

**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) Mr. Chaiyapont Timsootheepant Independent Director age 61 years,  
residing/located at No. 155/21 Moo 5, -- Road, Tambol/~~Kwaeng~~ Bangkruai,  
Amphur/~~Khet~~ Bangkruai, Province Nonthaburi, Postal Code 11130

**any one of them as my/our proxy to attend and vote on my/our behalf** at the Extraordinary General Meeting of Shareholders No. 1/2015 to be held on Wednesday, August 26, 2015 at 2.00 p.m. at Nopawong 1 Room, the 2<sup>nd</sup> Floor, The Twin Tower Hotel, No. 88 Rongmuang Road, Kwaeng Rongmuang, Khet Pathumwan, Bangkok Metropolis, 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 consider and adopt the Minutes of the Annual General Meeting of Shareholders of the Company No. 1/2015.**

(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 consider and approve the entry into of the investment in Prospect Development Co., Ltd.;**

- (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 reduction of the registered capital of the Company and the amendment to Clause 4 of the Memorandum of Association of the Company regarding the reduction of the registered capital;**

- (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 and approve the increase of the registered capital of the Company and the amendment to Clause 4 of the Memorandum of Association of the Company regarding the increase of the registered capital;**

- (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 : To consider and approve the allotment of capital increase ordinary shares;**

- (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 consider other businesses (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 ..... Proxy Holder  
(.....)

Signed ..... Proxy Holder  
(.....)

**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. In the case that there is any other agenda(s) to consider other than the specified agendas mentioned above, the proxy may use the Annex to the Proxy Form B.

**Annex to the Proxy Form B.**

Grant of proxy as a shareholder of M.K. Real Estate Development Public Company Limited

At the Extraordinary General Meeting of Shareholders No. 1/2015 to be held on Wednesday, August 26, 2015 at 2.00 p.m. at Nopawong 1 Room, the 2<sup>nd</sup> Floor, The Twin Tower Hotel, No. 88 Rongmuang Road, Kwaeng Rongmuang, Khet Patumwan, Bangkok Metropolis or at any adjournment thereof to any other date, time and venue.

- Agenda..... Subject.....
  - (a) The proxy holder shall be entitled to consider and vote in lieu of me in all respects as deemed appropriate.
  - (b) The proxy holder shall vote in accordance with my intention as follows:
    - Approve       Disapprove       Abstain
  
- Agenda..... Subject.....
  - (a) The proxy holder shall be entitled to consider and vote in lieu of me in all respects as deemed appropriate.
  - (b) The proxy holder shall vote in accordance with my intention as follows:
    - Approve       Disapprove       Abstain
  
- Agenda..... Subject.....
  - (a) The proxy holder shall be entitled to consider and vote in lieu of me in all respects as deemed appropriate.
  - (b) The proxy holder shall vote in accordance with my intention as follows:
    - Approve       Disapprove       Abstain
  
- Agenda..... Subject.....
  - (a) The proxy holder shall be entitled to consider and vote in lieu of me in all respects as deemed appropriate.
  - (b) The proxy holder shall vote in accordance with my intention as follows:
    - Approve       Disapprove       Abstain