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SIAM FUTURE DEVELOPMENT PUBLIC CO., LTD.

Invitation to the Annual General Meeting of Shareholders 2019

Tuesday 26<sup>th</sup> March 2019, at 3.00 p.m.

Esplanade Cineplex 5

3<sup>rd</sup> 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.

1 March 2019

Subject: Invitation to the Annual General Meeting of Shareholders 2019

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 5, 3<sup>rd</sup> floor, Esplanade, Ratchadapisek Road, Bangkok)

Siam Future Development Public Company Limited's the Annual General Meeting of Shareholders 2019 will be held on Tuesday 26<sup>th</sup> March 2019 at 3:00 p.m. Esplanade Cineplex 5, 3<sup>rd</sup> floor, Esplanade, Ratchadapisek Road, Bangkok Thailand. The agenda of the meeting will be as follows:

**Agenda No.1** To adopt the minutes of the Annual General Meeting of Shareholders 2018

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 2018 annual report and approving the financial statements for the year ended December 31<sup>st</sup>, 2018

Abstract: The Shareholder's should acknowledge the 2018 performance statements and approve the financial statement for the year ended December 31<sup>st</sup>, 2018 which has been audited by the auditor.

(Unit: Million Bath)

| Operating results                                    | 2018     |
|--|----------|
| Total Revenues                                       | 2,684.89 |
| Net Profit attributable to Owners of the parent      | 1,653.71 |
| Net Profit attributable to Non-controlling interests | 242.47   |
| Net Profit   | 1,896.19 |

| Financial Status     | 2018      |
|----------------------|-----------|
| Total Assets         | 19,375.28 |
| Total Liabilities    | 6,782.92  |
| Shareholders' Equity | 12,592.36 |

Opinion of the Board of Directors: Agreed to approve such annual report and financial statements for the year ended December 31<sup>st</sup>, 2018, 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 2018 Annual Report and 2018 Financial Statement CD.)

**Agenda No.3** To consider approving the dividend payment and set the legal reserve for the operating results of the year 2018

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 abstain of allocation of the profit for the Year 2018 the Company has the remaining legal reserve at the amount of Baht 177,666,690 equivalent to 10 percent of the registered capital which is comply by the law.

And agreed to approve the dividend for the Year 2018 at a rate of Baht 0.30 per share by divided into 2 parts as follows:

- 1) Stock dividend payment at a rate of 5 existing ordinary shares to 1 dividend share or equal to a cash dividend of Baht 0.20 per 1 ordinary share.
- 2) Cash dividend payment at a rate of 0.10 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.

| <b>Operating results</b>             | <b>unit</b>    | <b>2018</b> |
|--------------------------------------|----------------|-------------|
| Net Profit                           | (Million Baht) | 482.4       |
| Net Profit Share                     | (Baht)         | 0.27        |
| Dividend per Share                   | (Baht)         | 0.30        |
| Percentage of Dividend to net profit |                | 111%        |
| Dividend payment amount              | (Million Baht) | 533.0       |

**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 2015 in which the meeting approved the dividend payment in the form of the stock dividend payment not exceeding 296,103,006 ordinary shares, from the actual distribution of stock dividend, there were shareholders receiving shares in total of 296,092,511 ordinary shares. Therefore, there are remaining ordinary shares to support the dividend

payment totaling of 10,495 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 Y2018 AGM in totaling of 10,495 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 355,321,509 ordinary shares and allotment of new shares for supporting stock dividend.

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

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

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

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

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

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

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

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

- |                   |               |
|-------------------|---------------|
| 1. Mrs. Nantiya   | Montriwat     |
| 2. Mrs. Sabaithip | Suntaros      |
| 3. Mr. Somnuk     | Pojkasemsin   |
| 4. Miss. Thitapat | Issarapornpat |

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

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 2019 and to determine the auditor fee

Opinion of the Board of Directors: Agreed to appoint Mr. Kajornkiet Aroonpirodkul Certified Public Accountant (Thailand) No. 3445, Mr. Chanchai Chaiprasit Certified Public Accountant (Thailand) No. 3760 and Mr. Paiboon Tunkoonl Certified Public Accountant (Thailand) No. 4298 of PricewaterhouseCoopers ABAS Ltd as the Company's auditor for the Year 2019 with the amount Baht 855,000 In the absence of the above-named auditors, PricewaterhouseCoopers ABAS Ltd. is authorized to identify one other Certified Public Accountant within PricewaterhouseCoopers ABAS Ltd. To carry out the work.

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)

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Schedule of the Annual General Meeting of Shareholders 2019

| No. | Date                                      | Detail   |
|-----|---|--|
| 1   | Monday, February 25 <sup>th</sup> , 2019  | Ex-meeting date (XM)                                 |
| 2   | Tuesday, February 26 <sup>th</sup> , 2019 | Record date for the right to attend the meeting (RD) |
| 3   | Tuesday, March 26 <sup>th</sup> , 2019    | Shareholders' meeting date                           |

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,



(Mr.Rattipoom Sutapakul)

Company Secretary

# Agenda Supporting Documents

**Agenda No.1** To adopt the minutes of the Annual General Meeting of Shareholders 2018**Date, Time and Venue**

Meeting was held on Wednesday 21<sup>st</sup> March 2018 at 3:00 pm at Esplanade Cineplex 4 Theatre, 3<sup>rd</sup> Floor Esplanade Shopping Center, Ratchadapisek Road, Din Daeng, Bangkok

Before the meeting started, MC had showed VDO presentation of projects under construction of the company during year 2018 which were Market Place Thonglor, Market Place Dusit, Market Place Sukhaphiban 3, Market Place Nanglinchee and the Food Walk Expansion of Mega Bangna.

MC informed the participants that 433 shareholders and proxy holders attended the Meeting, who held altogether 1,119,194,514 shares or 63.00% of the company's 1,776,607,541 distributed shares. The presence of holders of at least one-third of the company's distributed shares constituted a quorum under the Company's Articles of Association. Then MC introduced the directors who participated in the 2018 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 CFO   |
| 6.  | Mr. Vicha Poolvaraluck         | Director   |
| 7.  | Mr. Verawat Ongvasith          | Director   |
| 8.  | Miss Thitapat Issarapornpat    | Director   |
| 9.  | Mr. Chai Jroongtanapibarn      | Independent Director                                     |
| 10. | Mrs. Nantiya Montriwat         | Chairman of the Audit Committee and Independent Director |
| 11. | 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) The shareholders who would like to change their votes shall cross out the existing mark and affix their signatures.
- 3) 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. Votes which differ from the aforementioned shall be considered invalid.
- 4) In case of foreign shareholders who appoint domestic custodians to be share depository 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.



- 5) For Agenda Item 4 to appoint the directors to replace the directors who will retire by rotation, to comply with the Shareholders' Meeting Assessment Approach appropriately, the Company would ask the shareholders to cast their votes for each director individually.
- 6) Prior to the vote casting on each agenda item, the Chairman would provide the attendees an opportunity to raise questions in relation to such agenda item. The shareholders or proxies who wish to raise questions were requested to state their first and last names to the Meeting prior to raising questions or making comments. The shareholders were 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 could be managed within the schedule.
- 7) In the case of any questions other than those related to the agenda item under consideration, the shareholders were 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 could be conducted according to the order of agenda items.

Related to a right to nominate persons to be elected as director, there was no enquiry from shareholders. Thus Mr. Oranop Jantaraprapa, Chairman of the Board of Directors, presided as a Chairman of the Meeting then declared the Meeting opened.

**Agenda Item 1: To consider the certification of the minutes of the Annual General Meeting of the Shareholders Year 2017**

The Chairman proposed that the Meeting consider the certification of the minutes of the Annual General Meeting of the Shareholders Year 2017 convened on Tuesday 21 March 2017, 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 the shareholders to cast a ballot. MC then summarized the resolution of the Meeting as follows:

**Resolution:** Unanimously voted to approve a certification of the minutes of the Annual General Meeting of the Shareholders Year 2017

|                                 |                                   |         |
|---------------------------------|-----------------------------------|---------|
| Approved                        | 1,120,442,718 votes, representing | 100.00% |
| Disapproved                     | 0 vote, representing              | 0.00%   |
| Abstained                       | 0 vote, representing              | 0.00%   |
| Total votes in this agenda item | 1,120,442,718 votes, representing | 100.00% |

**Agenda Item 2: To consider and approve 2017 annual report, the statement of financial position and the statement of comprehensive income for the year ended 31 December 20167**

The Chairman proposed that the Meeting consider and approve the 2017 annual report, the statement of financial position and the statement of comprehensive income for the year ended 31 December 2017, audited by the Company's auditor, details of which as provided in the 2017 annual report CD 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.

## 2017 operating performance

1. Total 2017 revenue which was THB 2,872 million increased from those in the prior year around 43% because of the opening of Mega Bangna expansion for 11,000 sq.m. which positively increased in gain from fair value adjustment and recurring profit of the year.
2. Net profit of year 2017 was THB 1,841 million increased 91% from those in the prior year. This increase was mainly from the opening of Mega Bangna expansion. Net recurring profit of year 2017 was THB 499 million increased 18% from those in the prior year.
3. In year 2017, total assets were THB 17,240 million increased mainly from fair value adjustment of Mega Bangna, expansion of Mega Bangna and Market Place Nanglinchee. Total liabilities were THB 6,095 increased from those in the prior year because of bond issuing in amount of THB 500 million. Total equity was THB 11,144 million increased from previous year due to year 2017 net profit THB 1,841 million.
4. Gross leasable area was 423,558 sq.m. increased 15,000 sq.m. from previous year due to sales area of Mega Bangna expansion and Market Place Nanglinchee.

The Chairman then gave the shareholders the opportunity to raise questions or give comments related to the agenda item.

The shareholders' questions and comments could be summarized as follows:

**Mr. Anuwong Sanakit, a shareholder, provided comments as follows:**

What was an increasing rate of rental charged to tenants?

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

Normally the company increased rental rate around 15% every 3 years, while Mega Bangna increased average 5% per year.

**Mr. Apichai Chokechuleekorn, a shareholder, provided comments as follows:**

1. How much net profit excluding gain from fair value adjustment increased?
2. Was gain from fair value adjustment classified as accounting profit?

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

1. Net profit excluding gain from fair value adjustment (recurring profit) increased around 18% from previous year.
2. Gain from fair value adjustment was an accounting profit.

**A shareholder, provided comments as follows:**

Was there a fair value adjustment in Bangyai land? Because 2<sup>nd</sup> IKEA store in Bangyai had started operating.

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

Because IKEA Bangyai did not located in our land area, so there was no directly impact on land revaluation. However if there was an economical improvement around that area, our land value could be positively effected.

**Mr. Nakorn Phraprasert, a shareholder, provided comments as follows:**

Did company have planned to sell the land in Bangyai or continue to develop in the future?

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

The company was in a process of developing various alternatives such as land sale, partnering with non-shopping center developer.

