

(Translation only)



Charn Issara Development Public Co.,Ltd.

**Notice of the Annual General Meeting
for the year 2022**

On Wednesday, 27 April 2022, 2.00 pm.

At 21st floor, Charn Issara Tower II (Electronic Meeting)

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

Shareholders who wish to attend the meeting or authorize others to attend the meeting, please notify your intention to register to attend the meeting in advance. Available from April 11 to April 27, 2022 during the Company's business hours (8.30 am - 5.00 pm. Details for the registration appear in the Electronic Media Meeting System Operator Manual for the Shareholders' Meeting according to Attachment 10 (Registration method, Meeting attendance and Proxy).

The e-Meeting system will open for access on April 27, 2022 at 1:00 PM (1 hour before the meeting opens). The shareholders or proxies can use the username and password received and follow the steps to use the system according to Attachment 10 (Registration method, Meeting attendance and Proxy).

Notice of the Annual General Meeting for the year 2022
Of
Charn Issara Development Public Company Limited
No. 2922/200, New Petchaburi Road, Bangkok Sub-district, Huaykwang District, Bangkok

5 April 2022

Subject: Invitation to the Annual General Meeting for the year 2022

To: Shareholders of the Company

- Attachments:
1. Copy of the minutes of the Annual General Meeting of Charn Issara Development Public Company Limited for the year 2021 held on 27 April 2021.
 2. Annual Registration Statement / Annual Report for the year 2021 (One Report) (QR Code)
 3. Summary of the directors' biographies proposed to be appointed as directors of the Company for another term and new Director.
 4. Guidelines and Articles of Association of the Company in relation to the shareholders' meeting.
 5. Summary of Preliminary Details of the Warrant to purchase ordinary shares of Charn Issara Development Public Company Limited No.2 (CI-W2)
 6. Details of the issuance and offering of the Debentures.
 7. Summary of Important Terms and Conditions of the Convertible Debentures of Charn Issara Development Public Company Limited
 8. Capital Increase Form (F53-4), Information of Capital Increase
 9. Information of Capital increase
 10. Document and evidence that a shareholder needs to present prior to attending the meeting, procedures for giving proxy, registration and voting in the shareholders' meeting.
 11. Summary of the Independent Directors' biographies to whom you wish to give proxy to attend and vote at the meeting on your behalf.
 12. Proxy form B & form C

13. User Manual Electronic Meeting System (DAP e-Shareholder Meeting)
14. Map of the meeting location.
15. Form “Requisition of One Report 2021”

Notice is hereby given that the Board of Directors (“BOD”) of Charn Issara Development Public Company Limited (“Company”) has resolved to convene the Annual General Meeting for the year 2022 on 27 April 2022 at 14.00 O’clock on 21th Floor, Charn Issara Tower 2, New Petchaburi Road, Klongton Sub-district, Bangkok District, Bangkok. (Electronic Meeting)

In preparation for the agenda of Annual General Meeting of Shareholders of the year 2022 the Company has posted on its website to invite shareholder to propose agenda in advance from October 1, 2021 to January 14, 2022 without any proposal received by the Company as of the end of such period. The Company, therefore, advises the agenda as per resolutions of the Board of Directors as follows:-

Agenda 1: Chairman’s Announcement (if any)

Agenda 2: To consider and adopt the Minutes of the Ordinary General Shareholders’ Meeting for the year 2021 which was held on 27 April 2021.

Objective and reason Charn Issara Development PCL has organized the Annual General Meeting of Shareholders for the year 2021 on April 27, 2021 and it has completed the minutes of meeting within 14 days and filed the same with the Stock Exchange of Thailand and the Ministry of Commerce within the specified period stipulated by law and had posted the same on the Company’s website as per enclosure 1.

BOD’s opinion: Approve to propose the minutes of Annual General Meeting of Shareholders for the year 2021 held on April 27, 2021 on which the Board had a view that such minutes had been recorded properly reflecting the actual resolutions.

Voting The law requires that this agenda must be resolved the majority votes of all shareholders present and exercise their voting rights.

Agenda 3: To consider for acknowledgement of the Annual Registration Statement / Annual Report (One Report) and the Board of Director’s view on the operating results of the fiscal year 2021

Objective and reason The BOD is of the opinion that it has produced a summary of the past performance and material changes during the year 2021 in Attachment No. 2 (One Report 2021 – QR Code)

BOD's opinion: Appropriate to propose to the shareholder's meeting for acknowledgement the Annual Report and the Board of Directors' view on the operating results of the year 2021.

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

Agenda 4: To consider and approve the Statements of Financial Position and Statement of Comprehensive Income which have already been examined by the Company's auditor for the fiscal year 2021 ended as of 31 December 2021.

Objective and reason The Company's Statements of Financial Position and Statement of Comprehensive Income for the period ending December 31, 2021 has been audited by Deloitte Touche Tohmatsu Jaiyos Advisory Co., Ltd. and has been considered with approval from the Audit Committee.

Opinion of the Audit Committee

We have reviewed the operating report of the Company and its subsidiaries for the fiscal year 2021 in the Meeting No.1/2022 held on February 24, 2022 with an opinion that such report is correct and clear with satisfactory coverage on all material contents. The Committee has reviewed the Company and its subsidiaries' financial statement as of December 31, 2021 as presented by the auditor with an opinion that such statement is correct and reliable and the disclosure in which is adequate.

BOD's opinion: Resolved that it is appropriate to propose to the shareholders' meeting for the approval of the Company's Statements of Financial Position and Statement of Comprehensive Income for the fiscal year ending December 31, 2021, which have already been examined by the Company's auditor, namely Deloitte Touche Tohmatsu Jaiyos Advisory Co., Ltd. and approved by the Board of Audit Committee as shown in the One Report for the year 2021 in Attachment No. 2 should be proposed to the Annual General Meeting for approval.

Company's Statements of Financial Position and Statement of Comprehensive Income for the fiscal year 2021 which can be summarized as follow:

Financial Status		2021	2020
Total Assets	(Mil.Bht)	10,119	10,805
Total Liability	(Mil.Bht)	7,797	8,367
Shareholders' Equity	(Mil.Bht)	2,402	2,438

Operating Results		
Revenue from Sales & Services (Mil.Bht)	1,917	1,243
Total Revenue (Mil.Bht)	2,299	1,429
Net Profit	(45)	(328)
Profit per share (Baht/share)	(0.31)	(0.31)

Voting The law requires that this agenda must be resolved the majority votes of all shareholders present and exercise their voting rights.

Agenda 5: To consider and approval omitted of dividend payment and allocation of the legal reserve in performance of the year 2021.

Objective and reason According to the law, if the Company has earned profit from the Company's operation and has not had any accumulated losses, the Company, with an approval of the shareholders, is able to pay dividends from the Company's profit to the shareholders and must also allocate the net profit in fiscal year 2021 not less than 5% of the Company's annual net profit (deducted by the accumulated loss (if any)) as a legal reserve.

Due to the Company needs to use the working capital, therefore, the Company proposed to approve the omission of dividend payments for the year 2021 and to approve the allocation of net profit from the operating results of the year 2021 in the amount of 5,742,025 baht (equivalent to not less than 5 percent of the net profit of the year 2021 as a legal reserve.

BOD's opinion: The Board of Directors has considered and resolved to propose to the shareholders' meeting to approve the omitted of dividend payment and allocation of the legal reserve for the operating results of the year 2021.

Voting The law requires that this agenda must be resolved the majority votes of all shareholders present and exercise their voting rights.

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

Objective and reason The Royal Decree on Public Company B.E.2535 (as amended) and the Company's Articles of Association clause 19 require one third

of the Directors to retire by rotation in the Annual General Meeting of Shareholders. In this Annual General Meeting of Shareholders, there are 3 Directors due to retire by rotation as follows:

Name	Position	No.of years to be Directors	Meeting Attendance/Times of the meeting 2020
1. MR.PHISUD DEJAKAISAYA	Independent Director Chairman of Audit Committee	20	7/7
2. MR.WITIT RATCHATATANUN	Independent Director / Audit Committee	20	7/7
3. MR. PINIT PUAPAN	Independent Director / Audit Committee	20	6/7

As regards MR.PHISUD DEJAKAISAYA, an Independent Director and Chairman of Audit committee , he has served as director consecutively for 20 year (up to the month when the Annual General Meeting of Shareholders for 2022 is held.) if he is reappointed for a further term, the entire tenure of his consecutive directorship will amount to 23 years.

As regards MR.WITIT RATCHATATANUN, an Independent director and audit committee, he has served as director consecutively for 20 years (up to the month when the Annual General Meeting of Shareholders for 2022 is held.) if she is reappointed for a further term, the entire tenure of his consecutive directorship will amount to 23 years.

As regards MR. PINIT PUAPAN, an independent director, he has served as director consecutively for 20 year (up to the month when the Annual General Meeting of Shareholders for 2022 is held.) if he is reappointed for a further term, the entire tenure of her consecutive directorship will amount to 23 years.

The Nomination and Remuneration Committee consider re-appointing the directors retired by rotation as the Company's directors for an additional term, due to the fact that those 3 Directors (MR.PHISUD DEJAKAISAYA, MR.WITIT RATCHATATANUN and MR. PINIT PUAPAN) has performed their duties well as the Chairperson and/or committee member of other

sub-committee. Resume of those nominated directors and definition of independent director is in the attachment no. 3.

However, according to the criteria and process of selection as shown in the enclosure no. 3, the Board of Directors was selected by the Nomination and Remuneration Committee in the meeting held on February 24, 2022. In this case, having considered, it deems, by the Board of Directors, that each director, whose name was proposed, possesses a suitable quality as required for the operation of Company's business. In addition the Company has allowed the shareholders to nominate candidate for Directors during October 1, 2021 to January 14, 2022 but there have been no nomination.

BOD's opinion: It deems appropriate to propose shareholders having knowledges, abilities and experiences in business for the re-appointment of 3 directors who are due to retire by rotation in order to resume their office for another term.

Voting The law requires that this agenda must be resolved the majority votes of all shareholders present and exercise their voting rights.

Agenda 7: To consider fixing of remuneration for directors and subsidiaries' committee for the year 2022

Objective and reason: In the Nomination and Remuneration Committee had consider on the Company's and its subsidiaries' Board of Directors for the fiscal year 2022, in the meeting no.1/2022 held on February 24, 2022 there was a criteria of consideration on directors' remuneration and structure of remuneration as follows:-

Criteria of consideration:

1. Duty and responsibility and their performance in the Board of Directors and sub-committee.
2. Type and size of business, the market, competitor. The remuneration must be in the appropriate level, adequate and motivated to retain quality directors.

Structure of Remuneration:

1. Monthly salary
2. Meeting fees

In comparison of remuneration among the same group of industry and among the group of companies having the same level of revenue as the Thai Institute of Directors, the Meeting has proposed remuneration for the Company's and its subsidiaries' Board of Directors for the fiscal year 2022 with details on monetary remuneration for directors and chairman of the Company and its subsidiaries for the year 2022 as follows:-

Directors' remuneration

Remuneration structure (Board of Director)	2022 (proposed)	2021	2020
Monthly remuneration	<u>(Baht/Month)</u>	<u>(Baht/Month)</u>	<u>(Baht/Month)</u>
- Chairman	88,000	88,000	88,000
- Director	38,500	38,500	38,500

Sub-committees' remuneration

Remuneration structure (Sub-committee)	2022 (proposed)	2021	2020
Meeting Fees (Per time)	<u>(Baht/Time)</u>	<u>(Baht/Time)</u>	<u>(Baht/Time)</u>
- Chairman of the Audit Committee	50,000	50,000	50,000
- Audit Committee	30,000	30,000	30,000
- Chairman of the Nomination and Remuneration Committee	20,000	20,000	20,000
- Nomination and Remuneration Committee	10,000	10,000	10,000
- Chairman of the Risk Management Committee	20,000	20,000	20,000
- Risk Management Committee	10,000	10,000	10,000

BOD's opinion: Having considered the opinion from the Nomination and Remuneration Committee, the Board of Directors deemed appropriate to propose the shareholders meeting to approve the remuneration for the Company's Directors and Sub-Committee for the fiscal year 2022.

Voting The law requires this agenda to be voted for approval with 2/3 of the combined votes of those shareholders who attend the meeting.

Agenda 8: To consider and approve the appointment of the Company's auditors approved by the Securities and Exchange Commission Thailand and fixing of the auditors' remuneration for the fiscal year ended on 31 December 2022.

Objective and reason To comply with the Royal Decree on Public Company B.E. 2535 (as amended) and the requirement of the SEC on the rotation of auditor every 5 fiscal years which requires the shareholders' meeting to appoint auditor and fix its remuneration on an annual basis, and by the selection of the Audit Committee, after through consideration, it

was proposed to appoint Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. to be auditor of the Company and its subsidiaries for the financial statement in 2022 due to their good standard of work , their good work performance and their qualification on account auditing and fix its remuneration for the accounting period ending December 31, 2022. One of the following auditors will audit the Company’s account and give opinion on the Company’s financial statement.

- 1) Mr. Wonlop Vilaivoravit ; C.P.A. Licence No. 6797; and/or (Audited the financial statements of the Company for a period of four years in 2018-2022)
- 2) Mr. Chavala Tienpasertkij; C.P.A. Licence No. 4301;and/or (has never signed in the Company’s financial statement)
- 3) Ms. Nisakorn Songmanee; C.P.A. Licence No. 5035; and/or (has never signed in the Company’s financial statement)
- 4) Mr. Nantawat Sumraunhant; C.P.A.Licence No.7731. (has never signed in the Company’s financial statement)

Those proposed auditors have no connection or interest in the Company/its subsidiaries or with the manager/major shareholders or other related persons to the manager or major shareholders, the auditors, therefore, remain independent to audit and give opinion to the Company’s financial statement.

In addition, following the advice from the Audit Committee, the Board of Directors considered appropriate to propose to the Shareholders’ Meeting to approve the auditor’s remuneration for the fiscal year 2022 of Baht 4,500,000.- with the following details:-

Remuneration of Auditors	2022 (Proposed)	2021	2020
Audit fee	1,518,000.-	1,498,000.-	1,498,000.-
Audit fee of subsidiaries	2,982,000.-	3,007,000.-	3,002,000.-
Other service fee	-	-	-
Total amount	4,500,000.-	4,505,000.-	4,500,000.-
Total company	9	9	9

BOD’s opinion:

The Board of Directors has considered with a view that it is appropriate to appoint auditor from Deloitte Touche Tohmatsu Jaiyos Audit Co.,Ltd. to be the Company’s and its subsidiaries’ auditor for the financial statement of the fiscal year 2021 with an approval for Mr.Wonlop Vilaivoravit; CPA No.6797 or Mr. Chavala Tienpasertkij; CPA No.4301 or Ms.Nisakorn Songmanee; CPA No.5035 or Mr. Nantawat Sumraunhant; CPA No. 4431 to be the Company’s auditor by having one of those

conducting account audit and giving opinion on the Company's financial statement at the auditor's remuneration for the fiscal year 2022 of Baht 4,500,000.-

Voting The law requires that this agenda must be resolved by the majority votes of all shareholders present and exercise their voting rights.

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

Objective and reason To comply with the Public Company Act B.E. 2535 (as amended), the Company must decrease the registered capital by cancelling the ordinary shares that has not yet been offered.

BOD's opinion: It deems appropriate to propose the Shareholders' Meeting to approve the decrease of the Company's registered capital from Baht 1,386,574,624 to Baht 1,066,595,865 by 319,978,759 cancelling the ordinary shares that has not yet been offered at a par value of Baht 1, divided into (1) 213,319,173 newly issued shares under general mandate (RO) that have not yet been offered; (2) 106,659,586 newly issued shares under general mandate (PP) that have not yet been offered, at a par value of Baht 1, at a par value of Baht 1.

Voting The law stipulates that this agenda must be approved by a majority vote no less than $\frac{3}{4}$ of all votes from those attend the meeting with voting right.

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

Objective and reason To be in accordance with the law, the Company must amend Clause 4 of the Memorandum of Association of the Company with respect to the registered capital to be in line with the decrease of the registered capital by cancelling ordinary shares that have not yet been offered.

BOD's opinion: It deems appropriate to propose the Shareholders' Meeting to approve the amendment of Clause 4 of the Memorandum of Association of the Company with respect to the registered capital of the Company to be in line with the decrease of the Company's registered capital by cancelling ordinary shares that have not yet been offered as follows:

“Clause 4. Registered capital of Baht 1,066,595,865 (One Thousand Sixty Six Million Five Hundred Ninety Five Thousand Eight Hundred Sixty Five Baht)

Divided into 1,066,595,865 shares (One Thousand Sixty Six Million Five Hundred Ninety Five Thousand Eight Hundred Sixty Five shares)

With a par value of Baht 1 (One Baht) each

Categorized into Ordinary shares 1,066,595,865 shares (One Thousand Sixty Six Million Five Hundred Ninety Five Thousand Eight Hundred Sixty Five shares)

Voting The law stipulates that this agenda must be approved by a majority vote no less than $\frac{3}{4}$ of all votes from those attend the meeting with voting right.

Agenda 11 : To consider and Approve to the issue and offer of warrants to purchase the ordinary shares of the Company (CI-W2) in the amount of 266,648,966 units to existing shareholders.

Objective and reason To raise funds to use as working capital for the company's business operations and business expansion in the future. Therefore, the Company intends to issue and offer warrants to purchase ordinary shares of the Company No. 2 (Warrants No. 2 or “CI-W2”) in the amount not exceeding 266,648,966 units for offering to existing shareholders of the company in proportion to its shareholding.

BOD’s opinion The Board of Directors has considered and deemed appropriate to approve to issue and offer the warrants to purchase ordinary shares of Company No. 2 (“Warrants No.2” or “CI-W2”) not exceeding 266,648,966 units to the Company’s existing shareholders whose names appear in the share register book on the Record date which is on 9 May 2022 pro-rata to their shareholding (Right Offering) without change the offering ratio is 4 existing share to 1 unit of the Warrants No. 2. In addition, the Board of Director and/or the Managing Director and/or the person(s) entrusted by the Board of Director and/or Managing Director are empowered to determine criteria, conditions and other details related to the Warrants No.2 i.e., the date of issuance, details of offering and to perform any other necessary actions and/or related to the issuance and offering of the Warrants No.2, including but not limited to contacting, preparing or delivering the required documents or any documents with respect to the issuance and offering of the Warrants No.2 as well as appointing sub-attorney.

Voting

The law requires that this agenda must be resolved the majority votes of all shareholders present and exercise their voting rights.

Agenda 12 : To consider and approve the issuance and offering of the Debentures of the Company (Additional)

Objective and reason For operation of the business and expanding the project of the Company including refinancing, the Company, therefore proposed the Meeting to consider and approve the issuance and offering of Company's debentures (additional) not exceeding Baht 500 Million to be used for the business operation and to be offered to the public.

BOD's opinion: It deems appropriate to propose the Shareholders' Meeting to approve the issuance and offering of the Company's debentures (additional) not exceeding Baht 500 Million to be used for the Company's business operation and expanding the project of the Company including refinancing. In this regard the Board has authorized the Managing Director to amend or fix any terms as well as other details relating to the issuance and offering of each type of debentures. This includes an authority to do any acts and things necessary for and in relation to the issuance and the offering of the debentures under law, including an authority to appoint sale and underwriter and to enter into Underwriting Agreement or Placement Agreement and/or other agreements related to the preparation and submission of any documents to the Securities Exchange Commission, other relevant authorities, and/or other relevant person(s), etc.

The outstanding amount of issuance and offering of the Debentures of the Company (which is a non-renewable amount) is Baht 1,500 Million in approximate. In case that the Annual General Meeting of shareholder 2022 approves the issuance and offering of the Debentures in the principal amount of not more than Baht 500 Million, the total principal amount of debentures to be issued and offered by the Company shall be approximately Baht 2,000 million.

The details regarding the issuance and offering of the Debentures of the Company (additional) are shown in the Attachment 6

Voting

The law stipulates that this agenda must be approved by a majority vote no less than $\frac{3}{4}$ of all votes from those attend the meeting with voting right.

Agenda 13 : To consider and approve the issuance and offering of the Convertible Debentures by private placement

Objective and reason

Due to the company needs to find funding sources to support investments and develop various projects, to pay off loan deb, and/or corporate bonds. Including to be used as working capital and reserve for the operation of the company, subsidiaries and joint venture companies. The Board of Directors therefore proposed to the shareholders' meeting to consider and approve the issuance and offering of convertible debentures of the Company with a total offering value of not more than 700,000,000 baht (“Convertible Bonds”) to 2 specific investors, namely Advance Opportunities Fund (“AO Fund”) and Advance Opportunities Fund 1 (“AO Fund 1”). Such investment is not a connected person of the Company. A summary of the terms and conditions of the convertible debentures of the Company appears in Enclosure 7.

Board's opinion

Consider approved to propose to the shareholders' meeting to approve the issuance and offering of convertible debentures with a total value of not more than 700 million baht as detailed above.

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

- (1) determine or amend the details, methods and other conditions related to the issuance and offer for sale of convertible debentures as appropriate; whether it is a one-time issue and

offer or offer for sale on multiple occasions, including but not limited to the terms and conditions of the convertible bonds, date of issue of convertible debentures, par value of convertible bonds, offering sale price, number of ordinary shares to support, the conversion of convertible bonds, interest rate, calculation and payment method of interest, conversion price, conversion rate, period for exercising the right to convert, redemption price, redemption period, expiration date of the exercise of the right to convert, how to allocate convertible bonds or determining the event that the company has to issue additional new shares to support the change in the exercise of convertible rights, and conditions for the adjustment of the right to convert.

- (2) Appointment of advisors and other persons (such as financial advisors and legal advisors) in connection with providing information, submission of application documents, request for waivers, evidence with relevant government agencies or in any other cases related to the issuance and offering of convertible debentures as it deems appropriate.
- (3) Negotiate, agree, enter into, amend, add, sign a contract, request for permission, request for a waiver, evidence, disclosure of information sales report and various documents necessary and related to the issuance and offer for sale and allocating convertible bonds, and the allocation of the newly issued ordinary shares to support the exercise of convertible debenture holders. This includes correspondence, filings, amendments, and additions to the Securities and Exchange Commission Stock Exchange of Thailand government agency and/or agencies related to the issuance, offering, and allocation of convertible bonds including listing the newly issued ordinary shares from the exercise of convertible rights to be listed on the Stock Exchange of Thailand.
- (4) To perform any other necessary and appropriate actions related to the issuance, offer for sale and allocation of convertible bonds; In order for the above-mentioned actions to be accomplished.

