

**Guidelines for Proxy Appointment, Registration and Documents Required
in order to Attend and Vote
in the 2014 Annual General Meeting of the Shareholders
on April 23, 2014**

A) Appointment of Proxy

A copy of Proxy Form B has been delivered to each of the shareholders by the Company in order for any shareholder, which is unable to attend the meeting in person, to appoint any other person or any one of the Company's directors (specified by the Company) as a proxy of such shareholder.

1. Appointment of another person as a proxy:

- A proxy grantor must appoint and authorize only one proxy to attend the meeting and cast the votes on his/her/its behalf and the number of shares held by such a Proxy grantor may not be split for more than one proxy in order to separate the votes.
- A proxy grantor must fill in information in the proxy form and the signatures of both the proxy grantor and the proxy must be correctly placed therein.
- A proxy must present and deliver the completed proxy form to the officer of the Company at the place of meeting prior to attending the meeting.

2. Appointment of the Company's director(s) as a proxy

- A proxy grantor must fill in the following names and information of the Company's directors in order to appoint a proxy:
 - (1) Mr. Thanachai Santichaikul, Independent Director
 - (2) Mr. Attapon Chodchoy, Independent Director
- Names and information of both 2 directors of the Company must be specified in the proxy form in order for either one of such directors to be able to attend and vote in the meeting on your behalf such that if one of such 2 directors is not available, another director will then be able to do so.
- A proxy grantor must fill in information in and place his/her/its signature(s) on the proxy form, fold and put the completed proxy form into the business reply envelope, seal and then deliver it via mail to the Company Secretary of the Company before the date of the meeting without having to attach any postage stamp.

B) Registration for Attending the Meeting

The Company will examine as to the accuracy and completion of the proxy form and open the registration counter for meeting attendance from 09.00 hours at Major Cineplex Ratchayothin, 5th Floor, Cinema 5, 1839, Phaholyothin Road, Ladyao Sub-district, Jatujak District, Bangkok as per the attached map.

Any person who wishes to attend the meeting must present the following documents (as the case may be) for registration prior to attending the meeting:

1. In the event that the shareholder is a natural person:

1.1 Attendance in person: A valid official ID card in where a photograph is shown, e.g. personal ID card, driver license, or passport.

1.2 Attendance by proxy:

- (a) a proxy form, the form of which is attached hereto together with the notice for calling the annual general meeting of the shareholders, that is completely filled, signed by the proxy grantor (the shareholder) and the proxy, and together with Baht 20 of stamp duty affixed;
- (b) a copy of the proxy grantor's official ID card as referred to in 1.1 certified true and correct by the proxy grantor; and
- (c) an original of the proxy's official ID card as referred to in 1.1.

2. In the event that the shareholder is a juristic person:

2.1 Attendance in person by an authorized representative of the shareholder:

- (a) an original of such authorized representative's official ID card as referred to in 1.1; and
- (b) a copy of the Affidavit or Certificate of Incorporation of the shareholder showing the name of such authorized representative as a person having power and authority to act on the shareholder's behalf and such copy of the Affidavit or Certificate of Incorporation must be certified true and correct by such authorized representative.

2.2 Attendance by proxy:

- (a) a proxy form, the form of which is attached hereto together with the notice for calling the annual general meeting of the shareholders, that is completely filled, signed by the proxy grantor (the shareholder) and the proxy, and together with Baht 20 of stamp duty affixed;
- (b) a copy of the Affidavit or Certificate of Incorporation of the shareholder showing that the name of the person who signs in the proxy form as the proxy grantor is an authorized representative of the shareholder having power and authority to act on the shareholder's behalf and such copy of

the Affidavit or Certificate of Incorporation must be certified true and correct by such authorized representative;

- (c) a copy of valid official ID card containing detail and information as referred to in 1.1 of the authorized representative who signs in the proxy form as the proxy grantor, certified true and correct by such authorized representative; and
- (d) an original of the proxy's official ID card as referred to in 1.1.

3. In the event that the shareholder is a non-Thai shareholder or is a juristic person incorporated under foreign laws:

Provisions specified in paragraphs no.1 and 2 above shall be applied *mutatis mutandis* to a non-Thai shareholder or, as the case may, be a shareholder which is juristic person incorporated under foreign laws subject to the following conditions:

- (a) Affidavit or Certificate of Incorporation of such juristic person may be issued by either the governmental authority of the country in where such juristic person is situated or by an officer of such juristic person, provided that such an Affidavit or Certificate of Incorporation must contain the name of the juristic person, the address of the head office of the juristic person, and the name(s) of the person(s) having authority to sign on behalf of the juristic person together with any restrictions or conditions of the power of such person(s); and
- (b) English translation is required to be attached for any original document which is not made in English and such translation must be certified by the authorized representative(s) of such juristic person.

C) Vote Casting and Counting

The Chairman of the meeting will inform the meeting as to the methods of vote casting and counting prior to discussion of meeting agenda.

1. Vote Casting

- Each of the shareholders shall have one vote per share.
- The Chairman will ask the meeting as to whether there are any shareholders who wish to object (not-approve) or abstain their voting and ask such shareholders to raise their hands.
 - If there are any not approve or abstinent votes by the raising hand shareholders, such shareholders must record their not approve or abstinent votes in the ballots previously given to the shareholders prior to attending the meeting room. The Chairman will then ask the Company's

officer(s) to collect and count the votes in the ballots. Any non raising hand shareholders shall be deemed as casting their approval votes as proposed by the Chairman.

- If there is no shareholder raising hand for objection or abstinent, it shall be deemed that the meeting unanimously resolves to approve such agenda, unless there are checked marks of not approve or abstinent votes specified in the proxy form given to the Company where the Company has recorded and counted such not approve or abstinent votes for the relevant agenda.

In the event where a shareholder has appointed a proxy to attend and vote on its behalf pursuant to its intention already been specified in the proxy form, the Company will count and record such votes at the time of registration for attending the meeting in order to facilitate the proxy such that the proxy will not have to cast the votes in the ballot again in the meeting and such votes will then be added up with the votes aforementioned.

2. Vote Counting

- In counting the number of votes of each agenda of the meeting, the Company will count the votes of the shareholders which cast in the meeting and those specified in the proxy form previously given to the Company by the proxy prior to attending the meeting room while the number of not-approve and abstinent votes will be subtracted from the total number of votes of the shareholders attending the meeting and entitled to vote.
- After the end of casting the votes in each agenda, the Chairman will announce the result of vote counting by informing the meeting the number and percentage of approval votes, disapproval (not-approve) votes and abstinent votes, separately.

With respect to the vote casting for election and appointment of each director, each Shareholder and proxy must record his/her/its vote casting (regardless of whether such votes are approval, disapproval (not-approve) or abstinent votes) in the ballots previously given to the shareholders prior to attending the meeting room for his/her/its election and appointment of each director. The Chairman will then ask the Company's officer(s) to collect and count the votes in the ballots via barcode system and announce in the meeting room the number and percentage of approval, disapproval (not-approve) and abstinent votes, separately in respect of each of such director.