The Chairman asked the shareholders to cast a ballot. MC then summarized the resolution of the Meeting as follows:

**Resolution:** Unanimously votes approving the 2017 annual report and the statement of financial position and the statement of comprehensive income for the year ended 31 December 2017

|                                 |                                   |         |
|---------------------------------|-----------------------------------|---------|
| Approved                        | 1,120,716,946 votes, representing | 100.00% |
| Disapproved                     | 0 vote, representing              | 0.00%   |
| Abstained                       | 0 vote, representing              | 0.00%   |
| Total votes in this agenda item | 1,120,716,946 votes, representing | 100.00% |

**Agenda Item 3:** To consider and approve the allocation of operating results as legal reserve and dividend payment for the year 2017

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 2017 as follows:

In 2017 the Company had net recurring profit at THB 499 million, or THB 0.28 per share. As a result, the Board of Directors proposed to pay cash dividend of THB 0.25 per share totaling THB 444.15 million, with payout ratio at 89%. By law, when making dividend payment, the Company was required to provide legal reserve of 5% of net profit until the legal reserve reached 10% of registered capital. However, it had made a full reserve of THB 177.67 million which reached 10% of registered capital. The Company, therefore, deemed appropriate to provide no more legal reserve.

The share register book would be closed to suspend share transfer for the right to receive dividend payment on Friday, 30 March 2018. The Stock Exchange of Thailand would post XD sign on Wednesday, 28 March 2018 and dividend payment would be made on Wednesday, 18 April 2018.

The Chairman informed that on 9 January 2018, Mr.Somngern Ruamkorntong, a shareholder, proposed an agenda to pay stock dividend. However a shareholder did not hold shares exceeding 5%, so the Board of Directors decided not to add this agenda in the Meeting.

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 Skulsrimontri, a shareholder, provided comments as follows:**

1. How many numbers of shares would shareholders hold to propose an agenda?
2. What is a tax credit rate of cash dividend?

**Mr. Oranop Jantarapapa, Chairman, gave the following explanation:**

1. Shareholders had to hold more than 5% of shares or 89 million shares to propose an agenda. However the chairman would accept this comment of stock dividend for next year consideration.

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

2. Tax credit rate of cash dividend is 20%.

The Chairman asked the shareholders to cast a ballot. MC then summarized the resolution of the Meeting as follows:

**Resolution:** Majority votes approving dividend payment and provision of legal reserve for the 2017 operating results as proposed

|                                 |                                   |         |
|---------------------------------|-----------------------------------|---------|
| Approved                        | 1,120,819,055 votes, representing | 100.00% |
| Disapproved                     | 0 vote, representing              | 0.00%   |
| Abstained                       | 150,094 votes, representing       | 0.00%   |
| Total votes in this agenda item | 1,120,969,149 votes, representing | 100.00% |

**Agenda Item 4: To consider the re-election of the directors whose terms expired**

The Chairman proposed that the Meeting consider re-election of the directors whose terms expired and assigned the President to inform the Meeting.

Out of 12 directors, there were four directors whose tenure had ended this year as follows:

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

The Board of directors deemed it was appropriate to propose to re-appoint four directors, i.e. Mr. Vicha Poolvaraluck, Mr. Verawat Ongvasith, Mr. Chai Jroongtanapibarn and Mr. Kittinanth Sumruatruamphol whose office terms expired for another term of their directorships.

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. Sukchai Skulsrimontri, a shareholder, provided comments as follows:**

After one of Board of Directors, Mr.Dej Bulsuk, passed away, who will be considered to be appointed as a director of the company?

**Mr. Oranop Jantaraprapa, the Chairman, gave the following explanation:**

Mr. Dej Bulsuk passed away on February 23<sup>rd</sup>, 2018 led to one vacant member of Board of Directors. But the Board of Directors meeting could not hold before this Annual General Meeting of Shareholders. The company would propose an election of a member to the next Board of Directors meeting.

The Chairman asked the shareholders to cast a ballot. MC then summarized the resolution of the Meeting as follows:

**Resolution:**

4.1 Majority votes to approve the re-appointment of Mr. Vicha Poolvaraluck as director

|                                 |                                   |         |
|---------------------------------|-----------------------------------|---------|
| Approved                        | 1,085,229,201 votes, representing | 96.81%  |
| Disapproved                     | 35,748,798 votes, representing    | 3.19%   |
| Abstained                       | 0 vote, representing              | 0.00%   |
| Total votes in this agenda item | 1,120,977,999 votes, representing | 100.00% |

|     |  |                                   |         |
|-----|--|-----------------------------------|---------|
| 4.2 | Majority votes to approve the re-appointment of Mr. Verawat Ongvasith as director          |                                   |         |
|     | Approved   | 1,085,229,201 votes, representing | 96.81%  |
|     | Disapproved  | 35,748,798 votes, representing    | 3.19%   |
|     | Abstained  | 0 vote, representing              | 0.00%   |
|     | Total votes in this agenda item  | 1,120,977,999 votes, representing | 100.00% |
| 4.3 | Majority votes to approve the re-appointment of Mr. Chai Jroongtanapibarn as director      |                                   |         |
|     | Approved   | 1,115,195,279 votes, representing | 99.48%  |
|     | Disapproved  | 5,782,720 votes, representing     | 0.52%   |
|     | Abstained  | 0 vote, representing              | 0.00%   |
|     | Total votes in this agenda item  | 1,120,977,999 votes, representing | 100.00% |
| 4.4 | Majority votes to approve the re-appointment of Mr. Kittinanth Sumruatruamphol as director |                                   |         |
|     | Approved   | 1,085,273,301 votes, representing | 96.81%  |
|     | Disapproved  | 35,704,698 votes, representing    | 3.19%   |
|     | Abstained  | 0 vote, representing              | 0.00%   |
|     | Total votes in this agenda item  | 1,120,977,999 votes, representing | 100.00% |

**Agenda Item 5: 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 7,500,000 per annum similar to that in the prior year, details of which as distributed to the shareholders along with the meeting invitation letter.

The Chairman asked the shareholders to cast a ballot. MC then summarized the resolution of the Meeting as follows:

**Resolution:** Approved the remuneration of all Board members which shall not exceed THB 7.5 million per annum with the votes greater than 2/3 of total votes of the shareholders who attended the Meeting

|                                 |   |         |
|---------------------------------|---|---------|
| Approved                        | 875,383,772 votes, representing   | 99.98%  |
| Disapproved                     | 150,094 vote, representing  | 0.02%   |
| Abstained                       | 0 vote, representing  | 0.00%   |
| Total votes in this agenda item | 875,533,866 votes, whereby votes of persons with interest totaling 245,444,613 shares had been deducted, representing | 100.00% |

**Agenda Item 6: To consider the appointment of an auditor for the year 2018 and the determination of auditing fee**

The Chairman proposed the Meeting to consider the appointment of the auditor for the year 2018 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 2018 by appointing Mr. Kajornkiet Aroonpirodkul CPA no. 3445, or Mr. Chanchai Chairpravit CPA no. 3760, or Mr. Paiboon Tunkoon CPA no. 4298, 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 was proposed at THB 813,000 per annum similar to that in the prior year, details of which as distributed for shareholders' consideration along with the meeting invitation letter.

The Chairman asked the shareholders to cast a ballot. MC then summarized the resolution of the Meeting as follows:

**Resolution:** Unanimously votes to approve the appointment of Mr. Kajornkiet Aroonpirodkul CPA no. 3445, or Mr. Chanchai Chaiprasit CPA no. 3760, or Mr. Paiboon Tunkoon CPA no. 4298, from PricewaterhouseCoopers ABAS Co., Ltd. as the Company's auditors for the year 2018 with the auditing fee not exceeding THB 813,000 per annum whereby any of the above auditors shall be entitled to review and provide an opinion to the consolidated and separate financial statements as proposed.

|                                 |                                   |         |
|---------------------------------|-----------------------------------|---------|
| Approved                        | 1,120,979,272 votes, representing | 100.00% |
| Disapproved                     | 0 vote, representing              | 0.00%   |
| Abstained                       | 0 vote, representing              | 0.00%   |
| Total votes in this agenda item | 1,120,979,272 votes, representing | 100.00% |

**Agenda Item 7: 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. Poom Sarakit, a shareholder, provided comments as follows:**

From an opening VDO presentation of under construction projects in Year 2018, please provide more detail of the company investment plan.

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

Projects under construction were in the existing and Greenfield project as detail follow.

- 1. Expansion of Mega Bangna**, we owned the land approximately 300 Rais in total which had already developed as Mega Bangna around 200 Rais. On landbank area of 100 Rais, we had a plan to develop Mega Bangna to Mega City concept which can be divided into 7-8 phases into 10 years ahead. The plan could multiply project value in the future. During this year, in May 2018, Marvel Experience would start operating to serve tourists customers. Moreover, International School, Community Park as well as an expansion of Hompro Building approximately 10,00 sq.m.(400-500 Million Baht project value) which had Harborland as an anchor tenant with many education tenants could be strengthen Mega Bangna to serve more family and teenagers customers.
- 2. Market Place Thonglo**, the company had extended land lease agreement with landlord, and planned to redevelop a project with value approximatedly 1,000 Million Baht. We planned to start operation in late of Year 2019. At this moment we were in the process of tenants relocation to temporary land. This could slightly lower revenue of project.
- 3. Market Place Nanglinchee**, the company had redeveloped this project which could add triple of gross leasable area that could positively generate more revenue.
- 4. Market Place Sukhaphiban 3**, the company had extended 20 years land lease and planned to renovate the project with Foodhall and additional interesting tenants to serve this market.
- 5. Market Place Dusit**, a Greenfield project which was under construction.

In addition, the company had more under negotiation project. If there was a progress, we would inform shareholders later.

**Mr. Hangchai Akkavassakul, a representative from Thai Investors Association, provided comments as follows:**

1. Thai Investors Association had a campaign for listed company to set a dividend payment date after the company got an approval from shareholders. SF complied to this campaign as well as good corporate governance.
2. What was an investment plan of this year? Did the company receive a confirmation from partner to lease in shopping center?

**Mr. Kittinanth Sumruatruamphol, CFO and a Chairman of the joint venture company, gave the following explanation:**

Capital expenditure of Market Place Nanglinchee was around 220 Million Baht, Market Place Dusit was 300 Million Baht and Market Place Thonglo would start investing around Quarter 3-4. For Mega Bangna, total investment was 500 Million Baht which could be divided to community park and Harborland for 350 Million Baht expecting to open in Quarter 1, 2019.

We already received a confirmation from tenants from Marvel Experience (Entertainment business which had superhero characters from Disney) and Harborland (Edutainment operator from Chonburi providing playground for 5-15 years customers and family-oriented activities).

**Mr. Apichai Chokechuleekorn, a shareholder, provided comments as follows:**

Esplanade shopping center should provide ground floor parking for WE Fitness members for more convenient.

**Mr. Oranop Jantaraprapa, the Chairman, took it into consideration for improvement.**

**A shareholder, provided comments as follows:**

Please provide progress on Mega Rangsit Project with IKEA.

