

Duty
Stamp
Baht 20

Proxy Form B (Specific Details Form)

Written at _____

Date _____ Month _____ Year _____

(1) I/We, _____ Nationality _____ Residing at _____ Road _____
Sub-District _____ District _____ Province _____
Postal Code _____

(2) Being a shareholder **Country Group Holdings Public Company Limited**, holding the total number of
_____ shares, and have the rights to vote equal to _____ votes.

(3) Hereby appoint

- ☐ 1. Mr.Nipphon Wisityuthasart, Independent Director and Chairman of the Audit Committee, aged 78,
residing at No. 307/khor, Moo 2, Pa Moke Subdistrict, Pa Moke District, Ang Thong Province; **or**
- ☐ 2. Pol.Gen.Werapong Chuenpagdee, Independent Director and Audit Committee Member, aged 60, residing
at No. 79/307, Panya Indra Road, Bang Chan Subdistrict, Khlong Samwa District, Bangkok; **or**
- ☐ 3. Mrs.Jitmanee Suwannapool, Independent Director and Audit Committee Member, aged 65, residing at
No. 18 Soi Bangkae 3, Bangkae Subdistrict, Bangkae District, Bangkok

**Remark: Independent directors designated as proxies above has special interest in and Agenda 6 to consider and
approve of the remuneration of director and sub-committee**

- ☐ 4. _____ Age ____ Residing at _____ Road _____
Sub-District _____ District _____ Province _____
Postal Code _____ or;
- ☐ 5. _____ Age ____ Residing at _____ Road _____
Sub-District _____ District _____ Province _____
Postal Code _____

Anyone of the above as my/our Proxy to attend and vote in **the 2018 Annual General Meeting of Shareholders be
held on 27 April 2018 at 2.00 p.m. At Ballroom, 4th floor, the Bliston Suwan Park View Hotel, No. 9 Soi Tonson,
Pleonchit Road, Lumpini, Pathumwan, Bangkok 10330** or at any adjournment thereof to any other date, time and
venue.

(4) I/We hereby authorize the Proxy to vote on my/our behalf in this Meeting as follows:

**Agenda No. 1: To consider and approve the Minutes of The Annual General Meeting of the Shareholders for
the year 2017 as of 27th April 2017.**

- ☐ The Proxy may consider and vote on my/our behalf as deem appropriate in every respect.
- ☐ The Proxy shall vote according to my intention as follows:
- ☐ Approve ☐ Not approve ☐ Abstain

Agenda No. 2: To consider for acknowledgement of the Company's performance of the year 2017.

- ☐ The Proxy may consider and vote on my/our behalf as deem appropriate in every respect.
- ☐ The Proxy shall vote according to my intention as follows:
- ☐ Approve ☐ Not approve ☐ Abstain

Agenda No. 3: To consider the approval of the audited Financial Statement of the year end as of 31st December 2017, which was approved by Auditor.

- ☐ The Proxy may consider and vote on my/our behalf as deem appropriate in every respect.
- ☐ The Proxy shall vote according to my intention as follows:
- ☐ Approve ☐ Not approve ☐ Abstain

Agenda No. 4: To consider the approval of the allocation of the profit for the Legal Reserve and the dividend payment for the year 2017.

- ☐ The Proxy may consider and vote on my/our behalf as deem appropriate in every respect.
- ☐ The Proxy shall vote according to my intention as follows:
- ☐ Approve ☐ Not approve ☐ Abstain

Agenda No. 5: To consider the approval of the appointment of the directors of the Company who would be retired by rotation in this year to be directors of the Company.

- ☐ The Proxy may consider and vote on my/our behalf as deem appropriate in every respect.
- ☐ The Proxy shall vote according to my intention as follows:
- ☐ Appointment directors as a whole
- ☐ Approve ☐ Not approve ☐ Abstain
- ☐ Appointment each director individually
- (1) Mr. Sadawut Taechaubol**
- ☐ Approve ☐ Not approve ☐ Abstain
- (2) Mr. Pisuth Viriyamettakul**
- ☐ Approve ☐ Not approve ☐ Abstain

Agenda No. 6: To consider the approval of the remuneration of Director and sub-committee for the year 2018.

