

Invitation to the Shareholders for Ordinary General Meeting of
Shareholders of the Company No.1 / 2019

Eastern Star Real Estate Public Company Limited



Tuesday 30 April 2019 at 2 p.m.

No. 973 Ploenchit Road, Lumpini, Pathumwan, Bangkok

At

Platinum 1 Room , Lobby Floor, InterContinental Hotel Bangkok,
No. 973 Ploenchit Road, Lumpini, Patumwan, Bangkok

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No. ESTAR/BKK/LEGAL/184/2019

25 March 2019

- Subject : Invitation to attend the Ordinary General Meeting of Shareholders of the Company No. 1/2019.
- 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. 1/2018.
2. Annual Report for the fiscal year 2018, the Statements of Financial Position and the Statements of Comprehensive Income and the Auditor's Report as at 31 December 2018 (in CD-ROM).
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 2018.
6. Articles of Association related to the Ordinary General Meeting of Shareholders.
7. Documents or evidence required to identify the right to attend the Ordinary General Meeting of Shareholders No. 1/2019.
8. Profiles of Independent Directors (acting as Proxy of the Shareholders).
9. Proxy Form A Form B and From C
10. Location Map of the venue of the shareholders meeting.

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. 1/2019 is hereby called on 30 April 2019, at 14.00 hrs., at InterContinental Hotel Bangkok, Platinum 1 Room, Lobby Floor, No. 973 Ploenchit Road, Kwaeng Lumpini, Khet Pathumwan, Bangkok Metropolis, to consider the matters under the following agenda:

Agenda 1 To adopt the Minutes of Ordinary General Meeting of Shareholders of the Company No. 1/2018.

Background Information: The Ordinary General Meeting of Shareholders of the Company No. 1/2018 was held on 27 April 2018, 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 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. 1/2018, which was held on 27 April 2018.

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 2018.

Background Information: The report of the performance results of the Board of Directors of the Company for the previous year 2018 appeared in the Annual Report for the fiscal year 2018 (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 2018.

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 2018.

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 2018, which have been audited by the Auditor of the Company and have been reviewed by the Audit Committee as shown in the Annual Report for the fiscal year 2018 (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 2018, which have been reviewed by the Audit Committee and have been audited and certified by the Auditor of the Company.

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 payment of dividends for the performance results of the fiscal year 2018.

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 ten percent of the registered capital.

According to the consolidated financial statements of the Company and the subsidiary companies for the fiscal year ended 31 December 2018, the Company has the net profits from its performance in the amount of 112,917,415.06 Baht. And the single financial statements of the Company show the net profit from its performance in the amount of 124,376,543.45 Baht.

In addition, the Company has the policy of dividends payment at the rate not lower than fifty percent 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 6,218,827.18 Baht and appropriated dividends to be paid to the Shareholders at the rate of 0.02 Baht per share.

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 6,218,827.18 Baht and the payment of dividends for the performance results of the fiscal year 2018 to the Shareholders of the Company in the amount of 5,022,246,185 shares, at the rate of 0.02 Baht per share, totaling dividends amount of 100,444,923.70 Baht, by fixing the names of Shareholders who are entitled to receive dividends on 10 May 2019 (Record Date) and the Company will pay the dividends on or before 27 May 2019.

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. The Company has 12 Directors in total. Therefore, there are 4 Directors who are required to retire from offices by rotation in this occasion, as follows:

- | | | |
|-------------------|------------------|--|
| 1. Mr. Preecha | Oonchitti | Independent Director
Chairman of Audit Committee and
Nomination and Remuneration Committee |
| 2. Mrs. Sunanta | Tiasuwan | Independent Director
Audit Committee and
Chairman of Nomination and Remuneration Committee |
| 3. Dr. Chatchawin | Charoen-Rajapark | Director and Chairman of the Executive Committee |
| 4. Mr. Tinnawat | Mahatharadol | Director |

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 2019 in accordance with the criteria as specified by the Company on the website of SET and the Company from 16 October 2018 to 15 January 2019. 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 of the Company 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 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 Board of Directors then proposed to the Shareholders meeting for consideration and approval as follows;

- (1) Re-election of Mr. Preecha Oonchitti and Mrs. Sunanta Tiasuwan, who shall be retired by rotation in this occasion, to their offices as the Independent Directors of the Company for another period.

- (2) Re-election of Dr. Chatchawin Charoen-Rajapark and Mr. Tinnawat Mahatharadol, 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 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 2019.

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. 1/2018 held on 27 April 2018, it approved for the Company to pay the remuneration to the Board of Directors of the Company for the year 2018 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:

Remuneration for the year	2018	2017	2016
Amount approved by the Shareholders meeting (Baht)	9,500,000	9,500,000	9,500,000
Attendance Fees paid to Board of Directors (Baht)	9,000,000	8,990,000	8,880,000

The Board of Directors 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 2019 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 2018.

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 2019 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 2019 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 2019 and fix their auditing fee.

The Board of Directors of the Company 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 2019, 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. Mr. Chayapol Suppasedtanon	3972	2
2. Mrs. Gingkarn Atsawarangsalit	4496	0
3. Ms. Pimjai Manitkajohnkit	4521	0
4. Ms. Sumana Punpongsanon	5872	0

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 1,335,000.- 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 2019	Year 2018	Year 2017*	Year 2016
Audit Fee (Baht)	1,335,000	1,285,000	1,200,000	880,000
Increase (decrease) from the past year (Baht)	50,000	85,000	320,000	0
Equivalent to (percentage)	3.89	7.08	36.36	0.00

Remark *: In the year 2017, Seastar Properties Co., Ltd. has transferred its entire business and become as a part of Eastern Star Real Estate Public Company Limited. Therefore, the audit fees has been increased for the part of Seastar Properties Co., Ltd. since the year 2017 onward.

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.

Opinion of the Board: The Shareholders meeting is hereby advised to consider the appointment of Mr. Chayapol Suppasedtanon, Certified Public Accountant No. 3972, or Mrs. Gingkarn Atsawarangsalit, Certified Public Accountant No. 4496, or Ms. Pimjai Manitkajohnkit, Certified Public Accountant No. 4521, or Ms. Sumana Punpongsanon, Certified Public Accountant No. 5872, or of EY Office Limited, as the Auditors of the Company for the fiscal year 2019, and fixing of the remuneration of the Auditors in the amount not exceeding 1,335,000.- 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 2019 in accordance with the criteria as specified by the Company on the website of SET and the Company from 16 October 2018 to 15 January 2019. 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 28 February 2019.

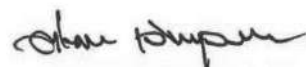
You are hereby invited to attend the meeting on the date, time and place specified above. In this regard, all shareholders or proxies are able to register and submit the document or evidence for examination at the meeting venue from 13.00 hrs. on Tuesday, 30 April 2019 onward. Any shareholder who cannot be present at the meeting, may appoint the other person or the independent directors of the Company to be the proxies, whose names and details as shown in Enclosure 8, so as to attend the meeting and vote on your behalf. 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 Enclosure 9. 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. In addition, there is Proxy Form C, applicable to foreign shareholders who make an appointment of a custodian in Thailand. You may download proxy form either Proxy Form A or Proxy Form B or Proxy Form C on the Company website at www.estarpcl.com. And you are required to select any one out of the Forms as specified above only.

In order to speed up and facilitate the registration process at the Meeting of Shareholders, it is kindly requested that the shareholders and/or the proxies bring the document or evidence for the proving of the person being shareholder or its representative who are eligible to attend the Meeting as per the details of which appears in Enclosure 7 to present them to the registration staff on the date of the meeting.

The Company has fixed the names of Shareholders who are entitled to attend the Ordinary General Meeting of Shareholders of the Company No. 1/2019, on 15 March 2019 (Record Date). And according to Section 105 of the Public Limited Companies Act B.E. 2535, it provides that a shareholder of the Company may propose additional agenda(s) for consideration at a Shareholders Meeting. However, they shall hold shares in aggregate amounting to not less than one-third of the total issued shares of the Company.

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 to the Company at the email address: info@estarpcl.com or facsimile: 02-2631009.

By resolution of the Board of Directors



Dr. Torsak Lertsrisakulrat
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.

Enclosure 1**Eastern Star Real Estate Public Company Limited****Minutes to Annual General Meeting of Shareholders No. 1/2018****Time and Venue**

The meeting took place on 27 April 2018 at 2:20 pm. at the Intercontinental Hotel, Bangkok, Platinum Room 1, Lobby Floor, No. 973 Ploenchit Road, Lumpini Sub-district, Pathumwan District, Bangkok.

