

(Unofficial Translation)

## **Frasers Property (Thailand) Public Company Limited**

### **Notice of the Annual General Meeting of Shareholders 2025**

**Monday, 13 January 2025, at 14.00 hrs.**

**via Electronic Meeting (E-AGM)**

Pursuant to the Emergency Decree on Electronic Meetings, B.E. 2563 (2020)

*Shareholders can register via the E-AGM system starting from 11 December 2024, at 09:00 hrs. until the meeting is completed, and Shareholders can log in to the system to attend the meeting starting from 13.00 hrs. on 13 January 2025 onwards.*

#### **Contact us**

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(Unofficially Translation)

No. FPT 2025/003

12 December 2024

Subject: Invitation to the 2025 Annual General Meeting of Shareholders

Attention: Shareholders of Frasers Property (Thailand) Public Company Limited

Enclosures:

1. Copy of the Minutes of the 2024 Annual General Meeting of Shareholders, held on 15 January 2024 (for supporting the consideration of Agenda Item 1)
2. Annual Registration Statement/2024 Annual Report (Form 56-1 One Report) in the form of a QR Code (for supporting the consideration of the Agenda Items 2 and 3)
3. Information of persons nominated for Directorships Positions (for supporting the consideration of the Agenda Item 5)
4. Profiles and Experience of Auditors for the year 2025 (for supporting the consideration of the Agenda Item 7)
5. Capital Increase Report Form (F 53-4) (for supporting the consideration of the Agenda Item 8)
6. The Company's Articles of Association concerning the Shareholders' Meetings
7. Guidelines for attending the 2025 Annual General Meeting of Shareholders 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/2024 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 FY2025 of Frasers Property (Thailand) Public Company Limited (the "**Company**") convened on 11 November 2024, the Annual General Meeting of Shareholders of the year 2025 will be held on Monday, 13 January 2025, at 14.00 hours via Electronic Meeting (E-AGM) only to consider the agenda items as follows:

**Agenda Item 1 To consider and certify the Minutes of the 2024 Annual General Meeting of Shareholders, which was held on 15 January 2024**

**Objective and Rationale:**

For the shareholders to consider and certify the Minutes of the 2024 Annual General Meeting of Shareholders, held on 15 January 2024, 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 2024 Annual General Meeting of Shareholders, held on 15 January 2024 has been made correctly and opines to propose the Minutes of the 2024 Annual General Meeting of Shareholders to the 2025 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 Item 2 To acknowledge the Company's performance report as of 30 September 2024****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 results during the preceding year and significant changes occurred in 2024, the details of which are described in the 2024 Annual Report enclosed hereto as Enclosure 2.

**Opinion of the Board:**

The Board of Directors opines to propose the 2024 Annual Report which summarized the operation result of the Company during the preceding year and significant changes occurred in 2024 to the 2025 Annual General Meeting of Shareholders.

**Voting:**

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

**Agenda Item 3 To consider and approve the Statements of Financial Position and profits and loss statement for the year ended 30 September 2024****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 2024 which were audited and certified by the Company's certified public accountant, KPMG Phoomchai

Audit Co., Ltd. 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 2024 Annual Report enclosed hereto as Enclosure 2.

**Opinion of the Board:**

The Board of Directors opines to propose to the 2025 Annual General Meeting of Shareholders to consider and approve the Statements of Financial Position and profits and loss statement of the Company for the fiscal year ended 30 September 2024, which were audited and certified by the certified public accountant of KPMG Phoomchai Audit Co., Ltd. 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 Item 4    To consider and approve the dividend payment for the fiscal year ended 30 September 2024**

**Objective and Rationale:**

To comply with 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 appropriate.

The consolidated financial statement of 2024 showed net profits of 1,467.01 million Baht, of which were net profits attributable to owners of the parent of 1,438.03 million Baht. Upon consideration of Section 115 of the Public Limited Companies Act, and Article 40 of the Company's Articles of Association, the Board of Directors deemed it appropriate to propose to the 2025 Annual General Meeting of Shareholders to consider and approve to declaration of the 2024 dividend at the rate of 0.31 Baht per share for 2,319.28 million ordinary shares, totaling 718.98 million Baht, representing 49 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 2024	Year 2023	Year 2022
Dividend per share (Baht)	0.31	0.40	0.43
Total amount of dividend	718.98	927.71	997.29
Net profit shown in the consolidated financial statement	1,467.01	1,860.57	2,464.50
Net profit attributable to owners of the parent	1,438.03	1,851.56	2,464.46
Net profit of non-controlling interests	28.98	9.01	0.04
Payout ratio - percent of net profit attributable to owners of the parent	49.0	50.1	40.5

The dividend payment at the rate of 0.31 Baht per share will be paid to the shareholders whose names are registered in the Shareholders' Registry on Wednesday, 27 November 2024 (Record Date). The dividend payment date is scheduled on Tuesday, 11 February 2025. The dividend payment as above will be paid from the net profit and retained earnings after the 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 the 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	0.305
Not entitled to tax credit	Net profit of business that is exempted from corporate income tax (BOI)	0.005

The dividend payment as mentioned is still uncertain as it is subject to the approval of the 2025 Annual General Meeting of Shareholders.

**Opinion of the Board:**

The Board of Directors deemed it appropriate to propose to the 2025 Annual General Meeting of Shareholders to consider and approve the dividend payment for year 2024 in cash to shareholders at the rate of 0.31 Baht per share. The Company sets the record date to determine the list of shareholders who shall be entitled to receive dividend on Wednesday, 27 November 2024. The dividend payment date is scheduled on Tuesday, 11 February 2025.

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 49 percent of the net profit of the consolidated financial statements for fiscal year ended 30 September 2024.

The dividend payment for the fiscal year ended 30 September 2024 at the rate of 0.31 Baht per share is lower than the dividend payment paid in 2023. In 2023, the Company paid dividend at the rate of 0.40 Baht per share, totaling 927.71 million Baht which is approximately 50.1 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 Item 5 To consider and approve the appointment of directors for the replacement of the directors who retired by rotation for the year 2025**

**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. The directors who shall 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 10 members and in the 2025 Annual General Meeting of Shareholders, there are 3 directors who are due to retire by rotation, namely:

Name	Position
1. Mr. Panote Sirivadhanabhakdi	Vice-Chairman of the Board, Chairman of the Executive Committee, Authorized Director, Member of the Compensation and Nomination Committee
2. Mr. Chai Vinichbutr	Director and Authorized Director
3. Mr. Lim Hua Tiong*	Director, Member of Compensation and Nomination Committee, Member of the Sustainability and Risk Management Committee and Member of the Executive Committee

Remark: Mr. Lim Hua Tiong holding the position in place of the resigning director. Therefore, there is only the term of office remaining for the directors who resigned.

To comply with the laws and the Company's Articles of Association, the 2025 Annual General Meeting of Shareholders should consider electing directors to replace those retiring by rotation, totaling 3 directors.

The Company has provided an opportunity for its individual shareholders to nominate individuals they consider eligible for consideration, and the list of names will be present at the Annual General Meeting of Shareholders for election as the Company's directors, from 1 July 2024 to 30 September 2024, and via the news system of the Stock Exchange of Thailand. The Company disclosed the criteria for such process, including the Form of Proposal of Candidate for Nomination as Company Director, on its website, thus providing shareholders with advanced notice thereof. After the aforementioned period had ended, it was found that no shareholders had nominated any individuals for election as directors of the Company.

The Compensation and Nomination Committee selects directors by considering the diversity of the board structure along with the qualifications, knowledge, ability, expertise of the board members (Board Skill Matrix), experience and good professional track record, and whether they possess leadership, have vision, business ethics, good attitude toward the Company, and are able to fully devote themselves for the interests of and appropriate for the business operations of the Company.

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 directors to be the directors of the Company for another term and to hold the same positions in the Committees.

The detailed profiles of the 3 directors, the 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.

**Opinion of the Board:**

The Board of Directors, without the participation of any director having an interest therein, has thoroughly and carefully considered the individual qualifications of all individuals who have been nominated at the recommendation of the Compensation and Nomination Committee in line with the nomination guidelines set out by the Board of Directors. The individuals nominated on this occasion have been evaluated in accordance with the procedures outlined by the Company, possessing the qualifications in accordance with the relevant rules and regulations,



and are deemed suitable for the Company's business operations. The Board of Directors was of view that the proposed 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, regulations and laws.

The Board of Directors agrees with the Compensation and Nomination Committee to propose to the 2025 Annual General Meeting of Shareholders to consider and approve the appointment of Mr. Panote Sirivadhanabhakdi Mr. Chai Vinichbutr and Mr. Lim Hua Tiong who are due to retire by rotation as the Company's directors for another term.

**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 with the following rules and procedures:

- (1) Each shareholder shall have one vote for each share.
- (2) Each shareholder shall use all votes he/she has in accordance with (1) above to elect one or many persons to be director(s), provided that split vote is prohibited.
- (3) The persons who are respectively received the most votes shall be appointed to be directors corresponding to the number of directors that would be appointed in such Meeting. In the event of equal votes among the persons last that cause the number of directors exceed the number that would be appointed, the Chairman will be the one to cast a dissenting vote.

**Agenda Item 6 To consider and approve directors' remuneration for the year 2025**

**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 for such directors must be at an appropriate and sufficient level to motivate and retain high-quality directors who can effectively 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 shareholders.

The Compensation and Nomination Committee has determined the remuneration of the directors for the year 2025 by adhering to the directors' remuneration policy of the Company and comparing the remuneration with the average remuneration rate of other listed companies based on the survey report of the directors remuneration of the listed companies prepared by the Thai Institute of Directors (IOD) 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 2024. The details of the remuneration are as follows:

1. Monetary Compensation

1.1 Meeting allowance and monthly remuneration for the year 2025

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 Audit Committee	-	40,000	-	30,000
Remuneration for the Compensation and Nominating Committee	22,000	-	18,000	-
Remuneration for the Sustainability and Risk Management Committee	22,000	-	18,000	-
Remuneration for the Executive Committee	-	25,000	-	20,000

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 2025 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 the year 2024).

Please consider the detail of directors' remuneration in Annual Registration Statement/2024 Annual Report (Form 56-1 One Report) 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 2025 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 the year 2024.

**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 Item 7    To consider and approve the appointment of auditors and the determination of the audit fee for the year 2025**

**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 Co., Ltd., who is responsible for reviewing, auditing and giving opinions on the Company's financial statements for 3 years, 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 2025, the Audit Committee has taken into account the past performance, experience, and preparedness of the auditor, and standards and reliability in their working performance, the independence of auditor and the rate of audit fee, along with other factors proposed by the auditor. The Audit Committee deemed it appropriate to appoint the auditors from KPMG Phoomchai Audit Co., Ltd. to be the auditor of the Company and its subsidiary due to their consistently high standards of work and performance, expertise, independence and reasonable fee.

Profile and working experience of the auditors are set out in Enclosure 4.

**Opinion of the Board:**

The Board of Directors concurred with the proposal of the Audit Committee and deemed it appropriate to propose to the 2025 Annual General Meeting of Shareholders to consider and approve the appointment of the following 6 auditors of KPMG Phoomchai Audit Co., Ltd. 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) Ms. Nittaya Chetchotiros	CPA Registration No. 4439 or
2) Mr. Ekkasit Chuthamsatid	CPA Registration No. 4195 or
3) Ms. Yuvanuch Thepsongvaj	CPA Registration No. 5371 or
4) Ms. Vilaivan Ponlprasert	CPA Registration No. 8420 or
5) Ms. Kanokorn Phooriphanyawanit	CPA Registration No. 10512 or
6) Ms. Nadsasin Wattanapaisal	CPA Registration No. 10767

KPMG Phoomchai Audit Co., Ltd. and the six 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 on the financial statement of the Company and its subsidiary. In addition, none of the said auditors has performed a duty as the Company's auditor for a duration exceeding the number of years stipulated by the relevant notification.

For the audit fee for the year 2025, 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 1,980,000 (One million nine hundred and eighty thousand) Baht, which is more than the amount approved for year 2024 by 3.7%.

The comparison of the amount of audit fee for the year 2025 compared to the years 2024-2022 are as follows:

(Unit : Baht)

	Year 2025 (12 months)	Year 2024 (12 months)	Year 2023 (12 months)	Year 2022 (12 months)
Audit Fee	1,980,000	1,910,000	1,850,000	1,850,000

Exclude other non-audit services fees. See detail of non-audit fee of year 2024 in the Annual Registration Statement/Annual Report 2024 (Form 56-1 One Report)

In addition, the same group of auditors from KPMG Phoomchai Audit Co., Ltd. are also appointed as auditors of subsidiaries, associated companies and joint venture companies for the year 2025 as follows:

- Subsidiaries: Golden Land Property Development Public Company Limited, Frasers Property Industrial (Thailand) Company Limited, ECO Industrial Services Company Limited, Frasers Property Industrial REIT management (Thailand) Company Limited, Automation Asset Company Limited, Bangkok Logistics Park Company Limited, Frasers Property Power Management (Golden Habitation Co., Ltd.), Wangnoi Logistics Park Company Limited, Narayana Pavilion Company Limited, Samyan Mitrtown Holding (Golden Property Services) Company Limited, Sathorn Supsin Company Limited, Grand Mayfair Company Limited, Golden Land (Mayfair) Company Limited, Golden Land Polo Company Limited, North Sathorn Realty Company Limited, Silom Corporation Company Limited, Frasers Property Commercial Assets Management Company Limited, Frasers Property Homes Company Limited, United Homes Company Limited, Krungthep Land Public Company Limited, First Square Company Limited, Prime Plus Asset Company Limited, Regal Region Company Limited, Sidewalk Land Company Limited, Ritz Village Company Limited, Walker Homes Company Limited, Grand Paradise Property Company Limited and Nawamin Residence Company Limited
- Associated Companies: Frasers Property Thailand Industrial Freehold and Leasehold Real Estate Investment Trust and Golden Ventures Leasehold Real Estate Investment Trust
- Joint Venture Companies: Bangpakong Logistics Park Company Limited, Kasemsubbhakdi Company Limited, Bhakdi Retail Company Limited and Bhakdi Hospitality Company Limited

For auditors of other subsidiaries, associated companies and joint venture companies that not share the same audit firms, the Board of Directors will oversee and ensure that these entities are able to prepare financial statements promptly in accordance with the specified laws and regulations deadlines.

