



(Translation)

**Explanation of documents for identifying shareholders or their proxies  
who are eligible to attend the meeting and vote**

**1. Proxy form**

The Company has prepared 2 proxy forms for shareholders who are unable to attend the meeting in person to grant proxies to other persons or the Company's Independent Directors to vote on their behalves. In the event that shareholders wish to have more Proxy Form B (appointment with clear and specific items upon which the proxy will be granted) or Proxy Form C (only for foreign shareholders who appointed custodians in Thailand by whom the shares are held and taken care of), please download from the Company's website: [www.rajithanee.com](http://www.rajithanee.com). In all cases, please bring the Barcode Registration Form as shown in this invitation letter on the date of the meeting for your own convenience.

**2. Granting Proxies**

Shareholders who are unable to attend the meeting in person may appoint a person as their proxies according to the following procedures:

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

2.1.1 Generally, shareholder will select Proxy Form B;

2.1.2 Shareholders whose names are listed in the share register book as foreign investors, who appointed custodians in Thailand by whom the shares are held and taken care of, can select one of the 2 Proxy Forms (Proxy Form B or Proxy Form C).

2.2 Authorize persons who are sui juris as they wish or any of the Company's Independent Director as shown by providing a tick mark and specifying the name together with details of the persons to be their proxies or by specifying the name of the Company's Independent Director as per their profiles attached with this invitation letter to the meeting (Attachment 7). Only one person can be appointed as the proxy to attend the meeting.

2.3 Affix Baht 20 of stamp duty, specify the date of Proxy Form thereon and cross out such stamp duty so that the proxy form becomes valid and enforceable under the laws. For convenience, the Company will facilitate the proxies in affixing the stamp duties at the registration desk before attending the meeting.

In this regard, a shareholder must appoint only one proxy to attend the meeting and cast votes. Allocation of shares to several proxies to vote in the meeting is not allowed. The shareholder has to authorize the proxy to cast the votes only for all the shares held by him/her/it. Authorization of votes less than the total number of shares held is not allowed, except for custodians appointed by foreign investors to hold and take care of the shares in accordance with Proxy Form C.

### **3. Documents to be presented prior to the meeting**

#### **3.1 Individual Persons**

##### Personal attendance:

Please present your identification document which is issued by governmental agency and still valid, such as identification card, civil servant identification card, or passport. If there is any change of name or surname, please also submit certified supporting documents.

##### Proxy:

- Proxy Form B and completely filled in and signed by the shareholder and the proxy;
- A copy of the shareholder's identification document which is issued by governmental agency and still valid, such as identification card, civil servant identification card, or passport duly certified by the shareholder (if there is any change of name or surname, please also submit certified supporting documents);
- A copy of the proxy's identification document which is issued by governmental agency and still valid, such as identification card, civil servant identification card, or passport duly certified by the proxy together with the original copy thereof at the registration desk (if there is any change of name or surname, please also submit certified supporting documents.);

#### **3.2 Juristic Person**

##### Personal attendance by its representative (director):

- Proxy Form B and completely filled in and signed by the shareholder and the proxy;
- A copy of the shareholder's certificate of incorporation duly and completely certified by authorized representative(s) (director(s)) containing statements showing that the representative(s) who signed in the Proxy Form is duly authorized to act on behalf of the shareholder;
- A copy of the representative's (director's) identification document which is issued by governmental agency and still valid, such as identification card, civil servant



identification card, or passport duly certified by the representative (director) (if there is any change of name or surname, please also submit certified supporting documents.);

Proxy:

- Proxy Form B and completely filled in and signed by the shareholder and the proxy;
- A copy of the shareholder's certificate of incorporation duly and completely certified by authorized representative(s) (director(s)) containing statements showing that the representative(s) who signed in the Proxy Form is duly authorized to act on behalf of the shareholder;
- A copy of the representative's (director's) identification document which is issued by governmental agency and still valid, such as identification card, civil servant identification card, or passport duly certified by the representative (director) (if there is any change of name or surname, please also submit certified supporting documents.);
- A copy of the proxy's identification document which is issued by governmental agency and still valid, such as identification card, civil servant identification card, or passport duly certified by the proxy together with the original copy thereof at the registration desk (if there is any change of name or surname, please also submit certified supporting documents.);

**3.3 Custodians appointed as depositary by foreign investors**

- Please prepare and present the same documents as set out in 3.2 and select Proxy Form C.
- In the event that the custodian has been authorized to sign the Proxy Form, the following documents shall be submitted:
  - a. a power of attorney appointing such custodian to sign the proxy form on the foreign investors' behalfes;
  - b. a confirmation letter that the signatory of the proxy form has been licensed to engage in custodian business;

**4. Documents prepared in foreign languages other than Thai or English**

If original documents are not prepared in Thai or English, please attach the English translations duly certified by the shareholders or the authorized representative(s) of such juristic persons.

**5. Registration to attend the meeting**

The Company will commence the registration process 1.30 hours prior to the meeting time or from 8.30 hours onwards on Monday 24 April 2023 at the venue.

**6. Casting Votes Criteria**



### **General agenda**

- A vote in each agenda shall be counted by voting as indicated in barcoded documents and proxy forms at the registration desk or ballots received from the shareholders during the meeting (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 the votes made by custodians appointed by foreign investors according to Proxy Form C.
- Proxy:
  - a. For specific voting instructions, the proxy shall cast a vote only as specified in the Proxy Form. Vote of a proxy in any agenda which is not in accordance with the Proxy Form shall be invalid and shall not constitute a vote of the shareholder.
  - b. For general appointment where no specific instruction has been specified or the instruction is not clear on the Proxy Form in any agenda or when the meeting considers or votes on any issue (other than those specified on the Proxy Form), including the case where there is any amendment or addition made to any facts, then the proxy shall have discretion to consider and vote as appropriate.

### **Agenda on Director Appointment**

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 held;
2. Each shareholder may exercise all the votes to elect one or several director(s). In the event of electing several directors, the shareholder shall not be entitled to allot his votes to elect each director;
3. The candidates 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 candidates elected in order of respective high numbers of votes, which the number of candidates exceeds the required number of directors of the Company at that time, the election ballot shall be used so as to get the required number of directors.

## **7. Procedures on Casting Votes**

Chairman of the meeting or the Company's officer shall explain the procedures on counting votes before the meeting convenes. The Company's officers shall count and sum up votes on each agenda based on barcoded documents and proxy forms at the registration desk or ballots received from the shareholders during the meeting. Results on each agenda shall be announced before the agenda ends. Notably, the number of shareholders attending in each agenda might vary as there might be some shareholders attending or leaving prematurely in that agenda.



The Company has arranged to have the inspector (CWWP Co., Ltd. as the Company's external auditor) for monitoring and inspecting procedures on counting votes in the meeting of shareholders to ensure transparency and compliance with the laws and the Company's articles of association