



Notice of the Annual General Meeting of Shareholders

No. 30/2025

Sansiri Public Company Limited

On Wednesday, 30 April 2025 at 14.00 hrs.

Meeting Type: Via Electronic Means (e-Meeting)

Pursuant to the Emergency Decree on Electronic Meeting B.E. 2563

Remarks:

1. Please follow Procedures for submitting a request before attending the meeting via electronic means (E-meeting) and proxy in the Enclosure 9
2. The conference system shall be available on 30 April 2024 from 13.00 hrs. onward.



(English Translation)

28 March 2025

Subject : Invitation to attend the Annual General Meeting of Shareholders No. 30/2025

To : All Shareholders of the Company

Enclosures : 1. A copy of Minutes of the Annual General Meeting of Shareholders No. 29/2024
2. Annual Report and the Board of Directors' Report for the year 2024 (Form 56-1 One Report), and Sustainability Report for the year 2024 (in form of QR Code)
3. Procedures for QR Code Download for documents regarding the General Meeting of Shareholders, Annual Report (Form 56-1 One Report) and the Sustainability Report for the year 2024
4. Definition of Independent Director of Sansiri Public Company Limited
5. Name list and biography of directors to be elected as directors to replace those retiring by rotation
6. Scope of Duties and Responsibilities of the Sub-Committee
7. Profiles of the proposed Auditors for the year 2025
8. Capital Increase Report Form (F53-4)
9. Procedures for submitting a request before attending the meeting via electronic means (e-Meeting) and proxy
10. Profiles of Independent Directors to be used with Proxy of Shareholders
11. Proxy Form (Form B. only)
12. Procedures for sending any query in advance
13. Articles of Association relevant to the meeting
14. Privacy Notice for the Shareholder's Meeting under the Personal Data Protection

The Board of Directors of Sansiri Public Company Limited has resolved that **the Annual General Meeting of Shareholders No. 30/2025 will be held via electronic means (e-Meeting) only, on 30 April 2025 at 14.00 hours**, by broadcasting live at Siri Campus Building, no. 59 Soi Rim Khlong Phra Khanong, Phra Khanong Nuea Sub-district, Vadhana District, Bangkok, under the laws on Electronic meetings.

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 2025 by announcing the criteria of such proposal on the Company's website during 1 December 2024 to 31 January 2025. For this meeting, there is no shareholders proposed matter to be included as an agenda item for the 2025 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. Therefore, the Board of Directors sets forth the following agenda items for consideration and approval:



Agenda 1. To consider and certify the Minutes of the Annual General Meeting of Shareholders No. 29/2024 held on 30 April 2024.

Background Information and Reason

The Annual General Meeting of Shareholders No. 29/2024 was held on 30 April 2024, and the minutes of the meeting has been recorded and submitted to the Stock Exchange of Thailand and the Ministry of Commerce within the timeframe prescribed by laws. It was also disclosed in the Company's website, www.sansiri.com. The minutes of said meeting is attached hereto ([Enclosure 1](#)).

Opinion of the Board

The Meeting should certify the Minutes of the Annual General Meeting of Shareholders No. 29/2024 held on 30 April 2024 which the Board of Directors has deemed it properly recorded.

Voting

Pursuant to the law, this matter requires affirmative resolution with a majority vote of the shareholders attending the meeting and having the right to vote.

Agenda 2. To consider and certify the Company's annual report and the board of directors' report of the work done for the period of 2024.

Background Information and Reason

The report of the work done for the period of 2024 are appeared in the Company's annual report (Form 56-1 One Report) and the board of directors' report ([Enclosure 2](#)) which had already been distributed to the shareholders as attached hereto.

Opinion of the Board

The Meeting should certify such Company's annual report (Form 56-1 One Report) and the board of directors' report of the work done for the period of 2024.

Voting

Pursuant to the law, this matter requires affirmative resolution with a majority vote of the shareholders attending the meeting and having the right to vote.

Agenda 3. To consider and approve the Company's balance sheets, profit and loss statements for the fiscal year 2024 ending 31 December 2024.

Background Information and Reason

According to the Section 112 of the Public Limited Companies Act B.E. 2535 and Article 39 of the Company's Articles of Association, which stipulate that the board of directors shall arrange for preparation of the balance sheet, profit and loss statements as of the end of the accounting period of the Company, and shall submit the same to the shareholders meeting at the Annual General Meeting to consider approving the balance sheet, profit and loss statements for the year ended 31 December 2024 as shown in the 2024 annual report (Form 56-1 One Report) ([Enclosure 2](#)), which have been audited by the Certified Public Account and had already been distributed to the shareholders as attached hereto.

The past balance sheets, profit and loss statements record is as below:

Items	Year 2024	Year 2023
Total Assets (Million Baht)	149,399	147,303
Total Liabilities (Million Baht)	100,409	99,895
Total Shareholders' Equity (Million Baht)	48,990	47,408
Total Revenue (Million Baht)	39,205	39,082
Net Profit (Million Baht)	5,253	6,060
Earnings per Share (Baht)	0.288	0.357
Book Value per Share (Baht)	2.82	2.79

Opinion of the Board

The Meeting should approve the balance sheets, profit and loss statements for the year ended 31 December 2024 which have been audited by the Certified Public Account.

Voting

Pursuant to the law, this matter requires affirmative resolution with a majority vote of the voting rights of shareholders who attend and have the right to vote in the meeting.

Agenda 4. To consider and approve the annual dividend payment for the operational results from 1 January 2024 to 31 December 2024.

Background Information and Reason

Under Section 116 of the Public Limited Companies Act B.E. 2535, and Article 42 of the Company's Article of Association, 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. At present, the legal reserve has fully been set aside.

Dividend Payment Policy

The Company has a policy to pay dividends to shareholders twice a year. The first dividend payment is paid as an interim dividend and the second dividend payment as an annual dividend. The total dividend paid each year will be approximately 50 percent of net profit (based on consolidated financial statement) after deduction of all reserves as required by laws and the Company's policies. However, such dividend payment may be subject to change as the Board of Directors deems appropriate by taken into consideration of the Company and its affiliates' cash flow and investment plans, including other necessity and appropriateness.

Dividend Payment for the Fiscal Year Ended 31 December 2024

The operational results in 2024 (from 1 January 2024 to 31 December 2024) shown that the Company had net profit only the part of Equity holders of the Company as appeared in the consolidated financial statement of the Company for the period ending 31 December 2024 in the amount of 5,253 Million Baht, and had no accumulated loss. Thus, the Company may consider paying out dividend to the shareholders under Section 115 of the Public Limited Companies Act B.E. 2535, and Article 41 of the Company's Article of Association. Therefore, the Company paid the annual dividend payment to the shareholders at the rate of 0.15 Baht (Fifteen Stang) per share, of which the Company paid an interim dividend at the rate of 0.07 Baht (Seven Stang) on 11 September 2024 and will pay the remaining dividend at the rate of 0.08 Baht (Eight Stang) per share to the shareholders, by setting the record date on 18 March 2025 to determine the list of shareholders who have the right to receive the dividend. The approved dividend will be paid to the shareholders on 20 May 2025, The Company shall pay the dividend from the net profit in the consolidated financial statements of the Company, which is in line with the Company's dividend payment policy as mentioned above.

The past payment record is as below:

Details of Dividend Payment	Year 2024 (Proposed year)	Year 2023
1. Net profit (consolidated financial statements)	5,253 Million Baht	6,060 Million Baht
2. Net profit after deduction of legal reserve	5,253 Million Baht	6,046 Million Baht
3. Number of Share		
- Interim dividend	17,252.2 million shares	16,462.6 million shares
- Final Dividend	17,392.2 million shares	16,711.4 million shares
4. Dividend paid per share	0.15 Baht per share	0.20 Baht per share
- Interim dividend	0.07 Baht per share	0.10 Baht per share
- Final Dividend	0.08 Baht per share	0.10 Baht per share
5. Amount of dividend payment		
- Interim dividend	1,207.6 Million Baht	1,646.2 Million Baht
- Final Dividend	1,391.3 Million Baht	1,671.1 Million Baht
Total dividend payment	2,599.0 Million Baht	3,317.4 Million Baht
6. Dividend Payout Ratio for the whole year per net profit (based on consolidated financial statements) after deduction of all reserves as required	49.4 %	54.8 %

Opinion of the Board

The Meeting should approve to pay dividend from operating results from 1 January 2024 to 31 December 2024 to the ordinary shareholders at the rate of 0.15 Baht (Fifteen Stang) per share, of which the Company paid interim dividend at the rate of 0.07 Baht (Seven Stang) on 11 September 2024 and will pay the remaining dividend at the rate of 0.08 Baht (Eight Stang) per share to the shareholders, by setting the record date on 18 March 2025 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 2025.

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

Voting

Pursuant to the law, this matter requires affirmative resolution with a majority vote of the voting rights of shareholders who attend and have the right to vote in the meeting.

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

Background Information and Reason

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. At present, the Company had twelve directors in total, therefore, there are four directors who have to retire by rotation this year. In this regard, 1 out of 4 directors who are due to retire by rotation are qualified as the independent director as prescribed in the definition of the independent director of the Company in which conforms with the minimum requirements of the Securities and Exchange Commission and the Stock Exchange of Thailand, is as detailed in [\(Enclosure 4\)](#) as attached hereto. The 4 directors who are due to retire by rotation are as follows:

- | | |
|------------------------------|----------------------------------|
| 1) Mr. Apichart Chutrakul | - Director (Authorized Director) |
| 2) Mr. Kittichai Raktakanit | - Independent Director |
| 3) Mr. Supakorn Vejajiva | - Director (Authorized Director) |
| 4) Mr. Poomipak Julmanichoti | - 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 2024 to 31 January 2025. For this meeting, there is no director nominee proposed by the shareholders.

Opinion of the Nomination and Compensation Committee

The Nomination and Compensation Committee undertook nomination procedures by considering the board composition and skill metrix together with the appropriateness of qualifications regarding knowledge, capability and experience of the four retired directors. It is of the view that the candidates hold the knowledgeable, expertise and experience, have adequately devoting their time and effort in performing the duties and being the leadership with full qualification required under the Public Limited Companies Act, without any prohibited characteristics, for election as directors of the Company, under the criteria of the Office of the Securities and Exchange Commission, the Stock Exchange of Thailand and other regulatory agencies. They have also never been an employee or partner of the external audit office appointed by the Company within the past 2 years. Therefore, the Nomination and Compensation Committee (by the members of the Nomination and Compensation Committee having no conflict of interest) has proposed to the Board of Directors that the four directors who have to retire by rotation should be re-elected to continue their office.

Opinion of the Board

The Board (exclusive of those with vested interests on this matter) has carefully considered and thoroughly screened in compliance with criteria and procedures and deems it appropriate to propose for approval at the the meeting of shareholders to re-elect the 4 directors who have to retire by rotation this year, namely Mr. Apichart Chutrakul, Mr. Kittichai Raktakanit, Mr. Supakorn Vejajiva and Mr. Poomipak Julmanichoti to retain office for another term.

The details of which are appeared in the name list and biography of directors to be elected as directors to replace those retiring by rotation, ([Enclosure 5](#)) as attached hereto.

In this regard, the Board of Directors deemed that the independent director, Mr. Kittichai Raktakanit, candidate also being capable of expressing their opinion independently in accordance with the relevant guidelines. Further, their ability, experience and skills could promote and be well support to the Company.

Voting

Pursuant to the law, this matter requires affirmative resolution with a majority vote of the shareholders attending the meeting and having the right to vote.

Agenda 6. To consider and approve the remuneration for the year 2025 to the Board of Directors and the Sub-Committees.

Background Information and Reason

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 which is in alignment with the directors' remuneration of comparable real estate as well as the appropriate for the scope of duties and responsibilities of the Board of Directors and the Audit Committee, it is proposed to determine the remuneration for the year 2025 to the Board of Directors, and Sub-Committee 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 2024), 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.

The past payment record for the remuneration is as below:

Meeting Allowance	Year 2025 (Proposed year)	Year 2024
Chairman of the Board	20,000 Baht / meeting	20,000 Baht / meeting
Directors	20,000 Baht / person / meeting	20,000 Baht / person / meeting

(1.2) Special Remuneration to non-executive directors

The Board of Directors by the recommendation of the Managements considered and had an opinion that, besides the contribution to the steady growth of the Company in the past several years from its Managements and employees, the non-executive directors also played an important role in creating the said growth. Therefore, it should propose at the meeting of shareholders to consider and determine the special remuneration for the year 2025 to seven non-executive directors with the total amount of 8.4 Million Baht.

The past payment record for the remuneration is as below:

Special Remuneration to non-executive directors	Year 2025 (Proposed year)	Year 2024
Mr. Jesadavat Priebjrivat	1,200,000 Baht	1,500,000 Baht
Mr. Thongchai Jira-alongkorn	1,200,000 Baht	1,500,000 Baht
Mr. Porntat Amatavivadhana	1,200,000 Baht	1,500,000 Baht
Mr. Kittichai Raktakanit	1,200,000 Baht	1,500,000 Baht
Mr. Vichaya Chatikavanij	1,200,000 Baht	1,500,000 Baht
Mr. Weeranant Chuensuwan	1,200,000 Baht	1,500,000 Baht
Mr. Pongsatorn Suksangium	1,200,000 Baht	500,000 Baht (Appointed to fulfill the vacant position on 26 October 2023)

(2) Others Benefits

Others Benefits	Year 2025 (Proposed year)	Year 2024
Chairman of the Board	-	-
Directors	-	-

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 2024).
- (2) The remuneration to the other Sub-Committees
It shall be paid in form of meeting allowance (at the same rate paid in year 2024).

