

(Unofficial Translation)

Fraser's Property (Thailand) Public Company Limited

Notice of the Annual General Meeting of Shareholders 2023

Monday, 16 January 2023, at 14.00 hrs.

Electronic Meeting (E-AGM)

Contact us

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(Unofficially Translation)

No. FPT 2023/004

16 December 2022

Subject: Invitation to the 2023 Annual General Meeting of Shareholders
Attention: Shareholders of Frasers Property (Thailand) Public Company Limited

- Enclosures:
1. Copy of the Minutes of the 2022 Annual General Meeting of Shareholders, held on 12 January 2022 (for supporting the consideration of the Agenda Item 1)
 2. QR Code for downloading Annual Registration Statement/2022 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 2023 (for supporting the consideration of the Agenda Item 7)
 5. Capital Increase Report Form (F53-4) (for supporting the consideration of the Agenda Item 9)
 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 and Definition of Independent Directors
 9. Request form for physical copy of Annual Registration Statement/2022 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 2023 fiscal year of Frasers Property (Thailand) Public Company Limited (the "**Company**") convened on 8 November 2022, the Annual General Meeting of Shareholders of the year 2023 will be held on Monday, 16 January 2023, 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 2022 Annual General Meeting of Shareholders, which was held on 12 January 2022

Objective and Rationale:

For the shareholders to consider and certify the Minutes of the 2022 Annual General Meeting of Shareholders, held on 12 January 2022, 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 2022 Annual General Meeting of Shareholders, held on 12 January 2022 has been made correctly and opines to propose the Minutes of the 2022 Annual General Meeting of Shareholders to the 2023 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 30 September 2022

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 2022, the details of which are describe in the 2022 Annual Report enclosed hereto as Enclosure 2.

Opinion of the Board:

The Board of Directors opines to propose the 2022 Annual Report which summarized the operation result of the Company during the preceding year and significant changes occurred in 2022 to the 2023 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 30 September 2022

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 30 September 2022 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 2022 Annual Report enclosed hereto as Enclosure 2.

Opinion of the Board:

The Board of Directors opines to propose to the 2023 Annual General Meeting of Shareholders to consider and approve the Statements of Financial Position and profits and loss statement for the fiscal year ended 30 September 2022, 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 dividend payment for the fiscal year ended 30 September 2022

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 371.08 million Baht. Therefore, the legal reserve amount of the Company reaches the amount as required by law so there is no need to allocate annual net profits as legal reserve.

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 2022 showed net profits of 2,464.50 million Baht, of which were net profit attributable to owners of the parent of 2,464.46 million Baht. 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 2023 Annual General Meeting of Shareholders to consider and approve to declaration of the 2022 dividend at the rate 0.43 Baht per share for 2,319.28 million ordinary shares, totaling 997.28 million Baht, representing 40.5 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 2022	Year 2021	Year 2020
Dividend per share (Baht)	0.43	0.34	0.60
Total amount of dividend	997.29	788.55	1,391.57
Net profit shown in the consolidated financial statement	2,464.50	1,566.89	2,839.04
Net profit attributable to owners of the parent	2,464.46	1,586.27	2,791.49
Net profit of former shareholders before business restructuring	-	0.83	2.10
Net profit of non-controlling interests	0.04	(20.21)	48.45
Payout ratio - percent of net profit attributable to owners of the parent	40.5	49.7	50

The dividend payment at the rate of 0.43 Baht per share will be paid to the shareholders whose names are registered in the Shareholders' Registry on Wednesday, 23 November 2022 (Record Date). The dividend payment date is scheduled on Friday, 10 February 2023. 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	0.35
Not entitled to tax credit	Net profit of business that is exempted from corporate income tax (BOI)	0.08

The dividend payment as mentioned is still uncertain as it is subject to the approval of the 2023 Annual General Meeting of Shareholders.

Opinion of the Board:

The Board of Directors deemed it appropriate to propose to the 2023 Annual General Meeting of Shareholders to consider and approve the dividend payment for year 2022 in cash to shareholders at the rate of 0.43 Baht per share. The Company sets the record date to determine the list of shareholders who shall be entitled to receive dividend on Wednesday, 23 November 2022. The dividend payment date is scheduled on Friday, 10 February 2023.

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 40.5 percent of the net profit of the consolidated financial statements for fiscal year ended 30 September 2022.

The dividend payment for the fiscal year ended 30 September 2022 at the rate of 0.43 Baht per share is higher than the dividend payment paid in 2021. In 2021, the Company paid dividend at the rate 0.34 Baht per share, totaling 788.55 million Baht which is approximately 49.7 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 2023**

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 2023 Annual General Meeting of Shareholders, there are 4 directors who are due to retire by rotation, namely:

Name	Position
1. Mr. Chainoi Puankosoom	Independent Director, Chairman of the Board, Member of Audit Committee, Chairman of Compensation and Nomination Committee and Chairman of Corporate Governance and Sustainable Development Committee
2. Assoc. Prof. Tithiphan Chuerboonchai	Independent Director, Chairman of Audit Committee, Member of Corporate Governance and Sustainable Development Committee and Member of Risk Management Committee
3. Mr. Chotiphat Bijananda	Director and Chairman of Risk Management Committee
4. Mr. Sithichai Chaikriangkrai	Director and Member of the Executive Committee

In nominating directors, the Company invited its individual shareholders, via the Stock Exchange of Thailand and on the Company's website, from 1 July 2022 to 30 September 2022, 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 and to hold the same positions in the Committees.

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. The individuals nominated this time have been evaluated in accordance with the procedure outlined by the Company, possessing the qualifications in accordance with the relevant rules and regulations, and is suitable for the Company's business operations. 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. In addition, the Board of Directors has considered and is of the opinion that the persons to be nominated as independent directors, i.e., Mr. Chainoi Puankosoom (the period of being an independent director in the past when combined with the term of office if elected this time, totaling a period of 8 years), and Assoc. Prof. Tithiphan Chuerboonchai (the period of being an independent director in the past when combined with the term of office if elected this time, totaling a period of 8 years), are possessing qualifications for independent director as set out in the relevant laws and regulations.

The Board of Directors agrees with the Compensation and Nomination Committee to propose to the 2023 Annual General Meeting of Shareholders to consider and approve the appointment of Mr. Chainoi Puankosoom, Assoc. Prof. Tithiphan Chuerboonchai, Mr. Chotiphat Bijananda and Mr. Sithichai Chaikriangkrai who are due to retire by rotation as the Company's 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 consider and approve directors' remuneration for the year 2023**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 2023 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 companied 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 2022. The details of the remuneration are as follows:

1. Monetary Compensation
 - 1.1 Meeting allowance and monthly remuneration for the year 2023

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.

In this regard, the total amount of directors' remuneration including extra remuneration (if any) for the year 2023 shall not exceed 20,000,000 Baht (same amount as last year).

1.2 For extra remuneration, the Compensation and Nomination Committee is authorized to 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 (same as last year).

Detail of directors' remuneration in Annual Registration Statement/2022 Annual Report (Form 56-1 One Report) October 2021 - September 2022 Corporate Governance / Report on Key Operating Results of Corporate Governance / directors' remuneration

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 2023 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 2022.

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 auditors and the determination of the audit fee for the year 2023**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 such auditor to be the auditor of the Company when at least 5 consecutive accounting periods have passed. At present, the auditor of the Company is Mr. Ekkasit Chuthamsatid, CPA Registration No. 4195, from KPMG Phoomchai Audit Limited, who is responsible for reviewing, auditing and giving opinions on the Company's financial statements for 1 year, which is not more than the time stipulated by the Office of the Securities and Exchange Commission.

In selecting the auditor of the Company for the year 2023, 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 2023 Annual General Meeting of Shareholders to consider and approve the appointment of the following 4 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	

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 2023, 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 2022.

The comparison of the amount of audit fee for the year 2023, 2022, 2021 and 2020 are as follows:

(Unit : Baht)

	Year 2023 (12 months)	Year 2022 (12 months)	Year 2021 (12 months)	Year 2020 (12 months)
Audit Fee	1,850,000	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 2023 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, Bangkok Logistics Park Company Limited, Frasers Property Power (Thailand) Company Limited and Wangnoi 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 and STT GDC (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 amendment to the Company’s Articles of Association by amending Articles 25, 28-30 and 44

Objective and Rationale:

As per the enforcement of the Public Limited Companies Act (No. 4) B.E. 2565 (2022) in Royal Gazette, effective as of 24 May 2022, prescribes regulatory changes regarding the approval of conducting meeting via electronic approach in order to enhance efficiency, reduce unnecessary costs, and provide convenience to investors which aligns with the amended requirements, it is appropriate to propose to shareholders’ meeting to consider and approve the amendment to the Company’s Articles of Association by amending Articles 25, 28-30 and 44. The details are as follows:

Company’s Current Articles of Association	Proposed change
<p>Section 25 The Board of Directors shall meet at least once in every three months.</p> <p>In calling a meeting of directors, the Chairman of the Board or the person designated by the Chairman shall send a notice to each director not less than seven days in advance of the meeting, except in case of an emergency where it is necessary to protect the rights or privileges of the Company, when a meeting may be called by other means and on shorter notice.</p> <p>If two or more directors request that a meeting of directors be held, the Chairman of the Board or the director designated by the Chairman shall fix a</p>	<p>Section 25 The Board of Directors shall meet at least once in every three months.</p> <p>In calling a meeting of directors, the Chairman of the Board or the person designated by the Chairman shall send a notice to each director not less than <u>three</u> days in advance of the meeting, except in case of an emergency where it is necessary to protect the rights or privileges of the Company, when a meeting may be called <u>by electronic</u> means or other means and on shorter notice.</p> <p>However, <u>if it is reasonable, or for the protection of the Company’s interest</u>, at least two directors may jointly request that the Chairman of the Board summon a meeting of the Board of Directors,</p>

