

## **Explanation on the Appointment of Proxy, Registration Process, Registration Documents, and Vote Casting and Counting**

### **Registration Process**

Registration of shareholders eligible to attend the Joint Shareholders’ Meeting between the Shareholders of Gulf Energy Development Public Company Limited (the “**Company**”) and the Shareholders of Intouch Holdings Public Company Limited (“**INTUCH**”) (the “**Joint Shareholders’ Meeting**”) will be conducted via the Inventech Connect system. Please refer to *Attachment No. 8* for the procedure for registration and meeting attendance via electric media.

### **Registration Documents**

#### **1. Shareholders who attend the meeting in person**

Submit the Registration Form (as per *Attachment No. 10*) which includes the identification barcode, along with the following documents to confirm the eligibility of the shareholders via the Inventech Connect system:

<b>Category</b>	<b>Thai Shareholders</b>	<b>Non-Thai Shareholders</b>
<p><b><u>Natural Person</u></b></p>	<p>An original identification document issued by relevant Thai government authorities which must still be valid and not be damaged or in a condition that cannot identify the holder, such as:</p> <ul style="list-style-type: none"> <li>- Thai national ID card</li> <li>- Driving Licence</li> <li>- Thai civil servant ID card</li> <li>- Thai state enterprise officer ID card</li> <li>- Passport</li> <li>- Any other photographed identification document issued by relevant Thai government authority</li> </ul> <p>(Collectively as “<b>ID Document</b>”)</p>	<p>A passport which must still be valid and not be damaged or in a condition that cannot identify the holder</p>
<p><b><u>Juristic Person</u></b></p> <p>(This is for the case where an authorized director(s) wishes to attend the meeting in person. If any juristic person has more than one authorized director and wishes to appoint one of the directors or any other person as proxy to attend the meeting on its behalf, please follow the guideline set out in Clause 2 below.)</p>	<ul style="list-style-type: none"> <li>- Either Proxy Form A. or Form B. in which all required information is completed together with signatures of the grantor (with the corporate seal affixed (if any)) and the proxy (affix Baht 20 stamp duty (crossed and dated as of the date the proxy is made))</li> <li>- Copy of an affidavit, issued not longer than 6 months by Department of Business Development, Ministry of Commerce, which is signed to certify by the authorized director(s) (with the corporate seal affixed (if any))</li> <li>- Copy of any of the ID Document of the authorized director(s) which is signed to certify by such director(s) together with an original of such ID Document which must still be valid and not be damaged or in a condition that cannot identify the holder</li> </ul>	<ul style="list-style-type: none"> <li>- Either Proxy Form A. or Form B. in which all required information is completed together with signatures of the grantor (with the corporate seal affixed (if any)) and the proxy (affix Baht 20 stamp duty (crossed and dated as of the date the proxy is made))</li> <li>- Copy of an affidavit or equivalent document which demonstrates at least the name of juristic person, address and authorized director(s), which is signed to certify by the authorized director(s) (with the corporate seal affixed (if any))</li> <li>- Copy of any of the ID Document of the authorized director(s) (if the director is of Thai nationality) or a passport (if the director is of non-Thai nationality) which is signed to certify by such director(s) together with an original of such ID Document or passport which must still be valid and</li> </ul>

Category	Thai Shareholders	Non-Thai Shareholders
		not be damaged or in a condition that cannot identify the holder

If an original document is not made in Thai or English, please attach the English translation duly certified by the authorized representative of such juristic person.

**2. Shareholders who wish to appoint a proxy to attend the meeting on their behalf**

**2.1 Appointment of Proxy**

The Company has prepared Proxy Form A., Form B. and Form C. as stipulated in an announcement of the Department of Business Development, Ministry of Commerce, for shareholders who cannot attend the meeting in person. A proxy may be appointed to the following persons to attend the meeting on their behalf:

- (1) any other person who has reached the legal age (*sui juris*); or
- (2) any of the independent directors of the Company whose profiles are set out in Attachment No. 6.

Shareholder must authorize a person as you wish or an independent director whose profile is attached to the invitation to this meeting to attend, and cast a vote at the meeting on your behalf by specifying the name and details of a person to be your proxy. Only one proxy can be appointed.

In this connection, the Company has delivered Proxy Form A. and Form B. together with this invitation as per Attachment No. 9. Alternatively, shareholders may also download either Proxy Form A., Form B. or Form C. (i.e. Form C. is a form to be used only by foreign shareholders who appoint a custodian in Thailand to hold their shares for safekeeping) from the Company's website www.gulf.co.th. Shareholder must use only one of such Proxy Forms.

Each shareholder must appoint only one proxy and may not split the number of voting rights to several proxy holders. In addition, in casting a vote in each agenda item, shareholder must choose to either cast a vote for or against or abstain from voting, and not combination thereof. Shareholder shall grant the proxy all the voting rights held. Authorization of vote less than the total number of holding shares is not allowed except for the custodian appointed by the foreign investor in accordance with Proxy Form C.

