

March 24, 2023

Subject: Invitation of the 2023 Annual General Meeting of Shareholders

To: Shareholders

- Enclosures
1. Copy of the minutes of 2022 Annual General Meeting of Shareholders (TH)
 2. Annual Report 2022 (Form 56-1 One Report) (QR Code)
 3. Profiles of the nominated candidates for the election of new directors in replacement of those to be retired by rotation
 4. Profiles of the persons proposed to be the Company's directors
 5. Qualification of independent directors and responsibilities of each committee
 6. Profiles of proposed Auditors for year 2023
 7. Capital Increase Report Form (F53-4)
 8. The Company's Articles of Association concerning shareholders' meeting
 9. Voting, Counting, and Announcement of the Vote
 10. Documents required prior to attending the Meeting
 11. Proxy form (Form A. and Form B.)
 12. Name and profile of independent directors proposed as proxies of shareholders
 13. QR Code Downloading Procedures for the documents regarding the meeting
 14. Personal data protection notice (Privacy Notice)
 15. Map of the venue of the 2023 AGM at Mud and Hound Plc. No. 206, Soi Pattanakan 20, Suan Luang Sub-district, Suan Luang District, Bangkok 10250,

The Board of Directors of Sub Sri Thai Plc. resolved to call the 2023 Annual General Meeting of Shareholders to be held on **April 26, 2023 at 02:00 p.m. at the meeting room of Mud and Hound Public Company Limited, No. 206, Soi Phatthanakan 20, Suan Luang Subdistrict, Suan Luang District, Bangkok 10250.**

In this regard, in order to promote the rights of shareholders and equitable treatment of shareholders in accordance with good corporate governance principles, the Company has given shareholders the right to propose matters for consideration and inclusion as meeting agendas in advance from October 1, 2022 to December 31, 2022. The criteria were announced through the company's website. For this meeting, shareholders did not propose any additional agenda for the Annual General Meeting of Shareholders. The Board therefore determines to consider various matters according to the agenda together with the opinions of the Board of Directors as follows:

Agenda 1 To certify the Minutes of the Annual General Meeting of Shareholders for the year 2022 held on Wednesday 27 April 2022.

Facts and Reasons: The Company had prepared the minutes of the 2022 Annual General Meeting of Shareholders held on Wednesday 27 April 2022 within 14 days from the date of the Annual General Meeting of Shareholders which has been submitted to the Stock Exchange of Thailand within the time required by law as well as published on the company's website (www.subsrithai.co.th)

Board of Directors' Opinion: The Board of directors considered and had the opinion that the minutes of the 2022 Annual General Meeting of Shareholders held on Wednesday 27 April 2022 had been recorded correctly and completely. Therefore, the Board proposes this Shareholders Meeting should approve the said minutes which has been sent to the shareholders together with the notice of this meeting as per the Enclosure No. 1.

Voting Requirement: Resolution shall be adopted by the majority of the votes of the shareholders who attend the meeting and cast their votes.

Agenda 2 To acknowledge the company's annual report and the Board of directors' report for the year 2022.

Facts and Reasons: The Company has prepared the company's annual report and a report of the Board of Directors regarding the Company's performance for the year 2022 for shareholders to acknowledge.

Board of Directors' Opinion: The shareholders' meeting shall acknowledge the company's annual report and a report of the Board of Directors regarding the Company's performance and important information that occurred in the year 2022, which is provided herewith in the 2022 Annual Report (Form 56-1 One Report) Enclosure No. 2

Voting Requirement: This agenda does not require Shareholders' voting.

Agenda 3 To consider and approve the Company's audited statement of financial position and the profit and loss statement for the year ended December 31, 2022

Facts and Reasons: To be in compliance with relevant law stipulating that a company shall prepare its financial statements at the end of the fiscal year of the company and arrange for them to be audited and certified by the auditor prior to proposing for shareholders' approval.

The financial statements and the profit and loss statement of the year ended December 31, 2022, has been audited and certified by the auditor from EY Office Limited and has been reviewed by the

Audit Committee and the Board of Directors. the auditor and reviewed by the Audit and Corporate Governance Committee and Board of Directors.

The statement of financial position and the profit and loss statement for the year ended December 31, 2022, appear in Part 3, Financial Statements, of the 2022 Annual Report, which was sent to shareholders together with the invitation letter to this meeting Enclosure No.2, that can be summarized as follows:

Comparison of the statements of financial position and the profit and loss statement in the past year

Details	Consolidated Financial Statements		Separate Financial Statements	
	Year 2022	Year 2021	Year 2022	Year 2021
Total Assets	7,961,520,907	6,984,561,353	4,113,612,629	3,593,417,679
Total Liabilities	5,234,883,675	4,305,211,974	2,114,413,238	1,521,688,690
Total Revenues	3,986,789,010	2,551,748,876	364,882,878	372,962,490
Profit before income tax expense	251,359,112	79,430,786	77,021,749	110,387,114
Profit (loss) for the Year	106,289,446	(-77,184,592)	(-6,482,320)	28,893,331
Basic Earnings (loss) per Share	0.23	(-0.06)	(-0.01)	0.05

Board of Directors' Opinion: The Shareholders' meeting should approve the Company's audited statement of financial position and the profit and loss statement for the year ended December 31, 2022 which has been certified by the auditor and has been reviewed by the Audit Committee and the Board of Directors.

Voting Requirement: Resolution shall be adopted by the majority of the votes of the shareholders who attend the meeting and cast their votes.

Agenda 4 To consider and approve dividend payment for the year 2022, paid from retained earnings, and acknowledge the interim dividend payment.

Facts and Reasons: The Company has dividend policy to make dividend payment of not less than 50 percent of the net profit according to the consolidated financial statements for each accounting period after deduction of corporate income tax and other reserves. All types as required by law the dividend payment must not be contrary to the Public Companies Act. Investment plans in the Company's projects, as well as other necessities and appropriateness in the future.

For the dividend payment of the subsidiary and/or associated companies to Sub Sri Thai Public Company Limited will depend on cash flow and liquidity. Including the suitability and need for money of each company

However, the Board of Directors may pay dividend interim to shareholders occasionally when they consider that the Company has sufficient profits to pay an initial dividend and report to the shareholders' meeting at the next meeting.

The operating results of the year 2022 (from January 1, 2022 to December 31, 2022), the company has a net loss according to the separate financial statements of in the amount of 6.48 million baht from the provision for receivables for subsidiary of the Company. However, when considering retained earnings and cash flow within the company including the amount of money that must be reserved for operating expenses. Therefore, it deems to proposed to pay dividends to shareholders for the year 2022 at the rate of 0.045 baht per share or equivalent to 23,690,544 baht. The Company has already paid interim dividends for the year 2022 at the rate of 0.015 baht per share, or equivalent to 7,896,848 baht according to the resolution of the Board of Directors' Meeting No. 8/2022 on November 11, 2022 and the dividend was paid to shareholders in December 2022, which is paid from retained earnings of the Company that are subject to corporate income tax at the rate of 25percent.

Therefore, the company will pay the remaining dividend of 0.030 baht per share for the dividend payment of year 2022, or equivalent to 15,793,696 baht, which is paid from retained earnings of the Company that are subject to corporate income tax at a rate of 30 percent. That is in line with the Company's dividend payment policy as mentioned above.