<p>meeting date within fourteen days after receipt of such request.</p> <p>The Board of Directors may hold a meeting at the Company’s head office or at any other place throughout the Kingdom or may hold a meeting outside Thailand.</p>	<p><u>whereby the agendas and reasons that will be proposed for consideration</u> must be specified. In the case that a request is made by at least two directors, the Chairman of the Board shall summon and fix the date of the meeting within fourteen days of the date of receipt of the request.</p> <p><u>In the case where the Chairman of the Board does not take action in accordance with the provision in paragraph three, the requesting directors may jointly summon and fix the date of the meeting of the Board of Directors to consider the proposed agenda items within fourteen days of the end of such period mentioned in paragraph three.</u></p> <p>The Board of Directors may hold a meeting at the Company’s head office, or in any other province throughout the Kingdom, or via electronic means. <u>In the case of a meeting via electronic means, the Company's head office shall be deemed the venue of such meeting.</u></p>
<p>Section 28 The Board of Directors shall hold an annual general meeting within four months after the end of each fiscal year.</p> <p>All meetings of shareholders other than annual general meetings referred to in the foregoing paragraph are called “Extraordinary Shareholders’ Meeting”. The Board of Directors may summon an extraordinary shareholders’ meeting at any time as they may think fit; or any shareholder or shareholders holding an aggregate of at least one-tenth of the total shares sold may at any time subscribe their names requesting in writing that an extraordinary shareholder’s meeting shall be held, by clearly stating the reason for convening such meeting in the written request. In this case, the</p>	<p>Section 28 The Board of Directors shall hold an annual general meeting within four months after the end of each fiscal year.</p> <p>All meetings of shareholders other than annual general meetings referred to in the foregoing paragraph are called “Extraordinary Shareholders’ Meeting”. The Board of Directors may summon an extraordinary shareholders’ meeting at any time as they may think fit; or any shareholder or shareholders holding an aggregate of at least one-tenth of the total shares sold may at any time subscribe their names requesting in writing that an extraordinary shareholder’s meeting shall be held, by clearly stating the reason for convening such meeting in the written request. In this case, the</p>

<p>Board of Directors shall hold a shareholder’s meeting within forty-five days after receipt of such written request from the shareholder(s).</p> <p>In the event the Board of Directors fails to convene the shareholder’s meeting within the period under paragraph two, the shareholders who have subscribed their names or other shareholders holding the required aggregate number of shares may themselves call the meeting within forty-five days from the date of expiration of the period under paragraph two. In such case, the meeting is deemed to be a shareholders’ meeting called by the Board of Directors, and the Company shall be responsible for necessary expenses as may be incurred in the course of convening such meeting and the Company shall reasonably provide facilitation. In the event that, at the shareholders’ meeting called by the shareholders under paragraph three, the number of the shareholders present in the meeting does not constitute quorum as prescribed in this Articles of Association, the shareholders under paragraph three shall jointly compensate the Company for the expenses incurred in arrangements for convening that meeting.</p>	<p>Board of Directors shall hold a shareholder’s meeting within forty-five days after receipt of such written request from the shareholder(s).</p> <p>In the event the Board of Directors fails to convene the shareholder’s meeting within the period under paragraph two, the shareholders who have subscribed their names or other shareholders holding the required aggregate number of shares may themselves call the meeting within forty-five days from the date of expiration of the period under paragraph two. <u>The shareholders calling the meeting may send the notice of the meeting to the shareholders by electronic method, if such shareholders have notified their intention or given their consent to the Company or the Board of Directors in accordance with the criteria prescribed by law.</u> In this case, the meeting is deemed a shareholders’ meeting called by the Board of Directors, and the Company shall be responsible for the necessary expenses incurred as a result thereof, and shall reasonably facilitate the meeting.</p> <p>In the case where the quorum, as specified in these Articles of Association, of the meeting called by the shareholders in accordance with paragraph three cannot be constituted, the shareholders under paragraph three shall jointly compensate the Company for the expenses incurred as a result of the meeting.</p>
<p>Section 29 In calling a meeting of shareholders, the Board of Directors shall give notice specifying the place, the date, the hour, the agenda of the meeting, the matters proposed for acknowledgment, approval or consideration, as the case may be, and the directors’ opinion on such</p>	<p>Section 29 In calling a meeting of shareholders, the Board of Directors shall give notice specifying the place, the date, the hour, the agenda of the meeting, the matters proposed for acknowledgment, approval or consideration, as the case may be, and the directors’ opinion on such</p>

<p>matters. Such notice shall be given to each shareholder and the Share Registrar at least seven days prior to the meeting and shall also be published in a daily newspaper for three days consecutively and at least three days in advance of the meeting.</p> <p>A meeting of shareholders may be held at the Company's head office or at any other place throughout the Kingdom.</p>	<p>matters. Such notice shall be given to each shareholder and the Share Registrar at least seven days prior to the meeting and shall also be published in a daily newspaper for three days consecutively and at least three days in advance of the meeting. <u>The Company may advertise the notice via electronic means in accordance with the criteria prescribed by law instead.</u></p> <p>A meeting of shareholders may be held at the Company's head office or in any other province throughout the Kingdom as may be <u>determined by the Board of Directors.</u></p> <p><u>In the event that any shareholders' meeting is conducted via electronic means, the Company's head office shall be deemed the venue of such meeting.</u></p>
<p>Section 30 A shareholder may appoint a proxy to attend and vote on his behalf at a meeting of shareholders. An instrument appointing a proxy shall be dated and signed by the shareholder and shall be in the form determined by the Share Registrar.</p> <p>The proxy instrument shall be presented to the Chairman of the Board of Directors or the person designated by the Chairman before the proxy attends the meeting.</p>	<p>Section 30 A shareholder may appoint a proxy to attend and vote on his behalf at a meeting of shareholders. An instrument appointing a proxy shall be dated and signed by the shareholder and shall be in the form determined by the Share Registrar.</p> <p>The proxy instrument shall be presented to the Chairman of the Board of Directors, or the person designated by the Chairman before the proxy attends the meeting. <u>Appointment of a proxy may be carried out via electronic means, provided that such method is safe, and that it is credible that such appointment has been duly made by a shareholder in accordance with the criteria prescribed by the Share Registrar.</u></p>
<p>Section 44 The meeting of the Board of Directors and the shareholder's meeting as prescribed in this Articles of Association or as prescribed by the laws,</p>	<p>Section 44 The meeting of the Board of Directors and the shareholder's meeting as prescribed in this Articles of Association or as prescribed by the laws,</p>

may be held through the electronic channels. Nevertheless, the meeting to be held through the electronic channels, the delivery of meeting invitation letters, and the documents used in the meeting including the filing of the copies of the invitation letters and any documents shall be in compliance with the relevant applicable laws or regulations regarding the meeting through electronic channel enforceable at the time. Such meeting of the Board of Directors and the shareholder's meeting through the electronic channels shall be deemed the same as the Board of Directors and the shareholder's meeting held at one place, according to the method as prescribed by the laws and this Article of Association.

may be held through the electronic channels. Nevertheless, the meeting to be held through the electronic channels, the delivery of meeting invitation letters, and the documents used in the meeting including the filing of the copies of the invitation letters and any documents shall be in compliance with the relevant applicable laws or regulations regarding the meeting through electronic channel enforceable at the time. Such meeting of the Board of Directors and the shareholder's meeting through the electronic channels shall be deemed the same as the Board of Directors and the shareholder's meeting held at one place, according to the method as prescribed by the laws and this Article of Association.

In the event that the Company or the Board of Directors is obliged to send letters or documents in accordance with the provisions of the Public Limited Companies Act B.E. 2535 (1992) (including any amendments thereto) to the directors, shareholders, or creditors of the Company, if such persons have notified their intention to receive or consented to the delivery of, letters or documents via electronic means, the Company or the Board of Directors may send such letters or documents via electronic means in accordance with the criteria prescribed by law.

Opinion of the Board:

The Board of Directors deemed it appropriate to propose to the 2023 Annual General Meeting of Shareholders to consider and approve the amendment to Articles 25, 28-30 and 44 of the Company's Articles of Association, as well as to be in line with the Public Limited Companies Act, amended in 2022, as proposed to improve the methods for handling the board of directors' meeting and the

shareholders' meeting so as to be more modern, up-to-date, and efficient, to reduce burden and unnecessary expenses, and to offer more convenience for shareholders and to approve the authorization to the person delegated by the authorized directors of the Company to proceed with the registration of the amendment of the Company's Articles of Association, including to amend and/or add additional wordings as instructed by the registrar as necessary and appropriate until completion; however, such amendment should not affect the substance of the amendment to the Company's Articles of Association.

Voting:

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

Agenda 9 To consider and approve the extension of the period for the allocation of newly-issued ordinary shares under the General Mandate

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. So, the Board of Directors to the 2023 Annual General Meeting of Shareholders to consider and approve the extension of the period for the allocation of newly-issued ordinary shares under the General Mandate, in an amount not exceeding 1,391,566,449 Baht at a par value of 1 Baht per share, which are required to be completed by the date of the 2023 Annual General Meeting of Shareholders. The details of the allocation of newly-issued ordinary shares under the General Mandate are described in Enclosure 5.

Opinion of the Board:

The Board of Directors considered and deemed it appropriate to propose to the 2023 Annual General Meeting of Shareholders to consider and approve the extension of the period for the allocation of newly-issued ordinary shares under the General Mandate, in the amount not exceeding 1,391,566,449 shares at a par value of 1 Baht per share, which are required to be completed by the date of the 2023 Annual General Meeting of Shareholders, 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.

