

(Translation only)



Charn Issara Development Public Co.,Ltd.

**Notice of the Annual General Meeting
for the year 2024**

On Thursday, 25 April 2024, 2.00 pm.

At 21st floor, Charn Issara Tower II

2922/200 New Petchburi Road, Bangkok, Huay Kwang Bangkok 10320

Invitation to the 2024 Annual General Meeting of Shareholders
of
Charn Issara Development Public Company Limited
No. 2922/200 New Petchaburi Road, Bang Kapi Subdistrict, Huai Khwang District, Bangkok

10 April 2024

Subject Invitation to the 2024 Annual General Meeting of Shareholders

Attn. Shareholders of the company

Enclosure: 1. A copy of the minutes of the 2023 Annual General Meeting of Shareholders Charn Issara Development Public Company Limited, held on 26 April 2023.

 2. Annual data display form / Annual report 2023 (56-1 One Report) in QR code format.

 3. Brief history of the directors who have been nominated to serve as directors for another term.

 4. Company rules and regulations related to shareholder meetings.

 5. Details of the bonds to be issued and offered for sale.

 6. Capital increase report form (F53-4) and information about capital increase.

 7. How to join the meeting How to appoint a proxy, register and vote in shareholder meetings.

 8. Information on independent directors that shareholders can appoint as proxies to attend meetings and vote.

 9. Proxy Form B. / Proxy Form C.

 10. Map of the meeting location.

 11. Advance question form according to the agenda for the 2024 Annual General Shareholders' Meeting.

 12. Form for requesting annual information / annual report 2023 (56-1 One Report)

According to the Board of Directors of Charn Issara Development Public Company Limited (the "Company") will hold the 2024 Annual General Meeting of Shareholders of the Company on April 25, 2024 at 2:00 p.m. on the 21st floor Charn Issara Tower Building 2, New Petchaburi Road, Bang Kapi Subdistrict, Huai Khwang District, Bangkok

For setting the agenda for the 2024 Annual General Shareholders' Meeting, the company has announced it on the company's website to invite shareholders to propose agenda items in advance from 1 November 2023 to 31 January 2024. There is no other agenda was proposed to the company. We would like to inform the agenda according to the resolution of the Board of Directors as follows:-

Agenda 1: Matters that the Chairman will inform the meeting (if any)

Agenda 2: Consider certifying the minutes of the 2023 Annual General Meeting of Shareholders, held on 26 April 2023.

Objectives and reasons Charn Issara Development Public Company Limited held the 2023 Annual General Meeting of Shareholders on April 26, 2023, in which the company completed the minutes within 14 days from the meeting date and sent it to the Stock Exchange of Thailand and the Ministry of Commerce within the period specified by law including publishing on the company's website. Details appear in Enclosure 1.

Committee opinion Deem appropriate to propose that the shareholders' meeting certify the minutes of the 2023 Annual General Meeting of Shareholders on April 26, 2023, which the Board considers that the report was recorded correctly and truthfully.

Voting The law stipulates that this agenda must be approved by a majority vote of the total number of votes. All of the shareholders who attended the meeting and voted.

Agenda 3: Consider acknowledging the annual information disclosure form / annual report (56-1 One Report) and operating results report for the year 2023

Objectives and reasons The committee has summarized the results of past operations and important changes that occurred in the year 2023, as detailed in Enclosure 2 (Annual Information List / Annual Report (56-1 One Report) in QR Code format)

Committee opinion Deemed appropriate to propose that the shareholders' meeting acknowledge the annual information disclosure form / annual report (56-1 One Report) and the board's report on operating results for the year 2023.

Voting This agenda is an inform agenda, therefore there was no voting.

Agenda 4: Consider approving the statement of financial position and statement of comprehensive income for the year 2023 for the accounting period ending December 31, 2023, which has been audited by a certified public accountant along with the auditor's report.

Objectives and reasons Statement of financial position and statement of comprehensive income of the company for the accounting period ending on December 31, 2023. It

has been audited by the auditors of Deloitte Touche Tohmatsu Jaiyot Audit Co., Ltd. and has been considered and approved by the Audit Committee.

Audit Committee opinion

At the meeting No. 2/2024 on February 29, 2024, the performance report of the Company and its subsidiaries for the year 2023 was reviewed and was of the opinion that the report was accurate, clear, and completely covered the essential content. The Audit Committee has reviewed the statement of financial position and statement of comprehensive income of the Company and its subsidiaries for the accounting period ending December 31, 2023, as presented by the auditor. The audit committee has opinion that it is correct and reliable including adequate disclosure of information.

Committee opinion

Deemed appropriate to propose to the shareholder meeting to approve the Company's statement of financial position and statement of comprehensive income for the year 2023 for the accounting period ending December 31, 2023, which has been audited by Deloitte's Touche Tohmatsu Jaiyot Audit Co., Ltd. and has been approved by the audit committee as well. The details are as shown in the statement of financial position and statement of comprehensive income of the annual information disclosure form / annual report 2023 (56-1 One Report) 2022 as attached 2.

Statement of financial position and comprehensive income statement for the year 2023 in summary

Financial Status	2023	2022
Total assets (million baht)	12,820	11,153
Total liabilities (million baht)	10,204	8,133
Shareholders' equity (million baht)	2,616	3,020
Operation Performance		
Revenue from sales and services (million baht)	1,887	1,955
Total income (million baht)	2,249	2,175
Profit(loss) for the year	(306)	(256)
Profit (loss) attributable to the parent company	(221)	(200)
Profit (Loss) per share (baht)	(0.207)	(0.187)

Voting

the law states that This agenda must be approved by a majority vote of the

total number of votes of shareholders who attend the meeting and cast their votes.

Agenda 5: Consider and approve the omission of dividend payment and refraining from allocating profits to reserve funds for the operating results for the year 2023.

Objectives and reasons According to the law, if a company has operating profits and has no accumulated losses, the company (with the approval of the shareholder meeting) can pay dividends from operating profits to shareholders. The company has a policy to pay dividends not exceeding 40 percent of net profit after corporate income tax in each year of the separate financial statements (with additional conditions). The company must allocate annual net profit of not less than 5 percent of annual net profit (deducted with the accumulated loss brought forward (if any)) as a legal reserve.

Because the company needs to use working capital. Therefore, it is proposed to approve the omission of dividend payment for the year 2023 and because in 2023 the company has a net loss for the year in the amount of 98 million baht for the separate financial statements. The company therefore does not have to allocate profits as legal reserves.

Committee opinion Deemed appropriate to propose to the shareholder meeting to approve the omission of dividend payment and approve the abstaining from allocating profits to reserve funds for the operating results for the year 2023, according to the law.

Voting The law stipulates that this agenda must be approved by a majority vote of the total number of votes of shareholders who attended the meeting and cast their votes.

Agenda 6: Consider electing directors to replace directors who are due to retire from office at the end of their term.

Objectives and reasons According to the Public Limited Companies Act B.E. 2535 (including amendments) and Article 19 of the Company's Articles of Association, directors must retire from their positions at the annual general meeting of shareholders at the rate of one-third of the total number of directors. At this annual general meeting of shareholders, there were 3 directors who had to retire from their positions as follows:

Name and Last name	Position	Number of years held in office	Attending board meetings in 2023
1. Mrs. Srivara Issara	Chairman (hold office for another term)	17	10/10
2. Mr. Vorasit Issara	Director (hold office for another term)	9	10/10
3. Mr. Ditawat Issara	Director (hold office for another term)	1	8/9

For Mrs. Srivara Issara, Chairman of the Board who has held the position of director for 17 consecutive years (counting until the month of the 2024 annual general meeting of shareholders) and if she has been appointed as a director of the company for another term, she will serve as director for 20 consecutive years.

For Mr. Vorasit Issara, a director who has held the position of director for 9 consecutive years (counting until the month of the 2024 Annual General Meeting of Shareholders), and if he has been appointed as a director of the company for another term, he will serve as director for 12 consecutive years.

For Mr. Ditawat Issara, a director who has held the position of director for 1 year (counting until the month of the 2024 Annual General Meeting of Shareholders) and if he has been appointed as a director of the company for another term. He will serve as director for 4 consecutive years.

Nomination and Remuneration Committee (except for directors who have conflicts of interest) agrees to consider reappointing 3 directors who have resigned from their positions, namely Mrs. Srivara Issara, Mr. Vorasit Issara, and Mr. Ditawat Issara, back to serve as directors of the Company in the same position. This is because all three of them have performed their duties as directors and independent directors of the company very well throughout. By the history of the nominated directors and definition of independent directors appears in Enclosure 3.

However, the Board of Directors selection is considered by the Nomination and Remuneration Committee meeting. The meeting was held on February 21, 2024 in accordance with the criteria and methods of recruitment that appears in Enclosure 3. The directors who were nominated this time went through the process as specified by the company and has been carefully screened by the Company's Board of Directors. It has considered that they have the appropriate qualifications to continue operating the company's business and the committee has considered that all 3 directors who are qualified to be company directors and/or independent directors who are able to express opinions independently and in accordance with relevant criteria.

In addition, the Company has provided an opportunity for shareholders to propose agenda items and nominate individuals to be considered for election as directors between 1 October 2023 and 31 January 2024. No shareholders have nominated any individuals to be considered for election as directors.

Committee opinion

Through the filtering process carefully and comprehensively of the Company's Board of Directors, excluding interested directors and does not include directors whose terms have expired and agreed with the proposals of the Nomination and Remuneration Committee that have already been considered. It is appropriate to propose that the shareholder meeting elect 3 directors who must retire from office upon completion of their terms, who have knowledge, abilities, and business experience. Including taking into account the diversity in the board structure (Board Skill Matrix) returning to serve as a director of the company for another term. The directors who were nominated this time were considered according to the process set by the company and have qualifications in accordance with relevant regulations and suitable for the company's business operations.

Voting

The law states that this agenda must be approved by a majority vote of the total number of votes of shareholders who attend the meeting and cast their votes.

Agenda 7: Consider and approve the determination of remuneration for the Board of Directors and sub-committees for the year 2024.

Objectives and reasons The Nomination and Remuneration Committee has considered the remuneration of the Board of Directors and sub-committees for the year 2024 at the meeting No. 1/2023 on February 21, 2024 with criteria for considering compensation and the composition of the committee's remuneration. The steps for considering directors' remuneration as follows:

- Criteria for consideration:
1. Consider duties and responsibilities, and the work of the Board of Directors and sub-committees.
 2. The type and size of the business, market, and competitors, whereby the said remuneration must be at an appropriate level, sufficient and motivating to retain quality directors.

Components of remuneration 1. Monthly remuneration

2. Compensation per meeting

It takes place when considering comparing remuneration in the same industry group and income groups at the same level, which the Thai Institute of Directors Association (Thai-IOD) has surveyed for consideration. The meeting of the Board of Directors presented the remuneration of the Board of Directors. and sub-committees for the year 2024, with details of the monetary compensation of the chairman and directors of the company and sub-committees for the year 2024 are the same as last year as follows:

Compensation for company directors

Components of remuneration for the Board of Directors	2024 (Proposed year)	2023
Monthly compensation	<u>baht/month</u>	<u>baht/month</u>
- Chairman of the Board	88,000	88,000
- Director	38,500	38,500
Special interests or any other benefits	No committee member has a conflict of interest or any other benefits that are different from other committee	

Components of remuneration for the Board of Directors	2024 (Proposed year)	2023
	members	

Sub-committee remuneration

Components of remuneration for sub-committees	2024 (Proposed year)	2023
Compensation per meeting	<u>baht/time</u>	<u>baht/time</u>
- Chairman of the Audit Committee	50,000	50,000
- Audit Committee	30,000	30,000
- Chairman of the Nomination and Remuneration Committee	20,000	20,000
- Member of the Nomination and Remuneration Committee	10,000	10,000
- Chairman of the Risk Management Committee	20,000	20,000
- Risk Management Committee	10,000	10,000
Special interests or any other benefits	No committee member has a conflict of interest or any other benefits that are different from other committee members	

Committee opinion

The Board of Directors has considered the opinions of the Nomination and Remuneration Committee and has deemed it appropriate to propose to the shareholder meeting to approve the determination of remuneration for the Board of Directors and sub-committees for the year 2024.

Voting

The law states that this agenda must be approved by a vote of not less than two-thirds of the total number of votes of shareholders present at the meeting.

Agenda 8: Consider appointing an auditor approved by the Securities and Exchange Commission and determine the auditor's remuneration for the accounting period ending 31 December 2024.

Objectives and reasons To comply with the Public Limited Companies Act B.E. 2535 (including amendments) and the requirements of the Securities and Exchange Commission regarding the change of auditors. This requires the general

meeting of shareholders to appoint an auditor and set the audit fee for the company every year **by the audit committee**. The audit committee has considered and deemed it appropriate to appoint the auditor of Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. as the company's auditor and subsidiaries for the fiscal year 2024 due to good work standards, expertise in auditing, good performance. Including setting the audit fee and determine the auditor's remuneration for the accounting period ending on December 31, 2024, by designating any one of the following auditors: Is the person who inspects and expresses opinions on the company's financial statements.

1) Mr. Wanlop Wilaiworawit, Certified Public Accountant No. 6797

(has been a signatory on the company's financial statements for a period of 6 years, namely 2018-2023) or

2) Mr. Chawala Thianprasertkit Certified Public Accountant No. 4301

(has never been a signatory on the company's financial statements) or

3) Miss Kornthong Luangvilai, Certified Public Accountant No. 7210

(has never been a signatory on the company's financial statements) or

4) Miss Varyuree Jirakittidul, Certified Public Accountant No. 9140

(Never been a signatory on the company's financial statements)

In this regard, the auditors on the list proposed herein being the auditor of the company and its subsidiaries with no relationship or interest in the company/subsidiaries/executives/major shareholders or those related to such persons in any way. Therefore, there is independence in auditing and expressing opinions on the financial statements of the Company and its subsidiaries using the same auditing firm.

In addition, by making recommendations from the Audit Committee, the Board of Directors has considered and agreed that it is appropriate for the shareholder meeting to consider determining the auditor's remuneration for the year 2024 in the amount of 4,866,200.- baht, with the following details.

Auditor's remuneration	2024 (Proposed year)	2023	2022
Audit fee	1,554,000.-	1,572,500.-	1,518,000.-
Audit fees of subsidiaries	3,312,200.-	3,125,700. -	2,982,000. -

Others fee (non-audit fee)	None	None	None
Total fee	4,866,200.-	4,698,200.-	4,500,000.-
Number of companies	11	9	9

Committee Opinion

It is deemed appropriate to appoint the auditor of Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. as the auditor of the Company and its subsidiaries for the financial statements for the year 2024, approved by Mr. Wanlop Wilaiworawit, Certified Public Accountant No. 6797, Mr. Chawala Thianprasertkit Certified Public Accountant No. 4301 or Miss Kornthong Luangvilai, Certified Public Accountant No. 7210 or Miss Varyuree Jirakittidul, Certified Public Accountant No. 9140, are the company's auditors. By one of the auditors will be an inspector and express opinions on the company's financial statements and approve the determination of the remuneration of the company's auditors and subsidiaries for the year 2024 in the amount of 4,866,200.- baht

Voting

The law states that this agenda must be approved by a majority vote of the total number of votes of shareholders who attend the meeting and cast their votes.

Agenda 9: Consider approving the reduction of registered capital by eliminating common shares that have not yet been sold and the Company's memorandum of association, Section 4. to be consistent with the reduction of registered capital by eliminating common shares that have not yet been sold.

Objectives and reasons To comply with the law, the company must reduce the registered capital by canceling the common shares that have not yet been sold before increasing the capital to another amount and the company must amend the memorandum of association, Section 4, to be consistent with the reduction of the registered capital by canceling the common shares that have not yet been sold, as follows.

"No 4. Registered capital 1,333,244,831 Baht (One thousand three hundred thirty three million two hundred forty four thousand eight hundred thirty one baht)

Divided into	1,333,244,831	Shares	(One thousand three hundred thirty three million two hundred forty four thousand eight hundred thirty one shares)
Value per share	1	Baht	(One baht)
<u>Divided into</u>			
Common shares	1,333,244,831	Shares	(One thousand three hundred thirty three million two hundred forty four thousand eight hundred thirty one shares)
Preferred shares	-	Shares	(- Shared)

Committee Opinion

It is deemed appropriate to propose that the shareholder meeting approve the reduction of the Company's registered capital from 1,909,265,122 baht to 1,333,244,831 baht by canceling 576,020,291 unsold common shares with a par value of 1 baht per share, which is (1) additional shares to support the exercise of conversion rights of convertible bonds to two specific investors, namely Advance Opportunities Fund ("AO Fund") and Advance Opportunities Fund 1 ("AO Fund 1"), which have not yet been allocated 256,041,532 shares with a par value of 1 baht per share and (2) the issuance and offering of additional common shares under a general mandate which has not yet been allocated, in the amount of 319,978,759 shares with a par value of 1 baht per share (except for ordinary shares that is reserved to support the exercise of the rights of warrant holders to purchase the Company's ordinary shares for the second time in the amount of 266,648,966 shares). The said capital reduction is appropriate. It will not affect the company or shareholders' rights. Therefore, it is seen that the registered capital of the company should be reduced and deems it appropriate to propose to the shareholder meeting to approve the amendment to the Company's memorandum of association, Section 4, to be in line with the reduction of registered capital by eliminating common shares that have not yet been sold.

Voting

The law states that this agenda must be approved by a vote of not less than three-quarters of the total number of votes of shareholders who attend the meeting and have the right to vote.

Agenda 10: Consider approving the issuance and offering of additional corporate bonds.

Objectives and reasons

To bring money to use in business operations, project expansion and repayment of debts that are due. The Company therefore wishes to raise funds by issuing and offering additional bonds. in an amount not exceeding 1,000 million baht.

Committee Opinion

It is deemed appropriate to propose that the shareholder meeting consider approving the Company to issue and offer additional bonds in an amount not exceeding 1,000 million baht or in other currencies at an equivalent rate. For use in conducting business, project expansion and repay debts that are due (Refinancing) by giving authority to the Chief Executive Officer to set or change conditions and various details related to the issuance and offering of each type/type of bonds each time. Including having the authority to take any actions necessary and related to the issuance and offering of such bonds to be successful and in accordance with the law. This includes the power to appoint bondholder representative's distributor and underwriter entering into and signing an underwriting agreement or placement agreement and/or other related contracts. Preparing and submitting applications and various documents with the Securities and Exchange Commission related government agencies and/or any other persons involved, etc.

The limit for issuance and offering of bonds (which is the credit limit that has been used up) of the company currently remaining approximately 1,050 million baht if the 2024 Annual General Meeting of Shareholders resolves to allow the company to issue and offer additional corporate bonds within the amount not exceeding 1,000 million baht. There will be a total limit of approximately 2,050 million baht for issuing and offering bonds.

