

SF 014/15

12 February 2015

Subject: The Y2015 Stock Dividend Payment and Annual General Meeting of Shareholders
To: President
The Stock Exchange of Thailand

Siam Future Development Public Company Limited would like to report the resolution of Board of Directors' meeting No. 1/2015, which held on February 12th, 2015 at 3:00 pm. as follows:

1. The Board of Directors of Siam Future Development Public Company Limited has acknowledged the company's financial statements for the year ended December 31st, 2014. After having careful consideration of company's financial status, the Board of Directors has agreed to submit the agenda of the dividend payment as follows:

- 1) Allocated as the statutory reserve for the amount of Baht 16.43 Million.
- 2) Dividend shall be paid at the rate of Baht 0.22222 per share which is divided by 2 parts as follows:

2.1 Dividend payment by ordinary shares in the ratio of 5 (five) current shares per 1 (one) dividend share, not exceeding in total of 296,103,006 shares, or Baht 296,103,006 or shall be converted to be Baht 0.20 per share. In case that any shareholder hold the indivisible share remaining after such allocation, the dividend shall be paid by cash at Baht 0.20 per share.

2.2 Dividend payment by cash at the rate of Baht 0.02222 per share, or not exceeding in total of Baht 32.90 Million. Cash dividend shall be paid as equal to the withholding tax which the Company pay instead of shareholders. Hence, shareholders will not receive the money.

The Record Date for the right to receive dividends is confirmed to be on April 29th, 2015 and names of eligible shareholders as stipulated in the Securities and Exchange

Act, Section 225, by closing the share registration book on April 30th, 2015 and the date of dividend payment on [May 18th, 2015](#).

2. Approved the allocation of ordinary shares to increase the registered capital for 296,103,006 shares to support the stock dividend payment.

3. Approved Schedule for Y2015 Annual General Meeting of shareholders

The Y2015 Annual General Meeting of shareholders is scheduled to be held on Wednesday, [April 22nd, 2015](#) at 3:00 p.m. at Esplanade Cineplex, theatre 4, 3rd floor of Esplanade shopping center, Ratchadapisek road, Bangkok. The Record Date for the right to attend the meeting is confirmed to be on February 26th, 2015 and the names of eligible shareholders as stipulated in the Securities and Exchange Act, Section 225, by closing the share registration book on February 27th, 2015. The agenda would be as follows:

Agenda 1 To adopt the minutes of Y2014 Annual General Meeting of shareholders;

Agenda 2 To approve company's financial statements for the year ended December 31st, 2014;

Agenda 3 To approve the dividend payment and set the statutory reserve for the operating results of the year 2014;

Agenda 4 To approve the Capital Decrease by eliminating the remaining registered ordinary shares in totalling of 7,611 shares with a par value of Baht 1 each;

Agenda 5 To approve the Capital Increase and allotment of new shares for supporting stock dividend by following agenda no.3;

Agenda 6 To approve the amendment of the Memorandum of Association to correspond with the registered capital decrease/increase;

Agenda 7 To appoint new directors to replace those who have retired by rotation and appointed new directors;

7.1) Names of directors who have retired by rotation as follows:

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

To reappoint 4 directors, Mr. Vicha Poolvaraluck, Mr. Verawat Ongvasith, Mr. Chai Jroongtanapibarn and Mr. Kittinanth Sumruatruamphol.

7.2) To appoint 3 new directors. Name of 3 new directors is as follows:

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

Therefore, the Board of Directors of the Company comprises of 15 directors as follows:

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

Agenda 8 To determine remuneration of Board of Directors for the Year 2015 not more than Baht 7.5 Million

Agenda 9 To appoint the Company's auditors and determine audit fee for the year 2015;

PricewaterhouseCoopers ABAS Company Limited, the Company's auditor for 9 years, is appointed as the Company's auditor for the Year 2015. The audit fees of Baht 763,000 equal to last year.

Agenda 10 To consider other matters (if any)

Please be informed accordingly.

Yours Sincerely,

(Mr.Somnuk Pojkasemsin)

President