

## **Attachment 5**

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Explanation of document and evidence to identify Shareholders or their Proxies who are eligible to attend the Shareholders Meeting (Electronic Means) and have the right to vote

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The Company shall convene the 2023 Annual General Meeting of Shareholders (“**AGM**”) which will be held on Thursday, 25<sup>th</sup> May 2023 at 14.00 hours by Electronic Means in accordance with the laws relating to the Shareholders Meeting via Electronic Means. For the registration to proceed, please refer to **Attachment 9** (Guidelines for attending the Annual General Meeting of Shareholders by Electronic Means).

The Company considers to impose procedures on review of documents and evidence identifying Shareholders and proxies eligible to register, attend and vote at the Shareholders 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 2 proxy forms as shown in the **Attachment 7 & Attachment 8** for Shareholders who cannot attend the Shareholders Meeting and a proxy may be appointed to the other person or Independent Director. The proxy forms are as follows:

- i) **Proxy Form B** (Specific Voting Appointment)
- ii) **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 and QR code as follows:

<https://www.ingress.co.th/en/investor-relations/downloads/shareholders-meeting?year=2023>



### 2. Appointment of Proxy

Shareholders who are unable to attend the Shareholders Meeting (Electronic Means) may appoint a person as your Proxy according to the following procedures:

- i) Complete only one of above Proxy Forms as follows:
  - General Shareholder shall use Form B.
  - Shareholders listed in the share register book as Foreign Investors (who appointed the Custodian in Thailand to supervise their shares) shall use Forms C only.

- ii) Authorize a person as you wish or an Independent Director as shown in **Attachment 6** to attend and vote at the Shareholders Meeting (Electronic Means) on your behalf by specifying the name details of a person to be your Proxy.
- iii) 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.

Except for the Custodian appointed by the Foreign Investor in accordance with **Proxy Form C**, allocation of shares to several Proxies to vote in the Shareholders 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.

### 3. **Documents to be presented** as a person prior to the Shareholders Meeting (Electronic Means)

#### **Individual Person**

##### 1. **Personal attendance:**

Identification document issued by a government such as Identification Card or Civil Servant Card or Driving License Card that has not been expired supported by any documents in case of change of name-surname.

##### 2. **By Proxy:**

- Proxy Form B duly filled in and signed by Shareholder and Proxy;
- Copy of Shareholder's identification document issued by a government certified by Shareholder; and
- Copy of Proxy's identification document issued by a government certified by Proxy.

#### **Juristic Person**

##### 1. **Personal attendance by Director:**

- Any Proxy Form B duly filled in and signed by Shareholder and Proxy;
- Copy of a company certificate duly certified by authorized Director(s) containing particular's that Director(s) attending the Shareholders Meeting is (are) duly authorized and affixed the company's seal (if any); and
- Copy of such Director's identification document issued by a government certified by such Director.

##### 2. **Proxy:**

- Any Proxy 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) attending the Shareholders Meeting is(are) duly authorized and affixed the company's seal (if any);
- Copy of authorized Director's identification document issued by a government certified by such authorized Director; and
- Copy of Proxy's identification document issued by a government certified by Proxy.

**3. Custodian appointed as depositary by foreign investors**

- 3.1 Documents as under juristic person item 1. & item 2. shall be prepared by using Proxy Form C only; and
- 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. 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 (Electronic Means)**

It is advisable that the shareholders who are attending the e-AGM to register into the Data Access Platform (“DAP”) e-Shareholder Meeting at least 2 days prior to the date of Shareholders Meeting. The Shareholders who prefer to appoint Proxy, please email the Proxy Form and other documents confirming the right to attend this Shareholders Meeting 2 days prior to the date of Shareholders Meeting at [ir@ingress.co.th](mailto:ir@ingress.co.th) then mail the hard copies to the following address:

- **Ingress Industrial (Thailand) Public Company Limited**  
No. 9/141 UM Tower, 14<sup>th</sup> Floor, Unit A1,  
Ramkhamhaeng Road, Suanluang District, Bangkok 10250 Thailand.

The Company shall start registration for attending the Annual General Meeting of Shareholders via Electronic Means 2 hours before the start of the meeting. The Shareholders and the Proxies, please login to DAP to attend the Shareholders Meeting from 12.00 hours, on Thursday, 25<sup>th</sup> May 2023.

**5. Casting Votes Criteria General agenda**

- i) A vote in each agenda shall be counted by voting as indicated in the Shareholder registration or Shareholders voting in the Shareholders Meeting (Electronic Means) on the condition that each share constitutes one vote. Shareholders shall only vote for: approve, disapprove, or abstain while splitting of votes is not allowed, except in the case of custodian.
- ii) Proxy:
- 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 the Proxy Form shall be invalid and shall not be the vote of the Shareholders. In the event of Shareholders Meeting (Electronic Means), the Company will facilitate the Proxy by voting according to the Shareholders’ vote as specified in the Proxy Form.
  - For general appointment, in the event no instruction has been specified, or instruction is not clear on the Proxy on each agenda, or the Shareholders Meeting (Electronic Means) 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.

## 6. Director agenda

According to Article 8 of the Company's Articles of Association, the Shareholders Meeting Shareholders shall elect Directors in accordance with the rules and procedures as follows:

- i) Every Shareholder shall have one vote for each share of which he/she is the shareholder;
- ii) Each Shareholder may exercise all the votes he/she has under item i) 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; and
- iii) 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 Shareholders Meeting shall be entitled to cast a decisive vote so that the Company shall comply with guidelines for good quality assessment of Shareholders Meetings. Hence, for the **Agenda 5: To consider and approve the re-appointment of directors who retired by rotation**, according to the agenda for the year 2023, the Company shall count the votes from the shareholders attending the Shareholders Meeting via electronic media, included with the vote of approve, disapprove, and abstain.

## 7. Procedures on Casting Votes

The Chairman of the Shareholders Meeting or the Officer shall explain casting vote procedure before commencement of the Shareholders Meeting (Electronic Means). Officers of the Company shall count and sum up votes on each agenda based on the voting in the Shareholders Meeting (Electronic Means). Results on each agenda shall be announced before the Shareholders Meeting ended.

The Company shall arrange to have the inspector (who is an external legal Counsel) for examine procedures on casting vote in the Shareholders Meeting to ensure our transparency and compliance with the laws and Company's Articles of Association.