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Ref No. GOLD 1 FY2024 (AGM)

Registration No. 0107537002273

22 December 2023

Subject Invitation to the 2024 Annual General Meeting of the Shareholders

To The shareholders

Notice of the 2024 Annual General Meeting of the Shareholders

Reference is made to Board of Directors' Meeting No. 1 FY2024 of Golden Land Property Development Public Company Limited (the "**Company**") which was held on Thursday, 9 November 2023, and at which it was resolved to convene the 2024 Annual General Meeting of the Shareholders by electronic means ("**E-AGM**") on Monday, 8 January 2024, 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 2024 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 2023 Annual General Meeting of Shareholders No. 30 held on 13 January 2023

Fact and Rationale: The Company prepared and posted the Minutes of the 2023 Annual General Meeting of Shareholders No. 30, which was held on 13 January 2023, 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 2023 Annual General Meeting of Shareholders No. 30, which was held on 13 January 2023, 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 2023

Fact and Rationale: The Company has prepared performance report and material changes of

the Company occurred in the fiscal year ended 30 September 2023, the details of which are described in the 2023 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 2023 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 2023

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 2023 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 2023 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 2023 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 2023

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, the operational

plan, financial status, as well as necessity and appropriateness in the future. The payment of dividends shall be approved by the Board of Directors and the shareholders as appropriate, except for the interim dividend payment which the Board of Directors has the authority to approve the payment and report to the next shareholders' meeting for acknowledgement, according to Article 39 of the Company's Articles of Association.

In the fiscal year 2023 ending 30 September 2023, the Company has a consolidated financial statements' net profit which attributable to owners of the parent of 528.13 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) as a legal reserve, until the legal reserve amount reaches not less than 10 percent of the Company's registered capital (approximately 1,103,767,000 Million Baht). The Company proposes to allocate 30.00 Million Baht for legal reserve. Subsequently, the Company shall have the legal reserve in the total amount of 660.00 Million Baht.

After the allocation for legal reserve, the Company has sufficient amount of unappropriated net profit, retained earnings and adequate cash flows to distribute to shareholders as dividend. Considering Section 115 of the Public Limited Companies Act, and Article 39 of the Company's Articles of Association, the Board of Directors has deemed it appropriated to propose to declare the 2023 dividend payment at the rate of 0.12 Baht per share for 2,323,720,000 ordinary shares, totaling 278.85 Million Baht. The dividend payment will be paid to the shareholders whose names are registered in the Shareholders' Registry on 19 December 2023 (Book Closing Date). The dividend payment date is scheduled on 6 February 2024. 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 2023 for legal reserve and dividend payment as follows:

- Allocate for legal reserve in the amount of 30 Million Baht.

- Allocate for dividend payment from the Company's operational results of the year 2023 at the rate of 0.12 Baht per share, approximately 278.85 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 19 December 2023. The dividend payment date is scheduled for 6 February 2024.

The rate of dividend payment specified above, which is approximately 53 and 49 of the net profit for the fiscal year ended 30 September 2023 based on consolidated and separate financial statements respectively, is appropriate and in accordance with the Company's dividend payment policy.

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 2024

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

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

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

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

Since all directors are equipped with good knowledge, experience and have adequate qualifications according to the Public Limited Companies Act, without any prohibited characteristics, have appropriate qualifications for the Company's business operation, and have duly performed their duties all along. Biographies and related information of the directors propose to be elected to be directors, position as director or management in other

companies/businesses and also relations of the nominated persons have been sent to shareholders together with this Notice as Annex 4.

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

Agenda Item 6: To consider and approve no directors' remuneration paid for the year 2024

Fact and rationale: As the Company voluntarily delisted the Company's shares from the Stock Exchange of Thailand. The board of directors of the Stock Exchange of Thailand regarding the delisting of the Stock Exchange of Thailand has ordered the delisting of the Company's shares from the Stock Exchange of Thailand with effect from 11 August 2020 onwards. The Company, as well as the Directors and the Management, no longer needs to comply with the provisions of Section 3/1 of the Securities and Exchange Act B.E. 2535. As for efficiency and appropriate management under this new status, the Board of Directors proposed that no monthly and meeting allowances be paid to the Board of Directors for the year 2024.

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 2024.

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 2024

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 2024 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. Ms. Nittaya Chetchotiros	Certified Public Accountant No. 4439; or
2. Mr. Ekkasit Chuthamsatid	Certified Public Accountant No. 4195; or
3. Ms. Yuwanuch Thepsongvaj	Certified Public Accountant No. 5371;
4. Ms. Vilaivan Pholprasert	Certified Public Accountant No. 8420; or
5. Ms. Kanokorn Phooriphanyawanit	Certified Public Accountant No. 10512.

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.

- To determine the audit fees for the year 2024 to be not exceeding 1,260,000 Baht in total consist of;

The Company's yearly audit fee	630,000 Baht
The Company's quarterly review fee	630,000 Baht

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

Description	2023	2022	2021	2020
Audit Fee (Unit: Baht)				
The audit fees of the Company	1,260,000	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 other matters (if any)

The shareholders are cordially invited to attend the 2024 Annual General Meeting of the Shareholders on Monday, 8 January 2024, 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 21 December 2023, Digital Access Platform Company Limited, 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 2024 Annual General Meeting of the Shareholders from 21 December 2023 (Book Closing Date) until the date of the 2024 Annual General Meeting of the Shareholders.

Sincerely yours,

-Signed-

(Mr. Thanapol Sirithanachai)

Director

Golden Land Property Development Public Company Limited