Attachment 5

Affix duty stamp of Baht 20

Proxy (Form C)

(For foreign shareholders who have custodians in Thailand only)

(1) I/We, ______________________ nationality: _______, residing/located at No. _________, ______________ Road, Tambol/Kwaeng ______________, Amphur/Khet ______________, ____________________ Province, Postal code _______________,

Acting as the custodian for ____
being a shareholder of WHA Corporation Public Company Limited holding ___________ shares in total which are entitled to cast ______ votes as follows:

ordinary shares: __________ shares in total which are entitled to cast ________ votes; and

preferred shares: _________ shares in total which are entitled to cast ________ votes,

(2) Hereby appoint

(1) ________________________ age: ___ years, residing at No. _______, _____________ Road, Tambol/Kwaeng _______, Amphur/Khet ______________, ____________________ Province, Postal code ________________ or

(2) ________________________ age: ___ years, residing at No. _______, _____________ Road, Tambol/Kwaeng _______, Amphur/Khet ______________, ____________________ Province, Postal code ________________ or

(3) ________________________ age: ___ years, residing at No. _______, _____________ Road, Tambol/Kwaeng _______, Amphur/Khet ______________, ____________________ Province, Postal code ________________

Only one of them as my/our proxy to attend and vote for me/us at the 2017 Annual General Meeting of Shareholders to be held on Friday of 28th April 2017 at 2 p.m., at 6th Floor Watergate Ballroom, Amari Watergate Bangkok, 847 Petchburi Road, Bangkok 10400 Thailand or such other date, time and place as may be adjourned.

(3) I/We authorise my/our proxy to cast the votes on my/our behalf as follows:

☐ To grant equally all of the number of shares held by me/our and have the rights to vote

☐ To grant a part of:

☐ ordinary shares: ______ shares, entitled to cast _______ votes; and
☐ preferred shares: ______ shares, entitled to cast _______ votes,

Total right to vote equal to _____ votes.

(4) In this Meeting, I/We authorise my/our proxy to cast the votes on my/our behalf as follows:

☐ **Agenda No. 1 To certify the minutes of the Annual General Meeting for the year 2016.**

☐ (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
☐ (b) The proxy must cast the votes in accordance with the following instructions:

☐ Approve ☐ Disapprove ☐ Abstain

☐ **Agenda No. 2 To acknowledge the Company's 2016 operating performance.**

☐ (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

☐ (b) The proxy must cast the votes in accordance with the following instructions:

☐ Approve ☐ Disapprove ☐ Abstain

☐ **Agenda No. 3 To consider and approve the Company's statement of financial position and statement of comprehensive income for the fiscal year ended December 31, 2016 which have been audited by the certified public accountant.**

☐ (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

☐ (b) The proxy must cast the votes in accordance with the following instructions:

☐ Approve ☐ Disapprove ☐ Abstain

☐ **Agenda No. 4 To consider and approve the dividend payment for the year 2016 and legal reserve.**

☐ (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

☐ (b) The proxy must cast the votes in accordance with the following instructions:

☐ Approve ☐ Disapprove ☐ Abstain

☐ **Agenda No. 5 To consider and approve the re-appointment of the directors who are retired by rotation.**

☐ (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

☐ (b) The proxy must cast the votes in accordance with the following instructions:

☐ Approve the appointment of all directors

☐ Approve ☐ Disapprove ☐ Abstain

☐ Approve the appointment of certain directors

Name of the director Ms.Jareeporn Jarukornsakul

O Approve O Disapprove O Abstain

Name of the director Mr.Chanwit Amatamatuchart

O Approve O Disapprove O Abstain

Name of the director Mr.Somsak Boonchoyruengchai

O Approve O Disapprove O Abstain

Name of the director Mrs.Kritsana Sukboonyasatit

O Approve O Disapprove O Abstain

☐ **Agenda No. 6 To acknowledge the payment of remuneration to the directors for the year 2016 and the determination of remuneration to the directors for the year 2017.**

☐ (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

☐ (b) The proxy must cast the votes in accordance with the following instructions:

☐ Approve ☐ Disapprove ☐ Abstain

☐ **Agenda No. 7 To consider and approve the appointment of auditors and the annual auditing fee for 2017.**

☐ (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

☐ (b) The proxy must cast the votes in accordance with the following instructions:

☐ Approve ☐ Disapprove ☐ Abstain

☐ **Agenda No. 8 To consider and approve the issuance and offering additional debenture.**

☐ (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

☐ (b) The proxy must cast the votes in accordance with the following instructions:

☐ Approve ☐ Disapprove ☐ Abstain

☐ **Agenda No. 9 To consider and approve the amendment to the Company's Memorandum of Association, Clause 3.**

☐ (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

☐ (b) The proxy must cast the votes in accordance with the following instructions:

☐ Approve ☐ Disapprove ☐ Abstain

☐ **Agenda No. 10 To consider and approve the amendment to the Articles of Association by amending Clause 25 and inserting new Clause 25/1.**

☐ (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

☐ (b) The proxy must cast the votes in accordance with the following instructions:

☐ Approve ☐ Disapprove ☐ Abstain

☐ **Agenda No. 11 Others (if any).**

☐ (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

☐ (b) The proxy must cast the votes in accordance with the following instructions:

☐ Approve ☐ Disapprove ☐ Abstain

Any acts or performance caused by the proxy at the above meeting shall be deemed as my/our acts and performance in all respects.

Signed Grantor
( )

Signed Proxy
( )

Signed Proxy
( )

Signed Proxy
( )

Remarks

1. This Proxy Form C shall be applicable only for the Shareholders listed in the share register book as the foreign investors appointing the Custodian in Thailand
2. The following documents shall be attached with this Proxy Form:
   (1) Power of Attorney from a shareholder authorizing a custodian to sign the Proxy Form on behalf of the shareholders.
   (2) Letter certifying that the person signing the Proxy Form is authorized to engage in custodian business.
3. The Shareholder wishing to appoint the Proxy must authorize only one proxy to attend and vote at the meeting and shall not allocate the number of shares to several proxies to vote separately
4. In the agenda relating to the election of Directors, it is applicable to elect either nominated directors as a whole or elect each nominated director individually.
5. In case there are agenda other than the agenda specified above, the additional statement can be specified in the Attachment Proxy Form C as enclosed.

Attachment to Proxy Form C

A proxy is granted by a shareholder of Hemaraj Land and Development Public Company Limited.

For the 2017 Annual General Meeting of Shareholders to be held on 28th April 2017 at 2 p.m., at Amari Watergate Bangkok, 847 Petchburi Road, Bangkok 10400 Thailand, 6th Floor Watergate Ballroom or such other date, time and place as may be adjourned.

☐Agenda no. ________ Subject:____

☐ (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

☐ (b) The proxy must cast the votes in accordance with the following instructions:

☐ Approve ☐ Disapprove ☐ Abstain

☐Agenda no. ________ Subject:____

☐ (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

☐ (b) The proxy must cast the votes in accordance with the following instructions:

☐ Approve ☐ Disapprove ☐ Abstain

☐Agenda no. ________ Subject:____

☐ (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

☐ (b) The proxy must cast the votes in accordance with the following instructions:

☐ Approve ☐ Disapprove ☐ Abstain

☐Agenda no. ________ Subject:____

☐ (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

☐ (b) The proxy must cast the votes in accordance with the following instructions:

☐ Approve ☐ Disapprove ☐ Abstain

☐Agenda no. ________ Subject:____

☐ (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

☐ (b) The proxy must cast the votes in accordance with the following instructions:

☐ Approve ☐ Disapprove ☐ Abstain

Attachment 5

☐Agenda no. _________ Subject: Appointment of Director (Continue)

Name of Director: ________________________________
☐ Approve ☐ Disapprove ☐ Abstain

Name of Director: ________________________________
☐ Approve ☐ Disapprove ☐ Abstain

Name of Director: ________________________________
☐ Approve ☐ Disapprove ☐ Abstain

Name of Director: ________________________________
☐ Approve ☐ Disapprove ☐ Abstain

Name of Director: ________________________________
☐ Approve ☐ Disapprove ☐ Abstain

Name of Director: ________________________________
☐ Approve ☐ Disapprove ☐ Abstain

Name of Director: ________________________________
☐ Approve ☐ Disapprove ☐ Abstain

Name of Director: ________________________________
☐ Approve ☐ Disapprove ☐ Abstain

Name of Director: ________________________________
☐ Approve ☐ Disapprove ☐ Abstain

Name of Director: ________________________________
☐ Approve ☐ Disapprove ☐ Abstain

Name of Director: ________________________________
☐ Approve ☐ Disapprove ☐ Abstain

Name of Director: ________________________________
☐ Approve ☐ Disapprove ☐ Abstain

I/We certify that the information contained in this Attachment to Proxy Form is complete and true.

Signed ______________________________ Grantor
( )
Date:

Signed ______________________________ Proxy
( )
Date: