

Duty Stamps  
20 Baht

**PROXY Form C**  
**(For foreign shareholders who have custodian in Thailand only)**

Written at.....

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

(1) I/we..... Nationality.....  
Residing at no.....  
.....

As being the custodian of.....being a shareholder of Golden Land Property Development Public Company Limited, holding the total amount of.....share(s)and having voting rights equivalent to.....vote(s), the details of which are as follows:

Ordinary share.....share(s), having voting rights equivalent to.....vote(s)

Preferred share.....share(s), having voting rights equivalent to.....vote(s)

(2) Hereby authorize

1. Name.....Age.....years, Residing at No.....  
Road.....Tambon/Khwaeng.....  
Amphur/Khet.....Province.....Postalcode.....

2. Name.....Age.....years, Residing at No.....  
Road.....Tambon/Khwaeng.....  
Amphur/Khet.....Province.....Postalcode.....

3. Name Mr. Chainoi Puankosoom.....Age 64 years, Residing at No 98 Sathorn Square Office Tower 36/F  
Road North Sathorn.....Tambon/Khwaeng Silom  
Amphur/Khet Bangrak.....Province Bangrak.....Postalcode 10500

4. Name Mr. Udom Puasakul.....Age 63 years, Residing at No 98 Sathorn Square Office Tower 36/F  
Road North Sathorn.....Tambon/Khwaeng Silom  
Amphur/Khet Bangrak.....Province Bangrak.....Postalcode 10500

Anyone of the above as my/our proxy holder to attend and vote on my behalf the Extraordinary General Meeting of the Company's shareholders No. 1/2014 be held on Tuesday 9<sup>th</sup> December 2014 at 14:00 hours at Meeting Room, 8<sup>th</sup> floor, Sathorn Square Office Tower No. 98 North Sathorn Road, Silom, Bangrak, Bangkok 10500, or on any date and at any postponement thereof.

(3) I/we authorize the proxy holder to attend the meeting and vote are as follows:

Grant proxy the total amount of shares holding and entitled to vote

Grant partial shares of

Ordinary share.....share(s), having voting rights equivalent to.....vote(s)

Preferred share.....share(s), having voting rights equivalent to.....vote(s)

Total voting rights.....vote(s)

(4) I/we hereby authorize the proxy holder to vote on my behalf at this meeting as follows:

**Agenda 1 To consider and adopt the Minutes of the Annual General Meeting of Shareholders No. 21/2014 held on April 21, 2014**

- The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.
- The proxy holder shall vote in accordance with my wish as follows:
  - Approve
  - Disapprove
  - Abstain

**Agenda 2 To consider and approve the acquisition of 1,780,000,000 ordinary shares, or the equivalent to 100% of the total paid-up shares in Krungthep Land Public Company Limited (“KLAND”), or in the minimum amount that the Company can hold KLAND’s shares of not less than 51% of sold shares of KLAND, and the Company shall have the controlling power in KLAND at the price of Baht 2.00 per share, totaling of Baht 3,560,000,000 from the existing shareholders of KLAND, whereby the transaction constitutes an asset acquisition transaction and a connected transaction of the Company.**

- The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.
- The proxy holder shall vote in accordance with my wish as follows:
  - Approve
  - Disapprove
  - Abstain

**Agenda 3 To consider and approve the entering into the transaction with the Real Estate Investment Trust (the “REIT”) of the Company and the subleasing of land and office building, structures, mechanical and electrical systems and the disposal of other assets of the Sathorn Square Office Tower Project of North Sathorn Realty Co., Ltd., a subsidiary of the Company, to the Trustee, on behalf of and for the benefit of the REIT, whereby such transaction constitutes asset disposal transaction of the Company.**

- The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.
- The proxy holder shall vote in accordance with my wish as follows:
  - Approve
  - Disapprove
  - Abstain

**Agenda 4 To consider and approve the subscription for the unit of the REIT, which constitutes an asset acquisition transaction and a connected transaction of the Company.**

- The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.
- The proxy holder shall vote in accordance with my wish as follows:
  - Approve
  - Disapprove
  - Abstain

**Agenda 5 Other (if any)**

- The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.
- The proxy holder shall vote in accordance with my wish as follows:
  - Approve
  - Disapprove
  - Abstain

- (5) Voting of the proxy holder in any agenda that is not specified in this proxy shall be considered as invalid and not my/our voting as a shareholder.
- (6) In case I/we have not declared a voting intention in any agenda or my/our 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, modification or addition of any fact, the proxy holder shall have the right to consider and vote as to his/her consideration.

Any business carried on by the proxy holder in the said meeting, except the proxy holder does not vote as I/we specify in the proxy form., shall be deemed as having been carried out by myself/ourselves in all respects.

Signed \_\_\_\_\_ Grantor  
 (. . . . .)

Signed \_\_\_\_\_ Proxy  
 (. . . . .)

Signed \_\_\_\_\_ Proxy  
 (. . . . .)

Signed \_\_\_\_\_ Proxy  
 (. . . . .)

- Note:**
- 1 This Proxy Form C only use for shareholders whose names appearing in the foreign investors registration and he/she appointed a custodian in Thailand to be responsible for safeguarding shares only
  - 2 Document and evidences to be enclosed with the proxy form are:
    - (1) Power of attorney from the shareholder authorizes a custodian to sign the Proxy Form on behalf of the shareholder
    - (2) Letter of certification to certify that the signer in the Proxy Form have a permit to act as a Custodian
  - 3 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 In case that there any further agenda apart from specified above brought into consideration in the meeting, the proxy holder may use the Annex attached to Proxy Form C.

**Annex attached to the Proxy Form C**

The Proxy of the Shareholder of Golden Land Property Development Public Company Limited

At the Extraordinary General Meeting of Shareholders No. 1/2014 which will be held on Tuesday 9<sup>th</sup> December 2014 at 14:00 hours at Meeting Room, 8<sup>th</sup> floor, Sathorn Square Office Tower No. 98 North Sathorn Road, Silom, Bangrak, Bangkok 10500, or on any date and at any postponement thereof.

**Agenda.....Subject.....**  
 The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.  
 The proxy holder shall vote in accordance with my wish as follows:  
 Approve                       Disapprove                       Abstain

**Agenda.....Subject.....**  
 The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.  
 The proxy holder shall vote in accordance with my wish as follows:  
 Approve                       Disapprove                       Abstain

**Agenda.....Subject.....**  
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**Agenda.....Subject.....**  
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 The proxy holder shall vote in accordance with my wish as follows:  
 Approve                       Disapprove                       Abstain