

**Documents and evidence that attendees have to identity proofing before joining the Annual General Meeting of Shareholders through Electronic Media (E-AGM) and procedure for proxy granting, registration and voting.**

For GMM Grammy Public Company Limited (“the Company”) to have the shareholders meeting performed with transparency, legitimacy and benefit to all shareholders, it is deemed appropriate to have the documents or evidential materials showing the status of shareholders or their representatives who are entitled to participate and vote in the meeting examined and as the standard procedures to be followed further. However, the Company hereby reserves the rights for making the exception in submitting such documents or evidential materials showing the status of each shareholder or its representative who is entitled to participate in the meeting as deemed proper by the Company.

Shareholders or proxies who wish to participate the E-AGM meeting must submit documents confirming their identity as specified by the Company to the Company by April 25, 2022, when the Company has reviewed the information in the list of shareholders' entitled to participate the meeting completely. The organizer of meeting via electronic media will send an individual link for attending the meeting and the system access manual to email which the shareholders informed the Company in the registration form for attending the Annual General Meeting of Shareholders via Electronic Media (E-AGM) (Enclosure 12) and the individual link will be sent to you 2 days in advance before the date of the E-AGM meeting.

However, this E-AGM conference is via electronic media meeting only, and there will be no venue for the meeting, asking for cooperation from shareholders who do not come to the location of the Company's office.

**(1) Documents or evidences required before attending the E-AGM**

**1) In case the shareholders attending the E-AGM by themselves**

- 1.1) **Please fill in the registration form** for attending the Annual General Meeting of Shareholders via Electronic Media (E-AGM) (Enclosure 12). Kindly fill your e-mail and mobile phone number clearly in order to be used for the meeting registration and attach identification document to confirm the attendance of E-AGM. The individual link to attend the E-AGM including the system access manual will be sent to the email that the shareholders or proxies have registered with the Company for use in attending the meeting via electronic meeting (E-AGM)
- 1.2) **Attach a copy of identification document** to confirm the attendance of E-AGM as follows:
  - 1.2.1) **In the event that the shareholder is an ordinary person:**

A copy valid evidence issued by governmental authorities, i.e., the identification card, governance officer identification card, driver license or passport, including the evidence of name or last name's change (if any) and sign the authentication.
  - 1.2.2) **For a Juristic Person, in case of shareholder's representative (director) attend the meeting by themselves:**
    1. A copy valid evidence issued by governmental authorities of shareholder's representative (director), i.e., the identification card, governance officer identification card, driver license or passport, including the evidence of name or last name's change (if any), and sign the authentication. And
    2. A copy of shareholder's Letter of Certification (not over 6 months) certified by authorized director(s) showing that such authorized director(s) has the authority to act on behalf of the juristic Person.

- 1.3) **Please submit the registration form for attending the E-AGM and identification document** as specified in item 1.1) and item 1.2) by scanning or taking photos and send them to the Company **within April 25, 2022** via e-mail: [grammy@ojconsultinggroup.com](mailto:grammy@ojconsultinggroup.com)

**2) In case the shareholders appointing proxy to the Company's Independent Director or another person attend the E-AGM.**

In case that a shareholder is unable to attend the meeting, he/she may authorize the Company's Independent Director (please use one of the Proxy Form A or Form B or Form C (Custodian) in Enclosure 11 and please see details of the Independent Directors in Enclosure 5 of invitation to the E-AGM) or another person as their proxies to attend and vote instead.

- 2.1) **Please fill the registration form** for attending the E-AGM (Enclosure No.12). Kindly fill email and Mobile phone number of shareholder and proxies (other person) clearly in order to be used for the meeting registration and attach identification document to confirm the attendance of E-AGM. The company will send the individual link for attending the meeting and the system access manual to the email that the shareholders or proxies have registered with the Company.

In case the shareholders proxy to the Company's Independent Directors to attend and vote in the E-AGM meeting, please fill the name of Independent Director in the meeting registration.

- 2.2) **Please completely fill statement and sign in the proxy** (Enclosure 11) or the Company's proxy form, it has sent to shareholders together with the invitation letter of the E-AGM, with sign by the proxy grantor and the proxy holder (in case of other persons) Supporting document for the appointment of proxy as follow:

**A) In case a natural person**

1. A Proxy Form in 2.2) above which is completely filled and signed by the proxy grantor and the proxy holder;
2. A copy of valid ID card or passport or other official documents issued by government authority in 1) above certification true copy by the proxy grantor and the proxy holder.