Comparison of profit allocation for 2021 and 2022

Fiscal year profit allocation (Separate)	Year 2022	Year 2021
Accumulated profit which is not allocated from the previous period	866,364,504	854,713,750
Plus - profit (Loss) for the Year	(6,482,320)	28,893,331
Deduct - Transfer of rights - land	7,299,657	-
Deduct - reserve fund as prescribed by law	0	(1,444,667)
Accumulated profit before allocation	867,181,841	882,158,189
Deduct - Dividend payment of 0.03 baht for 526,456,550 shares in amount of	-	(15,793,685)
Deduct - Interim dividend payment of 0.015 baht for 526,456,550 shares in amount of	(7,896,848)	-
Deduct - Dividend payment of 0.03 baht for 526,456,550 shares in amount of	(15,793,696)	-

Fiscal year profit allocation (Separate)	Year 2022	Year 2021
- General reserve	0	0
Profit which is not allocated to accumulate for the next fiscal year	843,491,297	866,364,504
<p>Remark</p> <ul style="list-style-type: none"> - In year 2021, the accumulated profit before allocation in the amount of Baht 882,158,189 and there are accumulated profit which cannot be distributed as dividends in the amount of Baht 263,892,262. - In the year 2022, the accumulated profit before allocation in the amount of Baht 858,609,923 and there are accumulated profit which cannot be distributed as dividends in the amount of Baht 263,892,262. <p>(accumulated profit which cannot be distributed as dividends is the profits from the effect of the accounting policy for employee benefits and investment property)</p>		

Board of Directors' Opinion: The Shareholders' meeting should approve the dividend payment for the year 2022 as follows:

- (1) The Shareholders' meeting should acknowledge the interim dividend payment for the year 2022 at the rate of 0.015 baht per share or equivalent to 7,896,848 baht according to the resolution of the Board of Directors' Meeting No. 8/2022 held on November 11, 2022 and it has been paid to shareholders in December 2022, which was paid from retained earnings of the Company that were subject to corporate income tax at the rate of 25 percent.
- (2) The dividend payment for the fiscal year of 2022 at the rate of Baht 0.03 per share which is paid total of Baht 15,793,696.50 Baht at the rate of 54.66 percent of the net profit for the year 2021

The Shareholders' meeting should approve the remaining dividend payment for the year 2022, at the rate of 0.030 baht per share for the dividend payment year 2022, or equivalent to 15,793,696 baht, which was paid from retained earnings of the Company that were subject to corporate income tax at the rate of 30 percent.

The record date to determine names of shareholders who have the right to receive dividend payment will be on May 8, 2023. (The Ex-dividend date or the date which a shareholder will not be entitled to receive the dividend, will be on May 3, 2023) The dividend payment date will be paid within May 26, 2023. Such dividend payment shall be further proposed to shareholders' meeting for approval.

Voting Requirement: Resolution shall be adopted by the majority of the votes of the shareholders who attend the meeting and cast their votes.

Agenda 5 To consider and approve the appointment of directors to replace the directors who retired by rotation.

Facts and Reasons: In compliance of the Company's Articles of Association Chapter 4, Clause 21 of the Company's Articles of Association, one-third (1/3) of the directors must retire from office by rotation at the Annual General Meeting of Shareholders. At present, the Company has 9 directors in total. In this Annual General Meeting of Shareholders for the year 2023, there are 3 directors who must retire by rotation, 1 of which is qualified as independent directors according to the definition of independent directors of the Company. Which is set higher than the minimum requirements of the Securities and Exchange Commission ("SEC") and the SET Enclosures No.5 the names of the 3 directors who have retired by rotation are as follows:

1. Mr. Supasith Sukhanindr Director /Vice Chairman/ Member of the Nomination and Remuneration Committee
2. Miss Duangdao Chinthammit Director
3. Mr. Tosporn Simtrakan Director and Independent Director/ Member of Audit and Corporate Governance Committee

Directors retiring by rotation may be re-appointed and may be re-appointed. If the shareholders consider and agree

In this regard, in order to promote the rights of shareholders and equitable treatment of shareholders in accordance with good corporate governance principles, the Company has given the opportunity to shareholders to propose agenda and to nominate a list of persons to be considered for election as a director during October 1, 2022 – December 31, 2022. There is no shareholder proposing an agenda and a list of persons to be considered for election as a director. director

The Nomination and Remuneration Committee's Opinion:

Nomination and Remuneration Committee (Excluding directors who are due to retire by rotation in the 2023 Annual General Meeting of Shareholders) criteria were considered based on qualifications, knowledge, abilities, experiences in various fields. and being virtuous and ethical Devoting enough time to the company including the performance in the director's position The Board of Directors agrees that the Board of Directors should propose to the shareholders' meeting to consider electing 3 directors who retire by rotation to be re-appointed as the Company's directors for another term, namely **1. Mr. Supasith Sukhanindr 2. Miss Duangdao Chinthammit 3. Mr. Tosporn Simtrakan** are persons who has full qualifications under the Public Limited Companies Act. and does not have any prohibited characteristics to be appointed as a director of the Company in accordance with the rules of the SEC Office, the Stock Exchange of and related government agencies Ability to specialize in a variety of fields, transparent work history, broader visions and being a person of morality and

ethics and performed his duties as a director in the past very well. By bringing knowledge to provide useful recommendations in formulating business strategies and policies in accordance with sustainable development guidelines

Board of Directors' Opinion: The Board of Directors, excluding the directors who are interested in retiring by rotation in the 2022 Annual General Meeting of Shareholders, has considered the list of all persons who have passed the nomination process as proposed by the Nomination Committee with carefully scrutinize the qualifications on an individual basis in accordance with the criteria of nomination of the Company's directors. Board of Directors has pinion that the shareholders' meeting should approve the re-election of the three directors who retired from office to be the Company's directors for another term. In addition, the Board of Directors has considered the directors who have been nominated to be independent directors and deems appropriate to **Mr. Tosporn Simtrakan** who is an independent director that served as a director for 9 years and when combined with the tenure proposed for this election, the total is 12 years to be an independent director for another term because he is qualified able to express their opinions independently as well as bringing knowledge, experience and expertise to provide useful recommendations in business strategies and accordance with sustainable development and having full qualifications in accordance with the criteria for independent directors stipulated by the SEC. The detail of profiles of the nomination directors are shown in Enclosures No. 3

Voting Requirement: Resolution shall be adopted by the majority of the votes of the shareholders who attend the meeting and cast their votes.

Agenda 6 To consider and approve the increasing of company's director and appointment of a new directors.

Facts and Reasons: In compliance of the Company's Articles of Association Chapter 4 of the Company's Articles of Association;

“**Article 19** The Company shall have its board of directors at the amount imposed in the meeting of shareholders but not less than 5 persons.

However, not less than half of the amount of total directors must have residence within the kingdom. “

“**Article 20** The election of company directors shall be held in the meeting of shareholders under the rules and procedure as following:

- (1) A shareholder shall have voting equivalent at one share per one vote.

- (2) In the election of directors it may apply on person at one or many into a group or by other means as seen suitable in the meeting but in each resolution the shareholders shall act under (1) totally and cannot divide voting to any person or group.
- (3) The voting election shall be applied by majority vote and in case of equivalent voting the chairperson shall rule the final voting.

And according to the Company's corporate governance policy, the composition of the Board of Directors should consist of experts with various experiences in various fields. and has a sufficient number of directors suitable for the size of the Company's business and for efficient operation which must not be less than 5 persons and should not exceed 12 persons.

The Nomination and Remuneration Committee's Opinion:

Whereas the Company and its subsidiaries have continued to expand their business, the Company need people with knowledge, experience and expertise to give useful suggestions in formulating strategies and business policies for the Company in order to increase the potential of business and growth in the future.

