

Invitation to the Shareholders for Ordinary General Meeting of
Shareholders of the Company No.1/2020

Eastern Star Real Estate Public Company Limited



Thursday 30 July 2020 at 14.00 hrs.

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/100/2020

23 June 2020

- Subject :** Invitation to attend the Ordinary General Meeting of Shareholders of the Company No. 1/2020.
- 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. 1/2019.
 2. Annual Report for the fiscal year 2019, the Statements of Financial Position and the Statements of Comprehensive Income and the Auditor's Report as at 31 December 2019 (QR Code).
 3. Name list and profiles of the persons nominated to be elected as directors to replace those retiring by rotation.
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 8. Profiles of Independent Directors (acting as Proxy of the Shareholders).
 9. Proxy Form A Form B and Form 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. 1/2020 is hereby called on 30 July 2020, 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. 1/2019.

Background Information: The Ordinary General Meeting of Shareholders of the Company No. 1/2019 was held on 30 April 2019, and the minutes of the meeting has been submitted to the Stock Exchange of Thailand and the Ministry of Commerce within the timeframe prescribed by laws, which the details of the Minutes of the Ordinary General Meeting of Shareholders of the Company No. 1/2019 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. 1/2019, which was held on 30 April 2019.

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 2019.

Background Information: The report of the performance results of the Board of Directors of the Company for the previous year 2019 appeared in the Annual Report for the fiscal year 2019 ([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 2019 aforesaid.

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

Agenda 3 To consider and approve the Statements of Financial Position and the Statements of Comprehensive Income of the Company for the fiscal year ended 31 December 2019.

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 2019, which have been audited by the Auditor of the Company and have been reviewed by the Audit Committee and The Board of Directors as shown in the Annual Report for the fiscal year 2019 ([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 2019

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

Agenda 4 To consider and approve the appropriation of profits and the non-payment of dividends for the performance results of the fiscal year 2019.

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 2019, the Company has the net profits from its performance in the amount of 52,651,759.58 Baht. And the single financial statements of the Company show the net profit from its performance in the amount of 56,956,743.13 Baht.

In addition, the Company has the policy of dividends payment at the rate not lower than 50% of the net profits of the single financial statements after appropriation of legal reserve, whereby the payment of dividends will take various factors to consist of the consideration such as financial position, liquidity, expansion of businesses and other related factors in relation to the management of the Company.

When the Company has the net profits from its performance, the Company then appropriated a part of profits as a legal reserve in the amount of 2,850,000 Baht and due to the Company is necessary to keep the cash flow to support any situation may occur from the outbreak of the Coronavirus Disease 2019, the Company therefore does not pay the dividends for the performance results of the fiscal year 2019 to the Shareholders of the Company.

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 2,850,000 Baht and the non-payment of dividends for the performance results of the fiscal year 2019 to the Shareholders of the Company due to the Company is necessary to keep the cash flow to support any situation may occur from the outbreak of the Coronavirus Disease 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. Therefore there are one-third of 12 Directors in total, there are four Directors, whereby the Directors who have been in the longest term in office or to be in the term in office for three years, In the Ordinary General Meeting of Shareholders for year 2020. who are required to retire from offices by rotation in this occasion, as follows:

- | | | |
|-----------------|-----------------|---|
| 1. Mr. Veraphan | Teepsuwan | Former Vice Chairman (passed away in during term) |
| 2. Mr. Somrit | Srithongdee | Independent Director and Audit Committee |
| 3. Mr. Titiwut | Soukpornchaikul | Director |
| 4. Mr. Paiboon | Wongjongjaiharn | Director |

The Nomination and Remuneration Committee has considered the appropriateness in the types of qualification, knowledge, ability and experience in businesses relating to the Company's operations as well as they will be the persons who have all qualifications required by the Public Limited Companies Act 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) Election of Mr. Jessada Promjart as the new Independent Director of the Company in place of the position of Mr. Somrit Srithongdee, who shall be retired by rotation in this occasion.
- (2) Re-election of Mr. Titiwut Soukpornchaikul and Mr. Paiboon Wongjongjaiharn, who shall be retired by rotation in this occasion, to their offices as Directors of the Company for another period.

The Company has invited shareholders of the Company to nominate person(s) to be considered and elected as director(s) for the Annual General Meeting of Shareholders for Year 2020 in accordance with the criteria as specified by the Company on the website of SET and the Company from 1 October 2019 to 31 December 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 then proposed to the Shareholders meeting for consideration and approval as follows;

- (1) Election of Mr. Jessada Promjart as the new Independent Director of the Company in place of the position of Mr. Somrit Srithongdee, who shall be retired by rotation in this occasion.
- (2) Re-election of Mr. Titiwut Soukpornchaikul and Mr. Paiboon Wongjongjaiharn, 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 2020.

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. 1/2019 held on 30 April 2019, it approved for the Company to pay 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 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	2019	2018	2017
Amount approved by the Shareholders meeting (Baht)	9,500,000	9,500,000	9,500,000
Attendance Fees paid to Board of Directors (Baht)	8,650,000	9,000,000	8,990,000

The Nomination and Remuneration Committee has considered the remuneration to the Board of Directors in comparison with the rates of the directors' remuneration of the property companies at the same level as well as the appropriateness for the scope of duties and responsibilities of the Board of Directors, it is hereby proposed to determine the remuneration to the Board of Directors for the year 2020 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 2019.

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 2020 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 2020 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 2020 and fix their auditing fee.

The Audit Committee has considered at the recommendation of the Audit Committee to propose to the Shareholders meeting for consideration and appointment of the auditors of EY Office Limited as the Company's auditor for the fiscal year 2020, 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. Sophon	Permsirivallop	3182	0
2. Ms. Pimjai	Manitkajohnkit	4521	0
3. Ms. Sumana	Punpongsanon	5872	0
4. Mr. Chayapol	Suppasedtanon	3972	2
5. Mrs. Gingkarn	Atsawarangsalit	4496	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. the information of the payment of remuneration of the Auditors in the previous years are as follows:

Items	Year 2019	Year 2018	Year 2018
Audit Fee (Baht)	1,335,000	1,335,000	1,285,000
Increase (decrease) from the past year (Baht)	-	50,000	85,000
Equivalent to (%)	0	3.89	7.08

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. Moreover, EY Office Limited is also acting as the auditor of the Company's subsidiaries.

