

The Annual General Meeting Of Shareholders 2015

Asia Corporate Development Public Company Limited
On Thursday 30th April 2015
at 10.00 a.m.

At Suppife 202 Impact forum Building Muangthongthani, no. 99 Popular Road, Banmai Subdistrict, Pakkred District, Nonthaburi 11120

TEL: +66 (0) 2833-4455/ FAX: +66 (0) 2833-4456



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ACD14/2558

24 March 2015

Subject: Invitation to attend the 2015 Annual General Meeting of Shareholders

To: Shareholders of Asia Corporate Development Public Company Limited

Enclosures: 1. A copy of the minutes of the Annual General Meeting of Shareholders 2014 held on 25 April 2014

- 2. CD-ROMs of the 2014 Annual Report and the 2014 Financial Statements
- 3. Documents and evidence of attendants proving an identity
- 4. The Articles of Association of the company regarding the shareholders' meeting
- 5. Nomination of the company's directors and the profiles of the directors proposed to the shareholders as assigned proxy holders
- 6. Profile of the resigned of the term and the of new director
- 7. Proxy Form A, B and C
- 8. Map of a meeting place

The Board of Directors of Asia Corporate Development Public Company Limited would like to invite the shareholders to attend the Annual General Meeting of Shareholders for the year 2015 on Thursday 30th April 2015 at 10.00 a.m. at Suppife 202 Impact forum building Muangthongthani, no. 99 Popular Road, Banmai Subsdistrict, Pakkred District, Nonthaburi 11120,. The agendas of the meeting are as follows:

Agenda 1 To certify the Annual General Meeting of Shareholders (AGM) 2014

The company held the AGM 2014 on 25th April 2014, and submitted the minutes of the Meeting to the Stock Exchange of Thailand within 14 days a copy of the minutes is enclosed as the 1st attachment.

<u>The Board's Opinion:</u> The Board considered that the minutes were correct and completed, and proposed to certify the minutes of the AGM 2014 held on 25th April 2014



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Agenda 2 To acknowledge the company's operating results for the year 2014

The operating results and significant changes of 2014 appeared in the company's Annual Report as the 2^{nd} attachment.

<u>The Board's Opinion:</u> The Board considered that the shareholders should acknowledge the operating results and the annual report for the year 2014.

Agenda 3 To approve the 2014 Consolidated Financial Statements and Company Financial Statement ended 31st December 2014

The Consolidated Financial Statement and the Company Financial Statement for the year ended 31st December 2014 has been certified by the auditor, and approved by the audit committee. The details of financial statement has been included in the 2nd attachment. The main financial status is as follows:

	Consolidated F/S Separate F/S (Million Baht)	
Total Assets	303.71	296.33
Total Liabilities	12.98	5.74
Total Revenues	51.43	6.65
Net Profit (loss)	(82.23)	(116.63)
Profit (loss) per Share	(0.21)	(0.29)

<u>The Board's Opinion:</u> The Board proposed to the shareholders' meeting for the approval of the annual financial statements ended 31 December 2014.

Agenda 4 To approve the appropriation of net profit and the dividends omission resulted from the operational performance of 2014

Due to the company's policy on dividends payment with not less than 30 per cent of the net profit after deduction of corporate income tax, the company will, however, take into consideration the structure and financial status, the investment plan and the economic



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performance from the last year. With the company's operational results were loss for the year 2014; therefore it is deemed appropriate to abstain from paying dividends for the year 2014.

Dividend Details	2014	2013
1. Net profit(loss) (baht)	(116,632,000)	(92,111,601)
2. Total shares	398,460,250	397,410,050
3. Dividend per share	Not paying	Not paying
4. Total dividend (baht)	Not paying	Not paying
5. Dividend ratio	Not paying	Not paying

<u>The Board's Opinion:</u> The Board proposed to the shareholders' meeting for the approval of the dividend omission for the year 2014.

Agenda 5 To consider and approve the appointment of the auditor of the Company and its subsidiary for the year 2015

The company's Board of Directors as deemed appropriate, propose to the Annual General Meeting of Shareholders to consider appointing the auditors from Grant Thornton Co., Ltd. as the auditors of the company and its subsidiaries for the fiscal year 2015. The audit fee is an amount of 1,335,000 (One million and tree hundred thirty five thousand Baht only). The appointed auditors are the following list.

1. Mr.Somkit Tiatrakul	Certified Public Account No. 2785
2. Mrs.Sumalee Chokdeeanun	Certified Public Account No. 3322
3. Mr.Teerasak Chuasrisakul	Certified Public Account No. 6624
4 Ms Sunsanee Poolsawat	Certified Public Account No. 6977

The increase of the audit fees was in line with the expansion of the company's business; subsequently, the auditor must take the time to cover more works included the review works on Annual Registration Statement (FORM 56-1) and this inevitably caused the increase in the audit fees. The Board of Directors propose to the shareholders' meeting to grant the mandate to the Board to appoint other auditors in case of Grant Thornton Co., Ltd. is unable to perform due to the excessive operational expenses resulted from more works



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mentioned above. Moreover the Board of Directors propose to the shareholders' meeting to grant the mandate to the Board to approve the audit fees may arise during the year.

The auditing fees for year 2015

Description	Year 2015	Year 2014
Annual audit fee	790,000	740,000
Consol. fee for annual financial statements	50,000	70,000
Quarterly audit fees for 3 quarters	435,000	414,000
Consol. fee for quarterly financial statements	60,000	60,000
Total	1,335,000	1,284,000

<u>The Board's Opinion:</u> The Board proposed to the shareholders' the auditors from Grant Thornton Co., Ltd. as of company's auditors and remuneration of the auditors in the amount of 1,335,000 baht per year.

Agenda 6 To consider and approve the appointment of directors who were retired by rotation and the appointment of the two new directors;

In accordance with the Company, the directors must retire one-third of votes. At the general meeting of shareholders for the year 2015 with Directors who retire by rotation namely;

- 1. Pol. Maj. Gen. Sahaschai Indrasukhsri
- 2. Mr. Prateep Anantachote

The Board of Directors proposes to the Annual General Meeting of Shareholders to approve the appointment of a new number 2 position from 7 to 9 who recruiting the right talent and fully qualified legal and not prohibited by law. Securities and Exchange Law and the Articles of Association The corporate governance of the company by the number 2 in attachment 6.

1. Mr.Ooi Boon Aun Appointment as Director

2. Mr.Apichart Sivamoke Appointment as Director

<u>The Board's Opinion</u>: The Board proposed to the shareholders' meeting for the approval the appointment Pol. Maj. Gen. Sahaschai Indrasukhsri and Mr. Prateep Anantachote for rotation of Directors for the next term. Because such individuals be qualified skills



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wisdom and experience beneficial to the company's operations. And appropriate to the meeting of shareholders to approve the appointment of a new director for 2 persons for from 7 to 9 persons.

Agenda 7 To consider and approve the fixing of the directors' remuneration in 2015

The company considers the remunerations of the directors with respect to the suitability of duties and responsibilities. Also the company perused and referred to the remuneration reports issued by the industry the company operated with in determining the remunerations of directors, thus the remunerations for the year 2015 are as follows:

Meeting Allowance

	C
	(Baht/Person/Each Meeting)
Chairman of Board of Directors	18,000.00
Chairman of Audit Committee	18,000.00
Directors and Audit Committee	15,000.00

However, the total directors' remuneration for the year 2014 will not exceed Bath 3,000,000.00 (Three million Baht) per year which shall not include the remuneration and welfare of the director who is also the employee or officer of the Company

The Committee recommends that the shareholders approve the directors' remuneration for the year 2015 will not exceed Bath 5,000,000 (Five million baht) per year not which shall not include the remuneration and welfare of the director who is also the employee or officer of the Company.

<u>The Board's Opinion:</u> The Board proposed to the shareholders' meeting for the approval of the 2015 directors' remunerations with the total amount not exceed Bath 5,000,000.00 (Five million Baht) per year.

Agenda 8 To consider and approve the decrease in the Company's registered capital by cancelling the unissued shares, as well as the amendment to Clause 4 of the Company's Memorandum of Association to be in line with the capital decrease



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The company's Board of Directors as deemed appropriate to approved to propose to the shareholder' meeting for its consideration and approval the decrease in the registered capital from the existing registered capital Baht 1,275,000,000 to Baht 576,300,000 by cancelling 698,700,000 unissued shares with the par value of Baht 1 per share, as well as the amendment to Clause 4 of the Company's Memorandum of Association to be in line with the capital reduction.

The amendment To comply with the reduction of Clause 4 of the share capital. By revoking and wording as follows;

Article 4.Capital : 576,300,000 Baht (five hundred and seventy-six

million three hundred thousand Baht)

Divided into : 576,300,000 shares (Five hundred and seventy-six

million three hundred thousand)

Par value of : 1.00 baht (one baht)

Divided by

Ordinary shares : 576,300,000 shares (Five hundred and seventy-six

million three hundred thousand)

Preferred : - None -

<u>The Board's Opinion:</u> The Board proposed to the shareholders' meeting for the approval of the decrease in the registered capital of the Company.

Agenda 9 To consider and approve the increase in the registered capital of the Company, as well as the amendment of the Company's Memorandum of Association to be in line with the capital increase

The company's Board of Directors as deemed appropriate to approved to propose to the shareholders' meeting for its consideration and approval the increase in the registered capital of the Company by Baht 573,460,250 from the existing registered capital of Baht 576,300,000 to Baht 1,149,760,250 by issuing 576,460,250 newly issued shares with a par value of Baht 1 per share for the purposes as follows:

 (a) to accommodate the allocation of the 199,230,125 newly issued shares to the existing shareholders proportionate to their respective shareholding (Right Offering);



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(b) to accommodate the exercise of warrants to purchase the ordinary shares of the Company No. 4 in the number of 199,230,125 shares which will be issued and offered to the shareholders of the Company who subscribed for the newly issued shares at the ratio of 1 ordinary share for 1 unit of warrant;

- (c) to accommodate the allocation of 170,000,000 newly issued shares to the specific investor through private placement basis;
- (d) to accommodate the issuance of 5,000,000 shares for the right adjustment due to the offering of shares at the price lower than 90 percent of the market price

The amendment to comply with the increase of the registered capital. To comply with the increase of the registered capital. Companies are required amendment of Article 4 of the share capital. By revoking and wording as follows;

Article 4. Capital : 1,149,760,250 baht (one billion, one hundred and

forty-nine million, seven hundred and sixty thousand,

two hundred and fifty baht)

Divided into : 1,149,760,250 (one billion, one hundred and forty -

nine million, seven hundred and sixty thousand, two

hundred and fifty)

Par value of : 1.00 baht (one baht)

Divided by

Share : 1,254,760,250 (One billion, One thousand two

hundred fifty-four seven hundred Six thousand two

hundred fifty).

Preferred : - None -

<u>The Board's Opinion:</u> The Board proposed to the shareholders' meeting for the approval of the increase in the registered capital of the Company.

Agenda 10 To consider and approve the allocation of the newly issued shares

The company's Board of Directors as deemed appropriate to approving the allocation of 573,460,250 shares with par value Baht 1 per share, totaling Baht 573,460,250 the detail as follow:



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Allotted to	Number of shares (shares)	Ratio (existing: new)	Sale price (Baht/share)	Subscription and payment period	Remark
1.The company's existing shareholders through the rights offering	199,230,125	2 existing shares : 1 new ordinary share	3.00 Baht	8 – 12 June 2015 (5 working days); from 9:00 – 15:30 hours.	Please see remark (1), (2) and (3)
2. Specific investor under a private placement scheme	170,000,000		not be lower than 90% of the market price calculate by average closing price 15 consecutive trading days prior the offering. price is Baht 4.32 per share which is not lower than and offering shares at a price not lower 4.50 Baht and according to the relevant notifications of the capital markets supervisory committee.	Will be inform afterward	Please see remark (4)
3. to accommodate the exercise of the warrant (ACD-W4) to be allocate to the existing shareholders who have subscribed for the newly issued ordinary shares offered to existing shareholders of the company (right offering)	Not exceed 199,230,125	At a ratio of 1 new RO for 1 units of ACD-W4	Warrant have no value while offer to exercise price per share at Baht 1.00 per share.		Please see remark (5)
4. to accommodate the Adjustment of the exercise price and exercise ratio of the Warrants to purchase the ordinary shares of the Company ("ACD—W2" and "ACD-W3")	5,000,000				Please see remark (6)



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<u>The Board's Opinion:</u> The Board proposed to the shareholders' meeting for the approval the allocation of the newly issued shares

Agenda 11 To consider and approve the issuance of the Warrants to Purchase Ordinary Shares of the Company No.4

The company's Board of Directors as deemed appropriate to approved to propose to the shareholders' meeting for its consideration and approval the issuance of the warrants to purchase the ordinary shares of the Company No.4 (the "Warrants"), in the number of not exceeding 199,230,125 units to the existing shareholders and to persuade to the existing shareholders to subscribe for the new shares of the Company issued to the existing shareholders (Sweetener), the Company will allocate the Warrants as follows: the Company's existing shareholders proportionate to their respective shareholding (Right Offering), at no cost, in the allocation ratio of 1 ordinary share for 1 unit of warrant. If there is any unit of the Warrants left after the calculation of the allocation ratio of the Warrants, such units shall be rounded down. The exercise price of the Warrants is Baht 1.00 per share.

<u>The Board's Opinion:</u> The Board proposed to the shareholders' meeting for the approval the issuance of the Warrants to Purchase Ordinary Shares of the Company No.4 (ACD-W4) that offered to the Company's existing shareholders proportionate to their respective shareholding (Right Offering), at no cost, in the allocation ratio of 1 ordinary share for 1 unit of warrant.

