



Notice of the 2023 Annual General Meeting of the Shareholders

Golden Land Property Development Public Company Limited

Friday, 13 January 2023 at 14:00 hours

By Electronic Means (E-AGM)

<u>Contents</u>	<u>Page</u>
Notice of the 2023 Annual General Meeting of the Shareholders.....	3
Annex 1 Guidelines for attending the AGM through Electronic Means (E-AGM).....	16
Annex 2 Copy of the Minutes of the 2022 Annual General Meeting of Shareholders No. 29 held on 11 January 2022.....	21
Annex 3 2022 Annual Report in QR Code Format.....	40
Annex 4 Profile of the retired by rotation Directors being proposed for re-election.....	41
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.....	48
Annex 6 Company's Articles of Association (only Sections relating to the Meeting of Shareholders and Voting).....	51
Annex 7 Proxy Forms and supporting documents (Proxy Form B is recommended).....	54
Annex 8 Guidelines regarding Personal Data Processing for the 2023 Annual General Meeting of the Shareholders.....	68

Remarks: The shareholders are able to download the notice of the Shareholders' Meeting and related documents from the Company's website at <https://investor.goldenland.co.th/home.html> from 26 December 2022.

26 December 2022

Subject Invitation to the 2023 Annual General Meeting of the Shareholders

To The shareholders

Notice of the 2023 Annual General Meeting of the Shareholders

Reference is made to Board of Directors' Meeting No. 1 FY2023 of Golden Land Property Development Public Company Limited (the "Company") which was held on Friday, 9 December 2022, and at which it was resolved to convene the 2023 Annual General Meeting of the Shareholders by electronic means ("E-AGM") on Friday, 13 January 2023, at 14:00 hrs.

In conducting the E-AGM, 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 2023 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 2022 Annual General Meeting of Shareholders No. 29 held on 11 January 2022

Fact and Rationale: The Company prepared and posted the Minutes of the 2022 Annual General Meeting of Shareholders No. 29, which was held on 11 January 2022, 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 2022 Annual General Meeting of Shareholders No. 29, which was held on 11 January 2022, 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 2022

Fact and Rationale: The Company has prepared performance report and material changes of the Company occurred in the fiscal year ended 30 September 2022, the details of which are described in the 2022 Annual Report enclosed hereto as Annex 3.

Board of Directors' opinion: It is considered appropriate to report the Company's performance report and material changes occurred in the fiscal year ended 30 September 2022 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 2022

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 2022 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 2022 Annual Report which was delivered to the shareholders with the notice calling this Meeting as Annex 3.

Board of Directors' opinion: It is considered appropriate to propose the financial statements for the fiscal year ended 30 September 2022 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 2022

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.

At the beginning of the fiscal year, the Company has a net profit of 1,563.275 Million Baht based on 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) (approximately 78.17 Million Baht) as a legal reserve, until the legal reserve amount reaches not less than 10 percent of the Company's registered capital. The Company proposes to allocate 80 Million Baht for legal reserve. Subsequently, the Company shall have the legal reserve in the total amount of 630 Million Baht.

After the allocation for legal reserve, the Company has a 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 appropriate to propose to declare the 2022 dividend payment at the rate of 0.30 Baht per share for 2,323,720,000 ordinary shares, totaling 2,323,720,000 Million Baht. The dividend payment will be paid to the shareholders whose names are registered in the Shareholders' Registry on 26 December 2022 (Book Closing Date). The dividend payment date is scheduled on 7 February 2023. 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 that the Meeting of Shareholders approve the allocation of profits from the operational results of the fiscal year 2022 for legal reserve and dividend payment as follows:

- Allocate for legal reserve in the amount of 80 Million Baht.
- Allocate for dividend payment from the Company's operational results of the year 2022 at the rate of 0.30 Baht per share, approximately 697.12 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 26 December 2022. The dividend payment date is scheduled for 7 February 2023

The rate of dividend payment specified above, which is approximately 41 and 45 of the net profit for the fiscal year ended 30 September 2022 based on consolidated and

separate financial statements respectively, is less than the rate of dividend payment as specified in the Company's dividend policy because the Company wishes to reserve the funds for debt repayment or additional investments in order to reduce the amount of interest and impact to the Company's operation result due to the tendency of increase loan interest rates.

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 2023

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 the longest period shall retire at every Annual General Meeting of the Shareholders. The 2 directors who shall retire by rotation this year are as follows:

- | | |
|---------------------------------|----------|
| 1) Mr. Panote Sirivadhanabhakdi | Director |
| 2) Mr. Somboon Wasinchutchawal | 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, namely;

- | | |
|---------------------------------|----------|
| 1) Mr. Panote Sirivadhanabhakdi | Director |
| 2) Mr. Somboon Wasinchutchawal | 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 proposed to be elected to be directors, a 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 4](#).

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

Agenda Item 6: To consider and approve no directors' remuneration paid for the year 2023

Fact and rationale: To maintain the management of the organization to be efficient and appropriate as usual,, the Board of Directors proposed that no monthly and meeting allowances be paid to the Board of Directors for the year 2023.

Board of Directors' opinion: It is considered appropriate to propose that the Meeting of Shareholders approve that no monthly directors' remuneration and meeting allowances be paid for the year 2023.

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

Agenda Item 7: To consider and approve the appointment of auditors and the determination of the audit fee for the year 2023

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 2023 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 Co., Ltd. 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 Pholprasert Certified Public Accountant No. 8420; or
 4. Ms. Kanokorn Phooriphanyawanit Certified Public Accountant No. 10512; or
 5. Ms. Natcha Uwattanasombut Certified Public Accountant No. 11416

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 for the year 2023 to be not exceeding 1,200,000 Baht in total consisting of;

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

The Company has paid the audit fees for the year 2020 – 2022 to KPMG Phoomchai Audit Limited for reviewing and auditing of the Company's Financial Statements. The audit fees for the year 2023 is the same as the audit fees for the year 2022. In this regard, the audit fees for the year 2020 - 2022 are as follows;

Description	2022	2021	2020
Audit Fee (Unit: Baht)			
The audit fees of the Company	1,200,000	1,200,000	1,400,000

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

Agenda Item 8: To consider and approve the amendment to the Company's Articles of Association

Fact and rationale: To comply with the Public Limited Companies Act (No. 4) B.E. 2565 (2022) (the "Public Limited Companies Act (No. 4)"), the Company is required to amend the Company's Articles of Association.

Board of Directors' opinion: It is considered appropriate to propose that the Meeting of Shareholders approve the amendment to Articles 21, 22, 23, 24, 27, 28, and 33 of, as well as the addition of Article 44 to, the Company's Articles of Association, to be in accordance with the amendment made to the Public Limited Companies Act and to approve the authorization to the person delegated by the authorized directors of the Company to proceed with the registration of the amendment of the Company's Articles of Association, including to amend and/or add additional details or wording as instructed by the registrar as necessary and appropriate; however, such amendment should not materially affect the amendment to the

Company's Articles of Association as proposed by the Board of Directors. The details are as follows:

Company's Current Articles of Association	Proposed change
<p>Section 21. A meeting of the Board of Directors shall be held at least once every three months. The place of the meeting may be set to be held in other provinces than the province where the Company's head office is located at or in a nearby provinces.</p>	<p>Section 21. A meeting of the Board of Directors shall be held at least once every three months at the Company's head office, or in a nearby province, or in any other province in Thailand, or via electronic means.</p> <p>In the case of a meeting via electronic means, the Company's head office shall be deemed the venue of such meeting.</p> <p><i>(This is in accordance with Section 5 of the Public Limited Companies Act (No. 4), which is an amended version of Section 79 of the Public Limited Companies Act.)</i></p>
<p>Section 22. At a meeting of the Board of Directors, the number of directors attending the meeting shall not be less than half of the total number of directors in order to constitute a quorum. In the event that the Chairman of the Board is absent or is unable to perform his/her duties if a vice-chairman is present, he/she shall preside at the meeting, and if there is no vice-chairman, or if the vice-chairman is unable to perform his/her duties, the directors present at the meeting shall elect one of the directors to be the chairman of the meeting. Decisions of the meeting shall be based on the majority of votes.</p> <p>Each director shall have one vote, but a director who has an interest in any matter shall have no right to vote on such matter. In the case of a tie of votes, the chairman of the meeting shall have a casting vote.</p> <p>The Chairman of the Board or the chairman of the meeting may determine that a meeting be held</p>	<p>Section 22. At a meeting of the Board of Directors, the number of directors attending the meeting shall not be less than half of the total number of directors in order to constitute a quorum. In the event that the Chairman is absent or is unable to perform his/her duties if a vice-chairman is present, he/she shall preside at the meeting, and if there is no vice-chairman, or if the vice-chairman is unable to perform his/her duties, the directors present at the meeting shall elect one of the directors to be the chairman of the meeting.</p> <p>Decisions of the meeting shall be based on the majority of votes.</p> <p>Each director shall have one vote, but a director who has an interest in any matter shall have no right to vote on such matter. In the case of a tie of votes, the chairman of the meeting shall have a casting vote.</p> <p>The Chairman of the Board or the chairman of the meeting may determine that a meeting be held</p>