Opinion of the Board: The Shareholders meeting is hereby advised to consider the appointment of Mr. Sophon Permsirivallop, Certified Public Accountant No. 3182, or Ms. Pimjai Manitkajohnkit, Certified Public Accountant No. 4521, or Ms. Sumana Punpongsanon, Certified Public Accountant No. 5872, or Mr. Chayapol Suppasedtanon, Certified Public Accountant No. 3972, or Mrs. Ginkarn Atsawarangsalit, Certified Public Accountant No. 4496, of EY Office Limited, as the Auditors of the Company for the fiscal year 2020, 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 2020 in accordance with the criteria as specified by the Company on the website of SET and the Company from 1 October 2019 to 31 December 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 27 February 2020.

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 Thursday, 30 July 2020 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. 1/2020, on 30 June 2020 (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 : company_secretary@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.

Eastern Star Real Estate Public Company Limited**Minutes to Annual General Meeting of Shareholders No. 1/2019**

Time and Venue

The meeting took place on 30 April 2019 at 2:25 p.m. 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 248 of the Company's shareholders were currently in attendance at the meeting either in person or through a proxy to represent a total of 3,345,707,888 shares from the total of 5,022,246,185 shares, or 66.62 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 as follows:

Directors in Attendance at the Meeting

1.	Mr. Anand	Panyarachun	Chairman and Independent Director
2.	Mr. Verapan	Teepsuwan	Vice Chairman
3.	Mr. Preecha	Oonchitti	Independent Director and Audit Committee Chairman
4.	Mr. Somrit	Srithongdee	Independent Director and Audit Director
5.	Mrs. Sunanta	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	Director and Executive Director
9.	Mr. Pongpinit	Dechakup	Director
10.	Mr. Nuttawit	Boonyawat	Director and Executive Director
11.	Mr. Tinawat	Mahatharadol	Director and 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, which accounts for 100%.

Furthermore, 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 dissention or abstention on any particular agenda item, the shareholder is to record the shareholder's dissention 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 dissention 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, dissention 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. 1/2019 of Eastern Star Real Estate Public Company Limited convened.

Agenda Item No. 1 Consideration of Certification of the Minutes of Annual General Meeting of Shareholders No. 1/2018

The chairman moved for the meeting to evaluate the minutes to Annual General Meeting of Shareholders No. 1/2018 on 27 April 2018, 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 250 to represent 3,345,782,079 shares, or 66.62 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. 1/2018 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	250	3,345,782,079	100
Dissention	-	-	-
Abstention	-	-	-
Bad Ballots	-	-	-
Total	250	3,345,782,079	100

Agenda item 2 Consideration of Acknowledgement of the Activities of the Board of Directors over the Past Year and Annual Report of 2018

The chairman announced to the meeting that the performance of the board of directors for the year 2018 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. Tosak Lertsrisakulrat,

the Managing Director, the task of reporting on the board of directors' performance to the meeting for consideration.

Dr. Tosak Lertsrisakulrat, the Managing Director, as the representative of the board of directors reported the Company's performance over the past year to the meeting, which is divided into three parts as follows:

(1) The Company's 2018 sales for real estate accounted for 3,037 million baht, with a growth of 197% or three times higher than 2017, and two new projects were launched last year.

(2) The Company's 2018 revenue accounted for 1,706 million baht, including those of subsidiaries and real estate for lease. The revenue in 2018 was close to that of 2016, but the 2017 revenue was extraordinarily high as there were many business projects.

(3) The Company's net profit in 2018 accounted for 124 million baht, which is not so high compared to that of 2017, which had tax credits. Moreover, in 2018, there were investments in various projects, leading to prepaid expenses.

At present, the Company has projects in both Bangkok and Rayong. There are four existing projects in Bangkok, which are Star View and Nara 9 projects, which are almost closed; Amber project, which is in the process of sales and transfers; Quintara Sukhumvit 42 project, which is a new project launched in the third quarter of the previous year, with very good feedback.

Furthermore, there are four projects in Rayong. Of these, Vintage Home Village 3, Hamlet 3, and Sinthavee Garden 2 projects are existing projects. A new project launched in early 2018 is Velen Golf House, whose first phase has sales of 90%. Moreover, there is C Star real estate for rent, which consists of houses and apartments.

For Bangkok projects, in the past there were both high end market, including Star View project and Nara 9 project, and affordable market, including Amber project. In the past year, the project extended to the moderate market through Quintara Sukhumvit 4 project. For projects in Ban Chang District, Rayong Province, last year Velen Golf House project in the moderate market group was launched, whose sales range between 4 – 6 million baht. It will extend to various groups of customers with different prices.

In 2019, a plan has been set up to prepare for challenges of the current market conditions, such as political stability after election, increased land prices by 15-20% (particularly in the Eastern Economic Corridor (EEC) area), increased interest rates, more strict household debt control, high household debts in the real estate sector, the loan to value measure for granting housing loans by Siam Commercial Bank effective from 1 April 2019 onwards. For business opportunities, the Company has set up a plan to support investments in mega projects to promote private investments; the tourism industry is likely to keep growing; the crude oil prices tend to decrease; household incomes start to recover; foreign companies are investing more in the EEC project.

For business strategies from 2018 until present, the focus has been on launching new projects with diversified products, such as 8-story condominiums, twin houses, and townhomes; improvement of the image (brand) and the overview (products and services) ;for internal management, there is a development of standards for sales and customer data collection, control of service quality using the information system for sales and the Mystery Shopping Method, development of housing inspection through tablets (QC Inspection), development of a repair notification and management system through Line Application (Star Care); for the business plan in the future, in 2019, the business still focuses on the strategy to develop projects with the prices ranging between 3-7 million baht and the "Real Demand" customer groups and to diversify products to cover various locations; for customers, the project will be developed based on the customers' "demands", and technology will be used to facilitate customers' convenience and satisfaction; for internal management, the internal work system will continuously be developed to increase work efficiency and upgrade product and service quality and deliver products and services in a timely manner.

In 2019, the Company plans to launch 3-5 new projects with the total value of approximately 3,000-4,000 million baht, including both condominiums and horizontal projects. There is one project in Bangkok that has already been launched, which is Estara Haven Pattanakarn 20 Project, and two new projects, namely Sathon – Narathiwat project and Sukhumvit 52 project are about to be launched. As for projects in Ban Chang District, Rayong Province, there are two projects of premium houses in the golf course area to be launched, and another project close to Sukhumvit Road to attract customers working in the area of Map Ta Phut, U Taphao, and Sattahip industrial estates.

