

**Conditions, rules, and procedures to attend  
the Electronic Annual General Shareholders' Meeting (E-AGM)**

**I. The registration for the meeting attendance via DAP e-Shareholder Meeting System**

**1. Shareholders who intend to attend the meeting by themselves**

**1.1 Individual shareholders:** Register to attend the meeting by using

- Copy of valid identification card or Government officer card or driving license or passport (in case of foreign shareholders), certified as true and correct copy.

*In case of the change of first name or surname, evidence of such change shall be provided.*

**1.2 Juristic person shareholders by authorized representative(s):** Register to attend the meeting by using

- Copy of valid identification card or Government officer card or driving license or passport (in case of foreign shareholders) of the juristic authorized representative(s), certified as true and correct copy.
- Copy of an affidavit of the shareholder, issued by the Ministry of Commerce not greater than 3 months prior to the meeting date, certified as true and correct copy by the juristic authorized representative(s), together with the seal being affixed (if any) and the statement showing that such authorized representative(s) who signed the proxy form is empowered to act on behalf of such juristic person shareholder.

**2. Shareholders who intend to appoint others as their proxies for attending the meeting**

**2.1 Individual shareholders:** Register to attend the meeting by using

**2.1.1 Appointment of others as their proxies**

- **Proxy form A** which is correctly and completely filled in, and signed by the grantor and the proxy, and affixed the 20 Baht duty stamp.

- Copy of valid identification card or government officer card or driving license or passport (in case of foreign shareholders) of the grantor, certified as true and correct copy.

*In case of the change of first name or surname, evidence of such change shall be provided.*

- Copy of valid identification card or government officer card or driving license or passport (in case of foreign shareholders) of the proxy, certified as true and correct copy.

*In case of the change of first name or surname, evidence of such change shall be provided.*

**2.1.2 Appointment of Independent Directors as their proxies**

- **Proxy form B** which is correctly and completely filled in, and signed by the grantor, and affixed the 20 Baht duty stamp

- Copy of valid identification card or government officer card or driving license or passport (in case of foreign shareholders) of the grantor, certified as true and correct copy.

*In case of the change of first name or surname, evidence of such change shall be provided.*

**2.2 Juristic person shareholders by authorized representative(s):** Register to attend the meeting by using

**2.2.1 Appointment of others as their proxies**

- **Proxy form A** which is correctly and completely filled in, and signed by the grantor(s) who is juristic authorized representative(s) and the proxy, and affixed the 20 Baht duty stamp.
- Copy of valid identification card or government officer card or driving license or passport (in case of foreigners) of the grantor who is juristic authorized representative(s), certified as true and correct copy.
- Copy of valid identification card or government officer card or driving license or passport (in case of foreigners) of the proxy, certified as true and correct copy.
- Copy of an affidavit of the shareholder, issued by the Ministry of Commerce no greater than 3 months prior to the meeting date, certified as true and correct copy by the juristic authorized representative(s), together with the seal being affixed (if any) and the statement showing that such authorized representative(s) who signed the proxy form is empowered to act on behalf of such juristic person shareholder.

#### 2.2.2 Appointment of Independent Directors as their proxies

- **Proxy form B** which is correctly and completely filled in, and signed by the grantor(s) who is juristic authorized representative(s), and affixed the 20 Baht duty stamp
- Copy of valid identification card or government officer card or driving license or passport (in case of foreigners) of the grantor who is juristic authorized representative(s), certified as true and correct copy.
- Copy of an affidavit of the shareholder, issued by the Ministry of Commerce no greater than 3 months prior to the meeting date, certified as true and correct copy by the juristic authorized representative(s), together with the seal being affixed (if any) and the statement showing that such authorized representative(s) who signed the proxy form is empowered to act on behalf of such juristic person shareholder.

#### **Shareholders can register to attend the meeting via DAP e-Shareholder Meeting system at**

<https://portal.eservice.set.or.th/Account/Login?refer=RfVoUBSG1ZXV25mszxDbRSNUIG9xjINXoG6FrwgScAG%2faX%2fvvih%2bnQ%3d%3d> or scanning QR code shown below from **Wednesday 6<sup>th</sup> April 2022 at 9.00 am. onwards and please register at least 2 days prior to the meeting date or within Monday 25<sup>th</sup> April 2022**



#### **Remark:**

1. **In case of appointing others as their proxies**, after registration, Username and Initial password will be sent to the proxy's e-mail. The proxy is required to change the password to login to attend the E-AGM on the meeting date.
2. **In case of appointment of Independent Directors as their proxies**, confirmation will be sent to the shareholders' email after the registration. The shareholders will not receive username and password to login to attend the E-AGM on the meeting date.