<p>and conducted via an electronic means in accordance with the criteria and methods as prescribed by law.</p>	<p>and conducted via electronic means in accordance with the criteria and methods as prescribed by law. In the case of a meeting via electronic means, the Company's head office shall be deemed the venue of such meeting.</p> <p><i>(This is in accordance with Section 5 of the Public Limited Companies Act (No. 4), which is an amended version of Section 79 of the Public Limited Companies Act.)</i></p>
<p>Section 23. Meetings of the Board of Directors shall be summoned by the Chairman of the Board. If a request is made by at least two directors to summon a meeting of the Board of Directors, the Chairman of the Board shall fix the date of the meeting within 14 days of the date of receipt of the request.</p>	<p>Section 23. Meetings of the Board of Directors shall be summoned by the Chairman of the Board. However, if it is reasonable, or for the protection of the Company's interest, at least two directors may jointly request that the Chairman of the Board summon a meeting of the Board of Directors, whereby the agendas and reasons that will be proposed for consideration must be specified. In the case that a request is made by at least two directors, the Chairman of the Board shall summon and fix the date of the meeting within 14 days of the date of receipt of the request.</p> <p>In the case where the Chairman of the Board does not take action in accordance with the provision in paragraph one, the requesting directors may jointly summon and fix the date of the meeting of the Board of Directors to consider the proposed agenda items within 14 days of the end of such period mentioned in paragraph one.</p> <p><i>(This is in accordance with Section 6 of the Public Limited Companies Act (No. 4), which is an amended version of Section 81 of the Public Limited Companies Act).</i></p> <p>In the case that there is no Chairman of the Board, or the Chairman of the Board is unable to perform his/her duties for any reason, the vice-chairman</p>

	<p>shall summon the meeting of the Board of Directors. In the case that there is no vice-chairman, or that the vice-chairman is unable to perform his/her duties, at least two directors may jointly summon a Board of Directors' Meeting.</p> <p><i>(This is in accordance with Section 7 of the Public Limited Companies Act (No. 4), which is an amended version of Section 81/1 of the Public Limited Companies Act).</i></p>
<p>Section 24. In summoning a meeting of the Board of Directors, the Chairman of the Board or the person assigned by the Chairman of the Board shall serve the notice calling for a meeting to the directors not less than 7 days prior to the date of the meeting. However, in the case of necessity and urgency for the purpose of maintaining the rights or benefits of the Company, the meeting may be summoned by other methods, and an earlier meeting date may be chosen.</p> <p>In this regard, if the meeting at that time is a meeting via electronic means, the notice may be served to the directors via electronic mail.</p>	<p>Section 24. In summoning a meeting of the Board of Directors, the Chairman of the Board or the person assigned by the Chairman of the Board shall serve the notice calling for a meeting to the directors not less than 3 days prior to the date of the meeting. However, in the case of necessity and urgency for the purpose of maintaining the rights or benefits of the Company, the meeting may be summoned by electronic, or any other method, and an earlier meeting date may be chosen.</p> <p><i>(This is in accordance with Section 8 of the Public Limited Companies Act (No. 4), which is an amended version of Section 82 of the Public Limited Companies Act).</i></p>
<p>Section 27. The Board of Directors may summon an extraordinary general meeting of shareholders at any time the Board of Directors considers it expedient to do so, or one or more shareholders holding shares in aggregate of not less than ten percent of the total number of shares sold may at any time subscribe their names, but they shall clearly state the subject and reason in a letter requesting the Board of Directors to call an extraordinary general meeting. In this case, the Board of Directors shall call the shareholders' meeting within forty-five days of the date of receipt of such letter from the shareholder(s).</p>	<p>Section 27. The Board of Directors may summon an extraordinary general meeting of shareholders at any time the Board of Directors considers it expedient to do so, or one or more shareholders holding shares in aggregate of not less than ten percent of the total number of shares sold may at any time subscribe their names, but they shall clearly state the subject and reason in a letter requesting the Board of Directors to call an extraordinary general meeting. In this case, the Board of Directors shall call the shareholders' meeting within 45 days of the date of receipt of such letter from the shareholder(s).</p>

<p>If the Board of Directors does not arrange for the meeting of shareholders within the period of time specified in paragraph one, the shareholder(s) that subscribes its name(s), or other shareholders holding shares in aggregate amounting to the number of shares as aforementioned, may call the meeting themselves within forty-five days of 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 as a result thereof, and shall reasonably facilitate the meeting.</p> <p>In the case where the quorum, as specified in these Articles of Association, of the meeting called by the shareholders in accordance with paragraph two cannot be constituted, the shareholders under paragraph two shall jointly compensate the Company for the expenses incurred as a result of the meeting.</p>	<p>If the Board of Directors does not arrange for the meeting of shareholders within the period of time specified in paragraph one, the shareholder(s) that subscribes its name(s), or other shareholders holding shares in aggregate amounting to the number of shares as aforementioned, may call the meeting themselves within 45 days of the date on which the period of time in paragraph one ends. The shareholders calling the meeting may send the notice of the meeting to the shareholders by electronic method, if such shareholders have notified their intention or given their consent to the Company or the Board of Directors in accordance with the criteria prescribed by law.</p> <p>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 as a result thereof, and shall reasonably facilitate the meeting.</p> <p>In the case where the quorum, as specified in these Articles of Association, of the meeting called by the shareholders in accordance with paragraph two cannot be constituted, the shareholders under paragraph two shall jointly compensate the Company for the expenses incurred as a result of the meeting.</p> <p><i>(This is in accordance with Section 11 of the Public Limited Companies Act (No. 4), which is an amended version of Section 101/1 of the Public Limited Companies Act).</i></p>
<p>Section 28. In calling a shareholders' meeting, the Board of Directors shall prepare a written notice calling the meeting that states the place, date, time, and agenda of the meeting, as well as matters to be proposed to the meeting in reasonable</p>	<p>Section 28. In calling a shareholders' meeting, the Board of Directors shall prepare a written notice calling the meeting that states the place, date, time, and agenda of the meeting, as well as matters to be proposed to the meeting in reasonable</p>

<p>detail, by indicating clearly whether it is a matter proposed for information, approval, or consideration, as the case may be. It shall also include the opinion of the Board of Directors on the said matters, and the said notice shall be sent to the shareholders and the Registrar not less than 7 days prior to the date of the meeting. The notice calling the meeting shall also be published in a newspaper for at least 3 consecutive days and not less than 3 days prior to the meeting date.</p> <p>The place of the meeting shall be determined by the Board of Directors. The place of the meeting may be other places than the province where the Company's head office is located at or nearby province as may be determined by the Board of Directors.</p>	<p>detail, by indicating clearly whether it is a matter proposed for information, approval, or consideration, as the case may be. It shall also include the opinion of the Board of Directors on the said matters, and the said notice shall be sent to the shareholders and the Registrar not less than 7 days prior to the date of the meeting. The notice calling the meeting shall also be published in a newspaper for at least 3 consecutive days and not less than 3 days prior to the meeting date. The Company may advertise the notice via electronic means in accordance with the criteria prescribed by law instead.</p> <p><i>(This is in accordance with Section 3 of the Public Limited Companies Act (No. 4), which is an amended version of Section 6 of the Public Limited Companies Act).</i></p> <p>The shareholders' meeting may be held via electronic means.</p> <p><i>(This is in accordance with Section 9 of the Public Limited Companies Act (No. 4), which is an amended version of Section 98 of the Public Limited Companies Act).</i></p> <p>In the case of a meeting via electronic means, the Company's head office shall be deemed the venue of such meeting.</p> <p><i>(This is in accordance with Section 10 of the Public Limited Companies Act (No. 4), which is an amended version of Section 101 of the Public Limited Companies Act).</i></p>
<p>Section 33. In a shareholders' meeting, a shareholder may appoint any other person who is sui juris as proxy to attend the 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 shareholder and submitted to the Chairman of the Board or to the person designated</p>	<p>Section 33. In a shareholders' meeting, a shareholder may appoint any other person who is sui juris as proxy to attend the 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 shareholder and submitted to the Chairman of the Board or to the person designated</p>

