



Notice of the 2022 Annual General Meeting of the Shareholders

Golden Land Property Development Public Company Limited

Tuesday, 11 January 2022 at 14:00 hours

By Electronic Means (E-AGM)

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Remarks: The shareholders are able to download the notice of the Shareholder' Meeting and related documents from the Company's website at <https://investor.goldenland.co.th/home.html> from 27 December 2021.

- Translation -

Ref No. GL-013/2021

Registration No. 0107537002273

27 December 2021

Subject Invitation to the 2022 Annual General Meeting of the Shareholders

To The shareholders

Notice of the 2022 Annual General Meeting of the Shareholders

Reference is made to Board of Directors' Meeting No.1 FY2022 of Golden Land Property Development Public Company Limited (the "**Company**") which was held on Tuesday, 9 November 2021, and at which it was resolved to convene the 2022 Annual General Meeting of the Shareholders by electronic means ("**E-AGM**") on Tuesday, 11 January 2022, at 14:00 hrs.

Due to the situation of the outbreak of COVID-19, in order to prevent and reduce the chance of spreading of COVID-19 by not organizing activities that would gather a large number of people, the Company is deeply concerned about the health and safety of all the shareholders and the people who are involved in the organizing of the meeting. The Company has decided to conduct the E-AGM by electronic means and the Company shall comply with the laws and regulations related to the electronic meeting in all respects.

The shareholders are cordially invited to attend the 2022 Annual General Meeting of the Shareholders to consider matters in accordance with the following agenda items:

Agenda Item 1: To consider and certify the Minutes of the 2021 Annual General Meeting of Shareholders No. 28 held on 12 January 2021

Fact and Rationale: The Company prepared and posted the Minutes of the 2021 Annual General Meeting of Shareholders No. 28, which was held on 12 January 2021, on the Company's website at <https://investor.goldenland.co.th/home.html>, the details of which are enclosed hereto as Annex 2.

Board of Directors' opinion: It is considered appropriate to propose the Minutes of the 2021 Annual General Meeting of Shareholders No. 28, which was held on 12 January 2021, that the Board of Directors has deemed that it was made correctly to the Meeting of Shareholders for certification.

Number of votes required to pass a resolution: A majority vote of the shareholders attending the meeting and casting their votes.

Agenda Item 2: To acknowledge the Company's performance report as of 30 September 2021

Fact and Rationale: The Company has prepared performance report and material changes of the Company occurred in the fiscal year ended 30 September 2021, the details of which are described in the 2021 Annual Report enclosed hereto as Annex 3.

Board of Directors' opinion: It is considered appropriate to report the Company's performance and material changes occurred in the fiscal year ended 30 September 2021 to the Meeting of Shareholders for acknowledgement.

Number of votes required to pass a resolution: This agenda item is for acknowledgement; no voting is required.

Agenda Item 3: To consider and approve the audited financial statements for the year ended 30 September 2021

Fact and Rationale: In compliance with Section 112 of the Public Limited Companies Act B.E. 2535 (1992), including the amendment thereof, (the "Public Limited Companies Act") and Article 37 of the Company's Articles of Association which stipulate that the Board of Directors shall prepare the Company's balance sheet and income statement as at the end of each fiscal year of the Company, and shall propose to the Annual General Meeting of Shareholders for approval and shall arrange it to be audited by the Company's auditors before being proposed to the Meeting of Shareholders.

The financial statements for the fiscal year ended 30 September 2021 which have been audited and certified by the certified public accountant and the Board of Directors considered they are correct in accordance with the Financial Reporting Standards, the details of which are described in the 2021 Annual Report enclosed hereto as Annex 3.

Board of Directors' opinion: It is considered appropriate to propose the financial statements for the fiscal year ended 30 September 2021 which have been audited and certified by a certified public accountant and approved by and the Board of Directors to the Meeting of Shareholders for approval.

Number of votes required to pass a resolution: A majority vote of the shareholders attending the meeting and casting their votes.

Agenda Item 4: To consider and approve the allocation of profits for legal reserve and dividends payment for the fiscal year ended 30 September 2021

Fact and Rationale: The Company's policy is to pay dividends at a rate of not less than 50% of the Company's net profit after tax deduction and appropriation of reserved funds under the consolidated financial statements, depending on the investment plan, and the operational plan, financial status, as well as necessity and appropriateness in the future. The payment of dividends shall be approved by the Board of Directors and the shareholders as appropriate, except for the interim dividend payment which the Board of Directors has the authority to approve the payment and report to the next shareholders' meeting for acknowledgement, according to Article 39 of the Company's Articles of Association.

In the fiscal year 2021 ending 30 September 2021, the Company has a net profit of 637 Million based on to the consolidated financial statement. Under Section 116 of the Public Limited Companies Act and Article 40 of the Company's Articles of Association, the Company shall allocate not less than 5 percent of the annual net profit less the retained deficit brought forward (if any) as a legal reserve, until the legal reserve amount reaches not less than 10 percent of the Company's registered capital (approximately 1,103.76 Million Baht). The Company proposes to allocate 90 Million Baht for legal reserve. Subsequently, the Company shall have the legal reserve in the amount of 640 Million Baht.

After the allocation for legal reserve, the Company has sufficient amount of unappropriated net profit, retained earnings and adequate cash flows to distribute to shareholders as dividend. Considering Section 115 of the Public Limited Companies Act and Article 39 of the Company's Articles of Association, the Board of Directors has deemed it appropriated to propose to declare the 2021 dividend payment at the rate of 0.14 Baht per share for 2,323,720,000 ordinary shares, totaling 325.32 Million Baht. The dividend payment will be paid to the shareholders whose names are registered in the Shareholders' Registry on 22 December 2021 (Book Closing Date). The dividend payment date is scheduled on 9 February 2022. As dividend payment was paid from the profits which were subject to income tax of 20%, individual investors be entitled to use dividend tax credit for tax refund equivalent to the amount of dividend multiplied by 2/8.

Board of Directors' opinion: It is considered appropriate to propose the Meeting of Shareholders to approve the allocation of profits from the operational results of the fiscal year 2021 for legal reserve and dividend payment as follows:

- Allocate for legal reserve in the amount of 90 Million Baht.
- Allocate for dividend payment from the Company's operational results of the year 2021 at the rate of 0.14 Baht per share, approximately 325.32 Million Baht in total. The Company will pay dividends to the shareholders whose names appear in the Shareholders' Registry as of the Book Closing Date on 22 December 2021. The dividend payment date is scheduled for 9 February 2022.

The Board of Directors considered that the rate of dividend payment specified above is appropriate and complied with the Company's dividend policy, which is approximately 51 of the net profit for the fiscal year ended 30 September 2021 based on consolidated financial statements.

Number of votes required to pass a resolution: A majority vote of the shareholders attending the meeting and casting their votes.

Agenda Item 5: To consider and approve the election of directors replacing those being retired by rotation for the year 2022

Fact and rationale: In compliance with Section 71 of the Public Limited Companies Act and Article 17 of the Company's Articles of Association, one-third of the directors who remained in office for longest period shall retire at every Annual General Meeting of the Shareholders. In the The 2 directors who shall retire by rotation this year are as follows:

- | | |
|-------------------------------|----------|
| 1) Mr. Thanapol Sirithanachai | Director |
| 2) Mr. Withawat Koottatep | Director |

Board of Directors' opinion: The Board of Directors, without the participation of any of the directors having interests therein, deems it appropriate to propose that the Meeting of Shareholders approve that all these 2 directors are re-elected as the Company's directors for another term and to hold the same positions in the board, namely;

- 1) Mr. Thanapol Sirithanachai Director
- 2) Mr. Withawat Koottatep Director

Since all directors are equipped with good knowledge, experience and have adequate qualifications according to the Public Limited Companies Act, without any prohibited characteristics, have appropriate qualifications for the Company's business operation, and have duly performed their duties all along. Biographies and related information of the directors propose to be elected to be directors, position as director or management in other companies/businesses and also relations of the nominated persons have been sent to shareholders together with this Notice as Annex 5.

Number of votes required to pass a resolution: Persons who are elected to be directors will be those who receive the highest number of votes, in descending order, according to the number of directors who are to be elected.

Agenda Item 6: To consider and approve no directors' remuneration paid for the year 2022

Fact and rationale: As the Company voluntarily delisted the Company's shares from the Stock Exchange of Thailand. The board of directors of the Stock Exchange of Thailand regarding the delisting of the Stock Exchange of Thailand has ordered the delisting of the Company's shares from the Stock Exchange of Thailand with effect from 11 August 2020 onwards. The Company as well as Directors and the Management is no longer needed to comply with provision under Section 3/1 of the Securities and Exchange Act B.E. 2535. As for efficiency and appropriately management of business of the Company, the Board of Directors resolved to cease paying director's remuneration for the year 2022.

Board of Directors' opinion: The Board of Directors has considered it appropriate for the meeting of shareholders to approve not paying directors' remuneration for the year 2022.

Number of votes required to pass a resolution: Not less than two-thirds (2/3) of the shareholders who attend the meeting.

Agenda Item 7: To consider and approve the appointment of auditors and the determination of the audit fee for the year 2022

Fact and rationale: In accordance with Section 120 of Public Limited Companies Act and Article 41 of the Company's Articles of Association, the Annual General Meeting of Shareholders is required to appoint the Company's auditors and approve the audit fee annually.

Board of Directors' opinion: The Board of Directors has considered qualifications, biography, performance, continuity and efficiency of each auditor as well as the appropriateness of the audit fee for the year 2022 and considered it appropriate for the Meeting of Shareholders to approve the appointment of auditors and the determination of the audit fee as follows;

1. To appoint KPMG Phoomchai Audit Limited to be the Company's auditors consisting of the following persons;

1.Mr. Ekkasit Chuthamsatid	Certified Public Accountant No. 4195; or
2.Ms. Yuwanuch Thepsongvaj	Certified Public Accountant No. 5371; or
3.Ms. Vilaivan Pholrasert	Certified Public Accountant No. 8420; or
4.Ms. Kanokorn Phooriphanyawanit	Certified Public Accountant No. 10512; or
5.Ms. Nadsasin Wattanapaisal	Certified Public Accountant No. 10767

Any one of the auditors mentioned above would have the power to examine, prepare and sign audit reports. In consideration for appointing the auditors, the Board of Directors took into consideration the readiness, scope of services, audit fees together with the auditors' experience, independence without relationship and conflict of interest with the Company, subsidiaries, executives, major shareholders or their related persons, as well as audit process and audit continuity

2. To determine the audit fees to be not exceeding Baht 1,200,000 in total consist of;

The Company's yearly audit fee	Baht 600,000
The Company's quarterly review fee	Baht 600,000

The Company has paid the audit fees for the year 2019 – 2021 to KPMG Phoomchai Audit Limited for the reviewing and auditing the Company's Financial Statements. The audit fees for the year 2022 equals to the audit fee for the year 2021. In this regard, the audit fees for the year 2019 - 2021 are as follows;

Description	2021	2020	2019
Audit Fee (Unit: Baht)			
The audit fees of the Company	1,200,000	1,400,000	1,350,000

Number of votes required to pass a resolution: A Majority vote of the shareholders who attend the meeting and cast their votes.

