

**Form of Proxy, Form B.**

Made at.....

Date..... Month..... Year.....

(1) I/We .....nationality .....  
residing/located at No..... , ..... Road, Tambol/Kwaeng .....  
Amphur/Khet..... , Province ..... , Postal Code.....

(2) being a shareholder of **M.K. Real Estate Development Public Company Limited**,  
holding .....shares in total which are entitled to cast votes..... as follows:  
Ordinary shares: .....shares in total which are entitled to cast..... votes; and  
Preferred shares:.....shares in total which are entitled to cast .....votes,

(3) I/We wish to appoint

(1) ..... age..... years,  
residing/located at No. .... , ..... Road, Tambol/Kwaeng .....  
Amphur/Khet..... , Province ..... , Postal Code....., or

(2) ..... age..... years,  
residing/located at No. .... , ..... Road, Tambol/Kwaeng .....  
Amphur/Khet..... , Province ..... , Postal Code....., or

(3) ..... age..... years,  
residing/located at No. .... , ..... Road, Tambol/Kwaeng .....  
Amphur/Khet..... , Province ..... , Postal Code.....

**any one of them as my/our proxy to attend and vote on my/our behalf** at the 2014 Annual  
General Meeting of Shareholders to be held on Monday, April 28, 2014 at 2.00 p.m. at Meeting  
room located at 3<sup>rd</sup> Floor, M.K. Building, Bantadthong Road, Wang Mai sub-district, Patumwan  
district, Bangkok, Thailand or such other date, time and place as may be adjourned.

(4) I/We authorize my/our proxy to cast the votes on my/our behalf at the above meeting in  
the following manners:

**Agenda no. 1 re: To certify the Minutes of the Annual General Meeting of Shareholders**

**No. 1/2013 held on Thursday, April 25, 2013.**

(a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

(b) The proxy must cast the votes in accordance with the following instructions:

Approve

Disapprove

Abstain

**Agenda no. 2 re : To certify Annual Report on the Company's operating results in respect for the year ended December 31, 2013.**

(a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

(b) The proxy must cast the votes in accordance with the following instructions:

Approve                       Disapprove                       Abstain

**Agenda no. 3 re : To consider and approve the company's balance sheets, profit and loss Statements for the year ended December 31, 2013.**

(a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

(b) The proxy must cast the votes in accordance with the following instructions:

Approve                       Disapprove                       Abstain

**Agenda no. 4 re : To consider the annual dividend payment for 2013's operating results and the allocation of net profit for legal reserve.**

(a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

(b) The proxy must cast the votes in accordance with the following instructions:

Approve                       Disapprove                       Abstain

**Agenda no. 5 re : Approved an amendment of Clause 26 of the Company's Regulation.**

(a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

(b) The proxy must cast the votes in accordance with the following instructions:

Approve                       Disapprove                       Abstain

**Agenda no. 6 re : To elect the new directors to replace those whose tenure has ended, and fix the number of directors, their authority, and their remuneration for 2014.**

(a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

(b) The proxy must cast the votes in accordance with the following instructions:

Approve                       Disapprove                       Abstain

Appointment of the entire board

Approve                       Disapprove                       Abstain

Appointment of any director(s)

Name of Director .....

Approve                       Disapprove                       Abstain

Name of Director .....

Approve                       Disapprove                       Abstain

Name of Director .....

Approve                       Disapprove                       Abstain

Name of Director .....

Approve                       Disapprove                       Abstain

**Agenda no. 7 re : To appoint the auditor and fix the auditing fee for 2014.**

(a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

(b) The proxy must cast the votes in accordance with the following instructions:

Approve                       Disapprove                       Abstain

**Agenda no. 8 re : To appoint the new Audit Committee to replace those whose tenure has ended and fix their remuneration.**

(a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

(b) The proxy must cast the votes in accordance with the following instructions:

Approve

Disapprove

Abstain

**Agenda no. 9 re : Consider other issues (if any).**

(a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

(b) The proxy must cast the votes in accordance with the following instructions:

Approve

Disapprove

Abstain

(5) If the votes which the proxy casts on any agenda conflict with my/our specified instruction in this proxy form, those votes are invalid and will be regarded as having not been cast by me/us in my/our capacity as the shareholder.

(6) If my/our instruction on voting is not expressly or clearly indicated on any agenda, the meeting considers or resolves on any matter other than those stated above, or there is any change or addition to the relevant facts, then the proxy will be entitled to cast the votes on my/our behalf at his/her own discretion.

Any acts or performance caused by the proxy at the above meeting, except voting in contravention of my/our instruction, shall be deemed as my/our acts and performance in all respects.

Signed.....Proxy Grantor

(.....)

Signed .....Proxy Holder

(.....)

Signed .....Witness

(.....)

Signed .....Witness

(.....)

**Remarks**

1. A shareholder may grant a proxy to only one person. The number of shares held by a shareholder may not be divided into several portions and granted to more than one proxy in order to divide the votes.
2. As regards the agenda to appoint directors, the meeting may consider appointing the entire board or any director(s).
3. In case there are more agendas to be discussed than those specified above, the grantor may make additional authorization in the Attachment to Proxy Form B.