

PROXY FORM C.

(This form is used only if the shareholder is an offshore investor who appoints a local custodian in Thailand to keep his/her shares in the custody.)

Annexed to Notice of Department of Business Development

Re: Form of Proxy (No. 5) B.E. 2550 (2007)

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Duty
Stamp
20 Baht

Written at _____

Date _____ Month _____ Year _____

(1) I / We _____ Nationality _____
residing at _____ Road _____ Sub-District _____
District _____ Province _____ Postal Code _____
acting as the custodian for _____

being a shareholder of **Golden Land Property Development 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) I/We wish to appoint:

(1) _____ Age _____ Years
residing at _____ Road _____ Sub-District _____
District _____ Province _____ Postal Code _____ or

(2) _____ Age _____ Years
residing at _____ Road _____ Sub-District _____
District _____ Province _____ Postal Code _____ or

☐ (3) Mr. David Desmond Tarrant, Age 69, residing/located at 246/2 Sukhumvit Soi 55 (Thonglor 8), Sukhumvit Road, Kwaeng Klongton-Nua, Khet Wattana, Bangkok 10110

any one of them as only one of my / our proxy to attend and vote on my / our behalf at 2012 Annual General Meeting of Shareholders (The 19th Meeting) to be held on April 27, 2012 at 10.00 a.m. at Meeting Room, 38th Floor, Sathorn Square Office Tower, 98 North Sathorn Road, Kwaeng Silom, Khet Bangrak, Bangkok or at any adjournment thereof.

(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** To consider and certify the Minutes of the 2011 Annual General Meeting of Shareholders (The 18th Meeting) held on April 28, 2011.
- ☐ (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 2** To acknowledge the Company's performance for the year 2011.
- ☐ (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 3** To consider and approve the audited balance sheet and statement of income of the year ended December 31, 2011.
- ☐ (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 4** To consider and approve the non-allocation of the profit for the year 2011 and the suspension of the dividend payment for the year 2011.
- ☐ (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 5** To consider and approve the election of directors replacing those being retired by rotation.
- ☐ (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 appoint directors as a whole**
- ☐ Approve ☐ Disapprove ☐ Abstain
- To appoint each director individually**
- 1) MR. DAVID DESMOND TARRANT
- ☐ Approve ☐ Disapprove ☐ Abstain
- 2) MR. THREEKWAN BUNNAG
- ☐ Approve ☐ Disapprove ☐ Abstain
- ☐ **Agenda 6** To consider and approve Directors', Audit and Compensation Committee's Members' Compensation for the year 2012.
- ☐ (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 7** To consider and approve the appointment of auditors and to determine their audit fee for the year 2012.

☐ (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 8** To consider and approve the amendment to Article 9. of the Company's Articles of Association.

☐ (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** To consider and approve the appointment of two additional Directors.

1) MRS. SUVIMOL KRITTAYAKIERN

☐ (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

2) MR. TODD MARSHALL SKINNER

☐ (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 10** To consider any other business (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 ☐ Disapprove ☐ Abstain

(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 _____ Shareholder

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Signed _____ Proxy

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Signed _____ Proxy

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Signed _____ Proxy

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- Remarks
1. This Proxy Form C shall be applicable only for the Shareholders listed in the share register book as the foreign investors.
 2. The following documents shall be attached with this Proxy Form:
 - (1) Power of Attorney from a shareholder authorising a custodian to sign the Proxy Form on behalf of the shareholder.
 - (2) Letter certifying that the person signing the Proxy Form is authorised 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 appointment of Directors, it is applicable to elect either nominated directors as a whole or appoint 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.

Authorisation on behalf of the Shareholder of the Golden Land Property Development Public Company Limited

For 2012 Annual General Meeting of Shareholders (The 19th Meeting) to be held on April 27, 2012 at 10.00 a.m. at Meeting Room, 38th Floor, Sathorn Square Office Tower, 98 North Sathorn Road, Kwaeng Silom, Khet Bangrak, Bangkok, or at any adjournment thereof.

☐ 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 ☐ Disapprove ☐ Abstain

☐ 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 ☐ Disapprove ☐ Abstain

☐ 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 ☐ Disapprove ☐ Abstain

☐ Agenda No. _____: Subject Appointment of Directors (continued)

Name of Director _____

☐ Approve ☐ Disapprove ☐ Abstain

Name of Director _____

☐ Approve ☐ Disapprove ☐ Abstain

Name of Director _____

☐ Approve ☐ Disapprove ☐ Abstain

Name of Director _____

☐ Approve ☐ Disapprove ☐ Abstain

Name of Director _____

☐ Approve ☐ Disapprove ☐ Abstain

Name of Director _____

☐ Approve ☐ Disapprove ☐ Abstain