

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. 45 to be held on Monday, April 21, 2014 at 15.30 hours at Chaophaya Room 1, The Montien Riverside Hotel, situated at no. 372 Rama 3 Road, Bangkok, 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:

- Agenda 1 : Endorsement of the minutes of the 44th General Meeting of Shareholders, held on April 22, 2013**
- (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 2013**
- Agenda 3 : Approval of financial statements ending December 31, 2013**
- (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
- Agenda 5 : 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. Krish Follett
- Approve _____ votes Disapprove _____ votes Abstain _____ votes
- Agenda 6 : Approval of the 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 7 : Appointment of company auditor(s) and approval of related 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 8 : Approval of amendments to Article 3 of the Memorandum of Association (Company's Business Objectives Nos.21, 22 and 23)**
- (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 Disapprove Abstain
- Agenda 9 : 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. 45 to be held on Monday, April 21, 2014, 15.30 hours at Chaophaya Room 1, The Montien Riverside Hotel, situated at no. 372 Rama 3 Road, Bangklo, Bangkholaem, 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 _____

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