



Duty Stamp
Baht 20

Proxy Form C
(Form Specifying for Foreign Shareholders appointing a Custodian in Thailand)

Made at _____
Date _____ Month _____ Year _____

I/
(1) We _____ Nationality _____
residing/located at
No. _____ Road _____ Sub-District _____
District _____ Province _____ Postal Code _____

Acting as the Custodian for _____

(2) being a shareholder of **Food Capitals Public Company Limited**

holding _____ shares in total which are entitled to cast _____ votes as follows:
ordinary shares _____ shares which are entitled to cast _____ votes
preferred shares _____ shares in total which are entitled to cast _____ votes

(3) Hereby appoint either one of the following persons: (you may appoint the nominated independent director as detailed in attachment 9)

Mr./Mrs./Miss _____ age _____ years
residing/located at
No. _____ Road _____ Sub-District _____
District _____ Province _____ Postal Code _____, or
 Mr./Mrs./Miss _____ age _____ years
residing/located at
No. _____ Road _____ Sub-District _____
District _____ Province _____ Postal Code _____, or
 Mr./Mrs./Miss _____ age _____ years
residing/located at
No. _____ Road _____ Sub-District _____
District _____ Province _____ Postal Code _____

As only one of my/our proxy to attend and vote on my/our behalf at the Extraordinary General Meeting of Shareholders to be held on December 21, 2018 at 10.00 am at the Novotel Bangkok Ploenchit Sukhumvit, Ballroom 2 and 3, 9th Floor. 566 Ploenchit Road, Lumpini, Pathumwan, Bangkok or any adjournment thereof.

(4) I authorize my Proxy to attend and cast the votes at this meeting according to my/our intentions as follows:

The Proxy is empowered to vote the entire shares held and entitled to vote.



The Proxy is empowered to vote part of my/our shares as follows:

holding share(s) in total amount of _____ unit(s) and having the right to vote _____ vote(s)

Total rights to vote equal to _____ votes.

(5) I / We authorize my/our proxy to cast the votes on my/our behalf at the above meeting as follows:

- Agenda 1 To certify the minutes of the 2018 Annual General Meeting of Shareholders held on April 23, 2018**
 - (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
 - (b) The proxy must cast the votes in accordance with the following instructions:
 - Approve Disapprove Abstain
- Agenda 2 To consider and approve the remuneration of the Company’s auditors for Financial Statement as of Q3.2018 and Year end 2018**
 - (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
 - (b) The proxy must cast the votes in accordance with the following instructions:
 - Approve Disapprove Abstain
- Agenda 3 To consider and approve the reduction in the registered capital of the Company**
 - (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
 - (b) The proxy must cast the votes in accordance with the following instructions:
 - Approve Disapprove Abstain
- Agenda 4 To consider and approve the amendment to Clause 4 of the Memorandum of Association with respect to the registered capital, number of shares and share value to correspond with the capital reduction of the Company with respect to the shares for general mandate**
 - (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
 - (b) The proxy must cast the votes in accordance with the following instructions:
 - Approve Disapprove Abstain
- Agenda 5 To consider and approve the increase in the registered capital of the Company**
 - (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
 - (b) The proxy must cast the votes in accordance with my/our following instruction
- Agenda 6 To consider and approve the amendment to Clause 4 of the Memorandum of Association of the Company with respect to the registered capital and the number of shares of the Company to correspond with the increase in the registered capital**
 - (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
 - (b) The proxy must cast the votes in accordance with the following instructions:
 - Approve Disapprove Abstain
- Agenda 7 To consider and approve the allocation of the securities of the Company**
 - (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.



- (b) The proxy must cast the votes in accordance with the following instructions:
 - Approve Disapprove Abstain

- Agenda 8 To consider and approve the issuance and offering of Warrants for the newly issued ordinary shares to the existing shareholders by the Rights Offering (Warrant RO) such as the warrants to purchase the ordinary shares of the Company No.5 (FC-W5) and the warrants to purchase the ordinary shares of the Company No.6 (FC-W6) and determine Recode Date of Warrant RO after the completion of the allocation of newly issued share according to Agenda 7(1)**

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

- Agenda 9 To consider and approve the business integration plan between the Company and PRGD by way of the EBT**

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

- Agenda 10 To consider and approve the entering into the Disposal of the investment and the liabilities of subsidiaries as follows (Seperated using voting right in Agenda 10.1 the Disposal of the investment and the liabilities of subsidiaries to the third party and Agenda 10.2 the Disposal of the investment and the liabilities of subsidiaries to the related party). the Disposal of the investment and the liabilities of subsidiaries in this Agenda is under Condition Precedent occurred before EBT**

- Agenda 10.1 the Disposal of investments in subsidiaries as follows: To the third party by determined the third party have to pay for ordinary shares of each subsidiaries in full amount which is under Condition Precedent**