Voting The law stipulates that this agenda must be approved by a majority vote no less than $\frac{3}{4}$ of all votes from those attend the meeting with voting right.

Agenda 14 : To consider and approve the increase of registered capital of the Company

Objective and reason To the increased capital resulting from the exercise of rights shall be utilized as a working capital for the operation of business and for the expansion of business in the future, the Company shall increase the Company's registered capital at the amount of Baht 522,690,498 by issuing 522,690,498 new ordinary shares with the par value of Baht 1. Therefore, the registered capital will be in total from Baht 1,066,595,865 to Baht 1,589,286,363.

BOD's opinion It deems appropriate to propose the Shareholders' Meeting to approve the increase of registered capital of the Company from Baht 1,066,595,865 to Baht 1,589,286,363 with the par value of Baht 1.

The details are shown in the Capital Increase Form and information of Capital increase (Attachment 8-9).

Voting The law stipulates that this agenda must be approved by a majority vote no less than $\frac{3}{4}$ of all votes from those attend the meeting with voting right.

Agenda 15: To consider and approve the amendment of clause 4 in the Company's Memorandum of Association to be in line with the increase of the Company's registered capital.

Objective and reason To be in accordance with the law, the Company must amend Clause 4 of the Memorandum of Association of the Company to be in line with the increase of registered capital mentioned in Agenda 14 above,

BOD's opinion: It deems appropriate to propose the Shareholders' Meeting to approve the amendment of Clause 4 of the Memorandum of Association of the Company to be in line with the increase of registered capital as follows:

“Clause 4. Registered capital of Baht 1,589,286,363 (One thousand five hundred eighty-nine million two hundred eighty-six thousand three hundred sixty-three Baht)

Divided into 1,589,286,363 shares (One thousand five hundred eighty-nine million two hundred

With a par value of	Baht 1	eighty-six thousand three hundred sixty-three shares) (One Baht) each
Categorized into		
Ordinary shares	1,589,286,363 shares	(One thousand five hundred eighty-nine million two hundred eighty-six thousand three hundred sixty-three shares)

Voting The law stipulates that this agenda must be approved by a majority vote no less than $\frac{3}{4}$ of all votes from those attend the meeting with voting right.

Agenda 16: To consider and approve the allocation of the new ordinary shares

Objective and reason To be in accordance with the law, the Company shall consider and approve the allocation of 522,690,498 new ordinary shares with the par value of Baht 1.

BOD's opinion: It deems appropriate to propose the Shareholders' Meeting to approve the allocation of 522,690,498 as follows:

- (1) Allocation of shares not exceeding 266,648,966 shares with par value of Baht 1.00 each or equal 25.00% of serve CI-W2. The exercise ratio is 4 existing shares per 1 unit of warrant (any fractions will be disregarded)
- (2) Allocation of shares not exceeding 256,041,532 shares equal 24.01% of serve exercise of Convertible Debentures by private placement AO Fund and AO Fund 1 ("Investors")

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

- (1) Prescribing or revising necessary details and conditions relating to the allocation of the newly issued ordinary shares
- (2) Amend the method of allocation of newly issued ordinary shares And to enter into various transactions relating to the allocation of the newly issued ordinary shares in the scope of

approval from the board of directors meeting and the shareholders' meeting

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

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

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

(6) to perform any other acts necessary for or in connection with the proceeding of the allocation of the newly issued ordinary shares of the Company

The details shown in the Attachment 8

Voting

The law requires that this agenda must be resolved by the majority votes of all shareholder present and exercise their voting rights.

Agenda 17: To consider and approve the amendment of the Company's objectives and amendment of the Company's Memorandum of Association Clause 3

Objective and reason Due to the company has a policy to expand more businesses to support the company's business that will be operated more in the future. The Company has a serious need to amend the Company's objectives by adding another 8 objectives, which are Articles 36 to 43.

BOD's opinion: It deems appropriate to propose the Shareholders' Meeting to approve the Company's objectives and amendment of the Company's Memorandum of Association Clause 3 as follows:

“Article 36: Produce, import, export and distribute various processed agricultural products and tea, including all types of goods and products that are similar in nature to such goods and products.”

“Article 37 To carry on the business of production by planting. Producing, not growing, importing, exporting, selling and possessing cannabis, hemp, kratom plants, medicinal plants and various objects or substances contained in cannabis plants, hemp plants, kratom plants, medicinal plants and/or other plants belonging to the same genus as mentioned above. For the benefit of medical, educational, analytical, research or breeding purposes certified seed production and for commercial or industrial purposes. (When receiving permission from the relevant authorities)”

“Article 38 To engage in the business of importing, exporting and/or distributing seeds, certified seeds, fresh stems, leaves or other parts of cannabis, hemp, kratom, medicinal plants and/or other plants of the same genus as mentioned above. Extracts include extraction residues or residues, cannabis, hemp, kratom, medicinal plants and/or other plants of the same genus as the aforementioned plants both in the country and abroad. (When receiving permission from the relevant authorities)”

“Article 39 To carry on the business of importing, exporting and/or distributing produce and/or products obtained by producing, extracting, transforming cannabis, hemp, kratom, medicinal plants and/or other plants of the same genus as the aforementioned plants both in the country and abroad. In this regard, the business operation must be in accordance with the relevant laws.”

“Article 40 To carry on the business of consulting and giving advice on the production, import, export, distribution of cannabis, hemp, kratom, medicinal plants and/or other plants in the same genus as the aforementioned plants.”

“Article 41 Submitting applications and holding various licenses including any registration which is necessary or beneficial to the business or operation of the Company.”

“Article 42 Investing by shareholding or become a partner or participate in a project for education, analysis, research or breeding seed production in or with juristic persons, funds, organizations or

agencies both public and private as well as to join as a member of any community enterprise which is legally registered and/or agricultural cooperatives which are legally registered and operates under the cooperation and supervision of government agencies for businesses related to cannabis, hemp, kratom, medicinal plants and/or other plants in the same genus as the aforementioned plants.”

“Article 43 To engage in the business of trading rice, rice products, cassava, cassava products, corn, sesame, beans, pepper, hemp, kapok, cotton, shellac, castor, wood, rubber, vegetables, fruits, forest products, herbs, animal hides, horns, live animals, slaughtered meats, sugar, animal feed and all agricultural products. type”

Voting

The law stipulates that this agenda must be approved by a majority vote no less than $\frac{3}{4}$ of all votes from those attend the meeting with voting right.

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

All shareholders are cordially invited to attend the meeting at the date, place and time abovementioned.

Any shareholder wishes to appoint a proxy (B) to attend the Annual General Meeting for the year 2022 and vote on their behalf should fill in the proxy form as per enclosure No. 12.

For those shareholders who are not convenient to attend the meeting in person may choose to give proxy to one of the Company’s Independent Director as per following list to attend the meeting and vote on your behalf:-

1.Mr. PRAVESVUDHI RAIVA	Position	Independent Director / Chairman of Audit of Nomination and Remuneration Committee
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(Profile of Independent Directors which a shareholder wishes to appoint a proxy form as per enclosure No. 11)

To comply with the Securities and Exchange Act B.E. 2535 (as amended) and the Company’s Articles of Association its revision with regard to quorum of the meeting as stipulated in the Company’s regulations, there must be a minimum of 25 shareholders attending the meeting in person and by proxy (if any) or not less than one half of all shareholders which is represented by not less than one third of the total shares subscribed.

Shareholders may view the notice of meeting and its enclosures on the Company’s website (www.charnissara.com) from March 25, 2022. Any question(s) which require the Company’s respond on business of each agenda proposed therein or other information may be communicated to the Company via e-mail address narakorn@charnissara.com or via fax No. 02 308 2990.

For the good order and convenient of the meeting, the Company wishes to encourage all shareholders to send a proxy form within April 25, 2022. The Company has enclosed duty stamp for the power of attorney for those proxies who will attend the meeting.

The Company will list shareholders eligible to attend the Annual General Meeting for the year 2022 (Record Date) on March 11, 2022.

Please be informed accordingly.

Yours sincerely,
Charn Issara Development Public Company Limited
By Board of Directors' order

(Mrs.Srivara Issara)
Chairperson

- Note Any shareholder who wishes to receive Annual Registration Statement / Annual Report for the year 2021(One Report) from the Company please fill in the form “Requisition of One Report 2021” which is enclosed as an enclosure 12.
- CC. The Registrar, Public Company, Ministry of Commerce
The Registrar, Thailand Securities Depository Co., Ltd.

- Translation Only -

Charn Issara Development Public Company Limited

("Company")

Minutes of Annual General Meeting 2021

27 April 2021 at 2 p.m.

Through electronic media broadcast live from 21st Floor, Charn Issara Tower II
New Petchburi Road, Bangkapi, Huay Kwang, Bangkok

Company Secretary greeting the shareholders and informed the meeting that there were 16 shareholders attending the meeting in person, totaling 418,819,580 shares and 10 by proxy, totaling 140,077,155 shares, totaling shareholders, both by themselves. There were 26 proxies holder attending the meeting, totaling 553,926,735 shares or 51.9340 percent of the total shares of the Company. It was constituted a quorum according to the Company's articles of association. Company Secretary introduces directors, company's management, auditors, legal advisors who attended the meeting.

The Chairman opened the meeting. and thank the shareholders for attending the 2021 Annual General Meeting of Shareholders of the Company via electronic media. And assigned the Company Secretary to explain the method of conducting the meeting, and to conduct the meeting in accordance with the agenda.

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

For counting the votes, the Company will deduct the disapproval and abstention votes from the total number of votes. And the rest will be considered as the votes of approval. For details of the vote counting results for each agenda item, the score will be announced after the end of the next agenda to ensure the continuation of the meeting.

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

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

Directors and senior management:

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

Directors attending the meeting via electronic media

- | | | |
|----|--------------------|---|
| 8. | Mr. Pinit Puapan | Independent Director / Audit Committee /
Risk Management Committee |
| 9. | Mr. Vorasit Issara | Director |

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

Executive present in the meeting

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

Auditors in attendance via electronic media

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

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

1. Ms. Duangpanomporn Chupikulchai Siam Premier International Law Office
Company Limited
2. Ms. Petchada Kingwattanakul, Siam Premier International Law Office
Company Limited

Meeting observer From the Stock Exchange of Thailand

1. Mr. Itti Pundee The Stock Exchange of Thailand

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

Agenda 1: Chairperson's Announcement (if any)

The Chairman stated to the meeting, concluding that in 2020 everyone knows the COVID-19 crisis Impact on all sectors with the GDP of Thailand as negative 6 percent like never before. It impacts on the tourism sector, which is one of the main incomes of Thailand. Number of tourists have decreased 83% over the previous year. Many businesses have to shut down, or if they are open, they will have to reduce the number of

employees or reduce their salaries. That is the most common thing, so the demand for real estate is surely dwindling. Both from within the country and from abroad. While the supply, which was mentioned last year, is quite overwhelming. Because in the latter, there are many emerging real estate companies. There are many large projects occurring. The price competition is so fierce. In the case of COVID-19, it's serious and we don't know when it will end. How will it be accelerating the discharge of goods. It would be the way that everyone saw it should be done. Therefore, profits in the real estate sector have decreased considerably.

In 2020, the company had total revenues of 1,427 million baht, a 37% decrease to real estate revenues of 649 million baht, a 1% decrease from the year 2019, which was 455 million baht from hotel operations, a 33% decrease if considered the major income or the regular income of the company. That is, if the company deducts other income that is effective from time to time, for example, the Company has sold investment units of Sripanwa REIT (Sri Panwa Hotel Real Estate Investment Trust) in 2019 or the sale of investment units in BKKCP (Bangkok Property Fund) in 2020 according to the Company's policy, to turn the investments into cash. It can be seen that the main income in 2020 decreases from the year 2019 by 12%. While the expenditure in 2020, the company has implemented a 31% reduction in expenses and reduction from various measures that the company has used. Since salary cuts, working days or reducing remuneration for company directors, giving leave without pay and reducing sales and marketing expenses and others. In 2020, the company lost 388 million baht, which has not been a loss several years before. It was a loss from real estate business of 100 million baht because sales were much less. And a loss from the hotel business of 288 million baht due to government hotels to shut down periodically and for several months and to open due to the COVID-19 situation. The abroad customers are going down and Thai customers themselves was afraid of COVID. They reduced on travel. Baba Beach Club Hotel in Cha Am is enough to go more than Sri Panwa Phuket Hotel or Baba Beach Club Phang Nga Hotel because tourists can still travel by car. Tourists rarely dare to board the plane, and in addition, Phuket has locked down the entire island. However, government projects try to help promote tourism, such as the company travel project together. That would be helpful, but as the revenue has declined and the Company still has to pay the rent of the hotel that the company rented back to fully manage the Sripanwa REIT fund, resulting in a very negative number. And at the moment, the Company has made a request for REIT Manager approval with the REIT Trustee to waive

and delay payment of rent due to force majeure. It is very likely that the Company will receive approval both in 2020 and in 2021, if so, the numbers are good. It will be reflected in the financial statement's year 2021.

Despite the dire situation but the company has a policy to move forward as far as possible with caution. The construction of the Baba Beach Club Phase 2 Hotel in Cha-am worth 1.4 billion will be completed and ready for operation in September this year. Construction of the Convention Hall and the Yaya pool suite 24 unit at the Sri Pan wa Hotel. Sri Panwa Phuket is still operating, worth 1 billion baht, will be operational by the end of next year which will make the hotel Both in Phuket and in Cha-am able to accommodate large events, which is what the company lacks. There is a need in this matter. Therefore, the company decided to proceed further. Baan Issara Residence Rama 9 construction is close to 100% completion, thus this year the company is able to make good sales. And can be transferred this year as well as the continuously constructed Issara Bangna considered the situation of COVID-19. There is a part to increase the demand for a luxury house, which is a product of the company, The Issara Sathorn project, the pile driving has been completed and the company has received a good contractor that are about to begin construction. It is a 37-storey residential condominium worth approximately 2,400 million baht. The Company has sold approximately 20% of the sales of condominiums at Thew Talay, Phase 2 and Phase 3, with sales in Cha-am, with consistent sales, while new phase villas in Cha-am and the Issara project, Chiang Mai is still late. The Sitawan project at Pak Chong has already sold more than half of them. Earlier this year, the Company opened a project called Sasara, a 110-unit low rise condominium located on the seafront at Khao Takiab, Hua Hin, at points of interest for customers. The project value of approximately 1,500 million baht has been received very well. Since it opened at the beginning of the year, it has been sold about 20% and has not yet started building. Project designed by Architect from the Sri Panwa Hotel and Baba Beach Club Hotel will be no less beautiful than the hotels that the Company currently has. The company is taking care of that is quite slow because China has the same problems as Thailand. And rules about the property there constantly changing, causing problems, however, the hotel section will be completed this year. And it was during the hotel business where in Hainan island grows the most because Chinese people cannot travel outside the country. Hainan Island is therefore a destination for Chinese tourism. The hotel should go well, so we think that in 2021, it will be the year that the company's business will perform significantly better than in 2020. Even though the situation has not been well all year, the Company does not have a policy to allow

employees to leave. Because the company believes that the company should help each other to support each other in difficult times. The employees of the company have good spirit and everyone is willing to sacrifice and work together. In order for the company to survive this year, Sri Panwa Hotel pioneered. It is a prototype of the villa quarantine by accepting approximately 60 rich foreign customers to the Sri Panwa Phuket Hotel and followed by Baba Beach Club in Phang Nga for a month and a half. Without anyone infected with COVID-19, whether the customer or employees of the company. This helped generate income for the company very well for the hotel during March to April that there were no other customers at all. And most importantly, it is the spark of hope for the hotel business in Thailand which has been seriously stagnating throughout the year 2020.

On the CSR side, the company still attaches great importance to it. Any activities that the company has done in the development of personnel in the organization or help the community and society as well as environmental conservation activities. The company continues to do so. The Company announced its intention to join the Thai Private Sector Collective Action Coalition Against Corruption (Thai-CAC), which is currently in the process of applying for certification. Thanks to everyone both shareholders that hope to understand the company and all employees. all partners. Thank you for asking the company continue to encourage each other.

Agenda 2: To confirm the previous minutes of the Annual General Meeting 2020 held on 28 April 2020

Company Secretary informed the meeting that The Company has submitted the minutes of the 2020 Annual General Meeting of Shareholders held on April 28, 2020 within 14 days from the meeting date. And sent to the Stock Exchange of Thailand and the Ministry of Commerce within the period specified by law and published on the company's website. It has already been sent to all shareholders together with the invitation letter of the meeting and asked the shareholders that if there was any amendment. please notify in the meeting.

There were no questions from shareholders, the Chairman asked the meeting to consider approving the minutes of the 2020 Annual General Meeting of Shareholders held on April 28, 2020 and asked the meeting to certify such minutes.

For this agenda item, there were shareholders attending the meeting and casting votes totaling 554,764,760 shares.

Resolution:

The Meeting confirmed the previous minutes of the Annual General Meeting 2020 held on 28 April 2020, with the majority votes of all shareholders present and exercise their voting rights as follows:

Approved	554,764,760	votes or	100.0000%
Disapproved	0	vote or	0.0000%
Abstained	0	votes or	-
Voided Ballot	- None -		

of all votes from shareholders presented and eligible to casting vote

Not eligible to vote - Vote

Agenda 3: To consider for acknowledgement the Annual Report and the Board of Director's view on the operating results of the fiscal year 2020

Company Secretary notified that the company has sent the annual report / annual report (56-1 One Report) and the report of the Board of Directors on the operating results for the year 2020 to the shareholders together with the invitation to the meeting in the form of a QR Code. Any shareholder wants a book form, they can contact to get it. The annual report is summarized as detailed by the Chairman has already said to all of you. Therefore asking the meeting to acknowledge.

The Chairman therefore requested the meeting to receive the annual form / annual report (56-1 One Report) and the report of the Board of Directors on the operating results for the year 2020.

Resolution

Acknowledged the annual registration statement / annual report (56-1 One Report) and the report of the Board of Directors on the operating results for the year 2020.

Agenda 4: To consider and approve the Statements of Financial Position and Statement of Comprehensive Income which have already been examined by the Company's auditor for the fiscal year 2020 ended as of 31 December 2020.

The Chairman asked Ms. Pranee Worachokpeerat, Assistant Managing Director on Accounting and Finance to clarification of details of the statement of financial position and statement of comprehensive income which was audited by the auditor for the year 2020 for the accounting period ended December 31, 2020 to the meeting for acknowledgment.

Miss Pranee informed the meeting that in order to comply with the law, the Company must prepare a statement of financial position and statement of comprehensive income of the company for the year ended the fiscal year of the company, including an audit from the auditor before proposing to the shareholders' meeting to approve the resolution. The Board therefore deems it appropriate to propose the shareholders' meeting to approve the Company's Statement of Financial Position and Comprehensive Income Statement. For the accounting period ended December 31, 2020, audited by the Company's auditor. And has been considered and approved by the Audit Committee with details as follows

Summary of the consolidated balance sheet and profit and loss statement for the fiscal year 2020

Financial Status	2020	2019
Total Assets (Mil.Bht)	10,805	8,681
Total Liability (Mil.Bht)	8,367	5,732
Share holders' Equity (Mil.Bht)	2,438	2,949
Operating Results		
Revenue from Sales & Services	1,243	1,405
Total Revenue (Mil.Bht)	1,429	2,256
Net Profit (Mil.Baht/Share)	(328)	271
Profit per share (Baht/share)	0.25	0.25

The Chairman gave the meeting an opportunity to raise questions. There were no shareholders expressing their opinions or inquiring on this agenda item. The Chairman asked the meeting to consider approving the Statement of Financial Position and Statement of Comprehensive Income which was audited by the auditor for the year 2020 for the accounting period ended December 31, 2020 as detailed above.

For this agenda item, there were shareholders attending the meeting and casting votes totaling 554,804,272 shares.

Resolution

The meeting passed a resolution approving the statement of financial position and statement of comprehensive income which was audited by the auditor for the year 2020 for the fiscal year ended December 31, 2020 as proposed by a majority vote of the total number of votes of the shareholders who attended the meeting and voted. With details as follows

Approved	554,804,272	votes or	100.00%
Disapproved	0	vote or	0.00
Abstained	0	vote or	-
Voided Ballot	- None -		
		of all votes from shareholders presented and eligible to casting vote	
Not eligible to vote		-	Vote

Agenda 5: To consider and approval the dividend payment in cash and suspend the retention of profit as a legal reserve for the operating year of 2020

The Chairman asked Ms. Pranee Worachokpeerat, Assistant Managing Director oo Accounting and Finance to clarification of the profit allocation and dividend payment in cash and the Company's ordinary shares. For the operating results for the year 2020, let the meeting know.

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

In 2020, as the company's annual performance has a net loss of 328 million baht for the separate financial statements. Therefore, the company must not pay dividends. And refrain from allocating profits as legal reserves

The Chairman gave the meeting an opportunity to raise questions. There were no shareholders expressing their opinions or inquire on this agenda. The Chairman then asked the meeting to consider approving the allocation of profits and the payment of dividends in cash. For the operating results for the year 2020 as detailed above

On this agenda there were shareholders presented and voted representing 554,804,272 shares.

