

**Proxy Form C**

Stamp  
Duty  
20 Baht

**(For foreign shareholder who assign custodian in Thailand to keep and manage stock)  
Attachment to the announcement of Department of Business Development  
Re: Proxy Form (Fifth Revision) 2007**

Written at.....

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

(1) I/We.....,  
having business address at.....Road.....,  
Sub-district.....District.....Province, Postcode.....,  
As the operator who keeps and manages stock (a custodian) for .....,  
the shareholder of The International Engineering PCL, for an amount of ..... shares.

(2) Hereby appoint

(1) .....Age.....years

Address:.....Road.....Sub-district.....

District.....Province, Postcode..... or

(2) .....Age.....years

Address:.....Road.....Sub-district.....

District.....Province, Postcode..... or

(3) Mr. Komol Jungruangruengkit (Chairman) Age: 71 years, residing at 5/7 Moo 1, Bangna-Trad Road, Bangchalong Sub-district, Bangplee District, Samutprakarn.

(4) Mr. Sakda Sinives (Audit Committee and Independent Director) Age: 68 years, residing at 62/3 Moo 3, Bangpoon Sub-district, Phatumthanee District, Phatumthanee.

One of the above to be my/our proxy to attend and vote at the Annual General Meeting of Shareholders is to be held on Friday, April 28, 2023, 10.00hrs. at Golf View Ballroom, Golf View Floor 8, Pinehurst Golf Club, 146/4 Phaholyothin Road, Klong 1, Amphur Klong Luang, Phatumthanee. or on the date and at the venue as may be postponed.

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

(a) Authorize the proxy all shares with voting right

(b) Authorize in part as follows:

..... ordinary shares and entitled to cast..... Votes

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

**Agenda 1**  **Review and approve the minutes of the Extraordinary General Meeting of Shareholders No.1/2022 on Friday, November 11, 2022.**

- (a) The proxy shall vote independently as to his/her consideration.  
 (b) The proxy shall vote according to my/our intention as follows:  
 For.....votes  Against .....votes  Abstain.....votes

**Agenda 2**  **Consider and approve the financial statements for the year ended December 31, 2022.**

- (a) The proxy shall vote independently as to his/her consideration.  
 (b) The proxy shall vote according to my/our intention as follows:  
 For.....votes  Against .....votes  Abstain.....votes

**Agenda 3**  **Consider and approve the omission of dividend payment of the year 2022.**

- (a) The proxy shall vote independently as to his/her consideration.  
 (b) The proxy shall vote according to my/our intention as follows:  
 For.....votes  Against .....votes  Abstain.....votes

**Agenda 4**  **Consider and approve appointment of director, in replacement of director with expiring tenure**

- (a) The proxy shall vote independently as to his/her consideration.  
 (b) The proxy shall vote according to my/our intention as follows:

**Individual Appointment**

Name : **Mr. Komol Jungrungruangkit**

For.....votes  Against .....votes  Abstain.....votes

Name : **Mr. Chalerm Suepugdee**

For.....votes  Against .....votes  Abstain.....votes

Name : **Mrs. Chanidapa Wanichcharoensuk**

For.....votes  Against .....votes  Abstain.....votes

**Agenda 5**  **Consider and approve remuneration for Board of Directors and Audit Committee in 2023.**

- (a) The proxy shall vote independently as to his/her consideration.  
 (b) The proxy shall vote according to my/our intention as follows:  
 For.....votes  Against .....votes  Abstain.....votes

**Agenda 6**  **Consider and approve appointment of auditors and audit fee for the year 2023.**

- (a) The proxy shall vote independently as to his/her consideration.  
 (b) The proxy shall vote according to my/our intention as follows:  
 For.....votes  Against .....votes  Abstain.....votes

**Agenda 7**  **To consider and approve the amendment to the Company's Articles of Association**

- (a) The proxy shall vote independently as to his/her consideration.  
 (b) The proxy shall vote according to my/our intention as follows:  
 For.....votes  Against .....votes  Abstain.....votes

