

Notice of the Annual General Meeting
for the year 2025



CHARN
ISSARA

On Thursday, 24 April 2025, 2.00 pm.

At 21st floor, Charn Issara Tower II

2922/200 New Petchburi Road, Bangkapi, Huay Kwag Bangkok 10310

Invitation to the Annual General Meeting of Shareholders for the Year 2025
of
Charn Issara Development Public Company Limited
No. 2922/200 New Petchburi Road, Bang Kapi Subdistrict, Huai Khwang District, Bangkok

9 April 2025

Subject: Invitation to the 2025 Annual General Meeting of Shareholders
Attn: Shareholders of the Company
Attachment

1. Copy of the minutes of the 2024 Annual General Meeting of Shareholders of Charn Issara Development Public Company Limited, held on April 25, 2024
2. Annual Information Listing Form / Annual Report 2024 (56-1 One Report) in QR code format
3. Brief history of the directors who have been proposed to serve as directors for another term
4. The Company's criteria and regulations related to the shareholders' meeting
5. Details of the debentures to be issued and offered
6. Capital Increase Report Form (F53-4) and information about the capital increase
7. Methods for attending the meeting, methods for granting proxies, registration and voting in the shareholders' meeting
8. Information on independent directors whom shareholders can grant proxies to attend the meeting and vote
9. Proxy Form B
10. Map showing the meeting location
11. Advance question form according to the agenda of the 2025 Annual General Meeting of Shareholders
12. Request form for the Annual Information Listing Form / Annual Report 2024 (56-1 One Report)

As the Board of Directors of Charn Issara Development Public Company Limited (the "Company") will hold the 2025 Annual General Meeting of Shareholders of the Company on 25 April 2025 at 14.00 hrs. on the 21st floor of Charn Issara Tower 2, New Petchburi Road, Bangkok Subdistrict, Huai Khwang District, Bangkok.

For the determination of the agenda of the 2025 Annual General Meeting of Shareholders, the Company has announced on the Company's website to invite shareholders to propose the agenda in advance from 1 October 2024 to 31 December 2024. When the deadline has passed and no other agenda items have been proposed to the Company, the Company would like to inform the agenda according to the resolution of the Board of Directors as follows:-

Agenda 1: Matters to be informed by the Chairman to the meeting (if any)

Agenda 2: Consideration of approval of the minutes of the 2024 Annual General Meeting of Shareholders, held on 25 April 2024.

Objectives and reasons Charn Issara Development Public Company Limited held the 2024 Annual General Meeting of Shareholders on 25 April 2024. The Company has completed the meeting minutes within 14 days from the meeting date and has submitted them to the Stock Exchange of Thailand and the Ministry of Commerce within the period prescribed by law, as well as published them on the Company's website. Details are as shown in Attachment 1.

Board of Directors' Opinions It is deemed appropriate to propose that the shareholders' meeting approve the minutes of the 2025 Annual General Meeting of Shareholders held on 25 April 2025, which the Board of Directors believes has been recorded accurately and truthfully.

Voting The law stipulates that this agenda must be approved by a majority vote of all the votes of shareholders present at the meeting and casting votes.

Agenda 3: Consideration of acknowledgement of the annual information list form / annual report (56-1 One Report) and the board report on the operating results for the year 2024.

Objectives and reasons The Committee has summarized the past performance results and significant changes that occurred in the year 2024 as detailed in Attachment 2 (Annual Information Listing Form / Annual Report (56-1 One Report) in QR Code format).

Board of Directors' Opinions It is deemed appropriate to propose to the shareholders' meeting to acknowledge the annual information form / annual report (56-1 One Report) and the board of directors' report on the operating results for the year 2024.

Voting This agenda is for information only, therefore there is no voting.

Agenda 4: Consideration of approval of the financial statement and the statement of comprehensive income for the year 2024 for the accounting period ending on December 31, 2024, which has been audited by a licensed auditor, together with the auditor's report.

Objectives and reasons The Company's financial statements and statements of comprehensive income for the accounting period ending on December 31, 2024 have been audited by the auditors of Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. and have been approved by the Audit Committee.

Audit Committee's Opinion At the Audit Committee Meeting No. 2/2025 on 27 February 2025, the Audit Committee reviewed the report on the Company's and its subsidiaries' operating results for the year 2024 and was of the opinion that the report was correct, clear, and covered all essential content. The Audit Committee reviewed the financial statements and

statements of comprehensive income of the Company and its subsidiaries for the accounting period ending 31 December 2024 as presented by the auditor and was of the opinion that they were correct, reliable, and disclosed sufficient information.

Board of Directors' Opinions It is deemed appropriate to propose to the shareholders' meeting to approve the financial statement and the statement of comprehensive income of the Company for the year 2024 for the accounting period ending on 31 December 2024, which has been audited by the auditors of Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. and has also been considered and approved by the Audit Committee, with details as appearing in the financial statement and the statement of comprehensive income of the annual information disclosure form / annual report 2024 (56-1 One Report) 2024 as attached 2.

Summary of financial statements and profit and loss statements for the year 2024

Financial status	2024	2023
Total assets (million baht)	10,849	12,820
Total debt (million baht)	8,600	10,204
Shareholders' equity (million baht)	2,249	2,616
Performance Results		
Sales and service income (million baht)	2,780	1,887
Total income (million baht)	2,943	2,249
Profit (loss) for the year	(289)	(306)
Profit (loss) attributable to owners of the parent	(264)	(221)
Profit (loss) per share (baht)	(0.247)	(0.207)

Voting

The law stipulates that this agenda must be approved by a majority vote of all the votes of shareholders present at the meeting and casting votes.

Agenda 5: Consideration of approval of the suspension of dividend payment and the suspension of profit allocation as reserves for the operating results of 2024.

Objectives and reasons

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

Since the Company needs working capital, it is proposed to approve the suspension of the payment of annual dividends for 2024. Since the Company had a net loss for the year of 115 million baht in 2024 for the separate financial statements, the Company is not required to allocate profits as legal reserves.

Board of Directors' Opinions It is deemed appropriate to propose to the shareholders' meeting to approve the suspension of dividend payment and the suspension of the allocation of profits as reserves for the 2024 operating results as legal reserves.

Voting The law stipulates that this agenda must be approved by a majority vote of all the votes of shareholders present at the meeting and casting votes.

Agenda 6: Consideration of election of directors to replace directors whose terms of office have expired.

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

Name and Lastname	Position	Number of years held office	Attendance of the Board meeting in 2024
1. Mr. Phisut Dejakaisaya	Independent Director Chairman of the Audit Committee Nomination and Remuneration Committee (Re-term)	23	8/8
2. Mr. Witit Ratchatatanan	Independent Director Audit Committee Nomination and Remuneration Committee (Re-term)	23	8/8
3. Mr. Pinij Puapan	Independent Director Audit Committee Risk Management Committee (Re-term)	23	8/8

For Mr. Phisit Dejakaisaya, Independent Director / Chairman of the Audit Committee / Nomination and Remuneration Committee, who has been a director for 23 consecutive years (starting date of director on August 30, 2002) (counting to the month of the annual general meeting of shareholders in 2025), and if he is re-elected as a director for another term, he will continue to serve as a director for 26 years.

For Mr. Witit Ratchatatanan, Independent Director / Audit Committee / Nomination and Remuneration Committee, who has been a director for 23 consecutive years (starting date of director on August 30, 2002) (counting to the month of the annual general meeting of shareholders in 2025), and if he is re-elected as a director for another term, he will continue to serve as a director for 26 years.

For Mr. Pinij Puapan, Independent Director / Audit Committee / Risk Management Committee who have held the position of director for 23 consecutive years (the date of joining the director is 30 August 2002) (counted until the month of the annual general meeting of shareholders in 2025) and if accepted to hold the position of director of the Company for another term, will hold the position of director continuously for 26 years.

The Nomination and Remuneration Committee (except for directors with conflicts of interest) deemed it appropriate to appoint 3 directors who have left their positions, namely Mr. Phisit Dechakaisaya, Mr. Witit Ratchatatanan and Mr. Pinij Puapan, to return to the position of director of the Company in the same position for another term because all 3 of them have performed their duties as directors of the Company very well. The history of the nominated directors and the definition of independent directors are shown in Attachment 3.

However, the Board of Directors considered the selection by the Nomination and Remuneration Committee meeting, which met on 24 February 2025, in accordance with the criteria and selection methods shown in Attachment 3. The nominated directors this time have passed the screening process of the Board of Directors carefully and thoroughly and have the qualifications suitable for the Company's business. The Board of Directors has considered that the three directors who are qualified as directors of the Company and/or

independent directors are able to express their opinions independently and in accordance with the relevant criteria.

In addition, the Company has provided an opportunity for shareholders to propose agendas and nominate individuals to be considered for election as directors between October 1, 2024 and December 31, 2024, and **no shareholders** have proposed any individuals to be considered for election as director

Board of Directors' Opinions It is deemed appropriate to propose to the shareholders' meeting to elect 3 directors who are due to retire by rotation, who have knowledge, capability and business experience, and take into account the diversity of the board structure (Board Skill Matrix), to return to the position of the Company's directors for another term. The Board (excluding directors with vested interests and directors whose terms have expired) has carefully considered and thoroughly approved the proposal of the Nomination and Remuneration Committee that the nominated directors have passed the consideration process set by the Company and have the qualifications in accordance with the relevant rules and are suitable for the Company's business.

Voting The law stipulates that this agenda must be approved by a majority vote of all the votes of shareholders present at the meeting and casting votes.

Agenda 7: Consideration of approval of the remuneration of the Board of Directors and subcommittees for the year 2025

Objectives and reasons The Nomination and Remuneration Committee considered the remuneration of the Board of Directors and Subcommittees for 2025 at the 2/2025 meeting on 27 February 2025. The criteria for consideration of remuneration payment and the components of remuneration for the Board of Directors, including the steps for considering remuneration for directors, are as follows:

- Criteria for consideration:
1. Consideration of the duties, responsibilities and performance of the Board of Directors and Subcommittees
 2. Type and size of business, market, competitors, whereby such remuneration must be at a level appropriate and sufficient to attract and retain quality directors.

- Remuneration components
1. Monthly remuneration
 2. Meeting remuneration

With a process for considering and comparing remuneration in the same industry group and income group at the same level, which the Thai Institute of Directors Association (Thai-IOD) has surveyed for consideration, in which the Board of Directors' meeting presented the remuneration of the Board of Directors and subcommittees for the year 2025, with details of the monetary remuneration of the Chairman of the Board and the Company's directors and subcommittees for the year 2025, equal to the previous year, as follows:

Directors' remuneration

Compensation components Board of Directors	2025 (Proposed year)	2024
Monthly Compensation	<u>Baht/month</u>	<u>Baht/month</u>
- Chairman of the Board	88,000	88,000
- Committee	38,500	38,500
Special interests or other benefits	No committee member has any special interest or other benefits that differ from the other committee members.	

Subcommittee remuneration

Compensation components Subcommittees	2025 (Proposed year)	2024
Meeting Allowance	<u>Baht/Meeting</u>	<u>Baht/Meeting</u>
- Chairman of the Audit Committee	50,000	50,000
- Audit Committee	30,000	30,000
- Chairman of the Nomination and Remuneration Committee	20,000	20,000
- Nomination and Remuneration Committee	10,000	10,000
- Chairman of the Risk Management Committee	20,000	20,000
- Risk Management Committee	10,000	10,000
Special interests or other benefits	No committee member has any special interest or other benefits that differ from the other committee members.	

Board of Directors' Opinions Board of Directors has considered the opinion of the Nomination and Remuneration Committee and sees fit to propose to the shareholders' meeting to approve the determination of the remuneration of the Board of Directors and subcommittees for the year 2025.

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

Agenda 8: Consider appointing an auditor approved by the Securities and Exchange Commission and determine the auditor's remuneration for the accounting period ending on December 31, 2025.

