

Affix stamp duty

20 Baht

PROXY FORM A

Enclosure No. 11

Written at _____

Date _____ Month _____ Year _____

I / We _____ Nationality _____

Residing at No. _____ Road _____ Sub-district _____

District _____ Province _____ Post Code _____

am/are a shareholder of **Sino-Thai Engineering & Construction Public Company Limited**

by holding a total of _____ share(s) and shall hold _____ number of votes as follows:

Ordinary shares _____ share(s) and have the right to vote _____ votes

Preferred shares _____ share(s) and have the right to vote _____ votes

Hereby appoint

☐ Name _____ Age _____ Years Residing at No. _____

Road _____ Sub-district _____ District _____ Province _____

Post Code _____

Or

☐ Mr. Chamni Janchai Chairman of the Audit Committee Age 67 Years
/Independent Director

Address: 66/13, Sukhumvit 33, Klongton-Nua Sub-District, Wattana District, Bangkok 10110

Or

☐ Police General Jate Mongkolhutthi Chairman of Remuneration and Compensation Age 70 Years
Committee/ Member of Audit Committee/Independent Director

Address: 15 Soi Paholyotin 24 Avenue 12/3, Jompol Sub-District, Jatujak District, Bangkok 10400

Or

☐ Mr. Suchai Poopichayapongs Member of Audit Committee/ Member of Remuneration Age 75 Years
And Compensation Committee/ Independent Director

Address: 727 Paholyotin Road, Samsane-Nai Sub-District, Payathai District, Bangkok 10400

to be my / our proxy to attend and vote on my / our behalf at the **Extraordinary General Meeting of Shareholders No. 1/2024** held on February 15th, 2024 at 10.00 hours, at the Company's conference room No. 32/60 Sino-Thai Tower, 30th Floor, Sukhumvit 21 Road (Soi Asok), Klongtoey Nua Sub-district, Wattana District, Bangkok 10110.

Any action of the proxy holder performed at the meeting, shall be deemed as my /our act.

Signed _____ Grantor
(_____)

Signed _____ Proxy
(_____)

Notes

1. A shareholder shall make a proxy to only one proxy holder to attend and vote at the meeting. He /She cannot split his/her shares and assign to several proxies in order to obtain several proxy holders to vote for him/her in a meeting.
2. The shareholder may assign a proxy for all numbers of shares which belong to him/her; or may assign a proxy partly on his/her numbers of shares which may be less than the total shares he /she holds, however the number of shares assigned to the proxy which indicate the votes must be clearly identified.
3. The shareholder may split their vote freely amongst the number of shares held by him/her. That is to say, they may divide their vote in part approving, in part disapproving or in part abstaining from voting.

Affix stamp duty
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PROXY FORM B

Place

Date Month B.E.

(1) I / WE Nationality..... Residing at No..... Road

Tambol/Kwaeng Amphur / Khet Province.....Post Code

(2) Being a shareholder of ~~Sino-Thai Engineering & Construction Public Company Limited~~ holding
share(s) and shall hold number of vote(s) Ordinary share..... share(s) and shall
hold..... number of vote(s)

(3) Hereby appoint

☐

1. Name age year Residing at No. Road

Tambol / Kwaeng..... Amphur / KhetProvincePost Code..... or

☐

2. Mr. Chamni Janchai Chairman of the Audit Committee Age 67 Years
/Independent Director

Address: 66/13, Sukhumvit 33, Klongton-Nua Sub-District, Wattana District, Bangkok 10110 or

☐

Police General Jate Mongkolhutti Chairman of the Remuneration and Compensation Age 70 Years
Committee/ Member of the Audit Committee/Independent Director

Address: 15 Soi Paholyotin 24 Avenue 12/3, Jompol Sub-District, Jatujak District, Bangkok 10400 or

☐

Mr. Suchai Poopichayapongs Member of the Remuneration and Compensation Age 75 Years
Committee/ Member of the Audit Committee/
Independent Director

Address: 727 Paholyotin Road, Samsane-Nai Sub-District, Payathai District, Bangkok 10400

to be my / our proxy to attend and vote on my / our behalf at the Extraordinary General Meeting of Shareholders No. 1/2024

be held on February 15th, 2024 at the Company's conference room No. 32/60 Sino-Thai Tower, 30th Floor, Sukhumvit 21 Road (Soi Asok),
Klongtoey Nua Sub-district, Wattana District, Bangkok 10110.

or at any adjournment thereof

(4) I hereby appoint the proxy holder to vote on my / our behalf at this meeting as follows:

Agenda No. 1 To consider and approve the restructuring of the group companies

- ☐ (a) The proxy holder shall have rights to consider and vote in all respects on my / our behalf as he / she deems appropriate
- ☐ (b) The proxy holder shall vote as per my / our intentions as follows:
- ☐ Approve ☐ Disapprove ☐ Abstain

Agenda No. 2 To consider and approve the delisting of the Company's securities from being listed securities on the SET

- ☐ (a) The proxy holder shall have rights to consider and vote in all respects on my / our behalf as he / she deems appropriate
- ☐ (b) The proxy holder shall vote as per my / our intentions as follows:
- ☐ Approve ☐ Disapprove ☐ Abstain

Agenda No. 3 To consider and approve the amendment of the Company's Articles of Association in accordance with the Restructuring Plan

- ☐ (a) The proxy holder shall have rights to consider and vote in all respects on my / our behalf as he / she deems appropriate
- ☐ (b) The proxy holder shall vote as per my / our intentions as follows:
- ☐ Approve ☐ Disapprove ☐ Abstain

Agenda No. 4 To consider and approve the Transfer of Subsidiaries and Associated Companies' Shares and Investments in Other Companies Held by the Company, including the shares of the company to be established to support the business expansion of the group companies, to the Hold Co. or the subsidiaries of the Hold Co. that are newly established

- ☐ (a) The proxy holder shall have rights to consider and vote in all respects on my / our behalf as he / she deems appropriate
- ☐ (b) The proxy holder shall vote as per my / our intentions as follows:

Agenda No. 5 To consider and approve the delegation of authority related to the Restructuring Plan

- ☐ (a) The proxy holder shall have rights to consider and vote in all respects on my / our behalf as he / she deems appropriate
- ☐ (b) The proxy holder shall vote as per my / our intentions as follows:
- ☐ Approve ☐ Disapprove ☐ Abstain

Agenda No. 6 Other business (if any)

- ☐ (a) The proxy holder shall have rights to consider and vote in all respects on my / our behalf as he / she deems appropriate
- ☐ (b) The proxy holder shall vote as per my / our intentions as follows:
- ☐ Approve ☐ Disapprove ☐ Abstain

AgendaSubject

☐ (a) The proxy holder shall have rights to consider and vote in all respects on my / our behalf as he / she deems appropriate

☐ (b) The proxy holder shall vote as per my / our intentions as follows:

☐ Approve

☐ Disapprove

☐ Abstain

Agenda Subject

☐ (a) The proxy holder shall have rights to consider and vote in all respects on my / our behalf as he / she deems appropriate

☐ (b) The proxy holder shall vote as per my / our intentions as follows:

☐ Approve

☐ Disapprove

☐ Abstain

(5) The vote of the Proxy in any agenda items which is not comply with this Proxy Form, shall be deemed that such vote is incorrect and is not my / our vote as the shareholders.

(6) In the case the I/we do not specify or unclearly specify the vote in any agenda items or in the case that the meeting considers or resolves additional matters, or in the case that the meeting considers or resolves other matters which are not included in the Agenda above, including any change or increase of any information, the proxy holder shall have the right to consider and give resolution on my / our behalf as he/she deems appropriate.

Any action of the proxy holder performed at the meeting, shall be deemed as my / our act.

Signed Appointer

SignedProxy holder

Date / /

- Remarks:
1. A shareholder shall designate a proxy to only one proxy holder to attend and vote at the meeting. He/She cannot split his/her shares and assign to several proxies in order to obtain several proxy holders to vote for him/her in a meeting.
 2. In case that there are any agenda items additional to the abovementioned agenda, please specify such in the Attachment of the Proxy Form B.

Attachment of the Proxy Form B

Proxy granting status of shareholder of Sino-Thai Engineering & Construction Public Company Limited

at the Extraordinary General Meeting of Shareholders No. 1/2024 to be held on February 15th, 2024

at 10.00 hours at the Company's conference room No. 32/60 Sino-Thai Tower, 30th Floor, Sukhumvit 21 Road (Soi Asok),

Klongtoey Nua Sub-district, Wattana District, Bangkok 10110.

or at any adjournment thereof

Agenda Subject

☐ (a) The proxy holder shall have rights to consider and vote in all respects on my / our behalf as he / she deems appropriate (

☐ (b) The proxy holder shall vote as per my / our intentions as follows:

☐

Approve

☐

Disapprove

☐

Abstain

AgendaSubject

☐ (a) The proxy holder shall have rights to consider and vote in all respects on my / our behalf as he / she deems appropriate

☐ (b) The proxy holder shall vote as per my / our intentions as follows:

☐

Approve

☐

Disapprove

☐

Abstain

Agenda Subject

☐ (a) The proxy holder shall have rights to consider and vote in all respects on my / our behalf as he / she deems appropriate

☐ (b) The proxy holder shall vote as per my / our intentions as follows:

☐

Approve

☐

Disapprove

☐

Abstain

Agenda Subject

☐

(a) The proxy holder shall have rights to consider and vote in all respects on my / our behalf as he / she deems appropriate

☐

(b) The proxy holder shall vote as per my / our intentions as follows:

☐

Approve

☐

Disapprove

☐

Abstain

Agenda Subject

☐ (a) The proxy holder shall have rights to consider and vote in all respects on my / our behalf as he / she deems appropriate

☐ (b) the proxy holder shall vote as per my / our intentions as follows:

☐ Approve

☐ Disapprove

☐ Abstain

I do hereby certify that the information detailed in this document is true and correct.

Signed Appointer

Signed Proxy holder

Date/...../.....

Affix stamp duty

20 Baht

PROXY FORM C

Place

Date Month..... B.E.

(1) I / We

Residing at No.....Road Tambol / Kwaeng..... Amphur / Khet.....

Province Post Code.....

On behalf of the custodian of

Being a shareholder of **Sino-Thai Engineering and Construction Public Company Limited**

Holding..... share(s) and shall hold..... number of vote(s)

Ordinary share..... share(s) and shall hold..... number of vote(s)

Preferred share..... share(s) and shall hold..... number of vote(s)

(2) Hereby appoint

☐

1. Name..... age..... year Residing at No..... Road.....

Tambol / Kwaeng..... Amphur / Khet..... Province..... Post Code..... or

☐

2. Mr. Chamni Janchai Chairman of the Audit Committee/
Independent Director Age 67 Years

Address: 66/13, Sukhumvit 33, Klongton-Nua Sub-District, Wattana District, Bangkok 10110 or

☐

Police General Jate Mongkolhutthi Chairman of the Remuneration and Compensation
Committee/ Member of the Audit Committee/Independent Director Age 70 Years

Address: 15 Soi Paholyotin 24 Avenue 12/3, Jompol Sub-District, Jatujak District, Bangkok 10400 or

☐

Mr. Suchai Poopichayapongs Member of the Remuneration and Compensation
Committee/ Member of the Audit Committee/
Independent Director Age 75 Years

Address: 727 Paholyotin Road, Samsane-Nai Sub-District, Payathai District, Bangkok 10400

to be my / our proxy to attend and vote on my / our behalf at the Extraordinary General Meeting of Shareholders No. 1/2024 be held on February 15th, 2024 at 10.00 hours at the Company's conference room No. 32/60 Sino-Thai Tower, 30th Floor, Sukhumvit 21 Road (Soi Asok), Klongtoey Nua Sub-district, Wattana District, Bangkok 10110.

or at any adjournment thereof

(3) I hereby appoint the proxy holder to attend the meeting and vote on my / our behalf at this meeting as follows:

☐

(a) the proxy holder shall have rights to consider and vote in all respects on my / our behalf as he / she deems appropriate

☐

(b) the proxy holder shall vote as per my / our intentions as follows:

☐ Ordinary Share _____ share (s) and shall hold _____ number of vote (s)

☐ Preferred Share _____ share (s) and shall hold _____ number of vote (s)

A total of shares hold _____ number of vote (s)

(4) I hereby appoint the proxy holder to vote on my / our behalf at this meeting as follows:

Agenda No. 1 To consider and approve the restructuring of the group companies

☐ (a) The proxy holder shall have rights to consider and vote in all respects on my / our behalf as he / she deems appropriate

☐ (b) The proxy holder shall vote as per my / our intentions as follows:

☐ Approve

☐ Disapprove

☐ Abstain

Agenda No. 2 To consider and approve the delisting of the Company's securities from being listed securities on the SET

☐ (a) The proxy holder shall have rights to consider and vote in all respects on my / our behalf as he / she deems appropriate

☐ (b) The proxy holder shall vote as per my / our intentions as follows:

☐ Approve

☐ Disapprove

☐ Abstain

Agenda No. 3 To consider and approve the amendment of the Company's Articles of Association in accordance with the Restructuring Plan

☐ (a) The proxy holder shall have rights to consider and vote in all respects on my / our behalf as he / she deems appropriate

☐ (b) The proxy holder shall vote as per my / our intentions as follows:

☐ Approve

☐ Disapprove

☐ Abstain

Agenda No. 4 To consider and approve the Transfer of Subsidiaries and Associated Companies' Shares and Investments in Other Companies Held by the Company, including the shares of the company to be established to support the business expansion of the group companies, to the Hold Co. or the subsidiaries of the Hold Co. that are newly established

☐ (a) The proxy holder shall have rights to consider and vote in all respects on my / our behalf as he / she deems appropriate

☐ (b) The proxy holder shall vote as per my / our intentions as follows:

Agenda No. 5 To consider and approve the delegation of authority related to the Restructuring Plan

- ☐ (a) The proxy holder shall have rights to consider and vote in all respects on my / our behalf as he / she deems appropriate
- ☐ (b) The proxy holder shall vote as per my / our intentions as follows:
- ☐ Approve ☐ Disapprove ☐ Abstain

Agenda No. 6 Other business (if any)

- ☐ (a) The proxy holder shall have rights to consider and vote in all respects on my / our behalf as he / she deems appropriate
- ☐ (b) The proxy holder shall vote as per my / our intentions as follows:
- ☐ Approve ☐ Disapprove ☐ Abstain

AgendaSubject

- ☐ (a) The proxy holder shall have rights to consider and vote in all respects on my / our behalf as he / she deems appropriate
- ☐ (b) The proxy holder shall vote as per my / our intentions as follows:
- ☐ Approve ☐ Disapprove ☐ Abstain

Agenda Subject

- ☐ (a) The proxy holder shall have rights to consider and vote in all respects on my / our behalf as he / she deems appropriate.
- ☐ (b) The proxy holder shall vote as per my / our intentions as follows:
- ☐ Approve ☐ Disapprove ☐ Abstain

(5) The vote of the Proxy in any agenda items which is not comply with this Proxy Form, shall be deemed that such vote is incorrect and is not my / our vote as the shareholders.

(6) In the case the I/we do not specify or unclearly specify the vote in any agenda items or in the case that the meeting considers or resolves additional matters, or in the case that the meeting considers or resolves other matters which are not included in the Agenda above, including any change or increase of any information, the proxy holder shall have the right to consider and give resolution on my / our behalf as he/she deems appropriate.

Any action of the proxy holder performed at the meeting, shall be deemed as my / our act

Signed Appointer

Signed Proxy holder

Date / /

- Remarks:
1. A shareholder shall designate a proxy to only one proxy holder to attend and vote at the meeting. He/She cannot split his/her shares and assign to several proxies in order to obtain several proxy holders to vote for him/her in a meeting.
 2. In case that there are any agenda items additional to the abovementioned agenda, please specify such in the Attachment of the Proxy Form C.

Attachment of the Proxy Form C

Proxy granting status of shareholder of Sino-Thai Engineering & Construction Public Company Limited

at the Extraordinary General Meeting of Shareholders No. 1/2024 to be held on February 15th, 2024

at 10.00 hours at the Company's conference room No. 32/60 Sino-Thai Tower, 30th Floor, Sukhumvit 21 Road (Soi Asok),

Klongtoey Nua Sub-district, Wattana District, Bangkok 10110.

or at any adjournment thereof

Agenda Subject

- ☐ (a) The proxy holder shall have rights to consider and vote in all respects on my / our behalf as he / she deems appropriate.
- ☐ (b) The proxy holder shall vote as per my / our intentions as follows:

☐ Approve

☐ Disapprove

☐ Abstain

AgendaSubject

- ☐ (a) The proxy holder shall have rights to consider and vote in all respects on my / our behalf as he / she deems appropriate.
- ☐ (b) The proxy holder shall vote as per my / our intentions as follows:

☐ Approve

☐ Disapprove

☐ Abstain

Agenda Subject

- ☐ (a) The proxy holder shall have rights to consider and vote in all respects on my / our behalf as he / she deems appropriate.
- ☐ (b) The proxy holder shall vote as per my / our intentions as follows:

☐ Approve

☐ Disapprove

☐ Abstain

Agenda Subject

☐ (a) The proxy holder shall have rights to consider and vote in all respects on my / our behalf as he / she deems appropriate.

☐ (b) The proxy holder shall vote as per my / our intentions as follows:

☐ Approve

☐ Disapprove

☐ Abstain

Agenda Subject

☐ (a) The proxy holder shall have rights to consider and vote in all respects on my / our behalf as he / she deems appropriate.

☐ (b) the proxy holder shall vote as per my / our intentions as follows:

☐ Approve

☐ Disapprove

☐ Abstain

I do hereby certify that the information detailed in this document is true and correct.

Signed Appointer

Signed Proxy holder

Date / /