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SIAM FUTURE DEVELOPMENT PUBLIC CO., LTD.

Invitation to the Annual General Meeting of Shareholders 2015

Wednesday 22nd April 2015, 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 สยามฟิวเจอร์ดีเวลอปเม้นท์ จำกัด (มหาชน)
SIAM FUTURE DEVELOPMENT PUBLIC CO., LTD.

30 March 2015

Subject: Invitation to the Annual General Meeting of Shareholders 2015

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 2015 will be held on Wednesday 22nd April 2015 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 2014

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 2014 annual report and approving the financial statements for the year ended December, 31st 2014

Abstract: The Shareholder's should acknowledge the 2014 performance statements and approve the financial statement for the year ended December, 31st 2014 which has been audited by the auditor.

(Unit:Million Bath)

Operating results	2014
Total Revenues	1,868.59
Net Profit attributable to Owners of the parent	700.23
Net Profit attributable to Non-controlling interests	32.03
Net Profit	732.26

Financial Status	2014
Total Assets	12,460.15
Total Liabilities	5,313.76
Shareholders' Equity	7,146.39

Opinion of the Board of Directors: Agreed to approve such annual report and financial statements for the Year 2014, 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 2014 Annual Report and 2014 Financial Statement CD.)

Agenda No.3 To consider approving the dividend payment and set the legal reserve for the operating results of the year 2014

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 2014 which the Company had the appropriation of profit as legal reserve of Bath 16,430,000, equivalent to 10 percent of the registered capital. At the present, the Company has the remaining legal reserve at the amount of Baht 131,630,000. Consequently, the totaling amount of legal reserve is Bath 148,060,000.

And agreed to approve the payment for dividend for the Year 2014 at a rate of 5 existing shares to 1 dividend shares or equal to a dividend of Baht 0.22222 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	2014
Net Profit	(Million Bath)	255.70
Net Profit Share	(Bath)	0.17
Dividend per Share		0.22222 (stock dividend 5:1)
Percentage of Dividend to net profit		129%
Dividend payment amount	(Million Bath)	329

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 2014 in which the meeting approved the dividend payment in the form of the stock dividend payment not exceeding 164,502,515 ordinary shares, from the actual distribution of stock dividend, there were shareholders receiving shares in total of 164,494,904 ordinary shares. Therefore, there are remaining ordinary shares to support the dividend payment totaling of 7,611 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 Y2014 AGM in totaling of 7,611 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 296,103,066 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 and To consider and approve the appointment of the new directors

Agenda No.7.1 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 follows:

- | | |
|-------------------|------------------|
| 1. Mr. Vicha | Poolvaraluck |
| 2. Mr. Verawat | Ongvasith |
| 3. Mr. Chai | Jroongtanapibarn |
| 4. Mr. Kittinanth | Sumruatruamphol |

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

Agenda No.7.2 To consider and approve the appointment of the new directors

Abstract: In order to manage the company more efficiently. The Board has considered to appoint the new directors to be the board of directors

Opinion of the Board of Directors: Agreed to propose to the shareholders' meeting to appoint the new directors are as follows:

1. Ms. Pornnipa Rujipairoj
2. Mrs. Jitthada Paoin
3. Mrs. Panravee Pongpan

Therefore, the board of directors of the Company comprises of 15 directors as follows:

1. Mr. Oranop Jantaraprapa Chairman
2. Mr. Pongkit Suttapong Vice Chairman
3. Mr. Nopporn Witoonchart Director, Chairman of Executive Committee
4. Mr. Somnuk Pojkasemsin Director and President
5. Mr. Kittinanth Sumruatruamphol Director and Chief Financial Officer
6. Mr. Vicha Poolvaraluck Director
7. Mr. Verawat Ongvasith Director
8. Ms. Thitapat Issarapornpat Director
9. Ms. Pornnipa Rujipairoj Director and Company Secretary
10. Ms. Jitthada Paoin Director
11. Mrs. Panravee Pongpan Director
12. Mr. Chai Jroongtanapibarn Independent Director
13. Ms. Nantiya Montriwat Independent Director and Chairman of the Audit Committee
14. Mr. Dej Bulsuk Independent Director and Member of the Audit Committee
15. Ms. Sabaihip Suntaros Independent Director and Member of the Audit Committee

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 2015

Opinion of the Board of Directors: Agreed to determine remuneration of the director which not more than 7.5 Million Baht per year.

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 2015 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 2015 with the amount Baht 763,000 as auditor's fee same as Year 2014.

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

Agenda No.10 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.Pornnipa Rujipairoj)

Company Secretary

Agenda Supporting Documents

Agenda No.1 To adopt the minutes of Annual General Meeting of Shareholders Year 2014

Date, Time and Venue

The meeting was held on Tuesday 25th March 2014, at 3.00 p.m. at Esplanade Cineplex 4, 3rd Floor Esplanade Ratchadapisek, Ratchadapisek Road, Dindaeng, Bangkok.

MC introduced the directors who participated in the 2014 Annual General Meeting of the Shareholders as follows:

1. Mr. Oranop Jantaraprapa	Chairman
2. Mr. Pongkit Suttapong	Vice Chairman
3. Mr. Nopporn Witoonchart	Director and Chairman of the Executive Committee
4. Mr. Somnuk Pojkasemsin	Director and President
5. Mr. Kittinanth Sumruatruamphol	Director and Chief Financial Officer (CFO)
6. Mr. Verawat Ongvasith	Director
7. Miss Thitapat Issarapornpat	Director
8. Mr. Chai Jroongtanapibarn	Independent Director
9. Mrs. Nantiya Montriwat	Chairman of the Audit Committee and Independent Director
10. Mrs. Sabaithip Soontaros	Audit Committee and Independent Director

MC informed the meeting of method of casting the votes. To reinforce good corporate governance and for efficiency, the Company explained the procedures of vote casting and counting as follows:

- 1) In casting the vote in the meeting, one share equals one vote.
- 2) Ballot with more than one mark, ballot with conflicting votes, ballot with deleting mark without endorsement, or ballot with marks more than entitled votes shall be considered voided ballot. The shareholders would like to change their votes shall cross out the existing mark and affix their signatures. Votes which differ from the aforementioned shall be considered invalid.
- 3) In case of foreign shareholders who appoint domestic custodians to be sharedepository and custodians, their votes would be separated whether in approval, disapproval or abstention on each agenda item, with the number of votes to be separated equivalent to the number of shares they hold.
- 4) To ensure efficiency and promptness of each agenda, in casting the vote on the agenda under consideration, the Company will ask if there are any shareholders who disapprove or abstain from voting.
 - 4.1) Any agenda without shareholders who disapprove or abstain from voting will be considered unanimously approved by the meeting.
 - 4.2) Should there be any shareholders who disapprove or abstain from voting, the Company will first collect only disapproving or abstaining ballots, and deduct the number of disapproving and abstaining votes from the total number of votes. The remaining votes shall be considered as votes of approval. Shareholders who have voted to approve each agenda item shall keep their ballots and return them to the Company's staff after the meeting has been adjourned to be used as evidence of the meeting.
 - 4.3) For Agenda Item 7 to appoint the directors to replace the directors who will retire by rotation, to comply with the Annual General Shareholders Meeting Assessment Approach, the Company will ask the shareholders to cast their votes for each director individually.

- 5) Prior to the vote casting on each agenda item, the attendees would have an opportunity, as it may be deemed appropriate, to raise questions in relation to such agenda item. The shareholders or proxies who wish to raise questions are requested to state their first and last names to the Meeting prior to raising questions or making comments. The shareholders are requested to make their comments or questions concise, and refrain from asking repeated questions, so that other shareholders may exercise their rights to raise question or comments and the Meeting time can be managed within the schedule.
- 6) In the case of any questions other than those related to the agenda item under consideration, the shareholders are requested to raise such question or comment in the agenda item "Other Business", prior to the adjournment of the Meeting in order that the Meeting can be conducted according to the order of agenda items.

Mr. Oranop Jantaraprapa, Chairman of the Board of Director, presided as a Chairman of the Meeting. The Chairman informed the Meeting that there were 608 shareholders present in person and by proxy, holding a total of 734,071,852 shares, representing 56 percent of the total issued shares of 1,316,020,126 shares, which is greater than one-third of the total number of shares. It thus formed a quorum pursuant to the Company's Articles of Association. The Chairman then declared the Meeting open.

Agenda Item 1: To consider the certification of the minutes of the 2013 Annual General Meeting of the Shareholders

The Chairman proposed that the Meeting consider the certification of the minutes of the 2013 Annual General Meeting of the Shareholders convened on Wednesday 27 March 2013, details of which as distributed for shareholders' consideration along with the meeting invitation letter.

The Chairman gave the shareholders the opportunity to raise questions and give comments. As there was no shareholder raising questions or giving comments, the Chairman asked if there are any shareholders disapproving or abstaining from the vote. The resolution of the Meeting was summarized as follows:

Resolution: Majority votes to certify the minutes of the 2013 Annual General Meeting of the Shareholders

Approved	734,576,938 votes, representing	99.9999%
Disapproved	0 votes, representing	0%
Abstained	126 votes, representing	0%
Total votes in this agenda item	734,577,064 votes, representing	100.0000%

Agenda Item 2: To consider and approve 2013 annual report, the statement of financial position and the statement of comprehensive income for the year ended 31 December 2013

The Chairman proposed that the Meeting consider and approve the 2013 annual report, the statement of financial position and the statement of comprehensive income for the year ended 31 December 2013, audited by the Company's auditor, details of which as distributed for shareholders' consideration along with the meeting invitation letter. The Chairman then assigned the President to report the annual operating results and financial status of the Company to the Meeting.

Profit & loss statement

Total 2013 revenues declined from those in 2012 to THB 1,658 million, as 2012 was the first year Mega Bangna project commenced the operation. As such, appraisal was made to evaluate the fair value of assets. The fair value exceeded the book value by THB 2,000 million. Therefore, Mega Bangna project recognized such THB 2,000 million as a gain. As the

Company held 49% shares in Mega Bangna project, it then shared profit from the joint venture totaling THB 996 million, resulting in an increase in total revenues.

