

**Attachment 6**

**Condition and procedure of the Annual General Meeting of Shareholders for the year 2016 registration, the proxy and voting process**

The policy of the Board of The Stock Exchange of Thailand, relating to good practices for holding of a shareholders' meeting, aims to establish guidelines for listed companies to follow. This will create confidence to shareholders, investors and all relevant parties. In order for the shareholders' meeting of the Company to be transparent, fair and beneficial to shareholders, the Company considers it appropriate to inspect the documents or evidence showing an identity of the shareholder or a representative of the shareholder entitled to attend the meeting. This will also be applied in the future

**1. Identification Documents Required for Meeting Attendance**

**1. The case that a shareholder attends the meeting in person:**

1.1 Shareholder who is a Thai natural person shall present his/her citizen identification card or civil servant identification card

1.2 Shareholder who is a foreign natural person shall present his/her identification card, passport or document used in lieu of passport at the registration desk

1.3 Shareholder who is a Thai juristic person shall present the following documents

1.3.1 A copy of the Affidavit or Certificate of Incorporation issued by the Department of Business Development, certified true and correct by the authorized director of such juristic person

1.3.2 A certified true and correct copy of citizen identification card (or a copy of passport in case the authorized director is foreign national) of the authorized director referred to as in 1.3.1

1.4 Shareholder who is a foreign juristic person shall present the following documents:

1.4.1 The Affidavit or Certificate of Incorporation specifying the name and authority of the authorized director issued by related government bodies and certified by the notary public

1.4.2 A certified true and correct copy of passport of the authorized director

**2. In case the shareholder is present at the meeting by proxy:**

2.1 Shareholder granting a proxy is a Thai natural person: his/her certified true and correct copy of citizen identification card or civil servant identification card

2.2 Shareholder granting a proxy is a foreign natural person: his/her certified true and correct copy of identification card or passport or document used in lieu of passport

2.3 Shareholder granting a proxy is a Thai juristic person: a copy of the Affidavit and Certificate of Incorporation issued by the Ministry of Commerce or competent authority not exceeding 1 year, certified true and correct by the authorized director of such juristic person; a certified true and correct copy of citizen identification card or civil servant identification card of the authorized signatory

2.4 Shareholder granting a proxy is a foreign juristic person: the authorized signatory of such juristic person shall endorse his/her signature and affix the Company's seal on the proxy form in the presence of the notary public or agency with similar authority under the law of each country. Upon the execution thereof, the proxy form shall be furnished to a competent officer of the Royal Thai Embassy or the Royal Thai Consulate, or an officer authorized to act on behalf of such competent officer, or a person qualified to give full attestation under the law of each country to certify the notary public.

2.5 In case a shareholder who is a foreign investor and appoints a custodian in Thailand as a share depositary:

2.5.1 Provide documents similar as those of juristic person referred to as in items 1 or 2

2.5.2 Should the shareholder be a foreign investor appointing a custodian to sign the proxy form on his/her behalf, he/she shall present additional documents as follows:

- 1) Power of Attorney of foreign investor authorizing the custodian to sign the proxy form on his/her behalf
- 2) Letter of certification confirming that the custodian is the signatory for the proxy form and is authorized to operate the custodian business

English translation is also required to be attached for any original document which is not made in English and such translation must be certified true and correct by the shareholder or authorized representative of such juristic person.

2.6 If fingerprint is affixed in lieu of signature, fingerprint of left thumb must be affixed together with the phrase “fingerprint of left thumb of .....”. Two witnesses must sign and certify genuine fingerprint of such shareholder and fingerprint must be affixed before the witnesses. Certified true and correct copy of citizen identification card or civil servant identification card of the witnesses must also be attached.

