

Invitation to the Shareholders for Ordinary General Meeting of
Shareholders of the Company No.1/2021

Eastern Star Real Estate Public Company Limited



Thursday 17 June 2021 at 14.00 hrs.

At

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

by meeting via electronic media (E-AGM)

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No. ESTAR/BKK/LEGAL/032/2021

28 May 2021

Subject : Invitation to attend the Ordinary General Meeting of Shareholders of the Company No. 1/2021.

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. 1/2020.

2. Annual Report for the fiscal year 2020, the Statements of Financial Position and the Statements of Comprehensive Income and the Auditor's Report as at 31 December 2020 (in QR Code).

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

4. Definition of Independent Director.

5. Remuneration amount paid to the Board of Directors of the Company in the year 2020.

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

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

8. Proxy Form A Form B and Form C.

9. Practice Guideline for the E-AGM

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

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

Pursuant to the resolution passed by the Board of Directors of Eastern Star Real Estate Public Company Limited, the Ordinary General Meeting of Shareholders of the Company No. 1/2021 is newly called on 17 June 2021, at 14.00 hrs., at the office of the Company, No. 898 Ploenchit Tower, 5th Floor, Ploenchit Road, Lumpini Sub-district, Patumwan District, Bangkok Metropolis, by meeting via electronic media (E-AGM) to consider the matters under the following agenda:

Agenda 1 **To adopt the Minutes of Ordinary General Meeting of Shareholders of the Company No. 1/2020.**

Background Information: The Ordinary General Meeting of Shareholders of the Company No. 1/2020 was held on 30 July 2020, 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. 1/2020 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. 1/2020, which was held on 30 July 2020.

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 2020.

Background Information: The report of the performance results of the Board of Directors of the Company for the previous year 2020 appeared in the Annual Report for the fiscal year 2020 ([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 2020 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 2020.

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 2020, which have been audited by the Auditor of the Company and have been reviewed by the Audit Committee as shown in the Annual Report for the fiscal year 2020 ([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 2020.

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

Agenda 4 To approve the appropriation of profits and to acknowledge the payment of interim dividends for the performance results of the fiscal year 2020.

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 2020, the Company has the net profits from its performance in the amount of 188,515,976.71 Baht. And the single financial statements of the Company show the net profit from its performance in the amount of 239,865,415.41 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 12,000,000 Baht and the Board of Directors of the Company has approved the payment of interim dividends for the performance results of the fiscal year 2020 to the Shareholders of the Company in the amount of 5,022,246,185 shares, at the rate of 0.01 Baht per share, totaling 50,222,461.85 Baht, by fixing the names of Shareholders who are entitled to receive dividends on 10 May 2021 (Record Date) and the Company has paid the dividends on 25 May 2021.

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 12,000,000 Baht and to acknowledge the payment of interim dividends for the performance results of the fiscal year 2020 to the Shareholders of the Company in the amount of 5,022,246,185 shares, at the rate of 0.01 Baht per share, totaling 50,222,461.85 Baht, by fixing the names of Shareholders who are entitled to receive dividends on 10 May 2021 (Record Date) and the Company has paid the dividends on 25 May 2021.

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

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

Background Information: In compliance with Section 71 of the Public Limited Companies Act B.E. 2535 and Article 15 of the Company's Articles of Association, which stipulate that one-third of the Directors are required to retire from office every year, whereby the Directors who have been in the longest term in office are required to retire by rotation. But they are entitled to be re-elected to resume the positions of the Directors of the Company. The Company has 11 Directors in total. Therefore, there are four Directors who are required to retire from offices by rotation in this occasion, as follows:

1. Mr. Anand	Panyarachun	Chairman and Independent Director
2. Mr. Pongpinit	Tejagupta	Vice Chairman
3. Mr. Nattawit	Boonyawat	Director and Executive Committee
4. Dr. Torsak	Lertsrisakulrat	Managing Director

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

- (1) Re-election of Mr. Anand Panyarachun, who shall be retired by rotation in this occasion, to his office as Director and the Independent Director of the Company for another period.
- (2) Re-election of Mr. Pongpinit Tejagupta, Mr. Nattawit Boonyawat and Dr. Torsak Lertsrisakulrat, 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 2021 in accordance with the criteria as specified by the Company on the website of SET and the Company from 16 October 2020 to 15 January 2021. It appears that there were no shareholders nominating the person(s) to be considered and elected as director(s) of the Company.

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

- (1) Re-election of Mr. Anand Panyarachun, who shall be retired by rotation in this occasion, to his office as Director and the Independent Director of the Company for another period.
- (2) Re-election of Mr. Pongpinit Tejagupta, Mr. Nattawit Boonyawat and Dr. Torsak Lertsrisakulrat, 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 2021.

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. 1/2020 held on 30 July 2020, it approved for the Company to pay 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 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	2020	2019	2018
Amount approved by the Shareholders meeting (Baht)	9,500,000	9,500,000	9,500,000
Attendance Fees paid to Board of Directors (Baht)	7,175,000*	8,650,000	8,990,000

Remark* : According to the resolution of the Board of Directors meeting No. 5/2020, the remuneration of the Company's directors shall be reduced. At a rate of 25 percent, with effect from June to December 2020

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 2021 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 2020.

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 2021 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 2021 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 2021 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 2021, due to it was considered that they are qualified under the regulations of the Office of Securities and Exchange Commission, having expertise in auditing, and have shown satisfactory performance with the details as follows:

<u>Auditor Names</u>	<u>CPA Registration No.</u>	<u>Years of continuous auditing for the Company</u>
1. Mrs. Gingkarn Atsawarangsalit	4496	1
2. Ms. Pimjai Manitkajohnkit	4521	0
3. Ms. Sumana Punpongsanon	5872	0
4. Mr. Chayapol Suppasedtanon	3972	2

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 2021	Year 2020	Year 2019
Audit Fee (Baht)	1,335,000	1,335,000	1,335,000
Increase (decrease) from the past year (Baht)	-	-	50,000
Equivalent to (%)	0	0	3.89

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 Mrs. Gingkarn Atsawarangsalit, Certified Public Accountant No. 4496, or Ms. Pimjai Manitkajohnkit, Certified Public Accountant No. 4521, or Ms. Sumana Punpongsanon, Certified Public Accountant No. 5872, or Mr. Chayapol Supposedtanon, Certified Public Accountant No. 3972 of EY Office Limited, as the Auditors of the Company for the fiscal year 2021, 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 2021 in accordance with the criteria as specified by the Company on the website of SET and the Company from 16 October 2020 to 15 January 2021. 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 24 February 2021.

The Ordinary General Meeting of Shareholders of the Company No. 1/2021 be in accordance with Articles of Association related to the Ordinary General Meeting of Shareholders details as shown in [Enclosure 6](#)

You are hereby invited to attend the meeting on the date and time specified above. For shareholders who wish to attend the meeting themselves or with proxies who the other person or the independent directors of the Company to be the proxies, whose names and details as shown in [Enclosure 7](#) via electronic media. The Company hereby prepares a Proxy Form A, a general and simple proxy form, and a Proxy Form B which clearly specifies certain items and authority to be delegated to the proxy. In addition, there is Proxy Form C, applicable to foreign shareholders who make an appointment of a custodian in Thailand. in [Enclosure 8](#). Please fill out the box in front of the name of the person you wish to appoint as your proxy to attend the meeting and vote on your behalf, and sign your name in the proxy form. With the Practice Guideline for the E-AGM details as shown in [Enclosure 9](#) Please fill out the box in Registration Form for the Electronic Annual General Meeting of Shareholders (E-AGM) in [Enclosure 10](#). Please send this completely- filled Registration Form for the Electronic Annual General Meeting of Shareholders (E-AGM) and attach identification documents for verification. In case of authorizing a proxy to attend the meeting are required to Proxy and Supporting documents Authorize to The Company by 15 June 2021, at 12:00 hrs.

The Company has fixed the names of Shareholders who are entitled to attend the Ordinary General Meeting of Shareholders of the Company No. 1/2021, on 28 May 2021 (Record Date).

