



Notice of Invitation to the 2024 Annual General Meeting of Shareholders
Major Development Public Company Limited

Thursday, April 25th, 2024, at 10.00 a.m.
via Electronic Meeting (E-AGM), broadcast the meeting
from the Maestro Chamber, 17th Floor, Major Tower Thonglor
141 Thonglor 10, Sukhumvit 55, Khlongton Nua Subdistrict,
Wattana District, Bangkok

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MJD.IR 004/2024

March 19th, 2024

Subject: Invitation to the 2024 Annual General Meeting of Shareholders

Attention: Shareholders,

Attachment: 1. Copy of Minutes of Extraordinary General Meeting of Shareholders No. 1/2023
2. Profile of proposed director candidates to replace directors who will retire by rotation
3. Details of the Company's Independent Directors proposed by the Company to act as proxies from shareholders
4. Capital Increase Report (Form F53-4)
5. Articles of Association of the Company pertaining to the Meeting of Shareholders and Voting Board of Directors
6. Guidelines for attending of Electronic Meeting by Inventech Connect
7. Proxy Form
8. Privacy Notice

Enclosure: 56-1 One Report 2023 , meeting materials and , etc. on QR Code format that appear in the Notice of Invitation Letter

The 2024 Annual General Meeting of Shareholders of Major Development Public Company Limited ("The Company") as follows:

Date & Time: Thursday, April 25th, 2024 at 10.00 a.m.

Venue: via Electronic Meeting (E-AGM) only.

broadcast the meeting from Maestro Chamber, 17th Floor, Major Tower Thonglor
141 Thonglor 10, Sukhumvit 55, Khlongton Nua Subdistrict, Wattana District, Bangkok
10110

The meeting was held according to the agenda as follows:

Agenda 1: To certify the minutes of Extraordinary General Meeting of Shareholders No. 1/2023

Information for consideration: The Company has prepared the minutes of Extraordinary General Meeting of Shareholders No.1/2023 held in the form of a meeting via electronic conference on September 20th, 2023. The Company has already delivered a copy of the minutes of the said meeting to the Stock Exchange of Thailand within 14 days from the meeting date and to the Ministry of Commerce as required by law as per Attachment 1. Therefore, it is proposed that the

Annual General Meeting of Shareholders certify the minutes of the Extraordinary General Meeting of Shareholders No.1/2023 as mentioned.

Opinion of the Board of Directors: The Board of Directors has considered and approved that the minutes have been duly prepared and should submit the matter to the Shareholders' meeting to certify.

Voting: This agenda must be approved with the majority votes of the shareholders attending the meeting and having the voting rights.

Agenda 2: To acknowledge the operating result and the annual report for the year 2023

Information for consideration: 2023 Annual Report (Form 56-1 One Report) on QR Code format that appear in the Notice of Invitation Letter.

Opinion of the Board of Directors: The Board of Directors considered that it deemed appropriate to propose the operating result for year 2023 to the shareholders for acknowledgement details in the 2023 Annual Report (Form 56-1 One report)

Voting: This agenda is for acknowledgement, therefore there is no vote casting.

Agenda 3: To consider and approve the Financial Statements for the year ended 31 December 2023

Information for consideration: In order to comply with the Public Limited Companies Act B.E. 2535 (1992) (as amended) and the Company's Articles of Association, the Company has prepared its financial statements for the accounting period ending 31 December 2023. The financial statements for the accounting period ending 31 December 2023 was audited by the certified public accountant, reviewed by the Audit Committee, and approved by the Board of Directors. The financial statements can be summarized as follows:

(Unit : Million Baht)

Transaction	2023	2022
Total Assets	17,368.25	16,466.62
Total Liabilities	12,726.35	11,506.69
Shareholders' Equity	4,641.90	4,959.92
Total Revenues	2,259.71	2,890.76
Profit (Loss) Before Income Tax	(369.08)	(348.61)
Profit (Loss) for the year	(330.12)	(370.40)
Earnings Per Share (Baht/Share)	(0.38)	(0.43)

Opinion of the Board of Directors: The Board of Directors considered that it is appropriate to propose to the shareholders' meeting to approve the financial statements for the accounting period ending 31 December 2023, which was audited by the certified public

accountant, reviewed by the Audit Committee, and approved by the Board of Directors

Voting:

This agenda must be approved with the majority votes of the shareholders attending the meeting and having the voting rights.

Agenda 4: To consider and approve the omission of dividend payment

Information for consideration:

The Company's dividend payment policy is to pay at a rate of not less than 40 percent of net profits after deduction of tax and legal reserves. The Board of Directors shall take into account the best interest of the shareholders, such as the reserve for future investment, reserve for loan repayment or revolving capital for the business operation

Opinion of the Board of Directors:

The Board of Directors considered that the Company plans to continually expand business therefore it is necessary to require working capital for the development. The Board of Directors agreed to approve the omission of dividend payment for the year 2023 in order to use as the working capital and to expand business. It is appropriate to propose to the shareholder's meeting for its approval the omission of dividend payment for the year 2023.

Voting:

This agenda must be approved with the majority votes of the shareholders attending the meeting and having the voting rights.

Agenda 5 To elect directors to replace those who are retired by rotation

Information for consideration:

Section 71 of the Public Limited Companies Act B.E. 2535 (1992) (As amended) and Article 18 of the Articles of Association provide that, at every annual general meeting of shareholders, one-third of the directors shall vacate in proportion. In the case where the number of directors is not a multiple of three, the number of directors nearest to one-third shall vacate their position, whereas a director who vacates office under this section may be re-elected.

