

# **Guidelines for Registration, Vote, Proxy Appointment and Identification Documents required for attendance to the Annual General Meeting of Shareholders**

## **Meeting Registration**

1. Shareholders shall register to attend the meeting from 12.00 a.m. onwards, on the 1<sup>st</sup> floor, Head Office of BankThai Public Company Limited, 44 North Sathorn Road, Silom Sub-district, Bangrak District, Bangkok.
2. In this connection, a barcode system for the registration is to be applied by the Bank. Therefore, the notice calling for the meeting and other documents delivered to each of the shareholders together with such notice on which the relevant barcode is printed should be brought and presented to the Bank to register for the meeting.

## **Voting Procedure**

Articles No. 33, 34 and 35 of the Association of the Bank state require that:

**Article 33.** At the general meeting of shareholders, shareholders or proxy-holders (if any) must be present i.e. not less than twenty-five shareholders or not less than half of the total number of shareholders holding not less than one-third of the total number of the Company's shares to constitute a quorum, unless otherwise specified under the law.

If no quorum is formed after one hour has lapsed, and if it is an extraordinary meeting summoned upon the request of shareholders, it shall be dissolved; but if it is an extraordinary meeting not summoned by shareholders, another meeting shall be summoned. Notices of such a new meeting shall be sent to the shareholders at least seven days in advance; quorum for the next meeting will not be required.

**Article 34.** Any shareholder may appoint in writing any person as his proxy-holder to attend and vote on his behalf at such meeting. The proxy-holder shall submit the proxy form to the Chairman of the Board of Directors or a person designated by the chairman of the board of directors at the place of the meeting before the proxy-holder attends the meeting. The proxy must be in accordance with the form as determined by the Registrar.

**Article 35.** In casting votes, each shareholder shall have voting rights equal to the number of shares held, one vote for each share of which he is holder. Any shareholder who has in resolution, a special interest in any matter, shall not be entitled to vote on such matters, except when voting for the election of directors.

In casting votes, as prescribed in the above paragraph, one vote for each share, of which he/she is holder shall not apply if Company has issued preference shares and has determined that preference shares have fewer voting rights than ordinary shares.

Unless otherwise specified under this Articles of Association or under the law, a decision or resolution of the shareholders' meeting, whether by a show of hands or a poll, must be passed by the following affirmative votes:

(1) For an ordinary event, the majority votes of the shareholders present and vote at the meeting. In case of a tied vote, the chairman in the meeting shall have the casting vote.

(2) In case the Company decides to enter into a connected transaction and/or a transaction which causes an acquisition or disposition of essential assets and/or the right to acquire or dispose of essential assets of the Company, provided that the entering into such transaction(s) requires the consent of shareholders of the Company pursuant to the notifications, regulations or announcements of The Stock Exchange of Thailand and/or the Office of the Securities and Exchange Commission, an affirmative vote shall not be less than three-fourth of the total number of votes of shareholders present and with the right to vote.

If the Company decides to enter into any transaction which is deemed as a connected transaction and/or a transaction which causes an acquisition or disposition of essential assets and/or the right to acquire or dispose of essential assets of the Company pursuant to the notifications, regulations or announcements of The Stock Exchange of Thailand and/or the Office of the Securities and Exchange Commission, the Company shall comply with such regulations or notifications of The Stock Exchange of Thailand and/or the Office of the Securities and Exchange Commission related to the criteria, procedures, and disclosure of the connected transactions of the listed company, and/or the criteria, procedures and the disclosure of the acquisition or disposition of the assets of the listed company.

Voting on only one aspect with all voting rights shall not apply to voting for the appointment of directors in "Agenda item 7: To consider the election of directors to replace those retiring by rotation. The shareholder and/or the proxy may vote to appoint all directors by equally splitting votes for each director or by specifying the number of votes for certain directors. The Bank has implemented cumulative voting for director elections (stated in Section 16 of the Bank's Articles of Association) to allow minority shareholders to exercise their rights in the nomination of directors. The cumulative voting procedures are as follows:

- (1) Each shareholder shall have a number of votes equal to the number of shares multiplied by the number of the directors to be elected.
- (2) Each shareholder may exercise all the votes he or she has under (1) to elect one or several persons as director of directors. If several persons are to be elected as directors, the shareholder may allot his or her votes to any person in any number.
- (3) After the vote, the candidates shall be ranked in order descending from the highest number of votes received to the lowest, and shall be appointed as directors in that order until all of the director positions are filled. Where the votes cast for candidates in descending order are tied, which would otherwise cause the number of directors to exceed the required number, the remaining appointments shall be made by drawing lots.

Example:

A listed company has 1,000 paid-up shares holding by the following shareholders;

Mr. A holds	600	shares,
Mrs B holds	200	shares and
Other 8 shareholders hold	200	shares

At the annual general meeting, the Company wishes to appoint three directors. There are three existing directors due for retirement, namely Miss Wassana, Mr Hiran, and Mr Kanok. Mr A, a major shareholder, proposes that the existing three directors are re-elected for another term. Meanwhile, Ms B proposes a new director, Mr Witsanu, for election.

Voting example:

Mr A has the right for 1,800 votes (600 shares x 3 directors )  
Mrs B has the right for 600 votes (200 shares x 3 directors)  
Eight other shareholders have the right for 600 votes (200 shares x 3 directors)

Shareholders	Voting results				Total votes
	Miss Wassana	Mr. Hiran	Mr. Kanok	Mr. Witsanu	
Mr A	600	600	600	-	1,800
Mrs B	-	-	-	600	600
Other shareholders	200	200		200	600
Total	800	800	600	800	3,000

As a result, Miss Wassana, Mr. Hiran and Mr Witsanu will be appointed as directors.

