

25 March 2025

- Subject : Invitation to attend the Annual General Meeting of Shareholders of the Company for the year 2025.
- Attention : Shareholders of Grande Asset Hotels and Property Public Company Limited.
- Enclosures : 1. Copy of Minutes of Annual General Meeting of Shareholders of the Company for the year 2024.
2. Form 56-1 One Report 2024, the statements of financial position as at 31 December 2024, the statements of comprehensive income, changes in shareholders' equity and cash flows for the year then ended (in QR Code).
3. Name list and profiles of the directors nominated to be elected as directors to replace those retiring by rotation.
4. Scope of Duties and Responsibilities of the Audit Committee.
5. Amount of Auditor's Remunerations for the years 2023-2025.
6. Profiles of Independent Directors (acting as Proxy of the Shareholders).
7. Proxy Form A. and Form B.
8. Articles of Association of the Company related to the Annual General Meeting of Shareholders.
9. The required documents or evidence to identify the right to attend the Annual General Meeting of Shareholders for the year 2025 via Electronic Meeting (E-MEETING).
10. Guidelines for attending the Annual General Meeting of Shareholders for the year 2025 via Electronic Meeting (E-MEETING).

The Board of Directors of Grande Asset Hotels and Property Public Company Limited has resolved to call the Annual General Meeting of Shareholders of the Company for the year 2025 on Wednesday, 23 April 2025, at 10.00 hrs., via Electronic Meeting (E-Meeting), to consider the matters in accordance with the following agenda:

Agenda 1. To acknowledge the matters notified by the Chairman of the Board.

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

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

Agenda 2. To consider and adopt the Minutes of the Annual General Meeting of Shareholders of the Company for the year 2024.

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

Background Information: The Annual General Meeting of Shareholders of the Company for the year 2024 was held on 23 April 2024, and the minutes of the meeting has been submitted to the Stock Exchange of Thailand and Ministry of Commerce by the Company within the timeframe prescribed by laws, which the details are attached in **Enclosure 1**.

Opinion of the Board: The Shareholders meeting is hereby advised to adopt the Minutes of the Annual General Meeting of Shareholders of the Company for the year 2024 was held on 23 April 2024.

Agenda 3. To consider and acknowledge the performance results of the Company for the year 2024.

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

Background Information: The report of the performance results of the Company for the previous year 2024 appears in the Form 56-1 One Report 2024 in **Enclosure 2**.

Opinion of the Board: The Shareholders meeting is hereby advised to acknowledge the performance results of the Company for the previous year 2024 and the Form 56-1 One Report 2024.

Agenda 4. To consider and approve the statements of financial position as at 31 December 2024, the statements of comprehensive income, changes in shareholders' equity and cash flows for the year then ended.

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

Background Information: In compliance with Section 112 of the Public Limited Companies Act B.E. 2535 and Article 45 of the Company's Articles of Association, which stipulate that the Board of Directors of the Company shall arrange for preparation of the statements of financial position and the statements of comprehensive income as of the end of the accounting period of the Company, and shall submit the same to the Shareholders Meeting at the Annual General Meeting for consideration and approval. Therefore, the Board of Directors of the Company proposed to the Annual General Meeting of Shareholders to consider and approve the statements of financial position as at 31 December 2024, the statements of comprehensive income, changes in shareholders' equity and cash flows for the year then ended of the Company, which have been audited and certified by the Auditor and have been reviewed by the Audit Committee of the Company as shown in the Form 56-1 One Report 2024 in **Enclosure 2**.

Opinion of the Board: The Shareholders meeting is hereby advised to consider and approve the statements of financial position as at 31 December 2024, the statements of comprehensive income, changes in shareholders' equity and cash flows for the year then ended of the Company, which have been reviewed by the Audit Committee and have been audited and certified by the Auditor.

Agenda 5. To acknowledge the non-payment of dividends of the year 2024.

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

Background Information: According to Section 115 of the Public Limited Companies Act B.E. 2535 and Article 47 of the Company's Articles of Association which stipulate that the Company is prohibited from paying dividends out of other funds except profits, and in case the Company has the accumulated losses, the Company shall not pay any dividend.

Since the single financial statements of the Company ended 31 December 2024 showed the Company to have the net loss from its performance results in the amount of 729,559,084.- Baht, resulting that the single financial statements has the accumulated losses in the amount of 2,189,437,947.- Baht. The Company then could not pay the dividends for its performance results of the year 2024 to the Shareholders.

Opinion of the Board: The Shareholders meeting is hereby advised to acknowledge the non-payment of dividends of the year 2024.

Agenda 6. To consider and elect new directors replacing those retiring by rotation.

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

Background Information: In compliance with Section 71 of the Public Limited Companies Act B.E. 2535 and Article 21 of the Company's Articles of Association, it provides that one-third of the Directors are required to retire from offices every year, whereby the Directors who have been in the longest term in office are required to retire by rotation. But they are entitled to be re-elected to resume the positions of the Directors of the Company. Presently, the Board of Directors of the Company has ten directors in total. Therefore, there are four Directors who are to retire from offices by rotation in this occasion, as follows:

- | | |
|----------------|--------------|
| 1. Mr. Sanith | Adhyanasakul |
| 2. Mr. Vitavas | Vibhagool |
| 3. Mr. Suradej | Narula |
| 4. Mr. Chaiwat | Utaiwan |

Since the said four directors are the persons who have appropriate qualification, knowledge, ability and experience related to the businesses of the Company, which are beneficial to the business operation of the Company, it is hereby proposed to the Shareholders meeting for consideration of the re-election of the said four directors to their offices as the directors for another term. The name list and profiles of the directors nominated to be elected as Directors to replace those retiring by rotation appears in **Enclosure 3**.

Opinion of the Board: The Board of Directors having considered it carefully hereby advise the Shareholders meeting to consider as follows:

1. Re-election of Mr. Sanith Adhyanasakul, Mr. Vitavas Vibhagool and Mr. Suradej Narula, who shall be retired by rotation on this occasion, to resume their offices as the Directors of the Company for another term.
2. Re-election of Mr. Chaiwat Utaiwan who shall be retired by rotation on this occasion, to resume his offices as the Director, Independent Director, Audit Committee and Chairman of Risk Management Committee of the Company for another term.

Agenda 7. To consider and approve the remuneration of the Directors for the year 2025.

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

Background Information: In compliance with Section 90 of the Public Limited Companies Act B.E. 2535 and Article 35 of the Company's Articles of Association, it provides that the payment of the remuneration (attendance fees) to the Board of Directors of the Company, it requires the approval from the Shareholders Meeting. The Board of Directors has considered the remuneration to the Directors in comparison with the rates of the directors' remuneration of the same business group as well as the appropriateness for the scope of duties and responsibilities of the Board of Directors, it is hereby proposed to the Shareholders meeting for consideration of the remuneration of the Directors for the year 2025.

Opinion of the Board: The Shareholders meeting is hereby advised to approve the payment of the remuneration of the Directors for the year 2025 in the form of attendance fees with the same rate as approved in the year 2024, as follows:

1. The Attendance fees for the meeting of Board of Directors in an amount of Baht 50,000.- per meeting per person.
2. The Attendance fees for the meeting of Audit Committee and Risk Management Committee in an amount of Baht 50,000.- per meeting per person.
3. The Attendance fees for the meeting of Executive Committee in an amount of Baht 10,000.- per meeting per person and fixing the attendance fees for the meeting of Executive Committee in the amount not exceeding 1,500,000.- Baht per year.

Agenda 8. To consider and appoint the auditors and to fix the auditor's remunerations for the year 2025.

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

Background Information: In compliance with section 120 of the Public Limited Companies Act B.E. 2535 and the Article 43 of the Company's Articles of Association which provides that every Annual General Meeting of Shareholders shall appoint the auditors and fix the auditing fee. Therefore, the Company is required to appoint the auditors for the fiscal year 2025 and fix their auditing fees.

The Board of Directors has considered at the deliberation and recommendation of the Audit Committee to be appropriate for the Shareholders meeting to consider and appoint the Auditors of EY Office Limited as the Company's auditors for the fiscal year 2025, considering that they are qualified under the regulations of the Office of Securities Exchange Commission, having independent, experience and expertise in auditing, as well as having the auditing standard as accepted by the listed companies in the Stock Exchange of Thailand, the details of which are as follows:

| Auditor Names | CPA Registration No. | Years of Auditing |
|--------------------------------|----------------------|-------------------|
| 1. Mr. Pornanan Kitjanawanchai | 7792 | 0 |
| 2. Miss Krongkaew Limkittikul | 5874 | 0 |
| 3. Miss Sirirat Sricharoensup | 5419 | 0 |
| 4. Miss Sumesa Tangyoosuk | 7627 | 0 |

Whereby any one of the above-mentioned auditors is authorized to audit and set his/her signature in its audit report, and to consider the fixing of the remuneration of the Auditors in the amount not exceeding 2,470,000.- Baht. Moreover, EY Office Limited is also acting as the auditor of the Company's subsidiaries. The Company had attached the auditor's remunerations in the previous years with the details as appeared in **Enclosure 5**.

EY Office Limited and the auditors proposed to be the auditors of the Company, and its subsidiary companies have no relationship or any interest with the Company or its subsidiary companies, nor as executives, major shareholders or persons related to the said persons in such a way which may have an impact on performing their task independently.

Opinion of the Board: The Shareholders meeting is hereby advised to appoint the auditors of EY Office Limited by Mr. Pornanan Kitjanawanchai, Certified Public Accountant No. 7792 and/or Miss Krongkaew Limkittikul, Certified Public Accountant No. 5874 and/or Miss Sirirat Sricharoensup, Certified Public Accountant No. 5419 and/or Miss Sumesa Tangyoosuk, Certified Public Accountant No. 7627, as the Company's auditors for the year 2025 and fixing the remuneration of the Auditors in the amount not exceeding 2,470,000.- Baht.

Agenda 9. To consider any other business (if any).

You are hereby invited to attend the Annual General Meeting of Shareholders for the year 2025 via Electronic Meeting on the date and time specified above. In this regard, all shareholders could attend the Annual General Meeting of Shareholders for the year 2025 via Electronic Meeting by yourself or may appoint other persons or the Company's Independent Director and Audit Committee to be the proxies, whose names and details as shown in **Enclosure 6**, so as to attend the meeting and vote on your behalf. The Company hereby prepares a Proxy Form B in **Enclosure 7**, which clearly specifies certain items and authority to be delegated to the proxy. In addition, there is Proxy Form A, a general and simple proxy form. And you are required to select any one out of the Forms as specified above only.

In order for the registration of attending the Meeting of Shareholders via Electronic Meeting is correction and completion, the Company is kindly requested that the shareholders and/or the proxies prepare the documents or evidences to identify the right to attend the Annual General Meeting of Shareholders for the year 2025 as per the details of which appear in **Enclosure 9** and to comply with the guideline for attending to the Annual General Meeting of Shareholders for the year 2025 via Electronic Meeting (E-Meeting) as per the details of which appear in **Enclosure 10**.

However, the shareholders who wish to grant the proxies to the Company's Independent Director and Audit Committee, please deliver the proxy form and the supporting documents as per the details of which appear in **Enclosure 9** to the Company **on or before 18 April 2025** by referring to:

**“Miss Onanong Kluayvises
Grande Asset Hotels and Property Public Company Limited
No. 388 Exchange Tower, 32nd Floor, Unit 3203-4,
Sukhumvit Road, Klongtoey Sub-district, Klongtoey District,
Bangkok Metropolis 10110”.**

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

1. To send the questions together with the proxy form which will be submitted to the Company in the same envelope;
2. To send the questions to the email address: onanong.k@grandeasset.com;
3. To send the questions to facsimile No. 0-2204-9998.

The Company has fixed the names of Shareholders who are entitled to attend the Annual General Meeting of Shareholders of the Company for the year 2025 on 21 March 2025 (Record Date).

