

## **Documents required prior to attending the Meeting for shareholders or proxy and voting requirements for shareholders meeting**

The registration of the Annual General Meeting of Shareholders for 2022 of Right Tunnelling Public Company Limited will be proceeded by barcode system encoded with shareholders' detail and attached with the Notice of Meeting - Registration Form for Shareholders' Meeting. For the convenience of the registration, **kindly present the Notice of Meeting at the registration area.**

### **1. Registration**

- 1.1 Shareholders or proxies present the documents or evidence at the registration from 8.00 hrs. onwards of April 25, 2022
- 1.2 For the convenience of the registration, shareholders or proxies attending the meeting, kindly present the Notice of Annual General Meeting of Shareholders for 2022 on which a barcode for registration is affixed, as well as Proxy Form, and supporting documents on the Meeting date.

### **2. Documents for Attending in Person**

#### **2.1 Individual**

Please present valid official identification card, government identification card, or passport (for foreigners) for registration. In the event of any modification of name and surname, the said certificate of change must be presented.

#### **2.2 Juristic Person (in case of personal attendance by director)**

Please present a copy of valid company certificate issuing not exceeding 6 months which duly certified by representative of the juristic person (director) containing particulars that representative(s) of juristic person attending the Meeting is (are) duly authorized. Copy(ies) of the valid official identification card of representative of juristic person duly certified by such representative of juristic person shall be presented. In this regard, the original of such documents shall be presented at the registration.

### **3. Proxy Appointment**

The Company has sent the Proxy Forms in pursuant to the Department of Business Development, Ministry of Commerce, in total of 3 forms as follows:

Proxy Form A: General Proxy form (Simple form)

Proxy Form B: Specific Proxy form

Proxy Form C: Proxy form for the Foreign Investor appointing the Custodian in Thailand to deposit and take care of his shares

- 3.1 In case the shareholder intends to grant proxy to other persons, only one person shall be appointed as your proxy to attend and vote at the Meeting on your behalf with the attached Proxy Form.
- 3.2 In case the shareholder intends to grant proxy to the Company's independent director who has no interest of the agendas in the Annual General Meeting of Shareholders for 2022, proxy can be granted to the proposed independent director by indicating in the slot in front of the name specified in Proxy Forms. The foreign shareholder appointing a custodian shall use Proxy Form A, B, or C. While others can use either Proxy Form A or Proxy Form B by choosing only one person as a proxy to attend the Meeting. Independent directors of the Company nominated for appointment as Proxy are as follows:
  1. Dr. Boonthep Nanegrungsunk Independent Director / Chairman of Audit Committee
  2. Mr. Thanapat Papat Independent Director / Auditing Committee
  3. Mr. Chaiwut Jumnongsutasathien Independent Director / Auditing Committee
- 3.3 For the convenience of registration, please submit the Proxy Form and supporting document to the Company at least 1 day in advance with filled information and signed signature, and any modifications must be certified.

#### **4. Documents for Proxy**

4.1 In case a proxy grantor is Natural Person - grantors are required to submit the documents as follows:

- 1) Proxy Form with completely signed by the grantor and affix a stamp duty of 20 Baht.
- 2) Copy of identification card, government official identification card or passport (for foreign grantor) of grantor and proxy. All copies must be certified true copy.
- 3) Proxy must present the valid official identification card or government identification card or passport (in case the proxy is foreigner) for registration.

4.2 In case a proxy grantor is a Juristic Person - grantors are required to submit the documents as follows:

- 1) Proxy Form, signing by the authorized person and affix the company seal, according to company affidavit issuing within 6 months by the Ministry of Commerce prior to the meeting date and affix a stamp duty of 20 Baht.
- 2) For Thailand juristic person grantor, please submit a copy of company affidavit, issuing within 6 months by Ministry of Commerce or other authorities. All copy of the documents must be certified true copy by the authorized person with affix the company seal (if any).
- 3) For foreign juristic person grantor (Juristic person registered outside of Thailand), please submit a copy of corporate affidavit issuing within 6 months by the competent authority. In case of any documents or evidence produced or executed outside of Thailand, such documents or evidence should be notarized by a notary public.
- 4) For a foreign juristic person, if an original of any document is not issued in English, English translation thereof must be prepared and attached. Such translation must also be certified true and correct translation by authorized person.
- 5) Copy of identification card, government official identification card or passport (for foreign grantor) of representative of the juristic person and proxy. All copies must be certified true copy.
- 6) Proxy must present the original identification card, government official identification card or passport (in case of foreign proxy) of a Proxy for registration.

