



Invitation to the 2024 Annual General Meeting of Shareholders
(E-AGM)

Areeya Property Public Company Limited

On Thursday 18, April 2024

10.00 a.m. – 12.00 a.m.

18 March 2024

No. ARY-034/2024
Subject Invitation to the 2024 Annual General Meeting of Shareholders (E-AGM)
Attn. Shareholders of Areeya Property Public Company Limited

Attachments:

1. Minutes of the 2023 Annual General Meeting of Shareholders (Attachment 1).
2. 56-1 One Report for the year 2023, download by scanning the QR Code.
3. Information for consideration of Agenda 5, to consider the omission of the dividend payment from the operating result for the year 2023 (Attachment 2).
4. Profiles of directors who are retire on rotation and nominated to be reappointed for consideration of Agenda 6 (Attachment 3).
5. Information for consideration of Agenda 7, to consider and approve the remuneration of the Directors for the year 2024 (Attachment 4).
6. Information for consideration of Agenda 9, To consider and approve the issuance and offering total amount not exceeding Baht 5 billion to replace matured debenture. (Attachment 5).
7. Proxy Form B, for shareholders (Attachment 6).
8. Terms, conditions, and methods of practice in attending the meeting, proxy, and voting (Attachment 7).
9. Using QR Code manual (Attachment 8).

The Board of Directors Meeting No. 1/2024 of Areeya Property Public Company Limited (the "Company") held on Thursday 22 February 2024 has passed a resolution to convene the 2024 Annual General Meeting of Shareholders on Thursday 18 April 2024, 10.00 a.m.-12.00 a.m., via electronic media (E-AGM) by using the Zoom Meeting system in order to consider the following agenda items:

Agenda 1 To consider and certify the minutes of the 2023 Annual General Meeting

Fact and rationale The 2023 Annual General Meeting of Shareholders was held on Monday 24 April 2023, 10.00 a.m. with online meeting by Zoom Cloud meeting. The copy of the minutes of meeting is hereby attached (Attachment 1).

Board of Directors' opinion The Board of Directors considered the minutes of the 2023 Annual General Meeting of Shareholders held on Monday 24 April 2023 as correct and proposed the meeting to approve the said minutes of the meeting (Attachment 1).

Voting required to pass the resolution A **majority vote** of the shareholders attending the meeting and having the rights to vote.

Agenda 2 To consider and acknowledge the Company's operation results for the year 2023

Fact and rationale A report on the company's performance for the year 2023 which appeared in the financial statements of the 2023 56-1 One Report (the document is in the QR Code) that was sent to the shareholders along with the invitation letter.

Board of Directors' opinion The Board of Directors has considered and opined that the meeting of shareholders should be informed of the company's performance for the year 2023.

Voting required to pass the resolution Since it is the agenda for acknowledgement, there will be no voting.

Agenda 3 To consider and approve the financial statements for the year 2023.

Fact and rationale Public Limited Company Act B.E. 2535 provides that public limited company must prepare a balance sheet and statement of comprehensive income as of the end of the accounting period of the company. In this regard, the statement of financial position, statement of comprehensive income, statement of changes in shareholders' equity, statement of cash flow and notes to financial statements for the year ended 31 December 2023 of the Company have already been approved by the Audit Committee and the Board of Directors and audited by Dharmniti Auditing Co.,Ltd., as "Financial Statements" section of the 2023 56-1 One Report with details which can be summarized as follows;

Items	Separate Financial Statements	Consolidated Financial Statements
<input type="checkbox"/> Total Assets (Million Baht)	12,247.32	13,689.38
<input type="checkbox"/> Total Liabilities (Million Baht)	9,953.07	10,803.23
<input type="checkbox"/> Total Shareholders' Equity (Million Baht)	2,294.24	2,886.15
<input type="checkbox"/> Total Income (Million Baht)	1,019.62	2,639.11
<input type="checkbox"/> Net Profit (Loss) (Million Baht)	(595.09)	(374.29)
<input type="checkbox"/> Basic Earning (Loss) per share (Baht/share)	(0.62)	(0.40)

Board of Directors' opinion It is deemed suitable to propose the financial statements in 2023 comprising the statement of financial position, statement of comprehensive income, statement of changes in shareholders' equity, statement of cash flow and notes to financial statements for the year ended 31 December 2023 to the Annual General Meeting of Shareholders for approval.

Voting required to pass the resolution A **majority vote** of the shareholders attending the meeting and having the rights to vote.

Agenda 4 To consider and approve the omission of allocation of net profit as legal reserve for the operating result for the year 2023.

Fact and rationale According to Article 40 of the Company's Articles of Association, it states that "The Company must allocate part of the net profits to be reserves to Equity of not less than five (5) percent of the annual net profits deducted by the amount of accumulated losses brought forward (if any) until this reserve fund is not less than ten (10) percent of the registered capital".

Board of Directors' opinion The Board has considered that the shareholders meeting should to omitted profit as legal reserve for the operation result of the year 2023. Due to the Company had no net profits for 2023.

Voting required to pass the resolution A **majority vote** of the shareholders attending the meeting and having the rights to vote.

Agenda 5 To consider and approve the omission of the dividend payment from operating result for the year 2023.

Fact and rationale In addition, the dividend payment policy of the Company according to the resolution of the Board of Directors No. 1/2004, on Friday, January 16, 2004, requires the company to pay dividends at the rate of approximately 40 percent of the net profit after corporate income tax and various reserves. And the dividend payment does not have a significant impact on the company's normal operations. However, the dividend payment may change depending on the performance of the company, the financial status of the company, the liquidity of the company, the business expansion, the necessity and other suitability in the future and other factors related to the management of the company The company as the board of directors deems appropriate or appropriate, and the aforementioned action must bring maximum benefit to the shareholders.

The resolution of the Board of Directors that approves the payment of dividends must be proposed for approval from the shareholders' meeting, except for the interim dividend payment, which the Board of Directors has the power to approve before paying to report to the shareholders' meeting for details in the consideration of Agenda 5: To consider the omitted of the dividend payment from operating result for the year 2023 (Attachment 2).

Board of Directors' opinion The Board has considered that the shareholders meeting should omitted the dividend payment for the operation result of the year 2023. Due to the Company had no net profits for 2023.

Voting required to pass the resolution A **majority vote** of the shareholders attending the meeting and having the rights to vote.

Agenda 6 To consider and elect the Directors replacing those being retired by rotation.

Fact and rationale According to Article 14 of the Company's Articles of Association, it states that "at every annual general meeting, one-third (1/3) of the committee members are to leave. If the number of directors cannot be divided into three (3) parts, then the number is closest to one-third. (1/3) Directors who have to vacate their positions in the first and second years after the registration of that company shall use the lottery method to determine who will leave. In the subsequent years, the directors with the longest position shall resign. Directors whose terms have ended may be re-elected. " In this year, there are directors who are retired by rotation as follows ;

- | | | |
|-----------------|-----------------|---|
| 1. Mr. Viwat | Lauhapoonrungsi | Director |
| 2. Mr. Archawan | Eiampaiboonphan | Director |
| 3. Mr. Preecha | Boonyakida | Independent Director and Audit Committee* |

The nominated persons have gone through the process of screening qualifications, experience, and professional expertise by the Board of Directors that they are knowledgeable, ability and experience that will benefit the company's operations due to having qualifications in accordance with the established criteria and not being a director or executive in a business that may cause a conflict of interest of the company. In which the former directors whose term has expired. In the past, they have performed their duties well as directors. Therefore proposed to the shareholders' meeting to elect all 3 directors Which must be retired by rotation at this time Re-election for another term, with the company having considered the name proposed by the shareholders (In case there are no shareholders proposing Stating that no shareholder proposed).

Remark: * The Board of Directors has considered that the person to be nominated as an independent director can provide independent opinion and in accordance with the regulations.

Board of Directors' opinion The Board of Directors, excluding the interested directors, has considered the matter through careful screening of individual qualifications and in accordance with the selection process completely, considering the appropriateness that will be most beneficial to the operation's company. They have qualifications Experience and expertise by proposing to the shareholders' meeting To consider and approve the re-election of all 3 directors who are retired by rotation to resume the position of the company director for another term. Details of the history and work experience of the three (3) and the qualifications of the independent directors are shown in the attachment (Attachment 3).

Voting required to pass the resolution A **majority vote** of the shareholders attending the meeting and having the rights to vote.

Agenda 7 To consider and approve the remuneration of the Directors for the year 2024.

Fact and rationale The Board of Directors has proposed the remuneration for the Board of Directors as detailed in the information for Consideration of Agenda 7, the remuneration of Directors for the year 2024 (Attachment 4), both monetary compensation and non-monetary compensation.