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

By resolution of the Board of Directors

A handwritten signature in dark ink, consisting of a large, stylized loop followed by a long, sweeping horizontal stroke that tapers off to the right.

Mr. Wichai Thongtang
Chairman of the Board

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

(Translation)

GRANDE ASSET HOTELS AND PROPERTY PUBLIC COMPANY LIMITED
Minutes of the Annual General Meeting of Shareholders for the year 2024

Time and Place.

Held on Tuesday, 23 April 2024, at 10.25 hrs., via Electronic Meeting (E-Meeting) at the head office of the Company, No. 388 Exchange Tower, 32nd Floor, Unit 3203-4, Sukhumvit Road, Klongtoey Sub-district, Klongtoey District, Bangkok Metropolis.

Preliminary Proceedings.

Miss Somsri Kiattirarat, Legal Counselor, who was assigned from the Chairman of the Board to be the Conductor and Secretary of the Meeting announced that 30 Shareholders were present in person and by proxy, representing 6,349,239,444 shares out of the total 9,341,120,023 shares, being equivalent to 67.97 percent of the total number of issued shares, constituting the quorum as required by the Articles of Association of the Company.

Prior to the Chairman opened and conducted the meeting in accordance with the agenda as stated in the notice of meeting, Miss Somsri introduced the Directors who attended this meeting, as follows:

- | | | | |
|-----|--------------|------------------|---|
| 1. | Mr. Wichai | Thongtang | Chairman of the Board and Independent Director |
| 2. | Dr. Bhichit | Rattakul | Vice Chairman of the Board and Chairman of the Executive Committee |
| 3. | Mr. Sanith | Adhyanasakul | Director and Vice Chairman of the Executive Committee |
| 4. | Mr. Vitavas | Vibhagool | Director, Executive Committee and Chief Executive Officer of Real Estate and Hotel Businesses |
| 5. | Mr. Pornchai | Kittipanyangam | Chairman of the Audit Committee, Independent Director and Risk Management Committee |
| 6. | Mr. Chaiwat | Utaiwan | Chairman of the Risk Management Committee Independent Director and Audit Committee |
| 7. | Dr. Boonrux | Yodpheth | Audit Committee and Independent Director |
| 8. | Ms. Wilawun | Leongnarktongdee | Director, Executive Committee and Chief Executive Officer of Finance |
| 9. | Mr. Suradej | Narula | Director and Executive Committee |
| 10. | Mr. Amarin | Narula | Director and Executive Committee |

Moreover, Miss Somsri introduced the Executives and other related persons attending the meeting for explanation of the facts and answering the inquiries of the Shareholders as follows:

- | | | | |
|----|----------------|------------------|--|
| 1. | Mr. Somchai | Treeratanaphitak | Executive Vice President of Legal Affairs and Company Secretary |
| 2. | Mr. Sathit | Kiatkrajai | Executive Vice President of Accounting & Control |
| 3. | Miss Chadaporn | Chayawan | Assistant of Executive Vice President of Finance |

4. Miss Pornchanok Vanitchpongphan Assistant of Executive Vice President
of Investment Analysis
5. Miss Somsri Kiattirarat Legal Counselor

And there were the auditors from PricewaterhouseCoopers ABAS Co., Ltd. attending this meeting in person i.e., Miss Rodjanart Banyatananusard and Miss Chatrarawee Jiranakorn and via Electronic Meeting i.e., Miss Jiraya Nipatthirananant.

Miss Somsri notified the meeting that the Company had notified the Shareholders for the Annual General Meeting of Shareholders in this occasion by two means, as follows:

1. Sending by registered mail the notices of this meeting to every Shareholder; and
2. Sending the information relating to the holding of the Annual General Meeting of Shareholders to the electronic mail system of the Stock Exchange of Thailand and the website of the Company.

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

1. Each Shareholder has the right to vote according to the number of shares held by him/her, whereby one share is equal to one vote. Shareholder is entitled to cast his/her votes in each agenda to either approve, disapprove or abstain from voting, except that the proxies for foreign investors who have appointed custodians in Thailand to safe keep and take care of their securities, such proxies are required to vote according to the Shareholders indication in the Proxy Form.
2. Before voting in each agenda, the Chairman will provide the Shareholders who attend the meeting, to inquire as appropriate which the procedures of inquiry or giving of suggestion of the Shareholders are as follows:
 - 2.1 The Shareholders or Proxies who wish to inquire or give the suggestion, can select the text typing button, which the system will appear on the left panel menu of the screen, and typing the text of inquiry or suggestion, and then click “Send” to the Company. After that the Company will read the inquiries or suggestions of the Shareholders or Proxies, whereby the Company hereby reserves the right to answer the inquiries relating to the agenda that is considering. If any inquiry is not related to the agenda, it will be answered in other agenda. And if there are many inquiries, the Company hereby reserves the right to choose inquiries as appropriate.
 - 2.2 For the casting of votes in each agenda, the Company will take the time for 1 minute to the Shareholders for consideration and casting of votes, and the Shareholders are required to proceed as follows:
 - 2.2.1 When the Shareholders or Proxies wish to cast the votes, can select the voting button, which the system will appear the “Correct Symbol” on the left panel menu of the screen, then select any buttons to choose between Approve, Disapprove or Abstain and then click “Send” to the Company, and once the vote is submitted, the Shareholders or Proxies will be notified by message saying “Vote is submitted”.
 - 2.2.2 The Shareholders or Proxies who entered the system and do not click any button for voting, the system will consider the votes as Approve or Agree with the proposal of the Board of Directors of the Company.

- 2.2.3 The Shareholders or Proxies can cast votes, change or edit votes in each agenda until the meeting announces the closing of the voting for such agenda.
- 2.2.4 For security reasons, each Shareholder or Proxy can login to the system only on one device and if the Shareholders or Proxies try to login to the system on another device or different browser on the same computer, the previous login to the system will get logged out automatically. Therefore, you do not disclose the username and password with other persons.
- 2.2.5 If the Shareholders or Proxies has requested for the username and password for attending the meeting and have sent the Proxy Form B which the votes have already been casted, the system will not allow to change the votes. But the Shareholders or Proxies can watch the meeting and asking questions.
3. To count votes of each agenda, the Company will deduct the total votes casted in disapproval and abstentions, from the total votes of Shareholders attending at the meeting and being entitled to vote. The result shall be taken as the votes in approval. As for the Shareholders who have entrusted their proxies to other persons to attend the meeting and cast their votes in accordance with their wishes, the result thereof shall be the votes including the votes in accordance with the wishes of the principals.
4. After that, the Chairman will assign the Secretary of the Meeting to summarize the result of the votes counting in each agenda to the meeting for acknowledgement that each agenda being unanimously approved or approved by majority votes by how many votes, as well as the numbers of disapproved votes and abstained votes.

Afterwards, Miss Somsri invited Mr. Wichai Thongtang, Chairman of the Board, to act as the Chairman of the meeting for opening the meeting and conducting the meeting in accordance with the agenda.

The Chairman opened the meeting and conducted the meeting in accordance with the agendas in the notice of the meeting as follows:

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

The Chairman thanked all Shareholders and Proxies for attending this Annual General Meeting of Shareholders of the Company for the year 2024. And he notified the meeting that the Thai Investors Association provided the suggestion to the Company for consideration of the holding of Shareholders' meeting both in the On-site Meeting and Online Meeting or called that "Hybrid" in order to provide the convenience for meeting, communication and inquiring between the shareholders, management and the Board of Directors of the Company, which the Chairman explained to the meeting that the said suggestion was his intension but it depended on the time and situation. However, when the situation of the spreading of the COVID-19 is better, the Company has an intension to hold the Shareholders' meetings in form of the On-site Meeting, whereby the Company may consider to hold the Shareholders' meeting both in the On-site Meeting and Online Meeting or hold the Shareholders' meeting in form of the Online Meeting only. Provided that it will depend on the situation, time and necessary as incurred.

Agenda 2. Consideration for adoption of the Minutes of the Annual General Meeting of Shareholders of the Company for the year 2023.

The Chairman requested the meeting to consider the Minutes of the Annual General Meeting of Shareholders of the Company for the year 2023, held on 25 April 2023. And the Company had distributed the copy of said Minutes to the Shareholders for consideration together with the notice of meeting.

Resolution: *After due consideration, the meeting resolved by a unanimous vote of the votes of the shareholders who attended and voted for adoption of the Minutes of the Annual General Meeting of Shareholders of the Company for the year 2023, held on 25 April 2023, as follows:*

| <i>Resolutions</i> | <i>No. of Voters</i> | <i>No. of votes resolved (1 vote per share)</i> | <i>Percentage of the number of shares attending the meeting and voting</i> |
|------------------------|----------------------|---|--|
| <i>Approved</i> | <i>30</i> | <i>6,349,239,444</i> | <i>100.00</i> |
| <i>Disapproved</i> | <i>-</i> | <i>-</i> | <i>-</i> |
| <i>Abstained</i> | <i>-</i> | <i>-</i> | <i>-</i> |
| <i>Invalid ballots</i> | <i>-</i> | <i>-</i> | <i>-</i> |
| <i>Total</i> | <i>30</i> | <i>6,349,239,444</i> | <i>100.00</i> |

Agenda 3. Consideration for acknowledgement of the performance results of the Company for the year 2023.

The Chairman assigned Mr. Sathit Kiatkrajai, Executive Vice President of Accounting & Control, to explain the details in this agenda to the meeting for consideration.

Mr. Sathit Kiatkrajai reported to the meeting together with showing visuals regarding the performance results of the Company for the year 2023 to the Shareholders for acknowledgement and consideration, covering the major issues as follows:

1. The business overview and the performance results of the Company for the year 2023 in comparison with the same matters of the year 2022 in the hotel business, real estate development business and rental business including joint venture business.
2. The summary of the performance results for the year 2023 of the hotel business in comparison with the same matters of the year 2022 such as The Westin Grande Sukhumvit Hotel, Sheraton Hua Hin Resort and Spa Hotel, Sheraton Hua Hin Pranburi Villas Hotel, Hyatt Regency Bangkok Sukhumvit Hotel and Royal Orchid Sheraton Hotel & Towers.
3. The summary of the performance results for the year 2023 of the real estate business in comparison with the same matters of the year 2022 such as Hyde Sukhumvit 11 Project, Hyde Heritage Thonglor Project and Amatara Residences Rayong Project.
4. The summary of the performance results for the year 2023 of the businesses of manufacturing and distribution of rubber gloves under the name of Grand Global Gloves Co., Ltd. which is the joint venture company between Grande Asset Hotels & Property Public Co., Ltd. and W.A. Rubbermate Co., Ltd.

Together with other information provided in the Form 56-1 One Report 2023 which had been formerly distributed to the Shareholders together with the notice of meeting.

The Chairman then proposed to the meeting for consideration.

There was no shareholder's inquiry. The Chairman then proposed to the meeting for acknowledgement.

Resolution: *After due consideration, the meeting acknowledged the performance results of the Company for the year 2023 and Form 56-1 One Report 2023.*

Agenda 4. Consideration for approval of the statements of financial position as at 31 December 2023, the statements of comprehensive income, changes in shareholders' equity and cash flows for the year then ended.

The Chairman assigned Mr. Sathit Kiatkrajai, Executive Vice President of Accounting & Control, to explain the details in this agenda to the meeting for consideration.

Mr. Sathit Kiatkrajai summarized and showed visuals together with explaining to the Shareholders for acknowledgement of the financial figures and key items of the statements of financial position as at 31 December 2023, the statements of comprehensive income, changes in shareholders' equity and cash flows for the year end which have been audited and certified by the auditor including reviewed by the Audit Committee as well as approved by the Board of Directors of the Company in order to be proposed to the Shareholders' meeting for consideration. The other information provided in the financial statements of the Company which have been distributed to the Shareholders for consideration together with the notice of meeting.

