



-Translation-

SVR 67/023

March 13, 2024

Re: Invitation to attend the 2024 Annual General Meeting of Shareholders

To: Shareholders of Sivarom Real Estate Public Company Limited

Attachment:

1. Copy of the Minutes of the 2023 Annual General Meeting of Shareholders
2. The Company's Annual Report of the Year 2023 (Form 56-1 One Report), including the consolidated Financial Statements for the fiscal year ended December 31, 2023, in QR code form.
3. Profiles of the retiring Directors to support the consideration in Agenda 5: To consider and approve the appointment of directors to replace those who will retire by rotation
4. Definition of the independent directors to support the consideration of Agenda 5: To consider and approve the appointment of directors to replace those who will retire by rotation
5. The Company's Article of Association which related to the Annual General Meeting of Shareholders
6. Documents or evidence showing the identity of the shareholder or proxy of the shareholder entitled to attend the Meeting
7. Procedures for attending the Annual General Meeting of Shareholders through the electronic media
8. Information of independent director to support an appointment of proxy (in case of such director is appointed as a proxy)
9. Proxy Form

The Board of Directors calls for the 2024 Annual General Meeting of Shareholders (AGM) to be held on Wednesday, April 24, 2024 at 2.00 p.m. through only electronic media platform pursuant to the Royal Decree on Teleconferences through Electronic Means B.E. 2563, Notification of the Ministry of Digital Economy and Society re: Security Policy and Standards of Meetings via Electronic Means, B.E. 2563, of which the agendas of the Meeting are as follows:

Agenda 1: To consider and certify the Minutes of the 2023 Annual General Meeting of Shareholders
Fact and Rational: the 2023 Annual General Meeting of Shareholders was held on April 17, 2023, of which the copy of the Minutes of Meeting has been attached hereto as per Attached No. 1.

Board of Directors' Opinion: The Board of Directors has considered the matter and deems that the Minute of the 2023 Annual General Meeting of Shareholders are truly and accurately recorded. It is therefore deemed appropriate for the AGM to certify such Minutes of the Meeting.

Voting: The resolution of this agenda item requires the majority vote of the shareholders present at the Meeting and casting their votes.

Agenda 2: To acknowledge the Company's operating results for the year 2023

Fact and Rational: The report of the operating results in year 2023 of the Company as presented in the Annual Report of the Year 2023 (Form 56-1 One Report) in QR Code form in Attached 2 which has already been sent to the shareholders together with this Invitation Letter.

Board of Directors' Opinion: The Board of Directors has considered the matter and deemed appropriate for the meeting of shareholders to acknowledge the Company's operating results in year 2023 as submitted.

Voting: This agenda is for shareholders' acknowledgment; therefore, voting is not required.

Agenda 3: To consider and approve the financial statements of the Company for the year ended December 31, 2023 and auditor's report

Fact and Rational: The Financial Statements of the Company for the year ended December 31, 2023 have been audited and certified by the auditors from Karin Audit Co., Ltd. and have also been approved by the Company's Audit Committee and the Board of Directors. The details of which are shown in the Annual Report of the Year 2023 (Form 56-1 One Report) in QR Code form in Attached 2 which has already been sent to the shareholders together with this Invitation Letter and the significant information can be summarized as follows:

Items	2022 (Baht)	2023 (Baht)
Total assets	1,205,598,813	2,061,965,329
Total liabilities	666,892,627	1,289,158,772
Shareholders' equity	538,706,186	772,806,557
Total incomes	726,154,842	924,660,658
Net profit	56,900,334	76,996,860
Earnings per Share (Baht/ Share)	0.15	0.16

Remark: Consolidated financial statements information

Board of Directors' Opinion: The Board of Directors has considered the matter and agreed with the Audit Committee's proposal, and thus deemed it appropriate to propose the Annual General Meeting of Shareholders to consider approving the financial statements for the year ended December 31, 2023.

Voting: The resolution of this agenda item requires the majority vote of the shareholders present at the Meeting and casting their votes.

Agenda 4: To consider and approve the allocation of the net profit as legal reserve and the omission of dividend payment from the Company's operation result for the year 2023

Fact and Rational: According to Clause 54 of the Company's Articles of Association, the Company must allocate no less than 5 percent of its annual net profit deducted by accumulated loss brought forward (if any) as its reserves until the reserves reach no less than 10 percent of its registered capital. In addition, Clause 53 of the Company's Article of Association also prohibits any split of other types of money to be paid as dividend unless it is a profit. In case the Company still suffers from accumulated loss, no dividend shall be made. The dividend shall be equally divided among the number of shares for an equal amount. Payment of dividend is subject to the approval of the Shareholders' Meeting. The Board of Directors may pay an interim dividend to shareholders from time to time should it deem that the Company has enough profit to do so before reporting to the Shareholders' Meeting at a subsequent meeting.

And in compliance with the dividend payment policy of the Company which has determined that the Company must make payment of the dividend to the shareholders at a rate of not less than 40 % of net profit after deducting legal reserves. whereby the Company will consider the declaration of dividend by primarily taking into account various factors in the best interests of the shareholders as well as the dividend payment must not significantly affect the Company's normal operations. However, such dividend payment is subject to change due to performances, financial status, liquidity, the business expansion plan, necessities and suitability in the future and other factors relating to the Company's operations and management as agreed and approved by the Board of Directors. The resolution of the Board of Directors approving the dividend payment must be presented to the Shareholders' Meeting for an approval, except for interim dividend payments, which the Board of Directors has the authority to approve the interim dividend payment. Such dividend payments must be reported to shareholders at the next shareholders' meeting.

In 2023, the Company has a net profit from its operating results according to the separate financial statements for the year ended December 31, 2023 in the amount of Baht 96,810,067 and had no accumulated loss. Therefore, the Company deems it appropriate to propose the Shareholders' Meeting to consider approving the appropriate of the net profit from the operating results in 2023 as legal reserve in the amount of Baht 4,840,504 (not less than 5 percent of the net profit for the year 2023)

The company would like to report on the interim dividend payment by the Board of Directors' Meeting No. 4/2023 held on August 9, 2023 resolved to make an interim dividend payment for the operating results of the first half of 2023 (January 1, 2023 – June,30 2023) at the rate of 0.20 Baht per share, with a total of 510,000,000 common shares, totaling of 102,000,000 Baht, the dividend was paid to shareholders on September 6, 2023.

However, because the company needs to use working capital for operations. And in order to support business expansion in 2024, the company therefore sees fit to propose to the shareholders' meeting to consider approving the omission of dividend payments from net profits received from operating results in 2023, with information comparing with the dividend payment rate. In the past year as follows:

Unit : Baht

Details of the Dividend payment	Year 2022	Year 2023 (Proposed Year)
1.Net profit (opinion) according to specific business	60,335,721	96,810,067
2. Number of shares (shares)	380,000,000	510,000,000
3. Total dividends paid per share (Baht:Share)	-	0.20
3.1 Interim dividend (baht:share)	-	0.20
3.2 Annual dividend (baht:share)	-	-
4.Total dividends paid (Baht)	-	102,000,000
5. Dividend payment proportion (percent)	0.00%	80.69%

Board of Directors' Opinion: The Board of Directors has considered the matter and deemed it appropriate to propose the Annual General Meeting of Shareholders to consider as follows:

1. Approving the appropriate of the net profit from the operating results for the year 2023 as legal reserve in the amount of Baht 4,840,504 at not less than 5 percent of the net profit for the year 2023.

- Acknowledged the interim dividend payment at the rate of 0.20 Baht per share for the company's 510,000,000 common shares, totaling 102,000,000 Baht, and the said dividend was paid to shareholders on September 6, 2023.
- Approval to omission from paying dividends from the net profit from operating results in 2023 because the company needs to use working capital for operations. and to support business expansion in 2024.

Voting: The resolution of this agenda item requires the majority vote of the shareholders present at the Meeting and casting their votes.

Agenda 5: To consider and approve the appointment of directors to replace those who will retire by rotation

Fact and Rational: According to clause 21 of the Company's Article of Association, which require that at every annual general meeting of shareholders, one-third (1/3) of all directors shall retire from the office. If the number of directors is not a multiple of three, then the number nearest to one-third (1/3) of the directors who are holding the longest term of office shall retire. Retiring directors are eligible for re-election, and the Company will propose each person for shareholders to consider and elect. The directors who have been in the office for the longest period and shall resign are as follow:

- Mr. Phaithoon Rakprathet Independent Director / Vice Chairman
Chairman of the Audit Committee
- Mr. Ronnarith Thitisuriyarax Director / Chairman of the Executive Committee /
Member of Nomination and Remuneration Committee

The Nomination and Remuneration Committee which exclude the directors who has the related benefits, having considered the matter, deemed that the two directors, who are to retire on rotation, are fully qualified according to Public Limited Company Act, B.E. 2535, and terms and conditions of company executives issued by the Securities and Exchange Commission. In addition, they are competent, have experiences that benefit the Company's business, visionary and have worked well as directors in the past. They also have a good record of meeting attendance and participation at the Meeting. Details of their backgrounds and performances are in Attached 3.

Board of Directors' Opinion: The Company's Board of Directors, excluding interested directors, has considered and approved the selection committee's recommendations. and consider the compensation offered Therefore, it was considered that the general meeting of shareholders should approve the election of the two directors who retired by rotation to

return to the position of directors for another term. Because both of them have knowledge and abilities that will be beneficial to the operations of the company.

Voting: The resolution of this agenda item requires the majority vote of the shareholders present at the Meeting and casting their votes.

Agenda 6 : To consider and approve the remuneration of directors for the year 2024

Fact and Rational: In order to comply with Section 90 of the Public Limited Companies Act B.E. 2535 (1992) (as amended) and Clause 34 of the Company's Articles of Association, which require that the Company's directors shall be entitled to receive remuneration from the Company as the Shareholders' Meeting shall consider and pass its resolution with not less than two-thirds (2 / 3) of all votes of the shareholders present at the Meeting. Such remuneration for directors may be fixed or subject to specific criteria, and may be effective from time to time or indefinitely until otherwise changed by resolution of the Shareholders' Meeting.

However, should any director be the Company's staff member or employee, such director shall also be entitled to receive the remuneration and benefits of staff or employees in accordance with the Company's regulations, provided that the remuneration received in such capacity as the Company's director shall not prejudice the directors' right to receive such remuneration and welfares in his/her capacity as the Company's staff member or employee.

The remuneration which was approved by the 2023 Annual General Meeting of Shareholders is not exceeding Baht 2,500,000 per year as remunerations for the directors and subcommittee members. The details of the remuneration for each director and the scope of responsibility of the Board of Directors, Audit Committee, and the Nomination and Remuneration Committee are stated on the Annual Report of the Year 2023 (Form 56-1 One Report) in QR Code form (in Attached 2).

In 2024, the Board of Directors has considered the remuneration based on what the Nomination and Remuneration Committee proposed by taking into account the number of directors, the Company's operating results, business size, duties and responsibilities as well as their respective performances, The Board therefore deems appropriate to propose the Annual General Meeting of Shareholders, the remuneration of directors for the year 2024 at

an amount not exceeding Baht 2,500,000. The meeting allowances per meeting and incentive remain the same. The details are as follows:

1) Meeting allowances

Position	Meeting allowances (Baht/meeting)
Board of Directors	
Chairman of the Board	30,000
Director	15,000
Audit Committee	
Chairman of the Audit Committee	15,000
Member of Audit Committee	10,000
Nomination and Remuneration Committee	
Chairman of Nomination and Remuneration Committee	15,000
Member of Nomination and Remuneration Committee	10,000

2) Incentive to director not exceeding 200,000 Baht / person /year

3) Other benefits: Year 2023 and 2024 have no other benefits other than those mentioned above.

Board of Directors' Opinion: The Board of Directors has considered the matter and deemed it appropriate to propose the 2024 Annual General Meeting of Shareholders to approve the remuneration for the Directors of Baht 2,500,000 per year, and to assign the Board of Directors to allocate and distribute such remuneration to each director.

Voting: The resolution of this agenda item requires not less than two-thirds (2/3) of all votes of the shareholders present at the Meeting,

Agenda 7: To consider and approve the appointment of the auditors and fix their remuneration for the year 2024

Fact and Rational : To comply with the Public limited Company Act B.E 2535 which requires the Annual General Meeting of Shareholders to appoint the auditors and to determine the audit fee every year and by the recommendation from the Audit Committee , the Board of Directors deems appropriate to propose to the Annual General Meeting of Shareholders to appoint the auditors from Karin Audit Co., Ltd. as an auditor of the Company and its subsidiaries for the year 2024 where either of the following auditors shall audit and express opinions to the Company's financial statements, and in the event those

auditors are unable to perform their duties, Karin Audit Co., Ltd. is authorized to assign another of its auditors to perform the audit and express an opinion on the Company's financial statements in their place.

	Name of Auditor	CPA No.	Years to certify the Company's financial statements
1.	Mr. Komin Linphrachaya	3675	-
2.	and/or Mr. Jadesada Hungsapruak	3759	-
3.	and/or Mr. Supoj Mahantachaisakul	12794	1 year (2023)
4.	and/or Ms. Kanwarat Saksriborworn	13273	-
5.	and/or Ms. Kannika Wipanurat	7305	3 years (2020 - 2022)
6.	and/or Mr. Jirote Sirirorote	5113	-
7.	and/or Ms. Nonglak Pattanabandith	4713	-
8.	and/or Mrs. Sumana Senivongse	5897	-
9.	and/or Mr. Worapol Wiriyakulapong	11181	-
10.	and/or Mr. Pojana Asavasontichai	4891	-
11.	and/or Mr. Wichian Proongpanish	5851	-
12.	and/or Ms. Kojchamon Sunhuan	11536	-
13.	and/or Ms. Bongkotrat Suamsiri	13512	-
14.	and/or Mr. Thanathit Raksathianraphap	13646	-

The auditor offered an audit fee only the company for the year 2024 is the amount of 1,220,000.- baht per year, equal to the compensation in 2023. In addition, it is offered to be the auditor of the 3 subsidiaries of the company, namely Siam Pattana Real Estate Company Limited, Company, Bangpu Land 58 Company Limited and Siwarom Plus Land Company Limited. The company's audit fees and subsidiaries for 2024 in the total amount of 1,800,000.- baht per year, an increase of 206,000.- baht from the compensation in 2023, which amounted to 1,594,000.- baht per year.

