



**Dusit Thani Public Company Limited**

**PROXY FORM A**

**AND**

**PROXY FORM B**

(Please choose only one type of Proxy Form)

Unofficial Translation

Remark: For the shareholders who are foreign investors and appoint a custodian in Thailand to keep and safeguard their shares, and such custodian may need Proxy Form C, please download it from [www.dusit.com](http://www.dusit.com)

**Proxy Form A.**  
(General and Simple Form)

Duty Stamp  
Baht 20

Written at .....  
Date ..... Month ..... Year.....

1. I/We.....Nationality.....  
.....Residing at .....
2. Being a shareholder of **Dusit Thani Public Company Limited** holding a total number of.....shares and having rights to vote equivalent to .....votes as follows:  
Ordinary share for..... shares and having rights equivalent to ..... votes  
Preferred share for..... shares and having rights equivalent to ..... votes
3. Hereby authorize: (Please choose only one)

If choosing No. 1 please mark ☒ in front of the number, and provide details of the proxy (proxies)

- ☐ 1. Name .....age.....  
Residing at.....;or,  
Name .....age.....  
Residing at.....;or,  
Name .....age.....  
Residing at.....;or,  
Anyone of these persons

If choosing No. 2 please mark ☒ in front of the number, and choose one of the Independent Directors.

- ☐ 2. The Independent directors of the Company as follows  
☐ Professor Hiran Radeesri **or**  
☐ Mrs. Pranee Phasipol **or**  
☐ Mr. Teerapol Chotichanapibal

(Information of the above Independent Directors is in Attachment No.11)

Anyone of the above to be my/our Proxy to attend and vote in the Annual General Meeting of Shareholders No. 26/2019 which will be held on Friday April 26, 2019 at 9.00 hrs. at Srinakarin Hall, Dusit Princess Hotel, 53 Srinagarindra Road, Nong Bon Sub-district, Prawet District, Bangkok or on any changes in date, time and at other venue.

Any acts performed by said Proxy Holder at the aforementioned meeting shall be deemed as my/our act.

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

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

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

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

**Remark:** The shareholder appointing the proxy must authorized only one proxy to attend and vote at the meeting and may not split the number of the shares to many proxies for splitting votes.

## Proxy Form B.

(Form with fixed and specific details authorizing proxy)

Duty Stamp  
Baht 20

Written at .....  
Date ..... Month ..... Year .....

1. I/We.....Nationality.....  
Residing at .....
2. Being a shareholder of **Dusit Thani Public Company Limited** holding a total number of .....shares and having rights to vote equivalent to .....votes as follows:  
Ordinary share for..... shares and having rights equivalent to ..... votes  
Preferred share for..... shares and having rights equivalent to ..... votes
3. Hereby authorize: (Please choose only one)

If choosing No. 1 please mark ☒ in front of the number and provide details of the proxy (proxies)

- ☐ 1. Name .....age.....  
Residing at.....;or,  
Name .....age.....  
Residing at.....;or,  
Name .....age.....  
Residing at.....;or,

Anyone of these persons

If choosing No. 2 please mark ☒ in front of the number and choose one of the Independent Directors.

- ☐ 2. The Independent directors of the Company as follows  
☐ Professor Hiran Radeesri **or**  
☐ Mrs. Pranee Phasipol **or**  
☐ Mr. Teerapol Chotichanapibal

(Information of the above Independent Directors is in Attachment No.11)

Anyone of the above to be my/our Proxy to attend and vote in the Annual General Meeting of Shareholders No. 26/2019 which will be held on Friday April 26, 2019 at 9.00 hrs. at Srinakarin Hall, Dusit Princess Hotel, 53 Srinagarindra Road, Nong Bon Sub-district, Prawet District, Bangkok or on any changes in date, time and at other venue.

4. I/We hereby authorize the proxy to votes on my/our behalf at this Meeting, as follows;

**Agenda 1      To acknowledge the annual report and the Board of Directors' report of the 2018 performance**

This agenda is for acknowledgement and does not require the voting.

**Agenda 2      To consider and approve the Financial Statements for the year ended December 31, 2018 and the auditors' report**

- ☐ (a) The proxy shall be entitled to consider and vote in lieu of me/us in all respects as deemed appropriate.
- ☐ (b) The proxy shall vote in accordance with my/our wish as follows;
- ☐ Approve
☐ Disapprove
☐ Abstain

**Agenda 3 To consider and approve the appropriation of profit for the year 2018 and dividend payment**

- ☐ (a) The proxy shall be entitled to consider and vote in lieu of me/us in all respects as deemed appropriate.
- ☐ (b) The proxy shall vote in accordance with my/our wish as follows;
- ☐ Approve ☐ Disapprove ☐ Abstain

**Agenda 4 To consider and approve the appointment of directors to replace those retiring by rotation**

- ☐ (a) The proxy shall be entitled to consider and vote in lieu of me/us in all respects as deemed appropriate.
- ☐ (b) The proxy shall vote in accordance with my/our wish as follows;
- ☐ The appointment of the whole set of Directors.
- ☐ Approve ☐ Disapprove ☐ Abstain
- The appointment of individual Director(s) as follows;
- 1. Mr. Arsa Sarasin**
- ☐ Approve ☐ Disapprove ☐ Abstain
- 2. Mrs. Pranee Phasipol**
- ☐ Approve ☐ Disapprove ☐ Abstain
- 3. Mr. Pakhawat Kovithvathanaphong**
- ☐ Approve ☐ Disapprove ☐ Abstain
- 4. Mr. Somprasong Boonyachai**
- ☐ Approve ☐ Disapprove ☐ Abstain