Resolution:

The Meeting approved the appropriation of profit and pay dividend in cash for the operating results of the fiscal year 2020 as proposed with the majority votes of all shareholders presented and casted vote as follow:

Approved	554,804,272	votes or	100.0000%
Disapproved	0	vote or	-

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

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

The Chairperson assigned Company Secretary propose to the meeting that as the Nomination and Remuneration committee has considered the qualification of all 3 Directors who due to retire by rotation in the Annual General Meeting for the year 2121 with a view that those 3 Directors are qualified with experience and expertise beneficial to the Company's operation thereby appropriate for the re appointment of those three Directors for another term. Directors who are due to retire are:-

- | | |
|--------------------------|------------------------------------|
| 1. Mrs. Srivara Issara | Chairman of the Board of Directors |
| 2. Mrs. Linda Prasertsom | Director |
| 3. Mr. Worasit Issara | Director |

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

On this agenda there were shareholders presented and voted representing 554,804,272 shares

Resolutions:

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

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

1.	Mr.Srivara Issara	Chairman of the Board of Directors
	Approved	554,804,272 votes or 100.0000
	Disapproved	0 vote or 0.0000%
	Abstained	0 vote or -
	Voided Ballot	- None –
		of all votes from shareholders presented and eligible to casting vote
	Not eligible to vote	- Vote
2.	Mrs. Linda Prasertsom	Director
	Approved	554,804,272 votes or 100.0000%
	Disapproved	0 vote or 0.0000%
	Abstained	0 vote or -
	Voided Ballot	- None –
		of all votes from shareholders presented and eligible to casting vote
	Not eligible to vote	- Vote
3.	Mr. Worasit Issara	Director
	Approved	554,804,272 votes or 100.0000%
	Disapproved	0 vote or 0.0000%
	Abstained	0 vote or -
	Voided Ballot	- None –
		of all votes from shareholders presented and eligible to casting vote
	Not eligible to vote	5,107,909 Vote

Agenda 7: To consider fixing of remuneration for directors and chairman for the year 2021

The Chairperson assigned Company Secretary to advice the Meeting that the Nomination and Remuneration Committee has considered remuneration for Directors and Sub-Committee for the fiscal year 2021 by thoroughly consider in details on suitability and has criteria and structure of Director's remuneration as follow:

Criteria 1. Responsibility and performance in the Board of Directors and Sub Committee

2.Type and size of business, market, competitor. The remuneration must be on the suitable level to motivate and retain good Directors.

Structure of remuneration

1. Monthly salary
2. Meeting fees

By making a comparison of remuneration among the same industry, in the same revenue group from the survey conducted by the Thai Institute of Directors Association in 2019. The Company's remuneration for Directors is still in the average range of the same industry. Details of remuneration for Chairperson and Directors for the fiscal year 2021 shall remain the same as in the year 2020 are as follow:

1. Remuneration for Chairman of the Company – Baht 88,000 per month.
2. Remuneration for other directors including member of the Audit Committee – Baht 38,500 per month per person.
3. Meeting fees for the Subsidiaries Committee :
 - Chairman of the Audit Committee – Baht 50,000 per meeting.
 - Audit Committee member – Baht 30,000 per meeting per person.
 - Chairman of the Nomination and Remuneration Committee – Baht 20,000 per meeting
 - Nomination and Remuneration Committee member – Baht 10,000 per meeting per person.
 - Chairman of the Risk Management Committee – Baht 20,000 per meeting.
 - Risk Management Committee – Baht 10,000 per meeting per person.(with the exception that Risk Management Committee who is also the Company's management shall not receive meeting fees)

Remark :

With the outbreak of Coronavirus 2019 (COVID-19), the Company's operating results affected the Board of Directors has proposed to adjust the remuneration for the Company's directors and sub-committees as follows:

- For the months of May - July 2020 by reducing the remuneration of the Board of Directors and the meeting allowances for sub-committees at the rate of 100 percent of the rate approved by the 2020 Annual General Meeting of Shareholders.

- For the months of August - December 2020, reduce the remuneration of the Board of Directors and the meeting allowances for sub-committees at the rate of 50% of the rate approved by the 2020 Annual General Meeting of Shareholders.
- For the months of January - June 2021, reduce the remuneration of the Board of Directors and the meeting allowances for sub-committees at the rate of 50 percent of the rate offered.

The Chairperson allowed questions from the meeting and there was no shareholder ask any additional questions or make comment on this agenda the Chairperson then requested the Meeting to consider for approval the Board of director / Audit Committee / Nomination and Remuneration Committee / Risk Management Committee for the year 2021 as per details above.

On this agenda there were shareholders presented and voted representing 554,804,272 shares

Resolutions:

The Meeting approved the Board of director / Audit Committee / Nomination and Remuneration Committee / Risk Management Committee for the year 2021 with two third of the combined votes of those shareholders who attend the meeting and cast vote as follows:

Approved	554,804,272	votes or	100.0000 %
Disapproved	0	vote or	0.0000 %
Abstained	0	vote or	-
Voided Ballot	0	vote or	0.0000 %
of all votes from shareholders presented and eligible to casting vote			
Not eligible to vote		-	Vote

Agenda 8: To consider and approve the appointment of the Company's auditors approved by the Securities and Exchange Commission Thailand and fixing of the auditors' remuneration for the fiscal year ended on 31 December 2021.

The Chairperson assigned Company Secretary informed the meeting that the Royal Decree on Public Company BE.2535 and the requirement of the SEC on the rotation of auditor every 5 fiscal years which requires the shareholders' meeting to appoint auditor and fix its remuneration on an annual basis, and by the selection of the Audit Committee, it was proposed to appoint Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. to be auditors of the Company and its subsidiary for financial Statement 2021 for 1 year by Mr. Wonlop Vilaivaravit (CPA.Licence No. 6797) or Mr.Chavala Tienpasertkij (CPA..Licence No.4301) or Ms.Nisakorn Songmanee (CPA. Lincence No. 5035) or Mr.Nantawat Sumraunhant (CPA.Lincence No.7731). In this respect those auditors whose name were proposed have neither relation nor interest in the Company/subsidiaries/management/major shareholders or those related to those mentioned therefore are independent to audit and make comment to the Company's financial report.

In addition the Audit Committee has considered and thought appropriate to propose to the shareholder's meeting to fix the auditors' fee for the Company of Baht 1,518,000.- and its 8 subsidiaries of Baht 2,982,000.- at the combined fees of Baht 4,500,000.- for the year 2021.

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

On this agenda there were shareholders presented and voted representing 554,804,272 shares.

Resolution:

The Meeting approved Mr. Wonlop Vilaivaravit (CPA.Licence No. 6797) or Mr.Chavala Tienpasertkij (CPA..Licence No.4301) or Ms.Nisakorn Songmanee (CPA. Lincence No. 5035) or Mr.Nantawat Sumraunhant (CPA.Lincence No.7731) from the Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. to be auditor of the Company for the fiscal year ended December 31, 2021 by requiring any auditor to audit and express an opinion on the financial statements of the Company and its subsidiaries. With auditing fees for the company of Baht 1,518,000.- and its 8 subsidiaries of Baht 2,982,000.- at the combined fees of Baht 4,500,000.- with the majority votes of all shareholders present and exercise their voting rights as follows:

Approved	554,804,272 votes or	100.0000 %
Disapproved	0 vote or	-
Abstained	0 vote or	-
Voided Ballot	0 vote or	-

of all votes from shareholders presented and eligible to casting vote

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

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

Company Secretary advised the Meeting that under Public Limited Company Act, B.E.2535 (and the additional amendment) the Company has to decrease its capital by a cancellation of unsubscribed common share prior to increase its capital, the Board of Directors has therefore proposed to the shareholders' meeting for approval the decrease of the Company's registered capital from Baht 1,485,342,842 to Baht 1,066,595,865 by 418,746,977 cancelling the ordinary shares that has not yet been offered at a par value of Baht 1, which are divided into (1) 213,318,686 newly issued shares under general mandate (RO) that have not yet been offered; (2) Capital increase shares with general power of attorney (Private Placement), which have not yet been allocated 106,659,343 shares, totaling 319,978,029 shares with a par value of 1 baht per share and (3) Cancel the ordinary shares reserved for the exercise of the warrant holders to purchase the Company's ordinary shares No.1 (CI-W1) that have not yet been allocated for 98,768,948 shares. It will not affect the Company or the shareholders' benefits. Therefore, it is considered appropriate to reduce the Company's registered capital.

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

On this agenda there were shareholders presented and voted representing 554,804,272 shares

Resolutions

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

Approved	554,804,272	votes or	100.0000 %
Disapproved	0	vote or	-
Abstained	0	vote or	-
Voided Ballot	0	vote or	-
			of all votes from shareholders presented and eligible to casting vote
Not eligible to vote		-	Vote

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

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

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

"Clause 4. Registered capital of Baht 1,066,595,865 (One thousand sixty-six million five hundred ninety-five thousand eight hundred sixty-five baht)

Divided into 1,066,595,865 shares (One thousand sixty-six million five hundred ninety-five thousand eight hundred sixty-five shares)

With a par value of Baht 1 (One Baht) each

Categorized into

Ordinary shares	1,066,595,865 shares	(One thousand sixty-six million five hundred ninety-five thousand eight hundred sixty-five shares)
Preference shares	shares (- shares)"	

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

On this agenda there were shareholders presented and voted representing 554,804,272 shares

Resolutions

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

Approved	554,804,272	votes or	100.0000 %
Disapproved	0	vote or	-
Abstained	0	vote or	-
Voided Ballot	0	vote or	-
			of all votes from shareholders presented and eligible to casting vote
Not eligible to vote		-	Vote

Agenda 11 : To consider and approve the increase of registered capital of the Company under General Mandate

The Chairperson requested Company Secretary to present to the Meeting details of increasing registered capital by a General Mandate.

Company Secretary presented to the meeting that in order to meet the Company's requirement of working capital and business expansion in the future, therefore, wishes to increase its registered capital from Baht 1,066,595,865 to Baht 1,386,574,624 by issuing of 319,978,759 common shares at par value of Baht 1 for the right offering to existing shareholders pro rata to their percentage shareholding and private placement.

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

On this agenda there were shareholders presented and voted representing 554,804,272 shares

Resolution

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

Approved	554,803,530 votes or	99.9999 %
Disapproved	742 vote or	0.0001 %
Abstained	0 vote or	0.0000%
Voided Ballot	- None –	
	of all votes from shareholders presented and eligible to casting vote	
Not eligible to vote	-	Vote

Agenda 12: To approve the amendment of Clause 4 of the Memorandum of Association of the Company with respect to the registered capital of the Company to be in line with the increase of the Company's registered capital

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

Company Secretary presented to the Meeting that in order to be in line with the increase of the Company's registered capital in agenda 11 the Company need to amend clause 4 of its Memorandum of Association as follow:

"Clause 4.	Registered capital of	Baht 1,386,574,624	(One thousand three hundred eighty six million five hundred thousand Seventy-four thousand six hundred twenty-four baht)
	Divided into	1,386,574,624 shares	(One thousand three hundred eighty six million five hundred thousand Seventy-four thousand six hundred twenty-four shares)
	With a par value of	Baht 1	(One Baht) each
	Categorized into		
	Ordinary shares	1,386,574,624 shares	(One thousand three hundred eighty six million five hundred thousand Seventy-four thousand six hundred twenty-four shares)
	Preference shares	-	shares (- shares)"

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

as proposed.

On this agenda there were shareholders presented and voted representing 554,804,272 shares

Resolution

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

Approved	554,804,272 votes or	100.0000 %
Disapproved	0 vote or	-
Abstained	0 vote or	-
Voided Ballot	- None –	
	of all votes from shareholders presented and eligible to casting vote	
Not eligible to vote	-	Vote

Agenda 13: To consider and approve the allocation of the new ordinary shares

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

Company Secretary presented to the Meeting that to comply with the law the Company need to consider for approval the 319,978,759 newly issues share at Baht 1 par value as allocate a General Mandate to the maximum of 319,978,759 shares (equivalent to 30% of the Company's registered and paid capital as of the date the Board of Directors resolved to increase registered capital by a general mandate (February 24, 2021) when paid up capital equivalent to 1,066,595,865 shares as follow:

- (1) Allocate to the maximum of 213,319,173 shares for right offering to the existing shareholders pro rata to their percentage shares (equivalent to 20% of the Company's paid up capital as of the date the Board of Director resolved to increase registered capital by general mandate)
- (2) Allocate to the maximum of 106,659,586 shares for the purpose private placement (equivalent to 10% of the Company's paid up capital as calculated on the date that the Board of Director passed the resolution to increase the capital under general mandate). However, the person shall not be connected person(s) in accordance with

the Notification of the Stock Exchange of Thailand Re: Disclosure of Information and Performance of Listed Companies in Connected Transactions B.E.2546. In addition, the offering price of newly issued ordinary shares shall not be lower than 90% of the price calculated based on the market price in according to the Notification of the Capital Market Supervisory Board No. Thor. Jor 72/2558. Also, the market price shall be calculated from the weighted average closing price of shares trading on the Stock Exchange of Thailand for 7 consecutive trading days but not over 15 days prior to the date on which the shares are offered.

In this respect, when there is right offering to existing shareholders and private placement the paid-up capital on the part of increase combined shall not exceed 30% of the paid up capital as of the date the Board of Directors resolved to increase registered capital 319,978,759 shares by right offering. In the event of private placement, the paid up capital on the part of increase shall not exceed 10% of the paid up capital as of the date the Board of Directors resolved to increase capital by general mandate.

In addition, for the objective of allocation of shares in the capital increase by general mandate as per details above the Board of Director need to propose to the shareholders' meeting to authorize the Board of Directors and/or the Managing Director and/or person authorized by the Board of Directors or Managing Director to be authorized to do general mandate including the consideration of issuing and/or make amendment and or change terms and details related to the said general mandate under the related legal framework and to be authorized to exercise any necessary and suitable business related to the issuing of new common shares for capital increase which such authority is including but not limited to:

- (1) Consideration of offering new common shares for capital increase in one tranche or several tranches including but not limited to the consideration of booking ratio for the offering of capital increase common shares to existing shareholders, fix offering price, period of offering, method of allocation, payment for shares, terms and any other details related to the offering of capital increase common shares.
- (2) Engage in negotiation, agreement and sign any related document and to be authorized to exercise any necessary, suitable business related to the offering including the allocation of capital increase common shares including but not limited to correspondence, giving out information, signing, filing application for private placement permission including any other document to the Securities and Exchange Commission, Thailand, Stock Exchange of Thailand,

Thailand Securities Depository Co.,Ltd., Ministry of Commerce and other related authorities including the registration of the Company's capital increase common shares in the Stock Exchange of Thailand for instance.

However, the general mandate above shall be completed within the date of the 2022 Annual General Meeting of Shareholders.

The Chairperson allowed question from the meeting, there was no shareholder make any comment or ask question the Chairperson requested the meeting to consider for approval the allocation of common shares in the capital increase as per details above.

On this agenda there were shareholders presented and voted representing 554,804,272 shares.

Resolution

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

Approved	554,804,272 votes or	100.0000 %
Disapproved	0 vote or	0.0000 %
Abstained	0 vote or	0.0000 %
Voided Ballot	- None -	

of all votes from shareholders presented and eligible to casting vote

Not eligible to vote - Vote

Agenda 14 : To consider and approve the issuance and offering of the Debentures of the Company (Additional)

The Chairperson assigned Ms.Pranee to report that for operation of the business and expanding the project of the Company including refinancing, the Company, therefore propose to the Meeting for consideration and approve the issuance and offering of Company's debentures (additional) not exceeding Baht 1,240 million to be used for the Company's business operation and expanding the project of the Company including refinancing and offered for sale within the country to investors with interest rates depends on the market condition at the time of issuing and offering the debentures. And the type or type of debentures to be issued each time face value offering price per unit. Interest rate appointment of bondholders' representatives, how to issue and offer for sale, allocation method, offering details, early redemption and registration in any secondary market (if any) shall be within the authority of the Chief Executive Officer and Managing Director. In this regard the Board has authorized the Chief Executive and Managing Director to amend of fix any terms as well as other details relating to the issuance and offering of each type of debentures. This includes

an authority to do any acts and things necessary for and in relation to the issuance and the offering of the debentures under law, including an authority to appoint sale and underwriter and to enter into Underwriting Agreement of Placement Agreement and/or other agreements to the Securities Exchange Commission, other relevant authorities, and/or other relevant person(s), etc.

The outstanding amount of issuance and offering of the Debentures of the Company (which is a non-renewable amount) is Baht 760 million in approximate. Combined with the request for additional approval in the amount of 1,240 million baht, the company has the remaining amount for issuing and offering debentures totaling 2,000 million baht.

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

On this agenda there were shareholders presented and voted representing 554,804,272 shares

Resolution:

The Meeting resolved to approve the issuance and offering of the Company's debenture (additional) within the budget of Baht 800 million including the authorities as proposed with a vote not less than three fourth of all shareholders presented and exercised their voting rights as follows:-

Approved	554,804,272	votes or	100.00%
Disapproved	0	vote or	0.0000%
Abstained	0	vote or	0.0000%
Voided Ballot	- None -		

of all votes from shareholders presented and eligible to casting vote

Not eligible to vote - Vote

Agenda 15: To consider other matters (if any).

The Chairman gave the meeting an opportunity to raise questions. There is a question from Mr. Piyapong Prasarthong that would like to ask in Agenda 1, but he would like to ask during the questioning period. In Agenda 15, Mr. Piyaphong Prasarthong is a securities holder. The question is, from COVID-19 pandemic, Sri Panwa has the booking amount. increase or decrease in 2020, how was it? And how much is this year's bookings expected? Did the Sri Pan wa participate in the half price project, won project and the travel together project or not? The Company had answered partial of this question when

notified to the meeting in Agenda 1, but he would ask Khun Songkran Issara, a director of Sri Panwa. Manage Sri Panwa Hotel as an additional answer provider.

Mr. Songkran Issara Chief Executive Officer and Managing Director give a statement to the meeting concluded that from the COVID-19 situation in 2020 and 2021, In 2020 from February to July, during that time the hotel has to be closed. Phuket has to be closed for 3 months and to open the airport in 4 months later, therefore, Sri Panwa Phuket Hotel in 4-5 months from February to July is considered almost closed. As for the Baba Beach Club in Cha-Am - Hua Hin, it closed for only 2 and a half months and returned to open. The response was at a good level. Sri Panwa Phuket Hotel from February to July is considered very few customers. Then came in August to December and we have joined the travel together project, half price project. The projects that participated were considered good results. There are quite a lot of customers coming to the hotel. At that time, the company was considered to return 70-80% in late December 2020 to January 2021 There were two waves of outbreaks, it will be lighter when coming in late March until Songkran now. From March for the next 3-4 months, it is expected that the situation will not improve. That is the conclusion. However, the company has a policy of saving, reduce costs, allowing the company to support themselves.

There was no shareholder ask any question or make any comment the Chairperson thanked all shareholders who spent time to attend the meeting today and adjourned the meeting at 15.30 hrs.

-Srivara Issara-

(Mrs. Srivara Issara)

Chairperson of the Meeting

Certified by

-Teeraporn Srijaroenwong-

(Mrs.Teeraporn Srijaroenwong)

Director

ANNUAL REPORT (QR Code)

The Company has disclosed information on the Company's website

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

and www.SET.or.th

[or](#)



(Encls. 3)

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

1. MR.PHISUD DEJAKAISAYA Age: 66 years

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

Shareholding: 0.001 (8,167 shares)

Education/Training Program

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

Professional career

1990 – present	Managing Director	Siam Premier International Law Office Limited
2011 - present	Managing Director	Lao Premier International Law Office
2011- present	Nomination and	Charn Issara Development Public Company
	Limited	Remuneration Committee
2002 - present	Chairman of the	Charn Issara Development Public Company
	Limited	Audit Committee
2016 – present	Director	Spruson & Ferguson Co., Ltd.
Oct 29, 2019 – present	Advisor to the Senate of the Poverty and Inequality Reduction Committee	

1 Oct 2017 – Dec 2019	Independent Director	Information Technology Group Co., Ltd
June 2009 – present	Personal Expert Advisor to Senator Weerasak Kowsurat	
Jan 2018 – Apr 2019	Chairman of Legal Committee	Ministry of Tourism and Sports
31 May 2016 – May 2017	Vice Chairman	Graduate Law Development Program Faculty of Law, Bangkok University
Jan 2012 – Dec 2013	Advisor to the Board	Airports Authority of Thailand Public Co., Ltd.
July 2009-30 Dec 2009	Advisor	Deputy Minister of Agriculture and Cooperative
Apr 2009 – Jul 2009	Subcommittee	Evaluation of the Legal Development of the Government Subcommittee for Fiscal year 2009
Jul 2008 – 16 June 2010	Advisor to the Board	Thailand Post Co., Ltd.
Nov 2008 – Feb 2009	Director	Office of Small and Medium Enterprise Promotion (OSMEP), Ministry of Industry
Jul 2008 – Jan 2009	Advisor to the Board	Software Industry Promotion Agency Ministry of ICT
1987 – 1990	Senior Lawyer	Baker & McKenzie Ltd.

- No involvement, neither directorship nor management post in other business.
- Involvement, either directorship , management post in other business. (3 company)
- No involvement, neither directorship nor management post in other business which may cause conflict of interest to the Company.

Forbidden record

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

Meeting attendance record in past year

1. Attend 7/7 meetings of the Board of Directors,
2. Attend 1/1 meeting of the Annual General Meeting of Shareholders in 2021

2. MR.WITIT RATCHATANUN

Age : 67 years

Director

Shareholding : 0.181 (1,930,500 shares)

Education/Training Program

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

Professional career

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

- No involvement, neither directorship nor management post in other business.

- No Involvement, either directorship , management post in other business.

- No involvement, neither directorship nor management post in other business which may cause

conflict of interest to the Company.