Agenda Item 8: To consider other matters (if any)

The shareholders are cordially invited to attend the 2022 Annual General Meeting of the Shareholders on Thursday, 11 January 2022, at 14:00 hrs., by Electronic Means (E-AGM). For attending the E-AGM, the shareholders shall study the practice guidelines for attending the E-AGM i.e., registration/proxy method, attendance method, and voting as [Annex 1](#). The Company will conduct the meeting in accordance with the Company's articles of association as shown in [Annex 6](#).

Once the company review submitted documents and verify the name of the shareholder at Book Closing Date on 22 December 2021, Quidlab Co., Ltd., which is the meeting control system provider which has been certified by the Electronic Transaction Development Agency (ETDA) will send "Link", "Username", and "Password" for log in to the E-AGM through shareholder's registered email address.

In this regard, the Company has scheduled the Book Closing Date to suspend the share transfer registration, in order to collect the names of the shareholders who are entitled to attend the 2022 Annual General Meeting of the Shareholders from 22 December 2021 until the date of the 2022 Annual General Meeting of the Shareholders.

Sincerely yours,



Mr. Thanapol Sirithanachai

Director

Golden Land Property Development Public Company Limited

Annex 1

Guidelines for attending the 2022 AGM through Electronic Means (E-AGM)

1. Registration/Appointment of a proxy method for attending the E-AGM

1.1 Shareholders or Proxy (In the event that the shareholder is unable to attend the E-AGM) shall fill in the registration form to attend the E-AGM and submit related documents through Pre-Registration System at <https://tsth.foqus.vc/registration/> or Scan QR code. Please submit the registration form and related documents to the Company from 27 December 2021 until 11 January 2022 at 13.30 hrs.



1.2 After entering the Pre-Registration System through the Link or QR code as clause 1.1, fill in the information as required by the system as follows;

- Shareholder's Registration No.
- ID card /Passport/ Company No.
- Email address (Please note the Company will send the "Link", "Username", and "Password" for attending the E-AGM through this email)
- Telephone No.
- Upload related files for inspection in attending the E-AGM. Please take a look at the details of related documents as in clause 1.3. The system allows to upload only jpg, png, gif, pdf format, each file is not more than 5MB and maximum 5 documents each time for uploading.
- Choose option whether shareholder or proxy will attend the E-AGM, In the case of a proxy, please specify the proxy's name and the type of proxy form i.e., A, B or C.

Once the registration form and related documents are filled and uploaded, please click on "Submit" button. The system will show a message of successful submission as below;



In case the system shows a message of rejection, please follow the system's instructions. After successful submission, please click on the "Log-out" button and the system will send an email for confirmation of successful submission.

When the Company receives the registration and related documents, the Company will proceed with inspecting documents for confirming the meeting attendance. Once the inspection is completed, Quidlab Co., Ltd. Will send "Link", "Username", and "Password" for attending the E-AGM. Please refrain from giving your "Link", "Username", and "Password" to other.

In case the registration or related is not complete or incorrect, the Company will send an email for clarification. Please follow the method as clause 1.2 again for re-register and/or re-upload related documents.

1.3 Upload related documents as clause 1.2 for inspection in attending the E-AGM as follow;

For ordinary person

- a) In case the shareholders attending the E-AGM by themselves – please attached; a valid certified true copy of ID card/passport/other official documents issued by government authority.
- b) In case the shareholders appointing proxy to attend the E-AGM – please attached; a proxy and supporting documents for the appointment of proxy. Shareholders shall study the guidance for proxy form and supporting documents as [Annex 7](#)

For juristic person

Please attached; a proxy and supporting documents for the appointment of proxy. Shareholders shall study the guidance for proxy form and supporting documents as [Annex 7](#)

For foreign shareholders who have custodian in Thailand

Please attached; a proxy and supporting documents for the appointment of proxy. Shareholders shall study the guidance for proxy form and supporting documents as [Annex 7](#)

In case the shareholders (ordinary person, juristic person or foreign shareholders who have custodian in Thailand) are unable to attend the E-AGM and authorize the Company's director to attend and vote on his/her behalf

In case that a shareholder is unable to attend the E-AGM and authorize the Company's director has no special interest in every agenda to attend and vote on his/her behalf. Please fill in the name of Company's director (as Annex 5), sign in the proxy, and also attached the supporting documents. Please study the guidance for proxy form and supporting documents as Annex 7

2.Attend to the E-AGM method

On the E-AGM date, a shareholder or proxy shall attend the E-AGM by click on the "Link", fill in the "Username" and "Password" that received through registered email.

The system will be opened on 11 January 2022 at 13 hrs. However, the E-AGM will begin at 14 hrs.

3.Voting

Voting Regulation

General Agenda

A voting for each agenda will be made transparent that one vote will be counted for one share. The shareholder or proxy shall make only one vote for approval, disapproval or abstention. The partial voting is not allowed except for the vote by the Custodian.

In Case of Proxy

- a) The Proxy shall only vote in accordance with the authorization by the Shareholder as specified In the Proxy Form. Any vote which is not in accordance with specification in the Proxy Form will be invalid and shall not be counted as the vote of the Shareholder.
- b) In case where (i) the shareholder does not specify or (ii) unclearly specifies his/its desire for voting or (iii) the Meeting has the consideration or resolution other than specified in the Proxy or (iv) there is any change or additional fact, the Proxy shall be authorized to consider and vote such matter as it may deem appropriate.

Election of Director's Agenda

The Articles of Association of the Company, Article 15 states that the Shareholder shall have one vote for one share and the procedure for the election of the Directors as follows:

- a) Each shareholder can use his whole vote to elect one or several candidates, however, he cannot split his vote for any candidate.
- b) The candidates who receive the highest vote by ranking from the ones receiving the highest vote until the lowest shall be elected by the Meeting. In case where the candidates receive the equal votes for the rest of director's seat, the Chairman of the Meeting shall make the deciding vote.

Voting Procedures

The Chairman shall inform the Meeting the detail of voting procedures as follows:

- a) Chairman will propose the shareholders to have the vote in each Agenda by asking for approval, disapproval or abstention.
- b) The shareholder or proxy shall vote for either approval, disapproval or abstention (except for the vote of Custodian which the allocation of the vote is allowed as specified in the Proxy Form).

Resolution of the Meeting

- General case: the majority vote of shareholders who attend the Meeting and cast their votes will be the resolution of the Meeting
- Other cases which the laws or the Company's Articles of Association provided different from the general case: the resolutions of the Meeting shall be in accordance with the laws or the Company's Articles of Association which the Chairman shall inform the Meeting before voting for such Agenda.
 - 1) In case a tie of votes, the Chairman of the Meeting shall have a deciding vote.
 - 2) Any Shareholder or the Proxy who have any special interest in any matter shall not be permitted to vote on such matter and may be invited by the Chairman of the Meeting to temporarily leave from the Meeting, except for voting on the election of the Directors.

Counting and Announcement of the Vote

Prior to the Meeting, the Chairman shall inform the process of counting the votes. The Company shall count the votes from the shareholders or Proxies for each agenda. The vote result of all Agendas shall be informed to the Meeting before the Meeting adjourns.

Remark: If you have encounter with any technical problem using in Pre-Registration System, the E-AGM system before or during the meeting or you have not received the “Link”, “Username” and “Password” for attending the E-AGM, please contact Quidlab Co., Ltd. who will be the Company’s service provider for the Company’s E-AGM’s meeting at via telephone no 02-013-4322 or 080-008-7616 or via email: info@quidlab.com. For your convenience, please provide full details of the problem faced, any error message received, type of device used, browser name and version, etc.

Annex 2

Copy of the Minutes of the 2021 Annual General Meeting of Shareholders No.28 held on 12 January

2021

(Translation)

**Minutes of the 2021 Annual General Meeting of Shareholders No. 28
Conducted Through Electronic Means (E-AGM) of
Golden Land Property Development Public Company Limited (the "Company"),
convened on Tuesday, 12 January 2021 at 14:00 hrs,
by live broadcast from Victor Club 3-4, 7th Floor, Mitrtown Office Tower
No. 944, Rama IV Road, Wang Mai Sub-district, Pathum Wan District, Bangkok 10330**

Directors attending the Meeting in person:

- | | | | |
|----|--------------|-------------------|-----------|
| 1. | Mr. Panote | Sirivadhanabhakdi | President |
| 2. | Mr. Thanapol | Sirithanachai | Director |
| 3. | Mr. Saenphin | Sukhee | Director |
| 4. | Mr. Somboon | Wasinchutchawal | Director |
| 5. | Mr. Withawat | Koottatep | Director |

Company Secretary:

- | | | | |
|----|--------------|-----------|-------------------|
| 1. | Miss Prasnee | Surastian | Company Secretary |
|----|--------------|-----------|-------------------|

Auditor in attendance:

- | | | | |
|----|------------|------------------|-----------------------------------------------|
| 1. | Mrs. Wilai | Buranakittisopon | Representative from KPMG Phoomchai Audit Ltd. |
|----|------------|------------------|-----------------------------------------------|

Legal Advisor in attendance:

- | | | | |
|----|-----------------|----------------|---------------------------------------------------------|
| 1. | Miss Pratumporn | Somboonpoonpol | Legal Advisor from Weerawong, Chinnavat & Partners Ltd. |
|----|-----------------|----------------|---------------------------------------------------------|

The Meeting started at 14:00 hrs.

Before the Meeting started, the Company opened a video which demonstrated the method of system usage for vote casting and method in submitting shareholder's questions.

Mr. Panote Sirivadhanabhakdi, the Chairman of the Board, presided as the chairman of the Meeting (the "Chairman"). The Chairman welcomed and expressed his appreciation to all shareholders for their attendance at the Meeting, as well as, informed the shareholders that, due to the situation of the coronavirus disease 2019 (COVID-19) outbreak, the Board of Directors had resolved to change the platform of the Meeting from attending the 2021 Annual General Meeting of Shareholders in person to holding the Annual General Meeting of Shareholders through electronic media platform (E-AGM). The Company had delivered the notification letter to all of the shareholders through post on 28 December 2020.

