

Clarification on Documents and Evidences Indicating of Being the Shareholder or Representative of the Shareholder with Right of Meeting Attendance for Registration and Voting in the Meeting of Shareholders

The Company will hold 2018 Annual General Meeting of Shareholders on Thursday, 26 April 2018 at 13.30 hours at Venus Room, 3rd Floor, The Miracle Grand Convention 99 Vibhavadi-Rangsit, Laksi, Donmuang, Bangkok 10210, the Company will execute registration with Barcode System. Therefore, for transparency, fairness, shareholder benefit of the Company's Meeting of Shareholders, the Company has deemed as proper to determine the audit of document and evidence indicating being shareholder or representative of the shareholder with right of meeting attendance so that the shareholder shall adhere to further practice. The Company therefore would like clarify the following for acknowledgement of the shareholder.

1. In Event of the Self-Meeting Attendance

1.1 The shareholder is the natural person with Thai nationality or alien nationality

1.1.1 Registration Form with Barcode

1.1.2 Declaration of document which is issued by government office and has photograph without expiry such as citizen identification card, official identification card, driving license and passport, etc.

In the event that the shareholder is the natural person whose name-surname is amended, the evidence of the said amendment certificate shall be declared.

1.2 The shareholder is the juristic person registered in Thailand

1.2.1 Registration Form with Barcode

1.2.2 Copy of the Certificate of Ministry of Commerce or agency in authority for certifying the issuance for not more than 1 year under correctness certification by the authorized signatory director on behalf of that juristic person and seal affixation (if any)

1.2.3 Declaration of the document which is which is issued by government office and has photograph without expiry such as citizen identification card, official identification card, driving license and passport, etc., of the authorized director who comes to attend the Meeting.

1.3 The shareholder is the juristic person registered in foreign country

1.3.1 Registration Form with Barcode

1.3.2 Copy of Juristic Person Registration Certificate or other documents which are issued by the government sector for not more than 1 year, indicates the name of the authorized director and the power of the director, and is certified by Notary Public or the agency with similar legal power of each country.

1.3.3 Declaration of the document which is issued by government office and has photograph without expiry such as citizen identification card, official identification card, driving license and passport, etc., of the authorized director who comes to attend the Meeting.

2. In the event of authorization

2.1 In the event that the principal is the natural person with Thai nationality or alien nationality

2.1.1 Registration Form with Barcode

2.1.2 Proxy Form B which is completely filled with statement

2.1.3 Copy of the document which is issued by government office and has photograph without expiry such as citizen identification card, official identification card, driving license and passport, etc., of the principal under correctness certification by the said principal.

2.1.4 The proxy shall declare the document which is issued by government office and has photograph without expiry such as citizen identification card, official identification card, driving license and passport, etc.

2.2 In the event that the principal is the registered juristic person in Thailand

2.2.1 Registration Form with Barcode

2.2.2 Proxy Form B which is completely filled with statement

2.2.3 Copy of the Certificate of Ministry of Commerce or agency in authority for certifying the issuance for not more than 1 year under correctness certification by the authorized signatory director on behalf of that juristic person and seal affixation (if any)

2.2.4 Copy of the document which is issued by government office and has photograph without expiry such as citizen identification card, official identification card, driving license and passport, etc., of the authorized signatory director on behalf of that juristic person under correctness certification by the said director.

2.2.5 The proxy shall declare the document which is issued by government office and has photograph without expiry such as citizen identification card, official identification card, driving license and passport, etc., for registration of meeting attendance.

2.3 In the event that the principal is the registered juristic person in foreign country

2.3.1 Registration Form with Barcode

2.3.2 Proxy Form B which is completely filled with statement

2.3.3 Copy of Juristic Person Registration Certificate or other documents which are issued by the government sector for not more than 1 year, indicates the name of the authorized director and the power of the director, and is certified by Notary Public or the agency with similar legal power of each country.

2.2.4 Copy of the document which is issued by government office and has photograph without expiry such as citizen identification card, official identification card, driving license and passport, etc., of the authorized signatory director on behalf of that juristic person under correctness certification by the said director.

2.2.5 The proxy shall declare the document which is issued by government office, and has photograph without expiry such as citizen identification card, official identification card, driving license and passport, etc., for registration of meeting attendance.

3. In the event of authorization of the shareholder who is the foreign investor and appoints the Custodian in Thailand to be the depositary and overseer of share.

3.1 Registration Form with Barcode

3.2 Proxy Form C which is completely filled with statement.

3.3 Copy of the document of the shareholder who is the foreign investor in Clause 1 as the case may be.

3.4 Copy of the Power of Attorney from the shareholder who is the foreign investor and authorizes the Custodian to sign in Power of Attorney in lieu of him or her.

