

**Documents and Evidence that Must Be Produced Prior to Attendance at the Meeting  
Procedures for Granting Proxy, Registration and Voting at the Meeting of Shareholders**

All shareholders and proxies are requested to bring the notice for the meeting **together with the registration form bearing a bar code**, a letter of proxy, and evidence with the following details, to register their attendance at the 2016 Ordinary Meeting of Shareholders of S&P Syndicate Public Company Limited.

1. Documents that Must Be Produced before Attendance at the Meeting

In the event of an individual

1. In the event the shareholder is present in person:

The identification card or a document issued by a government unit, which has not yet expired, such as, a public servant's ID card, a driving license or a passport, shall be produced. And in the event of a change of first name and/or family name, evidence thereof shall also be submitted.

2. In the event proxy is granted for attendance at the meeting:

- 2.1 A letter of proxy in the form enclosed with the notice for the meeting (Form A or B), which form has been filled in correctly and completely and signed by the grantor and the proxy holder and fully affixed with revenue stamps;
- 2.2 A copy of the shareholder's document issued by a government unit under 1, which copy is certified true and correct by the shareholder's signature;
- 2.3 A copy of the proxy holder's document issued by a government unit, same as in 1, which copy is certified true and correct by his/her signature

In the event of a juristic person

1. In the event a representative (director) of the shareholder is present in person:

- 1.1 The juristic person's representative's document issued by a government unit, same as in 1, must be produced, in the event of an individual;
- 1.2 A copy of the shareholder's certificate of registration of a juristic person, which copy is certified true and correct by the signature of the juristic person's representative (director) and affixed with the seal (if any), with a statement indicating that the juristic person's representative present at the meeting is authorized to act on behalf of the juristic person who is the shareholder.

2. In the event proxy is granted by the shareholder for attendance at the meeting:

- 2.1 A letter of proxy in the form enclosed with the notice for the meeting (Form A or B), which form has been filled in correctly and completely and signed by the person (director) authorized to act on behalf of the juristic person and affixed with the seal (if any) as registered in his/her capacity as grantor, and signed by the proxy holder and fully affixed with revenue stamps;

- 2.2 A copy of the shareholder's certificate of registration of a juristic person, which copy is certified true and correct by the signature of the person (director) authorized to act on behalf of the juristic person and affixed with the seal (if any) as registered, with a statement indicating that the juristic person's representative signing the letter of proxy is authorized to act on behalf of the juristic person who is the shareholder;
  - 2.3 A copy of a document issued by a government unit to the juristic person's representative (director) who is the grantor under 1, in the event of an individual, which copy is certified true and correct by his/her signature;
  - 2.4 A copy of a document issued by a government unit to the proxy holder, same as in the case of an individual under 1, which copy is certified true and correct by his/her signature
3. In the event of proxy granted by a shareholder who is a foreign investor and has appointed a custodian in Thailand as the depository and caretaker of his/her shares:
- 3.1 Documents and evidence from the custodian
    - a. A letter of proxy (Form A or B enclosed with the notice for the meeting, or Form C which can be downloaded from the Company's website) which has been filled in correctly and completely and signed by such person authorized to act on behalf of the custodian as registered, in his/her capacity as grantor, and signed by the proxy holder and fully affixed with revenue stamps;
    - b. A letter confirming that the person signing the letter of proxy is authorized to carry on the business of a custodian, which letter has been signed by the person authorized to act on behalf of the custodian and affixed with the seal (if any) as registered;
    - c. A copy of the custodian's certificate of registration of a juristic person, which copy is certified true and correct by the signature of the person authorized to act on behalf of the custodian and affixed with the seal (if any) as registered, with a statement indicating that the custodian's representative signing the letter of proxy in his/her capacity as grantor is authorized to act on behalf of the custodian;
    - d. A copy of a document issued by a government unit to the person authorized to act on behalf of the custodian, who is the grantor under 1 in the case of an individual, which copy is certified true and correct by his/her signature
  - 3.2 Documents and evidence from the shareholder
    - a. A power of attorney from the shareholder, whereby the custodian shall sign the letter of proxy on its behalf;
    - b. A copy of the shareholder's certificate of registration of a juristic person, which copy is certified true and correct by the signature of the person (director) authorized to act on behalf of the juristic person and affixed with the seal (if any) as registered, with a statement indicating that the juristic person's representative signing the letter of proxy is authorized to act on behalf of the juristic person who is the shareholder;
    - c. A copy of a document issued by a government unit to the juristic person's representative (director) who is the grantor under 1, in the event of an individual, which copy is certified true and correct by his/her signature;

- 3.3 Document or evidence issued by a government unit to the proxy holder, same as in the case of an individual under 1, and certified true and correct by his/her signature. For a document prepared in other languages than Thai, a Thai translation thereof must be prepared and enclosed and the shareholder or the representative of the relevant juristic person shall sign his/her name to certify the correctness of the translation.

4. In the event of a shareholder who is not a Thai national or is a juristic person organized under a foreign law (apart from the case of proxy granted to a custodian under 3)

The same documents as those in 1 or 2, as the case may be, shall be prepared and produced; provided for a document prepared in other languages than Thai, a Thai translation thereof must be prepared and enclosed and the shareholder or the representative of the relevant juristic person shall sign his/her name to certify the correctness of the translation.