Should the Shareholders have any questions or inquiries concerning the matter in any agenda which the Shareholders wish to request the Board of Directors to explain at the meeting, please submit your questions in advance via electronic media in [Enclosure 11](#) to the Company by 15 June 2021, at 12:00 hrs.

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.estarpcpl.com.

Enclosure 1*(supporting documents for the consideration of Agenda 1)***Eastern Star Real Estate Public Company Limited****Minutes to Annual General Meeting of Shareholders No. 1/2020****Time and Venue**

The meeting took place on 30 July 2020 at 2:40 p.m. at the Intercontinental Hotel, Bangkok, Platinum Room 1, Lobby Floor, 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 55 of the Company's shareholders were currently in attendance at the meeting either in person or through a proxy to represent a total of 3,327,075,221 shares from the total of 5,022,246,185 shares, or 66.25 percent of total shares, which constitutes 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. Pongpinit	Dechakup	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
			Chairman of the Recruitment and Remuneration Consideration Committee
6.	Dr. Chatchawin	Charoen-Rajapark	Director and Board of Executives Chairman
7.	Dr. Torsak	Lertsrisakulrat	Managing Director
8.	Mr. Thitiwut	Sukhapornchaikul	Director and Executive Director
9.	Mr. Nattawit	Boonyawat	Director and Executive Director
10.	Mr. Tinnawat	Mahatharadol	Director and Executive Director
11.	Mr. Paiboon	Wongchongchaihan	Director

Since the Company's board of directors is composed of 11 members, all were present at the meeting, which accounts for 100%.

Furthermore, Mrs. Kingkan Assawarangsarit, 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 sufficient number of shareholders was present at the meeting in person and by proxy to constitute the meeting quorum as required by the Company's regulations. The chairman then declared the Annual General Meeting of Shareholders No. 1/2020 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. 1/2019

The chairman moved for the meeting to evaluate the minutes to Annual General Meeting of Shareholders No. 1/2019 on 30 April 2019, 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 61 to represent 3,327,707,946 shares, or 66.26 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. 1/2019 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	61	3,327,707,946	100
Dissention	-	-	-
Abstention	-	-	-
Bad Ballots	-	-	-
Total	61	3,327,707,946	100

Agenda item 2 Consideration of Acknowledgement of the Activities of the Board of Directors over the Past Year and Annual Report of 2019

The chairman announced to the meeting that the performance of the board of directors for the year 2019 was already compiled in the Company's annual report that had already been delivered to the shareholders along with their meeting invitation letters. Furthermore, the board of directors presented videos and images of various projects the Company was operating in Bangkok and at Ban Chang, Rayong, for the shareholders to consider. Afterwards, the chairman assigned Dr. Torsak Lertsrisakulrat,

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

Dr. Torsak Lertsrisakulrat, the Managing Director, as the representative of the board of directors reported the Company's performance over the past year to the meeting, which was divided into three parts, including sales, revenues, and profits:

(1) The Company's 2019 sales for real estate accounted for 1,624 million baht, with a decrease of 46% compared to 2018, which was at 3,037 million baht.

(2) The Company's 2019 revenue from sales of real estate accounted for 1,273 million baht, with a decrease of 21% compared to 2018, which was at 1,620 million baht.

In 2017, the total revenue was as high as 2,516 million baht as a result of big projects – Nara 9 Project and Star View Project. At that time, the Company used its existing land and sought new land for developing new projects. Therefore, in 2018, the Company could launch an 8-storey condominium project for the first time with great success, resulting in sales of 3,037 million baht in 2018, and it continuously planned for further development. However, as in 2019, the growth of the condominium market slowed down, the Company adjusted its plan and slowed down new projects. Consequently, in 2019, the sales accounted for 1,624 million baht. Regarding revenues, as it took 2-3 years for each condominium project development cycle to realize the revenues, the revenues of such projects were scheduled to be realized in the second quarter of the year 2020. At present, some revenues have been realized. Based on this reason, 3 years ago, the Company expanded more businesses in low-rise markets both in Bangkok and Rayong in order to generate continuous revenues for the Company. This was evident in the revenue from real estate development in Rayong, which accounted for 404 million baht in the previous year. In addition, some revenue out of 869 million baht from projects in Bangkok came from low-rise projects such as Estara Pattanakarn 20, which is expected to generate continuous revenue in 2020, along with a high-rise project like Qunitara Sukhumvit 42, which is under the transfer process.

(3) The Company's net profit in 2019 accounted for 57 million baht, a decrease of 54% compared to 2018, as there were investments and expenses in new projects with unrealized revenues.

Overall, in 2019, there were 6 projects in Bangkok, 4 projects in Rayong, and 5 closed projects, so the operations were successful. In 2020, there are 9 projects under operations.

In 2019, projects in Bangkok and Rayong were categorized as follows: (1) high-end market at 5 million baht or over, (2) middle market between 3-5 million baht, and (3) low-end market at 3 million baht or lower. Last year, the projects that were closed included high-end projects like Nara 9 Project, Star View Project, Hamlet 3 Project, Vintage 3 Project; low-end projects like Sintavee Garden 2 Project, and low-end Amber Project is expected to be closed within this year.

For 2020, the positive factors are low interest rates, more flexible LTV measures, and EEC, which started to see the outcomes, especially for Highway No. 7, with an exit at U Taphao Airport, which is only 2 kilometers away from the entrance of Eastern Star Country Club, and the extension of sky trains in Bangkok area, which provides for convenience and further development. Meanwhile, the challenges of this year is the impacts from the COVID-19 pandemic, which has greatly affected the economy, resulting in loss of public confidence to spend money; high household debts; banks' stricter loan granting criteria; high competitions in real estate businesses after the situations of COVID-19 got better. The strategies in 2020 that the Company is focusing on include those in business, such as cash flow management by maintaining the balance between earnings and expenses, releasing ready-to-live projects to close projects, converting backlogs into revenues as much as possible, opening sales and constructing projects by taking into account market conditions and situations, retaining strategies with the focus on developing projects with the price range between 3-7 million baht, targeting the "real demand" group, expanding projects which are not too large into prime locations in order to reduce risks, increasing land value in the golf course in Rayong by improving its images and sports club. As for customers, the Company will develop projects to meet the demands of customers by applying the "24Hrs" concept in the organization and will support the internal operations continuously in order to enhance work efficiency, upgrade products & service quality, and ensure timely delivery.

In 2020, new projects in prime locations in Bangkok have been opened for sales, including Quintara Kynett Rachada 12 Project and Quintara Phume Sukhumvit 39 Project, and the projects in Rayong include Breeze at Eastern Star Foresto Project and Grand Velana Project.

In early 2018, the Company submitted an application for a certificate from Private Sector Collective Action Coalition against Corruption (CAC). The Company evaluated itself and answered 71 questions to CAC on 16 August 2019, and CAC informed the Company that it did not pass the evaluation and a certification could not be issued to the Company. CAC found two points missing, which were (1) the assessment of risks of corruption related to government agencies, and (2) practical internal control measures to handle risks of corruption. The Company proposed two following solutions:

1. With regard to the assessment of risks of corruption related to government agencies, the Company would present clear operation processes and preventive measures.
2. With regard to a lack of practical internal control to handle risks of corruption, the Company would assign an auditor to evaluate the prescribed guidelines.

The Company plans to apply for a certificate from CAC again in late 2020.

Mr. Wicha Chorprompan proposed to the Company's board of directors that a trip of 40-50 shareholders to visit Rayong projects should be organized, and the Company's performance along with project development opportunities should be presented. The Company may collect 500 baht from each shareholder for the trip, and it should be a one-day trip with the purpose to promote better understanding of the business.

Since no shareholders had further questions, the chairman moved for the meeting to acknowledge the board of directors' performance in 2019 along with the 2019 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 2019

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

For clear explanations and understanding of the financial statements (consolidated financial statements) of 2019 as opposed to 2018, some similar items were adjusted and put in the same group, and some important items of assets were explained in terms of changes and reasons as follows:

(1) Cash and cash equivalents and others means cash and cash equivalents, as well as investments in low-risk funds accounted for 202 million baht in 2019, a decrease of 65 million baht or 24% from 2018.