Karin Audit Co., Ltd., as a certified public accountant approved by the Office of the Securities and Exchange Commission, is also known for its auditing experiences of various listed companies, reliability, creditability as well as has adequate personnel. The auditor has no relationship or transaction that may lead to a conflict of interest with the Company nor does it have any interest with the Company, subsidiaries, executives or major shareholders or those related thereto in any manner, either.

For the Non-Audit fee, the Company did not receive any service from the auditor's audit office during the past fiscal year.

Board of Directors' Opinion: The Board of Directors has considered the matter and granted approval for the Audit Committee's proposal, and thus deemed it appropriate to propose the Annual General Meeting of Shareholders to consider granting approval for Karin Audit Co., Ltd. as the Company's audit firm and approving the appointment of

	Name of Auditor	CPA No.
1.	Mr. Komin Linphrachaya	3675
2.	and/or Mr. Jadesada Hungsapruet	3759
3.	and/or Mr. Supoj Mahantachaisakul	12794
4.	and/or Ms. Kanwarat Saksriborworn	13273
5.	and/or Ms. Kannika Wipanurat	7305
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10.	and/or Mr. Pojana Asavasontichai	4891
11.	and/or Mr. Wichian Proongpanish	5851
12.	and/or Ms. Kojchamon Sunhuan	11536
13.	and/or Ms. Bongkotrat Suamsiri	13512
14.	and/or Mr. Thanathit Raksathianraphap	13646

as the auditor of the Company and subsidiaries in year 2024 with the total remuneration of Baht 1,800,000. - per year.

Voting: The resolution of this agenda item requires the majority vote of the shareholders present at the Meeting and casting their votes.

Agenda 8: To consider other matters (if any)

The Company has listed the name of shareholders who have the rights to attend the meeting and exercising the votes at the 2024 Annual General Meeting of the Shareholders on March 15, 2024 (Record Date).

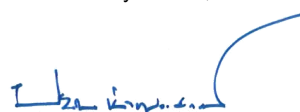
The meeting will be held through only electronic media on April 24, 2024 at 2.00 p.m. The registration and voting procedures will be undertaken electronically. Shareholders who wish to attend are ask to verify identity via the IR PLUS AGM application from the date of receiving the meeting invitation, until April

24, 2024 at 12.00 noon. (Please study the procedures for attending the Annual General Meeting of Shareholders through electronic media as attached 7). On the date of the 2024 Annual General Meeting of Shareholders, the Company will open for registration IR PLUS AGM application from 12.00 noon. onwards.

If any shareholder would like to appoint independent director as your proxy to attend the Meeting and vote on your behalf, the shareholders must verify identity via the IR PLUS AGM application and authorize the independent director or send the proxy form (Attached 9) which fill in, sign it together with a seal (if any) and affixing with Baht 20 duty stamp. Shareholder can download the proxy www.sivarom.co.th, together with the documents and evidences as required (Attached 6) and send them to E-mail: ir@sivarom.co.th or send to the Company Secretary, Sivarom Real Estate Public Company Limited, No. 662/45, Rama 3 Road, Bangpongpan Sub-district, Yannawa District, Bangkok 10120, The documents must arrive at the company within April 19, 2024

Besides, the Company invites shareholders to submit questions relating to the meeting agenda in advance by requesting shareholders to submit questions including name/registration number/available telephone number and others (if any) through E-mail: ir@sivarom.co.th or send to the Company Secretary, Sivarom Real Estate Public Company Limited, No. 662/45, Rama 3 Road, Bangpongpan Sub-district, Yannawa District, Bangkok 10120, The documents must arrive at the company within April 19, 2024.

Sincerely Yours,



(Mr. Pawin Chamniprasart)

Chairman of the Board of Directors

-Translation-

Minutes of the 2023 Annual General Meeting of Shareholders
Sivarom Real Estate Public Company Limited

Date, Time and Place

The Meeting was held on Monday, April 17, 2023 at 2.00 p.m. through electronic means ("E-AGM") according to the Emergency Decree on Teleconferences through Electronic Means B.E. 2563, including other laws and regulations related by broadcast from the meeting room on 3th floor of No. 662/45 Rama 3 Road, Bangpongpan Sub-district, Yannawa District, Bangkok.

Start of the Meeting

Ms. Pinanong Puechmongkol, Company Secretary, acting as a meeting moderator, welcoming shareholders, proxies and attendees who are attending the 2023 Annual General Meeting of Shareholders through electronic means ("E-AGM") and clarified the information to the meetings, this meeting is a meeting through electronic media under the Emergency Decree on Teleconferences through Electronic Means B.E. 2563 via Application IR PLUS AGM which has passed the conformity assessment with the standards of security of meetings via electronic media set by the Ministry of Digital Economy, the Electronic Transactions Development Agency or ETDA. The system be collecting the information of all attendees for supporting evidence with photo and voice memo and result of their votes. The meeting shall be conducted by regulation and law of related regulation offices; Ministry of Commerce, The Stock Exchange of Thailand, The Securities and Exchange Commission and the information security related to under the Emergency Decree on Teleconferences through Electronic Means B.E. 2563

Board members who attended the Meeting in the meeting room, totaling 6 members;

- | | | | |
|----|----------------|----------------|---|
| 1. | Mr. Pawin | Chamnirasart | Independent Director and Chairman of the Board |
| 2. | Mr. Phaithoon | Rakprathet | Independent Director, Vice Chairman and
Chairman of Audit Committee |
| 3. | Mrs. Pornnipha | Reunghirun | Independent Director, Member of Audit Committee and
Chairman of Nomination and Remuneration Committee |
| 4. | Mr. Preecha | Plengpew | Independent Director, Member of Audit Committee and
Member of Nomination and Remuneration Committee |
| 5. | Mr. Ronnarith | Thitisuriyarax | Director, Member of Nomination and Remuneration Committee,
Executive Director and Senior Chief Financial Officer |
| 6. | Ms. Punika | Manothamraksa | Director and Executive Director |

Board members who attended the Meeting through electronic means, totaling 1 member;

1. Mr. Autthapawit Manothamraksa Director, Executive Chairman and Managing Director

The proportion of directors who attended the Meeting was 100% of total 7 directors.

Associate attendees who attended the Meeting in the meeting room

Ms. Pinanong	Puechmongkol	Company Secretary
Mr. Weraporn	Suk-on	Accounting & Financial Manager
Mr. Sorawit	Mankong	External Legal Advisor (The Meeting's votes inspector)

Associate attendees who attended the Meeting through electronic means

Ms. Kannika	Wipanurat	Auditor (Karin Audit Co., Ltd.)
Mr. Supoj	Mahantachaisakul	Auditor (Karin Audit Co., Ltd.)
Ms. Jirapit	Wattanaahpongsakorn	Financial Advisor (Capital One Partners Co., Ltd.)

Ms. Pinanong Puechmongkol, Company Secretary explained The vote casting and counting procedures are to shareholders, as follows:

1. Voting at the Meeting is based on the one share-one vote principle. Any shareholders who have special interest in any agenda shall have no right to vote in that agenda.
2. The Meeting shall consider the matters in order of the agenda stated in the Invitation Letter. The information in each agenda shall be presented and the shareholders are given the opportunity to firstly interrogate prior to vote on such agenda by click on the question icon which will be shown on each agenda.
3. After the end of the questioning in each agenda, the Company will open for voting within the period notified by the Company. Shareholders may cast their votes via the Application IR PLUS AGM by pressing the button to agree, disagree and abstain and press confirm.
4. If shareholders do not cast their votes within the specific period for voting, the Company will deem as agree.
5. Shareholders are enabled to change their votes until closing the voting period in the system for counting the total votes. If the time out, shareholders are unable to change the votes on such agenda.
6. The Company would count only votes of disapproval and abstention of shareholders, then, the number of such votes of disagree and abstain shall be deducted from the total number of votes of shareholders. Then, the remaining votes shall be regarded as votes of approval in such sessions.
7. For the shareholder who authorizes other person to attend the meeting instead of him/her and votes in the Proxy, the Company shall record such vote as specified by the shareholder in Proxy.
8. If shareholders log out from the Application during the meeting, the system will not be counted the votes of the shareholders, who log out, in that agenda to comply with Announcement of the Ministry of Digital Economy and Society on Security Standards of Meetings via Electronic Media B.E. 2563. However, if the

shareholders log out from any agenda item, the right to log in into the meeting and vote for the remaining agenda items shall not be prejudiced until the meeting close.

9. Due to the online electronic vote application resulting in no voided ballot, unless for the voting in the proxy form that has been sent to the company in advance in the following manner will be considered voided ballot.

(1) Voting with more than one box marked, except Custodian

(2) Voting with a vote of intent to conflict, except Custodian

10. This meeting has set out each agenda to propose for the shareholder to approve with various resolution as follows:

- Agenda 1, 3, 4, 5, and 7: the resolutions require the majority vote of the shareholders present at the Meeting and casting their votes.
- Agenda 6: The resolution requires not less than two-thirds (2/3) of all votes of the shareholders present at the Meeting,
- Agenda 8: The resolution requires not less than three-fourths (3/4) of all votes of the shareholders present at the Meeting and entitled to vote
- Agenda 2 of the Meeting is for shareholders' acknowledgment; therefore, voting is not required

In case shareholder or proxy wishing to make inquiries or to express opinions in such agenda, he/she can click the questions icon and type his/her inquires or opinion via Application IR Plus AGM all the time until closing the session.

11. For shareholders who wish to express their opinions that are not related to each agenda, it is necessary to memorize it in Agenda 9: Other matter
12. In case, shareholders additionally attended during the meeting, shareholders or proxies may exercise their voting rights only in such agenda that they attended, and resolutions thereof have not yet been passed. The Company shall report the number of shareholders and voting shares to the Meeting.

Subsequently, the Company Secretary invited the Chairman, Mr. Pawin Chamniprasart, as the Chairman of the Meeting, opening the Meeting.

Mr. Pawin Chamniprasart, Chairman of the Board, informed the Meeting that there are shareholders attended the Meeting themselves and by proxy as follows:

Proxies	28	Persons	Number of Shares	328,042,900	Shares
Shareholders Online	3	Persons	Number of Shares	100,900	Shares
Proxies Online	1	Persons	Number of Shares	100	Shares

Total there were 32 shareholders and representing attending the meeting 328,143,900 shares or 64.3419 % of the total paid up capital (510,000,000 shares), which duly formed a quorum as stated in the Articles of Association. The Chairman announced the Meeting opened to discuss matters according to the following meeting agendas:

Agenda 1: To consider and certify the Minutes of the 2022 Annual General Meeting of Shareholders

Chairman of the Meeting submitted the Minutes of the 2022 Annual General Meeting of Shareholders held on April 29, 2022, Which has been recorded completely correct and true for the Meeting to approve.

The resolution of this agenda item requires the majority vote of the shareholders present at the Meeting and casting their votes.

Resolution Having considered the matter, with unanimously resolved of the shareholders who were present at the meeting and cast their votes, to certify the minutes of the 2022 Annual General Meeting of Shareholders held on April 29, 2022, with the following votes:

Voting Results	Number of Votes	Percent
Approved	328,143,900	100.0000
Disapproved	0	0.0000
Abstained	0	Not counted as a vote

Remark: The Shareholders/Proxies, registered to attended the Meeting in this agenda, were increased for - person, holding - shares. Total attendance in this agenda is 32 persons, holding 328,143,900 shares.

Agenda 2: To acknowledge the Company's operating results for the year 2022

Chairman of the Meeting submitted the Board of Directors' annual report 2023 (Form 56-1 One Report) in QR Code which has already been sent to the shareholders together with Invitation Letter to the Meeting and asked Mr. Autthapawit Manothamraksa, Managing Director, to report SVR's 2023 operation results to shareholders as follows.

The Company's operating results for the year 2022 of Sivarom Real Estate Public Company Limited and its subsidiaries, recognized revenue of 657 million baht from 7 projects

Project	revenue (million baht)	proportion
Sivarom Park (Sukhumvit - Bangpu)	16.28	2 %
Sivarom Grand (Sukhumvit - Bangpu)	279.62	43 %
Sivarom Village (Sukhumvit - theparak)	200.18	31 %
Sivarom Nature Plus (Assumption - Sriracha)	47.02	7 %
Sivarom Nature Plus 2 (Sukhumvit -Bangpu 83)	40.46	6 %
Sivarom City (Nikhom Phatthana - Rayong)	20.80	3 %
Sivarom Village (Sukhumvit -Bangpu 58)	52.90	8 %

2022, 1 project closed is Sivarom Nature Plus (Sukhumvit -Bangpu)

2023, 2 project closed are Sivarom Park (Sukhumvit - Bangpu) and
Sivarom Village (Sukhumvit - theparak)

Currently, there are 5 ongoing projects with a total project value of 2,584 million baht.






Construction's 2023

In 2023, The construction department has delivered a total of 240 units of houses for sale, divided into;

- Detached House 59 units
- Semi-Detached House 63 units
- Townhome 118 units

Project	Units
Sivarom City (Nikhom Phatthana - Rayong)	27
Sivarom Grand (Sukhumvit - Bangpu)	54
Sivarom Nature Plus (Assumption - Sriracha)	40
Sivarom Park (Sukhumvit - Bangpu)	0
Sivarom Village (Sukhumvit - theparak)	57
Sivarom Village (Sukhumvit -Bangpu 58)	28
Sivarom Nature Plus 2 (Sukhumvit -Bangpu 83)	34
Total	240

3 new projects for the year 2023, namely; Sivarom Village (Wongwaen - Chaiyapruerk), Sivarom Park (Wongwaen – Prachauthit 76) และ Sivarom Hyde (Bangkhuae – Sathon), total project value of 1,619 million baht (362 units)

Q3	Q4	
		
Pre-Sale Jun 23	Pre-Sale Q4 23	Pre-Sale Q4 23
SVR Village wongwaen - chaiyapruerk	SVR Park Wongwaen-Prachauthit 76	SVR HYDE Bangkhuae - Sathon
242 Units	91 Units	29 Units
691 MB.	528 MB.	400 MB.