Board of Directors' opinion The Board of Directors has considered that the shareholders' meeting is appropriate to approve the remuneration of the Board of Directors as proposed by the Board of Directors.

Voting required to pass the resolution According to the Public Limited Companies Act B.E. 2535 and the amendment of Section 90, the payment of directors 'remuneration shall be made in accordance with the resolution of the shareholders' meeting, which shall consist of votes of not less than two-thirds of the total number of votes of the shareholders who Attend the meeting and have the right to vote.

Agenda 8 To consider and approve the appointment of external auditors and determination of the audit fee for 2024.

Fact and rationale The Audit Committee conducted the selection of the auditors for the year 2024 according to the specified process and proposed to the Board of Directors for consideration. To propose to the shareholders' meeting to consider appointing MS.Chotima Kitsirikorn, Certified Public Accountant Registration No.7318 or MS.Chutinant Kopraserthaworn , Certified Public Accountant Registration No.9201 or MS.Nithinee Kittikunapong, Certified Public Accountant Registration No.8843 or Mr.Suwat Maneekanoksakun,Certified Public Accountant Registration No.8134 of Dharmniti Auditing Co., Ltd. to be the auditors of the Company and its subsidiary for the year 2024 with their audit fee Baht 3,277,000. Dharmniti Auditing Co., Ltd. is a credible organization with sufficient personnel, knowledge, ability to provide guidance, always improving the company's management, having appropriate remuneration and not having relationships and Any interest in the company, subsidiaries, executives, major shareholders or related parties which is independent in auditing and providing opinions on the financial statements of the Company and its subsidiaries.

According to Section 121 of the Public Limited Company Act B.E. 2535, the significant summary of "The auditor must not be a director, staff, employee, or hold any position in the company." The above 5 (five) persons Is not a director, staff member, employee, or holding any position in the company, and the company does not use any other professional services From the office of the auditor and said person.

Note: The Notice of the Capital Market Supervisory Board Tor Jor 75/2561 states that auditor rotation is required in listed companies. Should the same auditor has reviewed and/or audited and commented on the financial statements of the Company for seven accounting periods, whether consecutively or not, the company will be able to appoint the above auditor after the end of the next five consecutive accounting periods.

Board of Directors' opinion The Board of Directors has considered that the shareholders' meeting is appropriate to consider and approve the appointing MS. Chotima Kitsirikorn ,Certified Public Accountant Registration No.7318 or MS. Chutinant Kopraserthaworn , Certified Public Accountant Registration No.9201 or MS.Nithinee Kittikunapong, Certified Public Accountant Registration No.8843 or Mr.Suwat Maneekanoksakun,Certified Public Accountant Registration No.8134 of Dharmniti Auditing Co., Ltd. to be the auditors of the Company and its subsidiary for the year 2024 with their audit fee Baht 3,277,000.

Voting required to pass the resolution A **majority vote** of the shareholders attending the meeting and having the rights to vote.

Agenda 9 To consider approval of issuing and offering the debenture in amount of not exceeding Baht 5,000 million to replace matured debenture.

Facts and reason The Board requested the Meeting to consider and approve the issuance and offering the debenture in amount of not exceeding Baht 5,000 million to repay partial or fully amount loan and/or short-term debt and/or long-term debt and/or to use for investment project and/or working capital or any purposes depending on the determination and consideration the Board of Director, for details in the consideration of Agenda 9 : To consider approval of issuing and offering the debenture (Attachment 5).

Board of Directors' Opinion The Board of Director considered and proposed that the Meeting consider and approve of issuing and offering the debenture in amount of not exceeding Baht 5,000 million as proposed.

Voting required to pass the resolution According to the Public Company Act B.E. 2535 of section 145, determination loan of the Company by issuance for offering to persons must approve from the shareholders' meeting which would **not be less than the third-fourth of the votes** of attending shareholders.

Agenda 10 To consider any other business (if any)

To comply with good corporate governance regarding the rights of shareholders, the company invites shareholders to propose agenda for the year 2024, including submitting enquires beforehand starting from now on until 31 March 2024 through e-mail : ir@areeya.co.th.

In addition, the Board of Directors specified the list of shareholders entitled to attend the meeting (Record Date) on 11 March 2024.

In compliance with the intention of the Stock Exchange of Thailand and the Securities and Exchange Commission, the Company will not provide gifts to the shareholders attending the Annual General Meeting of Shareholders this year.

Therefore, the Board of Directors would like to invite the shareholders of the company to attend the meeting on that date and time by Zoom meeting. In additional, to make the registration more convenient and faster, shareholders and / or the proxies (Attachment 6) please prepare the proxy and document for attending the meeting (Attachment 7)

Remark:

1. Shareholders can browse the invitation letter for the 2024 Annual General Meeting of Shareholders and the accompanying documents on the company's website are www.areeya.co.th.
2. Shareholders can browse the 2023 Annual Report (56-1 One Report) the form of QR Code. The Shareholders can see how to use the QR Code manual (Attachment 8)

Sincerely yours,



(Mr. Wisit Laohapoonrungee)

Chairman and Chief Executive Officer

Areeya Property Public Company Limited
Minutes of the 2023 Annual General Meeting of Shareholders

Venue On-line via Zoom Cloud Meeting system

Date and Time Monday 24, April 2023 at 10.00 a.m.

Directors Attending the Meeting

1. Mr. Wisit	Laohapoonrungsee	Chairman and Chief Executive Officer
2. Mr. Viwat	Laohapoonrungsi	Director and Executive Director
3. Mrs. Niphapat	Romerattanaphun	Director and Executive Director
4. Mr. Thun	Thiansuwan	Director and Executive Director
5. Mr. Archawan	Eiampaiboonphan	Director and Executive Director
6. Mrs. Sunee	Sornchaitanasuk	Director
7. Mr. Wanchai	Tantikul	Independent Director and Chairman of the Audit Committee
8. Mr. Preecha	Boonyakida	Independent Director and Audit Committee
9. Mr. Sompol	Thiensuvan	Independent Director and Audit Committee

Executive Management Attending the Meeting

1. Mr. Terakarn	Watprapasak	Company Secretary
2. Mr. Chumpolpat	Phunsup	Executive Consultant
3. Mr. Teerachai	Meekaew	Executive Consultant

Auditors Attending the Meeting

1. Ms. Chotima	Kitsirakorn	Certified Public Accountant from Dharmniti Auditing
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Meeting Commencement

The company secretary opened the meeting. The meeting was held by electronic media. The company secretary informed the shareholders about the meeting rules, voting methods, vote counting and meeting guidelines by using the Zoom Cloud Meeting system, which is in accordance with the Emergency Decree on Conferencing via Electronic Media B.E. 2020. This must be done in accordance with the rules and procedures prescribed by law and through a meeting control system that has information security procedures in accordance with the announcements or rules of relevant agencies or laws. In the case of appointing a proxy to attend the shareholders' meeting via electronic media, shareholders and proxies must comply with the rules, and the conditions set by the company and in accordance with the relevant regulations and laws. The rules for voting, vote counting and asking questions or expressing the opinions are as follows;

1. Attendees who are eligible to attend the meeting must verify their identity in order to obtain their username and password in accordance with the method specified by the company, which has been provided with details along with the meeting invitation letter. The attendees must comply with the requirements attended the 2023 Annual General Meeting of Shareholders with the form of meeting via electronic media and registering by pressing the registration button to attend the meeting. At this stage, it is assumed that the shareholders have already registered to attend the meeting. And the number of shares of shareholders will be counted as a quorum.
2. The meeting will be considered in the order of the agenda specified in the invitation letter by presenting information on each agenda and giving shareholders an opportunity to ask questions before voting and will inform the voting results to the meeting when the vote counting for that agenda is completed respectively.
3. In voting, every shareholder has one vote per share. In the event that any shareholder has a stake in any particular matter will not be eligible to vote.
4. Vote counting, the company count number of vote from shareholders in each agenda such as “Approve”, “Disapprove” or “Abstain”. Shareholders can vote only one choice. In case that shareholders do not vote in the they’re limit time considered as “Abstain”.
5. Counting of voting results according to the agenda of the 2023 Annual General Meeting of Shareholders
 - 5.1 Agendas that must be approved by a majority vote of the shareholders attending the meeting and casting their votes are agenda 1 3 4 5 6 and agenda 8
 - 5.2 Agenda that must also be approved by resolution votes of not less than two-third of the total votes of the shareholders attending the meeting and has the right to vote is agenda 7.
6. Shareholders must remain on the agenda until the end of the agenda and must vote on each agenda before closing the vote for each agenda and in each agenda, the system will open for voting for 1 minute. If the shareholder leaves the meeting room or logs out from the system before closing the voting on any agenda, the system will count as “Abstain”. However, leaving the meeting room for any agendas is not the decision of the shareholders or proxies to return to the meeting and vote on the next agenda.
7. Asking the questions or expressing the opinions:
 - 7.1 Before voting for each agenda, the chairman of the meeting will give the attendees an opportunity to ask questions or express opinions on issues related to that agenda as appropriate. The attendees must identify their first and last name, status as a shareholder or proxy, followed by a question or opinion in the Q&A box, then press submit, and the company will answer questions in the meeting room on the agenda related to that question. However, if there are many questions submitted, the company reserves the right to consider selecting questions as appropriate.
 - 7.2 If the attendees wish to ask through the system with video and audio in the electronic meeting system. Please press the raise hand symbol and keep the camera and microphone on. Then, when prompted, ask a question. You are requested to state your first and last name and status as a shareholder or proxy before asking questions every time in order to be able to record in the minutes of the meeting accurately and completely. The company reserves the right to cut off the images and sounds of

