

**Explanation about authorizing a proxy and voting in any shareholders' ordinary meeting
Abico Holdings Public Company Limited**

Authorizing a proxy, the company shall send a letter of proxy in Form B as Ministry of Commerce prescribed which is a detailed and clear form to a shareholder so that any shareholder who cannot participate in the meeting by himself/herself, the shareholder can authorize other persons to participate in the meeting or authorized auditing committee member of the company to participate in the meeting, namely:

Mr.Khemadhat Sukondhasingha, Position Independent Director and Chairman Audit Committee
Address, 798/40 Rama VI Rd., Thung Phaya Thai, Ratchthewi, Bangkok 10400

Officer of the Company shall allow the registration of attendance from 11.30 hours on the day of the Meeting, at the Cafeteria Room, 1st Fl., ABICO Bldg., 401/1 Moo 8, Phaholyothin Rd., Lumlookka, Pathumthanee 12130

Presenting persons shall show the following documents before participating in the meeting:

1. In case the shareholder is a natural person

1.1 In case a shareholder participating in the meeting by himself/herself, he/she shall show documents that the government issued appearing the photograph of the shareholder and the document has not expired, for example, identification card, driver 's license, or passport.

1.2 In case a shareholder authorizes proxy to participate in the meeting instead:

1.2.1 Letter of proxy in the attached form together with an invitation letter which has been filled correctly and fully and having signature of the principal and the proxy.

1.2.2 Photocopy of the document that the government agency issues of the shareholders and proxy under the detail in Clause 1.1. The principal and proxy sign names for certifying the correct copy.

2. In case the shareholder is a juristic person

2.1 Letter of proxy in the form attached with the invitation letter to participate in the meeting having filled with full and correct content and there are signatures of the principal and proxy.

2.2 Photocopy of the certificate of juristic person registration of shareholders issued for not more than three months having signatures for certifying correct copy by directors authorized to do on behalf of the juristic person of shareholders.

2.3 Copy of the document that the government agency issues of the directors authorized to do on behalf of the juristic person of the shareholder according to the detail in Clause 1.1 and signing name for certifying the correct copy.

2.4 Copy of the document that the government agency issues of the proxy, according to the detail in Clause 1.1 and signing name for certifying the correct copy.

3. In case the shareholder does not have Thai nationality or a juristic person organized under a foreign country law

The content in Clause 1. and Clause 2. shall be applied mutatis mutandis with the shareholders or participants not having Thai nationality, or being a juristic persons organized under foreign country law, as the case may be, under the following provisions:

3.1 Certificate showing a juristic person shall be a document issued by the governmental agency of the country that such juristic person locates and there shall be detail relating with the name of such juristic person, location of head office, authorized person to sign name for binding the juristic person and certifying correctness by Notary Public.

3.2 Documents not having English original shall have English translation attached and there shall be signature certifying the correctness of translation by authorized person to sign name for binding the juristic person.

Voting

1. Voting will be done expressly. A share shall be counted to be one vote. The resolution of shareholders' meeting shall consist of the following votes:

1.1 In normal case, majority votes of the shareholders participating in the meeting and having right to vote; If there is a tie and equality of votes, the chairman of the meeting shall have another vote, to be the casting vote.

1.2 In other cases which the law and/or the articles of association prescribed to be different from normal cases, carry out to comply with those prescribed. The chairman of the meeting will inform the shareholders in the meeting before such voting in each agenda.

2. Voting in each agenda, a shareholder is entitled to vote equal to number of shares held by the shareholder; (each share is equal to one vote); there is either vote of agreeing, dissenting vote, abstaining, only. There is no dividing of votes to be put into several methods. The result of voting of the meeting when the agenda ends, the chairman will summarize for the meeting to acknowledge, how many agreeing votes, dissenting votes, or abstaining votes are. In each agenda, number of shares of participating persons of the latest meeting shall be used.

3. Voting in case of authorizing of proxy, the proxy shall vote as the principal specifies in the letter proxy only.

4. Shareholders having special interest in any matter shall be prohibited from voting in such matter. The chairman of the meeting may invite such shareholders to go out of the meeting room temporarily.
