



(Translation)

**Minutes of the 2024 Annual General Meeting of Shareholders No. 29/2024
Conducted via Electronic Means (E-meeting) of
Sansiri Public Company Limited**

The 2024 Annual General Meeting of Shareholders (the “Meeting”) was convened on 30 April 2024, at 14.00 hrs., via electronic means only, by live broadcasting from Siri Campus, no. 59 Soi Rim Khlong Phra Khanong, Phra Khanong Nuea Sub-district, Vadhana District, Bangkok.

Prior to commencement of the Meeting

The Company's officer (the spokesperson) introduced the Board of Directors, the Executives, the Company Secretary and the Company's auditor to the Meeting as follows:

Directors attending the Meeting in person:

- | | |
|------------------------------|--|
| 1. Mr. Apichart Chutrakul | Chairman of the Board of Directors and
Chairman of the Investment Committee
Member of the Corporate Governance and Sustainability Committee |
| 2. Mr. Wanchak Buranasiri | Director
Chairman of the Executive Committee
Member of the Risk Management Committee
Member of the Investment Committee |
| 3. Mr. Uthai Uthaisangsuk | President
Director
Member of the Risk Management Committee
Member of the Corporate Governance and Sustainability Committee
Member of the Investment Committee
Member of Executive Committee |
| 4. Mr. Poomipak Julmanichoti | Director
Member of the Risk Management Committee
Member of the Executive Committee |
| 5. Mr. Jesadavat Priebjrivat | Independent Director
Vice-Chairman of the Board of Directors
Chairman of the Audit Committee
Chairman of the Nomination and Compensation Committee
Chairman of the Risk Management Committee |
| 6. Mr. Kittichai Raktakanit | Independent Director
Chairman of the Corporate Governance and Sustainability Committee
Member of the Audit Committee
Member of the Nomination and Compensation Committee
Member of the Risk Management Committee |
| 7. Mr. Weeranant Chuensuwan | Independent Director
Member of the Audit Committee
Member of the Corporate Governance and Sustainability Committee |



- | | |
|----------------------------------|--|
| 8. Mr. Pongsatorn Suksangium | Independent Director
Member of the Audit Committee
Member of the Risk Management Committee |
| 9. Mr. Porntat Amatavivadhana | Independent Director
Member of the Nomination and Compensation Committee
Member of the Corporate Governance and Sustainability Committee |
| 10. Mr. Thongchai Jira-alongkorn | Director |
| 11. Mr. Vichaya Chatikavanij | Director
Member of the Nomination and Compensation Committee |
| 12. Mr. Supakorn Vejajiva | Director
Member of the Investment Committee |

All 12 directors attended the Meeting accounted for 100 percent.

Certain independent directors were proxies of minor shareholders to attend the Meeting. Such independent directors were considered to have no conflicts of interest as well as no major conflicts of interest in all agenda, except the agenda item 6: “To consider and approve the remuneration for the year 2024 to the Board of Directors and the Sub-Committees”, which was considered the major conflicts of interest.

Chief Financial Officer (CFO) present at the Meeting

Mr. Wichan Wiriyaphusit	Chief Financial Officer (CFO)
-------------------------	-------------------------------

Auditor present at the Meeting

Miss Pimjai Manitkajohnkit	CPA No. 4521, an auditor of EY Office Limited
----------------------------	---

External lawyer present at the Meeting to inspect voting procedures

Miss Onjira Yomsin	Tarach Counselor Company Limited
--------------------	----------------------------------

Rights protection volunteer from Thai Investors Association present at the Meeting

Miss Umachasaya Charoenchai

Secretary of the Meeting / recorder of the Meeting

- | | |
|-----------------------------|---|
| 1. Mr. Nopporn Boonthanom | Company Secretary and Secretary to the Board of Directors |
| 2. Ms. Chinda Eiamsariyarak | Assistant Secretary to the Board of Directors |

Before the Meeting started, the Company clarified the procedures for voting, counting votes, asking questions, expressing opinions, and conducting the meeting as well as opened a video which demonstrated the method of system usage for voting and method in submitting shareholder's questions via message and video conference as follows:

This Shareholders' Meeting is being conducted electronically in accordance with the Emergency Decree on Electronic Meetings B.E. 2563 (2020), the Notification of the Ministry of Digital Economy and Society Re: Standards for the Security of Electronic Meetings B.E. 2563 (2020), and all other applicable laws.



Quidlab Co., Ltd. provides the electronic meeting control system under the name "Quidlab FoQus". The system has been certified under the Information Security Management Standard for Meeting Control Systems Version 1.1, which covers the security of electronic meetings, including general and confidential meetings, voting, and vote collection and counting.

The Company will record the audio and video of the meeting in accordance with the terms and conditions set forth in the standards of the Electronic Transactions Development Agency, as well as all relevant announcements, rules, regulations, and laws regarding electronic meetings. Please be advised that the Company will collect, use, and disclose personal data, including still images, voices, and motion images of meeting participants (if any), for the purpose of recording and disseminating them through the Company's website, including the preparation of meeting minutes. Shareholders may review the details of the Company's personal data protection practices for shareholder meetings in the shareholder meeting invitation, which is included in Enclosure 16, which has been sent to shareholders in advance. Shareholders who do not wish to have their audio and video recorded should contact the Company Secretary at:

- Email: CompanySecretary@sansiri.com
- Phone: 02-027-7888 ext. 1076

Please note the following rules and procedures for voting, counting votes, asking questions, expressing opinions, and conducting the meeting:

1. Meeting Agenda: The meeting will consider matters in the order of the agenda set forth in the notice of meeting. Participants may watch the live broadcast of the meeting, including the results of voting on each agenda item.

2. Voting: Each shareholder has a number of votes equal to the number of shares he or she holds. One share equals one vote. In the case of a shareholder who has a direct interest in a matter, he or she will not be entitled to vote on that agenda item.

3. Questions and Comments: In each agenda item, the Company will present information and give shareholders the opportunity to ask questions and express opinions on the relevant issues before voting. The Company will give each shareholder approximately one minute to speak. Shareholders can submit questions by typing them into the chat window. The Company reserves the right to answer only questions that are relevant to the agenda item being voted on.

4. Electronic Voting: Electronic voting is binding in law in the same way as traditional voting.

5. Casting Votes: Shareholders can choose to vote on each agenda item by voting "Yes," "No," or "Abstain." The Company will give each shareholder approximately one minute to vote. Shareholders must vote on each agenda item before voting on that agenda item is closed.

6. Non-Voting: If a shareholder or proxy does not take any action during the voting period for an agenda item, the shareholder will be deemed to have voted in favor of the proposed agenda item. The Quidlab FoQus system will count the votes of shareholders who participate in the meeting electronically and the votes of shareholders who have granted proxies. Once the Quidlab FoQus system has collected the votes for each agenda item, the Company Secretary will report the results of the vote to the meeting.

7. Proxies: For shareholders who have granted proxies to others to attend the meeting and vote according to the shareholder's wishes, and in the case of Custodians who have submitted a proxy document with voting instructions, the Company has already voted according to the wishes expressed in the proxy document in the system.



If the proxy holder has not indicated how to vote on an agenda item, the proxy holder may vote on that agenda item as he or she sees fit by clicking on the voting menu in the system.

8. Finality of Voting: Once the results of the vote on an agenda item have been announced, the vote on that agenda item is deemed to be final.

9. Leaving the Meeting: Leaving the meeting room or logging out during an agenda item does not preclude the shareholder/proxy from returning to the meeting and voting in the system for the remaining agenda items.

10. Questions: If a large number of shareholders have questions, the Company reserves the right to select questions to answer in order to maintain the length of the meeting. For other questions that are not answered at the meeting, the Company will consider collecting them for response in the meeting minutes.

11. No Answers to Inappropriate Questions: The Company reserves the right not to answer questions or comments that are disrespectful, defamatory, or illegal, or that violate the rights of others. If you, as a shareholder, have any difficulty using the system, you can contact Quidlab Co., Ltd. for assistance by phone at 02-013-4322 or 080-0087-616 at any time during the meeting.

The Company provides a video demonstration of how to use the online system for voting and asking questions for shareholders.

In order to promote shareholder rights and treat all shareholders equally in accordance with good corporate governance principles, the Company has given shareholders the right to propose matters for consideration for inclusion in the agenda of the meeting and to nominate persons for election as directors of the Company at the annual general meeting of shareholders in 2024 in advance. The Company has announced the criteria through the Company's website from December 1, 2023 to January 31, 2024. There are no additional agenda items from shareholders and no shareholders have nominated any person for election as a director of the Company.

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

Then, the spokesperson informed the Meeting that as of 18 March 2024 (the Record Date to determine the name of the shareholders who were entitled to attend the Meeting), the Company had a total of 73,844 shareholders holding an aggregate of 16,711,471,291 shares.