**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 Item 8 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 2025 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 2025 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 2025 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 2025 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.

In this regard, the details and conditions in relation to the allocation of the Company's newly-issued ordinary shares shall be in accordance with the resolutions approved by the 2022 Annual General Meeting of Shareholders, which was held on 12 January 2022 in all respects, except for the part that has been amended to comply with the Notification of the Capital Market Supervisory Board Re: Approval for Listed Companies to Offer Newly Issued Shares through Private Placement (as amended).

In addition, the Board of Directors deemed it appropriate to propose to the 2025 Annual General Meeting of Shareholders to authorize the Board of Directors of the Company with authority to do the followings:

- 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 No. TorJor. 28/2565 (2022) Re: Approval for Listed Companies to Offer Newly Issued Shares through Private Placement ("**Notification No. TorJor. 28/2565 (2022)**"). In addition, the determination of the offering price of the newly-issued shares to be offered in the private placement, must use the weighted-average price first (the weighted-average price is the weighted-average price of the shares traded 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 (provided that there is reasonable cause when considering the best interests of the Company)). In the event that it is not possible to calculate the weighted-average price or, when considering the liquidity of share trading, there is reasonable cause to believe that the weighted-average price is not suitable to be used as the market price, the Company shall use the following prices in the following order, (a) the price determined through a process of analysing and comparing with the buying and selling demands of the newly-issued shares of the Company at the desired price (Book Building), which is surveyed by a securities company pursuant to the Notification of the Office of the Securities and Exchange Commission Re: Guidelines for the Book Building and the Determination of Offering Price to Public and Individual (b) the fair price of the shares, as evaluated by the financial advisor listed in the accounts approved by the Securities and Exchange Commission (in cases where the prices in (a) cannot be used). This is in accordance with the criteria of Notification No. TorJor. 28/2565 (2022).

- 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.

**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 Item 9 To consider other matters (if any)**

The Company gives shareholders the opportunity to send questions related to the agenda item of the 2025 Annual General Meeting of Shareholders in advance of the meeting date via email [TH.FPT.CS@frasersproperty.com](mailto:TH.FPT.CS@frasersproperty.com) or by post to the Company Secretary at Fraser's Property (Thailand) Public Company Limited, No. 944 Mitrtown Office Tower, 20<sup>th</sup> Floor, Rama 4 Road, Wang Mai Sub-district, Pathum Wan District, Bangkok 10330, so that Board of Directors or management can prepare information for further clarification.

In addition, the Company determined the Record Date for specifying the names of shareholders who are entitled to attend the 2025 Annual General Meeting of Shareholders on Wednesday, 27 November 2024 (Record Date).

The Company would like to invite the shareholders to attend the 2025 Annual General Meeting of Shareholders on Monday, 13 January 2025, at 14.00 hours only via electronic means (E-AGM) in accordance with the criteria specified in the relevant laws related to electronic meetings. In this regard, the Company would like to ask you to study the Conditions and Procedures for e-Register and the Appointment of Proxies to Attend the 2025 Annual General Meeting of Shareholders, the details of which are shown in Enclosure 7. The Company will conduct the meeting under the Company's Articles of Association as described in Enclosure 6.

In addition, in order to preserve the rights and benefits of shareholders. 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<sup>th</sup> Floor, Mitrtown Office Tower, No. 944 Rama 4 Road, Wang Mai Sub-district, Pathum Wan District, Bangkok 10330 or email [TH.FPT.CS@frasersproperty.com](mailto:TH.FPT.CS@frasersproperty.com) by providing documents to the Company by Wednesday, 8 January 2025.

If shareholders wish to attend the meeting in person or by proxy and vote via electronic means (E-AGM). The Company would like to ask you to study the guidelines for attending the 2025 Annual General Meeting of Shareholders via electronic means (E-AGM), the details of which are shown in Enclosure 7.



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

Yours faithfully,

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(Mrs. Prasnee Surastian)

Company Secretary

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

**Minutes of the 2024 Annual General Meeting of Shareholders  
Through Electronic Means (E-AGM) of  
Fraser's Property (Thailand) Public Company Limited**

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The 2024 Annual General Meeting of Shareholders (the “**Meeting**”) was convened on Monday 15 January 2024, at 14.00 hrs., through live broadcast from Victor Club, Floor 7, Mitrtown Office Tower, No. 944 Rama 4 Road, Wang Mai Subdistrict, Pathum Wan District, Bangkok 10330 (**E-AGM**). In this regard, the Company has recorded the meeting in the form of video media.

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 attended 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 Sustainability and Risk Management Committee, and Member of Audit Committee
Assoc. Prof. Tithiphan Chuerboonchai	Independent Director, Chairman of Audit Committee, and Member of Sustainability and Risk Management Committee
Mr. Chatchaval Jiaravanon	Independent Director, Member of Audit Committee, and Member of Compensation and Nomination Committee
Mrs. Busaya Mathelin	Independent Director
Mr. Chotiphat Bijananda	Director and Member of Sustainability and Risk Management Committee
Mr. Sithichai Chaikriangkrai	Director and Member of the Executive Committee
Mr. Lim Hua Tiong	Director and Member of Sustainability and Risk Management Committee
Mr. Thanapol Sirithanachai	Director, Member of the Executive Committee, and Chief Executive Officer

**Directors attending the Meeting through electronic means:**

Mr. Panote Sirivadhanabhakdi	Vice Chairman of the Board of the Directors, Director, Chairman of the Executive Committee, and Member of Compensation and Nomination Committee
Mr. Chai Vinichbutr	Director

**Executives in attendance:**

Mr. Somboon Wasinchutchawal	Chief Financial Officer and Acting Chief Executive Officer of Housing Real Estate, Frasers Property Home (Thailand) Company Limited
Mr. Peerapat Srisukon	Acting Chief Executive Officer of Industrial Real Estate, Frasers Property Industrial (Thailand) Company Limited
Miss Prasnee Surastian	Executive Vice President, Corporate Governance, Organizational Planning, Sustainability and Risk Management and Sustainable Development Committee, and Company Secretary
Ms. Kamonkarn Kongkathong	Executive Vice President, Finance and in charge of Investor Relations

**Auditors in attendance:**

Miss Nittaya Chetchotiros	KPMG Phoomchai Audit Co., Ltd.
Mr. Ekkasit Chuthamsatid	KPMG Phoomchai Audit Co., Ltd.

**Legal advisor in attendance:**

Miss Pratumporn Somboonpoonpol	Weerawong, Chinnavat & Partners Ltd.
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Before the Meeting started, the Company presented a video demonstrating the methods for casting votes and submitting shareholder questions via messaging and the conference system provided by Digital Access Platform Company Limited (DAP).

The Meeting started at 14.00 hrs.

The Chairman welcomed the shareholders attending the Meeting and informed them that due to concerns about the safety of its shareholders during the ongoing COVID-19 outbreak and to reduce carbon dioxide emissions into the

atmosphere by minimizing travel to attend the Meeting, this year, the Company's Board of Directors had resolved to hold the 2024 Annual General Meeting of Shareholders through an electronic meeting platform (E-AGM), as was done the previous year.

For this Annual General Meeting of Shareholders, the Company scheduled the date for the determination of shareholders who were entitled to attend the 2024 Annual General Meeting of Shareholders (Record Date) to be Friday, 24 November 2023. There were 2,858 shareholders with rights to attend the Meeting, holding 2,319,277,419 shares of the total issued shares of the Company. For this Annual General Meeting of Shareholders, there were 3 shareholders, holding 7,291 shares, representing 0.0003 percent of the total issued shares of the Company, attending the Meeting in person via the electronic meeting, and 35 shareholders, holding 2,064,430,163 shares, representing 89.0117 percent of the total issued shares of the Company, attending the Meeting by proxy, totaling 38 shareholders, holding 2,064,437,454 shares, representing 89.0121 percent of the total issued shares of the Company. It can be deemed that the number of the shareholders who attended the Meeting in person and by proxy exceeded 25 shareholders and the number of shares of the shareholders was 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 10 directors in total, and all 10 directors attended this Annual General Meeting of Shareholders, representing 100 percent of the total directors, whereby 8 directors attended the Meeting in person and 2 directors attended the Meeting through electronic means.

The Chairman declared the 2024 Annual General Meeting of Shareholders duly convened and individually introduced the 10 directors who attended the Meeting, as well as the executives, the Company's auditor, and the legal advisor attending this Annual General Meeting of Shareholders. The Chairman invited Miss Palita Lawanrattanakul, a legal advisor from Weerawong, Chinnavat & Partners Ltd., to be an observer, and Miss Yotika Sripongphankul, an independent auditor from KPMG Phoomchai Audit Co., Ltd., to act as a witness in the vote counting.

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

Miss Prasnee Surastian, Company Secretary, clarified the procedures for vote casting and counting on each agenda item of this meeting to all shareholders, as follows:

- For this Annual General Meeting of Shareholders, the Company has used an electronic meeting platform system that is in accordance with the standards of the Electronic Transaction Data Agency and criteria related to conducting the electronic meetings, which are in compliance with the Public Limited Companies Act (No. 4) B.E. 2565 (2022). The Company used the conference system of Digital Access Platform Company

Limited (DAP) where attendees can attend the Meeting, vote on each agenda item, ask questions, and give suggestions throughout the meeting. In this regard, the Company presented a demonstration video on how to use the conference system at the beginning of this Meeting. If the shareholders have any difficulties using the system, the shareholders can call 02-009 9888 via telephone and press 1 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 vote casting and vote counting on each agenda item, the Company shall count the votes of the shareholders attending the Meeting and by proxy. If a shareholder does not specify his or her intention on voting with respect to any agenda item, the proxy shall be entitled to cast votes as he or she deems appropriate by selecting the voting function.
- The vote counting shall be conducted by 3 methods, as follows:
  - 1) The votes on an agenda item 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 votes. The votes of abstention shall be excluded.
  - 2) The votes on an agenda item 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 cast by the shareholders attending the Meeting.
  - 3) The votes on an agenda item 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 on each agenda item, with three options, voting for approval, disapproval, or abstention by selecting the voting function on the screen and clicking “Submit Vote”. The shareholders can revise their votes within the given time frame and click “Submit Vote” once again. The Company will provide 1 minute for vote casting. If the shareholder or the proxy does not cast any votes within the specified time, it will be considered a vote of approval for the proposed agenda item. In this regard, after the closure of voting for each agenda item and the Company has announced the voting results, shareholders can view the results for each agenda item themselves by clicking on the graph icon.
- In the case of a custodian who 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 case of the votes with more than 1 box checked, except for custodian cases, will be considered as a voided ballot and the Company shall not count it as a vote on that agenda item:
- Prior to the voting on each agenda item, the Chairman will give shareholders an opportunity to ask questions and express their opinions concerning such agenda item as appropriate. The details on how to ask questions are in accordance with the manual for attending the Meeting and the video that was demonstrated at the beginning of the Meeting. In this regard, for the Meeting to be able to continue, the shareholders are recommended to ask questions by following the guidelines as follows:
  - 1) The shareholders or proxies who wish to ask questions or express their opinions may do so by selecting the question function, clicking “Send Question”, choosing the agenda item they want to ask a question about, or typing the question in advance, then clicking “Send Question” once again. The shareholders may begin to type their questions from the Meeting beginning and throughout the Meeting, and the Company will collect questions to answer in the related agenda items respectively.
  - 2) The Company will answer the questions on each agenda item from the question system that the shareholders have sent first.
  - 3) In case the shareholders wish to ask questions themselves, they can type their question within brackets stating, “wish to ask a question myself,” and click “Send Question.” The system will then prioritize and queue the questions in chronological order. When the request is allowed, the Company will call the name, and the shareholders will click the microphone icon or unmute to

turn on their microphones and click the camera icon or start video to turn on their cameras to ask questions by stating names and surnames for the Meeting's acknowledgment.

- For other questions that are not related to the agenda of the Meeting, the Company will collect all questions to answer again at the end of the Meeting.
- The Company shall propose the Meeting to discuss each agenda item in order. After the discussion, the Company shall inform the Meeting of the voting result of each discussed agenda item by displaying the result on the screen in four decimal digits. When the voting result of each agenda item has been announced, it will be considered that the voting result of such agenda item has been finalized.

The Chairman informed the Meeting that, in order to promote good corporate governance and to treat all shareholders equally, before this Annual General Meeting of Shareholders, the Company had given the opportunity to all shareholders to propose agenda items for the Meeting, candidates for nomination as the Company's director, and submit questions concerning the agenda for this Meeting in advance via the communication channel of the Stock Exchange of Thailand (the "SET") and the Company's website from 1 July 2023. However, no shareholders nominated a person to be considered for election as a Company director or proposed any additional agenda items.