The Nomination and Remuneration Committee has applied the criteria and methods for nomination of persons to be directors in accordance with the guidelines for nomination of persons to be directors approved by the Board of Directors in accordance with the objectives and suitability in terms of number, structure and the composition of the Board of Directors is appropriate to the size, type and complexity of the business. and benefit to the Company's operations. The Nomination and Remuneration Committee considered the qualifications of each person thoroughly and carefully, it was deemed appropriate to nominate 2 new directors from the current number of directors from 9 persons to 11 persons and the qualifications of the nominated directors for appointment as directors and independent directors are 1) Gen. Tarnchaiyan Srisuwan and 2) Mr. Udom Tangmanaskul, who are qualified in terms of qualifications, knowledge, ability and experience. which is beneficial to the business of the company and their have a transparent work history, broader visions and being a person with morals and ethics and have no prohibited characteristics according to the Public Limited Companies Act B.E. 2535 (including amendments), the Securities and Exchange Act B.E. Amendment) Announcement of the Board of Governors of the Stock Exchange of Thailand and relevant notifications of the Capital Market Supervisory Board and have complete independent directors qualifications in accordance with the rules specified by the SEC, therefore, agreed to propose the appointment of Gen. Tarnchaiyan Srisuwan and Mr. Udom Tangmanaskul as directors and independent directors. So, the Board of Directors should propose to the shareholders' meeting for considering and approval.

Board of Directors' Opinion: The shareholders' meeting should approve the increase of the number of directors from 9 persons to 11 persons by appointing 1) Gen. Tarnchaiyan Srisuwan and 2) Mr. Udom Tangmanaskul to be Directors and Independent Directors of the Company. The Board of Directors has considered and screened the qualifications of each individual carefully and cautiously in accordance with the criteria and procedures for the nomination of the Company's directors. The Board of Directors has opinion that the shareholders' meeting should approve the appointment of such 2 persons as directors and independent directors because qualified persons are able to express opinions independently as well as bringing knowledge, experience and expertise to provide useful suggestions for formulating strategies and business policies in accordance with sustainable development guidelines and complete independent qualifications in accordance with the rules set by the SEC

For their profile and expertise of the nominated persons, regarding holding directorships or executive positions in listed companies in Thailand, other companies/businesses and businesses that have the same nature and are in competition with the business of the Company and independence qualifications including the nominee's relationship information about conflicts of interest with the Company before taking office and being a person who has left the position of a government official/politician/adviser of a government agency It appears in the Enclosures No. 4.

If Gen. Tarnchaiyan Srisuwan and Mr. Udom Tangmanaskul are appointed as directors and independent directors of the company additionally, at the Annual General Meeting of Shareholders on April 26, 2023, Gen. Tarnchaiyan Srisuwan will be appointed as the Chairman of the Board of Directors instead of Mr. Surapong Paisit Pattanapong and Mr. Surapong Paisit Pattanapong will serve as Vice Chairman of the Board of Directors and Mr. Udom Tangmanaskul will be appointed as Audit and Corporate Governance Committee According to the resolution of the Board of Directors Meeting No. 2/2023 held on February 27, 2023, effective from April 26, 2023.

Therefore, when Gen. Tarnchaiyan Srisuwan and Mr. Udom Tangmanaskul have been appointed as directors and independent directors from the shareholders' meeting. The Board of Directors will consist of 11 members as follows:

- | | | |
|----|------------------------------|---|
| 1. | Gen. Tarnchaiyan Srisuwan | Chairman and Independent Director |
| 2. | Mr. Surapong Paisitpatnapong | Vice – Chairman Director, and Independent Director, Chairman of the Audit and Corporate Governance Committee, Chairman of the Nomination and Remuneration committee |

3.	Mr. Wisuithi	Kanoksicharin	Director and Independent Director, Member of the Audit and Corporate Governance Committee Member of the Nomination and Remuneration committee
4.	Mr. Tosporn	Simtrakarn	Director and Independent Director, Member of the Audit and Corporate Governance Committee
5.	Mr. Udom	Tangmanaskul	Director and Independent Director, Member of the Audit and Corporate Governance Committee
6.	Mr. Supasith	Sukhanindr	Vice – Chairman Director, Member of the Nomination and Remuneration committee Chief Executive Officer and President
7.	Mrs. Intira	Sukhanindr	Director
8.	Miss Duangdao	Chinthammit	Director
9.	Miss Duangkae	Chinthammit	Director
10.	Mr Somyod	Suteerapornchai	Director
11.	Mr. Kritinart	Isarangkura	Director

Voting Requirement: Resolution shall be adopted by the majority of the votes of the shareholders who attend the meeting and cast their votes.

Agenda 7 To consider and approve the remuneration of directors for the year 2023.

Facts and Reasons: According to the Company's Articles of Association, Chapter 4, the Board of Directors, “Article 28. Directors are entitled to receive remuneration from the company as considered by the shareholders' meeting and voted by a vote of not less than two-thirds of the total votes of the shareholders attending the meeting. The compensation may be fixed in a fixed amount or set as a rule and will be set from time to time. or to be effective until the shareholders' meeting resolves to change including the right to receive allowances and welfare according to company regulations.

The provision in the first paragraph does not affect the right of a director who is an employee or employee of the company to receive remuneration and benefits as an employee or employee of the company.”

“Article 37. The Board may appoint a number of members as it deems appropriate. to be the Executive Committee by having the powers and duties to control and supervise the business of

the company as assigned by the board of directors and the Managing Director is an Executive Director by position.

Executive Directors are entitled to receive remuneration and gratuities as determined by the Board of Directors' meeting. However, this does not prejudice the right of that executive director to receive remuneration or other benefits under these regulations as a director.”

At present, the Company has sub-committee which are the Audit and Corporate Governance Committee and Nomination and Remuneration Committee In the past, every committee's remuneration has been carefully considered by the Board of Directors' meeting. by comparing references from the same industry including considering the business expansion and profit growth of the company as follows

Directors' remuneration for the year 2022 from 1 January - 31 December 2022

Unit : Baht

Board name	Director's Remuneration		Special bonuses and other benefits	Total
	Director's Allowance	Meeting allowance		
Board of Directors	3,060,000.00	-	8,210,000.00	11,270,000.00
Audit Committee	660,000.00	-	-	660,000.00
Nomination and Remuneration Committee	-	70,000.00	-	70,000.00
Total	3,720,000.00	70,000.00	8,210,000.00	12,000,000.00
actually use	3,720,000.00	70,000.00	900,000.00	4,690,000.00
remaining	00.00	00.00	7,310,000.00	7,310,000.00

Year 2022 The remuneration used for the year 2022 in a total of 4,690,000.00 baht, which is Directors' allowance and meeting allowance equal to 3,790,000.00 baht and Special bonuses and other benefits equal to 900,000.00 baht.

Information on directors' remuneration for the year 2023 to be presented to the 2022 Annual General Meeting of Shareholders for approval

Unit : Baht

Board name	Director's Remuneration		Special bonuses and other benefits	Total
	Director's Allowance	Meeting allowance		
Directors	4,560,000.00	-	9,315,000.00	13,875,000.00
Audit Committee	1,020,000.00	-	-	1,020,000.00
Nomination and Remuneration Committee	-	105,000.00	-	105,000.00

Total	5,580,000.00	105,000.00	9,315,000.00	15,000,000.00
	5,685,000.00		9,315,000.00	15,000,000.00

Year 2023 Directors' allowance and meeting allowances of 5,685,000.00 baht and special bonuses and other benefits of 9,315,000.00 baht, totaling 15,000,000.00 baht, increasing of 3,000,000.00 baht compared to the budget for approval for the year 2022

Board of Directors' Opinion: The Board of Directors has considered according to the approval of the Nomination and Remuneration Committee. Therefore, it is appropriate to propose to the shareholders' meeting to consider and approve the directors' remuneration for the year 2023 in the amount of 5,685,000.00 baht (Five million five hundred eighty thousand baht only) and approve other benefits in the amount of 9,315,000.00.00 baht (Nine million, three hundred and fifteen thousand baht.), totaling remuneration and other benefits in the amount of 15,000,000 baht (fifteen million baht only). However, the remuneration of directors for the year 2023 are increased when compare to the year 2022. The remuneration of directors for the year from 2015 to year 2021 which had approved by the shareholders' meeting for directors and other benefits in the amount of 18,000,000.00 baht (eighteen million baht), therefore, the Board of Directors' remuneration budget for the year 2023 is still in the previously approved budget.

