



CHRISTIANI & NIELSEN

(Translation)

**Procedures and conditions for the registration of attendance, Proxy and Voting
At the Annual General Meeting of Shareholders No. 80
of
Christiani & Nielsen (Thai) Public Company Limited**

The policy of the Board of The Stock Exchange of Thailand, dated 19th February 1999, relating to good practices for holding shareholders' meetings, establishes guidelines to be followed by listed companies to create confidence in shareholders, investors and all the relevant parties accordingly. In order to create transparency and fairness and to benefit the shareholders, Christiani & Nielsen (Thai) Public Company Limited (the "**Company**") requires inspection of documents and other evidence showing the identity of the shareholders or their representative entitled to attend the shareholders' meeting. This shall be observed by all shareholders.

Personal attendance at a meeting

- To register attendance at a shareholders' meeting, a shareholder must show an original identification card or an original government official identification card or an original passport (if the shareholder is a foreigner).
- If there is a change in the name or the last name of any shareholder, such shareholder must provide evidence in relation to that change.

Appointment of the proxy holder

- A shareholder can grant a proxy to only one person to attend and vote at the shareholders' meeting by using the attached proxy form. The number of shares held by a shareholder shall not be divided into several portions and granted to more than one proxy in order to divide the votes.
- A proxy granted for the appointment of directors may be made for any particular director(s) or for all directors to be elected.
- If there is any addition agenda other than specified above, it can be specified in the attachment to the proxy form (form B).
- A completed proxy form with the signature of the shareholder must be submitted to the chairman of the meeting or an authorized person prior to the meeting. If there is any material amendment or correction to the proxy form, a shareholder must countersign such amendment or correction. The proxy form must be affixed with a stamp duty of Baht 20.
- A proxy holder, particularly if the proxy holder is a foreign shareholder, should arrive promptly to register at the beginning of the registration period in order to allow sufficient time for inspection of the proxy form and the supporting documents.

Documents required to support the appointment of a proxy holder

- (1) If a shareholder is a natural person, the following documents are required to be produced to register attendance:
- A certified copy of the identification card, or the government official identification card, or the passport (if the shareholder is a foreigner) of the shareholder.
 - When registering, a proxy holder must show the original of his/her identification card, or government official identification card or the original passport (if the proxy holder is a foreigner).



CHRISTIANI & NIELSEN

- (2) If a shareholder is a juristic person, the following procedures and documents are required to be produced to register attendance:
- A proxy form must be signed by an authorized person of the juristic person whose name is shown in the Affidavit of that juristic person, issued by the Department of Business Development, The Ministry of Commerce, or by the relevant government authority, and bear a date within a 30 day period prior to the date of the shareholders' meeting. The proxy form should bear the seal (if any) of the juristic person.
 - If the shareholder is a juristic person registered under Thai law, a copy of Affidavit of that juristic person, issued by the Department of Business Development, The Ministry of Commerce, or by the relevant government authority, and bear a date within a 30 day period prior to the date of the shareholders' meeting. The copy of the Affidavit must be certified as a true copy by the authorized person of that juristic person and bear the seal (if any) of the juristic person.
 - If a shareholder is a foreign juristic person, an Affidavit of that juristic person, issued by the relevant government authority of the country where the juristic person is registered and located. The Affidavit is required to be certified by a notary public or another authorized authority and bear a date within a 3 month period prior to the date of the shareholders' meeting.
 - If a document is in a language other than English, an English translation certified as a true and correct translation by an authorized person of such juristic person is required.
 - When registering a proxy holder must show the original his/her identification card, or government official identification card or passport (if the proxy holder is a foreigner).

Voting Procedures

The Chairman shall declare to the Meeting details of voting procedures.

- The Company will provide to shareholders with ballots especially for shareholders who wish to vote against or abstain. For the agenda of director appointment, the Company provides to shareholders with separate ballots so that shareholders can cast their votes for individual candidate;
- Only votes cast by those voting against or abstaining would be counted. The number of these votes would be deducted from the total number of votes cast by the shareholders present at the Meeting. The balance would be treated as the number of affirmative votes in the relevant agenda;
- Shareholders who wish to vote against or abstain on any agenda have to raise their hands to enable the officers to collect the execution voting cards. For the agenda of director appointment, all voting cards shall be collected from those who attend the meeting and having the rights to vote.

Resolution of the Meeting

- In a normal case, by the majority voting rights of the shareholders who attend the meeting and have the right to vote. In case of a tie vote, the Chairman of the meeting shall be entitled to a casting vote.
- Other case which the laws or the Company's Articles of Association provided otherwise, the vote shall be in accordance with the laws or the Company's Articles of Association. The Chairman shall inform the meeting before voting each agenda. In case of a tie vote, the Chairman of the meeting shall be entitled to a casting vote.

A Shareholder or proxy holder may register and submit documents required for attending the meeting for inspection prior to the meeting from 8.30 a.m. on 10 April 2013 at the Busarakam Ballroom, the Amari Atrium Hotel 1880 New Petchburi Road, Bangkok Sub-district, Huay Kwang District, Bangkok 10310 as route map of the venue shown in the Attachment 8.