Details of the bonds to be issued and offered for sale appear in Enclosure 5.

Voting

The law states that this agenda must be approved by a vote of not less than three-quarters of the total number of votes of shareholders who attend the meeting and have the right to vote.

Agenda 11: Consider and approve an increase in the company's registered capital and amend Section 4 to be consistent with the increase in registered capital.

Objectives and reasons As the company intends to issue convertible bonds to specific investors in the past agenda and to raise funds to be used as working capital for business operations and expansion of the company's business in the future. By increasing capital in a general mandate (General Mandate), the Company therefore wishes to increase the registered capital of the Company from the amount 1,333,244,831 baht, amounting to 1,653,223,590 baht by issuing 319,978,759 new common shares with a par value of 1 baht per share for the issuance and offering of additional common shares under a general mandate. And to comply with the law, the Company must therefore amend the Company's Memorandum of Association, Section 4, to be consistent with the increase in registered capital as follows.

"No 4.	Registered capital	1,653,223,590	Baht	(One thousand six hundred fifty three million two hundred twenty three thousand five hundred ninety baht)
	Divided into	1,653,223,590	Shares	(One thousand six hundred fifty three million two hundred twenty three thousand five hundred ninety shares)
	Value per share	1	Baht	(One baht)
	Divided into			
	Common shares	1,653,223,590	Shares	(One thousand six hundred fifty three million two hundred twenty three thousand five hundred ninety shares)
	Preferred shares	-	Shares	(- Shared)

Committee Opinion It is considered appropriate to propose that the shareholder meeting approve the increase in the registered capital of the company from the amount. The capital increase is appropriate. It does not affect the company or shareholders' rights. Therefore, it is considered appropriate to increase the registered capital of the company and deems it appropriate to propose to the shareholder meeting to approve the amendment to the Company's Memorandum of Association, Section 4, to be consistent with the increase in registered capital.

The details appear in the capital increase report form (F53-4).

Voting The law states that this agenda must be approved by a vote of not less than three-quarters of the total number of votes of shareholders who attend the meeting and have the right to vote.

Agenda 12: Consider approving the allocation of additional common shares.

Objectives and reasons To comply with the law, the company must consider and approve the allocation of 319,978,759 additional common shares with a par value of 1 baht per share for the issuance and offering of additional common shares under a general mandate.

Committee Opinion It is deemed appropriate to propose that the shareholders' meeting approve the allocation of additional ordinary shares of the Company in an amount not exceeding 319,978,759 shares, with the following details.

Allocating additional common shares by general mandate in the amount of not more than 319,978,759 shares with a par value of 1 baht per share (representing not more than 30 percent of the paid-up capital of the company as of the date the board of directors resolved to increase capital, General Power of Attorney (February 29, 2024) with paid-up capital equal to 1,066,595,865 shares) with details as follows:

- 1) Allocate not more than 213,319,173 shares to be offered to existing shareholders of the company in proportion to their shareholding. (Right Offering) (Representing approximately 20 percent of the paid-up capital of the company as of the date the board of directors resolved to Increase capital by general power of attorney)

- 2) Allocate not more than 106,659,586 shares for sale to a limited number of persons (Private Placement) (representing approximately 10 percent of the paid-up capital of the company as of the date the board of directors resolved to increase capital by general authorization). Such person must not be a connected person of the company according to the announcement of the Capital Market Supervisory Board No. TorJor. 21/2008 regarding criteria for conducting connected transactions and the announcement of the Stock Exchange of Thailand Board regarding disclosure of information and operations of listed companies in connected transactions, B.E. 2003 (including amendments), specifying the offering price to be a price not less than 90 percent of the market price of the company's shares in accordance with the announcement of the Capital Market Supervisory Board No. TorJor. 72/2015 regarding permission for listed companies to offer newly issued shares to a limited number of persons (including amendments). Whereby the market price shall be calculated from the weighted average price of the Company's shares in the past for a period of not less than 7 business days but not more than 15 consecutive business days before the offering date.

However, when additional shares are allocated by general power of attorney to existing shareholders (Right Offering) and specific persons (Private Placement), the combined paid-up capital must not exceed 30 percent of the paid-up capital. As of the date the Board of Directors resolved to increase capital under a general power of attorney, which is a total amount equal to 319,978,759 shares. As for the portion allocated to a limited number of persons (Private Placement), the paid-up capital in the additional portion must not exceed 10 percent of the paid-up capital as of the date the board of directors resolved to increase capital in a private placement manner with general mandate.

In addition, the Board of Directors deems it appropriate to propose to the shareholders' meeting to consider approving the delegation of authority to

the Board of Directors and/or authorized directors of the company and/or Chief Executive Officer or managing director and/or the person Board of Directors and/or authorized directors of the company and/or Chief Executive Officer or Managing Director assigned Has the authority to take any action, including but not limited to the following matters:

- (1) Specify or amend necessary details and conditions regarding the allocation of additional common shares.
- (2) Amend the method for allocating additional common shares and enter into various transactions related to the allocation of additional common shares, within the scope approved by the board meeting and shareholder meeting.
- (3) Carry out any action that is necessary and appropriate and related to or necessary for the allocation of newly issued ordinary shares. Including negotiating, entering into, signing and/or amending request forms and/or any documents necessary for or related to the issuance, offering or allocation of additional common shares and submitting application forms related to the allocation of additional common shares to relevant agencies registration of capital increase and amendment of memorandum of association with the Ministry of Commerce and/or registering additional common shares as listed securities on the Stock Exchange of Thailand and appointment of financial advisors legal advisors, consultants or other service providers and/or underwriters (if available or if necessary).
- (4) Contact, negotiate, make amendments agree to sign or deliver related documents, instruments and/or contracts that related to the allocation of additional common shares of the company. Including additional amendments related information disclosure related and giving statements and reporting various reports to relevant agencies and set detailed conditions related to allocation.
- (5) Coordinate with government agencies and relevant regulatory agencies such as the Securities and Exchange Commission Ministry of Commerce and the Stock Exchange of Thailand and other persons or agencies involved in the allocation of additional common shares of the Company.
- (6) Perform any other actions necessary for or related to the allocation of additional common shares of the Company.

In this regard, the allocation of additional common shares under the General Mandate method above must be completed by the date the company will hold the 2025 Annual General Meeting of Shareholders.

Details of the allocation of additional common shares appear in the capital increase report form (F53-4) (Enclosure 6).

Voting

The law states that this agenda must be approved by a majority vote of the total number of votes of shareholders who attend the meeting and cast their votes.

Agenda 13

Consider and approve amendments to the company's objectives and amend Section 3 of the Company's Memorandum of Association to be consistent with the amendment of objectives.

Objectives and reasons As the company plans to expand its business into other areas and in order to comply with the law. The company wishes to amend the company's objectives and amending the Company's memorandum, Clause 3. by adding

Another 2 objectives are items 44 to 45 with details as follows.

(44) Engage in electronic commerce business and transactions on the internet, business operations on the Internet or E-Commerce and transactions via all other types of electronic media, both domestic and international.

(45) Engage in direct sales and direct marketing business. For beauty products and cosmetics

Committee Opinion

It is considered appropriate to propose to the shareholder meeting to approve the amendment of the Company's objectives and amend Section 3 of the Company's Memorandum of Association to be consistent with the amendment of objectives.

In addition, the Board of Directors' meeting deemed it appropriate to propose to the shareholders' meeting to consider approving authorization to authorize the Company's authorized directors or a person assigned by an

authorized director of the company to has the authority to register amendments to the company's regulations with the Ministry of Commerce. Including corrections, additions, and changes to words as necessary and appropriate to comply with the orders of the Public Company Registrar. To register amendments to the above regulations with the Ministry of Commerce without affecting the essence of the amendment to the Company's regulations as proposed.

Voting

The law states that this agenda must be approved by a vote of not less than three-quarters of the total number of votes of shareholders who attend the meeting and have the right to vote.

Agenda 14: Consider other matters (if any)

This agenda is set for shareholders to ask questions. In order for the directors to clarify their questions or doubts, no other matters will be presented to the meeting for consideration and approval. and there was no voting in this agenda.

We therefore invite all shareholders to attend the meeting on the date, time, and method as specified in the meeting invitation in unison.

In addition, shareholders can appoint a proxy to any person to be a proxy by filling in information in the meeting notification form and Proxy Form B. (Enclosure 9) and send all original documents to the company within 22 April 2024.

If any shareholder is unable to attend the meeting in person, you can choose to appoint an independent director of the company as a proxy to be a meeting attendee and vote on your behalf.

Mr. Pisut Dechakaisaya	Position: Independent Director / Chairman of the Audit Committee Nomination and Remuneration Committee
Mr. Prawetwut Raiva	Position: Independent Director / Chairman of the Nomination and Remuneration Committee
Mr. Witit Ratchatatanan	Position: Independent Director / Audit Committee Member / Nomination and Remuneration Committee Member
Mr. Pinit Puapan	Position: Independent Director / Audit Committee Member / Risk Management Committee Member

(Information of independent directors who shareholders can appoint as proxies to attend the meeting and vote appears in Enclosure 8) and send all original documents to the company by 22 April 2024.

In order for the number of shares and shareholders to form a quorum in accordance with the Public Limited Companies Act B.E. 2535 (including amendments) and the Company's regulations. At the annual general meeting, there must be no less than 25 shareholders and shareholders' proxies (if any) present at the meeting, or not less than half of the total number of shareholders. There must be shares totaling not less than one-third of the total number of shares sold in the company in order to form a quorum.

Shareholders can view the meeting invitation letter and supporting documents on the company's website (www.charnissara.com) from 25 March 2024 and can send questions that require the company to clarify the issues of each agenda presented this time or other information of the company in advance via E-mail address: narakorn@charnissara.com

Furthermore, the Company has set the names of those eligible to attend the 2024 Annual General Meeting of Shareholders (Record Date) on 14 March 2024.

Best regards,

Charn Issara Development Public Company Limited

By the resolution of the board meeting

-Srivara Issara-

(Mrs. Srivara Issara)

Chairman

Note: If shareholders wish to receive the annual information form / annual report (56-1 One Report) of the company, please fill in the details in "Request the annual information form / annual report (56-1 One Report)" according to Enclosure 12.

Carbon Copy: Public Company Limited Registrar Ministry of Commerce
The Registrar of Thailand Securities Depository Co., Ltd.

PDPA policy Notice

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- Translation Only -

Charn Issara Development Public Company Limited
("Company")

Minutes of Annual General Meeting 2023

26 April 2023 at 2 p.m.

At 21st Floor, Charn Issara Tower II
New Phetchaburi Road, Bangkok, Huay Kwang, Bangkok

Company Secretary ("Acting Sub Lt Narakorn Boonbumrung") greeting the shareholders and informed the meeting that there were 27 shareholders attending the meeting in person, totaling 403,037,008 shares and 10 by proxy, totaling 397,098,633 shares, totaling shareholders, both by themselves. There were 37 proxies holder attending the meeting, totaling 800,135,641 shares or 75.0177 percent of the total shares of the Company. It was constituted a quorum according to the Company's articles of association. Company Secretary introduces directors, company's management, auditors, legal advisors who attended the meeting.

Mrs. Srivara Issara the Chairperson ("The chairperson") opened the meeting. and thank the shareholders for attending the 2023 Annual General Meeting of Shareholders of the Company via electronic media. And assigned the Company Secretary to explain the method of conducting the meeting, and to conduct the meeting in accordance with the agenda.

Company Secretary clarified the details and the method of meeting for shareholders. Voting for shareholders to acknowledge as follows: In voting, 1 ordinary share has 1 vote for voting in every agenda. Shareholders who agree, do not have to vote because the system set to "Agree" score as default. Shareholders who disagree or abstain from voting, please confirm the intention by voting, except for proxies. In which the proxy has issued an order specifying the votes in the proxy form, the Company has recorded the votes as specified in the proxy form from the time the proxy registers for the meeting.

For counting the votes, the Company will deduct the disapproval and abstention votes from the total number of votes. And the rest will be considered as the votes of approval. For details of the vote counting results for

each agenda item, the score will be announced after the end of the next agenda to ensure the continuation of the meeting.

In addition, for transparency in the vote counting the Company invited representatives from the company Siam Premier International Law Office Co., Ltd. to be the auditor of the vote counting.

Executive Committee, Auditors, Legal Advisors who attended the meeting as follows

Directors and senior management:

- | | | |
|----|------------------------------|---|
| 1. | Mrs. Srivara Issara | Chairperson of the Board of Directors |
| 2. | Mr. Songkran Issara | Chief Executive Officer
Chairperson of Risk Committee
Director |
| 3. | Mr. Phisud Dejakaisaya | Chairperson of Audit Committee
Nomination and Remuneration Committee
Independent Director |
| 4. | Mr. Pravesbudhi Raiva | Chairperson of the Nomination and
Remuneration Committee
Independent Director |
| 5. | Mr. Witit Rachatatanun | Audit Committee
Nomination and Remuneration Committee
Independent Director |
| 6. | Mr. Pinit Puapan | Audit Committee
Risk Management Committee
Independent Director |
| 7. | Mrs. Teeraporn Srijaroenwong | Managing Director
Risk Management Committee
Director |
| 8. | Mr. Dittawat Issara | Director |

Directors attending the meeting via electronic media

- | | | |
|----|-------------------|----------|
| 1. | Mr.Vorasit Issara | Director |
|----|-------------------|----------|

(There were 9 directors of the Company, representing 100% of the directors attending the meeting.)

Executive present in the meeting

1. Ms. Pranee Worachokpeerat Assistant Managing Director on Finance and Accounting

Auditors in attendance via electronic media

1. Mr. Wallop Vilaivaravit Deloitte Touche Tohmatsu Jaiyos Audit Company Limited
2. Ms. Sathorn Saiklomklieo Deloitte Touche Tohmatsu Jaiyos Audit Company Limited

Legal advisor supervises the meeting in compliance with the laws and the company's regulations and vote count auditor:

1. Ms. Duangpanomporn Chupikulchai Siam Premier International Law Office Company Limited
2. Ms. Pornpilai Kosolprapha Siam Premier International Law Office Company Limited

The Chairperson assigned the Company Secretary to conducted the meeting in accordance with the following agendas.

Agenda 1: Chairperson's Announcement (if any)

The Chairman briefly reported to the meeting that in this year's meeting we can meet face to face and have to inform the shareholders that our performance has continued to lose since 2022, with a total loss of 256 million. 22 million are real estate losses and the remaining 234 million are from the hotel business. We have revenue in 2022 for 1,150 million baht from real estate selling, which is 53% of total revenue, a decrease of 21% due to the COVID-19 situation, global crisis and global economy. (Even Thailand is still better than many other countries. Our GDP goal is at 2.6% from the expected growth of 3.2%.) The interest rate was increases, income for individuals was lower or unstable. These are all factors that change consumer behavior. For the Bangkok market, people will find a complete construction building instead of under construction building. Our project, The Issara Sathorn, a 37-storey condominium that has not yet been completed, does not meet the requirement of the customer. Those looking for a second home like vacation home was reduced because they have to be frugal. The bank itself is very strict. There are more and more customers that got refused from the bank. This is making it impossible to

transfer. Our BLU group of seaside residential buildings are B-rated projects that have been completed and have been affect. But the market on level A, such as the Sara Hua Hin project, has already sold more than 60%.

As previously explained to the shareholders that the nature of the medium to small real estate business, the recognition of revenue from the transfer will fluctuate. When there is no project to transfer continuously, each project takes time to build. When we can complete the transfer, therefore we are being able to recognize revenue. The company has sales awaiting transfer at the end of 2022 for 2,030 million baht. Some parts of the Sara Hua Hin and The Issara Sathorn projects will start transferring at the end of 2023 and the beginning of 2024.

As for the income from hotel operations, approximately 672 million baht, or 31% of total income. An increase of about one time from 2021 but it is still a loss of 234 million baht, which is the main cause of the company's loss. Because the 1st - 3rd quarter of 2022 was still be in the COVID-19 epidemic. The hotel had to close for several months. In the Q4 of 2022, the government announced that COVID-19 endemic and have more relaxed measures. But the month that the tourists really come in is December. The increase in revenue was partly attributed to new hotels starting operations, Habita Seaview Hotel in Cha-am-Hua Hin with 47 rooms and the YAYA project at Sri Panwa with 24 pool suites and a Convention Hall that can accommodate 400 people which rehearsed for service in the middle of the year 2022. Concluded that during the COVID-19 even if the service cannot be opened but the company has still completed the construction and maintain the property in good condition and ready for use. Because we think it's worth than leaving the hotels abandoned without taking care of it. When it's time to open, it won't be ready and it may require a lot of money to renovate and repair. In addition, by the nature of the hotel business it is normal for the first 5-6 years to experience losses and also aggravated by the COVID-19 situation together with the obligation to pay the rent to Sri Panwa Trust. In the past, we have tried to negotiate with the executives of Sri Panwa Trust until we have got a partial rental exemption as specified by the lease agreement. However, both Sara Hua Hin and YAYA at Sri Panwa, including Baba Beach Natai, are very good assets that should be able to be imported into the REIT at the right time.

When the bad times of the COVID-19 situation pass, the hotel business is ready to generate good income. The signal since last December is very good and it continues to be good until now. In the last 3 months, the company has revenues of about 400 million.

The operating losses affected the Company from paying dividends. However, the company would like to reward shareholders with hotel vouchers in the company's network. We would say that every hotel is beautiful and pleasant to live in. The most impressive thing is the excellent attentive service which will not disappoint the shareholders.

The Company was asked in advance by the shareholders in this meeting that how has the company assessed the impact and prepared to deal with the economic recession from the interest rate hikes of the central government in various countries?

The Chairman assigned **Mr. Pinit Puaphan**, the Company's director, and an expert in this field to clarified to the shareholders

Mr. Pinit Puapan briefly clarified to the meeting that the outlook for global interest rates over the next 15-18 months is likely to be stable. It began decreasing from economic weakness in both America and Europe and the concerns about the financial system caused by bank collapses on both continents led central banks to step in to help.

For Thailand, our banking system is still strong. With capital to risk assets in the whole system at almost 20%. For Thailand interest rate trends, if there is an increase, it is expected that the maximum should not exceed 0.50%. Most importantly, our banking system still has a fair amount of liquidity. Looking at the latest loan to deposit Ratio, the system is at 92-93%. If the Bank of Thailand places more emphasis on economic stability than exchange rates like before, the overall interest outlook is likely to be positive and not as bad as we think.

For the impact on the company, every project has its own project finance before it starts. The company can still issue debentures in the current market conditions. If including the improving trend of the post-Covid economy therefore it was viewed that the overall impact and risk should still be manageable.

