

**PROXY FORM C (FOR FOREIGN SHAREHOLDER  
APPOINTING CUSTODIAN IN THAILAND)**

Written at \_\_\_\_\_  
Date \_\_\_\_ Month \_\_\_\_\_ Year \_\_\_\_

(1) I / We \_\_\_\_\_ Nationality \_\_\_\_\_  
with address at \_\_\_\_\_ Road \_\_\_\_\_ Sub-District \_\_\_\_\_  
District \_\_\_\_\_ Province \_\_\_\_\_ Postal Code \_\_\_\_\_  
acting as the custodian for \_\_\_\_\_  
being a shareholder of **Thai Wacoal 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 \_\_\_\_\_ Road \_\_\_\_\_ Sub-District \_\_\_\_\_  
District \_\_\_\_\_ Province \_\_\_\_\_ Postal Code \_\_\_\_\_ or

(2) \_\_\_\_\_ Age \_\_\_\_\_ Years  
with address at \_\_\_\_\_ Road \_\_\_\_\_ Sub-District \_\_\_\_\_  
District \_\_\_\_\_ Province \_\_\_\_\_ Postal Code \_\_\_\_\_ or

(3) \_\_\_\_\_ Age \_\_\_\_\_ Years  
with address at \_\_\_\_\_ Road \_\_\_\_\_ Sub-District \_\_\_\_\_  
District \_\_\_\_\_ Province \_\_\_\_\_ Postal Code \_\_\_\_\_

as only one of my / our proxy to attend and vote on my / our behalf at ~~the Share Subscription Meeting/~~ the Ordinary/ the ~~Extraordinary~~ General Meeting of Shareholders No. 42 to be held on Monday, April 25, 2011 at 11.00 hours at Chaophaya Room 1, The Montien Riverside Hotel, situated at no. 372 Rama 3 Road, Bangklo, Bangkoklaem, Bangkok 10120, Thailand or any other date and place as may be changed later.

(3) I / We authorize my / our Proxy to attend and cast the votes as follows:

- The Proxy is authorized for all shares held and entitled to vote.
- The Proxy is authorized for certain shares as follows:
- ordinary share \_\_\_\_\_ shares, entitling to vote \_\_\_\_\_ votes
- preferred share \_\_\_\_\_ shares, entitling to vote \_\_\_\_\_ votes
- Total entitled vote \_\_\_\_\_ votes

(4) I / We authorize my / our Proxy to cast the votes according to my / our intentions as follows:

- (1)  **Agenda 1 : Endorsement of the minutes of the 41<sup>st</sup> General Meeting of Shareholders, held on April 26, 2010**
- (a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.
- (b) The Proxy must cast the votes in accordance with my / our following instruction:
- Approve \_\_\_\_\_ votes       Disapprove \_\_\_\_\_ votes       Abstain \_\_\_\_\_ votes
- Agenda 2 : Report on the company's performance results for year 2010**
- Agenda 3 : Approval of balance sheet and profit & loss statements ending December 31, 2010**
- (a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.
- (b) The Proxy must cast the votes in accordance with my / our following instruction:
- Approve \_\_\_\_\_ votes       Disapprove \_\_\_\_\_ votes       Abstain \_\_\_\_\_ votes

- Agenda 4 : Approval of profits appropriation and dividend payments proposal**
- (a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.
- (b) The Proxy must cast the votes in accordance with my / our following instruction:
- Approve \_\_\_\_\_ votes       Disapprove \_\_\_\_\_ votes       Abstain \_\_\_\_\_ votes

- (2)  **Agenda 5 : Election of directors to replace those retiring upon term completion and approval of directors' remuneration budget**

**Agenda5.1 : Election of directors to replace those retiring upon term completion**

- (a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.
- (b) The Proxy must cast the votes in accordance with my / our following instruction:
- To elect directors as a whole
- Approve \_\_\_\_\_ votes       Disapprove \_\_\_\_\_ votes       Abstain \_\_\_\_\_ votes
- To elect each director individually

Name of Director Mr. Yoshikata Tsukamoto

- Approve \_\_\_\_\_ votes       Disapprove \_\_\_\_\_ votes       Abstain \_\_\_\_\_ votes

Name of Director Mr. Boondee Amnuayskul

- Approve \_\_\_\_\_ votes       Disapprove \_\_\_\_\_ votes       Abstain \_\_\_\_\_ votes

Name of Director Mr. Amnuay Bumroongwongtong

- Approve \_\_\_\_\_ votes       Disapprove \_\_\_\_\_ votes       Abstain \_\_\_\_\_ votes

Name of Director Mr. Ikuo Otani

- Approve \_\_\_\_\_ votes       Disapprove \_\_\_\_\_ votes       Abstain \_\_\_\_\_ votes

Name of Director Mr. Thanavat Pugavanaja

- Approve \_\_\_\_\_ votes       Disapprove \_\_\_\_\_ votes       Abstain \_\_\_\_\_ votes

**Agenda 5.2 : Approval of directors' remuneration budget**

- (a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.
- (b) The Proxy must cast the votes in accordance with my / our following instruction:
- Approve \_\_\_\_\_ votes       Disapprove \_\_\_\_\_ votes       Abstain \_\_\_\_\_ votes

**Agenda 6 : Appointment of company auditor(s) and approval of audit remuneration budget**

- (a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.
- (b) The Proxy must cast the votes in accordance with my / our following instruction:
- Approve \_\_\_\_\_ votes       Disapprove \_\_\_\_\_ votes       Abstain \_\_\_\_\_ votes

**Agenda 7 : Other topics (if any)**

- (a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.
- (b) The Proxy must cast the votes in accordance with my / our following instruction:
- 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 case I do not specify the 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.

