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Proxy (Form C)

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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. Weidt Nuchjalearn, Chairman of Audit Committee and Independent Director, age 67 years, address WHA Utilities and Power Public Company Limited, 24<sup>th</sup> Floor UM Tower 9/241-242, Ramkhamhaeng Road, Suanluang, Bangkok 10250, Thailand or

(3) Mr. Ekajai Tivutanond, Audit Committee and Independent Director, age 68 years, address WHA Utilities and Power Public Company Limited, 24<sup>th</sup> Floor UM Tower 9/241-242, Ramkhamhaeng Road, Suanluang, Bangkok 10250, Thailand.

only of them as my/our proxy to attend and vote for me/us at the Extraordinary General Meeting of Shareholders No.1/2020 will be held on Monday, 21 December 2020 at 11.00 a.m. The meeting will be held at Grand Ballroom, 3rd Floor, Golden Tulip Sovereign Hotel, No.92, Rama9 Road, Bangkok, Huay-kwang, Bangkok 10310, 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 Annual General Meeting of Shareholders 2020.**

(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 consider and approve a change of the Company's Head Office Address.**

(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. 3 To consider and approve the amendment to Article 5 of the Memorandum of Association to comply with a change of the Company's Head Office Address.

(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 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 Extraordinary General Meeting of Shareholders No.1/2020 will be held on Monday, 21 December 2020 at 11.00 a.m. The meeting will be held at Grand Ballroom, 3rd Floor, Golden Tulip Sovereign Hotel, No.92, Rama9 Road, Bangkok, Huay-kwang, Bangkok 10310, 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  
( )