

**Clarifications concerning documents and evidence identifying  
shareholders and proxies eligible to register, attend and vote  
at the Meeting**

The Company shall convene the 2019 Annual General Meeting of Shareholders on 28 March 2019 at 14.00 hours at Vibhavadee Ballroom, lobby level, Centara Grand at Central Plaza Ladprao Bangkok, No.1695 Phaholyothin Road, Chatuchak, Bangkok. In this connection, 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. Proxy Form**

The Department of Business Development, the Ministry of Commerce issued a notification Re: Prescription of a Proxy Form (No. 5) B.E. 2550; the Company has therefore prepared a proxy form for shareholders who cannot attend the Meeting. A proxy may be any independent director.

- 1.1 The Company attaches to the Notice a Proxy Form B. which prescribes certain particulars.
- 1.2 In the event shareholders wish to apply a Proxy Form A. being a simple proxy form, or Proxy Form C. for foreign investors appointing custodians as depositary, both Forms can be downloaded from the Company Website: [http://investor.ais.co.th/shareholder\\_meeting.html](http://investor.ais.co.th/shareholder_meeting.html)  
In all cases, please produce the Registration Form or Proxy Form B. on which a Barcode is affixed on the date of Meeting.

Shareholders may apply either Form A or B while foreign investors appointing custodians as depositary in Thailand can select Form A, B or C.

**2. Documents to be produced prior to the Meeting**

Person

- 1) Personal attendance: ID Card, Civil Servant Card, or Driving License supported by any documents in case of change thereto; please produce the Registration Form as well.
- 2) Proxy:
  - Any Proxy Form duly filled in and signed by shareholder and proxy;
  - Copy of ID Card, Civil Servant or Driving License duly certified by shareholder and proxy;
  - Copy of ID Card, Civil Servant or Driving License duly certified by proxy at point of registration.

In the event shareholder wishes to apply Proxy Form A, please also produce the Registration Form or Proxy Form A on which a Barcode has been affixed on the date of the Meeting.

Juristic Entity

- 1) Personal attendance by director
  - Any Proxy Form duly filled in and signed by shareholder and proxy;

- Copy of valid company certificate not exceeding 6 months duly certified by authorized director(s) containing particulars that director(s) attending the Meeting is(are) duly authorized;
- Copy (ies) of ID Card or others issued by competent authorities duly certified by such director(s).

In the event shareholder wishes to apply Proxy Form A, please also produce the Registration Form or Proxy Form B on which a Barcode has been affixed on the date of the Meeting.

2) Proxy:

- Any Proxy Form duly filled in and signed by authorized director(s) of shareholder and proxy;
- copy of valid company certificate not exceeding 6 months duly certified by authorized director(s) containing particulars that director(s) affixing signature(s) on the Proxy Form is(are) duly authorized;
- Copy (ies) of ID Card or others issued by competent authorities to director(s) who is(are) director(s) duly certified by him/her/them;
- Copies of ID Card or others issued by competent authorities to proxy duly certified together with originals thereof at point of registration.

In the event shareholder wishes to apply Proxy Form A, please also produce the Registration Form or Proxy Form B on which a Barcode has been affixed on the date of the Meeting.

3) Custodian appointed as depositary by foreign investors

3.1) documents as under juristic entity 1 and 2 shall be prepared;

3.2) in the event custodian has been authorized to sign on proxy, the following documents shall be produced:

- A power of attorney appointing such custodian to sign on proxy;
- A confirmation letter that signatory has been licensed to engage in custodian business.

In the event shareholder wishes to apply Proxy A or Proxy C, please also produce the Registration Form or Proxy Form B on which a Barcode has been affixed on the date of the Meeting. If an original document is not made in English, please attach the English translation duly certified by director(s) of such juristic entity.

### **3. Registration**

The Company shall proceed with registration not less than two hours prior to the Meeting or from 12.00 hours, on 28 March 2019 at the venue with a map attached to the Notice.

### **4. Casting Votes Criteria**

#### General Agenda

- 1) A vote in each agenda shall be one share one vote. Shareholders shall only vote for: agree, disagree or abstain while splitting of votes is not allowed, except in the case of custodian.
- 2) Proxy:

- 2.1) Proxy shall cast a vote only as specified in the Proxy; non-compliance shall not constitute a valid vote by shareholders.
- 2.2) In the event no instruction has been specified, or instruction is not clear on the Proxy on each agenda, or the Meeting considers or votes on any issue other than those specified on the Proxy, or there would be any amendment to or change in facts, then proxy shall have discretion to consider and vote as appropriate.

Director Agenda

According to Article 17 of the Company's Articles of Association, the Meeting of shareholders shall elect directors in accordance with the rules and procedures as follows:

- 1) Every shareholder shall have one vote for each share of which he is the holder;
- 2) Each shareholder may exercise all the votes he has under 1. above to elect one or several director(s). In the event of electing several directors, he may not allot his votes to each unequally.
- 3) The persons receiving the highest votes in their respective order of the votes shall be elected as directors at the number equal to the number of directors required at that time. In the event of an equality of votes among the persons elected in order of respective high numbers of votes, which number exceeds the required number of directors of the Company at that time, the Chairman of the Meeting shall be entitled to a second or casting vote.

**5. Procedures on Casting Votes**

Chairman of the Meeting or the Company's officer will explain casting vote: one share per one vote under the following procedures:

- 1) Chairman shall ask the Meeting to cast vote on each agenda as to agreement, disagreement or abstention. A vote shall be cast by shareholder or proxy on one opinion only (except in case of custodian by which Proxy allows).
- 2) Votes shall be counted only by shareholders who disagree or abstain from votes as specified in the ballots distributed by officers of the Company at time of registration so that such ballots shall be summed up and deducted from all votes by shareholders attending the Meeting, and that the remainder counted as agreement on such agenda.

**6. Counting and Announcing the Votes**

Officers of the Company will count and sum up votes on each agenda based on a Barcode duly affixed on the ballots received and marked with disagreement or abstention, as the case may be, then deduct same from all votes by shareholders attending the Meeting. Results shall be announced for each agenda.