



(Unofficial Translation)

## Fraser's Property (Thailand) Public Company Limited

### Notice of the Annual General Meeting of Shareholders 2022

Wednesday, January 12, 2022 at 14.00 hrs.

Electronic Meeting (E-AGM)

Contact us

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**Fraser's Property (Thailand) Public Company Limited**

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(Unofficially Translation)

No. FPT 2022/002

December 9, 2021

Subject: Invitation to the 2022 Annual General Meeting of Shareholders  
Attention: Shareholders of Frasers Property (Thailand) Public Company Limited

- Enclosures:
1. Copy of the Minutes of the 2021 Annual General Meeting of Shareholders, held on January 13, 2021 (for supporting the consideration of the Agenda Item 1)
  2. QR Code for downloading Annual Registration Statement/2021 Annual Report (Form 56-1 One Report) (for supporting the consideration of the Agenda Items 2-3)
  3. Profile of persons to be elected as Directors to replace the Directors who retired by rotation (for supporting the consideration of the Agenda Item 5)
  4. Profile and Experience of Auditors for the year 2022 (for supporting the consideration of the Agenda Item 7)
  5. Capital Increase Report Form (F 53-4) (for supporting the consideration of the Agenda Item 8-10)
  6. The Company's Articles of Association concerning shareholders' meetings
  7. Guidelines for attending the AGM through Electronic Media (E-AGM) and appointment of proxy
  8. Profiles of Independent Directors for appointment of proxy in the 2022 Annual General Meeting of Shareholders and Definition of Independent Directors
  9. Request form for physical copy of Annual Registration Statement/2021 Annual Report (Form 56-1 One Report)
  10. Proxy Form A., B., and C.

By virtue of the resolutions of the Board of Directors Meeting No. 1 of 2022 fiscal year of Frasers Property (Thailand) Public Company Limited (the "**Company**") convened on November 9, 2021, the Annual General Meeting of Shareholders of the year 2022 will be held on Wednesday, January 12, 2022 at 14.00 hours via Electronic Meeting (E-AGM) to consider the agenda items as follows:

**Agenda 1** To consider and certify the Minutes of the 2021 Annual General Meeting of Shareholders, which was held on January 13, 2021

**Objective and Rationale:**

For the shareholders to consider and certify the Minutes of the 2021 Annual General Meeting of Shareholders, held on January 13, 2021, which the Company prepared and submitted to the Stock Exchange of Thailand within the timeframe prescribed by laws and publicly disclosed on the Company's website: <https://www.frasersproperty.co.th>, the details of which are enclosed hereto as Enclosure 1.

**Opinion of the Board:**

The Board of Directors considers that the Minutes of the 2021 Annual General Meeting of Shareholders, held on January 13, 2021 has been made correctly and opines to propose the Minutes of the 2021 Annual General Meeting of Shareholders to the 2022 Annual General Meeting of Shareholders to certify the said minutes.

**Voting:**

The resolution on this agenda item shall be approved by a majority vote of shareholders attending the Meeting and casting their votes.

**Agenda 2** To acknowledge the Company's performance report as of September 30, 2021

**Objective and Rationale:**

To comply with Article 33 of the Company's Articles of Association which stipulates that the Annual General Meeting of Shareholders shall acknowledge the Board of Directors' report of operation results of the company during the preceding year. In this regard, the Company has summarized the operation result of the Company during the preceding year and significant changes occurred in 2021, the details of which are describe in the 2021 Annual Report enclosed hereto as Enclosure 2.

**Opinion of the Board:**

The Board of Directors opines to propose the 2021 Annual Report which summarized the operation result of the Company during the preceding year and significant changes occurred in 2021 to the 2022 Annual General Meeting of Shareholders.

**Voting:**

This agenda item is for acknowledgement; no voting is required.

**Agenda 3** To consider and approve the Statements of Financial Position and profits and loss statement for the year ended September 30, 2021

**Objective and Rationale:**

To comply with Section 112 of the Public Limited Companies Act B.E. 2535, including any amendment thereof, (the “Public Limited Companies Act”) and Article 36 of the Company’s Articles of Association which provides that the Board of Directors shall prepare the balance sheets (Statements of Financial Position) and profits and loss statement as of the last day of the accounting year of the Company and propose the same to the Meeting of Shareholders for approval and shall arrange it to be audited by the Company’s auditors before being proposed to the Meeting of Shareholders. The Company has prepared the Statements of Financial Position and profits and loss statement for the fiscal year ended September 30, 2021 which were audited and certified by the Company’s certified public accountant, KPMG Phoomchai Audit Limited. The Audit Committee and the Board of Directors considered that they are correct in accordance with the Financial Reporting Standards, the details of which are describe in the 2021 Annual Report enclosed hereto as Enclosure 2.

**Opinion of the Board:**

The Board of Directors opines to propose to the 2022 Annual General Meeting of Shareholders to consider and approve the Statements of Financial Position and profits and loss statement for the fiscal year ended September 30, 2021, which were audited and certified by the certified public accountant of KPMG Phoomchai Audit Limited and have been approved by the Audit Committee and the Board of Directors.

**Voting:**

The resolution on this agenda item shall be approved by a majority vote of shareholders attending the Meeting and casting their votes.

**Agenda 4** To consider and approve the allocation of net profit for legal reserve and dividend payment for the fiscal year ended September 30, 2021

**Objective and Rationale:**

To comply with the Article 33 of the Company’s Articles of Association which provides that the profit appropriation shall be considered and approved by the Annual General Meeting of Shareholders. In addition, Section 116 of the Public Limited Companies Act and Article 41 of the Company’s Articles of Association stipulate that the Company is required to allocate a portion of annual net profit as a reserved fund in the amount not less than 5 percent of the annual net profit less the accumulated loss brought forward (if any) until

the reserved fund attains the amount not less than 10 percent of the registered capital of the Company.

Presently, the Company has its registered capital of 3,710.84 million Baht and has a legal reserve amounted as per the Separate Financial Statement of 322.68 million Baht. Hence, for the year 2022, the Company shall allocate the portion of annual net profit as a legal reserved fund in the amount of 48.40 million Baht, representing 2.04 percent of net profit shown in the Separate Financial Statement. Subsequently, the Company shall have legal reserve in the amount of 371.08 million Baht, which is equivalent to 10 percent of the registered capital of the Company.

For the dividend payment, under dividend payment policy, the Company shall declare dividend to shareholders in the amount not less than 40 percent of its net profit after deduction of all reserves required under the Company's Articles of Association and by laws. However, the dividend payment will be subject to each year's economic situation, the financial status, the operational plan and the investment plan of the Company and of its affiliated companies, as well as necessity, appropriateness, and other factors as the Board of Directors may deem expedient.

The consolidated financial statement of 2021 showed net profits of 1,566.89 million Baht, of which were net profit attributable to owners of the parent of 1,586.27 million Baht. After the allocation for legal reserve, the Company has sufficient amount of retained earnings and adequate cash flows to declare dividend. Upon consideration of Section 115 of the Public Limited Companies Act, and Article 41 of the of the Company's Articles of Association, the Board of Directors deemed it appropriate to propose to the 2022 Annual General Meeting of Shareholders to consider and approve to declaration of the 2021 dividend at the rate 0.34 Baht per share for 2,319.28 million shares, totalling 788.55 million Baht, representing 49.7 percent of net profit, which is in accordance with the Company's dividend policy. The comparison of the amounts of dividend payment for previous year and this year is provided below:

(Unit : Million Baht)	Year 2021	Year 2020	Year 2019
Dividend per share (Baht)	0.34	0.60	0.46
Total amount of dividend	788.55	1,391.57	927.71
Net profit shown in the consolidated financial statement	1,566.89	2,839.04	3,484.18
Net profit attributable to owners of the parent	1,586.27	2,791.49	1,791.27
Net profit of former shareholders before business restructuring	0.83	2.10	1,313.78
Net profit of non-controlling interests	(20.21)	48.45	379.13
Payout ratio - percent of net profit attributable to owners of the parent	49.7	50	51.79

The dividend payment at the rate of 0.34 Baht per share will be paid to the shareholders whose names are registered in the Shareholders' Registry on Tuesday, November 23, 2021 (Record Date). The dividend payment date is scheduled on Friday, February 11, 2022.

The dividend payment as above will be paid from the net profit and retained earnings after deduction of income tax at the rate of 20 percent. Therefore, the dividend tax credit will be equivalent to the amount of dividend multiplied by 20/80 in which the individual shareholder would be entitled to use dividend tax credit for tax refund (individual shareholders shall be entitled to dividend tax credit under Section 47 bis of the Revenue Code).

Dividend Type	Paid from the net profit	Dividend Rate
Entitled to tax credit	20 percent of net profit	0.32
Not entitled to tax credit	Net profit of business that is exempted from corporate income tax (BOI)	0.02

However, the dividend payment as mentioned is still uncertain as it is subject to the approval of the 2022 Annual General Meeting of Shareholders.

**Opinion of the Board:**

The Board of Directors deemed it appropriate to propose to the 2022 Annual General Meeting of Shareholders to consider and approve the allocation of net profit for legal reserve in the amount of 48.40 million Baht, and the dividend payment for year 2021 in cash to shareholders at the rate of 0.34 Baht per share. The Company sets the record date to determine the list of shareholders who shall be entitled to receive dividend on Tuesday, November 23, 2021. The dividend payment date is scheduled on Friday, February 11, 2022. The Board of Directors considered that the rate of dividend specified above is appropriate and complied with the Company's dividend policy, which is approximately 50 percent of the net profit of the consolidated financial statements for fiscal year ended September 30, 2021.

The dividend payment for the fiscal year ended September 30, 2021 at the rate of 0.34 Baht per share is lower than the dividend payment paid in 2020. In 2020, the Company paid dividend at the rate 0.60 Baht per share, totalling 1,391.57 million Baht which is approximately 50 percent of the net profit of consolidated financial statements.

**Voting:**

The resolution on this agenda item shall be approved by a majority vote of shareholders attending the Meeting and casting their votes.

**Agenda 5 To consider and approve the appointment of directors for the replacement of the directors who retired by rotation for the year 2022**

**Objective and Rationale:**

Article 15 of the Company's Articles of Association provides that the Board of Directors shall comprise not less than 5 members, and Section 71 of the Public Limited Companies Act and Article 17 of the Company's Articles of Association provide that at every annual general meeting of shareholders, one-third of the directors shall vacate office. If the number of directors cannot be divided exactly into three parts, the number of directors closest to one-third shall vacate office. Unless otherwise agreed among the directors, directors to vacate office in the first year and the second year after the registration of the company shall draw lots. In subsequent years, the director who remained in office for longest time shall vacate office. Directors vacating office may be re-elected.

At present, the Company's Board of Directors consist of 11 members and in the 2022 Annual General Meeting of Shareholders, there are 4 directors who are due to retire by rotation, namely:

Name	Position
1. Mr. Chali Sophonpanich	Director
2. Mr. Chatchaval Jiaravanon	Independent Director, Member of the Audit Committee, and Member of the Compensation and Nomination Committee
3. Mr. Chai Vinichbutr	Director
4. Mr. Panote Sirivadhanabhakdi	Director, Chairman of the Executive Committee, Member of the Compensation and Nomination Committee and Member of the Risk Management Committee

In nominating directors, the Company invited its individual shareholders, via the Stock Exchange of Thailand and on the Company's website, from July 5, 2021 to September 30, 2021, to propose the persons they deem appropriate to be nominated as directors. After such invitation period, there were no shareholders proposing any person to be nominated as directors.

The Compensation and Nomination Committee selected directors by considering persons who have knowledge, ability, experience and good professional track record, possess leadership, have vision, business ethics, good attitude toward the Company, and are able to devote full capabilities for the interests of the Company; and considering independence of the independent directors concerning their abilities to perform duties, including that such



independent directors must be able to provide opinions on an independent basis in accordance with the relevant rules and regulations. All such factors are considered in the process of nominating directors to ensure transparency for the shareholders.

The Compensation and Nomination Committee, without the participation of any member having interest therein, agreed to propose to the Board of Directors to consider proposing to the Annual General Meeting of Shareholders to consider the re-election of those retired independent directors and director to be the independent directors and the director of the Company for another term.

**Opinion of the Board:**

The Board of Directors, without the participation of any director having interest therein, has considered the matter with the recommendation of the Compensation and Nomination Committee which is in line with the nomination guideline set out by the Board of Directors and after considering carefully the profile of each director who is proposed to be elected as the Company's director, the Board of Directors was of view that the proposed directors and independent directors are appropriately qualified without prohibited characteristics under any applicable rules and laws, have knowledge, skills and expertise which will be benefits the organization, business ethic, vision, and good attitude toward the Company, and are able to devote their full capability for the interests of the Company and able to provide opinions on an independent basis in accordance with the relevant rules and regulations.

For the person in item no. 2, although the current term of his independent directorship plus the next term if being elected in this shareholders' meeting will be more than nine consecutive years; However, the Board of Directors has carefully considered that he is able to perform duties and give opinions independently in accordance with relevant rules. He is versatile with expertise and extensive experience in investment and digital & technology which is significantly relevant to the business of the Group moving forward. With a deep understanding of the developments and successive changes in the business operation of the Group, he has made great contributions by his opinions and recommendations. This is useful and leading to effective monitoring of the business performance of the Group.

The Board of Directors agrees with the Compensation and Nomination Committee to propose to the 2022 Annual General Meeting of Shareholders to consider and approve the appointment of Mr. Chali Sophonpanich, Mr. Chatchaval Jiaravanon, Mr. Chai Vinichbutr and Mr. Panote Sirivadhanabhakdi who are due to retire by rotation as the Company's independent directors and directors for another term.

Profiles of above four directors, number of shareholdings of the Company's ordinary shares, directorship or position of executive level in other listed companies and other business are set out in Enclosure 3.

**Voting:**

The resolution on this agenda item shall be approved by a majority vote of shareholders attending the Meeting and casting their votes. The approval for the appointment of each director shall be seek separately.

**Agenda 6      To determine and approve directors' remuneration for the year 2022**

**Objective and Rationale:**

To comply with Section 90 of the Public Limited Companies Act which stipulates that the payment of remuneration of directors shall be in accordance with the resolution of the shareholders meeting and Article 18 of the Company's Articles of Association which provides that directors shall be entitled to receive the remunerations in the forms of reward, meeting allowance, pension, bonus or other benefits in accordance with the Company's Articles of Association or the consideration of the shareholders' meeting.

According to the remuneration policy for directors, in determining the remuneration, the Company will take into account the appropriateness of the assigned duties, responsibilities, and the remuneration rate can be compared with other companies in the same industry with a similar size of business listed on the Stock Exchange of Thailand, whereby the remuneration must be sufficient to encourage the directors to efficiently perform their duties to meet the objectives and in accordance with the business goals and business strategies set by the Company through transparent process in order to build confidence for shareholder.

The Compensation and Nomination Committee has determined the compensation of the directors for the year 2022 by adhering to the directors' remuneration policy of the Company and comparing the remuneration with the average remuneration rate of other listed companies based on the survey report of the directors remuneration of the listed companies prepared by the Thai Institute of Directors and opines that it is appropriate to propose the same rates of the monthly remuneration and meeting allowance of director as provided to the directors in 2021. The details of the remuneration are as follows:

1. Monetary Compensation
  - 1.1 Meeting allowance and monthly remuneration for the year 2022

Unit: Baht/person	Chairman		Members	
	Meeting allowance (Per Meeting)	Remuneration (Per Month)	Meeting allowance (Per Meeting)	Remuneration (Per Month)
Remuneration for the Board of Directors	25,000	35,000	20,000	25,000
Remuneration for the Executive Committee	-	25,000	-	20,000
Remuneration for the Audit Committee	-	40,000	-	30,000
Remuneration for the Compensation and Nominating Committee	22,000	-	18,000	-
Remuneration for the Corporate Governance Committee	22,000	-	18,000	-
Remuneration for the Risk Management Committee	22,000	-	18,000	-

Remark: The director who is the management of the Company will not receive the director's remuneration.

The total amount of directors' remuneration including extra remuneration (if any) for the year 2022 shall not exceed 20,000,000 Baht (the same amount).

1.2 For extra remuneration, the Compensation and Nomination Committee's shall consider and allocate as appropriate, which shall be subject to the Company's performance, and duties and responsibilities of each director.

2. Non-Monetary Compensation are life and health insurance (group insurance), seminars and training fees, travel expenses and other expenses which are in relation to the performance as the directors.

**Opinion of the Board:**

The Board of Directors has agreed with the Compensation and Nominating Committee's proposal who consider the directors' remuneration payment based on the appropriateness of the scope of duties and responsibilities of each Committee, the director's knowledge, competency, experience and performance under current circumstances, including the expertise demanded by the Company during business expansion and the comparison to the reference data of the same industry. The Board of Directors, therefore, deems it appropriate to propose to the 2022 Annual General Meeting of Shareholders to consider and approve to maintain the amount of directors' remuneration including extra remuneration (if any) to not exceed 20,000,000 (Twenty Million) Baht, which is equal to the amount approved for year 2021.

**Voting:**

The resolution on this agenda item shall be approved by votes of no less than two-third of the total votes casted by shareholders attending the meeting.

**Agenda 7 To consider and approve the appointment of the auditor and the determination of the audit fee for the year 2022**

**Objective and Rationale:**

To comply with Section 120 of the Public Limited Companies Act and Article 38 of the Company's Articles of Association which stipulate that the Annual General Meeting of Shareholders shall appoint the auditor and determine an audit fee of the Company each year. In appointing the auditor, the former auditor may be re-appointed. In addition, the Notification of the Office of the Securities and Exchange Commission provides that listed companies shall rotate auditor once the auditor has performed duties in reviewing, auditing and providing opinion to the Company's financial statements for a total period of 7 years, whether it is consecutive or not. The company is allowed to appoint the such auditor to be the auditor of the Company when at least 5 consecutive accounting periods have passed.

In selecting the auditor for the year 2022, the Audit Committee has taken into account the past performance, experience, and preparedness of the auditor, and standards and reliability in their working performance, independence as well as the audit fee proposed by the auditor. The Audit Committee deemed it appropriate to appoint the auditors from KPMG Phoomchai Audit Limited to be the auditor of the Company and its subsidiary due to its high standard, expertise, independence and reasonable fee.

**Opinion of the Board:**

The Board of Directors concurred with the proposal of the Audit Committee and deemed it appropriate to propose to the 2022 Annual General Meeting of Shareholders to consider and approve the appointment of the following 5 auditors of KPMG Phoomchai Audit Limited as the Company's auditors, whereby any one of the auditors has the authority to audit and sign the Company's audit report. In the case that one of the auditors cannot perform the duty, the other auditor shall perform. The details of the auditors are as follows:

Name	CPA No.
1) Mr. Ekkasit Chuthamsatid	CPA Registration No. 4195 or
2) Ms. Yuvanuch Thepsongvaj	CPA Registration No. 5371 or
3) Ms. Vilaivan Ponlprasert	CPA Registration No. 8420 or
4) Ms. Kanokorn Phooriphanyawanit	CPA Registration No. 10512 or
5) Ms. Nadsasin Wattanapaisan	CPA Registration No. 10767

KPMG Phoomchai Audit Limited and the said auditors have no relationship and conflict of interest with the Company, its subsidiaries, executives, major shareholders or persons

related to those persons. Therefore, they are independent for audit and to express their opinion to the financial statement of the Company and its subsidiary. In addition, none of the said auditor has performed a duty as the Company's auditor for a duration exceeding the number of years stipulated by the relevant notification. Profile and working experience of the auditors are set out in the Enclosure 4.

For the audit fee for the year 2022, the Board of Directors concurred with the proposal of the Audit Committee and deemed it appropriate to propose to the shareholders to consider and approve the audit fee in the amount not exceeding 1,850,000 (One million eight hundred fifty thousand) Baht, which is equal to the amount approved for year 2021.

The comparison of the amount of audit fee for the year 2022, 2021 and 2020 are as follows:

(Unit : Baht)

	Year 2022 (12 months)	Year 2021 (12 months)	Year 2020 (12 months)
Audit Fee	1,850,000	1,850,000	1,950,000

The Company has no other non-audit services fees.