Details of 3 new projects as follow:

1. Sivarom Village (Wongwaen - Chaiyapruerk)

Location : Bang Kruai, Sai Noi
 Land size : 24-3-39 Rai
 Project value : 691 MB.
 Products : Townhome,
 Semi-Detached House,
 Shop House
 Number of units : 242 units
 Pre-Sale : Q3 2023



2. Sivarom Park (Wongwaen – Prachauthit 76)

Location : Prachauthit 76
 Land size : 22-3-78 Rai
 Project value : 528 MB.
 Products : Detached House
 Number of units : 91 units
 Pre-Sale : Q4 2023



3. Sivarom Hyde (Bangkhuae – Sathon)

Location : Kanchanaphisek
 Land size : 11-3-80.5 Rai
 Project value : 401 MB.
 Products : Detached House
 Number of units : 29 units
 Pre-Sale : Q4 2023



The marketing strategy in 2023 mainly focuses on online.

28-29 บ.ก. SIVAROM
 ส่วนลดสูงสุด 1,000,000 บ.
 คืนเงิน 100% ฟรีทุกค่าใช้จ่าย

1 ใจกลุ่ม เป้าหมายให้ถูก!
 เข้ากลุ่มลูกค้าด้วย Buyer Persona
 ทัศนคติบวกต่อแบรนด์ จากลูกค้าจริง

2 ผลัดคอนเทนต์ให้น่าดึงดูด!
 90% ของลูกค้าที่ซื้อบ้านจะซื้อบ้าน
 88% ของลูกค้าที่ซื้อบ้านจะซื้อบ้าน

3 สร้าง Call to Action (CTA) ให้ปัง!
 ประเด็นยุทธศาสตร์ที่ชัดเจน
 100% ของลูกค้าที่ซื้อบ้านจะซื้อบ้าน

BIG DATA

FANCLUB

SIVAROM society

Y2023

Marketing Strategy

- Re-Presale & Grand Opening
- Re – Pricing
- Content & Event Marketing
- Data Base For Sale
- After Sales Service

Home Innovation in 2023

Home Innovation overview, already available and add more innovation for the year 2023 as follow;

Townhome and Semi-Detached House (price 2-4 million baht) of SVR are the first premium economy home to offer EV Charger. In addition, there is also a system to cover the end of the sewer pipe to prevent insects and vermin from entering the pipe, electric meter 30/100, 2 CCTV cameras (garage and living room on the 1st floor), Residents go in and out of the project with a license plate reading system as well as use the application for visitors to contact and use as a communication channel within the housing estate.

Semi-Detached House and Detached House (price 5-8 million baht) add on automatic sanitary ware, bathtub, Digital Door Lock

Detached House (price 8-15 million baht) add on Solar Roof

นวัตกรรมที่อยู่อาศัย 2023

ทาวน์โฮม - บ้านแฝด 2 - 4 ล้านบาท





SIVAROM
REAL ESTATE



หลังคาคอนกรีต

โครงหลังคากรีส

ฉนวนกันความร้อน

กระเบื้องเซรามิก

สุขภัณฑ์ประหยัดน้ำ

ระบบ SMART SECURITY
ใช้งาน Online - Offline

ฝ้ามืดปลายท่อน้ำทิ้ง
ป้องกันแมลง และสัตว์ร้ายเข้าท่อ

ไม่รังจาย

ผนังคอนกรีตสำเร็จรูป

กระจกเขียวตัดแสง

หลอดไฟ LED

EV CHARGER

มิเตอร์ไฟฟ้า
30/100

กล่องวงจรชนิด 2 จุด
โรงรถ และห้องโถงชั้น 1



ลูกบ้าน เข้า-ออก โครงการ
ด้วยระบบอ่านป้ายทะเบียน



ใช้ APPLICATION สำหรับผู้มาติดต่อ
และใช้เป็นช่องทางสื่อสารภายในหมู่บ้าน

นวัตกรรมที่อยู่อาศัย

2023

บ้านแฝด - บ้านเดี่ยว
5 - 8 ล้านบาท





SIVAROM
REAL ESTATE



- หลังคาคอนกรีต
- โครงหลังคากรีส
- กระเบื้องเซรามิก
- สุขภัณฑ์ประหยัดน้ำ
- สวิตช์ที่ Auto
- อ่างอาบน้ำ
- ระบบ SMART SECURITY
ใช้งาน Online - Offline
- ฝ่าปิดปลายท่อน้ำทิ้ง
ป้องกันแมลง และสัตว์ร้ายเข้าท่อ
- ลิ้นชักคอนกรีตสำเร็จรูป
- ฉนวนกันความร้อน
- กระจกเขียวตัดแสง
- หลอดไฟ LED
- กล้องวงจรปิด 2 จุด
โรงรถ และห้องโถงชั้น 1
- EV CHARGER
- DIGITAL DOOR LOCK
- มีเตอร์ไฟฟ้า 30/100
- ไม่ชื้นช่าย
- ผนังคอนกรีตสำเร็จรูป
- ฉนวนกันความร้อน
- กระจกเขียวตัดแสง
- หลอดไฟ LED
- กล้องวงจรปิด 2 จุด
โรงรถ และห้องโถงชั้น 1
- EV CHARGER
- DIGITAL DOOR LOCK
- มีเตอร์ไฟฟ้า 30/100



ลูกบ้าน เข้า-ออก โครงการ
ด้วยระบบอ่านป้ายทะเบียน



ใช้ APPLICATION สำหรับผู้มาติดต่อ
และใช้เป็นช่องทางสื่อสารภายในหมู่บ้าน



Resolution The Meeting acknowledge the Annual Report of the Year 2022 (Form 56-1 One Report) and the Company's operating results for the year 2022

Agenda 3: To consider and approve the financial statements of the Company for the year ended December 31, 2022
Chairman of the Meeting assigned Mr. Weraporn Suk-on (Accounting & Financial Manager), presented the detail to the meeting.

Mr. Weraporn Suk-on (Accounting & Financial Manager) proposed the Financial Statements of Sivarom Real Estate Public Company Limited and its subsidiaries, for the Meeting to consider and approve, which comprise of the Statement of Financial Position, the related Statement of Comprehensive Income, Statement of changes in shareholders' equity and cash flows for the fiscal year ended December 31, 2022 which have been audited and certified by the auditor, and also have been reviewed by the Audit Committee and the Board of Directors. The details of which are shown in the Annual Report of the Year 2022 (Form 56-1 One Report) in QR Code form which has already been delivered to the shareholders together with Invitation Letter and the significant information can be summarized as follows:

Items	2021 (Baht)	2022 (Baht)
Total assets	850,079,288	1,205,598,813
Total liabilities	369,617,185	666,892,627
Shareholders' equity	480,462,103	538,706,186
Total incomes	575,649,366	726,154,842
Net profit	63,535,706	58,244,083
Earnings per Share (Baht/ Share)	0.14	0.15

Total assets, increasing Baht 355,519,525. -

The main factor is an increase in current assets because there were 3 new projects in 2022, namely Sivarom Nature Plus 2 (Sukhumvit –Bangpu 83) , Sivarom Village (Wongwaen - Chaiyapruet) and Sivarom Village (Sukhumvit –Bangpu 58).

Total liabilities, increasing Baht 297,275,442. -

- Total current liabilities was Baht 634 ,194,998.-, increasing Baht 347,579,214. -

The main factor is Trade and other current payables, increasing Baht 65,320,547. – and project loan, increasing Baht 269,929,785. -

- Total non-current liabilities was Baht 32,697,629. -, decreasing Baht 50,403,772. –

The main factor is long – term borrowings of Sivarom Town (Airport – Phuket) reduced payment.

Shareholders' equity, increasing Baht 58,244,083. -

Authorized share capital

2021, Ordinary share Baht 1 par value 380,000,000 shares

2022, Ordinary share Baht 1 par value 510,000,000 shares

(Authorized, issued and paid up share capital 380,000,000 shares)

Retained earnings, appropriated for legal reserve Baht 3,016,789. – from net profit of separate financial statements was Baht 60,335,721. – (5 percent of the net profit for the year 2022), unappropriated was Baht 93,513,837. -

Total incomes, increasing Baht 150,505,476. -

Statement of Comprehensive Income for the year ended December 31, 2022

	(Unit : Baht)			
	Consolidated financial statements		Separate financial statements	
Notes	2022	2021	2022	2021
Revenues from sales - real estate	657,276,585	559,250,188	583,570,122	356,024,688
Revenues from sales - land	67,799,550	-	67,799,550	-
Cost of sales - real estate	(434,042,596)	(389,306,121)	(378,934,961)	(230,696,256)
Cost of sales - land	(63,562,312)	-	(63,562,312)	-
Gross profit (loss)	227,471,227	169,944,067	208,872,399	125,328,432
Other income	209,794	5,174,790	188,907	571,357
Gain on sales of investments in subsidiaries	-	11,187,205	-	-
Selling expenses	(65,941,510)	(45,665,363)	(56,125,607)	(31,630,101)
Administrative expenses	(69,982,314)	(61,299,346)	(66,966,752)	(61,016,252)
Profit (loss) from operating activities	91,757,197	79,341,353	85,968,947	33,253,436

Profit (loss) from operating activities		91,757,197	79,341,353	85,968,947	33,253,436
Finance income		868,913	37,183	6,040,545	3,393,048
Finance costs		(15,187,516)	(2,421,038)	(15,351,472)	(5,441,662)
Profit (loss) before income tax expense		77,438,594	76,957,498	76,658,020	31,204,822
Tax (expense) income	14	(19,194,511)	(13,611,957)	(16,322,299)	(6,664,099)
Profit (loss) for the year		58,244,083	63,345,541	60,335,721	24,540,723
Items that will not be reclassified to profit or loss :					
Gains (losses) on remeasurements of defined benefit plans		-	190,165	-	158,099
Total comprehensive income (expense) for the year		58,244,083	63,535,706	60,335,721	24,698,822

Net profit, decreasing Baht 5,291,623. - because the most profits of year 2022 came from SVR, cause more taxes to be paid Baht 5,582,554. -

Earnings per Share, increasing 0.01 Baht/ Share

Ratio	for the year ended			
	December 31, 2022		December 31, 2021	December 31, 2020
1. liquidity ratio (Current Ratio)	1.69		2.48	1.89
2. Debt to Equity Ratio (D/E)	1.24		0.77	0.97
3. Return on Equity (ROE) %	11.82		12.15	4.87
4. Gross Profit Margin %	31.37	33.96	30.39	26.48
5. Net Profit Margin) %	7.85	8.19	8.47	3.31
6. Earnings Per Share	0.15		0.14	0.05

Remark : * As of September 30, 2022: mai / Current Ratio of Real Estate Development Group was 2.75, ROA of Real Estate Development Group was 0.61% , ROE 2.28% , D/E 1.42 In addition, the company has a policy to maintain D/E not exceeding 2.5:1.

The resolution of this agenda item requires the majority vote of the shareholders present at the Meeting and casting their votes.

Resolution Having considered the matter, with unanimously resolved of the shareholders who were present at the meeting and cast their votes, to approve the financial statements of the Company for the year ended December 31, 2022 with the following votes:

Voting Results	Number of Votes	Percent
Approved	328,143,900	100.0000
Disapproved	0	0.0000
Abstained	0	Not counted as a vote

Remark: The Shareholders/Proxies, registered to attended the Meeting in this agenda, were increased for 1 person, holding 100 shares and decreased for 1 person, holding 100 shares. Total attendance in this agenda is 32 persons, holding 328,143,900 shares.

Agenda 4: To consider and approve the allocation of the net profit as legal reserve and the omission of dividend payment from the Company's operation result for the year 2022

Chairman of the Meeting assigned Mr. Weraporn Suk-on (Accounting & Financial Manager), presented the detail to the meeting.

Mr. Weraporn Suk-on (Accounting & Financial Manager) proposed that according to Clause 54 of the Company's Articles of Association, the Company must allocate no less than 5 percent of its annual net profit deducted by accumulated loss brought forward (if any) as its reserves until the reserves reach no less than 10 percent of its registered capital. In addition, Clause 53 of the Company's Article of Association also prohibits any split of other types of money to be paid as dividend unless it is a profit. In case the Company still suffers from accumulated loss, no dividend shall be made. The dividend shall be equally divided among the number of shares for an equal amount. Payment of dividend is subject to the approval of the Shareholders' Meeting. The Board of Directors may pay an interim dividend to shareholders from time to time should it deem that the Company has enough profit to do so before reporting to the Shareholders' Meeting at a subsequent meeting.

And in compliance with the dividend payment policy of the Company which has determined that the Company must make payment of the dividend to the shareholders at a rate of not less than 40 % of net profit after deducting legal reserves. whereby the Company will consider the declaration of dividend by primarily taking into account various factors in the best interests of the shareholders as well as the dividend payment must not significantly affect the Company's normal operations. However, such dividend payment is subject to change due to performances, financial status, liquidity, the business expansion plan, necessities and suitability in the future and other factors relating to the Company's operations and management as agreed and approved by the Board of Directors. The resolution of the Board of Directors approving the dividend payment must be presented to the Shareholders' Meeting for an approval, except for interim dividend payments, which the Board of Directors has the authority to approve the interim dividend payment. Such dividend payments must be reported to shareholders at the next shareholders' meeting.

In 2022, the Company has a net profit from its operating results according to the separate financial statements for the year ended December 31, 2022 in the amount of Baht 60,335,721

and had no accumulated loss. Therefore, the Company deems it appropriate to propose the Shareholders' Meeting to consider approving the appropriate of the net profit from the operating results in 2022 as legal reserve in the amount of Baht 3,016,786 (not less than 5 percent of the net profit for the year 2022)

The Company deems it appropriate to propose the Shareholders' Meeting to consider approving the omission of dividend payment for the operating results for the year 2022 to be used as working capital and in order to support the expansion of the business in 2023.

