

Duty Stamps Baht 20
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## Proxy Form C.

Written at .....

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

1. I/We.....  
Residing at.....  
As custodian for.....  
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 shares for.....shares and having rights equivalent to .....votes  
Preferred shares for.....shares and having rights equivalent to .....votes

2. Hereby authorize:

If choosing No. 1 please mark <input checked="" type="checkbox"/> in front of the number and provide details of the proxy (proxies)
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- ☐ 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 <input checked="" type="checkbox"/> in front of the number and choose one of the Independent Directors.
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- ☐ 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.

3. I/We hereby authorize the proxy to votes on my/our behalf at this Meeting, as follows;
- ☐ (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;
- ☐ Ordinary shares for.....shares and having rights equivalent to .....votes
- ☐ Preferred shares for.....shares and having rights equivalent to .....votes

Total having rights equivalent to .....votes

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

**Agenda 7.2      The transfer of the Company’s assets in relation to the Dusit Thani Maldives hotel project, whereby DMS Property Investment Private Limited (“DMS”), an indirect subsidiary of the Company, transfers all businesses, including the leasehold rights over the land and the ownership of the buildings and constructions, and assets in relation to the Dusit Thani Maldives hotel project to DMS2, and DMS3 subleases and leases the assets in relation to the operation of the Dusit Thani Maldives hotel project, and accepts the transfer of the relevant rights and duties from DMS2 in order to operate the Dusit Thani Maldives hotel and enter into relevant agreements**

- ☐ (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 7.3      The disposal of the total shares held by the subsidiary in DMS2 to the Dusit Thani Freehold and Leasehold Real Estate Investment Trust and entering into relevant agreements**

- ☐ (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 7.4      The subscription for the newly-issued investment units, which the Dusit Thani Freehold and Leasehold Real Estate Investment Trust additionally issues and offers for sale to the existing unitholders in proportion to their respective unitholdings (Rights Offering)**

- ☐ (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 7.5      The granting of authority to the persons designated by the Board of Directors to be authorized to undertake relevant acts in connection with the Dusit Thani Maldives hotel project and the investment in the newly-issued units of DREIT**

- ☐ (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 8 To consider and approve the entering into the asset acquisition**

## Agenda 8.1 Asset acquisition transaction in respect of Pathumwan 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

## Agenda 8.2 Asset acquisition transaction in respect of ASAI Chinatown 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

**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. Voting of proxy holder in any agenda that is not as specified in this proxy shall be considered invalid and not voting as shareholder.
6. In case I/we have not declared a voting intention in any agenda or in any of my /our determination or in case the meeting considers or passes resolution in agenda apart from 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. Only foreign shareholders who are recorded in the registration book and have custodian in Thailand can use the Proxy Form C.
2. Evidence to be enclosed with the Proxy Form are:
  - (1) Power of Attorney from shareholder authorizes a custodian to sign a Proxy Form on behalf of shareholder.
  - (2) Letter of certification to certify that the signer in the Proxy Form has a permit to act as a custodian.
3. 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.
4. In respect of the agenda as to the election of the directors, either the whole set of the directors or only certain member may be voted for.
5. In excess of the agendas stipulated above, additional agendas can be specified in the Attachment to Proxy Form C., as enclosed.

## Attachment to Proxy Form C.

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

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