In addition, 2019 marks the 30th anniversary of the Company's establishment, so there will be a campaign to give back to and acknowledge both existing and new customers.

The Company has participated in Thailand's Private Sector Collective Action Coalition against Corruption since 2018. A document applying for certification has been submitted, and now it is under consideration.

A shareholder present at the meeting asked if there will be a slowdown of sales compared to the first quarter since the Bank of Thailand has a policy to control loans for the condominium market.

Dr. Tosak Lertsrisakulrat informed the shareholder that it should be a big problem for many real estate operators as customers are not confident about the impacts from this policy. As a result, it affected the purchasing decision in the first quarter. However, some customers tried to rush the process of transfer in order to avoid the impact from this policy, but, overall, there is no impact to the extent of a slowdown.

A shareholder present at the meeting asked about the tendency of land prices, which may affect sales prices of condominiums, whether in the form of a sharp increase or gradual increase.

Dr. Tosak Lertsrisakulrat informed the shareholder that over the past years, the important factors affecting condominium sales prices have been increased land prices, and that it is a challenge to find land with appropriate prices for project development and acceptable sales prices for customers. At present, most sales prices are at 100,000 baht per square meter or over while the sales prices of 200,000 baht per square meter will be for the premium market. He also viewed that the land prices will still keep increasing, but will not be as sharp as in the past.

A shareholder present at the meeting asked if the sales prices of 3-5 million baht for condominiums in Narathiwat Road can be increased a little bit as there is still vacant land for building condominiums to support new graduates.

Dr. Tosak Lertsrisakulrat informed the shareholder that there are two factors for sales prices, which are price per square meter and room size. In the past, the focus was on the room width to make the owner feels like being at home, so the sales price per room was high. However, at present, customers focus more on convenience and affordable condominiums, so many operators tend to reduce the room size.

Mr. Anand Panyarachun added that the shareholders' questions were aimed towards the future whether it is about the government measures or future condominium buyers. He viewed that in the past, people tended to purchase condominiums for investments, so some of them had many condominiums. He would like to caution about this form of investments.

Since no shareholders had further questions, the chairman moved for the meeting to acknowledge the board of directors' performance in 2018 along with the 2018 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 2018

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

Mr. Titiwut Soukpornchaikul, Executive Director, summarized the important particulars of the financial statement ending 31 December 2018 as follows:

For the performance of the Company and subsidiaries based on the total financial statement according to the comprehensive profit and loss statement of 2018, the total revenue from sales, rent and services was 1,706 million baht, a decrease of 891 million baht or 34% compared to 2017, as in 2017, the Company primarily recognized the revenue from Nara 9 project, which had a very high margin, as well as from Star View project. However, in 2018, the major revenue came from Amber project and some other projects. Meanwhile, sales, rent and management costs have also decreased to 1,162 million baht or a decrease of approximately 661 million baht from 2017, or 36%.

Gross profit in 2018 was 544 million baht, a decrease of approximately 230 million baht from 2017, or about 30 %. Meanwhile, other revenues in 2018 accounted for approximately 14 million baht, a decrease of 12 million baht from 2017, or 46%. As for sales and administrative expenses, they also decreased according to specific business tax and stamp duties, with the expense in 2018 of approximately 410 million baht, a decrease of 21 million baht from 2017, or 5%. In 2018, the financial expense was 4 million baht, an increase of approximately 2 million baht from 2017 or 100% as the Company borrowed money for investments in various projects. The expense (revenue) from income taxes in 2018 was 32 million baht, with an increase of about 69 million baht from 2017, or 186% as there was a merger of subsidiaries in 2017, resulting in tax saving. The net profit in 2018 was approximately 113 million baht, a decrease of 292 million baht from 2017, or 72%

A comparative summary of figures in the Statement of Financial Position (consolidated financial statement) between 2018 and 2017 are as follows. The cost for real estate development and inventories in 2018 was 2,588 million baht, a decrease of 140 million baht from 2017, or 5%; land and area waiting for development in 2018 was 1,391 million baht, an increase of 109 million baht from 2017, or 9 %; real estate for investment in 2018 was 1,158 million baht, an increase of about 8 million baht from 2017, or 1%; Total asset in 2018 was 6,082 million baht, an increase of 115 million baht from 2017, or 2%; short-term and long-term loan in 2018 was 708 million baht, an increase of about 20 million baht from 2017, or 3%, which include projects with both additional loans and partial loan repayment, such as Amber project, projects with repayment of total loans, such as Star View and Nara 9 projects, project with additional loan application to buy land for project development, such as Sukhumvit 52; total liability in 2018 was 1,312 million baht, an increase of 276 million baht from 2017 or 27% due to advance payment from the customers of Quintara Sukhumvit 42 project which will be recorded as revenue after transferring rooms to customers; retained profit (loss) in 2018 was (76) million baht, a decrease of 164 million baht from 2017 or 186% as in 2018, dividend payment for the 2017 operating performance was approved, with amortization in 2018, but for specific business budgets, not including the budgets of subsidiaries; shareholders' equity in 2018 was 4,770 million baht, a decrease of approximately 161 million baht from 2017 or 3%.

A comparative summary of the financial ratio (consolidated financial statement) between 2018 and 2017 are as follows. Profit per share in 2018 was 0.023 baht, a decrease of 0.058 baht from 2017 or 72%; gross profit in 2018 was 32%, an increase of 2% from 2017 as the rooms transferred at the end of Star View and Nara 9 projects had high value; net profit in 2018 was 7%, a decrease of 9% from 2017; D/E ratio in 2018 was 0.28 times, an increase of 0.07 time from 2017; dividend per share in 2018 was 0.055 baht, an increase of 0.015 baht from 2017 or 38%; the ratio of dividend payment and net profit in 2018 was 68%, a decrease of 25% from 2017; book value per share in 2018 was 0.95 baht, a decrease of 0.03 baht from 2017.

A shareholder present at the meeting pointed out that from the statement of financial position, there is a retained loss of approximately 10 million baht, so the shareholder asked if there is any retained profit and if there is, whether dividends will be paid to the shareholders immediately. The shareholder also asked if the dividends would decrease considering bad operating performance in 2018, and how much net profit would be left after paying dividends.