The Chairman then proposed to the meeting for consideration.

There was no shareholder's inquiry. The Chairman then proposed to the meeting for voting.

Resolution: *After due consideration, the meeting resolved by a unanimous vote of the votes of the shareholders who attended and voted for approval of the statements of financial position as at 31 December 2023, the statements of comprehensive income, changes in shareholders' equity and cash flows for the year then ended, as follows:*

| <i>Resolutions</i> | <i>No. of Voters</i> | <i>No. of votes resolved (1 vote per share)</i> | <i>Percentage of the number of shares attending the meeting and voting</i> |
|------------------------|----------------------|---|--|
| <i>Approved</i> | <i>30</i> | <i>6,349,239,444</i> | <i>100.00</i> |
| <i>Disapproved</i> | <i>-</i> | <i>-</i> | <i>-</i> |
| <i>Abstained</i> | <i>-</i> | <i>-</i> | <i>-</i> |
| <i>Invalid ballots</i> | <i>-</i> | <i>-</i> | <i>-</i> |
| <i>Total</i> | <i>30</i> | <i>6,349,239,444</i> | <i>100.00</i> |

Agenda 5. Consideration for acknowledgement of the non-payment of dividends of the year 2023.

The Chairman assigned Mr. Sathit Kiatkrajai, Executive Vice President of Accounting & Control, to explain the details in this agenda to the meeting for consideration.

Mr. Sathit Kiatkrajai explained to the meeting that since the Company has the net loss from its performance results in accordance with the single financial statements ended 31 December 2023 in the amount of 697,843,274.- Baht, resulting that the single financial statements of the Company has the accumulated losses in the amount of 2,926,609,343.- Baht. The Company

then could not pay the dividends for its performance results of the year 2023 to the Shareholders.

The Chairman informed to the meeting for acknowledgement that this non-payment of dividends was in compliance with the Public Limited Companies Act and the Article of Association of the Company and then proposed to the meeting for consideration.

There was no shareholder's inquiry. The Chairman then proposed to the meeting for acknowledgement.

Resolution: *After due consideration, the meeting acknowledged the non-payment of dividends of the year 2023 to the Shareholders of the Company due to the Company has the accumulated losses in accordance with the single financial statements.*

Agenda 6. Consideration of the election of new directors replacing those retiring by rotation.

Prior to the entering of the details in this agenda, the Chairman (Mr. Wichai Thongtang), Dr. Bhichit Rattakul, Mr. Pornchai Kittipanyangam and Dr. Boonrux Yodpheth who were the Directors retired by rotation in this occasion, requested to leave temporary from the meeting room so that the Shareholders meeting can freely consider.

And the Chairman assigned Mr. Sanith Adhyanasakul, Director and Vice Chairman of the Executive Committee to act as the Chairman of the meeting in this agenda.

Mr. Sanith Adhyanasakul as the Chairman of the meeting assigned Mr. Somchai Treeratanaphitak, Executive Vice President of Legal Affairs and Company Secretary, to explain the details in this agenda to the meeting for consideration.

Mr. Somchai Treeratanaphitak explained to the meeting that this agenda shall be considered to comply with the Public Limited Companies Act and the Article of Association of the Company which provide that one-third of the Directors were required to retire from offices every year in the Annual General Meeting of Shareholders, whereby the Directors who had been in the longest term in office were required to retire by rotation. But they were entitled to be re-elected to resume the positions of the Directors of the Company. At present, the Board of Directors had eleven persons in total. Therefore, there were four Directors who retired from offices by rotation in this occasion, as follows:

1. Mr. Wichai Thongtang
2. Dr. Bhichit Rattakul
3. Mr. Pornchai Kittipanyangam
4. Dr. Boonrux Yodpheth

And since the said four directors retired by rotation in this occasion, were the persons who have the appropriated qualification, knowledge, ability and experience related to the businesses of the Company which they were benefits for the business operation of the Company. It then proposed to the Shareholders' meeting for consideration of the re-election of the said four directors to resume their offices as the directors for another term, whereby the Company had distributed the details of background of the said four directors to the Shareholders for consideration together with the notice of meeting. The Board of Directors of the Company then proposed to the Shareholders' meeting for consideration of the election of new directors replacing those being retired by rotation as follows:

1. Re-election of Mr. Wichai Thongtang, who retired by rotation on this occasion, to resume his office as the Director and Independent Director of the Company for another term.
2. Re-election of Dr. Bhichit Rattakul, who retired by rotation on this occasion, to resume his office as the Director of the Company for another term.
3. Re-election of Mr. Pornchai Kittipanyangam and Dr. Boonrux Yodpheth who retired by rotation on this occasion, to resume their offices as the Directors, Independent Directors and Audit Committee Members of the Company for another term.

Provided that the said four directors are not the directors in other companies operating the same and competing businesses with the Company's businesses.

In addition, Mr. Lothar Richard Pehl resigned as the Director of the Company, effective from 14 November 2023, whereby the Company still has not appointed any person to fill the position of the Director of the Company to replace Mr. Lothar Richard Pehl who resigned. The Board of Directors of the Company then proposed to the Shareholders' meeting for consideration of the fixing of the members of the Board of Directors of the Company to comprise 10 members, whereby it did not nominate any person to be the director of the Company in place of the position of Mr. Lothar Richard Pehl who resigned during his term.

The Chairman then proposed to the meeting for consideration.

There was no shareholder's inquiry. The Chairman then proposed to the meeting for voting.

Resolutions: *After due consideration, the meeting resolved for the election of new directors replacing those being retired by rotation as follows:*

1. *Re-election of Mr. Wichai Thongtang, who retired by rotation on this occasion, to resume his office as the Director and Independent Director of the Company for another term.*

Whereby the meeting resolved by a unanimous vote of the votes of the shareholders who attended and voted as follows:

| <i>Resolutions</i> | <i>No. of Voters</i> | <i>No. of votes resolved (1 vote per share)</i> | <i>Percentage of the number of shares attending the meeting and voting</i> |
|------------------------|----------------------|---|--|
| <i>Approved</i> | <i>30</i> | <i>6,349,239,444</i> | <i>100.00</i> |
| <i>Disapproved</i> | <i>-</i> | <i>-</i> | <i>-</i> |
| <i>Abstained</i> | <i>-</i> | <i>-</i> | <i>-</i> |
| <i>Invalid ballots</i> | <i>-</i> | <i>-</i> | <i>-</i> |
| <i>Total</i> | <i>30</i> | <i>6,349,239,444</i> | <i>100.00</i> |

2. *Re-election of Dr. Bhichit Rattakul, who retired by rotation on this occasion, to resume his office as the Director of the Company for another term.*

Whereby the meeting resolved by a unanimous vote of the votes of the shareholders who attended and voted as follows:

| <i>Resolutions</i> | <i>No. of Voters</i> | <i>No. of votes resolved (1 vote per share)</i> | <i>Percentage of the number of shares attending the meeting and voting</i> |
|------------------------|----------------------|---|--|
| <i>Approved</i> | <i>30</i> | <i>6,349,239,444</i> | <i>100.00</i> |
| <i>Disapproved</i> | <i>-</i> | <i>-</i> | <i>-</i> |
| <i>Abstained</i> | <i>-</i> | <i>-</i> | <i>-</i> |
| <i>Invalid ballots</i> | <i>-</i> | <i>-</i> | <i>-</i> |
| <i>Total</i> | <i>30</i> | <i>6,349,239,444</i> | <i>100.00</i> |

3. *Re-election of Mr. Pornchai Kittipanyangam who retired by rotation on this occasion, to resume his office as the Director, Independent Director and Audit Committee Member of the Company for another term.*

Whereby the meeting resolved by a majority vote of the votes of the shareholders who attended and voted as follows:

| <i>Resolutions</i> | <i>No. of Voters</i> | <i>No. of votes resolved (1 vote per share)</i> | <i>Percentage of the number of shares attending the meeting and voting</i> |
|------------------------|----------------------|---|--|
| <i>Approved</i> | <i>29</i> | <i>6,349,239,226</i> | <i>99.99</i> |
| <i>Disapproved</i> | <i>1</i> | <i>218</i> | <i>0.01</i> |
| <i>Abstained</i> | <i>-</i> | <i>-</i> | <i>-</i> |
| <i>Invalid ballots</i> | <i>-</i> | <i>-</i> | <i>-</i> |
| <i>Total</i> | <i>30</i> | <i>6,349,239,444</i> | <i>100.00</i> |

4. *Re-election of Dr. Boonrux Yodpheth who retired by rotation on this occasion, to resume his office as the Director, Independent Director and Audit Committee Member of the Company for another term.*

Whereby the meeting resolved by a unanimous vote of the votes of the shareholders who attended and voted as follows:

| <i>Resolutions</i> | <i>No. of Voters</i> | <i>No. of votes resolved (1 vote per share)</i> | <i>Percentage of the number of shares attending the meeting and voting</i> |
|------------------------|----------------------|---|--|
| <i>Approved</i> | <i>30</i> | <i>6,349,239,444</i> | <i>100.00</i> |
| <i>Disapproved</i> | <i>-</i> | <i>-</i> | <i>-</i> |
| <i>Abstained</i> | <i>-</i> | <i>-</i> | <i>-</i> |
| <i>Invalid ballots</i> | <i>-</i> | <i>-</i> | <i>-</i> |
| <i>Total</i> | <i>30</i> | <i>6,349,239,444</i> | <i>100.00</i> |

5. *Fixing the members of the Board of Directors of the Company to comprise 10 members, whereby it did not nominate any person to be the director of the Company in place of the position of Mr. Lothar Richard Pehl who resigned during his term.*

Whereby the meeting resolved by a unanimous vote of the votes of the shareholders who attended and voted as follows:

| <i>Resolutions</i> | <i>No. of Voters</i> | <i>No. of votes resolved (1 vote per share)</i> | <i>Percentage of the number of shares attending the meeting and voting</i> |
|------------------------|----------------------|---|--|
| <i>Approved</i> | <i>30</i> | <i>6,349,239,444</i> | <i>100.00</i> |
| <i>Disapproved</i> | <i>-</i> | <i>-</i> | <i>-</i> |
| <i>Abstained</i> | <i>-</i> | <i>-</i> | <i>-</i> |
| <i>Invalid ballots</i> | <i>-</i> | <i>-</i> | <i>-</i> |
| <i>Total</i> | <i>30</i> | <i>6,349,239,444</i> | <i>100.00</i> |

Therefore, the Board of Directors of the Company would comprise 10 members as follows:

- 1. Mr. Wichai Thongtang Chairman of the Board and Independent Director*
- 2. Dr. Bhichit Rattakul Vice Chairman of the Board and Chairman of the Executive Committee*
- 3. Mr. Sanith Adhyanasakul Director and Vice Chairman of the Executive Committee*
- 4. Mr. Vitavas Vibhagool Director, Executive Committee and Chief Executive Officer of Real Estate and Hotel Businesses*
- 5. Mr. Pornchai Kittipanyangam Chairman of the Audit Committee, Independent Director and Risk Management Committee*
- 6. Mr. Chaiwat Utaiwan Chairman of the Risk Management Committee, Audit Committee and Independent Director*
- 7. Dr. Boonrux Yodpheth Audit Committee and Independent Director*
- 8. Ms. Wilawun Leongnarktongdee Director, Executive Committee and Chief Executive Officer of Finance*
- 9. Mr. Suradej Narula Director and Executive Committee*
- 10. Mr. Amarin Narula Director and Executive Committee*

Afterwards, Mr. Sanith Adhyanasakul invited Mr. Wichai Thongtang, Dr. Bhichit Rattakul, Mr. Pornchai Kittipanyangam and Dr. Boonrux Yodpheth to resume the meeting. And he also invited Mr. Wichai Thongtang to act as the Chairman of the meeting onward.

