

Articles of Association of Thai Factory Development Public Company Limited
In Relation to the Annual General Meeting of Shareholders

Agenda 5: To Elect Directors to Replace Those Retiring on Rotation

Clause 16 Directors will be selected by the meeting of shareholders in accordance with the following criteria and procedure:

- (1) One shareholder shall be entitled to cast his/her vote at the rate of one share to one vote
- (2) Each shareholder will use all of his/her shares under (1) above to select either one or several persons as directors but may not divide his her votes on disparity basis to any one.
- (3) Persons receiving maximum votes in the respective order shall be appointed directors in accordance with the number of directors permitted in the Board or to be appointed on that occasion. In the case where candidates receive equal votes in the respective order which would make the number of directors exceeds that permitted to be appointed or to be appointed on that occasion, the presiding chairman shall cast his/her decisive vote.

In the case of vote by polls, it shall be made in accordance with the vote-by-poll basis in pursuance of clause 32, last paragraph.

Clause 17 At each annual ordinary general meeting, one-third of members of the Board shall retire. If such number cannot be divided exactly into one-thirds, then the number of directors to retire shall be the nearest to this one-third fraction.

Directors to retire during the first and second year following the registration of the Company shall be drawn by lots. In every subsequent year, however, the director(s) who has held the longest term in office shall be the person(s) to retire.

A retiring director is eligible for re-election.

Chapter V Meeting of Shareholders

- Clause 30 An Annual Ordinary Meeting of Shareholders shall be convened by the Board within four months from the last day of the Company's fiscal period.

Meetings of shareholders other than those stated above shall be called Extraordinary Meetings. The Board may call an Extraordinary Meeting whenever it thinks fit, or when a letter, subscribed to by shareholders holding an aggregate number of not less than one-fifth of the total number of shares sold, or which is subscribed to by at least 25 shareholders holding a combined amount of no less than ten percent of the Company's total distributed shares, was sent to request that the Board hold a meeting of shareholders by clearly specifying their reasons and purposes for such request. In such a case, the Board of Directors shall convene a meeting within 1 month from the date of its receipt of the letter from the shareholders.

- Clause 31 In summoning a meeting of shareholders, the Board shall arrange for the Notice to call the meeting which specifies the location, date, time and items of agenda and matters to be tabled therein together with reasonable details which clearly specify as to whether such matters are to be submitted for acknowledgement, approval or consideration, where applicable, including the Board's opinion on such matters as well. Such notice shall be sent to shareholders at least 7 days prior to the date of the meeting and shall be published in a newspaper for 3 consecutive days at least 3 days prior to the date of the meeting.

The Board of directors shall determine the date, time and place of the Meeting of Shareholders. The location in which the Meeting will be held must be in the same locality as that of the Head Office or in a neighboring province to the Head Office or any other province as considered appropriate by the Board.

Shareholders may appoint proxies which are sui juris to attend the meeting and vote on their behalves at any shareholders meeting. The Deed of Proxy, however, shall be dated and signed by the shareholder who is granting such proxy and executed in the form as prescribed by the Registrar.

Before entering the meeting, this Deed of Proxy shall be submitted by the proxy holder to the Chairman of the Board or a person so assigned by him/her at the place in which the meeting will take place.

For voting purposes, it shall be deemed that the proxy holder holds the number of votes equivalent to the votes held in aggregate by the grantor of the proxy unless the proxy holder makes a statement to the meeting prior to casting such votes that he/she will vote on the behalf of certain proxy grantors only, and must, in this respect, name the grantors of the proxy as well as state the number of shares held by such persons.

Clause 32 A quorum for a meeting of shareholders shall be formed by at least 25 shareholders or not less than half of the total number of shareholders attending the meeting either in person or by proxy (if any) holding an aggregate number of shares of no less than one-third of the total number of shares distributed.

At a meeting of shareholders, if an hour should have lapsed after the time fixed for the meeting and the prescribed quorum is still lacking, then in the case of a meeting called at the request of shareholders, it shall be cancelled forthwith. However, if such a meeting has not been called at the request of shareholders, it shall be re-scheduled and a Notice sent out to shareholders at least 7 days before the date of the meeting. A quorum is not, however, mandatory for this latter meeting.

For voting purposes, shareholders will be entitled to vote in the same number as the number of shares they hold, in which one share will be construed as being equal to one vote. Voting shall be made openly unless a request is made by at least 5 shareholders and a resolution made by the meeting for voting to be made by polls in which case every shareholder will be entitled to cast one vote to one share that he/she holds. The method of polling, however, shall be made as prescribed by the meeting's chairman.