(2) In the real estate business, there are 2 major assets:

Item 1 Real state under development and developed real estate in 2019 accounted for 5,444 million baht, an increase of 1,663 million baht or 44% from 2018 with the reasons as follows:

(2.1) The cost of developing real estate and inventories, which consist of land, constructed houses, and houses under construction, inventories, interests, etc.

In 2019, it accounted for 4,234 million baht, with an increase of 1,640 million baht or 63% from 2018 because the Company purchased more land and constructed Quintara Sukhumvit 42 Project.

(2.2) Real estate for investments consisted of land for rent, such as leasing land to Lotus in Ban Chang, etc., houses and apartments for rent in Ban Chang, and possession of land to wait for an increase in asset value.

In 2019, it accounted for 1,210 million baht, with an increase of 23 million baht or 2% from 2018.

Item 2 Land and Improvements for development, which means the Company's land waiting for development

In 2019, it accounted for 1,400 million baht, with an increase of 9 million baht or 1% from 2018.

(3) Cost of acquiring customer contracts, which means commissions paid to brokers. For sales of the Company's real estate projects, it was formerly recorded as expenses in the profit and loss statements despite the fact that the Company had yet realized the revenues from sales of the real estate project, but the amount needed to be put as expenses in the profit and loss statement. According to the current accounting standard, it can be recorded as assets by putting it as the cost of acquiring customer contracts and can be deducted as expenses upon the Company's realization of the revenues in that particular project.

In 2019, it accounted for 131 million baht, with an increase of 38 million baht or 41% from 2018, mostly from Quintara Sukhumvit 42 Project.

(4) Land, buildings, and equipment

In 2019, it accounted for 457 million baht, with an increase of 52 million baht or 13% from 2018,

In 2019, the net asset was 7,780 million baht, with an increase of 1,689 million baht or 28% from 2018, mainly as a result of the Company's project launches and more construction of sales offices.

Regarding liabilities and shareholders' equity, it consists of the following:

(1) Liabilities, which can be divided into 2 parts as follows:

(1.1) Non-interest liabilities, which mostly consists of customers' down payment for buying projects, etc., which accounted for 726 million baht in 2019, with an increase of 123 million baht or 20% from 2018.

(1.2) Liabilities with interest, which accounted for 2,332 million baht in 2019, with an increase of 1,624 million baht or 229% from 2018.

(1.2.1) Short-term loan in 2019 accounted for 780 million baht, with an increase of 647 million baht or 485% from 2018

(1.2.2) Long-term loan in 2019 accounted for 1, 552 million baht, with an increase of 977 million baht or 170% from 2018 mainly due to the Company's application of loans for buying land and construction. However, in 2019, the Company repaid all the loans for Amber Project.

(2) Total liabilities in 2019 accounted for 3,058 million baht, with an increase of approximately 1,746 million baht or 133% from 2018.

(3) Retained loss in 2019 accounted for 126 million baht, with an increase of 51 million baht or 67% from 2018.

Although the Company had a net profit of 113 million baht, its retained loss increased by 51 million baht mainly due to

- 2019 net profit	52 million baht
- Less legal reserves	(3) million baht
- Less dividends for the 2018 performance but paid in 2019	(100) million baht
Total	(51) million baht

(4) Shareholders' equity in 2019 accounted for 4,610 million baht, with a decrease of 48 million baht or 1% from 2018.

The summary of the statement of comprehensive income (consolidated financial statement) of 2019 compared with 2018 is as follows: The revenues from sales, rents, and services in 2019 accounted for 1,373 million baht, with a decrease of 333 million baht from 2018, which was at 1,706 million baht, mainly because the realized revenue of Bangkok projects decreased by 577 million baht as the Company realized only the revenues from existing completed projects with a few units available, and the Company further realized the revenue of 230 million baht from Ban Chang Project. It was the first year the Company earned revenues from Ban Chang projects as high as 404 million baht.

The cost of sales, rents, and services in 2019 accounted for 953 million baht, with a decrease of 210 million baht from 2018, which was at 1,163 million baht.

The gross profit in 2019 accounted for 420 million baht, with a decrease of 123 million baht from 2018, which was at 543 million baht.

Other revenues in 2019 accounted for 27 million baht, with an increase of 13 million baht from 2018, which was at 14 million baht mainly because of forfeiture of customers' money.

The loss from transferring back due to reduction of property value in 2019 accounted for 29 million baht, with an increase of 27 million baht from 2018, which was at 2 million baht, mainly because the land values appraised by independent valuers were higher than the book value, which included the predetermined devalued amount.

The sales and administrative expenses in 2019 accounted for 399 million baht, with a decrease of 11 million baht from 2018, which was at 410 million baht with major reasons as follows:

- Increase in salaries due to the new law which provides compensation in case of terminating employees with the work experience over 20 years from compensating for 300 days in 2018 to 400 days in 2019

- Increased depreciation as more sales offices were constructed in line with the increasing number of projects in 2019, and amortization of sales offices due to cancelation of usage.

The financial expenses in 2019 were close to those of 2018 at 4 million baht despite the fact that much more loans were taken in 2019 mainly because generally for the real estate business, upon loan application, the interest will be recorded in two categories – assets for developing the project and expenses for administration.

The corporate income tax in 2019 accounted for 21 million baht, with a decrease of 11 million baht from 2018, which was at 32 million baht because of a decrease in the profit before income tax.

Regarding major financial ratios, profit per share (baht/share) in 2019 accounted for 0.01 baht, with a decrease of 0.01 baht from 2018, which was at 0.02 baht; the gross profit in 2019 accounted for 31%, with a decrease of 1% from 2018, which was at 32%; the net profit in 2019 accounted for 4%, with a decrease of 3% from 2018, which was at 7%; the net cash from operations in 2019 accounted for 260 million baht, with a decrease of 460 million baht from 2018, which was at 720 million baht; D/E ratio in 2019 accounted for 0.66 times, with an increase of 0.38 times from 2018, which was at 0.28 times; the book value per share (baht/share) in 2019 accounted for 0.92 baht, with a decrease of 0.01 baht from 2018, which was at 0.93 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 65 to represent 3,327,779,647 shares or 66.26% 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 2019 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	65	3,327,779,647	100
Dissent	-	-	-
Abstention	-	-	-
Bad Ballots	-	-	-
Total	65	3,327,779,647	100

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

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

The executive director informed the meeting as follows: In 2019, the Company's profit from performance as stated by the business-specific financial statement was 56,956,743 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 of 2,850,000 baht as legal reserves. In addition, as the company needed to maintain the cash flow in response to possible incidents arising from the coronavirus 2019 pandemic, the Company's board of directors resolved that the matter be proposed in the shareholders' meeting to consider canceling payment of dividends for performance in 2019 to the Company's shareholders.

Mr. Wicha Chorprompan, shareholder: He said that from the explanations of the 2019 performance showing the Company's profit of 52 million baht with no payment of dividends, he agreed with this decision as liquidity needed to be maintained under the current situation. He further asked how much legal reserves should be and whether the Company had such the amount.

Mr. Thitiwut Sukhapornchaikul: He explained that every year the Company needed to have legal reserves of 5% until it reached 10% of the registered capital and that the Company did not achieve such the amount at the moment.

Chairman: He added that the Company felt sorry for the impacts from COVID-19, which was beyond the Company's control. Although the Company made some profits, it needed to set aside some money to facilitate the Company's liquidity and needed to cancel payment of dividends this year. However, the Company's board of directors realized that they needed to push the Company towards financial stability and ensure that it would be able to yield consistent return to its shareholders. The Company's board of directors and management team worked hard under the current situation, and the salaries of the management team has been reduced from April and of the board of directors from June onwards based on a voluntary basis until the situation got better. However, the Company had no policy to reduce work hours or breaks from work. Finally, the chairman thanked the Company's board of directors and the management team for their sacrifice and asked the shareholders to be confident in the Company's operations.