The Company scheduled the book closure date for determination of shareholders who were entitled to attend the 2021 Annual General Meeting of Shareholders (Book Closure Date) on Tuesday, 15 December 2020.

(Translation)

The Company's paid-up capital is THB 11,037,670,000 with the par value of THB 4.75 per share, equivalent to the total of 2,323,720,000 shares with rights to attend the Meeting held by 1,530 shareholders. In this Annual General Meeting of Shareholders, there were 5 shareholders attending the Meeting in person holding 15,100 shares, equivalent to 0.0006 percent of the total issued shares of the Company, and 35 shareholders attending the Meeting by proxy holding 2,307,274,605 shares, equivalent to 99.2923 percent of the total issued shares of the Company, totaling 40 shareholders attending the Meeting in person and by proxy holding an aggregate amount of 2,307,289,705 shares, equivalent to 99.2929 percent of the total issued shares of the Company which was no less than one-third of the total issued shares of the Company, a quorum was thus constituted in accordance with the Company's Articles of Association.

The Chairman informed the Meeting that, as the Company had ceased its status as a company listed in the Stock Exchange of Thailand (the "SET") after the tender offer to purchase all of its shares from the offeror, Frasers Property (Thailand) Public Company Limited ("Frasers"). The SET ordered to delist the Company's ordinary share from the securities listing on the SET on 11 August 2020, therefore, the Company had restructured its Board of Directors to be suitable to the status of the Company for the purpose of having flexibility and efficiency in managing work.

Prior to the commencement of the Meeting, the Chairman introduced the 5 directors attending the Meeting, which was equivalent to 100 percent of the total number of directors, company secretary, auditor, and legal advisor attending this Annual General Meeting of Shareholders. The Company invited an independent auditor to act as a witness in the vote counting and to supervise the shareholder meeting is conducted transparently, in accordance with the law and the Company's Articles of Association. Mr. Nithisak Krittikakul, an independent auditor from KPMG Phoomchai Audit Ltd., volunteered to be the witness in the vote counting.

The Chairman then delegated Miss Prasnee Surastian (the "Company Secretary") to clarify the voting procedures and vote counting for each agenda item of this Meeting to the shareholders.

Miss Prasnee Surastian, the Company Secretary, clarified the voting procedures and vote counting for each agenda item of this Meeting with the details as follows:

- For this Annual General Meeting of Shareholders, the Company has used the electronic meeting platform system provided by Quidlab Co., Ltd.'s, who is a service provider of E-AGM system that is in accordance with the standards of hosting electronic meetings of the Electronic Transaction Data Agency (ETDA). The shareholders attending the Meeting can view the live broadcast throughout the Meeting and results of each agenda.
- Regarding the voting in the Meeting, a shareholder shall have the number of votes equivalent to the number of shares he or she held in the Company, whereby one share was equivalent to one vote.
- With respect to the vote casting and the vote counting on each agenda item, the Company shall count the votes of the shareholders attending the Meeting through E-AGM and the shareholders who had

(Translation)

appointed a proxy in advance when a proxy registered to attend the Meeting. If a shareholder does not specify his or her intention on voting with respect to any agenda in advance or unclearly specifies his or her intention, the proxy shall be entitled to cast votes as he or she deems appropriate by clicking on to the voting menu. The vote counting shall be conducted in two methods, as follows:

- (1) The votes on an agenda item for which the approval thereon required a majority vote of the shareholders attending the meeting and casting their votes shall be counted by only accumulating the votes of approval or disapproval cast by the shareholders who cast their vote. The votes of abstention shall be excluded.
- (2) The votes on an agenda for which the approval thereon requires votes of not less than three-fourths of the total votes of the shareholders attending the Meeting and eligible to vote shall be counted by accumulating all votes of approval, disapproval, and abstention cast by the shareholders attending the Meeting and eligible to vote.

The shareholder is able to cast their vote in each agenda by voting for approval, disapproval or abstention by clicking the menu to vote in the system during the period that the casting of vote is opened for each agenda. The Company would provide sufficient time for vote casting. If the shareholder or the proxy does not make any mark, it will be considered as a vote of approval.

In the case of a custodian that had submitted the proxy form and indicated their vote, the Company has already proceeded to collect such votes in the system.

- For Agenda Item 2, no votes were required as the purpose of the agenda item is to acknowledge the Company's performance report for the year ended 30 September 2020.
- For Agenda Item 5, which covered the election of directors replacing those being retired by rotation for the year 2020-2021, it was requested the Meeting to consider the election on a person-by-person basis for the purpose of transparency by using the voting procedure as set out above.
- Any votes cast in the following manner shall be considered invalid or voided and shall not be counted:
 - 1) Vote with more than one mark in the spaces provided, except in the case of a custodian;
 - 2) Vote casted with a vote expressing conflict of intent, except in the case of a custodian;

Prior to the voting on each agenda item, the Chairman shall give shareholders an opportunity to ask questions and express their opinions concerning such agenda items as appropriate. The shareholders or proxies who wish to ask questions or express their opinions shall be able type their questions in the chat box in the system. The shareholders may begin to type their questions since the Meeting began.

In order to prevent the Meeting from having to wait for the results of the vote counting of each agenda under discussion, it is proposed that the Meeting continue discussing the next agenda without waiting for the result,

(Translation)

and after such next agenda is concluded and the vote casting in the system is concluded, the Company will inform the Meeting of the voting result of the preceding agenda by showing the score result on the screen in four digits decimals. When the voting result of each agenda has been announced, it will be considered that the voting result of such agenda has been finalized.

In addition, the Company asked a representative from Weerawong, Chinnavat & Partners Ltd., the legal advisor, to act as an inspector to the vote counting to ensure that the Meeting is conducted transparently, in accordance with the law and the Company's Articles of Association.

The Chairman then conducted the Meeting in accordance with the agenda stipulated in the notice of this Meeting, as follows:

Agenda Item 1: To consider and certify the Minutes of the 2020 Annual General Meeting of Shareholders No. 27, held on 16 January 2020

The Chairman proposed the Meeting to consider and certify the Minutes of the 2020 Annual General Meeting of Shareholders No. 27, held on 16 January 2020, the details of which were set out in the copy of minutes of the Meeting delivered to all shareholders together with the notice calling this Meeting.

The Chairman then asked the Meeting whether or not any shareholders wished to ask any questions or express any opinions.

No shareholders asked any questions and/or expressed any opinions. The Chairman, therefore, proposed the Meeting to consider and certify the Minutes of the Annual General Meeting of Shareholders No. 27, held on 16 January 2020.

In this regard, the Chairman informed the Meeting that the resolution on this agenda item shall be passed by a majority vote of the shareholders attending the meeting and casting their votes.

Resolution: The Shareholder Meeting considered and resolved by a unanimous vote to certify the Minutes of the 2020 Annual General Meeting of Shareholders No. 27, held on 16 January 2020, as proposed. Details of the vote casting were as follows:

(Translation)

Resolution	Number of Votes (1 Share = 1 Vote)	Percentage of shareholders attending the meeting and casting their votes
Approved	2,307,291,705 Votes	100.0000
Disapproved	0 Votes	0.0000
Total votes of the shareholders attending the meeting and casting their votes	2,307,291,705 Votes	
Abstained	0 Votes	
Invalid Ballots	0 Votes	

Remark: On this agenda, there were an additional 1 shareholder attending the Meeting, representing 2,000 shares, resulting in the total number of shareholders attending the Meeting being 41 persons, representing a total of 2,307,291,705 shares, equivalent to 99.2930 percent of the total issued shares of the Company.

Agenda Item 2: To acknowledge the Company's performance report for the year ended 30 September 2020

The Chairman delegated Mr. Thanapol Sirithanachai, the Director and the President, to inform the Meeting of the Company's performance results for the year ended 30 September 2020.

Mr. Thanapol Sirithanachai, the Director and the President, reported to the Meeting a summary of the Company's performance results for the year ended 30 September 2020, with the details as follows:

- After the tender offer to purchase all shares by Frasers, currently, Frasers is a shareholder of the Company, holding approximately 99.44 percent and there are minority shareholders holding approximately 0.56 percent. Due to the following reasons, to increase the flexibility and efficiency in the management of work, the Company had restructured its Board of Directors to be suitable to the status of the Company, as earlier informed by the Chairman.
- The business integration of the Company with Frasers (the "Business Merger") has the objective of to allow for Frasers, which originally only had the business of industrial warehouse to become the first real estate company in Thailand to have an integrated business by having three types of business, namely, housing real estate, warehouse real estate for industrial purpose and commercial real estate. After the Business Merger, the Executive Committee had restructured the business causing the Company's operation result to continuously grow. The Company's assets grew from both companies to a level of THB 8 billion, and the revenue to rise to almost THB 24,090 million. Further, the Business Merger diversified the risks, creates synergy, enhances the economy of scale, reduces the costs of the Company, thus allowing the Company to persist during the fluctuating economy.

(Translation)

- With respect to the commercial real estate business, in regard to the rental rate of buildings, offices, both owned by the Company and managed by the Company through REIT, the Company is still able to maintain the rental rate at 93 percent.
- With respect to the “Samyan Mitrtown Project” which began operating last year, the project has received success in the beginning of the year but due to the outbreak of COVID-19, the Company had to adapt and work with various shops to bring back the Company to its normal state.
- With respect to the overall picture of the Company after the Business Merger, the Company still puts importance towards the Company’s main business which is housing real estate and commercial real estate. The Company continue to maintain its standard dividend policy even though the Company has ceased its status from being a listed company in the SET but the Company still has duties as a public company limited, including the disclosure of information such as reporting the operating results and statement of financial positions of the Company in which the shareholders can ask the Company and check on the Company’s website.

Mr. Thanapol Sirithanachai, the Director and the President, invited Mr. Somboon Wasinchutchawal, the Director and the Senior Executive Vice President – Accounting and Finance, to inform the Meeting of all the numerical details.