- ☐ The Proxy may consider and vote on my/our behalf as deem appropriate in every respect.
- ☐ The Proxy shall vote according to my intention as follows:
- ☐ Approve ☐ Not approve ☐ Abstain

Agenda No. 7: To consider the approval of the appointment of Auditor and determination the auditing fee Year 2018.

- ☐ The Proxy may consider and vote on my/our behalf as deem appropriate in every respect.
- ☐ The Proxy shall vote according to my intention as follows:
- ☐ Approve ☐ Not approve ☐ Abstain

Agenda No. 8: To consider and approve for decreasing the registered capital of the Company from the total of Baht 6,075,927,916 to the total of Baht 4,698,271,244 by eliminating the unsubscribed ordinary shares in total of 1,377,656,672 shares with the par value of Baht 1.

☐ The Proxy may consider and vote on my/our behalf as deem appropriate in every respect.

☐ The Proxy shall vote according to my intention as follows:

☐ Approve

☐ Not approve

☐ Abstain

Agenda No. 9: To consider and approve for amendment Clause 4 of the Company's Memorandum of Association to be in line with the decrease of the registered capital.

☐ The Proxy may consider and vote on my/our behalf as deem appropriate in every respect.

☐ The Proxy shall vote according to my intention as follows:

☐ Approve

☐ Not approve

☐ Abstain

Agenda No. 10: To consider and approve the issuance and offering of warrants to purchase the Company's ordinary shares No.3 (CGH-W3) in the amount not exceeding 1,445,634,658 units, to the existing shareholders.

☐ The Proxy may consider and vote on my/our behalf as deem appropriate in every respect.

☐ The Proxy shall vote according to my intention as follows:

☐ Approve

☐ Not approve

☐ Abstain

Agenda No. 11: To consider and approve and consider for increasing registered capital from the existing capital baht 4,698,271,244 to 6,143,905,902 baht by issuing the newly issued ordinary share 1,445,634,658 shares with the par value of Baht 1.

☐ The Proxy may consider and vote on my/our behalf as deem appropriate in every respect.

☐ The Proxy shall vote according to my intention as follows:

☐ Approve

☐ Not approve

☐ Abstain

Agenda No. 12: To consider and approve for amendment Clause 4 of the Company's Memorandum of Association to be in line with the increase of the registered capital.

☐ The Proxy may consider and vote on my/our behalf as deem appropriate in every respect.

☐ The Proxy shall vote according to my intention as follows:

☐ Approve

☐ Not approve

☐ Abstain

Agenda No. 13: To consider and approve for allotment the newly issued ordinary shares of the Company in amount of 1,445,634,658 shares to reserve for the exercise right of warrant to purchase the ordinary share of the Company CGH-W3.

☐ The Proxy may consider and vote on my/our behalf as deem appropriate in every respect.

☐ The Proxy shall vote according to my intention as follows:

☐ Approve

☐ Not approve

☐ Abstain

Agenda No. 14: To consider and approve for the issuing and offering of the debentures.

☐ The Proxy may consider and vote on my/our behalf as deem appropriate in every respect.

☐ The Proxy shall vote according to my intention as follows:

☐ Approve

☐ Not approve

☐ Abstain

Agenda No. 15: To consider and approve the amendment of Article 39 of the Company's Articles of Association.

☐ The Proxy may consider and vote on my/our behalf as deem appropriate in every respect.

☐ The Proxy shall vote according to my intention as follows:

☐ Approve

☐ Not approve

☐ Abstain

Agenda No. 16: Other matters (if any).

☐ The Proxy may consider and vote on my/our behalf as deem appropriate in every respect.

☐ The Proxy shall vote according to my intention as follows:

☐ Approve

☐ Not approve

☐ Abstain

(5) Vote of the Proxy on any agenda item which is not in accordance with the vote as specified in this Proxy Form shall be invalid and shall not be my/our vote as the shareholder.

(6) If I/we do not specify or clearly specify my/our intention to vote in any agenda, or if there is any agenda consider in the Meeting other than those specified above, or if there is any change or amendment to any facts, the Proxy shall be authorized to consider the matters and vote on my/our behalf as the proxy deems appropriate.