In addition, the same group of auditors from KPMG Phoomchai Audit Limited are also appointed as auditors of subsidiaries, associated companies and joint venture companies for the year 2022 as follows:

- Subsidiaries: Golden Land Property Development Public Company, Frasers Property Industrial (Thailand) Company Limited, Eco Industrial Services Company Limited, Frasers Property Industrial REIT Management (Thailand) Company Limited, Automation Assets Company Limited and Bangkok Logistics Park Company Limited
- Associated Companies: Frasers Property Thailand Industrial Freehold and Leasehold Real Estate Investment Trust
- Joint Venture Companies: Bangpakong Logistics Park Company Limited, Wangnoi Logistics Park Company Limited, STT GDC (Thailand) Company Limited and PBA Robotics (Thailand) Company Limited

However, other subsidiaries, associated companies and joint venture companies appointed auditors from other audit firms as per size of the companies. The Board of Directors will monitor the preparation of the consolidated financial statements to ensure that they are completed in time.

**Voting:**

The resolution on this agenda item shall be approved by a majority vote of the shareholders attending the Meeting and casting their votes.

**Agenda 8** To consider and approve the reduction of the Company’s registered capital and the amendment to Clause 4 of the Company’s Memorandum of Association regarding the registered capital to reflect the reduction of the Company’s registered capital

**Objective and Rationale:**

Article 136 of the Public Limited Companies Act provides that a company may increase its registered capital only when all of its shares have been issued and paid-up in full. The Company is required to reduce its registered capital by cancelling its existing 1,391,566,449 shares which is an authorized but unissued ordinary share and have a par value of 1 Baht per share in order for the Company to be able to increase its registered capital under the General Mandate as mentioned in the agenda items 9 and 10.

**Opinion of the Board:**

The Board of Directors deemed it appropriate to propose to the 2022 Annual General Meeting of Shareholders to consider and approve the reduction of the Company’s registered capital in the amount of 1,391,566,449 Baht from the existing registered capital of 3,710,843,868 Baht to the registered capital of 2,319,277,419 Baht by cancelling its 1,391,566,449 authorized but unissued ordinary shares at a par value of 1 Baht per share, the details of which are describe in Enclosure 5.

In addition, the Board of Directors deemed it appropriate to propose to the Annual General Meeting of Shareholders to consider and approve the amendment to Clause 4 of the Company’s Memorandum of Association regarding the registered capital to reflect the reduction of the Company’s registered capital by cancelling the existing provision and replacing it with the following provision:

New Provision

“Clause 4.	Registered capital	2,319,277,419 Baht	(Two Billion Three Hundred Nineteen Million Two Hundred Seventy-seven Thousand Four Hundred Nineteen Baht)
	Divided into	2,319,277,419 Shares	(Two Billion Three Hundred Nineteen Million Two Hundred Seventy-seven Thousand Four Hundred Nineteen Shares)
	With par value of	1 Baht	(One Baht)
	Divided into		

Ordinary shares	2,319,277,419 shares	Two Billion Three Hundred Nineteen Million Two Hundred Seventy-seven Thousand Four Hundred Nineteen Shares)
Preferred shares	“None”	

It is also proposed that the Board of Directors or persons appointed by the Board of Directors shall be authorized to perform any actions which necessary and relating to the reduction of the Company’s registered capital and the amendment to Clause 4 of the Company’s Memorandum of Association regarding the registered capital.

**Voting:**

The resolution on this agenda item shall be approved by votes of no less than three-quarters of the total votes casted by the shareholders attending the Meeting and having right to vote.

**Agenda 9**

To consider and approve the increase of the Company’s registered capital and the amendment to Clause 4 of the Company’s Memorandum of Association regarding the registered capital to reflect the increase of the Company’s registered capital

**Objective and Rationale:**

The Company has planned for the business expansion and growth on a continuous basis in order to generate income and profit which will generate returns to the shareholders. Therefore, in order to support the Company’s business expansion as targeted and to increase a capability in sourcing fund from capital market suitably and flexibly in the case the Company has necessity to use fund. The Board of Directors approved to propose to shareholder meeting to consider and approve the capital increase under the General Mandate.

**Opinion of the Board:**

The Board of Directors considered and deemed it appropriate to propose to the 2022 Annual General Meeting of Shareholders to consider and approve the increase of the Company’s registered capital under the General Mandate in the amount of 1,391,566,449 Baht from the existing registered capital of 2,319,277,419 Baht to the new registered capital of 3,710,843,868 Baht by issuing 1,391,566,449 newly-issued ordinary shares at a par value of 1 Baht per share.

Details of the increase of the Company’s registered capital under the General Mandate are describe in Enclosure 5.

In addition, the Board of Directors deemed it appropriate to propose to the Annual General Meeting of Shareholders to consider and approve the amendment to Clause 4 of the Company's Memorandum of Association regarding the registered capital to reflect the increase of the Company's registered capital by cancelling the existing provision and replacing it with the following provision:

New Provision

“Clause 4. Registered capital	3,710,843,868 Baht	(Three Billion Seven Hundred Ten Million Eight Hundred Forty-Three Thousand Eight Hundred Sixty-Eight Baht)
Divided into	3,710,843,868 shares	(Three Billion Seven Hundred Ten Million Eight Hundred Forty-Three Thousand Eight Hundred Sixty-Eight Shares)
With par value of	1 Baht	(One Baht)
Divided into		
Ordinary shares	3,710,843,868 shares	(Three Billion Seven Hundred Ten Million Eight Hundred Forty-Three Thousand Eight Hundred Sixty-Eight Shares)
Preferred shares	“None”	

It is also proposed that the Board of Directors or persons appointed by the Board of Directors shall be authorized to perform any actions which necessary and relating to the increase of the Company's registered capital and the amendment to Clause 4 of the Company's Memorandum of Association regarding the registered capital.

**Voting:**

The resolution on this agenda item shall be approved by votes of no less than three-quarters of the total votes casted by the shareholders attending the Meeting and having right to vote.

- Agenda 10** To consider and approve the allocation of newly-issued ordinary shares under the General Mandate in the amount of not exceeding 1,391,566,449 shares at a par value of 1 Baht per share\*



**Objective and Rationale:**

Following the proposal by the Board of Directors to the 2022 Annual General Meeting of Shareholders to consider and approve the increase of the Company's registered capital under the General Mandate as mentioned in the Agenda Item 9 above, the Board of Directors propose that the newly- issued ordinary shares under the General Mandate shall be allocated.

In this regard, the allocation of the newly-issued shares shall be completed within the date on which the Company holds its next annual general meeting of the shareholders or within the date on which the laws require the Company to hold its next annual general meeting of the shareholders, whichever is earlier.

Details of the allocation of newly-issued ordinary shares under the General Mandate are describe in Enclosure 5.

**Opinion of the Board:**

The Board of Directors considered and deemed it appropriate to propose to the 2022 Annual General Meeting of Shareholders to consider and approve the allocation of newly-issued ordinary shares under the General Mandate in the amount of not exceeding 1,391,566,449 shares at a par value of 1 Baht per share in the following manners:

- |        |     |   |
|--------|-----|---|
| Method | (1) | Shares allocation of not exceeding 695,783,225 shares, representing 30 percent of the Company's paid-up capital, by way of a rights offering;   |
| Method | (2) | Shares allocation of not exceeding 463,855,483 shares, representing 20 percent of the Company's paid-up capital, by way of a public offering;   |
| Method | (3) | Shares allocation of not exceeding 231,927,741 shares, representing 10 percent of the Company's paid-up capital, by way of a private placement. |

In addition, the Board of Directors deemed it appropriate to propose to the 2022 Annual General Meeting of Shareholders to authorize the Board of Directors of the Company with authority to do the followings:

- to consider the offering for sale of the Company's newly-issued ordinary shares whether for the shares to be offered in a single or multiple offering. In allocating the newly-issued ordinary shares by any or all of the methods under (1), (2), and (3), the increased paid-up capital shall not exceed 30 percent of the total paid-up capital or 695,783,225 shares as at the date on which the Board of Directors approves the capital increase. In the case of the allocation in accordance with the methods under (2) and (3), the increased paid-up capital

shall not exceed 20 percent of the total paid-up capital or 463,855,483 shares as at the date on which the Board of Directors approves the capital increase, and the methods under (2) and (3) of the offering price shall not be a price below the market price (pursuant to the Notification of the Capital Market Supervisory Board concerning the Application for and Granting of Permission to Offer Newly-Issued Shares to public offering or private placement). In this regard, the determination of offering price to be offered to the private placement shall be made in the view of maintaining the greatest interest of the Company and shareholders in general. The offering price shall not be lower than any price of these following prices (a) the volume weighted-average price of the shares trading on the SET in the past, for not less than 7 consecutive working days but not exceeding 15 consecutive working days prior to the date determining the offering price, with a discount not to exceed 10 percent of such price, or (b) the price determined by a process open to investors to express their intention to purchase newly-issued shares of the Company at the desired price level (book building), which is surveyed by a securities company (as per the regulations specified in Notification of the Capital Market Supervisory Board No. TorChor. 72/2558 (2015) Re: Approval for Listed Companies to Issue the Newly-Issued Shares to Specific Investors (including its amendments)),

- to determine the objectives, date and time of the offering, the offering price, and the details and conditions in relation to the allocation of the Company's newly-issued ordinary shares issued with the methods under (2) and (3), provided that the newly-issued ordinary shares shall not be allocated to connected persons under the Notification of the Capital Market Supervisory Board No. TorChor. 21/2551 (2008) Re: Rules on Connected Transactions and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions B.E. 2546 (2003) with respect to the offering of shares to the public or and for private placement; and
- to negotiate, accept and execute any relevant documents or agreements, including performing any acts necessary and appropriate for the purpose of the issuance and offering of newly-issued ordinary shares of the Company and to authorize the highest rank executive in the Company or persons appointed by the Board of Directors to have the power to carry out such actions as per the above.

**Voting:**

The resolution on this agenda item shall be approved by a majority vote of shareholders attending the Meeting and casting their votes.

\*Remark: Agenda items 8-10 are related to one another and are conditional upon one another. Therefore, if it is resolved to disapprove one of those agenda items, it shall be deemed that all approvals resolved relating to the others have been revoked. The remaining related agenda items will not be considered by the Meeting, and it shall be deemed that the Annual General Meeting of Shareholders disapproved agenda items 8-10.

#### **Agenda 11      Other Matters (if any)**

The Company would like to invite the shareholders to attend the Annual General Meeting of Shareholders for the year 2022 on Wednesday, January 12, 2022, at 14.00 hours via electronic means. In this regard, the Company would like to ask you to study the rules for attending the shareholders' meeting via electronic media (E-AGM) and proxy, the details of which are shown in Enclosure 7. The Company will conduct the meeting under the Company's Articles of Association as describe in Enclosure 6.

If any shareholder cannot attend the meeting in person and wish to appoint an independent director of the Company to attend the meeting and vote on their behalf, such shareholder can appoint an independent director of the Company as listed in Enclosure 8, and sending the Proxy Form enclosed hereto as Enclosure 10 together with supporting documents to Company Secretary at Frasers Property (Thailand) Public Company Limited, 20 Floor, Mitrtown Office Tower, 944 Rama IV Road, Wang Mai Sub-district, Pathumwan District, Bangkok 10330, or email TH.FPT.CS@frasersproperty.com by providing documents to the Company by Monday, January 10, 2022.

For convenience, if any shareholder wishes to appoint another person to attend and vote on his/her behalf in this meeting, such shareholder can complete and sign the Proxy Form B enclosed hereto as Enclosure 10, or download Proxy Form A or Form B or Form C (Form C is used in the case of foreign shareholders who appointed a custodian in Thailand as a stock depository and keeper only) at [www.frasersproperty.co.th](http://www.frasersproperty.co.th). by choosing only one of the specified types.

In addition, the Company determined the Record Date for specifying the names of shareholders who are entitled to attend the 2022 Annual General Meeting of Shareholders on Tuesday, November 23, 2021.

Yours faithfully,

(Mrs. Prasnee Surastian)

Company Secretary

Telephone number: 02-483-0000 Ext.0507, 4372, 0504

**Minutes of the 2021 Annual General Meeting of Shareholders  
Conducted Through Electronic Means (E-AGM) of  
Frasers Property (Thailand) Public Company Limited**

The 2021 Annual General Meeting of Shareholders (the “**Meeting**”) was convened on 13 January 2021, at 14.00 hrs., through live broadcasting from Victor Club 3-4, 7<sup>th</sup> Floor, Mitrtown Office Tower, No. 944, Rama 4 Road, Wang Mai Subdistrict, Pathum Wan District, Bangkok 10330 (“**E-AGM**”).

Mr. Chainoi Puankosoom, Chairman of the Board, presided as the Chairman of the Meeting (the “**Chairman**”), and Miss Prasnee Surastian, Company Secretary, acted as the Secretary to the Meeting. There were directors, executives, auditors, and legal advisors attending the Meeting, as follows:

**Directors attending the Meeting in person:**

Mr. Chainoi Puankosoom	Chairman of the Board, Independent Director, Chairman of Compensation and Nomination Committee, Chairman of Corporate Governance and Sustainable Development Committee, and Member of Audit Committee
Mr. Panote Sirivadhanabhakdi	Director, Chairman of the Executive Committee, Member of Compensation and Nomination Committee, and Member of the Risk Management Committee
Assoc. Prof. Tithiphan Chuerboonchai	Independent Director, Chairman of Audit Committee, Member of the Risk Management Committee and Member of Corporate Governance and Sustainable Development Committee
Mr. Chatchaval Jiaravanon	Independent Director, Member of Audit Committee and Member of Compensation and Nomination Committee
Mr. Sithichai Chaikriangkrai	Director and Member of the Executive Committee

**Directors attending the Meeting through ZOOM program:**

Mr. Chali Sophonpanich	Director
Mr. Chotiphat Bijananda	Director and Chairman of the Risk Management Committee
Mr. Chai Vinichbutr	Director
Mr. Uten Lohachitpitaks	Director, Member of the Executive Committee, Member of the Risk Management Committee, and Member of Corporate Governance and Sustainable Development Committee

**Executives in attendance:**

Mr. Thanapol Sirithanachai	Country Chief Executive Officer and Chief Executive Officer of Commercial Real Estate Group
Mr. Saenphin Sukhee	Chief Executive Officer of Housing Real Estate
Mr. Sopon Racharaksa	Chief Executive Officer of Industrial Real Estate
Mr. Somboon Wasinchutchawal	Chief Financial Officer
Mr. Supparat Sivapetchranat	Chief Technology and Digital Officer

Singhara Na Ayutthaya

Miss Prasnee Surastian

Executive Vice President and Company Secretary

**Auditors in attendance:**

Mrs. Wilai Buranakittisopon

KPMG Phoomchai Audit Ltd. (attended through ZOOM program)

**Legal Advisor in attendance:**

Mrs. Veeranuch Thammavaranucpt

Weerawong, Chinnavat & Partners Ltd.

Before the Meeting started, the Company opened a video which demonstrated the method of system usage for vote casting and method in submitting shareholder's questions.

The Meeting started at 14.00 hrs.

The Chairman welcomed the shareholders attending the Meeting and informed them that due to the situation of COVID-19 outbreak, the Company's Board of Directors had resolved to change the platform of the meeting from attending the 2021 Annual General Meeting of Shareholders in person to holding the Annual General Meeting of Shareholders through electronic meeting platform (E-AGM). The Company had informed the shareholders of the change of the Meeting platform via communication channel of the Stock Exchange of Thailand ("SET") along with the letter sending to all the shareholders through post on 25 December 2020.

For this Annual General Meeting of Shareholders, the Company scheduled the date for determination of shareholders who were entitled to attend the 2021 Annual General Meeting of Shareholders (Record Date) to be on Monday, 14 December 2020. Currently, the Company's paid-up capital is THB 2,319,277,419 with the par value of THB 1 per share, representing 2,319,277,419 shares with rights to attend the Meeting from the total of 3,669 shareholders. For this Annual General Meeting of Shareholders, there were 8 shareholders, holding 24,652,486 shares, attending the Meeting in person, and 86 shareholders, holding 2,082,671,116 shares, attending the Meeting by proxy, totaling 94 shareholders, holding 2,107,323,602 shares, representing 90.8612 percent of the total issued shares of the Company. A quorum was thus constituted in accordance with the Company's Articles of Association.

The Chairman declared the 2021 Annual General Meeting of Shareholders duly convened and individually introduced the total 9 directors, which is in a proportion of 100% of the total directors, the executives, Company's auditor and legal advisors attending this Annual General Meeting of Shareholders. The Chairman invited an independent auditor to act as a witness in the vote counting and to supervise the shareholder meeting is conducted transparently, in accordance with the law and the Company's Articles of Association. Mr. Pawipat Chinsawangwattanakul, from KPMG Phoomchai Audit Ltd., volunteered to be the witness in the vote counting.

The Chairman informed the Meeting that, to promote good corporate governance and to treat all shareholders equally, before this Annual General Meeting of Shareholders, the Company provided shareholders an opportunity to propose any matters for the Board of Directors to consider and add them to the list of agendas for this Meeting in advance via the communication channel of the SET and the Company's website from 30 June 2020, but no shareholders proposed any additional agendas.

Then, the Chairman assigned Miss Prasnee Surastian, Company Secretary, to inform the Meeting of the procedures for vote casting and vote counting for each agenda.

Miss Prasnee Surastian, Company Secretary, clarified the procedures for vote casting and counting on each agenda, as follows:

- For this Annual General Meeting of Shareholders, the Company has used the electronic meeting platform system provided by Quidlab Co., Ltd., who is a service provider of E-AGM system that is in accordance with the standards of hosting electronic meeting platform of the Electronic Transaction Data Agency (ETDA). The shareholders attending the meeting can view the live broadcast throughout the Meeting and results of each agenda.
- The number of voting rights of each shareholder shall be equivalent to the number of shares he or she holds in the Company, whereby one share is equivalent to one vote.
- With respect to the vote casting and the vote counting on each agenda, the Company shall count the votes of the shareholders attending the Meeting through E-AGM and by proxy, which is recorded in advance at the registration when the proxies registered to attend the Meeting. If a shareholder does not specify his or her intention on voting with respect to any agenda in advance or unclearly specifies his or her intention, the proxy shall be entitled to cast votes as he or she deems appropriate by clicking on to the voting menu. The vote counting shall be conducted in three methods, as follows:
  - 1) The votes on an agenda for which the approval thereon requires a majority vote of the shareholders attending the Meeting and casting their votes shall be counted by only accumulating the votes of approval or disapproval cast by the shareholders who cast their vote. The votes of abstention shall be excluded.
  - 2) The votes on an agenda for which the approval thereon requires votes of not less than two-thirds of the total votes of the shareholders attending the Meeting shall be counted by accumulating all votes of approval, disapproval, and abstention casted by the shareholders attending the Meeting.
  - 3) The votes on an agenda for which the approval thereon requires votes of not less than three-fourths of the total votes of the shareholders attending the Meeting and eligible to vote shall be counted by accumulating all votes of approval, disapproval, and abstention cast by the shareholders attending the Meeting and eligible to vote.

The shareholder is able to cast their vote in each agenda by voting for approval, disapproval or abstention by clicking the menu to vote in the system during the period that the casting of vote is opened for each agenda. The Company would provide sufficient time for vote casting. If the shareholder or the proxy does not make any mark, it will be considered as a vote of approval.

In the case of a custodian that had submitted the proxy form and indicated their vote, the Company has already proceeded to collect such votes in the system.

For Agenda 2, no votes are required, as the purpose of the agenda is to acknowledge the Board of Directors' report of the operating results of the Company for the year ended 30 September 2020. For Agenda 5, which covers the consideration and approval for the replacement of the directors due to retire by rotation for the year 2020-2021 and for Agenda 6 is to consider and approve the increase of the number of directors and the appointment of new directors. For the purpose of transparency, it is requested that the Meeting consider the election on a person-by-person basis by using the voting procedure as set out above.



