

Documents and Identifications (an attendee has to present prior to attend the meeting), Proxy Authorization, Registration and Voting Procedure at the Meeting of Shareholders

1. Documents and Identification (an attendee has to present prior to attend the meeting)

In case of individual person

(1) Attend the meeting by him/herself

Present valid government identification such as an identification card, government officer identification card, driving license or passport. In case of changing name/surname, supporting document has to be presented.

(2) Authorize a proxy

(2.1) Three types (only one can be used) of proxy are attached with the meeting invitation letter and can be downloaded at [www.cenplc.com](http://www.cenplc.com). The chosen proxy form has to be correctly filled out and signed by the proxy holder and the shareholder.

(2.2) A copy of an identification of the shareholder specified in (1) and has to be certified by the shareholder.

(2.3) The proxy holder specified in (1) has to present identification

Juristic Person

(1) The representative of shareholders (Director) attend the meeting

(1.1) Present an identification same as specified in (1) for individual

(1.2) A copy of the juristic person's certification certified by the juristic person's authorized representative(s). The name(s) of representative(s) attending the meeting shall be displayed on the certification as authorized representative(s) of the juristic person.

(2) Juristic person authorizes a proxy holder to attend the meeting

(2.1) Three types (only one can be used) of proxy are attached with the meeting invitation letter and can be downloaded at [www.rwi.co.th](http://www.rwi.co.th). The chosen proxy form has to be correctly filled out and signed by the proxy holder and the authorized representative(s) of the juristic person.

- (2.2) A copy of the juristic person's certification certified by the juristic person's authorized representative(s). The name(s) of representative(s) signed on the proxy on behalf of the juristic person shall be displayed on the certification as authorized representative(s).
- (2.3) A certified copy of an identification of the representative who signed on the proxy.
- (2.4) The proxy holder has to present an identification same as specified in (1) for individual.

**In case a shareholder does not have Thai nationality or Juristic Person formed by foreign law and appointed custodian in Thailand as depositary**

**In case shareholders appointed proxies to attend the meeting**

- (1) The proxies are attached with the meeting invitation letter and can be downloaded at [www.rwi.co.th](http://www.rwi.co.th). The chosen proxy form has to be correctly filled out and signed by the proxy holder, the shareholder. **The proxy must be signed by the person authorized to act on behalf of custodian** and related documents attached together with proxies are as follows:
  - (1.1) Proxy Form by authorization to custodian to sign in the proxy form
  - (1.2) Confirmation that signature in the proxy authorized to operate the business (custodian)
- (2) Proxies shows the related documents which issued by the government that has not expired for example an identification card, government officer Identification card, driving license or passport of proxies to officer to attend the meeting.

In case of the shareholders is overseas investor and appoint a Thai stock depository custodian to take care of their stock, either proxy form A, B or C can be used. For other shareholders, only proxy form A or B can be used.

## **2. Proxy Authorization**

The Company has sent a proxy form A and form B as specified by Department of Business Development, Ministry of Commerce. The proxy form also can be downloaded at [www.rwi.co.th](http://www.rwi.co.th) there are 3 types of proxy forms as follows:

- Proxy Form A is a general proxy form which is simple and not complicated.
- Proxy Form B is a proxy form containing the list of agenda which a shareholder may specific his/her intention on each agenda.
- Proxy Form C is a proxy form for shareholder who does not have Thai nationality and appoints a depository custodian residing in Thailand to take care of their stock.

In case of the shareholder is unable to attend the meeting by himself/herself a proxy may be given following these procedures.

- (1) Select one proxy form, only one proxy form.
- (2) Give the proxy to an individual or to one of the Company's independent directors by indicating name and details of the individual or mark in front of the name of one of the Company's independent directors as specified in the proxy to attend the meeting. Please authorize only one proxy holder to attend the meeting.
- (3) Affix a Baht 20-duty stamp in proxy in order to be correct and effective in term of law.

The shareholder may not split the number of shares to authorize more than one proxy in order to split vote. The shareholder shall authorized the proxy with the total number of shares in possession and shall not authorize the proxy with the number of shares less than the number of holding share.

### **3. Meeting Registration**

The Company will begin to register for attending the meeting 1 hour in advance or 9.00 am onward, on Friday, April 29, 2015 at Tharnthong Room, Ground Floor, Montien Riverside Hotel, No. 372 Rama 3 Road, Kwaeng Bangklo, Khet Bangkoleam, and Bangkok (map attached).

#### 4. Voting Procedure

##### 1. Voting Procedure

###### Ordinary agendas

- (1) Each agenda will be openly vote by raising hand; one share will be counted as one vote. A shareholder or proxy shall vote as approve, disapprove or abstain but shall not split vote.
- (2) A proxy holder shall vote according to the grantor's intention as specified in the proxy only. If the grantor does not express his/her intention in the proxy or the intention is unclear, the proxy holder has the right to consider and vote as approve, disapprove or abstain but shall not split vote.

###### Agenda on election of Directors

For the election of Director(s), according to the Company's Article of Association No. 17, the meeting shareholders shall follow the procedure to elect director(s)

1. One share of each shareholder is counted as one vote.
2. Each shareholder shall exercise all the votes' follows to (1) to elect one or several directors but shall not exercise a portion of vote for one or several directors.
3. After the vote, the candidates shall be ranked in a descending order and shall be appointed as directors in that order, until all the vacate director positions are filled. In the case that the equality of votes cast for candidates leading to the number of appointed directors exceeding the number of vacate positions, the chairman shall extra vote to decide.

##### 2. Practicing on Voting for each agenda

The chairman or processor of the meeting shall explain to the meeting concerning the voting procedure as follows:

- (1) The chairman or processor of the meeting shall propose each agenda to shareholders to consider and vote. The chairman shall ask the meeting each time whether the shareholders approve, disapprove or abstain.

(2) Only disapprove and abstain votes shall be counted. Then the number of approve vote shall be calculated by subtracting the number of disapprove and abstain votes from the total number of votes.

**3. Resolutions of the Meeting of Shareholders shall consist of the following votes**

- Normal case, a resolution shall be passed by majority votes of the attending shareholders who are entitled to vote. In case of equal votes, an additional vote of the chairman of the meeting shall break the equality.
- For the following cases, a resolution shall be passed by a three-fourth of total votes of the attending shareholders who are entitled to vote.
  - a) Selling or transferring of the whole or important parts of the business of the Company to other parties
  - b) Purchasing or accepting of transfer of the business of other companies or private companies by the Company
  - c) Making, amending or terminating of contracts for renting out the whole or important parts of the business of the Company
  - d) Assigning other person(s) to manage the Company's business
  - e) Merger of the Company and others with an objective to share profit and loss
  - f) Amending the Articles of Association or the Company's regulations
  - g) Increasing or decreasing the Company's capital or issuing debenture
  - h) Merger or liquidating the Company