The Chairman continued to explained to the meeting, concluded from the answers there shouldn't be anything as bad as we think. In fact, whatever happen, will happen. We have seen external factors that we cannot control. We must do the best we can at present. We must be careful in investing

as much as possible. When interest is high, the purchasing power will naturally decrease. We must try to sell quickly. We may have to reduce the price and accept less profit. It can be seen that in the past several years, there have been new real estate developers. They launched many projects. Many landowners wanted to develop their own land until the oversupply situation caused by the COVID-19 crisis. In the past, it helped to stop the over-supply situation because the launch of new projects was delayed. Office buildings were considered over supply and the rental price of new buildings was very high, while the company's rental properties were not expensive, allowing tenants to stay. As for the residential business, the demand of Thai people has not yet increased. But during the serious world situation, there are more foreigners moving to live or do business in Thailand. Causing the company to develop projects to meet more foreign customers with new projects that will be done in both residential areas in the Krungthep-Kreetha Road zone. As well as the project development plans in Phuket and Hua Hin should be able to receive a good respond.

Finally, although the company has some loss but we have not neglected to do good thing for the community as part of our sustainability policy by not putting a financial burden on the company, such as the zero-waste management program and others which are detailed in the annual report.

Agenda 2: To confirm the previous minutes of the Annual General Meeting 2022 held on 28 April 2022

Company Secretary informed the meeting that The Company has submitted the minutes of the 2022 Annual General Meeting of Shareholders held on April 27, 2022 within 14 days from the meeting date. And sent to the Stock Exchange of Thailand and the Ministry of Commerce within the period specified by law and published on the company's website. It has already been sent to all shareholders together with the invitation letter of the meeting and asked the shareholders that if there was any amendment. please notify in the meeting.

A question from question from unit holders.

Mr. Sakda Tangsaksathit, a shareholder attending the meeting in person briefly asked: how is the Company's income as for the sale of real estate and hotels? How is the occupancy rate of the hotel? Will it make a profit or not? As for the Residence in Hua Hin, how are the sales?

Mrs. Teeraporn Srijaroenwong, managing director answered this question and summarized that the company has sales at the beginning of the year for the year 2023 about 400 million baht and the company has a backlog at present about 2,000 million baht, which is a transfer waiting balance that can be transferred immediately about 200 million baht. The amount that is waiting to be transferred during construction is approximately 1,800 million baht, depending on the construction situation and the status of applying for a credit limit with the customer's commercial bank. For the Baba Residence Hua Hin project, there are 11 houses in the first phase, all sold out. Therefore, another 7 houses have been added in Phase 2. Currently, there are interested people.

the Chairperson asked the meeting to consider approving the minutes of the 2022 Annual General Meeting of Shareholders held on April 27, 2022 and asked the meeting to certify such minutes.

For this agenda item, there were shareholders attending the meeting and casting votes totaling 800,135,641 shares.

Resolution:

The Meeting confirmed the previous minutes of the Annual General Meeting 2022 held on 27 April 2022, with the majority votes of all shareholders present and exercise their voting rights as follows:

Approved	800,135,641	votes or	100.0000%
Disapproved	0	vote or	0.0000%
Abstained	0	votes or	-
Voided Ballot	- None -		
		of all votes from shareholders presented and eligible to casting vote	
Not eligible to vote	-	Vote	

Agenda 3: To consider for acknowledgement the Annual Report and the Board of Director's view on the operating results of the fiscal year 2022

Company Secretary notified that the company has sent the annual report / annual report (56-1 One Report) and the report of the Board of Directors on the operating results for the year 2022 to the shareholders together with the invitation to the meeting in the form of a QR Code. Any shareholder

wants a book form, they can contact to get it. The annual report is summarized as detailed by the Chairperson has already said to all of you and status of Thai-CAC of the company. Therefore, asking the meeting to acknowledge.

The Chairperson therefore requested the meeting to receive the annual form / annual report (56-1 One Report) and the report of the Board of Directors on the operating results for the year 2022.

Resolution

Acknowledged the annual registration statement / annual report (56-1 One Report) and the report of the Board of Directors on the operating results for the year 2022.

Agenda 4: To consider and approve the Statements of Financial Position and Statement of Comprehensive Income which have already been examined by the Company's auditor for the fiscal year 2022 ended as of 31 December 2022.

The Chairperson asked Ms. Pranee Worachokpeerat, Assistant Managing Director on Accounting and Finance to clarification of details of the statement of financial position and statement of comprehensive income which was audited by the auditor for the year 2022 for the accounting period ended December 31, 2022 to the meeting for acknowledgment.

Miss Pranee informed the meeting that in order to comply with the law, the Company must prepare a statement of financial position and statement of comprehensive income of the company for the year ended the fiscal year of the company, including an audit from the auditor before proposing to the shareholders' meeting to approve the resolution. The Board therefore deems it appropriate to propose the shareholders' meeting to approve the Company's Statement of Financial Position and Comprehensive Income Statement. For the accounting period ended December 31, 2022, audited by the Company's auditor. And has been considered and approved by the Audit Committee with details as follows

Summary of the consolidated balance sheet and profit and loss statement for the fiscal year 2023

Financial Status	2023	2022
Total Assets (Mil.Bht)	11,153	10,119

Total Liability (Mil.Bht)	8,133	7,797
Share holders' Equity (Mil.Bht)	3,020	2,402
Operating Results		
Revenue from Sales & Services	1,955	1,917
Total Revenue (Mil.Bht)	2,175	2,299
Net Profit (Mil.Baht/Share)	(200)	(45)
Profit per share (Baht/share)	(0.187)	(0.042)

The Chairperson gave the meeting an opportunity to raise questions. There were no shareholders expressing their opinions or inquiring on this agenda item. The Chairperson asked the meeting to consider approving the Statement of Financial Position and Statement of Comprehensive Income which was audited by the auditor for the year 2022 for the accounting period ended December 31, 2022 as detailed above.

For this agenda item, there were shareholders attending the meeting and casting votes totaling 800,135,641 shares.

Resolution

The meeting passed a resolution approving the statement of financial position and statement of comprehensive income which was audited by the auditor for the year 2022 for the fiscal year ended December 31, 2022 as proposed by a majority vote of the total number of votes of the shareholders who attended the meeting and voted. With details as follows

Approved	800,135,641	votes or	100.00%
Disapproved	0	vote or	0.00
Abstained	0	vote or	-
Voided Ballot	- None -		
	of all votes from shareholders presented and eligible to casting vote		
Not eligible to vote		-	Vote

Agenda 5: To consider and approval the dividend payment in cash and the retention of profit as a legal reserve for the operating year of 2022

The Chairperson asked Ms. Pranee Worachokpeerat, Assistant Managing Director Accounting and Finance to clarification of the profit allocation and dividend payment in cash and the Company's ordinary shares. For the operating results for the year 2022, let the meeting know.

Ms. Pranee informed the meeting that the Company has a policy to pay dividends at the rate not exceeding forty percent of the net profit from corporate income tax deduction each year. In this regard, the payment of dividends shall take into account the following factors, such as the Company's operating results and financial position. Company's liquidity Business expansion and other factors involved in the management of the company.

In 2022, as the company's annual performance has a net loss of 32 million baht for the separate financial statements. Therefore, the company must not pay dividends. And refrain from allocating profits as legal reserves The Chairman gave the meeting an opportunity to raise questions. There were no shareholders expressing their opinions or inquire on this agenda. The Chairman then asked the meeting to consider approving the allocation of profits and the payment of dividends in cash. For the operating results for the year 2022 as detailed above

on this agenda there were shareholders presented and voted representing 800,135,641 shares.

Resolution:

The Meeting approved the appropriation of profit and pay dividend in cash for the operating results of the fiscal year 2022 as proposed with the majority votes of all shareholders presented and casted vote as follow:

Approved	800,135,641	votes or	100.0000%
Disapproved	0	vote or	-
Abstained	0	vote or	-
Voided Ballot	0	vote or	-

of all votes from shareholders presented and eligible to casting vote

Not eligible to vote - Vote

Agenda 6: To consider and approve the appointment of directors to replace those retiring by rotation.

The Chairperson assigned Company Secretary propose to the meeting that as the Nomination and Remuneration committee has considered the qualification of all 3 Directors who due to retire by rotation in the Annual General Meeting for the year 2122 with a view that those 3 Directors are qualified with experience and expertise beneficial to the Company's operation thereby appropriate for the re appointment of those three Directors for another term. Directors who are due to retire are: -

1. Mr. Songkran Issara Chief Executive Officer / Director
2. Mrs. Teeraporn Srijaroenwong Managing Director / Director
3. Mr. Pravesvudhi Raiva Independent Director

The Chairperson gave the meeting an opportunity to raise questions. There were no shareholders expressing their opinions or inquiring on this agenda item, then the Chairperson requested the meeting to consider and approve the election of directors to hold office which is due to vacate office as detailed above.

Resolutions:

Approved for the re-appointment of the 3 directors retired by rotation as the Company's directors for another term with the majority votes of all shareholders present and exercise their voting rights as follows:

Reappoint 3 Directors who are due to retire by rotation as follow:

1. Mr. Songkran Issara Chief Executive Officer / Director

Approved	800,135,641	votes or	100.0000
Disapproved	0	vote or	0.0000%
Abstained	0	vote or	-
Voided Ballot	- None -		
	of all votes from shareholders presented and eligible to casting vote		
Not eligible to vote	-		Vote

2. Mrs. Teeraporn Srijaroenwong Managing Director / Director
- | | | | |
|---------------|-------------|----------|-----------|
| Approved | 800,135,641 | votes or | 100.0000% |
| Disapproved | 0 | vote or | 0.0000% |
| Abstained | 0 | vote or | - |
| Voided Ballot | - None – | | |
- of all votes from shareholders presented and eligible to casting vote
- Not eligible to vote - Vote
-
3. Mr. Pravesvudhi Raiva Independent Director
- | | | | |
|---------------|-------------|----------|-----------|
| Approved | 800,134,899 | votes or | 99.9999 % |
| Disapproved | 742 | vote or | 0.0001% |
| Abstained | 0 | vote or | - |
| Voided Ballot | - None – | | |
- of all votes from shareholders presented and eligible to casting vote
- Not eligible to vote - Vote

Agenda 7: To consider fixing of remuneration for directors and chairperson for the year 2023

The Chairperson assigned Company Secretary to advise the Meeting that the Nomination and Remuneration Committee has considered remuneration for Directors and Sub-Committee for the fiscal year 2023 by thoroughly consider in details on suitability and has criteria and structure of Director's remuneration as follow:

1. Criteria
 1. Responsibility and performance in the Board of Directors and Sub Committee
 2. Type and size of business, market, competitor. The remuneration must be on the suitable level to motivate and retain good Directors.
 - 3.
4. Structure of remuneration
 1. Monthly salary
 2. Meeting fees
- 5.

By making a comparison of remuneration among the same industry, in the same revenue group from the survey conducted by the Thai Institute of Directors Association in 2022. The Company's

remuneration for Directors is still in the average range of the same industry. Details of remuneration for Chairperson and Directors for the fiscal year 2023 shall remain the same as in the year 2021 are as follow:

1. Remuneration for Chairperson of the Company – Baht 88,000 per month.
6. 2. Remuneration for other directors including member of the Audit Committee – Baht 38,500
7. per month per person.
8. 3. Meeting fees for the Subsidiaries Committee:
 - Chairperson of the Audit Committee – Baht 50,000 per meeting.
 - Audit Committee member – Baht 30,000 per meeting per person.
 - Chairperson of the Nomination and Remuneration Committee – Baht 20,000 per meeting
 - Nomination and Remuneration Committee member – Baht 10,000 per meeting per person.
 - Chairperson of the Risk Management Committee – Baht 20,000 per meeting.
 - Risk Management Committee – Baht 10,000 per meeting per person.

(With the exception that Risk Management Committee who is also the Company's management shall not receive meeting fees)

The Chairperson allowed questions from the meeting and there was no shareholder ask any additional questions or make comment on this agenda the Chairperson then requested the Meeting to consider for approval the Board of director / Audit Committee / Nomination and Remuneration Committee / Risk Management Committee for the year 2023 as per details above.

On this agenda there were shareholders presented and voted representing 800,135,641 shares

Resolutions:

The Meeting approved the Board of director / Audit Committee / Nomination and Remuneration Committee / Risk Management Committee for the year 2023 with two third of the combined votes of those shareholders who attend the meeting and cast vote as follows:

Approved	800,135,641	votes or	100.0000 %
Disapproved	0	vote or	0.0000 %
Abstained	0	vote or	-

Voided Ballot 0 vote or 0.0000 %
of all votes from shareholders presented and eligible to casting vote
Not eligible to vote - Vote

Agenda 8: To consider and approve the appointment of the Company's auditors approved by the Securities and Exchange Commission Thailand and fixing of the auditors' remuneration for the fiscal year ended on 31 December 2023.

The Chairperson assigned Company Secretary informed the meeting that the Royal Decree on Public Company BE.2535 and the requirement of the SEC on the rotation of auditor every 5 fiscal years which requires the shareholders' meeting to appoint auditor and fix its remuneration on an annual basis, and by the selection of the Audit Committee, it was proposed to appoint Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. to be auditors of the Company and its subsidiary for financial Statement 2022 for 1 year by Mr. Wonlop Vilaivaravit (CPA.Licence No. 6797) or Mr.Chavala Tienpasertkij (CPA..Licence No.4301) or Ms.Nisakorn Songmanee (CPA. Lincence No. 5035) or Mr.Nantawat Sumraunhant (CPA.Lincence No.7731). In this respect those auditors whose name were proposed have neither relation nor interest in the Company/subsidiaries/management/major shareholders or those related to those mentioned therefore are independent to audit and make comment to the Company's financial report.

In addition the Audit Committee has considered and thought appropriate to propose to the shareholder's meeting to fix the auditors' fee for the Company of Baht 1,538,000.- and its 8 subsidiaries of Baht 3,098,200.- at the combined fees of Baht 4,636,200.- for the year 2023.

The Chairperson allowed questions from the meeting and there was no shareholder ask any additional questions or make comment on this agenda the Chairperson then requested the Meeting to consider for approval the appoint auditor and fix its remuneration.

On this agenda there were shareholders presented and voted representing 800,135,641 shares.

Resolution:

The Meeting approved Mr. Wonlop Vilaivaravit (CPA.Licence No. 6797) or Mr.Chavala Tienpasertkij (CPA..Licence No.4301) or Ms.Nisakorn Songmanee (CPA. Lincence No. 5035) or Mr.Nantawat Sumraunhant (CPA.Lincence No.7731) from the Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. to be auditor of the Company for the fiscal year ended December 31, 2023 by requiring any auditor to audit and express an opinion on the financial statements of the Company and its subsidiaries. With auditing fees for the company of Baht 1,538,000.- and its 8 subsidiaries of Baht 3,098,200.- at the combined

fees of Baht 4,636,200.- with the majority votes of all shareholders present and exercise their voting rights as follows:

9.

Approved	800,135,641	votes or	100.0000 %
Disapproved	0	vote or	-
Abstained	0	vote or	-
Voided Ballot	0	vote or	-

of all votes from shareholders presented and eligible to casting vote

Not eligible to vote - Vote

Agenda 9: To consider and approve the decrease of registered capital of the Company by cancelling the ordinary shares that has not yet been offered

The Chairperson requested Company Secretary clarify to the Meeting the decrease of capital by cancelation of unsubscribed common shares.

Company Secretary advised the Meeting that under Public Limited Company Act, B.E.2535 (and the additional amendment) the Company has to decrease its capital by a cancelation of unsubscribed common share prior to increase its capital, the Board of Directors has therefore proposed to the shareholders' meeting for approval the decrease of the Company's registered capital from Baht 1,589,286,363 to Baht 1,333,244,831 by 256,041,532 cancelling the ordinary shares that has not yet been offered at a par value of Baht 1, which cancelling the ordinary shares that has not yet been offered at a par value of Baht 1, divided into reserve of convertible debentures for AO Fund and/or AO Fund 1 by 256,041,532 par value 1 baht per share (except the ordinary shares reserved for the exercise of the warrant holders' rights to purchase ordinary shares of the Company No. 2 in the amount of 266,648,966 shares). It does not affect the Company or the rights of shareholders. Therefore, it is appropriate to reduce the registered capital of the company.

The Chairperson allowed question from the meeting, there was no shareholder makes any comment or ask question the Chairperson requested the meeting to consider for approval the decrease of the Company's registered capital has not yet been offered as proposed.

On this agenda there were shareholders presented and voted representing 800,135,641 shares

Resolutions

The Meeting resolved to approve the Company's capital decrease of the Company's registered capital has not yet been offered as proposed with a vote of not less than three fourth of all votes from shareholders presented and exercised their voting rights as follows:-

10.

Approved	800,135,641	votes or	100.0000 %
Disapproved	0	vote or	-
Abstained	0	vote or	-
Voided Ballot	0	vote or	-

of all votes from shareholders presented and eligible to casting vote

Not eligible to vote - Vote

Agenda 10: To approve the amendment of Clause 4 of the Memorandum of Association of the Company with respect to the registered capital of the Company to be in line with the decrease of the Company's registered capital

The Chairperson requested Company Secretary to present to the meeting details of amendment in clause 4 of the Company's Memorandum of Association to correspond with the decreased registered capital by a cancelation of unsubscribe common shares.

Company Secretary presented to the Meeting that in order to comply with the decrease of registered capital by a cancelation of unsubscribe common shares in agenda 9 above the company deems necessary to amend clause 4 of its Memorandum of Association as follow:

"Clause 4. Registered capital of Baht 1,333,244,831 (One billion three hundred thirty-three million two hundred and forty-four thousand eight hundred thirty-one baht)

Divided into 1,333,244,831 shares (One billion three hundred thirty-three million two hundred and forty-four thousand eight hundred thirty-one shares)

With a par value of	Baht 1	(One Baht) each
Categorized into		
Ordinary shares	1,333,244,831 shares	(One billion three hundred thirty-three million two hundred and forty-four thousand eight hundred thirty-one shares)

The Chairperson allowed question from the meeting, there was no shareholder make any comment or ask question the Chairperson requested the meeting to consider for approval the amendment of Clause 4 of the Memorandum of Association of the Company with respect to the registered capital of the Company to be in line with the decrease of the Company's registered capital as proposed.

On this agenda there were shareholders presented and voted representing 800,135,641 shares

Resolutions

The Meeting resolved to approve the amendment of Clause 4 of the Memorandum of Association of the Company with respect to the registered capital of the Company to be in line with the decrease of the Company's registered capital with a vote of not less than three fourth of all votes from shareholders presented and exercised their voting rights as follows: -

Approved	800,135,641	votes or	100.0000 %
Disapproved	0	vote or	-
Abstained	0	vote or	-
Voided Ballot	0	vote or	-
			of all votes from shareholders presented and eligible to casting vote
Not eligible to vote		-	Vote

11.

