

Invitation to the Shareholders for Ordinary General Meeting of  
Shareholders of the Company No.1/2024

Eastern Star Real Estate Public Company Limited



Tuesday 30 April 2024 at 14.00 hrs.

At

The Office of the Company, No. 898 Ploenchit Tower, 5th Floor,  
Ploenchit Road, Lumpini Sub-district, Patumwan District,  
Bangkok Metropolis

by meeting via electronic media (E-AGM)

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No. ESTAR/BKK/LEGAL/028/2024

20 March 2024

- Subject : Invitation to attend the Ordinary General Meeting of Shareholders of the Company No. 1/2024.
- Attention : Shareholders of Eastern Star Real Estate Public Company Limited.
- Enclosures : 1. Copy of Minutes of Ordinary General Meeting of Shareholders of the Company No. 1/2023.  
2. Annual Report for the fiscal year 2023, the Statements of Financial Position and the Statements of Comprehensive Income and the Auditor's Report as at 31 December 2023 (in QR Code).  
3. Name list and profiles of the persons nominated to be elected as directors to replace those retiring by rotation.  
4. Definition of Independent Director.  
5. Remuneration amount paid to the Board of Directors of the Company in the year 2023.  
6. Articles of Association related to the Ordinary General Meeting of Shareholders.  
7. Profiles of Independent Directors (acting as Proxy of the Shareholders).  
8. Proxy Form A, Form B and Form C.  
9. Practice Guideline for the E-AGM and Proxy.  
10. Registration Form for the Electronic Annual General Meeting of Shareholders (E-AGM)  
11. Making Enquiry in Advance Form for the Electronic Annual General Meeting of Shareholders (E-AGM)

Pursuant to the resolution passed by the Board of Directors of Eastern Star Real Estate Public Company Limited, the Ordinary General Meeting of Shareholders of the Company No. 1/2024 is hereby called on 30 April 2024, at 14.00 hrs., at the office of the Company, No. 898 Ploenchit Tower, 5th Floor, Ploenchit Road, Lumpini Sub-district, Patumwan District, Bangkok Metropolis, by meeting via electronic media (E-AGM), to consider the matters under the following agenda:

**Agenda 1 To adopt the Minutes of Ordinary General Meeting of Shareholders of the Company No. 1/2023.**

**Background Information:** The Ordinary General Meeting of Shareholders of the Company No. 1/2023 was held on 25 April 2023, and the minutes of the meeting has been submitted to the Stock Exchange of Thailand and the Ministry of Commerce within the timeframe prescribed by laws, which the details of the Minutes of the Ordinary General Meeting of Shareholders of the Company No. 1/2023 are attached hereto ([Enclosure 1](#)).

**Opinion of the Board:** The Shareholders meeting is hereby advised to adopt the Minutes of the Ordinary General Meeting of Shareholders of the Company No. 1/2023, which was held on 25 April 2023.

**Resolution:** This agenda shall be approved by a majority vote of shareholders attending the meeting and casting their votes.

**Agenda 2     To acknowledge the performance results of the Board of Directors for the previous year and the Annual Report for the fiscal year 2023.**

**Background Information:** The report of the performance results of the Board of Directors of the Company for the previous year 2023 appeared in the Annual Report for the fiscal year 2023 ([Enclosure 2](#)).

**Opinion of the Board :** The Shareholders meeting is hereby advised to acknowledge the performance results of the Board of Directors of the Company for the previous year and the Annual Report for the fiscal year 2023 aforesaid.

**Resolution:** This agenda is for acknowledgement. Therefore, no votes will be casted.

**Agenda 3     To consider and approve the Statements of Financial Position and the Statements of Comprehensive Income of the Company for the fiscal year ended 31 December 2023.**

**Background Information:** In compliance with Section 112 of the Public Limited Companies Act B.E. 2535 and Article 41 of the Company’s Articles of Association, which stipulate that the Board of Directors shall arrange for preparation of the Statements of Financial Position and the Statements of Comprehensive Income as of the end of the accounting period of the Company, and shall submit the same to the shareholders meeting at the Ordinary General Meeting for consideration and approval. Therefore, the Board of Directors of the Company proposed to the Ordinary General Meeting of Shareholders to consider and approve the Statements of Financial Position and the Statements of Comprehensive Income of the Company for the fiscal year ended 31 December 2023, which have been audited by the Auditor of the Company and have been reviewed by the Audit Committee and the Board of Directors of the Company as shown in the Annual Report for the fiscal year 2023 ([Enclosure 2](#)).

**Opinion of the Board:** The Shareholders meeting is hereby advised to approve the Statements of Financial Position and the Statements of Comprehensive Income of the Company for the fiscal year ended 31 December 2023.

**Resolution:** This agenda shall be approved by a majority vote of shareholders attending the meeting and casting their votes.

**Agenda 4     To consider and approve the appropriation of profits and the non-payment of dividends for the performance results of the fiscal year 2023.**

**Background Information:** Pursuant to Section 116 of the Public Limited Companies Act B.E. 2535, and Article 45 of the Company’s Articles of Association, which stipulate that the Company is required to allocate not less than five percent of the annual net profits as legal reserve, less the accumulated losses carried forward (if any), until the legal reserve reaches the amount not less than 10% of the registered capital.

According to the consolidated financial statements of the Company and the subsidiary companies for the fiscal year ended 31 December 2023, the Company has the net profits from its performance in the amount of 29,925,922.- Baht. And the single financial statements of the Company show the net profit from its performance in the amount of 19,439,917.- Baht.

In addition, the Company has the policy of dividends payment at the rate not lower than 50% of the net profits of the single financial statements after appropriation of legal reserve, whereby the payment of dividends will take various factors to consist of the consideration such as financial

position, liquidity, expansion of businesses and other related factors in relation to the management of the Company.

When the Company has the net profits from its performance, the Company then appropriated a part of profits as a legal reserve in the amount of 1,000,000.- Baht, and due to the Company is necessary to keep the cash flow to support for investment in new projects in the future, the Company therefore does not pay the dividends for the performance results of the fiscal year 2023 to the Shareholders of the Company.

Information of payment of the dividends for the past three years are as follows:

Operation Period	Record Date	Payment Date	Dividend Type	Dividend Per Share (Baht/Share)	Dividend Pay out Profit (%)	Source of Dividend
01 Jan 2020-31 Dec 2020	10 May 2021	26 May 2021	Cash Interim Dividends	0.01	0.82	Net Profit
01 Jan 2021-31 Dec 2021	-	-	-	-	-	-
01 Jan 2022-31 Dec 2022	-	-	-	-	-	-

Remark \* : 2022 Non-payment of dividends for the performance result of 2021 because the Company is necessary to keep the cash flow to support for investment in new projects in the future.  
2023 Non-payment of dividends for the performance result of 2022 because the Company is necessary to keep the cash flow to support for investment in new projects in the future.

**Opinion of the Board:** The Shareholders meeting is hereby advised to approve the appropriation of a part of profits as a legal reserve in the amount of 1,000,000.- Baht and the non-payment of dividends for the performance results of the fiscal year 2023 to the Shareholders of the Company due to the Company is necessary to keep the cash flow to support for investment in new projects in the future.

**Resolution:** This agenda shall be approved by a majority vote of shareholders attending the meeting and casting their votes.

**Agenda 5 To consider the election of the directors in place of those retiring by rotation.**

**Background Information:** In compliance with Section 71 of the Public Limited Companies Act B.E. 2535 and Article 15 of the Company's Articles of Association, which stipulate that one-third of the Directors are required to retire from office every year, whereby the Directors who have been in the longest term in office are required to retire by rotation. But they are entitled to be re-elected to resume the positions of the Directors of the Company. Therefore, it shall have directors to retire from offices in the number of One-Third of 11 directors being 4 directors whereby the directors who are in the positions completed 3 years in the Ordinary General Meeting of Shareholders for year 2024 as follows:

1. Mr. Virat Phairatphiboon Chairman and Independent Director
2. Mr. Pongpinit Tejagupta Vice Chairman and Chairman of the Executive Committee
3. Mr. Nattawit Boonyawat Director and Executive Committee
4. Mr. Pairoj Wattanavarodom Managing Director

The Nomination and Remuneration Committee has considered the appropriateness in the types of qualification, knowledge, ability and experience in businesses relating to the Company's operations as well as they will be the persons who have all qualifications required by the Public Limited Companies Act B.E.2535 and non-prohibited characteristics for election as the Company's director in accordance with the criteria of the Office of Securities and Exchange Commission and other related government agencies. The Nomination and Remuneration Committee then proposed to the Shareholders meeting for consideration and approval as follows;

- (1) Re-election of Mr. Virat Phairatphiboon, who shall be retired by rotation in this occasion, to his office as Director and Independent Director of the Company for another period.
- (2) Re-election of Mr. Pongpinit Tejagupta , Mr. Nattawit Boonyawat and Mr. Pairoj Wattanavarodom , who shall be retired by rotation in this occasion, to their offices as Directors of the Company for another period.

The Company has invited shareholders of the Company to nominate person(s) to be considered and elected as director(s) for the Annual General Meeting of Shareholders for Year 2024 in accordance with the criteria as specified by the Company on the website of SET and the Company from 16 October 2023 to 16 January 2024 It appears that there were no shareholders nominating the person(s) to be considered and elected as director(s) of the Company.

**Opinion of the Board:** The Board of Directors then proposed to the Shareholders meeting for consideration and approval as follows;

- (1) Re-election of Mr. Virat Phairatphiboon, who shall be retired by rotation in this occasion, to his office as Director and Independent Director of the Company for another period.
- (2) Re-election of Mr. Pongpinit Tejagupta , Mr. Nattawit Boonyawat and Mr. Pairoj Wattanavarodom , who shall be retired by rotation in this occasion, to their offices as Directors of the Company for another period.

Whereby the name list and profiles of the persons nominated to be elected as Directors to replace those retiring by rotation appeared in [Enclosure 3](#).

In addition, the persons nominated to be elected as Independent Director meets qualifications according to the requirements of Independent Director. The definition of the Independent Director of the Company as prescribed in the same manner as the Notification of Capital Market Supervisory Board appears in [Enclosure 4](#).

**Resolution:** This agenda shall be approved by a majority vote of shareholders attending the meeting and casting their votes

**Agenda 6** **To consider the fixing of the remuneration to the Board of Directors for the year 2024.**

**Background Information:** In compliance with Section 90 of the Public Limited Companies Act B.E. 2535 and Article 13 of the Company's Articles of Association, which stipulate that the payment of remuneration to the Board of Directors of the Company is required to approve by the Shareholders meeting. And at the Ordinary General Meeting of Shareholders of the Company No. 1/2023 held on 25 April 2023, it approved for the Company to pay the remuneration to the Board of Directors of the Company for the year 2023 in the amount not exceeding 9,500,000.- Baht, whereby the Board of Directors of the Company was assigned to

consider an allocation of the remuneration to each of the directors as appropriate. In this connection, the Company paid the remuneration to the Board of Directors as per the details in [Enclosure 5](#), and the information of payment of the remuneration to the Board of Directors of the Company for the past years are as follows:

<b>Remuneration for the year</b>	<b>2023</b>	<b>2022</b>	<b>2021</b>
Amount approved by the Shareholders meeting (Baht)	9,500,000	9,500,000	9,500,000
Attendance Fees paid to Board of Directors (Baht)	8,400,000	8,400,000	8,320,000

The Nomination and Remuneration Committee has considered the remuneration to the Board of Directors in comparison with the rates of the directors' remuneration of the property companies at the same level as well as the appropriateness for the scope of duties and responsibilities of the Board of Directors, it is hereby proposed to determine the remuneration to the Board of Directors for the year 2024 in the amount not exceeding 9,500,000.- Baht which is the amount of remuneration of the Board of Directors as same as the year 2023.

**Opinion of the Board:** The Shareholders meeting is hereby advised to approve the fixing of the remuneration to the Board of Directors of the Company for the year 2024 in the amount not exceeding 9,500,000.- Baht, whereby the Board of Directors of the Company is assigned to consider an allocation of the remuneration to each of the directors as appropriate.

**Resolution:** This agenda shall be approved by the votes not less than two-thirds of the total number of votes of shareholders attending the meeting and having right to vote.

**Agenda 7** **To consider the appointment of the auditors of the Company for the fiscal year 2024 and fixing of the remuneration.**

**Background Information:** In Compliance with Section 120 of the Public Limited Companies Act B.E. 2535 which provides that every Ordinary General Meeting of Shareholders shall appoint the auditors and fix the auditing fee. Therefore, it is necessary for the Company to appoint the auditors for the fiscal year 2024 and fix their auditing fee.

The Audit Committee has considered at the recommendation of the Audit Committee to propose to the Shareholders meeting for consideration and appointment of the auditors of EY Office Limited as the Company's auditor for the fiscal year 2024, due to it was considered that they are qualified under the regulations of the Office of Securities and Exchange Commission, having expertise in auditing, and have shown satisfactory performance with the details as follows:

<u>Auditor Names</u>	<u>CPA Registration No.</u>	<u>Years of continuous auditing for the Company</u>
1. Mrs. Gingkarn Atsawarangsalit	4496	0
2. Mr. Kittit Teachakasembundit	9151	0
3. Ms. Sumana Punpongsanon	5872	0
4. Mr. Chayapol Suppasedtanon	3972	1

Whereby any one of the above-mentioned auditors is authorized to audit, perform and set his/her signature in its audit report, and to consider the fixing of the remuneration of the Auditors in the amount not exceeding 1,490,000.- Baht. Moreover, EY Office Limited is also acting as the auditor of the Company's subsidiaries and the information of the payment of remuneration of the Auditors in the previous years are as follows:



Items	Year 2024	Year 2023	Year 2022
Audit Fee (Baht)	1,490,000	1,440,000	1,335,000
Increase (decrease) from the past year (Baht)	50,000	105,000	0
Equivalent to (%)	3.47	7.86	0
Items	Year 2023	Year 2022	Year 2021
Other Services Charges (VAT included) (Baht)	15,903	14,974	13,622
Increase (decrease) from the past year (Baht)	929	1,352	2,387
Equivalent to (%)	6.20	9.93	21.25

Moreover, EY Office Limited and the auditors proposed to be the auditors of the Company and its subsidiary companies have no relationship or any interest with the Company or its subsidiary companies, Managements or related persons in such a way which may have an impact on performing their task independently. In addition, EY Office Limited is also acting as the auditor of the Company's subsidiaries.

**Opinion of the Board:** The Shareholders meeting is hereby advised to consider the appointment of Mrs. Ginkarn Atsawarangsalit, Certified Public Accountant No. 4496, or Mr. Kittit Teachakasembundit, Certified Public Accountant No. 9151, or Ms. Sumana Punpongsanon, Certified Public Accountant No. 5872, or Mr. Chayapol Suppasetanon, Certified Public Accountant No. 3972 of EY Office Limited, as the Auditors of the Company for the fiscal year 2024, and fixing of the remuneration of the Auditors in the amount not exceeding 1,490,000 Baht.

**Resolution:** This agenda shall be approved by a majority vote of shareholders attending the meeting and casting their votes.

Pursuant to the invitation of the Company to shareholders to propose any matters as an agenda of the meeting and/or to nominate person(s) to be considered and elected as director(s) for the Annual General Meeting of Shareholders for Year 2024 in accordance with the criteria as specified by the Company on the website of SET and the Company from 16 October 2023 to 16 January 2024 It appears that there were no any matters proposed from the shareholders of the Company. And the Company has notified the said result on the website of SET and the Company completed on 29 February 2024.

The Ordinary General Meeting of Shareholders of the Company No. 1/2024 be in accordance with Articles of Association related to the Ordinary General Meeting of Shareholders details as shown in [Enclosure 6](#)

You are hereby invited to attend the meeting on the date and time specified above. For shareholders who wish to attend the meeting themselves or with proxies who are other person or the independent directors of the Company to be the proxies, whose names and details as shown in [Enclosure 7](#) via electronic media. The Company hereby prepares a Proxy Form A, a general and simple proxy form, and a Proxy Form B which clearly specifies certain items and authority to be delegated to the proxy. In addition, there is Proxy Form C, applicable to foreign shareholders who make an appointment of a custodian in Thailand in [Enclosure 8](#). 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. With the Practice Guideline for the E-AGM and Proxy details as shown in [Enclosure 9](#). Please fill out the box in Registration Form for the Electronic Annual General Meeting of Shareholders (E-AGM) in [Enclosure 10](#). Please send this completely- filled Registration Form for the Electronic Annual

General Meeting of Shareholders (E-AGM) and attach identification documents for verification. In case of authorizing a proxy to attend the meeting are required to Proxy Form and supporting documents to the Company by 25 April 2024, at 12:00 hrs.

The Company has fixed the names of Shareholders who are entitled to attend the Ordinary General Meeting of Shareholders of the Company No. 1/2024, on 15 March 2024 (Record Date).

Should the Shareholders have any questions or inquiries concerning the matter in any agenda which the Shareholders wish to request the Board of Directors to explain at the meeting, please submit your questions in advance via electronic media in [Enclosure 11](#) to the Company by 25 April 2024, at 12:00 hrs.

By resolution of the Board of Directors



Mr. Pairoj Wattanavarodom  
Managing Director

Remark: The Company has disseminated the Notice of the Meeting of Shareholders, together with all related documents which are the same version as sent to the shareholders, on the Company's website: [www.estarpcl.com](http://www.estarpcl.com).

**Eastern Star Real Estate Public Company Limited**

**Minutes of the Ordinary General Meeting of Shareholders No. 1/2023**

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**Time and Place**

The Meeting was held on 25 April 2023 at 2.00 pm at the Company's office, 898 Ploenchit Tower, 11<sup>th</sup> Floor, Ploenchit Road, Lumpini Subdistrict, Patumwan District, Bangkok; the Meeting was held via electronic media (E-AGM).

**The Meeting was convened.**

Mr. Sakchai Wiruncheewa, the Company's legal advisor and Secretary of the Meeting, welcomed the shareholders and explained to the Meeting that, due to the situation of the COVID-19 pandemic, which is a dangerous communicable disease as announced by the Ministry of Public Health, which everyone already knows, the Board of Directors, passed a resolution to hold this Meeting as the only electronic Meeting by OJ International Co., Ltd., a certified service provider from the Electronic Transaction Development Agency, as the manager of this Meeting system. Thus, the Meeting will be conducted via electronic media in compliance with the criteria and methods prescribed by the law, and The company has recorded the meeting in the form of video media.

Next, the Secretary of the Meeting informed the Meeting that 32 shareholders of the Company were in attendance at the Meeting via electronic media both in person and by proxy, which accounted for 3,211,955,063 shares from a total of 5,022,246,185 shares, or 63.95% of the total shares, which constituted a quorum as stipulated in the Company's rules and regulations.

The Secretary of the Meeting introduced the Company's directors who attended the Meeting via electronic media today to the Meeting as follows:

**Directors Attending the Meeting via Electronic Media**

- |                            |   |
|----------------------------|---|
| 1. Mr. Anand Panyarachun   | Chairman of the Board of Directors and<br>Independent Director  |
| 2. Mr. Pongpinit Tejagupta | Vice Chairman of the Board of Directors and<br>Chairman of the Executive Committee                                      |
| 3. Mrs. Sunanta Tiasuwan   | Independent Director and Chairman of the Audit<br>Committee and Member of the Recruitment and<br>Remuneration Committee |

4. Mrs.Wanna Thamsirisup	Independent Director and Member of the Audit Committee and Director of the Recruitment and Remuneration Committee
5. Mr.Jessada Promjart	Independent Director, Chairman of the Recruitment and Remuneration Committee and Director of the Audit Committee
6. Dr. Torsak Lertsrisakulrat	Managing Director
7. Mr.Titiwut Soukpornchaikul	Director and Executive Director
8. Mr.Nattawit Bunyawat	Director and Executive Director
9. Mr.TinnawatMahatharadol	Director and Executive Director
10. Dr.Chatchawin Charoen-Rajapark	Director
11. Mr.Paiboon Wongjongjaiharn	Director

The Board of Directors consisting of all 11 directors attended the Meeting via electronic media.

The Company's auditor, Mrs.Gingkar Atsawarangsalit, also attended the Meeting via electronic media to help the Board of Directors clarify information to shareholders.

The Secretary of the Meeting explained to the Meeting how to submit questions on each agenda item of the Ordinary General Meeting of Shareholders today as follows:

1. Shareholders can submit questions for each agenda item by typing their questions via the Chat menu in Zoom by typing the message to ESTAR Q & A and pressing the Enter button to send questions to the system.
2. In asking each question, attendees are kindly requested to provide their full names and indicate whether they are shareholders or proxies before starting to ask questions every time for the benefit of accurate and complete minutes of the Meeting.

The method for voting on each agenda item of today's Ordinary General Meeting of Shareholders is as follows:

1. In casting votes, shareholders are requested to switch from Zoom back to Chrome or a web browser to vote on each agenda item in the E-voting menu. Once the vote has been selected, the system will pop up and ask again to confirm the vote or not. Press OK to confirm the vote.
2. In cases where shareholders want to change a vote, they can do so by selecting to re-cast the vote. If, however, the agenda has already been closed, the voting will be closed, and shareholders will not be able to vote or change their voting.
3. When shareholders have finished voting, please return to the Zoom E-Meeting page to continue viewing the video and audio of the Meeting.
4. The system will collect the votes by counting the total number of votes from the shareholders who voted via E-voting and the shareholders who voted in advance through a proxy document.

5. If any shareholders cast no votes, they will be considered as having agreed, and if there are no shareholders who disagree or abstain from voting, the Meeting will unanimously approve or approve based on the proposal of the Board of Directors.

6. Shareholders have the right to cast one vote for each share they hold.

7. In counting the voting results for each agenda item, the votes of shareholders who voted against and abstained from voting will be deducted from the total number of shares of shareholders who attended the Meeting with eligibility to vote on each agenda item. The remainder will be considered the number of votes in favor of the agenda item.

8. The Chairman of the Meeting will assign the Secretary of the Meeting to inquire about the resolutions of the Meeting and announce the results of the resolutions to the Meeting.

Attending meetings via electronic media as well as asking questions, answering questions and voting has been clarified to shareholders in the details in the E-AGM access manual., which has been sent to the e-mail address sent by the shareholders to inform the Company.

Any shareholder who has technical problems can call OJ International Co., Ltd. At 02-079-1811.

The Secretary of the Meeting informed the Meeting that the Company had announced the invitation to the shareholders of the Company to propose matters for inclusion in the Meeting agenda and/or nominate candidates to be elected as directors for the 2023 Ordinary General Meeting of Shareholders in accordance with the criteria set by the Company through the websites of the Stock Exchange of Thailand and the Company from 15 October 2022 to 15 January 2023. No issues were presented by the Company's shareholders.

The Secretary of the Meeting invited Mr. Anand Panyarachun, Chairman of the Board of Directors to serve as chairman of the Meeting and deliver the opening remarks.

The Chairman welcomed the shareholders and informed the Meeting that the shareholders have now attended the Meeting via electronic media both in person and by proxy as a quorum as stipulated in the Company's Articles of Association. The Chairman thereby convened the Ordinary General Meeting of Shareholders No. 1/2566 of Eastern Star Real Estate Public Company Limited. and the Chairman assigned Mr. Sakchai Wiruncheewa, the Meeting Secretary and the team to assist in the implementation of the Meeting agenda through electronic media.

#### **Agenda 1 To adopt the Minutes of Ordinary General Meeting of Shareholders of the Company No.1/2022.**

The Secretary of the Meeting proposed that the Meeting consider the minutes of Ordinary General Meeting of Shareholders of the Company No. 1/2022 held on 29 April 2022 and the Company has sent a copy of the minutes of the Meeting to shareholders for consideration together with the invitation letter.

The Secretary of the Meeting asked whether any of the shareholders had any statements to be amended. When none of the shareholders asked for amendments, the Secretary of the Meeting moved for the Meeting to pass a resolution.

**Resolution:** After the Meeting had taken the matter under consideration, the Meeting passed a resolution to adopt the minutes of Ordinary General Meeting of Shareholders of the Company No. 1/2022 as correct. The resolution was passed by a unanimous vote of the total number of votes of the shareholders in attendance, who voted as follows:

<b>Resolution Votes</b>	<b>No. of Shareholders</b>	<b>No. of Votes Cast</b>	<b>Percentage</b>
<b>For</b>	<b>33</b>	<b>3,212,455,063</b>	<b>100</b>
<b>Against</b>	-	-	-
<b>Abstain</b>	-	-	-
<b>Total</b>	<b>33</b>	<b>3,212,455,063</b>	<b>100</b>

One additional shareholder holding 500,000 shares made a total of 33 shareholders in attendance at the Meeting for a total of 3,212,455,063 shares.

**Agenda 2 To acknowledge the performance results of the Board of Directors for the previous year and the Annual Report for the fiscal year 2022.**

The Secretary of the Meeting invited Dr. Torsak Lertsrisakulrat, Managing Director, to report on the performance of the Board of Directors to the Meeting for consideration.

Dr. Torsak Lertsrisakulrat, on behalf of the Board of Directors, presented the results of the past year on a total of 11 projects valued at 11,250 million baht, 80% of which were in Bangkok with a total value of 9,000 million baht for 7 projects. The other 20% were in Rayong Province with 4 projects valued at 2,250 million baht.

Projects in Bangkok continue to cover all 3 segments, ranging from AFFORDABLE and MODERATE to HIGH-END, with AFFORDABLE prices ranging from 2-4 million baht. MODERATE prices at 4-7 million baht and HIGH-END prices at 7 million baht and up. The projects in the HIGH- END segment include The project is expected to close by 2023 and three more projects are in the MODERATE group, namely QUINTARA projects at Sukhumvit 42, Sukhumvit 52 and Sukhumvit 39. The project at Sukhumvit 42 closed beautifully and the Sukhumvit 52 project will be closed soon.

In 2023, the Company will launch new projects fitting the current situation, maintaining the same easily accessible locations, but adjusting the prices with a new project format to make it more accessible and more tangible, namely the QUINTARA Mhy' series located at Sukhumvit 39, which also opened in the Huai Khwang area, Ratchada 12 and next to the Silom Line BTS Station, Pho Nimit Station. Projects in Rayong Province have also been launched covering 3 segments, starting at HIGH-END with GRAND VELANA located in the golf course area and valued at 650 million baht. And there are 2 MODERATE projects, namely Velana Amoda and BREEZE AT EASTERN STAR FORESTO located on Burapapat Road in the direction of the entrance to the Map Ta Phut Industrial Estate. The last one is a newly lauched project in the AFFORDABLE segment with semi-detached houses, namely THERA PRIMA BURAPAPAT. The Grand Velana and Velana Amoda projects, over 50% of the projects have been sold. As for BREEZE AT EASTERN STAR FORESTO, there are no more than 10 units remaining, the project is expected to close in 2023 and new projects were launched in early 2023.

In 2022, the Company's sales increased by 50% compared to 2021, amounting to approximately 2,000 million baht. As the situation of the COVID-19 pandemic eased, more customers came back to buy. And in 2021, the Company launched a new soft launch project to reopen the condominium market. Revenue in 2022 also grew, with the condominiums reaching the ownership transfer cycle in 2021 being QUINTARA ARTE SUKHUMVIT 52, which is a

small project. In 2022, however, there were projects that reached the transfer cycle, namely QUINTARA PHUME SUKHUMVIT 39, which is a project valued at 1,200 million baht. As a result, revenue grew by 37% and profit grew to 51 million baht.

For the direction of operations in 2023, the Company prioritizes opportunities such as the opening of more electric train services, the COVID-19 situation beginning to ease, tourism starting to return and exports beginning to expand better. As a result, international clients and investors began to return. The government's measures also help reduce transfer fees, reduce mortgage bills and adjust LTV measures. The challenges we continue to face include household debt and interest rates that continue to rise, as well as construction costs and political uncertainty that may arise after the election. It remains to be seen whether this will stabilize the economy.

The company's strategy in 2023 is to expand more condominium projects in the AFFORDABLE segment while remaining in easily accessible locations under the QUINTARA MHy'series project name, while low-rise projects in Rayong will be continuously launched to cover all segments. and closed within 3 years, which is considered to be reasonably good performance. In 2023, the Company will seek more land for low-rise projects in Bangkok and to consider the development of vacant land held by the Company while managing its existing cash flow.

In 2023, the company set a sales target of 3,100 million baht, which is 55% growth from 2022 or 1,100 million baht. The proportion of sales will be mainly focused on condominiums based on market conditions that are more open. The revenue remained at 1,700 million baht and the proportion of fixed income was mainly low-rise. The reason for the rather low growth was due to the COVID-19 pandemic. Considering the certainty of the situation, the Company focused on launching low-rise projects to maintain revenue in the range of 1,500-2,000 million baht. Nevertheless, once the market becomes more open in 2024-2025, condominium projects for which the Company has already completed construction and generated revenue of more than 2,000 million baht will be opened in Bangkok in 2023 with the launching of the following three new condominium projects:

1. QUINTARA MHy'GEN RATCHADA-HUAI KHWANG Project located 350 meters from MRT Huai Khwang Station.
2. QUINTARA MHy'ZEN PHROM PHONG project; because the QUINTARA PHUME SUKHUMVIT 39 project received such good feedback, we have opened a new project in the same soi, but the room size and price are not the same.
3. QUINTARA MHy'DEN PHO NIMIT project located next to the BTS SILOM LINE. Pho Nimit Station.

In Rayong Province, because the BREEZE AT EASTERN STAR FORESTO project has only a few homes left for sale, the Company has opened a new project near BREEZE AT EASTERN STAR FORESTO called called BREEZE CHALET with English Cottage style houses. The houses feature wide frontage, high ceilings, and another project is the THERA PRIMA BURAPAPAT-SUKHUMVIT project featuring semi-detached houses in the form of

single houses. In addition, the Company has vacant land waiting for ongoing project development in the future. Furthermore, since the Company develops projects for large-scale housing, the Company has allocated a plot of land in front to be developed into a communal clubhouse for residents to share space without paying long-term maintenance fees. The clubhouse will be opened in April 2023 and there are plans for the construction of FORESTO MALL with a convenience store and various services to fit the lifestyles of residents. At present, 500 units have been opened.

In addition, since June 2021, the Company has been certified as a member of Thailand's Private Sector Collective Action Coalition Against Corruption known as "CAC" and has always adhered to the policy with monitoring and evaluation, including measures to control corruption risks and reporting to the Board of Directors continuously every year.

The Secretary of the Meeting asked whether any shareholders had any questions or other matters related to the performance that would require further clarification from the Board of Directors. When none of the shareholders had any further questions, the Secretary concluded that the Meeting had acknowledged the Board of Directors' performance for 2022 and the Annual Report for 2022.

**Agenda 3 To consider and approve the appropriation of profits and the non-payment of dividends for the performance results of the fiscal year 2022.**

The Secretary of the Meeting invited Mr. Titiwut Soukpornchaikul, Executive Director to explain the details to the Meeting for consideration.

Mr. Titiwut Soukpornchaikul, Executive Director, explained to the Meeting that the Company has sent the financial statements to the shareholders together with the invitation letter. Furthermore, to obtain a complete overview of the consolidated financial statements for 2022 compared to 2021, which is quite detailed, the Company has noted figures in the financial statements with significance to shareholders without significantly changing the essence of the statements with explanations about the changes and reasons. The details of the financial statements can be viewed in the financial statements submitted to the shareholders together with the invitation letter. If there are any questions about any issues, they can be addressed and summaries of the figures in the statement of financial position (consolidated financial statement) can be requested, which also includes the performance of the Company's subsidiaries as follows:

- (1) Cash and cash equivalents in 2022 amounted to 302 million baht, which is slightly down from 2021.
- (2) Real estate under development consists of 2 items as follows:

(2.1) Real estate development costs and inventories consisting of land, real estate for which construction has been completed and that under construction, various public utility fees and interest paid, etc. In 2022, this amounted to 4,101 million baht, which is down 243 million baht from 2021, or 8% due to the purchase of 1 additional lot of land in 2022, increased construction costs and an increase in interest expenses. At the same time, however, the Company began to realize profit from the transfer of ownership at the QUINTARA PHUME SUKHUMVIT 39 project, which compensated for some of the cost expenditures. For these reasons, the cost of real estate development and inventories decreased.



(2.2) Investment properties and lease receivables, namely rental income as a return or holding for the increase real estate prices consisting of land for rent, such as Lotus's rental at Ban Chang, houses and apartments for rent in Ban Chang and land held in case of increase in property value in 2022 amounting to 1,476 million baht, an increase from 2021 amounting to 530 million baht or an increase of 56% due to the adjustment of accounting transactions to reflect the status of land by transferring from Item (3) to Item (2.2), resulting in an increase of 530 million baht for the land.

(3) Land and improvements pending development means land to be developed in the future in 2022, amounting to 1,387 million baht, a decrease from 2021 by 536 baht or 28%.

(4) Cost of obtaining contracts with customers in 2022 in the amount of 54 million baht, a decrease of 15 million baht or 21% from 2021 due to the payment of commission for new projects that were opened for sale but for which revenue has not yet been realized. Once the transfers have been made and revenue is realized, the sales commission fees recorded as costs for obtaining contracts with customers will be deducted from the income statement and become sales commission fees in the profit-loss statement.

(5) Land, buildings and equipment in 2022 in the amount of 421 million baht, an increase from 2021 of 7 million baht, or an increase of 2% caused by reduced depreciation. At the same time, more sales offices were built because 3 new projects were launched.

(6) Total assets in 2022 amounting to 6,410 million baht, a decrease from 2021 amounting to 343 million baht, or a decrease of 5% mainly due to the factors in Items (1) to (5).

Liabilities and shareholders' equity consisting of the following:

(1) Liabilities are divided into 2 parts as follows:

(1.1) Non-interest-bearing liabilities in 2022 amounting to 513 million baht, an increase from 2021 of 39 million baht, or an increase of 8%. This transaction mainly consists of the down payments of customers who purchase the project.

(1.2) Interest-bearing liabilities in 2022 amounting to 962 million baht, a decrease from 2021 of 433 million baht or 31% consisting of the following:

(1.2.1) Short-term loans in 2022 - no borrowing.

(1.2.2) Long-term loans in 2022 amounting to 962 million baht, a decrease of 433 million baht or 31% from 2021 due to loan repayment. At the same time, however, additional project loans were borrowed. Nevertheless, the Company has fully repaid the loan for the ESTARA HAVEN PHATTHANAKAN 20 and Quintara Arte Sukhumvit 52 Projects.

(2) Total liabilities combining Items (1.1) and (1.2); the total liabilities in 2022 amounted to 1,475 million baht, down from 394 million baht or 21% in 2021.

(3) Retained earnings (unappropriated) in 2022 amounting to 71 million baht, an increase from 2021 of 48 million baht or 213% due to increased profit.

(4) Shareholders' equity in 2022 amounting to 4,935 million baht, an increase from 2021 of 51 million baht or an increase of 1%.

**Summary of Comprehensive Income (Consolidated Financial Statements)** for 2022 compared to 2021 consisting of the following:

Revenues from sales, rental and services in 2022 amounting to 1,796 million baht, a decrease of 543 million baht or 43% from 2022, mainly due to the sale of properties worth approximately 1,700 million baht. The remainder is owned by affiliates, and others.

Cost of sales/rental and services in 2022 amounting to 1,281 million baht, an increase of 364 million baht from 2021, or an increase of 40% in line with the increase in revenue.

Gross profit in 2022 amounting to 515 million baht, an increase of 179 million baht from 2022, or an increase of 53%.

Other income in 2022 amounting to 24 million baht, down 49 million baht or a decrease of 67% from 2021 due to forfeiture of payments of customers who do not comply with the contract, a decrease from 2021.

Reversal of loss from devaluation of assets is an income transaction arising from the assessment of an independent valuator. In 2022, this amounted to 6 million baht, a decrease of 11 million baht or a 64% decrease compared to 2021.

Selling and administrative expenses in 2020 amounting to 458 million baht, an increase from 2021 78 million baht or an increase of 21% due to increased sales, which also increased this part of costs such as specific business taxes, as well as commission fees. When revenue is recognized, commission fees must be recorded from the original asset side to sales and administrative expenses.

Financial expenses in 2022 amounting to 12 million baht, a decrease from 2021 of 6 million baht or 64% due to a lower loan amount.

Corporate income tax in 2022 amounting to 24 million baht, an increase of 15 million baht or 156% from 2021.

Net profit in 2022 amounting to 51 million baht, an increase amounting to 32 million baht or 168% from 2021.

**Key Financial Ratios (Consolidated Financial Statements)** 2022 compared to 2021 consisting of the following:

Earnings per share (baht/share) in 2022 of 0.010 baht, an increase of 0.006 baht or 136% from 2021.

Gross Profit Margin (%) in 2022 of 29%, an increase of 2% from 2021 or an increase of 7%.

Net Profit Margin (%) in 2022 of 3%, an increase of 2% from 2021 or an increase of 169%.

Net Cash from Operating Activities (million baht) in 2021; the amount of 75 million baht is the same as in 2021.

D/E Ratio (times) in 2022 at 0.98 times, up from 2021 by 0.01 times or a 1% increase in book value per share (baht/share) in 2022, which is 0.98 baht up from 2021 0.01 baht or a 1% increase.

The Secretary of the Meeting asked whether any shareholders had any questions. When none of the shareholders have any questions. The Secretary of the Meeting then moved for the Meeting to consider passing a resolution.

**Resolution:** After the Meeting's consideration of the matter, the Meeting passed a resolution to approve the Company's financial position and consolidated financial statement for the year ending 31 December 2565 as stated. The Meeting passed a resolution by unanimous vote of the total number of votes of the shareholders in attendance who voted as follows:

Resolution Votes	No. of Shareholders	No. of Votes Cast	Percentage
For	32	3,211,955,063	100
Against	-	-	-
Abstain	1	500,000	-
<b>Total</b>	<b>33</b>	<b>3,211,955,063</b>	<b>100</b>

**Agenda 4 To consider and approve the appropriation of profits and the non-payment of dividends for the performance results of the fiscal year 2022.**

The Secretary of the Meeting invited Mr. Titiwut Soukpornchaikul, Executive Director, to explain the details to the Meeting for consideration.

Mr. Titiwut Soukpornchaikul, Executive Director explained to the Meeting that, in 2022, the Company and its subsidiaries had net operating profits of 51,099,945 baht and the Company's separate financial statements had net operating profits of 51,496,976 baht. Therefore, the Board of Directors passed a resolution to propose that the shareholders' Meeting take under consideration and approve the allocation of part of the profits as legal reserve in the amount of 2,600,000 baht and the omission of dividend payment for the 2022 operating results to shareholders of the Company due to the need to maintain cash flow for investment in new projects in the future.

The Secretary of the Meeting asked whether any shareholders had any questions. When none of the shareholders have any questions. The Secretary of the Meeting then moved for the Meeting to consider passing a resolution.

**Resolution:** After the Meeting's consideration of the matter, the Meeting passed a resolution to approve the allocation of part of the profits as legal reserves and the omission of dividend payment for the 2022 performance to shareholders of the Company due to the need to maintain cash flow for investment in new projects in the future. In accordance with the details proposed by the Board of Directors in all respects, the Meeting passed a resolution with a majority vote of the total number of votes of the shareholders in attendance and voted as follows:

Resolution Votes	No. of Shareholders	No. of Votes Cast	Percentage
For	32	3,211,955,063	99.98
Against	1	500,000	0.02
Abstain	-	-	-
<b>Total</b>	<b>33</b>	<b>3,212,455,063</b>	<b>100</b>

**Agenda 5 To consider the election of the directors in place of those retiring by rotation.**

The Secretary of the Meeting clarified to the Meeting that this agenda item will be considered in accordance with the law and the Company's Articles of Association which require one-third of directors to leave office every year. The directors who have been in office for the longest time shall be the directors required to leave office but have the right to be re-elected as Company directors. This year, the following 3 directors will leave office according to the agenda:

1. Mr. Jessada Promjart
2. Mr. Titiwut Soukpornchaikul and
3. Mr. Paiboon Wongjongjaihan

The Company has announced the invitation to the shareholders of the Company to nominate candidates to be elected as directors for the 2022 Ordinary General Meeting of Shareholders 6 in accordance with the criteria specified by the Company through the website of the Stock Exchange of Thailand and the Company from 15 October 2022 5 to 15 January 2023.

The Board of Directors has considered the suitability of the qualifications, knowledge, capability and experience that will be beneficial to the Company's operations. Therefore, it is deemed appropriate to propose the following to the Ordinary General Meeting of Shareholders for consideration:

(1) Election of Mr. Jessada Promjart, a director required to leave office according to this agenda to be reinstated as director and independent director of the Company for another term.

(2) Election of Mr. Titiwut Soukpornchaikul and Mr. Paiboon Wongjongjaihan, who are directors required to leave office according to this agenda, to be reinstated as directors of the Company for another term.

Concerning the names and profiles, including information on directorship and/or shareholdings in other companies that have or may have the same conditions and are or may be in competition with the Company's business of each director proposed to the Meeting for election as reinstated directors, the Company has sent to the aforementioned to the shareholders for consideration together with the invitation letter and requested to amend the history information of Mr. Jessada Promjart, in the Current Positions in Other Businesses for Non-listed Companies section by revising from "AMR Asia Company Limited" to "AMR Asia Public Company Limited".

Due to the fact that the vote to elect the shareholders' directors is conducted through electronic media, the shareholders are already independent, so the nominated directors are not required to exit the system.

The Secretary of the Meeting asked whether any shareholders had any questions. When none of the shareholders have any questions. The Secretary of the Meeting then moved for the Meeting to consider the matter and vote on the election of individual directors.

**Resolution:** After the Meeting had taken the matter under consideration, the Meeting passed a resolution as follows: (1) to elect Mr. Jessada Promjart; who is a director required to leave office according to this agenda, to be reinstated as directors of the Company for another term and (2) elect Mr. Titiwut Soukpornchaikul and Mr. Paiboon wongjongjaihan, who are directors required to leave office according to this agenda, to be reinstated as

directors of the Company for another term. The Meeting passed the resolution with a majority vote of the total number of votes of the shareholders in attendance who voted as follows :

**(1) Mr. Jessada Promjart**

<b>Resolution Votes</b>	<b>No. of Shareholders</b>	<b>No. of Votes Cast</b>	<b>Percentage</b>
<b>For</b>	<b>32</b>	<b>3,211,955,063</b>	<b>99.98</b>
<b>Against</b>	<b>1</b>	<b>500,000</b>	<b>0.02</b>
<b>Abstain</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total</b>	<b>33</b>	<b>3,212,455,063</b>	<b>100</b>

**(2) Mr. Titiwut Soukpornchaikul**

<b>Resolution Votes</b>	<b>No. of Shareholders</b>	<b>No. of Votes Cast</b>	<b>Percentage</b>
<b>For</b>	<b>31</b>	<b>3,211,954,663</b>	<b>99.98</b>
<b>Against</b>	<b>1</b>	<b>500,000</b>	<b>0.02</b>
<b>Abstain</b>	<b>1</b>	<b>400</b>	<b>-</b>
<b>Total</b>	<b>33</b>	<b>3,212,454,663</b>	<b>100</b>

**(3) Mr. Paiboon Wongjongjaiarn**

<b>Resolution Votes</b>	<b>No. of Shareholders</b>	<b>No. of Votes Cast</b>	<b>Percentage</b>
<b>For</b>	<b>31</b>	<b>3,211,954,663</b>	<b>99.98</b>
<b>Against</b>	<b>1</b>	<b>500,000</b>	<b>0.02</b>
<b>Abstain</b>	<b>1</b>	<b>400</b>	<b>-</b>
<b>Total</b>	<b>33</b>	<b>3,212,454,663</b>	<b>100</b>

The refore, the Company's Board of Directors consists of the following 11 members listed below:

1. Mr. Anand Panyarachun  
Chairman of the Board of Directors and  
Independent Director
2. Mr. Pongpinit Tejagupta  
Vice Chairman of the Board of Directors and  
Chairman of the Executive Committee

3. Mrs. Sunanta Tiasuwan	Independent Director and Chairman of the Audit Committee and Member of the Recruitment and Remuneration Committee
4. Mrs.Wanna Thamsirisup	Independent Director and Member of the Audit Committee and Director of the Recruitment and Remuneration Committee
5. Mr.Jessada Promjart	Independent Director, Chairman of the Recruitment and Remuneration Committee and Director of the Audit Committee
6. Dr. Torsak Lertsrisakulrat	Managing Director
7. Mr.Titiwut Soukpornchaikul	Director and Executive Director
8. Mr.Nattawit Bunyawat	Director and Executive Director
9. Mr.TinnawatMahatharadol	Director and Executive Director
10. Dr.Chatchawin Charoen-Rajapark	Director
11. Mr.Paiboon Wongjongjaiharn	Director

**Agenda 6 To consider the fixing of the remuneration to the Board of Directors for the year 2023.**

The Secretary of the Meeting informed the Meeting that Section 90 of the Public Limited Companies Act B.E. 2535 (1992) and the Company's Articles of Association stipulate that the payment of remuneration to the Board of Directors must be approved by the shareholders' Meeting. Last year, the Ordinary General Meeting of Shareholders approved the Company's payment of remuneration to the Board of Directors within a limit not exceeding 9,500,000 baht and for the remuneration in 2023, the Board of Directors has proposed that the shareholders' Meeting consider and approve the Company's payment of remuneration to the Board of Directors in an amount not exceeding 9,500,000 baht by authorizing the Company's Board of Directors to give consideration to the aforementioned payments to each director equal to the amounts paid in 2022 as deemed fitting. The details of the remuneration payments to directors in previous years appear in the invitation letter already sent to the shareholders.

The Secretary of the Meeting asked whether any shareholders had any questions. When none of the shareholders have any questions. The Secretary of the Meeting then moved for the Meeting to consider passing a resolution.

**Resolution:** After the Meeting had taken the matter under consideration, the Meeting passed a resolution to approve the remuneration for 2023 in an amount not exceeding 9,500,000 baht by authorizing the Board of Directors to consider and allocate the remuneration to each director as deemed fitting, the Meeting passed a resolution with a majority vote of more than two-thirds of the total number of votes of shareholders present at the Meeting and eligible to vote as follows:

Resolution Voted	No. of Shareholders	No. of Votes Cast	Percentage
For	32	3,211,955,063	99.98
Against	1	500,000	0.02
Abstain	-	-	-
<b>Total</b>	<b>33</b>	<b>3,212,455,063</b>	<b>100</b>

**Agenda 7 To consider the appointment of the auditors of the Company for the fiscal year 2023 and fixing of the remuneration.**

The meeting secretary explained to the meeting that this agenda has to be considered according to the law. The company's auditor is due to leave office by the end of the term and can be re-appointed. The Board of Directors deemed it fitting to propose for the meeting to consider the appointment of Mrs. Gingkarn Atsawarangsalit, Certified Public Accountant License No. 4496, or Mr. Kitti Teachakasembundit, Certified Public Accountant License No. 9151, or Ms. Sumana Punpongsanon, Certified Public Accountant License No. 5872, or Mr. Chayapol Suppasadtanon, Certified Public Accountant License No. 3972, auditors of Office EY Co., Ltd. as the Company's auditors for the 2023 fiscal year and moved to change the remuneration to auditors within a limit not exceeding 1,440,000 baht.

The Secretary of the Meeting asked whether any shareholders had questions. When none of the shareholders had any questions, the Secretary of the Meeting moved for the Meeting to consider passing a resolution.

**Resolution:** After the meeting had taken the matter under consideration, the meeting passed a resolution to appoint Mrs. Gingkarn Atsawarangsalit, Certified Public Accountant License No. 4496, or Mr. Kitti Teachakasembundit, Certified Public Accountant License No. 9151, or Ms. Sumana Panpongsanon, Certified Public Accountant License No. 5872, or Mr. Chayapol Suppasadtanon, Certified Public Accountant License No. 3972, auditors of Office EY Co., Ltd., as the Company's auditor for the fiscal year 2023 and set remuneration for the auditor within a limit not exceeding 1,440,000 baht. The meeting passed a resolution by a unanimous vote of all shareholders present. The votes were as follows:

Resolution Voted	No. of Shareholders	No. of Votes Cast	Percentage
Approved	33	3,212,455,063	100
Against	-	-	-
Abstain	-	-	-
<b>Total</b>	<b>33</b>	<b>3,212,455,063</b>	<b>100</b>

The secretary of the meeting informed the meeting that the Board of Directors had no more agendas and matters to be proposed to the meeting for consideration and asked whether any shareholders had questions.

Ms.Janya Paitoonmongkol, Shareholder, asked if the Board of Directors should receive remuneration because the Company's management has not paid dividends for many years. Should directors be required to accept responsibility like shareholders?

Mr.Titiwut Soukpornchaikul, Executive Director, clarified regarding the cancellation of dividend payouts in 2022. As the Managing Director had clarified, the Company plans to launch 3-4 new projects. A significant amount of cash will be needed. The Company is concerned that financial institutions will not lend to customers who purchase projects because loan considerations have become stricter. Therefore, the Board of Directors considers it better to keep this sum. In addition, in 2021, the Company has considered paying interim dividends to shareholders.

Ms.Janya Paitoonmongkol, Shareholder, made an inquiry regarding the agenda item on the omission of dividend payouts. The shareholder asked questions and commented that many real estate development companies had high profits during the COVID-19 situation while Eastern had low profits. Management should be improved. When will an on-site shareholder meeting be held? Inquiries are not convenient in online meetings.

Mr.Titiwut Soukpornchaikul, Executive Director, explained that, when looking at the reason causing Eastern Star Real Estate Public Company Limited to have low profit compared to other companies, we would have to take a look at the period of time. When considering 2020, the Company had a profit of over 190 million baht and the world was in the midst of the COVID-19 pandemic. However, when profits in 2022 were compared to other companies, the profits were less due to the following reasons:

1. In 2022, the Company adjusted the salary base of new employees and provided financial assistance because the cost of living has risen significantly.
2. The Company tries to find suitable land for development. Land prices were expected to drop, but this was not the case.
3. The situation is not favorable for launching the project. However, others may dare to take more risks, which affects the Company.

In the past, the company placed significant importance on liquidity. However, the company is also ready to develop and improve sales and systems.

Dr. Torsak Lertsrisakulrat, Managing Director, further clarified that, as Mr. Titiwut Soukpornchaikul, Executive Director, had spoken about incoming cash flow kept by the Company for safety in business operations and because the Company is about to launch new projects, some marketing value has been generated in the past year and there will be revenue coming in over the next 2-3 years. In the next 2-3 years, profits will improve and the increase in the number of projects will cause the proportion of project management costs to be reduced. Therefore, I believe the situation will improve this year and next year.



Ms.Chonticha Pansmai, Company Secretary, clarified that, since the situation of the COVID-19 pandemic remains a concern, the meeting was held via electronic media. If the situation eases, the company will resume on-site meetings.

After no shareholder made any inquiry, the Secretary of the Meeting invited the chairman of the meeting to adjourn the meeting.

Mr. Anand Panyarachun, Chairman of the Board of Directors, commented at the meeting that in this meeting, as directors have already explained: First, due to the COVID-19 situation, the government has warned that the number of COVID-19 cases will escalate after the Songkran festival. Therefore, to prevent this problem and to ensure the safety of health and life of all, meeting together in a place with a large number of people can be extremely risky. Second, as one shareholder asked whether the 2022 performance reflected losses, directors' remuneration should also be omitted because the Company will have profit or loss. The Board of Directors and employees of the Company must do their best. As for the profit or loss, part of this is due to good performance, which might be due a number of reasons: (1) efficient work performance; (2) the convenience of time or environmental events. Whether it is a matter of a better selling price or lower costs of materials required, whether the operating result is profit or loss, the Board of Directors and employees of the Company know that they are responsible for the results. The remuneration is not derived from operating results with profit or loss. Rather, it is compensation for work performed year-round, which is a common principle of every company. And when we were recently faced with problems during the COVID-19 pandemic, the Board of Directors once reduced the remuneration of directors to show that they are responsible. Moreover, the Company has not increased the remuneration of directors for several years. Third, Thailand's declining economy for many years might be due in part to either government or private sector policy. Another reason is due to the global economic recession, which is currently not doing well around the world and will continue to be with us next year. As the Managing Director has already reported, the Company has a much better chance of doing better this year, and I am confident in the ability of the Board and its employees to sustain the Company's profitably next year.

Lastly, I would like to thank all shareholders, both in attendance and absentia, for continuing to follow the news on the Company's business, including giving advice, admonition, and questioning, which are questions that the Board of Directors must answer sincerely. I am now 91 years old, and I hope that the Board of Directors will have a new generation to enter this industry in the future. Furthermore, the older generation still has the ability to continue to perform its duties and I have confidence in the abilities of the management.

On behalf of the Board of Directors, the chairman thanked all shareholders for attending the meeting and supporting the Company's business. The meeting adjourned at 3:30 pm.

Signed \_\_\_\_\_-Signature-\_\_\_\_\_ Chairman of the Meeting

(Mr.Anand Panyarachun)

Signed \_\_\_\_\_-Signature-\_\_\_\_\_ Meeting Recorder

(Ms.Chonticha Pansmai)

**QR Code**

**The Annual Report for the fiscal year 2023**



**Or**

**<https://www.estarpcl.com/uploads/document/57878de1b12f5078cd212c21ffc811d5.pdf>**

**Eastern Star Real Estate Public Co., Ltd.****Name list and profiles of the persons nominated to be elected as directors to  
replace those retiring by rotation.****1. Mr. Virat Phairatphiboon**

Type of Directorship : Independent Director

Age : 75 years

Nationality : Thai

Education : - BA. in Economics and Business Administration, Adams State College, Colorado, USA  
- Executive Development Program, Princeton University, USA

Training Programs Attended : - Managing Multinational Finance Program Certificate, Graduate Institute of Business Administration of Chulalongkorn University, 1985  
- Training on International Financial Reporting Standard 9 (IFRS 9), PwC Thailand, 2016  
- Seminar on “Cyber Security Awareness Training for Senior Executive”, 2016  
- Strategic IT Governance (for non-IT), 2017  
- Seminar on “Future Customer Experience in Financial and Banking Services”, 2018  
- IT Security Trend Update, 2018  
- Practical Seminar on Cyber Resilience, 2019  
- Bangkok Sustainable Banking Forum 2019 “An Industry Wake-up Call”, 2019  
- ESG and Sustainable Banking Development, including response to the Covid-19 situation, 2020  
- IT Security Awareness, Virtual Training, 2020  
- Bangkok FinTech Fair 2021 “Shaping Digital Finance in the New Decade, 2021



- Regulatory Technology: Reg Tech, 2022
- BOT Digital Finance Conference, 2022
- Deloitte, Identity Trifecta, Zero Trust. Cybersecurity Mesh. Architecture. Identity Fabric, 2023
- ESG: Topic 1 “Current Issues on Sustainable Banking and Sustainable Finance Development in Thailand” (Session 1-2), 2023
- ESG: Topic 2 "New Financial Disclosure Standard: TCFD (Task Force on Climate-related Financial Disclosure)", 2023
- ESG: Topic 3 "Transition Finance: Commercial Banks’ Decarbonization Pathway & MUFG’s Case Study – Transition Whitepaper", 2023
- Director Certification Program Update (DCPU), 2014
- Anti-Corruption for Executive Program (ACEP), 2013
- Role of the Compensation Committee (RCC), 2008
- Audit Committee Program (ACP), 2004
- Director Certification Program (DCP), 2002

Current Company Positions : Independent Director and Chairman of the Board of Director

Years Served as Director : 10 months (11 May 2023 – Present)

Meeting Attendance in 2023 : 4 of 8 board meetings.  
\*Due to Mr. Virat Phairatphiboon being appointed Board Chairman and Independent Director on 11 May 2023.

#### Current Positions in Other Businesses

- Registered Companies :
 

2022 – Present	Non-executive Director
2020 – Present	Nomination and Remuneration Director
2018 – Present	Risk Management and Good Governance Committee Chairman
1998 – 2022	Independent Director
1999 – 2022	Audit Director
2023 – Present	Bank of Ayudhya Public Co., Ltd. Independent Director FWD Insurance Public Co., Ltd.
2012 – 2022	Audit Committee Chairman
2007 - 2022	Audit Director
2007 - 2022	Independent Director Tipco Foods Public Co., Ltd.
- Unregistered Companies : None
- Other Businesses That May Cause a Conflict of Interest with the Company : None

Shareholdings in other companies that are or may be similar in nature or that may compete with the Company's business:

- Registered Companies : None
- Unregistered Companies : None

**Information to Accompany the Consideration for Appointment as Independent Director**

- Familial relationship with executives or major shareholders of the company or subsidiaries:

- None-

- Relationships with companies/subsidiaries/joint companies or juristic persons that may cause a conflict of interest:

- None-

- Significant business relationships that may prevent independent performance of duties:

- None-

**Eastern Star Real Estate Public Co., Ltd.****Name list and profiles of the persons nominated to be elected as directors to replace those retiring by rotation.****2. Mr. Pongpinit Tejagupta**

Type of Directorship : Executive Director

Age : 69 years

Nationality : Thai

Education : - Master of Business Administration,  
University of Detroit, Michigan, U.S.A.  
- Bachelor of Accounting,  
Chulalongkorn University

Training Programs Attended : - Anti-Corruption for Executive Program, Class 7/2013 (ACEP), 2013  
- How to Develop a Risk Management Plan, Class 4/2013 (HRP), 2013  
- Chartered Director Class, Class 7/2013 (CDC), 2013  
- Role of the Compensation Committee, Class 14/2012 (RCC), 2012  
- Role of the Nomination and Governance Committee, Class 2/2012 (RNG), 2012  
- The Board's Roles in Merger & Acquisitions, Class 1/2011 (M&A), 2011  
- Monitoring Fraud Risk Management, Class 2/2010 (MFM), 2010  
- Monitoring of the Quality of Financial Reporting, Class 10/2010 (MFR), 2010  
- Monitoring the Internal Audit Function, Class 7/2010 (MIA), 2010  
- Monitoring The System of Internal Control and Risk Management, Class 9/2010 (MIR), 2010  
- Financial Institutions Governance Program, Class 1/2010 (FGP), 2010  
- Successful Formulation & Execution of Strategy, Class 7/2010 (SFE), 2010  
- Advanced Audit Committee Program, Class 30/2010 (ACP), 2010  
- Director Certification Program, Class 126/2009 (DCP), 2009



- Directors Accreditation Program, Class 71/2008 (DAP), 2008

- Attended training conducted by the Office of the Securities and Exchange Commission jointly with the Stock and Exchange of Thailand on the following program:  
Inaugural Corporate Governance Conference 2018 on 19 September 2018

Current Company Positions : Vice Chairman and Chairman of the Executive Committee

Years Served as Director : 9 years (2015 – Present)

Meeting Attendance in 2023 : Board meetings attended: 8 of 8 board meetings.  
13 out of 13 executive committee meetings.

Shareholding in the Company : None  
as of 31 December 2023

#### Current Positions in Other Businesses

• Registered Companies : None

• Unregistered Companies : 2018 – Present Independent Director and Audit Director  
Allianz Ayudhya Assurance Public Co., Ltd.

• Other Businesses That May : None  
Cause a Conflict of Interest with the Company

Shareholdings in other companies that are or may be similar in nature or that may compete with the Company's business:

• Registered Companies : None

• Unregistered Companies : None

**Eastern Star Real Estate Public Co., Ltd.**

**Name list and profiles of the persons nominated to be elected as directors to replace those retiring by rotation.**

**3. Mr. Nuttawit Boonyawat**



Type of Directorship	:	Executive Director	
Age	:	62 years	
Nationality	:	Thai	
Education	:	- Master of Science, Abilene Christian University Texas, U.S.A. - Bachelor of Economics, University of the Thai Chamber of Commerce	
Training Programs Attended	:	Senior Executive Program (SEP 9) Sasin	
Current Company Positions	:	Executive Director	
Years Served as Director	:	9 years (2015 – Present)	
Meeting Attendance in	:	8 of 8 board meetings. 13 out of 13 executive committee meetings.	
Shareholding in the Company as of 31 December 2023	:	None	
Current Positions in Other Businesses			
• Registered Companies	:	None	
• Unregistered Companies	:	2015 – Present	Director Home Sukhumvit Co., Ltd.
		2010 – Present	Director Grand Larn Luang Co., Ltd.
		2017 - Present	Executive Director Eastern Star Resort Co., Ltd.



- Other Businesses That May : None  
Cause a Conflict of Interest  
with the Company

Shareholdings in other companies that are or may be similar in nature or that may compete with the Company's business:

- Registered Companies : None
- Unregistered Companies : None

**Eastern Star Real Estate Public Co., Ltd.****Name list and profiles of the persons nominated to be elected as directors to replace those retiring by rotation.****4. Mr. Pairoj Wattanavarodom**

Type of Directorship	:	Executive Director	
Age	:	58 years	
Nationality	:	Thai	
Education	:	- MBA (Marketing Management), National Institute of Development Administration - Bachelor of Engineering in Civil Engineering, Kasetsart University	
Training Programs Attended	:	- Director Certification Program (DCP), Class 202/2015 - Financial Statements for Directors (FSD), Class 24/2014 - The Boss, Class 81, Management & Psychology Institute (MPI)	
Current Company Positions	:	Managing Director	
Years Served as Director	:	10 months (1 May 2023 – Present)	
Meeting Attendance in 2023	:	5 of 8 board meetings. 9 out of 13 executive committee meetings. *Due to Mr. Pairoj Wattanavarodom being appointed Managing Director and Director on 1 May 2023.	
Shareholding in the Company as of 31 December 2023	:	None	
Current Positions in Other Businesses			
• Registered Companies	:	None	
• Unregistered Companies	:	2023 - Present	Executive Director, Eastern Star Resort Co., Ltd.

- Other Businesses That May : None  
Cause a Conflict of Interest  
with the Company

Shareholdings in other companies that are or may be similar in nature or that may compete with the Company's business:

- Registered Companies : None
- Unregistered Companies : None

**Definition of Independent Directors**

(Definition of Independent Directors of the Company is equal to the minimal requirements of the Office of the Securities and Exchange Commission and the Stock Exchange of Thailand.)

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1. Holding not more than 1 percent of the total number of shares with the voting rights of the Company, parent company, subsidiaries, associated companies, major shareholders, or controlling persons of the Company. In this case, for the purpose of calculation, the number of shares held by the related person of each member of the Audit Committee shall also be included.
2. Neither being a director who takes part or used to take part in management, nor being or used to be an employee, staff, an advisor who receives regular salary, nor the controlling person of the Company, parent company, subsidiaries, associated companies, major shareholders or the controlling person of the Company, unless such director has resigned from such position for at least two years.
3. Not being a blood-related person nor legally related as father, mother, spouse, brother, sister and children, including being the spouse of the children of other directors, executives, major shareholders, controlling persons or the persons who will be nominated as the director, executive or controlling person of the Company or subsidiaries.
4. Neither having, nor used to have any business relationship with the Company, parent company, subsidiaries, associated companies, major shareholders, or controlling persons of the Company in the manner that may obstruct the exercise of independent judgment as a member of the Audit Committee. Moreover, a member of the Audit Committee must neither being, nor used to be a key shareholder or controlling person of the entities having business relationship with the Company, parent company, subsidiaries, associated companies, major shareholders, or the controlling persons of the Company, unless such director has resigned from such position for at least two years.
5. Neither being, nor used to be the auditor of the Company, parent company, subsidiaries, associated companies, major shareholders, controlling persons of the Company, nor being a key shareholder, controlling person or partner of the audit office having the auditor providing auditing service to the Company, parent company, subsidiaries, associated companies, major shareholders, or the controlling persons of the Company, as a member, unless such director has resigned from such position for at least two years.
6. Neither being, nor used to be a provider of any professional services including the legal advisory or financial advisory services that received fees in the amount of more than Baht 2 million per year from the Company, parent company, subsidiaries, associated companies, major shareholders, or controlling persons of the Company, nor being shareholder, the controlling person, or partner of such professional services provider, unless such director has resigned from such position for at least two years.
7. Not being a director who has been appointed as a representative of the Company, major shareholders or shareholders relating to major shareholders.
8. Neither operating the business having the same nature which significantly competes with the business of Company or its subsidiaries, nor being a significant partner or a director who involves in the management, nor being an employee, staff, a member, and a consultant who receives regular salary, or holds more than 1 percent of the total number of shares with the voting rights of a company that operates the business having the same nature and significantly competes with the businesses of the Company or its subsidiaries.
9. Having no other conditions that may obstruct the independent expression of comment on the Company's operation.

**Enclosure 5***(supporting documents for the consideration of Agenda 6)*

**Remuneration amount paid to the Board of Directors of the Company in the year 2023.  
Remuneration Amount paid to the Board of Directors of the Company  
in comparison with year 2022 and 2023**

Names		Position	Remuneration (Baht)	
			2022	2023
1	Mr.Anand Panyarachun* <sup>1</sup>	Chairman of the Board	1,440,000	480,000
2	Mr. Virat Phairatphiboon* <sup>2</sup>	Chairman of the Board	-	960,000
3	Mr.Pongpinit Tejagupta	Vice Chairman of the Board and Chairman of the Executive Committee	840,000	840,000
4	Mrs.Sunanta Tiasuwan	Chairman of Audit Committee and member of Nomination and Remuneration Committee	960,000	960,000
5	Mrs.Wanna Thamsirisup	Audit Committee and Nomination and Remuneration Committee	840,000	840,000
6	Mr. Jessada Promjart	Chairman of Nomination and Remuneration Committee and Audit Committee	960,000	960,000
7	Mr.Chatchawin Charoen-Rajapark	Director	600,000	600,000
8	Mr.Paiboon Wongjongjaiharn	Director	600,000	600,000
9	Mr.Tinnawat Mahatharadol	Executive Director	720,000	720,000
10	Mr.Titiwut Soukpornchaikul	Executive Director	720,000	720,000
11	Mr.Nuttawit Boonyawat	Executive Director	720,000	720,000
12	Mr.Torsak Lertsrisakulrat* <sup>3</sup>	Managing Director	-	-
13	Mr. Pairoj Wattanavarodom* <sup>4</sup>	Managing Director	-	-
<b>Total</b>			<b>8,400,000</b>	<b>8,400,000</b>

Remarks: \*<sup>1</sup> Mr.Anand Panyarachun remained in the position of Chairman of the Board until 1 MAY 2023.

\*<sup>2</sup> Mr. Virat Phairatphiboon was appointed Chairman of the Board effective as of 11 MAY 2023.

\*<sup>3</sup> Mr.Torsak Lertsrisakulrat remained in the position of Managing Director until 30 APRIL 2023

\*<sup>4</sup> Mr. Pairoj Wattanavarodom was appointed Managing Director effective as of 1 MAY 2023.

## Details of Monetary Remunerations for the Board of Directors in 2023

Name	Board of Directors (Baht)	Audit Committee (Baht)	Executive Committee (Baht)	Nomination and Remuneration Committee (Baht)	Total Remuneration (Baht)
1. Mr. Anand Panyarachun	480,000	-	-	-	480,000
2. Mr. Virat Phairatphiboon	960,000	-	-	-	960,000
3. Mr. Pongpinit Tejagupta	600,000	-	240,000	-	840,000
4. Mrs. Sunanta Tiasuwan	600,000	240,000	-	120,000	960,000
5. Mrs. Wanna Thamsirisup	600,000	120,000	-	120,000	840,000
6. Mr. Jessada Promjart	600,000	120,000	-	240,000	960,000
7. Mr. Chatchawin Charoen-Rajapark	600,000	-	-	-	600,000
8. Mr. Paiboon Wongjongjaiharn	600,000	-	-	-	600,000
9. Mr. Tinnawat Mahatharadol	600,000	-	120,000	-	720,000
10. Mr. Titiwut Soukpornchaikul	600,000	-	120,000	-	720,000
11. Mr. Nuttawit Boonyawat	600,000	-	120,000	-	720,000
12. Mr. Torsak Lertsrisakulrat	-	-	-	-	-
13. Mr. Pairoj Wattanavarodom	-	-	-	-	-
<b>Total</b>					<b>8,400,000</b>

Remarks: \*<sup>1</sup> Mr. Anand Panyarachun remained in the position of Chairman of the Board until 1 MAY 2023.

\*<sup>2</sup> Mr. Virat Phairatphiboon was appointed Chairman of the Board effective as of 11 MAY 2023.

\*<sup>3</sup> Mr. Torsak Lertsrisakulrat remained in the position of Managing Director until 30 APRIL 2023.

\*<sup>4</sup> Mr. Pairoj Wattanavarodom was appointed Managing Director effective as of 1 MAY 2023.

Other Director Remuneration : None.

Monetary Remunerations for Executives : 17 people for 28,907,379 Baht Total,

Other Remunerations for Executives : 775,964 Baht Total in provident fund deposits

Remark Other Director Remuneration of year 2023 and year 2024 : None.

**Articles of Association related to the Ordinary General Meeting of Shareholders.**

**Chapter 4 Board of Directors**

**Clause 13** The Board of Directors of the Company shall consist of not more than 12 directors, and not less than half of the number of directors shall have residence in the Kingdom.

The director is entitled to receive the remuneration from the Company in the forms of money reward, meeting allowance, pension, bonus, or other forms of benefits in accordance with the Articles of Association or the consideration of the shareholders' meeting which the remuneration may be either determined as a fixed sum or laid down as a criterion, and shall be determined from time to time or continuously effective until further change. In addition, the directors have the rights to receive allowance, and other welfare benefits in accordance with the Company's regulations.

The foregoing paragraph shall not prejudice the rights of the Company's officers or employees elected to become directors to entitle them to receive the remuneration and benefits as the officers or employees of the Company.

**Clause 14** The Board of Directors shall be elected by the Shareholders' Meeting subject to the following rules and procedures:

14.1 Each shareholder shall have one vote for each share held by him.

14.2 In the election of directors, the shareholders may cast votes for individual director on a one-by-one basis or on several-directors-as-a-team basis or by any other means deemed appropriate by the shareholders. In each voting, the shareholders must cast all the votes he has under sub-clause 14.1 above, the votes shall not be split for any one or any team more or less.

14.3 The voting for election of directors shall be decided by a majority vote. In the case of a tie, the chairman of the meeting shall be entitled to a casting vote.

**Clause 15** At any Annual Shareholders' Meeting, one-third of the directors, or, if the number is not a multiple of three, then the number nearest to one-third, must retire from offices. A retiring director under this clause is eligible for re-election.

The directors to retire in the first and second years following the registration of transformation into public company shall be determined by drawing lots. In subsequent years, the directors who hold office the longest term shall retire.

**Clause 16** Apart from retiring from the office by rotation, the directors shall be relieved from office upon:-

- (1) death;
- (2) resignation;
- (3) disqualification or being prohibited under the laws on public company;
- (4) resolution of the Shareholders' Meeting to remove under Clause 19; and
- (5) By the Court's order.

**Clause 20** A director may or may not be a shareholder of the Company.

**Clause 27** The directors are prohibited from engaging in businesses, become partnerships or shareholders of other juristic persons which carry on the same type of businesses and are competing with the businesses of the Company, unless they have first informed of such matter to the shareholders' meeting before being elected as directors.

### **Chapter 5 Shareholders' Meeting**

**Clause 32** The Board of Directors shall hold the Shareholders' Meeting as an Annual General Meeting within four months from the end of the accounting year of the Company.

Other Shareholders' Meetings than as mentioned above shall be called "Extraordinary Meetings". The Board of Directors may call Extraordinary Meetings whenever it thinks fit. Or the shareholders holding aggregate shares amounting to not less than 20% of the total issued shares, or the shareholders of not less than 25 persons holding aggregate shares amounting to not less than 10% of the total issued shares, may at any time sign up in a written request to the Board of Directors to summon a Shareholders' Meeting as an Extraordinary Meeting; provided that the reason for calling the meeting must be clearly specified in such a request. The Board of Directors shall hold the Shareholders' Meeting within one month from the date of having received the shareholders' request.

**Clause 33** The Chairman of the Board or the director designated by him shall specify date, time, and place for a Shareholders' Meeting, which place of the meeting may be located in other area than the location where the head office of the Company is situated or the nearby provinces.

**Clause 34** In calling a Shareholders' Meeting, the Board of Directors shall prepare a notice of the meeting stating place, date, time, agenda and matters to be proposed to the meeting, together with the details as appropriate whereby it must be clearly stated whether they are the matters proposed for acknowledgment, for approval or for consideration as the case may be, and the opinions of the Board of Directors in such matters must also be provided. The notice shall be sent to the shareholders and the Registrar for information, not less than seven days before the date of the meeting, and shall be published in the newspapers for a period of three consecutive days and not less than three days before the date of the meeting.

**Clause 35** At the Shareholders' Meeting, the quorum shall consist of the shareholders and the proxies (if any) attending the meeting not less than 25 persons or not less than a half of the total number of the shareholders and whose aggregate shares amounting to not less than one-third of the total issued shares.

In case it appears that at any Shareholders' Meeting, when the appointed time passes for one hour, the number of shareholders attending the meeting cannot form the quorum as provided, the meeting, if summoned upon the request of the shareholders, shall be cancelled. If the Shareholders' Meeting has not been summoned upon the request of the shareholders, another meeting shall be summoned and the notice of such meeting shall be sent to the shareholders not less than seven days before the date of the meeting. And at such subsequent meeting, no quorum shall be required.

**Clause 36** At the Shareholders' Meeting, a shareholder may appoint another person as his/her proxy to attend and vote on his/her behalf. The instrument appointing a proxy shall be dated and signed by the appointing shareholder and be pursuant to the form as prescribed by the Registrar.



The instrument appointing a proxy must be deposited with the Chairman of the Board or the director designated by him at the place of the meeting before the proxy attends the meeting.

**Clause 37** The Chairman of the Board shall act as the chairman of the Shareholders' Meeting. In the case of the Chairman of the Board being absent or unable to perform his duty, if there is a Vice Chairman, the Vice Chairman shall then act as the chairman of the meeting; and if there is no Vice Chairman or he could not perform his duty, the shareholders attending thereat shall elect one shareholder among themselves as the chairman of the meeting.

**Clause 38** The resolutions of the shareholders' meeting shall be the following votes:-

- (1) In normal cases, the votes of the majority of the shareholders who attend the meeting and cast their votes shall prevail. In the case of a tie, the chairman of the meeting shall have an additional vote as a casting vote:
- (2) In the following cases, the votes of not less than 75% of the total number of votes of the shareholders who attend the meeting and cast their votes shall prevail:
  - (a) The sale or transfer of the essential part of the business of the Company to other person, either in whole or in part;
  - (b) The purchase or taking transfer of the business of other company or private company;
  - (c) The performance, amendment or termination of agreement relating to the granting of lease of the essential part of the business of the Company, either in whole or in part;
  - (d) The entrustment of other person to manage the business of the Company;
  - (e) The merger of the business with other person for the purpose of sharing profit and loss;
  - (f) The addition to or amendment of the Memorandum of Association or the Articles of Association;
  - (g) The increase or the reduction of the Company's capital, or the issue of debentures;
  - (h) The amalgamation and dissolution of the Company;

**Clause 39** At the Annual General Meeting, the following matters shall be carried out:-

- (1) To consider the report of the Board of Directors as proposed to the meeting showing the result of the Company's performance during the previous fiscal year.
- (2) To consider and approve the Balance Sheet and the Profit and Loss Accounts.
- (3) To consider the apportionment of the profits.
- (4) To consider the election of directors in place of those who must retire at the expiry of their terms.
- (5) To appoint auditor(s) and fixing the remuneration.
- (6) Other businesses.

### **Chapter 6 Accounting, Finance, Auditing**

**Clause 40** The accounting year of the Company shall commence and end on the 1st of January and 31st of December respectively.

- Clause 41** The Company shall arrange for the preparation and maintenance of the accounts, including the auditing of the accounts under the relevant laws. The Company shall also prepare the Balance Sheet and the Profit and Loss Accounts at least once in twelve-month period, which is the accounting year of the Company.
- Clause 42** The Board of Directors shall arrange for the preparation of the Balance Sheet and the Profit and Loss Accounts at the end of the accounting year of the Company to be submitted to the Shareholders at the Annual General Meeting for approval. In this regard, the Board of Directors must arrange for the auditors to complete the audit of such Balance Sheet and the Profit and Loss Accounts before submission to the Shareholders' Meeting.
- Clause 43** The Board of Directors shall send the following documents to the shareholders together with the notice of the Annual General Meeting:-
- (1) Copy of the Balance Sheet and the Profit and Loss Accounts already audited by the auditor(s), together with the Audit Report of the auditor(s),
  - (2) Annual Report of the Board of Directors.
- Clause 44** No dividend shall be made out of other money than from the profits. In case the Company has an accumulated loss, no dividend shall be distributed.
- The dividends shall be distributed in accordance with the number of shares, in equal amount for each share.
- The Board of Directors may distribute interim dividends to the shareholders periodically when it considers that the Company has sufficient profits to do as such, and it shall report the same to the subsequent Shareholders' Meeting.
- The payment of dividends shall be made within one month from the date the Shareholders' Meeting or the Board of Directors has resolved, as the case may be. In this regard, it is required to send a written notice to the shareholders and publish the notice of the payment of dividends in the newspaper.
- Clause 45** The Company must allocate a portion of the annual net profit as reserve fund in the amount of not less than 5% of the annual net profit less the accumulated loss carried forwards (if any), until this reserve fund shall reach the amount of not less than 10% of the registered capital.
- Clause 46** The auditor must not be director, officer, employee, or person holding any position in the Company.
- Clause 47** The auditor shall be empowered to audit the accounts, documents and other evidences relating to the income and expense, including the assets and liabilities of the Company during the Company working hours. In this regard, he/she shall have the authority to inquire the directors, officers, employees, persons holding any position in the Company, and representatives of the Company, including to request said persons to give an explanation or send documents relating to the business operations of the Company.
- Clause 48** The auditor shall have the duty to attend at every Shareholders' Meeting which is held to consider the Balance Sheet, Profit and Loss Accounts, and problems relating to the accounting of the Company, in order to explain the auditing of the accounts to the shareholders. The Company is required to also send to the auditor(s) the report and documents of the Company which the shareholders should receive in such Shareholders' Meeting.

**Profiles of Independent Directors (acting as Proxy of the Shareholders).**

**1. Mrs. Sunanta Tiasuwan**

**Independent Director Chairman of Audit Committee and  
Nomination and Remuneration Committee**



Age	73 years
Nationality	Thai
Address	28 Soi Bangna-Trad 28, Bangna-Trad Road, Kwaeng Bangna, Khet Bangna, Bangkok Metropolis 10260
Education	Ordinary National Diploma in Business Studies and Administration University of Westminster (U.K.)
Training Program	Director Certification Program (DCP) (Class 22/2002) Capital Market Academy Leader Program (Class of 11)
Current Position in the Company	Independent Director Chairman of Audit Committee Nomination and Remuneration Committee
Current Position in Other Organizations And Work Experience (in the past 5 years)	2004 - Present Director Bridge View Co., Ltd. 1993 – Present Director Pranda Jewelry Public Company Limited 1991 – Present Director Forward Freeland Company Limited 2012 – Present Independent Director and Audit Committee Asian Sea Corporation Public Company Limited
Position of Director / Management in other organizations that may cause any conflict of interests to the Company	-None-
Having interested agenda	Agenda 6 To consider the fixing of the remuneration to the Board of Directors for the year 2024.
*Special Interest in any agenda	-None-

**Profiles of Independent Directors (acting as Proxy of the Shareholders).**

**2. Mrs. Wanna Thamsirisup**

**Independent Director Audit Committee and  
Nomination and Remuneration Committee**



Age	67 years
Nationality	Thai
Address	148/24 Soi Sukhumvit 22, Kwaeng Klongtoey, Khet Klongtoey, Bangkok Metropolis
Education	<ul style="list-style-type: none"> <li>- Bachelor of Accountancy, Thammasat University</li> <li>- Diploma in Auditing, Thammasat University</li> <li>- Certified Public Accountant, Federation of Accounting Professions</li> </ul>
Training Program	<ul style="list-style-type: none"> <li>-Top Executive Training Program by the Association of Finance Companies, Thammasat University</li> <li>-Director Accreditation Program (DAP) Class 71/2008</li> <li>-Director Certification Program (DCP) Class 102/2008</li> <li>-Role of the Chairman Program (RCP) Class 24/2010</li> <li>-Financial Institutions Governance Program (FGP) Class 3/2011</li> <li>-Risk Management Committee Program (RMP) Class 1/2013</li> <li>-Corporate Governance for Capital Market Intermediaries (CGI) Class 8/2015</li> <li>-Driving Company Success with IT Governance (ITG) Class 2/2016</li> <li>-Advance Audit Committee Program (AACP) Class 28/2018</li> <li>-Boards that Make a Difference (BMD) Class 9/2019</li> <li>- Ethical Leadership Program (ELP) Class 22/2021</li> <li>-Audit Committee Seminar-Get ready for the year end by SET &amp; SEC Class 11/2015</li> <li>-BOD meeting by SEC-Promote culture &amp; governance Class 10/2019</li> <li>-Personal Data Protection Act-PDPA by PWC,Deloitte 2019-2021</li> <li>-TFR 9 by Thammasart University ,2019</li> <li>- Ethical Leadership Program 22/2021</li> <li>- Forensic Accounting ,2021</li> <li>- Corporate Governance Program CIC fit insurance - 2022</li> </ul>

	- Subsidiary Governance Program (SGP) 2022 - Risk Management for Corporate - inhouse program by IOD-2023 RFP - Refreshment Training Program -2023
Current Position in the Company	Independent Director Audit Committee Nomination and Remuneration Committee
Current Position in Other Organizations And Work Experience (in the past 5 years)	2017-Present Independent Director and Audit Committee Chairman Krungsri Asset Management Co., Ltd. 2018-Present Independent Director and Audit Committee Chairman Allianz Ayudhya Assurance Public Co., Ltd. March 2023- Present Independent Director and Board Chairman 2011 - February 2023 Independent Director and Audit Committee Chairman Krungsri Securities Public Co., Ltd. 2018 - May 2023 Audit Director (Independent) National ITMX Co., Ltd. 2019 – 2021 Director Allianz Ayudhya Capital Public Co., Ltd. 2022 - February 2023 Director, Independent Director and Audit Committee Chairman Aetna Health Insurance (THAILAND) Public Co., Ltd. (Insurance Company)
Position of Director / Management in other organizations that may cause any conflict of interests to the Company	-None-
Having interested agenda	Agenda 6 To consider the fixing of the remuneration to the Board of Directors for the year 2024.
*Special Interest in any agenda	-None-

**Profiles of Independent Directors (acting as Proxy of the Shareholders).**

**3. Mr. Jessada Promjart**

**Independent Director and Audit Committee and  
Chairman of Nomination and Remuneration Committee**



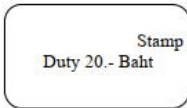
Age	62 years
Nationality	Thai
Address	69/41 Moo 1 Talat Khwan Subdistrict Mueang Nonthaburi District Nonthaburi Province 11000
Education	Bachelor of Accountancy Thammasat University Master of Accountancy Thammasat University
Current Position in the Company	Independent Director Audit Committee and Chairman of Nomination and Remuneration Committee
Current Position in Other Organizations And Work Experience (in the past 5 years)	<p>2017-Present Audit Committee Chulabhorn Royal Academy</p> <p>2018-Present Director and Executive Director of YSS (Thailand) Co., Ltd.</p> <p>2019-Present Director and Audit Committee Chairman AMR Asia Public Company Limited</p> <p>2020–present Sub-Committee on Audit and Evaluation of Work Systems on Suppression and Asset Auditing Office of the National Anti-Corruption Commission (NACC)</p> <p>2021-present Advisor Bangkok Broadcasting &amp; Television Co., Ltd..</p> <p>2023-present Director and Audit Director Krungsri Securities Public Co., Ltd.</p> <p>2023-present Director Phloen Chit Human Resource Solution Recruitment Co., Ltd.</p> <p>2015-2022 Director and Audit Director Government Savings Bank</p>

2016-2020	Director and Audit Committee Expressway Authority of Thailand
2019 – 2023	Capital Market Competitiveness Development Subcommittee The Securities and Exchange Commission
2020 – 2021	Director and Nomination Director Dhipaya Insurance Public Co., Ltd.

Position of Director / Management in other organizations that may cause any conflict of interests to the Company	-None-
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Having interested agenda	Agenda 6	To consider the fixing of the remuneration to the Board of Directors for the year 2024.
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*Special Interest in any agenda	-None-
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PROXY FORM

Enclosure 8 Form A

Made at \_\_\_\_\_

Date \_\_\_\_\_

(1) I/We \_\_\_\_\_ Nationality \_\_\_\_\_
Residing at No. \_\_\_\_\_ Road \_\_\_\_\_ Sub-district \_\_\_\_\_
District \_\_\_\_\_ Province \_\_\_\_\_ Postal Code \_\_\_\_\_

(2) As a shareholder of Eastern Star Real Estate Public Company Limited,
holding a total number of \_\_\_\_\_ shares, and entitled to vote in the number of \_\_\_\_\_ votes as follows:
Ordinary shares of \_\_\_\_\_ shares, entitled to vote in the number of \_\_\_\_\_ votes
Preference shares of \_\_\_\_\_ shares, entitled to vote in the number of \_\_\_\_\_ votes

(3) Hereby grant
(1) \_\_\_\_\_ age \_\_\_\_\_ years
Residing at No. \_\_\_\_\_ Road \_\_\_\_\_ Sub-district \_\_\_\_\_
District \_\_\_\_\_ Province \_\_\_\_\_ Postal Code \_\_\_\_\_ or
(2) \_\_\_\_\_ age \_\_\_\_\_ years
Residing at No. \_\_\_\_\_ Road \_\_\_\_\_ Sub-district \_\_\_\_\_
District \_\_\_\_\_ Province \_\_\_\_\_ Postal Code \_\_\_\_\_ or
(3) \_\_\_\_\_ age \_\_\_\_\_ years
Residing at No. \_\_\_\_\_ Road \_\_\_\_\_ Sub-district \_\_\_\_\_
District \_\_\_\_\_ Province \_\_\_\_\_ Postal Code \_\_\_\_\_

only anyone person as my/our proxy to attend and vote on my/our behalf at the Ordinary General Meeting of Shareholders No. 1/2024, to be held on 30 April 2024, at 14.00 hrs., at the office of the Company, No. 898 Ploenchit Tower, 5th Floor, Ploenchit Road, Lumpini Sub-district, Patumwan District, Bangkok Metropolis, by meeting via electronic media (E-AGM), or at any adjournment thereof to any other date, time and venue.

Any act(s) undertaken by the proxy at such meeting shall be deemed as my(our) own act(s) in every respect.

Signed \_\_\_\_\_ Grantor
(\_\_\_\_\_)

Signed \_\_\_\_\_ Proxy
(\_\_\_\_\_)

Signed \_\_\_\_\_ Proxy
(\_\_\_\_\_)

Signed \_\_\_\_\_ Proxy
(\_\_\_\_\_)

Remarks

A shareholder shall grant only one proxy to attend and vote on his/her behalf at the meeting, and cannot divide his/her shares for several proxies to vote separately.



Duty Stamp 20.- Baht

## Proxy Form

Written at \_\_\_\_\_

Date \_\_\_\_\_ Month \_\_\_\_\_ Year \_\_\_\_\_

(1) I/We \_\_\_\_\_ Nationality \_\_\_\_\_

Residing at No. \_\_\_\_\_ Road \_\_\_\_\_ Sub-district \_\_\_\_\_

District \_\_\_\_\_ Province \_\_\_\_\_ Postal Code \_\_\_\_\_

(2) as a shareholder of **Eastern Star Real Estate Public Company Limited**,holding a total number of \_\_\_\_\_ shares and having voting rights equivalent to \_\_\_\_\_ vote(s),  
as follows: Ordinary share \_\_\_\_\_ share(s) having voting rights equivalent to \_\_\_\_\_ vote(s) Preferred share \_\_\_\_\_ share(s) having voting rights equivalent to \_\_\_\_\_ vote(s)

(3) hereby authorize either one of the following persons

 (1) \_\_\_\_\_ Age \_\_\_\_\_ Years

Residing at No. \_\_\_\_\_ Road \_\_\_\_\_ Subdistrict \_\_\_\_\_

District \_\_\_\_\_ Province \_\_\_\_\_ Postal code \_\_\_\_\_ **or** (2) Mrs. Sunanta Tiasuwan, Independent Director and Chairman of the Audit Committee, age 73 yearsResiding at No. 28 Soi Bangna-Trad 28, Bangna-Trad Road, Kwaeng Bangna, Khet Bangna,  
Bangkok Metropolis **or** (3) Mrs. Wanna Thamsirisup, Independent Director and Audit Committee Member, age 67 yearsResiding at No. 148/24 Soi Sukhumvit 22, Kwaeng Klongtoey, Khet Klongtoey, Bangkok Metropolis. **or** (4) Mr. Jessada Promjart, Independent Director and Audit Committee Member, age 62 years

Residing at No. 69/41 Moo 1, Tambol Talackwan, Amphur Muangnonthaburi, Nonthaburi Province.

**only anyone person** as my/our proxy to attend and vote in the Annual General Meeting of Shareholders No. 1/2024 to be held on 30 April 2024, at 14.00 hrs., at the office of the Company, No. 898 Ploenchit Tower, 5th Floor, Ploenchit Road, Lumpini Sub-district, Patumwan District, Bangkok Metropolis, by meeting via electronic media (E-AGM), or at any adjournment thereof to any other date, time and venue.

(4) I/ We hereby authorize the proxy to vote on my/our behalf at this meeting as follows:

**Agenda 1 To adopt the Minutes of Ordinary General Meeting of Shareholders of the Company No.1/2023** (a) The proxy holder shall be entitled to consider and vote in lieu of me in all respects as deemed appropriate. (b) The proxy holder shall vote in accordance with my/our intention as follows: Approve  Disapprove  Abstain**Agenda 2 To acknowledge the performance results of the Board of Directors for the previous year and the Annual Report for the year 2023.**

**Agenda 3 To consider and approve the Statements of Financial Position and the Statements of Comprehensive Income of the Company for the fiscal year ended 31 December 2023.**

- (a) The proxy holder shall be entitled to consider and vote in lieu of me in all respects as deemed appropriate.
- (b) The proxy holder shall vote in accordance with my/our intention as follows:
  - Approve     Disapprove     Abstain

**Agenda 4 To consider and approve the appropriation of profits and the non-payment of dividends for the performance results of the fiscal year 2023.**

- (a) The proxy holder shall be entitled to consider and vote in lieu of me in all respects as deemed appropriate.
- (b) The proxy holder shall vote in accordance with my/our intention as follows:
  - Approve     Disapprove     Abstain

**Agenda 5 To consider the election of the directors in place of those retiring by rotation.**

- (a) The proxy holder shall be entitled to consider and vote in lieu of me in all respects as deemed appropriate.
- (b) The proxy holder shall vote in accordance with my/our intention as follows:
  - Election of all directors.
    - Approve     Disapprove     Abstain
  - Election of each director.
    - (1) Director's Name : Mr. Virat      Phairatphiboon
      - Approve     Disapprove     Abstain
    - (2) Director's Name : Mr. Pongpinit    Tejagupta
      - Approve     Disapprove     Abstain
    - (3) Director's Name : Mr. Nattawit      Boonyawat
      - Approve     Disapprove     Abstain
    - (4) Director's Name : Mr. Pairoj      Wattanavarodom
      - Approve     Disapprove     Abstain

**Agenda 6 To consider the fixing of the remuneration to the Board of Directors for the year 2024.**

- (a) The proxy holder shall be entitled to consider and vote in lieu of me in all respects as deemed appropriate.
- (b) The proxy holder shall vote in accordance with my/our intention as follows:
  - Approve     Disapprove     Abstain

**Agenda 7 To consider the appointment of the auditors of the Company for the fiscal year 2024 and fixing of the remuneration.**

- (a) The proxy holder shall be entitled to consider and vote in lieu of me in all respects as deemed appropriate.
- (b) The proxy holder shall vote in accordance with my/our intention as follows:
  - Approve     Disapprove     Abstain

(5) Voting of the proxy holder in any agenda that is not specified in this proxy form shall be considered as invalid and not my/our voting as a shareholder.

(6) In the case that I/we have not declared a voting intention in any agenda or my/our determination is not clearly specified or that the meeting considers or ratifies resolutions in any matters apart from the agendas specified above, in addition to any amendment, modification or addition of any facts, the proxy holder shall have the right to consider and vote on behalf of myself as he/she sees appropriate.

Any act(s) undertaken by the proxy holder at such meeting except the proxy holder does not vote as I/we specify in the proxy form shall be deemed as my/our own act(s) in every respects.

Signed \_\_\_\_\_ Grantor  
( \_\_\_\_\_ )

Signed \_\_\_\_\_ Proxy  
( \_\_\_\_\_ )

Signed \_\_\_\_\_ Proxy  
( \_\_\_\_\_ )

Signed \_\_\_\_\_ Proxy  
( \_\_\_\_\_ )

Note:

1. A Shareholder shall appoint only one proxy to attend and vote at the meeting. A shareholder may not split shares for any more than one proxy in order to split votes.
2. In agenda for election of director(s) can vote to elect all directors or each director.
3. In the case that there is any other agenda(s) to consider other than the specified agendas mentioned above, the proxy may use the Annex to the Proxy Form B.

**Annex to the Proxy Form B.**

Grant of proxy as a shareholder of Eastern Star Real Estate Public Company Limited

At the Ordinary General Meeting of Shareholders of the Company No. 1/2024 to be held on 30 April 2024, at 14.00 hrs., at the office of the Company, No. 898 Ploenchit Tower, 5th Floor, Ploenchit Road, Lumpini Sub-district, Patumwan District, Bangkok Metropolis, by meeting via electronic media (E-AGM), or at any adjournment thereof to any other date, time and venue.

Agenda \_\_\_\_\_ Subject \_\_\_\_\_

(a) The proxy holder shall be entitled to consider and vote in lieu of me in all respects as deemed appropriate.

(b) The proxy holder shall vote in accordance with my intention as follows:

Approve       Disapprove       Abstain

Agenda \_\_\_\_\_ Subject \_\_\_\_\_

(a) The proxy holder shall be entitled to consider and vote in lieu of me in all respects as deemed appropriate.

(b) The proxy holder shall vote in accordance with my intention as follows:

Approve       Disapprove       Abstain

Agenda \_\_\_\_\_ Subject \_\_\_\_\_

(a) The proxy holder shall be entitled to consider and vote in lieu of me in all respects as deemed appropriate.

(b) The proxy holder shall vote in accordance with my intention as follows:

Approve       Disapprove       Abstain

Agenda \_\_\_\_\_ Subject \_\_\_\_\_

(a) The proxy holder shall be entitled to consider and vote in lieu of me in all respects as deemed appropriate.

(b) The proxy holder shall vote in accordance with my intention as follows:

Approve       Disapprove       Abstain

Agenda \_\_\_\_\_ Subject \_\_\_\_\_

(a) The proxy holder shall be entitled to consider and vote in lieu of me in all respects as deemed appropriate.

(b) The proxy holder shall vote in accordance with my intention as follows:

Approve       Disapprove       Abstain

Agenda \_\_\_\_\_ Subject Election of directors (continue)

Director's Name: \_\_\_\_\_  
 Approve       Disapprove       Abstain

Director's Name: \_\_\_\_\_  
 Approve       Disapprove       Abstain

Director's Name: \_\_\_\_\_  
 Approve       Disapprove       Abstain

Director's Name: \_\_\_\_\_  
 Approve       Disapprove       Abstain

Director's Name: \_\_\_\_\_  
 Approve       Disapprove       Abstain

Director's Name: \_\_\_\_\_  
 Approve       Disapprove       Abstain

Director's Name: \_\_\_\_\_  
 Approve       Disapprove       Abstain

Director's Name: \_\_\_\_\_  
 Approve       Disapprove       Abstain

Director's Name: \_\_\_\_\_  
 Approve       Disapprove       Abstain

Director's Name: \_\_\_\_\_  
 Approve       Disapprove       Abstain

Director's Name: \_\_\_\_\_  
 Approve       Disapprove       Abstain

Director's Name: \_\_\_\_\_  
 Approve       Disapprove       Abstain

Director's Name: \_\_\_\_\_  
 Approve       Disapprove       Abstain

Director's Name: \_\_\_\_\_  
 Approve       Disapprove       Abstain

Director's Name: \_\_\_\_\_  
 Approve       Disapprove       Abstain

สำหรับกรณีผู้ถือหุ้นเป็นผู้ลงหุ้นต่างประเทศและแต่งตั้งให้คัสโตเดียนในประเทศไทยเป็นผู้รับฝากและดูแลหุ้น  
For foreign shareholders who have custodians in Thailand only.

Enclosure 8

อาคารแสดมปี 20.- บาท

หนังสือมอบฉันทะ  
(PROXY FORM)

แบบ ค. (Form C)

เขียนที่ \_\_\_\_\_  
Made at

วันที่ \_\_\_\_\_  
Date

1) ข้าพเจ้า \_\_\_\_\_ สัญชาติ \_\_\_\_\_  
I (We), \_\_\_\_\_ Nationality  
สำนักงานตั้งอยู่เลขที่ \_\_\_\_\_  
having the registered address at No. \_\_\_\_\_

ในฐานะผู้ประกอบธุรกิจเป็นผู้รับฝากและดูแลหุ้น (Custodian) ให้กับ \_\_\_\_\_

as being the custodian of

ซึ่งเป็นผู้ถือหุ้นของบริษัท อีสเทอร์น สตาร์ เรียล เอสเตท จำกัด (มหาชน)

being a shareholder of Eastern Star Real Estate Public Company Limited,

โดยถือหุ้นจำนวนทั้งสิ้นรวม \_\_\_\_\_ หุ้น และออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง ดังนี้  
holding a total number of \_\_\_\_\_ shares, and entitled to vote in the number of \_\_\_\_\_ votes as follows:

- หุ้นสามัญ \_\_\_\_\_ หุ้น ออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง  
Ordinary shares of \_\_\_\_\_ shares, entitled to vote in the number of \_\_\_\_\_ votes
- หุ้นบุริมสิทธิ \_\_\_\_\_ หุ้น ออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง  
Preference shares of \_\_\_\_\_ shares, entitled to vote in the number of \_\_\_\_\_ votes

(2) ขอมอบฉันทะให้

Hereby grant

\_\_\_\_\_ อายุ \_\_\_\_\_ ปี  
age \_\_\_\_\_ years

อยู่บ้านเลขที่ \_\_\_\_\_ ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_  
Residing at No. \_\_\_\_\_ Road \_\_\_\_\_ Sub-district \_\_\_\_\_  
อำเภอ/เขต \_\_\_\_\_ จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_  
District \_\_\_\_\_ Province \_\_\_\_\_ Postal Code \_\_\_\_\_

หรือ  นางสุนันทา เตียสุวรรณ กรรมการอิสระและประธานคณะกรรมการตรวจสอบ อายุ 73 ปี  
or Mrs. Sunanta Tiesuwan, Independent Director and Chairman of the Audit Committee, age 73 years

อยู่บ้านเลขที่ 28 ซอยบางนา-ตราด 28 ถนนบางนา-ตราด แขวงบางนา เขตบางนา กรุงเทพมหานคร  
Residing at No. 28 Soi Bangna-Trad 28, Bangna-Trad Road, Kwaeng Bangna, Khet Bangna, Bangkok Metropolis.

หรือ  นางวรรณภา ธรรมศิริทรัพย์ กรรมการอิสระและกรรมการตรวจสอบ อายุ 67 ปี  
or Mrs. Wanna Thamsirisup, Independent Director and Audit Committee, age 67 years

อยู่บ้านเลขที่ 148/24 ซอยสุขุมวิท 22 แขวงคลองเตย เขตคลองเตย กรุงเทพมหานคร  
Residing at No. 148/24 Soi Sukhumvit 22, Kwaeng Klongtoey, Khet Klongtoey, Bangkok Metropolis.

หรือ  นายเจษฎา พรหมจาด กรรมการอิสระและกรรมการตรวจสอบ อายุ 62 ปี  
or Mr. Jessada Promjart, Independent Director and Audit Committee, age 62 years

อยู่บ้านเลขที่ 69/41 หมู่ที่ 1 ตำบลลาดบัวหลวง อำเภอนนทบุรี จังหวัดนนทบุรี  
Residing at No. 69/41 Moo 1, Tambol Taladkwan, Amphur Muangnonthaburi, Nonthaburi Province.

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ครั้งที่ 1/2567 ในวันที่ 30 เมษายน 2567 เวลา 14.00 น. ณ สำนักงานของบริษัท เลขที่ 898 อาคารเพลินจิตทาวเวอร์ ชั้นที่ 5 ถนนเพลินจิต แขวงลุมพินี เขตปทุมวัน กรุงเทพมหานคร โดยเป็นการประชุมผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

only anyone person as my (our) proxy to attend and vote on my (our) behalf at the Ordinary General Meeting of Shareholders No. 1/2024, to be held on 30 April 2024, at 14.00 hrs., at the office of the Company, No. 898 Ploenchit Tower, 5th Floor, Ploenchit Road, Lumpini Sub-district, Patumwan District, Bangkok Metropolis, by meeting via electronic media (E-AGM), or at any adjournment thereof to any other date, time and venue.

(3) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะเข้าร่วมประชุมและออกเสียงลงคะแนนในครั้งนี้ ดังนี้

I (we) hereby grant my (our) proxy to attend and vote at this occasion as follows:

มอบฉันทะตามจำนวนหุ้นทั้งหมดที่ถือและมีสิทธิออกเสียงลงคะแนนได้

Grant proxy the total amount of shares holding and entitled to votes.

มอบฉันทะบางส่วนคือ

Grant partial shares of

หุ้นสามัญ \_\_\_\_\_ หุ้น และมีสิทธิออกเสียงลงคะแนนได้ \_\_\_\_\_ เสียง  
Ordinary shares shares, and entitled to vote in the number of votes

หุ้นบุริมสิทธิ \_\_\_\_\_ หุ้น และมีสิทธิออกเสียงลงคะแนนได้ \_\_\_\_\_ เสียง  
Preference shares shares, and entitled to vote in the number of votes

รวมสิทธิออกเสียงลงคะแนนได้ทั้งหมด \_\_\_\_\_ เสียง

The total entitled number of votes accounts for \_\_\_\_\_ votes

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

I (we) hereby grant my (our) proxy to vote at this Meeting as follows:

วาระที่ 1. พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้นของบริษัทครั้งที่ 1/2566

Agenda 1. To adopt the Minutes of Ordinary General Meeting of Shareholders of the Company No. 1/2023.

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) My (our) proxy can consider and vote on behalf of me (us) as he/she may think fit in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) My (our) proxy shall vote in accordance with my (our) intention as follows:

เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ 2. พิจารณารับทราบผลการดำเนินงานของคณะกรรมการในรอบปีที่ผ่านมาและรายงานประจำปี 2566

Agenda 2. To Acknowledge the performance results of the Board of Directors for the previous year and the Annual Report for the year 2023.

วาระที่ 3. พิจารณานุมัติงบแสดงฐานะการเงินและงบกำไรขาดทุนเบ็ดเสร็จของบริษัทประจำปีสิ้นสุดวันที่ 31 ธันวาคม 2566

Agenda 3. To consider and approve the Statements of Financial Position and the Statements of Comprehensive Income of the Company for the fiscal year ended 31 December 2023.

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) My (our) proxy can consider and vote on behalf of me (us) as he/she may think fit in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) My (our) proxy shall vote in accordance with my (our) intention as follows:

เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ 4. พิจารณานุมัติการจัดสรรเงินกำไรและการจ่ายเงินปันผลสำหรับผลการดำเนินงานประจำปี 2566

Agenda 4. To consider and approve the appropriation of profits and the non-payment of dividends for the performance results of the fiscal year 2023.

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) My (our) proxy can consider and vote on behalf of me (us) as he/she may think fit in all respects.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) My (our) proxy shall vote in accordance with my (our) intention as follows:

เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง

Approve

Disapprove

Abstain

- วาระที่ 5 พิจารณาเลือกตั้งกรรมการแทนกรรมการที่ต้องออกจากตำแหน่งตามกำหนดวาระ  
Agenda 5. To consider the election of the directors in place of those retiring by rotation.
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) My (our) proxy can consider and vote on behalf of me (us) as he/she may think fit in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) My (our) proxy shall vote in accordance with my (our) intention as follows:
- การเลือกตั้งกรรมการทั้งหมด  
Election of all directors.
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |
- การเลือกตั้งกรรมการเป็นรายบุคคล  
Election of each director.
- (1) ชื่อกรรมการ : นายวิรัช ไพรัชพิบูลย์  
Director's Name : Mr. Virat Phairatphiboon
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |
- (2) ชื่อกรรมการ : นายพงศ์พินิต เดชะคุปต์  
Director's Name : Mr. Pongpinit Tejagupta
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |
- (3) ชื่อกรรมการ : นายณัฐวิทย์ บุญยะวัฒน์  
Director's Name : Mr. Nattawit Boonyawat
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |
- (4) ชื่อกรรมการ : นายไพโรจน์ วัฒนาวโรดม  
Director's Name : Mr. Pairoj Wattanavarodom
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

- วาระที่ 6. พิจารณากำหนดค่าตอบแทนให้แก่คณะกรรมการประจำปี 2567  
Agenda 6. To consider the fixing of the remuneration to the Board of Directors for the year 2024.
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) My (our) proxy can consider and vote on behalf of me (us) as he/she may think fit in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) My (our) proxy shall vote 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. พิจารณาแต่งตั้งผู้สอบบัญชีของบริษัทประจำปี 2567 และกำหนดค่าตอบแทน  
Agenda 7. To consider the appointment of the auditors of the Company for the fiscal year 2024 and fixing of the remuneration.
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) My (our) proxy can consider and vote on behalf of me (us) as he/she may think fit in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) My (our) proxy shall vote in accordance with my (our) intention as follows:
- |                                   |                                      |                                     |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve                           | Disapprove                           | Abstain                             |

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้อง และไม่ถือเป็นการลงคะแนนเสียงของผู้ถือหุ้น

The vote of the proxy in any agenda which does not follow those specified in this proxy form, it shall be deemed that such vote is incorrect and it is not voted by the shareholder.



(6) ในกรณีที่ข้าพเจ้าไม่ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In case I (we) do not specify or not clearly specify my (our) intention to vote in any agenda or in case the Meeting considers or votes in the matters other than the matters specified above, including there is the amendment or addition to any facts, the proxy can consider and vote on behalf of me (us) in all respects as he/she may think fit.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำให้ไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะ ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any act(s) undertaken by the proxy at such meeting, except in case the proxy does not vote as I (we) specified in this proxy, shall be deemed as my (our) own act(s) in every respect.

ลงชื่อ \_\_\_\_\_ ผู้มอบฉันทะ

Signed ( \_\_\_\_\_ ) Grantor

ลงชื่อ \_\_\_\_\_ ผู้รับมอบฉันทะ

Signed ( \_\_\_\_\_ ) Proxy

ลงชื่อ \_\_\_\_\_ ผู้รับมอบฉันทะ

Signed ( \_\_\_\_\_ ) Proxy

ลงชื่อ \_\_\_\_\_ ผู้รับมอบฉันทะ

Signed ( \_\_\_\_\_ ) Proxy

---

#### หมายเหตุ/Remarks

1. หนังสือมอบฉันทะแบบ ค. นี้ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้นให้เท่านั้น

The Proxy Form C. only use for shareholder whose names appearing in the foreign investors registration and he/she appointed a custodian in Thailand to be responsible for safeguarding shares only.

2. หลักฐานที่ต้องแนบพร้อมกับหนังสือมอบฉันทะ คือ

Documents and evidences to be enclosed with the proxy form are:

(1) หนังสือมอบอำนาจจากผู้ถือหุ้นให้คัสโตเดียน (Custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบฉันทะแทน

Power of attorney from the shareholders authorizes a custodian to sign the Proxy Form on behalf of the shareholder

(2) หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทนได้รับอนุญาตประกอบธุรกิจ คัสโตเดียน (Custodian)

Confirmation Letter to certify that the signer in the Proxy Form have a permit to act as a Custodian

3. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

A shareholder shall grant only one proxy to attend and vote on his/her behalf at the meeting, and cannot divide his/her shares for several proxies to vote separately.

4. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล

In agenda for election of director(s) can vote to elect all directors or each director.

5. ในกรณีที่วาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค. ตามแนบ

In case there are more agendas for consideration at the meeting than the agendas specified above, the grantor of the proxy could additionally specify in the Annex to the Proxy Form C as attached.

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค.  
Annex to the Proxy Form C.

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท อีสเทอร์น สตาร์ เรียล เอสเตท จำกัด (มหาชน)

Grant of proxy as a shareholder of **Eastern Star Real Estate Public Company Limited**

ในการประชุมสามัญผู้ถือหุ้นครั้งที่ 1/2567 ในวันที่ 30 เมษายน 2567 เวลา 14.00น. ณ สำนักงานของบริษัท เลขที่ 898 อาคารเพลินจิตทาวเวอร์ ชั้นที่ 5 ถนนเพลินจิต แขวงลุมพินี เขตปทุมวัน กรุงเทพมหานคร โดยเป็นการประชุมผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

At the Ordinary General Meeting of Shareholders No. 1/2024, to be held on 30 April 2024, at 14.00 hrs., at the office of the Company, No. 898 Ploenchit Tower, 5th Floor, Ploenchit Road, Lumpini Sub-district, Patumwan District, Bangkok Metropolis, by meeting via electronic media (E-AGM), or at any adjournment thereof to any other date, time and venue.

วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_

Agenda Subject

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) My (our) proxy can consider and vote on behalf of me (us) as he/she may think fit in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) My (our) proxy shall vote in accordance with my (our) intention as follows:
- เห็นด้วย\Approve       ไม่เห็นด้วย\Disapprove       งดออกเสียง\Abstain

วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_

Agenda Subject

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) My (our) proxy can consider and vote on behalf of me (us) as he/she may think fit in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) My (our) proxy shall vote in accordance with my (our) intention as follows:
- เห็นด้วย\Approve       ไม่เห็นด้วย\Disapprove       งดออกเสียง\Abstain

วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_

Agenda Subject

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) My (our) proxy can consider and vote on behalf of me (us) as he/she may think fit in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) My (our) proxy shall vote in accordance with my (our) intention as follows:
- เห็นด้วย\Approve       ไม่เห็นด้วย\Disapprove       งดออกเสียง\Abstain

วาระที่ \_\_\_\_\_ เรื่องเลือกตั้งกรรมการ (ต่อ)

Agenda Subject Election of directors (continue).

ชื่อกรรมการ (Director's Name): \_\_\_\_\_

- เห็นด้วย\Approve       ไม่เห็นด้วย\Disapprove       งดออกเสียง\Abstain

ชื่อกรรมการ (Director's Name): \_\_\_\_\_

- เห็นด้วย\Approve       ไม่เห็นด้วย\Disapprove       งดออกเสียง\Abstain

ชื่อกรรมการ (Director's Name): \_\_\_\_\_

- เห็นด้วย\Approve       ไม่เห็นด้วย\Disapprove       งดออกเสียง\Abstain

ชื่อกรรมการ (Director's Name): \_\_\_\_\_

- เห็นด้วย\Approve       ไม่เห็นด้วย\Disapprove       งดออกเสียง\Abstain

## **Practice Guideline for the E-AGM and Proxy**

Shareholders or proxies who wish to attend the meeting must submit documents proving their identity as specified to the Company within 25 April 2024, at 12.00 hrs The Company shall verify the list of shareholders according to the closing information of the shareholders' register book who have the right to attend the meeting wholly and correctly. After that, the electronic conferencing service provider will send a Link to attend the meeting and the user manual to the Email you have sent to inform the Company. The Link will be sent 2 days in advance of the meeting date.

### **Requesting to attend the meeting via electronic media**

Shareholders wishing to attend the meeting via electronic media must notify their intention to attend the meeting in two ways as follows:

1. Submit your request to attend the meeting by sending information via Email or postal mail.

**If shareholders wish to notify their intention to attend the meeting via electronic media (E-AGM) by sending information via Email or postal:**

1. Please fill in the document requesting to attend the meeting via electronic media (E-AGM) (Enclosure 10) by specifying your Email and your mobile phone number clearly for registering for the meeting.
2. Attach a copy of proof of identity to confirm the right to attend the E-AGM meeting.

#### **2.1 Shareholders who are natural persons:**

- If a shareholder wishes to attend the meeting in person via E-Meeting:
  - Attach a copy of a valid government-issued identification document such as an ID card, government ID card, driver's license, or passport. In case of name-surname changes, shareholders are requested to attach supporting evidence.
- If a shareholder appoints another person to attend the meeting on his/her behalf via E-Meeting:
  - The Proxy Form C (attached with the invitation letter) is filled in all information signed by the proxy grantor and the proxy correctly and entirely together with duty stamp affixed;

- A copy of the proxy grantor's identity document, such as an ID card, a government official ID card, passport (In the case of foreigners) that has not expired and signed certifying the true copy of the proxy.
- A copy of the proxy's identity document, such as an ID card, a government official an ID card, passport (In the case of foreigners) that have not expired and signed certifying the true copy of the proxy.

## 2.2 Shareholders who are juristic persons:

- If the person authorized to sign on behalf of the juristic person (director) wishes to attend the meeting in person via electronic media (E-Meeting)
  - A copy of the shareholder's juristic person registration certificate issued no later than one year before the date of the shareholders' meeting, which is duly certified by the juristic person representative (director) authorized to sign on behalf of the juristic person.
  - A copy of the identity document of the representative of the juristic person (director), such as an ID card, a government official ID card, passport (In the case of foreigners) that has not expired and signed to certify the true copy.
- If the proxy is assigned to attend the meeting instead via electronic media (E-Meeting)
  - The Proxy Form C (attached with the invitation letter) is filled in all information signed by the proxy grantor and the proxy correctly and entirely together with duty stamp affixed;
  - A copy of the shareholder's juristic person registration certificate issued no later than one year before the date of the shareholders' meeting, which is duly certified by the juristic person representative (director) authorized to sign on behalf of the juristic person.
  - A copy of the identity document of the representative of the juristic person (director), such as an ID card, a government official ID card, passport (In the case of foreigners) that has not expired and signed to certify the true copy.
  - Copy of the identity document of the proxy as in the case of natural persons as mentioned above.

Suppose the documents or evidence mentioned above are not Thai or English versions. In that case, the shareholders must present an English translation of the document signed to certify the translation by the shareholder or by an authorized signatory to bind that juristic person (in the case of a juristic person).

3. Submit the documents requesting to attend the meeting via electronic media (item 1) and proof of identity together with supporting documents (item 2) by sending to the Company within 25 April 2024, at 12.00 hrs

- Email channel : [company\\_secretary@estarpcl.com](mailto:company_secretary@estarpcl.com) or
- Postal channels: Miss Chonticha Pansmai, Company Secretary at Eastern Star Real Estate Public Company Limited No.898 Ploenchit Tower, 5th Floor, Ploenchit Road, Lumpini, Pathumwan, Bangkok, 10330
- 

**Electronic Meeting Attendance (E-AGM):**

1. Once the shareholders or proxies wish to attend the meeting and have been fully verified, you will receive an Email from the meeting organizer, a link for attending the meeting, and a system's user manual two days before the meeting date. Please study the manual on how to use the E-AGM meeting system in detail. If you haven't received the Email within the 29 April 2024, please get in touch with the Company immediately.
2. Meeting attendance and voting via electronic media can be used with computers/notebooks/tablets and mobile phones via Web Browser: Chrome with 4G internet speed or home internet basic.

Note: In case of meeting via tablet and mobile phone, Zoom Cloud Meeting program must be installed before attending the meeting, which can be downloaded as follows:

IOS system	Android system
	
<a href="https://apps.apple.com/th/app/zoom-cloud-meetings/id546505307">https://apps.apple.com/th/app/zoom-cloud-meetings/id546505307</a>	<a href="https://play.google.com/store/apps/details?id=us.zoom.videomeetings">https://play.google.com/store/apps/details?id=us.zoom.videomeetings</a>

3. The system will open for meetings 60 minutes before the start of the meeting. However, the live broadcast will only start at the time of the meeting.
4. To log in, attendees must use the information of the shareholder registration number and the shareholder's ID card number.
5. Voting through the E-Voting system, you will be able to vote for each agenda only by voting for agreeing, disagreeing, or abstaining. In case of not voting in any agenda, the system will be deemed to vote as agree immediately (using the vote-counting method by pouring votes towards agreeing).
6. If attendees have any problems or problems in using the E-AGM system, you can contact OJ International Co., Ltd. at the phone number specified in the Email that sends you the system's user manual.

**\*\*\* This E-AGM meeting will be an electronic meeting only and will not be held in a conventional meeting venue; therefore, shareholders are requested not to come to the Company. \*\*\***

**If a shareholder wishes to appoint an independent director as a proxy:**

Suppose any shareholders cannot attend the E-AGM meeting in person or cannot appoint other proxies to attend the E-AGM meeting and wish to appoint an independent director as a proxy. In this regard, they can send a proxy form B (Enclosure 8) specifying the proxy as one of the independent directors as specified by the Company along with supporting documents to the Company by the date within the date 25 April 2024 via the following channels:

- Email channel : [company\\_secretary@estarpcl.com](mailto:company_secretary@estarpcl.com) or
- Postal channels: Miss Chonticha Pansmai, Company Secretary at Eastern Star Real Estate Public Company Limited No.898 Ploenchit Tower, 5th Floor, Ploenchit Road, Lumpini, Pathumwan, Bangkok, 10330

Note: If the shareholders specify their votes in each agenda, the independent directors will cast their votes as specified in the proxy form. In which the voting in each agenda, shareholders have the right to vote in agreeing, disagreeing, or abstaining only and cannot divide a partial vote (unless it is a Custodian vote).

**In the case of a shareholder who is a foreign investor and appoints a custodian in Thailand to be a stock depository and keeper:**

Please submit the following information:

1. The Proxy Form C (attached with the invitation letter) is filled in all information signed by the proxy grantor and the proxy correctly and entirely together with a 20-baht duty stamp affixed;
2. Custodian juristic person registration certificate (Custodian) with a signature certifying true copy by the authorized signatory on behalf of the juristic person of the Custodian or the attorney with the corporate seal (if any).
3. A power of attorney from the shareholders for the Custodian to be authorized to sign the proxy form;

4. A letter confirming that the person signing the proxy form is authorized to operate a custodian business;
5. Copy of ID card, or a copy of government official ID card, or copy of passport (In the case of foreigners) of the proxy with certified the true copy;
6. Submit information via the following channels:
  - Email channel : [company\\_secretary@estarpcl.com](mailto:company_secretary@estarpcl.com) or
  - Postal channels: Miss Chonticha Pansmai, Company Secretary at Eastern Star Real Estate Public Company Limited No.898 Ploenchit Tower, 5th Floor, Ploenchit Road, Lumpini, Pathumwan, Bangkok, 10330

**Submitting advice or questions related to business, industry, Company performance, or related to any agenda which will be considered at the E-AGM meeting:**

If shareholders wish to submit suggestions or questions, they can be done in two ways as follows:

1. Send advice or questions **in advance** to the Company before the meeting date through the following channels:
  - Email channel : [company\\_secretary@estarpcl.com](mailto:company_secretary@estarpcl.com) or
  - Postal channels: Miss Chonticha Pansmai, Company Secretary at Eastern Star Real Estate Public Company Limited No.898 Ploenchit Tower, 5th Floor, Ploenchit Road, Lumpini, Pathumwan, Bangkok, 10330
2. Submit advice or questions **during the meeting** to those attending the E-AGM meeting. The attendee must specify his/her first and last name and state whether his/her is a shareholder attending the meeting himself/herself or a proxy. Before every suggestion or question is submitted, the Company has opened channels for sending advice and questions during the meeting as follows:
  - Chat channel for text messages;
  - An audio chat channel where attendees press the raising hand button and turn on the microphone on their device after the operator sends you an invitation to chat. Please turn off the microphone after the conversation is finished every time (For more details, please refer to the user manual sent to the attendees' Emails).



In this regard, if shareholders have questions about the meeting, they can contact the following staff:

1. Regarding submitting documents confirming identity to attend the shareholders' meeting via E-Meeting, please contact the Company Secretary for further information via the Company's contact channels as detailed above.
2. Regarding the process of attending the meeting and voting via E-Meeting, in the case of correct and complete identity verification, please contact OJ International Co., Ltd. at the phone number specified in the Email that sends you the system's user manual.

Registration Form for the Electronic Annual General Meeting of Shareholders (E-AGM)

EASTERN STAR REAL ESTATE PUBLIC COMPANY LIMITED

วันที่.....เดือน.....พ.ศ.....

Date Month Year

(1) ข้าพเจ้า.....หมายเลขบัตรประจำตัวประชาชน/หนังสือเดินทาง.....

I/We, Identification Card/Passport number

สัญชาติ.....บ้านเลขที่.....ถนน.....ตำบล/แขวง.....

Nationality Residing at No. Road Sub district

อำเภอ/เขต.....จังหวัด.....รหัสไปรษณีย์.....

District Province Postal Code

(2) เป็นผู้ถือหุ้นของ บริษัท อีสเทอร์น สตาร์ เรียล เอสเตท จำกัด (มหาชน)

Being a shareholder of EASTERN STAR REAL ESTATE PUBLIC COMPANY LIMITED

โดยถือหุ้นรวมทั้งสิ้น.....หุ้น

Holding the total amount of shares

ประสงค์จะร่วมประชุมและลงคะแนนผ่านสื่ออิเล็กทรอนิกส์สำหรับการประชุมสามัญผู้ถือหุ้นประจำปี 2567

I would like to participate the E-AGM for Annual General Meeting 2024

เข้าร่วมประชุมด้วยตนเอง

Self-Attending

มอบฉันทะให้ (นาย/นาง/นางสาว).....ได้เข้าร่วมประชุมดังกล่าวข้างต้น

Proxy to

attend the meeting.

(3) ข้อมูลในการจัดส่งวิธีการเข้าร่วมประชุม

Please send the Link to join the meeting by below email

อีเมล.....(โปรดระบุ)

E-mail

Please fil in the blank

โทรศัพท์มือถือ.....(โปรดระบุ)

Mobile Number

Please fil in the blank

(4) จัดส่งเอกสารเพื่อยืนยันตัวตน ตามสิ่งที่ส่งมาด้วย 9 วิธีการเข้าร่วมประชุม ภายในวันที่ 25 เมษายน 2567

Please submit the required document per an attachment 9 by 25 April 2024

(5) เมื่อได้รับการยืนยันตัวตน บริษัทจะจัดส่ง Link สำหรับการเข้าร่วมประชุมและวิธีการเข้าร่วมประชุมไปยังอีเมลที่ท่านได้ระบุ

Once you have verified, the company will send the Link to join the meeting via email.

(6) ในวันประชุมผู้ถือหุ้นจะต้องเตรียม เลขบัญชีผู้ถือหุ้น และเลขบัตรประชาชนไว้ สำหรับการเข้าร่วมประชุม

Please prepare your Account Number and your Identification Card Number for log in the meeting.

**Making Enquiry in Advance Form for the Electronic Annual General Meeting  
of Shareholders (E-AGM)**

Date.....Month.....Year.....

I/WE..... Nationality..... Residing at House No. ....

Road..... Sub-district..... District.....

Province..... Postal Code..... e-mail .....

Contact number.....Shareholder’s Register No. ....

being a shareholder of Eastern Star Real Estate Public Company Limited, holding.....shares

Interest information (if any).....

.....

Making Inquiry

1) .....

.....

.....

2) .....

.....

.....

3) .....

.....

.....

Signed ..... Shareholder

(.....)

**Remark:**

Please send completely- filled Making Enquiry in Advance Form for the Electronic Annual General Meeting of Shareholders (E-AGM) to the company within 25 April 2024, at 12.00 hrs. through the following channels:

- By Email : company\_secretary@estarpcl.com or
- By Post : Miss Chonticha Pansmai, Company Secretary at Eastern Star Real Estate Public Company Limited No.898 Ploenchit Tower, 5th Floor, Ploenchit Road, Lumpini, Pathumwan, Bangkok, 10330

## Map of the venue of the Shareholders Meeting

Eastern Star Real Estate Public Company Limited  
 No. 898 Ploenchit Tower, 5th Floor, Ploenchit Road, Lumpini Sub-district,  
 Patumwan District, Bangkok Metropolis

by meeting via electronic media (E-AGM)

**\*\*\* This E-AGM meeting will be an electronic meeting only and will not be held in a conventional meeting venue; therefore, shareholders are requested not to come to the Company. \*\*\***

