

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. 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., Bangkok, Huay Kwang, Bangkok 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 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. 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. 1/2017 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.

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:

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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
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Signed _____ Proxy
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