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SIAM FUTURE DEVELOPMENT PUBLIC CO., LTD.

Invitation to the Annual General Meeting of Shareholders 2020

Wednesday 25th March 2020, at 3.00 p.m.

Esplanade Cineplex 5

3rd Floor Esplanade Ratchadapisek

No. 99 Ratchadapisek Road,

Dindaeng, Bangkok

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

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

1 March 2020

Subject: Invitation to the Annual General Meeting of Shareholders 2020

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, 3rd floor, Esplanade, Ratchadapisek Road, Bangkok)

Siam Future Development Public Company Limited's the Annual General Meeting of Shareholders 2020 will be held on Wednesday 25th March 2020 at 3:00 p.m. Esplanade Cineplex 5, 3rd 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 2019

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 2019 annual report and approving the financial statements for the year ended December 31st, 2019

Abstract: The Shareholder's should acknowledge the 2019 performance statements and approve the financial statement for the year ended December 31st, 2019 which has been audited by the auditor.

(Unit: Million Bath)

Operating results	2019
Total Revenues	3,318.33
Net Profit attributable to Owners of the parent	2,031.35
Net Profit attributable to Non-controlling interests	20.61
Net Profit	2,051.96

Financial Status	2019
Total Assets	21,369.94
Total Liabilities	6,909.04
Shareholders' Equity	14,460.90

Opinion of the Board of Directors: Agreed to approve such annual report and financial statements for the year ended December 31st, 2019, 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 2019 Annual Report and 2019 Financial Statements, which can be accessed via The QR Code provided in the enclosed invitation letter)

Agenda No.3 To consider approving the dividend payment and set the legal reserve for the operating results of the year 2019

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

Opinion of the Board of Directors: Agreed to approve the allocation of the profit for the Year 2019 which the Company had the appropriation of profit as legal reserve of Bath 35,525,403 , equivalent to 10 percent of the registered capital. At the present, the Company has the remaining legal reserve at the amount of Baht 177,666,690. Consequently, the totaling amount of legal reserve is Bath 213,192,093.

And agreed to approve the dividend for the Year 2019 at a rate of Baht 0.22 per share which the Company has duly considered after its cash flow and/or investment requirements in projects or expansion projects for the existing business operation, was fair and in line with the dividend policy of the Company.

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

Operating results	unit	2019
Net Profit	(Million Baht)	615.6
Net Profit Share	(Baht)	0.29
Dividend per Share	(Baht)	0.22
Percentage of Dividend to net profit		76%
Dividend payment amount	(Million Baht)	469.0

Dividend Payment Date

No.	Date	Detail
1	Tuesday, March 31 st , 2020	Exclude Dividend (XD)
2	Wednesday , April 1 st , 2020	Record Date
3	Thursday, April 16 th , 2020	Dividend payment

Agenda No.4 To consider appointing succeeding director to replace the director resigned upon the expiration of his/her Tenure

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

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

- | | |
|----------------|-----------------|
| 1. Mr. Oranop | Jantaraprapa |
| 2. Mr. Pongkit | Suttapong |
| 3. Mr. Nopporn | Witoonchart |
| 4. Mr. Woravit | Chailimpamontri |

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

Agenda No.5 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.6 To consider appointing the auditor for the year 2020 and to determine the auditor fee

Opinion of the Board of Directors: Agreed to appoint Mr. Kajornkiet Aroonpirodkul Certified Public Accountant (Thailand) No. 3445, Ms. Nuntika Limviriyalers Certified Public Accountant (Thailand) No. 7358 and Mr. Pisit Thangtanagul Certified Public Accountant (Thailand) No. 4095 of PricewaterhouseCoopers ABAS Ltd as the Company's auditor for the Year 2020 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.7 To Consider and Approve the Amendment to Article 24 and Article 35 of Company's Articles of Association in Accordance with the Law

Agenda No.7.1 To Consider and Approve the Amendment to Article 24 of Company's Articles of Association

Abstract: According to the Announcement of the National Council for Peace and Order No. 74/2557

Re: Electronic Conferencing dated June 27, 2014, states that the conference under the provisions of law which requires that the conference be held, in addition to taking action in accordance with a procedure provided in each of statutes, the conference may be organized and held through electronic media and according to the statement of the Department of Business Development dated September 23, 2016, in case where a public limited company wishes to conduct conference through electronic media, the provision for such electronic conferencing must be specified in the Articles of Association of public limited company. Therefore, it is necessary to amend Article No. 24 of the Company's Articles of Association in order for the Company to be able to conduct conference through electronic media.

Opinion of the Board of Directors: Agreed to approve the amendment to Article 24 of the Company's Articles of Association in order for the Company to be able to conduct conference through electronic media.

Agenda No.7.2 To Consider and Approve the Amendment to Article 35 of Company's Articles of Association

Abstract: According to the order of the National Council for Peace and Order No. 21/2560 Re: Amendments of Laws to Facilitate the Ease of Doing Business dated April 4, 2017, by which Section 100 of the Public Limited Companies Act B.E. 2535 has been repealed and replaced, causing Article 35 of the Company's Articles of Association to become contrary to the order of the Head of the National Council for Peace and Order above. Therefore, amendment to the Article 35 of Company's Articles of Association is being proposed to comply with the law.

Opinion of the Board of Directors: Agreed to approve of the amendment to Article 35 of the Company's Articles of Association to be in conformity with the amended law.

Agenda No.8 To consider other matters (if any)

Schedule of the Annual General Meeting of Shareholders 2019

No.	Date	Detail
1	Tuesday, February 25 th , 2020	Ex-meeting date (XM)
2	Wednesday, February 26 th , 2020	Record date for the right to attend the meeting (RD)
3	Wednesday, March 25 th , 2020	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 2019**Date, Time and Venue**

Meeting was held on Tuesday 26th March 2019 at 3:00 pm at Esplanade Cineplex Theatre no. 5, 3rd Floor Esplanade Shopping Center, Ratchadapisek Road, Din Daeng, Bangkok

MC informed the participants number of 361 both from shareholders and proxy holders attended the Meeting, who held altogether 1,135,402,641 shares or 63.91% 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 2019 Annual General Meeting of the Shareholders as follows:

1.	Mr. Oranop	Jantarapapa	Chairman
2.	Mr. Pongkit	Suttapong	Vice chairman
3.	Mr. Nopporn	Witoonchart	Director and chairman of the executive committee
4.	Mr. Somnuk	Pojkasemsin	Director and president
5.	Mr. Kittinanth	Sumruatruamphol	Director and Chief Financial Officer
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	Independent director and chairman of the audit committee
11.	Mrs. Sabaithip	Soontaros	Independent director and audit committee
12.	Mr. Woravit	Chailimpamontri	Independent director and audit committee

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 7 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 2018

The Chairman proposed that the Meeting consider the certification of the minutes of the Annual General Meeting of the Shareholders Year 2018 convened on Wednesday 21st March 2018, 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 2018

Approved	1,135,569,806	votes, representing	100.00%
Disapproved	0	vote, representing	0.00%
Total votes in this agenda item	1,135,569,806	votes, representing	100.00%
Abstained	204,100	votes, representing	-

Agenda Item 2: To consider and approve 2018 annual report, the statement of financial position and the statement of comprehensive income for the year ended 31 December 2018

The Chairman proposed that the Meeting consider and approve the 2018 annual report, the statement of financial position and the statement of comprehensive income for the year ended 31 December 2018, audited by the Company’s auditor, details of which as provided in the 2018 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.

2018 operating performance

1. Total revenue in 2018 which was THB 2,685 million decreased from those in the prior year which was THB 2,872 million because during year 2017 there was an opening of Mega Food Walk in Megabangna around 11,000 sq.m. which

positively increased in gain from fair value adjustment around THB 172 million. While during year 2018 Megabangna had invested THB 95 million in new U-turn bridge on Bangna-Trad road K.M.7 to facilitate customers and local people nearby which normally made a U-turn on Bangna-Trad road K.M.5. To comply with accounting standard on this investment, Megabangna realized the investment as a one-time donation expense which lower share of profit from joint ventures in amount of THB 47 million of the Company.