Mr. Somboon Wasinchutchawal, the Director and the Senior Executive Vice President – Accounting and Finance, informed the Meeting that the report on the operating results of the Company for the year ending 30 September 2020, the details of which appears on the 2020 Annual Report in the form of QR Code as delivered to all shareholders together with the notice calling this Meeting, with the details as follows:

Operating results for the year ending 30 September 2020:

- The Company was able to generate revenue from sale of real estate for an amount of THB 14,648 million, which is lower than last year of 6 percent, as informed by Mr. Thanapol Sirithanachai, the Director and the President, which was mainly due to the slowdown of economy and the fact that certain customers were denied from taking out a loan.
- With respect to the hotel business, it was heavily affected due to the suspension of cross-border travelling and lockdown because of the outbreak of coronavirus disease 2019 (COVID-19), resulting in a decrease of revenue of 41 percent.
- With respect to the revenue generated from lease and services, it was relatively affected but the Company was still able maintain its level and had an increase of revenue of 2 percent in the past year.
- Therefore, due to the outbreak of the coronavirus disease 2019 (COVID-19) and the slowing down economy, the Company has a consolidated revenue from its group company at THB 16,360 million, which decrease by 6 percent.

(Translation)

- With respect to the Company's capital and costs, it decreases 5 percent and such decrease is lower than revenue because there are providing of discount and sale promotion which cannot lower capital that much. However, certain capitals and costs such as the fixed costs cannot be reduced.
- The Company has acknowledged the loss from the investment in in joint venture companies and joint venture in which the loss increased by THB 224 Million, especially from Samyan Mitrtown project. Since the Samyan Mitrtown project has only began its first year of operations, the revenue received is only the rate of rent and there are losses from depreciation and financial capital
- With respect to the profit of the Company, the Company has a net profit at THB 1,599 million, which is less than the previous year by 27 percent (which can be calculated as earning per share at THB 0.70 per share).
- With respect to the statement of financial position of the Company, the total asset was at THB 46,976 million, a decrease of THB 222 million from the previous year. The Company still has increase in assets mainly the real estate being developed for sale which increased by THB 1,800 million. As the assets of the Company is from the purchase of land to construct real estate from October 2019 to January 2020, which is prior to the outbreak of the coronavirus disease 2019 (COVID-19) and after the outbreak of COVID-19, the Company had ordered to delay the purchase of additional land and delay the construction of houses to reduce the inventories. The other assets decreased by THB 764 million, the total liabilities decreased from previous year by THB 705 million, due to the decrease in both from the trade payables and other account payables, only the liabilities bearing interest that increased by THB 487 million due to the payment of debt.

The Chairman then asked the Meeting whether or not any shareholders wished to ask any questions or express any opinions.

Mr. Bundit Niludomsak, the shareholder, asked in regards of the amount of times that the Company will allow for the shareholder to sell its shares of the Company in one year in case the shareholder does not prepare the document to sell the share of the Company within the specified time period.

The Chairman answered the shareholders' question by stating that the Company still has the principle and policy to allow for the shareholder of the Company to sell their shares and requested Mr. Somboon Wasinchutchawal, the Director and the Senior Executive Vice President – Accounting and Finance, to inform of the additional details on such time period.

Mr. Somboon Wasinchutchawal, the Director and the Senior Executive Vice President – Accounting and Finance, informed the shareholder that the shareholder that intends to sell its shares of the Company can contact the investor relations departments for such issue.

The Chairman then asked the Meeting whether or not any shareholder wished to express their further opinion or ask any additional questions on this agenda.

(Translation)

No shareholders additionally asked any additional questions and/or expressed any further opinions. The Chairman, therefore, proposed the Meeting to acknowledge the Company's performance report for the year ended 30 September 2020.

The Chairman informed the Meeting that this agenda item was only for acknowledgement, therefore, no voting was required.

Agenda Item 3: To consider and approve the statements of financial positions and the profit and loss statement for the year ended 30 September 2020

The Chairman proposed the Meeting to consider and approve the statements of financial position and the profit and loss statement for the year ended 30 September 2020, which has been audited by KPMG Phoomchai Audit Ltd., a certified public accountant of the Company and concluded that such financial statements showed financial positions and operating results which were prepared fairly and accurately, in all material aspects, in accordance with the Thai Financial Reporting Standards and this financial statement has been approved by the Board of Directors. The details are as set out in the 2020 Annual Report which has been delivered to the shareholders with the notice calling this Meeting.

The Chairman then asked the Meeting whether any shareholders wished to ask questions or express opinions.

No shareholders asked any questions and/or expressed any opinions. The Chairman, therefore, proposed the Meeting to consider and approve the statements of financial positions and the profit and loss statement for the year ended 30 September 2020.

The Chairman informed the Meeting that the resolution on this agenda item shall be passed by a majority vote of the shareholders attending the meeting and casting their votes.

Resolution: The Shareholder Meeting considered and resolved by a unanimous vote to approve the statements of financial positions and the profit and loss statement for the year ended 30 September 2020 which had been audited by the certified public accountant and approved by the Board of Directors. Details of the vote casting were as follows:

(Translation)

Resolution	Number of Votes (1 Share = 1 Vote)	Percentage of shareholders attending the meeting and casting their votes
Approved	2,307,291,705 Votes	100.0000
Disapproved	0 Votes	0.0000
Total votes of the shareholders attending the meeting and casting their votes	2,307,291,705 Votes	
Abstained	0 Votes	
Invalid Ballots	0 Votes	

Agenda Item 4: To consider and approve the allocation of profits derived from operational results for the year ended 30 September 2020 as legal reserve and the dividend payment

The Chairman delegated Mr. Somboon Wasinchutchawal, the Director and the Senior Executive Vice President – Accounting and Finance, to inform the Meeting of the details.

Mr. Somboon Wasinchutchawal, the Director and the Senior Executive Vice President – Accounting and Finance, reported that subject to Section 116 of the Public Limited Companies Act B.E. 2535 (1992) (including any amendment thereto) and Article 40 of the Company's Articles of Association, the Company shall allocate no less than five percent of its annual net profits less the accumulated losses brought forward (if any) to a reserve fund until this fund attains an amount of no less than ten percent of the registered capital, unless a greater amount of the reserve fund is required by the articles of association of the Company or other laws

Presently, the Company has a registered capital of THB 11,037,670,000 million, therefore, the Company shall have a reserve fund of no less than THB 1,103,767,000. As of 30 September 2020, the Company had a legal reserve fund of THB 370 million. Therefore, in the year 2019-2020, the Company has to allocate an annual legal reserve fund of not less than five percent of the net profit which the Company had a net profit of THB 1,691 million and has to allocate THB 84,576,552. The Board of Directors, therefore, proposed to allocate the Company's legal reserve fund by rounding up to THB 90 million resulting in the legal reserve fund of the Company to have a total of THB 460 million.

For dividend payment, the Company has a policy to distribute the dividends at a rate of not less than 50 percent of the net profits after tax deduction and allocation of reserve funds under the consolidated financial statements, depending on the conditions of the investment plan, the Company's operating status and financial status, the necessity and other appropriateness in the future. Such payment of dividends shall be approved by the Board of Directors and the shareholders as appropriate, except for the interim dividend payment which the Board of Directors has the authority to approve the payment and report in the next shareholders' meeting for

(Translation)

acknowledgement, according to Article 39 of the Company's Articles of Association. In the year ended 30 September 2020, the Company has net profit of THB 1,621.96 million, according to consolidated financial statement, coupled with the fact that the Company has sufficient cash flow to pay dividend. After consideration according to Section 115 of the Public Company Act and the Article 39 of the Company's Articles of Association, the Board of Directors deemed it appropriate to propose at the Meeting to consider and approve paying the dividend from the Company's operational results of year ended 30 September 2020 at the rate of THB 0.36 per share for the ordinary shares at the amount of 2,323,720,000 shares, totaling THB 836.54 million.

The Company will pay dividends to the shareholders whose names appear in the register of shareholders on the Book Closure Date on Thursday, 21 January 2021. The dividend payment date is scheduled for Tuesday, 9 February 2021, the payment of dividend will be subject to corporate income tax of 20%. Individual investors can apply for a tax credit in the amount of rate of dividend multiplied by two-eight.

In this regard, for the abovementioned dividend payment at the rate, is the rate that the Board of Directors considered to be appropriate and complied with the Company's dividend policy, which is approximately 51.6 and 49.5 of the net profit for the year ended 30 September 2020 based on consolidated and separate financial statements, respectively.

The Chairman then asked the Meeting whether or not any shareholders wished to ask any questions or express any opinions.

No shareholders asked any questions and/or expressed any opinions. The Chairman, therefore, proposed the Meeting to consider and approve the allocation of profits as a legal reserve and the dividend payment derived from the operating results for the year ended 30 September 2020.

The Chairman informed the Meeting that the resolution on this agenda item shall be passed by a majority vote of the shareholders attending the meeting and casting their votes.

Resolution: The Shareholder Meeting considered and resolved by a unanimous vote to approve the allocation of profits as a legal reserve and the dividend payment derived from the operating results for the year ended 30 September 2020, to the shareholders at a rate of THB 0.36 per share for the ordinary shares at the amount of 2,323,720,000 shares, totaling to THB 836.54 million. The book closure date is scheduled to be the date to refrain from registering the transfer of shares in order to stipulate the list of shareholders with the right to receive dividend from the operating profits for the year ended 30 September 2020, to be Thursday, 21 January 2021 and the date of the dividend payment to be Tuesday, 9 February 2021. Details of the vote casting were as follows:

(Translation)

Resolution	Number of Votes (1 Share = 1 Vote)	Percentage of shareholders attending the meeting and casting their votes
Approved	2,307,291,705 Votes	100.0000
Disapproved	0 Votes	0.0000
Total votes of the shareholders attending the meeting and casting their votes	2,307,291,705 Votes	
Abstained	0 Votes	
Invalid Ballots	0 Votes	

Agenda Item 5: To consider and approve the election of directors replacing those being retired by rotation for the year 2020-2021

The Chairman informed the Meeting that, in compliance with Section 71 of the Public Limited Companies Act B.E. 2535 (1992) and Article 17 of the Company's Articles of Association which provides that at every annual general Meeting of shareholders, one-third of the directors who had held office the longest shall vacate office in proportion, whereby a director who vacated office under this provision may be re-elected. In this Annual General Meeting of Shareholders, the following two directors who shall retire by rotation this year are as follows:

- 1) Mr. Sornboon Wasinchutchawal Director
- 2) Mr. Saenphin Sukhee Director

To enable the shareholders to independently cast votes, Mr. Sornboon Wasinchutchawal and Mr. Saenphin Sukhee requested to leave the Meeting room during the consideration of this agenda.