In this 2024 Annual General Meeting of Shareholders, there are three directors who will retire by rotation as follows:

1. Mrs. Prathin Poolvaralaks Chairman of the Board of Directors/ Chairman of Executive Committee
2. Ms. Petrada Poolvaralaks Vice Chairman / Executive Committee / Risk Management Committee / Nomination and Remuneration Committee / Chief Executive Officer

3. Mr. Suriya Poolvaralaks Vice Chairman / Executive Committee / Risk Management Committee / Managing Director

The Board of Directors considered the qualifications such as suitability, qualifications, experience, and expertise including performing duties as in the past with efficient profiles of these three directors are disclosed in the Enclosure 2.

Opinion of the Board of Directors: The Board of Directors considered that it is appropriate to propose to the shareholders' meeting to approve the election of three directors who will retire by rotation 1) Mrs. Prathin Poolvaralaks 2). Miss. Petrada Poolvaralaks and 3) Mr. Suriya Poolvaralaks to be Director for another term. All of these directors who was nominated this time though a careful screening and consideration process from the Board of Directors.

Voting : This agenda must be approved with the majority votes of the shareholders attending the meeting and having the voting rights.

Agenda 6 To approve the determination of the directors' remuneration for the year 2024

Information for consideration: The Nomination and Remuneration Committee has considered the remuneration of the Directors and Audit Committee with regard to the responsibilities and duties of the Board includes the profitability of the business. The Compensation of the Board and Audit Committee for the year 2024 are offered as follows;

1. Yearly remuneration as the same as Year 2023 as follow

- Chairman of the Board of Directors 240,000 Baht/Year
- Chairman of the Audit Committee 240,000 Baht/Year
- Director and the Audit Committee 180,000 Baht/Year

2. The allowance for the Board of Directors, Audit Committee, the Nomination and Remuneration Committee and Risk Management Committee is 10,000 Baht/time/person except for executive directors.

However, the remuneration does not include compensation or welfare received as company employee.

Opinion of the Board of Directors: The Board of Directors considered that the Nomination and Remuneration Committee reviewed the remuneration of Directors and Audit Committee with regard to the appropriate section in its entirety and propose to the shareholder's meeting for its approval of the remuneration of Directors and Audit Committee, which is equivalent to the previous year includes meeting allowance of the Board of Directors as the proposal of the Nomination and Remuneration.

Voting :

This agenda item must be approved with the votes of no less than two-thirds of the total votes of the shareholders attending the meeting as the Article 23 of the Articles of Association of the Company.

Agenda 7 To approve the appointment of the auditor and the determination of the audit fee for the year 2024

Information for consideration:

The Public Limited Companies Act B.E.2535, requiring the appointment of auditors and audit fees in the general meeting of shareholders every year. The selection of auditors and audit fees has been considered by the Audit Committee and the Board of Directors. The nominated auditors for the year 2024 are Ms. Vilailak Laohasrisakul C.P.A. License No. 6140 and/or Mr. Khitsada Lerdwana C.P.A. License No. 4958 and/or Ms. Manee Rattanabunnakit C.P.A. License No. 5313 from EY Office Co., Ltd. as the auditor of the Company year 2024 and the compensation in the amount of Baht 1,500,000 (one million five hundred thousand baht) per year. In addition, the auditors have no relationship or interests with the company / subsidiaries / executives / major shareholders or any person related to such person in any way.

Opinion of the Board of Directors:

The Board of Directors considered that it is appropriate to propose to the shareholder's meeting for its approval Ms. Vilailak Laohasrisakul C.P.A. License No. 6140 and/or Mr. Khitsada Lerdwana C.P.A. License No. 4958 and/or Ms. Manee Rattanabunnakit C.P.A. License No. 5313 from EY Office Co., Ltd. as the auditor of the company year 2024 and the compensation in the amount of Baht 1,500,000 (one million five hundred thousand baht) per year.

Voting :

This agenda must be approved with the majority votes of the shareholders attending the meeting and having the voting rights.

Agenda 8 To consider and approve the reduction in the registered capital of the Company from THB 1,050,000,000 to THB 860,411,939 by cancellation 189,588,061 unissued shares, at the value of THB 1 per share and the amendment of Clause 4 of the Memorandum of Association (Registered Capital) to be in line with the capital reduction

Information for consideration:

To consider and approve the decrease of the Company's registered capital in the amount of THB 189,588,061 from the existing registered capital of THB 1,050,000,000 to THB 860,411,939 by cancelling the unissued registered ordinary shares in the number of 189,588,061 shares with a par value of THB 1 per share and approved to propose to the AGM to consider and approve the amendment to Clause 4 of the Company's Memorandum of Association

to be in line with the decrease of the Company's registered capital, as follows;

“Clause 4. Registered capital	THB 860,411,939	(Eight hundred and sixty million, four hundred and eleven thousand, nine hundred and thirty-nine Baht)
Divided into	860,411,939 Shares	(Eight hundred and sixty million, four hundred and eleven thousand, nine hundred and thirty-nine Shares)
Par value per share	THB 1	(One Baht)
	Categorized into:	
Ordinary shares	860,411,939 Shares	(Eight hundred and sixty million, four hundred and eleven thousand, nine hundred and thirty-nine Shares)
Preferred shares	- Shares	(-)”

The Board of Directors and/or Chief Executive Officer and/or a person entrusted by Board of Directors or Chief Executive Officer, shall be authorized to have the power to register the amendment of the Memorandum of Association at the Department of Business Development, Ministry of Commerce and have the power to amend and add wordings in order to comply with the Registrar's instruction.

