



Notice of the Annual General Meeting of Shareholders

No. 29/2024

Sansiri Public Company Limited

On Tuesday, 30 April 2024 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 2024

Subject : Invitation to attend the Annual General Meeting of Shareholders No. 29/2024

To : All Shareholders of the Company

- Enclosures :
1. A copy of Minutes of the Annual General Meeting of Shareholders No. 28/2023
 2. Annual Report and the Board of Directors' Report for the year 2023 (Form 56-1 One Report), and Sustainability Report for the year 2023 (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 2023
 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 2024
 8. 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)
 9. Capital Increase Report Form (F53-4)
 10. Proposed Amendment to the Company's Articles of Association
 11. Procedures for submitting a request before attending the meeting via electronic means (E-meeting) and proxy
 12. Profiles of Independent Directors to be used with Proxy of Shareholders
 13. Proxy Form (Form B. only)
 14. Procedures for sending any query in advance
 15. Articles of Association relevant to the meeting
 16. 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. 29/2024 will be held via electronic media (E-meeting) only, on 30 April 2024 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 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. 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 Shareholder No. 28/2023 held on 28 April 2023.

Background Information and Reason

The Annual General Meeting of Shareholders No. 28/2023 was held on 28 April 2023, 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. 28/2023 held on 28 April 2023 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 2023.

Background Information and Reason

The report of the work done for the period of 2023 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 2023.

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 2023 ending 31 December 2023.

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 2023 as shown in the 2023 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 2023	Year 2022
Total Assets (Million Baht)	147,303	127,451
Total Liabilities (Million Baht)	99,895	83,411
Total Shareholders' Equity (Million Baht)	47,408	44,040
Total Revenue (Million Baht)	39,082	34,983
Net Profit (Million Baht)	6,060	4,280
Earnings per Share (Baht)	0.357	0.265
Book Value per Share (Baht)	2.79	2.84

Opinion of the Board

The Meeting should approve the balance sheets, profit and loss statements for the year ended 31 December 2023 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 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.

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.

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 2023

The operational results in 2023 (from 1 January 2023 to 31 December 2023) 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 2023 in the amount of 6,060 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 0.20 Baht (Twenty Stang) per share, of which the Company paid an 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 the dividend. The approved dividend will be paid to the shareholders on 20 May 2024, 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 Company has already set aside funds for the legal reserve in the amount of 13.52 Million Baht (equivalent to 5 percent of the annual net profit as required by law), providing that the said legal reserved fund is allocated from the net profit in the consolidated financial statements of the Company.

The past payment record is as below:

Details of Dividend Payment	Year 2023 (Proposed year)	Year 2022 (Proposed year)
1. Net profit (consolidated financial statements)	6,060 Million Baht	4,280 Million Baht
2. Net profit after deduction of legal reserve	6,046 Million Baht	4,066 Million Baht
3. Number of Share		
- Interim dividend	16,462.6 million shares	14,885.1 million shares
- Final Dividend	16,711.4 million shares	15,473.4 million shares
4. Dividend paid per share	0.20 Baht per share	0.15 Baht per share
- Interim dividend	0.10 Baht per share	0.04 Baht per share
- Final Dividend	0.10 Baht per share	0.11 Baht per share
5. Amount of dividend payment		
- Interim dividend	1,646.2 Million Baht	595.40 Million Baht
- Final Dividend	1,671.1 Million Baht	1,702.0 Million Baht
Total dividend payment	3,317.4 Million Baht	2,297.4 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	54.8 %	56.5 %

Opinion of the Board

The Meeting should approve the appropriation of annual net profit as legal reserves and the annual dividend payment 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.

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, 3 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. 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 to 31 January 2024. 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 matrix 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. Vichaya Chatikavanij, Mr. Thongchai Jira-alongkorn, Mr. Pongsatorn Suksangium and Mr. Uthai Uthaisanguk 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. Pongsatorn Suksangium, 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 2024 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 2024 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 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.

The past payment record for the remuneration is as below:

Meeting Allowance	Year 2024 (Proposed year)	Year 2023
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 2024 to seven non-executive directors with the total amount of 9.5 Million Baht.

The past payment record for the remuneration is as below:

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

(2) Others Benefits

Others Benefits	Year 2024 (Proposed year)	Year 2023
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 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 / 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.

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

In year 2023, the total remuneration of the Board of Directors was 3.14 Million Baht, the total remuneration of the Audit Committee was 1.65 Million Baht, the total remuneration of the Nomination and Compensation Committee was 240,000 Baht, the total remuneration of the Risk Management Committee was 400,000 Baht, the total remuneration of the Corporate Governance and Sustainability Committee was 180,000 Baht, and the special remuneration to non-executive directors was 7 Million Baht, details of the remuneration of each director are as shown in the 2023 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 2024.

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 2024 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 2024, 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 2024 ([Enclosure 7](#)). The name of auditors are as below:

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 auditing fee was set at 2,835,000 Baht (an increase from 2023 of 135,000 baht, or 5 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 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.

Opinion of the Board

The Meeting should appoint 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.

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 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)

Background Information and Reason

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 million 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 as attached hereto.

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 regards, the criteria of the allocation of warrants in Clause 6 under ESOP # 9 Plan will be applied *mutatis mantadis*.

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

Opinion of the Board

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.

Voting

Pursuant to the law, this matter requires affirmative resolution with 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. 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.

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.

Background Information and Reason

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 has 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 be 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 be accorded with 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.

Opinion of the Board

The Meeting should approve the decrease the registered capital of the Company, which will be made from the existing registered capital of 20,343,625,722.40 Baht to be 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 be accorded with the decrease of the registered capital.

Voting

Pursuant to the law, this matter requires affirmative resolution with 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.

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.

Background Information and Reason

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 as attached hereto and amend clause 4 of the Company's Memorandum of Association to be in accordance with the 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.

Opinion of the Board

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 be in accordance with 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 be in accordance with 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 be in accordance with the increase of registered capital.

Voting

Pursuant to the law, this matter requires affirmative resolution with 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.



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.

Background Information and Reason

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.

Opinion of the Board

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.

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

Background Information and Reason

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 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.

Opinion of the Board

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.

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

Background Information and Reason

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](#)) attached hereto.

Opinion of the Board

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.

Voting

Pursuant to the law, this matter requires affirmative resolution with 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.

Agenda 14. 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. 29/2024 via Electronic Means (E-meeting) only (the Company has not arranged any meeting room) on Tuesday 30 April 2024, 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 register** 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 via e-mail : CompanySecretary@sansiri.com **within 26 April 2024, 17.00 hrs.**

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 11](#). **Once the Company has verified the list of shareholders according to the last Record date, the Company will then send back the Weblink together with Username and Password to log in to E-meeting system to email that sent to the Company.**



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 12](#) so as to present and vote for you. The Company hereby encloses a proxy Form B as shown in the [Enclosure 13](#), 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 2024 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 26 April 2024 to the email address CompanySecretary@sansiri.com as stated in [Enclosure 14](#) 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 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. via telephone on +66(0)-2-013-4322 or +66(0)-800-087-616, via email: info@quidlab.com.



(COPY)
(Translation)

**Minutes of the 2023 Annual General Meeting of Shareholders No. 28/2023
Conducted via Electronic Means (E-meeting) of
Sansiri Public Company Limited**

The 2023 Annual General Meeting of Shareholders (the “Meeting”) was convened on 28 April 2023, 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 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
Acting Chief Executive Officer and President |
| 2. Mr. Wanchak Buranasiri | Director
Member of the Risk Management Committee
Member of the Investment Committee and
Vice-Chairman of the Executive Committee |
| 3. Mr. Uthai Uthaisangsuk | Director
Member of the Risk Management Committee
Member of the Corporate Governance and Sustainability Committee
Member of the Investment Committee
Member of Executive Committee and
Chief Operating Officer |
| 4. Mr. Jesadavat Priebjrivat | Independent Director
Vice-Chairman of the Board of Directors
Chairman of the Audit Committee
Chairman of the Nomination and Compensation Committee and
Chairman of the Risk Management Committee |
| 5. Mr. Supanit Chaiyawat | Independent Director
Member of the Audit Committee and
Member of the Risk Management Committee |
| 7. 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 and
Member of the Risk Management Committee |
| 7. Mr. Weeranant Chuensuwan | Independent Director
Member of the Audit Committee and
Member of the Corporate Governance and Sustainability Committee |

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8. Mr. Porntat Amatavivadhana Independent Director
Member of the Nomination and Compensation Committee and
Member of the Corporate Governance and Sustainability Committee
9. Mr. Vichaya Chatikavanij Director and
Member of the Nomination and Compensation Committee
10. Mr. Supakorn Vejajiva Director and
Member of the Investment Committee

Directors attending the Meeting via electronic means:

1. Mr. Thongchai Jira-alongkorn Director

All 11 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 2023 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

Auditor present at the Meeting

Miss Pimjai Manitkajohnkit CPA No. 4521, an auditor of EY Office Limited
Ms. Nummon Kerdmongkhonchai CPA No. 8368, an auditor of EY Office Limited

External lawyer present to inspect voting procedures

Miss Onjira Yomsin Tarach Counselor Company Limited

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

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 2023 by announcing the criteria of such proposal on the Company’s website during 1 December 2022 to 31 January 2023. For this meeting, there is no shareholders proposed matter to be included as an agenda item for the 2023 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.

Before the Meeting started, the Company clarified the procedures for vote casting and counting on each agenda, and guidelines for conducting the meeting to all shareholders as well as opened a video which demonstrated the method of system usage for vote casting and method in submitting shareholder’s questions via message and video conference as follows:



The 2023 Annual General Meeting of Shareholders was held via electronic means. Quidlab Co., Ltd. (“Quidlab”) is a service provider, to provide meeting solutions through the Quidlab FoQus system for attending meetings, vote casting, as well as collecting and counting votes, and the Company had recorded the video of the Meeting which are in accordance with the conditions and criteria specified in the standards of the Electronic Transactions Development Agency including announcements, rules, regulations and laws related to electronic conferencing. The system has been certified according to the standards of security and safety for governing the e-meetings system of the Electronic Transactions Development Agency or ETDA and Notification of Ministry of Digital Economy and Society RE: Standards for Maintaining Security of Meetings Via Electronic Means. If the shareholders have any difficulties in using the system, can contact Quidlab, via telephone, at 02-013-4322 or 080-008-7616, for assistance at any time during the Meeting.

(1) For this electronic meeting, the shareholders attending the meeting can view the live broadcast throughout the Meeting and results of each agenda.

(2) Each shareholder shall have the votes in the amount equal to the number of shares held by it being one vote per share. Shareholders who had a conflict of interest in any particular item would not be eligible to vote on that matter.