Agenda 11 : To consider and approve the issuance and offering of the Debentures of the Company (Additional)

The Chairperson assigned Ms.Pranee to report that for operation of the business and expanding the project of the Company including refinancing, the Company, therefore propose to the Meeting for consideration and approve the issuance and offering of Company's debentures (additional) not exceeding Baht 700 million to be used for the Company's business operation and expanding the project of the Company including refinancing and offered for sale within the country to investors with interest

rates depends on the market condition at the time of issuing and offering the debentures. And the type or type of debentures to be issued each time face value offering price per unit. Interest rate appointment of bondholders' representatives, how to issue and offer for sale, allocation method, offering details, early redemption and registration in any secondary market (if any) shall be within the authority of the Chief Executive Officer and Managing Director. In this regard the Board has authorized the Chief Executive and Managing Director to amend or fix any terms as well as other details relating to the issuance and offering of each type of debentures. This includes an authority to do any acts and things necessary for and in relation to the issuance and the offering of the debentures under law, including an authority to appoint sale and underwriter and to enter into Underwriting Agreement of Placement Agreement and/or other agreements to the Securities Exchange Commission, other relevant authorities, and/or other relevant person(s), etc.

The outstanding amount of issuance and offering of the Debentures of the Company (which is a non-renewable amount) is Baht 2,000 million in approximate. Combined with the request for additional approval in the amount of 700 million baht, the company has the remaining amount for issuing and offering debentures totaling 2,700 million baht.

The Chairperson allowed question from the meeting, there was no shareholder makes any comment or ask question the Chairperson requested the meeting to consider for approval the issuance and offering of the Company's debenture (additional) as proposed.

On this agenda there were shareholders presented and voted representing 800,135,641 shares

Resolution:

The Meeting resolved to approve the issuance and offering of the Company's debenture (additional) within the budget of Baht 700 million including the authorities as proposed with a vote not less than three fourth of all shareholders presented and exercised their voting rights as follows: -

Approved	800,135,641	votes or	100.00%
Disapproved	0	vote or	0.0000%
Abstained	0	vote or	0.0000%
Voided Ballot	- None -		
	of all votes from shareholders presented and eligible to casting vote		
Not eligible to vote	- Vote		

Agenda 12 : To consider and approve the issuance and offering of the Convertible Debentures by private placement

The Chairperson assigned Ms.Pranee to report that for Due to the company needs to find funding sources to support investments and develop various projects, to pay off loan deb, and/or corporate bonds. Including to be used as working capital and reserve for the operation of the company, subsidiaries and joint venture companies. The Board of Directors therefore proposed to the shareholders' meeting to consider and approve the issuance and offering of convertible debentures of the Company with a total offering value of not more than 700,000,000 baht ("Convertible Bonds") to 2 specific investors, namely Advance Opportunities Fund ("AO Fund") and Advance Opportunities Fund 1 ("AO Fund 1"). Such investment is not a connected person of the Company. A summary of the terms and conditions of the convertible debentures of the Company.

As well as propose to the shareholders' meeting to consider and approve the authorization of the Board of Directors or Managing Director or authorized director has the authority to specify details, amend or take any action necessary and in connection with the issuance and offering of convertible bonds to comply with the law. This includes but is not limited to the following authority:

- (1) determine or amend the details, methods and other conditions related to the issuance and offer for sale of convertible debentures as appropriate; whether it is a one-time issue and offer or offer for sale on multiple occasions, including but not limited to the terms and conditions of the convertible bonds, date of issue of convertible debentures, par value of convertible bonds, offering sale price, number of ordinary shares to support, the conversion of convertible bonds, interest rate, calculation and payment method of interest, conversion price, conversion rate, period for exercising the right to convert, redemption price, redemption period, expiration date of the exercise of the right to convert, how to allocate convertible bonds or determining the event that the company has to issue additional new shares to support the change in the exercise of convertible rights, and conditions for the adjustment of the right to convert.
- (2) Appointment of advisors and other persons (such as financial advisors and legal advisors) in connection with providing information, submission of application documents, request for waivers, evidence with relevant government agencies or in any other cases related to the issuance and offering of convertible debentures as it deems appropriate.
- (3) Negotiate, agree, enter into, amend, add, sign a contract, request for permission, request for a waiver, evidence, disclosure of information sales report and various documents necessary and related to the issuance and offer for sale and allocating convertible bonds, and the allocation of the newly issued ordinary shares to support the exercise of convertible debenture holders. This includes correspondence, filings, amendments, and additions to the Securities and Exchange Commission Stock Exchange of Thailand government agency and/or agencies related to the issuance, offering, and allocation of

convertible bonds including listing the newly issued ordinary shares from the exercise of convertible rights to be listed on the Stock Exchange of Thailand.

(4) To perform any other necessary and appropriate actions related to the issuance, offer for sale and allocation of convertible bonds; In order for the above-mentioned actions to be accomplished.

The outstanding amount of issuance and offering of the Debentures of the Company (which is a non-renewable amount) is Baht 1,500 million in approximate. Combined with the request for additional approval in the amount of 500 million baht, the company has the remaining amount for issuing and offering debentures totaling 2,000 million baht.

A question from unit holders.

Mr. Sakda Tangsaksathit, a shareholder attending the meeting in person briefly asked: in the issuance and offering of convertible debentures in the amount of 700 million baht and an increase in capital to accommodate the exercise of convertible rights, is it an amount that may increase capital again or not? What are the ways to increase capital? And when will there be an increase in capital? What is the interest rate of the convertible debentures? And what is the Company's current interest rates? How many loans do the Company have?

Ms. Pranee Worrachokpeerat, assistant managing director answered the question and concluded that the Company will gradually issue convertible debentures. It is issued and offered for sale as Trance, not a single offering. We must consider the market price traded in the Stock Exchange of Thailand of the Company's ordinary shares. Because the market price will affect the conversion of convertible debentures. The conversion price must not be lower than the par value, i.e., par value of 1 baht, for approval within 1 year, for the number of newly issued shares of 256,041,532. As a projection exercise price based on the market price of approximately 2 baht per share in order to reduce the dilution effect of the issuance of convertible debentures in the amount of 700 million baht for the Company's loan. Currently, the company has loans from financial institution in MLR interest rate of approximately 5% and the Company's debentures which is issued and offered for sale at an interest rate of approximately 6.9%. There are about 1,730 million baht in debentures.

Chairperson requested the meeting to consider for approval the issuance and offering of the Company's debenture (additional) as proposed.

On this agenda there were shareholders presented and voted representing 800,135,641 shares

Resolution:

The Meeting resolved to approve the issuance and offering of the Convertible Debentures by private placement including the authorities as proposed with a vote not less than three fourth of all shareholders presented and exercised their voting rights as follows:-

Approved	800,135,641	votes or	100.00%
Disapproved	0	vote or	0.0000%
Abstained	0	vote or	0.0000%
Voided Ballot	- None –		
	of all votes from shareholders presented and eligible to casting vote		
Not eligible to vote		-	Vote

Agenda 13 : To consider and approve the increase of registered capital of the Company

The Chairperson requested Company Secretary to present to the Meeting details of increasing registered capital.

Company Secretary presented to the meeting that in order to issue new ordinary shares with a par value of 1 baht per share to accommodate for (1) the exercise of convertible debentures and (2) the issuance and offering of newly issued ordinary shares. (General mandate) Such capital increase is appropriate. Therefore, it is deemed appropriate to increase the registered capital of the company the Company shall increase the Company's registered capital at the amount of Baht 576,020,291 by issuing 576,020,291 new ordinary shares with the par value of Baht 1. Therefore, the registered capital will be in total from Baht 1,333,244,831 to Baht 1,909,265,122.

Schedule 1 The Chairperson gave the meeting an opportunity to raise questions. There were no shareholders expressing opinions or making inquiries. The Chairperson requested the meeting to consider and approve the increase of the registered capital under the general mandate as detailed above.

On this agenda there were shareholders presented and voted representing 800,135,641 shares

Resolution

The Meeting resolved to approve the increase of registered capital of the company as proposed with votes no less than three fourth of all votes of shareholders presented and eligible to vote as per following details: -

Approved	800,134,899	votes or	99.9999%
Disapproved	742	vote or	0.0001%
Abstained	0	vote or	0.0000%
Voided Ballot	- None -		

of all votes from shareholders presented and eligible to casting vote

Not eligible to vote - Vote

Agenda 14: To approve the amendment of Clause 4 of the Memorandum of Association of the Company with respect to the registered capital of the Company to be in line with the increase of the Company's registered capital

The Chairperson requested Company Secretary to present to the Meeting details of an amendment to clause 4 of the Company's Memorandum of Association to correspond with the increase of registered capital.

Company Secretary presented to the Meeting that in order to be in line with the increase of the Company's registered capital in agenda 14 the Company need to amend clause 4 of its Memorandum of Association as follow:

The Chairperson allowed question from the meeting, there was no shareholder make any comment or ask question the Chairperson requested the meeting to consider for approval the amendment of Clause 4 of the Memorandum of Association of the Company with respect to the registered capital of the Company to be in line with the increase of the Company's registered capital as proposed.

"Clause 4. Registered capital of Baht 1,909,265,122 (One thousand nine hundred and nine million two hundred and

sixty-five thousand one undred
and twenty-two baht)

Divided into	1,909,265,122 shares	(One thousand nine hundred and nine million two hundred and sixty-five thousand one undred and twenty-two shares)
With a par value of	Baht 1	(One Baht) each
Categorized into		
Ordinary shares	1,909,265,122 shares	(One thousand nine hundred and nine million two hundred and sixty-five thousand one hundred and twenty-two shares)

On this agenda there were shareholders presented and voted representing 800,135,641 shares

Resolution

The Meeting resolved to approve the amendment of clause 4 in the Articles of Association with votes not less than three fourth of all votes of shareholders presented and exercised their voting rights in the meeting as follow: -

Approved	800,134,899 votes or	99.9999 %
Disapproved	742 vote or	0.0001 %
Abstained	0 vote or	-
Voided Ballot	- None –	

of all votes from shareholders presented and eligible to casting vote

Not eligible to vote - Vote

Agenda 15: To consider and approve the allocation of the new ordinary shares

The Chairperson requested Company Secretary to present details of allocation of common shares in the capital increase.

Company Secretary presented to the Meeting that to comply with the law the Company need to consider for approval the allocation of 576,020,291 as follows:

- (1) Allocation of shares not exceeding 256,041,532 shares equal 24.01% of serve exercise of Convertible Debentures by private placement AO Fund and AO Fund 1
- (2) The amount not exceeding 319,978,759 shares allocation of new ordinary shares under general mandate at a par value of Baht 1 (representing not exceeding 30% of the Company's paid-up capital as calculated on the date that the Board of Director passed the resolution to increase the capital under general mandate (on 28 February 2023) which the paid-up capital is equaling to 1,066,595,865 shares) as follows:

- 1) Allocation of shares not exceeding 213,319,173 to be offered to the Existing Shareholders Pro-Rata to their Shareholding (Right Offering) (representing approximately 20% of the Company's paid-up capital as calculated on the date the Board of Director passed the resolution to increase the capital under general mandate; and

- 2) Allocation of shares not exceeding 106,659,586 for the purpose of Private Placement (representing approximately 10% of the Company's paid-up capital as calculated on the date that the Board of Director passed the resolution to increase the capital under general mandate. However, the person shall not be connected person(s) of the Company in accordance with the Notification of the Capital Market Supervisory Board No. Thor. Jor. 21/2551 Re: Criteria on Entering a Connected Transaction and the Notification of the Stock Exchange of Thailand Re: Disclosure of Information and Performance of Listed Companies in Connected Transactions B.E. 2546 (as amended). In addition, the offering price of newly issued ordinary shares shall not be lower than 90% of the price calculated based on the market price in according to the Notification of the Capital Market Supervisory Board No. Thor. Jor 72/2558 Re: the Permission for Listed Companies to Offer the Newly-Issued Shares to the Specific Investors (as amended). Also, the market price shall be calculated from the weighted average closing price of shares trading on the Stock Exchange of Thailand for 7 consecutive trading days but not over 15 days prior to the date on which the offering price is determined

Nonetheless, after the allocation of new ordinary shares under general mandate to the existing shareholders (Right Offering) and after the allocation for the purpose of Private Placement, the

excess of Company's paid-up capital shall not over 30% of the paid-up capital as calculated on the date that the Board of Director passed the resolution to increase the capital under general mandate, which is totaling to 319,978,759 shares. However, in the case of the allocation of new ordinary shares for the purpose of Private Placement, the excess of Company's paid-up capital shall not over 10% of the paid-up capital as calculated on the date that the Board of Director passed the resolution to increase the capital under general mandate. (1) Prescribing or revising necessary details and conditions relating to the allocation of the newly issued ordinary shares

In this regard, the Board of Directors deemed it appropriate to propose to the shareholders' meeting to consider and approve the authorization of the Board of Directors and/or the Company's authorized directors and/or the Chief Executive Officer and/or Chairman of Executive Committee and/or the person(s) authorized by the Board of Directors to have the power to determine the details, amend or take any actions includes, but is not limited to, the following:

- (1) Prescribing or revising necessary details and conditions relating to the allocation of the newly issued ordinary shares
- (2) Amend the method of allocation of newly issued ordinary shares And to enter into various transactions relating to the allocation of the newly issued ordinary shares in the scope of approval from the board of directors meeting and the shareholders' meeting
- (3) Take any action which is necessary and relevant to or necessary for the allocation of the newly issued ordinary shares, including negotiations, entering into, signing and / or amendments to the application form, and / or any documents necessary for or in connection with the issuance, offering or allocation of the newly issued ordinary shares and filing of the request for the allocation of the newly issued ordinary shares to the relevant authorities Registration of capital increase and amendment of the Memorandum of Association with the Ministry of Commerce And / or listing of newly issued ordinary shares as listed securities on the Stock Exchange of Thailand and the appointment of a financial advisor Legal advisor, consultant or other service provider and / or underwriter (If applicable or if necessary)
- (4) Contact to negotiate additional amendments. Agree to sign or submit relevant documents, instruments and / or contracts related to the allocation of the newly issued ordinary shares of the Company Including additional amendments Related information Related disclosures and providing statements and reports to relevant agencies and set detailed conditions related to the allocation

- (5) Coordinate with relevant government agencies and regulators such as the Securities and Exchange Commission, Ministry of Commerce and the Stock Exchange of Thailand and other persons or entities involved in the allocation of the newly issued ordinary shares of the Company
- (6) To perform any other acts necessary to or related to the allocation of the newly issued ordinary shares of the company

A question from unit holders.

Mr. Sakda Tangsaksathit, a shareholder attending the meeting in person briefly asked: how to calculate the capital increase under a general mandate allocated to the existing shareholders (Right Officers)? And when will the capital increase be offered for sale?

Acting Lt. Narakorn Boonbamrung, company secretary answered the question and concluded that the capital increase under a general mandate and the allocation of newly issued shares to the existing shareholders (Right Offering) does not exceed 20 percent. The allocation of newly issued shares for sale to private individuals (Private Placement) 10 percent of the paid-up capital on the date the Board of Directors resolved to increase the capital by means of a general mandate. It is allocated according to the specified rules. As for the Company's offering of capital increase shares under a general mandate, it will depend on the need for funds for the development of the Company's projects.

There were no shareholders commenting or asking questions. The Chairman asked the meeting to consider and approve the allocation of newly issued ordinary shares as detailed above.

Chairperson requested the meeting to consider for approval the allocation of common shares in the capital increase as per details above.

On this agenda there were shareholders presented and voted representing 800,135,641 shares.

Resolution

The Meeting resolved to approve the allocation of capital increase common shares and authorize as proposed with the majority votes of all shareholders presented and voted as per details below:

Approved	800,134,899 votes or	99.9999 %
Disapproved	742 vote or	0.0001 %
Abstained	0 vote or	0.0000 %

Voided Ballot - None –
of all votes from shareholders presented and eligible to casting vote
Not eligible to vote - Vote

Agenda 16 : To consider and approve the amendment of the Articles of Association of the Company

The Chairperson requested Company Secretary to present details of amendment of the Company's objectives and amendment of the Company's Memorandum.

in order for the Company's Articles of Association to contain messages and guidelines that are consistent with the Public Limited Companies Act (No. 4), which has been revised, which results in the flexibility of public limited companies in the delivery of letter or documents by electronic. How to organize a meeting of the company via electronic meeting or electronic system as well as proxies in shareholders' meetings via electronic system. as a convenience and increase operational channels for public limited companies Therefore, it is deemed appropriate to amend the Articles of Association of the Company to be in line with the newly amended law.