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

Resolution: After the meeting had deliberated on the matter, the meeting passed a resolution to allocate 2,850,000 baht of the Company's profit as legal reserves and to cancel payment of dividends for the Company's performance in 2019 to shareholders as the company needed to maintain the cash flow in response to possible incidents arising from the coronavirus 2019 pandemic. 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	65	3,327,779,647	100
Disapproval	-	-	-
Abstention	-	-	-
Bad Ballots	-	-	-
Total	65	3,327,779,647	100

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

The chairman assigned Mrs. Sunantha Tiasuwan, Chairman of the Recruitment and Remuneration Consideration Committee, to explain the details about this agenda item to the meeting for consideration. The Chairman of the Recruitment and Remuneration Consideration Committee 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. Veerapan Theepsuwan who passed away during the term
2. Mr. Somrit Srithongdee
3. Mr. Thitiwut Sukhapornchaikul and
4. Mr. Paiboon Wongchongchaihan

The Company had invited the Company's shareholders to nominate persons to be elected as board members for the 2020 Annual General Meeting of Shareholders according to the criteria prescribed by the Company through the websites of the Stock Exchange of Thailand and the Company from 1 October 2019 to 31 December 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) Appointing Mr. Jessada Promjad as a new independent director of the Company to replace Mr. Somrit Srithongdee, the independent director who served the full term
- (2) Reappointing Mr. Thitiwut Sukhapornchaikul and Mr. Paiboon Wongchongchaihan, directors due to leave their tenures at the conclusion of his term, back to become independent directors of the Company for another term.
- (3) Determining that the Company's board of directors shall consist of 11 directors without appointing any person to fill the position of Mr. Veerapan Theepsuwan, who passed away during the term and was due to leave his tenure at the conclusion of this 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.

In addition, before today's meeting, the directors nominated as directors to replace the directors leaving their tenures at the conclusion of term informed the chairman that upon reaching the agenda on electing directors, they would leave the meeting room for the shareholders to cast their votes independently.

The chairman asked the two directors whose tenures ended at the conclusion of term to leave the meeting room.

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

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

- (1) Mr. Jessada Promjad was appointed as a new independent director of the Company.
- (2) Mr. Thitiwut Sukhapornchaikul and Mr. Paiboon Wongchongchaihan, directors due to leave their tenures, were reappointed to become directors of the Company for another term.
- (3) It was determined that the Company's board of directors would consist of 11 directors.

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. Jessada Promjad

Votes Cast	No. of Shareholders	No. of Votes Cast	Percentage
Approval	65	3,327,779,647	100
Dissention	-	-	-
Abstention	-	-	-
Bad Ballots	-	-	-
Total	65	3,327,779,647	100

(2) Mr. Thitiwut Sukhapornchaikul

Votes Cast	No. of Shareholders	No. of Votes Cast	Percentage
Approval	65	3,327,779,647	100
Dissention	-	-	-
Abstention	-	-	-
Bad Ballots	-	-	-
Total	65	3,327,779,647	100

(3) Mr. Paiboon Wongchongchaihan

Votes Cast	No. of Shareholders	No. of Votes Cast	Percentage
Approval	65	3,327,779,647	100
Dissention	-	-	-
Abstention	-	-	-
Bad Ballots	-	-	-
Total	65	3,327,779,647	100

(4) Determination that the Company's board of directions would consist of 11 directors

Votes Cast	No. of Shareholders	No. of Votes Cast	Percentage
Approval	65	3,327,779,647	100
Dissention	-	-	-
Abstention	-	-	-
Bad Ballots	-	-	-
Total	65	3,327,779,647	100

Hence, the Company's board of directors consist of the 11 following individuals:

- | | | | |
|-----|----------------|------------------|---|
| 1. | Mr. Anand | Panyarachun | Chairman and Independent Director |
| 2. | Mr. Pongpinit | Dechakup | Vice Chairman |
| 3. | Mr. Preecha | Oonchitti | Independent Director and Audit Committee Chairman |
| 4. | Mr. Jessada | Promjad | 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. Thitiwut | Sukhapornchaikul | Director and Executive Director |
| 9. | Mr. Nattawit | Bunyawat | Director and Executive Director |
| 10. | Mr. Thinawat | Mahatharadol | Director and Executive Director |
| 11. | Mr. Paiboon | Wongchongchaihan | Director |

Agenda Item 6: Consideration on Setting Remuneration for the Board of Directors for 2020

The chairman assigned Mrs. Sunantha Tiasuwan, Chairman of the Recruitment and Remuneration Consideration Committee, 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. For the remunerations to be paid in 2020, 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.

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 2020 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	65	3,327,779,647	100
Dissention	-	-	-
Abstention	-	-	-
Bad Ballots	-	-	-
Total	65	3,327,779,647	100

Agenda Item 7: Consideration for the Appointment of the Company's Auditor for 2020 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. Sopon Poemsiriwanlop, Certified Public Accountant No. 3182, or Miss Pimjai Manitchachornkit, Certified Public Accountant No. 4521, or Miss Summana Panpongsanon, Certified Public Accountant No. 5872, or Mr. Chayapon Suppasetthanon, Certified Public Accountant No. 3972, or Mrs. Kingkan Assawarangsarit, Certified Public Accountant No. 4496, of EY Office Company Limited, to become the Company's auditor for the 2020 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. Sopon Poemsiriwanlop, Certified Public Accountant No. 3182, or Miss Pimjai Manitchachornkit, Certified Public Accountant No. 4521, or Miss Summana Panpongsanon, Certified Public Accountant No. 5872, or Mr. Chayapon Suppasetthanon, Certified Public Accountant No. 3972, or Mrs. Kingkan Assawarangsarit, Certified Public Accountant No. 4496, of EY Office Company Limited, to become the Company's auditor for the 2020 accounting period as well as to set the auditor's remunerations to not exceed 1,335,000 baht. The meeting passed the resolution by unanimous votes of shareholders present and cast at the meeting as follows:

Votes Cast	No. of Shareholders	No. of Votes Cast	Percentage
Approval	65	3,327,779,647	100
Dissention	-	-	-
Abstention	-	-	-
Bad Ballots	-	-	-
Total	65	3,327,779,647	100

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

Mr. Kasem Akanesuwan, shareholder: He expressed his opinion that the Company should consider reducing the number of shares by repurchasing shares from the Stock Exchange of Thailand to adjust the ratio of the shareholders to better suit the current revenue or future growth.

Chairman: He said he acknowledged the proposal and would propose it for consideration of those in charge.

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 3:35 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. Anand Panyarachun**

Type of nominated director	Director and Independent Director	
Age	89 years	
Nationality	Thai	
Education	Bachelor of Laws (honor) University of Cambridge	
Current Position in the Company	Chairman of the Board	
Years of Directorship	29 years (1992 - Present)	
Meeting Attendance in the year 2020	10 times of total 11 times of the Board of Directors Meeting.	
Number of Shares held in Eastern Star Real Estate Public Company Limited as at 31 December 2020	4,000,000 Ordinary shares or 0.08% of all votable shares	
Present Positions in other company		
• Listed companies	-None-	
• Non-listed companies	2019 - Present	Chairman of the Board of Directors C.A.S. Holding Group
	2006 - Present	Consultant Chevron Asia South Ltd.
	1996 - Present	UNICEF ambassador in Thailand
Position of Director / Management in 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-

Supporting Details for Independent Director Election

- Family relationship with executives or major shareholder of the company or its subsidiaries
- None -
- Relationship with the company / Subsidiaries / Joint Venture that could lead to conflicts at present
- None –
- Significant business relationship that could lead to underperformance
- 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. Pongpinit Tejagupta**

Type of nominated director Director

Age 66 years

Nationality Thai

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



Training Program - Anti - Corruption for Executive Program (ACEP) Class 7/2013
 - How to Develop a Risk Management Plan (HRP) Class 4/2013
 - Chartered Director Class (CDC) Class 7/2013
 - Role of the Compensation Committee (RCC) Class 14/2012
 - Role of The Nomination and Governance Committee (RNG)
 Class 2/2012
 - The Board's Roles in Merger & Acquisitions (M & A) year 2011
 - Monitoring Fraud Risk Management (MFM) Class 2/2010
 - Monitoring of The Quality of Financial Reporting (MFR)
 Class 10/2010
 - Monitoring The Internal Audit Function (MIA) Class 7/2010
 - Monitoring The System of Internal Control and Risk Management
 (MIR) Class 9/2010
 - Financial Institutions Governance Program (FGP) Class 1/2010
 - Successful Formulation & Execution of Strategy (SFE) Class 7/2010
 - Advanced Audit Committee Program (ACP) Class 30/2010
 - Director Certification Program (DCP) Class 126/2009
 - Directors Accreditation Program (DAP) Class 71/2008