Then, Miss Prasnee Surastian, Company Secretary, invited the Chairman to proceed to conduct the Meeting.

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 2023 Annual General Meeting of Shareholders, which was held on 16 January 2023**

The Chairman proposed that the Meeting consider and certify the Minutes of the 2023 Annual General Meeting of Shareholders, which was held on 16 January 2023, the details of which are set out in the copy of the minutes delivered to the shareholders along with the notice of this Meeting.

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

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

**Resolution:** The Meeting resolved by a unanimous vote to certify the Minutes of the 2023 Annual General Meeting of Shareholders, which was held on 16 January 2023, with the following votes:

<b>Resolution</b>	<b>Number of votes (1 share = 1 vote)</b>	<b>Percentage of total votes cast by the shareholders attending the Meeting and casting their votes</b>
Approved	2,068,910,426	100.0000
Disapproved	0	0.0000
Total votes of the shareholders attending the Meeting and casting their votes	2,068,910,426	
Abstained	0	
Voided ballot(s)	0	

**Agenda 2: To acknowledge the Company's performance report as of 30 September 2023**

The Chairman explained to the Meeting that this agenda item is to provide shareholders with a report on the Company's performance and significant changes that transpired in 2023, encompassing the period from 1 October 2022 to 30 September 2023. The Chairman then delegated Mr. Thanapol Sirithanachai, Chief Executive Officer, to report a summary of the Company's performance to the Meeting for acknowledgement.

Mr. Thanapol Sirithanachai invited the shareholders to view a video summarizing the Company's performance for the year 2023, with summary content as follows:

The Company is a prominent real estate company in Thailand, overseeing assets exceeding THB 95 billion across three distinct property categories: residential, industrial, and commercial. Despite facing challenges in 2023, the Company intends to build on its performance in all areas and strengthen its business by evolving into a Real Estate as a service brand. The corporation also drives the organization with the goal of providing spaces that retain positive experiences. The Company continues to expand, with a net profit of more than THB 1,861 million.

In the residential real estate business (Fraser Property Home), the Company undertakes the development of a diverse range of residential projects, including single houses, semi-detached houses, townhomes, and condominiums with the overarching goal of enhancing standard of living and promoting sustainable living. The Company has developed features that meet the needs of residents, such as installing air purification systems within homes and designs of living room areas (Sunken Lounge Room). The residential project opening for sale in 2023 has garnered a favorable



reception, especially upscale single houses, such as The Grand 2 Rama 2, a large project that offers full functions single houses. Consequently, the sales of residential projects this year have surpassed THB 11,004 million.

In the industrial real estate industry (Fraser Property Industrial), the Company is a pioneer in the creation of integrated industrial real estate of international standards, with the goal of increasing its managed asset area to 4 million square meters within three years. The Company's space leasing continues to grow with the delivery of the largest and most advanced products sorting center in Southeast Asia (Fraser Property Logistics Park Wangnoi 2), with an area of over 73,000 square meters, to Thailand's number one e-commerce platform. In addition, a modern distribution center in a strategic location with an area of over 7,000 square meters was delivered to the country's number one health and beauty retailer, as well as a distribution center, with an area of over 19,000 square meters (Fraser Property Logistics Center Bangplee 7), for Maersk Company Limited, an international logistics service provider, to support the management of the production process of world-class premium brand products.

As for commercial real estate (Fraser Property Commercial), the Company is a leader in developing and managing leading office and mixed-use buildings in the heart of Bangkok. In response to the ongoing surge in office and retail space rentals and in order to accommodate the varied requirements of contemporary entrepreneurs, the Company has introduced PromptMove, a fully furnished and ready-to-use office under the principle of being both "ready-to-move-in" and "ready-to-use". In addition, the Company has developed a modern retail prototype under the concept of being part of the community. The Samyan Mitrtown building is almost fully occupied. The aggregate occupancy rate for office and retail buildings in the Silom Edge project are deemed satisfactory. In addition, the recovery of domestic consumption and the increase in the number of foreign visitors contributed to a 72 percent increase in hotel revenues compared to the previous year.

### **Sustainability**

The Company raises environmental and sustainability awareness in accordance with its mission. The Company is committed to creating a better tomorrow for everyone and to environmental conservation, aiming to achieve zero greenhouse gas emissions by 2050. Additionally, the Company promotes community cooperation and supports assisting fellow human beings and the community. Behind the Company's achievements are quality employees who make everything possible. Therefore, each employee's opinion is significant. The Company incorporates the perspectives and opinions of all its staff members into the planning of activities and welfare programs that cater to their needs to the greatest extent possible, as well as boosting physical and mental health, and fostering the growth of knowledge, skills, and activities in accordance with many traditional festivals.

The Company has received various awards, such as awards for energy saving (ESG score) in every building and awards for good corporate governance at the 5-star level for the fourth consecutive year. In addition, the Company

has renewed its contract in the area of anti-corruption (CAC) and has also received awards in the human resources section for employee development.

### **Awards and Certifications**

For corporate governance and sustainable development, the Company has fully implemented the guidelines set forth and received various awards that reflect its determination to create concrete benefits, including:

1. The Company maintained its third consecutive "A" rating from Tris Rating as an excellence real estate company.
2. The Company's shares have been selected as sustainable stocks (SET ESG Ratings) at the AA level for the year 2023, which is the fourth consecutive year.
3. The Company received evaluation results for corporate governance (Corporate Governance Report for Thai Listed Companies: CGR) for the year 2023 at an excellent level of "5 stars" from the Thai Institute of Directors Association.
4. The Company has been rated at an A level in sustainability information disclosure for the real estate business for the fourth consecutive year from the Global Real Estate Sustainability Benchmark or "GRESB", an internationally recognized organization that evaluates business operating standards.
5. The Company received an award of honor for good corporate governance of listed companies in the ASEAN region (ASEAN Corporate Governance Scorecard: ACGS).
6. The Company received an award from HR Asia 2023.
7. The Company was recognized for safety and working environment standards.
8. The Company received an award for best industrial real estate and logistics developer.
9. The Company received environmental management standard certification.
10. Fraser Property Commercial won the award for being the best commercial real estate developer in digital connectivity and infrastructure, certified by world-class wired score standards.

11. The Company received the Outstanding Building Safety Award (BSA Building Safety Awards 2022).

In 2024, the Company is committed to creating positive results for all stakeholders and developing areas that suit a variety of needs, creating inspiration and good experiences for people of all groups, genders, and ages.

Mr. Thanapol Sirithanachai clarified that the video viewed by the shareholders pertains to the Company's performance across various areas over the previous year. He then further clarified other details, as follows:

The Company is a fully integrated real estate company with 3 types of business:

1. **Residential real estate** - Despite facing various challenges, such as high loan interest rates and intense market competition, the Company managed to sustain revenue at THB 11,000 million, which is close to the previous year's figure.
2. **Industrial real estate** - The Company manages a total area of 3.51 million square meters. It is considered the largest provider of warehouse space in the country, and the Company has received positive feedback from clients. As a result, the Company's space utilization rate has reached 86 percent.
3. **Commercial real estate** - With respect to office buildings, the Company has excellent locations and quality buildings and can sustain an occupancy rate of more than 90 percent. This is owing to the country's reopening, which has resulted in an increase in tourism, with hotel occupancy rates returning to 72 percent.

The total income from all 3 types of businesses takes the Company's total income to THB 16,809 million, with a profit of THB 1,825 million. However, compared to the previous year, profit has decreased. This is because the Company has recorded allowance for impairment of assets its service apartment business.

Regarding the residential real estate business, the Company currently manages 78 projects, of which 65 are situated in Bangkok and its metropolitan area, and 13 projects are situated across eight provinces (i.e., Chiang Mai, Chiang Rai, Udon Thani, Khon Kaen, Nakhon Ratchasima, Phra Nakhon Si Ayutthaya, Chachoengsao, and Chonburi). In 2023, the Company launched a total of 8 new projects, including 2 luxury house projects (The Royal Residence Project and Alpina Rama 2 Project), 3 semi-detached house projects (Prestige 2 Rama 2 Project, Grandio Future-Rangsit Project and Grandio Chaengwattana-Muang Thong Project), and 3 affordable segment projects (Neo Home Bangkai Project, Golden Town 2 Sathorn Project, and Golden Town Kaset-Nawamin Project). As the Company's strategy shifted to focus on the high-end segment of the market, namely single houses, it launched a total of two luxury house projects and three semi-detached house projects. In addition, the Company has launched 3 more townhouse projects. As a

result, single houses account for 40 percent of revenue recognition, similar to the townhouse market, with semi-detached houses accounting for another 24 percent.

In the area of the industrial real estate business, the Company manages approximately 3.51 million square meters of assets and was able to maintain the space utilization rate at 86.5 percent. The Company believes that demand for space will continue as a result of factories and warehouses relocation from China. If we compare the performance of the industrial real estate business over the last few years, it will be seen that there is a continuously increasing trend. Presently, the Company has consistently expanded in terms of utilization rates and has consistently assessed the satisfaction of customers utilizing its warehouse services, from which the Company has obtained positive feedback.

As for the commercial real estate business, in 2023 the Company fully opened the Silom Edge project at the corner of Silom and Rama 4 roads. Furthermore, Samyan Mitrtown manages to draw about 60,000 visitors a day who either spend money or utilize its services. Therefore, considering the office buildings, the Company is in a golden area. Notwithstanding the potential escalation in the number of competitors, the Company continues to sustain its tenant base and has successfully renewed contracts at a rate exceeding 90 percent. As for the retail establishments in the Samyan Mitrtown and Silom Edge projects, tenants are still interested at a nearly 100 percent rate, and the Company is continuing to organize activities. With respect to hotels, the Company is confident in its ability to sustain an occupancy rate of up to 70 percent for the current year.

An additional significant aspect and objective of the Company is to achieve net-zero carbon dioxide emissions from its industrial sector (Net Zero Carbon). Consequently, sustainability, as well as environment, social, and governance (ESG) are incorporated into the Company's overall strategy. This is evident from the various awards the Company has obtained, and the Company aims to work towards receiving the Green Certificate Award in every project, both office buildings and warehouse projects.

Concerning the residential real estate business, the Company is focusing on constructing energy-efficient residences this year. This involves operational aspects such as implementing solar roof installations, waste segregation, recycling practices, and community engagement within the workers camp.

For the industrial real estate business, the Company has initiated a project to build solar roofs on warehouse buildings and the buildings themselves. As previously disclosed, the Company adheres to the Green Building Guidelines across all the buildings. In addition to using LED light bulbs exclusively, the Company has also adopted the Green Lease Guidelines.

For the commercial real estate business, the Company has provided spaces for neighboring communities. Coordination with Bangkok enables vendors to utilize the area for product sales, while also designating it as a welcoming space for individuals from various backgrounds seeking to utilize the service.

Mr. Thanapol Sirithanachai then extended an invitation to Mr. Somboon Wasinchutchawal, Chief Financial Officer, to provide further clarification on the financial figures.

Mr. Somboon Wasinchutchawal explained to the Meeting that after the merger, the total assets of the Company have continued to increase. However, in 2023, the Company made a modification to its investment structure, resulting in a decline in profits despite continued revenue growth. In relation to financial stability, TRIS Rating still ranks the Company at an A Stable rating for the third consecutive year. This rating signifies the Company's ability to fulfill its bond debt repayment obligations amidst a volatile stock market, thereby cultivating investor confidence in its bonds. Furthermore, due to investment restructuring, the Company's debt-to-equity ratio has dropped during the last year, enabling it to pay down debt. The Company has also successfully issued bonds totaling more than THB 9,930 million and maintains effective cost control.

The Company has sent a report on its operating performance for the year ending 30 September 2023, which appears in the Annual Registration Statement/Annual Report 2023 (Form 56 -1 One Report) that has been sent to shareholders along with the notice of the Meeting.

#### **Overall performance for the year ending 30 September 2023**

The Company had a total income of THB 16,809.5 million, an increase of 2.8 percent or THB 462.9 million compared to the previous year. The real estate business slowed, as evidenced by the Company's income from real estate sales declining by THB 416.7 million, or 3.6 percent, to THB 11,003.7 million. This decline can be attributed to higher construction costs, rising interest rates, and a heavy household debt burden, which includes government support measures (LTV) that expired at the end of 2022. In 2023, the Company launched only 8 new projects due to increased competition, resulting in the Company's gross profit margin from the residential real estate group decreasing from 32.1 percent to 28.2 percent. Due to strong demand and purchasing power, the Company has expanded the proportion of single house developments. At the end of 2023, the Company had a total of 78 projects in progress, with a total value of more than THB115,800 million.

The Company's income from rental and related services increased by THB 407.1 million, or an increase of 17 percent, amounting to THB 2,799 million. In the industrial business segment, there were 2 main reasons:

1. Combining rental income from warehouses in Indonesia following the acquisition of additional shares in PT SLP Surya Ticon Internusa and PT Surya Internusa Timur, which resulted in the two companies mentioned above becoming subsidiaries of the Company and recognizing income in the profit and loss statement as of the third quarter of 2022.
2. As for Thailand, it has benefited from the relocation of production bases from China, which is a positive factor leading to a constant growth in demand for factory and warehouse space, resulting in higher warehouse rental income in Thailand. In 2023, domestic and foreign rental rates reached 86 percent.

The income from the office building business increased from the previous year due to the recognition of rental income from the Silom Edge project, a new mixed-use building in the city center that was launched in Q4 of 2022. As of the end of 2023, the Silom Edge Building has an office occupancy rate of over 92 percent. Overall, the Company continues to sustain office occupancy rates at 92 percent under the management of Frasers Property Commercial Group.