Therefore, it is deemed appropriate to propose to the shareholders' meeting to consider and approve the directors' remuneration for the year 2023 in the amount of 5,685,000.00 baht (five million six hundred eighty-five thousand baht only) and to approve Special bonuses and other benefits in the amount of 9,315,000.00 baht (nine million three hundred and fifteen thousand baht only) totaling remuneration and other benefits in the amount of 15,000,000 baht (fifteen million baht only) to the Board of Directors, Audit Committee and the Nomination and Remuneration Committee by assigning the Board of Directors to consider and allocate money for other benefits as appropriate.

Voting Requirement: Resolution shall be adopted by the votes of not less than two-thirds of the total votes of shareholders attending the meeting.

Agenda 8 To consider and approve the appointment of the auditors and the auditing fee for the year 2023.

Facts and Reasons: In compliance with the Public Limited Companies Act B.E. 2535, Clause 120, at an annual ordinary meeting of shareholders of each year, there shall be an appointment of an auditor and the determination of an audit fee of the company. In appointing an auditor, the former

auditor may be re-appointed. The Capital Market Supervisory Board Notification No. Tor.Chor. 75/2561, Re: Rules, Conditions and Procedures for Disclosure of Financial Report and Performance of Issuing Company. (Effective from January 1, 2019) That required the company to arrange the rotation of an auditor. In case, the any auditor has performed the duty of reviewing, auditing and giving an opinions of the Company's financial statement for the past seven fiscal years, whether consecutive other or not. The company will appoint that an auditor as the auditor of the company, after at least a period five consecutive fiscal years.

The Audit Committee has considered and selected the auditors for the year 2023 by selecting audit firms with a reputation at the top four and the potential of the audit firm in experience and performance expertise in auditing, business knowledge, being independent and the appropriateness of the audit fees including other service charges. Therefore, Audit Committee has considered and selected EY Office Company Limited to be the audit firm of the year 2022 because the proposal of EY Office Company Limited is the most beneficial to the Company.

Board of Directors' Opinion: The Board agree with the Audit Committee to select auditors from EY Office Limited and to propose the Shareholders' meeting to consider and approve the appointment of the auditors and the auditing fee as follows:

1. Appointment auditors from EY Office Limited to be the company's auditors for year 2023 as follows:

Name	CPA No.
1. Ms. Kamontip Lertwitworatep <i>Has never been a person who signs the financial statements of the company</i>	No. 4377 or
2. Mr. Wichart Lokatekrawee <i>Has never been a person who signs the financial statements of the company</i>	No. 4451 or
3. Ms. Satida Ratananurak <i>Be the person who signs the financial statements for the year 2020,2021 and 2022 of the company</i>	No. 4753

The auditor's firm and the auditors as proposed above has no relationship or the conflict of interest with the Company, subsidiary, executives, major shareholders or any person related person. Therefore, they will be independence to review and express opinion on the Company's financial statements.

The detail of profiles of the auditors are shown in Enclosures No. 6

2. Approve the recommendation of Audit Committee for the year 2023 at THB 1,580,000.00, increasing 5.26% when compared to the year 2022. The details are as follows:

unit : Baht

Audit Fee	Year 2023	Year 2022
1. Audit Fee	1,580,000.00	1,501,000.00
2. Non Audit Fee	None	None
Total	1,580,000.00	1,501,000.00

Note: Subsidiaries have used auditors from the same audit firm as the Company, but the associated company is Sub Sri Thai Real Estate Investment Trust has not used the same auditor as the Company. In this regard, the Board of Directors will ensure that the financial statements can be prepared in a timely manner.

Voting Requirement: Resolution shall be adopted by the majority of the votes of the shareholders who attend the meeting and cast their votes.

Agenda 9 To consider and approve the extension of allocation of the newly issued ordinary shares of the Company in the amount of not exceeding 315,873,930 shares under the General Mandate basis for another yearly term (the first period of extension), which will be due on the date of the 2023 Annual General Meeting of Shareholders. The details and all conditions still as per approved by the Annual General Meeting of Shareholders year 2022 on April 27, 2022, in all respects

Facts and Reasons: General Mandate is a capital increase process wherein shareholders approve the number of shares and the types of allotment at a shareholder meeting far in advance, authorizing the company's board of directors to decide on the details of issuance and allotment as and when it deems appropriate.

Currently, the Stock Exchange of Thailand has revised the regulations of capital increase of the company registration to support the capital increase under the General Mandate, whereby the company registration has able to request a resolution for the number of new shares and type of allocation from the shareholders' meeting in advance. And authorize the BOD to purpose the objective of issuing and allocate of new shares as appropriate. Which the capital increase will flexibility of raise funds, and the capital structure management in according with the economic condition effectively and keep up with the change of the economic condition, which increase the competitiveness of the business that go together with the principles of protection the shareholder's benefit as well.

Conditions for capital increase under General Mandate

Allotted to	Percentage of paid-up capital	Type of Securities	Offering Price	Issuance and allotment period
Existing shareholders (RO)	*not exceed 30%	Ordinary Share	Not Defined	Within the next AGM or the date required by law for the next AGM (whichever comes first)
Preferential Public Offering (PPO)	*not exceed 20%	Preference Share Transferable Subscription Rights (TSR)		
General public (PO)	**not exceed 20%	Ordinary Share	Not at discounts price, according to SEC's rules	3 – 6 months depend on offering price
Specific persons(PP)	**not exceed 10%	Preference Share		
<p>Remark The number of allocate share, has accounted for the proportion of paid-up capital as of the date that the BOD has resolves.</p> <p>* Allotted to Existing shareholders (RO) can't exceed 30%, but if the company has chosen to allocate to the Existing shareholders without allocation to the shareholders that the company has duties under the foreign law (PPO), will not exceed 20%.</p> <p>** call for paid - up of capital increase shares not exceed 30% by allotting PO and PP have combined not more than 20%.</p>				

According to the resolution of the 2022 Annual General Meeting of Shareholders held on April 27, 2022, it was approved to increase the registered capital by allocation of newly issued ordinary shares of the Company under a general mandate by issuing new ordinary shares in the amount of not exceeding than 315,873,930 shares at a par value of 1 baht per share and assign the Board of Directors the power to determine the objectives of the issuance and offering of newly issued ordinary shares, details and other conditions related to the issuance and offering of newly issued ordinary shares including signing related documents and contracts as well as execution necessary and appropriate in connection with the issuance and offering of newly issued ordinary shares including listing the newly issued ordinary shares as listed securities on the Stock Exchange of Thailand.