3.5 Copy of Confirmation Letter or Copy of Custodian Business Engagement License

3.6 Copy of the Power of Attorney that the Custodian authorizes the director or the executive or the officer authorized by the Custodian, under correct copy certification by the principal.

3.7 Copy of document in 1.1.2 of the principal under correct copy certification by the principal.

3.8 The proxy shall declare the document that is issued by the government office and has photograph without expiry such as citizen identification card, official identification card, driving license and passport, etc. for registration of meeting attendance.

**Proxy Form in [Enclosure 9](#)

MASTERKOOL

**In each Proxy, stamp duty for 20 Baht shall be fixed and crossed out.

**Thai translation shall be prepared for the original document in English to be enclosed herewith and the correctness of the translation shall be certified by the principal.

4. In the event of authorization as the independent director

The shareholder can give the proxy to any independent director as follows.

1. Mr. Mongkol Kasaemsun Na Ayudthaya Director, Independent Director
Audit Committee Member
Chairman of Nomination and Remuneration Committee
2. Assoc.Prof.Dr. Prakit Tangtisanon Chairman of the Board, Independent Director
Audit Committee Member
Nomination and Remuneration Committee Member
3. Mr. Sanpat Sapon Director, Independent Director
Chairman of Audit
Nomination and Remuneration Committee Member

List of the Independent Directors Proposed by the Company to Serve as a Proxy for Shareholders in [Enclosure 10](#)

However, in the event that the principal determines that the independent director is the person who resolves in lieu of him or her as deemed as proper, the independent director who is given a proxy will not vote in [Agenda 10](#) for consideration on approval of director remuneration for the year 2018 to avoid stake holding in the said event.

It will be highly thankful for the shareholder who intends that the independent director of the Company is his or her proxy to kindly send the Proxy prepared and completely signed along with related documents by sending to Office of the Company Secretary, Masterkool International Public Company Limited, No. 12/16-17, 20, Thetsaban Songkhro Road, Latyao Sub-district, Chatuchak District, Bangkok Metropolis 10900 within [25 April 2018](#).

5. Registration of Meeting Attendance

The Company will start to open for registration of attendance of 2018 Annual General Meeting of Shareholders from [12.30 hrs. henceforth of Thursday 26 April 2018](#) at the meeting place according to the map of the place holding for the Meeting of Shareholders in [Enclosure 12](#)

6. Criteria of Voting in the Meeting of Shareholders

General Agenda

- 1) Voting in each agenda is done by counting votes from the Proxy when registering and/or from delivery of ballots from the shareholders in the Meeting of Shareholders whereas one vote per one share is counted. The shareholder or the proxy shall vote just any of the following: agree, disagree or abstain. A certain part of the voting cannot be separated.
- 2) In the event of authorization
 - 2.1 The proxy shall vote as specified by the proxy in the Proxy only. Voting of the proxy in any agenda that is not in accordance with what is specified in the Proxy is regarded as improper voting and is not regarded as voting of the shareholder.
 - 2.2 If the principal does not specify the intention of voting in any agenda in the Proxy or unclearly specifies; or in the event that the Meeting considers or resolves in any issue apart from what is specified in the Proxy, including the event of change or addition of fact in any respect, the proxy is entitled to consider and vote as deemed as proper.

Agenda for Director Election

For agenda for director election, the Meeting of Shareholders elects the director based on the following criteria and method.

- 1) A shareholder or proxy has vote equal to number of holding shares.
- 2) Each shareholder or proxy can use all of his or her existing votes in Clause 1 for election of a person or several persons to be the director(s) without ability to use the election format by separating votes to several persons.
- 3) The person who gets highest respective votes is the person who is elected as the director equal to the number of directors that is supposed to have or supposed to elect in that time. In event that the person who is elected in the second order has equal votes exceeding the number of directors that is supposed to have or is supposed to elect in that time, the Chairman is the voting casting person for compliance of the Company with Guideline of Quality Assessment of Good Shareholder Meeting Holding. Therefore, for [agenda 9](#) which is the agenda for consider and approve the appointment of the directors in replacement of those to be retired by rotation for the year 2018, the Company shall collect ballots from the shareholders who attend the Meeting including the event that the shareholder intends to vote for agreement, disagreement or abstention.

6. Vote Count and Counting Notification

The Chairman of the Meeting or the Company's officer will clarify vote count method for the Meeting's acknowledgement prior-commencement of meeting agenda. The officer of the Company will count votes in each agenda from votes in the Proxy when registering for attendance of the Meeting of Shareholders, and/or from the votes in ballots sent from the shareholders in the Meeting of Shareholders. The vote count result will be informed to the Meeting for acknowledgement in each agenda prior-completion of that agenda. However, the number of shareholders in each agenda may not be equal since some shareholders may enter to attend the Meeting more or early return.