Clause 33 For voting purposes, one share shall be entitled to one vote and a resolution of the shareholders meeting shall carry the following votes:

- (1) in normal circumstances, majority votes of shareholders attending the meeting and who are entitled to vote. In the case of tie-votes, the presiding chairman shall be entitled to cast an additional, decisive vote.
- (2) in the following circumstances, a resolution shall be passed by no less than three-fourths of the total votes of all shareholders attending the meeting and who are entitled to vote:

- (A) sale or transfer of the Company's entire or materially partial businesses, to third parties.
- (B) purchase or acceptance of the transfer of businesses of other companies or private companies to the Company.
- (C) execution, amendment or cancellation of agreements relating to the leasing out of the Company's entire or materially partial businesses.
- (D) assignment to other persons to manage the Company's businesses, or
- (E) amalgamation of the business with other parties with the purpose of sharing profits and loss.
- (F) amendments of the Memorandum of Association or Articles of Association.
- (G) Increase or decrease of the Company's capital funds, or issuance of debentures.
- (H) Merger or dissolution of the Company.

Clause 35 Business to be considered by the annual general meeting are as follows:

- (1) consideration of the Board's report submitted to the meeting regarding its performance during the past year.
- (2) consideration and authorization of the balance sheets.
- (3) consideration over appropriation of profits.
- (4) appointment of directors to replace those who have retired at the end of their term.
- (5) appointment of the Auditor and the fixing of his/her remuneration.
- (6) other businesses.

Clause 39 The Board shall arrange for the following documents to be sent to shareholders together with the Notice for the Annual General Meeting:

- (1) copies of the audited Financial Statements and Profits and Loss Accounts, together with the Auditor's report.
- (2) The Board of Directors' annual report.

Clause 42 The auditor(s) must not be the Company's director(s), personnel, employee(s) nor hold any other post(s) in the Company.

Rules and Procedures for Attending the Meeting, Granting the Proxy and Voting

Before attending a Meeting, each Shareholder must show any of the following documents:

1. Individual Shareholders

1.1 In case of an individual Shareholder Attending the Meeting in person, an original of a valid document containing the photo of such person issued by the Government Agency, such as Identification Card, Driver Licence or Passport.

1.2 In case of a Shareholder represented by proxy Attending the Meeting:

- (a) a proxy in the form attached to the invitation of the Meeting, accurately completed and signed by the Shareholder and the proxyholder;
- (b) a copy of the document of the Shareholders issued by the Government Agency containing the details specified in paragraph 1.1 above, certified true by the Shareholder;
- (c) an original documents of the proxyholder issued by the Government Agency containing the details specified in paragraph 1.1 above.

2. Juristic Shareholders

2.1 Unless otherwise provided in paragraph 2.2 below, in case of a representative of juristic Shareholder Attending the Meeting in person, the following documents will be required:

- (a) Original documents of the representative issued by the Government Agency containing the details specified in paragraph 1.1 above;
- (b) A copy of affidavit of the juristic Shareholders containing a statement indicating that such representative has been duly authorized to act on its behalf, certified true by its representative.

2.2 In case where the juristic Shareholder is represented by a proxy:

- (a) a proxy in the form attached to the invitation of the Meeting, accurately completed and signed by the Shareholder and the proxyholder;
- (b) a copy of affidavit of the juristic Shareholders containing a statement indicating that such representative has been authorized to act on its behalf, certified true by its representative;
- (c) original documents of the proxyholder issued by the Government Agency containing the details specified in paragraph 1.1 above.

3. Non-Thai Individual Shareholders or Non-Thai Juristic Persons Established under Foreign Laws

Subject to the provisions set out below, paragraphs 1 and 2 shall apply mutatis mutandis to Shareholders who are non-Thai or juristic persons established under foreign laws, as the case may be:

- (a) Affidavit of juristic persons may be issued by the Government Agency of the country in which such juristic person has been established or by its authorized officer. However, the Affidavit of the juristic person must contain details regarding its name, name of the person authorized to sign on its behalf and relevant conditions or limitation and its registered office.
- (b) Original documents which are neither in Thai nor in English must be submitted together with Thai or English translation, certified true and correct by its authorized officer.