Due to the term of the current newly-issued shares under the General Mandate will be completed by the date of annual general meeting this year, the Board of Directors' Meeting has resolution to propose to the Shareholders' meeting to consider and approve the extension the allocation of the newly issued ordinary shares under the General Mandate, of not exceeding 315,873,930 shares at par value of Baht 1 per share, with conditions for the allocation following the

approval of the 2022 Annual General Meeting of Shareholders on April 27, 2022, in all respects, the details of allotment are as follow:

- (1) Allotment to existing shareholders, in proportion to the number of shares already held by each shareholder of not exceeding 157,936,965 shares to support the transferable subscription right (TSR) However, if the company chooses to allocate to the existing shareholders without allocating to the shareholders that will make the company have duties under foreign law (PPO), it will not exceed 20% or equal to 105,291,310 shares.
- (2) Allotment to the general public of not exceeding 105,291,310 shares
- (3) Allotment to specific persons of not exceeding 52,645,655 shares

(Details appear in the Capital Increase Report Form (F53-4) Enclosure No. 5)

For the allotment of newly-issued shares under (1) (2) and (3), the total increase in paid-up capital must not be more than 30% of paid-up capital as of the date that the company's Board of directors approved the capital increase or not exceeding 157,936,965 shares. Nevertheless, allocating the newly issued shares to public (2) or specific persons (3), the total increase in paid-up capital must not be more than 20% of paid-up capital as of the date that the Company's Board of Directors approved the capital increase or not exceeding 105,291,310 shares. Allocation the newly-issued shares shall completely by the date of the next annual general or by the date required by law to fix the date of the next annual general meeting, whichever comes first.

The specific persons under the Private Placement basis, who shall receive the allocation of the newly issued ordinary shares under the General Mandate basis, must at least have one of the following qualifications and shall not be the related persons of the Company as specified in the Notification of the Capital Market Supervisory Board No. TorChor. 21/2551 Re: Rules on Connected Transaction and the Notification of the Stock Exchange of Thailand Re : Disclosure of Information and Practices of Listed Company in Respect of Connected Transaction B.E. 2546:

- (a) being institutional investors in accordance with the Notification of the Securities and Exchange Commission No. KorChor. 17/2551 Re:Determination of Definitions in the Notification Relating to Issuance and Offer for Sale of Securities; or
- (b) being individual investors or juristic persons that have a stable financial status and a potential to an actual investment as well as have knowledge, skills, experience or potential in a manner that benefits or supports the Company's operation.

The offering price of the newly issued ordinary shares to the specific investors by means of the Private Placement under the General Mandate shall be "Market Price" which means the

weighted average price of the Company's shares trading on the stock exchange of not fewer seven consecutive business days but not more than 15 consecutive business days prior to the date for determination of such subscription price. The weighted average price used in the calculation must be the daily average price for trading. In this regard, the date for determination of the subscription price shall not be earlier than three business days prior to the first subscription date where the shares shall be offered to the investors. In the case that the Board of Directors of the Company deems that there is an appropriate cause by taking into account of the best interests of the Company, the Board of Directors may determine the offering price with a discount of not more than 10 percent of the market price, provided that the Board of Directors has taken into consideration of the market status at that time in determining such discount, pursuant to the Notification of the Capital Market Supervisory Board No. TorChor. 72/2558, Re:Approval of Offering for Sale of Newly-Issued Shares by Listed Companies to Specific Persons.

In addition, The Board of Directors' Meeting has resolved to approve the authorization to the Board of Directors to take any action relating to the allocation of the newly issued ordinary shares as follows:

- (1) to consider and determine details of the allocation of newly issued ordinary shares, such as, the subscription price of newly issued ordinary shares, number of allocations of the newly issued ordinary shares, whether single or sequential allocation, period of the offering, payment of share subscription price, name of specific persons under private placement basis, other conditions and details in connection with the allocation of such newly issued ordinary shares;
- (2) to enter into negotiation, agreement and execution of relevant documents and agreements, as well as taking any actions in connection with the allocation of such newly issued ordinary shares; and
- (3) to execute applications for permission and waiver, and necessary evidence in connection with the allocation of such newly issued ordinary shares, including the arrangement and submission of applications for such permission or waiver documents and evidence to the relevant authorities or agencies, listing of such newly issued ordinary shares on the Stock Exchange of Thailand "(SET)" and being empowered to take any other action which is required and appropriate for the allocation of such newly issued ordinary shares.

The Board of Directors will carefully consider the objectives of the capital increase, offer price and conditions, review the related information as well for the best benefit of the company. The Board of Directors shall consider the shareholders' rights and fairness to the company's shareholders and they shall perform their duties with honesty and prudence in order to protect benefits of the company regarding the capital increase. In case of failure to do that causes damage

to the company, a shareholder can sue for damages from such company's director under Section 85 of the Public Limited Companies Act B.E. 2535, and failure to perform such duties causes by the director or the person concerned to benefit unreasonably, the shareholders may exercise their right to claim benefits from the directors under the provisions of Section 89/18 of the Securities and Exchange Act B.E. 2535 (and amendment).

Board of Directors' Opinion: The Shareholders' meeting should approve the extension of allocation period of the newly issued ordinary shares under the General Mandate, of not exceeding 315,873,930 shares at par value of Baht 1 per share, which will be due on the date of the 2023 Annual General Meeting of Shareholders. The conditions for the allocation of the newly issued ordinary shares will be in accordance with the approval of the 2021 Annual General Meeting of Shareholders held on April 27, 2022 in all respects. The details on the issuance of newly issued ordinary shares appear in the Capital Increase Report (F53-4) in Enclosure No. 7

Voting Requirement: Resolution shall be adopted by the votes of not less than three-fourths of the total votes of shareholders attending the meeting and having voting right and the shareholders' meeting resolved to approve the increase of registered capital in agenda 9.

Agenda 10 To consider and approve the issuance of the transferable subscription right (TSR) in the amount of not exceed 157,936,965 units to the existing shareholders, in proportion to the number of shares already held by each shareholder.

Facts and Reasons: As a result of Agenda 9, the Board of Directors proposed to the shareholders' meeting to consider the allocation of the Company's newly issued ordinary shares of not more than 315,873,930 shares with a par value of 1 baht per share under the General Mandate by allocating not exceeding 157,936,965 newly issued ordinary shares to be offered to the existing shareholders of the Company in proportion to their respective shareholding in order to support the TSRs to purchase the newly transferred shares (TSR)

Therefore, it should be proposed to the shareholders' meeting to consider and approve the issuance of transferable shares (TSR) in the amount of not exceeding 157,936,965 shares if the Company's newly issued ordinary shares are allocated under the General Mandate by allocation of newly issued ordinary shares to offer to the existing shareholders of the Company in proportion to their respective shareholdings and assign the Board of Directors to have the power to consider the details of the issuance of transferable share subscription rights and various conditions related to the issuance of transferable share subscription rights as mentioned above.

Board of Directors' Opinion: The Shareholders' meeting should approve the issuance of the transferable subscription right (TSR) in the amount of not exceed 157,936,965 units to the existing

shareholders, in proportion to the number of shares already held by each shareholder according to allocate newly issued ordinary shares under a General Mandate and authorized the Board of Directors to determine the specification of issuing and allocating the transferable subscription right including criteria condition and other related to the issuing the TSR.

Voting Requirement: Resolution shall be adopted by the votes of not less than three-fourths of the total votes of shareholders attending the meeting and having voting right and the shareholders' meeting resolved to approve the extension of allocation of the newly issued ordinary shares under the General Mandate in Agenda 9

Agenda 11 To consider and approve the review issuance and offering of debt securities in the form of bills and/ or debentures in the amount not exceeding Baht 3 Billion.

Facts and Reasons: As the 2022 Annual General Meeting of Shareholders held on April 27, 2022 approved the issuance and offering of debt securities in the form of bills. and/or debentures in the amount not exceeding 3,000 million baht (three billion baht) by authorizing the Executive Committee and/or Mr. Suphasith Sukhanindr to having the power to specify details of the issuance of debentures.