Objectives and reasons In compliance with the Public Limited Companies Act B.E. 2 5 3 5 (including amendments) and the regulations of the Securities and Exchange Commission on changes in auditors, which stipulate that the general meeting of shareholders appoints the auditor and determines the audit fee of the Company every year, and the Audit Committee has considered and deemed it appropriate to appoint Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. as the auditor of the Company and its subsidiaries for the financial statements for the year 2025 because of its good work standards, expertise in auditing, and excellent performance of duties, and has also set the audit fee and the auditor's remuneration for the accounting period ending on December 31, 2025, by specifying any one of the following auditors to audit and express an opinion on the Company's financial statements.

- 1) Mr. Wee Sucharit, Certified Public Accountant No. 7103
(Never signed the Company's financial statements) or
- 2) Ms. Kornthong Lueangwilai, Certified Public Accountant No. 7210
(Never signed the Company's financial statements) or
- 3) Ms. Lasita Makat, Certified Public Accountant No. 9039
(Never signed the Company's financial statements)

The auditors on the proposed list are the auditors of the Company and its subsidiaries, without any relationship or interest with the Company/subsidiaries/executives/major shareholders or any person related to such persons. Therefore, they are independent in auditing and expressing opinions on the financial statements of the Company **and its subsidiaries using the same auditing office.**

In addition, based on the recommendation of the Audit Committee, the Board of Directors considered and agreed that the shareholders' meeting should consider determining the auditor's remuneration for the year 2025 in the amount of 5,367,300. - baht, with details as follows:

Compensation of Auditors	2025 (Proposed year)	2024	2023
Audit fees	1,610,000.-	1,554,000.-	1,572,500.-
Audit fees of subsidiaries	3,757,300. -	3,312,200.-	3,125,700. -
Other service fees (non-audit fee)	None	None	None
Total Amount	5,367,300.-	4,866,200.-	4,698,200.-
Number of companies	11	11	9

Board of Directors' Opinions It is deemed appropriate to appoint Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. as the auditor of the Company and its subsidiaries for the financial statements for the year 2024 by approving Mr. Wee Sucharit, CPA No. 7 1 0 3 or Ms. Kornthong Luengwilai, CPA No. 7 2 1 0 or Ms. Nisakorn Songmanee or Ms. Lasita Magat, CPA No. 9 0 3 9 to be the auditor of the Company, with any one of the auditors to conduct the audit and express an opinion on the Company's financial statements, and approving the determination of the remuneration of the auditor of the Company and its subsidiaries for the year 2 0 2 5 in the amount of 5,388,200.- baht.

Voting The law stipulates that this agenda must be approved by a majority vote of all the votes of shareholders present at the meeting and casting votes.

Agenda 9: Consideration of approval to reduce the registered capital by cutting unissued ordinary shares and the Company's memorandum of association, Section 4, to be consistent with the reduction of the registered capital by cutting unissued ordinary.

Objectives and reasons To comply with the law, the Company must reduce its registered capital by cancelling unissued ordinary shares before increasing its capital by any other amount, and the Company must amend Section 4 of its memorandum of association to reflect the reduction of its registered capital by cancelling unissued ordinary shares.

Board of Directors' Opinions It is deemed appropriate to propose to the shareholders' meeting to approve the reduction of the Company's registered capital from THB 1,653,223,590 to THB 1,066,856,744 by canceling 586,366,846 unissued ordinary shares with a par value of THB 1 per share, which are (1) ordinary shares reserved to support the exercise of the rights of the holders of the Company's second warrant (CI-W2) in the amount of 266,388,087 shares with a par value of THB 1 per share, with the last exercise date set for May 31, 2024, and (2) the issuance and offering of 319,978,759 unallocated ordinary shares under a general mandate, with a par value of THB 1 per share. It is also deemed appropriate to propose to the shareholders' meeting to approve the amendment to the Company's memorandum of association, Section 4, to be in line with the reduction of registered capital by canceling unissued ordinary shares, as follows:

“Section 4.	Registered capital of	1,066,856,744	Baht	(One billion sixty-six million eight hundred fifty-six thousand seven hundred forty-four baht)
	Divided into	1,066,856,744	Shares	(One billion sixty-six million eight hundred fifty-six thousand seven hundred forty-four shares)
	Par value of	1	Baht	(One share)
	<u>Divided into</u>			
	Ordinary shares	1,066,856,744	Shares	(One billion sixty-six million eight hundred fifty-six thousand seven hundred forty-four shares)
	Preferred shares	-	Shares	(- Share

Voting

The law stipulates that this agenda must be approved by a vote of not less than three-quarters of the total number of votes of shareholders present at the meeting and entitled to vote.

Agenda 10: Consideration of approval to increase the registered capital of the Company and amendment to the Company's memorandum of association, Section 4, to be consistent with the increase in registered capital.

Objectives and reasons As the Company intend to raise funds to be used as working capital for the Company's operations and future business expansion by increasing capital under a general mandate, the Company intends to increase its registered capital from 1,066,856,744 baht to 1,386,913,766 baht by issuing 320,057,022 new ordinary shares with a par value of 1 baht per share for the issuance and offering of additional ordinary shares under a general mandate. In order to comply with the law, the Company has to amend Section 4 of the Company's Memorandum of Association to be consistent with the increase in registered capital.

Board of Directors' Opinions It is deemed appropriate to propose to the shareholders' meeting to approve the increase of the Company's registered capital from 1,066,856,744 baht to 1,386,913,766 baht by issuing 320,057,022 new ordinary shares with a par value of 1 baht per share for the purpose of issuing and offering additional ordinary shares under a general mandate. The said capital increase is appropriate and will not affect the Company or the rights and benefits of the shareholders. Therefore, it is deemed appropriate to increase the Company's registered capital, with details as shown in the capital increase report form (F53-4). It is also deemed appropriate to propose to the shareholders' meeting to approve the amendment to the Company's memorandum of association, Section 4, to be consistent with the increase in registered capital, as follows:

“Section 4.	Registered capital of	1,386,913,766	Baht	(One billion three hundred eighty-six million nine hundred thirteen thousand seven hundred sixty-six baht)
	Divided into	1,386,913,766	Shares	(One billion three hundred eighty-six million nine hundred thirteen thousand seven hundred sixty-six shares)
	Par value of	1	Baht	(One share)

Divided into

Ordinary shares	1,386,913,766	Shares	(One billion three hundred eighty-six million nine hundred thirteen thousand seven hundred sixty-six shares)
Preferred shares	-	Shares	(- Share

Voting

The law stipulates that this agenda must be approved by a vote of not less than three-quarters of the total number of votes of shareholders present at the meeting and entitled to vote.

Agenda 11: Consideration of approval of allocation of additional common shares

Objectives and reasons

In compliance with the law, the Company is required to consider approving the allocation of 320,057,022 additional common shares, with a par value of 1 baht per share, for the issuance and offering of additional common shares under a general mandate.

Board of Directors' Opinions

It is deemed appropriate to propose to the shareholders' meeting to approve the allocation of the Company's additional ordinary shares under a general mandate in an amount not exceeding 320,057,022 shares, with a par value of 1 baht per share (representing not more than 30 percent of the Company's paid-up capital as of the date the board of directors resolved to increase capital under a general mandate (February 27, 2025, in which the paid-up capital is equal to 1,066,856,744 shares), with the following details:

- 1) Allocate no more than 213,371,348 shares to be offered for sale to the Company's existing shareholders in proportion to their shareholding (Right Offering) (Approximately 20 percent of the Company's paid-up capital on the date the Board of Directors resolved to increase capital by means of a general mandate).
- 2) Allocate no more than 106,685,674 shares for offering to a limited number of persons (Private Placement) (representing approximately 10 percent of the Company's paid-up capital as of the date the board of directors resolved to approve the capital increase via general mandate). However, such person must not be a related person of the Company in accordance with the

Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 regarding Related Transaction Criteria and the Notification of the Stock Exchange of Thailand regarding Disclosure of Information and Operation of Listed Companies in Related Transactions B.E. 2546 (including amendments). The offering price is set at no less than 90 percent of the market price of the Company's shares in accordance with the Notification of the Capital Market Supervisory Board No. TorJor. 72/2558 regarding Permission for Listed Companies to Offer Newly Issued Shares to a Limited Number of Persons (including amendments), whereby the market price is calculated from the weighted average price of the Company's shares retrospectively for a period of not less than 7 but not more than 15 consecutive trading days prior to the offering date.

However, when the additional shares are allocated under a general mandate to existing shareholders (Right Offering) and specific persons (Private Placement), the total paid-up capital in the additional amount must not exceed 30 percent of the paid-up capital on the date the board of directors resolved to increase the capital under a general mandate, which is a total of 320,057,022 shares. For the portion allocated to specific persons (Private Placement), the additional paid-up capital must not exceed 10 percent of the paid-up capital on the date the board of directors resolved to increase the capital under a general mandate.

In addition, the Board of Directors deems 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 or Managing Director and/or persons assigned by the Board of Directors and/or the Company's authorized directors and/or the Chief Executive Officer or Managing Director to have the authority to take any action, including but not limited to the following matters:

(1) Specify or amend the necessary details and conditions for the allocation of additional common shares.

(2) Amend the method for allocating additional common shares and enter into various transactions related to the allocation of additional common shares, within the scope approved by the Board of Directors' Meeting and the Shareholders' Meeting.

(3) Take any action that is necessary, appropriate and relevant to or necessary for the allocation of additional common shares, including negotiating, entering into, signing and/or amending the application form and/or any documents necessary for or related to the issuance, offering or allocation of additional common shares and submitting the application form related to the allocation of additional common shares to the relevant agencies, registering the capital increase and amending the memorandum of association with the Ministry of Commerce and/or listing the additional common shares as listed securities on the Stock Exchange of Thailand and appointing financial advisors, legal advisors, advisors or other service providers and/or securities distributors (if any or if necessary).

(4) Contact, negotiate, amend, agree to sign or deliver relevant documents, instruments and/or contracts related to the allocation of additional common shares of the Company, including amendments, related information, disclosure of related information, and providing statements and reporting to the relevant agencies, and specifying the terms and conditions. Related to the allocation

(5) Coordinate with relevant government agencies and regulatory agencies, such as the Securities and Exchange Commission, the Ministry of Commerce, and the Stock Exchange of Thailand, and other persons or agencies related to the allocation of additional common shares of the Company

(6) Perform any other actions necessary for or related to the allocation of additional common shares of the Company.

The allocation of additional common shares under the General Mandate above must be completed by the date on which the Company holds its 2026 Annual General Meeting of Shareholders.

Details of the allocation of additional common shares are shown in the Capital Increase Report Form (F53-4) (Attachment 6).

Voting

The law stipulates that this agenda must be approved by a majority vote of all the votes of shareholders present at the meeting and casting votes.

Agenda 12: Consideration of approval of the issuance and offering of additional debentures of the Company

Objectives and reasons

In order to use the funds for business operations, project expansion and debt repayment (Refinancing), the Company intends to raise funds by issuing and offering additional debentures in an amount not exceeding 559.1 million baht.

Board of Directors' Opinions

It is deemed appropriate to propose to the shareholders' meeting to consider and approve the Company to issue and offer additional debentures in an amount not exceeding 559.1 million baht or in other currencies at an equivalent rate for use in business operations, project expansion, and repayment of due debts (Refinancing). By authorizing the Chief Executive Officer to determine or change the terms and conditions and details related to the issuance and offering of each type/kind of debentures at each time, including the authority to take any action necessary and related to the issuance and offering of such debentures to be completed and in accordance with the law, including the authority to appoint a debenture holder representative, distributor and underwriter, enter into and sign an Underwriting Agreement or Placement Agreement and/or other related contracts, prepare and submit applications and various documents with the Securities and Exchange Commission, relevant government agencies, and/or any other relevant persons, etc.