2. Net profit of year 2018 was THB 1,653 million decreased from those in the prior year which THB 1,841 million. This was mainly from gain from the opening of Mega Food Walk of Megabangna in amount of THB 175 million in year 2017. While net recurring profit of year 2018 was THB 482 million slightly decreased from those in the prior year which was THB 499 million. This was mainly from donation expense to invest in new U-turn bridge of THB 95 million of Megabangna, which the Company realized at 49%, led to lower net recurring profit of THB 47 million.
3. In year 2018, total assets were THB 19,375 million continually increased from previous year. Total liabilities were THB 6,783 million increased from previous year of THB 6,095 million. Total equity was THB 12,592 million increased from previous year of THB 11,144 million due to net profit of year 2018.
4. Gross leasable area was 426,044 sq.m. slightly increased from a completion of Market Place Nanglinchee, an acquisition of The Maze project located in front of Market Place Thonglo while there was an expired project of Piyarom Place which handed over back to landlord.

The Chairman then gave the shareholders the opportunity to raise questions or give comments related to the agenda item but there was no question or comment. The Chairman asked the shareholders to cast a ballot. MC then summarized the resolution of the Meeting as follows:

Resolution: Unanimously votes approving the 2018 annual report and the statement of financial position and the statement of comprehensive income for the year ended 31 December 2018

Approved	1,135,513,288	votes, representing	100.00%
Disapproved	0	vote, representing	0.00%
Total votes in this agenda item	1,135,513,288	votes, representing	100.00%
Abstained	590,245	votes, representing	-

Agenda Item 3: To consider and approve the allocation of operating results as legal reserve and dividend payment for the year 2018

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 2018 as follows:

In 2018 the Company had net profit at THB 1,653 million and had net recurring profit at THB 482 million, or THB 0.27 per share. As a result, the Board of Directors proposed to pay dividend of THB 0.30 per share which separated to 2 portions as follow.

- 1) Stock dividend at the rate of 5 existing shares to 1 new share or THB 0.20 per share
- 2) Cash dividend at THB 0.10 per share

This dividend payment was totaling THB 533.0 million, with payout ratio at 111%. While cash payout was in amount of THB 177.7 million. 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 registration book would be closed to suspend share transfer for the right to receive dividend payment on Tuesday, April 2nd 2019. The Stock Exchange of Thailand would post XD sign on Monday, March 1st 2019 and dividend payment would be made on Monday, April 22nd 2019.

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

After this meeting, if public was interested to buy SF's share, they still had a right to receive dividend. Therefore, all shareholders whom attend this meeting or not could receive booking closing information date when to set XD date would be on in the stock market. While some listed company set the same date of XD and XM then in the meeting shareholders disapproved to pay dividend but number of shareholders were already diluted. This process showed ethical management of listed company which Thai Investors Association would like to concentrate. In the name of representative of Association would appreciate this ethical procedure.

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

Resolution: Unanimously votes approving dividend payment and provision of legal reserve for the 2018 operating results as proposed

Approved	1,136,810,281	votes, representing	100.00%
Disapproved	0	vote, representing	0.00%
Total votes in this agenda item	1,136,810,281	votes, representing	100.00%
Abstained	104,100	votes, representing	-

Agenda Item 4: To consider the Capital Decrease of the company registered capital

The Chairman assigned the President to propose the Meeting to consider the capital decrease of the company registered capital as follows:

This was a following agenda from the approved stock dividend agenda. Before increasing company registered capital to support stock dividend, the Company had to eliminate the remaining registered ordinary shares of 10,495 shares from THB 1,776,618,036 to THB 1,776,607,541 with a par value of THB 1 each. This remaining was from the approved AGM year 2015 on the stock dividend agenda.

Existing registered ordinary shares	1,776,618,036	shares
<u>Less paid-up capital on ordinary shares</u>	<u>(1,776,607,541)</u>	shares
Remaining ordinary shares	<u>10,495</u>	shares

The Chairman then gave the shareholders the opportunity to raise questions or give comments related to the agenda item but there was no question or comment. The Chairman asked the shareholders to cast a ballot. MC then summarized the resolution of the Meeting as follows:

Resolution: Majority votes approving the Capital Decrease of the company registered capital with the votes greater than 3/4 of total votes of the shareholders who attended the Meeting

Approved	1,136,810,584	votes, representing	99.99%
Disapproved	0	vote, representing	0.00%
Abstained	104,100	votes, representing	0.01%
Total votes in this agenda item	1,136,914,684	votes, representing	100.00%

Agenda Item 5: To consider the Capital Increase and allotment of the new shares of the company registered capital for supporting stock dividend payment in agenda item 3

The Chairman assigned the President to propose the Meeting to consider the capital decrease of the company registered capital as follows:

This was a following agenda from the approved stock dividend agenda. The company had to increase the capital to support stock dividend at the rate of 5 existing shares to 1 new share which could calculate to 355,321,509 ordinary shares with a par value of THB 1 each. This increase the Company registered capital to 2,131,929,050 shares with a par value of THB 1 each or THB 2,131,929,050.

Existing registered ordinary shares	1,776,618,036	Baht
<u>Less</u> capital decrease (agenda item 4)	<u>(10,495)</u>	Baht
Registered capital after capital decrease	1,776,607,541	Baht
<u>Add</u> capital increase supporting stock dividend (5 existing shares : 1 new share)	<u>355,321,509</u>	Baht
Registered capital after capital increase	<u>2,131,929,050</u>	Baht

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 a question as follows:

Refer to this stock dividend at the rate of 5 existing shares : 1 new share, the Company would like to invest in the future or want to give some return to shareholder? If the Company had a plan to invest, why the Company did not issue Right Offerings (RO) to existing shareholders? Because shareholders could sell new shares at higher price than par value. The Company could receive the same amount of money, while shareholders would be lower diluted.

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

The Board of Directors had considered this stock dividend was both a return to shareholders and the company reserve for future investment. The Company could generate net profit every year then we wanted to pay cash dividend as a return to shareholder while future investment factor must be considered in this dividend payment plan. Therefore, the Company could partially pay cash dividend. However the Company can raise fund by issuing Right Offerings (RO), this issuing could affect cash flow of individual shareholder. The Company still had potential funding by internal cash flow combining with loan from bank to support future investment.

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

Resolution: Majority votes approving the Capital Increase and allotment of the new shares of the company registered capital with the votes greater than 3/4 of total votes of the shareholders who attended the Meeting

Approved	1,139,234,683	votes, representing	99.99%
Disapproved	0	vote, representing	0.00%
Abstained	104,100	votes, representing	0.01%
Total votes in this agenda item	1,139,338,783	votes, representing	100.00%

Agenda Item 6: To consider the approval the amendment of the Memorandum of association due to the Capital decrease and increase

The Chairman assigned the President to propose the Meeting to consider the capital decrease and increase of the company registered capital as follows:

This was a following agenda from the approved agenda item 4 and 5. In agenda item 4, the company had decreased registered capital. The company would amend the Memorandum of association. In agenda item 5, the company had increased registered capital. The company would also amend the Memorandum of association. Thus, this shall be proposed to the Meeting to consider the approval the amendment of Memorandum of association no.4 by replacing statements as follows;

"No.4	Registered ordinary shares	1,776,607,541 Baht	(One thousand seven hundred seventy-six million and six hundred seven thousand and five hundred forty-one Baht)
	Equivalent to	1,776,607,541 Shares	(One thousand seven hundred seventy-six million and six hundred seven thousand and five hundred forty-one shares)
	Value per share	1 Baht	(One Baht)
	Categorized by		
	Common shares	1,776,607,541 Shares	(One thousand seven hundred seventy-six million and six hundred seven thousand and five hundred forty-one shares)
	Preferred shares	- Shares	(-)

And to consider the approval the amendment of Memorandum of association no.4 consistency with the Capital Increase by replacing statements as follow;

"No.4	Registered ordinary shares	2,131,929,050 Baht	(Two thousand one hundred thirty-one million and nine hundred twenty-nine thousand and fifty Baht)
	Equivalent to	2,131,929,050 Shares	(Two thousand one hundred thirty-one million and nine hundred twenty-nine thousand and fifty Shares)
	Value per share	1 Baht	(One Baht)
	Categorized by		
	Common shares	2,131,929,050 Shares	(Two thousand one hundred thirty-one million and nine hundred twenty-nine thousand and fifty Shares)
	Preferred shares	- Shares	(-)

The Chairman then gave the shareholders the opportunity to raise questions or give comments related to the agenda item but there was no question or comment. The Chairman asked the shareholders to cast a ballot. MC then summarized the resolution of the Meeting as follows:

Resolution: Majority votes approving the amendment of the Memorandum of association due to the Capital decrease and increase with the votes greater than 3/4 of total votes of the shareholders who attended the Meeting

Approved	1,139,236,661	votes, representing	99.99%
Disapproved	0	vote, representing	0.00%
Abstained	104,100	votes, representing	0.01%
Total votes in this agenda item	1,139,340,761	votes, representing	100.00%

Agenda Item 7: 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.