Agenda 12 To consider other matters (if any)

The company has fixed a record date to be on 23rd March 2015 as the closing date of the company's share register book. The record date and closing date were required in accordance with the section 225 of the Securities and Exchange Act B.E.2551 for the purpose of the compilation of a list of shareholders entitled to attend the 2015 Annual General Meeting of Shareholders.

The company has arranged the 2014 Annual Reports in CD-ROM format, if any shareholders would like to obtain the hard copies of the Annual Reports, please contact the company by tel. 02-504-5235-41 ext. 511-513 or fax 02-504-5243.



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The registration and document checks for the identities of shareholders will be between 9.00 - 10.00 a.m. and the company shall conduct the meeting in accordance with the shareholders' meeting procedures.

Company would like to invite all shareholders to attend the meeting at the date, time and place as mentioned above. Should you be unable to attend the meeting, you may assign your proxy to another person to attend the meeting and vote on your behalf. Please fill and bring the completed proxy form attached with this letter showing to the registration officer before attend the meeting.

Yours faithfully,

Asia Corporate Development Public Company Limited

Pol Maj Con Scharchai Indrambhi

(Pol.Maj.Gen Sahaschai Indrasukhsri)

Chairman of the Board



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Attachment 1

Minutes of 2014 Annual General Meeting of Shareholders Asia Corporate Development Public Company Limited

Date, Time, and Venue of the Meeting

The meeting was held on Friday April 25, 2014 at 10:00 AM at Jupiter Room 16, Challenger Impact Muangthongthani Building Address 99 Popular Road, Banmai Sub-district, Pakkret District, Nonthaburi 11120

The meeting started at 10:10 AM.

Ms. Sarunrat Seesun, Company Secretary, welcomed all shareholders attending the 2014 Annual General Meeting of Shareholders, which the company's information was preliminary reported to the meeting as follows;

- The company has authorized capital in the amount of 1,275,000,000 baht

- **Paid-up capital** 397,410,050 baht

- Divided into ordinary shares of 397,410,050 shares

- Par value per share 1 baht

- Management Structure consists of board of directors which is policy, strategy, tactic maker that determine the company's operational direction, which executive committee and audit committee are tools and mechanism to ensure that the company's business operation is in accordance with such strategy, tactic, and direction.

- In the meeting today, there were a total of 28 shareholders attending the meeting in person, and proxy, which total shares were combined to 212,418,862 shares or 53.45% of total shares sold, which made up the quorum. Which the quorum according to the Public Limited Companies Act, B.E. 2535, and articles of association determine that there shall be at least 25 shareholders and proxies in attendance, and total share count shall be at least one third of the total shares sold, which is (132,470,017 shares).



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- And in order for the meeting to be in accordance with good corporate governance in terms of voting and meeting procedure, voting count method was explained, which voting shall be done in each agenda, as well as meeting's rules to ensure that the meeting is conducted completely in compliance with the following rules and regulations;
 - 1. One shareholder has number of vote equal to number of shares held. Shareholder may either vote approved, not approved, or abstained in each agenda. In case of foreign shareholder, who appointed a custodian in Thailand to hold shares and look after their interest on their behalf, may separately vote approved, not approved, or abstained at the same time in each agenda by dividing number of vote equal to number of shares they hold using the ballots acquired at the registration. In case voting is different from the method mentioned above, such voting shall be considered as invalid.
 - 2. Voting count will be counted only the shareholder who voted not approved or abstained only, except for the director election in agenda 5, which such not approved and abstained votes will be deducted from total number of vote in attendance. The remaining votes shall be considered as approved votes in that agenda, which shareholders who voted no approved or abstained shall raise their hands to let the staff collect the ballots to record and summarize the result for later announcement. Ms. Korawan Jaiwandee was the witness in the vote count. And, to ensure transparency and traceability of the vote count, the company also invited one representative of shareholders to be the witness in the vote count.
 - 3.To ensure that the company complies with the guideline of quality evaluation of good shareholders' meeting, therefore, in the agenda 5, which is the agenda that approves the election of director to who will be replacing director who resigns according to the term at the 2014 Annual General Meeting of Shareholders, and appoints new director replacing resigning director. The company will collect the ballots from shareholders in attendance for all approved, not approved, and abstained votes. All shareholders were requested to tick either the approved, not approved, or abstained box as well as sign the ballots and raise their hands. The staffs would collect the ballots from shareholders to count how many shareholders voted approved, not approved, or abstained. For the proxies who did not get the ballots at the



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registration, it means that shareholders have already voted in the power of attorney, which such vote would have already been specified consistently with the vote of the shareholder in such power of attorney.

4. Before voting in each agenda, attendants were allow to ask question in issues related to that agenda as appropriate, which shareholders who wish to ask question shall announce their name and surname at the meeting before asking question or comment every time for the purpose of minutes of meeting preparation.

Before the meeting began, the company's secretary introduced board of directors, executives, and auditors who are attending the meeting today, which consists of;

Directors in attendance

1. Pol.Maj.Gen. Sahaschai Indrasuksri	Chairman of the Board
2. Mr. Prateep Anantachote	Director and Managing Director
3. Mr. Sakda Arj -Ong Vallipakorn	Director
4. Mr. Wichit Khampume	Director
5. Mr. Somkiat Phimoldanon	Chairman of Audit Committee
6. Pol.Maj.Gen. Krit Piakaew	Independent Director and of Audit Committee
7. Pol.Lt.Gen. Chalorsak Asa	Independent Director and of Audit Committee
8. Mr. Thitisak Sakulkroo	Advisor

Executives in attendance

1. Mrs. Thanida Inthajak	Accounting and Finance Manager

2. Mr. Sarod Rungsithum Business Management Manager

Auditor in attendance

Mr. Somkit Taitrakul Certified Public Accountant No. 2785
 Grand Thorton Co., Ltd.

The company's secretary invited the chairman, and the chairman proceeded to the agendas as follows;



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Agenda 1: To approve the minutes of extraordinary meeting of shareholders no. 1/2556

The chairman proposed to the meeting to approve the minutes of extraordinary meeting of shareholders no. 1/2556 on October 4, 2013 based on the copies sent to shareholders together with the meeting invitation in the attachment.

Meeting's Resolution: The meeting has considered and has a resolution to approve the minutes of extraordinary meeting of shareholders no. 1/2556 on October 4, 2013 as proposed with unanimous vote count as follows:

Approved 212,417,862 votes 99.99% Abstained 1,000 votes 0.01%

Agenda 2: To approve report of the company's performance and annual report of the board of directors for 2013

The chairman announced to the meeting that this agenda has no vote. However, for shareholders to see the overview and direction of the company's performance in the past fiscal year in summary, the information relating to such performance was therefore presented to the shareholder's meeting, which is represented by Mr. Prateep Anantachote, Director and Managing Director as follows;

1. 2013 Performance (according to consolidated financial statement) is as follows;

1.1	Operating income	89,596,957.11	baht
	Operating expenses	188,869,957.61	baht
	Loss before financial cost and corporate income tax	(99,273,000.50)	baht
	Financial cost	306,535.27	baht
	Corporate income tax	0.00	baht
	Total Comprehensive Profit (Loss) for 2013	(99,579,535.77)	baht
1.2	Total assets	397,981,599.93	baht
1.3	Total liabilities	25,916,733.57	baht
1.4	Shareholders' Equity	372,064,866.36	baht

Authorized capital 1,275,000,000 shares at 1 baht each in 2013, or 1,275,000,000 baht

Issued and paid-up share capital 397,410,050 shares at 1 baht each in 2013, or 397,410,050 baht



บริษัท เอเชีย คอร์ปอเรท คีเวลลอปเมนท์ จำกัด (มหาชน)

Asia Corporate Development Public Company Limited

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Chairman : Does any shareholder have any question?

Mr. Sangiem Siriphanichsutha : Regarding the financial statement;

<u>First question:</u> I want to criticize a bit about the annual report, which is not in book format. Although the CD-ROM was sent, the company should prepare the annual report in book form as well.

2: For the note to financial statement of the auditor, I am very curious why there is no number accompanying the note to financial statement on page 58 of the annual report, which is the financial statement of the auditor, but there was no note to financial statement. It has no number, which is difficult to read. It's the number that accompanies each line. I am not sure why there is no numbers.

<u>3</u>: For general account receivable, which there is 20 million baht, what account receivable is that? What type of business is the company operating?

Chairman : Next time, document and CD will be sent.

Mr. Sangiem Siriphanichsutha : If you are afraid that it would be a waste of money, then

only the detail of financial statement would be sufficient.

Ms. Jaranya Ngarmsiri : Allow me to explain. The general account receivable of 20

million baht is account receivable of subsidiary (Boost Plus) for the Korean concert project that the company has advanced the

payment, which partial investment has already been made.

Mr. Sangiem Siriphanichsutha : Why don't you arrange it to become a related company? Why is

it a general account receivable?

Ms. Jaranya Ngarmsiri : It's other account receivable company that is not related to

ACD.

Mr. Sangiem Siriphanichsutha : So, it's what they owe us.

Ms. Jaranya Ngarmsiri : Yes. Because we use it as expense and the concert has not

finished yet.



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Mr. Sangiem Siriphanichsutha : What's the detail with the concert?

Ms. Jaranya Ngarmsiri : There will be a project that belongs to the subsidiary.

Mr. Sangiem Siriphanichsutha : Can you talk about the detail?

Ms. Jaranya Ngarmsiri : Actually, it's a project that happened in 2013, but because of the

economic and political problem, we temporarily suspended the

project in this part. So, we set up the expense for it.

Mr. Sangiem Siriphanichsutha : Will we get it back?

Ms. Jaranya Ngarmsiri : Now, the project is in negotiation process, which we will hold it

this year in 2014. So, this expense is pre-set.

Mr. Prateep Anantachote : I'd like to explain a little bit. Like what the accounting

department has already explained, now, we have a subsidiary

called Boost Plus Co., Ltd. Their business is event organizer. So,

they enter into Korean concern agreement in Thailand. The

agreement was executed last year, but the economic and the

political problem forced it to be postponed. This project was

postponed until October 2014, which we are waiting for the

political situation to be resolved before this project will have a

chance to come back, which should be in October 2014. So, the

money in this part is what the company has paid for a deposit,

the subsidiary, not ACD. That's why we must book it as general

account receivable. For related company, for example, let's

assume that the subsidiary has relationship with the parent

company. Then, in this case, it will be booked as related

company. But, in this case, it is considered as general account

receivable of the subsidiary and not related to ACD. This is the

consolidated financial statement. That's why we include

subsidiary in it.

Mr. Sangiem Siriphanichsutha : Boost Plus Co., Ltd. has been a subsidiary for a long time?

Mr. Prateep Anantachote : Yes.

Mr. Sangiem Siriphanichsutha : What kind of public relations we have for this concert?



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Mr. Prateep Anantachote : Now we don't have any public relations yet since the political

problem. So, this project is delayed until October 2014. We may

start public relations only for this one. It's temporary negotiation

and now it's temporarily suspended.

Mr. Sangiem Siriphanichsutha : This is organizing a concert right?

Mr. Prateep Anantachote : Yes. It's a concert organized by singer and actor from Korea in

Thailand.

Mr. Sangiem Siriphanichsutha : For this project, what's the current budget for organizing it?

Mr. Prateep Anantachote : About 20 million baht or so because Korean concert requires a

minimum investment of approximately 10 million baht.

Mr. Sangiem Siriphanichsutha : Alright. And, for the cost of real estate, it jumped from 60-70

million baht to 200 million baht. What's the reason for that?

Mr. Prateep Anantachote : For the cost of real estate of 242 million baht, currently, we have

2 projects, i.e. 1. The Impress in Nakhonpathom, 2. Project Taksila in Mahasarakham, which we invested about 120 million

baht. Both of these projects are combined to about 242 million

baht.

Mr. Sangiem Siriphanichsutha : If looking at the note to the financial statement on page 84, the

cost of real estate development mostly increased from the land

part because from 52 million, it jumped to 160 million baht.

Mr. Prateep Anantachote : Yes. For example, Taksila project in Mahasarakham, the

building is already exist. We bought existing building and

develop and resell it. We didn't start a new project from buying

the land and construction. That kind of purchase will waste time.

Mr. Sangiem Siriphanichsutha : So, the increased land is this 120 million baht Taksila project?

Mr. Prateep Anantachote : We bought the whole building.

Mr. Sangiem Siriphanichsutha : And, the note continues to state that the company has a plan to

sell it to a company. So, that's what we are current selling, The

Impress?

Mr. Prateep Anantachote : Correct.

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Mr. Sangiem Siriphanichsutha : For the inventory of 8.8 million baht, it includes our old

machine? Are there any more coin operated machine left in this

part of the account?

Mr. Prateep Anantachote : They are still there. This statement was closed in December

2013. We will still be selling them gradually.

Mr. Sangiem Siriphanichsutha : Because if this is sold out, how much more loss will we be

suffering in terms of this arcade machine? For the rest of them.

Mr. Prateep Anantachote : There will be no more loss. According to the book, we should

have deducted it as a reserve already.

Mr. Sangiem Siriphanichsutha : This book of 8.8 million baht has already deducted as a reserve

and depreciation. There will be no loss.

Mr. Prateep Anantachote : That's right.

Mr. Sangiem Siriphanichsutha : For the income, the income from sales of 5.9 million and service

of 80 million baht, what was sold here?

Mr. Prateep Anantachote : This includes income from subsidiary. The parent company was

able to sell part of the arcade machine. But, the income of

approximately 70 million baht came from subsidiary, i.e. Boost

Plus Co., Ltd., which came from event organization. That's why

it is combined to more than 80 million baht.