The Company's current remaining bond issuance and offering amount (which is the amount that has been used up) is approximately 1,440.9 million baht. If the 2025 Annual General Meeting of Shareholders resolves for the Company to issue and offer additional bonds of the Company within the amount not exceeding 559.1 million baht, the Company will have a total bond issuance and offering amount of approximately 2,000 million baht.

Details of the bonds to be issued and offered are as shown in Attachment 5.

Voting

The law stipulates that this agenda must be approved by a vote of not less than three-quarters of the total number of votes of shareholders present at the meeting and entitled to vote.

Agenda13: Consider other matters (if any)

This agenda is set for shareholders to ask questions and for the committees to clarify any questions or doubts. Therefore, no other matters will be proposed for consideration and approval by the meeting, and no voting will be made on this agenda.

We would like to invite shareholders to attend the meeting on the date, time and method specified in the invitation letter.

In addition, shareholders can appoint a person as their proxy by filling in the meeting notification form and the proxy form, Form B (attached to 9), and submit all original documents to the Company by April 22, 2025.

If any shareholder is unable to attend the meeting in person, they can choose to appoint an independent director of the Company to attend the meeting and vote on their behalf.

Mr. Praveswut Raiva, Independent Director / Chairman of the Nomination and Remuneration Committee

(Information on independent directors whom shareholders can grant proxies to attend the meeting and vote are shown in Attachment 8) and send all original documents to the Company by April 22, 2024.

In order to ensure that the number of shares and shareholders meet the quorum in accordance with the Public Limited Companies Act B.E. 2535 (including amendments) and the Company's regulations, the annual general meeting must have at least 25 shareholders and proxies (if any) attending the meeting, or at least half of the total number of shareholders, with a combined shareholding of no less than one-third of the total number of shares sold in the Company to constitute a quorum.

Shareholders can view the meeting invitation letter and supporting documents on the company's website (www.charnissara.com) from 24 April 2025 and can send questions that require the company to clarify the issues of each agenda presented this time or other information of the company in advance via E-mail address: narakorn@charnissara.com

Furthermore, the Company has set the names of those eligible to attend the 2024 Annual General Meeting of Shareholders (Record Date) on 13 March 2025.

Best regards,
Charn Issara Development Public Company Limited
By the resolution of the board meeting

-Srivara Issara-
(Mrs. Srivara Issara)
Chairman

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

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

Personal Data Protection Announcement

The company is aware of the importance of personal information and compliance with laws on personal information protection. Therefore, we would like to inform you of the purposes and details regarding the collection, use, and disclosure of personal data in the personal data protection policy which is published at <https://www.charnissara.com/PrivacyPolicy.php>



-Transtation Only-

Charn Issara Development Public Company Limited

Minutes of the 2024 Annual General Meeting of Shareholders

25 April 2024 at 2:00 p.m.

At the meeting room, 21st floor, Charn Issara Tower 2 Building

New Petchaburi Road, Bang Kapi Subdistrict, Huai Khwang District, Bangkok

Company Secretary (“Acting Sub Lt. Narakom Boonbumrung”) welcomed the shareholders and informed the meeting that there were 19 shareholders attending the meeting in person, totaling 391,985,757 shares, and 13 by proxy, totaling 167,012,864 shares, totaling both shareholders who came in person and 32 proxies attending the meeting, totaling 558,998,621 shares, representing 52.4096 percent of the total number of shares sold in the company. A quorum was formed according to the Company's regulations. Company secretary introduced directors, company executives, auditors, legal advisors who came to attend the meeting.

Mrs. Srivara Issara, Chairman of the Meeting (“Chairperson”) opened the meeting and thank you to the shareholders who attended the 2024 Annual General Meeting of Shareholders of the Company and assigned the Company Secretary. The chairman explained how to conduct the meeting and proceed with the meeting according to the agenda.

Company secretary explained the steps for conducting the meeting, concluding that in voting, 1 common share has 1 vote for voting on every agenda. For shareholders who agreed don't need mark anything on the ballot. As for shareholders who disagree or abstain from voting, please confirm your intention by placing a check mark [✓] on the ballot in the desired field and sign the card and hold up your hand and hand it over to the company's officials to be counted, except for proxies. The proxy grantor has instructions to specify the voting in the proxy form. The Company records the votes as specified in the proxy form from the time the proxy registers to attend the meeting.

For counting votes, the company will use the method of subtracting disapproving and abstaining votes from the total number of votes and the rest will be considered as affirmative votes. For details of the vote counting results for each agenda item: Score results will be announced after the end of the next agenda so that the meeting can continue.

In addition, for transparency in vote counting therefore, representatives from the company were invited. Siam Premier International Law Office Co., Ltd. came to inspect the vote counting and invited shareholders to witness the vote counting together with legal advisor representatives. There was no shareholder expressing a desire to witness the vote counting this time.

Board of Directors, Executives, Auditors, Legal Advisors who attended the meeting as follows:

Directors and senior executives attending the meeting: -

- | | | |
|----|-------------------------------|--|
| 1. | Mrs. Srivara Issara, | Chairman of the Board |
| 2. | Mr. Songkran Issara, | Chief Executive Officer
Chairman of the Risk Management Committee
and Director |
| 3. | Mr. Phisud Dejakaisaya, | Chairman of the Audit Committee
Nomination and Remuneration Committee
Independent Director |
| 4. | Mr. Pravesvudhi Raiva, | Chairman of the Nomination
and Remuneration Committee Independent Director |
| 5. | Mr. Pinit Puapan, | Audit Committee Member / Risk Management
Committee Member Independent Director |
| 6. | Mrs. Teeraporn Srijaroenwong, | Managing Director / Risk Management Committee
Member director |
| 7. | Mr. Vorasit Issara, | Director |
| 8. | Mr. Ditawat Issara, | Director |

Directors attending the meeting via electronic media

- | | | |
|----|--------------------------|---|
| 1. | Mr. Witit Ratchatatanun, | Member of the Audit Committee / Member of the
Nomination and Recruitment
Compensation Committee / independent directors |
|----|--------------------------|---|

(There are 9 company directors in total. All of them attended the meeting, total of 100 percent.)

Executives attending the meeting

- | | | |
|----|-----------------------------|--|
| 1. | Ms. Pranee Worrachokpeerat, | Assistant Managing Director
of Accounting and Finance |
|----|-----------------------------|--|

Auditors attending the meeting via electronic media

- | | | |
|----|---------------------------|---|
| 1. | Mr. Wallop Vilaivaravit, | Deloitte Touche Tohmatsu Jaiyot Audit Co., Ltd. |
| 2. | Ms. Sathorn Saiklomklieo, | Deloitte Touche Tohmatsu Jaiyot Audit Co., Ltd. |

Legal advisor who is responsible for overseeing shareholder meetings in accordance with the law and the Company's regulations and vote counting inspector:

- | | | |
|----|----------------------------------|---|
| 1. | Ms. Duangpanomporn Chupikulchai, | Siam Premier International Law Company Limited. |
| 2. | Ms. Suwida Henwongprasert, | Siam Premier International Law Company Limited. |

The Chairman assigned the Company Secretary to conduct the meeting according to the following agenda:

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

The Chairperson made a statement to the meeting, concluding that we would like to summarize the nature of our company's business operations in the past year which still has continuous operating losses, partly due to the world situation which is still very fragile both from Covid-19 and the fear of a world war. This causes the overall economic system to decline or grow less. This is a recovery period. Those who survived are still traumatized and still need time and various positive factors continuously.

Thai economy last year grew only 1.9%, lower than the expected 3.4% and less than the 2022 growth rate of 2.6%. Household debt is still high. Interest rates are rising. Lending is difficult and strict. All have a direct impact on purchasing power and demand in the real estate sector. In addition, the fragility of various situations has also resulted in recent real estate trading patterns. These changes are to reduce the risk of various factors. Customers therefore want to purchase the finished product. Instead of buying before the project starts construction and then paying in installments during construction. Investment in real estate has clearly decreased. The demand for a second or third home has also decreased. Renting a condo to live in instead of buying is likely to increase because of lower purchasing power and the convenience of moving to move for a career. Meanwhile, competition in the real estate sector continues to become more intense.

In 2023, the company has total revenue of 2,251 million baht, an increase of 75 million baht from the previous year. This was income from real estate sales of 794 million baht, a decrease of 31%, and income from hotel operations of 947 million baht, an increase of 41%. In addition, it is income from rental, service fees, product sales, management fees and other income totaling 510 million baht, an increase of 45%. The company has total assets of 12,820 million baht, an increase of 1,667 million baht from 2022. For 2023, the company has the loss of 306 million baht which came from the real estate business of 161 million baht and from the hotel business of 145 million baht, which is the reason that the company will not be able to pay dividends this year.

Let's talk about the real estate business first. The income is 794 million baht, mainly from Baan Issara Rama 9, 210 million baht, The Issara Chiang Mai, 150 million baht, Thew Talay Group, 121 million baht, The Issara Sathorn, 137 million baht, and Sasara Hua Hin, 76 million baht, Baba Residence Natai 87 million baht, and Sita wan Pak Chong-Khao Yai 13 million baht.

The Issara Sathorn and Sasara Hua Hin projects, these 2 projects are valued at more than 3,000 million baht, of which approximately 50% have already been sold, but because construction has been delayed due to the COVID situation. Based on the expectation that the transfer will be made to customers in the third quarter of last year, only a small portion of the transfer was possible at the end of last year. All of this sold part that has not yet been transferred. It will be recognized as income this year and the remaining 50% is ready to be sold and transferred this year as well.

Baan Issara Rama 9 project is close to closing. The last house worth over 100 million baht remains. As for the Baan Issara Bangna project still be unable to sell as targeted. Because there is still a lot of construction in the project area. Makes the scenery not motivating to buy. The first phase has already sold a lot. The second phase, 10 houses, worth 500 million baht, has just been completed. The area looks finished and ready to be sold. Phase 3 is about to begin construction.

Nearly 1,200 units of the three condominium buildings of the Thew Talay project have been sold, with the 10% remaining. The Cha-am-Hua Hin market last year was sluggish. The number of tourists has greatly decreased. Much less than during COVID when people came out to visit Cha-am-Hua Hin. Part of this is likely because transportation is inconvenient, traffic is heavy, and there are frequent news stories about accidents and dangers from road construction. In addition, various new projects in other provinces It also attracts many customers because transportation is more convenient. There are many interesting things that are tourist attractions, such as in Pattaya, Bang Saen, and Khao Yai. However, at the beginning of this year the market improved.

The Issara Chiang Mai project, which sold slowly, improved last year. Even though Chinese people have not returned to the way they used to be. This year there are still sales and transfers continuing. It is expected that the project may be closed this year. The more than 900 rai of land owned by IRD, in which the company holds 16% of shares, is increasing in value. There is movement in the land market in that area in a more positive direction.

Last year hotel operation has a total income of 947 million baht, divided into 2 parts. One part was sold to SRIPANWA Trust. Sri Panwa Management Company Limited, a subsidiary of the company, rented it to manage. (1) Sri Panwa Phuket Hotel part 1 (that is, the original part) is called SPM 1, (2) Sripanwa Habita is called SPM 2, and (3) Baba Beach Club Hua Hin is called SPM 3. These three parts have a total income of 687 million baht.

The second part is hotels that the company still owns, including (1) Baba Beach Club Natai Hotel (2) Habita Sea View Hua Hin (3) Sri Panwa Yaya - Convention Hall. These three parts have a total revenue of 260 million baht.

The overall tourism sector has improved greatly from the end of last year until now. Sri Panwa Hotel's operating results improved sequentially. But it still can't be compared to before the Covid situation. As for Baba Beach Club, Natai and Hua Hin, including Habita Sea View Hua Hin, it hasn't improved yet. Because there are very few tourists. However, these two projects and Sri Panwa Yaya -Convention Hall, including a group of 4 compound villas in Sri Panwa, Phuket

called Baan X25, they are all very good assets with a total value of approximately 3,000 million baht that the company should be able to sell at an appropriate time.

