

**Manual of the Shareholders' Extraordinary General Meeting no. 1/2014****AP (Thailand) Public Company Limited**

This year, the Board of Directors of AP (Thailand) Public Company Limited ("AP") has resolved to call for the Extraordinary General Meeting no. 1/2014 ("EGM") of AP's shareholders on Wednesday 15 October 2014 at 14.30 hrs. at the Ballroom, 7<sup>th</sup> floor, The Landmark Bangkok. Thailand Security Depository Company Limited ("TSD") will be the registrar of the meeting participation of the shareholders using barcode system for less time-consuming, transparent and verifiable outcome. The registration process shall be assured to comply with the principle of good corporate governance.

In order to support the shareholder's meeting guideline of the Stock Exchange of Thailand ("SET") and Stock Exchange Commission ("SEC"), AP will not provide any souvenir to the meeting participants.

**1. Documents required to be presented upon the registration**

All attendants to the EGM are required to submit the following documents (as applied) before attending;

**Self Attending**

- **Individual person**
  - A document issued by the civil sectors which shown a picture of the shareholder and is not expired, i.e. I.D. card, driving license or passport (in case of foreigner); and
  - One copy of the above document with the shareholder's signature to certify such document.
- **Juristic person (Company, Partnership, Security company, Asset/fund management unit)** Representative of the Juristic Person who attends the EGM in person shall bring the following documents;
  - A document issued by the civil sectors which shown a picture of the representative and is not expired, i.e. I.D. card, driving license or passport (in case of foreigner);
  - One copy of the above document with the representative's signature to certify such document; and
  - One copy of Incorporation Certificate of the Juristic Person with a signature(s) of an authorized person(s) to certify true copy and a message(s) guaranteeing the valid authorization of the representative of the Juristic Person.

**Representative**

- **Individual person** - Shareholder who is a natural person and appoints a proxy shall bring along these following documents;
  - Proxy form attached to this EGM Notice: the proxy form must be filled in correctly and completely, and signed by the appointer and proxy;





- One copy of the documents issued by the civil sectors which shown a picture of the appointer (shareholder) and is not expired, i.e. I.D. card, driving license or passport (in case of foreigner): the copy must be signed to certify true copy by the appointer; and
- One copy of the documents issued by the civil sectors which shown a picture of the representative (proxy) and is not expired, i.e. I.D. card, driving license or passport (in case of foreigner): the copy must be signed to certify true copy by the representative.
- **Juristic person (Company, Partnership, Security company, Asset/fund management unit) - Shareholder** who is a juristic person and appoints a proxy shall bring along these following documents;
  - Proxy form attached to this EGM Notice: the proxy form must be filled in correctly and completely, and signed by the authorized person(s) of the juristic person, and proxy;
  - One copy of Incorporation Certificate of the Juristic Person with a signature(s) of an authorized person(s) to certify true copy and a message(s) guaranteeing the valid authorization of the representative of the Juristic Person; and
  - One copy of the documents issued by the civil sectors which shown a picture of the representative (proxy) and is not expired, i.e. I.D. card, driving license or passport (in case of foreigner): the copy must be signed to certify true copy by the representative.

#### **Non-Thai nationality individual person or juristic person constituting under the foreign law**

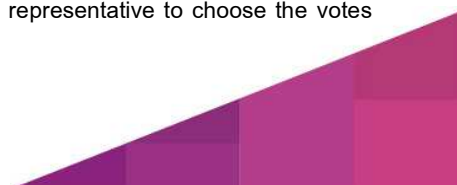
The aforementioned documents above are also applicable to a non-Thai nationality of a juristic person which is constituted under foreign law, with the following conditions;

- \* The proxy will only be valid with the notary public certify
- \* The Incorporate Certificate may be issued either by the civil sector of the government which such juristic person is constituted under or by the juristic person's staff and must be certified by the notary public; and
- \* Any documents made in any other languages than English must be translated into English and certified the correctness of translation by the representative.

## **2. Authorization**

There are three types of proxy letters as followed;

- Proxy (Form A.) is a proxy letter which allows the representative to choose the votes for the shareholder who only fill out the number of shares held, details of the representative and sign. (downloadable from the Investor section of [www.apthai.com](http://www.apthai.com))
- Proxy (Form B.) is a proxy letter in which the shareholder either is provided choices of votes for the shareholders to mark, i.e., approve, disapprove or abstain, or allows the representative to choose the votes





for the shareholder in the only specified agenda. (attached herewith this notice and downloadable from the Investor section of [www.apthai.com](http://www.apthai.com))

TSD already submitted proxies (Form B.) with barcode to every shareholder in order to facilitate the shareholders in the registration procedure.