Agenda 10 which is an agenda regarding the reduction of the Company's registered capital and the amendment to Clause 4 of the Company's Memorandum of Association regarding the registered capital to reflect the reduction of the Company's registered capital; Agenda 11 which is an agenda regarding the increase of the Company's registered capital and the amendment to Clause 4 of the Company's Memorandum of Association regarding the registered capital to reflect the increase of the Company's registered capital; and Agenda 12 which is an agenda regarding the allocation of newly issued shares by the Company's General Mandate (General Mandate) are related to and conditional upon each other. If any of the agendas are not approved by the Meeting, it shall be deemed that any such previous agenda which were approved by this Meeting have been canceled and there shall be no further proposal of any agenda for consideration by this Meeting. The Company will inform of the 3 agendas continuously and then later allow for casting of votes for each agenda at the same time.

Any votes cast in the following manner shall be considered invalid or voided and shall not be counted:

- 1) Vote with more than one mark in the spaces provided, except in the case of a custodian;
- 2) Vote casted with a vote expressing conflict of intent, except in the case of a custodian;

Prior to the voting on each agenda, the Chairman will give shareholders an opportunity to ask questions and express their opinions concerning such agenda as the Chairman deems appropriate. The shareholders or proxies who wish to ask questions or express their opinions shall type such questions or expression through the chat-box in the system. The shareholders may begin to type their questions since the Meeting began.

In order to prevent the Meeting from having to wait for the results of the vote counting of each agenda under discussion, it is proposed that the Meeting continue discussing the next agenda without waiting for the result, and after such next agenda is concluded and the vote casting in the system is concluded, the Company will inform the Meeting of the voting result of the preceding agenda by showing the score result on the screen in four digits decimals. When the voting result of each agenda has been announced, it will be considered that the voting result of such agenda has been finalized.

In addition, the Company asked a representative from Weerawong, Chinnavat & Partners Ltd., the legal advisor, to act as an inspector to the vote counting to ensure that the Meeting is conducted transparently, in accordance with the law and the Company's Articles of Association.

The Chairman then conducted the Meeting in accordance with the agenda stipulated in the notice of this Meeting, as follows:

**Agenda 1: To certify the Minutes of the 2020 Annual General Meeting of Shareholders, held on 24 January 2020**

The Chairman proposed that the Meeting consider and certify the Minutes of the 2020 Annual General Meeting of Shareholders, held on 24 January 2020. The details of which are set out in the copy of the minutes delivered to the shareholders along with the notice of this Meeting.

There were no shareholders who asked any further questions or expressed any opinions on this agenda. The Chairman then proposed that the Meeting cast votes and informed the Meeting that the resolution on this agenda shall be passed by a majority vote of the shareholders attending the Meeting and casting their votes.

**Resolution:** The Shareholder Meeting resolved by a unanimous vote to resolve to certify the Minutes of the 2020 Annual General Meeting of Shareholders held on January 24, 2020, with the following votes:

Resolution	Number of votes (1 share = 1 vote)	Percentage of total votes cast by the shareholders attending the Meeting and casting their votes
Approved	2,107,337,859	100.0000
Disapproved	0	0.0000
Total votes of the shareholders attending the Meeting and casting their votes	2,107,349,759	
Abstained	11,900	
Voided ballot(s)	0	

**Remark:** On this agenda, there were an additional 5 shareholders attending the Meeting, representing 26,157 shares, resulting in the total number of shareholders attending the Meeting being 99 persons, representing a total of 2,107,349,759 shares, equivalent to 90.8623 percent of the total issued shares of the Company.

**Agenda 2: To acknowledge the Board of Directors' report of the operating results of the Company for year ended 30 September 2020**

The Chairman invited the shareholders to view a video regarding the operating results of the Company as well as delegated Mr. Thanapol Sirithanachai, Country Chief Executive Officer and Chief Executive Officer of Commercial Real Estate Group, to report a summary of the operating results of the Company for the year 2020 to the Meeting.

Mr. Thanapol Sirithanachai, Country Chief Executive Officer and Chief Executive Officer of Commercial Real Estate Group, reported that a group of Frasers Property Limited ("**Frasers Property Limited**") having a history of longer than 138 years, is an international company investing in several businesses such as commercial real estate, industrial real estate, housing real estate as well as hotel real estate. It began eight years ago, by TTC Group to investing in Frasers Property Limited in Singapore, with Mr. Panote Sirivadhanabhakdi as Chief Executive Officer of the Group, until the business expanded to more than 20 countries making Frasers Property Limited in Singapore to have expertise in investment and development of all forms of real estate business. Later, Frasers Property Group in Singapore became a major shareholder in the Company (previously Ticon Industrial Connection Public Company Limited) 3 years ago as well as changing the Company name to Frasers Property (Thailand) Public Company Limited with the objective of making the Company into an integrated real estate industry business. In 2019, the Company entered a transaction to acquire Golden Land Property Development Public Company Limited ("**GOLD**"). From acquiring such business, apart from affecting the investment business of Frasers Property Group in Thailand, it had also led to development of One Bangkok Project which is the real estate development of Frasers Property Limited in Singapore as well as a platform for the Company to grow into a fully integrated real estate company, industrial real estate, housing real estate, and commercial real estate, with an experienced and expert executive manager to look after the operations of the business to ensure its continuity and sustainability, strengthening the Company, especially in regards of the asset which had doubled. The value of the Company's assets is approximately THB 93,000 million. In regards of the sales of the two companies over three businesses, there is a growth of up to THB 24,090 million and a projection that it will continuously expand.

Currently, for the housing real estate business, the Company currently has launched a sale of 60 projects, 37 townhouses, and 23 detached houses and semi-detached houses in Bangkok, suburbs and



in other provinces. In terms of operation results of the year 2020, the Company launched a sale of a total of 17 projects (estimated value of THB 20,000 million). Even in the midst of the COVID-19 outbreak, there was a slight decrease in revenue, the revenue could be recognized at THB 14,600 million. For the year 2021, the Company found that customer still having demand in horizontal residences. The Company still have projects which is ready to launch of 24 projects (estimated value of THB 30,000 million).

For the industrial warehouse business, with the expansion of E-Commerce in the previous year as well as the slowing down of import and export of foreign goods in which the need for warehouse is increased, the Company was able to maintain the rental rate regardless of whether it is a factory or a warehouse. The Company has been constructing warehouses to meet the specific needs of customers such as cold chain warehouse of HAVI Logistics (Thailand) Co., Ltd. or "HAVI" and distribution center of Central Group, and ready built warehouse which can be modified to suit the needs of the customer. There is a trend that the Company will develop and construct in the year 2021.

For commercial business, such as buildings, office buildings, located in the middle of Bangkok, the Company is still able to maintain a rental rate of approximately 93%. The buildings that were affected were hotels, but the effect can be considered as minimal once compared to the total revenue of the Company. Even though the Company's shopping mall business is affected, with the business strategy and location of the shopping mall, the Company was able to recover and bring customers back to use its services.

As informed, the integration business allowed the Company to have a diversification. Apart from creating strength to the organization, especially by diversifying the risks, it also allows the Company to be able to handle a crisis once it occurs. This also assisted the Company to improve and reduce redundant costs efficiently in order to continue its operations and compete with other companies. For the year 2021, what the Company have to focus on is maintaining the revenue and controlling cost in order to cope with the coming economic crisis as well as integrating all three types of businesses together, developing employees' potential, and expanding the brand perception of Frasers Property in Thailand.

For the past performance, the Company has been steadily growing. The Company was able to generate a revenue of approximately THB 20,490 million in the year 2020, which was for the latest year.

In this regard, Mr. Thanapol Sirithanachai, Country Chief Executive Officer and Chief Executive Officer of Commercial Real Estate Group, delegated Mr. Somboon Wasinchutchawal, Chief Financial Officer, to report all of the numerical details.

Mr. Somboon Wasinchutchawal, Chief Financial Officer, reported that the revenue from the sale of real estate was THB 14,648 million or 5.8 percent decreasing from the previous year, due to slow down of customer's decision-making due to the economic conditions. The Company tried to reduce the impact by launching new projects, as mentioned above, which increased new customers. In addition, some customers that had to work from home tended to be more interested to buy detached house and townhouses because it is more comfortable to live in, and the Company expanded its projects to other provinces, allowing the Company to be able to maintain its sale. The most affected revenue is from the hotel business, which the revenue decreased by THB 234 million or 41 percent due to suspension of international travelling and lockdown. Even though the Company was able to realize its profits for the two serviced apartments where there are still long-term lessees. For the rental and service business of buildings, factories, warehouses, and office buildings, the revenue from rent only decreased by 0.2 percent even though the Company provided relief and measures to customers who were affected. Thus, it can be concluded that, as the Company had diversified its risks to several groups of businesses, the Company's revenue was not as affected as it should have been.

In regards of the Company's expenses, although there was a proportionate decrease of the revenue, certain types of expenses that were fixed costs such as depreciation and employee expenses, were still retained and could not be reduced. For such reasons, the Company's profit for this year decreased by THB 2,840 million or 18 percent comparing to the previous year, which is considered to be heavily affected. For the profit of the shareholders' equity of the parent company, there was an increase to THB 2,791 million, which is an increase of THB 1,000 million or approximately 56 percent. As the Company has to consolidate GOLD's operational results by recognizing the revenue incurred in all accounting period, as the comparison of the financial statements is on a year-by-year basis, although the Company can only recognize and account for only two months of the profit in regards of the shareholders' equity because the Company has purchased the shares of GOLD in August 2019. With such reasons, the earning per share of the Company increased from THB 0.96 per share to THB 1.34 or 40 percent.

With respect to the Company's financial statement, the Company's total assets increased by approximately THB 93,169 million or 0.9 percent, which is mostly due to increase of real estate that are in projects being developed by the Company, and it is the asset from purchasing of land from the beginning of October 2019 until January 2020, prior to the outbreak of COVID-19. Since the outbreak of COVID-19, the Company has delayed additional purchase of new land and delayed the construction of houses in order to partially reduce inventories and sell houses to clear some of inventories. In 2020, the Company also jointly invested in a company and joint venture according to the original operation plan, and the Company expects to delay additional investment in the subsequent year.

With respect to the Company's liabilities, there was a decrease of THB 3,444 million or 5 percent. The interest-bearing debt decreased as well. With respect to the shareholders' equity, there was an increase of THB 4,250 million, which resulted from the offering of newly issued ordinary shares to the existing shareholders of the Company in proportion to their shareholding (Right Offering) of 302.5 million shares, totaling THB 3,206.7 million. The Company issued 302.5 million newly-issued ordinary shares resulting in it receiving a total of THB 3,206.7 million which helped the base of the Company's capital to strengthen, resulting in the Company to be able to maintain its financial strength and TRIS (a credit rating agency) to grant an A - ranking of creditability to the Company, which is considered to be a steady projection based on the Company's past operational results. This reflect that the past operation results and financial status of the Company remains strengthen and remains unchanged even it is in the crisis.

Mr. Somboon Wasinchutchawal, Chief Financial Officer, then invited the Chairman to proceed with the Meeting.

Afterwards, the Chairman gave the shareholders the opportunity to ask questions and express their opinions on this agenda.

Mr. Piyapong Prasartthong, a shareholder, asked whether the Company has a plan to issue debentures or warrants in order to maintain liquidity of the Company which was affected by the COVID-19 outbreak or to invest in real estate development projects such as One Bangkok Project.

Mr. Somboon Wasinchutchawal, Chief Financial Officer, informed that the Company is still considering the plan to issue debentures this year. The Company had issued and offered debentures that will mature in 2021 for approximately THB 8,300 million. The Company does not expect to issue a total of 8,300 debentures to compensate for the existing debentures upon maturity. The Company may find other facilities from other sources such as profit or operating cash flow from the Company's operations to compensate. The Company may issue some additional debentures but not 100%. For warrant, the Company still has no plan to issue at this time. For One Bangkok Project, it is not related to the Company in any ways.

Mr. Panote Sirivadhanabhakdi, the Director, further clarified that One Bangkok Project is an investment by Frasers Property Limited in Singapore, which is separated from the Company. Therefore, the Company will not bring the investment of Frasers Property Limited in Singapore to clarify in this Meeting.

Mr. Piyapong Prasartthong, a shareholder, asked further regarding the percentage of GOLD's shareholders that are left and whether there is a plan for GOLD's shareholders to be a part of the Company.

Mr. Somboon Wasinchutchawal, Chief Financial Officer, answered that, at present, the Company holds approximately 99.54 percent of shares in GOLD. There approximately 0.004 percent proportion of person who holds share in GOLD. The Company has no plans for stocks swap in any way, however, if GOLD's shareholder intends to purchase the Company's shares, they will be able to do so by purchasing the Company stock in the SET.

There were no shareholders who asked any further questions or expressed any further opinions on this agenda. The Chairman then informed the Meeting that this agenda was only for acknowledgment, no voting was required.

**Resolution:** The Shareholder Meeting acknowledged the Board of Directors' report of the operating results of the Company for year ended 30 September 2020 as presented.

**Agenda 3: To consider and approve the statement of financial positions and the profit and loss statement for the year ended 30 September 2020**

The Chairman proposed that the Meeting consider and approve the statement of financial positions and the profit and loss statement for the year ended 30 September 2020, which were audited by KPMG Phoomchai Audit Ltd., the certified public accountant of the Company. The certified public accountant was of the opinion that such financial statements showed financial positions and operating results which were prepared fairly and accurately, in all material aspects, in accordance with the Thai Financial Reporting Standards. The financial statements received approval from the Audit Committee and the Board of Directors. The details of which are set out in the Annual Report of the Company delivered to shareholders together with the notice of this Meeting, in which the essence of the financial information was presented in the previous agenda.

There were no shareholders who asked any questions or expressed any opinions on this agenda. The Chairman then proposed that the Meeting cast votes and informed the Meeting that the resolution on this agenda shall be passed by a majority vote of the shareholders attending the Meeting and casting their votes.

**Resolution:** The Shareholder Meeting resolved by a unanimous vote to approve the audited financial statements for the year ended 30 September 2020, with the following votes:

Resolution	Number of votes (1 share = 1 vote)	Percentage of total votes cast by the shareholders attending the Meeting and casting their votes
Approved	2,107,349,759	100.0000
Disapproved	0	0.0000
Total votes of the shareholders attending the Meeting and casting their votes	2,107,349,759	
Abstained	0	
Voided ballot(s)	0	

**Agenda 4: To consider and approve the allocation of profits as a legal reserve, and the dividend payment for the year ended 30 September 2020**

The Chairman delegated Mr. Somboon Wasinchutchawal, Chief Financial Officer, to inform the Meeting of the details regarding this agenda.

Mr. Somboon Wasinchutchawal, Chief Financial Officer, informed the Meeting that the Section 116 of the Public Limited Companies Act B.E. 2535 (1992) (as amended) and Article 41 of the Company's Articles of Association provides that the Company shall allocate no less than 5 percent of its annual net profit, less the accumulated losses brought forward (if any), to be a legal reserve fund until this fund attains an amount of no less than 10 percent of registered capital of the Company.

At present, the Company's registered capital is THB 3,226.82 million and has to have a legal reserve amounted to THB 322.68 million. As of 30 September 2020, the Company has a legal reserve as per the separated financial statement of THB 293.46 million. Therefore, for the year 2019 - 2020, the Company has to allocate the portion of annual net profit as a legal reserved fund in the amount of THB 29.21 million, or 2.05 percent of the net profit under the separated financial statements, which does not need to be a legal reserve of up to 5 percent of the net profit because THB 29.21 million is sufficient for the Company to have a reserve fund as specified by the law which is THB 322.68 million.

With respect to the dividend payment, the Company has a policy of dividend payment to shareholders amounting to no less than 40 percent of net profit after deductions of tax under the consolidated financial statements. The dividend payment will be based on the operating results of the Company, financial position, and other factors relevant to the Company's business operation, as appropriate. For the year ended 30 September 2020, the Company has a net profit in regards of the shareholders' equity of the parent company of THB 2,791.48 million, the Board of Directors deemed it appropriate to propose that the Meeting approves the dividend payment from the net profit of the Company, at the rate of THB 0.60 per share, totaling to THB 1,391.57 million, or 50 percent of the net profit attributable to owners of the parent company, which is a higher rate compared to the previous year which had a divided payment at the rate of THB 0.46 per share.

Therefore, the Company has scheduled 14 December 2020 as the date to record the names of shareholders who are entitled to dividend payments, and 11 February 2021 as the date of the dividend payment.

There were no shareholders who asked any questions or expressed any opinions on this agenda. The Chairman then proposed that the Meeting cast votes and informed the Meeting that the resolution on this agenda shall be passed by a majority vote of the shareholders attending the Meeting and casting their votes.

**Resolution:** The Shareholder Meeting resolved by a unanimous vote to approve the allocation part of the annual net profits amounting to THB 29.21 million as a legal reserve, and approved the dividend payment in cash for the operational results for the year ended 30 September 2020 at the rate of THB 0.60 per share, totaling to the amount of THB 1,391.57 million or 50 percent of the net profit attributable to owners of the parent company which is in accordance with the dividend policy, as well as the scheduling of 14 December 2020 the date to record the names of shareholders who are entitled to dividend payments (Record Date), and 11 February 2021 as the date of the dividend payment, with the following votes:

Resolution	Number of votes (1 share = 1 vote)	Percentage of total votes cast by the shareholders attending the Meeting and casting their votes
Approved	2,107,349,759	100.0000
Disapproved	0	0.0000
Total votes of the shareholders attending the Meeting and casting their votes	2,107,349,759	
Abstained	0	
Voided ballot(s)	0	

**Agenda 5: To consider and approve the replacement of the directors due to retire by rotation for the year 2020-2021**

The Chairman informed the Meeting that the Public Limited Companies Act B.E. 2535 (1992) (as amended) and Article 17 of the Company's Articles of Association provide that at every annual general meeting of shareholders, one-third of the directors who have held office longest shall vacate office in sequence. Directors vacating office may be re-elected. In this Annual General Meeting of Shareholders, there are three directors retiring by rotation, namely:

1. Mr. Chotiphat Bijananda Director and Chairman of the Risk Management
2. Mr. Uten Lohachitpitaks Director, Member of the Executive Committee, Member of the Risk Management Committee, and Member of Corporate Governance and Sustainable Development Committee
3. Mr. Sithichai Chaikriangkrai Director and Member of the Executive Committee

To comply with the good corporate governance principles of the Company and to enable the shareholders to independently cast votes, Mr. Chotiphat Bijananda, Mr. Uten Lohachitpitaks, and Mr. Sithichai Chaikriangkrai requested to leave the meeting room and ZOOM during the consideration of this Agenda 5.

The Chairman then informed the Meeting that during the period from 1 July 2020 – 30 September 2020, the Company invited shareholders to propose the names of qualified persons to be elected as directors and to propose the list of names to the shareholders' meeting to be elected as the Company's director via the communication channel of the SET and the Company's website. After such invitation period, there were no shareholders proposing any persons to be elected as directors.

The Board of Directors, excluding the interested directors, considered and approved the proposal of the Nomination Committee, and deemed it appropriate to propose the shareholders' meeting to elect Mr. Chotiphat Bijananda, Mr. Uten Lohachitpitaks, and Mr. Sithichai Chaikriangkrai, directors retiring their office by rotation, to hold office as directors for another term, since these three directors are knowledgeable, skilled, competent, experienced and experts in the business of the Company. Further, they have good morale, vision and perspective and are ready to fully carry out their duty to the best of their efforts. Further, they are fully qualified under the Public Limited Companies Act and possess no prohibited characteristics of directors as prescribed by the Securities and Exchange Commission ("SEC").



There were no shareholders who asked any questions or expressed any opinions on this agenda. The Chairman then proposed that the Meeting cast votes for each director on an individual basis and informed the Meeting that the resolution on this agenda shall be passed by a majority vote of the shareholders attending the Meeting and casting their votes.