Details of Dividend payments of the past year appeared as follow:

Unit : Baht

Details of the Dividend payment	Year 2021	Year 2022 (Proposed Year)
Net Profit (loss) per the separate financial statements (Baht)	24,540,723	60,335,721
Dividend Payment	Omission	Omission
Proportion	-	-

The resolution of this agenda item requires the majority vote of the shareholders present at the Meeting and casting their votes.

Resolution

Having considered the matter, with unanimously resolved of the shareholders who were present at the meeting and cast their votes, to approve the allocation of the net profit as legal reserve and the omission of dividend payment from the Company's operation result for the year 2022 with the following votes:

Voting Results	Number of Votes	Percent
Approved	328,144,000	100.0000
Disapproved	0	0.0000
Abstained	0	Not counted as a vote

Remark: The Shareholders/Proxies, registered to attended the Meeting in this agenda, were increased for 1 person, holding 100 shares. Total attendance in this agenda is 33 persons, holding 328,144,000 shares.

Agenda 5:

To consider and approve the appointment of directors to replace those who will retire by rotation

The Company Secretary informed the Meeting that before consider this agenda, Mr. Pawin Chamniprasart, Chairman of the Board, is the director who retire by rotation and will be considered to re-election, clause 43 of the Company's Article of Association, in case the Chairman is absent from the meeting or unable to perform duties The Vice Chairman shall

preside over the meeting. Therefore Mr. Phaithoon Rakprathet, Vice Chairman, to be the chairman of the meeting in this agenda.

According to clause 21 of the Company's Article of Association, which require that at every annual general meeting of shareholders, one-third (1/3) of all directors shall retire from the office. If the number of directors is not a multiple of three, then the number nearest to one-third (1/3) of the directors who are holding the longest term of office shall retire. Retiring directors are eligible for re-election, and the Company will propose each person for shareholders to consider and elect. The directors who have been in the office for the longest period and shall resign are as follow:

1. Mr. Pawin Chamniprasart Independent Director / Chairman of the Board
2. Mr. Preecha Plengphew Independent Director /Member of Audit Committee /
Member of Nomination and Remuneration Committee
3. Mr. Autthapawit Manothamraksa Director / Executive Chairman /
Managing Director

The Board of Director which exclude the directors who has the related benefits, having considered the matter, deemed that the three directors, who are to retire on rotation, are fully qualified according to Public Limited Company Act, B.E. 2535, and terms and conditions of company executives issued by the Securities and Exchange Commission. In addition, they are competent, have experiences that benefit the Company's business, visionary and have worked well as directors in the past. They also have a good record of meeting attendance and participation at the Meeting. Details of their backgrounds and performances are in Attached 3 in the Invitation Letter that have been delivered to the shareholders.

For consideration of this agenda Directors, who have the related benefits temporarily left the meeting. in order to comply with good corporate governance principles.

The resolution of this agenda item requires the majority vote of the shareholders present at the Meeting and casting their votes by considering individual appointment.

Resolution

Having considered the matter, with unanimously resolved of the shareholders who were present at the meeting and cast their votes, to approve the appointment of 3 directors to replace those who will retire by rotation by considering individual appointment with the following votes:

1. Approved on appointment of Mr. Pawin Chamniprasart as Independent Director and Chairman of the Board with the following votes:

Voting Results	Number of Votes	Percent
Approved	328,144,000	100.0000
Disapproved	0	0.0000
Abstained	0	Not counted as a vote

2. Approved on appointment of Mr. Preecha Plengphew as Independent Director, Member of Audit Committee and Member of Nomination and Remuneration Committee with the following votes:

Voting Results	Number of Votes	Percent
Approved	327,924,000	100.0000
Disapproved	0	0.0000
Abstained	0	Not counted as a vote

Director is a shareholder, not counted as a vote

3. Approved on appointment of Mr. Autthapawit Manothamraksa as Director, Executive Chairman and Managing Director with the following votes:

Voting Results	Number of Votes	Percent
Approved	274,144,000	100.0000
Disapproved	0	0.0000
Abstained	0	Not counted as a vote

Director is a shareholder, not counted as a vote

Remark: The Shareholders/Proxies, registered to attended the Meeting in this agenda, were increased for - person, holding - shares. Total attendance in this agenda is 33 persons, holding 328,144,000 shares.

The Chairman of the board, thank you to the shareholders for trusting and re-electing to back into the Chairman of the board and Acting as chairman of the meeting in the next agenda.

Agenda 6: To consider and approve the remuneration of directors for the year 2023

Chairman of the Meeting assigned Company Secretary, to propose the Meeting to consider and approve the remuneration of directors for the year 2023

The Company Secretary informed the Meeting that in order to comply with Section 90 of the Public Limited Companies Act B.E. 2535 (1992) (as amended) and Clause 34 of the Company's

Articles of Association, which require that the Company's directors shall be entitled to receive remuneration from the Company as the Shareholders' Meeting shall consider and pass its resolution with not less than two-thirds (2 / 3) of all votes of the shareholders present at the Meeting. Such remuneration for directors may be fixed or subject to specific criteria, and may be effective from time to time or indefinitely until otherwise changed by resolution of the Shareholders' Meeting.

However, should any director be the Company's staff member or employee, such director shall also be entitled to receive the remuneration and benefits of staff or employees in accordance with the Company's regulations, provided that the remuneration received in such capacity as the Company's director shall not prejudice the directors' right to receive such remuneration and welfares in his/her capacity as the Company's staff member or employee.

The remuneration which was approved by the 2022 Annual General Meeting of Shareholders is not exceeding Baht 1,200,000 per year as remunerations for the directors and subcommittee members. The details of the remuneration for each director and the scope of responsibility of the Board of Directors, Audit Committee, and the Nomination and Remuneration Committee are stated on the Annual Report of the Year 2021 (Form 56-1 One Report) in QR Code form (in Attached 2) which has already been delivered to the shareholders.

In 2023, the Board of Directors has considered the remuneration based on what the Nomination and Remuneration Committee proposed by taking into account the number of directors, the Company's operating results, business size, duties and responsibilities as well as their respective performances, The Board therefore deems appropriate to propose the Annual General Meeting of Shareholders, the remuneration of directors for the year 2023 at an amount not exceeding Baht 2,500,000. The meeting allowances per meeting remain the same. But add Extra Remuneration as an incentive. The details are as follows:

1) Meeting allowances

Position	Meeting allowances (Baht/meeting)
Board of Directors	
Chairman of the Board	30,000
Director	15,000
Audit Committee	
Chairman of the Audit Committee	15,000
Member of Audit Committee	10,000

Position	Meeting allowances (Baht/meeting)
Nomination and Remuneration Committee	
Chairman of Nomination and Remuneration Committee	15,000
Member of Nomination and Remuneration Committee	10,000

2) Incentive to director not exceeding 200,000 Baht / person /year

The resolution of this agenda item requires not less than two-thirds (2 / 3) of all votes of the shareholders present at the Meeting,

Resolution Having considered the matter, with unanimously resolved of the shareholders who were present at the meeting, to approve the remuneration of directors for the year 2023 in the amount of Baht 2,500,000 per year, whereby the Board of Directors was authorized to allocate such remunerations to each director with the following votes:

Voting Results	Number of Votes	Percent
Approved	328,144,000	100.0000
Disapproved	0	0.0000
Abstained	0	0.0000

Remark: The Shareholders/Proxies, registered to attended the Meeting in this agenda, were increased for - person, holding - shares. Total attendance in this agenda is 33 persons, holding 328,144,000 shares.

Agenda 7: To consider and approve the appointment of the auditors and fix their remuneration for the year 2023

Chairman of the Meeting assigned Company Secretary, to propose the Meeting to consider and approve the appointment of the auditors and fix their remuneration for the year 2023.

The Company Secretary informed the Meeting that to comply with the Public limited Company Act B.E 2535 which requires the Annual General Meeting of Shareholders to appoint the auditors and to determine the audit fee every year and by the recommendation from the Audit Committee , the Board of Directors deems appropriate to propose to the Annual General Meeting of Shareholders to appoint the auditors from Karin Audit Co., Ltd. as an auditor of the Company and its subsidiaries for the year 2023 where either of the following auditors shall audit and express opinions to the Company's financial statements, and in the event those auditors are unable to perform their duties, Karin Audit Co., Ltd. is authorized to assign another of its auditors

to perform the audit and express an opinion on the Company's financial statements in their place.

	Name of Auditor	CPA No.
1.	Mr. Komin Linphrachaya	3675
2.	and/or Mr. Jadesada Hungsapruek	3759
3.	and/or Mr. Supoj Mahantachaisakul	12794
4.	and/or Ms. Kanwarat Saksriborworn	13273
5.	and/or Ms. Kannika Wipanurat	7305
6.	and/or Mr. Jirote Sirirorote	5113
7.	and/or Ms. Nonglak Pattanabandith	4713
8.	and/or Mrs. Sumana Senivongse	5897
9.	and/or Mr. Worapol Wiriyakulapong	11181
10.	and/or Mr. Pojana Asavasontichai	4891
11.	and/or Mr. Wichian Proongpanish	5851
12.	and/or Ms. Kojchamon Sunhuan	11536
13.	and/or Ms. Bongkotrat Suamsiri	13512
14.	and/or Mr. Thanathit Raksathianraphap	13646

The auditor proposed the 2023 auditing fee for the Company in the amount of Baht 1,220,000. - per year, increasing Baht 70,000. - from the 2022 auditing fee which was Baht 1,150,000. - per year, and also offered the audit for 3 subsidiaries of the Company comprising of Siam Pattana Real Estate Co., Ltd., Sivarom China Co., Ltd., and Bangpu Land 58 Co., Ltd. In 2023, the total auditing fee of the Company and the subsidiaries is Baht 1,594,000. - per year, increasing Baht 119,000. - from the 2022 auditing fee which was Baht 1,475,000. - per year.

Karin Audit Co., Ltd., as a certified public accountant approved by the Office of the Securities and Exchange Commission, is also known for its auditing experiences of various listed companies, reliability, creditability as well as has adequate personnel. The auditor has no relationship or transaction that may lead to a conflict of interest with the Company nor does it have any interest with the Company, subsidiaries, executives or major shareholders or those related thereto in any manner, either.

For the Non-Audit fee, the Company did not receive any service from the auditor's audit office during the past fiscal year.

The Board of Directors deems appropriate to propose to the Annual General Meeting of Shareholders to consider granting approval for Karin Audit Co., Ltd. as the Company's audit firm and approving the appointment of the auditors mentioned above as the auditor of the Company and subsidiaries in year 2023 with the total remuneration of Baht 1,594,000. - per year.

The resolution of this agenda item requires the majority vote of the shareholders present at the Meeting and casting their votes.

Resolution Having considered the matter, with unanimously resolved of the shareholders present at the Meeting and casting their votes, appointing the auditors from Karin Audit Co., Ltd. as an auditor of the Company and its subsidiaries for the year 2023

	Name of Auditor	CPA No.
1.	Mr. Komin Linphrachaya	3675
2.	and/or Mr. Jadesada Hungsapruet	3759
3.	and/or Mr. Supoj Mahantachaisakul	12794
4.	and/or Ms. Kanwarat Saksriborworn	13273
5.	and/or Ms. Kannika Wipanurat	7305
6.	and/or Mr. Jirote Sirirorote	5113
7.	and/or Ms. Nonglak Pattanabandith	4713
8.	and/or Mrs. Sumana Senivongse	5897
9.	and/or Mr. Worapol Wiriyakulapong	11181
10.	and/or Mr. Pojana Asavasontichai	4891
11.	and/or Mr. Wichian Proongpanish	5851
12.	and/or Ms. Kojchamon Sunhuan	11536
13.	and/or Ms. Bongkotrat Suamsiri	13512
14.	and/or Mr. Thanathit Raksathianraphap	13646

and approved the auditing fee of the Company and the subsidiaries for the year 2023 totaling Baht 1,594,000. - per year with the following votes:

Voting Results	Number of Votes	Percent
Approved	328,144,000	100.0000
Disapproved	0	0.0000
Abstained	0	Not counted as a vote

Remark: The Shareholders/Proxies, registered to attended the Meeting in this agenda, were increased for - person, holding - shares. Total attendance in this agenda is 33 persons, holding 328,144,000 shares.

Agenda 8: To consider and approve for issuance and offering of bond and fixed incomes instrument amount, not exceed Baht 1,400 million

Chairman of the Meeting assigned Company Secretary, to propose the Meeting to consider and approve for issuance and offering of bond and fixed incomes instrument amount, not exceed Baht 1,400 million.

