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## Proxy (Form C)

Made at \_\_\_\_\_

Date \_\_\_\_\_ Month \_\_\_\_\_ Year \_\_\_\_\_

(1) I/We, \_\_\_\_\_ nationality: \_\_\_\_\_, residing/located at No. \_\_\_\_\_, \_\_\_\_\_ Road, Tambol/Kwaeng \_\_\_\_\_, Amphur/Khet \_\_\_\_\_, \_\_\_\_\_ Province, Postal code \_\_\_\_\_, Acting as the custodian for \_\_\_\_\_ being a shareholder of WHA Utilities and Power Public Company Limited, holding ordinary shares in total \_\_\_\_\_ shares which are entitled to cast \_\_\_\_\_ votes.

(2) 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.

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

To grant equally all of the number of shares held by me/our and have the rights to vote

To grant a part of:

ordinary shares: \_\_\_\_\_ shares, entitled to cast \_\_\_\_\_ votes

(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. This Proxy Form C shall be applicable only for the Shareholders listed in the share register book as the foreign investors appointing the Custodian in Thailand
2. The following documents shall be attached with this Proxy Form:
  - (1) Power of Attorney from a shareholder authorizing a custodian to sign the Proxy Form on behalf of the shareholders.
  - (2) Letter certifying that the person signing the Proxy Form is authorized to engage in custodian business.
3. The Shareholder wishing to appoint the Proxy must authorize only one proxy to attend and vote at the meeting and shall not allocate the number of shares to several proxies to vote separately
4. In the agenda relating to the election of Directors, it is applicable to elect either nominated directors as a whole or elect each nominated director individually.
5. In case there are agenda other than the agenda specified above, the additional statement can be specified in the Attachment Proxy Form C as enclosed.

Attachment to Proxy Form C

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  
( )