No.	Old	New
1.	<p>Article 13. The Company's shares are transferable without any restriction except:</p> <ol style="list-style-type: none"> 1. The transfer of shares which causes the Company to lose the rights and benefits that the Company shall receive under the Foreign Business Act B.E. 2542, the Investment Promotion Act B.E. 2520 and its amendments. Land Code Condominium Act B.E. 2522 and its amendments and the Land Allocation Act B.E. 2543 2. The transfer of shares that can causes foreigners to hold shares in the company more than 49 percent of the 	<p>Article 13. The Company shares can be transferred without any restrictions. Unless the transfer of shares that can causes foreigners to hold shares in the company more than 49 percent of the total shares sold;</p>

No.	Old	New
	total shares sold;	
2.	<p>Article 27.</p> <p>The company's board of directors must hold a meeting of the board of directors at least once every three months.</p> <p>In convening a meeting of the Board of Directors, the chairperson or a person assigned by the chairperson shall send the meeting notice to the members not less than seven days prior to the date of the meeting. Except in urgent cases, to protect the rights or benefits of the Company. The meeting may be called by other means and the date of the meeting may be set earlier.</p> <p>However, two or more directors may request the chairman to call a meeting of the Board of Directors. In the event that two or more directors request, the chairman of the Board shall schedule the date of the meeting within fourteen days from the date of receiving the request.</p> <p>The Board of Directors can hold a meeting at the locality where the company's head office is located or other areas throughout the Kingdom.</p>	<p>Article 27.</p> <p>The Board of Directors must have a meeting at least one (1) in every three (3) months. The board meetings may be conducted via electronic. The location of the head office of the company shall be considered as the meeting place.</p> <p>In convening a meeting of the Board of Directors, the chairman of the board or a person assigned by the chairman shall deliver the meeting notice to the directors at least three (3) days prior to the meeting date. Unless it is necessary and urgent, to protect the rights or benefits of the Company. The meeting will be notified by electronic or any other channel and set the meeting date earlier than that.</p> <p>When there is a reasonable cause or to protect the rights or benefits of the company, two (2) or more directors may jointly request the Chairman to call a meeting of the Board of Directors. The subject and reason to be proposed to the meeting must also be specified and the Chairman of the Board shall call and set the meeting date within fourteen (14) days from the date of receipt of such request.</p>

No.	Old	New
		<p>In the case where the chairman fails to call a meeting of the board of directors under the third paragraph, the requested members may jointly call and schedule a meeting of the Board of Directors to consider the requested matter within fourteen (14) days from the date of expiration of the period under the third paragraph.</p> <p>In the absence of the chairman, the vice-chairman shall be the person to call the meeting of the Board of Directors. In the absence of the vice-chairman, 2 (two) or more directors may jointly call a meeting of the Board of Directors.</p> <p>The Board of Directors can hold a meeting at the locality where the company's head office is located or other areas throughout the Kingdom.</p>
3.	<p>Article 30.</p> <p>The Board of Directors shall hold an annual general meeting of shareholders within four months from the end of the Company's fiscal year.</p> <p>The meetings of shareholders other than those mentioned in the first paragraph can be called as an extraordinary meeting. The Board of Directors may call an extraordinary meeting of shareholders whenever it deems appropriate or shareholders holding a combined number of not less than one-fifth of the total number of shares or not less than</p>	<p>Article 30.</p> <p>The Board of Directors shall set up at least one (1) general meeting of shareholders a year. This meeting shall be called "General Meeting". Such general meeting must be done within four (4) months after the end of the Company's fiscal year. Other shareholders' meetings are called "extraordinary general meetings".</p> <p>The Board of Directors may call an extraordinary meeting whenever it deems appropriate.</p> <p>One or more shareholders holding shares in</p>

No.	Old	New
	<p>twenty-five shareholders, holding shares amounting to not less than one-tenth of the total number of shares sold, may submit their names in writing requesting the Board of Directors to call an extraordinary meeting of shareholders at any time. However, the reasons for calling the meeting must be specified in the said letter. In this case, the Board of Directors shall convene a shareholders' meeting within one month from the date of receipt of the letter from the shareholders.</p>	<p>aggregate of not less than ten (10) percent of the total number of shares sold may submit their names in writing requesting the Board of Directors to call an extraordinary meeting of shareholders anytime. However, the subject matter and reasons for calling the meeting must be clearly stated in the said letter. In such a case, the Board of Directors must hold a shareholders' meeting within forty-five (45) days from the date of receipt of the letter from the shareholders.</p> <p>In the event that the Board of Directors fails to hold a meeting within the period under paragraph three, the shareholders who have subscribed their names or other shareholders holding the required aggregate number of shares may call the meeting by themselves within forty-five (45) days from the date of expiration of the period under the third paragraph. The shareholders who call the meeting may send the meeting notice to the shareholders by electronic. If such shareholder has informed the intention or given consent to the company or the board of directors according to the criteria prescribed by the registrar, in such a case it shall be deemed that the meeting of shareholders is convened by the Board of Directors and the Company shall be responsible for the necessary expenses incurred from holding the meeting and providing reasonable facilitation.</p> <p>In the event that any meeting of shareholders called by the shareholders under the fourth paragraph, the number of shareholders present at the meeting does not constitute a quorum as prescribed in Article 33. The shareholders under the fourth paragraph shall</p>

No.	Old	New
		jointly compensate the Company for the expenses incurred in holding that meeting.
4.	<p>Article 31.</p> <p>In the call of a meeting of shareholders, the Board of Directors shall prepare a meeting notice specifying the place, date, time and agenda of the meeting and matters to be proposed to the meeting with appropriate details. Specify whether it is a matter proposed for acknowledgment, for approval or for consideration. Including the opinion of the Board of Directors on such matters. The board of directors shall deliver the meeting invitation to the shareholders and the registrar for acknowledgment not less than seven days prior to the meeting date, and such meeting invitation shall be published in a newspaper for three consecutive days not less than three days prior to the meeting date.</p> <p>The shareholders' meeting can be held at the locality where the company's head office is located or any other locality throughout the Kingdom.</p>	<p>Article 31.</p> <p>In the notice of the shareholders' meeting, the Board of Directors shall prepare a meeting notice specifying the place, date, time and agenda of the meeting and matters to be presented to the meeting along with appropriate details. It clearly states that it is a matter proposed for acknowledgment, for approval or for consideration, together with the opinions of the Board of Directors on such matters and delivered to the shareholders and the registrar not less than seven (7) days prior to the meeting date.</p> <p>In addition, the notice of the shareholders' meeting will advertise in newspapers or electronic media in accordance with the rules prescribed by the registrar for three (3) consecutive days, not less than three (3) days prior to the meeting date.</p> <p>The general meeting of the company shall be held at the locality where the company's head office is located or nearby provinces or at any other places as the Board of Directors will decide. The shareholders' meeting may be conducted via electronic media. The location of the head office of the company shall be considered as the venue of the meeting.</p>
5.	<p>Article 32.</p> <p>In the shareholders' meeting, shareholders may appoint other persons as proxies to attend and vote on their behalf in the meeting. The proxy form must be dated and signed by the shareholder appointing</p>	<p>Article 32.</p> <p>In the shareholders' meeting, shareholders may appoint proxies to others to attend the meeting and can vote on their behalf.</p> <p>The proxy must be made in writing with the signature of the</p>

No.	Old	New
	<p>the proxy and must be in the form prescribed by the Registrar.</p> <p>This proxy form must be delivered to the chairman of the board or the person designated by the chairman at the meeting before the proxy attends the meeting.</p>	<p>shareholder or performed by electronic that are secure and reliable that the proxy has been granted by shareholders. In accordance with the rules prescribed by the Registrar and follow the form prescribed by the Public Company Registrar and at least contain the following items.</p> <ol style="list-style-type: none"> a. The number of shares held by the shareholder. b. Name of the proxy c. The time of the meeting where proxies are allowed to attend and vote at the meeting. <p>By submitting the said proxy form or submitting the proxy electronically (in case of proxy by electronic) to the Chairman of the Board or the person who designated by the Chairman of the Board of Directors before the proxy attends the meeting.</p>
6.	<p>Article 42.</p> <p>The company is prohibited from paying any dividend other than profit. In the event that the Company still has accumulated losses, dividends shall not be declared. Dividends shall be divided equally according to the number of shares. The dividend payment must be approved by the shareholders' meeting first.</p> <p>The Board of Directors may, from time to time, pay interim dividends to shareholders if the Company is reasonably profitable to do so and when the interim dividend has been paid, it should be reported to the shareholders' meeting at the next meeting.</p> <p>Payment of dividends must be made within one</p>	<p>Article 42.</p> <p>The company is prohibited from paying any dividend other than profit. In the event that the Company still has accumulated losses, dividends shall not be declared. Dividends shall be divided equally according to the number of shares. The dividend payment must be approved by the shareholders' meeting first.</p> <p>The Board of Directors may, from time to time, pay interim dividends to shareholders if the Company is reasonably profitable to do so and when the interim dividend has been paid, it should be reported to the shareholders' meeting at the next meeting.</p> <p>Payment of dividends shall be notified in writing to the</p>

No.	Old	New
	<p>month from the date of the shareholders' meeting or the date of the Board of Directors' resolution depend on the case. The notice of the simplification of the dividend shall also be advertised in the newspapers.</p>	<p>shareholders and publish the dividend payment notice in a local newspaper or electronic media in accordance with the rules prescribed by the Registrar for three (3) consecutive days and arrange for such dividend payment to be made within one (1) month from the resolution.</p>
7.	-None-	<p>Article 46.</p> <p>In the event that the company or the board of directors has a duty to deliver letters or documents to directors, shareholders or creditors of the company. If such person has notified the intention or consented to send the letter or document by electronic, the company or the committee may send the letter or document by electronic in accordance with the criteria prescribed by the Registrar.</p> <p>In the event that the laws or regulations require any person to have a duty or to notify, warn, report or advertise any message about the Company to other people or the public through that newspaper. Such persons may instead use electronic media of advertising in accordance with the rules prescribed by the Registrar.</p>

In addition, the Board of Directors deems it appropriate to propose to the shareholders' meeting to consider and approve the authorization of the authorized directors of the Company. or a person who has been assigned by an authorized director of the company Has the power to register the amendments to the objectives of the company with the Ministry of Commerce including amendments, additions, amendments to the wording as necessary and appropriate. In order to comply with the order of the Registrar to register the amendments to the above objectives with the Ministry of Commerce

On this agenda there were shareholders presented and voted representing 800,134,899 shares

Resolution:

The Meeting resolved to approve the amendment of the Company's objectives and amendment of the Company's Memorandum of Association Clause 3 as proposed with a vote not less than three fourth of all shareholders presented and exercised their voting rights as follows:-

Approved	800,134,899	votes or	100.00%
Disapproved	0	vote or	0.0000%
Abstained	0	vote or	0.0000%
Voided Ballot	- None –		
	of all votes from shareholders presented and eligible to casting vote		
Not eligible to vote	-	Vote	

Agenda 18: To consider other matters (if any).

The Chairman gave the meeting an opportunity to ask questions.

Mr. Sakda Tangsaksathit, a shareholder attending the meeting in person briefly asked: What will be the results of the year 2023? Is there any chance that the company will have profit in operating results this year? And how much is the break event point for the hotel business?

Mrs. Teeraporn Srijaroenwong managing director clarified in conclusion that the Company will try its best for the amount waiting to be transferred (backlog), as much as possible. In addition, the performance of the hotel should be better.

Mr. Songkran Issara, chief executive officer clarified in summary that the break event point of the hotel business is approximately 30-40% of an occupancy rate.

Ms. Pranee Worrachokpeerat, assistant managing director of accounting and finance department announced to the meeting and concluded that the company had misprinted the numbers in the 2022 annual report on page 30 for revenue in the year 2020 by requesting to correct the details. “Rental and Service Income” from 77.58 million baht to 455.32 million baht. And “Revenue From Sales of Goods” from 255.32 million baht to 60.44 million baht and apologize for the mistake that occurred.

As there were no further questions from the shareholders, the Chairman thanked the shareholders for their time to attend today's meeting and the company has provided video recording the shareholders' meeting and will be uploaded to the Company's website later and announced the close of the meeting at 3.49 p.m.

-Srivara Issara-

(Mrs. Srivara Issara)

Chairperson of the Meeting

Certified by

-Teeraporn Srijaroenwong-

(Mrs.Teeraporn Srijaroenwong)

Director

ANNUAL REPORT (QR Code)

The Company has disclosed information on the Company's website

at https://investor-th.charnissara.com/one_report.html

and www.SET.or.th

or



Director's profile for those nominated Directors to replace Directors who are due to retire by rotation

MRS. SRIVARA ISSARA Age: 69 years

Chairperson

Shareholding: -

Education/Training Program

- Master of Business Administrator (MBA), Indiana University, U.S.A.
- Certificate of Director Accreditation Program (DAP), 2008, Thai Institute of Directors (IOD)
- Certificate of Role of the Chairman Program (RCP) 36/2015, Thai Institute of Directors (IOD)

Professional career

2007-Present Chairperson Charn Issara Development Public Co.,Ltd.

1986- Present Executive Committee Charn Issara Residence Co., Ltd.

Manager Pimsai Associate

Writer

1984-Present Advisor and Manager Jack and Jill Co., Ltd.

1986-Present Advisor Jindarak Co., Ltd.

1983-1986 Assistant Vice President Citi Bank

1978-1983 Senior Oil Economist The Shell Co.of Thailand Ltd.

- No involvement, neither directorship nor management post in other business.
- No Involvement, either directorship, management post in other business.
- No involvement, neither directorship nor management post in other business which may cause conflict of interest to the Company.

Forbidden record

1. No criminal record related to assets wrongfully acquired,
2. No record of related transaction which cause conflict of interest to the Company in past year,

Meeting attendance record in past year

1. Attend 10/10 meetings of the Board of Directors, (100 %)
2. Attend 1/1 meeting of the Annual General Meeting of Shareholders in 2023 (100%)

2. Mr.Vorasit Issara

Age : 43 years

Director

Shareholding : 0.574 (5,107,909 shares)

Education/Training Program

- Bangkok Christian College
- Certification, Port Regis School, England
- Certification, Bradfield College, England
- Certification, Saddle Brook preparatory School, U.S.A.
- Certification, Santa Fe College, U.S.A.
- Certification, DCT School of Hotels and Business management, Switzerland
- Degree Associate of Arts degree in Business Management, Santa Fe College, Gainesville, FL, U.S.A.
- Degree International Hotels and Business Management, DCT International Hostel & Business Management School
- Honorary Master of International Business Degree in Hospitality and Tourism Management Cesar Ritz Colleges, Switzerland

Professional career for the past five years

2023-Present	Director	Issara Development Co.,Ltd
2015-Present	Director	Charn Issara Development Public Co., Ltd.
2015-Present	Managing Director , Director	Issara Junfa Co., Ltd.
2013-Present	Managing Director	Sri panwa Management Co., Ltd.
2005-Present	Managing Director and Project Developer	Charn Issara Residence Co., Ltd.
2011-Present	Director	Issara United Co., Ltd.
2015-Present	Director	Issara United Development Co., Ltd.
2014-2020	Director	Hida Grill Co., Ltd.
2005	Management Training	Villa Feltrinelli, Italy
2001-2002	Bar founding members (l'ambiance) Responsible for concept development And operation Manager, Practical training in kitchen and service, Event Coordinator (Cultural Gastronomia)	Hotel School

2001-2002	Cashier, Guest relation personnel, Responsible Reservation and Guest related issue, Club and event Promotion	Lush lounge and nightclub, Gainesville, Florida
2000	Stewarding, cashier, host, advance to waiter	Baan Thai Restaurant, Gainesville, Florida
1996	Trainee in Public Relation Department	Ramada Hotel, Bangkok Thailand

- No involvement, neither directorship nor management post in other business.
- Involvement, either directorship, management post in other business. (7 company)
- No involvement, neither directorship nor management post in other business which may cause conflict of interest to the Company.

Forbidden record

1. No criminal record related to assets wrongfully acquired,
2. No record of related transaction which cause conflict of interest to the Company in past year,

Meeting attendance record in past year

1. Attend 10/10 meetings of the Board of Directors, (100 %)
3. Attend 1/1 meeting of the Annual General Meeting of Shareholders in 2023 (100%)

3. MR.DITAWAT ISSARA

Age : 41 years

Executive Vice president on Creative and information Technology

Shareholding : 1.836 (19,584,454 shares)

Education/Training Program

- Bachelor Degree Product Design, Saint Martin
- Mechanical Engineering, Imperial College
- Arts Foundation, Wimbledon University
- Bryans ton School

Professional career for the past five years

Present	Managing Director and Director	Issara United Co.,Ltd.
2023 -Present	Director	Issara Development Co.,Ltd

2023-Present	Director	Charn Issara Development Public Co.,Ltd.
2014-Present	Executive Vice president on Creative and information Technology	Charn Issara Development Public Co.,Ltd.
2002-Present	Director	Charn Issara Residence Co., Ltd.
2005-Present	Director	Sri panwa Management Co., Ltd.
2015-Present	Director	Issara United Development Co., Ltd.
2015-Present	Director	Issara Junfa Co., Ltd.
2007-2014	Creative Director	Charn Issara Development Public Co.,Ltd.

- No Involvement, neither directorship, management post in other business.
- Involvement, either directorship, management post in other business. (7 company)
- No involvement, neither directorship nor management post in other business which may cause conflict of interest to the Company.

Forbidden record

1. No criminal record related to assets wrongfully acquired,
2. No record of related transaction which cause conflict of interest to the Company in past year,

Meeting attendance record in past year

1. Attend 8/9 meetings of the Board of Directors, (88 %)
2. Attend 1/1 meeting of the Annual General Meeting of Shareholders in 2023. (100 %)

Criteria and process of nomination

The Board of Directors comes from the selection of Nomination and Remuneration Committee with following criteria and process of nomination: -

1. The selection of candidate for the Company's Director in replacement of retired Director or appointment of new Director by the Nomination and Remuneration Committee by giving minority shareholder to propose candidates who has qualifications in compliance with the Securities and Exchange laws and the Company's qualifications for selection of the Company's Director. The information of which was published on the Company's website which invite shareholders to propose candidate with resume to the Company.
2. The Nomination and Remuneration Committee shall make a selection and propose candidate with qualifications and criteria required by laws in consideration of experience, knowledge and skills which will be beneficial to the Company for the consideration of the Board of Directors. After the Board's approval the Company shall propose such candidate for the vote of appointment in the Meeting of Shareholders.

Summary of director or executive positions in listed companies and other companies

Nominated Directors	Other listed companies in Thailand *		Other companies/businesses (Non-listed company in Thailand)*	Companies/businesses that may cause conflicts of interest or competitive conditions
	No.	Position / company		
1. Mrs. Srivara Issara	-	-	-	-
2. Mr. Vorasit Issara	-	-	7	-
3. Mr. Dittawat Issara	-	-	7	-

*Listed in stock exchange of Thailand.

Definition of Independent Director

Charn Issara Development PCL has defined Independent Director to be in line with the rules of Securities and Exchange Commission and Stock Exchange of Thailand as follows: -

1. Independent Director shall not hold more than 1 % of the Company's share with voting right including in those subsidiaries, joint venture or juristic person which may have a conflict of interest. In this respect all those shares held by related party to the Independent Director shall be counted within such limit.
2. Does not hold an executive position or use to be director who has involved in the management, employee, staff or consultant with fix monthly salary or authorized person of the parent company, subsidiary companies, joint venture or any juristic person which may have a conflict of interest except that one has left such position for more than 2 years.
3. No connection on family or registration of father, mother, spouse, brother/sister, son, major shareholder, authorized person, or a person nominated to be a management or authorized to manage the Company or its subsidiaries.
4. No business connection with the Company, parent company, subsidiary company, joint venture company or other juristic which may have a conflict of interest in the way that may obstruct an independent judgment except for the case that one left such position for more than 2 years.
5. Not being appointed as director to represent Director of the Company, major shareholder or shareholder who is related to the Company's major shareholders.
6. Not possess any other qualification which will obstruct an independent view related to the Company's operation.

Company regulations only those related to shareholder meetings

Shareholder Meeting

Article 30. The board of directors must hold a general meeting of shareholders at least one (1) time per year. Such a meeting is called "General Meeting". Such general meeting shall be held within four (4) months after the end of the company's fiscal year. Other shareholders' meetings are called "extraordinary meetings".

The committee may call an extraordinary meeting at any time it deems appropriate.

One or more shareholders whose shares total not less than ten (10) percent of the total number of shares sold will submit their names in writing requesting the board of directors to call an extraordinary meeting of shareholder. However, the matter and reasons for requesting to convene a meeting must be clearly specified in the said letter as well. In such a case, the board of directors must arrange a shareholder meeting within forty-five (45) days from the date of receipt of the letter from the shareholders.

