

## Guidelines for Proxy, Registration, Voting Process and Vote Counting Procedures

Carabao Group Public Company Limited will hold the Annual General shareholder's Meeting on April 25, 2017 at 2.00 p.m. at 3<sup>rd</sup> floor 393 Silom Building, No. 393 Silom Road, Silom Sub-district, Bangrak District, Bangkok Thailand and The Company shall proceed with a barcode system so as to promote transparency, fairness and benefits for shareholders. The Company considers appropriate to impose procedures on review of documents and evidence identifying shareholders and proxies eligible to register, attend and vote at the Meeting as follows:

### 1. The Proxy

#### 1.1 Form of Proxy

Department of Business Development, Ministry of Commerce specified 3 Forms of Proxy according to Regulation of Department of Business Development Re: Form of Proxy (No.5) B.E. 2007. The Company arranges the 3 styles of Form of Proxy are enclosed herewith (Attachment 6) for the shareholders who will not be able to attend the meeting may appoint a person as your Proxy as follows:

- **Proxy (Form A):** General Form of Proxy (simple form)
- **Proxy (Form B):** Specific Form of Proxy
- **Proxy (Form C):** Only foreign shareholders as registered in the registration book who have Custodian in Thailand

In case the shareholder would like to get more Form of Proxy, kindly download from the Company's website at [http://www.carabagroup.com/investor/general\\_meeting\\_of\\_shareholders.php](http://www.carabagroup.com/investor/general_meeting_of_shareholders.php)

#### 1.2 Proxy procedures

Shareholders who are unable to attend the Meeting may appoint a person as your proxy according to the following procedures:

1.2.1 Complete **only one** of above Forms of Proxy as follows:

1.2.1.1 General shareholder shall select only one of either Form A or Form B

1.2.1.2 Shareholders listed in the share registration book as foreign investor appointing the Custodian in Thailand shall select only one of three Forms of Proxy (Form A, Form B or Form C)

1.2.2 Authorize a person as you wish or a Member of Audit Committee of the Company to attend and vote at the Meeting on your behalf by specifying the name details of a person to be your proxy.

1.2.3 Affix the 20 Baht stamp duty with specifying the date of Form of Proxy across such stamp duty. For your convenience, the Company will facilitate in affixing the stamp duty when registration to attend the Meeting.

Allocation of shares to several Proxies to vote in the meeting is not allowed. The shareholder shall authorize the Proxy to cast the votes for all of the shares being held. Authorization of less than the total number of

shares is not allowed, except the foreign investors whose names appear in the share register book who authorize the Custodian in Thailand to take care of the shares according to the Form of Proxy (Form C).

## 2. Documents required prior to attending the Meeting

### 2.1 For individual

#### 2.1.1 In case of self-attending:

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

#### 2.1.2 In case of proxy:

- One of the Form of Proxy (either Form A. or Form B.) completely filled up and signed by the shareholder and the Proxy
- Copy of ID card or others issued by the government authorities to the Shareholder, and completely signed by the shareholder.
- Copy of ID card or others issued by the government authorities to the Proxy, completely signed by the proxy who shall present the document at the registration site.

For your convenience in registration, please also bring the Registration Form with barcode are enclosed herewith the Invitation letter on the date of the Meeting.

### 2.2 For Juristic Person

#### 2.2.1 In case of proxy:

- One of the Form of Proxy (either Form A. or Form B.) completely filled up and signed by the authorized representative (director) of the Shareholder and the Proxy.
- Copy of shareholder Certification of Juristic Person Registration, certified true and correct by authorized representative (director) and containing particulars that such a person is an authorized representative.
- Copy of ID card or others issued by the government authorities to representative (director) who is the Shareholder duly certified by him/her/them;
- Copy of the proxy issued by governmental authorities, completely signed by the Proxy, and shall present the document at the registration site.

#### 2.2.2 In case of Foreign Investor appointing the Custodian in Thailand

2.2.2.1 The documents as under the Juristic Person in Item 1 and 2 shall be prepared by selecting one of any Form of Proxy (either Form A, Form B or Form C).

2.2.2.2 In case the foreign investor authorizes the Custodian to sign the Form of Proxy on its behalf, the following documents are required:

- Power of Attorney by foreign investor authorizing Custodian to sign the Form of Proxy on its behalf.

- Letter to certify that the person signing in the Form of Proxy is legally allowed to do the Custodian business. In case the original documents are not in English, the English translation shall be required and certified true and correct by the shareholder or the authorized representative(s) of the shareholder.

For your convenience in registration, please also bring the Registration Form with barcode are enclosed herewith the Invitation letter on the date of the Meeting.

### 3. Registration to attend the Meeting

The commencement for registration to attend the meeting will be one hour before the meeting or from 12:00 hours onwards on April 25, 2017 at the venue with a map attached to the Notice.

### 4. Voting regulation in the Meeting

#### General agenda

4.1 A vote in each agenda shall be counted by voting as indicated in the shareholder registration or ballots distributed to the shareholders before the meeting on the condition that each share constitutes one vote. Shareholders shall only vote for: agree, disagree or abstain while splitting of votes is not allowed, except in the case of Custodian.

#### 4.2 In case of proxy

4.2.1 The proxy shall cast a vote in accordance with the authorization by the shareholder as specified in the Form of Proxy. Any casting votes not comply with the intentions of the shareholder specified in the Form of Proxy shall be considered as incorrect votes and not the votes of the shareholder.

4.2.2 In case the shareholder does not specify which agenda the proxy is authorized to vote or the authorization is unclear or there is any additional agenda other than those stated in the Form of Proxy, including any change or additional amendment to any fact, the proxy shall be authorized to consider and vote such matter on behalf of the shareholder as appropriate.

### 5. Voting process

5.1 The Chairman of the Meeting shall propose the shareholders to cast their votes for each agenda item.

5.2 Only shareholders wishing to cast their votes as disapproval or abstention are required to mark in a box as such on the ballots which will be collected for counting with a barcode system.

5.3 Shareholders, who will cast vote as approval or do not indicate any mark on the ballots, will be assumed to have approved the agenda item as proposed by the Chairman. They do not have to submit the ballots to the officers. All ballots will be collected after the Meeting.

5.4 The Chairman will announce the voting result to the Meeting before go to the next agenda or in the following agenda.

The Company will arrange to have a witness, who is either external legal counsel or auditor, to inspect procedures on casting vote in the Meeting to ensure our transparency and compliance with the laws and Company's articles of association.

## **6. Vote counting procedures**

6.1 One share shall be counted one vote and the majority of votes shall be deemed a resolution, except as stated otherwise by law. In case a tie of votes, the Chairman shall have a deciding vote.

6.2 The Company uses the barcode system for vote counting.

6.3 In counting the voting results of each agenda item, the Company will count only disapprovals and abstentions votes and deduct from the total votes of shareholders and proxies recorded in advance.

6.4 If the meeting attendants wish to leave the Meeting room and cast their votes in advance, he/she is requested to contact the staff, otherwise their remaining voting will be in approval.

6.5 The voting results will be announced for votes as approval, disapproval, abstention and invalid ballots. In each agenda item, the quorum will be based on the latest number of shares held by attendants present in the Meeting.