**Information of Independent Director to Support the Appointment of a Proxy
(in case of such Independent Director is appointed as a proxy)**

Name - Surname	: Dr. Sunthorn Sathirathai
Age	: 88 years
Present position in the company	: 2002 – Present : Independent Director : Chairman
Period of directorship	: 13 years : 4 periods with 1 year (1 period : 3 years)
Present address	: No. 7, Sub-district North Phranakorn, District Wattana, Bangkok 10250
Education	: Ph.D. (Hons), Economics Sorbonne, France 1956 : Master Degree's in Economics Sorbonne, France 1956 : Bachelor Degree's in Political Science Thammasart University
Conflict of interest on the meeting's agenda	: None



Name - Surname	: Mr. Prasong Vara-ratanakul
Age	: 67 years
Present position in the company	: 1999 – Present : Corporate Governance, Nomination and Remuneration Chairman : Audit Committee Chairman : Independent Director
Period of directorship	: 16 years : 5 periods with 1 year (1 period : 3 years)
Present address	: No. 4/804, Moo 8, Sub-district Dogmai, District Pravet, Bangkok 10250
Education	: Master of Public Administration Chulalongkorn University : Bachelor of Commerce Chulalongkorn University : Bachelor of Law Ramkhamhaeng University
Conflict of interest on the meeting's agenda	: None



Documentation and Evidence required to be Presented at the Meeting

1. Shareholder attending the Meeting

Shareholder must present his/her original copy of ID card or government officer's ID card or the original copy of passport (if shareholders are foreigner) for registration purpose.

2. Shareholder appointing proxy

The Grantor must submit the proxy (Attached 7.5) upon doing the following:

- (1) Fill and sign the proxy (Attached 7.5) as well as affix it with Baht 20 stamp duty
 - In case of a natural person: Kindly attach copy of ID Card/Passport (if shareholders are foreigner) of the person appointing the proxy and sign it to certify the true copy thereof
 - In case of juristic person: Kindly attach copy of certificate of incorporation and copy of ID Card/Passport (if shareholders are foreigner) of the authorized director who has signed the proxy and sign the documents to certify the true copy thereof
- (2) Any shareholder wishes to appoint the Company's independent directors, information of the independent director (Attached 7.3) for his/her proxy may appoint the following:

1. Dr. Sunthorn Sathirathai Chairman and
Independent Director
2. Mr. Prasong Vara-ratanakul Independent Director
Audit committee Chairman
Corporate Governance, Nomination and
Remuneration Chairman

3. In case those attending the meeting have title, name and family name changed

Kindly present documents confirming such change



บริษัท ไทยพัฒนาโรงงานอุตสาหกรรม จำกัด (มหาชน)
THAI FACTORY DEVELOPMENT PUBLIC COMPANY LIMITED

Ref.AIT/15 - 283

March 18, 2015

Subject : The Proxy

To : Shareholders

According to the Department of Business Development, Ministry of Commerce has issued three forms of proxies to attend for shareholders meeting.

1. Form A is the general Proxy, which is not too complicated and easy to understand.
2. Form B is the specific Proxy, which contains all details in each category.
3. Form C : this is a form used only when shareholders are foreign investors and have appointed a custodian in Thailand to take deposit of and take care for the shares.

In case shareholders are foreign investors and appoint a custodian in Thailand to take deposit and take care of the shares, the proxy form they may use can be either Form A, B or C. However, for other shareholders, they may use only either Form A or B only.

The Company has provided three proxy forms as attached with a list of independent directors for your consideration. Please choose only one for the 2015 Annual General Meeting of Shareholders on Monday, April 27, 2015 at 14.00 hours.

Please be informed accordingly.

Faithfully yours,

(Ms.Siriporn Pinprayong)

Company Secretary



Please bring this proxy to show at the meeting even shareholders who attend the meeting

Stamp
Duty
20 Baht

Proxy (Form A)

Written at.....

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

1. I/We.....

Reside at.....

.....

.....Nationality.....

Shareholder's Registration No.....

2. Being a shareholder of Thai Factory Development Public Company Limited,

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

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

3. Hereby appoint any one of (May grant proxy to the Company's Independent Director of which details as in attached 7.3) :

Independent director 1) ☐ Dr. Sunthorn Sathirathai Age 88 Residing at No.7, Sub-district North Phrahanong, District Wattana, Bangkok 10110 or

2) ☐ Mr. Prasong Vara-ratanakul Age 67 Residing at No. 4/804, Moo 8, Sub-district Dokmai, District Pravat, 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 2015 Annual General Meeting of Shareholders on Monday, April 27, 2015 at 14.00 hours at Rajmontien Grand Ballroom, The Montien Hotel, Bangkok, No. 54 Surawongse Road, Bangkok 10500 or at any adjournment thereof.

Any act performed by the proxy during the meeting shall be deemed to have been done by me/us in all respects.

Signed.....Grant

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Signed.....Grantee

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Signed.....Grantee

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Signed.....Grantee

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Remarks:

Where more than one proxy is appointed, only one proxy is allowed to attend the meeting and cast the votes on behalf of the appointing shareholder. No voting shares can be split to more than one proxy for voting purpose.



Please bring this proxy to show at the meeting even shareholders who attend the meeting in

Stamp
Duty
20 Baht

Proxy (Form B)

Written at.....

