

## Enclosure 8

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Explanation of documents and evident to identify as shareholders or their proxies who are eligible to attend the meeting and has the right to vote



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who are eligible to attend the meeting and has the right to vote**

**Registration**

The Company shall proceed with registration two hours prior to the Meeting time or from 12.00 o'clock, Tuesday, 26 April 2016 at Ballroom, 3<sup>rd</sup> Floor, The Grand Fourwings Convention Hotel Bangkok, No. 333 Srinakarin Road, Hua Mak Sub-District, Bang Kapi District, Bangkok 10240 with a map attach to the Notice. The Company shall precede registration with a Barcode system for proceeding rapidly and benefits for shareholders, **please bring the Barcode Registration Form as attached with the AGM notice** on the date of Meeting for your convenience in registration.

**Documents and Evident to be produced prior to the Meeting**

**Person**

1. Personal attendance: ID Card, Civil Servant Card, Driving License or Passport (in case of a foreigner) supported by any documents in case of change thereto.
2. Proxy:
  - any Proxy Form (either Form A or Form B) duly filled in and signed by Grantor and Proxy;
  - copies of the documents issued by government office such as ID Card, Civil Servant or Driving License duly certified by shareholder and proxy;
  - copies of the documents issued by government office such as ID Card, Civil Servant or Driving License duly certified by proxy at point of registration.

**Juristic Person**

1. Attendance in person by the authorized director (s)
  - copies of a company certificate issued not more than 6 months duly certified by authorized director(s) containing particulars that director(s) attending the Meeting is(are) duly authorized;
  - copies of the documents issued by government office such as ID Card, Civil Servant Card, Driving License or Passport (in case of a foreigner) or others issued by competent authorities duly certified by such director(s) at point of registration.
2. Proxy
  - any Proxy Form (either Form A or Form B) duly filled in and signed by authorized director(s) of shareholder with company's seal being affixed (if any) and proxy;
  - copies of a company certificate issued not more than 6 months duly certified by authorized director(s) containing particulars that director(s) affixing signature(s) on the Proxy Form is (are) duly authorized;
  - copies of the documents issued by government office ID Card, Civil Servant Card, Driving License or Passport (in case of a foreigner) or others issued by competent authorities to director(s) who is(are) director(s) duly certified by him/her/them;
  - copies of the documents issued by government office such as ID Card, Civil Servant Card, Driving License or Passport (in case of a foreigner) or others issued by

competent authorities to proxy duly certified together with originals thereof at point of registration.

3. Custodian appointed as depositary by foreign investors

3.1 documents as under juristic person 1 and 2 shall be prepared by selecting one of any Proxy Form (either Form A, Form B or Form C);

3.2 in the event custodian has been authorized to sign on proxy, the following documents shall be produced:

- a power of attorney appointing such custodian to sign on proxy;
- a confirmation letter that signatory has been licensed to engage in custodian business.

If an original document is not made in Thai, please attach the Thai translation duly certified by director(s) of such juristic person.

**Proxy Form**

The Company has prepared a proxy forms as Form A., Form B, and Form C. as specify by The Department of Business Development, the Ministry of Commerce for shareholders who cannot attend the Meeting and a proxy may be appointed to the other person or any independent director to cast the votes which appeared in the Enclosure herewith. For casting the vote in each agenda, the shareholders have the right to vote only one of agree, disagree or abstain. The proxy forms are as follows:

- Proxy Form A (General Appointment)
- Proxy Form B (Specific Voting Appointment)
- Proxy Form C (Only foreign shareholders as registered in the registration book who have custodian in Thailand)

In case that shareholder would like to receive the additional Proxy Forms, please download from the Company Website: [www.jwd-group.com](http://www.jwd-group.com); **In all cases, please bring the Barcode Registration Form as shown in the Enclosure on the date of Meeting** for your convenience in registration.

