	Please bring this proxy to show at the meeting even shareholders who attend the meeting in	Stamp Duty 20 Baht

Proxy (Form C)

Written at……………………….……………………………..

Date…………Month……………………Year……………..

1. I/We…………………………………………………………......

   Reside at……………………………………..…………………………

   …………………………………………………..…………..…………

   ………………………………………….Nationality…………………

   Shareholder's Registration No…………………....

As the Custodian of Thai Factory Development Public Company Limited,

holding……..……………………………………….…………shares and having……………………..……...votes, which consist of

   No. of ordinary shares……………………..……………...shares, equivalent to……………….…..………………..…votes

2. Hereby appoint any one of (May grant proxy to the Company's Independent Director of which details as in attached 3):

Independent director 1) ☐ Dr. Sunthorn Sathirathai Age 78 Residing at No. 7, Sub-district Phakanong Nue, District Wattana, Bangkok 10110 or

2) ☐ Mr. Prasong Vara-ratanakul Age 59 years Residing at No. 4/804, Moo 8, Sub-district Dogmai, District Pravet, Bangkok 10250 or

3) ☐ Mr. Sommart Sangkhasap Age 72 years Residing at No. 51, Suthisarn Road, Sub-district / District Huykhwang, Bangkok 10320 or

4) ☐ Mr. Nan Kitjalaksana Age 78 Residing at No. 185, Moo 9, Sub-district Samrong Nue, District Muang, Samutprakan 10270 or

Other person 5) …………………………………………………………………….………Age………………..Years

Reside at No.…………………………………….Road…………………..………………....……Sub-district……………..……………..……

District………………………….............……………..Province…………………………………Postal Code……………………………..………or

6) …………………………………………………………………….…….Age………………..Years

Reside at No.…………………………………….Road…………………..………………....……Sub-district……………..……………..……

District…………………………………………………..Province…………………………………Postal Code……………………..……….……or

7) …………………………………………………………………….…….Age………………..Years

Reside at No.…………………………………….Road…………………..………………....……Sub-district……………..……………..……

District…………………………………………………..Province…………………………………Postal Code……………………..……….……

to be my/our proxy to attend and vote for me/us and on my/our behalf at the Annual General Meeting of Shareholders for the year 2009 to be held on Wednesday, April 29, 2009 at 14.30 hours at the Din Daeng room, Princeton Park Suites Co., Ltd., P4 Floor, No. 3, Mitmaitri Road, Din Daeng District, Bangkok or at any adjournment thereof.

3. I/We authorize my/our proxy to vote on behalf of my/our behalf in this Meeting in the following manner:

   ☐ Appoint my/our proxy for all shares held and eligible to cast votes.

   ☐ Appoint my/our proxy for partial shares of:

      No. of ordinary shares…………………….....shares, equivalent to…………………..…votes

      Total eligible for…………………………….votes

4. I/We authorize my/our proxy to vote on behalf of my/our behalf in this Meeting in the following manner:

(1) ☐ Agenda No 1 Subject To adopt the Minutes of the 2008 Annual General Meeting of

☐ (a) The proxy has the rights to consider the matter and vote on my/our behalf as he/she deem appropriate in all respects.

☐ (b) The proxy is allowed to vote in accordance with my/our following instruction:

☐ Approve   ☐ Disapprove   ☐ Abstain

☐ Agenda No 2 Subject To acknowledge the report of the Company's 2008 operation results

☐ (a) The proxy has the rights to consider the matter and vote on my/our behalf as he/she deem appropriate in all respects.

☐ (b) The proxy is allowed to vote in accordance with my/our following instruction:

☐ Approve   ☐ Disapprove   ☐ Abstain

☐ Agenda No 3 Subject To consider and approve the Balance Sheet and the Statements of Income for the Year that Ended 31 December 2008

☐ (a) The proxy has the rights to consider the matter and vote on my/our behalf as he/she deem appropriate in all respects.

☐ (b) The proxy is allowed to vote in accordance with my/our following instruction:

☐ Approve   ☐ Disapprove   ☐ Abstain

☐ Agenda No 4 Subject To consider and approve the allocation of the 2008 profit and payment of dividend

☐ (a) The proxy has the rights to consider the matter and vote on my/our behalf as he/she deem appropriate in all respects.

☐ (b) The proxy is allowed to vote in accordance with my/our following instruction:

☐ Approve   ☐ Disapprove   ☐ Abstain

☐ Agenda No 5.Subject: To consider the appointment of directors

☐ (a) The proxy has the rights to consider the matter and vote on my/our behalf as he/she deem appropriate in all respects.

☐ (b) The proxy is allowed to vote in accordance with my/our following instruction:

☐ Approve the election of all proposed directors

☐ Approve   ☐ Disapprove   ☐ Abstain

☐ Approve the election of certain proposed directors as follows:

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

☐ Agenda No 6 Subject To determine director's remuneration

☐ (a) The proxy has the rights to consider the matter and vote on my/our behalf as he/she deem appropriate in all respects.

