

**Proxy Form A**

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

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

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

Address \_\_\_\_\_

(2) as a shareholder of **Nawarat Patanakarn Public Company Limited**,

holding a total number of \_\_\_\_\_ shares and having voting rights equivalent to \_\_\_\_\_ vote(s), as follows:

☐ Ordinary share \_\_\_\_\_ share(s) having voting rights equivalent to \_\_\_\_\_ vote(s)

☐ Preferred share \_\_\_\_\_ share (s) voting rights equivalent to \_\_\_\_\_ vote(s)

(3) hereby authorize either one of the following persons

☐ (1) \_\_\_\_\_ Age \_\_\_\_\_ Years

Residing at No. \_\_\_\_\_ Road \_\_\_\_\_ Subdistrict \_\_\_\_\_

District \_\_\_\_\_ Province \_\_\_\_\_ Postal code \_\_\_\_\_ or

☐ (2) Mr.Prasertphand Pipatanakul (Chairman of the Audit Committee, Independent Director) Age 80 Years

Residing at No. 740 Soi Paholyothin 30 Road - Subdistrict Ladyao

District Jatujuk Province Bangkok Postal code 10900 or

☐ (3) Mr.Niyom Niyamanusorn (Member of Audit Committee, Independent Director) Age 83 Years

Residing at No. 84 Soi Sukumvit 65 Road - Subdistrict Noth Pakhanong

District Vadhana Province Bangkok Postal code 10110 or

☐ (4) Mr.Apichart Dharmasaroja (Member of Audit Committee, Independent Director) Age 63 Years

Residing at No. 87/17 Moo 6 Road - Subdistrict Bangkhen

District Muang Province Nonthaburi Postal code 11000

Only one of them as my/our proxy to attend and vote in the 2015 Annual General Meeting of Shareholders to be held wednesday April 8, 2015 at 10.00 hrs., at Ratchapruek 1 Room, 2nd Floor, 2/3 Moo 14 Bangna Tower B Building, Bangna-Trad K.M.6.5, Bangkaew, Bangplee, Samutprakarn 10540, Thailand. or at any adjournment thereof to any other date, time and venue.

Any business carried out by the proxy holder in the said meeting shall be deemed as if having performed by myself.

Signed..... Grantor

(.....)

Signed..... Proxy

(.....)

**Note** The shareholder appointing the Proxy must authorize only one proxy to attend the meeting and voting and shall not allocate the number of shares to several proxies to vote separately

**Proxy Form B.**

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

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

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

Address \_\_\_\_\_

(2) as a shareholder of **Nawarat Patanakarn Public Company Limited**,

holding a total number of \_\_\_\_\_ shares and having voting rights equivalent to \_\_\_\_\_ vote(s), as follows:

☐ Ordinary share \_\_\_\_\_ share(s) having voting rights equivalent to \_\_\_\_\_ vote(s)

☐ Preferred share \_\_\_\_\_ share (s) voting rights equivalent to \_\_\_\_\_ vote(s)

(3) hereby authorize either one of the following persons

☐ (1) \_\_\_\_\_ Age \_\_\_\_\_ Years

Residing at No. \_\_\_\_\_ Road \_\_\_\_\_ Subdistrict \_\_\_\_\_

District \_\_\_\_\_ Province \_\_\_\_\_ Postal code \_\_\_\_\_ or

☐ (2) Mr.Prasertphand Pipatanakul (Chairman of the Audit Committee, Independent Director) Age 80 Years

Residing at No. 740 Soi Paholyothin 30 Road - Subdistrict Ladyao

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☐ (3) Mr.Niyom Niyamanusorn (Member of Audit Committee, Independent Director) Age 83 Years

Residing at No. 84 Soi Sukumvit 65 Road - Subdistrict Noth Pakhanong

District Vadhana Province Bangkok Postal code 10110 or

☐ (4) Mr.Apichart Dharmasaroja (Member of Audit Committee, Independent Director) Age 63 Years

Residing at No. 87/17 Moo 6 Road - Subdistrict Bangkhen

District Muang Province Nonthaburi Postal code 11000

Only one of them as my/our proxy to attend and vote in the 2015 Annual General Meeting of Shareholders to be held wednesday April 8, 2015 at 10.00 hrs., at Ratchapruek 1 Room, 2nd Floor, 2/3 Moo 14 Bangna Tower B Building, Bangna-Trad K.M.6.5, Bangkaew, Bangplee, Samutprakarn 10540, Thailand. or at any adjournment thereof to any other date, time and venue.

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

**Agenda item 1 Message from the Chairman to the Meeting**

- This agenda item is for acknowledgement and no casting of vote -

**Agenda item 2 To consider and certify the Minutes of the Extraordinary General Meeting of Shareholder No.1/2014**

☐ (a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.

