

**PROXY FORM C (FOR FOREIGN SHAREHOLDER  
APPOINTING CUSTODIAN IN THAILAND)**  
According to Regulation of Department of Business Development  
Re : Form of Proxy (No.5) B.E. 2550

Duty  
Stamp  
of Baht  
20 is  
required

Written at \_\_\_\_\_  
Date \_\_\_\_\_

(1) I / We \_\_\_\_\_ Nationality \_\_\_\_\_  
With address at \_\_\_\_\_ Soi \_\_\_\_\_ Road \_\_\_\_\_  
Sub-District \_\_\_\_\_ District \_\_\_\_\_ Province \_\_\_\_\_ Postal Code \_\_\_\_\_

Acting as the custodian for \_\_\_\_\_  
Being a shareholder of Toyo-Thai Corporation Public Company Limited

holding the total amount of \_\_\_\_\_ shares with the voting rights of \_\_\_\_\_ votes as follows;  
Ordinary share \_\_\_\_\_ shares with the voting rights of \_\_\_\_\_ votes  
preferred share \_\_\_\_\_ shares with the voting rights of \_\_\_\_\_ votes

(2) Do hereby appoint either one of the following persons:

(1) \_\_\_\_\_ Age \_\_\_\_\_ years  
With address at \_\_\_\_\_ Soi \_\_\_\_\_ Road \_\_\_\_\_ Sub-District \_\_\_\_\_  
District \_\_\_\_\_ Province \_\_\_\_\_ Postal Code \_\_\_\_\_

(2) \_\_\_\_\_ Age \_\_\_\_\_ years  
With address at \_\_\_\_\_ Soi \_\_\_\_\_ Road \_\_\_\_\_ Sub-District \_\_\_\_\_  
District \_\_\_\_\_ Province \_\_\_\_\_ Postal Code \_\_\_\_\_

(3) \_\_\_\_\_ Age \_\_\_\_\_ years  
With address at \_\_\_\_\_ Soi \_\_\_\_\_ Road \_\_\_\_\_ Sub-District \_\_\_\_\_  
District \_\_\_\_\_ Province \_\_\_\_\_ Postal Code \_\_\_\_\_

anyone of the above as my/our proxy holder to attend and vote on my behalf at the Annual General Meeting of Shareholders 2015, which will be held on Thursday of April 9, 2015 at 14.00 hrs. at the Company's Conference Room no 2701 - 2703, 27th Floor, Sermmitr Tower, No. 159/41-44, Sukhumvit 21 (Asoke) Road, Khweang Klongtoey Nuer, Khet Wattana, Bangkok, or any date and at any postponement thereof.

(3) I / We authorize the proxy holder to attend the meeting and vote are as follows:-

Grant Proxy the total amount of shares holding and entitled to vote.

Grant partial shares of :

Ordinary share \_\_\_\_\_ shares, having voting rights equivalent to \_\_\_\_\_ votes  
 Preferred share \_\_\_\_\_ shares, having voting rights equivalent to \_\_\_\_\_ votes  
Total voting rights \_\_\_\_\_ votes

(4) I / We hereby authorize the proxy holder to vote on my behalf at this meeting as follows:

**Agenda 1: To adopt the Minutes of the Annual General Meeting of Shareholders  
No. 1/2557 held on April 9, 2014.**

(a) The Proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.

(b) The Proxy holder shall be vote in accordance with my wish as follows:  
 Approve  Disapprove  Abstain

**Agenda 2: To consider the report on the result of the Company's operation for the year  
2014.**

(a) The Proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.

(b) The Proxy holder shall be vote in accordance with my wish as follows:  
 Approve  Disapprove  Abstain

**Agenda 3: To approve the Statement of Financial Position and the Statement of Comprehensive Income of the Company for the fiscal Year Ended on 31<sup>st</sup> December 2014.**

(a) The Proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.

(b) The Proxy holder shall be vote in accordance with my wish as follows:  
 Approve                       Disapprove                       Abstain

**Agenda 4: To consider and approve the issuance of the debentures.**

(a) The Proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.

(c) The Proxy holder shall be vote in accordance with my wish as follows:  
 Approve                       Disapprove                       Abstain

**Agenda 5: To consider and Approve the appropriation of profit from the operating result of 2014 in the form of dividend payment.**

(a) The Proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.

(b) The Proxy holder shall be vote in accordance with my wish as follows:  
 Approve                       Disapprove                       Abstain

**Agenda 6: To consider and elect new directors in place of those to be retired by rotation.**

(a) The Proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.