However, such conditions are subject to the approval of the 2023 Annual General Meeting of Shareholders in all respects

In addition, the Board of Directors deemed it appropriate to propose to the 2023 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. The allocation of the newly-issued shares under (2) and (3) shall not be an offering for sale of shares at 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 the offering price of the newly-issued shares to be offered in the private placement must be made in view of maintaining 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 shares 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 a 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);

- 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 under allocation methods (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, including to authorize the chief executive or any person authorized by the Board of Directors to perform such acts.

Voting:

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

Agenda 10 Other Matters (if any)

The Company would like to invite the shareholders to attend the Annual General Meeting of Shareholders for the year 2023 on Monday, 16 January 2023, 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 Fraser's 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 Wednesday, 11 January 2023.

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. 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 2023 Annual General Meeting of Shareholders on Wednesday, 23 November 2022 (Record Date).

Yours faithfully,

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(Mrs. Prasnee Surastian)

Company Secretary

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

**Minutes of the 2022 Annual General Meeting of Shareholders
Conducted Through Electronic Means (E-AGM) of
Fraser's Property (Thailand) Public Company Limited**

The 2022 Annual General Meeting of Shareholders (the “**Meeting**”) was convened on Wednesday 12 January 2022, at 14.00 hrs., through live broadcasting from Victor Club, 7th 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. Chali Sophonpanich	Director
Mr. Sithichai Chaikriangkrai	Director and Member of the Executive Committee
Mr. Thanapol Sirithanachai	Director, Member of the Executive Committee, Member of the Risk Management Committee and Member of Corporate Governance and Sustainable Development Committee, and Chief Executive Officer

Directors attending the Meeting through ZOOM program:

Mrs. Busaya Mathelin	Independent Director
Mr. Chotiphat Bijananda	Director and Chairman of the Risk Management Committee
Mr. Chai Vinichbutr	Director

Executives in attendance:

Mr. Saenphin Sukhee	Chief Executive Officer of Housing Real Estate
Mr. Sapon Racharaksa	Chief Executive Officer of Industrial Real Estate
Mr. Somboon Wasinchutchawal	Chief Financial Officer
Mr. Supparat Sivapetchranat Singhara Na Ayutthaya	Chief Technology and Digital Officer
Miss Prasnee Surastian	Executive Vice President and Company Secretary

Auditors in attendance:

Mrs. Wilai Buranakittisopon	KPMG Phoomchai Audit Ltd.
Mr. Ekkasit Chuthamsatid	KPMG Phoomchai Audit Ltd.

Legal Advisor in attendance:

Miss Pratumporn Somboonpoonpol	Weerawong, Chinnavat & Partners Ltd.
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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 new wave of COVID-19 outbreak, Omicron, the Company's Board of Directors had resolved to hold the Annual General Meeting of Shareholders through electronic meeting platform (E-AGM), as was the previous year, for the safety of shareholders and all stakeholders. For this Annual General Meeting of Shareholders, the Company scheduled the date for determination of shareholders who were entitled to attend the 2022 Annual General Meeting of Shareholders (Record Date) to be on Tuesday, 23 November 2021. 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 3,792 shareholders. For this Annual General Meeting of Shareholders, there were 7 shareholders, holding 559,175 shares, attending the Meeting in person via electronic meeting, and 38 shareholders, holding 2,055,417,605 shares, attending the Meeting by proxy, totaling 45 shareholders, holding 2,055,976,780 shares, representing 88.6473 percent of the total issued shares of the Company. It can be deemed that the number of the shareholders attended the meeting in person and by proxy exceeded 25 shareholders and the number of shares of the shareholders were more than one-third of the total number of issued shares of the Company. A quorum was thus constituted in accordance with the Company's Articles of Association.

The Company had 11 directors in total, but 1 director resigned on 1 January 2022. The Board of Director is in the process of nominating a new director to replace the vacating director. The remaining 10 directors attended this Annual General Meeting of Shareholders, whereby 7 directors attended the Meeting in person and 3 directors attended the meeting via video conference system.

The Chairman declared the 2022 Annual General Meeting of Shareholders duly convened and individually introduced the total 10 directors, representing 100 percent of the total directors, the executives, the Company's auditor, and legal advisors attending this Annual General Meeting of Shareholders. The Chairman invited Mr. Yotsaphat Chitsukhummongkol, a legal advisor from Weerawong, Chinnavat & Partners Ltd to be an observer and Miss Pawinee Nissaisuk, an independent auditor from KPMG Phoomchai Audit Ltd to act as a witness in the vote counting and to supervise the Meeting to be conducted transparently, in accordance with the law and the Company's Articles of Association.

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 5 July 2021, 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 that is in accordance with the standards of hosting electronic meeting platform of the Electronic Transaction Data Agency (ETDA) and the applicable rules the company article concerning the electronic meeting. In addition, during the live broadcast of this meeting, the Company has provided measures to prevent the spread of COVID-19 by procuring all directors, executives, and relevant employees to take the COVID-19 antigen test no later than 24 hours before attending the Meeting. Moreover, in the meeting room, there were only persons involved in the meeting. The participants shall wear a face mask throughout the meeting, except the directors and executives, who are responsible for presenting information, will take off the mask only during the presentation so that shareholders can get a clear voice.
- For the 2022 Annual General Meeting of Shareholders conducted through electronic means (E-AGM), the Company used the Conference system where attendees can attend the meeting, vote on each agenda, ask questions and give suggestions throughout the meeting. In this regard, the Company presented a demonstration video on how to use the Conference system for shareholder voting and asking questions at the beginning of this meeting. If the shareholders have any technical difficulties in using the system, the shareholders can call, via telephone, 02-013-4322 and 080-008-7616, for assistance at any time during the meeting.
- 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.

Vote casting in the proxy form that the shareholders have already sent to the Company in the following manner will be considered as a voided ballot and the Company shall not count as the votes in that agenda:

1. The votes with more than 1 box checked, except for Custodian cases.
2. The modification or strikeout of the votes without the shareholders' signature
3. The vote casting that exceeds the shareholders' right to vote.

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 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 and the Company will answer to the questions from chat-box system and if there is any additional question, the Chairman will request the shareholders to raise their hands and turn on the camera once the approval is obtained.

On each agenda, the Company shall propose the Meeting to discuss the agenda. After the discussion, the Company shall inform the Meeting of voting result of the discussed agenda by displaying the 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.

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

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

The Chairman proposed that the Meeting to consider and certify the Minutes of the 2021 Annual General Meeting of Shareholders, held on 13 January 2021. 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 certify the Minutes of the 2021 Annual General Meeting of Shareholders held on 13 January 2021, 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	2,055,982,980	100.0000
Disapproved	0	0.0000
Total votes of the shareholders attending the Meeting and casting their votes	2,055,982,980	
Abstained	0	
Voided ballot(s)	0	

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

The Chairman invited the shareholders to view a video regarding the Company's performance as well as delegated Mr. Thanapol Sirithanachai, Director, Member of the Executive Committee, Member of Risk Management Committee, Member of Corporate Governance and Sustainable Development Committee, and Chief Executive Officer to report a summary of the Company's performance for the year 2021 to the Meeting for acknowledgement.

Mr. Thanapol Sirithanachai reported that in the past year, the Company received a 5-star or "excellent" rating for corporate governance assessment in accordance with the Corporate Governance Report of Thai Listed Companies ("CGR") for the year 2021 from Thai Institute of Directors Association. It has also been certified as a member of the Thai Private Sector Collective Action Coalition Against Corruption ("CAC"). The Company has been impacted by the Covid-19 epidemic in multiple waves over the last two years, this past year has been a very challenging year for the Company. The company acquired Golden Land Property Development Public Company Limited business, which can be integrated into a fully integrated real estate company operating three distinct lines of business: residential real estate, warehouse for industry, and commercial real estate. As a result, in the Company is well diversified to adjust and cope with the situation through real estate policy strategy (One Platform). This enables the Company to withstand a variety of situations in the past, to achieve a more stable performance and make a sustainable growth.

Significant operations in the last year in the field of strategic initiatives, the Company expanded its operations into Vietnam. There is an investment in warehouse space and the city's first hyperscale data center in Bangkok, as well as acquiring Univentures REIT Management Company Limited (UVRM).

- In terms of operational excellence, the Company has initiated projects in all of its planned businesses, developing over 130,000 square meters of industrial and commercial space, as well as selling assets to a REIT valued at more than THB 3,500 million.
- On the corporate side, the Company has implemented an innovation training program based on the Design Thinking concept, utilizing technology and digital data analysis to support the Company's business. This includes the development and integration of the Company's system for the operation of three departments: accounting, information technology, and human resources to be more efficient, In addition TRIS Rating upgraded the Company's rating to A Stable. Additionally, the Company issued green bonds worth more than THB 425 million for the first time and developed systems that enable all lines of business to have quick access to data (Systems, Applications, and Products in Data Processing.: SAP) in full.

Besides the awards and recognition that the Company received from CGR and CAC last year, the Company and its subsidiaries also received Frost & Sullivan Awards for the year 2021, a global business analysis and market research organization, in the categories of Leadership Award for Competitive Strategy and Innovation in Thailand's Real Estate Sector and Leader in Integrated Warehouse Development. According to the Global Real Estate Sustainability Benchmark (GRESB), the Company ranked top three in sustainability disclosure and was chosen as one of six companies in Thailand to participate in the Carbon Pricing project by the Greenhouse Gas Management Organization and the World Bank. In addition, the Samyan Mitrtown Project, Thailand's only Smart Mixed-use building, won first place in energy conservation at the Thailand Energy Awards 2021 and ASEAN Energy Awards 2021, as well as "The Best CRM Strategy" awards from the stage of the Loyalty & Engagement Awards 2020 organized by MARKETING magazine.