Total 2013 net profit declined by THB 889 million from that in 2012 to THB 512 million, due to the recognition of fair value in 2012 as aforementioned.

Financial status and operating results

Total assets increased by THB 573 million from 2012 to THB 12,003 million in 2013. Total liabilities increased by THB 45 million from 2012 to THB 5,572 million in 2013. Shareholders' equity increased by THB 527 million from last year to THB 6,430 million in 2013. The increase in assets and shareholders' equity resulted from the Company's profit in 2013.

Rental area

The Company's total rental area in 2013 stood at 409,600 sq.m. equal to that in 2012.

The Chairman then gave the shareholders the opportunity to raise questions or give comments related to the agenda item. The shareholders' questions and comments can be summarized as follows:

Mr. Sakchai Sakulrimontri, a shareholder, raised question as follows:

Please explain loss on fair value adjustment on investment property-net totaling THB 154 million.

Mr. Somnuk Pojkasemsin, President, gave the following explanation:

Fair value adjustment in the first 10 years would continually be profit. However, to make it more understandable for the shareholders when reading the financial statements, this year the auditor had disclosed one additional item in the notes to financial statements (notes to financial statements item 30). In recognizing adjustment of the fair value, depreciation will not be recognized. The Company will assess fair value as at the end of the year and compare it with that in the prior year to find the difference. In this case, the Company incurred loss from the adjustment of fair value. After deducting from depreciation of THB 380 million, the Company would earn profit of THB 225 million.

Mr. Sakchai Sakulrimontri, a shareholder, raised additional question as follows:

Could this profit be used for dividend payment?

Mr. Somnuk Pojkasemsin, President, gave the following explanation:

This profit was considered future profit. This year we paid dividend from normal profit which excluded gain from fair value adjustment.

Mr. Sakchai Sakulrimontri, a shareholder, raised additional question as follows:

How many years did future mean?

Mr. Somnuk Pojkasemsin, President, gave the following explanation:

In case we did not adopt fair value adjustment accounting policy, the Company's profit would gradually increase. However, the use of accounting standard no. 40 would average future profit into today's profit. Therefore, future profit would be greater than the gain from fair value adjustment, and that will be entitled for more dividend payment than normal accounting profit. Hypothetically, if the project life was approximately 30 years and the Company had only one project, normally it would take approximately 15 years.

Mr. Veerachai Chaimanowongs, a shareholder, raised question as follows:

The Company had cancelled the Extraordinary General Meeting of the Shareholders regarding capital increase in 2013. He would like to know if the Company still had this capital increase plan in mind.

Mr. Kittinanth Sumruatruamphol, CFO, gave the following explanation:

The Company still planned for capital increase in form of private placement. Previously the Company planned to increase capital by 10% of total shares at the price of approximately THB 8.50 per share. However, stock market at that time severely fluctuated. The Company, therefore, had consulted the financial advisor and mutually agreed that with such stock market situation while the Company still did not need funding at that time, the capital increase plan was postponed. Timing for capital increase would depend upon the then Company's projects and funding alternatives of the Company.

Mr. Veerachai Chaimanowongs, a shareholder, raised additional question as follows:

Would such capital increase be used in the Company's investment in Mega project in Rangsit?

Mr. Kittinanth Sumruatruamphol, CFO, gave the following explanation:

In 2013 the Company had signed joint venture agreement for projects in the western and Rangsit area. For project in the eastern area, last year the Company had collected land and was in a process of studying its infrastructure, demographic, access and design. It needed to discuss with Ikea first about when the 2nd project should commence. This would relate to the need of funding from 10% capital increase, which would be offered to those who could provide synergy and create value to the Company. There were several financing methods apart from private placement, e.g. issuance of dividend shares in the past two years allowed the Company to collect quite a substantial amount of cash. There were also dividend payments from Mega Bangna project while the Company was still capable of seeking financing from the financial institution easily, etc.

The Chairman gave the shareholders the opportunity to raise more questions or give comments. However, there were no additional questions or comments. The Chairman then proposed the shareholders cast their votes in the ballots to count the votes from the Meeting. The Chairman summarized resolution of the Meeting as follows:

Resolution: Majority votes to approve the 2013 annual report and the statement of financial position and the statement of comprehensive income for the year ended 31 December 2013

Approved	736,294,435 votes, representing	99.9999%
Disapproved	0 votes, representing	0%
Abstained	126 votes, representing	0%
Total votes in this agenda item	736,294,561 votes, representing	100.0000%

Agenda Item 3: To consider and approve the allocation of operating results as legal reserve and dividend payment for the year 2013

The Chairman assigned the President to propose the Meeting to consider the allocation of operating results as legal reserve and dividend payment for the year 2013 as follows:

As Mr. Kittinanth Sumruatruamphol, CFO, had initially informed the reason and requirement for funding, the Company therefore proposed to make dividend payment in form of ordinary shares. In 2013 the Company's net income stood at THB 512 million. Deducting gain from fair value adjustment of THB 339 million, remaining net profit available for dividend payment amounted to THB 173 million, or THB 0.13 per share. The Company then proposed to make ordinary share dividend payment to the shareholders at the ratio of **8 existing shares to 1 share dividend**, or dividend payment of THB 0.125 per share with cash dividend payment of THB 0.01389 per share as tax payment on behalf of the shareholders. Total share dividend amounted to 164.5 million shares and cash for tax payment of THB 18.3 million.

By law, when making dividend payment, the Company was required to provide legal reserve. It, therefore, proposed to provide additional legal reserve of THB 14.60 million to satisfy 10% requirement of registered capital, or THB 131.63 million.

The share register book would be closed to suspend share transfer for the right to receive dividend payment on 3 April 2014. The Stock Exchange of Thailand would post XD sign on 31 March 2014 and dividend payment would be made on 21 April 2014. Share dividend would be traded on the Stock Exchange of Thailand from 24 April 2014 onwards.

The Chairman subsequently gave the shareholders the opportunity to raise questions or give comments related to the agenda item. The shareholders' questions and comments can be summarized as follows:

Mr. Sakchai Sakulrimontri, a shareholder, raised question as follows:

How to derive at dividend payout ratio of 8:1?

Mr. Somnuk Pojkasemsin, President, gave the following explanation:

It was determined from profit available for dividend payment of THB 0.13 per share. Earnings per share in 2011 and 2012 also stood at THB 0.13 per share.

The Chairman gave the shareholders the opportunity to raise more questions or give comments. However, there were no additional questions or comments. The Chairman then proposed the shareholders cast their votes in the ballots to count the votes from the Meeting. The Chairman summarized resolution of the Meeting as follows:

Resolution: Majority votes to approve dividend payment and provision of legal reserve for the 2013 operating results as proposed

Approved	737,209,685 votes, representing	99.9999%
Disapproved	0 votes, representing	0%
Abstained	126 votes, representing	0%
Total votes in this agenda item	737,209,811 votes, representing	100.0000%

Agenda Item 4: To consider and approve registered capital reduction

The Chairman assigned the President to propose the Meeting to approve the reduction of registered capital from the existing THB 1,316,105,475 to THB 1,316,020,126 by reducing the remaining ordinary registered capital of 85,349 shares after capital increase for share dividend according to the resolution from the 2013 Annual General Meeting of the Shareholders at the par value of THB 1 per share.

Current registered capital	1,316,105,475
Total paid-up capital (as at January 2014)	<u>1,316,020,126</u>
Excess share capital	<u>85,349</u> shares

The Chairman subsequently gave the shareholders the opportunity to raise questions or give comments related to the agenda item. The shareholders' questions and comments can be summarized as follows:

A shareholder raised question as follows:

Is there any value on the capital reduction of 85,349 shares?

Mr. Somnuk Pojkasemsin, President, gave the following explanation:

The Company made share dividend payment in 2013, and 85,349 shares were the remaining shares left over from a division by 8 which the Company had made cash dividend payment instead. By law, if the Company would increase capital, the remaining shares had to be canceled first.

A shareholder raised question as follows:

What was the use of approximately THB 500 million saved from dividend payment?

The Chairman gave the following explanation:

The Company had made share dividend payment for the past 3 years. Cash saved from dividend payment was used for debt payment and business expansion as explained by Mr. Kittinanth in Agenda Item 2.

The Chairman gave the shareholders the opportunity to raise more questions or give comments. However, there were no additional questions or comments. The Chairman then proposed the shareholders cast their votes in the ballots to count the votes from the Meeting. The Chairman summarized resolution of the Meeting as follows:

Resolution: Majority votes of 99.9996% to approve registered capital reduction to THB 1,316,020,126 (one thousand three hundred and sixteen million twenty thousand one hundred and twenty-six Baht) through a cancellation of registered ordinary capital of 85,349 shares with a par value of THB 1 per share, which was greater than three-fourth of total votes of the shareholders attending the Meeting and having the rights to vote

Approved	740,360,209 votes, representing	99.9996%
Disapproved	0 votes, representing	0%
Abstained	2,826 votes, representing	0.0004%
Total votes in this agenda item	740,363,035 votes, representing	100.0000%

Agenda Item 5: To consider and approve the registered capital increase and the allocation for dividend payment in Agenda Item 3

The Chairman proposed the Meeting to consider the increase of registered capital to be allocated for share dividend payment, and assigned the President to explain details to the Meeting to consider the approval of the increase of the Company's registered capital for the allocation of share dividend payment, details of which as distributed for shareholders' consideration along with the meeting invitation letter. Ordinary shares of 164,502,515 shares (one hundred and sixty-four million five hundred and two thousand five hundred and fifteen shares) with a par value of THB 1 per share, totaling THB 164,502,515 (one hundred and sixty-four million five hundred and two thousand five hundred and fifteen Baht).