**B) In case juristic person**

1. A Proxy Form in 2.2) above which is completely filled and signed by such juristic person's authorized person and have such juristic person's company seal affixed (if any) of the proxy grantor and signed by the proxy holder; *and*
2. A copy of shareholder's Letter of the Affidavit or Certification of incorporation (which is issued in the period of not exceeding 6 months) certified by authorized director(s) showing that such authorized director (s) signing the proxy has the authority to act on behalf of the juristic person who is a shareholder; *and*
3. A copy of valid ID card or passport or other official documents issued by government authority certified true copy by the proxy grantor; *and*
4. A copy of valid ID card or passport or other official documents issued by government authority certified true copy by the proxy holder.

**In case Custodian is proxy:**

Please enclose evidences of proxy grantor in accordance with B) 2. to B) 4. together with enclose letter of certification or copy of a permit to certify the permission to act as a Custodian.

**For a Non - Thai Nationality or a Juristic Person established under the foreign laws**

The documents and evidences will be as required above. In case the original documents or evidences are not in the English language, the English translation certified true and correct translation by its authorized director (s) is required.

2.3) **The shareholders may send the registration form for the E-AGM, the identification document and the completed proxy** and send them to the Company within April 25, 2022 via both channels as follows;

1. A copy of documents send by E-mail: [grammy@ojconsultinggroup.com](mailto:grammy@ojconsultinggroup.com) ; then
2. submit it along with accompanying documents for proxy appointment in the envelope enclosed with the Notice (No stamp needed) to GMM Grammy Public Company Limited, Office of Corporate Secretary, 41st Floor, No. 50, GMM Grammy Place, Sukhumvit 21 Road (Asoke), Khlongtoeinuea, Wattana, Bangkok 10110

## **(2) Proxy procedures**

Three types of Proxy Forms (Form A, B and C), according to the announcement of Department of Business Development, Ministry of Commerce, have been delivered to the shareholders. Shareholders (natural person, institution, or juristic person) who cannot attend this Meeting in person can appoint proxy holders by the following methods:

1. A proxy is given to any person or the Company's independent director as desired by such the shareholder by indicating the name and particulars of such person who is to act as a proxy or making a mark in front of the independent director's name as stated in the proxy form. Only one person is selected as a proxy to participate in the meeting.
2. Baht 20 worth of duty stamp is affixed with the date crossed out on the proxy for legal validity. However, the registered proxy is given with convenience in using the duty stamps prepared the Company with free of charge.
3. The proxy is requested to have the true and genuine proxy with documentation delivered by mail in advance to the Company's address for the attention of : GMM Grammy Public Company Limited, Office of Corporate Secretary, 41st Floor, No. 50, GMM Grammy Place, Sukhumvit 21 Road (Asoke), Khlongtoeinuea, Wattana, Bangkok 10110. Please send them to the Company not later than 5.00 p.m. (Bangkok time) on April 25, 2022, so that officer of the Company are given enough time to check the documentation.

Any shareholder can hold any amount of the Company's shares, and must authorize only one proxy to attend and vote at the meeting and shall not split the number of shares to several proxies to vote separately.

## **(3) Attendance via electronic media meeting (E-AGM)**

- 1) After the Company receive the document in 1) or 2) above, The Company has checked the list of shareholders according to the shareholders registration book on the record date and the shareholders and proxies have confirmed their identity with the Company afterwards within the specified date, the individual link to attend the E-AGM including the system access manual will be sent to the email that the shareholders or proxies have registered with the Company for use in attending the shareholders' meeting via electronic media meeting (E-AGM) through the system of OJ International Company Limited (As least two day prior to the E-AGM). Suggested to apply 1 email to 1 shareholders/proxy

**Please read the system access manual thoroughly form the email that the Company send to you.**

In the case you have not received the individual link to attend the E-AGM including the system access manual within April 25, 2022, please immediately contact the OJ International Company Limited by Tel. +669 7087 2591 or +669 4128 4893 or by Email: [phannapas@ojconsultinggroup.com](mailto:phannapas@ojconsultinggroup.com)

- 2) In this connection, the registration and vote counting program of the Company can be used with computer, notebooks, tablets or mobile phones via Web Browser: Internet Explorer, Chrome with 4G internet speed or basic home internet.