The past payment record for the remuneration is as below:

Positon	Type of remuneration	Year 2025 (Proposed year)	Year 2024
Chairman of the Audit Committee	monthly remuneration	50,000 Baht / meeting	50,000 Baht / meeting
Member of the Audit Committee	monthly remuneration	30,000 Baht / person / meeting	30,000 Baht / person / meeting
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.

Others Benefits for the Sub-Committees	Year 2025 (Proposed year)	Year 2024
Chairman of the Sub-Committees	-	-
Member of the Sub-Committees	-	-

The Sub-Committee of the Company has the scope of duties and responsibilities as appeared in the [Enclosure 6](#) attached hereto.

In year 2024, the total remuneration of the Board of Directors was 2.38 Million Baht, the total remuneration of the Audit Committee was 1.68 Million Baht, the total remuneration of the Nomination and Compensation Committee was 160,000 Baht, the total remuneration of the Risk Management Committee was 240,000 Baht, the total remuneration of the Corporate Governance and Sustainability Committee was 200,000 Baht, and the special remuneration to non-executive directors was 9.5 Million Baht, details of the remuneration of each director are as shown in the 2024 annual report (Form 56-1 One Report) ([Enclosure 2](#)).

Opinion of the Board

The Meeting should approve the remuneration to the Board of Directors and the Sub-Committee of the Company as per details above which recommended by the Nomination and Compensation Committee.

Voting

Pursuant to the law, this matter requires affirmative resolution of not less than two-thirds of the total number of votes of shareholders attending the meeting.

Agenda 7. To consider and appoint the auditor and fix the auditing fee for the year 2025.

Background Information and Reason

Pursuant to Section 120 of the Public Limited Companies Act B.E. 2535 and the Article 36 of the Company's Articles of Association which state that every Annual General Meeting of Shareholders shall appoint auditor and fix the auditing fee. Therefore, it is necessary to appoint the auditor for the fiscal year ending 31 December 2025 and fix their auditing fee.

The Board of Directors has considered as proposed by the Audit Committee, it is considered appropriate for the meeting of shareholders to appoint EY Office Limited as the Company's auditor for the fiscal year ending 31 December 2025, considering that they are qualified under the regulations of the Office of Securities Exchange Commission, having expertise in auditing, and have shown satisfactory performance, details of Auditors are as shown in the profiles of the proposed auditors for the year 2025 ([Enclosure 7](#)). The name of auditors are as below:

Name of auditors	CPA Registration Number	Years of auditing for the Company
1. Mrs. Nummon Kerdmongkhonchai	8368	Never signed the Company's audited financial statements
2. Mrs. Gingkarn Atsawarangsalit	4496	Never signed the Company's audited financial statements
3. Miss Kirdsiri Kanjaaprakasit	6014	Never signed the Company's audited financial statements
4. Miss Naraya Srisukh	9188	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 auditing fee was set at 3,000,000 Baht (an increase from 2024 of 165,000 baht, or 5.82 percent). This amount excludes the non-audit fee, which the Company will pay based on the actual amount, the details of which are as follows:

The remuneration of the auditor	Year 2025 (Proposed year)	Year 2024
Audit Fee	3,000,000 Baht	2,835,000 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.

Opinion of the Board

The Meeting should appoint Mrs. Nummon Kerdmongkhonchai, holder of auditor's license No. 8368 or Mrs. Gingkarn Atsawarangsalit, holder of auditor's license No. 4496 or Miss Kirdsiri Kanjaaprakasit, holder of auditor's license No. 6014 or Miss Naraya Srisukhm holder of auditor's license No. 9188 of EY Office Limited as the Company's auditor with the auditing fee for the fiscal year ending 31 December 2025, by fixing the auditing fee in the amount of 3,000,000 Baht according to the proposal which had been appropriately recommended by the Audit Committee.

Voting

Pursuant to the law, this matter requires affirmative resolution with a majority vote of the shareholders attending the meeting and having the right to vote.

Agenda 8. To consider and approve the extension of the allotment of the newly issued ordinary shares in General Mandate

Background Information and Reason

The 2024 Annual General Meeting of Shareholders (No. 29/2024) held on 30 April 2024 had approved the allotment of the newly-issued ordinary shares of the Company to accommodate the capital increase in General Mandate through a private placement not exceeding 1,400,000,000 shares with the par value of 1.07 Baht. The allotment may be made in whole or in part by single multiple offerings. However, in year 2024 the Company has not issue and offer for sale of the said newly issued ordinary in general mandate through a private placement.

Therefore, the Board of Directors resolved to propose to the Annual General Meeting of Shareholders to consider and approve the extension of the allotment of newly-issued ordinary shares of the Company in General Mandate, in the amount of not exceeding 1,400,000,000 shares, to Private Placement, which will be due on the date of the 2025 Annual General Meeting of Shareholders. The details and conditions in relation to such allotment of the newly issued ordinary shares shall be in accordance with the resolutions approved by the 2024 Annual General Meeting of Shareholders, which was held on 30 April 2024 in all respects. The detail are shown in the capital increase report form (F53-4) ([Enclosure 8](#)).

Opinion of the Board

The Meeting should approve the extension of the allotment of newly-issued ordinary shares of the Company in General Mandate, in the amount of not exceeding 1,400,000,000 shares, to Private Placement, which will be due on the date of the 2025 Annual General Meeting of Shareholders. The details and conditions in relation to such allotment of the newly issued ordinary shares shall be in accordance with the resolutions approved by the 2024 Annual General Meeting of Shareholders, which was held on 30 April 2024 in all respects. In addition, authorized directors or 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.

Voting

Pursuant to the law, this matter requires affirmative resolution with a majority vote of the shareholders attending the meeting and having the right to vote.

Agenda 9. Other businesses (if any).

According to Section 105 of the Public Company Limited Act B.E. 2535, any shareholders of the Company may arise the additional agenda for consideration at a meeting of shareholders. However, they shall hold shares in aggregate amounting to not less than one-third of the total issued shares of the Company.

The Company will convene the Annual General Meeting of Shareholders No. 30/2025 via Electronic Means (e-Meeting) only (the Company has not arranged any meeting room) on Wednesday 30 April 2025, at 14.00 hours, which will be live broadcast from Siri Campus Building, no. 59 Soi Rim Klong Phra Khanong, Phra Khanong Nuea Sub-district, Vadhana District, Bangkok 10110 pursuant on Electronic Meeting (e-Meeting). All shareholders are cordially invited to attend the meeting via Electronic Means (e-Meeting). In which shareholders **must submit a request form to attend the Meeting** (“requesting form”) to verify their identity (Shareholders attend the Meeting) or show your intention in case you wish to appoint a proxy and attach relevant documents and evidences **within 28 April 2025, 17.00 hrs.** through:

- Click <https://siri.foqus.vc/registration/> or
- Scan QR Code



The Company recommends Shareholders and/or Proxy holder to study registration procedure together with a copy of documentation presented to proof of identity and proxy as detailed in [Enclosure 9](#).



The Company will verify your requesting form and evidence then reply to you via the e-mail provided to the Company.

- In case the documents are complete and approved

You will receive an e-mail with the details of the Weblink for joining the e-Meeting together with Username & Password and User manual of the e-Meeting system. In this regard, please carefully study such User manual that Quidlab has sent to you via e-mail.

- In case the documents are incomplete, incorrect or denied

You will receive an e-mail from the system to inform the reason. Please log in to the requesting system to submit the amended document file. ***In this regard, please submit the documents that need to be amended to the Company by 17.00 hrs. on 28 April 2025.***

The shareholders who cannot be present at the meeting, may appoint other person or an independent director of the Company to be the proxy, whose names and details as shown in the [Enclosure 10](#) so as to present and vote for you. The Company hereby encloses a proxy Form B as shown in the [Enclosure 11](#), which clearly specifies certain items and authority to be delegated to the proxy. Please fill out the box in front of the name of the person you wish to appoint as your proxy to attend the meeting and vote on your behalf, and sign your name in the proxy form. Alternatively, there are Proxy Form A, a general and simple proxy form, and Proxy Form C, applicable to foreign shareholders, with appointment of a custodian in Thailand. You may download proxy form either Proxy Form A. or Proxy Form B. or Proxy Form C. on the Company website at www.sansiri.com.

On the date of the 2025 Annual General Meeting of Shareholders via Electronic Means (e-Meeting), the Company will allow shareholders to register their attendance in the e-Meeting **from 13.00 hours**. In which shareholders can log in to e-Meeting system via weblink and fill the Username and the Password that shareholders have received via informed e-mail.

Should shareholders have any questions concerning the agenda items that may require clarification from our directors and management at the meeting, please submit your questions in advance now until 28 April 2025 to the email address CompanySecretary@sansiri.com as stated in [Enclosure 12](#) and the broadcast can still be viewed on the designated channels.

Yours sincerely,
Sansiri Public Company Limited

A handwritten signature in black ink, appearing to be "Apichart Chutrakul".

(Mr. Apichart Chutrakul)
Chairman of the Board

Remarks:

1. The Company has published the invitation letter in Thai and English version together with the Proxy Form A. or Proxy Form B. or Proxy Form C. on the Company's website since 28 March 2025 in which the shareholders can download at www.sansiri.com

2. On the Meeting date, if you face any technical difficulties about the e-Meeting system you can get in touch Quidlab Co., Ltd. as the service provider of electronic conferencing systems via telephone on +66(0)-2-013-4322 or +66(0)-800-087-616, via email: info@quidlab.com.



(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 |



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|----------------------------------|--|
| 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)
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Auditor present at the Meeting

Miss Pimjai Manitkajohnkit	CPA No. 4521, an auditor of EY Office Limited
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External lawyer present at the Meeting to inspect voting procedures

Miss Onjira Yomsin	Tarach Counselor Company Limited
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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 mutandis*.

(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 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)

**QR Code Downloading Procedures
for the documents regarding the Annual General Meeting of Shareholders,
the Annual Report (Form 56-1 One Report) and the Sustainability Report**

The Thailand Securities Depository Co., Ltd. (TSD) as a securities registrar under the Stock Exchange of Thailand (“SET”), has developed an electronic system which allows SET Listed Companies to send to the shareholders documents regarding the Annual General Meeting of Shareholders, the Annual Report (Form 56-1 One Report) and the Sustainability Report in the form of E-books accessible through QR Code, thus allow the shareholders to access the information conveniently.

Shareholders can download the aforementioned documents from the QR Code by following the steps below.

For iOS System

1. Turn on the mobile camera.
2. Focus the mobile camera to QR Code to scan it.
3. The notification will appear on top of the screen. Click on the notification to access documents regarding the meeting.

Remark: In case the notification does not appear on the screen of mobile phone, the QR Code can also 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 the QR Code with LINE application
→ Open LINE application and click on “Add friend”
→ Choose “QR Code”
→ Scan the QR Code
2. Focus the mobile camera to QR Code to scan it.



Definition of “Independent Director” of Sansiri Public Company Limited (the “Company”)

Independent director refers to a director whose qualifications are in line with the requirements of the Office of the Securities and Exchange Commission and the Stocks Exchange of Thailand, as follows:

1. Holds shares not exceeding 1% of the total shares with voting right of the Company, its parent company, subsidiaries, associates, major shareholders, and controlling parties of the Company, provided that the shares held by the related parties of such independent director shall be included.

2. Is not or has never been an executive director, employee, staff, advisor earning regular monthly salary, nor controlling parties of the Company, its parent company, subsidiaries, associates, same-level subsidiaries, major shareholders, or controlling parties of the Company [however, the said prohibited positions do not include where independent directors used to be a government official or as a consultant of a government agency which is a majority shareholder or controlling person position.]

3. Is not the person who has relationship by means of descent or legal registration under the status of father, mother, spouse, brothers and sisters, and children. The prohibitive persons also include spouses of daughters and sons of other director, management, major shareholders, controlling party or the person who is in the process of nomination to be the director, management or controlling party of the Company or its subsidiary.

4. Have no or never had business relationship with the Company, its parent company, subsidiaries, associates, major shareholders, or controlling parties of the Company in respect of holding the power which may cause the obstacle of the independent decision, including not being or never been the significant shareholder, or controlling parties of any person having business relationship with the Company, its parent company, subsidiaries, associates, major shareholders, or controlling parties of the Company

5. Is not or has never been the auditor of the Company, its parent company, subsidiaries, associates, major shareholders, or controlling parties of Company, and is not the significant shareholder, controlling parties, or partner of the auditing firm which employs such auditor of the Company, its parent company, subsidiaries, associates, major shareholders, or controlling parties of the Company.