	Current registered capital	1,316,105,475	Baht
<u>Less</u>	Registered capital reduction (per Agenda Item 4)	(85,349)	Baht
	Remaining registered capital after reduction	1,316,020,126	Baht
<u>Plus</u>	Capital increase for share dividend (8 existing shares: 1 share dividend)	<u>164,502,515</u>	Baht
	The Company's registered capital after capital increase	<u>1,480,522,641</u>	Baht

The Chairman gave the shareholders the opportunity to raise more questions or give comments. However, there were no additional questions or comments. The Chairman then proposed the shareholders cast their votes in the ballots to count the votes from the Meeting. The Chairman summarized resolution of the Meeting as follows:

Resolution: Majority votes of 99.99% to approve registered capital increase to THB 1,480,522,641 (one thousand four hundred and eighty million five hundred and twenty-two thousand six hundred and forty-one Baht) to be allocated for share dividend payment with a par value of THB 1 per share, which was greater than three-fourth of total votes of the shareholders attending the Meeting and having the rights to vote

Approved	740,360,335 votes, representing	99.9996%
Disapproved	0 votes, representing	0%
Abstained	2,826 votes, representing	0.0004%
Total votes in this agenda item	740,363,161votes, representing	100.0000%

Agenda Item 6: To consider and approve an amendment of the memorandum of association to be consistent with the capital reduction and capital increase

The Chairman proposed the Meeting to consider and approve the amendment of the memorandum of association item 4 to be consistent with the capital reduction and capital increase. The memorandum of association was proposed to be amended to be consistent with the reduction of registered capital by cancelling the existing statements and replacing with new statement as follows:

“Item 4. Registered capital 1,316,020,126 Baht (one thousand three hundred and sixteen million twenty thousand one hundred and twenty-six Baht)

Divided into 1,316,020,126 shares(one thousand three hundred and sixteen million twenty thousand one hundred and twenty-six shares)

Par value of THB 1 (one Baht) per share

Divided into

Ordinary shares 1,316,020,126 shares (one thousand three hundred and sixteen million twenty thousand one hundred and twenty-six shares)

Preferred shares - share (-)”

and proposed to approve the amendment of the memorandum of association item 4 to be consistent with the increase of registered capital using the following new statement:

“Item4. Registered capital 1,480,522,641 Baht (one thousand four hundred and eighty million five hundred and twenty-two thousand six hundred and forty-one Baht)

Divided into 1,480,522,641 shares (one thousand four hundred and eighty million five hundred and twenty-two thousand six hundred and forty-one shares)

Par value of THB 1 (one Baht) per share

Divided into

Ordinary shares 1,480,522,641 shares (one thousand four hundred and eighty million five hundred and twenty-two thousand six hundred and forty-one shares)

Preferred shares - share (-)”

The Chairman gave the shareholders the opportunity to raise more questions or give comments. However, there were no additional questions or comments. The Chairman then proposed the shareholders cast their votes in the ballots to count the votes from the Meeting. The Chairman summarized resolution of the Meeting as follows:

Resolution: Majority votes of 99.9996% to approve the amendment of the memorandum of association to be consistent with the capital reduction/ increase, which was greater than three-fourth of total votes of the shareholders attending the Meeting and having the rights to vote

Approved	740,360,335 votes, representing	99.9996%
Disapproved	0 votes, representing	0%
Abstained	2,826 votes, representing	0.0004%
Total votes in this agenda item	740,363,161votes, representing	100.0000%

Agenda Item 7: To consider the election of the directors to replace the directors whose terms expired

The Chairman proposed the Meeting to consider and elect the directors to replace the directors whose terms expired. He assigned the President to notify the Meeting that there were four directors whose tenure had ended as follows:

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

The directors deemed it was appropriate to propose to re-appoint four directors, i.e. Mr. Oranop Jantaraprapa, Mr. Pongkit Suttapong, Mr. Nopporn Witoonchart and Mr. Dej Bulsukwhose office terms expired for another term of their directorships.

The Chairman asked if there are any shareholders objecting the proposed directors, or if there are any shareholders abstaining the votes. He also gave the shareholders the opportunity to raise more questions or give comments. However, there were no additional questions or comments. As there are no shareholders objecting or abstaining the votes, the Chairman then requested the ballots be collected and summarized the resolution of the Meeting as follows:

Resolution:

7.1	Majority votes to approve the re-appointment of Mr. Oranop Jantaraprapa as director		
	Approved	758,199,259 votes, representing	99.9341%
	Disapproved	497,276 votes, representing	0.0655%
	Abstained	2,826 votes, representing	0.0004%
	Total votes in this agenda item	758,699,361 votes, representing	100.0000%
7.2	Majority votes to approve the re-appointment of Mr. Pongkit Suttapong as director		
	Approved	758,639,709 votes, representing	99.9921%
	Disapproved	56,826 votes, representing	0.0075%
	Abstained	2,826 votes, representing	0.0004%
	Total votes in this agenda item	758,699,361 votes, representing	100.0000%

7.3	Majority votes to approve the re-appointment of Mr. Nopporn Witoonchart as director		
	Approved	758,639,709 votes, representing	99.9921%
	Disapproved	56,826 votes, representing	0.0075%
	Abstained	2,826 votes, representing	0.0004%
	Total votes in this agenda item	758,699,361 votes, representing	100.0000%
7.4	Majority votes to approve the re-appointment of Mr. Dej Bulsukas director		
	Approved	758,365,785 votes, representing	99.9560%
	Disapproved	330,750 votes, representing	0.0436%
	Abstained	2,826 votes, representing	0.0004%
	Total votes in this agenda item	758,699,361 votes, representing	100.0000%

Agenda Item 8: To consider and approve the remuneration of the directors

The Chairman proposed the Meeting to consider and approve the remuneration of the directors and assigned the President to notify the Meeting that total remuneration of all Board members would not exceed THB 6,000,000 per annum similar to that in 2006 – 2013, details of which as distributed for shareholders' consideration along with the meeting invitation letter.

The Chairman subsequently gave the shareholders the opportunity to raise questions or give comments related to the agenda item. The shareholders' questions and comments can be summarized as follows:

Mr. Tanet, a shareholder, raised question as follows:

This remuneration is for how many Board members?

Mr. Somnuk Pojkasemsin, President, gave the following explanation:

12 Board members

A shareholder raised question as follows:

How much was paid for remuneration of the directors last years?

Mr. Somnuk Pojkasemsin, President, gave the following explanation:

Last year THB 5.98 million were used for directors' remuneration. The Company tried to limit the remuneration within the budget, which was THB 6 million since 2006.

The Chairman asked if there are any shareholders objecting or abstaining the votes in order to count the votes. He also gave the shareholders the opportunity to raise more questions or give comments. However, there were no additional questions or comments. As there were no shareholders who objected or abstained the votes, the Chairman summarized resolution of the Meeting as follows:

Resolution: Majority votes to approve the remuneration of all Board members shall not exceed THB 6 million per annum similar to that in 2006 – 2013

Approved	574,231,358 votes, representing	99.9987%
Disapproved	4,900 votes, representing	0.0009%
Abstained	2,826 votes, representing	0.0004%
Total votes in this agenda item	574,239,084 votes, whereby votes of all Board members had been deducted, representing	100.0000%

Agenda Item 9: To consider the appointment of an auditor for the year 2014 and the determination of auditing fee

The Chairman proposed the Meeting to consider the appointment of the auditor for the year 2014 and the determination of auditing fee, and assigned the President to explain to the Meeting as follows:

To consider the appointment of the Company's auditor for the year 2014 by appointing Miss Sakuna Yamsakul CPA no. 4906, Mr. Pisit Thangtanagul CPA no. 4095 and Mr. Chanchai Chaiprasit CPA no. 3760, from PricewaterhouseCoopers ABAS Co., Ltd. as the auditors for the group companies. Any of the above auditors shall be entitled to review and provide an opinion to the consolidated and separate financial statements. Such appointed auditors did not have any conflict of interests with the Company.

Auditing fee for the 2014 financial statements was fixed at THB 763,000 per annum, or the increase of THB 18,000 or 2% from that in 2012, details of which as distributed for shareholders' consideration along with the meeting invitation letter.

The Chairman subsequently gave the shareholders the opportunity to raise questions or give comments related to the agenda item. The shareholders' questions and comments can be summarized as follows:

Mr. Veera Chaimanowongs raised question as follows:

Why did the auditing fee increase by 2.4%?

Mr. Somnuk Pojkasemsin, President, gave the following explanation:

The auditing fee increased in line with the inflation rate as staff salary of the auditing office increased. Also, this year the Company's volume of works increased and the auditors, considered an independent specialist, will determine their fee according to time spent.

The Chairman asked if there are any shareholders objecting or abstaining the votes in order to count the votes. He also gave the shareholders the opportunity to raise more questions or give comments. However, there were no additional questions or comments. As there were no shareholders who objected or abstained the votes, the Chairman summarized resolution of the Meeting as follows:

Resolution: Majority votes to approve the appointment of Miss Sakuna Yamsakul CPA no. 4906, Mr. Pisit Thangtanagul CPA no. 4095 and Mr. Chanchai Chaiprasit CPA no. 3760, from PricewaterhouseCoopers ABAS Co., Ltd. as the Company's auditors for the year 2014 with the auditing fee of THB 763,000 per annum as proposed.

Approved	758,695,635 votes, representing	99.9995%
Disapproved	900 votes, representing	0.0001%
Abstained	2,826 votes, representing	0.0004%
Total votes in this agenda item	758,699,361 votes, representing	100.0000%

Agenda Item 10: To consider and approve an issuance of new bonds and cancellation of the remaining limit of the existing bonds

The Chairman proposed the Meeting to consider the issuance and offering of new bonds totaling THB 1,300 million (one thousand and three hundred million Baht), and the cancellation of the remaining limit of the existing bonds totaling THB 150 million, details of which as distributed for shareholders' consideration along with the meeting invitation letter.

The Chairman assigned the CFO to present to the Meeting as follows:

To approve the issuance of bonds from the Meeting totaling THB 1,300 million (one thousand and three hundred million Baht). Proceeds would be used to refinance the existing bonds of THB 500 million which would be expired, and to provide more flexibility in business expansion. Additionally, there were THB 150 million limit of the existing bonds remaining, and it was proposed to the Meeting to cancel the existing bond limit.