In the real estate for the living sector, the Company currently has 63 projects open for sale, 36 of which are townhome projects and 27 projects of detached houses and twin houses in Bangkok and other provinces. In terms of operating results in 2021, the impact of the Covid-19 pandemic, which has caused a slowdown in the economy which resulted in consumers cutting back on their spending and the bank's refusal of credit as well as measures requested by the government to close operations during lockdown measures and measures to temporarily close worker accommodations. The Company was able to launch a total of 14 projects with a sale revenue of approximately THB 11,427 million.

As for the plan to launch new projects in 2022, the Company has 21 projects that are ready to be launched. The Company will adjust its product line and market share in response to increased demand for single detached houses, city homes, and luxury homes. Thus, in 2022, the Company's 21 planned projects will include the following: 1) seven single-detached house projects; 2) two city home projects; 3) eight townhome projects; 4) three provincial projects; and 5) one twin house project.

The warehouse business for industrial purposes is growing steadily due to the expansion of e-commerce business (E-Commerce), resulting in increased demand for warehouses both in the short and long term. As a result, the occupancy rate of the Company's factories and warehouses has risen to 90 percent. Furthermore, the Company has built a warehouse building and continues to deliver to customers, including the construction of warehouse buildings in the form of BTS (Built-to-Suit), which is still in high demand in the market. In 2022, the Company continues to strive to be the No. 1 industrial real estate developer in Thailand and will increase its management area from 3 million square meters to 3.7 million square meters by the year 2026. The Company has planned a strategy to ensure that the logistics business continues to benefit from the expansion of the e-commerce industry by relocating more production bases to Thailand.

Regarding commercial real estate, it is a sector that has been severely impacted by the COVID-19 pandemic. Despite the fact that the office building's area is being reduced, the Company maintains an up to 92 percent of occupancy rate of the office building located in the heart of Bangkok, with the exception of the Golden Land Building, which has a 65 percent occupancy rate. The land lease agreement of Golden Land Building that the Company entered into with the landowner will be expiring in September 2022. Additionally, the Company was impacted by the decline in the occupancy rate of buildings used by the service industry (hospitality), which has decreased significantly as a result of tourists' inability to visit Thailand. At the same time, the Company expanded its office building business through the acquisition of the Silom Edge Project, which is located on the corner of Silom Road and Rama IV Road. The project is estimated to be worth approximately THB 1,800 million and has an area of approximately 50,000 square meters. The Company anticipates that the project will be launched within September 2022. Another part is the data center business. The company has already begun its first phase of operation, and many people have expressed an interest in renting space.

The year 2022 will be a very challenging year for the Company. Although the business growth assessment has increased GDP, the epidemic situation of COVID-19, including the result of tourists still being unable to travel to Thailand, has caused the Company to adapt to be more agile in the operation under its integrated real estate company strategy. Consequently, the Company is able to deal with a variety of issues which led to confidence both within and outside the Company that it will continue to grow and become stronger.

In this regard, Mr. Thanapol Sirithanachai invited Mr. Somboon Wasinchutchawal, Chief Financial Officer, to report all of the numerical detail.

Mr. Somboon Wasinchutchawal reported that the Company has been significantly impacted over the last three years. However, the size of the Company's assets is not significantly different. While the Company's revenue has been gradually declining over the last two years, specifically 2020 and 2021, the Company has still been able to issue debentures twice, with totaling value of THB 7,800 million. In addition, in terms of financial stability, TRIS Rating has promoted the Company's rating from A- Stable to A Stable, which positively affected Company's ability to reduce its financial costs in the future if it needs to issue debentures or raise capital. The Company's total revenue in the previous year was THB 15,721.0 million, a decrease of 23.3 percent or THB 4,788 million, primarily due to the following reasons:

- Revenue from real estate sales decreased by THB 3,221 million or 22.0 percent to THB 11,427 million in July and August due to the temporary closure of workers' housing, which resulted in a decline in production. In addition, there is a high rate of a bank loan rejection which results in the decrease in transfer of real estates
- Revenue from rental and related services decreased by THB 560 million or 20.3 percent to THB 2,192 million. This was mainly due to the impact of the adoption of Thai Financial Reporting Standard No. 16 on Lease Agreements. As a result, it was unable to recognize deferred leasehold rights under the land sublease agreement amounting to THB 360 million. However, excluding the aforementioned impact, it was determined that the office building rental business experienced a 10 percent decline in revenue from the Golden Land Building near the end of the land lease agreement, causing some tenants to gradually decide not to renew the contract.
- In the factory and warehouse business, rental income has decreased by 7.8 percent as a result of the sale of real estate to Frasers Property Thailand Industrial Freehold & Leasehold REIT ("FTREIT") since the beginning of the year, resulting in lower rental space than the previous year. However, the Company's occupancy rate has increased, which helps to mitigate the impact.
- Revenue from hotel business decreased by THB 169 million or 50.9 percent to THB 163 million, when compared to the previous year that remained normal during the first 5 months. As a result, the revenue is higher than the previous year due to the impact of the whole year. Overall, the hotel business accounted for less than 1 percent of the Company's total revenue this year.
- Management fee income increased by THB 50 million or 7.4 percent to THB 716 million as a result of the profit from asset sales to a Real Estate Investment Trust. This is due to the value of property sold this year is lower than the previous year which caused the total revenue of the Company decreased by 23.3 percent.

- As for total costs and expenses, there was a decrease of THB 2,928 million or 17.4 percent. The decrease in cost is not proportional to the decrease in income, particularly for fixed expenses such as depreciation, rent, and so on. As a result, the Company had a profit for the year of THB 1,567 million in 2021, a decrease of 44.9 percent, and a profit attributable to parent company shareholders of THB 1,586 million, a decrease of 43.2 percent, with earnings per share of THB 0.68 per share in 2021.

Regarding the Company's statement of financial position for the year 2021, the Company's total assets were THB 92,637 million, decreased THB 549 million or 0.6 percent, owing primarily to a decrease in cash and cash equivalents of THB 1,606 million, or a decrease of 62.4 percent. This includes the Company's increased investment in real estate investment trusts. Furthermore, the number of investment properties increased as a result of the acquisition of land in industrial estates in Binh Duong, Vietnam, as well as an investment in the Silom Edge project

The Company had total liabilities of THB 58,384 million, a decrease of THB 2,669 million or 4.4 percent decrease. Meanwhile, interest-bearing liabilities amounted to THB 50,056 million, an increase of THB 3,000 million due to the recording of lease liabilities in accordance with the new financial reporting standards, which is also counted as an interest-bearing debt. However, the Company still maintains the debt-to-equity ratio at the same rate as before. Furthermore, the shareholders' equity has increased by 2,120 million baht as the Company has adjusted the beginning retained earnings in accordance with new financial reporting standards.

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

No shareholders additionally asked any additional questions and/or expressed any further opinions regarding this agenda. The Chairman, therefore, informed the Meeting that this agenda is for acknowledgment and does not require a resolution.

Resolution: The Meeting acknowledged the Company's performance report as of 30 September 2021 with details as reported.

Agenda 3: To consider and approve the statement of financial positions and the profit and loss statement for the year ended 30 September 2021

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 2021, 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.

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

Mr. Prawit Wirotwongchai, a shareholder, asked the following questions:

- 1) What is the growth rate in 2022 and where it come from?

- 2) How is the development plan for the Thousands Rai of land at Bangna-Trad and when will it happen?

Mr. Thanapol Sirithanachai Director, Member of the Executive Committee, Member of the Risk Management Committee and Member of Corporate Governance and Sustainable Development Committee, and Chief Executive Officer, answered that,

The estimation for the year 2022, the overall growth will be 10 percent, which tends to come from 2 parts: the residential part and the industrial part. For the commercial part, it will remain stable because it is still having an impact.

Mr. Panote Sirivadhanabhakdi, Director, Chairman of the Executive Committee, Member of Compensation and Nomination Committee, and Member of the Risk Management Committee, additionally answered that,

As the land at Bangna-Trad is a large area, the company is in the planning stage of development. The potential and readiness to develop must be in conjunction with the market situation as well. However, with the potential of space and joint ventures, the Company sees the potential that it should be ready for development in the near term.

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 approve the audited financial statements for the year ended 30 September 2021, 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	2,055,952,291	100.0000
Disapproved	0	0.0000
Total votes of the shareholders attending the Meeting and casting their votes	2,055,952,291	
Abstained	31,191	
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 2021

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

Mr. Somboon Wasinchutchawal informed the Meeting that the Section 116 of the Public Limited Companies Act B.E. 2535 (1992) (including any amendment thereto) 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, deducted by 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 3,710.84 million and the Company has a legal reserve as per the separated financial statement of THB 322.68 million. Therefore, for the year 2022, the Company has to allocate the portion of annual net profit as a legal reserved fund in the amount of THB 48.40 million, or 2.04 percent of the net profit under the separated financial statements, making the total Company's legal reserve of THB 371.08 million, which is 10 percent of the Company's registered capital.

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 fiscal year ended 30 September 2021, the Company has a net profit under the consolidated financial statements of THB1,566.89 million and the Company has a net profit in regards of the shareholders' equity of the parent company of THB 1,586.27 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 0.34 per share for 2,319.28 million ordinary shares, totaling to THB 788.55 million, representing 49.7 percent of net profit, which is the appropriate rate on the view of the Board of Directors and in accordance with the Company's dividend policy.