In addition, the shareholder asked for explanations of the reason for the net profit of only 6% after deducting from the gross profit of 31%.

Another question was if it is possible to increase the value since the land waiting for development in Rayong province is existing property and how much the appraised value has changes from the time it was first purchased.

Mr. Titiwut Soukpornchaikul explained that from the statement of financial status indicating retained profit (loss) of – 76 million baht, it is the number before dividend allocation, and that there is a carried forward retained profit of 88 million baht, and amortization for dividend of the 2017 operating performance, leading to loss. However, in 2018, the net profit was 113 million baht, and dividends will be paid from this portion, and that dividend payment will come from specific businesses, not the consolidated financial statement.

Meanwhile, the reason for a significant decrease in the 2018 operating performance is due to revenue recognition from 3 projects, namely Amber project of 50%, whose margin was not so high; Star View project whose revenue was recognized continuously from 2016 to 2017, which was not so high; Nara 9 project whose large sum of revenue was recognized from the 2017 operating performance, which sharply increased. However, 2018 recognized little continuous revenue.

For the board's project development policy, some land will be kept. As a result, a large number of land has been purchased to support the upcoming EEC. However, projects have been developed in some existing land, and the 2018 revenue was recognized at approximately 200 million baht. For the current appraised prices of land, there is variation of prices, but with the overall increase of not lower than 20%.

Dr. Chatchawin Charoen-Rajapark added that the information explained by Mr.Titiwut Soukpornchaikul about the retained profit (loss) of -76 million baht is based on the consolidated financial statement. However, dividend payment will come from specific business statement, and at the end of 2018, the retained profit was 263 million baht.

Since no one at the meeting had further 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 273 to represent 3,346,118,757 shares or 66.63% 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 2018 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	273	3,346,118,757	100
Dissention	-	-	-
Abstention	-	-	-
Bad Ballots	-	-	-
Total	273	3,346,118,757	100

Agenda item 4: Consideration of Approval of Profit Allocation and Payment of Dividends for Performance in 2018

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

The executive director informed the meeting as follows: In 2018, the Company's profit from performance as stated by the business-specific financial statement was 124,376,543 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 6,218,827.18 baht as legal reserves

and payment of dividends for performance in 2018 to the Company's shareholders, or a total of 5,022,246,185 shares, at the rate of 0.02 baht for a total of 100,444,923.70 baht. Accordingly, the list of shareholders eligible to receive dividends will be specified on 10 May 2019 (record date), and the Company will pay dividends on 27 May 2019.

Since no shareholder made any additional inquiry, 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 275 to represent 3,346,158,875 shares or 66.63% percent of total shares.

Resolution: After the meeting had deliberated on the matter, the meeting passed a resolution to allocate 6,218,827.15 baht of the Company's profit as legal reserves and to pay dividends for the Company's performance in 2018 to shareholders for 5,022,246,185 shares at the rate of 0.02 baht per share for a total sum of 100,444,923.70 baht with the list of eligible shareholders (record date) to be specified on 10 May 2019 and the dividend payment date set to 27 May 2019. 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	275	3,346,158,857	100
Disapproval	-	-	-
Abstention	-	-	-
Bad Ballots	-	-	-
Total	275	3,346,158,857	100

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

The chairman assigned Mr. Somrit Srithongdee, Audit Director, to explain the details about this agenda item to the meeting for consideration.

The Audit Director 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. Preecha Oonchitti
2. Mrs. Sunantha Tiasuwan
3. Dr. Chatchawin Charoen-Rajapark
4. Mr. Tinnawat Mahatharadol

The Company had invited the Company's shareholders to nominate persons to be elected as board members for the Annual General Meeting of Shareholders No. 1/2519 according to the criteria prescribed by the Company through the websites of the Stock Exchange of Thailand and the Company from 16 October 2018 to 15 January 2019. However, no one nominated persons to be elected as the Company directors.

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

1. Reappointing Mr. Preecha Oonchitti and Mrs. Sunantha Tiasuwan, directors due to leave their tenures at the conclusion of his term, back to become independent directors of the Company for another term.

2. Reappointing Dr. Chatchawin Charoen-Rajapark and Mr.Tinnawat Mahatharadol, directors due to leave their tenures, back to become directors of the Company for another term.

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.

During election, the abovementioned four directors left the meeting room for the shareholders to cast their votes independently.

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 277 to represent 3,346,190,876 shares or 66.63 percent of total shares.

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

1. Mr. Preecha Oonchitti and Mrs. Sunantha Tiasuwan, directors due to leave their tenures at the conclusion of his term, were reappointed to become independent directors of the Company for another term.
2. Dr. Chatchawin Charoen-Rajapark and Mr.Tinnawat Mahatharadol, 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. Preecha Oonchitti

Votes Cast	No. of Shareholders	No. of Votes Cast	Percentage
Approval	276	3,346,190,476	100
Dissention	1	400	0
Abstention	-	-	-
Bad Ballots	-	-	-
Total	277	3,346,190,876	100

(2) Mrs. Sunantha Tiasuwan

Votes Cast	No. of Shareholders	No. of Votes Cast	Percentage
Approval	276	3,346,190,476	100
Dissention	1	400	0
Abstention	-	-	-
Bad Ballots	-	-	-
Total	277	3,346,190,876	100

(3) Dr. Chatchawin Charoen-Rajapark

Votes Cast	No. of Shareholders	No. of Votes Cast	Percentage
Approval	277	3,346,190,876	100
Dissention	-	-	-
Abstention	-	-	-
Bad Ballots	-	-	-
Total	277	3,346,190,876	100

(4) **Mr. Tinnawat Mahatharadol**

Votes Cast	No. of Shareholders	No. of Votes Cast	Percentage
Approval	277	3,346,190,876	100
Dissention	-	-	-
Abstention	-	-	-
Bad Ballots	-	-	-
Total	277	3,346,190,876	100

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

- | | | | |
|-----|----------------|------------------|---|
| 1. | Mr. Anand | Panyarachun | Chairman and Independent Director |
| 2. | Mr. Verapan | Theepsuwan | 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 | Director and Executive Director |
| 9. | Mr. Pongpinit | Tejagupta | Director |
| 10. | Mr. Nuttawit | Bunyawat | Director and Executive Director |
| 11. | Mr. Tinnawat | Mahatharadol | Director and Executive Director |
| 12. | Mr. Paiboon | Wongjongjaiharn | Director |

Agenda Item 6: Consideration on Setting Remuneration for the Board of Directors for 2019

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

The 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, which is equivalent to that of 2018. For the remunerations to be paid in 2019, 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. 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.