Agenda 7. Consideration for approval of the remuneration of the Directors for the year 2024.

Prior to the entering of the details in this agenda, Mr. Sanith Adhyanasakul invited Mr. Wichai Thongtang, Dr. Bhichit Rattakul, Mr. Pornchai Kittipanyangam and Dr. Boonrux Yodpheth to resume the meeting. And he also invited Mr. Wichai Thongtang to act as the Chairman of the meeting.

The Chairman assigned Mr. Somchai Treeratanaphitak, Executive Vice President of Legal Affairs and Company Secretary, to explain the details in this agenda to the meeting for consideration.

Mr. Somchai Treeratanaphitak explained to the meeting that this agenda shall be considered to comply with the Public Limited Companies Act and the Article of Association of the Company which provide that the payment of the remuneration in the form of attendance fees to the Board of Directors of the Company is required to approve from the Shareholders' Meeting. The Board of Directors of the Company has considered the remuneration to the Directors in comparison with the rates of the directors' remuneration of the same business group as well as the appropriateness for the scope of duties and responsibilities of the Directors. He then proposed to the meeting for fixing of the remuneration in the form of attendance fees to the Directors for the year 2024 with the same rate as approved in the year 2023, as follows:

1. The Attendance fees for the meeting of Board of Directors in an amount of Baht 50,000.- per meeting per person.
2. The Attendance fees for the meeting of Audit Committee and Risk Management Committee in an amount of Baht 50,000.- per meeting per person.
3. The Attendance fees for the meeting of Executive Committee in an amount of Baht 10,000.- per meeting per person and fixing the attendance fees for Executive Committee in the amount not exceeding 1,500,000.- Baht per year.

The Chairman then proposed to the meeting for consideration.

There was no shareholder's inquiry. The Chairman then proposed to the meeting for voting.

Resolution: *After due consideration, the meeting resolved by a unanimous vote of the votes of the shareholders who attended and were eligible to vote as follows:*

| <i>Resolutions</i> | <i>No. of Voters</i> | <i>No. of votes resolved (1 vote per share)</i> | <i>Percentage of the number of shares attending the meeting and voting</i> |
|-------------------------------|-----------------------------|--|---|
| <i>Approved</i> | <i>30</i> | <i>6,349,239,444</i> | <i>100.00</i> |
| <i>Disapproved</i> | <i>-</i> | <i>-</i> | <i>-</i> |
| <i>Abstained</i> | <i>-</i> | <i>-</i> | <i>-</i> |
| <i>Invalid ballots</i> | <i>-</i> | <i>-</i> | <i>-</i> |
| <i>Total</i> | <i>30</i> | <i>6,349,239,444</i> | <i>100.00</i> |

Approval for the remuneration of the Directors for the year 2024 in the form of attendance fees with the same rate as approved in the year 2023, as follows:

- 1. The Attendance fees for the meeting of Board of Directors in an amount of Baht 50,000.- per meeting per person.*
- 2. The Attendance fees for the meeting of Audit Committee and Risk Management Committee in an amount of Baht 50,000.- per meeting per person.*
- 3. The Attendance fees for the meeting of Executive Committee in an amount of Baht 10,000.- per meeting per person and fixing the attendance fees for Executive Committee in the amount not exceeding 1,500,000.- Baht per year.*

Agenda 8. Consideration of the appointment of the auditors and fixing the auditor's remunerations for the year 2024.

The Chairman assigned Mr. Sathit Kiatkrajai, Executive Vice President of Accounting & Control, to explain the details in this agenda to the meeting for consideration.

Mr. Sathit Kiatkrajai explained to the meeting that this agenda shall be considered to comply with the Public Limited Companies Act and the Article of Association of the Company which provide that that every Annual General Meeting of Shareholders shall appoint the auditors and fix the auditor's remunerations. Provided that, the Board of Directors had considered at the deliberation and recommendation of the Audit Committee to be appropriate for the Shareholders' meeting to consider the appointment of the Auditors of PricewaterhouseCoopers ABAS Company Limited ("Pricewaterhouse") by Ms. Rodjanart Banyatananusard, Certified Public Accountant No. 8435, and/or Ms. Sanicha Akarakittilap, Certified Public Accountant No. 8470 and/or Ms. Wanvimol Preechawat, Certified Public Accountant No. 9548, as the Company's auditors for the year 2024 due to it had been considered that they have the qualifications as prescribed by the Office of Securities Exchange Commission and the experience and expertise in auditing including its auditing standard accepted by the general, whereby any one of the above-mentioned auditors would be authorized to audit and set her signature in its audit report, and to consider the fixing of the remuneration of the Auditors in the amount not exceeding 2,940,000.- Baht. Moreover, Pricewaterhouse is also acting as the auditor of the Company's subsidiaries. The details of the remuneration of the Auditors for the year 2024 proposed to the Shareholders for consideration and the remunerations of the Auditors for the previous years have been distributed to the Shareholders for consideration together with the notice of meeting.

Pricewaterhouse and the auditors proposed as the auditors of the Company and the Company's subsidiaries had no relationship or any interest with the Company or the Company's subsidiaries, managements or the related persons in such a way which may have an impact on performing their task independently. For certain subsidiaries companies which are audited by other auditors, the Board of Directors of the Company is responsible for ensuring that the financial statements of those subsidiaries are completed within their schedules.

The Chairman then proposed to the meeting for consideration.

There was no shareholder's inquiry. The Chairman then proposed to the meeting for voting.

Resolution: *After due consideration, the meeting resolved by a unanimous vote of the votes of the shareholders who attended and voted as follows:*

| <i>Resolutions</i> | <i>No. of Voters</i> | <i>No. of votes resolved (1 vote per share)</i> | <i>Percentage of the number of shares attending the meeting and voting</i> |
|-------------------------------|-----------------------------|--|---|
| <i>Approved</i> | <i>30</i> | <i>6,349,239,444</i> | <i>100.00</i> |
| <i>Disapproved</i> | <i>-</i> | <i>-</i> | <i>-</i> |
| <i>Abstained</i> | <i>-</i> | <i>-</i> | <i>-</i> |
| <i>Invalid ballots</i> | <i>-</i> | <i>-</i> | <i>-</i> |
| <i>Total</i> | <i>30</i> | <i>6,349,239,444</i> | <i>100.00</i> |

Approval for the appointment of the Auditors of PricewaterhouseCoopers ABAS Company Limited by Ms. Rodjanart Banyatananusard, Certified Public Accountant No. 8435 and/or Ms. Sanicha Akarakittilap, Certified Public Accountant No. 8470 and/or Ms. Wanvimol Preechawat, Certified Public Accountant No. 9548, as the Company's auditors for the year 2024 and fixing the remuneration of the Auditors in the amount not exceeding 2,940,000.- Baht.

Agenda 9. Other Businesses.

There were no further business to transact, the Chairman thanked the Shareholders who attend to the meeting and gave continued support to the Company, and called the meeting to be adjourned at 11.20 hrs.

(Signed) _____ -Signature- _____ Chairman of the Meeting
(Mr. Wichai Thongtang)

(Signed) _____ -Signature- _____ Company Secretary
(Mr. Somchai Treeratanaphitak)


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

| | | |
|--|---|---|
| Name-Surname | Mr. Sanith Adhyanasakul |  |
| Type of proposed director | Authorized director | |
| Present Position in the Company | Director, Vice Chairman of Executive Committee and Authorized director | |
| Age | 71 years | |
| Nationality | Thai | |
| Family relationship between directors | -None- | |
| Education Background | <ul style="list-style-type: none">- Honorary Doctor of Arts Degree in Entrepreneurship and Management, University of the Thai Chamber of Commerce.- Honorary Doctor of Arts Degree in Real Estate Business Management, Kasem Bundit University- Bachelor of Laws, Chulalongkorn University.- Thai Barrister-at-Law, Thai Bar Association.- Thai Institute of Directors Association (IOD): Directors Accreditation Program (DAP), 2015. | |
| Years of Directorship in the Company | 10 years. | |
| Current Position in Other Organizations | <ul style="list-style-type: none">● In listed companies<ul style="list-style-type: none">- Vice Chairman of the Board of Directors, Chairman of the Executive Committee and Chief Executive Officer, Property Perfect Public Co., Ltd.- Director and Chairman of the Executive Committee, Royal Orchid Hotel (Thailand) Public Co., Ltd.● In non-listed companies<ul style="list-style-type: none">- Vice Chairman of the Board of Directors, We Retail Public Co., Ltd.- Director, T Utilities Co., Ltd.- Director, All Discount Co., Ltd.- Director, Centrepont Shopping Mall Co., Ltd.● In other organization that may cause any conflict of interests to the Company<ul style="list-style-type: none">- Vice Chairman of the Board of Directors, Chairman of the Executive Committee and Chief Executive Officer, Property Perfect Public Co., Ltd. | |

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

| | | |
|---|--|--|
| Work Experience | 2023 - Present | Vice Chairman of the Board of Directors, We Retail Public Co., Ltd. |
| | 2020 - Present | Director, Grand Global Gloves Co., Ltd. |
| | 2018 - Present | Director and Chairman of the Executive Committee, Royal Orchid Hotel (Thailand) Public Co., Ltd. |
| | 2018 - Present | Director, Grand River Forest Co., Ltd. |
| | 2017 - Present | Vice Chairman of the Board of Directors, Chairman of the Executive Committee and Chief Executive Officer, Property Perfect Public Co., Ltd. |
| | 2017 - Present | Director, Grand Star Co., Ltd. |
| | 2016 - Present | Director, T Utilities Co., Ltd. |
| | 2016 - Present | Director, All Discount Co., Ltd. |
| | 2015 - Present | Director and Vice Chairman of Executive Committee, Grande Asset Hotels and Property Public Co., Ltd. |
| | 2015 - Present | Director, Honor Business Co., Ltd. |
| | 2015 - Present | Director, EV Grand Co., Ltd. |
| | 2015 - Present | Director, Owendelle Co., Ltd. |
| | 2007 - Present | Director, Centrepont Shopping Mall Co., Ltd. |
| | 1985 - 2017 | Vice Chairman of the Board of Director and Chief Executive Officer, Property Perfect Public Co., Ltd. |
| | 2018 - 2023 | Chairman of the Board of Directors, We Retail Public Co., Ltd. |
| | 2011 - 2018 | Director, We Retail Public Co., Ltd. |
| | 2002 - 2014 | Director, Krungthep Land Public Co., Ltd. |
| | 1982 - 1986 | Managing Director, Ch.Amornphan Group Property Development. |
| | 1982 - 1983 | Director, Silom Center Co., Ltd. |
| | 1981 - 1987 | Director, Financial Trust Capital Co., Ltd. |
| Number of shares held in the Company | -None- | |
| Meeting Attendance | 9 times of total 9 times of Board of Directors Meeting. | |
| Other | No history record on committing a criminal offence on property with dishonesty. | |

