

Proxy Form C: General Proxy Form (For foreign shareholders who have custodians in Thailand only)

According to Regulation of Department of Business Development

Re: Form of Proxy (No. 5) B.E. 2550

Written at

Date Month Year

(1) I/We with
address at Road Tambon/Khwaeng Amphoe/ Khet
..... Province Postal Code..... in our capacity as the
Custodian for being a shareholder of TPC
Power Holding Public Company Limited

holding the total amount of Shares and are entitled to vote equal to votes as follows:

ordinary shares shares with the voting rights of votes

preferred shares shares with the voting rights of votes

(2) do hereby appoint either one of the following persons:

(1) Age Years residing
at Road Tambon/Khwaeng Amphoe/Khet
..... Province Postal Code..... or

(2) Age Years residing
at Road Tambon/Khwaeng Amphoe/Khet
..... Province Postal Code..... or

(3) Age Years residing
at Road Tambon/Khwaeng Amphoe/Khet
..... Province Postal Code.....

Only one of them as my/our proxy to attend and vote on my/our behalf at the 2019 Annual General Meeting of Shareholders to be held on April 24, 2019, 10.00 AM at Magic 2 Room, 2nd Floor, Miracle Grand Convention Hotel, 99, Vibhavadi-Rangsit Road, Lak Si, Don Muang, Bangkok 10210 or on such other date and at such other place as may be adjourned or changed.

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

Grant proxy the total amount of shares holding entitled to vote.

Grant partial shares of

ordinary shares shares and are entitled to vote equal to votes

preferred shares shares and are entitled to vote equal to votes

Total Votes

(4) I/We therefore would like to vote for each agenda item as follows:

- Agenda 1: To consider and adopt the minutes of the 2018 Annual General Meeting of Shareholders
- (a) The Proxy is entitled to consider and vote on my/our behalf as deemed appropriate.
- (b) The Proxy shall vote in accordance with my/our intention as follows:
- Approve votes Disapprove votes Abstain votes
- Agenda 2: To acknowledge the Company's operating results for the year 2018
- Agenda 3: To consider and approve the financial statements for the fiscal year ended December 31, 2018
- (a) The Proxy is entitled to consider and vote on my/our behalf as deemed appropriate.
- (b) The Proxy shall vote in accordance with my/our intention as follows:
- Approve Disapprove Abstain
- Agenda 4: To consider and approve the dividend payment for the operating performance ended December 31, 2018
- (a) The Proxy is entitled to consider and vote on my/our behalf as deemed appropriate.
- (b) The Proxy shall vote in accordance with my/our intention as follows:
- Approve votes Disapprove votes Abstain votes
- Agenda 5: To consider the election of directors in place of those retiring by rotation
- (a) The Proxy is entitled to consider and vote on my/our behalf as deemed appropriate.
- (b) The Proxy shall vote in accordance with my/our intention as follows:
- To elect directors as a whole
- Approve Disapprove Abstain
- To elect each director individually
- Mr. Thanwa Theeravitayalert
- Approve Disapprove Abstain
- Mr. Cherdasak Wattanavijitkul
- Approve Disapprove Abstain
- Mr. Phathompol Saosap
- Approve Disapprove Abstain
- Agenda 6: To consider and approve the remuneration and bonus of directors for the year 2019
- (a) The Proxy is entitled to consider and vote on my/our behalf as deemed appropriate.
- (b) The Proxy shall vote in accordance with my/our intention as follows:
- Approve votes Disapprove votes Abstain votes
- Agenda 7: To consider the appointment of the auditor and to fix the audit fee
- (a) The Proxy is entitled to consider and vote on my/our behalf as deemed appropriate.
- (b) The Proxy shall vote in accordance with my/our intention as follows:
- Approve votes Disapprove votes Abstain votes
- Agenda 8: To consider other business (if any)
- (a) The Proxy is entitled to consider and vote on my/our behalf as deemed appropriate.
- (b) The Proxy shall vote in accordance with my/our intention as follows:
- Approve votes Disapprove votes Abstain votes

(5) Votes of the Proxy in any Agenda which is not in accordance with this Form of Proxy shall be invalid and shall not be the vote of the Shareholder.

(6) In case I/We do not specify the authorization or the authorization is unclear, or if the meeting considers or resolves any matter other than those stated above, or if there is any change or amendment to any fact, the Proxy shall be authorized to consider and vote the matter on my/our behalf as the Proxy deems appropriate.

For any act performed by the Proxy at the meeting, it shall be deemed as such acts had been done by me/us in all aspects except for vote of the Proxy which is not in accordance with this Proxy Form.

Signature Proxy Grantor

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Signature Proxy Holder

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Signature Proxy Holder

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Signature Proxy Holder

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Remark

1. This Form C is used only if the shareholder whose name is in the shareholders' register is an offshore investor who appoints a local custodian in Thailand to keep his/her shares in the custody.
2. The necessary evidence to be enclosed with this Proxy Form is:
 - (1) The power-of-attorney granted by the shareholder to the custodian by which the custodian is appointed to sign the proxy form on the shareholder's behalf.
 - (2) A certification that the authorized signatory of the proxy form is licensed to operate the custodian business.
3. The Shareholder appointing the Proxy must authorize only one proxy to attend and vote at the meeting and shall not allocate the number of shares to several proxies to vote separately.
4. In the agenda relating to election of Directors, it is applicable for elect either directors as a whole or elect each director individually.
5. In case there are agendas other than those specified above, the additional statement can be specified by the Shareholder in the Regular Continued Proxy Form C as enclosed.

Attachment to Proxy Form C

Granting of power to a proxy as a shareholder of TPC Power Holding Public Company Limited in The 2019 Annual General Meeting of Shareholders on Wednesday, April 24, 2019 at 10.00 AM at Magic 2 Room, 2nd Floor, Miracle Grand Convention Hotel, 99, Vibhavadi-Rangsit Road, Lak Si, Don Muang, Bangkok or on such other date and at such other place as may be adjourned or changed.

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Agenda No..... Subject

- (a) The Proxy is entitled to consider and vote on my/own behalf as deemed appropriate.
- (b) The Proxy shall vote in accordance with my/our intention as follows:
 - Approval votes Disapprove votes Abstain votes

Agenda No..... Subject

- (a) The Proxy is entitled to consider and vote on my/own behalf as deemed appropriate.
- (b) The Proxy shall vote in accordance with my/our intention as follows:
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 - Approval votes Disapprove votes Abstain votes

Agenda No..... Subject

- (a) The Proxy is entitled to consider and vote on my/own behalf as deemed appropriate.
- (b) The Proxy shall vote in accordance with my/our intention as follows:
 - Approval votes Disapprove votes Abstain votes

Agenda No..... Subject Election of directors (cont.)

Name of Director
 Approval votes Disapprove votes Abstain votes

Name of Director
 Approval votes Disapprove votes Abstain votes

Name of Director
 Approval votes Disapprove votes Abstain votes

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