Forbidden record

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

Meeting attendance record in past year

3. Attend 7/7 meetings of the Board of Directors,
4. Attend 1/1 meeting of the Annual General Meeting of Shareholders in 2021

3. PINIT PUAPAN

Age : 54 years

Director

Shareholding : 0.125 (1,336,500 shares)

Education/Training Program

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

Professional career for the past five years

2002 - Present	Independent Director, Audit Committee, Risk Management Committee	Charn Issara Development Public Co., Ltd.
October 2021 – Present	Director	Bay Computing Co., Ltd.
March 2021 – Present	Director	Fast Money Co., Ltd.
March 201 – Present	Director	Krungthai Zmico Securities Co., Ltd.
February 2021 – Present	Director	Xspring Capital Co., Ltd.
2018 – Present	Director	Veyla Natai Residences (Villa) Co., Ltd.
2016 – Present	Director	MG 1962 Warehouse and Distribution Co., Ltd.
December 2015 - Present	Director	Srisawad Corporation Public Co., Ltd.
2014 – Present	Director	Mali Group 1962 Co., Ltd.
2013 – Present	Director	Veyla Cha Am Residences Co., Ltd.
2003 - Present	Directors	Talon Holdings Co., Ltd.
2002 - Present	Board of Directors	Thai Dairy Industry Co., Ltd.
15 October 2019 – 20 September 2021	Director	State Railway of Thailand
31 August 2020 – 20 September 2021	Director	S.R.T. Electrified Train Co., Ltd.
15 February – 20 May 2021	Director	Small and Medium Enterprise Development Bank of Thailand (SME)
20 December 2017- 29 February 2020	Director	Thai Airways International Public Co., Ltd.
13 June 2017- 10 November 2020	Director	Srisawad Finance Public Co., Ltd.

- Involvement, neither directorship, management post in other business. (2 company)
- Involvement, either directorship , management post in other business. (9 company)
- No involvement, neither directorship nor management post in other business which may cause conflict of interest to the Company.

Forbidden record

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

Meeting attendance record in past year

1. Attend 6/7 meetings of the Board of Directors,
2. Attend 1/1 meeting of the Annual General Meeting of Shareholders in 2021

Criteria and process of nomination

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

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

Definition of Independent Director

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

1. Independent Director shall not hold more than 1 % of the Company's share with voting right including in those subsidiaries, joint venture or juristic person which may have a conflict of interest. In this respect all those shares held by related party to the Independent Director shall be counted within such limit.
2. Does not hold an executive position or use to be director who has involved in the management, employee, staff or consultant with fix monthly salary or authorized person of the parent company, subsidiary companies, joint venture or any juristic person which may have a conflict of interest except that one has left such position for more than 2 years.

3. No connection on family or registration of father, mother, spouse, brother/sister, son, major shareholder, authorized person, or a person nominated to be a management or authorized to manage the Company or its subsidiaries.
4. No business connection with the Company, parent company, subsidiary company, joint venture company or other juristic which may have a conflict of interest in the way that may obstruct an independent judgment except for the case that one left such position for more than 2 years.
5. Not being appointed as director to represent Director of the Company, major shareholder or shareholder who is related to the Company's major shareholders.
6. Not possess any other qualification which will obstruct an independent view related to the Company's operation.

Article of Associations related to Shareholders Meeting

Shareholders Meeting

30. The Board of Directors shall convene an Annual Ordinary Meeting of Shareholders within four months from the last day of the Company's fiscal period.

Shareholder's Meeting other than aforementioned in the above paragraph shall be called Extraordinary Meetings. The Board of Directors shall convene an Extraordinary Meetings whenever it thinks appropriate or when a letter, subscribed to by shareholders holding an aggregate number of shares not less than one-fifth of the total number of shares issued, or which is subscribed to by at least 25 shareholders holding an aggregate number of not less than one-tenth of the total number of shares issued, was sent to request the meeting by clearly specifying their reasons and purpose for requesting the Board of Directors to convene such meeting. The Board of Director shall convene a meeting within one month from the date when the letter from the shareholders is received.

31. In calling a meeting of shareholders, the Board of Directors shall arrange for the notice of meeting which specifies the location, date, time and agenda and matters to be tabled in the meeting together with reasonable details, by stating action required for respective matters, for information, for consideration or approval including opinion from the Board of Directors in those matters. The Board shall arrange for the notice of meeting to send to shareholders at least 7 days prior to the date of the meeting and shall publish the Notice of the Meeting in a newspaper for at least 3 consecutive days prior to the meeting.

The Shareholders meeting may be convened at the location of the Company's head office or other locations in the Kingdom.

32. In Shareholders meeting, shareholders may appoint proxies to attend the meeting and vote on their behalf. However, the proxy form shall be dated with signatory of the shareholders who grant such proxy and executed in the form prescribed by the Registrar. The proxy holder must submit a proxy form to the Chairman of the Board of Directors or designated chairman at the venue of the meeting prior to entering the meeting.
33. In Shareholders meeting, a quorum shall be formed by at least 25 shareholders attending the meeting both in person and by proxy (if any) or by no less than half of the total number of shareholders attending the meeting either in person or by proxy (if any), in any case with an aggregate number of shares of no less than one-third of the total number of issued shares of the Company.

At any meeting of Shareholders, if an hour should have lapsed after the time fixed for the meeting and the quorum as prescribed above is not present, then in the event that the meeting was called at the request of shareholders, it shall be deemed to be cancelled forthwith. In the event of such meeting had not been called for by shareholders, the new schedule for the meeting shall be set with a notice of meeting sent to shareholders at least 7 days before the date of the meeting. This latter meeting shall not require a quorum.

In Shareholders meeting the Chairman of the Board of Directors shall be chairman of the meeting. In the event that the Chairman of the Board of Directors is unable to attend the meeting, vice chairman (if available) shall act as chairman of the meeting and in the absence of vice chairman then the meeting shall elect one shareholder attending the meeting to be chairman of the Meeting.

34. In casting vote in the Shareholders meeting one share shall be entitled to one vote. The vote shall be casted openly except when there is a request from at least five shareholders with approval from the meeting then a confidential vote shall be adopted. The process of confidential vote shall be in accordance to the Chairman's prescription. Resolution of Shareholders meeting shall constitute the following votes:-

- (1) In normal circumstances, majority vote of shareholders attending the meeting and entitled to vote. In the event of tie vote, the chairman of the meeting shall be entitled to a casting vote.
- (2) In the following circumstances, a resolution shall be passed by no less than three-fourths of the total votes of all shareholders attending the meeting and entitled to vote:
 - (A) sale or transfer of the Company's material business, either in whole or in part to third parties;
 - (B) purchase or acceptance of the transfer of businesses of other companies or private companies to the Company;
 - (C) execution, amendment or termination of agreements relating to the leasing out of the Company's material businesses, either in whole or in part; assignment to other persons to manage the Company's businesses; or amalgamation of the business with other persons or legal entity with the purpose of sharing profits and loss;
 - (D) amendments of the Memorandum of Association or Articles of Association;
 - (E) increase or decrease of the Company's capital or issuance of debentures;
 - (F) merger or dissolution of the Company.

34/1 It is prohibited for the Company to lend money or extend financial assistance in any case which will create a conflict of interest between the Company and its subsidiary or the Company and its joint venture company or any persons who has conflict with the Company except for those case which has been approved by not less than three-fourths of the total votes of all shareholders attending the meeting and entitled to vote.

Under this article the term “ subsidiary company”, “ the Company”, “ joint venture company”, and “persons who has conflict” shall carry the same meaning as those prescription stipulated in the prevailing laws of the security exchange.

Qualifications of Director, Director election process, Director’s retirement by rotation and Director’s remuneration

17. Directors of the Company comprise of at least five directors and not less than half of all Directors must reside in the Kingdom. Directors may or may not hold shares of the Company.

Directors of the Company must perform its duty in accordance with the law, objective and regulation of the Company including resolution of the Shareholders meeting.

18. The meeting of Shareholders shall appoint directors in accordance with the following guideline and process;

- (1) a shareholder is entitled to one vote per share;
- (2) each shareholder must exercise all of its voting right as per (1) to elect one candidate at a time or candidates consisting in a group but those votes shall not be distributed unequally to each candidate(s).
- (3) the persons who has received the highest votes in his respective order of the votes shall be elected as Director at the number equal to the number of directors required at that time. In the event of tie vote among the candidate elected in the order of respective high numbers of votes, which exceed the required number of directors of the Company at that time, then chairman of the meeting shall exercise a casting vote.

19. At any Annual General Meeting of Shareholders one-third of the Directors or if their number is not a multiple of three, then the number nearest to one-third shall be retired by rotation.

Those directors retired in the first and second year after the registration of a Public Company shall be drawn by lots while in subsequent year the Directors who are in the office longest shall retire. Those Directors retired by rotation shall be eligible for a re-election.

20. A Director is entitled to remuneration from the Company namely gratuities, meeting allowances, bonuses or any other nature of interests pursuant to Articles of Association or the consideration of Shareholders meeting. Such remuneration may be fixed or specified from time to time according to the regulation laid out, or let it remain effective until there is a change. In addition, a Director is entitled to per diem and any fringe benefits according to the regulations of the Company.

Dividend Payment

42. The Company is prohibited from paying out any dividend from sources other than net profit. In the event of loss carried forward, the Company is prohibited from paying dividend.

Dividend shall be allocated equally to shares issued through prior approval from the Shareholders meeting.

The Board of Directors may pay an interim dividend to shareholders from time to time when the Company has sufficient profit to do so. Following the interim dividend payment the Board of Directors shall report to the next Shareholders meeting.

The dividend payment shall be made within one month from the date it was approved by the Shareholders meeting or the date it was approved by the Board of Directors whichever the case. Notice of dividend payment shall be sent to shareholders and published as such in the newspaper.

43. The Company must appropriate a portion of annual net profit as a reserve fund in the amount not less than 5 percent of the annual net profit less accumulated loss brought forward (if any) until the reserve fund reach the amount not less than 10 percent of the Company's registered capital.

Summary of Preliminary Details of the Warrant to Purchase Ordinary Shares of Charn Issara Development Public Company Limited No.2 (CI-W2) Offered to Existing Shareholders Without Charge

Heading	Details
Issuer	Charn Issara Development Public Company Limited (“ Company ”)
Type of securities	Warrant to purchase ordinary shares of Charn Issara Development Public Company Limited, No. 1 (“warrants” or “CI-W2”)
Type of warrants	Identify holder and can be transferred
Number of warrants	Not exceeding 266,648,966 units
Number of shares reserved for exercising warrants	Not exceeding 266,648,966 shares with par value of Baht 1.00 each or equal 25.00% of total paid-up capital.
Offering Price	0.00 Baht (zero Baht) per units
Allocation Method	The warrants shall be allocated to existing shareholders of the Company whose names are appeared on the list of shareholders during the Record Date to determine the right to be allocated of CI-W2. The exercise ratio is 4 existing shares per 1 unit of warrant (any fractions will be disregarded)
Exercise Ratio	1 unit of warrant has a right to purchase 1 ordinary share, except to change in accordance with the adjustment of rights.
Exercise Price	Baht 1.00 per share, except to change in accordance with the adjustment of rights.
Issue Date	Within 1 year from the date of shareholders’ meeting approving the issuance and offering of CI-W2
Term of Warrants	Not exceeding 2 years from the issuing and offering date of CI-W2
Exercise Period	Every last business day of each month of each year until the maturity date of CI-W2. The last exercise date is the maturity date. In case the exercise date is on the holiday of the Company, the exercise date will be made on the last business day prior to each exercise date.
Date to notify the intention to exercise	The warrant holders who wish to exercise his/her rights to purchase ordinary shares of the Company shall notify such intention during 9.30 to 16:30. of any business day within 5 days prior to each exercise

	date except the last exercise date which the warrant holders can notify such intention within 15 days prior to the last exercise date.
Secondary market for warrants	The Company shall proceed to list this issuance of warrants on the Stock Exchange of Thailand.
Secondary market for ordinary shares from exercising warrants	The Company shall register ordinary shares issuable upon the exercise of warrants on the Stock Exchange of Thailand.
Adjustment or Right	The Company, in order to maintain the benefits of the warrant holders, will adjust the exercise price and exercise ratio throughout the term of warrants upon the occurrences of any of the following events which may cause the Company to issue new ordinary shares to reserve for the adjustment of rights: 1. The Company changes the par value of its shares as a result of share split or consolidation. 2. The Company offers to sell its newly issued ordinary shares at a lower price than market price of the Company's shares, which is specified in warrants' terms and conditions. 3. The company offers to sell any new securities e.g. convertible debentures or warrants which provide the rights to convert to or purchase its new ordinary shares at a lower price than market price of the Company's shares, which is specified in warrants' terms and conditions. 4. The Company pays out all or parts of its dividend with its ordinary shares to its shareholders. 5. The Company pays out dividend exceeding the ratio specified in warrants' terms and conditions. 6. In case there are any events not mentioned in 1. – 5. that may impair the rights and benefits of the warrant holders
Other Conditions	To the Board of Directors and/or the Company's authorized directors and/or the Chief Executive Officer and/or Chairman of Executive Committee and/or the person(s) authorized by the Board of Directors to have the power to determine the details, amend or take any actions as necessary for and in connection with the issuance and offering of the offering of warrants (CI-W2) in order to comply with the laws, including but not limited to the power to proceed with the followings actions: (1) to determine or amend the details, methods and other conditions in connection with the issuance and offering of the Warrants as appropriate, including but not limited to the terms and

	<p>conditions of the warrants, offering price Exercise price Exercise ratio the date for determining the names of shareholders who are entitled to receive the warrant allocation And the date of issue and offering of this warrant As well as having the power to determine the grounds for the issuance of new ordinary shares in order to accommodate the changes in the exercise price and / or the exercise ratio of the warrants. (2) to appoint advisors and third parties (e.g., financial advisor and legal advisor) for contacting and providing information as well as filing of documents and evidence with the relevant authorities or any other events in connection with the issuance and offering of the warrants as appropriate; (3) to negotiate, agree, enter into, amend, add, execute any agreements, applications for approval, waiver, evidence, disclosure, sale report, and other documents necessary for and in connection with the issuance, offering and allocation of the warrants, the allocation of newly issued shares in order to reserve for the exercise of the conversion right of the warrants, as well as contacting, filing, amending, adding and executing the applications for approval, waiver, evidence, disclosure, sale report, and other documents, with the Securities and Exchange Commission of Thailand (the "SEC"), the SET, governmental agencies and/or other relevant authorities in relation to the issuance, offering and allocation of the Warrants and the listing of the newly issued ordinary shares from the exercise of the conversion right of the Warrants as listed securities on the SET; and (4) to perform any actions as necessary and appropriate for and in connection with the issuance, the offering and the allocation of the Warrants in order to ensure the successful completion of the actions specified above.</p>
Warrant Registrar	Thailand Securities Depository Company Limited

2. The impact on shareholders from the issuance of CI-W2 (Dilution Effect)

Price Dilution:

The exercise of CI-W2 of Baht 0.20 per share comparing with market price which calculated from the weighted average price of shares traded in the Stock Exchange of Thailand (SET) respectively in 15 trading days prior to the date that the Board of Directors' Meeting approve to submit the matter to the

shareholders meeting between January 27, 2022 – February 17, 2022 which is Baht 1.1686 per share (information from SETSMART) will cause the Price Dilution of 2.00%.

Details of the calculation are as follows:

$$= \frac{(\text{Market price before the offering} - \text{Market price after the offering}^*)}{\text{Market price before the offering}}$$

Whereas

* Market price after the offering

$$= \frac{(\text{Market price} \times \text{Paid-up shares}) + (\text{Exercise price} \times \text{Shares reserved for CI-W2})}{(\text{Paid-up shares} + \text{Reserved shares for CI-W2})}$$

$$= \frac{(1.1686 \times 1,066,595,865) + (1.0518 \times 266,648,966)}{(1,066,595,865 + 266,648,966)}$$

$$= \text{Baht } 1.1453 \text{ /share}$$

$$= \frac{(1.1686 - 1.1453)}{1.1686}$$

$$= 2.00\%$$

Control Dilution:

- In case of existing shareholders exercising the right to purchase the ordinary shares according to CI-W2.

No control dilution occurred.

- In case of existing shareholders, non-exercising the right to purchase the ordinary shares, but other persons exercising the right to purchase the ordinary shares according to CI-W2. The Control Dilution will be diluted by 20.00%.

The details of calculation are as follows:

Control Dilution

$$= \frac{\text{Shares reserved for CI-W2}}{(\text{Existing paid-up shares} + \text{Shares reserved for CI-W2})}$$

$$= \frac{266,648,966}{(1,066,595,865 + 266,648,966)}$$

$$= 20.00\%$$

The dilution effect as shown above would occur only when there is a purchase of ordinary share from the exercise of CI-W2

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

- Use of Proceeds : For operation of the business and expanding the project of the Company including refinancing
- Type : All types and all kinds of debentures which can be subordinated or unsubordinated, characterized as an amortization or bullet payment, secured or unsecured, debentures, with or without debenture holders' representative or derivative notes/debentures, subject to the prevailing market conditions at the time of issue and offering of the relevant debentures.
- Amount : The principal amount of the Debentures will not exceed Baht 500 million or the equivalent amount in other currencies.
- Offering : The Debentures will be offered domestically to the public and/or on the private placement basis and/or to the institutional investors and/or the major investors either in whole or in part which could be single or multiple offerings.
- Interest : Subject to the prevailing market conditions at the time of issue and offering.
- Maturity : For short term debentures: Not exceeding 270 days. For long term debentures: Not exceeding 10 years.
- Other Conditions : Additional restrictions and conditions of the Debentures such as the type of Debentures to be issued each time, face value, offered price per unit, interest rate, appointment of debenture holders' representative, allocation method, details of the offering, early redemption, registration on the secondary markets (if any), shall be determined and fixed by the Chief Executive Officer. In addition, the Chief Executive Officer shall have the powers to determine or amend the terms and conditions relating to the issuance and offering of the Debentures including to have the power to do any acts and things necessary for and in relation to carrying out the issuance and offering of the Debentures in compliance with the applicable law, as well as to have the power to appoint the bondholders' representative and the underwriter, to enter into and execute the Underwriting Agreement, or Placement Agreement and/or other relevant agreements, to prepare and submit the application and other

documents to the Office of the Securities and Exchange Commission, other relevant authorities, and/or other relevant person(s), etc.

The outstanding amount of issuance and offering of the Debentures of the Company (which is a non-renewable amount) is Baht 1,500 Million in approximate. In case that the Annual General Meeting of Shareholder 2022 approves the issuance and offering of the Debentures in the principal amount of not more than Baht 500 million, the total principal amount of debentures to be issued and offered by the Company shall be approximately Baht 2,000 Million.

**Summary of Important Terms and Conditions of the Convertible Debentures of
Charn Issara Development Public Company Limited**

Heading	Details
Convertible Debentures Issuer	Charn Issara Development Public Company Limited (“ Company ”)
Type of Convertible Debentures	Convertible Debentures with the conversion right to convert into the Company’s ordinary shares, senior and unsecured (Senior Unsecured Convertible Debentures) (“ Convertible Debentures ”).
Currency	Baht
Total amount of principal of the Convertible Debentures	Not exceeding 700,000,000 Baht divided into 3 tranches, as follows: (1) Convertible Debentures Tranche 1 has the value of not more than Baht 200 million divided into 40 sets, Baht 5.0 million per set. (2) Convertible Debentures Tranche 2 has the value of not more than Baht 200 million divided into 40 sets, Baht 5.0 million per set. (3) Convertible Debentures Tranche 3 has the value of not more than Baht 300 million divided into 30 sets, Baht 10.0 million per set
Conditions of the Issuance of Convertible Debentures	The Company will gradually issue the Convertible Debentures by tranche, each tranche, respectively. In each issuance of the tranche of Convertible Debentures, the Company will gradually issue each set in each tranche according to the Company’s financial needs. The issuance of convertible debentures is subject to the completion of the conditions precedent which are: Permission from the Securities and Exchange Commission and other relevant agencies, including the terms and conditions of the Convertible Debentures. However, the timeframe of the conversion is within 3 year after shareholder’s meeting approved the issuance. If the Company did not issue all the Convertible Debentures within 3 year, the Company may

	request a resolution of the shareholders' meeting to issue the unissued convertible debentures according to the Company's financial needs.
Interest Rate	0.25 percent per annum, provided that the interest will be paid on a quarterly basis from the date the Convertible Debentures was issued.
Maturity Period	3 years after the issuance of each Tranche
Payback Condition	Repay in lump sum after each due date of the specific Tranche according to the terms and conditions of the Convertible Debenture. In such, for each Tranche the maturity period is 3 years after the issuance.
Redeem Rights before Due Date	The Convertible Debentures holders may or may not have rights to redeem the Convertible Debentures before due date and/ or the Convertible Debentures issuer may or may not have rights to redeem the Convertible Debentures before due date too. The redemption has to be followed by the terms and conditions of certain convertible debentures aligned with rules, regulations, laws and/ or permissions from related authorized Governmental Bodies.
Conversion Ratio	Principle amount of the Convertible Debentures divided by the conversion price.
Conversion price (origin and appropriateness of pricing or conversion rates)	Not lower than 90% of the market price, therefore it is not considered an offer for sale of newly issued shares at a price lower than the market price as prescribed in the Notification of the Capital Market Supervisory Board No. TorJor. 72/2558 Re: Approval of the issuance of newly issued shares to private placement (“ Notification No. TorJor. 72/2558 ”). “Market Price” is calculated from the weighted average price of the Company's shares traded in the Stock Exchange of Thailand for at least 7 consecutive business days, but not more than 15 consecutive business days prior to the date the convertible bond holder exercises the right to convert the bonds. The weighted average price is calculated from the traded volume weighted closing price for each consecutive business days (“ Floating Conversion Price ”) in accordance with Notification No. TorJor. 17/2561 and Announcement No. SorJor. 39/2551. However, if the above-calculated conversion price is lower than the current par value of the Company's shares, the