**Agenda 5 To determine the board of directors' remuneration for the year 2019**

- ☐ (a) The proxy shall be entitled to consider and vote in lieu of me/us in all respects as deemed appropriate.
- ☐ (b) The proxy shall vote in accordance with my/our wish as follows;
- ☐ Approve ☐ Disapprove ☐ Abstain

**Agenda 6 To consider and approve the appointment of auditor and fix the remuneration for the year 2019**

- ☐ (a) The proxy shall be entitled to consider and vote in lieu of me/us in all respects as deemed appropriate.
- ☐ (b) The proxy shall vote in accordance with my/our wish as follows;
- ☐ Approve ☐ Disapprove ☐ Abstain

**Agenda 7 To approve the entering into of the asset acquisition and disposal transactions in relation to the Dusit Thani Maldives hotel project and the investment in the newly-issued units of the Dusit Thani Freehold and Leasehold Real Estate Investment Trust ("DREIT")**

The details are as follow;

**Agenda 7.1 The establishment of two subsidiaries in the Republic of Maldives, namely Dusit Maldives Investment Company Limited ("DMS2") and Dusit Maldives Management Company Limited ("DMS3") in order to accommodate the entering into of the transactions in relation to the Dusit Thani Maldives hotel project**

- ☐ (a) The proxy shall be entitled to consider and vote in lieu of me/us in all respects as deemed appropriate.
- ☐ (b) The proxy shall vote in accordance with my/our wish as follows;
- ☐ Approve ☐ Disapprove ☐ Abstain

☐ (a) The proxy shall be entitled to consider and vote in lieu of me/us in all respects as deemed appropriate.

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**Agenda 9 To consider other matters (if any)**

- ☐ (a) The proxy shall be entitled to consider and vote in lieu of me/us in all respects as deemed appropriate.
- ☐ (b) The proxy shall vote in accordance with my/our wish as follows;
- ☐ Approve                                      ☐ Disapprove                                      ☐ Abstain
5. If the proxy holder does not vote consistently with my/our voting intentions as specified herein, such vote shall be deemed incorrect and is not made on my/our behalf as the Company's shareholders.
6. In case I/we have not declared a voting intention in any agenda or have not clearly specified or in case the meeting considers or passes resolution in agenda other than those agenda specified above, including the case that there is any amendment or addition of any fact, the proxy holder shall have the right to reasonably consider and vote as to his/her consideration.

I/We shall be fully liable for any action taken by proxy holder at the meeting, unless the proxy holder abstain vote according to me/us specified in the proxy.

Signed ..... Proxy Grantor  
( )

Signed .....Proxy Holder  
( )

Signed .....Proxy Holder  
( )

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 the shares to many proxies for splitting votes.
2. In respect of the agenda regarding the appointment of the directors, the appointment can be made for all directors or for individual director.
3. In excess of the agendas stipulated above, additional agendas can be specified in the Attachment to Proxy Form B, as enclosed

## Attachment to Proxy Form B

The proxy as Shareholder of **Dusit Thani Public Company Limited**

In the Annual General Meeting of Shareholders No. 26/2019 which will be held on Friday April 26, 2019 at 9.00 hrs. at Srinakarin Hall, Dusit Princess Hotel, 53 Srinagarindra Road, Nong Bon Sub-district, Prawet District, Bangkok or on any changes in date, time and at other venue.

- ☐ Agenda.....Subject.....
- ☐ (a) The proxy shall be entitled to consider and vote in lieu of me/us in all respects as deemed appropriate.
- ☐ (b) The proxy shall vote in accordance with my/our wish as follows;
- ☐ Approve ☐ Disapprove ☐ Abstain
- ☐ Agenda.....Subject.....
- ☐ (a) The proxy shall be entitled to consider and vote in lieu of me/us in all respects as deemed appropriate.
- ☐ (b) The proxy shall vote in accordance with my/our wish as follows;
- ☐ Approve ☐ Disapprove ☐ Abstain
- ☐ Agenda.....Subject.....
- ☐ (a) The proxy shall be entitled to consider and vote in lieu of me/us in all respects as deemed appropriate.
- ☐ (b) The proxy shall vote in accordance with my/our wish as follows;
- ☐ Approve ☐ Disapprove ☐ Abstain
- ☐ Agenda.....Subject.....
- ☐ (a) The proxy shall be entitled to consider and vote in lieu of me/us in all respects as deemed appropriate.
- ☐ (b) The proxy shall vote in accordance with my/our wish as follows;
- ☐ Approve ☐ Disapprove ☐ Abstain
- ☐ Agenda.....Subject.....
- ☐ (a) The proxy shall be entitled to consider and vote in lieu of me/us in all respects as deemed appropriate.
- ☐ (b) The proxy shall vote in accordance with my/our wish as follows;
- ☐ Approve ☐ Disapprove ☐ Abstain

☐ Agenda .....To elect Directors (continued)

Name.....  
☐ Approve ☐ Disapprove ☐ Abstain

Name.....  
☐ Approve ☐ Disapprove ☐ Abstain

Name.....  
☐ Approve ☐ Disapprove ☐ Abstain

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Name.....  
☐ Approve ☐ Disapprove ☐ Abstain