



Documents or Evidence Showing the Identity of a Shareholder or 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 2018, 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 65 years

Chairman / Audit Committee Chairman / 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 , Bangkapi,
Huaykwang , Bangkok. 10310 (Please see the details in Page 32)

2. Mrs. Nijaporn Charanachitta Age 67 years

Director and Senior Executive Vice President

Address : 10 Soi Soonvijai 3 , New Petchburi Road , Bangkapi,
Huaykwang , Bangkok. 10310
(Please see the details in Page 34)

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 advance.

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.



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.