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SIAM FUTURE DEVELOPMENT PUBLIC CO., LTD.

Invitation to the Annual General Meeting of Shareholders 2016

Thursday 24th March 2016, at 3.00 p.m.

Esplanade Cineplex 4

3rd Floor Esplanade Ratchadapisek

No. 99 Ratchadapisek Road,

Dindaeng, Bangkok

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

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

3 March 2016

Subject: Invitation to the Annual General Meeting of Shareholders 2016

To: All shareholders

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

Siam Future Development Public Company Limited's the Annual General Meeting of Shareholders 2016 will be held on Thursday 24th March 2016 at 3:00 p.m. Esplanade Cineplex 4, 3rd floor, Esplanade, Ratchadapisek Road, Bangkok Thailand. The agenda of the meeting will be as follows:

Agenda No.1 To adopt the minutes of Annual General Meeting of Shareholders Year 2015

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 2015 annual report and approving the financial statements for the year ended December, 31st 2015

Abstract: The Shareholder's should acknowledge the 2015 performance statements and approve the financial statement for the year ended December, 31st 2015 which has been audited by the auditor.

(Unit:Million Bath)

Operating results	2015
Total Revenues	2,026.29
Net Profit attributable to Owners of the parent	1,407.83
Net Profit attributable to Non-controlling interests	384.96
Net Profit	1,792.80

Financial Status	2015
Total Assets	14,422.08
Total Liabilities	5,516.08
Shareholders' Equity	8,906.00

Opinion of the Board of Directors: Agreed to approve such annual report and financial statements for the year ended December, 31st 2015, 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 2015 Annual Report and 2015 Financial Statement CD.)

Agenda No.3 To consider approving the dividend payment and set the legal reserve for the operating results of the year 2015

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 2015 which the Company had the appropriation of profit as legal reserve of Baht 29,610,000, equivalent to 10 percent of the registered capital. At the present, the Company has the remaining legal reserve at the amount of Baht 148,056,690. Consequently, the totaling amount of legal reserve is Baht 177,666,690.

And agreed to approve the dividend for the Year 2015 at a rate of Baht 0.15 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	2015
Net Profit	(Million Baht)	331.3
Net Profit Share	(Baht)	0.19
Dividend per Share	(Baht)	0.15
Percentage of Dividend to net profit		80%
Dividend payment amount	(Million Baht)	266.49

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

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

Agenda No.5 To approve the Board of Directors' remuneration for the year 2016

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 2016 and to determine the auditor fee

Opinion of the Board of Directors: Agreed to appoint Mr. Chanchai Chaiprasit Certified Public Accountant (Thailand) No. 3760, Mr. Kajornkiet Aroonpirodkul Certified Public Accountant (Thailand) No. 3445 and Mr. Paiboon Tunkoonl Certified Public Accountant (Thailand) No. 4298 of PricewaterhouseCoopers ABAS Ltd as the Company's auditor for the Year 2016 with the amount Baht 813,000 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 other matters (if any)

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

Yours sincerely,



(Ms.Porntipa Rujipairoj)

Company Secretary

Agenda Supporting Documents

Agenda No.1 To adopt the minutes of Annual General Meeting of Shareholders Year 2015

Date, Time and Venue

Meeting was held on Wednesday 22 April 2015 at 3:00 pm at Esplanade Cineplex 4 Theatre, 3rd Floor Esplanade Shopping Center, Ratchadapisek Road, Din Daeng, Bangkok

MC introduced the directors who participated in the 2015 Annual General Meeting of the Shareholders as follows:

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

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

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

- 4.3) For Agenda Item 7 to appoint the directors to replace the directors who will retire by rotation, to comply with the Annual General Shareholders Meeting Assessment Approach, the Company will ask the shareholders to cast their votes for each director individually.
- 5) Prior to the vote casting on each agenda item, the attendees would have an opportunity, as it may be deemed appropriate, to raise questions in relation to such agenda item. The shareholders or proxies who wish to raise questions are requested to state their first and last names to the Meeting prior to raising questions or making comments. The shareholders are requested to make their comments or questions concise, and refrain from asking repeated questions, so that other shareholders may exercise their rights to raise question or comments and the Meeting time can be managed within the schedule.
- 6) In the case of any questions other than those related to the agenda item under consideration, the shareholders are requested to raise such question or comment in the agenda item “Other Business”, prior to the adjournment of the Meeting in order that the Meeting can be conducted according to the order of agenda items.

Mr. Oranop Jantaraprapa, Chairman of the Board of Directors, presided as a Chairman of the Meeting. The Chairman informed the Meeting that there were 320 shareholders present in person and by proxy, holding a total of 833,657,268 shares, representing 56.3 percent of the total issued shares of 1,480,515,030 shares, which is greater than one-third of the total number of shares. It thus formed a quorum pursuant to the Company’s Articles of Association. The Chairman then declared the Meeting open.

Agenda Item 1: To consider the certification of the minutes of the 2014 Annual General Meeting of the Shareholders

The Chairman proposed that the Meeting consider the certification of the minutes of the 2014 Annual General Meeting of the Shareholders convened on Tuesday 25 March 2014, details of which as distributed for shareholders’ consideration along with the meeting invitation letter.

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

Resolution: Unanimous votes approving a certification of the minutes of the 2014 Annual General Meeting of the Shareholders

Approved	836,029,957 votes, representing	100.00%
Disapproved	0 votes, representing	0.00%
Abstained	0 votes, representing	0.00%
Total votes in this agenda item	836,029,957 votes, representing	100.00%

Agenda Item 2: To consider and approve 2014 annual report, the statement of financial position and the statement of comprehensive income for the year ended 31 December 2014

The Chairman proposed that the Meeting consider and approve the 2014 annual report, the statement of financial position and the statement of comprehensive income for the year ended 31 December 2014, audited by the Company’s auditor, details of which as provided in the 2014 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.

Profit & loss statement

The Company grew favorably with total 2014 revenues of THB 1,869 million. 2014 net profit grew 40% from 2013 to THB 700 million.

Financial status and operating results

Total assets increased from 2013 to THB 12,460 million. Total liabilities declined to THB 5,314 million in 2014. 2014 shareholders' equity increased to THB 7,146 million. The increase in assets and shareholders' equity resulted from the Company's profit in 2014 as well as stock dividend payment.

Rental area

The Company's total rental area in 2014 stood at 412,712 sq.m. close to that in 2013. However, the increase in operating results was attributable to the favorable performance of Mega Bangna Project.

The Chairman then gave the shareholders the opportunity to raise questions or give comments related to the agenda item. However, there were no additional questions or comments. The Chairman then asked if there are any shareholders who disapproved or abstained from the voting. The Chairman summarized resolution of the Meeting as follows:

Resolution: Unanimous votes approving the 2014 annual report and the statement of financial position and the statement of comprehensive income for the year ended 31 December 2014

Approved	836,042,019 votes, representing	100.00%
Disapproved	0 votes, representing	0.00%
Abstained	0 votes, representing	0.00%
Total votes in this agenda item	836,042,019 votes, representing	100.00%

Agenda Item 3: To consider and approve the allocation of operating results as legal reserve and dividend payment for the year 2014

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 2014 as follows:

By law, when making dividend payment, the Company was required to provide legal reserve. It, therefore, proposed to provide additional legal reserve of THB 16.43 million to satisfy 10% requirement of registered capital, or THB 148.06 million.

In 2014 the Company's net income stood at THB 700 million. Deducting gain from fair value adjustment of THB 445 million, remaining net profit available for dividend payment amounted to THB 225 million, or THB 0.17 per share. As the Company made dividend payment from retained earnings, it then proposed to make dividend payment of **THB 0.22223 per share** which differed from that stated in the meeting invitation letter (previously THB 0.22222 per share) as the Thailand Securities Depository had notified that the fifth position of the decimal should be rounded up to be sufficient for the Company to pay withholding tax on behalf of the shareholders. The dividend shall be paid in form of ordinary shares to the shareholders at the ratio of **5 existing shares to 1 share dividend**, or dividend payment of THB 0.20 per share with cash dividend payment of **THB**

0.02223 per share (previously THB 0.02222 per share totaling THB 32.90 million) as tax payment on behalf of the shareholders. Total number of share dividend shall not exceed 296,103,006 shares and cash for tax payment not exceeding THB 32.92 million.

The share register book would be closed to suspend share transfer for the right to receive dividend payment on 30 April 2015. The Stock Exchange of Thailand would post XD sign on 27 April 2015 and dividend payment would be made on 18 May 2015. Share dividend would be traded on the Stock Exchange of Thailand from 21 May 2015 onwards.

