

PROPERTY PERFECT

**Invitation to attend the Annual General
Meeting of Shareholders for the year**

2024

Property Perfect Public Company Limited

Thursday, 25 April 2024, at 10.00 hrs.

The meeting will be conducted via electronic meeting (E-Meeting) only

No. PP. 093/2024

22 March 2024

- Subject : Invitation to attend the Annual General Meeting of Shareholders for the fiscal year 2024.
- Attention : Shareholders of Property Perfect Public Company Limited.
- Enclosures : 1. Copy of Minutes of Annual General Meeting of Shareholders for the fiscal year 2023.
2. Form 56-1 One Report 2023, the Statements of Financial Position and the Statements of Comprehensive Income of the Company for the fiscal year ended 31 December 2023 (in QR Code).
3. Name list and profiles of the directors nominated to be elected as directors to replace those retiring by rotation.
4. Amount of Attendance Fees paid to Board of Directors and various Committees in the fiscal year 2023.
5. Details of long-term Debentures to be issued and offered.
6. Definition of Independent Director.
7. Scope of Duties and Responsibilities of the Audit Committee.
8. Profiles of Independent Directors (acting as Proxy of the Shareholders).
9. Articles of Association related to the Shareholders Meeting.
10. Proxy Form "A" and "B".
11. The required documents or evidence to identify the right to attend the Annual General Meeting of Shareholders for the fiscal year 2024 via Electronic Meeting (E-MEETING).
12. Guidelines for attending the Annual General Meeting of Shareholders for the fiscal year 2024 via Electronic Meeting (E-MEETING).

The Board of Directors of Property Perfect Public Company Limited has resolved to call the Annual General Meeting of Shareholders for the fiscal year 2024 on Thursday, 25 April 2024, at 10.00 hrs., via Electronic Meeting (E-Meeting), to consider the matters in accordance with the following agenda:

Agenda 1. To acknowledge the matters to be informed.

(Resolution: This Agenda is for acknowledgement. Therefore, no votes will be cast)

Opinion of the Board: The Shareholders meeting is hereby advised to acknowledge the matters to be informed by the Chairman on the date of the Shareholders meeting.

Agenda 2. To consider and adopt the Minutes of Annual General Meeting of Shareholders of the Company for the fiscal year 2023.

(Resolution: By a majority vote of shareholders attending the meeting and casting their votes)

Background Information: The Annual General Meeting of Shareholders of the Company for the fiscal year 2023 was held on 27 April 2023, and the minutes of the meeting has been submitted to the Stock Exchange of Thailand and the Ministry of Commerce within the timeframe prescribed by laws, which the details of the Minutes are attached hereto ([Enclosure 1](#)).

Opinion of the Board: The Shareholders meeting is hereby advised to adopt the Minutes of Annual General Meeting of Shareholders of the Company for the fiscal year 2023, which was held on 27 April 2023.

Agenda 3. To consider and adopt the performance results of the Board of Directors for the previous year and the Form 56-1 One Report 2023.

(Resolution: By a majority vote of shareholders attending the meeting and casting their votes)

Background Information: The report of the performance results of the Board of Directors for the previous year 2023 appeared on Part 1 Business Operations and Performance of the Form 56-1 One Report 2023 (in QR Code) ([Enclosure 2](#)).

Opinion of the Board: The Shareholders meeting is hereby advised to acknowledge and approve the performance results of the Board of Directors for the previous year and the Form 56-1 One Report 2023.

Agenda 4. To consider and approve the Statements of Financial Position and the Statements of Comprehensive Income of the Company for the fiscal year ended 31 December 2023.

(Resolution: By a majority vote of shareholders attending the meeting and casting their votes)

Background Information: In compliance with Section 112 of the Public Limited Companies Act B.E. 2535 and Article 43 of the Company's Articles of Association, which stipulate that the Board of Directors shall arrange for preparation of the Statement of Financial Position and the Statements of Comprehensive Income as of the end of the accounting period of the Company, and shall submit the same to the Shareholders Meeting at the Annual General Meeting for consideration and approval. Therefore, the Board of Directors proposed to the Annual General Meeting of Shareholders to consider and approve the Statement of Financial Position and the Statements of Comprehensive Income for the fiscal year ended 31 December 2023, which have been audited by the Auditor and have been reviewed by the Audit Committee as shown on Part 3 Financial Statements in the Form 56-1 One Report 2023 (in QR Code) ([Enclosure 2](#)).

Opinion of the Board: The Shareholders meeting is hereby advised to consider and approve the Statement of Financial Position and the Statements of Comprehensive Income of the Company for the fiscal year ended 31 December 2023, which have been reviewed by the Audit Committee and audited and certified by the Auditor.

Agenda 5. To consider and approve the appropriation of profits and payment of dividends for the Company's performance results of the fiscal year 2023.

(Resolution: By a majority vote of shareholders attending the meeting and casting their votes)

Background Information: The Company earned the net profits from the operation in 2023 for 683,569,153.33 Baht. Pursuant to Section 116 of the Public Limited Companies Act B.E. 2535, and Article 46 of the Company's Articles of Association, the Company is required to allocate not less than five percent of the annual net profits as legal reserve, less the accumulated losses carried forward (if any), until the legal reserve reaches the amount not less than ten percent of the registered capital.

In addition, the Company has the policy to pay dividends at not lower than 50% of the net profits of the single financial statements after appropriation of legal reserve, provided that the payment of dividends shall also take into consideration various factors; such as the financial position, liquidity, expansion of businesses and other related factors in the administration of the Company. And pursuant to Section 115 of the Public Limited Companies Act B.E. 2535 and Article 45 of the Company's Articles of Association, the dividend shall not be paid out of other funds than out of profits and while the Company has accumulated losses. The dividends shall be distributed according to the number of shares, with each share receiving an equal amount, and shall be approved by the shareholders meeting.

Since the Company has the net profits from its performance results of the year 2023 in accordance with the single financial statements of the Company ended 31 December 2023 in the amount of 683,569,153.33 Baht and there are no accumulated losses, the Company then appropriated a part of profits as a legal reserve in the amount of 36,000,000.- Baht, resulting that it has the remaining profits which could be pay the dividends in the amount of 647,569,153.33 Baht. Therefore, the Board of Directors of the Company has resolved to propose to the Shareholders meeting to consider the appropriation of profits and payment of dividends for the performance results of the Company for the fiscal year 2023, as follows:

1. Acknowledgement of the appropriation of a part of profit of the fiscal year 2023 as a legal reserve in the amount of 36,000,000.- Baht.
2. Approval for the payment of dividends for the performance results of the fiscal year 2023 to the Shareholders of the Company in number of 10,011,080,604 shares, at the rate of 0.013 Baht per share, totaling amount of dividends paid to the Shareholders not exceeding 130,144,048.- Baht or being equivalent to 20.10 percent of the net profits of the Company's single financial statements after deducting the legal reserve, and it is in accordance with the conditions in the policy of dividends payment as announced by the Company. However, such dividends shall be subject to the withholding tax at the rate as specified by law, whereby the information of the dividends payments for the previous years are as follows:

Fiscal year	Year 2023	Year 2022	Year 2021
Net Profit (Single financial statements)	683,569,153	845,002,006	1,050,860,531
Paid-up Capital of the Company (Par value of One Baht per share)	10,011,080,604	10,011,080,604	9,534,584,066
Dividend Rate per share (Baht)	0.013	0.020	0.065558711280
Total Dividend payment (Baht)	130,144,048	200,221,613	625,075,044 (stock dividend +cash)
Dividend Ratio (Single financial statements after deduction of the legal reserve)	20.10	24.97	62.64

The names of Shareholders who are entitled to receive dividends for the performance results of the fiscal year 2023 will be fixed on 7 May 2024 (Record Date), which the Company will pay dividends within 24 May 2024.

Opinion of the Board: The Shareholders meeting is hereby advised to acknowledge the appropriation of a part of profits of the fiscal year 2023 as a legal reserve in the amount of 36,000,000.- Baht and to approve for the Company to pay dividends for the performance results of the fiscal year 2023 to the Shareholders of the Company with the details as proposed above.

Agenda 6. To consider and approve the payment of remuneration to the Board of Directors.
(Resolution: By the votes not less than two-third of the total number of votes of shareholders attending the meeting and having right to vote)

Background Information: Since the Company has the net profit from its operation in the fiscal year 2023 in the amount of 683,569,153.33 Baht and the Shareholders meeting has been proposed to consider payment of dividends from the performance results of the year 2023 to the Shareholders in the total amount of not exceeding 130,144,048.- Baht, the Board of Directors with the proposal by the approval of the Nomination and Remuneration Committee hereby submitted to the Shareholders meeting to consider payment of the remuneration for the performance results of the year 2023 to the Board of Directors. And according to Section 90 of the Public Limited Companies Act and Article 14 of the

Company's Articles of Association, it provides that the payment of remuneration to the Board of Directors of the Company requires an approval of the Shareholders meeting, with the information of the remuneration payment to the Board of Directors for the past years are as follows:

Performance Results of the year	Year 2023	Year 2022	Year 2021
Net Profit (Single financial statements)	683,569,153	845,002,006	1,050,860,531
Amount of remuneration had been approved	15,000,000	15,000,000	15,000,000
Number of Directors	14 persons	14 persons	14 persons

Opinion of the Board: The Shareholders meeting is hereby advised to approve for payment of remuneration for the performance results of the year 2023 to the Board of Directors of the Company in the amount not exceeding 15,000,000.- Baht, whereby the Chairman of the Board is assigned to consider an allocation of the remuneration to each of the Directors as appropriate.

Agenda 7. To consider and approve the election of new Directors in place of those retiring by rotation.

(Resolution: By a majority vote of shareholders attending the meeting and casting their votes)

Background Information: In compliance with Section 71 of the Public Limited Companies Act B.E. 2535 and Article 16 of the Company's Articles of Association, it provides that one-third of the Directors are required to retire from their offices every year, whereby the Directors who have been with the longest term in offices are required to retire by rotation. But they are entitled to be re-elected to resume the positions of the Directors of the Company. The Company has fourteen Directors in total. Therefore, there are five Directors who are to retire from offices by rotation in this occasion, as follows:

1. Mr. Banlue Chantadisai Director, Independent Director and Chairman of the Audit Committee
2. Mr. Ekamol Kiriwat Director and Independent Director
3. Mr. Vidhya Nativivat Director
4. Mr. Wongsakorn Prasitvipat Director, Executive Committee Member and Managing Director
5. Mr. Roongroj Singhattanatgige Director

The Nomination and Remuneration Committee has considered and has the opinion that all five directors who will retire from offices by rotation in this occasion are the persons who have the qualifications in accordance with relevant rules and regulations, knowledge, ability, and experience that are relevant to the business operations of the Company, which will be beneficial to the business operations of the Company, and they are not directors in any other companies which are conducting the same businesses and in competition with the Company. In addition, Mr. Banlue Chantadisai and Mr. Ekamol Kiriwat who are nominated to be the independent directors for another term, also have the qualifications in accordance with the related laws on the criteria of independent directors. Although the said two independent directors have held their said positions for more than nine years, their independences still always exist. They still provide their independent opinions and duty performances with knowledge and expertise in the best interests for the Company. And they are also well-versed in the knowledge and expertise and experience which could help manage the Company. And Mr. Banlue also has the qualifications in accordance with the criteria of audit committee. The Nomination and Remuneration Committee therefore proposed to the Board

of Directors of the Company for consideration of re-election of all five directors as aforementioned to their offices as the directors for another term.

The name list and profiles of the directors or persons nominated to be elected as the Directors in place of those retiring by rotation appear in [Enclosure 3](#).

In addition, the definition of the Independent Directors of the Company is provided in equivalence to those minimum requirement prescribed by the Office of Securities and Exchange Commission and requirements of the Stock Exchange of Thailand appears in [Enclosure 6](#).

Opinion of the Board: The Board of Directors has considered and has the opinion that all five directors who are nominated to be re-elected as the directors for another term are thoroughly considered by the nomination process of the Nomination and Remuneration Committee meeting as specified by the Company, are qualified in accordance with the related regulations and suitable for the business operations of the Company. And the Board of Directors deemed it appropriate to propose to the Shareholders' meeting to consider as follows:

1. Re-election of Mr. Banlue Chantadisai, being the Director due to retire by rotation in this occasion, to resume the office as the Director, Independent Director and Chairman of the Audit Committee of the Company for another term.
2. Re-election of Mr. Ekamol Kiriwat, being the Director due to retire by rotation in this occasion, to resume the office as the Director and Independent Director of the Company for another term.
3. Re-election of Mr. Vidhya Nativivat, Mr. Wongsakorn Prasitvipat and Mr. Roongroj Singhattanatgige, being the Directors due to retire by rotation in this occasion, to resume their offices as the Directors of the Company for another term.

Agenda 8. To consider and approve the payment of remuneration for the year 2024 to the Board of Directors.

(Resolution: By the votes not less than two-third of the total number of votes of shareholders attending the meeting and having right to vote)

Background Information: In compliance with Section 90 of the Public Limited Companies Act B.E. 2535 and Article 14 of the Company's Articles of Association, it provides that in payment of the remuneration to the Board of Directors of the Company, it requires the approval at the Shareholders Meeting. At the Annual General Meeting of Shareholders of the Company for the fiscal year 2023 held on 27 April 2023, it was approved for the Company to pay remuneration in the form of attendance fees to the Board of Directors of the Company for the fiscal year 2023 in the amount not exceeding 10,000,000.- Baht, whereby the Chairman of the Board was assigned to consider an allocation of the remuneration to each of the Directors as appropriate. In this connection, the Company paid the attendance fees to the Board of Directors and various Committees in the fiscal year 2023 as per the details in [Enclosure 4](#), and the information an payment of the Attendance Fees to the Board of Directors for the past years, as follows:

Attendance Fees for the year	Year 2023	Year 2022	Year 2021
Amount approved by the shareholders' meeting	10,000,000	10,000,000	10,000,000
Attendance Fees paid to Directors	4,070,000	4,000,000	6,420,000
Number of Directors	14 persons	14 persons	14 persons

The Board of Directors has considered the remuneration to the Board of Directors as recommended by the Nomination and Remuneration Committee in comparison with the rates of the directors' remuneration of the property development companies of the same level as well as the appropriateness for the scope of duties and responsibilities of the Board of Directors, it is hereby proposed to determine the remuneration to the Board of Directors for the fiscal year 2024 in the amount not exceeding 10,000,000.- Baht whereby it is the same amount as the attendance fees of the Board of Directors as received in 2023.

Opinion of the Board: The Shareholders meeting is hereby advised to approve to pay the remuneration to the Board of Directors of the Company for the fiscal year 2024 in the amount not exceeding 10,000,000.- Baht, whereby the Chairman of the Board is assigned to consider an allocation of the remuneration to each of the Directors as appropriate.

Agenda 9. To consider and appoint the auditors of the Company for the year 2024 and fix the remuneration.

(Resolution: By a majority vote of shareholders attending the meeting and casting their votes)

Background Information: In compliance with Section 120 of the Public Limited Companies Act B.E. 2535 and the Article 40 of the Company's Articles of Association which provides that every Annual General Meeting of Shareholders shall appoint the auditors and fix the auditing fee. Therefore, it is necessary for the Company to appoint the auditors for the fiscal year 2024 and fix their auditing fee.

The Board of Directors has considered at the deliberation and recommendation of the Audit Committee to be appropriate for the Meeting of the Shareholders to consider as follows:

1. Appointment the auditors of Pricewaterhousecoopers ABAS Company Limited as the Company's auditor for the fiscal year 2024, considering that they are qualified under the regulations of the Office of Securities Exchange Commission, having independent, having expertise in auditing, and have shown satisfactory performance, the details of which are as follows:

Auditor Names	CPA Registration No.	Years of auditing for the Company
1. Miss Sanicha Akarakittilap	8470	3 years (2021-2023)
2. Miss Rodjanart Banyatananusard	8435	--
3. Miss Nopanuch Apichatsatien	5266	--

Whereby any one of the above-mentioned auditors is authorized to audit and set her signature in its audit report. Pricewaterhousecoopers ABAS Company Limited and the auditors proposed to be the auditors of the Company and its subsidiary companies have no relationship or any interest with the Company or its subsidiary companies, nor as executives, major shareholders or persons related to the said persons in such a way which may have an impact on performing their task independently. For certain subsidiaries companies which are audited by other auditors, Board of Directors of the Company is responsible for ensuring that the financial statements of those subsidiaries are completed within their schedules.

2. Fixing of the remuneration for the fiscal year 2024 of the Auditors in the amount not exceeding 3,450,000.- Baht, this amount excludes the non-audit fee (if any). The information of the payment of remuneration of the Auditors for the past years is as follows:

Items	Year 2024	Year 2023	Year 2022	Year 2021
Audit Fee	3,450,000	3,350,000	3,200,000	3,000,000
Increase from the past year	100,000	150,000	200,000	
Equivalent to	2.99%	4.69%	6.67%	
Non-audit fee	-None-	-None-	-None-	

Opinion of the Board: The Shareholders meeting is hereby advised to appoint the auditors of Pricewaterhousecoopers ABAS Company Limited by Miss Sanicha Akarakittilap, Certified Public Accountant No. 8470 and/or Miss Rodjanart Banyatananusard, Certified Public Accountant No. 8435 and/or Miss Nopanuch Apichatsatien, Certified Public Accountant No. 5266 as the Auditors of the Company for the fiscal year 2024, and fixing the remuneration of the Auditors in the amount not exceeding 3,450,000.- Baht.

Agenda 10. To consider and approve for an issuance of long-term Debentures in an amount not exceeding Five Billion Baht.

(Resolution: By the votes not less than three-fourths of the total number of votes of shareholders attending the meeting and having right to vote)

Background Information: In order for use as the working capital and accommodation of expansion of business of the group of the Companies, including acquiring land bank for development of projects and repayment of debts, the Board of Directors therefore proposed to issue and offer long-term Debentures in an amount not exceeding Five Billion Baht, with the details appearing in the information on the debentures intended to issue and offer in [Enclosure 5](#).

