



SIAM FUTURE DEVELOPMENT PUBLIC CO., LTD.

Invitation to the Annual General Meeting of Shareholders No. 1/2014

Tuesday 25th March 2014, at 3.00 p.m.

Esplanade Cineplex 4

3rd Floor Esplanade Ratchadapisek

No. 99 Ratchadapisek Road,

Dindaeng, Bangkok

(Registration starts 12.30 p.m., 3rd Floor Entrance Hall)

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บริษัท สยามฟิวเจอร์ดีเวลอปเมนต์ จำกัด (มหาชน)
SIAM FUTURE DEVELOPMENT PUBLIC CO., LTD.

5 March 2014

Subject: Invitation to the Annual General Meeting of Shareholders 2014

To: All shareholders

- Attachments
1. Agenda Supporting Documents
 2. Appointment of Proxy
 3. Proxy Form A., B., C.
 4. Documents and Evidences required attending the Meeting
 5. Company's Articles of Association concerning the Shareholders Meeting and Vote Casting
 6. Map of the Meeting (Esplanade Cineplex 4, 3rd floor, Esplanade, Ratchadapisek Road, Bangkok)

Siam Future Development Public Company Limited's the Annual General Meeting of Shareholders 2014 will be held on Tuesday 25th March 2014 at 3:00 p.m. Esplanade Cineplex 4, 3rd floor, Esplanade, Ratchadapisek Road, Bangkok Thailand. The agenda of the meeting will be as follows:

Agenda No.1 To adopt the minutes of Annual General Meeting of Shareholders Year 2013

Opinion of the Board of Directors: Agreed to approve the minutes of such meeting.

In order that, the Board of Directors see as Appropriate to propose an agenda for Shareholders' approving.

Agenda No.2 To consider the year 2013 annual report and approving the financial statements for the year ended December, 31st 2013

Abstract: The Shareholder's should acknowledge the 2013 performance statements and approve the financial statement for the year ended December, 31st 2013 which has been audited by the auditor.

(Unit:Million Bath)

Operating results	2013
Total Revenues	1,657.90
Net Profit attributable to Owners of the parent	511.86
Net Profit attributable to Non-controlling interests	31.51
Net Profit	543.37

Financial Status	2013
Total Assets	12,002.86
Total Liabilities	5,572.50
Shareholders' Equity	6,430.36

Opinion of the Board of Directors: Agreed to approve such annual report and financial statements for the Year 2013, audited by the auditor.

In order that, the Board of Directors see as Appropriate to propose an agenda for Shareholders' approving. (The Details are enclosed in the 2013 Annual Report and 2013 Financial Statement CD.)

Agenda No.3 To consider approving the dividend payment and set the legal reserve for the operating results of the year 2013

Abstract: According to the Public Limited Companies Act B.E.2535 and the Article of Associations of the Company specified that "the Company shall allocate the net profit as long as the legal reserve are not less than 10 percent of the registered capital". In order to comply with the law and regulation, the Company, therefore, has to propose an agenda for Shareholders' approving. In addition, in accordance with the Article of Associations of the Company, The Board of Directors may pay for the dividend to the shareholders when it appears that the Company has reasonable profits for such payment.

Opinion of the Board of Directors: Agreed to approve the allocation of the profit for the Year 2013 which the Company had the appropriation of profit as legal reserve of Bath 14,600,000, equivalent to 10 percent of the registered capital. At the present, the Company has the remaining legal reserve at the amount of Baht 117,030,000. Consequently, the totaling amount of legal reserve is Bath 131,630,000. And agreed to approve the payment for dividend for the Year 2013 at a rate of 8 existing shares to 1 dividend shares or equal to a cash dividend of Baht 0.125 per 1 ordinary share which the Company has duly considered after its cash flow and/or investment requirements in projects or expansion projects for the existing business operation, was fair and in line with the dividend policy of the Company.

In order that, the Board of Directors see as appropriate to propose an agenda for Shareholders' approving.

Operating results	unit	2013
Net Profit	(Million Bath)	173
Net Profit Share	(Bath)	0.13
Dividend per Share		0.13889 (stock dividend 8:1)
Percentage of Dividend to net profit		106%
Dividend payment amount	(Million Bath)	182.73

Agenda No.4 To approve the Capital Decrease by eliminating the registered ordinary shares

Abstract: As a result of the Annual General Meeting of the Shareholders year 2013 in which the meeting approved the dividend payment in the form of the stock dividend payment not exceeding 146,242,830 ordinary shares, from the actual distribution of stock dividend, there were shareholders receiving shares in total of 146,157,481 ordinary shares. Therefore, there are remaining ordinary shares to support the dividend payment totaling of 85,349 ordinary shares., in order to comply with the law, the Company, therefore, has to decrease its registered capital **by eliminating such registered ordinary shares.**

Opinion of the Board of Directors: Agreed to approve the Capital Decrease by eliminating the registered ordinary shares remaining from the allocation of ordinary shares for supporting the stock dividend regarding to the resolution of Y2013 AGM in totaling of 85,349 shares with a par value of Baht 1 each;

In order that, the Board of Directors see as Appropriate to propose an agenda for Shareholders' approving.

Agenda No.5 To consider approving the increase of a registered capital of the Company and allotment of the new shares to supporting the stock dividend's payment by following agenda No.3

Opinion of the Board of Directors: Agreed to approve the Capital Increase by issuance 164,502,515 ordinary shares and allotment of new shares for supporting stock dividend.

In order that, the Board of Directors see as Appropriate to propose an agenda for Shareholders' approving.

Agenda No.6 To approve the amendment of the Memorandum of Association to correspond with the registered capital decrease/increase

Abstract: According to the Article 18 and Article 31 of the Public Limited Companies Act B.E.2535, as a result of the approval of the Agenda No.4 and No.5, the Memorandum of Association should be amended to correspond with the registered capital decrease/increase.

Opinion of the Board of Directors: Agreed to approve the amendment of the Memorandum of Association to correspond with the registered capital decrease/increase

In order that, the Board of Directors see as Appropriate to propose an agenda for Shareholders' approving.

Agenda No.7 To consider appointing succeeding director to replace the director resigned upon the expiration of his/her tenure

Abstract: According to the Company's Articles of Association indicate that the Director who was retired by rotation may be re-elected.

Opinion of the Board of Directors: Agreed to propose to the shareholders' meeting to appoint the new directors to replace those who have retired by reappoint are as follow:

1. Mr.Oranop Jantaraprapa
2. Mr.Pongkit Suttapong
3. Mr.Nopporn Witoonchart
4. Mr.Dej Bulsuk

In order that, the Board of Directors see as Appropriate to propose an agenda for Shareholders' approving.

Agenda No.8 To approve the Board of Directors' remuneration for the year 2014

Opinion of the Board of Directors: Agreed to determine remuneration of the director which not more than 6 Million Baht per year same as Year 2006-2013.

In order that, the Board of Directors see as Appropriate to propose an agenda for Shareholders' approving.

Agenda No.9 To consider appointing the auditor for the year 2014 and to determine the auditor fee

Opinion of the Board of Directors: Agreed to appoint Ms. Sakuna Yamsakul Certified Public Accountant (Thailand) No. 4906, Mr. Pisit Thangtanagul Certified Public Accountant (Thailand) No. 4095 and Mr. Chanchai Chaiprasit Certified Public Accountant (Thailand) No. 3760 of PricewaterhouseCoopers ABAS Ltd

as the Company's auditor for the Year 2014 with the amount Baht 763,000 as auditor's fee more than Y2013, in amount of baht 18,000.

In order that, the Board of Directors see as Appropriate to propose an agenda for Shareholders' approving.

Agenda No.10 To consider approving an issuance and offering of the debentures and a repeal of the remaining debentures.

Abstract: As the Company has its plan for continuingly expansion of business which such will need to acquire other financial source in addition to the operating capital in order for the Company to have options to raise fund with lower costs and to have more flexibilities on debentures issuance. Therefore, the Company hereby has to propose to the Shareholders' Meeting to consider and approve the offering of debentures and the repealing of the remaining debentures, according to the Article 145 of the Public Limited Companies Act B.E.2535 indicated that the offering of the debentures shall be considered by the shareholders' meeting.

Opinion of the Board of Directors: Agreed to propose to the shareholders' meeting to approving an issuance and offering of the debentures and to repeal the remaining debentures.

In order that, the Board of Directors see as Appropriate to propose an agenda for Shareholders' approving.

Agenda No.11 To consider other matters (if any)

All shareholders are invited to attend the meeting on the date, time and venue stated above accordingly. Should any shareholder wish to appoint other person to participate and cast the vote in this meeting on his/her behalf, please fill in and endorse on the form of proxy attached herewith.

Yours sincerely,



(Ms.Porntipa Rujjairoj)

Company Secretary

99 ถนนรัชดาภิเษก แขวงดินแดง เขตดินแดง กรุงเทพฯ 10400 โทร : (662) 660-9000 แฟกซ์ : (662) 660-9010, 9020, 9030
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Agenda Supporting Documents

Agenda No.1 To adopt the minutes of Annual General Meeting of Shareholders Year 2013

Date, Time and Venue

The meeting was held on Wednesday 27th March 2013, at 3.00 p.m. at Esplanade Cineplex 4, 3rd Floor Esplanade Ratchadapisek, Ratchadapisek Road, Dindaeng, Bangkok.

Mr. OranopJantaraprapa, Chairman of the Board of Directors being the Chairman of the meeting, declared that there were 329 shareholders both in person and by proxy attending the meeting, representing 702,483,437 shares or 60.05% of total 1,169,862,645 shares sold which exceeded one-thirds of the total shares, therefore forming a quorum according to the Company's Articles of Association. Directors attending the 2013 Annual General Meeting of Shareholders were as follows:-

- | | |
|----------------------------------|---|
| 1. Mr. OranopJantaraprapa | Chairman of the Board of Directors |
| 2. Mr. PongkitSuttapong | Vice Chairman |
| 3. Mr. NoppornWitoonchart | Director, and Chairman of Executive Board |
| 4. Mr. SomnukPojkasemsin | Director, and President |
| 5. Mr. KittinanthSumruatruamphol | Director, and Chief Financial Officer |
| 6. Mr. Vicha Poolvaraluck | Director |
| 7. Mr. Verawat Ongvasith | Director |
| 8. Mr. Chai Jroongtanapibarn | Independent Director |
| 9. Mrs. NantiyaMontriwat | Chairman of the Audit Committee, and Independent Director |
| 10. Mr. DejBulsuk | Member of the Audit Committee, and Independent Director |
| 11. Mrs. SabaithipSuntaros | Member of the Audit Committee, and Independent Director |

The Chairman called the meeting open, and informed the Meeting of voting procedure in accordance with the Articles of Association and for a smooth-running meeting.

To enable a swift process and provide the shareholders ample time for questions and answers, only ballots of disagreement and abstention votes shall be collected. This complied with standard practices for listed companies.

Agenda1 To adopt the minutes of 2012 Annual General Meeting of Shareholders

The Chairman proposed that the Meeting adopt the minutes of 2012 Annual General Meeting of Shareholders held on Thursday 22nd March 2012, as per details submitted together with the invitation letter to the shareholders for consideration.

The Chairman invited the shareholders to make enquiries and comments, but none was made. The Chairman asked whether any shareholders disagreed or abstained on the agenda, and then declared the resolution as follows:-

Resolution Adopted, by a majority vote, the minutes of 2012 Annual Report, and financial statements and profit and loss statements for the year ended 31st December 2012

The Chairman proposed that the Meeting approve the Company's 2012 Annual Report, financial statements and profit and loss statements for the year ended 31st December 2012 which were audited by the Company's external auditors, as per details submitted together with the invitation letter to the shareholders for consideration. The Chairman assigned the President to present to the shareholders the annual operating performance and financial status in summary.

Profit and Loss Statements

In the previous year, the Company had opened a new shopping center, i.e. Megabangna. Consequently, 2012 sales volume amounted to Baht 2,442 million, increasing from that of 2011 by Baht 876 million due to the realization of shared profit from joint venture of Baht 1,081 million.

Net profit in 2012 equated to Baht 1,401 million, increasing from that of 2011 by Baht 692 million due to the realized profit from the assessment of fair value of Megabangna project, where 49% of the value or Baht 1,040 million had been realized according to the Company's stake.

Financial Statements

Total assets in 2012 amounted to Baht 11,430 million, increasing from that of 2011. Total liabilities amounted to Baht 5,527 million, decreasing from that of 2011. As a result, the interest-bearing debt to equity ratio was 0.33, and shareholders' equity was Baht 5,903 million.

Leasable Area

In 2012, the Company's gross leasable area increased to 409,600 sq.m. due to the opening of 1 shopping center, i.e. Megabangna.

The Chairman invited the shareholders to make relevant enquiries and comments. The shareholders asked questions and made recommendations as follows:-

A shareholder asked:

Please explain the shared profit from joint venture.

Mr. Somnuk Pojkasemsin, the President, answered:

The shared profit from joint venture in case of Megabangna project was Baht 1,081 million, divided into general profit of Baht 41 million and profit from the assessment of fair value of Baht 1,040 million.

A shareholder asked:

1. What was the value of investment in Megabangna project?
2. Was it true that the shopping center business would make low profit in its first year?

Mr. Somnuk Pojkasemsin, the President, answered:

1. The value of investment in Megabangna project was approximately Baht 10,000 million.
2. In its first year, a shopping center would get a low profit because it did not operate for a full year and had high marketing expenses. However, rental income would rise in succeeding years. Thus, the shopping center business should be judged in the long term.

The Chairman invited the shareholders to make further enquiries and comments, but none was made. The Chairman asked the shareholders to cast their votes in the ballot for vote counting, and then declared the resolution as follows:-

Resolution: Approved, by a majority vote, the 2012 Annual Report, and approved the financial statements and profit and loss statements for the year ended 31st December 2012.

Agreed	710,861,285 votes	equal to	99.99%
Disagreed	0 vote	equal to	0 %
Abstained	825 votes	equal to	0.01%

Total votes cast on this agenda: 710,862,110 votes, equal to 100.00%

Agenda 3 To set the legal reserve and approve the dividend payment for 2012 operating results

The Chairman assigned the President to present the provision of legal reserve and dividend payment for the year 2012 to the Meeting for consideration.

In 2012, the Company had a net profit of Baht 1,400 million. After deducted by the profit from the adjustment of fair value of Baht 1,270 million, the net profit available for dividend payment was Baht 130 million. According to laws, the Company had to set aside a legal reserve in an amount of not more than 10% of its registered capital before paying dividend. Therefore, an approval was sought for the provision of Baht 12,100,000 as a legal reserve.