- Proxy (Form C.) is used only with a foreign shareholder who appoints the custodian in Thailand to be in charge of his/her shares. (attached herewith this notice and downloadable from the Investor section of [www.apthai.com](http://www.apthai.com))

#### Authorization steps

- Fill in only one proxy form provided as above
  - General shareholders must use only proxy form A. or B.
  - Foreign shareholders who appoint a custodian in Thailand must use only proxy form C.
- AP proposes 2 audit committee members who are also qualified as independent directors to be a proxy. Their names-surnames, ages and addresses are stated in the latter of the meeting notice.
- Every proxy letter must be affixed with duty stamp of Baht 20 which is crossed and dated in order to legalize such proxy. For your convenience, duty stamps are provided at the registration desk.
- Submit the completely filled-in and signed proxy together with the supporting documents (such as a copy of the ID card) to the AP's Corporate Legal Counselor section at the address given in the following box or submit to the registration staff before the meeting.

**Corporate Legal Counselor Section**

AP (Thailand) Public Company Limited  
170/57 Ocean Tower 1 Building, 18<sup>th</sup> Floor  
New Ratchadapisek Road, Klongtoey,  
Bangkok 10110 Thailand

- Every document (such as a copy of the ID card) must be crossed with the message "For the use of EGM registration of AP (Thailand) PCL. only" and sign to certify such document.

### 3. Registration procedure

#### Time of the registration

The registration will commence at 13.00 hrs. AP reserves the rights not to accept any requirement for pre-registration before the said time in order to allow TSD to completely install the registration system. The registration will be closed when each agenda is resolved.





## Registration steps

### For self-attending

- Submit all the required documents to registration desk.
- The staff will register the shareholder in the system and issue the registration certificate and voting cards divided into each agenda to the shareholder.

### For proxy

- Have the documents checked by the registration staff outside. The staff will stamp to verify the completeness of the documents
- Submit the stamped documents to the registration point inside.
- The staff will register the shareholder in the system and issue the registration certificate and voting cards divided into each agenda to the shareholder.

## 4. Meeting quorum and agenda related person

A quorum of a meeting of shareholders requires a lesser of a number of twenty-five (25) shareholders or one-half or more of the total number of shareholders, holdings in aggregate one-third (1/3) or more of the total issued shares, present in person or by proxy, which is equivalent to 953,306,713 shares for this EGM.

During the meeting, if any shareholder leave the meeting room after casting votes in the given voting cards and submitting to the registration staff, such shareholder is remained as part of the meeting.

Any shareholder(s) related to any agenda will not be eligible to cast vote(s) of such agenda, except for the director appointing agenda. AP will provide a waiting room for such shareholders who wish to leave the meeting room during the related agenda, and the staff will notify the shareholder when the related agenda is completely voted.

## 5. Vote counting and casting

Each shareholder has one vote in every one share. Any resolution or approval shall be received votes more than half of the total shares of the shareholders attending the meeting and casting the votes, except otherwise stated in AP's article of association or in law, for example, the capital increase or decrease, or director remuneration agenda.

Any shareholder(s) related to any agenda will not be eligible to cast vote(s) of such agenda, except for the director appointing agenda.



**Vote casting procedure**

- Upon the registration at the specified point, the registration staff will issue voting cards for each agenda for shareholders to cast their votes by marking the signs before their wishing votes (for director appointing agenda, the voting cards will be divided for the vote of each director).
- Return the voting cards to the staff when the meeting is adjourned or the shareholder leaves the meeting room.
- The votes of any shareholder who does not return the voting cards to the staff will be automatically regarded as approving.

**Vote casting by proxy form**

- For proxy form A., the representative is to vote as if the shareholder cast the vote by him/herself.
- For proxy form B., the shareholder already casts the vote in the form, the registration staff will record the votes according to the form; the representative has no need to vote unless the shareholder does not cast the vote in the form. The representative is also eligible to cast the vote in the form in case that the vote made by the shareholder is unclear.
- For proxy form C., the vote casting is the same as proxy form B.

**6. Meeting procedures**

The Chairman of AP's board of directors will reside as the chairman of the meeting. If the chairman is not in the meeting or is unable to proceed the meeting, the vice chairman will reside as the chairman of the meeting instead. The AP's board secretary will be the secretary of the meeting, taking the meeting minutes and moderating the meeting to be in compliance with the law and the principle of good corporate governance.

The Chairman of the meeting will propose each agenda to the meeting and may assign the relevant person to clarify the details to the meeting. Upon the information of each agenda is well given to the meeting, the Chairman will open the floor for questioning or commenting to the shareholders. The shareholder who wishes to do so must inform his/her first name and surname in order to be recorded in the meeting minutes. The shareholders must keep in mind that the question or comments must be related to the agenda being considered at the time.

When no more question or comment is raised, the Chairman of the meeting will propose the secretary of the meeting to announce the voting result which is counted by TSD.

Voting result of each agenda is considered to be final.





## 7. Meeting result

The AP's Corporate Secretary will submit the meeting result as a news to the SET website ([www.set.or.th](http://www.set.or.th)) and AP website (IR section) with the information of vote casting, numbers of votes in each agenda and numbers of meeting participants within the meeting day or the morning after.

The EGM minutes will be submitted to the SET and SEC and published as a news in the SET website ([www.set.or.th](http://www.set.or.th)) and AP website (IR section) within 14 days from the meeting date.