Regarding negotiations to reduce the rent during the period when the hotel has to be closed due to the COVID crisis with SRIPANWA Trust. The owner of SPM 1,2,3 properties, which is a very detailed and difficult matter. It takes as long as 3 years to negotiate, as written in the annual report, received a partial rent reduction has reduced some rents. As for SPM 2, where the lease contract has expired, SRIPANWA Trust has opened an auction to find a new tenant. There was a bidder but that bidder was unable to comply with the scope of conditions and terms of the auction. SRIPANWA Trust therefore called an Extraordinary Meeting of Trust Unitholders No. 1/2024 to request a resolution to enter into a lease contract with Sri Panwa Management Company Limited. Recently SRIPANWA Trust, unanimously decided to enter into a lease contract for 3 years with the right to extend for another 2 years.

In 2023, the company purchased 3 plots of land that were considered to have potential: (1) at the Rama 9 Ring Motorway to develop the Baan Issara Rama 9-Ring Road project, worth approximately 4,000 million baht (2) at Khao Takiab, Hua Hin, near the Sasara project, for Develop the Sasa project, a 7-story vacation condominium worth approximately 1,600 million baht and (3) in Phuket, near Laguna Cherngtalay to develop the Sri Panwa Lagoon project, vacation homes, low rise condominiums, hotels and shops. The first phase has a value of approximately 1,500 million baht and the second phase approximately 2,000 million baht.

The company has launched The Sky Series project, a luxury pool villa with 5 bedrooms, 4 units at Sri Panwa, project value 800 million.

As for the study of the hemp business that was jointly planted with Maejo University, the company ceased operations because the production was not good and saw the problem of uncertainty regarding the law. The important thing is to control its use in a way that is actually useful. However, in studying this matter, we found Good Neighbor Company Limited, which uses CBD extracts to make medicines that are useful for treating diseases and is expanding its business at a good pace. Therefore, we jointly invested 30 million baht with Good Neighbor.

There were 2 shareholders who sent questions. Regarding the operating results for the 1st quarter of 2024, whether they are better or not. Will the earnings trend in 2024 return to profit? Asked about the date the financial statements will be released. Conversion of CI-W2 warrants into common shares while the price on the board is lower. Will there be a rights adjustment? The company officials have given answers to their satisfaction. In conclusion, it means that the operating results in 2024 are likely to be better than last year. The 1st quarter of this year is better than the 1st quarter of last year. At Baba Beach Club Natai, this year's 1st quarter was better because there was a high-class music event. The 2-day World Circoloco has over 5,000 - 6,000 attendees each day, 80% of whom are expatriates who fly in specifically for the event. This event generates income for the surrounding hotel and restaurant businesses. The company will

cooperate with the organizer Circoloco to organize this kind of world music event every year and is expected to increase more than once a year.

But whether or not the business as a whole will be profitable this year is something that we must continue to strive for. If you can sell what you have It's likely to be profitable. All negative factors are still exist with the uncertainty and fragility of the overall situation that cannot be certain in what direction it will change. How will it get better? When? For how long? However, the company has good quality assets that are ready to sell and transfer. While last year it was still under construction. The matter of adjusting CI-W2 rights cannot be done because it does not meet the specified criteria. Last year, an event occurred that had a negative impact on investors' trust in the bond market. The company issued bonds 2 times, totaling 1,650 million baht, and SRIPANWA Trust issued bonds worth 574 million baht. All of them were successful as planned, receiving feedback from financial institutions and investors. It's about trusting in the integrity of our organization that is so touching. We would like to thank everyone who invested in our bonds very much. We all intend to do our best work for all our shareholders as well.

The company passed the Thai Private Sector Collective Action Coalition Against Corruption (Thai-CAC) certification on December 30 last year. But the real success in fighting corruption is essential that the government sector also cooperates.

In terms of sustainability both of the company and of the public which means society. This country and the world are something that the company gives importance to and always tries to instill the correct values and thoughts in our organization. Starting from the design of each project, use of materials, wastewater disposal system to construction that is careful about the environment valuing and trying to preserve every tree. Activities that have already been done; we continue to do so. For example, in our project to send trash home with Better World Green, last year we collected 4,700 kilograms of unused clothes and sent them to generate electricity. Send used plastic bottles to be made into fabric and collect old calendars soft drink cans Paper clips, etc., which are useful for blind and disabled people. We can reduce greenhouse gas emissions (reduce global warming) by approximately 100 kilos of carbon dioxide. Blood donations to the Red Cross are routine. Supporting the study of Buddhist wisdom supporting the conservation of marine animals, including endangered leatherback turtles, of both the Fisheries Department and the Royal Thai Navy. There are also various projects which relies on the cooperation and cooperation of other employees as well such as garbage collection activities on the beach or in the community. Another CSR event this year, we will organize a waste separation event together with TCG, Tosi School and Kusun Kamlang 3 Shop, Dhamma Tuesday Project, once a month. The company is gathering hosts to organize Pha Pa Samakkhi, build a pagoda at Wat Pa Amphawan, Chonburi Province. It also nourishes Buddhism.As for Phuket, we always supported Islamic religious activities. During the past fasting period, our employees also deliver dates to various mosques.

Every activity we emphasize on continuity in making benefits. Creating unity and happiness for the sustainability of both the company and the public.

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

Company secretary informed the meeting that the Company has submitted the minutes of the 2023 Annual General Meeting of Shareholders, held on 26 April 2023, within 14 days from the meeting date and has sent it to the Stock Exchange of Thailand and the Ministry of Commerce within the time period specified by law and published on the company's website. It has also been sent to all shareholders along with the meeting invitation letter and asked shareholders if there were any amendments, please inform the meeting.

The Chairman gave the meeting an opportunity to ask questions. No shareholders expressed their opinions or inquire about this agenda, the Chairman then asked the meeting to consider certifying the minutes of the 2023 Annual General Meeting of Shareholders, held on 26 April 2023, according to the details mentioned above.

In this agenda, there were shareholders attending the meeting and voting in total of 558,998,621 shares.

Meeting resolution

The meeting resolved to adopt the minutes of the 2023 Annual General Meeting of Shareholders, held on 26 April 2023, with a unanimous vote. The details are as follows:

Agree	total	558,998,621	Votes	Percentage	100.0000
Disagree	total	0	Vote	Percentage	0.0000
Abstain from voting	total	0	Vote	-	
Invalid card	total	None			
of the total number of votes of shareholders who attended the meeting and cast their votes.					
No voting rights	total	-	Vote		

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

Company secretary informed that the company has sent the annual information statement / annual report (56-1 One Report) and the board's report on the operating results for the year 2023 to shareholders along with the meeting invitation letter which is sent in the form of a QR Code. Any shareholder would like it in a written form, they can contact us to get it. The annual report has summary details as per the Chairman has told everyone already. Therefore, requested the meeting to be informed.

The Chairman therefore asked the meeting to receive the annual information form / annual report (56-1 One Report) and the committee's report on the operating results for the year 2023.

Meeting resolution

Acknowledge the annual information disclosure form / annual report (56-1 One Report) and the report of the committee regarding the operating results for the year 2023.

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

The Chairman asked Ms. Pranee Worrachokpeerat, Assistant Managing Director of Accounting and Finance, to clarify details about the statement of financial position and statement of comprehensive income which has been audited by the auditor for the year 2023 for the accounting period ending on 31 December 2023, to be informed to the meeting.

Ms. Pranee Worrachokpeerat 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 for the year ending in the company's accounting period and arrange for an audit from an auditor before presenting it to the shareholder meeting for approval. The Board of Directors therefore deems it appropriate to propose to the shareholder meeting to approve the Company's statement of financial position and statement of comprehensive income. For the accounting period ending on 31 December 2023, which has been audited by the company's auditor and has been considered, and approved by the Audit Committee. The details are as follows:

Statement of financial position and comprehensive income statement for the year 2023, summarized as follows:

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

The Chairman gave the meeting an opportunity to ask questions. No shareholders expressed their opinions or inquire about this agenda. The Chairman then asked the meeting to consider approving the statement of financial position and statement of comprehensive income which has been audited by the auditor for the year 2023 for the accounting period ending 31 December 2023 as per the details mentioned above.

In this agenda, there were shareholders attending the meeting and voting in total of 558,998,621 shares.

Meeting Resolution The meeting resolved to approve the statement of financial position and statement of comprehensive income which passed the audit by the auditor for the year 2023 for the accounting period ending on 31 December 2023 as proposed with a majority vote. The details are as follows:

Agree	total	558,998,621	Votes	Percentage	100.0000
Disagree	total	0	Vote	Percentage	0.0000
Abstain from voting	total	0	Vote	-	
Invalid card	total	None			
of the total number of votes of shareholders who attended the meeting and cast their votes.					
No voting rights	total		-	Vote	

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

The Chairman asked Ms. Pranee Worrachokpeerat Assistant Managing Director of Accounting and Finance, to clarify details regarding profit allocation and dividend payment in cash and common shares of the Company. For the results of operations for the year 2023, the meeting will be informed.

Ms. Pranee Worrachokpeerat informed the meeting that the Company has a policy to pay dividends at a rate not exceeding forty percent of net profits after deducting corporate income tax each year. In paying dividends, the following factors must be taken into consideration, such as the operating results and financial position of the company. Company's liquidity Business expansion and other factors involved in the management of the company.

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

The Chairman gave the meeting an opportunity to ask questions. No shareholders expressed their opinions or ask additional questions on this agenda. The Chairman then asked the meeting to consider approving the

omission of dividend payment and allocation of profits as reserve funds for the operating results for the year 2023 as detailed above.

In this agenda, there were shareholders attending the meeting and voting in total of 558,998,621 shares.

Meeting resolution The meeting resolved to approve the refrain from paying dividends and refraining from allocating profits to reserves. for operating results for the year 2022 as proposed with a unanimous vote The details are as follows:

Agree	total	558,998,621	Votes	Percentage	100.0000
Disagree	total	0	Vote	Percentage	0.0000
Abstain from voting	total	0	Vote	-	
Invalid card	total	None			
of the total number of votes of shareholders who attended the meeting and cast their votes.					
No voting rights	total		-	Vote	

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

The Chairman assigned company secretary to propose to the meeting that because the Nomination and Remuneration Committee has considered the qualifications of directors through the filtering process carefully. All three directors must resign from their positions at the 2024 Annual General Meeting of Shareholders. It is considered that these three persons have knowledge, ability, experience, and expertise that are beneficial to the Company's operations. Therefore, we would like to propose that the shareholder meeting consider appointing all 3 directors to return to the position of directors for another term and the directors who resigned from their positions this year are as follow.

1. Mrs. Sriwara Issara, Chairperson of the Board
2. Mr. Vorasit Issara, Director
3. Mr. Ditawat Issara, Director

The Chairman gave the meeting an opportunity to ask questions. No shareholders expressed their opinions or ask additional questions on this agenda. The Chairman then asked the meeting to consider approving the election of directors to fill positions who are due to retire from office at the end of their term. According to the details mentioned above.

In this agenda, there were shareholders attending the meeting and voting in total of 558,998,621 shares.

Meeting resolution The meeting resolved to approve the appointment of directors who will retire by rotation return to the position of director for another term, totaling 3 persons with a majority vote. The details are as follows:

1. Mrs. Sriwara Issara, Chairman of the Board

Agree	total	558,998,621	Votes	Percentage	100.0000
Disagree	total	0	Vote	Percentage	0.0000
Abstain from voting	total	0	Vote	-	
Invalid card	total	None			

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

No voting rights	total		-	Vote	
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2. Mr. Vorasit Issara, Director

Agree	total	558,998,621	Votes	Percentage	100.0000
Disagree	total	0	Vote	Percentage	0.0000
Abstain from voting	total	0	Vote	-	
Invalid card	total	None			

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

No voting rights	total		-	Vote	
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3. Mr. Ditawat Issara, Director

Agree	total	558,998,621	Votes	Percentage	99.9999
Disagree	total	0	Vote	Percentage	0.0001
Abstain from voting	total	0	Vote	-	
Invalid card	total	None			

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

No voting rights	total		-	Vote	
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Agenda 7: Consider and approve the determination of remuneration for the board of directors and sub-committees for the year 2024.