Mr. Sangiem Siriphanichsutha : Because this 5 million baht of income from sales has the cost of

almost 10 million baht, we were loss since the beginning

because if looking at the budget of 5.9 million baht and we had

the cost of sales of 7.9 million baht, then we were loss before

already. I can understand this part because we sell machine with the old cost. But, for the service of 79.8 million baht, if it's the

matter that Boost Plus Co., Ltd. does, but now we have the cost

of service of more than 80 million baht, which we do the

business now, we will have no profit at all, is that right?

Mr. Prateep Anantachote : Allow me to explain. Some event had profit. Some event had

loss because it was below the expectation. Some event was not



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as expected such as ticket sales, which caused income to be lower like many years ago in September, October, which caused our total collection to be less in Boost Plus Co., Ltd., which is the subsidiary. And, that caused some event to be loss for the whole year.

Mr. Sangiem Siriphanichsutha : Can you give me the name of the events organized by Boost

Plus Co., Ltd. in 2013?

Mr. Prateep Anantachote : In 2013, there were various projects. The director who is in

charge of this, please explain in detail.

Mr. Sakda Artong Walliphakorn: Most of them were events that the company had clearly

determined such as Samed In Love, Season of Love Song at bee

farm, which is a big event, and they were small concerts

(stealing the scene). We had about 4 projects per year for the big

events. But, as Mr. Pratheep has said that the political and

economic situation changed quite quickly, so it had an impact,

which Boost Plus Co., Ltd. organized small projects to have

more fluidity in the later years.

Mr. Sangiem Siriphanichsutha : Alright. For company itself, when we had no gross profit, we

had a lot of administrative expense; sales expense of 11 million

baht, administrative expense of 46 million baht. It was the key

that gave us the loss last year because I am not sure what are

these two main parts? Sales or administration? Because the main

income of the parent company is condominium has not yet been

realized. Is that correct?

Mr. Prateep Anantachote : This should be the subsidiary. It should be of Boost Plus Co.,

Ltd. The accounting department has the detail of this, which is

belong to Boost Plus Co., Ltd. together with ACD. Just a

moment please.

Ms. Jaranya Ngarmsiri : For the administration part, the part that was the expense was set

as impairment in terms of the product, which led to the 39



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million baht in the consolidated financial statement. That was the cause why the expense was high in this year.

Mr. Sangiem Siriphanichsutha

This impairment was separated on the other line of 20 million

baht.

Ms. Jaranya Ngarmsiri

There were 2 items of impairment, i.e. (product brand of 20 million baht). The other one is the product impairment, which were our old products, obsolete products, which would be in the 20 million baht expense. That was why it increased the expense of the sales and administration.

Mr. Sangiem Siriphanichsutha

Mr. Chairman, the reason I asked is because most of our money, last year we increased the capital. I acquired capital from RO, minority shareholders, of 168 million baht. And, now, we don't see income. What we had was nothing but a loss and expense. Soon the capital increase money will be gone. When that happens, we won't be able to go on. Taksila project will not be able to continue. Our RR has also come to life yet.

Chairman

We must be confident and must accept that we are only one year old. We are able to solve the situation this much. Another thing, in terms of the Taksila, we are already at full speed. It should be completed within 2 months. Some should have been sold. In the past, we had been trying to invest as much as we could and had been looking after our investment the best we could.

Mr. Prateep Anantachote

Allow me to add a little bit. Now, Taksila project, we focus on real estate development. The company has bought 4 buildings. Now, we are renovating and it will start selling approximately in Q2 this year. 4 building with 300 rooms should be sold out. It would generate income for the company. We would then continue to expand. It is expected that this year we will be able to reduce the loss.

Mr. Sangiem Siriphanichsutha

In that case, I might have asked the wrong agenda. I will ask my question in the last agenda in terms of Taksila project. The



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chairman and board of directors, please explain the detail of the project to me.

Chairman

In that case, the agenda 2 is considered as acknowledged, and we will discuss the information later.

Meeting's Resolution: The meeting has acknowledged the report of the company's performance and the annual report of the board of directors for the year 2013.

Agenda 3: To approve the Company's Financial Statement and Consolidated Financial Statement for the year ending December 31, 2013

The chairman announced at the meeting that this agenda is approving the statement of financial and statement of comprehensive income for the past fiscal year, which has been audited by certified public accountant and has already been approved by the board of directors. Detail of which appears in the CD-ROM that has already been sent out to all shareholders together with the meeting invitation. Detail of which appears in the attachment 2. In order to comply with the Articles of Association, and section 112 of the Public Limited Companies Act, B.E. 2535, which states that the company shall prepare the company's financial statement as of the year ending of the fiscal year and propose to the shareholders' meeting in the annual general meeting.

Meeting's Resolution: The meeting has a resolution to approve the company's balance sheet and profit and loss statement for the fiscal year ending on December 31, 2013

as proposed with the following votes;

Approved 212,417,862 votes 99.99% Abstained 1,000 votes 0.01%

Agenda 4: To approve profit allocation and dividend payment suspension for 2013 performance

The chairman announced at the meeting that for the 2013 performance, the company had a loss of 98,592,653.17 baht due to the company has a policy to pay dividend to shareholders at least 30% of net profit after corporate tax. However, the company would consider financial structure and status, investment plan, as well as economic condition.



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For 2013 performance, the company had a loss. Therefore, it is deemed as appropriate to suspend dividend payment for 2013 performance.

Mr. Sangiem Siriphanichsutha

For the dividend, I don't know if we can fix that. Paying dividend to shareholders of at least 30% is too little. I think it should be higher in the future. Is 40-50% possible? Can we prepare in advance? 30% is too little.

Mr. Thitisak Sakulkroo

Please allow me. It's not less than 30%. If we want to change it, then it can be proposed. It has to be brought into the Articles of Association, which requires special resolution. If there is a lot of profit in any year, advance payment will be made. 40% or 90% can be paid.

Mr. Sangiem Siriphanichsutha

When I see the word "at least", I got confused. Next one, the accumulated deficit of our company, how can we clear that? It's more than 300 million baht. What's the policy or solution right now that cause us to still have the deficit? And, what's the tax for this accumulated deficit that we can still use the Tax Chill?

Mr. Prateep Anantachote

Accumulated deficit is about 90 million baht.

Mr. Sangiem Siriphanichsutha

Now, the accumulated deficit is about 293 million baht.

Mr. Thitisak Sakulkroo

Please allow me. To solve the accumulated deficit, normally, what we do are; 1. Generate profit, 2. Reduce cost, which I believe that we will note be far from those two because we are in the public company system. It's just that we make profit quickly and we don't have any other investments. We will reduce the case to the actual condition. And, after that we will be able to pay dividend. If assuming that we must invest more, then there are 2 ways, i.e. keep it first and invest more, or 2. Increase capital as RO as PP to reinvest in many parts that occur in this company. It comes from mistake in the investment. This we admit. Investment requires a reserve of 140-150 million baht. It's considered to be a lot. That's why it actually affected the existing business, our arcade machines. It just started to have



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deficit last year. But, the popularity is no longer there. The change for it to be like the old business is difficult because the world changes quickly, and now it's all online. The market shrank so quickly. The only thin that's left is entertainment venue that is still usable. When one machine is bought, it's used for a long time. That's the cause of this issue. So, we must delete this business. We try to look at something that is possible. The last time, the extraordinary meeting of shareholders had explained a little bit that it happened rather quickly. But, we will not return to become the giant in town. The first project that was gone was The Impress. And, there was a bit of mistake because we made homes that are too luxurious for Nakhonpathom, which costs about 6-7 million baht each. The result was quite severe. And, the board had carefully considered that if the homes were to be completed and no one lives in them, we would be even more tired. So, we talked to shareholders and then we delete the project in order for the company to move in the appropriate and feasible direction.

Mr. Sangiem Siriphanichsutha

And, another part for your consideration.

1. Share premium of 292 million baht The Impress project was sold at 144 million baht, which is lower than the evaluated price. Do we have any profit?

Mr. Thitisak Sakulkroo

No profit. But, the damage was not severe. We tried to find person who has an interest in the project. We proposed to prospective buyers. Some of them went to see the project. Some did not. They offered quite low price. So, we had to decide to sell it at the best price. Like what the chairman and the managing director have already reported. I believe that for Taksila project, we have more than 200 unofficial booking out of 300 rooms. Now, we must speed up the project to complete the construction and transfer the room. While we are meeting here, we should be receiving the deposits. Post Finance will be



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approved soon. It is expected that we will have the Grand Opening next month. And, on that day, we will have the real booking. Because we still don't have real opening. It's only presale. And, we got total sales of 200 out of 300, which were considered to be a good response. If we close all, I believe it should be quick because old building is renovated, making the condition livable. Next time, we will show the pictures to shareholders because from what we see, it looks livable. If only one person lives in it, it's ok because it is a small room.

Meeting's Resolution: The meeting had a resolution to suspend dividend payment to the company's shareholders as proposed with the following votes;

Approved 212,417,862 votes 99.99% Abstained 1,000 votes 0.01%

Agenda 5: To approve the election of director to replace director who resigns according to the term at 2014 General Meeting of Shareholders, and the appointment of a new director replacing the resigned director

The chairman announced at the meeting that according to the Articles of Association, it is stated that at every Annual General Meeting of Shareholders one third or the nearest number to one third of directors must resign according to their term, which this year, two (2) directors must resign, i.e. **Mr. Sakda Artong Walliphakorn, and Pol.Lt.Gen. Chalorsak Asa.** In this agenda, in order to ensure transparent voting, both directors who are in the resigning director list, who have interest in this agenda, were asked to leave the meeting temporarily until the voting count is completed. The board of directors, which does not include interested directors had considered qualification as well as performance of both directors, and had an opinion that both directors were fully qualified, knowledgeable, and competent according to the law, and had to prohibited characteristics, should be reelected as directors for another term. Board of directors had considered, and therefore, requested shareholders' meeting to elect the directors who had been considered in terms of suitability for the best interest of the company's operation, which it was proposed that



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both resigning directors were to resume director position for another term. Detail of background and achievement of both persons appear in the attachment 5.

Voting was done individually. And, the chairman asked the meeting to elect two directors to replace the resigning directors according to the list of names above, which voting would be done individually in the following order;

1st Mr. Sakda Artong Walliphakorn,

2nd Pol.Lt.Gen. Chalorsak Asa

The company's secretary announced at the meeting that, in this agenda, staffs will collect the ballots from you, either approved, not approved, or abstained. Therefore, shareholders and proxies, who have the proxy to vote in the meeting, shall pass the ballots to the staffs. As voting count division is counting the vote, for efficient time management, the chairman shall proceed with the election of the next director first. Once the result of the voting count is known, it would be announced at the meeting.

The chairman announced at the meeting asking if any shareholder had any question or comment otherwise. And, due to voting count division is counting the vote, for efficient time management, the chairman shall proceed with the election of the next director first. Once the result of the voting count is known, it would be announced at the meeting.

Meeting's Resolution: The meeting had a resolution to elect new directors replacing the resigning directors according to the list of names above as the company's directors by voting individually according to the following order;

1. Mr. Sakda Artong Walliphakorn,

Approved	212,417,862	votes	99.99%
Not Approved	-		-
Abstained	1,000	votes	0.01%

2. Pol.Lt.Gen. Chalorsak Asa

Approved	212,417,862	votes	99.99%
Not Approved	-		-
Abstained	1,000	votes	0.01%



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Agenda 6: To determine director's remuneration for 2014

This year, board of directors determined director's remuneration by reflecting on duty and responsibility of director, which director's remuneration was determined to be maximum of 3,000,000 baht per year, excluding remuneration and welfare that director receives as the company staff or employee. Detail of which appears in form 56-1 and meeting invitation.

Mr. Sangiem Siriphanichsutha

Mr. Chairman. I'd like to ask one question. Last year, you weren't here yet. I don't see many directors anymore because, at the last meeting, there were 3. This year, it all changed. Please give me chronological order of how that happened. How did the directors format become to its current form?

Chairman

Actually, last year, we have to admit that we were establishing until this year. And, we had verified that it is suitable for the operation of ACD, and had considered many of them were knowledgeable and competent to operate and manage affairs within the company. We considered that we solved the problem, and we thought that we would continue to move forward.

Mr. Thitisak Sakulkroo

Please allow me to explain. Originally, there were 5 directors; 2 executive directors, and 3 independent directors. Now, there are 7 directors, i.e. 2 more directors were added. Many faces had been changed because, previously, some resigned. Some of the directors were not familiar with this field of work, who also resigned. Therefore, the company recruited and selected adequately qualified directors, who have knowledge and competency to help with our business. Originally, last year, at the extraordinary meeting, you saw 3 directors, actually, there were 5. It was just that 2 directors had a business to attend and could not attend the meeting. Now, actually, there are only 7 directors. I am only the company's advisor.

Mr. Sangiem Siriphanichsutha

The old board, which belonged to Mida-Medalist Entertainment Public Company Limited, does not exist any longer, does it?



บริษัท เอเชีย คอร์ปอเรท คีเวลลอปเมนท์ จำกัด (มหาชน)

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Mr. Thitisak Sakulkroo : Now, it does not exist because directors of the Mida Group had

already resigned. The Chairman, Chawallaluck, was the last to

recently resign.

Mr. Sangiem Siriphanichsutha : If I understand correctly, this set of directors is a new set, and

focuses on real estate and event, is that correct?

Mr. Thitisak Sakulkroo : Yes. That's correct.

Mr. Sangiem Siriphanichsutha : Just now, I looked at the document and saw that there is another

subsidiary that works with light and sound, isn't it?

Mr. Thitisak Sakulkroo : Originally, such company had been a subsidiary for a long time.

They are having some problem. We looked at it and it has no

future. So, we will do something about it.

Mr. Sangiem Siriphanichsutha : Quit the business?

Mr. Thitisak Sakulkroo : Yes.

