

### Proxy Form C

**For the shareholders who are specified in the register as foreign investor and has appointed a custodian in Thailand to be a share depository and keeper**

Written at \_\_\_\_\_

Date \_\_\_\_\_ Month \_\_\_\_\_ Year \_\_\_\_\_

- (1) I/We, \_\_\_\_\_ Residing at \_\_\_\_\_ Road \_\_\_\_\_  
Sub-District \_\_\_\_\_ District \_\_\_\_\_ Province \_\_\_\_\_  
Postal Code \_\_\_\_\_ As a Custodian of \_\_\_\_\_  
Address \_\_\_\_\_  
\_\_\_\_\_ being a  
shareholder **Country Group Holdings Public Company Limited**, holding the total number of \_\_\_\_\_  
shares, and have the rights to vote equal to \_\_\_\_\_ votes.

- (2) Hereby appoint

- ☐ 1. Mr. Nippon 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 Bangkhae 3, Bangkhae Subdistrict, Bangkhae 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. Nippon 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.

- (3) 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 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. 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

- (4) 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.
- (5) 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. This Proxy form C. is only used for the shareholder who is specified in the register as a foreign investor and has appointed a custodian in Thailand to be a share depository and keeper.
2. The documents needed to be attached to this Proxy form are:
  - Power of attorney from the shareholder empowering the custodian to sign this Proxy form on his/her behalf.
  - Document confirming that the person who signed the proxy form is permitted to operate the custodian business.
3. The shareholder appointing the proxy shall appoint only one proxy to attend the meeting and cast a vote. The shareholder cannot split his/her votes to different proxies to vote separately.
4. In case where the statement exceeds those specified above, additional details may be specified in the Attachment to Proxy Form C. provided.
5. 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 C**

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, 4<sup>th</sup> 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.

**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	