The Chairman assigned Company secretary explained to the meeting that Nomination and Remuneration Committee considered the remuneration of the Board of Directors and sub-committees for the year 2024 by carefully screening for appropriateness and having criteria for considering remuneration and components of remuneration for directors as follows:

Criteria for consideration: 1. Consider duties and responsibilities. and the work of the Board of Directors and sub-committees.
2. Type and size of business, market, competitors, and such remuneration must be at a level that appropriate enough and incentives to retain quality directors

Compensation components 1. Monthly compensation
2. Compensation per meeting

By comparing remuneration in the same industry group, same income groups at the same level of the Thai Institute of Directors Association that have been surveyed for the latest information as well. The remuneration of the company's directors is still within the average of the same industry group. The details of the compensation for the Chairman and Directors for the year 2024 remain the same as last year as follows:

- The remuneration of the Chairman of the Board of Directors is 88,000 baht per month.
- The remuneration of other directors, including the audit committee, is 38,500 baht per person per month.
- Meeting allowances for sub-committees:
 - Chairman of the Audit Committee 50,000 baht per meeting
 - Audit committee members: 30,000 baht per person per meeting
 - Chairman of the Nomination and Compensation Committee, 20,000 baht per meeting
 - Nomination and compensation committee members, 10,000 baht per person per meeting
 - Chairman of the Risk Management Committee 20,000 baht per meeting
 - Risk Management Committee members, 10,000 baht per person per meeting (except executive directors' company)

There is no committee member having a vested interest or any other benefit that is different from other committees. The Chairman gave the meeting an opportunity to ask questions. No shareholders expressed their opinions or ask additional questions on this agenda. The Chairman then asked the meeting to consider and approve the determination of remuneration for the Board of Directors and sub-committees for the year 2024 according to the details mentioned above.

In this agenda, there were shareholders attending the meeting and voting in total of 558,998,621 shares.

Meeting Resolution The meeting resolved to approve the determination of remuneration for the Board of Directors / Audit Committee / Nomination and Compensation Committee / Risk Management Committee for the year 2024 with a unanimous vote. The details are as follows:

Agree	total	558,998,621	Votes	Percentage	100.0000
Disagree	total	0	Vote	Percentage	0.0000
Abstain from voting	total	0	Vote	-	
Invalid card	total	None			
of the total number of votes of shareholders who attended the meeting and cast their votes.					
No voting rights	total		-	Vote	

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

The Chairman assigned Company secretary explained to the meeting that to comply with the Public Limited Companies Act B.E. 2535 and the requirements of the SEC regarding the change of auditors. Every 5-year accounting period, which requires the general meeting of shareholders to appoint auditors and determine the company's audit fees every year and by selection by the audit committee. We have considered and deemed it appropriate to appoint Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. as the company's auditor and subsidiaries for the financial statements for the year 2024, by designating Mr. Wonlop Vilaiwaravit (Certified Public Accountant No. 6797) or Mr. Chavala Thienpasertkij. (Certified Public Accountant No. 4301) or Ms. Kornthong Luangvilai (Certified Public Accountant No. 7210) or Ms Varyuree Jirakittidul (Certified Public Accountant No. 9140). This proposed list has no relationship or interest with the company/subsidiaries/executives/major shareholders or those related to such persons in any way. Therefore, they are independent in auditing and expressing opinions on the company's financial statements.

In addition, the Audit Committee has deemed appropriate for the shareholder meeting to consider setting the audit fee for the 2024 financial statements of the Company in the amount of 1,554,000 baht and the 10 subsidiaries in the amount of 3,312,200 baht, totaling 4,866,200 baht.

The Chairman gave the meeting an opportunity to ask questions. No shareholders expressed their opinions or additional questions on this agenda. The Chairman asked the meeting to consider appointing an auditor and determine the auditor's remuneration.

In this agenda, there were shareholders attending the meeting and voting in total of 558,998,621 shares.

Meeting Resolution The meeting resolved to appoint Mr. Wonlop Vilaiwaravit (Certified Auditor No. 6797) or Mr. Chavala Thienpasertkij. (Certified Public Accountant No. 4301) or Ms. Kornthong Luangvilai (Certified Public Accountant No. 7210) or Ms Varyuree Jirakittidul (Certified Public Accountant No. 9140) from Deloitte Touche

Tohmatsu Jaiyot Audit Co., Ltd. is the auditor of the company and its subsidiaries for the fiscal year ending on 31 December 2024. One of the auditors will inspect and express opinions on the financial statements of the Company and its subsidiaries, and set the audit fee for the company's 2024 financial statements in the amount of 1,554,000 baht and 10 subsidiaries in the amount of 3,312,200 baht, totaling 4,866,200 baht, according to the details presented in all respects. By unanimous vote as follows:

Agree	total	558,998,621	Votes	Percentage	100.0000
Disagree	total	0	Vote	Percentage	0.0000
Abstain from voting	total	0	Vote	-	
Invalid card	total	None			
of the total number of votes of shareholders who attended the meeting and cast their votes.					
No voting rights	total		-	Vote	

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

The Chairman asked the Company Secretary to explained details about the reduction of registered capital by cutting common shares that have not yet been sold to the meeting.

Company secretary explained to the meeting that under the Public Limited Companies Act B.E. 2535 (and amendments), the company must reduce its registered capital by canceling unsold common shares before increasing its capital to another amount. Therefore, the Board of Directors deems it appropriate to propose to the shareholder meeting to approve the reduction of the company's registered capital from the amount 1,909,265,122 baht to 1,333,244,831 baht by canceling 576,020,291 unsold common shares with a par value of 1 baht per share, which are (1) shares to support the exercise of conversion rights of convertible bonds to specific investors; which has not yet been allocated, in the amount of 256,041,532 shares, with a par value of 1 baht per share, and (2) the issuance and offering of additional ordinary shares under a general mandate, which has not yet been allocated, in the amount of 319,978,759 shares, with a par value 1 baht per share (except for the common shares reserved to support the exercise of the rights of warrant holders to purchase the company's common shares for the second time in the amount of 266,648,966 shares). Such capital reduction is appropriate. It will not affect the company or shareholders' rights. Therefore, it is seen that the registered capital of the company should be reduced and deems it appropriate to propose to the shareholder meeting to approve the amendment to the Company's memorandum of association, Section 4, to be in line with the reduction of registered capital by eliminating common shares that have not yet been sold, as follows.

“Item 4	Registered capital amount	1,333,244,831 Baht	(One thousand three hundred thirty Three million two hundred forty four thousand eight hundred thirty one baht)
Divided into	1,333,244,831 Shares	(One thousand three hundred thirty three million two hundred forty four thousand eight hundred thirty one shares)	
Value per share	1 Baht	(One baht)	
Divided into			
Common shares	1,333,244,831 Shares	(One thousand three hundred thirty three million two hundred forty four thousand eight hundred thirty one shares)	
Preferred shares	- Share (-)”		

The Chairman gave the meeting an opportunity to ask questions. No shareholders expressed opinions or asked questions. The Chairman asked the meeting to consider approving the reduction of registered capital by eliminating unsold common shares and amending the Company's memorandum of association, Section 4, to be consistent with the reduction of registered capital by eliminating Common shares that have not yet been sold According to the details mentioned above.

In this agenda, there were shareholders attending the meeting and having the right to vote, totaling 558,998,621 shares.

Meeting resolution The meeting resolved to approve the reduction of registered capital by eliminating common shares that have not yet been sold in accordance with and amend the Company's memorandum of association, Section 4, to be in line with the reduction of registered capital by eliminating common shares that have not yet been offered for sale. With a unanimous vote. The details are as follows:

Agree	total	558,998,621	Votes	Percentage	100.0000
Disagree	total	0	Vote	Percentage	0.0000

Abstain from voting	total	0	Vote	-
Invalid card	total	None		
of the total number of votes of shareholders who attended the meeting and cast their votes.				
No voting rights	total	-	Vote	

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

The Chairman assigned Ms. Pranee Worrachokpeerat to present to the meeting that the Company intends to raise funds by issuing and offering additional bonds, in an amount not exceeding 1,000 million baht or in other currencies at an equivalent rate. The objective is to use the money for business operations, project expansion and repayment of debts that are due (Refinancing) and offering for sale within the country to investors with an interest rate. It depends on market conditions at the time the bonds are issued and offered and the type or type of bonds that will be issued each time, offering price per unit interest rate, appointment of bondholder representatives, how to issue and offer for sale, allocation method, offering details, early redemption and registration in any secondary market (if any) is under the authority of the Chief Executive Officer and Managing Director. By giving authority to the Chief Executive Officer or Managing Director to determine or change conditions and various details related to the issuance and offering of each type/type of bond each time. Including having the authority to take any actions necessary and related to the issuance and offering of such bonds to be successful and in accordance with the law. This includes having the power to appoint distributors and underwrite sales. Entering into and signing an Underwriting Agreement or a Placement Agreement and/or other contracts. Related to preparing and submitting applications and various documents with the Securities and Exchange Commission Related government agencies and/or any other person involved, etc.

The limit for issuance and offering of bonds (which is the credit limit that has been used up) of the company currently remaining approximately 1,050 million baht, combined with the additional approval requested this time, the amount of 1,000 million baht, will give the company a remaining credit limit for issuing and offering bonds totaling 2,050 million baht.

Details of the bonds that will be issued and offered for sale appear in Attachment 5, which has been sent to shareholders in advance along with the meeting invitation letter.

The Chairman gave the meeting an opportunity to ask questions.

Mr. Natthaphon Udom, a shareholder, came to the meeting in person. Inquiry in conclusion: Issuing bonds is an offering to use the money in which part?

Ms. Pranee Worrachokpeerat, Assistant Managing Director of Accounting and Finance answered the question by concluding that the request for a limit of 1,000 million baht for the issuance of bonds would not be offered for sale in one time. It will be gradually released and offered for sale to develop various projects on land that the

Company has already purchased as the Chairman informed early on, such as the Baan Rama 9-Wongwaen Project and the Sri Panwa Lagoon Project in Phuket Province, which are two major projects that will be developed in this year.

There were no shareholders commenting or asking additional questions. The Chairman asked the meeting to consider approving the allocation of additional common shares according to the details mentioned above.

In this agenda, there were shareholders attending the meeting and voting in total of 558,998,621 shares.

Meeting Resolution: The meeting resolved to approve the issuance and offering of additional corporate bonds in an amount not exceeding 1,000 million baht or in other currencies at an equivalent rate. As a result, the company has a total amount of 2,050 million baht for issuing and offering outstanding bonds, including authorization according to the details presented in every respect with a unanimous vote. The details are as follows:

Agree	total	558,998,621	Votes	Percentage	100.0000
Disagree	total	0	Vote	Percentage	0.0000
Abstain from voting	total	0	Vote	-	
Invalid card	total	None			
of the total number of votes of shareholders who attended the meeting and cast their votes.					
No voting rights	total		-	Vote	

Agenda 11: Consider approving an increase in the company's registered capital and amending the Company's Memorandum of Association, Section 4, to be consistent with the increase in registered capital.

The Chairman asked the Company Secretary clarified details about increasing the registered capital of the company to the meeting.

Company secretary explained to the meeting that as the company intends to raise funds to use as working capital for business operations and expansion of the company's business in the future. The company therefore wishes to increase the registered capital of the company from the amount 1,333,244,831 baht, amounting to 1,653,223,590 baht by issuing 319,978,759 new common shares with a par value of 1 baht per share for the issuance and offering of additional common shares under a general mandate and to comply with the law. The Company must therefore amend the Company's Memorandum of Association, Section 4, to be consistent with the increase in registered capital as follows.