The Chairman then gave the shareholders the opportunity to raise questions or give comments related to the agenda item. However, there were no additional questions or comments. The Chairman then asked if there are any shareholders who disapproved or abstained from the voting. The Chairman summarized resolution of the Meeting as follows:

Resolution: Unanimous votes approving dividend payment and provision of legal reserve for the 2014 operating results as proposed

Approved	843,757,977 votes, representing	100.00%
Disapproved	0 votes, representing	0.00%
Abstained	0 votes, representing	0.00%
Total votes in this agenda item	843,757,977 votes, representing	100.00%

Agenda Item 4: To consider and approve registered capital reduction

The Chairman assigned the President to propose the Meeting to approve the reduction of registered capital from the existing THB 1,480,522,641 to THB 1,480,515,030 by reducing the remaining ordinary registered capital of 7,611 shares after capital increase for share dividend according to the resolution from the 2014 Annual General Meeting of the Shareholders at the par value of THB 1 per share.

	Current registered capital	1,480,522,641
<u>Less</u>	Total issued & paid-up capital (as at January 2015)	<u>(1,480,515,030)</u>
	Excess share capital	<u>7,611 shares</u>

The Chairman then gave the shareholders the opportunity to raise questions or give comments related to the agenda item. However, there were no additional questions or comments. The Chairman then asked if there are any shareholders who disapproved or abstained from the voting. The Chairman summarized resolution of the Meeting as follows:

Resolution: Majority votes of 99.9988% to approve registered capital reduction to THB 1,480,515,030 (one thousand four hundred and eighty million five hundred and fifteen thousand and thirty Baht) through a cancellation of registered ordinary capital of 7,611 shares with a par value of THB 1 per share, which was greater than three-fourth of total votes of the shareholders attending the Meeting and having the rights to vote

Approved	843,757,061 votes, representing	99.9988%
Disapproved	0 votes, representing	0.0000%
Abstained	10,028 votes, representing	0.0012%
Total votes in this agenda item	843,767,089 votes, representing	100.0000%

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

The Chairman proposed the Meeting to consider the increase of registered capital to be allocated for share dividend payment in accordance with Agenda Item 3, and assigned the President to explain details to the Meeting to consider the approval of the increase of the Company's registered capital for the allocation of share dividend payment, details of which as distributed for shareholders' consideration along with the meeting invitation letter. Ordinary shares of 296,103,006 shares (two hundred and ninety-six million one hundred and three thousand and six shares) with a par value of THB 1 per share, totaling THB 296,103,006 (two hundred and ninety-six million one hundred and three thousand and six Baht).

	Current registered capital	1,480,522,641	Baht
<u>Less</u>	Registered capital reduction (per Agenda Item 4)	<u>(7,611)</u>	Baht
	Remaining registered capital after reduction	1,480,515,030	Baht
<u>Plus</u>	Capital increase for share dividend (5 existing shares : 1 share dividend)	<u>296,103,006</u>	Baht
	The Company's registered capital after capital increase	<u>1,776,618,036</u>	Baht

The Chairman then gave the shareholders the opportunity to raise questions or give comments related to the agenda item. However, there were no additional questions or comments. The Chairman then asked if there are any shareholders who disapproved or abstained from the voting. The Chairman summarized resolution of the Meeting as follows:

Resolution: Majority votes of 99.9976%, which was greater than three-fourth of total votes of the shareholders attending the Meeting and having the rights to vote, to approve registered capital increase to THB 1,776,618,036 (one thousand seven hundred and seventy-six million six hundred and eighteen thousand and thirty-six Baht) with a par value of THB 1 per share, whereas not more than 296,103,006 shares to be allocated for share dividend

Approved	843,751,139 votes, representing	99.9976%
Disapproved	10,000 votes, representing	0.0012%
Abstained	10,000 votes, representing	0.0012%
Total votes in this agenda item	843,771,139 votes, representing	100.00%

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

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

"Item 4. Registered capital 1,480,515,030 Baht (one thousand four hundred and eighty million five hundred and fifteen thousand and thirty Baht)
Divided into 1,480,515,030 shares (one thousand four hundred and eighty million five hundred and fifteen thousand and thirty shares)
Par value of THB 1 (one Baht) per share
Divided into

Ordinary shares	1,480,515,030	shares (one thousand four hundred and eighty million five hundred and fifteen thousand and thirty shares)
Preferred shares	-	share (-)”

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

“Item 4. Registered capital	1,776,618,036 Baht (one thousand seven hundred and seventy-six million six hundred and eighteen thousand and thirty-six Baht)
Divided into	1,776,618,036 shares (one thousand seven hundred and seventy-six million six hundred and eighteen thousand and thirty-six shares)
Par value of	THB 1 (one Baht) per share
	Divided into
Ordinary shares	1,776,618,036 shares (one thousand seven hundred and seventy-six million six hundred and eighteen thousand and thirty-six shares)
Preferred shares	- share (-)”

The Chairman gave the shareholders the opportunity to raise more questions or give comments. However, there were no additional questions or comments. The Chairman then asked if there are any shareholders who disapproved or abstained from the voting. The Chairman summarized resolution of the Meeting as follows:

Resolution: Majority votes of 99.9988% to approve the amendment of the memorandum of association to be consistent with the capital reduction/ increase, which was greater than three-fourth of total votes of the shareholders attending the Meeting and having the rights to vote

Approved	843,761,211 votes, representing	99.9988%
Disapproved	0 votes, representing	0.0000%
Abstained	10,028 votes, representing	0.0012%
Total votes in this agenda item	843,771,239 votes, representing	100.0000%

Agenda Item 7: To consider the re-election of the directors to whose terms expired and to consider an appointment of the new directors

The Chairman proposed the Meeting to consider and re-elect the directors whose terms expired and to consider the appointment of new directors. He assigned the President to notify the Meeting:

Agenda Item 7.1: To consider the re-election of the directors whose terms expired

There were four directors whose tenure had ended this year as follows:

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

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

Agenda Item 7.2: To consider the appointment of new directors

To enhance the Company's efficiency, the Board of directors had considered recruitment of the Company's existing staff as three additional directors. Names and work experiences has been distributed for shareholders' consideration along with the meeting invitation letter.

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

The Chairman then asked if there are any shareholders who disapproved or abstained from the voting, and gave the shareholders the opportunity to raise questions or give comments. The shareholders' questions and comments can be summarized as follows:

Mrs. Pensri Jintananont, rights protection volunteer from Thai Investors Association, provided comments as follows:

Objected to the re-election of Mr. Chai Jroongtanapibarn, an Independent Director, as he had been in the position for a long time which did not comply with the good governance that the Independent Directors who were representatives of the shareholders should be in the position for three terms despite the law did not specify the period for being in the position.

Mrs. Rungruang Ngaongamrat, a shareholder, provided comments as follows:

As the past operating performance had been steady, the directors should be changed so that the operating results could improve.

Mr. Komsan Ornpimant, a shareholder, provided comments as follows:

Would new directors also receive higher remuneration as they were also management? The proportion of 15 directors versus 83 employees was too high. He requested the Chairman, the President and the Chairman of the Audit Committee to provide comments.

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

Currently there were three executive directors, i.e. Mr. Nopporn Witoonchart, Mr. Kittinanth Sumruatruamphol and Mr. Somnuk Pojkasemsin. They all received directors' remuneration but in the amount less than the non-executive directors. Therefore, new directors should also receive the remuneration due to greater responsibility.

Mrs. Rungruang, a shareholder, provided additional comments as follows:

Disadvantage of having the existing staff of the Company as new directors was that there would be no new ideas. Outsiders would be more aggressive.

The Chairman gave the following explanation:

For those employees with great potential who had been with the Company for a long time, the Company should award and provide them an opportunity for promotion as well as the increase in remuneration.

Mr. Komsan Ornpimant, a shareholder, provided additional comments as follows:

Meeting attendance fee was small compared with the Company's assets. However, how would the Company earn concrete benefits from the appointment of three new directors, e.g. would the negotiation with IKEA become more efficient? He requested the Audit Committee to provide comments.

The Chairman gave the following explanation:

An evaluation of the performance of the new directors may not be immediate. However, the Company's past performance had been positive and was capable of adapting to the new competition.

Mr. Hangchai Akkavassakul, a shareholder, provided comments as follows:

Promoting the Company's lower level management to the directors was appropriate and should be supported as they would have an opportunity to express their opinion and vision in the Company's Board of Directors. He would like to give support to the new directors. It had been scarce for listed companies to promote the lower level management to the directors. The Board of Directors had a vision of wanting Siam Future to grow with its staff.