Opinion of the Board of Directors: The Board of Directors considered that it appropriate to propose to the shareholders' meeting to approve the reduction in the registered capital of the Company from THB 1,050,000,000 to THB 860,411,939 by cancellation 189,588,061 unissued shares, at the value of THB 1 per share and the amendment of Clause 4 of the Memorandum of Association (Registered Capital) to be in line with the capital reduction

Voting:

This agenda item must be approved with the votes of no less than three-fourths of the total votes of the shareholders attending the meeting and having the voting rights.

Agenda 9 To consider and approve the increase in the registered capital of the Company under the General Mandate from THB 860,411,939 to THB 946,453,132 by issuing new ordinary 86,041,193 shares with a par value of THB 1 per share, and the amendment of Clause 4 of the Memorandum of Association (Registered Capital) to be in line with the capital increase

Information for consideration: To consider and approve the increase of the Company’s registered capital in the amount of THB 86,041,193 from the existing registered capital of THB 860,411,939 to THB 946,453,132, by issuing the newly issued ordinary shares in amount of not exceeding 86,041,193 shares with a par value of THB 1 per share to accommodate the issuance the ordinary shares under the General Mandate in amount of not exceeding 86,041,193 shares. The details are shown in the Capital Increase Report Form (F53-4) Enclosure 4, and approved to propose to the AGM to consider and approve the amendment to Clause 4. of the Company’s Memorandum of Association to be in line with the increase of the Company’s registered capital, as follows;

“Clause 4. Registered capital	THB 946,453,132	(Nine hundred and forty-six million, four hundred and fifty-three thousand, one hundred and thirty-two Baht)
Divided into	946,453,132 Shares	(Nine hundred and forty-six million, four hundred and fifty-three thousand, one hundred and thirty-two Shares)
Par value per share	THB 1	(One Baht)
	Categorized into:	
Ordinary shares	946,453,132 Shares	(Nine hundred and forty-six million, four hundred and fifty-three thousand, one hundred and thirty-two Shares)
Preferred shares	– Shares	(-)

The Board of Directors and/or Chief Executive Officer and/or a person entrusted by Board of Directors or Chief Executive Officer, shall be authorized to have the power to register the amendment of the Memorandum of Association at the Department of Business Development, Ministry of Commerce and have the power to amend and add wordings in order to comply with the Registrar’s instruction.

Opinion of the Board of Directors: The Board of Directors considered that it appropriate to propose to the shareholders’ meeting to approve the increase of the Company’s registered capital in the amount of THB 86,041,193 from the existing registered capital

of THB 860,411,939 to THB 946,453,132, by issuing the newly issued ordinary shares in amount of not exceeding 86,041,193 shares with a par value of THB 1 per share to accommodate the issuance the ordinary shares under the General Mandate in amount of not exceeding 86,041,193 shares. The details are shown in the Capital Increase Report Form (F53-4) , and approved to propose to the AGM to consider and approve the amendment to Clause 4. of the Company's Memorandum of Association to be in line with the increase of the Company's registered capital

Voting:

This agenda item must be approved with the votes of no less than three-fourths of the total votes of the shareholders attending the meeting and having the voting rights.

Agenda 10 To consider and approve the allocation of newly issued ordinary shares of the Company under the General Mandate for offering to Private Placement

1. Information for consideration: to allocate the newly issued ordinary shares in the number of not exceeding 86,041,193 shares with a par value of THB 1 each under the General Mandate, (or not exceeding 10 percent of the paid-up capital of the Company on 8 March 2024) to offer to the specific persons by way of a Private Placement under the General Mandate in which such person/s is not a connected person to the Company in accordance with the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 Re: Rules on Connected Transactions (as amended) and Notification of the Board of Directors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning Connected Transactions B.E. 2546 (as amended) and it can be issued and offered in entirety or in portions and offered at once or occasionally from time to time. The allocation of the newly issued ordinary shares to the specific persons by way of the Private Placement shall not be offered at a low price according to the Notification of the Capital Market Supervisory Board No. Tor Jor. 72/2558 Re: Approval for Listed Companies to Offer Newly Issued Shares through Private Placement (as amended).

The Board of Directors and/or Chief Executive Officer and/or a person entrusted by Board of Directors or Chief Executive Officer shall be authorized to have the power to proceed with any necessary matters and related to offering the newly issued ordinary shares under General Mandate and to consider on determination and/or amend and/or change any condition and details of any matters related to this matter under the relevant regulations. The authorization shall include without limitation to the followings:

1) To consider on the allocation and offer the newly issued ordinary shares at once or occasionally from time to time including proceed with any necessary matters and related to offering the newly issued ordinary shares e.g. set the record date, objective of the issuance and offering of such ordinary shares, specify offering price, subscription period, ratio for allotment, allotment method and the payment process, searching of investors in Private Placement etc. including change of subscription period, payment and receive payment of such newly issued ordinary shares, determine any conditions and details regarding allocation of newly issued ordinary shares and determine any conditions and details which related to the allocation of the newly issued ordinary shares as deemed appropriate.

2) To sign applications, notice, instrument or other documents in relation with the capital increase and the allocation of the Company's newly issued ordinary shares, including certifying relevant documents, communicate, file and/or accept documents with any competent authorities and/or agencies and to list the new common shares on the Stock Exchange of Thailand.

3) To carry out any other necessary actions relating to and/or associating with the capital increase and the allocation of the newly issued ordinary shares of the Company, to be in accordance with the laws and/or any related regulations. In addition, the aforesaid allocation under the General Mandate must be completed within the next date of the Annual General Meeting of Shareholders or within 30 April 2025, whichever date is earlier. The details of the capital increase and the allocation of the newly issued ordinary shares of the Company under the General Mandate appears in the Capital Increase Report Form (F53-4)

Opinion of the Board of Directors: The Board of Directors considered that it appropriate to propose to the shareholders' meeting to approve to allocate the newly issued ordinary shares in the number of not exceeding 86,041,193 shares with a par value of THB 1 each under the General Mandate, (or not exceeding 10 percent of the paid-up capital of the Company on 8 March 2024) to offer to the specific persons by way of a Private Placement under the General Mandate as aboved.