The dividend payment from the operating result for the year ended 30 September 2021 at the rate of THB 0.34 per share will be lesser than the year 2020 in which the company pays a dividend at the rate of THB 0.60 per share.

Therefore, the Company shall pay the dividend to the shareholders whose names have appeared on the Book of shareholders' registration on the Record Date on 23 November 2021. The Company shall pay the dividend on 11 February 2022.

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

Mr. Prawit Wirotwongchai, a shareholder, asked that

- 1) Many companies will post the XD sign and pay their dividends within 30 days. However, for the Company, it takes several months to pay dividend after posting the XD sign. Would it be possible that the Company will convert to pay dividend within 30 days after posting the XD sign?

Mr. Somboon Wasinchutchawal, Chief Financial Officer, answered that

In principle, the Company shall pay the dividend to the shareholders within 30 days after the date of the Annual General Meeting of Shareholders. Even though the Company has posted the XD sign, the share price will reflect the dividend payment. In this regard, the shares are able to be traded as usual.

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 majority vote to approve the allocation part of the annual net profits amounting to THB 48.40 million as a legal reserve, and approved the dividend payment in cash for the operational results for the year ended 30 September 2021 at the rate of THB 0.34 per share for 2,319.28 million shares, totaling to the amount of THB 788.55 representing 49.7 percent of net profit, which is in accordance with the dividend policy, as well as the scheduling of Tuesday, 23 November 2021 the date to record the names of shareholders who are entitled to dividend payments (Record Date), and Friday, 11 February 2022 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	2,055,952,291	99.9985
Disapproved	31,190	0.0015
Total votes of the shareholders attending the Meeting and casting their votes	2,055,983,481	
Abstained	1	
Voided ballot(s)	0	

Agenda 5: To consider and approve the replacement of the directors due to retire by rotation for the year 2022

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 four directors retiring by rotation, namely:

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

To comply with the good corporate governance principles of the Company and to enable the shareholders to independently cast votes, Mr. Chali Sophonpanich, Mr. Chatchaval Jiaravanon, Mr. Chai Vinichbutr, and Mr. Panote Sirivadhanabhakdi requested to leave the meeting room and electronic system during the consideration of this Agenda 5.

The Chairman then informed the Meeting that during the period from 5 July 2021 – 30 September 2021, 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 Compensation and Nomination Committee, and deemed it appropriate to propose the shareholders' meeting to re-elect Mr. Chali Sophonpanich, Mr. Chatchaval Jiaravanon, Mr. Chai Vinichbutr, and Mr. Panote Sirivadhanabhakdi, directors retiring their office by rotation, to hold office as directors for another term, since these 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**") and other relevant laws.

In the case of Mr. Chatchaval Jiaravanon, who is an independent director and when it was considered re-elected for another term this time, this will make Mr. Chatchaval Jiaravanon hold an independent director position for more than 9 years. The Board of Directors has carefully considered that Mr. Chatchaval Jiaravanon has suitable qualifications and provide opinions independently in accordance with the relevant criteria. In addition, he is also being a knowledgeable person in investment and digital technology which is beneficial for the guidelines of the Company's business group in the future, and it is beneficial to all shareholders, including minority shareholders.

Additionally, the Chairman informed the Meeting that there was a director who resigned on 1 January 2022, and the Board of Directors is in the process of nominating a new director to replace the vacating director. Thus, the number of directors will be 11 as before.

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

Mr. Basant Kumar Dugar, a shareholder, praised the management team.

The Chairman thanked the shareholder

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 vote to approve replacement of 4 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. Chali Sophonpanich

Resolution	Number of votes (1 share = 1 vote)	Percentage of total votes cast by the shareholders attending the Meeting and casting their votes
Approved	2,032,555,925	100.0000
Disapproved	0	0.0000
Total votes of the shareholders attending the Meeting and casting their votes	2,032,555,925	
Abstained	23,429,147	
Voided ballot(s)	0	

2) Mr. Chatchaval Jiaravanon

Resolution	Number of votes (1 share = 1 vote)	Percentage of total votes cast by the shareholders attending the Meeting and casting their votes
Approved	2,055,882,282	99.950
Disapproved	102,790	0.0050
Total votes of the shareholders attending the Meeting and casting their votes	2,055,985,072	
Abstained	0	
Voided ballot(s)	0	

3) Mr. Chai Vinichbutr Director

Resolution	Number of votes (1 share = 1 vote)	Percentage of total votes cast by the shareholders attending the Meeting and casting their votes
Approved	2,055,985,071	100.0000
Disapproved	0	0.0000
Total votes of the shareholders attending the Meeting and casting their votes	2,055,985,071	
Abstained	1	
Voided ballot(s)	0	

4) Mr. Panote Sirivadhanabhakdi

Resolution	Number of votes (1 share = 1 vote)	Percentage of total votes cast by the shareholders attending the Meeting and casting their votes
Approved	2,055,913,976	99.9965
Disapproved	71,100	0.0035
Total votes of the shareholders attending the Meeting and casting their votes	2,055,985,076	
Abstained	1	
Voided ballot(s)	0	

Agenda 6: To consider and approve the directors' remuneration for the year 2022

The Chairman assigned Mr. Thanapol Sirithanachai, Director and Chief Executive Officer and as part of the secretary of the Compensation and Nomination Committee to inform the Meeting of the details regarding this agenda.

Mr. Thanapol Sirithanachai explained that to promote the performance of the directors for the purposes of adding value to the Company, the Compensation and Nomination Committee, and the Board of Directors have considered the directors' remuneration for the year 2022, 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 and Nomination Committee has considered the remuneration of directors for the year 2022 based on the director remuneration policy of the Company with comparison 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 and Nomination Committee, therefore, deemed it appropriate to propose that the Meeting consider to remain the rate of fixed remuneration and director's meeting allowance for the year 2022 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' fixed remuneration and meeting allowance for the year 2022 comprise of:

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 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	-

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

For the special remuneration, the Compensation and Nomination Committee shall consider and allocate as appropriate depending on the Company's performance and responsibilities of each director. Additionally, the non-monetary compensation includes life insurance and health insurance (group type), travel expenses, and other expenses related to the duties of directors.

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 more than two-thirds of the total votes of the shareholders attending the Meeting to approve the directors' remuneration for the year 2022 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). This shall be in the total amount of not

exceeding THB 20,000,000, which is equivalent to the directors' remuneration for the year 2021. The voting result is as follows:

Resolution	Number of votes (1 share = 1 vote)	Percentage of total votes cast by the shareholders attending the Meeting
Approved	2,032,555,919	98.8604
Disapproved	10	0.0000
Abstained	23,429,148	1.1396
Total votes of the shareholders attending the Meeting	2,055,985,077	
Voided ballot(s)	0	

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

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

Assoc. Prof. Tithiphan Chuerboonchai 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 5 auditors from KPMG Phoomchai Audit Ltd., as proposed to be the Company's auditor for the year 2022, with the list as follows:

Name	Certified Public Accountant (CPA) No.
1. Mr. Ekkasit Chuthamsatid	4195; or
2. Ms. Yuvanuch Thepsongvaj	5371; or
3. Miss Wilaiwan Phonprasert	8420; or
4. Ms. Kanokorn Phooriphanyawanit	10512; or
5. Ms. Nadsasin Wattanapaisal	10767

The proposed five 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 do not exceed the maximum period stipulated by relevant regulations and 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 2022 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 which is equal to the year 2021, excluding other expenses that are actually disbursed, such as document fees, travel expenses. However, the Company does not have any other service fees besides audit fees.

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 an unanimous vote to approve the appointment of: Mr. Ekkasit Chuthamsatid, CPA No. 4195; or Ms. Yuvanuch Thepsongvaj, CPA No. 5371; or Miss Wilaiwan Phonprasert, CPA No. 8420; or Miss Kanokorn Phooriphanyawanit, CPA No. 10512; or Ms. Nadsasin Wattanapaisal, CPA No. 10512 of KPMG Phoomchai Audit Lt.d, as the auditor of the Company for the year 2022, 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	2,055,985,076	100.0000
Disapproved	0	0.0000
Total votes of the shareholders attending the Meeting and casting their votes	2,055,985,076	
Abstained	1	
Voided ballot(s)	0	

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 Chairman informed the Meeting that Agenda 8, Agenda 9, and Agenda 10 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 8, 9, and 10 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 8, 9, and 10 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 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 3,710,843,868, comprising the paid-up registered capital of THB 2,319,277,419 and has unissued ordinary shares which remains as of 1,391,566,449 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 1,391,566,449 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 1,391,566,449 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>	<i>1</i>	<i>Baht</i>	<i>(one Baht)</i>
	<i>Categorized into:</i>			
	<i>Ordinary shares</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>Preference shares</i>	<i>None</i>	<i>shares</i>	<i>(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 1,391,566,449, from the existing registered capital of THB 3,710,843,868 to THB 2,319,277,419, by canceling 1,391,566,449 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:

Resolution	Number of votes (1 share = 1 vote)	Percentage of total votes cast by the shareholders attending the Meeting and eligible to vote
Approved	2,055,984,576	100.0000
Disapproved	0	0.0000
Abstained	501	0.0000
Total votes of the shareholders attending the Meeting and eligible to vote	2,055,985,077	
Voided ballot(s)	0	

Agenda 9: 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 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>	3,710,843,868	shares	(Three billion seven hundred ten million eight hundred forty-three thousand eight hundred sixty-eight shares)
<i>Preference shares</i>	None	shares	(—)”

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:

Resolution	Number of votes (1 share = 1 vote)	Percentage of total votes cast by the shareholders attending the Meeting and eligible to vote
Approved	2,055,982,576	99.9999
Disapproved	0	0.0000
Abstained	2,501	0.0001
Total votes of the shareholders attending the Meeting and eligible to vote	2,055,985,077	
Voided ballot(s)	0	

Agenda 10: 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 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.

