

**Explanation of documents to identify shareholders or their proxies  
who are eligible to attend the meeting and vote**

The Company shall convene the 2010 Annual General Meeting of Shareholders on April 9, 2010 at 10.00 a.m. at Auditorium, 9<sup>th</sup> Floor, Shinawatra 3, No. 1010 Viphavadi Rangsit Road, Khwaeng Chatuchak, Khet Chatuchak, Bangkok 10900. In this connection, the Company shall proceed registration with a Barcode system so as to promote transparency, fairness and benefits for shareholders. The Company considers appropriate to impose procedures on review of documents and evidence identifying shareholders and proxies eligible to register, attend and vote at the Meeting as follows:

**1. Proxy Form**

The Department of Business Development, the Ministry of Commerce issued an announcement re: Prescription of a Proxy Form (No. 5) B.E. 2550; the Company, therefore, has prepared three proxy forms as shown in the enclosure 7 for shareholders who cannot attend the Meeting and a proxy may be appointed to the other person or any independent director. The proxy forms are as follows:

- Proxy Form A (General Appointment)
- Proxy Form B (Specific Voting Appointment)
- Proxy Form C (Only foreign shareholders as registered in the registration book who have custodian in Thailand)

In the event shareholder wishes more Proxy Forms, please download from the Company Website: [www.shincorp.com](http://www.shincorp.com). In all cases, please bring the Barcode Registration Form as shown in the enclosure 13 on the date of Meeting.

**2. Proxy**

Shareholder who unable to attend the Meeting may appoint a person as your Proxy according to the following procedures:

1. Complete **only one of above Proxy Forms** as follows:
  - 1.1 General Shareholder shall select one of either Form A or Form B.
  - 1.2 Shareholders listed in the share register book as Foreign Investors (who appointed the Custodian in Thailand to supervise their shares) can select one of three Proxy Forms (Form A, Form B or Form C).
2. Authorize a person as you wish or an Independent Director as shown in the enclosure 8 to attend and vote at the Meeting on your behalf by specifying the name details of a person to be your Proxy
3. Affix the 20 Baht of stamp duty with specifying the date of Proxy Form across such stamp duty. For your convenience, the Company will facilitate in affixing the stamp duty when registration to attend the Meeting

Allocation of shares to several Proxies to vote in the Meeting is not allowed. The Shareholder has to authorize the Proxy to cast the votes only for all the shares held by it. 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.

**3. Documents to be produced prior to the Meeting**

**Person**

1. Personal attendance: ID Card, Civil Servant Card, or Driving License supported by any documents in case of change thereto; please also bring the Barcode Registration Form as shown in the enclosure 13 on the date of the Meeting
2. Proxy:
  - Any Proxy Form (either Form A or Form B) duly filled in and signed by shareholder and proxy;
  - copies of ID Card, Civil Servant or Driving License duly certified by shareholder and proxy;
  - copy of ID Card, Civil Servant or Driving License duly certified by proxy at point of registration.

For your convenience in registration, please also bring the Barcode Registration Form as shown in the enclosure 13 on the date of the Meeting..

**Juristic Person**

1. Personal attendance by director
  - any Proxy Form (either Form A or Form B) duly filled in and signed by shareholder and proxy;
  - copy of a company certificate duly certified by authorized director(s) containing particulars that director(s) attending the Meeting is(are) duly authorized;
  - copy (ies) of ID Card or others issued by competent authorities duly certified by such director(s).

For your convenience in registration, please also bring the Barcode Registration Form as shown in the enclosure 13 on the date of the Meeting.

2. Proxy:
  - any Proxy Form (either Form A or Form B) duly filled in and signed by authorized director(s) of shareholder and proxy;
  - copy of a company certificate duly certified by authorized director(s) containing particulars that director(s) affixing signature(s) on the Proxy Form is(are) duly authorized;
  - copy (ies) of ID Card or others issued by competent authorities to director(s) who is(are) director(s) duly certified by him/her/them;

- copies of ID Card or others issued by competent authorities to proxy duly certified together with originals thereof at point of registration.

For your convenience in registration, please also bring the Barcode Registration Form as shown in the enclosure 13 on the date of the Meeting.

3. Custodian appointed as depositary by foreign investors
  - 3.1 documents as under juristic person 1 and 2 shall be prepared by selecting one of any Proxy Form (either Form A, Form B or Form C);
  - 3.2 in the event custodian has been authorized to sign on proxy, the following documents shall be produced:
    - a power of attorney appointing such custodian to sign on proxy;
    - a confirmation letter that signatory has been licensed to engage in custodian business.

For your convenience in registration, please also bring the Barcode Registration Form as shown in the enclosure 13 on the date of the Meeting. If an original document is not made in Thai, please attach the Thai translation duly certified by director(s) of such juristic person.

#### **4. Registration**

The Company shall proceed with registration two hours prior to the Meeting time or from 8.00 a.m., Friday, April 9, 2010 at the venue with a map attached to the Notice.

#### **5. Casting Votes Criteria**

##### **General agenda**

1. A vote in each agenda shall be counted by voting as indicated in the shareholder registration or ballots distributed to the shareholders before the meeting on the condition that each share constitutes one vote. Shareholders shall only vote for: agree, disagree or abstain while splitting of votes is not allowed, except in the case of custodian.

2. Proxy:

2.1 For specific voting appointment, Proxy shall cast a vote only as specified in the Proxy; non-compliance of direction shall not constitute a valid vote by shareholders. Vote of the Proxy in any Agenda which is not in accordance with this Form of Proxy shall be invalid and shall not be the vote of the Shareholder

2.2 For general appointment, In the event no instruction has been specified, or instruction is not clear on the Proxy on each agenda, or the Meeting considers or votes on any issue (other than those specified

on the Proxy) or there would be any amendment or addition in facts, then proxy shall have discretion to consider and vote as appropriate.

**Director agenda**

According to Article 17 of the Company's Articles of Association, the Meeting of shareholders shall elect directors in accordance with the rules and procedures as follows:

1. Every shareholder shall have one vote for each share of which he/she is the holder;
2. Each shareholder may exercise all the votes he/she has under 1. above to elect one or several director(s). In the event of electing several directors, he/she shall not be entitled to allot his votes to elect each director.
3. The persons receiving the highest votes in their respective order of the votes shall be elected as directors at the number equal to the number of directors required at that time. In the event of an equality of votes among the persons elected in order of respective high numbers of votes, which number exceeds the required number of directors of the Company at that time, the Chairman of the Meeting shall be entitled to a second or casting vote.

According to the AGM guidelines for According to the AGM guidelines for good governance, on the item no. 7, To consider and approve the appointment of directors to replace those who will retire by rotation in 2010, the Company's officers collected all ballots from the shareholders (whether it specifies approve, disapprove or abstain) to calculate the votes. All ballots were collected by the Company's officers in order to conclude the resolution.

**6. Procedures on Casting Votes**

Chairman of the Meeting or officer shall explain casting vote procedure before commencement of the Meeting. Officers of the Company shall count and sum up votes on each agenda based on a Barcode duly affixed. Results on each agenda shall be announced before the Meeting is ended.

The Company will arrange to have the inspector (who is an external legal counsel) for examine procedures on casting vote in the Meeting to ensure our transparency and compliance with the laws and Company's articles of association.