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

| | | | | | | | | | | | | | |
|---|---|---|--|----------------|--|----------------|---|----------------|--|----------------|---------------------------------------|-------------|---|
| Name-Surname | Mr. Vitavas Vibhagool |  | | | | | | | | | | | |
| Type of proposed director | Authorized director | | | | | | | | | | | | |
| Present Position in the Company | Director, Executive Committee, Authorized director and Chief Executive Officer of Real Estate and Hotel Businesses | | | | | | | | | | | | |
| Age | 71 years | | | | | | | | | | | | |
| Nationality | Thai | | | | | | | | | | | | |
| Family relationship between directors | -None- | | | | | | | | | | | | |
| Education Background | <ul style="list-style-type: none">- Master Degree in Business Administration, Tarleton State University, Dallas, Texas, U.S.A.- Bachelor Degree in Architecture, Chulalongkorn University | | | | | | | | | | | | |
| Years of Directorship in the Company | 9 years. | | | | | | | | | | | | |
| Current Position in Other Organizations | | | | | | | | | | | | | |
| <ul style="list-style-type: none">● In listed companies● In non-listed companies● In other organization that may cause any conflict of interests to the Company | <ul style="list-style-type: none">- Director, Executive Committee and Managing Director, Royal Orchid Hotel (Thailand) Public Company Limited- Director, Thai Property Public Company Limited- Director, Pacific Estate Development Company Limited- Director, Queen Power Company Limited-None- | | | | | | | | | | | | |
| Work Experience | <table><tr><td>2023 - Present</td><td>Director, Thai Property Public Company Limited</td></tr><tr><td>2023 - Present</td><td>Director, Pacific Estate Development Co., Ltd.</td></tr><tr><td>2018 - Present</td><td>Director, Executive Committee and Managing Director, Royal Orchid Hotel (Thailand) Public Company Limited</td></tr><tr><td>2016 - Present</td><td>Director, Executive Committee and Chief Executive Officer of Real Estate and Hotel Businesses, Grande Asset Hotels and Property Public Company Limited</td></tr><tr><td>2016 - Present</td><td>Director, Queen Power Company Limited</td></tr><tr><td>2018 - 2021</td><td>Director, Thai Royal Orchid Real Estate Company Limited</td></tr></table> | 2023 - Present | Director, Thai Property Public Company Limited | 2023 - Present | Director, Pacific Estate Development Co., Ltd. | 2018 - Present | Director, Executive Committee and Managing Director, Royal Orchid Hotel (Thailand) Public Company Limited | 2016 - Present | Director, Executive Committee and Chief Executive Officer of Real Estate and Hotel Businesses, Grande Asset Hotels and Property Public Company Limited | 2016 - Present | Director, Queen Power Company Limited | 2018 - 2021 | Director, Thai Royal Orchid Real Estate Company Limited |
| 2023 - Present | Director, Thai Property Public Company Limited | | | | | | | | | | | | |
| 2023 - Present | Director, Pacific Estate Development Co., Ltd. | | | | | | | | | | | | |
| 2018 - Present | Director, Executive Committee and Managing Director, Royal Orchid Hotel (Thailand) Public Company Limited | | | | | | | | | | | | |
| 2016 - Present | Director, Executive Committee and Chief Executive Officer of Real Estate and Hotel Businesses, Grande Asset Hotels and Property Public Company Limited | | | | | | | | | | | | |
| 2016 - Present | Director, Queen Power Company Limited | | | | | | | | | | | | |
| 2018 - 2021 | Director, Thai Royal Orchid Real Estate Company Limited | | | | | | | | | | | | |

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

| | | |
|---|---|--|
| Work Experience | 2010 - 2015 | Director and Vice Chairman of Executive Committee, Grande Asset Hotels and Property Public Company Limited |
| | 1993 - 2015 | Managing Director, Thai Property Public Company Limited |
| | 2003 - 2005 | Director, Krungthep Land Company Limited |
| Number of shares held in the Company | -None- | |
| Meeting Attendance | 9 times of total 9 times of Board of Directors Meeting. | |
| Other | No history record on committing a criminal offence on property with dishonesty. | |

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

Name-Surname Mr. Suradej Narula

Type of proposed director Authorized director

Present Position in the Company Director, Executive Committee and Authorized director

Age 80 years

Nationality Thai

Family relationship between directors Uncle of Mr. Amarin Narula which is the Director, Executive Committee and Authorized director of the Company.

Education Background Assumption College

Years of Directorship in the Company 23 years.

Current Position in Other Organizations

- In listed companies -None-
- In non-listed companies
 - Chairman of the Board of Directors, Royal Industries (Thailand) Public Company Limited.
 - Director, Chiang Mai River Side Plaza Hotel Company Limited.
- In other organization that may cause any conflict of interests to the Company
 - Director, Chiang Mai River Side Plaza Hotel Company Limited.

Work Experience

| | |
|----------------|--|
| 2002 - Present | Director and Executive Committee, Grande Asset Hotels and Property Public Company Limited. |
| Present | Director, Chiang Mai River Side Plaza Hotel Company Limited. |
| 1969 - Present | Chairman of the Board of Directors, Royal Industries (Thailand) Public Company Limited. |


Number of shares held in the Company 0.03% of the total number of issued shares.

Meeting Attendance 9 times of total 9 times of Board of Directors Meeting.

Other No history record on committing a criminal offence on property with dishonesty.



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

| | | |
|--|--|---|
| Name-Surname | Mr. Chaiwat Utaiwan |  |
| Type of proposed director | Director, Independent Director, Audit Committee and Chairman of the Risk Management Committee | |
| Present Position in the Company | Director, Independent Director, Audit Committee and Chairman of the Risk Management Committee | |
| Age | 72 years | |
| Nationality | Thai | |
| Family relationship between directors | -None- | |
| Education Background | <ul style="list-style-type: none"> - Master of Business Administration (Executive), Sasin Graduate Institute of Business Administration, Chulalongkorn University. - Master of Science (Mathematic and Computer Science), University of Louisville, Kentucky, U.S.A. - Bachelor of Science (Statistics), Faculty of Commerce and Accountancy, Chulalongkorn University. - Thai Institute of Directors Association (IOD): Directors Certification Program (DCP), 2002. Role of Chairman Program (RCP), 2012. Board Nomination and Compensation Program (BNCP), 2018 Board that Make a Difference (BMD), 2018 Advance Audit Committee Program (AACP), 2021 - King Prajadhipok's Institute : Corporate Governance for Directors and senior executives of state-owned enterprises and public organizations, Class 12. - National Defense Studies Institute, Thai College of Defense: National Defense Course for the Joint State-Private Sectors, Class 20. - Capital Market Academy, Stock Exchange of Thailand: Capital Market Academy Executive Program, Class 3/2006. | |
| Years of Directorship in the Company | 7 years. | |
| Current Position in Other Organizations | <ul style="list-style-type: none"> • In listed companies <ul style="list-style-type: none"> - Chairman of the Board and Independent Director, Civil Engineering Public Co., Ltd. - Chairman of the Board, Thana Siri Group Public Co., Ltd. - Chairman of the Board, Next Capital Public Co., Ltd. - Director and Executive Committee, CK Power Public Co., Ltd. | |

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

- In non-listed companies
 - Honorary President, Thai Institute of Directors Association (IOD)
 - Chairman of the Board, MDCUS Co., Ltd.
 - Committee of Foundation, Faculty of Medicine, Chulalongkorn University.
 - Chairman of the Board, Anabuki Thanasiri (Thailand) Co., Ltd.
- In other organization that may cause any conflict of interests to the Company -None-

| | | |
|------------------------|----------------|--|
| Work Experience | 2022 - Present | Independent Director, Audit Committee and Chairman of the Risk Management Committee, Grande Asset Hotels and Property Public Co., Ltd. |
| | 2022 - Present | Honorary President, Thai Institute of Directors Association (IOD). |
| | 2021 - Present | Chairman of the Board, MDCUS Co., Ltd. |
| | 2020 - Present | Chairman of the Board and Independent Director, Civil Engineering Public Co., Ltd. |
| | 2020 - Present | Committee of Foundation, Faculty of Medicine, Chulalongkorn University. |
| | 2020 - Present | Chairman of the Board, Thana Siri Group Public Co., Ltd. |
| | 2020 - Present | Chairman of the Board, Anabuki Thanasiri (Thailand) Co., Ltd. |
| | 2019 - Present | Chairman of the Board, Next Capital Public Co., Ltd. |
| | 2015 - Present | Director and Executive Committee, CK Power Public Co., Ltd. |
| | 2021 - 2022 | Chairman of the Board, Thai Institute of Directors Association (IOD). |
| | 2021 - 2022 | Chairman of the Board, Thai Private Sector Collective Action against Corruption. |
| | 2018 - 2022 | Independent Director and Chairman of the Risk Management Committee, Grande Asset Hotels and Property Public Co., Ltd. |
| | 2018 - 2021 | Director General, Thai Red Cross Society. |
| | 2016 - 2021 | Directors, Thai Institute of Directors Association (IOD). |
| | 2014 - 2018 | Chairman of the Board of Directors, Islamic Bank of Thailand. |
| | 2014 - 2018 | Director, Executive Committee, Risk Management Committee, Corporate Governance Committee and Managing Director, TTW Public Co., Ltd. |
| | 2011 - 2018 | Chairman of the Board of Directors, Suvernabhumi Airport Hotel Co., Ltd. |

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

| | | |
|---|--|--|
| Work Experience | 2011 - 2014 | Director, Executive Committee, Risk Management Committee and Managing Director, Bangkok Metro Public Co., Ltd. |
| | 2011 - 2012 | Vice Chairman of the Board of Directors, Bangkok Metro Networks Co., Ltd. |
| | 2011 - 2012 | Director and Executive Committee, Government Savings Bank. |
| | 2007 - 2011 | President and Chief Executive Officer, Siam City Bank Public Co., Ltd. |
| | 2006 - 2007 | Chairman of the Executive Committee and President, AIG Retail Bank (Thailand) Public Co., Ltd. |
| | 2001 - 2006 | President and Chief Executive Officer, AIG Finance (Thailand) Public Co., Ltd. |
| Number of shares held in the Company | -None- | |
| Meeting Attendance | 9 times of total 9 times of Board of Directors Meeting. And 4 times of total 4 times of Audit Committee Meeting and Risk Management Committee Meeting. | |
| Other | No history record on committing a criminal offence on property with dishonesty. | |

Additional information to consider the election of Independent Director

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

Scope of Duties and Responsibilities of the Audit Committee

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

Enclosure 5
(supporting documents for the consideration of Agenda 8)

Grande Asset Hotels and Property Public Company Limited
Amount of Auditor's Remunerations for the years 2023-2025

| No. | Names of the Company and its Subsidiaries | Year 2025 | Year 2024 | Year 2023 |
|--------------|---|------------------|------------------|------------------|
| 1 | Grande Asset Hotels and Property Public Company Limited | 2,470,000 | 2,940,000 | 2,850,000 |
| 2 | Honor Business Company Limited | 480,000 | 600,000 | 630,000 |
| 3 | Owendelle Company Limited | 380,000 | 450,000 | 450,000 |
| 4 | EV Grand Company Limited | 240,000 | 290,000 | 240,000 |
| Total | | 3,570,000 | 4,280,000 | 4,170,000 |

Profiles of Independent Director (Proxy for Shareholders)

Name Mr. Pornchai Kittipanyangam

Position Director, Independent Director,
Risk Management Committee
and Chairman of Audit Committee

Nationality Thai

Name 78 years

**Number of shares held in the Company, subsidiaries,
affiliated companies or related companies (as of 21 March 2025)**



- None-

Education - Bachelor Degree in Accounting, Thammasat University.

Background and Training - Certified Public Accountant, Registration No. 2778.
- Certified Public Accountant as approved by the Office of Securities and Exchange Commission.
- Thai Institute of Directors Association (IOD): Directors Accreditation Program (DAP), 2004.

Work experience

| | |
|----------------|---|
| 2012 - Present | Independent Director, Risk Management Committee and Chairman of the Audit Committee, Grande Asset Hotels and Property Public Company Limited. |
| 2011 - Present | Director and Treasurer, Thammasat Association under the Royal Patronage of H.M. The King. |
| 2004 - Present | Independent Director and Chairman of the Audit Committee, Samchai Steel Industries Public Company Limited. |
| 1972 - Present | Managing Director, Bunchikij Co., Ltd. |
| 2005 - 2009 | Qualified Committee, Faculty of Commerce and Accountancy of Thammasat University. |
| 2005 - 2009 | Chairman of Alumni Association, Faculty of Commerce and Accountancy of Thammasat University. |
| 2006 - 2007 | Senior Advisor of Constitutional Court. |

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

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

- Having interest in Agenda 7: To consider and approve the remuneration of the Directors for the year 2025.
- Having no special interest which is different from other directors in all agenda proposed at the Annual General Meeting of Shareholders for the fiscal year 2025.