6. Is not or has never been the professional service provider, including but not limited to legal service or financial advisor which received the service fee more than 2 million per year from the Company, its parent company, subsidiaries, associates, major shareholders, or controlling parties, and is not the significant shareholder, controlling parties, or partner of the above mentioned service firms.

7. Is not the director who is nominated to be the representative of directors of the Company, major shareholders, or any other shareholder related to the major shareholders.

8. Do not operate the same and competitive business with the business of the Company, or its subsidiaries, or is not a significant partner of the partnership, or is not an executive director, employee, staff, advisor who receives salary, nor holds share for more than 1% of the total shares with voting right of any other company which operates same and competitive business with the business of the Company, or its subsidiaries.

9. Is not any otherwise which is unable to have the independent opinion regarding the business operation of the Company.

After being appointed as the independent director in accordance with the conditions under the article (1) - (9), such independent director may be assigned by the board of directors to make decision in respect of collective decision on business operation of the Company, its parent company, subsidiaries, associates, same-level subsidiaries, major shareholders, or controlling parties of Company.

The definition of independent director of the Company is equal to the minimum requirement of the Securities and Exchange Commission and the Stock Exchange of Thailand.

Name list and biography of directors to be elected as directors to replace those retiring by rotation

Name – Surname : Mr. Apichart Chutrakul

Present Position : - Chairman of the Board of Director
 - Chairman of Investment Committee
 - Member of the Corporate Governance and Sustainability Committee
 - Authorised Director

Age : 64 Years

Nationality : Thai

Type of proposed director : Executive director (authorised director)



Nomination Criteria and Procedure : Being an existing director of the Company.

The Board of Directors has agreed with the proposal made by the Nomination and Compensation Committee which undertook nomination procedures by carefully considering appropriateness of qualifications, knowledge, capability and experience of the retired directors. It is of the view that the candidates are fully qualified, under the Public Limited Companies Act, without any prohibited characteristics, for election as directors of the Company, under the criteria of the Office of The Securities and Exchange Commission and other regulatory agencies.

Years of Directorship : 29 years 5 months (being a director of the Company as of 22 November 1995)
 (provided that he is re-elected: 32 years 5 months)

Education : Master of Business Administration, University of San Diego, United States
 : Bachelor of Science (B.S.), Finance, University of Utah, United States

Training/Director training programs held by the Thai Institute of Directors Association :

- Diploma, National Defence College, The Joint State - Private Sector Course (JSP) Class 23 (2010–2011)
- The Executive Programme in Energy Literacy for a Sustainable Future, TEA, Class 3 (2013)

• **5-year Past Experiences and/or Remarkable Positions** (As of 31 December 2024)

- **Position in other Listed Company:** Currently hold a position in 1 listed company

2023 - Present Director XSpring Capital Public Company Limited

- **Positions in Non-listed Company/Other Organizations** : Currently hold positions in 46 juristic persons and 3 organisations

2022	- Present	Lay Judge, Central Intellectual Property and International Trade Court
2021	- Present	Advisor to The Senior Inspector General Royal Thai Police
2021	- Present	Property Management Sub-committee, National Scout Organisation of Thailand
2024	- Present	Director Buraya Co., Ltd.
2024	- Present	Director Yossapak Co., Ltd.
2024	- Present	Director Nawiya Co., Ltd.
2023	- Present	Director Big Touch 2 Co., Ltd.
2023	- Present	Director S71 Property Co., Ltd.
2023	- Present	Director Ponlini Co., Ltd.
2023	- Present	Director Puwara Co., Ltd.
2023	- Present	Director Warrapinit Co., Ltd.
2022	- Present	Director Big Touch 3 Co., Ltd.
2022	- Present	Director Siri Four Holding Co., Ltd.
2020	- Present	Director Siripat Twelve Co., Ltd.
2020	- Present	Director Siripat Eleven Co., Ltd.
2020	- Present	Director Siripat Ten Co., Ltd.
2020	- Present	Director Siripat Nine Co., Ltd.
2020	- Present	Director Siripat Eight Co., Ltd.
2020	- Present	Director Sansiri Holding Twenty Three Co., Ltd.
2020	- Present	Director Sansiri Holding Seventeen Co., Ltd.
2020	- Present	Director Sansiri Holding Fourteen Co., Ltd.
2020	- Present	Director Sansiri Holding Twelve Co., Ltd.
2020	- Present	Director Sansiri Holding Eleven Co., Ltd.
2020	- Present	Director Sansiri Holding Six Co., Ltd.
2020	- Present	Director Sansiri Holding Five Co., Ltd.

2020	-	Present	Director	Sansiri Holding Three Co., Ltd.
2020	-	Present	Director	Sansiri Holding Two Co., Ltd.
2019	-	Present	Director	Siripat Seven Co., Ltd.
2019	-	Present	Director	Siripat Six Co., Ltd.
2019	-	Present	Director	Siri Smart Five Co., Ltd.
2018	-	Present	Director	Siripat Five Co., Ltd.
2018	-	Present	Director	Siri Smart Four Co., Ltd.
2018	-	Present	Director	Siri Smart Three Co., Ltd.
2017	-	Present	Director	Siri Smart One Co., Ltd.
2017	-	Present	Director	Siri Ventures Co., Ltd.
2017	-	Present	Director	Paranat Co., Ltd.
2017	-	Present	Director	Jirapas Realty Co., Ltd.
2016	-	Present	Director	Siriwattana Holding Co., Ltd.
2009	-	Present	Director	NED Management Co., Ltd.
2008	-	Present	Director	Plus Property Space Co., Ltd.
2006	-	Present	Director	Papanan Co., Ltd.
2006	-	Present	Director	Red Lotus Properties Co., Ltd.
2003	-	Present	Director	Arnawat Co., Ltd.
2003	-	Present	Director	Piwattana Co., Ltd.
2002	-	Present	Director	S.U.N. Management Co., Ltd.
2002	-	Present	Director	Sansiri China Co., Ltd.
2000	-	Present	Director	QT Lifestyle Co., Ltd.
1998	-	Present	Director	Plus Property Co., Ltd.
1990	-	Present	Director	Chanachai Co., Ltd.
2023	-	2024	Director	Nontiwat Co., Ltd.
2023	-	2024	Director	Ektanin Co., Ltd.

- In other organization that may cause any conflict of interests to the Company or having the same business nature which significantly competes with the business of Company
: none

• Shareholding in the Company	As of 1 January 2024	As of 31 December 2024	Change during the Year (+/-)
1) Director	326,900,000	216,900,000	(110,000,000)
2) Spouse	None	None	None
3) Underage Child	None	None	None

• Meeting Attendance in 2024 :

- Board of Directors	: 9 from 10 meetings
- Investment Committee	: 3 from 3 meetings
- Corporate Governance and Sustainability Committee	: 2 from 2 meetings
- 2024 Annual General Meeting of Shareholders	: 1 from 1 meeting

• Relationship with executive directors or major shareholders of the Company and Subsidiaries :
Cousin of Mr. Wanchak Buranasiri and Mr. Vichaya Chatikavanij

- Having the following interests in the Company, parent company, subsidiaries, affiliates or any legal entities that have Conflicts, at present or in the past 2 years**
 - Being a director who takes part in managing day-to-day operation, an employee, or an advisor who receives a regular salary or fee : No
 - Being a professional service provider (i.e., auditor, lawyer) : No
 - Having the significant business relations that may affect the ability to perform independently : No
 - Other : Never dishonesty committed an offence against property

Name – Surname : Mr. Kittichai Raktakanit

Present Position : - 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



Age : 64 years

Nationality : Thai

Type of proposed director : Independent director and Non-executive director

Nomination Criteria and Procedure : Being an existing director of the Company.

The Board of Directors has agreed with the proposal made by the Nomination and Compensation Committee which undertook nomination procedures by carefully considering appropriateness of qualifications, knowledge, capability and experience of the retired directors. It is of the view that the candidates are fully qualified, under the Public Limited Companies Act, without any prohibited characteristics, for election as directors of the Company, under the criteria of the Office of The Securities and Exchange Commission and other regulatory agencies.

Years of Directorship : 9 years 9 months (being a director of the Company as of 27 July 2015)
 (provided that he is re-elected: 12 years 9 months)

Education : Bachelor of Business Administration, Indiana State University, United States

Training/Director training programs held by the Thai Institute of Directors Association :

- Director Certification Programme (DCP)/2003
- Audit Committee Programme (ACP)/2005
- What directors need to know about digital assets? Class of 26/2022
- Advanced Audit Committee Programme (AACP)/2023
- The National Defence College (The Joint State-Private Sector Course 26)
- Training Project for Developing Senior Executives of Royal Thai Police (2024)
- Key concerns of Audit Committees – In the age of great transformation, 2024 by EY Office Company Limited

• **5-year Past Experiences and/or Remarkable Positions** (As of 31 December 2024)

- **Position in other Listed Company:** Currently hold positions in 2 listed companies

2019	-	Present	Independent Director	XSpring Capital Public Company Limited
			Member of Audit Committee	
			Member of Nominating and Compensation Committee	
			Member of Corporate Governance Committee	
2017	-	Present	Independent Director and Member of the Audit Committee	Inoue Rubber (Thailand) Public Company Limited

- **Positions in Non-listed Company/Other Organizations** : Currently hold positions in 4 Juristic Persons

2016	-	Present	Chairman	Loxley System Integrator Co., Ltd.
2016	-	Present	Director	Loxley Evolution Technology Co., Ltd.
2011	-	Present	Director and Chairman of Executive Board	L-Elevator & Engineering Co., Ltd.
2000	-	Present	Director	Filatex Planner Co., Ltd.

- **In other organization that may cause any conflict of interests to the Company or having the same business nature which significantly competes with the business of Company**
 : none

• Shareholding in the Company	As of 1 January 2024	As of 31 December 2024	Change during the Year (+/-)
1) Director	39,448	39,448	None
2) Spouse	None	None	None
3) Underage Child	None	None	None

• **Meeting Attendance in 2024 :**

- Board of Directors	: 9 from 10 meetings
- Corporate Governance and Sustainability Committee	: 2 from 2 meetings
- Audit Committee	: 6 from 6 meetings
- Nomination and Compensation Committee	: 2 from 2 meetings
- Risk Management Committee	: 2 from 2 meetings
- 2024 Annual General Meeting of Shareholders	: 1 from 1 meeting

• **Relationship with executive directors or major shareholders of the Company and Subsidiaries :**

None

• **Having the following interests in the Company, parent company, subsidiaries, affiliates or any legal entities that have Conflicts, at present or in the past 2 years**

- Being a director who takes part in managing day-to-day operation, an employee, or an advisor who receives a regular salary or fee : No
- Being a professional service provider (i.e., auditor, lawyer) : No
- Having the significant business relations that may affect the ability to perform independently : No
- Other : Never dishonestly committed an offence against property

Name – Surname : Mr. Supakorn Vejajiva

Present Position : - Director
- Member of the Investment Committee
- Authorised Director

Age : 57 years

Nationality : Thai



Type of proposed director : Executive director (authorised director)

Nomination Criteria and Procedure : Being an existing director of the Company.

The Board of Directors has agreed with the proposal made by the Nomination and Compensation Committee which undertook nomination procedures by carefully considering appropriateness of qualifications, knowledge, capability and experience of the retired directors. It is of the view that the candidates are fully qualified, under the Public Limited Companies Act, without any prohibited characteristics, for election as directors of the Company, under the criteria of the Office of The Securities and Exchange Commission and other regulatory agencies.

Years of Directorship : 6 years 11 months (being a director of the Company as of 28 May 2018)
(provided that he is re-elected: 9 years 11 months)

Education : Bachelor of Arts (Honours) International Relations, Cambridge University, United Kingdom

Training/Director training programs held by the Thai Institute of Directors Association : None

• **5-year Past Experiences and/or Remarkable Positions (As of 31 December 2024)**

- **Position in other Listed Company:** None

2006 - 2019 Director Bangkok Post Public Company Limited

- **Positions in Non-listed Company/Other Organizations :** Currently hold positions in 1 Juristic Persons
2017 - Present Director Standard International LLC.

- **In other organization that may cause any conflict of interests to the Company or having the same business nature which significantly competes with the business of Company**
: none

• Shareholding in the Company	As of 1 January 2024	As of 31 December 2024	Change during the Year (+/-)
1) Director	None	None	None
2) Spouse	None	None	None
3) Underage Child	None	None	None

- **Meeting Attendance in 2024** :
 - Board of Directors : 10 from 10 meetings
 - Investment Committee : 3 from 3 meetings
 - 2024 Annual General Meeting of Shareholders : 1 from 1 meeting
- **Relationship with executive directors or major shareholders of the Company and Subsidiaries** :
None
- **Having the following interests in the Company, parent company, subsidiaries, affiliates or any legal entities that have Conflicts, at present or in the past 2 years**
 - Being a director who takes part in managing day-to-day operation, an employee, or an advisor who receives a regular salary or fee : No
 - Being a professional service provider (i.e., auditor, lawyer) : No
 - Having the significant business relations that may affect the ability to perform independently : No
 - Other : Never dishonestly committed an offence against property

Name – Surname : Mr. Poomipak Julmanichoti

Present Position : - Director
 - Member of the Risk Management Committee
 - Member of the Executive Committee
 - Authorised Director

Age : 49 years

Nationality : Thai



Type of proposed director : Executive director (authorised director)

Nomination Criteria and Procedure : Being an existing director of the Company.