Current Position Vice Chairman
in the Company

Years of Directorship 6 years (2015 - Present)

Meeting Attendance 11 times of total 11 times of the Board of Directors Meeting.
in the year 2020

Number of Shares
held in Eastern Star Real
Estate Public Company
Limited as at 31 December
2020

-None-


Present Positions in other
company

• Listed companies	2003 – 2018 2018 – Present	Director Independent Director and Member of Audit Committee Allianz Ayudhya Assurance Pcl.
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• Non-listed companies	-None-
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Position of Director / Management in other organizations that may cause any conflict of interests to the Company	-None-
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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. Nuttawit Boonyawat**

Type of nominated director	Executive Director	
Age	59 years	
Nationality	Thai	
Education	Master of Science Abilene Christian University Texas, USA. Bachelor of Economics University of the Thai Chamber of Commerce (UTCC)	
Training Program	Senior Executive Program (SEP 9) Sasin	
Current Position in the Company	Executive Director	
Years of Directorship	6 years (2015 - Present)	
Meeting Attendance in the year 2020	11 times of total 11 times of the Board of Directors Meeting. 5 times of total 5 times of the Executive Directors Meeting.	
Number of Shares held in Eastern Star Real Estate Public Company Limited as at 31 December 2020	-None-	
Present Positions in other company		
• Listed companies	-None-	
• Non-listed companies	2010 – Present	Director Grand Larn Luang Co., Ltd
	2015 – Present	Director Home Sukhumvit Co., Ltd.
	2017 - Present	Executive Director Eastern Star Resort Co., Ltd
Position of Director / Management in other organizations that may cause any conflict of interests to the Company	-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

4. Dr.Torsak Lertsrisakulrat

Type of nominated director	Executive Director	
Age	45 years	
Nationality	Thai	
Education	Ph.D. in Engineering Tokyo Institute of Technology (TIT) Master of Engineering The Asian Institute of Technology (AIT) Bachelor of Engineering (Honors) Chulalongkorn University	
Training Program	Director Certification Program (DCP) Class 252/2018	
Current Position in the Company	Managing Director	
Years of Directorship	5 year (2016 – Present)	
Meeting Attendance in the year 2020	11 times of total 11 times of the Board of Directors Meeting. 5 times of total 5 times of the Executive Directors Meeting.	
Number of Shares held in Eastern Star Real Estate Public Company Limited as at 31 December 2020	-None-	
Present Positions in other company		
• Listed companies	-None-	
• Non-listed companies	2017 - Present	Executive Director Eastern Star Resort Co., Ltd.
	2020 - Present	Director Eastern Star -Lai Sun-New World Co., Ltd.

(supporting documents for the consideration of Agenda 5)

Enclosure 4

Definition of Independent Directors

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

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

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

Eastern Star Real Estate Public Company Limited
Remuneration Amount paid to the Board of Directors of the Company
in comparison with year 2019 and 2020

Names		Position	Remuneration (Baht)	
			2019	2020* ¹
1	Mr.Anand Panyarachun	Chairman of the Board	1,440,000	1,230,000
2	Mr.Veraphan Teepsuwan* ²	Vice Chairman of the Board	250,000	-
3	Mr.Pongpinit Tejagupta	Vice Chairman of the Board	600,000	512,500
4	Mr.Preecha Oonchitti	Chairman of Audit Committee and member of Nomination and Remuneration Committee	960,000	820,000
5	Mr.Somrit Srithongdee* ³	Audit Committee and member of Nomination and Remuneration Committee	840,000	455,000
6	Mrs.Sunanta Tiasuwan	Chairman of Nomination and Remuneration Committee and Audit Committee	960,000	820,000
7	Mr. Jessada Promjart* ⁴	Audit Committee and member of Nomination and Remuneration Committee	-	262,500
8	Mr.Paiboon Wongjongjaiharn	Director	600,000	512,500
9	Mr.Chatchawin Charoen-Rajapark	Chairman of the Executive Committee	840,000	717,500
10	Mr.Tinnawat Mahatharadol	Executive Director	720,000	615,000
11	Mr.Titiwut Soukpornchaikul	Executive Director	720,000	615,000
12	Mr.Nuttawit Boonyawat	Executive Director	720,000	615,000
13	Mr.Torsak Lertsrisakulrat	Managing Director	-	-
Total			8,650,000	7,175,000

Remarks: *¹ The Meeting of the Board of Directors No. 5/2020 on 14 May 2020 was unanimous about reducing the remuneration of directors by 25 percent from June to December of 2020.

*² Mr.Veraphan Teepsuwan passed away on 14 May 2019.

*³ Mr.Somrit Srithongdee, Independent Director, Nomination and Remuneration Committee Chairman and Audit Director remained in his office until 30 July 2020.

*⁴ Mr.Jessada Promjart was appointed Independent Director, Nomination and Remuneration Committee Chairman and Audit Director on 30 July 2020.

Enclosure 5*(supporting documents for the consideration of Agenda 6)***Details of Monetary Remunerations for the Board of Directors in 2020**

Name	Board of Directors (Baht)*¹	Audit Committee (Baht)	Executive Committee (Baht)	Nomination and Remuneration Committee (Baht)	Total Remuneration (Baht)
1. Mr. Anand Panyarachun	1,230,000	-	-	-	1,230,000
2. Mr. Pongpinit Tejagupta	512,500	-	-	-	512,500
3. Mr. Preecha Oonchitti	512,500	205,000	-	102,500	820,000
4. Mr. Somrit Srithongdee* ²	325,000	65,000	-	65,000	455,000
5. Mrs. Sunantha Tiasuwan	512,500	102,500	-	205,000	820,000
6. Mr. Jessada Promjart* ³	187,500	37,500	-	37,500	262,500
7. Mr. Paiboon Wongjongjaiharn	512,500	-	-	-	512,500
8. Mr. Chatchawin Charoen-Rajapark	512,500	-	205,000	-	717,500
9. Mr. Tinnawat Mahatharadol	512,500	-	102,500	-	615,000
10. Mr. Titiwut Soukpornchaikul	512,500	-	102,500	-	615,000
11. Mr. Nuttawit Boonyawat	512,500	-	102,500	-	615,000
12. Mr. Torsak Lertsrisakulrat	-	-	-	-	-
Total					7,175,000

Remarks: *¹ The Meeting of the Board of Directors No. 5/2020 on 14 May 2020 was unanimous about reducing the remuneration of directors by 25 percent from June to December of 2020.

*² Mr. Somrit Srithongdee, Independent Director, Nomination and Remuneration Committee Chairman and Audit Director remained in his office until 30 July 2020.

*³ Mr. Jessada Promjart was appointed Independent Director, Nomination and Remuneration Committee Chairman and Audit Director on 30 July 2020.

Other Director Remuneration: None.

Monetary Remuneration for Executives: A total of 31,043,582 baht for 13 people.

Remuneration for Executives: Matching provident fund payments amounting to 837,190 baht.

Enclosure 6

Articles of association of Eastern Star Real Estate Public Company Limited
related the Ordinary General Meeting of Shareholders No. 1/2021

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.