At present, the Company has issued debentures No. 1/2021 on October 29, 2021, amounting to not more than 250,000 units, with a par value of 1,000 baht per unit, totaling 250 million baht (two hundred and fifty million baht) as unsubordinated debentures and unsecured. The term is 2 years and 9 months from the date of issuance of the debentures, fixed interest rate of 5.75% per annum, payable every 3 months throughout the term of the debentures, maturity date 29 July 2024 and

At present, the Company has issued debentures No.1/2022 on April 28, 2022, amounting to not more than 300,000 units, with a par value of 1,000 baht per unit, totaling 300 million baht (two hundred and fifty million baht) as unsubordinated debentures and unsecured. The term is 2 years and 9 months from the date of issuance of the debentures, fixed interest rate of 5.65% per annum, payable every 3 months throughout the term of the debentures, maturity date 28 January 2025

Due to the company still has a policy to expand its business, the Company should be proposed the Shareholders' meeting for consideration of approval the issuance and offering of debt securities in the form of bills. and/ or debentures in the amount not exceeding 3 billion baht or equivalent in other currencies Which is the same amount and conditions that had been approved by the shareholders' meeting. The issue and offer of debentures will be subordinated debentures and/or

unsubordinated debentures, there are debenture holder representatives and/ or there are no debenture holder representatives, secured debentures and/or unsecured debentures or any type of debentures in Baht currency or U.S. dollars currency and/ or other foreign currencies, term of debentures not exceeding 10 years to offer to the investors in the country and/ or abroad. The debentures may be offered to the public and/ or specific investors and/ or institutional investors or specific institutes in accordance with the relevant notification of the Securities and Exchange Commission (SEC) and the Capital Market Supervisory Board. The debt instrument including bills and/ or debentures may be issued and offered all bonds or some of bonds and one or several times as appropriate. The Interest Rate shall be depended on the market conditions at the time of the issuance and offering for sale of the debenture, or the terms and conditions of the debenture issued at such time, provided that pursuant to the Notification of the Securities and Exchange Commission and/ or the SEC Office and/ or other related regulations which are in force at the time such debenture is issued and offered. The process from the debt instrument issuance will be applied toward to the Company and to use as working capital in the Company and also pay for settlement debt and loan of the Company.

And the shareholders' meeting should approve the authorizes to be Mr. Supasith Sukhanindr, Chief Executive Officer and Managing Director to have the authority to set the details of the debt instrument including bills and/ or debentures regarding type of debenture, secure, currency, issue amount, term, par value, offered price, interest rate, the right of redemption, process of offering, the time of issuing and offering depending on desirable circumstances and appropriate time and also have the authority to do and perform all acts and things considered necessary for the issue and offer of the debt instrument including bills and/ or debentures and to appoint debenture holder representatives and/ or registrar and/ or underwriters and/ or distribution and underwriting and/ or consultants and relevant persons.

Board of Directors' Opinion: The shareholders' meeting should review and approve the issuance and offer for sale of debt securities in the form of bills. and/ or debentures in the amount not exceeding 3,000 million baht (three billion baht) as proposed by the Board of Directors to use for investment in the Company's business expansion and to use as working capital in the Company and also repayment of loans and liabilities of the Company **and should approve an authorization to The Board of Directors or Mr. Suphasith Sukhanindr, Chief Executive Officer and Managing Director to have the authority** to set the details of the debt instrument including bills and/ or debentures regarding type of debenture, secure, currency, issue amount, term, par value, offered price, interest rate, the right of redemption, process of offering, the time of issuing and offering depending on desirable circumstances and appropriate time and also have the authority to do and perform all acts and things considered necessary for the issue and offer of the debt instrument

including bills and/or debentures and to appoint debenture holder representatives and/or registrar and/or underwriters and/or distribution and underwriting and/or consultants and relevant persons.

Voting Requirement: Resolution shall be adopted by the votes of not less than three-fourths of the total votes of shareholders attending the meeting and having voting right.

Agenda 12 To consider and approve the amendments the Company’s Articles of Association

Facts and Reasons: The amendment of the Public Limited Companies Act B.E. 2535 that was amended in 2022 (“Public Limited Companies Act (No. 4) B.E. 2565”). The key amendments are publication via electronic media; sending documents via electronic means; electronic meetings; appointment of a proxy via electronic media (e-proxy); and reduced notice period for calling board of directors’ meetings.

In addition, the Board of Directors consider to amend the Article 30 of the Articles of Association of the Company due to the Company and its subsidiaries continually expanding their businesses. Therefore, it was deemed appropriate for the Board of Directors to be able to select several vice chairman to help monitor the work as assigned by the Chairman. The original Articles of Association can appoint only 1 Vice Chairman. However, the proposed amendment is in accordance with Section 78 of the Public Limited Companies Act B.E. 2535.

The Board of Directors deemed appropriate to propose to the shareholders’ meeting for approval the change and amendment to the following 11 articles of the Article of Association of the Company which are Article 3, Article 30, Article 31, Article 32, Article 33, Article 46, Article 47, Article 48, Article 49, Article 51 and Article 64, to comply with the Public Limited Companies Act B.E. 2535 as detailed below.

Existing Wordings	New Wordings
-None-	<p>Article 3/1 <u>If this Articles of Association requires that the warning, notice or advertisement of any message concerning the Company shall be made to the persons or public through newspaper, it shall be made through a Thai daily newspaper published in the locality where the Company’s head office is located, with a period of time as the criteria prescribed by law. If there is no such newspaper, it shall be made in a Thai daily newspaper published in the Bangkok or establish an advertisement via</u></p>

Existing Wordings	New Wordings
	<u>electronic media or any other means as permitted by law at present and/ or to be changed hereafter, however, to the extent of criteria and procedures as stipulated by law.</u>
-None-	Article 3/2 <u>In the event that the Company or the board of directors is obliged to send letters or documents in accordance with the provisions of the Public Limited Companies Act B.E. 2535 (1992) (including any amendments thereto) to the directors, shareholders, or creditors of the Company, if such persons have notified their intention to receive or consented to the delivery of, letters or documents via electronic means, the Company or the board of directors may send such letters or documents via electronic means in accordance with the criteria prescribed by law.</u>
Article 30 The board of directors shall elect one director to be the chairman. In the event that the Board deems it appropriate, one director may be elected as vice-chairmen. The vice-chairman has duties according to the regulations in any business assigned by the chairman.	Article 30 The board of directors shall elect one director to be the chairman. In the event that the Board deems it appropriate, one <u>or more</u> directors may be elected as vice-chairmen. The vice-chairman has duties according to the regulations in any business assigned by the chairman.
Article 31. The Board of Directors shall hold a meeting at least once every three (3) months at in the province where the Company’s head office is located or nearby provinces or in any other places as the Board of Directors deems appropriate. The Meeting of the Board of Directors may be held by the electronic meeting which shall comply with the provisions and methods as required by notifications, regulations and related laws. The quorum and voting of the	Article 31. The Board of Directors shall hold a meeting at least once every three (3) months at in the province where the Company’s head office is located or nearby provinces or in any other places as the Board of Directors deems appropriate. The Meeting of the Board of Directors may be held by the electronic meeting which shall comply with the provisions and methods as required by notifications, regulations and related laws. The quorum and voting of the

Existing Wordings	New Wordings
<p>Meeting of Board of Directors shall be subject to the Company's Articles of Association. All provisions and methods provided by laws, law notifications, and regulations relating to the electronic meeting shall be applied to the other articles of the Company's Articles of Association as related.</p>	<p>Meeting of Board of Directors shall be subject to the Company's Articles of Association. All provisions and methods provided by laws, law notifications, and regulations relating to the electronic meeting shall be applied to the other articles of the Company's Articles of Association as related. <u>In the case that the board of directors meeting is conducted via electronic means, the head office of the Company shall be deemed to be the place of the meeting, and the electronic meeting shall have the same legal effect as a physical meeting in accordance with the methods prescribed by law and in these Articles of Association.</u></p>
<p>Article 32 The chairman is the person holding power to call a meeting or order to have a board meeting.</p> <p>Any two directors may request for a board meeting and in this case the chairman shall fix the date of board meeting within 14 days from the date receiving the request.</p>	<p>Article 32 The chairman is the person holding power to call a meeting or order to have a board meeting.</p> <p><u>In calling a meeting of the board of directors in accordance with the first paragraph, the vice-chairman of the board shall be the person who summons a meeting of the board of directors in the absence of the chairman of the board or the person assigned by the chairman of the board for whatever reason. In the absence of the vice-chairman of the board for whatever reason, at least two (2) directors may jointly summon a meeting of the board of directors.</u></p> <p><u>When there is reasonable cause or in order to preserve the rights or benefits of the Company, at least two (2) directors may jointly request that the chairman of the board of directors summons a meeting of the board of directors, whereby the agenda and reason(s)</u></p>