Details of dividend payment for the year 2012 had been submitted to the shareholders together with the invitation letter. In this regard, dividend would be paid in the form of not more than 146,242,820 ordinary shares, par value of Baht 1 each, to the shareholders **at a rate of 8 existing shares to 1 dividend share** or equal to a cash dividend of Baht 0.125 per share. (The rate of 8 existing shares to 1 dividend share, par value of Baht 1 each, equated to Baht 1/8 dividend for 1 share or Baht 0.125 per share.) The Company would pay income taxes for the shareholders at a rate of Baht 0.01386 per share, thereby equal to the cash dividend of Baht 0.13889 per share. For any fractional dividend share, a cash dividend would be paid at a rate of Baht 0.01386 per share (equal to a cash dividend of Baht 0.125 per share, after tax).

The list of shareholders entitled to dividend shall be determined on 4th April 2013, and the list of shareholders shall be compiled pursuant to Section 225 of the Securities and Exchange Act by closing the shareholders registration book for suspension of share transfer for the right to dividend on 5th April 2013, with an XD sign posted by the SET on 2nd April 2013. Dividend payment shall be made on 23rd April 2013.

The Chairman then invited the shareholders to make relevant enquiries and comments. The shareholders asked questions and expressed opinions as follows:-

A shareholder recommended:

If the Company needed cash for business expansion, it should not pay taxes for the shareholders because such payment would not benefit either party. Also, the Company should find more big partners to facilitate expansion of projects.

The Chairman answered:

A number of shareholders would like the Company to pay dividend, while the other suggested keeping cash for business expansion. However, the Board of Directors shall take this recommendation into further consideration and endeavored to manage the business for maximum benefit to all parties.

Mr. WinaiViriyaprasitchai, a shareholder, asked:

What caused 2012 profit to decrease in comparison to that of 2011?

Mr. SomnukPojkasemsin, the President, answered

In 2012, the minimum wage was raised according to the government policy, resulting in higher expenses.

The Chairman invited the shareholders to make further enquiries and comments, but none was made. The Chairman asked the shareholders to cast their votes in the ballot for vote counting, and then declared the resolution as follows:-

Resolution: Approved, by a majority vote, the dividend payment and provision of legal reserve for 2012 operating results as proposed.

Agreed	723,512,779 votes	equal to	99.99%
Disagreed	0 vote	equal to	0%
Abstained	825 votes	equal to	0.01%
Total votes cast on this agenda: 723,513,604votes, equal to 100.00%			

Agenda 4 To approve the decrease of registered capital

The Chairman assigned the President to propose to the Meeting to approve the decrease of the Company's registered capital from Baht 1,169,875,095 to Baht 1,169,862,645 by canceling 12,450 ordinary shares, par value of Baht 1 each, remaining from the allotment for the capital increase under stock dividend payment scheme approved by the 2012 Annual General Meeting of Shareholders.

Current registered capital	1,169,875,095
Total issued and paid-up capital (as of January 2013)	<u>1,169,862,645</u>
Surplus shares	<u>12,450</u> shares

The Chairman then invited the shareholders to make relevant enquiries and comments. The shareholders asked questions and expressed opinions as follows:-

The Chairman invited the shareholders to make further enquiries and comments, but none was made. The Chairman asked the shareholders to cast their votes in the ballot for vote counting, and then declared the resolution as follows:-

Resolution: Approved, by a majority vote of 99.99% which exceeded three-fourths of the total votes of the shareholders attending the meeting and entitled to vote, the decrease of registered capital to Baht 1,169,862,645 (One thousand one

hundred sixty nine million eight hundred sixty two thousand six hundred and forty five Baht) by canceling 12,450 ordinary shares, par value of Baht 1 each.

Agreed	723,512,779 votes	equal to	99.99%
Disagreed	0 vote	equal to	0%
Abstained	825 votes	equal to	0.01%
Total votes cast on this agenda: 723,513,604votes, equal to 100.00%			

Agenda 5 To approve the increase of registered capital and allocation of shares for dividend payment under Agenda 3

The Chairman proposed to the Meeting to consider the increase of registered capital to support payment of dividend shares. The President was assigned to present pertinent details, as per information submitted to the shareholders together with the invitation letter, for the Meeting's to the increase of registered capital in order to support payment of dividend shares by issuing 146,242,830 ordinary shares (One hundred forty six million two hundred forty two thousand eight hundred and thirty shares), par value of Baht 1 each, totaling Baht 146,242,830 (One hundred forty six million two hundred forty two thousand eight hundred and thirty Baht).

	Current registered capital	1,169,875,095	Baht
<u>Less</u>	Decrease of registered capital	<u>(12,450)</u>	Baht
	Registered capital after the capital decrease	1,169,862,645	Baht
<u>Add</u>	Dividend shares (8 existing shares: 1 dividend share)	<u>146,242,830</u>	Baht
	Registered capital after the capital increase	<u>1,316,105,475</u>	Baht

The Chairman invited the shareholders to make further enquiries and comments, but none was made. The Chairman asked the shareholders to cast their votes in the ballot for vote counting, and then declared the resolution as follows:-

Resolution: Approved, by a majority vote of 99.99% which exceeded three-fourths of the total votes of the shareholders attending the meeting and entitled to vote, the increase of registered capital to Baht 1,316,105,475 (One thousand three hundred sixteen million one hundred five thousand four hundred and seventy five Baht) by issuing 146,242,830 ordinary shares, par value of Baht 1 each, to support payment of dividend shares.

Agreed	723,512,779 votes	equal to	99.99%
Disagreed	0 vote	equal to	0%
Abstained	825 votes	equal to	0.01%
Total votes cast on this agenda: 723,513,604votes, equal to 100.00%			

Agenda 6 To approve the amendments to the Company's Memorandum of Association to be consistent with the decrease and increase of capital

The Chairman proposed to the Meeting to approve the amendments to Clause 4 of the Company's Memorandum of Association to be consistent with the decrease of registered capital, by canceling and replacing the existing statement with the followings:-

"Clause4. Registered capital 1,169,862,645Baht (One thousand one hundred sixty nine million eight hundred sixty two thousand six hundred and forty five Baht)

Divided into 1,169,862,645shares (One thousand one hundred sixty nine million eight hundred sixty two thousand six hundred and forty five shares)

Par value per share 1 Baht (One Baht)

Divided into

Ordinary shares 1,169,862,645 shares (One thousand one hundred sixty nine million eight hundred sixty two thousand six hundred and forty five shares)

Preferred shares - shares (-)"

The Meeting was also proposed to approve the amendments to Clause 4 of the Memorandum of Association to be consistent with the increase of registered capital, by using new statement as follows:-

"Clause4. Registered capital 1,316,105,475Baht (One thousand three hundred sixteen million one hundred five thousand four hundred and seventy five Baht)

Divided into 1,316,105,475shares (One thousand three hundred sixteen million one hundred five thousand four hundred and seventy five shares)

Par value per share 1 Baht (One Baht)

Divided into

Ordinary shares 1,316,105,475 shares (One thousand three hundred sixteen million one hundred five thousand four hundred and seventy five shares)

Preferred shares - shares (-)"

The Chairman invited the shareholders to make further enquiries and comments, but none was made. The Chairman asked the shareholders to cast their votes in the ballot for vote counting, and then declared the resolution as follows:-

Resolution: Approved, by a majority vote of 99.99% which exceeded three-fourths of the total votes of the shareholders attending the meeting and entitled to vote, the amendments to the Memorandum of Association to be consistent with the decrease/increase of capital.

Agreed	723,512,779 votes	equal to	99.99%
Disagreed	0 vote	equal to	0%
Abstained	825 votes	equal to	0.01%
Total votes cast on this agenda: 723,513,604votes, equal to 100.00%			

Agenda 7 To elect directors in replacement of those retired by rotation and to determine remuneration for directors

The Chairman proposed to the Meeting to elect directors in replacement of those retired by rotation and to determine remuneration of the director. The Chairman assigned the President to inform the Meeting that there were 4 directors due to retire by rotation this year, namely:-

- | | | |
|--------------------------|----|------------------------|
| 1. Mrs. NantiyaMontriwat | 2. | Mrs. SabaihipSuntaros |
| 3. Mr. SomnukPojkasemsin | 4. | Mr. VichateTuntivanich |

The Board of Directors deemed it appropriate to propose for the re-election of 3 retiring directors, namely Mrs. NantiyaMontriwat, Mrs. SabaihipSuntaros and Mr. SomnukPojkasemsin as directors for another term, and proposed for the election of 1 new director, namely Ms. ThitapatLssarapornpat in replacement of Mr. VichateTuntivanich.

The Meeting was also proposed to approve the annual remuneration for directors in an amount of not more than Baht 6,000,000 in total, which was the same amount as 2006-2012, as per details submitted to the shareholders together with the invitation letter.

The Chairman then invited the shareholders to make relevant enquiries and comment. The shareholders asked questions and expressed opinions as follows:-

Mr. Suthee, a shareholder, asked:

Please explain why a director was replaced.

Mr. SomnukPojkasemsin, the President, answered:

Mr. VichateTuntivanich had expressed the intention to resign due to other business engagement. The Board then nominated Ms. ThitapatLssarapornpat, Vice President of Accounting of Major Cineplex Group PCL, whose qualifications, experiences and knowledge were suitable for the vacant position.

The Chairman asked whether any shareholders would like to make an objection or abstention in order to proceed vote counting, and invited the shareholders to make further enquiries and comments. As there were no objections and abstentions from shareholders, the Chairman instructed that ballots be collected and then declared the resolution as follows:-

Resolution:

7.1 The Meeting approved, by a majority vote, the re-election of Mrs. NantiyaMontriwat.

Agreed	723,512,779 votes	equal to	99.99%
Disagreed	0 vote	equal to	0%
Abstained	825 votes	equal to	0.01%

Total votes cast on this agenda: 723,513,604 votes, equal to 100.00%

7.2 The Meeting approved, by a majority vote, the re-election of Mrs. SabaihipSuntaros.

Agreed	723,512,779 votes	equal to	99.99%
Disagreed	0 vote	equal to	0%
Abstained	825 votes	equal to	0.01%

Total votes cast on this agenda: 723,513,604 votes, equal to 100.00%

7.3 The Meeting approved, by a majority vote, the re-election of Mr. SomnukPojkasemsin.

Agreed	723,512,779 votes	equal to	99.99%
Disagreed	0 vote	equal to	0%

Abstained 825 votes equal to 0.01%

Total votes cast on this agenda: 723,513,604votes, equal to 100.00%

7.4 The Meeting approved, by a majority vote, the election of Ms. Thitapatlssarapornpat as the director in replacement of Mr. VichateTuntivanich.

Agreed 723,512,779 votes equal to 99.99%

Disagreed 0 vote equal to 0%

Abstained 825 votes equal to 0.01%

Total votes cast on this agenda: 723,513,604votes, equal to 100.00%

7.5 The Meeting approved, by a majority vote, the annual remuneration for directors in an amount of not more than Baht 6,000,000 in total, which was the same amount as 2006-2012.

Agreed 559,750,863votes equal to 99.99%

Disagreed 0 vote equal to 0%

Abstained 825 votes equal to 0.01%

Total votes cast on this agenda: 559,751,688votes after deduction of votes held by all the directors,equal to 100.00%

Agenda 8 To appoint the auditors for the year 2013 and to determine the audit fee

The Chairman assigned proposed to the Meeting to appoint the auditors for the year 2013 and to determine the audit fee. The Chairman assigned the President to present details as follows:-

The Meeting was proposed to approve the appointment of Ms. SakunaYamsakul, Certified Public Accountant No. 4906, Mr. PisitThangtanagul, Certified Public Accountant No. 4095 and Mr. ChanchaiChaiprasit, Certified Public Accountant No. 3760 of Pricewaterhouse Coopers ABAS Limited as the Company's auditors, where one of them shall conduct the audits and express opinions on the 2013 consolidated and separate financial statements of the Company. The appointed auditors had no conflict of interests in the Company. The audit fee was also proposed as follows:-

The annual audit fee for the 2103 financial statements was set at Baht 745,000, increasing by Baht 25,000 or by 3% from that of 2012, as per details submitted together with the invitation letter to the shareholders for consideration.

The Chairman then invited the shareholders to make relevant enquiries and comments. The shareholders asked questions and expressed opinions as follows:-

The Chairman asked whether any shareholders would like to make an objection or abstention in order to proceed vote counting, and invited the shareholders to make further enquiries and comments. As there were no objections and abstentions from shareholders, the Chairman declared the resolution as follows:-

Resolution: Approved, by a majority vote, the appointment of Ms. SakunaYamsakul, Certified Public Accountant No. 4906, Mr. PisitThangtanagul, Certified Public Accountant No. 4095 and Mr. ChanchaiChaiprasit, Certified Public Accountant No. 3760 of Pricewaterhouse Coopers ABAS Limited as the Company's auditors for the year 2013 by determining the annual audit fee of Baht 745,000, an increase of Baht 25,000 or 3% from that of 2012, as proposed.

Agreed 728,794,646 votes equal to 99.99%

Disagreed	0	vote	equal to	0%
Abstained	825	votes	equal to	0.01%

Total votes cast on this agenda: 728,795,461 votes, equal to 100.00%

Agenda 9 **To approve the issuance and offering of debentures**

The Chairman proposed to the Meeting to consider and approve the issuance and offering of debentures worth Baht 400,000,000 (Four hundred million Baht), as per details submitted to the shareholders together with the invitation letter.

The Chairman assigned Chief Financial Officer to present as follows:-

The debentures worth Baht 1,200 million approved by the previous year's meeting of shareholders was sufficient only for the refinancing of debentures matured this year. In 2013, however, the Company needed to seek sources of fund to be used as working capital and finance for future project expansion. The Board of Directors therefore proposed to the Meeting to approve the issuance of debentures worth Baht 400,000,000.

The Chairman then invited the shareholders to make relevant enquiries and comments. The shareholders asked questions and commented as follows:-

A shareholder asked:

What was the coupon rate of debentures?

Mr. KittinanthSumruatruamphol, Chief Financial Officer, answered:

According to the debentures issued and offered in February 2013, the coupon rate was 4.70%.

Mr. Samart, a shareholder, asked:

Would these Baht-400-million debentures be the last batch proposed for approval? Whether it was a private placement or a public offering? Were the shareholders privileged to subscribe the debentures before other persons?

Mr. KittinanthSumruatruamphol, Chief Financial Officer, answered:

This was the last lot for the year 2013, another lot of debentures worth approximately Baht 500 million would be issued the next year. The type of offering was under consideration, depending on market conditions. The debentures issued this time were subordinated debentures. The Company expected to receive the proceeds of debenture offering in the second half of 2013.