“Item 4 Registered capital amount 1,653,223,590 Baht (One thousand six hundred fifty three million two hundred thousand twenty thousand hundred three thousand five hundred ninety baht)

Divided into 1,653,223,590 Shares (One thousand six hundred fifty three million two hundred thousand twenty thousand hundred three thousand five hundred ninety Shares)

Value per share 1 Baht (One baht)

Divided into

Common shares 1,653,223,590 Shares (One thousand six hundred fifty three million two hundred thousand twenty thousand hundred three thousand five hundred ninety Shares)

Preferred shares - Share (-)”

The Chairman gave the meeting an opportunity to ask questions.

Mr. Natthaphon Udom, a shareholder, came to the meeting in person. Inquiry in conclusion: To whom will the general power of attorney increase capital be increased? And when will there be an increase in capital for sale?

Acting Sub Lt. Narakorn Boonbumrung, Company Secretary answered questions by concluding that capital increase by general mandate and allocation of capital increase shares to existing shareholders (Right Offering) not exceeding 20 percent. Allocation of capital increase shares for sale to individuals in Limited (Private Placement) 10 of the paid-up capital as of the date the board of directors resolved to increase capital by general authorization. It is allocated according to the specified rules. As for when the company will offer additional shares under a general authorization, it will depend on the need for funds to develop the company's projects for the offering price for the capital increase meets relevant criteria. However, the offering price will not be lower than the par price (1 baht) in the case that the company has retained profits.

There were no shareholders commenting or asking additional questions. The Chairman asked the meeting to consider approving the allocation of additional common shares according to the details mentioned above.

The Chairman gave the meeting an opportunity to ask questions. There were no shareholders commenting or asking questions. The Chairman asked the meeting to consider approving an increase in the company's registered capital. According to the details mentioned above.

In this agenda, there were shareholders attending the meeting and having the right to vote, totaling 558,998,621 shares.

Meeting Resolution: The meeting resolved to approve the increase of the company's registered capital as proposed with a majority vote. The details are as follows:

Agree	total	555,717,579	Votes	Percentage	99.4131
Disagree	total	3,281,042	Vote	Percentage	0.5869
Abstain from voting	total	0	Vote	Percentage	0.0000
Invalid card	total	None			
of the total number of votes of shareholders who attended the meeting and cast their votes.					
No voting rights	total		-	Vote	

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

The Chairman asked the Company Secretary clarified details regarding the allocation of additional common shares to the meeting. Company secretary explained to the meeting that to comply with the law, the company must consider and approve the allocation of 319,978,759 additional common shares with a par value of 1 baht per share for the issuance and offering of additional common shares under a general mandate (General Mandate), with details as follows.

- (1) Allocating not more than 213,319,173 shares to be offered to existing shareholders of the company in proportion to their shareholding (Right Offering) (representing approximately 20 percent of the paid-up capital of the company as of the date the board of directors passed the resolution to increase capital by general power of attorney).
- (2) Allocate not more than 106,659,586 shares for sale to a limited number of persons (Private Placement) (representing approximately 10 percent of the paid-up capital of the company as of the date the board of directors resolved to increase capital by general authorization). However, such person must not be a connected person of the company according to the announcement of the Capital Market Supervisory Board No. TorChor. 21/2008 regarding criteria for conducting connected transactions and the announcement of the Stock Exchange of Thailand Board regarding disclosure of information and operations of listed companies in connected transactions, B.E. 2003 (including amendments), specifying the offering price to be a price not less than 90 percent of the market price of the company's shares in accordance with the announcement of the Capital Market Supervisory Board No. TorChor. 72/2015 regarding permission for listed companies to offer newly issued shares to a limited number of persons

(including amendments). Whereby the market price shall be calculated from the weighted average price of the Company's shares in the past for a period of not less than 7 business days but not more than 15 consecutive business days before the offering date.

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

In addition, the Board of Directors deems it appropriate to propose to the shareholders' meeting to consider approving the delegation of authority to the Board of Directors and/or authorized directors of the company and/or Chief Executive Officer or managing director and/or the person Board of Directors and/or authorized directors of the company and/or Chief Executive Officer or Managing Director assigned has the authority to take any action, including but not limited to the following matters:

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

- (5) Coordinate with government agencies and relevant regulatory agencies such as the Securities and Exchange Commission Ministry of Commerce and the Stock Exchange of Thailand and other persons or agencies involved in the allocation of additional common shares of the Company.
- (6) Do any other actions necessary for or related to the allocation of additional common shares of the company.

In this agenda, there were shareholders attending the meeting and voting in total of 558,998,621 shares.

Meeting Resolution The meeting resolved to approve the allocation of additional common shares and authorization as proposed in all respects with a majority vote. The details are as follows:

Agree	total	555,717,579	Votes	Percentage	99.4131
Disagree	total	3,281,042	Vote	Percentage	0.5869
Abstain from voting	total	0	Vote	Percentage	0.0000
Invalid card	total	None			

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

No voting rights	total	-	Vote	
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Agenda 13: Consider approving amendments to the Company's objectives and amend Section 3 of the Company's Memorandum of Association to be consistent with the amendment of objectives.

The Chairman asked the Company Secretary to briefly explain the details: As the company plans to expand its business into other areas and to comply with the law. The company must amend its objectives and amending the Company's memorandum, Clause 3., by adding two more objectives, namely Clause 44 to Clause 45, with details as follows.

“Clause 44: Operate electronic commerce business, in selling products and providing services through electronic channels receiving payment for goods and conducting various types of electronic transactions via the internet network through electronic channels electronic tools and all kinds of telecommunication tools both domestic and abroad.

“Clause 45: Engage in direct sales and direct marketing businesses for beauty products and cosmetics.

In addition, the Board of Directors' meeting deemed it appropriate to propose to the shareholders' meeting to consider approving the authorization of the Company's authorized directors or a person assigned by an authorized director of the company has the authority to register amendments to the company's regulations with the Ministry of Commerce, including amendments, additions, and changes to wording as necessary and appropriate. In order to comply with the registrar's order to register the amendments to the above regulations with the Ministry of Commerce.

The Chairman gave the meeting an opportunity to ask questions. There were no shareholders commenting or asking additional questions. The Chairman asked the meeting to consider approving amendments to the Company's regulations. According to the details mentioned above.

In this agenda, there were shareholders attending the meeting and voting in total of 558,998,621 shares.

Meeting Resolution The meeting resolved to approve the amendment of the Company's regulations. Including the authorization as proposed in all respects with a unanimous vote. The details are as follows:

Agree	total	558,998,621	Votes	Percentage	100.0000
Disagree	total	0	Vote	Percentage	0.0000
Abstain from voting	total	0	Vote	-	
Invalid card	total	None			
of the total number of votes of shareholders who attended the meeting and cast their votes.					
No voting rights	total		-	Vote	

Agenda 14 **Consider other matters (if any)**

The Chairman gave the meeting an opportunity to ask questions.

Mr. Natthaphon Udom, a shareholder, came to the meeting in person. Inquiry in conclusion: What is the direction of the real estate market, both horizontal and high-rise? And what is the company's business strategy?

Mrs. Teeraporn Srijaroenwong, Managing Director Explained in conclusion: Current direction of the real estate market, both horizontal and high-rise. After the outbreak of COVID-19 consumers' behavior has changed. They intend to stay in the house or condominium that has been completed rather than paying installments for the house or condominium during construction. This is because you may not be able to pay in installments. This causes the company to adjust its business plan to be consistent with sales and transfer amounts.

As for condominiums in Bangkok, there is still real demand, but investing in condominiums to rent out There will be a slowdown according to the economic situation, including the LTV of the Bank of Thailand, which also affects the investment of investors. For the horizontal real estate market, consumers are more interested in horizontal houses. Due to living in a large number of places, there may be an infection such as sharing an elevator. As a result, during this period, consumers are more interested in horizontal houses. It can be seen that

different projects that were developed during this period, it will be a horizontal project. Whether it's a single house, townhome or townhouse. There will be more distant project development and expansion in terms of travel as well. Makes it more convenient causing distribution in areas surrounding Bangkok. But for luxury houses in the Bangkok area, there is still demand which not significantly affected by the COVID outbreak or the economy, or less affected than the group of middle-class consumers. The company has an aptitude for developing projects at the high-end and luxury levels, making the company likely to continue developing projects at the luxury level because it is an approach that it is good at and has the company's customer base. Therefore, the new project is Baan Rama 9-Wongwaen, 40 rai of land, will be a luxury home, allowing you to see the home style of the company's new project. The project value is approximately 4,000 million. There is also a land project in Cherg Talay, Phuket Province, approximately 70 rai of land. In the first phase, there will be Pool Villa houses for sale to consumers who want a home or foreigners who want a house in Phuket. The Sri Panwa brand will be used to manage the project and for the second phase, it will belong to Sri Panwa Hotel. The area within the project has a very beautiful lagoon. Around the third quarter of this year, the project will be launched. During this time, the model is being developed. The project value in the first phase is approximately 1,500 million. In addition, the Cha-am-Hua Hin project, the company has purchased additional land and developed a condominium project, the SASA Hua Hin project, with a project value of approximately 1,600 million baht due to the great success of the Sasara Hua Hin project. Even though it was a project launch during COVID. But because the project is next to the beach. Therefore, there is a continuous development of a project that is more affordable than the Sasara project, namely the SASA Hua Hin project, which is a project close to the sea. It has a view of the golf course. There is also The Sky series project at Sri Panwa, Phuket, which is the last piece of land in the project, with only 4 houses worth approximately 250 million each. It will be the last opportunity for those who want a house at the Sri Panwa project. It can be seen that all projects It is a high-end and luxury project of the company this year.

When there were no additional questions from shareholders, the Chairman thanked the shareholders for taking the time to attend today's meeting and the company has arranged for video recording (Video media) shareholder meeting and will upload it to the company's website next and closed the meeting at 3:36 p.m.

-Srivara Issara-

(Mrs. Srivara Issara)

Chairperson of the meeting

Authenticated

(Mrs. Teeraporn Srijaroenwong)

Director / Managing Director

ANNUAL REPORT (QR Code)

The Company has disclosed information on the Company's website

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

and www.SET.or.th

or



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

MR. PHISUD DEJAKAISAYA

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

Feb 29, 2024 – Present	Benefits and Compensation Fund Committee Social Security Office
July 2016 – present	Director - Spruson & Ferguson Co., Ltd.
Mar. 27, 2011- present	Chairman of the Audit Committee Charn Issara Development Public Company Limited
2011 - present	Managing Director Lao Premier International Law Office
1990 – present	Managing Director Siam Premier International Law Office Limited

Oct 29, 2019 - 2023	Advisor to the Senate of the Poverty Senate 2020 and Inequality Reduction Committee
June 2019 – 2024	Personal Expert Advisor to Senator Weerasak Kowsurat
Jan 21, 2018 – Apr 2019	Chairman of Legal Committee Ministry of Tourism and Sports
May 31, 2016 – May 2017	Vice Chairman Graduate Law Development Program Faculty of Law, Bangkok University
Jan 26, 2012 – Dec 2013	Advisor to the Board Airports Authority of Thailand Public Co., Ltd.
July 27, 2009-30 Dec 2009	Advisor Deputy Minister of Agriculture and Cooperative
Apr 1, 2009 – Jul 2009	Subcommittee Evaluation of the Legal Development of the Government Subcommittee for Fiscal year 2009
Jul 24, 2008 – 16 June 2010	Advisor to the Board Thailand Post Co., Ltd.
Nov 4, 2008 – Feb 2009	Director Office of Small and Medium Enterprise Promotion Ministry of Industry (OSMEP)

