

## **Enclosure No. 4**

### **Rules of Shareholders Meeting**

In order to have the meeting of shareholders of the Company performed with transparency, legitimacy and benefit to all shareholders, it is deemed appropriate to have the documents or evidential documents showing the status of shareholders or their representatives who are entitled to participate in the meeting examined and as the standard procedures to be followed further by them. However, the Company hereby reserves the right for making the exception in submitting such documents or evidential documents showing the status of each shareholder or its representative who is entitled to participate in the meeting as deemed proper by the Company.

#### **Documents required to be shown before entering into the meeting**

1. In case of natural persons
  - 1.1 Thai national shareholder
    - (a) Shareholder's ID card (ID card or official ID card or State enterprise employee's ID card)
    - (b) In case of a proxy – the proxy's ID card and ID card or the proxy's passport (incase of a foreigner).
  - 1.2 Foreign shareholders
    - (a) Shareholder's passport
    - (b) In the case of a proxy – the proxy's passport and ID card or the proxy's passport (in case of a foreigner).
2. Juristic person
  - 2.1 Juristic person registered in Thailand
    - (a) Certificate of juristic person issued no more than 30 days by the Department of Business Development, Ministry of Commerce.
    - (b) ID card or passport (in case of a foreigner) of an authorized director who signed the proxy with the ID card or passport (in case of a foreigner) of the proxy.
  - 2.2 Juristic person registered abroad
    - (a) Juristic person certificate
    - (b) ID card or passport (in case of a foreigner) of an authorized director who signed the proxy with the ID card or passport (in case of a foreigner) of the proxy.

In case of the copy documents a certified correct copy is required and if the document is made abroad a notary public's signature and certification is required.

#### **Proxy procedures**

Type B proxy (the form of proxy with details of items to be mandatorily authorized) as provided by Department of Business Development, Ministry of Commerce, has been delivered to the shareholders authorized to participate in the Company's meeting of shareholders and

- 1) A proxy is given to any person or Company's independent director as desired by such the shareholder by indicating the name and particulars of such person (who is to act as a proxy) or making a mark in front of the independent director's name as stated in the proxy form. Only one person is selected as a proxy to participate in the meeting.

2) Twenty baht worth of duty stamp is affixed with the date crossed out on the proxy for legal validity. However, the registered proxy is given with convenience in affixing the duty stamps by the Company.

3) The proxy is requested to have the true and genuine proxy with documentation delivered by mail to the Company's address by Wednesday, April 11, 2012 or one hour prior to the commencement of the meeting to give time for the Company's officials to examine the documents in time for the meeting.

Any shareholder can hold any amount of the Company's shares but the amount of shares cannot be divided by giving mandates to several proxies in order to divide votes to give more or less votes to any person.

#### **Registration for the meeting participation**

The registration shall be started for the meeting of shareholders from 10.0 o'clock on until The time when the meeting is scheduled, which shall be taking place at the Rachada 1 Room, 2<sup>nd</sup> Floor, The Chaophya Park Hotel, Rachadapisek Road, Samsenok, Huaykwang, Bangkok as shown in the map attached herewith.

#### **Voting in the meeting of shareholders**

##### 1. Voting

Voting in each agenda item shall be done openly by a show of hands. Each shareholder shall have votes equal to the number of shares held and the proxy shall have votes equal to the total of those given by the shareholders. One share is entitled to one vote. The shareholders or proxies shall divide votes in parts that are approved, disapproved or abstained with unlimited votes.

1) Voting in on each agenda item by hand raising: the shareholders or proxies are required to cast agreed, disagreed or abstained votes into the ballot distributed to the shareholders at the time of their registration to confirm their votes and for the Company's officials to collect all the votes and count for each agenda item.

2) Voting in case of the proxy: the proxy must cast votes as indicated by the shareholders in the proxy only. In case an authorized person has not indicated his/her wish in regarding voting in on the proxy or has done so but it is not clear, the proxy shall have the right to cast vote under his/her own discretion.

3) The resolution of the meeting of shareholders must consist of the following votes:-

- In normal circumstances, the majority vote is considered the meeting's resolution.

- In other circumstances, such as where required by law or Company's Articles of Association that the resolution be made in accordance with the requirements of the law or the Company's Articles of Association,- the Chairman of the meeting shall inform the shareholders in the meeting for their acknowledgement before casting votes on each agenda.

4) In case of equality of votes, the Chairman of the meeting shall be entitled to a final casting vote.

5) Any shareholder or proxy who has interest in any specific issue shall have no right to cast his/her vote on the said issue and that shareholder or proxy may be invited by the Chairman to leave the meeting venue on a temporary basis, except where such voting is for electing directors.

6) Secret voting may be acceptable when the request is made by not less than 5 shareholders present in the meeting and the meeting resolves with a majority votes to allow the voting to be done secretly.



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## 2. Voting procedures on each agenda item

The Chairman of the meeting shall propose that the shareholders consider casting votes on each agenda item by way of asking the meeting the number of shareholders who agreed, disagreed or abstained from voting. Any shareholders or proxies voting to agree, disagree or abstain are required to raise their hands and write their votes on the ballots according to that agenda item and the officials shall collect the voting ballots for counting for each agenda item.

## 3. Counting votes and vote declaration

The Chairman of the meeting shall inform the meeting of the vote counting method for their acknowledgement before the commencement of the meeting. The Company shall count the votes on each agenda item by deducting the disagreed and abstained votes from the total shares of shareholders or proxies presented and entitled to vote and shall inform the meeting of the result of the vote counting.