Mr. Sangiem Siriphanichsutha : So, we have only one subsidiary, i.e. Boost Plus Co., Ltd.?

Mr. Thitisak Sakulkroo : Yes.

Mr. Sangiem Siriphanichsutha : The only focus of the company is all in real estate.

Mr. Thitisak Sakulkroo : Yes

Mr. Sangiem Siriphanichsutha : Thank you.

Mr. Thitisak Sakulkroo : I just want to say that we will take the best path, but in the same

direction. I am not insisting on real estate forever.

Mr. Sangiem Siriphanichsutha : As we had done gaming before, it is possible that we might do

some online games like Asia Soft. If we assume that we are able to deal with the Korean, it would be good because they are

already the owner of online games. Will there be any connection

in this field?

Mr. Thitisak Sakulkroo : For gaming, it's Pure IT. I just want to say that because it has to

come from pure IT. If we are not really in this field, one word,

"tiring". And, there are already a lot of this business in the

market. So, now it is still not our expertise.



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Mr. Sangiem Siriphanichsutha : Mr. Chairman. May I ask a question? The chairman of directors

has a monthly salary in terms of administration, is that correct?

Chairman : Yes.

Meeting's Resolution: The meeting had a resolution to approve director's remuneration for 2014

as proposed with the following votes;

Approved 212,417,862 votes 99.99%

Abstained 1,000 votes 0.01%

Agenda 7: To approve the appointment of auditor and determine annual audit fee

The chairman announced at the meeting that according to the Public Limited Companies Act, B.E. 2535, section 120, which states that the Annual General Meeting of Shareholders shall appoint auditor and determine audit fee for the company's account every year. The appointment of auditor, existing auditor may be appointed. However, SEC's Notification No.(Wor) 43/2548 Re: Auditor Rotation, which determines that listed company shall arrange auditor rotation (who certifies financial statement) every 5 fiscal years, which may rotate to use other auditor in the same auditing firm, which the board of directors had a resolution to approve the rotation or change of auditor in order to comply with such notification.

According to such rule, it is proposed that the meeting approve the appointment of auditor from Grand Thorton Co., Ltd. (changed 1 and added 1) as the auditor of the company and subsidiary for the 2014 fiscal year, and determine remuneration for the company's auditor of 1,284,000 baht (ONE MILLION TWO HUNDRED AND EIGHTY FOUR THOUSAND BAHT ONLY) according to the following list of names;

1. Mr.Somkit Tiatrakul	Certified Public Account No. 2785
2. Mrs.Sumalee Chokdeeanun	Certified Public Account No. 3322
3. Mr.Teerasak Chuasrisakul	Certified Public Account No. 6624
4. Ms.Sunsanee Poolsawat	Certified Public Account No. 6977

Auditing fee increased consistently with the expansion of the company's business, which the auditor must use more time in the audit to cover the review of the annual report (form Page 18 of 20



405 ถ.บอนค์สตรีท ต.บางพูด อ.ปากเกร็ด จ.นนทบุรี 11120 โทร: 0-2504-5234-42 แฟกซ์: 0-2504-5245

405 Bondstreet Rd., Bang Phut , Pakkret Nonthaburi 11120 Tel: 0-2504-5234-42 Fax: 0-2504-5245

56-1), as well as increased expense. It was proposed that the shareholders' meeting to authorize board of directors to approve Grand Thorton Co., Ltd., if it is required to find other certified public accountant instead in case such certified public accountant is not available, as well as authorize board of directors to approve financial auditing fee, and joint venture that may occur during the year.

Auditing fee for 2014

	2014	2013	Increase
Items	(Year	(Year	(Percentage)
	proposed)	proposed)	
Annual financial auditing fee	740,000	610,000	21.31%
Annual financial statement Consol. Fee	70,000	60,000	16.67%
Quarterly financial statement auditing	414,000	339,000	22.12%
fee, altogether 3 quarters			
Quarterly financial statement Consol.	60,000	40,000	50%
Fee, altogether 3 quarters			
Total	1,284,000	1,049,000	22.40%

<u>Meeting's Resolution:</u> The meeting had a resolution to approve the appointment of auditor and determine remuneration for 2014 as proposed with the following votes;

Approved 212,417,862 votes 99.99% Abstained 1,000 votes 0.01%

Agenda 8: Other matters (if any)

The chairman announced at the meeting as all agendas had obtained resolutions from shareholders' meeting. The chairman asked if any shareholder had any question. As the meeting had gone through all agendas, and as the representative of board of directors of Asia Corporate Development Public Company Limited, the chairman thanked all shareholders who attended the meeting today. The chairman insisted that board of directors, executives, and all employees had performed their duties to the best



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of their abilities for the prosperity of the company and for the interest of shareholders and stakeholders. The chairman concluded the meeting.

Meeting Adjourned at 11.30 AM.

Sincerely yours,

(Pol.Maj.Gen Sahaschai Indrasukhsri)

Pol Maj Con Scharchai Indrambbini

Chairman of the Board

<u>Document or proof of the shareholders or representatives of shareholders who are entitled to attend the meeting.</u>

1. Individual

- 1.1 Shareholders of Thai nationality
 - (A) Identity of shareholders. (Identity card or government card, or identification state enterprises card.)
 - (B) In the case of proxy, Identification of proxy, and identification card or passport (In case of a foreigner) of the proxy.
- 1.2 Shareholders foreigners.
 - (A) Passport of shareholders.
 - (B) In the case of proxy, Passport of proxy and identification card or passport (In case of a foreigner) of the proxy.

2. Juristic person

- 2.1 Juristic person which registration in Thailand
 - (A) Certificate of Incorporation entitles issued within 3 0 days by the Department of Business Development. Ministry of Commerce
 - (B) Identification card or passport. (In case of a foreigner) of the authority that signed the Proxy with identity card or passport. (In case of a foreigner) of the proxy.
- 2.2 Juristic person which registration abroad.
 - (A) Certificate of Incorporation
 - (B) Identification card or passport. (In case of a foreigner) of the authority that signed the Proxy with identity card or passport. (In case of a foreigner) of the proxy. In case of copies of documents must be certified correct copy of the document and if document prepared in a foreign country, should be notarized by a Notary Public.

Shareholders or their proxies can be registered and submission of documents for inspection at the meeting will start at 9:00 pm. On April 30, 2015 onwards.

Company Regulations in respect of shareholders agenda

Asia Corporate Development Company Limited (Public).

The Shareholders' Agenda

Article 24. The Board must prepare a meeting of shareholders at the annual ordinary meeting within 4 months from the end of the fiscal year account of company to shareholders other than those already mentioned. To call a extraordinary meeting of the Board of Directors, will call extraordinary meeting of shareholders at any time it deems appropriate or the aggregate number of shares not less than 1 in 5 of the total number of issued shares, or shareholders not less than 25 people, which shares amounting to not less than 1 in 10 of the total number of issued shares. To their names for a letter requesting the committee to convene an extraordinary general meeting of shareholders at any time. It must specify the reason for the request to convene promptly in writing of such decision in this case, the commissioner held a meeting of shareholders within one month from the date of receipt of notice from the shareholders.

Article 25. To call for the General Meeting of Shareholders. The Board shall be in writing agenda, specifying the place, date and time of the meeting and the matter will be submitted to the meeting with details as appropriate. By stating that it is proposed to know. For approval or consideration including the opinion of the committee on the matter and distributed to the shareholders and the registrar no later than 7 days before the meeting and advertisements in newspapers such invitation for 3 consecutive days before the meeting, not less than 3 days of the meeting can be in a locality where the headquarters of the company or in other provinces across the Kingdom

Article 26. In a meeting of shareholders. A shareholder may appoint a proxy to attend the meeting and vote in the meeting, letter of power attorney. The proxy form must be dated and signed by the shareholder and must be in the form prescribed by the Registrar. This power of attorney will be submitted to the Chairman or the President designated proxy at the meeting before the meeting.

Article 27. At a meeting of shareholders, must have shareholders and proxies from the shareholders (if have) of not less than 25 people and have shares in the aggregate not less than 1 in 3 of the total number of issued shares or shareholders and proxies from the shareholders of not less than one-half of all shareholders. It shares amounting to not less than 1 in 3 of the total number of issued shares to constitute a quorum. If it appears that a meeting of shareholders at any time. In the event that the first hour ago of the shareholders who attended the meeting as

Attachment 4

defective quorum as defined. If the meeting of shareholders have been called because the shareholders request shall be canceled. If the shareholders meeting is not convened because the shareholders' request. Such to call for new meeting and the notice of meeting sent to shareholders at least 7 days before the meeting, in this meeting is not required quorum of a meeting of shareholders, the President will seat for the meeting for Chairman. If don't have president of the meeting or the chairman is not attend the meeting. If have vice chairman, the vice chairman shall preside. If no vice chairman or he is unable to perform his duties. The meeting was the election of the shareholders who attended the meeting as president.

Article 28. To vote, one share for one vote and resolutions of the ordinary meeting of shareholders shall consist of the following.

(1) In case of normally, a majority vote of the shareholders attend the meeting and voting, if there is an equal voting. The chairman of the meeting shall have an additional vote as a casting vote decision.

In the event that shareholders have a special gain an loss interest in the matter. Shareholders will not be entitled to vote in the election of directors, in addition to voting for election directors.

- (2) In case of the following, to consideration vote not less than 3 of 4 for all voting points of shareholders attend the meeting and have the right to vote
 - (A) Sale or transfer of business company for all or a substantial part, to any other person.
 - (B) To purchase or acquisition of other companies or private companies belong to the company.
 - (C) The amendment or termination of contracts relating to the leasing for all of company business or parts of the assignment to others to manage the company or integration with other persons with the purpose of profit and loss.
 - (D) The amendment or regulations to Memorandum
 - (E) Increase or decrease the capital of the company or issuer.
 - (F) Company merger or dissolution.
 - (G) Any other matters as required by law.

Article 29. The operation at the annual Ordinary Meeting shall include the following:

(1) Consideration approval of the reports submitted to the meeting regarding the results of operations of the Company during the past year.

- (2) To consider and approve the balance sheet and income-loss statement of the financial year ago.
- (3) Considering the profit, dividends and money earmarked as reserve.
- (4) The election of directors to retire by rotation and remuneration.
- (5) To appoint auditors and Remuneration defined
- (6) Other business

Article 30. In case of the Company or its subsidiaries agree to enter into a transaction or items relating to the acquisition or disposition of important assets of the company or its subsidiaries in accordance with the rules and regulations prescribed by the Stock Exchange of Thailand that govern transactions by listed companies or acquisition or disposition of assets of listed companies, as appropriate. The Company's compliance with the rules and procedures for such set out in the recommendations also.

Board of directors

Article 11. The Board of Directors consists of at least 5 members and Board of Directors not less than half of all directors must be resident in the Kingdom. The directors must be qualified by the law defined.

Article 12. At the general meeting of shareholders is appointed directors by the majority under the following rules and procedures as following:

- (1) Each shareholder has one vote for one share one vote.
- (2) The shareholders vote for each director individually.
- (3) The person who receives the most votes in order to be elected as directors equivalent to the number of Directors shall have the casting vote at that meeting. In case of a person who has been elected in descending order of the number of votes equal to the number of positions available or elected at that meeting, the Chairman has the casting vote judge.

Article 13. In every annual general meeting the directors shall retire from 1 in 3 from the position. If the number of directors to be divided into 3 parts are can't. Then the number nearest 1 of 3 directors to retire in the first and second years after the registration of the Company to use a draw lots to determine who will take out the subsequent years, the directors who the longest shall retire from office. Directors who retire by rotation may be selected to serve for a new one.

Article 14. The directors shall have the right to receive compensation from the Company in the form of prize money, pay, bonus, allowances or benefits in other ways. As regulations or

Attachment 4

by the general meeting of shareholders to approve. Which may be defined as an absolute number or the rules and will set forth from time to time, give or take effect until it is changed. In addition, to receive allowances and welfare, according to the Company regulation.

Article 15. In addition to their out of position as agenda, Directors shall retire from position when

- (1) Death
- (2) Resignation
- (3) Being disqualified or prohibited under the law according to a public limited company.
- (4) The meeting of shareholders vote on the issue.
- (5) The court has ordered the release.

The Election of Directors and data directors nominated by the Shareholder proxy

The Company don't have nominating committee. In the selection of persons to be appointed as directors of the Company's Board of Directors. However, directors will consider the experience, knowledge, ability and must meet the criteria of the Companies Act of year B.E.2535 and the announcement of the office of commission of elections and who concerned. Which will be prepared by the general meeting of shareholders will be offered a list of who will be the director and selected according to the company regulation, as the following:

- A shareholder has one vote for one share one vote.
- Shareholders to vote on individual directors by each person
- Persons who receive the most votes in order to be elected as directors equivalent to the number of Directors have or shall have to the casting vote at that meeting. In the case of a person who has been elected in the next number of votes equal exceed the number exist, or should have, to cast the deciding vote at that meeting, the chairman has the casting vote judge.

Independent Director of the Company Proposed to proxy

for shareholders

Name-Surname Mrs. Pawanya Krittachart

Position Independent Director and Chairman of the Audit Committee

Age 67 Years Old

Nationality Thai

Address 339/137 Mooban Grand Canel Don Muang, Sri Kan, Don Muang,

Bangkok 10210

Education B.ACC. – Finance and Banking

Faculty of Commerce and Accountancy Cualalongkron University

Director Training Programs Director Accreditation Program 49/2005

Thai Institute of Directors Association

Listed companies -

Non-Listed Companies - Managing Director, Thanapatr Asset Management Co., Ltd.

-Independent Director, Member of the Audit Committee The Royal

Ceramic Industry Plc.

Experiences

Present - Independent Director and Chairman of the Audit Committee
Asia Corporate Development PCL.,

- Managing Director, Thanapatr Asset Management Co.,Ltd.