The Board of Directors has agreed with the proposal made by the Nomination and Compensation Committee which undertook nomination procedures by carefully considering appropriateness of qualifications, knowledge, capability and experience of the retired directors. It is of the view that the candidates are fully qualified, under the Public Limited Companies Act, without any prohibited characteristics, for election as directors of the Company, under the criteria of the Office of The Securities and Exchange Commission and other regulatory agencies.

Years of Directorship : 1 years 2 months (being a director of the Company as of 16 February 2024)
 (provided that he is re-elected: 4 years 2 months)

Education : Master of Business Administration (Corporate Finance), University of Miami, Coral Gables, Florida, United States
 : Bachelor of Business Administration (Finance and Banking), Chulalongkorn University

Training/Director training programs held by the Thai Institute of Directors Association :

- Director Accreditation Program (DAP) 223/2024
- Prevention and Supervision of Inappropriate Behaviors of Listed Companies, in collaboration with the Stock Exchange of Thailand and the Thai Institute of Directors (Thai IOD) Association, 2024

• **5-year Past Experiences and/or Remarkable Positions** (As of 31 December 2024)

- **Position in other Listed Company:** None

- **Positions in Non-listed Company/Other Organizations** : Currently hold positions in 7 Juristic Persons

2022	-	Present	Director	Big Touch 3 Co., Ltd.
2022	-	Present	Director	Siri Ventures Co., Ltd.
2022	-	Present	Director	Paranat Co., Ltd.
2020	-	Present	Director	Hugs Insurance Broker Co., Ltd.
2018	-	Present	Director	Siri Smart Four Co., Ltd.
2013	-	Present	Director	Plus Property Co., Ltd.
2013	-	Present	Director	QT Lifestyle Co., Ltd.

- **In other organization that may cause any conflict of interests to the Company or having the same business nature which significantly competes with the business of Company**

: none

Shareholding in the Company	As of 1 January 2024	As of 31 December 2024	Change during the Year (+/-)
1) Director	12,000,000	18,000,000	6,000,000
2) Spouse	None	None	None
3) Underage Child	None	None	None

• **Meeting Attendance in 2024** :

- Board of Directors : 8 from 9 meetings
(Newly appointed to fill the vacant position on 15 February 2024)
- Risk Management Committee : 2 from 2 meetings
- 2024 Annual General Meeting of Shareholders : 1 from 1 meeting

• **Relationship with executive directors or major shareholders of the Company and Subsidiaries :**

None

• **Having the following interests in the Company, parent company, subsidiaries, affiliates or any legal entities that have Conflicts, at present or in the past 2 years**

- Being a director who takes part in managing day-to-day operation, an employee, or an advisor who receives a regular salary or fee : No
- Being a professional service provider (i.e., auditor, lawyer) : No
- Having the significant business relations that may affect the ability to perform independently : No
- Other : Never dishonesty committed an offence against property

Scope of Duties and Responsibilities of the Sub-Committee

Audit Committee

Audit Committee constitute of 4 independent directors.

The Audit Committee of the Company has the scope of duties and responsibilities to the Board of Directors on the following matters:

(1) To review the Company's financial reporting process to ensure that it is accurate and adequate;

(2) To review the Company's internal control system and internal audit system to ensure that they are suitable and efficient, to determine an internal audit unit's independence, as well as to approve the appointment, transfer and dismissal of the chief of an internal audit unit;

(3) To review the Company's compliance with the law on securities and exchange, the Exchange's regulations, and the laws relating to the Company's business;

(4) To review and ensure that the company has duly complied with Anti-Corruption Policy and report it to the Board of Directors;

(5) To review and assess the Audit Committee charter on a regular basis. Propose changes in the charter for the Board of Directors' approval;

(6) To consider, select and nominate an independent person to be the Company's auditor, and to propose such person's remuneration, as well as to attend a non-management meeting with an auditor at least once a year;

(7) To review the Connected Transactions, or the transactions that may lead to conflicts of interests, to ensure that they are in compliance with the laws and the Exchange's regulations, and are reasonable and for the highest benefit of the Company;

(8) To prepare, and to disclose in the Company's annual report, an audit committee's report which must be signed by the audit committee's chairman and consist of at least the following information;

(a) An opinion on the accuracy, completeness and creditability of the Company's financial report,

(b) An opinion on the adequacy of the Company's internal control system,

(c) An opinion on the compliance with the law on securities and exchange, the Exchange's regulations, or the laws relating to the Company's business,

(d) An opinion on the suitability of an auditor,

(e) An opinion on the transactions that may lead to conflicts of interests,

(f) The number of the audit committee meetings, and the attendance of such meetings by each committee member,

(g) An opinion or overview comment received by the audit committee from its performance of duties in accordance with the charter, and

(h) Other transactions which, according to the audit committee's opinion, should be known to the shareholders and general investors, subject to the scope of duties and responsibilities assigned by the Company's board of directors; and

(9) To perform any other act as assigned by the Board of Directors, with an approval of the Audit Committee.

In its performance of duty as described above, the Audit Committee must be directly responsible to the Board of Directors, while the Board of Directors shall remain responsible to third parties for operations of the Company.

Nomination and Compensation Committee

Nomination and Compensation Committee constitute of at least three directors and more than half of them must be Independent Directors.

The Nomination and Compensation Committee of the Company has the scope of duties and responsibilities to the Board of Directors on the following matters:

Scope of Duties and Responsibilities of the Sub-Committee

(1) **Nomination;**

(a) Determine structure and composition of the Company's Board of Directors with regard to each director's qualification relating to skills, experiences and specialties that are suitable for the business and vision on a long term basis, as well as qualification as prescribed by laws and regulations of regulating agencies including the Office of the Securities and Exchange Commission, etc. Review current structure of the Board to ensure that it is suitable for the Company's strategic needs, and propose guidelines for improvement,

(b) Consider qualification of person who will serve as independent director, and ensure that such independence is in accord with the criteria as specified by the Office of the Securities and Exchange Commission at minimum,

(c) Establish policies, criteria and methods for the nomination of Company's Board of Directors, subcommittee, Chairman of Executive Board, managing director and senior executives,

(d) Recruit, select and nominate qualified person to replace director who vacates office by rotation and/or fill any vacant and/or additional position, and screen and verify name list of persons being nominated as directors, with related agencies, to ensure that they are not blacklisted or repealed from the name list that has been prepared by those agencies,

(e) Establish director development plan in order to enhance knowledge of existing and new directors on the Company's business, rules and duties of directors, regulations or laws relating to the Company's business, etc.

(f) Determine criteria and methods for performance assessment of the Company's Board of Directors, subcommittee, Chairman of Executive Board, managing director and senior executives, in order to propose for approval of the Company's Board of Directors' meeting,

(g) Establish Succession Plan for the preparedness of any successors in the event that the Chairman of Executive Board, managing director and senior executives retire or could not perform their duties for the continuity of the Company's administration,

(h) Other operations as assigned by the Company's Board of Directors relating to the nomination.

(2) **Determination of Remuneration;**

(a) Determine policies, formats and criteria on the determination of remuneration for the Company's directors, subcommittee, Chairman of Executive Board, managing director and senior executives, and review suitability of existing criteria in order to propose for approval of the Company's Board of Directors and/or shareholders' meeting, as the case may be,

(b) Determine suitable remuneration of each category including monetary or non-monetary remuneration on an individual basis in order to remunerate and motivate people who have been contributing to the Company's success by considering the suitability with duties and responsibilities, and procedures of other companies in the same industry, as well as the Company's overall operation, in order to propose for the Company's Board of Directors' consideration and approval of shareholders' meeting,

(c) Report policies, principles and rationales for the determination of remuneration for directors and executives in accordance with the Stock Exchange's requirements, by disclosing in the Company's Annual Information Form (Form 56-1) and annual report,

(d) Determine bonus and annual pay raise based on the Company's overall operation,

(e) Consider and grant approval in the event that the Company will allocate warrants to directors and executives and/or subsidiaries exceeding 5% of all warrants, and determine name list and number of warrants to be allocated to directors and employees exceeding 5%, provided that the laws, notifications and regulations relating to these matters shall be complied with,

(f) Consider and determine structure of salary and other benefits of the Company,

(g) Other operations as assigned by the Company's Board of Directors relating to the determination of remuneration as specified by the Company's Board of Directors.

Risk Management Committee

Scope of Duties and Responsibilities of the Sub-Committee

Risk Management Committee constitutes of at least three directors and one of them must be Independent Directors.

The Risk Management Committee of the Company has the scope of duties and responsibilities to the Board of Directors on the following matters:

- (1) Establish strategies, policies and framework for risk management, as well as risk management system, and establish risk management standards as guidelines for various units in the Company;
- (2) Acknowledge and offer feedback on the Company's direction on risk management;
- (3) Monitor, inspect, analyze and review action plan in accordance with risk management framework on a regular basis in order to respond to ongoing changes;
- (4) Review and offer feedback in order to minimize and manage risk in acceptable level;
- (5) Supervise to ensure that risk management measures are communicated and implemented throughout the organization, and support and promote timely and appropriate risk reporting;
- (6) Coordinate and exchange information with Audit Committee and internal auditing unit in the Company with regard to significant risks;
- (7) Other operations as assigned by the Company's Board of Directors relating to risk management.

Corporate Governance and Sustainability Committee

Corporate Governance Committee constitutes of at least three directors and more than half of them must be Independent Directors.

The Corporate Governance Committee of the Company has the scope of duties and responsibilities to the Board of Directors on the following matters:

- (1) Determine and review policies and criteria according to corporate governance principles, including requirements related to the business code of conduct as well as anti-corruption measures to apply such principles to use in formulating the Company's regulations in alignment with the principles of good corporate governance for directors, executives, and employees of the Company.
- (2) Supervise to prepare the Company's policies, goals, strategies, and framework for sustainable development operations and the Company's social, community, and environmental activities, along with giving opinions and offering advice related to such matters, including reviewing the implementation on corporate governance and sustainable development to present to the Board of Directors as appropriate.
- (3) Oversee policies and practices related to sustainable development and good corporate governance to be formulated according to rules consistent with international standards by covering the Company and/or its subsidiaries as appropriate as well as supervising and monitoring compliance with such policies and guidelines.
- (4) Supervise, review, suggest, give advice, promote and support to lead to compliance with good corporate governance principles and sustainable development, including creating understanding and participation of personnel at all levels of the Company in carrying out various actions to have practical results in the same direction.
- (5) Regularly review and update policies on good corporate governance and sustainable development to comply with the guidelines of the regulatory agencies to present and recommend to the Board of Directors.
- (6) Consider and approve the strategies, screening activities for society, community and environment according to the Company's policy to present to the Board of Directors, including monitoring the progress of the implementation of such activities.
- (7) Encourage the Board of Directors and employees to participate in the operation under the policies for society, community, and environment of the Company.
- (8) Follow up on the operating results on sustainable development and good corporate governance and report to the Board of Directors.

Scope of Duties and Responsibilities of the Sub-Committee

(9) The Corporate Governance and Sustainability Committee has the power to invite relevant people or those who are deemed appropriate to attend the meeting to clarify relevant matters.

(10) Evaluate the annual performance of the Corporate Governance and Sustainability Committee and report the evaluation results to the Board of Directors.

(11) Perform any other actions assigned by the Board of Directors about corporate governance and sustainable development, including social, community, and environmental activities.

Investment Committee

Investment Committee constitutes of directors or executives or independent consultants at least three persons.

The Investment Committee has the scope of duties and responsibilities to the Board of Directors on the following matters:

(1) To consider matters about the investment of Sansiri Public Company Limited and its subsidiaries with the authority to approve the investment and divestment both inside and outside the country in digital assets and/or high growth potential business (such as start-up business) and/or venture capital which conduct business and/or invest in the business related to Property Service Technologies, including business related to such business under the approved budget by the board of directors or authorized person assigned by the board of directors by taking the appropriate risk and asset allocation into account as well as the approval of other related investment matter of the Company and/or subsidiaries as per described above.

(2) To provide advices and recommendations to the management division and the board of directors on investment.

(3) To monitor and evaluate the performance the company's strategy implementation by considering the current business, variety restriction and the ability to expand business both inside and outside the country to be in line with the directions, goals and policies of the board of directors.

(4) To oversee, monitor and evaluate the projects approved for investment as well as report the progress of the investment to the board of directors.

(5) To perform other duties as assigned by the board of directors including to approve the operation of the company in matters relating to investment in the scope of authority assigned by the board of directors which will be periodically review.

(6) The investment committee has the authority to invite those who involved or those who deem appropriate to attend the meeting or to clarify the relevant matters.

