

# Guidelines for Registration, Vote, Proxy Appointment and Identification Documents Required to Attend in the Extraordinary Shareholders' Meeting

## **Meeting Registration**

1. The shareholders shall register for the meeting attendance from 2.00 p.m. onwards, at 1<sup>st</sup> floor, in the 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 for calling 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 for meeting registration purpose.

## **Voting Procedure**

The Articles of Association of the Bank state No.33, 34 and 35 required that;

**Article 33.** At general meeting of shareholders, shareholders or proxy-holder (if any) must present of 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 the quorum, unless otherwise specified under the law.

If no quorum is formed after one hour has lapsed, if it is an extraordinary meeting summoned upon the request of shareholders, it shall be dissolved; but if it is an extraordinary meeting did not summon upon the request of shareholders, another meeting shall be summoned. Notices of such a new meeting shall be sent to the shareholders at least seven days in advance and the quorum for the next meeting is not 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 to the Chairman of the Board of Directors or the 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 matter, except voting for the election of directors.

In casting votes, as prescribed in the above paragraph, which relating to one vote for each share of which he is holder shall not apply when the Company has issued the preference

shares and has determined that the preference shares has the voting rights less than the ordinary shares.

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

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

(2) In case of the Company decides to enter into a connected transaction and/or a transaction which cause an acquisition or disposition of the essential assets and/or the right to acquire or dispose of the essential assets of the Company, provided that the entering into such transaction(s) is 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 have the right to vote.

If the Company decides to enter into any transaction which is deemed as the connected transaction and/or a transaction which cause an acquisition or disposition of the essential assets and/or the right to acquire or dispose of the 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 relating of 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.

## **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 any 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 of such shareholder.

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

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

- A proxy grantor must appoint and authorize only one proxy to attend the meeting and cast the 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 present and deliver the completed proxy form to the officer of the Bank 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 Shaarni bin Ibrahim  
Independent Director      Age    59 years  
Jalan SS5B/5 KelanaJaya, Petaling Jaya Selangor Darul Ehsan Malaysia

- Names and information of both 4 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 your behalf such that if one of such 2 directors is not available, another director will then be able to do so.
- A proxy grantor must fill in information in 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 in where a photograph is shown, e.g. personal ID card, driver 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, that is completely filled, signed by the proxy grantor (the shareholder) and the proxy, and together with Baht 20 of stamp duty affixed;
- 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:

- an original of such authorized representative's official 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 power and authority to act on the shareholder's behalf and such copy of the Affidavit or Certificate of Incorporation must be certified true and correct by such 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 the shareholders, that is completely filled, signed by the proxy grantor (the shareholder) and the proxy, and together with Baht 20 of stamp duty affixed;

- a copy of the Affidavit or Certificate of Incorporation of the shareholder showing that the name of the person who signs in the proxy form as the proxy grantor is an authorized representative of the shareholder having power and authority to act on the shareholder's behalf and such copy of the Affidavit or Certificate of Incorporation must be certified true and correct by such authorized representative;
- a copy of valid official ID card containing detail and information as referred to in 1.1 of the authorized representative who signs in the proxy form as the proxy grantor, certified true and correct by such authorized representative; and
- an original of the proxy's 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 nos.1 and 2 above shall be applied mutatis mutandis to a non-Thai shareholder or, as the case may, be a shareholder which is juristic person incorporated under foreign laws subject to the following conditions:

- Affidavit or Certificate of Incorporation of such juristic person may be issued by either the governmental authority of the country in where such juristic person is situated or by an officer of such juristic person, provided that such an Affidavit or Certificate of Incorporation must contain the name of the juristic person, the address of the head office of the juristic person, and the name(s) of the person(s) having 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 is required to be attached for any original document which is not made in English and such translation must be certified by the authorized representative(s) of such juristic person.