Jul 14, 2008 – 30 Jan 2009 Advisor to the Board

Software Industry Promotion Agency Organization Ministry of ICT

1984 – 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 8/8 meetings of the Board of Directors, (100 %)
2. Attend 7/7 meetings of Audit Committee (100 %)
3. Attend 2/2 meetings of Nomination and Remuneration Committee (100%)
4. Attend 1/1 meeting of the Annual General Meeting of Shareholders in 2024 (100%)

2. MR.WITIT RATCHATATANUN

Age : 70 years

Audit Committee and Independent Director

Shareholding : 0.181 (1,930,500 shares)

Education/Training Program

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

Professional career

Present	Senior Director	Panyaprteep School, Pak Chong, Nakorn 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

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

Meeting attendance record in past year

1. Attend 8/8 meetings of the Board of Directors, (100 %)
2. Attend 7/7 meetings of Audit Committee (100 %)
3. Attend 2/2 meetings of Nomination and Remuneration Committee (100%)
4. Attend 1/1 meeting of the Annual General Meeting of Shareholders in 2024 (100%)

3. MR. PINIT PUAPAN

Age: 57 years

Independent Director, Audit Committee, Risk Management Committee

Shareholding: 0.125 (1,336,500 shares)

Education/Training Program

- Executive Architect Council Training (EXACT4), Architect Council of Thailand (2023)
- Hot Issue for Directors : What Directors Need to Know about Digital Assets, Batch (4/2022)
- Thai Institute of Directors Association (IOD) and Stock Exchange of Thailand
- Health Ambassador (HAM 4), Chulabhorn Royal Academy (2022)
- 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,	Charn Issara Development Public Co., Ltd.
	Audit Committee, Risk Management Committee	
6 November 2024 - Present	Director	Absolute Sanctuary & Yoga Center (Koh Smui) Co., Ltd
29 October 2024 – Present	Director	Absolute Yoga Co.,Ltd.
29 October 2024 – Present	Director	Absolute Fit Food Co., Ltd.
29 October 2024 – Present	Director	Absolute Pilates Co., Ltd.
29 October 2024 – Present	Director	Pop Pilates Co., Ltd.
2 August 2023 – Present	Director	Bay Computing Co., Ltd.
1 March 2023 – Present	Director	More Abundance Co., Ltd.
10 February 2023 - Present	Director	Definitely Brilliant Co., Ltd.
February 2023 – Present	Director, Chairman	Srisawad Capital 1969 Plc.
17 May 2022 – Present	Director	MG 1962 Solar Co., Ltd.

October 2021 – Present	Director	Harvest Thaveekoon Co. Ltd.
March 2021 – Present	Director	Krungthai XSpring Securities Co., Ltd.
February 2021 – Present	Director	XSpring Capital Plc.
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.
17 December 2018 – 29 March 2024	Director	Veyla Natai Residences (Villa) Co., Ltd.
9 November 2021 – 31 October 2023	Expert Committee	National Housing Authority
	Risk Management Member	
19 March 2021 – 30 June 2023	Director	Fast Money Co., Ltd.
26 October 2021 – 26 December 2022	Director	Bay Computing 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 8/8 meetings of the Board of Directors, (100 %)
2. Attend 2/2 meetings of Nomination and Remuneration Committee (100%)
3. Attend 1/1 meeting of the Annual General Meeting of Shareholders in 2024 (100%)

Criteria and process of nomination

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

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

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

Nominated Directors	Other listed companies in Thailand *		Other companies/businesses (Non-listed company in Thailand)*	Companies/businesses that may cause conflicts of interest or competitive conditions
	No.	Position / company		
1. MR. PHISUD DEJAKAISAYA	-	-	3	-
2. MR.WITIT RATCHATATANUN	-	-	-	-
3. MR. PINIT PUAPAN	2	1) Director XSpring Capital Plc.	9	-

		2) Director, ChairmanSrisawad Capital 1969 Plc.		
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*Listed in stock exchange of Thailand.

Definition of Independent Director

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

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

Company regulations only those related to shareholder meetings

Shareholder Meeting

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

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

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

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

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

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

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

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

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

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

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

A. The number of shares that the proxy holds.

B. Name of the proxy holder.

C. The time of the meeting where a proxy is given to attend the meeting and vote.

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

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

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

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

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

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

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

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

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

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

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

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

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

(d) Amendments to the memorandum or regulations.

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

(f) Merger or dissolution of companies.

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

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

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

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

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

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

(1) One shareholder has one vote per share.

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

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

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

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

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

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

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

(1) Dead

(2) Resign

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

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

(5) The court orders dismissal.

Dividend payment

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

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

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

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

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

- Use of Proceeds : For operation of the business and expanding the project of the Company including refinancing
- Type : All types and all kinds of debentures which can be subordinated or unsubordinated, characterized as an amortization or bullet payment, secured or unsecured, debentures, with or without debenture holders' representative or derivative notes/debentures, subject to the prevailing market conditions at the time of issue and offering of the relevant debentures.
- Amount : The principal amount of the Debentures will not exceed Baht 559.1 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 1,440.9 Million in approximate. In case that the Annual General Meeting of Shareholder 2025 approves the issuance and offering of the Debentures in the principal amount of not more than Baht 559.1 million, the total principal amount of debentures to be issued and offered by the Company shall be approximately Baht 2,000 million.

(F53-4)

Capital Increase Report Form
Charn Issara Development Public Company Limited
February 27, 2025.

Charn Issara Development Public Company Limited (“ **Company** ”) hereby report the resolution of the Board of Directors’ Meeting No. 2/2025 held on February 27, 2025 in regards to the capital increase, and allocation of such shares as follows:

1. Capital Decrease / Capital Increase

At present, the Company has its registered capital of Baht 1,653,223,590 and fully paid-up capital of Baht 1,066,856,744.

1.1 Capital Decrease

The Board of Directors’ Meeting resolved to propose to the Annual General Meeting of Shareholders year 2025 to consider and approve the decrease of the Company’s registered capital of Baht 586,366,846 from Baht 1,653,223,590 to the new registered capital of Baht 1,066,856,744 by reduction of 586,366,846 ordinary shares with the par value of Baht 1.

1.2 Capital Increase

The Board of Directors’ Meeting resolved to propose the Annual General Meeting of Shareholders year 2024 to consider and approve the increase of the Company’s registered capital by Baht 320,057,022 from the existing registered capital of Baht 1,066,856,744 to the new registered capital of Baht 1,386,913,766 by issuing, not exceeding, 320,057,022 newly issued ordinary shares at the par value of Baht 1 to a general mandate in which the capital is increased with details as follows:

Type of Capital Increase	Type of Securities	Number of shares	Par value (Baht/share)	Total (Baht)
<input type="checkbox"/> Specifying the purpose of utilizing the capital	Ordinary	-	-	-
	Preferred	-	-	-
<input checked="" type="checkbox"/> General Mandate	Ordinary	320,057,022	1.00	320,057,022
	Preferred	-	-	-

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

2. Allocation of capital increase shares

2.1 Specifying the purpose of utilizing the capital

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

Remarks:

1. Approved to propose to the Annual General Meeting of the shareholders year 2024 to consider and approve the allocation of the newly issued ordinary shares of not more than 319,978,759 shares at the par value of 1 baht per share to capital increase under a general mandate with details as follows:-
 - 1.1 The amount not exceeding 320,057,022 shares allocation of new ordinary shares under general mandate at a par value of Baht 1 (representing not exceeding 30% of the Company's paid-up capital as calculated on the date that the Board of Director passed the resolution to increase the capital under general mandate (on 29 February 2024) which the paid-up capital is equaling to 1,066,856,744 shares) as follows:
 - (1) Allocation of shares not exceeding 213,371,348 to be offered to the Existing Shareholders Pro-Rata to their Shareholding (Right Offering) (representing approximately 20% of the Company's paid-up capital as calculated on the date the Board of Director passed the resolution to increase the capital under general mandate; and
 - (2) Allocation of shares not exceeding 106,865,674 for the purpose of Private Placement (representing approximately 10% of the Company's paid-up capital as calculated on the date that the Board of Director passed the resolution to increase the capital under general mandate. However, the person shall not be connected person(s) of the Company in accordance with the Notification of the Capital Market Supervisory Board No. Thor. Jor. 21/2551 Re: Criteria on Entering a Connected Transaction and the Notification of the Stock Exchange of Thailand Re: Disclosure of Information and Performance of Listed Companies in Connected Transactions B.E. 2546 (as amended). In addition, the offering price of newly issued ordinary shares shall not be lower than 90% of the price calculated based on the market price in according to the Notification of the Capital Market Supervisory Board No. Thor. Jor 72/2558 Re: the Permission for Listed Companies to Offer the Newly-Issued Shares to the Specific Investors (as amended). Also, the market price shall be calculated from the weighted average closing price of shares trading on the Stock Exchange of Thailand for 7 consecutive trading days but not over 15 days prior to the date on which the offering price is determined

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

excess of Company's paid-up capital shall not over 30% of the paid-up capital as calculated on the date that the Board of Director passed the resolution to increase the capital under general mandate, which is totaling to 320,057,022 shares. However, in the case of the allocation of new ordinary shares for the purpose of Private Placement, the excess of Company's paid-up capital shall not over 10% of the paid-up capital as calculated on the date that the Board of Director passed the resolution to increase the capital under general mandate.

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

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

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

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

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

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

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

2.1.1 Company Procedures in the case of fractional shares

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

2.2 General Mandate

Allocated to	Type of Securities	Number of shares	Percentage of paid-up capital ^{1/}	Remarks
Existing Shareholders (Right Offering)	Ordinary	213,371,3448	20	Please see remark -
	Preferred	-	-	
Private Placement	Ordinary	106,685,674	10	Please see remark -
	Preferred	-	-	

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

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

Schedule the Annual General Meeting of Shareholders year 2025 to be held on April 24, 2025, during 14.00 hrs. at Meeting room 21st Floor, Charn Issara Tower 2, No. 2922/200 New Petchburi Road, Bangkapi Subdistrict, Huay Kwang District, Bangkok, whereby:

- The record date to determine the list of shareholders entitled to attend the Annual General Meeting of Shareholders year 2025 shall be on March 13, 2025.

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

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

Convertible Debentures' holder has converted the Convertible Debentures into the Company's ordinary shares (in the case of such exercise).

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

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

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

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

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

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

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

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

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

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

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

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

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

No.	Procedures of the Capital Increase	Date/Month/Year
1	Board of Directors' Meeting	February 27, 2025
2	Date to determine the list of shareholders who has the right to attend the Annual General Meeting of Shareholders year 2024 (Record Date)	March 13, 2025
3	Annual General Meeting of Shareholders year 2025	April 24, 2025
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 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 2025

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

Charn Issara Development Public Company Limited

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

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

Natural person

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

Juristic person

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

1. Give proxy to a person selected by the shareholder or give proxy to one of any independent Director of the Company by specifying the name and details of the proxy holder or mark in front of one of any independent Director as listed in the proxy form,
2. Affix the Baht 20 stamp duty with specific date of proxy form written across the stamp duty,
3. Return the completed proxy form to the Company in the enclosed envelop within April 22, 2024 or before the beginning of the meeting for verification of the documents prior to the meeting.

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

MR.PRAVESVUDHI RAIVA

Age : 73 years

Independent Director, Chairman of Nomination and Remuneration Committee

Shareholding: -

Education/Training Program

- BBA, Political Science, Indiana University Bloomington U.S.A.
- 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 for the past five years

Present	Vice Chairperson & Director	S&P Syndicate Public Co., Ltd.
	Director	S&P Global Co., Ltd.
	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)
	Director	Foodhouse Catering Services Co.,Ltd.
1993-Present	Independent Director and Chairman of Nomination / Remuneration Committee	Charn Issara Development Public Co.,Ltd.
2019-2020	President	Indiana University Alumni Association, Thailand Chapter
2013-2020	Director	Foodhouse Catering Services Co.,Ltd.
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. Program, Kasetsart University
1973	Financial Director	S.R. Tapioca International Co., Ltd.

