

**PROXY FORM C**

(For foreign shareholders who have custodian in Thailand only)

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

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

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

Address \_\_\_\_\_ Road \_\_\_\_\_ Tambal/Sub-District \_\_\_\_\_

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

Custodian \_\_\_\_\_

being (a) shareholder of CPL Group Public Company Limited

holding total of \_\_\_\_\_ shares and have a rights to \_\_\_\_\_ Votes

(2) Hereby appoint

**PLEASE SELECT ONLY ONE PROXY**
 1. Name \_\_\_\_\_ Age \_\_\_\_\_ years  
 Address \_\_\_\_\_ Road \_\_\_\_\_ Tambal/Sub-District \_\_\_\_\_  
 District \_\_\_\_\_ Province \_\_\_\_\_ Postcode \_\_\_\_\_

 2. Name Mr. Supaput Ongsangkoon Independent Director Age 59 years  
 Address 89/1 Soi Wat-Ampawan Road Rama 5 Tambal/Sub-District Thanon Nakhon Chai Si  
 District Dusit Province Bangkok Postcode 10300

Is not a conflict of interest in this Extraordinary General Meeting Shareholder; or

 3. Name Pol. Lt. Gen. Chayoot Thanataweeruch Independent Director Age 63 years  
 Address 300 Soi Sirindhorn 7 yaek 6-1 Road Sirindhorn Tambal/Sub-District Bang Bamru  
 District Bang Phlat Province Bangkok Postcode 10700

Is not a conflict of interest in this Extraordinary General Meeting Shareholder; or

 4. Name Dr. Mongkon Laoworapong Independent Director Age 50 years  
 Address 128/9 Soi Sathupradit 6 Road Sathupradit Tambal/Sub-District Tungwatdon  
 District Sathorn Province Bangkok Postcode 10120

Is not a conflict of interest in this Annual General Meeting Shareholder.

 Only one of them as my/our proxy to be my representative to join and vote in the 2020 Annual General Meeting of Shareholders of on Friday, April 24, 2020 at 2.00 P.M. at the CPL Group Public Company Limited Meeting Room 3<sup>rd</sup> Floor, No.700 Moo.6 Sukhumvit Road, Bangpoo-Mai, Muang, Samutprakarn 10280 or which will be postponed to other date, time and place as the meeting may be adjourned.

(3) I/We authorize my/our Proxy to cast the votes according to my/our intention as follows:

- Grant partial the total amount of shares holding and entitled to vote
- Grant partial shares of \_\_\_\_\_ Ordinary share \_\_\_\_\_ shares and have the right to vote equal to \_\_\_\_\_ votes

(4) I/WE authorize my/our Proxy to cast the votes according to my/our intention as follows:

Agenda 1: To consider and adopt the Minutes of the 2019 Annual General Meeting of Shareholders

 (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

 (b) To grant my/our proxy to vote at my/our desire as follows:

 Agree \_\_\_\_\_  Disagree \_\_\_\_\_  Abstain \_\_\_\_\_

Agenda 2: To acknowledge the operating results of CPL for the year 2019 and annual report for the year 2019

- (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (b) To grant my/our proxy to vote at my/our desire as follows:
- Agree \_\_\_\_\_  Disagree \_\_\_\_\_  Abstain \_\_\_\_\_

Agenda 3: To consider and approve the Balance sheet (Statement of Finance Position) and the Statement of Income for the year ended December 31, 2019.

- (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (b) To grant my/our proxy to vote at my/our desire as follows:
- Agree \_\_\_\_\_  Disagree \_\_\_\_\_  Abstain \_\_\_\_\_

Agenda 4: To consider and approve of no allocation of the net profits as the legal reserve the year ended December 31,2019 and no dividend payment

- (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (b) To grant my/our proxy to vote at my/our desire as follows:
- Agree \_\_\_\_\_  Disagree \_\_\_\_\_  Abstain \_\_\_\_\_

Agenda 5: To consider and approve the appointment of the directors to replace those who will retire by rotation in 2019.

