

Proof of entitlement for Participation in the Shareholders' Meeting

In accordance with the policy of the Board of The Stock Exchange of Thailand, dated 19th February, 1999, relating to good practices for holding of a shareholders' meeting, aims to establish guidelines for listed companies to follow and in order to create confidence to shareholders, investors and all relevant parties, the Company believes that an inspection of documents or evidence showing an identity of the shareholder or a representative of the shareholder entitled to attend the meeting which should be observed by the shareholders, should be transparent, be fair and provide benefits to the shareholders. However, the Company reserves the right to waive any of these requirements for some of the shareholders on a case by case basis, at the Company's sole discretion.

A shareholder or a proxy may register and submit the required documents or evidence for inspection at the meeting from 8.00 a.m. on Thursday, 17 August 2017.

Natural person:

1. If the shareholder attends the Meeting in person, a document with the shareholder's photograph issued by a government agency, which has not yet expired, such as a valid ID card, driving license or passport is to be presented.
2. If the shareholder attends the Meeting by proxy, the following documents are to be presented:
 - (1) A proxy in a form attached to the notice of the Meeting completely or a proxy in a form specified by Ministry at Commerce filled in and signed by the grantor and the proxy;
 - (2) A photocopy of the shareholder's document issued by a government agency, as detailed in Clause 1 above, certified as a true copy by the grantor; and,
 - (3) The proxy's document issued by a government agency as detailed in Clause 1 above.

Juristic person/entity:

1. If the shareholder's representative attends the Meeting in person, the following documents are to be presented:
 - (1) A document of the shareholders' representative issued by a government agency as detailed in the case of the shareholder being a natural person, Clause 1 above; and,
 - (2) A photocopy of the shareholder's Certificate of Incorporation certified as a true copy by the juristic person's representative, which particularly shows that the representative attending the Meeting is authorized to act on behalf of the juristic person shareholder.
2. If the shareholder attends the Meeting by proxy, the following documents are to be presented:
 - (1) A proxy in a form attached to the notice of the Meeting completely or a proxy in a form specified by Ministry at Commerce filled in and signed by the grantor and the proxy;
 - (2) A photocopy of the shareholder's Certificate of Incorporation certified as a true copy by the juristic person's representative, which particularly shows that the representative signing on the proxy is authorized to act on behalf of the juristic person shareholder; and,
 - (3) The proxy's document issued by a government agency as detailed in the case of the shareholder being a natural person, Clause 1 above.

If the shareholder is not of Thai nationality or is a juristic person incorporated under a foreign law,

Provisions in the cases of the shareholder being a natural person and the shareholder being a juristic person shall apply mutatis mutandis to the shareholder or the attendee who is not of Thai nationality or is a juristic person incorporated under a foreign law as the case may be, subject to the following regulations:

- (1) The shareholder or shareholder's representative or proxy who is natural person attending the meeting shall present valid alien identity card or passport or valid document in substitution for passport in the registration area;
- (2) The authorized signatory of juristic person shall sign the name and affix the company's seal in the documents under the case of the shareholder being a juristic person, section 1 (2) and 2 (2) in the presence of the notary public or similar authorized agency according to the law in each country to be certified by the notary public and shall bring such document to the authorized officer of the Royal Thai

- Embassy or the Royal Thai Consulate or the assigned officer to act on behalf of such person to certify the notary public over again ; and
- (3) The proxy shall sign and affix the company's seal (if any) in the proxy form under the cases of the shareholder being a natural person, section 2 (1) and the cases of the shareholder being a juristic person, section 2 (1) in the presence of the notary public by proceeding according to section (2) above.

For Foreign Shareholders Appointing a Custodian in Thailand,

- (1) All documents similar to those of juristic person incorporated under a foreign law, Clause (2) and (3) above;
- (2) Power of Attorney granted by the shareholder authorizing the custodian to sign the Proxy Form on his/her Behalf; and,
- (3) Letter certifying that the custodian, who signs the Proxy Form, is permitted to engage in the custodian business.

In the event that the shareholder died,

The executor or administrator shall attend the meeting in person or assign the proxy to be attendee on the shareholder's behalf whereby the official order appointing executor/administrator, certified by authorized person in the period of not more than 6 months before the date of meeting shall be presented additionally.

In the event that the shareholder is a minor,

The parent (father or mother) or the legal guardian shall attend the meeting in person or assign the proxy to be attendee on the shareholder's behalf whereby he/she shall present additionally a copy of house registration of the shareholder who is minor for registration.

In the event that the shareholder is an incapacitated person or a quasi - incompetent person,

The custodian/guardian or curator shall attend the meeting in person or assign proxy to be attendee on the shareholder's behalf whereby the written court order appointing such custodian/guardian, certified by authorized person in the period of not more than 6 months before the date of meeting shall be presented additionally.

Remark

If any shareholder cannot attend the Extraordinary General Meeting of Shareholders No. 1/2017, the shareholder may grant the proxy to independent director of the Company as detailed in clause (3) of the proxy form to act as proxy holder to attend and vote on his/her behalf by sending the duly completed proxy form to Bangpakong Terminal Public Company Limited at 3656/64, 19th floor, Green Tower Building, Klongton, Klongtoe, Bangkok 10110.

Casting Votes Criteria

General agenda

1. A vote in each agenda shall be counted by voting as indicated in the shareholder registration or ballots distributed to the shareholders before the meeting on the condition that each share constitutes one vote. Shareholders shall only vote for agree, disagree or abstain while splitting of votes is not allowed, except in the case of custodian.
2. Proxy:
 - 2.1 For specific voting appointment, Proxy shall cast a vote only as specified in the Proxy; non-compliance of direction shall not constitute a valid vote by shareholders. Vote of the Proxy in any Agenda which is not in accordance with this Form of Proxy shall be invalid and shall not be the vote of the Shareholder
 - 2.2 For general appointment, In the event no instruction has been specified, or instruction is not clear on the Proxy on each agenda, or the Meeting considers or votes on any issue (other than those specified on the Proxy) or there would be any amendment or addition in facts, then proxy shall have discretion to consider and vote as appropriate.

Director agenda

According to Article 17 of the Company's Articles of Association, the Meeting of shareholders shall elect directors in accordance with the rules and procedures as follows:

1. Every shareholder shall have one vote for each share of which he/she is the holder;
2. Each shareholder may exercise all the votes he/she has under 1. above to elect one or several director(s). In the event of electing several directors, he/she shall not be entitled to allot his votes to elect each director.
3. The persons receiving the highest votes in their respective order of the votes shall be elected as directors at the number equal to the number of directors required at that time. In the event of an equality of votes among the persons elected in order of respective high numbers of votes, which number exceeds the required number of directors of the Company at that time, the Chairman of the Meeting shall be entitled to a second or casting vote.

Procedures on Casting Votes

Chairman of the Meeting or officer shall explain casting vote procedure before commencement of the Meeting. Officers of the Company shall count and sum up votes on each agenda based on a Barcode duly affixed. Results on each agenda shall be announced before the Meeting is ended. The Company will arrange to have the inspector (who is an external legal counsel) for examine procedures on casting vote in the Meeting to ensure our transparency and compliance with the laws and Company's articles of association.