Meeting Commencement

Mr. Sakchai Wiruncheewa, the Company's legal consultant and secretary to the meeting, announced to the meeting that a total of 215 of the Company's shareholders were currently in attendance at the meeting either in person or through a proxy to represent a total of 3,354,315,983 shares from the total of 5,022,246,185 shares, or 66.79 percent of total shares, which completes the meeting quorum in line with the Company's regulations.

The meeting secretary introduced the Company's directors in attendance at the meeting on as follows:

Directors in Attendance at the Meeting

1. Mr. Anand	Panyarachun	Chairman and Independent Director
2. Mr. Veraphan	Teepsuwan	Vice Chairman
3. Mr. Preecha	Oonchitti	Independent Director and Audit Committee Chairman
4. Mr. Somrit	Srithongdee	Independent Director and Audit Director
5. Mrs. Sunantha	Tiasuwan	Independent Director and Audit Director
6. Dr. Chatchawin	Charoen-Rajapark	Director and Board of Executives Chairman
7. Dr. Torsak	Lertsrisakulrat	Managing Director
8. Mr. Titiwut	Soukpornchaikul	Executive Director
9. Mr. Pongpinit	Tejagupta	Director
10. Mr. Nuttawit	Boonyawat	Executive Director
11. Mr. Tinnawat	Mahatharadol	Executive Director
12. Mr. Paiboon	Wongjongjaiharn	Director

Since the Company's board of directors is composed of 12 members, all were present at the meeting.

Furthermore, Mr. Chayapon Suppasetthanon, the Company's auditor, also attended the meeting in person to help the board of directors provide explanations to shareholders.

The meeting's secretary explained the procedures for voting on each item on the agenda of the general meeting of shareholders in order to ensure convenience and speed in conducting the shareholders' meeting as follows:

1. In voting or passing resolutions on each agenda item, shareholders were instructed to cast their votes openly. In doing so, the meeting chairman would ask whether or not shareholders wanted to vote in dissent of the agenda item or abstain and further asked the shareholders to raise their hands. If no shareholder raised his or her hand to vote in dissention or abstention on an agenda item, the agenda item would be considered to have passed unanimously and authorized or approved in line with the board of directors' proposal.

2. Each shareholder has equal voting rights based on the number of shares held whereby one share is equal to one vote.

3. If a shareholder intends to vote in dissent or abstention on any particular agenda item, the shareholder is to record the shareholder's dissent or abstention and sign the voting ballot distributed before the meeting is convened by the Company's staff. The meeting chairman will instruct the staff to gather and count the votes of shareholders who have voted in dissent or abstention, while shareholders who do not raise their hands will be considered as having voted in approval of the proposal made to the meeting by the meeting chairman.

4. In counting the votes for each agenda item, dissent or abstention votes are counted and deducted from the total shares of shareholders present at the meeting and eligible to cast votes on each agenda item, while all remaining votes will be considered as votes of approval.

5. The meeting chairman will move for resolutions from the meeting and assign the meeting secretary to announce the voting results to the meeting.

The secretary invited Mr. Anand Panyarachun, the Chairman of the Board, to serve as the meeting chairman, give the opening announcement and conduct the meeting according to the meeting's agenda items.

The chairman welcomed all shareholders present at the meeting and declared that enough shareholders were present at the meeting in person and by proxy to form the meeting quorum as required by the Company's regulations. The chairman then declared the Annual General Meeting of Shareholders No. 1/2561 of Eastern Star Real Estate Public Company Limited convened.

Agenda Item No. 1 Consideration of Certification of the Report of Annual General Meeting of Shareholders No. 1/2560

The chairman moved for the meeting to evaluate the minutes to Annual General Meeting of Shareholders No. 1/2017 on 28 April 2017, which the Company had sent to the shareholders along with the letters of invitation to the meeting.

Since no shareholder objected or requested any revision, the chairman moved for the meeting to pass a resolution.

Prior to voting on this agenda item, additional shareholders arrived to attend the meeting. Thus, the number of meeting attendees increased to 242 to represent 3,357,932,981 shares, or 66.86 percent of total shares.

Resolution: After the meeting had deliberated on the matter, the meeting passed a unanimous resolution to certify the accuracy of the report of Annual General Meeting of Shareholders No. 1/2560 with the total votes of shareholders present and cast at the meeting as follows:

Votes Cast	No. of Shareholders	No. of Votes Cast	Percentage
Approval	240	3,357,932,981	100
Dissent	-	-	-
Abstention	2	804,700	-
Bad Ballots	-	-	-
Total	242	3,357,932,981	100

**Agenda item 2 Consideration of Acknowledgement of the Activities of the Board of Directors
over the Past Year and Annual Report of 2017**

The chairman announced to the meeting that the performance of the board of directors for the year 2017 was already compiled in the Company's annual report that had already been delivered to the shareholders along with their meeting invitation letters. Furthermore, the board of directors presented videos and images of various projects the Company was operating in Bangkok and at Ban Chang, Rayong, for the shareholders to consider. Afterwards, the chairman assigned Dr. Torsak Lertsrisakulrat, the Managing Director, the task of reporting on the board of directors' performance to the meeting for consideration.

Dr. Torsak Lertsrisakulrat, the Managing Director, as the representative of the board of directors reported the Company's performance over the past year to the meeting as follows: Performance over the past year consisted of three parts, namely, sales, revenues and profits. The Company's sales from 2015 to 2017 experienced continuous growth. For the past year, it grew to 1,026 million baht. When compared to 2016, this is 23 percent in growth. At the same time, 2017 was the year with the highest revenue yet. At 2,516 million baht, this is 37 percent in growth when compared to 2016. In any case, it represents only revenue from real estate sales. Meanwhile, profit for the past year was 409 million baht for real estate sales. For the Company's projects that generated revenue over the past year just in the category of real estate sales, the Company has projects in both Bangkok and Rayong. As of the past year, there are eight projects totaling 10,170 million baht in value. There are four projects in Bangkok. Of these, there are horizontal projects such as Pattanakarn 69, that have already been launched, and Star View and Nara 9 high-rise projects in the process of sales and transfers that should be closed by the present year or the next, while the last project is the Amber project on Tiwanon Road, also a high-rise condo project, due for transfer in the second half of the present year. Furthermore, there are four projects in Rayong, all of which are horizontal projects. The Vintage Home Village 2 is already closed, while Hamlet 3 and Vintage Home Village 3 have only two to three units left each. At the same time, Sinthavee Garden 2 along Sukhumvit Road has about 40 to 50 units left. In addition, products have recently been improved, which received good responses.

Based on the business perspective, the Company needs to prepare for both opportunities and challenges. The country's economy is likely to continue to experience uninterrupted growth. This is because the export and tourism sectors are still expanding and government investment in transportation has produced clear progress. Furthermore, clarity in city planning will benefit project development in the Eastern Economic Corridor (EEC). With that said, from the perspective of customers, responses from middle to upper level customers continue to be good, and the transition into an aging society has created options for developing products for the elderly. Moreover, more small international investors are investing in real estate, which likely creates new opportunities. However, several important challenges exist such as stringency in regards to loans and loan rejections, high household debts and low prices of agricultural produce. Land prices are also rapidly increasing, and measures aimed at relieving labor problems will expire in the first quarter of the year, although this should not be a major issue since the Company relies primarily on major contractors that already have their own labor.

As for business strategies, activities over the past year covered preparations for new projects in Bangkok and Rayong with focus on business diversification such as eight-story condominiums, single houses and town houses. In addition, activities planned for this year consist of opening new and expanding projects in line with plans and preparing for the EEC. At the same time, in regards to internal activities efforts will be made to primarily make improvements in parts where customers

directly touch (touch points) in order to improve convenience and effectiveness such as by using repair management, house and condominium acceptance inspection and sales support and CRM systems with emphasis on online marketing. What will be continuously pursued in this year are branding improvement, continuous online marketing along with two new areas of focus, namely, digital transformation of internal processes and improvements in personnel capabilities in support of business growth. Finally, in regards to the plan to open projects this year, two to three projects will be opened, covering single homes, town houses and low-rise condominiums. They should gradually be apparent in the second half of the year. Thus, the report was concluded.

Since no shareholders had any questions, the chairman moved for the meeting to acknowledge the board of directors' performance in 2017 along with the 2017 annual report.

Resolution: **The meeting acknowledged the board of directors' performance in 2017 according to the details presented by Dr. Torsak Lertsrisakulrat, Managing Director, and in the 2017 annual report.**

Agenda item 3: Consideration of Approval of the Statement of Financial Position and Comprehensive Profit and Loss Statement of the Company for the Year ending 31 December 2017

The chairman assigned Mr. Titiwut Soukpornchaikul, an executive director, to explain details for consideration by the meeting.