Profiles of Independent Director (Proxy for Shareholders)

Name **Mr. Chaiwat Utaiwan**

Position Director, Independent Director,
Audit Committee and Chairman of
the Risk Management Committee

Nationality Thai

Name 72 years

**Number of shares held in the Company, subsidiaries,
affiliated companies or related companies (as of 21 March 2025)**

- None-

Education - Master of Business Administration (Executive),
Background Sasin Graduate Institute of Business Administration,
and Training Chulalongkorn University.

- Master of Science (Mathematic and Computer Science),
University of Louisville, Kentucky, U.S.A.
- Bachelor of Science (Statistics), Faculty of Commerce and Accountancy,
Chulalongkorn University.
- Thai Institute of Directors Association (IOD):
Directors Certification Program (DCP), 2002.
Role of Chairman Program (RCP), 2012.
Board Nomination and Compensation Program (BNCP), 2018
Board that Make a Difference (BMD), 2018
Advance Audit Committee Program (AACP), 2021
- King Prajadhipok's Institute :
Corporate Governance for Directors and senior executives of state-owned
enterprises and public organizations, Class 12.
- National Defense Studies Institute, Thai College of Defense:
National Defense Course for the Joint State-Private Sectors, Class 20.
- Capital Market Academy, Stock Exchange of Thailand:
Capital Market Academy Executive Program, Class 3/2006.

| | | |
|----------------------------|----------------|--|
| Work experience | 2022 - Present | Independent Director, Audit Committee and Chairman of the Risk Management Committee, Grande Asset Hotels and Property Public Co., Ltd. |
| | 2021 - Present | Chairman of the Board, MDCUS Co., Ltd. |
| | 2020 - Present | Chairman of the Board and Independent Director, Civil Engineering Public Co., Ltd. |
| | 2019 - Present | Chairman of the Board, Next Capital Public Co., Ltd. |
| | 2015 - Present | Director and Executive Committee, CK Power Public Co., Ltd. |



| | | |
|------------------------|-------------|--|
| Work experience | 2018 - 2022 | Independent Director and Chairman of the Risk Management Committee, Grande Asset Hotels and Property Public Company Limited |
| | 2016 - 2022 | Directors, Thai Institute of Directors Association (IOD). |
| | 2014 - 2018 | Chairman of the Board of Directors, Islamic Bank of Thailand. |
| | 2014 - 2018 | Director, Executive Committee, Risk Management Committee, Corporate Governance Committee and Managing Director, TTW Public Co., Ltd. |
| | 2011 - 2018 | Chairman of the Board of Directors, Suvernabhumi Airport Hotel Co., Ltd. |
| | 2011 - 2014 | Director, Executive Committee, Risk Management Committee and Managing Director, Bangkok Metro Public Co., Ltd. |
| | 2011 - 2012 | Vice Chairman of the Board of Directors, Bangkok Metro Networks Co., Ltd. |
| | 2011 - 2012 | Director and Executive Committee, Government Savings Bank. |
| | 2007 - 2011 | President and Chief Executive Officer, Siam City Bank Public Co., Ltd. |
| | 2006 - 2007 | Chairman of the Executive Committee and President, AIG Retail Bank (Thailand) Public Co., Ltd. |
| | 2001 - 2006 | President and Chief Executive Officer, AIG Finance (Thailand) Public Co., Ltd. |

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

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

- Having interest in Agenda 6: To consider and elect new directors replacing those being retired by rotation because this director is due to retire in this year and has been nominated to be re-elected for another directorship term.
- Having interest in Agenda 7: To consider and approve the remuneration of the Directors for the year 2025.
- Having no special interest which is different from other directors in all agenda proposed at the Annual General Meeting of Shareholders for the fiscal year 2025.

Profiles of Independent Director (Proxy for Shareholders)

Name Dr. Boonrux Yodpheth
Position Director, Independent Director
 and Audit Committee

Nationality Thai

Name 66 years

**Number of shares held in the Company, subsidiaries,
 affiliated companies or related companies (as of 21 March 2025)**

- None-

Education - PH.D. of Education, Sardar Patel University, India.

Background and Training

- Master of Education (M.Ed.) in Educational Administration, Khon Kaen University.
- Bachelor of Education (B.Ed.) in Mathematics Education, Srinakharinwirot University, Pisanulok Campus.
- Diploma, National Defence College, The Joint State-Private Sector Course, Thailand National Defence College (TNDC), 24th Class.
- The Civil Service Executive Development Program, Office of the Civil Service Commission, 6th Class.

Work experience

| | |
|----------------|---|
| 2020 - Present | Independent Director and Audit Committee, Grande Asset Hotels and Property Public Company Limited. |
| 2019 | Secretary General of Vocational Education Commission, Office of the Vocational Education Commission. |
| 2017 - 2019 | Secretary General of Basic Education Commission, Office of the Basic Education Commission. |
| 2016 - 2017 | Deputy Secretary General of Basic Education Commission, Office of the Basic Education Commission. |
| 2015 – 2016 | Assistant Secretary General of Basic Education Commission, Office of the Basic Education Commission. |

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

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

- Having interest in Agenda 7: To consider and approve the remuneration of the Directors for the year 2025.
- Having no special interest which is different from other directors in all agenda proposed at the Annual General Meeting of Shareholders for the fiscal year 2025.



อากรแสตมป์ 20.- บาท
Duty Stamp 20.- Baht

หนังสือมอบฉันทะ
(PROXY FORM)

เขียนที่ _____
Made at _____

วันที่ _____
Date _____

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

(2) เป็นผู้ถือหุ้นของบริษัท แกรนด์ แอสเสท โฮเทลส์ แอนด์ พรอพเพอร์ตี้ จำกัด (มหาชน)
As a shareholder of Grande Asset Hotels and Property Public Company Limited
โดยถือหุ้นจำนวนทั้งสิ้นรวม _____ หุ้น และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง ดังนี้
holding a total number of _____ shares, and entitled to vote in the number of _____ votes as follows:
☐ หุ้นสามัญ _____ หุ้น ออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
Ordinary shares of _____ shares, entitled to vote in the number of _____ votes
☐ หุ้นบุริมสิทธิ _____ หุ้น ออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
Preference shares of _____ shares, entitled to vote in the number of _____ votes

(3) ขอมอบฉันทะให้ (ผู้ถือหุ้นสามารถมอบฉันทะให้กรรมการอิสระของบริษัทก็ได้ โดยมีรายละเอียดตามสิ่งที่ส่งมาด้วย 6)
Hereby grant (The shareholder may appoint an independent director of the Company to be the proxy, per details as shown in the
Enclosure 6)

(1) _____ อายุ _____ ปี
age years

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

(2) _____ อายุ _____ ปี
age years

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

(3) _____ อายุ _____ ปี
age years

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

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น
ของบริษัทประจำปี 2568 ในวันพุธที่ 23 เมษายน 2568 เวลา 10.00 น. ด้วยสื่ออิเล็กทรอนิกส์ (E-Meeting) หรือที่จะพึงเลื่อนไป
ในวัน เวลา และสถานที่อื่นด้วย

only anyone person as my(our) proxy to attend and vote on my(our) behalf at the Annual General Meeting of Shareholders for the year 2025, to be
held on Wednesday, 23 April 2025, at 10.00 hrs., via electronic meeting (E-Meeting), or at any adjournment thereof to any other date, time and venue.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุมนั้น ให้ถือเสมือนว่า ข้าพเจ้าได้กระทำเองทุกประการ

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

ลงชื่อ _____ ผู้มอบฉันทะ
Signed (_____) Grantor

ลงชื่อ _____ ผู้รับมอบฉันทะ
Signed (_____) Proxy

ลงชื่อ _____ ผู้รับมอบฉันทะ
Signed (_____) Proxy

ลงชื่อ _____ ผู้รับมอบฉันทะ
Signed (_____) Proxy

หมายเหตุ/Remarks

ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะ
หลายคนเพื่อแยกการลงคะแนนเสียงได้

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

หนังสือมอบฉันทะ แบบ ข.
Proxy Form B.

สำหรับบุคคลธรรมดาและนิติบุคคล
For individual and juristic persons

- ขอให้ผู้ถือหุ้นพิจารณาเอกสาร/หลักฐานเพื่อแสดงสิทธิในการเข้าร่วมประชุม
สามัญผู้ถือหุ้นผ่านสื่ออิเล็กทรอนิกส์ (E-MEETING) “สิ่งที่ส่งมาด้วย 9”
และข้อปฏิบัติสำหรับการเข้าร่วมประชุมสามัญผู้ถือหุ้นผ่านสื่ออิเล็กทรอนิกส์
(E-MEETING) “สิ่งที่ส่งมาด้วย 10” ก่อนการมอบฉันทะ
Shareholders are required to consider the required documents or evidence to
identify the right to attend the Annual General Meeting of Shareholders via
Electronic Meeting (E-MEETING) “Enclosure 9” and the Guidelines for attending
the Annual General Meeting of Shareholders via Electronic Meeting (E-MEETING)
“Enclosure 10” before the appointment of proxies.
- กรุณาลงนามมอบฉันทะในหน้า 5 และหน้า 6
Please sign your name to appoint a proxy on page 5 and page 6.
- กรุณาแนบเอกสารที่ต้องใช้ประกอบการมอบฉันทะ ตามรายละเอียดที่ระบุ
ไว้ใน “สิ่งที่ส่งมาด้วย 9”
Please attach the documents required in support of the appointment of a proxy,
which is detailed in “Enclosure 9”
- กรุณาส่งเอกสารการมอบฉันทะนี้ทั้งชุดกลับคืนบริษัท
Please return the whole set of this proxy form documents to the Company.
- ผู้ถือหุ้นสามารถมอบฉันทะให้กรรมการอิสระของบริษัทได้ โดยดูข้อมูลกรรมการ
อิสระที่เป็นผู้รับมอบฉันทะใน “สิ่งที่ส่งมาด้วย 6”
Shareholders could appoint the Company’s Independent Directors as the Proxy.
Please see the details of “Proxy” in the “Enclosure 6”

หนังสือมอบฉันทะ
(PROXY FORM)

เขียนที่ _____
Made at

วันที่ _____
Date

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

(2) เป็นผู้ถือหุ้นของบริษัท แกรนด์ แอสเสท โฮเทลส์ แอนด์ พรอพเพอร์ตี้ จำกัด (มหาชน)
As a shareholder of Grande Asset Hotels and Property Public Company Limited

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

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

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

(3) ขอมอบฉันทะให้ (ผู้ถือหุ้นสามารถมอบฉันทะให้กรรมการอิสระของบริษัทก็ได้ โดยมีรายละเอียดตามสิ่งที่ส่งมาด้วย 6)

Hereby grant (The shareholder may appoint an independent director of the Company to be the proxy, per details as shown in the Enclosure 6)

(1) _____ อายุ _____ ปี
age years

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

หรือ ☐ นายพรชัย กิตติปัญญางาม กรรมการอิสระและประธานกรรมการตรวจสอบ อายุ 78 ปี
or Mr. Pornchai Kittipanyangam Independent Director and Chairman of Audit Committee age 78 years
อยู่บ้านเลขที่ 121/109 ถนนพญาไท แขวงถนนเพชรบุรี เขตราชเทวี กรุงเทพมหานคร
Residing at No. 121/109 Payathai Road, Tanon-Petchaburi Sub-district, Rachthewee District, Bangkok Metropolis.

หรือ ☐ นายชัยวัฒน์ อุทัยวรรณ กรรมการอิสระและกรรมการตรวจสอบ อายุ 72 ปี
or Mr. Chaiwat Utaiwan Independent Director and Audit Committee age 72 years
อยู่บ้านเลขที่ 700 ซอยรัชดานิเวศน์ แขวงสามเสนนอก เขตห้วยขวาง กรุงเทพมหานคร
Residing at No. 700 Soi Rachadanivet, Samsennok Sub-district, Huaykwang District, Bangkok Metropolis.

