

**Guidelines for registration, proxy, documents or evidence required for attending the shareholders' meeting, voting and vote counting**

The policy of the Board of the Stock Exchange of Thailand, dated on February 19, 1999, relating to good practices for holding of the shareholders' meeting, aims at establishing guidelines for listed companies to follow. This will create confidence among shareholders, investors, and all related parties, improve transparency and fairness, and benefit shareholders. The Company thus views it is appropriate to specify the procedures for attending the shareholders' meetings, so that shareholders are informed and can implement as follows:

**1. Registration for shareholders' meetings**

- 1.1 Shareholders can register from 12.00 hrs. onwards on Thursday, September 3, 2020 at the Meeting room, 13<sup>th</sup> floor Southeast Building, 315 Silom Road, Silom, Bangrak, Bangkok 10500 (as map shown in the attachment 10).
- 1.2 Shareholders or proxies (if any) have to sign their names when registering and when voting, using the Company's registration and voting forms.
- 1.3 The Company uses the barcode system for registration. Please bring with you the 2019 AGM registration form with a barcode and QR Code which have been delivered to you along with the notice of this meeting to the meeting for the registration. (Attachment 12)

**2. Appointment of proxy**

If a shareholder is unable to attend the shareholders' meeting in person, he/ she can appoint a proxy to attend and vote in his/ her place. For granting proxy, the Company has sent to shareholders the proxy form B (Attachment 11), which is the format specified by the Registrar of Public Companies. This form is detailed and clear, and enables the shareholder to appoint another person or one of the Company's directors (proposed by the Company), to act as proxy, to attend the shareholders' meeting, and to vote on the shareholder's behalf. Profiles of independent directors proposed by the Company to serve as proxies for shareholders are shown in the Attachment 6.

Shareholders, who would like to appoint a general proxy, can use the proxy form A, or in the case of foreign shareholders, who have appointed a custodian in Thailand, they can use the proxy form C, which can be downloaded from the Company's website <http://www.segroup.co.th/TGH/index.php>.

**2.1 The shareholder appoints another person as proxy holder to attend and vote at the meeting**

- (1) The shareholder (proxy grantor) shall appoint only one proxy holder to attend and vote at the meeting. He/ she may not split shares and appoint more than one proxy holder in order to split votes.
- (2) The shareholder (proxy grantor) fills in the details clearly and completely as required in the attached proxy form, and signs it. The proxy holder also signs his/ her name in the signature space for proxy.

- (3) The proxy holder brings the proxy form filled in as indicated in (2) above and hands it over to the Company's staff at the meeting registration desk prior to entering the meeting hall.

## 2.2 The shareholder appoints the Company's independent director as proxy holder to attend and vote at the meeting

- (1) The shareholder (proxy grantor) specifies the Company's director to be his/ her proxy holder from the list below:

- |                            |  |              |
|----------------------------|--|--------------|
| - Mr. Yothin Pibulkasetkij | Independent Director   | Age 74 years |
| Residing at:               | No. 32, Soi Inthamara 59, Suthisarn Road, Din Daeng Sub-district,<br>Din Daeng District, Bangkok 10400 |              |
| - Mr. Padungdej Indralak   | Independent Director   | Age 66 years |
| Residing at:               | No. 29/446, Village No. 9, Bang Phut Sub-district, Pak Kred District,<br>Nonthaburi 11120              |              |

- (2) The shareholder (proxy grantor) fills in the required details, signs the proxy form and delivers it to the Company's staff in advance of the meeting.

## 3. Documents or evidence shareholders or their proxy holders must bring and hand over prior to entering the meeting venue.

Before attending the shareholders' meeting, attendees must bring and hand over the following documents to the Company's staff handling registration so that they can verify the identity and rights of the shareholders or proxies:

### 3.1 For individual shareholders

- (1) If the shareholder attends the meeting in person, he/ she has to present the valid identification document containing his/ her photograph issued by a government department or agency. This can be a personal identification card, government official identification card, driving license or passport.
- (2) In the case of the shareholder appointing a proxy holder to attend the meeting, these are required:
- (a) The proxy form, which is attached to the notice of this meeting, filled in completely and clearly, signed by the proxy grantor and the proxy holder, with a duty stamp of Baht 20 affixed
  - (b) A photocopy of a valid identification document of the shareholder (proxy grantor) containing his/ her photograph, issued by a government department or agency, certified by the shareholder as true copy
  - (c) A valid identification document of the proxy holder containing his/ her photograph, issued by a government department or agency. This can be a personal identification card, government official identification card, driving license or passport.

### 3.2 For shareholders who are juristic persons

- (1) In the case which a representative of shareholder who is a juristic person attends the meeting in person, these are required:

- (a) A valid identification document of the representative of the juristic person shareholder issued by a government department or agency containing his/ her photograph. This can be a personal identification card, government official identification card, driving license or passport.
  - (b) A photocopy of a certificate of registration of the juristic person shareholder, which is issued by the Ministry of Commerce or relevant agency within six months and certified true copy by the representative of the juristic person shareholder, must also be presented. The photocopied certificate of registration must also include a statement showing that such representative is authorized to legally act on behalf of the juristic person shareholder.
- (2) In the case which the juristic person shareholder appoints a proxy holder to attend the meeting, these are required:
- (a) The proxy form, which is attached to the notice of this meeting, filled in completely and clearly, signed by both the representative of the juristic person shareholder appointing a proxy, and by the proxy holder, with a duty stamp of Baht 20 affixed
  - (b) A photocopy of a certificate of registration of the juristic person shareholder, which is issued by the Ministry of Commerce or relevant agency within six months and certified true copy by the representative of the juristic person shareholder, must also be presented. The photocopied certificate of registration must also include a statement showing that such representative is authorized to legally act on behalf of the juristic person shareholder.
  - (c) A valid identification document of the proxy holder containing his/ her photograph, issued by a government department or agency. This can be a personal identification card, government official identification card, driving license or passport.

**3.3 For shareholders who are not Thai citizens or are juristic persons established in accordance with the law of a foreign country**

No. 3.1 and no. 3.2 stated above can be applied, mutatis mutandis, to the cases of shareholders or attendees who are not Thai citizens, and who are juristic persons established under foreign law, provided that following regulations are followed:

- (a) The document certifying the identity of the juristic person can be issued by a government department or agency of the country where the juristic person is based, or by an official of the juristic person. The document must contain details of the name of the juristic person, the persons authorized to sign on the juristic person's behalf, and any restrictions pertaining to such authorized signatures. The document must also state the address of the head office of the juristic person.
- (b) Any original document not written in English must be submitted together with the English translated version. And the representative of the foreign juristic person must certify the correctness of the translation.

#### 4. Voting and informing of voting results

In the shareholders' meeting, when considering each agenda item, the Company will use the principle of the number of shares present at the latest count. When shareholders have finished their consideration of an agenda item and voted, the Chairperson of the meeting will inform the meeting of the voting results for that agenda item.

In casting votes, shareholders attending the meeting in person and proxy holders (including the case where the filled-in proxy letter does not state or states unclearly a request to vote for the proxy) are able to vote according to the number of shares held. For each agenda item, when votes are cast, either by the shareholder attending the meeting in person or by his/ her proxy, these votes are counted and added to the votes cast by the Company's independent directors who have been granted proxy status by the shareholders, and the votes of proxy holders who have voted at the time of registration for the meeting and recorded by the Company's staff. Total votes counted after deliberation of each agenda item is then sent to the Chairperson of the meeting. He/ she will then announce the results of the voting, that is, the number of votes for, against and abstained and voided cards with regard to the resolution proposed.