

**Explanations, conditions, regulations and guidelines for the Shareholders' Meeting**

Sonic Interfreight Public Company Limited

Sonic Interfreight Public Company Limited provided 2 types of proxy forms as determined by Ministry of Commerce which are;

1. Form A – Regular proxy form which is not complicated.
2. Form B - Regular proxy form which clearly specifies details.

This is for shareholders who are unable to attend the meeting by themselves can give proxy to others to attend the meeting or give proxy to the Company's Independent Director to vote by using only one proxy form to ensure the Shareholders' Meeting is transparent, fair and beneficial to shareholders. The Company deemed appropriate to check documents or any proofs of being shareholders or shareholders representatives who have the right to attend the meeting and shareholders would continue adhere the practice.

The Company will process the registration by using barcode. Therefore, for the shareholders and proxies' convenience to register, kindly bring the registration form with barcode on the date of meeting.

**1. Proxy Form**

Since Department of Business Development, Ministry of Commerce had the Notification of Prescription of Proxy Letter Forms (No. 5) B.E. 2550 (2007), the Company prepared proxy form to shareholders who are unable to attend the meeting by themselves can give proxy to others to attend the meeting or give proxy to the Company's Independent Director to vote. Therefore, the Company has attached the Proxy Form Type B which is the form that specific clear and fixed proxy details to shareholders with this invitation letter. Shareholders can download Proxy Form Type A and B at <http://investor.sonic.co.th> or contact Company Secretary for more details at 084-5591788.

**2. Documents which the meeting attendee must present before attending the meeting as required by law and Article of Association**

**Self Attendance:**

- Shareholders are natural person with Thai nationality Please present identification card or government identification card
- Shareholders are natural person with foreign nationality Please present alien identification card, passport or any documents act for passport at the registration area.
- In case of name - surname changed, certified document must be presented.

**In case of Giving Proxy:**

- Shareholders who give proxy must give proxy to only one proxy person to attend the meeting and vote as attached proxy form.
- Proxy may request to vote separately in each agenda of the meeting saying that approve, disapprove or abstain as specified in Proxy Form so that proxy can vote as the purpose of grantor.
- Proxy must send Proxy Form to Chairman of the Meeting and/or assigned person from Chairman before the meeting starts, fill information and sign completely. If there is any erased or crossed on important message, grantor must countersign every points. Proxy letter must be stamped 20 Baht. If it is not brought to the Meeting, the Company will provide at the registration point without any charge.

**Documents for proxy**

- In case that grantor is natural person with Thai nationality : copy of identification card or government identification card of grantor with certified true copy by grantor
- In case that grantor is natural person with foreign nationality : alien identification card, passport or any documents act for passport
- In case that grantor is juristic person :

- Juristic person with Thai nationality: copy of certified letter of Ministry of Commerce or Department which has certify authorization, issued not more than 1 year and certified by authorized signatory of that juristic person, copy of identification card or government identification card of Director who has authority to sign on behalf of juristic person which certified true copy by that Director.
- Juristic person with foreign nationality: Authorized signatory of juristic person shall sign and affix the Company seal in the proxy letter to notary or department which has similar authority depending on each country's law. After signed, please bring that proxy letter to the authority of Thai Embassy or Thai Consulate or authorized person who is assigned to has proxy from those people or person who can provide completed certify according to the law.
- In case that shareholders are foreigner who appoint Custodian in Thailand to keep and take care of shares
  - Proxy Form Type B which correct and complete information are filled and signed by grantor and proxy, copy of document that government issued to shareholders. Photo of identification card or government identification card of grantor with certified true copy by grantor is presented.
  - Proxy letter from shareholders to custodian to be an authorized signatory
  - Certificate which certifies that a signatory has the Custodian Business License
- In case of fingerprint instead of signature, please use left thumb and endorse "Left thumb fingerprint of" (...name of proxy grantor...)" and must be 2 witnesses certify that this fingerprint truly belongs to that person and must fingerprint in front of witnesses. Witnesses must sign and attach their copy of identification card or government identification card with certified true copy.
- In the 2019 Annual General Meeting, if shareholders are unable to attend the Meeting by themselves, shareholders may give proxy to one person as shareholders' purpose or give proxy to one of the Company's Independent Director to vote.
- Any shareholders who wish to give proxy to the Company's Independent Director, please submit provided Proxy Form and complete signature as above regulations to Company Secretary together with concerned documents by sending to the Company 2 days prior to the date of Meeting.
- Any proxy who wishes to attend the Meeting must present identification card / government identification card / passport (for foreigners) of proxy for the registration.