หรือ ☐ ดร.บุญรักษ์ ยอดเพชร กรรมการอิสระและกรรมการตรวจสอบ อายุ 66 ปี
or Dr. Boonrux Yodpheth Independent Director and Audit Committee age 66 years
อยู่บ้านเลขที่ 49/49 หมู่ที่ 1 ตำบลพลายชุมพล อำเภอเมืองพิษณุโลก จังหวัดพิษณุโลก
Residing at No. 49/49 Moo 1, Pleychumpol Sub-district, Muang-Pisanulok District, Pisanulok Province.

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้นของบริษัทประจำปี 2568 ในวันพุธที่ 23 เมษายน 2568 เวลา 10.00 น. ด้วยสื่ออิเล็กทรอนิกส์ (E-Meeting) หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

only anyone person as my(our) proxy to attend and vote on my(our) behalf at the Annual General Meeting of Shareholders for the year 2025, to be held on Wednesday, 23 April 2025, at 10.00 hrs., via electronic meeting (E-Meeting), or at any adjournment thereof to any other date, time and venue.

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

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

☐ วาระที่ 1 เรื่องที่ประธานแจ้งให้ที่ประชุมทราบ

Agenda 1 To acknowledge the matters notified by the Chairman of the Board.

เนื่องจากวาระนี้เป็นวาระแจ้งเพื่อทราบ จึงไม่มีการออกเสียงลงคะแนน
As this agenda is for information to shareholders, there will be no voting.

☐ วาระที่ 2 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้นของบริษัทประจำปี 2567

Agenda 2 To consider and adopt the Minutes of the Annual General Meeting of Shareholders of the Company for the year 2024.

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) My(our) proxy can consider and vote on behalf of me(us) as he/she may think fit in all respects.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) My(our) proxy shall vote in accordance with my(our) intention as follows:

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐ งดออกเสียง

Approve

Disapprove

Abstain

☐ วาระที่ 3 พิจารณารับทราบรายงานผลการดำเนินงานของบริษัทในรอบปี 2567

Agenda 3 To acknowledge the performance results of the Company for the year 2024.

เนื่องจากวาระนี้เป็นวาระแจ้งเพื่อทราบ จึงไม่มีการออกเสียงลงคะแนน
As this agenda is for information to shareholders, there will be no voting.

☐ วาระที่ 4 พิจารณานุมัติฐานะการเงิน ณ วันที่ 31 ธันวาคม 2567 งบกำไรขาดทุนเบ็ดเสร็จ งบการเปลี่ยนแปลง ส่วนของผู้ถือหุ้น และงบกระแสเงินสดสำหรับปีสิ้นสุดวันเดียวกัน

Agenda 4 To consider and approve the statements of financial position as at 31 December 2024, the statements of comprehensive income, changes in shareholders' equity and cash flows for the year then ended.

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) My(our) proxy can consider and vote on behalf of me(us) as he/she may think fit in all respects.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) My(our) proxy shall vote in accordance with my(our) intention as follows:

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐ งดออกเสียง

Approve

Disapprove

Abstain

☐ วาระที่ 5 พิจารณารับทราบการจ่ายเงินปันผลประจำปี 2567

Agenda 5 To acknowledge the non-payment of dividends of the year 2024.

เนื่องจากวาระนี้เป็นวาระแจ้งเพื่อทราบ จึงไม่มีการออกเสียงลงคะแนน
As this agenda is for information to shareholders, there will be no voting.

☐ วาระที่ 6 พิจารณาเลือกตั้งกรรมการใหม่แทนกรรมการที่ออกจากตำแหน่งตามกำหนดวาระ

Agenda 6 To consider and elect new directors replacing those retiring by rotation.

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) My(our) proxy can consider and vote on behalf of me(us) as he/she may think fit in all respects.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) My(our) proxy shall vote in accordance with my(our) intention as follows:

☐ การแต่งตั้งกรรมการทั้งชุด

Appointment of all directors.

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐งดออกเสียง

Approve

Disapprove

Abstain

☐ การแต่งตั้งกรรมการเป็นรายบุคคล

Appointment of each director.

(1) ชื่อกรรมการ : นายศานิต อรรถญาณสกุล

Director's Name : Mr. Sanith Adhyanasakul

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐งดออกเสียง

Approve

Disapprove

Abstain

(2) ชื่อกรรมการ : นายวิทวัส วิภากุล

Director's Name : Mr. Vitavas Vibhagool

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐งดออกเสียง

Approve

Disapprove

Abstain

(3) ชื่อกรรมการ : นายสุรเดช นฤหล้า

Director's Name : Mr. Suradej Narula

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐งดออกเสียง

Approve

Disapprove

Abstain

(4) ชื่อกรรมการ : นายชัยวัฒน์ อุทัยวรรณ

Director's Name : Mr. Chaiwat Utaiwan

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐งดออกเสียง

Approve

Disapprove

Abstain

☐ วาระที่ 7 พิจารณากำหนดเงินค่าตอบแทนกรรมการประจำปี 2568

Agenda 7 To consider and approve the remuneration of the Directors for the year 2025.

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) My(our) proxy can consider and vote on behalf of me(us) as he/she may think fit in all respects.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) My(our) proxy shall vote in accordance with my(our) intention as follows:

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐งดออกเสียง

Approve

Disapprove

Abstain

☐ วาระที่ 8 พิจารณาแต่งตั้งผู้สอบบัญชีและกำหนดค่าตอบแทนของผู้สอบบัญชีประจำปี 2568

Agenda 8 To consider and appoint the auditors and to fix the auditor's remunerations for the year 2025.

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) My(our) proxy can consider and vote on behalf of me(us) as he/she may think fit in all respects.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) My(our) proxy shall vote in accordance with my(our) intention as follows:

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐งดออกเสียง

Approve

Disapprove

Abstain

☐ วาระที่ 9 พิจารณาเรื่องอื่น ๆ (ถ้ามี)

Agenda 9 To consider any other business (if any).

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) My(our) proxy can consider and vote on behalf of me(us) as he/she may think fit in all respects.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) My(our) proxy shall vote in accordance with my(our) intention as follows:

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐ งดออกเสียง

Abstain

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้อง และไม่ใช่ว่าเป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

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

(6) ในกรณีที่ข้าพเจ้าไม่ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะ ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

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

ลงชื่อ _____ ผู้มอบฉันทะ
Signed (_____) Grantor

ลงชื่อ _____ ผู้รับมอบฉันทะ
Signed (_____) Proxy

ลงชื่อ _____ ผู้รับมอบฉันทะ
Signed (_____) Proxy

ลงชื่อ _____ ผู้รับมอบฉันทะ
Signed (_____) Proxy

หมายเหตุ/Remarks

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

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข.

Annex to the Proxy Form B.

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท แกรนด์ แอสเสท โฮเทลส์ แอนด์ พรอพเพอร์ตี้ จำกัด (มหาชน)
Grant of proxy as a shareholder of Grande Asset Hotels and Property Public Company Limited

ในการประชุมสามัญผู้ถือหุ้นของบริษัทประจำปี 2568 ในวันพุธที่ 23 เมษายน 2568 เวลา 10.00 น. ด้วยสื่ออิเล็กทรอนิกส์ (E-Meeting) หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

At the Annual General Meeting of Shareholders for the year 2025, to be held on Wednesday, 23 April 2025, at 10.00 hrs., via electronic meeting (E-Meeting), or at any adjournment thereof to any other date, time and venue.

☐ วาระที่ _____ เรื่อง _____

Agenda Subject

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

☐ วาระที่ _____ เรื่อง _____

Agenda Subject

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

☐ วาระที่ _____ เรื่อง _____

Agenda Subject

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

☐ วาระที่ 6 เรื่อง เลือกตั้งกรรมการ (ต่อ)

Agenda 6 Subject Election of directors (continue).

ชื่อกรรมการ (Director's Name): _____

☐ เห็นด้วย\Approve ☐ ไม่เห็นด้วย\Disapprove ☐งดออกเสียง\Abstain

ชื่อกรรมการ (Director's Name): _____

☐ เห็นด้วย\Approve ☐ ไม่เห็นด้วย\Disapprove ☐งดออกเสียง\Abstain

ชื่อกรรมการ (Director's Name): _____

☐ เห็นด้วย\Approve ☐ ไม่เห็นด้วย\Disapprove ☐งดออกเสียง\Abstain

ชื่อกรรมการ (Director's Name): _____

☐ เห็นด้วย\Approve ☐ ไม่เห็นด้วย\Disapprove ☐งดออกเสียง\Abstain

ชื่อกรรมการ (Director's Name): _____

☐ เห็นด้วย\Approve ☐ ไม่เห็นด้วย\Disapprove ☐งดออกเสียง\Abstain

ข้าพเจ้าขอรับรองว่า รายการในใบประจำต่อหนังสือมอบฉันทะถูกต้องบริบูรณ์และเป็นความจริงทุกประการ

I/We certify that the statements in this Supplemental Proxy Form are correct, completed and true in all respects.

ลงชื่อ _____ ผู้มอบฉันทะ
Signed (_____) Grantor

ลงชื่อ _____ ผู้รับมอบฉันทะ
Signed (_____) Proxy

Articles of Association related to the Annual General Meeting of Shareholders

1. Calling of the Shareholders Meeting

Article 37. The Board of Directors shall convene an annual general meeting of shareholders within four months from the last day of the accounting period of the Company.

All other shareholders meetings of a nature apart from the above mentioned shall be called extraordinary general meetings. The Board of Directors may summon an extraordinary general meeting whenever they deem appropriate.

The meeting of shareholders may be held via electronic media as stipulated by the law on the meetings via electronic media.

A shareholder or many shareholders holding aggregate shares amounting to not less than 10% of the total amount of shares issued, may at any time make a request in writing to the Board of Directors to summon an extraordinary general meeting by clearly specifying therein the agenda and reason to purpose for such request. In this case, the Board of Directors shall summon the shareholders' meeting within forty-five days from the date the shareholders' request is received.

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

In case the quorum of any shareholders' meeting called by the shareholders as prescribed in the fifth paragraph is not formed according to Article 39, the shareholders as prescribed in the fifth paragraph shall be collectively responsible to the Company for expenses arising from such meeting.

Article 38. In summoning a shareholders meeting, the Board of Directors shall prepare a notice specifying the place, date, time, agenda and matters to be proposed to the meeting; as well as adequate details that clearly indicate whether such matters are proposed for acknowledgement, approval or consideration, as the case may be; and the Board of Directors' opinions on such matters. The notice shall be sent to the shareholders and the Share Registrar not less than seven days prior to the date of the meeting and published in a newspaper for three (3) consecutive days, not less than three (3) days prior to the date of the meeting.

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

Shareholders meetings shall be held at the head office, or a neighboring province to where the head office is situated, or any other place as the Board of Directors deems appropriate.

In case that the meeting carried out via electronic media under the third paragraph of Article 37, it shall be deemed that the head office of the Company is the venue of such meetings.

2. The Quorum

Article 39. At a shareholders meeting, there shall be not less than twenty-five (25) shareholders and proxies (if any) or not less than half the total number of shareholders holding altogether not less than one-third (1/3) of the total shares sold attending the meeting in order to constitute a quorum.

At any shareholders meeting, in the event the number of shareholders attending the meeting does not constitute a quorum within one hour after the appointed time, the meeting shall be cancelled if it was summoned at the request of shareholders. If the meeting was not summoned at the request of shareholders, another meeting shall be summoned and a notice summoning the meeting shall be sent to the shareholders not less than seven (7) days before the meeting. At such subsequent meeting, no quorum shall be necessary.

Any shares held by the Company will not be counted in determining a quorum.

