juristic person.

Remarks:

- In case there is a sub delegation, the evidence of the power of attorney must be valid and complete. The power of attorney shall contain the statement identifying the sub delegation rights. The certified copy of the grantor of the power of attorney must be complete.
- The documents issued outside Thailand shall be certified by the Notary Public or the similar authorized unit as per mandated by each country and by Thai embassy or consul or other authorized person delegated.
- English translation is required to be attached for any original document which is not made in English and such translation must be certified by the authorized grantor.

**2. Proxy**

The Company provides three proxy forms, which are form A, form B, and form C, as prescribed by the Department of Business Development, Ministry of Commerce Re: Prescription of Proxy Form (No. 5) B.E. 2550 as follow:

- Form A is a simpler, standard proxy form.
- Form B is the form detailing how the shareholders want their proxies to vote on each agenda.
- Form C is the proxy form for foreign investors and custodian appointment.

Shareholder who cannot attend the Meeting may appoint a person as your proxy as follows:

1. Complete only one of the above proxy forms.
2. Authorize a person to attend and vote at the Meeting on your behalf or authorize an Independent Director as listed in Enclosure 6 by specifying the name with details of such person. Only one proxy shall be allowed to attend and vote at the Meeting.
3. Affix crossed out 20 Baht revenue stamp on the proxy form, and signed the date in order for a legal binding. For your convenience, the Company will facilitate in affixing the stamp duty during the registration to attend the Meeting.
4. Return the completed proxy form to the Company by April 25, 2018 or half an hour before the meeting commences to allow the staff to verify the documents.

Split of shares to several proxies to vote in the Meeting is not allowed. The shareholder shall authorize the proxy to cast the vote equivalent to all shares held by him. Authorization of less than the total number of the shares held is not allowed unless for the shareholders who are foreign investors and have appointed a Custodian using proxy form C.

### 3. Meeting Registration

The registration desk will be opened at least 1 hour prior to the meeting or from 9.00 a.m. on Monday 30<sup>th</sup> April 2018 onwards at the venue mentioned in the invitation letter.

<b>Part 2: Rules of Practice for Voting at the Shareholders' Meeting and Vote Counting</b>
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### Rules of Practice for the voting cast

#### General Agenda

1. The voting shall be conducted transparently, whereby each share equals to one vote. Each shareholder or proxy shall vote in only one of the followings; Agree, Disagree or Abstain. Split of votes is not allowed, unless the vote is from the Custodian.
2. Proxy
  - 2.1 The proxy shall vote in accordance with the authorization prescribed on the proxy form. In case the proxy does not abide by the rights prescribed on the proxy form, vote on such matter shall be invalid and shall not be the vote of the Shareholder.
  - 2.2 In case the shareholder does not specify his intentions in voting or the authorization is unclear, or or the Meeting considers or votes on any issue (other than those specified on the Proxy) or there would be any amendment or addition in facts, the proxy shall be authorized to consider and vote on such matter on behalf of the shareholder as appropriate.

### **Election of Directors**

For the election of directors as prescribed by company procedure no. 23, the election shall base on the highest number of votes. The voting procedures are as follows:

- (1) One (1) share is equivalent to one (1) vote.
- (2) Each shareholder may cast his vote to nominate one or several directors provided that the number of directors nominated shall not exceed the maximum number of directors to be elected at such election. In casing vote to nominate more than one director, a shareholder shall cast votes in whole for all directors nominated by him. His number of votes shall not be unequally split among directors nominated by him.
- (3) The number of directors to be elected on such election shall be elected from the persons ranked in order by the highest amount of votes. In case of a tie vote resulting in the exceeding number of vacant director positions, the Chairman of the Meeting shall have an additional vote as a casting vote.

However, to comply with Good Corporate Government, the Company will propose to vote for individual director for this election.

### **Procedures for voting**

The Chairman of the Meeting shall clarify the voting procedures, with the below guidelines:

1. The Chairman of the Meeting shall propose the agenda for the voting and seek the opinion and confirmation if the shareholders vote as Agree, Disagree, or Abstain.
2. The shareholders shall raise his/her hands for the disapproval or abstention for each agenda (unless it is secret ballot), and the remaining votes shall be considered as votes for approval. The shareholder or the proxy shall vote for only one decision (except those for the Custodian whereby it is mentioned in the proxy form that the split of vote is allowed).

### **The resolution of the shareholders' meeting shall consist of the below votes**

- For the ordinary case, the majority of the votes casted by the shareholders attending the Meeting shall be final.
  - In other cases where the law or the article of association specified otherwise, the resolution shall be in compliance with such law or the articles of association, providing that the Chairman of the Meeting shall inform the meeting before voting on such agenda item.
1. In case of a tie vote, the Chairman of the Meeting shall have an additional vote as a casting vote.
  2. A shareholder or proxy who has a special interest in the subject matter of the resolution will not have a voting right on such agenda item, except for the agenda of election of directors. The Chairman of the Meeting may request the interested shareholders or the proxies to temporarily leave the Meeting.

3. The secret ballot shall only be voted if requested by at least 5 shareholders and only doable after being accepted by the meeting. The Chairman of the Meeting will define the voting method and inform the shareholders prior to the voting.

**Rules of Practice for Counting of the Votes**

The Chairman shall announce the rules of vote counting prior to commencing the meeting. The Company shall count the vote of each agenda, whereby the votes are from shareholders and proxies who are having the voting rights. The Chairman of the Meeting shall request the shareholders and proxies to raise hands and mark the ballot if they would like to vote for disapproval and abstention. The Company will deduct the number of votes of disapproval or abstention and the voided ballots (if any) from the total number of votes from the attended shareholders. The remaining votes shall be considered as votes of approval. The Company shall inform the shareholders on the vote of each agenda prior to the adjournment of the meeting.

The voided ballots shall cover the cases whereby the shareholders or the proxies provide unclear vote in the ballot such as vote more than 1 decision or split the vote (except for the custodian) or amend the decision without signing confirmation.