Mr. Surasit, a shareholder, asked:

Did the Company plan to issue any property fund?

Mr. KittinanthSumruatruamphol, Chief Financial Officer, answered:

The Company had no plan to issue a property fund; neither did I KEA who was its business partner.

The Chairman asked whether any shareholders would like to make an objection or abstention in order to proceed vote counting, and invited the shareholders to make further enquiries and comments. As there were no objections and abstentions from shareholders, the Chairman declared the resolution as follows:-

Resolution: Approved, by a majority vote of 90.85% which exceeded three-fourths of the total votes of the shareholders attending the meeting and entitled to vote, the issuance and offering of new debentures worth Baht 400,000,000 (Four hundred million Baht).

Agreed	662,107,858 votes	equal to	90.85%	
Disagreed	0	vote	equal to	0%

Abstained 66,687,613 votes equal to 9.15%

Total votes cast on this agenda: 728,795,461 votes, equal to 100.00%

Agenda 10 To consider other businesses (if any)

The Chairman invited the shareholders to make enquiries and comments on other matters. In this regard, the Chairman assigned Mr. KittinanthSumruatruamphol to answer questions concerning Megabangna, a joint venture with IKEA, Mr. SomnukPojkasemsin to answer questions about the Company in general, and Mr. NoppornWitoonchart to answer questions about business expansion. The shareholders asked questions and commented as follows:-

Mr. SakchaiSakulsrimontri, a shareholder, asked:

Refer to the Dividend Income Item in the separate financial statements on page 52 of the Annual Report, why did the statements show no dividend income while that of 2011 was Baht 219 million?

Mr. SomnukPojkasemsin, the President, answered:

The dividend income in 2011 was obtained from the sale of Major Ratchayothin to property fund, the amount of which had been split between the Company and Major Cineplex Group PCL. There was no similar transaction this year.

Mr. SakchaiSakulsrimontri, a shareholder, asked:

Was there any progress in Megabangna 2 project?

Mr. KittinanthSumruatruamphol, Chief Financial Officer, answered:

Megabangna 2 project was still in the process of study and land acquisition. The joint venture partner would like it to be open as soon as possible.

Mr. Bancherd, a shareholder, asked:

When did the Company expect to receive dividend from Megabangna project?

Mr. KittinanthSumruatruamphol, Chief Financial Officer, answered:

It should be around the end of this end.

Mr. Kittipong, a shareholder, asked:

In 2012, the Company had disclosed that the purchase and down payment of land for Megabangna 2 project had been underway. Then in 2013, why was it still under the process of land acquisition?

The Chairman answered:

The Company had taken about 2 years in acquiring plots of land for Megabangna 1 project because the whole area had consisted of many plots of land with many owners. In case of Megabangna 2, it expected to take the same period of time. A clearer conclusion about Megabangna 2 could be reached in 2013 year-end.

Mrs. PrapapornHarnwong, a shareholder, asked:

Please provide details, progress and plan of joint ventures with AEON and L.P.N.

Mr. NoppornWitoonchart, Chairman of Executive Board, answered:

The Company planned to operate community malls with business partners, in 2 natures:-

1) Partners who undertook real estate development business, e.g. housing or office building. The Company paid attention to projects in good locations, in the form of mixed use projects. L.P.N. was interesting for long experiences and

swift operations. Joint venture projects with L.P.N. were of large-scale, involving construction of 50 buildings with 25,000 prospective customers after completion.

2) Partners who undertook retail business, e.g. supermarkets. If the Company had these partners, its new projects would be materialized more easily because it would get quality tenants as permanent customers. At present, the Company was discussing possibilities of partnership with a number of retailers. As for AEON, joint project was under discussion. However, it was expected to open 5 new branches a year, each with approximately 10,000-20,000 sq.m. of space.

Mr. Nithi, a shareholder, asked:

1. Was it true that Company would manage the shopping center at Bangkok University? If yes, please provide progress information.

2. Did the Company have any plan to expand into upcountry or neighboring countries?

Mr. NoppornWitoonchart, Chairman of Executive Board, answered:

1. The Company was in charge of managing and controlling the construction of the shopping center, the "Imagine Village Mall," at Bangkok University, as well as drawing in tenants. The center would be unofficially open in April and officially in May 2013. Most of the shops focused on innovation appeal, for example MK Suki that was served by robot waiters.

2. In the short term, the Company had no plan to expand internationally. As for expansion into major cities upcountry, it was under feasibility study.

A shareholder asked:

Please provide progress of the project in Chiang Mai.

Mr. NoppornWitoonchart, Chairman of Executive Board, answered:

After studies of project feasibility and returns, the Board of Directors agreed to suspend its Chiang Mai project.

Mrs. SupaWattanapong, a shareholder, asked:

1. What was the partnership agreement of L.P.N. and SF for new projects?

2. Please explain more about Baht 1,270 million profit from the adjustment of fair value.

Mr. NoppornWitoonchart, Chairman of Executive Board, answered the 1st question:

1. L.P.N. would invest in land and building, while SF would hold the head lease and manage the shopping center.

Mr. SomnukPojkasemsin, the President, answered the 2nd question:

2. The amount of profit from the adjustment of fair value depended on the fair value assessment. Such amount was then deducted by investment for shopping center improvements, which would be high only in the launching year and decline in following years. This assessment of fair value was calculated for the value over the next 30 years, by a discount rate of 12%.

Mr. Surasit, a shareholder, asked:

In 2012, the Company had cash of Baht 60 million. If it planned to invest in a Baht-500-million project, what strategy would it adopt to mobilize investment capital?

Mr. SomnukPojkasemsin, the President, answered:

It could be done in various ways.

1) Issuance of debentures, similar to the ones worth Baht 400 million proposed for approval at this meeting.

2) Money set aside from this year's and last year's dividends, as the Company paid dividend shares to the shareholders in order to keep cash for business expansion.

The Chairman added:

Another option was to form a joint venture similar to its joint venture with L.P.N., that was, the partner invested and the Company managed and drew in tenants. Therefore, the Company did not have to invest a large sum of money.

Mr. Chaiyapruk, a shareholder, asked:

What were the rate of return of investment in and the break-even period of Megabangna project?

Mr. KittinanthSumruatruamphol, Chief Financial Officer, answered:

The operating performance of Megabangna throughout 8 months of 2012 showed a net profit of approximately Baht 90 million, and was anticipated to be higher in 2013 because of full-year operation. Returns on shopping center business should be evaluated in the long term. According to EBITDA/total investment method, the rate of return was around 12-15% with a break-even period of about 12 years.

A shareholder asked:

Where were sources of funds for Megabangna 2 project from?

Mr. KittinanthSumruatruamphol, Chief Financial Officer, answered:

No decision had been made on the funding structure yet as it was under the land acquisition process. Initially, IKEA would provide a loan worth 80% of the total sum.

The Chairman added:

With respect to Megabangna project, the Company had borrowed a sum of money from IKEA at a mutually fair interest rate. The Company also put its own investment in the project.

Mr. Nattapat, a shareholder, asked:

Please explain more about the plan of joint venture with AEON, which involved a large space of 10,000-20,000 sq.m. and an expansion of 5 branches a year.

Mr. NoppornWitoonchart, Chairman of Executive Board, answered:

Structurally, it was a joint venture between the Company and AEON Town Co., Ltd., a subsidiary of AEON that took care of community mall business. The head lessee would be AEON Retail Co., Ltd.

Mr. Veera, a shareholder, asked further:

Please explain the policy on business expansion into upcountry and other countries, and reasons for not issuing any property fund.

The Chairman answered:

1) Shopping mall construction business required a large sum of investment, causing sources of funds to be the most important factor. As most of the Company's operating areas were leased, issuance of property fund was unfeasible. In addition, mobilizing funds through an increase of capital might not suit some shareholders.

2) The Company had been careful about expansion into other countries due to some limitations, e.g. management difficulty, protectionism against foreign investors, etc.

3) The Company adopted a policy on business expansion by developing partnership with IKEA in order to obtain investment financing from IKEA. If a clearer conclusion was reached for Megabangna 2 and Megabangna 3 projects,

the Company must put most of its investment in both projects. Hence, it had no policy to expand its business internationally for the next 5-6 years.

Mr. Pallop, a shareholder, asked:

1. Did the Company received profit from operation of IKEA stores?
2. How much profit was expected from Megabangna project?

The Chairman answered:

1. No, it did not.
2. Normal profit from Megabangna project was approximately Baht 100 million.

Mr. Wichaya, a shareholder, asked:

1. It was heard that Central Pattana PCL had planned to open a shopping center at Bangyai district in the vicinity of Megabangna project. What did the Company plan to do about this?
2. Could the Company form a joint venture with many partners? Were there any restrictions?
3. Would the Company increase its capital this year?
4. Mr. Vicha had once stated that he would hold not less than 20% stake in the Company. Why did Mr. Vicha sell the shares until his shareholding was below 20%?

Mr. KittinanthSumruatruamphol, Chief Financial Officer, answered the 1st and 3rd questions:

1. It could be favorable to have a shopping center near the competitor's because the Company might be able to attract more shoppers. Moreover, IKEA stores had a highly distinctive identity. The Company's operating strategy was therefore to accentuate its unique style.
3. If Megabangna 2 project was launched, there would be an increase of capital for about Baht 1,000 million.

Mr. NoppornWitoonchart, Chief Executive Office, answered the 2nd question:

2. AEON had many subsidiaries, some of which were head lessees and some were sub lessees. In case AEON considered any subsidiary as unfit for a leased area, it could get a new lessee. As for trade discussion with Big C, it was underprocess and yet to reach a conclusion.

Mr. VichaPoolvaraluck, the director, answered the 4th question:

4. Currently, Major Cineplex Group PCL still held more than 20% stake in the Company. Major Cineplex always regarded the Company as its longstanding partner.

A shareholder asked:

What was the profit sharing ratio between the Company and IKEA?

The Chairman answered:

Profit from Megabangna project (shopping center only) was split between the Company and IKEA at the rate of 49:49. As for IKEA store, rentals were made to the joint venture.

Mr. Nopakun, a shareholder, asked:

What was the credit rating on the Company's debentures?

Mr. KittinanthSumruatruamphol, Chief Financial Officer, answered:

Debentures worth Baht 750 million issued in February had a credit rating of BBB, representing moderate credit risk and capacity for payment of debts.

Mr. Pisarn, a shareholder, asked:

The Company had various types of shopping centers. Which one was the most profitable? He personally thought that urban entertainment center should make the highest profit. Then, why was there no expansion for this category?

Mr. NoppornWitoonchart, Chairman of Executive Board, answered:

Urban entertainment center certainly yielded the highest profit, but the most crucial factor was the location. An entertainment center had to be adjacent to the main street, with convenient public transports. At present, no such location was available.

Mr. Chatchai, a shareholder, asked:

1. Please explain the Company's plan for expansion of each type of shopping centers?
2. Among the already launched projects, were there projects that incurred loss?
3. How much was the investment budget of the Company over the past 5 years?

Mr. SomnukPojkasemsin, the President, answered the 1st and 2nd questions:

1. Construction of each project depended on appropriate location and investment opportunity.
2. A shopping center would generally earn a profit in its first year of operation. However, some centers had to undergo changes, for example the one in Pattaya that, after a period of operation, had sought new tenants as it considered that these shops did not suit the location. During the change of tenants, the Company would lose rental income for a while. When added up revenues from all centers, the Company had made profits.

The Chairman explained further for the 2nd question and answered the 3rd question:

2. Projects that incurred significant losses would be able to find new tenants within this year. One of these projects was the Pattaya project whose tenant, e.g. California Fitness, had faced financial problems.
3. The entire investment budget went to Megabangna 2 and 3 projects. Other projects would be managed by approaches similar to joint expansion with L.P.N.

Mr. PrapasLuangsomboon, a shareholder, asked:

Was the Company at risk in connection with land owners or tenants. How long were these lease agreements?

The Chairman answered:

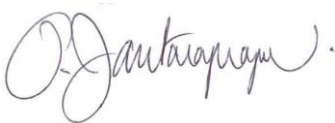
Risks concerning the of lease agreements with the land owners were normal in this business. The land owners themselves had risks that the lessees would not renew the contracts. However, the Company was always able to renew the lease contracts with all the owners.

Mr. SomnukPojkasemsin, the President, added:

The term of land lease agreements was mostly 30 years.

When the shareholders were satisfied with provided explanations and made no further enquiries, the Chairman expressed his gratitude to the shareholders for attending the meeting and then declared the meeting closed.

The meeting was adjourned: 4.30 p.m.

Signed  Chairman of the Meeting
(Mr.Oranop Jantaraprapa)

Agenda No.2 To consider the year 2013 annual report and approving the financial statements for the year ended December, 31st 2013 (The Details are enclosed in the 2013 Annual Report and 2013 Financial Statement CD.)

Agenda No.3 To consider approving the dividend payment and set the legal reserve for the operating results of the year 2013

Dividend Policy

The Company has a net profit in the amount of Baht 177,136,481 derived from its operating result and agreed to set a legal reserve of Baht 14,600,000, which is not less than 5 percent of the net operating profit and to 10 percent of the registered capital. The Company has the remaining legal reserve at the amount of Baht 117,030,000. Consequently, the totaling amount of legal reserve is Baht 131,630,000.

The company's dividend payout policy is to pay not less than 40% of net profit, except when there is a compelling reason not to.

The Company proposed the dividend payment for the year 2013 at a rate of 8 existing shares to 1 dividend shares or equal to a cash dividend of Baht 0.125 per 1 ordinary share (the rate of 8 existing shares to 1 dividend share, par value of Baht 1 each, equated to Baht 1/8 dividend for 1 share or Baht 0.125 per share.) The Company would pay income taxes for the shareholders at a rate of Baht 0.013889 per share, thereby equal to the dividend of Baht 0.13889 per share, equal to a cash dividend of Baht 0.125 per share, after tax's deduction).

Dividend Information	Consolidated		
	2011	2012	2013
Net Profit (Million Baht)	149.52	130.45	173.00
Net Profit per share (Baht)	0.14	0.11	0.13
Dividend per share (Baht)	0.13889	0.13889	0.13889
Percentage of dividend to Net profit (%)	97%	125%	106%
Dividend payment amount (Million Baht)	144.43	162.48	182.73

Dividend's Ratio

Dividend payment (8 Existing shares : 1 dividend share) **	0.12500	Baht/Share
Cash dividend	0.01389	Baht/Share
Total of Dividend payment and Cash dividend***	0.13889	Baht/Share
Total Dividend (0.13889 Baht per share time 1,169,862,645 shares)	162.48	Million
Dividend's Percent of net profit	125%	

Dividend's Condition ** Any remaining shares less than eight (8) shall not be entitled to receive stock dividend but shall be entitled to received only cash dividend of Baht 0.13889 per share, equal to a cash dividend of Baht 0.125 per share, after tax's deduction).