shareholders who ask questions or make impolite comments or defame others or violate any law including infringement of the rights of others or it interferes with the meeting or causes trouble to other attendees.

7.3 In case that there are many shareholders want to ask questions with images and sound in the electronic meeting system, to maintain the meeting time, the company reserves the right to consider choosing as appropriate and disturbing shareholders to ask questions via Q&A channel for staff to answer questions or bring your questions to the end of the meeting or to answer on the company's website.

8. In the event that shareholders encounter problems entering the meeting system or voting system. Please study and follow the instructions given in the E-mail informing the username and password or username and password or contact the administrator at Line ID : A Holder Meeting.



9. If the system crashes during the meeting, shareholders will receive an email for further access to the reserve system.

Now, I would like to inform the shareholders that this meeting is in accordance with the resolutions of the Board of Directors meeting no. 1/2023 held on 27 February 2023 to consider the matters specified in the notice of the meeting. The company has notified the date to determine the names of eligible persons to attend the meeting or Record Date on 15 March 2023.

The Chairman reported to the meeting that there were totaling 25 shareholders and proxies attending the meeting, holding altogether 949,033,067 shares, representing 96.8401% of the total issued shares of the Company. (Based on the last closing date of the shareholders' registration book on 15 March 2023, the Company has 389 shareholders holding a total of 980,000,000 shares.) a quorum was, therefore, duly formed. Of all 25 shareholders, 3 of them were present in person (18.9821% of the total shareholders attending the meeting), holding a total of 186,024,096 shares and 22 of them were present by proxy (77.8581% of the total shareholders attending the meeting), holding a total of 763,008,971 shares.

The Chairman then announced the commencement of the 2023 Annual General Meeting of Shareholders and introduced the directors, executive management and auditor attended the meeting.

In addition, the Company had arranged an external legal advisor from the Chaktham Collection and Law office, Mr. Pipat Khiejak, to supervise and monitor the vote counting in the meeting to ensure that the votes were counted transparent, legitimate and the Company's Articles of Association and the shareholder rights protection volunteer from

the Thai Investors Association, Mr.Noppadon Pagonenimiddee, who also attended the meeting via electronic media today.

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

The Chairman requested the meeting to consider and confirm the minutes of the 2022 Annual General Meeting of Shareholders held on Monday 25 April 2022 at 10.00 a.m., Via Zoom Cloud Meeting, according to the copy of the minutes of meeting that was dispatched to the shareholders together with the invitation letter (Attachment 1).

The Chairman gave an opportunity to the shareholders to inquire about relevant matters but there were no shareholders asking a question relating to this agenda.

Since there were no further questions, the vote was proceeded.

The shareholders' voting results are as follows.

25 shareholders present at the meeting			holding a total of 949,033,067 votes	
Approve	949,033,067	votes	equivalent to	100 percent
Disapprove	-	votes	equivalent to	-
Abstain	-	votes	equivalent to	-
Total	949,033,067	votes	equivalent to	100 percent

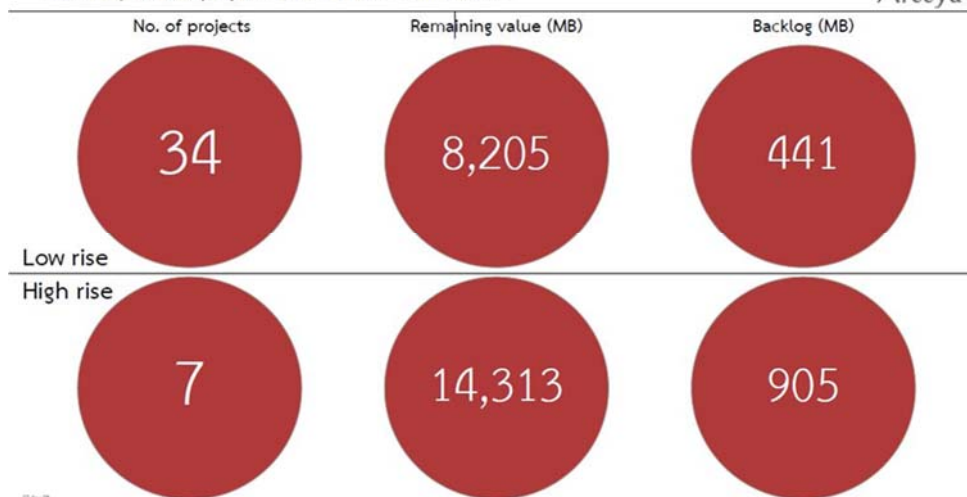
The Chairman then summarized the resolution as follows.

Resolution The meeting resolved to certify the minutes of the Annual General Meeting of Shareholders with the unanimous votes of the shareholders attending the meeting and eligible to vote.

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

The Chairman assigned Mr. Terakarn Watprapasak, Company Secretary, to present the details in this agenda.

For the 2022 performance, as of 31 December 2022, the Group had held 41 projects with approximate project value of Baht 22,518 million which included backlog value of Baht 1,346 million. These comprised 34 low-rise projects with approximately project value of Baht 8,205 million which included backlog value of Baht 441 million and 7 high-rise projects with approximate project value of Baht 14,313 million with backlog value of Baht 905 million.



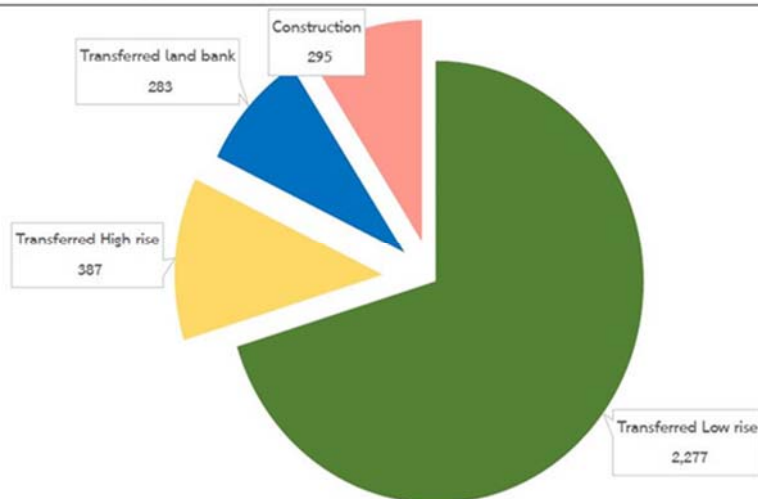
The Company launched 5 new projects in 2022. In 2nd quarter, the Company launched Como Bianca 2 Bangna, 109 units of townhome with single house style, project value of Baht 797 million.

In 3rd quarter, the Company launched Nora Bangna, 178 units minimal style townhome, project value of Baht 672 million. In the same quarter, the Company launched Noww Mega, 2040 units condominium, project value of Baht 3,860 million and Nora Kanchanapisek-Ratchaphruek 3, 95 units of townhome with single house style, project value of Baht 411 million.

Totally, 5 projects launched in 2022 with approximate project value of Baht 6,000 million comprised low-rise project and high-rise project of Baht 2,200 million and Baht 3,800 million, respectively.

In 2023, the Company launched new projects as follows. In 1st quarter, the Company launched Aren X, 25 units of the minimal style single house, project value of Baht 373 million. Aren 2, 35 units of twin house, project value of Baht 245 million and Soonthareeya, super luxury leasehold condominium on Ratchadamri road with 542 units, project value of Baht 9,220 million. The Company will launch another new project in 2nd quarter which is Como Botanica 2, 104 units of single home, project value of Baht 751 million.