Opinion of the Board: The Shareholders meeting is hereby advised to consider and approve for the Company to issue and offer long-term Debentures in an amount not exceeding Five Billion Baht, with the preliminary terms and conditions in the details of the long-term Debentures to be issued and offered in [Enclosure 5](#).

Agenda 11. To consider and approve the amendment of Article 31. of the Articles of Association of the Company.

(Resolution: By the votes not less than three-fourths of the total number of votes of shareholders attending the meeting and having right to vote)

Background Information: For increase the flexibility for the Company's management of the Company and in accordance with the regulations of Department of Business Development, Ministry of Commerce, the Board of Directors of the Company then proposed to the Shareholders meeting for consideration of the amendment of Article 31. of the Articles of Association of the Company regarding the power of directors of the Company as follows:

Articles of Association before amendment	Articles of Association as amended
Article 31. The authorized directors to sign on behalf of the Company are two directors signing jointly together with the affixing of the Company seal, except for submission of documents and any actions with (1) Ministry of Commerce and government agencies in Ministry of Commerce. (2) Revenue Department and government agencies in Revenue Department.	Article 31. The authorized directors to sign on behalf of the Company are two directors signing jointly together with the affixing of the Company seal, except for any of the following actions, one director can sign and affix the Company seal. (1) Certification of all copies of documents of the Company. (2) Submission of all documents and taking of all

Articles of Association before amendment	Articles of Association as amended
<p>(3) Land Department and government agencies in Land Department.</p> <p>(4) Department of Public Works and Town & Country Planning and government agencies in Department of Public Works and Town & Country Planning.</p> <p>(5) Bangkok Metropolitan Administration and Pattaya City Administration and government agencies in Bangkok Metropolitan Administration and Pattaya City Administration.</p> <p>(6) Municipality, Provincial Administrative Organization, Sub-district Administrative Organization.</p> <p>(7) Any government agencies or state enterprises or private organizations related to providing the services of pipe waters, electricity, telephone, post and internet;</p> <p>One director can sign and affix the Company seal.</p> <p>The Shareholders meeting or the Board of Directors meeting may designate the names of the directors who are authorized to sign to bind the Company together with the affixing of the Company seal.</p>	<p>actions with Ministry of Commerce, Revenue Department and other government agencies within the Ministry of Commerce and Revenue Department.</p> <p>(3) Submission of all documents and taking of all actions with the Land Department and other government agencies within the Land Department except for purchase, sell, lease, rent, sale with right of redemption, accepting of purchase with right of redemption, mortgage and accepting of mortgages of all types of land and real estate, including establishment or cancellation and acquisition or disposal by any means of property rights and any rights in all types of land and real estate.</p> <p>(4) Submission of all documents and taking of all actions with</p> <p>(1) Department of Public Works and Town & Country Planning and government agencies within Department of Public Works and Town & Country Planning.</p> <p>(2) Bangkok Metropolitan Administration and government agencies within Bangkok Metropolitan Administration.</p> <p>(3) Pattaya City Administration and government agencies within Pattaya City Administration.</p> <p>(4) Municipalities, Provincial Administrative Organizations, Sub-district Administrative Organizations.</p> <p>(5) Submission of all documents and taking of all actions with any government agencies or state enterprises or private organizations related to the providing of services of pipe waters, electricity, telephone, post, internet and other public facilities;</p> <p>The Shareholders meeting or the Board of Directors meeting may designate the names of the directors who are authorized to sign to bind the Company together with the affixing of the Company seal.</p>

Opinion of the Board: The Shareholders meeting is hereby advised to consider and approve for the amendment of Article 31. of Articles of Association of the Company regarding the power of directors of the Company to the proposed details in all respects.

Furthermore, the Shareholders meeting is also advised to consider for providing the authorities to the Authorized Directors and/or the person(s) authorized by the Authorized Directors to proceed with any actions, necessary and appropriate, in regards to the amendment of the Articles of Association of the Company in all respects, which includes, but is not limited to the submission of applications and any documents or evidences to government agencies or other relevant agencies, as well as having the authority to take any other necessary and appropriate actions as it deems appropriate by continuing to comply with the relevant laws and/or regulations and/or interpretations of relevant government agencies including in accordance with the advice or order of the Registrar or relevant officers.

Agenda 12. To consider and approve the amendment of the power of directors of the Company.

(Resolution: By a majority vote of shareholders attending the meeting and casting their votes)

Background Information: In order to comply with the amendment of Article 31. of the Articles of Association of the Company in accordance with the details of the previous agenda, the Board of Directors of the Company then proposed to the Shareholders meeting for consideration of the amendment of the power of directors of the Company in the Certificate to be as follows:

1. Mr. Sanith Adhyanasakul, Mr. Wongsakorn Prasitvipat, Miss Sirirat Wongwattana, Mr. Wicharn Siriwetwarawut, Mr. Pornswat Katechulasriroj, any two of these five directors can sign jointly and affixing the Company seal;
2. Mr. Sanith Adhyanasakul or Mr. Wongsakorn Prasitvipat or Miss Sirirat Wongwattana or Mr. Wicharn Siriwetwarawut or Mr. Pornswat Katechulasriroj can sign singly and affixing the Company seal, specifically in the following matters:
 - (a) Certification of all copies of documents of the Company.
 - (b) Submission of all documents and taking of all actions with Ministry of Commerce, Revenue Department and other government agencies within the Ministry of Commerce and Revenue Department.
 - (c) Submission of all documents and taking of all actions with the Land Department and other government agencies within the Land Department except for purchase, sell, rent, lease, sale with right of redemption, accepting of purchase with right of redemption, mortgage and accepting of mortgages of all types of land and real estate, including establishment or cancellation and acquisition or disposal by any means of property rights and any rights in all types of land and real estate.
 - (d) Submission of all documents and taking of all actions with
 - (1) Department of Public Works and Town & Country Planning and government agencies within Department of Public Works and Town & Country Planning.
 - (2) Bangkok Metropolitan Administration and government agencies within Bangkok Metropolitan Administration.
 - (3) Pattaya City Administration and government agencies within Pattaya City Administration.
 - (4) Municipalities, Provincial Administrative Organizations, Sub-district Administrative Organizations
 - (e) Submission of all documents and taking of all actions with any government agencies or state enterprises or private organizations related to the providing of services of pipe waters, electricity, telephone, post, internet and other public facilities.

Opinion of the Board: The Shareholders meeting is hereby advised to consider and approve for the amendment of the power of directors of the Company according to the proposed details in all respects.

Furthermore, the Shareholders meeting is also advised to consider and approve for providing the authorities to the Authorized Directors and/or the person(s) authorized by the Authorized Directors to proceed with any actions, necessary and appropriate, in regards to the amendment of the power of directors of the Company in all respects, by continuing to comply with the relevant laws and/or regulations including in accordance with the advice or order of the Registrar or relevant officers.

Agenda 13. To consider other businesses (if any).

You are hereby invited to attend the Annual General Meeting of Shareholders for the fiscal year 2024 via Electronic Meeting on the date and time specified above. In this regard, all shareholders could attend the Annual General Meeting of Shareholders for the fiscal year 2024 via Electronic Meeting by yourself or may appoint other persons or the Company's Independent Director or Audit Committee to be the proxies, whose names and details as shown in [Enclosure 8](#), so as to attend the meeting and vote on your behalf. The Company hereby prepares a Proxy Form B in [Enclosure 10](#), which clearly specifies certain items and authority to be delegated to the proxy. Please fill out the box in front of the name of the person, whom you wish to appoint as your proxy to attend the meeting and vote on your behalf, and sign your name in the proxy form. In addition, there is Proxy Form A, a general and simple proxy form, and Proxy Form C, applicable to foreign shareholders who make an appointment of a custodian in Thailand. You may download proxy form either Proxy Form A or Proxy Form B or Proxy Form C on the Company website at www.pf.co.th/ir. And you are required to select any one out of the Forms as specified above only.

The Company has fixed the names of Shareholders who are entitled to attend the Annual General Meeting of Shareholders for the fiscal year 2024, on 15 March 2024 (Record Date).

In order for the registration of attending the Meeting of Shareholders via Electronic Meeting is correction and completion, the Company is kindly requested that the shareholders and/or the proxies prepare the documents or evidences to identify the right to attend the Annual General Meeting of Shareholders as per the details of which appears in [Enclosure 11](#) and to comply with the guideline for attending to the Annual General Meeting of Shareholders as per the details of which appears in [Enclosure 12](#).

However, the shareholders who wish to grant the proxies to the Company's Independent Director or Audit Committee, please deliver the proxy form and the supporting documents as per the details of which appears in [Enclosure 11](#) to the Company **on or before 22 April 2024** by referring to:

**“Khun Piyatass Piyasantiwong
Office of the Company Secretary
Property Perfect Public Company Limited,
17th Floor, Vorasombat Building,
No. 100/1 Rama IX Road, Kwaeng Huaykwang,
Khet Huaykwang, Bangkok 10310.”**

In addition, the Company would like to inform the channel for submission of questions in advance, whereby the shareholders who wish to submit questions in advance shall be done through the channels as follows:

1. To send the questions together with the proxy form which will be submitted to the Company in the same envelope;
2. To send the questions to the email address: secpf@pf.co.th
3. To send the questions to facsimile No. 02-245-6064

According to Section 105 of the Public Limited Companies Act B.E. 2535, it provides that a shareholder of the Company may propose additional agenda(s) for consideration at a Shareholders Meeting. However, they shall hold shares in aggregate amount not less than one-third of the total issued shares of the Company.

By resolution of the Board of Directors



Mr. Sanith Adhyanasakul
Chief Executive Officer

Remark: The Company has disseminated the Notice of the Meeting of Shareholders, together with all related documents which are the same version as sent to the shareholders, on the Company's website: www.pf.co.th/ir

PROPERTY PERFECT

ENCLOSURE 1

Copy of Minutes of Annual General Meeting
of Shareholders for the fiscal year 2023.

(Translation)

PROPERTY PERFECT PUBLIC COMPANY LIMITED

Minutes of the Annual General Meeting of Shareholders for the fiscal year 2023

Time and Place.

Held on Thursday, 27 April 2023, at 10.10 hrs., via Electronic Meeting (E-Meeting) at the head office of the Company, No. 100/1, Vorasombat Building, 17th Floor, Rama IX Road, Huaykwang Sub-district, Huaykwang District, Bangkok Metropolis.

Preliminary Proceedings.

Mr. Pramote Rermyindee, the Company Secretary, who was assigned as the Conductor and Secretary of the Meeting, announced to the meeting that 121 Shareholders were present at the meeting in person and by proxy, representing 4,919,904,540 shares out of the total 10,011,080,604 shares, being equivalent to 49.14 percent of the total number of the issued shares, constituting the quorum as required by the Articles of Association of the Company.

And during the meeting, there were additional Shareholders attended the meeting, making up to 124 Shareholders were present in person and by proxy, attending the meeting, representing 4,963,944,841 shares, being equivalent to 49.58 percent of the total number of 10,011,080,604 issued shares of the Company.

Prior to the Chairman opened and conducted the meeting in accordance with the Agenda as stated in the notice of meeting, Mr. Pramote Rermyindee introduced the Directors of the Company who attended this meeting, as follows:

- | | | | |
|-----|----------------|-----------------|---|
| 1. | Dr. Thanong | Bidaya | Chairman of the Board and Independent Director |
| 2. | Mr. Sanith | Adhyanasakul | Vice Chairman, Chairman of the Executive Committee, and Chief Executive Officer |
| 3. | Mr. Banlue | Chantadisai | Director, Independent Director and Chairman of the Audit Committee |
| 4. | Mr. Ekamol | Kiriwat | Director and Independent Director |
| 5. | Mr. Thongchai | Jira-alongkorn | Director |
| 6. | Mr. Manit | Suthaporn | Director, Independent Director and Audit Committee Member |
| 7. | Mr. Vidhya | Nativivat | Director, Chairman of the Nomination and Remuneration Committee and Acting Chairman of the Governance Committee |
| 8. | Mr. Wongsakorn | Prasitvipat | Director and Managing Director |
| 9. | Miss Sirirat | Wongwattana | Director, Nomination and Remuneration Committee Member and Chief Financial Officer |
| 10. | Mr. Wicharn | Siriwetwarawut | Director and Chief Operating Officer 1 |
| 11. | Mr. Pornswat | Katechulasriroj | Director and Chief Operating Officer 2 |
| 12. | Mr. Wason | Srirattanapong | Director and Chief Business Development Officer |

There was one director attended the meeting via electronic mean, which was Mr. Wattana Suthipinijtham, Director, Independent Director, Audit Committee Member and Chairman of the Risk Management Committee.

Mr. Roongroj Singhattanatgige, Director and Deputy Chief Operating Officer, could not attend the Meeting due to health reason.

In additional, Mr. Pramote introduced the Executives and other related persons attending the meeting for explanation of the facts and answering the inquiries of the Shareholders as follows:

- | | | | |
|----|-----------------|---------------|---|
| 1. | Ms. Weerawan | Pitsathien | Deputy Director of Accounting |
| 2. | Miss Sanicha | Akarakittilap | Auditor from PricewaterhouseCoopers
ABAS Company Limited |
| 3. | Miss Nattawadee | Makwattanasuk | Auditor from PricewaterhouseCoopers
ABAS Company Limited |
| 4. | Ms. Somsri | Kiattirarat | Legal Counselor |

Mr. Pramote notified the meeting that the Company had notified the Shareholders of this Annual General Meeting of Shareholders by three means, as follows:

1. Sending by registered mail the notices of this meeting to every Shareholder;
2. Publication and advertisement of the notice of the Annual General Meeting of Shareholders in daily newspapers; and
3. Sending the information of the Annual General Meeting of Shareholders to the electronic mail system of the Stock Exchange of Thailand and the website of the Company.

And Mr. Pramote assigned Ms. Somsri Kiattirarat, Legal Counselor, to inform the meeting about the details of the procedures of the casting and counting of votes in each agenda of the meeting to the Shareholders for acknowledgement.

Ms. Somsri Kiattirarat informed the details of the procedures of the casting and counting of votes in each agenda of the meeting to the Shareholders for acknowledgement as follows:

1. Each Shareholder has the right to vote according to the number of shares held by him/her, whereby one share is equal to one vote. Shareholder is entitled to cast his/her votes in each agenda to either approve, disapprove or abstain from voting, except that the proxies for foreign investors who have appointed custodians in Thailand to safe keep and take care of their shares, such proxies are required to vote according to the Shareholders indication in the Proxy Form.
2. Before voting in each agenda, the Chairman will provide the Shareholders who attend the meeting, to inquire as appropriate which the procedures of inquiry or giving of suggestion of the Shareholders are as follows:
 - 2.1 The Shareholders or Proxies who wish to inquire or give the suggestion, can select the text typing button, which the system will appear on the left panel menu of the screen, and typing the text of inquiry or suggestion, and then click "Send" to the Company. After that the Company will read the inquiries or suggestions of the Shareholders or Proxies, whereby the Company hereby reserves the right to answer the inquiries relating to the agenda that is considering. If any inquiry is not related to the considering agenda, it will be answered in the relevant agenda or other agendas. And if there are many inquiries, the Company hereby reserves the right to choose inquiries as appropriate.

- 2.2 For the casting of votes in each agenda, the Company will take the time for 1 minute to the Shareholders for consideration and casting of votes, and the Shareholders are required to proceed as follows:
 - 2.2.1 When the Shareholders or Proxies wish to cast the votes, can select the voting button, which the system will appear the “Correct Symbol” on the left panel menu of the screen, then select any buttons to choose between Approve, Disapprove or Abstain and then click “Send”, and, once the vote is submitted, the Shareholders or Proxies will be notified by message saying “Vote is submitted”.
 - 2.2.2 The Shareholders or Proxies who entered the system and do not click any button for voting, the system will consider the votes as Approve or Agree with the proposal of the Board of Directors of the Company.
 - 2.2.3 The Shareholders or Proxies can cast votes, change or edit votes in each agenda until the meeting announces the closing of the voting for such agenda.
 - 2.2.4 For security reasons, each Shareholder or Proxy can login to the system only on one device and if the Shareholders or Proxies try to login to the system on another device or different browser on the same computer, the previous login to the system will get logged out automatically. Therefore, you do not disclose the username and password with other persons.
 - 2.2.5 If the Shareholders or Proxies has requested for the username and password for attending the meeting and have sent the Proxy Form B which the votes have already been casted, the system will not allow to change the votes. But the Shareholders or Proxies can watch the broadcasting of the meeting and asking questions.
3. To count votes of each agenda, the Company will deduct the total votes casted in disapproval and abstentions, from the total votes of Shareholders attending at the meeting and being entitled to vote. The result shall be taken as the votes in approval. As for the Shareholders who have entrusted their proxies to other persons to attend the meeting and cast their votes in accordance with their wishes, the result thereof shall be the votes including the votes in accordance with the wishes of the principals.
4. After that, the Chairman will assign the Company Secretary to summarize the result of the votes counting in each agenda to the meeting for acknowledgement that each agenda being unanimously approved or approved by majority votes by how many votes, as well as the numbers of disapproved votes and abstained votes.

Afterwards, Mr. Pramote invited Dr. Thanong Bidaya, Chairman of the Board, to act as the Chairman of the meeting to open and conduct the meeting in accordance with the agenda.

The Chairman notified the meeting that the Annual General Meeting of Shareholders of the Company in this occasion was held via electronic mean (E-MEETING). When the Shareholders attended the meeting in person and by proxy, constituting the quorum as required by the Articles of Association of the Company, the Chairman then declared the opening of the Annual General Meeting of Shareholders of the Company for the year 2023 and conducted the meeting in accordance with the agenda as specified in the notice as follows:

Agenda 1. Acknowledgement of the matters notified by the Chairman of the Board.

-None-

Agenda 2. Consideration for adoption of the Minutes of Annual General Meeting of Shareholders of the Company for the fiscal year 2022.

The Chairman requested the meeting to consider and adopt the Minutes of Annual General Meeting of Shareholders of the Company for the fiscal year 2022, held on 25 April 2022, and the Company had distributed the copy of the said Minutes to the Shareholders for consideration along with the notice of the meeting.

