

(Affix 20 Baht duty stamp)

**Proxy Form (B)**

Shareholder's Registration No. ....

Written at .....

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

(1) I/We .....

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

(2) 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

(3) Hereby appoint

If you make proxy by choosing no. 1, please mark ✓ at  1. and give the detail of proxy holder.

1. Name.....age.....years, residing at.....Road.....Sub-district.....District.....Province.....Postal Code.....or,

If you make proxy by choosing no. 2 or 3, please mark ✓ at  2 or 3.

2. Name.....Mr.Pradit Sawattananond .....age.....69.....years, Residing at...353/5...Road.....Sub-district...See Phraya...District.....Bang Rak.... Province.....Bangkok.....Postal Code .....10500.....or,

3. Name.....Mr.Manop Thanomkitti.....age.....65.....years, residing at...117/159... Road.....Sub-district ...Tungsonghong...District...Laksi.... Province.....Bangkok.....Postal Code.....10210.....

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 2018 to be held on Monday, April 30, 2018, at 14.00 hrs., at Terra room, 3<sup>rd</sup> 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.

**Please bring this proxy to show at the meeting even shareholders who attend the meeting in person.**

(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 Extraordinary General Meeting of Shareholders No.1/2017 held on December 18, 2017**

- (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 acknowledge the report on the Company's performance and the Annual report for the year 2017**

- (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 and approve the Financial Statements for the fiscal year ended December 31, 2017 having been already audited by 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 and approve the non-allocation of retained earnings to be statutory legal reserves and the omission of dividends payment according to the Company's performance for the fiscal year ended as of December 31, 2017**

- (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 and approve the appointment of directors to replace those who are retiring by rotation and the appointment of an additional director.**

- (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. Visanu Thepcharoen**
- Approve                       Disapprove                       Abstain
- 2. Mr. Sompijit Chaichanajaruk**
- Approve                       Disapprove                       Abstain
- 3. Mrs. Siriya Thepcharoen**
- Approve                       Disapprove                       Abstain
- 4. Ms. Nunthida Kittiissaranont**
- Approve                       Disapprove                       Abstain

**Agenda 6 To consider and approve the remuneration of directors for the year 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 7 To consider and approve the appointment of Company's auditors and their remuneration in 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 8 To consider and approve the cancellation of the allocation of the Company's new ordinary shares to certify the exercise right of warrant series 2 (NUSA-W2) in the number of 286,944,117 shares, to certify the adjustment of the right of warrant series 2 (NUSA-W2) in the number of 38,652,395 shares, to allocate new ordinary shares to the existing shareholders in the number of 773,516 shares, and to certify the exercise right of warrant series 3 (NUSA-W3) in the number of 773,516 shares, totaling 327,143,544 shares at the par value of 1.00 Baht, totalling 327,143,544 Baht.**

- (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 and approve the reduction of the Company's registered capital of 327,143,544 shares from the original registered capital of 10,488,054,292 shares to the registered capital 10,160,910,748 shares and to approve the amendment of Clause 4 of the Memorandum of Association of the Company to be in line 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 the amendment of Clause 11 of Article of Association 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 11 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.

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  
(.....)

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

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

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

**Remark**

1. The Shareholder shall grant proxy to only one proxy holder to attend and vote at the meeting. The number of share may not be divided to more than one proxy holder in order to divide the vote.
2. In case there is any other agenda to be considered in addition to those specified above, the grantor may specify such agenda in the Annex to this proxy form (B).

**The Annex of Proxy Form B.**

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

Any and only one person could be my/our proxy to attend and vote in my/our behalf at the Annual General Meeting of Shareholders for the years 2018 to be held on Monday, April 30, 2018, at 14.00 hrs., at Terra room, 3<sup>rd</sup> 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

  
- 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

  
- 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

  
- 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

  
- 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
      3. Name.....
        - Approve                       Disapprove                       Abstain
      4. Name.....
        - Approve                       Disapprove                       Abstain