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

Mr. Basant Kumar Dugar, a shareholder, had additional suggestions as follows:

- 1) The Company should organize more online activities.
- 2) The Company should add new high-growth businesses such Bitcoin Mining, and etc.
- 3) The Company should provide additional training i.e., at the International Institute for Management Development (IMD) in Switzerland for Mr. Chali Sophonpanich, any new director and should provide additional training for other directors and CEO.
- 4) The Company should inform all shareholders of the minutes of the meeting within 14 days.
- 5) Praised for the cost-effective utilization of the two new buildings in Bangkok. It is also outstanding and well known.

The Chairman thanked the shareholder and will take it into consideration the recommendation.

When there was no shareholder 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 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	2,055,953,386	99.9985
Disapproved	31,690	0.0015
Total votes of the shareholders attending the Meeting and casting their votes	2,055,989,076	
Abstained	1	
Voided ballot(s)	0	

Agenda 11: 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 5 July 2021 to 30 September 2021. 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)
(Miss Prasnee Surastian)

(TRANSLATION)

Annual Registration Statement/2022 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/2022 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/2022 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. 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 72 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 - Apr 2022 : Chairman of the Audit Committee and Independent Director, Sapthip 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, Independent Director and Member of the Compensation and Nomination Committee, 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
 - 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 : 5 years (8 years including the term of office after this appointment)

Shareholding proportion in the Company : 5,000 Shares (as at 30 September 2022)

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 fiscal year

- 1) Board of Directors Meeting 6/6 meetings

- 2) Audit committee Meeting 5/5 meetings
- 3) Compensation and Nomination Committee Meeting 2/2 meetings
- 4) Corporate Governance and Sustainable Development Committee Meeting 3/3 meetings

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

Conflict of Interest in the :

√ Conflict of Interest X unconflicted of Interest

Agenda Item		Conflict of Interest
Agenda 1	To consider and certify the Minutes of the 2022 Annual General Meeting of Shareholders, which was held on 12 January 2022	X
Agenda 2	To acknowledge the Company's performance report as of 30 September 2022	X
Agenda 3	To consider and approve the Statements of Financial Position and profits and loss statement for the year ended 30 September 2022	X
Agenda 4	To consider and approve the dividend payment for the fiscal year ended 30 September 2022	X
Agenda 5	To consider and approve the appointment of directors for the replacement of the directors who retired by rotation for the year 2023	√
Agenda 6	To consider and approve directors' remuneration for the year 2023	√
Agenda 7	To consider and approve the appointment of auditors and the determination of the audit fee for the year 2023	X
Agenda 8	To consider and approve the amendment to the Company's Articles of Association by amending Articles 25, 28-30 and 44	X
Agenda 9	To consider and approve the extension of the period for the allocation of newly-issued ordinary shares under the General Mandate.	X

1.2 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 69 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 (AAP 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
- IOD National Director Conference 2022 - Wisdom for Future: Harmonizing the Diverse Boards 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 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 Corporate Governance Committee and Member of the Risk Management 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 : 5 years (8 years including the term of office after this appointment)

Shareholding proportion in the Company : None (as at 30 September 2022)

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 fiscal year 2022

- 1) Board of Directors Meeting 6/6 meetings
- 2) Audit Committee Meeting 5/5 meetings
- 3) Corporate Governance and Sustainable Development Committee Meeting 3/3 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 : Currently, Assoc. Prof. Tithiphan Chuerboonchai holds the position as the director, the Corporate Governance Committee and the Risk Management Committee of Asset World Corp Public Company Limited which operates real property development business commercial and operates the hotel business. However, related business is not the main income of the entity. More than 90% of the business's main income comes from the residential and industrial businesses.

Conflict of Interest in the :

√ Conflict of Interest X unconflicted of Interest

Agenda Item		Conflict of Interest
Agenda 1	To consider and certify the Minutes of the 2022 Annual General Meeting of Shareholders, which was held on 12 January 2022	X
Agenda 2	To acknowledge the Company's performance report as of 30 September 2022	X
Agenda 3	To consider and approve the Statements of Financial Position and profits and loss statement for the year ended 30 September 2022	X
Agenda 4	To consider and approve the dividend payment for the fiscal year ended 30 September 2022	X
Agenda 5	To consider and approve the appointment of directors for the replacement of the directors who retired by rotation for the year 2023	√
Agenda 6	To consider and approve directors' remuneration for the year 2023	√
Agenda 7	To consider and approve the appointment of auditors and the determination of the audit fee for the year 2023	X

Agenda 8	To consider and approve the amendment to the Company's Articles of Association by amending Articles 25, 28-30 and 44	X
Agenda 9	To consider and approve the extension of the period for the allocation of newly-issued ordinary shares under the General Mandate.	X

1.3 Mr. Chotiphat Bijananda

Chairman of the Management Committee, Director and Authorized Director
(Date of Appointment as Director: 16 January 2017)

Age 59 years

Education

- Master of Business Administration, Finance and Banking, University of Missouri, United States of America
- Bachelor of Laws, Thammasat University

Training/Seminar

- Directors Certification Program (DCP 155/2012), Thai Institute of Directors Association (IOD)

Work Experience

- 29 Jun 2018 - Present : Director, Thai Group Holdings Public Company Limited
- 11 Jul 2018 - Present : Chairman of Executive Board, Thai Group Holdings Public Company Limited
- 9 Aug 2019 - Present : Member of the Nomination and Remuneration Committee, Thai Group Holdings Public Company Limited
- 23 Sep 2021 - Present : Director, Transformation committee Thai Group Holdings Public Company Limited
- 28 Jun 2022 - Present : Member of Risk Management Committee Thai Group Holdings Public Company Limited
- May 2021 - Present : Director, Chairman of Executive Board Siam Food Products Public Company Limited
- 2018 - Present : Vice Chairman, Member of Compensation Committee and Member of Nominating and Corporate Governance Committee, Sermsuk Public Company Limited
- 2020 - Present : Director, Chairman of Risk Management Committee, Frasers Property (Thailand) Public Company Limited
- 2017 - 2020 : Director, Chairman of Risk Management Committee and Member of Nomination Committee, Frasers Property (Thailand) Public Company Limited



- 2016 - 2018 : Director, Big C Supercenter Public Company Limited
- 2543 - 2550 : Head of Investment Banking, Deutsche Bank Thailand
- 2538 - 2543 : Head of Corporate Banking, Local Corporate Team, JP Morgan Chase, Bangkok /Hong Kong
- 2533 - 2538 : Relationship Manager, Local Corporate Team, Bank of America Thailand
- 2531 - 2533 : Relationship Manager, TISCO Securities Company Limited

Other directorship position / Other positions at present

- Non-listed companies
 - Director, Frasers Property (Australia) Company Limited
 - Director, Frasers Property Company Limited
 - Director, Frasers and Neave Limited
 - Director and Vice Chairman No. 2, Sermasuk Public Company Limited
 - Chairman, Sentric Consulting Company Limited
 - Chairman, ME Innovation Service Company Limited
 - Chairman, Siam Food (2513) Company Limited
 - Chairman, Thai Wellness Living Company Limited
 - Chairman, Rod Dee Det Auto Company Limited
 - Chairman, Southeast Money Company Limited
 - Chairman, Southeast Money Retails Company Limited
 - Chairman, Southeast Property Company Limited
 - Director, Pholmankhong Business Company Limited
 - Chairman, S Sofin Company Limited
 - Director, TCC Assets (Thailand) Company Limited
 - Chairman, OHCHO Co., Ltd
 - Chairman, Southeast Advisory Co., Ltd.
 - Chairman, Permsub Siri 3 Co., Ltd.
 - Chairman, Permsub Siri 5 Co., Ltd.
 - Chairman, Southeast Academic Center Company Limited
 - Chairman, DL Engineering Solutions Co., Ltd.
 - Chairman, Suansilp Pattana 1 Co., Ltd.
 - Chairman, TCC Privilege Card Co., Ltd.
 - Chairman, Southeast Joint Venture Co., Ltd.
 - Chairman, Concept Land 5 Co., Ltd.
 - Chairman, Asiatic House Co., Ltd.
 - Director, Frasers Centerpoint Limited

- Chairman, Pattana Bovornkij 4 Co., Ltd.
- Vice Chairman / Chairman of the Investment Committee / Chairman of the Risk Management Committee / Acting of Chief Executive Officer, Southeast Life Insurance Public Company Limited
- Vice Chairman / Chairman of the Risk Management Committee / Acting of Chairman of the Executive Board, Southeast Capital Company Limited
- Director, Tep Nimitr Thanakorn (2001) Co., Ltd.
- Chairman, Pro Garage Company Limited

Director, Charm Corp Circle Co., Ltd. **No. of years as Director** : 5 years (8 years including the term of office after this appointment)

Shareholding proportion in the Company : None (as at 30 September 2022)

Familial relationship with other directors, executives, major shareholders and subsidiaries : Husband of elder sister of Mr. Panote Sirivadhanabhakdi, the Company's director

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

Meeting attendance in fiscal year 2022

- 1) Board of Directors Meeting 5/6 meetings
- 2) 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

Conflict of Interest in the :