*** All dividends shall be deducted for the withholding tax at the rate stipulated by law.

Dividend Payment Date

No.	Date	Detail
1	Monday, March 31 st , 2014	Exclude Dividend (XD)
2	Wednesday, April 2 nd , 2014	Record Date
3	Thursday, April 3 rd , 2014	Book closing for the right to receive dividend at 12.00
4	Monday, April 21 st , 2014	Dividend payment
5	Thursday, April 24 th , 2014	Trading Date

Agenda No.4 To approve the Capital Decrease by eliminating the registered ordinary shares

To approve the decrease of a registered capital of the Company from Baht 1,316,105,475 to Baht 1,316,020,126 by eliminating the registered ordinary shares remaining from the allocation of ordinary shares for supporting the stock dividend regarding to the resolution of Y2013 AGM in totaling of 85,349 shares with a par value of Baht 1 each.

Registered capital of the Company	1,316,105,475
Total of registered capital of the Company's paid up	<u>1,316,020,126</u>
Surplus of registered capital of the Company	<u>85,349</u> Shares

Agenda No.5 To consider approving the increase of a registered capital of the Company and allotment of the new shares by following agenda No.3

To approve the increase of a registered capital of the Company from Baht 1,316,020,126 to Baht 1,480,522,641 by issuance of 164,502,515 ordinary shares with a par value of Baht 1 each, totaling Baht 146,242,830.

Registered capital of the Company	1,316,105,475	Baht
Capital Decrease	<u>(85,349)</u>	Baht
Registered capital of the Company after decreased	1,316,020,126	Baht
Dividend payment by ordinary shares (Ratio 8 : 1)	<u>164,502,515</u>	Baht
Registered capital of the Company after increased	<u>1,480,522,641</u>	Baht

And to approve allotment of 164,502,515 ordinary shares with a par value of Baht 1 each, totaling Baht 164,502,515 the details of which are as follows:

Details of Allotment

Allotted to	Number (Shares)	Ratio (Old:New)	Sale price per share (Baht)	Subscription and payment period	Note
Existing shareholders	Not exceed 164,502,515	8:1	0	To reserve for the stock dividend	Stock dividend

Agenda No.6 To approve the amendment of the Memorandum of Association to correspond with the registered capital decrease/increase

To approve the amendment of the Memorandum of Association to correspond with the registered capital decrease; the former statement shall be repealed and the new statement shall be used as follow;

"Clause 4.	Registered capital	1,316,020,126	Baht
	Divided to	1,316,020,126	Shares
	Value of shares each	1	Baht
	Separate to		
	Ordinary Shares	1,316,020,126	Shares
	Preference Shares	-	Shares

To approve the amendment of the Memorandum of Association to correspond with the registered capital increase; the former statement shall be repealed and the new statement shall be used as follow;

"Clause 4.	Registered capital	1,480,522,641	Baht
	Divided to	1,480,522,641	Shares
	Value of shares each	1	Baht
	Separate to		
	Ordinary Shares	1,480,522,641	Shares
	Preference Shares	-	Shares

Agenda No.7 To consider appointing succeeding director to replace the director resigned upon the expiration of his/her tenure

The new directors to replace those who have retired by rotation and reappoint are as follow:

1. Mr.Oranop Jantaraprapa
2. Mr.Pongkit Suttapong
3. Mr.Nopporn Witoonchart
4. Mr.Dej Bulsuk

Rationale to nominate director: Company appoints all directors to act as a board of nominating committee and remuneration committee. Qualification, experience, knowledge and performance of each committee are considered to re-appoint and appoint to be the board of directors.

Opinion of the Board of Directors: Agreed to propose to the shareholders' meeting to appoint the new directors above

In order that, the Board of Directors see as Appropriate to propose an agenda for Shareholder's approving.

Biography of the Director Who Have Retired by Rotation and Reappoint

Name-Surname Mr. Oranop Jantaraprapa

Age 66 years

Nationality Thai

Status Married

(1 son, 1 daughter)



Education

- M.B.A., East Texas State University, U.S.A.
- B.A. (Accounting), Chulalongkorn University

Certified Program

- The role of Chairman Certification (RCM) in 2004, Thai Institute of Directors Association (IOD)

Experience

- 2002 – Present: Chairman, Authorized Director, Siam Future Development Plc., Shopping Center Developer
- 1996 – 1998: Executive Vice President, Thai Telephone & Telecommunication Plc., Telecommunication
- 1990 – 1993: President, International Engineering Plc., Telecommunication
- 1983 – 1990: Vice President of Operation Division, The Siam Cement Group, Cement
- 1983 – 1990: President, SCT Computer Co., Ltd. (Siam Cement Group), Computer
- 1983 – 1990: President, Pan Supplies Co., Ltd (Siam Cement Group), Construction & Supply Machine
- 1983 – 1990: Manager of Accounting department, Manager of Trading department, Manager of Finance department, Siam Cement Trading Co., Ltd (Siam Cement Group) International Trading

Director Proposal Chairman • Authorized director

Legally Controversy No such case during the last 10 years

Period of Director in Company 11 years

Attending in 2010 Meeting Board of Director Meeting 5/5 times


Shareholding 0.29% (Book closing on 30th December 2013)

Position as Director/Management in other Listed company None

Position as Director/Management in other company None

Position as Director/Management in other company which could create conflict of interest: None

Biography of the Director Who Have Retired by Rotation and Reappoint

Name-Surname	Mr.Pongkit Suttapong	
Age	54 years	
Nationality	Thai	
Status	Married (2 Sons)	
Education	<ul style="list-style-type: none"> • M.B.A. (Marketing), National Institute of Development Administration (NIDA) • B.E. (Industrial Engineering), Khon-Kaen University 	
Certified Program	<ul style="list-style-type: none"> • Director Certification Program (DCP) Class #35, Thai Institute of Directors Association (IOD) • Politics and Governance in Democratic Systems for Executives Class #9 (Por Por Ror. 9), King Prajadhipok's Institute, year 2005 • The Joint State-Private Class #19, National Defense College, (Wor Por Or. 2006), year 2006 	
Experience	<ul style="list-style-type: none"> • 1994 – Present: Vice Chairman, Authorized Director, Siam Future Development Plc., Shopping Center Developer • 1993 – 1994: Director & General Manager, The International Engineering Public Co., Ltd., Telecommunication • 1990 – 1993: Senior Vice President, The International Engineering Public Co., Ltd., Telecommunication • 1989 – 1990: Regional Marketing Manager (South East Asia) Nokia Mobile Phone, Nokia (SEA) PTE. LTD, Singapore Office • 1986 – 1989: Mobile Phone Department Manager, The International Engineering Public Co., Ltd., Telecommunication • 1984 – 1986: Marketing Planning Manager, Sabina Fareast Co., Ltd., Lingerie 	
Director Proposal	Vice Chairman • Authorized director	
Legally Controversy	No such case during the last 10 years	
Period of Director in Company	19 years	
Attending in 2010 Meeting	Board of Director Meeting 4/5 times	
Shareholding	6.76% (Book closing on 30 th December 2013)	
Position as Director/Management in other Listed company	None	
Position as Director/Management in other company	None	
Position as Director/Management in other company which could create conflict of interest:	None	

Biography of the Director Who Have Retired by Rotation and Reappoint

Name-Surname	Mr. Nopporn Witoonchart	
Age	48 years	
Nationality	Thai	
Status	Married	
Education	<ul style="list-style-type: none"> • B.E. (Computer Engineering), King Mongkut's Institute of Technology 	
Certified Program	<ul style="list-style-type: none"> • Director Certification Program (DCP) in 2005, Thai Institute of Directors Association (IOD) • Capital Market Academy (CMA) in 2009 • Top Executive Program in Commerce and Trade (TEPCoT), Commerce Academy in 2010 	
Experience	<ul style="list-style-type: none"> • 1994 – Present: Chief Executive Officer, Director, Authorized Director Siam Future Development Plc., Shopping Center Developer • 1994 - Present General manager, Seang Somboon Co., Ltd • 1990 – Present Executive Director, Witoon Holding Co., Ltd., Real Estate • 1987 – 1990 Engineer, SCT Computer Co., Ltd. (Siam Cement Group), Computer 	
Director Proposal	Director • Chairman of Executive Committee • Chief Executive Officer • Authorized director	
Legally Controversy	No such case during the last 10 years	
Period of Director in Company	19 years	
Attending in 2010 Meeting	Board of Director Meeting 5/5 times	
Shareholding	6.18% (Book closing on 30 th December 2013)	
Position as Director/Management in other Listed company	None	
Position as Director/Management in other company	2	
	<ol style="list-style-type: none"> 1. General Manager, Seang Somboon Co., Ltd 2. Executive Director, Witoon Holding Co., Ltd., Real Estate 	
Position as Director/Management in other company which could create conflict of interest:	None	

Biography of the Director Who Have Retired by Rotation and Reappoint

Name-Surname Mr. Dej Bulsuk

Age 64 years

Nationality Thai

Status Married
(1 son)



Education • Bachelor degree, Faculty of Commerce & Accountancy, Thammasat University

Certified Program • Director Accreditation Program (DAP) in 2004, Thai Institute of Directors Association (IOD)

Experience

- 2004 – Present Director, Siam Future Development Plc., Shopping Center Developer
- 2004 – Present President, CCC Business Development Co., Ltd.
- 2004 – Present Audit and Independent Director of The Erawan Group PCL.
- 2002 – Present Audit and Independent Director of GMM Grammy PCL.
- 2002 – Present Audit and Independent Director of Jay Mart PCL..
- 2001 – Present Audit and Independent Director of AEON Thana Sinsap (Thailand) PCL.
- 2006 – 2009 Advisor to Board of Directors, President Bakery PCL.
- 2002 – 2009 Audit and Independent Director of GMM Media PCL
- 2004 – 2006 Honorary Chairman, McThai Co., Ltd. (McDonald's Thailand), Fast Food
- 2001 - -2006 Chairman, Ronald McDonald's House
- 1984 – 2004 Founder and President, McThai Co., Ltd. (McDonald's Thailand), Fast Food

Director Proposal Independent Director

Legally Controversy No such case during the last 10 years

Period of Director in Company 9 years

Attending in 2010 Meeting Board of Director Meeting 5/5 times

Shareholding 0.15% (Book closing on 30th December 2013)

Position as Director/Management in other Listed company 4

1. Audit and Independent Director of The Erawan Group PCL.
2. Audit and Independent Director of GMM Grammy PCL.
3. Audit and Independent Director of Jay Mart PCL.
4. Audit and Independent Director of AEON Thana Sinsap (Thailand) PCL.

Position as Director/Management in other company 1

1. President, CCC Business Development Co., Ltd

Position as Director/Management in other company which could create conflict of interest: None

Agenda No.8 To approve the Board of Directors' remuneration for the year 2014

Rationale to concur remuneration: Remuneration committee provides an appropriate level of remuneration by duties and responsibilities and compare with other company in the same industry. The committee agrees to propose the director's remuneration budget in year 2013 not exceed baht 6 million in the same amount of 2006-2013.

Opinion of the Board of Directors: Agreed to determine remuneration of the director in amount of baht 5,980,000 assigned to 12 committees which not more than 6 Million Baht per year same as Year 2006-2013 by paying in the form of an attendance fee and a pension, details are as the following:

	Board of Director	Position	Year 2013 Amount (Baht)	Meeting in 2013	Year 2014 Amount (Baht)
1	Mr.Oranop Jantaraprapa	Chairman	600,000	5/5	600,000
2	Mr.Pongkit Suttapong	Vice Chairman	360,000	4/5	360,000
3	Mr.Nopporn Witoonchart	Director	360,000	5/5	360,000
4	Mr.Somnuk Pojkasemsin	Director	360,000	5/5	360,000
5	Mr.Kittinanth Sumruatruamphol	Director	360,000	5/5	360,000
6	Mr.Vicha Poolvaraluck	Director	480,000	4/5	480,000
7	Mr.Verawat Ongvasith	Director	480,000	5/5	480,000
8	Mr.Vichate Tuntivanit*	Director	360,000	1/1	60,000
9	Ms.Thitaphat Issarapornpat	Director	-	4/4	400,000
10	Mrs.Nantiya Montriwat	Chairman of Audit Committee and Independent Director	720,000	5/5	720,000
11	Mrs.Sabaihip Suntaros	Member of Audit Committee and Independent Director	660,000	5/5	660,000
12	Mr.Dej Bulsuk	Member of Audit Committee and Independent Director	660,000	5/5	660,000
13	Mr.Chai Jaroongtanapibarn	Independent Director	480,000	5/5	480,000
Total			5,888,000		5,980,000

Remark: * Mr.Vichate Tuntivanit gets appointed and was replaced by Ms.Thitaphat Issarapornpat since 2013, March 27.

Agenda No.9 To consider appointing the auditor for the year 2014 and to determine the auditor fee

To appoint the company's auditors for the year 2014 named Ms. Sakuna Yamsakul Certified Public Accountant (Thailand) No. 4906, Mr. Pisit Thangtanagul Certified Public Accountant (Thailand) No. 4095 and Mr. Chanchai Chaiprasit Certified Public Accountant (Thailand) No. 3760 of PricewaterhouseCoopers ABAS Ltd with the amount Baht 745,000 as auditor's fee more than Y2013, in amount of baht 18,000 baht.

	Pricewaterhouse Coopers ABAS		
	2012	2013	2014
Annual audit fee	390,000	400,000	410,000
Quarter review audit fee	330,000	345,000	353,000
Total Audit fee	720,000	745,000	763,000
Non-audit fee	-	-	-

Opinion of the Audit Committees : Agreed to appoint Ms. Sakuna Yamsakul Certified Public Accountant (Thailand) No. 4906, Mr. Pisit Thangtanagul Certified Public Accountant (Thailand) No. 4095 and Mr. Chanchai Chaiprasit Certified Public Accountant (Thailand) No. 3760 of PricewaterhouseCoopers ABAS Ltd as the Company's auditor for the Year 2014 with the amount Baht 763,000 as auditor's fee more than Y2013, in amount of baht 18,000 baht., due to the fact that the auditors have efficiency worked.