## II. The registration for the meeting attendance by direct submission of documents for verification to the company

### 1. Shareholders who intend to attend the meeting by themselves

- Shareholders are required to submit documents for verification as listed below:
  - Barcode Registration Form delivered by TSD, which is signed by the shareholders or juristic authorized representative(s)
  - Documents per requirement in 1.1 (in case of individual shareholders) or per requirement in 1.2 (in case of juristic person shareholders) under section **I. The registration for the meeting attendance via DAP e-Shareholder Meeting System**
  - E-mail address(es) and mobile phone number(s) of shareholders or the juristic authorized representative(s)
- All documents specified above shall be submitted by post to ***the Company Secretary, Sappe Public Company Limited Address 71 S.P. Arcade Building, Ramkhamhaeng Road, Huamark, Bangkok, Bangkok 10240, Thailand within Friday 22<sup>nd</sup> April 2022.***
- After the verification of provided documents with the Shareholders list information as of the record date, the Company will send Username and Password to the shareholders / juristic authorized representative(s)'s e-mail for using to login to attend the E-AGM on the meeting date

### 2. Shareholders who intend to appoint others as their proxies for attending the meeting

- Shareholders are required to submit documents for verification as listed below:
  - Barcode Registration Form delivered by TSD, which is signed by the shareholders or by the juristic authorized representative(s)
  - **In case of appointment of others as their proxies:** documents per requirement in 2.1.1 (Individual shareholder as grantor) or per requirement in 2.2.1 (Juristic person as grantor) under section **I. The registration for the meeting attendance via DAP e-Shareholder Meeting System**
  - **In case of appointment of Independent Directors as their proxies:** documents per requirement in 2.1.2 (Individual shareholder as grantor) or per requirement in 2.2.2 (Juristic person as grantor) under section **I. The registration for the meeting attendance via DAP e-Shareholder Meeting System**
- All documents specified above shall be submitted by post to ***the Company Secretary, Sappe Public Company Limited Address 71 S.P. Arcade Building, Ramkhamhaeng Road, Huamark, Bangkok, Bangkok 10240, Thailand within Friday 22<sup>nd</sup> April 2022.***
- Only in case of appointment of others as proxies, after the verification of provided documents with the Shareholders list information as of the record date, the Company will send Username and password to the proxy's e-mail provided in the **Proxy form A** for using to login to attend the E-AGM on the meeting date.

### 3. Shareholders, who are foreign investors and have appointed a custodian in Thailand to be a share depository and keeper:

- Shareholders are required to submit documents for verification as listed below:
  - Barcode Registration Form delivered by TSD, which is signed by the proxy
  - **Proxy form C** which is correctly and completely filled in, and signed by the grantor and the proxy, and affixed the 20 Baht duty stamp.

- Copy of the documents of shareholder who is a foreign investor
  - 1) Individual shareholder:
    - Copy of valid passport of the shareholder, certified as true and correct copy.
  - 2) Juristic person shareholder:
    - The affidavit of the juristic person or the official document issued by the government no greater than 3 months old prior to the meeting date, which stipulate name and power of juristic authorized representative(s) with certified true copy by a notary public or the other governmental department shall have power and authority to certify of its country
    - Copy of valid passport of juristic authorized representative(s), certified as true and correct copy
- Copy of document confirming that the person who signed the proxy form is permitted to operate the custodian business, certified as true and correct copy by the authorized representative(s) of the custodian, together with the seal being affixed (if any).
- Copy of an affidavit of the Custodian, issued no greater than 3 months prior to the meeting date, certified as true and correct copy by the authorized representative(s) of the Custodian together with the seal being affixed (if any), and the statement showing that such authorized representative(s) of the Custodian, who signed the proxy form as the grantor is empowered to act on behalf of the custodian.
- Copy of valid identification card or government officer card or driving license or passport (in case of foreigners) of the authorized representative(s) of the Custodian, certified true and correct copy.
- Power of Attorney from the shareholder appointing the Custodian to sign the proxy form on its behalf.
- Copy of valid identification card or government officer card or driving license or passport (in case of foreigners) of the proxy, certified true and correct copy.
- All documents specified above shall be submitted by post to ***the Company Secretary, Sappe Public Company Limited Address 71 S.P. Arcade Building, Ramkhamhaeng Road, Huamark, Bangkapi, Bangkok 10240, Thailand within Friday 22<sup>nd</sup> April 2022.***
- After the verification of provided documents with the Shareholders list information as of the record date, the Company will send Username and password to the proxy's e-mail provided in the **Proxy form C** for using to login to attend the E-AGM on the meeting date.