The Company Secretary informed the Meeting that for the purpose of working capital and/or expanding business of the Company, the Board of Directors' Meeting No. 1/2023 held on February 27, 2023 resolved to propose the shareholders' meeting to consider and approve for issuance and offering of bond and fixed incomes instrument amount, not exceed Baht 1,400 million, with details as follows:

Uses of Proceeds	For general business operation and/ or repayment debts and/ or company' s investments and/or working capital and/or any purposes which is subjected to the consideration and decision of the board of directors
Types of Bond and Fixed Incomes Instrument	Bond and fixed incomes instrument (not limit to bond, short-term bond, bills of exchange and short-term bills of exchange) in any types and forms, name-registered or no name-registered bond, secure or unsecured bond, guaranteed or non-guaranteed bond, subordinated or unsubordinated bond, callable or non-callable bond, issue with bondholders' representative or without bondholders' representative, having maturity or without maturity (perpetual), which depends on market sentiments at each issuance and offering periods
Currency	Thai Baht or foreign currencies, which have to be equivalent to each other. The exchange rate shall be at the each time of issuance of bond and fixed incomes instrument (not limit to bond, short-term bond, bills of exchange and short-term bills of exchange).
Principal Amount	The principal amount of bond and fixed incomes instrument (not limit to bond, short-term bond, bills of exchange and short-term bills of exchange) is not exceed Baht 1,400 million in Thai Baht or foreign currencies, which have to be equivalent to each other . In addition, the company will be able to issue and offer the bond and fixed incomes instrument (not limit to bond, short-term bond, bills of exchange and short-term bills of exchange) in one time and/or several times and/or in program, to issue and offer the bond and fixed incomes instrument (not limit to bond, short-term bond, bills of exchange and short-term bills of exchange) in order to replace the existing bond and fixed incomes instrument (not limit to bond, short-term bond, bills of exchange and short-term bills of exchange), which has any forms of redemption, in a Revolving Basis, which the outstanding bond and fixed incomes instrument (not

	limit to bond, short-term bond, bills of exchange and short-term bills of exchange) shall not, at all time, exceed the approval amount above.
Interest Rate	The interest rate shall be depended on market sentiments at the time of issuance and offering periods for each of bond and fixed incomes instrument (not limit to bond, short-term bond, bills of exchange and short-term bills of exchange)
Tenor	The tenor shall be depended on market sentiments at the time of issuance and offering periods for each of bond and fixed incomes instrument (not limit to bond, short-term bond, bills of exchange and short-term bills of exchange) , which the features can be callable or non-callable bond or perpetual bond
Placement Method	(1) Offer bond and fixed incomes instrument (not limit to bond, short-term bond, bills of exchange and short-term bills of exchange) in one time and/or several times and/or in program and/or revolving basis (2) Offer to general public, and/or private placement, specific investors or PP10 , high net worth investors, ultra-high net worth investors, institutional investors, both in Thailand or outside Thailand. The offering can be in one time or several times, which has to be followed the Securities and Exchange Commission Notifications (and as amended), Capital Market Commission Notifications (and as amended), or any other related regulations which regulate at the time of the issuance and offering
Early Redemption of Debentures	The debentures holders may have right to redeem the debentures or repay the whole or some of the principal before the redemption date which may exercise the right to repay the debentures before maturity from the maturity date of a year from the date of issuance of debentures.

The Board of Directors has considered the matter and deemed it appropriate to propose the Annual General Meeting of Shareholders to consider and approve for issuance and offering of bond and fixed incomes instrument amount, not exceed Baht 1,400 million, including to Assign the board of directors or executive committees or persons who have been assigned by the board of directors or executive committees, to has/have an authority to indicate terms and conditions and any other details which are related to issuance and offering of the bond and fixed incomes instrument (not limit to bond, short-term bond, bills of exchange and short-term bills of exchange), which is not limited to name, type, collateral (if any), issuing amount both unit and value, currency, tenor, interest rate, offering price per unit, offering period, placement method, allocation method, call option, condition of repayment, repayment method, which will be considered appropriately, to appoint financial advisor, credit rating agency, bondholders' representative, bond registrar, underwriters, appraisal, any other advisors and/or any other persons which are related to the issuance and offering of the bond and fixed incomes instrument (not limit to bond, short-term bond, bills of exchange and short-term bills of

exchange), including to be listed on Thai Bond Market Association ("ThaiBMA") and/or any secondary markets, to contact, provide information, sign (with or without company stamp) to guarantee, revise any agreements or documents, which are related to the issuance and offering of the bond and fixed incomes instrument (not limit to bond, short-term bond, bills of exchange and short-term bills of exchange), which is not limited to application forms, Filing forms, prospectus, including documents and any other evidences which have to be submitted to the Securities and Exchange Commission, Thailand ("SEC"), the Stock Exchange of Thailand ("SET"), ThaiBMA, and/or any other units which are related to this issuance and offering, to carry out any other necessary and appropriate obligation in order to make the issuance and offering of the bond and fixed incomes instrument (not limit to bond, short-term bond, bills of exchange and short-term bills of exchange) completed and successful.

The resolution of this agenda item requires not less than three-fourths (3/4) of all votes of the shareholders present at the Meeting and entitled to vote

Resolution

Having considered the matter, with unanimously resolved of the shareholders present at the Meeting and entitled to vote, to approve for issuance and offering of bond and fixed incomes instrument amount, not exceed Baht 1,400 million with the following votes:

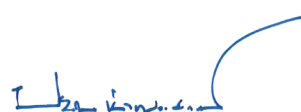
Voting Results	Number of Votes	Percent
Approved	328,144,000	100.0000
Disapproved	0	0.0000
Abstained	0	0.0000

Remark: The Shareholders/Proxies, registered to attended the Meeting in this agenda, were increased for - person, holding - shares. Total attendance in this agenda is 33 persons, holding 328,144,000 shares.

Agenda 9:

Other matter (if any)

The Chairman asked if any shareholders would like to submit other matters to the Meeting or if any would have any question. As there was no further matter to discuss or question from the shareholder, therefore, expressed his appreciation to the shareholders for attending the Meeting and declared the Meeting closed 3.28 p.m.



(Mr. Pawin Chamniprasart)

Chairman of the Meeting

**Annual Report of the Year 2023 (Form 56-1 One Report) and
the Financial Statements for the fiscal year ended December 31, 2023**

(The 2023 Annual Report (Form 56-1 One Report) is in the form of QR code which attached to the invitation to the
Annual General Meeting of Shareholders for the Year 2024)

The Thailand Securities Depository Co., Ltd., as a securities registrar under the Stock Exchange of Thailand, has developed a system which allows SET Listed Companies to send to the shareholder's documents regarding the Annual General Meeting of Shareholders and the Form 56-1 One Report (Annual Report) in the form of E-books accessible through QR Code, thus allows the shareholders to access the information with ease.

The Shareholders can download the documents via QR Code (QR Code) by following the steps below:

For iOS System

1. Turn on the mobile camera.
2. Turn the mobile camera to the QR Code to scan it.
3. The notification will appear on top of the screen. Click on the notification to access documents regarding the meeting.

Remark: If the notification does not appear on the mobile phone, the QR Code can be scanned with other applications such as QR CODE READER, Facebook or Line.

For Android System

1. Open applications such as QR CODE READER, Facebook or Line
How to scan the QR Code with Line application
 - 1.1 Open Line application and click on "Add friend"
 - 1.2 Choose "QR Code"
 - 1.3 Scan the QR Code
2. Scan the QR Code to access documents regarding the meeting

Independent Director's Resume
Sivarom Real Estate Public Company Limited



Name - Surname	Mr. Phaithoon Rakprathet
Age	66 years
Present position in the Company	2022 - Present Independent Director Vice Chairman of the Board of Directors Chairman of the Audit Committee
Period of directorship	2 years
Type of proposal directors	Independent Director, Vice Chairman of the Board of Directors Chairman of the Audit Committee
Education	Doctor of Arts, Krirk University Master of Public Administration, Burapha University Bachelor of Arts, Ramkhamhaeng University
Director Training Program from IOD	DAP 180/2021
Working experiences	2020 - Present Vice Chairman of the Board of Directors and Chairman of the Audit Committee Sivarom Real Estate Public Company Limited 2017 – 2018 The Governor of Mukdahan 2015 – 2017 Vice Governor of Nakhon Phanom 2014 – 2015 Permanent Secretary of Nhong Khai
Number of Shareholding	None

Present position in other company:

- | | |
|---|--------|
| - Listed companies | : None |
| - Non-listed companies | : None |
| - Companies that may cause any conflict of interests to the Company | : None |

Attendance the Meeting in 2023

- | | |
|----------------------------------|--|
| - The Board of Directors Meeting | Attendance the Meeting totaling 6 of 6 times |
| - The Audit Committee Meeting | Attendance the Meeting totaling 4 of 4 times |

Company Director's Resume
Sivarom Real Estate Public Company Limited



Name - Surname	Mr. Ronnarith Thitisuriyarax	
Age	67 years	
Present position in the Company	2022 - Present	
	Director,	
	Chairman of the Executive Committee	
	2022 - Present	
	Member of Nomination and Remuneration Committee	
Period of directorship	2 years	
Type of proposal directors	Director	
	Chairman of the Executive Committee	
	Member of Nomination and Remuneration Committee	
Education	Master of Accountancy in Financial and Banking,	
	Chulalongkorn University	
	Bachelor of Business Administration in Financial and Banking,	
	Ramkhamhaeng University	
Director Training Program from IOD	DAP 179/2021	
	CFO 0036 (SEC)	
	Company Secretary 89/2018 (IOD)	
Working experiences	2023 - Present	Director Kidney Connect Co., Ltd.
	2019 – Present	Director, Chairman of the Executive Committee Senior Deputy Chief Executive Officer Sivarom Real Estate Public Company Limited
	2019 – February 2023	Senior Chief Financial Executive Officer Sivarom Real Estate Public Company Limited
	2018 – 2018	Senior Chief Financial Executive Officer and Company Secretary Baansuay Group Public Company Limited (Surat Thani)
	2017 – 2017	Chief Executive Officer and Senior Chief Financial Officer JD Food Products Co., Ltd.

Number of Shareholding 2,000,000 shares is equal to 0.39%
(as of February 28, 2024)

Present position in other company:

- Listed companies : None
- Non-listed companies : 2023 – Present Director
Kidney Connect Co.,Ltd.
- Companies that may cause any conflict of interests to the Company : None

Attendance the Meeting in 2023

- The Board of Directors Meeting Attendance the Meeting totaling 6 of 6 times
- The Nomination and Remuneration Committee Meeting Attendance the Meeting totaling 3 of 3 times

Definition of Independent Director

The Stock Exchange of Thailand (SET) and the Securities and Exchange Commission (SEC) require the Board of Directors of a listed company to have at least three independent directors while a sub-committee shall consist of independent directors. A company however may impose more qualifications of independent directors than those determined by the SET and the SEC.

The Company has required its independent directors to remain independent from major shareholders, executives and relevant parties or non-executive directors, the qualifications of which are as follows.

Qualifications of SVR's independent director

1. Holds shares not exceeding 1% of the total shares with voting right of the applicant, its parent company, subsidiaries, associates, major shareholders, and controlling parties of the applicant, provided that the shares held by the related parties of such independent director shall be included.
2. Not or has never been an executive director, employee, staff, advisor who receives salary, nor controlling parties of the applicant, its parent company, subsidiaries, associates, same-level subsidiaries, major shareholders, or controlling parties of the applicant unless the foregoing status ended at least 2 years prior to the date of submitting the application to the Securities and Exchange Commission (SEC), provided that such prohibition shall not include the case that such independent director has ever been official or advisor of the government sector that is the major shareholder or controlling party of the applicant.
3. Not the person who has relationship by means of descent or legal registration under the status of father, mother, spouse, brothers and sisters, and children. The prohibitive persons also include spouses of daughters and sons of management, major shareholders, controlling party or the person who is in the process of nomination to be the management or controlling party of the applicant or its subsidiary.
4. Have no or never had business relationship with the applicant, its parent company, subsidiaries, associates, major shareholders, or controlling parties of the applicant in respect of holding the power which may cause the obstacle of the independent decision, including not being or never been the significant shareholder, or controlling parties of any person having business relationship with the applicant, its parent company, subsidiaries, associates, major shareholders, or controlling parties of the applicant unless the foregoing status ended at least 2 years prior to the date of submitting the application to the SEC.

The business relationship mentioned under the first paragraph shall include business transaction in ordinary business manner of rent, or lease the immovable property, transaction related to assets or services, or the financial support regardless of being lent or borrowed, guaranteed, secured, by assets, debt, and any otherwise similar performance which causes liability or obligation to the applicant or counter party, have provided that such liability is equal to or exceed 3% of the net tangible assets of the applicant or equal or above 20 million baht, whichever is lower. In this regard, the calculation of such liability shall be in accordance with the calculation method of the value of connected transaction under the Notification of Capital Market Supervisory Board governing the conditions of connected transaction mutatis mutandis. The liabilities incurred during a period of 1 year prior to the date of having business relationship with the above party shall be included on calculation of such liabilities.

5. Is not or has never been the auditor of the applicant, its parent company, subsidiaries, associates, major shareholders, or controlling parties of applicant, and is not the significant shareholder, controlling parties, or partner of the auditing firm which employs such auditor of the applicant, its parent company, subsidiaries, associates, major shareholders, or controlling parties of the applicant unless the foregoing status ended at least 2 years prior to the date of submitting the application to the SEC.
6. Is not or has never been the professional service provider, including but not limited to legal service or financial advisor with received service fee more than 2 million baht per year from the applicant, its parent company, subsidiaries, associates, major shareholders, or controlling parties, and is not the significant shareholder, controlling parties, or partner of the above mentioned service firms unless the foregoing status ended at least 2 years prior to the date of submitting the application to the SEC.
7. Is not the director who is nominated to be the representative of directors of the applicant, major shareholders, or any other shareholder related to the major shareholders.
8. Do not operate the same and competitive business with the business of the applicant, or its subsidiaries, or is not a significant partner of the partnership, or is not an executive director, employee, staff, advisor who receives salary, nor holds shares for more than 1% of the total shares with voting right of any other company which operates same and competitive business with the business of the applicant, or its subsidiaries.
9. Is not any otherwise which is unable to have the independent opinion regarding the business operation of the applicant

**Articles of Association of Sivrom Real Estate Public Company Limited
In Relation to the Annual General Meeting of Shareholders**

The appointment of directors to replace those who will retire by rotation

Clause 20 Directors will be selected by the meeting of shareholders in accordance with the following criteria and procedure:

- (1) One shareholder shall be entitled to cast his/her vote at the rate of one share to one vote
- (2) Each shareholder will use all of his/her shares under (1) above to select either one or several persons as directors but may not divide his/her votes on a disparity basis to any one.
- (3) Persons receiving maximum votes in the respective order shall be appointed directors in accordance with the number of directors permitted in the Board or to be appointed on that occasion. In the case where candidates receive equal votes in the respective order which would make the number of directors exceed that permitted to be appointed or to be appointed on that occasion, the presiding chairman shall cast his/her decisive vote.

Clause 21 At each annual ordinary general meeting, one-third of members of the Board shall retire. If such number cannot be divided exactly into one-thirds, then the number of directors to retire shall be the nearest to this one-third fraction.

A retiring director is eligible for re-election.

Directors to retire during the first and second year following the registration of the Company shall be drawn by lots. In every subsequent year, however, the director(s) who has held the longest term in office shall be the person(s) to retire.