The Board of Directors, excluding the interested directors, has considered by using prudence screening and considered from that person being knowledgeable, competent, skill and specific expertise which will be beneficial to the business operation of the Company. Furthermore, they have good morale, vision and perspective and are ready to fully carry out their duty to the best of their efforts and have complete qualification. Therefore, the Board of Directors thus deemed it appropriate to propose that the Meeting consider and approve the election of the two directors who were due to retire by rotation to hold office as directors for another term. The two directors were as follows.

- 1) Mr. Sornboon Wasinchutchawal Director
- 2) Mr. Saenphin Sukhee Director

In this regard, the Board of Directors was of the view that the aforementioned directors were knowledgeable, competent, and fully qualified as required under the Public Company Act and possessed no prohibited characteristics of a director and had appropriate qualifications for the Company's business operation and had duly performed their

(Translation)

duties all along. The background and related information of the directors proposed to be elected to be directors, position as director or management in other listed company and other companies and/or other businesses, and also relations of the nominated persons, appeared in the Meeting's supporting document which were delivered to all shareholders together with the notice calling this Meeting.

The Chairman then asked the Meeting whether or not any shareholders wished to ask any questions or express any opinions.

No shareholders asked any questions and/or expressed any opinions. The Chairman therefore, proposed the Meeting to consider and approve the re-election of those directors who were due to retire by rotation on a person-by-person basis in the interest of transparency of the vote casting and compliance with the good corporate governance principles.

The Chairman informed the Meeting that the resolution on this agenda item shall be passed by a majority vote of the shareholders attending the meeting and casting their votes.

Resolution: The Shareholder Meeting considered and resolved by a unanimous vote to approve the re-election of the two directors who were due to retire by rotation to hold office as directors for another term, as proposed, on a person-by-person basis. Details of the vote casting were as follows:

1) Mr. Somboon Wasinchutchawal

Resolution	Number of Votes (1 Share = 1 Vote)	Percentage of shareholders attending the meeting and casting their votes
Approved	2,307,291,705 Votes	100.0000
Disapproved	0 Votes	0.0000
Total votes of the shareholders attending the meeting and casting their votes	2,307,291,705 Votes	
Abstained	0 Votes	
Invalid Ballots	0 Votes	

2) Mr. Saenphin Sukhee

(Translation)

Resolution	Number of Votes (1 Share = 1 Vote)	Percentage of shareholders attending the meeting and casting their votes
Approved	2,307,291,705 Votes	100.0000
Disapproved	0 Votes	0.0000
Total votes of the shareholders attending the meeting and casting their votes	2,307,291,705 Votes	
Abstained	0 Votes	
Invalid Ballots	0 Votes	

The Meeting invited the two directors who have been re-elected to return to the meeting room.

Agenda Item 6: To consider and approve the directors' remuneration for the year 2020 - 2021

The Chairman informed the Meeting that the Company voluntarily delisted the Company's shares from having securities listed in the SET which is in line with the proposal of Frasers (the Offeror) and in accordance with the regulations of the SET Re: Delisting of Listed Securities B.E. 2542 (1999). This includes the Offeror has arranged the tender offer to be made for all the shares of the Company's shareholders, generally, between 20 May 2020 and 23 July 2020 (a total of 45 working days) (the Tender Offer). The board of directors of the SET has ordered the delisting of the Company's shares from having securities listed in the SET with effect from 11 August 2020 onwards. The Company, as well as its director and executives, are therefore not under the regulations on governance of securities issuing company under Division 3/1 of the Securities and Exchange Act B.E. 2535 (1992). For flexibility and suitability in doing business, the Board of Directors resolved to cease the performance of duties of the sub-committees and no monthly remuneration and meeting allowances have been paid to the Board of Directors and the sub-committees. The Board of Directors, therefore, proposes to that the shareholders' meeting considered that no monthly remuneration and meeting allowances be paid for the Company's directors for the year 2020 - 2021.

The Chairman then asked the Meeting whether or not any shareholders wished to ask any questions or express any opinions.

No shareholders asked any questions and/or expressed any opinions. The Chairman, therefore, proposed the Meeting to consider and approve that no monthly remuneration and meeting allowances be paid for the Company's directors for the year 2020 - 2021.

The Chairman informed the Meeting that the resolution on this agenda item shall be passed by a majority vote of the shareholders attending the meeting and casting their votes.

(Translation)

Resolution: The Shareholder Meeting considered and resolved by a unanimous vote to approve that no monthly remuneration and meeting allowances be paid for the Company's directors for the year 2020 – 2021, as proposed. Details of the vote casting were as follows:

Resolution	Number of Votes (1 Share = 1 Vote)	Percentage of shareholders attending the meeting and casting their votes
Approved	2,307,291,705 Votes	100.0000
Disapproved	0 Votes	0.0000
Total votes of the shareholders attending the meeting and casting their votes	2,307,291,705 Votes	
Abstained	0 Votes	
Invalid Ballots	0 Votes	

Agenda Item 7: To consider and approve the appointment of auditors and the determination of the audit fee for the year 2020 - 2021

The Chairman delegated Mr. Sornboon Wasinchutchawal, the Director and the Senior Executive Vice President – Accounting and Finance, to inform the details of the agenda to the Meeting.

Mr. Sornboon Wasinchutchawal, the Director and the Senior Executive Vice President – Accounting and Finance, informed that, according to Section 120 of the Public Company Act and Article 41 of the Company's Articles of Association which provided that the annual general Meeting of shareholders shall appoint an auditor and determine the audit fee of the company every year. The Board of Directors deemed it appropriate to propose the Meeting to consider and approve the appointment of the auditors from KPMG Phoomchai Audit Ltd. as the auditor of the Company. KPMG Phoomchai Audit Ltd. had proposed the following three auditors by having one of which as the auditor of the Company, and to review, audit, and express his/her opinion on the financial statements of the Company for the year 2020-2021:

1. Mrs. Wilai Buranakittisophon Certified Public Accountant No. 3920, or
2. Miss Nittaya Chetchotiros Certified Public Accountant No. 4439, or
3. Miss Wilaivan Phonprasert Certified Public Accountant No. 8420

In considering and appointing the auditor of the Company, the Board of Directors had taken into account the preparedness, scope of services, audit fee, experience, and independence of the auditor, whereby the auditor must have no relationships with no interests in the Company, any of its subsidiaries, executives, major shareholders, or persons related thereto, as well as the auditor's auditing procedures, and continuity in performing audits. In this regard, as KPMG Phoomchai Audit Ltd. and all three of its auditors had no relationships with no interests in the

(Translation)

Company, any of its subsidiaries, executives, major shareholders, or persons related thereto in any way whatsoever, they had demonstrated independence in performing audits and rendering opinions on the financial statements of the Company and its subsidiaries.

The Board of Directors proposed the Meeting to consider and approve the determination of the audit fee of the Company for the year 2020 - 2021 at the rate of not exceeding THB 1,200,000 in accordance with the following details:

- The fee for auditing the annual financial statements of the Company is THB 600,000.
- The fee for reviewing the quarterly financial statements of the Company is THB 600,000.

The audit fee for the year 2020-2021 decreased from the year 2020 by THB 200,000.

The Chairman then asked the Meeting whether or not any shareholders wished to ask any questions or express any opinions.

No shareholders asked any questions and/or expressed any opinions. The Chairman, therefore, proposed the Meeting to consider and approve the appointment of auditors and the determination of the audit fee for the year 2020 - 2021.

The Chairman informed the Meeting that the resolution on this agenda item shall be passed by a majority vote of the shareholders attending the meeting and casting their votes.

Resolution:

The Shareholder Meeting considered and resolved by a unanimous vote to approve the appointment of auditors and the determination of the audit fee for the year 2020 - 2021, in accordance with the following details:

1. Approved the appointment of Mrs. Wilai Buranakittisophon, Certified Public Accountant No. 3920, or Miss Nittaya Chetchotiros, Certified Public Accountant No. 4439; or Miss Wilaivan Phonprasert, Certified Public Accountant No. 8420 from KPMG Phoomchai Audit Ltd. as the auditor of the Company for the year 2020 - 2021 by having one of which review, prepare, and execute the audit report; and
2. Approved the determination of the audit fee at the rate of not exceeding THB 1,200,000.

Details of the vote casting were as follows:

(Translation)

Resolution	Number of Votes (1 Share = 1 Vote)	Percentage of shareholders attending the meeting and casting their votes
Approved	2,307,291,705 Votes	100.0000
Disapproved	0 Votes	0.0000
Total votes of the shareholders attending the meeting and casting their votes	2,307,291,705 Votes	
Abstained	0 Votes	
Invalid Ballots	0 Votes	

Agenda Item 8: To consider and approve the amendment of the Company's Articles of Association by amending Article 2

The Chairman delegated Miss Prasnee Surastian, the Company Secretary, to clarify on this agenda.

Miss Prasnee Surastian clarified that as the Company ceased its status from being a listed company in the SET after the making of tender offer of all shares. The SET has ordered the delisting of the Company's ordinary shares from having securities listed in the SET with effect from 11 August 2020 onwards. Therefore, the Company proposed to amend Article 2 of the Company's Articles of Association to be in line with its status as a delisted company and by authorizing the appropriate person to proceed with the registration of the amendment of the Company's Articles of Association, including to amend and/or change and add the words or statements as instructed by the registrar, based on what the registrar deems necessary and appropriate; however, these amendment and/or changes should not affect the substance of the amendment to the Company's Articles of Association.

Company's Articles of Association (Existing wording)	Company's Articles of Association (Amended wording)
<p>Articles of Association 2</p> <p>Unless otherwise specified in these Articles of Association, the provisions of the public limited companies and other relevant laws shall apply.</p> <p>The Company will comply with securities and exchange and capital market law. In the case THAT the Company is listed on the Stock Exchange of Thailand, the Company will comply with the rules, announcement, order, and terms of the Stock Exchange of Thailand,</p>	<p>Articles of Association 2</p> <p>Unless otherwise specified in these Articles, the provisions of the public limited company law and other relevant laws shall apply.</p>

(Translation)

including complying with terms related to the disclosure of significant connected transaction and the acquisition or disposal of assets of the Company or its subsidiaries.	
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The Chairman then asked the Meeting whether or not any shareholders wished to ask any questions or express any opinions.

Mr. Somchai Anannakin, the shareholder, asked the reason that the Company had to delist from the SET.

The Chairman answered that the reason for the Company delisting from the SET is because Frasers, the Offeror, had a condition stipulated that if the person offers to sell the Company's shares of more than 90 percent of the total issued shares in the Company, the Offeror will delist the Company from the SET from having securities listed in the SET. Therefore, the Company delisting from the SET is due to the intention and condition of Frasers as the Offeror.