From the above example, the cumulative voting for director election would allow minority shareholders to propose their candidates and elect them as representatives to the board of directors.

**Appointment of Proxy**

The Bank has dispatched Proxy Form B, as specified by the Department of Business Development, Ministry of Commerce, with clear details, to those shareholders unable to attend the Meeting themselves, in order to appoint other persons or any of the Bank's directors (specified by the Bank) as a proxy for such shareholders.

In the event that a shareholder wants to appoint a proxy in general, such a shareholder may apply using Proxy Form A. Should a shareholder be a foreign investor for which a custodian in Thailand is appointed, such a shareholder may download and use Proxy Form C from website: <http://www.bankthai.co.th>

**1. Appointment of another person as a proxy**

- A proxy grantor may appoint and authorize only one proxy to attend the meeting and cast votes on his/her/its behalf and the number of shares held by such a proxy grantor may not be split for more than one proxy in order to separate the votes.
- A proxy grantor must fill in information in the proxy form and the signatures of both the proxy grantor and the proxy must be correctly placed therein.
- A proxy must be present and deliver the completed proxy form to a Bank officer at the place of meeting prior to attending the meeting.

**2. Appointment of the Bank's director(s) as a proxy**

- A proxy grantor must fill in the following names and information of the Bank's directors in order to appoint a proxy:

1. Mr Techapit Sangsingkeo  
Independent Director and Chairman of the Audit Committee      Age    64 years  
842 Wongsawang Road, Bangsue Sub-district, Bangsue District, Bangkok
  2. Mr. Dharin Divari  
Independent Director and Member of the Audit Committee      Age    66 years  
70/1 Soi Sukhumvit 26, Sukhumvit Road, Klongton Sub-district, Klong Toey District,  
Bangkok
  3. Mr. Chatchawal Eimsiri  
Independent Director and Member of the Audit Committee      Age    49 years  
1005/6 Soi Prachachuen 30, Prachachuen Road, Bangsue Sub-district, Bangsue  
District, Bangkok
  4. Dato' Shaarani bin Ibrahim  
Independent Director and Member of the Audit Committee      Age    59 years  
Jalan SS5B/5 KelanaJaya, Petaling Jaya Selangor Darul Ehsan Malaysia
- Names and information the four directors of the Bank must be specified in the proxy form in order for either one of such directors to be able to attend and vote in the meeting on a shareholder's behalf such that if one of such two directors is not available, another director will then be able to do so.
  - A proxy grantor must provide all information requested and place his/her/its signature(s) on the proxy form.

### **Documents verifying eligibility to attend the Meeting**

Any person who wishes to attend the meeting must present the following documents (as the case may be) for registration prior to attending the meeting:

#### **1. In the event that the shareholder is a natural person:**

- 1.1 Attendance in person: A valid official ID card on which a photograph is shown, e.g. personal ID card, driver's license, or passport.
- 1.2 Attendance by proxy:
  - a proxy form, the form of which is attached hereto together with the notice for calling the annual general meeting of the shareholders, must completely filled, signed by the proxy grantor (the shareholder) and the proxy, and affixed with a Baht 20 duty stamp;
  - a copy of the proxy grantor's official ID card as referred to in 1.1 certified true and correct by the proxy grantor; and
  - an original of the proxy's official ID card as referred to in 1.1.

## **2. In the event that the shareholder is a juristic person**

### 2.1 Attendance in person by an authorized representative of the shareholder:

- The authorized representative's official (original) ID card as referred to in 1.1; and
- a copy of the Affidavit or Certificate of Incorporation of the shareholder showing the name of such authorized representative as a person having the power and authority to act on a shareholder's behalf; copies of the Affidavit or Certificate of Incorporation must be certified true and correct by an authorized representative.

### 2.2 Attendance by proxy:

- a proxy form, the form of which is attached hereto together with the notice for calling the annual general meeting of shareholders, completed and signed by the proxy grantor (the shareholder) and the proxy, affixed with a Baht 20 duty stamp;
- a copy of the Affidavit or Certificate of Incorporation of the shareholder showing that the name of the person who has signed the proxy form as the proxy grantor is an authorized representative of the shareholder, with the power and authority to act on the shareholder's behalf; the copy of the Affidavit or Certificate of Incorporation must be certified true and correct by such authorized representative;
- a copy of a valid official ID card showing details and information as referred to in 1.1 of the authorized representative who signs as the proxy grantor, certified true and correct by such authorized representative; and
- the proxy's original official ID card as referred to in 1.1.

## **3. In the event that the shareholder is a non-Thai shareholder or is a juristic person incorporated under foreign laws**

Provisions specified in paragraphs 1 and 2 above shall be mutatis mutandis to a non-Thai shareholder or, as the case may be, a shareholder which is a juristic person incorporated under foreign laws are subject to the following conditions:

- Affidavit or Certificate of Incorporation of such a juristic person may be issued by either a relevant governmental agency of the country in which the juristic person resides or by an officer representing such a juristic person, provided that such an Affidavit or Certificate of Incorporation contains the name of the juristic person, the address of the head office of the juristic person, and the name(s) of the person(s) with authority to sign on behalf of the juristic person together with any restrictions or conditions of the power of such person(s); and
- English translation must be attached to any original document that is not made in English and such a translation must be certified by the authorized representative(s) of the juristic person.