The Chairman subsequently gave the shareholders the opportunity to raise questions or give comments related to the agenda item. The shareholders' questions and comments can be summarized as follows:

A shareholder raised question as follows:

Would the bond limit be issued all at once or several times?

Mr. Kittinanth Sumruatruamphol, CFO, gave the following explanation:

THB 500 million bonds would be issued in July 2014 to refinance the existing bonds. The remaining THB 800 million were reserved for flexibility in business expansion

A shareholder raised additional question as follows:

Would we lose opportunity if bonds were gradually issued, causing unequal coupon rate?

Mr. Kittinanth Sumruatruamphol, CFO, gave the following explanation:

Trend of the interest rate at present is positive and it was expected the interest rate would be lower than the previous rate.

A shareholder raised additional question as follows:

Would the shareholders be entitled to purchase the bonds, or would it be sold only to major shareholders?

Mr. Kittinanth Sumruatruamphol, CFO, gave the following explanation:

It depended on the financial advisor on how the bonds would be sold.

Mr. Sakchai Sakulsrimontri, a shareholder, raised question as follows:

Who was the financial advisor?

Mr. Kittinanth Sumruatruamphol, CFO, gave the following explanation:

Major banks of the Company were Siam Commercial Bank and Kasikorn Bank. It would be determined based on advisory fee and the coupon rate the banks offered. The bank with better offer would be selected.

Mr. Sakchai Sakulsrimontri, a shareholder, raised additional question as follows:

What was the Company's credit rating, and would the coupon rate be high?

Mr. Kittinanth Sumruatruamphol, CFO, gave the following explanation:

BBB. With this credit rating, market was still attractive to general investors.

Mr. Sakchai Sakulsrimontri, a shareholder, raised additional question as follows:

Between borrowing from banks and bond issuance, which yielded lower interest rate?

Mr. Kittinanth Sumruatruamphol, CFO, gave the following explanation:

Bond issuance yielded lower interest rate in the past.

A shareholder raised question as follows:

How much would be D:E ratio in case of bond issuance?

Mr. Kittinanth Sumruatruamphol, CFO, gave the following explanation:

It was expected to remain the same as the Company did not make cash dividend payment while it also received dividend from Mega Bangna Project.

A shareholder raised question as follows:

Can bond be rolled over?

Mr. Kittinanth Sumruatruamphol, CFO, gave the following explanation:

Bond would be redeemed at once upon maturity (Bullet Payment)

The Chairman asked if there are any shareholders objecting or abstaining the votes in order to count the votes. He also gave the shareholders the opportunity to raise more questions or give comments. However, there were no additional questions or comments. As there were no shareholders who objected or abstained the votes, the Chairman summarized resolution of the Meeting as follows:

Resolution: Majority votes of 94.8873% to approve the issuance and offering of new bonds totaling THB 1,300 million(one thousand and three hundred million Baht), and the cancellation of the remaining limit of the existing bonds totaling THB 150 million(one hundred and fifty million Baht), which was greater than three-fourth of total votes of the shareholders attending the Meeting and having the rights to vote

Approved	719,928,566 votes, representing	94.8873%
Disapproved	27,214,844 votes, representing	3.5869%
Abstained	11,575,951 votes, representing	1.5258%
Total votes in this agenda item	758,719,361 votes, representing	100.0000%

Agenda Item 11: To consider other businesses (if any)

The Chairman gave the shareholders the opportunity to raise questions or give comments in other issues. The shareholders' questions and comments can be summarized as follows:

Mr. Sakchai Sakulrimontri, a shareholder, raised question as follows:

When would the MRT pass the Esplanade Project?

The Chairman gave the following explanation:

There was a plan for another MRT line to establish a hub, but it was already in MRTA's plan. It depended on the government about when it would be constructed.

A shareholder raised question as follows:

How was the operating performance of Mega Bangna Project?

The Chairman gave the following explanation:

The Company opened Mega Bangna Project on 5 May 2012. The operating performance in 2013 was better than that provided to the bank when applying for loan by approximate 100%. This year should be better than that in 2013 by 25%. The operating performance in January and February was better than expected. THB 300 million loans were prepaid in 2013, resulting in a significant decline in debts.

A shareholder raised question as follows:

When would Meba Bang Yai Project and Mega Rangsit Project be ready for construction?

Mr. Kittinanth Sumruatruamphol, CFO, gave the following explanation:

It was still under study. The Company needed to discuss with Ikea first on when it would be ready. However, Ikea was very interested in the projects but had not informed of when to start piling.

A shareholder raised question as follows:

Would Ikea be interested in purchasing the Company's issued shares?

The Chairman gave the following explanation:

Ikea would probably not be interested in holding shares of a public company, and Ikea in Sweden was also not a public company. Therefore, Ikea should not hold our shares.

A shareholder raised question as follows:

Would this 10% share issuance be offered to the existing shareholders as well?

The Chairman gave the following explanation:

It was expected the capital increase would be offered to other investors which could provide synergy in other aspects to the Company.

A shareholder raised question as follows:

Could the Company adopt cost method for accounting purpose instead of investment property method (IAS 40)?

The Chairman gave the following explanation:

Investment property accounting policy was an international accounting standard. IAS 40 accounting standard would provide actual value of the assets to the shareholders so that all shareholders had the same information. However, in the operation the management would only look at profit from actual operating performance.

A shareholder raised question as follows:

Would fair value be high in the first year?

Mr. Somnuk Pojkasemsin, President, gave the following explanation:

It would be high in the first year of operation and decline.

A shareholder raised question as follows:

Shareholder could not understand fair value showing hidden asset as rental areas in 2009 – 2011 were the same but profit surged.

Mr. Somnuk Pojkasemsin, President, gave the following explanation:

The reason profit increased significantly in 2009/2010 while rental areas remained the same was because in 2010 the Company sold Suzuki Avenue Ratchayothin Project, a joint venture with Major, into a property fund of Major Cineplex plc. Because of this project, the Company realized additional profit of THB 150 million.

Profit in 2011 jumped as a result of the adoption of accounting standard no. 40 regarding investment property.

A shareholder raised question as follows:

With current country's situation, GDP tended to decline. What was the outlook for the Company's operating performance?

The Chairman gave the following explanation:

The Company had kept an eye on the economic situation. It viewed that Thailand had many strengths which could lead the country to pass current economic crisis. Such strengths were:

- 1) Low unemployment rate of 0.7%, ranked the 3rd lowest rate in the world.
- 2) Foreign currency reserve of USD 200,000 million, public debt per GDP of merely 45% (Japan of 200%, Singapore of 100% and Germany and France of 80 – 90%).
- 3) Previously the number of tourists in Thailand was 17 million per annum on average, and increased by more than 20 million tourists in the past 2 – 3 years. In 2013 the number of tourists was as high as 26 million attributable to an opening of Don Muang Airport. This year it was expected the number of tourists would decline but not significantly.
- 4) During the past 30 years, Thailand's GDP turned negative only two years, i.e. Tom Yum Kung Crisis in 1997 and severe flooding in 2011. Therefore, this year's GDP should not turn negative.

As such, situation should not be as bad as many people concerned.

Thai Investors Association raised question as follows:

- 1) During the Meeting there must be an announcement of the increased number of shareholders, and the number of votes in each agenda item should be declared.
- 2) The Company had not joined an anti-corruption campaign of Thai Institute of Directors(IOD)

The Chairman explained that the number of shareholders would be firstly counted at the beginning of the Meeting. The number of additional shareholders would be subsequently counted in each agenda item. Regarding the anti-corruption campaign, Mr.Dusit Nonthanakorn, ex-Director of the Company was the initiator. The Company had always provided supported both organization wise and personally without much PR. It would promptly proceed to join such campaign as proposed by the shareholder.

Mr. Pansa, a shareholder, raised question as follows:

What was the Company's plan for the AEC?

The Chairman gave the following explanation:

Previously the AEC was ASEAN which was established in 1967. Subsequently in 2007 it was renamed from ASEAN to the AEC and would be freely traded in 2015, allowing for a single market and single manufacturing base. The AEC comprised ten country members with total population of over 600 million. These country members assembled to successfully negotiate Free Trade Agreements (FTA) with Japan, Australia, New Zealand, China, India and Korea within three years (in 2010), allowing for a free movement, i.e. goods, labor and capital. Tax was 0% in almost every item. Therefore, the effect in 2015 should not significantly differ from this year. Evident impact from the FTA to Thailand was an increase in the number of automobiles exported to Australia which caused a shutdown of many automobile plants in Australia, e.g. General Motors and Toyota.

A shareholder raised question as follows:

In item 11 of the notes to the financial statements, what was the financial cost incurred from recognition of the investment property?

Mr. Somnuk Pojkasemsin, President, gave the following explanation:

It was a discount rate used to calculate fair value.

A shareholder raised question as follows:

For accounting purpose, why did not we record Mega Bangna Project proportionately so that the financial statements would improve and would the rating be higher so that bond coupon rate would improve?

Mr. Somnuk Pojkasemsin, President, gave the following explanation:

Significant amount of borrowing from bank for Mega Bangna Project would cause SF's financial statements to also incur debt burden. Additionally, this was not allowed as the Company only held 49% shares in Mega Bangna Project.

A shareholder raised question as follows:

In item 30 of the notes to the financial statements regarding information classified by business units, why did not we separate the operating performance by rental area?

Mr. Somnuk Pojkasemsin, President, gave the following explanation:

The Company did not classify the operating performance by rental area as it operated similar businesses, i.e. space rental.

A shareholder raised question as follows:

What was the Company's plan to compete with West Gate?

Mr. Kittinanth Sumruatruamphol, CFO, gave the following explanation:

Having adjacent shopping mall would create cluster which would attract more traffic. The shopping center we planned to construct might not be as big as Mega Bangna Project while shops within the center would differ.