The hotel business experienced revenue growth of 72.2 percent, or THB 237.7 million, to THB 566.9 million, from THB 329.2 million in 2022. This can be attributed to the consistent influx of foreign tourists to Thailand subsequent to the lifting of preventive measures against Coronavirus (COVID-19) in numerous countries. As a result, the average occupancy rate exceeded expectations. In addition, the average daily room rate increased in response to demand, which continues to reinforce favorable elements for the hotel business.

The Company had total costs and expenses of THB 13,634.6 million, an increase of 9.4 percent or THB 1,169.6 million from the previous year. The Company's business operating costs increased by 6.7 percent, or THB 627.5 million, resulting in the gross profit margin falling to 33.8 percent. Nevertheless, distribution and administrative expenses rose by THB 542.1 million, or 17.5 percent, to THB 3,648 million, primarily as a result of the allowance for impairment of assets incurred by the Mayfair Marriott Executive Apartment. In order to increase long-term returns and business expansion, the Company intends to transform the property into a super luxury condominium development. The estimated value of the project is THB 571 million, and additional related expenses amount to THB 31 million, for a total of THB 602 million. When the aforementioned items are excluded, the Company's expenditures have decreased by about THB 60 million compared to the prior year.

The Company's financial costs increased by THB 199 million, an increase of 21 percent, due to interest rate increases during the year, even though the Company was able to repay some of its loans.

The aforementioned income and costs resulted in the Company's annual profit of THB 1,860.6 million, reflecting a decline of THB 612.9 million, or 24.5 percent.

### **Profit in 2023**

The Company's profit attributable to parent company shareholders was THB 1,851.6 million, a decrease of 24.9 percent, and basic earnings per share were THB 0.80 in 2023, a decrease of 26 satang.

### **Financial Status in 2023**

#### **Total Assets**

According to the Company's financial statement as of 30 September 2023, the Company had total assets of THB 95,870.6 million, a decrease of THB 3,096.7 million or 6.8 percent from 30 September 2022, mainly due to a decrease in land, buildings and equipment, investments in associates, joint ventures and other investments, investment properties from the provision for impairment of hotel buildings, investment sales and sales of land, factory buildings, and warehouses.

#### **Total Liabilities and Shareholders' Equity**

The Company's aggregate liabilities have decreased by THB 3,691.7 million, or 5.9 percent from the Company's liabilities as of 30 September 2022, to THB 58,788.3 million. Interest-bearing debt stands at THB 46,802.7 million, reflecting a reduction of THB 3,036.1 million because there is repayment of maturing bonds, but bonds offered for sale are lower than maturity, and repayment of bank loans due to decreased demand for capital. In the meantime, shareholders' equity increased by THB 595 million, or 1.6 percent, to THB 37,082.3 million. Consequently, the interest-bearing debt to shareholder equity ratio of the Company was 1.26 times.

To summarize, the financial position of the Company remains robust. A decrease in the interest-bearing debt rate contributes to the reduction of financial expenses during periods of elevated interest rates.

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

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

**Resolution:** The Meeting acknowledged the Company's performance report as of 30 September 2023 with details as reported.

**Agenda 3: To consider and approve the Statement of Financial Positions and profit and loss statement for the year ended 30 September 2023**

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 2023, which were audited and certified by KPMG Phoomchai Audit Co., Ltd., the certified public accountant of the Company. The certified public accountant was of the unqualified opinion that such financial statements showed financial positions and operating results which were prepared accurately, in all material aspects, in accordance with the Thai Financial Reporting Standards. The details of which are set out in the Annual Report of the Company, and the essence of the financial information was presented in the previous agenda item.

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

There were no shareholders who asked any further questions or expressed any opinions on this agenda item. 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 Meeting resolved by a unanimous vote to approve the Statement of Financial Positions and profit and loss statement for the year ended 30 September 2023, with the following votes:

<b>Resolution</b>	<b>Number of votes (1 share = 1 vote)</b>	<b>Percentage of total votes cast by the shareholders attending the Meeting and casting their votes</b>
Approved	2,092,370,963	100.0000
Disapproved	0	0.0000
Total votes of the shareholders attending the Meeting and casting their votes	2,092,370,963	
Abstained	0	
Voided ballot(s)	0	



**Agenda 4: To consider and approve the dividend payment for the fiscal year ended 30 September 2023**

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

Mr. Somboon Wasinchutchawal informed the Meeting that in order to comply with 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 B.E. 2535 (1992) (including any amendments thereto) and Article 41 of the Company's Articles of Association stipulate that the Company is required to allocate a portion of the annual net profit as a reserved fund in an amount no less than 5 percent of the annual net profit less the accumulated loss brought forward (if any), until the reserve fund attains an amount of no less than 10 percent of the registered capital of the Company.

Presently, the Company has a registered capital of THB 3,710.84 million, and the Company has a legal reserve in an amount, as per the Separate Financial Statement, of THB 371.08 million. Therefore, the legal reserve amount of the Company has reached the amount required by law, so there is no need to allocate annual net profits as a legal reserve.

With respect to 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 financial position and investment, as well as factors and other considerations relevant to the Company's business operation, as the Board of Directors deems appropriate.

For the fiscal year ended 30 September 2023, the Company has a net profit under the consolidated financial statements of THB 1,860.57 million, and the Company has a net profit in regard to the shareholders' equity of the parent company of THB 1,851.56 million. The Board of Directors deemed it appropriate to propose that the Meeting approve the dividend payment from the net profit of the Company, at the rate of THB 0.40 per share, equivalent to a dividend payout ratio of 50.10 percent of net profit, which is an appropriate rate in the view of the Board of Directors and in accordance with the Company's dividend policy.

Therefore, the Company shall pay the dividend to the shareholders whose names appear in the book of shareholders' registration on the Record Date on Friday, 24 November 2023. The Company shall pay the dividend on Tuesday, 13 February 2024.

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

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

**Resolution:** The Meeting resolved by a unanimous vote to approve the dividend payment for the fiscal year ended 30 September 2023 at the rate of THB 0.40 per share, as well as the scheduling of Friday, 24 November 2023 as the date to determine the names of shareholders who are entitled to dividend payments (Record Date), and Tuesday, 13 February 2024 as the date of the dividend payment, with the following votes:

<b>Resolution</b>	<b>Number of votes (1 share= 1 vote)</b>	<b>Percentage of total votes cast by the shareholders attending the Meeting and casting their votes</b>
Approved	2,092,381,145	100.0000
Disapproved	0	0.0000
Total votes of the shareholders attending the Meeting and casting their votes	2,092,381,145	
Abstained	0	
Voided ballot(s)	0	

**Agenda 5: To consider and approve the appointment of the replacement of directors who retire by rotation for the year 2024**

The Chairman informed the Meeting that in accordance with the Public Limited Companies Act B.E. 2535 (1992) (including any amendments thereto) 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 the longest shall vacate office in sequence. Directors vacating office may be re-elected. In this Meeting, there are 3 directors retiring by rotation, namely:

1. Mr. Chatchaval Jiaravanon Independent Director, Member of Audit Committee, and Member of Compensation and Nomination Committee
2. Mrs. Busaya Mathelin Independent Director

3. Mr. Thanapol Sirithanachai Director, Member of the Executive Committee, and Chief Executive Officer  
To comply with the good corporate governance principles of the Company and to enable the shareholders to independently cast votes, the 3 directors who were to retire by rotation requested to leave the Meeting room during the consideration of this Agenda 5.

The Chairman then informed the Meeting that during the period from 1 July 2023 to 30 September 2023, 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 directors via the communication channel of the SET and the Company's website. After such invitation period, there were no shareholders proposed any persons to be elected as directors.

The Board of Directors, excluding the interested directors, considered and deemed it appropriate to propose to the Meeting the re-election of directors and independent directors retiring by rotation, to hold office for another term. These directors are knowledgeable, skilled, competent, and experienced in the business of the Company, which will be beneficial for setting directions and supervising the operations of the Company to achieve maximum efficiency. Furthermore, they are fully qualified under the Public Limited Companies Act B.E. 2535 (1992) (including any amendments thereto) and do not possess any prohibited characteristics of directors as prescribed by the Securities and Exchange Commission (the "**SEC**") or other relevant laws. The background and related information of the directors proposed for re-election appear in the Meeting's supporting documents, which were delivered to all shareholders together with the notice calling this Meeting and are available on the E-AGM screen.

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

There were no shareholders who asked any questions or expressed any opinions on this agenda item. 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 item shall be passed by a majority vote of the shareholders attending the Meeting and casting their votes.

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

**1) Mr. Chatchaval Jiaravanon**

The Meeting resolved by a majority vote of the shareholders attending the Meeting and casting their votes to elect Mr. Chatchaval Jiaravanon, with the following votes:

<b>Resolution</b>	<b>Number of votes (1 share= 1 vote)</b>	<b>Percentage of total votes cast by the shareholders attending the Meeting and casting their votes</b>
Approved	2,092,355,945	99.9988
Disapproved	25,200	0.0012
Total votes of the shareholders attending the Meeting and casting their votes	2,092,381,145	
Abstained	0	
Voided ballot(s)	0	

**2) Mrs. Busaya Mathelin**

The Meeting resolved by a majority vote of the shareholders attending the Meeting and casting their votes to elect Mrs. Busaya Mathelin, with the following votes:

<b>Resolution</b>	<b>Number of votes (1 share= 1 vote)</b>	<b>Percentage of total votes cast by the shareholders attending the Meeting and casting their votes</b>
Approved	2,092,375,445	99.9997
Disapproved	5,700	0.0003
Total votes of the shareholders attending the Meeting and casting their votes	2,092,381,145	
Abstained	0	
Voided ballot(s)	0	

**3) Mr. Thanapol Sirithanachai**

The Meeting resolved by a unanimous vote to approve to elect Mr. Thanapol Sirithanachai, with the following votes:

<b>Resolution</b>	<b>Number of votes (1 share= 1 vote)</b>	<b>Percentage of total votes cast by the shareholders attending the Meeting and casting their votes</b>
Approved	2,092,381,145	100.0000
Disapproved	0	0.0000
Total votes of the shareholders attending the Meeting and casting their votes	2,092,381,145	
Abstained	0	
Voided ballot(s)	0	

The Chairman invited the 3 directors to return to the Meeting room for consideration of the next agenda item.

**Agenda 6: To consider and approve the directors' remuneration for the year 2024**

The Chairman assigned Mr. Thanapol Sirithanachai, Director, Member of the Executive Committee, and Chief Executive Officer, to inform the Meeting of the details regarding this agenda item.

Mr. Thanapol Sirithanachai explained that in return for the performance of the directors, the Board of Directors has considered the directors' remuneration for the year 2024, taking into account the duties and responsibilities of the directors and the business expansion of the Company, and the remuneration policy of the Company that can be compared with other companies listed on the SET in the same industry and of the same size, therefore, it was deemed appropriate to propose that the Meeting consider maintaining the rate of fixed remuneration and directors' meeting allowance for the year 2024, including extra remuneration (if any), to be in the total amount of not exceeding THB 20,000,000, which is the same amount proposed for approval at the previous shareholders' meeting.

The directors' fixed remuneration and meeting allowance for the year 2024 comprise:

	<b>Chairman</b>		<b>Members</b>	
<b>Unit: THB/person</b>	<b>Meeting allowance (per meeting)</b>	<b>Remuneration (per month)</b>	<b>Meeting allowance (per meeting)</b>	<b>Remuneration (per month)</b>
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 and Sustainability 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 directors' remuneration.

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

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

**Resolution:** The Meeting resolved by a unanimous vote to approve the directors' remuneration for the year 2024, to be in the total amount of not exceeding THB 20,000,000. This remuneration includes 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 and Sustainability 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, whereby the Compensation and Nomination Committee will consider and allocate the special remuneration as appropriate depending on the Company's performance and the obligations and responsibilities of each director, while maintaining the rate of monthly remuneration and meeting allowance of the directors. 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	2,092,381,145	100.0000
Disapproved	0	0.0000
Abstained	0	
Total votes of the shareholders attending the Meeting	2,092,381,145	
Voided ballot(s)	0	

**Agenda 7: To consider and approve the appointment of the auditors and the determination of the audit fee for the year 2024**

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

Assoc. Prof. Tithiphan Chuerboonchai reported to the Meeting that, to comply with Section 120 of the Public Limited Companies Act B.E. 2535 (1992) (including any amendments thereto) 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 the audit fee of the Company each year, the Board of Directors deems it appropriate for the shareholders to consider and approve the appointment of 5 auditors from KPMG Phoomchai Audit Co., Ltd., as proposed to be the Company's auditor for the year 2024, with the list as follows:

Name	Certified Public Accountant (CPA) No.
1. Ms. Nittaya Chetchotiros	4439; or
2. Mr. Ekkasit Chuthamsatid	4195; or
3. Ms. Yuwanuch Thepsongvaj	5371; or
4. Ms. Wilaiwan Phonprasert	8420; or
5. Ms. Kanokorn Phooriphanyawanit	10512.

The proposed 5 auditors from KPMG Phoomchai Audit Co., Ltd., which is reputable, reliable, and meet acceptable standards. These auditors possess qualifications required by the SEC and have no relationship or conflict of interest with the Company, its subsidiaries, executives, major shareholders, or persons related to those persons. Therefore, they are independent in auditing and expressing their opinion on the financial statements of the Company and its subsidiaries. In addition, none of the said auditors has performed their duty as the Company's auditor for a duration exceeding the number of years stipulated by the SEC.