Mr. Komsan Ornpimant, a shareholder, provided additional comments as follows:

Adding new directors lowered the proportion of independent directors to be less than the level which allowed appropriate check & balance system under the SEC's corporate governance. He requested the Company to reconsider and the Audit Committee members to supervise.

Mrs. Pensri Jintananont, rights protection volunteer from Thai Investors Association, provided additional comments as follows:

Currently some companies with good corporate governance had a policy to lower the number of directors, such as IRPC which lowered the number of directors from 17 to 15 directors.

Mrs. Jinnapak Pornpiboon, a shareholder, provided comments as follows:

Promoting staff to the directors was a new dimension by providing the opportunity for the insiders to grow the Company. This should be beneficial to both the Company and the shareholders. However, she would like to know more details about from how many staff were the directors selected as well as selection criteria and which aspects of SF would they fill in.

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

The Company selected them from the management of 15 people. Criteria of new directors were based on past evaluation, which they had been in top tier, as well as from their opinions and visions in the meeting. Each new director had strength in different aspect, i.e.

- Miss Pornnipa Rujipairoj had 27 years of experience in accounting. Currently she was in the position of Executive Vice President and had been with the Company for ten years. A number of new accounting standards had been adopted recently and the Company's accounting needed to be adjusted. Also, attending Por Por Ror program allowed her to have a connection with executives and the government officers.
- Mrs. Jitthada Paoin was graduated with the first class honor from Chulalongkorn University. She had 27 years of experience in human resources. Currently she was in the position of Senior Vice President and had been with the Company for five years. She would enhance the efficiency of human resource management. As the Company had a policy of retaining the small number of staff, it would need to seek for highly effective management approach.
- Mrs. Panravee Pongpan had finance experiences. She had been with the Company for 15 years. Her past accomplishment included, together with IKEA, an arrangement for debt financing of THB 6,500 million from the banks for Mega Bangna Project.

Mrs. Jinnapak Pornpiboon, a shareholder, provided additional comments as follows:

It was expected that should all three new directors be elected, they would be beneficial to SF in terms of accounting, finance and human resources. If the Company had a new project, interest cost should be lower as the existing strategy and experiences would be maximized.

The Chairman then asked the shareholders to cast a ballot to count the votes in the Meeting. The Chairman summarized resolution from the Meeting as follows:

Resolution:

Agenda Item 7.1: To consider the re-election of the directors whose terms expired

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

Approved 814,642,773 votes, representing 96.5478%

Disapproved 29,125,193 votes, representing 3.4518%

Abstained 3,586 votes, representing 0.0004%

Total votes in this agenda item 843,771,552 votes, representing 100.0000%

7.1.2 Majority votes to approve the re-appointment of Mr. Verawat Ongvasith as director

Approved 814,073,080 votes, representing 96.4803%

Disapproved 29,684,886 votes, representing 3.5181%

Abstained 13,586 votes, representing 0.0016%

Total votes in this agenda item 843,771,552 votes, representing 100.0000%

7.1.3 Majority votes to approve the re-appointment of Mr. Chai Jroongtanapibarn as director

Approved 843,357,173 votes, representing 99.9509%

Disapproved 400,793 votes, representing 0.0475%

Abstained 13,586 votes, representing 0.0016%

Total votes in this agenda item 843,771,552 votes, representing 100.0000%

7.1.4 Majority votes to approve the re-appointment of Mr. Kittinanth Sumruatruamphol as director

Approved 814,642,773 votes, representing 96.5478%

Disapproved 29,125,193 votes, representing 3.4518%

Abstained 3,586 votes, representing 0.0004%

Total votes in this agenda item 843,771,552 votes, representing 100.0000%

Agenda Item 7.2: To consider the appointment of new directors

7.2.1 Majority votes to approve the appointment of Miss Pornnipa Rujipairoj as director

Approved 814,500,679 votes, representing 96.4821%

Disapproved 29,694,886 votes, representing 3.5175%

Abstained 3,586 votes, representing 0.0004%

Total votes in this agenda item 844,199,151 votes, representing 100.0000%

7.2.2 Majority votes to approve the appointment of Mrs. Jitthada Paoin as director

Approved 814,490,679 votes, representing 96.4809%

Disapproved 29,694,886 votes, representing 3.5175%

Abstained 13,586 votes, representing 0.0016%

Total votes in this agenda item 844,199,151 votes, representing 100.0000%

7.2.3 Majority votes to approve the appointment of Mrs. Panravee Pongpan as director

Approved 814,490,679 votes, representing 96.4809%

Disapproved 29,694,886 votes, representing 3.5175%

Abstained 13,586 votes, representing 0.0016%

Total votes in this agenda item 844,199,151 votes, representing 100.0000%

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

The Chairman proposed the Meeting to consider and approve the remuneration of the directors and assigned the President to notify the Meeting that total remuneration of all Board members would not exceed THB 7,500,000 per annum which rose from that last year due to the higher number of the Board members. The remuneration of each director was still similar to that last year, details of which as distributed for shareholders' consideration along with the meeting invitation letter.

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

A shareholder provided comments as follows:

For the directors' remuneration, THB 7,500,000 was pretty high. He proposed the directors to consider the increase in cash dividend as dividend in form of shares would cause a dilution.

The Chairman gave the following explanation:

Dividend payment would depend on the operating performance. The comments would be taken into account each year. Regarding the directors' remuneration, the amount per director was not increased.

The Chairman then asked the shareholders to cast a ballot to count the votes in the Meeting. The Chairman summarized resolution from the Meeting as follows:

Resolution: Majority votes to approve the remuneration of all Board members shall not exceed THB 7.5 million per annum

Approved 637,401,534 votes, representing 99.9868%

Disapproved 70,600 votes, representing 0.0111%

Abstained 13,586 votes, representing 0.0021%

Total votes in this agenda item 637,485,720 votes, whereby votes of persons with interest totaling 200 million shares had been deducted, representing 100.00%

Agenda Item 9: To consider the appointment of an auditor for the year 2015 and the determination of auditing fee

The Chairman proposed the Meeting to consider the appointment of the auditor for the year 2015 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 2015 by appointing Miss Sakuna Yamsakul CPA no. 4906, Mr. Pisit Thangtanagul CPA no. 4095, Mr. Chanchai Chaiprasit CPA no. 3760 and Mr. Kajornkiet Aroonpirodkul CPA no. 3445,

from PricewaterhouseCoopers ABAS Co., Ltd. as the auditors for the group companies. Similar to that in 2014, 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 763,000 per annum similar to that last year, details of which as distributed for shareholders' consideration 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. However, there were no questions or comments. The Chairman then asked the shareholders to cast a ballot to count the votes in the Meeting. The Chairman summarized resolution of the Meeting as follows:

Resolution: Majority votes to approve the appointment of Miss Sakuna Yamsakul CPA no.4906, Mr. Pisit Thangtanagul CPA no. 4095, Mr. Chanchai Chaiprasit CPA no. 3760 and Mr. Kajornkiet Aroonpirodkul CPA no. 3445, from PricewaterhouseCoopers ABAS Co., Ltd. as the Company's auditors for the year 2015 with the auditing fee of THB 763,000 per annum as proposed.

Approved	840,797,741 votes, representing	99.5848%
Disapproved	3,431,600 votes, representing	0.4064%
Abstained	74,186 votes, representing	0.0088%
Total votes in this agenda item	844,303,527 votes, representing	100.0000%

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:

Mrs. Patcharin Charnmetha, a shareholder, raised question as follows:

- The Company used to call an EGM for capital increase in 2013 but was subsequently cancelled due to political situation. Therefore, from which sources funding was raised for Mega Rangsit Project?
- If share dividend was paid, share price would not move due to dilution.

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

THB 350 million were invested for land purchase for Mega Rangsit Project. The Company used its working capital.

The Chairman gave the following explanation:

Issue on share dividend would be considered as some shareholders liked it while the other might not due to dilution.

Mrs. Patcharin Charnmetha, a shareholder, raised additional question as follows:

Working capital of THB 350 million was used for land purchase only. What was the plan for investment in construction?

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

No construction was planned at present. It was under master plan development.

Mrs. Somsri, a shareholder, raised question as follows:

MAJOR's share price rose while SF's was not quite. The Company should learn method from Mr. Vicha Poolvaraluck.

The Chairman gave the following explanation:

Share price depended on market situation and investors' perception.

Mrs. Somsri, a shareholder, raised additional question as follows:

Why was share dividend not used as directors' remuneration?

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

In issuing shares to the directors, the Company needed an approval from the SEC. Regarding ESOP issuance, the Company would take it into consideration.