The remuneration of directors

Clause 34 Directors may receive remuneration from the Company in accordance with resolutions passed in the meetings of shareholders with the votes of not less than two-thirds (2/3) of the total votes of the shareholders present at the meeting. The remuneration of the directors may be fixed or specific, and may be specified from time to time or effective until revoked by the resolution of the shareholders' meeting.

The provision of paragraph one shall not affect the rights to receive payment or benefits entitled to the elected directors who are employees or workers of the Company provided by virtue of their position as employees or workers.

Meeting of Shareholders

Clause 38 An Annual Ordinary Meeting of Shareholders shall be convened by the Board within four months from the last day of the Company's fiscal period.

Meetings of shareholders other than the meeting in paragraph one is called an extraordinary meeting. The Board of Directors may summon an extraordinary meeting of shareholders at any time it sees fit.

One or more shareholders holding the aggregate number of shares of not less than ten (10) percent of the total number of shares sold may, by subscribing their names, request the Board of Directors in writing to call an extraordinary meeting at any time. The matters and reasons for calling such meeting shall be clearly stated in such request. In this regard, the Board of Directors shall proceed to call a meeting of shareholders to be held within forty-five (45) days as from the date the request in writing from shareholders are received.

In case of the Board of Directors fails to arrange for the meeting within paragraph 3, the shareholders who have subscribed their names or other shareholders holding the required aggregate number of shares may themselves call the meeting within forty-five (45) days as from the date of expiration of the forty-five (45) days period in which the Board of Directors must convene the shareholders' meeting. In such case, the meeting is deemed to be shareholders' meeting called by the Board of Directors and the Company shall be responsible for necessary expenses as may be incurred in the course of convening such meeting and the Company shall reasonably provide facilitation.

In the case where, at the meeting called by the shareholders under paragraph four, the number of shareholders presented does not constitute quorum as prescribed by Article, the shareholders under paragraph four shall jointly compensate the Company for the expenses incurred in arrangements for holding that meeting.

Clause 39 In summoning a meeting of shareholders, the Board shall arrange for the Notice to call the meeting which specifies the location, date, time and items of agenda and matters to be tabled therein together with reasonable details which clearly specify as to whether such matters are to be submitted for acknowledgement, approval or consideration, where applicable, including the Board's opinion on such matters as well. Such notice shall be sent to shareholders and the Registrar pursuant to the law on Public Limited Companies at least 7 days prior to the date of the meeting and shall be published in a newspaper for 3 consecutive days at least 3 days prior to the date of the meeting.

Clause 40 Meetings of shareholders may be held in via electronic media platform pursuant the security standards of the meeting via electronic media must be in accordance with the relevant laws and regulations.

Clause 41 A quorum for a meeting of shareholders shall be formed by at least 25 shareholders or not less than half of the total number of shareholders attending the meeting either in person or by proxy (if any) holding an aggregate number of shares of no less than one-third of the total number of shares distributed.

At a meeting of shareholders, if an hour should have lapsed after the time fixed for the meeting and the prescribed quorum is still lacking, then in the case of a meeting called at the request of shareholders, it shall be cancelled forthwith. However, if such a meeting has not been called at the request of shareholders, it shall be re-scheduled and a Notice sent out to shareholders at least 7 days before the date of the meeting. A quorum is not, however, mandatory for this latter meeting.

Clause 42 Shareholders may appoint proxies to attend the meeting and vote on their behalves at any shareholders meeting. The Deed of Proxy, however, shall be signed by the shareholder who is granting such proxy and executed in the form as prescribed by the Registrar. Before entering the meeting, this Deed of Proxy shall be submitted by the proxy holder to the Chairman of the Board or a person so assigned by him/her at the place in which the meeting will take place. Proxy must be at least the following items;

- (1) The number of shares held by the grantor.
- (2) Proxy's name
- (3) No. of the meeting where proxies are allowed to attend and vote.

Clause 43 The Chairman of the Board of Directors shall preside at a general meeting. If there is no such Chairman or if he cannot perform the duty, the Vice Chairman shall chair the meeting. If there is no Vice Chairman or if he cannot perform the duty, the shareholders present may elect one of their members to be chairman of the meeting.

Clause 44 In any general meeting, each one (1) share held by a shareholder shall have one (1) vote. Voting shall be made openly unless a request is made by at least 5 shareholders and a resolution made by the meeting for voting to be made by polls in which case every shareholder will be entitled to cast one vote to one share that he/she holds. The method of polling, however, shall be made as prescribed by the meeting's chairman.

Shareholders who have special conflict of interest in any proposed matters are not allowed to vote in that matter unless that matter is the election of directors.

A resolution of the general meeting shall consist of the following votes:

- (1) In normal circumstances, a majority of votes of the shareholders who attend the meeting and vote shall pass a resolution. In case of an equality of votes, the chairman has a casting vote.
- (2) For determine the remuneration of the directors required not less than two-thirds (2/3) of all votes of the shareholders present at the Meeting.
- (3) In the following circumstances, In the following cases, at least three-fourths (3/4) of all the votes of the shareholders present and entitled to vote shall pass a resolution:
 - (3.1) Sale or transfer of the business of the Company, in whole or in material part, to another party.
 - (3.2) Purchasing or acquisition of the business of another private or public company.
 - (3.3) Making, alteration or termination of an agreement regarding the lease of the Company's business, in whole or in material part, assignment to another party to manage the Company's business or merger with another party for the purpose of sharing profits and losses.
 - (3.4) Amendment to the Memorandum of Association or Articles of Association;
 - (3.5) Increase or reduction of the capital of the Company.
 - (3.6) The Company's dissolution.
 - (3.7) Issuance of the Company's debenture.
 - (3.8) Amalgamation of the Company.
 - (3.9) Other matters required by law to be passed with the votes of not less than three-fourths of the total number of votes of the shareholders present at the meeting and entitled to vote.

Clause 45 Business to be considered by the annual general meeting are as follows:

- (1) Acknowledge the report of the Board of Directors showing the results of the Company's operation during the past year.
- (2) Consider and approve the balance sheet and profit and loss account.
- (3) Consider and approve the allocation of profit and dividend payment
- (4) Consider and elect new directors to replace those who retire by rotation and approve the remuneration of directors.
- (5) Consider and appoint the auditors and fix their remuneration
- (6) other businesses.

Accounting, Finance, and Auditing

Clause 49 The Board of Directors shall send the following documents to shareholders together with a written notice summoning an annual ordinary meeting:

(1) A copy of a balance-sheet and of a profit and loss account audited by an auditor, and an audit report of the auditor; and

(2) An annual report of the Board of Directors, together with the supporting documents.

Clause 50 The Auditor(s) shall be appointed by the annual ordinary meeting of shareholders which shall also determine the Company's auditing fee. The same Auditor(s) may be reappointed every year.

Dividends and Reserves

Clause 53 No dividends shall be paid otherwise than out of profits. In the case where the Company has incurred accumulated loss, no dividends may be paid. The Board of Directors shall determine the amount of dividends as it deems appropriate.

Dividends shall be distributed in accordance with the number of shares, with each share being accorded equal distribution, unless the Company has issued preference shares with rights to receive dividends differently from ordinary shares.

Payment of dividends must be upon approval by a meeting of shareholders unless it is an interim dividend payment.

The Board of Directors may, from time to time, pay interim dividends to shareholders when it is apparent that the Company has such reasonable profits as to justify such payment, and, when dividends have been paid, the Board of Directors shall report it to the shareholders at the next meeting.

Payment of dividends shall be made within one (1) month as from the date of the resolution of a meeting of shareholders or a meeting of directors, as the case may be, provided that it shall be notified in writing to the shareholders and a notice of payment of such dividends shall also be published in a newspaper for not less than three (3) days consecutively.

Clause 54 The Company must appropriate part of its annual net profits to a reserve fund in an amount of not less than five (5) percent of the annual net profits with the deduction therefrom the amount representing the accumulated loss carried forwards (if any) until this reserve fund reaches the amount of not less than ten (10) percent of the registered capital. In addition to a reserve fund, the Board of Directors may propose the meeting of shareholders to allocate other reserves as deemed appropriate for the Company's operations.

**Documents or evidence showing the identity of the shareholder or proxy of
the shareholder entitled to attend the Meeting**

Shareholders who wish to attend are asked to verify identity via the IR PLUS AGM application from the date of receiving the meeting invitation, until April 24, 2024 at 12.00 noon. (Please study the procedures for attending the Annual General Meeting of Shareholders through electronic media as attached 7) . On the date of the 2023 Annual General Meeting of Shareholders, the Company will open for registration IR PLUS AGM application from 12.00 noon. onwards.

1. Shareholder attending the Meeting

Shareholder must present his/her original copy of ID card or government officer's ID card or the original copy of passport (if shareholders are foreigner) for registration purpose.

2. Shareholder appointing proxy

The Grantor must submit the proxy (Attached 9) upon doing the following:

- (1) Fill and sign the proxy (Attached 9) as well as affix it with Baht 20 stamp duty
 - In case of a natural person: Kindly attach copy of ID Card/Passport (if shareholders are foreigner) of the person appointing the proxy and sign it to certify the true copy thereof
 - In case of juristic person: Kindly attach copy of certificate of incorporation and copy of ID Card/Passport (if shareholders are foreigner) of the authorized director who has signed the proxy and sign the documents to certify the true copy thereof

- (2) Any shareholder wishes to appoint the Company's independent directors, information of the independent director (Attached 8). Fill and sign the proxy (Attached 9) as well as affix it with Baht 20 stamp duty
 - In case of a natural person: Kindly attach copy of ID Card/Passport (if shareholders are foreigner) of the person appointing the proxy and sign it to certify the true copy thereof
 - In case of juristic person: Kindly attach copy of certificate of incorporation and copy of ID Card/Passport (if shareholders are foreigner) of the authorized director who has signed the proxy and sign the documents to certify the true copy thereof

IR PLUS AGM

Electronic-Annual General Meeting (E-AGM)

1. Download and Install application “IR PLUS AGM”

From App Store (Support since iOS 14.5) and Google Play Store (Support since Android 8)



iOS
iOS 14.5 ขึ้นไป



Android
Android 8.0 ขึ้นไป

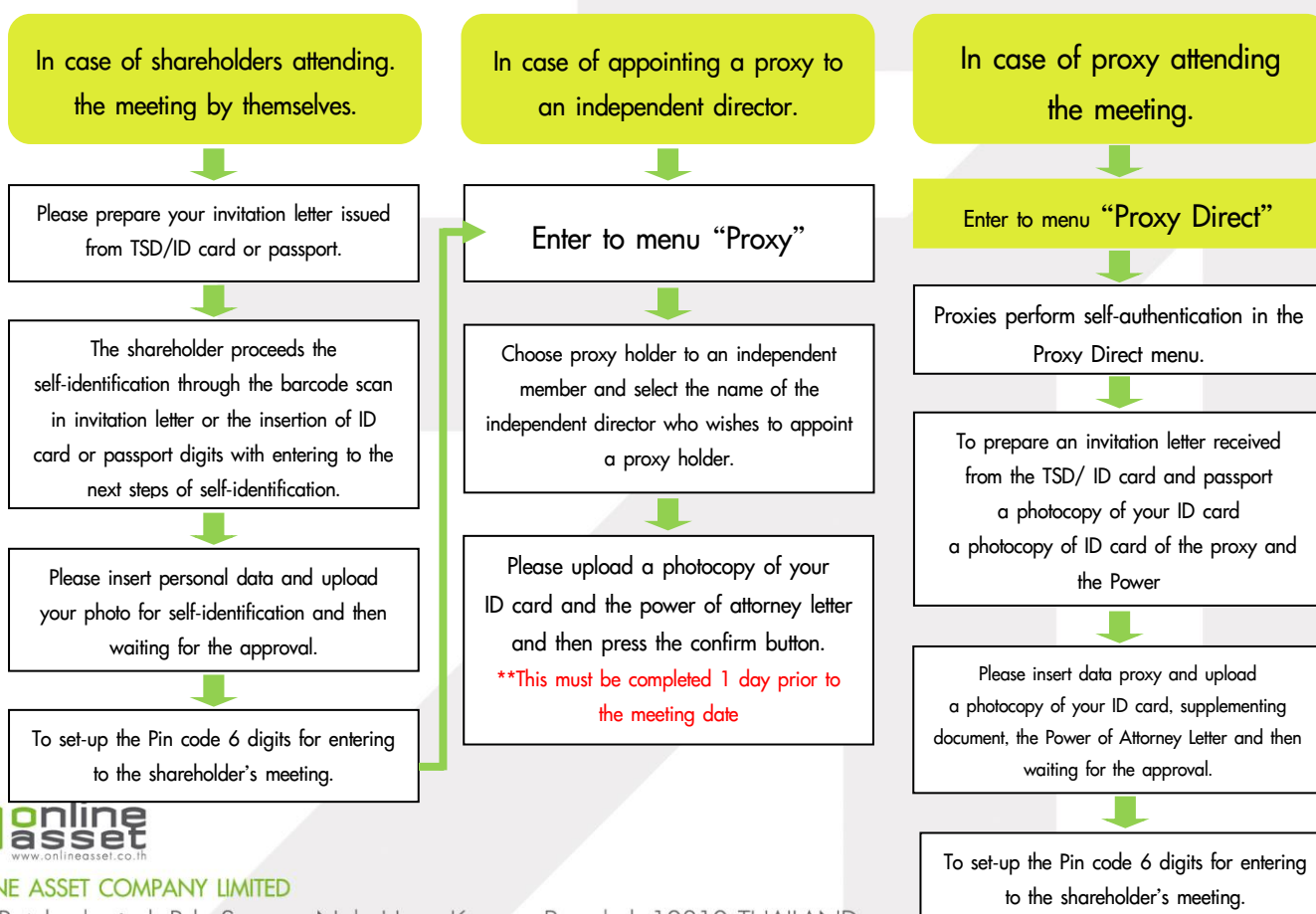


“webagm.irplus.in.th”

Or attend the meeting via the Web App “webagm.irplus.in.th” on Google without an application or program installed.