Concurrently, the Board of Directors deemed it appropriate to propose to the Meeting to consider and approve the audit fee in the amount of not exceeding THB 1,910,000, which represents an increase of 3.2 percent over the year 2023, excluding other expenses that are actually incurred, such as document fees, and travel expenses. The audit fee is exclusive of any other service fees other than those for auditing (non-audit fee). Details of the non-audit fee for year 2023 can be found in the Annual Registration Statement/Annual Report 2023 (Form 56-1 One Report), which was delivered to the shareholders along with the notice of this Meeting.

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

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

**Resolution:** The Meeting resolved by a unanimous vote to approve the appointment of Ms. Nittaya Chetchotiros, CPA No. 4439; or Mr. Ekkasit Chuthamsatid, CPA No. 4195; or Ms. Yuvanuch Thepsongvaj, CPA No. 5371; or Ms. Wilaiwan Phonprasert, CPA No. 8420; or Ms. Kanokorn Phooriphanyawanit, CPA No. 10512 of KPMG Phoomchai Audit Co., Ltd., as the auditor of the Company for the year 2024, with the audit fee not exceeding THB 1,910,000, 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	2,092,381,145	100.0000
Disapproved	0	0.0000
Total votes of the shareholders attending the Meeting and casting their votes	2,092,381,145	
Abstained	0	
Voided ballot(s)	0	

**Agenda 8: To consider and approve the extension of the period for the allocation of newly-issued ordinary shares under the General Mandate**

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

Mr. Somboon Wasinchutchawal informed the Meeting that the Company has planned for continuous business expansion to generate income and profit, thereby providing returns to the shareholders. Therefore, to support the Company's targeted business expansion and to increase the capability of sourcing funds from the capital market suitably and flexibly in the event of a need for funding, the Board of Directors deemed it appropriate to propose the consideration and approval of 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 shares at a par value of THB 1 per share, which are required to be completed by the date of the 2024 Annual General Meeting of Shareholders. The details of the allocation of newly-issued ordinary shares under the General Mandate are described in Enclosure 5, which was delivered to the shareholders along with the notice of this Meeting.

The approval of the extension of the period for the allocation of the newly-issued ordinary shares of the Company under a General Mandate is consistent with the regulations of the SET as follows:

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

In this regard, the details and conditions in relation to the allocation of the Company's newly-issued ordinary shares shall be in accordance with the resolutions approved by the 2022 Annual General Meeting of Shareholders, which was held on 12 January 2022 in all respects, except for the part that has been amended to comply with the Notification of the Capital Market Supervisory Board Re: Approval for Listed Companies to Offer Newly Issued Shares through Private Placement (as amended), and to authorize the Board of Directors of the Company with the authority to do the following:

- 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 No. TorJor. 28/2565 (2022) Re: Approval for Listed Companies to Offer Newly Issued Shares through Private Placement ("**Notification No. TorJor. 28/2565 (2022)**"). In addition, the determination of the offering price of the newly-issued shares to be offered in the private placement, must use the weighted-average price first (the weighted-average price is the weighted-average price of the shares traded 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 (provided that there is reasonable cause when considering the best interests of the Company)). In the event that it is not possible to calculate the weighted-average price or, when considering the liquidity of share trading, there is reasonable cause to believe that the weighted-average price is not suitable to be used as the market price, the Company shall use the following prices in the following order, (a) the price determined through a process of analysing and comparing with the buying and selling demands of the newly-issued shares of the Company at the desired price (Book Building), which is surveyed by a securities company pursuant to the Notification of the Office of the Securities and Exchange Commission Re: Guidelines for the Book Building and the Determination of Offering Price to Public and Individual (b) the fair price of the shares, as evaluated by the financial advisor listed in the accounts approved by the Securities and Exchange Commission (in cases where the prices in (a) cannot be used). This is in accordance with the criteria of Notification No. TorJor. 28/2565 (2022);
- 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

- 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.

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

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

**Resolution:** The Meeting resolved by votes of no less than three-quarters of the total number of votes of the shareholders attending the Meeting and entitled to vote to 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 shares at a par value of THB 1 per share, which is required to be completed by the date of the 2024 Annual General Meeting of Shareholders. The conditions for the allocation of such newly-issued ordinary shares shall be as approved by the 2022 Annual General Meeting of Shareholders held on 12 January 2022 in all respects, except for the part that has been amended to comply with the Notification of the Capital Market Supervisory Board Re: Approval for Listed Companies to Offer Newly Issued Shares through Private Placement (as amended), and the authorization related to the allocation of the newly-issued ordinary shares of the Company. 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 and entitled to vote
Approved	2,092,379,055	100.0000
Disapproved	500	0.0000
Abstained	0	0.0000
Total votes of the shareholders attending the Meeting and entitled to vote	2,092,379,555	
Voided ballot(s)	0	

**Agenda 9: Other matters (if any)**

The Chairman stated that this agenda item was arranged for shareholders to propose any other business in addition to the agenda items specified in the notice of this Meeting. In this regard, to propose any additional agenda, it is required that not less than one-third of the total number of issued shares.

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

The Chairman informed the Meeting that all agenda items indicated in the notice of this Meeting had been completely considered and asked the Meeting whether there was any person who wished to express any opinion or ask any question.

Mr. Winai Rungthiwasuwon, a shareholder, inquired about how the Company is preparing to accommodate the increasing trend of relocating production bases to Thailand. Regarding industrial real estate, he asked whether, apart from the projects currently under development in the Bangna-Trat Road, Km. 46 area, and the Bangplee 7 project, the Company has plans for additional projects. He also inquired about the total amount of rental space awaiting development and how many square meters are expected to be completed this year.

Mr. Peerapat Srisukon, acting Chief Executive Officer of Industrial Real Estate, informed the Meeting that in the current situation, the Company has observed an increasing trend of relocating production bases to Thailand. The Company itself has gained popularity among customers in various industries, especially in the electronics sector. Moreover, the Company has available land ready for development, both in the northern part of Bangkok, a crucial

electronics manufacturing base for Thailand, and in the surrounding areas of Bangkok, which are essential for managing logistics systems in the city (City Logistics). Additionally, in the Eastern Economic Corridor (EEC) development projects in the three eastern provinces, the Company owns more than 1,000 rai of land ready for development, which can be utilized for warehouse and factory buildings, totaling approximately 1,000,000 square meters.

There were no shareholders who asked any further questions or expressed any further opinions. The Chairman, therefore, thanked the shareholders for their attendance, then declared the Meeting adjourned at 15.31 hrs.

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

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

(TRANSLATION)

**Annual Registration Statement/2024 Annual Report (Form 56-1 One Report) in the Form of QR Code**

The Stock Exchange of Thailand (“**SET**”) 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/2024 Annual Report (Form 56-1 One Report) through QR Code below or as appeared on the notification of the meeting.



**QR Code Downloading Procedures for the Annual Registration Statement/2024 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.

### Information of persons nominated for Directorships Positions

#### 1. Profile of nominated persons

##### 1.1 Mr. Panote Sirivadhanabhakdi

Vice-Chairman of the Board, Chairman of the Executive Committee,  
Member of Compensation and Nomination Committee and Authorized Director  
(Date of Appointment as Director: 16 January 2017)



**Age 47 years**

#### **Education**

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

#### **Area of Knowledge/Expertise**

- Real Estate and Construction Business
- Engineering and architecture
- Management
- Marketing/Logistics
- Business Relations
- Strategic Planning
- Environmental management and sustainability
- Economics
- Technology/Digital Transformation

#### **Training/Seminar**

- Directors Certification Program (DCP 46/2004), Thai Institute of Directors (IOD)
- Directors Accreditation Program (DAP 10/2004), Thai Institute of Directors (IOD)
- Finance for Non-Finance Directors (FND 10/2004), Thai Institute of Directors (IOD)
- Cambridge-EoB sustainability programme (ESG Training)

#### **Work Experience and other directorship/management position**

Listed companies

- Jan 2023 - Present : Vice-Chairman of the Board of Director, Frasers Property (Thailand) Public Company Limited.
- 2014 - Present : Chairman of the Executive Committee, Director and Member of Compensation and Nomination Committee, Frasers Property (Thailand) Public Company Limited
- Present : Director and Group Chief Executive Officer, Frasers Property Limited
- Present : Director, Vice Chairman, Member of the Remuneration and Nomination Committee and Member of the Corporate Governance Committee, Univentures Public Company Limited
- Present : Director, Thai Beverage Public Company Limited

- 2014 - Jan 2024 : Member of Risk Management Committee, Frasers Property (Thailand) Public Company Limited.
- 2013 - 2016 : Chief Executive Officer, Univentures Public Company Limited
- 2011 - 2013 : Director, Oishi Group Public Company Limited
- 2007 - 2017 : Director and Executive Director, Siam Food Products Public Company Limited
- 2005 - 2017 : Director and Executive Director, Berli Jucker Public Company Limited

Non-listed companies and others

- Present : Director, TCC Group of Companies
- Present : Chairman of the Board of Directors, Golden Land Property Development Public Company Limited
- 1 Feb 2024 - Present : Director, TCC X Company Limited
- 17 Jan 2024 - Present : Director, T Fertilizer Corporation Company Limited  
FKA Norm (2019) Company Limited
- 8 May 2023 - Present : Director, Baanboun Vetchakij Company Limited
- 19 Dec 2022 - Present : Director, Thaibev Company Limited
- 20 Oct 2022 - Present : Director, TRA Land Development Company Limited
- 31 Aug 2022 - Present : Director, Sirivadhanabhakdi Company Limited
- 15 Aug 2022 - Present : Director, Must Be Company Limited
- 13 Dec 2021 - Present : Director, Frasers Property Corporate Services (Thailand) Company Limited
- 8 Nov 2021 - Present : Director, Siribhakditham
- 27 Sep 2021 - Present : Director, Quantum Innovation Company Limited
- 3 Dec 2019 - Present : Director, Norm Company Limited
- 19 Jan 2018 - Present : Director, Quantum Trading Company Limited FKA Buriram Development Company Limited
- 18 Jan 2018 - Present : Director, NY Property Development Company Limited
- 9 Jan 2018 - Present : Director, Frasers Assets Company Limited
- 15 Dec 2016 - Present : Director, Namjai Thaibev (Social Enterprise) Company Limited
- 28 Nov 2016 - Present : Director, Vadhanabhakdi Company Limited
- 26 May 2016 - Present : Director, Frasers Logistics & Industrial Asset Management Pte Ltd.,  
Manager of Frasers Logistics & Industrial Trust (REIT/Trust)
- 27 Jan 2016 - Present : Director, Kasemsubbhakdi Company Limited
- 14 Jan 2016 - Present : Director, Asian Capital Company Limited
- 9 Nov 2015 - Present : Director, Frasers Property Holdings (Thailand) Company Limited
- 26 Dec 2014 - Present : Director, Lakeview Golf and Yacht Club Company Limited
- 16 Oct 2014 - Present : Director, TCC Assets (Thailand) Company Limited



- 10 Jun 2014 - Present : Director, Frasers Hospitality Asset Management Pte Ltd., Manager of Frasers Hospitality Real Estate Investment Trust (REIT/Trust)
- 10 Jun 2014 - Present : Director, Frasers Hospitality Trust Management Pte Ltd., Manager of Frasers Hospitality Business Trust (REIT/Trust)
- 25 Nov 2013 - Present : Director, One Bangkok Company Limited
- 18 Jun 2013 - Present : Director, Kasemsubisiri Company Limited
- 17 Dec 2012 - Present : Director, SMJC Development Company Limited
- 7 Aug 2011 - Present : Director, T.C.C. Technology Company Limited
- 13 Dec 2011 - Present : Director, TCC Exhibition and Convention Center Company Limited
- 10 May 2011 - Present : Director, N.C.C. Exhibition Organizer Company Limited
- 10 May 2011 - Present : Director, N.C.C. Image Company Limited
- 10 May 2011 - Present : Director, F & B International Company Limited
- 5 Apr 2011 - Present : Director, N.C.C. Management and Development Company Limited
- 18 Apr 2010- Present : Director, Chiva-Som International Health Resort Company Limited
- 29 Dec 2009 - Present : Director, The Cha-Am Yacht Club Hotel Company Limited
- 8 Jun 2009 - Present : Director, International Beverage Holdings (China) Limited
- 7 Nov 2008 - Present : Director, International Beverage Holdings Limited
- 2 July 2007 - Present : Director, Adelfos Company Limited
- 27 Sep 2006 - Present : Director, Cristalla Company Limited
- 9 Aug 2006 - Present : Director, Plantheon Company Limited
- 16 Nov 2005 - Present : Director, InterBev (Singapore) Limited
- 2004 - Present : Director, Beerthip Brewery (1991) Company Limited
- 2002 - Present : Director, Kaenkwan Company Limited
- 2002 - Present : Vice Chairman, Theparunothai Company Limited
- 2002 - Present : Vice Chairman, Sura Bangyikhan Company Limited
- 2002 - Present : Vice Chairman, Athimart Company Limited
- 2002 - Present : Vice Chairman, S.S. Karnsura Company Limited
- 30 Oct 2001 - Present : Director, International Beverage Holdings (UK) Limited
- 30 Oct 2001 - Present : Director, Blairmhor Distillers Limited
- 30 Oct 2001 - Present : Director, Blairmhor Limited
- 2019 - 2023 : Director, Norm (2019) Company Limited
- 2018 - 2023 : Director, Terragro Fertilizer Company Limited
- 2017 - 2019 : Director, Siridamrongdham Company Limited
- 2017 - 2019 : Director, Bhakdivattana Company Limited
- 2017 - 2019 : Director, Sub Somboon Property Plus Company Limited