Mr. Titiwut Soukpornchaikul, Executive Director, asked the meeting to summarize the performance of the Company and subsidiaries based on the comprehensive financial statements by including the performance of the Company's subsidiaries. According to the comprehensive profit and loss statement of 2017 in comparison to 2016, total revenue from sales, rent and management in 2017 was 2,597 million baht or an increase of about 688 million baht from 2016 or about 36 percent increase. In 2017, the Company primarily perceived revenue from the Star View project along with some from other projects. In 2017, the Company perceived revenue from the Nara 9 project along with parts of the Star View project. At the same time, sales, rent and management costs have also increased to 1,823 million baht or an increase of approximately 490 million baht from 2016, a 37-percent increase.

Gross profit was 774 million baht, an increase of nearly 200 million baht from 2016, or about 34 percent. Meanwhile, sales and administrative expenses increased due to specific business tax and rights transfer fees. In 2017, expenses were 431 million baht or an increase of about 104 million baht or 32 percent from 2016.

Reversals for losses from asset depreciation as shown is negative. This means negative expenses, which means income of sorts. In general, every plot of land of the Company is appraised by an independent appraiser. If an appraised value is greater than the Company's accounting cost, the Company will be required to reverse the transaction recorded as depreciated. In 2017, the Company was able to reverse about one million baht of transactions. In comparison, the reversals for 2016 amounted to about 30 million baht.

There were no losses from asset amortization in 2017. However, there were losses from amortization in 2016 due to a business merger with C Star Properties Company Limited. The merger required the Company to demolish about 33 old houses, which incurred about 37 million baht in expenses. However, there are no such expenses in 2017, so profit before income tax increased from year 2016 to about 106 million baht, or growth of approximately 41 percent.

Meanwhile, income tax in 2017 was negative 37 million baht, which means an income of sorts in terms of accounting records. This was caused by the business merger with C Star Properties Company Limited on 1 February 2017, which caused tax losses. In 2016, profit before tax was 262 million baht with 20 percent tax or about 62 million baht. In 2017, this figure was 405 million baht, which more than doubled. Judging from taxes alone, however, the growth was approximately 40 percent. The profit in 2017 was the highest seen in at least the past ten years.

As for the consolidated financial statements, assets, real estate development cost and inventory in 2017 were 2,728 million baht, which is slightly less than in 2016. They primarily consisted of two parts. Because the Nara 9 project perceived revenue in 2017, it was necessary to cut real estate development cost on the part of assets and change it to profit and loss expenses. Normally, development cost would decrease, but the reason the cost did not significantly decrease in 2017 was because two plots of land valuing about 1,000 million baht were purchased. At the same time, land and renovations pending development increased from 2016 by about 117 million baht. However, that only represented separation of asset categories, which was not very effectual. In addition, real estate for investment decreased by about 148 million baht, so it was necessary to revise this item, which did not product significant accounting effects. Total assets also increased in 2017 to 5.96 million baht, or an increase of 176 million baht or 3 percent from 2016.

In 2017, long-term loans amounted to 668 million baht, while the same for 2016 was 361 million baht. This represents an increase of about 90 percent. Previously, the Company already repaid all loan debts for various projects. However, the increase in loans are meant to accommodate future projects. As of 2017, total debts in 2017 was 1,036 million baht, a slight decrease of 28 million baht from 2016.

In 2017, accumulated profits was 88 million baht. On the other hand, the year 2016 experienced 96 million baht of accumulated losses, including those of subsidiaries. In addition, shareholders' equity in 2017 was 4,931 million baht, an increase of about 204 million baht or 4 percent from 2016.

On financial ratios in 2017 compared to 2016, profit per share increased in line with the Company's net profit to 0.81 in 2017 from 0.40 in 2016, or doubled, while gross profit in 2017 was 30 percent, which is similar to 2016. In addition, net profit in 2017 was 16 percent, while net profit in 2016 was 10 percent and resulted from tax effects caused by business merger. Finally, debt per equity ratio in 2017 amounted to 0.21 percent, while the same for 2016 is 0.23 percent.

Accounting value per share in 2017 was 98 satang, while that for 2016 was 94 satang. If the shareholder meeting authorizes payment of dividends, the Company will pay dividends at the rate of 0.055 baht/share for the Company's performance in 2017, which is the highest rate in at least 10 years. In 2016, on the other hand, dividends were paid at the rate of 0.04 baht/share.

Since no one at the meeting had any questions, the chairman moved for the meeting to pass a resolution.

Prior to voting on this agenda item, additional shareholders arrived to attend the meeting, leading the meeting participants to increase to 251 to represent 3,383,276,582 shares or 67.37 percent of total shares.

Prior to voting on this agenda item, additional shareholders arrived to attend the meeting, leading the meeting participants to increase to 242 to represent 3,357,932,981 shares or 66.86 percent of total shares.

Resolution: After the meeting had deliberated on the matter, the meeting passed a unanimous resolution to approve the Company's financial statements and comprehensive profit and loss statement for the year ending 31 December 2017 with the total votes of shareholders present and cast at the meeting as follows:

Votes Cast	No. of Shareholders	No. of Votes Cast	Percentage
Approval	251	3,383,276,582	100
Dissention	-	-	-
Abstention	-	-	-
Bad Ballots	-	-	-
Total	251	3,383,276,582	100

Agenda item 4: Consideration of Approval of Profit Allocation and Payment of Dividends for Performance in 2017

The chairman assigned Mr. Titiwut Soukpornchaikul , Executive Director, to explain details for consideration by the meeting.

Mr. Titiwut Soukpornchaikul , executive director, informed the meeting as follows: In 2017, the Company's profit from performance as stated by the business-specific financial statement was 405,924,403 baht. As a result, the board of directors passed a resolution in favor of proposing the meeting of shareholders to consider approving the allocation of a portion of the Company's profits or 20,406,193 baht as legal reserves and payment of dividends for performance in 2017 to the Company's shareholders, or a total of 5,022,246,185 shares, at the rate of 0.055 baht for a total of 276,223,540 baht. Accordingly, the list of shareholders eligible to receive dividends will be specified on 9 May 2018 (record date), and the Company will pay dividends on 25 May 2018.

Shareholders asked about the increase in legal reserves from 10 million baht from the previous year to 20,406,193 baht on whether or not there is a trend to increase reserves every year.

Mr. Titiwut Soukpornchaikul explained that the law requires the Company to allocate a 5 percent portion of its net profit as reserves every year until the amount reaches 10 percent of the Company's registered capital, by which point it will be possible to stop allocating additional reserves.

Since no shareholder made any additional inquiry, the chairman moved for the meeting to pass a resolution.

Resolution: After the meeting had deliberated on the matter, the meeting passed a resolution to allocate 20,406,193 baht of the Company's profit as legal reserves and to pay dividends for the Company's performance in 2017 to shareholders for 5,022,246,185 shares at the rate of 0.055 baht per share for a total sum of 276,223,540 baht with the list of eligible shareholders (record date) to be specified on 9 May 2018 and the dividend payment date set to 25 May 2018.

The meeting passed the resolution unanimously with the total votes of shareholders present and cast at the meeting as follows:

Votes Cast	No. of Shareholders	No. of Votes Cast	Percentage
Approval	251	3,383,276,582	100
Disapproval	-	-	-
Abstention	-	-	-
Bad Ballots	-	-	-
Total	251	3,383,276,582	100

Agenda item 5: Consideration for the Appointment of New Directors to Replace Directors Leaving Their tenures According to Terms

The chairman assigned Mr. Preecha Oonchitti, Audit Committee Chairman, to explain the details about this agenda item to the meeting for consideration.

Mr. Preecha Oonchitti, Audit Committee Chairman, informed the meeting as follows: This agenda item was to cover deliberations to ensure compliance with the law and the Company's regulations that require one-third of all directors leave their tenures every three years. By this, the directors that have remained in their positions the longest were to leave their tenures; however, they are also eligible for reappointment to become directors again. For this year, four directors were due to leave their tenure as follows:

- | | |
|------------------|-----------------|
| 1. Mr. Anand | Panyarachun |
| 2. Dr. Torsak | Lertsrisakulrat |
| 3. Mr. Pongpinit | Tejagupta |
| 4. Mr. Nuttawit | Boonyawat |

The board of directors had evaluated the suitability of the aforementioned persons' qualifications, knowledge, abilities and experience. Having deemed them to be beneficial to the Company's operation, it was deemed fitting to ask the meeting to consider the following:

1. Reappointing Mr. Anand Panyarachun, a director due to leave his tenure at the conclusion of his term, back to become an independent director of the Company for another term.
2. Reappointing Dr. Torsak Lertsrisakulrat, along with Mr. Pongpinit Tejagupta and Mr. Nuttawit Boonyawat, directors due to leave their tenures, back to become directors of the Company for another term.

As for the policy for the length of tenure for independent directors for independent directors who remain in their positions continuously for more than nine years, the Company views that the aforementioned individuals are people who possess knowledge and abilities and have truly performed their duties independently. Nevertheless, the board of directors has already begun holding discussions and will determined a structured policy at a later date.

