

PROXY FORM C

(This form is used only if the shareholder is a foreign investor and appoints custodian in Thailand to custodian and take care of the shares)

Affix 20 Baht
Duty stamp

Written at.....

Date.....Month.....Year.....

- (1) I/We.....Nationality.....
Reside at No..... Road..... Tambol/Sub-district.....
Ampur/District.....Province.....Postal Code.....
As being the Custodian of

Who is a shareholder of **Gunkul Engineering Public Company Limited**

Holding a total ofshares and having the right to vote equal to.....votes, as follows

Ordinary shareshares and having the right to vote equal to.....votes

Preference share.....shares and having the right to vote equal to.....votes

- (2) Hereby appoint

1. Name.....Age.....Years,
Residing at No.....Road.....Tambol/Sub-district.....
Amphur/District.....Province.....
Postal Code.....Country..... **or**
2. Name.....Age.....Years,
Residing at No.....Road.....Tambol/Sub-district.....
Amphur/District.....Province.....
Postal Code.....Country..... **or**

Any and only one person to be my/our proxy to attend and vote on my/our behalf at **the Annual General Meeting of Shareholders 2020 to be held on Tuesday, 21th April 2020, at 14.00 hrs., at Grand Ballroom, 3rd Floor, The Emerald Hotel, 99/1 Ratchadapisek Road, Dindaeng, Dindaeng, Bangkok 10400 THAILAND** or at any adjournment thereof to any other date, time and venue.

(3) I/We authorize the proxy holder to attend the meeting and vote are as follow :

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

- ☐ (a) To have the proxy holder consider and vote on my/our behalf as appropriate in all respects
☐ (b) To have the proxy holder vote as per my/our intention as follow:-
☐ Approve.....vote ☐ Disapprove.....vote ☐ Abstain.....vote

Agenda 2 To consider and acknowledge 2019 Annual Performance Report

Agenda 3 To consider and approve the Financial Statements year ended 31st December 2019

- ☐ (a) To have the proxy holder consider and vote on my/our behalf as appropriate in all respects
☐ (b) To have the proxy holder vote as per my/our intention as follow:-
☐ Approve.....vote ☐ Disapprove.....vote ☐ Abstain.....vote

Agenda 4 To consider and approve the determination of criteria for the dividend payment from the Company's performance for the year 2019

- ☐ (a) To have the proxy holder consider and vote on my/our behalf as appropriate in all respects
☐ (b) To have the proxy holder vote as per my/our intention as follow:-
☐ Approve.....vote ☐ Disapprove.....vote ☐ Abstain.....vote

Agenda 5 To consider and approve of the allocation of comprehensive profits from the Company performance for the year ended 31st December 2019 and dividend payment (if any)

- ☐ (a) To have the proxy holder consider and vote on my/our behalf as appropriate in all respects
☐ (b) To have the proxy holder vote as per my/our intention as follow:-
☐ Approve.....vote ☐ Disapprove.....vote ☐ Abstain.....vote

Agenda 6 To consider and approve of the registered capital reduction of the Company which is not able to be allocated for stock dividend payment according to the resolution of the 2019 Annual General Meeting of Shareholders

- ☐ (a) To have the proxy holder consider and vote on my/our behalf as appropriate in all respects
☐ (b) To have the proxy holder vote as per my/our intention as follow:-
☐ Approve.....vote ☐ Disapprove.....vote ☐ Abstain.....vote

Agenda 7 To consider and approve of the amendment of Article 4 of the Memorandum of Association of the Company to be in accordance with the registered capital reduction of the Company

- ☐ (a) To have the proxy holder consider and vote on my/our behalf as appropriate in all respects
☐ (b) To have the proxy holder vote as per my/our intention as follow:-
☐ Approve.....vote ☐ Disapprove.....vote ☐ Abstain.....vote

Agenda 8 To consider and approve the Election of the Board of Directors in place of the Board of Directors who have completed their terms

- ☐ (a) To have the proxy holder consider and vote on my/our behalf as appropriate in all respects
☐ (b) To have the proxy holder vote as per my/our intention as follow:-

To appoint each nominated director individually

1) Nominated Director No. 1 Dr. Djitt Laowattana (Independent Director)

- ☐ Approve.....vote ☐ Disapprove.....vote ☐ Abstain.....vote

- 2) Nominated Director No. 2 Dr. Chongrak Rarueysong (Independent Director)
☐ Approve.....vote ☐ Disapprove.....vote ☐ Abstain.....vote
- 3) Nominated Director No. 3 Miss Sopacha Dhumrongpiyawut (Executive Director)
☐ Approve.....vote ☐ Disapprove.....vote ☐ Abstain.....vote
- 4) Nominated Director No. 4 Mr. Chaloepon Sricharoen (Executive Director)
☐ Approve.....vote ☐ Disapprove.....vote ☐ Abstain.....vote