**Proxy**

Shareholder who unable to attend the Meeting may appoint a person as your Proxy according to the following procedures:

1. Complete **only one of the above Proxy Forms** as follows:
  - 1.1 General Shareholder shall select one of either Form A or Form B.
  - 1.2 Shareholders listed in the share register book as Foreign Investors (who appointed the Custodian in Thailand to supervise their shares) can select one of three Proxy Forms (Form A, Form B or Form C).
2. Shareholders could be authorize proxy any person or an authorize each an Independent Director by mark and identify the name of your proxy or identifies an Independent Director as shown in attached herewith Notice to Annual General Meeting of Shareholders by elect one as proxy to attended the Meeting.

3. Affix the 20 Baht of stamp duty with specifying the date of Proxy Form across such stamp duty. For your convenience, the Company will facilitate in affixing the stamp duty when registration to attend the Meeting

Allocation of shares to several Proxies to vote in the Meeting is not allowed. The Shareholder has to authorize the Proxy to cast the votes only for all the shares held by it. Authorization of vote less than the total number of holding shares is not allowed.

### **Casting Votes Criteria**

1. The Chairman requested the shareholders to cast their votes for each agenda.
2. The Shareholders or the Proxies shall only vote for: agree, disagree or abstain while splitting of votes is not allowed.

However, any ballot paper which has been not clearly marked would be deemed void.

3. In case of Proxy
  - 1) For specific voting appointment, Proxy shall cast a vote only as specified in the Proxy; non-compliance of direction shall not constitute a valid vote by shareholders. Vote of the Proxy in any Agenda which is not in accordance with this Form of Proxy shall be invalid and shall not be the vote of the Shareholder
  - 2) For general appointment, In the event no instruction has been specified, or instruction is not clear on the Proxy on each agenda, or the Meeting considers or votes on any issue (other than those specified on the Proxy) or there would be any amendment or addition in facts, then proxy shall have discretion to consider and vote as appropriate.
4. The Shareholders or the Proxies who vote for agree or without any mark on the ballot paper, it shall be assumed as agree as proposed by the Chairman of the Meeting.
5. For agenda of election director subject to Article 17 of the Company's Articles of Association, the Meeting of shareholders shall elect directors in accordance with the rules and procedures as follows:
  - 1) Every shareholder shall have one vote for each share of which he/she is the holder;
  - 2) Each shareholder may exercise all the votes he/she has to elect one or several director(s). In the event of electing several directors, he/she shall not be entitled as cumulate voting
  - 3) The persons receiving the highest votes in their respective order of the votes shall be elected as directors at the number equal to the number of directors required at that time.

According to the AGM guidelines for According to the AGM guidelines for good governance, on the Agenda No. 10, To consider and approve the election of directors to replace those retiring by rotation in 2016, the Company's officers collected all ballots from the shareholders (whether it specifies approve, disapprove or abstain) to calculate the votes. All ballots were collected by the Company's officers in order to conclude the resolution.

### **Vote Counting and Voting Results**

1. The method of voting was based on one share one vote and the majority of votes shall be deemed a resolution, except as stated otherwise by law. In the event of an equality of vote, the Chairman of the Meeting shall be entitled to a second or casting vote.

In case any of shareholder who had a conflict of interest in any particular item would not be eligible to vote on that matter except for the election of director.

2. The Company shall use the barcode system for counting the votes. To count the vote result in each agenda, the company would deduct the disapprove votes and abstain vote from the total eligible votes in the meeting in order to determine the number of approval votes.
3. Any shareholder who decide to leave the meeting before it was adjourned, and already vote on the ballot papers in advance, please contact the Officers of the Company to return the ballot papers, except for their voting is approval.
4. Result on each agenda shall be announced for the voting results in each item before the Meeting adjourned. However, the Company will arrange to have the inspector (who is an external legal counsel) for examine procedures on casting vote in the Meeting to ensure transparency and compliance with the laws and Company's Articles of Association.