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

IKEA Group had 2 entities which were 1) IKANO, a developer company that did joint venture with SF at Bangna and Rangsit 2) IKEA, an operating company of IKEA Store by leased area in shopping center. For IKEA Store, they had planned to expand one location a year. They started operating an IKEA Store in Kuala Lumpur in MY Town shopping center previous year then this year they would open in Bangyai. While in Mega Rangsit we were in the process of negotiation with IKEA and we expected there will be an update on a new city plan this year. We were developing a concept and master plan for Rangsit development. This area we owned larger area than Mega Bangna for supporting further development in the next 10 years. Lastly Mega Bangna was also in the process of developing to Mega City.

**A shareholder, provided comments as follows:**

Bang Yai Project was cancelled because of land shortage. Did Rangsit project acquired enough land as we planned?

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

Rangsit project had 900 Rais on hand which triple-sized of Mega Bangna.

**A shareholder, provided comments as follows:**

Please attached directors' picture in Annual Report.

**Mr. Oranop Jantaraprapa, the Chairman, took it into consideration for improvement.**

**A shareholder, provided comments as follows:**

Could Mega Bangna grow in the future because leasable area had already increased.

**Mr. Kittinanth Sumruatruamphol, CFO and a Chairman of the joint venture company, gave the following explanation:**

We expected that Mega Bangna could have double digit growth in this 2-3 years because of the expansion mentioned earlier. For this year, Marvel Experience would start operating moreover there were renewal around 500 tenants contract during mid of this year with an expectation of 5% growth which will positively effect full year income statement of year 2019. In addition,

Harborland development would start operating in year 2019 as well. Currently, we were in a process of 1-2 development in the future to create further growth of Mega Bangna.

**Mr. Sukchai Skulsrimontri, a shareholder, provided comments as follows:**

1. Why rental income did not growth?
2. What did 'Share of profit from joint venture' come from?
3. What was a plan to deal with land in Bangyai? Did the company record sales transaction of this land?
4. Please inform development plan of land in Klong no. 5.
5. With reference to NCPO Announcements to grant shareholder right to call for shareholder meeting, why there was no 'change in Articles of Association' agenda in this meeting?

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

1. Mega Bangna had a 5% per year increase, while other shopping centers increased 15% every 3 years. The company planned to adjust increasing rate to be the same of Mega Bangna.
2. Share of profit from joint venture was from Mega Bangna.
3. Land in Bangyai was not sold yet because of price negotiation. Currently we were in a process of negotiation with partner.
4. Mega Rangsit had a development plan as Mr.Nopporn mentioned earlier.
5. The company took it into consideration.

**Mr. Sutat, a shareholder, provided comments as follows:**

How much the company invested in Bangyai? What was a size of land? How much would the company like to propose?

**Mr. Oranop Jantaraprapa, the Chairman, gave the following explanation:**

The company owned around 50 Rais of land with a propose price of 100,000 Baht per square wah. However we could not inform land cost for business purpose.

**Mr. Nakorn Phraprasert, a shareholder, provided comments as follows:**

The company did not extend land lease in Piyarom Place project in Sukhumvit 101/1, would this effect a lot to company revenue?

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

Because landlord of this plot of land sold the land to Magnolia Company which had plan to develop a mixed use project of a combination of condominium, office and retail. Therefore the company did not extend land lease contract. And Magnolia would like to buyback the project one year earlier on land lease expiration date around September 2018 which could generate a profit of 12 Million Baht this year.

**Mr. Kriangkamol Teerasuksophon, a shareholder, provided comments as follows:**

Currently there was a big change in shopping behavior from 'offline' to 'online', large-scale of shopping centers had a supporting plan in 5-7 years ahead. What about the plan of the company?

**Mr. Oranop Jantaraprapa, the Chairman, gave the following explanation:**

At present there were both online and offline shopping behavior. In Europe and U.S., online shopping value was 10% of total retail which could be divided to purely online for 5% and a combination of online and offline for another 5% such as ordering by online and picking up at store. For Thailand online shopping value was approximately 0.8% of total retail. Currently there were some problems on online shopping experience for example different color and material from online pictures, returning policy and cheating and fraud. Overall retail market in US, shopping center area was around 2.8 square meter to population which higher than U.K. for 5 times and Thailand for 10 times.



Most of shopping centers in Thailand located in central business district, from MBK Center to Emporium there were 17 shopping centers located on the same road. Moreover in the future, upcoming shopping centers were about to operate in surrounded area such as Samyan Mitrtown, Central Dusit and One Bangkok. While new shopping center on Bangna-Trad junction might be delayed. In summary, online-offline shopping behavior was not that critical however the company closely took this topic in consideration.

**Mr. Kriangkamol Teerasuksophon, a shareholder, provided comments as follows:**

Did you have information about online shopping of IKEA?

**Mr. Kittinanth Sumruatruamphol, CFO and a Chairman of the joint venture company, gave the following explanation:**

We had no information from IKEA but we foresaw low number of online shopping because IKEA customers normally wanted to experience real products.

**A shareholder, provided comments as follows:**

1. Competition in shopping center currently increased, what was an occupancy rate of the company and how about the target?

2. How would you manage car traffic in Mega Bangna after expansion?

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

1. At present the company had 93% occupancy rate, which we targeted at 95%. This decrease was mainly from contract termination of anchor tenant around 10,000 sq.m.

**Mr. Kittinanth Sumruatruamphol, CFO and a Chairman of the joint venture company, gave the following explanation:**

2. In Mega Bangna, we invested approximately 100 Million Baht in new ring road to increase traffic flow to Kanchanapisek Road, constructed new parking building around 1,000 cars, no double-parking allowed in parking lots and negotiated with Expressway Authority of Thailand (EXAT) to construct u-turn bridge in front of Mega Bangna which was in consideration of EXAT.

**A shareholder, provided comments as follows:**

With reference to Opportunity Day presentation in SET, management informed that Mega Rangsit might start in 4-5 years ahead. How would you manage cash flow if IKEA wanted to expand in the next year? Did you have to increase capital?

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

Normally IKEA spent 3 years to develop project after a solid plan. Currently IKEA concentrated in Malaysia market situation, so we did not have a clear plan yet.

**Mr. Sukchai Skulsrimontri, a shareholder, provided comments as follows:**

Refer to Agenda Item 5 to consider and approve the remuneration of the directors, why total number of votes was less than other voting agenda?

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

Because in Agenda Item 5, directors who held shares were classified to interest persons, To comply with corporate good governance, votes of persons with interest would be excluded.

**The Meeting adjourned at** 4:00 p.m.

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

**Agenda No.2** To consider the year 2018 annual report and approving the financial statements for the year ended December 31<sup>st</sup>, 2018 (The Details are enclosed in the 2018 Annual Report and 2018 Financial Statement CD.)

**Agenda No.3** To consider approving the dividend payment and set the legal reserve for the operating results of the year 2018

**Dividend Policy**

Agreed to abstain of allocation of the profit for the Year 2018 the Company has the remaining legal reserve at the amount of Baht 177,666,690, equivalent to 10 percent of the registered capital which is comply by the law.

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 2018, the Company deemed it would be appropriate to proposed the dividend payment for the year 2018 at a rate of Baht 0.30 per share by divided into 2 parts as follows:

- 1) Stock dividend payment at a rate of 5 existing ordinary shares to 1 dividend share or equal to a cash dividend of Baht 0.20 per 1 ordinary share.
- 2) Cash dividend payment at a rate of 0.10 per 1 ordinary share.

| Dividend Information                     |                | Consolidated |          |          |
|--|----------------|--------------|----------|----------|
|  |                | 2016         | 2017     | 2018     |
| Net Profit*                              | (Million Baht) | 424.2        | 499.5    | 482.4    |
| Net Profit per share                     | (Baht)         | 0.24         | 0.28     | 0.27     |
| Dividend per share                       | (Baht)         | 0.20         | 0.25     | 0.30     |
| Percentage of dividend to Net profit (%) |                | 84%          | 89%      | 111%     |
| Dividend payment amount (Million Baht)   |                | 355.3        | 444.2    | 533.0    |
| Share amount (Million Shares)            |                | 1,776.61     | 1,776.61 | 1,776.61 |

\*Recurring profit excludes the profit from fair value adjustment as Notes to the Company Financial Statement No.32

**Dividend's Ratio**

|   |      |            |
|---|------|------------|
| Stock dividend payment (5 Existing ordinary shares : 1 dividend share) ** | 0.20 | Baht/Share |
| Cash dividend payment   | 0.10 | Baht/Share |
| Total of Dividend payment ***   | 0.30 | Baht/Share |
| Total Dividend (0.30 Baht per share time 1,776,607,541 shares)            | 533  | Million    |
| Dividend's Percent of net profit  | 111% |            |

**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 0.20 per share.

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

## Dividend Payment Date

| No. | Date                                     | Detail                |
|-----|--|-----------------------|
| 1   | Monday, April 1 <sup>st</sup> , 2019     | Exclude Dividend (XD) |
| 2   | Tuesday, April 2 <sup>nd</sup> , 2019    | Record Date           |
| 3   | Wednesday, April 17 <sup>th</sup> , 2019 | Dividend payment      |
| 4   | Monday, April 22 <sup>nd</sup> , 2019    | 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 1,776,618,036 to Baht 1,776,607,541 by eliminating the registered ordinary shares remaining from the allocation of ordinary shares for supporting the stock dividend regarding to the resolution of Y2015 AGM in totaling of 10,495 shares with a par value of Baht 1 each.

|  |                      |
|--|----------------------|
| Registered capital of the Company                    | 1,776,618,036        |
| Total of registered capital of the Company's paid up | (1,776,607,541)      |
| Surplus of registered capital of the Company         | <u>10,495</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 1,776,607,541 to Baht 2,131,929,050 by issuance of 355,321,509 ordinary shares with a par value of Baht 1 each, totaling Baht 355,321,509.

|   |                      |      |
|---|----------------------|------|
| Registered capital of the Company                 | 1,776,618,036        | Baht |
| Capital Decrease                                  | (10,495)             | Baht |
| Registered capital of the Company after decreased | 1,776,607,541        | Baht |
| Dividend payment by ordinary shares (Ratio 5 : 1) | 355,321,509          | Baht |
| Registered capital of the Company after increased | <u>2,131,929,050</u> | Baht |

And to approve allotment of 355,321,509 ordinary shares with a par value of Baht 1 each, totaling Baht 355,321,509 the details of which are as follows:

#### Details of Allotment

| Allotted to           | Number<br>(Shares)        | Ratio<br>(Old:New) | Sale price<br>per share<br>(Baht) | Subscription and payment period   | Note           |
|-----------------------|---------------------------|--------------------|-----------------------------------|-----------------------------------|----------------|
| Existing shareholders | Not exceed<br>355,321,509 | 5:1                | 0                                 | To reserve for the stock dividend | Stock dividend |