<p>by the Chairman of the Board 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 grantors, unless the proxy has declared to the meeting prior to the vote that he/she will vote on behalf of certain of those grantors only, whereby the proxy shall indicate the names of those grantors and the number of shares held by each of them.</p>	<p>by the Chairman of the Board 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 grantors, unless the proxy has declared to the meeting prior to the vote that he/she will vote on behalf of certain of those grantors only, whereby the proxy shall indicate the names of those grantors and the number of shares held by each of them.</p> <p><i>Appointment of a proxy may be carried out via electronic means, provided that such method is safe, and that it is credible that such appointment has been duly made by a shareholder in accordance with the criteria prescribed by law.</i></p> <p><i>(This is in accordance with Section 12 of the Public Limited Companies Act (No. 4), which is an amended version of Section 102 of the Public Limited Companies Act).</i></p>
<p>Section 44. -None-</p>	<p><i>Section 44. In the event that the Company or the Board of Directors is obliged to send letters or documents in accordance with the provisions of the Public Limited Companies Act B.E. 2535 (1992) (including any amendments thereto) to the directors, shareholders, or creditors of the Company, if such persons have notified their intention to receive or consented to the delivery of, letters or documents via electronic means, the Company or the Board of Directors may send such letters or documents via electronic means in accordance with the criteria prescribed by law.</i></p> <p><i>(This is in accordance with Section 4 of the Public Limited Companies Act (No. 4), which is an amended version of Section 7/1 of the Public Limited Companies Act).</i></p>

Number of votes required to pass a resolution: Not less than three-fourths (3/4) of the total number of votes of the shareholders attending the meeting and entitled to vote.

Agenda Item 9: To consider other matters (if any)

The shareholders are cordially invited to attend the 2023 Annual General Meeting of the Shareholders on Friday, 13 January 2023, 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 for the suspension of the share transfer registration on 26 December 2022, 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 2023 Annual General Meeting of the Shareholders from 26 December 2022 (Book Closing Date) until the date of the 2023 Annual General Meeting of the Shareholders.

Sincerely yours,

-Signed-

(Mr. Thanapol Sirithanachai)

Director

Golden Land Property Development Public Company Limited

Annex 1

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

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

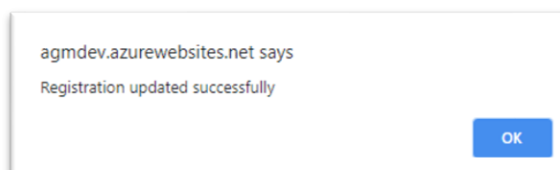
1.1 Shareholders or Proxy (In the event that the shareholder is unable to attend the E-AGM) shall fill in the registration form to attend the E-AGM and submit related documents through Pre-Registration System at <https://gold.foqus.vc/registration/> or Scan QR code. Please submit the registration form and related documents to the Company from 27 December 2022 until 13 January 2023 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 the option whether the 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 others.

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 attend the E-AGM by themselves – please attached; a valid certified true copy of ID card/passport/other official documents issued by the government authority.
- b) In case the shareholders appoint a proxy to attend the E-AGM – please attached; a proxy and supporting documents for the appointment of the 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 a 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 a 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 the Company's director as Annex 5, sign in the proxy, and also attached the supporting documents. Please study the guidance for the 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 clicking on the "Link", and fill in the "Username" and "Password" that were received through the registered email.

The system will be opened on Friday, 13 January 2023 at 13.00 hrs. However, the E-AGM will begin at 14.00 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. Partial voting is not allowed except for the allocation of the vote made 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 the 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 the case where the candidates receive equal votes such that the number of elected persons exceeds the number of directors intended to be elected, the Chairman of the Meeting shall make the deciding vote.

Voting Procedures

The Chairman shall inform the Meeting of 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 allocation of the vote made by the 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.
- Other cases in which the laws or the Company's Articles of Association provided are 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 of a tie of votes, the Chairman of the Meeting shall have a deciding vote.
 - 2) Any Shareholder or the Proxy who has 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 who attend the Meeting and have the right to cast their votes 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 problems using in Pre-Registration System, or 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 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, the type of device used, browser name and version, etc.

Annex 2

Copy of the Minutes of the 2022 Annual General Meeting of Shareholders No.29 held on 11 January 2022
(Translation)

Minutes of 2022 Annual General Meeting of Shareholders
of Golden Land Property Development Public Company Limited (the “Company”)
— conducted through electronic means (E-AGM),
convened on Tuesday, 11 January 2022, at 14:00 hrs.,
via live broadcast from Victor Club, 7th Floor, Mitrtown Office Tower
No. 944 Rama 4 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 and Chief Executive Officer |
| 3. | Mr. Saenphin | Sukhee | Director |
| 4. | Mr. Somboon | Wasinchutchawal | Director and Chief Finance Officer |
| 5. | Mr. Withawat | Koottatep | Director |

Company Secretary:

- | | | | |
|----|---------------|-----------------|-------------------|
| 1. | Mr. Theppasak | Noppakornvisate | Company Secretary |
|----|---------------|-----------------|-------------------|

Auditor in attendance

- | | | | |
|----|-------------|------------------|---|
| 1. | Mrs. Wilai | Buranakittisopon | Representative from KPMG Phoomchai Audit Ltd. |
| 2. | Mr. Ekkasit | Chuthamsatid | Representative from KPMG Phoomchai Audit Ltd. |

Legal advisor in attendance

- | | | | |
|----|-----------------|----------------|---|
| 1. | Miss Pratumporn | Somboonpoonpol | Legal advisor from Weerawong, Chinnavat & Partners Ltd. |
| 2. | Miss Thanapan | Pachimsawat | Legal advisor from Weerawong, Chinnavat & Partners Ltd. |

The Meeting started at 14:00 hrs.

Before the Meeting started, the Company presented a video that demonstrated, in the system, the method of vote casting and submission of shareholder 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 Coronavirus Disease 2019 (COVID-19) pandemic, the Company is concerned about the safety and health of its shareholders and all related persons. For this reason, the Board of Directors of the Company resolved to arrange the 2022 Annual

General Meeting of Shareholders through an electronic media platform (E-AGM). The Company delivered the notification letter concerning this to all of the shareholders by post on 27 December 2021.

The Company scheduled the book closure date for the determination of the shareholders entitled to attend the 2022 Annual General Meeting of Shareholders (Book Closure Date) to be Wednesday, 22 December 2021 until date of the 2022 Annual General Meeting of Shareholders.

The Company's paid-up capital is THB 11,037,670,000, with a par value of THB 4.75 per share, equivalent to a total of 2,323,720,000 shares, with rights to attend the Meeting held by 1,467 shareholders. In this Annual General Meeting of Shareholders, there were 2 shareholders attending the Meeting in person, holding 15,500 shares, and 37 shareholders attending the Meeting by proxy, holding 2,312,086,874 shares, totaling 39 shareholders attending the Meeting in person and by proxy, holding the aggregate amount of 2,312,102,374 shares, equivalent to 99.5000 percent of the total issued shares of the Company, which was no less than 25 shareholders and 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.

Prior to the commencement of the Meeting, the Chairman introduced the 5 directors attending the Meeting, equivalent to 100 percent of the total number of directors, the company secretary, the auditors, and legal advisors attending this Annual General Meeting of Shareholders. In addition, the Company asked a representative from Weerawong, Chinnavat & Partners Ltd., its legal advisor, to act as an inspector in relation to the vote-counting in order to ensure that the Meeting was conducted transparently, in accordance with the law and the Company's Articles of Association, and invited an independent auditor to act as a witness to the vote counting and ensure the Annual General Meeting of Shareholders was conducted transparently, in accordance with the law and the Company's Articles of Association. Mr. Narongyos Jitchareonkul, an independent auditor from KPMG Phoomchai Audit Ltd., volunteered to be the witness to the vote counting.

The Chairman then delegated Miss Sriwalee Suksri (the "**Moderator**") to clarify the voting procedures and vote counting for each agenda item of this Meeting for the shareholders.

The Moderator clarified the voting procedures and vote counting for each agenda item of the 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., a service provider of E-AGM systems, in accordance with the standards of hosting electronic meetings of the Electronic Transaction Data Agency (ETDA).