**Resolution:** The Shareholder Meeting resolved by a unanimous vote to approve replacement of 3 directors due to retire by rotation by re-electing such directors to hold office for another term, by having a resolution on an individual basis, with the following votes:

**1) Mr. Chotiphat Bijananda**

Resolution	Number of votes (1 share = 1 vote)	Percentage of total votes cast by the shareholders attending the Meeting and casting their votes
Approved	2,107,349,759	100.0000
Disapproved	0	0.0000
Total votes of the shareholders attending the Meeting and casting their votes	2,107,349,759	
Abstained	0	
Voided ballot(s)	0	

**2) Mr. Uten Lohachitpitaks**

Resolution	Number of votes (1 share = 1 vote)	Percentage of total votes cast by the shareholders attending the Meeting and casting their votes
Approved	2,107,349,759	100.0000
Disapproved	0	0.0000
Total votes of the shareholders attending the Meeting and casting their votes	2,107,349,759	
Abstained	0	
Voided ballot(s)	0	

**3) Mr. Sithichai Chaikriangkrai**

Resolution	Number of votes (1 share = 1 vote)	Percentage of total votes cast by the shareholders attending the Meeting and casting their votes
Approved	2,107,349,759	100.0000
Disapproved	0	0.0000
Total votes of the shareholders attending the Meeting and casting their votes	2,107,349,759	
Abstained	0	
Voided ballot(s)	0	

**Agenda 6: To consider and approve the increase of the number of directors and the appointment of the new directors for the Company**

The Chairman informed the Meeting that, after making a tender offer for GOLD and the merger of business with GOLD, it caused the Company to double in size of business, and the business became more diversified and complex. Therefore, the Nomination Committee has proposed the Board of Directors to consider and approve the increase in the number of directors by nominating and appointing 2 new directors from 9 (current number of directors of the Company) to 11 directors.

The Nomination Committee and the Board of Directors has conducted the nomination of directors by considering the individuals who possessed knowledge, competency, experiences, and good work history, along with leadership, broad visions, morale, and good attitude towards the organization, being able to devote sufficient time which is beneficial to the Company's business conduct. The Nomination Committee had considered and screened with care, caution in every aspect by considering in all aspects including the independence of the directors which must comply with the regulations specified by the SEC and have efficiency to perform their duty by expressing their opinions independently. The nominating process was transparent in order build confidence of the shareholders. Therefore, the Nomination Committee finds it appropriate to propose to the shareholders' meeting to approve the appointment of 2 new directors; namely Mr. Thanapol Sirithanachai in the position of Director and Mrs. Busaya Mathelin as the Director and Independent Director.

To comply with the good corporate governance principles of the Company and to enable the shareholders to independently cast votes, Mr. Thanapol Sirithanachai requested to leave the meeting room during the consideration of this Agenda 6.

The Chairman further informed to the Meeting that the background and information relating to the 2 proposed directors appear as information of the persons proposed to be appointed as director and independent director which has been delivered to the shareholders along with the notice of the Meeting. The increase in the number of directors of the Company would result in the total number to be 11 directors, consisting of 4 independent directors from 11 directors, representing 36% or has more than one-third of the total number of directors in accordance with the requirements as specified by the SET and the SEC. If Mrs. Busaya Mathelin is appointed, Mrs. Busaya Mathelin would be the first female director of the Company.

In addition, the Chairman proposed that the Meeting consider and approve the authorization to the person delegated by the authorized director to proceed with the registration for the change of director to competent governmental organization and/or to perform any related actions which deems necessary and appropriate for the registration for the change of director of the company to be completely completed, as approved by the Meeting.

There were no shareholders who asked any questions or expressed any opinions on this agenda. The Chairman then proposed that the Meeting cast votes for each director on an individual basis and informed the Meeting that the resolution on this agenda shall be passed by a majority vote of the shareholders attending the Meeting and casting their votes.

**Resolution:** The Shareholder Meeting resolved by a unanimous vote to approve the increase of the number of directors, the appointment of 2 new directors and approved for the authorized director to delegate a person to proceed with the amendment in registration of the change in the names of directors with the relevant government authority and/or other related procedures necessary and appropriate to completely complete the amendment of the list of the Company's directors, as approved by the Meeting, with the following votes:

**1) Mr. Thanapol Sirithanachai**

<b>Resolution</b>	<b>Number of votes (1 share = 1 vote)</b>	<b>Percentage of total votes cast by the shareholders attending the Meeting and casting their votes</b>
Approved	2,107,349,759	100.0000
Disapproved	0	0.0000
Total votes of the shareholders attending the Meeting and casting their votes	2,107,349,759	
Abstained	0	
Voided ballot(s)	0	

**2) Mrs. Busaya Mathelin**

<b>Resolution</b>	<b>Number of votes (1 share = 1 vote)</b>	<b>Percentage of total votes cast by the shareholders attending the Meeting and casting their votes</b>
Approved	2,107,337,859	100.0000
Disapproved	0	0.0000
Total votes of the shareholders attending the Meeting and casting their votes	2,107,349,759	
Abstained	11,900	
Voided ballot(s)	0	

**Agenda 7: To consider and approve the directors' remuneration for the year 2020-2021**

The Chairman asked Mr. Thanapol Sirithanachai, the Secretary of the Compensation Committee, to inform the Meeting of the details regarding this agenda.

Mr. Thanapol Sirithanachai, the Secretary of the Compensation Committee, that to promote the performance of duties of the directors for the purposes of adding value to the Company, the Compensation Committee and the Board of Directors have considered the directors' remuneration for the year 2020-2021, by taking into account the duties and responsibilities of the directors and the business expansion of the Company, which is the remuneration policy of the Company that can be compared with other companies listed in the SET in the same industry and having business of the same size. The amount of remuneration must be sufficient to encourage the directors to perform their duties to satisfy the business mission, and the payment of remuneration must be transparent in order to create trustworthiness for the shareholders.

The Compensation Committee has considered the remuneration of directors for the year 2020-2021 based on the director remuneration policy of the Company, and making analogy to the average remuneration rate of directors of other listed companies from the survey report on the remuneration of directors of listed companies prepared by the Thai Institute of Directors. The Compensation Committee, therefore, deemed it appropriate to propose that the Meeting consider to change the rate of fixed remuneration and director's meeting allowance to be in the average rate of same industry, with appropriateness and balance, without mainly depending on special remuneration, by determining the



directors' remuneration for the year 2020-2021 including extra remuneration (if any) to be in the total amount of not exceeding THB 20,000,000, which is the same amount proposed to approve from the previous shareholders' meeting.

The directors' remuneration for the year 2020-2021 comprises:

**1. Monetary Remuneration**

**1.1 Meeting allowance and monthly remuneration for the year 2021**

Unit: Baht/person	Chairman		Members	
	Meeting allowance (per meeting)	Remuneration (per month)	Meeting allowance (per meeting)	Remuneration (per month)
Remuneration for the Board of Directors	25,000	35,000 <sup>1</sup>	20,000	25,000
Remuneration for the Executive Committee	-	25,000	-	20,000 <sup>1</sup>
Remuneration for the Audit Committee	-	40,000	-	30,000
Remuneration for the Compensation and Nomination Committee	22,000	-	18,000	-
Remuneration for the Corporate Governance Committee and Sustainable Development Committee	22,000	-	18,000	-
Remuneration for the Risk Management Committee	22,000	-	18,000	-

<sup>1</sup> Not including the directors who are also executives of the Company

There were no shareholders who asked any questions or expressed any opinions on this agenda. The Chairman then proposed that the Meeting cast votes and informed the Meeting that the resolution on this agenda shall be passed by votes of no less than two-thirds of the total votes cast by the shareholders attending the Meeting.

**Resolution:** The Shareholder Meeting resolved by a unanimous vote to approve the directors' remuneration for the year 2020-2021 in which the remuneration of the Board of Directors, Remuneration for the Executive Committee, Remuneration for the Audit Committee, Remuneration for the Compensation and Nomination Committee, Remuneration for the Corporate Governance Committee and Sustainable Development Committee, and

Remuneration for the Risk Management Committee, including special remuneration (if any) shall be in the total amount of not exceeding THB 20,000,000, and proposed to adjust the rate of monthly remuneration and director's meeting allowance to be as per the above Table of the Meeting allowance and monthly remuneration for the year 2021. The Compensation and Nomination Committee is the person to determine and allocate special remuneration as they deem appropriate from the operation result of the Company. This is as per the Compensation and Nomination Committee and the Board of Director's proposal, with the following votes:

<b>Resolution</b>	<b>Number of votes (1 share = 1 vote)</b>	<b>Percentage of total votes cast by the shareholders attending the Meeting</b>
Approved	2,107,349,759	100.0000
Disapproved	0	0.0000
Abstained	0	0.0000
Total votes of the shareholders attending the Meeting	2,107,349,759	
Voided ballot(s)	0	

**Agenda 8: To consider and approve the appointment of the auditor and the determination of the audit fee for the year 2020-2021**

The Chairman then delegated Assoc. Prof. Tithiphan Chuerboonchai, the Secretary of the Audit Committee, to inform the Meeting of the details regarding this agenda.

Assoc. Prof. Tithiphan Chuerboonchai, the Secretary of the Audit Committee, reported to the Meeting that, to comply with Section 120 of the Public Limited Companies Act B.E. 2535 (1992) (as amended) and Article 38 of the Company's Articles of Association provides that the Annual General Meeting of Shareholders shall appoint the auditor and determine the audit fee of the Company each year. The Board of Directors, per suggestions of the Audit Committee, deems it appropriate for the shareholders to consider and approve the appointment of 4 auditors from KPMG Phoomchai Audit Ltd., as proposed to be the Company's auditor for the year 2020-2021, with the list as follows:

<b>Name</b>	<b>Certified Public Accountant (CPA) No.</b>
1. Mrs. Wilai Buranakittisopon	3920; or
2. Miss Nittaya Chetchotiros	4439; or
3. Miss Wilaiwan Phonprasert	8420; or
4. Miss Kanokorn Phooriphanyawanit	10512

The proposed four auditors possess qualifications required by the SEC and work at the audit company, which is famous, reliable and has acceptable standards. KPMG Phoomchai Audit Ltd., and the said auditors have no relationship with or interest in the Company, its subsidiaries, executives, major shareholders or persons related to those persons. Therefore, they are independent for audit purposes and to express their opinion to the financial statement of the Company and its subsidiaries. In addition,

the total years of their performance as auditors of the Company are not more than the maximum period stipulated by relevant notifications.

Further, KPMG Phoomchai Audit Ltd., including its related person or business with KPMG Phoomchai Audit Ltd., was also proposed as the auditor for the year 2020-2021 for the Company's subsidiaries.

Concurrently the Board of Directors proposed the proposal of the Audit Committee and deemed it appropriate to propose to the Meeting to consider and approve the audit fee in the amount of not exceeding THB 1,850,000, with details as follows:

- Audit fee of Annual Financial Statement of the Company for the amount of THB 1,325,000
- Audit fee of the Quarterly Financial Statement of the Company for the amount of THB 525,000

There were no shareholders who asked any questions or expressed any opinions in this agenda. The Chairman then proposed that the Meeting cast votes and informed the Meeting that the resolution on this agenda shall be passed by a majority vote of the shareholders attending the Meeting and casting their votes.

**Resolution:** The Shareholder Meeting resolved by a majority vote of the shareholders attending the Meeting and casting their votes to approve the appointment of: Mrs. Wilai Buranakittisopon, CPA No. 3920; or Miss Nittaya Chetchotiros, CPA No. 4439; or Miss Wilaiwan Phonprasert, CPA No. 8420; or Miss Kanokorn Phooriphanyawanit, CPA No. 10512, of KPMG Phoomchai Audit Lt.d, as the auditor of the Company for the year 2020-2021, with the audit fee of not exceeding THB 1,850,000, with the following votes:

Resolution	Number of votes (1 share = 1 vote)	Percentage of total votes cast by the shareholders attending the Meeting and casting their votes
Approved	2,107,316,769	99.9984
Disapproved	32,990	0.0016
Total votes of the shareholders attending the Meeting and casting their votes	2,107,349,759	
Abstained	0	
Voided ballot(s)	0	

#### **Agenda 9: To consider and approve the amendment to the Company's Articles of Association by amending Article 25 and adding Article 44**

The Chairman delegated Miss Prasnee Surastian, the Secretary of the Company, to inform the Meeting of the details regarding this agenda.

Miss Prasnee Surastian, the Secretary of the Company, informed the Meeting that to be in accordance with the criteria for the convening of meeting via the electronic method which is amended as per the Emergency Decree on Electronic Meetings, B.E. 2563 (2020) and to comply with Section 31 of the Public Limited Companies Act B.E. 2535 (1992), the Board of Directors deems it appropriate to propose to the shareholders to consider and approve the amendment of Article 25 which is a limitation in the previous

law that an electronic meeting has to have at least one-third of the meeting quorum to be at the same place for the meeting and that the persons attending the meeting through electronic platform has to be located in Thailand during the meeting, and to include Article 44 to cover and support the holding of electronic meetings which is in line with the regulations on holding of an electronic meeting as per the amended Emergency Decree on Electronic Meetings, B.E. 2563 (2020)

<b>Company's articles of association (Existing wording)</b>	<b>Company's articles of association (Amended wording)</b>
<p>Article 25</p> <p>A meeting of the board of directors of the Company shall be held at least once every three (3) months.</p> <p>In calling the meeting of the board of directors, the Chairman or any person designated by the Chairman shall send a notice calling for a board of directors' meeting to the directors at least seven (7) days prior to the date of meeting. Where it is necessary or urgent to preserve the rights or benefits of the Company, the meeting may be called by any other means and an earlier meeting date may be chosen.</p> <p>However, any two (2) directors may request the Chairman to hold the meeting of the board of directors. If two (2) or more directors request a meeting of the board of directors, the Chairman shall determine the date of the meeting within fourteen (14) days from the date of receipt of such request.</p> <p>The meeting of the board of directors may be held in the province in which the head office of the Company is located or in any other place. The meeting may be held by electronic means, provided that at least one-third of the required quorum is present together at the same place and all attendees are in Thailand while the meeting is being conducted. A copy of the notice of the meeting and supporting documents must be kept as evidence, and these can be in electronic or other form. The minutes of the meeting must be prepared in writing, and audio or video recordings must be taken throughout the entire meeting, and subsequently made available in electronic form, and they shall be deemed as part of the minutes of the meeting.</p>	<p>Article 25</p> <p>A meeting of the board of directors of the Company shall be held at least once every three (3) months.</p> <p>In calling the meeting of the board of directors, the Chairman or any person designated by the Chairman shall send a notice calling for a board of directors' meeting to the directors at least seven (7) days prior to the date of meeting. Where it is necessary or urgent to preserve the rights or benefits of the Company, the meeting may be called by any other means and an earlier meeting date may be chosen.</p> <p>However, any two (2) directors may request the Chairman to hold the meeting of the board of directors. If two (2) or more directors request a meeting of the board of directors, the Chairman shall determine the date of the meeting within fourteen (14) days from the date of receipt of such request.</p> <p>The meeting of the board of directors may be held in the province in which the head office of the Company is located or in any other place.</p>
<p>-</p>	<p>Adding Article 44</p> <p>A board of directors' meeting and a shareholders' meeting carried out under these</p>

	Articles of Association, or a meeting required to be held by law, may be held by electronic means. In arranging an electronic meeting, the delivery of the notice of the meeting and the supporting documents for the meeting, as well as the collection of a copy of the notice of the meeting and the supporting documents for the meeting, shall be conducted in accordance with the laws and regulations related to electronic meetings which are in effect at the time. It shall be deemed that such board of directors' meeting or shareholders' meeting which is held by electronic means has the same effect as a board of directors' meeting or a shareholders' meeting which is held at the same place of meeting and conducted as per the methods stipulated by the law and these Articles of Association.
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The Board of Directors deemed it appropriate to propose to this Meeting to consider and approve the authorization to the person delegated by the authorized director to proceed with the registration for the amendment of the Company's Articles of Association, including to amend and/or change and add the words or statements as instructed by the registrar, based on what the registrar deems necessary and appropriate; however, these amendment and/or changes should not affect the substance of the amendment to the Company's Articles of Association for the registration for the amendment of the Company's Articles of Association to be completely completed.

There were no shareholders who asked any questions or expressed any opinions in this agenda. The Chairman then proposed that the Meeting cast votes and informed the Meeting that the resolution on this agenda shall be passed by votes of no less than three-quarters of the total votes cast by the shareholders attending the Meeting and eligible to vote.

**Resolution:** The Meeting resolved by a vote of not less than three-quarters of the shareholders attending the Meeting and eligible to vote to approve the amendment to the Article 25 of the Company's Articles of Association and adding Article 44 of the Company's Articles of Association, with respect to the arrangement of meeting as proposed, with the following votes:

Resolution	Number of votes (1 share = 1 vote)	Percentage of total votes cast by the shareholders attending the Meeting and eligible to vote
Approved	2,107,316,769	99.9984
Disapproved	0	0.0000
Abstained	32,990	0.0016
Voided ballot(s)	0	0.0000
<b>Total votes of the shareholders attending the Meeting and eligible to vote</b>	<b>2,107,349,759</b>	

**Agenda 10: To consider and approve the reduction of the Company's registered capital and the amendment to Clause 4 of the Company's Memorandum of Association regarding the registered capital to reflect the reduction of the Company's registered capital**

The Chairman informed the Meeting that Agenda 10, Agenda 11, and Agenda 12 are relevant to the approval on the capital increase by means of a general mandate for which the Company had sought approval from the Meeting in advance and authorization for the Board of Directors to decide on the details of issuance/allocation of the newly-issued shares, e.g., number, price, date, offering period, and other relevant details, in accordance with the scope approved by the shareholders, to accommodate the fundraising by means of a capital increase, resulting in the Company being able to raise its funds effectively and in time for the change of market conditions which will enhance the Company's capacity for business competition. If the Company needs to convene a shareholders meeting to obtain approval on a capital increase requires a period of approximately two to three months, which may result in the Company missing business opportunities.

Since Agenda 10, 11, and 12 are related to and conditional upon each other. If any of the agendas are not approved by the Meeting, it shall be deemed that any such previous agenda which were approved by this Meeting have been canceled and there shall be no further proposal of any agenda for consideration by this Meeting and that all Agenda 10, 11, and 12 are not approved by the Meeting.

The Chairman then delegated Mr. Somboon Wasinchutchawal, Chief Financial Officer, to inform the Meeting of the details regarding this agenda.

Mr. Somboon Wasinchutchawal, Chief Financial Officer, informed the Meeting that, the Public Limited Companies Act B.E. 2535 (1992) (as amended) provides that the company may increase capital from its registered capital when all of its shares have been issued and paid-up in full and that for the case of the Company, considering that currently, the Company's registered capital is already higher than the paid-up capital, it is necessary for the Company to reduction its registered capital to be equivalent to the paid-up capital, for the purposes of the increase in the registered capital by means of a general mandate.

At present, the Company's registered capital is THB 3,226,820,759, comprising the paid-up registered capital of THB 2,319,277,419 and has unissued ordinary shares which remains as of 907,543,340 shares. The Board of Directors Meeting, therefore, deemed it appropriate to propose that the Meeting consider and approve the reduction in the registered capital by the amount of THB 907,543,340 in order for the Company to have the remaining registered capital of THB 2,319,277,419, the amount of which is equivalent to the paid-up capital, by canceling 907,543,340 unissued ordinary shares, at the par value of THB 1 per share.

In addition, in order to be in line with the capital reduction, the Board of Directors deemed it appropriate to propose that the Meeting consider and approve the amendment to Clause 4 of the Memorandum of Association on the registered capital, by repealing the existing clause and replacing it with the following:

<i>"Clause 4.</i>	<i>Registered capital</i>	<i>2,319,277,419</i>	<i>Baht</i>	<i>(Two billion three hundred nineteen million two hundred seventy-seven thousand four hundred nineteen Baht)</i>
	<i>Divided into</i>	<i>2,319,277,419</i>	<i>shares</i>	<i>(Two billion three hundred nineteen million two hundred seventy-seven thousand four hundred nineteen shares)</i>



<i>Value per share</i>	1	<i>Baht (one Baht)</i>
<i>Categorized into:</i>		
<i>Ordinary shares</i>	2,319,277,419	<i>shares (Two billion three hundred nineteen million two hundred seventy-seven thousand four hundred nineteen shares)</i>
<i>Preference shares</i>	None	<i>shares (None)”</i>

In addition, the Board of Directors, or the person appointed by the Board of Directors or authorized directors shall be authorized to undertake any action necessary for and relevant to the reduction in the registered capital and the amendment to Clause 4 of the Memorandum of Association on the registered capital.