In the case where the committee does not organize a meeting within the period specified in paragraph three, all shareholders who have signed their names or other shareholders together to obtain the required number of shares may call a meeting themselves within forty-five (45) days from the expiration of the period under paragraph three. The shareholder who called the meeting may send the meeting notice to the shareholders by electronic means. If the shareholder has informed the company or the board of directors of their intention or given their consent. According to the criteria set by the registrar, in such a case considered a meeting.

Shareholders who are called to a meeting by the company by the board of directors are responsible for necessary expenses incurred from organizing the meeting and providing reasonable facilitation.

In the case where it appears that the shareholder meeting was called because of the shareholders under paragraph four, the number of shareholders present at the meeting was not sufficient to form a quorum as specified in Section 33. The shareholders according to paragraph four must jointly be responsible for reimbursing the expenses incurred from holding the meeting at that time to the Company.

Article 31. In notifying the meeting of shareholders, the committee shall prepare a meeting invitation specifying the location, date, time, and agenda and matters to be presented to the meeting along with appropriate details. By specifying clearly that it is a matter proposed for knowledge, for approval, or for consideration along with the opinions of the committee on the matter and sent to shareholders and the registrar not less than seven (7) days before the meeting date.

In addition, the notice of calling a shareholder meeting is advertise in newspapers or electronic media according to the criteria set by the registrar for three (3) consecutive days, not less than three (3) days before the meeting date.

The general meeting of the company shall be held in the area where the company's headquarters is located or nearby provinces or at any other place as determined by the committee. The general meeting of shareholders may be conducted through electronic media. The location of the company's head office is considered to be the meeting location.

Article 32. In the shareholder meeting, shareholders will authorize others to attend the meeting as proxies and can vote on their behalf

The authorization must be made in writing with the signature of the grantor or by electronic means that is safe and reliable to ensure that the authorization has been carried out by the shareholder in accordance with the criteria specified by the registrar and follow the form specified by the public company registrar, and at least have the following items:

- A. The number of shares that the proxy holds.
- B. Name of the proxy holder.
- C. The time of the meeting where a proxy is given to attend the meeting and vote.

By submitting the said proxy form or sending the proxy information electronically (In the case of appointing a proxy by electronically) to the Chairman of the Board or a person previously designated by the Chairman of the Board before proxy attending the meeting.

Article 33. In the shareholder meeting There must be no less than twenty-five shareholders and shareholders' proxies (if any) present at the meeting, or there are shareholders and proxies from shareholders present at the meeting of not less than half of the total number of shareholders. and in

either case there must be shares totaling not less than one-third of the total number of shares sold in the company. Therefore, there will be a quorum.

At any shareholder meeting If one hour has passed since the meeting time, Number of shareholders who attended the meeting did not complete the quorum as specified. If that shareholder meeting was called because the shareholders requested it, the meeting will be suspended. If the shareholder meeting was not called because the shareholders requested, the meeting invitation letter must be sent to shareholders not less than seven days before the meeting date. In the next meeting, it is not required that a quorum be present.

In the shareholder meeting, the chairman of the board shall sit as chairman of the meeting. In the case that the Chairman of the Board is unable to attend the meeting or is unable to perform his duties, if there is a vice-chairman of the board of directors, the vice-chairman of the board of directors shall be the chairman. If there is no vice chairman or were unable to attend the meeting or unable to perform their duties, the meeting will choose one shareholder who attended the meeting to be the chairman.

Article 34. In voting at the shareholder meeting, one share has one vote.

Voting shall be done openly unless requested by at least five shareholders, and the meeting voted to have a secret vote, so the vote was held secretly. As for the secret voting method, to be as determined by the chairman of the meeting.

The resolution of the shareholder meeting shall consist of the following votes:

(1) In normal cases, a majority vote of the shareholders who attend the meeting and cast their votes shall be taken. If there are equal votes, the chairman of the meeting shall cast an additional vote as the deciding vote.

(2) In the following cases, a vote of not less than three-quarters of the total number of votes of shareholders who attend the meeting and have the right to vote shall be taken.

(a) Selling or transferring all or important parts of the company's business to another person.

(b) Purchasing or accepting transfer of business of another company or a private company becomes a company.

(c) Making, amending or terminating a contract regarding the rental of all or important parts of the company's business. Assigning another person to manage the company's business or merging a business with another person or legal entity with the objective of sharing profits and losses.

(d) Amendments to the memorandum or regulations.

(e) Increasing or decreasing the capital of the company or issuing bonds.

(f) Merger or dissolution of companies.

Article 34/1, the company is prohibited from lending money or providing any financial assistance. This will cause a conflict of interest between the company or subsidiary company and the parent company, associated company or person who may have a conflict with the company unless approved by the shareholder meeting with a vote of not less than three-quarters of the total number of votes of shareholders attending the meeting and having the right to vote.

Under these regulations, the terms "subsidiary", "parent company", "associate company" and "person who may have conflicts" shall have the same meanings as the definitions of such terms as provided in the Securities and Exchange Act, Stock Exchange in force at that time.

Qualifications of directors, How to elect directors, Directors retiring upon rotation and remuneration for directors

Article 17. The Company's Board of Directors consists of at least five directors and not less than half of the total number of directors must be residents of the Kingdom. Directors may or may not be shareholders of the company.

Company directors must perform their duties in accordance with the law, objectives and regulations of the company as well as the resolutions of the shareholder meeting.

Article 18. The shareholder meeting shall appoint directors according to the following criteria and methods.

(1) One shareholder has one vote per share.

(2) Each shareholder must use all of his or her votes under (1) to elect one or more persons as directors, but may not divide his or her votes among any number of persons.

(3) The persons who receive the highest number of votes in descending order are elected as directors equal to the number of directors that should be or will be elected at that time. In the event that the persons elected in descending order have the same number of votes, the number of directors that should be or will be elected at that time exceeds the number of directors, the chairman have to has the deciding vote.

Article 19. At every annual general meeting, one-third of the directors shall retire from office. If the number of directors cannot be divided into three parts, then issue the amount closest to one-third.

Directors who must retire from their positions in the first and second years after registration of conversion to a public company are draw lots to see who will leave. In subsequent years, the directors who have been in office the longest will be the ones who will leave their positions. In this regard, the directors who retire according to their respective terms may be re-elected.

Article 20. Directors have the right to receive remuneration from the company in the form of rewards, meeting allowances, gratuities, bonuses, or other types of benefits. According to the regulations or as considered by the shareholder meeting. Regardless of whether it is specified as a definite number or set out criteria to be used in consideration from time to time or it can be determined to be effective forever until there is a change. In addition, directors are entitled to receive allowances and various benefits according to company regulations.

The contents of paragraph one do not affect the rights of employees or employees of the company who are elected as directors to receive compensation and benefits as employees or employees of the company as well.

Article 21. In addition to retiring from office at the end of the term Directors will leave their positions when

(1) Dead

(2) Resign

(3) Lacks qualifications or has prohibited characteristics according to the law on public limited companies.

(4) The shareholder meeting votes for dismissal in accordance with Section 24.

(5) The court orders dismissal.

Dividend payment

Article 42. The company is prohibited from paying dividends from any type of money other than profits. In cases where the company still has accumulated losses, it is prohibited from declaring dividends. Dividends shall be divided equally according to the number of shares each. Dividend payment must be approved by the shareholders' meeting first.

The Board of Directors may pay interim dividends to shareholders from time to time when it considers that the Company has sufficient profits to do so. When the interim dividend has been paid, it needs to be reported to the shareholder meeting at the next meeting.

Dividend payments must be notified in writing to shareholders and advertise the notice of payment of such dividend in a local newspaper or through electronic media according to the criteria specified by the registrar for three (3) consecutive days and arrange for payment of such dividend within one (1) month from the date of resolution.

Article 43. The company must allocate a portion of the annual net profit as a reserve fund of not less than five percent of the annual net profit. Deducted by the number of accumulated losses brought forward (if any) until the reserve fund is not less than ten percent of the registered capital of the company.

The issuance and offering of the Debentures with the following details:

- Use of Proceeds : For operation of the business and expanding the project of the Company including refinancing
- Type : All types and all kinds of debentures which can be subordinated or unsubordinated, characterized as an amortization or bullet payment, secured or unsecured, debentures, with or without debenture holders' representative or derivative notes/debentures, subject to the prevailing market conditions at the time of issue and offering of the relevant debentures.
- Amount : The principal amount of the Debentures will not exceed Baht 1,000 million or the equivalent amount in other currencies.
- Offering : The Debentures will be offered domestically to the public and/or on the private placement basis and/or to the institutional investors and/or the major investors either in whole or in part which could be single or multiple offerings.
- Interest : Subject to the prevailing market conditions at the time of issue and offering.
- Maturity : For short term debentures: Not exceeding 270 days. For long term debentures: Not exceeding 10 years.
- Other Conditions : Additional restrictions and conditions of the Debentures such as the type of Debentures to be issued each time, face value, offered price per unit, interest rate, appointment of debenture holders' representative, allocation method, details of the offering, early redemption, registration on the secondary markets (if any), shall be determined and fixed by the Chief Executive Officer. In addition, the Chief Executive Officer shall have the powers to determine or amend the terms and conditions relating to the issuance and offering of the Debentures including to have the power to do any acts and things necessary for and in relation to carrying out the issuance and offering of the Debentures in compliance with the applicable law, as well as to have the power to appoint the bondholders' representative and the underwriter, to enter into and execute the Underwriting Agreement, or Placement Agreement and/or other relevant agreements, to prepare and submit the application and other documents to the Office of the Securities and Exchange Commission, other relevant authorities, and/or other relevant person(s), etc.

The outstanding amount of issuance and offering of the Debentures of the Company (which is a non-renewable amount) is Baht 1,050 Million in approximate. In case that the Annual General Meeting of Shareholder 2023 approves the issuance and offering of the Debentures in the principal amount of not more than Baht 1,000 million, the total principal amount of debentures to be issued and offered by the Company shall be approximately Baht 2,050 million.

(F53-4)

Capital Increase Report Form
Charn Issara Development Public Company Limited
February 29, 2024.

Charn Issara Development Public Company Limited (“ **Company**”) hereby report the resolution of the Board of Directors’ Meeting No. 2/2024 held on February 29, 2024 in regards to the capital increase, and allocation of such shares as follows:

1. Capital Decrease / Capital Increase

At present, the Company has its registered capital of Baht 1,653,223,590 and fully paid-up capital of Baht 1,066,595,865.

1.1 Capital Decrease

The Board of Directors’ Meeting resolved to propose to the Annual General Meeting of Shareholders year 2023 to consider and approve the decrease of the Company’s registered capital of Baht 576,265,122 from Baht 1,909,265,122 to the new registered capital of Baht 1,333,244,831 by reduction of 576,265,122 ordinary shares with the par value of Baht 1.

1.2 Capital Increase

The Board of Directors’ Meeting resolved to propose the Annual General Meeting of Shareholders year 2024 to consider and approve the increase of the Company’s registered capital by Baht 319,978,759 from the existing registered capital of Baht 1,333,244,831 to the new registered capital of Baht 1,653,223,590 by issuing, not exceeding, 319,978,759 newly issued ordinary shares at the par value of Baht 1 to a general mandate in which the capital is increased with details as follows:

Type of Capital Increase	Type of Securities	Number of shares	Par value (Baht/share)	Total (Baht)
<input type="checkbox"/> Specifying the purpose of utilizing the capital	Ordinary	-	-	-
	Preferred	-	-	-
<input checked="" type="checkbox"/> General Mandate	Ordinary	319,978,759	1.00	319,978,759
	Preferred	-	-	-

- Specifying the purpose of utilizing the capital: please fill in all of the following items except item No. 2.2
- General Mandate: please fill in only items No.2.2, No.3, and No.4

2. Allocation of capital increase shares

2.1 Specifying the purpose of utilizing the capital

Allocated to	Number of shares	Ratio (old : new)	Selling price (THB/share)	Subscription and payment period	Remark
-	-	-	-	-	-

Remarks:

1. Approved to propose to the Annual General Meeting of the shareholders year 2024 to consider and approve the allocation of the newly issued ordinary shares of not more than 319,978,759 shares at the par value of 1 baht per share to capital increase under a general mandate with details as follows:-
 - 1.1 The amount not exceeding 319,978,759 shares allocation of new ordinary shares under general mandate at a par value of Baht 1 (representing not exceeding 30% of the Company's paid-up capital as calculated on the date that the Board of Director passed the resolution to increase the capital under general mandate (on 29 February 2024) which the paid-up capital is equaling to 1,066,595,865 shares) as follows:
 - (1) Allocation of shares not exceeding 213,319,173 to be offered to the Existing Shareholders Pro-Rata to their Shareholding (Right Offering) (representing approximately 20% of the Company's paid-up capital as calculated on the date the Board of Director passed the resolution to increase the capital under general mandate; and
 - (2) Allocation of shares not exceeding 106,659,586 for the purpose of Private Placement (representing approximately 10% of the Company's paid-up capital as calculated on the date that the Board of Director passed the resolution to increase the capital under general mandate. However, the person shall not be connected person(s) of the Company in accordance with the Notification of the Capital Market Supervisory Board No. Thor. Jor. 21/2551 Re: Criteria on Entering a Connected Transaction and the Notification of the Stock Exchange of Thailand Re: Disclosure of Information and Performance of Listed Companies in Connected Transactions B.E. 2546 (as amended). In addition, the offering price of newly issued ordinary shares shall not be lower than 90% of the price calculated based on the market price in according to the Notification of the Capital Market Supervisory Board No. Thor. Jor 72/2558 Re: the Permission for Listed Companies to Offer the Newly-Issued Shares to the Specific Investors (as amended). Also, the market price shall be calculated from the weighted average closing price of shares trading on the Stock Exchange of Thailand for 7 consecutive trading days but not over 15 days prior to the date on which the offering price is determined

Nonetheless, after the allocation of new ordinary shares under general mandate to the existing shareholders (Right Offering) and after the allocation for the purpose of Private Placement, the

excess of Company's paid-up capital shall not over 30% of the paid-up capital as calculated on the date that the Board of Director passed the resolution to increase the capital under general mandate, which is totaling to 319,978,759 shares. However, in the case of the allocation of new ordinary shares for the purpose of Private Placement, the excess of Company's paid-up capital shall not over 10% of the paid-up capital as calculated on the date that the Board of Director passed the resolution to increase the capital under general mandate.

In this regard, the Board of Directors deemed it appropriate to propose to the shareholders' meeting to consider and approve the authorization of the Board of Directors and/or the Company's authorized directors and/or the Chief Executive Officer and/or Chairman of Executive Committee and/or the person(s) authorized by the Board of Directors to have the power to determine the details, amend or take any actions includes, but is not limited to, the following:

(1) Prescribing or revising necessary details and conditions relating to the allocation of the newly issued ordinary shares

(2) Amend the method of allocation of newly issued ordinary shares And to enter into various transactions relating to the allocation of the newly issued ordinary shares in the scope of approval from the board of directors meeting and the shareholders' meeting

(3) Take any action which is necessary and relevant to or necessary for the allocation of the newly issued ordinary shares, including negotiations, entering into, signing and / or amendments to the application form, and / or any documents necessary for or in connection with the issuance, offering or allocation of the newly issued ordinary shares and filing of the request for the allocation of the newly issued ordinary shares to the relevant authorities Registration of capital increase and amendment of the Memorandum of Association with the Ministry of Commerce And / or listing of newly issued ordinary shares as listed securities on the Stock Exchange of Thailand and the appointment of a financial advisor Legal advisor, consultant or other service provider and / or underwriter (If applicable or if necessary)

(4) Contact to negotiate additional amendments. Agree to sign or submit relevant documents, instruments and / or contracts related to the allocation of the newly issued ordinary shares of the Company Including additional amendments Related information Related disclosures and providing statements and reports to relevant agencies and set detailed conditions related to the allocation

(5) Coordinate with relevant government agencies and regulators such as the Securities and Exchange Commission. Ministry of Commerce and the Stock Exchange of Thailand and other persons or entities involved in the allocation of the newly issued ordinary shares of the Company

(6) To perform any other acts necessary to or related to the allocation of the newly issued ordinary shares of the company

2.1.1 Company Procedures in the case of fractional shares

1. In the event that there is a remainder from the conversion of convertible bonds into ordinary shares, such fractions shall be eliminated.

2.2 General Mandate

Allocated to	Type of Securities	Number of shares	Percentage of paid-up capital ^{1/}	Remarks
Existing Shareholders (Right Offering)	Ordinary	213,319,173	20	Please see remark
	Preferred	-	-	-
Private Placement	Ordinary	106,659,586	10	Please see remark
	Preferred	-	-	-

^{1/} The percentage of the paid-up capital as of the date of the Board of Directors' Meeting resolved to increase the Company's capital increase by way of General Mandate.

3. Schedule for a shareholders' meeting to approve the capital increase/allocation of capital increase shares

Schedule the Annual General Meeting of Shareholders year 2024 to be held on April 25, 2024, during 14.00 hrs. at Meeting room 21st Floor, Charn Issara Tower 2, No. 2922/200 New Petchburi Road, Bangkapi Subdistrict, Huay Kwang District, Bangkok, whereby:

- The record date to determine the list of shareholders entitled to attend the Annual General Meeting of Shareholders year 2024 shall be on March 14, 2024.

4. Approval for capital increase/ share allocation from relevant governmental authorities and conditions of such approval

- a. The Company shall register the increase of its registered capital and paid-up capital, as well as the amendment to the Memorandum of Association with the Department of Business Development, Ministry of Commerce within 14 days from the date on which the Annual General Meeting of the Shareholders year 2024 resolves to approve the capital increase and the amendment of the Company's Memorandum and of Association;
- b. The Company shall register the transfer restriction of the issued and offered Convertible Debentures, which limits the transfer of the Convertible Debentures to no more than 10 specific investors within a 4-month period with the Securities and Exchange Commission;
- c. The Company shall apply for approval from the Stock Exchange of Thailand for the listing of the newly-issued ordinary shares as listed securities in the Stock Exchange of Thailand in accordance to the rules and regulations related to the Stock Exchange of Thailand after the Convertible Debentures' holder has converted the Convertible Debentures into the Company's ordinary shares (in the case of such exercise).

5. Objectives of capital increase and plans for utilizing proceeds received from the capital increase

To support normal operations in the core business and related businesses, the extension and expansion of the Company's business in the future, including investing in various projects and as a source of funds for future investment plans. This will enable the Company to build a stable and sustainable income base in

However, the amount of funds and period of allocation can be adjusted in accordance to the circumstances of the business and suitability.

