



## **Documents or Evidence Showing the Identity of a Shareholder Of the Representative of a Shareholder Entitled to Attend the Meeting**

### **Place of Meeting**

The Shareholders should check the time and place of the Meeting in the Meeting invitation notice. The Shareholder requiring additional information can contact the Corporate Services Division on telephone: +66 (0) 2716-1600 extension 3800-4, Fax: +66 (0) 2716-1494, E-Mail: cccs@itd.co.th

For the Annual General Shareholders' Meeting in 2020, if a Shareholder can't attend the Meeting, he/she may authorize any person attending the Meeting as a Proxy to vote on their places to select an Independent Director or Directors of the Company from the following list.

**1. Dr. Krisorn Jittorntrum Age 67 years old**

Chairman / Chairman of Audit Committee / Chairman of Risk Management Committee  
(Independent Director do not give rise to any conflicts of Interests besides from other Directors on every proposed agenda at the AGM)  
Address: 2034 / 132 -161, Italthai Tower, New Petchburi Road, Bangkok,  
Huaykwang, Bangkok 10310 (Please see the details in Page 42)

**2. Mrs. Nijaporn Charanachitta Age 69 years old**

Director and Senior Executive Vice President  
Address: 10 Soi Soonvijai 3, New Petchburi Road, Bangkok,  
Huaykwang, Bangkok 10310  
(Please see the details in Page 43)

### **The Procedure for Checking Documents**

- 1) The Company will start the Shareholders' registration 2 hours before the announced Meeting starting time in order to facilitate the checking of the Shareholders' documents.
- 2) The Shareholders who participate in the Meeting in person are required to show their Register Forms and ID cards.
- 3) The Shareholders who grant their voting rights to their Proxies shall submit correctly completed Proxy Forms with certified copies of the ID cards of each of the Shareholders and their Proxies.

The Proxy who holds the voting rights of many Shareholders can send Proxy forms and supporting documents to the Company via fax for checking in prior three days to the Meeting date.


### **The Voting Procedure**

- 1) For each meeting agenda item, the Chairman of the Meeting will advise the Shareholders of their rights to make enquiries and to express their opinions. If there are no objections or opinions besides the Chairman's proposal, the voting forms shall be marked, collected and counted.
- 2) If any Shareholder or Proxy has an objection or an abstention, he/she will inform the Meeting by stating his/her name in the voting form received before entering the meeting room and return the voting form to the officer for counting.

**Dr. Krisorn Jittorntrum**

|  |  |   |
|--|--|---|
| <b>Position in ITD</b>   | Chairman<br>Independent Director<br>Chairman of the Audit Committee<br>Chairman of Risk Management Committee   |  |
| <b>Age</b>   | 67 years old   |   |
| <b>Nationality</b>   | Thai   |   |
| <b>Director Positioning</b>  | First positioning appointment: March 26, 1999<br>Latest positioning appointment: April 25, 2018  |   |
| <b>Year of directorship</b>  | 21 years   |   |
| <b>Number of Shares</b>  | - None - (as of January 31, 2020)  |   |
| <b>Family relationship with the management</b>   | - None -   |   |
| <b>Education</b>   | Ph.D. Computing Research Group, Institute of Advance Studies,<br>The Australia National University, Australia  |   |
| <b>Training in Director Program</b>  | - None -   |   |
| <b>Position in other listed Companies</b>  | - None -   |   |
| <b>Position in non-listed Companies</b>  | 1 Company  |   |
| <b>Position in other companies Which materially compete Directly or have any related Business with the Company (Possible conflict of interest)</b> | - None -   |   |
| <b>Works Experience</b>  | 1983 – 2013 Associate. Professor Faculty of Sciences,<br>Chiang Mai University<br>1998 – 1999 Chairman of working Group on Law and Digital signature<br>Advisory Committee on Electronic Commerce Project<br>1998 – 1999 Representative (Thailand) the ASEAN Committee on<br>Electronic Commerce Project.<br>1998 – 1999 Project leader (1998-2008) Strategic Plan for the<br>Development of upper North Thailand the past 10 years, (For<br>NESDB)<br>1996 – 1997 Advisor to the Minister, Ministry of Labor and Social Welfare.<br>1987 – 1999 Director of Computer Services Center, Chiang Mai<br>University<br>1987 – 1999 Board of Trustee of Chiang Mai University |   |
| <b>Disputes under Litigation (Securities and Exchange Act)</b>   | No cases in last 5 years   |   |
| <b>Meeting Attendance in 2019</b>  | Annual Shareholders' Meeting: attend 1 out of 1 meeting (100%)<br>Board of Directors' Meeting: attend 5 out of 5 meetings (100%)<br>Audit Committee's Meeting: attend 5 out of 5 meetings (100%)<br>Risk Management Committee's Meeting: attend 2 out of 2 meetings (100%)   |   |