4.3 In case a proxy grantor is a custodian taking care of the Company's shares for the foreign investors whose name appears in the register book, the grantor is allowed to use either Proxy Form A or Proxy Form B or Proxy Form C and grantor is also required to submit the documents as follows:

- 1) Power of Attorney from the shareholder who is a foreign investor authorizes the custodian to execute the Proxy on his/her behalf and affix a stamp duty.
- 2) Confirmation letter showing that signatory of the proxy is authorized to operate custodian business.
- 3) If any of the aforementioned documents is not in English, English translation thereof must be prepared and attached. The translation must also be certified true and correct translation by a person referring to such document or an authorized person.
- 4) Copy of company certificate of a custodian issuing within 6 months by Ministry of Commerce or other authorities. All copy of the documents must be certified true copy by the authorized person of a custodian with affix the company seal (if any).
- 5) Copy of identification card, government official identification card or passport (for foreign grantor) of representative of the juristic person and proxy. All copies must be certified true copy.
- 6) Original identification card, government official identification card or passport (in case of foreign proxy) of a proxy must be presented for registration.

4.4 In case Shareholders deceased, the administrator of the deceased's estate attending the Meeting in person or in absentia. The aforementioned persons shall certify and submit copies of court order with regards to an appointment of administrator of the deceased's estate and letter of case termination as additional evidence. All copies must be certified true copy.

4.5 In case Shareholder are minors (incompetent person), their father, mother or legal guardian can attend the Meeting in person or by appointing a proxy. A copy of house registration of the minors (incompetent person) or a copy of the court order regarding the guardian appointment

(if any) which are certified true copy by father, mother or legal guardian (whether the case may be) are additional evidences.

## **Voting Criteria**

### **1. General Agenda**

- 1.1 Voting in each agenda shall be made openly by counting one share for one vote. Shareholders or proxy shall make their votes in one particular voting category only, i.e., approval, disapproval or abstention. The splitting of votes is not allowed (except in the case of custodian).
- 1.2 In case of appointing a proxy, the proxy shall vote only as indicated in the Proxy. If the proxy does not vote consistently with the shareholder voting intentions as indicated in the Proxy, such vote shall be deemed incorrect and not being voted on behalf of the shareholder.
- 1.3 In event that the shareholder does not specify the instruction on the Proxy on each agenda or the instruction is unclear, or the Meeting considers or resolves any agenda other than that specified in the Proxy Form, or there is any amendment or increment of facts, the proxy shall be authorized to consider and cast a vote on such matter as it deems appropriate.
- 1.4 In regular basis, a majority of votes of shareholders are present at the meeting and cast their votes. However, in the event of an equality of the votes, the chairman of the Meeting shall have a casting vote.

### **2. Agenda on Appointment of Directors**

In pursuant to Article 17 of the Company's Articles of Association, the procedures for the election of directors are as follows:

- 2.1 Each shareholder is entitled to cast one (1) vote for each share held.
- 2.2 Each shareholder may exercise all the votes to elect one or several persons as director(s). In case of election of several persons as the directors, the votes shall not be distributed to any person unequally.
- 2.3 The appointment of the directors shall be made to persons receiving the highest votes respectively, according to a number of directors to be appointed at the Meeting. In the event of an equality of the votes, which would result in an excess of the number of directors to be appointed at the Meeting, the chairman of the Meeting shall have a casting vote.

### **3. Agenda on Remuneration of Directors for 2022**

The voting result must not less than two-thirds (2/3) of the total number of votes of the shareholders who attend the meeting.

### **4. Agenda to approve the issuance and offering of debentures in the amount of not exceeding Baht 2,000 million**

The voting result must not less than three-fourth (3/4) of the total number of votes of the shareholders who attend the meeting and entitled to vote.

### **5. Agenda to approve the issuance and offering for sale of the Warrants to Purchase the Newly Issued Ordinary Shares of the Company No. 1 (RT-W1) to the existing shareholders of the Company proportionately to their respective shareholdings**

The voting result must not less than three-fourth (3/4) of the total number of votes of the shareholders who attend the meeting and entitled to vote.

### **6. Agenda to approve the increase in the Company's registered capital and the amendment of Clause 4 of the Memorandum of Association of the Company to be in line with the increase in the registered capital**

The voting result must not less than three-fourth (3/4) of the total number of votes of the shareholders who attend the meeting and entitled to vote.

**7. Agenda to approve the allocation of the newly issued ordinary shares to accommodate the exercise of the RT-W1 Warrants.**

The voting result must be a majority vote of shareholders who attend the meeting and cast their votes.

**8. Voting Method on each Agenda**

The Chairman shall inform the Meeting details of voting in accordance with the following procedures:

8.1 The Chairman shall propose the Meeting to vote in each agenda and ask the Meeting whether there is any shareholder who approves, disapproves with, or abstains from the vote.

8.2 In a case where shareholders vote for disapproval or abstention, shareholders or proxy shall raise their hands (except for secret voting). The remaining shareholders shall be deemed voting for approval without raising of their hands. Shareholders or proxy shall make their votes in one particular voting category only (except for the vote of custodian for which allocation of the votes is allowed as specified in the Proxy Form).