



Proxy (Form B)

Made at _____

Date _____ Month _____ Year _____

(1) I/We, _____ nationality: _____, residing/located at No. _____, _____ Road, Tambol/Kwaeng _____, Amphur/Khet _____, _____ Province, Postal code _____,

(2) being a shareholder of WHA Utilities and Power Public Company Limited, holding ordinary shares in total _____ shares which are entitled to cast _____ votes.

(3) I/we wish to appoint (Please put in front of only one proxy's name)

(1) _____ age: _____ years, residing at No. _____, _____ Road, Tambol/Kwaeng _____, Amphur/Khet _____, _____ Province, Postal code _____ or

(2) Mr.Ekajai Tivutanond, Audit Committee and Independent Director age 66 years, address 115 Thetsaban Nimit Tai Rd., Lad Yao, Chatuchak, Bangkok, is not a conflict of interest in this Annual General Meeting of Shareholder; or

(3) Mrs.Punnee Worawuthichongsathit, Audit Committee and Independent Director age 66 years, address 135 Soi Chan 16 Yaek 15, Thung Wat Don, Sathon, Bangkok, is not a conflict of interest in this Annual General Meeting of Shareholder.

only of them as my/our proxy to attend and vote for me/us at the 2018 Annual General Meeting of Shareholders to be held on Friday April 27, 2018 at 2.00 p.m. at Watergate Ballroom Room, 6th Floor, Amari Watergate Bangkok Hotel, 847 Petchburi Road, Ratchathewi, Bangkok 10400, Thailand or such other date, time and place as may be adjourned.

(4) I/We authorise my/our proxy to cast the votes on my/our behalf as follows:

Agenda No. 1 To certify the Minutes of Extraordinary General Meeting of Shareholders No. 1/2017.

(a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

(b) The proxy must cast the votes in accordance with the following instructions:

Approve Disapprove Abstain

Agenda No. 2 To acknowledge the progress and performance of the Company and Management Discussion and Analysis (MD&A) for the year 2017.

This agenda is for acknowledgment. So no vote is casted.

Agenda No. 3 To consider and approve the Company's statement of financial position and statement of comprehensive income for the fiscal year ended on 31 December 2017.

(a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

(b) The proxy must cast the votes in accordance with the following instructions:

Approve Disapprove Abstain

Agenda No. 4 To consider and approve the net profit allocation and dividend payment for the performance 2017.

(a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

(b) The proxy must cast the votes in accordance with the following instructions:

Approve Disapprove Abstain

Agenda No. 5 To consider and approve the election of directors to replace those who are retired by rotation.

(a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

(b) The proxy must cast the votes in accordance with the following instructions:

Appointment of the entire board

Approve Disapprove Abstain

Appointment of any director(s)

Name of Director Mr. David Richard Nardone

Approve Disapprove Abstain

Name of Director Mr. Surathian Chakthranont

Approve Disapprove Abstain

Name of Director Mr. Weidt Nuchjalearn

Approve Disapprove Abstain

Agenda No. 6 To consider and approve the directors' remuneration for the year 2018.

(a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

(b) The proxy must cast the votes in accordance with the following instructions:

Approve Disapprove Abstain

Agenda No. 7 To consider and approve the appointment of auditors and the auditing fees for the year 2018.

(a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

(b) The proxy must cast the votes in accordance with the following instructions:

Approve Disapprove Abstain

Agenda No. 8 To consider and approve the amendment to Articles of Association, Article 30.

(a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

(b) The proxy must cast the votes in accordance with the following instructions:

Approve Disapprove Abstain

Agenda No. 9 To consider and approve the issuance of additional debenture.

(a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

(b) The proxy must cast the votes in accordance with the following instructions:

Approve Disapprove Abstain

- Agenda No. 10 To consider other business (if any)
- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
 - Approve Disapprove Abstain

- (5) Voting of proxy holder in any agenda that is not as specified in this proxy shall be considered as invalid and not my voting as a shareholder.
- (6) If I/we did not indicate nor clearly specify my/our voting instructions in any agenda or if the meeting considered or resolved any matter other than those stated above, or if there was any change or addition to the factual matters, then the proxy would be entitled to cast the votes on my/our behalf at its own discretion.

Any act or performance caused by the proxy at the above meeting shall be deemed as my/our act and performance in all respects.

Signed		Grantor
()	
Signed		Proxy
()	

Remarks

1. A shareholder must grant a proxy to only one person to attend the meeting and cast the votes. The number of shares held by a shareholder cannot be divided into several portions and granted to more than one proxy in order to divide the votes.
2. A proxy granted for the appointment of directors may be made for any particular director(s) or for all directors to be elected.
3. Any additional agenda can be specified in the attachment to the proxy form.

Attachment to Proxy Form B

A proxy is granted by a shareholder of WHA Utilities and Power Public Company Limited.

For the 2018 Annual General Meeting of Shareholders to be held on Friday April 27, 2018 at 2.00 p.m. at Watergate Ballroom Room, 6th Floor, Amari Watergate Bangkok Hotel, 847 Petchburi Road, Ratchathewi, Bangkok 10400, Thailand or such other date, time and place as may be adjourned.

Agenda no. _____ Subject: _____

(a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

(b) The proxy must cast the votes in accordance with the following instructions:

Approve Disapprove Abstain

Agenda no. _____ Subject: _____

(a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

(b) The proxy must cast the votes in accordance with the following instructions:

Approve Disapprove Abstain

Agenda no. _____ Subject: _____

(a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

(b) The proxy must cast the votes in accordance with the following instructions:

Approve Disapprove Abstain

Agenda no. _____ Subject: _____

(a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

(b) The proxy must cast the votes in accordance with the following instructions:

Approve Disapprove Abstain

Agenda no. _____ Subject: _____

(a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

(b) The proxy must cast the votes in accordance with the following instructions:

Approve Disapprove Abstain

I/We certify that the information contained in this Attachment to Proxy Form is complete and true.

Signed _____ Grantor
()

Signed _____ Proxy
()