- 2017 – 2018 : Director, Fah Parthan Pandinthong Company Limited
- 2017 - 2018 : Director, One Bangkok Holdings Company Limited
- 2015 - 2023 : Director, Quantum Capital Development Company Limited
- 2015 - 2020 : Director, Frasers Property Commercial Asset Management (Thailand)  
Company Limited FKA Univentures REIT Management Company Limited
- 2015 - 2020 : Director, TCC Holdings (2519) Company Limited
- 2014 - 2018 : Director, Tonic International Company Limited
- 2013 - 2015 : Director, Thip Sukhothai Bio-Tech Company Limited
- 2013 - 2015 : Director, Thip Suphanburi Bio Energy Company Limited
- 2012 - 2017 : Director, TCC Phumipat Company Limited
- 2011 - 2018 : Director, TCC Trade and Convention Center Company Limited
- 2011 - 2015 : Director, Thip Nakhonsawan Bio Energy Company Limited
- 2011 - 2013 : Director, Wattanapat Trading Company Limited
- 2011 - 2012 : Director, Bang pa-In Paper Mill Industry Company Limited
- 2010 - 2012 : Director, Ack Realty Company Limited
- 2010 - 2012 : Director, TCCL 1 Company Limited
- 2010 - 2011 : Director, Thippatana Arcade Company Limited
- 2010 - 2011 : Director, T.C.C. Commercial Property Management Company Limited
- 2010 - 2019 : Director, North Park Real Estate Company Limited
- 2010 - 2019 : Director, North Park Golf and Sports Club Company Limited
- 2009 - 2019 : Director, Nongkhai Country Golf Club Company Limited
- 2009 - 2013 : Director, Prideeprapa Company Limited
- 2008 - 2015 : Director, Thip Sukhothai Bio Refinery Company Limited
- 2008 - 2015 : Director, Thip Kampangetch Bio Energy Company Limited
- 2008 - 2015 : Director, Thip Nakhonsawan Sugar Industry Company Limited
- 2008 - 2014 : Director, TCC Corporation Company Limited
- 2008 - 2014 : Director, TCC Land Retail Company Limited
- 2008 - 2013 : Director, TCC Real Estate Development Company Limited
- 2007 - 2017 : Director, Paksong Capital Development Company Limited
- 2007 - 2013 : Director, TCC Hotel Group Company Limited
- 2006 - 2016 : Director, Siriwana Company Limited
- 2006 - 2015 : Director, Thip Kampangetch Sugar Industry Company Limited
- 2006 - 2015 : Director, The Suphanburi Sugar Industry Company Limited
- 2005 - 2014 : Director, TCC Land Company Limited
- 2004 - 2013 : Director, Golden Wealth Company Limited

**Shareholding proportion in the Company :** None (as of 30 September 2024)

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

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

**Position in other entity doing business of a similar nature competing with the Company which may cause conflicts of interest :** At present, Mr. Panote Sirivadhanabhakdi holds a directorship at One Bangkok Company Limited which operates in real estate development of office buildings, hotels, condominiums and retail.

**Meeting attendance in fiscal year 2024**

- 1) Board of Directors Meeting 6/6 meetings
- 2) Executive Committee Meeting 12/12 meetings
- 3) Compensation and Nomination Committee Meeting 3/3 meetings
- 4) Risk Management Committee Meeting 1/1 meetings \*

**No. of years as Director :** 7 years (10 years including the term of office after this appointment)

**Remark:**

\* The Board of Directors' Meeting No. 2 FY2024 held on Monday 8 January 2024 approved the combined Corporate Governance and Sustainable Development Committee and Risk Management Committee and renamed as the Sustainability and Risk Management Committee

**Conflict of Interest in the :**

✓ Conflict of Interest    X unconflicted of Interest

Agenda Item		Conflict of Interest
Agenda Item 1	To consider and certify the Minutes of the 2024 Annual General Meeting of Shareholders, which was held on 15 January 2024	X
Agenda Item 2	To acknowledge the Company's performance report as of 30 September 2024	X
Agenda Item 3	To consider and approve the Statements of Financial Position and profits and loss statement for the year ended 30 September 2024	X
Agenda Item 4	To consider and approve the dividend payment for the fiscal year ended 30 September 2024	X
Agenda Item 5	To consider and approve the appointment of directors for the replacement of the directors who retired by rotation for the year 2025	✓
Agenda Item 6	To consider and approve directors' remuneration for the year 2025	✓
Agenda Item 7	To consider and approve the appointment of auditors and the determination of the audit fee for the year 2025	X
Agenda Item 8	To consider and approve the extension of the period for the allocation of newly-issued ordinary shares under the General Mandate	X

## 1.2 Mr. Chai Vinichbutr

Director and Authorized Director

(Date of Appointment as Director: 13 November 2012)

**Age 49 years**

### Education

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

### Area of Knowledge/Expertise

- Real Estate and Construction Business
- Management
- Marketing/Logistics
- Business Relations
- Strategic Planning

### Training/Seminar

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

### Work Experience and other directorship/management position

Listed companies.

- 10 Jan 2022 - Present : Vice Chief Executive Officer, Rojana Industrial Park Public Company Limited
- 2012 - Present : Director and authorized director, Frasers Property (Thailand) Public Company Limited
- 2007 - Present : Director, Rojana Industrial Park Public Company Limited

Non-listed companies and others

- Mar 2022 - Present : Authorized director Rojana Waste Management Holding Company Limited
- 2020 - Present : Director, Rojana Energy Company Limited
- 2017 - Present : Director and Authorized director, TRA Land Development Company Limited
- 2017 - Present : Director, Rojana Power Company Limited
- 2004 - Present : Managing Director, Rojana Property Company Limited

**Shareholding proportion in the Company :** None (as of 30 September 2024)

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

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

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

### Meeting attendance in fiscal year 2024

- 1) Board of Directors Meeting 6/6 meetings

**No. of years as Director :** 11 years (14 years including the term of office after this appointment)



**Conflict of Interest in the :**

✓ Conflict of Interest    X unconflicted of Interest

<b>Agenda Item</b>		<b>Conflict of Interest</b>
Agenda Item 1	To consider and certify the Minutes of the 2024 Annual General Meeting of Shareholders, which was held on 15 January 2024	X
Agenda Item 2	To acknowledge the Company's performance report as of 30 September 2024	X
Agenda Item 3	To consider and approve the Statements of Financial Position and profits and loss statement for the year ended 30 September 2024	X
Agenda Item 4	To consider and approve the dividend payment for the fiscal year ended 30 September 2024	X
Agenda Item 5	To consider and approve the appointment of directors for the replacement of the directors who retired by rotation for the year 2025	✓
Agenda Item 6	To consider and approve directors' remuneration for the year 2025	✓
Agenda Item 7	To consider and approve the appointment of auditors and the determination of the audit fee for the year 2025	X
Agenda Item 8	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. Lim Hua Tiong

Director and Member of Sustainability and Risk Management Committee

(Date of Appointment as Director: 8 January 2023)

**Age 49 years**

#### **Education**

- Management Acceleration Programme, INSEAD Business School, Europe
- Bachelor of Accounting from the University of Malaya, Malaysia

#### **Area of Knowledge/Expertise**

- Real Estate and Construction Business
- Management
- Finance and accounting
- Business Relations
- Strategic Planning
- Legal
- Economics

#### **Training/Seminar**

- Director Accreditation Program 216/2024, Thai Institute of Directors

#### **Work Experience and other directorship/management position**

Listed companies

- Jan 2024 - Present : Director, and Member of Sustainability and Risk Management Committee, Frasers Property (Thailand) Public Company Limited
- Aug 2024 - Present : Member of the Executive Committee, Frasers Property (Thailand) Public Company Limited
- Sep 2016 - Mar 2019 : CEO Vietnam, CFLD International
- Mar 2013 - Sep 2016 : SVP at CapitaLand; General Manager, South Vietnam CapitaLand Limited
- Aug 2004 - Feb 2012 : Vice President (Finance and Fund Management), CapitaLand Limited

Non-listed companies and others

- Aug 2024 - Present : Director, Shanghai Jing Ze Xin Real Estate Development Co., Ltd.
- May 2024 - Present : Director, Shanghai Sing Rui Yue Enterprise Development Co., Ltd.  
Director, Shanghai Xin Chun Real Estate Development Co. Ltd.  
Director, Shanghai Xin Rong Cheng Real Estate Development Co. Ltd.  
Director, Taicang Jin Ying Business Consultancy Co., Ltd.  
Director, Taicang Jin Zhen Business Consultancy Co., Ltd.  
Director, Taicang Xin Bai Tai Real Estate Consultancy Co., Ltd.  
Director, Taicang Xin Ding Business Consultancy Co., Ltd.  
Director, Taicang Zhu Yi Business Advisory Co., Ltd.  
Director, Taicang Xin Rong Sheng Real Estate Consultancy Co., Ltd.  
Director, Taicang Xin Zhen Business Consultancy Co., Ltd.



- Apr 2024 - Present : Director, Shanghai Sing Sheng Le Enterprise Development Co., Ltd  
Director, Shanghai Xin Fu Cheng Real Estate Development Co., Ltd.  
Director, Shanghai Xin Jing Hui Real Estate Development Co., Ltd.  
Director, Taicang Xin Bai Lan Business Consultancy Co., Ltd.  
Director, Taicang Xin Bai Shun Business Consultancy Co., Ltd.  
Director, Taicang Xin Jia Hui Business Consultancy Co., Ltd.  
Director, Taicang Xin Zhu Management Consultancy Service Co., Ltd.
- Mar 2024 - Present : Director, Chengdu Sino-Singapore South West Logistics Co., Ltd.  
Director, Frasers Property Management (Shanghai) Co. Ltd.  
Director, Shanghai Frasers Business Advisory Co., Ltd.  
Director, Shanghai Frasers Management Consultancy Co., Ltd.  
Director, Shanghai Shi Long Hao Enterprise Development Co., Ltd  
Director, Shanghai Sing Heng Le Enterprise Development Co., Ltd  
Director, Shanghai Tai Wen Tong Enterprise Development Co., Ltd  
Director, Suzhou He Mao Yue Enterprise Management Co., Ltd  
Director, Suzhou Shun Yi Sheng Enterprise Management Co., Ltd  
Director, Suzhou Sing Fu Le Enterprise Management Co., Ltd  
Director, Suzhou Sing Sheng Rong Enterprise Management Co., Ltd  
Director, Suzhou Sing Tai Yi Property Development Co., Ltd  
Director, Suzhou Yao Xin Long Enterprise Management Co., Ltd  
Director, Suzhou Yue Tai Yu Enterprise Management Co., Ltd  
Director, Shanghai Xin Ru Cheng Real Estate Development Co., Ltd.  
Director, Taicang Xin Mao Business Advisory Co., Ltd.  
Director, Taicang Xin Xin Rong Business Advisory Co., Ltd.
- Feb 2024 - Present : CEO, Emerging Markets, Asia, Frasers Property Limited  
Director, Singlong Property Development (Suzhou) Co., Ltd.  
Director, Jiangsu Frasers Investments Group Co., Ltd.  
Director, Suzhou Sing He Xiang Management Consultancy Co., Ltd.  
Director, Suzhou Sing Rui Xiang Management Consultancy Co., Ltd.
- Apr 2022 - Present : CEO, One Bangkok Company Limited
- May 2019 - Feb 2024 : CEO, Frasers Property Vietnam

**Shareholding proportion in the Company :** None (as at 30 September 2024)

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

**Position in other entity doing business of a similar nature competing with the Company which may cause conflicts of interest :** At present, Mr. Lim Hua Tiong holds a CEO position at One Bangkok Company Limited which operates in real estate development of office buildings, hotels, condominiums and retail.

**Meeting attendance in fiscal year 2024**

- 1) Board of Directors Meeting 5/5 meetings \*
- 2) Sustainability and Risk Management Committee 3/3 meetings \*\*
- 3) Executive Committee 2/2 meetings \*\*\*

**No. of years as Director :** 8 Month (3 years including the term of office after this appointment)

**Remark :**

\* The Board of Director's meeting No. 2 FY2024 held on Monday 8 January 2024, the Board has approved the appointment of Mr. Lim Hua Tiong as the new committee member, the substitute for Mr. Chali Soponpanich, who resigned

\*\* The Board of Directors' Meeting No. 2 FY2024 held on Monday 8 January 2024 approved the combined Corporate Governance and Sustainable Development Committee and Risk Management Committee and renamed as the Sustainability and Risk Management Committee

\*\*\* The Board of Directors' Meeting No. 6 FY2024 held on Monday 5 August 2024, the Board has approved the appointment of Mr. Lim Hua Tiong as the new Executive Committee member

**Conflict of Interest in the :**

✓ Conflict of Interest    X unconflicted of Interest

Agenda Item		Conflict of Interest
Agenda Item 1	To consider and certify the Minutes of the 2024 Annual General Meeting of Shareholders, which was held on 15 January 2024	X
Agenda Item 2	To acknowledge the Company's performance report as of 30 September 2024	X
Agenda Item 3	To consider and approve the Statements of Financial Position and profits and loss statement for the year ended 30 September 2024	X
Agenda Item 4	To consider and approve the dividend payment for the fiscal year ended 30 September 2024	X
Agenda Item 5	To consider and approve the appointment of directors for the replacement of the directors who retired by rotation for the year 2025	✓
Agenda Item 6	To consider and approve directors' remuneration for the year 2025	✓
Agenda Item 7	To consider and approve the appointment of auditors and the determination of the audit fee for the year 2025	X
Agenda Item 8	To consider and approve the extension of the period for the allocation of newly-issued ordinary shares under the General Mandate	X



**2. Shareholding of ordinary shares in Fraser's Property (Thailand) Public Company Limited as of 27 November 2024**

Nominated Persons	No. of Shareholding		Total Shares	% Of Issued Shares
	Hold by himself/ herself	Hold by Related Person (Including hold by spouse and minor children)		
1. Mr. Panote Sirivadhanabhakdi	None	None	None	None
2. Mr. Chai Vinichbutr	None	None	None	None
3. Mr. Lim Hua Tiong	None	None	None	None

### Profiles and Experience of Auditors for the year 2025

- 1. Ms. Nittaya Chetchotiros** **Certified Public Accountant No. 4439**

CPA Registration Date: 1<sup>st</sup> April 1994

Company: KPMG Phoomchai Audit Co., Ltd.