Existing Wordings	New Wordings
	<p><u>therefore that will be proposed for consideration must be specified. In such a case, the chairman of the board shall summon and fix the date of the meeting within fourteen (14) days of the date of receipt of the request.</u></p> <p><u>In the case where the chairman of the board of directors or the person assigned by the chairman of the board does not take action in accordance with the third paragraph, the requesting directors may jointly summon and fix the date of the meeting of the board of directors to consider the proposed agenda items within fourteen (14) days of the end of such period mentioned in the third paragraph.</u></p>
<p>Article 33 In calling a meeting of the board of directors, the chairman of the board or the person assigned by the chairman of the board shall serve written notice calling for such meeting to the directors not less than seven (7) days prior to the date of the meeting, except for the urgent necessity in order to protect the right and benefit of the Company may instruct the meeting by other methods and imposing date of meeting earlier.</p>	<p>Article 33 In calling a meeting of the board of directors, the chairman of the board or the person assigned by the chairman of the board shall serve written notice calling for such meeting to the directors not less than <u>three (3) days prior to the date of the meeting</u>, except for the urgent necessity in order to protect the right and benefit of the Company which the meeting notice may be called by <u>electronic means or any other means</u> and an earlier meeting date may be chosen.</p>
<p>Article 46 The Board of Directors may summon an extraordinary meeting of shareholders any time as it deems appropriate. A shareholder or shareholders holding shares amounting to not less than 10 percent of the total number of shares sold may subscribe their names in a written request directing the Board of Directors to summon an extraordinary meeting but the reasons for summoning such meeting must be clearly stated in such a</p>	<p>Article 46 The Board of Directors may summon an extraordinary meeting of shareholders any time as it deems appropriate. A shareholder or shareholders holding shares amounting to not less than 10 percent of the total number of shares sold may subscribe their names in a written request directing the Board of Directors to summon an extraordinary meeting but the reasons for summoning such meeting must be clearly stated in such a</p>

Existing Wordings	New Wordings
<p>request. In this event, the Board of Directors must summon a shareholder meeting within forty-five (45) days as from the date of receipt of the request from the shareholders.</p> <p>In case the Board of Directors does not summon the meeting within the stipulated in the previous paragraph, the shareholders who subscribed their names or other shareholders with the aggregate number of shares as stipulated may notice for summoning an extraordinary meeting by their own issuance within forty-five (45) days from the end of period mentioned in previous paragraph. In this case, the meeting shall be deemed as the shareholders' meeting to call by summoning of the Board of Directors and the company shall provide reasonably the convenience and shall be responsible for the necessary expense arisen incurring to call the meeting.</p> <p>In case in any meeting summoning by the shareholders as stipulated in the second paragraph, the number of shareholders to attend the meeting do not conform the quorum of the meeting as mentioned in the Articles of Association, the shareholders as stipulated in second paragraph shall refund the expenses incurring to cause such the meeting</p>	<p>request. In this event, the Board of Directors must summon a shareholder meeting within forty-five (45) days as from the date of receipt of the request from the shareholders.</p> <p>In case the Board of Directors does not summon the meeting within the stipulated in the previous paragraph, the shareholders who subscribed their names or other shareholders with the aggregate number of shares as stipulated may notice for summoning an extraordinary meeting by their own issuance within forty-five (4 5) days from the end of period mentioned in previous paragraph. <u>The shareholders calling the meeting may send the meeting notice to the shareholders via electronic media if such shareholder has informed the intention or given consent to the Company with the criteria prescribed by law.</u> In this case, the meeting shall be deemed as the shareholders' meeting to call by summoning of the Board of Directors and the company shall provide reasonably the convenience and shall be responsible for the necessary expense arisen incurring to call the meeting.</p> <p>In case in any meeting summoning by the shareholders as stipulated in the second paragraph, the number of shareholders to attend the meeting do not conform the quorum of the meeting as mentioned in the Articles of Association, the shareholders as stipulated in second paragraph shall refund the expenses incurring to cause such the meeting</p>
<p>Article 47 In summoning for a Meeting of Shareholders, the Board of Directors shall</p>	<p>Article 47 In summoning for a Meeting of Shareholders, the Board of Directors shall send</p>

Existing Wordings	New Wordings
<p>send notice of the meeting specifying the place, date, time, agenda of the meeting and subject matter to be submitted to the meeting together with reasonable details and shall deliver the same to the shareholders and the Registrar for reference not less than (7) days prior to the date of the meeting. The notice shall be published in the newspaper not less than three (3) consecutive days and not less than three (3) days prior to the date of the meeting. The venue used for the meeting will be in the area where the company's head office is located or any other place as determined by the Board of Directors.</p> <p>The Meeting of Shareholder can be held through electronic media. The process of meeting through electronic media shall be proceeded in accordance with the criteria and method as provided by laws and run through a meeting control system which has information technology security standard as specified by announcement or regulation of the relevant authorities or by laws.</p> <p>In case of proxy for joining and voting in the electronic shareholders' meeting, such shareholder and proxy shall comply with the procedure and conditions set forth by Company which shall be in accordance with the related rules and regulation and applicable laws.</p>	<p>notice of the meeting specifying the place, date, time, agenda of the meeting and subject matter to be submitted to the meeting together with reasonable details and shall deliver the same to the shareholders and the Registrar for reference not less than (7) days prior to the date of the meeting. The notice shall be published in the newspaper <u>or establish an advertisement via electronic media or any other means as permitted by law at present and/ or to be changed hereafter, however, to the extent of criteria and procedures as stipulated by law.</u></p> <p>The venue used for the meeting will be in the area where the company's head office is located or any other place as determined by the Board of Directors. <u>In the event that the board of directors meeting is held via electronic means, the head office of the Company shall be deemed to be the place of the meeting, and the electronic meeting shall have the same legal effect as a physical meeting in accordance with the methods prescribed by law and in these Articles of Association</u></p> <p>The Meeting of Shareholder can be held through electronic media. The process of meeting through electronic media shall be proceeded in accordance with the criteria and method as provided by laws and run through a meeting control system which has information technology security standard as specified by announcement or regulation of the relevant authorities or by laws.</p> <p>In case of proxy for joining and voting in the electronic shareholders' meeting, such shareholder and proxy shall comply with the</p>