Opinion of the Board of Directors: Agreed to appoint Ms. Sakuna Yamsakul Certified Public Accountant (Thailand) No. 4906, Mr. Pisit Thangtanagul Certified Public Accountant (Thailand) No. 4095 and Mr. Chanchai Chaiprasit Certified Public Accountant (Thailand) No. 3760 of PricewaterhouseCoopers ABAS Ltd as the Company's auditor for the Year 2014 with the amount Baht 763,000 as auditor's fee more than Y2013, in amount of baht 18,000 baht.

In order that, the Board of Directors see as Appropriate to propose an agenda for Shareholder's approving.

Agenda No.10 To consider approving an issuance and offering of the debentures and a repeal of the remaining debentures.

Due to future expansion of the company, reserve of fund to support our plan is required. The company would like to issue and offer the additional debentures not exceed total amount of THB 1,300,000,000 (One Thousand and Three Hundred Million Baht) to individual investors and/or institution investors following the SEC's regulations. Notwithstanding whether the company conducts single or multiple issuance and offering, it depends on the discretion of the board of committee or managing director of the company with details as follows:

1. Offering the debentures

Type of Debentures	:	Unsecured or secured or short-term debenture of all types suitable to the market condition at the time when the Company wishes to issue and offer such type of debenture.
Issued Size	:	Up to THB 1,300,000,000 (One Thousand and Three Hundred Million Baht)
Term of Debentures	:	Not more than 10 years.
Offering to	:	<ul style="list-style-type: none"> - Public offering and/or - Private Placement Pursuant to the Securities and Exchange Commission Notification no. Tor Jor 9/2009 dated 13 March 2009 regarding rules, conditions and procedures for the application and approval of the issuance and offering of newly issued debentures (and/or other notifications prevailing at the time the Company issues and offers the debenture).
Bond Representative	:	In case, the Company would like to issue the debentures which require the Company to appoint the bond representative according to the notifications of the Securities and Exchange Commission or other related laws and regulations, the Company will appoint the bond representative for the issuance of such debentures in order to comply with related laws, notification or regulations.
Repayment	:	Amortizing or bullet payment according to the terms and conditions of each issuance of debentures.

Notwithstanding, the board of committee or managing director has the discretion rights to raise capital from another source. It depends on economic and industrial circumstance.

2. Repeal of the remaining debentures in the amount of 150,000,000 Bath (One Hundred and Fifty Million Bath)

In accordance with the approval of the Shareholders' Meeting of the year 2012 and the year 2013, the Company was able to offer the debentures not exceeding to 1,200,000,000 Bath and 400,000,000 Bath respectively. The portion that has not been issued and offered for sale in the amount of 1,450,000,000 Bath, consequently the Company has the debentures remaining in the amount of 150,000,000 Bath. Therefore, in the event that on the date of the Annual General Shareholders' Meeting of year 2014, the Company shall propose to the Meeting to consider and approve the cancellation of such remaining debentures.



บริษัท สยามฟิวเจอร์ดีเวลอปเม้นท์ จำกัด (มหาชน)
SIAM FUTURE DEVELOPMENT PUBLIC CO., LTD.

5 March 2014

Subject: Appointment of Proxy for the Annual General Meeting of Shareholders 2013

To: All shareholders

According to a determination for date of the Annual General Meeting of Siam Future Development PCL's shareholders 2014 to be held on Tuesday 25th March 2014 at 3:00 p.m. at Esplanade Cineplex 4, 3rd floor, Esplanade, Ratchadapisek Road, Bangkok Thailand, to consider various agenda, details of each agenda are provided in the invitation letter attached herewith.

Should you not be able to attend the meeting, the Company would like to request the shareholders to appoint other person as proxy to attend the meeting and to vote on your behalf. Alternatively, the shareholders may appoint **Mrs.Nantiya Montriwat, the chairman of audit committee and independent director**, or **Mrs.Sabaithip Suntaros, member of audit committee and independent director**, or **Mr.Dej Bulsuk, member of audit committee and independent director**, or **Mr.Chai Jaroongtanapibarn ,independent director** as proxy to attend and vote in the meeting. The Company has prepared a form of proxy to be used at your disposal. Please mark in the space in front of name of the person you wish to appoint as attorney to attend and vote in the meeting and provide the name of such attorney. In case of appointing **Mrs.Nantiya Montriwat, the chairman of audit committee**, or **Mr.Dusit Nontanakorn, member of audit committee**, or **Mrs.Sabaithip Suntaros, member of audit committee**, or **Mr.Dej Bulsuk, independent director**, or **Mr.Chai Jaroongtanapibarn ,independent director** as proxy, please return the form of proxy to the Company before the meeting date to ensure the completion of the form for the meeting.

Documents required to be presented before attending the meeting can be listed as follows:

1. If the shareholder attends the meeting in person Please present a valid document with photograph as issued by governmental entity, e.g. identification card, driver's license or passport.
2. If other person is appointed as attorney to attend the meeting Please present the form of proxy attached herewith, a copy of the document specified in item 1 above of the shareholder, duly certified true copy, and the document issued by governmental entity as specified in item 1 above of the attorney.
3. If the shareholder is a juristic person Please present the form of proxy attached herewith, a copy of the certificate of registration of the shareholder, duly certified true copy by authorized person(s), a copy of the document specified in item 1 above of the authorized person(s), duly certified true copy, and the document issued by governmental entity as specified in item 1 above of the attorney.

Please be informed accordingly. The Company would like to convey an appreciation to all shareholders for your continual support to the Company over the past years.

Yours Sincerely,

(Ms. Porntipa Rujipairote)

Company Secretary

**Detail of Chairman of Audit Committee and independent director
Siam Future Development PCL.**

1. Name - Surname	Mrs. Nantiya Montriwat																					
2. Age	66 years																					
3. Address	161 Petchkasem Road, Bangwa, Paseecharoen, Bangkok																					
4. Current Position	Chairman of the Audit Committee, Independent director																					
5. Family relationship with management	- None -																					
6. Education	M.A. (Actuarial Science), University of Manitoba, Canada.																					
7. Course of Thai Institute of Directors Association (IOD)	Director Certification Program (DCP) in 2000 Audit Committee Program (ACP) in 2005																					
8. Work Experience	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 20%;">2002 - Present</td> <td style="width: 40%;">Chairman of the Audit Committee</td> <td style="width: 40%;">Siam Future Development PLC.</td> </tr> <tr> <td>2008 - Present</td> <td>Director</td> <td>Thai Samut Asset Co., Ltd.</td> </tr> <tr> <td>2007 - Present</td> <td>Director</td> <td>Muang Thai Real Estate Pcl.</td> </tr> <tr> <td>2007 - Present</td> <td>Director</td> <td>Muang Thai Management Co., Ltd.</td> </tr> <tr> <td>2004 – 2008</td> <td>Advisor to Managing Director</td> <td>Muang Thai Management Co.,Ltd.</td> </tr> <tr> <td>2000 - 2003</td> <td>Senior Executive Vice President Director</td> <td>Muang Thai Management Co., Ltd.</td> </tr> <tr> <td>1999 - 2008</td> <td>Director</td> <td>Muang Thai Management Co., Ltd.</td> </tr> </table>	2002 - Present	Chairman of the Audit Committee	Siam Future Development PLC.	2008 - Present	Director	Thai Samut Asset Co., Ltd.	2007 - Present	Director	Muang Thai Real Estate Pcl.	2007 - Present	Director	Muang Thai Management Co., Ltd.	2004 – 2008	Advisor to Managing Director	Muang Thai Management Co.,Ltd.	2000 - 2003	Senior Executive Vice President Director	Muang Thai Management Co., Ltd.	1999 - 2008	Director	Muang Thai Management Co., Ltd.
2002 - Present	Chairman of the Audit Committee	Siam Future Development PLC.																				
2008 - Present	Director	Thai Samut Asset Co., Ltd.																				
2007 - Present	Director	Muang Thai Real Estate Pcl.																				
2007 - Present	Director	Muang Thai Management Co., Ltd.																				
2004 – 2008	Advisor to Managing Director	Muang Thai Management Co.,Ltd.																				
2000 - 2003	Senior Executive Vice President Director	Muang Thai Management Co., Ltd.																				
1999 - 2008	Director	Muang Thai Management Co., Ltd.																				
9. Criminal record in the past 10 years	- None -																					
10. Interest in AGM 2014's agenda	Determine the director remuneration																					
11. Shareholding of Siam Future Development PCL	0.33% (Book closing at 31 st December 2013)																					

**Detail of Member of Audit Committee and independent director
Siam Future Development PCL.**

1. Name - Surname	Mrs. Sabaithip Suntaros												
2. Age	66 years												
3. Address	2234/1 Bangkok-Nonthaburi Road, Bangsue, Bangkok												
4. Current Position	Member of Audit Committee, Independent director												
5. Family relationship with management	- None -												
6. Education	B.A. (Accounting), Chulalongkorn University												
7. Course of Thai Institute of Directors Association (IOD)	Directors Accreditation Program (DAP) in 2005 Audit Committee Program (ACP) in 2005												
8. Work Experience	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 20%;">2003 – present</td> <td style="width: 40%;">Member of Audit Committee</td> <td style="width: 40%;">Siam Future Development PLC.</td> </tr> <tr> <td>2009 – present</td> <td>Independent director</td> <td>Hua Seng Heng Gold Future Co., Ltd.</td> </tr> <tr> <td>2003 – 2006</td> <td>Member of working group</td> <td>TISCO Charity Foundation</td> </tr> <tr> <td>2001 - 2002</td> <td>Senior Vice President Custodian Services</td> <td>TISCO Finance PLC.</td> </tr> </table>	2003 – present	Member of Audit Committee	Siam Future Development PLC.	2009 – present	Independent director	Hua Seng Heng Gold Future Co., Ltd.	2003 – 2006	Member of working group	TISCO Charity Foundation	2001 - 2002	Senior Vice President Custodian Services	TISCO Finance PLC.
2003 – present	Member of Audit Committee	Siam Future Development PLC.											
2009 – present	Independent director	Hua Seng Heng Gold Future Co., Ltd.											
2003 – 2006	Member of working group	TISCO Charity Foundation											
2001 - 2002	Senior Vice President Custodian Services	TISCO Finance PLC.											
9. Criminal record in the past 10 years	- None -												
10. Interest in AGM 2014's agenda	Determine the director remuneration												
11. Shareholding of Siam Future Development PLC	0.07% (Book closing at 31 st December 2013)												

**Detail of Member of Audit Committee and Independent Director
Siam Future Development PCL.**

1. Name - Surname	Mr.Dej Bulsuk																																				
2. Age	64 years																																				
3. Address	46 Soi Sukhumvit 85, Bangchak, Pra-Khanong, Bangkok																																				
4. Current Position	Member of Audit Committee,Independent Director																																				
5. Family relationship with management	- None -																																				
6. Education	Bachelor degree, Faculty of Commerce & Accountancy, Thammasat University																																				
7. Course of Thai Institute of Directors Association (IOD)	Director Accreditation Program (DAP) in 2004																																				
8. Work Experience	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 20%;">2011 - Present</td> <td style="width: 40%;">Audit and Independent Director</td> <td style="width: 40%;">Patum Rice Mill and Granary Plc.</td> </tr> <tr> <td>2004 - Present</td> <td>Independent director</td> <td>Siam Future Development Plc. Shopping Center Developer</td> </tr> <tr> <td>2004 - Present</td> <td>President</td> <td>CCC Business Development Co., Ltd.</td> </tr> <tr> <td>2004 – Present</td> <td>Audit and Independent Director</td> <td>The Erawan Group PCL.</td> </tr> <tr> <td>2002 – Present</td> <td>Audit and Independent Director</td> <td>GMM Grammy PCL.</td> </tr> <tr> <td>2002 – Present</td> <td>Audit and Independent Director</td> <td>Jay Mart PCL..</td> </tr> <tr> <td>2001 – Present</td> <td>Audit and Independent Director</td> <td>AEON Thana Sinsap (Thailand) PCL.</td> </tr> <tr> <td>2006 – 2009</td> <td>Advisor to Board of Directors</td> <td>President Bakery PCL.</td> </tr> <tr> <td>2002 – 2009</td> <td>Audit and Independent Director</td> <td>GMM Media PCL</td> </tr> <tr> <td>2004 – 2006</td> <td>Honorary Chairman</td> <td>McThai Co., Ltd</td> </tr> <tr> <td>2001 - -2006</td> <td>Chairman</td> <td>Ronald McDonald's House</td> </tr> <tr> <td>1984 – 2004</td> <td>Founder and President</td> <td>McThai Co., Ltd</td> </tr> </table>	2011 - Present	Audit and Independent Director	Patum Rice Mill and Granary Plc.	2004 - Present	Independent director	Siam Future Development Plc. Shopping Center Developer	2004 - Present	President	CCC Business Development Co., Ltd.	2004 – Present	Audit and Independent Director	The Erawan Group PCL.	2002 – Present	Audit and Independent Director	GMM Grammy PCL.	2002 – Present	Audit and Independent Director	Jay Mart PCL..	2001 – Present	Audit and Independent Director	AEON Thana Sinsap (Thailand) PCL.	2006 – 2009	Advisor to Board of Directors	President Bakery PCL.	2002 – 2009	Audit and Independent Director	GMM Media PCL	2004 – 2006	Honorary Chairman	McThai Co., Ltd	2001 - -2006	Chairman	Ronald McDonald's House	1984 – 2004	Founder and President	McThai Co., Ltd
2011 - Present	Audit and Independent Director	Patum Rice Mill and Granary Plc.																																			
2004 - Present	Independent director	Siam Future Development Plc. Shopping Center Developer																																			
2004 - Present	President	CCC Business Development Co., Ltd.																																			
2004 – Present	Audit and Independent Director	The Erawan Group PCL.																																			
2002 – Present	Audit and Independent Director	GMM Grammy PCL.																																			
2002 – Present	Audit and Independent Director	Jay Mart PCL..																																			
2001 – Present	Audit and Independent Director	AEON Thana Sinsap (Thailand) PCL.																																			
2006 – 2009	Advisor to Board of Directors	President Bakery PCL.																																			
2002 – 2009	Audit and Independent Director	GMM Media PCL																																			
2004 – 2006	Honorary Chairman	McThai Co., Ltd																																			
2001 - -2006	Chairman	Ronald McDonald's House																																			
1984 – 2004	Founder and President	McThai Co., Ltd																																			
9. Criminal record in the past 10 years	- None -																																				
10. Interest in AGM 2014's agenda	Determine the director remuneration																																				
11. Shareholding of Siam Future Development PLC	0.15% (Book closing at 31 st December 2013)																																				

