

**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 no.1/2563, which will be held on Wednesday of August 5<sup>th</sup>, 2020 at 14.00 hrs. at the Company's Conference Room no. 2701 - 2703, 27<sup>th</sup> Floor, Sermmmit 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 the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2562 held on May 22, 2019.**

(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 2019.**

*This agenda item is only for acknowledgement; therefore, no voting is required.*

**Agenda 3: To approve the Statement of Financial Position and the Statement of Comprehensive Income of the Company for the Fiscal Year Ended December 31, 2019.**

(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 approve Interim dividend payment and non-payment of dividend for 6-months operation result from 1 July to 31 December 2019.**

(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 Remuneration for the year 2020.**

(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 Mrs. Nijaporn Charanachitta**

Approve                       Disapprove                       Abstain

**6.2.2 Mr. Gumthorn Utarnwuthipong**

Approve                       Disapprove                       Abstain

**6.2.3 Dr. Ryuzo Nagaoka**

Approve                       Disapprove                       Abstain

**Agenda 7: To consider and approve the appointment of Auditor and Audit Fee for the year 2020.**

(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 report the offering and issuance of debenture up to year 2019.**

*This agenda item is only for acknowledgement; therefore, no voting is required.*

**Agenda 9: To consider and approve the amendment of Article of Association of the Company regarding the Electronic 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

(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 agendum 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 no.1/2563, which will be held on Wednesday of August 5<sup>th</sup>, 2020 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** .....: .....

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

**Agenda** .....: .....

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 Approve                       Disapprove                       Abstain

**Agenda** .....: .....

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 Approve                       Disapprove                       Abstain

**Agenda** .....: .....

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