6. Benefits that the Company will receive from the capital increase/share allocation

- a. The Company will have more liquidity as the capital increase will be used as working capital. This will help strengthen its financial position, to prepare the Company for business operations, and stabilize the Company's business, by having enough money to operate and expand the Company's business in the future. This will enable the Company to create a stable and sustainable income base on both the short and long term.
- b. To increase business competitiveness to prepare for other business opportunities in the upcoming future including the expansion of core businesses and related businesses in the future. This will enable the Company to build a stable and sustainable income base in both the short and long term.
- c. Helps the Company maintain its ability to meet financial obligations, such as the payment of various debts, including interest, arising from normal business operations which enhances the ability expand the Company's investment portfolio, which will affect the Company's potential to grow in the future.

7. Benefits that the Shareholders will receive from the capital increase/share allocation

7.1 Funds from this issuance of convertible debentures will strengthen the Company's financial structure, as well as to invest, which will enhance the Company's income and profits in the future. If the Company's operational results are good, the shareholders will receive benefits through receiving the Company's dividends according to the Company's dividend payment policy.

7.2 The convertible debenture holder who exercise his/ her right to convert into the Company's ordinary shares will be entitled to receive dividends from their operations, right to attend the shareholders' meeting, or other rights as the shareholders of the Company, starting from when there is an exercise of right to convert the convertible debentures of the Company to the Company's ordinary shares and his/ her name is in the Company's shareholders' register that have been registered with the Ministry of Commerce.

8. Other details necessary for shareholders' decision making in the approval of the capital increase/share allocation

8.1 The benefits that shareholders will receive for sale of newly issued shares to private placement is that there is a process and fast action time that can target investor groups as the Company wants. Whether it is investors who have potential in capital, have experience or have expertise in business that can enhance the potential of the Company which can also determine a certain amount of money to keep up with business operations. This will bring the greatest benefit both the operating results and operations for the Company and its shareholders.

8.2 Criteria and methods for considering the allocation of shares to private placement. The Company has rules in considering the allocation of shares to private placement. It will be considered from investors who have potential in capital or have experience or have expertise in a business that can enhance the Company's potential which will bring the most benefit to the Company.

9 Time schedule of action in case the Board of Directors passes a resolution with the approval of the capital increase/share allocation

No.	Procedures of the Capital Increase	Date/Month/Year
1	Board of Directors' Meeting No. 2/2024	February 29, 2024
2	Date to determine the list of shareholders who has the right to attend the Annual General Meeting of Shareholders year 2024 (Record Date)	March 14, 2024
3	Annual General Meeting of Shareholders year 2024	April 25, 2024
4	Registration of the registered capital increase and amendment of the Memorandum of Association with the Department of Business Development, Ministry of Commerce	Within 14 days from the date of the Annual General Meeting of Shareholders year 2023 approval of the registered capital increase.
5	Proceed with the offering and allocation of newly issued ordinary convertible debentures to private investors (Private Placement)	Determined after the approval from the Annual General Meeting of Shareholders year 2024

The Company hereby certify that the information contained in this report form is correct and complete in all respects.

Charn Issara Development Public Company Limited

Signed -Songkran Issara- Authorized director
(Mr. Songkran Issara)
Chief Executive Officer

Documents or evidence showing identity of a Shareholder or representative of a Shareholder entitled to attend the meeting.

Natural person

1. In case the shareholder attends the meeting in person
Valid identification card, identification card of government officer, driving license, passport and documentation related to name change (if any) should be shown
2. In case of proxy
 - 2.1 A completed proxy form enclosed in the notice of meeting, duly signed by the shareholder who give proxy and the proxy holder;
 - 2.2 A certified copy of the shareholder's identification as per 1;
 - 2.3 A certified copy of the proxy holder's identification similar to 1.

Juristic person

1. In case the representative (director) of juristic person attend the meeting in person
 - 1.1 Valid identification card of the representative similar to natural person in 1;
 - 1.2 A certified corporate affidavit which bears the authority of representative attending the meeting.
2. In case of proxy
 - a. A completed proxy form enclosed in the notice of meeting, duly signed by the juristic person (directors) who give proxy and the proxy holder;
 - b. A certified corporate affidavit which bears the authority of directors who sign the proxy form;
 - c. A copy of valid identification card of the director(s) who sign the proxy form;
 - d. A copy of valid identification card of the proxy holder similar to 1 of the natural people
3. In case of oversea shareholders who has appointed a custodian in Thailand
Show documentations similar to 1 and 2
In case the foreign shareholders have appointed a custodian to sign the proxy form there must be additional documentations as follows: -
 - 1) a proxy from foreign shareholders appointing a custodian to sign the proxy form;
 - 2) a certificate of custodian. Any documentation which its original is not in English must be accompanied by a certified translation, certified by shareholder or representative of juristic person.
2. Giving proxy
The Company has sent a proxy form B which is a specific proxy form according to regulation of the Department of Business Development, Ministry of Commerce Re. form of proxy (No. 5) BE 2550 Shareholder who is unable to attend the meeting in person may appoint a person as their proxy by following the procedure below:-
 1. Give proxy to a person selected by the shareholder or give proxy to one of any independent Director of the Company by specifying the name and details of the proxy holder or mark in front of one of any independent Director as listed in the proxy form,

2. Affix the Baht 20 stamp duty with specific date of proxy form written across the stamp duty,
3. Return the completed proxy form to the Company in the enclosed envelop within April 22, 2024 or before the beginning of the meeting for verification of the documents prior to the meeting.

Independent Director's profile for Shareholders choose to give proxy for attend the meeting and vote**1. MR.PHISUD DEJAKAISAYA**

Age : 68 years

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

Shareholding : 0.001 (8,167 shares)

Education/Training Program

- LL.B Thammasat University, Thailand, 1982
M.C.L, Southern Methodist University, USA, 1984
- Diploma in Comparative Law, South Western Legal Foundation, Dallas Texas
- Bachelor of Laws, Thammasat University
- Director Accreditation Program (DAP), Thai Institute of Director (IOD)
- Corporate Governance Program for Directors and Executive of State Enterprises and Public Organization (Class 10), Public Director Institute (PDI)

Professional career

1990 – present	Managing Director	Siam Premier International Law Office Limited
2011 - present	Managing Director	Lao Premier International Law Office
2011- present	Nomination and	Charn Issara Development Public Company Limited
		Remuneration Committee
2002 - present	Chairman of the	Charn Issara Development Public Company Limited
	Audit Committee	
2016 – present	Director	Spruson & Ferguson Co., Ltd.
Oct 29, 2019 – present	Advisor to the Senate of the Poverty and Inequality Reduction Committee	
1 Oct 2017 – Dec 2019	Independent Director	Information Technology Group Co., Ltd
June 209 – present	Personal Expert Advisor to Senator Weerasak Kowsurat	
Jan 2018 – Apr 2019	Chairman of Legal Committee	Ministry of Tourism and Sports

31 May 2016 – May 2017	Vice Chairman	Graduate Law Development Program Faculty of Law, Bangkok University
Jan 2012 – Dec 2013	Advisor to the Board	Airports Authority of Thailand Public Co., Ltd.
July 2009-30 Dec 2009	Advisor	Deputy Minister of Agriculture and Cooperative
Apr 2009 – Jul 2009	Subcommittee	Evaluation of the Legal Development of the Government Subcommittee for Fiscal year 2009
Jul 2008 – 16 June 2010	Advisor to the Board	Thailand Post Co., Ltd.
Nov 2008 – Feb 2009	Director	Office of Small and Medium Enterprise Promotion (OSMEP), Ministry of Industry
Jul 2008 – Jan 2009	Advisor to the Board	Software Industry Promotion Agency Ministry of ICT
1987 – 1990	Senior Lawyer	Baker & McKenzie Ltd.

Forbidden record

1. No criminal record related to assets wrongfully acquired,
2. No record of related transaction which cause conflict of interest to the Company in past year,

Meeting attendance record in past year

1. Attend 10/10 meetings of the Board of Directors,
2. Attend 5/5 meetings of Audit committee
3. Attend 2/2 meetings of Nomination and Remuneration Committee
4. Attend 1/1 meeting of the Annual General Meeting of Shareholders in 2023

2. MR.WITIT RATCHATATANUN

Age : 69 years

Audit Committee and Independent Director

Shareholding : 0.181 (1,930,500 shares)

Education/Training Program

- Doctoral Degree in Education , Harvard University, U.S.A.
- M.A. University of Essex U.K.,
- B.Sc. (Econ) London School of Economics U.K.

Professional career

Present	Director,	Panyaprateep School, Pak Chong, Nakhon Ratchasima
	Advisor	Thawsi School
2002-Present	Independent Director	Charn Issara Development Public Co., Ltd
	Audit Committee	
	Nomination and Remuneration Committee	
2004	Director,	Community Economic Development and Income
Distribution		Office, NESDB
1999-2003	Assistant Secretary	General of NESDB
2001-2002	Director,	International Policy Office
	Director,	Macro Social Policy Office
1997-2003	Director,	Thai-German Institute, Ministry of Industry
2000-2004	Director,	Liquor Distillery Organization, Ministry of Finance
1996-1999	Director,	Office of the Joint Public/Private Consultative Committee
1993-1996	Director,	Government and Private Cooperation Division

Forbidden record

1. No criminal record related to assets wrongfully acquired,
2. No record of related transaction which cause conflict of interest to the Company in past year,

Meeting attendance record in past year

1. Attend 10/10 meetings of the Board of Directors,
2. Attend 5/5 meetings of Audit committee
3. Attend 2/2 meetings of Nomination and Remuneration Committee
4. Attend 1/1 meeting of the Annual General Meeting of Shareholders in 2023

3. MR. PINIT PUAPAN

Age: 56 years

Independent Director, Audit Committee, Risk Management Committee

Shareholding: 0.125 (1,336,500 shares)

Education/Training Program

- IT Governance and Cyber Resilience Program (ITG 13) (2020) Thai Institute of Directors (IOD)
- Oxford Programme on Negotiation Programme in Bangkok, Executive Education and Enrichment Institute (2018)
- Corporate Governance in Digital Era (2018) Fiscal Policy Research Institute Foundation
- Executive Energy Program (EEP 3), The Federation of Thai Industries
- Public Director Certification Program (PDI 15), King Prajadhipok's Institute (2016)
- Corporate Governance for Capital Market Intermediaries (CGI 2/2015) Thai Institute of Directors (IOD) (2015)
- Advanced Security Management Program (ASMP 5), The Association National Defense College of Thailand / 2014
- Leader Program, Capital Market Academy (CMA11) / 2011
- Director Accreditation Program (DAP), Thai Institute of Directors (IOD) / 2004
- Audit Committee Program (ACP), Thai Institute of Directors (IOD) / 2004
- Advance Management Program, Harvard Business School (2006)
- Master Degree in Economics, The London School of Economic and Political Science (1990)
- BA, Economics & Political Science, Tufts University (1989)

Professional career for the past five years

2002 - Present	Independent Director, Audit Committee, Risk Management Committee	Charn Issara Development Public Co., Ltd.
February 1 2023 – Present	Chairman of the Board	SRISAWAD CAPITAL 1969 PUBLIC COMPANY LIMITED
March 2021 – Present	Director	Fast Money Co., Ltd.
March 201 – Present	Director	Krungthai Zmico Securities Co., Ltd.
February 2021 – Present	Director	Xspring Capital Co., Ltd.

2018 – Present	Director	Veyla Natai Residences (Villa) Co., Ltd.
2016 – Present	Director	MG 1962 Warehouse and Distribution Co., Ltd.
December 2015 - Present	Director	Srisawad Corporation Public Co., Ltd.
2014 – Present	Director	Mali Group 1962 Co., Ltd.
2013 – Present	Director	Veyla Cha Am Residences Co., Ltd.
2003 - Present	Directors	Talon Holdings Co., Ltd.
2002 - Present	Board of Directors	Thai Dairy Industry Co., Ltd.
15 October 2019 – 20 September 2021	Director	State Railway of Thailand
31 August 2020 – 20 September 2021	Director	S.R.T. Electrified Train Co., Ltd.
15 February – 20 May 2021	Director	Small and Medium Enterprise Development Bank of Thailand (SME)
20 December 2017- 29 February 2020	Director	Thai Airways International Public Co., Ltd.
13 June 2017- 10 November 2020	Director	Srisawad Finance Public Co., Ltd.
October 2021 – December 2022	Director	Bay Computing Co., Ltd.

Forbidden record

1. No criminal record related to assets wrongfully acquired,
2. No record of related transaction which cause conflict of interest to the Company in past year,

Meeting attendance record in past year

1. Attend 10/10 meetings of the Board of Directors,
2. Attend 5/5 meetings of Audit committee
3. Attend 1/1 meeting of Risk management committee
4. Attend 1/1 meeting of the Annual General Meeting of Shareholders in 2023

Profile of the Independent Directors Proposed by The Company to act as Proxy for Shareholders

(Excluding independent Directors to be retired by rotation in the year 2024)

Name	Age (Years)	Positions	Address	Special conflict of interest* in the proposed agenda
1.MR.PHISUD DEJAKAISAYA	68	Chairman of Audit Committee, Independent Director, Nomination and Remuneration Committee	Charn Issara Development Public Co., Ltd. 2922/200 New Phetchaburi Road, Bangkapi, Huey Kwang Bangkok 10320	No special conflict of interest in Agenda 1-14
2. MR.WITIT RATCHATATANUN	69	Audit Committee and Independent Director		No special conflict of interest in Agenda 1-14
3. MR. PINIT PUAPAN	56	Independent Director, Audit Committee, Risk Management Committee		No special conflict of interest in Agenda 1-14

Remark:

1. Profiles of independent directors appear in the Annual Information Form / Annual Report (56-1 One-report), Attachment 1, Profile of Directors. disclosed on www.charnissara.com
2. Having a special interest As defined in the AGM Checklist is a disclosure. Only in the part of independent directors who will be proxies from shareholders whether they have any special interest in the agenda of this shareholders' meeting or not, for example, does he have a special interest in the agenda of the election of directors because he is the person who will must be re-elected as a director again
3. Independent directors who are nominated as proxies will proceed as the shareholders have given them as proxies. and if the proxy does not perform as assigned by the proxy Shareholders who have been damaged can exercise their rights to take legal action against the Company and their proxies.

(affix Baht 20 Duty Stamp)

Proxy Form B

Specific Proxy

Written at.....

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

(1) I/We..... Nationality.....
Residing at No..... Street Tambol/Kwang.....
Amphur/Kate..... Province Post Code.....

(2) Being a shareholder of Charn Issara Development PLC by holding a total number of
.....shares and is entitled to votes as follows:-
Ordinary shares shares, entitled to votes
Preference shares shares, entitled to votes

(3) Hereby appoint

(1)age years
Residing at house number Road Tambol/Kwang.....
Amphur/Kate..... Province Postcode
Mobil No.** E-Mail** or

(2) Mr. PHISUD DEJAKAISAYA (Chairman of Audit Committee, Independent Director,
Nomination and Remuneration Committee) age 67 years Residing at house number
2922/200 Road New Petchburi Tambol/Kwang Bangkapi Amphur/Kate Huaykwang
Province Bangkok Metropolis Postcode 10320

(3) Mr. WITIT RATCHATATANUN (Audit Committee and Independent Director) age 68
years Residing at house number 2922/200 Road New Petchburi Tambol/Kwang
Bangkapi Amphur/Kate Huaykwang Province Bangkok Metropolis Postcode 10320

(4) Mr. PINIT PUAPAN (Independent Director, Audit Committee, Risk Management
Committee) age 55 years Residing at house number 2922/200 Road New Petchburi
Tambol/Kwang Bangkapi Amphur/Kate Huaykwang Province Bangkok Metropolis
Postcode 10320

One of those as my/our proxy to attend and vote on my/our behalf in the Annual General Meeting of Shareholders 2024 to be held on April 25, 2024 Time 14.00 at 10th floor Charn Issara Tower II, No. 2922/200 New Petchburi road, Kwang Bangkapi, Kate Huaykwang, Bangkok Metropolis or such other date, time and place as the meeting may be adjourned.

(4) In this meeting, I hereby give my proxy to vote on my behalf as follows: -

Agenda No. 1 Chairman's Announcement (if any)

Agenda No. 2 To consider and adopt the minutes of the Ordinary General Shareholders' Meeting for the year 2023 which was held on 26 April 2023

The proxy is granted to vote on my behalf as it deems appropriate in all respects.

(1) The proxy is granted to vote at my desire as follows: -

Approve Disapprove Abstain

Agenda No. 3 To consider acknowledgement of the Annual Registration Statement / Annual Report (One Report) and the Board of Director's view on the operating results of the fiscal year 2023

This agenda is for acknowledgement and does not need to be voted.

Agenda No. 4 To consider for approve the Statement of Financial Position and Statement of Comprehensive Income which have already been examined by the Company's auditor for the fiscal year 2023 ended as of 31 December 2023

(1) The proxy is granted to vote on my behalf as it deems appropriate in all respects.

(2) The proxy is granted to vote at my desire as follows: -

Approve Disapprove Abstain

Agenda No. 5 To consider and approve omitted of dividend payment and omitted allocation of the legal reserve in the performance of the year 2023

(1) The proxy is granted to vote on my behalf as it deems appropriate in all respects.

(2) The proxy is granted to vote at my desire as follows: -

Approve Disapprove Abstain

Agenda No. 6 To consider and approve the appointment of Directors to replace those retiring by rotation. (Details of directors' biographies are shown in Attachment No. 3).

(1) The proxy is granted to vote on my behalf as it deems appropriate in all respects.

(2) The proxy is granted to vote at my desire as follows: -

Appointment of certain Directors

1. MRS. SRIVARA ISSARA

position: Chairperson

Approve Disapprove Abstain

2. MR. VORASIT ISSARA

position: Director

Approve Disapprove Abstain

3. MR. DITTAWAT ISSARA

position: Director

Approve Disapprove Abstain

Agenda No. 7 To consider the fixing of remuneration for the Board of Directors and Sub-Committee for the year 2024

- (1) The proxy is granted to vote on my behalf as it deems appropriate in all respects.
 (2) The proxy is granted to vote at my desire as follows: -

Approve Disapprove Abstain

Agenda No. 8 To consider and approve the appointment of the Company's auditors approved by the Securities and Exchange Commission Thailand and fixing of the auditors' remuneration for the fiscal year ended on 31 December 2024.

