

Proxy (Form C) (For foreign shareholders who have custodian in Thailand only)

Duty Stamp  
20 Baht

Written at.....

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

(1) I/We.....Nationality .....

Reside at .....

.....

As being the Custodian of.....

Who is a shareholder of **Principal Capital Public Company Limited**

Holding of a total .....shares and having the right to vote equal to .....votes, as follows:

common share.....shares 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) .....age.....years

Residing at No.....

..... Or

(2) .....age.....years

Residing at No.....

..... Or

(3) .....age.....years

Residing at No.....

..... Or

..... Mr. Yarnsak Manomaiphiboon .....age..... 56 ..... years  
at 23<sup>rd</sup> Bangkok Business Center Building No. 29 Road Sukhumvit 63, Klongton Nua, Wattana Bangkok 10110

..... Miss Aranya Chalernpornvarodom .....age..... 71 ..... year  
at 23<sup>rd</sup> Bangkok Business Center Building No. 29 Road Sukhumvit 63, Klongton Nua, Wattana Bangkok 10110

..... Miss Jutamas Ingpochai .....age..... 43 ..... year  
at 23<sup>rd</sup> Bangkok Business Center Building No. 29 Road Sukhumvit 63, Klongton Nua, Wattana Bangkok 10110

Any and only one person to be my/our proxy to attend and vote on my/our behalf at the 2019 Annual General Meeting of Shareholders on Thursday 25<sup>th</sup> April 2019 at 9.30 a.m. at the Auditorium, 5th Floor, Somerset Ekamai Bangkok, 18 Ekamai Soi 2, Sukhumvit 63 Road, Phra Khanong Nua, Wattana, Bangkok 10110 or at any adjournment thereof to any other date, time and place.

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

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

Grant partial shares of

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

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

Total voting right .....votes



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

Agenda 1 To consider and certify the minutes of the Annual General Meeting of Shareholders for the Year 2018

- (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 follows:-
  - Approve.....Votes     Disapprove.....Votes     Abstain .....Votes

Agenda 2 To acknowledge the report on the operating results of the Company for the Year 2018

- (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 follows:-
  - Approve.....Votes     Disapprove.....Votes     Abstain .....Votes

Agenda 3 To consider and approve the consolidated and separate financial statements of the Company for the year 2018 ended 31 December 2018

- (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 follows:-
  - Approve.....Votes     Disapprove.....Votes     Abstain .....Votes

Agenda 4 To consider and approve the non-appropriation of the annual net profit to statutory reserve and the omission of dividend payment in respect to the operating results of the year 2018

- (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 follows:-
  - Approve.....Votes     Disapprove.....Votes     Abstain .....Votes

Agenda 5 To consider and election the directors of the Company to replace those who retire by rotation

- (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 follows:-
  - appointment of all directors as proposed
  - Approve.....Votes     Disapprove.....Votes     Abstain .....Votes
  - appointment of certain directors
  - Director\_Name.....Miss Aranya Chalernpornvarodom..
  - Approve.....Votes     Disapprove.....Votes     Abstain .....Votes
  - Director\_Name.....Dr.Jutamas Ingpochai.....
  - Approve.....Votes     Disapprove.....Votes     Abstain .....Votes
  - Director\_Name.....Mr.Veera Srichanachaichok.....
  - Approve.....Votes     Disapprove.....Votes     Abstain .....Votes

Agenda 6 To consider and approve the remuneration of the Company's directors 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 follows:-
  - Approve.....Votes     Disapprove.....Votes     Abstain .....Votes

Agenda 7 To consider and appoint the auditors and determine the audit fee 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 follows:-
  - Approve.....Votes     Disapprove.....Votes     Abstain .....Votes



Agenda 8 To consider and approve the reduction of the Company's registered capital in the amount of Baht 550,913 from the existing registered capital of Baht 3,240,638,433 to the new registered capital of Baht 3,240,087,520, by cancelling its existing 550,913 authorized but unissued ordinary shares at par value of one Baht per share, and the amendment to Clause 4 of the memorandum of association of the Company to reflect the reduction of the Company's registered capital

- (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 follows:-
  - Approve.....Votes     Disapprove.....Votes     Abstain .....Votes

Agenda 9 To consider and approve the increase of the Company's registered capital under the General Mandate scheme in the amount of Baht 324,008,752, from the existing registered capital of Baht 3,240,087,520 (which is the registered capital after the reduction of the registered capital as specified in Agenda 8 above) to the new registered capital of Baht 3,564,096,272, by issuing 324,008,752 newly issued ordinary shares at par value of one Baht per share to accommodate the offering of the newly issued ordinary shares by way of private placement, and the amendment to Clause 4 of the memorandum of association of the Company to reflect the increase of the Company's registered capital

- (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 follows:-
  - Approve.....Votes     Disapprove.....Votes     Abstain .....

Agenda 10 To consider and approve the allocation of not exceeding 324,008,752 newly issued ordinary shares under the General Mandate scheme by way of private placement

- (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 follows:-
  - Approve.....Votes     Disapprove.....Votes     Abstain .....

Agenda 11 To consider other matters (if any)

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

(6) In case that I/we have not specified my/our voting intention for any agenda item or in case the meeting considers 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.

Signed.....Proxy Grantor  
(.....)

Signed.....Proxy Holder  
(.....)

Signed.....Proxy Holder  
(.....)

Signed.....Proxy Holder  
(.....)



Remarks

1. This Proxy Form is only used by foreign shareholder who has appointed Thai Custodian to be his/her/its trustee.
2. In the agenda for election of directors, directors may be elected as a whole or individually.
3. Evidences showing with Proxy Form are
  - (1) Letter of Attorney from shareholder empowering custodian to sign in Proxy Form.
  - (2) Confirmation Letter that person signing in the proxy is granted permission to operate the custodian business.
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 the agenda for election of directors, directors may be elected as a whole or individually.
5. 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

The appointment of proxy holder by the shareholder of Principal Capital Public Company Limited

At the 2019 Annual General Meeting of Shareholders on Thursday 25<sup>th</sup> April 2019 at 9.30 a.m. at the Auditorium, 5<sup>th</sup> Floor, Somerset Ekamai Bangkok, 18 Soi Passana (Ekamai Soi 2), Sukhumvit 63, Road, Prakanong Nua, Wattana, Bangkok, 10110 or at any adjournment thereof to any other date, time and place.

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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 follows:-

Approve.....Votes  Disapprove.....Votes  Abstain .....Votes

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 follows:-

Approve.....Votes  Disapprove.....Votes  Abstain .....Votes

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 follows:-

Approve.....Votes  Disapprove.....Votes  Abstain .....Votes

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 follows:-

Approve.....Votes  Disapprove.....Votes  Abstain .....Votes

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 follows:-

Approve.....Votes  Disapprove.....Votes  Abstain .....Votes

Agenda Item..... To consider electing directors (continued)

Director Name .....

Approve.....Votes  Disapprove.....Votes  Abstain .....Votes

Director Name .....

Approve.....Votes  Disapprove.....Votes  Abstain .....Votes

Director Name .....

Approve.....Votes  Disapprove.....Votes  Abstain .....Votes

Director Name .....

Approve.....Votes  Disapprove.....Votes  Abstain .....Votes