Enclosure 7

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	75 years
Nationality	Thai
Address	51/32 Century Height Condo, Soi Sukhumvit 23 (Prasanmitr), Sukhumvit Rd., Kwaeng Klongtoey-Nua, Khet Wattana, Bangkok Metropolis, 10110
Education	Bachelor of Economics, Thammasat University
Work experience	<div>1987 - 1990 Director of Assets and Liabilities Management, Kasikorn Bank Public Company Limited</div> <div>1990 - 1993 Senior Director of Assets and Liabilities Management, Kasikorn Bank Public Company Limited</div> <div>1993 - 1997 Assistant Managing Director, Kasikorn Bank Public Company Limited</div> <div>1997 - 2001 Vice President, Kasikorn Bank Public Company Limited</div>
Current Position in the Company	Independent Director Chairman of the Audit Committee and Nomination and Remuneration Committee
Current Position in Other Organizations	2003 - Present Chairman of the Board, Eastern Star Resort Co., Ltd.
Position of Director / Management in other organizations that may cause any conflict of interests to the Company	-None-
Having interested agenda	Agenda 6 To consider the fixing of the remuneration to the Board of Directors for the year 2021.
Special Interest in any agenda	-None-

Enclosure 7

Information of Directors who are proposed to the shareholders for proxy

2. Mrs. Sunanta Tiasuwan

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



Age	70 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	<p>1970 – 1972 Assistant Accountant, Freeman Ritchie & Co. (Chartered Accountant & Trustee) Raymond Building, Gray's Inn, London, WC1R 5D2, England</p> <p>1972-1978 Head of Administration, Pranda Design Ltd., Partnership.</p> <p>1978-1998 Finance Manager, Artico Crafts Co., Ltd.</p> <p>1986-1992 Accounting and Finance Manager, Pranda Jewelry Co., Ltd.</p> <p>1993-1997 Director and Vice Chairman of Finance, Pranda Jewelry Public Company Limited</p> <p>1993-1995 Director, The Listed Companies Association</p> <p>1995-2005 Director, Secretary-General The Listed Companies Association</p> <p>2005-2009 Director, Vice President, The Listed Companies Association</p>
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 2021.
Special Interest in any agenda	-None-	

Enclosure 7

Information of Directors who are proposed to the shareholders for proxy

3. Mr. Jessada Promjart

Independent Director and Audit Committee and
Nomination and Remuneration Committee

Age	58 years
Nationality	Thai
Address	69/41 Moo 1 Talat Khwan Subdistrict Mueang Nonthaburi District Nonthaburi Province 11000
Education	Bachelor of Accountancy Thammasat University Master of Accountancy Thammasat University
Work experience	<div> <div>2016 - 2019</div> <div>Director and Member of Audit Committee IRPC Public Company Limited</div> </div> <div> <div>2015 - 2018</div> <div>Independent Director and Member of Audit Committee Nation Broadcasting Corporation Company Limited</div> </div> <div> <div>2016 - 2017</div> <div>Member of Executive Committee, Chukai Public Company Limited</div> </div> <div> <div>2014 - 2014</div> <div>Vice Chairman Seed MCOT Company Limited</div> </div> <div> <div>2013 - 2014</div> <div>Senior Executive Vice President and Acting for Chief Financial Officer MCOT Public Company Limited</div> </div> <div> <div>2011 - 2012</div> <div>Director True Vision Public Company Limited</div> </div> <div> <div>2009 - 2013</div> <div>Chief Financial Officer (CFO) MCOT Public Company Limited</div> </div> <div> <div>2009 - 2009</div> <div>Assistant Managing Director, Piyavate Hospital Public Company Limited</div> </div> <div> <div>2008 - 2015</div> <div>Director D Land Development Company Limited</div> </div> <div> <div>2008 - 2014</div> <div>Independent Director and Member of Audit Committee Chukai Public Company Limited</div> </div>
Current Position in the Company	Independent Director Audit Committee Nomination and Remuneration Committee

Current Positions in Other Organizations	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
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 2021.
Special Interest in any agenda	-None	

PROXY FORM

Stamp
Duty 20.- Baht

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. 1/2021, to be held on 17 June 2021, at 14.00 hrs., at the office of the Company, No. 898 Ploenchit Tower, 5th Floor, Ploenchit Road, Lumpini Sub-district, Patumwan District, Bangkok Metropolis, by meeting via electronic media (E-AGM) or at any adjournment thereof to any other date, time and venue.

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

Signed _____ Grantor

(_____)

Signed _____ Proxy

(_____)

Signed _____ Proxy

(_____)

Signed _____ Proxy

(_____)

Remarks

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

Duty Stamp 20.- Baht

Proxy Form

Written at _____

Date _____ Month _____ Year _____

(1) I/We _____ Nationality _____

Residing at No. _____ Road _____ Sub-district _____

District _____ Province _____ Postal Code _____

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

(3) hereby authorize either one of the following persons

☐ (1) _____ Age _____ Years

Residing at No. _____ Road _____ Subdistrict _____

District _____ Province _____ Postal code _____ **or**☐ (2) Mr. Preecha Oonchitti, Independent Director and Chairman of the Audit Committee, age 75 yearsResiding at No. 51/32 Soi Sukhumvit 23 (Prasanmitr), Sukhumvit Road, Kwaeng Klongtoey-nua,
Khet Wattana, Bangkok Metropolis. **or**☐ (3) Mr. Jessada Promjart, Independent Director and Audit Committee Member, age 60 yearsResiding at No. 69/41 Moo 1, Tambol Taladkwan, Amphur Muangnonthaburi, Nonthaburi
Province. **or**☐ (4) Mrs. Sunanta Tiasuwan, Independent Director and Audit Committee Member, age 70 yearsResiding 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. 1/2021 to be held on 17 June 2021, at 14.00 hrs., at the office of the Company, No. 898 Ploenchit Tower, 5th Floor, Ploenchit Road, Lumpini Sub-district, Patumwan District, Bangkok Metropolis, by meeting via electronic media (E-AGM) or at any adjournment thereof to any other date, time and venue.

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

Agenda 1 To adopt the Minutes of Ordinary General Meeting of Shareholders of the Company No.1/2020☐ (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 2 To acknowledge the performance results of the Board of Directors for the previous year and the Annual Report for the year 2020.**

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 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 4 To approve the appropriation of profits and to acknowledge the payment of interim dividends for the performance results of the fiscal 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 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. Anand Panyarachun
- ☐ Approve ☐ Disapprove ☐ Abstain
- (2) Director's Name : Mr. Pongpinit Tejagupta
- ☐ Approve ☐ Disapprove ☐ Abstain
- (3) Director's Name : Mr. Nattawit Boonyawat
- ☐ Approve ☐ Disapprove ☐ Abstain
- (4) Director's Name : Dr. Torsak Lertsrisakulrat
- ☐ Approve ☐ Disapprove ☐ Abstain

Agenda 6 To consider the fixing of the remuneration to the Board of Directors for the year 2021.

- ☐ (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 2021 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.

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.1/2021 to be held on 17 June 2021, at 14.00 hrs., at the office of the Company, No. 898 Ploenchit Tower, 5th Floor, Ploenchit Road, Lumpini Sub-district, Patumwan District, Bangkok Metropolis, by meeting via electronic media (E-AGM) or at any adjournment thereof to any other date, time and venue.

☐ Agenda_____Subject_____

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

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

☐ Approve ☐ Disapprove ☐ Abstain

☐ Agenda_____Subject_____

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

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

☐ Approve ☐ Disapprove ☐ Abstain

☐ Agenda_____Subject_____

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

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

☐ Approve ☐ Disapprove ☐ Abstain

☐ Agenda_____Subject_____

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

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

☐ Approve ☐ Disapprove ☐ Abstain

☐ Agenda_____Subject_____

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

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

☐ Approve ☐ Disapprove ☐ Abstain

Director's Name:_____

<input type="checkbox"/> Approve	<input type="checkbox"/> Disapprove	<input type="checkbox"/> Abstain
----------------------------------	-------------------------------------	----------------------------------

Director's Name:_____

<input type="checkbox"/> Approve	<input type="checkbox"/> Disapprove	<input type="checkbox"/> Abstain
----------------------------------	-------------------------------------	----------------------------------

Director's Name:_____

<input type="checkbox"/> Approve	<input type="checkbox"/> Disapprove	<input type="checkbox"/> Abstain
----------------------------------	-------------------------------------	----------------------------------

Director's Name:_____

<input type="checkbox"/> Approve	<input type="checkbox"/> Disapprove	<input type="checkbox"/> Abstain
----------------------------------	-------------------------------------	----------------------------------

Director's Name:_____

<input type="checkbox"/> Approve	<input type="checkbox"/> Disapprove	<input type="checkbox"/> Abstain
----------------------------------	-------------------------------------	----------------------------------

Director's Name:_____

<input type="checkbox"/> Approve	<input type="checkbox"/> Disapprove	<input type="checkbox"/> Abstain
----------------------------------	-------------------------------------	----------------------------------