Accordingly, the list of names and backgrounds of each director presented to the meeting for consideration of appointment was already sent by the Company to shareholders for consideration along with meeting invitation letters.

Since no shareholders had any questions, the chairman moved for the meeting to pass a resolution to individually appoint each director.

Prior to voting on this agenda item, additional shareholders arrived to attend the meeting, leading the meeting participants to increase to 253 to represent 3,383,291,583 shares or 67.37 percent of total shares. In addition, during the voting for the appointment of Dr. Torsak Lertsrisakulrat, another shareholder arrived to attend the meeting, leading the number of participants to increase to 254 to represent 3,383,591,583 shares or 67.37 percent of total shares. Furthermore, during the voting for the appointment of Mr. Pongpinit Tejagupta, another shareholder arrived to attend the meeting, leading the number of participants to increase to 255 to represent 3,383,591,683 shares or 67.37 percent of total shares.

Resolution: After the meeting had deliberated on the matter, the meeting passed the following resolution:

1. Mr. Anand Panyarachun, a director due to leave his tenure at the conclusion of his term, was reappointed to become an independent director of the Company for another term.

2. Dr. Torsak Lertsrisakulrat, along with Mr. Pongpinit Tejagupta and Mr. Nuttawit Boonyawat, directors due to leave their tenures, were reappointed to become directors of the Company for another term.

The meeting passed the resolution by a majority of votes with the total votes of shareholders present and cast at the meeting as follows:

(1) Mr. Anand Panyarachun

Votes Cast	No. of Shareholders	No. of Votes Cast	Percentage
Approval	248	3,378,545,883	99.88
Dissention	3	3,921,400	0.12
Abstention	2	824,300	-
Bad Ballots	-	-	-
Total	253	3,383,291,583	100

(2) Dr. Torsak Lertsrisakulrat

Votes Cast	No. of Shareholders	No. of Votes Cast	Percentage
Approval	249	3,377,796,283	99.86
Dissention	3	4,971,000	0.14
Abstention	2	824,300	-
Bad Ballots	-	-	-
Total	254	3,383,591,583	100

(3) Mr. Pongpinit Tejagupta

Votes Cast	No. of Shareholders	No. of Votes Cast	Percentage
Approval	252	3,378,866,383	99.88
Dissention	2	3,921,000	0.12
Abstention	1	804,300	-
Bad Ballots	-	-	-
Total	255	3,383,591,683	100

(4) Mr. Nuttawit Boonyawat

Votes Cast	No. of Shareholders	No. of Votes Cast	Percentage
Approval	252	3,378,866,383	99.88
Dissention	2	3,921,000	0.12
Abstention	1	804,300	-
Bad Ballots	-	-	-
Total	255	3,383,591,683	100

Hence, the Company's board of directors consist of the 12 following individuals:

1. Mr. Anand	Panyarachun	Chairman and Independent Director
2. Mr. Veraphan	Teepsuwan	Vice Chairman
3. Mr. Preecha	Oonchitti	Independent Director and Audit Committee Chairman
4. Mr. Somrit	Srithongdee	Independent Director and Audit Director
5. Mrs. Sunantha	Tiasuwan	Independent Director and Audit Director
6. Dr. Chatchawin	Charoen-Rajapark	Director and Board of Executives Chairman
7. Dr. Torsak	Lertsrisakulrat	Managing Director
8. Mr. Titiwut	Soukpornchaikul	Executive Director
9. Mr. Pongpinit	Tejagupta	Director
10. Mr. Nuttawit	Boonyawat	Executive Director
11. Mr. Tinnawat	Mahatharadol	Executive Director
12. Mr. Paiboon	Wongjongjaiharn	Director

Agenda Item 6: Consideration on Setting Remuneration for the Board of Directors for 2018

The chairman assigned Mr. Preecha Oonchitti, Audit Committee Chairman, to explain the details about this agenda item to the meeting for consideration.

Mr. Preecha Oonchitti, Audit Committee Chairman, informed the meeting as follows: Pursuant to Section 90 of the Public Limited Companies Act and the Company's regulations, remunerations paid to the board of directors must be approved by a shareholder meeting. Accordingly, the general meeting of shareholders of the previous year authorized the Company to pay remunerations to the board of directors within the limit of 9,500,000 baht. For the remunerations to be paid in 2018, the board of directors recommends the meeting to consider authorizing the Company to pay remunerations to the board of directors without exceeding the limit of 9,500,000 baht, which is equal to the remuneration in 2017. In so doing, the board of directors would be responsible for the allocation of the aforementioned remunerations to each director as appropriate. The details about remunerations paid to the board of directors in previous years were shown in the meeting invitation letters sent to shareholders.

Thus, the chairman moved for the meeting to pass a resolution.

Prior to voting on this agenda item, additional shareholders arrived to attend the meeting, leading the meeting participants to increase to 263 to represent 3,383,824,506 shares or 67.38 percent of total shares.

Resolution: After the meeting had deliberated on the matter, the meeting passed a resolution to approve payment of remunerations to the Company's board of directors for 2018 with a limit of 9,500,000 baht and the board of directors authorized to allocate remunerations to each individual director as the board deems fitting.

The meeting passed the resolution by a majority of votes of more than two-thirds of the total votes of eligible shareholders present and cast at the meeting as follows:

Votes Cast	No. of Shareholders	No. of Votes Cast	Percentage
Approval	261	3,383,000,206	99.98
Dissention	-	-	-
Abstention	2	824,300	0.02
Bad Ballots	-	-	-
Total	263	3,383,824,506	100

Agenda Item 7: Consideration for the Appointment of the Company's Auditor for 2018 and Specification of the Auditor's Remunerations

The chairman assigned Mr. Preecha Oonchitti, Audit Committee Chairman, to explain the details about this agenda item to the meeting for consideration.

Mr. Preecha Oonchitti, Audit Committee Chairman, informed the meeting as follows: This agenda item was to cover deliberations to ensure compliance with the law. When the tenure of a company auditor ends, the auditor has to leave the auditor's position. However, the auditor can be reappointed to the same position. With that said, the Company's board of directors deemed it fitting to ask the meeting to consider appointing Mr. Sapon Permsiriwallop, Licensed Auditor No. 8182, or Miss Pimjai Manitchachornkit, Licensed Auditor No. 4521, or Miss Summana Panpongsanon, Licensed Auditor No. 5872, or Mr. Chayapon Suppaseththanon, Licensed Auditor No. 3972, of EY Office Company Limited, to become the Company's auditor for the 2018 accounting period as well as to set the auditor's remunerations to not exceed 1,285,000 baht.

Thus, the chairman moved for the meeting to deliberate on the matter.

Resolution: After the meeting had deliberated on the matter, the meeting passed a resolution to approve the appointment of Mr. Sapon Permsiriwallop, Certified Public Accountant No. 8182, or Miss Pimjai Manitchachornkit, Certified Public Accountant No. 4521, or Miss Summana Panpongsanon, Certified Public Accountant No. 5872, or Mr. Chayapon Suppaseththanon, Certified Public Accountant No. 3972, of EY Office Company Limited to become the Company's auditor for the 2018 accounting period and to set the auditor's remunerations to not exceed 1,285,000 baht.

The meeting passed the resolution by a majority of the total votes of shareholders present and cast at the meeting as follows:

Votes Cast	No. of Shareholders	No. of Votes Cast	Percentage
Approval	261	3,383,000,206	100
Dissention	-	-	-
Abstention	2	824,300	-
Bad Ballots	-	-	-
Total	263	3,383,824,506	100

The chairman announced that the meeting completed deliberations for all set agenda items and subsequently invited shareholders to engage in discussion or make inquiries with the board of directors regarding the Company's business.

Mr. Kittichai Kraikobkit, a shareholder who attended the meeting in person, asked about the Company's mission because the EEC was being implemented in Rayong and no details were known about the Company's land in Rayong because no additional studies were being conducted and because it has long been an important area for the Company's source of revenue and the EEC might increase land prices by as many as five to six times. The shareholder asked whether the Company could experience leaping growth as a result. In addition, he proposed dividend payments to be adjusted from 0.010 baht to 10 percent of total profits and that such payments can be linked with and used to provide incentives to the Company's executives. Lastly, the shareholder asked what the Company's master plan for the next five to ten years was.