2006-Present - Independent Director, Member of the Audit Committee The Royal

Ceramic Industry Plc.

2009 – 2013 Executive Director, Lynn Philips Asset Management Co.,Ltd.
 2006 – 2008 Advisor – TL Management Co.,Ltd., Thai Life Insurance Group
 2000 – 2006 Managing Director, Thai Keha Credit Foncier Co.,Ltd.
 1997 – 2000 Advisor – TL Management Co.,Ltd., Thai Life Insurance Group.
 1994 – 1997 Managing Director, Thaimex Finance & Security Co.,Ltd.
 1985 – 1994 Assistance to Managing Director, Thaimex Finance & Securities Co.,Ltd.

1974 – 1985 Loan Manager – Commercial Loan Accounts, The Book Club Finance

& Securities Co.,Ltd.

1971

Accounting Staff, Budget Office of Thai Farmers Bank Head Office Silom Road, BKK

Stakeholders on the agenda

Agenda 6 To consider and approve the appointment of directors who were retired by rotation and the appointment of the two new directors;

Agenda 7 To consider and approve the fixing of the directors' remuneration in 2015;

The number of shares and shareholding in the company None

Stakeholders, both direct and indirect, in any transaction None

The company or its subsidiaries

Positions in Competing Business / related to the Company's business

None

Independent Director of the Company Proposed to proxy

for shareholders

Name-Surname Mr. Virat Jansirivatana

Position Independent Director and Audit Committee

Age 62 Years Old

Nationality Thai

Address No. 698/8 Nakornchaisri Road, Nakornchaisri, Dusit, Bangkok,

Zip Code 10300

Education Bachelor of Engineering (Electrical Engineering) Chulalonglorn

University

Director Training Programs

Listed companies -

Non-Listed Companies -

Experiences

2012 – 2014 Deputy Governor (Strategy and Organization Development)

2011 – 2012 Deputy Governor (Information and Communication Technology)

2009 – 2011 Assistant Governor (Distribution System Management)

2007 – 2009 Director of Fleet Management Department, the MEA

2005 – 2007 Assistant Director of Computer and Communication System

Operation Department, Computer and Communication System
Operation Department

1999 – 2005 Director of Communication System Division, Power System

Maintenance Department

Stakeholders on the agenda Agenda 6 To consider and approve the appointment of directors

who were retired by rotation and the appointment of

the two new directors;

Agenda 7 To consider and approve the fixing of the directors'

remuneration in 2015;

The number of shares and shareholding in the company

None

Stakeholders, both direct and indirect, in any transaction

None
the company or its subsidiaries

Positions in Competing Business / related to the Company's business

None

Agenda 6 To consider and approve the appointment of directors who were retired by rotation and the appointment of the two new directors;

The name and profile's directors offer to the shareholders appointed to again.

Name-Surname Pol.Maj.Gen Sahaschai Indrasukhsri

Position Chairman of the Board

66 Years Old Age

Nationality Thai

Education Bachelor of Laws, Sripathum University College

Bachelor of Economics, FRANKLIN PIERCE COLLEGE, NEW HAMSHIRE, USA

Director Training Programs Director Accreditation Program (DAP), Class 34/2004

From Thai Institute of Directors Thailand.

Years on the Board 1 year 8 month

Experiences

2014 – Present Chairman of the Board

Asia Corporate Development Public Company Limited

2014 - Present Member of Nomination and Remuneration Committee

Kang Yong Electric Public Company Limited

2012 – Mar, 2014 **Product Pricing Committee**

Kang Yong Electric Public Company Limited

2005 –Present Audit Committee and Independent Committee

Permsin Steel Works Public Company Limited

The Board of Directors 18/19 Meeting attendance in 2014

The number of shares and shareholding in the company None

Stakeholders, both direct and indirect, in any transaction the company or its subsidiaries None

Positions in Competing Business / related to the Company's business None

Agenda 6 To consider and approve the appointment of directors who were retired by rotation and the appointment of the two new directors;

The name and profile's directors offer to the shareholders appointed to again.

Name-Surname Mr.Prateep Anantachote

Position Directors / Vice Chairman

Age 59 Years Old

Nationality Thai

Education Bachelor's Degree in Accounting, Assumption University.

Director Training Programs

Years on the Board 1 year 2 month

Experiences

2014 – Present Vice Chairman

Asia Corporate Development Public Company Limited

Director, Booth Plus Company Limited

Director, Medalist Vision Company Limited

2007 – 31st Mar, 2014 Manager Srinakarin Branch – Thepharak

Bank of Ayudhya Public Company Limited.

Meeting attendance in 2014 The Board of Directors 17/19

The number of shares and shareholding in the company None

Stakeholders, both direct and indirect, in any transaction the company or its subsidiaries None

Positions in Competing Business / related to the Company's business None

Agenda 6 To consider and approve the appointment of directors who were retired by rotation and the appointment of the two new directors;

Brief Background

Name - Surname Mr.Ooi Boon Aun

Age 57 Years Old

Nationality Singapore

Address 20 Cecil Street, Equity plaza, Unite 19-01, 049705 Singapore

Education B.A. Business Administration, National University of Singapore

Director Training Programs

Listed companies Non-executive Director, Property Perfect Public Company Limited

Non-Listed Companies Managing Director, QIAN Investment Holding Private Limited

Managing Director, East Alliance Assets Limited

Experiences

2010 – Present Managing Director, QIAN Investment Holding Private Limited
 2007 – Present Managing Director, East Alliance Assets Limited

2004 – 2006 Managing Director, Depfa Investment Bank Ltd, Hong Kong 1996 – 2006 Honorary, Republic of Cyprus in Special Administrative Regions,

Hong Kong, China

2003 – 2004 Head of North Asian Origination, Standard Bank Asia Ltd

1998 – 2003 Group Vice Chairman and President, TCC (Thai Beverage Group and

Companies)

The number of shares and shareholding in the company None

Stakeholders, both direct and indirect, in any transaction the company or its subsidiaries None

Positions in Competing Business / related to the Company's business None

Agenda 6 To consider and approve the appointment of directors who were retired by rotation and the appointment of the two new directors;

Brief Background

Name – Surname Mr. Apichart Sivamoke

Age 55 Years Old

Nationality Thai

Address Soi Ramkamhang 12, Hua Mark, Bangkapi, Bangkok 10240

Education Mini MBA Class 14th Kasetsart University.

University of California, Berkeley International Business Development Program

University of the Thai Chamber of Commerce, Bachelor Degree in Economics

Director Training Programs

Listed companies

Non-Listed Companies Managing Director, Speedway Transport Company Limited

Managing Director, Speedway Transport Company Limited

Managing Director, Grate Greenway Company Limited

Managing Director, Nganlamiad Kanbunteng Company Limited

Experiences

1988 – Present Managing Director, Speedway Transport Company Limited

Managing Director, Speedway Transport Company Limited

Managing Director, Grate Greenway Company Limited

Managing Director, Nganlamiad Bunteng Company Limited

2012 President of Developer Relations Program, Executive level

Directorate of Civil Affairs

2008 Independent Director and Audit Committee, Sunwood PCL.,

2005 Subcommittee The economic development, technology and trade.

The Secretariat of the House of Representatives

1986 Assistant Vice President, Jutha Maritime PCL.,

1984 Charterer Department, UMC International Co.,Ltd.

1982 Overseas Department, Siam City Bank Public Company Limited (SCIB)

The number of shares and shareholding in the company None

Stakeholders, both direct and indirect, in any transaction the company or its subsidiaries None

Positions in Competing Business / related to the Company's business None

20บาท **Duty Stamp**

แบบหนังสือมอบฉันทะ แบบ ก.

Proxy Form A

20 Baht	(ถเภ.	บทั่วไปซึ่งเ	ป็นแบบที่ง่ายไม่ซ้า	บซ้อน)		
			เขียนที่.			
				Written A	t	
				วันที่	เคือน	พ.ศ
				Date	Month	Year
1. ข้าพเจ้า		สัญชาติ	ที่ย	วยู่บ้านเลขที่	ถนน	
I/We		National	ity	Address	Road	
ตำบล/แขวง	อำเภอ/เขต		จังหวั	์ ค	รหัสไปร	ษณีย์
Sub-District	District		Province	ce	Zip Coo	le
2. เป็นผู้ถือหุ้นของ บริษัท แ	อเชีย คอร์ปอเรท ดีเวลลอ	ปเมนท์ จำกัด	า (มหาชน)			
Being a shareholder of Asia	a Corporate Developme	nt Public Co	ompany Limited			
โดยถือหุ้นจำนวนทั้งสิ้นรวม	V	หุ้น	และออกเสียงลงคะ	แนนได้เท่ากับ.		เสียง คังนี้
Holding the total amounting	g of	shares	and the voting right	equals to votes	s as follows:	
หุ้นสามัญ	หุ้น		ออกเสียงลงคะแนน	แสียง ได้เท่ากับ	J	เสียง
Ordinary share	shares		equal to voting righ	nt		votes
3. ขอมอบฉันทะให้						
Hereby appoint						
(1)		อายุ	ปี อยู่บ้านเลขที่		ถนน	
		Age	Address		Road	
ตำบล/แขวง	อำเภอ/เขต		จังหวัด		รหัสไปรษณีย์	์หรือ
Sub-District	District		Province		Zip Code	: or,
(2)		อายุ	ปี อยู่บ้านเลขที่		ถนน	
		Age	Address		Road	
ตำบล/แขวง	อำเภอ/เขต		จังหวัด		รหัสไปรษณีย์	ว์หรือ
Sub-District	District		Province		Zip Code	; or,
(3) 🔲 มอบฉันทะให้กร	รรมการอิสระและประธา	นกรรมการตร	รวจสอบ นางภวัญญา	กฤตชาติ อายุ 6	7 ปี	
Assign a proxy t	to the Independent Direct	or and Chair	man of the Audit Con	nmittee, Mrs.Pa	wanya Krittachart.	Age 67 years.
อยู่บ้านเลขที่ 33	9/137 หมู่บ้านแกรนคาแน	เลคอนเมือง	แขวงสีกัน เขตคอนเม็	มือง จังหวัดกรุ	งเทพมหานคร รหัสไ	ปรษณีย์ 10210
Address at No. 3	339/137 Mooban Grand C	Canel Don M	uang, Srikan, Don Mu	aang, Bangkok	Zip Code 10210,	
(4) 🔲 มอบฉันทะให้กร	รรมการอิสระและกรรมก	ารตรวจสอบ	นายวิรัต จันทร์ศิริวัฒ	เนา อายุ 62 ปี		
Assign a proxy t	to the Independent Direct	or and Mem	ber of the Audit Com	nittee, Mr.Vira	t Jansirivattana. Ag	ge 62 years
อยู่บ้านเลขที่ 69	8/8 ถนนนครใชยศรี แขว	เงถนนนครไ	ชยศรี เขตคุสิต กรุงเท	พมหานคร รหั	สไปรษณีย์ 10300	
Address at No. 6	598/8 Nakornchaisri Road	i, Nakorncha	isri, Dusit, Bangkok,	Zip Code 1030	0	
คุมหา่ึงคาเใดเพีย	ยงคนเดียวเป็นผู้แทนของจ์	า เ้าพเจ้าเพื่อเข้า	าร่าวบุไระชุบ และออกต์	สียงกงคะแบบแ	ทบข้าพเจ้าในการปร	ะหบวิสาบักเผ้ก็อห้าเ
2 d	ad d		١١٥ - ١٥ - ١٥ - ١٥ - ١٥ - ١٥ - ١٥ - ١٥	in 18		- 4~ !~ !!!!!! !! !!

ครั้งที่ 1/2558 ในวันพฤหัสบดีที่ 30 เมษายน 2558 เริ่มประชุมเวลา 10.00 น. ณ ห้องแซฟไฟร์ 202 อาคารอิมแพ็ค ฟอรั่ม เมืองทองธานี เลขที่ 99 ถนนป๊อปปูล่า ตำบลบ้านใหม่ อำเภอปากเกร็ค จังหวัดนนทบุรี 11120 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Anyone of the above as my/our proxy holder to attend and vote at Extraordinary General Meeting of Shareholders 1/2015 to be held on 30 April 2015 at 10:00 AM. At .Suppife 202 Impact forum building muangthongthani, no. 99 Popular Road, Banmai Subdistrict, Pakkred District, Nonthaburi 11120, or on the date and at the place as may be postponed or changed.

กิจการใดที่ผู้รับมอบฉันทะกระทำไปในการประชุมนั้น ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ I/We shall be fully liable for any action taken by the proxy holder at the meeting.

ถงชื่อ	ผู้มอบฉันทะ
Signature	Proxy Grantor
()
ลงชื่อ	ผู้รับมอบฉันทะ
Signature	Proxy Holder
()
ลงชื่อ	ผู้รับมอบฉันทะ
Signature	Proxy Holder
()
ลงชื่อ	ผู้รับมอบฉันทะ
Signature	Proxy Holder
()

หมายเหตุ ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนนไม่สามารถ แบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

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

20 บาท

Duty Stamp

20 บาท

แบบหนังสือมอบฉันทะ แบบ ข.