Profiles of the proposed Auditors for the year 2025

(from EY Office Limited)

Auditor's Profile

Name	Mrs. Nummon Kerdmongkhonchai
Audit firm	EY Office Limited
CPA No.	8368
Years of service	Over 20 years
Position	Partner



Qualifications

- Certified Public Accountant (Thailand)
- Approved auditor of the Thai Securities and Exchange Commission and the Stock Exchange of Thailand
- A member of Investigation Subcommittee of the Federation of Accounting Professions

Education

- Bachelor's degree in Accounting, Thammasat University (2nd class honor)
- Master of Business Administration, Chulalongkorn University

Experience

- Providing audit services in a wide range of industries, including real estate, hotel, manufacturing and trading and service, for numerous large corporations in a variety of industries, comprising both SET-listed companies and multinational clients with cross-border businesses.
- Extensive experience in regular audits, internal control attestation, public offering and rendering of advisory services.

Conflicts of interest other than providing audit services to companies / subsidiaries / associated companies or juristic persons that may have conflicts may result in the inability to perform duties independently:

- None -

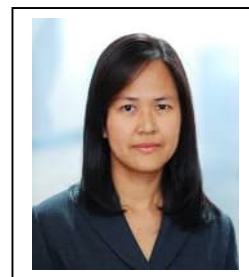
Record of illegal action

- None -

Contact information

Telephone 02 264 0777 / 02 264 9090
 Fax 02 264 0789-90
 Email nummon.kerdmongkhonchai@th.ey.com

Auditor's Profile



Name	Mrs. Gingkarn Atsawarangsalit
Audit firm	EY Office Limited
CPA No.	4496
Years of service	Over 30 years
Position	Partner

Qualifications

- Certified Public Accountant (Thailand)
- Approved auditor of the Thai Securities and Exchange Commission and the Stock Exchange of Thailand

Education

- Bachelor's degree in Accounting, Chulalongkorn University (2nd class honours)
- Master of Business Administration, Kasetsart University

Experience

- Serving audit clients in a wide range of industries, including retail, manufacturing, and telecommunications. Her clients include SET-listed companies and a large number of multinationals.
- She has extensive experience in regular audits, due diligence reviews, bond offerings and led specific projects of telecommunication
- Leading engagement for
 - Sarbanes-Oxley Act Section 404 implementation project
 - J-SOX internal control attestation procedures
 - IPO under Regulation S

Conflicts of interest other than providing audit services to companies / subsidiaries / associated companies or juristic persons that may have conflicts may result in the inability to perform duties independently:

- None -

Record of illegal action

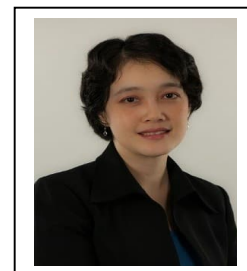
- None –

Contact information

Telephone	02 264 0777 / 02 264 9090
Fax	02 264 0789-90
Email	gingkarn.atsawarangsalit@th.ey.com

Auditor's Profile

Name	Ms. Kirdsiri Kanjanaprakasit
Audit firm	EY Office Limited
CPA No.	6014
Years of service	Over 20 years
Position	Partner



Qualifications

- Certified Public Accountant (Thailand)
- Approved auditor of the Thai Securities and Exchange Commission and the Stock Exchange of Thailand

Education

- Bachelor's degree in Accountancy, Kasetsart University
- Master's degree in Accountancy, Thammasat University

Experience

- Providing audit services in a wide range of industries, including real estate, manufacturing, securities and service businesses, for numerous large corporations in a variety of industries, comprising both SET-listed companies and multinational clients with cross-border businesses.
- Extensive experience in regular audits, internal control attestation, public offering and rendering of advisory services.

Conflicts of interest other than providing audit services to companies / subsidiaries / associated companies or juristic persons that may have conflicts may result in the inability to perform duties independently:

- None -

Record of illegal action

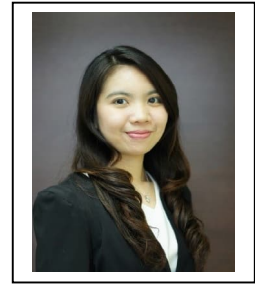
- None –

Contact information

Telephone	02 264 0777 / 02 264 9090
Fax	02 264 0789-90
Email	kirdsiri.kanjanaprakasit@th.ey.com

Auditor's Profile

Name	Ms. Naraya Srisukh
Audit firm	EY Office Limited
CPA No.	9188
Years of service	Over 20 years
Position	Partner



Qualifications

- Certified Public Accountant (Thailand)
- Approved auditor of the Thai Securities and Exchange Commission and the Stock Exchange of Thailand

Education

- Bachelor's degree in Accountancy, Chulalongkorn University (2nd class honor)
- Master of Business Accountancy, Chulalongkorn University

Experience

- Leading a wide range of audit assignments for numerous large corporations in a variety of industries, comprising both SET-listed companies and multinational clients with cross-border businesses. Her areas of expertise are aviation business, manufacturing, logistics, hotel and hospitality, trading and services business
- Extensive experience in regular audits, internal control attestation, public offering and rendering of advisory services.

Conflicts of interest other than providing audit services to companies / subsidiaries / associated companies or juristic persons that may have conflicts may result in the inability to perform duties independently:

- None -

Record of illegal action

- None -

Contact information

Telephone	02 264 0777 / 02 264 9090
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Email	naraya.srisukh@th.ey.com

(Translation)

(F 53-4)

Capital Increase Report Form
Sansiri Public Company Limited
28 February 2025

We, Sansiri Public Company Limited, hereby report on the resolution of Board of Directors Meeting No. 2/2025, held on 28 February 2025, regarding the extension of the allotment of the newly-issued ordinary shares in General Mandate to Private Placement, the details of which are as follows:

1. Capital Increase

The Board of Directors Meeting resolved to propose to the 2025 Annual General Meeting of Shareholders for consideration and approval of the extension of the allotment of the newly-issued ordinary shares in General Mandate as approved by the Annual General Meeting of Shareholders No.29/2024 held on 30 April 2024, with the following details:

Type of capital increase	Type of share	Number of shares (shares)	Par value (baht/share)	Total Value (baht)
☒ General mandate to Private Placement	Ordinary shares	1,400,000,000	1.07	1,498,000,000

2. Allotment of new shares under a General Mandate

2.1 Specifying the purpose of using the proceeds

- none -

2.2 General Mandate

Allotted to	Type of shares	Number of shares (shares)	Percent per paid-up registered capital	Note
Private Placement	Ordinary shares	Not exceeding 1,400,000,000	approximately 8.06 percent	Please see Note

Note

The Board of Directors' meeting resolved to propose to the 2025 Annual General Meeting of Shareholders to consider and approve the extension of the allotment of the newly-issued ordinary shares of the Company under General Mandate to Private Placement, which will be due on the date of the 2025 Annual General Meeting of Shareholders (AGM). The details and conditions in relation to such allotment of the newly issued ordinary shares shall be in accordance with the resolutions approved by the 2024 AGM, which was held on 30 April 2024 in all respects. The details of which are as follows:

To allot not exceeding 1,400,000,000 newly issued ordinary shares with a par value of Baht 1.07 per share (which represents approximately 8.06 percent of the Company's paid-up registered capital as of the date of the resolution by the Board of Directors' Meeting to increase the capital under a General Mandate) to Private Placement. The allotment may be made in whole or in part by single multiple offerings.

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.

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

Authorized directors or 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.

3. Setting the date of the general meeting of shareholders to approve the capital increase and the allotment of new shares

General Meeting of Shareholders No. 30/2025 will be held via electronic means on 30 April 2025 at 2:00 p.m. by broadcasting live at the Company's meeting room, Siri Campus Building, No. 59, Soi Rim Khlong Phra Khanong, Phra Khanong Nuea Sub-district, Wattana District, Bangkok 10110

- ☒ The recording date for the right to attend the shareholders meeting is scheduled for 18 March 2025.
- ☐ The book-closing date for the right to attend the shareholders meeting is onuntil the shareholders meeting is completed.

4. Approval of the capital increase and share allotment by the relevant governmental agencies and conditions thereto (if any)

- 4.1 The Company must obtain approval from the shareholders' meeting for the extension of the allotment of the Company's newly-issued ordinary shares in the amount not exceeding 1,400,000,000 shares, with a par value of Baht 1.07 per share, (approximately 8.06 percent of the Company's paid-up registered capital as of the date that the Board of Directors' meeting resolved to increase capital under a General Mandate) to Private Placement.
- 4.2 The Company must submit the application for the registration of the change in paid-up capital, including amendments to its Memorandum of Association to be in line with the capital increase to the Department of Business Development, Ministry of Commerce.
- 4.3 The Company must obtain approval from the SET's to list its newly issued ordinary shares resulting from the allotment of the Company's newly issued ordinary shares under the General Mandate to Private Placement as listed securities on the SET.

5. Objectives of the capital increase and plans to use the proceeds received from the capital increase

To prepare and strengthen its finance to ensure its financial flexibility to carry out future projects, to reserve fund for working capital.

6. Benefits which the Company will receive from the capital increase and share allotment

6.1 To increase the Company's capital to facilitate its operation, growth, and readiness for new projects in the future, and to increase the Company's revenue.

6.2 To repay some debt to financial institutions. This will reduce the Company's debts, interest, and related expenses, and reduce the debt-to-equity ratio.

7. Benefits which shareholders will receive from the capital increase/share allotment

7.1 The dividend policy

The dividends are paid to the shareholders twice per year. The first payment constitutes interim dividends and the second constitutes annual dividends. The total dividends paid each year is approximately 50 percent of the Company's net profit (as shown in the consolidated financial statement) after the deduction of all reserves as required by laws and the Company. However, the dividend payment is subject to change as the Company deems appropriate, with the Company considering its cash flow and investment burden and its affiliates, as well as other necessities.

7.2 The eligibility to receive dividends from the Company's business operation

After the person who allocated the newly issued ordinary shares successfully registers as the Company's shareholder, such person will entitle to receive dividends the same as the existing shareholders of the Company.

8. Other details necessary for shareholders to approve the capital increase/share allotment

The allotment of newly-issued ordinary shares in General Mandate to Private Placement may affect the Company's shareholders due to price dilution, earning per share dilution, and control dilution, as follows.

(1) Price dilution

The allotment of newly issued ordinary shares in General Mandate to Private Placement, in the amount not exceeding 1,400,000,000 shares, with a price of Baht 1.07 per share, which is the par value of the shares of the Company (based on the assumption that the offering price will not be lower than the par value of the shares of the Company and will not be lower than the market price of the shares of the Company), will not cause price dilution because this price is higher than the market price (without discount from the market price). The assumption of the market price before offering is Baht 1.651 per share, which is a weighted average market price for 15 consecutive business days prior to the date on which the director approved the allotment of newly issued ordinary shares to in General Mandate to Private Placement (from 6 February 2025 to 27 February 2025 - from www.set.or.th)

(2) Earning per share dilution or control dilution of existing shareholders

In case of the allotment of all newly-issued shares in General Mandate to Private Placement, totaling 1,400,000,000 shares, as of the date the Board of Directors meeting resolved to approve the allotment of newly issued ordinary shares in General Mandate to Private Placement, the Company has 17,378,021,291 issued shares, and it will dilute the earnings per share and the voting rights of the existing shareholders (control dilution) at the rate of 7.46 percent of the existing earnings per share and voting rights. The calculation is based on the number of underlying shares being offered, divided by the total sum of (1) the number of paid-up shares, and (2) the number of underlying shares that are being offered.

$$\frac{1,400,000,000}{(17,378,021,291 + 1,400,000,000)} = 7.46 \text{ percent}$$

9. Schedule of action if the board of directors passes a resolution approving the capital increase or allotment of new shares

No.	Procedures	Dates
1.	Board of Directors Meeting No. 2/2025	28 February 2025
2.	Determining the list of shareholders who have the right to attend the 2025 Annual General Meeting of Shareholders (Record date)	18 March 2025
3.	The 2025 Annual General Meeting of Shareholders	30 April 2025
4.	Registering the paid-up capital increase with the Department of Business Development, Ministry of Commerce	Within 14 days from the date on which the Company receives payment from the shares being offered under a General Mandate.
5.	Seeking permission from the SET to list the newly issued ordinary shares resulting from the allotment of the Company's newly issued ordinary shares under General Mandate to Private Placement as listed securities on the SET, after the newly issued shares are allotted	Within 30 days from the date of closing the subscription and the share price being paid

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

Signature..... Authorized Director
(Mr. Apichart Chutrakul)
Position Director

Signature..... Authorized Director
(Mr. Wanchak Buranasiri)
Position Director

Procedures for submitting a request to attend the meeting via electronic means (e-Meeting) and proxy

The Company has assigned Quidlab Co., Ltd. (“Quidlab”) as the service provider of electronic conferencing systems (“e-Meeting”), which such meeting system has been certified by the Electronic Transactions Development Agency and supports all devices, including computer, laptop, tablet and smartphone without requiring any program installation to access the meeting and cast votes.

