

## Procedures for Appointment of Proxy, Registration Process, Documentation for Registration, Vote Casting and Counting and Meeting Arrangement

### Registration Process

The Company will commence the registration process and review completeness of documents for registration (including proxy forms) for 1.30 hours prior to the commencement of the meeting to confirm eligibility of the shareholders to attend the meeting. The shareholders or the respective proxies can register and provide the documents for review at the meeting venue from 12.30 pm. on 24 April 2020.

The Company employs the identification barcode system for the registration purpose, and to ensure convenience of the process, the shareholders or their respective proxies are requested to bring and present the Registration Form with barcode delivered to the Company's shareholders together with the letter of invitation to the registration desk on the meeting date. To promote transparency and fairness, as well as provide benefits and convenience to shareholders, the Company considers appropriate to set forth relevant procedures which shall be strictly complied as follows:

#### 1. Shareholders who attend the meeting in person

1.1 Contact the registration desk and submit the Registration Form with barcode together with the following documents to confirm eligibility of the shareholders to attend the meeting.

Category	Thai Shareholders	Non-Thai Shareholders
<u>Natural Person</u>	<p>An <b>original</b> identification document issued by relevant Thai government authorities which must still be valid and not be damaged or in a condition that cannot identify the holder, such as:</p> <ul style="list-style-type: none"> <li>- Thai national ID card</li> <li>- Driving License</li> <li>- Thai civil servant ID card</li> <li>- Thai state enterprise officer ID card</li> <li>- Passport</li> <li>- Any other photographed identification document issued by relevant Thai government authority</li> </ul>	<p>- An <b>original</b> passport must still be valid and not be damaged or in a condition that cannot identify the holder</p>

<p><b><u>Juristic Person</u></b></p> <p>(This is for the case where an authorized director(s) wishes to attend the meeting in person. If any juristic person has more than one authorized director and wishes to appoint one of the directors or any other person as proxy to attend the meeting on its behalf, please follow the guideline set out in Clause 2 below.)</p>	<ul style="list-style-type: none"> <li>- Either Proxy Form A or Form B in which all required information is completed together with signatures of the grantor (with the corporate seal affixed (if any)) and the proxy. Such Proxy Form A or B should be affixed with Baht 20 stamp duty, crossed and dated as of the date the proxy is made</li> <li>- Copy of an affidavit, issued no longer than 3 months by Department of Business Development, Ministry of Commerce which is signed to certify by the authorized director(s) or an original affidavit, issued no longer than 3 months by Ministry of Commerce</li> <li>- Copy of any of the ID Document of the authorized director(s) which is signed to certify by such director(s) together with an original of such ID Document which must still be valid and not be damaged or in a condition that cannot identify the holder</li> </ul>	<ul style="list-style-type: none"> <li>- Either Proxy Form A or Form B in which all required information is completed together with signatures of the grantor (with the corporate seal affixed (if any)) and the proxy. Such Proxy Form A or B should be affixed Baht 20 stamp duty, crossed and dated as of the date the proxy is made</li> <li>- Copy of an affidavit or equivalent document which demonstrate at least the name of juristic person, address and authorized director(s), which is signed to certify by the authorized director(s)</li> <li>- Copy of any of the ID Document of the authorized director(s) (if the director is of Thai nationality) or a passport (if the director is of non-Thai nationality) which is signed to certify by such director(s) together with an original of such ID Document or passport which must still be valid and not be damaged or in a condition that cannot identify the holder</li> </ul>
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- Remarks: 1. In the case where any document is made outside Thailand. Please have the document certified by the notary public no later than 6 months prior to the meeting date.
2. If an original document is not made in Thai or English, please attach the English translation duly certified by the shareholders or the authorized director(s) of such juristic person.

- 1.2 Receive ballot cards for voting in each agenda item (except for the case of a juristic person which has prepared the Proxy Form in which the grantor has explicitly specified its vote in each agenda item whether to vote approve, disapprove or abstain from voting).

## 2. Shareholders who wish to appoint a proxy to attend the meeting on their behalf

### 2.1 Appointment of Proxy

The Company has prepared three Proxy Forms stipulated in the Notification of the Department of Business Development, Ministry of Commerce, for shareholders who cannot attend the meeting in person. A proxy may be appointed to the following persons to attend the meeting on their behalf:

- (1) any other person who has reached the legal age (sui juris); or
- (2) any of the independent directors of the Company whose profiles are set out in Attachment No. 5.

The shareholder must authorize a person as you wish or an independent director whose profile is attached to the letter of invitation to this meeting to attend, and cast a vote at the meeting on your behalf by marking  where indicated and specifying the name and details of a person to be your proxy. Only one proxy can be appointed.