Total revenue of the Company in 2022 was Baht 3,232 million, comprised revenue from low-rise project of Baht 2,277 million, high-rise project of Baht 387 million, land of Baht 283 million and revenue from construction services of Baht 295 million.



Total revenue was increased when compared with 2022 from increasing of revenue from low-rise project of Bah 151 million, increasing of revenue from sales of land of Baht 197 million while the revenue from high-rise project was decreased of 38 million due to no new project ready to transferred in 2022 and decreased of revenue from construction services of Baht 236 million due to completion of construction, 2 projects had been constructed in 2021 while there was 1 project in 2022.

Revenue of 2019 – 2022 (million Baht)



The gross profit was increased from 22% in 2021 to 33% in 2022. The main reason was adjusting the selling price according to the management’s policy to conform with changing in situation. In addition, high profit from selling of land.

Revenue of real estate sold and gross profit margin 2019 – 2022



The net profit of 2022 was Baht 134 million which increased from 2021 which had net loss of Baht 346 million. The main reason was the higher of revenue and gross project and the revalue of 1 investment property project in 2022.

Net profit of 2019 – 2022 (million Baht)



The revenue before expenses of 2022 was Baht 1,209 million. This was from the value of gross profit of Baht 951 million, the revalue of investment property and other income. Then less with selling expenses of Baht 335 million and administrative expenses of Baht 393 million, the earnings before interest and tax was Baht 481 million and less with finance costs of Baht 327 million, the earnings before tax was Baht 154 million. The net profit was Baht 134 million.

Part of statement of comprehensive income

	2022 (MB)	2021 (MB)	Change (MB)	Change (%)
Revenue from real estate	2,947	2,637	310	11.8%
Revenue from construction	295	531	(236)	(44.4%)
Cost of real estate sold	(1,976)	(2,060)	(84)	(4.1%)
Cost of construction services	(315)	(540)	(225)	(41.7%)
Gross profit	951	568	383	67.4%
Unrealised gain from fair value of IP	172	(12)	184	1,533.3%
Other income	86	115	(29)	(25.2%)
Total income before expenses	1,209	671	538	80.2%

Part of statement of comprehensive income (Cont'd)

	2022 (MB)	2021 (MB)	Change (MB)	Change (%)
Total income before expenses	1,209	671	538	80.2
Selling expenses	(335)	(248)	(87)	(35.1%)
Administrative expenses	(393)	(399)	6	(1.5%)
Earnings before interest expenses and taxes (EBIT)	481	24	457	1,904.2%
Interest expenses	(327)	(354)	(27)	(7.6%)
Earnings (losses) before taxes	154	(330)	484	146.7%
Income taxes	(20)	(16)	4	25.0%
Net profit	134	(346)	480	138.7%
Comprehensive income	9	7	2	28.6%
Net comprehensive income	143	(339)	482	142.2%

The Chairman gave an opportunity to the shareholders to inquire about the Company's operating results but there were no further questions.

The Chairman then summarized that the shareholders acknowledge the performance for 2022.

Agenda 3: To consider and approve the financial statements for the year 2022, comprising statements of financial position, statement of comprehensive income, statements of changes in equity Shareholders and cash flow statements for the year ended 31 December 2022

The Chairman assigned Mr. Terakarn Watrapasak, Company Secretary, to present the Company's financial statements as of 31 December 2022. The statement of financial position as of 31 December 2022 is as follows.

Part of statement of financial position

	2022 (MB)	2021 (MB)	Change (MB)	Change (%)
Total current assets	7,232	7,429	(197)	(2.7%)
Total non-current assets	6,038	5,454	584	10.7%
Total assets	13,270	12,883	387	3.0%
Total current liabilities	5,096	4,066	1,030	25.3%
Total non-current liabilities	4,935	5,708	(773)	(13.5%)
Total liabilities	10,031	9,774	257	2.6%
Total shareholders' equity	3,239	3,109	130	4.2%

Total assets

As of 31 December 2022, the total assets was Baht 13,270 million which increased from 2021 of Baht 387 million. This was mainly from the increased of real estate project under development and revalue of investment property.

Total liabilities:

As of 31 December 2022, the total liabilities was Baht 10,031 million which increased from 2021 of Baht 257 million. This was mainly from the increased of borrowing used for construction and operation.

The statement of comprehensive income had detail as presented in previous agenda.

After that, the chairman asked the meeting whether any shareholders would like to ask more questions about the approval of the financial statements for the year 2022. It appeared that no shareholders raised any queries.

The shareholders' voting results are as follows.

25 shareholders present at the meeting			holding a total of 949,033,067 votes	
Approve	949,033,067	votes	equivalent to	100 percent
Disapprove	-	votes	equivalent to	-
Abstain	-	votes	equivalent to	-
Total	949,033,067	votes	equivalent to	100 percent

Resolution The meeting resolved by the unanimous votes to approve the 2022 financial statements, including statement of financial position, statement of comprehensive income, statement of changes in shareholders' equity, and statement of cash flows as at 31 December 2022, which were already verified by the Audit Committee and audited by the auditor.

Agenda 4: To omission of allocation of net profit as legal reserve for the operating result for the year 2022.

According to Article 40 of the Company's Articles of Association, it states that "The Company must allocate part of the net profits to be reserves to Equity of not less than five (5) percent of the annual net profits deducted by the amount of accumulated losses brought forward (if any) until this reserve fund is not less than ten (10) percent of the registered capital. In 2022, the company has a net loss according to the separate comprehensive income statement at the amount of 20.88 million baht, so it is not required to allocate the net profit as legal reserve.

The Chairman gave an opportunity for the shareholders to ask questions. There were no any questions.

The shareholders' voting results are as follows.

25 shareholders present at the meeting			holding a total of 949,033,067 votes	
Approve	949,033,067	votes	equivalent to	100 percent
Disapprove	-	votes	equivalent to	-
Abstain	-	votes	equivalent to	-
Total	949,033,067	votes	equivalent to	100 percent

Resolution The meeting resolved to omission the profit appropriation as legal reserve from 2022 operation results with the unanimous votes of the shareholders attending the meeting and having the right to vote.

Agenda 5: To omission dividend payment from operation results for the year 2022.

The dividend payment policy of the Company according to the resolution of the Board of Directors no. 1/2004, on Friday, 16 January, 2004, requires the company to pay dividends at the rate of approximately 40% of the net profit after corporate income tax and various reserves. And the dividend payment does not have a significant impact on the company's normal operations. However, the dividend payment may change depending on the performance of the company, the financial status of the company, the liquidity of the company, the business expansion, the necessity and other suitability in the future and other factors related to the management of the company The company as the board of directors deems appropriate or appropriate, and the aforementioned action must bring maximum benefit to the shareholders.

Resolutions of the Board of Directors The approval of the dividend payment must be proposed to the shareholders' meeting for approval. Unless it is an interim dividend payment which the Board of Directors has the authority to approve before reporting to the next shareholders' meeting. The details of information supporting the consideration of Agenda 5 are in Attachment 2 of the invitation letter which has been delivered to the shareholders.

In 2022, the company had a net profit according to the consolidated financial statements of 134.27 million baht. And the company still needs cash to invest in projects under construction in 2023 such as Sunthareeya, Mega 2 Building, Aren, Aren X and future projects expected to be launched in 2023. Therefore, the meeting is requested to consider omitting dividend payment from the operating results for the year 2022.

The Chairman gave an opportunity for the shareholders to ask the question. There were no any questions.

The shareholders' voting results are as follows.

25 shareholders present at the meeting			holding a total of 949,033,067 votes	
Approve	949,033,067	votes	equivalent to	100 percent
Disapprove	-	votes	equivalent to	-
Abstain	-	votes	equivalent to	-
Total	949,033,067	votes	equivalent to	100 percent

Resolution The meeting resolved to omission the dividend payment from 2022 operation results with the unanimous votes of the shareholders attending the meeting and eligible to vote.