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

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

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

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

**Remarks:**

1. This Proxy Form C shall be applicable only for the Shareholders listed in the share register book as the foreign investors appointing the Custodian in Thailand.
2. The following documents shall be attached with this Proxy Form:
  - (1) Power of Attorney from a shareholder authorizing a custodian to sign the Proxy Form on behalf of the shareholder.
  - (2) Letter certifying that the person signing the Proxy Form is authorized to engage in 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 nominated directors as a whole or elect each nominated director individually.
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.

REGULAR CONTINUED PROXY FORM C

Authorization on behalf of the Shareholder of **Thai Wacoal Public Company Limited**.

For the ~~Share Subscription Meeting~~/ the Ordinary/~~the Extraordinary~~ General Meeting of Shareholders No. 42 to be held on Monday April 25, 2011, 11.00 hours at Chaophaya Room 1, The Montien Riverside Hotel, situated at no. 372 Rama 3 Road, Bangklo, Bangkoklaem, Bangkok 10120, Thailand or any other date and place as may be changed later.

**Agenda No. \_\_\_ :** Subject \_\_\_\_\_

(a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.

(b) The Proxy must cast the votes in accordance with my / our following instruction:

Approve \_\_\_\_\_ votes       Disapprove \_\_\_\_\_ votes       Abstain \_\_\_\_\_ votes

**Agenda No. \_\_\_ :** Subject \_\_\_\_\_

(a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.

(b) The Proxy must cast the votes in accordance with my / our following instruction:

Approve \_\_\_\_\_ votes       Disapprove \_\_\_\_\_ votes       Abstain \_\_\_\_\_ votes

**Agenda No. \_\_\_ :** Subject \_\_\_\_\_

(a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.

(b) The Proxy must cast the votes in accordance with my / our following instruction:

Approve \_\_\_\_\_ votes       Disapprove \_\_\_\_\_ votes       Abstain \_\_\_\_\_ votes

**Agenda No. \_\_\_ :** Subject \_\_\_\_\_

(a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.

(b) The Proxy must cast the votes in accordance with my / our following instruction:

Approve \_\_\_\_\_ votes       Disapprove \_\_\_\_\_ votes       Abstain \_\_\_\_\_ votes

**Agenda No. \_\_\_ :** Subject \_\_\_\_\_

(a) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.

(b) The Proxy must cast the votes in accordance with my / our following instruction:

Approve \_\_\_\_\_ votes       Disapprove \_\_\_\_\_ votes       Abstain \_\_\_\_\_ votes

Agenda No. \_\_\_\_ : Election of Directors (continued)

Name of Director \_\_\_\_\_

Approve \_\_\_\_\_ votes       Disapprove \_\_\_\_\_ votes       Abstain \_\_\_\_\_ votes

Name of Director \_\_\_\_\_

Approve \_\_\_\_\_ votes       Disapprove \_\_\_\_\_ votes       Abstain \_\_\_\_\_ votes

Name of Director \_\_\_\_\_

Approve \_\_\_\_\_ votes       Disapprove \_\_\_\_\_ votes       Abstain \_\_\_\_\_ votes

Name of Director \_\_\_\_\_

Approve \_\_\_\_\_ votes       Disapprove \_\_\_\_\_ votes       Abstain \_\_\_\_\_ votes

Name of Director \_\_\_\_\_

Approve \_\_\_\_\_ votes       Disapprove \_\_\_\_\_ votes       Abstain \_\_\_\_\_ votes

Name of Director \_\_\_\_\_

Approve \_\_\_\_\_ votes       Disapprove \_\_\_\_\_ votes       Abstain \_\_\_\_\_ votes

Name of Director \_\_\_\_\_

Approve \_\_\_\_\_ votes       Disapprove \_\_\_\_\_ votes       Abstain \_\_\_\_\_ votes

Name of Director \_\_\_\_\_

Approve \_\_\_\_\_ votes       Disapprove \_\_\_\_\_ votes       Abstain \_\_\_\_\_ votes

Name of Director \_\_\_\_\_

Approve \_\_\_\_\_ votes       Disapprove \_\_\_\_\_ votes       Abstain \_\_\_\_\_ votes

Name of Director \_\_\_\_\_

Approve \_\_\_\_\_ votes       Disapprove \_\_\_\_\_ votes       Abstain \_\_\_\_\_ votes

Name of Director \_\_\_\_\_

Approve \_\_\_\_\_ votes       Disapprove \_\_\_\_\_ votes       Abstain \_\_\_\_\_ votes

Name of Director \_\_\_\_\_

Approve \_\_\_\_\_ votes       Disapprove \_\_\_\_\_ votes       Abstain \_\_\_\_\_ votes

Name of Director \_\_\_\_\_

Approve \_\_\_\_\_ votes       Disapprove \_\_\_\_\_ votes       Abstain \_\_\_\_\_ votes

Name of Director \_\_\_\_\_

Approve \_\_\_\_\_ votes       Disapprove \_\_\_\_\_ votes       Abstain \_\_\_\_\_ votes

Name of Director \_\_\_\_\_

Approve \_\_\_\_\_ votes       Disapprove \_\_\_\_\_ votes       Abstain \_\_\_\_\_ votes