Existing Wordings	New Wordings
	<p>procedure and conditions set forth by Company which shall be in accordance with the related rules and regulation and applicable laws.</p>
<p>Article 48 A shareholder may have proxy who is a sui juris attending and voting in the meeting of shareholders by having a letter in the form stipulated by law and the proxy to submit it to the chairperson or the person assigned by the chairperson at the venue of meeting before the proxy attends the meeting.</p>	<p>Article 48 A shareholder may have proxy who is a sui juris attending and voting in the meeting of shareholders by having a letter in the form stipulated by law and the proxy to submit it to the chairperson or the person assigned by the chairperson at the venue of meeting before the proxy attends the meeting. <u>In appointing a proxy under this paragraph, it may be carried out via electronic means in accordance with the criteria prescribed by law.</u></p>
<p>Article 49 In a meeting of shareholders it shall have shareholders or proxies (if any) attending not less than 25 persons or not less than half of the total shareholders, depending on any amount is larger and with shares counted at not less than one-third (1/3) of the total distributed shares to make the quorum.</p> <p>In case any meeting of shareholders when the time lapsed at one hour the number of shareholders attending not making its quorum as stated, if such meeting has been conducted because the shareholders request it shall be suspended but if such meeting is not from the request of the shareholders it shall be appointed for a new meeting and send letter of invitation to shareholders at not less than seven days before the date of meeting and this last meeting does not require to have its quorum.</p>	<p>Article 49. To constitute a quorum in a shareholders meeting, <u>whether a physical meeting or a meeting via electronic means</u>, there shall be not less than twenty-five (25) shareholders present in person or by proxy (if any) or not less than one half of the total number of shareholders and holding shares in aggregate not less than one-third (1/3) of the total number of shares sold to make the quorum.</p> <p>In case any meeting of shareholders when the time lapsed at one hour the number of shareholders attending not making its quorum as stated <u>in paragraph 1</u>, if such meeting has been conducted because the shareholders request it shall be suspended but if such meeting is not from the request of the shareholders it shall be appointed for a new meeting and send letter of invitation to shareholders at not less than seven days before the date of meeting and this last meeting does not require to have its quorum.</p>

Existing Wordings	New Wordings
<p>Article 51 The chairperson shall uncton in controlling the meeting to comply with the laws and regulations of the company on meeting (if any) and to conduct the meeting following the agendas imposed in the letter of invitation except the meeting shall resolve with not less than two thirds of voting to change the agendas.</p> <p>When the meeting has considered matters in agendas in completion, the shareholders counting votes not less than one thirds of the total distributed shares may request the meeting to consider other business apart from the items imposed on the letter of invitation.</p> <p>In case the meeting has considered according to agenda items and/ or matters proposed by shareholders not in completion (as the case may be) and it has to be postponed, the meeting shall fix venue, date and time of the next meeting and the board of directors shall send letter of invitation stating the venue, date and time and agendas to the shareholders not less than seven days before the date of meeting and to advertise it in newspaper continually not less than three days before the date of meeting not less than three days.</p>	<p>Article 51 The chairperson shall uncton in controlling the meeting to comply with the laws and regulations of the company on meeting (if any) and to conduct the meeting following the agendas imposed in the letter of invitation except the meeting shall resolve with not less than two thirds of voting to change the agendas.</p> <p>When the meeting has considered matters in agendas in completion, the shareholders counting votes not less than one thirds of the total distributed shares may request the meeting to consider other business apart from the items imposed on the letter of invitation.</p> <p>In case the meeting has considered according to agenda items and/ or matters proposed by shareholders not in completion (as the case may be) and it has to be postponed, the meeting shall fix venue, date and time of the next meeting and the board of directors shall send letter of invitation stating the venue, date and time and agendas to the shareholders not less than seven days before the date of meeting and to advertise it in newspaper <u>or establish an advertisement via electronic media or any other means as permitted by law at present and/ or to be changed hereafter, however, to the extent of criteria and procedures as stipulated by law.</u></p>
<p>Article 64 No dividend payment shall be made from other monies except from the statement of income in case the company is still with accumulated loss.</p> <p>The dividend payment shall be divided at the number of shares equally.</p>	<p>Article 64 No dividend payment shall be made from other monies except from the statement of income in case the company is still with accumulated loss.</p> <p>The dividend payment shall be divided at the number of shares equally.</p>

Existing Wordings	New Wordings
<p>The board of directors may pay dividend interim to the shareholders occasionally when judging that the company has sufficient profits to do so and report to the next meeting of shareholders.</p> <p>Dividend payment shall be made within one month from the date of meeting of shareholders or resolved by the board as the case may be. However, it shall be notified in letter to the shareholders and advertised the dividend payment in newspapers continuously at not less than three days.</p>	<p>The board of directors may pay dividend interim to the shareholders occasionally when judging that the company has sufficient profits to do so and report to the next meeting of shareholders.</p> <p>Dividend payment shall be made within one month from the date of meeting of shareholders or resolved by the board as the case may be. However, it shall be notified in letter to the shareholders and advertised the dividend payment in newspapers <u>or establish an advertisement via electronic media or any other means as permitted by law at present and/or to be changed hereafter, however, to the extent of criteria and procedures as stipulated by law.</u></p>

Board of Directors' Opinion: The Board of Directors has approved to propose to the Annual General Meeting of Shareholders to consider and approve the amendment of of the Company's Articles of Association to support the flexibility in managing the general management of the Company. The Chief Executive Officer and Managing Director shall have the power to sign a contract or any other juristic act related to or for the benefit of the Company's business and/or any other documents related to the Company's business. with government departments, government agencies, state enterprises, various organizations, natural persons and/or any juristic persons, as well as having the power to order and carry out other activities to comply with the objectives or regulations of the company. For the registration of the amendment of the Company's regulations with ease which may require correction and / or additional words or the message of the Regulations of Registration or Minutes of the Shareholders Meeting in accordance with the order, advice or opinion of the Registrar Department of Business Development Ministry of Commerce or staff of related agencies **Therefore agreed to assign Executive Committee and/or Chief Executive Officer and President and/or persons assigned by the Executive Committee and/or the Chief Executive Officer and President have the power to amend and/or add words or text in the document and/or various requests in filing a registration to amend the regulations to the Department of Business Development Ministry of Commerce** Including the power to delegate power without having to seek approval from the Board of Directors or the shareholders' meeting

Agenda 13 To consider other issues (if any)

The Company is pleased to invite the shareholders to attend the 2023 AGM on **April 26, 2023 at 14.00 hrs.** at Mud and Hound Public Company Limited's meeting room, No. 206 20 Soi Pattanakarn 20. Suan Luang Subdistrict, Suan Luang District, Bangkok 10250. To facilitate to the shareholders in attending the meeting, the Company will facilitate the shareholders by arranging a van to pick up and drop off at MRT Rama 9 Station, Exit 2 (Central Plaza Grand Rama 9) from 12:00 a.m. – 12.45 a.m. (Please notify your request in advance at ir-sst@subsriThai.co.th within April 21, 2023) and will be open for registration to attend the Annual General Meeting of Shareholders from 13:00 hrs.

The date of determining the names of shareholders who shall have the right to attend The Annual General Meeting of Shareholders for the year 2023 on March 14, 2023 (Record Date)

For your convenience, if you wish to appoint a person to attend and vote at the Meeting on your behalf, please complete and duly execute only one of the two Proxy Forms (Form A or Form B) attached in Enclosure No. 11, or alternatively you may download only one of Proxy Form from www.subsriThai.co.th.

You are kindly requested to submit the completed Proxy Form with the required documents to the Company by Tuesday 25 April 2023.

Yours Sincerely,

Sub Sri Thai Public Company Limited

-Mr. Supasith Sukhanindr-

(Mr. Supasith Sukhanindr)

Chief Executive Officer and President

Remark:

1. The Notice to shareholders and its attachments are also publicized in the Company's website (www.subsriThai.co.th). For any queries, please forward your questions to the E-mail address: ir-sst@subsriThai.co.th or registered post to Sub Sri Thai Plc. 206, Plaza Building, 4th Floor, Soi Pattanakarn 20, Suan Luang Sub-District, Suan Luang District Bangkok 10250, with the complete contact information.
2. **If the shareholders would like the Company to arrange the transportation to attend the meeting, please do inform your request to the E-mail address: ir-sst@subsriThai.co.th before April 21, 2023.**