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

According to Article 14 of the Company's Articles of Association, it states that "at every annual general meeting, one-third (1/3) of the committee members are to leave. If the number of directors cannot be divided into three (3) parts, then the number is closest to one-third. (1/3) Directors who have to vacate their positions in the first and second years after the registration of that company shall use the lottery method to determine who will leave. In the subsequent years, the directors with the longest position shall resign. Directors whose terms have ended may be re-elected. In this year, there are directors who are retired by rotation as follows;

- | | | |
|------------------|-----------------|--|
| 1. Mr. Thun | Thiansuwan | Director |
| 2. Mrs. Niphapat | Romerattanaphun | Director |
| 3. Mr. Sompol | Thiensuvan | Independent Director and Audit Committee |

The nominated persons have gone through the process of screening qualifications, experience, and professional expertise by the Board of Directors that they are knowledgeable, ability and experience that will benefit the company's operations due to having qualifications in accordance with the established criteria and not being a director or executive in a business that may cause a conflict of interest of the company. In the past, the 3 directors who retired by rotation have performed their duties well as directors. Therefore, proposed to the shareholders' meeting to elect all 3 directors which retired by rotation at this time to be re-elected for another term, with the company having considered the name proposed by the shareholders.

The Board of Directors' meeting has considered and agreed to approve the re-appointment of all 3 directors who retired by rotation to be the Company's directors for another term. The background and director's profile are in Attachment 3 of the invitation letter which has been delivered to the shareholders

The chairman informed about the Company's Articles of Association and voting procedures as follows.

According to the Company's Articles of Association, the resolution of shareholders' meetings on the election of directors shall be passed by the majority vote of shareholders in accordance with the following rules and methods.

- (1) Each shareholder has a voting right of one share per one vote.
- (2) If the total number of nominees does not exceed the number of directors required in the election, the shareholders' meetings elect the nominees. In voting, the nominees are to receive the number of votes according to the number of shares each shareholder holds as under (1). Each shareholder cannot allocate only part of the votes to any nominees.

The chairman asked 3 re-election directors to exit from the meeting.

The Chairman allowed the shareholders to inquire about relevant matters but there were no further questions. The Chairman then asked the meeting to cast the votes in this agenda by consideration of each director individually.

(6.1) Mr. Thun Thiansuwan, Director of Areeya Property Public Company Limited, has been the Company's director for 19 years. The number of attendances of the Board of Directors' meetings in 2022 is 6 times out of 6 times.

The shareholders' voting results are as follows.

25 shareholders present at the meeting		holding a total of 949,033,067 votes		
Approve	949,033,067	votes	equivalent to	100 percent
Disapprove	-	votes	equivalent to	-
Abstain	-	votes	equivalent to	-
Total	949,033,067	votes	equivalent to	100 percent

(6.2) Mrs. Niphapat Romerattanaphun, Director of Areeya Property Public Company Limited, has been the Company's director for 19 years. The number of attendances of the Board of Directors' meetings in 2022 is 6 times out of 6 times.

The shareholders' voting results are as follows.

25 shareholders present at the meeting		holding a total of 949,033,067 votes		
Approve	949,033,067	votes	equivalent to	100 percent
Disapprove	-	votes	equivalent to	-
Abstain	-	votes	equivalent to	-
Total	949,033,067	votes	equivalent to	100 percent

(6.3) Mr. Sompol Thiensuvan, Independent Director and Chairman of the Audit Committee of Areeya Property Public Company Limited, who has been the Company's director for 12 years. The number of attendances of the Board of Directors' meetings in 2022 is 6 times out of 6 times. And the number of attendances of the Audit Committee meetings in 2022 is 12 times out of 12 times.

The shareholders' voting results are as follows.

25 shareholders present at the meeting			holding a total of 949,033,067 votes
Approve	949,032,867	votes	equivalent to 100 percent
Disapprove	200	votes	equivalent to -
Abstain	-	votes	equivalent to -
Total	949,033,067	votes	equivalent to 100 percent

The Chairman gave an opportunity to the shareholders to ask questions or object to the appointment of the 3 directors but there were no additional questions or objections.

The Chairman then summarized the resolution as follows.

Resolution By the majority vote of the shareholders attending the meeting and eligible to vote, the meeting resolved to re-elect the 3 nominees to be the Company's directors for another term.

3 re-election directors returned to the meeting.

Agenda 7: To consider and approve directors' remuneration for 2023.

The 2023 remuneration of the Company's directors can be summarized below.

1. Monetary compensation (only directors who are not management)

7.1 Annual Remuneration	300,000	Baht/ person/ year
7.2 Board of Director's Meeting Allowance (not more than 15 meetings/ per year)	25,000	Baht/ person/ meeting
7.3 Sub Committee's Meeting Allowance (not more than 15 meetings/ per year)	20,000	Baht/ person/ meeting

2. Non-monetary compensation - Health insurance, annual health check-up

The Chairman gave an opportunity to the shareholders to ask questions but there were no additional questions.

The shareholders' voting results are as follows.

25 shareholders present at the meeting			holding a total of 949,033,067 votes
Approve	949,033,067	votes	equivalent to 100 percent
Disapprove	-	votes	equivalent to -
Abstain	-	votes	equivalent to -
Total	949,033,067	votes	equivalent to 100 percent

The Chairman then summarized the resolution as follows.

Resolution By the unanimous vote of the shareholders attending the meeting and eligible to vote, the meeting to approve the remuneration of directors for the year 2023.

Agenda 8: To consider and approve the appointment of the auditors and the determination of the 2023 audit fee
The chairman informed that the Board of Directors considered and agreed to propose the appointment of the following auditors from Dharmniti Auditing Co., Ltd. to be the auditors of the Company and its subsidiaries for the year 2023 with the audit fee of Baht 3,350,000.

Ms. Chotima Kitsirikorn, Certified Public Accountant Registration No. 7318 or

Ms. Chutinant Kopraserthaworn, Certified Public Accountant Registration No. 9201 or

Ms. Nithinee Kittikunapong, Certified Public Accountant Registration No.8843 or

Ms. Arisa Chumwisut, Certified Public Accountant Registration No. 9393 or

Mr. Suwat Maneekanoksakun, Certified Public Accountant Registration No. 8134

The Chairman allowed the shareholders to ask additional questions but there were no further questions or objections. The Chairman then asked the shareholders to cast the votes in this agenda.

The shareholders' voting results are as follows.

25 shareholders present at the meeting			holding a total of 949,033,067 votes	
Approve	949,033,067	votes	equivalent to	100 percent
Disapprove	-	votes	equivalent to	-
Abstain	-	votes	equivalent to	-
Total	949,033,067	votes	equivalent to	100 percent

The Chairman then summarized the resolution as follows.

Resolution By the unanimous vote of the shareholders attending the meeting and eligible to vote, the meeting resolved to approve the appointment of the following auditors from Dharmniti Auditing Co., Ltd. to be the auditors of the Company and its subsidiaries with the audit fee of Baht 3,350,000.

Ms. Chotima Kitsirikorn, Certified Public Accountant Registration No. 7318 or

Ms. Chutinant Kopraserthaworn, Certified Public Accountant Registration No. 9201 or

Ms. Nithinee Kittikunapong, Certified Public Accountant Registration No.8843 or

Ms. Arisa Chumwisut, Certified Public Accountant Registration No. 9393 or

Mr. Suwat Maneekanoksakun, Certified Public Accountant Registration No. 8134

Agenda 9: To consider any other matters (if any)

The Chairman asked the meeting whether any shareholders would like to propose the agenda for consideration. It appeared that no shareholders raised any agenda and queries.

When there was no other issue proposed to the meeting for consideration, the Chairman declared the meeting adjourned at 12:00 am.

Sincerely yours,

(Mr. Terakarn Watprapasak)
Company Secretary

(Mr. Wisit Laohapoonrungsee)
Chairman and Chief Executive Officer

Agenda 5 To consider and approve the omission of the dividend payment from operating result for the year 2023

Details of dividends only for the company for the past 3 years are as follows:

(Unit : Baht)

	Current Year	Details for the past 3 years		
	Y2023	Y2022	Y2021	Y2020
Net profit (loss) of the consolidated financial statements	(374,288,056)	134,272,337	(345,562,551)	194,865,060
Net profit (loss) of the separate financial statements	(595,092,780)	(20,881,577)	(317,414,556)	185,991,866
Legal Reserve	-	-	-	9,300,000
Dividend Payment	-	-	-	29,400,000
Dividend rate to net profit in the consolidated financial statements (%)	-	-	-	15%
Dividend (Baht /share)	-	-	-	0.03

A brief biography of the nominated directors to be the company's directors

In consideration of Agenda 6: To consider the election of directors in place of those who are due to retire by rotation.