In order to enhance the good corporate governance regarding the rights and equitable treatment of shareholders, the Company provides opportunities for the shareholders the rights to propose matter to be included as an agenda, as well as propose the qualified candidate to be nominated as the Company's director ahead of the Annual General Meeting of Shareholders for the year 2024 by announcing the criteria of such proposal on the Company's website during 1 December 2023 to 31 January 2024. For this meeting, there is no shareholders proposed matter to be included as an agenda item for the 2024 Annual General Meeting, therefore, there were no agenda items from shareholders. And there was no nominated person from shareholder to be considered for election as a director of the Company.

At the beginning of the Meeting, there were 449 shareholders and proxies holding an aggregate of 8,334,865,612 shares attending the Meeting and eligible to vote, or equivalent to 49.8751 percent which exceeded one-third of the total issued shares of the Company, and thus constituted the quorum under Article 32 under the Articles of Association of the Company.



Then, Mr. Apichart Chutrakul, the Chairman of the Board of Directors acted as the Chairman of the Meeting (“the Chairman”) and gave a speech to welcome and express the gratitude to the shareholders for attending the Meeting. The Chairman stated the total number of shareholders and proxies holding thereby constituting a quorum under the Articles of Association of the Company. The Chairman then declared the Annual General Meeting of Shareholders no. 29/2024 open via electronic means and conducted the Meeting as specified in the Invitation to the Meeting as follows.

Meeting commenced at 2.00 p.m.

Agenda 1. Certified the Minutes of the Annual General Meeting of Shareholder No. 28/2023 held on 28 April 2023.

The Chairman informed the Meeting that for the Annual General Meeting of Shareholders No. 28/2023 held on 28 April 2023, the details of which were in a copy of the minutes circulated to the shareholders prior to this Meeting, also published on the Company's website www.sansiri.com. The Board of Directors was of the opinion that the Meeting should certify the said minutes. The agenda was thus proposed it to the Meeting for consideration.

This agenda item requires affirmative resolution with a majority vote of the shareholders attending the meeting and having the right to vote.

Afterwards, the Chairman gave the shareholders the opportunity to ask questions and express their opinions. There were no shareholders who inquired about, objected to, or proposed an amendment to the agenda. The Chairman then requested that the meeting casting vote using an electronic system.

The Chairman asked the Secretary of the Meeting to declare the votes and concluded the resolution as follows:

Resolution:

Upon due consideration, the Meeting resolved to certify the Minutes of the Annual General Meeting of Shareholder No. 28/2023 held on 28 April 2023.

For this agenda item, there were shareholders attending the Meeting and having the right to vote in an aggregate of 8,338,536,645 shares.

The resolution was passed by a majority vote of the shareholders attending the meeting and having the right to vote as follows:

Approved (votes)	Disapproved (votes)	Abstained (votes)	Invalid ballots (votes)
8,338,439,645 (99.9988%)	0 (0.0000%)	97,000 (0.0012%)	-none- -

(The base amount of the total votes was calculated to include approving votes, disapproving votes, abstaining votes and invalid ballots.)



Agenda 2. Certified the Company's Annual Report and the Board of Directors' Report of the work done for the period of 2023.

The Chairman asked Mr. Wichan Wiriyaaphusit, Chief Financial Officer, to present relevant information to the Meeting and Mr. Wichan Wiriyaaphusit reported to the Meeting that the operating results of the Company of the year 2023 and the Board of Directors' annual report were appeared in the annual report, which have been circulated to the shareholders prior to this Meeting. Further, he presented to the Meeting the overall operating results of the year 2023 and the annual plan of the year 2024 with key information as follows:

Key financial information

At the end of 2023, Sansiri and its subsidiaries accumulated total assets of 147,303 Million Baht, reflecting a growth of 16 percent compared to the preceding year. Total liabilities of Sansiri and its subsidiaries as of 31 December 2023 stood at 99,895 Million Baht, increasing by 20 percent from the previous year, while total equity increased by 8 percent to 47,408 Million Baht from the same period last year.

Regarding the profit and loss statement for the year 2023, Sansiri and its subsidiaries recorded unprecedented levels of total revenue and net profit. The record-breaking total revenue for the year was 39,082 Million Baht, an increase of 12 percent from 34,983 Million Baht in the previous year. The Company effectively managed operating expenses in 2023, achieving a 6 percent reduction from 7,165 Million Baht in 2022 to 6,743 Million Baht. As a result, earnings before interest and taxes in 2023 were 7,860 Million Baht. Consequently, the Company achieved its highest-ever net profit of 6,060 Million Baht in 2023, a 42 percent increase, since its inception.

Comparatively, the gross profit margin from project sales decreased marginally from 35.43 in 2022 to 34.27 percent in 2023. The net profit margin reached its highest level at 15.51 percent in 2023 from 12.23 percent in 2022. Subsequently, the return on equity improved continuously from 10.07 percent to 13.25 percent.

In addition, the gearing ratio increased slightly from 1.60 times in 2022 to 1.68 times. This aligns with the Company's expansion strategy to facilitate further development. The earnings per share have been increasing to 0.36 Baht per share. The proportion of assets remained relatively constant. Real estate development for sales and land held for development represented the plurality of assets, comprising 73 percent of total assets. Interest-bearing debt in 2023 amounted to 79,584 Million Baht, with unsecured debentures being the majority of this amount at 58 percent.

Proportion of revenue from business operation in 2023

In 2023, the Company generated a total revenue of 39,082 Million Baht, of which 32,829 Million Baht, or 84%, were derived from the sale of real estate development projects. The remaining 16 percent was comprised of 3,918 Million Baht in revenue from property services (10 percent), and 2,335 Million Baht in other income (6 percent).



Revenue from sales of real estate in 2023 was 32,829 Million Baht. Out of this, 46 percent (15,096 Million Baht) came from single-detached houses, followed by 33 percent (10,707 Million Baht) was contributed from condominiums. The remainder amount was from townhomes and mixed products of 11 percent (3,764 Million Baht) and 10 percent (3,262 Million Baht), respectively. It is apparent that 67 percent of the Company's revenue from project sales is derived from low-rise projects, whereas condominiums account for 33 percent. The percentage has not changed significantly from the prior year.

In 2023, the Company introduced 44 new projects worth a total of 65,100 Million Baht. These projects were divided into 30 low-rise projects, including single-detached houses, townhomes and mixed products, with a combined value of 47,000 Million Baht. Additionally, there were 14 condominium projects with a total value of 18,100 Million Baht.

Annual Plan for 2024

In 2024, the Company plans to launch 46 new projects worth a total of 61,000 Million Baht. These projects would include 22 single-detached houses valued at 30,090 Million Baht, 4 mixed products valued at 4,310 Million Baht, and 20 condominium projects valued at 26,600 Million Baht.

The Company sets a net presale target of 45,000 Million Baht for the year 2024, with low-rise projects contributing 29,000 Million Baht and condominium 16,000 Million Baht. The cumulative net presale from the beginning of the year till 21 April 2024 reached a total of 10,915 Million Baht, representing 24% of the annual target.

As of 21 April 2024, total backlog of Sansiri amounted to 13,765 Million Baht to be realized over the next 4 years (2024-2027). In 2024, the revenue target was set at 38,000 Million Baht, currently, 46 percent of the target had already been secured through actual transfer since 1Q2024 up until 21 April 2024 of 9,515 Million Baht and backlog to be realized in the remaining period of 2024 of 7,863 Million Baht. The rest of 20,622 Million Baht have to be sold and transferred within this year.

As of 21 April 2024, total backlog of our joint ventures (JV) was 4,666 Million Baht to be realized over the next 2 years (2024-2025). The Company set the revenue target from JV in 2024 of 5,000 Million Baht, currently, 83 percent of the target had already been secured through actual transfer since 1Q2024 up until 21 April 2024 of 577 Million Baht and backlog to be realized in the remaining period of 2024 of 3,570 Million Baht. The remaining 853 Million Baht have to be sold and transferred within this year.

In relation to the 2024 annual plan, the Company has adopted the following significant strategies.

- Sustain a steady improvement in operational results.
 - Concentrate on products development in the premium and medium segments that have demand rather than varying with the economic situation and tap into new customer group where we have yet to develop to fulfill both market gaps and our portfolio.
 - Continue the expansion of our condominium in provinces that benefit from tourism and have solid infrastructure development plan (Phuket, Chonburi, Chiangmai).
 - Retain the success of Sansiri Community
- Ensure that available for sale at every price level are managed appropriately.
- Give importance to the quality of the product, service, and sustainability.



Then, Mr. Uthai Uthaisangsuk, the President, presented a report to the meeting on sustainability. The key points of the report are summarized below:

Sansiri is committed to sustainability, which is a long-term business planning approach for sustainable growth. Sansiri has adopted a business model that focuses on sustainability, not just profit. The Company takes into account its responsibility in three areas: Environment (E), Social (S), and Governance (G), or ESG.