**In case shareholders are pass away:**

The executor must attend the Meeting by him/herself or give proxy to others. The writ document of executor appointment which is signed by authorized signatory within 6 months before the date of the Meeting must be presented.

**In case shareholders are minor:**

Father – Mother or legal guardian must attend the Meeting by him/herself or give proxy to others. A copy of house registration of shareholders who are minor must be presented.

**In case that shareholders are legal incompetent or incapable:**

Curator or defender must attend the Meeting by him/herself or give proxy to others. The writ document of curator or defender appointment which is signed by authorized signatory within 6 months before the date of the Meeting must be presented.

**3. Meeting Attendance Registration**

The Company will open the registration not less than 2 hours before the Meeting time or from 12.00 hrs onwards at the Meeting venue as attached with this invitation letter.

## **Voting in the Shareholders' Meeting, Vote Counting and Voting Result General Agenda**

1. Voting in each agenda will disclose by counting 1 vote per 1 share. Shareholders or proxy must do only one vote from approve, disapprove or abstain. 1 vote is unable to be divided.
2. In case of proxy
  - 2.1 Proxy must vote only as indicated by the proxy grantor in proxy letter. Any vote of proxy is not in line with indicated in the proxy letter, that vote will be considered incorrect and not considered voting of shareholder.
  - 2.2 If proxy does not indicate purpose of voting in any agenda in proxy letter or indicate unclearly or in case that the Meeting considers or resolves in any other matters besides matter indicated in proxy letter as well as the case of changing or raising any other facts, proxy has the right to consider and vote as deems appropriate.

### **Agenda of Election of Director**

Although the election of director is voting by ballots, shareholders may need to discuss some directors before voting and may feel uncomfortable to discuss in front of those directors. Therefore, in the election of each director, Chairman will ask the Meeting if any person needs discussion before voting.

If any Chairman will ask that director to temporary leave the meeting room until the election is completed.

If none Chairman will allow that director to participate the Meeting and ensure the Meeting continues.

Regarding the agenda of election of director as Article of Association No.42, in the Shareholders' Meeting, all shareholders have 1 vote for 1 share. In case that shareholders have interest in any matters, shareholder will not have right to vote that matter except voting for election of director.

### **Guidelines for election in each agenda**

Chairman of the Meeting will explain details of voting method to the Meeting. Guidelines are as follows;

1. Chairman of the Meeting will propose shareholders to consider and vote in each agenda. There will be opinion inquiry from the Meeting which shareholder disapproves or abstained.
2. In case shareholders disapproved or abstained, shareholder or proxy must raise their hand. The rest of shareholders are considered approved without raising their hands. Shareholder or proxy can vote only one or the other.

### **Resolution of the Shareholders' Meeting must consist of votes as follows;**

Regular Case Regard as majority vote of shareholders and proxy who attend the Meeting and resolve the Meeting.

Other Cases Law or Article of Association determines them to be different than regular cases. Resolution of the Meeting will be in accordance with law or that regulation determines. Chairman of the Meeting will notify shareholders in the Meeting before voting in each agenda.

1. If votes are equal, Chairman of the Meeting will add one vote to be casting vote.
2. Any shareholders who have interest in any matter are not allowed to vote in that resolution except voting for election of director and Chairman of the Meeting may ask shareholders or proxy of shareholders who have interest to temporary leave the Meeting.

### **Vote Counting and Vote Notification**

Chairman of the Meeting will clarify method of vote counting to the Meeting before starting the Meeting. The Company will count votes in each agenda from voting of shareholders or proxy who attend the Meeting and have eligible vote and will notify vote counting result to the Meeting in every agenda before end of the Meeting.