There were no shareholders who asked any questions or expressed any opinions on this agenda. The Chairman then proposed that the Meeting cast votes and informed the Meeting that the resolution on this agenda shall be passed by votes of no less than three-quarters of the total votes cast by the shareholders attending the Meeting and eligible to vote.

**Resolution:** The Shareholder Meeting resolved by a vote of no less than three-quarters of the total votes cast by the shareholders attending the Meeting and eligible to vote to approve the reduction in the registered capital by THB 907,543,340, from the existing registered capital of THB 3,226,820,759 to THB 2,319,277,419, by canceling 907,543,340 unissued ordinary shares, at the par value of THB 1 per share and to approve the amendment to Clause 4 of the Memorandum of Association on the registered capital in order to be in line with the capital reduction as well as to authorize the Board of Directors, or the person appointed by the Board of Directors or authorized directors to undertake any action necessary for and relevant to the reduction in the registered capital and the amendment to Clause 4 of the Memorandum of Association on the registered capital, with the following votes:

<b>Resolution</b>	<b>Number of votes (1 share = 1 vote)</b>	<b>Percentage of total votes cast by the shareholders attending the Meeting and eligible to vote</b>
Approved	2,083,875,722	99.8861
Disapproved	44,890	0.0021
Abstained	23,429,147	1.1118
Voided ballot(s)	0	0.0000
<b>Total votes of the shareholders attending the Meeting and eligible to vote</b>	<b>2,107,349,759</b>	

**Agenda 11: To consider and approve the increase of the Company’s registered capital under the General Mandate, and the amendment to Clause 4 of the Company’s Memorandum of Association regarding the registered capital to reflect the increase of the Company’s registered capital**

The Chairman delegated Mr. Somboon Wasinchutchawal, Chief Financial Officer, to inform the Meeting of the details regarding this agenda.

Mr. Somboon Wasinchutchawal, Chief Financial Officer, informed the Meeting that the capital increase by means of a General Mandate can be conducted by the following three methods:

- 1) A capital increase and allocation of shares to the existing shareholders proportionate to their respective shareholdings (Rights Offering);
- 2) A capital increase and allocation of shares to the public (Public Offering); and
- 3) A capital increase and allocation of shares to the specific persons (Private Placement).

In addition, the SET stipulates the conditions on the capital increase by means of a General Mandate as follows:

- 1) For the allocation of newly-issued shares in accordance with the first method, second method and the third method, either any one or all of the three methods, the increased amount of the paid-up capital must not exceed 30 percent of the paid-up capital as at the date on which the Board of Directors resolves to approve the capital increase.
- 2) For the allocation of newly-issued shares in accordance with either the second method or the third method, together, the increased amount of the paid-up capital must not exceed 20 percent of the paid-up capital as at the date on which the Board of Directors resolves to approve the capital increase.
- 3) The allocation of newly-issued shares in accordance with second method and third method, the offering price shall not be a price below the market price (pursuant to the Notification of SEC concerning the Application for and Granting of Permission to Offer Newly-Issued Shares to Public Offering or Private Placement). In this regard, the determination of offering price to be offered to the private placement shall be made in the view of maintaining the greatest interest of the Company and shareholders in general. The offering price shall not be lower than any price of these following prices (a) the volume weighted-average price of the shares trading on the SET in the past, for not less than 7 consecutive days but not exceeding 15 consecutive days prior to the date determining the offering price, with a discount not to exceed 10 percent of such price, or (b) the price determined by a process open to investors to express their intention to purchase newly-issued shares of the Company at the desired price level (book building), which is surveyed by a securities company (as per the regulations specified in Notification of the Capital Market Supervisory Board No. TorJor. 72/2558 (2015) Re: Approval for Listed Companies to Offer Newly-Issued Shares Through Private Placement (including its amendments));

Further, for the allocation of shares in the second method and third method, the Company will not allocate it to connected persons.

In this regard, subject to such criteria prescribed by the SET, the Company will be able to increase the capital by means of a General Mandate for an amount not exceeding 30 percent of the paid-up capital, which is equivalent to 695,783,225 shares. However, considering that in order for the capital increase by means of a general mandate to cover all of the three methods, the Company is required to register the capital increase for the three methods, in this agenda, the Company would like to propose that the Meeting consider and approve an increase in the registered capital of the Company to accommodate the capital increase by means of a general mandate by THB 1,391,566,449, from the existing registered



capital of THB 2,319,277,419 to THB 3,710,843,868, by issuing 1,391,566,449 newly-issued ordinary shares, at the par value of THB 1 per share.

In addition, in order to be in line with the capital increase, the Board of Directors deemed it appropriate to propose that the Meeting consider and approve the amendment to Clause 4 of the Memorandum of Association on the registered capital, by repealing the existing clause and replacing it with the following:

<i>“Clause 4.</i>	<i>Registered capital</i>	<i>3,710,843,868</i>	<i>Baht</i>	<i>(Three billion seven hundred ten million eight hundred forty-three thousand eight hundred sixty-eight Baht)</i>
	<i>Divided into</i>	<i>3,710,843,868</i>	<i>shares</i>	<i>(Three billion seven hundred ten million eight hundred forty-three thousand eight hundred sixty-eight shares)</i>
	<i>Value per share</i>	<i>1</i>	<i>Baht</i>	<i>(one Baht)</i>
	<i>Categorized into:</i>			
	<i>Ordinary shares</i>	<i>3,710,843,868</i>	<i>shares</i>	<i>(Three billion seven hundred ten million eight hundred forty-three thousand eight hundred sixty-eight shares)</i>
	<i>Preference shares</i>	<i>None</i>	<i>shares</i>	<i>( — )”</i>

In addition, the Board of Directors, or the person appointed by the Board of Directors or authorized directors shall be authorized to undertake any action necessary for and relevant to the increase in the registered capital and the amendment to Clause 4 of the Memorandum of Association on the registered capital.

There were no shareholders who asked any questions or expressed any opinions on this agenda. The Chairman then proposed that the Meeting cast votes and informed the Meeting that the resolution on this agenda shall be passed by votes of no less than three-quarters of the total votes cast by the shareholders attending the Meeting and eligible to vote.

**Resolution:** The Shareholder Meeting resolved by a vote of not less than three-quarters of the total votes casted by the shareholders attending the Meeting and eligible to vote to approve the increase of the Company’s registered capital under the General Mandate in the amount of THB 1,391,566,449 from the existing registered capital of THB 2,319,277,419 to the new registered capital of THB 3,710,843,868 by issuing 1,391,566,449 newly-issued ordinary shares at a par value of THB 1 per share, and to approve the amendment to Clause 4. of the Company's Memorandum of Association regarding the registered capital to reflect the increase of the registered capital as well as to authorize the Board of Directors or persons appointed by the Board of Directors authorized directors to perform any actions which appropriate and in accordance with the increase of the Company’s registered capital and the amendment to Clause 4. of the Company's Memorandum of Association, with the following votes:

<b>Resolution</b>	<b>Number of votes (1 share = 1 vote)</b>	<b>Percentage of total votes cast by the shareholders attending the Meeting and eligible to vote</b>
Approved	2,107,284,369	99.9969
Disapproved	45,390	0.0022
Abstained	20,000	0.0009
Voided ballot(s)	0	0.0000
<b>Total votes of the shareholders attending the Meeting and eligible to vote</b>	<b>2,107,349,759</b>	

**Agenda 12: To consider and approve the allocation of newly-issued ordinary shares under the General Mandate in the amount not exceeding 1,391,566,449 shares at the par value of THB 1 per share**

The Chairman delegated Mr. Somboon Wasinchutchawal, Chief Financial Officer, to inform the Meeting of the details regarding this agenda.

Mr. Somboon Wasinchutchawal, Chief Financial Officer informed the Meeting that the Board of Directors deemed it appropriate to propose that the Meeting to consider and approve the allocation of the newly-issued ordinary shares by means of a general mandate, in accordance with the following methods:

- 1) not exceeding 695,783,225 shares, representing 30 percent of the Company's paid-up capital, by way of a rights offering,
- 2) not exceeding 463,855,483 shares, representing 20 percent of the Company's paid-up capital, by way of a public offering,
- 3) not exceeding 231,927,741 shares, representing 10 percent of the Company's paid-up capital, by way of a private placement.

In addition, the Board of Directors shall be authorized to undertake the following acts:

- to consider the offering for sale of the Company's newly-issued ordinary shares whether for the shares to be offered in a single or multiple offering. In allocating the newly-issued ordinary shares by any or all of the methods under the first method, second method and the third method, the allocated amount shall not exceed 30 percent of the total paid-up capital or 695,783,225 shares as at the date on which the Board of Directors approves the capital increase. Nevertheless, in the case of the allocation in accordance with the methods under second method and the third method, the increased paid-up capital shall not exceed 20 percent of the total paid-up capital or 463,855,483 shares as at the date on which the Board of Directors approves the capital increase. The methods under the second method and the third method of the offering price shall not be a price below the market price (pursuant to the Notification of SEC concerning the Application for and Granting of Permission to Offer Newly-Issued Shares to Public Offering or Private Placement). In this regard, the determination of offering price to be offered to the private placement shall be made in the view of maintaining the greatest interest of the Company and shareholders in general. The offering price shall not be lower than any price of these following prices (a) the volume weighted-average price of the shares trading on the SET in the past, for not less than 7 consecutive days but not exceeding 15 consecutive days prior to the date determining the offering price, with a discount not to exceed 10 percent of such price, or (b) the

price determined by a process open to investors to express their intention to purchase newly-issued shares of the Company at the desired price level (book building), which is surveyed by a securities company (as per the regulations specified in Notification of the Capital Market Supervisory Board No. TorJor. 72/2558 (2015) Re: Approval for Listed Companies to Offer Newly-Issued Shares Through Private Placement (including its amendments));

- to determine the objectives, date and time of the offering, an offering price, and details and conditions in relation to the allocation of the Company's newly-issued ordinary shares, provided that such allocation of the newly-issued ordinary shares under second method and the third method shall not be allocated to the connected persons in manner of private placement under the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 (2008) entitled Rules on Connected Transactions (as amended) and the Notification of the Board of Governors of the Stock Exchange of Thailand entitled Disclosure of Information and Other Acts of Listed Companies concerning the Connected Transactions B.E. 2546 (2003) (as amended) with respect to the Offer Newly-Issued Shares to Public Offering or Private Placement.
- to negotiate and execute any relevant documents or agreements, including performing any acts necessary for the purpose of the offering of newly-issued ordinary shares of the Company, as well as to authorize the top executive or persons appointed by the Board of Directors to have the power to undertake such actions.

In this regard, the allocation of the newly-issued shares must be completed by the date on which the Company convenes the next Annual General Meeting of Shareholders, or by the date as required by law to convene the next Annual General Meeting of Shareholders, whichever is earlier.

There were no shareholders who asked any questions or expressed any opinions on this agenda. The Chairman then proposed that the Meeting cast votes and informed the Meeting that the resolution on this agenda shall be passed by a majority vote of the shareholders attending the Meeting and casting their votes.

**Resolution:** The Shareholder Meeting resolved by a majority vote of the shareholders attending the Meeting and casting their votes to approve the allocation of not exceeding 1,391,566,449 newly-issued ordinary shares, at the par value of THB 1 per share, by means of a General Mandate, in accordance with the following votes:

Resolution	Number of votes (1 share = 1 vote)	Percentage of total votes cast by the shareholders attending the Meeting and casting their votes
Approved	2,107,304,369	99.9978
Disapproved	45,390	0.0022
Total votes of the shareholders attending the Meeting and casting their votes	2,107,349,759	
Abstained	0	
Voided ballot(s)	0	

### Agenda 13: Other matters (if any)

The Chairman stated that this agenda was arranged for shareholders to propose any other business in addition to the agenda specified in the notice of this Meeting. In accordance with the second paragraph

of Section 105 under the Public Limited Companies Act B.E. 2535 (1992) (as amended), it is provided that "...the shareholders holding share amounts of not less than one-third of the total numbers of issued shares may request the meeting to consider matters other than those indicated in the notice..."

Nevertheless, for the purpose of the transparency of the Meeting and to equally grant the right to all shareholders, there should be no proposal of any agenda apart from those indicated in the notice of this Meeting, as the shareholders have studied the information with respect to all agenda and some of the shareholders have cast their votes in advance. In addition, the Company complied with the good corporate governance principles of the SET by giving the shareholders an opportunity, by disclosing the relating details via the communication channel of the SET and the Company's website, to propose any matters for the Board of Directors to consider and add them to the list of agenda for this Meeting in advance, from 1 July 2020 to 30 September 2020. After the given period, there were no shareholders proposing any additional agenda.

The Chairman asked the Meeting whether the shareholder would like to propose the Company to consider other agenda apart from those indicated in the notice of this Meeting and there were no shareholders proposing any additional agenda.

The Chairman informed the Meeting that all agenda indicated in the notice of this Meeting has been completely considered and asked the Meeting whether there was any person who wishes to express any opinion or ask any question. There were no shareholders who asked any further questions or expressed any further opinions. The Chairman, therefore, thanked the shareholders for their attendance and beneficial suggestions, then declared the Meeting adjourned at 16.03 hrs.

Signed \_\_\_\_\_-signature-\_\_\_\_\_ Chairman of the Meeting  
(Mr. Chainoi Puankosoom)

Signed \_\_\_\_\_-signature-\_\_\_\_\_ Company Secretary and Minutes Taker  
(Miss Prasnee Surastian)

(TRANSLATION)

### Annual Registration Statement/2021 Annual Report (Form 56-1 One Report) in the Form of QR Code

The Stock Exchange of Thailand by Thailand Securities Depository Co., Ltd., as a securities registrar, has developed a system which allows SET Listed Companies to send to the shareholders the documents regarding the General Meeting of Shareholders and the annual report in the electronic form accessible through QR Code in order for the shareholders to access the information with ease. Shareholders can download the Annual Registration Statement/2021 Annual Report (Form 56-1 One Report) through QR Code below or as appeared on the registration form.



#### QR Code Downloading Procedures for the Annual Registration Statement/2021 Annual Report (Form 56-1 One Report)

##### For iOS System (iOS 11 and above)

1. Turn on mobile phone camera
2. Scan the QR Code
3. The notification will appear on top of the screen. Click on the notification to access documents related to the meeting

Remark: If the notification does not appear on the mobile phone screen, the QR Code can be scanned with other applications such as QR CODE READER, Facebook or LINE.

##### For Android System

1. Open applications such as QR CODE READER, Facebook or LINE  
How to scan QR Code with LINE application
  - 1.1 Open LINE application and click on "Add friend"
  - 1.2 Choose QR Code
  - 1.3 Scan QR Code
2. Scan the QR Code to access documents related to the meeting

**Profile of persons to be elected as Directors to replace the Directors who retired by rotation**

**1. Profile of nominated persons**

**1.1 Mr. Chali Sophonpanich**

Director and Authorized Director

(Date of Appointment as Director: 30 March 2005)

**Age 60 years**

**Education**

- Master of Business Administration (Finance), University of Chicago, United States of America
- Bachelor of Engineering, Brown University, United States of America

**Training/Seminar**

- Corporate Governance for Capital Market Intermediaries (CGI 7/2015), Thai Institute of Directors Association (IOD)
- Directors Accreditation Program (DAP 40/2005), Thai Institute of Directors Association (IOD)

**Work Experience**

- 2005 - Present : Director, Frasers Property (Thailand) Public Company Limited
- 1998 - Present : Chairman, Asia Plus Group Holdings Public Company Limited

**Other directorship position / Other positions at present**

- Non-listed companies
  - Director, Asia Industrial Estate Company Limited
  - Director, A.C.L. Leasing Company Limited
  - President, City Realty Company Limited
  - Director, TRA Land Development Company Limited

**No. of years as Director :** 16 years (19 years including the term of office after this appointment)

**Shareholding proportion in the Company :** None (as at 30 September 2021)

**Familial relationship with other directors, executives, major shareholders and subsidiaries :** None

**Criminal records on violation of securities and futures contract laws :** None

**Meeting attendance in 2020-21**

- 1) Board of Directors Meeting 6/7 meetings of the 8 board meetings, there was one meeting where Mr. Chali Sophonpanich was a stakeholder director and therefore did not participate in the meeting.

**Position in other entity doing business of a similar nature competing with the Company which may cause conflicts of interest:** None



## 1.2 Mr. Chatchaval Jiaravanon

Independent Director, Member of Audit Committee and Member of  
Compensation and Nomination Committee

(Date of Appointment as Director: 28 June 2001)

**Age 59 years**

### Education

- Bachelor of Business Administration, University of Southern California, USA

### Training/Seminar

- Directors Accreditation Program (DAP 71/2008), Thai Institute of Directors (IOD)
- Corporate Governance for Capital Market Intermediaries (CGI 13/2016), Thai Institute of Directors (IOD)
- Executive Course (9), Capital Market Academy, The Stock Exchange of Thailand

### Work Experience

- 2020 - Present : Member of Compensation and Nomination Committee, Frasers Property (Thailand) Public Company Limited
- 2004 – Present : Independent Director and Member of Audit Committee, Frasers Property (Thailand) Public Company Limited
- 2017 - 2020 : Chairman of Nomination Committee, Member of Compensation Committee, Frasers Property (Thailand) Public Company Limited
- 1990 - 2018 : Director, Metro Machinery Company Limited
- 2009 - Feb 2017 : Director, True Internet Corporation Company Limited
- 2013 - 2014 : Director, Picnic Corporation Public Company Limited
- 2010 - 2013 : Director, Amanah Leasing Public Company Limited
- 2009 - 2013 : Chairman of the Board, ACL Securities Company Limited

Other directorship position / Other positions at present

- Other listed companies
  - Director and Managing Director - Group Investment, TRUE Corporation Public Company Limited
  - Director, Member of Executive Committee and Chairman of Risk Management Committee, WP Energy Public Company Limited
  - Independent Director, SVI Public Company Limited
  - Chairman, Finansia Syrus Securities Public Company Limited
  - Director, AEON Thana Sinsap (Thailand) Public Company Limited
- Non-listed companies
  - Chairman, Thai Kodama Company Limited
  - Director, ECHO Autoparts (Thailand) Company Limited





- Director, WP Gas Company Limited
- Director, WP Solutions Company Limited
- Director, WP Solar Company Limited
- Director, Zaap Party Company Limited
- Director, The Ultrawealth Group Company Limited
- Vice chairman and Treasurer, AEON Thailand Foundation
- Member of Corporate Advisory Board Marshall School Business, University of Southern California

**No. of years as Director :** 20 years (23 years including the term of office after this appointment)

**Shareholding proportion in the Company :** None (as at 30 September 2021)

**Familial relationship with other directors, executives, major shareholders and subsidiaries :** None

**Criminal records on violation of securities and futures contract laws :** None

**Meeting attendance in 2020-21**

- 1) Board of Directors Meeting 8/8 meetings
- 2) Audit Committee Meeting 4/4 meetings
- 3) Compensation and Nomination Committee Meeting 2/2 meetings

**Position in other entity doing business of a similar nature competing with the Company which may cause conflicts of interest:** None



### 1.3 Mr. Chai Vinichbutr

Director and Authorized Director

(Date of Appointment as Director: 13 November 2012)

**Age 46 years**

#### Education

- Bachelor Degree in Business Administration, Boston University, United States of America

#### Training/Seminar

- Directors Accreditation Program (DAP 64/2007), Thai Institute of Directors (IOD)