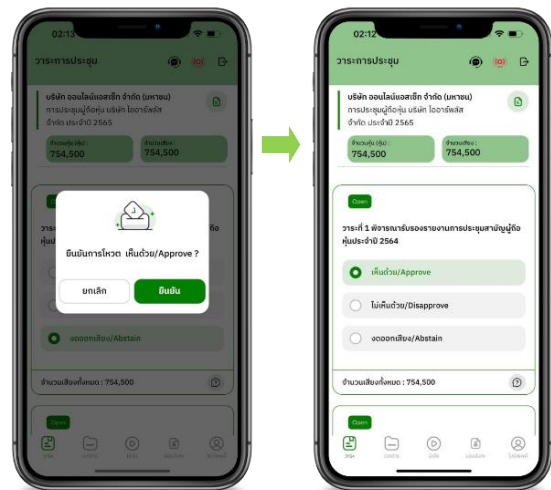
2. Identity verification process (KYC)

- Select the company you want to attend the meeting. And select the status of the user, then Login to access the system with the ID card number of the shareholders.
- Please insert personal data, upload your photo of the ID card, and then take a photograph of the shareholder holding the ID card for identity verification.
- Fill up the OTP received from the system via selected channels (text/e-mail)
- The system will notify the result of identity verification (KYC) as "Approve" or "Disapprove" In case of Disapprove, the shareholder must proceed with the KYC procedure again.
- Set up the Pin code for attend the meeting.

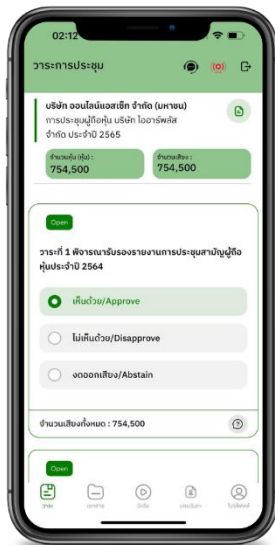






How to vote.

The system will Default vote “Agree” on every agenda that can change the vote result “Disagree” or “Abstain”
Then press the bottom confirms to confirm. The system Will change the voting result immediately.
As shown in the picture.









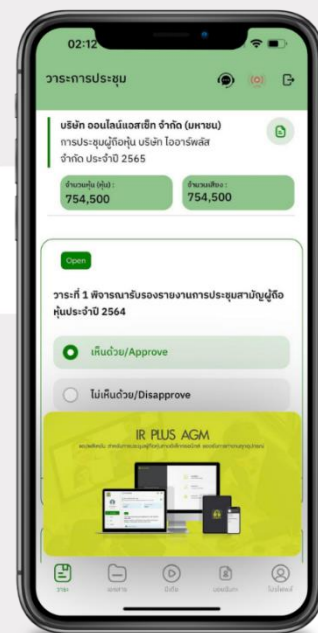
3. Asking question, Text format and VDO Call format



-  In case, Asking questions via VDO Call
Click  that shown on your screen, then type the question.
Then wait for the staff will get back to you.
-  In case, Asking questions via Text
Click  that shown in every agenda to send questions to be asked in that agenda. You can ask a question in the system at any time until the agenda is closed.

4. Other Menu

-  : Document
-  : Media or VDO Presentation
-  : Proxy *Incase Provide proxy to independent directors only.
This must be completed 1 day prior the meeting date
-  : Profile
-  : Log out ****When you confirm to log out the meeting
Your vote will eliminate from the vote base immediately.**
-  : Live stream



If you encounter problems in the use please contact : IR PLUS AGM Call Center

Call : 02-022 6200 ext. 2, 626 Office hours: 9:00 a.m. to 5:30 p.m. Monday to Friday



Add Line id : @irplusagm

Or scan QR Code to report a problem using the system to get help quickly.

Independent Director's Resume for granting proxies
(In the case of assigning an independent director to act as a proxy)

Name - Surname	Mrs.Pornnipha Reunghirun
Age	62 years
Present position in the Company	Independent Director Member of Audit Committee Chairman of the Nomination and Remuneration Committee
Period of directorship	2 years
Address	359/3 Vibhavadi Rangsit Rd., Samsen Nai Phaya Thai, Bangkok 10400
Education	Master of Science, Strayer College Bachelor of Business Administration (Managerial Accounting)
Having a stake in the meeting agenda	None



Name – Surname	Mr.Preecha Plengpew
Age	67 years
Present position in the Company	2563 – Present Independent Director Member of Audit Committee Member of Nomination and Remuneration Committee
Period of directorship	2 years
Address	41/22 Soi Nawamin 111 Yak 3, Nawamin, Buengkum, Bangkok 10240
Education	Master of Public Administration, Ramkhamhaeng University Bachelor of Law, Ramkhamhaeng University
Having a stake in the meeting agenda	None



แบบหนังสือมอบฉันทะ แบบ ก.
ท้ายประกาศกรมพัฒนารัฐกิจการค้า เรื่อง กำหนดแบบหนังสือมอบฉันทะ (ฉบับที่ 5) พ.ศ. 2550

Proxy A

,as attached supplementary in the Notification of the Department of Business Development Re: Prescription of Proxy
Letter Forms (No. 5) B.E. 2550 (2007)

เขียนที่
Written at
วันที่ เดือน พ.ศ.
Date Month Year (B.E.)

(1) ข้าพเจ้า
I/We

อยู่บ้านเลขที่
Residing at

(2) เป็นผู้ถือหุ้นของบริษัท บริษัท สิวารมณ รีเวิลเอสเตท จำกัด (มหาชน)
being a shareholder of the SIVAROM REAL ESTATE PUBLIC COMPANY LIMITED

โดยถือหุ้นจำนวนทั้งสิ้นรวม	หุ้น และออกเสียงลงคะแนนได้เท่ากับ	เสียง ดังนี้
holding the securities of	shares and the voting right is	as follow
หุ้นสามัญ	หุ้น และออกเสียงลงคะแนนได้เท่ากับ	เสียง
Ordinary shares in the amount of	shares and the voting right is	votes
หุ้นบริมสิทธิ	หุ้น และออกเสียงลงคะแนนได้เท่ากับ	เสียง
Preferred shares in the amount of	shares and the voting right is	votes

(3) ขอมอบฉันทะให้
Authorize one of the following persons:

☐ (1) อายุ ปี
Age years

อยู่บ้านเลขที่ ถนน ตำบล/แขวง
Residing at Road Tambol/Sub District

อำเภอ/เขต จังหวัด รหัสไปรษณีย์ หรือ
Amphur/ District Province Zip Code or

☐ (2) นางพรนิภา เรืองหิรัญ อายุ 62 ปี
Mrs. Pornnipha Reunghirun Age 62 years

อยู่บ้านเลขที่ 359/3 ถนน วิภาวดีรังสิต ตำบล/แขวง สามเสนใน
Residing at 359/3 Road Vibhavadi Rangsit Tambol/Sub District Samsen Nai

อำเภอ/เขต พญาไท จังหวัด กรุงเทพมหานคร รหัสไปรษณีย์ 10400 หรือ
Amphur/ District Phaya Thai Province Bangkok Zip Code 10400 or

☐ (3) นายปรีชา เปล่งผิว อายุ 67 ปี
Mr. Preecha Plengphew Age 67 years

อยู่บ้านเลขที่ 41/22 ถนน ซอยนวมินทร์ 111 แยก 3 ตำบล/แขวง นวมินทร์
Residing at 41/22 Road Soi Nawamin 111 Yak 3 Tambol/Sub District Nawamin

อำเภอ/เขต บึงกุ่ม จังหวัด กรุงเทพมหานคร รหัสไปรษณีย์ 10240 หรือ
Amphur/ District Bueng kum Province Bangkok Zip Code 10240 or

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมผู้ถือหุ้น
as my/our sole proxy to attend and vote on my/our behalf at the shareholding's meeting

สามัญ
General

แบบหนังสือมอบฉันทะ แบบ ข.

ท้ายประกาศกรมพัฒนาธุรกิจการค้า เรื่อง กำหนดแบบหนังสือมอบฉันทะ (ฉบับที่ 5) พ.ศ. 2550

Proxy B

,as attached supplementary in the Notification of the Department of Business Development

Re: Prescription of Proxy Letter Forms (No. 5) B.E. 2550 (2007)

เขียนที่

Written at

วันที่ เดือน พ.ศ.

Date Month Year (B.E.)

(1) ข้าพเจ้า

I/We

อยู่บ้านเลขที่

Residing at

(2) เป็นผู้ถือหุ้นของบริษัท บริษัท สิวารมณ รีแยลเอสเตท จำกัด (มหาชน)

being a shareholder of the SIVAROM REAL ESTATE PUBLIC COMPANY LIMITED

โดยถือหุ้นจำนวนทั้งสิ้นรวม หุ้น และออกเสียงลงคะแนนได้เท่ากับ เสียง ดังนี้

holding the securities of shares and the voting right is as follow

หุ้นสามัญ หุ้น และออกเสียงลงคะแนนได้เท่ากับ เสียง

Ordinary shares in the amount of shares and the voting right is votes

หุ้นบริมสิทธิ หุ้น และออกเสียงลงคะแนนได้เท่ากับ เสียง

Preferred shares in the amount of shares and the voting right is votes

(3) ขอมอบฉันทะให้

Authorize one of the following persons:

(1) อายุ ปี
Age yearsอยู่บ้านเลขที่ ถนน ตำบล/แขวง
Residing at Road Tambol/Sub Districtอำเภอ/เขต จังหวัด รหัสไปรษณีย์ หรือ
Amphur/ District Province Zip Code or(2) นางพรนิภา เรืองหิรัญ อายุ 62 ปี
Mrs. Pornnipha Reunghirun Age 62 yearsอยู่บ้านเลขที่ 359/3 ถนน วิทยาดิรัังสิต ตำบล/แขวง สามเสนใน
Residing at 359/3 Road Vibhavadi Rangsit Tambol/Sub District Samsen Naiอำเภอ/เขต พญาไท จังหวัด กรุงเทพมหานคร รหัสไปรษณีย์ 10400 หรือ
Amphur/ District Phaya Thai Province Bangkok Zip Code 10400 or(3) นายปรีชา เปล่งผิว อายุ 67 ปี
Mr. Preecha Plengphew Age 67 yearsอยู่บ้านเลขที่ 41/22 ถนน ซอยนวมินทร์ 111 แยก 3 ตำบล/แขวง นวมินทร์
Residing at 41/22 Road Soi Nawamin 111 Yak 3 Tambol/Sub District Nawaminอำเภอ/เขต บึงกุ่ม จังหวัด กรุงเทพมหานคร รหัสไปรษณีย์ 10240 หรือ
Amphur/ District Bueng kum Province Bangkok Zip Code 10240 or

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมผู้ถือหุ้น
as my/our sole proxy to attend and vote on my/our behalf at the shareholding's meeting

สามัญ

General

ในวันที่ 24/04/2567 เวลา 14:00 น. ณ ผ่านสื่ออิเล็กทรอนิกส์ (E-AGM)

Dated 24/04/2024 at 14:00 at Through electronic (E-AGM)

หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

or such other date and such other place as may be adjourned or changed

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะเข้าร่วมประชุมและออกเสียงลงคะแนนในครั้งนี้ ดังนี้

I/We hereby authorize the proxy to attend and vote on my/our behalf in this meeting as follows:

วาระที่ 1 เรื่อง พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้น ประจำปี 2566

Agenda no. 1 Subject: To consider and certify the Minutes of the 2023 Annual General Meeting of Shareholders.

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
Authorize the proxy to consider and vote on my/our behalf in all matters as it deems appropriate

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
Authorize the proxy to vote according to my/our intention as follows:

☐ เห็นด้วย
Approve

☐ ไม่เห็นด้วย
Disapprove

☐ งดออกเสียง
Abstain

วาระที่ 2 เรื่อง รับทราบผลการดำเนินงานของบริษัทในรอบปี 2566

Agenda no. 2 Subject: To acknowledge the Company's operating results for the year 2023.

- ไม่มีการลงมติ / No casting of votes in this agenda

วาระที่ 3 เรื่อง พิจารณานำมติงบการเงินของบริษัท สำหรับปีสิ้นสุดวันที่ 31 ธันวาคม 2566 และรายงานผู้สอบบัญชี

Agenda no. 3 Subject: To consider and approve the financial statements of the Company for the year ended December 31, 2023 and Auditor's report

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
Authorize the proxy to consider and vote on my/our behalf in all matters as it deems appropriate

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
Authorize the proxy to vote according to my/our intention as follows:

☐ เห็นด้วย
Approve

☐ ไม่เห็นด้วย
Disapprove

☐ งดออกเสียง
Abstain

วาระที่ 4 เรื่อง พิจารณานำมติจัดสรรกำไรสุทธิเป็นทุนสำรองตามกฎหมาย และงดจ่ายเงินปันผลประจำปีสำหรับผลการดำเนินงานประจำปี 2566

Agenda no. 4 Subject: To consider and approve the allocation of the net profit as legal reserve and the omission of dividend payment from the Company's operation result for the year 2023

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
Authorize the proxy to consider and vote on my/our behalf in all matters as it deems appropriate

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
Authorize the proxy to vote according to my/our intention as follows:

☐ เห็นด้วย
Approve

☐ ไม่เห็นด้วย
Disapprove

☐ งดออกเสียง
Abstain

วาระที่ 5 เรื่อง พิจารณานำมติการเลือกตั้งกรรมการแทนกรรมการที่ครบกำหนดออกตามวาระ

Agenda no. 5 Subject: To consider and approve the appointment of directors to replace those who will retire by rotation

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

Authorize the proxy to consider and vote on my/our behalf in all matters as it deems appropriate

- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
 Authorize the proxy to vote according to my/our intention as follows:

- ☐ การแต่งตั้งกรรมการทั้งชุด

Appointment of all nominees to be the Board of Directors

☐ เห็นด้วย
 Approve

☐ ไม่เห็นด้วย
 Disapprove

☐ งดออกเสียง
 Abstain

- ☐ การแต่งตั้งกรรมการเป็นรายบุคคล

Appointment of each nominee to be the Board of Directors

ชื่อกรรมการ นายไพฑูรย์ รักประเทศ

Name Mr. Phaithoon Rakprathet

☐ เห็นด้วย
 Approve

☐ ไม่เห็นด้วย
 Disapprove

☐ งดออกเสียง
 Abstain

ชื่อกรรมการ นายรณฤทธิ์ จิตติสุริยารักษ์

Name Mr. Ronnarith Thitisuriyarax

☐ เห็นด้วย
 Approve

☐ ไม่เห็นด้วย
 Disapprove

☐ งดออกเสียง
 Abstain

วาระที่ 6 เรื่อง พิจารณานุมัติกำหนดค่าตอบแทนกรรมการประจำปี 2567

Agenda no. 6 Subject: To consider and approve the remuneration of directors for the year 2024

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 Authorize the proxy to consider and vote on my/our behalf in all matters as it deems appropriate

- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
 Authorize the proxy to vote according to my/our intention as follows:

☐ เห็นด้วย
 Approve

☐ ไม่เห็นด้วย
 Disapprove

☐ งดออกเสียง
 Abstain

วาระที่ 7 เรื่อง พิจารณานุมัติแต่งตั้งผู้สอบบัญชี และกำหนดค่าตอบแทนผู้สอบบัญชีสำหรับปี 2567

Agenda no. 7 Subject: To consider and approve the appointment of the auditors and fix their remuneration for the year 2024

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 Authorize the proxy to consider and vote on my/our behalf in all matters as it deems appropriate

- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
 Authorize the proxy to vote according to my/our intention as follows:

☐ เห็นด้วย
 Approve

☐ ไม่เห็นด้วย
 Disapprove

☐ งดออกเสียง
 Abstain

- (5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ถือเป็นการลงคะแนนเสียงของผู้ถือหุ้น

Any agenda voting of the Proxy which is not complied with my intention specified herein shall not be deemed as my/our votes as a shareholder.