The Chairman had inquired for any opinion from the meeting, and there was no Shareholder raising any objection nor requesting any amendment, the Chairman then proposed to the meeting to pass a resolution.

Resolution: *The meeting resolved for the adoption of the Minutes of Annual General Meeting of Shareholders of the Company for the fiscal year 2022, held on 25 April 2022, by a unanimous vote of the votes of the Shareholders who attended the meeting and voted as follows:*

<i>Resolutions</i>	<i>No. of Voters</i>	<i>No. of votes resolved (1 vote = 1 share)</i>	<i>% of the number of the total votes attending the meeting and voting</i>
<i>Approved</i>	<i>123</i>	<i>4,963,944,732</i>	<i>100.00</i>
<i>Disapproved</i>	<i>-</i>	<i>-</i>	<i>-</i>
<i>Abstained</i>	<i>1</i>	<i>109</i>	<i>-</i>
<i>Voided ballot</i>	<i>-</i>	<i>-</i>	<i>-</i>
<i>Total</i>	<i>124</i>	<i>4,963,944,841</i>	<i>100.00</i>

Agenda 3. Consideration for Adoption of the Performance Results of the Board of Directors for the Previous Year and the Form 56-1 One Report 2022.

The Chairman assigned Mr. Wongsakorn Prasitvapat, Director and Managing Director, to report on details of the performance results of the Board of Directors for the previous year 2022 to the meeting for acknowledgement and consideration.

Mr. Wongsakorn Prasitvapat explained and presented the visuals to the meeting for acknowledgement regarding the Company's performance in the previous year 2022, covering the major issues as follows:

1. The Company had the total sales in the year 2022 at the total amount of Baht 12,919 Million, which was increased from the year 2021 by 37 percent, with the total transfers in the year 2022 at the total amount of Baht 9,751 Million, which was increased from the year 2021 by 3 percent and it had total backlog in 2022 at the total amount of Baht 3,687 Million.
2. The Company estimated the sales target for the real estate business in the year 2023 at Baht 16,500 Million and estimated the transfer target at Baht 16,000 Million.
3. Details of the projects in various locations and the timeline for launching in the year 2023.

4. Marketing strategies in the year 2023, i.e. increase of luxury homes, expansion of mid-high level homes, development of new products by using technologies for the environment and hygiene in new house designs, and launch of new condominium projects.
5. New investment for long-term fixed income by “We Retail”, the affiliate company, together with “Jodd Fair”, to develop a mixed used building for offices and commercial spaces on Ratchadapisek Road.
6. Environmental performance in the year 2022 are as follows:
 - Participating in environmental preservation and conscious use of resources by selection of energy-saving products that reduce global warming and save natural resources by cooperating with SCG to use SCG Green Choice certified products;
 - Reducing the emission of greenhouse gas from material production;
 - Reducing the use of natural resources by choosing eco concrete, which used recycled materials in the manufacturing. for concrete roof tiles, concrete paving blocks, concrete fence;
 - Reducing the use of steel by using roof truss;
 - Reducing water from material production and selecting water-reducing sanitary ware;
 - Promoting clean energy, reducing greenhouse gas emission by installing “solar roof”;
 - Reducing energy consumption by at least 10% by using SCG Active Airflow air-conditioners;
 - Photos of CSR events to build awareness for environmental preservation.

After that, the Chairman proposed to the meeting to consider the performance of the Board of Directors for the previous year 2022.

When there was no Shareholder raising questions, the Chairman proposed to the meeting to pass a resolution.

Resolution: *The meeting resolved for the adoption of the performance results of the Board of Directors for the previous year 2022 and the Form 56-1 One Report 2022, by a unanimous vote of the votes of the Shareholders who attended the meeting and voted as follows:*

<i>Resolutions</i>	<i>No. of Voters</i>	<i>No. of votes resolved (1 vote = 1 share)</i>	<i>% of the number of the total votes attending the meeting and voting</i>
<i>Approved</i>	<i>122</i>	<i>4,956,226,445</i>	<i>100.00</i>
<i>Disapproved</i>	<i>-</i>	<i>-</i>	<i>-</i>
<i>Abstained</i>	<i>2</i>	<i>7,718,396</i>	<i>-</i>
<i>Voided ballot</i>	<i>-</i>	<i>-</i>	<i>-</i>
<i>Total</i>	<i>124</i>	<i>4,963,944,841</i>	<i>100.00</i>

Agenda 4. Consideration for approval of the Statements of Financial Position and the Statements of Comprehensive Income of the Company for the fiscal year ended 31 December 2022.

The Chairman assigned Ms. Weerawan Pitsathien, Deputy Director of Accounting, to explain the details in this agenda to the meeting for consideration.

Ms. Weerawan Pitsathien summarized the key items of the Consolidated Financial Statements of the Company for the fiscal year ended 31 December 2022 as audited and certified by the auditor, covering the details in the following issues:

1. Important details of the Statement of Financial Position in comparison with the same items contained in 2021.
2. Important details of the Statement of Comprehensive Income in comparison with the same items contained in 2021.
3. Performance results separate by each type of business in comparison with the same items contained in 2021.
4. Details of the Statement of Cash Flow in comparison with the same items contained in 2021.

Ms. Weerawan then proposed to the meeting to consider the aforesaid Statement of Financial Position and the Statement of Comprehensive Income.

When there was no Shareholder raising questions, the Chairman proposed to the meeting to pass a resolution.

Resolution: *The meeting resolved for the approval of the Statements of Financial Position and the Statements of Comprehensive Income of the Company for the fiscal year ended 31 December 2022, by a majority vote of the votes of the Shareholders who attended the meeting and voted as follows:*

<i>Resolutions</i>	<i>No. of Voters</i>	<i>No. of votes resolved (1 vote = 1 share)</i>	<i>% of the number of the total votes attending the meeting and voting</i>
<i>Approved</i>	<i>122</i>	<i>4,956,226,445</i>	<i>100.00</i>
<i>Disapproved</i>	<i>1</i>	<i>109</i>	<i>0.00</i>
<i>Abstained</i>	<i>1</i>	<i>7,718,287</i>	<i>-</i>
<i>Voided ballot</i>	<i>-</i>	<i>-</i>	<i>-</i>
<i>Total</i>	<i>124</i>	<i>4,963,944,841</i>	<i>100.00</i>

Agenda 5. Consideration for approval of the Appropriation of Profits and the Payment of Dividends for the Company's Performance Results of the Fiscal Year 2022.

The Chairman assigned Mr. Sanith Adhyanasakul, Vice Chairman, Chairman of the Executive Committee, and Chief Executive Officer, to explain the details in this agenda to the meeting for consideration.

Mr. Sanith Adhyanasakul explained to the meeting that, the Company had the net profits from its performance results of the year 2022 in accordance with the single financial statements of the Company ended 31 December 2022 in the amount of Baht 845,002,006. The Company was required to allocate part of its annual net profits as legal reserve at the

amount of not less than 5 percent of annual net profits. Since the Company has no accumulated losses, the Board of Directors of the Company has resolved to appropriate a part of its profit as legal reserve and payment of dividends to the Shareholders. Mr.Sanith assigned Ms. Somsri Kiattirarat, Legal Counselor, to explain the details of the appropriation of profits and the payment of dividends to the meeting for consideration.

Ms. Somsri Kiattirarat explained to the meeting that the Board of Directors of the Company has resolved to propose to the Annual General Meeting of Shareholders for consideration the appropriation of profits and payment of dividends for the Company's performance results of the fiscal year 2022, as follows:

1. Acknowledgement of the appropriation of a part of profit of the fiscal year 2022 as a legal reserve in the amount of Baht 43,000,000.-
2. Consideration for approval the payment of dividends for the performance results of the fiscal year 2022 to the Shareholders of the Company in number of 10,011,080,604 shares, at the rate of Baht 0.020 per share, totaling amount of dividends paid to the Shareholders not exceeding Baht 200,221,613.- or being equivalent to 24.97 percent of the net profits of the Company's single financial statements after deducting the legal reserve, and being equivalent to the Dividend Yield of 5.13 percent, as calculated from the closing price of shares as of Wednesday, 26 April 2023, being at Baht 0.39, and it is in accordance with the conditions in the policy of dividends payment as announced by the Company. However, such dividends shall be subject to the withholding tax at the rate as specified by law, whereby the information of the dividends payments for the previous years are as follows:

Fiscal year	Year 2022	Year 2021	Year 2020
Net Profit (Single financial statements)	845,002,006	1,050,860,531	599,289,582
Paid-up Capital of the Company (Par value of Baht One per share)	10,011,080,604	9,534,584,066	9,534,584,066
Dividend Rate per share (Baht)	0.020	0.065558711280	0.020
Total Dividend payment (Baht)	200,221,613	625,075,044 (stock dividend +cash)	190,691,681
Dividend Ratio (Single financial statements after deduction of the legal reserve)	24.97	62.64	33.50

The names of Shareholders who are entitled to receive dividends for the performance results of the fiscal year 2022 will be fixed on 10 May 2023 (Record Date), which the Company will pay dividends within 26 May 2023.

The Chairman then proposed to the meeting for consideration.

When there was no Shareholder raising questions, the Chairman proposed to the meeting to pass a resolution.

Resolution: *After the meeting had considered, the meeting resolved on the appropriation of profits and payment of dividends for the Company's performance results of the fiscal year 2022, as follows:*

1. *Acknowledgement of the appropriation of a part of profit of the fiscal year 2022 as a legal reserve in the amount of Baht 43,000,000.-*

2. *Approval for the payment of dividends for the performance results of the fiscal year 2022 to the Shareholders of the Company in number of 10,011,080,604 shares, at the rate of Baht 0.020 per share, totaling amount of dividends paid to the Shareholders not exceeding Baht 200,221,613.- or being equivalent to 24.97 percent of the net profits of the Company's single financial statements after deducting the legal reserve, and it is in accordance with the conditions in the policy of dividends payment as announced by the Company. However, such dividends shall be subject to the withholding tax at the rate as specified by law. The names of Shareholders who are entitled to receive dividends for the performance results of the fiscal year 2022 will be fixed on 10 May 2023 (Record Date), which the Company will pay dividends within 26 May 2023.*

The meeting of Shareholders resolved for approval by a majority vote of the votes of the Shareholders who attended the meeting and voted as follows:

<i>Resolutions</i>	<i>No. of Voters</i>	<i>No. of votes resolved (1 vote = 1 share)</i>	<i>% of the number of the total votes attending the meeting and voting</i>
<i>Approved</i>	<i>122</i>	<i>4,963,944,270</i>	<i>100.00</i>
<i>Disapproved</i>	<i>1</i>	<i>109</i>	<i>0.00</i>
<i>Abstained</i>	<i>1</i>	<i>462</i>	<i>-</i>
<i>Voided ballot</i>	<i>-</i>	<i>-</i>	<i>-</i>
<i>Total</i>	<i>124</i>	<i>4,963,944,841</i>	<i>100.00</i>

Agenda 6. Consideration for approval of payment of the remuneration to the Board of Directors.

The Chairman assigned Mr. Pramote Rermyindee, Company Secretary, to explain the details in this agenda to the meeting for consideration.

Mr. Pramote Rermyindee explained to the meeting that under the Public Limited Companies Act and the Articles of Association of the Company, the payment of remuneration to the Board of Directors of the Company requires an approval from the Annual General Meeting of Shareholders. The Board of Directors had considered as recommended by the Nomination and Remuneration Committee of the Company by comparing with the rates of the directors' remuneration in the property development business of the same level, size of the Company, the Company's performance and complexity of business, as well as the appropriateness of the scope of duties and responsibilities of the Board of Directors and it was hereby proposed to the Annual General Meeting of Shareholders to consider the payment of the remuneration for the performance results of the year 2022 to the Board of Directors of the Company in the amount not exceeding Baht 15,000,000.- which was the same amount as the approved remuneration in the year 2022, whereby the Chairman of the Board was assigned to consider the allocation of the remuneration to each of the Directors as appropriate. The details of the remuneration paid to the Board of Directors in the past years are as follows:

Payment of the Remuneration	Year 2022	Year 2021	Year 2020
Net Profit (Single financial statements)	845,002,006	1,050,860,531	599,289,582
Amount of remuneration had been approved	15,000,000	15,000,000	15,000,000
Number of Directors	14 persons	14 persons	14 persons

Mr. Pramote then proposed to the meeting for consideration.

When there was no Shareholder raising questions, the Chairman proposed to the meeting to pass a resolution.

Resolution: *After the meeting had considered, the meeting resolved for the approval for the Company to pay the remuneration for the performance results of the year 2022 to the Board of Directors of the Company in the amount not exceeding Baht 15,000,000.-, whereby the Chairman of the Board was assigned to consider an allocation of the remuneration to each of the Directors as appropriate.*

The meeting of Shareholders resolved for approval by a majority vote of more than two-thirds of all votes of the Shareholders who attended the meeting and voted as follows:

Resolutions	No. of Voters	No. of votes resolved (1 vote = 1 share)	% of the number of the total votes attending the meeting and voting
<i>Approved</i>	121	4,963,321,610	99.99
<i>Disapproved</i>	3	623,231	0.01
<i>Abstained</i>	-	-	-
<i>Voided ballot</i>	-	-	-
<i>Total</i>	124	4,963,944,841	100.00

Agenda 7. Consideration for approval of election of new Directors in place of those retiring by rotation.

The Chairman assigned Miss Somsri Kiattirarat, Legal Advisor, to explain the details in this agenda to the meeting for consideration.

Miss Somsri Kiattirarat explained to the meeting that under the Public Limited Company Act and the Articles of Association of the Company, one-third of the Directors were required to retire from offices every year, whereby the Directors who had been in the longest term in office were required to retire by rotation. However, they were entitled to be re-elected to resume the positions of the Directors of the Company. The Board of Directors comprised of 14 members, therefore, there were five Directors who were to retire from offices by rotation in this occasion, as follows:

1. Dr. Thanong Bidaya Chairman of the Board and Independent Director
2. Mr. Sanith Adhyanasakul Vice Chairman, Chairman of the Executive Committee, and Chief Executive Officer
3. Mr. Thongchai Jira-alongkorn Director
4. Mr. Manit Suthaporn Director, Independent Director and Audit Committee Member
5. Miss Sirirat Wongwattana Director and Executive Committee Member

Miss Somsri Kiattirarat additionally explained to the meeting that the Nomination and Remuneration Committee Meeting has considered based on the nomination process as specified by the Company and all five directors were nominated to be re-elected as the directors for another term, having the qualifications as required in the related regulations and suitable for the business operations of the Company. In this regard, Dr. Thanong Bidaya and Mr. Manit Suthaporn who were nominated to be independent directors for another term, also have the qualifications as required in the related laws on the criteria of independent director. The Company had distributed the details of background of the said Directors, who were proposed to the Shareholders' meeting for consideration to be the Directors, to the Shareholders for consideration together with the notice and visuals which had already been presented to the meeting. Dr. Thanong Bidaya, Mr. Sanith Adhyanasakul, Mr. Manit Suthaporn and Miss Sirirat Wongwattana are not directors in any other companies which conducting the same business and in competition with the Company. Mr. Thongchai Jira-alongkorn is a director in Sansiri Public Company Limited, which is the company conducting the same business and in competition with the Company. However, although they both operate real estate business, both companies have different business locations and target customers, whereby Sansiri Public Company Limited focuses on high-end condominiums in the city center, while the condominiums of the Company are at a moderate price level.

The Board of Directors having considered it carefully and under the scrutinization of the Nomination and Remuneration Committee hereby proposed to the Shareholders Meeting for consideration as follows:

1. Re-election of Dr. Thanong Bidaya, being the Director due to retire by rotation on this occasion, to resume the office as the Chairman of the Board and Independent Director of the Company for another term.
2. Re-election of Mr. Sanith Adhyanasakul, Mr. Thongchai Jira-alongkorn and Miss Sirirat Wongwattana being the Directors due to retire by rotation on this occasion, to resume the offices as the Directors of the Company for another term.
3. Re-election of Mr. Manit Suthaporn, being the Director due to retire by rotation on this occasion, to resume the office as the Director, Independent Director and Audit Committee Member of the Company for another term.

After that, the Chairman assigned Mr. Pramote to explain to the meeting for acknowledgment the procedures and method for the voting for the election of Directors in this agenda.

Mr. Pramote explained to the meeting that for the voting for election of the Directors in this agenda, all Shareholders or proxies must exercise their rights to vote individually in the election for each of the five different nominated persons, to either approve or disapprove or abstain from voting. However, any Shareholders who did not cast their vote would be assumed to have approved the proposal of the Board of Directors.

When there was no Shareholder raising questions, the Chairman proposed to the meeting for consideration and election of each of the Director.

