

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, _____ Nationality _____ 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. Nipon 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 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

- ☐ 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, 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 2017 Annual General Meeting of the Shareholders held on April 27, 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.....votes ☐ Not approve.....votes ☐ Abstain.....votes

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.....votes ☐ Not approve.....votes ☐ Abstain.....votes

Agenda No. 3: To consider and approve the audited Financial Statements of the year ended December 31, 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.....votes ☐ Not approve.....votes ☐ Abstain.....votes

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 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.....votes ☐ Not approve.....votes ☐ Abstain.....votes

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.....votes ☐ Not approve.....votes ☐ Abstain.....votes
- ☐ Appointment each director individually
- (1) **Mr. Sadawut Taechaubol**
- ☐ Approve.....votes ☐ Not approve.....votes ☐ Abstain.....votes
- (2) **Mr. Pisuth Viriyamettakul**
- ☐ Approve.....votes ☐ Not approve.....votes ☐ Abstain.....votes

Agenda No. 6: To consider and approve 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.....votes ☐ Not approve.....votes ☐ Abstain.....votes

Agenda No. 7: To consider and approve of the appointment of Auditor and determination the auditing fee 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.....votes ☐ Not approve.....votes ☐ Abstain.....votes

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.....votes ☐ Not approve.....votes ☐ Abstain.....votes

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.....votes ☐ Not approve.....votes ☐ Abstain.....votes

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.....votes ☐ Not approve.....votes ☐ Abstain.....votes

Agenda No. 11: To consider and approve 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.....votes ☐ Not approve.....votes ☐ Abstain.....votes

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.....votes ☐ Not approve.....votes ☐ Abstain.....votes

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.....votes ☐ Not approve.....votes ☐ Abstain.....votes

Agenda No. 14: To consider and approve for the issuing and offering of the debentures, in the amount not exceeding Baht 1,000,000,000.

- ☐ 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.....votes ☐ Not approve.....votes ☐ Abstain.....votes

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.....votes ☐ Not approve.....votes ☐ Abstain.....votes

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.....votes ☐ Not approve.....votes ☐ Abstain.....votes

- (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 considered 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 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.

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.....votes ☐ Not approve.....votes ☐ Abstain.....votes

Agenda No. _____ **Subject** _____

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Agenda No. _____ **Subject** _____

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- ☐ The Proxy shall vote according to my intention as follows:
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Agenda No. :_____To consider the re-election of directors whose terms expire.

Name of Director

☐ Approve.....votes ☐ Not approve.....votes ☐ Abstain.....votes

Name of Director

☐ Approve.....votes ☐ Not approve.....votes ☐ Abstain.....votes

Name of Director

☐ Approve.....votes ☐ Not approve.....votes ☐ Abstain.....votes

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