**Shareholders or proxies who wish to attend the electronic meeting (e-Meeting)
Please proceed to notify your intention to attend the meeting
from 1 April 2025 to 28 April 2025 by 17.00 hrs. according to the following steps:**

1. Steps for requesting Username & Password to attend the e-Meeting:

- 1) Submit a request form to attend the Meeting (“requesting form”) through:
 - Click <https://siri.foqus.vc/registration/> or
 - Scan QR Code



2) Once the shareholder or the proxy holder access the system, please fill in the following information:

- Shareholder registration number (appeared in the Notice of the shareholders' meeting you received from TSD)
- ID card number / Passport number (for foreigner) / Corporate registration number
- Email address that you wish to use for receiving the username & password for attending the e-Meeting
- An available telephone number of the meeting attendee (in case the Company needs to contact you)

3) Please attach a certified true copy signature of evidence showing the right to attend the meeting of shareholder or proxy holder (as the case may be) (details under section 3. Required Documents for Attending the shareholders' meeting). Only JPG, PNG, GIF and PDF files are allowed. Each document file must not exceed 5 MB and a maximum of 5 files per submission.

4) Once you have completed filling in the information and clicked the submit button;

if the submission is successful

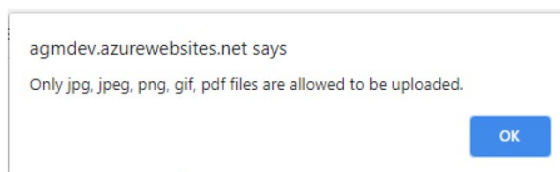
The screen will appear indicating that the documents have been successfully submitted as follows:



(You will receive an e-mail confirming successful document submission and that it is under verification)

If the submission is not successful

The screen will show the reason why the documents did not pass. Please contact Quidlab at:
Tel. 02-013-4322 or 080-008-7616 or
e-mail info@quidlab.com



2. Approving of requesting form and evidence showing the right to attend the AGM

The Company will verify your requesting form and evidence then reply to you via the e-mail provided to the Company.

- In case the documents are complete and approved

You will receive an e-mail with the details of the Weblink for joining the e-Meeting together with Username & Password and User manual of the e-Meeting system. In this regard, please carefully study such User manual that Quidlab has sent to you via e-mail.

- In case the documents are incomplete, incorrect or denied

You will receive an e-mail from the system to inform the reason. Please log in to the requesting system to submit the amended document file. **In this regard, please submit the documents that need to be amended to the Company by 17.00 hrs. on 28 April 2025.**

In case the submitted documents are incomplete, incorrect or incompliance with the requirements stated herein, the Company reserves the right to reject the registration.

*** If you did not receive the e-mail by 12.00 hrs. on 29 April 2025, please contact Quidlab as the service provider of electronic conferencing systems (“e-Meeting”), Tel. 02-013-4322 or 080-008-7616 or e-mail : info@quidlab.com.**

3. Required Documents for Attending the AGM

Natural Person

1) Self-attending via electronic means (e-Meeting)

Certified true copy of identification card or governmental identification card or driving license or passport (for foreign shareholders). In case of a change of name-surname, supporting documents are required.

2) Proxy

2.1) Shall use only one type of Proxy Form (the Company disseminated only Proxy Form B for every shareholder), while shareholders can also download Proxy Form A or Form B, at www.sansiri.com). Clearly filled in and signed by the shareholders and the proxy.

2.2) Certified true copy of identification card or governmental identification card or driving license or passport (for foreign shareholders) of shareholders. In case of a change of name-surname, supporting documents are required.

2.3) Certified true copy of identification card or governmental identification card or driving license or passport (for foreign shareholders) of the proxy holder. In case of a change of name-surname, supporting documents are required.

Juristic Person

1) In the case of the Proxy with Thai nationality

1.1) Shall use only one type of Proxy Form (the Company disseminated only Proxy Form B for every shareholder), while shareholders can also download Proxy Form A or Form B, at www.sansiri.com). Clearly filled in and signed by the shareholders representative and the proxy.

1.2) Certified true copy of the shareholder’s affidavit (not older than one year) by the shareholders representative (authorized director) with a statement affirming the authority to act on behalf of the juristic person shareholder.

1.3) Certified true copy of identification card or governmental identification card or driving license or passport (for foreign shareholders) of the authorized person of the juristic person shareholder (authorized director). In case of a change of name-surname, supporting documents are required.

1.4) Certified true copy of identification card or governmental identification card or driving license or passport (for foreign shareholders) of the proxy. In case of a change of name-surname, supporting documents are required.

2) Custodian in Thailand authorized to act on behalf of foreign investors as a depositary and administrator of shares

2.1) Proxy Form C. (download at www.sansiri.com) which completely filled with all requested information and signed by both Proxy Grantor and Proxy Holder.

2.2) Required documents are the same as specified for a juristic person under Clause 1.

2.3) In case foreign investors authorize the Custodian to sign the Proxy Form on their behalf, additional documents are required as follows:

(1) Power of Attorney from foreign investors granting the Custodian authority to sign the Proxy Form on their behalf and certified by the Proxy Grantor.

(2) Copy of Custodian letter certifying that the person signing the Proxy Form on behalf of foreign investors is licensed to operate Custodian business. Together with certified true copy of Power of Attorney of the Custodian authorizing the juristic person representative (authorized director) or the authorized management or employees of the Custodian to grant proxy by Proxy Grantor.

➤ Other Criteria for Appointment of Proxy

Shareholders should consider the details of the meeting agenda before deciding to appoint a proxy.

- If a shareholders prefer to appoint the Company's Independent Director to be the Proxy Holder, please appoint only one of them:

- | | |
|--|---|
| 1) Mr. Jessadavat Priebjariyavat <u>or</u> | 2) Mr. Porntat Amatavivadhana <u>or</u> |
| 3) Mr. Kittichai Raktakanit <u>t or</u> | 4) Mr. Weeranant Chuensuwan <u>or</u> |
| 5) Mr. Pongsatorn Suksangium | |

(Details as appear in the "Profiles of independent directors to be used with proxy of shareholders" attached to the notice of the annual general meeting of shareholders.

- In case of sub-attorney, all complete copies of Power of Attorney having power to appoint the sub-attorney, including a copy of documentation presented to proof of identity of empowering person, which are duly certified are required by the Proxy Grantor.

- In case any documents are produced or executed outside Thailand, such documents should be notarized by a notary public or similar authority under the laws of each country, and the Thai Embassy or the Thai Consulate or an officer assigned to act on behalf.

- In case the original documents are not in English, the English translation shall be required and certified by the shareholders or the juristic person representative (authorized director) or the authorized management or employees of the Custodian.

- In case Shareholders deceased, the administrator of the deceased's estate attending the Meeting in person or in absentia. The aforementioned person shall certify and submit a copy of court order with regards to an appointment of administrator of the deceased's estate as additional evidence.

- In case Shareholders are minor, their father, mother or guardians attending the meeting in person or in absentia. The aforementioned persons shall certify and submit a copy of house registration of their minors certified true copy by father, mother or guardian or a copy of court order with regards to an appointment of guardian (whether the case may be) as additional evidence.

- In case Shareholders are incompetent person or quasi-incompetent persons, the guardian or curator attending the meeting in person or in absentia. The aforementioned persons shall certify and submit a copy of court order with regards to an appointment of guardian or curator as additional evidence.

- Shareholders are not allowed to allocate shares to several Proxies in order to vote at the meeting. The shareholders shall authorize only one Proxy to cast the votes by all the shares held by such Shareholders. Authorization of less than the total number of shares is prohibited, except for the Custodian appointed by the Foreign Investor in accordance with Proxy Form C.

- Affix the 20 Baht stamp duty and specify the date of Proxy Form across such duty stamp for correctness and legal binding.

4. Logging in to the Quidlab system to attend the e-Meeting on the date of the AGM

- 1) On the date of the AGM, the shareholders or the proxy holder can register to attend the e-Meeting on 30 April 2025, from 13.00 hrs. onwards. The 2025AGM will begin livestreaming at 14.00 hrs.
- 2) Documents related to the shareholders' meeting and the user manual for the e-Meeting system can be downloaded from the Company's website www.sansiri.com under the Investor Relations section.
- 3) On the Meeting date, If the shareholder has any technical difficulty accessing the e-Meeting system, either before or during the meeting, please contact Quidlab;
 - Tel. 02-013-4322 or 080-008-7616
 - e-mail : info@quidlab.com

5. Contacting the Company Secretary Office

- Tel. 02-027-7888 ext. 1076 or 1078
- e-mail : CompanySecretary@sansiri.com

6. Quidlab e-Meeting User Manual (on the date of the AGM)

Scan QR Code



Profiles of Independent Directors to be used with Proxy of Shareholders

1. Mr. Jesadavat Priebjrivat (Age 68 years)

Current Position: Director (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 /

Address: Sansiri Public Company Limited, No. 59 Soi Rim Khlong Phra Khanong,
Phra Khanong Nuea Sub-district, Vadhana District, Bangkok 10110

Major Conflicts:

Having no major conflicts in any agenda proposed in this annual general meeting of shareholders except the agenda item 6: "To consider and approve the remuneration for the year 2025 to the Board of Directors and the Sub-Committees."

Conflict of interest applicable to other Directors : -No-



2. Mr. Porntat Amatavivadhana (Age 56 years)

Current Position: Director (Independent Director) /
Member of the Nomination and Compensation Committee /
Member of the Corporate Governance and Sustainability Committee /

Address: Sansiri Public Company Limited, No. 59 Soi Rim Khlong Phra Khanong,
Phra Khanong Nuea Sub-district, Vadhana District, Bangkok 10110

Major Conflicts :

Having no major conflicts in any agenda proposed in this annual general meeting of shareholders except the agenda item 6: "To consider and approve the remuneration for the year 2025 to the Board of Directors and the Sub-Committees."

Conflict of interest applicable to other Directors : -No-



3. Mr. Kittichai Raktakanit (Age 64 years)

Current Position: Director (Independent Director) /
Chairman of the Corporate Governance and Sustainability Committee /
Member of the Audit Committee /
Members of the Nomination and Compensation Committee /
Member of the Risk Management Committee

Address: Sansiri Public Company Limited, No. 59 Soi Rim Khlong Phra Khanong,
Phra Khanong Nuea Sub-district, Vadhana District, Bangkok 10110

Major Conflicts :

Having no major conflicts in any agenda proposed in this annual general meeting of shareholders except the agenda item 6: "To consider and approve the remuneration for the year 2025 to the Board of Directors and the Sub-Committees."

Conflict of interest applicable to other Directors : -No-



Profiles of Independent Directors to be used with Proxy of Shareholders

4. Mr. Weeranant Chuensuwan (Age 65 years)

Current Position: Director (Independent Director) /
Member of the Audit Committee /
Member of the Corporate Governance and Sustainability Committee

Address: Sansiri Public Company Limited, No. 59 Soi Rim Khlong Phra Khanong,
Phra Khanong Nuea Sub-district, Vadhana District, Bangkok 10110

Major Conflicts :

Having no major conflicts in any agenda proposed in this annual general meeting of shareholders except the agenda item 6: "To consider and approve the remuneration for the year 2025 to the Board of Directors and the Sub-Committees."

Conflict of interest applicable to other Directors : -No-



5. Mr. Pongsatorn Suksangium (Age 60 years)

Current Position: Director (Independent Director) /
Member of the Audit Committee /
Member of the Risk Management Committee

Address: Sansiri Public Company Limited, No. 59 Soi Rim Khlong Phra Khanong,
Phra Khanong Nuea Sub-district, Vadhana District, Bangkok 10110

Major Conflicts :

Having no major conflicts in any agenda proposed in this annual general meeting of shareholders except the agenda item 6: "To consider and approve the remuneration for the year 2025 to the Board of Directors and the Sub-Committees."

Conflict of interest applicable to other Directors : -No-



Remark :

Those independent directors who are granted proxies shall refrain from voting in such agenda item (unless shareholders clearly define their votes in the proxy B or C.)

หนังสือมอบฉันทะ (แบบ ข.)
Proxy (Form B.)