Proxy Form B

(แบบที่กำหนดรายการต่าง ๆ ที่จะมอบฉันทะที่ละเอียดชัดเจนตายตัว)

(Proxy Form containing specific details)

Date	.เดือนพ.ศ Month Year ที่ถนน
Date	Month Year
อยู่บ้านเถข	ที่ ถนน
Address	Road
จังหวัด	รหัสไปรษณีย์รหัสไปรษณีย์
Province	Zip Code
หาชน)	
oany Limited	
ละออกเสียงลงคะแนนได้เท่	ากับเสียง คังนี้
nd the voting right equals to	votes as follows:
เสียง ได้เท่ากับ	เสียง
gright	votes
l อยู่บ้านเลขที่	ถนน
Address	Road
จังหวัด	รหัสไปรษณีย์หรือ
Province	Zip Code ; or,
อยู่บ้านเลขที่	ถนน
Address	Road
ข้งหวัด	รหัสไปรษณีย์หรือ
Province	Zip Code ; or,
of the Audit Committee, M องสีกัน เขตคอนเมือง จังหว่	rs.Pawanya Krittachart. Age 67 years. ดักรุงเทพมหานคร รหัสไปรษณีย์ 10210 kok ,Zip Code 10210
	Province หาชน) vany Limited aะออกเสียงลงคะแนนได้เท่ nd the voting right equals to เสียง ได้เท่ากับ

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าร่วมประชุม และออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ครั้งที่ 1/2558 ในวันพฤหัสบดีที่ 30 เมษายน 2558 เริ่มประชุมเวลา 10.00 น. ณ ห้องแซฟไฟร์ 202 อาคารอิมแพ็ค ฟอรั่ม เมืองทองธานี เลขที่ 99 ถนนป๊อปปูล่า ตำบลบ้านใหม่ อำเภอปากเกร็ด จังหวัดนนทบุรี 11120 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Anyone of the above as my/our proxy holder to attend and vote at Extraordinary General Meeting of Shareholders 1/2015 to be held on 3 0 April 2015 at 10:00 AM. At .Suppife 202 Impact forum building muangthongthani, no. 99 Popular Road, Banmai Subdistrict, Pakkred District, Nonthaburi 11120, or on the date and at the place as may be postponed or changed.

4. ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

I/We therefore would like to vote for each agenda item as follows: วาระที่ 1 เรื่อง พิจารณารับรองรายงานการประชมสามัณผู้ถือหุ้นประจำปี 2557 เมื่อวันที่ 25 เมษายน 2557 Agenda 1 - To approve the minutes of Minutes of 2014 Annual General Meeting of Shareholders held on Friday April 25, 2014 🔲 (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร (a) The proxy holder shall vote independently as to his/her consideration. 🔲 (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้ (b) The proxy holder shall vote according to the shareholder's requirement as follows. 🔲 ไม่เห็นด้วย งดออกเสียง Approve Disapprove วาระที่ 2 เรื่อง พิจารณารับทราบผลการดำเนินงานของบริษัทประจำปี 2557 Agenda 2 – To consider and approve report of the company's performance for 2014 🔲 (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร (a) The proxy holder shall vote independently as to his/her consideration. 🔲 (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้ (b) The proxy holder shall vote according to the shareholder's requirement as follows. ไม่เห็นด้วย เห็นด้วย 📗 งคออกเสียง Approve Disapprove Abstain 🔲 วาระที่ 3 เรื่อง พิจารณาอนุมัติงบการเงินและงบการเงินรวมของบริษัทประจำปี สิ้นสุด ณ วันที่ 31 ธันวาคม 2557 Agenda 3 - To consider and approve the Company's Financial Statement and Consolidated Financial Statement for the ending December 31, 2014 🔲 (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร (a) The proxy holder shall vote independently as to his/her consideration. 🔲 (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า คังนี้ (b) The proxy holder shall vote according to the shareholder's requirement as follows. ไม่เห็นด้วย 🔲 งคออกเสียง Approve Disapprove Abstain วาระที่ 4 เรื่อง พิจารณาอนุมัติการจัดสรรกำไรและงดจ่ายเงินปั้นผลสำหรับผลการดำเนินงานประจำปี 2557 Agenda 4 - To consider and approve profit allocation and dividend and dividend paymentsuspension for 2014 performance (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร (a) The proxy holder shall vote independently as to his/her consideration. 🔲 (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า คังนี้

(b) The proxy holder shall vote according to the shareholder's requirement as follows.

งคออกเสียง

Abstain

ไม่เห็นด้วย

Disapprove

เห็นด้วย

Approve

🗌 วาระที่ 5	เรื่อง พิจ	ารณาอนุมัติแต่งตั้	งผู้สอบ [.]	บัญชีของบริษัทและ	ะบริษัทย่อ	ยสำหรับรอบบัถุ	หีปี 2558	
Agenda :	5 – To consi	ider and approve	the ap	pointment of the a	auditor of	the Company a	and its subsidiaries, and fixing of audit fee t	or
	the year	2015;						
	(ก) ให้ผู้รับม	มอบฉันทะมีสิทธิเ	พิจารณา	และลงมติแทนข้าท	งเจ้าได้ทุก:	ประการตามที่เห็	นสมควร	
Ш	(a) The proxy holder shall vote independently as to his/her consideration.							
	(ข) ให้ผู้รับม	มอบฉันทะออกเสี	บงลงคะ	ะแนนตามความประ	สงค์ของข้	าพเจ้า ดังนี้		
Ш				rding to the shareho			ows.	
		เห็นด้วย		ไม่เห็นด้วย		งคออกเสียง		
		Approve		Disapprove		Abstain		
วาระที่	6 เรื่องพิจ 2 ตำแหน่		ตั้งกรร	มการแทนกรรมกา	รซึ่งลาออ	กจากตำแหน่งต	ามวาระ และแต่งตั้งกรรมการเข้าใหม่อีกจำน	าน
Agenda	a 6 – To co	nsider and appro	ve the	appointment of d	irectors w	ho were retired	l by rotation and the appointment of the to	v o
	new d	lirectors;						
	(ก) ให้ผู้รับเ	มอบฉันทะมีสิทธิเ	พิจารณา	และลงมติแทนข้าท	งเจ้าได้ทุก:	ประการตามที่เห็ ^ร	นสมควร	
Ш	•			pendently as to his/	•			
	(ขา) ให้ผู้รับบ	แดบจับทะดอกเสี	เงกงคะ	ะแนนตามความประ	:สงค์ของข้	าพเจ้า ดังบี้		
	•			rding to the shareho			ows.	
		้ เห็นด้วย		ไม่เห็นด้วย		งคออกเสียง		
	A	Approve		Disapprove	A	Abstain		
🗌 วาระที่	7 เรื่องพิจ	จารณาอนุมัติกำหา	มดค่าตะ	อบแทนกรรมการป [ู]	ระจำปี 25:	58		
Agenda	a 7 – To co	nsider and appro	ve the	fixing of the direc	tors' rem	uneration in 201	15;	
	(ก) ให้ผู้รับม	มอบฉันทะมีสิทธิเ	พิจารณา	และลงมติแทนข้าท	งเจ้าได้ทุก:	ประการตามที่เห็	นสมควร	
_	(a) The prox	xy holder shall vo	te inder	pendently as to his/	her consid	eration.		
	(ข) ให้ผู้รับม	มอบฉันทะออกเสี	บงลงคะ	ะแนนตามความประ	สงค์ของข้	าพเจ้า ดังนี้		
_	(b) The pro	xy holder shall vo	te acco	rding to the shareho	older's req	uirement as follo	ows.	
		เห็นด้วย] ไม่เห็นด้วย		🗌 งคออกเสียง		
		Approve		Disapprove		Abstain		
🗌 วาระที่	8 เรื่องพื	จารณาอนุมัติการเ	าดทุนจ	ดทะเบียนของบริษั	ท์ โดยการ	ตัดหุ้นจดทะเบีย	นที่ยังมิได้นำออกจำหน่าย รวมทั้งแก้ไขเพิ่มแ	กิม
	หนังสือ	บริคณห์สนธิข้อ	เของบ์	ริษัท เพื่อให้สอดค	ล้องกับการ	เลดทุนจดทะเบีย	นของบริษัท	
Agend	a 8 – To con	isider and appro	ve the d	lecrease in the Co	mpany's r	egistered capita	al by cancelling the unissued shares, as well	as
	the am	endment to Clau	se 4 of	the Company's M	emorandı	ım of Associatio	on to be in line with the capital decrease;	
	(ก) ให้ผู้รับม	มอบฉันทะมีสิทธิเ	พิจารณา	และลงมติแทนข้าท	งเจ้าได้ทุก:	ประการตามที่เห็	นสมควร	
	(a) The prox	xy holder shall vo	te inder	pendently as to his/	her consid	eration.		
	(ข) ให้ผู้รับม	มอบฉันทะออกเสี	บงลงคะ	แนนตามความประ	สงค์ของข้	าพเจ้า คังนี้		
		xy holder shall vo เห็นด้วย	te accor	rding to the shareho ไม่เห็นด้วย	older's req	uirement as follo งคออกเสียง		
		Approve		Disapprove		Abstain		

] วาระที่ 🤌 เรื่อง พิจารณาอนุมัติการเพิ่มทุนจดทะเบียนของ รวมทั้งแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิ ข้อ 4 ของบริษัท เพื่อให้สอดคล้องกับกา
เพิ่มทุนจดทะเบียนของบริษัท
Agenda 9 – To consider and approve the increase in the Company's registered capital, as well as the amendment to Clause 4 of the
Company's Memorandum of Association to be in line with the capital increase;
🔲 (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมดิแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The proxy holder shall vote independently as to his/her consideration.
🔲 (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The proxy holder shall vote according to the shareholder's requirement as follows.
🔲 เห็นด้วย 🔲 ไม่เห็นด้วย 🔲 งคออกเสียง
Approve Disapprove Abstain
วาระที่ 10 เรื่อง พิจารณาอนุมัติการจัดสรรหุ้นสามัญเพิ่มทุนของบริษัท
Agenda 10 – To consider and approve the allocation of the newly issued ordinary shares of the Company;
(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The proxy holder shall vote independently as to his/her consideration.
(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The proxy holder shall vote according to the shareholder's requirement as follows.
🗌 เห็นด้วย 🔲 ไม่เห็นด้วย 🔲 งดออกเสียง
Approve Disapprove Abstain
วาระที่ 11 เรื่อง พิจารณาอนุมัติการออกใบสำคัญแสดงสิทธิจะซื้อหุ้นสามัญของบริษัท รุ่นที่ 4
Agenda 11 – To consider and approve the issuance of the Warrants to Purchase Ordinary Shares of the Company No.4
(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The proxy holder shall vote independently as to his/her consideration.
(บ) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The proxy holder shall vote according to the shareholder's requirement as follows. เห็นด้วย โม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain
] วาระที่ 12 เรื่อง พิจารณาเรื่องอื่น ๆ (ถ้ามี)
Agenda 12 - To consider other matters (if any)
(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The proxy holder shall vote independently as to his/her consideration.
🔲 (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The proxy holder shall vote according to the shareholder's requirement as follows.
🗌 เห็นด้วย 🔲 ไม่เห็นด้วย 🔲 งคออกเสียง
Approve Disapprove Abstain

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใคที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียง นั้นไม่ถูกต้อง และไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

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

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ที่ประชุมมี การพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้นรวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใดให้ ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In case I have not declared a voting intention in an agenda or my determination is not clear or in case the meeting considers or passes resolutions in any matters apart from those agendum specified above, including the case that there is any amendment or addition of any fact, the proxy holder shall have the right to consider and vote as to his/her consideration

ลงชื่อ	ผู้มอบฉันทะ
Signature	Proxy Grantor
()
ลงชื่อ	ผู้รับมอบฉันทะ
Signature	Proxy Holder
()
ลงชื่อ	ผู้รับมอบฉันทะ
Signature	Proxy Holder
()
ลงชื่อ	ผู้รับมอบฉันทะ
Signature	Proxy Holder
(,

หมายเหตุ

Remarks

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าร่วมประชุมและออกเสียงลงคะแนน ไม่สามารถ แบ่งแยกจำนวนหุ้นให้ ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

A shareholder shall appoint only one proxy holder to attend and vote at the Meeting. A shareholder may not split shares and appoint more than one proxy holder in order to split votes.

2. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล

In agenda regarding the appointment of new directors, the ballot can be either for all the nominated candidates as a whole or for an individual nominee.

3. ในกรณีที่มีวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้รับมอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อ แบบหนังสือมอบฉันทะ แบบ ข. ตามแนบ

In case there is any further agenda apart from specified above brought into consideration in the Meeting, the proxy holder may use the Attachment to Proxy For

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข.

Attachment to Proxy Form B

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของ บริษัท เอเชีย คอร์ปอเรท ดีเวลลอปเมนท์ จำกัด (มหาชน)

The Proxy of the shareholder of Asia Corporate Development Public Company Limited

การประชุมสามัญผู้ถือหุ้น ครั้งที่ 1/2558 ในวันพฤหัสบดีที่ 30 เมษายน 2558 เริ่มประชุมเวลา 10.00 น. ณ ห้องแซฟไฟร์ 202 อาคารอิมแพ็ค ฟอรั่ม เมืองทองธานี เลขที่ 99 ถนนป๊อปปูล่า ตำบลบ้านใหม่ อำเภอปากเกร็ค จังหวัคนนทบุรี 11120 หรือที่จะพึงเลื่อนไปในวัน เวลา และ สถานที่อื่นด้วย

Annual General Meeting of Shareholders 1/2015 to be held on 30 April 2015 at 10:00 AM. At .Suppife 202 Impact forum building muangthongthani, no. 99 Popular Road, Banmai Subdistrict, Pakkred District, Nonthaburi 11120,. or on the date and at the place as may be postponed or changed.

