

**Proxy Form C**

(For foreign shareholders for which custodian in Thailand is appointed)

Made at \_\_\_\_\_

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

(1) I/We \_\_\_\_\_ Nationality \_\_\_\_\_

Residing at No. \_\_\_\_\_ Road \_\_\_\_\_ Sub-District \_\_\_\_\_

District \_\_\_\_\_ Province \_\_\_\_\_ Postcode \_\_\_\_\_

as being the custodian of \_\_\_\_\_

being a shareholder of Moong Pattana International PCL, holding the shares in the total amount of

\_\_\_\_\_ share (s)

and having voting rights equivalent to \_\_\_\_\_ vote(s), the details of which are as follows:

ordinary share \_\_\_\_\_ share(s), having voting rights equivalent to \_\_\_\_\_ vote(s)

preferred share \_\_\_\_\_ share(s), having voting rights equivalent to \_\_\_\_\_ vote(s)

(2) hereby authorize

(1) \_\_\_\_\_ Age \_\_\_\_\_

Residing at No. \_\_\_\_\_ Road \_\_\_\_\_ Sub-District \_\_\_\_\_

District \_\_\_\_\_ Province \_\_\_\_\_ Postcode \_\_\_\_\_ or

(2) \_\_\_\_\_ Age \_\_\_\_\_

Residing at No. \_\_\_\_\_ Road \_\_\_\_\_ Sub-District \_\_\_\_\_

District \_\_\_\_\_ Province \_\_\_\_\_ Postcode \_\_\_\_\_ or

(3) \_\_\_\_\_ Age \_\_\_\_\_

Residing at No. \_\_\_\_\_ Road \_\_\_\_\_ Sub-District \_\_\_\_\_

District \_\_\_\_\_ Province \_\_\_\_\_ Postcode \_\_\_\_\_

anyone of the above as my/our proxy holder to attend and vote on my behalf at the Annual General Meeting of Shareholders Year 2015 , which will be held on April 30, 2015 at 1.00 p.m., The 3<sup>rd</sup> Floor, Tiara Room, Maple Hotel, 9 Srinakarin Road, Bangna, Bangkok 10250 or on any date and at any postponement thereof.

(3) I/we authorize the proxy holder to attend the meeting and votes are as follows:

Grant proxy the total amount of shares holding and entitled to vote

Grant partial shares of

ordinary share \_\_\_\_\_ share(s), having voting rights equivalent to \_\_\_\_\_ vote(s)

preferred share \_\_\_\_\_ share(s), having voting rights equivalent to \_\_\_\_\_ vote(s)

Total voting rights \_\_\_\_\_ vote(s)

(4) I/we hereby authorize the proxy holder to vote on my behalf at this meeting as follows:

Agenda 1: To consider adopting minutes of the Annual General Meeting of Shareholders held on, 2014 (A) The Proxy is entitled to consider and vote on my/our behalf as deem appropriate. (B) The Proxy shall vote in accordance with my intention as follows: Approve Disapprove Abstain

Agenda 2: To acknowledge the results of operation of the company during the year 2014

- (A) The Proxy is entitled to consider and vote on my/our behalf as deem appropriate
- (B) The Proxy shall vote in accordance with my intention as follows:
  - Approve
  - Disapprove
  - Abstain

Agenda 3: To consider approving the financial statements and auditor's report for the year ended as of December 31, 2014

- (A) The proxy is entitled to consider and vote on my/our behalf as deem appropriate.
- (B) The proxy shall vote in accordance with my intention as follows:
  - Approve
  - Disapprove
  - Abstain

Agenda 4: To consider approving the dividend payment for the results of the operation in the year 2014.