A shareholder raised question as follows:

Would the Company continue to develop small community mall projects, or would it only develop big project with joint venture partners?

Mr. Nopporn Witoonchart, Chairman of the Executive Committee, gave the following explanation:

The Company entered into a joint venture project with Ikea as Mr. Kittinanth mentioned earlier. Additionally, it planned to enter into a joint venture with other developers, i.e. a community mall project with LPN in Rangsit which was planned to commence at the end of this year. The Company also had expanded the existing projects situated in good locations, i.e. Petchakasem and Thong Lor projects.

Mr. Kachane Benjakul, a shareholder, raised question as follows:

What was the progress of a joint venture project with Aeon?

Mr. Nopporn Witoonchart, Chairman of the Executive Committee, gave the following explanation:

It was still under negotiation with Aeon, and was still under our policy.

Mr. Kachane Benjakul, a shareholder, raised question as follows:

What was the development plan for the remaining area of Mega Bangna Project?

Mr. Kittinanth Sumruatruamphol, CFO, gave the following explanation:

One shop in Mega Bangna Project was still vacant, but the Company had 150 rais as land bank surrounding the project. Together with our partner, it was planned to be office and residential areas. The Company would not invest but would find other developers with expertise. It would lease the land so that the development could also be controlled.

Mr. Kachane Benjakul, a shareholder, raised question as follows:

Was Ikea interested in developing Mega Bang Yai Project before Mega Rangsit Project?

Mr. Kittinanth Sumruatruamphol, CFO, gave the following explanation:

It was possible.

Mr. Kachane Benjakul, a shareholder, raised question as follows:

Was it true that the Company would collect 1,000 rais of land in Rangsit reported in Prachachart Turakij Newspaper?

Mr. Kittinanth Sumruatruamphol, CFO, gave the following explanation:

Out of 1,000 rais of total land, the Company would participate in only 250 rais.

A shareholder raised question as follows:

Please explain form of a joint venture with LPN projects.

Mr. Somnuk Pojkasemsin, President, gave the following explanation:

It would be in form of a lease of land and building from LPN.

A shareholder raised question as follows:

As the Company's land lease was about to expire, what would you do?

Mr. Somnuk Pojkasemsin, President, gave the following explanation:

The Company was negotiating for extension with land owner.

Mr. Arthit, a shareholder, raised question as follows:

- 1) P&L showed impairment of THB 154 million in 2013. Please explain the tendency in 2014.
- 2) Due to political situation in the 1st quarter of 2014, did the Company lower the rental rate, and what was the effect?
- 3) Please estimate when Mega Bang Yai and Mega Rangsit projects would commence the operation.

Mr. Somnuk Pojkasemsin, President, gave the following explanation:

- 1) Loss from fair value of THB 154 million must be looked collectively with the depreciation of THB 380 million (item 30 of the notes to the financial statements). Net result was gain.
- 2) Rental rate of Chaengwattana Project adjacent to Big-C Chaengwattana was lowered temporarily. The effect was THB 0.5 million per month. In the 1st quarter, the impact was THB 1.5 million.
- 3) Currently it was under feasibility study. The commencement of the operation could not yet be estimated.

Mr. Nara Sripetch, a shareholder, raised question as follows:

- 1) What were SF's strengths over rivals, e.g. Central, as the land had become harder to find.
- 2) Would SF expand overseas?

The Chairman gave the following explanation:

- 1) SF's strengths were 1. Small number of human resources of merely 80 staffs; 2. Corporate governance regarding information transparency, especially transparency within the Company, e.g. monthly operating performance report in details seen by only 18 out of 80 staffs; 3. Good joint venture partners, i.e. Major and Ikea.

Regarding the Company's weakness, core of shopping center development business was high capital base whereby ours was lower than such rivals as CPN by 6 times, causing land purchase and expansion difficulty.

- 2) Due to limited capital at present, we did not expand overseas. It is intended investment would be first made domestically. However, Major had already planned to expand overseas.

Mr. Chaiyapruerk Pullarpanusorn, a shareholder, raised question as follows:

- 1) If the investment in Mega Bang Yai and Mega Rangsit projects was made simultaneously, total investment should be THB 20,000 million. What would be the source of funding if no proceeds were received from capital increase?
- 2) In 2013 annual report, average occupancy rate of all projects stood at 97%. However, vacant rental area Chaengwattana, Festival Walk and Esplanade projects should be greater than reported. How did the Company calculate vacant space and what would the Company do to fill in the vacant space?
- 3) In 2013 normal profit and gain from fair value adjustment of Mega Bangna Project stood at THB 118 million and THB 174 million, respectively, adding up to THB 292 million. Would the Company earn equal gain from fair value adjustment each year?

Mr. Kittinanth Sumruatruamphol, CFO, responded to question no. 1 as follows:

- 1) Mega Bang Yai and Mega Rangsit projects would not take place simultaneously as one project would not mature first before commencing another project. Mega Bangna Project was expected to mature next year. Therefore, funding would not be concurrently required. Should capital increase fail, funding would be derived from saving incurred from share dividend payment and dividend received from Mega Bangna Project as well as borrowing capability. Moreover, funding would be gradually utilized within the period of 2 – 3 years.

Mr. Somnuk Pojkasemsin, President, responded to questions no. 2 and 3 as follows:

- 2) In 2013 major tenant, i.e. California Fitness, left, leaving significant space vacant. We were looking for a new tenant. Vacant space was a small room. When divided with large rental space, % derived was small.
- 3) Mega Bangna Project would earn similar profit every year, i.e. gain from fair value adjustment. Assessment would be made every quarter for comparison. Upon commencement of the operation, fair value would be high. The Company used a discount rate of 12% on a conservative basis.

Mr. Wuttichai Hiranrujipong, a shareholder, raised question as follows:

- 1) Was profit in January and February 2014 higher or lower than budgeted, and could it be disclosed?
- 2) Could the Company disclose risk management to the shareholders?

Mr. Somnuk Pojkasemsin, President, gave the following explanation:

- 1) Revenue and profit from Mega Bangna Project was higher than budgeted.
- 2) The Company had managed risk by preparing for the AEC and country's situation as aforementioned by the Chairman.

Mr. Pattaman Buranasin, a shareholder, raised question as follows:

How many rais of land could the Company collect so far for Mega Bang Yai Project, and how much was it?

Mr. Kittinanth Sumruatruamphol, CFO, gave the following explanation:

The Company was still collecting the land and therefore no information could be disclosed at this stage. Value of land invested so far was THB 1,000 million. THB 120 million were invested by SF. Should development commenced, the Company would need to invest THB 1,000 million whereby the Company held 49% in the joint venture company.

Mr. Pattaman Buranasin, a shareholder, raised question as follows:

Ikea was very interested in Mega Bang Yai Project. What if the Company could not purchase the land?

Mr. Kittinanth Sumruatruamphol, CFO, gave the following explanation:

There were many options. If the Company could not acquire land in full, it would invest in one form. If it could, then form of investment would differ.

A shareholder raised question as follows:

There was a change in the ownership of Piyarom Project. What would the Company do?

Mr. Somnuk Pojkasemsin, President, gave the following explanation:

A new developer would lease it to the Company. The existing lease would expire in 6 years.

A shareholder raised question as follows:

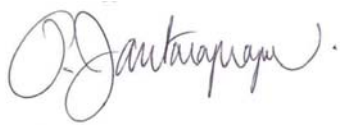
- 1) Would rental area in 2014 increase?
- 2) How was the Company's operating performance comparing with that in the previous year?

Mr. Somnuk Pojkasemsin, President, gave the following explanation:

- 1) In 2014 the Company's rental area increased attributable to the joint project with LPN covering 6,000 sq.m. The expansion of rental area in the existing projects might not complete within this year.
- 2) The operating performance in January and February 2014 still met the target.

As the shareholders had been satisfied with the explanation and no further questions were raised, the Chairman gave thanks for the participation in the Meeting by all shareholders and adjourned the Meeting.

The Meeting adjourned at 5:00 p.m.

(Signed)  Chairman of the Meeting
(Mr. Oranop Jantaraprapa)

Agenda No.2 To consider the year 2014 annual report and approving the financial statements for the year ended December, 31st 2014 (The Details are enclosed in the 2014 Annual Report and 2014 Financial Statement CD.)

Agenda No.3 To consider approving the dividend payment and set the legal reserve for the operating results of the year 2014

Dividend Policy

The Company has a net profit in the amount of Baht 261,839,317 derived from its operating result and agreed to set a legal reserve of Bath 16,430,000, 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 131,630,000. Consequently, the totaling amount of legal reserve is Bath 148,060,000.

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.

When considering the Company's net profit and the Company policy of dividend payment of the year 2014, the Company deemed it would be appropriate to pay at the rate of 5 existing shares to 1 dividend shared or at the amount of Bath 329,000,000 or 129% of net profit. This is the additional dividend payment out of the annual net profit which the payouts are from the retained earnings.

The Company proposed the dividend payment for the year 2014 at a rate of 5 existing shares to 1 dividend shares or equal to a dividend of Baht 0.22222 per 1 ordinary share (the rate of 5 existing shares to 1 dividend share, par value of Baht 1 each, equated to Baht 1/5 dividend for 1 share or Baht 0.22222 per share.) The Company would pay income taxes for the shareholders at a rate of Baht 0.02222 per share, thereby equal to the dividend of Baht 0.20 per share, equal to a dividend of Baht 0.20 per share, after tax's deduction).