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

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

|            |                      |               |        |
|------------|----------------------|---------------|--------|
| "Clause 4. | Registered capital   | 1,776,607,541 | Baht   |
|            | Divided to           | 1,776,607,541 | Shares |
|            | Value of shares each | 1             | Baht   |
|            | Separate to          |               |        |
|            | Ordinary Shares      | 1,776,607,541 | 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   | 2,131,929,050 | Baht   |
|            | Divided to           | 2,131,929,050 | Shares |
|            | Value of shares each | 1             | Baht   |
|            | Separate to          |               |        |
|            | Ordinary Shares      | 2,131,929,050 | Shares |
|            | Preference Shares    | -             | Shares |

**Agenda No.7** To consider appointing the succeeding directors to replace the directors 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. Mrs. Nantiya Montriwat
2. Mrs. Sabaithip Suntaros
3. Mr. Somnuk Pojkasemsin
4. Miss. Thitapat Issarapornpat

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 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 Mrs. Nantiya Montriwat  
 Age 71 years  
 Nationality Thai  
 Status Married



Education • M.A. (Actuarial Science), University of Manitoba, Canada  
 • B.A. (Accounting), Chulalongkorn University

Certified Program • Director Certification Program (DCP) In 2000, Thai Institute of Directors Association (IOD)  
 • Audit Committee Program (ACP) In 2005, Thai Institute of Directors Association (IOD)

## Experience

- 2003 – Present: Chairman of the Audit Committee and Independent Director, Siam Future Development Plc
- 2008 – Present: Director, Thai Samut Asset Co., Ltd.
- 2007 – Present: Chairman, Muang Thai Management Security Guard Co., Ltd.
- 2007 – 2015: Director, Muang Thai Real Estate PCL.
- 2004 – 2008: Advisor to the President, Muang Thai Life Assurance Co., Ltd.
- 2000 – 2003: Senior Executive Vice President, Muang Thai Life Assurance Co., Ltd.
- 1999 – 2008: Director, Muang Thai Life Assurance Co., Ltd.
- 1999 – 2004: Director, Muang Thai Holding Co., Ltd.

Director Proposal Chairman of the Audit Committee and Independent Director, which approved by remuneration committee

Legally Controversy No such case during the last 10 years

Period of Director in Company 15 years

Attending in 2018 Meeting Board of Director Meeting 6/6 times

Shareholding 0.29% (Book closing on 28<sup>th</sup> December 2018)

Position as Director/Management in other Listed company 1

1. Muang Thai Real Estate PCL.

Position as Director/Management in other company 2

1. Muang Thai Management Security Guard Co., Ltd.

2. Thai Samut Asset Co., Ltd.

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** Ms. Sabaithip Suntaros

**Age** 72 years

**Nationality** Thai

**Status** Married



**Education** • B.A. (Accounting), Chulalongkorn University

**Certified Program** • Director Accreditation Program (DAP) in 2005, Thai Institute of Directors Association (IOD)  
• Audit Committee Program (ACP) in 2005, Thai Institute of Directors Association (IOD)

### Experience

- 2003 – Present: Member of Audit Committee and Independent Director, Siam Future Development Plc.
- 2009 – 2016: Independent Director, Hua Seng Heng Gold Futures Co., Ltd
- 2003 – 2006: Member of working group, TISCO Charity Foundation
- 2001 – 2002: Senior Vice President Custodian Services, TISCO Finance Plc.
- 1997 – 2001: Senior Vice President Financial Division, TISCO Finance Plc.

**Director Proposal** Member of Audit Committee and Independent Director, which approved by remuneration committee

**Legally Controversy** No such case during the last 10 years

**Period of Director in Company** 15 years

**Attending in 2018 Meeting** Board of Director Meeting 6/6 times

**Shareholding** 0.07% (Book closing on 28<sup>th</sup> December 2018)

**Position as Director/Management in other Listed company** None

**Position as Director/Management in other company** 1

1.Hua Seng Heng Gold Futures Co., Ltd

**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. Somnuk Pojkasemsin

**Age** 61 years

**Nationality** Thai

**Status** Married



**Education**

- M.S. (Accounting), Thammasat University
- B.A. (Accounting), Chulalongkorn University

**Certified Program** • Director Accreditation Program (DAP) in 2005, Thai Institute of Directors Association (IOD)

### Experience

|                 |  |
|-----------------|--|
| 2002 – Present: | Director, Executive director and President, Siam Future Development Plc.         |
| 2008 – Present: | Director SF Development Co., Ltd.  |
| 2007 – Present: | Director Siam Future Management Co., Ltd.  |
| 2004 – Present: | Director Ekkamai Lifestyle Center Co., Ltd.                                      |
| 2004 – Present: | Director Siam Future Property Co., Ltd.  |
| 2004 – Present: | Director Petchkasem Power Center Co., Ltd.                                       |
| 2001 – 2002:    | Corporate Services Group Director, Motivation Asia (Thailand) Co., Ltd.          |
| 1991 – 1999:    | Senior Vice President Internal Affair International Engineering Public Co., Ltd. |
| 1988 – 1991:    | Finance Manager Bangkok Weaving Mills Co., Ltd.                                  |
| 1985 – 1988:    | Cost Accountant Laemthong Corporation Group Co., Ltd.                            |
| 1980 – 1985:    | Senior Auditor SGV-Na Thalang office Co., Ltd.                                   |

**Director Proposal** Director, Executive director and President, which approved by remuneration committee

**Legally Controversy** No such case during the last 10 years

**Period of Director in Company** 17 years

**Attending in 2018 Meeting** Board of Director Meeting 6/6 times

**Shareholding** 0.20% (Book closing on 28<sup>th</sup> December 2018)

**Position as Director/Management in other Listed company** None

**Position as Director/Management in other company** 5

- |                                       |                                      |
|---------------------------------------|--------------------------------------|
| 1. SF Development Co., Ltd.           | 4. Siam Future Property Co., Ltd.    |
| 2. Siam Future Management Co., Ltd.   | 5. Petchkasem Power Center Co., Ltd. |
| 3. Ekkamai Lifestyle Center Co., Ltd. |                                      |

**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** Miss.Thitapat Issapornbpat

**Age** 50 years

**Nationality** Thai

**Status** Single



**Education**

- M.A. (Accounting), Chulalongkorn University
- B.A. (Accounting), Ramkhamhaeng University

**Certified Program** • Director Certification Program (DAP) in 2011, Thai Institute of Directors Association (IOD)

### Experience

|                |  |                                      |
|----------------|--|--------------------------------------|
| 2013 – Present | Director   | Siam Future Development PLC.         |
| 2013 – Present | Chief Financial Officer<br>and Company Secretary | Major Cineplex Group PLC.            |
| 2018 – Present | Director   | Mtel (Thailand) Co.,Ltd.             |
| 2016 – Present | Director   | CJ Major Entertainment Co., Ltd.     |
| 2013 – Present | Director   | Major Kantana Broadcasting Co., Ltd. |
| 2012 – Present | Director   | M Pictures Entertainment Plc.        |
| 2011 – Present | Director   | Thaiticket Major Co., Ltd.           |
| 2011 – Present | Director   | EGV Entertainment Plc.               |

**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 2018 Meeting** Board of Director Meeting 6/6 times

**Shareholding** 0.00% (Book closing on 28<sup>th</sup> December 2018)

**Position as Director/Management in other Listed company** 3

1. Major Cineplex Group PLC.
2. M Picture Entertainment PLC.
3. EGV Entertainment PLC.

**Position as Director/Management in other company** 4

1. Mtel (Thailand) Co.,Ltd.
2. CJ Major Entertainment Co., Ltd.
3. Major Kantana Broadcasting Co., Ltd.
4. Thaiticket Major Co., Ltd.

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



**Agenda No.8** To approve the Board of Directors' remuneration

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 2019 not exceed baht 7.5 million.

Opinion of the Board of Directors : Agreed to determine remuneration of the director in amount baht 7.5 million. In order that, the Board of Directors see as Appropriate to propose an agenda for Shareholder's approving

In order that, the table belows show remuneration of the director in year 2018, in amount of baht 5,945,000 assigned to committees which not more than 7.5 Million Baht per year, details are as the following:

|       | Board of Director             | Position   | Year 2017<br>Amount<br>(Baht) | Meeting<br>in 2018 | Year 2018<br>Amount<br>(Baht) |
|-------|-------------------------------|--|-------------------------------|--------------------|-------------------------------|
| 1     | Mr.Oranop Jantaraprapa        | Chairman   | 600,000                       | 6/6                | 600,000                       |
| 2     | Mr.Pongkit Suttapong          | Vice Chairman  | 360,000                       | 6/6                | 360,000                       |
| 3     | Mr.Nopporn Witoonchart        | Director   | 360,000                       | 6/6                | 360,000                       |
| 4     | Mr.Somnuk Pojkasemsin         | Director   | 360,000                       | 6/6                | 360,000                       |
| 5     | Mr.Kittinanth Sumruatruamphol | Director   | 360,000                       | 6/6                | 360,000                       |
| 6     | Mr.Vicha Poolvaraluck         | Director   | 480,000                       | 6/6                | 480,000                       |
| 7     | Mr.Verawat Ongvasith          | Director   | 480,000                       | 6/6                | 480,000                       |
| 8     | Ms.Thitaphat Issarapornpat    | Director   | 480,000                       | 6/6                | 480,000                       |
| 9     | Mr.Chai Jaroongtanapibarn     | Independent Director                                       | 480,000                       | 6/6                | 480,000                       |
| 10    | Mrs.Nantiya Montriwat         | Independent Director<br>and Chairman of Audit<br>Committee | 720,000                       | 6/6                | 720,000                       |
| 11    | Mrs.Sabaithip Suntaros        | Independent Director<br>and Member of Audit<br>Committee   | 660,000                       | 6/6                | 660,000                       |
| 12    | Mr.Dej Bulsuk*                | Independent Director<br>and Member of Audit<br>Committee   | 660,000                       | 1/6                | 110,000                       |
| 13    | Mr. Woravit Chailimpamontri   | Independent Director<br>and Member of Audit<br>Committee   | -                             | 4/6                | 495,000                       |
| Total |                               |  | 6,000,000                     |                    | 5,945,000                     |

**Remark:** \* Mr.Dej Bulsuk has passed away on February 23<sup>th</sup> 2018, the Board of Directors appointed Mr. Woravit Chailimpamontri to replace the vacant position on March 22<sup>nd</sup> 2018.