Resolutions: After the meeting had considered, the meeting resolved for election of new directors replacing those retiring by rotation as follows:

1. *Re-election of Dr. Thanong Bidaya, being the Director due to retire by rotation on this occasion, to resume the office as the Chairman of the Board and Independent Director of the Company for another term.*
2. *Re-election of Mr. Sanith Adhyanasakul, Mr. Thongchai Jira-alongkorn and Miss Sirirat Wongwattana being the Directors due to retire by rotation on this occasion, to resume the offices as the Directors of the Company for another term.*
3. *Re-election of Mr. Manit Suthaporn, being the Director due to retire by rotation on this occasion, to resume the office as the Director, Independent Director and Audit Committee Member of the Company for another term.*

The meeting of Shareholders resolved for approval of the election of each of the following directors by a majority vote of all votes of the Shareholders who attended the meeting and voted as follows:

1) Dr. Thanong Bidaya

<i>Resolutions</i>	<i>No. of Voters</i>	<i>No. of votes resolved (1 vote = 1 share)</i>	<i>% of the number of the total votes attending the meeting and voting</i>
<i>Approved</i>	<i>121</i>	<i>4,963,321,610</i>	<i>99.99</i>
<i>Disapproved</i>	<i>2</i>	<i>622,769</i>	<i>0.01</i>
<i>Abstained</i>	<i>1</i>	<i>462</i>	<i>-</i>
<i>Voided ballot</i>	<i>-</i>	<i>-</i>	<i>-</i>
<i>Total</i>	<i>124</i>	<i>4,963,944,841</i>	<i>100.00</i>

2) Mr. Sanith Adhyanasakul

<i>Resolutions</i>	<i>No. of Voters</i>	<i>No. of votes resolved (1 vote = 1 share)</i>	<i>% of the number of the total votes attending the meeting and voting</i>
<i>Approved</i>	<i>122</i>	<i>4,963,944,270</i>	<i>100.00</i>
<i>Disapproved</i>	<i>1</i>	<i>109</i>	<i>0.00</i>
<i>Abstained</i>	<i>1</i>	<i>462</i>	<i>-</i>
<i>Voided ballot</i>	<i>-</i>	<i>-</i>	<i>-</i>
<i>Total</i>	<i>124</i>	<i>4,963,944,841</i>	<i>100.00</i>

3) Mr. Thongchai Jira-alongkorn

<i>Resolutions</i>	<i>No. of Voters</i>	<i>No. of votes resolved (1 vote = 1 share)</i>	<i>% of the number of the total votes attending the meeting and voting</i>
<i>Approved</i>	<i>121</i>	<i>4,963,321,610</i>	<i>99.99</i>
<i>Disapproved</i>	<i>2</i>	<i>622,769</i>	<i>0.01</i>
<i>Abstained</i>	<i>1</i>	<i>462</i>	<i>-</i>
<i>Voided ballot</i>	<i>-</i>	<i>-</i>	<i>-</i>
<i>Total</i>	<i>124</i>	<i>4,963,944,841</i>	<i>100.00</i>

4) Mr. Manit Suthaporn

<i>Resolutions</i>	<i>No. of Voters</i>	<i>No. of votes resolved (1 vote = 1 share)</i>	<i>% of the number of the total votes attending the meeting and voting</i>
<i>Approved</i>	<i>122</i>	<i>4,963,944,270</i>	<i>100.00</i>
<i>Disapproved</i>	<i>1</i>	<i>109</i>	<i>0.00</i>
<i>Abstained</i>	<i>1</i>	<i>462</i>	<i>-</i>
<i>Voided ballot</i>	<i>-</i>	<i>-</i>	<i>-</i>
Total	124	4,963,944,841	100.00

5) Miss Sirirat Wongwattana

<i>Resolutions</i>	<i>No. of Voters</i>	<i>No. of votes resolved (1 vote = 1 share)</i>	<i>% of the number of the total votes attending the meeting and voting</i>
<i>Approved</i>	<i>114</i>	<i>4,830,203,894</i>	<i>97.31</i>
<i>Disapproved</i>	<i>9</i>	<i>133,740,485</i>	<i>2.69</i>
<i>Abstained</i>	<i>1</i>	<i>462</i>	<i>-</i>
<i>Voided ballot</i>	<i>-</i>	<i>-</i>	<i>-</i>
Total	124	4,963,944,841	100.00

Therefore, the Board of Directors would comprise of 14 members, whose names and positions are as follows:

- | | | |
|--------------------------|-------------------------|--|
| 1. Dr. Thanong | Bidaya | Chairman of the Board and Independent Director |
| 2. Mr. Sanith | Adhyanasakul | Vice Chairman, Chairman of the Executive Committee, and Chief Executive Officer |
| 3. Mr. Banlue | Chantadisai | Director, Independent Director and Chairman of the Audit Committee |
| 4. Mr. Ekamol | Kiriwat | Director and Independent Director |
| 5. Mr. Wattana | Suthipinijtham | Director, Independent Director, Audit Committee Member and Chairman of the Risk Management Committee |
| 6. Mr. Thongchai | Jira-alongkorn | Director |
| 7. Mr. Manit | Suthaporn | Director, Independent Director and Audit Committee Member |
| 8. Mr. Vidhya | Nativivat | Director, Chairman of the Nomination and Remuneration Committee and Acting Chairman of the Governance Committee |
| 9. Mr. Wongsakorn | Prasitvipat | Director, Managing Director and Executive Director |
| 10. Miss Sirirat | Wongwattana | Director, Nomination and Remuneration Committee Member, Executive Director and Chief Financial Officer |
| 11. Mr. Wicharn | Siriwetwarawut | Director, Executive Director and Chief Operating Officer 1 |
| 12. Mr. Pornswat | Katechulasriroj | Director, Executive Director and Chief Operating Officer 2 |
| 13. Mr. Wason | Srirattanapong | Director, Executive Director and Chief Business Development Officer |
| 14. Mr. Roongroj | Singhattanatgige | Director and Deputy Chief Operating Officer 1 |

Agenda 8. Consideration for approval of payment of the remuneration for the year 2023 to the Board of Directors.

The Chairman assigned Mr. Pramote Rermyindee, Company Secretary, to explain the details in this agenda to the meeting for consideration.

Mr. Pramote Rermyindee explained to the meeting that to be in accordance with the Public Limited Companies Act and the Articles of Association of the Company, which specifies that the payment of the remuneration to the Board of Directors of the Company shall require the approval from the Annual General Meeting of Shareholders. The Board of Directors had considered the remuneration for the year 2023 as recommended by the Nomination and Remuneration Committee of the Company by comparing with the rates of the directors' remuneration in the property development business of the same level, as well as the appropriateness of the scope of duties and responsibilities of the Board of Directors and it was hereby proposed to the Annual General Meeting of Shareholders to determine the remuneration in the form of Attendance Fees for the Board of Directors of the Company for the fiscal year 2023 in the amount not exceeding Baht 10,000,000.-, which was the same amount as the attendance fees of the Board of Directors received in the year 2022, whereby the Chairman of the Board was assigned to consider an allocation of the said remuneration to each of the Directors as appropriate with the information of the Attendance Fees paid to the Board of Directors in the past years, as follows:

Attendance Fees for the year	Year 2022	Year 2021	Year 2020
Amount approved by the shareholders' meeting	10,000,000	10,000,000	10,000,000
Attendance Fees paid to Directors	4,000,000	6,420,000	4,010,000
Number of Directors	14 persons	14 persons	14 persons

When there was no Shareholder raising questions, the Chairman proposed to the meeting to pass a resolution.

Resolution: *After the meeting had considered, the meeting resolved for the approval for the Company to pay the remuneration in the type of attendance fees to the Board of Directors of the Company for the fiscal year 2023 in the amount not exceeding Baht 10,000,000.-, whereby the Chairman of the Board was assigned to consider an allocation of the remuneration to each of the Directors as appropriate.*

The meeting of Shareholders resolved for the approval by a majority vote of more than two-thirds of all votes of the Shareholders who attended the meeting and voted as follows:

Resolutions	No. of Voters	No. of votes resolved (1 vote = 1 share)	% of the number of the total votes attending the meeting and voting
<i>Approved</i>	<i>122</i>	<i>4,963,944,270</i>	<i>100.00</i>
<i>Disapproved</i>	<i>1</i>	<i>109</i>	<i>0.00</i>
<i>Abstained</i>	<i>1</i>	<i>462</i>	<i>0.00</i>
<i>Voided ballot</i>	<i>-</i>	<i>-</i>	<i>-</i>
Total	124	4,963,944,841	100.00

Agenda 9. Consideration of appointment of the Auditors of the Company for the fiscal year 2023 and fixing the remuneration.

The Chairman assigned Miss Somsri Kiattirarat, Legal Advisor, to explain the details in this agenda to the meeting for consideration.

Miss Somsri Kiattirarat informed the meeting that to be in accordance with the Public Limited Company Act and the Articles of Association of the Company, which specifies that every Annual General Meeting of Shareholders shall appoint the auditors and fix the auditor's remuneration, the Board of Directors, by the consideration and recommendation of the Audit Committee, deemed it appropriate for the Annual General Meeting of Shareholders to consider as follows:

1. Appointment of the auditors of PricewaterhouseCoopers ABAS Company Limited ("Pricewaterhouse") as the Company's auditor for the fiscal year 2023, considering that they are qualified under the regulations of the Office of Securities Exchange Commission and having expertise in auditing. Moreover, Pricewaterhouse would also be the auditor of the Company's subsidiaries, the details of Auditors are as follows:

Auditor Names	CPA Registration No.	Years of auditing for the Company
1. Miss Sanicha Akarakittilap	8470	2 years (2021-2022)
2. Miss Rodjanart Banyatananusard	8435	--
3. Miss Nopanuch Apichatsatien	5266	--

Whereby any one of the above-mentioned auditors is authorized to audit and set his/her signature in its audit report. Pricewaterhouse and the auditors proposed to be the auditors of the Company and its subsidiary companies have no relationship or any interest with the Company or its subsidiary companies, nor as executives, major shareholders or persons related to the said persons in such a way which may have an impact on performing their task independently. For certain subsidiaries companies which are audited by other auditors, the Board of Directors of the Company is responsible for ensuring that the financial statements of those subsidiaries are completed within their schedules.

2. Fixing of the remuneration of the Auditors for the fiscal year 2023 in the amount not exceeding Baht 3,350,000. The information of the payment of remuneration of the Auditors for the past years is as follows:

Items	Year 2023	Year 2022	Year 2021	Year 2020
Audit Fee	3,350,000	3,200,000	3,000,000	3,000,000
Increase from the past year	150,000	200,000	0	
Equivalent to	4.69%	6.67%	0%	

Miss Somsri proposed to the meeting for consideration.

When there was no Shareholder raising questions, the Chairman proposed to the meeting to pass a resolution.

Resolution: *After the meeting had considered, the meeting resolved for the approval by a majority vote of the votes of the Shareholders who attended the meeting and voted for the appointment of the Auditors of PricewaterhouseCoopers ABAS Company Limited by Miss Sanicha Akarakittilap, Certified Public Accountant No. 8470 and/or Miss Rodjanart Banyatananusard, Certified Public Accountant No. 8435 and/or Miss Nopanuch Apichatsatien, Certified Public Accountant No. 5266, will be the Auditors of the Company for the fiscal year 2023, and fixing the remuneration of the Auditors in the amount not exceeding Baht 3,350,000.-, as follows:*

<i>Resolutions</i>	<i>No. of Voters</i>	<i>No. of votes resolved (1 vote = 1 share)</i>	<i>% of the number of the total votes attending the meeting and voting</i>
<i>Approved</i>	<i>123</i>	<i>4,963,944,732</i>	<i>100.00</i>
<i>Disapproved</i>	<i>1</i>	<i>109</i>	<i>0.00</i>
<i>Abstained</i>	<i>-</i>	<i>-</i>	<i>-</i>
<i>Voided ballot</i>	<i>-</i>	<i>-</i>	<i>-</i>
<i>Total</i>	<i>124</i>	<i>4,963,944,841</i>	<i>100.00</i>

Agenda 10. Consideration for approval of an issuance of long-term Debentures in an amount not exceeding Baht Five Billion.

The Company assigned Miss Sirirat Wongwattana, Director and Chief Financial Officer, to explain the details in this agenda to the meeting for consideration.

Miss Sirirat Wongwattana explained and presented visuals in support of her explanation to the meeting for acknowledgement that the issuance of the Debentures in this occasion is to be used as the working capital and to accommodate the expansion of business of the group of the Companies, including acquiring lands for the development of projects and repayment of debts. The Board of Directors therefore proposed to the meeting to consider and approve for the Company to issue debentures in an amount not exceeding Baht Five Billion, with the details as shown in the visuals as presented by Miss Sirirat for consideration by the Shareholders, the details appeared in the notices of the meeting which had already been submitted to the Shareholders.

When there was no Shareholder raising questions, the Chairman proposed to the meeting to pass a resolution.

Resolution: *The meeting resolved for approval by a majority vote of more than three-fourths of all votes of the shareholders attending the meeting and having right to vote as follows:*

<i>Resolutions</i>	<i>No. of Voters</i>	<i>No. of votes resolved (1 vote = 1 share)</i>	<i>% of the number of the total votes attending the meeting and voting</i>
<i>Approved</i>	<i>123</i>	<i>4,963,944,732</i>	<i>100.00</i>
<i>Disapproved</i>	<i>1</i>	<i>109</i>	<i>0.00</i>
<i>Abstained</i>	<i>-</i>	<i>-</i>	<i>-</i>
<i>Voided ballot</i>	<i>-</i>	<i>-</i>	<i>-</i>
<i>Total</i>	<i>124</i>	<i>4,963,944,841</i>	<i>100.00</i>

Approval for the Company to issue and offer long-term Debentures in an amount not exceeding Baht Five Billion, with the following particulars:

<i>Type</i>	<i>All types and all forms of debentures (subordinated and/or unsubordinated, secured or unsecured debentures), depending on prevailing market conditions at such time the debentures being issued and offered in each occasion.</i>
<i>Currency</i>	<i>Baht and/or any foreign currency using the exchange rate prevailing at such time the debentures are issued and offered in each occasion.</i>
<i>Total value of Debenture</i>	<i>Total amount not exceeding Baht Five Billion or equivalent in other currencies.</i>
<i>Maturity</i>	<i>Not over 8 years of date of issuance of Debentures in each occasion.</i>
<i>Offering</i>	<i>The Debentures will be offered in one or several occasions, and/or as a project, as a public offering and/or a private placement and/or to any foreign and/or local institutional investors and/or high net worth investors. Such offerings may be made in one time or several times in accordance with the notifications of the Capital Market Supervisory Board (“CSB”) and/or other related rules and regulations in force at the time the debentures are issued and offered.</i>
<i>Premature Redemption</i>	<i>The holders of the Debentures and the Company may or may not be entitled to the right to premature redemption, subject to the terms and conditions of each issuance.</i>
<i>Interest Rate</i>	<i>Subject to the prevailing market conditions at the time of issue and offering or under terms and conditions of the Debentures issued at such time, it shall also be subject to notifications of the CSB and/or other related notifications, rules and regulations in force at such time the debentures are issued and offered.</i>
<i>Authorization</i>	<i>In relation to restrictions conditions and other details necessary and related to the issuance and offering of the Debentures; such as, its name, type, face value, offering price per unit, interest rate, appointment of Debentureholders' Representative, offering amount of each issuance, total amount, term, principal repayment method, allocation procedures, type of security, details of offering, period of redemption, redemption prior to maturity and registration of listing on the secondary market, etc., including applications for the approval from the agencies concerned, appointment of the advisor or other person concerning the issuance of the Debentures in accordance with the regulations concerned including doing any acts as necessary and related to the issuance and offering the Debentures of the Company, they are empowered to the authorized directors acting on behalf of the Company and/or the person(s) authorized by the authorized director(s) to consider and determine.</i>

Agenda 11. Consideration for approval of the amendment of the Articles of Association of the Company.

The Chairman assigned Miss Somsri Kiattirarat, Legal Counselor, to explain the details in this agenda to the meeting for consideration.

Miss Somsri Kiattirarat explained to the meeting that the Public Limited Companies Act (No.4) B.E. 2565 was published and enforced on 23 May 2022, whereby it has the objectives to improve the law to be in line with the current situation and to support the change and development of technology by fixing a public limited company to use the electronic methods for the board of directors meeting and shareholders meeting, delivering of notices or documents including appointment of proxy of shareholders meeting, resulting in a reduction of burden and providing of convenience for business operation of a public limited company.

The Board of Directors of the Company deemed it appropriate to propose to the Shareholders' meeting to consider and approve the amendment of the Articles 24, 25, 30, 31, 33, 34, 35 and 37 of the Articles of Association of the Company to be in line with the amendment of Public Limited Companies Act (No.4) B.E. 2565. In addition, to increase the flexibility in the management of the Company, the Board of Directors of the Company deemed it appropriate to propose to the Shareholders' meeting to consider and approve the amendment of the names and number of the directors who can sign to bind the Company in the Company's Affidavit, to be in line with the amendment of Article 31 of the Articles of Association, and to consider and authorize the Authorized Directors and/or any person(s) authorized by the Authorized Directors to proceed with any actions, necessary and appropriate, for the amendment of the Articles of Association of the Company in all respects, including but not limited to the submission of applications and any documents or evidences to government agencies or other relevant agencies, as well as having the authority to take any other necessary and appropriate actions related to the amendment of the Articles of Association of the Company and amendment of the names and number of the directors who can sign to bind the Company as it deems appropriate by continuing to comply with the relevant laws and/or regulations and/or interpretations of relevant government agencies, including in accordance with the advice or order of the Registrar or relevant officers. The details appear in the notice of the meeting distributed to the Shareholders, and as explained by Miss Somsri to the Shareholders for consideration.

The Chairman then proposed to the meeting for consideration.

When there was no Shareholder raising questions, the Chairman proposed to the meeting to pass a resolution.