#### Work Experience

- 2020 - Present : Director, R J Energy Company Limited
- 2012 - Present : Director, Frasers Property (Thailand) Public Company Limited
- 2015 - Jan 2017 : Director, TICON Logistics Park Company Limited
- 2012 - Jan 2017 : Director, ECO Industrial Services Company Limited
- 2015 - 2016 : Director, TICON Management Company Limited
- 2015 - 2016 : Director, TICON (HK) Limited

#### Other directorship position / Other positions at present

- Other listed companies
  - Director, Rojana Industrial Park Public Company Limited
- Non-listed companies
  - Director, TRA Land Development Company Limited
  - Director, Rojana Power Company Limited
  - Director, Rachakarn Asset Management Company Limited
  - Director, Sakura Shuji Rojana Medical Company Limited
  - Director, BIG Rojana TJG Gas Company Limited

**No. of years as Director** : 9 years (12 years including the term of office after this appointment)

**Shareholding proportion in the Company** : None (as at 30 September 2021)

**Familial relationship with other directors, executives, major shareholders and subsidiaries** : None

**Criminal records on violation of securities and futures contract laws** : None

#### Meeting attendance in 2020-21

- 1) Board of Directors Meeting 7/8 meetings

**Position in other entity doing business of a similar nature competing with the Company which may cause conflicts of interest:** None



#### 1.4 Mr. Panote Sirivadhanabhakdi

Chairman of the Executive Committee, Director, Authorized Director,  
Member of Compensation and Nomination Committee and Member of  
Risk Management Committee

(Date of Appointment as Director: 16 January 2017)

**Age 44 years**

##### **Education**

- Master of Science in Analysis, Design and Management of Information System, The London School of Economics and Political Science, The United Kingdom
- Bachelor of Science in Manufacturing Engineering, Boston University, The United States of America
- Certificate in Industrial Engineering and Economics, Massachusetts University, The United States of America

##### **Training/Seminar**

- Directors Certification Program (DCP 46/2004), Thai Institute of Directors (IOD)
- Directors Accreditation Program (DAP 10/2004), Thai Institute of Directors (IOD)
- Finance for Non-Finance Directors (FND 10/2004), Thai Institute of Directors (IOD)

##### **Work Experience**

- 27 Sep 2021 - Present : Director, Quantum Innovation Company Limited
- 2017 – Present : Chairman of the Executive Committee, Director, Member of Compensation and Nomination Committee and Member of Risk Management Committee, Frasers Property (Thailand) Public Company Limited
- 2015 – 2020 : Director, Frasers Property Commercial Asset Management (Thailand) Company Limited (FKA Univentures REIT Management Company Limited)
- 2015 - 2020 : Director, TCC Holdings (2519) Company Limited
- 2017 - 2019 : Director, Sub Somboon Property Plus Company Limited
- 2010 - 2019 : Director, North Park Real Estate Company Limited
- 2010 - 2019 : Director, North Park Golf and Sports Club Company Limited
- 2009 - 2019 : Director, Nongkhai Country Golf Club Company Limited
- 2011 - 2018 : Director, TCC Trade and Convention Center Company Limited
- 2017 - 2018 : Director, Fah Parthan Pandinthong Company Limited
- 2017 -2018 : Director, One Bangkok Holdings Company Limited
- 2014 - 2018 : Director, Tonic International Company Limited
- 2012 - 2017 : Director, TCC Phumipat Company Limited



- 2007 - 2017 : Director, Paksong Capital Development Company Limited
- 2007 - 2017 : Director and Executive Director, Siam Food Products Public Company Limited
- 2005 - 2017 : Director and Executive Director, Berli Jucker Public Company Limited
- 2013 - 2016 : Chief Executive Officer, Univentures Public Company Limited
- 2006 - 2016 : Director, Siriwana Company Limited
- 2013 - 2015 : Director, Thip Sukhothai Bio-Tech Company Limited
- 2013 - 2015 : Director, Thip Suphanburi Bio Energy Company Limited
- 2008 - 2015 : Director, Thip Sukhothai Bio Refinery Company Limited
- 2011 - 2015 : Director, Thip Nakhonsawan Bio Energy Company Limited
- 2008 - 2015 : Director, Thip Kampangpetch Bio Energy Company Limited
- 2008 - 2015 : Director, Thip Nakhonsawan Sugar Industry Company Limited
- 2006 - 2015 : Director, Thip Kampangpetch Sugar Industry Company Limited
- 2006 - 2015 : Director, The Suphanburi Sugar Industry Company Limited
- 2008 - 2014 : Director, TCC Corporation Company Limited
- 2008 - 2014 : Director, TCC Land Retail Company Limited
- 2005 - 2014 : Director, TCC Land Company Limited
- 2011 - 2013 : Director, Wattanapat Trading Company Limited
- 2011 - 2013 : Director, Oishi Group Public Company Limited
- 2009 - 2013 : Director, Prideeprapa Company Limited
- 2008 - 2013 : Director, TCC Real Estate Development Company Limited
- 2007 - 2013 : Director, TCC Hotel Group Company Limited
- 2004 - 2013 : Director, Golden Wealth Company Limited
- 2011 - 2012 : Director, Bang pa-In Paper Mill Industry Company Limited
- 2010 - 2012 : Director, Ack Realty Company Limited
- 2010 - 2012 : Director, TCCL 1 Company Limited
- 2010 - 2011 : Director, Thippatana Arcade Company Limited
- 2010 - 2011 : Director, T.C.C. Commercial Property Management Company Limited

**Other directorship position / Other positions at present**

- Other listed companies
  - Director, Vice Chairman, Member of the Remuneration and Nomination Committee and Member of the Corporate Governance Committee, Univentures Public Company Limited

- Non-listed companies
  - Chairman of the Board of Directors, Golden Land Property Development Public Company Limited
  - Director and Group Chief Executive Officer, Frasers Property Limited
  - Director, Frasers Assets Company Limited
  - Director, Norm Company Limited
  - Director, NORM (2019) Company Limited
  - Director, Quantum Trading Company Limited (FKA Buriram Development Company Limited)
  - Director, Terragro Fertilizer Company Limited
  - Director, NY Property Development Company Limited
  - Director, Siridamrongdham Company Limited
  - Director, Bhakdivattana Company Limited
  - Director, Namjai Thaibev (Social Enterprise) Company Limited
  - Director, Asian Capital Company Limited
  - Director, Vadhanabhakdi Company Limited
  - Director, Kasemsubbhakdi Company Limited
  - Director, Frasers Property Holdings (Thailand) Company Limited
  - Director, Quantum Capital Development Company Limited
  - Director, One Bangkok Company Limited
  - Director, Lakeview Golf and Yatch Club Company Limited
  - Director, TCC Assets (Thailand) Company Limited
  - Director, Kasemsubsiri Company Limited
  - Director, SMJC Development Company Limited
  - Director, TCC Exhibition and Convention Center Company Limited
  - Director, N.C.C. Exhibition Organizer Company Limited
  - Director, N.C.C. Management and Development Company Limited
  - Director, N.C.C. Image Company Limited
  - Director, F & B International Company Limited
  - Director, Chiva-Som International Health Resort Company Limited
  - Director, The Cha-Am Yacht Club Hotel Company Limited
  - Director, Adelfos Company Limited
  - Director, Thai Beverage Public Company Limited
  - Director, Cristalla Company Limited
  - Director, Plantheon Company Limited
  - Director, Beerthip Brewery (1991) Company Limited
  - Director, Kankwan Company Limited

- Director, T.C.C. Technology Company Limited
- Director, International Beverage Holdings Limited
- Director, International Beverage Holdings (UK) Limited
- Director, International Beverage Holdings (China) Limited
- Director, InterBev (Singapore) Limited
- Director, Blairmhor Distillers Limited
- Director, Blairmhor Limited
- Vice Chairman, Theparunothai Company Limited
- Vice Chairman, Sura Bangyikhan Company Limited
- Vice Chairman, Athimart Company Limited
- Vice Chairman, S.S. Karnsura Company Limited
- Director, Frasers Logistics & Industrial Asset Management Pte Ltd., Manager of Frasers Logistics & Industrial Trust (REIT/Trust)
- Director, Frasers Hospitality Asset Management Pte Ltd., Manager of Frasers Hospitality Real Estate Investment Trust (REIT/Trust)
- Director, Frasers Hospitality Trust Management Pte Ltd., Manager of Frasers Hospitality Business Trust (REIT/Trust)

**No. of years as Director :** 4 years (7 years including the term of office after this appointment)

**Shareholding proportion in the Company :** None (as at 30 September 2021)

**Familial relationship with other directors, executives, major shareholders and subsidiaries :** Brother-in-law of Mr. Chotiphat Bijananda, the Company's director

**Criminal records on violation of securities and futures contract laws :** None

**Meeting attendance in 2020-21**

- 1) Board of Directors Meeting 8/8 meetings
- 2) Executive Committee Meeting 12/12 meetings
- 3) Compensation and Nomination Committee Meeting 2/2 meetings
- 4) Risk Management Committee Meeting 4/4 meetings

**Position in other entity doing business of a similar nature competing with the Company which may cause conflicts of interest:** None

2. Shareholding of ordinary shares in Frasers Property (Thailand) Public Company Limited as of November 23, 2021.

Nominated Persons	No. of Shareholding		Total Shares	% Of Issued Shares
	Hold by himself	Hold by Related Person (Including hold by spouse and minor children)		
1. Mr. Chali Sophonpanich	None	None	None	None
2. Mr. Chatchaval Jiaravanon	None	None	None	None
3. Mr. Chai Vinichbutr	None	None	None	None
4. Mr. Panote Sirivadhanabhakdi	None	None	None	None



### Profiles and Experience of Auditors for the year 2022

- 1. Mr. Ekkasin Chuthamsatid** **Certified Public Accountant No. 4195**  
CPA Registration Date: 5 January 1996  
Company: KPMG Phomchai Audit Limited  
Position: Audit Partner  
Education qualifications: Master's degree in Business Administrative (Major accounting), Kasetsart University  
Experience: 33 years  
Year of Auditing the Company: None; he has never been the Company's auditor  
Position in other entities which may cause conflicts of interest: No
- 2. Ms. Yuvanuch Thepsongvaj** **Certified Public Accountant No. 5371**  
CPA Registration Date: 1 October 1997  
Company: KPMG Phomchai Audit Limited  
Position: Audit Partner  
Education qualifications: Master's degree in Business Administrative, Thammasat University, IFRS Diploma, ACCA  
Experience: 26 years  
Year of Auditing the Company: None; she has never been the Company's auditor  
Position in other entities which may cause conflicts of interest: No
- 3. Mr. Vilaivan Ponlprasert** **Certified Public Accountant No. 8420**  
CPA Registration Date: 1 October 2006  
Company: KPMG Phomchai Audit Limited  
Position: Audit Partner  
Education qualifications: Bachelor Degree in Accounting, Kasetsart University  
Experience: 20 years  
Year of Auditing the Company: None; she has never been the Company's auditor  
Position in other entities which may cause conflicts of interest: No

- 4. Ms. Kanokorn Phooriphanyawanit** **Certified Public Accountant No. 10512**
- CPA Registration Date: 1 October 2010
- Company: KPMG Phomchai Audit Limited
- Position: Audit Partner
- Education qualifications: Master's Degree in Business Administration, Thammasat University  
Bachelor Degree in Accounting, Thammasat University
- Experience: 18 years
- Year of Auditing the Company: None; she has never been the Company's auditor
- Position in other entities which may cause conflicts of interest: No
- 
- 5. Ms. Nadsasin Wattanapaisan** **Certified Public Accountant No. 10767**
- CPA Registration Date: 25 May 2011
- Company: KPMG Phomchai Audit Limited
- Position: Audit Director
- Education qualifications: Master's Degree in Accounting, Chulalongkorn University
- Experience: 17 years
- Year of Auditing the Company: None; she has never been the Company's auditor
- Position in other entities which may cause conflicts of interest: No

(F 53-4)

**Capital Increase Report Form**  
**Frasers Property (Thailand) Public Company**  
**Limited**  
**9<sup>th</sup> November 2021**

Frasers Property (Thailand) Public Company Limited (the “**Company**”) would like to notify the resolutions of the meeting of the Board of Directors of the Company No. 1 FY 2022 held on 9<sup>th</sup> November 2021 in respect of the capital reduction, the capital increase and share allocation as follows:

**1. Capital reduction and capital increase:**

- 1.1 The Board of Directors’ meeting has passed a resolution approving the reduction of the Company’s registered capital in the amount of 1,391,566,449 Baht from the existing registered capital of 3,710,843,868 Baht to the registered capital of 2,319,277,419 Baht by cancelling 1,391,566,449 unissued ordinary shares, at the par value of 1 Baht per share.
- 1.2 The Board of Directors’ meeting has passed a resolution approving the increase of the Company’s registered capital from the existing registered capital of 2,319,277,419 Baht to 3,710,843,868 Baht by issuing newly-issued ordinary shares in the amount of 1,391,566,449 shares, at the par value of 1 Baht per share, totaling of 1,391,566,449 Baht. Details of each type of capital increase are as follows:

Type of capital increase	Type of share	Number of shares(shares)	Par value (THB/share)	Total (THB)
<input type="checkbox"/> Specifying the purpose of utilizing proceeds	Ordinary	-	-	-
	Preferred	-	-	-
<input checked="" type="checkbox"/> General mandate	Ordinary	1,391,566,449	1	1,391,566,449
	Preferred	-	-	-

## 2. Allocation of new shares:

### 2.1 Specifying the purpose of utilizing proceeds

Allocated to	Number of shares (shares)	Ratio (old : new)	Sale price (THB/share)	Subscription period and payment of shares	Note
Rights Offering	-	-	-	-	-
Public Offering	-	-	-	-	-
Private Placement	-	-	-	-	-
To accommodate the conversion/ exercising rights of a given instrument	-	-	-	-	-

### 2.2 General mandate

Allocated to	Type of shares	Number of shares	Percentage of paid-up capital <sup>1</sup>	Note
(1) Rights Offering	Ordinary	Not exceeding 695,783,225	30	-
	Preferred	-	-	-
(2) Public Offering	Ordinary	Not exceeding 463,855,483	20	-
	Preferred	-	-	-
(3) Private Placement	Ordinary	Not exceeding 231,927,741	10	-
	Preferred	-	-	-

<sup>1</sup>Percentage of paid-up capital on the date on which the Board of Directors resolved to increase the Company's registered capital under the general mandate.

Remark: In this regard, the Board of Directors be authorized as follows:

- 1) to consider the offering for sale of the Company's newly-issued ordinary shares whether for the shares to be offered in a single or multiple offering. In allocating the newly-issued ordinary shares by any or all of the methods under (1), (2), and (3), the increased paid-up capital shall not exceed 30 percent of the total paid-up capital or 695,783,225 shares as at the date on which the Board of Directors approves the capital increase. In the case of the allocation in accordance with the methods under (2) and (3), the increased paid-up capital shall not exceed

20 percent of the total paid-up capital or 463,855,483 shares as at the date on which the Board of Directors approves the capital increase. The allocation of the Company's newly-issued ordinary shares under (2) and (3) shall not be an offering for sale of shares at a discounted price (pursuant to the Notification of the Capital Market Supervisory Board concerning the Application for and Granting of Permission to Offer Newly-Issued Shares to public offering or private placement). In addition, the determination of offering price of the newly-issued shares to be offered in the private placement must be made in the view of maintaining the the best interests of the Company and the shareholders, provided that the price must not be lower than any of the following prices: (a) the volume weighted-average price of the share trading on the Stock Exchange of Thailand for not less than 7 consecutive working days but no longer than 15 consecutive working days before the date on which the offering price is determined, and the discount must not exceed 10 percent of such price; or (b) a price determined under the process that allows the investors to express their intention to purchase the newly-issued shares of the Company at the desired price (Book Building), which is surveyed by a securities company (pursuant to the criteria prescribed under Notification of the Capital Market Supervisory Board No. TorChor. 72/2558 (2015), Re: Approval for Listed Companies to Issue the Newly-Issued Shares to Specific Investors (including any amendment thereto)).

- 2) to determine the objectives, date and time of the offering, an offering price, and details and conditions in relation to the allocation of the Company's newly-issued ordinary shares issued under the allocation methods (2) and (3), provided that the newly-issued ordinary shares shall not be allocated to the connected persons under the Notification of the Capital Market Supervisory Board No. TorChor. 21/2551 (2008) Re: Rules on Connected Transactions and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions B.E. 2546 (2003) with respect to the offering of shares to the public or and for private placement; and
- 3) to negotiate, accept and execute any relevant documents or agreements, including performing any acts necessary and appropriate for the purpose of the issuance and offering of newly-issued ordinary shares of the Company, including to authorize the chief executive or any person authorized by the Board of Directors to perform such acts. In this regard, the allocation of the newly-issued ordinary shares shall be completed within the date on which the Company holds its next annual general meeting of the shareholders or within the date on which the laws require the Company to hold its next annual general meeting of the shareholders, whichever is earlier

**3. Schedule for a shareholders' meeting to approve the capital increase and share allocation**

The 2022 Annual General Meeting of Shareholders is scheduled to be held on 12<sup>th</sup> January 2022 at 14:00 pm by electronic meeting (E-AGM) in accordance with criteria specified in the laws on electronic meeting, whereby

The share register will be closed to share transfers in order to determine the right to attend this meeting from \_\_\_\_\_ until the meeting has been duly convened.

Or

The eligible shareholders for the shareholders' meeting shall be recorded on 23<sup>rd</sup> November 2021.

**4. Approval of the capital increase/share allocation by relevant governmental agencies and conditions thereto**

4.1 The Company is required to register the capital reduction, the capital increase, the change of the paid-up capital and the amendment to the Memorandum of Association with the Department of Business Development, the Ministry of Commerce.

4.2 The Company is required to obtain an approval from the Stock Exchange of Thailand (the "SET") for the listing of the Company's newly-issued ordinary shares which will be offered by way of a rights offering, a public offering and/or a private placement on the SET.

**5. Objectives of the capital increase and plans for utilizing proceeds received from the capital increase**

- To be determined once the capital increase occurs. -

**6. Benefits which the Company will receive from the capital increase/share allocation:**

- To be determined once the capital increase occurs. -

**7. Benefits which shareholders will receive from the capital increase/share allocation:**

- To be determined once the capital increase occurs. -

**8. Other details necessary for shareholders to approve the capital increase/share allocation:**

- To be determined once the capital increase occurs. -

**9. Schedule of action if the board of directors passes a resolution approving the capital increase/share allocation:**



No.	Procedures	Date/Month/Year
1	The Board of Directors' meeting No. 1 FY2022	9 <sup>th</sup> November 2021
2	The Record Date for the purpose of determining the eligible shareholders to attend the 2022 Annual General Meeting of Shareholders	23 <sup>rd</sup> November 2021
3	The 2022 Annual General Meeting of Shareholders	12 <sup>th</sup> January 2022
4	Registering the capital reduction, the capital increase and the amendment to the Memorandum of Association of the Company with the Ministry of Commerce	Within 14 days from the date of the shareholders' approval

The Company hereby certifies that the information contained in this report is true and complete in all respects.

