



NUSASIRI

LIVE BEYOND • คิด...ให้ชีวิตสมบูรณ์แบบ

(Affix 20 Baht duty stamp)

Proxy Form C.

(For foreign shareholders who have custodian in Thailand only.)

Shareholder's Registration No. Written at

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

(1) I/We

Address.....Nationality.....

as being the custodian of

Being a shareholder of **Nusasiri Public Company Limited** ("The Company")

Holding the total amount of.....shares with the voting rights or.....votes as follows:

Ordinary share.....shares with the voting rights or.....votes

Preferred share.....shares with the voting rights or.....votes

(2) Hereby appoint

1.Name.....age.....years,

Residing at.....Road.....Sub-district.....District.....

Province.....Postal Code.....or,

2.Name.....Mr.Pradit Sawattananondage.....70.....years,

Residing at.....353/5.....Road.....-.....Sub-district.....See Phraya.....District.....Bang Rak.....

Province.....Bangkok.....Postal Code10500.....or,

3. Name.....Mr. Piboon Voravanprecha.....age.....54.....years,

Residing at.....7..... Road.....-.....Sub-district Kukot.....District..... Lamlukka

Province..... PathumthaniPostal Code.....12130.....

Any and only one person could be my/our proxy to attend and vote in my/our behalf at the Annual General Meeting for the years 2019 to be held on Tuesday, April 30, 2019, at 14.00 hrs., at Ballroom B Room, 15th Floor, Maple Hotel, No. 9 Srinakarin Road Bang Na sub district, Bang Na District, Bangkok 10250 or on the date and at the place as may be postponed or changed.

(3) I/We would like to grant proxy holder to attend and vote in the Meeting as follows:

To grant to the proxy the total number of shares held by me/us and have the right to vote

To grant to the proxy a part of

Ordinary share.....shares with the voting rights or.....votes

Preferred share.....shares with the voting rights or.....votes

Total number of right to votevotes

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

Agenda 1 To consider of Minutes of the Annual General Meeting of shareholders for the year 2018 held on 30 April, 2018.

- (a) The proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate.
- (b) The proxy holder shall votes according to my intention as follows:
- Approve Disapprove Abstain

Agenda 2 To consider acknowledge the Company's performance report. And the Annual Report 2018

- (a) The proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate.
- (b) The proxy holder shall votes according to my intention as follows:
- Approve Disapprove Abstain

Agenda 3 To consider the approval of the financial statements 2018 for the year ended December 31st, 2018, which passed the audit of the certified public accountant.

- (a) The proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate.
- (b) The proxy holder shall votes according to my intention as follows:
- Approve Disapprove Abstain

Agenda 4 To consider the approval of the non-allocation of profits to be a legal reserve and the omission of dividend payment for the Company's operation for the fiscal year ended as of December 31, 2018.

- (a) The proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate.
- (b) The proxy holder shall votes according to my intention as follows:
- Approve Disapprove Abstain

Agenda 5 To consider the election of directors to replace those retiring by rotation

- (a) The proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate.
- (b) The proxy holder shall votes according to my intention as follows:
- Appointment of all directors**
- Approve Disapprove Abstain
- Appointment of individual directors**
- 1. Mr. Somkid Sari**
- Approve Disapprove Abstain
- 2. Mrs. Sirinongnard Prieuwanich**
- Approve Disapprove Abstain



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- Agenda 6 To consider determine the Directors' remuneration for the year 2019**
- (a) The proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate.
- (b) The proxy holder shall votes according to my intention as follows:
- Approve Disapprove Abstain
- Agenda 7 To consider approval the External Auditor and determine the Auditor's remuneration for the year 2019**
- (a) The proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate.
- (b) The proxy holder shall votes according to my intention as follows:
- Approve Disapprove Abstain
- Agenda 8 To consider acknowledge the cancellation of the allocate of new ordinary shares to support the exercise of warrants of the Company (NUSA-WA) in the amount of 500,000,000 shares and supports rights adjustment the exercise of Company's Warrant (NUSA-WA) of 63,446,717 shares total 563,446,717 shares at a par value of Baht 1, the total amount of Baht 563,446,717.-**
- (a) The proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate.
- (b) The proxy holder shall votes according to my intention as follows:
- Approve Disapprove Abstain
- Agenda 9 To consider approval the registered capital reduction with from Baht 10,160,910,748.- to Baht 9,597,464,031.- and approved the amendment of Clause 4 of the Memorandum of Association of the Company to be in accordance with the reduction of the registered capital of the Company.**
- (a) The proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate.
- (b) The proxy holder shall votes according to my intention as follows:
- Approve Disapprove Abstain
- Agenda 10 To consider any other business (if any)**
- (a) The proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate.
- (b) The proxy holder shall votes according to my intention as follows:
- Approve Disapprove Abstain

(5) Should neither the proxy holder vote in any agenda, incompliant with those specified herein, it shall be deemed that such vote is not correct nor my/our vote as a shareholder.

(6) In the case that I do not specify my intention for voting in any agenda, or specify unclear, or in case the meeting considers or passes resolutions in any matters other than those specified above, including any amendment or addition thereof, the proxy holder shall be entitled to consider and vote on my/our behalf as he/she may deem appropriate in all respect.



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Any acts performed by the proxy holder in this meeting, except the case that the proxy holder does not vote according to those specify in the Proxy Form, shall be deemed our actions in all respects.

Signed Proxy Grantor
(.....)

SignedProxy Holder
(.....)

Signed Proxy Holder
(.....)

Signed Proxy Holder
(.....)

Remark

1. Proxy Form C. shall be used only in case of shareholders whose names are shown in the register as foreign investors and appoint a custodian in Thailand
2. Evidence required to be attached to the Proxy Form includes:
 - (1) Power of Attorney by the shareholder authorizing the custodian to sign the Proxy Form on his/her behalf;
 - (2) Confirmation letter indicating that the person signing the Proxy Form on his/her behalf is permitted to operate the business of custodian.
3. The shareholder appointing proxy must authorize only one proxy to attend and vote at the meeting and may not split the number of shares to several proxies for splitting votes.
4. In the agenda regarding election of directors, the entire group of nominated directors, or any individual nominated directors, can be elected.
5. If there is any agenda to be considered in the meeting other than those specified above, the attached Supplement to Proxy Form C. shall be used.



The Annex of Proxy Form C.

The proxy on behalf of the shareholder of **Nusasiri Public Company Limited.**

At the Annual General Meeting of Shareholders for the years 2019 to be held on Tuesday, April 30, 2019, at 14.00 hrs., at Ballroom B Room, 15th Floor, Maple Hotel, No. 9 Srinakarin Road Bang Na sub district, Bang Na District, Bangkok 10250 or on the date and at the place as may be postponed or changed.

- Agenda** **Subject:**
 - (a) The proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate.
 - (b) The proxy holder shall votes according to my intention as follows:
 - Approve Disapprove Abstain

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 - (a) The proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate.
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 - Approve Disapprove Abstain

- Agenda** **Subject:**
 - (a) The proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate.
 - (b) The proxy holder shall votes according to my intention as follows:
 - Appointment of all directors
 - Approve Disapprove Abstain
 - Appointment of individual directors
 1. Name.....
 - Approve Disapprove Abstain
 2. Name.....
 - Approve Disapprove Abstain