Resolution: *After the meeting had considered, the meeting resolved for approval by a majority vote of more than three-fourths of all votes of the shareholders attending the meeting and having right to vote as follows:*

<i>Resolutions</i>	<i>No. of Voters</i>	<i>No. of votes resolved (1 vote = 1 share)</i>	<i>% of the number of the total votes attending the meeting and voting</i>
<i>Approved</i>	<i>123</i>	<i>4,963,944,732</i>	<i>100.00</i>
<i>Disapproved</i>	<i>1</i>	<i>109</i>	<i>0.00</i>
<i>Abstained</i>	<i>-</i>	<i>-</i>	<i>-</i>
<i>Voided ballot</i>	<i>-</i>	<i>-</i>	<i>-</i>
<i>Total</i>	<i>124</i>	<i>4,963,944,841</i>	<i>100.00</i>

The meeting of Shareholders resolved for approval of the amendment of Articles 24, 25, 30, 31, 33, 34, 35 and 37 of Articles of Association of the Company to be in line with the amendment of the Public Limited Companies Act, which have the details of the amendment of the Articles of Association of the Company as follows:

<i>Articles of Association before amendment</i>	<i>Articles of Association as amended</i>
<p><i>Article 24. <u>The Chairman of the Board shall call the Board Meeting. In case the Chairman of the Board is unable to perform his duty, the Vice Chairman shall then call a Board Meeting.</u></i></p> <p><i>In calling a Board Meeting, the Chairman of the Board or the person designated by him shall send a notice calling the meeting to the directors not less than <u>7 days before the meeting</u>, except for an urgent case in order to maintain the right or interest of the Company, a notice for the meeting may be made <u>by other means</u> and the date of the meeting may be earlier fixed.</i></p> <p><i><u>Two or more directors may request the Chairman of the Board to call the Board Meeting. In such case, the Chairman of the Board or the person designated by him shall specify the date of the meeting within fourteen days from the date of having received the request.</u></i></p>	<p><i>Article 24. <u>The Chairman of the Board shall call the Board Meeting. In case there is no Chairman of the Board for whatsoever reason, a Vice Chairman shall be the person who summon the Board of Directors' Meeting, in case that there is no Vice Chairman for whatsoever reason, at least two directors may jointly summon the Board of Directors Meeting.</u></i></p> <p><i>In calling a Board Meeting, the Chairman of the Board or the person designated by him shall send a notice calling the meeting to the directors not less than <u>3 days before the meeting</u>, except for an urgent case in order to maintain the rights or interests of the Company, a notice for the meeting may be made <u>via electronic methods or other means</u> and the date of the meeting may be earlier fixed.</i></p> <p><i><u>In case of reasonable cause or for the maintaining of the rights or interests of the Company, two or more directors may jointly ask the Chairman of the Board to convene a Board of Directors' Meeting, provided that the agenda and reason must be specified to propose for consideration. In such case, the Chairman of the Board or the person designated by him shall call and fix the date of the meeting within fourteen days from the date of receipt of the request.</u></i></p> <p><i><u>In case the Chairman of the Board does not proceed with the provision in the third paragraph, the directors who made the request may jointly summon and fix the date of the Board of Director's Meeting for consideration of the requested within fourteen days after the expiration of the duration in the third paragraph.</u></i></p>

Articles of Association before amendment	Articles of Association as amended
<p>Article 25. The Chairman of the Board or the director designated by him shall specify date, time and place of the Board Meeting. <u>The place of the meeting shall be located in otherwise area than the location where the head office of the Company is located or the nearby provinces.</u></p>	<p>Article 25. The Chairman of the Board or the director designated by him shall specify date, time and place of the Board Meeting. <u>The place of the meeting shall be held in other locality where the head office of the Company is located or the nearby provinces or another locality in the Kingdom.</u></p>
<p>Article 30. The Board of Directors shall hold meetings <u>at least once every 3 months.</u></p>	<p>Article 30. The Board of Directors shall hold a meetings <u>at least once every 3 months.</u> <u>The meeting of the Board of Directors under the first paragraph may be held via electronic media in accordance with the law stipulated on the meetings via electronic media. In such case, it shall be deemed that the Company's office be the venue of such meetings.</u></p>
<p>Article 31. The authorized directors to sign on behalf of the Company are two directors signing jointly together with the affixing of the Company seal, <u>except for submission of documents and any actions with</u></p> <ol style="list-style-type: none"> (1) Ministry of Commerce and government agencies in Ministry of Commerce. (2) Revenue Department and government agencies in Revenue Department. (3) Land Department and government agencies in Land Department. (4) Department of Public Works and Town & Country Planning and government agencies in Department of Public Works and Town & Country Planning. (5) Bangkok Metropolitan Administration and Mueang Pattaya Administration and government agencies in Bangkok Metropolitan Administration and Mueang Pattaya Administration. (6) Municipality, Provincial Administrative Organization, Tambol Administrative Organization. (7) Any government agencies or state enterprises or private organizations related to providing the services of pipe waters, electricity, telephone, post and internet; <p><u>One director can sign and affix the Company seal.</u></p> <p>The Shareholders meeting or the Board of Directors meeting may designate the names of the directors who are authorized to sign to bind the Company together with the affixing of the Company seal.</p>	<p>Article 31. The authorized directors to sign on behalf of the Company are two directors signing jointly together with the affixing of the Company seal, <u>except for any of the following actions, one director can sign and affix the Company seal.</u></p> <ol style="list-style-type: none"> 1. <u>Certification of all copies of documents of the Company.</u> 2. <u>Submission of all documents and taking of all actions with</u> <ol style="list-style-type: none"> (1) Ministry of Commerce and government agencies in Ministry of Commerce. (2) Revenue Department and government agencies in the Revenue Department. (3) Land Department and government agencies in Land Department. (4) Department of Public Works and Town & Country Planning and government agencies in Department of Public Works and Town & Country Planning. (5) Bangkok Metropolitan Administration and Mueang Pattaya Administration and government agencies in Bangkok Metropolitan Administration and Mueang Pattaya Administration. (6) Municipality, Provincial Administrative Organization, Tambol Administrative Organization. (7) Any government agencies or state enterprises or private organizations related to providing the services of pipe waters, electricity, telephone, post and internet; <p>The Shareholders meeting or the Board of Directors meeting may designate the names of the directors who are authorized to sign to bind the Company together with the affixing of the Company seal.</p>

Articles of Association before amendment	Articles of Association as amended
<p>Article 33. The Board of Directors shall hold the Shareholders' Meeting as an Annual General Meeting within 4 months from the end of the accounting year of the Company.</p> <p>Other Shareholders' Meetings than as mentioned above shall be called "Extraordinary Meetings".</p> <p>The Board of Directors may call Extraordinary Meetings whenever it thinks fit. Or a shareholder or several shareholders holding aggregate shares amounting to not less than 10% of the total amount of shares issued, may at any time sign up in a written request to the Board of Directors to summon a Shareholders' Meeting as an Extraordinary Meeting; provided that the agenda and reason for calling the meeting must be clearly specified in such request. In this case, the Board of Directors shall hold the Shareholders' Meeting within 45 days from the date of having received the shareholders' request.</p> <p>In case the Board of Directors does not hold the meeting within the period as prescribed under <u>second</u> paragraph, the shareholders who subscribe their names or other shareholders holding the number of shares as required may convene such meeting within 45 days as from the completion of the period as prescribed under <u>second</u> paragraph. In this regard, the meeting shall be considered as the shareholders' meeting called by the Board of Directors, whereby the Company shall be responsible for necessary expenses arising from such meeting and reasonably provide facilitation.</p> <p>In case the quorum of the shareholders' meeting called by the shareholders as prescribed under <u>third</u> paragraph is not formed according to Article 36, the shareholders as prescribed under <u>third</u> paragraph shall be collectively responsible to the Company for expenses arising from such meeting.</p>	<p>Article 33. The Board of Directors shall hold the Shareholders' Meeting as an Annual General Meeting within 4 months from the end of the accounting year of the Company.</p> <p>Other Shareholders' Meetings than as mentioned above shall be called "Extraordinary Meetings".</p> <p><u>The Shareholders' meeting of the Company in the first and second paragraphs may be proceeded via electronic media in accordance with the laws stipulated on the meetings via electronic media.</u></p> <p>The Board of Directors may call Extraordinary Meetings whenever it thinks fit. Or a shareholder or several shareholders holding aggregate shares amounting to not less than 10% of the total amount of shares issued, may at any time sign up in a written request to the Board of Directors to summon a Shareholders' Meeting as an Extraordinary Meeting; provided that the agenda and reason for calling the meeting must be clearly specified in such request. In this case, the Board of Directors shall hold the Shareholders' Meeting within 45 days from the date of having received the shareholders' request.</p> <p>In case the Board of Directors does not hold the meeting within the period as prescribed under <u>fourth</u> paragraph, the shareholders who subscribe their names or other shareholders holding the number of shares as required may convene such meeting within 45 days as from the completion of the period as prescribed under <u>fourth</u> paragraph. In this regard, the meeting shall be considered as the shareholders' meeting called by the Board of Directors, whereby the Company shall be responsible for necessary expenses arising from such a meeting and reasonably provide facilitation.</p> <p>In case the quorum of the shareholders' meeting called by the shareholders as prescribed under <u>five</u> paragraph is not formed according to Article 36, the shareholders as prescribed under <u>five</u> paragraph shall be collectively responsible to the Company for expenses arising from such meeting.</p>
<p>Article 34. The Chairman of the Board or the director designated by him shall specify date, time, and place for a Shareholders' Meeting, which place of the meeting may be located in other area than the location where</p>	<p>Article 34. The Chairman of the Board or the director designated by him shall specify date, time, and place for a Shareholders' Meeting, which place of the meeting may be located in other area than the location where the head office</p>

<i>Articles of Association before amendment</i>	<i>Articles of Association as amended</i>
<p><i>the head office of the Company is situated or the nearby provinces.</i></p>	<p><i>of the Company is situated or the nearby provinces.</i></p> <p><u><i>In case that a meeting is carried out via electronic media in accordance with the third paragraph of Article 33 of Articles of Association, it shall be deemed that the head office of the Company is the venue of such meetings.</i></u></p>
<p><i>Article 35. In calling a Shareholders' Meeting, the Board of Directors shall prepare a notice of the meeting stating place, date, time, agenda and matters to be proposed to the meeting, together with the details as appropriate whereby it must be clearly stated whether they are the matters proposed for acknowledgment, for approval or for consideration as the case may be, and the opinions of the Board of Directors in such matters must also be provided. The notice shall be sent to the shareholders and the Registrar for information, not less than 7 days before the date of the meeting, and shall be published in the newspapers for a period of 3 consecutive days and not less than 3 days before the date of the meeting.</i></p>	<p><i>Article 35. In calling a Shareholders' Meeting, the Board of Directors shall prepare a notice of the meeting stating place, date, time, agenda and matters to be proposed to the meeting, together with the details as appropriate whereby it must be clearly stated whether they are the matters proposed for acknowledgment, for approval or for consideration as the case may be, and the opinions of the Board of Directors in such matters must also be provided. The notice shall be sent to the shareholders and the Registrar for information, not less than 7 days before the date of the meeting, and shall be published in the newspapers for a period of 3 consecutive days and not less than 3 days before the date of the meeting.</i></p> <p><u><i>The publication of notice of the meeting in a newspaper as prescribed in the first paragraph may be published via electronic media instead according to the criteria as specified by the Registrar.</i></u></p>
<p><i>Article 37. At the Shareholders' Meeting, a shareholder may appoint <u>another person</u> as his/her proxy to attend and vote on his/her behalf. The instrument appointing a proxy shall be dated and signed by the appointing shareholder and be pursuant to the form as prescribed by the Registrar.</i></p> <p><i>The instrument appointing a proxy must be deposited with the Chairman of the Board or the director designated by him at the place of the meeting before the proxy attends the meeting.</i></p>	<p><i>Article 37. At the Shareholders' Meeting, a shareholder may appoint <u>another person, who has reached adult maturity</u>, as his/her proxy to attend and vote on his/her behalf. The instrument appointing a proxy shall be dated and signed by the appointing shareholder and be pursuant to the form as prescribed by the Registrar.</i></p> <p><i>The instrument appointing a proxy must be deposited with the Chairman of the Board or the director designated by him at the place of the meeting before the proxy attends the meeting.</i></p> <p><u><i>An appointment of a proxy in the first paragraph may be carried out via electronic method, provided that such methods are safe and credible to such appointment of proxy is duly made by the shareholder, so as to the criteria specified by the registrar.</i></u></p>

And the meeting of Shareholders resolved for approval of the amendment of the names and number of the directors who can sign to bind the Company in the Certificate of the Company to be in line with the amendment of Article 31 of the Articles of Association of the Company as follows:

1. *Mr. Sanith Adhyanasakul, Mr. Wongsakorn Prasitvipat, Miss Sirirat Wongwattana, Mr. Wicharn Siriwetwarawut, Mr. Pornswat Katechulasriroj, any two of these five directors can sign jointly and affixing the Company seal;*
2. *Mr. Sanith Adhyanasakul or Mr. Wongsakorn Prasitvipat or Miss Sirirat Wongwattana or Mr. Wicharn Siriwetwarawut or Mr. Pornswat Katechulasriroj can sign singly and affixing the Company seal, specifically in the following matters:*
 - (a) *Certification of all copies of documents of the Company.*
 - (b) *Submission of documents and carrying out any actions with Ministry of Commerce, Revenue Department and other government agencies within the Ministry of Commerce and Revenue Department.*
 - (c) *Submission of documents and carrying out any actions with the Land Department and other government agencies within the Land Department related to the applications for land trading, land allotment, amendment of plots of land allotment and project, amendment of method of land allotment, all types of land survey and measurement, the pointing of the property boundary line and the certifying of property boundary line, the integration and separation of land title deeds, the registration of condominiums, establishment of condominium juristic persons, establishment of corporate housing, reducing or cancellation of the amount of guarantees of public utilities and/or maintenance of infrastructure, to pay local taxes.*
 - (d) *Submission of documents and carrying out any actions with*
 - (1) *Department of Public Works and Town & Country Planning and government agencies within Department of Public Works and Town & Country Planning.*
 - (2) *Bangkok Metropolitan Administration and government agencies within Bangkok Metropolitan Administration.*
 - (3) *Muang Pattaya Administration and government agencies within Muang Pattaya Administration.*
 - (4) *Municipalities, Provincial Administrative Organizations, Sub District Administrative Organizations*
related to the applications for license, the renewal of license, the amendment of license, the type change of any license relating to the building and constructions, the submission of applications for household number, landfills, road connections, cutting of stone pavement, drainage, the inspection and issuance of construction certificates, the application for opening of the building including the placement of deposit guarantee and receipt of the refunded guarantee related to the above matters.
 - (e) *Carrying out any actions and contacts with any government agencies or state enterprises or private organizations related to the providing of services of pipe waters, electricity, telephone, post and internet in relation to the submission of the applications for permits, assignment of rights*

and taking of assignment of rights, the placement of deposit guarantee or the receipt of the refunded deposit guarantee, the transfer and the receipt of the refunded guarantee related to pipe waters, electricity, telephone, post and internet.

And the meeting of Shareholders resolved to provide the authorities to the Authorized Directors and/or any person(s) authorized by the Authorized Directors to proceed with any actions, necessary and appropriate, in regards to the amendment of the Articles of Association and amendment of the names and number of the directors who can sign to bind the Company to be in line with the amendment of Article 31 of the Articles of Association of the Company in all respects, including but not limited to the submission of applications and any documents or evidences to government agencies or other relevant agencies, as it deems appropriate by continuing to comply with the relevant laws and/or regulations and/or interpretations of relevant government agencies, including in accordance with the advice or order of the Registrar or relevant officers.

Agenda 12. Consideration other businesses.

There were no further business to transact, the Chairman thanked all Shareholders for attending the meeting and for their continued support to the Company, and called the meeting to be adjourned at 11.35 hrs.

(Signed) _____ -Signature- _____ Chairman of the Meeting
(Dr. Thanong Bidaya)

(Signed) _____ -Signature- _____ Company Secretary
(Mr. Pramote Rermyindee)

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ENCLOSURE 2


Form 56-1 One Report 2023,
the Statements of Financial Position and
the Statements of Comprehensive Income
of the Company for the fiscal year
ended 31 December 2023
(in QR Code).

PROPERTY PERFECT

ENCLOSURE 3

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

**Name list and profiles of Directors nominated to be elected
as directors in place of those retiring by rotation**


Name-Surname	Mr. Banlue Chantadisai	
Type of proposed director	Non-Executive Director and Independent Director	
Present Position in the Company	Director, Independent Director and Chairman of Audit Committee	
Age	74 years (March 1950)	
Nationality	Thai	
Education Background and Training	<ul style="list-style-type: none"> - M.B.A., University of Chicago Business School, U.S.A. - B.Sc., Massachusetts Institute of Technology, U.S.A. - Joint Public-Private Sector Course, Class 15, National Defense College - Directors Certification Program (DCP), 9/2001, Thai Institute of Directors Association (IOD) - Advanced Audit Committee Program, 27/2017, Thai Institute of Directors Association (IOD) - Leadership Program, Class 5, 2007, Capital Market Academy (CMA) - Financial Institutions Directors' Education Programme 2018, The Iclif Leadership and Governance Centre, Malaysia - Risk Management Program for Corporate Leaders, 15/2019, Thai Institute of Directors Association (IOD) 	
Years of Directorship in the Company	9 years (April 2015)	
Current Position in Other Organization		
<ul style="list-style-type: none"> ● In listed companies ● In non-listed companies 	<p>-None-</p> <p>2018-Present Independent Director, Risk Management Committee, and Chairman, Bangkok Bank Berhad, Malaysia</p> <p>2010-Present Chairman of the Board, Lynn Phillips Asset Management Co., Ltd.</p>	
<ul style="list-style-type: none"> ● In other organization that may cause any conflict of interests to the Company 	-None-	
Work Experience	<p>2015-Present Director, Independent Director and Chairman of Audit Committee, Property Perfect Public Company Limited</p> <p>2021-2024 Independent Director and Chairman of Audit Committee, World Flex Public Company Limited</p> <p>2017-2018 Independent Director, Risk Management Committee, and Chairman of Audit Committee, Bangkok Bank Berhad, Malaysia</p> <p>2013-2022 Director, University Affairs Committee, Navamindradhiraj University</p> <p>2006-2019 Chairman of the Board, Lynn Phillips Mortgage Credit Foncier Company Limited.</p>	

Work Experience	2010-2015	Independent Director and Chairman of Audit Committee, Grande Asset Hotels and Property Public Company Limited.
	2006-2010	Senior Executive Vice President, Corporate Accounting & Finance, IRPC Public Company Limited.
	1998-2006	Executive Vice President, Investment Banking, Bangkok Bank Public Company Limited.
Number of shares held in the Company	1,155,000 shares or equivalent to 0.012 percent of paid-up capital (including the shares held by spouse and minor children)	
Meeting Attendance	- 4 times of total 4 times of Board of Directors Meeting. - 5 times of total 5 times of the Audit Committee Meetings.	
Other	No history record on committing a criminal offence on property with dishonesty.	

