

**Proxy Form C**  
**(For Foreign Shareholder who have Custodian in Thailand only)**

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Duty
Stamp
Baht 20

Shareholder's Registration No. .... Written at .....  
 Date.....Month.....Year.....

(1) I/We .....Nationality.....  
 Office Registered at.....Road.....Sub-district.....  
 District.....Province .....Zip Code.....

In our capacity as the Custodian for.....  
 being a Shareholder of **Thai Film Industries Public Co., Ltd. ("The Company")**

holding the total amount of ..... shares and are entitled to vote equal to..... votes

(2) hereby appoint (the shareholder may appoint the independent director who does not obtain advantages from the meeting of the Company to be the proxy)

- (1) Independent Director  Mrs. Kingthien Bang-or or  Mr. Pradit Sawattananond or  
 Mr. Vatanachai Suvagondha

(2) Name.....age .....years residing at.....  
 ..... or

(3) Name.....age .....years residing at.....  
 ..... or

(4) Name.....age .....years residing at.....  
 .....

Only one of them as my/our proxy to attend and vote on my/our behalf at the Extraordinary General Shareholders' Meeting no.1/2012 on March 27, 2012 at 10.00 a.m. at Lakewood Country Club Clubhouse Bangna Trad Km.18 Samutprakarn or on such other date and at such other place as may be adjourned or changed.

(3) I/we would like to grant proxy holder to attend and vote in the meeting as follows:

- Grant proxy the total amount of shares holding and entitled to vote.  
 Grant partial shares of  
 No of ordinary Shares.....shares and are entitled to vote equal to..... votes

(4) I/We therefore would like to vote for each agenda item as follows:

- Agenda No. 1 : Consider and approve the minutes of the 2011 Annual General Shareholders' Meeting.**  
 (a) The proxy is entitled to consider and vote on my/our behalf as deem appropriate.  
 (b) The proxy shall vote in accordance with my/our intention as follows:  
 Approve\_\_\_\_\_Votes  Disapprove\_\_\_\_\_ Votes  Abstain\_\_\_\_\_Votes

**Agenda No. 2:** Consider and approve the disposition of 4 items of the Company’s non-core assets which are as follow:

- 1. **1,129,999,993 common shares of Riverside Tower Company Limited**
- 2. **290,000 common shares of Lakewood Land Company Limited**
- 3. **5,000 common shares of Lakewood Country Club Company Limited**
- 4. **Land at Suwintawong with total area of 88 – 2 – 20 rai located in Tumbon Saladang, Bang Nam-preaw, Chasoengsao Province.**

- (a) The proxy is entitled to consider and vote on my/our behalf as deem appropriate.
- (b) The proxy shall vote in accordance with my/our intention as follows:
  - Approve\_\_\_\_\_Votes     Disapprove\_\_\_\_\_ Votes     Abstain\_\_\_\_\_Votes

**Agenda No. 3:** Other businesses (if any)

- (a) The proxy is entitled to consider and vote on my/our behalf as deem appropriate.
- (b) The proxy shall vote in accordance with my/our intention as follows:
  - Approve\_\_\_\_\_Votes     Disapprove\_\_\_\_\_ Votes     Abstain\_\_\_\_\_Votes

- (5) Vote of the Proxy in any Agenda which is not in accordance with this Form of Proxy shall be invalid and shall not be the vote of the shareholder.
- (6) In cases I/we do not specify authorization or the authorization is unclear, or if the meeting considers or resolves any matter other than those stated above, or if there is any change or amendment to any fact, the proxy shall be authorized to consider and vote the matter on my/our behalf as the proxy deems appropriate.

For any act performed by the proxy at the meeting, it shall be deemed as such acts had been done by me/us in all respects except for vote of the proxy which is not in accordance with this Proxy Form.

Signature .....Proxy Grantor  
(.....)

Signature .....Proxy Holder  
(.....)

Signature ..... Proxy Holder  
(.....)

Signature .....Proxy Holder  
(.....)

TFI/ Proxy Form C

Remark

1. This Form C is used only by the shareholders whose names are in the Shareholders' register and being offshore investors who have a Custodian in Thailand.
2. The document to be enclosed with this proxy form is:
  - (1) The power of attorney granted by the shareholder to the custodian by which the custodian is appointed to sign the proxy form on the shareholder's behalf.
  - (2) A certification that the Authorized signatory of the proxy form is licensed to operate the custodian business.
3. The Shareholder appointing 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 the agenda relating the election of Directors, it is applicable to elect either directors as a whole or elect each director individually.
5. In case there are agenda other than those specified above, the additional statement can be specified by the shareholder in the Attachment to Proxy Form C as enclosed.

### Attachment to Proxy Form C

Granting of power to a proxy as a Shareholder of **Thai Film Industries Public Co., Ltd.**

In the Extraordinary General Shareholders' Meeting no.1/2012 on March 27, 2012 at 10.00 a.m. at Lakewood Country Club Clubhouse Bangna Trad Km.18 Samutprakarn or on such other date and at such other place as may be adjourned or changed.

Agenda No..... Subject: .....

