

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

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 **Matichon 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 Ordinary General Meeting of Shareholders No. 1/2007 to be held on Friday, April 27, 2007 at 09.30 a.m. at Conference room, on the 9th floor of the Matichon Public Company Limited No. 12 Tethsabannaruemarn Road, Prachanivate 1 Kwaeng Ladyao , Khet Chatuchak , Bangkok 10900 or at any adjournment thereof to any other date ,time and venue.

(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 : Certify the Minutes of the Annual General Meeting of Shareholders No.1/2006 held on April 25, 2006.**
- (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 : The Board of Director Report for 2006.

- (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 3 : Approve the company balance sheets, profit and loss statements , and cashflow statements as at December 31, 2006.

- (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 : To consider the allocation of net for dividend payments for 2006's operation results.

- (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 : To consider the election of directors to replace those whose terms expire and to add a new director.

- (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.Sommaï Parichart

- Approve _____ votes Disapprove _____ votes Abstain _____ votes

Name of Director Mr.Piyachart Mongkolchaisit

- Approve _____ votes Disapprove _____ votes Abstain _____ votes

Name of Director Miss Suchanya Vutipongchaikit

- Approve _____ votes Disapprove _____ votes Abstain _____ votes

Name of Director Mr.Paitoon Netipoh

- Approve _____ votes Disapprove _____ votes Abstain _____ votes

And appoint a new Director

Name of Director Mr.Kitichai Innurak

- Approve _____ votes Disapprove _____ votes Abstain _____ votes

Agenda 6 : To consider the company's directors remuneration for 2007.

- (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 : To consider the appointment of the auditors for the year 2007 and fix their remuneration

- (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 : Other issues (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 **Matchon Public Company Limited**

For the Ordinary/General Meeting of Shareholders No.1/2007 to be held on Friday April 27, 2007, 09.30 a.m. at Conference room, on the 9th floor of the Matchon Public Company Limited No. 12 Tetsabannaruemarn Road, Prachanivate 1 Kwaeng Ladyao , Khet Chatuchak , Bangkok 10900 or at any adjournment thereof to any other date ,time and venue.

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 _____

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