Additional information to consider the election of Independent Director

- **Kin Relationship with executive directors or major shareholders of the Company and Subsidiaries.**
-None-
- **Relationship with the Company / Subsidiaries / Associates or any business registrations that may cause conflict of interest at the present.**
-None-
- **Significant business relationship that may restrain one from performing his job independently.**
-None-


**Name list and profiles of Directors nominated to be elected
as directors in place of those retiring by rotation**

Name-Surname	Mr. Ekamol Kiriwat	
Type of proposed director	Non-Executive Director and Independent Director	
Present Position in the Company	Director and Independent Director	
Age	79 years (May 1945)	
Nationality	Thai	
Education Background and Training	<ul style="list-style-type: none"> - M.B.A. (Finance), Harvard Graduate School of Business Administration, U.S.A. - B.A. Magna Cum Laude (Economics), Dartmouth College, U.S.A. - Director Certification Program (DCP), 2005, Thai Institute of Directors Association (IOD) 	
Years of Directorship in the Company	9 years (April 2015)	
Current Position in Other Organization		
<ul style="list-style-type: none"> • In listed companies • In non-listed companies • In other organization that may cause any conflict of interests to the Company 	<ul style="list-style-type: none"> -None- -None- -None- 	
Work Experience	2015-Present Director and Independent Director, Property Perfect Public Company Limited 2011-2020 Independent Director, The Siam Commercial Bank Plc. 2005-2015 Chairman and Independent Director, K.C. Property Plc. 2008-2011 Chairman and Independent Director, Seamico Securities Plc. 1997-2000 Member of Court of Governors, Bank of Thailand 1992-1995 Secretary General, The Office of the Securities and Exchange Commission (SEC) 1990-1995 Deputy Governor, Bank of Thailand	
Number of shares held in the Company	-None-	
Meeting Attendance	4 times of total 4 times of Board of Directors Meeting.	
Other	No history record on committing a criminal offence on property with dishonesty.	


Additional information to consider the election of Independent Director

- **Kin Relationship with executive directors or major shareholders of the Company and Subsidiaries.**
-None-
- **Relationship with the Company / Subsidiaries / Associates or any business registrations that may cause conflict of interest at the present.**
-None-
- **Significant business relationship that may restrain one from performing his job independently.**
-None-


**Name list and profiles of Directors nominated to be elected
as directors in place of those retiring by rotation**

Name-Surname	Mr. Vidhya Nativivat	
Type of proposed director	Non-Executive Director	
Present Position in the Company	Director and Chairman of Nomination and Remuneration Committee	
Age	70 years (March 1954)	
Nationality	Thai	
Education Background and Training	<ul style="list-style-type: none"> - Master of Laws, The George Washington University, U.S.A. - Bachelor of Laws, Thammasat University. - Director Accreditation Program (DAP) 77/2009, Thai Institute of Directors Association (IOD). 	
Years of Directorship in the Company	20 years (2004)	
Current Position in Other Organization		
<ul style="list-style-type: none"> • In listed companies • In non-listed companies 	<p align="center">-None-</p> <ul style="list-style-type: none"> - Managing Director, Bunchong And Vidhya Law Office Co., Ltd. - Manager of Condominium Juristic Person of Baan Bannavan - Director, Bannavan Huai Khwang Co., Ltd. - Director, Bannavan Ratchada Co., Ltd. - Director, Bannavan Thonglor Co., Ltd. - Director, NJT Property Co., Ltd. - Manager of Condominium Juristic Person of BVR Residence 	
<ul style="list-style-type: none"> • In other organization that may cause any conflict of interests to the Company 	-None-	
Work Experience	<p>2004-Present Director and Chairman of Nomination and Remuneration Committee, Property Perfect Plc.</p> <p>1986-Present Managing Director, Bunchong And Vidhya Law Office Co., Ltd.</p> <p>2010-Present Manager of Condominium Juristic Person of Baan Bannavan</p> <p>2016-Present Director, Bannavan Huai Khwang Co., Ltd.</p> <p>2018-Present Director, Bannavan Ratchada Co., Ltd.</p> <p>2022-Present Director, Bannavan Thonglor Co., Ltd.</p> <p>2017-Present Director, NJT Property Co., Ltd.</p> <p>2022-Present Manager of Condominium Juristic Person of BVR Residence</p>	
Number of shares held in the Company	124,462,800 shares or equivalent to 1.243 percent of paid-up capital (including the shares held by spouse and minor children)	
Meeting Attendance	<ul style="list-style-type: none"> - 4 times of total 4 times of Board of Directors Meeting. - 1 time of total 1 time of the Nomination and Remuneration Committee Meeting. 	
Other	No history record on committing a criminal offence on property with dishonesty.	

**Name list and profiles of Directors nominated to be elected
as directors in place of those retiring by rotation**

Name-Surname	Mr. Wongsakorn Prasitvipat	
Type of proposed director	Executive Director	
Present Position in the Company	Managing Director, Executive Director and Governance Committee Member	
Age	64 years (June 1960)	
Nationality	Thai	
Education Background and Training	<ul style="list-style-type: none"> • Master of Business Administration, Chulalongkorn University • Bachelor of Architect, Chulalongkorn University • Real Estate Course (RECU#10), Chulalongkorn University • Director Certification Program (DCP) 126/2016, Thai Institute of Directors Association (IOD) 	
Years of Directorship in the Company	9 years (August 2015)	
Current Position in Other Organizations		
<ul style="list-style-type: none"> • In listed companies • In non-listed companies 	<p>- None-</p> <p>Director - Chiang Mai Development Co., Ltd.</p> <p>Director - Centre point Shopping Mall Co., Ltd.</p> <p>Director - Bright Development Bangkok Co., Ltd.</p> <p>Director – HKL Perfect Co., Ltd.</p> <p>Director - PFHKL 6 Co., Ltd.</p> <p>Director – PF Forestry Co., Ltd.</p>	
<ul style="list-style-type: none"> • In other organization that may cause any conflict of interests to the Company 	-None-	
Work Experience	<p><u>Property Perfect Public Company Limited</u></p> <p>Feb 2024-Present Governance Committee Member</p> <p>2017-Present Managing Director</p> <p>2015-Present Director, Executive Director</p> <p>2014-2017 Executive Director, Chief Business Development Officer</p> <p>2011-2014 Executive Director, Act for Chief Business Development Officer, Deputy Chief Business Development Officer</p> <p>2008-2010 Assistant Chief Operating Officer</p> <p>1993-2007 Director of Design & Project Development Division</p>	
Number of shares held in the Company	-None-	
Meeting Attendance	4 times of total 4 times of Board of Directors Meetings.	
Other	No history record on committing a criminal offence on property with dishonesty.	

**Name list and profiles of Directors nominated to be elected
as directors in place of those retiring by rotation**

Name-Surname	Mr. Roongroj Singhattanatgige	
Type of proposed director	Non-Executive Director	
Present Position in the Company	Deputy Chief Operating Officer 1	
Age	49 years (July 1974)	
Nationality	Thai	
Education Background and Training	<ul style="list-style-type: none"> - Master of Engineering, (Civil Engineering - Construction Management), Chulalongkorn University - Bachelor of Engineering (Civil Engineering), Chulalongkorn University 	
Current Position in Other Organization		
<ul style="list-style-type: none"> • In listed companies • In non-listed companies 	<p>-None-</p> <ul style="list-style-type: none"> - Director, Estate Perfect Co., Ltd. (Subsidiary Company) - Director, Prefect Prefab Co., Ltd. (Subsidiary Company) - Director, PF-Sekisui JV Co., Ltd. (Joint Venture) 	
<ul style="list-style-type: none"> • In other organization that may cause any conflict of interests to the Company 	-None-	
Work Experience	<p>2018-Present Deputy Chief Operating Officer 1, Property Perfect Public Company Limited</p> <p>2020-Present Director, Estate Perfect Co., Ltd.</p> <p>2019-Present Director, Prefect Prefab Co., Ltd.</p> <p>2019-Present Director, PF-Sekisui JV Co., Ltd.</p> <p>2016-2018 Asst. Chief Operating Officer 1, Property Perfect Public Company Limited</p> <p>2011-2016 Project Director Zone 4, Property Perfect Public Company Limited</p> <p>1995-2011 Field Engineer, Project Engineer, Project Manager, Property Perfect Public Company Limited</p>	
Number of shares held in the Company	121,275 shares or equivalent to 0.001 percent of paid-up capital (including the shares held by spouse and minor children)	
Meeting Attendance	- 4 times of total 4 times of Board of Directors Meeting.	
Other	No history record on committing a criminal offence on property with dishonesty.	

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ENCLOSURE 4

Amount of Attendance Fees paid
to Board of Directors and various Committees
in the fiscal year 2023.

Property Perfect Public Company Limited
Amount of Attendance Fees paid to the Board of Directors
and other Committees in year 2023

No.	Name-Surname	Board of Directors	Audit Committee	Directors-Nominating Committee	Risk Management Committee	Total
1	Dr. Thanong Bidaya	400,000	-	-	-	400,000
2	Mr. Sanith Adhyanasakul	280,000	-	-	-	280,000
3	Mr. Banlue Chantadisai	200,000	250,000	-	-	450,000
4	Mr. Ekamol Kiriwat	200,000	-	-	-	200,000
5	Mr. Wattana Suthipinijtham	150,000	150,000	-	200,000	500,000
6	Mr. Thongchai Jira-alongkorn	200,000	-	-	-	200,000
7	Mr. Manit Suthaporn	200,000	150,000	-	-	350,000
8	Mr. Vidhya Nativivat	200,000	-	50,000	-	250,000
9	Mr. Boonliam Luangnakthongdee	-	-	-	120,000	120,000
10*	Mr. Pongsiri Boonsom	-	-	-	90,000	90,000
11	Mr. Wongsakorn Prasitvipat	200,000	-	-	-	200,000
12	Miss Sirirat Wongwattana	200,000	-	30,000	-	230,000
13	Mr. Wicharn Siriwetwarawut	200,000	-	-	-	200,000
14	Mr. Pornswat Katechulasriroj	200,000	-	-	-	200,000
15	Mr. Wason Srirattanapong	200,000	-	-	-	200,000
16	Mr. Roongroj Singhattanatgige	200,000	-	-	-	200,000
Total		3,030,000	550,000	80,000	410,000	4,070,000

Remark No. 10 Mr. Pongsiri Boonsom is appointed the Risk Management Committee Member under the Board of Directors Meeting No. 1/2023 held on 23 February 2023.

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ENCLOSURE 5

Details of long-term Debentures
to be issued and offered.

Details of Long-term Debentures Planned to be issued and offered

Type	All types and all forms of debentures (subordinated and/or unsubordinated, secured or unsecured debentures), depending on prevailing market conditions at such time the debentures being issued and offered in each occasion.
Currency	Baht and/or any foreign currency using the exchange rate prevailing at such time the debentures are issued and offered in each occasion.
Total value of Debenture	Total amount not exceeding Five Billion Baht or equivalent in other currencies.
Maturity	Not over 8 years of date of issuance of Debentures in each occasion.
Offering	The Debentures will be offered in one or several occasions, and/or as a project, as a public offering and/or a private placement and/or to any foreign and/or local institutional investors and/or high net worth investors. Such offerings may be made in one time or several times in accordance with the notifications of the Capital Market Supervisory Board (“CSB”) and/or other related rules and regulations in force at the time the debentures are issued and offered.
Premature Redemption	The holders of the Debentures and the Company may or may not be entitled to the right to premature redemption, subject to the terms and conditions of each issuance.
Interest Rate	Subject to the prevailing market conditions at the time of issue and offering or under terms and conditions of the Debentures issued at such time, it shall also be subject to notifications of the CSB and/or other related notifications, rules and regulations in force at such time the debentures are issued and offered.
Authorization	In relation to restrictions conditions and other details necessary and related to the issuance and offering of the Debentures; such as, its name, type, face value, offering price per unit, interest rate, appointment of Debentureholders' Representative, offering amount of each issuance, total amount, term, principal repayment method, allocation procedures, type of security, details of offering, period of redemption, redemption prior to maturity and registration of listing on the secondary market, etc., including applications for the approval from the agencies concerned, appointment of the advisor or other person concerning the issuance of the Debentures in accordance with the regulations concerned including doing any acts as necessary and related to the issuance and offering the Debentures of the Company, they are empowered to the authorized directors acting on behalf of the Company and/or the person(s) authorized by the authorized director(s) to consider and determine.
Objectives	<ul style="list-style-type: none"> ● For use as the working capital and accommodation of expansion of business of the group of the Companies. ● For acquiring land bank for development of projects. ● For repayment of debts.

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ENCLOSURE 6

Definition of Independent Director.

Definition of Independent Directors

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

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

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ENCLOSURE 7

Scope of Duties and Responsibilities
of the Audit Committee.

Scope of Duties and Responsibilities of the Audit Committee

Scope of duties of Audit Committee


1. To review the Company financial reporting process to ensure that it is accurate and adequately disclosed;
2. To review the Company internal control system and internal audit system to ensure that they are suitable, adequate and efficient and to review the Internal Audit Unit to have independency, as well as to approve the consideration of the appointment, transfer, and dismissal of the Chief of Internal Audit Unit or any other unit in charge of an internal audit;
3. To review the Company compliance with the law on securities and exchange, the Exchange's regulations, and the laws relating to the Company business;
4. To consider, select, and nominate an independent person to be the Company Auditor, and to propose suitable remuneration, as well as attending a meeting with an auditor at least once a year without Company Management;
5. To review the connected transactions, or the transactions that may lead or have potential to lead to the conflict of interests, to ensure that these transactions are in full compliance with the relevant laws, and the Exchange's regulations, and are reasonable, and are for the highest benefit of the Company;
6. To prepare and disclose in the Company's annual report, an Audit Committee's Report which must be signed by the Chairman of the Audit Committee. The report must at least contain the following information:
 - (a) an opinion on the accuracy, completeness, fairness, and reliability of the Company financial report,
 - (b) an opinion on the adequacy of the Company internal control system,
 - (c) an opinion on the compliance with the law on securities and exchange, the Exchange's regulations, or the law relating to the Company's business,
 - (d) an opinion on the suitability of an Auditor,
 - (e) an opinion on the transactions that may lead to conflicts of interests,
 - (f) the number of the Audit Committee meetings, and the attendance record of such meetings attended by each committee member,
 - (g) an opinion or observation of the Audit Committee from the conduct of its duty and responsibility in accordance with the charter, and
 - (h) other transactions which, according to the Audit Committee opinion, should be known to the shareholders, and general investors, subject to the scope of duties and responsibilities assigned by the Company Board of Directors; and
7. To perform any other duty as assigned by the Company's Board of Directors, with the approval of the audit committee;
8. To prepare the Charter of Audit Committee to be in accordance with the scope of responsibility for the operations with the approval by the Board of Directors and to review at least once a year;
9. To plan the inspection of the internal audit system together with the Internal Audit Unit, in consideration with the types and the level of risks, as well as to supervise the audit operations to be accordance with the work plan and standards for professional practice of internal auditing;

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ENCLOSURE 8

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

**Profiles of Independent Directors
(acting as Proxy of the Shareholders)**

Name-Surname	Mr. Wattana Suthipinijtham		
Position	Director, Independent Director, Audit Committee and Chairman of the Risk Management Committee		
Nationality	Thai		
Occupation	Businessman		
Age	77 years (October 1946)		
Address	No. 3 Soi Ekachai 59, Kwaeng Bangbon, Khet Bangbon, Bangkok Metropolis		
Number of shares held in the Company, subsidiaries, affiliated companies or related companies (as of 15 March 2024)	- None-		
Education Background and Training	<ul style="list-style-type: none"> - Master Degree in Accounting, Thammasat University. - Master Degree in Business Administration, New York University, U.S.A. (Scholarship student of the Bank of Thailand) - Bachelor Degree in Accounting (Honors), Thammasat University. - Certified Public Accountant - Directors Accreditation Program (DAP); Thai Institute of Directors Association (IOD), 2004 		
Work Experience	Apr.2022-Present	Director, Independent Director, Audit Committee and Chairman of the Risk Management Committee, Property Perfect Public Company Limited	
	2015-Apr.2022	Director, Independent Director, Audit Committee and Risk Management Committee, Grande Asset Hotels and Property Public Company Limited.	
	2004-Present	Independent Director and Vice Chairman of the Board, Samchai Steel Industries Public Company Limited	
	Past	Working Group on Capital Market Development & Department of Financial Institution Supervision and Inspection, Bank of Thailand.	
	Past	Executive Vice President, Siam City Bank Public Company Limited.	

Direct and indirect interest in any transaction which the Company, or its subsidiaries is a party. - None-

Conflict of interest in agenda that has been proposed to the Annual General Meeting of Shareholders.

- Having interest in Agenda 8: To consider and approve the payment of remuneration for the year 2024 to the Board of Directors.
- Having no special interest which is different from other directors in all agenda proposed at the Annual General Meeting of Shareholders for the fiscal year 2024.

**Profiles of Independent Directors
(acting as Proxy of the Shareholders)**

Name-Surname Mr. Manit Suthaporn
Position Director, Independent Director, Audit Committee and Chairman of the Governance Committee
Nationality Thai
Occupation Businessman
Age 70 years (January 1954)
Address No. 242/151, Soi Kanchanapisek 0015, Kwaeng Salathammassop, Khet Thawiwatthana, Bangkok Metropolis



Number of shares held in the Company, subsidiaries, affiliated companies or related companies (as of 15 March 2024)

- None-

Education - Master of Laws, Chulalongkorn University
Background and Training - Member of the Thai Bar, Bureau of Legal Studies of the Council of Thai Bar Members
 - Bachelor of Laws, Thammasat University.
 - Thailand National Defense College (TNDC) Program, Class 399, Thailand National Defense College
 - Executive Training Course; Vision and Moral Leader of the Civil Service Commission, Office of the Civil Service Commission
 - Director Certification Program (DCP), Class 134/2010, Thai Institute of Directors Association (IOD)
 - Advanced Security Management Program No.2, The Association National Defense College of Thailand under the Royal Patronage of His Majesty the King
 - Thammasat Leadership Program (TLP) (1st) Thammasat University

Work Experience

Feb 2024-Present	Chairman of the Governance Committee, Property Perfect Public Company Limited
2015-Present	Director, Independent Director and Audit Committee, Property Perfect Public Company Limited
2015-Present	Legal Counselor, IRPC Public Company Limited
2018-2019	Secretary to the Deputy Minister of Transport, Ministry of Transport
2007-2014	Senior Executive Vice President, Corporate Legal, IRPC Public Company Limited
2004-2006	Deputy Permanent Secretary, Head of the mission of Justice Promotion Cluster Ministry of Justice

Direct and indirect interest in any transaction which the Company, or its subsidiaries is a party. - None-

Conflict of interest in agenda that has been proposed to the Annual General Meeting of Shareholders.