**Detail of Independent Director
Siam Future Development PCL.**

1. Name - Surname	Mr. Chai Jaroongtanapibarn																					
2. Age	60 years																					
3. Address	170 Ramkamheang 26/1 Ramkamheang, Huamak, Bangkapi, Bangkok																					
4. Current Position	Independent Director																					
5. Family relationship with management	- None -																					
6. Education	M.S. (Accounting), Thammasat University B.A. (Accounting), Chulalongkorn University																					
7. Course of Thai Institute of Directors Association (IOD)	Director Certification Program (DCP), in 2003, Thai Institute of Directors Association (IOD) Audit Committee Program (ACP) in 2005, Thai Institute of Directors Association (IOD)																					
8. Work Experience	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 20%;">2003 – Present</td> <td style="width: 50%;">Director,</td> <td style="width: 30%;">Siam Future Development Plc</td> </tr> <tr> <td>2002 – Present</td> <td>Independent Director and Chairman of the Audit Committee,</td> <td>Major Cineplex Group Plc</td> </tr> <tr> <td>2007 – Present</td> <td>Independent Director and Audit Committee,</td> <td>Siam Food Plc</td> </tr> <tr> <td>2006 – Present</td> <td>Independent Director and Audit Committee,</td> <td>Oishi Plc</td> </tr> <tr> <td>2004 – Present</td> <td>Independent Director and Chairman of the Audit Committee,</td> <td>Thai Metal Trade Plc</td> </tr> <tr> <td>2000 – Present</td> <td>Chairman of the Audit Committee,</td> <td>Team Precision Plc.</td> </tr> <tr> <td>1982 – 1997</td> <td>Executive Director and Chief Financial Officer,</td> <td>The Minor Group</td> </tr> </table>	2003 – Present	Director,	Siam Future Development Plc	2002 – Present	Independent Director and Chairman of the Audit Committee,	Major Cineplex Group Plc	2007 – Present	Independent Director and Audit Committee,	Siam Food Plc	2006 – Present	Independent Director and Audit Committee,	Oishi Plc	2004 – Present	Independent Director and Chairman of the Audit Committee,	Thai Metal Trade Plc	2000 – Present	Chairman of the Audit Committee,	Team Precision Plc.	1982 – 1997	Executive Director and Chief Financial Officer,	The Minor Group
2003 – Present	Director,	Siam Future Development Plc																				
2002 – Present	Independent Director and Chairman of the Audit Committee,	Major Cineplex Group Plc																				
2007 – Present	Independent Director and Audit Committee,	Siam Food Plc																				
2006 – Present	Independent Director and Audit Committee,	Oishi Plc																				
2004 – Present	Independent Director and Chairman of the Audit Committee,	Thai Metal Trade Plc																				
2000 – Present	Chairman of the Audit Committee,	Team Precision Plc.																				
1982 – 1997	Executive Director and Chief Financial Officer,	The Minor Group																				
9. Criminal record in the past 10 years	- None -																					
10. Interest in AGM 2014's agenda	Determine the director remuneration																					
11. Shareholding of Siam Future Development PLC	0.00% (Book closing at 31 st December 2013)																					

แบบหนังสือมอบฉันทะ แบบ ก. (แบบทั่วไปซึ่งเป็นแบบที่ง่ายไม่ซับซ้อน)
ท้ายประกาศกรมพัฒนาธุรกิจการค้าเรื่อง กำหนดแบบหนังสือมอบฉันทะ (ฉบับที่ 5) พ.ศ. 2550

Attachment 3

Proxy Form A

เขียนที่.....

Written at

วันที่.....เดือน.....พ.ศ.....
Date Month Year

(1) ข้าพเจ้า..... สัญชาติ.....
I / We nationality

อยู่บ้านเลขที่..... ถนน..... ตำบล/แขวง.....
reside at Road Tambol / Khwaeng
อำเภอ/เขต..... จังหวัด..... รหัสไปรษณีย์.....
Amphur / Khet Province Postal Code

(2) เป็นผู้ถือหุ้นของ บริษัท..... จำกัด (มหาชน)
am / are a shareholder of Siam Future Development Public Company Limited

โดยถือหุ้นจำนวนทั้งสิ้นรวม..... หุ้น และออกเสียงลงคะแนนได้เท่ากับ..... เสียง ดังนี้
holding altogether..... shares with the right to vote for..... votes as follow:
หุ้นสามัญ..... หุ้น ออกเสียงลงคะแนนได้เท่ากับ..... เสียง
Common Stock shares with the right to vote for votes

(3) ขอมอบฉันทะให้

Hereby appoint

(1) อายุ..... ปี อยู่บ้านเลขที่.....
age years, reside at

ถนน..... ตำบล/แขวง..... อำเภอ/เขต.....
Road Tambol / Khwaeng Amphur / Khet
จังหวัด..... รหัสไปรษณีย์..... หรือ
Province Postal Code

(2) อายุ..... ปี อยู่บ้านเลขที่.....
age years, reside at

ถนน..... ตำบล/แขวง..... อำเภอ/เขต.....
Road Tambol / Khwaeng Amphur / Khet
จังหวัด..... รหัสไปรษณีย์..... หรือ
Province Postal Code

(3) อายุ..... ปี อยู่บ้านเลขที่.....
age years, reside at

ถนน..... ตำบล/แขวง..... อำเภอ/เขต.....
Road Tambol / Khwaeng Amphur / Khet
จังหวัด..... รหัสไปรษณีย์.....
Province Postal Code

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้นประจำปี 2557
ในวันอังคารที่ 25 มีนาคม 2557 เวลา 15:00น. ณ โรงภาพยนตร์ เอสพลานาด ซีนีเพล็กซ์ 4 ชั้น 3 ศูนย์การค้าเอสพลานาด 99 ถนนรัชดาภิเษก กทม.
หรือจะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

One of them represents as my / our proxy to attend and vote on my / our behalf at the Annual General Meeting of Shareholders 2014,
on Tuesday, March 25, 2014, at 3:00 pm. at Esplanade Cineplex 4, 3rd floor, Esplanade, Ratchadapisek Road, Bangkok. Thailand.
Or at any adjournment thereof.

กิจการใดที่ผู้รับมอบฉันทะกระทำไปในการประชุมนั้น ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any business carried out by the proxy in the said meeting shall be deemed as having been carried out by myself / ourselves.

ลงชื่อ/Signed..... ผู้มอบฉันทะ/Grantor
(.....)

ลงชื่อ/Signed..... ผู้รับมอบฉันทะ/Proxy
(.....)

ลงชื่อ/Signed..... ผู้รับมอบฉันทะ/Proxy
(.....)

หมายเหตุ

ผู้ถือหุ้นที่มอบฉันทะ จะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าร่วมประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้
ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and may not split the number of
shares to many proxies for splitting votes. โปรดติดอากรแสตมป์ 20 บาท / Please affix Baht 20 Duty Stamp

แบบหนังสือมอบฉันทะ แบบ ข. (แบบที่กำหนดรายการต่าง ๆ ที่จะมอบฉันทะที่จะเอียงจัดเจนตายตัว)
ท้ายประกาศกรมพัฒนาธุรกิจการค้า เรื่อง กำหนดแบบหนังสือมอบฉันทะ (ฉบับที่ 5) พ.ศ. 2550

Proxy Form B

เขียนที่.....

Written at

วันที่ เดือน พ.ศ.
 Date Month Year

(1) ข้าพเจ้า..... สัญชาติ..... อยู่บ้านเลขที่..... ถนน.....
 I / We nationality reside at Road
 ตำบล / แขวง..... อำเภอ/เขต..... จังหวัด..... รหัสไปรษณีย์.....
 Tambol / Khwaeng Amphur / Khet Province Postal Code

(2) เป็นผู้ถือหุ้นของ..... **บริษัท สยามฟิวเจอร์ดีเวลอปเม้นท์**..... จำกัด (มหาชน)
 am / are a shareholder of Siam Future Development Public Company Limited
 โดยถือหุ้นจำนวนทั้งสิ้นรวม..... หุ้น และออกเสียงลงคะแนนได้เท่ากับ..... เสียง ดังนี้
 holding the total amount of shares with the right to vote equal to votes as follow:
 หุ้นสามัญ..... หุ้น ออกเสียงลงคะแนนได้เท่ากับ..... เสียง
 Common stock shares with the right to vote equal to votes

(3) ขอมอบฉันทะให้

Hereby appoint

(1) ชื่อ..... อายุ..... ปี อยู่บ้านเลขที่.....

Mr./Mrs./Miss age years, reside at
 ตำบล/แขวง..... อำเภอ/เขต..... จังหวัด..... รหัสไปรษณีย์..... หรือ
 Road Tambol / Khwaeng Amphur / Khet Province Postal Code or

(2) ชื่อ **นางนันทิยา มนต์วิวัฒน์**..... อายุ 66..... ปี อยู่บ้านเลขที่ 161.....

Mr./Mrs./Miss age years, reside at
 เพชรเกษม ตำบล/แขวง บางหว้า..... อำเภอ/เขต ภาณุเจริญ จังหวัด กทม. รหัสไปรษณีย์ 10160 หรือ
 Road Tambol / Khwaeng Amphur / Khet Province Postal Code or

(3) ชื่อ **นางสไบทิพย์ สุบทรส**..... อายุ 66..... ปี อยู่บ้านเลขที่ 2234/1.....

Mr./Mrs./Miss age years, reside at
 ถนนเทพ-นนทบุรี ตำบล/แขวง บางซื่อ..... อำเภอ/เขต บางซื่อ..... จังหวัด กทม. รหัสไปรษณีย์ 10800.....
 Road Tambol / Khwaeng Amphur / Khet Province Postal Code

(4) ชื่อ **นายเดช บุลสุข**..... อายุ 64..... ปี อยู่บ้านเลขที่ 46.....

Mr./Mrs./Miss age years, reside at
 สุขุมวิท 85 ตำบล/แขวง บางจาก..... อำเภอ/เขต พระโขนง..... จังหวัด กทม. รหัสไปรษณีย์ 10250.....
 Soi Tambol / Khwaeng Amphur / Khet Province Postal Code

(5) ชื่อ **นายชัย จรุงธนาภิบาล**..... อายุ 60..... ปี อยู่บ้านเลขที่ 117.....

Mr./Mrs./Miss age years, reside at
 รามคำแหง 26/1 ตำบล/แขวง หัวหมาก..... อำเภอ/เขต บางกะปิ..... จังหวัด กทม. รหัสไปรษณีย์ 10420.....
 Soi Tambol / Khwaeng Amphur / Khet Province Postal Code

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้นประจำปี 2557
 ในวันอังคารที่ 25 มีนาคม 2557 เวลา 15:00น. ณ โรงภาพยนตร์ เอสพลานาด ซีเนเพล็กซ์ 4 ชั้น 3 ศูนย์การค้าเอสพลานาด 99 ถนนรัชดาภิเษก กทม.
 หรือจะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Anyone above as my / our proxy to attend and vote on my / our behalf at the Annual General Meeting of Shareholders 2014 On Tuesday, March 25,
 2014, at 3:00 pm. at Esplanade Cineplex 4, 3rd floor, Esplanade, Ratchadapisek Road, Bangkok, Thailand. or such other date, time and place as the
 meeting may be adjourned.

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

In this Meeting, I / We grant my / our proxy to vote on my / our behalf as follows:

วาระที่ 1 เรื่อง **พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้นประจำปี 2557**..... 6

Agenda No. 1 Re: To adopt the minutes of Annual General Meeting of Shareholders Year 2013

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(A) To grant my / our proxy to consider and vote on my / our behalf, as appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(B) To grant my / our proxy to vote as per my / our intention as follows:

เห็นด้วย ไม่เห็นด้วย งดออกเสียง

Approve Disapprove Abstain

วาระที่ 2 เรื่อง พิจารณารายงานประจำปี 2556 และอนุมัติงบการเงิน สิ้นสุดวันที่ 31 ธันวาคม 2556
Agenda No. 2 Re: To consider the year 2013 annual report and approving the financial statements for the year ended December 31st 2013

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(A) To grant my / our proxy to consider and vote on my / our behalf, as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(B) To grant my / our proxy to vote as per my / our intention as follows:
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 3 เรื่อง พิจารณาอนุมัติการตั้งสำรองตามกฎหมายสำหรับผลการดำเนินงานและการจ่ายเงินปันผลประจำปี 2556

Agenda No. 3 Re: To consider approving the dividend payment and set the legal reserve for the operating results of the year 2013

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(A) To grant my / our proxy to consider and vote on my / our behalf, as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(B) To grant my / our proxy to vote as per my / our intention as follows:
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 4 เรื่อง พิจารณาอนุมัติลดทุนจดทะเบียน

Agenda No. 4 Re: To approve the Capital Decrease by eliminating the registered ordinary shares

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(A) To grant my / our proxy to consider and vote on my / our behalf, as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(B) To grant my / our proxy to vote as per my / our intention as follows:
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 5 เรื่อง พิจารณาอนุมัติเพิ่มทุนจดทะเบียนและจัดสรรเพื่อรองรับการจ่ายปันผล

Agenda No. 5 Re: To consider approving the increase of a registered capital of the Company and allotment of the new shares.

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(A) To grant my / our proxy to consider and vote on my / our behalf, as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(B) To grant my / our proxy to vote as per my / our intention as follows:
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 6 เรื่อง พิจารณาอนุมัติการแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิให้สอดคล้องกับการลดทุน/เพิ่มทุน

Agenda No. 6 Re: To approve the amendment of the Memorandum of Association to correspond with the registered capital decrease/increase

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(A) To grant my / our proxy to consider and vote on my / our behalf, as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(B) To grant my / our proxy to vote as per my / our intention as follows:
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 7 เรื่อง พิจารณาเลือกตั้งกรรมการที่ออกตามวาระ

Agenda No. 7 Re: To consider appointing succeeding director to replace the director resigned upon the expiration of his/her tenure

(ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(A) To grant my / our proxy to consider and vote on my / our behalf, as appropriate in all respects.

(ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(B) To grant my / our proxy to vote as per my / our intention as follows:

(1) เลือกตั้งกรรมการทั้งหมด

Vote for all the nominated candidates

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

เลือกตั้งกรรมการเป็นรายบุคคล

Vote for an individual nominated candidates

1. บุคคลที่ได้รับการเสนอชื่อ

Name of the nominated candidate

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

นายอรณพ จันทระประภา

Mr. Oranop Jantaraprapa

2. บุคคลที่ได้รับการเสนอชื่อ

Name of the nominated candidate

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

นายพงศ์กิจ สุธอพงศ์

Mr. Pongkit Suttapong

3. บุคคลที่ได้รับการเสนอชื่อ

Name of the nominated candidate

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

นายนพพร วิฑูรชาติ

Mr. Nopporn Witoonchart

4. บุคคลที่ได้รับการเสนอชื่อ

Name of the nominated candidate

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

นายเดช บูลสุข

Mr. Dej Bulsuk

วาระที่ 8 เรื่อง พิจารณาอนุมัติกำหนดค่าตอบแทนกรรมการ

Agenda No. 8 Re: To consider to approve determine remuneration of the director

(ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(A) To grant my / our proxy to consider and vote on my / our behalf, as appropriate in all respects.

(ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(B) To grant my / our proxy to vote as per my / our intention as follows:

กำหนดค่าตอบแทนกรรมการ

Determine remuneration of the director

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ 9 เรื่อง พิจารณาแต่งตั้งผู้สอบบัญชีประจำปี 2557 และกำหนดค่าสอบบัญชี

Agenda No. 9 Re: To consider appointing the auditor for the year 2014 and to determine the auditor fee

(ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(A) To grant my / our proxy to consider and vote on my / our behalf, as appropriate in all respects.

(ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(B) To grant my / our proxy to vote as per my / our intention as follows:

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ 10 เรื่อง พิจารณาอนุมัติการออกและเสนอขายหุ้นกู้ใหม่และยกเลิกวงเงินหุ้นกู้เดิมที่เหลือ

Agenda No. 10 Re: To consider approving an issuance and offering of the debentures and a repeal of the remaining debentures.

(ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(A) To grant my / our proxy to consider and vote on my / our behalf, as appropriate in all respects.

(ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(B) To grant my / our proxy to vote as per my / our intention as follows:

พิจารณาอนุมัติการออกและเสนอขายหุ้นกู้ใหม่และยกเลิกวงเงินหุ้นกู้เดิมที่เหลือ

To consider to approve an issuance and offering of the debentures and a repeal of the remaining debentures.

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ 11 เรื่อง พิจารณาเรื่องอื่นๆ (ถ้ามี)

Agenda No. 11 Re: Other matters (if any)

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(A) To grant my / our proxy to consider and vote on my / our behalf, as appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(B) To grant my / our proxy to vote as per my / our intention as follows:

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช้เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

Voting of proxy in any addenda that is not as specified in this proxy shall be considered as invalid and not signify my voting as a shareholder.

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In case, I/We have not specified my/our voting intention in any agenda or not clearly specified or in case the meeting considers or passes any resolutions other than those specified above, including the case of any amendment or addition of any fact, the proxy shall have the rights to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุมนี้ ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any business carried out by the proxy in this meeting shall be deemed as having been carried out by myself / ourselves.

ลงชื่อ/Signed ผู้มอบฉันทะ/Grantor
(.....)

ลงชื่อ/Signed ผู้รับมอบฉันทะ/Proxy
(.....)

ลงชื่อ/Signed ผู้รับมอบฉันทะ/Proxy
(.....)

ลงชื่อ/Signed ผู้รับมอบฉันทะ/Proxy
(.....)

หมายเหตุ

- ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าร่วมประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
A shareholder shall appoint only one proxy to attend and vote at the Meeting. A shareholder shall not appoint more than one proxy each with the voting rights in respect of a certain portion of shares.
- วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล
Regarding the election of directors, the proxy can either elect the whole set of the nominated directors or by individual.
- ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ใบไปประจำต่อแบบหนังสือมอบฉันทะตามแบบ
In case there are additional agenda, the proxy can state other agenda by using the Allonge of Proxy.

โปรดติดอากรแสตมป์

20 บาท / Please affix Baht 20 Duty Stamp

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข.

Allonge of Proxy

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของ บริษัท สยามฟิวเจอร์ดีเวลอปเม้นท์ จำกัด (มหาชน)

The appointment of proxy by the shareholder of Siam Future Development Public Company Limited

ในการประชุมสามัญผู้ถือหุ้นประจำปี 2557 ในวันอังคารที่ 25 มีนาคม 2557 เวลา 15:00 น. ณ โรงภาพยนตร์ เอสพลานาด ซีเนเพล็กซ์ 4 ชั้น 3

In the annual general meeting of shareholders 2014 on Tuesday, March 25, 2014, at 3:00 pm. at Esplanade Cineplex 4, 3rd floor,

ศูนย์การค้าเอสพลานาด 99 ถนนรัชดาภิเษก กทม. หรือจะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Esplanade, Ratchadapisek Road, Bangkok. Thailand. Or at any adjournment there of.

วาระที่ _____ เรื่อง _____

Agenda No.

Re:

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ _____ เรื่อง _____

Agenda No.

Re:

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ _____ เรื่อง _____

Agenda No.

Re:

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ _____ เรื่อง _____

Agenda No.

Re:

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ _____ เรื่อง _____

Agenda No.

Re:

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ _____ เรื่อง _____

Agenda No.

Re:

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

ข้าพเจ้าขอรับรองว่า รายการในใบประจำต่อแบบหนังสือมอบฉันทะ ถูกต้องบริบูรณ์และเป็นความจริงทุกประการ

I/We hereby certify that the content contained in the allonge of proxy form is completely correct and true in all respects.

ลงลายมือชื่อ/Signed.....ผู้มอบฉันทะ/Grantor

(.....)

วันที่ _____ / _____ / _____

Date

ลงลายมือชื่อ/Signed.....ผู้รับมอบฉันทะ/Proxy

(.....)

วันที่ _____ / _____ / _____

Date

แบบหนังสือมอบฉันทะ แบบ ค. (แบบที่ใช้เฉพาะกรณีผู้ถือหุ้นเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้น) ทำयประกาศกรมพัฒนาธุรกิจการค้า เรื่อง กำหนดแบบหนังสือมอบฉันทะ (ฉบับที่ 5) พ.ศ.2550

Proxy Form C

เขียนที่ _____
Written at

วันที่ _____ เดือน _____ พ.ศ. _____
Date Month Year

(1) ข้าพเจ้า _____

I / We

สำนักงานตั้งอยู่เลขที่ _____ ถนน _____ ตำบล/แขวง _____
reside at Road Tambol / Khwaeng

อำเภอ/เขต _____ จังหวัด _____ รหัสไปรษณีย์ _____
Amphur / Khet Province Postal Code

ในฐานะผู้ประกอบธุรกิจเป็นผู้รับฝากและดูแลหุ้น (Custodian) ให้กับ _____

As Custodian for _____

ซึ่งเป็นผู้ถือหุ้นของบริษัท _____ จำกัด (มหาชน)

am / are a shareholder of _____ Public Company Limited

โดยถือหุ้นจำนวนทั้งสิ้นรวม _____ หุ้น และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง ดังนี้

holding altogether _____ shares with the right to vote for _____ votes as follow:

หุ้นสามัญ _____ หุ้น ออกเสียงลงคะแนนได้เท่ากับ _____ เสียง

Common Stock _____ shares with the right to vote for _____ votes

(2) ขอมอบฉันทะให้

Hereby appoint

(1) _____ อายุ _____ ปี อยู่บ้านเลขที่ _____

ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____ จังหวัด _____ รหัสไปรษณีย์ _____ หรือ

Road Tambol / Khwaeng Amphur / Khet Province Postal Code or

(2) นางนันทิยา มนต์วิวัฒน์ อายุ 66 ปี อยู่บ้านเลขที่ 161

ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____ จังหวัด _____ รหัสไปรษณีย์ _____ หรือ

Road Tambol / Khwaeng Amphur / Khet Province Postal Code or

(3) นางสาวไพบิพย์ สุนทรส อายุ 66 ปี อยู่บ้านเลขที่ 2234/1

ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____ จังหวัด _____ รหัสไปรษณีย์ _____ หรือ

Road Tambol / Khwaeng Amphur / Khet Province Postal Code or

(4) ชื่อ นายเดช บุณสุข อายุ 64 ปี อยู่บ้านเลขที่ 46

ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____ จังหวัด _____ รหัสไปรษณีย์ _____ หรือ

Road Tambol / Khwaeng Amphur / Khet Province Postal Code or

(5) ชื่อ นายชัย จรุงธนาภิบาล อายุ 60 ปี อยู่บ้านเลขที่ 117

ซอย _____ ตำบล/แขวง _____ อำเภอ/เขต _____ จังหวัด _____ รหัสไปรษณีย์ _____ หรือ

Soi Tambol / Khwaeng Amphur / Khet Province Postal Code or

ชื่อ _____ อายุ _____ ปี อยู่บ้านเลขที่ _____

ซอย _____ ตำบล/แขวง _____ อำเภอ/เขต _____ จังหวัด _____ รหัสไปรษณีย์ _____ หรือ

Soi Tambol / Khwaeng Amphur / Khet Province Postal Code or

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้นประจำปี 2557 ในวันอังคารที่ 25 มีนาคม 2557 เวลา 15:00 น. ณ โรงภาพยนตร์ เอสพลานาด ซีนีเพล็กซ์ 4 ชั้น 3 ศูนย์การค้าเอสพลานาด 99 ถนนรัชดาภิเษก กทม. หรือจะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

One of them represents as my / our proxy to attend and vote on my / our behalf at the Annual General Meeting of Shareholders 2014, On Tuesday, March 25, 2014, at 3:00 pm. at Esplanade Cineplex 4, 3rd floor, Esplanade, Ratchadapisek Road, Bangkok, Thailand. Or at any adjournment there of.

(3) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

I / We hereby authorize the proxy to vote on my / our behalf at this meeting as follows:

มอบฉันทะตามจำนวนหุ้นทั้งหมดที่ถือและมีสิทธิออกเสียงลงคะแนนได้

To grant equally all of the number of shares held by me/us and have the rights to vote.

มอบฉันทะบางส่วน คือ

To grant a part of:

หุ้นสามัญ _____ หุ้น และมีสิทธิออกเสียงลงคะแนนได้ _____ เสียง

Common stock Shares with the right to vote for votes

รวมสิทธิออกเสียงลงคะแนนได้ทั้งหมด _____ เสียง

Total right to vote equal to _____ votes

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

I / We hereby authorize the proxy to vote on my / our behalf at this meeting as follows:

วาระที่ 1 เรื่อง พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้นประจำปี 2556

Agenda No. 1 Re: To adopt the minutes of Annual General Meeting of Shareholders Year 2013

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(A) The proxy shall have the right to consider and vote on my / our behalf, as he / she may deem appropriate

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(B) The proxy shall vote as per my / our intention as follows:

เห็นด้วย เสียง ไม่เห็นด้วย เสียง งดออกเสียง เสียง
Approve votes Disapprove votes Abstain votes

วาระที่ 2 เรื่อง พิจารณารายงานประจำปี 2556 และอนุมัติงบการเงิน สิ้นสุดวันที่ 31 ธันวาคม 2556

Agenda No. 2 Re: To consider the year 2013 annual report and approving the financial statements for the year ended December 31st 2013

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(A) The proxy shall have the right to consider and vote on my / our behalf, as he / she may deem appropriate

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(B) The proxy shall vote as per my / our intention as follows:

เห็นด้วย เสียง ไม่เห็นด้วย เสียง งดออกเสียง เสียง
Approve votes Disapprove votes Abstain votes

วาระที่ 3 เรื่อง พิจารณาอนุมัติการตั้งสำรองตามกฎหมายสำหรับผลการดำเนินงานและการจ่ายเงินปันผล ประจำปี 2556

Agenda No. 3 Re: To consider approving the dividend payment and set the legal reserve for the operating results of the year 2013

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(A) The proxy shall have the right to consider and vote on my / our behalf, as he / she may deem appropriate

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(B) The proxy shall vote as per my / our intention as follows:

เห็นด้วย เสียง ไม่เห็นด้วย เสียง งดออกเสียง เสียง
Approve votes Disapprove votes Abstain votes

วาระที่ 4 เรื่อง พิจารณาอนุมัติลดทุนจดทะเบียน

Agenda No. 4 Re: To approve the Capital Decrease by eliminating the registered ordinary shares

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(A) To grant my / our proxy to consider and vote on my / our behalf, as appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(B) To grant my / our proxy to vote as per my / our intention as follows:

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 5 เรื่อง พิจารณาอนุมัติเพิ่มทุนจดทะเบียนและจัดสรรเพื่อรองรับการจ่ายปันผล

Agenda No. 5 Re: To consider approving the increase of a registered capital of the Company and allotment of the new shares

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(A) To grant my / our proxy to consider and vote on my / our behalf, as appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(B) To grant my / our proxy to vote as per my / our intention as follows:

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 6 เรื่อง พิจารณาอนุมัติการแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิให้สอดคล้องกับการลดทุน/เพิ่มทุน

Agenda No. 6 Re: To approve the amendment of the Memorandum of Association to correspond with the registered capital decrease/increase

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(A) To grant my / our proxy to consider and vote on my / our behalf, as appropriate in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(B) To grant my / our proxy to vote as per my / our intention as follows:

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 7 เรื่อง พิจารณาเลือกตั้งกรรมการที่ออกตามวาระ

Agenda No. 7. Re: To consider appointing succeeding director to replace the director resigned upon the expiration of his/her tenure

- (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(A) To grant my / our proxy to consider and vote on my / our behalf, as appropriate in all respects.
- (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(B) To grant my / our proxy to vote as per my / our intention as follows:

(1) เลือกตั้งกรรมการทั้งหมด

Vote for all the nominated candidates

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

เลือกตั้งกรรมการเป็นรายบุคคล

Vote for an individual nominated candidates

- บุคคลที่ได้รับการเสนอชื่อ นายอรณพ จันทระประภา
Name of the nominated candidate Mr.Oranop Jantaraprapa
 เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain
- บุคคลที่ได้รับการเสนอชื่อ นายพงศ์กิจ สุธอพงค์
Name of the nominated candidate Mr.Pongkit Suttapong
 เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain
- บุคคลที่ได้รับการเสนอชื่อ นายนพพร วิฑูรชาติ
Name of the nominated candidate Mr.Nopporn Witoonchart
 เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain
- บุคคลที่ได้รับการเสนอชื่อ นายเดช บูลสุข
Name of the nominated candidate Mr.Dej Bulsuk
 เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 8 เรื่อง พิจารณาอนุมัติกำหนดค่าตอบแทนกรรมการ

Agenda No. 8. Re: To consider to approve determine remuneration of the director

- (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(A) To grant my / our proxy to consider and vote on my / our behalf, as appropriate in all respects.
- (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(B) To grant my / our proxy to vote as per my / our intention as follows:

กำหนดค่าตอบแทนกรรมการ

Determine remuneration of the director

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 9 เรื่อง พิจารณาแต่งตั้งผู้สอบบัญชีประจำปี 2557 และกำหนดค่าสอบบัญชี

Agenda No. 9. Re: To consider appointing the auditor for the year 2014 and to determine the auditor fee

- (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(A) To grant my / our proxy to consider and vote on my / our behalf, as appropriate in all respects.
- (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(B) To grant my / our proxy to vote as per my / our intention as follows:

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 10 เรื่อง พิจารณาอนุมัติการออกและเสนอขายหุ้นกู้ใหม่และยกเลิกวงเงินหุ้นกู้เดิมที่เหลือ

Agenda No. 10. Re: To consider to approve an issuance and offering of the debentures and a repeal of the remaining debentures.

