

**Details on documents and evidences required for attending the shareholders' meeting, registration and vote casting of Chayo Group Public Company Limited**

**Part 1: Registration, appointment of proxy, documents and evidences required to attend the meeting**

Chayo Group Public Company Limited (the “**Company**”) will open for the participants of the 2020 Annual General Meeting of Shareholders to register from 09.00 hours onwards at the venue stated in the invitation letter and the registration will be facilitated by barcode system. **For the convenience in registration, shareholders and proxies who will attend the meeting kindly present the registration form and proxy form at the registration desk.** To ensure the transparency of the shareholders' meeting and the benefits of the shareholders, the Company will verify the documents and evidences to ensure that the shareholders and proxies are entitled to attend the shareholders' meeting. Therefore, the Company would like to inform shareholders as follows:

**1. Documents required to present prior to attending the shareholders' meeting**

Individual Shareholders

(1) In case the shareholder attends the meeting in person

The shareholder shall present his/her valid identification document issued by the government, such as citizen identification card, government officer identification card, driving license or passport and in case of name - surname change, documentary evidence to such effect must also be presented.

(2) In case the shareholder appoints a proxy to attend the meeting

- 2.1 A completed proxy Form A or Form B as enclosed with the invitation letter (any form) duly signed by the proxy granter and the proxy;
- 2.2 A copy of identification document issued by the government as prescribed in (1) of the shareholder, certified by the shareholder; and
- 2.3 Present identification document issued by the government as prescribed in (1) of the proxy.

Juristic Person

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

- 1.1 Present identification document issued by the government of the representative, same as for individual shareholder as prescribed in (1); and
- 1.2 A copy of the shareholder's Affidavit or Certification of Incorporation evidencing that such representative who attend the meeting are having authority to act on behalf of such juristic person shareholder, certification by such authorized representative (director).

(2) In case the shareholder appoints a proxy to attend the meeting.

- 2.1 A completed proxy Form A or Form B as enclosed with the invitation letter (any form) signed by the representative of the juristic person (director) who is a proxy granter, and the proxy;
- 2.2 A copy of the shareholder's Affidavit or Certification of Incorporation evidencing that such representative who attend the meeting are having authority to act on behalf of such juristic person shareholder, certified by the representative of juristic person (director);
- 2.3 A copy of identification document issued by the government of the representative of the juristic person (director) who is a proxy grantor, same as for individual shareholder as prescribed in (1), certified by representative of the juristic person (director); and

**(English Translation)**

**Enclosure 6**

- 2.4 Present identification document issued by the government of the proxy, same as for individual shareholder as prescribed in (1).
- (3) In case of foreign shareholders appoint a custodian in Thailand to be their share depository and keeper.
- 3.1 Proxy Form C
- 3.2 the official documents for Juristic Person as prescribed in (1) and (2)
- 3.3 In case the shareholders authorize the custodian to sign the proxy form on their behalf; it is required to present the additional documents as follows:
- 1) Power of attorney from the shareholder authorizing the custodian to sign the proxy form on his/her 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 shareholder or the representative of such juristic person.

**Remarks:**

- In case there is a sub-delegation prior to the proxy, the evidence showing authorization by power of attorney must be valid and complete in every authorization. The power of attorney shall contain the statement identifying the sub delegation rights. Copy of documents of all the grantors of the power of attorney must be completed and must be certified by the grantors.
- The documents issued outside Thailand shall be certified by notary public or similar authorities as per mandated by each country and by the Thai embassy or consular, or authorized officer granted the power to act on behalf.
- 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 method**

The Company provides 3 proxy forms, namely Form A, Form B, and Form C, as prescribed by the Department of Business Development, Ministry of Commerce Re: Designation of Proxy Form (No. 5) B.E. 2550 as follow:

- Form A is a general proxy form which is simple and not complicated;
- Form B is a proxy form which sets out complete detail on how the shareholders would like their proxies to vote on each agenda; and
- Form C is a proxy form for shareholders who are foreign investors and appoint custodian in Thailand to be their share depository and keeper.

**Shareholder who cannot attend the shareholders' meeting by person may appoint proxy with the following method:**

1. Complete **only one** of the above proxy forms.
2. Authorize any persons as shareholder's wish, or an independent director of the Company as stated in Enclosure 8 by specifying the name and the details of such person which the shareholders wish to grant their proxy. Shareholder must authorize only one person to be his/her proxy to attend such meeting.
3. Affix stamp duty of THB 20 on the proxy form, cross out, and dated with the date on which such proxy form has been made for the correctness and legally binding. For your convenience, the Company will facilitate in affixing the stamp duty during the registration process prior to the meeting.
4. Please return the completed proxy form to the Company by 24 April 2020 or at least half an hour before the meeting commences to allow the staff of the Company to verify the documents.