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

1. Mrs. Nantiya Montriwat
2. Mrs. Sabaithip Soontaros
3. Mr. Somnuk Pojkasemsin
4. Miss Thitapat Issarapornpat

The Board of directors deemed it was appropriate to propose to re-appoint four directors, Mrs. Nantiya Montriwat, Mrs. Sabaithip Soontaros, Mr. Somnuk Pojkasemsin and Miss Thitapat Issarapornpat 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 but there was no question or comment. The Chairman asked the shareholders to cast a ballot. MC then summarized the resolution of the Meeting as follows:

Resolution:

7.1 Majority votes approving Mrs. Nantiya Montriwat re-appointed to be director

Approved	1,112,788,189	votes, representing	97.68%
Disapproved	26,448,620	votes, representing	2.32%
Total votes in this agenda item	1,139,236,809	votes, representing	100.00%
Abstained	104,100	votes, representing	-

7.2 Majority votes approving Mrs. Sabaithip Soontaros re-appointed to be director

Approved	1,112,788,189	votes, representing	97.68%
Disapproved	26,448,620	votes, representing	2.32%
Total votes in this agenda item	1,139,236,809	votes, representing	100.00%
Abstained	104,100	votes, representing	-

7.3 Majority votes approving Mr. Somnuk Pojkasemsin re-appointed to be director

Approved	1,106,871,509	votes, representing	97.16%
Disapproved	32,365,300	votes, representing	2.84%
Total votes in this agenda item	1,139,236,809	votes, representing	100.00%
Abstained	104,100	votes, representing	-

7.4 Majority votes approving Miss Thitapat Issarapornpat re-appointed to be director

Approved	1,138,541,644	votes, representing	99.94%
Disapproved	695,165	votes, representing	0.06%
Total votes in this agenda item	1,139,236,809	votes, representing	100.00%
Abstained	104,100	votes, representing	-

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

The Chairman proposed the Meeting to consider and approve the remuneration of the directors and assigned the President to notify the Meeting that total remuneration of all Board members would not exceed THB 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 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 a comment as follows:

The company had remunerated the Board of Directors no more than 7,500,000 Baht for many years and gave comment to increase the remuneration to 8,000,000 Baht.

Mr. Oranop Jantarapapa, Chairman, gave a response as follows:

Chairman was appreciated to the comment and would be in consideration in the next year.

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	893,078,689	votes, representing	99.96%
Disapproved	0	vote, representing	0.00%
Abstained	329,140	votes, representing	0.04%
Total votes in this agenda item	893,407,829	votes, representing	100.00%

Agenda Item 9: To consider the appointment of an auditor for the year 2019 and the determination of auditing fee

The Chairman proposed the Meeting to consider the appointment of the auditor for the year 2019 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 2019 by appointing Mr. Kajornkiet Aroonpirodkul CPA no. 3445, or Mr. Chanchai Chairasit 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 855,000 per annum increased approximately 5% because auditors charged their fee at the same amount for 3 years and the Company had new operating projects in portfolio, 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 2019 with the auditing fee not exceeding THB 855,000 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	1,139,034,436	votes, representing	100.00%
Disapproved	0	vote, representing	-
Total votes in this agenda item	1,139,034,436	votes, representing	100.00%
Abstained	0	vote, representing	-

Agenda Item 10: 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. Apichai Chokchuleekorn, a shareholder, provided a comment as follows:

Some of We Fitness's members came to Esplanade during 6.00 – 10.00 which Esplanade was not opened yet but they still have to pay for parking fee. Parking fee during non-operating hour of Esplanade should be a port of support on We Fitness service, which costed members around 20,000 – 30,00 Baht per year.

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

Accepted for further consideration.

Mr. Surachet Wiriyakul, a representative from Thai Investors Association, provided a question as follows:

In Agenda item no.2, director did not explain about the company's strategy. What is the strategy for this year to grow and generate sustainable profit for the Company? Because shareholders had a meeting with directors in AGM, which held one a year and there was a concern on market situation as well as higher competition.

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

Megabangna's strategy for this year was to launch 2 expansion zone which will be start operating on April 2, 2019. The first zone was Plot A located next to Marvel Experience building and the second zone was Plot D which had Harborland as an anchor tenants with 7 more education tenants. Moreover Megabangna planned to invest more than 100 million Baht to renovate existing Food Walk which scheduled to complete by next 12-18 months and to add some retail area and parking facility in front of IKEA building after Food Walk renovation finished. In summarize, strategy for Megabangna was to improve infrastructure of the shopping center to provide more parking space, new U-turn bridge as well as nearby road improvement to prevent flooding situation in the future.

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

Normally trend of shopping center would relate to a growth of rental rate which was 5% per annum or 15% every 3 years on average. Currently, the Company as well as overall global shopping center developer could increase rental rate.

To cope with Online – Offline market, the Company had to continuously adapt our strategy. For example, omni channel marketing incorporate with retailer in shopping center or change in tenant mix by increasing portion of F&B to offer more place to hang out in shopping center, which Megabangna had expanded Mega Food Walk in the last year, or turning from stand-alone shopping center to Mixed-use project in addition of office and hotel. For new project in the future, the Company would concern Mixed-use model in downtown area such as Thonglo road. Even in Megabangna, office and hotel could be the next phase for future expansion.

Mr. Veerawat Jirasapanan, a shareholder, provided questions as follows:

1. In agenda item 2, should refer to 3-year plan or 5-year plan since it would help shareholders to visualize future of the Company.
2. There will be another large-scale shopping center on Bangna-Trat Road in the future. How did this impact on Megabangna?
3. What was the impact from online vs offline trend?

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

Refer to question no.2, Bangkok Mall will be a super-regional mall which expected to be completed in the next 3-4 years. The strategy of Megabangna was to strengthen our shopping center by developing more infrastructures to facilitate customers on vacant area of Megabangna. Mixed-use platform would be concerned to develop for the next 3-5 years. By the end of year 2019, Mixed-use project of Megabangna might be more solid.

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

1. Refer to question no.1, it was quite difficult to forecast situation for the next 3-5 years. However, management had internal 3-5 years plan to foresee future of the Company or even Thai economy perspective. Internal yearly work plan could be combining to company plan however this plan might not be presented to public due to business competition environment.
2. Refer to question no.3. United States had the largest retail area which was around 2.8 sq.m. per person. This number was five times larger than Europe and Japan. While Thailand was around five times smaller retail area than U.S. On the other hand, online platform portion in U.S. was accounted for 10% which comprised of purely online for 5% and online-offline for another 5%, for example searching products on online platform then picking up in offline stores or experiencing real products in offline stores then ordering through online platform. Thailand might have lower online platform portion than U.S. Thus, both online and offline platform would be collaborated. And growth of online platform might not be much higher except some business platform such as hotel or airline booking currently were almost all processed through online.

Mr. Hungchai Akkawatsakul, a shareholder, provided a comment as follows:

Recommended the Company to advertise leasable area on online channel.

Mr. Tharin Ananrojwong, a shareholder, provided questions as follows:

1. Update on a replacement of Marvel Experience, which already closed
2. Did the Company concern on a risk of bad debts from Marvel Experience in Megabanga?

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

The problem of Marvel Experience came from business content. For the rental, Marvel Experience did not pay rent for 2 – 3 months but the company had rental deposits for 6 months, would last until June 2019. Currently, they paid utility charges and

this could imply to their continuing in the future. However, the Company closely monitored this situation. From the Company point of view, this situation had pro and con. Our pro was their facilities, costed many million Baht, depreciated for only one year so the building was quite new. The building had reception building in the front sizing around 8,000 sq.m. and arena area inside with sizing around 1,200 sq.m. which could be renovated to alternative usage. Currently, they proposed to exhibition hall operator and received positive feedback. The company found this situation as an opportunity not a threat because we foresaw this facility could be turnaround. For the worst-case scenario, if Megabangna acquired the facility in a proper price. To recover current charge from Marvel Experience around 2 million Baht per month, with a charge at 300 Baht per sq.m. per month for 8,000 sq.m. building. In summarize, the Company had timeline to make decision in June 2019 and this new facility could be turnaround to generate an upside for the Company.