- For the 2022 Annual General Meeting of Shareholders conducted through electronic means (E-AGM), the attendees can view the live broadcast throughout the meeting, including the voting result of each agenda item, with regard to which the Company presented a demonstration video on how to use the online system for shareholder voting and asking questions at the beginning of this meeting. If the shareholders have any technical difficulties in using the system, the shareholders can call, via telephone, 02-013-4322 and 080-008-7616, for assistance at any time during the meeting.
- Regarding the voting in the Meeting, a shareholder shall have the number of votes equivalent to the number of shares he or she holds in the Company, whereby one share is 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 appointed a proxy in advance when a proxy registered to attend the Meeting. If a shareholder does not specify his or her intention when voting, with respect to any agenda item, 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 the voting menu. The vote counting shall be conducted by two methods, as follows:
 - (1) The votes on an agenda item for which approval thereon requires 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 approval thereon requires votes of not less than two-thirds of the total votes of the shareholders attending the Meeting shall be counted by accumulating all votes of approval, disapproval, and abstention, cast by the shareholders attending the Meeting.

The shareholder is able to cast their vote on each agenda item by marking approval, disapproval, or abstention, through clicking the menu to vote in the system during the period in which the casting of votes is opened for each agenda item. The Company shall provide sufficient time for vote casting. If the shareholder or the proxy does not make any mark, this will be considered a vote of approval.

In the case of a custodian that has submitted a 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 2021.
- For Agenda Item 5, which covered the election of directors replacing those being retired by rotation for the year 2022, it was requested that the Meeting 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 void and shall not be counted:
 - 1) Votes with more than one mark in the spaces provided, except in the case of a custodian; and
 - 2) Votes cast 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 can ask questions via the two following methods.

- 1) The shareholders can ask questions by typing their questions in the chat box on the system. The shareholders can type questions concerning each agenda item from the beginning of the period of that agenda item. The Company will not answer the questions in the chat box, but will answer the questions via audio conferencing only.
- 2) The shareholders can ask questions by clicking on the raising hand symbol. After the Company grants permission, the shareholders can turn on their camera and microphone in order to ask questions.

The Company will inform the Meeting of the voting result by showing the result on the screen in four-digit decimals. When the voting result of an agenda item has been announced, it will be considered that the voting result of such agenda item has been finalized.

The Chairman then conducted the Meeting in accordance with the agenda stipulated in the notice of the 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 Chairman proposed that the Meeting consider and certify the Minutes of 2021 Annual General Meeting of Shareholders No. 28, held on 12 January 2021, the details of which were set out in the copy of the minutes of the Meeting delivered to all shareholders together with the notice calling the 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 that the Meeting consider and certify the Minutes of 2021 Annual General Meeting of Shareholders No. 28, held on 12 January 2021.

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 Meeting considered and resolved by a unanimous vote to certify the Minutes of 2021 Annual General Meeting of Shareholders No. 28, held on 12 January 2021, as proposed. The 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	2,312,097,374 votes	100.0000
Disapproved	0 votes	0.0000
Total votes of the shareholders attending the meeting and casting their votes	2,312,097,374 votes	
Abstained	5,000 votes	
Invalid ballots	0 votes	

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

The Chairman delegated Mr. Thanapol Sirithanachai, the Director and Chief Executive Officer, to inform the Meeting of the Company's performance results for the year ended 30 September 2021.

Mr. Thanapol Sirithanachai, the Director and Chief Executive Officer, reported to the Meeting a summary of the Company's performance results for the year ended 30 September 2021, with the details as follows:

- The Company merged its operations with Frasers Property (Thailand) Public Company Limited ("**Frasers**") in 2021 and requested delisting from the Thai Stock Exchange (the "**SET**") in August 2020. Frasers currently owns approximately 99.48 percent of the Company's shares. The Company is now a part of Frasers, which operates three types of business, residential property business, industrial property and investments in related businesses, and commercial property business.
- In terms of the residential property business, the previous year was a very challenging year for the Company due to the impact of the Coronavirus Disease 2019 (COVID-19) pandemic, which caused an economic slowdown and impacted the Company's business. At present, the Company has a total of 63 projects in operation, 36 of which are townhome projects and 27 of which are detached house and twin house projects, both in Bangkok and the provinces. The impact on the Company arising out of slight reduction in the total number of pre-sale projects. In comparison to the previous year, where a total of 17 projects were opened for sale, the Company was only able to open 14 projects for sale this year. In this regard, the Company's total revenue recognition in the previous fiscal year was THB 11,427 million, a decrease of 22 percent as a result of the economic slowdown, which reduced consumers' purchasing power, and a high likelihood of a bank loan being rejected.
- For the operational plans of the Company in the year 2022, the Company has set a target of THB 13,000 million in revenue recognition. The Company is preparing to launch 21 projects, including 1) seven single-detached houses; 2) two city home projects; 3) eight townhome projects; 4) three projects in the provinces; and 5) one twin house project with a pre-sale value of THB 25,000 million. This is considered a strategic adjustment by the Company based on past experience. It has been found that there is demand for detached houses, city homes, and

luxury properties. In this regard, all 21 projects are projects in which the Company owns the land, and the Company is prepared to open all of them.

- With regard to the commercial property business, it is considerably affected by the economic slowdown and the impact of the Coronavirus Disease 2019 (COVID-19) pandemic. In terms of the occupancy rate of office buildings, the company is still able to maintain a 92 percent rate, with the exception of the Golden Land Building, which has an occupancy rate of 85 percent. However, the land lease agreement of the Golden Land Building that the Company entered into with the landowners is coming to an end in August 2022. Additionally, the Company was impacted by the decline in the occupancy rate of buildings used by the service industry (hospitality), which has decreased significantly as a result of tourists' inability to visit Thailand. At the same time, the Company expanded its office building business through the acquisition of the Silom Edge Project, which is located on the corner of Silom Road and Rama IV Road. The project is estimated to be worth approximately THB 1,800 million and has an area of approximately 50,000 square meters. The company anticipates launching the project in September 2022.

Mr. Thanapol Sirithanachai, the Director and Chief Executive Officer, delegated Mr. Somboon Wasinchutchawal, Director and Chief Finance Officer, to provide additional financial details of the Company's performance.

Mr. Somboon Wasinchutchawal, Director and Chief Finance Officer, informed the Meeting of the report on the operating results of the Company for the year ending 30 September 2021, the details of which can be located in the 2021 Annual Report via a QR code, as delivered to all shareholders together with the notice calling this Meeting, which has the details as follows:

Operating results for the year ending 30 September 2021:

The Company generated total revenue of THB 12,527 million, a decrease of 23 percent from the same period last year. The primary reasons for this are as follows:

- The Company's revenue from real estate sales decreased by THB 3,221 million, or a decrease of 22 percent. In this regard, the Company's revenue from real estate sales was THB 11,427 million, resulting from the condition of the economy not recovering well, as well as the severe and prolonged impact of the Coronavirus Disease 2019 (COVID-19) pandemic, which resulted in the government's measures closing temporary worker housing and halting construction within the maximum control zone.

- Revenue from rental and related services decreased by THB 415 million or 43 percent. The Company's revenue from rental and related services totaled THB 556 million, primarily as a result of the impact of the adoption of International Financial Reporting Standard No. 16 re: Lease Agreements, which resulted in the inability to recognize revenue-deferred leasehold rights under the land sublease agreement, totaling THB 356 million. In addition, the office building for rent business had lower income because the Golden Land Building land lease agreement was nearing the end of its lease term, causing some tenants to gradually decide not to renew their contracts, and discounts granted to tenants affected by the government's request to shut down during the lockdown.
- The hotel business's revenue dropped by THB 166 million, or 50 percent. The Company earned THB 165 million from the hotel business in the previous fiscal year. When compared to the previous year, which had normal conditions during the first five months, during this most recent fiscal year the Company was affected for the entirety of the year.
- As for management fee revenue, this decreased by THB 55 million, or 20 percent. The Company has revenue from management fees of THB 212 million. This is due to the fact that there were still two construction management projects in the previous year, namely the Samyan Mitrtown project and the renovation of the Queen Sirikit National Convention Center project. This year, only the renovation of the Queen Sirikit National Convention Center project remains.
- The Company's total costs and expenses decreased by THB 2,551 million, or 18 percent, while its overall operating profit decreased by THB 1,300 million, or 52 percent.
- The Company recognized a loss from investments in associates and joint ventures. This loss was reduced by THB 30 million, mainly due to a decrease in the loss from the Samyan Mitrtown project.
- In terms of finance costs, the capitalization of interest expenses from financial lease liabilities, in accordance with International Financial Reporting Standard No. 16 re: Lease Agreements, resulted in a THB 46 million increase. In addition to the cessation of construction on some projects, interest could not be recorded as project operating costs, resulting in the Company's profit for the year 2021 being THB 601 million, a decrease of 62 percent.
- With regard to the profits attributable to equity holders of the parent, the net profit was THB 636 million, down 61 percent from the previous year (which can be calculated as earnings per share of THB 0.27 per share in 2021).