E: Environment

Sansiri is the first real estate company in Thailand to set a goal of achieving net-zero emissions. This includes:

- Long-term plan: NET-ZERO HOME. Sansiri aims to achieve zero greenhouse gas emissions (such as carbon dioxide) into the atmosphere by 2050.
- Mid-term plan: Low-Carbon Home. The Company aims to reduce greenhouse gas emissions (such as carbon dioxide) by 30% by 2070.
- Short-term plan: Low-Energy Home. This plan was launched in 2023.

To achieve its net-zero emissions goal, Sansiri has developed key strategies:

1. Focus on energy efficiency and increase the use of clean energy innovations to 100% by 2025. For example, all Sansiri houses will have solar panels installed, 100% of Sansiri projects will have inverter air conditioners installed, and 100% of Sansiri fleet vehicles will be electric.

2. Focus on reducing greenhouse gas emissions throughout the value chain through three key pillars:

2.1 Green Procurement. Sansiri has a plan for the materials used in construction. By 2025, at least 30% of Sansiri projects will focus on procuring and using low-carbon materials that are certified by relevant institutions.

2.2 Green Architect and Green Living Designed Home. Sansiri has an architectural and design plan that aims to reduce energy consumption. The goal is to reduce energy consumption by 18% for single-family homes and 6% for condominiums, respectively.

2.3 Green Construction. Sansiri has a precast concrete panel manufacturing plant that can significantly reduce construction waste. The Company can reduce waste on all construction sites by 15%. In addition, Sansiri has a waste-to-worth recycling program that starts within the organization and encourages employee participation. The program has been expanded to Sansiri projects and has been running continuously for 10 years.

3. Focus on partnering with companies that have environmentally friendly products and are involved in clean energy technologies.

S: Social

Sansiri cares about various aspects, including:

- Promoting employee equality within the organization.
- Developing products and services that meet customer satisfaction.
- Corporate social responsibility, such as the Sansiri Academy project to promote football for children for 17 years and the Zero Dropout project to support education by giving educational opportunities to children who have dropped out of school.



G: Governance

In 2023, Sansiri was rated AA in ESG Ratings. Sansiri is also committed to anti-corruption and has a no-gift policy that has been in place for many years.

Then, Mr. Nopporn Boonthanom, Company Secretary reported to the Meeting regarding Progress with Thailand's Private Sector Collective Action Coalition Against Corruption (CAC) that Thailand's Private Sector Collective Action Coalition Against Corruption (CAC) provided certification to Sansiri Public Company Limited ("the Company") as a member of the CAC, effective from 12 February 2018. The Company has been certified to renew a membership of the CAC since 30 September 2023 where the certification from CAC is good for 3 years and will be expired on 30 September 2026.

The Board of Director was of the opinion that the Meeting should certify such Company's annual report and the board of directors' report of the work done for the period of 2023. The agenda was thus proposed it to the Meeting for consideration.

This agenda item requires affirmative resolution with a majority vote of the shareholders attending the meeting and having the right to vote.

Afterwards, the Chairman gave the shareholders the opportunity to ask questions and express their opinions, where the shareholders did so as follows:

In this regard, the spokesperson informed the meeting that The Thai Investor Relations Association, represented by Ms. Umachaya Charoenchai, had certain two questions that were summarized as follows:

Question no. 1 - What are the operational results of XSpring Capital PCL. (XPG) and returns on Sansiri's investment in XPG?

Mr. Wichan Wiriyaphusit, Chief Financial Officer, responded to the question that XSpring Capital PCL. (XPG) has four main businesses comprised of:

(1) Securities business operated by Krung Thai XSpring Securities Company Limited (KTX) that XPG has entered into a joint venture with Krungthai Bank PCL. , generates revenue from trading securities listed on the Stock Exchange of Thailand.

(2) Asset management business that its operations are acquisition of non-performing assets from financial institutions

(3) Fund management business such as mutual fund management, private fund management etc., generating revenue from fund management fees.

(4) Digital asset business operated by XSpring Digital Co., Ltd. (XD), a subsidiary of XPG which provides digital token advisory, fund raising and underwriting through Initial Coin Offering (ICO). XPG reported a loss of THB 22 million in 2021 and a profit of THB 13 million in 2022.

Question no. 2 - What are Sansiri's plans for establishing a digital asset business group?

Mr. Wichan Wiriyaphusit, Chief Financial Officer, responded to the question that Sansiri has a policy to invest in digital assets that are approved by the Securities and Exchange Commission (SEC). The Company has previously invested in digital assets, i.e. Aspen Coin and SiriHub Token, both of which are SEC-approved and have underlying assets (Asset-backed). Therefore, Sansiri considers these digital assets to be low-risk.



Then the spokesperson informed the meeting that Mr. Panachai Korsawatworakun, had certain three questions as follows:

Question no. 1 - Why does the Company issue bonds instead of borrowing from banks? The Company currently has about THB 50 billion in outstanding bonds. What are the Company's plans for financing new projects launch in this year? Will issuing too many bonds have a negative impact in the future?

Mr. Wichan Wiriyaaphusit, Chief Financial Officer, responded to the question that Sansiri has increased its bond issuance during periods of low interest rates because it offers a lower cost of financing than borrowing from commercial banks. The Company applies for credit lines from banks or financial institutions for each project to purchase land or develop projects. If it cannot issue new bonds, the Company still has credit lines from financial institutions to support it. Sansiri currently has about THB 17 billion in liquidity. This year, about THB 9 billion of bonds will mature. Even if the Company does not issue new bonds, it will still have enough cash to cover the bonds maturing this year. However, from the beginning of the year to April, the Company has already issued about THB 6 billion in bonds and has received a good response from retail investors. Therefore, there is about THB 3 billion left to be issued, which should not pose any problem in terms of repayment.

Question no. 2 - What is the non-performing loan (NPL) ratio in the first quarter of 2024 compared to the previous year? Has the upper-middle-class customer segment been affected?

Mr. Wichan Wiriyaaphusit, Chief Financial Officer, responded to the question that Sansiri has adjusted its business plan over the past two to three years to focus on developing more upper-middle-class projects. These projects have a lower NPL ratio than lower-middle-class projects because upper-middle-class buyers tend to purchase units in cash, accounting for up to 60% of sales. In 2021, the NPL ratio was 8%, and in 2022, it decreased to 6%.

Question no. 3 - There are currently condominiums with automated parking systems. However, there are concerns about the usability and noise from residents. Will Sansiri's new condominium projects that plan to use this automated parking system have any negative impacts?

Mr. Uthai Uthaisangsuk, the President, responded to the question that Sansiri will not use automated parking systems in all projects due to design limitations and legal restrictions. For projects that do use automated parking systems, the first step is to carefully select experienced contractors or system providers from Japan, Korea, Europe, the United States. Sansiri has sent teams to review their actual work and emphasizes long-term maintenance and care.

Then, there were no shareholders who inquired about, objected to, or proposed an amendment to the agenda. The Chairman then requested that the meeting casting vote using an electronic system.

The Chairman asked the Secretary of the Meeting to declare the votes and concluded the resolution as follows:

Resolution:

Upon due consideration, the Meeting resolved to certify the Company's Annual Report and the Board of Directors' Report of the work done for the period of 2023.

For this agenda item, there were shareholders attending the Meeting and having the right to vote in an aggregate of 8,338,570,523 shares.



The resolution was passed by a majority vote of the shareholders attending the meeting and having the right to vote as follows:

Approved (votes)	Disapproved (votes)	Abstained (votes)	Invalid ballots (votes)
8,321,486,324 (99.7951%)	0 (0.0000%)	17,084,199 (0.2049%)	-none- -

(The base amount of the total votes was calculated to include approving votes, disapproving votes, abstaining votes and invalid ballots.)

Agenda 3. To consider and approve the Company's balance sheets, profit and loss statements for the fiscal year 2023 ending 31 December 2023.

The Chairman asked Mr. Uthai Uthaisangsuk, Chief Operating Officer, to present relevant information to the Meeting and Mr. Uthai Uthaisangsuk reported to the Meeting that in compliance with Section 112 of the Public Limited Company Act B.E. 2535 and Article 39 of the Company's Articles of Association requiring that the Board of Directors shall arrange to have the financial statements and the profit and loss statement prepared at the end of the Company's fiscal year to be proposed for approval at the annual general Meeting, now the Meeting was proposed to consider and approve the balance sheets and the profit and loss statement for the fiscal year 2023 ending on 31 December 2023 audited by the authorized auditor, as appeared in the annual report which have been circulated to the shareholders prior to this Meeting.

This agenda item requires affirmative resolution with a majority vote of the shareholders attending the meeting and having the right to vote.

Afterwards, the Chairman gave the shareholders the opportunity to ask questions and express their opinions. There were no shareholders who inquired about, objected to, or proposed an amendment to the agenda. The Chairman then requested that the meeting casting vote using an electronic system.