Mr. Theerawat Puengratsamee, a shareholder, provided questions as follows:

1. How much did the construction costs of Megabangna cost? Decoration and facilities were calculated inclusive or exclusive on this cost?
2. Normally, the rental rate would increase 15% every 3 years. When would the next three year of Megabangna?
3. Refer to the PM 2.5 situation, did the centers show the AirVisual figure or communicate how the centers improved better air quality to customers?

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

1. Investment in Megabangna for the land and construction cost was around 10,000 Million Baht.
2. Leasing contract of tenants had expired for 2 times with the latest expiration term in May 2018. In overall, this year Megabangna had already extended the contracts which could increase around 5-8%
3. The Company always concerned about PM 2.5 situation. Currently, we planned to install something on air conditioning system to improve air quality, If the situation was getting worse.

Mr. Amorn Thappakul na Ayutthaya, a shareholder, provided a comment as follows:

Megabangna should improve staff communication skill to suggest proper parking area for customers that rarely visit. Because at that time I wanted to go to Marvel Experience but staff suggested us to park quite far from the destination. So this was not convenient to customers' experience.

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

Well noted for staff improvement. Megabangna always improved internal traffic flow because large-scale of shopping center might confused customers.

A shareholder, provided a question as follows:

How much percentage that net profit would meet the target?

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

Since it was not proper to provide net profit figure for this year. I would like to inform some figure instead. During these 2 months, number of visitors in Esplanade and Megabangna increased approximately 14%. For Esplanade, visitors came to Ratchada Night Market and some of them walked to Esplanade at night time.

Mr. Veerawat Jirasupanun, a shareholder, provided questions as follows:

1. I could not find SF attending in Opportunity Day at SET. I recommended the Company to continually attend because shareholders were interested in the Company and would like to update project progress.

2. Normally real estate developer had an expansion plan in advance due to long development period. Please clarify future project of the Company including Mixed-use project of Megabangna.

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

1. The company attended Opportunity Day on February 13, 2019.
2. Development plan of mixed-use project at Mega Bangna are not solid yet. Roughly timeline to develop were renovation Food Walk during mid-year with considering whether it was possible to add retail are or not, following by additional parking building, then development of hotel and office. To complete hotel and office, while we were waiting for demand in Bangna area, we would find investors and operators to collaborate with us in parallel. In summarize, during next 2-3 years the development could be as mentioned above.

Mr. Theerawat Puengratsamee, a shareholder, provided comments as follows:

1. Currently, people would check air quality through Airvisual application. To set up the equipment as a measure station would cost around 10,000 Baht. This could provide information of air quality in the area for people nearby. If Esplanade invested in this equipment, this air quality information could become another mode of advertisement.
2. I usually went Megabangna around 2-3 times a week. There was an allergy to me, especially during poor air quality in Bangna.

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

Well noted and took into consideration.

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

In Balance Sheet, there was short-term debts from financial institution with amount of 860 million Baht which due in 2019. What was a plan to repay these debts?

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

The company intentionally borrowed from short-term debts by issuing promissory notes and bill of exchange from financial institutions to reduce interest expense because there was a significant gap between interest rates of short-term and long-term loans. The company had credit line from financial institutions and the sufficient line to roll over. In addition, if there was a deny to support credit line from financial institutions, the company still had other 4-5 financial institutions credit line to support.

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

In general, the company financed by rolling of short-term debts during construction period. After the construction completed, we would refinance these debts to project finance.

Mr. Sakchai Sakulsrimontri, a shareholder, provided questions as follows:

1. Why total revenue of 2018 in amount of 2,685 million Baht decreased from 2,872 million Baht in 2017 while leasable area of 2018 in amount of 426,044 sq.m. increased from 423,558 sq.m. in 2017?
2. In annual report, why total revenue in page 10 which was 2,685 million Baht and page 12 which was 1,849 million Baht was different?

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

1. In 2017, Megabangna launched expansion area of Mega Food Walk with leasable area around 10,000 sq.m. When there was a new shopping center, the Company would realize one-time gain of fair value adjustment which worth around 172 million Baht in 2017. Furthermore in year 2018, there were no expansion in Megabangna and also had a donation of a new U-turn bridge in amount of 95 million Baht.
2. Total revenue in page 10 was included fair value of Megabangna while total revenue in page 12 was excluded.

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

Retained earnings of the company in upcoming year would worth around 10,000 million Baht. What would the Company manage these retained earnings because there were some of the listed companies that paid the large amount of dividend which damaged stock price?

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

Some companies that paid large amount of dividend were handful of problems. Existing shareholder might liquidate all dividend before selling their shares to other investors.

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

Dividend of the Company was from profit excluding fair value adjustment. While retained earnings of the Company was from both recurring profit and fair value gain, which was a non-cash profit. For 30 years project, during an early stage fair value gain was higher than recurring profit. But in a late stage of project, recurring profit would be higher than fair value gain. At that time retained earnings could be paid as dividend.

Ms. Supatra Sittichai, a shareholder, provided a question as follows:

How many years would Megabangna expand?

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

Megabangna would continually expand with remaining land bank around 50 Rai. Moreover, outdoor parking area which were freehold could be further developed. However, an expansion plan would be in consideration of the market demand at that time.

A shareholder, provided a question as follows:

Would the company plan to expand shopping center outside Bangkok and Bangkok metropolitan area?

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

Normally to make a decision to expand either in Bangkok or outside Bangkok was considerate in many angles such as land and anchor. The Company had to study each plot of land whether it proper developed or not as well as in corporately study with anchors and tenants to develop new project.

Mr. Veerawat Jirasubanan, a shareholder, provided a question as follows:

The company received 3 stars on good governance scores. Would the company plan to enhance to 5 stars to draw attention from foreigners or financial institutions to invest in SF stock which could add more liquidity?

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

Each company wanted to improve the rating and the Company tried to improve in each agenda. However, the company had to concern related expenditures that might increase for improving as well.

Mr. Surachet Wiriyakul, a representative from Thai Investors Association, provided a question as follows:

Please provide the Company plan for good governance, CAC plan related to anti-corruption because these were important to today business.

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

The company subscribed to Thai Chamber of Commerce Association which already had an anti-corruption policy. The company also joined Thaipat Institute and PAT Network. We would like to give some example of the Company. Megabangna was a joint venture with IKEA, a registered company in Singapore which had law and regulations on good governance and ethics. If there was an additional expense related to government personnel, they would reject such transaction. For example, in 2011 – 2012, when IKEA store started operation, import products to sell in IKEA store were suspended in the Customs and

customs clearance process was complicated. IKEA decided to let their products be suspended around 3 months rather than to pay under table money to quickly clear that process. Then IKEA asked an ambassador to negotiate with customs to complete master customs process for further operation. In summarize, shareholders did not worried about good governance of the Company.

Ms. Suvannee Chiansirikraiwt, a shareholder, provided a question as follows:

What project would the Company invest in this year? How much would CAPEX cost?

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

CAPEX for Megabangna was around 400 million Baht comprising of Food Walk renovation, final phase construction of Plot A and Plot D expected to finish this year. For SF, CAPEX would be approximately 360 million Baht for land acquisition for future project.

Mr. Apichai Chokechuleekorn, a shareholder, provided questions as follows:

Major source of income of the Company was from Megabangna. Because the fact that there would be Bangkok Mall located in Bangna area. How the Company diversified this risk? Or would the Company had new source of income to reduce dependence on Megabangna?

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

Megabangna was a joint venture which held 49% of shares by SF and Ikea and 2% hold by Thai company. Since Megabangna was a super-regional mall and could be claimed as the largest shopping center in the Company portfolio, profit from Megabangna was large as well. At the same time, the Company planned to develop Mixed-use project in Thonglo Soi 4 with a combination of retail, office and hotel. This project could diversify and lower dependency on Megabangna in the future.

Ms. Suvannee Chiansirikraiwt, a shareholder, provided questions as follows:

When would CAPEX of 400 million Baht and land 360 million Baht impact? Next 2-3 years or this year?

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

CAPEX of Megabangna about 400 million Baht would impact this year and next year, while investment of 360 million Baht would take time to develop in 2-3 years.

Shareholders received declaration until questions are satisfied and there are no more questions. Chairman would have said thank you for attendance and close the meeting.

The Meeting adjourned at 4:30 p.m.