Mr. Anand Panyarachun, the Chairman of the Board, provided the following explanation: From the Company's work administration, a new set of members of the board of directors was just appointed for four-five years, and dividend payments were to be handled by Mr. Veraphan Teepsuwan, the Vice Chairman, who has long specialized in finance and housing and has a strong work team consisting of the new Managing Director along with employees who work to the fullest extent of their

abilities honestly and transparently. As for the issue concerning the EEC, it has long been discussed. On the surface, it seems beneficial to the Company. However, that will not happen within the next two years, but may instead happen within the next five to ten years. In the Company's early days, the first 15 to 20 years were devoted to real estate development at Ban Chang before expansions were made into Bangkok, all of which were capable projects. In addition, three additional projects are ongoing. In the future, Ban Chang will become a business center along with Chonburi, and Chachoengsao will be a transportation hub. At present, the Company holds remaining golf club land for future project development, so additional land purchases are not needed, and there are two to three other vacant plots of land in urban areas along with 600 additional rai. Although these are not large enough for industrial estate projects and are not located by the sea, there are future sales opportunities. The Company is only waiting for the appropriate time and prices. Accordingly, a work committee was formed to take charge of a master plan to accommodate the EEC and it appeared that a motorway exit might be located near the golf club and a railway would be constructed in the future, and the people of Rayong expressed great interest. Hence, Ban Chang would draw a lot of attention, whether in regards to labor or industry. Furthermore, studies were conducted on the local area to determine prospects for the development of projects for retirees.

Mr. Veraphan Teepsuwan provided additional explanations as follows: He had compassion for the Company's shareholders, which experienced slow growth. However, the Company gives importance to secure growth along with good governance, which could negatively impact shareholders. For example, concerning the Star View project on Rama III Road, there were two buildings that had originally become successful, and additional land exists for the development of a third building. However, the homeowners protested that the new building would have been located too closely to the existing buildings and block their view. Consequently, Mr. Anand Panyarachun, the Chairman of the Board, and the board of executives held a discussion to revise investment guidelines and cancelled the aforementioned high-rise building construction. Although the Company's vacant land (land bank) was not very large, it would benefit returns over the next four to five years, depending on the management of Dr. Torsak Lertsrisakulrat, the Managing Director. With that said, based on his performance over the past year, the Company generated good profits, and the Company's stability remains very high.

Another shareholder who attended the meeting in person expressed the following opinions: He believed that shareholders were glad about their dividends and good performance over the past year. However, the Company did not launch new projects over the past year, so he was worried about whether or not the Company would be able to maintain its good performance. He also asked for the board of director's opinions on the strategic plan for maintaining revenue. In addition, he said that slow but secure growth is good but viewed that a revenue of 2,500 million baht is very low when compared to 5,000 baht registered capital.

Mr. Anand Panyarachun, the Chairman of the Board, provided the following explanation: The Company was seeking more land in two or three locations in Bangkok but that much time is required in locating good land at appropriate prices, along with other factors such as the number of ongoing projects and excess apartment units in the current market.

Dr. Torsak Lertsrisakulrat further explained as follows: Concerning the strategic plan which was discussed earlier, the latest project that was launched is the Amber project in 2014. According to the existing plan, two projects were to be launched at the end of the past year. However, the first project or the Star View 2 project had to be canceled due to the reason already stated earlier and a study to determine new possibilities is ongoing. Meanwhile, a project in Rayong was already soft launched and will be officially opened around the middle of the present year. Furthermore, two additional projects would be opened in the second half of the year. As for the Company's inventory from old projects in Rayong such as the Sinthavee Garden project, products were improved to great response. In addition, current reviews are generated from the Nara 9, Star View and Amber projects, which will become effective in the second half of the year. Although difficult, it is possible to maintain the Company's revenue, and changes will be made in line with changes in situations. As for the land in Rayong, Management was assigned by the board of directors to oversee potential and prepare for the EEC.

As can be seen, the majority of results are related to infrastructure, while various industries will require some time. In addition, the motorway near the golf club and influx of people are both expected and will provide opportunities for the Company.

Mr. Veraphan Teepsuwan, the Vice Chairman, provided the following explanation: the Company has been paying dividends since 2014 and perceives opportunities for leaping growth in dividend payments in subsequent years. As for the shareholder's concern about generating revenue, the shareholder was asked to have confidence that the board of directors and Management will accept recommendations about generating revenue and apply them in management to maximize the Company's performance.

Mr. Kittichai Kraikobkit, a shareholder, presented the following opinion: He knew many golf course owners. Golf courses are businesses that generate rather low profits. He proposed to consider whether making changes in favor of other possibilities would be better, since the motorway that passes by it will create opportunities.

Mr. Veraphan Teepsuwan, the Vice Chairman, provided the following explanation: The golf course is a starting point that sells life-time memberships. If changes are desired, it would be necessary to make a 100% repurchase first. However, commercialization is a good possibility.

Another shareholder who attended the meeting in person said that it was announced in the previous year that a joint venture was taking place in a major plot of land belong to the Company and asked for the Company's progress.

Mr. Veraphan Teepsuwan, the Vice Chairman provided the following explanation: Negotiations are ongoing with two or three parties, and Dr. Torsak Lertsrisakulrat, the Managing Director, has been assigned to continue making progress. Although relatively high land costs might make it difficult to generate large profits, the Company's cash flow will reap some benefits.

Dr. Torsak Lertsrisakulrat, the Managing Director, announced to the meeting that the Company had joined Thailand's Private Sector Collective Action Coalition against Corruption (CAC) and has announced policies and set measures to govern the practices of all directors, executives and company employees such as the land purchase policy, in order to facilitate transparent work activities. In addition, in regards to the self-assessment to be conducted for certification application, documents were being gathered accompany the application for certification in Thailand's Private Sector Collective Action Coalition against Corruption or CAC in the future.

Since the meeting did not present additional issues for discussion, the chairman thanked the shareholders for having always given great support to the Company's business and adjourned the meeting at 3:50 pm.

Signed _____ *-Signature-* _____ Chairman of the Meeting

(Mr. Anand Panyarachun)

Signed _____ *-Signature-* _____ Secretary of the Meeting


(Mr. Pongsak Maison)

Enclosure 3

(supporting documents for the consideration of Agenda 5)

Eastern Star Real Estate Public Company Limited
Name list and profiles of the persons be nominated to elect as directors
in place of the Directors who will retire by rotation

1. Mr. Preecha Oonchitti

Type of nominated director	Independent Director	
Age	73 years	
Nationality	Thai	
Education	Bachelor of Economics Thammasat University	
Training Program	Director Accreditation Program (DAP) Director Certification Program (DCP)	
Current Position in the Company	Independent Director Chairman of the Audit Committee Nomination and Remuneration Committee	
Years of Directorship	16 years.	
Meeting Attendance in the year 2018	5 times of total 5 times of the Board of Directors Meeting. 5 times of total 5 times of the Audit Committee Meeting. 5 times of total 5 times of Nomination and Remuneration Committee Meeting.	
Number of Shares held in the Company as at 31 December 2018	-None-	
Current Position in Other Organizations		
• Listed companies	-None-	
• Non-listed companies	2003 - Present	Chairman of the Board Eastern Star Resort Co., Ltd.
• Other organizations that may cause any conflict of interests to the Company	-None-	

Additional information to consider the election of Independent Director


- Family Relationship with Executive Management or Major shareholder : -None-
of Company or Subsidiaries
- Relationship with the Company / Subsidiaries /Associated companies : -None-
or juristic persons that may cause any conflict of interest at present
- Significant business relationship that may restrain a performance : -None-
independently.

Enclosure 3

(supporting documents for the consideration of Agenda 5)

Eastern Star Real Estate Public Company Limited
Name list and profiles of the persons be nominated to elect as directors
in place of the Directors who will retire by rotation

2. Mrs. Sunanta Tiasuwan

Type of nominated director	Independent Director	
Age	68 years	
Nationality	Thai	
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)	
Work experience (in the past 5 years)	-None-	
Current Position in the Company	Independent Director Chairman of The Nomination and Remuneration Committee Audit Committee	
Years of Directorship	14 years.	
Meeting Attendance in the year 2018	4 times of total 5 times of the Board of Directors Meeting. 5 times of total 5 times of the Audit Committee Meeting. 5 times of total 5 times of Nomination and Remuneration Committee Meeting.	
Number of Shares held in the Company as at 31 December 2018	Ordinary Share 1,400,000 Shares (Include Spouse) 0.03 percent of Voting Stock	
Current Position in Other Organizations		
• Listed companies	2004 – Present	Director and Nomination and Remuneration Committee Pranda Jewelry Public Company Limited

- Non-listed companies 1993 – Present Director
Prima Gold International Company Limited
- 1991 – Present Director
Forward Freeland Company Limited
- 2008 – Present Associate Judge
The Samutprakan Provincial Court Juvenile
and Family Division
- Other organizations that -None-
may cause any conflict of
interests to the Company

Additional information to consider the election of Independent Director


- Family Relationship with Executive Management or Major shareholder : -None-
of Company or Subsidiaries
- Relationship with the Company / Subsidiaries /Associated companies : -None-
or juristic persons that may cause any conflict of interest at present
- Significant business relationship that may restrain a performance : -None-
independently.

