

**Documents Required Prior to Attending the Meeting,**  
**Proxy Form, Registration and Voting Procedure**

**1. Documents Required Prior to Attending the Meeting**

- Registration form or Proxy form (for the Proxy) with barcode

**For Natural Person**

**1. Self-Attending**

- Identification card or governmental identification card or driving license or passport (for non-Thai nationality Shareholders). In case name or surname changed, please bring the certified letter.

**2. Proxy**

- 2.1 Proxy Form attached to the Notice to Shareholders, completely filled in
- 2.2 Certified true copies of identification card or governmental identification or driving license or passport (for non-Thai nationality Shareholders) of both the Shareholder and the Proxy

**For Juristic Person**

**1. Representative of Shareholder (Authorized Director) Attending the Meeting**

- 1.1 Certified true copy of identification card or governmental identification or driving license or passport (for non-Thai nationality Shareholders)
- 1.2 Copy of Shareholder's Letter of Certification (Affidavit) issued by Ministry of Commerce certified by the authorized director(s)

**2. General Proxy**

- 2.1 Proxy Form attached to the Notice to Shareholders, completely filled in
- 2.2 Certified true copies of identification card or governmental identification or driving license or passport (for non-Thai nationality) of the authorized director(s) who has the authority to act on behalf of the juristic person and the Proxy
- 2.3 Certified true copy of Shareholder's Letter of Certification (Affidavit) issued by Ministry of Commerce or certified true copy of Affidavit of the company registered abroad

**3. Foreign Investor Appointing Custodian in Thailand**

- 3.1 All evidences similar to those of the Juristic Person as specified in Items 1 and 2
- 3.2 In case the Foreign Investor authorizes the Custodian to sign the Proxy Form on its behalf, the following documents are additionally required:
  - 1) Power of Attorney by Foreign Investor authorizing Custodian to sign the Proxy Form on its behalf;
  - 2) Letter certifying that the Custodian is permitted to engage in the custodian business.

In case the original documents are not in English, the English translation shall be required and certified true and correct by the Shareholder or the authorized representative(s) of the Shareholder.

## **2. Proxy Form**

Department of Business Development, Ministry of Commerce specified 3 Proxy Forms according to Regulation of Department of Business Development Re: Form of Proxy (No. 5) B.E. 2550 as follows:

- Proxy Form A simple form
- Proxy Form B specific details form
- Proxy Form C used only for the foreign investors who authorize the Custodian in Thailand to take care of the shares being held

The Company distributes the Proxy Form B as specified by Department of Business Development, Ministry of Commerce, on which the barcode of each shareholder is printed as attached herewith. In case the Shareholder prefers to use the other Proxy Form, kindly download from the Company's website at [www.thaicane.com](http://www.thaicane.com). For your convenience, please bring the Registration form with barcode for registration to attend the meeting.

Shareholder not be able to attend the meeting may appoint a person as your Proxy as follows:

1. Complete either the Proxy Form herewith attached or the other Form mentioned above **only one Proxy Form**. If not Custodian, you can use either Proxy Form A or B.
2. Authorize a person to attend and vote in the meeting on your behalf by specifying the name with details of a person to be your Proxy or authorize an Independent Director of the Company by making a choice in front of a name of such Independent Director and completely fill the Proxy Form.
3. Affix the 20 Baht stamp duty and specify the date of Proxy across such stamp duty. For your convenience, the Company will provide the stamp duty to facilitate the Proxy when registration to attend the meeting.
4. Return the completed Proxy Form to the Secretary Office by contacting Mrs. Nopprat Suttitluk or Mr. Prayuth Eimporkha, telephone 02-586-3016 and 02-586-2562, respectively, and fax. 02-586-3007, by Thursday, March 18, 2010 or at least half an hour before beginning of the meeting for verification of the documents.

Allocation of shares to several Proxies to vote in the meeting is not allowed. The Shareholder shall authorize the Proxy to cast the votes for all of the shares being held. Authorization of less than the total number of shares is not allowed, except the foreign investors whose names appear in the share register book who authorize the Custodian in Thailand to take care of the shares according to the Proxy Form C.

### **3. Meeting Registration**

The commencement for registration to attend the meeting will be not less than 2 hours before the meeting or from 12.00 hours on Friday, March 19, 2010 at Swissôtel Le Concorde, Bangkok, Salon A Room, No. 204 Ratchadapisek Road, Huai Khwang, Bangkok. Please refer to the map attached.

### **4. Voting**

#### **Voting Regulation**

##### **General Agenda**

1. A vote cast of each agenda shall be done openly by hand showing, one share will count as one vote. The Shareholder or the Proxy must cast the vote by approving, disapproving or abstaining, only. Allocation of voting is not allowed.
2. In case of Proxy
  - 2.1 The Proxy shall solely vote in accordance with the authorization by the Shareholder as specified in the Proxy Form. Any casting votes not comply with the intentions of the Shareholder specified in the Proxy Form shall be considered as incorrect votes and not the votes of the Shareholder.
  - 2.2 In case the Shareholder does not specify the authorization or the authorization is unclear or if the meeting considers or resolves any matter other than those stated in the Proxy Form, including any change or additional amendment to any fact, the Proxy shall be authorized to consider and vote such matter on behalf of the Shareholder as appropriate.

##### **Election of Director's Agenda:**

In accordance with the Clause 15 of the Company's Articles of Association

- (1) The Shareholder shall have one vote for one share.
- (2) Each shareholder shall cast all its votes to elect a director or more but it may not allot its votes to any such person.
- (3) The persons who receive the highest votes in their descending order shall be elected directors in a number not exceeding the number of directors to be elected in the meeting. In case the last person in that respective order and the person next to him have equal votes, the chairman of the meeting shall have a casting vote.

### **Voting Procedures**

The Chairman shall inform to the meeting details of voting procedures as follows:

1. The Chairman shall propose the meeting to have the vote in each agenda by asking time by time whether there is any Shareholder approve, disapprove or abstain.
2. The Shareholder or Proxy has to cast its votes of approving, disapproving or abstaining openly by showing of hand (except a secret voting has been resolved by the meeting). When the Chairman asks as above, the Shareholder or Proxy shall vote either for approval, disapproval or abstention (except for the vote of Custodian which the allocation of the vote is allowed as specified in the Proxy Form.)

### **Resolution of the Meeting**

- General case: majority vote of the meeting
- 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.
  1. In case a tie of votes, the Chairman of the meeting shall have a casting vote.
  2. Any Shareholder or the Proxy having any special interest in a matter shall not be permitted to vote on such matter and may be invited by the Chairman of the meeting to temporarily leave the meeting, except for voting on election of the Directors.
  3. A voting on poll may be made upon request of at least 5 Shareholders and the meeting resolves accordingly. The method for the vote on poll shall be specified and informed to the meeting before voting by the Chairman.

### **Counting and Announcement of the Vote**

Prior to the meeting, the Chairman shall inform that the counting of votes for each agenda shall be made from the voting of Shareholder or Proxy. Then the vote result of every agenda shall be informed to the meeting after the adjournment of each agenda.

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