(Signed) _____ Chairman of the Meeting

(Mr. Oranop Jantaraprapa)

Attachment for Agenda No.2

Agenda No.2 To consider the year 2019 annual report and approving the financial statements for the year ended December 31st, 2019 (The Details can be accessed via The QR Code provided in the enclosed invitation letter)

Attachment for Agenda No.3

Agenda No.3 To consider approving the dividend payment and set the legal reserve for the operating results of the year 2019

Dividend Policy

The Company has a net profit in the amount of Baht 615,588,414.51 derived from its operating result and agreed to set a legal reserve of Bath 35,525,403, which is not less than 5 percent of the net operating profit and to 10 percent of the registered capital. The Company has the remaining legal reserve at the amount of Baht 177,666,690. Consequently, the totaling amount of legal reserve is Bath 213,192,093.

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 2019, the Company deemed it would be appropriate to proposed the dividend payment for the year 2019 at a rate of Baht 0.22 per share.

Dividend Information		Consolidated		
		2017	2018	2019
Net Profit*	(Million Baht)	499.5	482.4	615.6
Net Profit per share	(Baht)	0.28	0.27	0.29
Dividend per share	(Baht)	0.25	0.30	0.22
Percentage of dividend to Net profit (%)		89%	111%	76%
Dividend payment amount (Million Baht)		444.2	533.0	469.0
Share amount (Million Shares)		1,776.61	1,776.61	2,131.92

*Recurring profit excludes the profit from fair value adjustment as Notes to the Company Financial Statement No.33

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

Dividend Payment Date

No.	Date	Detail
1	Tuesday, March 31 st , 2020	Exclude Dividend (XD)
2	Wednesday , April 1 st , 2020	Record Date
3	Thursday, April 16 th , 2020	Dividend payment

Agenda No.4 To consider electing 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. Mr. Oranop | Jantaraprapa |
| 2. Mr. Pongkit | Suttapong |
| 3. Mr. Nopporn | Witoonchart |
| 4. Mr. Woravit | Chailimpamontri |

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 elect the new directors above

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

Biography of the Director Who Have Retired by Rotation and Reappoint

Name-Surname Mr. Oranop Jantarapapa
Age 72 years
Nationality Thai
Status Married
 (1 son, 1 daughter)



Education

- Master Degree, M.B.A., East Texas State University, U.S.A.
- Bachelor Degree, Accounting, Chulalongkorn University

Certified Program

- Role of the Chairman Certification (RCP) in 2004, Thai Institute of Directors Association (IOD)

Experience

- 2002 – Present: Chairman, Authorized Director, Siam Future Development Plc., Shopping Center Developer
- 1980 – 1990: Vice President of Operation Division, The Siam Cement Group, Cement President, SCT Computer Co., Ltd. (Siam Cement Group), Computer President, Pan Supplies Co., Ltd (Siam Cement Group), Construction & Supply Machine Manager of Accounting department, Manager of Trading department, Manager of Finance department, Siam Cement Trading Co., Ltd (Siam Cement Group) International Trading

Director Proposal Chairman • Authorized director

Legally Controversy No such case during the last 10 years

Period of Director in Company 18 years

Attending in 2019 Meeting Board of Director Meeting 3/4 times

Shareholding 0.17% (Book closing on 30th December 2019)

Position as Director/Management in other Listed company None

Position as Director/Management in other company None

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

Biography of the Director Who Have Retired by Rotation and Reappoint

Name-Surname Mr.Pongkit Suttapong

Age 60 years

Nationality Thai

Status Married
(2 Sons)



Education

- Master Degree, Marketing, National Institute of Development Administration (NIDA)
- Bachelor Degree, Industrial Engineering, Khon-Kaen University

Certified Program

- Director Certification Program (DCP) Class #35, Thai Institute of Directors Association (IOD)
- Politics and Governance in Democratic Systems for Executives Class #9 (Por Por Ror. 9), King Prajadhipok's Institute, year 2005
- The Joint State-Private Class #19, National Defense College, (Wor Por Or. 2006), year 2006

Experience

- 1994 – Present: Vice Chairman, Authorized Director, Siam Future Development Plc., Shopping Center Developer
- 1993 – 1994: Director & General Manager, The International Engineering Public Co., Ltd., Telecommunication
- 1990 – 1993: Senior Vice President, The International Engineering Public Co., Ltd., Telecommunication
- 1989 – 1990: Regional Marketing Manager (South East Asia) Nokia Mobile Phone, Nokia (SEA) PTE. LTD, Singapore Office
- 1986 – 1989: Mobile Phone Department Manager, The International Engineering Public Co., Ltd., Telecommunication
- 1984 – 1986: Marketing Planning Manager, Sabina Fareast Co., Ltd., Lingerie

Director Proposal Vice Chairman • Authorized director

Legally Controversy No such case during the last 10 years

Period of Director in Company 25 years

Attending in 2019 Meeting Board of Director Meeting 4/4 times

Shareholding 5.76% (Book closing on 30th December 2019)

Position as Director/Management in other Listed company None

Position as Director/Management in other company None

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

Biography of the Director Who Have Retired by Rotation and Reappoint

Name-Surname Mr. Nopporn Witoonchart

Age 55 years

Nationality Thai

Status Married



Education

- Bachelor Degree, Computer Engineering, King Mongkut's Institute of Technology

Certified Program

- Director Certification Program (DCP) in 2005, Thai Institute of Directors Association (IOD)
- Capital Market Academy (CMA) in 2009
- Top Executive Program in Commerce and Trade (TEPCoT), Commerce Academy in 2010
- Top Executive Program in Urban Green Development (Mahanakorn #1), Urban Green Development Institute Bangkok 2011
- Diploma, National Defence College, The Joint State – Private Sector Course Class 55, National Defence College of Thailand
- Top Executive Program in Industry and Investment Business Development, Institute of Business and Development (IBID1)
- Top Executive Program in Energy Literacy for the world – Class 6, Thailand Energy Academy 2015
- Top Executive Program in OIC Advanced Insurance Institute (OICAll) Class 6, 2016
- Top Executive Program in Tourism – (Gortorsor #1), Tourism Authority of Thailand
- Business Revolution and Innovation Network (BRAIN #1), The Federation of Thai Industries
- Academy of Business Creativity (ABC #8), Sripatum University 2018

Experience

- 1994 – Present: Chief Executive Officer, Director, Authorized Director Siam Future Development Plc., Shopping Center Developer
- 1994 - Present General manager, Seang Somboon Co., Ltd
- 1990 – Present Executive Director, Witoon Holding Co., Ltd., Real Estate
- 1987 – 1990 Engineer, SCT Computer Co., Ltd. (Siam Cement Group), Computer

Director Proposal Director • Chairman of Executive Committee • Chief Executive Officer • Authorized director

Legally Controversy No such case during the last 10 years

Period of Director in Company 25 years

Attending in 2019 Meeting Board of Director Meeting 3/4 times

Shareholding 6.18% (Book closing on 30th December 2019)

Position as Director/Management in other Listed company None

Position as Director/Management in other company 2

1. General Manager, Seang Somboon Co., Ltd

2. Executive Director, Witoon Holding Co., Ltd., Real Estate

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

Biography of the Director Who Have Retired by Rotation and Reappoint

Name-Surname Mr. Woravit Chailimpamontri

Age 50 years

Nationality Thai

Status Married



Education

- M.B.A. in International Business, Schiller International University, London, England
- B.A. (Marketing), Bangkok University

Certified Program

- Director Certification Program (DCP) in 2008 and Advanced Audit Committee Program (AACP) in 2018, Thai Institute of Directors Association (IOD)
- Top Executive Program (CMA#8), Capital Market Academy 2009
- Top Executive Program in Commerce and Trade (TEPCoT#3), Commerce Academy 2010
- Top Executive Program in Politics and Governance in Democratic Systems (Class#14), King Prajadhipok's Institute 2011
- Certificate of Housing Finance Program at the Wharton School, University of Pennsylvania 2012
- The Programme for Senior Executives on Justice Administration (Class#16), National Justice Academy, Office of Judiciary 2013
- Top Executive Program in Energy Literacy for a Sustainable Future (Class#4), Thailand Energy Academy (TEA) in 2014
- Top Executive Program in Metropolitan Management and Development (Mahanakorn Class#4), Institute of Metropolitan Development, Navamindradhiraj University in 2015
- Public Order Management Program (Class#3), Police Education Bureau 2016
- Thailand Insurance Leadership Program (Class#6) Office of Insurance Commission (OIC) 2017

Experience

2018 – Present Independent Director and Member of the Audit Committee, Siam Future Development PLC.