Mr. Komsan Ornpimant, a shareholder, provided comments as follows:

Why was an occupancy rate low in The Avenue Chaengwattana Project and Imagine Village Project?

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

The occupancy rate of The Avenue Chaengwattana Project was low as California Fitness went bankrupt and cancelled the space. As a result, there was no magnet and the Company planned to renovate the shopping center by improving the landscape, procuring new tenants and increasing marketing campaign. Imagine Village Project was situated in the university. Therefore, access was difficult as customers would need to pass security system of the university. It was inconvenient for external customers and therefore the customers were only students of the university. Additionally, restaurants were prohibited from selling alcohol. The Company might not renew the contract for project management by letting the university to manage it on their own.

Mr. Hangchai Akkavassakul, a shareholder, provided comments as follows:

Regarding opinion from one shareholder on issuing ESOP shares to the directors, the share price should be high as a motivation to enhance the Company's operating performance and share price. XD date for share dividend payment should be set after the shareholders' meeting so that the shareholders could decide whether to continue to hold the shares for share dividend payment or to sell after obtaining information from the shareholders' meeting.

Mrs. Patcharin Charnmetha, a shareholder, raised question as follows:

Problem of Chaengwattana project from California Fitness had continued for many years. The Company could not solve the problem. It also reported that there were no new tenants last year.

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

Previously there were three branches of California Fitness, i.e. Esplanade, Pattaya and Chaengwattana. When it went bankrupt, the occupancy disappeared. For Pattaya project, the Company spent 1 – 2 years solving the problem until it had Premium Outlet, occupying 6,000 sq.m., as new tenant. For Esplanade project, the Company had WE Fitness as new tenant, allowing the occupancy rate to be full as before. For Chaengwattana, the Company used its best endeavor and expected to procure a new tenant.

Mr. Nithi Laiaddee, a shareholder, raised question as follows:

On page 28 of the Annual Report, the remaining land lease tenures of which projects were less than five years? He wanted the Company to disclose the remaining land lease tenure of each project.

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

For those projects whose remaining land lease tenures were less than five years, the Company had started to negotiate with the landowners. Those were Thonglor 4 project whose lease agreement would expire in 2017 and Yen Arkad project in which the Company had negotiated for 20-year extension with the landowner. For any project whose lease agreement was about to expire, the Company would start to negotiate with the landowner 3 – 5 years in advance.

Mr. Sanguan Sakulvorarat, a shareholder, raised question as follows:

Would Bang Yai project be constructed, or would the land be sold? Regarding space behind Mega Bangna Project which was planned to work together with the developer, what was the progress? And how would earning per share rise as a result of the increase in rental rate of Mega Bangna Project?

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

- Bang Yai project was postponed as land purchase was not completed while investment for infrastructure was high. IKEA also planned to expand its branch and therefore had moved to the opposite side. Land sale was one of the options. Currently the Company was negotiating with other partner to develop project. Land price had reasonably risen and there were interests to purchase in the market.
- There were 70 rais remaining under Mega Bangna Project. Combined with land of partner, there would be 170 rais of land for development. The Company would start from office building in order to increase the customers during weekday. It was negotiating with a major corporate to develop office building and should finalize it within quarter 3 – 4 this year.
- Mega Bangna Project increased its rental rate this year as leasing contracts of more than 400 shops would expire. Currently, all leasing contracts were renewed.

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

- When would Mega Rangsit Project commence the construction?
- What was a tendency for the operating performance of Mega Bangna Project? Last year its projection was lower than actual result. What is the expected growth this year?
- Was it correct that Mega Bangyai Project would be constructed and only land plot would be changed?

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

- Alternative investment was needed for the existing land plot of Bang Yai project as IKEA would open its stand-alone branch on the opposite side.
- The projection for Mega Bangna Project was lower by 20% last year. It was expected it should earn a double digit growth this year as a result of contract renewal.

The Chairman added that:

The projection was made based on the operating performance of quarter 1/2015 which was better than that last year. However, actual results could not be confirmed.

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

Mega Rangsit Project occupied a large area of 1,000 rais. Currently it was contacting the governmental entities and. Regarding construction plan, it was developing a master plan and expected to conclude the construction plan within this year.

This year's investment plan would be a 70 rais of land of Mega Bangna Project as the land was ready for development.

Mrs. Pensri Jintananont, rights protection volunteer from Thai Investors Association, provided comments as follows:

What was the Company's plan for anti-corruption and which steps had been implemented?

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

In 2002 when the Company was listed on the SET, it had invited Mr. Dusit Nontanakorn as the Company's director. Subsequently he became Chairman of the Thai Chamber of Commerce and initiated the anti-corruption. The Company was also a member of the Board of Trade of Thailand and had been complying with the anti-corruption policy.

Mr. Pairat Luangpipat, a shareholder, raised question as follows:

- Was it a 50:50 split with IKEA for the 1,000 rais of land under Mega Rangsit Project?
- When would the LPN Rangsit Klong 1 Project be opened?

The Chairman gave the following explanation:

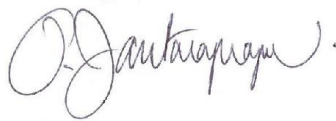
250 rais were shopping center where SF split 50:50 with IKEA. As the landowner sold a big plot of land, the remaining land IKEA jointly invested with other partner as land bank.

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

The project was 40% sold. It was expected in quarter 3/2015 the Company would be able to accept the space from LPN for launching.

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

The Meeting adjourned at 4:20 p.m.



(Signed) _____ Chairman of the Meeting

(Mr. Oranop Jantaraprapa)

Agenda No.2 To consider the year 2015 annual report and approving the financial statements for the year ended December, 31st 2015 (The Details are enclosed in the 2015 Annual Report and 2015 Financial Statement CD.)

Agenda No.3 To consider approving the dividend payment and set the legal reserve for the operating results of the year 2015

Dividend Policy

The Company has a net profit in the amount of Baht 504,364,833 derived from its operating result and agreed to set a legal reserve of Bath 29,610,000, which is not less than 5 percent of the net operating profit and to 10 percent of the registered capital. The Company has the remaining legal reserve at the amount of Baht 148,056,690. Consequently, the totaling amount of legal reserve is Bath 177,666,690.

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 2015, the Company deemed it would be appropriate to proposed the dividend payment for the year 2015 at a rate of Baht 0.15 per share.

Dividend Information		Consolidated		
		2013	2014	2015
Net Profit	(Million Baht)	173.00	255.69	331.3
Net Profit per share	(Baht)	0.13	0.17	0.19
Dividend per share	(Baht)	0.13889	0.22222	0.15
Percentage of dividend to Net profit (%)		106%	129%	80%
Dividend payment amount (Million Baht)		182.73	329	266.5

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	Wednesday, March 30 th , 2016	Exclude Dividend (XD)
2	Friday, April 1 st , 2016	Record Date
3	Monday, April 4 th , 2016	Book closing for the right to receive dividend
4	Monday, April 25 ^h , 2016	Dividend payment

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

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

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

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

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

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

Biography of the Director Who Have Retired by Rotation and Reappoint

Name-Surname Mrs. Nantiya Montriwat
 Age 67 years
 Nationality Thai
 Status Married



Education

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

Certified Program

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

Experience

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

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

Legally Controversy No such case during the last 10 years

Period of Director in Company 12 years

Attending in 2015 Meeting Board of Director Meeting 4/4 times

Shareholding 0.29% (Book closing on 30th December 2015)

Position as Director/Management in other Listed company 1

1. Muang Thai Real Estate PCL.

Position as Director/Management in other company 2

1.Thai Samut Asset Co., Ltd.

2.Muang Thai Management Co., Ltd.