Mr. Somboon Wasinchutchawal, the Director and the Senior Executive Vice President – Accounting and Finance, additionally clarified that another reason is due to the SET regulations which stipulates that in order for the companies to maintain its status as a listed company in the SET, it has to have at least 15 percent minority shareholder holding its paid-up capital. Therefore, as the Company's minority shareholder does not reach 5 percent or which is approximately at 0.5 percent, the Company cannot maintain its status as a listed company in the SET.

No shareholders asked any additional questions and/or expressed any opinions. The Chairman, therefore, proposed the Meeting to consider and approve the amendment of the Company's Articles of Association by amending Article 2.

The Chairman informed the Meeting that the resolution on this agenda item shall be passed by votes of no less than three-quarters of the total votes cast by the shareholders attending the Meeting and eligible to vote.

Resolution: The Shareholder Meeting considered and resolved by a unanimous vote to approve the amendment of the Company's Articles of Association by amending Article 2, as proposed. Details of the vote casting were as follows:

(Translation)

Resolution	Number of Votes (1 Share = 1 Vote)	Percentage of shareholders attending the Meeting and eligible to vote
Approved	2,307,291,705 Votes	100.0000
Disapproved	0 Votes	0.0000
Abstained	0 Votes	0.0000
Invalid Ballots	0 Votes	0.0000
Total votes of the shareholders attending the Meeting and eligible to vote	2,307,291,705 Votes	

Agenda Item 9: Other matters (if any)

The Chairman clarified that the Board of Directors allowed for the shareholders who intends to propose other issues apart from this meeting's agenda as determined by the Board of Directors in the notice calling for the Meeting. The proposal of issues has to be under the criteria and procedures of the law and asked whether the shareholders wished to propose any issues other than the meeting agenda.

No shareholder proposed any other matter for the meeting's consideration. The Chairman then asked the Meeting whether or not any shareholders wished to ask any questions or express any opinions with respect to this agenda item or other agenda item.

Miss Benjarajls Wanichchanant, the shareholder, asked whether there will be expenses with regards to the meeting allowance and monthly remuneration for the Board of Directors in the year 2021.

The Chairman answered that the Company will not have any expenses with regards to meeting allowance and monthly remuneration for the Board of Directors in the year 2021.

Mr. Bundit Niludomsak, the shareholder, asked about the Company's management policy in 2021.

The Chairman clarified that, after the Business Merger, it resulted in the development in which the Company was seeking for, the ability to reduce its costs. Furthermore, the Company had encountered difficulties from the outbreak of the coronavirus disease 2019 (COVID-19) which caused a delay in the business, as well as the Company being affected by the lease business. The Company has the intention to maintain its business partners and support its business partners to pass this crisis together, the Company considers the method of surviving the pandemic with its business partner a bigger challenge as it has to also maintain its balance sheet. Mr. Somboon Wasinchutchawal has conducted a stress test to understand the investment planning that will occur. As already informed by Mr. Thanapol Smithanachai and Mr. Somboon Wasinchutchawal with respect to the development in the sales of real estate, the Company has considered all risks and reduced its costs carefully. It can be clearly seen that in the second half of 2020, the Company was careful in purchasing additional raw materials and reduced inventories to show that the Company is capable bring cash flow to Company.

(Translation)

The Business Merger is seen as a good diversification of risks which is a solution to the fluctuating economy as originally, warehouse or logistic business was not as popular, but it received good response in the current economic situation.

Mr. Bunnee Chinnaboon, the shareholder, asked about the operational projection of the Company for the year 2021 and whether there is a likelihood to increase or decrease.

The Chairman clarified that the Company currently cannot inform the concrete operations result to the shareholders. 2021 is the challenging year to pass crisis together. As previously informed, the Company is trying to reduce the costs in managing the group of companies overall. The Company is trying every measure to tighten its belt but is also prepared to accept new opportunities.

As the Meeting had no further questions, the Chairman, therefore, expressed his appreciation to all shareholders for their dedication in attending the Meeting and the comments which are beneficial to the Company and declared the Meeting adjourned.

The Meeting was adjourned at 15.10 hrs.

SignedChairman of the Board/

(Mr. Panote Sirivadhanabhakdi) Chairman of the Meeting

Signed.....Corporate Secretary /

(Ms. Prasnee Surastian) Minutes Taker

Annex 3

2021 Annual Report in QR Code Format



Annex 4

Profile of the retired by rotation Directors being proposed for re-election

1. Mr. Thanapol Sirithanachai

Current Position: Director

Age 54 Years

Education:

- Master of Business Administration, The University of Texas at Austin, Texas, USA
- Bachelor of Engineering, Chulalongkorn University
- Bachelor of Laws, Sukhothai Thammathirat University

Training:

- Directors Certification Program (DCP 39/2004)
- Directors Accreditation Program (DAP 10/2004)
- Audit Committee Program (ACP 39/2012)
- National Defense Course, Thailand National Defence College (Thai NDC) Class 61

Experience:

- 2012 – 2016 : Director / Audit Committee - Bangkok First Investment Trust PLC
- 2003 – 2016 : Director / Executive Director - Univentures PLC
- 2003 – 2015 : Director - Grand Unity Development Co., Ltd.
- 2003 – 2015 : Director - Grand U Living Development Co., Ltd.
- 2010 – 2015 : Lay judge - The Central Intellectual Property and International Trade Court.

Position in other companies:

- Director Kasemsubbhakdi Co., Ltd.
- Director Krungthep Land PLC.
- Director First Square Co., Ltd.
- Director Prime Plus Asset Co., Ltd.
- Director Regal Region Co., Ltd.
- Director Sidewalk Land Co., Ltd.

- Director Frasers Property Home (Thailand) Co., Ltd.
- Director Frasers Property Power (Thailand) Co., Ltd.
- Director Golden Land (Mayfair) Co., Ltd.
- Director Golden Land Polo Co., Ltd.
- Director Samyan Mitrtown Holding Co., Ltd.
- Director Grand Mayfair Co., Ltd.
- Director Grand Paradise Property Co., Ltd.
- Director MSGL Property Co., Ltd.
- Director Narayana Pavilion Co., Ltd.
- Director North Sathorn Realty Co., Ltd.
- Director Ritz Village Co., Ltd.
- Director Sathorn Supsin Co., Ltd.
- Director Sathorn Property Management Co., Ltd.
- Director United Homes Co., Ltd.
- Director Walker Homes Co., Ltd.
- Director Silom Corporation Co., Ltd.

% Of Shares Held in GOLD (%): -None-

Family Relation among Director, Executives, Shareholder, Subsidiaries: -None-

2. Mr. Withawat Koottatep

Current Position: Director

Age 50 Years

Education

- Master of Business Administration, Chulalongkorn University
- Master of Engineering, University of Florida, USA
- Bachelor of Engineering, Chulalongkorn University

Training:

-None-

Experience

- 2005 - 2013 : Director of Business Development - Fico Corporation Co., Ltd.
- 1992 - 2005 : Senior Structural Engineer - Asian Engineering Consultants Co., Ltd.

Position in other companies:

- Director Sathorn Supsin Co., Ltd.
- Director Bhakdi Hospitality Co., Ltd.
- Director North Sathorn Realty Co., Ltd.
- Director Narayana Pavilion Co., Ltd.
- Director Golden Land (Mayfair) Co., Ltd.
- Director Grand Mayfair Co., Ltd.
- Director Sathorn Property Management Co., Ltd.
- Director Golden Land Polo Co., Ltd.
- Director MSGL Property Co., Ltd.
- Director Samyan Mitrtown Holding Co., Ltd.

% Of Shares Held in GOLD (%): -None-

Family Relation among Director, Executives, Shareholder, Subsidiaries: -None-

Annex 5

Short profiles of Directors proposed by the Company to act as Proxy for the shareholders who are not able to attend the meeting

In case that a shareholder is unable to attend the E-AGM, a shareholder may authorize another person or the Company's director to attend and vote at the E-AGM. The name of the Company's director as follow;

Mr. Somboon Wasinchutchawal

Current position: director

Age: 58 Years

Residing at 944 Mitrtown Office Tower, 20th Floor, Rama4 Road, Wangmai Subdistrict, Pathumwan District, Bangkok 10330

The Company's director has no special interest in every agenda and the short profile of the Company's director as follow;

Education

- Master Degree (Business Administration), Thammasat University
- Bachelor of Accountancy, Thammasat University

Training

- Directors Certification Program (DCP 102/2008)

Experience

- 2008 - 2012 : Executive Vice President (Chief Financial Officer) – Pruksa Real Estate PLC.

Position in other companies:

- Director Silom Corporation Co., Ltd.
- Director Baan Mae Phim Co., Ltd
- Director Bhakdi Hospitality Co., Ltd.
- Director Bhakdi Retail Co., Ltd.
- Director Kasemsubbhakdi Co., Ltd.

- Director Krungthep Land Plc.
- Director First Square Co., Ltd.
- Director Prime Plus Asset Co., Ltd.
- Director Regal Region Co., Ltd.
- Director Sidewalk Land Co., Ltd.
- Director Frasers Property Home (Thailand) Co., Ltd.
- Director Frasers Property Power (Thailand) Co., Ltd.
- Director Golden Land (Mayfair) Co., Ltd.
- Director Golden Land Polo Co., Ltd.
- Director Samyan Mitrtown Holding Co., Ltd.
- Director Grand Mayfair Co., Ltd.
- Director Grand Paradise Property Co., Ltd.
- Director MSGL Property Co., Ltd.
- Director Narayana Pavilion Co., Ltd.
- Director North Sathorn Realty Co., Ltd.
- Director Ritz Village Co., Ltd.
- Director Sathorn Supsin Co., Ltd.
- Director Sathorn Property Management Co., Ltd.
- Director United Homes Co., Ltd.
- Director Walker Homes Co., Ltd.

% Of Shares Held in GOLD (%):- None-

Family Relation among Director, Executives, Shareholder, Subsidiaries:-None-

Annex 6

Company's Articles of Association (only Sections relating to the Meeting of Shareholders and Voting)

Chapter 4

Shareholders' Meeting

Article 26 The Board of Directors shall call a shareholders' meeting which is an annual ordinary general meeting of shareholders within four months of the ending date of the Company's accounting period.

Shareholder's meetings other than the one referred to in the first paragraph shall be called extraordinary general meeting.

Article 27 The Board of Directors may summon an extraordinary meeting of shareholders whenever the Board of Directors may deem appropriate or when one or more shareholders holding shares amounting to not less than 10 (ten) percent of the total number of issued shares may submit a written request signed by them requesting the Board of Directors to summon an extraordinary meeting of shareholders at any time but they shall give subject and reasons for such request in the said letter. In such case, the Board of Directors shall arrange for the meeting of shareholders to be held within 45 (forty-five) days from the date of receipt of such request from the shareholders.