Agenda 9 To consider and approve the determination of remuneration for the Board of Directors and subcommittees for the year 2020

- ☐ (a) To have the proxy holder consider and vote on my/our behalf as appropriate in all respects
- ☐ (b) To have the proxy holder vote as per my/our intention as follow:-
☐ Approve.....vote ☐ Disapprove.....vote ☐ Abstain.....vote

Agenda 10 To consider and approve 2020 Appointment of Auditor and Determination of Remuneration

- ☐ (a) To have the proxy holder consider and vote on my/our behalf as appropriate in all respects
- ☐ (b) To have the proxy holder vote as per my/our intention as follow:-
☐ Approve.....vote ☐ Disapprove.....vote ☐ Abstain.....vote

Agenda 11 To consider and approve the amendment of the Company's Objectives and the amendment of the Memorandum of Association no. 3 of the Company in order to comply with the amendment to the Objectives of the Company

- ☐ (a) To have the proxy holder consider and vote on my/our behalf as appropriate in all respects
- ☐ (b) To have the proxy holder vote as per my/our intention as follow:-
☐ Approve.....vote ☐ Disapprove.....vote ☐ Abstain.....vote

Agenda 12 To consider and approve on issuance and offering of the debenture by increasing credit line of THB 6,000 million, from the previous credit line of not exceeding THB 9,000 million to be new credit line of not exceeding THB 15,000 million, maturity is not exceeding 7 years

- ☐ (a) The Proxy is entitled to cast the votes on my/our behalf at its own discretion.
- ☐ (b) The Proxy must cast the votes in accordance with my/our following instruction:
☐ Approve.....vote ☐ Disapprove.....vote ☐ Abstain.....vote

Agenda 13 Any other businesses (if any)

- ☐ (a) To have the proxy holder consider and vote on my/our behalf as appropriate in all respects
- ☐ (b) To have the proxy holder vote as per my/our intention as follow:-
☐ Approve.....vote ☐ Disapprove.....vote ☐ Abstain.....vote

(4) The proxy holder's vote on any agenda item, which is not in accordance with my/our intention as specified in tis Proxy, shall be deemed invalid and shall not be treated as my/our vote, as a shareholder.

(5) In case that I/we have not specified my/our voting intention for any agenda item or in case the meeting consider or passes resolutions on any matters other than those specified above, including any case for which there is any amendment or addition of any facts, the proxy holder shall have the right to consider and vote on my/our behalf as he/she deems appropriate in all respects.

All acts undertaken by the proxy holder at the meeting, except where the proxy holder does not vote according to my/our intention as specified herein, shall be deemed as if they had been undertaken by myself/ ourselves in all respects.

Grantor Signed _____ Proxy
(_____)

Holder Signed _____ Proxy
()

Remarks

1. The shareholder appointing proxy holder must authorize only one proxy holder to attend and vote at the meeting as a whole or individually and may not split the number of shares to proxy holders for splitting vote.
2. If has the agenda for election of director, director may be elected as an individually or whole set.
3. If there is any other agenda to be considered in the meeting other than to those specified above, the attached Supplement to Proxy Form C. shall be used.

SUPPLEMENT TO PROXY FORM C

Authorization on behalf of the Shareholder of **Gunkul Engineering Public Company Limited**

For the Annual General Meeting of Shareholders 2020 to be held on Tuesday, 21th April 2020, at 14.00 hrs., at Grand Ballroom, 3rd Floor, The Emerald Hotel, 99/1 Ratchadapisek Road, Dindaeng, Dindaeng, Bangkok 10400 THAILAND or at any adjournment thereof to any other date, time and venue.

☐ **Agenda Item**Subject

- ☐ (a) To have the proxy holder consider and vote on my/our behalf as appropriate in all respects
- ☐ (b) to have the proxy holder vote as per my/our intention as follow:-
- ☐ Approve.....vote ☐ Disapprove.....vote ☐
- Abstain.....vote

☐ **Agenda Item**Subject

- ☐ (a) To have the proxy holder consider and vote on my/our behalf as appropriate in all respects
- ☐ (b) to have the proxy holder vote as per my/our intention as follow:-
- ☐ Approve.....vote ☐ Disapprove.....vote ☐
- Abstain.....vote

☐ **Agenda Item**Subject

- ☐ (a) To have the proxy holder consider and vote on my/our behalf as appropriate in all respects
- ☐ (b) to have the proxy holder vote as per my/our intention as follow:-
- ☐ Approve.....vote ☐ Disapprove.....vote ☐
- Abstain.....vote

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

Signed _____ Proxy Grantor

(_____)

Holder

Signed _____ Proxy

(_____)