Shareholder may select one of the following Proxy Forms as applicable:

- Proxy Form A., which is a general simple form (for all shareholders)
- Proxy Form B., which is a form specifying details in granting the proxy (for all shareholders)
- Proxy Form C., which is a form to be used only by foreign shareholders who appoint a custodian in Thailand to hold their shares for safekeeping

**2.2 Submit the following documents via the Inventech Connect system:**

- The Registration Form (as per Attachment No. 10) that comes with the identification barcode
- The Proxy Form (choose either one) in which all required information is completed together with signatures of the grantor and the proxy (with the corporate seal affixed (if any)) and affix Baht 20 stamp duty crossed and dated as of the date the proxy is made
- The following documents to confirm eligibility of the shareholders:

Category	Thai Shareholders	Non-Thai Shareholders
<b><u>Natural Person</u></b>	<ul style="list-style-type: none"> <li>- An original ID Document of the proxy which must still be valid and not be damaged or in a condition that cannot identify the holder</li> <li>- Copy of any of the ID Document of the grantor which is signed to certify by the grantor whereby such copy must be a duplicate of the ID Document which must still be valid and not be damaged or in a</li> </ul>	<ul style="list-style-type: none"> <li>- An original ID Document (for a proxy of Thai nationality) or passport (for a proxy of non-Thai nationality) which must still be valid and not be damaged or in a condition that cannot identify the holder</li> <li>- Copy of any of the passport of the grantor which is signed to certify by the grantor whereby such copy</li> </ul>

<b>Category</b>	<b>Thai Shareholders</b>	<b>Non-Thai Shareholders</b>
	condition that cannot identify the holder	must be a duplicate of the passport which must still be valid and not be damaged or in a condition that cannot identify the holder
<b><u>Juristic Person</u></b>	<ul style="list-style-type: none"> <li>- An original ID Document of the proxy which must still be valid and not be damaged or in a condition that cannot identify the holder</li> <li>- Copy of an affidavit, issued not longer than 6 months by Department of Business Development, Ministry of Commerce, which is signed to certify by the authorized director(s) (with the corporate seal affixed (if any))</li> <li>- Copy of any of the ID Document of the authorized director(s) which is signed to certify by such director(s) whereby such copy must be a duplicate of the ID Document which must still be valid and not be damaged or in a condition that cannot identify the holder</li> </ul>	<ul style="list-style-type: none"> <li>- An original ID Document (for a proxy of Thai nationality) or passport (for a proxy of non-Thai nationality) which must still be valid and not be damaged or in a condition that cannot identify the holder</li> <li>- Copy of an affidavit or equivalent document which demonstrate at least the name of juristic person, address and authorized director(s), which is signed to certify by the authorized director(s) (with the corporate seal affixed (if any))</li> <li>- Copy of any of the ID Document of the authorized director(s) (if the director is of Thai nationality) or a passport (if the director is of non-Thai nationality) which is signed to certify by such director(s) whereby such copy must be a duplicate of the ID Document or passport which must still be valid and not be damaged or in a condition that cannot identify the holder</li> </ul>
<b><u>Foreign shareholders who appoint a custodian in Thailand holds their shares for safekeeping</u></b>		<ul style="list-style-type: none"> <li>- Documents for juristic person shall be prepared by selecting one of any Proxy Form (either Form A., Form B. or Form C.).</li> <li>- A power of attorney which evidences appointment by a foreign shareholder of such custodian to sign on proxy</li> <li>- A confirmation letter that signatory has been licensed to engage in custodian business</li> </ul>

If an original document is not made in Thai or English, please attach the English translation duly certified by the authorized representative of such juristic person.

**Criteria for Vote Casting and Counting**

1. The Chairman of the meeting or a person designated by the Company shall explain casting and counting vote procedure before the commencement of the meeting. The Company shall count and sum up votes on each agenda item of shareholders or the proxy who attend the meeting and cast votes. The results of each agenda item shall be announced to the meeting at the end of each respective agenda item. The Company will arrange for an inspector to examine procedures for counting vote in the meeting to ensure transparency and compliance with the laws.
2. In casting votes, one share carries one vote.
3. Prior to counting votes on each agenda item, the Company would suspend the registration. The registration would be resumed upon the conclusion of the counting of votes on each agenda item. As for shareholders or proxies attending the meeting after the meeting was called to order, their votes shall be included only on the agenda items those shareholders or proxies are present at the meeting. As a result, the number of shareholders on each agenda item may vary.
4. In counting of votes, resolutions shall be passed by votes as follows:

**Agenda No. 1, 2, 3, 4, 5, 6, 7, 8 and 10** require the approval of the meeting by a majority vote of shareholders of the Company and INTUCH attending the Joint Shareholders' Meeting.

Except for Agenda No. 9 which is for the consideration and approval of the fixing of the directors' remuneration of NewCo and requires the approval of the meeting with the votes of not less than two-thirds (2/3) of the total votes of shareholders of the Company and INTUCH attending the Joint Shareholders' Meeting.