☐ (b) The proxy is allowed to vote in accordance with my/our following instruction:

☐ Approve   ☐ Disapprove   ☐ Abstain

☐ Agenda No 7 Subject To appoint the auditor and to determine the auditor's fees

☐ (a) The proxy has the rights to consider the matter and vote on my/our behalf as he/she deem appropriate in all respects.

☐ (b) The proxy is allowed to vote in accordance with my/our following instruction:

☐ Approve ☐ Disapprove ☐ Abstain

☐ Agenda No 8 Subject Approve the Company to enter into a transaction to sell existing ordinary shares of Princeton Park Suites Co., Ltd., concerning the connected transactions

☐ (a) The proxy has the rights to consider the matter and vote on my/our behalf as he/she deem appropriate in all Respects.

☐ (b) The proxy is allowed to vote in accordance with my/our following instruction:

☐ Approve ☐ Disapprove ☐ Abstain

☐ Agenda No 9 Subject Other businesses (If any)

The shareholders are free to ask any questions and the Board will answer their queries (if any). Thus there is no voting on this agenda.

5. The proxy's voting for any agenda that is not consistent with the intention specified under this proxy shall be deemed invalid and shall not be considered as my voting as the shareholder.

6. If I/We do not specify of clearly specify my/our intention to vote in any agenda, or if there is any other agenda considered in the Meeting other than those specified above, or if there is any change or amendment to any fact, the proxy shall be authorized to consider the matters and vote on my/our behalf as the proxy deems appropriate.

Any act performed by the proxy during the meeting except the proxy's voting that is not consistent with my intention as specified under this proxy, shall be deemed to have been done by me/us in all respects.

Signed………………………………………..Grant

( )

Signed………………………………………..Grantee

( )

Signed………………………………………..Grantee

( )

Signed………………………………………..Grantee

( )

Remarks:

1. This Proxy Form C. is used only in case of shareholder whose name appears in the registration book as a foreign investor and has appointed a Custodian in Thailand as a custodian.

2. Evidence which must be attached with the Proxy are:

   (1) Power of attorney from shareholder assigning the custodian to execute the proxy on his/her behalf.

   (2) A document confirming that the custodian has the permission to conduct the custodian business.

3. The shareholder assigning 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. For agenda relating to election of directors, the election may be for the entire group of directors or each individual director.

5. In case there are agenda other than the agenda specified above, the additional statement can be specified by the shareholder in the Regular Continued Proxy Form C. as enclosed.

Regular Continued Proxy Form C

Authorization on behalf of the shareholder of Thai Factory Development Public Company Limited

      For the 2009 Annual General Meeting of Shareholders on Wednesday, April 29, 2009 at 14.30 hours at the Din Daeng room, Princeton Park Suites Co., Ltd., P4 Floor, No. 3, Mitmaitri Road, Din Daeng District, Bangkok or at any adjournment thereof to any other date, time and venue.

☐ Agenda No……………….Subject…………………………………………………………………..

☐ (a) The proxy has the rights to consider the matter and vote on my/our behalf as he/she deem appropriate in all respects.

☐ (b) The proxy is allowed to vote in accordance with my/our following instruction:

    ☐ Approve   ☐ Disapprove   ☐ Abstain

☐ Agenda No……………….Subject…………………………………………………………………..

☐ (a) The proxy has the rights to consider the matter and vote on my/our behalf as he/she deem appropriate in all respects.

☐ (b) The proxy is allowed to vote in accordance with my/our following instruction:

    ☐ Approve   ☐ Disapprove   ☐ Abstain

☐ Agenda No……………….Subject…………………………………………………………………..

☐ (a) The proxy has the rights to consider the matter and vote on my/our behalf as he/she deem appropriate in all respects.

☐ (b) The proxy is allowed to vote in accordance with my/our following instruction:

    ☐ Approve   ☐ Disapprove   ☐ Abstain

☐ Agenda No……………….Subject…………………………………………………………………..

☐ (a) The proxy has the rights to consider the matter and vote on my/our behalf as he/she deem appropriate in all respects.

☐ (b) The proxy is allowed to vote in accordance with my/our following instruction:

    ☐ Approve   ☐ Disapprove   ☐ Abstain

☐ Agenda No……………….Subject…………………………………………………………………..

☐ (a) The proxy has the rights to consider the matter and vote on my/our behalf as he/she deem appropriate in all respects.

☐ (b) The proxy is allowed to vote in accordance with my/our following instruction:

    ☐ Approve   ☐ Disapprove   ☐ Abstain

☐ Agenda No…………….Subject: To consider the appointment of directors

    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
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Name of Director
☐ Approve   ☐ Disapprove   ☐ Abstain

Name of Director
☐ Approve   ☐ Disapprove   ☐ Abstain