

Proxy (Form B)



Written at.....

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

(1) I/We.....Nationality.....  
Reside at .....

(2) Who is a shareholder of **Principal Capital Public Company Limited** Holding of a total  
.....shares and having the right to vote equal to .....votes, as follows:  
  
common share.....shares and having the right to vote equal to.....votes  
preference share.....shares and having the right to vote equal to.....votes

(3) hereby appoint

(1) .....age.....years  
Residing at No..... or

- ..... Mr. Yarnsak Manomaiphiboon ..... age..... 57 ..... years  
at 23<sup>rd</sup> Bangkok Business Center Building No. 29 Road Sukhumvit 63, Klongton Nua,  
Wattana Bangkok 10110
- ..... Miss Aranya Chalernpomyarodom ..... age..... 72 ..... years  
at 23<sup>rd</sup> Bangkok Business Center Building No. 29 Road Sukhumvit 63, Klongton Nu a,  
Wattana Bangkok 10110
- ..... Dr. Jutamas Ingpochai, PhD ..... age..... 44 ..... years  
at 23<sup>rd</sup> Bangkok Business Center Building No. 29 Road Sukhumvit 63, Klongton Nua,  
Wattana Bangkok 10110

Any and only one person to be my/our proxy to attend and vote on my/our behalf at the 2020 Annual General Meeting of Shareholders on Monday 10 August 2020 at 13.30 p.m. at Auditorium, 5<sup>th</sup> Floor, Somerset Ekamai Bangkok, 18 Ekamai Soi 2, Sukhumvit 63 Road, Phra Khanong Nua, Wattana, Bangkok 10110 or at any adjournment thereof to any other date, time and place. All acts undertaken by the proxy holder at the meeting, except where the proxy holder does not vote according to my/our intention as specified herein, shall be deemed as if they had been undertaken by myself/ourselves in all respects.

(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 no. 1/2019 Extraordinary General Meeting of shareholders

- (a) To have the proxy holder consider and vote on my/our behalf as appropriate in all respects
- (b) To have the proxy holder vote as per my/our intention as follows:
  - Approve.....Votes  Disapprove.....Votes  Abstain .....Votes

Agenda 2 Consider and acknowledge the report on the operating results of the Company and its subsidiaries for the year 2019 ended 31 December 2109

- (a) To have the proxy holder consider and vote on my/our behalf as appropriate in all respects
- (b) To have the proxy holder vote as per my/our intention as follows:
  - Approve.....Votes  Disapprove.....Votes  Abstain .....Votes

Agenda 3 To consider and approve the consolidated and separate financial statements of the Company for the year 2019 ended 31 December 2019

- (a) To have the proxy holder consider and vote on my/our behalf as appropriate in all respects
- (b) To have the proxy holder vote as per my/our intention as follows:
  - Approve.....Votes  Disapprove.....Votes  Abstain .....Votes

Agenda 4 To consider and approve the non-appropriation of the annual net profit to legal reserve and the omission of dividend payment in respect to the operating results of the year 2019

- (a) To have the proxy holder consider and vote on my/our behalf as appropriate in all respects
- (b) To have the proxy holder vote as per my/our intention as follows:
  - Approve.....Votes  Disapprove.....Votes  Abstain .....Votes

Agenda 5 To consider and election the directors of the Company to replace those who retire by rotation

- (a) To have the proxy holder consider and vote on my/our behalf as appropriate in all respects
- (b) To have the proxy holder vote as per my/our intention as follows:

- appointment of all directors as proposed
  - Approve  Disapprove  Abstain
- appointment of certain directors

Director Name Dr.Pongsak Viddayakorn, M.D.  
 Approve  Disapprove  Abstain

Director Name Mr.John LEE Kohshun  
 Approve  Disapprove  Abstain

Director Name Miss Tanatorn Viddayakorn  
 Approve  Disapprove  Abstain

Agenda 6 To consider and approve the remuneration of the Company's directors for the year 2020

- (a) To have the proxy holder consider and vote on my/our behalf as appropriate in all respects
- (b) To have the proxy holder vote as per my/our intention as follows:
  - Approve.....Votes  Disapprove.....Votes  Abstain .....Votes

Agenda 7 To consider and appoint the auditors and determine the audit fee for the year 2020

- (a) To have the proxy holder consider and vote on my/our behalf as appropriate in all respects
- (b) To have the proxy holder vote as per my/our intention as follows:
  - Approve.....Votes  Disapprove.....Votes  Abstain .....Votes

Agenda 8 To consider and approve the plan restructure of business by partial business transfer to its subsidiary and setting up new subsidiary

- (a) To have the proxy holder consider and vote on my/our behalf as appropriate in all respects
- (b) To have the proxy holder vote as per my/our intention as follows:
  - Approve.....Votes  Disapprove.....Votes  Abstain .....Votes

Agenda 9 To consider and approve the disposition of assets of the Company's subsidiaries to Miss Satita Viddayakorn who is a related person of the Company

- (a) To have the proxy holder consider and vote on my/our behalf as appropriate in all respects
- (b) To have the proxy holder vote as per my/our intention as follows:
  - Approve.....Votes  Disapprove.....Votes  Abstain .....Votes