Director's Name:_____

<input type="checkbox"/> Approve	<input type="checkbox"/> Disapprove	<input type="checkbox"/> Abstain
----------------------------------	-------------------------------------	----------------------------------

Director's Name:_____

<input type="checkbox"/> Approve	<input type="checkbox"/> Disapprove	<input type="checkbox"/> Abstain
----------------------------------	-------------------------------------	----------------------------------

Director's Name:_____

<input type="checkbox"/> Approve	<input type="checkbox"/> Disapprove	<input type="checkbox"/> Abstain
----------------------------------	-------------------------------------	----------------------------------

Director's Name:_____

<input type="checkbox"/> Approve	<input type="checkbox"/> Disapprove	<input type="checkbox"/> Abstain
----------------------------------	-------------------------------------	----------------------------------

Director's Name:_____

<input type="checkbox"/> Approve	<input type="checkbox"/> Disapprove	<input type="checkbox"/> Abstain
----------------------------------	-------------------------------------	----------------------------------

Director's Name:_____

<input type="checkbox"/> Approve	<input type="checkbox"/> Disapprove	<input type="checkbox"/> Abstain
----------------------------------	-------------------------------------	----------------------------------

Director's Name:_____

<input type="checkbox"/> Approve	<input type="checkbox"/> Disapprove	<input type="checkbox"/> Abstain
----------------------------------	-------------------------------------	----------------------------------

Director's Name:_____

<input type="checkbox"/> Approve	<input type="checkbox"/> Disapprove	<input type="checkbox"/> Abstain
----------------------------------	-------------------------------------	----------------------------------

Director's Name:_____

<input type="checkbox"/> Approve	<input type="checkbox"/> Disapprove	<input type="checkbox"/> Abstain
----------------------------------	-------------------------------------	----------------------------------

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 75 ปี
or Mr. Preecha Oonchitti, Independent Director and Chairman of the Audit Committee, age 75 years

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

หรือ ☐ นางสุนันทา เตียสุวรรณ กรรมการอิสระและกรรมการตรวจสอบ อายุ 70 ปี
or Mrs. Sunanta Tiasuwan, Independent Director and Audit Committee, age 70 years

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

หรือ ☐ นายเจษฎา พรหมจาด กรรมการอิสระและกรรมการตรวจสอบ อายุ 58 ปี
or Mr. Jessada Promjart, Independent Director and Audit Committee, age 58 years

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

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ครั้งที่ 1/2564 ในวันที่ 17 มิถุนายน 2564 เวลา 14.00 น. ณ สำนักงานของบริษัท เลขที่ 898 อาคารเพลินจิตทาวเวอร์ ชั้นที่ 5 ถนนเพลินจิต แขวงลุมพินี เขตปทุมวัน กรุงเทพมหานคร โดยเป็นการประชุมผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) 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.1/2021, to be held on 17 June 2021, at 14.00 hrs., at the office of the Company, No. 898 Ploenchit Tower, 5th Floor, Ploenchit Road, Lumpini Sub-district, Patumwan District, Bangkok Metropolis, by meeting via electronic media (E-AGM) or at any adjournment thereof to any other date, time and venue.

(3) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะเข้าร่วมประชุมและออกเสียงลงคะแนนในครั้งนี้ ดังนี้

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

- ☐ มอบฉันทะตามจำนวนหุ้นทั้งหมดที่ถือและมีสิทธิออกเสียงลงคะแนนได้

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

- ☐ มอบฉันทะบางส่วนคือ

Grant partial shares of

- ☐ หุ้นสามัญ _____ หุ้น และมีสิทธิออกเสียงลงคะแนนได้ _____ เสียง
Ordinary shares shares, and entitled to vote in the number of votes

- ☐ หุ้นบุริมสิทธิ _____ หุ้น และมีสิทธิออกเสียงลงคะแนนได้ _____ เสียง
Preference shares shares, and entitled to vote in the number of votes

รวมสิทธิออกเสียงลงคะแนนได้ทั้งหมด _____ เสียง

The total entitled number of votes accounts for _____ votes

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

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

- ☐ วาระที่ 1. พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้นของบริษัทครั้งที่ 1/2563

Agenda 1. To adopt the Minutes of Ordinary General Meeting of Shareholders of the Company No. 1/2020.

- ☐ (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 ☐ ไม่เห็นด้วย ☐ จดออกเสียง
Approve Disapprove Abstain

- ☐ วาระที่ 2. พิจารณารับทราบผลการดำเนินงานของคณะกรรมการในรอบปีที่ผ่านมาและรายงานประจำปี 2563

Agenda 2. To Acknowledge the performance results of the Board of Directors for the previous year and the Annual Report for the year 2020.

- ☐ วาระที่ 3. พิจารณานุมัติงบแสดงฐานะการเงินและงบกำไรขาดทุนเบ็ดเสร็จของบริษัทประจำปีสิ้นสุดวันที่ 31 ธันวาคม 2563

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 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 ☐ ไม่เห็นด้วย ☐ จดออกเสียง
Approve Disapprove Abstain

- ☐ วาระที่ 4. พิจารณานุมัติการจัดสรรเงินกำไรและรับทราบการจ่ายเงินปันผลระหว่างกาลสำหรับผลการดำเนินงานประจำปี 2563

Agenda 4. To approve the appropriation of profits and to acknowledge the payment of interim dividends for the performance results of the fiscal 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 ☐ ไม่เห็นด้วย ☐ จดออกเสียง
Approve Disapprove Abstain

- ☐ วาระที่ 5 พิจารณาเลือกตั้งกรรมการแทนกรรมการที่ต้องออกจากตำแหน่งตามกำหนดวาระ
Agenda 5. To consider the election of the directors in place of those retiring by rotation.

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- ☐ (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 ☐ ไม่เห็นด้วย ☐งดออกเสียง
Approve Disapprove Abstain
- ☐ การเลือกตั้งกรรมการเป็นรายบุคคล
Election of each director.
- (1) ชื่อกรรมการ : นายอานันท์ ปันยารชุน
Director's Name : Mr. Anand Panyarachun
- ☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง
Approve Disapprove Abstain
- (2) ชื่อกรรมการ : นายพงศ์พันธ์ เตชะคุปต์
Director's Name : Mr. Pongpinit Tejjagupta
- ☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง
Approve Disapprove Abstain
- (3) ชื่อกรรมการ : นายณัฐวิทย์ บุญยะวัฒน์
Director's Name : Mr. Nattawit Boonyawat
- ☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง
Approve Disapprove Abstain
- (4) ชื่อกรรมการ : ดร.ต่อศักดิ์ เลิศศรีสุกุลรัตน์
Director's Name : Dr. Torsak Lertsrisakulrat
- ☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง
Approve Disapprove Abstain

- ☐ วาระที่ 6. พิจารณากำหนดค่าตอบแทนให้แก่คณะกรรมการประจำปี 2564
Agenda 6. To consider the fixing of the remuneration to the Board of Directors for the year 2021.

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

- ☐ วาระที่ 7. พิจารณาแต่งตั้งผู้สอบบัญชีของบริษัทประจำปี 2564 และกำหนดค่าตอบแทน
Agenda 7. To consider the appointment of the auditors of the Company for the fiscal year 2021 and fixing of the remuneration.

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

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้อง และไม่ถือเป็นการลงคะแนนเสียงของผู้ถือหุ้น

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

(6) 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.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำให้ไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะ ให้ถือเสมือนว่าข้าพเจ้าได้กระทำให้เองทุกประการ

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.
- ในกรณีที่วาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น 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.

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การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท อีสเทอร์น สตาร์ เรียล เอสเตท จำกัด (มหาชน)
Grant of proxy as a shareholder of Eastern Star Real Estate Public Company Limited

ในการประชุมสามัญผู้ถือหุ้นครั้งที่ 1/2564 ในวันที่ 17 มิถุนายน 2564 เวลา 14.00 น. ณ สำนักงานของบริษัท เลขที่ 898 อาคารเพลินจิต ทาวเวอร์ ชั้นที่ 5 ถนนเพลินจิต แขวงลุมพินี เขตปทุมวัน กรุงเทพมหานคร โดยเป็นการประชุมผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

At the Ordinary General Meeting of Shareholders No.1/2021, to be held on 17 June 2021, at 14.00 hrs., at the office of the Company, No. 898 Ploenchit Tower, 5th Floor, Ploenchit Road, Lumpini Sub-district, Patumwan District, Bangkok Metropolis, by meeting via electronic media (E-AGM) or at any adjournment thereof to any other date, time and venue.