Enclosure 3

(supporting documents for the consideration of Agenda 5)

Eastern Star Real Estate Public Company Limited
Name list and profiles of the persons be nominated to elect as directors
in place of the Directors who will retire by rotation

3. Dr. Chatchawin Charoen-Rajapark

Type of nominated director	Executive Director	
Age	58 years	
Nationality	Thai	
Education	Ph.D in Management Massachusetts Institute of Technology M.S. in Management Massachusetts Institute of Technology B.S. in Electrical Engineering Massachusetts Institute of Technology	
Training Program	Director Accreditation Program (DAP) (Class 52/2006) Director Certification Program (DCP) (Class 88/2007) Audit Committee Program (ACP) (Class 19/2007) Role of the Compensation Committee (RCC) (Class 7/2008)	
Current Position in the Company	Director and Chairman of Executive Director	
Years of Directorship	14 years.	
Meeting Attendance in the year 2018	4 times of total 5 times of the Board of Directors Meeting. 15 times of total 15 times of the Executive Directors Meeting.	
Number of Shares held in the Company as at 31 December 2018	-None-	
Current Position in Other Organizations		
• Listed companies	2006 - Present	Independent Director Chairman of the Nomination and Remuneration Committee Audit Committee Member Ocean Glass Public Company Limited

- Non-listed companies
 - 1998 - Present Managing Director
President Hotel and Tower Company Limited
 - 2014 - Present Chairman of the Board
Rajapark Development Company Limited
 - 2018 - Present Chairman of the Board
Terravest Company Limited
 - 2018 - Present Chairman of the Board
Terra Venture Company Limited

- Other organizations that may cause any conflict of interests to the Company
 - Managing Director
President Hotel and Tower Company Limited
 - Chairman of the Board
Rajapark Development Company Limited
 - Chairman of the Board
Terravest Company Limited
 - Chairman of the Board
Terra Venture Company Limited

Holding of Shares in Other Companies That Have or Might Have the Same Conditions or Competes or Might Compete with the Company's Business

- Registered Company: Holding of shares in many registered companies by which share does not exceed 0.5 percent.
- Unregistered Company:
 - President Hotel and Tower Company Limited
 - Rajapark Development Company Limited
 - Terravest Company Limited
 - Terra Venture Company Limited

Enclosure 3

(supporting documents for the consideration of Agenda 5)

Eastern Star Real Estate Public Company Limited
Name list and profiles of the persons be nominated to elect as directors
in place of the Directors who will retire by rotation

4. Mr. Tinnawat Mahatharadol



Type of nominated director	Director	
Age	60 years	
Nationality	Thai	
Education	Master of Business Administration (MBA) Ball State University U.S.A. Bachelor of Laws Thammasat University	
Training Program	Director Certification Program (DCP) (Class 205/2015) Risk Management Program(Class 205/2015)	
Current Position in the Company	Executive Director	
Years of Directorship	4 years.	
Meeting Attendance in the year 2018	5 times of total 5 times of the Board of Directors Meeting. 15 times of total 15 times of the Executive Directors Meeting.	
Number of Shares held in the Company as at 31 December 2018	-None-	
Current Position in Other Organizations		
• Listed companies	2014 - Present	Director Srivichaivejvivat Public Company Limited
• Non-listed companies	2009 - Present	Managing Director Mahatharadol Company Limited
	2015 - Present	Director BBTV Equity Company Limited
	2015 - Present	Director Sunrise Equity Company Limited

2017 - Present

Director

Ratanarak Company Limited

2017 - Present

Director

Siam City Cement (Vietnam) Company Limited

- Other organizations that may cause any conflict of interests to the Company -None-

Holding of Shares in Other Companies That Have or Might Have the Same Conditions or Competes or Might Compete with the Company's Business

- Registered Company: Holding of shares in a single company by which the share does not exceed 0.5 percent.

Enclosure 4

(supporting documents for the consideration of Agenda 5)

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.)

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)

Eastern Star Real Estate Public Company Limited
Remuneration Amount paid to the Board of Directors of the Company
in comparison with year 2017 and 2018

Names		Position	Remuneration (Baht)	
			2016	2017
1	Mr. Anand Panyarachun	Chairman of the Board	1,440,000.00	1,440,000.00
2	Mr. Veraphan Teepsuwan	Vice Chairman of the Board	550,000.00	600,000.00
3	Mr. Preecha Oonchitti	Chairman of Audit Committee and member of Nomination and Remuneration Committee	960,000.00	960,000.00
4	Mr. Somrit Srithongdee	Audit Committee and member of Nomination and Remuneration Committee	840,000.00	840,000.00
5	Mrs. Sunanta Tiasuwan	Chairman of Nomination and Remuneration Committee and Audit Committee	960,000.00	960,000.00
6	Mr. Thaveepol Kongseri ^{*1}	Advisory Committee	240,000.00	-
7	Mr. Chatchawin Charoen-Rajapark	Chairman of the Executive Committee	840,000.00	840,000.00
8	Mr. Titiwut Soukpornchaikul	Executive Director	720,000.00	720,000.00
9	Mr. Paiboon Wongjongjaiarn ^{*2}	Director	400,000.00	600,000.00
10	Mr. Tinnawat Mahatharadol	Executive Director	720,000.00	720,000.00
11	Mr. Nuttawit Boonyawat	Executive Director	720,000.00	720,000.00
12	Mr. Pongpinit Tejagupta	Director	600,000.00	600,000.00
13	Mr. Torsak Lertsrisakulrat	Managing Director	-	-
Total			8,990,000.00	9,000,000.00

Remark ^{*1} Mr. Thaveepol Kongseri has resigned from the Board that took effect since 27 April 2017

^{*2} Mr. Paiboon Wongjongjaiarn was appointed to the Board as Director in place of Mr. Thaveepol Kongseri that took effect since 27 April 2017

Enclosure 5*(supporting documents for the consideration of Agenda 6)***Details of Monetary Remunerations for the Board of Directors in 2018**

Name	Board of Directors	Audit Committees	Management Committees	Nomination and Remuneration Committees	Total Remuneration (Baht)
1. Mr. Anand Panyarachun	1,440,000	-	-	-	1,440,000
2. Mr. Veraphan Teepsuwan	600,000	-	-	-	600,000
3. Mr. Preecha Oonchitti	600,000	240,000	-	120,000	960,000
4. Mr. Somrit Srithongdee	600,000	120,000	-	120,000	840,000
5. Mrs.Sunanta Tiasuwan	600,000	120,000	-	240,000	960,000
6. Mr. Chatchawin Charoen-Rajapark	600,000	-	240,000	-	840,000
7. Mr. Titiwut Soukpornchaikul	600,000	-	120,000	-	720,000
8. Mr.Tinnawat Mahatharadol	600,000	-	120,000	-	720,000
9. Mr. Nuttawit Boonyawat	600,000	-	120,000	-	720,000
10. Mr.Pongpinit Tejagupta	600,000	-	-	-	600,000
11. Mr. Paiboon Wongjongjaihan	600,000	-	-	-	600,000
12. Mr. Torsak Lertsrisakulrat	-	-	-	-	-
Total					9,000,000

Other Director Remunerations : None

Monetary Remunerations for Executives : 18 peoples for 39,552,004 Baht Total,
including salaries and annual bonuses for 2018.

Other Remunerations for Executives : 946,442 Baht total in provident fund deposits.

Enclosure 6

Articles of Association related the Ordinary General Meeting of Shareholders

Election of Directors, Retired Directors by rotation and Remuneration of Directors.

Clause 13 The Board of Directors of the Company shall consist 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 an equality of votes, the chairman of the meeting shall be entitled to a casting vote.

Clause 15 At any the 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 lost. 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;
- (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 competing with the businesses of the Company, unless they have first informed of such matter to the shareholders' meeting before being elected as directors.

Calling of the Shareholders Meeting.

Clause 32 The Board of Directors shall hold the Shareholders' Meeting as an Annual General Meeting within 4 months from the end of the accounting year of the Company.

Other Shareholders' Meetings than as mentioned above shall be called Extraordinary General Meetings. The Board of Directors may call Extraordinary General Meetings whenever it thinks fit. Or the shareholders holding aggregate shares amounting to not less than 20% of the total amount of shares issued, or the shareholders of not less than 25 persons holding aggregate shares amounting to not less than 10% of the total amount of shares issued, may at any time sign up in a written request to the Board of Directors to summon a Shareholders' Meeting as an Extraordinary General 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 1 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 7 days before the date of the meeting, and shall be published in the newspapers for a period of 3 consecutive days and not less than 3 days before the date of the meeting.

The Quorum.

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 amount of shares issued.

In case it appears that at any Shareholders' Meeting, when the appointed time passes for 1 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 canceled. 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 7 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.