	<p>Company shall issue additional compensation shares in a manner that complies with the calculation of all shares to be issued at par value, which are subjected to the conversion price.</p> <p>Market price will be calculated by specifying 2 decimal places. If the 3rd decimal place is 5 or more, it will be rounded up.</p> <p>The conversation price of the convertible debentures will be calculated by specifying 3 decimal places. If the 4th decimal place is 5 or more, it will be rounded up.</p> <p>Remarks:</p> <ul style="list-style-type: none"> ○ If the ordinary shares resulted from the exercise of conversion rights of the Convertible Debentures has a conversion price of less than 90% of the market price at the date of conversion (the market price is calculated based on the weighted average price of the Company’s shares traded on the Stock Exchange of Thailand for not less than 7 consecutive business days, but not more than 15 consecutive business days prior to the date that the convertible bond holders exercise their conversion rights. The weighted average price is calculated from the closing price weighted by the trading volume of each consecutive business days). The Company has the duty to prohibit AO Fund and AO Fund 1 (“Investors”) from exercising such conversion rights within 1 year from the date the investors receive such convertible securities (Silent Period). After the date the investor receives the convertible securities for a period of 6 months, the investors will be able to gradually sell the prohibited shares in the amount of 25% of the total number of shares prohibited in accordance with the rules prescribed in the Notification of the Stock Exchange of Thailand Re: Rules, Conditions and Procedures for Consideration of the Request for Ordinary Shares or Preferred Shares as for the capital increase as listed securities B.E. 2558 dated May 11, 2015 (as amended). ○ In the case that the accommodating shares are insufficient, the Company will follow the guideline in the topic “The event that the Company has to issue new shares to accommodate the change in the exercise of conversion rights”.
Conversion Period	The Convertible Debentures holders may exercise their conversion

	rights of the Convertible Debentures every day until the close of business hours 1 week prior to the Convertible Debenture maturity date.
Number of ordinary shares accommodated for conversion	<p><u>In the case that all existing warrants are converted</u></p> <p>256,041,532 shares (equivalent to 16.11% of all the Company's paid-up shares of the Company after completion of the registration of paid-up capital on the assumption that all convertible debentures are fully exercise)</p> <p><u>In the case that all existing warrants are not converted</u></p> <p>256,041,532 shares (equivalent to 19.36% of all the Company's paid-up shares of the Company after completion of the registration of paid-up capital on the assumption that all convertible debentures are fully exercise)</p> <p><u>Remarks:</u></p> <p>The number of shares accommodated for this offering of convertible debentures is 256,041,532 shares and the number of shares accommodated for existing Warrant is 266,648,966 shares. The total number of shares accommodated for the convertible debentures and existing Warrant are 522,690,498 shares, which is equivalent to 49.01% of existing paid-up shares of the Company before completion of the registration of paid-up capital on the assumption that all convertible debentures and warrants are fully exercise.</p>
Secondary market for ordinary shares as a result of the conversion	The Company shall arrange to list the ordinary shares issued as a result of the conversion on the Stock Exchange of Thailand or any exchange that the Company's securities are listed on.
Restrictions on transfer of the Convertible Debentures	As this issuance and offering of the Convertible Debentures is considered as an offering to no more than 10 specific investors within 4-month period as specified in the Notification of the Capital Market

	<p>Supervisory Board No. TorJor. 17/2561 Re: Application for and Approval of the Offering for Sale of Newly Issued Debt Instruments (“Notification No. TorJor. 17/2561”). Therefore, the transfer of the Convertible Debentures to any person at any time throughout its tenure shall not cause the number of the holders to exceed 10 specific investors within 4 month period, provided that the number of the holders shall be calculated from actual investors holding the Convertible Debentures on private placement basis (whether such investors hold the newly issued convertible debentures or receive the convertible debenture from the transfer by any existing Convertible Debentures holders), except by way of inheritance.</p>
<p>Allocation Method</p>	<p>Allocated by private placement, once or several times, to Advance Opportunities Fund (AO Fund) and Advance Opportunities Fund 1 (AO Fund 1), who are institutional investors pursuant to Clause 4 (10) of the Notification of the Securities and Exchange Commission KorJor. 4/2560 Re: Determination of the Definitions of Institutional Investor, Ultra-high Net Worth Investor and High Net Worth Investor. This offering of the Convertible Debentures is in accordance with Clauses 43 and 56 of the Notification No. TorJor. 17/2561.</p>
<p>The event that the Company has to issue new shares to accommodate the change in the exercise of conversion rights</p>	<p>The Company may register the increase in capital to accommodate the conversion by the resolution of shareholders’ meeting or compensate in cash to the Convertible Debentures holder in regards with the terms and conditions of the Convertible Debentures.</p>
<p>Impact on Shareholders</p>	<p>In consideration of the impacts on the Company’s shareholders, it will be taken into consideration the impact of the Convertible Debentures in case the Company issued and offered Convertible Debentures to investors. In this regard, two aspects of the impacts on the shareholders of the Company will be taken into consideration, which are, impact to the market price of shares (Price Dilution) and impact to the voting rights of existing shareholders (Control Dilution) , with details as follows:</p> <p><u>In the case that all existing warrants are converted</u></p>

(1) Price Dilution can be calculated from the following formula:

$$\text{Price Dilution} = (\text{Po} - \text{PE}) / \text{Po}$$

Whereas,

Po = Existing share price which is equivalent to Baht 1.1686 per share, calculated based on the weighted average price of the Company's shares trading on the Stock Exchange of Thailand for 15 consecutive business days prior to the date the Board of Directors' Meeting resolved to propose to the Annual General Meeting of Shareholders year 2022 to consider and approve the issuance of the newly issued ordinary shares to accommodate for the exercise of the Convertible Debentures' conversion rights by private placement during the period from January 27, 2022 to February 17, 2022.

Pe = Conversion Price of Convertible Debentures, 90% of the market price assumed to be equal to Po which is equivalent to Baht 1.0518 per share

PE = Share price after the issuance of Convertible Debentures,

Whereas,

$$\text{PE} = ((\text{Po} \times \text{Qo}) + (\text{Pe} \times \text{Qe})) / (\text{Qo} + \text{Qe})$$

Qo = Number of existing shares which is equivalent to 1,333,244,831_shares (Including shares for warrants)

Qe = Number of shares arising from the exercise of conversion right of the Convertible Debentures, number of ordinary shares reserved for conversion of 256,041,532 shares

Therefore,

$$\text{PE} = (1.1686 \times 1,333,244,831) + (1.0518 \times 256,041,532) / (1,333,244,831 + 256,041,532)$$

$$\text{PE} = 1.1498 \text{ Baht per share}$$

$$\text{Price Dilution} = (\text{Po} - \text{PE}) / \text{Po} = (1.1686 - 1.1498) / 1.1686 =$$

1.61%

In case that all convertible debentures are fully exercised, the impact to the market price of the shares will be 1.61% which incurred from issuing convertible debentures at 90% of Po.

In the case that all existing warrants are NOT converted

(2) Price Dilution can be calculated from the following formula:

$$\text{Price Dilution} = (\text{Po} - \text{PE}) / \text{Po}$$

Whereas,

Po = Existing share price which is equivalent to Baht 1.1686 per share, calculated based on the weighted average price of the Company's shares trading on the Stock Exchange of Thailand for 15 consecutive business days prior to the date the Board of Directors' Meeting resolved to propose to the Annual General Meeting of Shareholders year 2022 to consider and approve the issuance of the newly issued ordinary shares to accommodate for the exercise of the Convertible Debentures' conversion rights by private placement during the period from January 27, 2022 to February 17, 2022.

Pe = Conversion Price of Convertible Debentures, 90% of the market price assumed to be equal to Po which is equivalent to Baht 1.0518 per share

PE = Share price after the issuance of Convertible Debentures,

Whereas,

$$\text{PE} = ((\text{Po} \times \text{Qo}) + (\text{Pe} \times \text{Qe})) / (\text{Qo} + \text{Qe})$$

Qo = Number of existing shares which is equivalent to 1,066,595,865 shares (excluding shares for warrants)

Qe = Number of shares arising from the exercise of conversion right of the Convertible Debentures, number of ordinary shares reserved for conversion of 256,041,532 shares

Therefore,

$$PE = (1.1686 \times 1,066,595,865) + (1.0518 \times 256,041,532) / (1,066,595,865 + 256,041,532)$$

PE = 1.1460 Baht per share

$$\text{Price Dilution} = (P_o - PE) / P_o = (1.1686 - 1.1460) / 1.1686 = 1.94\%$$

In case that all convertible debentures are fully exercised, the impact to the market price of the shares will be 1.94% which incurred from issuing convertible debentures at 90% of P_o .

In the case that all existing warrants are converted

(3) Control Dilution can be calculated from the following formula:

$$\text{Control Dilution} = Q_e / (Q_o + Q_e)$$

Whereas,

Q_o = Number of existing shares which is equivalent to 1,333,244,831_shares (Including shares for warrants)

Q_e = Number of shares arising from the exercise of conversion right of the Convertible Debentures, number of ordinary shares reserved for conversion of 256,041,532 shares

$$\text{Control Dilution} = 256,041,532 / (1,333,244,831 + 256,041,532) = 16.11\%$$

In case that all convertible debentures are fully exercised, the shareholders of the Company will be diluted of its shareholding (Control Dilution) at the rate of 16.11%.

In the case that all existing warrants are NOT converted

(4) Control Dilution can be calculated from the following formula:

$$\text{Control Dilution} = Q_e / (Q_o + Q_e)$$

Whereas,

Q_o = Number of existing shares which is equivalent to 1,066,595,865_shares (excluding shares for warrants)

Q_e = Number of shares arising from the exercise of conversion right of the Convertible Debentures, number of ordinary shares

	<p>reserved for conversion of 256,041,532 shares</p> <p>Control Dilution = $256,041,532 / (1,066,595,865 + 256,041,532)$ = 19.36%</p> <p>In case that all convertible debentures are fully exercised, the shareholders of the Company will be diluted of its shareholding (Control Dilution) at the rate of 19.36%.</p>
Other Information	The details described above are the summary of the terms and conditions of the Convertible Debentures and are still subject to change. Further relevant details will be stipulated in the terms and conditions of the Convertible Debentures.
Objectives of issuing convertible debentures and plans for utilizing proceeds	Please consider the objectives of issuing convertible debentures and plans for utilizing proceeds as detailed in the Capital Increase Report Form (F53-4) (Attachment 3)
Board of Directors' Opinions	
Reason, necessity, and suitability for the issuance and offering of convertible debentures, including analyzing the Company's ability to repay shareholders who do not exercise their conversion rights at maturity date.	The Board of Directors is of the opinion that fundraising by issuing and offering convertible debentures is a good choice to increase the Company's capital, to increase liquidity, and for fast fundraising to adapt to the rapidly changing stock market and environment conditions. This will benefit the Company's business operations in order to increase its financial liquidity and to expand investments when the Company has a need in a timely manner. It also helps to reduce the financial cost of the Company in the event that the capital increase is used to pay off debts, including increasing the stability and sustainability of the financial position of the Company, which will undoubtedly strengthen and stabilize the Company's financial position. It also restructures the appropriateness of the Company's capital structure. The Company can use the money to generate income from investments and business development of the Company and/or invest in new businesses that are related to or supports the business that is currently operating. This will generate returns for the company and shareholders in the future. In addition, this fundraising

	<p>will also benefit the company and shareholders. Details are shown in the Capital Increase Report Form (Attachment 3). However, in the event that the Company has issued convertible debentures and the convertible debenture holders do not exercise their convertible rights at maturity date, the Company expects that its future cash flow should be sufficient for business operations, if business conditions return to normal. In addition, if necessary, the Company may issue and offer newly issued ordinary shares to shareholders or private placement, which is another solution. However, the Company will consider the appropriateness during that particular time and decide again.</p>
<p>Possibility of the plan for utilizing funds</p>	<p>The Company expects to proceed with the issuance and offering of newly issued shares to investors as well as to receive money from the sale of such newly issued shares within 1 year from the date that the shareholders' meeting approved to issue and offer for sale the newly issued shares. However, if the Company does not receive money from this capital increase, the Company may lose the opportunity to expand its business according to the Company's business plan.</p>
<p>Expected impacts on the Company's business operations, including its financial position and operating results due to the capital increase</p>	<p>Increasing the Company's registered capital by issuing convertible debentures will strengthen both its financial structure and increase its financial flexibility to invest in future projects. Therefore, such capital increase will not adversely affect the business operation, financial position, and performance of the Company.</p>
<p>Directors' Testimonials</p>	<p>In the case that the directors of the Company fails to perform their duties with honesty and diligence to protect the interest of the Company with regards to this capital increase, if such failure to perform duties causes damage, shareholders can sue for damages from the said director on behalf of the Company in accordance with Section 85 of the Public Company Act B. E. 2535 and if the performance of such duties causes the Board of Directors or any person involved to wrongful gains, shareholders can use the right to sue to recover benefits from that director instead, in accordance with</p>

	Section 89/18 of the Securities and Exchange Act B.E. 2535 (as amended).
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(F53-4)

Capital Increase Report Form**Charn Issara Development Public Company Limited****February 24, 2022**

Charn Issara Development Public Company Limited (“**Company**”) hereby report the resolution of the Board of Directors’ Meeting No 1/2022 held on February 24, 2022 in regards to the capital increase, and allocation of such shares as follows:

1. Capital Decrease / Capital Increase

At present, the Company has its registered capital of Baht 1,386,574,624 and fully paid-up capital of Baht 1,066,595,865.

1.1 Capital Decrease

The Board of Directors’ Meeting resolved to propose to the Annual General Meeting of Shareholders year 2022 to consider and approve the decrease of the Company’s registered capital of Baht 319,978,759 from Baht 1,386,574,624 to the new registered capital of Baht 1,066,595,865 by reduction of 319,978,759 ordinary shares with the par value of Baht 1.00.

1.2 Capital Increase

The Board of Directors’ Meeting resolved to propose the Annual General Meeting of Shareholders year 2022 to consider and approve the increase of the Company’s registered capital by Baht 522,690,498 from the existing registered capital of Baht 1,066,595,865 to the new registered capital of Baht 1,589,286,363 by issuing, not exceeding, 522,690,498 newly issued ordinary shares at the par value of Baht 1.00 to reserving for the exercise of CI-W2 and accommodate the conversion rights of the Convertible Debentures, with details as follows:

Type of Capital Increase	Type of Securities	Number of shares	Par value (Baht/share)	Total (Baht)
<input checked="" type="checkbox"/> Specifying the purpose of utilizing the	Ordinary	522,690,498	1.00	522,690,498

capital	Preferred	-	-	-
☐ General Mandate	Ordinary	-	-	-
	Preferred	-	-	-

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

2. Allocation of capital increase shares

2.1 Specifying the purpose of utilizing the capital

Allocated to	Number of shares	Ratio (old : new)	Selling price (THB/share)	Subscription and payment period	Remark
Reserving for the exercise of CI-W2 allotted to existing shareholders without charge	Not exceeding 266,648,966 shares	4 common shares : 1 new of CI-W2	Baht 1.00 per share	Allotted to existing shareholders without charge	Please consider the remarks below, no. 1, and the Summary of Important Terms and Conditions of the Warrant (CI-W2), Attachment 1.
To accommodate to exercise of conversion rights for the Convertible Debentures	Not exceeding 256,041,532 shares	Conversion ratio is equal to the principal	Not less than 90% of the market price (conversion price)	The Company will specify later, please consider the remarks below	Please consider the remarks below, no. 2 – 4, and the

Allocated to	Number of shares	Ratio (old : new)	Selling price (THB/share)	Subscription and payment period	Remark
offered to Advance Opportunities Fund (“AO Fund”) and Advance Opportunities Fund 1 (“AO Fund 1”) (Please consider remarks no. 1)		amount of the convertible debenture to be converted divided by the conversion price			Summary of Important Terms and Conditions of the Convertible Debentures, Attachment 2

Remarks : Market price will be calculated by specifying 2 decimal places. If the 3rd decimal place is 5 or more, it will be rounded up.

The conversion price of the convertible debentures will be calculated by specifying 3 decimal places. If the 4th decimal place is 5 or more, it will be rounded up.

Remarks:

1. The Board of Directors’ Meeting No. 1/2022 resolved to propose the Annual General Meeting of Shareholders to consider and approve the issuance and offering of The amount not exceeding 266,648,966 shares (or equal to 25.00% of the current paid up capital of the Company) to be reserved for the exercise of CI-W2 allotted to existing shareholders at the ratio of 4 existing shares per 1 unit of CI-W2 (fractions will be discarded) without charge. The exercise price is Baht 1.00 per share. (Details are shown in the Summary of Preliminary Details of the Warrant to Purchase Ordinary Shares of the Company No. 1 (CI-W2) Offered to Existing Shareholders: Attachment 1)
2. AO Fund and AO Fund 1 are both Open-ended Funds, which limits its exemption of liability in the Cayman Islands. AO Fund and AO Fund 1 are both structured as mutual funds regulated by the Monetary Authority of the Cayman Islands. AO Fund and AO Fund 1 have a medium to long term investment objective by using financial instruments to financially support small and medium-sized companies listed on the Stock Exchange of Thailand. AO Fund and AO Fund 1’s investment

strategy is to provide funding to different companies to be used as working capital, for expansion, for merger, as stipulated in debt restructuring. In addition, AO Fund and AO Fund 1 are both funds that have invested in convertible bonds issued and sold by more than 20 companies listed on the Stock Exchange in Thailand since 2011.

Zico Asset Management Private Limited (“**ZICOAM**”) is a fund manager of AO Fund and AO Fund 1 which is registered in Singapore and is an Asset Management Company registered with the Monetary Authority of Singapore. ZICOAM has been appointed by AO Fund and AO Fund 1 to be the fund manager and appraiser of all types of investments of AO Fund and AO Fund 1. Therefore, AO Fund and AO Fund 1 is an Institutional Investor pursuant to Clause 4(10) of the Notification of the Securities and Exchange Commission No. KorJor. 4/2560 Re: Determination of the Definitions of Institutional Investor, Ultra-high Net Worth Investor and High Net Worth Investor, and this offer for sale of the Convertible Debentures by private placement is in accordance with Clauses 43 and 56 of the Notification No. TorJor. 17/2561.

3. The Board of Directors’ Meeting approved to propose to the Annual General Meeting of Shareholders Year 2022 to consider and approve the issuance and offering of newly issued convertible debenture of the Company (“**Convertible Debentures**”) by determining the total offered value of, not exceeding, Baht 700,000,000 by private placement to Advance Opportunities Fund (“**AO Fund**”) and Advance Opportunities Fund 1 (“**AO Fund 1**”), which are not connected persons to the Company in accordance to the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 Re: Rules on Connected Transactions and Notification of the Board of Directors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning Connected Transactions B. E. 2546 (referred collectively as “**Connected Transaction Notifications**”). However, the conversion price of the Convertible Debentures must not be lower than 90% of the market price whereas the market price is calculated based on the weighted average price of the Company’s shares trading on the Stock Exchange of Thailand for not less than 7 consecutive business days, but not more than 15 consecutive business days prior to the day the debenture holders exercise their conversion rights. The weighted average price is calculated from the closing price weighted by the trading volume of each consecutive business days in accordance with the rules prescribed in the Notification of the Capital Market Supervisory Board No. TorJor. 17/2561 Re: Application for and Approval of the Offering for Sale of Newly Issued Debt Instruments and the Notification of the Office of the Securities and Exchange Commission No. SorJor. 39/2551 Re: Calculation of Offering Price of Securities and Determination of Market Price for Consideration of an Offer for Sale of Newly Issued Shares at a Low Price (collectively,

“**Notification No. TorJor. 17/2561 and Announcement No. SorJor. 39/2551**”). However, if the conversion price calculated above is lower than the current par value of the Company's shares, the Company shall issue additional compensation shares in a manner that affect the calculation of all shares to be issued at par value to be in accordance with the conversion price. Details are shown in the Summary of Important Terms and Conditions of the Convertible Debentures of Charn Issara Development Public Company Limited (**Attachment 2**).

In this regard, the Board of Directors' Meeting is of the opinion to propose to the shareholders' meeting to consider and approve to authorize the Board of Directors and/or authorized director and/or Chief Executive Officer and Managing Director and/or persons appointed by the Board of Directors, authorized director, or Chief Executive Officer and Managing Director to determine the details, amend, or take any actions as necessary for and in relation to the issuance and offering of the Convertible Debentures in order to comply with the laws, including, but not limited to the power to proceed with the following actions:

- (1) To determine or amend the details, methods and other conditions in relation to the issuance and offering of the Convertible Debentures as appropriate either in one time or several times, including but not limited to the terms and conditions of the Convertible Debentures, issue date, par value, offering price, number of ordinary shares to be issued in order to reserve for the conversion of the Convertible Debentures, interest rate, calculation and method of interest payment, conversion price, conversion ratio, conversion period, redemption price, redemption period, last day of conversion period, allocation method, or determination of any event requiring the Company to issue additional underlying shares to accommodate a change of the exercise of the conversion right, and the conditions of adjustment of conversion rights. However, the Board of Directors and/or authorized director and/or Chief Executive Officer and Managing Director and/or persons appointed by the Board of Directors, authorized director, or Chief Executive Officer and Managing Director, as an attorney, will determine the best convertible price according to the market conditions during the period when the debenture holders will exercise their conversion rights, to maintain the best interest of the Company and shareholders as a whole.
- (2) To appoint advisors and other persons (e.g. financial advisor and legal advisor) related to contacting and providing information as well as filing documents, registration documents, waiver documents, and evidence with the relevant authorities or any other events in relation to the issuance and offering of the Convertible Debentures as appropriate;

- (3) To negotiate, agree, enter into, amend, add, execute any agreements, applications for approval, waiver, evidence, disclosure, sale report, and other documents necessary for and in relation to the issuance, offering, and allocation of the Convertible Debentures, the allocation of newly issued shares in order to accommodate for the exercise of the conversion right of the Convertible Debentures, as well as contacting, filing, amending, adding, and executing the applications for approval, waiver, evidence, disclosure, sale report, and other documents, with the Securities and Exchange Commission of Thailand, the Stock Exchange of Thailand, government agencies, and/or other relevant authorities in relation to the issuance, offering, and allocation of the Convertible Debentures and the listing of the newly issued ordinary shares from the exercise of the conversion right of the Convertible Debentures as listed securities on the Stock Exchange of Thailand; and
 - (4) To perform any actions as necessary and appropriate for and in relation to the issuance, the offering, and the allocation of the Convertible Debentures in order to ensure the successful completion of the actions specified above.
1. Approved to propose to the Annual General Meeting of the shareholders year 2022 to consider and approve the allocation of the newly issued ordinary shares of not more than 522,690,498 shares at the par value of 1.00 baht per share to accommodate the exercise of warrants (CI-W2) and Exercise of Convertible Debenture with details as follows:-
 - 1) The amount not exceeding 266,649,966 (or equal to 25% of the current paid up capital of the Company) to be reserved for the exercise of CI-W2 allotted to existing shareholders at the ratio of 4 existing shares per 1 unit of CI-W2 (fractions will be discarded) without charge. The exercise price is Baht 1.00 per share. (Details are shown in the Summary of Preliminary Details of the Warrant to Purchase Ordinary Shares of the Company No. 2 (CI-W2) Offered to Existing Shareholders: Attachment 1)
 - 2) The amount not exceeding 256,041,532 shares to be reserved for the conversion of the newly issued convertible debentures of the Company by way of private placement specifically to Advance Opportunities Fund (“AO Fund”) and Advance Opportunities Fund 1 (“AO Fund 1”) (Details appeared in the Summary of the important terms and conditions of the Convertible Debentures to be issued by the Company : Attachment 2)
 - 3) In this regard, the Board of Directors deemed it appropriate to propose to the shareholders’ meeting to consider and approve the authorization of the Board of Directors and/or the Company’s authorized directors and/or the Chief Executive Officer and/or Chairman of Executive Committee and/or the person(s) authorized by the Board of Directors to have the power to determine the details, amend or take any actions includes, but is not limited to, the following:
 - (1) Prescribing or revising necessary details and conditions relating to the allocation of the newly issued ordinary shares

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

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

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

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

2.1.1 Company Procedures in the case of fractional shares

In the case of fractional shares as a result of converting the Convertible Debentures into ordinary shares, disregard such fractions.