.....  
(Mr. Thanapol Sirithanachai)  
Country Chief Executive Officer  
Fraser's Property (Thailand) Public Company Limited

### The Company's Articles of Association concerning the Shareholders' Meeting

- Article 28. The board of directors shall convene an annual general meeting of shareholders within four months of the last day of the fiscal year of the Company.
- The shareholders' meetings other than those specified in the first paragraph shall be called extraordinary general meetings of shareholders. The board of directors may call an extraordinary general meeting of shareholders at any time as it is deemed appropriate, or when one or several shareholder(s) holding shares in aggregate of not less than ten percent of the total issued shares may at any time jointly subscribe their names in a written notice requesting the board of directors to call an extraordinary meeting, provided that matters and reasons for calling such meeting shall be clearly stated in the said notice. In such case, the board of directors shall convene a shareholders' meeting within forty-five days from the date of the receipt of such notice from the shareholders.
- In the case where the board of directors does not convene the meeting within the period specified under paragraph two, the shareholders who have subscribed their names or other shareholders holding shares in the required aggregate number may themselves call the meeting within forty-five days from the end of the period under paragraph two. In this case, such shareholders' meeting shall be deemed to be called by the board of directors, and the Company shall be responsible for any necessary expenses incurred in the course of convening such meeting and shall provide reasonable facilitation.
- In the case where, at a shareholders' meeting called by the shareholders under paragraph three, the number of shareholders attending the meeting does not constitute a quorum as prescribed in these Articles of Association, the shareholders under paragraph three shall jointly be responsible to and compensate the Company for the expenses incurred from convening of such meeting.
- Article 29. In calling a shareholders' meeting, the board of directors shall prepare a notice of the meeting specifying the place, date, time, agenda items, and the matters to be proposed to the meeting together with appropriate details stating clearly whether they will be for acknowledgment, for approval, or for consideration, as the case may be, as well as the opinions of the board of directors on the said matters, and shall send the same to the shareholders and the Registrar for their information not less than seven days prior to the date of the meeting. Publication of the notice of the meeting shall also be made in a newspaper for a period of not less than three consecutive days, at least three days prior to the meeting date.
- Article 30. At a shareholders' meeting, a shareholder may assign any other person who is sui juris to attend and vote on his/her behalf. A proxy form shall be dated and signed by the principal and shall comply with the form as prescribed by the registrar.
- The proxy form must be submitted to the Chairman of the board of directors or other person designated by the Chairman, at the meeting venue before the proxy attending the meeting.

Article 31. At a shareholders' meeting, the quorum of the meeting shall consist of shareholders or proxies (if any) who represent not less than twenty-five (25) persons or not less than one-half of the total number of shareholders, holding in aggregate not less than one-third of the total number of shares sold.

In the case that, at any shareholders' meeting, one hour has passed since the time for which the meeting is scheduled but the number of shareholders attending the meeting has not met the requirements as stated in the first paragraph, if the meeting was requested by the shareholders such meeting shall be cancelled. If such meeting was not called at the request of the shareholders, the meeting shall be re-convened and the notice of such meeting shall be sent to shareholders not less than seven days prior to the date of the meeting. The re-convened meeting shall not require a quorum.

The Chairman of the board of directors shall act as chairman of the shareholders' meeting. If the Chairman of the board of directors is not present at the meeting or cannot perform his duty, the Vice-Chairman of the board of directors shall act as chairman of the meeting. If there is no Vice-Chairman of the board of directors or if he/she is not present at the meeting or cannot perform his/her duty, the shareholders' meeting shall elect a shareholder present at the meeting to be the chairman of the meeting.

Article 32. In casting votes at a shareholders' meeting, each share shall have one vote.

of the shareholders' meeting shall consist of the following votes:

In Voting shall be done in public, except where at least 5 shareholders request secret voting and the meeting resolves to take a ballot. In that case, the method of voting shall be determined by the chairman of the meeting.

- (1) The resolutions general, a resolution shall be passed by a majority vote of shareholders present at the meeting and casting their votes. In the event of a tied vote, the chairman of the meeting shall have an additional casting vote.
- (2) In the following circumstances, a resolution shall be passed by a vote of not less than three-quarters of the total votes of the shareholders present at the meeting and entitled to vote:
  - (a) To sell or transfer the whole or important parts of the business of the Company to other persons;
  - (b) To acquire or accept the transfer of a business of other companies or private companies by the Company;
  - (c) To make, amend, or terminate agreements concerning the lease of all or an important part of the business of the Company, to assign another person to manage the business of the Company, or to merge the business with other persons for the purposes of sharing profits and losses;
  - (d) To amend the Memorandum of Association or the Articles of Association of the Company;
  - (e) To increase or decrease the Company's registered capital or the issuance of debentures;
  - (f) To amalgamate the Company's business with another company or wind up the Company.

Article 33. The following matters shall be decided by the annual general meeting of shareholders:

- (1) To consider the report of the board of directors concerning the Company's business during the previous year;
- (2) To consider and approve the balance sheet and profit and loss account of the past accounting year;
- (3) To consider and approve the appropriation of profits, dividend payment, and the appropriation of a reserve fund;
- (4) To consider and appoint the directors to replace the directors who have retired from office upon the expiration of their term of office;
- (5) To consider and determine the directors' remuneration
- (6) To consider and appoint an auditor and determine the auditor's remuneration;
- (7) To consider other matters.

**GUIDELINES FOR ATTENDING THE AGM THROUGH ELECTRONIC MEDIA (E-AGM)  
AND APPOINTMENT OF PROXY**



<https://fpt.foqus.vc/registration/>

**1. Requisition to attend the E-AGM**

- 1) The shareholder or proxy can make a request to attend the E-AGM via Weblink or scanning this QR Code from December 20, 2021 until the meeting adjourns.
- 2) Once the shareholder or proxy access the system, please proceed with the following;
  - Fill in the shareholder registration number.
  - Fill in the identification card number / passport number (in case of foreigner) / juristic person registration number.
  - Fill in an e-mail address of the attendee in order to receive username and password to access into the meeting.
  - Fill in an available telephone number of the attendee.
  - Attach the documents as listed below.
    - In case of the shareholder attends the E-AGM, please attach a copy of the notice of meeting, copy of valid ID card, or Government's official document with photo, or passport (for foreigners) which was certified as a true copy.
    - In case of granting a proxy, please attach a copy of the notice of meeting, the proxy document and required documents as specified in the Notice of the Annual General Meeting of shareholders.

**Note:** Please study the details of the guidelines for attending the meeting and appointment of proxy from the Notice of the Annual General Meeting of shareholders 2022 (complete version) at <https://www.frasersproperty.co.th>.

- 3) Once the Company finishes the verification of the eligible shareholders as of the Record Date on Tuesday, November 23, 2021 as well as the correctness and completeness of documents, the system will send you the weblink for joining the E-AGM together with username, password and user manual for the E-AGM system via the e-mail provided to the Company. Please keep the username and password confidential and refrain from sharing them to any other person.
- 4) In case any document is incomplete/incorrect, the system will send notification to your e-mail address provided to the Company. You can relog into the system to submit amended/additional documents again.

- 5) In case you have lost or not received the username or password by Friday January 7, 2022, please contact Quidlab Co., Ltd., the Company's E-AGM's service provider via email: [info@quidlab.com](mailto:info@quidlab.com) or phone number: 0 2013 4322 and 080 008 7616.

## 2. Access to E-AGM system

- 1) On the meeting date, you will be allowed to enter the system from 13.00 hrs. and the 2022 Annual General Meeting of Shareholders shall begin at 14.00 hrs. onwards.
- 2) The shareholder can download the supporting documents of the meeting and user manual for the E-AGM system via the Company's website <http://www.frasersproperty.co.th> by selecting "Investor Relations" menu from December 9, 2021 onwards.
- 3) The shareholder can vote "Approve" or "Disapprove" or "Abstain" in each agenda. If the shareholder does not vote in any agenda, the system will automatically count your votes as "Approve" in such agenda.
- 4) If any shareholder encounters any technical issues in the meeting, the shareholder can contact the administrator of the system via the contact details which will be specified in the confirmation e-mail received from the Company.

## 3. For any suggestion or questions related to the Company or the meeting agenda

- 1) The shareholder can send suggestion or questions to the Company before the meeting date by Monday January 10, 2022 by specifying name, surname and shareholder registration number via the following channels:

**By e-mail :** [TH.FPT.CS@frasersproperty.com](mailto:TH.FPT.CS@frasersproperty.com); or

**By postal mail :** Department of Company Secretary

Frasers Property (Thailand) Public Company Limited at 20th Floor, Mitrtown Office Tower, No. 944, Rama 4 Road, Wangmai Subdistrict, Pathumwan District, Bangkok 10330

- 2) During the meeting, the shareholder can also send suggestion or questions related to the meeting via the E-AGM system.

## 4. Proxy

In case that a shareholder is unable to attend the meeting, he/she may authorize another person to attend and vote on his/her behalf. The Company provides 3 types of proxy consisting of Form A, B and C as determined by the Department of Business Development, Ministry of Commerce (**Enclosure No. 10**).

Proxy Method shall be processed as followed:



- 1) A General Shareholder shall select only one of either Form A or Form B. The company recommends selecting Form B. and specifying the voting in each agenda item.
- 2) A Shareholder who is a foreign investor and appoint his/its Custodian in Thailand as the Custodian shall select Form C.
- 3) A Shareholder who authorizes the proxy shall authorize only one proxy to attend and vote on the shareholder's behalf. The number of shares of one shareholder cannot be divided to more than one proxy for casting the votes.
- 4) A shareholder is allowed to authorize any person as they wish or authorize an independent director of the Company (Please see Profile of Independent Director for Proxy, Enclosure 8). In case that a shareholder authorizes an independent director of the Company, a shareholder is recommended to select Form B, specify the voting in each agenda and deliver the proxy with customary documentary via the system or to e-mail TH.FPT.CS@frasersproperty.com or Frasers Property (Thailand) Public Company Limited, Company Secretary Office, 20<sup>th</sup> Floor, Mitrtown Office Tower, 944 Rama 4 Road, Wangmai Sub-District, Pathumwan District, Bangkok 10330. For the purpose of the document inspection, please be informed that the documents should be delivered to the Company by Monday, January 10, 2022.
- 5) Completely and clearly fill in the information with the signature of proxy and proxy grantor in the proxy. Affix the 20 Baht duty stamp and cancel the duty stamp with specifying the date of Proxy Form.

#### Documents Required

##### In the event that the shareholder is an ordinary person

- 1) Attendance in person:
  - Notice of the Meeting; and
  - A copy of valid ID card, official identification card, driver license, or passport (in case of foreigner). If there are any changes regarding the name or surname, the customary documentary is required.
- 2) Attendance by proxy:
  - Notice of the Meeting;
  - A completed Proxy Form signed by the proxy grantor and the proxy with duty stamp affixed;
  - A copy of the proxy grantor's valid ID card, official identification card, driver license or passport (in case of foreigner) certified as a true copy by the proxy grantor; and
  - A copy of valid ID card, official identification card, driver license or passport (in case of foreigner) of the proxy certified as a true copy by the proxy.

**In the event that the shareholder is a juristic person**

- 1) Attendance by an authorized person of the juristic person:
  - Notice of the Meeting;
  - A copy of the authorized person of the juristic person's valid ID card, official identification card, driver license or passport (in case of foreigner) certified as a true copy by the authorized person of the juristic person, and;
  - A copy of the Affidavit or Certificate of Incorporation issued by the Ministry of Commerce certified as a true copy by the authorized person of the juristic person with a statement showing that the authorized person of the juristic person who signed the proxy is authorized by the juristic person to act on behalf of the juristic person which is a shareholder.
  
- 2) Attendance by proxy:
  - Notice of the Meeting;
  - A completed Proxy Form signed by the proxy grantor and the proxy with duty stamp affixed;
  - A copy of valid ID card, official identification card, driver license or passport (in case of foreigner) of the authorized person of the juristic person certified as a true copy;
  - A copy of valid ID card, official identification card, driver license or passport (in case of foreigner) of the proxy certified as a true copy; and
  - A copy of the Affidavit or Certificate of Incorporation issued by the Ministry of Commerce certified as a true copy by the authorized person of the juristic person with a statement showing that the authorized person of the juristic person who signed in the proxy is authorized by the juristic person to act on behalf of the juristic person which is a shareholder.
  
- 3) Attendance by proxy of a shareholder who is a foreign investor and appoint his/her/its Custodian in Thailand as the Custodian that authorizes a proxy according to Proxy Form C:
  - 3.1) Documents provided by Custodian
    - A completed Proxy Form C. signed by an authorized person of Custodian which is a proxy grantor and the proxy with duty stamp affixed;
    - A Certification letter certified that such authorized person signing the Proxy Form has the authority to operate Custodian business;
    - A copy of the Affidavit or Certificate of Incorporation of the Custodian certified as a true copy by an authorized person of the Custodian with a statement showing that such authorized person of the Custodian who signed in the proxy is authorized to act on behalf of the Custodian;
    - A copy of valid ID card, official identification card, driver license or passport (in case of foreigner) of the authorized person of the Custodian certified as a true copy;

3.2) Documents provided by Foreign Shareholder

- A proxy authorized the Custodian to sign in the proxy on behalf of the shareholder;
- A copy of the Affidavit or Certificate of Incorporation certified as a true copy by the representative of the juristic person with a statement showing that representative of the juristic person who signed in the proxy is authorized by the juristic person to act on behalf of the juristic person which is a shareholder.
- A copy of valid ID card, official identification card, driver license or passport (in case of foreigner) of the representative of the juristic person certified as a true copy.

3.3) Documents provided by proxy

A copy of valid ID card, official identification card, driver license or passport (in case of foreigner) of the proxy certified as a true copy.

## Profile of Independent Directors for appointment of Proxy and Definition of Independent Directors

### 1. Assoc. Prof. Tithiphan Chuerboonchai

Independent Director, Chairman of Audit Committee, Member of Corporate Governance and Sustainable Development Committee and Member of Risk Management Committee

(Date of Appointment as Director: 24 April 2017)

**Age 68 years**

#### Education

- Master of Business Administration, Thammasat University
- Master of Laws (LL.M.), Harvard Law School, United States of America
- Barrister-at-Law, The Institute of Thai Bar Association
- Bachelor of Laws (First Class Honors), Chulalongkorn University

#### Training/Seminar

- Advanced Audit Committee Program (AACP 32/2019), Thai Institute of Directors (IOD)
- Risk Management Program for Corporate Leaders (RCL 17/2019), Thai Institute of Directors (IOD)
- Financial Statement for Directors (FSD 40/2019) Thai Institute of Directors (IOD)
- Financial Institutions Governance Program (FGP 3/2011), Thai Institute of Directors (IOD)
- Directors Certification Program (DCP 2000), Thai Institute of Directors (IOD)
- Corporate Responsibilities and Practices in Anti-Corruption Seminar
- Roles of Executives to Establishing Corruption Protection Mechanism Seminar

#### Work Experience

- 2017 - Present : Independent Director, Chairman of Audit Committee, Member of Corporate Governance and Sustainable Development Committee and Member of Risk Management Committee, Frasers Property (Thailand) Public Company Limited
- 2017 – 2020 : Member of the Nomination Committee, Frasers Property (Thailand) Public Company Limited
- 1995 - 2018 : Director, Law and Development Research Center, Faculty of Law, Chulalongkorn University
- 2010 - 2013 : Independent Director and Member of Audit Committee, Siam City Bank Public Company Limited
- 1978 - 2013 : Lecturer of the Faculty of Law, Chulalongkorn University
- 2001 - 2009 : Dean of the Faculty of Law, Chulalongkorn University
- 2000 - 2001 : Assistant to the President, Chulalongkorn University



**Other directorship position / Other positions at present**

- Other listed companies
  - Independent Director, Member of the Risk Management Committee and Member of the Corporate Governance Committee, Asset World Corp Public Company Limited
  - Independent Director, Member of Audit Committee, Chairman of the Corporate Governance Committee, Univentures Public Company Limited
- Non-listed companies
  - Independent Director, Chairman of Audit Committee, and Member of Nomination and Compensation Committee, United Overseas Bank (Thai) Public Company Limited

**No. of years as Director :** 4 years

**Shareholding proportion in the Company :** None (as at 30 September 2021)

**Familial relationship with other directors, executives, major shareholders and subsidiaries :** None

**Criminal records on violation of securities and futures contract laws :** None

**Address :** Frasers Property (Thailand) Public Company Limited 22nd - 23rd Floor, Mitrtown Office Tower, 944 Rama 4 Road, Wangmai Sub-district, Pathumwan District, Bangkok 10330

**Conflict of Interest in the :** Agenda Item 6 To determine and approve directors' remuneration for the year 2022

**2. Mr. Chainoi Puankosoom**

Chairman of the Board, Independent Director, Member of Audit Committee, Chairman of Compensation and Nomination Committee and Chairman of Corporate Governance and Sustainable Development Committee  
(Date of Appointment as Director: 16 January 2017)

**Age 71 years**

**Education**

- Master of Management (MM), Sasin Graduate Institute of Business Administration of Chulalongkorn University
- Bachelor's Degree in Higher Accounting, California College of Commerce, United States of America

**Training/Seminar**

- The Role of Chairman in Leading Strategic Risk Oversight (2017), Thai Institute of Directors Association (IOD)
- The Role of the Chairman Program (RCP 33/2014), Thai Institute of Directors Association (IOD)
- Financial Institutions Governance Program (FGP 3/2011), Thai Institute of Directors Association (IOD)
- Directors Accreditation Program (DAP 63/2007), Thai Institute of Directors Association (IOD)



**Work Experience**

- 2021 - Present : Chairman of the Board, Independent Director, Member of Audit Committee, Chairman of Compensation and Nomination Committee and Chairman of Corporate Governance and Sustainable Development Committee, Frasers Property (Thailand) Public Company Limited
- 2017 - 2021 : Chairman of the Board of Directors, Independent Director, Member of Audit Committee, Chairman of Compensation Committee and Chairman of Corporate Governance Committee, Frasers Property (Thailand) Public Company Limited
- 2012 - Sep 2019 : Chairman of the Audit Committee, Chairman of the Corporate Governance Committee, Member of the Compensation and Nomination Committee, and Independent Director, Golden Land Property Development Public Company Limited
- 2017 - Jan 2019 : Independent Director, Member of Audit Committee and Member of the Human Resource and Remuneration Committee, Demeter Corporation Public Company Limited
- 2016 - 2018 : Director - Circulation Fund of The Comptroller General's Department, Ministry of Finance
- 2011 - 2018 : Director, The Energy Fund Administration Institute (Public Organization), Ministry of Energy
- 2009 - 2018 : Director, Petroleum Institute of Thailand
- 2010 - 2016 : Director, Committee on State Enterprises Evaluation, Ministry of Finance
- 2013 - 2014 : Chairman of the Board of Directors, IRPC Public Company Limited
- 2010 - 2012 : Chairman of Executive Committee, The Industrial Environment Institute of The Federation of Thai Industries
- 2008 - 2010 : President & Chief Executive Officer, PTT Aromatics & Refining Public Company Limited
- 2008 - 2010 : Senior Executive Vice President, PTT Public Company Limited
- 2007 - 2008 : President - PTT Aromatics & Refining Public Company Limited
- 2004 - 2007 : Executive Vice President, PTT Public Company Limited
- 2004 - 2007 : CEO, Rayong Refinery Public Company Limited
- 2004 - 2007 : Co-CEO, Alliance Refining Public Company Limited
- 1984 - 2004 : Deputy Managing Director, Thai Oil Public Company Limited
- 1974 - 1984 : Country Financial Manager, Chase Manhattan Bank, Bangkok Branch

**Other directorship position / Other positions at present**

- Other listed companies
  - Chairman Directors and Independent Director, Tipco Asphalt Public Company Limited
  - Independent Director, Chairman of Audit Committee, Member of the Nomination, Remuneration and Corporate Governance Committee, Prima Marine Public Company Limited
- Non-listed companies
  - Chairman of the Board of Directors, TRA Land Development Company Limited
  - Chairman of the Audit Committee and Independent Director, Sapthip Company Limited
  - Director, Member of Executive Committee, Member of Risk Management Committee and Member of Business Restructuring Subcommittee, National Power Supply Public Company Limited

**No. of years as Director :** 4 years

**Shareholding proportion in the Company :** 5,000 Shares (as at 30 September 2021)

**Familial relationship with other directors, executives, major shareholders and subsidiaries :** None

**Criminal records on violation of securities and futures contract laws :** None

**Address :** Frasers Property (Thailand) Public Company Limited 22nd - 23rd Floor, Mitrtown Office Tower, 944 Rama 4 Road, Wangmai Sub-district, Pathumwan District, Bangkok 10330

**Conflict of Interest in the :** Agenda Item 6 To determine and approve directors' remuneration for the year 2022

**3. Mrs. Busaya Mathelin**

Independent Director

(Date of Appointment as Director: 13 January 2021)

**Age 61 years**

**Education**

- Bachelor of Arts (French) (First Class Honours, Gold Medal), from Chulalongkorn University
- Master of Arts (Political Science), University of Michigan, USA
- Master of Arts (Asian Studies), University of Michigan, USA



**Training/Seminar**

- The Civil Service Executive Development Program (Class No. 51, 2016), Office of the Civil Service Commission
- Listed Entity Director (LED) Program (Module 1, 2, 3, 4) Singapore Institute of Directors (SID)
- Director Certification Program (DCP304/2021)



**Work Experience**

- Jan 2021 - Present : Independent Director of Frasers Property (Thailand) Public Company Limited
- Jan 2021 - Present : Independent Director of Thai Beverage Public Company Limited
- Mar 2021 - Present : Advisor, International Studies Center, Ministry of Foreign Affairs of Thailand
- Dec 2020 - Present : Advisor, Devawongse Varopakarn Institute of Foreign Affairs, Ministry of Foreign Affairs of Thailand
- Oct 2020 - Present : Member, National Strategy Drafting Committee on Security
- Jan 2017 - Jan 2021 : Expert Member, Chulabhorn Royal Academy Council
- Oct 2016 - Sep 2020 : Permanent Secretary, Ministry of Foreign Affairs of Thailand
- 2015 - 2016 :
  - Ambassador of Thailand to Belgium and Luxembourg
  - Ambassador and Head of Mission of Thailand to the European Union
- 2013 - 2015 : Ambassador of Thailand to Spain
- 2012 - 2013 : Ambassador of Thailand to Senegal
- 2010 - 2012 : Director-General of European Affairs Department, Ministry of Foreign Affairs of Thailand

**Other directorship position / Other positions at present**

- Non-listed companies in Thailand : None

**No. of years as Director :** 1 years

**Shareholding proportion in the Company :** None (as at 30 September 2021)

**Familial relationship with other directors, executives, major shareholders and subsidiaries :** None

**Criminal records on violation of securities and futures contract laws:** None

**Address :** Frasers Property (Thailand) Public Company Limited 22nd - 23rd Floor, Mitrtown Office Tower, 944 Rama 4 Road, Wangmai Sub-district, Pathumwan District, Bangkok 10330

**Conflict of Interest in the :** Agenda Item 6 To determine and approve directors' remuneration for the year 2022

**\*Remark: The Company has set the definition and qualifications of the Company's Independent Directors (pursuant to the Notification of the Capital Market Supervisory Board No. TorChor. 39/2559). Details are as follows:**

1. Holding no more than 1% of the total eligible voting shares of the Company, parent companies, subsidiaries, associated companies, major shareholders or controlling person of the Company, by totally counting the shares held by related person to such independent director.
2. Not being a director participating in management role, an employee, staff, advisor who receives a regular salary or a controlling person of the Company, parent companies, subsidiaries, associated companies, same level subsidiaries, major shareholders, or controlling person of the Company during the past 2

years before his/her appointment as independent directors. Except excluding the case that he/she was a government official or advisor of the government who is a major shareholder or controlling person of the Company.

