

**Guideline for the appointment of proxy to attend the Shareholders' Meeting,  
the registration, and evidence to be presented on the date of  
the 2018 Annual General Meeting of the Shareholders**

---

All shareholders and proxies are requested to bring their invitation letter, proxy form and other required documents to register their attendance of the 2018 Annual General Meeting of Shareholders on 27 April 2018 of SCI Electric Public Company Limited (the "**Company**").

**1. Documents Required Prior to Attending the Meeting**

For Individuals

1. Self-Attending

Valid identification issued by governmental authorities e.g. identification card, governmental identification card, driver's license or passport, including evidence of change of name or last name (if any).

2. Proxy

2.1 Proxy Form in the form as attached to the invitation letter to the shareholders' meeting completely filled out and signed by the Shareholder and the Proxy, duly affixed with the stamp duty.

2.2 Certified true copy by the Shareholder of valid identification of the Shareholder as specified in Item 1. for individuals.

2.3 Valid identification of the Proxy as specified in Item 1. for individuals.

For Juristic Person

1. *Representative of Shareholder (Authorized Director) Attending the Meeting*

1.1 Valid identification of the authorized director(s) as specified in Item 1. for individuals.

1.2 Certified true copy by authorized director(s) of shareholder's Certificate of Registration issued by the Department of Business Development, Ministry of Commerce for a period no longer than 6 months before the meeting date by the authorized director(s). The document must show a statement that the authorized director(s) has the authority to act on behalf of the Juristic Person that is the Shareholder.

2. *Proxy*

2.1 Proxy Form in the form as attached to the invitation letter to the shareholders' meeting completely filled out and signed by the authorized director(s) of the Shareholder and the Proxy, duly affixed with the stamp duty.

2.2 Certified true copy of Shareholder's Certificate of Registration issued by the Department of Business Development, Ministry of Commerce for a period no longer than 6 months before the meeting date by the authorized director(s). The document must show a statement that the authorized director(s) who signs on the Proxy has the authority to act on behalf of the Juristic Person that is the Shareholder.

- 2.3 Certified true copy by the authorized director(s) of valid identification(s) of the authorized director(s) who signs on the Proxy Form as specified in Item 1. for individuals.
  - 2.4 Valid identification of the Proxy as specified in Item 1. for individuals together with its certified true copy.
3. *Proxy for Shareholder who is a Foreign Investor Assigning Custodian in Thailand as his/her Proxy*
- 3.1 Document from Custodian
    - a. Proxy Form (**Form C.**) which is available to be downloaded from the Company's website [www.sci-mfgr.com](http://www.sci-mfgr.com) and has completely filled out and signed by the authorized person(s) of the Custodian and the Proxy, duly affixed with the stamp duty.
    - b. Certified true copy of a document confirming that the Custodian has the permission to conduct the Custodian business by the Custodian's authorized person(s).
    - c. Certified true copy of Custodian's Certificate of Registration issued by the Department of Business Development, Ministry of Commerce for a period no longer than 6 months before the meeting date by the authorized person(s). The document must show a statement that the authorized person(s) who signs as the Proxy has the authority to act on behalf of the Custodian.
    - d. Certified true copy of valid evidence of the authorized person(s) signing the Proxy Form as specified in Item 1. for individuals.
  - 3.2 Document from the Shareholder
    - a. Power of Attorney from the Shareholder assigning the Custodian to execute the proxy on his/her behalf.
    - b. Certified true copy of Shareholder's Certificate of Registration issued for a period no longer than 6 months before the meeting date by the authorized director(s). The document must show a statement that the authorized director(s) who signs on the Proxy has the authority to act on behalf of the Juristic Person that is the Shareholder.
    - c. Certified true copy of valid evidence of the authorized director(s) signing the Power of Attorney as specified in Item 1. for individuals.
  - 3.3 Valid evidence of the Proxy as specified in Item 1. for individuals.

The documents prepared in any language other than Thai or English must be translated into English and certified true and correct translation by the Shareholder or the authorized director(s) of the Shareholder.