- (A) The proxy is entitled to consider and vote on my/our behalf as deem appropriate.
- (B) The proxy shall vote in accordance with my intention as follows:
  - Approve
  - Disapprove
  - Abstain

Agenda 5: To consider appointment of directors replacing the one who retires on his or her terms

- (A) The proxy is entitled to consider and vote on my/our behalf as deemed appropriate.
- (B) The proxy shall vote in accordance with my intention as follows:
  - To elect directors who retire as a whole
    - Approve
    - Disapprove
    - Abstain
  - To elect each director who retire individually
    1. Mrs. Laaid Vongvongepop
      - Approve
      - Disapprove
      - Abstain
    2. Mr. Thaevan Uthavath
      - Approve
      - Disapprove
      - Abstain
    3. Mr. Methin Lersumitkul
      - Approve
      - Disapprove
      - Abstain

Agenda 6: To consider fixing the directors' remuneration for the year 2015

- (A) The proxy is entitled to consider and vote on my/our behalf as deem appropriate.
- (B) The proxy shall vote in accordance with my intention as follows:
  - Approve
  - Disapprove
  - Abstain

Agenda 7: To consider appointment of Auditor and fixing the auditor remuneration for the year 2015

- (A) The proxy is entitled to consider and vote on my/our behalf as deem appropriate.
- (B) The proxy shall vote in accordance with my intention as follows:
  - Appointment of Auditor for the year 2015
    - Approve
    - Disapprove
    - Abstain
  - Fixing the auditor remuneration
    - Approve
    - Disapprove
    - Abstain

Agenda 8: To consider and approve the issuance and offering of Warrants No. 1 to purchase the ordinary shares of the Company to the existing shareholders in proportion to their respective shareholding

- (A) The proxy is entitled to consider and vote on my/our behalf as deem appropriate.
- (B) The proxy shall vote in accordance with my intention as follows:
  - Approve
  - Disapprove
  - Abstain

Agenda 9: To consider and approve the issuance and offering of Warrants to purchase the ordinary shares of the Company to directors, executives and employees (ESOP Project)

- (A) The proxy is entitled to consider and vote on my/our behalf as deem appropriate.
- (B) The proxy shall vote in accordance with my intention as follows:
  - Approve
  - Disapprove
  - Abstain

Agenda 10: To consider and approve the increase of the registered capital and the amendment of Clause 4 of Memorandum of Association with respect to the registered capital to be in line with the increase of registered capital

- (A) The proxy is entitled to consider and vote on my/our behalf as deem appropriate.
- (B) The proxy shall vote in accordance with my intention as follows:
  - Approve
  - Disapprove
  - Abstain

Agenda 11: To consider and approve the allocation of newly issued ordinary shares

- (A) The proxy is entitled to consider and vote on my/our behalf as deem appropriate.
- (B) The proxy shall vote in accordance with my intention as follows:
  - Approve
  - Disapprove
  - Abstain

Agenda 12: To consider and approve the issuance and offering of the Company's debentures

- (A) The proxy is entitled to consider and vote on my/our behalf as deem appropriate.
- (B) The proxy shall vote in accordance with my intention as follows:
  - Approve
  - Disapprove
  - Abstain

(5) Voting of the proxy holder in any agenda that is not specified in this proxy shall be considered as invalid and not my/our voting as a shareholder.

(6) In case I/we have not declared a voting intention in any agenda or my/our determination is not clear or in case the meeting considers or passes resolutions in any matters apart from those agendum specified above, including the case that there is any amendment, modification or addition of any fact, the proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.

Any business carried on by the proxy holder in the said meeting, except the proxy holder does not vote as I/we specify in the proxy form, shall be deemed as having been carried out by myself/ourselves in all respects.

Signed \_\_\_\_\_ Authorizer  
(\_\_\_\_\_)

Signed \_\_\_\_\_ Attorney  
(\_\_\_\_\_)

Signed \_\_\_\_\_ Attorney  
(\_\_\_\_\_)

Signed \_\_\_\_\_ Attorney  
(\_\_\_\_\_)

Note:

1. The Proxy Form C is only used for shareholders whose names appearing in the foreign investors registration and he/she appointed a custodian in Thailand to be responsible for safeguarding shares only.
2. Documents and evidences to be enclosed with the Proxy form are:
  - (1) Power of attorney from the shareholder authorizes a custodian to sign the Proxy Form on behalf of the shareholder
  - (2) Letter of certification to certify that the signer in the Proxy Form have a permit to act as a Custodian.
3. A shareholder shall appoint only one proxy holder to attend and vote at the meeting. A shareholder may not split shares and appoint more than one proxy holder in order to split votes.
4. In agenda regarding the election of directors, the ballot can be either for all the nominated candidates as a whole or for an individual nominee.