The Chairman asked the Secretary of the Meeting to declare the votes and concluded the resolution as follows:

Resolution:

Upon due consideration, the Meeting resolved to approve the Company's balance sheets, profit and loss statements for the fiscal year 2023 which have been audited by the auditor of the Company ended 31 December 2023.

For this agenda item, there were shareholders attending the Meeting and having the right to vote in an aggregate of 8,338,570,523 shares.



The resolution was passed by a majority vote of the shareholders attending the meeting and having the right to vote as follows:

Approved (votes)	Disapproved (votes)	Abstained (votes)	Invalid ballots (votes)
8,321,389,324 (99.7940%)	0 (0.0000%)	17,181,199 (0.2060%)	-none- -

(The base amount of the total votes was calculated to include approving votes, disapproving votes, abstaining votes and invalid ballots.)

Agenda 4. To consider and approve the allocation of the net profit for the legal Reserves and approve the annual dividend payment for the operational results from 1 January 2023 to 31 December 2023.

The Chairman asked Mr. Wichan Wiriyaaphusit , Chief Financial Officer (CFO) to present relevant information to the Meeting and Mr. Wichan Wiriyaaphusit reported to the Meeting that the Company shall have to allocate not less than 5 percent of the annual net profits as reserved funds, less the accumulated losses brought forward (if any), until the reserved fund reaches the amount not less than 10 percent of the registered capital. The Board of Directors is considered appropriate for the Meeting of Shareholders to approve the allocation of the net profit from 2023 operating results in the amount of 13.52 Million Baht for the legal reserves.

For the dividend payment, the Board of Directors is considered appropriate for the Meeting of Shareholders to approve to pay dividend from 2023 operating results to the ordinary shareholders at the rate of 0.20 Baht (Twenty Stang) per share, of which the Company paid interim dividend on 11 September 2023 at the rate of 0.10 Baht (Ten Stang) per share and will pay the remaining dividend at the rate of 0.10 Baht (Ten Stang) per share, making the total dividend payment of 6,046 Million Baht to the shareholders, which was 54.8 percent of the 2023 net profit, by setting the record date on 18 March 2024 to determine the list of shareholders who have the right to receive dividend. The approved dividend will be paid to the shareholders on 20 May 2024.

The Board of Directors deemed the above payout ratio as appropriate, being in line with the Company's dividend payment policy.

The agenda was thus proposed it to the Meeting for consideration.

This agenda item requires affirmative resolution with a majority vote of the shareholders attending the meeting and having the right to vote.

Afterwards, the Chairman gave the shareholders the opportunity to ask questions and express their opinions. There were no shareholders who inquired about, objected to, or proposed an amendment to the agenda. The Chairman then requested that the meeting casting vote using an electronic system.

The Chairman asked the Secretary of the Meeting to declare the votes and concluded the resolution as follows:

**Resolution:**

Upon due consideration, the Meeting resolved to approve the allocation of the net profit for the legal Reserves and approve the annual dividend payment for the operational results from 1 January 2023 to 31 December 2023 as follows:

(1) Allocation of the net profit from 2023 operating results in the amount of 13.52 Million Baht for the legal reserves, providing that the said legal reserves fund was allocated from the net profit in the consolidated financial statements.

(2) To pay dividend from operating results from 1 January 2023 to 31 December 2023 to the ordinary shareholders at the rate of 0.20 Baht (Twenty Stang) per share, of which the Company paid interim dividend at the rate of 0.10 Baht (Ten Stang) on 11 September 2023 and will pay the remaining dividend at the rate of 0.10 Baht (Ten Stang) per share to the shareholders, by setting the record date on 18 March 2024 to determine the list of shareholders who have the right to receive dividend. The approved dividend will be paid to the shareholders on 20 May 2024.

For this agenda item, there were shareholders attending the Meeting and having the right to vote in an aggregate of 8,338,570,523 shares.

The resolution was passed by a majority vote of the shareholders attending the meeting and having the right to vote as follows:

Approved (votes)	Disapproved (votes)	Abstained (votes)	Invalid ballots (votes)
8,338,473,523 (99.9988%)	97,000 (0.0012%)	0 (0.0000%)	-none- -

(The base amount of the total votes was calculated to include approving votes, disapproving votes, abstaining votes and invalid ballots.)

Agenda 5. To consider and elect the directors in replacement of those retiring by rotation.

The Chairman asked Mr. Nopporn Boonthanom, the Secretary of the Company to present relevant information to the Meeting and Mr. Nopporn Boonthanom clarified to the Meeting that in according to Section 71 of the Public Limited Companies Act B.E. 2535 and Article 16 of the Company's Articles of Association, one-third of the directors must retire from office at the Annual General Meeting of Shareholders, therefore, there are four directors who have to retire by rotation this year are as follows:

- | | |
|---------------------------------|----------------------------------|
| 1) Mr. Vichaya Chatikavanij | - Director |
| 2) Mr. Thongchai Jira-alongkorn | - Director |
| 3) Mr. Pongsatorn Suksangium | - Independent Director |
| 4) Mr. Uthai Uthaisangsuk | - Director (Authorized Director) |



In order to enhance the good corporate governance regarding the rights and equitable treatment of shareholders, the Company provides opportunities for the shareholders the rights to propose qualified candidate to be nominated as the Company's director by announcing the criteria of such proposal on the Company's website during 1 December 2023 – 31 January 2024. For this Meeting, there is no director nominee proposed by the shareholders.

The Board of Directors has carefully considered and thoroughly screened in compliance with criteria and procedures on the recommendation of the Nomination and Remuneration Committee and deems it appropriate to propose for approval at the meeting of shareholders to re-elect the 4 directors who have to retire by rotation this year to retain office for another term, details appeared in the Invitation to attend the AGM which have been circulated to the shareholders prior to this Meeting. The agenda was thus proposed it to the Meeting for consideration.

This agenda item requires affirmative resolution with a majority vote of the shareholders attending the meeting and having the right to vote.

Afterwards, the Chairman gave the shareholders the opportunity to ask questions and express their opinions. There were no shareholders who inquired about, objected to, or proposed an amendment to the agenda. The Chairman then requested that the meeting casting vote using an electronic system.

The Chairman asked the Secretary of the Meeting to declare the votes and concluded the resolution as follows:

Resolution:

Upon due consideration, the Meeting resolved to approve the directors to retire by rotation this year, namely, Mr. Vichaya Chatikavanij, Mr. Thongchai Jira-alongkorn, Mr. Pongsatorn Suksangium and Mr. Uthai Uthaisangsuk are re-elected to continue their office as thoroughly screened and proposed by the Nomination and Compensation Committee.

For this agenda item, there were shareholders attending the Meeting and having the right to vote in an aggregate of 8,338,570,523 shares.

The resolution was passed by a majority vote of the shareholders attending the meeting and having the right to vote as follows:

Name of Directors	Type of Directorship	Approved (votes)	Disapproved (votes)	Abstained (votes)	Invalid ballots (votes)
1. Mr. Vichaya Chatikavanij	Director	7,543,618,421 (90.4666%)	794,855,102 (9.5323%)	97,000 (0.0012%)	-none- -
2. Mr. Thongchai Jira-alongkorn	Director	7,661,269,905 (91.8775%)	677,176,515 (8.1210%)	124,103 (0.0015%)	-none- -
3. Mr. Pongsatorn Suksangium	Independent Director	8,338,446,523 (99.9985%)	0 (0.0000%)	124,000 (0.0015%)	-none- -
4. Mr. Uthai Uthaisangsuk	Director	7,701,919,104 (92.3650%)	636,554,316 (7.6339%)	97,103 (0.0012%)	-none- -

(The base amount of the total votes was calculated to include approving votes, disapproving votes, abstaining votes and invalid ballots.)



In light of this, Mr. Pongsatorn Suksangium which were appointed to serve as directors for another term, also qualified to be the independent director.

Agenda 6. To consider and approve the remuneration for the year 2024 to the Board of Directors and the Sub-Committees.

The Chairman asked Mr. Nopporn Boonthanom, the Secretary of the Company, to present relevant information to the Meeting and Mr. Nopporn Boonthanom clarified to the Meeting that the Board of Directors has considered the remuneration to the directors and the member of sub-committees as recommended by the Nomination and Compensation Committee of the Company, it is proposed to determine the remuneration for the year 2024 to the Board of Directors, and Sub-Committee as the meeting allowance at the same rate paid in year 2023 as follows:

The remuneration to the Board of Directors

(1) Monetary Remuneration

(1.1) Fixed Remuneration

The meeting allowance (at the same rate paid in year 2023), amounting to 20,000 Baht for each director per one meeting. However, the meeting allowance will not be paid more than 2 times in one month, i.e. if the meetings are held more than 2 times in any particular month, the meeting allowance will be paid for only the first 2 meetings.

