



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 6):

Independent director 1) ☐ Dr. Sunthorn Sathirathai Age 87 Residing at No. 7, Sub-district North Phraakanong, District Wattana, Bangkok 10110 or

2) ☐ Mr. Prasong Vara-ratanakul Age 66 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 Extraordinary General Meeting of Shareholders No. 3/2014 on Wednesday, November 12, 2014 at 14.00 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 consider and certify the minutes of the Extraordinary General Shareholders' Meeting No.2/2014 was held on 30 September 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 consider and approve the abrogation of the resolutions of the Extraordinary General Shareholders' Meeting No. 1/2014, which was held on 30 January 2014, regarding with agenda no. 2, 3 and 6, which was approved by existing shareholders as (i) the offering of new ordinary shares in an amount not exceeding 116,000,000 shares to Public Offering (ii) the offering of the Warrants ("TFD-W3") in an amount not exceeding 119,950,020 units to general investors, who subscribe new ordinary shares of the Company and existing shareholders of the Company in proportion of shareholdings and (iii) the allotment of new ordinary shares in an amount 235,950,020 shares with par value of Baht 1 per share, which is offered to Public Offering and reserved for the exercise of TFD-W3.

☐ (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 to decrease registered capital of the Company and to amend Clause 4. of the Memorandum of Association of the Company to be accordance with the reduction of the registered share 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 4 Subject: To consider and approve to increase registered capital of the Company and to amend Clause 4. of the Memorandum of Association of the Company to be accordance with the increase of the registered share 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 5 Subject: To consider and approve the issuance and offering of new ordinary shares with par value of Baht 1 per share in an amount not exceeding 120,000,000 shares to general investors ("Public Offering").

☐ (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 the issuance and offering of the 3rd series of warrants ("TFD-W3") to the existing shareholders in proportion of shareholdings.

☐ (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 allocation of the new ordinary shares.**

- ☐ (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: 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 or 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
()

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. 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 Extraordinary General Meeting of Shareholders No. 3/2014 on Wednesday, November 12, 2014 at 14.00 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.

- | | |
|--------------------------|---|
| <input type="checkbox"/> | Agenda No.....Subject..... |
| <input type="checkbox"/> | (a) The proxy has the rights to consider the matter and vote on my/our behalf as he/she deem appropriate in all respects. |
| <input type="checkbox"/> | (b) The proxy is allowed to vote in accordance with my/our following instruction: |
| <input type="checkbox"/> | Approve |
| <input type="checkbox"/> | Disapprove |
| <input type="checkbox"/> | Abstain |
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