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

Biography of the Director Who Have Retired by Rotation and Reappoint

Name-Surname Ms. Sabaithip Suntaros
Age 68 years
Nationality Thai
Status Married



Education • B.A. (Accounting), Chulalongkorn University
Certified Program • Director Accreditation Program (DAP), Thai Institute of Directors Association (IOD)
 • Audit Committee Program (ACP) in 2005, Thai Institute of Directors Association (IOD)

Experience

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

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

Legally Controversy No such case during the last 10 years

Period of Director in Company 12 years

Attending in 2015 Meeting Board of Director Meeting 4/4 times

Shareholding 0.07% (Book closing on 30th December 2015)

Position as Director/Management in other Listed company None

Position as Director/Management in other company 1

1.Hua Seng Heng Gold Future Co., Ltd

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

Biography of the Director Who Have Retired by Rotation and Reappoint

Name-Surname Mr. Somnuk Pojkasemsin

Age 58 years

Nationality Thai

Status Married



Education

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

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

Experience

2002 – Present:	Director, Executive director and President, Siam Future Development Plc.
2008 – Present:	Director SF Development Co., Ltd.
2007 – Present:	Director Siam Future Management Co., Ltd.
2004 – Present:	Director Ekkamai Lifestyle Center Co., Ltd.
2004 – Present:	Director Siam Future Property Co., Ltd.
2004 – Present:	Director Petchkasem Power Center Co., Ltd.
2001 – 2002:	Corporate Services Group Director, Motivation Asia (Thailand) Co., Ltd.
1995 – 1999:	Senior Vice President Internal Affair International Engineering Public Co., Ltd.
1988 – 1991:	Finance Manager Bangkok Weaving Mills Co., Ltd.
1985 – 1988:	Cost Accountant Laemthong Corporation Group Co., Ltd.
1980 – 1985:	Senior Auditor SGV-Na Thalang office Co., Ltd.

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

Legally Controversy No such case during the last 10 years

Period of Director in Company 14 years

Attending in 2015 Meeting Board of Director Meeting 4/4 times

Shareholding 0.20% (Book closing on 30th December 2015)

Position as Director/Management in other Listed company None

Position as Director/Management in other company 5

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

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

Biography of the Director Who Have Retired by Rotation and Reappoint

Name-Surname Miss.Thitapat Issapornbpat

Age 47 years

Nationality Thai

Status Single



Education

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

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

Experience

2013 – Present	Director	Siam Future Development PLC.
2013 – Present	Chief Financial Officer	Major Cineplex Group PLC.
2015 – Present	Director	Major Bowl Group Co., Ltd.
2013 – Present	Director	M Picture Co.,Ltd., MVD Co.,Ltd., M Thirty Nine Co.,Ltd.
2012 – Present	Director	K Arena Co.,Ltd., Thai Ticket Major Co., Ltd., M Picture Entertainment PLC.
2011 – Present	Director	Talent One Co., Ltd., EGV Entertainment PLC.
2009 – 2013	Chief Finance Officer	Major Cineplex Group PLC.
1991 – 2009:	Accounting Manager	Wiik & Hoeglund (Public) Co., Ltd.,

Director Proposal Director, which approved by remuneration committee

Legally Controversy No such case during the last 10 years

Period of Director in Company 3 years

Attending in 2015 Meeting Board of Director Meeting 4/4 times

Shareholding 0.00% (Book closing on 30th December 2015)

Position as Director/Management in other Listed company 3

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

Position as Director/Management in other company 7

- | | | |
|-------------------------------|-------------------------------|------------------------|
| 1. Major Bowl Group Co., Ltd. | 4. K Arena Co.,Ltd. | 7. M Picture Co., Ltd. |
| 2. MVD Co., Ltd. | 5. Thai Ticket Major Co.,Ltd. | |
| 3. M Thirty Nine Co., Ltd. | 6. Talent One Co.,Ltd. | |

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

Agenda No.5 To approve the Board of Directors' remuneration for the year 2016

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 2016 not exceed baht 7.5 million.

Opinion of the Board of Directors: Agreed to determine remuneration of the director in amount of baht 6,270,000 assigned to committees which not more than 7.5 Million Baht per year by paying in the form of an attendance fee and a pension, details are as the following:

	Board of Director	Position	Year 2014 Amount (Baht)	Meeting in 2015	Year 2015 Amount (Baht)
1	Mr.Oranop Jantaraprapa	Chairman	600,000	4/4	600,000
2	Mr.Pongkit Suttapong	Vice Chairman	360,000	4/4	360,000
3	Mr.Nopporn Witoonchart	Director	360,000	4/4	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	Mr.Dej Bulsuk	Independent Director and Member of Audit Committee	660,000	4/4	660,000
12	Mrs.Sabaithip Suntaros	Independent Director and Member of Audit Committee	660,000	4/4	660,000
13	Ms. Pornnipa Rujipairoj*	Director	-	1/4	90,000
14	Mrs. Jitthada Paoin*	Director	-	1/4	90,000
15	Mrs.Panravee Pongpan*	Director	-	1/4	90,000
Total			6,000,000		6,270,000

Remark: * Ms. Pornnipa Rujipairoj, Mrs. Jitthada Paoin and Mrs.Panravee Pongpan gets appointed since 22nd April 2015, and they have resigned on 4th August 2015.

Agenda No.6 To consider appointing the auditor for the year 2016 and to determine the auditor fee

According to Section 120 of the Public Limited Companies Act, B.E. 2535, the appointment of the Company's external auditors and the audit fees must be approved at the annual general meeting of shareholders. In addition, a notification from Capital Market Supervisory Board limits the appointment of individual external auditors (but not the audit firm) at listed companies to no longer than five consecutive year terms. After five years, the auditors must be rotated although they can be reappointed after a two-year break.

To appoint the company's auditors for the year 2016 named Mr. Chanchai Chaiprasit Certified Public Accountant (Thailand) No. 3760, Mr. Kajornkiet Aroonpirodkul Certified Public Accountant (Thailand) No. 3445 and Mr. Paiboon Tunkoonl Certified Public Accountant (Thailand) No. 4298 of PricewaterhouseCoopers ABAS Ltd. with the amount Baht 813,000. 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		
	2014	2015	2016
Annual audit fee	410,000	410,000	460,000
Quarter review audit fee	353,000	353,000	353,000
Total Audit fee	763,000	763,000	813,000
Non-audit fee	-	-	-

Opinion of the Audit Committees : Agreed to appoint Mr. Chanchai Chaiprasit Certified Public Accountant (Thailand) No. 3760, Mr. Kajornkiet Aroonpirodkul Certified Public Accountant (Thailand) No. 3445 and Mr. Paiboon Tunkoonl Certified Public Accountant (Thailand) No. 4298 of PricewaterhouseCoopers ABAS Ltd as the Company's auditor for the Year 2016 with the amount Baht 813,000., 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. Chanchai Chaiprasit Certified Public Accountant (Thailand) No. 3760, Mr. Kajornkiet Aroonpirodkul Certified Public Accountant (Thailand) No. 3445 and Mr. Paiboon Tunkoonl Certified Public Accountant (Thailand) No. 4298 of PricewaterhouseCoopers ABAS Ltd as the Company's auditor for the Year 2016 with the amount Baht 813,000. In the absence of the above-named auditors, PricewaterhouseCoopers ABAS Ltd. Is authorized to identify one other Certified Public Accountant within PricewaterhouseCoopers ABAS Ltd. To carry out the work.

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



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

30 March 2015

Subject: Appointment of Proxy for the Annual General Meeting of Shareholders 2016

To: All shareholders

According to a determination for date of the Annual General Meeting of Siam Future Development PCL's shareholders 2016 to be held on Thursday 24th March 2016 at 3:00 p.m. at Esplanade Cineplex 4, 3rd floor, Esplanade, Ratchadapisek Road, Bangkok Thailand, to consider various agenda, details of each agenda are provided in the invitation letter attached herewith.

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

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

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

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

Yours Sincerely,

(Ms. Porntipa Rujipairrote)

Company Secretary

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

1. Name – Surname	Mrs. Nantiya Montriwat		
2. Age	67 years		
3. Address	161 Petchkasem Road, Bangwa, Paseecharoen, Bangkok		
4. Current Position	Chairman of the Audit Committee, Independent director		
5. Family relationship with management	- None -		
6. Education	M.A. (Actuarial Science), University of Manitoba, Canada.		
7. Course of Thai Institute of Directors Association (IOD)	Director Certification Program (DCP) in 2000 Audit Committee Program (ACP) in 2005		
8. Work Experience	2003 - Present	Independent director and Chairman of the Audit Committee	Siam Future Development PLC.
	2008 - Present	Director	Thai Samut Asset Co., Ltd.
	2007 - Present	Director	Muang Thai Management Co., Ltd.
	2007 - 2015	Director	Muang Thai Real Estate Pcl.
	2004 – 2008	Advisor to Managing Director	Muang Thai Management Co.,Ltd.
	2000 - 2003	Senior Executive Vice President Director	Muang Thai Management Co., Ltd.
	1999 - 2008	Director	Muang Thai Management Co., Ltd.
9. Criminal record in the past 10 years	- None -		
10. Interest in AGM 2016's agenda	Determine the director remuneration		
11. Shareholding of Siam Future Development PCL	0.29% (Book closing at 30 th December 2015)		