- (ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(A) To grant my / our proxy to consider and vote on my / our behalf, as appropriate in all respects.
- (ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(B) To grant my / our proxy to vote as per my / our intention as follows:

พิจารณาอนุมัติการออกและเสนอขายหุ้นกู้ใหม่และยกเลิกวงเงินหุ้นกู้เดิมที่เหลือ

To consider to approve an issuance and offering of the debentures

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 11 เรื่อง พิจารณาเรื่องอื่นๆ (ถ้ามี)

Agenda No. 11 Re: Other matters (if any)

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(A) To grant my / our proxy to consider and vote on my / our behalf, as appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(B) To grant my / our proxy to vote as per my / our intention as follows:
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

If voting in any agenda of my/our proxy has not follow this proxy, it shall be deemed such voting is incorrect and is not my/our voting.

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In case, I/We have not specified my/our voting intention in any agenda or not clearly specified or in case the meeting considers or passes resolutions in any matters other than those specified above, including in case there is any amendment or addition of any fact, the proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะ ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any business carried out by the proxy in the said meeting, except the proxy do not vote as my determination, shall be deemed as having been carried out by myself / ourselves.

ลงชื่อ/Signed ผู้มอบฉันทะ/Grantor
(.....)

ลงชื่อ/Signed ผู้รับมอบฉันทะ/Proxy
(.....)

ลงชื่อ/Signed ผู้รับมอบฉันทะ/Proxy
(.....)

ลงชื่อ/Signed ผู้รับมอบฉันทะ/Proxy
(.....)

หมายเหตุ

1. หนังสือมอบฉันทะแบบ ค. นี้ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้นให้เท่านั้น

This Proxy form is only used for the foreign shareholder who has appointed Thai Custodian to be his/her/its trustee.

2. หลักฐานที่ต้องแนบพร้อมกับหนังสือมอบฉันทะ คือ

Evidences showing with Proxy Form are

a. หนังสือมอบอำนาจจากผู้ถือหุ้นให้คัสโตเดียน (Custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบฉันทะแทน

Letter of Attorney from shareholder that empowered custodian to sign in Proxy Form.

b. หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทนได้รับ

Confirmation Letter that authorized person is granted to operate the custodian business.

3. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and may not split the number of shares to many proxies for splitting votes.

4. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล

The shareholder can vote the appointment of directors either all directors or individual director in such agenda.

5. ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในประจำต่อแบบหนังสือมอบฉันทะแบบ ค. ตามแนบ

The proxy may split the votes. In this regard, if the content is too long, it can be specified in the attached supplemental proxy form C.

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค.

Allonge of Proxy

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของ บริษัท สยามฟิวเจอร์ดีเวลอปเม้นท์ จำกัด (มหาชน)

The appointment of proxy by the shareholder of Siam Future Development Public Company Limited

ในการประชุมสามัญผู้ถือหุ้นประจำปี 2557 ในวันอังคารที่ 25 มีนาคม 2557 เวลา 15:00 น. ณ โรงภาพยนตร์ เอสพลานาด ซีนีเพล็กซ์ 4 ชั้น 3

In the annual general meeting of shareholders 2014 on Tuesday, March 25, 2013, at 3:00 pm. at Esplanade Cineplex 4, 3rd floor,

ศูนย์การค้าเอสพลานาด 99 ถนนรัชดาภิเษก กทม. หรือจะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย
Esplanade, Ratchadapisek Road, Bangkok. Thailand. Or at any adjournment there of.

วาระที่ _____ เรื่อง _____

Agenda No. Re:

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(A) The proxy shall have the right to consider and vote on my / our behalf, as he / she may deem appropriate

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(B) The proxy shall votes as per my / our intention as follows:

เห็นด้วย _____ เสียง ไม่เห็นด้วย _____ เสียง งดออกเสียง _____ เสียง
Approve votes Disapprove votes Abstain votes

วาระที่ _____ เรื่อง _____

Agenda No. Re:

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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Approve votes Disapprove votes Abstain votes

วาระที่ _____ เรื่อง _____

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(B) The proxy shall votes as per my / our intention as follows:

เห็นด้วย.....เสียง ไม่เห็นด้วย.....เสียง งดออกเสียง.....เสียง
Approve votes Disapprove votes Abstain votes

วาระที่.....เรื่อง.....

Agenda No. Re:

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เห็นด้วย.....เสียง ไม่เห็นด้วย.....เสียง งดออกเสียง.....เสียง
Approve votes Disapprove votes Abstain votes

วาระที่.....เรื่อง.....

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Approve votes Disapprove votes Abstain votes

วาระที่.....เรื่อง.....

Agenda No. Re:

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(A) The proxy shall have the right to consider and vote on my / our behalf, as he / she may deem appropriate

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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Approve votes Disapprove votes Abstain votes

วาระที่.....เรื่อง.....

Agenda No. Re:

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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เห็นด้วย.....เสียง ไม่เห็นด้วย.....เสียง งดออกเสียง.....เสียง
Approve votes Disapprove votes Abstain votes

วาระที่.....เรื่อง.....

Agenda No. Re:

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(B) The proxy shall votes as per my / our intention as follows:

เห็นด้วย.....เสียง ไม่เห็นด้วย.....เสียง งดออกเสียง.....เสียง
Approve votes Disapprove votes Abstain votes

ลงลายมือชื่อ/Signed.....ผู้มอบฉันทะ/Grantor
(.....)

วันที่...../...../.....

Date

ลงลายมือชื่อ/Signed.....ผู้รับมอบฉันทะ/Proxy
(.....)

วันที่...../...../.....

Date

เอกสารหรือหลักฐานแสดงความเป็นผู้ถือหุ้นหรือผู้แทนของผู้ถือหุ้นที่มีสิทธิเข้าร่วมประชุม
Documents and Evidences required to attend the Meeting

1. **บุคคลธรรมดา/Ordinary Person**
 - 1.1 **ผู้ถือหุ้นที่มีสัญชาติไทย/Thai nationality Shareholders**
 - (ก) บัตรประจำตัวของผู้ถือหุ้น (บัตรประจำตัวประชาชน หรือบัตรข้าราชการ หรือบัตรพนักงานรัฐวิสาหกิจ
 - (A) Identification Card of Shareholders (Identification card, Government Official card, or State Enterprise Employee card)
 - (ข) ในกรณีมอบอำนาจ บัตรประจำตัวของผู้มอบอำนาจ และบัตรประจำตัวหรือหนังสือเดินทาง (กรณีเป็นชาวต่างประเทศ) ของผู้รับมอบอำนาจ
 - (B) In case of granting proxy, Identification Card of grantor and Identification Card or Passport (for foreigner) of Proxy.
 - 1.2 **ผู้ถือหุ้นชาวต่างประเทศ/Foreigner Shareholders**
 - (ก) หนังสือเดินทางของผู้ถือหุ้น
 - (A) Passport
 - (ข) ในกรณีมอบอำนาจ หนังสือเดินทางของผู้มอบอำนาจ และบัตรประจำตัวหรือหนังสือเดินทาง (กรณีเป็นชาวต่างประเทศ) ของผู้รับมอบอำนาจ
 - (B) In case of granting proxy, Identification Card of grantor and Identification Card or Passport (for foreigner) of Proxy.
2. **นิติบุคคล/Juristic Person**
 - 2.1 **นิติบุคคลที่จดทะเบียนในประเทศไทย/Juristic Person registering in Thailand**
 - (ก) หนังสือรับรองนิติบุคคล ออกให้ไม่เกิน 30 วัน โดยกรมทะเบียนการค้า กระทรวงพาณิชย์
 - (A) Certificate of Juristic Person issued not less than 30 days by Department of Business Development, Ministry of Commerce
 - (ข) บัตรประจำตัวหรือหนังสือเดินทาง (กรณีเป็นชาวต่างประเทศ) ของกรรมการผู้มีอำนาจที่ได้ลงนามในหนังสือมอบอำนาจพร้อมบัตรประจำตัวหรือหนังสือเดินทาง (กรณีเป็นชาวต่างประเทศ) ของผู้รับมอบอำนาจ
 - (B) Identification Card or Passport (for foreigner) of authorized directors in proxy together with Identification or Passport (for foreigner) of Proxy
 - 2.2 **นิติบุคคลที่จดทะเบียนในต่างประเทศ/ Juristic Person registering in abroad**
 - (ก) หนังสือรับรองนิติบุคคล
 - (A) Certificate of Juristic Person
 - (ข) บัตรประจำตัวหรือหนังสือเดินทาง (กรณีเป็นชาวต่างประเทศ) ของกรรมการผู้มีอำนาจที่ได้ลงนามในหนังสือมอบอำนาจพร้อมบัตรประจำตัวหรือหนังสือเดินทาง (กรณีเป็นชาวต่างประเทศ) ของผู้รับมอบอำนาจ
 - (B) Identification Card or Passport (for foreigner) of authorized directors in proxy together with Identification or Passport (for foreigner) of Proxy

ในกรณีของสำเนาเอกสารจะต้องมีการรับรองสำเนาถูกต้องและหากเป็นเอกสารที่จัดทำขึ้นในต่างประเทศควรมีการรับรองลายมือชื่อโดย โนตารีพับลิก

Copy documents must have been certified and if documents are produced in abroad, it must have been certified by the signature of Notary Public.

ทั้งนี้ บริษัท ขอสงวนสิทธิ์ที่จะผ่อนผันการยื่นแสดงเอกสารหรือหลักฐานแสดงความเป็นผู้ถือหุ้น หรือ ผู้แทนของผู้ถือหุ้นที่มีสิทธิเข้าร่วมประชุมแต่ละรายตามที่บริษัท จะพิจารณาเห็นเหมาะสม

Accordingly, the Company has the right to give grace of submitting the documents or evidences of certain shareholder or proxy who has the right to attend the meeting as the Company deems appropriate.

ผู้ถือหุ้นหรือผู้รับมอบอำนาจสามารถลงทะเบียนและยื่นเอกสารหรือหลักฐานเพื่อการตรวจสอบ ณ สถานที่ประชุมได้ตั้งแต่วันที่ 12.30 น. ของวันอังคารที่ 25 มีนาคม 2557 เป็นต้นไป

The Shareholder or Proxy can register and submit the documents or evidences at the meeting place on Tuesday, March 25, 2014, from 12:30 pm., onwards.

Company's Articles of Association concerning the Shareholders Meeting

Chapter5. General Meeting of Shareholders

Article35. The Board of Director shall arrange for an annual ordinary meeting of Shareholders within four (4) months from the last day of the fiscal year of the Company.

Meetings other than that mentioned above shall be called extraordinary meetings. The Board of Directors may call an extraordinary meeting of Shareholders whenever the Board deems appropriate or the Shareholders holding not less than one-fifth of the total number of shared sold, or Shareholders of not less than twenty-five (25) in number whose shares are in total not less than one-tenth of the total number of shares sold, may submit a written request signed by them to ask the Board of Directors to call an extraordinary meeting of Shareholders at any time, provided that they shall clearly state their reasons in such written request. In such case, the Board of Directors shall arrange for the meeting of Shareholders to be held within one month from the date of receipt of such request from the Shareholders.

Article36. The General Meeting of Shareholders shall be arranged at the Headquarter of the Company or Neighboring provinces or wherever the Board deems appropriate.

Article37. In calling a general meeting of Shareholders, the Board of Directors shall send notices of the meeting specifying the place, date, time, and agenda of the meeting, as well as the subject matters to be submitted to the meeting with reasonable details, and clearly stating which one will be for information, for approval or for consideration, as the case may be, together with the opinions of the Board of Directors in such matters, and shall sent notices to the Shareholders and the Registrar for their information not less than seven days prior to the meeting date. Furthermore, publication of notices calling a meeting shall also be made in a newspaper for a period of three consecutive days, which shall end not less than three days prior to the meeting date.

Article38. At a general meeting of Shareholders, there shall be Shareholders and proxies (if any) present at the meeting in a number of not less than twenty-five (25) persons or not less than a half of the total number of Shareholders, and in either case such Shareholders shall hold shares totaling not less than one-third of the total number of shares sold, in order to constitute a quorum.

Article39. The resolution of the meeting shall require:

- (1) Shareholders are entitled to voting rights according to the number of shares they have, one share per one vote
- (2) In an ordinary event, shall count the majority vote if the Shareholders or proxies (if any) who attend the meeting and have the rights to vote. In case of a tied vote, the Chairman of the meeting shall have a casting vote.

- (3) In the following events, shall count a vote not less than three-fourths of Shareholders and proxies (if any) present at the meeting and entitled to vote;
- (a) sale or transfer of the whole or certain substantial parts of the Company's business to other persons;
 - (b) purchase or acceptance of a transfer of business of other companies or private companies to the Company's own;
 - (c) entering into, amending, terminating the contract relating to the leasing out of the Company's business in whole or in essential parts; the authorization of other person to manage the Company's business or the amalgamation of the business with other persons for sharing profit and loss;
 - (d) any other business.

Article40. The annual ordinary general meetings of Shareholders shall consider the following matters:

- (1) Acknowledgement of the report of the Board of Directors concerning the Company's operating performance during the preceding year, together with opinions on the future business operation,
- (2) Consideration and approval of the balance sheet, and the profit and loss statement during the preceding year,
- (3) Consideration and approval of the dividend payment and the profit allocation,
- (4) Election of directors in place of those directors retiring by rotation,
- (5) Appointment of an auditors and fixing of his remuneration,
- (6) Other matters.

Map of The Annual General Meeting, Esplanade Cineplex 4
Siam future Development PLC.

3rd Floor, Esplanade, Ratchadapisek Road, Bangkok

On Tuesday, March 25, 2014, at 3:00 pm.

Reached by M.R.T. (subway) on Thailand Cultural Center Station Exit no. 3

Registration since 12.30 pm., at 3 Floors (Runway to Cineplex)