AWARDS: 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 8/8 meetings of the Board of Directors,
2. Attend 2/2 meetings of Nomination and Remuneration Committee
3. Attend 1/1 meeting of the Annual General Meeting of Shareholders in 2024

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 2025)

Name	Age (Years)	Positions	Address	Special conflict of interest* in the proposed agenda
1. MR.PRAVESVUDHI RAIVA	73	Chairman of Audit Committee, Independent Director, Nomination and Remuneration Committee	Charn Issara Development Public Co., Ltd. 2922/200 New Phetchaburi Road, Bangkapi, Huey Kwang Bangkok 10320	No special conflict of interest in Agenda 1-13

Remark:

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

(affix Baht 20 Duty Stamp)

Proxy Form B

Specific Proxy

Written at.....

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

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

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

(3) Hereby appoint

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

(2) Mr. PRAVESVUDHI RAIVA(Chairman of Audit Committee, Independent Director,
Nomination and Remuneration Committee) age 73 years Residing at house number
2922/200 Road New Petchburi Tambol/Kwang Bangkok Amphur/Kate Huaykwang
Province Bangkok Metropolis Postcode 10310

One of those as my/our proxy to attend and vote on my/our behalf in the Annual General Meeting of Shareholders 2024 to be held on April 24, 2025 Time 14.00 at 10th floor Charn Issara Tower II, No. 2922/200 New Petchburi road, Kwang Bangkok, 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 2024 which was held on 25 April 2024



- 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 2024

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 2024 ended as of 31 December 2024

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

Approve Disapprove Abstain

Agenda No. 5 To consider and approve omitted of dividend payment and omitted allocation of the legal reserve in the performance of the year 2024

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

Approve Disapprove Abstain

Agenda No. 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: Chairperson

Approve Disapprove Abstain

2. MR.WITIT RATCHATATANUN
position: Director

Approve Disapprove Abstain

3. MR. PINIT PUAPAN
position: Director

Approve Disapprove Abstain

Agenda No. 7 To consider the fixing of remuneration for the Board of Directors and Sub-Committee for the year 2025

- (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 2025.

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

Approve Disapprove Abstain

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

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

Approve Disapprove Abstain

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

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

Approve Disapprove Abstain

Agenda No. 11 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. 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 other business (if any)

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

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

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

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

Signed _____ Grantor
 (_____)

Signed _____ Proxy
 (_____)

Remarks

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

Proxy Form (Form C)

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

Issued

at.....

Date Month

.....Year.....

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

.....

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

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

(2) In our capacity as the custodian for

.....

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

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

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

(5) Hereby appoint

(1)age years

Residing at house number Road Tambol/Kwang.....

Amphur/Kate..... Province Postcode

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

(2) Mr. Mr. PRAVESVUDHI RAIWA (Chairman of Audit Committee, Independent Director, Nomination and Remuneration Committee) age 73 years Residing at house number 2922/200 Road New Petchburi Tambol/Kwang Bangkok Amphur/Kate Huaykwang Province Bangkok Metropolis Postcode 10320

One of those as my/our proxy to attend and vote on my/our behalf in the Annual General Meeting of Shareholders 2025 to be held on April 24, 2025 Time 14.00 at 10th floor Charn Issara Tower II, No. 2922/200 New Petchburi road, Kwang Bangkok, Kate Huaykwang, Bangkok Metropolis or such other date, time and place as the meeting may be adjourned.



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

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

Agenda No. 2 To consider and adopt the minutes of the Ordinary General Shareholders' Meeting for the year 2024 which was held on 26 April 2024

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 2024

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 2024 ended as of 31 December 2024

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

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

Approve Disapprove Abstain

Agenda No. 5 To consider and approve omitted of dividend payment and omitted allocation of the legal reserve in the performance of the year 2024

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

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

Approve Disapprove Abstain

Agenda No. 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: Independent Director

Approve Disapprove Abstain

2. MR.WITIT RATCHATATANUN

position: Independent Director

Approve Disapprove Abstain

3. MR. PINIT PUAPAN

position: Independent Director

Approve Disapprove Abstain

Agenda No. 7 To consider the fixing of remuneration for the Board of Directors and Sub-Committee for the year 2025

- (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 2025.

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

Approve Disapprove Abstain

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

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

Approve Disapprove Abstain

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

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

Approve Disapprove Abstain

Agenda No. 11 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. 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 other business (if any)

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

Approve Disapprove Abstain

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

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

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

Signed _____ Grantor
()

Signed _____ Proxy
()

Remarks

6. The shareholder appointing proxy must authorize only one proxy to attend and vote in the Meeting and may not split the number of shares to many proxies for splitting votes.
7. The agenda of electing Directors, a whole Board or any specific Director(s) may be elected.
8. In the event that there are more agendas to be considered in the meeting than those specified above The grantor can specify additional information in the proxy form to the Proxy Form B as attached

9. In case the shareholder wishes to cancel the proxy, this can be done by notifying the chairman in writing. or via email narakorn@charnissara.com before the meeting or at the latest before the start of voting for each agenda.
10. Shareholders should read the details of the meeting agenda before deciding to appoint a proxy.

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

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

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

Signed..... Grantor

(.....)

Signed..... Proxy

(.....)

Remarks : 1. This Form C is used only if the shareholder whose name is in the shareholders' register is an offshore investor who appoints a local custodian in Thailand to keep his / her shares in the custody.

2. The necessary evidence to be enclosed with this proxy form is:

(1) the power-of-attorney granted by the shareholder to the custodian by which the custodian is appointed to sign the proxy form on the shareholder's behalf: and

(1) a certification that the authorized signatory of the proxy form is licensed to operate the custodian business.

3. A shareholder may grant a proxy to only one person. The number of shares held by a shareholder may not be divided into several portions and granted to more than one proxy in order to divide the votes.

4. As regards the agenda to appoint directors, the meeting may consider appointing the entire board or any director(s).

5. In case there is other business to be discussed in addition to those specified above, the grantor may make additional authorization in the Attachment to Proxy Form C.



Supplement to Proxy Form C.

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

At the 2025 Annual General Meeting of Shareholders on 24 April 2025 at 14.00 hours at 21st floor, Charn Issara Tower II, New Petchburi Road, Bangkok, Huay Kwang, Bangkok 10310 or at any adjournment thereof to any other date, time and place.

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

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

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

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

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

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

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

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

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

(continued)

Name of Director.....

- Approve Object Abstain

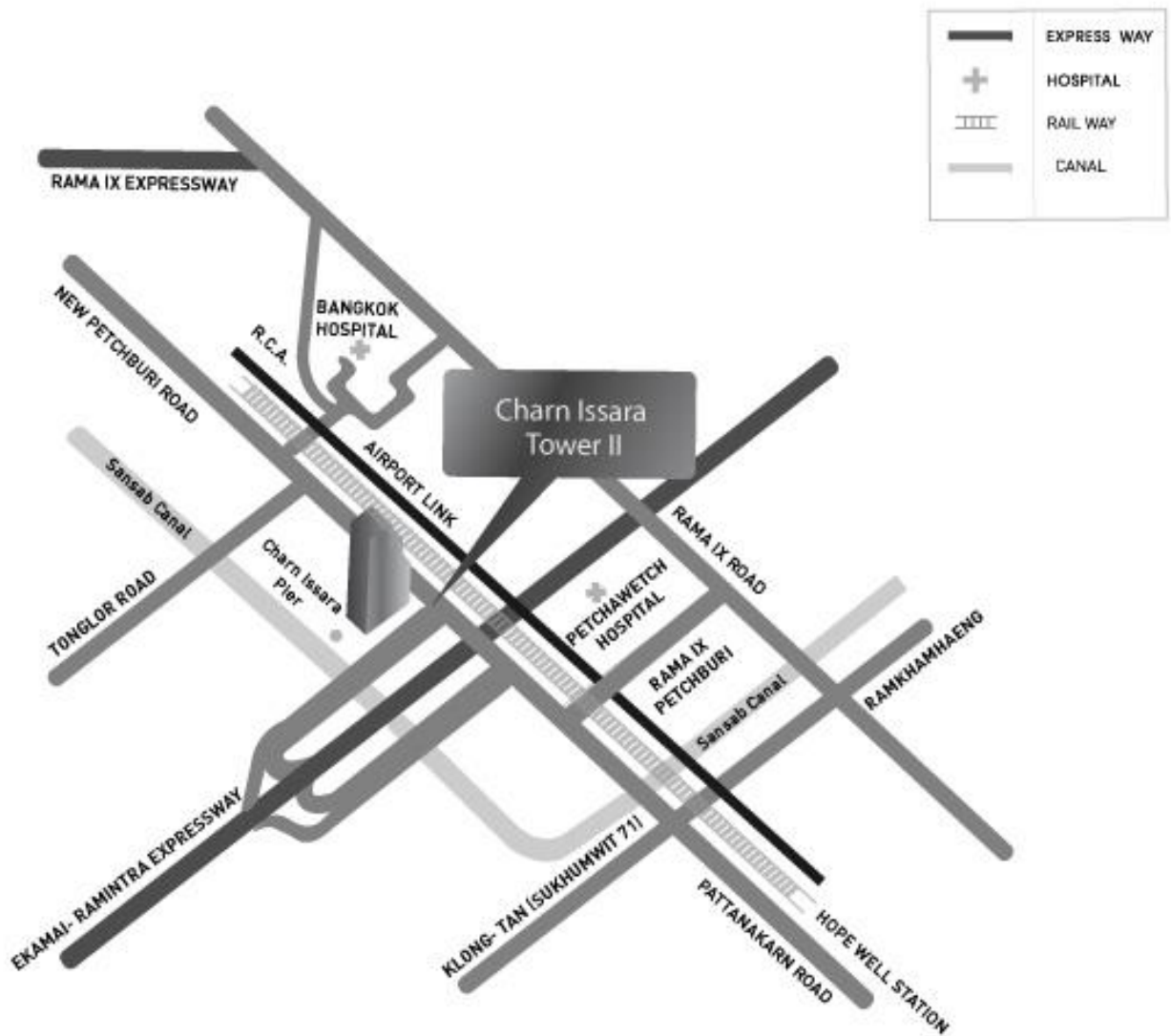
Name of Director.....

- Approve Object Abstain

Name of Director.....

- Approve Object Abstain

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



Question form in advance according to the agenda of the 2025

Annual General Meeting of Shareholders

Charn Issara Development Public Co., Ltd.

On 24 April 2025, 2.00 pm.

At 21 floor, Charn Issara Tower II

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

Dear Company Secretary

CHARN ISSARA DEVELOPMENT PCL. (“CI”)

I / We.....

Please mark ✓ ()

() Shareholders of Charn Issara Company Development Public Company Limited

() Proxies from..... which is a shareholder Charn Issara Company Development Public Company Limited has questions about agenda. in the Annual General Meeting (AGM 2025) of CI as follows:

.....
.....

Remarks: Please completing the above details and send it back to Charn Issara Company Development PLC within April 22, 2025 at 5:00 p.m. to email narakorn@charnissara.com

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





(Encls.12)

Request form for annual report 2024 (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 2024 in QR code format and has sent to the shareholders together with this meeting invitation letter.

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

I/we

Address

.....

.....

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



LIVE EXCELLENCE



บริษัท ชาญอิสสระ ดีเวลลอปเม้นท์ จำกัด (มหาชน)
Charn Issara Development Public Company Limited

2922 / 200 ถนนเพชรบุรีตัดใหม่ แขวงบางกะปิ เขตห้วยขวาง กรุงเทพฯ 10320 (ประเทศไทย) โทรศัพท์ : 0-2308-2020
2922/200 New Petchburi Road, Bangkapi, Huay Kwang Bangkok 10320, (Thailand) Tel : 02-308-2020

www.charnissara.com