**Agenda 8**  **To consider and approve the increase of the registered capital not exceeding 411,681,925 baht from the original registered capital of 311,681,925 baht to the newly registered capital of 723,363,850 baht by issuing 823,363,850 new ordinary shares at a par value of 0.50 baht and to amend the Company's Memorandum of Association Clause 4 (registered capital).**

- (a) The proxy shall vote independently as to his/her consideration.  
 (b) The proxy shall vote according to my/our intention as follows:  
 For.....votes  Against .....votes  Abstain.....votes

**Agenda 9**  **To consider and approve the allocation and offering of 823,363,850 new ordinary shares at a par value of 0.50 baht (Fifty satang) to Private Placement (PP), RO.**

- (a) The proxy shall vote independently as to his/her consideration.  
 (b) The proxy shall vote according to my/our intention as follows:  
 For.....votes  Against .....votes  Abstain.....votes

**Agenda 10**  **To consider and approve investing in real estate.**

- (a) The proxy shall vote independently as to his/her consideration.  
 (b) The proxy shall vote according to my/our intention as follows:  
 For.....votes  Against.....votes  Abstain.....votes

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

- (a) The proxy shall vote independently as to his/her consideration.  
 (b) The proxy shall vote according to my/our intention as follows:  
 For.....votes  Against.....votes  Abstain.....votes

(5) The vote cast by the proxy in any agenda not conforming to this document deems invalid and not to be taken as the shareholder's vote.

(6) If I/We did not declare or indicate clearly the intent to vote in any agenda; or if the meeting is to consider and vote for a resolution for the agenda other than those stated in this document; including any change or addition of facts, the proxy will have full right to consider and vote on my/our behalf upon his/her consideration.

I/We shall be fully liable for any action taken by the proxy at the meeting, except the proxy does not vote according to my/our intent in this document.

Signature. .... Grantor  
( )

Signature. .... Proxy  
( )

Signature. .... Proxy  
( )

Signature. .... Proxy  
( )

Remarks:

1. Proxy Form C shall be used in the event that the shareholder as appeared on share register is a foreign investor, appointing custodian in Thailand to keep and manage stocks.
2. The required evidence to be enclosed to Proxy Form are as follows:
  - (1) Power of Attorney, granted by the shareholder to the custodian, authorizing the custodian to sign in Proxy Form on his/her behalf.
  - (2) A letter affirming that the signature on the Proxy Form has been licensed to conduct custodian business.
3. Shareholder shall appoint only one proxy to attend and vote at the meeting; whereas the shares in possession must not be split to several proxies for purpose of vote split.
4. Appointment of directors can be made full board or individually.
5. In the event of any further agenda to be considered otherwise than stipulated, the proxy grantor may assign onto the regular attached to Proxy Form C.

**The regular continued Proxy Form C**

The proxy of the shareholder of The International Engineering Public Company Limited  
In the Annual General Meeting of Shareholders is to be held on Friday, April 28, 2023,  
10.00hrs. at Golf View Ballroom, Golf View Floor 8, Pinehurst Golf Club, 146/4 Phaholyothin Road,  
Klong 1, Amphur Klong Luang, Phatumthanee. or on the date and at the venue as may be postponed.

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Agenda..... Re:.....

(a) The proxy shall vote independently as to his/her consideration.

(b) The proxy shall vote according to my/our intention as follows:

For.....votes  Against.....votes  Abstain.....votes

Agenda..... Re:.....

(a) The proxy shall vote independently as to his/her consideration.

(b) The proxy shall vote according to my/our intention as follows:

For.....votes  Against.....votes  Abstain.....votes

Agenda..... Re:.....

(a) The proxy shall vote independently as to his/her consideration.

(b) The proxy shall vote according to my/our intention as follows:

For.....votes  Against.....votes  Abstain.....votes

Agenda..... Re:.....

(a) The proxy shall vote independently as to his/her consideration.

(b) The proxy shall vote according to my/our intention as follows:

For.....votes  Against.....votes  Abstain.....votes

Agenda..... Re: Appointment of directors (continued)

Director's name: .....

For.....votes  Against.....votes  Abstain.....votes

Director's name: .....

For.....votes  Against.....votes  Abstain.....votes

Director's name: .....

For.....votes  Against.....votes  Abstain.....votes