

## Proxy Form C

(For Foreign Shareholders Appointing Custodian in Thailand)

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

Date: : \_\_\_\_\_ / \_\_\_\_\_ / \_\_\_\_\_

(1) I/We \_\_\_\_\_  
with office at \_\_\_\_\_  
\_\_\_\_\_ acting as custodian for \_\_\_\_\_  
who is a shareholder of Thai Optical Group Public Company Limited and holding a total number of \_\_\_\_\_ shares, with voting rights of \_\_\_\_\_ votes, which comprise \_\_\_\_\_ ordinary shares, with voting rights of \_\_\_\_\_ votes and \_\_\_\_\_ preferred shares, with voting rights of \_\_\_\_\_ votes,

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

1. \_\_\_\_\_ age \_\_\_\_\_ residing at No. \_\_\_\_\_  
Road \_\_\_\_\_ Sub-district \_\_\_\_\_ District \_\_\_\_\_  
Province \_\_\_\_\_ Country \_\_\_\_\_ Postal Code \_\_\_\_\_ ; or
2. \_\_\_\_\_ age \_\_\_\_\_ residing at No. \_\_\_\_\_  
Road \_\_\_\_\_ Sub-district \_\_\_\_\_ District \_\_\_\_\_  
Province \_\_\_\_\_ Country \_\_\_\_\_ Postal Code \_\_\_\_\_ ; or
3. \_\_\_\_\_ age \_\_\_\_\_ residing at No. \_\_\_\_\_  
Road \_\_\_\_\_ Sub-district \_\_\_\_\_ District \_\_\_\_\_  
Province \_\_\_\_\_ Country \_\_\_\_\_ Postal Code \_\_\_\_\_

as my/our proxy holder to attend and vote on my/our behalf at the Annual General Meeting of Shareholders No.19/2021 via Electronic Mean broadcasting from the Optic Gallery at Thai Optical Company Limited or TOC (a subsidiary company), No. 61/9 Moo 5, Bangbuathong-Suphanburi Road, Laharn, Bangbuathong, Nonthaburi, 11110 Thailand at 10:00 hours, to be held on April 7, 2022 or at any adjournment thereof.

(3) I/We authorise my/our proxy holder to attend the meeting and cast votes in the following manner:

- Cast vote for all shares held and entitled to vote.
  - Cast vote for the following portion of shares:
    - ordinary share \_\_\_\_\_ shares with the voting right of \_\_\_\_\_ votes
    - preferred share \_\_\_\_\_ shares with the voting right of \_\_\_\_\_ votes
- Total number of votes: \_\_\_\_\_ votes

(4) I/We authorise my/our proxy holder to cast votes on my/our behalf at the meeting in the following manner:

**Agenda 1 re: To certify the minutes of the Extraordinary General Meeting of Shareholders No. 1/2021 which was held on 16<sup>th</sup> June 2021**

- (a) The proxy is entitled to cast the votes on my behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
- Approve                       Disapprove                       Abstain

**Agenda 3 re: To approve the Statement of Financial Position and Statement of Comprehensive Income ended 31<sup>st</sup> December 2021 together with the Auditor's Report**

- (a) The proxy is entitled to cast the votes on my behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
- Approve                       Disapprove                       Abstain

**Agenda 4 re: To approve the allocation of net profits and annual dividend payment for 2021, and to fix the Record Date for the right to receive dividends**

- (a) The proxy is entitled to cast the votes on my behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
- Approve                       Disapprove                       Abstain

**Agenda 5 re: To approve the appointment of auditor(s) and the audit fee for 2022**

- (a) The proxy is entitled to cast the votes on my behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
- Approve                       Disapprove                       Abstain

**Agenda 6 re: To approve the appointment of directors to replace the directors retiring by rotation**

- (a) The proxy is entitled to cast the votes on my behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:

