

## Enclosure 7

---

Details of documents and evidence for attending the Shareholders' Meeting and explanation of proxy, registration and voting



**Details of documents and evidence for attending the Shareholders' Meeting and  
explanation of proxy, registration and voting**

**Registration**

The Company will open for the registration for attending the Annual General Meeting of Shareholders for Year 2017 two hours prior to the Meeting time or from 12.00 p.m. onwards, Wednesday 26<sup>th</sup> April 2017, at Ballroom, 3<sup>rd</sup> Floor, the Grand Fourwings Convention Hotel Bangkok, No. 333 Srinakarin Road, Huamark Sub-District, Bangkok District, Bangkok 10240 as shown in the Map of venue for Shareholders' Meeting enclosed with this Invitation to the Meeting. The Company will carry out the Registration with the barcode system. For your convenience in registration process, please bring the barcode registration form as attached with the Invitation to the Meeting on the date of the Meeting.

**Documents and evidence required to be presented prior to the Meeting**

**Natural Person**

1. Shareholders attending the Meeting themselves Please present valid documents issued by governmental authorities, e.g. identification card, government official identification card, driver license or passport (in case of foreign nationality).
2. Shareholders appointing a proxy to attend the Meeting
  - One of the Proxy Form (Form A or Form B) which has been duly completed and executed by the grantor and the proxy;
  - A copy of valid documents of the grantor issued by governmental authorities, certified true and correct by the grantor; and
  - A copy of valid documents of the proxy issued by governmental authorities, certified true and correct by the proxy;

Please present the documents issued by governmental authorities at the point of registration.

**Juristic Person**

1. Representatives of juristic persons (authorized directors) attending the Meeting themselves
  - A copy of the company's affidavit of the shareholder, having issued not more than 6 months and duly certified by representatives (authorized directors);

- A copy of valid documents issued by governmental authorities, e.g. identification card, government official identification card, driver license or passport (in case of foreign nationality) of the representatives of the juristic person, duly certified by representatives.

Please present the documents of the representatives issued by governmental authorities at the point of registration.

2. Shareholders appointing a proxy to attend the Meeting

- One of the Proxy Form (Form A or Form B) which has been duly completed and executed by the representatives (authorized directors), the grantor together with affixed company seal (if any) and certified true and correct by the proxy;
- A copy of the company's affidavit of the shareholder, having issued not more than 6 months and duly certified by representatives (authorized directors), specifying that the representatives of the juristic person, who sign the Proxy Form, are duly authorized to act on behalf of the juristic person, the shareholder.
- A copy of valid documents issued by governmental authorities, e.g. identification card, government official identification card, driver license or passport (in case of foreign nationality) of the representatives (authorized directors) who is the grantor, duly certified by such grantor.
- A copy of valid documents issued by governmental authorities, e.g. identification card, government official identification card, driver license or passport (in case of foreign nationality) of the proxy, duly certified by such proxy.

Please present the documents of the proxy issued by governmental authorities at the point of registration.

3. Foreign shareholders appointing the custodian in Thailand

3.1 Please prepare and present the documents as specified in case of juristic persons in Items 1.or 2. of which the shareholder may select to use one of the Proxy Forms (Form A, Form B or Form C).

3.2 In the case of foreign shareholders authorizing the custodians to sign the Proxy Forms on their behalf, the additional documents are required as follows:

- A copy of the Power of Attorney of the shareholder, who is a foreign investor, authorizing the custodian to sign the Proxy Form on his/her behalf; and
- A copy of the letter certifying that the custodian, who signs the Proxy Form,

is permitted to engage in the custodian business.

In this regard, if the original documents are in English, an English translation of such documents, certified true by the shareholder or the representatives of the juristic person who is the shareholder, is required.

### **Proxy Forms**

The Company has prepared Proxy Forms, Form A, Form B and Form C, as prescribed by the Department of Business Development, the Ministry of Commerce in order that the shareholders who cannot attend the Meeting themselves, can appoint a proxy or any independent director to attend and vote at the Meeting on the shareholders' behalf, attached to the Invitation to the Meeting. For casting votes in each agenda, the Shareholders have the right to vote either approve, disapprove or abstain. The Proxy Forms shall be utilized in the following cases;

- Proxy Form A, a general Proxy Form;
- Proxy Form B, a form containing specific details on voting of each agenda;  
and
- Proxy Form C, used only in case of foreign shareholders who appoint the Custodians in Thailand.

