

Affix duty stamp of Baht 20

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. Weidt Nuchjalearn, Chairman of the Audit Committee and Independent Director age 64 years, address 96 Chandrachampitak Rd., Sanam Chan, Muang, Nakhon Prathom, is not a conflict of interest in this Extraordinary General Meeting of Shareholder; or

(3) Mr. Ekajai Tivutanond, Audit Committee and Independent Director age 65 years, address 115 Thetsaban Nimit Tai Rd., ladyao, Chatuchak, Bangkok, is not a conflict of interest in this Extraordinary General Meeting of Shareholder.

only of them as my/our proxy to attend and vote for me/us at the Extraordinary General Meeting of Shareholders No. 1/2017 to be held on Friday of 30th June 2017 at 14:00 hrs. at Wassana Room, Golden Tulip Sovereign Hotel address 92 Soi Saengcham, Rama 9 Rd., Bangkapi, Huay Kwang, Bangkok 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 minute of 2017 Annual General Meeting of Shareholders

(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 the issuance and offer of Debentures.

(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 the par value of the shares

(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 amendment to the Memorandum of Association be in accordance with the amendment to the par value of the shares**

- (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 amendment to the Company's Article of Association by inserting new clause 24/1 and amending Clause 25**

- (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 the appointment of all directors
 Approve Disapprove Abstain

Agenda No. 6 **To acknowledge the director of the Company serving as the director of other company having similar business to that of the Company**

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

Agenda No. 7 **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 Extraordinary General Meeting of Shareholders No. 1/2017 to be held on Friday of 30th June 2017 at 14:00 hrs. at Wassana Room, Golden Tulip Sovereign Hotel address 92 Soi Saengcham, Rama 9 Rd., Bangkok, Huay Kwang, Bangkok 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
()

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