Vote for all the nominated candidates

Approve                       Disapprove                       Abstain

Vote for an individual nominated candidate

Mr. Singh Tangtatswas

Approve                       Disapprove                       Abstain

Mr. Phairuch Mek-arporn

Approve                       Disapprove                       Abstain

Mrs. Pornpun Thotrakul

Approve                       Disapprove                       Abstain

Mrs. Amolrat Prachartam

Approve                       Disapprove                       Abstain

**Agenda 7 re: To approve the fixing of directors' remuneration and bonus for 2022**

- (a) The proxy is entitled to cast the votes on my behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
  - Approve                                       Disapprove                                       Abstain

**Agenda 8 re: Other matters (if any)**

- (a) The proxy is entitled to cast the votes on my behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
  - Approve                                       Disapprove                                       Abstain

- (5) If the votes which the proxy casts on any agenda conflict with my/our specified instruction in this proxy form, those votes are invalid and will be regarded as not having been casted by me/us in my/our capacity as the shareholder.
- (6) If my/our instruction on voting is not expressly or clearly indicated on any agenda, the meeting considers or resolves on any matter other than those stated above, or there is any change or addition to the relevant facts, then the proxy will be entitled to cast the votes on my/our behalf at his/her own discretion.

Any acts or performance caused by the proxy at the above meeting, except voting in contravention of my/ our instruction, shall be deemed as my/our acts and performance in all respects.

Signed \_\_\_\_\_ Shareholder  
(\_\_\_\_\_)

Signed \_\_\_\_\_ Proxy Holder  
(\_\_\_\_\_)

Signed \_\_\_\_\_ Proxy Holder  
(\_\_\_\_\_)

Signed \_\_\_\_\_ Proxy Holder  
(\_\_\_\_\_)

Remarks:

1. This Proxy Form shall be applicable only for the shareholders listed in the shares registration book as foreign investors who have appointed custodians in Thailand.
2. The following documents shall be attached to this Proxy Form:
3. The shareholder shall appoint only one proxy holder to attend and vote at the meeting and shall not allocate the number of shares to several proxy holders to vote separately.
4. With regard to the election of director(s), approval may be given in respect of all nominated persons as a group or for each nominated person individually.
5. Where there occurs any agenda for the meeting's consideration other than those specified above, such additional agenda and additional instructions may be specified in the Annex to the Proxy Form attached hereto.
6. The validity period of a notarised affidavit is 6-month.

### Annex to the Proxy Form

Appointment of proxy holder to attend and vote on my/our behalf at the Annual General Meeting of Shareholders No.19/2021 via Electronic Devices broadcasting from the Optic Gallery at Thai Optical Company Limited or TOC (a subsidiary company), No. 61/9 Moo 5, Bangbuathong-Suphanburi Road, Laharn, Bangbuathong, Nonthaburi, 11110 Thailand at 10:00 hours, to be held on April 7, 2022, or at any adjournment thereof.

**Agenda No. \_\_\_\_ Subject \_\_\_\_\_**

- (a) The proxy is entitled to cast the votes on my behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
  - Approve                                       Disapprove                                       Abstain

**Agenda No. \_\_\_\_ Subject \_\_\_\_\_**

- (a) The proxy is entitled to cast the votes on my behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
  - Approve                                       Disapprove                                       Abstain

**Agenda No. \_\_\_\_ Subject \_\_\_\_\_**

- (a) The proxy is entitled to cast the votes on my behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
  - Approve                                       Disapprove                                       Abstain

**Agenda 6 re: To consider the reappointment of directors whose term are expired by rotation**

- (a) The proxy is entitled to cast the votes on my behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
  - Approve                                       Disapprove                                       Abstain

(a) The proxy is entitled to cast the votes on my behalf at its own discretion.

Vote for an individual nominated candidate

Name of Director \_\_\_\_\_

- Approve                                       Disapprove                                       Abstain

Name of Director \_\_\_\_\_

- Approve                                       Disapprove                                       Abstain

Name of Director \_\_\_\_\_

- Approve                                       Disapprove                                       Abstain

Name of Director \_\_\_\_\_

- Approve                                       Disapprove                                       Abstain