**Agenda No.9** To consider appointing the auditor for the year 2019 and to determine the auditor fee

To appoint the company's auditors for the year 2019 named Mr. Kajornkiet Aroonpirodkul Certified Public Accountant (Thailand) No. 3445, Mr. Chanchai Chaiprasit Certified Public Accountant (Thailand) No. 3760 and Mr. Paiboon Tunkoonl Certified Public Accountant (Thailand) No. 4298 of PricewaterhouseCoopers ABAS Ltd. with the amount Baht 855,000. In the absence of the above-named auditors, PricewaterhouseCoopers ABAS Ltd., is authorized to identify one other Certified Public Accountant within PricewaterhouseCoopers ABAS Ltd. To carry out the work.

|                          | Pricewaterhouse Coopers ABAS |         |         |
|--------------------------|------------------------------|---------|---------|
|                          | 2017                         | 2018    | 2019    |
| Annual audit fee         | 460,000                      | 460,000 | 483,000 |
| Quarter review audit fee | 353,000                      | 353,000 | 372,000 |
| Total Audit fee          | 813,000                      | 813,000 | 855,000 |
| Non-audit fee            | -                            | -       | -       |

Opinion of the Audit Committees : Agreed to appoint Mr. Kajornkiet Aroonpirodkul Certified Public Accountant (Thailand) No. 3445, Mr. Chanchai Chaiprasit Certified Public Accountant (Thailand) No. 3760 and Mr. Paiboon Tunkoonl Certified Public Accountant (Thailand) No. 4298 of PricewaterhouseCoopers ABAS Ltd as the Company's auditor for the Year 2019 with the amount Baht 855,000., due to the fact that the auditors have efficiency worked. In the absence of the above-named auditors, PricewaterhouseCoopers ABAS Ltd. Is authorized to identify one other Certified Public Accountant within PricewaterhouseCoopers ABAS Ltd. To carry out the work.

Opinion of the Board of Directors: Agreed to appoint Mr. Kajornkiet Aroonpirodkul Certified Public Accountant (Thailand) No. 3445, Mr. Chanchai Chaiprasit Certified Public Accountant (Thailand) No. 3760 and Mr. Paiboon Tunkoonl Certified Public Accountant (Thailand) No. 4298 of PricewaterhouseCoopers ABAS Ltd as the Company's auditor for the Year 2019 with the amount Baht 855,000. In the absence of the above-named auditors, PricewaterhouseCoopers ABAS Ltd. Is authorized to identify one other Certified Public Accountant within PricewaterhouseCoopers ABAS Ltd. To carry out the work.

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.

1 March 2019

Subject: Appointment of Proxy for the Annual General Meeting of Shareholders 2019

To: All shareholders

According to a determination for date of the Annual General Meeting of Siam Future Development Plc's shareholders 2019 to be held on Tuesday 26<sup>th</sup> March 2019 at 3:00 p.m. at Esplanade Cineplex 5, 3<sup>rd</sup> 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.Sabaithip Suntaros, Independent director and the member of audit committee, or Mr. Woravit Chailimpamontri, 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.Sabaithip Suntaros, Independent director and the member of audit committee, or Mr. Woravit Chailimpamontri, 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,

(Mr.Rattipoom Sutapakul)

Company Secretary

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

|  |  |  |  |                              |                |          |                            |                |          |  |             |          |                             |             |                          |                                    |             |  |                                    |             |          |                           |             |          |                              |
|--|--|--|--|------------------------------|----------------|----------|----------------------------|----------------|----------|--|-------------|----------|-----------------------------|-------------|--------------------------|------------------------------------|-------------|--|------------------------------------|-------------|----------|---------------------------|-------------|----------|------------------------------|
| 1. Name – Surname  | Mrs. Nantiya Montriwat   |  |  |                              |                |          |                            |                |          |  |             |          |                             |             |                          |                                    |             |  |                                    |             |          |                           |             |          |                              |
| 2. Age   | 71 years   |  |  |                              |                |          |                            |                |          |  |             |          |                             |             |                          |                                    |             |  |                                    |             |          |                           |             |          |                              |
| 3. Address   | 161 Petchkasem Road, Bangwa, Paseecharoen, Bangkok   |  |  |                              |                |          |                            |                |          |  |             |          |                             |             |                          |                                    |             |  |                                    |             |          |                           |             |          |                              |
| 4. Current Position  | Independent director , Chairman of the Audit Committee   |  |  |                              |                |          |                            |                |          |  |             |          |                             |             |                          |                                    |             |  |                                    |             |          |                           |             |          |                              |
| 5. Family relationship with management                     | - None -   |  |  |                              |                |          |                            |                |          |  |             |          |                             |             |                          |                                    |             |  |                                    |             |          |                           |             |          |                              |
| 6. Education   | Master degree, (Actuarial Science), University of Manitoba, Canada.<br>Bachelor degree, (Statistics), Chulalongkorn University   |  |  |                              |                |          |                            |                |          |  |             |          |                             |             |                          |                                    |             |  |                                    |             |          |                           |             |          |                              |
| 7. Course of Thai Institute of Directors Association (IOD) | Director Certification Program (DCP) in 2000<br>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%;">Independent Director and Chairman of the Audit Committee</td> <td style="width: 40%;">Siam Future Development Plc.</td> </tr> <tr> <td>2008 - Present</td> <td>Director</td> <td>Thai Samut Asset Co., Ltd.</td> </tr> <tr> <td>2007 - Present</td> <td>Chairman</td> <td>Muang Thai Management Security Guard Co., Ltd.</td> </tr> <tr> <td>2007 - 2015</td> <td>Director</td> <td>Muang Thai Real Estate Plc.</td> </tr> <tr> <td>2004 – 2008</td> <td>Advisor to the President</td> <td>Muang Thai Life Assurance Co.,Ltd.</td> </tr> <tr> <td>2000 - 2003</td> <td>Senior Executive Vice President Director</td> <td>Muang Thai Life Assurance Co.,Ltd.</td> </tr> <tr> <td>1999 - 2008</td> <td>Director</td> <td>Muang Thai Insurance Plc.</td> </tr> <tr> <td>1999 – 2004</td> <td>Director</td> <td>Muang Thai Holding Co., Ltd.</td> </tr> </table> | 2003 - Present                                 | Independent Director and Chairman of the Audit Committee | Siam Future Development Plc. | 2008 - Present | Director | Thai Samut Asset Co., Ltd. | 2007 - Present | Chairman | Muang Thai Management Security Guard Co., Ltd. | 2007 - 2015 | Director | Muang Thai Real Estate Plc. | 2004 – 2008 | Advisor to the President | Muang Thai Life Assurance Co.,Ltd. | 2000 - 2003 | Senior Executive Vice President Director | Muang Thai Life Assurance Co.,Ltd. | 1999 - 2008 | Director | Muang Thai Insurance Plc. | 1999 – 2004 | Director | Muang Thai Holding Co., Ltd. |
| 2003 - Present   | Independent Director and Chairman of the Audit Committee   | Siam Future Development Plc.                   |  |                              |                |          |                            |                |          |  |             |          |                             |             |                          |                                    |             |  |                                    |             |          |                           |             |          |                              |
| 2008 - Present   | Director   | Thai Samut Asset Co., Ltd.                     |  |                              |                |          |                            |                |          |  |             |          |                             |             |                          |                                    |             |  |                                    |             |          |                           |             |          |                              |
| 2007 - Present   | Chairman   | Muang Thai Management Security Guard Co., Ltd. |  |                              |                |          |                            |                |          |  |             |          |                             |             |                          |                                    |             |  |                                    |             |          |                           |             |          |                              |
| 2007 - 2015  | Director   | Muang Thai Real Estate Plc.                    |  |                              |                |          |                            |                |          |  |             |          |                             |             |                          |                                    |             |  |                                    |             |          |                           |             |          |                              |
| 2004 – 2008  | Advisor to the President   | Muang Thai Life Assurance Co.,Ltd.             |  |                              |                |          |                            |                |          |  |             |          |                             |             |                          |                                    |             |  |                                    |             |          |                           |             |          |                              |
| 2000 - 2003  | Senior Executive Vice President Director   | Muang Thai Life Assurance Co.,Ltd.             |  |                              |                |          |                            |                |          |  |             |          |                             |             |                          |                                    |             |  |                                    |             |          |                           |             |          |                              |
| 1999 - 2008  | Director   | Muang Thai Insurance Plc.                      |  |                              |                |          |                            |                |          |  |             |          |                             |             |                          |                                    |             |  |                                    |             |          |                           |             |          |                              |
| 1999 – 2004  | Director   | Muang Thai Holding Co., Ltd.                   |  |                              |                |          |                            |                |          |  |             |          |                             |             |                          |                                    |             |  |                                    |             |          |                           |             |          |                              |
| 9. Criminal record in the past 10 years                    | - None -   |  |  |                              |                |          |                            |                |          |  |             |          |                             |             |                          |                                    |             |  |                                    |             |          |                           |             |          |                              |
| 10. Interest in AGM 2019's agenda                          | <u>Agenda No.8</u> To approve the Board of Directors' remuneration   |  |  |                              |                |          |                            |                |          |  |             |          |                             |             |                          |                                    |             |  |                                    |             |          |                           |             |          |                              |
| 11. Shareholding of Siam Future Development Plc            | 0.29% (Book closing at 28 <sup>th</sup> December 2018)   |  |  |                              |                |          |                            |                |          |  |             |          |                             |             |                          |                                    |             |  |                                    |             |          |                           |             |          |                              |

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

|  |   |   |  |                              |             |                      |   |             |                            |                          |             |   |                    |             |   |                    |
|--|---|---|--|------------------------------|-------------|----------------------|---|-------------|----------------------------|--------------------------|-------------|---|--------------------|-------------|---|--------------------|
| 1. Name – Surname  | Mrs. Sabaithip Suntaros   |   |  |                              |             |                      |   |             |                            |                          |             |   |                    |             |   |                    |
| 2. Age   | 72 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   | Bachelor degree , (Accounting), Chulalongkorn University  |   |  |                              |             |                      |   |             |                            |                          |             |   |                    |             |   |                    |
| 7. Course of Thai Institute of Directors Association (IOD) | Directors Accreditation Program (DAP) in 2005<br>Audit Committee Program (ACP) in 2005  |   |  |                              |             |                      |   |             |                            |                          |             |   |                    |             |   |                    |
| 8. Work Experience   | <table border="0" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 15%; border-bottom: 1px solid black;">2003 – present</td> <td style="width: 40%; border-bottom: 1px solid black;">Independent Director<br/>and Member of Audit<br/>Committee</td> <td style="width: 45%; border-bottom: 1px solid black;">Siam Future Development Plc.</td> </tr> <tr> <td style="border-bottom: 1px solid black;">2009 – 2016</td> <td style="border-bottom: 1px solid black;">Independent Director</td> <td style="border-bottom: 1px solid black;">Hua Seng Heng Gold Futures Co.,<br/>Ltd.</td> </tr> <tr> <td style="border-bottom: 1px solid black;">2003 – 2006</td> <td style="border-bottom: 1px solid black;">Member of working<br/>group</td> <td style="border-bottom: 1px solid black;">TISCO Charity Foundation</td> </tr> <tr> <td style="border-bottom: 1px solid black;">2001 - 2002</td> <td style="border-bottom: 1px solid black;">Senior Vice President<br/>Custodian Services</td> <td style="border-bottom: 1px solid black;">TISCO Finance Plc.</td> </tr> <tr> <td style="border-bottom: 1px solid black;">1997 - 2001</td> <td style="border-bottom: 1px solid black;">Senior Vice President<br/>Finance Division</td> <td style="border-bottom: 1px solid black;">TISCO Finance Plc.</td> </tr> </table> | 2003 – present                          | Independent Director<br>and Member of Audit<br>Committee | Siam Future Development Plc. | 2009 – 2016 | Independent Director | Hua Seng Heng Gold Futures Co.,<br>Ltd. | 2003 – 2006 | Member of working<br>group | TISCO Charity Foundation | 2001 - 2002 | Senior Vice President<br>Custodian Services | TISCO Finance Plc. | 1997 - 2001 | Senior Vice President<br>Finance Division | TISCO Finance Plc. |
| 2003 – present   | Independent Director<br>and Member of Audit<br>Committee  | Siam Future Development Plc.            |  |                              |             |                      |   |             |                            |                          |             |   |                    |             |   |                    |
| 2009 – 2016  | Independent Director  | Hua Seng Heng Gold Futures Co.,<br>Ltd. |  |                              |             |                      |   |             |                            |                          |             |   |                    |             |   |                    |
| 2003 – 2006  | Member of working<br>group  | TISCO Charity Foundation                |  |                              |             |                      |   |             |                            |                          |             |   |                    |             |   |                    |
| 2001 - 2002  | Senior Vice President<br>Custodian Services   | TISCO Finance Plc.                      |  |                              |             |                      |   |             |                            |                          |             |   |                    |             |   |                    |
| 1997 - 2001  | Senior Vice President<br>Finance Division   | TISCO Finance Plc.                      |  |                              |             |                      |   |             |                            |                          |             |   |                    |             |   |                    |
| 9. Criminal record in the past 10 years                    | - None -  |   |  |                              |             |                      |   |             |                            |                          |             |   |                    |             |   |                    |
| 10. Interest in AGM 2019's agenda                          | <u>Agenda No.8</u> To approve the Board of Directors' remuneration  |   |  |                              |             |                      |   |             |                            |                          |             |   |                    |             |   |                    |
| 11. Shareholding of Siam Future Development PLC            | 0.07% (Book closing at 28 <sup>th</sup> December 2018)  |   |  |                              |             |                      |   |             |                            |                          |             |   |                    |             |   |                    |