**(English Translation)**

**Enclosure 6**

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/her where the authorization of less than the total number of the shares held, or part of the shares held, is not allowed except for the shareholders who are foreign investors and have appointed a custodian to be their share depository and keeper by using proxy Form C.

**3. Meeting Registration**

The registration desk will be opened at least one (1) hour prior to the meeting or from 09.00 hours onwards on Wednesday, April 29, 2020 at the venue stated in the invitation letter.

**Part 2: Vote casting at the shareholders' meeting, vote counting and announcement of vote counting procedures**

**Vote casting procedure**

**General agenda**

1. The vote casting for each agenda shall be carried out openly where one (1) share equals to one (1) vote. Each shareholder or proxy shall vote as either one of the followings; Approve, Disapprove or Abstain. Split of votes is not permissible (unless the vote is from the custodian).
2. In case of proxy
  - 2.1 The proxy shall vote in accordance with the authorization prescribed by the proxy grantor on the proxy form. In case the proxy does not abide by the authorization prescribed on the proxy form, vote on such matter shall be invalid and shall not be considered as the vote of the shareholder.
  - 2.2 In case the proxy grantor does not specify his/her intention to vote or in case the authorization is unclear or the meeting considers or resolves on any issues other than those specified on the Proxy or in case where there is any amendment or addition in facts, the proxy shall be authorized to consider and vote on such matter on behalf of the shareholder as he/she deems appropriate.

**Election of directors**

For the election of directors, pursuant to the section 23 of the Articles of Association of the Company which prescribe that the shareholders' meeting shall appoint the director by majority vote where the voting procedures are as follows:

1. Each shareholder will have one (1) share equals to one (1) vote.
2. Each shareholder may cast all of his/her votes pursuant to item 1. 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 case a shareholder cast vote to nominate more than one director, a shareholder shall cast votes in whole for all directors nominated by him/her. His/her number of votes shall not be unequally split among directors nominated by him/her.
3. The number of directors to be elected on such election shall be elected from the persons ranked in order by the highest number of votes. In case of a tie vote resulting in the exceeding number of vacant director positions, the chairman of the meeting shall have a casting vote.

In this regard, to comply with good corporate governance, the Company will propose to vote for each individual director for this election.

**(English Translation)***Enclosure 6***Voting procedure**

The chairman of the meeting shall clarify the voting procedures under the below guidelines:

1. The chairman of the meeting shall propose the shareholders to consider and cast their votes in each agenda and seek opinion from the shareholders' meeting whether they will vote as Approve, Disapprove, or Abstain.
2. In case the shareholders disapprove or abstain, such shareholder shall raise his/her hand (unless it is secret voting), and the remaining votes shall be considered as votes for approval without any hand raising. The shareholder or the proxy shall vote for only one decision (except the vote by custodian of which it is mentioned in the proxy form that the split of vote is allowed).

**The resolution of the shareholders' meeting shall consist of the following votes**

- For the ordinary agenda, the majority of the votes casted by the shareholders attending the meeting and casting their votes shall be considered as the resolution of the shareholders' meeting.
- In other cases where the law or the Company's Articles of Association specify otherwise, the resolution of the meeting shall be in compliance with such law or Articles of Association, provided that the chairman of the meeting will inform the meeting before the vote casting of such agenda.
- In case of a tie vote, the chairman of the meeting shall have a casting vote.
- A shareholder or proxy who has a special interest in any agendas shall not have a voting right on such agenda, except for the agenda of election of directors. The chairman of the meeting may request the shareholders or the proxies having special interest to temporarily leave the meeting.
- The secret voting shall only be conducted if requested by at least 5 shareholders and the meeting resolve to approve the secret voting. The chairman of the meeting will set out the voting procedure and inform the shareholders prior to the vote casting.

**Vote counting and announcement of vote counting**

The Chairman of the meeting shall announce vote counting procedure prior to the commencement of the meeting. The Company shall count the vote of each agenda from the votes casted by the shareholders or proxies attending the meeting and having the rights to vote. The chairman of the meeting shall request the shareholders or proxies who would like to vote for disapproval and abstention to raise their hands and mark the ballot. The Company will deduct the number of votes of disapproval or abstention and the voided ballots (if any) from the total number of votes representing by the shareholders who attend such agenda. 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 proxy holders provide unclear vote in the ballot, such as vote for more than 1 decision in the ballot, or split the vote (except for custodian) or modifying the decision without signing confirmation.