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

1. Name – Surname	Mrs. Sabaithip Suntaros		
2. Age	68 years		
3. Address	2234/1 Bangkok-Nonthaburi Road, Bangsue, Bangkok		
4. Current Position	Member of Audit Committee, Independent director		
5. Family relationship with management	- None -		
6. Education	B.A. (Accounting), Chulalongkorn University		
7. Course of Thai Institute of Directors Association (IOD)	Directors Accreditation Program (DAP) in 2005 Audit Committee Program (ACP) in 2005		
8. Work Experience	2003 – present	Member of Audit Committee and Independent director	Siam Future Development PLC.
	2009 – present	Independent director	Hua Seng Heng Gold Future Co., Ltd.
	2003 – 2006	Member of working group	TISCO Charity Foundation
	2001 - 2002	Senior Vice President Custodian Services	TISCO Finance PLC.
	1997 - 2001	Senior Vice President Finance Division	TISCO Finance PLC.
9. Criminal record in the past 10 years	- None -		
10. Interest in AGM 2016's agenda	Determine the director remuneration		
11. Shareholding of Siam Future Development PLC	0.07% (Book closing at 30 th December 2015)		

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

1. Name – Surname	Mr.Dej Bulsuk		
2. Age	65 years		
3. Address	46 Soi Sukhumvit 85, Bangchak, Pra-Khanong, Bangkok		
4. Current Position	Member of Audit Committee,Independent Director		
5. Family relationship with management	- None -		
6. Education	Bachelor degree, Faculty of Commerce & Accountancy, Thammasat University		
7. Course of Thai Institute of Directors Association (IOD)	Director Accreditation Program (DAP) in 2004		
8. Work Experience	2004 - Present	Member of the Audit committee and Independent director	Siam Future Development Plc. Shopping Center Developer
	2011 - Present	Member of the Audit committee and Independent Director	Patum Rice Mill and Granary Plc.
	2011 - Present	Chairman of the Nomination and Remuneration Committee	GMM Grammy PCL.
	2004 - Present	President	CCC Business Development Co., Ltd.
	2004 – Present	Member of the Audit committee and Independent director	The Erawan Group PCL.
	2002 – Present	Member of the Audit committee and Independent director	GMM Grammy PCL.
	2001 – Present	Member of the Audit committee and Independent director	AEON Thana Sinsap (Thailand) PCL.
	2002 – 2013	Member of the Audit committee and Independent director	Jay Mart PCL..
	2006 – 2009	Advisor to Board of Directors	President Bakery PCL.
	2002 – 2009	Member of the Audit committee and Independent director	GMM Media PCL
	2004 – 2006	Honorary Chairman	McThai Co., Ltd
	2001 - -2006	Chairman	Ronald McDonald’s House
	1984 – 2004	Founder and President	McThai Co., Ltd
9. Criminal record in the past 10 years	- None -		
10. Interest in AGM 2016’s agenda	Determine the director remuneration		
11.Shareholding of Siam Future Development PLC	0.15% (Book closing at 30 th December 2015)		

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

1. Name - Surname	Mr. Chai Jaroongtanapibarn		
2. Age	61 years		
3. Address	170 Ramkamheang 26/1 Ramkamheang, Huamak, Bangkok, Bangkok		
4. Current Position	Independent Director		
5. Family relationship with management	- None -		
6. Education	M.S. (Accounting), Thammasat University B.A. (Accounting), Chulalongkorn University		
7. Course of Thai Institute of Directors Association (IOD)	Director Certification Program (DCP), in 2003, Thai Institute of Directors Association (IOD) Audit Committee Program (ACP) in 2005, Thai Institute of Directors Association (IOD)		
8. Work Experience	2003 – Present	Director,	Siam Future Development Plc
	2002 – Present	Chairman of the Audit Committee and Independent Director ,	Major Cineplex Group Plc
	2007 – Present	Member of the Audit committee and Independent director	Siam Food Plc
	2006 – Present	Member of the Audit committee and Independent director	Oishi Plc
	2004 – Present	Chairman of the Audit Committee and Independent Director,	Thai Metal Trade Plc
	2000 – Present	Chairman of the Audit Committee,	Team Precision Plc.
	1982 – 1997	Executive Director and Chief Financial Officer,	The Minor Group
	9. Criminal record in the past 10 years	- None -	
10. Interest in AGM 2016's agenda	Determine the director remuneration		
11. Shareholding of Siam Future Development PLC	0.00% (Book closing at 30 th December 2015)		

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..... สยามฟิวเจอร์ดีเวลอปเมนต์..... จำกัด (มหาชน)

am / are a shareholder of Siam Future Development Public Company Limited

โดยถือหุ้นจำนวนทั้งสิ้นรวม..... หุ้น และออกเสียงลงคะแนนได้เท่ากับ..... เสียง ดังนี้

holding altogether..... shares with the right to vote for..... votes as follows:

หุ้นสามัญ..... หุ้น ออกเสียงลงคะแนนได้เท่ากับ..... เสียง

Common Stock shares with the right to vote for votes

(3) ขอมอบฉันทะให้

Hereby appoint

(1) อายุ..... ปี อยู่บ้านเลขที่.....

age years, reside at

ถนน..... ตำบล/แขวง..... อำเภอ/เขต.....

Road Tambol / Khwaeng Amphur / Khet

จังหวัด..... รหัสไปรษณีย์..... หรือ

Province Postal Code

(2) อายุ..... ปี อยู่บ้านเลขที่.....

age years, reside at

ถนน..... ตำบล/แขวง..... อำเภอ/เขต.....

Road Tambol / Khwaeng Amphur / Khet

จังหวัด..... รหัสไปรษณีย์..... หรือ

Province Postal Code

(3) อายุ..... ปี อยู่บ้านเลขที่.....

age years, reside at

ถนน..... ตำบล/แขวง..... อำเภอ/เขต.....

Road Tambol / Khwaeng Amphur / Khet

จังหวัด..... รหัสไปรษณีย์.....

Province Postal Code

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้นประจำปี 2559 ในวันพฤหัสบดีที่ 24 มีนาคม 2559 เวลา 15:00น. ณ โรงภาพยนตร์ เอสพลานาด ซีนีเพล็กซ์ 4 ชั้น 3 ศูนย์การค้าเอสพลานาด 99 ถนนรัชดาภิเษก กทม. หรือจะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

One of them represents as my / our proxy to attend and vote on my / our behalf at the Annual General Meeting of Shareholders 2016, on Thursday, March 24, 2016, at 3:00 pm. at Esplanade Cineplex 4, 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 ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

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

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

Proxy Form B

เขียนที่.....

Written at

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

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

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

(3) ขอมอบฉันทะให้
 Hereby appoint
 (1) ชื่อ.....อายุ.....ปี อยู่บ้านเลขที่.....
 Mr./Mrs./Miss age years, reside at
 ถนน.....ตำบล/แขวง.....อำเภอ/เขต.....จังหวัด.....รหัสไปรษณีย์.....หรือ
 Road Tambol / Khwaeng Amphur / Khet Province Postal Code or
 (2) ชื่อ.....นางนันทิยา มนต์วิวัฒน์.....อายุ.....67.....ปี อยู่บ้านเลขที่.....161.....
 Mr./Mrs./Miss age years, reside at
 ถนน.....เพชรเกษม.....ตำบล/แขวง.....บางหว้า.....อำเภอ/เขต.....ภาษีเจริญ.....จังหวัด.....กทม.....รหัสไปรษณีย์.....10160.....หรือ
 Road Tambol / Khwaeng Amphur / Khet Province Postal Code or
 (3) ชื่อ.....นางสไบทิพย์ สุนทรส.....อายุ.....68.....ปี อยู่บ้านเลขที่.....2234/1.....
 Mr./Mrs./Miss age years, reside at
 ถนน.....กรุงเทพ-นนทบุรี.....ตำบล/แขวง.....บางซื่อ.....อำเภอ/เขต.....บางซื่อ.....จังหวัด.....กทม.....รหัสไปรษณีย์.....10800.....
 Road Tambol / Khwaeng Amphur / Khet Province Postal Code
 (4) ชื่อ.....นายเดช บุลสุข.....อายุ.....65.....ปี อยู่บ้านเลขที่.....46.....
 Mr./Mrs./Miss age years, reside at
 ซอย.....สุขุมวิท 85.....ตำบล/แขวง.....บางจาก.....อำเภอ/เขต.....พระโขนง.....จังหวัด.....กทม.....รหัสไปรษณีย์.....10250.....
 Soi Tambol / Khwaeng Amphur / Khet Province Postal Code
 (5) ชื่อ.....นายชัย จรุงธนาภิบาล.....อายุ.....61.....ปี อยู่บ้านเลขที่.....117.....
 Mr./Mrs./Miss age years, reside at
 ซอย.....รามคำแหง 26/1.....ตำบล/แขวง.....หัวหมาก.....อำเภอ/เขต.....บางกะปิ.....จังหวัด.....กทม.....รหัสไปรษณีย์.....10420.....
 Soi Tambol / Khwaeng Amphur / Khet Province Postal Code

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้นประจำปี 2559
 ในวันพฤหัสบดีที่ 24 มีนาคม 2559 เวลา 15:00น. ณ โรงภาพยนตร์ เอสพลานาด ซีเนเพล็กซ์ 4 ชั้น 3 ศูนย์การค้าเอสพลานาด 99 ถนนรัชดาภิเษก กทม.
 หรือจะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย
 Anyone above as my / our proxy to attend and vote on my / our behalf at the Annual General Meeting of Shareholders 2016 On Thursday, March 24,
 2016, at 3:00 pm. at Esplanade Cineplex 4, 3rd floor, Esplanade, Ratchadapisek Road, Bangkok. Thailand. or such other date, time and place as the
 meeting may be adjourned.