If the Board of Directors does not arrange for the meeting of shareholders within the period of time specified in paragraph one, the shareholders who subscribe their names or other shareholders holding shares amounting to the required amount may call the meeting themselves within 45 (forty-five) days as from the date on which the period of time in paragraph one ends. In this case, the meeting is deemed a shareholders meeting called by the Board of Directors and the Company shall be responsible for the expenses incurred therefrom and shall reasonably facilitate the meeting.

In the case where the quorum of the meeting called by the shareholders under paragraph two cannot be constituted as specified in these Articles, the shareholders under paragraph two shall jointly compensate the Company for the expenses incurred from the meeting.

- Article 28 In convening the shareholders' meeting, the Board of Directors shall issue a written notice of the meeting specifying the place, date, time, agenda and matters of the meeting together with reasonable detail(s) by indicating clearly whether it is the matter proposed for information, for approval or for consideration, as the case may be, including the opinion of the Board of Directors in the stated matters, and the said notice shall be delivered to the shareholders and the Registrar for their information at least seven (7) days prior to the date of the meeting. The notice of the meeting shall also be published in a newspaper for period of not less than (3) days and prior to the date of the meeting for a period of not less than (3) days. The place of the meeting shall be determined by the Board of Directors which shall be determined to be any place other than the place where is the location of the Company's Head Office or in a nearby province.
- Article 29 In order to constitute a quorum, there shall be shareholders and proxies (if any) attending at a shareholders' meeting of not less than twenty-five (25) persons or not less than one half of the total number of shareholders and in either case such shareholders shall hold shares of not less than one-third ($\frac{1}{3}$) of the total number of the fully paid-up shares.
- Article 30 At any shareholders' meeting, upon the lapse of one hour from the time specified for the meeting, the number of shareholders attending the meeting is insufficient to form a quorum, the meeting shall be cancelled if such shareholders' extraordinary meeting was convened by a request by the shareholders. If such meeting was an annual ordinary general meeting or convened by the Board of Directors as an extraordinary meeting, the meeting shall be called once again and a notice of such meeting shall be delivered to the shareholders for a period of not less than seven (7) days prior to the date of the meeting. In the subsequent meeting, no quorum is required.
- Article 31 The Chairman of the Board shall be the Chairman of the shareholders' meeting. In case the Chairman of the Board is not present at the meeting or cannot perform his/her duty, and if there is a Vice-Chairman, the Vice-Chairman present at the Meeting shall be the Chairman of the Meeting. If there is no Vice-Chairman or if there is a Vice-Chairman but he/she cannot perform his/her duty, the shareholders present at the meeting shall elect one of the shareholders to be the Chairman of the meeting.

Article 32 The Chairman of the meeting shall conduct the meeting and follow the sequence of the agenda specified in the notice of the meeting, provided that the meeting may pass a resolution allowing a change in the sequence of the agenda with a vote of not less than two-thirds (2/3) of the number of the shareholders present at the meeting.

If the consideration of the matters referred to under the first paragraph is finished, the shareholders holding aggregate number of shares of not less than one-third (1/3) of the total number of shares sold may request the meeting to consider any matters other than those indicated in the notice of the meeting.

If the meeting has not concluded the consideration of the matters according to the sequence of the agenda as referred to in the first paragraph or the matters raised by the shareholders under the second paragraph, as the case may be, and it is necessary to postpone the consideration of the meeting, the meeting shall determine the place, date and time for the next meeting and Board of Directors shall not less than seven (7) days prior to the date of the meeting, deliver to the shareholders a notice of the meeting which indicates the place, date, time and agenda of the meeting. The notice of the meeting shall also be published in a newspaper for a period of not less than three (3) days and prior to the date of the meeting for a period of not less than three (3) days.

Article 33 The shareholder may appoint any other person who is sui juris as his/her proxy to attend the shareholders' meeting and vote on his/her behalf. The appointment shall be made in writing in a form as specified by the Registrar and signed by the principal, and it shall be submitted to the Chairman or the person designated by the Chairman at the place of the meeting before the proxy attends the meeting. In voting, it shall be deemed that the proxy has votes equal to the total number of votes of the proxy's principal, unless the proxy has declared to the meeting prior to the vote that he/she will vote on behalf of only certain of those principals, indicating the names of those principals and the number of shares held by each of them.

Article 34 Unless otherwise stipulated by law, a resolution of the shareholders' meeting shall require the majority of votes of the shareholders who attend the meeting and cast their votes. In case of a tie vote, the Chairman of the meeting shall have a casting vote.

Annex 7

Proxy Forms and supporting documents (Proxy Form B is recommended)

Proxy Method

The Company has provided a proxy form according to Regulation of the Department of Business Development, Ministry of Commerce Re: Form of Proxy (No. 5) B.E. 2550 (2007) which there are three Proxy Forms as follows:

- Form A: General Proxy Form (Simple Form)
- Form B: Specific Proxy Form
- Form C: Proxy Form for the Foreign Investor appointing the Custodian in Thailand.

The Shareholder who cannot attend the Meeting may appoint a person as his/its Proxy as follows:

1.1 Complete only one of the above Proxy Forms as follows:

- a) General Shareholder shall select only one of either Form A or Form B.
- b) Shareholder listed in the share register book as Foreign Investor who appoints the Custodian in can select only Proxy Form C.

1.2 Authorized a person or The Company's director as Annex 5 to attend and vote at the Meeting on your behalf by specifying the name with details of a person or make the Company director's name specified in proxy form to be your Proxy.

1.3 Sign in a proxy and affix the 20 Baht stamp duty and cancel the stamp duty with specifying the date of the proxy form.

1.4 Scan a proxy and supporting documents, upload file to the Pre-Registration System as Annex 1

Allocation of shares to several Proxies to vote in the Meeting is not allowed. The Shareholder shall authorize the Proxy to cast the votes by all the shares held by him/it. The authorization of less than the total number of shares held is not allowed except that the Custodian is appointed by the Foreign Investor with Proxy Form C.

Supporting documents for the appointment of proxy

2.1 For ordinary Person

Certified true copy of valid document of shareholder and proxy issued by governmental authorities e.g., the identification card, governmental identification card, driver license or passport, including the evidence of name or surname's change (if any)

2.2 For juristic Person and appoint a proxy

- Certified true copy of shareholder's certification of Incorporation certified not over than 3 months by the authorized director(s) showing that such the authorized director(s) who attend the Meeting has the authority to act on the Shareholder's behalf.
- Certified true copy of valid document of the authorized director(s) signing the proxy form and proxy issued by governmental authorities e.g., the identification card, governmental identification card, driver license or passport, including the evidence of name or surname's change (if any)

2.3 For Shareholder who is Foreign Investor and Appoints his/its Custodian in Thailand

- Please prepare all documents similar to the clause 2.1 or 2.2
- In case the shareholder who is the foreign investor and has authorized the Custodian to sign the Proxy Form on his/its behalf, the additional documents are required:
 - a) Power of Attorney by shareholder who is foreign investor to authorizing the Custodian to sign the Proxy Form on his/its behalf.
 - b) Custodian Confirmation Letter showing that the Proxy is permitted to engage in the custodian business.

In case the original documents are not in English, the English translation shall be required and certified true and correct translation by the Shareholder (in case of an individual person) or the authorized representative(s) of the Shareholder (in case of a juristic person).

Remark: In case that a shareholder appoints the Company's director to attend and vote at E-AGM, please prepare the related document according to clauses 2.1, 2.2 or 2.3 only a shareholder's documents.



Proxy Form A

Made at

Date

Month

Year

(1) I/We

Nationality

Residing at No

Road

Tambon/Khwaeng

Amphur/Khet

Province

Postal Code

(2) Being a shareholder of Golden Land Property Development Public Company Limited,

holding the total

share(s), and having voting

vote(s)

amount of

rights equivalent to

as follows:

Ordinary share

share(s), having voting

vote(s)

rights equivalent to

Preferred share

share(s), having voting

vote(s)

rights equivalent to

(3) Here by authorize,



1. Name

Age

Years,

Residing at No.

Road

Tambon/Khwaeng

Amphur/Khet

Province

Postal Code



2. Name

Age

Years,

Residing at No.

Road

Tambon/Khwaeng

Amphur/Khet

Province

Postal Code



3. Name Mr. Somboon Wasinchutchawal

Age

58 Years,

Residing at No.

944 Mitrtown Office Tower, 20th Floor

Road

Rama 4

Tambon/Khwaeng

Wang Mai

Amphur/Khet

Pathum Wan

Province

Bangkok

Postal Code

10330

Anyone of the above as my/our proxy holder to attend and vote on my behalf at the 2022 Annual General Meeting of the Company's shareholders which will be held on Tuesday, 11 January 2022 at 14:00 hours by Electronic Means (E-AGM), or on any date and at any postponement thereof

Any business carried on by the proxy in the said meeting, shall be deemed as having been carried out by myself in all respects

Signed	_____	Grantor
	(_____)	
Signed	_____	Proxy
	(_____)	
Signed	_____	Proxy
	(_____)	
Signed	_____	Proxy
	(_____)	

Note: A Shareholder must authorize only one proxy to attend the meeting and cast votes
He/she cannot divide the number of shares to allow several proxies to cast their votes in different ways

Proxy Form B

Stamp duty
of 20 Baht

Made at

Date

Month

Year

Nationality

(1) I/We

Residing at No

Road

Tambon/Khwaeng

Amphur/Khet

Province

Postal Code

(2) Being a shareholder of Golden Land Property Development Public Company Limited,

holding the total

share(s), and having voting

vote(s)

amount of

rights equivalent to

as follows:

Ordinary share

share(s), having voting

vote(s)

rights equivalent to

Preferred share

share(s), having voting

vote(s)

rights equivalent to

(3) Here by authorize,



1. Name

Age

Years,

Residing at No.

Road

Tambon/Khwaeng

Amphur/Khet

Province

Postal Code



2. Name

Age

Years,

Residing at No.

Road

Tambon/Khwaeng

Amphur/Khet

Province

Postal Code



3. Name Mr. Somboon Wasinchutchawal

Age

58 Years,

Residing at No.