Voting: This agenda item must be approved with a majority of the total votes of the shareholders attending the meeting and casting their votes.

Agenda 11 To consider other issues (if any)

The 2024 Annual General Meeting of Shareholders to be held on April 25th, 2024 at 10.00 a.m. and the method of meeting arrangement **will be electronic meeting (E-AGM) only.** Which is in accordance with the rules specified in the law relating to electronic conferencing, which will be carried out through the Inventech Connect system of Inventech System (Thailand) Company Limited. (which is a meeting control service provider who has assessed the consistency of the system by himself with the Electronic Transactions Development Agency (ETDA). (This E-AGM will be broadcasting live at Maestro Chamber, 17th Floor, Major Tower Thonglor, Soi Thonglor 10, Sukhumvit 55, Klongton Nua, Wattana Bangkok 10110. The Board of Directors would like to invite shareholders

to attend the meeting on the date and time mentioned above. The procedure for attending the meeting is in Enclosure 6.

For the convenience of the shareholders who are unable to attend the meeting in person and wish to appoint another person to attend the meeting and vote in this meeting on their behalf, please complete the details and sign the Proxy Form, For Shareholders who authorize one of the Company's Independent Directors to attend and vote able to appoint Mrs. Suparanan Tanviruch, Independent Director (Details of the Company's Independent Directors proposed by the Company to act as proxies from shareholders attached herewith Enclosure 3). Please submit the proxy form along with supporting documents and evidence and send a registered letter to the Company Secretary at the address stated within April 24th, 2024 before 5.00 p.m. The Company will proceed in accordance with the Articles of Association of the Company pertaining to the Meeting of Shareholders and Voting

Please be informed accordingly.

Sincerely yours,

Major Development Public Company Limited



(Ms. Petrada Poolvorlaks)

Chief Executive Officer

Company Secretary - Tel: 0-2232-1111

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Minutes of the Extraordinary General Meeting of Shareholders No.1/2023
Major Development Public Company Limited
Wednesday September 20th, 2023
at Maestro Chamber, 17th Floor, Major Tower Thonglor
141 Thonglor 10, Sukhumvit 55, Khlongton Nua Subdistrict, Wattana District, Bangkok
via Electronic Meeting (E-AGM)

The meeting commenced at 10:00 a.m.

Meeting in electronic form (E-EGM) on Wednesday , September 20th, 2023 at 10:00 a.m., which is in accordance with the rules specified in the law relating to electronic conferencing. The company provides service providers to organize meetings via electronic media according to the Emergency Decree on Electronic Conferencing B.E. 2020. Including other related laws and regulations and broadcast the meeting from Maestro Chamber, 17th Floor, Major Tower Thonglor. The shareholders can verify their identity and register to attend the meeting according to the details that the company has sent to the shareholders together with the meeting invitation letter in advance. In this regard, the MC informed the steps and processes for conducting the meeting as follows.

In this meeting, the Company will collect, use and disclose personal information including images, sound and video of all attendees for recording, preparation of the minutes of the meeting, and meeting management, etc. By clarifying the methods and criteria for the meeting as follows:

1. To vote in the meeting, shareholders will have votes equal to the number of shares held by them and proxies, considering that 1 share equals 1 vote.
2. 1 shareholder has the right to vote for, approve, disapprove, or abstain in any way only except for the shareholders who are custodians who can split their votes.
3. The method of voting shall be in accordance with the Company's Articles of Association, which is to count 1 share as 1 vote. Shareholders can vote for, approve, disapprove, or abstain on each agenda. Vote counting will be counted only by shareholders who vote against and/or abstain. Then those votes will be deducted from the total number of votes attending the meeting. The rest will be considered as approving votes on that agenda.

For the rules, voting methods, vote counting, and methods for asking questions or expressing opinions are as follows:

1. The meeting will consider the matters in order of the agenda specified in the meeting invitation

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letter by presenting information on each agenda and giving shareholders an opportunity to ask questions before voting. The voting result will be announced to the meeting when the vote counting for that agenda has been completed in order.

2. In voting, shareholders can choose the agenda they wish to vote on. Then press the "Vote" button, the system will display all 3 voting channels, namely approve, disapprove, and Abstain. For multiple shareholders or proxies, the system will display all the names of proxies by voting separately for each user account. To cancel the vote, press the "Cancel Vote" button. For any shareholder who did not vote within the specified time. The company will assume that shareholders agree with that agenda and voting can be amended. Until there is a notice to close the voting for that agenda. The company gives voting time of 1 minute and when the voting results for each agenda are closed. The result of that agenda will be announced to the meeting later.
3. In the case of shareholders receiving proxies from several shareholders Press to select the menu. "Account" and click on the "Change Account" button to access. In other shareholders' accounts, the system will not take the votes out of the meeting base.
4. In case the shareholder wishes to leave the meeting before closing the voting for any agenda The shareholders' votes will not be counted in the meeting for such agenda and the votes will not be counted immediately for the rest of the agenda. However, leaving the meeting in any agenda will not deprive the right of shareholders or proxies to return to the meeting and vote in the next agenda in the system.
5. Asking questions or expressing opinions in the meeting room. Before voting on each agenda, the Company will give the meeting attendees an opportunity to ask questions. or express opinions on issues related to that agenda as appropriate. By selecting the agenda that would like to ask questions or express opinions. Then press the "Question" button, which can be asked in 2 ways:
 - Inquire via message, you can type your desired inquiry. Then press the button "Send Question" where the company will answer questions in the meeting room on the agenda related to that question. However, if there are many questions. The company reserves the right to consider selecting questions as appropriate or
 - Inquire via video and audio (video conference) by pressing the button "Inquire via video and audio", then press "OK" to confirm the reservation. Once authorized by the staff, turn on your camera and microphone. The attendees are required to state their names and surnames and their status as shareholders or proxies before asking questions every time so that the company can record them in the report meeting accurately and completely.