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

|  |   |   |   |   |                |                      |               |                |   |                            |                |                                 |   |                |          |  |
|--|---|---|---|---|----------------|----------------------|---------------|----------------|---|----------------------------|----------------|---------------------------------|---|----------------|----------|--|
| 1. Name – Surname  | Mr. Woravit Chailimpamontri   |   |   |   |                |                      |               |                |   |                            |                |                                 |   |                |          |  |
| 2. Age   | 50 years  |   |   |   |                |                      |               |                |   |                            |                |                                 |   |                |          |  |
| 3. Address   | 308/20-21 Phaya Nak Road, Si Yaek Mahanak, Dusit, Bangkok   |   |   |   |                |                      |               |                |   |                            |                |                                 |   |                |          |  |
| 4. Current Position  | Independent Director , Member of Audit Committee  |   |   |   |                |                      |               |                |   |                            |                |                                 |   |                |          |  |
| 5. Family relationship with management                     | - None -  |   |   |   |                |                      |               |                |   |                            |                |                                 |   |                |          |  |
| 6. Education   | M.B.A. in International Business, Schiller International University, London, England<br>B.A. (Marketing), Bangkok University  |   |   |   |                |                      |               |                |   |                            |                |                                 |   |                |          |  |
| 7. Course of Thai Institute of Directors Association (IOD) | Director Certification Program (DCP) in 2008<br>Advanced Audit Committee Program (AACP) in 2018   |   |   |   |                |                      |               |                |   |                            |                |                                 |   |                |          |  |
| 8. Work Experience   | <table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 15%;">2018 – Present</td> <td style="width: 45%;">Independent Director and<br/>Member of the Audit Committee</td> <td style="width: 40%;">Siam Future Development Plc.<br/>Shopping Center Developer</td> </tr> <tr> <td>2018 – Present</td> <td>Independent Director</td> <td>2S Metal Plc.</td> </tr> <tr> <td>2017 – Present</td> <td>Independent Director and<br/>Chairman of the Audit Committee</td> <td>National Power Supply Plc.</td> </tr> <tr> <td>2017 – Present</td> <td>Director and Executive Director</td> <td>International Research Corporation Plc.</td> </tr> <tr> <td>2015 – Present</td> <td>Director</td> <td>Thailand-Cambodia Friendship Association</td> </tr> </table> | 2018 – Present  | Independent Director and<br>Member of the Audit Committee | Siam Future Development Plc.<br>Shopping Center Developer | 2018 – Present | Independent Director | 2S Metal Plc. | 2017 – Present | Independent Director and<br>Chairman of the Audit Committee | National Power Supply Plc. | 2017 – Present | Director and Executive Director | International Research Corporation Plc. | 2015 – Present | Director | Thailand-Cambodia Friendship Association |
| 2018 – Present   | Independent Director and<br>Member of the Audit Committee   | Siam Future Development Plc.<br>Shopping Center Developer |   |   |                |                      |               |                |   |                            |                |                                 |   |                |          |  |
| 2018 – Present   | Independent Director  | 2S Metal Plc.   |   |   |                |                      |               |                |   |                            |                |                                 |   |                |          |  |
| 2017 – Present   | Independent Director and<br>Chairman of the Audit Committee   | National Power Supply Plc.                                |   |   |                |                      |               |                |   |                            |                |                                 |   |                |          |  |
| 2017 – Present   | Director and Executive Director   | International Research Corporation Plc.                   |   |   |                |                      |               |                |   |                            |                |                                 |   |                |          |  |
| 2015 – Present   | Director  | Thailand-Cambodia Friendship Association                  |   |   |                |                      |               |                |   |                            |                |                                 |   |                |          |  |
| 9. Criminal record in the past 10 years                    | - None -  |   |   |   |                |                      |               |                |   |                            |                |                                 |   |                |          |  |
| 10. Interest in AGM 2019's agenda                          | <u>Agenda No.8</u> To approve the Board of Directors' remuneration  |   |   |   |                |                      |               |                |   |                            |                |                                 |   |                |          |  |
| 11. Shareholding of Siam Future Development PLC            | 0.00% (Book closing at 28 <sup>th</sup> December 2018)  |   |   |   |                |                      |               |                |   |                            |                |                                 |   |                |          |  |

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

|  |  |                             |                      |                             |                |                                   |                     |                |  |                          |                |  |               |                |  |           |                |  |                      |                |  |                     |             |   |                 |
|--|--|-----------------------------|----------------------|-----------------------------|----------------|-----------------------------------|---------------------|----------------|--|--------------------------|----------------|--|---------------|----------------|--|-----------|----------------|--|----------------------|----------------|--|---------------------|-------------|---|-----------------|
| 1. Name - Surname  | Mr. Chai Jaroongtanapibarn   |                             |                      |                             |                |                                   |                     |                |  |                          |                |  |               |                |  |           |                |  |                      |                |  |                     |             |   |                 |
| 2. Age   | 64 years   |                             |                      |                             |                |                                   |                     |                |  |                          |                |  |               |                |  |           |                |  |                      |                |  |                     |             |   |                 |
| 3. Address   | 170 Ramkamheang 26/1 Ramkamheang, Huamak, Bangkapi, Bangkok  |                             |                      |                             |                |                                   |                     |                |  |                          |                |  |               |                |  |           |                |  |                      |                |  |                     |             |   |                 |
| 4. Current Position  | Independent Director   |                             |                      |                             |                |                                   |                     |                |  |                          |                |  |               |                |  |           |                |  |                      |                |  |                     |             |   |                 |
| 5. Family relationship with management                     | - None -   |                             |                      |                             |                |                                   |                     |                |  |                          |                |  |               |                |  |           |                |  |                      |                |  |                     |             |   |                 |
| 6. Education   | Master degree. (Accounting), Thammasat University<br>Bachelor degree. (Accounting), Chulalongkorn University   |                             |                      |                             |                |                                   |                     |                |  |                          |                |  |               |                |  |           |                |  |                      |                |  |                     |             |   |                 |
| 7. Course of Thai Institute of Directors Association (IOD) | Director Certification Program (DCP), in 2003, Thai Institute of Directors Association (IOD)<br>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%;">Independent Director</td> <td style="width: 30%;">Siam Future Development Plc</td> </tr> <tr> <td>2018 - Present</td> <td>Chairman and Independent Director</td> <td>Veranda Resort 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 Member of the Audit committee</td> <td>Siam Food Plc</td> </tr> <tr> <td>2006 – Present</td> <td>Independent Director and Member of the 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>Independent Director and Chairman of the Audit Committee</td> <td>Team Precision Plc.</td> </tr> <tr> <td>1980 – 1997</td> <td>Executive Director and Chief Financial Officer,</td> <td>The Minor Group</td> </tr> </table> | 2003 – Present              | Independent Director | Siam Future Development Plc | 2018 - Present | Chairman and Independent Director | Veranda Resort Plc, | 2002 – Present | Independent Director and Chairman of the Audit Committee | Major Cineplex Group Plc | 2007 – Present | Independent Director and Member of the Audit committee | Siam Food Plc | 2006 – Present | Independent Director and Member of the Audit committee | Oishi Plc | 2004 – Present | Independent Director and Chairman of the Audit Committee | Thai Metal Trade Plc | 2000 – Present | Independent Director and Chairman of the Audit Committee | Team Precision Plc. | 1980 – 1997 | Executive Director and Chief Financial Officer, | The Minor Group |
| 2003 – Present   | Independent Director   | Siam Future Development Plc |                      |                             |                |                                   |                     |                |  |                          |                |  |               |                |  |           |                |  |                      |                |  |                     |             |   |                 |
| 2018 - Present   | Chairman and Independent Director  | Veranda Resort Plc,         |                      |                             |                |                                   |                     |                |  |                          |                |  |               |                |  |           |                |  |                      |                |  |                     |             |   |                 |
| 2002 – Present   | Independent Director and Chairman of the Audit Committee   | Major Cineplex Group Plc    |                      |                             |                |                                   |                     |                |  |                          |                |  |               |                |  |           |                |  |                      |                |  |                     |             |   |                 |
| 2007 – Present   | Independent Director and Member of the Audit committee   | Siam Food Plc               |                      |                             |                |                                   |                     |                |  |                          |                |  |               |                |  |           |                |  |                      |                |  |                     |             |   |                 |
| 2006 – Present   | Independent Director and Member of the Audit committee   | Oishi Plc                   |                      |                             |                |                                   |                     |                |  |                          |                |  |               |                |  |           |                |  |                      |                |  |                     |             |   |                 |
| 2004 – Present   | Independent Director and Chairman of the Audit Committee   | Thai Metal Trade Plc        |                      |                             |                |                                   |                     |                |  |                          |                |  |               |                |  |           |                |  |                      |                |  |                     |             |   |                 |
| 2000 – Present   | Independent Director and Chairman of the Audit Committee   | Team Precision Plc.         |                      |                             |                |                                   |                     |                |  |                          |                |  |               |                |  |           |                |  |                      |                |  |                     |             |   |                 |
| 1980 – 1997  | Executive Director and Chief Financial Officer,  | The Minor Group             |                      |                             |                |                                   |                     |                |  |                          |                |  |               |                |  |           |                |  |                      |                |  |                     |             |   |                 |
| 9. Criminal record in the past 10 years                    | - None -   |                             |                      |                             |                |                                   |                     |                |  |                          |                |  |               |                |  |           |                |  |                      |                |  |                     |             |   |                 |
| 10. Interest in AGM 2019's agenda                          | <u>Agenda No.8</u> To approve the Board of Directors' remuneration   |                             |                      |                             |                |                                   |                     |                |  |                          |                |  |               |                |  |           |                |  |                      |                |  |                     |             |   |                 |
| 11. Shareholding of Siam Future Development PLC            | 0.00% (Book closing at 28 <sup>th</sup> December 2018)   |                             |                      |                             |                |                                   |                     |                |  |                          |                |  |               |                |  |           |                |  |                      |                |  |                     |             |   |                 |