**Note :** In case of attending the meeting via tablet and mobile phone must install Zoom Cloud Meeting program before attending the meeting, which can be downloaded as follows:

iOS System	Android System
	
<a href="https://apps.apple.com/th/app/zoom-cloud-meetings/id546505307">https://apps.apple.com/th/app/zoom-cloud-meetings/id546505307</a>	<a href="https://play.google.com/store/apps/details?id=us.zoom.videomeetings">https://play.google.com/store/apps/details?id=us.zoom.videomeetings</a>

- 3) The system will be open to attend the E-AGM meeting 60 minutes in advance before the meeting starts. However, the meeting will start at the Company time specified from 2:00 p.m. on April 29, 2022 only.
- 4) Login to the system, the attendees must use the information of the shareholder registration number and the number of the shareholder's ID card.
- 5) Voting via E-Voting system, shareholders or proxies can vote for each agenda only by voting "Agree", "Disagree" or "Abstain". In case of not voting on any agenda, the system will immediately assume that you vote as "Agree" (using the method count the votes by pouring the votes towards agreeing).

In the event that attendees have any problems in using the E-AGM system, you can contact OJ International Co., Ltd. by telephone number +669 7087-2591 or +669 4128-4893 or via email [phannapas@ojconsultinggroup.com](mailto:phannapas@ojconsultinggroup.com) immediately.

**Registration attend the meeting after to the commencement of the meeting:**

In order to protect the rights and provide most convenience to shareholders who intend to participate shareholders meeting but may fail to present themselves on time, those shareholders are allow to attend the meeting. However, the Company would reserve the right to restrict that such shareholders refrain from voting for the agenda that had been considered and the voting result had already been announced. **Such shareholders are able to provide their votes only on the remaining agendas.**

**(4) Provisions in casting the vote**

**4.1) Vote casting and condition**

A shareholder shall have votes equal to the number of shares held (or as states in the proxy according to Clause 31 of the Company's Articles of Association). One share shall be equal to one vote.

- A. In voting each agenda via electronic media meeting, It will be a vote through the E-Voting system, which the shareholders or proxies can vote for each agenda only by voting "Agree", "Disagree" or "Abstain", which the system will open for you to vote on each agenda within the specified time. In case of not voting on any agenda, the system will immediately assume that you vote as "Agree".

- B. In case of no shareholder casting Disagree or Abstain (depending on each case), it is considered that the meeting unanimously resolved to approve any matter as proposed.
- C. Voting in case of the proxy and the shareholders indicate their votes in the proxy form, the Company will take those voting record as part of vote casting and will be counted in the voting process upon the proxy receipt.
- D. Any proxy using Form A and B, the proxy holder cannot split the votes in each agenda, whereas the proxy holder using Form C shall split their votes. This votes splitting can be executed only for the foreign shareholders who appoint custodians in Thailand as a custodian to attend and vote at the meeting,
- E. The resolution of the shareholders meeting must consist of the following votes (Clause 31 of the Company's Articles of Association):
  - In ordinary case, it shall be adopted by a simple majority vote of the shareholders who attend the meeting and cast their votes, one share shall count as one vote, is considered the meeting's resolution. In case of equality of votes, the chairman of the meeting shall be entitled to a final one casting vote..
  - In other cases, such as where required by law or the Company's Articles of Association that the resolution be made in accordance with the requirements of the law or the Company's Article of Association, the shareholders will be informed before casting votes on each agenda. However, provisions of resolution required for each agenda has been provided for shareholders' acknowledgement in the attachment herewith. (Enclosure 1) as well.

**Additional condition as per Department of Business Development's Announcement dated February 4, 2013 regarding Proxy Granting, Proxy Holders' Voting Rights, and Delivery of an Invitation to Shareholders' Meeting of Public Company**

- F. The vote casting of a proxy holder is considered as a vote made on behalf of a proxy grantor. Therefore, a proxy holder, including those proxy holders who are independent directors that may have conflict of interest in any agenda, can still cast a vote on that agenda, on behalf of a proxy grantor who has no conflict of interest.

**4.2) Voting procedures on each agenda item**

Voting on each agenda item: the shareholders or proxy holders shall be proposed to consider casting votes on each agenda item. The E-Voting system will be open for he/she to vote within the specified time.

**4.3) Counting votes and vote declaration**

**The counting of the votes of shareholders attending the meeting in person.**

- A. In counting votes of each agenda, the Company's staff will announce the ended voting time before starting the vote counting process by way that the Company will deduct the Disagree or Abstain votes from the total shares of shareholders or proxy holders attending the meeting and entitled to vote and declared the voting result to the meeting.
- B. Once the voting has been closed via the E-Voting system, the shareholders or proxy holders will no longer be able to vote or change votes.

**The counting of the votes of proxy holders.**

- C. The Company will counted the votes according to the proxy form, no matter the proxy holder is in the meeting room or not.
- D. Any agenda in the proxy form does not show the vote casting, such agenda will be counted as "Agree" no matter the proxy holder is in the meeting room or not, unless the proxy holder expressed the vote casting in other options.