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The Company reserves the right to cut off the image and sound of shareholders who ask questions or make impolite comments, defame others, violate any laws including infringe the rights of others, disturb the meeting and causing trouble to other attendees.

6. In case there are many shareholders want to ask questions with video and audio in the system. In order to preserve the duration of the meeting, please allow shareholders to ask questions via text messages for staff to answer questions or take your questions to answer at the end of the meeting or post them on the company's website.
7. In case that shareholders having problems accessing the meeting system or voting system. Please study and follow the instructions given together with the meeting invitation letter or select the menu "Help" in the system, which can contact Inventech Call Center staff from the phone number 02-931-9150 and Line Official.
8. In the event of a system failure during the shareholders' meeting, an email will be received to return to the meeting through the backup system.

In this regard, the meeting kindly asked the shareholders to ask questions and express their opinions after the Board of Directors had clarified the details of each agenda. In case of questions or comments that are not related to that agenda. The Company reserves the right to answer in other agendas or related agendas or as the Company appropriate.

The meeting was held according to the agenda as follows:

Agenda 1: To certify the minutes of the 2023 Annual General Meeting of Shareholders

Agenda 2: To consider and approve the Company or its subsidiaries entering into the transaction of Asset acquisition by purchasing Krungthep Kreetha Land Company Limited's ordinary shares, which are connected persons

Agenda 3: Other matters (if any)

In this meeting, Mrs. Prathin Poolvorlaks, Chairman of the Board of Directors of Major Development Public Company Limited, act as Chairman of the meeting. Before the official opening of the meeting the MC reviewed and introduced the Board of Directors and executives who attended this meeting as follows:

- | | |
|-----------------------------|----------------------------------------------------|
| 1. Mrs. Prathin Poolvorlaks | Chairman of the Board of Directors |
| 2. Ms. Petrada Poolvorlaks | Director & Chief Executive Officer |
| 3. Dr. Suriya Poolvorlaks | Director & Managing Director |
| 4. Ms. Natha Kittiakson | Director & Deputy Chief Executive Officer |
| 5. Mr. Chanin Roongsang | Independent Director & Chairman of Audit Committee |
| 6. Mrs. Suparanan Tanviruch | Independent Director & Audit Committee Member |

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In addition, there were executives and auditors honored to attend the meeting, consisting of Chief of Finance and Accounting executives, Mr. Pitak Ponghirancharoen and Ms. Siwaporn Leechanavanichpun and the Independent Financial Advisors from Avantgarde Capital Co., Ltd. Mr. Sornchai Watthanasukchai and Mr. Punnawich Sangsukcharoen and Mr. Thanabodee Buaprommee

There were 39 shareholders registered to attend the meeting in person and by proxy, representing 564,594,700 shares or 65.6191 % of the total number of shares of the company, amounting to 860,411,939 shares divided into 10 shareholders present in person, holding 437,758,000 shares and 29 shareholders represented through proxies, holding 126,836,700 shares, a quorum was thus constituted in accordance with the Company's Articles of Association and the meeting began.

In Agenda 1, there was an additional shareholder and proxy attending the meeting, for a total of 40, representing an additional 500 votes of shareholders who attended the meeting in person and as proxies. Moreover, in Agenda 2 there are 5 shareholders and proxies left the meeting, the remaining 35 shareholders and proxies attending the meeting representing a total of 138,892,400 votes of shareholders who attended the meeting in person and received proxies by Ms. Petrada Poolvorlaks, Director and Chief Executive Officer is person who was opening the meeting on behalf of Mrs. Prathin Poolvorlaks, who was the chairman of the Extraordinary General Meeting of Shareholders No. 1/2023 and assigned the MC to continue his duties.

Agenda 1 To certify the minutes of the 2023 Annual General Meeting of Shareholders

The Company has prepared the Minutes of the 2023 Annual General Meeting of Shareholders held in the form of a meeting via electronic conference on April 26th, 2023. The Company has already delivered a copy of the minutes of the said meeting to the Stock Exchange of Thailand within 14 days from the meeting date and to the Ministry of Commerce as required by law as per Attachment 1. Therefore, it is proposed that the Annual General Meeting of Shareholders certify the minutes of the 2023 Annual General Meeting of Shareholders as mentioned.

Resolution Approve	564,540,200	votes	99.9902 %
Disapprove	0	votes	0.0000 %
Abstain	55,000	votes	0.0116 %

The votes of the shareholders attending the meeting and having the voting rights.

Note: In this agenda, the number of shareholders and proxies who was attending the meeting increased from the beginning of the meeting to be 40 shareholders, representing a total of 564,595,200 votes of shareholders who attended the meeting in person and received proxies.