Dividend Information		Consolidated		
		2012	2013	2014
Net Profit	(Million Baht)	130.45	173.00	255.69
Net Profit per share	(Baht)	0.11	0.13	0.17
Dividend per share	(Baht)	0.13889	0.13889	0.22222
Percentage of dividend to Net profit (%)		125%	106%	129%
Dividend payment amount (Million Baht)		162.48	182.73	329

Dividend's Ratio

Dividend payment (5 Existing shares : 1 dividend share) **	0.20	Baht/Share
Cash dividend	0.02222	Baht/Share
Total of Dividend payment and Cash dividend***	0.22222	Baht/Share
Total Dividend (0.22222 Baht per share time 1,480,515,030 shares)	329	Million
Dividend's Percent of net profit	129%	

Dividend's Condition ** Any remaining shares less than five (5) shall not be entitled to receive stock dividend but shall be entitled to received only cash dividend of Baht 0.22222 per share, equal to a cash dividend of Baht 0.20 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, April 27 th , 2015	Exclude Dividend (XD)
2	Wednesday, April 29 th , 2015	Record Date
3	Thursday, April 30 th , 2015	Book closing for the right to receive dividend at 12.00
4	Monday, May 18 th , 2015	Dividend payment
5	Thursday, May 21 st , 2015	Trading Date

Attachment for Agenda No.4

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 1,480,522,641 to Baht 1,480,515,030 by eliminating the registered ordinary shares remaining from the allocation of ordinary shares for supporting the stock dividend regarding to the resolution of Y2014 AGM in totaling of 7,611 shares with a par value of Baht 1 each.

Registered capital of the Company	1,480,522,641
Total of registered capital of the Company's paid up	(1,480,515,030)
Surplus of registered capital of the Company	<u>7,611</u> Shares

Attachment for Agenda No.5

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 1,480,515,030 to Baht 1,776,618,036 by issuance of 296,103,006 ordinary shares with a par value of Baht 1 each, totaling Baht 296,103,006.

Registered capital of the Company	1,480,522,641	Baht
Capital Decrease	(7,611)	Baht
Registered capital of the Company after decreased	1,480,515,030	Baht
Dividend payment by ordinary shares (Ratio 5 : 1)	296,103,006	Baht
Registered capital of the Company after increased	<u>1,776,618,036</u>	Baht

And to approve allotment of 296,103,006 ordinary shares with a par value of Baht 1 each, totaling Baht 296,103,006 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 296,103,006	5:1	0	To reserve for the stock dividend	Stock dividend

Attachment for Agenda No.6

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 follows;

"Clause 4. Registered capital 1,480,515,030 Baht
 Divided to 1,480,515,030 Shares
 Value of shares each 1 Baht

Separate to

Ordinary Shares 1,480,515,030 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 follows;

"Clause 4. Registered capital 1,776,618,036 Baht
 Divided to 1,776,618,036 Shares
 Value of shares each 1 Baht

Separate to

Ordinary Shares 1,776,618,036 Shares
 Preference Shares - Shares

Attachment for Agenda No.7

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

Agenda No.7.1 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 follows:

1. Mr. Vicha Poolvaraluck
2. Mr. Verawat Ongvasith
3. Mr. Chai Jroongtanapibarn
4. Mr. Kittinanth Sumruatruamphol

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. Vicha Poolvaraluck

Age 52 years

Nationality Thai

Status Married
(2 sons, 1 daughter)



Education

- MBA – Marketing, United States International University of San Diego, USA.
- B.A. (Accounting), Chulalongkorn University

Experience

- 2003 – Present: Director and Executive Director, Siam Future Development Plc.,
- 1995 – Present: Director, Chairman of Executive Board, Major Cineplex Group Plc.,
- 2008 – Present: Director, Vice Chairman, M Pictures Entertainment Plc.,

Director Proposal Director and Executive Director, which approved by remuneration committee

Legally Controversy No such case during the last 10 years

Period of Director in Company 12 years

Attending in 2014 Meeting Board of Director Meeting 5/5 times

Shareholding 0.00% (Book closing on 31st December 2014)


Position as Director/Management in other Listed company 2

1. Major Cineplex Group Plc.,
2. M Pictures Entertainment Plc.,

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. Verawat Ongvasith	
Age	44 years	
Nationality	Thai	
Status	Married (1 Son, 1 daughter)	
Education	<ul style="list-style-type: none"> • MBA, Boston University, USA. • B.A. (Accounting), Chulalongkorn University 	
Certified Program	• Director Accreditation Program (DAP) in 2004, Thai Institute of Directors	
Experience		
• 2003 – Present:	Director, Siam Future Development Plc.	
• 2002 – Present:	Director, Executive Director, Major Cineplex Group Plc.	
• 2011 – Present:	President, Oak tree Co.,Ltd	
• 2004 – Present:	President, Veranda Resort and Spa Co.,Ltd.	
• 1996 – Present:	President, Vivat Construction Co.,Ltd.	
Director Proposal	Director, which approved by remuneration committee	
Legally Controversy	No such case during the last 10 years	
Period of Director in Company	12 years	
Attending in 2014 Meeting	Board of Director Meeting 5/5 times	
Shareholding	0.03% (Book closing on 31 st December 2014)	
Position as Director/Management in other Listed company		3
	1. Veranda Resort and Spa Co.,Ltd., Hotel	
	2. Vivat Construction Co.,Ltd., Construction	
	3. Tarin Hotel Chiangmai, Hotel	
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. Chai Jaroongtanapibarn	
Age	61 years	
Nationality	Thai	
Status	Married (1 Son)	
Education	<ul style="list-style-type: none"> • M.S. (Accounting), Thammasat University • B.A. (Accounting), Chulalongkorn University 	
Certified Program	<ul style="list-style-type: none"> • Director Certification Program (DCP), in 2003, Thai Institute of Directors Association (IOD) • Audit Committee Program (ACP) in 2005, Thai Institute of Directors Association (IOD) 	
Experience	<ul style="list-style-type: none"> • 2003 – Present: Independent 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 	
Director Proposal	Independent Director , which approved by remuneration committee	
Legally Controversy	No such case during the last 10 years	
Period of Director in Company	12 years	
Attending in 2014 Meeting	Board of Director Meeting 5/5 times	
Shareholding	0.00% (Book closing on 31 st December 2014)	
Position as Director/Management in other Listed company		None
Position as Director/Management in other company		5
	1. Major Cineplex Group Plc, 2.Siam Food Plc., Exporting of Canned fruits	
	3. Oishi Plc., 4.Thai Metal Trade Plc., 5.Team Precision Plc	
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. Kittinanth Sumruatruamphol

Age 52 years

Nationality Thai

Status Married



Education

- MBA (Finance), Sasin Graduate Institute of Business Administration of Chulalongkorn University

- Bachelor of Computer Science, Boston University, Massachusetts, USA.

Certified Program

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

Experience

- 2009 – Present: Chief Financial Officer, Siam Future Development Plc.
- 2005 – 2008: Director of Research, Hunters Investments.
- 2004 – 2005: Advisor, Hard-thip Plc.
- 2003 – 2004: Chief Investment Officer, Siam Commercial Asset Management Co., Ltd.
- 2002 – 2003: Executive Vice President, Siam Commercial Securities Co., Ltd
- 1997 – 2002: Head of Thailand Research, Salomon Smith Barney, Financial Advisor

Director Proposal Director, which approved by remuneration committee

Legally Controversy No such case during the last 10 years

Period of Director in Company 6 years

Attending in 2014 Meeting Board of Director Meeting 5/5 times

Shareholding 0.00% (Book closing on 31st December 2014)

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

Agenda No.7.2 To consider and approve the appointment of the new directors


the new directors are as follows:

1. Ms. Porntipa Rujipairoj
2. Mrs. Jitthada Paoin
3. Mrs. Panravee Pongpan

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 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

Biography of the new Director

Name-Surname	Ms. Pomtipa Rujipairoj	
Age	51 years	
Nationality	Thai	
Status	Single	
Education	<ul style="list-style-type: none"> • MBA, Thammasat University • MBA, Bangkok University • B.B.A, Chulalongkorn University • Advanced Certificate Course in Politics and Governance in Democratic Systems for Executives in 2013, King Prajadhipok's Institute. 	
Experience	<ul style="list-style-type: none"> • 2004 – Present: Executive Vice President, Siam Future Development Plc., Shopping Center Developer • 1991 – 2004: Senior Vice President, International Engineering Plc. (IEC), Telecommunication • 1988 – 1991: Senior Auditor, Deloitte Touche Tohmatsu Jaiyos Co., Ltd., Audit Firm 	
Director Proposal	Director, which approved by remuneration committee	
Legally Controversy	No such case during the last 10 years	
Shareholding	0.00% (Book closing on 31 st December 2014)	
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 new Director

Name-Surname Mrs. Jitthada Paoin
Age 48 years
Nationality Thai
Status Married



Education • B.A. (Political Science), Chulalongkorn University (First Class Honours)

Experience

- 2010 – Present: Senior Vice President, Siam Future Development Plc., Shopping Center Developer
- 1989 – 2010: Human Resource Vice President, International Engineering Plc. (IEC), Telecommunication
- 1988 – 1989: Purchasing Officer, S&J International Enterprise Co., Ltd., Cosmetics

Director Proposal Director, which approved by remuneration committee

Legally Controversy No such case during the last 10 years

Shareholding 0.00% (Book closing on 31st December 2014)

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 new Director

Name-Surname Mrs. Panravee Pongpan

Age 36 years

Nationality Thai

Status Married



Education

- Master Degree, Management (E-Commerce), Collage of Management Mahidol
- B.B.A. (Banking & Finance), Chulalongkorn University

Experience

• 2000 – Present: Finance Vice President, Siam Future Development Plc., Shopping Center Developer

Director Proposal Director, which approved by remuneration committee

Legally Controversy No such case during the last 10 years

Shareholding 0.01% (Book closing on 31st December 2014)

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

Agenda No.8 To approve the Board of Directors' remuneration for the year 2015

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 2015 not exceed baht 7.5 million.