4. *For Non-Thai Nationality or Foreign Company (Other than Those Assigning Custodian as his/her Proxy in No.3)*

Please provide the documents in accordance with the above Item 1. or 2. as the case may be. The documents prepared in any language other than Thai or English must be translated into English and certified true and correct translation by the Shareholder or the authorized director(s) of the Shareholder.

## **2. Proxy Form**

The Company has attached Proxy Form (Form B) specified by Department of Business Development, Ministry of Commerce to the invitation letter to shareholders' meeting and uploaded Proxy Form A and Form C on the Company's website (www.sci-mfgr.com). The type of each Proxy form is as follows:

- Form A : General Proxy Form (Simple Form)
- Form B : Specific Proxy Form
- Form C : Custodian Proxy Form for foreign shareholder who appoints a Custodian in Thailand

The shareholder who is not able to attend the meeting may appoint a person by Proxy, as follows:

- (1) Shareholders other than foreign shareholders appointing a Custodian in Thailand shall complete either Proxy Form A or Form B. Foreign shareholders appointing a Custodian in Thailand may choose to use either Proxy Form A, Form B, or Form C. In any case, each Shareholder shall complete **only one** of the above Proxy Forms;
- (2) Authorize a person to attend and vote at the Meeting on behalf of the shareholder not able to attend by specifying the name with details of the person or an Independent Director of the Company (as attached) to be the shareholder's proxy and sign the form as the Grantor;
- (3) Affix stamp duty of Baht 20 and specify the date of Proxy Form across such stamp duty to validate the legality; and
- (4) Return the completed Proxy Form to the Company Secretary by 23 April 2018 or at least half an hour before the Meeting starts for document verification.

In this regard, the Shareholder shall authorize only one Proxy to cast votes equal to the shares held by him/her and cannot allocate his/her shares for divided votes, with the exception of foreign shareholders appointing custodian in Thailand as their proxy where the shares can be divided for allocation of the votes.

## **3. Meeting Registration**

The commencement for registration to attend the Meeting will be not less than 1 hour before the Meeting or from 13.00 hours on 27 April 2018 at Maple Hotel, Srinakarin Road, Bangna District, Bangkok 10250. Please refer to the map attached.

## **4. Voting**

### **1. Voting Regulation**

- (1) Voting for each agenda item will use the voting card system where one share will count as one vote. Shareholders or proxies shall vote for only one choice, either agree, disagree or abstain and cannot divide his/her vote, with the exception of foreign shareholders appointing Custodian in Thailand using Proxy Form C.
- (2) In case of the use of Proxy Forms, if the grantor did not specify the authorization or the authorization is unclear, the Proxy shall be authorized to consider and vote on such matter on behalf of the Shareholder as deemed appropriate.

## **2. Voting Procedures**

Secretary of the Meeting shall inform the Meeting of the voting procedures as follows:

- (1) Secretary of the Meeting will propose the Meeting to cast the vote for each agenda by asking each time whether any shareholders agree, disagree or abstain.
- (2) Shareholders and proxies of Proxy Form A shall vote in the voting card provided during registration, by marking in only one of the boxes  agree  disagree or  abstain.
- (3) For proxy of Proxy Form B and Form C, the Company shall count the votes as specified by the Shareholder.

## **3. Resolution of the Meeting**

- General case: Majority vote of the Meeting
- Other case which the laws or the Company's Articles of Association provide otherwise: The resolution shall be in accordance with the laws or the Company's Articles of Association. The Chairman shall inform the Meeting before the voting of each Agenda.
  - (1) In case of a tie vote, the Chairman of the Meeting shall have an additional vote as the deciding vote.
  - (2) Any Shareholder or Proxy having any special interest in a matter shall not be permitted to vote on such matter.

## **4. Counting and Announcement of the Vote**

The vote count shall be done immediately and the Chairman shall announce the results of the vote count in every agenda.

*\* Please return all voting cards for all agendas to the Company's officers when the meeting is completed.*