-translation-

Agenda 2 To consider and approve the Company or its subsidiaries entering into the transaction of Asset acquisition by purchasing Krungthep Kreetha Land Company Limited's ordinary shares, which are connected persons

Ms. Siwaporn Leechanawanitchaphan summarized of information by the group of companies operating the real estate development business, both condominiums and single houses by focusing on developing High End projects, which was the main products of the company. During March 2023, the Company was known that Krungthep Kreetha Land Company Limited ("KKL") intended to sell all KKL common shares, which KKL didn't operate any business. It had the only one of the vacant land was KKL's main asset which was located in the Krungthep Kreetha Road area. During that time, there were many people who approached and offered to buy KKL. The group of companies saw that that area had the potential to develop projects and expand business, so that they were interested in buying KKL shares. The group of companies also has the good experience and expertise in real estate development in the said area such as the Mavista Prestige Village Krungthep Kreetha project which was located on Krungthep Kreetha Road and the Malton Gates Krungthep Kreetha project was located on Srinakarin - Romklao Road.

Therefore, the group of companies wished to enter into an asset acquisition transaction by purchasing ordinary shares in Krungthep Kreetha Land Company Limited, an amount not exceeding 40,000,000 shares, representing 100.00 percent of the registered shares of KKL from the existing shareholders, consisting of: Mr. Chamroen Poolvorlaks, Mr. Wiset Poolvorlaks and Mr. Witthaya Poolvorlaks, who was related persons of the Company at the purchase price which did not exceed 540.00 million baht.

The objective of entering into the transaction to purchase shares in KKL is being the owner the land which is the property of KKL by the group company. It is expected that the land which will be the development into the horizontal project, which entering into the transaction of purchasing shares in KKL will make the group of companies to get more benefits than entering into a land purchase transaction because it helps make the group of companies to reduce the time and steps for setting up a company to run a real estate business (the special purpose vehicle) will be established to develop the real estate business of each project. Therefore, the acquisition of shares in KKL provides the convenience to the group of companies which is able to conduct business continuously including saving costs in setting up a company. In addition, the group of companies will acquire land assets with a location that has the potential and it has the opportunity to have higher value in the future.

The entering into the transaction of purchasing shares in KKL is entered into with persons connected to the Company. This will make the negotiating and agreeing to the transaction which is more convenient and faster than negotiating with outsiders. That may require more processes and time to check the

-translation-

information of the assets that will be entered into the transaction and it helps to coordinate various aspects efficiently subject to the terms and conditions of the relevant contract.

The value of consideration for entering into a connected transaction is not more than 540.00 million baht and the highest transaction size is 11.56 percent of the net tangible assets (NTA) of the company. The size of the transaction to purchase shares in KKL is the large connected transaction because the transaction size is more than 3.00 percent of the net tangible assets of the company. Moreover, the transaction value is higher than 20.00 million baht, the company must proceed to request the approval to enter into the transaction as follows:

1. To ask for opinions to the Board of Directors.
2. To disclose information to the Stock Exchange of Thailand
3. To ask for the opinion of an independent financial advisor (IFA)
4. To request the approval from shareholders

The Company has appointed Avantgarde Capital Company Limited as an independent financial advisor to prepare a report on the opinion of the independent financial advisor regarding the said connected transaction, Mr. Sornchai Wattanasukchai, the independent financial advisor from Avantgarde Capital Company Limited, gave his opinion on the said transaction for an overview of the transaction this time when the considering the structure before entering into the transaction, consisting of Mr. Chamroen Poolvorlaks holding 60.00 percent of shares, Mr. Wiset Poolvorlaks holding 20.00 percent of shares and Mr. Wittaya Poolvorlaks holding 20.00 percent of shares in Krungthep Kreetha Land Company Limited and the structure after entering into the transaction to be Major Development Public Company Limited will hold 100.00% of shares in Krungthep Kreetha Land Company Limited.

For the reasonableness of the price, the independent financial advisor selects a method to adjust the book value. This is an appropriate method of the value adjustment for KKL because KKL does not conduct any business. There is the only vacant land which is the main asset by the said valuation method will be compared with the appraised value of the appraised property. There are 3 independent property appraisers, which is between 540 - 588 million baht. The value of the transaction price of KKL is equal to 540.00 million baht, which the said purchase price is in the fair price range.

For the advantages of entering into the transaction

1. The purchase of KKL shares that affect to the group of companies having the ownership of the land to support the real estate development business

-translation-

2. The location of the land has the potential and has the potential to have the higher value in the future.
3. The acquisition of tangible assets can be used as collateral for loaning.
4. The purchase of KKL shares reduces the time and steps up for setting up a company into run a real estate business
5. The speed in negotiating and negotiating conditions for entering into the transaction because it is a transaction between connected persons.

Disadvantages and risks of entering into the transaction

1. Loss of investment opportunities in other assets
2. Financial status of the company will be affected by entering into this transaction, such as less cash remaining and the increasing debt from loaning from the financial institutions
3. The company has additional obligations from entering into transactions with connected persons, such as expenses for appointing financial advisors.
4. The risk of the conditions precedent to entering into the transaction may not be successful or it may be delay.

From the analysis of advantages and disadvantages and the appropriateness of the price of entering into the transaction to purchase shares in KKL. The independent financial advisors give the opinion that entering into this transaction, it is the reasonable and beneficial to shareholders. Therefore, shareholders should approve the transaction.

For the opinion of the Board of Directors (excluding directors who have conflicts of interest) consideration has been given to the benefits that accrue to the group of companies and shareholders of the company as follows:

1. Location of the land has the potential residential location because the area has many amenities such as department stores, hospitals, and sports stadiums, as well as being close to several electric train lines, including the Yellow Line at Srikritha Station and the Orange Line at Lam Sali Station.
2. It creates the return for the company group in the developing housing projects. It is expected that the internal rate of return (IRR) from the project will be in the range of 10.00 - 20.00 percent.