Article 40. At a shareholders meeting, the Chairman of the Board of Directors shall be the Chairman of the meeting. In the event there is no Chairman of the Board of Directors, or there is but he is not present or is unable to perform his duty, if there is a Vice-Chairman, the Vice-Chairman shall act as Chairman of the meeting. If there is no Vice-Chairman, or there is but he is unable to perform his duty, the meeting may elect one shareholder present at the meeting to be the Chairman of the meeting.

Article 41. At a shareholders meeting, a shareholder may appoint a proxy who has reached maturity to attend the meeting to vote on his behalf. The instrument appointing a proxy shall specify the date and be signed by the shareholder granting the proxy in accordance with the form specified by the Share Registrar.

The instrument appointing a proxy shall be submitted to the Chairman or the person designated by the Chairman at the place of the meeting before the proxy holder attends the meeting.

An appointment of a proxy in the first paragraph may be carried out via electronic method. Such method is required to provide the safety and reliable that such appointment has been duly made by a shareholder according to the criteria as specified by the Registrar

3. Agenda of the Meeting.

Article 43. The following matters shall be transacted at annual general meeting:

- (1) Reviewing the report of the Board of Directors covering work done during the previous period;
- (2) Considering the balance sheet and the profit and loss account of the preceding fiscal year;
- (3) Considering the appropriation of profits;
- (4) Election of new directors in place of those who must retire on the expiration of their terms;
- (5) Appointment of the auditor and fixing the auditor's remuneration;
- (6) Other business.

4. Voting

Article 42. A resolution passed by a shareholders meeting shall require the following number of votes:

- (1) In normal cases, a resolution shall be adopted by a majority vote of shareholders present and voting at the meeting. In the case of a tied vote, the Chairman of the meeting shall have a casting vote.
- (2) In the following cases, a resolution shall be adopted by a vote of not less than three-fourths (3/4) of the total votes of shareholders present and entitled to vote:
 - (a) Sale or transfer, in whole or in essential part, of the business of the Company to other persons;
 - (b) Purchase or acceptance of transfer of business of another company or private company;
 - (c) The execution, amendment, or termination of contracts relating to leasing out of the business of the Company, in whole or in essential part; the entrusting of another person to manage the business affairs of the Company; or the amalgamation of the business with other persons for the purpose of profit and loss sharing;
 - (d) Amendment to the Memorandum of Association and the Articles of Association of the Company;
 - (e) Any capital increase or reduction;
 - (f) The issuance of preference shares, debentures, secured debentures, convertible debentures, warrants or other securities that the Company may issue in accordance with the law;
 - (g) The dissolution of the Company; and
 - (h) The amalgamation of the Company with other companies.

5. Remuneration of Directors and Retired Directors by rotation.

Article 19. The Board of Directors shall comprise of not less than five (5) directors and not more than thirteen (13) directors, and not less than half of the total number of directors must have residence in the Kingdom and possess the qualifications required by law.

Article 20. The shareholders meeting shall elect directors in accordance with the following rules and procedures:

- (1) Each shareholder shall be entitled to the number of votes equivalent to the number of shares held by him.
- (2) Each shareholder may exercise all the votes he has under (1) to appoint one or several persons as directors, but he may not divide his votes for any such persons to any extent.
- (3) The persons who received the most votes shall be appointed directors, depending on the requirement of directors set at such time. In the event that a number of persons receives an equal number of votes for the last directorship, rendering more than the number of directors required at such time, the Chairman shall have a casting vote.

Article 21. At every annual general meeting, one-third of the directors shall retire from office. If the number of directors is not a multiple of three, then the number nearest to one-third must retire from office.

The directors who are to retire during the first and second year following the registration of the Company shall be drawn by lots. In every subsequent year, the directors who have been longest in office shall retire. A retiring director is eligible for re-election.

Article 35. The directors shall be entitled to remuneration comprising a monthly salary, reward, meeting allowance, pension, bonus or other compensation according to the Articles of Association of the Company or the resolution of a shareholders meeting. Such remuneration may be determined as a fixed sum or formula, and to be determined from time to time, or to have continuous effect unless amended. The directors may receive allowance and benefits in accordance with the Company's regulations.

The above paragraph shall not affect the right of the employees to receive compensation where such employees are appointed as directors of the Company.

6. Allocation of the Profit and Payment of Dividend.

Article 47. The Company is prohibited from paying dividends out of other funds except profits. In case that the Company continues to record accumulated losses, the Company shall not pay any dividend.

Dividend payment is to be divided equally by the number of shares.

The Board of Directors may pay an interim dividend to shareholders from time to time if it sees that the Company has sufficient profits to do so, and shall inform the shareholders of such at the next meeting.

Dividends shall be paid within one (1) month after the date the resolution was passed by the shareholders meeting or by the Board of Directors meeting, as the case may be. A written notice thereof shall also be sent to the shareholders and the publication of the notice of the payment of dividend shall be made in a newspaper.

Article 48. The Company shall appropriate a reserve fund, from the annual net profit, at least five (5) percent of the annual net profit less the total accumulated loss carried forward (if any) until the reserve fund reaches not less than ten (10) percent of the registered capital. Further to such reserve fund, the Board of Directors may propose the shareholders meeting to approve the appropriation of another reserve fund to be used for other purposes as the Board of Directors deems appropriate for the operation of the company.

**The required documents or evidence to identify the right to attend
the Annual General Meeting of Shareholders for the year 2025
via Electronic Meeting (E-MEETING)**

1. In case the shareholder is a natural person

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

2. In case the shareholder is a juristic person

- 2.1 In case of a representative of juristic person of the shareholder attends the meeting by himself/herself, the following documents are required to present:
 - 2.1.1 Certified true copy of the valid document or evidence identified to the representative of juristic person and issued by governmental authorities with showing the picture of such representative as per the detail specified in item 1.1 above.
 - 2.1.2 Copy of the certificate of juristic person no longer than 6 months which is certified true copy by its representative and affixing its seal (if any), whereby such certificate is required to show that its representative who attends the meeting is the authorized person of such juristic person.
- 2.2 In case of granting of proxy, the following documents are required to present:
 - 2.2.1 A proxy form as attached to the notice of the meeting (any one out of the forms as attached) which is completely filled out and signed by the representative of juristic person with affixing its seal (if any) and proxy.
 - 2.2.2 Copy of the certificate of juristic person no longer than 6 months which is certified true copy by its representative and affixing its seal (if any), whereby such certificate is required to show that the representative who signs in the proxy form as the item 2.2.1 is the authorized person of such juristic person.

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

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

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

- 3.1 It is required to prepare and present the documents in the same manner as the juristic person.
- 3.2 In case of the shareholder who is a foreign investor and appoint the custodian to sign the proxy form on its behalf, the following additional documents are required to present:
 - 3.2.1 The power of attorney of the foreign shareholder authorizing the custodian to sign the proxy form on its behalf.
 - 3.2.2 The letter confirms that such custodian signing the proxy form has the permission to engage in the custodian business.

4. Guideline for preparation of proxy

Any shareholder who cannot present at the E-MEETING, may appoint the Company's Independent Director and Audit Committee to be the proxy, whose names and details as shown in **Enclosure 6**, so as to attend the meeting and vote on your behalf, whereby such shareholder is required to proceed as follows:

- 4.1 To select only one of the proxy forms as prepared by the Company in **Enclosure 7** and please fill out the box in front of the name of the person you wish to appoint as your proxy to attend the meeting and vote on your behalf.
- 4.2 To affix the stamp duty in an amount of 20 Baht on the proxy form in order to comply by the law.
- 4.3 To deliver the completed proxy form with the supporting documents showing the identification of shareholder or representative of shareholder who is entitled to attend the meeting in accordance with the items 1-3 above as the case may be to the Company **on or before 18 April 2025** via the following channels:

- 4.3.1 By e-mail : onanong.k@grandeasset.com; and
- 4.3.2 To deliver the **original** proxy form and supporting documents to the Company by referring to:

**“Miss Onanong Kluayvises
Grande Asset Hotels and Property Public Company Limited
No. 388 Exchange Tower, 32nd Floor, Unit 3203-4,
Sukhumvit Road, Klongtoey Sub-district, Klongtoey District,
Bangkok Metropolis 10110”.**

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

In case of the shareholder who could not attend to the meeting via the Electronic Meeting (E-MEETING) by himself/herself and wishes to appoint other person to be the proxy, please proceed in accordance with the Guidelines for attending the Annual General Meeting of Shareholders for the year 2025 via the Electronic Meeting (E-MEETING) as the details **in Enclosure 10**.

5. Attending the Meeting

The system for attending the Annual General Meeting of Shareholders for the year 2025 will be opened on Wednesday, 23 April 2025, at 9.00 hrs., and the Electronic Meeting (E-MEETING) will be broadcasted in the same day from 10.00 hrs., onward.

6. Voting Procedures

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

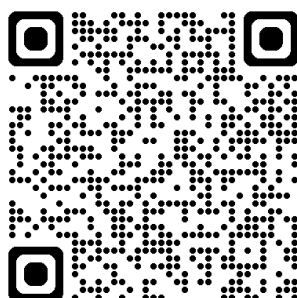
7. Vote Counting Procedures

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

**Guidelines for attending the Annual General Meeting of Shareholders
for the year 2025 via Electronic Meeting (E-MEETING)**

Grande Asset Hotels and Property Public Company Limited (the “Company”) hereby notifies the guidelines for attending the Meeting of Shareholders via Electronic Meeting (E-MEETING) as follows:

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



**The system will be available to access from 8 April 2025 at 8.00 hrs.
to 18 April 2025 at 17.00 hrs.**

2. After logging into the system, the shareholders or proxies must fill out the following information. Such information shall be in line with the information of shareholders as at the date to determine the list of shareholders who has the right to attend the Annual General Meeting of Shareholders for the year 2025 (Record Date) of the Thailand Securities Depository Co., Ltd.:
 - Registration Number of Securities Holder
 - Identification Card Number/Passport Number/ Registration Number for juristic person
 - E-mail address for receiving the Web Link, Username and Password for attending the E-Meeting
 - Mobile Phone Number
 - Attachment of the following documents to identify the right to attend the Annual General Meeting of Shareholders via Electronic Meeting (E-MEETING) as the case be:

| Attending in person | Proxy to other person who is not the Company's Independent Director |
|--|--|
| Copies of the documents as the details in Enclosure 9 , <u>whereby the original documents are required to send to the Company by post at the address as specified in item 4.3.2 of Enclosure 9.</u> | Proxy form and supporting documents as the details in Enclosure 9 <u>whereby the original documents are required to send to the Company by post at the address as specified in item 4.3.2 of Enclosure 9.</u> |

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

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

4. In case the shareholders or proxies encounter any problem on the Pre-Registration System, you can contact with the staff of Quidlab at the telephone nos. 080-008-7616 and 02-013-4322 or by e-mail : info@quidlab.com between the office hours from 9.00 hrs. to 17.00 hrs., (except for Saturday-Sunday and Public Holiday).
5. Please keep your username and password as confidential without disclose to other persons. And in case your username and password are lost or did not receive within 18 April 2025, before 12.00 hrs. please contact the staff of Quidlab in item 4 immediately.
6. Please study the details of manual for using the system of E-MEETING that will be sent to you by the staff of Quidlab through your e-mail. The system will allow you to register for attending the meeting one hour before the start of the meeting. However, the live broadcasting of the meeting will only start at 10:00 hrs.
7. For the voting procedures during the E-MEETING, the shareholders or proxies can cast your votes in each agenda to either approve, disapprove or abstain from voting. In case the shareholders or proxies do not cast your votes for any agenda, the system will count your vote as “approve” automatically.
8. In case the shareholders or proxies encounter any technical problem while using the system of E-MEETING before the meeting or during the meeting, please contact the Quidlab who is the system provider of the E-MEETING of the Company. The channel for contacting to the Quidlab will be found in the e-mail that sent username and password to you.