☐ (b) The proxy holder shall vote in accordance with my intention as follows:

☐ Approve ☐ Disapprove ☐ Abstain

**NAWARAT**

- Agenda item 3      To acknowledge for the performance results of the Company and consider to approve the Company consolidated financial statements, for the fiscal year ending December 31, 2014
- ☐ (a)      The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.
- ☐ (b)      The proxy holder shall vote in accordance with my intention as follows:  
☐ Approve      ☐ Disapprove      ☐ Abstain
- Agenda item 4      To Consider and Approve the Allocation of the Legal Reserve and the Omission of the Dividends Payment for the Operating Result of Year 2014.
- ☐ (a)      The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.
- ☐ (b)      The proxy holder shall vote in accordance with my intention as follows:  
☐ Approve      ☐ Disapprove      ☐ Abstain
- Agenda item 5      To consider appointing new directors to replace existing directors who are due to retire by rotation
- ☐ (a)      The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.
- ☐ (b)      The proxy holder shall vote in accordance with my intention as follows:
- ☐ The appointment of all directors  
☐ Approve      ☐ Disapprove      ☐ Abstain
- ☐ The appointment of certain director
1. Mr. Prasertphand Pipatanakul  
☐ Approve      ☐ Disapprove      ☐ Abstain
2. Mr.Niyom Niyamanusorn  
☐ Approve      ☐ Disapprove      ☐ Abstain
3. Mr. Sook Sueyanyongsiri  
☐ Approve      ☐ Disapprove      ☐ Abstain
- Agenda item 6      To consider and approve directors and sub-committees' remuneration for the year 2015
- ☐ (a)      The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.
- ☐ (b)      The proxy holder shall vote in accordance with my intention as follows:  
☐ Approve      ☐ Disapprove      ☐ Abstain
- Agenda item 7      To consider and approve the Company's auditors and audit fee for the year 2015
- ☐ (a)      The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.
- ☐ (b)      The proxy holder shall vote in accordance with my intention as follows:  
☐ Approve      ☐ Disapprove      ☐ Abstain

**NAWARAT**

**Agenda item 8 To Consider and Approve the Capital reduction of the Company by cancellation of all unpaid Shares**

- ☐ (a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.
- ☐ (b) The proxy holder shall vote in accordance with my intention as follows:
- ☐ Approve                      ☐ Disapprove                      ☐ Abstain

**Agenda item 9 To consider and approve the amendment to Clause 4. Of the Company's Memorandum of Association to be in line with the decrease of the registered capital of the Company**

- ☐ (a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.
- ☐ (b) The proxy holder shall vote in accordance with my intention as follows:
- ☐ Approve                      ☐ Disapprove                      ☐ Abstain

**Agenda item 10 To Consider and approve Debenture Issuing and Offering an amount of not over 2,500 million baht**

- ☐ (a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.
- ☐ (b) The proxy holder shall vote in accordance with my intention as follows:
- ☐ Approve                      ☐ Disapprove                      ☐ Abstain

**Agenda item 11 To Consider other matters (if any)**

- ☐ (a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.
- ☐ (b) The proxy holder 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 form shall be considered as invalid and not my/our voting as a shareholder.
- (6) In the case that I/we have not declared a voting intention in any agenda or my/our determination is not clearly specified or that the meeting considers or ratifies resolutions in any matters apart from the agendas specified above, in addition to any amendment, modification or addition of any facts, the proxy holder shall have the right to consider and vote on behalf of myself as he/ she sees appropriate.

Any act(s) undertaken by the proxy holder at such meeting except the proxy holder does not vote as I/we specify in the proxy form shall be deemed as my/our own act(s) in every respects.

Signed..... Grantor

(.....)

Signed..... Proxy

(.....)

**Note:**

1. A Shareholder shall appoint only one proxy to attend and vote at the meeting. A shareholder may not split shares for any more than one proxy in order to split votes.
2. In the case that there is any other agenda(s) to consider other than the specified agendas mentioned above, the proxy may use the Annex to the Proxy Form B.

**Annex to the Proxy Form B.**

Grant of proxy as a shareholder of Nawarat Patanakarn Public Company Limited

At 2015 Annual General Meeting of Shareholders to be held Wednesday April 8, 2015 at 10.00 hrs., at Ratchapruet 1 Room, 2nd Floor, 2/3 Moo 14 Bangna Tower B Building, Bangna-Trad K.M.6.5, Bangkaew, Bangplee, Samutprakarn 10540, Thailand.or at any adjournment thereof to any other date, time and venue.