-translation-

3. The purchase price is reasonable because it is in the fair price range when it was compared to the property appraisal price appraised by 3 independent property appraisers, which is between 540 - 588 million baht. However, the Board of Directors' consideration have been given to the issues of impacts and risks which is occurring to the company and the shareholders, such as the risk from using the entrance-exit of land that is a servitude, which has already been registered and that entering into such a transaction is considered to be low-risk. Therefore, there is an opinion that entering into the transaction of purchasing common shares in KKL is appropriate and the source of funds to pay for this transaction is sufficient. Therefore, there was a resolution to approve and propose to the shareholders 'meeting to consider and approve for the entering into this transaction.

Question: From the Thai Investors Association, referring to Section 4.2, the nature of business operations in the information regarding the acquisition of assets and related transactions, states that at present KKL is not conducting any business. It has only land assets. In 2022, KKL has invested in filling land. However, KKL has no plans to develop projects in the future. Therefore, we would like to know that how will the acquisition have a positive impact on the Company? Now we found that the Company had loss of operating results for 2 years and the operating results for the 6 months of 2023 which had negative operating results of 152.77 million baht. Therefore, we would like to ask MJD's executives to help announce plans or strategies for business operations later. The purchase of KKL was informed by the meeting in order to build confidence among the small shareholders who hold the Company's shares.

Answer: Ms. Siwaporn Leechanawanitchaphan There are many cases in real estate business operations where real estate companies will set up a special purpose vehicle (Special Purpose Vehicle) specifically for project development or for using in the cases where the project has a joint investor (JV Partner), the transaction to purchase shares in KKL will be more beneficial than the transaction to purchase property or land due to the purchase of shares will make the group of companies to reduce the time and steps for setting up a company. and establish a special purpose vehicle (Special Purpose Vehicle) to develop each real estate business project. Therefore, the acquisition of shares in KKL provides the convenience to the group of companies which are able to conduct business continuously including saving costs in setting up the Company.

For the business plans and strategies after the acquisition of KKL, the Company Group is interested in the Krungthep Kreetha location, land owned by KKL, and the Company has good experience and expertise in developing real estate projects in the said area. We found that this area has the potential to develop projects and expand business. Moreover, the Company has already developed 2 low-rise projects around Krungthep Kreetha, namely the Mavista Prestige Village Krungthep Kreetha project, which are all sold out and the Malton Gates Krungthep Kreetha project, which has pre-sales of more than 60% since the end of 2022 and it will begin

-translation-

to transfer from the beginning of 2023. The group of Companies are confident that the development of land held by KKL will be a good opportunity for the group of Companies developed new low-rise projects successfully and make the group of Companies which is able to recognize to increase income and make profits for the group of Companies after completion and transfer.

This agenda must be approved by the shareholder meeting with a vote of not less than three-quarters (3/4) of the total number of votes of shareholders who attend the meeting and have the right to vote without counting the shareholders' equity that has an interest.

Resolution Approve	3,547,400	votes	2.5540 %
Disapprove	135,290,000	votes	97.4063 %
Abstain	55,000	votes	0.0395 %

The votes of the shareholders attending the meeting and having the voting rights

Note: In this agenda, there were 5 shareholders and proxies who left the meeting, the remaining 35 shareholders and proxies who attended the meeting, representing a total of 138,892,400 votes of shareholders who attended the meeting in person and received proxies.

For agenda 2, it was concluded that the meeting has resolved that this agenda was disapproved from the shareholder's meeting so that, the Company or the subsidiaries of the Company was not approved to enter into a transaction to purchase common shares in Krungthep Kreetha Land Company Limited, which is a related party.

Agenda 3 Other matters (if any)

The MC informed that there were no shareholders to propose any other agenda items, MC would like to use this opportunity for shareholders to make additional suggestions. Please express the opinions that are beneficial to the Company.

There were no shareholders to ask any other questions. The MC explained the details about the preparing the minutes of the meeting to comply with good practices after the meeting is finished, the Company will inform the meeting resolutions through the news system of Stock Exchange of Thailand within the next business day and the Company will complete the minutes of the meeting within 14 days from the meeting date including for submitting to the Stock Exchange of Thailand through the information dissemination system of the Stock Exchange and published on the Company's website, which will allow shareholders to be informed of the meeting results and the shareholders can check the accuracy of the meeting.

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Ms. Petrada closed the meeting on behalf of Mrs. Prathin Poolvorakaks, who was the chairman of the meeting. On behalf of the Board of Directors , thank you to all shareholders who attended the meeting today If any errors occur or shareholders are not comfortable in the meeting I would like to apologize to all shareholders on this occasion.

The meeting was adjourned at 10.48 a.m.

-signed-

(Mrs. Prathin Poolvorakaks)
Chairman of the meeting

-signed-

(Mr. Preecha Piriyananyaporn)
Company Secretary

Profiles of proposed director candidates to replace directors who will retire by rotation

1. **Name-Surname** : Mrs. Prathin Poolvorlaks

Age : 81 years

Director Type : Director

Position

- Chairman of the Board of Directors

Appointment Date of Director / Chairman of the Board of Directors

- 2 December 2005

Shareholding in MJD as of 31 December 2023

- 19.76%

Education

- More than 15 years of real estate business experience

Training Program for Director/Training Courses History

- Director Certification Program (DCP) 50/2006 (IOD)

Work Experience and/or Important Position

- 2022 - Present Chairman of the Board of Directors Major Development Public Company
Chairman of Executive Committee Limited
- 1999 – 2022 Vice Chairman of the Board of Directors Major Development Public Company
Vice Chairman of Executive Committee Limited