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

1. I/We.....

Reside at.....

.....

.....Nationality.....

Shareholder's Registration No.....

2. Being a shareholder of Thai Factory Development Public Company Limited,

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

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

3. Hereby appoint any one of (May grant proxy to the Company's Independent Director of which details as in attached 7.3):

Independent director 1) ☐ Dr. Sunthorn Sathirathai Age 88 Residing at No. 7, Sub-district North Phraakanong, District Wattana, Bangkok 10110 or

2) ☐ Mr. Prasong Vara-ratanakul Age 67 Residing at No. 4/804, Moo 8, Sub-district Dokmai, District Pravat, 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 2015 Annual General Meeting of Shareholders on Monday, April 27, 2015 at 14.00 hours at Rajmontien Grand Ballroom, The Montien Hotel, Bangkok, No. 54 Surawongse Road, Bangkok 10500 or at any adjournment thereof.

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 Extraordinary General Meeting of Shareholders No. 3/2014

☐ (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 year 2014 operating 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 consolidated Financial Statements for the fiscal year ended December 31,2014.**

☐ (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 2014 profit and Omits dividend payment.**

☐ (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 and elect the directors in replacement of those retired by 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 Mr. Gumpol Tiyarat

☐ Approve

☐ Disapprove

☐ Abstain

Name of Director Mr. Anukul Ubonnuch

☐ Approve

☐ Disapprove

☐ Abstain

Name of Director Mr. Sommart Sangkhasap

☐ Approve

☐ Disapprove

☐ Abstain

Name of Director _____

☐ Approve

☐ Disapprove

☐ Abstain

Name of Director _____

☐ Approve

☐ Disapprove

☐ Abstain

☐ **Agenda No 6 Subject: To determine directors' 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 auditors 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: To extend the period of time to receive the deposit back from JC Kevin Development Company Limited (the connected juristic person) which is the connected transaction**

☐ (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 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
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Signed.....Grantee
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Signed.....Grantee
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Signed.....Grantee
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Remarks:

- 1. The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and may not split the number of shares to several proxies for splitting votes.
- 2. With respect to the agenda appointing directors, it is optional to elect all or any of the proposed directors.
- 3. 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 B. as enclosed.

Regular Continued Proxy Form B

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

For the 2015 Annual General Meeting of Shareholders on Monday, April 27, 2015 at 14.00 hours at Rajmontien Grand Ballroom, The Montien Hotel, Bangkok, No. 54 Surawongse Road, Bangkok 10500 or at any adjournment thereof to any other date, time and venue.

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- ☐ 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



Please bring this proxy to show at the meeting even shareholders who attend the meeting in

Proxy (Form C)

Stamp
Duty
20 Baht

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 7.3):

Independent director

1) ☐ Dr. Sunthorn Sathirathai Age 88 Residing at No. 7, Sub-district North Phraakanong, District

Wattana, Bangkok 10110 or

2) ☐ Mr. Prasong Vara-ratanakul Age 67 Residing at No. 4/804, Moo 8, Sub-district Dokmai,

District Praveet, 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 2015 Annual General Meeting of Shareholders on

Monday, April 27, 2015 at 14.00 hours at Rajmontien Grand Ballroom, The Montien Hotel, Bangkok, No. 54 Surawongse Road,

Bangkok 10500 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 Extraordinary General Meeting of Shareholders No. 3/2014

☐ (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 year 2014 operating 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 consolidated Financial Statements for the fiscal year ended December 31,2014.

☐ (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 2014 profit and Omits dividend payment.

☐ (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 and elect the directors in replacement of those retired by 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 Mr. Gumpol Tiyarat

☐ Approve

☐ Disapprove

☐ Abstain

Name of Director Mr. Anukul Ubonnuch

☐ Approve

☐ Disapprove

☐ Abstain

Name of Director Mr. Sommart Sangkhasap

☐ Approve

☐ Disapprove

☐ Abstain

Name of Director _____

☐ Approve

☐ Disapprove

☐ Abstain

Name of Director _____

☐ Approve

☐ Disapprove

☐ Abstain

☐ Agenda No 6 Subject: To determine directors' 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 auditors 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: To extend the period of time to receive the deposit back from JC Kevin Development Company Limited (the connected juristic person) which is the connected transaction

☐ (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 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

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Signed.....Grantee

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Signed.....Grantee

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Signed.....Grantee

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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 2015 Annual General Meeting of Shareholders on Monday, April 27, 2015 at 14.00 hours at Rajmontien Grand Ballroom, The Montien Hotel, Bangkok, No. 54 Surawongse Road, Bangkok 10500 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.....
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- ☐ Agenda No.....Subject.....
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- ☐ 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