- Having interest in Agenda 8: To consider and approve the payment of remuneration for the year 2024 to the Board of Directors.
- Having no special interest which is different from other directors in all agenda proposed at the Annual General Meeting of Shareholders for the fiscal year 2024.

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ENCLOSURE 9

Articles of Association related to
the Shareholders Meeting.

Articles of Association related the Shareholders Meeting

1. Calling of the Shareholders Meeting.

Clause 33 The Board of Directors shall hold the Shareholders' Meeting as an Annual General Meeting within 4 months from the end of the accounting year of the Company.

Other Shareholders' Meetings than as mentioned above shall be called "Extraordinary Meetings".

The Shareholders' meeting of the Company in the first and second paragraphs may be proceeded via electronic media in accordance with the laws stipulated on the meetings via electronic media.

The Board of Directors may call Extraordinary Meetings whenever it thinks fit. Or a shareholder or several shareholders holding aggregate shares amounting to not less than 10% of the total amount of shares issued, may at any time sign up in a written request to the Board of Directors to summon a Shareholders' Meeting as an Extraordinary Meeting; provided that the agenda and reason for calling the meeting must be clearly specified in such request. In this case, the Board of Directors shall hold the Shareholders' Meeting within 45 days from the date of having received the shareholders' request.

In case the Board of Directors does not hold the meeting within the period as prescribed under fourth paragraph, the shareholders who subscribe their names or other shareholders holding the number of shares as required may convene such meeting within 45 days as from the completion of the period as prescribed under fourth paragraph. In this regard, the meeting shall be considered as the shareholders' meeting called by the Board of Directors, whereby the Company shall be responsible for necessary expenses arising from such a meeting and reasonably provide facilitation.

In case the quorum of the shareholders' meeting called by the shareholders as prescribed under five paragraph is not formed according to Clause 36, the shareholders as prescribed under five paragraph shall be collectively responsible to the Company for expenses arising from such meeting.

Clause 34 The Chairman of the Board or the director designated by him shall specify date, time, and place for a Shareholders' Meeting, which place of the meeting may be located in other area than the location where the head office of the Company is situated or the nearby provinces.

In case that a meeting is carried out via electronic media in accordance with the third paragraph of Clause 33 of Articles of Association, it shall be deemed that the head office of the Company is the venue of such meetings.

Clause 35 In calling a Shareholders' Meeting, the Board of Directors shall prepare a notice of the meeting stating place, date, time, agenda and matters to be proposed to the meeting, together with the details as appropriate whereby it must be clearly stated whether they are the matters proposed for acknowledgment, for approval or for consideration as the case may be, and the opinions of the Board of Directors in such matters must also be provided. The notice shall be sent to the shareholders and the Registrar for information, not less than 7 days before the date of the meeting, and shall be published in the newspapers for a period of 3 consecutive days and not less than 3 days before the date of the meeting.

The publication of notice of the meeting in a newspaper as prescribed in the first paragraph may be published via electronic media instead according to the criteria as specified by the Registrar.

2. The Quorum.

Clause 36 At the Shareholders' Meeting, the quorum shall consist of the shareholders and the proxies (if any) attending the meeting not less than 25 persons or not less than a half of the total number of the shareholders and whose aggregate shares amounting to not less than one-third of the total amount of shares issued.

In case it appears that at any Shareholders' Meeting, when the appointed time passes for 1 hour, the number of shareholders attending the meeting cannot form the quorum as provided, the meeting, if summoned upon the request of the shareholders, shall be canceled. If the Shareholders' Meeting has not been summoned upon the request of the shareholders, another meeting shall be summoned and the notice of such meeting shall be sent to the shareholders not less than 7 days before the date of the meeting. And at such subsequent meeting, no quorum shall be required.

Clause 37 At the Shareholders' Meeting, a shareholder may appoint another person, who has reached adult maturity, as his/her proxy to attend and vote on his/her behalf. The instrument appointing a proxy shall be dated and signed by the appointing shareholder and be pursuant to the form as prescribed by the Registrar.

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

An appointment of a proxy in the first paragraph may be carried out via electronic method, provided that such methods are safe and credible to such appointment of proxy is duly made by the shareholder, so as to the criteria specified by the registrar.

Clause 38 The Chairman of the Board shall act as the chairman of the Shareholders' Meeting. In the case of the Chairman of the Board being absent or unable to perform his duty, if there is a Vice Chairman, the Vice Chairman shall then act as the chairman of the meeting; and if there is no Vice Chairman or he could not perform his duty, the shareholders attending thereat shall elect one shareholder among themselves as the chairman of the meeting.

3. Agenda of the Meeting.

Clause 40 At the Annual General Meeting, the following matters shall be carried out:-

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

4. Voting.

Clause 39 The resolutions of the shareholders' meeting shall be the following votes:-

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

5. Allocation of the Profit and Payment of Dividend.

Clause 45 No dividend shall be made out of other money than from the profits. In case the Company has an accumulated loss, no dividend shall be distributed.

The dividends shall be distributed in accordance with the number of shares, in equal amount for each share.

The Board of Directors may distribute interim dividends to the shareholders periodically when it considers that the Company has sufficient profits to do as such, and it shall report the same to the subsequent Shareholders' Meeting.

The payment of dividends shall be made within 1 month from the date the Shareholders' Meeting or the Board of Directors has resolved, as the case may be. In this regard, it is required to send a written notice to the shareholders and publish the notice of the payment of dividends in the newspaper.

Clause 46 The Company must allocate a portion of the annual net profit as reserve fund in the amount of not less than 5% of the annual net profit less the accumulated loss carried forwards (if any), until this reserve fund shall reach the amount of not less than 10% of the registered capital.

6. Remuneration of Directors, Election of Directors and Retired Directors by rotation.

Clause 14 The Board of Directors of the Company shall consist of not less than 5 directors, and not less than half of the number of directors shall have residence in the Kingdom.

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

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

Clause 15 The Board of Directors shall be elected by the Shareholders' Meeting subject to the following rules and procedures:

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

15.2 In the election of directors, the shareholders may cast votes for individual director on a one-by-one basis or on several-directors basis deemed appropriate by the shareholders. In each voting, the shareholders must cast all the votes he has under sub-clause 15.1 above, the votes shall not be split for any one more or less.

15.3 The voting for election of directors shall be decided by a majority vote. In the case of an equality of votes, the chairman of the meeting shall be entitled to a second or casting vote.

Clause 16 At any the Annual Shareholders' Meeting, one-third of the directors, or, if the number is not a multiple of three, then the number nearest to one-third, must retire from offices. A retiring director under this clause is eligible for re-election.

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

PROPERTY PERFECT

ENCLOSURE 10

Proxy Form "A" and "B" .



อากรแสตมป์ 20.- บาท
Duty Stamp 20.- Baht

หนังสือมอบฉันทะ
(PROXY FORM)

แบบ ก. (Form A)

เขียนที่ _____
Made at _____

วันที่ _____
Date _____

(1) ข้าพเจ้า _____ สัญชาติ _____
I(We), Nationality _____
อยู่บ้านเลขที่ _____ ถนน _____ ตำบล/แขวง _____
Residing at No. Road Sub-district _____
อำเภอ/เขต _____ จังหวัด _____ รหัสไปรษณีย์ _____
District Province Postal Code _____

(2) เป็นผู้ถือหุ้นของบริษัท พร็อพเพอร์ตี้ เพอร์เฟค จำกัด (มหาชน)

As a shareholder of Property Perfect Public Company Limited

โดยถือหุ้นจำนวนทั้งสิ้น _____ หุ้น และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง ดังนี้
holding a total number of shares, and entitled to vote in the number of votes as follows:
 หุ้นสามัญ _____ หุ้น ออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
Ordinary shares of shares, entitled to vote in the number of votes
 หุ้นบุริมสิทธิ _____ หุ้น ออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
Preference shares of shares, entitled to vote in the number of votes

(3) ขอมอบฉันทะให้ (ผู้ถือหุ้นสามารถมอบฉันทะให้กรรมการอิสระของบริษัทก็ได้ โดยมีรายละเอียดตามสิ่งที่ส่งมาด้วย 8)

Hereby grant (The shareholder may appoint an independent director of the Company to be the proxy, per details as shown in the Enclosure 8)

(1) _____ อายุ _____ ปี
Name age years

อยู่บ้านเลขที่ _____ ถนน _____ ตำบล/แขวง _____
Residing at No. Road Sub-district _____
อำเภอ/เขต _____ จังหวัด _____ รหัสไปรษณีย์ _____ หรือ
District Province Postal Code Postal Code or

(2) _____ อายุ _____ ปี
Name age years

อยู่บ้านเลขที่ _____ ถนน _____ ตำบล/แขวง _____
Residing at No. Road Sub-district _____
อำเภอ/เขต _____ จังหวัด _____ รหัสไปรษณีย์ _____ หรือ
District Province Postal Code Postal Code or

(3) _____ อายุ _____ ปี
Name age years

อยู่บ้านเลขที่ _____ ถนน _____ ตำบล/แขวง _____
Residing at No. Road Sub-district _____
อำเภอ/เขต _____ จังหวัด _____ รหัสไปรษณีย์ _____ หรือ
District Province Postal Code Postal Code or

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น
ของบริษัทประจำปี 2567 ในวันพฤหัสบดีที่ 25 เมษายน 2567 เวลา 10.00 น. ด้วยสื่ออิเล็กทรอนิกส์ (E-Meeting) เท่านั้น หรือที่จะพึง
เลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

only anyone person as my (our) proxy to attend and vote on my (our) behalf at the Annual General Meeting of Shareholders for the fiscal year
2024, to be held on Thursday, 25 April 2024, at 10.00 hrs. via electronic meeting (E-Meeting) only, or at any adjournment thereof to any other
date, time and venue.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุมนั้น ให้ถือเสมือนว่า ข้าพเจ้าได้กระทำเองทุกประการ

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

ลงชื่อ _____ ผู้มอบฉันทะ
Signed (_____) Grantor

ลงชื่อ _____ ผู้รับมอบฉันทะ
Signed (_____) Proxy

ลงชื่อ _____ ผู้รับมอบฉันทะ
Signed (_____) Proxy

ลงชื่อ _____ ผู้รับมอบฉันทะ
Signed (_____) Proxy

หมายเหตุ/Remarks

ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะ
หลายคนเพื่อแยกการลงคะแนนเสียงได้

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

หนังสือมอบฉันทะ แบบ ข.

Proxy Form B.

สำหรับบุคคลธรรมดาและนิติบุคคล

For individual and juristic persons

- ขอให้ผู้ถือหุ้นพิจารณาเอกสาร/หลักฐานเพื่อแสดงสิทธิในการเข้าร่วมประชุมสามัญผู้ถือหุ้นผ่านสื่ออิเล็กทรอนิกส์ (E-MEETING) “สิ่งที่ส่งมาด้วย 11” และข้อปฏิบัติสำหรับการเข้าร่วมประชุมสามัญผู้ถือหุ้นผ่านสื่ออิเล็กทรอนิกส์ (E-MEETING) “สิ่งที่ส่งมาด้วย 12” ก่อนการมอบฉันทะ

Shareholders are required to consider the required documents or evidence to identify the right to attend the Annual General Meeting of Shareholders via Electronic Meeting (E-MEETING) “Enclosure 11” and the Guidelines for attending the Annual General Meeting of Shareholders via Electronic Meeting (E-MEETING) “Enclosure 12” before the appointment of proxies.

- กรุณาลงนามมอบฉันทะในหน้า 5 และหน้า 6
Please sign your name to appoint a proxy on pages 5 and 6.
- กรุณาแนบเอกสารที่ต้องใช้ประกอบการมอบฉันทะ ตามรายละเอียดที่ระบุไว้ใน “สิ่งที่ส่งมาด้วย 11”

Please attach the documents required in support of the appointment of a proxy, which is detailed in “Enclosure 11”

- กรุณาส่งเอกสารการมอบฉันทะนี้ทั้งชุดกลับคืนบริษัท
Please return the whole set of this proxy form documents to the Company.
- ผู้ถือหุ้นสามารถมอบฉันทะให้กรรมการอิสระของบริษัทได้ โดยดูข้อมูลกรรมการอิสระที่เป็นผู้รับมอบฉันทะใน “สิ่งที่ส่งมาด้วย 8”

Shareholders could appoint the Company’s Independent Directors as the Proxy. Please see the details of “Proxy” in the “Enclosure 8”

อากรแสตมป์ 20.- บาท
Stamp Duty 20.- Baht

หนังสือมอบฉันทะ
(PROXY FORM)

แบบ ข. (Form B)

เขียนที่ _____
Made at

วันที่ _____
Date

(1) ข้าพเจ้า _____ สัญชาติ _____
I(We), Nationality
อยู่บ้านเลขที่ _____ ถนน _____ ตำบล/แขวง _____
Residing at No. Road Sub-district
อำเภอ/เขต _____ จังหวัด _____ รหัสไปรษณีย์ _____
District Province Postal Code

(2) เป็นผู้ถือหุ้นของบริษัท พร็อพเพอร์ตี้ เพอร์เฟค จำกัด (มหาชน)

As a shareholder of **Property Perfect Public Company Limited**

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

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

(3) ขอมอบฉันทะให้ (ผู้ถือหุ้นสามารถมอบฉันทะให้กรรมการอิสระของบริษัทก็ได้ โดยมีรายละเอียดตามสิ่งที่ส่งมาด้วย 8)

Hereby grant (The shareholder may appoint an independent director of the Company to be the proxy, per details as shown in the Enclosure 8)

(1) _____ อายุ _____ ปี
Name age years

อยู่บ้านเลขที่ _____ ถนน _____ ตำบล/แขวง _____
Residing at No. Road Sub-district
อำเภอ/เขต _____ จังหวัด _____ รหัสไปรษณีย์ _____
District Province Postal Code

หรือ นายวัฒนา สุทธิพิณีจธรรม กรรมการอิสระ กรรมการตรวจสอบ อายุ 77 ปี
และประธานกรรมการบริหารความเสี่ยง
or Mr. Wattana Suthipinijtham Independent Director, Audit Committee Member
and Chairman of the Risk Management Committee age 77 years

อยู่บ้านเลขที่ 3 ซอยเอกชัย 59 แขวงบางบอน เขตบางบอน กรุงเทพมหานคร
Residing at No. 3 Soi Ekachai 59, Kwaeng Bangbon, Khet Bangbon, Bangkok Metropolis

หรือ นายมานิตย์ สุธาพร กรรมการอิสระ กรรมการตรวจสอบ อายุ 70 ปี
และประธานกรรมการธรรมาภิบาล
or Mr. Manit Suthaporn Independent Director, Audit Committee Member
and Chairman of the Governance Committee age 70 years

อยู่บ้านเลขที่ 242/151 ซอยกาญจนาภิเษก 0015 แขวงศาลาธรรมสพน์ เขตทวีวัฒนา กรุงเทพมหานคร
Residing at No. 242/151 Soi Kanchanapisek 0015, Kwaeng Salathammasop, Khet Thawiwatthana, Bangkok Metropolis

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้นของบริษัทประจำปี 2567 ในวันพฤหัสบดีที่ 25 เมษายน 2567 เวลา 10.00 น. ด้วยสื่ออิเล็กทรอนิกส์ (E-Meeting) เท่านั้น หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

only anyone person as my (our) proxy to attend and vote on my (our) behalf at the Annual General Meeting of Shareholders for the fiscal year 2024, to be held on Thursday, 25 April 2024, at 10.00 hrs. via electronic meeting (E-Meeting) only, or at any adjournment thereof to any other date, time and venue.