In this regard, the Company has delivered Proxy Form A, Form B and Form C together with this letter of invitation per Attachment No. 6. Alternatively, the shareholders may also download either Proxy Form A, Form B or Form C from the Company's website <http://investor.indexlivingmall.com/en>

Each shareholder must appoint only one proxy and may not split the number of voting rights to several proxy holders. In addition, in casting a vote in each agenda item, the shareholder must choose to either approve or disapprove or abstain from voting, and not combination thereof. The shareholder shall grant the proxy all the voting rights held. Authorization of vote less than the total number of holding shares is not allowed except for the custodian appointed by the foreign investor to hold shares for safekeeping in accordance with Proxy Form C.

The shareholder may select one of the following Proxy Forms as applicable:

- Proxy Form A, which is a general simple form (for all shareholders)
- Proxy Form B, which is a form specifying details in granting the proxy (for all shareholders)
- Proxy Form C, which is a form to be used only by foreign shareholders who appoint a custodian in Thailand holds their shares for safekeeping

2.2 Contact the registration desk and submit the following documents.

- the Registration Form with barcode

- the Proxy Form (choose either one) in which all required information is completed together with signatures of the grantor and the proxy affixed Baht 20 stamp duty, crossed and dated as of the date the proxy is made
- the following documents to confirm eligibility of the shareholders to attend the meeting (as applicable)

Category	Thai Shareholders	Non-Thai Shareholders
<u>Natural Person</u>	<ul style="list-style-type: none"> <li>- An <u>original</u> ID Document of the proxy which must still be valid and not be damaged or in a condition that cannot identify the holder</li> <li>- Copy of any of the ID Document of the grantor which is signed to certify by the grantor whereby such copy must be a duplicate of the ID Document which must still be valid and not be damaged or in a condition that cannot identify the holder</li> </ul>	<ul style="list-style-type: none"> <li>- An original ID Document (for a proxy of Thai nationality) or passport (for a proxy of non-Thai nationality) which must still be valid and not be damaged or in a condition that cannot identify the holder</li> <li>- Copy of any of the passport of the grantor which is signed to certify by the grantor whereby such copy must be a duplicate of the passport which must still be valid and not be damaged or in a condition that cannot identify the holder</li> </ul>
<u>Juristic Person</u>	<ul style="list-style-type: none"> <li>- An <u>original</u> ID Document of the proxy which must still be valid and not be damaged or in a condition that cannot identify the holder</li> <li>- Copy of an affidavit, issued no longer than 3 months by Department of Business Development, Ministry of Commerce which is signed to certify by the authorized director(s) (with the corporate seal affixed (if any)) or an original affidavit, issued no longer than 3 months by Department of</li> </ul>	<ul style="list-style-type: none"> <li>- An <u>original</u> ID Document (for a proxy of Thai nationality) or passport (for a proxy of non-Thai nationality) which must still be valid and not be damaged or in a condition that cannot identify the holder</li> <li>- Copy of an affidavit or equivalent document which demonstrate at least the name of juristic person, address and authorized director(s), which is signed to certify by the authorized director(s) (with the corporate seal affixed (if any))</li> </ul>

	<p>Business Development, Ministry of Commerce</p> <ul style="list-style-type: none"> <li>- Copy of any of the ID Document of the authorized director(s) which is signed to certify by such director(s) whereby such copy must be a duplicate of the ID Document which must still be valid and not be damaged or in a condition that cannot identify the holder</li> </ul>	<ul style="list-style-type: none"> <li>- Copy of any of the ID Document of the authorized director(s) (if the director is of Thai nationality) or a passport (if the director is of non-Thai nationality) which is signed to certify by such director(s) whereby such copy must be a duplicate of the ID Document or passport which must still be valid and not be damaged or in a condition that cannot identify the holder</li> </ul>
<p><u>Foreign shareholders who appoint a custodian in Thailand hold their shares for safekeeping</u></p>		<ul style="list-style-type: none"> <li>- Please prepare the same documents as explained for the Juristic Person above. Documents for the shareholders shall be prepared by selecting one of any Proxy Form (either Form A, Form B or Form C)</li> <li>- A power of attorney which evidences appointment by a foreign shareholder of such custodian to sign on proxy</li> <li>- A confirmation letter that the signatory has been licensed to engage in custodian business</li> </ul>

- Remarks: 1. In the case where any document is made outside Thailand. Please have the document certified by the notary public no later than 6 months prior to the meeting date.
2. If an original document is not made in Thai or English, please attach the English translation duly certified by the shareholders or the authorized director(s) of such juristic person.