(a) The proxy is entitled to consider and vote on my/our behalf as deem appropriate.

(b) The proxy shall vote in accordance with my/our intention as follows:

Approve\_\_\_\_\_Votes     Disapprove\_\_\_\_\_ Votes     Abstain \_\_\_\_\_Votes


Agenda No..... Subject: .....

(a) The proxy is entitled to consider and vote on my/our behalf as deem appropriate.

(b) The proxy shall vote in accordance with my/our intention as follows:

Approve\_\_\_\_\_Votes     Disapprove\_\_\_\_\_ Votes     Abstain \_\_\_\_\_Votes

### Biography of Independent Director.

<b>Name : Mrs. Kingthien Bang-or</b>	Age : 66		
Relationship with management : None	Possession of TFI shares : 0.002 %		
Position	: Independent director & Chairman of audit committee		
Education	: Bachelor's Degree - Accounting, Thammasat University : Master's Degree - MBA, Thammasat University		
Director' Certificates	: Director Certification Program - DCP No. 53/2005		
Work Experiences (last 5 years)	: 2007 – Present		
	: 2005 – Present	Director and Acting MD Bangkok First Investment & Trust PCL.	
	: 2004 – Present	Director Com link Co., Ltd.	
	: 2004 – Present	Vice Chairman, Chairman Bfit Securities Pubic Co., Ltd.	
	: 2004 – Present	Director Hi-Tech Network Co., Ltd.	
	: 2004 – Present	Director Piyanee Co., Ltd.	
	: 2004 – Present	Director PV Hitech Co., Ltd.	
	: 2004 – Present	Director Biz & Fun Co., Ltd.	
	: 2004 – Present	Director Rakthai Technology and Business Administration Co., Ltd.	
	: 2004 – Present	Director Tier 1 Network Co., Ltd.	
	: 2004 – Present	Independent director & Member of Audit committee Thai Wire Products PCL.	
	: 2004 – Present	Independent director & Chairman of audit committee Thai Film Industries PCL.	
	: 2004 – Present	Director Beijing Huamao Surapan Hotel Development Co.,Ltd.	
	: 2004 – Present	Director Girola (Thailand) Co., Ltd.	
	: 2004 – Present	Director I Tower Co., Ltd.	
	: 2003 – Present	Director Anek Boon Co., Ltd.	
	: 2004– Present	Director Surapanthavanij Co., Ltd.	
	: 2004– Present	Director Sahakol equipment Co., Ltd.	

### **Biography of Independent Director.**

<b>Name : Mr. Pradit Sawattananond</b>	Age : 62				
Relationship with management : None	Possession of TFI shares : None				
Proposed Position	: Independent director & Member of audit committee.				
Education	: Bachelor Degree in Commerce, Accounting, Chulalongkorn University.				
	: Master of Business Administration, Central State University , Oklahoma , U.S.A.				
Director' Certificates	: Directors Certification Program DCP 3/2000				
	: Audit Committee Program ACP 3/2004				
	: Chief Financial Officer Certification Program 1/2004				
	: Improving the Quality of Financial Reporting QFR 4/2006				
	: Monitoring the Quality of Financial Report MFR 5/2007				
	: Monitoring the internal Audit Function MIA 2/2008				
	: Monitoring the System of internal Control and Risk Management MIR 2/2008				
	: Role of the Compensation Committee RCC 6/2008				
Work Experiences (last 5 years)	: 2000 – Present	Independent director & Member of audit committee.	KGI Securities Public Co., Ltd.		
	: Aug 2001 – Feb 2006	Academic member of Committee on Finance, Banks , and Financial Institutions	Parliament of Thailand.		
	: Dec.2003 – Dec. 2006	Director	Thailand Securities Depository Co.,Ltd.		
	: Jan 2004 – Present	Independent director & Member of audit committee.	Thai Film Industries PCL		
	: May 2005 – Feb.2006	Adviser to the Committee on Economic Development	Parliament of Thailand.		
	: 2004 – Present	Independent director & Chairman of audit committee	Asia Sermkit Leasing PCL		
<b>Name: Mr. Vatanachai Savagondha</b>	Age : 68				
Relationship with management : None	Possession of TFI shares : None				
Position	: Independent Director, Member of audit committee and Chairman of the Remuneration Committee				
Education	: Bachelor's degree Faculty of Commerce Thammasat University				
	: National Defence College of Thailand NDC 38				
Director's Certificates	: Director Certification Program – DCP 79/ 2006				
	: Audit Committee Program- ACP 16/2007				
Work Experiences (last 5 years)	: 1967 - 1993	Sales Manager/ Executive Committee	Caltex Oil (Thailand) co., ltd.		
	: 1993 - 2001	Deputy Governor - law, and Land Acquisition, Deputy Governor Operation, Deputy Governor Administration	Expressway And Rapid Transit Authority of Thailand		
	: 2001 – 2002	Acting Governor	Expressway And Rapid Transit Authority of Thailand		
	: 2006 – present	Independent Director & and Audit Committee	Thai Film Industries PCL .		
	: 2009 – present	Chairman of the Remuneration Committee	Thai Film Industries PCL .		