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้
 In this Meeting, I / We grant my / our proxy to vote on my / our behalf as follows:
 วาระที่.....1.....เรื่อง.....พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้นประจำปี 2558
 Agenda No. 1 Re: To adopt the minutes of Annual General Meeting of Shareholders Year 2015
 (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 2558 และอนุมัติงบการเงิน สิ้นสุดวันที่ 31 ธันวาคม 2558
Agenda No. 2 Re: To consider the year 2015 annual report and approving the financial statements for the year ended December 31st 2015

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

วาระที่ 3 เรื่อง พิจารณาอนุมัติการตั้งสำรองตามกฎหมายสำหรับผลการดำเนินงานและการจ่ายเงินปันผลประจำปี 2558
Agenda No. 3 Re: To consider approving the dividend payment and set the legal reserve for the operating results of the year 2015

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

วาระที่ 4 เรื่อง พิจารณาเลือกตั้งกรรมการที่ออกตามวาระ
Agenda No. 4 Re: To consider appointing succeeding director to replace the director resigned upon the expiration of his/her tenure

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

(1) เลือกตั้งกรรมการทั้งหมด

Vote for all the nominated candidates

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

เลือกตั้งกรรมการเป็นรายบุคคล

Vote for an individual nominated candidates

1. บุคคลที่ได้รับการเสนอชื่อ

Name of the nominated candidate

เห็นด้วย ไม่เห็นด้วย
Approve Disapprove

นางนันทิยา มนต์วิวัฒน์

Mrs. Nantiya Montriwat

งดออกเสียง
Abstain

2. บุคคลที่ได้รับการเสนอชื่อ

Name of the nominated candidate

เห็นด้วย ไม่เห็นด้วย
Approve Disapprove

นางสไบทิพย์ สุนทรศ

Mrs. Sabaithip Suntaros

งดออกเสียง
Abstain

3. บุคคลที่ได้รับการเสนอชื่อ

Name of the nominated candidate

เห็นด้วย ไม่เห็นด้วย
Approve Disapprove

นายสมนึก พจน์เกษมสิน

Mr. Somnuk Pojkasemsin

งดออกเสียง
Abstain

4. บุคคลที่ได้รับการเสนอชื่อ

Name of the nominated candidate

เห็นด้วย ไม่เห็นด้วย
Approve Disapprove

นางสาวฐิตาภัสร์ อิศราพรพัฒน์

Ms. Thitaphat Issarapompatt

งดออกเสียง
Abstain

วาระที่ 5 เรื่อง พิจารณาอนุมัติกำหนดค่าตอบแทนกรรมการ

Agenda No. 5 Re: To consider to approve determine remuneration of the director

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

กำหนดค่าตอบแทนกรรมการ

Determine remuneration of the director

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 6 เรื่อง พิจารณาแต่งตั้งผู้สอบบัญชีประจำปี 2559 และกำหนดค่าสอบบัญชี

Agenda No. 6 Re: To consider appointing the auditor for the year 2016 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

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

วาระที่ 7 เรื่อง พิจารณาเรื่องอื่นๆ (ถ้ามี)

Agenda No. 7 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

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

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

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

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. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าร่วมประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

A shareholder shall appoint only one proxy to attend and vote at the Meeting. A shareholder shall not appoint more than one proxy each with the voting rights in respect of a certain portion of shares.

2. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล

Regarding the election of directors, the proxy can either elect the whole set of the nominated directors or by individual.

3. ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะตามแบบ

In case there are additional agenda, the proxy can state other agenda by using the Allonge of Proxy.

โปรดติดอากรแสตมป์ 20 บาท / Please affix Baht 20 Duty Stamp

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข.

Allonge of Proxy

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของ บริษัท สยามฟิวเจอร์ดีเวลอปเมนต์ จำกัด (มหาชน)

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

ในการประชุมสามัญผู้ถือหุ้นประจำปี 2559 ในวันพฤหัสบดีที่ 24 มีนาคม 2559 เวลา 15:00 น. ณ โรงภาพยนตร์ เอสพลานาด ซีเนเพล็กซ์ 4 ชั้น 3

In the annual general meeting of shareholders 2016 on Thursday, March 24, 2016, at 3:00 pm. at Esplanade Cineplex 4, 3rd floor,

ศูนย์การค้าเอสพลานาด 99 ถนนรัชดาภิเษก กทม. หรือจะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

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

วาระที่ _____ เรื่อง _____

Agenda No.

Re:

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ _____ เรื่อง _____

Agenda No.

Re:

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ _____ เรื่อง _____

Agenda No.

Re:

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ _____ เรื่อง _____

Agenda No.

Re:

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ _____ เรื่อง _____

Agenda No.

Re:

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ _____ เรื่อง _____

Agenda No.

Re:

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

ข้าพเจ้าขอรับรองว่า รายการในใบประจำต่อแบบหนังสือมอบฉันทะ ถูกต้องบริบูรณ์และเป็นความจริงทุกประการ

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

ลงลายมือชื่อ/Signed.....ผู้มอบฉันทะ/Grantor

(.....)

วันที่ _____ / _____ / _____

Date

ลงลายมือชื่อ/Signed.....ผู้รับมอบฉันทะ/Proxy

(.....)

วันที่ _____ / _____ / _____

Date

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

Proxy Form C

เขียนที่.....

Written at

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

(1) ข้าพเจ้า.....

I / We

สำนักงานตั้งอยู่เลขที่.....ถนน.....ตำบล/แขวง.....

reside at Road Tambol / Khwaeng

อำเภอ/เขต.....จังหวัด.....รหัสไปรษณีย์.....

Amphur / Khet Province Postal Code

ในฐานะผู้ประกอบธุรกิจเป็นผู้รับฝากและดูแลหุ้น (Custodian) ให้กับ.....

As Custodian for

ซึ่งเป็นผู้ถือหุ้นของบริษัท.....สยามฟิวเจอร์ดีเวลอปเม้นท์.....จำกัด (มหาชน)

am / are a shareholder of Siam Future Development Public Company Limited

โดยถือหุ้นจำนวนทั้งสิ้นรวม.....หุ้น และออกเสียงลงคะแนนได้เท่ากับ.....เสียง ดังนี้

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

หุ้นสามัญ.....หุ้น ออกเสียงลงคะแนนได้เท่ากับ.....เสียง

Common Stock shares with the right to vote for votes

(2) ขอมอบฉันทะให้

Hereby appoint

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

age years, reside at

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

Road Tambol / Khwaeng Amphur / Khet Province Postal Code or

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

age years, reside at

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

Road Tambol / Khwaeng Amphur / Khet Province Postal Code or

(3) นางสาวใบทิพย์ สุนทรส.....อายุ.....68.....ปี อยู่บ้านเลขที่.....2234/1.....

age years, reside at

ถนน.....กรุงเทพ-นนทบุรี.....ตำบล/แขวง.....บางซื่อ.....อำเภอ/เขต.....บางซื่อ.....จังหวัด.....กทม.....รหัสไปรษณีย์.....10800.....หรือ

Road Tambol / Khwaeng Amphur / Khet Province Postal Code or

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

age years, reside at

ซอย.....สุขุมวิท 85.....ตำบล/แขวง.....บางจาก.....อำเภอ/เขต.....พระโขนง.....จังหวัด.....กทม.....รหัสไปรษณีย์.....10250.....