(3) The shareholder can cast their vote in each agenda by voting for approval, disapproval, or abstention by selecting the menu to vote in the system during the period that the casting of the vote is opened for each agenda. The Company would provide approximately 1 minute for vote casting. Moreover, the shareholder had to cast their votes within the allotted time.

During the period that the casting of the vote is opened for each agenda, if the shareholder or the proxy does not make any mark, it will be considered a vote of approval.

(4) For shareholders who grant proxies to others to attend the meeting and it was voting according to the intention of the shareholder, as well as in the case of a custodian that had submitted the proxy form and indicated their vote, the Company has already proceeded to collect such vote in the system.

If a shareholder does not specify his or her intention on voting with respect to any agenda in advance or unclearly specifies his or her intention, the proxy shall be entitled to cast votes as he or she deems appropriate by clicking on to the voting menu.

(5) For voting on each agenda, the Chairman encouraged shareholders an opportunity to ask questions and express their opinions concerning such agenda as the Chairman deems appropriate. The Shareholders or proxies may submit questions by typing them through the system’s chat box, as illustrated at the start of the meeting. Such inquiries will be considered by the company and answered in the relevant agenda item.

The Company will answer questions only on matters related to the meeting agenda. For other questions that were not answered at the meeting, the Company will answer such questions on its website at a later date.

(6) For the vote casting and the vote counting on each agenda, the Quidlab FoQus system shall count the votes of the shareholders attending the Meeting through E-meeting and by proxy. After the Quidlab FoQus system has completed collecting votes for each agenda, the Company secretary will announce the voting results at the meeting.

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 17 March 2023 (the Record Date to determine the name of the shareholders who were entitled to attend the Meeting), the Company had a total of 53,211 shareholders holding an aggregate of 15,473,461,291 shares.

At the beginning of the Meeting, there were 455 shareholders and proxies holding an aggregate of 7,205,754,238 shares attending the Meeting and eligible to vote, or equivalent to 46.5685 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. 28/2023 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. 27/2022 held on 29 April 2022.

The Chairman informed the Meeting that for the Annual General Meeting of Shareholders No. 27/2022 held on 29 April 2022, 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. 27/2022 held on 29 April 2022.

For this agenda item, there were shareholders attending the Meeting and voting in an aggregate of 7,206,333,130 shares.

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


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Approved (votes)	Disapproved (votes)	Abstained (votes)	Invalid ballots (votes)
7,202,578,715 (99.9479%)	0 (0.0000%)	3,754,415 (0.0521%)	-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 2022.

The Chairman asked Mr. Uthai Uthaisangsk, Chief Operating Officer, to present relevant information to the Meeting and Mr. Uthai Uthaisangsk reported to the Meeting that the operating results of the Company of the year 2022 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 2022 and the annual plan of the year 2023 with key information as follows:

Key financial information

At the end of 2022, Sansiri and its subsidiaries owned the total assets in the amount of 127,451 Million Baht, an increase of approximately 10,800 Million Baht from the previous years, or equal to a 9 percent increase.

Total liabilities of Sansiri and its subsidiaries as of 31 December 2022 were 83,411 Million Baht, increasing by 10 percent from the previous year, whilst total equity amounted to 44,041 Million Baht, an increase of 8 percent from the same period last year.

In terms of the profit and loss statement, in 2022, Sansiri and its subsidiaries reported total revenue of 34,983 Million Baht, growing by 18 percent from 29,558 Million Baht in 2021. This increase was mainly driven by an increase in revenue from project sales due to an increase in the number of projects launch in 2022 than in 2021. In 2022, operating expenses stood at 7,165 Million Baht, increasing by 12 percent. However, operating expenses as a percentage of total revenue decrease from 21.6 percent in 2021 to 20.5 percent in 2022. As total revenue grew faster than an increase in operating expenses, earnings before interest and taxes increased by 54 percent to 5,931 Million Baht in 2022, from 3,841 Million Baht in the previous year. Consequently, net profit in 2022 increased significantly by 112 percent to 4,280 Million Baht from 2,017 Million Baht in 2021.

The gross profit margin from project sales in 2022 was at 35.43 percent, an increase from 33.82 in the previous years. The net profit margin increased from 6.82 percent to 12.23 percent, driving the return on equity to rise from 5.03 percent to 10.07 percent.

In addition, the gearing ratio increased slightly from 1.55 times to 1.60 times. The proportion of assets did not change significantly despite a 9 percent increase. The majority of assets were made up of real estate development for sales and land held for development, accounting for 73 percent of total assets. In 2022, interest-bearing debt increased by 10 percent to 70,655 Million Baht, driven primarily by unsecured debentures which represented 60 percent of total interest-bearing debt.

Earnings per share in 2022 increased from Baht 0.11 to Baht 0.27, while dividend per share grew from Baht 0.06 to Baht 0.15 which still subjected to shareholders' approval.



Ratio of revenue from business operation in 2022

In 2022, the Company had total revenue of 34,983 Million Baht. 88 percent of total revenue, or 30,971 Million Baht was generated from real estate development projects. The remaining 12 percent is comprised of 2,741 Million Baht from real estate service business (8 percent), and 1,271 Million Baht from other sources (4 percent).

Revenue from sales of real estate in 2022 amounted to 30,716 Million Baht, a 17 percent increase from 26,170 Million Baht in 2021. 67 percent of such revenue was from low-rise projects, such as single-detached houses, townhomes, and mixed products, while 33 percent was from condominiums. The aforementioned revenue growth was largely supported by the 39 new projects launch, worth a total of 43,061 Million Baht.

Annual Plan for 2023

In relation to the 2023 annual plan, the Company has adopted the following significant strategies;

- Focus on core businesses expansion especially for single detached houses in Medium-to-High end segment and affordable condominium projects that still has real demand and competitive advantage
- Launch a lot of projects in the same area for economies of scale
- Reengineer business process to strengthen the profitability
- Manage our asset in balance sheet to generate more income which help strong financial performance creation
- Embed the sustainability concept through 'Net-Zero project' to the organisation's culture and encourage Zero Dropout policy

For 2023, the Company's plan to launch 52 new projects with a total value of 75,000 Million Baht, consisting of 16 condominium projects, valued at 25,000 Million Baht and 36 low-rise projects, worth 50,000 Million Baht.

The presale target for 2023 has increased by approximately 22 percent from 38,442 Million Baht to 47,000 Million Baht. Of this target, 62 percent is derived from low-rise projects and 38 percent is targeted from condominium.

As of 23 April 2023, the total presale backlog of Sansiri amounted to approximately 16,831 Million Baht to be realized over the next 4 years (2023-2026). In 2023, the revenue target was set at 37,600 Million Baht, currently, 49 percent of the target had already been secured through actual transfer since 1Q2023 up to 23 April 2023 of 7,332 Million Baht and backlog to be realized in the remaining period of 2023 of 11,217 Million Baht. The rest approximately 51 percent or 19,052 Million Baht have to be sold and transferred within this year.

As of 23 April 2023, the total presale backlog of our joint ventures (JV) with BTS Group Holdings Public Company Limited ("BTS Groups") and Tokyu Corporation ("Tokyu Groups") was 3,414 Million Baht to be realized over the next 3 years (2023-2025). The Company set the revenue target from JV in 2023 of 3,400 Million Baht, currently, 82 percent of the target had already been secured through actual transfer since 1Q2023 up to 23 April 2023 of 850 Million Baht and backlog to be realized in the remaining period of 2023 of 1,924 Million Baht. The remaining 18 percent or 626 Million Baht have to be sold and transferred within this year.



Progress with Thailand’s Private Sector Collective Action Coalition Against Corruption (CAC)

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 2020 where the certification from CAC is good for 3 years and will be expired on 30 September 2023. At present, the Company is in the process of applying for renewal of membership of the Thailand’s Private Sector Collective Action Coalition Against Corruption.

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 2022. 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 Company’s Annual Report and the Board of Directors’ Report of the work done for the period of 2022.

For this agenda item, there were shareholders attending the Meeting and voting in an aggregate of 7,206,333,130 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)
7,184,705,083	0	21,628,047	-none-
(99.6999%)	(0.0000%)	(0.3001%)	-

(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 2022 ending 31 December 2022.

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 2022 ending on 31 December 2022 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 2022 which have been audited by the auditor of the Company ended 31 December 2022.

For this agenda item, there were shareholders attending the Meeting and voting in an aggregate of 7,206,333,130 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)
7,184,705,083 (99.6999%)	0 (0.0000%)	21,628,047 (0.3001%)	-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 2022 to 31 December 2022.

The Chairman asked Mr. Wanchak Buranasiri, Vice-Chairman of the Executive Committee to present relevant information to the Meeting and Mr. Wanchak Buranasiri 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 2022 operating results in the amount of 213.91 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 2022 operating results to the ordinary shareholders at the rate of 0.15 Baht (Fifteen Stang) per share, of which the Company paid interim dividend on 13 September 2022 at the rate of 0.04 Baht (Four Stang) per share and will pay the remaining dividend at the rate of 0.11 Baht (Eleven Stang) per share, making the total dividend payment of 2,297.4 Million Baht to the shareholders, which was 56.5 percent of the 2022 net profit, by setting the record date on 17 March 2023 to determine the list of shareholders who have the right to receive dividend. The approved dividend will be paid to the shareholders on 17 May 2023.

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 2022 to 31 December 2022 as follows:

(1) Allocation of the net profit from 2022 operating results in the amount of 213.91 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 2022 operating results to the ordinary shareholders at the rate of 0.15 Baht (Fifteen Stang) per share, of which the Company paid interim dividend on 13 September 2022 at the rate of 0.04 Baht (Four Stang) per share and will pay the remaining dividend at the rate of 0.11 Baht (Eleven Stang) per share, making the total dividend payment of 2,297.4 Million Baht to the shareholders, which was 56.5 percent of the 2022 net profit, by setting the record date on 17 March 2023 to determine the list

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of shareholders who have the right to receive dividend. The approved dividend will be paid to the shareholders on 17 May 2023.

For this agenda item, there were shareholders attending the Meeting and voting in an aggregate of 7,206,333,130 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)
7,202,578,882 (99.9479%)	0 (0.0000%)	3,754,248 (0.0521%)	-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. Jesadavat Priebjrivat - Independent Director
- 2) Mr. Wanchak Buranasiri - Director
- 3) Mr. Porntat Amatavivadhana - Independent Director
- 4) Mr. Weeranant Chuensuwan - Independent 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 2022 – 31 January 2023. 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.