<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

Practice Guideline for the E-AGM and Proxy

1. For the case that shareholders would like to attend the E-AGM meeting

1.1 Please fill in the registration form for attending the E-AGM meeting (Attach No. 10). We would like you to indicate the e-mail address and your mobile phone number clearly for the registration for meeting. Moreover, please attach the copy of identity document to confirm the right in attending the E-AGM meeting as follows:-

- For shareholders who are natural person – copy of the identity person or copy of passport or copy of other documents issued by the government sector. These documents must not be expired. They must be signed as the true copy.
- For shareholders who are legal entity – Power of Attorney or Proxy with complete signature. Please include the documents according to the details titled “Documents for the Proxy” on the next page.

We would like to ask you to submit the registration form for the Electronic Annual General Meeting of Shareholder (E-AGM) and identity documents mentioned above to the company within June 15, 2021 at 12.00 hrs. through the following channels:-

- By Email : company_secretary@estarpcl.com or
- By Post : Mr. Pongsak Maison, Company Secretary at Eastern Star Real Estate Public Company Limited
No.898 Ploenchit Tower, 5th Floor, Ploenchit Road, Lumpini, Pathumwan, Bangkok, 10330

1.2 When the company receives the documents according to No. 1.1 from you, we will check the documents to confirm the right to attend the meeting. After passing the right checking, the company will send Username and Password as well as WebLink for accessing the E-AGM Meeting to you via e-mail.

Please keep the Username and Password as a secret. In case the Username and Password lose or you do not receive them within June 16, 2021, please inform the company immediately.

1.3 Please study the manual of the E-AGM Meeting that the company sends to you via e-mail carefully. The system will enable you to register 60 minutes in advance before the meeting starts. However, live broadcast of the meeting will start at 14.00 hrs. only.

1.4 For the voting during the E-AGM Meeting, you can vote for each agenda by casting the vote “Agree”, “Disagree” or “No Vote”. If you do not vote in any agenda, the system will count your vote as “Agree” automatically.

1.5 If you face the technical problems in using the E-AGM meeting before or while attending the meeting, please contact Quidlab Company Limited. The company offers the services in the company's E-AGM Meeting. The company will indicate the channel to contact Quidlab Company Limited in the email that we send the Username and Password to you.

Attachment 9

2. For the case that shareholders would like to give the proxy to others to attend the meeting

For shareholders who cannot attend the E-AGM Meeting, such shareholder can give the proxy to others or independent director as follows to attend and vote in the meeting on their behalf:-

- Mr. Preecha Oonchitti, Independent Director and Chairman of the Audit Committee, age 75 years

Residing at No. 51/32 Soi Sukhumvit 23 (Prasanmitr), Sukhumvit Road, Kwaeng Klongtoey-nua, Khet Wattana, Bangkok Metropolis.

- Mrs. Sunanta Tiasuwan, Independent Director and Audit Committee Member, age 70 years

Residing at No. 28 Soi Bangna-Trad 28, Bangna-Trad Road, Kwaeng Bangna, Khet Bangna, Bangkok Metropolis.

- Mr. Jessada Promjart, Independent Director and Audit Committee Member, age 58 years

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

(The Independent Directors above do not have any special interest which is different from other Directors in all agenda for the Annual General Meeting of Shareholder No. 1/2021)

We would like to ask the shareholders to fill in the information. Moreover, please sign your website www.estarpcl.com and submit the Proxy and Copy of Proxy (according to the information below) to the company on June 15, 2021 at 12.00 hrs. via the following channels:-

- By Email : company_secretary@estarpcl.com or
- By Post : Mr. Pongsak Maison, Company Secretary at Eastern Star Real Estate Public Company Limited
No.898 Ploenchit Tower, 5th Floor, Ploenchit Road, Lumpini, Pathumwan, Bangkok, 10330

Documents for ProxyShareholders appoint a proxy

1. Letter of Proxy with complete information and the signature of the principal and proxy and
2. Copy of Identify Card or copy of the passport that are not expired yet. Please sign the signature as true copy of principal and
3. Copy of Identify Card or copy of the passport that are not expired yet. Please sign the signature as true copy of proxy.

Legal entity appoint a proxy

1. Letter of Proxy with complete information and the signature of the ones who sign the signature that binds the company. We need the rubber stamp seal (if any) of the principal and the proxy and
2. Commercial Registration Certificate of the principal with the signature certify as true copy. This document must be issued not over 6 months before the shareholders meeting. and

Attachment 9

3. Copy of the identity person or copy of passport or copy of other documents. These documents must not be expired. They must be signed as the true copy by the person that binds the company. and

4. Copy of the identity person or copy of passport or copy of other documents. These documents must not be expired. These documents must be signed as true copy by the proxy.

Persons who are not Thai nationality or legal entity who register as foreigners

In case the documents or evidence are not in Thai or English version, the shareholders need to show the English translation. There must be the signature which certifies the translation by shareholders or have the authority to bind the legal entity of shareholders.

3. **Channels that shareholders can submit the suggestion or questions about the company and E-AGM Meeting agenda are as follows:-**

3.1 During the E-AGM Meeting, the shareholders are able to submit the suggestion or questions via E-AGM Meeting system

3.2 The shareholders can send the suggestion or questions to the company before the meeting day. They can submit the questions for the Electronic Annual General Meeting of Shareholder (E-AGM) (Attachment No. 11) with complete information to the company on **June 15, 2021 at 12.00 hrs.** via the following channel:-

- **By Email :** company_secretary@estarpcl.com or
- **By Post :** Mr. Pongsak Maison, Company Secretary at Eastern Star Real Estate Public Company Limited
No.898 Ploenchit Tower, 5th Floor, Ploenchit Road, Lumpini, Pathumwan, Bangkok, 10330

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

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

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

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

Province..... Postal Code..... Contact number.....

Shareholder's Register No. being a shareholder of Eastern Star Real Estate Public Company Limited, holding.....shares

I hereby confirm to attend the meeting and cast the votes in the E-AGM on Thursday, June 17, 2021. at 14.00 hrs. by

☐ Attend the E-AGM meeting by yourself and ask the company to send Username , Password and Web Link for attending the meeting to e-mail.....

☐ Appoint a proxy to Mr. / Mrs. / Miss.

Attend a meeting instead. And ask the company to send us your Usernam , Password and Web Link for attending the meeting to to the proxy at the e-mail

Signed Shareholder

(.....)

Signed Proxy holder

(.....)

Remark:

Please send completely- filled Registration Form for the Electronic Annual General Meeting of Shareholders (E-AGM) and attach identification documents for verification (as specified in the "Practice Guideline for the E-AGM" in Enclosure 10) to the company within June 15, 2021 at 12.00 hrs. through the following channels:-

- By Email : company_secretary@estarpcl.com or
- By Post : Mr. Pongsak Maison, Company Secretary at Eastern Star Real Estate Public Company Limited
No.898 Ploenchit Tower, 5th Floor, Ploenchit Road, Lumpini, Pathumwan, Bangkok, 10330

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

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

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

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

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

Contact number.....Shareholder's Register No.

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

Interest information (if any).....

.....

Making Inquiry

1)

.....

.....

2)

.....

.....

3)

.....

.....

Signed Shareholder

(.....)

Remark:

Please send completely- filled Making Enquiry in Advance Form for the Electronic Annual General Meeting of Shareholders (E-AGM) to the company within June 15, 2021 at 12.00 hrs. through the following channels:

- By Email : company_secretary@estarpcl.com or
- By Post : Mr. Pongsak Maison, Company Secretary at Eastern Star Real Estate Public Company Limited
No.898 Ploenchit Tower, 5th Floor, Ploenchit Road, Lumpini, Pathumwan, Bangkok, 10330

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