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 follow:

หุ้นสามัญ ..... หุ้น ออกเสียงลงคะแนนได้เท่ากับ ..... เสียง  
 Common Stock shares with the right to vote for votes

(3) ขอมอบฉันทะให้

Hereby appoint

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

ถนน ..... ตำบล/แขวง ..... อำเภอ/เขต .....  
 Road Tambol / Khwaeng Amphur / Khet

จังหวัด ..... รหัสไปรษณีย์ ..... หรือ .....  
 Province Postal Code

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

ถนน ..... ตำบล/แขวง ..... อำเภอ/เขต .....  
 Road Tambol / Khwaeng Amphur / Khet

จังหวัด ..... รหัสไปรษณีย์ ..... หรือ .....  
 Province Postal Code

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้นประจำปี 2562  
 ในวันอังคารที่ 26 มีนาคม 2562 เวลา 15:00น. ณ โรงภาพยนตร์ เอสพลานาด ซีนีเพล็กซ์ 5 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 2019,  
 on Tuesday, March 26<sup>th</sup>, 2019, at 3:00 pm. at Esplanade Cineplex 5, 3<sup>rd</sup> floor, Esplanade, Ratchadapisek Road, Bangkok. Thailand.

Or at any adjournment there of.

กิจการใดที่ผู้รับมอบฉันทะกระทำไปในการประชุมนั้น ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

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

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

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

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

**หมายเหตุ**

ผู้ถือหุ้นที่มอบฉันทะ จะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าร่วมประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้  
 ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

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

โปรดติดอากรแสตมป์ 20 บาท / Please affix Baht 20 Duty Stamp



แบบหนังสือมอบฉันทะ แบบ ข. (แบบที่กำหนดรายการต่าง ๆ ที่จะมอบฉันทะที่ละเอียดชัดเจนตายตัว)

ท้ายประกาศกรมพัฒนาธุรกิจการค้า เรื่อง กำหนดแบบหนังสือมอบฉันทะ (ฉบับที่ 5) พ.ศ. 2550

Proxy Form B

เขียนที่.....  
Written at  
วันที่.....เดือน.....พ.ศ.....  
Date Month Year  
(1) ข้าพเจ้า.....สัญชาติ.....อยู่บ้านเลขที่.....ถนน.....  
I / We nationality reside at Road  
ตำบล/แขวง.....อำเภอ/เขต.....จังหวัด.....รหัสไปรษณีย์.....  
Tambol / Khwaeng Amphur / Khet Province Postal Code

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

(3) ขอมอบฉันทะให้  
Hereby appoint  
 (1) ชื่อ.....อายุ.....ปี อยู่บ้านเลขที่.....  
Mr./Mrs./Miss age years, reside at  
ถนน.....ตำบล/แขวง.....อำเภอ/เขต.....จังหวัด.....รหัสไปรษณีย์.....หรือ  
Road Tambol / Khwaeng Amphur / Khet Province Postal Code or  
 (2) ชื่อ นางนันทิยา มนต์วิวัฒน์.....อายุ.....71.....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 นางสาวไพบูย์ สุนทรส.....อายุ.....72.....ปี อยู่บ้านเลขที่.....2234/1  
Mr./Mrs./Miss 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 นายวรวิทย์ ชัยลิมนมนตรี.....อายุ.....50.....ปี อยู่บ้านเลขที่.....308/20-21.  
Mr./Mrs./Miss age years, reside at  
ถนน พญาเกล้า.....ตำบล/แขวง สีแยกมหานาค.....อำเภอ/เขต ดุสิต.....จังหวัด กทม.....รหัสไปรษณีย์.....10300.....หรือ  
Road Tambol / Khwaeng Amphur / Khet Province Postal Code or  
 (5) ชื่อ นายชัย จรุงธนาภิบาล.....อายุ.....64.....ปี อยู่บ้านเลขที่.....170.....  
Mr./Mrs./Miss age years, reside at  
ซอย รามคำแหง 26/1.....ตำบล/แขวง หัวหมาก.....อำเภอ/เขต บางกะปิ.....จังหวัด กทม.....รหัสไปรษณีย์.....10420.....หรือ  
Soi Tambol / Khwaeng Amphur / Khet Province Postal Code

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้นประจำปี 2562  
ในวันอังคารที่ 26 มีนาคม 2562 เวลา 15:00 น. ณ โรงภาพยนตร์ เอสพลานาด ซีนีเพล็กซ์ 5 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 2019 On Tuesday, March 26<sup>th</sup>,  
2019, at 3:00 pm. at Esplanade Cineplex 5, 3<sup>rd</sup> 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 2561  
Agenda No. ....1..... Re: ...To adopt the minutes of the Annual General Meeting of Shareholders 2018  
 (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(A) To grant my / our proxy to consider and vote on my / our behalf, as appropriate in all respects.  
 (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(B) To grant my / our proxy to vote as per my / our intention as follows:  
 เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Approve Disapprove Abstain

- วาระที่.....2.....เรื่อง... พิจารณารายงานประจำปี 2561 และพิจารณาอนุมัติงบแสดงฐานะทางการเงินและงบกำไรขาดทุนเบ็ดเสร็จประจำปี สิ้นสุดวันที่ 31 ธันวาคม 2561

Agenda No. ....2.....Re: To consider the year 2018 annual report and approving the financial statements for the year ended December 31, 2018

- (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:
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

- วาระที่.....3.....เรื่อง พิจารณาอนุมัติการตั้งสำรองตามกฎหมายสำหรับผลการดำเนินงานและการจ่ายเงินปันผลประจำปี 2561

Agenda No. ....3.....Re: To consider approving the dividend payment and set the legal reserve for the operating results of the year 2018

- (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:
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

- วาระที่.....4.....เรื่อง พิจารณาอนุมัติลดทุนจดทะเบียน

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

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

- วาระที่.....6.....เรื่อง พิจารณาอนุมัติการแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิให้สอดคล้องกับการลดทุน/เพิ่มทุน

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

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

- วาระที่.....7.....เรื่อง พิจารณาเลือกตั้งกรรมการทดแทนกรรมการที่ออกจากตำแหน่งตามวาระ

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

- (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:
- (1)  เลือกตั้งกรรมการทั้งหมด  
Vote for all the nominated candidates
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

เลือกตั้งกรรมการเป็นรายบุคคล

Vote for an individual nominated candidates

- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| 1.บุคคลที่ได้รับการเสนอชื่อ       | นางนันทยา มนต์ริวัต                  |                                     |
| Name of the nominated candidate   | Mrs.Nantiya Montriwat                |                                     |
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |
| 2.บุคคลที่ได้รับการเสนอชื่อ       | นางสไบทิพย์ สุนทรส                   |                                     |
| Name of the nominated candidate   | Mrs.Sabaithip.Suntaros               |                                     |
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |
| 3.บุคคลที่ได้รับการเสนอชื่อ       | นายสมนึก พจน์เกษมสิน                 |                                     |
| Name of the nominated candidate   | Mr.Somnuk Pojkasemsin                |                                     |
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |
| 4.บุคคลที่ได้รับการเสนอชื่อ       | นางสาวฐิตาภัสร์ อิศราพรพัฒน์         |                                     |
| Name of the nominated candidate   | Ms.Thitaphat Jssarapornpat           |                                     |
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

วาระที่ 8 เรื่อง พิจารณานุมัติกำหนดค่าตอบแทนกรรมการ

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

- (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:
- กำหนดค่าตอบแทนกรรมการ
- Determine remuneration of the director
- เห็นด้วย  ไม่เห็นด้วย งดออกเสียง
- Approve Disapprove Abstain

วาระที่ 9 เรื่อง พิจารณาแต่งตั้งผู้สอบบัญชีประจำปี 2562 และกำหนดค่าสอบบัญชี

Agenda No. 9 Re: To consider appointing the auditor for the year 2019 and to determine the auditor fee

- (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 10 เรื่อง พิจารณาเรื่องอื่นๆ (ถ้ามี)

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

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

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

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

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

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

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

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

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

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

**หมายเหตุ**

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าร่วมประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้  
A shareholder shall appoint only one proxy to attend and vote at the Meeting. A shareholder shall not appoint more than one proxy each with the voting rights in respect of a certain portion of shares.
2. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล  
Regarding the election of directors, the proxy can either elect the whole set of the nominated directors or by individual.
3. ในกรณีที่มิ่วาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะตามแบบ

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 2562 ในวันอังคารที่ 26 มีนาคม 2562 เวลา 15:00 น. ณ โรงภาพยนตร์ เอสพลานาด ซีเนเพล็กซ์ 5 ชั้น 3

In the annual general meeting of shareholders 2019 on Tuesday, March 26<sup>th</sup>, 2019, at 3:00 pm. at Esplanade Cineplex 5, 3<sup>rd</sup> floor,

ศูนย์การค้าเอสพลานาด 99 ถนนรัชดาภิเษก กทม. หรือจะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

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

|  |                                      |                                     |
|--|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> วาระที่ _____ | เรื่อง _____                         |                                     |
| Agenda No.                             | Re:                                  |                                     |
| <input type="checkbox"/> เห็นด้วย      | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                                | Disapprove                           | Abstain                             |
| <input type="checkbox"/> วาระที่ _____ | เรื่อง _____                         |                                     |
| Agenda No.                             | Re:                                  |                                     |
| <input type="checkbox"/> เห็นด้วย      | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                                | Disapprove                           | Abstain                             |
| <input type="checkbox"/> วาระที่ _____ | เรื่อง _____                         |                                     |
| Agenda No.                             | Re:                                  |                                     |
| <input type="checkbox"/> เห็นด้วย      | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                                | Disapprove                           | Abstain                             |
| <input type="checkbox"/> วาระที่ _____ | เรื่อง _____                         |                                     |
| Agenda No.                             | Re:                                  |                                     |
| <input type="checkbox"/> เห็นด้วย      | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                                | Disapprove                           | Abstain                             |
| <input type="checkbox"/> วาระที่ _____ | เรื่อง _____                         |                                     |
| Agenda No.                             | Re:                                  |                                     |
| <input type="checkbox"/> เห็นด้วย      | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> 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

