



PROXY FORM C

(This form is used only if the shareholder is a foreign investor and appoints custodian in Thailand to custodian and take care of the shares)

Affix 20 Baht Duty stamp

Written at.....

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

(1) I/We.....Nationality.....
Reside at No..... Road..... Tambol/Sub-district.....
Ampur/District..... Province..... Postal Code.....
As being the Custodian of

Who is a shareholder of Gunkul Engineering Public Company Limited

Holding a total of shares and having the right to vote equal to..... votes, as follows

Ordinary share shares and having the right to vote equal to..... votes

Preference share..... shares and having the right to vote equal to..... votes

(2) Hereby appoint

1. Name.....age.....year, residing at No.....
Road.....Tambol/sub-district.....Amphur/District.....
Province.....Postal Code..... or

2. Name.....age.....year, residing at No.....
Road.....Tambol/sub-district.....Amphur/District.....
Province.....Postal Code..... or

3. Name.....age.....year, residing at No.....
Road.....Tambol/sub-district.....Amphur/District.....
Province.....Postal Code.....

Any and only one person to be my/our proxy to attend and vote on my/our behalf at the Annual General Meeting of Shareholders 2018 to be held on Friday, 20th April 2018, at 9.00 hours, at Ballroom 1, 2nd Floor, The Emerald Hotel, 99/1 Ratchadapisek Road, Dindaeng, Dindaeng, Bangkok 10400 THAILAND or at any adjournment thereof to any other date, time and venue.

(3) I/We authorize the proxy holder to attend the meeting and vote are as follow :

Agenda 1 To consider and approve the Minutes of 2017 Annual 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 follow:-
Approve.....vote Disapprove.....vote Abstain.....vote

Agenda 2 To consider and acknowledge 2017 Annual Performance Report

Agenda 3 To consider and approve the Financial Statements year ended 31st December2017

- (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 follow:-
Approve.....vote Disapprove.....vote Abstain.....vote



Agenda 4 To consider and approve 2018 Dividend Payment Policy

- (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 follow:-
 - Approve.....vote Disapprove.....vote Abstain.....vote

Agenda 5 To consider and approve the Profit allocation for the years ended 31st December 2017 and 2016 and dividend payment (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 follow:-
 - Approve.....vote Disapprove.....vote Abstain.....vote

Agenda 6 To consider and approve the Decrease in the Company's Registered Capital in part that not able to be allocated to Stock Dividend Payment by Resolution of the Annual General Meeting of Shareholders 2017 and the remaining of the convertible warrants to purchase the Company's ordinary shares

- (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 follow:-
 - Approve.....vote Disapprove.....vote Abstain.....vote

Agenda 7 To consider and approve the amendment of Clause 4 of the Memorandum of Association of the Company to be in accordance with the decrease in the registered capital 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 follow:-
 - Approve.....vote Disapprove.....vote Abstain.....vote

Agenda 8 To consider and approve the reorganization of the Board of Directors

- (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 follow:-
 - Approve.....vote Disapprove.....vote Abstain.....vote

Agenda 9 To consider and approve the Annual Appointment of Director and election of new director according to new structure (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 follow:-
 - To appoint each nominated director individually
 - 1) Nominated Director No. 1 Dr. Chongrak Rarueysong (Independent Director)
 - Approve.....vote Disapprove.....vote Abstain.....vote
 - 2) Nominated Director No. 2 Dr. Somboon Aueatchasai
 - Approve.....vote Disapprove.....vote Abstain.....vote
 - 3) Nominated Director No. 3 Dr. Panarat Panmanee (Independent Director)
 - Approve.....vote Disapprove.....vote Abstain.....vote
 - 4) Nominated Director No. 4 Mr. Tarakorn Angpubate (Independent Director)
 - Approve.....vote Disapprove.....vote Abstain.....vote



Agenda 10 To consider and approve 2018 Determination of Director’s Remuneration

- (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 follow:-
 - Approve.....vote Disapprove.....vote Abstain.....vote

Agenda 11 To consider and approve 2018 Appointment of Auditor and Determination of Remuneration

- (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 follow:-
 - Approve.....vote Disapprove.....vote Abstain.....vote

Agenda 12 To consider and approve the Amendment of the Company's Articles of Association

- (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 follow:-
 - Approve.....vote Disapprove.....vote Abstain.....vote

Agenda 13 Any other businesses (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 follow:-
 - Approve.....vote Disapprove.....vote Abstain.....vote

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

(5) In case that I/we have not specified my/our voting intention for any agenda item or in case the meeting consider 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 proxy holder must authorize only one proxy holder to attend and vote at the meeting as a whole or individually and may not split the number of shares to proxy holders for splitting vote.
2. If has the agenda for election of director, director may be elected as an individually or whole set.
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 C

The appointment of proxy holder by the shareholder of **Gunkul Engineering Public Company Limited**

For the Annual General Meeting of Shareholders 2018 to be held on Friday, 20th April 2018, at 9.00 hours, at Ballroom 1, 2nd Floor, The Emerald Hotel, 99/1 Ratchadapisek Road, Dindaeng, Dindaeng, Bangkok 10400 THAILAND or at any adjournment thereof to any other date, time and venue.

- 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 follow:-
 - Approve.....vote Disapprove.....vote Abstain.....vote

- 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 follow:-
 - Approve.....vote Disapprove.....vote Abstain.....vote

- 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 follow:-
 - Approve.....vote Disapprove.....vote Abstain.....vote

- 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 follow:-
 - Approve.....vote Disapprove.....vote Abstain.....vote

- 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 follow:-
 - Approve.....vote Disapprove.....vote Abstain.....vote

- 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 follow:-
 - Approve.....vote Disapprove.....vote abstain.....vote

I/We certify that the statements in this supplemental Proxy Form C are correct, complete and true in all respects.

Signed _____ Proxy Grantor
(_____)

Signed _____ Proxy Holder
(_____)