1. In calculating the rights of each shareholder to receive the allotment of warrants, if there is a fraction of ordinary shares calculated according to the ratio of warrant allocation of each shareholder, the remaining shares shall be rounded off in full.

In the case of warrant allocation, if there is a fraction of a warrant which is not in full amount of 1 unit from the calculation, the remaining warrant fraction shall be rounded off in full. In the event that there is a fraction of the warrants remaining from the total allocation, the Company will cancel the remaining warrants. This will allow the remaining number of warrants to be allocated to the existing shareholders perfectly.

In addition, in the event that there is a need to change the exercise ratio and the exercise price when the events specified in the rights adjustment conditions and the result of such right adjustment. It results in a fraction of the number of shares to be received under the share warrants. The Company will cut off the fraction of the ordinary shares.

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

2.2 General Mandate

Allocated to	Type of Securities	Number of shares	Percentage of paid-up capital ^{1/}	Remarks
Existing Shareholders	Ordinary	-	-	-
	Preferred	-	-	-
To accommodate the conversion/exercise of the transferable warrants	Ordinary	-	-	-
	Preferred	-	-	-
Public Offering	Ordinary	-	-	-
	Preferred	-	-	-
Private Placement	Ordinary	-	-	-
	Preferred	-	-	-

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

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

Schedule the Annual General Meeting of Shareholders year 2022 to be held on April 27, 2022, during 14.00 hrs. at Meeting Via Electronic (E-Meeting) the broadcast live from the 21st Floor, Charn Issara Tower 2, No. 2922/200 New Petchburi Road, Bangkok Subdistrict, Huay Kwang District, Bangkok, whereby:

- The record date to determine the list of shareholders entitled to attend the Annual General Meeting of Shareholders year 2022 shall be on March 11, 2022.

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

- a. The Company shall register the increase of its registered capital and paid-up capital, as well as the amendment to the Memorandum of Association with the Department of Business Development, Ministry of Commerce within 14 days from the date on which the Annual General Meeting of the Shareholders year 2022 resolves to approve the capital increase and the amendment of the Company's Memorandum and of Association;
- b. The Company shall register the transfer restriction of the issued and offered Convertible Debentures, which limits the transfer of the Convertible Debentures to no more than 10 specific investors within a 4-month period with the Securities and Exchange Commission;
- c. The Company shall apply for approval from the Stock Exchange of Thailand for the listing of the newly-issued ordinary shares as listed securities in the Stock Exchange of Thailand in accordance to the rules and regulations related to the Stock Exchange of Thailand after the Convertible Debentures' holder has converted the Convertible Debentures into the Company's ordinary shares (in the case of such exercise).

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

The Company's objective to raise funds by issuing and offering convertible debentures issued to AO Fund and AO Fund 1. The purpose of such fund raising is stated below, in which the estimated amount of funds to be used does not exceed Baht 700,000,000 within the period of 6-12 months, are detailed as follows:

Objective to utilizing proceeds	Estimated amount used (Baht)	Period of utilization
1. To be used as working capital and liquidity of the Company's business in order to increase the strength and stability of the Company's financial position.	Not exceeding Baht 700,000,000	Within 6-12 months
2. To support normal operations in the core business and related businesses, the extension and expansion of the Company's business in the future, including investing in various projects and as a source of funds for future investment plans. This will enable the Company to build a		

stable and sustainable income base in both the short and long term.		
3. To be used as debt repayment.		

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

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

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

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

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

7.2 The convertible debenture holder who exercise his/ her right to convert into the Company's ordinary shares will be entitled to receive dividends from their operations, right to attend the shareholders' meeting, or other rights as the shareholders of the Company, starting from when there is an exercise of right to convert the convertible debentures of the Company to

the Company's ordinary shares and his/her name is in the Company's shareholders' register that have been registered with the Ministry of Commerce.

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

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

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

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

No.	Procedures of the Capital Increase	Date/Month/Year
1	Board of Directors' Meeting No. 1/2022	February 24, 2022
2	Date to determine the list of shareholders who has the right to attend the Annual General Meeting of Shareholders year 2022 (Record Date)	March 11, 2022
3	Annual General Meeting of Shareholders year 2022	April 27, 2022
4	Registration of the registered capital increase and amendment of the Memorandum of Association with the Department of Business Development, Ministry of Commerce	Within 14 days from the date of the Annual General Meeting of Shareholders year 2022 approval of the registered capital increase.
5	Proceed with the offering and allocation of newly issued ordinary convertible debentures to private investors (Private Placement)	Determined after the approval from the Annual General Meeting of Shareholders year 2022

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

Charn Issara Development Public Company Limited

Signed -Songkran Issara- Authorized director

(Mr. Songkran Issara)

Position CEO and the Managing Director

Informaton of Capital Increase

(Pursuant to the Notification of Capital Market Supervisory Board No. Tor Chor. 73/2558
Re : List in Notice of Shareholders' Meeting of Listed Company for
Granting Approval to Issue and Offer Securities)

To the increased capital resulting from the exercise of rights shall be utilized as a working capital for the operation of business and for the expansion of business in the future, the Company shall increase the Company's registered capital at the amount of Baht 522,690,498 by issuing 522,690,498 new ordinary shares with the par value of Baht 1. Therefore, the registered capital will be in total from Baht 1,066,595,865 to Baht 1,589,286,363. as (1) the capital increase of ordinary shares of not more than 266,648,966 shares to support the exercise of the warrants to purchase the Company's ordinary shares No. 2 ("Warrant No. 2" or "CI-W2") 266,648,966 units to the existing shareholders in proportion to their shareholding and (2) the capital increase of not more than 256,041,532 ordinary shares to support the exercise of convertible debentures to be offered to private placement, namely Advance Opportunities Fund and Advance Opportunities Fund 1, details as shown in attachment 7

1. Details of Offering

1.1 Numbers of Securities for Offering

The Company shall issue and offer the warrants to purchase ordinary shares of Company No. 1 ("Warrants No.1 or "CI-W2") not exceeding 266,648,966 units to the Company's existing shareholders pro-rata to their shareholding (Right Offering) without charge. The details are shown in the Attachment No.5

1.2 Type of Investor for Offering

Offering the Warrants No.21 to the existing shareholders of the Company pro-rata to their shareholding (Right Offering), without charge incurred.

1.3 Determination of Offering Price and Market Price

Offering Price of the Warrant No. 2 : No offering price due to the allocating to the existing shareholders of the Company in proportion to their respective shareholdings (Right Offering), without charge incurred.

Exercise Price : Baht 1.00 per share (may be changed subject to the condition of the right adjustment).

However, after the rights adjustment in all cases, the Exercise Price of the Warrant No.2 shall not be lower than the Company's par value of ordinary shares.

1.4 Offering and Allocation Methods

The Company allocates the number of the warrants not exceeding 266,648,966 units to the existing shareholders of the Company pro-rate to their shareholding (Right Offering) without charge, the offering ratio is 4 existing shares to 1 unit of the Warrant No.2. The shareholders who are entitled to receive the Warrant No.2 shall be the shareholders whose names appear in the share register book on the Record Date, 9 May 2022.

However, holders of the Warrant No.2 who wish to exercise the right to purchase the Company's shares do not need to be shareholders of the Company.

The Board of Directors and/or the Managing Director and/or the person(s) entrusted by the Board of Directors and/or Managing Director are empowered to determine criteria, conditions and other details related to the Warrants No.2, including but not limited to determine the Company's share register book closing date for exercise the right to subscribe the new ordinary shares with the Warrants No.2, period of subscription, period of the issuance and exercise period of the Warrant No. 2, last exercise date, negotiating, entering into and signing any agreements, documents, applications and any other evidence necessary for and in connection with the issuance of the Warrant No.1 and the allocation of newly issued ordinary shares for the purpose of the exercise of rights in accordance with the Warrant No.2 to be listed in the Stock Exchange of Thailand ("SET") and proceed to any related government agencies or other relevant authorities.

- 2. Objectives of Issuing the Newly Issued Ordinary Shares and Plan for Utilizing the Proceeds**
 - For the purpose of reservation for the dividend payment in the form of stock dividends to the existing shareholders of the Company at the ratio of 4 existing shares (Par Value of Baht 1) to 1 stock dividend.
 - For the purpose of reservation of the exercise of rights of the Warrants No.2 which the increased capital resulting from the exercise of rights shall be utilized as a working capital for the operation of business and for the expansion of business in the future.

- 3. Effect on the Shareholders from Shares Offering**

3.1 Control Dilution

If all persons who exercise the Warrant No.2 are not existing shareholders, the control dilution and the proportion of exercising right to vote will be as follows:

$$\begin{aligned}\text{Control Dilution} &= \text{Number of shares reserved for the exercising of the warrants} / (\text{total} \\ &\quad \text{paid-up shares} + \text{number of shares reserved for the exercising of the} \\ &\quad \text{warrants}) \\ &= 20.00\%\end{aligned}$$

3.2 Earning Dilution

If all persons who exercise the Warrant No.1 are not existing shareholders, the earnings dilution will be calculated as follows:

$$\begin{aligned}\text{EPS Dilution} &= (\text{EPS before the warrants offering} - \text{EPS after the warrants offering}) \\ &\quad / \text{EPS before the warrants offering} \\ &= \text{Unable to calculate}\end{aligned}$$

3.3 Price Dilution

Due to the exercise price of the Warrants No.1 being equal to Baht 1.00

The Calculation of Price Dilution is

$$= (\text{market price before the warrants offering} - \text{market price after the warrants offering}) / \text{market price before the warrants offering}$$

Whereas,

The market price before the warrants offering

$$= \text{the weighted average closing price of the Company shares for 7 consecutive trading days prior to the date of the Board of Directors meeting}$$

The market price after the warrants offering

$$= \{(\text{market price before the warrants offering} \times \text{number of paid-up shares before the warrants offering}) + (\text{exercise price under CI-W2} \times \text{number of shares reserved for exercising of CI-W2})\} / (\text{number of paid-up shares before the warrants offering} + \text{number of shares reserved for exercising of CI-W2})$$

Since the exercise price is higher than the weighted average closing price of shares trading on the SET for 7 consecutive trading days prior to the date of the Board of Directors meeting; this, therefore, shall not effect a price dilution.

3.4 The Shareholders' Worthiness Compared to EPS or Control Dilution

With the intention to use capital increase proceeds to be the Company's working capital and to expand the business in the future which shall create liquidity in Company's business operation and to support business growth including Company's financial strength in long-term beneficial interest of the Company and shareholders. Moreover, it would also increase cash flow from the capital increase for expanding the business.

If the existing shareholders exercise the Warrants No.2 in whole, their percentage ownership will not be affected. On the other hand, if the existing shareholders do not exercise or partially exercise the Warrants No.2, their percentage ownership will be proportionate diluted. Nevertheless, the Company realizes and placed important on the rights of shareholders, for example facilitate all group of shareholders to attend the Meeting and vote on their behalf including abstaining from doing any acts that may limit shareholders' opportunity. Moreover, the Company also treats shareholders in an equitable and fair treatment.

4. The Board of Directors' Opinions

4.1 Reasons and Necessity of the Capital Increase

The Company would like to increase its capital reserved partly for the payment of dividend in the form of ordinary share in the amount of Baht 1,589,286,363, without calling for any proceeds from shareholders, and another part reserved for the exercise of right by the Warrant No.1 holders according to details in Clause 1 above which shall be received proceeds from the capital increase.

The reasons and necessity for the capital increase are to create liquidity as a working capital to the Company. A capital increase is deemed to be more flexible than a loan as it is also necessary in regard to speed in raising capital each time as appropriate and given fast-changing surrounding factors. Moreover, it would create liquidity in the future of Company's business operation and to support business growth for long-term beneficial interest of the Company and shareholders.

The Board of Directors deems it appropriate to raise funds by issuing the Warrant No.2 to the existing shareholders of the Company in proportion to their respective shareholdings (Right Offering).

The Warrant No. 2 is a transferable instrument and is able to be traded when listed with the SET once the SET announces to accept the Warrant No.2 as listed securities. It is also beneficial for the shareholders to have more options to (a) exercise the right to subscribe for the newly issued shares; or (b) obtain returns from the sale of such rights on the SET. In addition, the Warrant No.2 will also increase the liquidity of the Company's securities and expand its shareholder base.

4.2 Possibility of the Plan for Utilizing the Proceeds Obtained from the Share Offerings

Regarding the possibility of an investment plan from the offer for sale of shares and reasonableness of such capital increase, the Company shall use such capital as a working capital for business operations and for readiness in terms of capital and capital liquidity for expansion of business and for development of various potential future projects, which will ultimately create benefits and profits to the Company, as well as increase value to shareholders.

4.3 Reasonability of the Capital Increase

This capital increase is sensible because it would create liquidity in Company's business operation and to support business growth including Company's financial strength in long-term beneficial interest of the Company and shareholders. Moreover, it would also increase cash flow from the capital increase for expanding the business.

4.4 Forecasted Impact on the Company's Business Operations Altogether with Financial Status and Business Operation Results Caused by the Capital Increase and Operations Pursuant to the Plans for Utilizing the Proceeds

This capital increase and the plan for utilizing proceeds shall create liquidity in Company's business operation and to support business growth including Company's financial strength. Moreover, it would also increase cash flow from the capital increase for expanding the business. Therefore, this capital increase and the operations pursuant to this utilizing plan will not be negatively affect the Company's business operations including the financial status and business operation results in any manner.

5. In this regard, in order to be in compliance with the Notification of Capital Market Supervisory Board No. Tor Chor. 73/2558 Re: List in Notice of Shareholders' Meeting of Listed Company for Granting the Approval to Issue and Offer the Securities dated 28 October 2015, the Board of Directors would like to declare that the Board of Directors has performed its duties with honesty and has carefully preserved the benefits of the Company in relation to the capital increase. However, in the case that such performance of duty is dishonest and does not carefully preserve the benefits of the Company in relation to the capital increase as aforementioned and also causes damage to the Company, the shareholders are entitled to file a lawsuit to claim for damages from such director(s) on behalf of the Company as specified under Section 85 of the Securities and Exchanges Act B.E.2535 (as amended). In addition, in the case that such performance of duty causes a director or his/her related person to obtain undue benefits, the shareholders shall be entitled to file a lawsuit to claim for such benefits from such director on behalf of the Company as specified under Section 89/18 of the Securities and Exchanges Act B.E.2535 (as amended).

How to register for Attendance and Proxy

In the annual general meeting of shareholders for the year 2022
of Charn Issara Development Public Company Limited through electronic channel (E-
Meeting)

April 27, 2022 at 2.00 p.m.

Live broadcast from the meeting room, 21st floor, Charn Issara Tower 2
New Petchburi Road, Bangkok, Huaykwang, Bangkok

The Company held the annual general meeting of shareholders for the year 2022 via electronic channel (E-Meeting) on April 27, 2022 at 2:00 pm, broadcast live from the meeting room, 21st floor, Charn Issara Tower 2 Building, New Petchburi Road, Bangkok, Huay Kwang, Bangkok Under the Emergency decree on the Electronic Conference B.E. 2563

Shareholders or proxies who would like to attend the 2022 annual general meeting of shareholders through electronic media (E-Meeting), please kindly study the details about the preparation before using the electronic meeting system (DAP E-Shareholder Meeting), the registration process through the system (E-Register), the process of meeting attendance, asking questions, voting from the manual for the electronic meeting system for the shareholders' meeting (Attachment 13)

The company will open for pre-registration from April 11 to April 27, 2022 (until the meeting was completed)

Register and attend the annual general meeting of shareholders (E-Meeting)

<https://portal.eservice.set.or.th/Account/Login?refer=o%2bF%2bHdrlUAdXoa%2bu90a49T1mKskMojBjF71LncsYU6Pk1pqpiody9Q%3d%3d>



Registration Instructions: For those who attend the meeting in person, logging in should use a name that matches the shareholder register.

User's Guide for the Shareholders' Meeting (E-Meeting)

<https://www.set.or.th/th/eservice/shareholder.html>



1. How to register and identity verification (Depending on the case)

1.1 In the event that the individual shareholders would like to attend an E-Meeting by themselves

Please follow the steps below.

(1) Register via E-Register system by yourself via Link / QR Code.

<https://portal.eservice.set.or.th/Account/Login?refer=o%2bF%2bHdrlUAdXoa%2bu90a49T1mKskMojBjF71LncsYU6Pk1pqpiody9Q%3d%3d>



(2) Click on "Register"

(3) Agree to the terms and conditions for attending the shareholders' meeting via the DAP E-Shareholder Meeting system by marking and pressing the button "Agree".

(4) Fill in the specified information, including

4.1) First Name – Last Name (Thai Language)

4.2) ID card number and the number on the back of the card (Only fill in numbers, no need to fill the symbols)

4.3) Date, month, year (BE) of birth

4.4) Email (for use as a username for logging in)

4.5) Mobile phone number (Only fill in numbers)

4.6) Password and Confirm Password

4.4)

(5) Give consent to receive documents in electronic format from the meeting organizer by marking

(6) Press the "Continue" button.

(7) Click to request OTP, the system will send the OTP to the mobile phone number entered at the beginning.

(8) The system will send the information to verify the correctness with the database of the Department of Provincial Administration.

(9) After checking for correctness with the database of the Department of Provincial Administration.

A shareholder taking a picture by pressing on the picture, the system will open the camera function for shareholders to take a picture of themselves together with their ID card in 3 steps

Figure 1: Current Photo

Figure 2: Identity card image (Which shows a photograph of the shareholder and has not expired)

Figure 3: Current Photo and ID card

(10) Verify securities holding information. If you verify the information is correct, press the "Confirm" button.

(11) Shareholders will receive an e-mail informing the results of the registration. If you can't find the email, please check the Junk E-Mail or contact the registered company staff.

* Shareholders, please keep your Username (User ID) and Password confidential. It should not be disclosed to others *

1.2 **In case of individual shareholders** would like the company to register or to use other documents to verify your identity. To attend the E-AGM meeting in person, please follow the steps below.

(1) Fill in the notify form which the company was delivered with the invitation letter of the meeting (The first page with a QR Code)

(2) A copy of the shareholder's 'identity document' and signed to certify a true copy. Submit all original documents above to the company by April 23, 2021 (Date of receipt of documents).

To the address as follows

Secretary Department

Charn Issara Development Public Company Limited

No. 2922/200 New Petchburi Road, Bang Kapi Sub-District, Huay Kwang District, Bangkok 10320

- (3) Shareholders will receive an e-mail informing the results of the registration. If you can't find e-mail, please check Junk E-mail or contact company staff.

The company reserves the right not to register. If the original document sent to the company after the time specified above or in cases where documents or evidence are incomplete or incorrect or do not meet the conditions.

* Shareholders, please keep your Username (User ID) and Password confidential. It should not be disclosed to others *

Attendance by proxy

Shareholders can authorize any independent director of the company or any person to attend a meeting instead. By using a proxy (Attachment 9) and prepare documents for the appointment of proxy according to the following cases.

1.3 In case a shareholder is an individual

- (1) Fill in the **meeting notification form** that the company has sent along with the invitation to the meeting. (The first page with a QR Code)
- (2) **Proxy Form B**, attached with the invitation letter for the meeting, filled with correct and complete information and act on the name of the grantor and the proxy.
- (3) Copy of "**identity document**" of the and signed to certify a true copy.
A copy of "**identity document**" of the proxy and signed to certify a true copy.

1.4 In case a shareholder is a juristic person registered in Thailand

- (1) Fill in the **meeting notification form** that the company has sent together with the invitation letter of the meeting. (The first page with a QR Code)
- (2) **Proxy Form B**, attached with the invitation letter for the meeting, filled with correct and complete information and act on the name of the grantor and the proxy.
- (3) A copy of the shareholder's certificate of corporate registration issued by the Department of Commercial Registration Ministry of Commerce or the competent government agency of the country where the juristic person is located or officials of that juristic person which comes out not more than 1 year with details Name of the entity person authorized to sign, bind or act on behalf of the juristic person signing conditions or restrictions head office location, etc., and certified true copy by a juristic person's representative. And a message shows that the juristic person who

signs the proxy has the power to act on behalf of the juristic person who is the shareholder.

- (4) A copy of "**identity document**" of the person authorized to sign on behalf of the juristic person and signed to certify a true copy.
- (5) A copy of "**identity document**" of the proxy and signed to certify a true copy.

1.5 In case a shareholder is a juristic person registered in foreign countries and appointed to the Custodian in Thailand as a share depository and keeper.

