

**PROXY FORM C (FOR FOREIGN SHAREHOLDER
APPOINTING CUSTODIAN IN THAILAND)
According to Regulation of Department of Business Development
Re : Form of Proxy (No.5) B.E. 2550**

Duty
Stamp of
Baht 20
is
required

Written at _____
Date _____

(1) I / We _____ Nationality _____
With address at _____ Soi _____ Road _____
Sub-District _____ District _____ Province _____ Postal Code _____

Acting as the custodian for _____
Being a shareholder of TTCL Public Company Limited

holding the total amount of _____ shares with the voting rights of _____ votes as follows;
Ordinary share _____ shares with the voting rights of _____ votes
preferred share _____ shares with the voting rights of _____ votes

(2) Do hereby appoint either one of the following persons:

(1) _____ Age _____ years
With address at _____ Soi _____ Road _____ Sub-District _____
District _____ Province _____ Postal Code _____

(2) _____ Age _____ years
With address at _____ Soi _____ Road _____ Sub-District _____
District _____ Province _____ Postal Code _____

(3) _____ Age _____ years
With address at _____ Soi _____ Road _____ Sub-District _____
District _____ Province _____ Postal Code _____

anyone of the above as my/our proxy holder to attend and vote on my behalf at the Annual General Meeting of Shareholders 2018, which will be held on Friday of April 27th, 2018 at 14.00 hrs. at the Company's Conference Room no 2701 - 2703, 27th Floor, Sermit Tower, No. 159/41-44, Sukhumvit 21 (Asoke) Road, Khwaeng North Klongtoey, Khet Wattana, Bangkok, or any date and at any postponement thereof.

(3) I / We authorize the proxy holder to attend the meeting and vote are as follows:-

Grant Proxy the total amount of shares holding and entitled to vote.

Grant partial shares of :

Ordinary share _____ shares, having voting rights equivalent to _____ votes
 Preferred share _____ shares, having voting rights equivalent to _____ votes
Total voting rights _____ votes

(4) I / We hereby authorize the proxy holder to vote on my behalf at this meeting as follows:

Agenda 1: To adopt Minutes of the Annual General Meeting of Shareholders No. 1/2560 held on April 7, 2017.

(a) The Proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.

(b) The Proxy holder shall be vote in accordance with my wish as follows:

Approve Disapprove Abstain

Agenda 2: To report on the result of the Company's operation for the year 2017.

(a) The Proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.

(b) The Proxy holder shall be vote in accordance with my wish as follows:

Approve Disapprove Abstain

Agenda 3: To approve the Statement of Financial Position and Statement of Comprehensive Income for the fiscal year ended December 31, 2017.

(a) The Proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.

(b) The Proxy holder shall be vote in accordance with my wish as follows:

Approve Disapprove Abstain

Agenda 4: To consider and approve non-payment of dividend from the operation result of fiscal year 2017.

(a) The Proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.

(b) The Proxy holder shall be vote in accordance with my wish as follows:

Approve Disapprove Abstain

Agenda 5: To consider and fix the Board of Directors, Audit Committee and Board of Management and Management members' Remuneration for the year 2018.

(a) The Proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.

(b) The Proxy holder shall be vote in accordance with my wish as follows:

Approve Disapprove Abstain

Agenda 6: To consider and elect new Directors in place of those to be retired by rotation.

(a) The Proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.

(b) The Proxy holder shall be vote in accordance with my wish as follows:

Approve Disapprove Abstain

6.1 To elect directors as a whole

Approve Disapprove Abstain

6.2 To elect each director individually

6.2.1 Mr. Hironobu Iriya

Approve Disapprove Abstain

6.2.2 Mr. Piriya Wongphayabal

Approve Disapprove Abstain

6.2.3 Mr. Tiwa Jaruke

Approve Disapprove Abstain

Agenda 7: To consider and approve the appointment of Auditor and Audit Fee for the year 2018.

(a) The Proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.

(b) The Proxy holder shall be vote in accordance with my wish as follows:

Approve

Disapprove

Abstain

Agenda 8: To consider and approve the amendment of the Articles of Association of the Company, clause 38 Meeting Schedule and request for holding Extraordinary General Meeting.

(a) The Proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.

(b) The Proxy holder shall be vote in accordance with my wish as follows:

Approve

Disapprove

Abstain

Agenda 9: To consider and approve the initial public offering of the newly issued ordinary shares of TTCL Power Holding Pte. Ltd. ("TTPHD") or other subsidiary which will hold TTPHD shares or will hold shares of all TTPHD's subsidiaries and associated companies instead of TTPHD (collectively referred to as "HoldCo") and listing of all the shares on the Stock Exchange of Thailand and to consider and approve the pre-emptive rights.