- Agenda 10.2 the Disposal of investments in subsidiaries as follows: To the major shareholders or the person assigned by the major shareholder, this is a connected transaction. In the case that it can not be sold to a third party under Item 10.1 by Q1.2019, Such transaction will be sold to Mr. Krit Srichawla who is the major shareholder, held 8.69% of paid up capital and is the director or the designated person of Mr. Krit Srichawla, who is the related person according to the Related Party Notification.**

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

- Agenda 11 To consider and approve the entering into the Disposal of the investment and the liabilities of subsidiaries as follows (Seperated using voting right in Agenda 11.1 the Disposal of the investment and the liabilities of subsidiaries to the third party and Agenda 11.2 the Disposal of the investment and the liabilities of subsidiaries to the related party). the Disposal of the investment and the**



liabilities of subsidiaries in this Agenda which will be occurred after EBT is under Covenants specified in Share Subscription Agreement

Agenda 11.1 the Disposal of the investment and the liabilities of subsidiaries as follows: To the third part, the disposition has to be completed within 12 months after EBT completed under Covenants in SSA. The payment period shall be within 15 months from the date of the entire business transfer and the allotment is completed by the term. The 15 months period is a result of the negotiation and the major shareholders are obliged to purchase the investment in this subsidiary, if the company can not find the interested buyers within the period, the major shareholders expect to use in the process of disposal of investment in ordinary shares of the subsidiary. The process of acquiring those who are interested in acquiring outside shares of the subsidiary, the process of verifying the accuracy of information and valuation of interested buyers as well as, the major shareholders to provide the source of funds to purchase the subsidiary's investment.

Agenda 11.2 the Disposal of the investment and the liabilities of subsidiaries as follows: To Major Shareholder or the designated person by the major shareholder which is the related part transaction. In the case that it can not be sold to a third party under Item 11.1 within 12 months after EBT completed under Covenants in SSA. Such transaction will be sold to Mr. Krit Srichawla who is the major shareholder, held 8.69% of paid up capital and is the director or the designated person of Mr. Krit Srichawla, who is the related person according to the Related Party Notification.

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

Agenda 12 To consider and approve the change of the Company's name, the Company's corporate seal, including the amendment to the memorandum of association, the articles of association, the list of objectives and the authorized directors of the Company, to be consistent with the change of the Company's name and the Company's corporate seal, pursuant to the business integration plan, as per the details as follows, after the completion of the EBT Transaction.

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

Agenda 13 To consider and approve the change in the number of member of the Company's Board of Directors from 10 seats to 7 seats

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



- Agenda 14 To consider and rectify the acceptance of financial support from consnected person**
- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
 - Approve Disapprove Abstain
- Agenda 15 To approve the authorization of the designated person to have the power to take any actions in connection with the EBT transaction and Allocation of securities, the divestment of assets and related transactions, the submission of any applications or documents to the SET and SEC and the amendment to all documents and other actions required for or in connection with this matters in order to comply with laws and regulations and the interpretation of the related government entities or regulators**
- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
 - Approve Disapprove Abstain
- Agenda 16 Other business (if any)**
- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
 - Approve Disapprove Abstain

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 _____ Principal
(_____)

Signed _____ Proxy
(_____)

Signed _____ Principal
(_____)

Signed _____ Proxy
(_____)



Remarks:

1. Only foreign shareholders whose names appear in the registration book who have custodians in Thailand shall use the Proxy Form C.
2. Evidences to be enclosed with the proxy form are:
 - (1) Power of Attorney from shareholders authorizing the custodian to sign the Proxy Form on behalf of the shareholder.
 - (2) Letter of certification to certify that the signatory in the Proxy Form is permitted to act as a Custodian.
3. The shareholders appointing the proxy must authorize only one proxy to attend and vote at the meeting and shall not split the number of bond to many proxies for splitting votes.
4. The shareholders must appoint proxy at the number equivalent to warrants held and cannot appoint proxy less than the number of shares held.



Attachment to Proxy Form C.

A proxy is granted by a shareholder of **Food Capitals Public Company Limited**

For the Extraordinary General Meeting of Shareholders to be held on December 21, 2018 at 10.00 am at the Novotel Bangkok Ploenchit Sukhumvit, Ballroom 2 and 3, 9th Floor. 566 Ploenchit Road, Lumpini, Pathumwan, Bangkok or, or such other date, time and place as may be adjourned.

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- Agenda no.** _____ **re:** _____
 - (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
 - (b) The proxy must cast the votes in accordance with the following instructions:
 - Approve Disapprove Abstain

 - Agenda no.** _____ **re:** _____
 - (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
 - (b) The proxy must cast the votes in accordance with the following instructions:
 - Approve Disapprove Abstain

 - Agenda no.** _____ **re:** _____
 - (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
 - (b) The proxy must cast the votes in accordance with the following instructions:
 - Approve Disapprove Abstain
- (6) 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 having not been cast by me/us in my/our capacity as a shareholder.
- (7) 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

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Principal

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Signed

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Proxy

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Signed

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Principal

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Signed

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Proxy

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