- (1) The proxy is granted to vote on my behalf as it deems appropriate in all respects.
 (2) The proxy is granted to vote at my desire as follows: -

Approve Disapprove Abstain

Agenda No. 9 To consider and approve the decrease of registered capital of the Company by cancelling the ordinary shares that has not yet been Offered and approve the amendment of clause 4 of the Company's memorandum of Association to be in line with the decrease of the Company's registered capital

- (1) The proxy is granted to vote on my behalf as it deems appropriate in all respects.
 (2) The proxy is granted to vote at my desire as follows:-

Approve Disapprove Abstain

Agenda No. 10 To consider and approve the issuance and offering of the Debentures of the Company

- (1) The proxy is granted to vote on my behalf as it deems appropriate in all respects.
 (2) The proxy is granted to vote at my desire as follows: -

Approve Disapprove Abstain

Agenda No. 11 To consider and approve the increase of registered capital of the Company and approve the amendment of clause 4 of the Company's memorandum of Association to be in line with the increase of the Company's registered capital

- (1) The proxy is granted to vote on my behalf as it deems appropriate in all respects.
 (2) The proxy is granted to vote at my desire as follows: -

Approve Disapprove Abstain

Agenda No. 12 To consider and approve the allocation of the new ordinary shares

- (1) The proxy is granted to vote on my behalf as it deems appropriate in all respects.
 (2) The proxy is granted to vote at my desire as follows: -

Approve Disapprove Abstain

Agenda No.13. Consider and approve amendments to the company's objectives and amend Section 3 of the Company's Memorandum of Association to be consistent with the amendment of objectives.

- (1) The proxy is granted to vote on my behalf as it deems appropriate in all respects.
 (2) The proxy is granted to vote at my desire as follows: -

Approve Disapprove Abstain

Agenda No. 14 To consider other business (if any)

- (1) The proxy is granted to vote on my behalf as it deems appropriate in all respects.
 (2) The proxy is granted to vote at my desire as follows: -

Approve Disapprove Abstain

(5) In the event that any vote by proxy is found to be different from direction specified in this specific proxy form that vote shall be regarded as misrepresenting and not my vote as a shareholder.

(6) In the event that I do not specify my voting direction on any agenda or my direction is unclear or in the event that the Meeting considers or passes any resolutions in any matters other than those specified herein including the case where there is an amendment or an addition of any fact whatsoever then the proxy is allowed to consider and vote on my behalf as it deems appropriate.

Any act performed by the proxy in the Meeting, except for those vote(s) that are not in accordance with this specific proxy form, it shall be deemed as such acts had been done by myself in all respects.

Signed _____ Grantor
()

Signed _____ Proxy
()

Signed _____ Proxy
()

Remarks

1. The shareholder appointing proxy must authorize only one proxy to attend and vote in the Meeting and may not split the number of shares to many proxies for splitting votes.
2. The agenda of electing Directors, a whole Board or any specific Director(s) may be elected.
3. In the event that there are more agendas to be considered in the meeting than those specified above The grantor can specify additional information in the proxy form to the Proxy Form B as attached
4. In case the shareholder wishes to cancel the proxy, this can be done by notifying the chairman in writing. or via email narakorn@charnissara.com before the meeting or at the latest before the start of voting for each agenda.
5. Shareholders should read the details of the meeting agenda before deciding to appoint a proxy.

Proxy Form (Form C)

(This form is used only if the shareholder is an offshore investor who appoints a local custodian in Thailand to keep his/her shares in the custody)

Issued

at.....

Date Month

.....Year.....

(1) I / We..... Nationality

.....

Residing at No. Road Sub-district.....

District.....Province..... Country Postal code.....

(2) In our capacity as the custodian for

.....

am / are a shareholder of the Charn Issara Development Public Company Limited, holding a total number ofshares and having Voting right details as follows:-

Holding ordinary shares that have voting rights of.....votes

Holdingpreference shares that have voting rights of.....votes

(5) Hereby appoint

(1)age years
Residing at house number Road Tambol/Kwang.....

Amphur/Kate..... Province Postcode

Mobil No.**..... E-Mail**..... or

(2) Mr. PHISUD DEJAKAISAYA (Chairman of Audit Committee, Independent Director, Nomination and Remuneration Committee) age 67 years Residing at house number 2922/200 Road New Petchburi Tambol/Kwang Bangkok Amphur/Kate Huaykwang Province Bangkok Metropolis Postcode 10320

(3) Mr. WITIT RATCHATATANUN (Audit Committee and Independent Director) age 68 years Residing at house number 2922/200 Road New Petchburi Tambol/Kwang Bangkok Amphur/Kate Huaykwang Province Bangkok Metropolis Postcode 10320

(4) Mr. PINIT PUAPAN (Independent Director, Audit Committee, Risk Management Committee) age 55 years Residing at house number 2922/200 Road New Petchburi Tambol/Kwang Bangkok Amphur/Kate Huaykwang Province Bangkok Metropolis Postcode 10320

One of those as my/our proxy to attend and vote on my/our behalf in the Annual General Meeting of Shareholders 2024 to be held on April 25, 2024 Time 14.00 at 10th floor Charn Issara Tower II, No. 2922/200 New Petchburi road, Kwang Bangkapi, Kate Huaykwang, Bangkok Metropolis or such other date, time and place as the meeting may be adjourned.

(6) In this meeting, I hereby give my proxy to vote on my behalf as follows: -

Agenda No. 1 Chairman's Announcement (if any)

Agenda No. 2 To consider and adopt the minutes of the Ordinary General Shareholders' Meeting for the year 2023 which was held on 26 April 2023

The proxy is granted to vote on my behalf as it deems appropriate in all respects.

(2) The proxy is granted to vote at my desire as follows: -

Approve Disapprove Abstain

Agenda No. 3 To consider acknowledgement of the Annual Registration Statement / Annual Report (One Report) and the Board of Director's view on the operating results of the fiscal year 2023

This agenda is for acknowledgement and does not need to be voted.

Agenda No. 4 To consider for approve the Statement of Financial Position and Statement of Comprehensive Income which have already been examined by the Company's auditor for the fiscal year 2023 ended as of 31 December 2023

(1) The proxy is granted to vote on my behalf as it deems appropriate in all respects.

(2) The proxy is granted to vote at my desire as follows: -

Approve Disapprove Abstain

Agenda No. 5 To consider and approve omitted of dividend payment and omitted allocation of the legal reserve in the performance of the year 2023

(1) The proxy is granted to vote on my behalf as it deems appropriate in all respects.

(2) The proxy is granted to vote at my desire as follows: -

Approve Disapprove Abstain

Agenda No. 6 To consider and approve the appointment of Directors to replace those retiring by rotation. (Details of directors' biographies are shown in Attachment No. 3).

(1) The proxy is granted to vote on my behalf as it deems appropriate in all respects.

(2) The proxy is granted to vote at my desire as follows: -

Appointment of certain Directors

4. MRS. SRIVARA ISSARA

position: Chairperson

Approve Disapprove Abstain

5. MR. VORASIT ISSARA

position: Director

Approve Disapprove Abstain

6. MR. DITTAWAT ISSARA

position: Director

Approve Disapprove Abstain

Agenda No. 7 To consider the fixing of remuneration for the Board of Directors and Sub-Committee for the year 2024

(1) The proxy is granted to vote on my behalf as it deems appropriate in all respects.

(2) The proxy is granted to vote at my desire as follows: -

Approve Disapprove Abstain

Agenda No. 8 To consider and approve the appointment of the Company's auditors approved by the Securities and Exchange Commission Thailand and fixing of the auditors' remuneration for the fiscal year ended on 31 December 2024.

(1) The proxy is granted to vote on my behalf as it deems appropriate in all respects.

(2) The proxy is granted to vote at my desire as follows: -

Approve Disapprove Abstain

Agenda No. 9 To consider and approve the decrease of registered capital of the Company by cancelling the ordinary shares that has not yet been Offered and approve the amendment of clause 4 of the Company's memorandum of Association to be in line with the decrease of the Company's registered capital

(1) The proxy is granted to vote on my behalf as it deems appropriate in all respects.

(2) The proxy is granted to vote at my desire as follows:-

Approve Disapprove Abstain

Agenda No. 10 To consider and approve the issuance and offering of the Debentures

of the Company

- (1) The proxy is granted to vote on my behalf as it deems appropriate in all respects.
 (2) The proxy is granted to vote at my desire as follows: -

Approve Disapprove Abstain

Agenda No. 11 To consider and approve the increase of registered capital of the Company and approve the amendment of clause 4 of the Company's memorandum of Association to be in line with the increase of the Company's registered capital

- (1) The proxy is granted to vote on my behalf as it deems appropriate in all respects.
 (2) The proxy is granted to vote at my desire as follows: -

Approve Disapprove Abstain

Agenda No. 12 To consider and approve the allocation of the new ordinary shares

- (1) The proxy is granted to vote on my behalf as it deems appropriate in all respects.
 (2) The proxy is granted to vote at my desire as follows: -

Approve Disapprove Abstain

Agenda No.13. Consider and approve amendments to the company's objectives and amend Section 3 of the Company's Memorandum of Association to be consistent with the amendment of objectives.

- (1) The proxy is granted to vote on my behalf as it deems appropriate in all respects.
 (2) The proxy is granted to vote at my desire as follows: -

Approve Disapprove Abstain

Agenda No. 14 To consider other business (if any)

- (1) The proxy is granted to vote on my behalf as it deems appropriate in all respects.
 (2) The proxy is granted to vote at my desire as follows: -

Approve Disapprove Abstain

(5) In the event that any vote by proxy is found to be different from direction specified in this specific proxy form that vote shall be regarded as misrepresenting and not my vote as a shareholder.

(6) In the event that I do not specify my voting direction on any agenda or my direction is unclear or in the event that the Meeting considers or passes any resolutions in any matters other than those specified herein including the case where there is an amendment or an addition of any fact whatsoever then the proxy is allowed to consider and vote on my behalf as it deems appropriate.

Any act performed by the proxy in the Meeting, except for those vote(s) that are not in accordance with this specific proxy form, it shall be deem as such acts had been done by myself in all respects.

Signed _____ Grantor
()

Signed _____ Proxy
()

Signed _____ Proxy
()

Remarks

- 6. The shareholder appointing proxy must authorize only one proxy to attend and vote in the Meeting and may not split the number of shares to many proxies for splitting votes.
- 7. The agenda of electing Directors, a whole Board or any specific Director(s) may be elected.
- 8. In the event that there are more agendas to be considered in the meeting than those specified above The grantor can specify additional information in the proxy form to the Proxy Form B as attached
- 9. In case the shareholder wishes to cancel the proxy, this can be done by notifying the chairman in writing. or via email narakorn@charnissara.com before the meeting or at the latest before the start of voting for each agenda.
- 10. Shareholders should read the details of the meeting agenda before deciding to appoint a proxy.

(5) In the event that any vote by proxy is found to be different from direction specified in this specific proxy form that vote shall be regarded as misrepresenting and not my vote as a shareholder.

(6) In the event that I do not specify my voting direction on any agenda or my direction is unclear or in the event that the Meeting considers or passes any resolutions in any matters other than those specified herein including the case where there is an amendment or an addition of any fact whatsoever then the proxy is allowed to consider and vote on my behalf as it deems appropriate.

Any act performed by the proxy in the Meeting, except for those vote(s) that are not in accordance with this specific proxy form, it shall be deem as such acts had been done by myself in all respects.

Signed..... Grantor
(.....)

Signed..... Proxy
(.....)

Signed..... Proxy
(.....)

- Remarks :
1. This Form C is used only if the shareholder whose name is in the shareholders' register is an offshore investor who appoints a local custodian in Thailand to keep his / her shares in the custody.
 2. The necessary evidence to be enclosed with this proxy form is:
 - (1) the power-of-attorney granted by the shareholder to the custodian by which the custodian is appointed to sign the proxy form on the shareholder's behalf: and
 - (1) a certification that the authorized signatory of the proxy form is licensed to operate the custodian business.
 3. A shareholder may grant a proxy to only one person. The number of shares held by a shareholder may not be divided into several portions and granted to more than one proxy in order to divide the votes.
 4. As regards the agenda to appoint directors, the meeting may consider appointing the entire board or any director(s).
 5. In case there is other business to be discussed in addition to those specified above, the grantor may make additional authorization in the Attachment to Proxy Form C.

Supplement to Proxy Form C.

The appointment of proxy holder by the shareholder of Charn Issara Development Public Company Limited.

At the 2024 Annual General Meeting of Shareholders on 25 April 2024 at 14.00 hours at 21st floor, Charn Issara Tower II, New Petchburi Road, Bangkok, Huay Kwang, Bangkok 10320 or at any adjournment thereof to any other date, time and place.

..... Agenda.....Subject.....

- (a) The proxy has the rights to consider the matter and vote on my / our behalf as he / she deems appropriate in all respects.
- (b) The proxy is allowed to vote in accordance with my / our following instructions:
 - Approve Object Abstain

Agenda.....Subject.....

- (a) The proxy has the rights to consider the matter and vote on my / our behalf as he / she deems appropriate in all respects.
- (b) The proxy is allowed to vote in accordance with my / our following instructions:
 - Approve Object Abstain

Agenda.....Subject.....

- (a) The proxy has the rights to consider the matter and vote on my / our behalf as he / she deems appropriate in all respects.
- (b) The proxy is allowed to vote in accordance with my / our following instructions:
 - Approve Object Abstain

Agenda.....Subject.....

- (a) The proxy has the rights to consider the matter and vote on my / our behalf as he / she deems appropriate in all respects.
- (b) The proxy is allowed to vote in accordance with my / our following instructions:
 - Approve Object Abstain

Agenda.....Subject To consider the election of directors

(continued)

Name of Director.....

- Approve Object Abstain

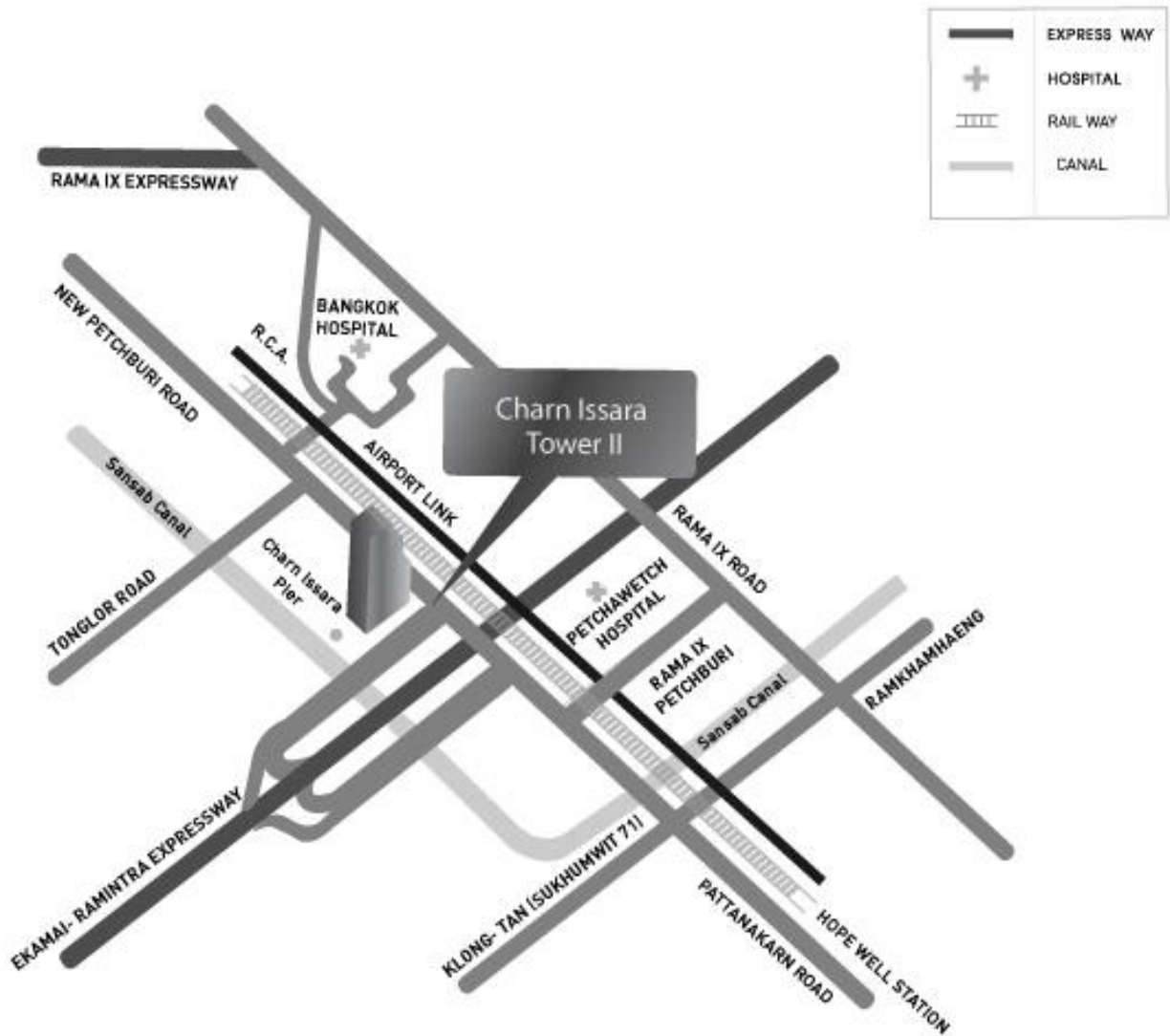
Name of Director.....

- Approve Object Abstain

Name of Director.....

- Approve Object Abstain

CHARN ISSARA DEVELOPMENT PCL.
10th floor, Conference room, Charn Issara Tower 2
2922/200 New Petchburi Road, Bangkokpi,
Huay Kwang, Bangkok 10320
Tel : 0-2308-2020



Question form in advance according to the agenda of the 2024

Annual General Meeting of Shareholders

Charn Issara Development Public Co.,Ltd.

On Wednesday, 25 April 2024, 2.00 pm.

At 21 floor, Charn Issara Tower II

2922/200 New Phetchaburi Road, Bangkok, Huey Kwang Bangkok 10320

Dear Company Secretary

CHARN ISSARA DEVELOPMENT PCL. (“CI”)

I / We.....

Please mark ✓ ()

() Shareholders of Charn Issara Company Development Public Company Limited

() Proxies from..... which is a shareholder Charn Issara Company Development Public Company Limited has questions about agenda. in the Annual General Meeting (AGM 2024) of CI as follows:

.....
.....

Remarks: Please completing the above details and send it back to Charn Issara Company Development PLC within April 22, 2024 at 5:00 p.m. to email narakorn@charnissara.com

Any question please contact: Mr. Narakorn Boonbumrung Tel. 02-308 2020 ext. 522



(Encls.12)

Request form for annual report 2023 (56-1 One Report)

(Hard copy)

Dear shareholders

The Company has prepared the Annual Information Form / Annual Report (56-1 One Report) (which shows the financial statements) for the year 2023 in QR code format and has sent to the shareholders together with this meeting invitation letter.

If a shareholder wishes to request the Annual Information Form / Annual Report 2022 in hard copy format which has the same content as in the QR code, please fill out this form. and put it in the business envelope that has been attached with the meeting invitation letter and send it back to the company or send the form via or send it via E-mail at narakorn@charnissara.com to continue delivering to you.

I/we

Address

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Phone number..... e-Mail.....