(a) The Proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.

(b) The Proxy holder shall be vote in accordance with my wish as follows:

Approve

Disapprove

Abstain

Agenda 10: To consider and approve of the increase of the Company's registered capital by the increase of the Company's registered capital by Baht 336,000,000, from the existing registered capital of Baht 560,000,000 to Baht 896,000,000 by issuing and offering 336,000,000 newly issued ordinary shares with a par value of Baht 1 per share.

(a) The Proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.

(b) The Proxy holder shall be vote in accordance with my wish as follows:

Approve

Disapprove

Abstain

Agenda 11: To consider and approve the amendment to Clause 4. of the Memorandum of Association to be in line with the increase of the Company's registered capital.

(a) The Proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.

(b) The Proxy holder shall be vote in accordance with my wish as follows:

Approve

Disapprove

Abstain

Agenda 12: To consider and approve the issuance and allocation of the Warrants to purchase the Company's ordinary shares No.1 ("TTCL-W1 Warrants") to the existing shareholders pro rata to their shareholding.

(a) The Proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.

(b) The Proxy holder shall be vote in accordance with my wish as follows:

Approve

Disapprove

Abstain

Agenda 13: To consider and approve the allocation of the Company's newly issued ordinary shares as follows:

Agenda 13.1: To consider and approve the allocation of 168,000,000 newly issued ordinary shares with a par value of Baht 1 per share to the existing shareholders (Right Offering) and the allocation of 56,000,000 newly issued ordinary shares with a par value of Baht 1 per share to the specific persons (Private Placement basis) under a General Mandate basis.

(a) The Proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.

(b) The Proxy holder shall be vote in accordance with my wish as follows:

Approve

Disapprove

Abstain

Agenda 13.2: To consider and approve the allocation of the Company's 112,000,000 newly issued ordinary shares, with a par value of Baht 1 per share, to accommodate the exercise of the rights to purchase the Company's ordinary shares under the TTCL-W1 Warrants.

(a) The Proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.

(b) The Proxy holder shall be vote in accordance with my wish as follows:

Approve

Disapprove

Abstain

(5) Voting of the proxy holder in any agenda that is not specified in this proxy shall be considered as invalid and not my/our voting as a shareholder.

(6) In case I/We have not declared a voting intention in any agenda or my/our determination is not clear or in case the meeting considers or passes resolutions in any matters apart from those agenda specified above, including the case that there is any amendment, modification or addition of any fact, the proxy holder shall have the right to consider and vote as to his/her consideration.

Any business carried on by the proxy holder in the said meeting, except the proxy holder does not vote as I/we specify in the proxy form, shall be deemed as having been carried out by myself/ourselves in all respects.

Signed _____ Grantor
(.....)

Signed _____ Proxy
(.....)

Signed _____ Proxy
(.....)

Signed _____ Proxy
(.....)

Remarks:

1. This Proxy Form C. only use for Shareholders whose names appearing in the foreign investors registration and he/she appointed a custodian in Thailand to be responsible for safeguarding shares only.
2. Documents and evidences to be enclosed with the proxy form are:
 - (1) Power of Attorney from the shareholder authorizes a custodian to sign the Proxy Form on behalf of the shareholder.
 - (2) Letter of certification to certify that the signer in the Proxy Form have a permit to act as a Custodian.
3. A shareholder shall appoint only one proxy holder to attend and vote at the meeting not split shares and appoint more than one proxy holder in order to split votes.
4. In agenda regarding the election of directors, the ballot can be either for all the directors as a whole or for an individual director.
5. In case that there any further agenda apart from specified above brought into consideration in the Meeting, the proxy holder may use the Annex attached to Proxy Form C.

Annex attached to the Proxy Form C

The Proxy of the shareholder of TTCL Public Company Limited.

At the Annual General Meeting of Shareholders 2018, which will be held on Friday of April 27th, 2018 at 14.00 hrs. at the Company's Conference Room no 2701 - 2703, 27th Floor, Sermit Tower, No. 159/41-44, Sukhumvit 21 (Asoke) Road, Khwaeng North Klongtoey, Khet Wattana, Bangkok, or any date and at any postponement thereof.

Agenda:

(a) The Proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.

(b) The Proxy holder shall be vote in accordance with my wish as follows:
 Approve Disapprove Abstain

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 Approve Disapprove Abstain

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