(1.2) Special Remuneration to non-executive directors

The special remuneration for the year 2024 to seven non-executive directors with the total amount of 9.5 Million Baht as below:

Special Remuneration to non-executive directors	Year 2024
Mr. Jesadavat Priebjrivat	1,500,000 Baht
Mr. Thongchai Jira-alongkorn	1,500,000 Baht
Mr. Porntat Amatavivadhana	1,500,000 Baht
Mr. Kittichai Raktakanit	1,500,000 Baht
Mr. Vichaya Chatikavanij	1,500,000 Baht
Mr. Weeranant Chuensuwan	1,500,000 Baht
Mr. Pongsatorn Suksangium (Newly appointed to fulfill the vacant position on 26 October 2023)	500,000 Baht

(2) Others Benefits : - none –



The remuneration to the Sub-Committee shall be paid as follow;

- (1) The remuneration to the Audit Committee
It shall be in form of monthly remuneration (at the same rate paid in year 2023).
- (2) The remuneration to the other Sub-Committees
It shall be paid in form of meeting allowance (at the same rate paid in year 2023).

The past payment record for the remuneration is as below:

Positon	Type of remuneration	Year 2024 (Proposed year)	Year 2023
Chairman of the Audit Committee	monthly remuneration	50,000 Baht / month	50,000 Baht / month
Member of the Audit Committee	monthly remuneration	30,000 Baht / person / month	30,000 Baht / person / month
Chairman of the Nomination and Compensation Committee	meeting allowance	20,000 Baht / meeting	20,000 Baht / meeting
Member of the Nomination and Compensation Committee	meeting allowance	20,000 Baht / person / meeting	20,000 Baht / person / meeting
Chairman of the Risk Management Committee	meeting allowance	20,000 Baht / meeting	20,000 Baht / meeting
Member of the Risk Management Committee	meeting allowance	20,000 Baht / person / meeting	20,000 Baht / person / meeting
Chairman of the Corporate Governance and Sustainability Committee	meeting allowance	20,000 Baht / meeting	20,000 Baht / meeting
Member of the Corporate Governance and Sustainability Committee	meeting allowance	20,000 Baht / person / meeting	20,000 Baht / person / meeting

Remark : The Company has considered not to set the remuneration for the Investment Committee and the Executive Committee.

The agenda was thus proposed it to the Meeting for consideration.

This agenda item requires affirmative resolution of not less than two-thirds of the total number of votes of shareholders attending the meeting.

Afterwards, the Chairman gave the shareholders the opportunity to ask questions and express their opinions. There were no shareholders who inquired about, objected to, or proposed an amendment to the agenda. The Chairman then requested that the meeting casting vote using an electronic system.

The Chairman asked the Secretary of the Meeting to declare the votes and concluded the resolution as follows:

Resolution:

Upon due consideration, the Meeting resolved to approve the remuneration for the year 2024 to the Board of Directors and the Sub-Committee of the Company as proposed.

For this agenda item, there were shareholders attending the Meeting and voting in an aggregate of 8,338,570,523 shares.



The resolution was passed by the more than two-third of the total votes of shareholders attending the Meeting (Section 90 of Public Limited Companies B.E. 2535) as follows:

Approved (votes)	Disapproved (votes)	Abstained (votes)	Invalid ballots (votes)
7,642,650,997 (91.6542%)	693,387,526 (8.3154%)	2,532,000 (0.0304%)	-none- -

(The base amount of the total votes was calculated to include approving votes, disapproving votes, abstaining votes and invalid ballots.)

Agenda 7. To consider and appoint the auditor and fix the auditing fee for the year 2024.

The Chairman asked Mr. Nopporn Boonthanom, the secretary of the Company to present relevant information to the Meeting. and Mr. Nopporn Boonthanom clarified to the Meeting that in accordance with the applicable law and the Company's Articles of Association, the annual general Meeting shall appoint an auditor and fix the auditor's remuneration every year. Thus, it is necessary to appoint the auditor for the fiscal year ending on 31 December 2024 and fix the auditor's remuneration.

In this light, the Board of Directors, as considered and advised by the Audit Committee, saw appropriate to propose to the Meeting for approval on the appointment of EY Office Limited to be the Company's auditor for the fiscal year ending on 31 December 2024 as it has considered and been of an opinion that such auditor possesses the qualifications as required by the Office of the Securities and Exchange Commission, has expertise in auditing and procured a satisfactory performance. The auditing fee was set at 2,835,000 Baht, this amount excludes the non-audit fee, which the Company will pay based on the actual amount as advised by the Audit Committee, the details of which are as follows:

Name of auditors	CPA Registration Number	Years of auditing for the Company
1. Mrs. Gingkarn Atsawarangsalit	4496	Never signed the Company's audited financial statements
2. Miss Pimjai Manitkajohnkit	4521	Signed as the Company's auditor in the Company's audited financial statements, 6 years, for the fiscal year 2018 - 2023
3. Mrs. Nummon Kerdmongkhonchai	8368	Never signed the Company's audited financial statements

Any one of the above-mentioned auditors shall be authorized to audit, perform and set his/her signature in its audit report, the details of which are as follows:

The remuneration of the auditor	Year 2024 (Proposed year)	Year 2023
Audit Fee	2,835,000 Baht	2,700,000 Baht
Other service fees (Non-audit fee)	None	None

Moreover, EY Office Limited is also the auditor of the Company's subsidiaries. EY Office Limited and the auditors proposed as auditor of the Company and its subsidiary companies have no relationship or any interest with the Company or its subsidiary companies, Managements, Major Shareholders or related persons, which may have an impact on performing task independently.



The agenda was thus proposed it to the Meeting for consideration.

This agenda item requires majority vote of shareholders attending the meeting and eligible to vote.

Afterwards, the Chairman gave the shareholders the opportunity to ask questions and express their opinions. There were no shareholders who inquired about, objected to, or proposed an amendment to the agenda. The Chairman then requested that the meeting casting vote using an electronic system.

The Chairman asked the Secretary of the Meeting to declare the votes and concluded the resolution as follows:

Resolution:

Upon due consideration, the Meeting resolved to approve the appointment of Mrs. Gingkarn Atsawarangsalit, holder of auditor's license No. 4496 or Miss Pimjai Manitkajohnkit, holder of auditor's license No. 4521 or Mrs. Nummon Kerdmongkhonchai, holder of auditor's license No. 8368 of EY Office Limited as the Company's auditor with the auditing fee for the fiscal year ending 31 December 2024, by fixing the auditing fee in the amount of 2,835,000 Baht according to the proposal which had been appropriately recommended by the Audit Committee.

For this agenda item, there were shareholders attending the Meeting and having the right to vote in an aggregate of 8,338,570,523 shares.

The resolution was passed by a majority vote of the shareholders attending the meeting and having the right to vote as follows:

Approved (votes)	Disapproved (votes)	Abstained (votes)	Invalid ballots (votes)
8,338,471,523 (99.9988%)	0 (0.0000%)	99,000 (0.0012%)	-none- -

(The base amount of the total votes was calculated to include approving votes, disapproving votes, abstaining votes and invalid ballots.)

Agenda 8. To consider and approve the Plan to Issue and Offer for Sale the Ordinary Share-Purchase Warrants of Sansiri Public Company Limited to the Directors and Management/Employees of the Company and/or its Subsidiaries # 9 (ESOP # 9 Plan)

The Chairman asked Mr. Nopporn Boonthanom, the secretary of the Company to present relevant information to the Meeting, and Mr. Nopporn Boonthanom clarified to the Meeting that in order to allow the management/employees to take part in the Company's ownership, to be an incentive and to enhance the management/employees' morale to perform their duties for the highest benefits of the Company and to be an incentive for the employees who have capacity and efficiency to work for the Company in the long run. The Company intends to issue and offer the ordinary share-purchase warrants of Sansiri Public Company Limited to the directors and management/employees of the Company and/or its subsidiaries No. 9 (ESOP #9 Plan) for a volume 350,000,000 units, without offering value, and with the exercise ratio of one unit of warrant per one ordinary share at the exercising price of Baht 2.10 per share, and with maturity of five years beginning from the date of their issuance.



The warrants representing the rights to purchase ordinary shares of the Company to be issued and offered under the ESOP #9 Plan will not be listed on the SET, and this is not an offering of newly-issued securities for sale at a price lower than 90 percent of the market price. Market price means the weighted average price of ordinary shares of the Company on the SET over the previous fifteen consecutive business days before the date the Company's Board of Directors resolved to propose an agenda item to a meeting of shareholders for the approval of the Company's offering of the warrants. The detail of which are prescribed in the summary of the details of the plan to issue and offer for sale the ordinary share-purchase warrants of Sansiri Public Company Limited to the directors and management/employees of the Company and/or its subsidiaries # 9 (ESOP # 9 Plan) (Enclosure 8) which had already been distributed to the shareholders.