**Mrs. Nijaporn Charanachitta**

|  |  |   |
|--|--|---|
| <b>Position in ITD</b>   | Director and Senior Executive Vice President   |  |
| <b>Age</b>   | 69 years   |   |
| <b>Nationality</b>   | Thai   |   |
| <b>Director Positioning</b>  | First positioning appointment: March 24, 1994<br>Latest positioning appointment: April 25, 2018  |   |
| <b>Years of directorship</b>   | 26 years   |   |
| <b>Number of Shares</b>  | 350,815,140 shares<br>or 6.644% (as of January 31, 2020)   |   |
| <b>Family relationship with the management</b>   | Mr. Premchai Karnasuta's elder sister  |   |
| <b>Education</b>   | M.B.A. (Finance) University of Wisconsin (Madison), USA<br>B.A. (Faculty of Arts), Chulalongkorn University, Thailand  |   |
| <b>Training in Director Program</b>  | Director Certification Program (DCP) 56/2005   |   |
| <b>Position in non-listed Companies</b>  | Chairman<br>- OHTL Public Company Limited<br>Director<br>- TTCL Public Company Limited<br>- Siam Steel Syndicate Public Company Limited<br>Director and Member of the Nomination and Compensation Committee<br>- Charoong Thai Wire and Cable Public Company Limited |   |
| <b>Position in non- listed Companies</b>   | 62 Companies   |   |
| <b>Position in other companies Which materially compete Directly or have any related Business with the Company (Possible conflict of interest)</b> | - None -   |   |
| <b>Works Experience</b>  | 1994 - Present Director<br>Italian-Thai Development Public Company Limited<br>1974 - Present Senior Executive Vice President<br>Italian-Thai Development Public Company Limited  |   |
| <b>Disputes under Litigation (Securities and Exchange Act)</b>   | No cases in last 5 years   |   |
| <b>Meeting Attendance in 2019</b>  | Annual Shareholders' Meeting: attend 1 out of 1 meeting (100%)<br>Board of Directors' Meeting: attend 5 out of 5 meetings (100%)   |   |



**Articles of Association's  
Italian-Thai Development Plc.**

- Article 30.** The Board of Directors shall hold an annual ordinary meeting of shareholders within 4 months from the end of the fiscal year of the Company. All other meetings of shareholders apart from the above mentioned meeting shall be called extraordinary shareholders' meetings, which shall be convened whenever it deems appropriate.  
The shareholders holding altogether not less than one-fifth of all issued shares or not less than 25 shareholders holding altogether not less than one-tenth of all issued shares may make a requisition in writing to the board of directors to summon an extra ordinary's meeting by clearly specifying therein a reason for such requisition. The board must summon a shareholders' meeting within 1 month from the date the shareholders' request is received.
- Article 31.** In summoning a shareholders' meeting, the Board of Directors shall prepare a notice specifying the place, date, time, agenda and matters to be presented to the meeting together with adequate details by clearly indicating whether such matters are presented for acknowledgment, for approval or for consideration, as the case may be, as well as the board's opinions on such matters.  
The notice must be sent to the shareholders not less than 7 days prior to the date of the meeting and be advertised in a local newspaper for 3 consecutive days not less than 3 days prior to the date of the meeting.
- Article 32.** At a shareholders' meeting, there shall be not less than 25 shareholders and/or the shareholders proxies (if any) or not less than half the total number of shareholders, and holding altogether not less than one-third of the total issued shares attending the meeting to constitute a quorum.  
If at any shareholders' meeting, the number of shareholders attending the meeting does not constitute the quorum within one hour after the appointed time, the meeting, if summoned by the requisition of shareholders, shall be canceled. If the meeting was not summoned by the requisition of shareholders, another meeting shall be summoned and a notice summoning the meeting shall be sent to the shareholders not less than 7 days before the meeting and at such subsequent meeting no quorum shall be necessary.
- Article 33.** The resolution of the shareholders' meetings shall require the following number of votes:
- 1) In normal cases, a resolution shall be adopted by the majority votes of the shareholders who are present and entitled to vote. One shareholder shall have one vote. In case of equal voting, the chairman of the meeting shall have a second or casting vote.
  - 2) In the following cases, a resolution shall be adopted by a vote of not less than three-fourth of the total votes of shareholders present and entitled to vote:
    - a. Sale or transfer in whole or in essential part of the Company's business to another person.
    - b. Purchase or acceptance of transfer of business, of another company or private company, to the Company.
    - c. Execution, amendment, or termination of a contract in regard to the lease in whole or in essential part of the Company's business; the assignment to any other person to manage the Company's business; or the consolidation of the business with other persons for the purpose of sharing profit and loss.
    - d. Increase of Registered Capital.
    - e. Reduction of Registered Capital.
    - f. Issuance of Debenture.
    - g. Amalgamation.
    - h. Dissolution.
    - i. Amendment of Memorandum and Articles of Association.
- Article 34.** The business to be transacted to the annual ordinary meeting are as follows:
- 1) To consider the Board of Directors' report presented to the meeting concerning the activities carried out in the past year and the board of directors' annual report;
  - 2) To consider and approve the balance sheet and profit and loss statement audited by an auditor as well as the auditor's report;
  - 3) To consider appropriation of profit and distribution of dividends;
  - 4) Election of directors in place of those retiring by rotation;
  - 5) Appointment of an auditor and fixing of the auditing fee;
  - 6) Other business.