Since no shareholders 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 278 to represent 3,346,371,304 shares or 66.63 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 2019 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	276	3,345,632,204	99.98
Dissention	2	748,100	0.02
Abstention	-	-	-
Bad Ballots	-	-	-
Total	278	3,346,371,304	100

Agenda Item 7: Consideration for the Appointment of the Company's Auditor for 2019 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.

The 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. Chayapon Suppasethanon, Certified Public Accountant No. 3972, or Mrs. Gingkarn Atsawarangsalit, Certified Public Accountant No. 4496, Miss Pimjai Manitkachornkit, Certified Public Accountant No. 4521, or Miss Summana Panpongsanon, Certified Public Accountant No. 5872 of EY Office Company Limited, to become the Company's auditor for the 2019 accounting period as well as to set the auditor's remunerations to not exceed 1,335,000 baht.

Since no shareholders had any questions, 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 approve the appointment of Mr. Chayapon Suppasethanon, Certified Public Accountant No. 3972, or Mrs. Gingkarn Atsawarangsalit, Certified Public Accountant No. 4496, Miss Pimjai Manitkachornkit, Certified Public Accountant No. 4521, or Miss Summana Panpongsanon, Certified Public Accountant No. 5872 of EY Office Company Limited to become the Company's auditor for the 2019 accounting period and to set the auditor's remunerations to not exceed 1,335,000 baht. The meeting passed the resolution by a unanimous votes of shareholders present and cast at the meeting as follows:

Votes Cast	No. of Shareholders	No. of Votes Cast	Percentage
Approval	278	3,346,371,304	100
Dissention	-	-	-
Abstention	-	-	-
Bad Ballots	-	-	-
Total	278	3,346,371,304	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.

A shareholder present at the meeting asked about the measure to retain or upgrade the revenues of the Company as the managing director said in an interview that there would be new projects to be launched this year.

Dr. Torsak Lertsrisakulrat explained that the Company is still earning revenues from the projects which are under the process of sales and transfers, such as Star View and Nara 9 projects, although they were almost at the end, and Amber project whose transfer was 50% complete in the previous year, and will be transferred as this year's revenue. As a result, 1-2 years ago, the Company started developing more projects, including horizontal ones, such as Estara Pattanakarn 20 project for shorter business cycles,

enabling transfers to be started at the end of this year, which will supplement the revenue of real estates for sales. Meanwhile, for projects in Rayong, more projects were launched last year, which received good feedback from customers, and there was backlog which serves as revenue. For new projects to be launched at the end of this year in Rayong, there will be two horizontal projects expected to generate partial revenues for the Company. The Company also has rental business or other supplementary revenues which have been planned ahead.

A shareholder present at the meeting asked how many projects could be closed last year.

Dr. Torsak Lertsrisakulrat explained that the Star Estate Pattanakarn 69 project could be closed last year, and four more projects are expected to be closed this year.

A shareholder present at the meeting asked if Star View project has been closed as it has been open for many years.

Dr. Torsak Lertsrisakulrat explained that Star View project has come to the end of the project and he would like to clarify that the Company policy is to make profits for the shareholders, not sales to close projects. The Company tries to retain the prices to suit the market mechanism, and there few units left for sales. The Company plans to close the project this year.

A shareholder present at the meeting asked whether the dividends paid to shareholders next year will be higher as this year's rate is 0.02 baht while last year was 0.05 baht.

Mr. Anand Panyarachun explained that real estate companies are different from companies manufacturing general products. There might be various predictable factors, but cannot be so specific. The Company has the policy prescribed by the board of directors and executives ensuring that the operation will be carried out as best as possible. The Company started paying dividends 2-3 years ago, and it aims to retain dividend payment every year.

Since the meeting attendees 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-_____ Meeting Chairman

(Mr. Anand Panyarachun)

Signed _____-Signature-_____ Meeting Recorder

(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. Jessada Promjart

Type of nominated director	Independent director	
Age	58 years	
Nationality	Thai	
Education	Bachelor of Accountancy Thammasat University Master of Accountancy Thammasat University	
Training Program	<ul style="list-style-type: none">- Cyber Resilience Leadership Workshop conducted by The Bank of Thailand (8 July 2019)- IIA International Conference Program in California in 2019 The Institute of Internal Auditor- IIA International Conference Program in Dubai in 2018 The Institute of Internal Auditor- IIA International Conference Program in Sydney in 2017 The Institute of Internal Auditor- IIA International Conference Program in New York in 2016 The Institute of Internal Auditor- Advanced Audit Committee Program (AACP), Class 25/2017 The Institute of Directors (IOD)- Corporate Governance for Directors and Top Executives Program of the Public Director Institute (PDI), Class 14 King Prajadhipok's Institute- Ethical Leadership Program (ELP), Class 5/2016, The Institute of Directors (IOD)- Public Administration and Law for Executives Program, Class 12, King Prajadhipok's Institute- Strategic Management in Corruption Prevention and Suppression Program for Chief Executive Officers, Class 1, Office of the National Anti-Corruption Commission- TCLA Executive Development Program (EDP), Class 9, Thai Listed Companies Association- Company Secretary Program (CSP), Class 7/2004, The Institute of Directors (IOD)- Director Certification Program (DCP), Class 45/2004, Institute of Directors (IOD)- Telecommunication Management Program, Faculty of Engineering, Chulalongkorn University	

Current Positions in Other Organizations

- | | | |
|---|--------------|---|
| • Listed companies | -None- | |
| • Non-listed companies | 2019-Present | Director and Audit Committee Chairman
AMR Asia Co., Ltd. |
| | 2019-Present | Capital Market Competitiveness
Development Subcommittee
The Office of Securities and Exchange
Commission |
| | 2018-Present | Director and Executive Director of
YSS (Thailand) Co., Ltd. |
| | 2017-Present | Audit Committee
Chulabhorn Royal Academy |
| | 2016-Present | Director and Audit Committee,
Expressway Authority of Thailand |
| | 2015-Present | Director and Audit Committee,
Government Savings Bank |
| | 2015-Present | Supervisory Committee on Color
Television Joint Operation Contract
between MCOT Public Company
Limited and Bangkok Entertainment
Public Company Limited |
| | 2015-Present | Supervisory Committee on Contract of
Privileges to Utilize Shopping Centers in
the Triangle in Phahon Yothin area
between the State Railway of Thailand
and Central Inter Development Co., Ltd. |
| | 2015-Present | Executive Director for the construction
of the extension of Chulabhorn Hospital
and HRH Princess Chulabhorn College
of Medical Science |
| • 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