Authorized directors or the President, or persons designated by authorized directors will be appointed and authorized to (a) determine, amend, and add other details necessary for, and regarding, the allotment of these warrants as they consider appropriate, to the extent that this will neither be in conflict or in contravention with relevant notifications, regulations, or laws, including the offering period and method, payment, date the warrants are issued, allotment details and procedures, exercise period, term of the warrants, and characteristics and details of the warrants; (b) communicate, negotiate, enter, sign, and amend, agreements, applications for permission, applications for relaxation, notices, and evidence necessary for, and in connection with, the issuance and offering of the warrants, including, without limitation, relevant registration with the Ministry of Commerce; communication and submission of applications for permission and relaxation, notices, and relevant documents and evidentiary materials to government or relevant agencies; and amendment and addition to, or modification of, applications or statements in those relevant documents; and (c) do anything necessary and relevant to ensure the successful issuance and offering of these warrants representing the rights to purchase ordinary shares of the Company to be issued and offered under the ESOP # 9 Plan.

In addition, the Company would like to propose to the shareholders' meeting in order to consider and approve that the Company can reallocate the warrants to other directors or employees which are delivered back to the Company or its designated person by its director or employee due to his/her resignation or cessation of being a director or an employee of the Company or its subsidiaries for certain reasons as stipulated by the Company in ESOP # 9 Plan, and subject to the conditions as follows:

(1) In the case of the allocation to the management/employees, if there is no management/employee who will receive warrants in the number exceeding 5 percent of the total warrants offered for sale under this Plan, after the allotment, the Company can then proceed according to the resolution of the shareholders' meeting. In this regard, the criteria of the allocation of warrants in Clause 6 under ESOP # 9 Plan will be applied *mutatis mantadis*.

(2) In the case that it is an allocation to the director in any number of warrants or if it is an allocation of the warrants to any management/employee in the aggregate number of more than 5 percent of the total warrants offered for sale under this Plan, prior to the reallocation of the warrants previously offered for sale, the Company will call for the shareholders' meeting in order to consider and approve the allocation of such warrants, providing that the calling of the meeting, the invitation to attend the shareholders' meeting and the resolution of the shareholders' meeting shall be conducted in accordance with the criteria as stipulated in the Notification of the Capital Market Supervisory Board No. TorChor. 32/2551 Re: Offer for Sale of Newly-issued Securities to Directors or Employees dated 15 December 2008, including notification or other stipulations amending or replacing the Notification.



In this connection, the Board of Directors considered and viewed that the Meeting should approve the plan to issue and offer the ordinary share-purchase warrants of Sansiri Public Company Limited to directors and management/employees of the Company and/or its subsidiaries No. 9 (ESOP # 9 Plan) due to facts and reasons mentioned above.

The agenda was thus proposed it to the Meeting for consideration.

This agenda item requires affirmative resolution with the affirmative vote of not less than 3/4 (three quarters) of the voting rights of shareholders who attend and have the right to vote in the meeting. In addition, there must be no shareholders holding shares in aggregate of more than 10 percent of all votes of shareholders attending the meeting and voting who vote against the issuance and the offering for sale. Any shareholder with special interest is not eligible to vote for this agenda.

Afterwards, the Chairman gave the shareholders the opportunity to ask questions and express their opinions. There were no shareholders who inquired about, objected to, or proposed an amendment to the agenda. The Chairman then requested that the meeting casting vote using an electronic system.

The Chairman asked the Secretary of the Meeting to declare the votes and concluded the resolution as follows:

Resolution:

Upon due consideration, the Meeting resolved to approve the Plan to Issue and Offer for Sale the Ordinary Share-Purchase Warrants of Sansiri Public Company Limited to the Directors and Management/Employees of the Company and/or its Subsidiaries # 9 (ESOP # 9 Plan). The details of which were appeared in the **Annex no.1, re: "Summary of the Details of the Plan to Issue and Offer for Sale the Ordinary Share-Purchase Warrants of Sansiri Public Company Limited to the Directors and Management/Employees of the Company and/or its Subsidiaries No. 9 (ESOP # 9 Plan)"**, attached hereto and it was deemed as the part of this Minutes of meeting. The other details are as proposed in all respects.

For this agenda item, there were shareholders attending the Meeting and having the right to vote in an aggregate of 8,293,510,523 shares.

The resolution was passed by the affirmative vote of not less than 3/4 (three quarters) of the voting rights of shareholders who attend and have the right to vote in the meeting. In addition, there must be no shareholders holding shares in aggregate of more than 10 percent of all votes of shareholders attending the meeting who vote against the ESOP # 9 Plan as follows:

Approved (votes)	Disapproved (votes)	Abstained (votes)	Invalid ballots (votes)
8,140,168,023 (98.1511%)	153,242,500 (1.8477%)	100,000 (0.0012%)	-none- -

(The base amount of the total votes was calculated to include approving votes, disapproving votes, abstaining votes and invalid ballots.)



Agenda 9. To consider and approve the decrease of the registered capital of the Company, and amendments to Article 4 of the Company's Memorandum of Association, so it is in line with the capital decrease.

The Chairman asked Mr. Nopporn Boonthanom, the secretary of the Company to present relevant information to the Meeting, and Mr. Nopporn Boonthanom clarified to the Meeting that under Section 136 of the Public Limited Companies Act B.E. 2535, the Company may increase the amount of its registered capital by issuing new shares. The issuance of new shares may be made after all the shares have been completely sold and paid up in full, or, if the shares have not been completely sold, the remaining shares shall be the shares issued for the exercise of rights under convertible debentures or the ordinary share-purchase warrants. Therefore, before proceeding with an increase of the registered capital, the Company had to cancel the registered but un-issued shares.

In this regard, it was necessary for the Company to propose the Meeting of Shareholders to approve the decrease of the registered capital of the Company, which will be made from the existing registered capital of 20,343,625,722.40 Baht to the new registered capital of 18,845,625,722.40 Baht by canceling its registered but un-issued shares being reserved for the capital increase under a general mandate through a private placement totaling 1,400,000,000 shares. As well as to approve the amendment to Clause 4 of the Memorandum of Association of the Company to accord the decrease of the registered capital as follows:

“Clause 4. The registered capital of	18,845,625,722.40	Baht
Divided into	17,612,734,320	shares
With the par value of	1.07	Baht each
Shares are classified into:-		
Ordinary Shares of	17,612,734,320	shares
Preference Shares	-	shares”

To this end, authorized directors, or persons designated by authorized directors will be appointed and authorized to sign applications or other documents relevant to the amendments to the Company's Memorandum of Association; submit application for the registration of the amendments to the Company's Memorandum of Association with the Department of Business Development at the Ministry of Commerce; amend, add, or modify application or statements in relevant documents to be submitted to the Department of Business Development at the Ministry of Commerce, to register the amendments to the Company's Memorandum of Association; and do anything necessary, relevant, and as considered reasonable, to ensure compliance with laws, regulations, rules, interpretation of relevant government agencies, and instruction or order of registrars or competent officials.

In this connection, the Board of Directors considered and viewed that the Meeting should approve the decrease of the registered capital of the Company, which will be made from the existing registered capital of 20,343,625,722.40 Baht to the new registered capital of 18,845,625,722.40 Baht by canceling its registered but un-issued share, totaling 1,400,000,000 shares as well as to approve the amendment to Clause 4 of the Memorandum of Association of the Company to accord the decrease of the registered capital. These proceedings are deemed appropriate and have no impact on the Company and its shareholders.

The agenda was thus proposed it to the Meeting for consideration.

This agenda item requires affirmative resolution with the affirmative vote of not less than 3/4 (three quarters) of the voting rights of shareholders who attend and have the right to vote in the meeting.



Afterwards, the Chairman gave the shareholders the opportunity to ask questions and express their opinions. There were no shareholders who inquired about, objected to, or proposed an amendment to the agenda. The Chairman then requested that the meeting casting vote using an electronic system.

The Chairman asked the Secretary of the Meeting to declare the votes and concluded the resolution as follows:

Resolution:

Upon due consideration, the Meeting resolved to approve the decrease of the registered capital of the Company, which will be made from the existing registered capital of 20,343,625,722.40 Baht to the new registered capital of 18,845,625,722.40 Baht by canceling its registered but un-issued shares (being reserved for the capital increase under a general mandate through a private placement totaling 1,400,000,000 shares). As well as to approve the amendment to Clause 4 of the Memorandum of Association of the Company to accord the decrease of the registered capital. The other details are as proposed in all respects.

For this agenda item, there were shareholders attending the Meeting and having the right to vote in an aggregate of 8,338,570,523 shares.

The resolution was passed by the affirmative vote of not less than three quarters of the voting rights of shareholders who attend and have the right to vote in the meeting as follows:

Approved (votes)	Disapproved (votes)	Abstained (votes)	Invalid ballots (votes)
8,314,467,923 (99.7110%)	24,100,600 (0.2890%)	2,000 (0.0000%)	-none- -

(The base amount of the total votes was calculated to include approving votes, disapproving votes, abstaining votes and invalid ballots.)