Soi Tambol / Khwaeng Amphur / Khet Province Postal Code

(5) ชื่อ.....นายชัย จรุงธนาภิบาล.....อายุ.....61.....ปี อยู่บ้านเลขที่.....117.....

age years, reside at

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

Soi Tambol / Khwaeng Amphur / Khet Province Postal Code

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้นประจำปี 2559 ในวันพฤหัสบดีที่ 24 มีนาคม 2559 เวลา 15:00 น. ณ โรงภาพยนตร์ เอสพลานาด ซีเนเพล็กซ์ 4 ชั้น 3 ศูนย์การค้าเอสพลานาด 99 ถนนรัชดาภิเษก กทม. หรือจะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

One of them represents as my / our proxy to attend and vote on my / our behalf at the Annual General Meeting of Shareholders 2016, On Thursday, March 24, 2016, at 3:00 pm. at Esplanade Cineplex 4, 3rd floor, Esplanade, Ratchadapisek Road, Bangkok, Thailand. Or at any adjournment there of.

(3) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

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

มอบฉันทะตามจำนวนหุ้นทั้งหมดที่ถือและมีสิทธิออกเสียงลงคะแนนได้

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

มอบฉันทะบางส่วน คือ

To grant a part of:

หุ้นสามัญ.....หุ้น และมีสิทธิออกเสียงลงคะแนนได้.....เสียง

Common stock Shares with the right to vote for votes

รวมสิทธิออกเสียงลงคะแนนได้ทั้งหมด.....เสียง

Total right to vote equal to votes

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

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

วาระที่ 1 เรื่อง พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้นประจำปี 2558

Agenda No. 1 Re: To adopt the minutes of Annual General Meeting of Shareholders Year 2015

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

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

วาระที่ 2 เรื่อง พิจารณารายงานประจำปี 2558 และอนุมัติงบการเงิน สิ้นสุดวันที่ 31 ธันวาคม 2558

Agenda No. 2 Re: To consider the year 2015 annual report and approving the financial statements for the year ended December 31st 2015

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

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

วาระที่ 3 เรื่อง พิจารณาอนุมัติการตั้งสำรองตามกฎหมายสำหรับผลการดำเนินงานและการจ่ายปันผลประจำปี 2558

Agenda No. 3 Re: To consider approving the dividend payment and set the legal reserve for the operating results of the year 2015

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

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

วาระที่ 4 เรื่อง พิจารณาเลือกตั้งกรรมการที่ออกตามวาระ

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

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

(1) เลือกตั้งกรรมการทั้งหมด

Vote for all the nominated candidates

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

เลือกตั้งกรรมการเป็นรายบุคคล

Vote for an individual nominated candidates

1. บุคคลที่ได้รับการเสนอชื่อ

Name of the nominated candidate

เห็นด้วย ไม่เห็นด้วย
Approve Disapprove

นางนันทิยา มนต์วิวัฒน์

Mrs.Nantiya Montriwat

งดออกเสียง
Abstain

2.บุคคลที่ได้รับการเสนอชื่อ

Name of the nominated candidate

เห็นด้วย ไม่เห็นด้วย
Approve Disapprove

นางสไบทิพย์ สุนทรศ

Mrs.Sabaithip Suntasorn

งดออกเสียง
Abstain

3.บุคคลที่ได้รับการเสนอชื่อ

Name of the nominated candidate

เห็นด้วย ไม่เห็นด้วย
Approve Disapprove

นายสมนึก พจน์เกษมสิน

Mr.Somnuk Pojkasemsin

งดออกเสียง
Abstain

4.บุคคลที่ได้รับการเสนอชื่อ

Name of the nominated candidate

เห็นด้วย ไม่เห็นด้วย
Approve Disapprove

นางสาวฐิติภาต์ อิศราพรพัฒน์

Ms.Thitaphat Issarapompatt

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

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

วาระที่ 6 เรื่อง พิจารณาแต่งตั้งผู้สอบบัญชีประจำปี 2559 และกำหนดค่าสอบบัญชี

Agenda No. 6 Re: To consider appointing the auditor for the year 2016 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

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

วาระที่ 7 เรื่อง พิจารณาเรื่องอื่นๆ (ถ้ามี)

Agenda No. 7 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

Approve

ไม่เห็นด้วย

Disapprove

งดออกเสียง

Abstain

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

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

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะ ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

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

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

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

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

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

หมายเหตุ

1. หนังสือมอบฉันทะแบบ ค. นี้ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้นให้เท่านั้น

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

2. หลักฐานที่ต้องแนบพร้อมทั้งหนังสือมอบฉันทะ คือ

Evidences showing with Proxy Form are

- a. หนังสือมอบอำนาจจากผู้ถือหุ้นให้คัสโตเดียน (Custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบฉันทะแทน Letter of Attorney from shareholder that empowered custodian to sign in Proxy Form.
 - b. หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทนได้รับ Confirmation Letter that authorized person is granted to operate the custodian business.
3. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
- The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and may not split the number of shares to many proxies for splitting votes.
4. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล
- The shareholder can vote the appointment of directors either all directors or individual director in such agenda.
5. ในกรณีที่มีวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น 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 2559 ในวันพฤหัสบดีที่ 24 มีนาคม 2559 เวลา 15:00 น. ณ โรงภาพยนตร์ เอสพลานาด ซีนีเพล็กซ์ 4 ชั้น 3

In the annual general meeting of shareholders 2016 on Thursday, March 24, 2016, at 3:00 pm. at Esplanade Cineplex 4, 3rd floor,

ศูนย์การค้าเอสพลานาด 99 ถนนรัชดาภิเษก กทม. หรือจะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

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

วาระที่ _____ เรื่อง _____

Agenda No. Re:

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

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

วาระที่ _____ เรื่อง _____

Agenda No. Re:

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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Approve votes Disapprove votes Abstain votes

วาระที่ _____ เรื่อง _____

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วาระที่ _____ เรื่อง _____

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(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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Approve votes Disapprove votes Abstain votes

วาระที่ _____ เรื่อง _____

Agenda No. Re:

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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Approve votes Disapprove votes Abstain votes

วาระที่ _____ เรื่อง _____

Agenda No. Re:

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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Approve votes Disapprove votes Abstain votes

วาระที่ _____ เรื่อง _____

Agenda No. Re:

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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Approve votes Disapprove votes Abstain votes

ลงลายมือชื่อ/Signed.....ผู้มอบฉันทะ/Grantor

(.....)

วันที่...../...../.....

Date

ลงลายมือชื่อ/Signed.....ผู้รับมอบฉันทะ/Proxy

(.....)

วันที่...../...../.....

Date

เอกสารหรือหลักฐานแสดงความเป็นผู้ถือหุ้นหรือผู้แทนของผู้ถือหุ้นที่มีสิทธิเข้าร่วมประชุม
Documents and Evidences required to attend the Meeting

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

ผู้ถือหุ้นหรือผู้รับมอบฉันทะสามารถลงทะเบียนและยื่นเอกสารหรือหลักฐานเพื่อการตรวจสอบ ณ สถานที่ประชุมได้ ตั้งแต่เวลา 12.30 น. ของวันพฤหัสบดีที่ 24 มีนาคม 2559 เป็นต้นไป

The Shareholder or Proxy can register and submit the documents or evidences at the meeting place on Thursday, March 24, 2016, from 12:30 pm., onwards.

Company's Articles of Association concerning the Shareholders Meeting

Chapter 5. General Meeting of Shareholders

Article 35. 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 shares 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.

Article 36. The General Meeting of Shareholders shall be arranged at the Headquarter of the Company or Neighboring provinces or wherever the Board deems appropriate.

Article 37. 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 send 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.

Article 38. 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.

Article 39. The resolution of the meeting shall require:

- (1) Shareholders are entitled to voting rights according to the number of shares they have, one share per one vote
- (2) In an ordinary event, shall count the majority vote if the Shareholders or proxies (if any) who attend the meeting and have the rights to vote. In case of a tied vote, the Chairman of the meeting shall have a casting vote.
- (3) In the following events, shall count a vote not less than three-fourths of Shareholders and proxies (if any) present at the meeting and entitled to vote;

- (a) sale or transfer of the whole or certain substantial parts of the Company's business to other persons;
- (b) purchase or acceptance of a transfer of business of other companies or private companies to the Company's own;
- (c) entering into, amending, terminating the contract relating to the leasing out of the Company's business in whole or in essential parts; the authorization of other person to manage the Company's business or the amalgamation of the business with other persons for sharing profit and loss;
- (d) any other business.

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

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

Map of The Annual General Meeting, Esplanade Cineplex 4

Siam future Development PLC.

3rd Floor, Esplanade, Ratchadapisek Road, Bangkok

On Thursday, March 24, 2016, at 3:00 pm.

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

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