- In terms of the Company's statement of financial position, the Company's total assets were THB 46,146 million, down THB 847 million, or down 2 percent from the previous year, owing primarily to a decrease in cash. This is due to a decrease in the number of home transfers in the last two days before closing accounts. In addition, due to the investment in the Silom Edge building, there are more investment properties this year. The total assets of the Company have decreased overall.
- In terms of total liabilities, the Company had total liabilities of THB 26,687 million, a decrease of THB 2,819 million, or 10 percent, primarily due to a decrease in deferred lease income of THB 6,129 million due to the implementation of new financial reporting standards. The full recognition of deferred income as retained earnings increased from the beginning retained earnings by THB 2,239 million, according to the new financial reporting standards.
- The shareholders' equity of the Company amounted to THB 19,459 million, an increase of THB 1,972 million, or 11 percent growth from the previous year.

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

No shareholders asked any additional questions and/or expressed any further opinions. The Chairman, therefore, proposed that the Meeting acknowledge the Company's performance report for the year ended 30 September 2021.

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

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

The Chairman proposed that the Meeting consider and approve the statements of financial position and the profit and loss statement for the year ended 30 September 2021, which were audited by KPMG Phoomchai Audit Ltd., the certified public accountant of the Company, and concluded that the financial statements showed financial positions and operating results that were prepared fairly and accurately in all material aspects, in accordance with the Thai Financial Reporting Standards, and that these financial statements were approved by the Board of Directors. The details are as set out in the 2021 Annual Report, which was 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 that the Meeting consider and approve the statements of financial position and the profit and loss statement for the year ended 30 September 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 Meeting considered and resolved by a unanimous vote to approve the statements of financial position and the profit and loss statement for the year ended 30 September 2021, which had been audited by the certified public accountant and approved by the Board of Directors. The 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	2,312,102,374 votes	100.0000
Disapproved	0 votes	0.0000
Total votes of the shareholders attending the meeting and casting their votes	2,312,102,374 votes	
Abstained	0 votes	
Invalid ballots	0 votes	

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

The Chairman delegated Mr. Somboon Wasinchutchawal, Director and Chief Finance Officer, Finance, to inform the Meeting of the details.

Mr. Somboon Wasinchutchawal, Director and Chief Finance Officer, reported that, subject to Section 116 of the Public Limited Companies Act B.E. 2535 (1992) (including any amendment thereto) (the “**Public Company Act**”) 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 accumulated losses brought forward (if any), to a reserve fund, until the fund attains an amount equal to no less than ten percent of the Company’s registered

capital, unless a greater reserve fund amount is required by the Articles of Association of the Company or other laws.

Presently, the Company has 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 2021, the Company had a legal reserve fund of THB 460 million. Therefore, in the year 2021, the Company had to allocate an annual legal reserve fund of not less than five percent of its net profit; the Company had a net profit in separate financial statements of THB 1,682.96 million and had to allocate THB 84.15 million. 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 having a total of THB 550 million.

For dividend payment, the Company has a policy of distributing its dividends at a rate of not less than 50 percent of its net profits after tax deduction and allocation of reserve funds under the consolidated financial statements. The dividend payment will be considered based on the Company's operating status, financial status, and other factors related to the management of the Company's business, as appropriate.

In 2021, the Company had a net profit under the consolidated financial statements of THB 637 million, whereby the Board of Directors deemed it appropriate to propose that the Meeting consider and approve paying the dividend from the Company's net profit for the year ended 30 September 2021, at the rate of THB 0.14 per share for ordinary shares, in the amount of 2,323,720,000 shares, totaling THB 325.32 million. With regard to the abovementioned dividend payment rate, it is a rate that the Board of Directors considers to be appropriate and is in compliance with the Company's dividend policy, being 51.0 percent of the net profit based on the consolidated financial statements.

The Company will pay dividends to the shareholders whose names appear in the register of shareholders on the Book Closure Date on Wednesday, 22 December 2021. The dividend payment date is scheduled for Wednesday, 9 February 2022.

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 that the Meeting 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 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 Meeting considered and resolved by a unanimous vote to approve the allocation of THB 90 million in profits as a legal reserve and the dividend payment derived from the operating results for the year ended 30 September 2021, to the shareholders at a rate of THB 0.14 per share for ordinary shares, in the amount of 2,323,720,000 shares, totaling to THB 325.32 million. The Book Closure Date is scheduled as the date to refrain from registering the transfers of shares in order to stipulate the list of shareholders with the right to receive the dividend from the operating profits for the year ended 30 September 2021, which shall be Wednesday, 22 December 2021, with the date of dividend payment being Wednesday, 9 February 2022.

The 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	2,312,102,374 votes	100.0000
Disapproved	0 votes	0.0000
Total votes of the shareholders attending the meeting and casting their votes	2,312,102,374 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 2022

The Chairman informed the Meeting that, in compliance with Section 71 of the Public Company Act and Article 17 of the Company's Articles of Association, which provide that at every annual general meeting of shareholders one-third of the directors who have held office the longest shall vacate office in proportion, whereby a director who vacated office under this provision may be re-elected, in this Meeting, there are two directors who shall retire by rotation this year, as follows:

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

To enable the shareholders to cast their votes independently, Mr. Thanapol Sirithanachai and Mr. Withawat Koottatep requested to leave the Meeting room during the consideration of this agenda item.

The Board of Directors, excluding the interested directors, considered suitable candidates for the directorship positions through prudent screening, and assessed that the suitable candidates should be knowledgeable and competent, with skills and specific expertise beneficial to the business operations of the Company. Furthermore, the candidates chosen should have good morals, vision, and perspective, and a readiness to fully carry out their duties to the best of their efforts and have complete qualifications. 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 are as follows.

- | | | | |
|----|--------------|---------------|----------|
| 1) | Mr. Thanapol | Sirithanachai | Director |
| 2) | Mr. Withawat | Koottatep | 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, possessing no prohibited characteristics for directors, having appropriate qualifications for the Company's business operations, and having duly performed their foregoing duties. The background and related information of the directors proposed to be reelected as directors, their positions as directors or management in other listed companies and/or other businesses, and the relations of the nominated persons, appear in the Meeting's supporting documents, which were delivered to all shareholders together with the notice calling this Meeting and which are available on the E-AGM screen.

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 reelection of those directors who were due to retire by rotation on a person-by-person basis in the interests of the transparency of the vote casting and compliance with 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 Meeting considered and resolved by a unanimous vote to approve the reelection 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. The details of the vote casting were as follows:

1) Mr. Thanapol Sirithanachai

Resolution	Number of votes (1 share = 1 vote)	Percentage of shareholders attending the meeting and casting their votes
Approved	2,312,102,374 votes	100.0000
Disapproved	0 votes	0.0000
Total votes of the shareholders attending the meeting and casting their votes	2,312,102,374 votes	
Abstained	0 votes	
Invalid ballots	0 votes	

2) Mr. Withawat Koottatep

Resolution	Number of votes (1 share = 1 vote)	Percentage of shareholders attending the meeting and casting their votes
Approved	2,312,102,374 votes	100.0000
Disapproved	0 votes	0.0000
Total votes of the shareholders attending the meeting and casting their votes	2,312,102,374 votes	
Abstained	0 votes	
Invalid ballots	0 votes	

The Chairman invited the two directors to return to the meeting room for consideration of the next agenda item.

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

The Chairman informed the Meeting that the Company voluntarily delisted the Company's shares as listed securities from the SET. The SET Board of Governors had ordered the delisting of the Company's shares as listed securities from the SET with effect from 11 August 2020 onward. The Company, as well as its directors and executives, are therefore not bound by the regulations on the governance of securities issuing companies under Chapter 3/1 of the Securities and Exchange Act B.E. 2535 (1992) (including any amendments thereto). For efficiency and suitability in doing business, the Board of Directors proposed that the Meeting consider that no monthly remuneration and meeting allowances be paid to the Company's directors for the year 2022.

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 remuneration be paid to the Company's directors for the year 2022.

The Chairman informed the Meeting that the resolution on this agenda item shall be passed by a vote of not less than two-thirds of the shareholders attending the meeting.

Resolution: The Meeting considered and resolved by a unanimous vote to approve that no remuneration be paid to the Company's directors for the year 2022, as proposed. The details of the vote casting were as follows:

Resolution	Number of votes (1 share = 1 vote)	Percentage of shareholders attending the meeting
Approved	2,312,102,474 votes	100.0000
Disapproved	0 votes	0.0000
Total votes of the shareholders attending the meeting	2,312,102,474 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 2022

The Chairman delegated Mr. Somboon Wasinchutchawal, Director and Chief Finance Officer, to inform the Meeting of the details of the agenda item.