Agenda 10 To consider and approve the reduction of the Company's registered capital in the amount of Baht 101,759,452 from the existing registered capital of Baht 3,564,096,272 to the new registered capital of Baht 3,462,336,820, by cancelling its existing 101,759,452 authorized but unissued ordinary shares at par value of one Baht per share, and the amendment to Clause 4 of the memorandum of association of the Company to reflect the reduction of the Company's registered capital

- (a) To have the proxy holder consider and vote on my/our behalf as appropriate in all respects
- (b) To have the proxy holder vote as per my/our intention as follows:
  - Approve.....Votes  Disapprove.....Votes  Abstain .....Votes

Agenda 11 To consider and approve the increase of the Company's registered capital under the General Mandate scheme in the amount of Baht 346,233,682, from the existing registered capital of Baht 3,462,336,820 (which is the registered capital after the reduction of the registered capital as specified in Agenda 10 above) to the new registered capital of Baht 3,808,570,502, by issuing 346,233,682 newly issued ordinary shares at par value of one Baht per share to accommodate the offering of the newly issued ordinary shares by way of private placement, and the amendment to Clause 4 of the memorandum of association of the Company to reflect the increase of the Company's registered capital

- (a) To have the proxy holder consider and vote on my/our behalf as appropriate in all respects
- (b) To have the proxy holder vote as per my/our intention as follows:
  - Approve.....Votes  Disapprove.....Votes  Abstain .....Votes

Agenda 12 To consider and approve the allocation of 346,233,682 newly issued ordinary shares under the General Mandate scheme by way of private placement

- (a) To have the proxy holder consider and vote on my/our behalf as appropriate in all respects
- (b) To have the proxy holder vote as per my/our intention as follows:
  - Approve.....Votes    Disapprove.....Votes    Abstain .....Votes

Agenda 13 To consider other matters (if any)

- (a) To have the proxy holder consider and vote on my/our behalf as appropriate in all respects
- (b) To have the proxy holder vote as per my/our intention as follows:
  - Approve.....Votes    Disapprove.....Votes    Abstain .....Votes

(5) The proxy holder's vote on any agenda item, which is not in accordance with my/our intention as specified in this Proxy, shall be deemed invalid and shall not be treated as my/our vote, as a shareholder.

(6) In case that I/we have not specified my/our voting intention for any agenda item or in case the meeting considers or passes resolutions on any matters other than those specified above, including any case for which there is any amendment or addition of any facts, the proxy holder shall have the right to consider and vote on my/our behalf as he/she deems appropriate in all respects.

All acts undertaken by the proxy holder at the meeting, except where the proxy holder does not vote according to my/our intention as specified herein, shall be deemed as if they had been undertaken by myself/ourselves in all respects.

Signed.....Proxy Grantor  
(.....)

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

Remarks

1. The shareholder appointing the proxy must authorize only one proxy to attend and vote at the Meeting and may not split the number of shares to many proxies for splitting votes.
2. In the agenda for election of directors, directors may be elected as a whole or individually.
3. If there is any other agenda to be considered in the meeting other than to those specified above, the attached Supplement to Proxy Form C. shall be used.

## Supplement to Proxy Form B

The appointment of proxy holder by the shareholder of Principal Capital Public Company Limited

at the 2020 Annual General Meeting of Shareholders on Monday 10 August 2020 at 13.30 p.m. at Auditorium, 5<sup>th</sup> Floor, Somerset Ekamai Bangkok, 18 Ekamai Soi 2, Sukhumvit 63 Road, Phra Khanong Nua, Wattana, Bangkok 10110 or at any adjournment thereof to any other date, time and place.

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Agenda Item..... Subject : .....

- (a) To have the proxy holder consider and vote on my/our behalf as appropriate in all respects
- (b) To have the proxy holder vote as per my/our intention as follows:  
 Approve.....Votes  Disapprove.....Votes  Abstain .....Votes

Agenda Item..... Subject : .....

- (a) To have the proxy holder consider and vote on my/our behalf as appropriate in all respects
- (b) To have the proxy holder vote as per my/our intention as follows:  
 Approve.....Votes  Disapprove.....Votes  Abstain .....Votes

Agenda Item..... Subject : .....

- (a) To have the proxy holder consider and vote on my/our behalf as appropriate in all respects
- (b) To have the proxy holder vote as per my/our intention as follows:  
 Approve.....Votes  Disapprove.....Votes  Abstain .....Votes

Agenda Item..... Subject : .....

- (a) To have the proxy holder consider and vote on my/our behalf as appropriate in all respects
- (b) To have the proxy holder vote as per my/our intention as follows:  
 Approve.....Votes  Disapprove.....Votes  Abstain .....Votes

Agenda Item..... To consider electing directors (continued)

Director Name .....  
 Approve  Disapprove  Abstain

Director Name .....  
 Approve  Disapprove  Abstain

Director Name .....  
 Approve  Disapprove  Abstain

Director Name .....  
 Approve  Disapprove  Abstain