(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

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

- วาระที่ 1. เรื่องที่จะแจ้งให้ที่ประชุมทราบ
Agenda 1. To acknowledge the matters to be informed.
เนื่องจากวาระนี้เป็นวาระแจ้งเพื่อทราบ จึงไม่มีการออกเสียงลงคะแนน
As this agenda is for information to shareholders, there will be no voting.
- วาระที่ 2. พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้นของบริษัทประจำปี 2566
Agenda 2. To consider and adopt the Minutes of Annual General Meeting of Shareholders of the Company for the fiscal year 2023.
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) My (our) proxy can consider and vote on behalf of me (us) as he/she may think fit in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) My (our) proxy shall vote in accordance with my (our) intention as follows:
 เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain
- วาระที่ 3. พิจารณารับรองผลการดำเนินงานของคณะกรรมการบริษัทในรอบปีที่ผ่านมาและแบบ 56-1 One Report ประจำปี 2566
Agenda 3. To consider and adopt the performance results of the Board of Directors for the previous year and the Form 56-1 One Report 2023.
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) My (our) proxy can consider and vote on behalf of me (us) as he/she may think fit in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) My (our) proxy shall vote in accordance with my (our) intention as follows:
 เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain
- วาระที่ 4. พิจารณานุมัติงบแสดงฐานะการเงินและงบกำไรขาดทุนเบ็ดเสร็จของบริษัทประจำปีสิ้นสุดวันที่ 31 ธันวาคม 2566
Agenda 4. To consider and approve the Statements of Financial Position and the Statements of Comprehensive Income of the Company for the fiscal year ended 31 December 2023.
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) My (our) proxy can consider and vote on behalf of me (us) as he/she may think fit in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) My (our) proxy shall vote in accordance with my (our) intention as follows:
 เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain
- วาระที่ 5. พิจารณานุมัติการจัดสรรเงินกำไรและการจ่ายเงินปันผลสำหรับผลการดำเนินงานประจำปี 2566
Agenda 5. To consider and approve the appropriation of profits and payment of dividends for the Company's performance results of the fiscal year 2023.
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) My (our) proxy can consider and vote on behalf of me (us) as he/she may think fit in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) My (our) proxy shall vote in accordance with my (our) intention as follows:
 เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain



- วาระที่ 6. พิจารณานุมัติการจ่ายเงินบำเหน็จให้แก่คณะกรรมการบริษัท
Agenda 6. To consider and approve the payment of remuneration to the Board of Directors.
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) My (our) proxy can consider and vote on behalf of me (us) as he/she may think fit in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) My (our) proxy shall vote in accordance with my (our) intention as follows:
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain
- วาระที่ 7. พิจารณานุมัติการเลือกตั้งกรรมการใหม่แทนกรรมการที่ออกจากตำแหน่งตามกำหนดวาระ
Agenda 7. To consider and approve the election of new Directors in place of those retiring by rotation
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) My (our) proxy can consider and vote on behalf of me (us) as he/she may think fit in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) My (our) proxy shall vote in accordance with my (our) intention as follows:
- การเลือกตั้งกรรมการทั้งหมด
Election of all directors.
 เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain
- การเลือกตั้งกรรมการเป็นรายบุคคล
Election of each director.
- (1) ชื่อกรรมการ : นายบรรลือ ฉันทาดิษฐ์
Director's Name : Mr. Banlue Chantadisai
 เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain
- (2) ชื่อกรรมการ : นายเอกกมล ศิริวัฒน์
Director's Name : Mr. Ekamol Kiriwat
 เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain
- (3) ชื่อกรรมการ : นายวิทยา เนติวิวัฒน์
Director's Name : Mr. Vidhya Nativivat
 เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain
- (4) ชื่อกรรมการ : นายวงศกรณ์ ประสิทธิ์วิภาต
Director's Name : Mr. Wongsakorn Prasitvipat
 เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain
- (5) ชื่อกรรมการ : นายรุ่งโรจน์ สิงหนัดกิจ
Director's Name : Mr. Roongroj Singhattanatgige
 เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain



- วาระที่ 8. พิจารณานุมัติการจ่ายเงินค่าตอบแทนประจำปี 2567 ให้แก่คณะกรรมการบริษัท
Agenda 8. To consider and approve the payment of remuneration for the year 2024 to the Board of Directors.
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) My (our) proxy can consider and vote on behalf of me (us) as he/she may think fit in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) My (our) proxy shall vote in accordance with my (our) intention as follows:
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain
- วาระที่ 9. พิจารณาการแต่งตั้งผู้สอบบัญชีของบริษัทประจำปี 2567 และกำหนดค่าตอบแทน
Agenda 9. To consider and appoint the auditors of the Company for the year 2024 and fix the remuneration.
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) My (our) proxy can consider and vote on behalf of me (us) as he/she may think fit in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) My (our) proxy shall vote in accordance with my (our) intention as follows:
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain
- วาระที่ 10. พิจารณานุมัติการออกหุ้นกู้ระยะยาวในวงเงินไม่เกิน 5,000 ล้านบาท
Agenda 10. To consider and approve for an issuance of Long-term Debentures in an amount not exceeding Five Billion Baht.
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) My (our) proxy can consider and vote on behalf of me (us) as he/she may think fit in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) My (our) proxy shall vote in accordance with my (our) intention as follows:
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain
- วาระที่ 11. พิจารณานุมัติการแก้ไขเพิ่มเติมข้อบังคับของบริษัทข้อ 31.
Agenda 11. To consider and approve the amendment of Article 31. of the Articles of Association of the Company.
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) My (our) proxy can consider and vote on behalf of me (us) as he/she may think fit in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) My (our) proxy shall vote in accordance with my (our) intention as follows:
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain
- วาระที่ 12. พิจารณานุมัติการแก้ไขเพิ่มเติมอำนาจกรรมการของบริษัท
Agenda 12. To consider and approve the amendment of the power of directors of the Company.
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) My (our) proxy can consider and vote on behalf of me (us) as he/she may think fit in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) My (our) proxy shall vote in accordance with my (our) intention as follows:
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 13. พิจารณาเรื่องอื่น ๆ (ถ้ามี)

Agenda 13. To consider other businesses (if any).

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

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่า การลงคะแนนเสียงนั้นไม่ถูกต้อง และไม่ใช้เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

The vote of the proxy in any agenda which does not follow those specified in this proxy form, it shall be deemed that such vote is incorrect and it does not vote on my (our) behalf as the shareholder.

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะ ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

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

ลงชื่อ _____ ผู้มอบฉันทะ
Signed (_____) Grantor

ลงชื่อ _____ ผู้รับมอบฉันทะ
Signed (_____) Proxy

ลงชื่อ _____ ผู้รับมอบฉันทะ
Signed (_____) Proxy

ลงชื่อ _____ ผู้รับมอบฉันทะ
Signed (_____) Proxy

หมายเหตุ/Remarks

- ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
A shareholder shall grant only one proxy to attend and vote on his/her behalf at the meeting, and cannot divide his/her shares for several proxies to vote separately.
- วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล
In agenda for election of director(s) can vote to elect all directors or each director.
- ในกรณีที่มีวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข. ตามแนบ
In case there are more agendas for consideration at the meeting than the agendas specified above, the grantor of the proxy could additionally specify in the Annex to the Proxy Form B as attached.

**ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข.
Annex to the Proxy Form B.**

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท **พร็อพเพอร์ตี้ เพอร์เฟค จำกัด (มหาชน)**
Grant of proxy as a shareholder of **Property Perfect Public Company Limited**

ในการประชุมสามัญผู้ถือหุ้นของบริษัทประจำปี 2567 ในวันพฤหัสบดีที่ 25 เมษายน 2567 เวลา 10.00 น. ด้วยสื่ออิเล็กทรอนิกส์ (E-Meeting) เท่านั้น
หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

At the Annual General Meeting of Shareholders for the fiscal year 2024, to be held on Thursday, 25 April 2024 at 10.00 hrs. via electronic meeting (E-Meeting) only, or at any adjournment thereof to any other date, time and venue.

วาระที่ _____ เรื่อง _____

Agenda Subject

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

วาระที่ _____ เรื่อง _____

Agenda Subject

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

วาระที่ _____ เรื่อง _____

Agenda Subject

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

วาระที่ 7 เรื่อง เลือกตั้งกรรมการ (ต่อ)

Agenda 7 Subject Election of directors (continue).

ชื่อกรรมการ (Director's Name): _____

- เห็นด้วย\Approve ไม่เห็นด้วย\Disapprove งดออกเสียง\Abstain

ชื่อกรรมการ (Director's Name): _____

- เห็นด้วย\Approve ไม่เห็นด้วย\Disapprove งดออกเสียง\Abstain

ชื่อกรรมการ (Director's Name): _____

- เห็นด้วย\Approve ไม่เห็นด้วย\Disapprove งดออกเสียง\Abstain

ชื่อกรรมการ (Director's Name): _____

- เห็นด้วย\Approve ไม่เห็นด้วย\Disapprove งดออกเสียง\Abstain

ลงชื่อ _____ ผู้มอบฉันทะ

Signed (_____) Grantor

ลงชื่อ _____ ผู้รับมอบฉันทะ

Signed (_____) Proxy

PROPERTY PERFECT

ENCLOSURE 11

The required documents or evidence to identify the right to attend the Annual General Meeting of Shareholders for the fiscal year 2024 via Electronic Meeting (E-MEETING).

**The required documents or evidence to identify the right to attend
the Annual General Meeting of Shareholders for the fiscal year 2024
via Electronic Meeting (E-MEETING)**

1. In case the shareholder is a natural person

- 1.1 In case of the shareholder attends the meeting by yourself, you are required to present the certified true copy of valid document or evidence issued by governmental authorities with showing the picture of shareholder, e.g., the identification card, government officer identification card, driver license or passport. And if there is the change of given name-surname, the evidence of such change to be certified true copy is also required.
- 1.2 In case of granting of proxy, the following documents are required to present:
 - 1.2.1 A proxy form as attached to the notice of the meeting (any one out of the forms as attached) which is completely filled out and signed by the shareholder and proxy.
 - 1.2.2 Certified true copy of the document or evidence identified to the shareholder and issued by governmental authorities as per the detail specified in item 1.1 above.
 - 1.2.3 Certified true copy of the document or evidence identified to the proxy and issued by governmental authorities as per the detail specified in item 1.1 above.

2. In case the shareholder is a juristic person

- 2.1 In case of a representative of juristic person of the shareholder attends the meeting by himself/herself, the following documents are required to present:
 - 2.1.1 Certified true copy of the valid document or evidence identified to the representative of juristic person and issued by governmental authorities with showing the picture of such representative as per the detail specified in item 1.1 above.
 - 2.1.2 Copy of the certificate of juristic person no longer than 3 months which is certified true copy by its representative and affixing its seal (if any), whereby such certificate is required to show that its representative who attends the meeting is the authorized person of such juristic person.
- 2.2 In case of granting of proxy, the following documents are required to present:
 - 2.2.1 A proxy form as attached to the notice of the meeting (any one out of the forms as attached) which is completely filled out and signed by the representative of juristic person with affixing its seal (if any) and proxy.
 - 2.2.2 Copy of the certificate of juristic person no longer than 3 months which is certified true copy by its representative and affixing its seal (if any), whereby such certificate is required to show that the representative who signs in the proxy form as the item 2.2.1 is the authorized person of such juristic person.

2.2.3 Certified true copy of the valid document or evidence identified to the representative of juristic person and issued by governmental authorities with showing the picture of such representative as per the detail specified in item 1.1 above.

2.2.4 Certified true copy of the document or evidence identified to the proxy and issued by governmental authorities as per the detail specified in item 1.1 above.

In case of the shareholder is a juristic person registered outside Thailand, it is required to present the documents in items 2.1 and 2.2 as the case may be. And if the copies of such documents are prepared outside Thailand, they are also required to be notarized by a Notary Public. However, if the original documents are not prepared in English, they are required to attach their English translation with certification by the representative of such juristic person.

3. In case the shareholder is a foreign investor and appointing a custodian in Thailand to safe keep and take care of its securities

3.1 It is required to prepare and present the documents in the same manner as the juristic person.

3.2 In case of the shareholder who is a foreign investor and appoint the custodian to sign the proxy form on its behalf, the following additional documents are required to present:

3.2.1 The power of attorney of the foreign shareholder authorizing the custodian to sign the proxy form on its behalf.

3.2.2 The letter confirms that such custodian signing the proxy form has the permission to engage in the custodian business.

4. Guideline for preparation of proxy

Any shareholder who cannot present at the E-MEETING, may appoint the Company's Independent Director and Audit Committee to be the proxy, whose names and details as shown in **Enclosure 8**, so as to attend the meeting and vote on your behalf, whereby such shareholder is required to proceed as follows:

4.1 To select only one of the proxy forms as prepared by the Company in **Enclosure 10** and please fill out the box in front of the name of the person you wish to appoint as your proxy to attend the meeting and vote on your behalf.

4.2 To affix the stamp duty in an amount of 20 Baht on the proxy form in order to comply by the law.

4.3 To deliver the completed proxy form with the supporting documents showing the identification of shareholder or representative of shareholder who is entitled to attend the meeting in accordance with the items 1-3 above as the case may be to the Company **on or before April 22, 2024** via the following channels:

- 4.3.1 By e-mail : secpf@pf.co.th; and
- 4.3.2 To deliver the **original proxy form and supporting documents** to the Company by referring to:

**“Khun Piyatass Piyasantiwong
Office of the Company Secretary
Property Perfect Public Company Limited,
17th Floor, Vorasombat Building,
No. 100/1 Rama IX Road, Kwaeng Huaykwang,
Khet Huaykwang, Bangkok 10310.”**

So that the officer of the Company can check the correction and completion of the documentation in time before the meeting. However, the shareholder cannot divide the shares to several proxies in order to vote by each himself/herself. And the shareholder shall authorize the proxy to cast the votes equal to the total number of shares held by him/her, whereby the shareholder cannot authorize the proxy to cast the votes less than the total number of shares held by him/her except for the proxy is the custodian appointed by foreign shareholder to safe keep and take care of its securities in accordance with the proxy form C.

In case of the shareholder who could not attend to the meeting via the Electronic Meeting (E-MEETING) by himself/herself and wishes to appoint other person to be the proxy, please proceed in accordance with the Guidelines for attending the Annual General Meeting of Shareholders via the Electronic Meeting (E-MEETING) as the details **in Enclosure 12**.

5. Attending the Meeting

The system for attending the Annual General Meeting of Shareholders for the fiscal year 2024 will be opened on Thursday, April 25, 2024 at 9.00 hrs., and the Electronic Meeting (E-MEETING) will be broadcasted in the same day from 10.00 hrs., onward.

6. Voting Procedures

- 6.1 The chairman of the meeting will assign the secretary of the meeting to cast the votes for each agenda.
- 6.2 The shareholder has the right to vote according to the number of shares held by him/her, whereby the shareholder is entitled to cast his/her votes in each agenda to either approve, disapprove or abstain from voting.
- 6.3 The shareholder who wishes to cast his/her votes as disapproval or abstention is required to mark in a box as disapproval or abstention, for counting the vote by the system.
- 6.4 Any shareholder who does not cast his/her votes by marking into the box, the Company will assume that such shareholder cast his/her votes to approve the agenda as proposed by the Board of Directors.

7. Vote Counting Procedures

- 7.1 One share shall be counted as one vote, whereby a resolution will require a majority vote at the meeting, except as stated otherwise by law.
- 7.2 To count votes of each agenda, the Company will deduct the total votes casted in disapproval or abstentions, from the total votes of the shareholders attending at the meeting and being entitled to vote. The result shall be taken as the votes in approval. As for the Shareholders who have entrusted their proxies to other persons to attend the meeting and cast their votes in accordance with their wishes, the result thereof shall be the votes including the votes in accordance with the wishes of the principals.
- 7.3 The notification of voting results for each agenda, the chairman of the meeting will assign the secretary of the meeting to summarize the result of the votes counting in each agenda to the meeting for acknowledgement that each agenda being unanimously approved or approved by majority votes by how many votes, as well as the numbers of disapproved votes and abstained votes.

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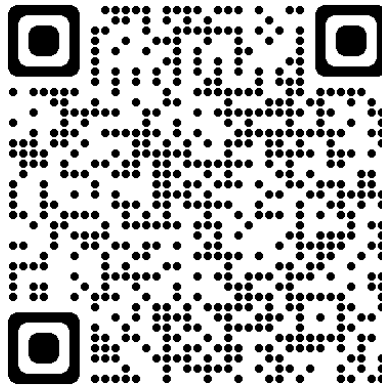
ENCLOSURE 12

Guidelines for attending the Annual General Meeting
of Shareholders for the fiscal year 2024
via Electronic Meeting (E-MEETING).

**Guidelines for attending the Annual General Meeting of Shareholders
for the fiscal year 2024 via Electronic Meeting (E-MEETING)**

The Company hereby notifies the guidelines for attending the Meeting of Shareholders via Electronic Meeting (E-MEETING) as follows:

1. The shareholders or proxies who wish to attend the E-MEETING must notify their wishes by submission of the documents to identify the right to attend the E-MEETING via the Pre-Registration System by entering into the Link: <https://pf.fogus.vc/registration/> or scan this QR Code.



**The system will be available to access from 10 April 2024, at 8.00 am.
to 22 April 2023 at 5.00 pm.**

2. After logging into the system, the shareholders or proxies must fill out the following information (Such information shall be in line with the information of shareholders as at the date to determine the list of shareholders who has the right to attend the Annual General Meeting of Shareholders of the Company for the fiscal year 2024 (Record Date) of the Thailand Securities Depository Co., Ltd.) :
 - Registration Number of Securities Holder
 - Identification Card Number/Passport Number/ Registration Number for juristic person
 - E-mail address for receiving the Web Link, Username and Password for attending the E-Meeting
 - Mobile Phone Number
 - To attach the following documents to identify the right to attend the Annual General Meeting of Shareholders via Electronic Meeting (E-MEETING) as the case be:

Attending in person	Proxy to other person who is not the Company's Independent Director
Copies of the documents as the details in Enclosure 11 , <u>whereby the original documents are required to send to the Company by post at the address as specified in item 4.3.2 of Enclosure 11.</u>	Proxy form and supporting documents as the details in Enclosure 11 , <u>whereby the original documents are required to send to the Company by post at the address as specified in item 4.3.2 of Enclosure 11.</u>

3. When the Company receives the documents according to item 2 from shareholders or proxies, the Company will check the documents for confirmation of the right to attend the meeting. And when it is completed, the shareholders or proxies will receive an e-mail to notify the following information:
 - Username and Password
 - WebLink for attending the system of E-MEETING
 - Manual for using the system of E-MEETING

In case the above documents of shareholders or proxies have been rejected, you will receive an e-mail to notify on the reason of rejection, which you can resubmit the additional documents or amended documents to the system.

4. In case the shareholders or proxies encounter any problem on the Pre-Registration System, you can contact with the staff of Quidlab at the telephone nos. 080-008-7616 and 02-013-4322 or by e-mail : info@quidlab.com between the office hours from 9.00 hrs., to 17.00 hrs., (except for Saturday, Sunday and Public Holiday).
5. Please keep your username and password as confidential without disclose to other persons. **And in case your username and password are lost or did not receive within 23 April 2024, please contact the staff of Quidlab in item 4 immediately.**
6. Please study the details of manual for using the system of E-MEETING that will be sent to you by the staff of Quidlab through your e-mail. The system will allow you to register for attending the meeting one hour before the start of the meeting. However, the live broadcasting of the meeting will only start at 10:00 hrs.
7. For the voting procedures during the E-MEETING, the shareholders or proxies can cast your votes in each agenda to either approve, disapprove or abstain from voting. In case the shareholders or proxies do not cast your votes for any agenda, the system will count your vote as “approve” automatically.
8. In case the shareholders or proxies encounter any technical problem while using the system of E-MEETING before the meeting or during the meeting, please contact the Quidlab who is the system provider of the E-MEETING of the Company. The channel for contacting to the Quidlab will be found in the e-mail that sent username and password to you.