Mr. Viwat Lauhapoonrungsi	Year of appointment as a Director: 2013	Age : 63
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Director

Education

- BA. Economics major econometrics and treasury, Thammasat University

Training

- National Defence College Certificate, 2005
- Capital Market Academy Certificate no.11
- Executives Certificate "Thammasat for society" no.1, Thammasat University
- Certification Program executives of trade and commerce (TEPCoT) no.8
- Certificate in Tourism Management for Executives no.1
- Directors Certification Program (DCP) no.125/2009
- Certification Program executives Leader Thai-Chinese No.1
- Certification Program executives management - Energy Sciences no.13

Director position in other companies

Listed companies

-None-

Non-Listed companies;

- Director, W Solar & Power Co., Ltd.
- Director, W Power Co., Ltd.
- Director, Tavalamai Co., Ltd.

Any other positions which may cause conflict of interest with the company: -None-

Government sector:

- Honorary Member of the University Council – Thammasat University



Work Experiences

- Chief executive officer, Lake Garden Development Co., Ltd.
- Chairman, the Warehouse Organization Committee Ministry of Commerce
- Board of The Port Authority of Thailand
- Credit officer, Bank of Asia
- Director, Aeronautical Radio of Thailand Co., Ltd.

Criminal records during the past 10 years: -None-

Shareholding in the Company (Including spouse)

As of 1 January 2023 :	340,890,196 shares	34.8% of the total issued shares
As of 31 December 2023 :	356,118,196 shares	36.3% of the total issued shares
Change (+/ -)	15,228,000 shares	

Mr. Archawan Eiampaiboonphan	Year of Appointment as a Director:2018	Age : 52
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Director

Education

- Bachelor's degree in engineering, Chulalongkorn University

Training

- Directors Accreditation Program (DAP175/2020) ,Thai institute of Directors Association

Director position in other companies

Listed companies

-None-

Non-Listed companies;

- Director, Nummun Corporation (Thailand) Co., Ltd.

Any other positions which may cause conflict of interest with the company: -None-

Government sector:

-None-



Work Experiences

- Director, One up Co., Ltd.

Criminal records during the past 10 years: -None-

Shareholding in the Company (Including spouse)

As of 1 January 2023 :	2,625,000 shares	0.3% of the total issued shares
As of 31 December 2023 :	2,625,000 shares	0.3% of the total issued shares
Change (+/ -)	- shares	

Mr. Preecha Boonyakida

Year of Appointment as a
Director:2004

Age : 62

Independent Director and Audit Committee

Education

- BA. Accounting, Thammasart University
- BA. Law, Thammasart University
- BA. Economics, Ramkhamhaeng University
- MS. Accounting, Thammasart University
- Certified Public Accountant

Training

- Directors Accreditation Program (DAP) 2004 ,Thai institute of Directors Association
- Climate Governance, Stock exchange of Thailand and Thai institute of Directors Association

Director position in other companies

Listed companies ;

- Audit Committee , JNK Global media Public Company Limited.

Non-Listed companies;

- Director, Yingthaworn Apartment Co., Ltd.
- Director, Yingthaworn Petroleum Co., Ltd.

Any other positions which may cause conflict of interest with the company: -None-

Government sector:

-None-



Work Experiences

- Financial Manager, Dig It Up Export Co., Ltd.
- Director, Condotown Co., Ltd.

Criminal records during the past 10 years: -None-

Shareholding in the Company (Including spouse)

As of 1 January 2023 : - None -

As of 31 December 2023 : - None -

Change (+/ -) -

Detailed information for consideration of Agenda 7: To consider the remuneration of directors for the year 2024

1. Monetary compensation (only for director who are not the management)

	Compen sation offer	Directors' remuneration that has been approved		
	Y2024	Y2023	Y2022	Y2021
1. Annually compensation	300,000	300,000	300,000	300,000
2. Remuneration of directors for the Board of Directors meeting (per meeting)	25,000	25,000	25,000	25,000
3. Remuneration of directors for the Sub-Committees meetings (per meeting)	20,000	20,000	20,000	20,000

2. Non-monetary compensation - Health insurance, annual health check-up

Detailed Information for Consideration of Agenda 9 : To consider approval of issuing and offering the debenture in amount of not exceeding Baht 5,000 million to replace matured debenture were details as follows :

Objective	To repay all or some amount of loan and/or short-term debt instrument and/or long-term debt instruments and/or to provide funds to invest in project and/or for general working capital of the Company or for other purposes as the Board of Directors deems appropriate.
Type	All type of debentures, with or without a name registered, secured or unsecured debentures, with or without debenture holders' representative, subordinated or unsubordinated, subject to the prevailing market conditions at the time of issue and offering of each debenture and other relevant factors.
Credit	<p>The total credit is not exceeding Baht 5,000 million which will be issued and offered only one or several set at the same time or several time.</p> <p>The total principal amount is not exceeding Baht 5,000 million and/or equivalent in any other currency. In case of repurchase and/or redemption of debenture under any circumstances resulting the outstanding principal of the debenture of the Company to be decreased, the amount of the debenture that has been redeemed or has been repurchased by the Company will be count as the credit line that the Company is able to issue and offer the debenture (Revolving Principal).</p> <p>In case of issuing the debenture for refinancing the existing debenture (issuing new debenture to repay all or some amount of debt and/or replacing the previous debenture). The principal value of the existing debenture which will be redeemed on the same or different day from the issue and offering date of the new debenture for refinancing, will not be counted as part of the total principal amount of the debenture that have not been redeemed in the calculation of the credit of the debenture that the Company is able to issue and offer.</p>
Term of the debenture	5 years from the date of approval from the shareholders' meeting resolution.
Currency	In Baht and/or the equivalent in other currencies.
Interest Rate	Depends on the market conditions at the time of issuing and offering of each debenture.
Call Redemption	The Company may or may not request to redeem their debentures prior to the maturity date and/or the Company may or may not has the right to request to redeem, depending on the terms and conditions of each issuance of debentures.
Offering	Offering of the debenture at one time and/or several time and/or in project and/or in a revolving basis whereby the debenture will be offered domestically and/or internationally to the public and/or a specific investor and/or domestic institutional investor and/or international institutional investor and/or high-net worth investor at one time or several time in accordance with the rules prescribed in the notification of the Securities and Exchange Commission and/or the Capital Market Supervisory Board or other relevant regulations which are in effect at the time of issuing and offering such debenture.
Special Condition	For short-term debentures up to 270 days, in the event that the Company redeemed or repaid the principal of the debenture issued within the approved

	sum above. The Company can issue additional short-term debenture within the conditions and credit set above.
Authorization	Restrictions, conditions and details necessary and relevant to the issuance and offering of the debenture such as name, type, par value, offering price per unit, interest rate, appointment of debenture holders' representatives, amount offered at each time, total value, tenor, principal repayment method, allocation method, collateral type, offering details, redemption period, early redemption, and registration in any secondary market etc. as well as permission proceeding from relevant authorities, appointment of consultant or persons involved in the issuance and offering of debenture, negotiation, agreeing, signing of relevant documents and agreements, and any proceedings as necessary and in connection with the issuance and offering of debenture of the Company to be within the power of the authorized directors to act on behalf of the Company and/or the person who is assigned by the authorized director to act on behalf of the Company to consider and determine in the future.
Other Condition	Depending on the market conditions at the time of issuing and offering of each debenture and other relevant factors.

Proxy (Form B.)

เลขทะเบียนผู้ถือหุ้น

Shareholder's Registration No.

เขียนที่ _____

Written at

วันที่ _____ เดือน _____ พ.ศ. _____

Date _____ Month _____ Year _____

(1) ข้าพเจ้า _____ สัญชาติ _____

I/We _____ Nationality _____

อยู่บ้านเลขที่ _____

Address _____

(2) เป็นผู้ถือหุ้นของ บริษัท อารียา พรอพเพอร์ตี้ จำกัด (มหาชน) ("บริษัท")

being a shareholder of Areeya Property Public Company Limited ("The Company")

โดยถือหุ้นจำนวนทั้งสิ้นรวม _____ หุ้น และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง ดังนี้
holding the total amount of _____ shares and are entitled to vote equal to _____ votes as follows :

หุ้นสามัญ _____ หุ้น และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
ordinary share _____ shares and are entitled to vote equal to _____ votes

หุ้นบุริมสิทธิ _____ หุ้น และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
preference share _____ shares and are entitled to vote equal to _____ votes

(3) ขอมอบฉันทะให้

Hereby appoint

1 ชื่อ _____ อายุ _____ ปี อยู่บ้านเลขที่ _____
Name _____ age _____ years residing at _____
ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____
Road _____ Sub District/Kweang _____ District/Khet _____
จังหวัด _____ รหัสไปรษณีย์ _____ หรือ

2 ชื่อ _____ อายุ _____ ปี อยู่บ้านเลขที่ _____
Name _____ age _____ years residing at _____
ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____
Road _____ Sub District/Kweang _____ District/Khet _____
จังหวัด _____ รหัสไปรษณีย์ _____ หรือ
Province _____ Postal Code _____ or

□3 ชื่อ _____ อายุ _____ ปี อยู่บ้านเลขที่ _____
Name age years residing at
ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____
Road Sub District/Kweang District/Khet
จังหวัด _____ รหัสไปรษณีย์ _____
Province Postal Code

คนใดคนหนึ่งเพียงคนเดียว เป็นผู้แทนของข้าพเจ้า เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมสามัญผู้ถือหุ้นประจำปี 2567 ใน วันพฤหัสบดีที่ 18 เมษายน 2567 เวลา 10.00 น. ผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) โดยใช้ระบบ Zoom Meeting หรือที่จะพึงเลือกไปในวันเวลา และสถานที่อื่น ด้วย

Only one of them shall act as my/our proxy to attend and vote on my/our behalf at the 2024 Annual General Meeting of the shareholders on Thursday, 18 April 2024 at 10.00 a.m. via electronic media (E-AGM) by using the Zoom Meeting or at any adjustment thereof.