- | | |
|------------------------|--------|
| • Listed companies | -None- |
| • Non-Listed companies | -None- |

Additional information to consider the election of Independent Director

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

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. Mr. Titiwut Soukpornchaikul

Type of nominated director	Executive Director
Age	58 years
Nationality	Thai
Education	Master of Business Administration (MBA) Chulalongkorn University Bachelor of Economic Thammasat University Bachelor of Accounting Sukhothai Thammathirat University
Training Program	- Company Secretary Program (CSP) - Executive Development Program (EDP) Class 6 - Advanced Audit Committee Program (AACP) Class 23 And has been approved by the Office of the Securities and Exchange Commission as the regulator under the Notification of the Office of the Securities and Exchange Commission regarding the approval of the Financial Advisor and the scope of business of B.E. 2552
Current Position in the Company	Executive Director
Years of Directorship	14 years. (2006 - Present)
Meeting Attendance in the year 2019	5 times of total 5 times of the Board of Directors Meeting.
Number of Shares held in the Company as at 31 December 2019	-None-
Current Position in Other Organizations	
• Listed companies	-None-

• Non-listed companies	April 2007 - Present	Director Eastern Star Laisun New World Co.,Ltd
	2006 - Present	Executive Director Eastern Star Resort Co.,Ltd
	2006 - Present	Director Supper Asset Co.,Ltd
	2003 - Present	Accounting-Finance Manager BBTV Equity Co.,Ltd
• Other organizations that may cause any conflict of interests to the Company	2006 - Present	Director Supper Asset Co.,Ltd The Real Estate Business
	2003 - Present	Accounting-Finance Manager BBTV Equity Co.,Ltd The office building business for rent and shareholding in various companies

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

- Listed companies -None-
- Non-Listed companies -None-

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. Mr. Paiboon Wongjongjaiharn

Type of nominated director	Director
Age	55 years
Nationality	Thai
Education	Bachelor of Electrical Engineering (Honors) King Mongkut's University of Technology North Bangkok Senior Electrical Engineer of The Engineering Institute of Thailand Under His Majesty The King's Patronage Professional Electrical Engineer (Power) of Council of Engineer Associate Electrical Engineer (Telecom) of Council of Engineer
Training Program	<ul style="list-style-type: none">- Director Accreditation Program (DAP) Class 66/2007- Building Energy Conservation (The Department of Alternative Energy Development and Efficiency under The Ministry of Energy) Class 18/1996- Building Electrical Design and Installation Standard Code For Energy Conservation (The Department of Alternative Energy Development and Efficiency under The Ministry of Energy) Class 1/1997- Person Responsible for Energy in Building (The Department of Alternative Energy Development and Efficiency under The Ministry of Energy) Class 1/2003
Current Position in the Company	Director
Years of Directorship	13 years. (2007 - Present)
Meeting Attendance in the year 2019	5 times of total 5 times of the Board of Directors Meeting.
Number of Shares held in the Company as at 31 December 2019	-None-

Current Position in Other Organizations

- | | | |
|---|----------------|---|
| • Listed companies | -None- | |
| • Non-listed companies | 2007 - Present | Director
Eastern Star Laisun New World Co.,Ltd |
| | 2003 - Present | Executive Director
Eastern Star Resort Co.,Ltd |
| | 1994 - Present | Executive Director
BBTV Equity Co.,Ltd |
| • 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

- | | |
|------------------------|--------|
| • Listed companies | -None- |
| • Non-Listed companies | -None- |

Definition of Independent Directors

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

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 2018 and 2019

Names		Position	Remuneration (Baht)	
			2018	2019
1	Mr.Anand Panyarachun	Chairman of the Board	1,440,000.00	1,440,000.00
2	Mr.Veraphan Teepsuwan ^{*1}	Vice Chairman of the Board	600,000.00	250,000.00
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.Paiboon Wongjongjaiharn	Director	600,000.00	600,000.00
7	Mr.Pongpinit Tejagupta	Director	600,000.00	600,000.00
8	Mr.Chatchawin Charoen-Rajapark	Chairman of the Executive Committee	840,000.00	840,000.00
9	Mr.Titiwut Soukpornchaikul	Executive Director	720,000.00	720,000.00
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.Torsak Lertsrisakulrat	Managing Director	-	-
Total			9,000,000.00	8,650,000.00

Remark ^{*1} Mr. Veraphan Teepsuwan passed away on 14 May 2019.

Enclosure 5*(supporting documents for the consideration of Agenda 6)***Details of Monetary Remunerations for the Board of Directors in 2019**

Name	Board of Directors	Audit Committees	Executive Committees	Nomination and Remuneration Committees	Total Remuneration (Baht)
1. Mr.Anand Panyarachun	1,440,000	-	-	-	1,440,000
2. Mr.Veraphan Teepsuwan	250,000	-	-	-	250,000
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.Paiboon Wongjongjaihan	600,000	-	-	-	600,000
7. Mr.Pongpinit Tejagupta	600,000	-	-	-	600,000
8. Mr.Chatchawin Charoen-Rajapark	600,000	-	240,000	-	840,000
9. Mr.Titiwut Soukpornchaikul	600,000	-	120,000	-	720,000
10. Mr.Tinnawat Mahatharadol	600,000	-	120,000	-	720,000
11. Mr.Nuttawit Boonyawat	600,000	-	120,000	-	720,000
12. Mr.Torsak Lertsrisakulrat	-	-	-	-	-
Total					8,650,000

Other Director Remunerations : -None-

Monetary Remunerations for Executives : 14 peoples for 27,398,402 Baht Total,
including salaries and annual bonuses for 2019.

Other Remunerations for Executives : 871,595 Baht total in provident fund deposits.