2018 – Present Independent Director, 2S Metal PLC.

2017 – Present Chairman of the Audit Committee and Independent Director, National Power Supply PLC.

2017 – Present Director and Executive Director, International Research Corporation PLC.

2015 – Present Director, Thailand-Cambodia Friendship Association

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 2 years

Attending in 2019 Meeting Board of Director Meeting 4/4 times

Shareholding 0.00% (Book closing on 30th December 2019)

Position as Director/Management in other Listed company 3

1. 2S Metal PLC. 2. National Power Supply PLC. 3. International Research Corporation PLC.

Position as Director/Management in other company None

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

Agenda No.5 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 2020 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 2019, in amount of baht 6,000,000 assigned to committees which not more than 7.5 Million Baht per year, details are as the following:

	Board of Director	Position	Year 2018 Amount (Baht)	Meeting in 2019	Year 2019 Amount (Baht)
1	Mr.Oranop Jantaraprapa	Chairman	600,000	3/4	600,000
2	Mr.Pongkit Suttapong	Vice Chairman	360,000	4/4	360,000
3	Mr.Nopporn Witoonchart	Director	360,000	3/4	360,000
4	Mr.Somnuk Pojkasemsin	Director	360,000	4/4	360,000
5	Mr.Kittinanth Sumruatruamphol	Director	360,000	4/4	360,000
6	Mr.Vicha Poolvaraluck	Director	480,000	4/4	480,000
7	Mr.Verawat Ongvasith	Director	480,000	4/4	480,000
8	Ms.Thitaphat Issarapornpat	Director	480,000	4/4	480,000
9	Mr.Chai Jaroongtanapibarn	Independent Director	480,000	4/4	480,000
10	Mrs.Nantiya Montriwat	Independent Director and Chairman of Audit Committee	720,000	4/4	720,000
11	Mrs.Sabaithip Suntaros	Independent Director and Member of Audit Committee	660,000	4/4	660,000
12	Mr. Woravit Chailimpamontri	Independent Director and Member of Audit Committee	110,000	4/4	660,000
13	Mr.Dej Bulsuk*	Independent Director and Member of Audit Committee	495,000	-	
Total			5,945,000		6,000,000

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

Agenda No.6 To consider appointing the auditor for the year 2020 and to determine the auditor fee

To appoint the company's auditors for the year 2020 named Mr.Kajornkiet Aroonpirodkul Certified Public Accountant (Thailand) No. 3445, Ms.Nuntika Limviriyalers Certified Public Accountant (Thailand) No. 7358 and Mr.Pisit Thangtanagul Certified Public Accountant (Thailand) No. 4095 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		
	2018	2019	2020
Annual audit fee	460,000	483,000	483,000
Quarter review audit fee	353,000	372,000	372,000
Total Audit fee	813,000	855,000	855,000
Non-audit fee	-	-	-

Opinion of the Audit Committees : Agreed to appoint Mr.Kajornkiet Aroonpirodkul Certified Public Accountant (Thailand) No. 3445, Ms.Nuntika Limviriyalers Certified Public Accountant (Thailand) No. 7358 and Mr.Pisit Thangtanagul Certified Public Accountant (Thailand) No. 4095 of PricewaterhouseCoopers ABAS Ltd as the Company's auditor for the Year 2020 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, Ms.Nuntika Limviriyalers Certified Public Accountant (Thailand) No. 7358 and Mr.Pisit Thangtanagul Certified Public Accountant (Thailand) No. 4095 of PricewaterhouseCoopers ABAS Ltd as the Company's auditor for the Year 2020 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.

Agenda No.7 To Consider and Approve the Amendment to Article 24 and Article 35 of Company's Articles of Association in Accordance with the Law

In order for the Company's Articles of Association to be in compliance with the law, rectification to the Company's Articles of Association has been proposed to conform and fit with the current law, having details which can be summarized as follows.

Agenda No.7.1 To Consider and Approve the Amendment to Article 24 of Company's Articles of Association

According to the Announcement of the National Council for Peace and Order No. 74/2557 Re: Electronic Conferencing dated June 27, 2014, states that the conference under the provisions of law which requires that the conference be held, in addition to taking action in accordance with a procedure provided in each of statutes, the conference may be organized and held through electronic media and according to the statement of the Department of Business Development dated September 23, 2016, in case where a public limited company wishes to conduct conference through electronic media, the provision for such electronic conferencing must be specified in the Articles of Association of public limited company. Therefore, it is necessary to amend Article No. 24 of the Company's Articles of Association in order for the Company to be able to conduct conference through electronic media as follows.

Original Statement is as follows

"Article 24: In a meeting of the board of directors, The Chairman of the Board shall act as a Chairman of the meeting. The presence of not less than one-half (1/2) of the total number of directors is required to constitute a forum. In the case where the chairman of the board is not present at the meeting or is unable to perform his duty, if there is a vice-chairman, the vice-chairman shall preside over the meeting. If there is no vice-chairman or if there is one but he is unable to perform the duty, the meeting shall elect one among them to preside over the meeting.

The decisions at the meeting shall be by a majority of votes.

Each director shall have one vote, except the director having interest in any matter who shall have no right to vote in such matter. In the case of an equality of votes, the chairman of the meeting shall give the casting vote."

Amended Statement is as follows

"Article 24: In a meeting of the board of directors, The Chairman of the Board shall act as a Chairman of the meeting. The presence of not less than one-half (1/2) of the total number of directors is required to constitute a forum. In the case where the chairman of the board is not present at the meeting or is unable to perform his duty, if there is a vice-chairman, the vice-chairman shall preside over the meeting. If there is no vice-chairman or if there is one but he is unable to perform the duty, the meeting shall elect one among them to preside over the meeting.

The decisions at the meeting shall be by a majority of votes.

Each director shall have one vote, except the director having interest in any matter who shall have no right to vote in such matter. In the case of an equality of votes, the chairman of the meeting shall give the casting vote.

The Board of Directors' meeting or the subcommittee meeting of the Company can be conducted through electronic media in accordance with the requirements of the laws."

Opinion of the Board of Directors: Agreed to approve the amendment to Article 24 of the Company's Articles of Association in order for the Company to be able to conduct conference through electronic media. In order that, the Board of Directors see as Appropriate to propose an agenda for Shareholder's approving

Agenda No.7.2 To Consider and Approve the Amendment to Article 35 of Company's Articles of Association

According to the order of the National Council for Peace and Order No. 21/2560 Re: Amendments of Laws to Facilitate the Ease of Doing Business dated April 4, 2017, by which Section 100 of the Public Limited Companies Act B.E. 2535 has been repealed and replaced, causing Article 35 of the Company's Articles of Association to become contrary to the order of the Head of the National Council for Peace and Order above. Therefore, amendment to the Article 35 of Company's Articles of Association is being proposed to comply with the law as follows.

Original Statement is as follows

"Article 35: The Board of Directors must cause an annual general meeting of shareholders to be held within four (4) months from the ending date of the fiscal year of the Company.

All other meetings of shareholders apart from the aforementioned shall be called extraordinary meetings. The Board of Directors may summon an extraordinary meeting of shareholders whenever it sees fit. The shareholders holding **not less than one fifth (1/5) in the aggregate of the total number of outstanding shares or not less than twenty five (25) shareholders holding not less than one tenth (1/10) in the aggregate of the total number of outstanding shares** may at any time request the board of directors in writing for the summoning of the extraordinary meeting of shareholders. However, the reason for requisitioning the summoning of the meeting must also be clearly stated in the writing. In such case, the board of directors must arrange the meeting of shareholders **within one (1) month after having received the letter from the shareholders.**"

Amended Statement is as follows

"Article 35: The Board of Directors must cause an annual general meeting of shareholders to be held within four (4) months from the ending date of the fiscal year of the Company.