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

I authorize my Proxy to cast the votes according to my intentions as follows :

□ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The Proxy is entitled to cast the votes on my behalf at its own discretion

□ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The Proxy must cast the votes in accordance with my following instructions:

วาระที่ 1 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้นประจำปี 2566

Agenda 1 To consider and certify the minutes of the 2023 Annual General Meeting.

□ เห็นด้วย □ ไม่เห็นด้วย □ งดออกเสียง
Approve Disapprove Abstain

วาระที่ 2 พิจารณารับทราบผลการดำเนินงานของบริษัทประจำปี 2566

Agenda 2 To consider and acknowledge the Company's operation results for the year 2023

□ เห็นด้วย □ ไม่เห็นด้วย □ งดออกเสียง
Approve Disapprove Abstain

วาระที่ 3 พิจารณาและอนุมัติงบการเงินสำหรับปี 2566

Agenda 3 To consider and approve the financial statements for the year ended 31 December 2023.

□ เห็นด้วย □ ไม่เห็นด้วย □ งดออกเสียง
Approve Disapprove Abstain

วาระที่ 4 พิจารณาอนุมัติจัดสรรกำไรสะสมสำรองตามกฎหมายประจำปี 2566

Agenda 4 To consider and approve the omission of allocation of net profit as legal reserve for the operating result for the year 2023.

□ เห็นด้วย □ ไม่เห็นด้วย □ งดออกเสียง
Approve Disapprove Abstain

- วาระที่ 5
 Agenda 5
 พิจารณางดจ่ายเงินปันผลประจำปี 2566
 To consider the omission of the dividend payment from the operating result for the year 2023.
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> จดออกเสียง |
| Approve | Disapprove | Abstain |
- วาระที่ 6
 Agenda 6
 พิจารณาเลือกตั้งกรรมการแทนกรรมการที่ครบกำหนดออกตามวาระในปี 2567
 To consider the election of the directors in replacement of those who are to retire by rotation in 2024.
- | | | |
|---|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วยกับการแต่งตั้งกรรมการทั้งหมด | | |
| Approve the election of the entire Board of Directors, | | |
| <input type="checkbox"/> เห็นด้วยกับการแต่งตั้งกรรมการบางราย ดังนี้ | | |
| Approve the election of the certain directors as follow : | | |
| 6.1 ชื่อกรรมการ | : นายวิวัฒน์ | เลาหพูนรัมย์ |
| Name of Director | : Mr. Viwat | Lauhagoonrungsi |
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> จดออกเสียง |
| Approve | Disapprove | Abstain |
| 6.2 ชื่อกรรมการ | : นายอาชวัน | เยี่ยม ไพบูลย์พันธ์ |
| Name of Director | : Mr. Archawan | Eiampaiboonphan |
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> จดออกเสียง |
| Approve | Disapprove | Abstain |
| 6.3 ชื่อกรรมการ | : นายปรีชา | บุญยักิดา |
| Name of Director | : Mr. Preecha | Boonyakida |
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> จดออกเสียง |
| Approve | Disapprove | Abstain |
- วาระที่ 7
 Agenda 7
 พิจารณากำหนดค่าตอบแทนกรรมการประจำปี 2567
 To consider and approve the remuneration of the Directors for the year 2024.
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> จดออกเสียง |
| Approve | Disapprove | Abstain |
- วาระที่ 8
 Agenda 8
 พิจารณาแต่งตั้งผู้สอบบัญชีและกำหนดค่าตอบแทนประจำปี 2567
 To appoint an auditor of the Company for the year 2024 and the remuneration for auditors.
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> จดออกเสียง |
| Approve | Disapprove | Abstain |
- วาระที่ 9
 Agenda 9
 พิจารณาอนุมัติการออกและเสนอขายหุ้นกู้ในวงเงินไม่เกิน 5,000 ล้านบาท เพื่อทดแทนวงเงินเดิมที่ครบกำหนด
 To consider approval of issuing and offering the debenture in amount of not exceeding Baht 5,000 million to replace matured debenture.
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> จดออกเสียง |
| Approve | Disapprove | Abstain |

วาระที่ 10 พิจารณาวาระอื่น ๆ (ถ้ามี)
Agenda 10 To consider any other matters (if any).

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช้เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

Vote of the Proxy in any Agenda which is not in accordance with this Form of Proxy shall be invalid and shall not be the vote of the Shareholder.

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ประชุมพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In case I do not specify the authorization or the authorization is unclear, or if the meeting considers or resolves any matter other than those stated above, or if there is any change or amendment to any fact, the Proxy shall be authorized to consider and vote the matter on my behalf as the Proxy deems appropriate.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

For any act performed by the Proxy at the meeting, it shall be deemed as such acts had been done by me in all respects except for vote of the Proxy which is not in accordance with this Proxy Form.

ลงนาม/Signed _____ ผู้มอบฉันทะ/Shareholder
()

ลงนาม/Signed _____ ผู้รับมอบฉันทะ/Proxy
()

หมายเหตุ / Remarks

1. ผู้ถือหุ้นที่มอบฉันทะ จะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

The shareholder appointing the Proxy must authorize only one proxy to attend and vote at the meeting and shall not allocate the number of shares to several proxies to vote separately

2. ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้รับมอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบข. ตามแนบ

In case there are agendas other than those specified above, the additional statement can be specified by the Shareholder in the Regular Continued Proxy Form B as enclosed.

ใบประจำต่อแบบหนังสือมอบฉันทะ
REGULAR CONTINUED PROXY FORM B

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท อารีญา พรอพเพอร์ตี้ จำกัด (มหาชน)

Authorization on behalf of the Shareholder of Areeya Property Public Company Limited

ในการประชุมสามัญผู้ถือหุ้นประจำปี 2567 ในวันพฤหัสบดีที่ 18 เมษายน 2567 เวลา 10.00 น. ผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) โดยใช้ระบบ Zoom Meeting หรือที่จะพึงเลือกไปในวันเวลา และสถานที่อื่นด้วย

For the 2024 Annual General Meeting of the shareholders on Thursday, 18 April 2024 at 10.00 a.m. via electronic media (E-AGM) by using the Zoom Meeting or at any adjustment thereof.

วาระที่ _____ เรื่อง _____

Agenda Re:

<input type="checkbox"/> เห็นด้วย	<input type="checkbox"/> ไม่เห็นด้วย	<input type="checkbox"/> งดออกเสียง
Approve	Disapprove	Abstain

วาระที่ _____ เรื่อง _____

Agenda Re:

<input type="checkbox"/> เห็นด้วย	<input type="checkbox"/> ไม่เห็นด้วย	<input type="checkbox"/> งดออกเสียง
Approve	Disapprove	Abstain

วาระที่ _____ เรื่อง _____

Agenda Re:

<input type="checkbox"/> เห็นด้วย	<input type="checkbox"/> ไม่เห็นด้วย	<input type="checkbox"/> งดออกเสียง
Approve	Disapprove	Abstain

วาระที่ _____ เรื่อง _____

Agenda Re:

<input type="checkbox"/> เห็นด้วย	<input type="checkbox"/> ไม่เห็นด้วย	<input type="checkbox"/> งดออกเสียง
Approve	Disapprove	Abstain

วาระที่ _____ เรื่อง _____

Agenda Re:

<input type="checkbox"/> เห็นด้วย	<input type="checkbox"/> ไม่เห็นด้วย	<input type="checkbox"/> งดออกเสียง
Approve	Disapprove	Abstain

วาระที่ _____ เรื่อง _____

Agenda Re:

<input type="checkbox"/> เห็นด้วย	<input type="checkbox"/> ไม่เห็นด้วย	<input type="checkbox"/> งดออกเสียง
Approve	Disapprove	Abstain

วาระที่ _____ เรื่อง _____

Agenda Re:

<input type="checkbox"/> เห็นด้วย	<input type="checkbox"/> ไม่เห็นด้วย	<input type="checkbox"/> งดออกเสียง
Approve	Disapprove	Abstain

Terms, Conditions, and Methods of Practice in Attending the Meeting, Proxy, and Voting

1. In the case of attending the meeting in person
 - 1.1 Natural-person shareholders:
 - If the shareholder is a Thai national, please show ID card or civil servant ID card.
 - If the shareholder is a foreign national, please show the alien ID card, or passport or the equivalent.
 - In the case of name and/or surname revision, the evidence certifying such change must be presented.
 - 1.2 Juristic shareholders (A juristic shareholder's authorized director attends the meeting in person):
 - If the authorized director is a Thai national, please show ID card or civil servant ID card and a copy of the corporate affidavit issued by the Ministry of Commerce or the authorized agency for no more than 6 months prior and certified true copy by the authorized person of the juristic shareholder.
 - If the authorized director is a foreign national, please show the alien ID card, or passport or the equivalent, and a copy of the corporate affidavit issued by the Ministry of Commerce or the authorized agency for no more than 6 months prior and certified true copy by the authorized person of the juristic shareholder.
 - In the case of name- surname revision, the evidence certifying such change must be presented.
2. In the case of granting proxy
 - The shareholder must appoint only one proxy to attend and vote at the meeting according to the proxy form attached.
 - The shareholder can specify his/her voting intention in each agenda, whether to approve, disapprove, or abstain, in the proxy form. The proxy is entitled to vote in accordance with the shareholder's intention.
 - The proxy must submit the proxy form that is completely filled in and signed to the Chairman and/or his assignee before the meeting starts. In the case of any revision or deletion of important statement, the shareholder must sign to confirm every place and the proxy form must be attached 20-baht duty stamp.

Documents required for the granting of proxy.


- In the case the proxy grantor is a natural person, holding Thai nationality: A certified copy of the proxy grantor's ID card or civil servant ID card.
- In the case the proxy grantor is a natural person, holding foreign nationality: Alien ID card, or passport, or the equivalent.
- In the case the proxy grantor is a juristic person
 - Thai juristic person: A copy of the corporate affidavit issued by the Ministry of Commerce or the authorized agency for no more than 1 months prior and certified true copy by the authorized director of the juristic person, a copy of the authorized director's ID card or civil servant ID card certified true copy by the said authorized director.
 - Non-Thai juristic person: The authorized person of the juristic person must sign and stamp the company's seal on the proxy form in person in the presence of the notary public, or the agency with similar duty according the law of each country. After that, the proxy form must be submitted to an authorized official of the Thai Embassy or consulate, or his/her assignee, or a person with full authority in providing complete certification in accordance with the applicable laws of such country, such as a notary public.
- In the case of using fingerprint in lieu of signature, the left thumb impression must be taken and specified as "The left thumb impression of..." in the presence of 2 witnesses. Moreover, the left thumb impression must be certified as genuine by the 2 witnesses and submitted together with a certified copy of the witnesses' ID card or civil servant ID card.

- In the 2024 Annual General Meeting of Shareholders, the shareholders who are unable to attend the meeting by themselves can grant a proxy to any person or appoint the following independent directors to be their proxy to attend and vote in the meeting.
 1. Mr. Wanchai Tantikul
Address: 11/12 Moo 9, Bang Wa, Phasijaroen, Bangkok
 2. Mr. Preecha Boonyakida
Address: 92/21-22 Moo 7, Chiang Rak Noi Subdistrict, Bang Pa-In District, Phra Nakhon Si Ayutthaya
 3. Mr. Sompol Thiensuvan
Address: 72/2 Sutthisan Winitchai Road, Samsen Nok, Huai Khwang, Bangkok
 - The shareholders who wish to appoint the Company's independent directors as your proxy, please send the proxy form that is completely filled in and signed to Mr. Wisit Laohapoonrungrsee, Chairman and Chief Executive Officer, at the Company's address together with other required documents at least 3 days prior to the meeting.
 - The proxies who wish to attend the meeting must show their ID card / civil servant ID card / passport (for foreigners) upon registration.
3. In the case of deceased shareholders: The executor shall attend the meeting by himself or to assign a proxy to other person to attend the meeting. The court order to appoint such executor must be additionally presented and signed within 6 months before the meeting day.
 4. In the case of minor shareholders: The father-mother or the legal guardian shall attend the meeting by oneself or to assign a proxy to other person to attend the meeting instead, the copy of the house registration from the minor shareholders must be additionally presented.
 5. In the case of incompetent person or quasi-incompetent shareholders: The guardian or the curator shall attend the meeting by oneself or to assign a proxy to other person to attend the meeting with the court order to appoint to be a guardian or the curator, signed to certify by the authorized person within 6 months before the meeting day.

Registration

1. By sending evidence documents via Email : ir@areeya.co.th within April 15, 2024.
 - 1.1) In case shareholders wish to attend the meeting in person: Identify Name-family name (with the copy of ID Card), Shareholder Registration Number, amount of shares, specifying the email address that will be used for registration to the meeting system, mobile phone number for contacting shareholders
 - 1.2) The proxies: Specify the details of the name-surname of the grantor and the proxy. (with a copy of ID card of both persons) shareholder registration number, number of securities held, electronic mail (E-mail) and contact phone number
2. When the company has examined the names of shareholders according to the information of the shareholder registration book according to the information of the shareholder registration book as of the date of determining the names of shareholders who have the right to attend the 2024 Annual General Meeting of Shareholders, Username and Password will be sent to the electronic mail (E-mail) that the shareholder has requested within April 15, 2024.

3. For the convenience of attending the AGM through electronic media. Shareholders, please download the Zoom Cloud Meeting application before attending the meeting which can be downloaded as follows

ระบบ iOS	ระบบ Android
	
https://apps.apple.com/th/app/zoom-cloud-meetings/id546505307	https://play.google.com/store/apps/details?id=us.zoom.videomeetings

4. On the day of the meeting, the system will be open to the meeting 60 minutes prior to the start of the meeting. However, the live broadcast will only start at the time of the meeting.

5. To log in, attendees are required to use shareholder registration number information and shareholder's ID card number.

6. Voting via Zoom Cloud Meeting system

7. In case participants have problems using the E-Meeting system, you can contact the company at the phone number specified in the electronic mail (E-Mail) that the user manual of the system has been sent to you. The phone number specified in the electronic mail (E-Mail) that sent the operating instructions to you.

Voting

1. Voting shall be made openly by counting one share as one vote. The resolution of Shareholders' Meeting shall consist of the votes as follows.

- In normal cases, a majority of votes of the shareholders presented at the meeting shall be deemed as absolute resolution.
- In other cases required otherwise by laws and/ or the Company's Articles of Association, such requirement shall be complied, the Chairman of the meeting shall inform the shareholders of such requirement prior to voting for each agenda.

2. In case of voting by proxy, the proxy shall cast the vote in accordance with intention of the shareholder specified in the proxy form only.

3. A shareholder having special conflict of interest in any matters cannot vote on such matter. The Chairman of the Meeting may request such shareholder to temporarily leave the meeting room during such time.

4. A secret vote can be requested by a minimum of 5 shareholders. If the meeting resolves to adopt it, the Chairman of the meeting shall determine and clarify the method of voting to the meeting before the secret vote starts.

Using QR Code

For download the Annual Report 2023

The Stock Exchange of Thailand by the Thailand Securities Depository Co., Ltd., as the securities registrar, has developed a system for the listed companies in the Stock Exchange of Thailand to send to the shareholders' meeting documents and the annual report in electronic form via QR Code, allowing shareholders to browse the information conveniently and quickly.

Shareholders can download information via QR Code by following these steps.

For iOS systems (iOS 11 or higher)

1. Turn on the camera (Camera) on mobile phone
2. Scan (point the camera on mobile phone to look at) the QR Code
3. The screen will display the message (Notification) comes up. Click on the message. To see the meeting information

Note: In the absence of text (Notification) on mobile phones, shareholders can scan QR Code from the application (Other applications) such as QR Code Reader, Facebook or Line etc.

For Android systems

1. Open the QR Code Reader, Facebook, or Line application.

Steps for scanning QR Code via Line

Go to Line and select add friend → Select QR Code → Scan QR Code.

2. Scan the QR Code for meeting information