Articles of association of Eastern Star Real Estate Public Company Limited
related the Ordinary General Meeting of Shareholders No. 1/2020

Chapter 4 Board of Directors

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

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

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

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

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

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

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

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

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

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

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

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

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

Chapter 5 Shareholders' Meeting

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

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

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

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

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

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

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

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

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

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

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

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

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

Chapter 6 Accounting, Finance, Auditing

- Clause 40** The accounting year of the Company shall commence and end on the 1st of January and 31st of December respectively.
- Clause 41** The Company shall arrange for the preparation and maintenance of the accounts, including the auditing of the accounts under the relevant laws. The Company shall also prepare the Balance Sheet and the Profit and Loss Accounts at least once in twelve-month period, which is the accounting year of the Company.
- Clause 42** The Board of Directors shall arrange for the preparation of the Balance Sheet and the Profit and Loss Accounts at the end of the accounting year of the Company to be submitted to the Shareholders at the Annual General Meeting for approval. In this regard, the Board of Directors must arrange for the auditors to complete the audit of such Balance Sheet and the Profit and Loss Accounts before submission to the Shareholders' Meeting.
- Clause 43** The Board of Directors shall send the following documents to the shareholders together with the notice of the Annual General Meeting:-
- (1) Copy of the Balance Sheet and the Profit and Loss Accounts already audited by the auditor(s), together with the Audit Report of the auditor(s),
 - (2) Annual Report of the Board of Directors.
- Clause 44** No dividend shall be made out of other money than from the profits. In case the Company has an accumulated loss, no dividend shall be distributed.
- The dividends shall be distributed in accordance with the number of shares, in equal amount for each share.
- The Board of Directors may distribute interim dividends to the shareholders periodically when it considers that the Company has sufficient profits to do as such, and it shall report the same to the subsequent Shareholders' Meeting.
- The payment of dividends shall be made within one month from the date the Shareholders' Meeting or the Board of Directors has resolved, as the case may be. In this regard, it is required to send a written notice to the shareholders and publish the notice of the payment of dividends in the newspaper.
- Clause 45** The Company must allocate a portion of the annual net profit as reserve fund in the amount of not less than 5% of the annual net profit less the accumulated loss carried forwards (if any), until this reserve fund shall reach the amount of not less than 10% of the registered capital.
- Clause 46** The auditor must not be director, officer, employee, or person holding any position in the Company.
- Clause 47** The auditor shall be empowered to audit the accounts, documents and other evidences relating to the income and expense, including the assets and liabilities of the Company during the Company working hours. In this regard, he/she shall have the authority to inquire the directors, officers, employees, persons holding any position in the Company, and representatives of the Company, including to request said persons to give an explanation or send documents relating to the business operations of the Company.
- Clause 48** The auditor shall have the duty to attend at every Shareholders' Meeting which is held to consider the Balance Sheet, Profit and Loss Accounts, and problems

relating to the accounting of the Company, in order to explain the auditing of the accounts to the shareholders. The Company is required to also send to the auditor(s) the report and documents of the Company which the shareholders should receive in such Shareholders' Meeting.

**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.

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	74 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	1987 - 1990	Director of Assets and Liabilities Management, Kasikorn Bank Public Company Limited
	1990 - 1993	Senior Director of Assets and Liabilities Management, Kasikorn Bank Public Company Limited
	1993 - 1997	Assistant Managing Director, Kasikorn Bank Public Company Limited
	1997 - 2001	Vice President, Kasikorn Bank Public Company Limited
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	Agenda 6	To consider the fixing of the remuneration to the Board of Directors for the year 2019.
Special Interest in any agenda	-None-	

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	70 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.
Special Interest in any agenda	-None-	

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	69 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> <div>1970 – 1972</div> <div>Assistant Accountant, Freeman Ritchie & Co. (Chartered Accountant & Trustee) Raymond Building, Gray's Inn, London, WC1R 5D2, England</div> </div> <div> <div>1972-1978</div> <div>Head of Administration, Pranda Design Ltd., Partnership.</div> </div> <div> <div>1978-1998</div> <div>Finance Manager, Artico Crafts Co., Ltd.</div> </div> <div> <div>1986-1992</div> <div>Accounting and Finance Manager, Pranda Jewelry Co., Ltd.</div> </div> <div> <div>1993-1997</div> <div>Director and Vice Chairman of Finance, Pranda Jewelry Public Company Limited</div> </div> <div> <div>1993-1995</div> <div>Director, The Listed Companies Association</div> </div> <div> <div>1995-2005</div> <div>Director, Secretary-General The Listed Companies Association</div> </div> <div> <div>2005-2009</div> <div>Director, Vice President, The Listed Companies Association</div> </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
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.
Special Interest in any agenda	-None-	

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. 1/2020, to be held on 30 July 2020, 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

Duty Stamp

20.- Baht

Proxy Form

Written at _____

Date _____ Month _____ Year _____

(1) I/We _____ Nationality _____

Residing at No. _____ Road _____ Sub-district _____

District _____ Province _____ Postal Code _____

(2) as a shareholder of **Eastern Star Real Estate Public Company Limited**,

holding a total number of _____ shares and having voting rights equivalent to _____ vote(s),
as follows:

☐ Ordinary share _____ share(s) having voting rights equivalent to _____ vote(s)

☐ Preferred share _____ share(s) having voting rights equivalent to _____ vote(s)

(3) hereby authorize either one of the following persons

☐ (1) _____ Age _____ Years

Residing at No. _____ Road _____ Subdistrict _____

District _____ Province _____ Postal code _____ **or**

☐ (2) Mr. Preecha Oonchitti, Independent Director and Chairman of the Audit Committee, age 74 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 70 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 69 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. 1/2020 to be held on 30 July 2020 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.1/2019

☐ (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 2 To acknowledge the performance results of the Board of Directors for the previous year and the Annual Report for the year 2019.

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 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 4 To consider and approve the appropriation of profits and the non-payment of dividends for the performance results of the fiscal 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 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. Jessada Promjart
 - ☐ Approve ☐ Disapprove ☐ Abstain
 - (2) Director's Name : Mr. Titiwut Soukpornchaikul
 - ☐ Approve ☐ Disapprove ☐ Abstain
 - (3) Director's Name : Mr. Paiboon Wongjongjaiharn
 - ☐ Approve ☐ Disapprove ☐ Abstain
 - ☐ The Board of Directors of the Company shall comprise 11 members
 - ☐ Approve ☐ Disapprove ☐ Abstain

Agenda 6 To consider the fixing of the remuneration to the Board of Directors for the year 2020.