☐ Agenda..... Subject.....

☐ (a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.

☐ (b) The proxy holder shall vote in accordance with my intention as follows:  
☐ Approve ☐ Disapprove ☐ Abstain

☐ Agenda..... Subject.....

☐ (a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.

☐ (b) The proxy holder shall vote in accordance with my intention as follows:  
☐ Approve ☐ Disapprove ☐ Abstain

☐ Agenda..... Subject.....

☐ (a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.

☐ (b) The proxy holder shall vote in accordance with my intention as follows:  
☐ Approve ☐ Disapprove ☐ Abstain

☐ Agenda..... Subject.....

☐ (a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.

☐ (b) The proxy holder shall vote in accordance with my intention as follows:  
☐ Approve ☐ Disapprove ☐ Abstain

☐ Agenda..... Subject.....

☐ (a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.

☐ (b) The proxy holder shall vote in accordance with my intention as follows:  
☐ Approve ☐ Disapprove ☐ Abstain

**Proxy Form C.**  
(For Foreign Shareholder Appointing Custodian in Thailand)

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

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

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

Address \_\_\_\_\_

as a custodian for \_\_\_\_\_

who is a shareholder of **Nawarat Patanakarn Public Company Limited**,

holding a total number of \_\_\_\_\_ shares and having voting rights equivalent to \_\_\_\_\_ vote(s), as follows:

☐ Ordinary share \_\_\_\_\_ share(s) having voting rights equivalent to \_\_\_\_\_ vote(s)

☐ Preferred share \_\_\_\_\_ share (s) voting rights equivalent to \_\_\_\_\_ vote(s)

(2) hereby authorize either one of the following persons

☐ (1) \_\_\_\_\_ Age \_\_\_\_\_ Years

Residing at No. \_\_\_\_\_ Road \_\_\_\_\_ Subdistrict \_\_\_\_\_

District \_\_\_\_\_ Province \_\_\_\_\_ Postal code \_\_\_\_\_ or

☐ (2) Mr.Prasertphand Pipatanakul (Chairman of the Audit Committee, Independent Director) Age 80 Years

Residing at No. 740 Soi Paholyothin 30 Road - Subdistrict Ladyao

District Jatujuk Province Bangkok Postal code 10900 or

☐ (3) Mr.Niyom Niyamanusorn (Member of Audit Committee, Independent Director) Age 83 Years

Residing at No. 84 Soi Sukumvit 65 Road - Subdistrict Noth Pakhanong

District Vadhana Province Bangkok Postal code 10110 or

☐ (4) Mr.Apichart Dharmasaroja (Member of Audit Committee, Independent Director) Age 63 Years

Residing at No. 87/17 Moo 6 Road - Subdistrict Bangkhen

District Muang Province Nonthaburi Postal code 11000

Only one of them as my/our proxy to attend and vote in the 2015 Annual General Meeting of Shareholders to be held wednesday April 8, 2015 at 10.00 hrs., at Ratchapruek 1 Room, 2nd Floor, 2/3 Moo 14 Bangna Tower B Building, Bangna-Trad K.M.6.5, Bangkaew, Bangplee, Samutprakarn 10540, Thailand. or at any adjournment thereof to any other date, time and venue.

(3) I/ We hereby authorize the proxy to vote on my behalf at this meeting as follows:

☐ The proxy holder is authorized for all shares held and entitled to vote.

☐ The proxy holder is authorized for certain shares as follows:

☐ Ordinary share for.....shares and having voting right for .....votes

☐ Preferred share for.....shares and having voting right for..... votes

Total entitled votes .....vote

(4) In this meeting, I/we hereby grant my/our proxy to vote on my/our behalf as follows:

**Agenda item 1 Message from the Chairman to the Meeting**

- This agenda item is for acknowledgement and no casting of vote -

**Agenda item 2 To consider and certify the Minutes of the Extraordinary General Meeting of Shareholders No.1/2014**

- ☐ (a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.
- ☐ (b) The proxy holder shall vote in accordance with my intention as follows:  
☐ Approve      ☐ Disapprove      ☐ Abstain

**Agenda item 3 To acknowledge for the performance results of the Company and consider to approve the Company consolidated financial statements, for the fiscal year ending December 31, 2014**

- ☐ (a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.
- ☐ (b) The proxy holder shall vote in accordance with my intention as follows:  
☐ Approve      ☐ Disapprove      ☐ Abstain

**Agenda item 4 To Consider and Approve the Allocation of the Legal Reserve and the Omission of the Dividends Payment for the Operating Result of Year 2014.**

- ☐ (a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.
- ☐ (b) The proxy holder shall vote in accordance with my intention as follows:  
☐ Approve      ☐ Disapprove      ☐ Abstain