All other meetings of shareholders apart from the aforementioned shall be called extraordinary meetings. The Board of Directors may summon an extraordinary meeting of shareholders whenever it sees fit. **One or more shareholders holding the aggregate number of shares of not less than ten (10) percent of the total number of paid-up shares** may, by subscribing their names, request the Board of Directors in writing to call an extraordinary meeting at any time, but the reasons for calling such meeting shall be clearly stated in such request. In this regard, the Board of Directors shall proceed to convene the shareholders' meeting **within forty-five (45) days after having received the letter from the shareholders.**"

Opinion of the Board of Directors: Agreed to approve of the amendment to Article 35 of the Company's Articles of Association to be in conformity with the amended law. In order that, the Board of Directors see as Appropriate to propose an agenda for Shareholder's approving

During the registration of the amended Articles of Association of the Company with the public company limited registrar, as approved by the shareholders' meeting above, the language of the amendment may need to be changed according to the recommendation of the registrar. For flexibility during the registration, the shareholders' meeting shall then be proposed to grant authorization to the Company's Board of Directors or Company's employee or authorized representative of the Company to further amend, revise, delete or cancel the language of the amendment as recommended by the registrar without restrictions.



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

1 March 2020

Subject: Appointment of Proxy for the Annual General Meeting of Shareholders 2020

To: All shareholders

According to a determination for date of the Annual General Meeting of Siam Future Development Plc's shareholders 2020 to be held on Wednesday 25th March 2020 at 3:00 p.m. at Esplanade Cineplex 5, 3rd floor, Esplanade, Ratchadapisek Road, Bangkok Thailand, to consider various agenda, details of each agenda are provided in the invitation letter attached herewith.

Should you not be able to attend the meeting, the Company would like to request the shareholders to appoint other person as proxy to attend the meeting and to vote on your behalf. Alternatively, the shareholders may appoint **Mrs.Nantiya Montriwat, Independent director and the chairman of audit committee, or Mrs.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	72 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. Bachelor degree, (Statistics), Chulalongkorn University																								
7. Course of Thai Institute of Directors Association (IOD)	Director Certification Program (DCP) in 2000 Audit Committee Program (ACP) in 2005																								
8. Work Experience	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 20%;">2003 - Present</td> <td style="width: 50%;">Independent Director and Chairman of the Audit Committee</td> <td style="width: 30%;">Siam Future Development Plc.</td> </tr> <tr> <td>2008 - Present</td> <td>Director</td> <td>Thai Samut Asset Co., Ltd.</td> </tr> <tr> <td>2007 - Present</td> <td>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 2020's agenda	<u>Agenda No.5</u> To approve the Board of Directors' remuneration																								
11. Shareholding of Siam Future Development Plc	0.03% (Book closing at 30 th December 2019)																								

**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 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 and Member of Audit 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., Ltd.</td> </tr> <tr> <td style="border-bottom: 1px solid black;">2003 – 2006</td> <td style="border-bottom: 1px solid black;">Member of working 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 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 Finance Division</td> <td style="border-bottom: 1px solid black;">TISCO Finance Plc.</td> </tr> </table>	2003 – present	Independent Director and Member of Audit Committee	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 Finance Division	TISCO Finance Plc.
2003 – present	Independent Director and Member of Audit Committee	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 Finance Division	TISCO Finance Plc.														
9. Criminal record in the past 10 years	- None -															
10. Interest in AGM 2020's agenda	<u>Agenda No.5</u> To approve the Board of Directors' remuneration															
11. Shareholding of Siam Future Development PLC	0.07% (Book closing at 30 th December 2019)															

**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 B.A. (Marketing), Bangkok University															
7. Course of Thai Institute of Directors Association (IOD)	Director Certification Program (DCP) in 2008 Advanced Audit Committee Program (AACP) in 2018															
8. Work Experience	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 20%;">2018 – Present</td> <td style="width: 40%;">Independent Director and Member of the Audit Committee</td> <td style="width: 40%;">Siam Future Development Plc. 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 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 Member of the Audit Committee	Siam Future Development Plc. Shopping Center Developer	2018 – Present	Independent Director	2S Metal Plc.	2017 – Present	Independent Director and 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 Member of the Audit Committee	Siam Future Development Plc. Shopping Center Developer														
2018 – Present	Independent Director	2S Metal Plc.														
2017 – Present	Independent Director and 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 2020's agenda	<u>Agenda No.5</u> To approve the Board of Directors' remuneration															
11. Shareholding of Siam Future Development PLC	0.00% (Book closing at 30 th December 2019)															

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

1. Name - Surname	Mr. Chai Jaroongtanapibarn																								
2. Age	65 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 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) 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: 40%;">Independent Director</td> <td style="width: 40%;">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 2020's agenda	<u>Agenda No.5</u> To approve the Board of Directors' remuneration																								
11. Shareholding of Siam Future Development PLC	0.00% (Book closing at 30 th December 2019)																								

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 2563
ในวันพุธที่ 25 มีนาคม 2563 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 2020,
on Wednesday, March 25th, 2020, at 3:00 pm. at Esplanade Cineplex 5, 3rd 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.

ไปรตติดอากรแสตมป์ 20 บาท / Please affix Baht 20 Duty Stamp

แบบหนังสือมอบฉันทะ แบบ ข. (แบบที่กำหนดรายการต่าง ๆ ที่จะมอบฉันทะที่จะเสียขาดเจตนายตัว)

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.....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.....72.....ปี อยู่บ้านเลขที่.....161.....
Mr./Mrs./Miss age years, reside at
ถนน.....เพชรเกษม.....ตำบล/แขวง.....บางหว้า.....อำเภอ/เขต.....ภาษีเจริญ.....จังหวัด.....กทม.....รหัสไปรษณีย์.....10160.....หรือ
Road Tambol / Khwaeng Amphur / Khet Province Postal Code or
 (3) ชื่อ.....นางสไบทิพย์ สุนทรส.....อายุ.....72.....ปี อยู่บ้านเลขที่.....2234/1.....
Mr./Mrs./Miss 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.....นายวรวิทย์ ชัยลิมนมนตรี.....อายุ.....50.....ปี อยู่บ้านเลขที่.....308/20-21.....
Mr./Mrs./Miss age years, reside at
ถนน.....พญาเกล้า.....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.....65.....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 or

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้นประจำปี2563
ในวันพุธที่ 25 มีนาคม 2563 เวลา 15:00น. 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 2020 On Wednesday, March
25th, 2020, at 3:00 pm. at Esplanade Cineplex 5, 3rd floor, Esplanade, Ratchadapisek Road, Bangkok. Thailand. or such other date, time and place
as the meeting may be adjourned.

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้
In this Meeting, I / We grant my / our proxy to vote on my / our behalf as follows:

วาระที่.....1.....เรื่อง.....พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้นประจำปี 2562
Agenda No. 1 Re: To adopt the minutes of the Annual General Meeting of Shareholders 2019
 (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 2562 และพิจารณาอนุมัติงบแสดงฐานะทางการเงินและงบกำไรขาดทุนเบ็ดเสร็จประจำปี สิ้นสุดวันที่ 31 ธันวาคม 2562

Agenda No.2.....Re: To consider the year 2019 annual report and approving the financial statements for the year ended December 31, 2019

- (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 2562

Agenda No.3.....Re: To consider approving the dividend payment and set the legal reserve for the operating results of the year 2019

- (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 พิจารณาเลือกตั้งกรรมการทดแทนกรรมการที่ออกจากตำแหน่งตามวาระ
Agenda No.4.....Re: To consider electing 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 นายอรุณพ. จันทระประภา
Name of the nominated candidate Mr. Oranop Jantaraprapa
 เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain
2. บุคคลที่ได้รับการเสนอชื่อ นายพงศ์กิจ สุตพงษ์
Name of the nominated candidate Mr. Pongkit Suttapong
 เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain
3. บุคคลที่ได้รับการเสนอชื่อ นายนพพร วิฑูรชาติ
Name of the nominated candidate Mr. Nopporn Witoonchart
 เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain
4. บุคคลที่ได้รับการเสนอชื่อ นายวรวิทย์ ชัยลิ้มปมนตรี
Name of the nominated candidate Mr. Woravit Chailimpamontri
 เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

- วาระที่.....5.....เรื่อง พิจารณาอนุมัติกำหนดค่าตอบแทนกรรมการ

Agenda No.5.....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 6 เรื่อง พิจารณาแต่งตั้งผู้สอบบัญชีประจำปี 2563 และกำหนดค่าสอบบัญชี
 Agenda No. 6 Re: To consider appointing the auditor for the year 2020 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 7 เรื่อง พิจารณานำมติการแก้ไขเพิ่มเติมข้อบังคับของบริษัทฯ ข้อ 24 และข้อ 35 เพื่อให้สอดคล้องตามที่กฎหมายกำหนด

Agenda No. 7 Re: To Consider and Approve the Amendment to Article 24 and Article 35 of Company's Articles of Association in Accordance with the Law

- (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:
- วาระที่ 7.1 การแก้ไขเพิ่มเติมข้อบังคับของบริษัทฯ ข้อ 24
 Agenda No. 7.1 Re: To Approve the Amendment to Article 24 of Company's Articles
 เห็นด้วย ไม่เห็นด้วย งดออกเสียง
 Approve Disapprove Abstain

วาระที่ 7.2 การแก้ไขเพิ่มเติมข้อบังคับของบริษัทฯ ข้อ 35

Agenda No. 7.2 Re: To Approve the Amendment to Article 35 of Company's Articles
 เห็นด้วย ไม่เห็นด้วย งดออกเสียง
 Approve Disapprove Abstain

วาระที่ 8 เรื่อง พิจารณาเรื่องอื่นๆ (ถ้ามี)
 Agenda No. 8 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 agenda that is not as specified in this proxy shall be considered as invalid and not signify my voting as a shareholder.