วาร:	ะที่	เรื่อง				
Age	enda : .	Subject :				
		(ก) ให้ผู้รับมอบฉัน	เทะมีสิทธิพิจารณาและลง	มติแทนข้าท	แจ้าได้ทุกประการตามที่เห็นสมค	วร
		(a) The proxy hold	er shall vote independent	ly as to his/l	ner consideration.	
		(ข) ให้ผู้รับมอบฉัน	เทะออกเสียงลงคะแนนตา	ามความประ	สงค์ของข้าพเจ้า คังนี้	
		(b) The proxy hold	ler shall vote according to	the shareho	older's requirement as follows.	
		🗌 เห็นด้วย	🔲 ไม่เห็นด้วย		งคออกเสียง	
		Approve	Disapprove	1	Abstain	
วาระ	ะที่	เรื่อง				
Age	enda : .	Subject :				
		(ก) ให้ผู้รับมอบฉัน	ทะมีสิทธิพิจารณาและลงม	มติแทนข้าพ	เจ้าได้ทุกประการตามที่เห็นสมคว	15
		(a) The proxy holde	er shall vote independentl	y as to his/h	er consideration.	
		(ข) ให้ผู้รับมอบฉัน	ทะออกเสียงลงคะแนนตา	มความประก	สงค์ของข้าพเจ้า คังนี้	
		(b) The proxy hold	er shall vote according to	the shareho	lder's requirement as follows.	
		🔲 เห็นด้วย	🔲 ไม่เห็นด้วย		งคออกเสียง	
		Approve	Disapprove	A	Abstain	
วาระเ๋	i i	เรื่อง				
Agend	la :	Subject :				
		(ก) ให้ผู้รับมอบฉัน	ทะมีสิทธิพิจารณาและลงม	มติแทนข้าพ	เจ้าได้ทุกประการตามที่เห็นสมคว	15
		(a) The proxy hold	er shall vote independent	ly as to his/l	ner consideration.	
		(ข) ให้ผู้รับมอบฉัน	ทะออกเสียงลงคะแนนตา	มความประเ	สงค์ของข้าพเจ้า ดังนี้	
		(b) The proxy hole	der shall vote according to	the shareh	older's requirement as follows.	
		🗌 เห็นด้วย	🔲 ไม่เห็นด้วย		งคออกเสียง	
		Approve	Disapprove		Abstain	

🗌 วาระที่ เรื่อง		
Agenda:Subject:		•••
(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมห	ติแทนข้าพเจ้าได้ทุกประการตามที่เห็น	สมควร
(a) The proxy holder shall vote independently	as to his/her consideration.	
🔲 (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตาม	ความประสงค์ของข้าพเจ้า คังนี้	
(b) The proxy holder shall vote according to the	ne shareholder's requirement as follow	vs.
🔲 เห็นด้วย 🔲 ไม่เห็นด้วย	งคออกเสียง	
Approve Disapprove	Abstain	
วาระที่เรื่อง		
Agenda:Subject:		
(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมห์	ติแทนข้าพเจ้าใค้ทุกประการตามที่เห็น	สมควร
(a) The proxy holder shall vote independently	as to his/her consideration.	
🔲 (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตาม	ความประสงค์ของข้าพเจ้า คังนี้	
(b) The proxy holder shall vote according to the	ne shareholder's requirement as follow	vs.
🗌 เห็นด้วย 🔲 ไม่เห็นด้วย	งคออกเสียง	
Approve Disapprove	Abstain	
I hereby certify that the content contained in this Annex t		
	ลงชื่อ	ผู้มอบฉันทะ
	Signature	Proxy Grantor
	()
	ลงชื่อ	ผู้รับมอบฉันทะ
	Signature	Proxy Holder
	()
	ลงชื่อ	ผู้รับมอบฉันทะ
	Signature	Proxy Holder
	()
	ลงชื่อ	ผู้รับมอบฉันทะ
	Signature	Proxy Holder
	()

20 บาท

Duty Stamp

20 บาท

แบบหนังสือมอบฉันทะ แบบ ค.

Proxy Form C

(แบบที่ใช้เฉพาะกรณีผู้ถือหุ้นเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้กัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้น)
(For foreign shareholders who have custodians in Thailand only)

				เข	ยนท		
				W	ritten at		
				วัน	ที่เคือน		พ.ศ
				Date	Month	Year	
1. ข้าพเจ้า			สัญชาติ	อยู่บ้านเด	าขที่ถ	นน	
I/We		N	ationality	Address	Road		
ตำบล/แขา	วง	อำเภอ/เขต		จังหวัด		รหัสไปรษณีย์	
Sub-Distri	ict	District		Province		Zip Code	
ในฐานะผู้	้ ประกอบธุรกิจเป็น	เผู้รับฝากและคูแถ	าหุ้น (Custodian)	ให้กับ			
In the cap	acity of custodian	with					
2. เป็นผู้ถื	อหุ้นของ บริษัท เอ	อเชีย คอร์ปอเรท ส	ลีเวลลอปเมนท์ จำ	เกัด (มหาชน)			
Being a sh	hareholder of Asia	Corporate Dev	elopment Public	Company Limite	d		
โดยถือ	หุ้นจำนวนทั้งสิ้น	เรวม	หุ้น	และออกเสียง	ลงคะแนนได้เท่ากับ		เสียง คังนี้
	holding the total	amounting of	shares	and the votin	g right equals to		votes as follows:
	หุ้นสามัญ		หุ้น	ออกเสียงลงค	ะแนนเสียง ได้เท่ากับ		เสียง
	Ordinary share		shares	equivalent to	voting right		votes
3. ขอมอบ	เฉ้นทะให้						
Hereby ap	ppoint						
	(1)		อายุ	ปี อยู่บ้านเลขที่	ຄ	นน	
			Age	Address	Road		
ตำบล/แขา	วง	อำเภอ/เขต		จังหวัด	รหัสไ	ปรษณีย์	หรือ
Sub-Distri	ict	District	Pr	rovince	Zip Code	: or,	
	(2)		อายุ	ปี อยู่บ้านเลขที่	ຄ	นน	
			Age	Address	Road		
ตำบล/แขา	วง	อำเภอ/เขต		จังหวัด	รหัสไ	ปรษณีย์	หรือ
Sub-Distri	ict	District	Pro	ovince	Zip Code	: or,	
(3)	มอบฉันทะให้กร	เรมการอิสระและ	ประธานกรรมการ	รตรวจสอบ นางภวิ	, ญญา กฤตชาติ อายุ 67	1	
	Assign a proxy	to the Independer	nt Director and C	hairman of the Au	dit Committee, Mrs.I	Pawanya Krittachar	t. Age 67 years.
	อยู่บ้านเลขที่ 339	9/137 หมู่บ้านแกร	านคาแนลคอนเมื่อ	วง แขวงสีกัน เขต	คอนเมือง จังหวัดกรุง	แทพมหานคร รหัส	ไปรษณีย์ 10210
	Address at No. 3	339/137 Mooban	Grand Canel Don	Muang, Srikan, D	on Muang, Bangkok	Zip Code 10210	
(4)	มอบฉันทะให้กร	เรมการอิสระและ	กรรมการตรวจส	อบ นายวิรัต จันทร์	ศิริวัฒนา อายุ 62 ปี		
	Assign a proxy t	o the Independen	t Director and Me	ember of the Audit	Committee, Mr.Virat	Jansirivattana. A	ge 62 years
	อยู่บ้านเลขที่ 698	8/8 ถนนนครใชย	เศรี แขวงถนนนค	รใชยศรี เขตคุสิต เ	ารุงเทพมหานคร รหั	าไปรษณีย์ 10300	
	Address at No. 6	598/8 Nakornchai	sri Road, Nakorno	chaisri, Dusit, Bang	gkok, Zip Code 10300)	
		•		-	และออกเสียงลงคะเ		• •
ผู้ถือหุ้น ค	เร้งที่ 1/2558 ในวัเ	มพฤหัสบดีที่ 30 เ	มษายน 2558 เริ่มา	ประชุมเวลา 10.00 ช	น. ณ ห้องแซฟไฟร์ 20)2 อาคารอิมแพ็ค า	ฟอรั่ม เมืองทองธานี
เถขที่ 99 ถ	านนป๊อปปูล่า ตำบ	บลบ้านใหม่ อำเภ <u>e</u>	บากเกร็ด จังหวัด	นนทบุรี 11120 ห	รือที่จะพึงเลื่อนไปใน	วัน เวลา และสถาน	ที่อื่นด้วย

Anyone of the above as my/our proxy holder to attend and vote at Annual General Meeting of Shareholders 1/2015 to be held on 30 April 2015 at 10:00 AM. At .Suppife 202 Impact forum building muangthongthani, no. 99 Popular Road, Banmai Subdistrict, Pakkred District, Nonthaburi 11120,. or on the date and at the place as may be postponed or changed.

4. ข้าพเจ้าขอมอบฉันทะให้ผู้ร	รับมอบฉันทะเข้าร่วมประชุมแล	ะออกเสียงลงคะแนนในครั้งนี้ ดังนี้				
I/We therefore would like to vote for each agenda item as follows:.						
มอบฉันทะตามจำนวนหุ้นทั้งหมดที่ถือและมีสิทธิออกเสียงลงคะแนนได้						
Grant proxy the total amount	of shares holding and entitled t	o vote.				
มอบฉันทะบางส่วน คือ						
Grant partial shares of						
หุ้นสามัญ	หุ้น	และมีสิทธิออกเสียงลงคะแนนได้	เสียง			
Ordinary share	shares,	entitled to voting right	votes			
5. ข้าพเจ้าขอมอบฉันทะให้ผู้ร	รับมอบฉันทะออกเสียงลงคะแน	นแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้				
I/We therefore would like to	vote for each agenda item as fo	llows:				
🗌 วาระที่ 1 เรื่อง พิจารณ	ารับรองรายงานการประชุมสามั	ัญผู้ถือหุ้นประจำปี 2557 เมื่อวันที่ 25 เมษายน	2557			
Agenda 1 – To approve	e the minutes of Minutes of 20	14 Annual General Meeting of Shareholders	held on Friday April 25, 2014			
🔲 (ก) ให้ผู้รับมอบฉั	นทะมีสิทธิพิจารณาและลงมติแ	ทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร				
(a) The proxy hol	der shall vote independently as	to his/her consideration.				
🔲 (ข) ให้ผู้รับมอบฉั	นทะออกเสียงลงคะแนนตามคว	ามประสงค์ของข้าพเจ้า คังนี้				
(b) The proxy hol	der shall vote according to the s	hareholder's requirement as follows.				
เห็นค่	ก้วย 🔲 ไม่เห็นด้วย	🔲 งคออกเสียง				
Approv	ve Disapprove	Abstain				
🔲 วาระที่ 2 เรื่องพิจารถ	นารับทราบผลการดำเนินงานขอ	งบริษัทประจำปี 2557				
Agenda 2 – To consider	r and approve report of the co	mpany's performance for 2014				
(ก) ให้ผู้รับมอบฉั	้นทะมีสิทธิพิจารณาและลงมติแร	ทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร				
(a) The proxy hol	der shall vote independently as	to his/her consideration.				
🔲 (ข) ให้ผู้รับมอบฉั	้นทะออกเสียงลงคะแนนตามคว	ามประสงค์ของข้าพเจ้า ดังนี้				
(b) The proxy hol	der shall vote according to the s	hareholder's requirement as follows.				
🗌 เห็นค้	วย 🔲 ไม่เห็นด้วย	🔲 งดออกเสียง				
Approv	e Disapprove	Abstain				
🔲 วาระที่ 3 เรื่องพิจารณ	าคนมัติงบการเงินและงบการเงิง	เรวมของบริษัทประจำปี สิ้นสุด ณ วันที่ 31 ชัน	วาคม 2557			
	•	Financial Statement and Consolidated Finan				
December 3			g			
		પ્રમામ ા વંદ				
· · ·		ทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร				
• •	der shall vote independently as	al al				
ш ,	นทะออกเสียงลงคะแนนตามคว					
•		shareholder's requirement as follows.				
เห็นด้	_	งคออกเสียง				
Approv	e Disapprove	Abstain				

🔲 วาระที่ 4 เรื่อง พิจารณาอนุมัติการจัดสรรกำไรและงดจ่ายเงินปั้นผลสำหรับผลการดำเนินงานประจำปี 2557							
Agenda 4 – To consider and approve profit allocation and dividend and dividend paymentsuspension for 2014 performance							
(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร							
(a) The proxy holder shall vote independently as to his/her consideration.							
🔲 (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า คังนี้							
(b) The proxy holder shall vote according to the shareholder's requirement as follows.							
🗌 เห็นด้วย 👚 ไม่เห็นด้วย 👚 งดออกเสียง							
Approve Disapprove Abstain							
วาระที่ 5 เรื่อง พิจารณาอนุมัติแต่งตั้งผู้สอบบัญชีของบริษัทและบริษัทย่อยสำหรับรอบบัญชีปี 2558							
Agenda 5 – To consider and approve the appointment of the auditor of the Company and its subsidiaries, and fixing of audit fee for							
the year 2015;							
🦳 (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร							
(a) The proxy holder shall vote independently as to his/her consideration.							
🔲 (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้							
(b) The proxy holder shall vote according to the shareholder's requirement as follows.							
🗌 เห็นด้วย 🔲 ไม่เห็นด้วย 🔲 งคออกเสียง							
Approve Disapprove Abstain							
วาระที่ 6 เรื่อง พิจารณาอนุมัติแต่งตั้งกรรมการแทนกรรมการซึ่งลาออกจากตำแหน่งตามวาระ และแต่งตั้งกรรมการเข้าใหม่อีกจำนวน 2 ตำแหน่ง Agenda 6 – To consider and approve the appointment of directors who were retired by rotation and the appointment of the two new directors;							
🦳 (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร							
(a) The proxy holder shall vote independently as to his/her consideration.							
🔲 (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า คังนี้							
(b) The proxy holder shall vote according to the shareholder's requirement as follows.							
🔲 เห็นด้วย 🔲 ไม่เห็นด้วย 🔲 งคออกเสียง							
Approve Disapprove Abstain							
🔲 วาระที่ 7 เรื่อง พิจารณาอนุมัติกำหนดค่าตอบแทนกรรมการประจำปี 2558							
Agenda 7 - To consider and approve the fixing of the directors' remuneration in 2015;							
🔲 (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร							
(a) The proxy holder shall vote independently as to his/her consideration.							
(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้							
(b) The proxy holder shall vote according to the shareholder's requirement as follows. เห็นด้วย โม่เห็นด้วย งคออกเสียง							
Approve Disapprove Abstain							