Any act(s) undertaken by the Proxy at such Meeting shall be deemed as my/our own act(s) in every respect except for vote of the Proxy which is not accordance with the vote as specified in this Proxy Form.

Signed	_____	Grantor	Signed	_____	Proxy
	(_____)			(_____)	
Signed	_____	Proxy	Signed	_____	Proxy
	(_____)			(_____)	

Notes:

1. A shareholder appointing a proxy must authorize only one proxy to attend the meeting and cast the votes on its behalf. All votes of a shareholder may not be allocated to several proxies to vote separately.
2. In the event that there are additional agendas further to the above mentioned, the grantor may use the annex form of proxy attached therefore.
3. In the agenda relating to the election of Directors, it is applicable to elect either nominated directors as a whole or select each nominated director individually.

Annex to the Proxy Form B

Grant of proxy as a shareholder of **Country Group Holdings Public Company Limited at the 2018 Annual General Meeting of Shareholders be held on 27 April 2018 at 2.00 p.m. at Ballroom, 4th floor, the Bliston Suwan Park View Hotel, No. 9 Soi Tonson, Ploenchit Road, Lumpini, Pathumwan, Bangkok 10330**, or at any adjournment thereof to any other date, time and venue.

Agenda No. _____ **Subject** _____

- ☐ The Proxy may consider and vote on my/our behalf as deem appropriate in every respect.
- ☐ The Proxy shall vote according to my intention as follows:
- ☐ Approve ☐ Not approve ☐ Abstain

Agenda No. _____ **Subject** _____

- ☐ The Proxy may consider and vote on my/our behalf as deem appropriate in every respect.
- ☐ The Proxy shall vote according to my intention as follows:
- ☐ Approve ☐ Not approve ☐ Abstain

Agenda No. _____ **Subject** _____

- ☐ The Proxy may consider and vote on my/our behalf as deem appropriate in every respect.
- ☐ The Proxy shall vote according to my intention as follows:
- ☐ Approve ☐ Not approve ☐ Abstain

Agenda No. _____ **Subject** _____

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- ☐ The Proxy shall vote according to my intention as follows:
- ☐ Approve ☐ Not approve ☐ Abstain

Agenda No. _____ **Subject** _____

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- ☐ The Proxy shall vote according to my intention as follows:
- ☐ Approve ☐ Not approve ☐ Abstain

Agenda No. _____ **Subject** _____

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- ☐ The Proxy shall vote according to my intention as follows:
- ☐ Approve ☐ Not approve ☐ Abstain

Agenda No. _____ **Subject** _____

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- ☐ The Proxy shall vote according to my intention as follows:
- ☐ Approve ☐ Not approve ☐ Abstain

Agenda No. _____ **Subject** _____

- ☐ The Proxy may consider and vote on my/our behalf as deem appropriate in every respect.
- ☐ The Proxy shall vote according to my intention as follows:
- ☐ Approve ☐ Not approve ☐ Abstain

Agenda No. :_____To consider the re-election of directors whose terms expire.

Name of Director	_____		
<input type="checkbox"/> Approve	<input type="checkbox"/> Not approve	<input type="checkbox"/> Abstain	
Name of Director	_____		
<input type="checkbox"/> Approve	<input type="checkbox"/> Not approve	<input type="checkbox"/> Abstain	
Name of Director	_____		
<input type="checkbox"/> Approve	<input type="checkbox"/> Not approve	<input type="checkbox"/> Abstain	
Name of Director	_____		
<input type="checkbox"/> Approve	<input type="checkbox"/> Not approve	<input type="checkbox"/> Abstain	
Name of Director	_____		
<input type="checkbox"/> Approve	<input type="checkbox"/> Not approve	<input type="checkbox"/> Abstain	
Name of Director	_____		
<input type="checkbox"/> Approve	<input type="checkbox"/> Not approve	<input type="checkbox"/> Abstain	
Name of Director	_____		
<input type="checkbox"/> Approve	<input type="checkbox"/> Not approve	<input type="checkbox"/> Abstain	
Name of Director	_____		
<input type="checkbox"/> Approve	<input type="checkbox"/> Not approve	<input type="checkbox"/> Abstain	
Name of Director	_____		
<input type="checkbox"/> Approve	<input type="checkbox"/> Not approve	<input type="checkbox"/> Abstain	