Mr. Somboon Wasinchutchawal, Director and Chief Finance Officer, informed the Meeting that, Section 120 of the Public Company Act and Article 41 of the Company's Articles of Association provide that the annual general meeting of shareholders shall appoint an auditor and determine the audit fee of the company every year. In the appointment of the Company's auditor, the same auditor may be appointed again. The auditor must not be a director, staff member, employee, or person holding any position or duty of the Company. The Board of Directors deemed it appropriate to propose that the Meeting consider and approve the appointment of an auditor from KPMG Phoomchai Audit Ltd. as the auditor of the Company. KPMG Phoomchai Audit Ltd. proposed the following five auditors, one of which, as the auditor of the Company, shall review, audit, and express his/her opinion on the financial statements of the Company for the year 2022:

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

In considering and appointing the auditor of the Company, the Board of Directors has taken into account that all five of the foregoing auditors are qualified auditors and are affiliated with an audit company that is reputable and reliable, as accepted by general standards. In this regard, KPMG Phoomchai Audit Ltd. and all five of its auditors have no relationship with and no interests in the Company, its subsidiaries, its executives, its major shareholders, or persons related thereto in any way whatsoever, and they have demonstrated independence in performing audits and rendering opinions on the financial statements of the Company and its subsidiaries. In addition, KPMG Phoomchai Audit Co., Ltd., including persons or businesses related to the KPMG Phoomchai Audit Ltd., was also nominated as the auditor of the Company's subsidiary for the year 2022.

The Board of Directors proposed that the Meeting consider and approve the determination of the audit fee of the Company for the year 2022 at a 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 to be THB 600,000.
- The fee for reviewing the quarterly financial statements of the Company is to be THB 600,000.

The audit fee for the year 2022 is equal to that of the fee for the year 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 that the Meeting consider and approve the appointment of auditors and the determination of the audit fee for the year 2022.

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 Meeting considered and resolved by a unanimous vote to approve the appointment of the auditor and the determination of the audit fee for the year 2022, in accordance with the following details:

1. Approved the appointment of Mr. Ekkasit Chuthamsatid, Certified Public Accountant No. 4195, or Miss Yuwanuch Thepsongvaj, Certified Public Accountant No. 5371, or Miss Vilaivan Pholrasert, Certified Public Accountant No. 8420, or Miss Kanokorn Phooriphanyawanit, Certified Public Accountant No. 10512, or Miss Nadsasin Wattanapaisal, Certified Public Accountant No. 10767, from KPMG Phoomchai Audit Ltd. as the auditor of the Company for the year 2022, one of which shall review, prepare, and execute, the audit report; and
2. Approved the determination of the audit fee at a rate of not exceeding THB 1,200,000.

The 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	2,312,102,474 votes	100.0000
Disapproved	0 votes	0.0000
Total votes of the shareholders attending the meeting and casting their votes	2,312,102,474 votes	
Abstained	0 votes	
Invalid ballots	0 votes	

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

The Chairman clarified that this agenda item is for shareholders who intend to propose issues apart from those comprising the Meeting’s agenda as set by the Board of Directors in the notice calling the Meeting in accordance with Section 105 paragraph 2 of the Public Company Act, which states that “...shareholders holding shares in aggregate of not less than one-third of the total number of shares sold may request the meeting to consider matters other than those specified in the notice calling for the meeting.”. In the case of the Company, one-third of the total number of shares is equal to 774,573,333 shares. However, for the purpose of the transparency of the Meeting and providing equal rights to all groups of shareholders, there should not be any additional agenda items for consideration apart from those listed in the notice calling the Meeting, as the shareholders have studied the information and have already cast votes.

The Chairman asked the meeting if any shareholders wished to propose matters apart from those listed in the meeting agenda or not.

No shareholder proposed any matter for the meeting’s consideration.

The Chairman, therefore, expressed his appreciation to all shareholders for their dedication in attending the Meeting and declared the Meeting adjourned.

The Meeting was adjourned at 15.00 hrs.

Sign _____ -Signed- _____ Chairman of the Board/
(Mr. Panote Sirivadhanabhakdi) Chairman of the Meeting

Sign _____ -Signed- _____ Company Secretary/
(Mr. Theppasak Noppakornvisate) Minutes Taker

Annex 3

2022 Annual Report in QR Code Format



Opnel56aKB

Annex 4

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

1. Mr. Panote Sirivadhanabhakdi

Current Position: Director

Age 45 Years

Education

- Master of Science in Analysis, Design and Management of Information System, The London School of Economics and Political Science, The United Kingdom
- Bachelor of Science in Manufacturing Engineering, Boston University, The United States of America
- Certificate in Industrial Engineering and Economics, Massachusetts University, The United States of America

Training/Seminar

- Directors Certification Program (DCP 46/2004), Thai Institute of Directors (IOD)
- Directors Accreditation Program (DAP 10/2004), Thai Institute of Directors (IOD)
- Finance for Non-Finance Directors (FND 10/2004), Thai Institute of Directors (IOD)

Experience

- 31 August 2022 – Present: Director, Sirivadhanabhakdi Company Limited
- 15 August 2022 – Present: Director, Must Be Company Limited
- 13 December 2021 – Present: Director, Frasers Property Corporate Services (Thailand) Company Limited
- 8 November 2021– Present: Director, Siribhadditham Company Limited
- 27 September 2021 – Present: Director Quantum Innovation Company Limited
- 2017 – Present: Chairman of the Executive Committee, Director, Member of Compensation and Nomination Committee and Member of Risk Management Committee, Frasers Property (Thailand) Public Company Limited
- 2014 - 2022 : Director, Lakeview Golf and Yacht Club Company Limited
- 2017 - 2019 : Director, Siridamrongdham Company Limited
Director, Bhakdivattana Company Limited
- 2015 – 2020 : Director, Frasers Property Commercial Asset Management (Thailand) Company Limited
FKA Univentures REIT Management Company Limited
- 2015 - 2020 : Director, TCC Holdings (2519) Company Limited
- 2017 – 2019 : Director, Sub Somboon Property Plus Company Limited

- 2010 - 2019 : Director, North Park Real Estate Company Limited
- 2010 - 2019 : Director, North Park Golf and Sports Club Company Limited
- 2009 - 2019 : Director, Nongkhai Country Golf Club Company Limited
- 2011 - 2018 : Director, TCC Trade and Convention Center Company Limited
- 2017 - 2018 : Director, Fah Parthan Pandinthong Company Limited
- 2017 -2018 : Director, One Bangkok Holdings Company Limited
- 2014 - 2018 : Director, Tonic International Company Limited
- 2012 - 2017 : Director, TCC Phumipat Company Limited
- 2007 - 2017 : Director, Paksong Capital Development Company Limited
- 2007 - 2017 : Director and Executive Director, Siam Food Products Public Company Limited
- 2005 - 2017 : Director and Executive Director, Berli Jucker Public Company Limited
- 2013 - 2016 : Chief Executive Officer, Univentures Public Company Limited
- 2006 - 2016 : Director, Siriwana Company Limited
- 2013 - 2015 : Director, Thip Sukhothai Bio-Tech Company Limited
- 2013 -2015 : Director, Thip Suphanburi Bio Energy Company Limited
- 2008 - 2015 : Director, Thip Sukhothai Bio Refinery Company Limited
- 2011 - 2015 : Director, Thip Nakhonsawan Bio Energy Company Limited
- 2008 - 2015 : Director, Thip Kampangetch Bio Energy Company Limited
- 2008 - 2015 : Director, Thip Nakhonsawan Sugar Industry Company Limited
- 2006 - 2015 : Director, Thip Kampangetch Sugar Industry Company Limited
- 2006 - 2015 : Director, The Suphanburi Sugar Industry Company Limited
- 2008 - 2014 : Director, TCC Corporation Company Limited
- 2008 - 2014 : Director, TCC Land Retail Company Limited
- 2005 - 2014 : Director, TCC Land Company Limited
- 2011 - 2013 : Director, Wattanapat Trading Company Limited
- 2011 - 2013 : Director, Oishi Group Public Company Limited
- 2009 - 2013 : Director, Prideeprapa Company Limited
- 2008 - 2013 : Director, TCC Real Estate Development Company Limited
- 2007 - 2013 : Director, TCC Hotel Group Company Limited
- 2004 - 2013 : Director, Golden Wealth Company Limited
- 2011 - 2012 : Director, Bang pa-In Paper Mill Industry Company Limited
- 2010 - 2012 : Director, Ack Realty Company Limited
- 2010 - 2012 : Director, TCCL 1 Company Limited
- 2010 - 2011 : Director, Thippatana Arcade Company Limited