- (6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใดให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In case I/we do not specify or clearly specify my/our intention to vote in any agenda, or there is any agenda considered in the meeting other than those specified above, or if there is any change or amendment to any fact, the Proxy shall be authorized to consider and vote on my/our behalf as the Proxy deems appropriate.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุไว้ในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any action taken by the Proxy at the meeting shall, unless the Proxy cast the votes not in compliance with my/our intention specified herein, be deemed as being done by me/us in all respects.

ลงชื่อ.....
Signature
(.....)

ลงชื่อ.....
Signature
(.....)

หมายเหตุ

Remarks;

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนนไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
A shareholder appointing a proxy must authorize only one proxy to attend the meeting and cast the votes on its behalf and the number of shares held by such a shareholder may not be split for more than one proxy in order to separate the votes.
2. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล
Either all or each nominees to be the Board of Directors may be appointed as the directors in the agenda of appointment of the Directors.
3. ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข. ตามแนบ
Either all or each nominees to be the Board of Directors may be appointed as the directors in the agenda of appointment of the Directors.

แบบหนังสือมอบฉันทะ แบบ ก. (แบบที่ใช้เฉพาะกรณีผู้ถือหุ้นเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้

คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้น)

ท้ายประกาศกรมพัฒนาธุรกิจการค้า เรื่อง กำหนดแบบหนังสือมอบฉันทะ (ฉบับที่ 5) พ.ศ. 2550

Proxy C (form used only in the case of a shareholder being a foreign person and has appointed a custodian in Thailand to act as a depository and administrator of shares),

as attached supplementary in the Notification of the Department of Business Development Re: Prescription of Proxy Letter Forms (No. 5) B.E. 2550 (2007)

เขียนที่

Written at

วันที่ เดือน พ.ศ.
Date Month Year (B.E.)

(1) ข้าพเจ้า
I/We

สำนักงานตั้งอยู่เลขที่
Office residing at

ในฐานะผู้ประกอบธุรกิจเป็นผู้รับฝากและดูแลหุ้น (Custodian) ให้กับ
as a custodian of

ซึ่งเป็นผู้ถือหุ้นของบริษัท บริษัท สิวารมณ เรียลเอสเตท จำกัด (มหาชน)
which is/ are securities holder(s) of the SIVAROM REAL ESTATE PUBLIC COMPANY LIMITED

โดยถือหุ้นจำนวนทั้งสิ้นรวม	.....	หุ้น และออกเสียงลงคะแนนได้เท่ากับ	.....	เสียง ดังนี้
holding the securities of		shares and the voting right is		as follow
หุ้นสามัญ	.....	หุ้น และออกเสียงลงคะแนนได้เท่ากับ	.....	เสียง
Ordinary shares in the amount of		shares and the voting right is		votes
หุ้นบุริมสิทธิ	.....	หุ้น และออกเสียงลงคะแนนได้เท่ากับ	.....	เสียง
Preferred shares in the amount of		shares and the voting right is		votes

(2) ขอมอบฉันทะให้
Authorize one of the following persons:

☐ (1) อายุ ปี
Age years

อยู่บ้านเลขที่	.....	ถนน	.....	ตำบล/แขวง	.....
Residing at		Road		Tambol/Sub District	
อำเภอ/เขต	.....	จังหวัด	.....	รหัสไปรษณีย์	..... หรือ
Amphur/ District		Province		Zip Code	or

☐ (2) นางพรนิภา เรืองหิรัญ อายุ 62 ปี
Mrs. Pornnipha Reunghirun Age 62 years

อยู่บ้านเลขที่	359/3	ถนน	วิภาวดีรังสิต	ตำบล/แขวง	สามเสนใน
Residing at	359/3	Road	Vibhavadi Rangsit	Tambol/Sub District	Samsen Nai
อำเภอ/เขต	พญาไท	จังหวัด	กรุงเทพมหานคร	รหัสไปรษณีย์	10400 หรือ
Amphur/ District	Phaya Thai	Province	Bangkok	Zip Code	10400 or

☐ (3) นายปรีชา เปล่งผิว อายุ 67 ปี
Mr. Preecha Plengphew Age 67 years

อยู่บ้านเลขที่	41/22	ถนน	ซอยนวมินทร์ 111 แยก 3	ตำบล/แขวง	นวมินทร์
Residing at	41/22	Road	Soi Nawamin 111 Yak 3	Tambol/Sub District	Nawamin
อำเภอ/เขต	บึงกุ่ม	จังหวัด	กรุงเทพมหานคร	รหัสไปรษณีย์	10240 หรือ
Amphur/ District	Bueng kum	Province	Bangkok	Zip Code	10240 or

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมผู้ถือหุ้น
as my/our sole proxy to attend and vote on my/our behalf at the shareholding's meeting

สามัญ

General

ในวันที่ 24/04/2567 เวลา 14:00 น. ณ ผ่านสื่ออิเล็กทรอนิกส์ (E-AGM)

Dated 24/04/2024 at 14:00 at Through electronic (E-AGM)

หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

or such other date and such other place as may be adjourned or changed

(3) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะเข้าร่วมประชุมและออกเสียงลงคะแนนในครั้งนี้ ดังนี้

I/We hereby authorize the proxy to attend and vote on my/our behalf in this meeting as follows:

☐ มอบฉันทะตามจำนวนหุ้นทั้งหมดที่ถือและมีสิทธิออกเสียงลงคะแนนได้
to vote with the total number of shares held by me/us to which I/we am/are entitled.

☐ มอบฉันทะบางส่วน คือ
to vote with the partial number of shares as follows;

หุ้นสามัญ	หุ้น	และออกเสียงลงคะแนนได้เท่ากับ	เสียง
Ordinary shares in the amount of	shares	and the voting right is	votes
หุ้นบริวาร	หุ้น	และออกเสียงลงคะแนนได้เท่ากับ	เสียง
Preferred shares in the amount of	shares	and the voting right is	votes
รวมสิทธิออกเสียงลงคะแนนได้ทั้งหมด			เสียง
Total number of voting right is			votes

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

I/We hereby authorize the proxy to attend and vote on my/our behalf in this meeting as follows:

วาระที่ 1 เรื่อง พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้น ประจำปี 2566

Agenda no. 1 Subject: To consider and certify the Minutes of the 2023 Annual General Meeting of Shareholders.

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
Authorize the proxy to consider and vote on my/our behalf in all matters as it deems appropriate

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
Authorize the proxy to vote according to my/our intention as follows:

เห็นด้วย	เสียง	ไม่เห็นด้วย	เสียง	งดออกเสียง	เสียง
Approve	votes	Disapprove	votes	Abstain	votes

วาระที่ 2 เรื่อง รับทราบผลการดำเนินงานของบริษัทในรอบปี 2566

Agenda no. 2 Subject: To acknowledge the Company's operating results for the year 2023.

- ไม่มีการลงมติ / No casting of votes in this agenda

วาระที่ 3 เรื่อง พิจารณานำมติงบการเงินของบริษัท สำหรับปีสิ้นสุดวันที่ 31 ธันวาคม 2566 และรายงานผู้สอบบัญชี

Agenda no. 3 Subject: To consider and approve the financial statements of the Company for the year ended December 31, 2023 and Auditor's report

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
Authorize the proxy to consider and vote on my/our behalf in all matters as it deems appropriate

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
Authorize the proxy to vote according to my/our intention as follows:

เห็นด้วย	เสียง	ไม่เห็นด้วย	เสียง	งดออกเสียง	เสียง
Approve	votes	Disapprove	votes	Abstain	votes

วาระที่ 4 เรื่อง พิจารณานำมติจัดสรรกำไรสุทธิเป็นทุนสำรองตามกฎหมาย และงดจ่ายเงินปันผลประจำปีสำหรับผลการดำเนินงานประจำปี 2566

Agenda no. 4 Subject: To consider and approve the allocation of the net profit as legal reserve and the omission of dividend payment from the Company's operation result for the year 2023

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
Authorize the proxy to consider and vote on my/our behalf in all matters as it deems appropriate

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
Authorize the proxy to vote according to my/our intention as follows:

เห็นด้วย	เสียง	ไม่เห็นด้วย	เสียง	งดออกเสียง	เสียง
Approve	votes	Disapprove	votes	Abstain	votes

วาระที่ 5 เรื่อง พิจารณามติการเลือกตั้งกรรมการแทนกรรมการที่ครบกำหนดออกตามวาระ

Agenda no. 5 Subject: To consider and approve the appointment of directors to replace those who will retire by rotation

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
Authorize the proxy to consider and vote on my/our behalf in all matters as it deems appropriate

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
Authorize the proxy to vote according to my/our intention as follows:

☐ การแต่งตั้งกรรมการทั้งหมด
Appointment of all nominees to be the Board of Directors

เห็นด้วย	เสียง	ไม่เห็นด้วย	เสียง	งดออกเสียง	เสียง
Approve	votes	Disapprove	votes	Abstain	votes

☐ การแต่งตั้งกรรมการเป็นรายบุคคล
Appointment of each nominee to be the Board of Directors

ชื่อกรรมการ นายไพฑูรย์ รักประเทศ

Name Mr. Phaithoon Rakprathet

เห็นด้วย	เสียง	ไม่เห็นด้วย	เสียง	งดออกเสียง	เสียง
Approve	votes	Disapprove	votes	Abstain	votes

ชื่อกรรมการ นายรณฤทธิ์ จิตสุริยารักษ์

Name Mr. Ronnarith Thitisuriyarax

เห็นด้วย	เสียง	ไม่เห็นด้วย	เสียง	งดออกเสียง	เสียง
Approve	votes	Disapprove	votes	Abstain	votes

วาระที่ 6 เรื่อง พิจารณามติกำหนดค่าตอบแทนกรรมการประจำปี 2567

Agenda no. 6 Subject: To consider and approve the remuneration of directors for the year 2024

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
Authorize the proxy to consider and vote on my/our behalf in all matters as it deems appropriate

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
Authorize the proxy to vote according to my/our intention as follows:

เห็นด้วย	เสียง	ไม่เห็นด้วย	เสียง	งดออกเสียง	เสียง
Approve	votes	Disapprove	votes	Abstain	votes

วาระที่ 7 เรื่อง พิจารณามติแต่งตั้งผู้สอบบัญชี และกำหนดค่าตอบแทนผู้สอบบัญชีสำหรับปี 2567

Agenda no. 7 Subject: To consider and approve the appointment of the auditors and fix their remuneration for the year 2024

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
Authorize the proxy to consider and vote on my/our behalf in all matters as it deems appropriate

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
Authorize the proxy to vote according to my/our intention as follows:

เห็นด้วย	เสียง	ไม่เห็นด้วย	เสียง	งดออกเสียง	เสียง
Approve	votes	Disapprove	votes	Abstain	votes

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่าการลงคะแนนเสียงนั้น ไม่ถูกต้อง และไม่ถือเป็นการลงคะแนนเสียงของผู้ถือหุ้น
Any agenda voting of the Proxy which is not complied with my intention specified herein shall not be deemed as my/our votes as a shareholder.

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใดให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In case I/we do not specify or clearly specify my/our intention to vote in any agenda, or there is any agenda considered in the meeting other than those specified above, or if there is any change or amendment to any fact, the Proxy shall be authorized to consider and vote on my/our behalf as the Proxy deems appropriate.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any action taken by the Proxy at the meeting shall, unless the Proxy cast the votes not in compliance with my/our intention specified herein, be deemed as being done by me/us in all respects.

ผู้มอบฉันทะ
The Grantor

ผู้รับมอบฉันทะ
The Proxy

ลงชื่อ.....
Signature
(.....)

ลงชื่อ.....
Signature
(.....)

หมายเหตุ

Remarks;

1. หนังสือมอบฉันทะแบบ ค. นี้ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้นให้เท่านั้น
This Proxy Form C is applicable only to shareholders whose names appear in the registration book as foreign investors and a custodian in Thailand is appointed thereof.
2. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
A shareholder appointing a proxy must authorize only one proxy to attend the meeting and cast the votes on its behalf and the number of shares held by such a shareholder may not be split for more than one proxy in order to separate the votes.
3. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล
Either all or each nominees to be the Board of Directors may be appointed as the directors in the agenda of appointment of the Directors.
4. ในกรณีที่มีวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค. ตามแนบ
If the agendas to be considered are more than those specified above, the Grantor may use the Annex to Proxy Form C as attached.