



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 84 Residing at No. 7, Sub-district Phakanong Nue, District Wattana, Bangkok 10110 or

2) ☐ Mr. Prasong Vara-ratanakul Age 63 Residing at No. 4/804, Moo 8, Sub-district Dogmai, District pravit, Bangkok 10250 or

Other person 3)Age.....Years

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

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

4)Age.....Years

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

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

5)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 2012 Annual General Meeting of Shareholders on Friday, April 27, 2012 at 14.30 hours at Sathorn I room, Anantara Bangkok Sathorn, Mezzanine, No. 36, Narathiwat-Rachanakarin Road, Yannawa 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:

☐ Agenda No 1 Subject: To adopt the Minutes of the 2011 Annual General Meeting of Shareholders

☐ (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 2011 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 Statements of Financial Position and the Statements of Comprehensive Income for the Year that Ended 31 December 2011

☐ (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 2011 profit and payment of cash dividend and stock 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 for approval to decrease the registered capital that not been paid

☐ (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 6 Subject: To consider for approval the amend of Memorandum of Association Clause 4 to comply with the capital decrease

☐ (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 consider for approval of capital increase in order to allocate for the stock dividend payout and reserve for the warrant holders "TFD-W1" to exercise their right from adjusted the exercise ratio

☐ (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: : To consider for approval the amend of Memorandum of Association Clause 4 to comply with the capital increase

☐ (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: To consider for approval the amend of Memorandum of Association Clause 49 The company's seal.**

☐ (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 10 Subject: To consider and elect directors to replace those resigning on rotation**

☐ (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 11 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 12 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 13 Subject: Other matters (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 2012 Annual General Meeting of Shareholders on Friday, April 27, 2012 at 14.30 hours at Sathorn I room, Anantara Bangkok Sathorn, Mezzanine, No. 36, Narathiwat-Rachanakarin Road, Yannawa 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