Voting.

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 equality of the vote, 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.

Agenda of the Meeting.

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.

Allocation of the Profit and Payment of Dividend.

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 1 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.

Enclosure 7

**The Required documents or evidence to identify the right to attend
the Ordinary General Meeting of Shareholders**

For a Natural Person

1. *A Thai Nationality.*
 - 1.1 The identification card of the shareholder issued by governmental authorities or state enterprises.
 - 1.2 In case of granting of Proxy, copies of identification card of the shareholder and proxy.
2. *A Non-Thai Nationality.*
 - 2.1 The passport or personal alien document of the shareholder.
 - 2.2 In case of granting of Proxy, copy of passport or personal alien document of the shareholder and proxy.

For Juristic Person

1. *A Juristic Person registered in Thailand.*
 - 1.1 Certificate issued by the Department of Business Development no longer than 60 days; and
 - 1.2 Copies of identification card or passport or personal alien document both of the authorized director(s) signing in the Proxy Form and the proxy thereof.
2. *A Juristic Person registered outside Thailand.*
 - 2.1 Certificate; and
 - 2.2 Copy of passport of the authorized director(s) signing in the Proxy Form and the identification card or passport of proxy.

A copy of the aforesaid documents is required to be certified true copy. In case of any documents or evidence executed outside Thailand, such documents or evidence are required to be notarized by a Notary Public.

Remark In compliance with the Policy of Board of Directors of The Stock Exchange of Thailand Re: The Procedure for Holding of the Shareholders' Meeting of the Listed Company.

Enclosure 8

Information of Directors who are proposed to the shareholders for proxy

1. Mr. Preecha Oonchitti

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



Age	73 years
Nationality	Thai
Address	51/32 Century Height Condo, Soi Sukhumvit 23 (Prasanmitr), Sukhumvit Rd., Kwaeng Klongtoey-Nua, Khet Wattana, Bangkok Metropolis, 10110
Education	Bachelor of Economics, Thammasat University
Work experience	<div>1987 - 1990 Director of Assets and Liabilities Management, Kasikorn Bank Public Company Limited</div> <div>1990 - 1993 Senior Director of Assets and Liabilities Management, Kasikorn Bank Public Company Limited</div> <div>1993 - 1997 Assistant Managing Director, Kasikorn Bank Public Company Limited</div> <div>1997 - 2001 Vice President, Kasikorn Bank Public Company Limited</div>
Current Position in the Company	Independent Director Chairman of the Audit Committee and Nomination and Remuneration Committee
Current Position in Other Organizations	2003 - Present Chairman of the Board, Eastern Star Resort Co., Ltd.
Position of Director / Management in other organizations that may cause any conflict of interests to the Company	-None-
Having interested agenda	<div>Agenda 5 To consider the election of the directors in place of those retiring by rotation.</div> <div>Agenda 6 To consider the fixing of the remuneration to the Board of Directors for the year 2019.</div>

Enclosure 8

Information of Directors who are proposed to the shareholders for proxy

2. Mr. Somrit Srithongdee

Independent Director Audit Committee and
Nomination and Remuneration Committee

Age	69 years	
Nationality	Thai	
Address	355 Moban Arena Garden, Samakkee Road, Tambol Tasai, Amphur Muang Nonthaburi, Nonthaburi Province 11000	
Education	Master's Degree of Public Administration, Chulalongkorn University Bachelor's Degree of Sociology & Anthropology, Chiangmai University Mini MBA, Thammasat University	
Work experience	2002 - 2010	Director, Siam Realty and Services Co., Ltd.
	Jan – Mar 2010	Senior Advisor of Relation Labour, Bank of Ayudhya Public Company Limited
	2008 - 2009	First Executive Vice President/ Head of Special Project Human Resources, Bank of Ayudhya Public Company Limited
	2007 - 2008	Head of Human Resources/ Secretary to the Nomination and Remuneration Committee, Bank of Ayudhya Public Company Limited
	2000 - 2006	Executive Vice President of Human Resource, Bank of Ayudhya Public Company Limited
	2010 - 2014	Managing Director HR Professional Consulting and Services Co., Ltd.
	2014 - 2016	Chairman of the Board, HR Professional Consulting and Services Co., Ltd.
	2015 - 2018	Chairman of the Board, HR Pro Guard Co., Ltd.

Current Position in the Company	Independent Director Audit Committee Nomination and Remuneration Committee	
Current Position in Other Organizations	2016 - Present	Chairman of the Board HR Pro and Services Co., Ltd.
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 2019.

Enclosure 8

Information of Directors who are proposed to the shareholders for proxy

3. Mrs. Sunanta Tiasuwan

Independent Director Audit Committee and
Chairman of Nomination and Remuneration Committee

Age	68 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.)
Work experience	<div>1970 – 1972 Assistant Accountant, Freeman Ritchie & Co. (Chartered Accountant & Trustee) Raymond Building, Gray's Inn, London, WC1R 5D2, England</div> <div>1972-1978 Head of Administration, Pranda Design Ltd., Partnership.</div> <div>1978-1998 Finance Manager, Artico Crafts Co., Ltd.</div> <div>1986-1992 Accounting and Finance Manager, Pranda Jewelry Co., Ltd.</div> <div>1993-1997 Director and Vice Chairman of Finance, Pranda Jewelry Public Company Limited</div> <div>1993-1995 Director, The Listed Companies Association</div> <div>1995-2005 Director, Secretary-General The Listed Companies Association</div> <div>2005-2009 Director, Vice President, The Listed Companies Association</div>
Current Position in the Company	Independent Director Audit Committee and Chairman of Nomination and Remuneration Committee

Current Position in Other Organizations	2004 – Present	Director and Nomination and Remuneration Committee Pranda Jewelry Public Company Limited
	1993 – Present	Director Prima Gold International Co., Ltd.
	1991 – Present	Director Forward Freeland Co., Ltd.
	2008 – Present	Associate Judge, The Samutprakan Provincial Court Juvenile and Family Division
	-None-	
Position of Director / Management in other organizations that may cause any conflict of interests to the Company		
Having interested agenda	Agenda 5	To consider the election of the directors in place of those retiring by rotation
	Agenda 6	To consider the fixing of the remuneration to the Board of Directors for the year 2019

Enclosure 9

Duty Stamp

20.- Baht

PROXY FORM

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. 1/2019, to be held on 30 April 2019, at 14.00 hrs., at InterContinental Hotel Bangkok, Platinum 1 Room, Lobby Floor, No. 973 Ploenchit Road, Kwaeng Lumpini, Khet Patumwan, Bangkok Metropolis, 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

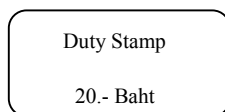
(_____)

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.



Enclosure 9
Form B



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) Mr. Preecha Oonchitti, Independent Director and Chairman of the Audit Committee, age 73 years
Residing at No. 51/32 Soi Sukhumvit 23 (Prasanmitr), Sukhumvit Road, Kwaeng
Klongtoey-nua, Khet Wattana, Bangkok Metropolis. **or**

☐ (3) Mr. Somrit Srithongdee, Independent Director and Audit Committee Member, age 69 years
Residing at No. 355 Mooban Areena Garden, Samakkee Road, Tambol Tasai, Amphur
Muangnonthaburi, Nonthaburi Province. **or**

☐ (4) Mrs. Sunanta Tiasuwan, Independent Director and Audit Committee Member, age 68 years
Residing at No. 28 Soi Bangna-Trad 28, Bangna-Trad Road, Kwaeng Bangna, Khet
Bangna, Bangkok Metropolis.

only anyone person as my/our proxy to attend and vote in the Annual General Meeting of Shareholders No. 1/2019 to be held on 30 April 2019 at 14.00 hrs. at InterContinental Hotel Bangkok, Platinum 1 Room, Lobby Floor, No. 973 Ploenchit Road, Kwaeng Lumpini, Khet Pathumwan, Bangkok Metropolis 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.1/2018

☐ (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 2018.

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 2018.

- ☐ (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 payment of dividends for the performance results of the fiscal year 2018.

- ☐ (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. Preecha Oonchitti
 - ☐ Approve ☐ Disapprove ☐ Abstain
 - (2) Director's Name : Mrs. Sunanta Tiasuwan
 - ☐ Approve ☐ Disapprove ☐ Abstain
 - (3) Director's Name : Dr. Chatchawin Charoen-Rajapark
 - ☐ Approve ☐ Disapprove ☐ Abstain
 - (4) Director's Name : Mr. Tinnawat Mahatharadol
 - ☐ Approve ☐ Disapprove ☐ Abstain

Agenda 6 To consider the fixing of the remuneration to the Board of Directors for the year 2019.