Opinion of the Board of Directors: Agreed to determine remuneration of the director in amount of baht 6,000,000 assigned to 12 committees which not more than 7.5 Million Baht per year 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 2014	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	5/5	480,000
7	Mr.Verawat Ongvasith	Director	480,000	5/5	480,000
8	Ms.Thitaphat Issarapornpat	Director	400,000	5/5	480,000
9	Mrs.Nantiya Montriwat	Independent Director and Chairman of Audit Committee	720,000	5/5	720,000
10	Mrs.Sabaithip Suntaros	Independent Director and Member of Audit Committee	660,000	5/5	660,000
11	Mr.Dej Bulsuk	Independent Director and Member of Audit Committee	660,000	5/5	660,000
12	Mr.Chai Jaroongtanapibarn	Director and Independent Director	480,000	5/5	480,000
Total			5,920,000		6,000,000

Agenda No.9 To consider appointing the auditor for the year 2015 and to determine the auditor fee

To appoint the company's auditors for the year 2015 named Ms. Sakuna Yamsakul Certified Public Accountant (Thailand) No. 4906, Mr. Pisit Thangtanagul Certified Public Accountant (Thailand) No. 4095, Mr. Chanchai Chaiprasit Certified Public Accountant (Thailand) No. 3760 and Mr. Kajornkiet Aroonpirodkul Certified Public Accountant (Thailand) No. 3445 of PricewaterhouseCoopers ABAS Ltd with the amount Baht 763,000 as auditor's fee same as Year 2014.

	Pricewaterhouse Coopers ABAS		
	2013	2014	2015
Annual audit fee	400,000	410,000	410,000
Quarter review audit fee	345,000	353,000	353,000
Total Audit fee	745,000	763,000	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, Mr. Chanchai Chaiprasit Certified Public Accountant (Thailand) No. 3760 and Mr. Kajornkiet Aroonpirodkul Certified Public Accountant (Thailand) No. 3445 of PricewaterhouseCoopers ABAS Ltd as the Company's auditor for the Year 2015 with the amount Baht 763,000 as auditor's fee same as Year 2014., 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, Mr. Chanchai Chaiprasit Certified Public Accountant (Thailand) No. 3760 and Mr. Kajornkiet Aroonpirodkul Certified Public Accountant (Thailand) No. 3445 of PricewaterhouseCoopers ABAS Ltd as the Company's auditor for the Year 2015 with the amount Baht 763,000 as auditor's fee same as Year 2014.

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



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

30 March 2015

Subject: Appointment of Proxy for the Annual General Meeting of Shareholders 2015

To: All shareholders

According to a determination for date of the Annual General Meeting of Siam Future Development PCL's shareholders 2015 to be held on Wednesday 22nd April 2015 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, Independent director and the chairman of audit committee**, or **Mrs.Sabaihip Suntaros, Independent director and the member of audit committee**, or **Mr.Dej Bulsuk, Independent director and the member of audit committee**, 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, Independent director and the chairman of audit committee**, or **Mrs.Sabaihip Suntaros, Independent director and the member of audit committee**, or **Mr.Dej Bulsuk, Independent director and the member of audit committee**, 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. Pornnipa Rujipairote)

Company Secretary

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

1. Name – Surname	Mrs. Nantiya Montriwat																					
2. Age	67 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: 50%;">Independent director and Chairman of the Audit Committee</td> <td style="width: 30%;">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	Independent director and 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	Independent director and 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 2015's agenda	Determine the director remuneration																					
11. Shareholding of Siam Future Development PCL	0.29% (Book closing at 31 st December 2014)																					

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

1. Name – Surname	Mrs. Sabaithip Suntaros												
2. Age	67 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 2015's agenda	Determine the director remuneration												
11. Shareholding of Siam Future Development PLC	0.07% (Book closing at 31 st December 2014)												

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

1. Name – Surname	Mr.Dej Bulsuk																																				
2. Age	65 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"> <tr> <td>2011 - Present</td> <td>Audit and Independent Director</td> <td>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>Independent and Audit Director</td> <td>The Erawan Group PCL.</td> </tr> <tr> <td>2002 – Present</td> <td>Independent and Audit Director</td> <td>GMM Grammy PCL.</td> </tr> <tr> <td>2001 – Present</td> <td>Independent and Audit Director</td> <td>AEON Thana Sinsap (Thailand) PCL.</td> </tr> <tr> <td>2002 – 2013</td> <td>Independent and Audit Director</td> <td>Jay Mart 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	Independent and Audit Director	The Erawan Group PCL.	2002 – Present	Independent and Audit Director	GMM Grammy PCL.	2001 – Present	Independent and Audit Director	AEON Thana Sinsap (Thailand) PCL.	2002 – 2013	Independent and Audit Director	Jay Mart 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.																																			
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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 2015's agenda	Determine the director remuneration																																				
11. Shareholding of Siam Future Development PLC	0.15% (Book closing at 31 st December 2014)																																				

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

1. Name - Surname	Mr. Chai Jaroongtanapibarn																					
2. Age	61 years																					
3. Address	170 Ramkamheang 26/1 Ramkamheang, Huamak, Bangkok, 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 2015's agenda	Determine the director remuneration																					
11. Shareholding of Siam Future Development PLC	0.00% (Book closing at 31 st December 2014)																					

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

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 **สยามฟิวเจอร์ดีเวลอปเม้นท์** 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 follows:

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 2558 ในวันพุธที่ 22 เมษายน 2558 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 2015, on Wednesday, April 22, 2015, 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 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. โปรดติดอากรแสตมป์ 20 บาท / Please affix Baht 20 Duty Stamp

แบบหนังสือมอบฉันทะ แบบ ข. (แบบที่กำหนดรายการต่าง ๆ ที่จะมอบฉันทะที่จะเอียงขาดเจตนตายตัว)
 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 follows:
 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
 ถนน.....ตำบล/แขวง.....อำเภอ/เขต.....จังหวัด.....รหัสไปรษณีย์.....หรือ
 Road Tambol / Khwaeng Amphur / Khet Province Postal Code or

(2) ชื่อ.....นางนันทิยา มนต์วิวัฒน์.....อายุ.....67.....ปี อยู่บ้านเลขที่.....161.....
 Mr./Mrs./Miss age years, reside at
 ถนน.....เพชรเกษม.....ตำบล/แขวง.....บางหว้า.....อำเภอ/เขต.....ภาษีเจริญ.....จังหวัด.....กทม.....รหัสไปรษณีย์.....10160.....หรือ
 Road Tambol / Khwaeng Amphur / Khet Province Postal Code or

(3) ชื่อ.....นางสไบทิพย์ สุนทรส.....อายุ.....67.....ปี อยู่บ้านเลขที่.....2234/1.....
 Mr./Mrs./Miss age years, reside at
 ถนน.....กรุงเทพ-นนทบุรี.....ตำบล/แขวง.....บางซื่อ.....อำเภอ/เขต.....บางซื่อ.....จังหวัด.....กทม.....รหัสไปรษณีย์.....10800.....
 Road Tambol / Khwaeng Amphur / Khet Province Postal Code

(4) ชื่อ.....นายเดช บุลสุข.....อายุ.....65.....ปี อยู่บ้านเลขที่.....46.....
 Mr./Mrs./Miss age years, reside at
 ซอย.....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.....61.....ปี อยู่บ้านเลขที่.....117.....
 Mr./Mrs./Miss age years, reside at
 ซอย.....รามคำแหง 26/1.....ตำบล/แขวง.....หัวหมาก.....อำเภอ/เขต.....บางกะปิ.....จังหวัด.....กทม.....รหัสไปรษณีย์.....10420.....
 Soi Tambol / Khwaeng Amphur / Khet Province Postal Code

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้นประจำปี 2558
 ในวันพุธที่ 22 เมษายน 2558 เวลา 15:00น. ณ โรงภาพยนตร์ เอสพลานาด ซีนีเพล็กซ์ 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 2015 On Wednesday, April 22,
 2015, 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

Agenda No. 1 Re: To adopt the minutes of Annual General Meeting of Shareholders Year 2014

(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

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

วาระที่ 2 เรื่อง พิจารณารายงานประจำปี 2557 และอนุมัติงบการเงิน สิ้นสุดวันที่ 31 ธันวาคม 2557
Agenda No. 2 Re: To consider the year 2014 annual report and approving the financial statements for the year ended December 31st 2014

- (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 3 เรื่อง พิจารณาอนุมัติการตั้งสำรองตามกฎหมายสำหรับผลการดำเนินงานและการจ่ายเงินปันผล ประจำปี 2557
Agenda No. 3 Re: To consider approving the dividend payment and set the legal reserve for the operating results of the year 2014

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

- (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 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) 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 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) 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 7 เรื่อง พิจารณาเลือกตั้งกรรมการที่ออกตามวาระและแต่งตั้งกรรมการใหม่
Agenda No. 7 Re: To consider appointing succeeding director to replace the director resigned upon the expiration of his/her tenure and To consider and approve the appointment of the new directors

วาระที่ 7.1 เรื่อง พิจารณาเลือกตั้งกรรมการที่ออกตามวาระ
Agenda No. 7.1 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 นายวิชา พูลวรลักษณ์
Name of the nominated candidate Mr.Vicha Poolvaraluck
 เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain
- 2.บุคคลที่ได้รับการเสนอชื่อ นายวีรวัดณ์ อองควาสินธุ์
Name of the nominated candidate Mr.Verawat Ongvasith
 เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain
- 3.บุคคลที่ได้รับการเสนอชื่อ นายชัย จรุงธนาภิบาล
Name of the nominated candidate Mr.Chai Jroongtanapibam
 เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain
- 4.บุคคลที่ได้รับการเสนอชื่อ นายกิตติพันธ์ สุวรรณผล
Name of the nominated candidate Mr.Kittinanth Sumruatruanphol
 เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 7.2 เรื่อง พิจารณาแต่งตั้งกรรมการใหม่
Agenda No. 7.2 Re: To consider and approve the appointment of the new directors

- (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 นางสาวพรทิพา รุจิไพโรจน์
Name of the nominated candidate Ms.Pornpipa Rujipairoj
 เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain
- 2.บุคคลที่ได้รับการเสนอชื่อ นางจิตติภาดา เปาอินทร์
Name of the nominated candidate Mrs.Jitthada Paoin
 เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain
- 3.บุคคลที่ได้รับการเสนอชื่อ นางพรรณรวี ฝ่องพันธ์
Name of the nominated candidate Mrs.Panravee Pongpan
 เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 8 เรื่อง พิจารณานุมัติกำหนดค่าตอบแทนกรรมการ
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 2558 และกำหนดค่าสอบบัญชี
 Agenda No. 9 Re: To consider appointing the auditor for the year 2015 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 พิจารณาเรื่องอื่นๆ (ถ้ามี)
 Agenda No. 10 Re: Other matters (if any)
- (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

- (5) การลงคะแนนเสียงของผู้รับมอบอำนาจในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบอำนาจนี้ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น
 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 ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 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.