วาระท็	่ 8 เรื่อ	ง พิจารณาอนุมัติการ	รลดทุนจดทะเบียนของบริษัท โ	ดยการตัดหุ้นจดทะเบียนทิ	ที่ยังมิได้นำออกจำหน่าย รวมทั้งแก้ไขเพิ่มเติม
	หนึ่	_ไ งสือบริคณห์สน ธิ ข้อ	4 ของบริษัท เพื่อให้สอดคล้อง	กับการลดทุนจดทะเบียนข	เองบริษัท
Agen	da 8 – To	consider and appro	ove the decrease in the Compa	nny's registered capital b	y cancelling the unissued shares, as well as
	the	e amendment to Cla	use 4 of the Company's Memo	orandum of Association t	to be in line with the capital decrease;
Г	(ก) ให้เ	ผู้รับมอบฉันทะมีสิทริ	ริพิจารณาและลงมติแทนข้าพเจ้า	ได้ทุกประการตามที่เห็นส	มควร
	(a) The	proxy holder shall v	ote independently as to his/her	consideration.	
Г] (ข) ให้เ	ผู้รับมอบฉันทะออกเล็	สียงลงคะแนนตามความประสงเ	ก์ของข้าพเจ้า ดังนี้	
	_		ote according to the shareholde		i.
		🗌 เห็นด้วย	🔲 ไม่เห็นด้วย	🗌 งคออกเสียง	
		Approve	Disapprove	Abstain	
วาระทั่	1 9 เรื่อง	ง พิจารณาอนุมัติการเ	พิ่มทุนจดทะเบียนของ รวมทั้งแก้	า ใขเพิ่มเติมหนังสือบริคณห์	ร์สนธิ ข้อ 4 ของบริษัท เพื่อให้สอดคล้องกับการ
	,	้ ทุนจดทะเบียนของบริ	•		
Ageno	da 9 – To	consider and appro	ve the increase in the Compa	ny's registered capital, a	s well as the amendment to Clause 4 of the
	Con	npany's Memorandi	um of Association to be in line	with the capital increase	e;
] (ก) ให้เ	ผู้รับมอบฉันทะมีสิทริ	ริพิจารณาและลงมฅิแทนข้าพเจ้า	ได้ทกประการตามที่เห็นส [ู]	มควร
	_	•	ote independently as to his/her	•	
] (ข) ให้เ	ผู้รับมอบฉันทะออกเล็	สียงลงคะแนนตามความประสงเ	ก์ของข้าพเจ้า คังนี้	
	(b) The	proxy holder shall v	ote according to the shareholde	r's requirement as follows	.
	L	เห็นด้วย	🔲 ไม่เห็นด้วย	🔲 งคออกเสียง	
		Approve	Disapprove	Abstain	
วาระ	ที่ 10 เร็	รื่อง พิจารณาอนมัติก	ารจัดสรรหุ้นสามัญเพิ่มทุนของ	บริษัท	
		,	prove the allocation of the nev		es of the Company;
			์ ริพิจารณาและลงมติแทนข้าพเจ้า		
	_	•	ote independently as to his/her	•	ทย 13
	_			. gy	
	_		สียงลงคะแนนตามความประสงเ		
	(b) The	e proxy holder shall v เห็นด้วย	ote according to the shareholde ไม่เห็นด้วย	r's requirement as follows งคออกเสียง	i.
	L				
		Approve	Disapprove	Abstain	
วาระ	ที่ 11 เร็	รื่อง พิจารณาอนุมัติก	ารออกใบสำคัญแสดงสิทธิจะซื้อ	งหุ้นสามัญของบริษัท รุ่นที่	4
		•	· ·	, , ,	ary Shares of the Company No.4
Г	(ก) ให้เ	ผู้รับมอบฉันทะมีสิทริ	ริพิจารณาและลงมติแทนข้าพเจ้า	ได้ทุกประการตามที่เห็นส	มควร
	(a) The	proxy holder shall v	ote independently as to his/her	consideration.	
] (บ) ให้เ	ผู้รับมอบฉันทะออกเเ	สียงลงคะแนนตามความประสงเ	า์ของข้าพเจ้า คังนี้	
	(b) The	<u> </u>	ote according to the shareholde	$\overline{}$	
	L	🗕 เห็นด้วย	🔲 ไม่เห็นด้วย	🔲 งคออกเสียง	
		Approve	Disapprove	Abstain	

🔲 วาระที่ 12 เรื่อง พิจารณาเรื่องอื่น ๆ (ถ้ามี)					
Agenda 12 - To consider other matters (if any)					
🦳 (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้า	ได้ทุกประการตามที่เห็นสมควร				
(a) The proxy holder shall vote independently as to his/her consideration.					
🔲 (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงห	า์ของข้าพเจ้า คังนี้				
(b) The proxy holder shall vote according to the shareholde	r's requirement as follows.				
📙 เห็นด้วย 📙 ไม่เห็นด้วย	🔲 งคออกเสียง				
Approve Disapprove	Abstain				
(5) การลงละแนนเสียงของผู้รับมอบฉันทะในวาระใคที่ไม่เป็นไปตา ถูกต้อง และไม่ใช่เป็นการลงละแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น					
Voting of proxy holder in any agenda that is not as specifi- voting as a shareholder.	ied in this proxy shall be co	onsidered as invalid and not my			
(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงเ พิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้นรวมถึงกรณีที่ สิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร	มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติม	ข้อเท็จจริงประการใคให้ผู้รับมอบฉันทะมี -			
In case I have not declared a voting intention in an agence	la or my determination is r	not clear or in case the meeting			
considers or passes resolutions in any matters apart from those agendum specified above, including the case that there is					
any amendment or addition of any fact, the proxy holde	er shall have the right to co	consider and vote as to his/her			
consideration					
	ลงชื่อ	ผู้มอบฉันทะ			
	Signature	Proxy Grantor			
	()			
	ลงชื่อ	ศัรับมอบฉันทะ			
	Signature	Proxy Holder			
	()			
	ลงชื่อ	ผู้รับมอบฉันทะ			
	Signature	Proxy Holder			
	()			
	ลงชื่อ	ผู้รับมอบฉันทะ			
	Signature	Proxy Holder			
	()			

<u>หมายเหตุ</u>

Remarks

1. หนังสือมอบฉันทะแบบ ค. นี้ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้กัสโตเดียน (Custodian) ใน ประเทศไทยเป็นผู้รับฝากและดูแลหุ้นให้เท่านั้น

Only foreign shareholders as registered in the registration book who have custodian in Thailand can use the Proxy Form C.

2. หลักฐานที่ต้องแนบพร้อมกับหนังสือมอบฉันทะ คือ

Evidences to be enclosed with the proxy form are:

(1) หนังสือมอบอำนาจจากผู้ถือหุ้นให้คัสโตเคียน (Custodian) เป็นผู้คำเนินการลงนามในหนังสือมอบฉันทะแทน

Power of Attorney from shareholder authorizes a custodian to sign the Proxy Form on behalf of the Proxy Form on behalf of the shareholder.

(2) หนังสือขึ้นขันว่าผู้ลงนามในหนังสือมอบฉันทะแทนได้รับอนุญาตประกอบธุรกิจกัสโตเดียน(Custodian) 3.

Letter of certification to certify that the signer in the Proxy Form have a permit to act as a Custodian.

3. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงราชเคียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนนไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับ มอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

A shareholder shall appoint only one proxy holder to attend and vote at the Meeting. A shareholder may not split shares and appoint more than one proxy holder in order to split votes.

4. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล

In agenda regarding the appointment of new directors, the ballot can be either for all the nominated candidates as a whole or for an individual nominee.

5. ในกรณีที่มีวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะ แบบ ค.ตามแนบ

In case there is any further agenda apart from specified above brought into consideration in the Meeting, the proxy holder may use the Attachment to Proxy Form C.

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค.

Attachment to Proxy Form C

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของ บริษัท เอเชีย คอร์ปอเรท ดีเวลลอปเมนท์ จำกัด (มหาชน)

The Proxy of the shareholder of Asia Corporate Development Public Company Limited

การประชุมสามัญผู้ถือหุ้น ครั้งที่ 1/2558 ในวันพฤหัสบดีที่ 30 เมษายน 2558 เริ่มประชุมเวลา 10.00 น. ณ ห้องแซฟไฟร์ 202 อาคารอิมแพ็ค ฟอรั่ม เมืองทองธานี เลขที่ 99 ถนนป๊อปปูล่า ตำบลบ้านใหม่ อำเภอปากเกร็ค จังหวัคนนทบุรี 11120 หรือที่จะพึงเลื่อนไปในวัน เวลา และ สถานที่อื่นด้วย

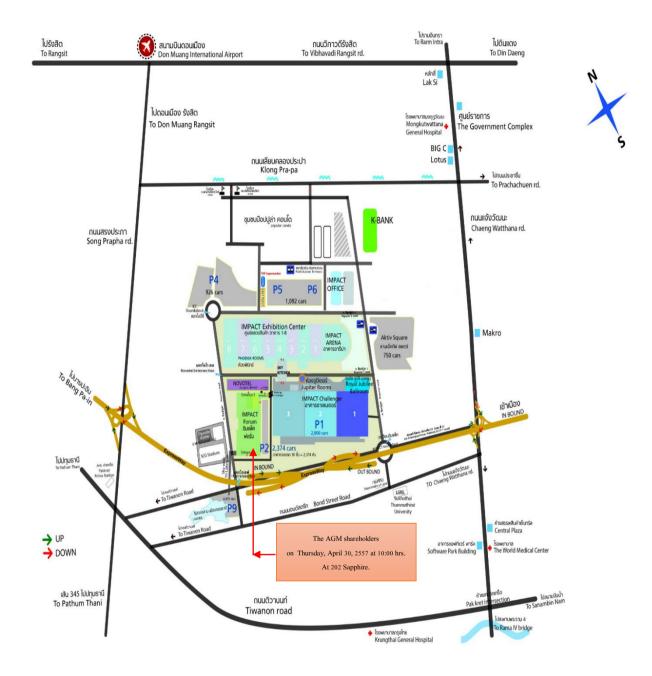
Annual General Meeting of Shareholders 1/2015 to be held on 30 April 2015 at 10:00 AM. At .Suppife 202 Impact forum building muangthoughani, no. 99 Popular Road, Banmai Subdistrict, Pakkred District, Nonthaburi 11120,. or on the date and at the place as may be postponed or changed.

	วาระที่เรื่อง						
	Agenda: Subject:						
	🔲 (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร						
	(a) The proxy holder shall vote independently as to his/her consideration.						
	🗌 (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้						
	(b) The proxy holder shall vote according to the shareholder's requirement as follows.						
	🔲 เห็นด้วย	🔲 ไม่เห็นด้วย		งคออกเสียง			
	Approve	Disapprove		Abstain			
	วาระที่รื่อง						
	Agenda: Subject:						
	(n) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร						
	(a) The proxy holder shall vote independently as to his/her consideration.						
	(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า คังนี้						
(b) The proxy holder shall vote according to the shareholder's requirement as follows.							
	🔲 เห็นด้วย	🔲 ไม่เห็นด้วย		งคออกเสียง			
	Approve	Disapprove		Abstain			
	วาระที่						
Agenda:Subject:							
(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร							
(a) The proxy holder shall vote independently as to his/her consideration.							
(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้							
	(b) The proxy holder shallเห็นด้วย	vote according to the sha		r's requirement as follows. เคออกเสียง			
	Approve	Disapprove		Abstain			

าาระที่		
Agenda:Subject:		
(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้	ใด้ทุกประการตามที่เห็นสมควร	
(a) The proxy holder shall vote independently	as to his/her consideration.	
(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประส	งค์ของข้าพเจ้า ดังนี้	
(b) The proxy holder shall vote according to the		
เห็นด้วย ไม่เห็นด้วย	งคออกเสียง	
Approve Disapprov	ve Abstain	
🗌 วาระที่เรื่อง		
Agenda:Subject:		
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้		
(a) The proxy holder shall vote independently		
(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสง	al .	
(b) The proxy holder shall vote according to the	ne shareholder's requirement as follows.	
เห็นด้วย ไม่เห็นด้วย	ุ งคออกเสียง	
Approve Disapprov	ve Abstain	
วาระที่เรื่อง		
Agenda: Subject:		
(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้		•••••
(a) The proxy holder shall vote independently	•	
(a) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสง	al .	
(b) The proxy holder shall vote according to the		
(b) The proxy notice snam vote according to the	งคออกเสียง	
Approve Disapprov	ve Abstain	
ข้าพเจ้าขอรับรองว่ารายการในใบประจำต่อแบบหนังสือมอบฉันท		
I hereby certify that the content contained in this Annex to the For	m of Proxy is completely correct and true in all	respect.
	ลงชื่อ	ผู้มอบฉันทะ
	Signature	Proxy Grantor
	(
	ลงชื่อ	•
	Signature (Proxy Holder
	ลงชื่อ	
	Signature	Proxy Holder
	()
	ลงชื่อ	ผู้รับมอบฉันทะ
	Signature	Proxy Holder

Map of the General Meeting of Shareholders for the year 2558.

Asia Corporate Development Public Company Limited



At Suppife 202 Impact forum Building Muangthongthani,

no. 99 Popular Road, Banmai Subdistrict, Pakkred District, Nonthaburi 11120

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