(b) The Proxy holder shall be vote in accordance with my wish as follows:  
 Approve                       Disapprove                       Abstain

6.1 To elect directors as a whole  
 Approve                       Disapprove                       Abstain

6.2 To elect each director individually

**6.2.1 Mr. Hironobu Iriya**

Approve                       Disapprove                       Abstain

**6.2.2 Mr. Piriya Wongphayabal**

Approve                       Disapprove                       Abstain

**6.2.3 Mr. Tiwa Jaruke**

Approve                       Disapprove                       Abstain

**Agenda 7: To consider and fix the Board of Director, Audit Committee and Board of Management's remuneration for the year 2015.**

(a) The Proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.

(b) The Proxy holder shall be vote in accordance with my wish as follows:  
 Approve                       Disapprove                       Abstain

**Agenda 8: To consider and appoint the Company's auditor and fix the audit fee for the year 2015.**

(a) The Proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.

(b) The Proxy holder shall be vote in accordance with my wish as follows:  
 Approve                       Disapprove                       Abstain

**Agenda 9: To consider and approve the change of Company Name.**

(a) The Proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.

(b) The Proxy holder shall be vote in accordance with my wish as follows:

Approve

Disapprove

Abstain

**Agenda 10: To consider and approve the amendment of the Memorandum of Association, Clause 1 (The Company Name).**

(a) The Proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.

(b) The Proxy holder shall be vote in accordance with my wish as follows:

Approve

Disapprove

Abstain

**Agenda 11: To consider and approve the amendment of the Articles of Association, Article 1 (The Name of Articles of Association), Article 2 (Definition of "Company") and Article 53 (The Company Seal).**

(a) The Proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.

(b) The Proxy holder shall be vote in accordance with my wish as follows:

Approve

Disapprove

Abstain

(5) Voting of the proxy holder in any agenda that is not specified in this proxy shall be considered as invalid and not my/our voting as a shareholder.

(6) In case I/We have not declared a voting intention in any agenda or my/our determination is not clear or in case the meeting considers or passes resolutions in any matters apart from those agendum specified above, including the case that there is any amendment, modification or addition of any fact, the proxy holder shall have the right to consider and vote as to his/her consideration.

Any business carried on by the proxy holder in the said meeting, except the proxy holder does not vote as I/we specify in the proxy form, shall be deemed as having been carried out by myself/ourselves in all respects.

Signed \_\_\_\_\_ Grantor  
(.....)

Signed \_\_\_\_\_ Proxy  
(.....)

Signed \_\_\_\_\_ Proxy  
(.....)

Signed \_\_\_\_\_ Proxy  
(.....)

**Remarks:**

1. This Proxy Form C. only use for Shareholders whose names appearing in the foreign investors registration and he/she appointed a custodian in Thailand to be responsible for safeguarding shares only.
2. Documents and evidences to be enclosed with the proxy form are:
  - (1) Power of Attorney from the shareholder authorizes a custodian to sign the Proxy Form on behalf of the shareholder.
  - (2) Letter of certification to certify that the signer in the Proxy Form have a permit to act as a Custodian.
3. A shareholder shall appoint only one proxy holder to attend and vote at the meeting not split shares and appoint more than one proxy holder in order to split votes.
4. In agenda regarding the election of directors, the ballot can be either for all the directors as a whole or for an individual director.
5. In case that there any further agenda apart from specified above brought into consideration in the meeting. the proxy holder may use the Annex attached to Proxy Form C.

**Annex attached to the Proxy Form C**

The Proxy of the shareholder of Toyo-Thai Corporation Public Company Limited.

At the Annual General Meeting of Shareholders 2015, which will be held on Thursday of April 9, 2015 at 14.00 hrs. at the Company's Conference Room no 2701 - 2703, 27th Floor, Sermmitr Tower, No. 159/41-44, Sukhumvit 21 (Asoke) Road, Khweang Klongtoey Nuer, Khet Wattana, Bangkok, or any date and at any postponement thereof.

**Agenda** .....: .....

(a) The Proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.

(b) The Proxy holder shall be vote in accordance with my wish as follows:  
 Approve                       Disapprove                       Abstain

**Agenda** .....: .....

(a) The Proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.

(b) The Proxy holder shall be vote in accordance with my wish as follows:  
 Approve                       Disapprove                       Abstain

**Agenda** .....: .....

(a) The Proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.

(b) The Proxy holder shall be vote in accordance with my wish as follows:  
 Approve                       Disapprove                       Abstain

**Agenda** .....: .....

(a) The Proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.

(b) The Proxy holder shall be vote in accordance with my wish as follows:  
 Approve                       Disapprove                       Abstain