- (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (b) To grant my/our proxy to vote at my/our desire as follows:
- Vote for all nominated candidates**
- Approve  Disapprove  Abstain
- Vote for an individual nominated candidate**
- |   |                                       |
|---|---------------------------------------|
| Name of the nominated candidate   | 1. Miss Yun- Wen Chen                 |
| <input type="checkbox"/> Approve <input type="checkbox"/> Disapprove <input type="checkbox"/> Abstain |                                       |
| Name of the nominated candidate   | 2. Mr. Natthakit Wongcharoensin       |
| <input type="checkbox"/> Approve <input type="checkbox"/> Disapprove <input type="checkbox"/> Abstain |                                       |
| Name of the nominated candidate   | 3. Pol.Lt.Gen. Chayoot Thanataweeruch |
| <input type="checkbox"/> Approve <input type="checkbox"/> Disapprove <input type="checkbox"/> Abstain |                                       |

Agenda 6: To consider and approve the remuneration of the Company Board of director's for the year 2020.

- (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (b) To grant my/our proxy to vote at my/our desire as follows:
- Agree \_\_\_\_\_  Disagree \_\_\_\_\_  Abstain \_\_\_\_\_

Agenda 7: To consider and approve the appointment of the auditor and the audit fee the year 2020.

- (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- (b) To grant my/our proxy to vote at my/our desire as follows:
- Agree \_\_\_\_\_  Disagree \_\_\_\_\_  Abstain \_\_\_\_\_

Agenda 8: Other business (If any)

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

(b) To grant my/our proxy to vote at my/our desire as follows:

Agree \_\_\_\_\_  Disagree \_\_\_\_\_  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 specified my/our voting intention in any agenda or not clearly specified or in case the meeting considers or passes resolutions in any matters other than those specified above, including in case there is any amendment or addition of any fact, the proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

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

Signature \_\_\_\_\_ Shareholder  
( \_\_\_\_\_ )

Signature \_\_\_\_\_ Proxy  
( \_\_\_\_\_ )

Remarks

1. The Proxy Form C. only use 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 proxy Form have a permit to act as a custodian.
3. The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and may not split the number of shares to many proxies for splitting votes.
4. In case there are agenda other than the agenda specified above the additional statement can be specified by the Shareholder in the Supplemental Proxy Form as enclosed.

Supplemental PROXY FORM C

The proxy is granted by a shareholder of CPL Group Company Limited.

The 2020 Annual General Meeting of Shareholders on Friday, April 24, 2020 at 2.00 P.M. at the CPL Group Public Company Limited Meeting Room 3rdFloor, No.700 Moo.6 Sukhumvit Road, Bangpoo-Mai, Muang, Samutprakarn 10280 or which will be postponed to other date , time and place as the meeting may be adjourned.

Agenda..... :

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

(b) The grant my/our proxy to vote at my/our desire as follows:

Agree \_\_\_\_\_  Disagree \_\_\_\_\_  Abstain \_\_\_\_\_

Agenda..... :

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

(b) The grant my/our proxy to vote at my/our desire as follows:

Agree \_\_\_\_\_  Disagree \_\_\_\_\_  Abstain \_\_\_\_\_

Agenda..... :

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

(b) The grant my/our proxy to vote at my/our desire as follows:

Agree \_\_\_\_\_  Disagree \_\_\_\_\_  Abstain \_\_\_\_\_

Agenda..... :

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

(b) The grant my/our proxy to vote at my/our desire as follows:

Agree \_\_\_\_\_  Disagree \_\_\_\_\_  Abstain \_\_\_\_\_

Agenda..... :

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.

(b) The grant my/our proxy to vote at my/our desire as follows:

Agree \_\_\_\_\_  Disagree \_\_\_\_\_  Abstain \_\_\_\_\_

I/ We certify that the statements in this Supplemental Proxy Form are correct, complete and true in all respects.

Signature \_\_\_\_\_ Shareholder

( \_\_\_\_\_ )

Signature \_\_\_\_\_ Proxy

( \_\_\_\_\_ )