ในฐานะผู้ประกอบการธุรกิจเป็นผู้รับฝากและดูแลหุ้น (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 มนต์ริวัต.....อายุ 71.....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 72.....ปี อยู่บ้านเลขที่.....2234/1.....  
age years, reside at

ถนน.....กรุงเทพ-นนทบุรี.....ตำบล/แขวง.....บางซื่อ.....อำเภอ/เขต.....บางซื่อ.....จังหวัด.....กทม.....รหัสไปรษณีย์.....10800.....หรือ  
Road Tambol / Khwaeng Amphur / Khet Province Postal Code or

(4) ชื่อ นายจวิทย์ ชัยลิ้มมนตรี.....อายุ 50.....ปี อยู่บ้านเลขที่.....308/20-21.....  
age years, reside at

ถนน.....พญาภาค.....ตำบล/แขวง.....สี่แยกมหานาค.....อำเภอ/เขต.....ดุสิต.....จังหวัด.....กทม.....รหัสไปรษณีย์.....10300.....หรือ  
Road Tambol / Khwaeng Amphur / Khet Province Postal Code or

(5) ชื่อ นายชัย จรุงธนาภิบาล.....อายุ 64.....ปี อยู่บ้านเลขที่.....170.....  
Mr./Mrs./Miss age years, reside at

ซอย.....รวมคำแหง 26/1.....ตำบล/แขวง.....หัวหมาก.....อำเภอ/เขต.....บางกะปิ.....จังหวัด.....กทม.....รหัสไปรษณีย์.....10420.....  
Soi Tambol / Khwaeng Amphur / Khet Province Postal Code

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้นประจำปี 2562 ในวันอังคารที่ 26 มีนาคม 2562 เวลา 15:00 น. ณ โรงภาพยนตร์ เอสพลานาด ซีนีเพล็กซ์ 5 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 2019, On Tuesday, March 26<sup>th</sup>, 2019, at 3:00 pm. at Esplanade Cineplex 5, 3<sup>rd</sup> 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 2561

Agenda No. 1 Re: To adopt the minutes of the Annual General Meeting of Shareholders 2018

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ 2 เรื่อง พิจารณารายงานประจำปี 2561 และพิจารณาอนุมัติงบแสดงฐานะทางการเงินและงบกำไรขาดทุนเบ็ดเสร็จประจำปี สิ้นสุดวันที่ 31 ธันวาคม 2561

Agenda No. 2 Re: To consider the year 2018 annual report and approving the financial statements for the year ended December 31, 2018

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ 3 เรื่อง พิจารณาอนุมัติการตั้งสำรองตามกฎหมายสำหรับผลการดำเนินงานและการจ่ายปันผลประจำปี 2561

Agenda No. 3 Re: To consider approving the dividend payment and set the legal reserve for the operating results of the year 2018

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ 4 เรื่อง พิจารณาอนุมัติลดทุนจดทะเบียน

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

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ 5 เรื่อง พิจารณาอนุมัติเพิ่มทุนจดทะเบียนและจัดสรรเพื่อรองรับการจ่ายปันผล

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

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ 6 เรื่อง พิจารณาอนุมัติการแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิให้สอดคล้องกับการลดทุน/เพิ่มทุน

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

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

เห็นด้วย  ไม่เห็นด้วย งดออกเสียง  
Approve Disapprove Abstain

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

(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:

(1)  เลือกตั้งกรรมการทั้งหมด

Vote for all the nominated candidates

เห็นด้วย  ไม่เห็นด้วย งดออกเสียง  
Approve Disapprove Abstain

เลือกตั้งกรรมการเป็นรายบุคคล

Vote for an individual nominated candidates

1. บุคคลที่ได้รับการเสนอชื่อ

นางนันทิยา มนต์วิวัฒน์

Name of the nominated candidate

Mrs.Nantiya Montriwat

เห็นด้วย  ไม่เห็นด้วย งดออกเสียง  
Approve Disapprove Abstain

2.บุคคลที่ได้รับการเสนอชื่อ

นางสไบทิพย์ สุนทรอส

Name of the nominated candidate

Mrs.Sabaithip Suntasos

เห็นด้วย  ไม่เห็นด้วย งดออกเสียง  
Approve Disapprove Abstain

3.บุคคลที่ได้รับการเสนอชื่อ

นายสมนึก พจน์เกษมสิน

Name of the nominated candidate

Mr.Somnuk Pojkasemsin

เห็นด้วย  ไม่เห็นด้วย งดออกเสียง  
Approve Disapprove Abstain

4.บุคคลที่ได้รับการเสนอชื่อ

นางสาวฐิตาภัสร์ อิศราพรพัฒน์

Name of the nominated candidate

Ms.Thitaphat Issarapompot

เห็นด้วย  ไม่เห็นด้วย งดออกเสียง  
Approve Disapprove Abstain

วาระที่ 8 เรื่อง พิจารณาอนุมัติกำหนดค่าตอบแทนกรรมการ

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

(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:

กำหนดค่าตอบแทนกรรมการ

Determine remuneration of the director

เห็นด้วย  ไม่เห็นด้วย งดออกเสียง  
Approve Disapprove Abstain

วาระที่ 9 เรื่อง พิจารณาแต่งตั้งผู้สอบบัญชีประจำปี 2562 และกำหนดค่าสอบบัญชี

Agenda No. 9 Re: To consider appointing the auditor for the year 2019 and to determine the auditor fee

(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 10 เรื่อง พิจารณาเรื่องอื่นๆ (ถ้ามี)

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

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

เห็นด้วย  ไม่เห็นด้วย งดออกเสียง  
Approve Disapprove Abstain



- (5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

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

- (6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่เราได้ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะ ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

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

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

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

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

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

#### หมายเหตุ

- หนังสือมอบฉันทะแบบ ค. นี้ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้นให้เท่านั้น  
This Proxy form is only used for the foreign shareholder who has appointed Thai Custodian to be his/her/its trustee.
- หลักฐานที่ต้องแนบพร้อมกับหนังสือมอบฉันทะ คือ  
Evidences showing with Proxy Form are
  - หนังสือมอบอำนาจจากผู้ถือหุ้นให้คัสโตเดียน (Custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบฉันทะแทน  
Letter of Attorney from shareholder that empowered custodian to sign in Proxy Form.
  - หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทนได้รับ  
Confirmation Letter that authorized person is granted to operate the custodian business.
- 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.
- วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล  
The shareholder can vote the appointment of directors either all directors or individual director in such agenda.
- ในกรณีที่วาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในประจำต่อหนังสือมอบฉันทะแบบ ค. ตามแนบ  
The proxy may split the votes. In this regard, if the content is too long, it can be specified in the attached supplemental proxy form C.

## ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค.

### Allonge of Proxy

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของ บริษัท สยามฟิวเจอร์ดีเวลอปเม้นท์ จำกัด (มหาชน)

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

ในการประชุมสามัญผู้ถือหุ้นประจำปี 2562 ในวันอังคารที่ 26 มีนาคม 2562 เวลา 15:00 น. ณ โรงภาพยนตร์ เอสพลานาด ซีนีเพล็กซ์ 5 ชั้น 3

In the annual general meeting of shareholders 2019 on Tuesday, March 26<sup>th</sup>, 2019, at 3:00 pm. at Esplanade Cineplex 5, 3<sup>rd</sup> 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

(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
- (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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วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_

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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) ในกรณีมอบอำนาจ บัตรประจำตัวของผู้มอบอำนาจ และบัตรประจำตัวหรือหนังสือเดินทาง(กรณีเป็นชาวต่างประเทศ) ของผู้รับมอบอำนาจ
    - (B) In case of granting proxy, Identification Card of grantor and Identification Card or Passport (for foreigner) of Proxy.
  - 1.2 **ผู้ถือหุ้นชาวต่างประเทศ/Foreigner Shareholders**
    - (ก) หนังสือเดินทางของผู้ถือหุ้น
    - (A) Passsport
    - (ข) ในกรณีมอบอำนาจ หนังสือเดินทางของผู้มอบอำนาจ และบัตรประจำตัวหรือหนังสือเดินทาง(กรณีเป็นชาวต่างประเทศ) ของผู้รับมอบอำนาจ
    - (B) In case of granting proxy, Identification Card of grantor and Identification Card or Passport (for foreigner) of Proxy.
2. **นิติบุคคล/Juristic Person**
  - 2.1 **นิติบุคคลที่จดทะเบียนในประเทศไทย/Juristic Person registering in Thailand**
    - (ก) หนังสือรับรองนิติบุคคล ออกให้ไม่เกิน 30 วัน โดยกรมทะเบียนการค้า กระทรวงพาณิชย์
    - (A) Certificate of Juristic Person issued not less than 30 days by Department of Business Development, Ministry of Commerce
    - (ข) บัตรประจำตัวหรือหนังสือเดินทาง (กรณีเป็นชาวต่างประเทศ) ของกรรมการผู้มีอำนาจที่ได้ลงนามในหนังสือมอบอำนาจ พร้อมบัตรประจำตัวหรือหนังสือเดินทาง (กรณีเป็นชาวต่างประเทศ) ของผู้รับมอบอำนาจ
    - (B) Identification Card or Passport (for foreigner) of authorized directors in proxy together with Identification or Passport (for foreigner) of Proxy
  - 2.2 **นิติบุคคลที่จดทะเบียนในต่างประเทศ/ Juristic Person registering in abroad**
    - (ก) หนังสือรับรองนิติบุคคล
    - (A) Certificate of Juristic Person
    - (ข) บัตรประจำตัวหรือหนังสือเดินทาง (กรณีเป็นชาวต่างประเทศ) ของกรรมการผู้มีอำนาจที่ได้ลงนามในหนังสือมอบอำนาจ พร้อมบัตรประจำตัวหรือหนังสือเดินทาง (กรณีเป็นชาวต่างประเทศ) ของผู้รับมอบอำนาจ
    - (B) Identification Card or Passport (for foreigner) of authorized directors in proxy together with Identification or Passport (for foreigner) of Proxy

ในกรณีของสำเนาเอกสารจะต้องมีการรับรองสำเนาถูกต้องและหากเป็นเอกสารที่จัดทำขึ้นในต่างประเทศควรมีการรับรองลายมือชื่อโดย ในตาริพับลิค

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.

**ผู้ถือหุ้นหรือผู้รับมอบอำนาจสามารถลงทะเบียนและยื่นเอกสารหรือหลักฐานเพื่อการตรวจสอบ ณ สถานที่ประชุมได้ ตั้งแต่เวลา 12.30 น. ของวันอังคารที่ 26 มีนาคม 2562 เป็นต้นไป**

The Shareholder or Proxy can register and submit the documents or evidences at the meeting place on Tuesday, March; 26<sup>th</sup>, 2019, 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 5

Siam Future Development PLC.

3<sup>rd</sup> Floor, Esplanade, Ratchadapisek Road, Bangkok

On Tuesday, March 26, 2019, 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)