Position: Audit Partner

Education qualifications: Master's degree in Business Administrative, Chulalongkorn University

Experience: 38 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
  
- 2. Mr. Ekkasin Chuthamsatid** **Certified Public Accountant No. 4195**

CPA Registration Date: 5<sup>th</sup> January 1996

Company: KPMG Phoomchai Audit Co., Ltd.

Position: Audit Partner

Education qualifications: Master's degree in Business Administrative (Major accounting), Kasetsart University

Experience: 35 years

Year of Auditing the Company: 3 years

Position in other entities which may cause conflicts of interest: No
  
- 3. Ms. Yuvanuch Thepsongvaj** **Certified Public Accountant No. 5371**

CPA Registration Date: 1<sup>st</sup> October 1997

Company: KPMG Phoomchai Audit Co., Ltd.

Position: Audit Partner

Education qualifications: Master's degree in Business Administrative, Thammasat University, IFRS Diploma, ACCA

Experience: 28 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. Vilaiwan Pholprasert**

**Certified Public Accountant No. 8420**

CPA Registration Date: 1<sup>st</sup> October 2006  
Company: KPMG Phoomchai Audit Co., Ltd.  
Position: Audit Partner  
Education qualifications: Bachelor's Degree in accounting, Kasetsart University  
Experience: 22 years  
Year of Auditing the Company: None; she has never been the Company's auditor  
Position in other entities which may cause conflicts of interest: No

**5. Ms. Kanokorn Phooriphanawanit**

**Certified Public Accountant No. 10512**

CPA Registration Date: 1<sup>st</sup> October 2010  
Company: KPMG Phoomchai Audit Co., Ltd.  
Position: Audit Partner  
Education qualifications: Master's degree in Business Administration, Thammasat University  
Bachelor's Degree in Accounting, Thammasat University  
Experience: 20 years  
Year of Auditing the Company: None; she has never been the Company's auditor  
Position in other entities which may cause conflicts of interest: No

**6. Ms. Nadsasin Wattanapaisai**

**Certified Public Accountant No. 10767**

CPA Registration Date: 25<sup>th</sup> May 2011  
Company: KPMG Phoomchai Audit Co., Ltd.  
Position: Audit Partner  
Education qualifications: Master's degree in accounting, Chulalongkorn 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**  
**Fraser's Property (Thailand) Public Company Limited**  
**11 November 2024**

Fraser's 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 FY2025, held on 11 November 2024, in respect of the allocation of shares as follows:

**1. Capital increase:**

Meeting of the Board of Directors of the Company No. 1 FY2025, held on 11 November 2024, 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 2025 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 <sup>1</sup>	Note
(1) Rights Offering	Ordinary	Not exceeding 695,783,225	30	-
	Preferred	-	-	-
(2) Public Offering	Ordinary	Not exceeding 463,855,483	20	-
	Preferred	-	-	-
(3) Private Placement	Ordinary	Not exceeding 231,927,741	10	-
	Preferred	-	-	-

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

### Remark:

Meeting of the Board of Directors of the Company No. 1 FY2025, held on 11 November 2024, 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 2025 Annual General Meeting of Shareholders, be proposed to the 2025 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 No. TorJor. 28/2565 (2022) Re: Approval for Listed Companies to Offer Newly Issued Shares through Private Placement ("**Notification No. TorJor. 28/2565 (2022)**"). In addition, the determination of the offering price of the newly-issued shares to be offered in the private placement, must use the weighted-average price first (the weighted-average price is the weighted-average price of the shares traded 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 (provided that there is reasonable cause when considering the best interests of the Company)). In the event that it is not possible to calculate the weighted-average price or, when considering the liquidity of share trading, there is reasonable cause to believe that the weighted-average price is not suitable to be used as the market price, the Company shall use

the following prices in the following order, (a) the price determined through a process of analysing and comparing with the buying and selling demands of the newly-issued shares of the Company at the desired price (Book Building), which is surveyed by a securities company pursuant to the Notification of the Office of the Securities and Exchange Commission Re: Guidelines for the Book Building and the Determination of Offering Price to Public and Individual (b) the fair price of the shares, as evaluated by the financial advisor listed in the accounts approved by the Securities and Exchange Commission (in cases where the prices in (a) cannot be used). This is in accordance with the criteria of Notification No. TorJor. 28/2565 (2022).

- 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 2025 Annual General Meeting of Shareholders is scheduled to be held on 13 January 2025 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.
- ☒ The eligible shareholders for the shareholders' meeting shall be recorded on 27 November 2024.

### **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 FY2025	11 November 2024
2.	The Record Date for the purpose of determining the eligible shareholders to attend the 2025 Annual General Meeting of Shareholders	27 November 2024
3.	The 2025 Annual General Meeting of Shareholders	13 January 2025
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 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 hold an annual general meeting within four months after the end of each fiscal year.
- 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 Board of Directors shall hold a shareholder's meeting within forty-five days after receipt of such written request from the shareholder(s).
- 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. 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. 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.
- 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.
- Article 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 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. The Company may advertise the notice via electronic means in accordance with the criteria prescribed by law instead.



A meeting of shareholders may be held at the Company's head office or in any other province throughout the Kingdom as may be determined by the Board of Directors.

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.

**Article 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.

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. 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.

**Article 31**      At a shareholders' meeting, the quorum of the meeting shall consist of shareholders or proxies (if any) 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, if the meeting was requested by the shareholders such meeting shall be cancelled. If such meeting was not requested by 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 secret voting shall be determined by the chairman of the meeting.

A resolution of a general meeting of shareholders shall be adopted by the following votes:

- (1) The resolutions general, a resolution shall be passed by a majority vote of shareholders present at the meeting and casting their votes. In the event of a tied vote, the chairman of the meeting shall have an additional casting vote.
- (2) In the following circumstances, a resolution shall be passed by a vote of not less than three-quarters of the total votes of the shareholders present at the meeting and entitled to vote:
  - (a) To sell or transfer the whole or important parts of the business of the Company to other persons;
  - (b) To acquire or accept the transfer of a business of other companies or private companies by the Company;
  - (c) To make, amend, or terminate agreements concerning the lease of all or an important part of the business of the Company, to assign another person to manage the business of the Company, or to merge the business with other persons or juristic 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 (if any).

**Guidelines for attending the 2025 Annual General Meeting of Shareholders  
through Electronic media (E-AGM) and appointment of proxy**

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Following the transparent and fair treatment for the benefits of all shareholders, Frasers Property (Thailand) Public Company Limited (the “**Company**”) requires inspection of documents and other evidence showing the identity of the shareholders or its representative entitled to attend the shareholders' meeting. The details are as follows:

**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 11 December 2024 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>



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

**Remark:** Please study the details of the guidelines for attending the meeting and appointment of proxy from the Notice of the 2025 Annual General Meeting of shareholders (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, 27 November 2024 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, 12 January 2025, please contact Quidlab Co., Ltd., the Company's E-AGM's service provider via email: [info@quidlab.com](mailto:info@quidlab.com) or phone number: 0 2013 4322 and 080 008 7616.

## **2. Access to E-AGM system**

- 1) On the meeting date, you will be allowed to enter the system from 13.00 hrs. and the 2025 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 11 December 2024 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 suggestions or questions to the Company before the meeting date by Sunday, 12 January 2025 by specifying name, surname and shareholder registration number via the following channels:  
**By e-mail** : [TH.FPT.CS@frasersproperty.com](mailto:TH.FPT.CS@frasersproperty.com); or  
**By postal mail** : Department of Company Secretary  
Fraser's Property (Thailand) Public Company Limited at 20<sup>th</sup> Floor, Mitrtown Office Tower, No. 944, Rama 4 Road, Wangmai Subdistrict, Pathumwan District, Bangkok 10330
- 2) During the meeting, the shareholder can also send suggestions 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 follows:

- 1) A General Shareholder shall select only one of either Form A or Form B. The company recommends selecting Form B. and specifying the voting in each agenda item.
- 2) A Shareholder who is a foreign investor and appoint his/its Custodian in Thailand as the Custodian shall select Form C.
- 3) A Shareholder who authorizes the proxy shall authorize only one proxy to attend and vote on the shareholder's behalf. The number of shares of one shareholder cannot be divided to more than one proxy for casting the votes.
- 4) A shareholder is allowed to authorize any person as they wish or authorize an independent director of the Company (Please see Profile of Independent Director for Proxy, Enclosure 8). In case that a shareholder authorizes an independent director of the Company, a shareholder is recommended to select Form B, specify the voting in each agenda and deliver the proxy with customary documentary via the system or to e-mail TH.FPT.CS@frasersproperty.com or Frasers Property (Thailand) Public Company Limited, Company Secretary Office, 20<sup>th</sup> Floor, Mitrtown Office Tower, 944 Rama 4 Road, Wangmai Sub-District, Pathumwan District, Bangkok 10330. For the purpose of the document inspection, please be informed that the documents should be delivered to the Company by Sunday, 12 January 2025.
- 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 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, 13 January 2025, 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.



## **Profiles of Independent Directors for appointment of Proxy and Definition of Independent Directors**

### **1. Mr. Chainoi Puankosoom**

Chairman of the Board, Independent Director, Member of Audit Committee, Chairman of Compensation and Nomination Committee and Chairman of Sustainability and Risk Management Committee

(Date of Appointment as Director: 16 January 2017)



**Age 74 years**

**Address :** Frasers Property (Thailand) Public Company Limited 20<sup>th</sup> Floor, Mitrtown Office Tower, No. 944 Rama 4 Road, Wang Mai Sub-district, Pathum Wan District, Bangkok 10330

#### **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**

- Chairing a Virtual Board Meeting (1/2021), Thai Institute of Directors Association (IOD)
- 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 and other directorship/management position**

Listed companies

- Jan 2024 - Present : Chairman of Sustainability and Risk Management Committee, Frasers Property (Thailand) Public Company Limited
- 2017 - Present : Chairman of the Board, Independent Director, Member of Audit Committee and Chairman of Compensation and Nomination Committee, Frasers Property (Thailand) Public Company Limited
- 2016 - Present : Independent Director, Chairman of Audit Committee, Member of the Nomination and Remuneration Committee, Prima Marine Public Company Limited
- 2015 - Present : Chairman Directors and Independent Director, Tipco Asphalt Public Company Limited
- 2017 - Jan 2024 : Chairman of Corporate Governance and Sustainable Development Committee, Frasers Property (Thailand) Public Company Limited
- 2017 - 2019 : Independent Director, Member of Audit Committee and Member of the Human Resource and Remuneration Committee, Demeter Corporation Public Company Limited
- 2013 - 2014 : Chairman of the Board of Directors, IRPC Public Company Limited



- 2012 - 2019 : Independent Director, Chairman of the Audit Committee, Chairman of the Corporate Governance Committee, and Member of the Compensation and Nomination Committee, Golden Land Property Development Public Company Limited
- 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
- 1984 - 2004 : Deputy Managing Director, Thai Oil Public Company Limited
- 1974 - 1984 : Country Financial Manager, Chase Manhattan Bank, Bangkok Branch

Non-listed companies and others

- 2021 - Present : Director, The Education & Public Welfare Foundation (Nonprofit Organization)
- 2017 - Present : Chairman of the Board of Directors, TRA Land Development Company Limited
- 2010 - Present : Director, Executive Committee and Risk Management Committee, National Power Supply Public Company Limited
- 2017 - Apr 2022 : Independent Director and Chairman of the Audit Committee, Sapthip 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
- 2010 - 2016 : Director, Committee on State Enterprises Evaluation, Ministry of Finance
- 2010 - 2012 : Chairman of Executive Committee, The Industrial Environment Institute of The Federation of Thai Industries
- 2009 - 2018 : Director, Petroleum Institute of Thailand
- 2004 - 2007 : Co-CEO, Alliance Refining Public Company Limited

**Shareholding proportion in the Company :** None (as of 30 September 2024)

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

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

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

**No. of years as Director :** 7 years

**Meeting attendance in fiscal year 2024**

- 1) Board of Directors Meeting 6/6 meetings (100%)
- 2) Audit Committee Meeting 4/4 meetings (100%)
- 3) Compensation and Nomination Committee Meeting 3/3 meetings (100%)
- 4) Corporate Governance and Sustainable Development Committee Meeting 1/1 meetings \* (100%)
- 5) Sustainability and Risk Management Committee Meeting 3/3 meetings (100%)