2. Procedure for Granting Proxy

The Company has prepared letters of proxy in 3 forms determined by the Ministry of Commerce as follows:

- Form A: the general form of proxy, which is simple and not complicated and is enclosed with the Invitation to the Meeting;
- Form B: the form of proxy specifying detailed, clear and fixed items for which proxy is to be granted, which form is enclosed with the Invitation to the Meeting;
- Form C: the form used only in the event of a shareholder who is a foreign investor and has appointed a custodian in Thailand as the depositary and caretaker of his/her shares, which form can be viewed and downloaded on [www.sandp.co.th](http://www.sandp.co.th). A shareholder who is not able to be present in person at the meeting of shareholders of the Company can grant proxy by taking steps as follows:
  - (1) Other shareholders than a shareholder who is a foreign investor and has appointed a custodian in Thailand as the depositary and caretaker of his/her shares shall select only Form A or Form B, whereas the shareholder who is a foreign investor and has appointed a custodian in Thailand as the depositary and caretaker of his/her shares may select Form A, Form B or Form C; provided, however, that every shareholder must use only one of the forms of proxy.
  - (2) Proxy shall be granted to any person as intended by the shareholder, or the shareholder may elect to grant proxy to an independent director (as set out in the attachment). To this, the name and details of the person to whom the shareholder wishes to grant proxy shall be specified and the shareholder's name shall be subscribed onto the space for the grantor.
  - (3) A 20-Baht revenue stamp shall be affixed and crossed out and the date of the execution of the letter of proxy shall be entered so that it is correct and legally binding.

- (4) The letter of proxy shall be put into an envelope and returned to the Office of the President by April 18, 2016, or the attendee may carry it with him/her to effect the registration at least one hour in advance of the starting time of the meeting in order that the Company's staff may have time to examine the document by the starting time of the meeting.

Notwithstanding, the shareholder must grant proxy equal to the number of shares held by him/her to only one proxy holder and cannot distribute his/her shares to separate voting; except in the case where a shareholder who is a foreign investor and has appointed a custodian in Thailand as the depositary and caretaker of his/her shares grants proxy to a proxy holder to be present at the meeting, his/her shares can be distributed to separate voting.

### 3. Registration of Attendance

The Company will start registering the attendance at the meeting of shareholders not less than 1 hour before the commencement of the meeting, that is, at and after 01.00 p.m., on Friday April 22, 2016, at the Convention Hall C, Floor 3<sup>rd</sup> the Ambassador Hotel Bangkok, located at no. 171 Sukhumvit Road, Soi 11, Khlong Toei Nuea, Wattana, Bangkok 10110, according to the map of the venue of meeting enclosed.

### 4. Voting at the Meeting of Shareholders

#### 1. Criteria for Voting

- (1) Votes on each agenda item are cast by using ballots. One share shall be counted as one vote. A shareholder or proxy holder must cast only one kind of vote, that is, to agree, disagree or abstain from voting, and cannot divide his/her votes, except for a shareholder who is a foreign investor and has appointed a custodian in Thailand as the depositary and caretaker of his/her shares, for whom the letter of proxy in Form C is used.
- (2) Declaring intention in an abstaining from voting box on any agenda item shall be deemed that a shareholder has intention to abstain from voting on such agenda item.
- (3) If the grantor has not specified his/her voting intention in the letter of proxy or has specified in unclearly, the proxy holder has the right to consider the point and vote on his/her behalf.

#### 2. Practice for Voting on Each Agenda Item.

The Department of Meeting Arrangement will give explanations on details of the voting method to the meeting, with the following guidelines:

- (1) The meeting agenda are considered in order of item, and every item will be proposed for acceptance or approval or for any purpose to the shareholders so that they pass a resolution on it except Agenda Item 2 will be proposed for acknowledgment without casting vote. And for convenience of passing of a resolution on each agenda item, the Chair will, after the presentation of details to the meeting, use the method of asking whether any shareholders will disagree or abstain from voting. If no shareholders declare their intention to disagree or abstain from voting, the meeting will be deemed to unanimously resolve to agree to the matter proposed. No ballot will be used.

- (2) If a shareholder desires to pass a resolution disagreeing to or abstaining from voting on any agenda item, the shareholder is requested to raise his/her hand. The Chair will cause to be used ballots with bar codes, which will be received by the shareholders before they enter the Conference Room.
  - (3) Shareholders and proxy holders using Proxy Form A must put a mark on only any of the “agree”, “disagree” and “abstain from voting” boxes.
  - (4) Proxy holders using Proxy Forms B and C must cast such votes as specified by the shareholders, and the Company will count only those votes.
  - (5) For only Agenda Item 6 regarding the election of the directors, the Company requires that a resolution be passed only by using ballots, in which the shareholders can elect to vote by ticking either the box regarding the election of the whole group of directors or the box regarding the election of individual directors.
3. A resolution of the meeting of shareholders must comprise the following votes:
- In an ordinary case, a majority of the votes shall be deemed to constitute the meeting’s resolution;
  - In other cases which the laws or the Articles of Association stipulate that they differ from the ordinary case, the meeting’s resolution will be as prescribed by those laws or Articles of Association. In this regard, the Chair will so inform the shareholders at the meeting before they vote on each of those agenda items.
- (1) In the case of an equality of votes, the Chair shall be entitled to a second or casting vote.
  - (2) A shareholder or proxy holder who is specially interested in any given matter shall not vote on such matter and the Chair may invite him/her to leave the meeting temporarily, except for votes on the election of a director the shareholder can nominate himself/herself without being deemed to be interested in that matter.
4. Counting of Votes and Notification of its Result Votes will be counted immediately and the Chair will inform the meeting of the result of the counting of the votes on every agenda item.

**\* Please return the ballots for every agenda item to the Company’s staff at the end of the meeting. \***