- (1) Fill in the **meeting notification form** that the company has sent along with the meeting invitation letter. (The first page with a QR Code)
- (2) **Proxy form C**, which can be downloaded at



- (3) https://investor.charnissara.com/shareholder_meeting.html which has filled out completely correct text and sign the grantors and proxies
- (4) A copy of **the shareholder's certificate of corporate registration** and signed to certify a true copy by a juristic person's representative and a message shows that the juristic person who signs the proxy has the power to act on behalf of the juristic person who is the shareholder.
- (5) A copy of "**identity document**" of the person authorized to sign on behalf of the juristic person and signed to certify a true copy.
- (6) Copy of "**Certificate of Custodian Business License**"
- (7) A copy of the Custodian's "**Certificate of Incorporation**" issued by the Ministry of Commerce which came out not more than 1 year and signed to certify a copy. It is valid by the Custodian Legal Entity or its Authorized Representative. (In the case of the power of attorney, the attorney can sign a copy of the said document)
- (8) A copy of "identity document" of the proxy and signed to certify a true copy.
- (9) Any document that does not contain an original in English. The document must be accompanied by an English translation and have the juristic person's representative certify the translation's correctness. (if any)

Shareholders, please send all original documents above to the company within April 23, 2021 (date of receipt of documents) at the address as follows:

*Secretary Department
Charn Issara Development Public Company Limited
No. 2922/200 New Petchburi Road, Bang Kapi Sub-District, Huay Kwang District,
Bangkok 10320*

The shareholders will receive an email informing the results of the registration. If you can't find E-mail, please check Junk E-mail or contact listed company staff.

Report of identity verification results to attend the meeting

When the company has received registration and/or proxy documents according to clause 1.2, 1.3, 1.4, and 1.5 and check the validity of such documents. The company will inform the username and password along with the Weblink to log-in to the E-Meeting system specified in the document.

The company reserves the right not to register. If the original document sent to the company after the time specified above or in the event that the documents or evidence are incomplete or incorrect or do not meet the conditions.

In addition, this E-Meeting system specifies that only one E-mail address can be registered for each shareholder or proxy, if the meeting attendee is a shareholder and receives a proxy from other shareholders or attendees who are proxies from multiple shareholders, please prepare an E-Mail address according to the number of shareholders who will attend the meeting.

* Shareholders, please keep your Username (User ID) and Password confidential. It Should not be disclosed to others *

Attending the general shareholders' meeting via electronic channel (E-Meeting)

- Please study how to attend the meeting via electronic channel. To watch live conference broadcasts, vote and ask questions at the conference, visit "Manual for Electronic Meeting System for Shareholders' Meeting" at <https://www.set.or.th/th/eservice/shareholder.html>
- Shareholders or proxies can log-in to the E-service system from 1:00 pm (1 hour before the meeting time) with Username and Password with the OTP received at <https://portal.eservice.set.or.th/Account/?refer=W24Rs6a%2fO5Eu9yBhOjrhJiVtL0txOKMdubBVsZvNjH0b2KLAVYqlZQ%3d%3d>
- When logging in to the E-service system, attendees can press the URL link to login to Webex system to attend the meeting and watch the live broadcast of the E-Meeting.

How to vote

- Voting will count 1 share with 1 vote.
- Attendees must return to the E-service page that they have logged in previously to vote.
- Voting for each agenda item, shareholder or proxy can only vote as "Agree" or "Disagree" or "Abstain".
- If shareholders or proxies who wish to vote as "Disagree" or "Abstain" please vote through the E-service page. For shareholders or proxies who wish to vote as "Agree", there is no need to choose through the system. This is because the system will set the vote as a "Agree".
- If a shareholder has assigned the proxy to vote on each agenda item in the proxy form, the company will cast the votes as specified in the proxy form only.

Vote counting

- Voting on various agenda, shareholders have votes equal to the number of shares they hold and who are authorized by proxy by counting 1 share equal to 1 vote. One shareholder has the right to vote in each agenda, "Agree", "Disagree" or "Abstain", just one at the end of each agenda item. The chairman of the board will inform the meeting to vote in the voting system (E-service). The company will lead the votes that "Disagree" "Abstain" from all votes. The rest will be treated as "Agree".

Voting result notification

After counting the votes for each agenda is completed, the voting results will be announced to the meeting, divided into "agree", "disagree" and "abstain", accounted for the percentage. The agenda for election of directors will be announced individually.

Submitting questions in advance

Shareholders are able to submit relevant questions in advance according to the agenda to the Company by April 23, 2022, with the notification of the intention to attend the meeting via electronic channel (E-Meeting). The company will collect relevant questions in each agenda to answer questions of the shareholders in the meeting. In this regard, shareholders or proxies who attending the meeting on the meeting date, can still inquire at the meeting according to the agenda of the meeting.

Shareholders who would like to submit questions in advance can do the following:

- (1) Sent together with the proxy form
- (2) Send via E-Mail: Narakorn@charnissara.com

Facilitation in other channels

The company will record video and sound throughout the meeting agenda and will upload to the website of the company at www.charnissara.com , after the meeting is over.

In case of any questions or problems about the general meeting of shareholders via electronic channel (E-meeting), please contact,

Secretary Department

Charn Issara Development Public Company Limited

No. 2922/200 New Petchburi Road, Bang Kapi Sub-District, Huay Kwang District, Bangkok 10320

Tel 02 308 2020 ext. 522 , 550

E-mail : Narakorn@charnissara.com

Independent Director's profile for Shareholders choose to give proxy for attend the meeting and vote

1. PRAVESVUDHI RAIVA

Age : 70 years

Independent Director, Chairman of Nomination and Remuneration Committee

Shareholding : -

Education/Training Program

- BBA, Political Science University of Indiana, U.S.A.
Chulalongkorn University Training Program:
- MMP-Modern Management Program
- MMM-Modern Marketing Management
- Directors Accreditation Program (DAP), Thai Institute of Director (IOD) / 2005
- Directors Certification Program (DCP), Thai Institute of Director (IOD) 135/2010
- Senior Executive Program of Chulalongkorn University Poompalungpandin, Class 2
- Top Executive Program in Commerce and Trade (TEPCot), Class 8

Professional career

Present	Vice Chairperson & Director	S&P Syndicate Public Co., Ltd.
	Director	S&P Global Co., Ltd.
	Director	Foodhouse Catering Services Co.,Ltd. (Resign, 23 Sep 2020)
	Director	S&P Restaurants Limited (UK)
	Director	Patara Fine Thai Cuisine PTE Ltd. (UK)
	Director	Suda Limited (UK)
	Director	MSP Property Limited (UK)
	Director	Patara (Geneva) SA (Switzerland)
	Director	Patara Restaurant Vienna Gmbh. (Austria)

	Director	Patara International Restaurant Management (Beijing) Co.,Ltd.(China)
	Director	Shanghai Yueshi Restaurant Management Co., Ltd. (China)
	Director	S&P International Foods (Cambodia) Co., Ltd. (Cambodia)
1993-Present	Independent Director and Chairman of Nomination / Remuneration Committee	Charn Issara Development Public Co.,Ltd.
2019-Present	President	Indiana University Alumni Association, Thailand Chapter
1993-2005	Executive Director	S.R. Estate Co., Ltd.
	Executive Director	S&P Syndicate Public Co., Ltd.
	President	HD Distributors (Thailand) Co., Ltd.
	President	S&P Distribution and Sales Co.,Ltd.
	Vice President Marketing Dept.	S&P Syndicate Public Co., Ltd.
1992	Director	Thai Wheat Products Trader's Association
1991-1993	Asst. Marketing Manager	S&P Syndicate Co.,Ltd.
1990	Honorary Instructor	Mini M.B.A. Programme, Kasetsart University
1973	Financial Director	S.R. Tapioca International Co., Ltd.
<u>AWARDS:</u>	SET Awards 2011, Outstanding CEO Awards	

Forbidden record

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

Meeting attendance record in past year

1. Attend 7/7 meetings of the Board of Directors,
2. Attend 1/1 meeting of the Annual General Meeting of Shareholders in 2021

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

(Excluding independent Directors to be retired by rotation in the year 2022)

Name	Age (Years)	Positions	Special conflict of interest* in the proposed agenda
1. Mr. PRAVESVUDHI RAIVA	70	Independent Director, Chairman of Nomination and Remuneration Committee	No special conflict of interest in Agenda 1-17

Remark : Details of profiles of the Independent Directors are shown in the Board of Directors section of Annual Registration Statement / Annual report (One-report) which already disclosed on the company website www.charnissara.com .

*The disclosure of special interest specified in the AGM checklist Form is the disclosure of information specifically on any special interest that an independent director who will be acting as proxy for the shareholders has in any matters on the agenda such a special interest in election of directors due to being a nominee for the re-election.

(affix Baht 20 Duty Stamp)

Proxy Form B

Specific Proxy

Written at.....

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

- (1) I/We..... Nationality.....
Residing at No..... Street Tambol/Kwang.....
Amphur/Kate..... Province Post Code.....
- (2) Being a shareholder of Charn Issara Development PLC by holding a total number ofshares
and is entitled to votes as follows:-
Ordinary shares shares, entitled to votes
Preference shares shares, entitled to votes
- (3) Hereby appoint

(1)age years
Residing at house number Road Tambol/Kwang.....
Amphur/Kate..... Province Postcode

Mobil No.** E-Mail** or

(2) Mr. PRAVESVUDHI RAIVA (Independent Director, Chairman of Nomination and
Remuneration Committee) age 70 years Residing at house number 2922/200 Road New
Petchburi Tambol/Kwang Bangkapi Amphur/Kate Huaykwang Province Bangkok
Metropolis Postcode 10320

One of those as my/our proxy to attend and vote on my/our behalf in the Annual General Meeting of
Shareholders 2021 to be held on April 27, 2022 Time 14.00 at 10th floor Charn Issara Tower II, No.
2922/200 New Petchburi road, Kwang Bangkapi, Kate Huaykwang, Bangkok Metropolis or such other
date, time and place as the meeting may be adjourned.

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

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

Agenda No. 2 **To consider and adopt the minutes of the Ordinary General Shareholders' Meeting for the year 2021 which was held on 27 April 2021**

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

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

Approve Disapprove Abstain

Agenda No. 3 **To consider acknowledgement of the Annual Registration Statement / Annual Report (One Report) and the Board of Director's view on the operating results of the fiscal year 2021**

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

Agenda No. 4 **To consider for approve the Statement of Financial Position and Statement of Comprehensive Income which have already been examined by the Company's auditor for the fiscal year 2021 ended as of 31 December 2021**

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

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

Approve Disapprove Abstain

Agenda No. 5 **To consider and approve omitted of dividend payment and allocation of the legal reserve in the performance of the year 2021**

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

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

Approve Disapprove Abstain

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

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

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

Appointment of certain Directors

1. MR.PHISUD DEJAKAISAYA position: Chairman of Audit Committee, Independent Director, Nomination and Remuneration Committee

Approve Disapprove Abstain

2. MR.WITIT RATCHATATANUN position: Audit Committee and Independent Director

Agenda No. 11 To consider and Approve to the issue and offer of warrants to purchase the ordinary shares of the Company (CI-W2) in the amount of 266,648,966 units to existing shareholders.

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

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

Approve

Disapprove

Abstain

Agenda No. 12 To consider and approve the issuance and offering of the Debentures of the Company

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

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

Approve

Disapprove

Abstain

Agenda No. 13 To consider and approve the issuance and offering of the Convertible Debentures by private placement

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

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

Approve

Disapprove

Abstain

Agenda No. 14 To consider and approve the increase of registered capital of the Company

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

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

Approve

Disapprove

Abstain

Agenda No. 15 To consider and approve the amendment of clause 4 of the Company's memorandum of Association to be in line with the increase of the Company's registered capital

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

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

Approve

Disapprove

Abstain

Agenda No. 16 To consider and approve the allocation of the new ordinary shares

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

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

Approve Disapprove Abstain

Agenda No.17. **To consider and approve the amendment of the Company's objectives and amendment of the Company's Memorandum of Association Clause 3**

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

Approve Disapprove Abstain

Agenda No. 18 **To consider other business (if any)**

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

Approve Disapprove Abstain

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

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

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

Signed_____ Grantor
()

Signed_____ Proxy
()

Remarks

1. The shareholder appointing proxy must authorize only one proxy to attend and vote in the Meeting and may not split the number of shares to many proxies for splitting votes.
2. The agenda of electing Directors, a whole Board or any specific Director(s) may be elected.



Proxy Form (Form C)

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

Issued at.....

Date Month Year.....

(1) I / We..... Nationality Residing at No. Road Sub-district..... District.....Province..... Country Postal code.....

(2) In our capacity as the custodian for am / are a shareholder of the Charn Issara Development Public Company Limited, holding a total number ofshares and having Voting right details as follows:-

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

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

(3) Hereby appoint any one of :

[] (1) Name..... Age..... Residing atRoad.....Sub-district..... District.....Province.....Country.....Postal code.....

[] (2) Mr. PRAVESVUDHI RAIVA (Independent Director, Chairman of Nomination and Remuneration Committee) age 70 years Residing at house number 2922/200 Road New Petchburi Tambol/Kwang Bangkapi Amphur/Kate Huaykwang Province Bangkok Metropolis Postcode 10320

Any and only one person to be my / our proxy to attend and vote for me / us and on my / our behalf at the Annual General Meeting of Shareholders for the year 2021 to be held on 27 April 2021 at 14.00 hours at the 10th floor, Charn Issara Tower II, New Petchburi Road, Bangkapi, Huay Kwang, Bangkok 10320 or at any adjournment thereof to any other date, time and place.

(4) In this meeting, I / We direct the proxy to votes on our behalf in the following manner:

- [] The voting right in all the voting shares held by us is granted to the proxy.
[] The voting right in part of the voting shares held by us is granted to the proxy as follows:
[] Holding.....ordinary shares that have voting rights ofvotes
[] Holding.....preference shares that have voting rights of.....votes
Total: votes

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

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

Agenda No. 2 **To consider and adopt the minutes of the Ordinary General Shareholders' Meeting for the year 2021 which was held on 27 April 2021**

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

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

Approve Disapprove Abstain

Agenda No. 3 **To consider acknowledgement of the Annual Registration Statement / Annual Report (One Report) and the Board of Director's view on the operating results of the fiscal year 2021**

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

Agenda No. 4 **To consider for approve the Statement of Financial Position and Statement of Comprehensive Income which have already been examined by the Company's auditor for the fiscal year 2021 ended as of 31 December 2021**

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

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

Approve Disapprove Abstain

Agenda No. 5 **To consider and approve omitted of dividend payment and allocation of the legal reserve in the performance of the year 2021**

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

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

Approve Disapprove Abstain

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

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

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

Appointment of certain Directors

4. MR.PHISUD DEJAKAISAYA position: Chairman of Audit Committee, Independent Director, Nomination and Remuneration Committee

Approve Disapprove Abstain

5. MR.WITIT RATCHATATANUN position: Audit Committee and Independent Director

Approve Disapprove Abstain

6. MR. PINIT PUAPAN position: Independent Director, Audit Committee, Risk Management Committee

Approve Disapprove Abstain

Agenda No. 7 To consider the fixing of remuneration for the Board of Directors and Sub-Committee for the year 2022

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

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

Approve Disapprove Abstain

Agenda No. 8 To consider and approve the appointment of the Company's auditors approved by the Securities and Exchange Commission Thailand and fixing of the auditors' remuneration for the fiscal year ended on 31 December 2022.

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

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

Approve Disapprove Abstain

Agenda No. 9 To consider and approve the decrease of registered capital of the Company by cancelling the ordinary shares that has not yet been offered

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

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

Approve Disapprove Abstain

Agenda No. 10 To consider and approve the amendment of clause 4 of the Company's memorandum of Association to be in line with the decrease of the Company's registered capital

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

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

Approve Disapprove Abstain

Agenda No. 11 To consider and Approve to the issue and offer of warrants to purchase the ordinary shares of the Company (CI-W2) in the amount of 266,648,966 units to existing shareholders.

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

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

Approve

Disapprove

Abstain

Agenda No. 12 To consider and approve the issuance and offering of the Debentures of the Company

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

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

Approve

Disapprove

Abstain

Agenda No. 13 To consider and approve the issuance and offering of the Convertible Debentures by private placement

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

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

Approve

Disapprove

Abstain

Agenda No. 14 To consider and approve the increase of registered capital of the Company

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

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

Approve

Disapprove

Abstain

Agenda No. 15 To consider and approve the amendment of clause 4 of the Company's memorandum of Association to be in line with the increase of the Company's registered capital

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

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

Approve

Disapprove

Abstain

Agenda No. 16 To consider and approve the allocation of the new ordinary shares

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

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

Approve Disapprove Abstain

Agenda No.17. To consider and approve the amendment of the Company's objectives and amendment of the Company's Memorandum of Association Clause 3

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

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

Approve Disapprove Abstain

Agenda No. 18 To consider other business (if any)

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

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

Approve Disapprove Abstain

The shareholders are free to ask any questions and the Board will answer their queries (if any). Thus there is no voting on this agenda.

The proxy’s voting for any agenda that is not consistent with the intention specified under this proxy shall be deemed invalid and shall not be considered as my voting as the shareholder.

(5) If I / We do not specify of clearly specify my / our intention to vote in any agenda, or there is any other agenda considered in the Meeting other than those specified above, or if there is any change or amendment to any fact, the proxy shall be authorized to consider the matters and vote on my / our behalf as the proxy deems appropriate.

Any act performed by the proxy during the meeting except the proxy’s voting that is not consistent with my intention as specified under this proxy, shall be deemed to have been done by me / us in all respects.

Signed..... Grantor

(.....)

Signed..... Proxy

(.....)

Signed..... Proxy

(.....)

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



Supplement to Proxy Form C.

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

At the 2022 Annual General Meeting of Shareholders on 27 April 2022 at 14.00 hours at 21st floor, Charn Issara Tower II, New Petchburi Road, Bangkok, Huay Kwang, Bangkok 10320 or at any adjournment thereof to any other date, time and place.

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

(Encls.13)

User Manual e-Shareholder Meeting System
Operated by Digital Access Platform Co., Ltd. (DAP),
a subsidiary of SET Group

User Manual

e-Shareholder Meeting System



DAP e-Shareholder Meeting

Contents

1

Preparation for DAP e-Shareholder Meeting

2

Steps of e-Registration

3

Steps of joining the e-Meeting

4

e-Question and e-Voting functions

5

Resetting password

1 Preparation for DAP e-Shareholder Meeting



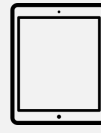
For registration, please prepare an electronic device **with a camera**.



PC Computer



Notebook



Tablet



Mobile



Access to DAP e-Shareholder Meeting via Web Browser.



Google Chrome (recommended)



Safari



Internet Explorer

Documents required for registration

Individual shareholder



ID Card

or



Passport

Juristic person



Juristic person
certificate



ID Card

or



Passport

1 Preparation for DAP e-Shareholder Meeting



Registration methods for attending
the shareholder meeting

1 e-Registration via DAP e-Shareholder Meeting system

Attend the meeting in person

Thai person Foreign person Juristic person

Proxy to another person (A)

Proxy to independent director (B)



* In the case of appointing a proxy to another person (B), registration can be done by sending documents to the company (Method 2).

2 Register by sending documents to the company*

For registration, shareholders submit the documents for identity verification to the company, as specified in the invitation to the shareholders' meeting

The company officer will check the information and proceed registration. The system will inform the shareholders of the registration result and username for attending the meeting.

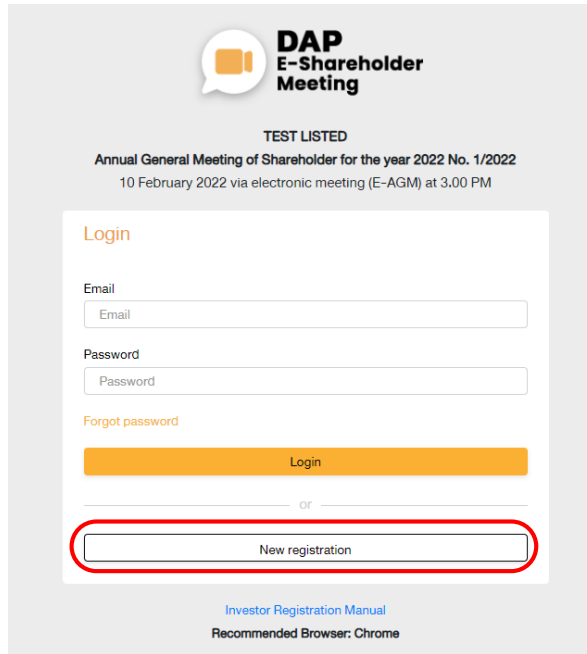
*Please study the details of registration such as document list / document submission, as specified in the invitation to the shareholders' meeting

In case of proxy

For shareholder who is unable to attend the meeting, they may appoint a proxy. Please find more information about proxy in the invitation letter to shareholders' meeting.

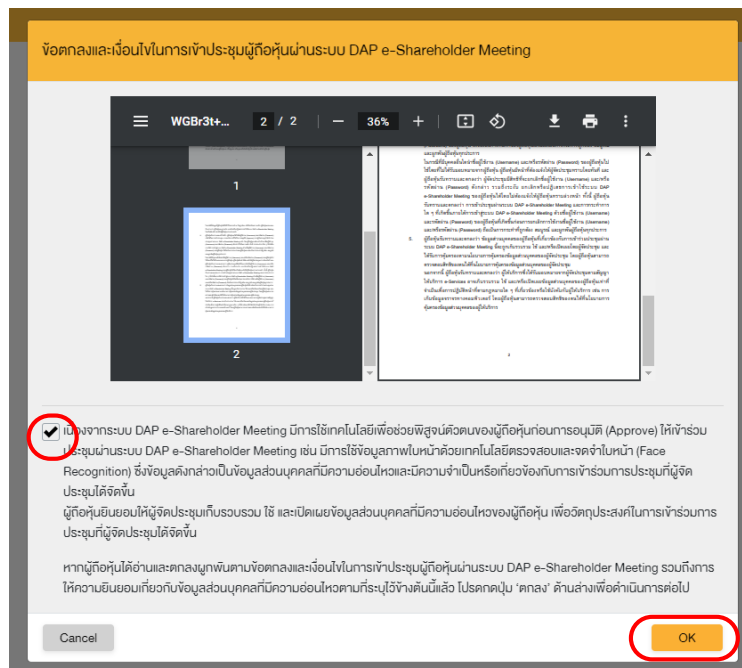
2

Steps of e-Registration



Log in to register from the registration link provided in the invitation to the shareholders' meeting.