√ Conflict of Interest X unconflicted of Interest

Agenda Item	Conflict of Interest
Agenda 1 To consider and certify the Minutes of the 2022 Annual General Meeting of Shareholders, which was held on 12 January 2022	X
Agenda 2 To acknowledge the Company's performance report as of 30 September 2022	X
Agenda 3 To consider and approve the Statements of Financial Position and profits and loss statement for the year ended 30 September 2022	X
Agenda 4 To consider and approve the dividend payment for the fiscal year ended 30 September 2022	X
Agenda 5 To consider and approve the appointment of directors for the replacement of the directors who retired by rotation for the year 2023	√
Agenda 6 To consider and approve directors' remuneration for the year 2023	√
Agenda 7 To consider and approve the appointment of auditors and the determination of the audit fee for the year 2023	X

Agenda 8	To consider and approve the amendment to the Company's Articles of Association by amending Articles 25, 28-30 and 44	X
Agenda 9	To consider and approve the extension of the period for the allocation of newly-issued ordinary shares under the General Mandate.	X

1.4 Mr. Sithichai Chaikriangkrai

Director, Authorized Director and Member of the Executive Committee
(Date of Appointment as Director: 13 December 2019)

Age 68 years

Education

- Mini MBA, Leadership Management, Kasetsart University
- Bachelor of Accountancy (First Class Honors), Thammasat University
- Diploma in Computer Management, Chulalongkorn University

Training/Seminar

- DCP Refresher Course (2/2006), Thai Institute of Directors Association (IOD)
- Director Certification Program (DCP 26/2003), Thai Institute of Directors Association (IOD)

Work Experience

- Mar 2022 - Present : Thai Group Holdings Public Company Limited
- 2020 - Present : Member of the Executive Committee, Frasers Property (Thailand) Public Company Limited
- 2019 - Present : Director, Frasers Property (Thailand) Public Company Limited
- 2007 - Present : Director, Univentures (Thailand) Public Company Limited
- 2018 - Present : Director, Member of the Executive Committee, Member of the Risk Management Committee and Member of the Corporate Governance Committee, Asset World Corp Public Company Limited
- 2012 - August 2020 : Director and Member of the Executive Committee, Golden Land Public Company Limited
- 2011 - Present : Director and Vice Chairman No.2 of the Executive Committee, Sermsuk Public Company Limited
- 2007 - Present : Director and Vice Chairman No.2, Siam Food Products Public Company Limited
- 2006 - Present : Director and Vice Chairman No.1 of the Executive Committee, Oishi Group Public Company Limited
- 2001 - Present : Director and Member of the Executive Committee, Berli Jucker Public Company Limited



Other directorship position / Other positions at present

- Non-listed companies
 - Director, Frasers Property Commercial Asset Management (Thailand) Company Limited FKA Univentures REIT Management Company Limited
 - Director, Eastern Seaboard Industrial Estate (Rayong) Company Limited
 - Director, Frasers and Neave Limited
 - Director and Senior Executive Vice President, Thai Beverage Public Company Limited
 - Director, Frasers Property Limited

No. of years as Director : 3 years (6 years including the term of office after this appointment)

Shareholding proportion in the Company : None (as at 30 September 2022)

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 fiscal year 2022

- 1) Board of Directors Meeting 6/6 meetings
- 2) Executive Committee Meeting 11/12 meetings

Position in other entity doing business of a similar nature competing with the Company which may cause conflicts of interest : Currently, Mr. Sithichai Chaikriangkrai holds the position as the director, the Executive Committee, the Risk Management Committee and the Corporate Governance Committee of Asset World Corp Public Company Limited which operates real property development business commercial and operates the hotel business. However, related business is not the main income of the entity. More than 90% of the business's main income comes from the residential and industrial businesses.

Conflict of Interest in the :

√ Conflict of Interest X unconflicted of Interest

Agenda Item		Conflict of Interest
Agenda 1	To consider and certify the Minutes of the 2022 Annual General Meeting of Shareholders, which was held on 12 January 2022	X
Agenda 2	To acknowledge the Company's performance report as of 30 September 2022	X
Agenda 3	To consider and approve the Statements of Financial Position and profits and loss statement for the year ended 30 September 2022	X
Agenda 4	To consider and approve the dividend payment for the fiscal year ended 30 September 2022	X

Agenda 5	To consider and approve the appointment of directors for the replacement of the directors who retired by rotation for the year 2023	√
Agenda 6	To consider and approve directors' remuneration for the year 2023	√
Agenda 7	To consider and approve the appointment of auditors and the determination of the audit fee for the year 2023	X
Agenda 8	To consider and approve the amendment to the Company's Articles of Association by amending Articles 25, 28-30 and 44	X
Agenda 9	To consider and approve the extension of the period for the allocation of newly-issued ordinary shares under the General Mandate.	X

1. Shareholding of ordinary shares in Frasers Property (Thailand) Public Company Limited as of 23 November 2022

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. Chainoi Puankosoom	5,000	None	5,000	0.00%
2. Assoc. Prof. Tithiphan Chuerboonchai	None	None	None	None
3. Mr. Chotiphat Bijananda	None	None	None	None
4. Mr. Sithichai Chaikriangkrai	None	None	None	None

Profiles and Experience of Auditors for the year 2023

- 1. Mr. Ekkasin Chuthamsatid** **Certified Public Accountant No. 4195**
CPA Registration Date: 5th January 1996
Company: KPMG Phoomchai Audit Limited
Position: Audit Partner
Education qualifications: Master's degree in Business Administrative (Major accounting), Kasetsart University
Experience: 34 years
Year of Auditing the Company: 1 year
Position in other entities which may cause conflicts of interest: No
- 2. Ms. Yuvanuch Thepsongvaj** **Certified Public Accountant No. 5371**
CPA Registration Date: 1st October 1997
Company: KPMG Phoomchai Audit Limited
Position: Audit Partner
Education qualifications: Master's degree in Business Administrative, Thammasat University, IFRS Diploma, ACCA
Experience: 27 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. Ms. Vilaiwan Pholprasert** **Certified Public Accountant No. 8420**
CPA Registration Date: 1st October 2006
Company: KPMG Phoomchai Audit Limited
Position: Audit Partner
Education qualifications: Bachelor's Degree in accounting, Kasetsart University
Experience: 21 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:

1st October 2010

Company:

KPMG Phoomchai Audit Limited

Position:

Audit Partner

Education qualifications:

Master's degree in Business Administration, Thammasat University

Bachelor's Degree in Accounting, Thammasat University

Experience:

19 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
8 November 2022

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 2023, held on 8 November 2022, in respect of the allocation of shares as follows:

1. Capital increase:

Meeting of the Board of Directors of the Company No. 1 FY2023, held on 8 November 2022, passed a resolution that the extension of the period for the allocation of newly-issued ordinary shares under the General Mandate, as approved by the 2022 Annual General Meeting of Shareholders held on 12 January 2022, which resolved to increase the Company’s registered capital 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, be proposed to the 2023 Annual General Meeting of Shareholders for approval. The 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 ^{/1}	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	-	-	-

^{/1} 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:

Meeting of the Board of Directors of the Company No. 1 FY2023, held on 8 November 2022, passed a resolution that the extension of the period for the allocation of newly-issued ordinary shares under the General Mandate by way of rights offering, public offering, and private placement in the amount not exceeding 1,391,566,449 shares, at the par value of 1 Baht per share, which are required to be completed by the date of the 2023 Annual General Meeting of Shareholders, be proposed to the 2023 Annual General Meeting of Shareholders for approval (the details of which are set out in item 2.2 above). In this regard, the Board of Directors is 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 offering or multiple offerings. 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 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 the offering price of the newly-issued shares to be offered in the private placement must be made in view of maintaining 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 shares 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 a 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 the details and conditions in relation to the allocation of the Company's newly-issued ordinary shares issued under allocation methods (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 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 law requires 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 2023 Annual General Meeting of Shareholders is scheduled to be held on 16 January 2023 at 14:00 pm via electronic meeting (E-AGM) in accordance with criteria specified in the laws on electronic meetings, 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 November 2022.

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

4.1 The Company is required to register the change of the paid-up capital with the Department of Business Development, the Ministry of Commerce within 14 days from the date on which the payments of the newly-issued ordinary shares have been received.

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

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 FY2023	8 November 2022
2	The Record Date for the purpose of determining the eligible shareholders to attend the 2023 Annual General Meeting of Shareholders	23 November 2022
3	The 2023 Annual General Meeting of Shareholders	16 January 2023
4	Registering the change of the paid-up capital with the Ministry of Commerce	Within 14 days from the date on which the payments of the newly-issued ordinary shares have been received

The supporting document of Agenda Item 9
(Enclosure 5)



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.

Voting shall be done in public, except where at least five 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) A resolution of a general meeting shall be adopted by the following votes: 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 or dissolution of 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;
- (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 16 December 2022 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. (See the attachment of meeting attendance and proxy form 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.
- 3) For the organization of the Annual General Shareholder's Meeting via electronic means, the Company will collect, use and disclose the personal information of the shareholders to perform the duties as required by law and for the benefit of providing the services to the shareholders in the Annual General Shareholder's Meeting. The shareholders will be protected according to the Privacy Policy on the Company's website <https://www.frasersproperty.co.th>

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 2023 (complete version) at <https://www.frasersproperty.co.th>.

- 4) Once the Company finishes the verification of the eligible shareholders as of the Record Date on Wednesday, 23 November 2022 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.

- 5) 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.
- 6) In case you have lost or not received the username or password by Sunday, 15 January 2023, please contact Quidlab Co., Ltd., the Company's E-AGM's service provider via email: 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 2023 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 14 December 2022 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 Sunday, 15 January 2023 by specifying name, surname and shareholder registration number via the following channels:

By e-mail : 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, 20th 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 Sunday, 15 January 2023.
- 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.