2.7 The proxy who wishes to attend the meeting must present his/her citizen identification card/civil servant identification/passport (for foreigners) for the purpose of registration

## **2.Appointment of Proxy**

The Department of Business Development, Ministry of Commerce has prescribed three Proxy Forms in accordance with the Notice of the Department of Business Development Re: Prescription of Proxy Forms (No.5) B.E. 2550, specifying:

Form A : being general proxy, which is a simple and uncomplicated form

Form B : being proxy that specifies various particulars for authorization and which contains clear and concise details thereof

Form C : being specific proxy for being used by foreign shareholders who appoint a custodian in Thailand to be a share depositary

The Company shall send out Proxy Form A, B and C as attached no.7 to the notice of the meeting to shareholders. If the shareholder cannot be present at the meeting in person, he/she may assign a person as his/her proxy to attend the meeting by following the below principles:

1. Choose only one of the, Shareholders, in general, can choose either Form A or Form B only.
2. Assign a person in accordance with intention of the shareholder or Independent Director of the Company (as attached to the invitation letter) as a proxy to vote on his/her behalf. Specify a name and details of the person whom the shareholder wishing to grant a proxy to as specified in the proxy form.
3. Affix a 20-Baht duty stamp, cross out and specify the date of such proxy form for accuracy and validity
4. Shareholders who wish to assign an Independent Director of the Company as a proxy, please submit a complete proxy form together with relevant documents to the Company by mailing to Ms. Orraphin Phothisit Company Secretary 9/8 Moo 5, Baromratchonnani Rd., Salathammasop, Taweewattana, Bangkok, 10170 Tel. 086-316-1038, 02-888-6800 # 202, Fax 02-888-7200 at least 3 day prior the meeting date.

However, a shareholder may not split the number of shares by granting proxy to more than one person in order to split votes. A shareholder shall authorize a proxy to cast the votes pursuant to the total number of shares held by such shareholder. He/ She may not authorize a proxy to cast the votes less than the total number of shares held, except for the shareholder whose name is shown in the register book as foreign investor and appoints a custodian in Thailand as a share depositary according to Proxy Form C.

### **3. Registration of Attendance**

Gratitude Infinite Public Company limited allow the registration of attendance of Annual General Shareholder's Meeting for the year 2018 hold on Monday 30 April 2018 from 7.30 a.m. at Pinklao 1 room, 9<sup>th</sup> floor, Royal city Hotel (Pinklao) 800 Boromrat-Chonnani Rd. Bangbumru Bangplad Bangkok 10700 as shown in the map of the venue attached (Attachment no.8).

### **4. Voting**

1. Shareholders shall cast votes on show of hands. One share shall be entitled to one vote. Resolutions of the Shareholders' Meeting shall consist of the votes as follows:

- In normal cases, a majority of votes of the shareholders present at the meeting and entitled to vote shall be deemed final. In case of a tie of votes, the Chairman of the meeting shall have a casting vote.

- In other cases required otherwise by the laws and/or the Company's Articles of Association of the Company, such requirement shall be complied. Chairman of the meeting shall inform the shareholders of such requirement before voting for each agenda.

2. A shareholder may express his/her intention only to Approve, Disapprove or Abstain the vote on each agenda and may not split the number of shares for splitting votes.

3. In case of voting by proxy, the proxy shall cast the vote in accordance with intention of the shareholder specified in the proxy form only.

4. A shareholder shall have the right to vote, one vote for one share, with total votes equal to the total number of shares held plus the number of shares under proxy

5. To vote in each agenda.

5.1 Any shareholder who agreed with the recommendation and has no comments against the chairman or the Board of Director's opinion, must not do anything. The staff would collect only dissenting voting card.

5.2 Shareholders who vote against or abstained, must remark on the voting card with the number of share held including the number of proxy share and send the voting card to staff to gather points.

6. A shareholder having special conflict of interest in any matter cannot vote on such matter. Chairman of the Meeting may request such shareholder to leave the meeting room during such time.

7. A poll may be demanded if a requisition to that effect is made by at least 5 shareholders present at the meeting and the Meeting resolves to do so. Chairman of the Meeting shall determine method to vote on a poll and inform the Meeting before a poll shall be made.