**Agenda item 5 To consider appointing new directors to replace existing directors who are due to retire by rotation**

- ☐ (a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.
- ☐ (b) The proxy holder shall vote in accordance with my intention as follows:
- ☐ The appointment of all directors  
☐ Approve      ☐ Disapprove      ☐ Abstain
- ☐ The appointment of certain director
1. Mr. Prasertphand Pipatanakul  
☐ Approve      ☐ Disapprove      ☐ Abstain
2. Mr.Niyom Niyamanusorn  
☐ Approve      ☐ Disapprove      ☐ Abstain
3. Mr. Sook Sueyanyongsiri  
☐ Approve      ☐ Disapprove      ☐ Abstain

**Agenda item 6 To consider and approve directors and sub-committees' remuneration for the year 2015**

- ☐ (a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.
- ☐ (b) The proxy holder shall vote in accordance with my intention as follows:  
☐ Approve      ☐ Disapprove      ☐ Abstain

**NAWARAT****Agenda item 7 To consider and approve the Company's auditors and audit fee for the year 2015**

- ☐ (a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.
- ☐ (b) The proxy holder shall vote in accordance with my intention as follows:  
☐ Approve ☐ Disapprove ☐ Abstain

**Agenda item 8 To Consider and Approve the Capital reduction of the Company by cancellation of all unpaid Shares**

- ☐ (a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.
- ☐ (b) The proxy holder shall vote in accordance with my intention as follows:  
☐ Approve ☐ Disapprove ☐ Abstain

**Agenda item 9 To consider and approve the amendment to Clause 4. Of the Company's Memorandum of Association to be in line with the decrease of the registered capital of the Company**

- ☐ (a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.
- ☐ (b) The proxy holder shall vote in accordance with my intention as follows:  
☐ Approve ☐ Disapprove ☐ Abstain

**Agenda item 10 To Consider and approve Debenture Issuing and Offering an amount of not over 2,500 million baht**

- ☐ (a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.
- ☐ (b) The proxy holder shall vote in accordance with my intention as follows:  
☐ Approve ☐ Disapprove ☐ Abstain

**Agenda item 11 To Consider other matters (if any)**

- ☐ (a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.
- ☐ (b) The proxy holder shall vote in accordance with my intention as follows:  
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- (5) Voting of the proxy holder in any agenda that is not specified in this proxy form shall be considered as invalid and not my/our voting as a shareholder.
- (6) In the case that I/we have not declared a voting intention in any agenda or my/our determination is not clearly specified or that the meeting considers or ratifies resolutions in any matters apart from the agendas specified above, in addition to any amendment, modification or addition of any facts, the proxy holder shall have the right to consider and vote on behalf of myself as he/ she sees appropriate.

Any act(s) undertaken by the proxy holder at such meeting except the proxy holder does not vote as I/we specify in the proxy form shall be deemed as my/our own act(s) in every respects.



Signed..... Grantor

(.....)

Signed..... Proxy

(.....)

Note

1. A Shareholder shall appoint only one proxy to attend and vote at the meeting. A shareholder may not split shares for any more than one proxy in order to split votes.
2. In the case that there is any other agenda(s) to consider other than the specified agendas mentioned above, the proxy may use the Annex to the Proxy Form C.

**Annex to the Proxy Form C.**

Grant of proxy as a shareholder of Nawarat Patanakarn Public Company Limited

At 2015 Annual General Meeting of Shareholders to be held Wednesday April 8, 2015 at 10.00 hrs., at Ratchapruet 1 Room, 2nd Floor, 2/3 Moo 14 Bangna Tower B Building, Bangna-Trad K.M.6.5, Bangkaew, Bangplee, Samutprakarn 10540, Thailand.or at any adjournment thereof to any other date, time and venue.

☐ Agenda..... Subject.....

☐ (a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.

☐ (b) The proxy holder shall vote in accordance with my intention as follows:  
☐ Approve ☐ Disapprove ☐ Abstain

☐ Agenda..... Subject.....

☐ (a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.

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☐ Approve ☐ Disapprove ☐ Abstain

☐ Agenda..... Subject.....

☐ (a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.

☐ (b) The proxy holder shall vote in accordance with my intention as follows:  
☐ Approve ☐ Disapprove ☐ Abstain

☐ Agenda..... Subject.....

☐ (a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.

☐ (b) The proxy holder shall vote in accordance with my intention as follows:  
☐ Approve ☐ Disapprove ☐ Abstain

☐ Agenda..... Subject.....

☐ (a) The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.

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☐ Approve ☐ Disapprove ☐ Abstain