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

ลงชื่อ/Signed.....ผู้มอบอำนาจ/Grantor
 (.....)

ลงชื่อ/Signed.....ผู้รับมอบอำนาจ/Proxy
 (.....)

ลงชื่อ/Signed.....ผู้รับมอบอำนาจ/Proxy
 (.....)

ลงชื่อ/Signed.....ผู้รับมอบอำนาจ/Proxy
 (.....)

หมายเหตุ

- ผู้ถือหุ้นที่มอบอำนาจจะต้องมอบอำนาจให้ผู้รับมอบอำนาจเพียงรายเดียวเป็นผู้เข้าร่วมประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบอำนาจหลายคนเพื่อแยกการลงคะแนนเสียงได้
 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.
- ในกรณีที่มิวาระที่พิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบอำนาจสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบอำนาจตามแบบ
 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 2558 ในวันพุธที่ 22 เมษายน 2558 เวลา 15:00 น. ณ โรงภาพยนตร์ เอสพลานาด ซีเนเพล็กซ์ 4 ชั้น 3

In the annual general meeting of shareholders 2015 on Wednesday, April 22, 2015, 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)

ท้ายประกาศกรมพัฒนาธุรกิจการค้า 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 **สยามฟิวเจอร์ดีเวลอปเม้นท์** 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

(2) ขอมอบฉันทะให้

Hereby appoint

(1) _____ อายุ _____ ปี อยู่บ้านเลขที่ _____

age years, reside at

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

Road Tambol / Khwaeng Amphur / Khet Province Postal Code or

(2) **นางนันทิยา มนต์วิวัฒน์** อายุ 67 ปี อยู่บ้านเลขที่ 161

age years, reside at

ถนน เพชรเกษม _____ ตำบล/แขวง บางหว้า อำเภอ/เขต ภาษีเจริญ จังหวัด กทม. รหัสไปรษณีย์ 10160 หรือ

Road Tambol / Khwaeng Amphur / Khet Province Postal Code or

(3) **นางสไบทิพย์ สุนทรส** อายุ 67 ปี อยู่บ้านเลขที่ 2234/1

age years, reside at

ถนน กรุงเทพมหานคร _____ ตำบล/แขวง บางซื่อ อำเภอ/เขต บางซื่อ จังหวัด กทม. รหัสไปรษณีย์ 10800 หรือ

Road Tambol / Khwaeng Amphur / Khet Province Postal Code or

(4) ชื่อ **นายเดช บูลสุข** อายุ 65 ปี อยู่บ้านเลขที่ 46

age years, reside at

ซอย 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 61 ปี อยู่บ้านเลขที่ 117

age years, reside at

ซอย รามคำแหง 26/1 _____ ตำบล/แขวง ห้วยหมาก อำเภอ/เขต บางกะปิ จังหวัด กทม. รหัสไปรษณีย์ 10420

Soi Tambol / Khwaeng Amphur / Khet Province Postal Code

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้นประจำปี 2558 ในวันที่พุธที่ 22 เมษายน 2558 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 2015, On Wednesday, April 22, 2015, 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 2557

Agenda No. 1 Re: To adopt the minutes of Annual General Meeting of Shareholders Year 2014

(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 2557 และอนุมัติงบการเงิน สิ้นสุดวันที่ 31 ธันวาคม 2557

Agenda No. 2 Re: To consider the year 2014 annual report and approving the financial statements for the year ended December 31st 2014

(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 2557

Agenda No. 3 Re: To consider approving the dividend payment and set the legal reserve for the operating results of the year 2014

(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 พิจารณาอนุมัติการแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิให้สอดคล้องกับการลดทุนเพิ่มทุน

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 พิจารณาเลือกตั้งกรรมการที่ออกตามวาระและแต่งตั้งกรรมการใหม่
Agenda No. 7 Re: To consider appointing succeeding director to replace the director resigned upon the expiration of his/her tenure and To consider and approve the appointment of the new directors

วาระที่ 7.1 เรื่อง พิจารณาเลือกตั้งกรรมการที่ออกตามวาระ
Agenda No. 7.1 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

5.บุคคลที่ได้รับการเสนอชื่อ

Name of the nominated candidate

เห็นด้วย

ไม่เห็นด้วย

นายวิชา พูลวรลักษณ์

Mr.Vicha Poolvaraluck

งดออกเสียง

Abstain

Approve

Disapprove

6.บุคคลที่ได้รับการเสนอชื่อ

Name of the nominated candidate

เห็นด้วย

ไม่เห็นด้วย

นายวีรวัดน์ อังค์วาสิณฐ์

Mr.Verawat Ongvasith

งดออกเสียง

Abstain

Approve

Disapprove

7.บุคคลที่ได้รับการเสนอชื่อ

Name of the nominated candidate

เห็นด้วย

ไม่เห็นด้วย

นายชัย จรุงธนาภิบาล

Mr.Chai Jroongtanapibam

งดออกเสียง

Abstain

Approve

Disapprove

8.บุคคลที่ได้รับการเสนอชื่อ

Name of the nominated candidate

เห็นด้วย

ไม่เห็นด้วย

นายกิตติพันธ์ สุวรรณภณ

Mr.Kittinanth Sumruatruanphol

งดออกเสียง

Abstain

Approve

Disapprove

วาระที่ 7.2 เรื่อง พิจารณาแต่งตั้งกรรมการใหม่

Agenda No. 7.2 Re: To consider and approve the appointment of the new directors

(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

4. บุคคลที่ได้รับการเสนอชื่อ

Name of the nominated candidate

เห็นด้วย

ไม่เห็นด้วย

นางสาวพรทิพา รุจิไพโรจน์

Ms.Pornpipa Rujiapairoj

งดออกเสียง

Abstain

Approve

Disapprove

5.บุคคลที่ได้รับการเสนอชื่อ

Name of the nominated candidate

เห็นด้วย

ไม่เห็นด้วย

นางจิตติภาดา เปาอินทร์

Mrs.Jitthada Paoin

งดออกเสียง

Abstain

Approve

Disapprove

6.บุคคลที่ได้รับการเสนอชื่อ

Name of the nominated candidate

เห็นด้วย

ไม่เห็นด้วย

นางพรรณรวี ฝ่องพันธ์

Mrs.Panravee Pongpan

งดออกเสียง

Abstain

Approve

Disapprove

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

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

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

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

วาระที่ 10 เรื่อง พิจารณาเรื่องอื่นๆ (ถ้ามี)

Agenda No. 10 Re: Other matters (if any)

- (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

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

- (5) การลงคะแนนเสียงของผู้รับมอบอำนาจในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบอำนาจนี้ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

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 ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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.

กิจการใดที่ผู้รับมอบอำนาจได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบอำนาจไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบอำนาจ 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.....ผู้มอบอำนาจ/Grantor
(.....)

ลงชื่อ/Signed.....ผู้รับมอบอำนาจ/Proxy
(.....)

ลงชื่อ/Signed.....ผู้รับมอบอำนาจ/Proxy
(.....)

ลงชื่อ/Signed.....ผู้รับมอบอำนาจ/Proxy
(.....)

หมายเหตุ

1. หนังสือมอบอำนาจแบบ 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. หลักฐานที่ต้องแนบพร้อมทั้งหนังสือมอบอำนาจ 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. ในกรณีที่มีวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น 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 สยามฟิวเจอร์ดีเวลอปเมนต์ จำกัด (มหาชน)

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

ในการประชุมสามัญผู้ถือหุ้นประจำปี 2558 ในวันพุธที่ 22 เมษายน 2558 เวลา 15:00 น. ณ โรงภาพยนตร์ เอสพลานาด ซีนีเพล็กซ์ 4 ชั้น 3

In the annual general meeting of shareholders 2015 on Wednesday, April 22, 2015, 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

(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

(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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(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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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) ในกรณีมอบฉันทะ 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) ในกรณีมอบฉันทะ 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) ของกรรมการผู้มีอำนาจที่ได้ลงนามในหนังสือมอบฉันทะ พร้อมบัตรประจำตัวหรือหนังสือเดินทาง (กรณีเป็นชาวต่างประเทศ) ของผู้รับมอบฉันทะ
 - (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) ของกรรมการผู้มีอำนาจที่ได้ลงนามในหนังสือมอบฉันทะ พร้อมบัตรประจำตัวหรือหนังสือเดินทาง (กรณีเป็นชาวต่างประเทศ) ของผู้รับมอบฉันทะ
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ในกรณีของสำเนาเอกสารจะต้องมีการรับรองสำเนาถูกต้องและหากเป็นเอกสารที่จัดทำขึ้นในต่างประเทศควรมีการรับรองลายมือชื่อโดย โนตารีพับลิค

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 บริษัทฯ ขอสงวนสิทธิ์ที่จะผ่อนผันการยื่นแสดงเอกสารหรือหลักฐานแสดงความเป็นผู้ถือหุ้น หรือ ผู้แทนของผู้ถือหุ้นที่มีสิทธิเข้าร่วมประชุมแต่ละรายตามที่บริษัทฯ 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.

ผู้ถือหุ้นหรือผู้รับมอบฉันทะสามารถลงทะเบียนและยื่นเอกสารหรือหลักฐานเพื่อการตรวจสอบ ณ สถานที่ประชุมได้ ตั้งแต่เวลา 12.30 น. ของวันพุธที่ 22 เมษายน 2558 เป็นต้นไป

The Shareholder or Proxy can register and submit the documents or evidences at the meeting place on Wednesday, April 22, 2015, 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 Wednesday, April 22, 2015, 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)