3. Having no relation by blood or by legal registration as the father, mother, spouse, brother or sister, and child including spouse of child of other directors, executives, major shareholders, control person or person(s) who is nominated to be the director, executives, or control person of the Company or subsidiaries.
4. Having no business relation with the Company, parent companies, subsidiaries, associated companies, major shareholder or controlling person of the Company that would impede his/her independent discretion. Not being or having been a significant shareholder or controlling person of the Company of a business relationship with the Company, parent companies, subsidiaries, associated companies, major shareholder or controlling person of the Company, unless clear from the foregoing relationship for not less than two years.

The term 'business relationship' aforementioned under paragraph one includes any normal business transaction, rental or lease of immovable property, transaction relating to assets or services, grant or receipt of financial assistance through receiving or extending loans, guarantee, providing assets as collateral, including any other similar action, which results in the Company or its counterparty being subject indebtedness payable to the other party in the amount of 3 percent or more of the net tangible assets of the company or 20 million Baht or more, whichever is lower. The amount of such indebtedness shall be calculated according to the calculation method for value of connected transactions under the Notification of Capital Market Supervisory Board concerning Rules on Connected Transactions mutatis mutandis. The combination of such indebtedness shall include indebtedness taking place during the course of 1 year prior to the date on which the business relationship with the person is commenced.

5. Not being or having been an auditor of the Company, parent companies, subsidiaries, associated companies, major shareholder, or controlling person of the Company. Not being or having been partners of an audit firm, where the auditor of the Company, parent companies, subsidiaries, associated companies, major shareholder, or controlling person of the Company, except for the case of being exempted from having such characteristics, unless clear from those characteristics for not less than two years.
6. Not being a professional service provider including legal or financial advisor who receives service fee exceeding Baht 2,000,000 a year from the Company, parent companies, subsidiaries, associated companies, major shareholder, or controlling person of the Company. Not being a substantial shareholder, controlling person of the Company, or a partner of such service provider firm, except in the case of being exempted from having such characteristics, unless clear from those characteristics not less than two years.

7. Not being a director appointed for representation of Company's directors, major shareholders or shareholder who is a related person of the major shareholders of the Company.
8. Not undertaking any businesses, the nature of which is the same as the Company or its subsidiaries and, in any material respect, is competitive with the business of the Company or subsidiaries. Not being a substantial partner in the partnership, or a director who is involved in the Company management, an employee, a staff member, an advisor who receives regular salary or a shareholder holding more than one percent of shares with voting rights of a company the nature of whose business is the same as the Company. In any material respect, it is competitive with business of the Company or subsidiaries.
9. Not having any characteristics that could not give independent opinion on the operation of the Company.

**Request Form for physical Copy of Annual Registration Statement/2021 Annual Report  
(Form 56-1 One Report)**

Dear Shareholders,

According to the vision of Frasers Property (Thailand) Public Company Limited (the “Company”), and the realization of global warming impact; the Company provides the Annual Registration Statement/2021 Annual Report (Form 56-1 One Report) in the form of QR Code (delivered to all shareholders together with the invitation to the Annual General Meeting of Shareholders).

Nevertheless, a shareholder, who would like to receive a physical copy of Annual Registration Statement/2021 Annual Report (Form 56-1 One Report), is requested to fill in the form below and send it back to us by post to the Company at 20<sup>th</sup> Floor, Mitrtown Office Tower, 944 Rama 4 Road, Wangmai Sub-District, Pathumwan District, Bangkok 10330 or by Email [th.fpt.cs@frasersproperty.com](mailto:th.fpt.cs@frasersproperty.com). The Company will then deliver the hard copy of 2021 Annual Report to you

---

To      Company Secretary

I, \_\_\_\_\_,  
would like to receive a physical copy of Annual Registration Statement/2021 Annual Report (Form 56-1 One Report).

Address:

No.	_____	Village	_____
Road	_____	Sub-district	_____
District	_____	Province	_____
Postal Code	_____	Tel.	_____
E-mail	_____		



Proxy Form A

Made at Date \_\_\_\_\_ Month \_\_\_\_\_ Year \_\_\_\_\_

(1) I/We Residing at No \_\_\_\_\_ Road \_\_\_\_\_ Sub-district \_\_\_\_\_ District \_\_\_\_\_ Province \_\_\_\_\_ Postal Code \_\_\_\_\_ Nationality \_\_\_\_\_

(2) Being a shareholder of Frasers Property (Thailand) Public Company Limited holding the total \_\_\_\_\_ share(s), and having voting \_\_\_\_\_ rights equivalent to \_\_\_\_\_ vote(s) as follows: Ordinary share \_\_\_\_\_ share(s), having voting \_\_\_\_\_ rights equivalent to \_\_\_\_\_ vote(s) Preferred share \_\_\_\_\_ share(s), having voting \_\_\_\_\_ rights equivalent to \_\_\_\_\_ vote(s)

- (3) Here by authorize, 1. Name \_\_\_\_\_ Age \_\_\_\_\_ Years, Residing at No. \_\_\_\_\_ Road \_\_\_\_\_ Sub-district \_\_\_\_\_ District \_\_\_\_\_ Province \_\_\_\_\_ Postal Code \_\_\_\_\_ 2. Name \_\_\_\_\_ Age \_\_\_\_\_ Years, Residing at No. \_\_\_\_\_ Road \_\_\_\_\_ Sub-district \_\_\_\_\_ District \_\_\_\_\_ Province \_\_\_\_\_ Postal Code \_\_\_\_\_ 3. Name Mr. Tithiphan Chuerboonchai Age 68 Years, Residing at No. 944 Road Rama 4 Sub-district Wang Mai District Pathum Wan Province Bangkok Postal Code 10330 4. Name Mr. Chainoi Puankosoom Age 71 Years, Residing at No. 944 Road Rama 4 Sub-district Wang Mai District Pathum Wan Province Bangkok Postal Code 10330 5. Name Mrs. Busaya Mathelin Age 61 Years, Residing at No. 944 Road Rama 4 Sub-district Wang Mai District Pathum Wan Province Bangkok Postal Code 10330

Only one of them as my/our proxy to attend and vote in the 2022 Annual General Meeting of Shareholders to be held on Wednesday, January 12, 2022 at 14.00 hrs., the Electronic Meeting (E-AGM) or at any adjournment thereof to any other date, time and venue.

Any business carried out by the proxy holder in the said meeting shall be deemed as if having performed by myself in all respects.

Signed \_\_\_\_\_ Grantor ( ) Signed \_\_\_\_\_ Proxy ( ) Signed \_\_\_\_\_ Proxy ( ) Signed \_\_\_\_\_ Proxy ( )



Proxy Form B

Made at \_\_\_\_\_  
 Date \_\_\_\_\_ Month \_\_\_\_\_ Year \_\_\_\_\_

(1) I/We \_\_\_\_\_  
 Residing at No. \_\_\_\_\_ Road \_\_\_\_\_ Sub-district \_\_\_\_\_  
 District \_\_\_\_\_ Province \_\_\_\_\_ Postal Code \_\_\_\_\_

(2) Being a shareholder of **Frasers Property (Thailand) Public Company Limited**  
 holding the total \_\_\_\_\_ share(s), and having voting \_\_\_\_\_  
 amount of \_\_\_\_\_ rights equivalent to \_\_\_\_\_ vote(s) as follows:  
 Ordinary share \_\_\_\_\_ share(s), having voting \_\_\_\_\_ vote(s)  
 \_\_\_\_\_ rights equivalent to \_\_\_\_\_  
 Preferred share \_\_\_\_\_ share(s), having voting \_\_\_\_\_ vote(s)  
 \_\_\_\_\_ rights equivalent to \_\_\_\_\_

(3) Here by authorize,  
 1. Name \_\_\_\_\_ Age \_\_\_\_\_ Years, Residing at No. \_\_\_\_\_  
 Road \_\_\_\_\_ Sub-district \_\_\_\_\_ District \_\_\_\_\_  
 Province \_\_\_\_\_ Postal Code \_\_\_\_\_  
 2. Name \_\_\_\_\_ Age \_\_\_\_\_ Years, Residing at No. \_\_\_\_\_  
 Road \_\_\_\_\_ Sub-district \_\_\_\_\_ District \_\_\_\_\_  
 Province \_\_\_\_\_ Postal Code \_\_\_\_\_  
 3. Name Mr. Tithiphan Chuerboonchai Age 68 Years, Residing at No. 944  
 Road Rama 4 Sub-district Wang Mai District Pathum Wan  
 Province Bangkok Postal Code 10330  
 4. Name Mr. Chainoi Puankosoom Age 71 Years, Residing at No. 944  
 Road Rama 4 Sub-district Wang Mai District Pathum Wan  
 Province Bangkok Postal Code 10330  
 5. Name Mrs. Busaya Mathelin Age 61 Years, Residing at No. 944  
 Road Rama 4 Sub-district Wang Mai District Pathum Wan  
 Province Bangkok Postal Code 10330

Only one of them as my/our proxy to attend and vote in the 2022 Annual General Meeting of Shareholders to be held on Wednesday, January 12, 2022 at 14.00 hrs., the Electronic Meeting (E-AGM) or at any adjournment thereof to any other date, time and venue.

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

**Agenda 1 To consider and certify the Minutes of the 2021 Annual General Meeting of Shareholders, which was held on 13<sup>th</sup> January 2021**

- 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 acknowledge the Company's performance report as of 30<sup>th</sup> September 2021**

- 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 statement of financial Position and profits and loss statement for the year ended 30<sup>th</sup> September 2021**

- 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 allocation of net profits for legal reserve and dividend payment for the fiscal year ended September 30, 2021**

- 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 To consider and approve the appointment of directors for the replacement of the directors who retired by rotation for the year 2022**

- 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:

**Appointment of a whole set of directors**

- Approve                       Disapprove                       Abstain

**Appointment of a director individually**

1. Name of director: Mr. Chali Sophonpanich

- Approve                       Disapprove                       Abstain

2. Name of director: Mr. Chatchaval Jiaravanon

- Approve                       Disapprove                       Abstain



3. Name of director: Mr. Chai Vinichbutr

Approve                       Disapprove                       Abstain

4. Name of director: Mr. Panote Sirivadhanabhakdi

Approve                       Disapprove                       Abstain

**Agenda 6 To determine and approve directors' remuneration for the year 2022**

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 7 To consider and approve the appointment of auditors and the determination of the audit fee for the year 2022**

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 8 To consider and approve the reduction of the Company's registered capital and the amendment to Clause 4 of the Company's Memorandum of Association regarding the registered capital to reflect the reduction of the Company's registered capital**

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 9 To consider and approve the increase of the Company's registered capital and the amendment to Clause 4 of the Company's Memorandum of Association regarding the registered capital to reflect the increase of the Company's registered capital**

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 10 To consider and approve the allocation of newly-issued ordinary shares under the General Mandate in the amount of not exceeding 1,391,566,449 shares at a par value of 1 Baht per share**

- 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 11 Other businesses (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 which is not in accordance with this proxy form shall be considered as invalid and shall not be treated as my/our voting as a shareholder.

(6) In the case that I/we have not declared a voting intention in any agenda or my/our determination is not clearly specified or that the meeting considers or ratifies resolutions in any matters apart from the agenda items specified above, including any amendment, modification or addition of any facts, the proxy holder shall have the right to consider and vote on behalf of myself as he/ she sees appropriate.

Any act(s) undertaken by the proxy holder at such meeting except where the proxy holder does not vote as I/we specify in the proxy form shall be deemed as my/our own act(s) in every respect.

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

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

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

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

Annex to the Proxy Form B.

Grant of proxy as a shareholder of **Frasers Property (Thailand) Public Company Limited** at the 2022 Annual General Meeting of Shareholders to be held on Wednesday, January 12, 2022 at 14.00 hrs., Electronic Meeting (e-AGM) or at any adjournment thereof to any other date, time and venue.

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 \_\_\_\_\_

- 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

## Proxy Form C

(For Foreign Shareholder appointing the Custodian in Thailand)



Made at \_\_\_\_\_  
Date \_\_\_\_\_ Month \_\_\_\_\_ Year \_\_\_\_\_

(1) I/We \_\_\_\_\_  
Nationality \_\_\_\_\_  
Residing at No. \_\_\_\_\_ Road \_\_\_\_\_ Sub-district \_\_\_\_\_  
District \_\_\_\_\_ Province \_\_\_\_\_ Postal Code \_\_\_\_\_

(2) Being a shareholder of **Frasers Property (Thailand) Public Company Limited**  
holding the total \_\_\_\_\_ share(s), and having voting \_\_\_\_\_  
amount of \_\_\_\_\_ rights equivalent to \_\_\_\_\_ vote(s) as follows:  
Ordinary share \_\_\_\_\_ share(s), having voting \_\_\_\_\_ vote(s)  
rights equivalent to \_\_\_\_\_  
Preferred share \_\_\_\_\_ share(s), having voting \_\_\_\_\_ vote(s)  
rights equivalent to \_\_\_\_\_

(3) Here by authorize,

1. Name \_\_\_\_\_ Age \_\_\_\_\_ Years, Residing at No. \_\_\_\_\_  
Road \_\_\_\_\_ Sub-district \_\_\_\_\_ District \_\_\_\_\_  
Province \_\_\_\_\_ Postal Code \_\_\_\_\_

2. Name \_\_\_\_\_ Age \_\_\_\_\_ Years, Residing at No. \_\_\_\_\_  
Road \_\_\_\_\_ Sub-district \_\_\_\_\_ District \_\_\_\_\_  
Province \_\_\_\_\_ Postal Code \_\_\_\_\_

3. Name Mr. Tithiphan Chuerboonchai Age 68 Years, Residing at No. 944  
Road Rama 4 Sub-district Wang Mai District Pathum Wan  
Province Bangkok Postal Code 10330

4. Name Mr. Chainoi Puankosoom Age 71 Years, Residing at No. 944  
Road Rama 4 Sub-district Wang Mai District Pathum Wan  
Province Bangkok Postal Code 10330

5. Name Mrs. Busaya Mathelin Age 61 Years, Residing at No. 944  
Road Rama 4 Sub-district Wang Mai District Pathum Wan  
Province Bangkok Postal Code 10330

Only one of them as my/our proxy to attend and vote in the 2022 Annual General Meeting of Shareholders to be held on Wednesday, January 12, 2022 at 14.00 hrs., Electronic Meeting (e-AGM) or at any adjournment thereof to any other date, time and venue.

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

- Grant proxy the total amount of shares holding and entitled to vote
- Grant partial shares of
- Ordinary share \_\_\_\_\_ share(s), and having voting rights \_\_\_\_\_ vote(s)  
equivalent to \_\_\_\_\_
- Preferred share \_\_\_\_\_ share(s), and having voting rights \_\_\_\_\_ vote(s)  
equivalent to \_\_\_\_\_
- Total voting rights \_\_\_\_\_ vote(s)

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

**Agenda 1 To consider and certify the Minutes of the 2021 Annual General Meeting of Shareholders, which was held on 13<sup>th</sup> January 2021**

- 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 acknowledge the Company's performance report as of 30<sup>th</sup> September 2021**

- 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 statement of financial position and profits and loss statement for the year ended 30<sup>th</sup> September 2021**

- 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 allocation of net profit for legal reserve and dividend payment for the fiscal year ended September 30, 2021**

- 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 To consider and approve the appointment of directors for the replacement of the directors who retired by rotation for the year 2022**

- 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:
- Appointment of a whole set of directors**
- Approve                       Disapprove                       Abstain
- Appointment of a director individually**
1. Name of director: Mr. Chali Sophonpanich
- Approve                       Disapprove                       Abstain

2. Name of director: Mr. Chatchaval Jiaravanon  
 Approve                       Disapprove                       Abstain
3. Name of director: Mr. Chai Vinichbutr  
 Approve                       Disapprove                       Abstain
4. Name of director: Mr. Panote Sirivadhanabhakdi  
 Approve                       Disapprove                       Abstain

**Agenda 6 To determine and approve directors' remuneration for the year 2022**

- 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 7 To consider and approve the appointment of auditors and the determination of the audit fee for the year 2022**

- 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 8 To consider and approve the reduction of the Company's registered capital and the amendment to Clause 4 of the Company's Memorandum of Association regarding the registered capital to reflect the reduction of the Company's registered capital**

- 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 9 To consider and approve the increase of the Company's registered capital and the amendment to Clause 4 of the Company's Memorandum of Association regarding the registered capital to reflect the increase of the Company's registered capital**

- 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 10 To consider and approve the allocation of newly-issued ordinary shares under the General Mandate in the amount of not exceeding 1,391,566,449 shares at a par value of 1 Baht per share**

- 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 11 Other businesses (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

(6) 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.

(7) In case I/we have not declared a voting intention in any agenda item or my/our determination is not clear or in case the meeting considers or passes resolutions in any matters apart from those agenda items 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  
 (.....)



Annex to the Proxy Form C.

Grant of proxy as a shareholder of **Frasers Property (Thailand) Public Company Limited** at the 2022 Annual General Meeting of Shareholders to be held on Wednesday, January 12, 2022 at 14.00 hrs., Electronic Meeting (e-AGM) or at any adjournment thereof to any other date, time and venue.

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 \_\_\_\_\_

- 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