เขียนที่ _____
Written at

วันที่ _____ เดือน _____ พ.ศ. _____
Date Month Year

(1) ข้าพเจ้า _____ สัญชาติ _____ ไทย
I/We _____ nationality
อยู่บ้านเลขที่ _____
Address

(2) เป็นผู้ถือหุ้นของ บริษัท แสนสิริ จำกัด (มหาชน) (“บริษัท”)
being a shareholder of Sansiri Public Company Limited (“The Company”)

โดยถือหุ้นจำนวนทั้งสิ้นรวม _____ หุ้น และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง ดังนี้
holding the total amount of _____ shares and having the right to vote equals to votes as follows:
☐ หุ้นสามัญ _____ หุ้น ออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
ordinary share _____ shares and having the right to vote equals to _____ votes
☐ หุ้นบุริมสิทธิ _____ หุ้น ออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
preference share _____ shares and having the right to vote equals to _____ votes

(3) ขอมอบฉันทะให้ (ผู้ถือหุ้นสามารถมอบฉันทะให้กรรมการอิสระของบริษัทก็ได้)
Hereby appoint to (The shareholder may appoint an independent director of the Company to be the proxy)

- ☐ ชื่อ _____ อายุ _____ ปี อยู่บ้านเลขที่ _____
Name _____ age _____ years, residing at _____
ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____
Road _____ Tambol/Khwaeng _____ Amphur/Khet _____
จังหวัด _____ รหัสไปรษณีย์ _____ หรือ
Province _____ Postal Code _____ or
☐ ชื่อ นายเจษฎาวัฒน์ เปรียบจริยวัฒน์ อายุ 68 ปี อยู่บ้านเลขที่ 59 บมจ. แสนสิริ
Name Mr. Jesadavat Priebjrivat age 68 years, residing at 59, Sansiri PCL.
ถนน - ตำบล/แขวง พระโขนงเหนือ อำเภอ/เขต วัฒนา
Road _____ Tambol/Khwaeng Phra Khanong Nuea Amphur/Khet Vadhana
จังหวัด กรุงเทพมหานคร รหัสไปรษณีย์ 10110 หรือ
Province Bangkok Postal Code _____ or
☐ ชื่อ นายพรทนต์ อมตวิวัฒน์ อายุ 56 ปี อยู่บ้านเลขที่ 59 บมจ. แสนสิริ
Name Mr. Porntat Amatavivadhana age 56 years, residing at 59, Sansiri PCL.
ถนน - ตำบล/แขวง พระโขนงเหนือ อำเภอ/เขต วัฒนา
Road _____ Tambol/Khwaeng Phra Khanong Nuea Amphur/Khet Vadhana
จังหวัด กรุงเทพมหานคร รหัสไปรษณีย์ 10110 หรือ
Province Bangkok Postal Code _____ or
☐ ชื่อ นายกิตติชัย รักษะกนิษฐ์ อายุ 64 ปี อยู่บ้านเลขที่ 59 บมจ. แสนสิริ
Name Mr. Kittichai Raktakanit age 64 years, residing at 59, Sansiri PCL.
ถนน - ตำบล/แขวง พระโขนงเหนือ อำเภอ/เขต วัฒนา
Road _____ Tambol/Khwaeng Phra Khanong Nuea Amphur/Khet Vadhana
จังหวัด กรุงเทพมหานคร รหัสไปรษณีย์ 10110 หรือ
Province Bangkok Postal Code _____ or
☐ ชื่อ นายวีระนันท์ ชื่นสุวรรณ อายุ 65 ปี อยู่บ้านเลขที่ 59 บมจ. แสนสิริ
Name Mr. Weeranant Chuensuwan age 65 years, residing at 59, Sansiri PCL.
ถนน - ตำบล/แขวง พระโขนงเหนือ อำเภอ/เขต วัฒนา
Road _____ Tambol/Khwaeng Phra Khanong Nuea Amphur/Khet Vadhana
จังหวัด กรุงเทพมหานคร รหัสไปรษณีย์ 10110 หรือ
Province Bangkok Postal Code _____ or
☐ ชื่อ นายพงศธร สุขเสงี่ยม อายุ 60 ปี อยู่บ้านเลขที่ 59 บมจ. แสนสิริ
Name Mr. Pongsatorn Suksangium age 60 years, residing at 59, Sansiri PCL.
ถนน - ตำบล/แขวง พระโขนงเหนือ อำเภอ/เขต วัฒนา
Road _____ Tambol/Khwaeng Phra Khanong Nuea Amphur/Khet Vadhana
จังหวัด กรุงเทพมหานคร รหัสไปรษณีย์ 10110 หรือ
Province Bangkok Postal Code _____ or

☐	ชื่อ _____	อายุ _____	ปี อยู่บ้านเลขที่ _____
	Name _____	age _____	years, residing at _____
	ถนน _____ ตำบล/แขวง _____		อำเภอ/เขต _____
	Road _____ Tambol/Khwaeng _____		Amphur/Khet _____
	จังหวัด _____ รหัสไปรษณีย์ _____		หรือ _____
	Province _____ Postal Code _____		or _____
☐	ชื่อ _____	อายุ _____	ปี อยู่บ้านเลขที่ _____
	Name _____	age _____	years, residing at _____
	ถนน _____ ตำบล/แขวง _____		อำเภอ/เขต _____
	Road _____ Tambol/Khwaeng _____		Amphur/Khet _____
	จังหวัด _____ รหัสไปรษณีย์ _____		
	Province _____ Postal Code _____		

คนใดคนหนึ่งเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมสามัญผู้ถือหุ้น ครั้งที่ 30/2568 ผ่านสื่ออิเล็กทรอนิกส์ (E-meeting) เพียงแบบเดียวเท่านั้น ในวันที่ 30 เมษายน 2568 เวลา 14.00 น. โดยถ่ายทอดสด ณ อาคาร สิริ แคมปัส เลขที่ 59 ซอยริมคลองพระโขนง แขวงพระโขนงเหนือ เขตวัฒนา กรุงเทพมหานคร 10110 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Only one of them as my/our proxy to attend and vote on my/our behalf at the meeting of **the Annual General Meeting of Shareholders No. 30/2025, which will be convened via electronic means (E-meeting) format only** on 30 April 2025 at 14.00 hours., by broadcasting live at Siri Campus Building, no. 59 Soi Rim Khlong Phra Khanong, Phra Khanong Nuea Sub-district, Vadhana district, Bangkok 10110, or such other date, time and place as the meeting may be adjourned.

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้
I / We hereby appoint the proxy to vote for me / us in this meeting as follows:

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The proxy shall consider and vote on behalf of myself / ourselves as it may be deemed appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The proxy shall vote for me / us in accordance with my / our intention as follows:

วาระที่ 1 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้น ครั้งที่ 29/2567
ซึ่งจัดขึ้นเมื่อวันที่ 30 เมษายน 2567

Agenda No. 1 To consider and certify the Minutes of the Annual General Meeting of Shareholders No. 29/2024 held on 30 April 2024.

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The proxy shall consider and vote on behalf of myself / ourselves as it may be deemed appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The proxy shall vote for me / us in accordance with my / our intention as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| ☐ เห็นด้วย | ☐ ไม่เห็นด้วย | ☐ งดออกเสียง |
| Approve | Disapprove | Abstain |

วาระที่ 2 พิจารณารับรองรายงานประจำปี รายงานประจำปีของคณะกรรมการบริษัท
และผลการดำเนินงานประจำปี 2567

Agenda No. 2 To consider and certify the Company's annual report and the board of directors' report of the work done for the period of 2024.

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The proxy shall consider and vote on behalf of myself / ourselves as it may be deemed appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The proxy shall vote for me / us in accordance with my / our intention as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| ☐ เห็นด้วย | ☐ ไม่เห็นด้วย | ☐ งดออกเสียง |
| Approve | Disapprove | Abstain |

วาระที่ 3 พิจารณานอญมติงบดุลและงบกำไรขาดทุนซึ่งผ่านการตรวจสอบจากผู้สอบบัญชีของบริษัท
ประจำปีบัญชี 2567 สิ้นสุดวันที่ 31 ธันวาคม 2567

**Agenda No. 3 To consider and approve the Company's balance sheets, profit and loss statements
for the fiscal year 2024 ending 31 December 2024.**

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The proxy shall consider and vote on behalf of myself / ourselves as it may be deemed appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The proxy shall vote for me / us in accordance with my / our intention as follows:
- | | | |
|--|--|--|
| ☐ เห็นด้วย
Approve | ☐ ไม่เห็นด้วย
Disapprove | ☐ งดออกเสียง
Abstain |
|--|--|--|

วาระที่ 4 พิจารณานอญมติการจ่ายเงินปันผลประจำปีสำหรับผลการดำเนินงาน ตั้งแต่วันที่ 1 มกราคม 2567
ถึงวันที่ 31 ธันวาคม 2567

**Agenda No. 4 To consider and approve the annual dividend payment for the operational results from 1 January 2024
to 31 December 2024.**

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The proxy shall consider and vote on behalf of myself / ourselves as it may be deemed appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The proxy shall vote for me / us in accordance with my / our intention as follows:
- | | | |
|--|--|--|
| ☐ เห็นด้วย
Approve | ☐ ไม่เห็นด้วย
Disapprove | ☐ งดออกเสียง
Abstain |
|--|--|--|

วาระที่ 5 พิจารณาเลือกตั้งกรรมการแทนกรรมการที่ออกจากตำแหน่งตามวาระ

Agenda No. 5 To consider and elect the directors in replacement of those retiring by rotation.

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The proxy shall consider and vote on behalf of myself / ourselves as it may be deemed appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The proxy shall vote for me / us in accordance with my / our intention as follows:
- ☐ การแต่งตั้งกรรมการทั้งชุด
To elect directors as a whole
- | | | |
|--|--|--|
| ☐ เห็นด้วย
Approve | ☐ ไม่เห็นด้วย
Disapprove | ☐ งดออกเสียง
Abstain |
|--|--|--|
- ☐ การแต่งตั้งกรรมการเป็นรายบุคคล ดังนี้
To elect each director individually as follows:
- 5.1 นายอภิชาติ จูตระกูล (Mr. Apichart Chutrakul)
- | | | |
|--|--|--|
| ☐ เห็นด้วย
Approve | ☐ ไม่เห็นด้วย
Disapprove | ☐ งดออกเสียง
Abstain |
|--|--|--|
- 5.2 นายกิตติชัย รักตะกนิษฐ (Mr. Kittichai Raktakanit)
- | | | |
|--|--|--|
| ☐ เห็นด้วย
Approve | ☐ ไม่เห็นด้วย
Disapprove | ☐ งดออกเสียง
Abstain |
|--|--|--|
- 5.3 นายศุภกรณ์ เวชชาชีวะ (Mr. Supakorn Vejajiva)
- | | | |
|--|--|--|
| ☐ เห็นด้วย
Approve | ☐ ไม่เห็นด้วย
Disapprove | ☐ งดออกเสียง
Abstain |
|--|--|--|
- 5.4 นายภูมิภักดิ์ จุลมณีโชติ (Mr. Poomipak Julmanichoti)
- | | | |
|--|--|--|
| ☐ เห็นด้วย
Approve | ☐ ไม่เห็นด้วย
Disapprove | ☐ งดออกเสียง
Abstain |
|--|--|--|

วาระที่ 6 พิจารณาอนุมัติการกำหนดค่าตอบแทนให้แก่คณะกรรมการบริษัท และ
ค่าตอบแทนสำหรับคณะกรรมการชุดย่อยของบริษัท ประจำปี 2568

Agenda No. 6 To consider and approve the remuneration for the year 2025 to the Board of Directors and the Sub-Committees.

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The proxy shall consider and vote on behalf of myself / ourselves as it may be deemed appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The proxy shall vote for me / us in accordance with my / our intention as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| ☐ เห็นด้วย | ☐ ไม่เห็นด้วย | ☐ งดออกเสียง |
| Approve | Disapprove | Abstain |

วาระที่ 7 พิจารณาแต่งตั้งผู้สอบบัญชีและกำหนดค่าสอบบัญชี ประจำปี 2568

Agenda No. 7 To consider and appoint the auditor and fix the auditing fee for the year 2025.

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The proxy shall consider and vote on behalf of myself / ourselves as it may be deemed appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The proxy shall vote for me / us in accordance with my / our intention as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| ☐ เห็นด้วย | ☐ ไม่เห็นด้วย | ☐ งดออกเสียง |
| Approve | Disapprove | Abstain |

วาระที่ 8 พิจารณาอนุมัติการขยายระยะเวลาการจัดสรรหุ้นสามัญเพิ่มทุนของบริษัทแบบมอบอำนาจทั่วไป
(General Mandate)

Agenda No. 8 To consider and approve the extension of the allotment of the newly issued ordinary shares in General Mandate

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The proxy shall consider and vote on behalf of myself / ourselves as it may be deemed appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The proxy shall vote for me / us in accordance with my / our intention as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| ☐ เห็นด้วย | ☐ ไม่เห็นด้วย | ☐ งดออกเสียง |
| Approve | Disapprove | Abstain |

วาระที่ 9 พิจารณาเรื่องอื่น ๆ (ถ้ามี)

Agenda No. 9 Other businesses (if any).

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The proxy shall consider and vote on behalf of myself / ourselves as it may be deemed appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The proxy shall vote for me / us in accordance with my / our intention as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| ☐ เห็นด้วย | ☐ ไม่เห็นด้วย | ☐ งดออกเสียง |
| Approve | Disapprove | Abstain |

- (5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้น
ไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น
Voting of proxy holder in any agendas which are not specified in this proxy shall be considered as invalid and not my
voting as a shareholder.

- (6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- In case I/we have not specified my/our voting intention in any agendas or unclearly specified or in case the meeting considers or passes resolutions in any matters other than those specified above, including in case there is any amendments or additions of any facts, the proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะ ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

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.

ลงนาม/Signed _____ ผู้มอบฉันทะ/Grantor
(_____)

ลงนาม/Signed _____ ผู้รับมอบฉันทะ/Proxy
(_____)

หมายเหตุ / Remark

- ผู้ถือหุ้นที่มอบฉันทะจะต้องให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and may not split the number of shares to many proxies for splitting votes.
- ผู้ถือหุ้นจะมอบฉันทะเท่ากับจำนวนหุ้นที่ระบุไว้ในข้อ (2) โดยไม่สามารถจะมอบฉันทะเพียงบางส่วนน้อยกว่าจำนวนที่ระบุไว้ในข้อ (2) ได้
The shareholder may grant the power to the proxy for all of the shares specified in Clause (2) and may not grant only a portion of the shares less than those specified in Clause (2) to the proxy.
- ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบปะจําต่อแบบหนังสือมอบฉันทะตามแบบ ข. ตามแนบ
In case that any further agendas apart from specified above brought into consideration in the meeting, the proxy can state other agenda by using the Supplemental Proxy Form B. as attached.