1. Click “New registration”



2. Shareholders accept the terms and conditions for attending the shareholders' meeting via DAP e-Shareholder system by marking and click “OK”

2

Steps of e-Registration

2.1 Attend the meeting in person – Individual person with the ID Card

Step 1

Choose a registration form

Attend in person Proxy

Step 2

Specify the type of shareholder

Thai person Foreign person / Person without the ID card Juristic person

Step 3

Fill out shareholder's information

- Name-Surname
- ID card number / laser code on the back of the ID card
- Date of birth
- Email address (It will be used as your username when logging in)
- Password
- Mobile phone number

Your password must be between 8-15 characters and must contain:

1. Uppercase letter
2. Lowercase letter
3. Number

Shareholders consent to receive documents in electronic format from the meeting organizer by marking and click "Next"

Step 4

Enter OTP



Please fill 6 digits to confirm
Reference Code : YBPCYJ

[Resend OTP](#) (02:56)

OTP will be sent to the mobile phone number and email you have entered.

(If shareholder have entered a foreign phone number, the OTP will be only sent to your email.)

Enter OTP and click "Next"

2

Steps of e-Registration

2.1 Attend the meeting in person – Individual person with the ID Card

Step 5

Take pictures of yourself

ขั้นตอนที่ 5: ถ่ายรูปตนเอง

ดำเนินการถ่ายภาพหน้าบัตรประชาชน

ดำเนินการถ่ายภาพบัตรประชาชน

ดำเนินการถ่ายภาพปัจจุบันถือบัตรประชาชน

Shareholders need to take pictures of yourself holding the ID card as explained in 3 steps below:

- Picture 1 : Picture of yourself
- Picture 2 : Picture of your ID card
- Picture 3 : Picture of yourself holding the ID card

Step 6

Review registration and securities holding information

ลงทะเบียน: การลงทะเบียนผู้ถือหุ้นรายบุคคล 1:2565 รหัส 1:2565 01 บทบาท 2565 com 13:00 - บริษัทมหาชน SET (SET)

Register

Registration Type	เจ้าของหุ้นสามัญ
Investor Type	บุคคลธรรมดา
Full name (Thai language)	DR. นพ.วิทย์
Identity Number	310500321195
Date of birth	2 กุมภาพันธ์ 2564
Email	eeagn001@hotmail.com
Mobile number	+66 801234567

e-KYC

ดำเนินการถ่ายภาพหน้าบัตรประชาชน

ดำเนินการถ่ายภาพบัตรประชาชน

ดำเนินการถ่ายภาพปัจจุบันถือบัตรประชาชน

Stock information details

No.	Full name	Common Stock	Preferred Stock	Address
1	ดร. นพ.วิทย์	1,000	1,000	หมู่ 5 ถนนสุขุมวิท แขวงจตุจักร เขตจตุจักร
Total		1,000	1,000	

Shareholders review the registration information and securities holding information. If the information is correct, click “Submit”

Please keep your username and password confidential.
Your login account should never be disclosed to others.

2

Steps of e-Registration

2.2 Attend the meeting in person – Foreign person / Person without the ID card OR Juristic Person

Step 1

Choose a registration form

Attend in person Proxy

Step 2

Specify the type of shareholder

Thai person Foreign person / Person without the ID card Juristic person

Step 3

Fill out personal information

Foreign person / Person without the ID card

- Name-Surname
- Passport / Non-Thai ID / Government Officer Number
- Email address (It will be used as your username when logging in)
- Password
- Mobile phone number

Juristic person

- Juristic person Name (Company Name)
- Registration Number
- Juristic person representative information: ID card number / laser code on the back of the ID card and date of birth
- Email address (It will be used as your username when logging in)
- Password
- Mobile phone number

Your password must be between 8-15 characters and must contain:

1. Uppercase letter
2. Lowercase letter
3. Number

Shareholders consent to receive documents in electronic format from the meeting organizer by marking and click "Next"

Step 4

Enter OTP



Please fill 6 digits to confirm
Reference Code : YBPCUJ

Resend OTP (02:56)

OTP will be sent to the mobile phone number and email you have entered.

(If shareholder have entered a foreign phone number, the OTP will be only sent to your email.)

Enter OTP and click "Next"

Step 5

Take a picture of yourself / Attach files

Take a picture of yourself and upload attachments as specified in the invitation letter

Upload attachments as specified in the invitation letter

Step 6

Review registration and securities holding information

Shareholders review the registration information and securities holding information. If the information is correct, click "Submit"

Please keep your username and password confidential.
Your login account should never be disclosed to others.

2

Steps of e-Registration

2.3 Proxy to another person (A)

Step 1

Choose a registration form

- Attend in person Proxy

Step 2

Specify the type of proxy

- Proxy to another person (A) Proxy to independent director (B)

Step 3

Fill out the information of the [shareholder who appoints a proxy](#) and enter OTP

- Name-Surname
- ID card number / laser code on the back of the ID card
- Date of birth
- Email Address
- Mobile phone number

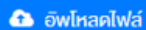
Shareholders consent to receive documents in electronic format from the meeting organizer by marking and click “Next”

- Enter OTP

Step 4

Fill out [proxies](#) information

- Name-Surname / Age
- ID card number / Address
- Email Address
- Mobile phone number



อัปโหลดไฟล์

The shareholder uploads the proxy form A with attachments as specified in the invitation letter

Proxy form A can be downloaded at [เอกสารใบมอบอำนาจ ก.](#)

Click “Next”

Step 5

Review registration and securities holding information

Shareholders review the registration information and securities holding information. If the information is correct, click “Submit”

Proxies will receive an email with the initial password.

Proxies will have to [reset a new password](#) before logging in to DAP e-Shareholder Meeting

2

Steps of e-Registration

2.4 Proxy to independent director (B)

Step 1

Choose a registration form

Attend in person Proxy

Step 2

Specify the type of proxy

Proxy to another person (A) Proxy to independent director (B)

Step 3

Fill out the information of the [shareholder who appoints a proxy](#) and enter OTP

- Name-Surname
- ID card number / laser code on the back of the ID card
- Date of birth
- Email Address
- Mobile phone number

Shareholders consent to receive documents in electronic format from the meeting organizer by marking and click "Next"

- Enter OTP

Step 4

Specify the name of the independent director

Specify an independent director you wish to appoint a proxy

Independent Director *

Independent Director

Step 5

Cast a vote in advance

Agenda No 1 To acknowledge the overall operation of the Company during 2020

Agenda No 2 To consider and approve the Balance Sheet Statement and Profit and Loss Statement for the fiscal year ended 31st December 2020

Agree Disagree Abstain

Agenda No 3 To consider and approve the appointment of Directors for replacement of those who retired.

Agenda No 3.1 Mr. Somchai Kamtong

Agree Disagree Abstain

The shareholder who appoints a proxy cast a vote in advance for all agenda.

There are 3 voting options:

- Agree
- Disagree
- Abstain

อัปโหลดไฟล์

The shareholder uploads the proxy form B with attachments as specified in the invitation letter

Proxy form B can be downloaded at [เอกสารใบมอบอำนาจ: v.](#)

Click "Next"

Step 6

Review registration and securities holding information

Shareholders review the registration information and securities holding information. If the information is correct, click "Submit"

The shareholder will receive an email informing your proxy registration result to confirm that the proxy registration has been completed. However, the shareholder will not receive the password, as the proxy are appointed to independent director and your vote was already casted.

3

Steps of joining the e-Meeting

Step 1

<https://portal.eservice.set.or.th>

Shareholders log in to DAP e-Shareholder Meeting system on the date and time specified by the company
Click the meeting link in the email received from the system.

Step 2

Login

Email

Password

[Forgot password](#)

Enter username (email address that you have registered) and password

Step 3

Meeting list

Company Name **1** Meeting Type Status Year

Annual General Meeting of Shareholder for the year 2022 No. 1/2022 **2**

19 July 2022 AGM Online

1. Search for the meeting by finding the Company name / Meeting type etc.
2. Click on the meeting you wish to join

Step 4

Meeting list

Meeting information Agents GMA Summary voting results

Meeting information

Company Name: SET (SET) (SET) (SET)
 Company Number: 1017
 Meeting Name: Annual General Meeting of Shareholder for the year 2022 No. 1/2022
 Meeting Type: AGM
 Meeting Location: e-electronic meeting @ AGM at 1017 PM

Stock information details

No.	Full name	Common Stock	Preferred Stock	Address
1	มหาชน SET	1,000	1,000	200 01 Ng 11 road/Bankroad road/soy no 100
Total		1,000	1,000	

Menu bar will display information as follow:

1. Meeting information
2. Meeting agenda
3. Your question list
4. Voting result (after announced)

- Click “Join Meeting”
- Agree to the terms and conditions of service by marking and click “Join Meeting”
- Confirm name and voting rights
- Enter OTP

3

Steps of joining the e-Meeting

Meeting Room Open WebEx Leave Meeting

1

Agenda

- 1 To acknowledge the overall operation of the Company during 2021
- 2 To consider and approve the Balance Sheet Statement and Profit and Loss Statement for the fiscal year 2020
- ★ 3 To consider and approve the appointment of Directors for replacement of those who retired.
- 2 Mr. A
Mr. B
- 4 Agenda No 4 To consider appointing auditors and setting audit fees for the year 2022

Agenda No 4.1 To consider appointing auditors of ABC Company in place of the former company whose contract has expires in 2021
Agenda No 4.2 To consider and approve the audit fee for the year 2022

Unmute Start video Start Sharing

3 4

Send Question or Vote Submit Vote Send Question

Q&A 5

Summary voting results 6

Q&A

+ To acknowledge the overall operation of the Company during 2021

Question : I would like to know the operating results of the company in 2021

Remark :

06 February 2022 14:09

Delete

Completed

Question : สอบถามการเลือกตั้งกรรมการที่จะครบกำหนดลาออก

Remark : ยกยอดไปตอบในวาระที่ 3

06 February 2022 14:09

Delete

Completed

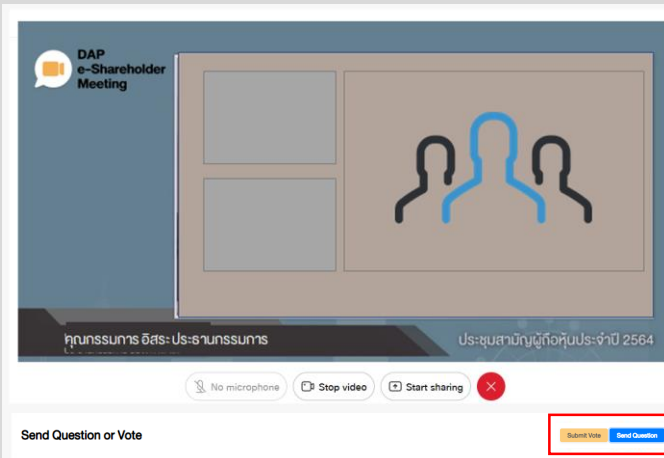
Description

1. Meeting Display: Webex Meeting screen will be embedded in DAP e-Shareholder Meeting, If the screen does not work, click 'Open WebEx' on the top right to view the meeting via Application Cisco Webex Meeting instead
2. Current agenda will be indicated by star icon and yellow bar.
3. e-Voting functions: voting can be casted only within appointed time frame
4. e-Question functions: queueing your questions for both current and upcoming agenda
5. Your questions submitted in the meeting
6. Voting results: It will be only shown after the company has announced results for each agenda

4

e-Question and e-Voting functions

e-Question functions



Agenda

- To acknowledge the overall operation of the Company during 2021
- To consider and approve the Balance Sheet Statement and Profit and Loss Statement for the fiscal year 2020
- To consider and approve the appointment of Directors for replacement of those who retired.
Mr. A
Mr. B
- Agenda No 4 To consider appointing auditors and setting audit fees for the year 2022
Agenda No 4.1 To consider appointing auditors of ABC Company in place of the former company whose contract has expires in 2021
Agenda No 4.2 To consider and approve the audit fee for the year 2022

Submit Vote **Send Question**

Send Question or Vote **Submit Vote** **Send Question**

Send Question

Agenda *

Select agenda

Question (Optional)

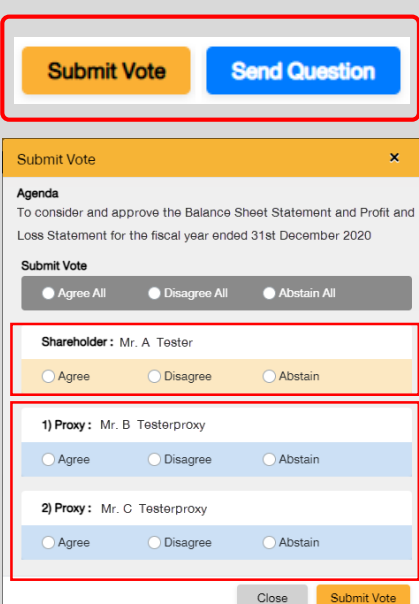
Close **Send Question**

During the meeting, shareholders can submit questions in advance:

- Click “Send Question” **Send Question**
- Choose the agenda you wish to ask question
- Type your question (Optional)
- Click “Send Question” **Send Question**

When you are allowed to ask questions, the company will call your name. Please turn on your microphone and/or camera (VDO) to ask such question by yourself

e-Voting functions



Submit Vote **Send Question**

Submit Vote

Agenda
To consider and approve the Balance Sheet Statement and Profit and Loss Statement for the fiscal year ended 31st December 2020

Submit Vote

Agree All Disagree All Abstain All

Shareholder : Mr. A Tester

Agree Disagree Abstain

1) Proxy : Mr. B Testerproxy

Agree Disagree Abstain

2) Proxy : Mr. C Testerproxy

Agree Disagree Abstain

Close **Submit Vote**

For each agenda, there are 3 voting options: “Approve”, “Disapprove” and “Abstain”

- Click “Submit Vote”
- Vote within the period of time given for both your vote rights and proxy’s (if any)
- Click “Submit Vote” **Submit Vote**


Shareholders are able to vote only within given time frame.

4

e-Question and e-Voting functions

e-Voting functions

Example of voting results





DAP
E-Shareholder
Meeting

การประชุมสามัญผู้ถือหุ้นประจำปี 2565 ครั้งที่ 1/2565
บริษัท ทดสอบโดย SET

Annual General Meeting of Shareholder for the year 2022 No. 1/2022
TEST LISTED

วันจันทร์ที่ 31 มกราคม 2565 เวลา 13:00 (31 January 2022 13:00)





วาระที่ 2 พิจารณายอมรับงบแสดงฐานะการเงินและงบกำไรขาดทุนสุทธิประจำปีสิ้นสุด ณ วันที่ 31 ธันวาคม 2564
(Agenda No 2 To consider and approve the Balance Sheet Statement and Profit and Loss Statement for the fiscal year ended 31st December 2021)

สรุปผลการลงคะแนน

	จำนวนเสียงที่ลงมติ (Number of Votes)	ร้อยละ (Percentage)
เห็นด้วย (Agree)	45,000	60.0000
ไม่เห็นด้วย (Disagree)	15,000	20.0000
งดออกเสียง (Abstained)	15,000	20.0000
บัตรเสีย (Voided ballot)	0	-
รวม	75,000	100.0000

e-Summary



- เห็นด้วย (Agree) 60%
- ไม่เห็นด้วย (Disagree) 20%
- งดออกเสียง (Abstained) 20%

การพิจารณา: คณะกรรมการไม่น้อยกว่า 3/4 ของจำนวนเสียงทั้งหมดของผู้ถือหุ้นซึ่งมาประชุมและมีสิทธิออกเสียงลงคะแนน และสิทธิคัดค้าน (Veto)
Resolution:



Send Question or Vote


Submit Vote
Send Question


Q&A

Summary voting results

Summary voting results

No.	Agenda Name	Vote	Summary
1	To acknowledge the overall operation of the Company during 2021		
2	To consider and approve the Balance Sheet Statement and Profit and Loss Statement for the fiscal year ended 31st December 2020	✔	
3	To consider and approve the appointment of Directors for replacement of those who retired.		
4	Mr. A	✔	
5	Mr. B	✔	

✔ Agenda has voting.  Voting Result Summary

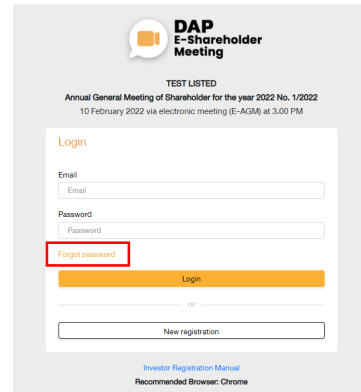
After the closing of voting in each agenda, the company will announce results. Shareholders can check the result of each agenda by clicking the  icon

5

Resetting password



To retrieve your password, shareholders can reset password by clicking “Forgot password” button.

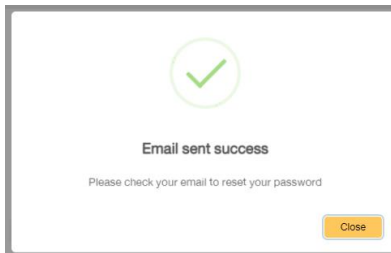


There are 2 options to reset your password:

1 Reset password via email

Enter your registered email

Check your inbox



Set new password

2 Reset password via mobile phone number

Click the link to reset password via mobile phone

Enter your mobile phone number

Request for OTP and enter OTP

Set new password

To download user manual,



DAP e-Shareholder Meeting



shareholders could study more information at:

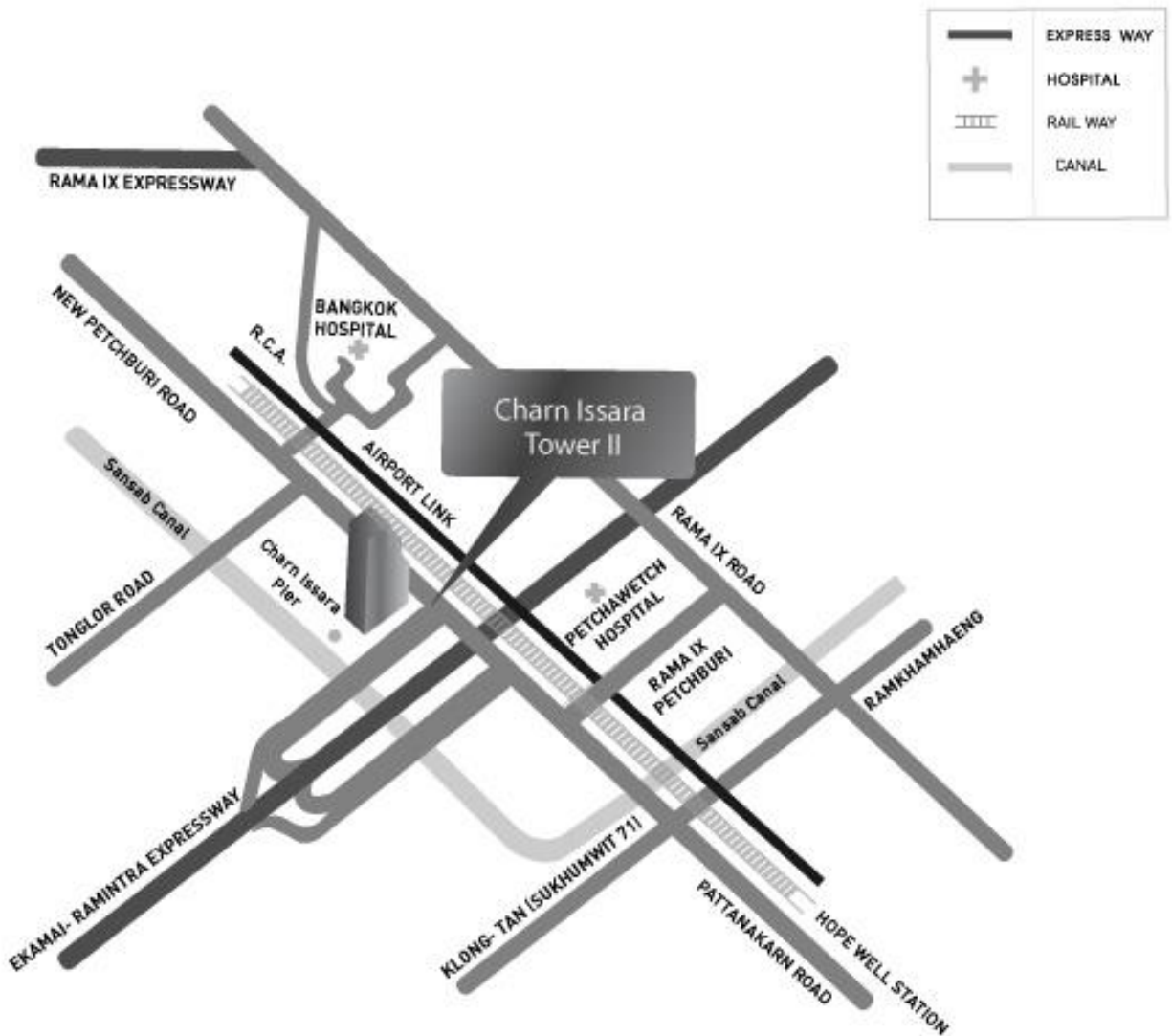
<https://www.set.or.th/en/eservice/shareholder.html>



Or scan the following QR Code:



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



Request form for annual report 2021 (56-1 One Report)
(Hard copy)

Dear shareholders

The Company has prepared the Annual Information Form / Annual Report (56-1 One Report) (which shows the financial statements) for the year 2021 in QR code format and has sent to the shareholders together with this meeting invitation letter.

If a shareholder wishes to request the Annual Information Form / Annual Report 2021 in hard copy format which has the same content as in the QR code, please fill out this form. and put it in the business envelope that has been attached with the meeting invitation letter and send it back to the company or send the form via or send it via E-mail at narakorn@charnissara.com or chonnisa@charnissara.com to continue delivering to you.

I/we

Address

.....

.....

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