- ☐ (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 2020 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.1/2020 to be held on 30 July 2020 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 อีสเทอร์น สตาร์ เรียล เอสเตท จำกัด (มหาชน)
being a shareholder of Eastern Star Real Estate Public Company Limited,

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

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

(2) ขอมอบฉันทะให้

Hereby grant

☐ _____ อายุ _____ ปี
age years

อยู่บ้านเลขที่ _____ ถนน _____ ตำบล/แขวง _____
Residing at No. Road Sub-district

อำเภอ/เขต _____ จังหวัด _____ รหัสไปรษณีย์ _____
District Province Postal Code

หรือ ☐ นายปรีชา อุ่นจิตติ กรรมการอิสระและประธานกรรมการตรวจสอบ อายุ 74 ปี
or Mr. Preecha Oonchitti, Independent Director and Chairman of the Audit Committee, age 74 years

อยู่บ้านเลขที่ 51/32 ซอยสุขุมวิท 23 (ประสามมิตร) 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 70 ปี
or Mr. Somrit Srithongdee, Independent Director and Audit Committee, age 70 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 69 ปี
or Mrs. Sunanta Tiasuwan, Independent Director and Audit Committee, age 69 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.

คนหนึ่งคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ครั้งที่ 1/2563 ในวันที่ 30 กรกฎาคม 2563 เวลา 14.00 น. ณ โรงแรมอินเตอร์คอนติเนนตัล กรุงเทพมหานคร ห้องแพลททินัม 1 ชั้นล็อบบี้ 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.1/2020, to be held on 30 July 2020, 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 1/2562

Agenda 1. To adopt the Minutes of Ordinary General Meeting of Shareholders of the Company No. 1/2019.

- ☐ (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 ☐ จดออกเสียง
Approve Disapprove Abstain

- ☐ วาระที่ 2. พิจารณารับทราบผลการดำเนินงานของคณะกรรมการในรอบปีที่ผ่านมาและรายงานประจำปี 2562

Agenda 2. To Acknowledge the performance results of the Board of Directors for the previous year and the Annual Report for the year 2019.

- ☐ วาระที่ 3. พิจารณานุมัติงบแสดงฐานะการเงินและงบกำไรขาดทุนเบ็ดเสร็จของบริษัทประจำปีสิ้นสุดวันที่ 31 ธันวาคม 2562

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 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 ☐ จดออกเสียง
Approve Disapprove Abstain

- ☐ วาระที่ 4. พิจารณานุมัติการจัดสรรเงินกำไรและการงดจ่ายเงินปันผลสำหรับผลการดำเนินงานประจำปี 2562

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

☐ การเลือกตั้งกรรมการทั้งชุด

Election of all directors.

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐ จดออกเสียง

Abstain

☐ การเลือกตั้งกรรมการเป็นรายบุคคล

Election of each director.

(1) ชื่อกรรมการ : นายเจษฎา พรหมจาด

Director's Name : Mr. Jessada Promjart

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐ จดออกเสียง

Abstain

(2) ชื่อกรรมการ : นายจิตติวุฒิ สุขพรชัยกุล

Director's Name : Mr. Titiwut Soukprachai

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐ จดออกเสียง

Abstain

(3) ชื่อกรรมการ : นายไพบูลย์ วงศ์จงใจหาญ

Director's Name : Mr. Paiboon Wongjongjaiham

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐ จดออกเสียง

Abstain

☐ กำหนดให้คณะกรรมการของบริษัทประกอบด้วยกรรมการจำนวน 11 คน

The Board of Directors of the Company shall comprise 11 members

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐ จดออกเสียง

Abstain

☐ วาระที่ 6. พิจารณากำหนดค่าตอบแทนให้แก่คณะกรรมการประจำปี 2563

Agenda 6. To consider the fixing of the remuneration to the Board of Directors for the year 2020.

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐ จดออกเสียง

Abstain

☐ วาระที่ 7. พิจารณาแต่งตั้งผู้สอบบัญชีของบริษัทประจำปี 2563 และกำหนดค่าตอบแทน

Agenda 7. To consider the appointment of the auditors of the Company for the fiscal year 2020 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

Approve

☐ ไม่เห็นด้วย

Disapprove

☐ จดออกเสียง

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) ในกรณีที่ข้าพเจ้าไม่ได้รับความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

กิจการใดที่ผู้รับมอบฉันทะได้กระทำให้ในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะ ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

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

ลงชื่อ _____ ผู้มอบฉันทะ
Signed (_____) Grantor

ลงชื่อ _____ ผู้รับมอบฉันทะ
Signed (_____) Proxy

ลงชื่อ _____ ผู้รับมอบฉันทะ
Signed (_____) Proxy

ลงชื่อ _____ ผู้รับมอบฉันทะ
Signed (_____) Proxy

หมายเหตุ/Remarks

- 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:
(1) หนังสือมอบอำนาจจากผู้ถือหุ้นให้คัสโตเดียน (Custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบฉันทะแทน
Power of attorney from the shareholders authorizes a custodian to sign the Proxy Form on behalf of the shareholder
(2) หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทนได้รับอนุญาตประกอบธุรกิจ คัสโตเดียน (Custodian)
Confirmation Letter to certify that the signer in the Proxy Form have a permit to act as a Custodian
- 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.
- ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น 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.

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค.

Annex to the Proxy Form C.

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท อีสเทอร์น สตาร์ เรอัล เอสเตท จำกัด (มหาชน)

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

ในการประชุมสามัญผู้ถือหุ้นครั้งที่ 1/2563 ในวันที่ 30 กรกฎาคม 2563 เวลา 14.00 น. ณ โรงแรมอินเตอร์คอนติเนนตัล กรุงเทพมหานคร ห้องแพลททินัม 1 ชั้นลوبيบี้ เลขที่ 973 ถนนเพลินจิต แขวงลุมพินี เขตปทุมวัน กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

At the Ordinary General Meeting of Shareholders No.1/2020, to be held on 30 July 2020, 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.

<input type="checkbox"/> วาระที่	เรื่อง
Agenda	Subject
<input type="checkbox"/> (ก)	ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(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
(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

<input type="checkbox"/> วาระที่	เรื่อง
Agenda	Subject
<input type="checkbox"/> (ก)	ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(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
(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

<input type="checkbox"/> วาระที่	เรื่อง
Agenda	Subject
<input type="checkbox"/> (ก)	ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(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
(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

<input type="checkbox"/> 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

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