- 2.3 Receive ballot cards for voting in each agenda item (except for the case of a juristic person which has prepared the Proxy Form in which the grantor has explicitly specified its vote in each agenda item whether to approve, disapprove or abstain from voting).

### Criteria for Vote Casting

#### General agenda

1. In casting votes, one (1) share shall have one (1) vote; therefore, each shareholder shall have number of votes equal to number of shares held by him/her. The shareholder or the proxy must choose to either cast a vote approve or disapprove or abstain from voting, and not combination thereof (except for the case of custodian).
2. In case of proxy, a proxy must cast his/her vote only as specified in the proxy form.
  - 2.1 The proxy shall vote in accordance with the determination given by the shareholder as specified in the proxy form. Any vote not in accordance with the proxy form is invalid and shall not be counted as the vote of the shareholder.
  - 2.2 In case the shareholder does not specify the determination, or the determination is unclear, or the meeting considers or resolves any agenda other than that specified in the proxy form, or there is any change or increment of any matter, the proxy shall be authorized to consider and vote on such matter as he/she deems appropriate.
3. Casting vote for each agenda shall be made using a ballot which shall contain name, surname and number of shares held by the shareholder. The shareholder and the proxy shall either mark  to cast a vote approve or disapprove or abstain from voting in the relevant box in the ballot together with his or her signature.
4. A voting ballot is considered invalid when shareholders or proxies do not clearly express their intention on the ballots, such as the attendee does not sign the ballot, there are more than one marked box on the ballots or there is no countersign on the ballot where changes of votes are made or there are split votes (except for the case of custodian). In addition, for a vote casting in the proxy form C, where the vote is not specified in the form and not confirmed by the proxy, the Company will deem it as an abstain from vote.
5. Any attendee leaving the meeting is required to return his/her remaining ballots by handing them to the staff at the exit of the meeting room.

### **Agenda on Appointment of Directors who Retired by Rotation**

In accordance with Article 16 of the Company's Articles of Association, shareholder or the proxy shall have one vote for each share and the shareholder shall either cast a vote approve or disapprove or abstain from voting for each individual candidate nominated for directors.

### **Voting Procedures**

The Chairman shall inform the meeting the details of voting criteria and procedures in each agenda as follows:

1. The Chairman shall propose the meeting to vote in each agenda pursuant to the sequence of the agenda item in the invitation letter whether there is any shareholder disapprove or abstain.
2. A shareholder or proxy intending to disapprove or abstain from voting shall mark  his/her vote in only one relevant box in a ballot and sign the ballot and raise his/her hand for the staff to collect the ballot. The staff shall deduct such disapproving and abstaining votes from the total votes in the meeting. Therefore, all remaining votes shall be deemed as approving votes.

The ballots that are submitted after the vote collection is closed shall also be deemed as approving votes.

### **Resolutions of the meeting**

1. General case: the resolution shall be passed by a simple majority vote of the shareholders present at the meeting and casting the vote.
2. Other case which the law or the Company's Articles of Association stipulated otherwise: the resolution shall conform to the law or the Company's Articles of Association and the Chairman shall inform the Meeting before voting in each agenda. In the event of a tie vote, the Chairman of the Meeting shall have a casting vote.
3. Any attendee having special conflict of interest in any agenda shall be excluded from casting a vote in that agenda, except for the agenda relating to the appointment of the directors to replace those retired by rotation, every attendee shall be able to cast a vote without being deemed as having a special conflict of interest. A shareholder having special interest or proxy of such shareholder may be invited by the Chairman to temporarily leave the meeting.

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

The total votes cast in disapprove or abstention, as well as the invalid ballots (if any), shall be deducted from the total number of votes attending the meeting for each agenda. The remaining votes shall then be counted as approval votes. The voting result of each agenda shall be announced to the meeting in the succeeding agenda presented the approval, disapproval, abstention or voided ballot in form of shareholding percentage. The registration may be temporarily closed prior to a vote counting in each agenda and re-opened after such vote counting is finished. Therefore, the number of attendees and votes in each agenda may be unidentical due to attendees leaving or entering the meeting during each agenda.

**Comments and Questions Given by the Attendees**

The attendees are welcomed to give comments and ask questions in each agenda. The attendee intending to give comment or ask question shall raise his/her hand. Upon the Chairman's permission or being called by number, he/she shall provide his/her first name, last name and whether he/she is the shareholder attending in person or by proxy. The inquiring attendee should give comment or ask question that is relevant to the agenda. Comment on any other matter not relevant to the agenda item should be given after all agenda are proceeded. The company reserves a right to carry out any appropriate procedure for the meeting to be concise and efficient.