



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 4.3):

Independent director 1) ☐ Mr. Prasong Vara-ratanakul Age 68 Residing at No. 4/804, Moo 8, District Prawet, Sub-District Dokmai, Bangkok 10250 or

2) ☐ Mr. Sommart Sangkhasap Age 81 Residing at No. 51, Suthisarn Road, District / Sub-District Huykhwang, Bangkok 10320 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.1/2016 on Monday, June 27, 2016 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 adopt the Minutes of the 2016 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 consider and approve the 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

☐ Abstai

☐ Agenda No 3 Subject: To consider and approve the 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 4 Subject: To consider and approve the offering of the 4<sup>th</sup> series of warrants (TFD-W4) to the existing shareholders of the Company in proportion 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 5 Subject: To consider and approve the allotment of 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 6 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

( )

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. 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.1/2016 on Monday June 27, 2016 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.

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