In case that the Shareholders would like to receive additional Proxy Forms, please download from [www.jwd-group.com](http://www.jwd-group.com) and for your convenience in registration process, please bring the barcode registration form attached with the Invitation to the Meeting on the date of the Meeting.

### **Proxy**

Shareholders who cannot attend the Meeting may appoint a person as your proxy as follows;

1. Select only one of the above Proxy Forms;
  - 1.1. Shareholders in general shall select to execute either Proxy Form A or Form B.
  - 1.2. Shareholders whose names appear in the Share Register Book as foreign investors and appoints Custodians in Thailand may select to execute only one

Proxy Form from the above three Proxy Forms (Form A, Form B or Form C).

2. Authorize a person to attend and vote at the Meeting on your behalf or authorize one of the Company's Independent Directors by specifying the name with details of such person or making a choice in front of a name of such Independent Director as appeared in the information of Independent Directors attached with the Invitation to the Meeting. The Shareholder may appoint only one to be a proxy to attend the Meeting.
3. Affix Baht 20 stamp duty together with crossing out the date of Proxy Form on such stamp duty. For your convenience, the Company will facilitate in affixing stamp duty for the proxies during the registration to attend the Meeting.

However, the Shareholders may not split shares by appointing several proxies to vote in the Meeting and the Shareholders shall authorize the proxy to cast votes equivalent to all shares held by them. Authorization of less than total number of shares held is not allowed.

### **Voting**

1. The Chairman requests the Shareholders to cast their votes in each agenda.
2. Shareholders or Proxies who wish to approve, disapprove or abstain shall put a mark in the ballots by voting only one of the followings: approve, disapprove or abstain and the votes shall not be split.

Please clearly put a mark in the ballots, otherwise such voting would be deemed void.

3. In case of proxy
  - 1) The Proxy shall cast a vote as specified by the grantor in the Proxy Form. Any voting of the Proxy which is not in accordance with those specified in the Proxy Form shall be deemed invalid and not be considered as the voting of the Shareholder.
  - 2) If the grantor does not specify his/her intention for casting votes in any agenda in the Proxy Form or his/her intention is not clear or in the case where the Meeting considers or casts votes on other matters than those specified on the Proxy Form including in case of any amendment or addition of any information, the Proxy shall have the right to consider and vote as appropriate.

4. Shareholders or Proxies who agree or do not put any mark in ballots, it shall be deemed as approved as proposed by the Chairman of the Meeting.

5. For agenda of election of directors according to Article 17 of the Company's Articles of Association, the Shareholders' meeting shall elect directors according to the following criteria and procedures;

- 1) Every Shareholder shall have votes equivalent to number of shares held by him.
- 2) Each Shareholder may exercise his/her votes to elect one or several persons to be directors. In the event of electing several director, his number of votes shall not be unequally split among directors nominated by him.
- 3) The number of directors to be elected shall be elected from the persons ranked by votes received from the highest amount of votes. In case of equality of votes which results in the number of persons, ranked by the amount of votes received, exceeding the number of directors to be elected, the Chairman of the Meeting shall have a casting vote.

#### **Vote Counting and Announcement**

1. Each Shareholder shall have one vote for each share and majority of votes shall be deemed as a resolution, except as prescribed otherwise by law. In the event of equality of votes, the Chairman shall have a casting vote.

In case where the Shareholder has a conflict of interest in any particular matter, such Shareholder shall not be eligible to vote on such matter except the vote for election of directors.

2. The Company shall use the barcode for vote counting. To count the vote result in each agenda, the Company would deduct the disapprove votes and abstain votes from the total eligible votes of the Meeting and the remaining votes shall be deemed as the approval votes of such agenda.

3. If any person attending the Meeting would like to leave the Meeting before it is adjourned and has already voted in the ballots in advance, please contact the officers of the Company to return the ballots, except such person would like to have his votes deemed as the approval votes.

4. The Company will announce the result of the voting after the voting in each agenda is completed. However, the number of the Shareholders in each agenda may not be the

same because there may be some Shareholders who attend the Meeting additionally or leave the Meeting before it is adjourned. The Company will arrange an inspector who is a legal advisor for examining the vote counting of the Meeting in order to ensure transparency and compliance of the Meeting.