944 Mitrtown Office Tower, 20th Floor

Road

Rama 4

Tambon/Khwaeng

Wang Mai

Amphur/Khet

Pathum Wan

Province

Bangkok

Postal Code

10330

Anyone of the above as my/our proxy holder to attend and vote on my behalf at the 2022 Annual General Meeting of the Company's shareholders which will be held on Tuesday, 11 January 2022 at 14:00 hours by Electronic Means (E-AGM), or on any date and at any postponement thereof.

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

Agenda Item 1: To consider and certify the Minutes of the 2021 Annual General Meeting of Shareholders No.28 held on 12 January 2021

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

☐ The proxy holder shall vote in accordance with my wish as follows:

☐ Approve ☐ Disapprove ☐ Abstain

Agenda Item 2: To acknowledge the Company's performance report as of 30 September 2021

Agenda Item 3: To consider and approve the audited financial statements for the year ended 30 September 2021

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

☐ The proxy holder shall vote in accordance with my wish as follows:

☐ Approve ☐ Disapprove ☐ Abstain

Agenda Item 4: To consider and approve the allocation of profits for legal reserve and dividends payment for the fiscal year ended 30 September 2021

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

☐ The proxy holder shall vote in accordance with my wish as follows:

☐ Approve ☐ Disapprove ☐ Abstain

Agenda Item 5: To consider and approve the election of directors replacing those being retired by rotation for the year 2022

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

☐ The proxy holder shall vote in accordance with my wish as follows:

☐ **Vote for all the nominated candidates as a whole**

☐ Approve ☐ Disapprove ☐ Abstain

☐ **Vote for an individual nominee**

1. Mr. Thanapol Sirithanachai

☐ Approve ☐ Disapprove ☐ Abstain

2. Mr. Withawat Koottatep

☐ Approve ☐ Disapprove ☐ Abstain

Agenda Item 6: To consider and approve no directors' remuneration paid for the year 2022

- ☐ The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.
- ☐ The proxy holder shall vote in accordance with my wish as follows:
- ☐ Approve ☐ Disapprove ☐ Abstain

Agenda Item 7: To consider and approve the appointment of auditors and the determination of the audit fee for the year 2022

- ☐ The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.
- ☐ The proxy holder shall vote in accordance with my wish as follows:
- ☐ Approve ☐ Disapprove ☐ Abstain

Agenda Item 8: To consider other matters (if any)

- ☐ The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.
- ☐ The proxy holder shall vote in accordance with my wish as follows:
- ☐ Approve ☐ Disapprove ☐ Abstain

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

(6.) In case I/we have not declared a voting intention in any agenda item or my/our determination is not clear or in case the meeting considers or passes resolutions in any matters apart from those agenda items specified above, including the case that there is any amendment, modification or addition of any fact, the proxy holder shall have the right to consider and vote as to his/her consideration.

Any business carried on by the proxy holder in the said meeting, except the proxy holder does not vote as I/we specify in the proxy form., shall be deemed as having been carried out by myself/ourselves in all respects.

Signed	_____	Grantor
	(_____)	
Signed	_____	Proxy
	(_____)	
Signed	_____	Proxy
	(_____)	
Signed	_____	Proxy
	(_____)	

Note:

- 1) A shareholder shall appoint only one proxy holder to attend and vote at the meeting. A shareholder may not split shares and appoint more than one proxy holder in order to split votes.
- 2) In agenda regarding the election of directors, the ballot can be either for all the nominated candidates as a whole or for an individual nominee.
- 3) In case that there any further agenda apart from specified above brought into consideration in the meeting, the proxy holder may use the Annex attached to Proxy Form B.

Annex attached to the Proxy Form B

The Proxy of the Shareholder of Golden Land Property Development Public Company Limited. At the 2022 Annual General Meeting of the Company's shareholders which will be held on Tuesday, 11 January 2022 at 14:00 hours by Electronic Means (E-AGM) or on any date and at any postponement thereof.

Agenda _____ Subject _____

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

☐ The proxy holder shall vote in accordance with my wish as follows:

☐ Approve ☐ Disapprove ☐ Abstain

Agenda _____ Subject _____

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

☐ The proxy holder shall vote in accordance with my wish as follows:

☐ Approve ☐ Disapprove ☐ Abstain

Agenda _____ Subject _____

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

☐ The proxy holder shall vote in accordance with my wish as follows:

☐ Approve ☐ Disapprove ☐ Abstain

Agenda _____ Subject _____

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

☐ The proxy holder shall vote in accordance with my wish as follows:

☐ Approve ☐ Disapprove ☐ Abstain

Agenda _____	Subject _____	Election of directors
		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

Stamp duty
of 20 Baht

Proxy Form C

(For foreign shareholders who have custodian in Thailand only)

Made at

Date

Month

Year

Nationality

(1) I/We

Residing at No

Road

Tambon/Khwaeng

Amphur/Khet

Province

Postal Code

(2) Being a shareholder of Golden Land Property Development Public Company Limited,

holding the total

share(s), and having voting

vote(s)

amount of

rights equivalent to

as follows:

Ordinary share

share(s), having voting

vote(s)

rights equivalent to

Preferred share

share(s), having voting

vote(s)

rights equivalent to

(3) Here by authorize,



1. Name

Age

Years,

Residing at No.

Road

Tambon/Khwaeng

Amphur/Khet

Province

Postal Code



2. Name

Age

Years,

Residing at No.

Road

Tambon/Khwaeng

Amphur/Khet

Province

Postal Code



3. Name Mr. Somboon Wasinchutchawal

Age

58 Years,

Residing at No.

944 Mitrtown Office Tower, 20th Floor

Road

Rama 4

Tambon/Khwaeng

Wang Mai

Amphur/Khet

Pathum Wan

Province

Bangkok

Postal Code

10330

Anyone of the above as my/our proxy holder to attend and vote on my behalf at the 2022 Annual General Meeting of the Company's shareholders which will be held on Tuesday, 11 January 2022 at 14:00 hours by Electronic Means (E-AGM), or on any date and at any postponement thereof.

(3) I/we authorize the proxy holder to attend the meeting and vote are as follows:

☐ Grant proxy the total amount of shares holding and entitled to vote

☐ Grant partial shares of

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

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

Total voting rights _____ vote(s)

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

Agenda Item 1: To consider and certify the Minutes of the 2021 Annual General Meeting of Shareholders No.28 held on 12 January 2021

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

☐ The proxy holder shall vote in accordance with my wish as follows:

☐ Approve ☐ Disapprove ☐ Abstain

Agenda Item 2: To acknowledge the Company's performance report as of 30 September 2021

Agenda Item 3: To consider and approve the audited financial statements for the year ended 30 September 2021

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

☐ The proxy holder shall vote in accordance with my wish as follows:

☐ Approve ☐ Disapprove ☐ Abstain

Agenda Item 4: To consider and approve the allocation of profits for legal reserve and dividends payment for the fiscal year ended 30 September 2021

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

☐ The proxy holder shall vote in accordance with my wish as follows:

☐ Approve ☐ Disapprove ☐ Abstain

Agenda Item 5: To consider and approve the election of directors replacing those being retired by rotation for the year 2022

- ☐ The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.
- ☐ The proxy holder shall vote in accordance with my wish as follows:
- ☐ **Vote for all the nominated candidates as a whole**
- ☐ Approve ☐ Disapprove ☐ Abstain
- ☐ **Vote for an individual nominee**
- 1. Mr. Thanapol Sirithanachai**
- ☐ Approve ☐ Disapprove ☐ Abstain
- 2. Mr. Withawat Koottatep**
- ☐ Approve ☐ Disapprove ☐ Abstain

Agenda Item 6: To consider and approve no directors' remuneration paid for the year 2022

- ☐ The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.
- ☐ The proxy holder shall vote in accordance with my wish as follows:
- ☐ Approve ☐ Disapprove ☐ Abstain

Agenda Item 7: To consider and approve the appointment of auditors and the determination of the audit fee for the year 2022

- ☐ The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.
- ☐ The proxy holder shall vote in accordance with my wish as follows:
- ☐ Approve ☐ Disapprove ☐ Abstain

Agenda Item 8: To consider other matters (if any)

- ☐ The proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.
- ☐ The proxy holder shall vote in accordance with my wish as follows:
- ☐ Approve ☐ Disapprove ☐ Abstain

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

(6) In case I/we have not declared a voting intention in any agenda item or my/our determination is not clear or in case the meeting considers or passes resolutions in any matters apart from those agenda items specified above, including the case that there is any amendment, modification or addition of any fact, the proxy holder shall have the right to consider and vote as to his/her consideration.

Any business carried on by the proxy holder in the said meeting, except the proxy holder does not vote as I/we specify in the proxy form., shall be deemed as having been carried out by myself/ourselves in all respects.

Signed	_____	Grantor
	(_____)	
Signed	_____	Proxy
	(_____)	
Signed	_____	Proxy
	(_____)	
Signed	_____	Proxy
	(_____)	

Note:

1. This Proxy Form C only use for shareholders whose names appearing in the foreign investors registration and he/she appointed a custodian in Thailand to be responsible for safeguarding shares only
2. Document and evidences to be enclosed with the proxy form are:
 - a. Power of attorney from the shareholder authorizes a custodian to sign the Proxy Form on behalf of the shareholder
 - b. Letter of certification to certify that the signer in the Proxy Form have a permit to act as a Custodian
3. A shareholder shall appoint only one proxy holder to attend and vote at the meeting. A shareholder may not split shares and appoint more than one proxy holder in order to split votes

Annex attached to the Proxy Form C

The Proxy of the Shareholder of Golden Land Property Development Public Company Limited. At the 2022 Annual General Meeting of the Company's shareholders which will be held on Tuesday, 11 January 2022 at 14:00 hours by Electronic Means (E-AGM), or on any date and at any postponement thereof.

Agenda _____ Subject _____

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

☐ The proxy holder shall vote in accordance with my wish as follows:

☐ Approve ☐ Disapprove ☐ Abstain

Agenda _____ Subject _____

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

☐ The proxy holder shall vote in accordance with my wish as follows:

☐ Approve ☐ Disapprove ☐ Abstain

Agenda _____ Subject _____

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

☐ The proxy holder shall vote in accordance with my wish as follows:

☐ Approve ☐ Disapprove ☐ Abstain

Agenda _____ Subject _____

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

☐ The proxy holder shall vote in accordance with my wish as follows:

☐ Approve ☐ Disapprove ☐ Abstain

Agenda _____ Subject _____

Election of directors

Director's name _____

☐ Approve ☐ Disapprove ☐ Abstain

Director's name _____

☐ Approve ☐ Disapprove ☐ Abstain

Director's name _____

☐ Approve ☐ Disapprove ☐ Abstain