ใบประจำต่อแบบหนังสือมอบฉันทะ (แบบ ข.)
Supplemental Proxy (Form B.)

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท แอสสิริ จำกัด (มหาชน)

The proxy is granted by a shareholder of Sansiri Public Company Limited.

ในการประชุมสามัญผู้ถือหุ้น ครั้งที่ 30/2568 ผ่านสื่ออิเล็กทรอนิกส์ (E-meeting) เพียงแบบเดียวเท่านั้น ในวันที่ 30 เมษายน 2568 เวลา 14.00 น. โดยถ่ายทอดสด ณ อาคาร สิริ แคมปัส เลขที่ 59 ซอยริมคลอง พระโขนง แขวงพระโขนงเหนือ เขตวัฒนา กรุงเทพมหานคร 10110 หรือที่จะพึงเลื่อนไปใน วัน เวลา และ สถานที่อื่นด้วย

For the Annual General Meeting of Shareholders No. 30/2025, which will be convened via electronic means (E-meeting) format only on 30 April 2025 at 14.00 hours., by broadcasting live at Siri Campus Building, no. 59 Soi Rim Khlong Phra Khanong, Phra Khanong Nuea Sub-district, Vadhana district, Bangkok 10110, or such other date, time and place as the meeting may be adjourned.

วาระที่ เรื่อง _____

Agenda No. Subject : _____

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The proxy shall consider and vote on behalf of myself / ourselves as it may be deemed appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The proxy shall vote for me / us in accordance with my / our intention as follows:
- | | | |
|--|--|--|
| ☐ เห็นด้วย
Approve | ☐ ไม่เห็นด้วย
Disapprove | ☐ งดออกเสียง
Abstain |
|--|--|--|

วาระที่ เรื่อง _____

Agenda No. Subject : _____

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The proxy shall consider and vote on behalf of myself / ourselves as it may be deemed appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The proxy shall vote for me / us in accordance with my / our intention as follows:
- | | | |
|--|--|--|
| ☐ เห็นด้วย
Approve | ☐ ไม่เห็นด้วย
Disapprove | ☐ งดออกเสียง
Abstain |
|--|--|--|

วาระที่ เรื่อง _____

Agenda No. Subject : _____

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) The proxy shall consider and vote on behalf of myself / ourselves as it may be deemed appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) The proxy shall vote for me / us in accordance with my / our intention as follows:
- | | | |
|--|--|--|
| ☐ เห็นด้วย
Approve | ☐ ไม่เห็นด้วย
Disapprove | ☐ งดออกเสียง
Abstain |
|--|--|--|

ข้าพเจ้าขอรับรองว่า รายการในใบประจำต่อหนังสือมอบฉันทะถูกต้องบริบูรณ์และเป็นความจริงทุกประการ

I/We certify that the statements in this Supplemental Proxy Form are correct, completed and true in all respects.

ลงนาม/Signed _____ ผู้มอบฉันทะ/Grantor
(_____)

ลงนาม/Signed _____ ผู้รับมอบฉันทะ/Proxy
(_____)

Procedures for sending any query in advance

The Company has considered appropriate that any query or comment in relation to general meeting can be sent to the Board in advance via the following channels:

1. Shareholder who wishes to raise any query or comment should provide his/her information:
 - Name, address, telephone number, facsimile number or e-mail with which the Company can contact;
 - Query raised or comment proposed with documents or accompanying information (if any).
2. Channels:
 - E-mail: companysecretary@sansiri.com
3. Time to send query or comment
 - The Company requests that any query and/or comment may be sent now until **28 April 2025**.
4. Company Secretary will gather all query and/or comment for consideration by President and related Executives in order to answer the query and/or comment to shareholders on the meeting date.

Articles of Association relevant to the Meeting

1. Closing of Share Registration Book

(Article 13) During the period of 21 (twenty-one) days prior to each shareholders meeting, the Company may cease to accept registration of share transfers by notifying the shareholders in advance at its head office and at every branch office not less than 14 (fourteen) days prior to the commencement date of cessation of the registration of share transfers.

2. Calling of the Shareholders Meeting

(Article 30) The Board of Directors shall call a shareholders meeting which is an Annual Ordinary General Meeting of Shareholders within 4 (four) months of the last day of the fiscal year of the Company.

Shareholders Meetings other than the one referred to in the abovementioned meeting shall be called Extraordinary Meetings. The Board of Directors may call an Extraordinary Meeting of Shareholders any time the Board considers it expedient to do so, or one or more than one shareholders holding shares amounting to not less than 10 (ten) percent of the total number of shares sold may submit their names in a request directing the Board of Directors to call an Extraordinary Meeting at any time, but the agendas and reasons for calling such meeting shall be clearly stated in such request. The Board of Directors shall proceed to call a shareholders meeting to be held within 45 (forty-five) days of the date of receipt of such request from the said shareholders.

If the Board of directors does not hold the meeting within the period of time specified in paragraph two, the shareholders who subscribe their names or other shareholders holding shares amounting to the required amount may call the meeting themselves within 45 (forty-five) days as from the date on which the period of time in paragraph two ends. In this case, the meeting is deemed a shareholders meeting called by the Board of Directors and the Company shall be responsible for the expense incurred therefrom and shall reasonably facilitate the meeting.

In the case where the quorum of the meeting called by the shareholders under paragraph three cannot be constituted as specified in Article 32, the shareholders under paragraph three shall compensate the Company the expenses incurred from such meeting.

Where the Board of Directors deems appropriate, the meeting of the shareholders may be held via electronic means, provided that such meeting shall be held in accordance with the laws, regulation, notifications, requirements or any other relevant rules that are currently applicable or as may be amended in future.

The notice of the meeting may be served via electronic means, subject to requirements under the applicable laws.

(Article 31) In calling a shareholders meeting, the Board of Directors shall prepare a written notice calling the meeting that states the place, date, time, agenda of the meeting and the matters to be proposed to the meeting with reasonable detail by indicating clearly whether it is the matter proposed for information, for approval or for consideration, as the case may be, including the opinions of the Board of Directors in the said matters, and the said notice shall be delivered to the shareholders and the Registrar for their information at least 7 (seven) days prior to the date of the meeting. The notice calling for the meeting shall also be published in a newspaper at least 3 (three) days prior to the date of the meeting.

3. The quorum

(Article 32) In order to constitute a quorum, there shall be shareholders and proxies (if any) attending at a shareholders meeting amounting to not less than 25 (twenty-five) persons or not less than one half of the total number of shareholders and in either case such shareholders shall hold shares amounting to not less than 1/3 (one-third) of the total number of shares sold of the company.

(Article 33) Shareholders are entitled to attend and vote at the shareholders meeting but they may authorize other persons as proxies to attend and vote at any meeting on their behalf. In case of appointment of a proxy, the instrument appointing the proxy in form of designated by the Registrar shall be submitted to the Chairman of the Board or to the person designated by the Chairman of the Board at the place of the meeting prior to the proxy attending the meeting.

Articles of Association relevant to the Meeting

At any shareholders meeting, if 1 (one) hour has passed since the time specified for the meeting and the number of shareholders attending the meeting is still inadequate for a quorum as specified, if such shareholders meeting was called as a result of a request by the shareholders, such meeting shall be cancelled. If such meeting was not called as a result of a request by the shareholders, the meeting shall be called once again and the notice calling such meeting shall be delivered to shareholders not less than 7 (seven) days prior to the date of the meeting. In the subsequent meeting a quorum is not required.

(Article 34) The Chairman of the Board shall be the chairman of shareholders meetings. If the Chairman of the Board is not present at a meeting or cannot perform his duty, and if there is a Deputy Chairman of the Board, the Deputy Chairman of the Board present at the meeting shall be the chairman of the meeting. If there is no Deputy Chairman of the Board or there is a Deputy Chairman of the Board who is not present at the meeting or cannot perform his duty, the shareholders present at the meeting shall elect one shareholder to be the chairman of the meeting only at that time.

4. Voting

(Article 35) A resolution of the shareholders meeting shall be made by voting, one share shall be counted one vote, except any shareholder who has in a resolution a special interest shall not entitled to exercise the right of proxy to vote. However, vote for election of directors is not subjected to this Article. The chairman of the meeting may ask him/her to leave the meeting temporarily. Unless otherwise stipulated by this Article of Association, a resolution of the shareholders meeting shall require:

(1) in an ordinary event, the majority vote of the shareholders who attend the meeting and cast their votes. In case of a tie vote, the chairman of the meeting shall have a casting vote.

(2) in the following events, a vote of not less than 3/4 (three quarters) of the total number of votes of shareholders who attend the meeting and have the right to vote:

(a) the amending or changing the Article of Association, the Memorandum of Association, the increasing or reducing of capital, the issuance of the debentures, the amalgamation of companies or the other events which the provisions of the law stipulated that the resolution of the shareholders meeting shall require a vote of not less than 3/4 (three quarters) of the total number of votes of shareholders who attend the meeting and have the right to vote.

(b) the sale or transfer of the whole or important parts of the business of the Company to other persons;

(c) the purchase or acceptance of transfer of the business of other companies or private companies by the Company;

(d) the making, amending or terminating of contracts with respect to the granting of a lease of the whole or important parts of the business of the company, the assignment of the management of the business of the company to any other persons or the amalgamation of the business with other persons with the purpose of profit and loss sharing.

5. Agenda of the Meeting

(Article 36) The business to be transacted at the Annual Ordinary General Meeting is as follows:

(1) The directors submit to the meeting the report showing how the business of the Company was conducted during the year under review;

(2) Consideration and approval the balance sheets, profit and loss statements of the previous fiscal year;

(3) Consideration on the allocation of the net profit for legal reserves;

(4) Election of new directors in replacement of those retired by rotation;

(5) Appointment of the auditor and determine the audit fee;

(6) Determine the remuneration of the Directors;

(7) Other business.

**Privacy Notice for the Shareholders' Meeting
Under the Personal Data Protection Act B.E. 2562 (2019)
Sansiri Public Company Limited**

Sansiri Public Company Limited (“the Company”) realizes the priority to privacy and safeguards of personal data of Shareholders and/or proxy holders. Hereby inform you of our compliance with the Personal Data Protection Act B.E. 2562 (2019). This privacy notice shall be applied for the collection, use, disclosure and processing of personal data of Shareholders and/or proxy holders directly and/or indirectly, so that you can be assured that your personal data entrusted to the Company will be used appropriately and in accordance with the laws. In case that any Shareholders appoint a proxy to attend the meeting on his/her behalf, please notify the proxy holder of this practice and it shall be deemed that the proxy holder has also being informed of these practices.

1. Purpose of Collection, Use and Disclosure of Personal Data

To comply with the Company's Articles of Association as well as applicable laws, announcements and government regulations regarding meeting arrangement and preparation of minutes. The Company requires to collect, use, disclose and process personal information of Shareholders and/or proxy holders including the delivery of related documents and any matter related to the Shareholders' meeting.

2. Personal Data to be Collected

The Company will receive and collect personal data directly from Shareholders and/or proxy holders and/or from Thailand Securities Depository Company Limited (TSD), the Company's share registrar, and/or the Service providers for organizing shareholder meetings as follows:

2.1 General Personal Data such as name, last name, identification number or passport number, date of birth, age, gender, nationality, shareholder registration number, number of shares, types of shares held, image, video recording and from the video and audio broadcast in the shareholders' meeting.

2.2 Contact Information such as address, telephone number and e-mail address.

3. Disclosure of Personal Data

The Company may be required to disclose personal data to regulatory authorities or other persons or juristic persons such as government agencies or regulators or Service provider of technology system for organizing shareholder meetings.

4. Rights of Data Subjects

As the owner of Personal Data having the rights as stipulated in the Personal Data, pursuant to the Personal Data Protection Act B.E. 2562 (2019), right to withdraw the consent, right to access Personal Data and obtain a copy of Personal Data, right to be informed of changing Personal Data, right to delete or destroy Personal Data, right to request for suspension of use of Personal Data, right to request or transfer Personal Data, right to lodge a complaint and to reject to collection, use or disclosure of Personal Data according to the methods prescribed by laws.

5. Personal Data Retention Period

The Company will retain Personal Data, that has been received within the period specified by relevant laws and/or deemed necessary and in accordance with the laws.

In the case that it is not possible to specify the Personal Data retention period, the Company will retain the Personal Data as may be expected per data retention standards.

6. Contact Information

Company Secretary Office
Sansiri Public Company Limited
59 Soi Rim Khlong Phra Khanong, Phra Khanong Nuea Sub-district,
Vadhana District, Bangkok 10110
E-mail : CompanySecretary@sansiri.com
Telephone : +66(0)-2-027-7888 Ext. 1076 or 1078