Proxy to the Independent Director

In order to comply with the requirements under the Notification of the Capital Market Supervisory Board No. TorJor. 79/2564 re: Criteria on the General Solicitation relating to the Appointment of Proxy by the Shareholders to Attend and Vote in the Shareholders' Meeting, the Company hereby informs the shareholders as follows:

- (a) The shareholders are advised to review the details of the agenda items before deciding to appoint a proxy;
- (b) In case that the shareholder who appoints independent director as his/her proxy and such shareholder has casted in vote in each agenda in Proxy Form B in advance, the Company will record

the votes of such shareholder in accordance with the votes specified in such proxy form. If the shareholders who appoints independent director as his/her proxy does not cast his/her vote in the proxy form in advance, the independent director who has been appointed as a proxy shall cast the votes on behalf of the shareholder as he/she deems suitable and appropriate. However, such shareholders who appoints independent director as his/her proxy will not be able to attend the meeting and cast the votes since the shareholder has already appointed the independent director as the proxy (unless the shareholder cancelled the proxy as per details specified in “Cancellation of the Appointment of Proxy” below).

In case the Company fails to record your votes as indicated in the proxy form, and such failure or omission causes damage to you, you will be eligible to pursue the legal proceedings.

Cancellation of the Appointment of Proxy

In case you wish to cancel the appointment of proxy, you may notify the Chairman of the Board in writing via email TH.FPT.CS@frasersproperty.com, prior to the commencement of the meeting (i.e., within Monday, 16 January 2023, 14.00 hrs.) or, at the very least, shall notify prior to the beginning of each agenda's voting. However, the voting on the already-passed agenda will not be impacted by the notification of the cancellation of such a proxy.

Documents Required

In the event that the shareholder is an ordinary person

- 1) Attendance in person:
 - Notice of the Meeting indicating the total number of securities held; and
 - A copy of valid ID card, government official identification card, driver license issued by a government agency, 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 indicating the total number of securities held;
 - 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, government 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, government 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 indicating the total number of securities held;
 - A copy of the authorized person of the juristic person's valid ID card, government 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 indicating the total number of securities held;
 - A completed Proxy Form signed by the proxy grantor and the proxy with duty stamp affixed;
 - A copy of valid ID card, government 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, government 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, government 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, government 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, government 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. 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 60 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
- 2003 - 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, Zaa 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 : 12 years

Shareholding proportion in the Company : None (as at 30 September 2022)

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 :

√ Conflict of Interest X unconflicted of Interest

Agenda Item		Conflict of Interest
Agenda 1	To consider and certify the Minutes of the 2022 Annual General Meeting of Shareholders, which was held on 12 January 2022	X
Agenda 2	To acknowledge the Company's performance report as of 30 September 2022	X
Agenda 3	To consider and approve the Statements of Financial Position and profits and loss statement for the year ended 30 September 2022	X
Agenda 4	To consider and approve the dividend payment for the fiscal year ended 30 September 2022	X
Agenda 5	To consider and approve the appointment of directors for the replacement of the directors who retired by rotation for the year 2023	X
Agenda 6	To consider and approve directors' remuneration for the year 2023	√
Agenda 7	To consider and approve the appointment of auditors and the determination of the audit fee for the year 2023	X
Agenda 8	To consider and approve the amendment to the Company's Articles of Association by amending Articles 25, 28-30 and 44	X
Agenda 9	To consider and approve the extension of the period for the allocation of newly-issued ordinary shares under the General Mandate.	X

2. Mrs. Busaya Mathelin

Independent Director

(Date of Appointment as Director: 13 January 2021)

Age 63 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. 5 1, 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)
- IOD National Director Conference 2022 - Wisdom for Future: Harmonizing the Diverse Boards
- The Global Network of Director Institutes (GNDI)
- When Profitability Meets Sustainability: How Business Makes a Positive Impact
- Director's Briefing: Leadership that Shapes the Future
- Independent Director Forum 1/2021: It's Time for Board Meeting Reformation
- Director's Briefing: Geopolitical Risk and Opportunity Seminar

Work Experience

- Dec 2021 - Present : Member of the Board, Thailand Foundation
- 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 - Sep 2022 : Member, National Strategy Drafting Committee on Security
- Jan 2017 - Jan 2021 : Expert Member, Chulabhorn Royal Academy Council
- 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 : 2 years

Shareholding proportion in the Company : None (as at 30 September 2022)

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 :

√ Conflict of Interest X unconflicted of Interest

Agenda Item		Conflict of Interest
Agenda 1	To consider and certify the Minutes of the 2022 Annual General Meeting of Shareholders, which was held on 12 January 2022	X
Agenda 2	To acknowledge the Company's performance report as of 30 September 2022	X
Agenda 3	To consider and approve the Statements of Financial Position and profits and loss statement for the year ended 30 September 2022	X
Agenda 4	To consider and approve the dividend payment for the fiscal year ended 30 September 2022	X
Agenda 5	To consider and approve the appointment of directors for the replacement of the directors who retired by rotation for the year 2023	X
Agenda 6	To consider and approve directors' remuneration for the year 2023	√
Agenda 7	To consider and approve the appointment of auditors and the determination of the audit fee for the year 2023	X
Agenda 8	To consider and approve the amendment to the Company's Articles of Association by amending Articles 25, 28-30 and 44	X
Agenda 9	To consider and approve the extension of the period for the allocation of newly-issued ordinary shares under the General Mandate.	X

***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/2022 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/2022 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/2022 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 20th Floor, Mitrtown Office Tower, 944 Rama 4 Road, Wangmai Sub-District, Pathumwan District, Bangkok 10330 or by Email th.fpt.cs@frasersproperty.com. The Company will then deliver the hard copy of 2022 Annual Report to you.

To Company Secretary

I, _____,
would like to receive a physical copy of Annual Registration Statement/2022 Annual Report (Form 56-1 One Report).

Address:

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

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Proxy Form A

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 _____ vote(s) as follows:
amount of _____ rights equivalent to _____
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. Chatchaval Jiaravanon Age 60 Years, Residing at No. 944
Road Rama 4 Sub-district Wang Mai District Pathum Wan
Province Bangkok Postal Code 10330

4. Name Mrs. Busaya Mathelin Age 63 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 2023 Annual General Meeting of Shareholders to be held on Monday, 16 January 2023 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 _____

Nationality _____

(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. Chatchaval Jiaravanon Age 60 Years, Residing at No. 944
Road Rama 4 Sub-district Wang Mai District Pathum Wan
Province Bangkok Postal Code 10330

4. Name Mrs. Busaya Mathelin Age 63 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 2023 Annual General Meeting of Shareholders to be held on Monday, 16 January 2023 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 2022 Annual General Meeting of Shareholders, which was held on 12 January 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 2 To acknowledge the Company's performance report as of 30 September 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 3 To consider and approve the Statement of Financial Position and profits and loss statement for the year ended 30 September 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 4 To consider and approve the dividend payment for the fiscal year ended 30 September 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 5 To consider and approve the appointment of directors for the replacement of the directors who retired by rotation for the year 2023

- 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. Chainoi Puankosoom

- Approve Disapprove Abstain

2. Name of director: Assoc. Prof. Tithiphan Chuerboonchai

- Approve Disapprove Abstain

3. Name of director: Mr. Chotiphat Bijananda

- Approve Disapprove Abstain

4. Name of director: Mr. Sithichai Chaikriangkrai

Approve Disapprove Abstain

Agenda 6 To consider and approve directors' remuneration for the year 2023

- 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 2023

- 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 amendment to the Company's Articles of Association by amending Articles 25, 28-30 and 44

- 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 extension of the period for the allocation of newly-issued ordinary shares under the General Mandate

- 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 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 2023 Annual General Meeting of Shareholders to be held on Monday, 16 January 2023 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

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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			vote(s) as follows:	
amount of	rights equivalent to				
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,					
<input type="checkbox"/> 1.	Name	Age	Years,	Residing at No.	
	Road	Sub-district		District	
	Province	Postal Code			
<input type="checkbox"/> 2.	Name	Age	Years,	Residing at No.	
	Road	Sub-district		District	
	Province	Postal Code			
<input type="checkbox"/> 3.	Name Mr. Chatchaval Jiaravanon	Age 60	Years,	Residing at No. 944	
	Road Rama 4	Sub-district Wang Mai		District Pathum Wan	
	Province Bangkok	Postal Code 10330			
<input type="checkbox"/> 4.	Name Mrs. Busaya Mathelin	Age 63	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 2023 Annual General Meeting of Shareholders to be held on Monday, 16 January 2023 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

<input type="checkbox"/> Ordinary share	share(s), and having voting rights	vote(s)
	equivalent to	
<input type="checkbox"/> 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 2022 Annual General Meeting of Shareholders, which was held on 12 January 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 2 To acknowledge the Company's performance report as of 30 September 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 3 To consider and approve the Statement of Financial Position and profits and loss statement for the year ended 30 September 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 4 To consider and approve the dividend payment for the fiscal year ended 30 September 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 5 To consider and approve the appointment of directors for the replacement of the directors who retired by rotation for the year 2023

- 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. Chainoi Puankosoom
 Approve Disapprove Abstain
2. Name of director: Assoc. Prof. Tithiphan Chuerboonchai
 Approve Disapprove Abstain
3. Name of director: Mr. Chotiphat Bijananda
 Approve Disapprove Abstain
4. Name of director: Mr. Sithichai Chaikriangkrai
 Approve Disapprove Abstain

Agenda 6 To consider and approve directors' remuneration for the year 2023

- 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 2023

- 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 amendment to the Company's Articles of Association by amending Articles 25, 28-30 and 44

- 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 extension of the period for the allocation of newly-issued ordinary shares under the General Mandate.

- 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 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 2023 Annual General Meeting of Shareholders to be held on Monday, 16 January 2023 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