**Direct or indirect interest in any business affairs in which the Company or associated companies is a party :** None

**Conflict of interest in agenda item proposed in the 2025 Annual General Meeting of Shareholders :** Agenda 6

To consider and approve the directors' remuneration for the year 2025

**Remark:**

\* The Board of Directors' Meeting No. 2 FY2024 held on Monday 8 January 2024 approved the combined Corporate Governance and Sustainable Development Committee and Risk Management Committee and renamed as the Sustainability and Risk Management Committee

**2. Assoc. Prof. Tithiphan Chuerboonchai**

Independent Director, Chairman of Audit Committee and Member of  
Sustainability and Risk Management Committee

(Date of Appointment as Director: 24 April 2017)

**Age 72 years**

**Address :** Frasers Property (Thailand) Public Company Limited 20<sup>th</sup> Floor, Mitrtown  
Office Tower, No. 944 Rama 4 Road, Wang Mai Sub-district, Pathum Wan District,  
Bangkok 10330

**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**

- Director Leadership Certification Program (DLCP 14/2024), Thai Institute of Directors (IOD)
- Refreshment Training Program (RFP 14/2024), Thai Institute of Directors (IOD)
- Ethical Leadership Program (ELP 34/2024), Thai Institute of Directors (IOD)
- ESG in the Boardroom: A Practical Guide for Board (ESG 2/2024), Thai Institute of Directors (IOD)
- Subsidiary Governance Program (SGP 9/2024), Thai Institute of Directors (IOD)
- The Role of Chairman Program (RCP 54/2023), Thai Institute of Directors (IOD)
- Refreshment Training Program (RFP 7/2022), Thai Institute of Directors (IOD)
- Risk and Opportunity Management (2021), Thai Institute of Directors (IOD)
- Finance for Non-Finance Director FN (2021), Thai Institute of Directors (IOD)
- Audit Committee Program ACP (2019), Thai Institute of Directors (IOD)
- Advanced Audit Committee Program (AACP 32/2019), Thai Institute of Directors (IOD)
- Risk Management Program for Corporate Leaders (RCL 17/2019), Thai Institute of Directors (IOD)
- Financial Statement for Directors (FSD 40/2019), Thai Institute of Directors (IOD)
- Financial Institutions Governance Program (FGP 3/2011), Thai Institute of Directors (IOD)
- Director Accreditation Program (DAP 2000), Thai Institute of Directors (IOD)
- Directors Certification Program (DCP 2000), Thai Institute of Directors (IOD)
- IOD Chairman Forum 1/2023 - Leadership Amidst Volatility and Distrust
- 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
- IOD Refreshment Training Program "Financial Reporting Cases : A Monitoring Guide for Board
- ChatGPT for Management (2023)



**Work Experience and other directorship/management position**

Listed companies

- Jan 2024 - Present : Member of Sustainability and Risk Management Committee, Frasers Property (Thailand) Public Company Limited
- 2022 - Present : Independent Director, Chairman of the Board of Director, Indara Insurance Public Company Limited
- 2018 - Present : Independent Director, Member of the Corporate Governance Committee and Member of the Risk Management Committee, Asset World Corp Public Company Limited
- 2017 - Present : Independent Director and Chairman of Audit Committee, Frasers Property (Thailand) Public Company Limited
- 2017 - Present : Independent Director, Member of Audit Committee, Chairman of the Corporate Governance Committee, Univentures Public Company Limited
- 2017 - Jan 2024 : 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
- 2010 - 2013 : Independent Director and Member of Audit Committee, Siam City Bank Public Company Limited

Non-listed companies and others

- 2024 - Present : Independent Director, Member of Risk Management Committee, Big C Retail Corporation Public Company Limited
- 2016 - Present : Independent Director, Member of Audit Committee, and Chairman Member of Nomination and Compensation Committee, United Overseas Bank (Thai) Public Company Limited
- 2001 - 2009 : Dean of the Faculty of Law, Chulalongkorn University
- 2000 - 2001 : Assistant to the President, Chulalongkorn University
- 1995 - 2018 : Director, Law and Development Research Center, Faculty of Law, Chulalongkorn University
- 1978 - 2013 : Lecturer of the Faculty of Law, Chulalongkorn University

**Shareholding proportion in the Company : None** (as of 30 September 2024)

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

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

**Position in other entity doing business of a similar nature competing with the Company which may cause conflicts of interest :** At present, Assoc. Prof. Tithiphan Chuerboonchai holds a directorship at Asset World Corp Public Company Limited which operates in real estate development and management of hospitality (hotel and service), shopping center, office building and wholesale business center.

**No. of years as Director :** 7 years

**Meeting attendance in fiscal year 2023**

- 1) Board of Directors Meeting 6/6 meetings (100%)
- 2) Audit Committee Meeting 4/4 meetings (100%)
- 3) Risk Management Committee Meeting 1/1 meetings \* (100%)
- 4) Corporate Governance and Sustainable Development Committee Meeting 1/1 meetings \* (100%)
- 5) Sustainability and Risk Management Committee 3/3 meetings (100%)

**Direct or indirect interest in any business affairs in which the Company or associated companies is a party :** None

**Conflict of interest in agenda item proposed in the 2025 Annual General Meeting of Shareholders :** Agenda 6  
To consider and approve the directors' remuneration for the year 2025

**Remark:**

\* The Board of Directors' Meeting No. 2 FY2024 held on Monday 8 January 2024 approved the combined Corporate Governance and Sustainable Development Committee and Risk Management Committee and renamed as the Sustainability and Risk Management Committee

### 3. 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 62 years**

**Address :** Frasers Property (Thailand) Public Company Limited 20<sup>th</sup> Floor, Mitrtown Office Tower, No. 944 Rama 4 Road, Wang Mai Sub-district, Pathum Wan District, Bangkok 10330

#### **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 and other directorship/management position**

Listed companies

- 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
- Present : Director, Member of Executive Committee and Chairman of Risk Management Committee, WP Energy Public Company Limited
- Present : Independent Director and Member of the Nomination and Compensation Committee, SVI Public Company Limited
- Present : Director, Chairman of the Board of Directors, and Member of Compensation and Nomination Committee, Finansia Syrus Securities Public Company Limited
- Present : Director, Chairman of the Board of Directors, Member of Compensation and Nomination Committee, Finansia X Public Company Limited
- Present : Director, AEON Thana Sinsap (Thailand) Public Company Limited
- Present : Director, Chairman of the Board of Directors, Beryl 8 Plus Public Company Limited
- Present : Director, Chairman of the Board of Directors, IFCG Public Company Limited

Non-listed companies and others

- Present : Chairman of the Board of Directors, Thai Kodama Company Limited
- Present : Director, ECHO Autoparts (Thailand) Company Limited



- Present : Director and Chairman of the Board of Directors, Charoen Energy And Water Asia Company Limited

**Shareholding proportion in the Company :** None (as of 30 September 2024)

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

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

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

**No. of years as Director :** 23 years

**Meeting attendance in fiscal year 2023**

- 1) Board of Directors Meeting 6/6 meetings (100%)
- 2) Audit Committee Meeting 4/4 meetings (100%)
- 3) Compensation and Nomination Committee Meeting 3/3 meetings (100%)

**Direct or indirect interest in any business affairs in which the Company or associated companies is a party :** None

**Conflict of interest in agenda item proposed in the 2025 Annual General Meeting of Shareholders :** Agenda 6  
To consider and approve the directors' remuneration for the year 2025

**The definition and qualifications of Independent Directors of Fraser's Property (Thailand) Public Company Limited (pursuant to the Notification of the Capital Market Supervisory Board No. TorChor. 39/2559).**

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/2024 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/2024 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/2024 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 Secretary of Frasers Property (Thailand) Public Company Limited at 20<sup>th</sup> Floor, Mitrtown Office Tower, No. 944 Rama 4 Road, Wang Mai Sub-District, Pathum Wan District, Bangkok 10330 or by Email TH.FPT.CS@frasersproperty.com. The Company will then deliver the hard copy of 2023 Annual Report to you.

-----

To        Company Secretary

I, \_\_\_\_\_, would like to receive a physical copy of Annual Registration Statement/2024 Annual Report (Form 56-1 One Report).

Address:

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

เอกสารแนบ  
20 บาท

### 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 rights equivalent to \_\_\_\_\_ vote(s)  
Preferred share \_\_\_\_\_ share(s), having voting rights equivalent to \_\_\_\_\_ vote(s)

(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. Chainoi Puankosoom	Age 74 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 Assoc. Prof. Tithiphan Chuerboonchai	Age 72 Years,	Residing at No. 944	
		Road Rama 4	Sub-district Wang Mai	District Pathum Wan	
		Province Bangkok	Postal Code 10330		
<input type="checkbox"/>	5.	Name Mr. Chatchaval Jiaravanon	Age 62 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 2025 Annual General Meeting of Shareholders to be held on Monday, 13 January 2025 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
( _____ )	

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20 บาท

**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 **Fraser's 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 rights equivalent to \_\_\_\_\_ vote(s)  
Preferred share \_\_\_\_\_ share(s), having voting rights equivalent to \_\_\_\_\_ vote(s)

(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. Chainoi Puankosoom	Age 74 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 Assoc. Prof. Tithiphan Chuerboonchai	Age 72 Years,	Residing at No. 944	
		Road Rama 4	Sub-district Wang Mai	District Pathum Wan	
		Province Bangkok	Postal Code 10330		
<input type="checkbox"/>	5.	Name Mr. Chatchaval Jiaravanon	Age 62 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 2025 Annual General Meeting of Shareholders to be held on Monday, 13 January 2025 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 2024 Annual General Meeting of Shareholders, which was held on 15 January 2024**

- ☐ 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 2024**

- ☐ 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 Statements of Financial Position and profits and loss statement for the year ended 30 September 2024**

- ☐ 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 2024**

- ☐ 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 2025**

- ☐ 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 all directors.**

- ☐ Approve ☐ Disapprove ☐ Abstain

**Appointment of each director.**

1. Name of director: Mr. Panote Sirivadhanabhakdi  
☐ Approve ☐ Disapprove ☐ Abstain
2. Name of director: Mr. Chai Vinichbutr  
☐ Approve ☐ Disapprove ☐ Abstain
3. Name of director: Mr. Lim Hua Tiong  
☐ Approve ☐ Disapprove ☐ Abstain

**Agenda 6 To consider and approve directors' remuneration for the year 2025**

- ☐ 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 2025**

- ☐ 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 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 9      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
( ..... )	

**Remark:**

1. A shareholder can grant a proxy to only one person to attend and vote at the shareholders' meeting. The number of shares of one shareholder cannot be divided to more than one proxy for casting the votes.
2. In respect of the agenda as to the appointment and election of the directors, either the whole set of the directors or only certain member may be voted for.
3. In the event that there is any further agenda apart from specified above brought into consideration in the Meeting, the proxy may use the Annex to the Form of Proxy (Form B).

**Annex to the Proxy Form B.**

Grant of proxy as a shareholder of **Fraser's Property (Thailand) Public Company Limited** at the 2025 Annual General Meeting of Shareholders to be held on Monday, 13 January 2025 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 **Fraser's 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 rights equivalent to \_\_\_\_\_ vote(s)  
Preferred share \_\_\_\_\_ share(s), having voting rights equivalent to \_\_\_\_\_ vote(s)

(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. Chainoi Puankosoom	Age 74 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 Assoc. Prof. Tithiphan Chuerboonchai	Age 72 Years,	Residing at No. 944	
		Road Rama 4	Sub-district Wang Mai	District Pathum Wan	
		Province Bangkok	Postal Code 10330		
<input type="checkbox"/>	5.	Name Mr. Chatchaval Jiaravanon	Age 62 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 2025 Annual General Meeting of Shareholders to be held on Monday, 13 January 2025 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 equivalent to _____	vote(s)
<input type="checkbox"/>	Preferred share _____	share(s), _____	and having voting rights equivalent to _____	vote(s)
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 2024 Annual General Meeting of Shareholders, which was held on 15 January 2024**

- ☐ 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 2024**

- ☐ 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 Statements of Financial Position and profits and loss statement for the year ended 30 September 2024**

- ☐ 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 2024**

- ☐ 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 2025**

- ☐ 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 all directors.**

- ☐ Approve ☐ Disapprove ☐ Abstain

**Appointment of each director.**

1. Name of director: Mr. Panote Sirivadhanabhakdi  
☐ Approve ☐ Disapprove ☐ Abstain
2. Name of director: Mr. Chai Vinichbutr  
☐ Approve ☐ Disapprove ☐ Abstain
3. Name of director: Mr. Lim Hua Tiong  
☐ Approve ☐ Disapprove ☐ Abstain



**Agenda 6 To consider and approve directors' remuneration for the year 2025**

- ☐ 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 2025**

- ☐ 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 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 9 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
	( ..... )	

**Remark:**

1. Only foreign shareholders as registered in the registration book who have custodian in Thailand can use the Proxy Form C.
2. Supporting documents to be enclosed with the proxy form are as follows: (1) Power of Attorney from shareholder authorizing a custodian to sign the proxy form on behalf of the shareholder, and (2) Letter of certification to certify that the signatory in the proxy form has an authority to act as a custodian
3. A shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and shall not allocate the number of shares to several proxies to vote separately.
4. In the agenda of appointment of directors, shareholder is able to elect the whole board of directors or only certain directors.
5. If any additional item on the agenda is to be considered, the proxy may vote on such item in Supplemental Proxy Form C. as attached.

**Annex to the Proxy Form C**

Grant of proxy as a shareholder of **Fraser's Property (Thailand) Public Company Limited** at the 2025 Annual General Meeting of Shareholders to be held on Monday, 13 January 2025 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