

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. Niphon Wisityuthasart, Independent Director and Chairman of the Audit Committee, aged 77,
residing at No. 307/khor, Moo 2, Pa Moke Subdistrict, Pa Moke District, Ang Thong Province; **or**
- ☐ 2. Pol. Lt. Gen. Werapong Chuenpagdee, Independent Director and Audit Committee Member, aged 59,
residing at No. 412, Moo 3, Khlong Song Ton Nun Subdistrict, Lad Kra Bang District, Bangkok; **or**
- ☐ 3. Mrs. Jitmanee Suwannapool, Independent Director and Audit Committee Member, aged 64, residing at
No. 18 Soi Bangkai 3, Bangkai Subdistrict, Bangkai 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**

**Mr. Niphon Wisityuthasart and Mrs. Jitmanee Suwannapool have special interest in Agenda 5 because
they are proposed to re-elect for Director. (Details were shown in Attachment No.3)**

- ☐ 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 2017 Annual General Meeting of Shareholders be
held on 27 April 2017 at 14.00 hours At Ballroom, 4th floor, the Bliston Suwan Park View Hotel, 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 2016 as of April 29, 2016**

- ☐ 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 2016.

- ☐ 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 and approve the audited Financial Statements of the year ended December 31, 2016, 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 and approve of the allocation of the profit for the Legal Reserve Fund and the dividend payment for the year 2016.

- ☐ 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 and approve the election of the Company's directors in place of the directors who are retired by rotation.

- ☐ 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. Tommy Taechaubol**
- ☐ Approve ☐ Not approve ☐ Abstain
- (2) **Mr. Niphon Wisityuthasart**
- ☐ Approve ☐ Not approve ☐ Abstain
- (3) **Mrs. Jitmanee Suwannapool**
- ☐ Approve ☐ Not approve ☐ Abstain

Agenda No. 6: To consider and approve of the remuneration of director and sub-committee

- ☐ 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 and approve of the appointment of Auditor and determination the auditing fee 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. 8: To consider and approve the decrease of the Company's registered capital from the existing registered capital of Baht 6,075,927,916 to Baht 5,645,927,916 by eliminating the unsubscribed ordinary shares in total of 430,000,000 shares with the par value of Baht 1, that have not been issued and offered the ordinary share for Private Placement and amendment to Clause 4 of the Company's Memorandum of Association in order to be consistent with the decrease of 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. 9: To consider and approve the issuing and offering the newly issued ordinary shares of the Company under General Mandate, in amount of 430,000,000 shares with the par value Baht 1 in accommodation of the by issuing and offering the ordinary share for Private Placement.

☐ 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 increase of the Company's registered capital from the existing registered capital of Baht 5,645,927,916 to Baht 6,075,927,916 by issuing 430,000,000 newly issued ordinary shares with a par value of Baht 1 per share and amendment to Clause 4 of the Company's Memorandum of Association in order to be consistent with the increase of 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. 11: To consider and approve for the allotment of the newly issued ordinary shares of the Company under General Mandate, in the amount not exceeding 430,000,000 shares with a par value Baht 1 in accommodation of the exercise right of warrant to purchase the ordinary share for Private Placement.

☐ 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 to the issuing and offering of the debt securities.

☐ 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: 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 2017 Annual General Meeting of Shareholders** be held on **27 April 2017 at 14.00 hours 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** _____

☐ 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** _____

☐ 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. : _____ 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	