

**Proxy Form C**  
**(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) .....Age.....years

Address:.....Road.....Sub-district.....  
District.....Province, Postcode..... or

(4) Mr. Metha Thumviharn (Member of the Audit Committee and Independent Director) Age: 60 years, residing at 109/102, Soi 18, Lardprao Road, Lard Yoa Sub-district Chatuchak District, Bangkok.

One of the above to be my/our proxy to attend and vote at the Extraordinary General Meeting of Shareholders No.1/2017 to be on Friday 20 October 2017 at 13.30 at Rajthevee Grand Ballroom, 3rd Floor, Asia Hotel Bangkok, No.296 Phayathai Road, Ratchathewi, Bangkok. 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 Annual General Meeting No. 1/2017 (Rescheduled) dated 22 May 2017.**

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

**Agenda2**  **Consider and approve the decrease of registered capital of the 8,380,424 unsubscribed shares.**

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

**Agenda 3**  **Consider and approve an amendment to section 4 or the memorandum of association in accordance with the cancellation of the unsubscribed shares.**

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

**Agenda 4**  **Consider and approve the increase of share capital by 2,035,915,023.50 Baht from 2,440,661,250.76 to 4,476,576,274.26 Baht by issuing 203,591,502,350 new capital increase ordinary shares at the par value of 0.01 Baht (One Satang) each.**

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

**Agenda 5**  **Consider and approve an amendment to section 4 or the memorandum of association in accordance with the increase of 4,476,576,274.26 registered share 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  Against  Abstain

**Agenda 6**  **Consider and approve the allotment and offering of 203,591,502,350 new ordinary shares at the par value of 0.01 Baht (One Satang) each via right offering (RO) at the subscription ratio of 1 existing share to 1 new ordinary share at the offering price of 0.0125 Baht / share (Zero point zero one two five Baht / share).**

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

**Agenda 7**  Consider and approve the appointment of 6 additional directors.

- (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

Director's name: Mr. Komol Jungrunruangkit  
 For  Against  Abstain

Director's name: Mr. Dumrong Putiput  
 For  Against  Abstain

Director's name: Mr. Sakda Sinives  
 For  Against  Abstain

Director's name: Mr. Pornthep Itsoponpan  
 For  Against  Abstain

Director's name: Mr. Chatchawan Hasuwannakit  
 For  Against  Abstain

Director's name: Mr. Apichet Paiboonpan  
 For  Against  Abstain

Director's name: Mr. Tischuan Nanavaratorn  
 For  Against  Abstain

Director's name: Mr. Kornchanan Thananpong  
 For  Against  Abstain

Director's name: Mr. Sunchai Chogpingpithak  
 For  Against  Abstain

Director's name: Mr. Pongsakorn Boonworamete  
 For  Against  Abstain

Director's name: Mr. Uracha Changom  
 For  Against  Abstain

Director's name: Mr. Worrarat Tantisewekul  
 For  Against  Abstain

**Agenda 8**  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 Extraordinary General Meeting of Shareholders No.1/2017 to be on Friday 20 October  
2017 at 13.30 at Rajthevee Grand Ballroom, 3rd Floor, Asia Hotel Bangkok, No.296 Phayathai Road,  
Ratchathewi, Bangkok. 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:.....

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(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