Agenda 10. To consider and approve an increase of the Company's registered capital, and amendments to Article 4 of the Company's Memorandum of Association, so it is in line with the capital increase.

The Chairman asked Mr. Nopporn Boonthanom, the secretary of the Company to present relevant information to the Meeting, and Mr. Nopporn Boonthanom clarified to the Meeting that as the Company has a plan to issue and offer the ordinary share-purchase warrants of Sansiri Public Company Limited to the directors and management/employees of the Company and/or its subsidiaries No. 9 (ESOP # 9 Plan) so that the directors and employees can participate in the Company's ownership and to be an incentive and enhance the employees' morale to perform their duties for the Company and shareholders' highest benefits and to be an incentive for employees who have capacity and efficiency to work for the Company in the long run that will be beneficial to the performance and operation of the Company's business in the future, and the Company has a plan to increase the capital in the type of general mandate for private placement, the Company aims to increase of the registered capital of the Company, by up to 1,872,500,000 Baht, from the existing capital of 18,845,625,722.40 Baht to 20,718,125,722.40 Baht, through the issuance of 1,750,000,000 newly ordinary shares, with the par value of 1.07 Baht, as detailed below:



(1) To accommodate the exercise of the Ordinary Share-Purchase Warrants of Sansiri Public Company Limited to the Directors and Management/Employees of the Company and/or its Subsidiaries No. 9 (the "ESOP # 9 Plan") for a volume 350,000,000 shares.

(2) To accommodate the capital increase in General Mandate through a private placement totaling 1,400,000,000 shares.

Details are shown in the capital increase report form (F53-4) ([Enclosure 9](#)) which had already been distributed to the shareholders and amend clause 4 of the Company's Memorandum of Association to accord an increase of registered capital as follows:

“Clause 4. The registered capital of	20,718,125,722.40	Baht
Divided into	19,362,734,320	shares
With the par value of	1.07	Baht each
Shares are classified into:-		
Ordinary Shares of	19,362,734,320	shares
Preference Shares	-	shares”

To this end, authorized directors, or persons designated by authorized directors will be appointed and authorized to sign applications or other documents relevant to the amendments to the Company's Memorandum of Association; submit application for the registration of the amendments to the Company's Memorandum of Association with the Department of Business Development at the Ministry of Commerce; amend, add, or modify application or statements in relevant documents to be submitted to the Department of Business Development at the Ministry of Commerce, to register the amendments to the Company's Memorandum of Association; and do anything necessary, relevant, and as considered reasonable, to ensure compliance with laws, regulations, rules, interpretation of relevant government agencies, and instruction or order of registrars or competent officials.

In this connection, the Board of Directors considered and deemed that because the Company has a plan to issue and offer the ordinary share-purchase warrants of Sansiri Public Company Limited to the directors and management/employees of the Company and/or its subsidiaries No. 9 (ESOP # 9 Plan) as well as a plan to increase the capital in the type of general mandate for private placement as mentioned above, the Company has necessity to increase the Company's registered capital and amend clause 4 of the Company's Memorandum of Association to accord the increase of registered capital. The increase of the Company's registered capital and the amendment of clause 4 of the Company's Memorandum of Association to accord the increase of registered capital are reasonable and for the highest benefits of the Company and its shareholders. Therefore, the shareholders' meeting should approve the increase of the Company's registered capital and the amendment of clause 4 of the Company's Memorandum of Association to accord the increase of registered capital.

The agenda was thus proposed it to the Meeting for consideration.

This agenda item requires affirmative resolution with the affirmative vote of not less than 3/4 (three quarters) of the voting rights of shareholders who attend and have the right to vote in the meeting.

Afterwards, the Chairman gave the shareholders the opportunity to ask questions and express their opinions. There were no shareholders who inquired about, objected to, or proposed an amendment to the agenda. The Chairman then requested that the meeting casting vote using an electronic system.

The Chairman asked the Secretary of the Meeting to declare the votes and concluded the resolution as follows:



Resolution:

Upon due consideration, the Meeting resolved to approve the increase of the registered capital of the Company, by up to 1,872,500,000 Baht, from the existing capital of 18,845,625,722.40 Baht to the new registered capital of 20,718,125,722.40 Baht, through the issuance of 1,750,000,000 newly ordinary shares, with the par value of 1.07 Baht, and amendments to Article 4 of the Company's Memorandum of Association, so it is in line with the capital increase as detailed below:

(1) To accommodate the exercise of the Ordinary Share-Purchase Warrants of Sansiri Public Company Limited to the Directors and Management/Employees of the Company and/or its Subsidiaries No. 9 (the "ESOP # 9 Plan") for a volume 350,000,000 shares.

(2) To accommodate the capital increase in General Mandate through a private placement totaling 1,400,000,000 shares.

The other details were as proposed in all respects.

For this agenda item, there were shareholders attending the Meeting and having the right to vote in an aggregate of 8,338,570,523 shares.

The resolution was passed by the affirmative vote of not less than 3/4 (three quarters) of the voting rights of shareholders who attend and have the right to vote in the meeting as follows:

Approved (votes)	Disapproved (votes)	Abstained (votes)	Invalid ballots (votes)
8,119,001,923 (97.3668%)	216,250,600 (2.5934%)	3,318,000 (0.0398%)	-none- -

(The base amount of the total votes was calculated to include approving votes, disapproving votes, abstaining votes and invalid ballots.)

Agenda 11. To consider and approve the allotment of the newly issued ordinary shares to accommodate the exercise of the right under the warrants representing the rights to purchase ordinary shares of the Company under the ESOP # 9 Plan.

The Chairman asked Mr. Nopporn Boonthanom, the secretary of the Company to present relevant information to the Meeting, and Mr. Nopporn Boonthanom clarified to the Meeting that because in agenda 10, it was proposed for the shareholders' meeting to approve the increase of the Company' registered capital and amendment of clause 4 of the Company's Memorandum of Association to be in accordance with the increase of registered capital as per details mentioned above.

The Board of Directors deemed appropriate to propose for approval at the shareholders meeting to consider and approve the allotment of 350,000,000 newly-issued ordinary shares of the Company with the par value of 1.07 Baht to accommodate the exercise of the right under the warrants representing the rights to purchase ordinary shares of Sansiri Public Company Limited to the Directors and Management/Employees of the Company and/or its Subsidiaries No. 9 (the "ESOP # 9 Plan") in the number of 350,000,000 units.



Authorized directors, President or persons designated by authorized directors will be appointed and authorized to (a) determine other details necessary for, and regarding, the allotment of these ordinary shares of the Company as they consider appropriate, to the extent that this will neither be in conflict or in contravention with relevant notifications, regulations, or laws; (b) communicate, negotiate, enter, sign, and amend, agreements, applications for permission, applications for relaxation, notices, and evidence necessary for, and in connection with, the allotment of these ordinary shares of the Company including, without limitation, relevant registration with the Ministry of Commerce; communication and submission of applications for permission and relaxation, notices, and relevant documents and evidentiary materials to government or relevant agencies; and amendment and addition to, or modification of, applications or statements in those relevant documents; and listing the ordinary shares on the stock exchange; and (c) do anything necessary and relevant to ensure the successful allotment of the ordinary shares of the Company.

In this connection, the Board of Directors considered and viewed that the Meeting should approve the allotment of 350,000,000 newly issued ordinary shares to accommodate the exercise of the Ordinary Share-Purchase Warrants of the Company under the ESOP # 9 Plan.

The agenda was thus proposed it to the Meeting for consideration.

This agenda item requires affirmative resolution with a majority vote of the shareholders attending the meeting and having the right to vote.

Afterwards, the Chairman gave the shareholders the opportunity to ask questions and express their opinions. There were no shareholders who inquired about, objected to, or proposed an amendment to the agenda. The Chairman then requested that the meeting casting vote using an electronic system.

The Chairman asked the Secretary of the Meeting to declare the votes and concluded the resolution as follows:

Resolution:

Upon due consideration, the Meeting resolved to approve the allotment of 350,000,000 newly-issued ordinary shares of the Company with the par value of 1.07 Baht to accommodate the exercise of the right under the warrants representing the rights to purchase ordinary shares of Sansiri Public Company Limited to the Directors and Management/Employees of the Company and/or its Subsidiaries No. 9 (the "ESOP # 9 Plan"). The other details are as proposed in all respects.

For this agenda item, there were shareholders attending the Meeting and having the right to vote in an aggregate of 8,338,570,523 shares.

The resolution was passed by a majority vote of the shareholders attending the meeting and having the right to vote as follows:

Approved (votes)	Disapproved (votes)	Abstained (votes)	Invalid ballots (votes)
8,192,204,623 (98.2447%)	143,048,900 (1.7155%)	3,317,000 (0.0398%)	-none- -

(The base amount of the total votes was calculated to include approving votes, disapproving votes, abstaining votes and invalid ballots.)