**Remark:**

1. The Company reserves the right **NOT** to accept the registration if the documents submitted are incorrect or incomplete or submitted later than the specified deadline.
2. Please note that one email address can be used for only one shareholder registration. In the case that a shareholder attending the meeting in person is also granted a proxy from other shareholders, or a proxy holder is granted proxy from many shareholders, the number of different email addresses in accordance with the number of shareholders are required for the registration.
3. Please keep Username and Password confidential. The login account should never be disclosed to others.

### **III. The attendance to the E-AGM**

#### **1. Log-in to e-Service System**

1.1 On the meeting date, all attendees are allowed to log into DAP e-Shareholder Meeting System from 11.00 a.m. with the provided Username & Password at <https://portal.eservice.set.or.th> or scan QR code shown as below.



1.2 By joining the meeting, attendees can use desktop or notebook computers, tablets, or smartphones with camera installed and access through web browsers, including **Google Chrome, Safari or Internet Explorer**. The support operating systems are both **IOS** and **Android**.

#### **2. Voting on Each Agenda**

2.1 For voting, the Chairman will propose to the meeting to pass a resolution on each agenda item and DAP e-Shareholder Meeting System will be open for voting: “approve”, “disapprove”, or “abstain” on each agenda.

In order to vote, attendees must return to DAP e-Shareholder Meeting System window and vote within the period specified. Attendees, who have not chosen “approve”, “disapprove”, or “abstain” within the voting period, will be deemed to resolve to approve the matter as proposed to the meeting for consideration. However, if the voting period still exists, attendees may return to amend their votes within such period.

2.2 In the event a shareholder has granted proxy to another to be present at the meeting on his/her behalf, the Proxy Holder can consider matters and pass resolutions on behalf of the grantor in every respect as he/she thinks fit. The same voting method as that for shareholders present in person will be used.

2.3 If the Shareholder has voted on each agenda item in the proxy form, the voting in the form will be adhered to.

2.4 A resolution of the meeting will be required the majority votes of the shareholders who attend the meeting and cast their votes except for agenda 7, a resolution will be passed by no less than two-thirds of the total number of votes of the shareholders who attend the meeting, and agenda 9, a resolution will be passed by total number of votes of not less than three-fourths of the total number of votes of shareholders attending the meeting and having the right to vote.

2.5 A shareholder having special interest in any matter cannot vote on such matter.

#### **3. Vote Counting**

3.1 One share shall be entitled to one vote.

3.2 Attendees may vote “**approve**”, “**disapprove**” and “**abstain**” for each agenda item. The scoring base will be counted against total votes of the shareholders attending the meeting and cast their votes which include “**approve**” and “**disapprove**” votes. The “**abstain**” votes will not be counted in accordance with the

Public Limited Companies Act B.E.2535 section 107 (1) and the Company's articles of association Article 44 (1) except for agenda item 7, the results will be counted against total votes of shareholders attending the meeting in accordance with the Public Limited Companies Act B.E.2535 section 90 and the Company's articles of association Article 33, and agenda item 9, the scoring base of vote counting shall be equal to total votes of shareholders attending the meeting and having the right to vote in accordance with the Company's articles of association Article 44 (2).

3.3 After the vote counting for each agenda item is complete, the Chairman will announce the voting results as approval, disapproval, or abstention as a percentage of total votes. For the agenda item concerning the election of directors, the Company will announce the voting results by individual directors.

**The attendees of E-AGM can study the procedures of the electronic meeting including registration, attending the meeting, voting, asking questions procedures in "User Manual e-Shareholder Meeting System" in Enclosure 10 or at [https://www.sappe.com/wp-content/uploads/Shareholder\\_Manual\\_Book\\_2022\\_ENG.pdf](https://www.sappe.com/wp-content/uploads/Shareholder_Manual_Book_2022_ENG.pdf) or scanning QR code shown as below**



**Any questions regarding the Electronic Annual General Shareholders' Meeting, please contact Investor Relations or Company Secretary at +662-319-4949**