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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. Jesadavat Priebjrivat, Mr. Wanchak Buranasiri, Mr. Porntat Amatavivadhana and Mr. Weeranant Chuensuwan 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 voting in an aggregate of 7,206,333,130 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. Jesadavat Priebjrivat	Independent Director	6,401,155,193 (88.8268%)	801,423,489 (11.1211%)	3,754,448 (0.0521%)	-none- -
2. Mr. Wanchak Buranasiri	Director	6,929,158,930 (96.1537%)	273,419,752 (3.7942%)	3,754,448 (0.0521%)	-none- -
3. Mr. Porntat Amatavivadhana	Independent Director	6,426,898,016 (89.1840%)	775,680,666 (10.7639%)	3,754,448 (0.0521%)	-none- -
4. Mr. Weeranant Chuensuwan	Independent Director	7,177,403,882 (99.5986%)	25,174,800 (0.3493%)	3,754,448 (0.0521%)	-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. Jesadavat Priebjrivat, Mr. Porntat Amatavivadhana and Mr. Weeranant Chuensuwan 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 2023 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 2023 to the Board of Directors, and Sub-Committee as the meeting allowance at the same rate paid in year 2022 as follows:

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The remuneration to the Board of Directors

(1) Monetary Remuneration

(1.1) Fixed Remuneration

The meeting allowance (at the same rate paid in year 2022), 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 2023 to seven non-executive directors with the total amount of 7 Million Baht as below:

Special Remuneration to non-executive directors	Year 2023
Mr. Jesadavat Priebjrivat	1,000,000 Baht
Mr. Thongchai Jira-alongkorn	1,000,000 Baht
Mr. Porntat Amatavivadhana	1,000,000 Baht
Mr. Supanit Chaiyawat	1,000,000 Baht
Mr. Kittichai Raktakanit	1,000,000 Baht
Mr. Vichaya Chatikavanij	1,000,000 Baht
Mr. Weeranant Chuensuwan	1,000,000 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 2022).

(2) The remuneration to the other Sub-Committees

It shall be paid in form of meeting allowance (at the same rate paid in year 2022).

The past payment record for the remuneration is as below:

Positon	Type of remuneration	Year 2023
Chairman of the Audit Committee	monthly remuneration	50,000 Baht / month
Member of the Audit Committee	monthly remuneration	30,000 Baht / person / month
Chairman of the Nomination and Compensation Committee	meeting allowance	20,000 Baht / meeting
Member of the Nomination and Compensation Committee	meeting allowance	20,000 Baht / person / meeting
Chairman of the Risk Management Committee	meeting allowance	20,000 Baht / meeting
Member of the Risk Management Committee	meeting allowance	20,000 Baht / person / meeting
Chairman of the Corporate Governance and Sustainability Committee	meeting allowance	20,000 Baht / meeting
Member of the Corporate Governance and Sustainability Committee	meeting allowance	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 2023 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 7,206,343,151 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)
6,953,395,317 (96.4899%)	248,690,053 (3.4510%)	4,257,781 (0.0591%)	-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 2023.

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 2023 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 2023 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 2.7 Million 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:


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Name of auditors	CPA Registration Number	Years of auditing for the Company
1. Mrs. Ginkarn 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, 5 years, for the fiscal year 2018 - 2022
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 2023 (Proposed year)	Year 2022
Audit Fee	2.7 Million Baht	2.5 Million 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. Ginkarn 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 2023, by fixing the auditing fee in the amount of 2.7 Million 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 voting in an aggregate of 7,206,343,151 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)
7,161,502,103 (99.3778%)	41,086,800 (0.5701%)	3,754,248 (0.0521%)	-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 extension of the issuance and offering of the Company's newly issued ordinary shares in General Mandate up to 1,400 million shares to be allocated for offered through a private placement with the par value of 1.07 Baht which will be due on the date of the 2023 Annual General Meeting of Shareholders. The conditions for such allocation of the newly issued ordinary shares will be in accordance with the approval of the 2020 Annual General Meeting of Shareholders held on 24 July 2020, the 2021 Annual General Meeting of Shareholders held on 30 April 2021, and the 2022 Annual General Meeting of Shareholders held on 29 April 2022, respectively, in all respects.

The Chairman asked Mr. Nopporn Boonthanom, the Company Secretary to present relevant information to the Meeting. Mr. Nopporn Boonthanom clarified to the Meeting that whereas the Annual General Meeting of Shareholders No. 25/2020 held on 24 July 2020 had approved up to 1,400 million newly issued ordinary shares of the Company will be allotted with the par value of Baht 1.07 (or approximately 9 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.

Subsequently, the Annual General Meeting of Shareholders No. 26/2021 held on 30 April 2021 resolved to approve the extension of the allocation of the Company's newly issued ordinary shares in General Mandate up to 1,400 million shares to be offered through a private placement with the par value of 1.07 Baht which will be due on the date of the 2021 Annual General Meeting of Shareholders. The conditions for such allocation of the newly issued ordinary shares will be in accordance with the approval of the 2020 Annual General Meeting of Shareholders held on 24 July 2020 in all respects; and

Then, the Annual General Meeting of Shareholders No. 27/2022 held on 29 April 2022 resolved to approve the extension of the allocation of the Company's newly issued ordinary shares in General Mandate up to 1,400 million shares to be offered through a private placement with the par value of 1.07 Baht which will be due on the date of the 2022 Annual General Meeting of Shareholders. The conditions for such allocation of the newly issued ordinary shares will be in accordance with the approval of the 2020 Annual General Meeting of Shareholders held on 24 July 2020 as well as the approval of the 2021 Annual General Meeting of Shareholders held on 30 April 2021, respectively, in all respects.

However, in the 2022 the Company has not issue and offer for sale of the said newly issued ordinary shares in General Mandate up to 1,400 million shares to be offered through a private placement.

In this regard, such allocation of newly issued ordinary shares in General Mandate will be due on the date of the 2023 Annual General Meeting of Shareholders. Therefore, the Board of Director has resolved to propose for approval at the 2023 Annual General Meeting of Shareholders for the extension of the issuance and offering of the Company's newly issued ordinary shares in General Mandate up to 1,400 million shares to be allocated for offered through a private placement with the par value of 1.07 Baht under the conditions for such allocation of the newly issued ordinary shares which approved by the 2020 Annual General Meeting of Shareholders on 24 July 2020, the 2021 Annual General Meeting of Shareholders on

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30 April 2021, and the 2022 Annual General Meeting of Shareholders on 29 April 2022, respectively, in all respects. The details of which 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 extension of the issuance and offering of the Company's newly issued ordinary shares in General Mandate up to 1,400 million shares to be allocated for offered through a private placement with the par value of 1.07 Baht which due on the date of the 2023 Annual General Meeting of Shareholders. The conditions for such allocation of the newly issued ordinary shares will be in accordance with the approval of the 2020 Annual General Meeting of Shareholders held on 24 July 2020, the 2021 Annual General Meeting of Shareholders held on 30 April 2021, and the 2022 Annual General Meeting of Shareholders held on 29 April 2022, respectively, in all respects.

For this agenda item, there were shareholders attending the Meeting and voting in an aggregate of 7,206,343,151 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)
6,973,669,090 (96.7713%)	174,212,980 (2.4175%)	58,461,081 (0.8112%)	-none- -

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

Agenda 9. 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 9, 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.

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In this regard, the Company's officer informed the meeting that the Thai Investors Association by Mr. Norathep Phlainao, rights protection volunteer, had sent questions in advance through the Company's e-mail channel, asking whether or not the Company had considered risk assessment and potential impacts, as well as opinions of the Audit Committee, concerning the investment in Xspring Capital Plc. (XPG), to expand its financial and securities businesses including digital assets.

Mr. Wanchak Buranasiri, Executive Director, responded that the Company has regularly considered following the investment criteria of the Company in all cases. This includes investing in XPG or digital assets by assessing the risks and returns before making investment decisions in which the Company has considered the aforementioned criteria.

The Company invested in digital assets before the SEC issued a circular on investment in digital assets; however, the Company has also followed the guidelines of the SEC. This decision was carefully considered and approved by relevant committees such as the Risk Management Committee and the Audit Committee.

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 3.20 p.m.

In this light, after its commencement, more shareholders continuously registered to attend the Meeting, giving rise to additional 461 shareholders attending the Meeting by himself or by proxies holding 7,206,343,151 shares in total being 46.5723 percent of the entire issued shares of the Company.

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

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

Signed -Miss 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., 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 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. Vichaya Chatikavanij

Present Position : - Director
- Chairman of the Nomination and Compensation Committee

Age : 59 Years

Nationality : Thai

Type of proposed director : 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 to undertake 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 : 8 years (being a director of the Company as of 29 April 2016)
(provided that he is re-elected: 11 years)

Education : Bachelor of Marketing, University of Tennessee, United States

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

- Director Certification Programme (DCP)/2003
- Advanced Audit Committee Programme (AACP)/2014

• **5-year Past Experiences and/or Remarkable Positions (As of 31 December 2023)**

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

2014 - 2023	Independent Director and Member of the Audit Committee	SCGJWD LOGISTICS Public Company Limited
1997 - 2020	Director	Parinda Public Company Limited

- **Positions in Non-listed Company/Other Organizations** : Currently hold positions in 2 Juristic Persons

2017 - Present	Managing Director	Loxley Property Development Co., Ltd.
2009 - Present	Director	Zin Suapah 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 2023	As of 31 December 2023	Change during the Year (+/-)
1) Director	None	None	None
2) Spouse	None	None	None
3) Underage Child	None	None	None

• **Meeting Attendance in 2023** :

- Board of Directors	: 14 from 14 meetings
- Nomination and Compensation Committee	: 3 from 3 meetings
- 2023 Annual General Meeting of Shareholders	: 1 from 1 meeting

• **Relationship with executive directors or major shareholders of the Company and Subsidiaries :**
Cousin of Mr. Apichart Chutrakul

• **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. Thongchai Jira-alongkorn
Present Position : Director
Age : 64 Years
Nationality : Thai
Type of proposed director : 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 : 10 years 11 months (being a director of the Company as of 20 May 2013) (provided that he is re-elected: 13 years 11 months)

Education : Bachelor of Business Administration, Bangkok University

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

- Director Accreditation Programme (DAP)/2014

5-year Past Experiences and/or Remarkable Positions

- **Position in other Listed Company:** Currently hold positions in 3 listed companies

2021	-	Present	Director	XSpring Capital Public Company Limited
2017	-	Present	Director	Property Perfect Public Company Limited
2012	-	Present	Director	Bangkok Dusit Medical Services Public Company Limited

- **Positions in Non-listed Company/Other Organizations** : Currently hold positions in 6 Juristic Persons

2014	-	Present	Chairman	VMD Auto Sale Co., Ltd.
2014	-	Present	Chairman	V.G.Car Co., Ltd
2014	-	Present	Chairman	V Perfect Auto Car Co., Ltd.
2012	-	Present	Chairman	VHD Auto Sales Co., Ltd.
2012	-	Present	Chairman	V.Group Mitsu Auto Sale Co., Ltd.
2011	-	Present	Chairman	V.M.S.Car Sale Co., Ltd.
2009	-	2566	Deputy Managing Director	Viriyah Insurance Public Company Limited