Agenda 12. To consider and approve the allotment of the newly issued ordinary shares in general mandate through a private placement.

The Chairman asked Mr. Nopporn Boonthanom, the secretary of the Company to present relevant information to the Meeting, and Mr. Nopporn Boonthanom clarified to the Meeting that because in agenda 10, it was proposed for the shareholders' meeting to approve the increase of the Company's registered capital and amendment of clause 4 of the Company's Memorandum of Association to be in accordance with the increase of registered capital as per details mentioned above.

The Board of Directors deemed appropriate to propose for approval at the shareholders meeting to consider and approve the allotment of 1,400,000,000 newly-issued ordinary shares of the Company with the par value of Baht 1.07 (or approximately 8.39 percent of the Company's paid-up capital as of the date of the resolution by the Company's Board of Directors Meeting to increase the capital in general mandate) through a private placement, partially or wholly, at once or in session. Persons to be allotted the ordinary shares in general mandate through the private placement must not be connected persons under Notification of the Capital Market Supervisory Board No. TorChor. 21/2551 re: Rules on Connected Transactions, dated 31 August 2008 (and as amended), 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), dated 19 November 2003 (and as amended). These investors must be in a stable financial situation, have true potential to invest in the Company, and have knowledge, ability, experience, and potential that will be beneficial for, or support, the Company's operations. This offering of the ordinary shares in general mandate through the private placement is not an offering of newly-issued shares for sale at a price lower than 90 percent of the market price. Market price means the weighted average price of ordinary shares of the Company on the SET at least over the previous 7, but no more than 15, consecutive business days before the date the offering price is determined. The date of the determination of the offering price must be no more than 3 business days before the first date of offering the shares to investors.

Authorized directors, the President or persons designated by authorized directors will be appointed and authorized to (a) determine other details necessary for, and regarding, the allotment of these ordinary shares of the Company as they consider appropriate, to the extent that this will neither be in conflict or in contravention with relevant notifications, regulations, or laws; (b) communicate, negotiate, enter, sign, and amend, agreements, applications for permission, applications for relaxation, notices, and evidence necessary for, and in connection with, the allotment of these ordinary shares of the Company including, without limitation, relevant registration with the Ministry of Commerce; communication and submission of applications for permission and relaxation, notices, and relevant documents and evidentiary materials to government or relevant agencies; and amendment and addition to, or modification of, applications or statements in those relevant documents; and listing the ordinary shares on the stock exchange; and (c) do anything necessary and relevant to ensure the successful allotment of the ordinary shares of the Company.

In this connection, the Board of Directors considered and viewed that the Meeting should approve the allotment of 1,400,000,000 newly issued ordinary shares of the Company in general mandate through a private placement.

The agenda was thus proposed it to the Meeting for consideration.

This agenda item requires affirmative resolution with the affirmative vote of not less than 3/4 (three quarters) of the voting rights of shareholders who attend and have the right to vote in the meeting.



Afterwards, the Chairman gave the shareholders the opportunity to ask questions and express their opinions. There were no shareholders who inquired about, objected to, or proposed an amendment to the agenda. The Chairman then requested that the meeting casting vote using an electronic system.

The Chairman asked the Secretary of the Meeting to declare the votes and concluded the resolution as follows:

Resolution:

Upon due consideration, the Meeting resolved to approve the allotment of 1,400,000,000 newly-issued ordinary shares of the Company to accommodate the capital increase in General Mandate through a private placement. The other details were as proposed in all respects.

For this agenda item, there were shareholders attending the Meeting and having the right to vote in an aggregate of 8,338,570,523 shares.

The resolution was passed by a majority vote of the shareholders attending the meeting and having the right to vote as follows:

Approved (votes)	Disapproved (votes)	Abstained (votes)	Invalid ballots (votes)
8,192,204,623 (98.2447%)	143,048,900 (1.7155%)	3,317,000 (0.0398%)	-none- -

(The base amount of the total votes was calculated to include approving votes, disapproving votes, abstaining votes and invalid ballots.)

Agenda 13. To consider and approve the amendments to the Company's Articles of Association.

The Chairman asked Mr. Nopporn Boonthanom, the secretary of the Company to present relevant information to the Meeting, and Mr. Nopporn Boonthanom clarified to the Meeting that the Company intends to amend the Articles of Association of the Company to align with the Public Limited Companies Act, B.E. 2535 (1992), as amended in 2022. As per the announcement of the Public Limited Companies Act (No. 4) B.E. 2565 (2022) in Royal Gazette, effective as of 24 May 2022, prescribes regulatory changes to support the use of electronic means for conducting meeting, modernized the method for convening meeting in order to enhance efficiency, reduce unnecessary costs, and to offer more convenience for shareholders. The details of which are appeared in the Proposed Amendment to the Company's Articles of Association ([Enclosure 10](#)) which had already been distributed to the shareholders.

In this connection, the Board of Directors considered and viewed that the Meeting should approve the amendment of the Company's Articles of Association as per details above.

In this regard, the person(s) assigned by the Board of Directors or the authorized directors to register the amendments to the Company's Articles of Association with the Department of Business Development, the Ministry of Commerce, shall be empowered to amend or add wordings in accordance with the Registrar's instruction.

The agenda was thus proposed it to the Meeting for consideration.



This agenda item requires affirmative resolution with the affirmative vote of not less than 3/4 (three quarters) of the voting rights of shareholders who attend and have the right to vote in the meeting.

Afterwards, the Chairman gave the shareholders the opportunity to ask questions and express their opinions. There were no shareholders who inquired about, objected to, or proposed an amendment to the agenda. The Chairman then requested that the meeting casting vote using an electronic system.

The Chairman asked the Secretary of the Meeting to declare the votes and concluded the resolution as follows:

Resolution:

Upon due consideration, the Meeting resolved to approve the amendments to the Company's Articles of Association. The details of which were appeared in the **Annex no.2, re: "Proposed Amendment to the Company's Articles of Association"**, attached hereto and it was deemed as the part of this Minutes of meeting. The other details are as proposed in all respects.

For this agenda item, there were shareholders attending the Meeting and having the right to vote in an aggregate of 8,338,570,523 shares.

The resolution was passed by the affirmative vote of not less than 3/4 (three quarters) of the voting rights of shareholders who attend and have the right to vote in the meeting as follows:

Approved (votes)	Disapproved (votes)	Abstained (votes)	Invalid ballots (votes)
8,229,970,792 (98.6976%)	108,598,727 (1.3024%)	1,004 (0.0000%)	-none- -

(The base amount of the total votes was calculated to include approving votes, disapproving votes, abstaining votes and invalid ballots.)

Agenda 14. Other businesses (if any).

The Chairman informed the Meeting that in accordance with Section 105 of the Public Limited Company Act (as amended), shareholders with not less than one-third of the total issued shares may propose any other agenda for the Meeting to consider.

As there was no other agenda proposed for this Agenda 14, the Chairman declared to the Meeting that all agendas have been completed considered.

Then, the Chairman offered an opportunity to the shareholders for inquiries and proposes any suggestions, which were not included in any agenda.

In this regard, the spokesperson informed the meeting that the Thai Investor Relations Association, represented by Miss Umachasaya Charoenchai, proposed that Sansiri consider the association's policy that requests the listed companies to hold their annual and extraordinary general meetings of shareholders in the form of on-site meeting together with online meeting or called Hybrid, to conveniently meet, communicate and ask questions among the shareholders, the Management and the Board of Directors, as well as to be in line with the circular letter of the Securities and Exchange Commission or SEC, requesting cooperation regarding the convening of the shareholders meeting.



Mr. Apichat Chutharakul, Chairman of the Board of Directors, expressed his gratitude for the suggestion and clarified that Sansiri has received a circular letter from the Securities and Exchange Commission or SEC regarding the proposal. He has assigned the Company Secretary to study the details, costs, and various issues involved. The Company Secretary will then present the information to the Board of Directors for consideration and decision-making on this matter.

As it appeared no additional inquiries or agenda from shareholders, Mr. Apichart Chutrakul, the Chairman of the Meeting, declared the Meeting closed and thanked all shareholders for attendance.

The Meeting was closed at 4.00 p.m.

In this light, after its commencement, more shareholders continuously registered to attend the Meeting, giving rise to additional 456 shareholders attending the Meeting by himself or by proxies holding 8,338,570,523 shares in total being 49.8973 percent of the entire issued shares of the Company.

Signed - *Apichart Chutrakul* - Chairman of the Meeting
(Mr. Apichart Chutrakul)

Signed - *Nopporn Boonthanom* - Secretary of the Meeting
(Mr. Nopporn Boonthanom) / Recorder of the Meeting

Signed - *Chinda Eiamsariyarak* - Recorder of the Meeting
(Miss Chinda Eiamsariyarak)