



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

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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 9):

Independent director 1) Dr. Sunthorn Sathirathai Age 85 Residing at No. 7, Sub-district Phakanong Nue, District Wattana, Bangkok 10110 or

2) Mr. Nan Kitjalaksana Age 85 Residing at No. 185, Moo 9, Sub-district Samrong Nue, District Muang, Samutprakan 10270 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 2013 Annual General Meeting of Shareholders on Thursday, April 18, 2013 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 Extraordinary General Meeting of Shareholders No. 1/2013 (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 2012 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 Financial Statements for the fiscal year ended December 31, 2012

(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 2012 profit for the legal reserve and the payment of cash 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 and approve the decrease in registered capital which has not yet 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 and approve an amendment to Clause 4 of the Company's Memorandum of Association to correspond with the decrease in registered capital

(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 and approve the increase in registered capital to correspond with the stock dividend and the exercising of the rights of the Warrant (TFD-W2)

(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 and approve an amendment to Clause 4 of the Company's Memorandum of Association to correspond with the increase in registered capital

(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

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.