(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 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.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุมนั้น 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. ผู้ถือหุ้นที่มีมอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าร่วมประชุมและออกเสียงลงคะแนน 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. ในกรณีที่วาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในปีประจำต่อแบบหนังสือมอบฉันทะตามแบบ

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 สยามฟิวเจอร์ดีเวลอปเมนต์ จำกัด (มหาชน)

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

ในการประชุมสามัญผู้ถือหุ้นประจำปี 2563 ในวันพุธที่ 25 มีนาคม 2563 เวลา 15:00 น. ณ โรงภาพยนตร์ เอสพลานาด ซีเนเพล็กซ์ 5 ชั้น 3

In the annual general meeting of shareholders 2020 on Wednesday, March 25th, 2020, at 3:00 pm. at Esplanade Cineplex 5, 3rd 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

ในฐานะผู้ประกอบธุรกิจเป็นผู้รับฝากและดูแลหุ้น (Custodian) ให้กับ.....
As Custodian for

ซึ่งเป็นผู้ถือหุ้นของบริษัท.....สยามฟิวเจอร์ดีเวลอปเม้นท์.....จำกัด (มหาชน)
am / are a shareholder of Siam Future Development Public Company Limited

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

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

(2) ขอมอบฉันทะให้

Hereby appoint

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

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

(2) นางนันทิยา มนต์วิวัฒน์.....อายุ 72 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) นายสไบทิพย์ 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) นายวรวิทย์ ชัยลิ้มปมนตรี.....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) นายชัย จรุงธนาภิบาล.....อายุ 65 ปี อยู่บ้านเลขที่ 170.....
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 2563 ในวันพุธที่ 25 มีนาคม 2563 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 2020, On Wednesday, March 25th, 2020, at 3:00 pm. at Esplanade Cineplex 5, 3rd floor, Esplanade, Ratchadapisek Road, Bangkok, Thailand. Or at any adjournment there of.

(3) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

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

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

มอบฉันทะบางส่วน คือ

To grant a part of:

หุ้นสามัญ.....หุ้น และมีสิทธิออกเสียงลงคะแนนได้.....เสียง
Common stock Shares with the right to vote for votes

รวมสิทธิออกเสียงลงคะแนนได้ทั้งหมด.....เสียง

Total right to vote equal to votes

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

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

วาระที่ 1 เรื่อง พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้นประจำปี 2562

Agenda No. 1 Re: To adopt the minutes of the Annual General Meeting of Shareholders 2019

(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 2562 และพิจารณาอนุมัติงบแสดงฐานะทางการเงินและงบกำไรขาดทุนเบ็ดเสร็จประจำปี สิ้นสุดวันที่ 31 ธันวาคม 2562

Agenda No. 2 Re: To consider the year 2019 annual report and approving the financial statements for the year ended December 31, 2019

(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 2562

Agenda No. 3 Re: To consider approving the dividend payment and set the legal reserve for the operating results of the year 2019

(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 พิจารณาเลือกตั้งกรรมการทดแทนกรรมการที่ออกจากตำแหน่งตามวาระ

Agenda No. 4 Re: To consider electing 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

นายอรณพ จันทระภา

Name of the nominated candidate

Mr.Oranop Jantarapapa

เห็นด้วย ไม่เห็นด้วย งดออกเสียง

งดออกเสียง

Approve Disapprove Abstain

2. บุคคลที่ได้รับการเสนอชื่อ

นายพงศ์กิจ สุทธิพงษ์

Name of the nominated candidate

Mr.Pongkit Suttapong

เห็นด้วย ไม่เห็นด้วย งดออกเสียง

งดออกเสียง

Approve Disapprove Abstain

3. บุคคลที่ได้รับการเสนอชื่อ

นายนพพร วิฑูรชาติ

Name of the nominated candidate

Mr.Nopporn Witoonchart

เห็นด้วย ไม่เห็นด้วย งดออกเสียง

งดออกเสียง

Approve Disapprove Abstain

4.บุคคลที่ได้รับการเสนอชื่อ

Name of the nominated candidate

เห็นด้วย

ไม่เห็นด้วย

Approve

Disapprove

นายวรวิทย์ ชัยลิ้มปมณตรี

Mr. Woravit Chailimpamontri

งดออกเสียง

Abstain

วาระที่ 5 เรื่อง พิจารณานุมัติกำหนดค่าตอบแทนกรรมการ

Agenda No. 5 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 6 เรื่อง พิจารณาแต่งตั้งผู้สอบบัญชีประจำปี 2563 และกำหนดค่าสอบบัญชี

Agenda No. 6 Re: To consider appointing the auditor for the year 2020 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 7 เรื่อง พิจารณานุมัติการแก้ไขเพิ่มเติมข้อบังคับของบริษัทฯ ข้อ 24 และข้อ 35 เพื่อให้สอดคล้องตามที่กฎหมายกำหนด

Agenda No. 7 Re: To Consider and Approve the Amendment to Article 24 and Article 35 of Company's Articles of Association in Accordance with the Law

(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:

วาระที่ 7.1 การแก้ไขเพิ่มเติมข้อบังคับของบริษัทฯ ข้อ 24

Agenda No. 7.1 Re: To Approve the Amendment to Article 24 of Company's Articles

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ 7.2 การแก้ไขเพิ่มเติมข้อบังคับของบริษัทฯ ข้อ 35

Agenda No. 7.2 Re: To Approve the Amendment to Article 35 of Company's Articles

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ 8 เรื่อง พิจารณาเรื่องอื่นๆ (ถ้ามี)

Agenda No. 8 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) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

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

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะ ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

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

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

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

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

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

หมายเหตุ

1. หนังสือมอบฉันทะแบบ ค. นี้ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้นให้เท่านั้น
This Proxy form is only used for the foreign shareholder who has appointed Thai Custodian to be his/her/its trustee.
2. หลักฐานที่ต้องแนบพร้อมกับหนังสือมอบฉันทะ คือ
Evidences showing with Proxy Form are
 - a. หนังสือมอบอำนาจจากผู้ถือหุ้นให้คัสโตเดียน (Custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบฉันทะแทน
Letter of Attorney from shareholder that empowered custodian to sign in Proxy Form.
 - b. หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทนได้รับ
Confirmation Letter that authorized person is granted to operate the custodian business.
3. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and may not split the number of shares to many proxies for splitting votes.
4. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งหมดหรือเลือกตั้งกรรมการเป็นรายบุคคล
The shareholder can vote the appointment of directors either all directors or individual director in such agenda.
5. 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 2563 ในวันพุธที่ 25 มีนาคม 2563 เวลา 15:00 น. ณ โรงภาพยนตร์ เอสพลานาด ซีนีเพล็กซ์ 5 ชั้น 3

In the annual general meeting of shareholders 2020 on Wednesday, March 25th, 2020, at 3:00 pm. at Esplanade Cineplex 5, 3rd floor,

ศูนย์การค้าเอสพลานาด 99 ถนนรัชดาภิเษก กทม. หรือจะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

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

วาระที่ _____ เรื่อง _____

Agenda No. Re:

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

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

วาระที่ _____ เรื่อง _____

Agenda No. Re:

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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 โนตารีพับลิก

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

ทั้งนี้ 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; 26th, 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.

3rd Floor, Esplanade, Ratchadapisek Road, Bangkok

On Wednesday, March 25, 2020, at 3:00 pm.

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

Registration starts at 12.30 pm., at 3 Floors (Entrance Hall)