- 2010 - 2011 : Director, T.C.C. Commercial Property Management Company Limited

Other directorship position/Other positions at present

- Other listed companies
 - Director, Vice Chairman, Member of the Remuneration and Nomination Committee and Member of the Corporate Governance Committee, Univentures Public Company Limited
- Non-listed companies
 - Chairman of the Board of Directors, Golden Land Property Development Public Company Limited
 - Director and Group Chief Executive Officer, Frasers Property Limited
 - Director, Frasers Assets Company Limited
 - Director, Norm Company Limited
 - Director, NORM (2019) Company Limited
 - Director, Quantum Trading Company Limited FKA Buriram Development Company Limited
 - Director, Terragro Fertilizer Company Limited
 - Director, NY Property Development Company Limited
 - Director, Namjai Thaibev (Social Enterprise) Company Limited
 - Director, Asian Capital Company Limited
 - Director, Vadhanabhakdi Company Limited
 - Director, Kasemsubbhakdi Company Limited
 - Director, Frasers Property Holdings (Thailand) Company Limited
 - Director, Quantum Capital Development Company Limited
 - Director, One Bangkok Company Limited
 - Director, TCC Assets (Thailand) Company Limited
 - Director, Kasemsubsiri Company Limited
 - Director, SMJC Development Company Limited
 - Director, TCC Exhibition and Convention Center Company Limited
 - Director, N.C.C. Exhibition Organizer Company Limited
 - Director, N.C.C. Management and Development Company Limited
 - Director, N.C.C. Image Company Limited
 - Director, F & B International Company Limited
 - Director, Chiva-Som International Health Resort Company Limited
 - Director, The Cha-Am Yacht Club Hotel Company Limited
 - Director, Adelfos Company Limited
 - Director, Thai Beverage Public Company Limited
 - Director, Cristalla Company Limited

- Director, Plantheon Company Limited
- Director, Beerthip Brewery (1991) Company Limited
- Director, Kankwan Company Limited
- Director, T.C.C. Technology Company Limited
- Director, International Beverage Holdings Limited
- Director, International Beverage Holdings (UK) Limited
- Director, International Beverage Holdings (China) Limited
- Director, InterBev (Singapore) Limited
- Director, Blairmhor Distillers Limited
- Director, Blairmhor Limited
- Vice Chairman, Theparunothai Company Limited
- Vice Chairman, Sura Bangyikhan Company Limited
- Vice Chairman, Athimart Company Limited
- Vice Chairman, S.S. Karnsura Company Limited
- Director, Frasers Logistics & Industrial Asset Management Pte Ltd., Manager of Frasers Logistics & Industrial Trust (REIT/Trust)
- Director, Frasers Hospitality Asset Management Pte Ltd., Manager of Frasers Hospitality Real Estate Investment Trust (REIT/Trust)
- Director, Frasers Hospitality Trust Management Pte Ltd., Manager of Frasers Hospitality Business Trust (REIT/Trust)

Shareholding proportion in the Company: None (as of 30 September 2022)

Criminal records on violation of securities and futures contract laws: None

Position in other entity doing business of a similar nature competing with the Company which may cause conflicts of interest: None

2. Mr. Somboon Wasinchutchawal

Current Position: Director

Age 59 Years

Education

- Master of Business Administration, Thammasat University
- Bachelor of Accounting, Thammasat University

Training/Seminar

- Director Certification Program (DCP 102/2008), Thai Institute of Directors Association (IOD)

Experience

- October 2020 – Present : Chief Financial Officer and executive committee, Frasers Property (Thailand) Public Company Limited
- 2014 – 2020 : Risk Management Committee, Golden Land Property Development Public Company Limited
- 2012 – 2020 : Executive Committee and Senior Executive Vice President - Accounting and Finance, Golden Land Property Development Public Company Limited
- 2012 – 2013 : Director, Golden Land Property Development Public Company Limited
- 2008 – 2012 : Executive Vice President (Chief Financial Officer), Pruksa Real Estate Public Company Limited

Other directorship position/Other positions at present

- **Other listed companies**
 - None -
- **Non-listed companies**
 - Director, Frasers Property Corporate Services (Thailand) Company Limited
 - Director, Nawamin Residence Company Limited
 - Director, PT SLP Internusa Karawang, Indonesia
 - Director, PT SLP Surya Ticon Internusa, Indonesia
 - Director, PT Surya Internusa Ticon, Indonesia
 - Director, N.C.C. Management & Development Company Limited
 - Director, Frasers Property Thailand (Hong Kong) Company Limited
 - Director, Bangkok Logistic Park Company Limited
 - Director, Automation Asset Company Limited
 - Director, Frasers Property Treasury Center (Thailand) Company Limited
 - Director, System Assets Company Limited

- Director, Wangnoi Logistics Park Company Limited
- Director, Bangpakong Logistics Park Company Limited
- Director, ECO Industrial Services Company Limited
- Director, Frasers Property BFTZ Company Limited
- Director, Frasers Property Industrial (Thailand) Company Limited
- Director, Silom Corporation Company Limited
- Director, Baan Mae Phim Company Limited
- Director, Golden Land Property Development Public Company Limited
- Director, Bhakdi Hospitality Company Limited
- Director, Bhakdi Retail Company Limited
- Director, Kasemsubbhakdi Company Limited
- Director, Krungthep Land Public Company Limited
- Director, First Square Company Limited
- Director, Prime Plus Asset Company Limited
- Director, Regal Region Company Limited
- Director, Sidewalk Land Company Limited
- Director, Frasers Property Home (Thailand) Company Limited (FKA Golden Land Residence Company Limited)
- Director, Frasers Property Power (Thailand) Company Limited (FKA Golden Habitation Company Limited)
- Director, Golden Land (Mayfair) Company Limited
- Director, Golden Land Polo Company Limited
- Director, Samyan Mitrtown Holding Company Limited (FKA Golden Property Services Company Limited)
- Director, Grand Mayfair Company Limited
- Director, Grand Paradise Property Company Limited
- Director, MSGL Property Company Limited
- Director, Narayana Pavilion Company Limited
- Director, North Sathorn Realty Company Limited
- Director, Ritz Village Company Limited
- Director, Sathorn Supsin Company Limited
- Director, Sathorn Property Management Company Limited (FKA Sathorn Thong Company Limited)
- Director, United Homes Company Limited
- Director, Walker Homes Company Limited

Shareholding proportion in the Company: None (as of 30 September 2022)

Position in other entity doing business of a similar nature competing with the Company which may cause conflicts of interest: 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. Thanapol Sirithanachai

Current position: Director

Age: 55 Years

Residing at 944 Mitrtown Office Tower, 20th Floor, Rama4 Road, Wangmai Sub-district, 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 of Business Administration, The University of Texas at Austin, Texas, USA
- Bachelor of Engineering, Chulalongkorn University
- Bachelor of Law, Sukhothai Thammathirat Open University, Thailand

Training/Seminar

- Director Certification Program (DCP 39/2004), Thai Institute of Directors (IOD)
- Director Accreditation Program (DAP 10/2004), Thai Institute of Directors (IOD)
- Audit Committee Program (ACP 39/2012), Thai Institute of Directors (IOD)
- National Defense Course, Thailand National Defense College (Thai NDC) Class 61
- The LeadershipACT Program (LeadershipACT 1/2022), Slingshot Group, Bangkok, Thailand
- Thai-Chinese Leadership Studies (TCL 1/2018), Huachiew Chalermprakiet University, Bangkok, Thailand
- The Berkeley Executive Coaching Certificate Program at Berkley Executive Coaching Institute (BECI/2016), Berkeley Executive Coaching Institute, California, USA
- Top Executive Program in Commerce and Trade (TEPCoT 8), University of the Thai Chamber of Commerce, Bangkok, Thailand
- Difference 2014 Program (ABC 2/2014), Sripatum University
- TLCA Leadership Development Program (LDP 2), Thai Listed Companies Association
- Poompalungpandin Program (PPL 2/2013), Chulalongkorn University

- TLCA Executive Development Program (EDP 9), Thai Listed Companies Association
- Capital Market Academy Leadership Program (CMA 7), Capital Market Academy
- Advanced Certificate Course in Public Economics Management for Executives (KPI 6), King Prajadhipok's Institute

Experience

- 2021 – Present: Director, Member of the Executive Committee, Member of Corporate Governance and Sustainable Development Committee, and Member of Risk Management Committee, Frasers Property (Thailand) Public Company Limited
- October 2020 – Present: Chief Executive Officer, Frasers Property Commercial (Thailand)
- August 2020 – Present: Country Chief Executive Officer, Frasers Property (Thailand) Public Company Limited
- 2016 – 2020: Corporate Governance Committee, Golden Land Property Development Public Company Limited
- 2014 – 2020: Chairman of Risk Management Committee, Golden Land Property Development Public Company Limited
- 2012 – 2020: Executive Committee, Director, and President, Golden Land Property Development Public Company Limited
- 2003 – 2012: Director and Executive Director, Univentures Public Company Limited
- 2001 – 2003: Senior Vice President – Asset Sales Management Division, Bank of Asia Public Company Limited
- 1998 – 2001: Executive Vice President/ Director / Executive Committee, Sansiri Public Company Limited.