- **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 2023	As of 31 December 2023	Change during the Year (+/-)
1) Director	None	None	None
2) Spouse	None	None	None
3) Underage Child	None	None	None

• **Meeting Attendance in 2023** :

- Board of Directors : 14 from 14 meetings
- 2023 Annual General Meeting of Shareholders : 1 from 1 meetings

• **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. Pongsatorn Suksangium

Present Position : - Independent Director
- Member of the Audit Committee
- Member of the Risk Management Committee

Age : 60 Years

Nationality : Thai

Type of proposed director : Independent 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 months (being a director of the Company as of 27 October 2023)
(provided that he is re-elected: 3 years 6 months)

Education : Master of International Relations, Boston university, United States
: Bachelor of Political Science, Boston university, United States

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 2023)

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

- **Positions in Non-listed Company/Other Organizations** : None

Present	Independent Investor	-
2009 - 2011	Vice President	Merrill Lynch International Bank Thailand Representative Office
1998 - 2009	Senior Representative and Director	UBS AG Bangkok Representative Office

- **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 2023	As of 31 December 2023	Change during the Year (+/-)
1) Director	None	None	None
2) Spouse	None	None	None
3) Underage Child	None	None	None

• **Meeting Attendance in 2023** :

- Board of Directors	: 2 from 2 meetings
- Audit Committee	: 1 from 1 meetings
- Risk Management Committee	: 1 from 1 meetings
- 2023 Annual General Meeting of Shareholders	: Not attending because he was newly appointed to fill the vacant position on 26 October 2023.

• **Relationship with executive directors or major shareholders of the Company and Subsidiaries** : No

• **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. Uthai Uthaisangskul

Present Position : - Director
 - President
 - Member of the Risk Management Committee
 - Member of the Corporate Governance and Sustainability Committee
 - Member of the Investment Committee
 - Member of the Executive Committee
 - Acting Chief Operating Officer



Age : 56 Years

Nationality : Thai

Type of proposed director : 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 : 5 years 11 months (being a director of the Company as of 28 May 2018)
 (provided that he is re-elected: 8 years 11 months)

Education : Master of Business Administration, Middle Tennessee State University, United States
 : Bachelor of Engineering Programme (Honours), Electrical Communication, Kasetsart University

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

- Director Accreditation Programme (DAP) 180/2021
- What directors need to know about digital assets? Class of 26/2022
- Seminar: Climate Governance, class 1, by the Stock Exchange of Thailand, 28 August 2023
- Seminar: Roles and duties of directors and executives of listed companies by the Securities and Exchange Commission, Thailand, 22 June 2023

• **5-year Past Experiences and/or Remarkable Positions (As of 31 December 2023)**

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

- **Positions in Non-listed Company/Other Organizations** : Currently hold positions in 69 Juristic Person

2023	-	Present	Director	Big Touch 2 Co., Ltd.
2023	-	Present	Director	Piwattana Limited
2023	-	Present	Director	S71 Property Co., Ltd.
2023	-	Present	Director	Ponlini Co., Ltd.
2023	-	Present	Director	Nontiwat Co., Ltd.
2023	-	Present	Director	Good Asset Co., Ltd.
2023	-	Present	Director	Puwara Co., Ltd.
2023	-	Present	Director	Warrapinit Co., Ltd.
2023	-	Present	Director	Siri TK Six Co., Ltd.
2023	-	Present	Director	Jongjes Co., Ltd.
2023	-	Present	Director	Ektanin Co., Ltd.
2023	-	Present	Director	Tharudee Co., Ltd.
2023	-	Present	Director	Pridit Co., Ltd.
2022	-	Present	Director	Big Touch 3 Co., Ltd.
2022	-	Present	Director	Big Touch 1 Co., Ltd.
2022	-	Present	Director	Siri TK Five Co., Ltd.
2021	-	Present	Director	Bangpakong Terminal and Services Co., Ltd.
2021	-	Present	Director	Bangpakong Industrial Land Co., Ltd.
2021	-	Present	Director	BFTZ Bangpakong Co., Ltd.
2020	-	Present	Director	Standard Asia Co., Ltd.
2020	-	Present	Director	Siripat Twelve Co., Ltd.
2020	-	Present	Director	Siripat Eleven Co., Ltd.
2020	-	Present	Director	Siripat Nine Co., Ltd.
2020	-	Present	Director	Siripat Eight Co., Ltd.
2020	-	Present	Director	Sansiri Holding Twenty Three Limited
2020	-	Present	Director	Sansiri Holding Seventeen Limited
2020	-	Present	Director	Sansiri Holding Fourteen Limited
2020	-	Present	Director	Sansiri Holding Twelve Limited
2020	-	Present	Director	Sansiri Holding Eleven Limited
2020	-	Present	Director	Sansiri Holding Six Limited
2020	-	Present	Director	Sansiri Holding Five Limited

2020	-	Present	Director	Sansiri Holding Three Limited
2020	-	Present	Director	Sansiri Holding Two Limited
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	Siri Four Holding Co., Ltd.
2018	-	Present	Director	Siri TK Three Co., Ltd.
2018	-	Present	Director	Siri TK Two 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.
2018	-	Present	Director	Siripat Three Co., Ltd.
2018	-	Present	Director	Siripat Ten Co., Ltd.
2018	-	Present	Director	Siri Smart Two Co., Ltd.
2017	-	Present	Director	BTS Sansiri Holding Twenty Two Limited
2017	-	Present	Director	Paranat Co., Ltd.
2017	-	Present	Director	Jirapas Realty Co., Ltd.
2017	-	Present	Director	Siri TK One Co., Ltd.
2017	-	Present	Director	Siri Smart One Co., Ltd.
2017	-	Present	Director	Siri Ventures Co., Ltd.
2016	-	Present	Director	Siriwattana Holding Limited
2016	-	Present	Director	BTS Sansiri Holding Nineteen Limited
2016	-	Present	Director	BTS Sansiri Holding Sixteen Limited
2015	-	Present	Director	Nuvo Line Agency Limited
2015	-	Present	Director	BTS Sansiri Holding Nine Limited
2015	-	Present	Director	BTS Sansiri Holding Eight Limited
2015	-	Present	Director	BTS Sansiri Holding Seven Limited
2015	-	Present	Director	BTS Sansiri Holding Four Limited
2014	-	Present	Director	BTS Sansiri Holding One Limited
2009	-	Present	Director	NED Management Co., Ltd.
2006	-	Present	Director	Papanan Limited
2006	-	Present	Director	Red Lotus Properties Limited
2006	-	Present	Director	Sansiri China Co., Ltd.
2003	-	Present	Director	Arnawat Limited
2003	-	Present	Director	Touch Property Co., Ltd.
2002	-	Present	Director	S.U.N. Management Co., Ltd.
2000	-	Present	Director	QT Lifestyle Co., Ltd.
1998	-	Present	Director	Plus Property 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 2023	As of 31 December 2023	Change during the Year (+/-)
1) Director	21,924,118	37,924,118	16,000,000
2) Spouse	None	None	None
3) Underage Child	None	None	None

• Meeting Attendance in 2023 :

- Board of Directors	: 14 from 14 meetings
- Risk Management Committee	: 4 from 4 meetings
- Corporate Governance and Sustainability Committee	: 2 from 2 meetings
- Investment Committee	: 1 from 1 meeting
- 2023 Annual General Meeting of Shareholders	: 1 from 1 meeting

• Relationship with executive directors or major shareholders of the Company and Subsidiaries : No

• 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 Director's 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.

Scope of Duties and Responsibilities of the Sub-Committee

Risk Management 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.

Scope of Duties and Responsibilities of the Sub-Committee

(8) Follow up on the operating results on sustainable development and good corporate governance and report to the Board of Directors.

(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 2024
(from EY Office Limited)

Name	Mrs. Ginkarn 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 -

Name Ms. Pimjai Manitkajohnkit
Audit firm EY Office Limited
CPA No. 4521
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
- A member of Investigation Subcommittee of the Federation of Accounting Professions

Education

- Bachelor's degree in Accounting, Thammasat University (2nd class honor)
- Master's degree in Accounting, Thammasat 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 real estate, manufacturing, and trading.
- Overseeing management advisory and SET listing engagements.

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 -

Name	Ms. 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 -

The three auditors proposed for appointment as mentioned above have neither relationship nor conflicts of interest of transaction with the Company, subsidiaries, associated companies, the executives, major shareholders or any persons related thereto that may have conflicts may result in the inability to perform duties independently.

(Translation)

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)

The details of this issuance and offering for sale of the ordinary share-purchase warrants to the directors and management/employees of Sansiri Public Company Limited and/or its subsidiaries # 9 (ESOP # 9 Plan) are as follows:-

1. Purposes and necessity

- 1.1 To induce the management/employees to participate in the Company as an owner;
- 1.2 To improve the working morale and to stimulate and encourage the management/employees to perform their best for the highest benefit of the Company.
- 1.3 To be an incentive for the employees with high capability and efficiency to work with the Company in the long term.

2. Details of the warrants

- | | | |
|------|--|---|
| 2.1 | Type and Kind of Warrants | Ordinary share-purchase warrants that specified names of the holders and are non-transferable. (hereinafter " Warrants ") |
| 2.2 | Number of Warrants Offered for Sale | 350 million units |
| 2.3 | Par Value of Shares Accommodating Warrants | 1.07 Baht |
| 2.4 | Offering Price Per Unit | -0- Baht |
| 2.5 | Type of Allotment | Allotted to the directors and the management/employees of Sansiri Public Company Limited and/or its subsidiaries. |
| 2.6 | Exercise Ratio | 1 unit of Warrant will be entitled to purchase 1 ordinary share, the Exercise Ratio may be changed thereafter in case of an Adjustment of Rights. |
| 2.7 | Exercising Price (Per Unit) | 2.10 Baht (Two Baht and Ten Stang), the Exercising Price may be changed thereafter in case of an Adjustment of Rights

If there is an adjustment of Exercising Price, the Exercising Price must not be lower than the par value of the Company's shares at that time. |
| 2.8 | Issuance and Offering Date of of the Warrants | The Issuance and Offering Date of the Warrants will be thereafter specified by authorized director or person assigned by the authorized director. |
| 2.9 | Maturity of the Warrants | Not exceeding 5 years from the Issuance and Offering Date of the Warrants. |
| 2.10 | Number of Shares Alloted and Reserved for the Accommodation of Warrants | 350 million shares which are 2.10% of the total sold shares of the Company as at the date on which the Board of Directors Meeting resolved to approve this Plan.
The Company will complete the offering for the sale of shares accommodating the exercise of rights in accordance with the Maturity of the Warrants. |

(Translation)

2.11 Adjustment of Rights

The Company will adjust or change Exercise Ratio and Exercising Price of warrant holders in accordance with the calculation method that will subsequently be specified. If the incident as specified in the Notification of the Capital Market Supervisory Board No. TorChor. 34/2551 regarding Application for and Approval of Offer for Sale of Newly Issued Share Warrants and Underlying Shares dated 15 December 2008 (including the amendments), the relevant Notification of Capital Market Supervisory Board and/or the Notification of the Board of the SEC occurred that there must be an Adjustment of Rights which, in further details, an authorized director or a person assigned by an authorized director will be assigned as person with power to consider and specify other conditions and other details relevant to the adjustment or the change of Exercise Ratio and Exercising Rights under the relevant laws, notifications, rules and regulations as deemed appropriate.

2.12 Exercise Period

Except during the period which the exercise of the Warrants is temporarily prohibited as determined and announced by an authorized director or a person assigned by the authorized director, such as, the period when the Company is in the process of issuance and offering for sale of its newly issued share or any other case to be determined by an authorized director or a person assigned by the authorized director, the warrant holder shall be entitled to exercise the Warrant to purchase ordinary shares in the number which the warrant holder is entitled to exercise each year according to the succeeding paragraph once every calendar month on the last working day of each month, commencing from the first month that he/she has received the confirmation of his/her allocation from the Company throughout the Maturity of the Warrant (the "**Exercise Date**"). The warrant holder shall be entitled to exercise the Warrant for the last time on the date that the Warrants have reached its 5 years maturity (the "**Last Exercise Date**"). In the case that such maturity date is a not a working day of the Company, the warrant holder shall be able to exercise the Warrant for the last time on the last working day prior to such date.

The warrant holders will be entitled to exercise the right under the Warrant as follow:

1st Year The maximum number of ordinary shares that the each warrant holder can exercise the right to purchase are 1/5 of the total number of the warrants being allotted to him/her by the Company.

The number of the Warrants being exercisable in the 1st year but remain outstanding can be exercised in the following years until they have reached the expiration of the Exercise Period in accordance with the Plan.

(Translation)

2nd Year The maximum number of ordinary shares that the each warrant holder can exercise the right to purchase are 1/5 of the total number of the Warrants being allotted to him/her by the Company.

The number of the Warrants being exercisable in the 2nd year but remain outstanding can be exercised in the following years until they have reached the expiration of the Exercise Period in accordance with the Plan.

3rd Year The maximum number of ordinary shares that the each warrant holder can exercise the right to purchase are 1/5 of the total number of the Warrants being allotted to him/her by the Company.

The number of the Warrants being exercisable in the 3rd year but remain outstanding can be exercised in the following years until they have reached the expiration of the Exercise Period in accordance with the Plan.

4th Year The maximum number of ordinary shares that the each warrant holder can exercise the right to purchase are 1/5 of the total number of the Warrants being allotted to him/her by the Company.

The number of the Warrants being exercisable in the 4th year but remain outstanding can be exercised in the following years until they have reached the expiration of the Exercise Period in accordance with the Plan.

5th Year The maximum number of ordinary shares that the each warrant holder can exercise the right to purchase are 1/5 of the total number of the Warrants being allotted to him/her by the Company.

The Warrants that the warrant holders can exercise the right to purchase as stipulated above will be hereinafter referred to as the “**Vested Warrants**”

2.13 Period to Submit the Expression of Intent to Exercise the Right

During the Exercise Period, the warrant holders shall be able to express his/her intention to exercise the Warrants to purchase ordinary shares on any working day of the Company between the 1st and the 25th day of every calendar month from 9:00 a.m. to 3:00 p.m. commencing from the first month that he/she is entitled to exercise the Warrants. In case the 25th day of any calendar month is not a working day of the Company, the last day on which the warrant holder is able to express his/her intention to exercise the Warrants will be the last working day prior to such date.

For the Last Exercise Date, the warrant holder wishing to exercise the right to purchase the Company's ordinary shares must express its intention to purchase ordinary shares during the period of 15 days prior to the Last Exercise Date.

(Translation)

- 2.14 **Inability to Cancel the Expression of Intent to Exercise the Rights** When the warrant holder expresses its intention to exercise the right to purchase ordinary shares under the Warrant, the warrant holder will be unable to cancel the expression of intent to exercise the rights.
- 2.15 **Secondary Market of the Warrants** The warrants will not be listed on the Stock Exchange of Thailand by the Company.
- 2.16 **Secondary Market of the Ordinary Shares Caused by the Exercise of Rights under the Warrants** The Company will register ordinary shares caused by the exercise of rights to purchase ordinary shares under the Warrant to become registered securities in the Stock Exchange of Thailand.

3. The names of the directors being entitled to receive the allotment of the warrants under this plan and the number of warrants to be allotted to each of them

3.1 List of directors of Sansiri Public Company Limited who will receive the allotment of the warrants that will be issued under this plan and the number of warrants to be allotted to each of them.

-None-

3.2 List of directors of the Company's subsidiaries who will receive the allotment of the warrants that will be issued under this plan and the number of warrants to be allotted to each of them.

No.	Name	Position	Number of Allocated Warrants	% of Total Allocated Warrants (of the Plan)
1	Mr. Arnut Kittikulmetee	Director of the subsidiary companies	No more than 10 million units	No more than 2.86%
2	Mr. Wichan Wiriyaphusit	Director of the subsidiary companies	No more than 10 million units	No more than 2.86%
3	Mr. Warradage Timcharttong	Director of the subsidiary companies	No more than 10 million units	No more than 2.86%
4	Mr. Samatcha Promsiri	Director of the subsidiary companies	No more than 8 million units	No more than 2.29%
5	Mr. Ongart Suwannakul	Director of the subsidiary companies	No more than 8 million units	No more than 2.29%
6	Mr. Wisut Chanwattharangkun	Director of the subsidiary companies	No more than 8 million units	No more than 2.29%
7	Mr. Samatkom Tangvivat	Director of the subsidiary companies	No more than 8 million units	No more than 2.29%
8	Miss Suwannee Mahanarongchai	Director of the subsidiary companies	No more than 8 million units	No more than 2.29%
9	Miss Niramol Direkmahamongkol	Director of the subsidiary companies	No more than 5 million units	No more than 1.43%
TOTAL			No more than 75 million units	No more than 21.43%

Remark

- (1) Persons whose names appear in the above tables will be allotted with warrant units in their capacity as management and/or employees of the Company and/or the Company's subsidiaries. However, as those persons are designated to hold positions as directors of the Company's subsidiaries (the details are as of 27 February 2024), thus, it shall be deemed that the warrant units are to be allotted to such persons in their capacity as directors in accordance with 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 (as amended).
- (2) The number of warrant units as shown in the above tables are the maximum number of warrant units to be allotted to the management and/or employees (who are the directors of the Company's subsidiaries). The actual allocation of the warrants to each of them will depend mainly on his/her qualifications, position, years of service and capability of each employee.

(Translation)

4. The names of the management/employees who will be allotted with warrants more than 5% of the total warrants issued under this plan and the number of warrants to be allotted to each of them

- N.A. -

5. The effects to the existing shareholders caused by the offering for sale of the warrants under this plan

5.1 Impact on the market price of share (price dilution)

In the event that all of 350 million units of warrants have been exercised at the exercising price of Baht 2.10 (Two Baht and Ten Stang) per unit, there will not be effect on the market price of share due to the fact that the exercising price is higher than the market price (no discount on the market price). This is based on an assumption that the market price of the Company's shares before the offering is Baht 1.798 per share which is the weighted average market price of the Company's shares over the previous 15 days consecutively prior to the date on which the Board of Directors' Meeting has resolved to approve this Plan as well as specifying the exercising price of the warrants under this Plan (from 5 February 2024 to 23 February 2024 – Source : www.set.or.th).

In this regard, the Price Dilution shall be calculated from the following formula;

$$\text{Price Dilution} = \frac{(\text{Pre-offering market price} - \text{Post-offering market price})}{\text{Market price before offering}}$$

$$= \frac{(1.798 - 1.804)}{1.798} = -0.35\%$$

Whereas

Pre-offering market price	=	1.798
Number of paid-up shares	=	16,689,811,291 shares
Offering market price	=	2.10 Baht
Number of shares reserved for the Warrants	=	350,000,000 shares
Market price after offering	=	

$$\frac{(\text{Pre-offering market price} \times \text{Number of paid-up shares}) + (\text{Exercise price} \times \text{Number of shares reserved for the Warrants})}{\text{Number of paid-up shares} + \text{Number of shares reserved for the Warrants}}$$

$$= \frac{(1.798 \times 16,689,811,291) + (2.10 \times 350,000,000)}{16,689,811,291 + 350,000,000}$$

$$= 1.804 \text{ Baht per share}$$

5.2 The effects to the profit sharing (Earning per Share Dilution) or voting right of the existing shareholders (control dilution)

In the event that all of 350 million units of warrants have been exercised, based on the total number of the sold shares of the Company of 16,689,811,291 shares as at the date on which the Plan was approved by the Board of Directors Meeting, profit sharing or the voting rights of existing shareholders will decline by 4.50 percent of the existing profit sharing or voting rights. This is calculated based on the number of shares reserved for the offering of sale of the warrants under the Plan, divided by the total sum of (1) the number of the paid-up shares and (2) the number of shares reserved for the offering of sale of the warrants under the Plan.

$$\frac{350,000,000}{16,689,811,291 + 350,000,000} = 2.05 \text{ percent}$$

(Translation)

6. Rules for the Allocation, Procedures for the Offering for Sale of Warrants and Conditions of the Exercise of Rights

6.1 Rules for the Allocation

Allocation to the directors and the management /employees of Sansiri Public Company Limited and/or its subsidiaries.

There are no person who will be eligible to be allotted more than 5% of the total warrants issued under this Plan.

The qualifications of the directors and management /employees of the Company and/or its subsidiaries who will be eligible for warrants allocation are as follows:

(a) Being a director or a management of the Company and/or its subsidiaries on the date of issuance and offering of warrants (including the date on which the Company reallocates the warrants that have ever been allotted before pursuant to Clause 10 hereof).

(b) Being an employee of the Company and/or its subsidiaries on the date of issuance and offering of warrants (including the date on which the Company reallocates the warrants that have ever been allotted before pursuant to Clause 10 hereof).

(c) In exceptional case which is not qualified to the conditions in Clause (a) and (b), the case will be proposed to the Company's Nomination and Compensation Committee for consideration; and

(d) The number of warrants to be allocated to each of the directors and management /employees of the Company and/or its subsidiaries will not necessarily be equal for each person. In this regard, the Chief Executive Officer and the President of the Company shall be authorized to set the criteria for the allotment and selection of the management/employees who will be eligible to be allotted based on their ranking, years of services, capability and their contribution to the Company.

6.2 Procedures for the Offering for Sale of Warrants

The Company will proceed to complete the allotment of these warrants to the directors and management/employees of the Company and/or its subsidiaries within one year after the shareholders' meeting has approved the issuance and offering for sale of the warrants under this Plan.

6.3 Conditions of the Exercise of Rights

(a) In case a director of the Company's subsidiary ceases to be a director due to a retirement by rotation but is not re-elected for the consecutive term: If the warrant holder ceases to be the director of the Company's subsidiary due to the a retirement by rotation but is not re-elected for the consecutive term, such person shall be entitled to exercise all the Vested Warrants left unexercised at the cessation date until the maturity date of the warrants. The remaining unexercised warrants will be returned to the Company for further allotment to other directors and/or the management/employees whose qualifications meeting the criteria, subject to the conditions as stipulated in Clause 10.

(b) Death, Disappearance, Incompetence or Disability (unable to conduct his/her own business): If the warrant holder ceases to be a director, management or employee of the Company and/or any of its subsidiaries as a result of death, disappearance, incompetence or disability (unable to conduct his/her own business) as determined by the Chief Executive Officer and the President, his/her heir, guardian or curator (as applicable) shall be entitled to exercise all the Vested Warrants left unexercised at that time until the maturity date of the warrants, provided that the all the relevant legal documents have been presented to the satisfaction of the Chief Executive Officer and the President. The remaining unexercised warrants will be returned to the Company for further allotment to other directors and/or the management/employees whose qualifications meeting the criteria, subject to the conditions as stipulated in Clause 10.

(Translation)

(c) Termination of employment by the Company without fault committed by the management/employee or termination of the employment under the normal retirement or early retirement program of the Company: If the warrant holder ceases to be the management/employee of the Company and/or any of its subsidiaries as a result of the termination of employment without fault committed by the management/employee or termination of the employment under the normal or early retirement program of the Company (determined by the Chief Executive Officer and the President), the warrant holder shall be entitled to exercise all the Vested Warrants left unexercised at the termination date until the maturity date of the warrants. The remaining unexercised warrants will be returned to the Company for further allotment to other directors and/or the management/employees whose qualifications meeting the criteria, subject to the conditions as stipulated in Clause 10.

(d) Termination of employment by the Company with fault committed by the management/employee which, according to the Company's work regulations, the Company is entitled to terminate the employment without paying any severance pay: if the warrant holder ceases to be a management/ employee of the Company and/or any of its subsidiaries as a result of the termination of employment with fault committed by the management/employee which according to the Company's work regulations, the Company is entitled to terminate the management/employment without paying any severance pay, the warrant holder shall cease to have a right to exercise any warrants left unexercised at the termination date. The unexercised warrants will be returned to the Company for further allotment to other directors and/or the management/employees whose qualifications meet the criteria, subject to the conditions as stipulated in Clause 10.

(e) Other Reasons : If the warrant holder ceases to be a director or management/employee of the Company and/or any of its subsidiaries for any reason, other than those specified in the Clause (a) to (d) above (including death), such person or beneficiary designated by such person in case of death (as applicable) will be entitled to exercise the Vested Warrants for further two times only, i.e. for the first time: on the Exercise Date in the month which such person ceases to be a director or a management/employee and, for the second time, on the Exercise Date in the month after the month in which such person ceases to be a director or the management/employee. Then the unexercised Vested Warrants and the remaining unexercised warrants will be returned to the Company for further allotment to other directors and/or the management/employees whose qualifications meeting the criteria, subject to the conditions as stipulated in Clause 10.

(f) The warrants issued under the Plan and the right thereof cannot be transferred or assigned to any person other than the person whose name stated in the warrant, except in case of disappearance, incompetence or disability (unable to conduct his/her own business) of the warrant holder, his/her heir, guardian or curator (as applicable) shall be then entitled to exercise the right under that warrant until the maturity of the warrants provided that all relevant legal documents have been presented to the satisfaction of the President or any other events which the President may consider appropriate.

(g) The President will be authorized to determine any additional exercise conditions concerning the period during which the exercise of the the Vested Warrants is temporarily prohibited and the number of warrants which can be exercised during certain period of time during the maturity period of the warrants (if applicable). In this regard, the Company will inform the said additional conditions to the directors and/or the management/employees of the Company and/or its subsidiaries, who will receive the allotment of the warrants at the time of offering for sale of the warrants.

7. Assistance from the Company in Acquiring Sources of Capital Given to the Directors and the Management/Employees

- N.A. -

(Translation)

8. The Right of the Ordinary Shares Issued and Reserved for the Exercising of the Warrants

The rights of ordinary shares issued as a result of the exercise of the warrant by the warrant holder under this plan will have the same rights and conditions as the existing ordinary shares of the Company issued earlier and will be entitled to receive dividends when they are paid.

9. Veto right of shareholders to the offering for sale of the warrants under this plan

The offering for sale of the warrants has to be approved by the affirmative vote of not less than three quarters (3/4) of all votes of shareholders who attend and have the right to vote in the shareholders' meeting provided that there is no objection by the shareholders holding shares in aggregate more than 10% of the total votes of shareholders who attend the meeting.

10. Additional conditions in the case that the Company intends to reallocate the warrant which had ever been offered for sale before

The Company will propose to the ordinary meeting of shareholders no. 29/2024 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 this 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 regards, the criteria of the allocation of warrants in Clause 6 hereof will be applied *mutatis mantadis*.

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

11. Other conditions

Authorized directors, 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.

(Translation)

(F 53-4)

Capital Increase Report Form
Sansiri Public Company Limited
28 February 2024

We, Sansiri Public Company Limited, hereby report on the resolution of Board of Directors Meeting No. 2/2024, held on 27 February 2024 relating to a capital increase and share allotment, as follows.

1. Decrease and Increase of the Registered Capital

1.1 Decrease of the Registered Capital

The Board of Directors Meeting has approved 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 be 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.

1.2 Increase of the Registered Capital

The Board of Directors Meeting has approved the increase of the registered capital of the Company, by 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 up to 1,750,000,000 newly-issued ordinary shares, with the par value of Baht 1.07 with the following details:

Type of capital increase	Type of share	Number of shares (million shares)	Par value (baht/share)	Total Value (million baht)
<input checked="" type="checkbox"/> Specifying the purpose of using proceeds	Ordinary shares	350	1.07	374.5
<input checked="" type="checkbox"/> General mandate	Ordinary shares	1,400	1.07	1,498

2. Allotment of new shares

2.1 Specifying the purpose of using the proceeds

Allotted to	Number of shares (million shares)	Ratio (old : new)	Sale price (baht/share)	Subscription and payment period	Notes
To support the exercise of rights pursuant to the 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 (the "ESOP # 9 Plan")	350	<u>Exercise ratio</u> 1 unit of warrant : 1 ordinary share	without offering value 1 unit of warrant will be entitled to purchase ordinary shares at the price of Baht 2.10 per share	The authorized director or president or a person assigned by the authorized director has the authority to consider and prescribe details at a later time.	Please see Note

Notes

The meeting of the Company's directors has resolved to approve the 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 (the "**ESOP # 9 Plan**") for a volume 350 million 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, will be proposed to the General Meeting of Shareholders for approval.

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 summary of the initial details of the warrants representing the rights to purchase ordinary shares of the Company to be issued and offered for sale under the ESOP # 9 Plan is in Enclosure 8.

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.

2.1.1 The Company's action if there are decimal fractions of shares

- None -

2.2 General mandate

Allotted to	Type of shares	Number of shares (million shares)	Percent per paid-up registered capital	Note
Private placement	Ordinary shares	1,400	approximately 8.39 percent	Please see Note

Note

The meeting of the Company's directors has resolved to approve the allotment of the newly issued ordinary shares of the Company from the capital increase will be proposed to the General Meeting of Shareholders for approval 1,400 million newly-issued ordinary shares of the Company will be allotted 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 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. 29/2024 will be held via electronic media on 30 April 2024 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 2024.
- 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 agency and conditions thereto (if any)

- 4.1 The shareholders meeting must approve the Company's issuance and offering for sale of the ordinary share-purchase warrants under the ESOP # 9 Plan.
- 4.2 The shareholders meeting must approve the decrease and increase of the Company's registered capital and the relevant issues.

- 4.3 The shareholders meeting must approve the allotment amount of 350 million of the Company's newly-issued ordinary shares, with a par value of Baht 1.07 per share, 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 million units.
- 4.4 The shareholders meeting must approve the Company's allotment of 1,400 million of the Company's newly-issued ordinary shares, with a par value of Baht 1.07 per share, (approximately 8.39 percent of the Company's paid-up registered capital as of the date that the Company's directors meeting resolves to increase capital under a general mandate) by way of private placement under a general mandate.
- 4.5 The Company must submit the application to decrease and increase its registered capital and paid-up capital and report the amendment to its Memorandum of Association regarding the capital increase to the Department of Business Development, the Ministry of Commerce.
- 4.6 The Company must seek the SET's permission to list its newly issued ordinary shares from the allotment of shares by way of the ESOP # 9 Plan on the SET after the newly issued shares are exercised.
- 4.7 The Company must seek the SET's permission to list its newly issued ordinary shares from the allotment of shares by way of private placement under a general mandate on the SET after the newly issued shares are allotted and the offered shares are paid for.

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

- 5.1 Newly issued ordinary shares to support the exercise of rights under the ESOP #9 Plan

The purpose of this capital increase is to allow the Company's directors and employees to be owners of the Company and to motivate and encourage employees to efficiently work for the Company's and shareholders' ultimate benefits in a long term. This will benefit the Company's operation and business in the future.

- 5.2 Capital increase by way of general mandate through a private placement.

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.
- 6.3 The issuance of ordinary share-purchase warrants under the ESOP #9 Plan will allow the Company's directors and employees to be owners of the Company and to motivate and encourage employees to efficiently work for the Company's and shareholders' ultimate benefits in a long term. This will benefit the Company's operation and business in the future.

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

Persons who are allotted the ordinary share-purchase warrants under private placement and ordinary share-purchase warrants under the ESOP # 9 Plan are eligible to receive dividends from the Company's business operation after exercising the right to purchase the Company's newly issued ordinary shares and being registered as the Company's shareholders.

7.3 Others

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

The allotment of ordinary share-purchase warrants under the ESOP #9 Plan may affect the Company's shareholders due to price dilution, earning per share dilution, and control dilution. The details appear in Enclosure 8.

The allotment of newly-issued ordinary shares to private placement subscribers under a general mandate may affect the Company's shareholders due to price dilution, earning per share dilution, and control dilution, as follows.

8.1 Price dilution

The allotment of newly issued ordinary shares to private placement subscribers under a general mandate, totaling 1,400 million 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 1.798 Baht 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 private placement subscribers under a general mandate. (from 5 February 2024 to 23 February 2024 - from www.set.or.th)

8.2 Earning per share dilution or control dilution

Regarding the allotment of newly-issued shares to private placement subscribers under a general mandate, totaling 1,400 million shares, as of the date of the board of directors meeting's approval, the Company has 16,689,811,291 shares, and it will dilute the earnings per share and the voting rights of the existing shareholders (control dilution) at the rate of 7.74 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.

$$\frac{1,400,000,000}{(16,689,811,291 + 1,400,000,000)} = 7.74 \text{ percent}$$

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. 2/2024	27 February 2024
2.	Determining the list of shareholders who have the right to attend General Meeting of Shareholders No. 29/2024 (Record date)	18 March 2024
3.	Annual General Meeting of Shareholders No. 29/2024	30 April 2024
4.	Registering the decrease and increase of registered capital and reporting the amendment of the Company's Memorandum of Association in accordance with the capital increase with the Department of Business Development, the Ministry of Commerce.	Within 14 days from the date that the shareholders meeting resolves to approve the increase of registered capital
5.	Issuing and allotting ordinary share-purchase warrants under the ESOP #9 Plan	Within one year from the date that the shareholders meeting resolves to approve the issuance and offering for sale of ordinary share-purchase warrants under the ESOP #9 Plan
6.	Registering the paid-up capital increase with the Department of Business Development, the Ministry of Commerce	Within 14 days after (1) the date of each exercise of the right to purchase the Company's new shares pursuant to the ordinary share-purchase warrants under the ordinary share-purchase warrants under the ESOP #9 Plan, and (2) after the date on which the Company receives payment from the shares being offered under a general mandate.
7.	Seeking permission from the SET to list its ordinary shares newly issued due to the exercise of rights vested in the ordinary share-purchase warrants under private placement and under the ESOP #9 Plan on the SET, after the rights under these warrants are exercised	Within 30 days from the date of the exercise of the right to purchase the Company's newly issued ordinary shares
8.	Seeking permission from the SET to list its ordinary shares newly issued due to the allotment of shares to private placement subscribers under a general mandate 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

The Details of the Amendment to the Company's Articles of Association

Current Version	Proposed Changes
Chapter 3 Board of Directors	
<p>Article 23. The Board of Directors shall hold a meeting at least once every 3 (three) months according to the certain schedule which specify in every year in advance or the other time as necessary, in order to be accorded with the governing law or in the management of the Company' s business, in the province in which the head office of the Company is located or in a nearby province or the other place as specified by the Chairman of the Board.</p>	<p>Article 23. The Board of Directors shall hold a meeting <u>at least once every 3 (three) months</u> according to the certain schedule which specify in every year in advance or the other time as necessary, in order to be accorded with the governing law or in the management of the Company' s business, in the province in which the head office of the Company is located or in a nearby province or the other place as specified by the Chairman of the Board.</p>
<p>Article 24.The meetings of the Board of Directors shall be called by the Chairman of the Board. In any case where two or more directors request that a meeting be called, the Chairman of the Board shall fix a meeting date within 14 (fourteen) days after receipt of such request. In calling a meeting, the Chairman of the Board or the person designated by the Chairman shall send a notice to each director not less than 7 (seven) days in advance of the meeting, save in the case of urgency where it is necessary to protect the rights or privileges of the Company, when a meeting may be called by other means and held with shorter notice.</p> <p style="padding-left: 40px;">Such notice must specify the day, time, place and the agenda of the meeting, and shall be accompanied by all documents relevant to the meeting.</p> <p style="padding-left: 40px;">Where the Chairman or any person (s) entrusted by the Chairman deems appropriate, the meeting of the Board of Directors 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.</p> <p style="padding-left: 40px;">The notice of the meeting may be served via electronic means, subject to requirements under the applicable laws.</p>	<p>Article 24.The meetings of the Board of Directors shall be called by the Chairman of the Board <u>or his/her designated person</u>. In any case where two or more directors request that a meeting be called, the Chairman of the Board shall fix a meeting date within 14 (fourteen) days after receipt of such request. In calling a meeting, the Chairman of the Board or the person designated by the Chairman shall send a notice to each director not less than 7 (seven) days in advance of the meeting, save in the case of urgency where it is necessary to protect the rights or privileges of the Company, when a meeting may be called by other means and held with shorter notice.</p> <p style="padding-left: 40px;"><u>When there is reasonable cause or in order to preserve the rights or benefits of the Company, at least 2 (two) directors may jointly request that the Chairman summons the Board of directors' meeting, whereby the agenda and reason(s) therefor that will be proposed for consideration must be specified. In such a case, the Chairman or his/her designated person shall summon and fix the date of the meeting within 14 (fourteen) days as of the date of receipt of the request.</u></p> <p style="padding-left: 40px;"><u>In the case where the Chairman or his/her designated person does not proceed with the summoning and fixing the date of the meeting in accordance with the second paragraph above, the requesting directors may jointly summon and fix the date of the Board of directors' meeting to consider the proposed agendas within 14 (fourteen) days as of the end of such period mentioned in the second paragraph.</u></p>

Current Version	Proposed Changes
	<p><u>In case that the Chairman is absent for any reasons, the Vice Chairman shall summon the meeting of the Board of Directors. In case that the Vice Chairman is absent for any reason, any 2 or more of directors may jointly summon the meeting of the Board of Directors.</u></p> <p>Where the Chairman or his/her designated person deems appropriate, the meeting of the Board of Directors may be held via electronic means, <u>it shall be deemed that the headquarters of the Company is the place of the meeting</u>, 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.</p> <p>Such notice must specify the day, time, place and the agenda of the meeting, and shall be accompanied by all documents relevant to the meeting. <u>The notice of the Board of Directors' meeting shall be sent to all Directors at least 3 (three) days prior to the date of the Board of Directors' meeting, except in an emergency such as to preserve the rights and benefits of the Company, the meeting may be called by electronic or other methods and the meeting date may be fixed sooner than the period of time specified above.</u></p> <p>The notice of the meeting may be served via electronic means, subject to requirements under the applicable laws.</p> <p><u>In this regard, the person who is in charge with the arrangement for the meeting must keep a copy of such notice and related documents as evidence, which may be kept in electronic data format.</u></p> <p>The notice of the meeting may be served via electronic means, subject to requirements under the applicable laws.</p>
<p>Chapter 4 The Shareholders Meeting</p>	
<p>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.</p> <p>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</p>	<p>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.</p> <p>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</p>

Current Version	Proposed Changes
<p>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 shareholder meeting to be held within 45 (forty-five) days of the date of receipt of such request from the said shareholders.</p> <p style="text-align: center;">If the Board of directors does not hold the meeting within the period 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 in 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.</p> <p style="text-align: center;">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.</p> <p style="text-align: center;">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.</p> <p style="text-align: center;">The notice of the meeting may be served via electronic means, subject to requirements under the applicable laws.</p>	<p>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 shareholder meeting to be held within 45 (forty-five) days of the date of receipt of such request from the said shareholders.</p> <p style="text-align: center;">If the Board of directors does not hold the meeting within the period 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 in paragraph two ends. In this case, the meeting in 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.</p> <p style="text-align: center;">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.</p> <p style="text-align: center;">Where the Board of Directors deems appropriate, the meeting of the shareholders may be held via electronic means, <u>it shall be deemed that the headquarters of the Company is the place of the meeting,</u> 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.</p> <p style="text-align: center;">The notice of the meeting may be served via electronic means, subject to requirements under the applicable laws. <u>In the case that shareholders summon a meeting as per the third paragraph, shareholders summoning the meeting may send notice summoning the meeting to shareholders via electronic methods, provided that such shareholders have declared their intention or given consent to the company or the Board of Directors as prescribed in Article 54.</u></p>
<p>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</p>	<p>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</p>

Current Version	Proposed Changes
<p>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.</p>	<p>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 <u>local Thai newspaper sold in the same area where the headquarters is located for 3 (three) consecutive days or advertised via electronic means according to the criteria stipulated by law.</u> at least 3 (three) days prior to the date of the meeting.</p>
<p>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.</p>	<p>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.</p> <p style="text-align: center;"><u>The appointment of proxy under the first paragraph may be made by electronic means which is secured and reliable that such appointment was made by the shareholder as prescribed by laws.</u></p>
<p>Article 41. Dividends shall not be paid other than out of profits. If the Company still has an accumulated loss, no dividends shall be distributed.</p> <p style="text-align: center;">Unless otherwise specified by the Articles of Association regarding preferred shares, dividends shall be distributed according to the number of shares, with each share receiving an equal amount. The Board of Directors have authorized to propose dividend payment to the shareholder meeting for its approval.</p> <p style="text-align: center;">The board of directors may pay interim dividends to the shareholders from time to time if the Board believes that the profits of the Company justify such payment. After the dividends have been paid, such dividend payment shall be reported to the shareholders at the next shareholder meeting. Payment of dividends shall be made within 1 (one) month of the date of the resolution of the shareholder meeting or of the meeting of the board of directors, as the case may be. The shareholders shall be notified in writing of such payment of dividends, and the notice shall also be published in a newspaper.</p>	<p>Article 41. Dividends shall not be paid other than out of profits. If the Company still has an accumulated loss, no dividends shall be distributed.</p> <p style="text-align: center;">Unless otherwise specified by the Articles of Association regarding preferred shares, dividends shall be distributed according to the number of shares, with each share receiving an equal amount. The Board of Directors have authorized to propose dividend payment to the shareholder meeting for its approval.</p> <p style="text-align: center;">The board of directors may pay interim dividends to the shareholders from time to time if the Board believes that the profits of the Company justify such payment. After the dividends have been paid, such dividend payment shall be reported to the shareholders at the next shareholder meeting. Payment of dividends shall be made within 1 (one) month of the date of the resolution of the shareholder meeting or of the meeting of the board of directors, as the case may be. The shareholders shall be notified in writing of such payment of dividends, and the notice shall also be published in a newspaper <u>or via electronic means or by other means in</u></p>

Current Version	Proposed Changes
	<u>accordance with the terms and conditions according to the criteria specified by law.</u>
-	<u>Article 53. Unless otherwise prescribed by laws or the Company in its Articles of Association, Any notice shall also be published in a local Thai newspaper sold in the same area where the headquarters is located for 3 (three) consecutive days or advertised via electronic means according to the criteria stipulated by law.</u>
-	<u>Article 54. In the case the Company or the Board of Directors is obligated to send letter or documents in accordance with the provisions of the Public Limited Companies Act or these Articles to the Directors, shareholders, or creditors of the Company, if such persons have declared their intention to receive or given consent to the delivery of, letters or documents via electronic means, the Company or the Board of Directors may send such letters or document via electronic means according to the criteria stipulated by law.</u>

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

The Company has assigned QUIDLAB Co., Ltd. (“QuidLab”) to be a provider of electronic conferencing systems (“E-Meeting”), which such meeting system been certified by the Electronic Transactions Development Agency and supports all devices, including computer, laptop, tablet and smartphone.

For shareholders or proxies wishing to attend the electronic meeting (E-meeting), please proceed according to the procedures as follow;

A. Please (1) **Attached the shareholder's information provided below via e-mail: CompanySecretary@sansiri.com**. And (2) **together with a copy of documentation presented to proof of identity** (as Clause C.) with certified true copy **to the Company from 1 April 2024 to 26 April 2024 within 17.00 hrs.**

The following information about the shareholder shall be clearly specified in the e-mail is as follow;

- Name – Surname of Shareholder : _____
- Shareholder’s Registration No. : _____
(Appeared in the Notice of Meeting that you received from TSD)
- Name – Surname of Proxy (only in the case of proxy) : _____
- E-mail address for receiving the Web Link, Username and Password for attending the Meeting:

- Mobile Phone Number of Shareholder or Proxy (as the case maybe): _____

Once you have already sent information to the Company's e-mail address, the Company will send you an e-mail within 3 (three) business days, stating "the Company has received your information and is in the process of verifying such documents."

B. The request verification process will then be undertaken. If the request is approved, the shareholder/ the proxy will receive an e-mail from QuidLab containing relevant details of the meeting which comprises the following three parts:

(1) WebLink for attending the E-meeting

The E-meeting system will be opened for registration from 13.00 hrs. of the meeting date. However, it will be live broadcasting at 14.00 hrs.

(2) Username and Password for attending the E-meeting.

The shareholders are strongly advised to keep the Username and Password confidential and do not share them to others.

(3) User manual of E-meeting system.

In this regard, please carefully study the manual on how to use the E-meeting system that QuidLab has sent to you via e-mail.

If your request is denied, the Shareholders or the Proxies will be notified through e-mail with the details and reason for denial, then the Shareholders or the Proxies shall be requested to resubmit the corrected information by 17.00 hrs. on 26 April 2024.

In case the submitted documents are incomplete, incorrect or in compliance 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 2024, please contact the Company Secretary Office at +66(0)-2-027-7888 ext. 1076 and 1078.

C. Please enclose a certified true copy of your proof of identity as follows;

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. 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 depository 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.

3. Other Criteria for Appointment of Proxy

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

- 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.

- 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.

4. On the Meeting date, If the shareholders have any technical difficulty accessing the E-meeting system, either before or during the meeting, please contact Quidlab;

- Tel. +66(0)-2-013-4322 or +66(0)-800-087-616
- E-mail : info@quidlab.com

5. Other inquires, please contact : Company Secretary Office

- Tel. +66(0)-2-027-7888 ext. 1076 and 1078 or +66(0)93-596-8008
- E-mail : CompanySecretary@sansiri.com

Profiles of Independent Directors to be used with Proxy of Shareholders

1. Mr. Jesadavat Priebjrivat (Age 67 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 2024 to the Board of Directors and the Sub-Committees."

Conflict of interest applicable to other Directors : -No-

2. Mr. Porntat Amatavivadhana (Age 54 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 2024 to the Board of Directors and the Sub-Committees."

Conflict of interest applicable to other Directors : -No-

3. Mr. Kittichai Raktakanit (Age 63 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 2024 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 64 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 2024 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 2024 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 แอสสิริ 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 67 ปี อยู่บ้านเลขที่ 59 บมจ. แอสสิริ
Name Mr. Jesadavat Priebrivat age 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 นายพรทัต อมตวิวัฒน์ อายุ 54 ปี อยู่บ้านเลขที่ 59 บมจ. แอสสิริ
Name Mr. Porntat Amatavivadhana age 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 63 ปี อยู่บ้านเลขที่ 59 บมจ. แอสสิริ
Name Mr. Kittichai Raktakanit age 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 64 ปี อยู่บ้านเลขที่ 59 บมจ. แอสสิริ
Name Mr. Weeranant Chuensuwan age 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. แอสสิริ
Name Mr. Pongsatorn Suksangium age 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 _____ หรือ _____
 Province _____ Postal Code _____ or _____

คนใดคนหนึ่งเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมสามัญผู้ถือหุ้น ครั้งที่ 29/2567 ผ่านสื่ออิเล็กทรอนิกส์ (E-meeting) เพียงแบบเดียวเท่านั้น ในวันที่ 30 เมษายน 2567 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. 29/2024, which will be convened via electronic means (E-meeting) format only** on 30 April 2024 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 28/2566
 ซึ่งจัดขึ้นเมื่อวันที่ 28 เมษายน 2566

Agenda No. 1 To consider and certify the Minutes of the Annual General Meeting of Shareholders No. 28/2023 held on 28 April 2023.

- (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:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

วาระที่ 2 พิจารณารับรองรายงานประจำปี รายงานประจำปีของคณะกรรมการบริษัท
 และผลการดำเนินงานประจำปี 2566

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 2023.

- (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:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

วาระที่ 3 พิจารณานอุมัติงบดุลและงบกำไรขาดทุนซึ่งผ่านการตรวจสอบจากผู้สอบบัญชีของบริษัท
ประจำปีบัญชี 2566 สิ้นสุดวันที่ 31 ธันวาคม 2566

**Agenda No. 3 To consider and approve the Company's balance sheets, profit and loss statements
for the fiscal year 2023 ending 31 December 2023.**

- (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:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

วาระที่ 4 พิจารณานอุมัติการจัดสรรเงินทุนสำรองตามกฎหมาย และการจ่ายเงินปันผลประจำปี
สำหรับผลการดำเนินงาน ตั้งแต่วันที่ 1 มกราคม 2566 ถึงวันที่ 31 ธันวาคม 2566

**Agenda No. 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.**

- (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:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | 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
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |
- การแต่งตั้งกรรมการเป็นรายบุคคล ดังนี้
To elect each director individually as follows:
- 5.1 นายวิชาญ จาติกวณิช (Mr. Vichaya Chatikavanij)
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |
- 5.2 นายธงชัย จีรอลงกรณ์ (Mr. Thongchai Jira-alongkorn)
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |
- 5.3 นายพงศธร สุขเสงี่ยม (Mr. Pongsatorn Suksangium)
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |
- 5.4 นายอุทัย อุทัยแสงสุข (Mr. Uthai Uthaisangsuk)
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

วาระที่ 6 พิจารณาอนุมัติการกำหนดค่าตอบแทนให้แก่คณะกรรมการบริษัท และ
ค่าตอบแทนสำหรับคณะกรรมการชุดย่อยของบริษัท ประจำปี 2567

Agenda No. 6 To consider and approve the remuneration for the year 2024 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:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

วาระที่ 7 พิจารณาแต่งตั้งผู้สอบบัญชีและกำหนดค่าสอบบัญชี ประจำปี 2567

Agenda No. 7 To consider and appoint the auditor and fix the auditing fee for the year 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:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

วาระที่ 8 พิจารณาอนุมัติโครงการออกและเสนอขายใบสำคัญแสดงสิทธิที่จะซื้อหุ้นสามัญเพิ่มทุนของ
บริษัท แอสสิริ จำกัด (มหาชน) ให้แก่กรรมการ และ ผู้บริหาร/พนักงานของบริษัท และ/หรือบริษัทย่อย
ครั้งที่ 9 (โครงการ ESOP # 9)

Agenda No. 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)

- (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:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

วาระที่ 9 พิจารณาอนุมัติการลดทุนจดทะเบียนของบริษัท และแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิ ข้อ 4. ของบริษัท
เพื่อให้สอดคล้องกับการลดทุนจดทะเบียน

Agenda No. 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.

- (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:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

วาระที่ 10 พิจารณานุมัติการเพิ่มทุนจดทะเบียนของบริษัท และแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิ ข้อ 4. ของบริษัท เพื่อให้สอดคล้องกับการเพิ่มทุนจดทะเบียน

Agenda No. 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.

- (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:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

วาระที่ 11 พิจารณานุมัติการจัดสรรหุ้นสามัญเพิ่มทุนของบริษัทเพื่อรองรับการใช้สิทธิตามใบสำคัญแสดงสิทธิที่จะซื้อหุ้นสามัญเพิ่มทุนตามโครงการ ESOP # 9

Agenda No. 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.

- (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:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
|-----------------------------------|--------------------------------------|-------------------------------------|

วาระที่ 12 พิจารณานุมัติการจัดสรรหุ้นสามัญเพิ่มทุนของบริษัทแบบมอบอำนาจทั่วไป (General Mandate) ให้แก่บุคคลในวงจำกัด (private placement)

Agenda No. 12 To consider and approve the allotment of the newly issued ordinary shares in general mandate through a private placement.

- (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:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
|-----------------------------------|--------------------------------------|-------------------------------------|

วาระที่ 13 พิจารณานุมัติการแก้ไขเพิ่มเติมข้อบังคับของบริษัท

Agenda No. 13 To consider and approve the amendments to the Company's Articles of Association.

- (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:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
|-----------------------------------|--------------------------------------|-------------------------------------|

วาระที่ 14 พิจารณาเรื่องอื่น ๆ (ถ้ามี)

Agenda No. 14 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:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น
 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 หรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่เราได้ระบุไว้ข้างต้น 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.
- ในกรณีที่มีวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะตามแบบ 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 29/2567 ผ่านสื่ออิเล็กทรอนิกส์ (E-meeting) เพียงแบบเดียวเท่านั้น ในวันที่ 30 เมษายน 2567 เวลา 14.00 น. โดยถ่ายทอดสด ณ อาคาร สิริ แคมปัส เลขที่ 59 ซอยริมคลอง พระโขนง แขวงพระโขนงเหนือ เขตวัฒนา กรุงเทพมหานคร 10110 หรือที่แจ้งเลื่อนไปใน วัน เวลา และ สถานที่อื่นด้วย

For the Annual General Meeting of Shareholders No. 29/2024, which will be convened via electronic means (E-meeting) format only on 30 April 2024 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:
- | | | |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย
Approve | <input type="checkbox"/> ไม่เห็นด้วย
Disapprove | <input type="checkbox"/> 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.
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(b) The proxy shall vote for me / us in accordance with my / our intention as follows:
- | | | |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย
Approve | <input type="checkbox"/> ไม่เห็นด้วย
Disapprove | <input type="checkbox"/> 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:
- | | | |
|--|--|--|
| <input type="checkbox"/> เห็นด้วย
Approve | <input type="checkbox"/> ไม่เห็นด้วย
Disapprove | <input type="checkbox"/> 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 **26 April 2024**.
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 auditin 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