- ☐ (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 2019 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.1/2019 to be held on 30 April 2019 at 14.00 hrs. at InterContinental Hotel Bangkok, Platinum 1 Room, Lobby Floor, No. 973 Ploenchit Road, Kwaeng Lumpini, Khet Pathumwan, Bangkok Metropolis 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

Enclosure 9

สำหรับกรณีผู้ถือหุ้นเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียนในประเทศไทยเป็นผู้รับฝากและดูแลหุ้น
For foreign shareholders who have custodians in Thailand only.

อากรแสตมป์ 20.- บาท
Stamp Duty 20.- Baht

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 อีสตาร์ 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 ☐ นายปรีชา อุ่นจิตติ กรรมการอิสระและประธานกรรมการตรวจสอบ อายุ 73 ปี
or Mr. Preecha Oonchitti, Independent Director and Chairman of the Audit Committee, age 73 years

อยู่บ้านเลขที่ 51/32 ซอยสุขุมวิท 23 (ประสานมิตร) ถนนสุขุมวิท แขวงคลองเตยเหนือ เขตวัฒนา กรุงเทพมหานคร
Residing at No. 51/32 Soi Sukhumvit 23, (Prasannmitr), Sukhumvit Road, Kwaeng Klongtoey-nua, Khet Wattana, Bangkok Metropolis

หรือ ☐ นายสมฤทธิ์ ศรีทองดี กรรมการอิสระและกรรมการตรวจสอบ อายุ 69 ปี
or Mr. Somrit Srithongdee, Independent Director and Audit Committee, age 69 years

อยู่บ้านเลขที่ 355 หมู่บ้านอารีนาการ์เดน ถนนสามัคคี ตำบลท่าทราย อำเภอเมืองนนทบุรี จังหวัดนนทบุรี
Residing at No. 355 Mooban Areena Garden, Samakkee Road, Tambol Tasai, Amphur Muangnonthaburi, Nonthaburi Province.

หรือ ☐ นางสุนันทา เตียสุวรรณ กรรมการอิสระและกรรมการตรวจสอบ อายุ 68 ปี
or Mrs. Sunanta Tiasuwan, Independent Director and Audit Committee, age 68 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.

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ครั้งที่ 1/2562 ในวันที่ 30 เมษายน 2562 เวลา 14.00 น. ณ โรงแรมอินเตอร์คอนติเนนตัล กรุงเทพมหานคร ห้องแพลททินัม 1 ชั้นลือบบี เลขที่ 973 ถนนเพลินจิต แขวงลุมพินี เขตปทุมวัน กรุงเทพมหานคร ที่จะพึงเลื่อนไปในวัน 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.1/2019, to be held on 30 April 2019, at 14.00 hrs., at InterContinental Hotel Bangkok, Platinum 1 Room, Lobby Floor, No. 973 Ploenchit Road, Kwaeng Lumpini, Khet Pathumwan, Bangkok Metropolis, 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 1/2561

Agenda 1. To adopt the Minutes of Ordinary General Meeting of Shareholders of the Company No. 1/2018.

- ☐ (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 ☐ จดออกเสียง

- ☐ วาระที่ 2. พิจารณารับทราบผลการดำเนินงานของคณะกรรมการในรอบปีที่ผ่านมาและรายงานประจำปี 2561

Agenda 2. To Acknowledge the performance results of the Board of Directors for the previous year and the Annual Report for the year 2018.

- ☐ วาระที่ 3. พิจารณานุมัติงบแสดงฐานะการเงินและงบกำไรขาดทุนเบ็ดเสร็จของบริษัทประจำปีสิ้นสุด

วันที่ 31 ธันวาคม 2561

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 2018.

- ☐ (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 ☐ จดออกเสียง
Approve Disapprove Abstain

- ☐ วาระที่ 4. พิจารณานุมัติการจัดสรรเงินกำไรและการจ่ายเงินปันผลสำหรับผลการดำเนินงานประจำปี 2561

Agenda 4. To consider and approve the appropriation of profits and the payment of dividends for the performance results of the fiscal year 2018.

- ☐ (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 ☐ จดออกเสียง
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:

☐ การเลือกตั้งกรรมการเป็นรายบุคคล

Election of each director.

- (1) ชื่อกรรมการ : นายปรีชา อุ่นจิตติ
Director's Name : Mr. Preecha Oonchitti
☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ งดออกเสียง
Approve Disapprove Abstain
- (2) ชื่อกรรมการ : นางสาวนันท์ เตียสุวรรณ
Director's Name : Mrs. Sunanta Tiasuwan
☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ งดออกเสียง
Approve Disapprove Abstain
- (3) ชื่อกรรมการ : ดร.ชัชวิน เจริญรัชต์ภาคย์
Director's Name : Dr. Chatchawin Charoen-Rajapark
☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ งดออกเสียง
Approve Disapprove Abstain
- (4) ชื่อกรรมการ : นายทินวรัตน์ มหรรธาต
Director's Name : Mr. Tinnawat Mahatharadol
☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ งดออกเสียง
Approve Disapprove Abstain

☐ วาระที่ 6. พิจารณากำหนดค่าตอบแทนให้แก่คณะกรรมการประจำปี 2562

Agenda 6. To consider the fixing of the remuneration to the Board of Directors for the year 2019.

- ☐ (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 7. พิจารณาแต่งตั้งผู้สอบบัญชีของบริษัทประจำปี 2562 และกำหนดค่าตอบแทน

Agenda 7. To consider the appointment of the auditors of the Company for the fiscal year 2019 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:
☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ งดออกเสียง
Approve Disapprove Abstain

- (5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าลงคะแนนเสียงนั้นไม่ถูกต้อง 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) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้นรวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด 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.



กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ได้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะ 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

- 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.
- หลักฐานที่ต้องแนบพร้อมกับหนังสือมอบฉันทะ คือ
Documents and evidences to be enclosed with the proxy form are:
 - หนังสือมอบอำนาจจากผู้ถือหุ้นให้คัสโตเดียน (Custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบฉันทะแทน
Power of attorney from the shareholders authorizes a custodian to sign the Proxy Form on behalf of the shareholder
 - หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทนได้รับอนุญาตประกอบธุรกิจ คัสโตเดียน (Custodian)
Confirmation Letter to certify that the signer in the Proxy Form have a permit to act as a Custodian
- 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.
- วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล
In agenda for election of director(s) can vote to elect all directors or each director.
- ในกรณีที่มามีวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบปะจําต่อแบบหนังสือมอบฉันทะแบบ 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.

ใบประจำตอแบบหนังสือมอบฉันทะแบบ 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 1/2562 ในวันที่ 30 เมษายน 2562 เวลา 14.00 น. ณ โรงแรมอินเตอร์คอนติเนนตัล กรุงเทพมหานคร ห้องแพลททินัม 1 ชั้นล็อบบี้ เลขที่ 973 ถนนเพลินจิต แขวงลุมพินี เขตปทุมวัน กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

At the Ordinary General Meeting of Shareholders No.1/2019, to be held on 30 April 2019, at 14.00 hrs., at InterContinental Hotel Bangkok, Platinum 1 Room, Lobby Floor, No. 973 Ploenchit Road, Kwaeng Lumpini, Khet Pathumwan, Bangkok Metropolis, or at any adjournment thereof to any other date, time and venue.

☐ วาระที่ _____ เรื่อง _____

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

☐ วาระที่ _____ เรื่อง _____

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

☐ วาระที่ _____ เรื่อง _____

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

☐ วาระที่ _____ เรื่องเลือกตั้งกรรมการ (ต่อ)

Agenda	Subject Election of directors (continue).	
ชื่อกรรมการ (Director's Name): _____		
<input type="checkbox"/> เห็นด้วย\Approve	<input type="checkbox"/> ไม่เห็นด้วย\Disapprove	<input type="checkbox"/> งดออกเสียง\Abstain
ชื่อกรรมการ (Director's Name): _____		
<input type="checkbox"/> เห็นด้วย\Approve	<input type="checkbox"/> ไม่เห็นด้วย\Disapprove	<input type="checkbox"/> งดออกเสียง\Abstain
ชื่อกรรมการ (Director's Name): _____		
<input type="checkbox"/> เห็นด้วย\Approve	<input type="checkbox"/> ไม่เห็นด้วย\Disapprove	<input type="checkbox"/> งดออกเสียง\Abstain
ชื่อกรรมการ (Director's Name): _____		
<input type="checkbox"/> เห็นด้วย\Approve	<input type="checkbox"/> ไม่เห็นด้วย\Disapprove	<input type="checkbox"/> งดออกเสียง\Abstain



Enclosure 10

Eastern Star Real Estate Public Company Limited
Platinum 1 Room , Lobby Floor, InterContinental Hotel Bangkok,
No. 973 Ploenchit Road, Lumpini, Patumwan, Bangkok