Other directorship position / Other positions at present

- Other listed companies
 - None -
- Non-listed companies
 - Director, Kasemsubbhakdi Company Limited
 - Director, Krungthep Land Company Limited
 - Director, First Square Company Limited
 - Director, Prime Plus Asset Company Limited
 - Director, Regal Region Company Limited
 - Director, Sidewalk Land Company Limited
 - Director, Frasers Property Home (Thailand) Company Limited (FKA Golden Land Residence Company Limited)
 - Director, Frasers Property Power (Thailand) Company Limited (FKA Golden Habitation Company Limited)

- Director, Golden Land (Mayfair) Company Limited
- Director, Golden Land Polo Company Limited
- Director, Samyan Mitrtown Holding Company Limited (FKA Golden Property Services Company Limited)
- Director, Grand Mayfair Company Limited
- Director, Grand Paradise Property Company Limited
- Director, MSGL Property Company Limited
- Director, Narayana Pavilion Company Limited
- Director, North Sathorn Realty Company Limited
- Director, Ritz Village Company Limited
- Director, Sathorn Supsin Company Limited
- Director, Sathorn Property Management Company Limited (FKA Sathorn Thong Company Limited)
- Director, United Homes Company Limited
- Director, Walker Homes Company Limited

Shareholding proportion in the Company: None (as of 30 September 2022)

Position in other entity doing business of a similar nature competing with the Company which may cause conflicts of interest: 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 three (3) days and prior to the date of the meeting for a period of not less than three (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 (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 (Recommend to use Proxy Form B)

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 the 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 is a 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 _____
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. Thanapol Sirithanachai Age 55 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 2023 Annual General Meeting of the Company's shareholders which will be held on Friday, 13 January 2023 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

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. Thanapol Sirithanachai Age 55 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 2023 Annual General Meeting of the Company’s shareholders which will be held on Friday, 13 January 2023 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 2022 Annual General Meeting of Shareholders No. 29 held on 11 January 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 2: To acknowledge the Company's performance report as of 30 September 2022

Agenda Item 3: To consider and approve the audited financial statements for the year ended 30 September 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 4: To consider and approve the allocation of profits for legal reserve and dividends payment for the fiscal year ended 30 September 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 5: To consider and approve the election of directors replacing those being retired by rotation for the year 2023

- 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. Panote Sirivadhanabhakdi

Approve Disapprove Abstain

2. Mr. Somboon Wasinchutchawal

Approve Disapprove Abstain

Agenda Item 6: To consider and approve no directors' remuneration paid for the year 2023

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 2023

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 and approve the amendment to the Company's Articles of Association

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 9: 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 2023 Annual General Meeting of the Company's shareholders which will be held on Friday, 13 January 2023 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



Proxy Form C

(For foreign shareholders who have custodian in Thailand only)

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. Thanapol Sirithanachai Age _____ 55 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 2023 Annual General Meeting of the Company's shareholders which will be held on Friday, 13 January 2023 at 14:00 hours by Electronic Means (E-AGM), or on any date and at any postponement thereof.

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

Total voting rights _____ vote(s)
_____)

(5) 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 2022 Annual General Meeting of Shareholders No. 29 held on 11 January 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 2: To acknowledge the Company's performance report as of 30 September 2022

Agenda Item 3: To consider and approve the audited financial statements for the year ended 30 September 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 4: To consider and approve the allocation of profits for legal reserve and dividends payment for the fiscal year ended 30 September 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 5: To consider and approve the election of directors replacing those being retired by rotation for the year 2023

- 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. Panote Sirivadhanabhakdi**
 - Approve Disapprove Abstain
 - 2. Mr. Somboon Wasinchutchawal**
 - Approve Disapprove Abstain

Agenda Item 6: To consider and approve no directors' remuneration paid for the year 2023

- 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 2023

- 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 and approve the amendment to the Company's Articles of Association

- 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 9: 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

- (6) 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.
- (7) 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
	()	

Annex attached to the Proxy Form C

The Proxy of the Shareholder of Golden Land Property Development Public Company Limited. At the 2023 Annual General Meeting of the Company's shareholders which will be held on Friday, 13 January 2023 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"/>	<input type="checkbox"/>	<input type="checkbox"/>
			Approve	Disapprove	Abstain
		Director's name	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
			Approve	Disapprove	Abstain
		Director's name	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
			Approve	Disapprove	Abstain

Annex 8

Guidelines regarding Personal Data Processing For the 2023 Annual General Meeting of Shareholders

Golden Land Property Development Public Company Limited (the “Company”) values the importance of personal data protection and therefore, has established and is hereby notifying you of the guidelines regarding personal data processing for the 2023 Annual General Meeting of Shareholders (“Shareholders Meeting”) to describe the purposes and practices of how the Company will treat your personal data pursuant to the Personal Data Protection Act B.E. 2562 (2019) (PDPA), as follows:

Personal Data to be collected, used, disclosed and/or retained

The Company will collect, use, disclose and/or retain (“Process”) your, including your proxy holder’s (if any), personal data, namely, name-surname, date of birth, identification number / passport number, shareholder’s registration number, address, telephone number, email address (if any), and photos including video recordings of the Meeting conducted via electronic means.

Remark: *Any identification documents submitted to the Company, such as a copy of an ID card or other official documents, may contain sensitive personal data, e.g., race, blood type, and religion, which is not required for the purpose of holding the Shareholders Meeting. You may redact that sensitive personal data prior to submitting those documents to the Company. In the case that the Company receives documents containing sensitive personal data, the Company reserves the right to redact that sensitive personal data for and on behalf of you, and, in such case, the Company shall be deemed to not have collected such sensitive personal data from the submitted documents.*

Sources of Personal Data

The Company may collect your personal data from the following sources:

1. Personal data directly collected from you as it appears in the registration documents and proxies (if any);
2. Personal data collected from the Company’s shareholder list as of the record date, which the Company received from Thailand Securities Depository Company Limited (TSD) as the securities registrar;
3. Personal data collected in the form of photos and videos which are taken and recorded throughout the Shareholders Meeting conducted via electronic means.

Purposes and Necessity of Personal Data Processing

The Company is required to collect your personal data for the following purposes:

1. Identifying the shareholders' right to attend the Shareholders Meeting of the Company, convening the Shareholders Meeting, registering shareholders to attend the Shareholders Meeting, and calculating the Shareholders Meeting quorum and votes in each agenda item.
2. Preparing the systems involved during the Meeting, including video and audio recordings and live broadcasting.
3. Recording your name-surname in the Meeting minutes (in case you express any suggestions or raise any questions during the Meeting).

In addition, the Meeting documents might be disclosed through the Company's website, as well as submitted to relevant regulatory agencies upon request or as required by law.

Period of Personal Data Retention

The Company will retain your personal data for the entire period as is necessary to use it for the purposes as specified in this document, and for the duration required by laws and regulations, in order to comply with the objectives of holding the Shareholders Meeting via electronic means. The Company may also retain your personal data as backup information and for inspection in case of necessity for 10 years from the date of receipt of your personal data, except as otherwise specified by law.

Data Subjects' Rights

Data subjects are entitled to (1) withdraw consent given for personal data processing; however, the withdrawal of consent shall not affect the collection, use, or disclosure of personal data to which the data subjects have already given consent; (2) request access to and a copy of their personal data; (3) request correction of their personal data; (4) request deletion or anonymization of their personal data; (5) request cessation of the use of their personal data; (6) request personal data relocation and sending or transfer of any personal data to another data controller; (7) object to processing of their personal data; and (8) lodge complaints about the Company's actions with the Personal Data Protection Committee (PDPC).

You, as the data subject, may exercise the aforementioned rights by submitting your request in writing to the Company through the following channels:

Postal delivery: Data Protection Officer (DPO)

Golden Land Property Development Public Company Limited

944 Mitrtown Office Tower, 22nd- 23rd Floors, Rama 4 Road, Wangmai Sub-district, Pathumwan District, Bangkok 10330

Email: th.fpt.dpo@frasersproperty.com

For additional information regarding personal data protection, please see our privacy policy as linked in the QR code below.