Board Member/Management in Other Listed Company

- -None -

Board Member/Management in Other Organizations

- 2023 – Present Director 39 Residences Company Limited
- 2023 - Present Director MJV5 Company Limited
- 2023 – Present Director MM Residences One Company Limited
- 2023 – Present Director Intelligence Development Company Limited
- 2021 - Present Director MJ ONE Company Limited
- 2024 - Present Director MJV4 Company Limited
- 2020 - Present Director Major SPV One Company Limited
- 2020 - Present Director MJV3 Company Limited
- 2020 - Present Director MJV2 Company Limited
- 2017 - Present Director MJD-JV1 Company Limited

Meeting Attendance

- Board of Directors Meeting 8/12 times
- 2023 Annual General Meeting 1/1 times
- Extraordinary General Meeting No.1/2023 1/1 times

Legal Dispute

- -None -

Qualifications of Director

The Nominated Candidate was considered that his qualifications are qualified for the business operation of the Company and none position in other organization that compete with / related to the Company and there is no Nominated Candidate which is proposed from shareholders. Therefore, the Board of Director proposes to the shareholders' meeting to consider and approve the election of director as the independent director and the audit committee for another term. Due to the profile is suitable for their qualifications, experience, and work effectively as independent directors and audit committee in the past. Resulting in the person nominated for this time has held the position of independent director and audit committee until the end of this term for a total of 18 consecutive years.

2. Name-Surname : Ms. Petrada Poolvorlaks

Age : 57 years

Director Type : Director

Position

- Vice Chairman / Executive Director / Risk Management Committee / Chief Executive Officer

Appointment Date of director and Independent Director

- 2 December 2005

Shareholding in MJD as of 31 December 2023

- 14.09%

Education

- - Master of Business Administration (MBA) , Illinois State University
- - Bachelor of Marketing , Illinois State University

Training Program for Director/Training Courses History

- Director Certification Program (DCP) 49/2005 (IOD)

Work Experience and/or Important Position

- 2023 - Present Vice Chairman Major Development Public Company Limited
- 2021 - Present Chief Executive Officer Major Development Public Company Limited
- 2013 - Present Risk Management Committee Major Development Public Company Limited
- 2005 - 2023 Director Major Development Public Company Limited
- 1999 – Present Executive Major Development Public Company Limited

Board Member/Management in Other Listed Company

- -None -

Board Member/Management in Other Organizations

- 2023 - Present Director 39 Residences Company Limited
- 2023 - Present Director MJV5 Company Limited
- 2023 - Present Director MM Residences One Company Limited
- 2023 - Present Director Intelligence Development Company Limited
- 2021 - Present Director MJ ONE Company Limited
- 2021- Present Director MJV4 Company Limited
- 2021 - Present Director MJP Property Company Limited
- 2021 - Present Director MJC Development Company Limited
- 2021 - Present Director MJR Development Company Limited

Meeting Attendance

- Board of Directors Meeting 12/12 times
- 2023 Annual General Meeting 1/1 times
- Extraordinary General Meeting No.1/2023 1/1 times

Legal Dispute

- -None -

Qualifications of Director

The Nominated Candidate was considered that his qualifications are qualified for the business operation of the Company and none position in other organization that compete with / related to the Company and there is no Nominated Candidate which is proposed from shareholders. Therefore, the Board of Director proposes to the shareholders' meeting to consider and approve the election of director as the independent director and the audit committee for another term. Due to the profile is suitable for their qualifications, experience, and work effectively as independent directors and audit committee in the past. Resulting in the person nominated for this time has held the position of independent director and audit committee until the end of this term for a total of 18 consecutive years.

3. Name-Surname : Mr. Suriya Poolvorlaks

Age : 48 years

Director Type : Director

Position

- Vice Chairman / Executive Director / Risk Management Committee / Managing Director

Appointment Date of director

- 19 September 2006

Shareholding in MJD as of 31 December 2023

- 12.56%

Education

- - Doctor of Philosophy, Economics, University of Southern California (USC)
- - Master of Sciences, Economics, Boston University
- - Bachelor of Economics, Faculty of Economics, Chulalongkorn University

Training Program for Director/Training Courses History

- Director Certification Program (DCP) 59/2006 (IOD)

Work Experience and/or Important Position

- 2023 - Present Vice Chairman Major Development Public Company Limited
- 2013 - Present Risk Management Committee Major Development Public Company Limited
- 2006 - 2023 Director Major Development Public Company Limited
- 2006 - Present Director Major Development Public Company Limited
- 2006 - Present Executive Director
Managing Director Major Development Public Company Limited

Board Member/Management in Other Listed Company

- -None -

Board Member/Management in Other Organizations

- 2023 - Present Director 39 Residences Company Limited
- 2023 - Present Director MJV5 Company Limited
- 2023 - Present Director MM Residences One Company Limited
- 2023 - Present Director Intelligence Development Company Limited
- 2022 - Present Director MDPC Company Limited
- 2021- Present Director MJP Property Company Limited
- 2021 - Present Director MJC Development Company Limited

Meeting Attendance

- Board of Directors Meeting 11/12 times
- 2023 Annual General Meeting 1/1 times
- Extraordinary General Meeting No.1/2023 1/1 times

Legal Dispute

- -None -

Qualifications of Director

The Nominated Candidate was considered that his qualifications are qualified for the business operation of the Company and none position in other organization that compete with / related to the Company and there is no Nominated Candidate which is proposed from shareholders. Therefore, the Board of Director proposes to the shareholders' meeting to consider and approve the election of director as the independent director and the audit committee for another term. Due to the profile is suitable for their qualifications, experience, and work effectively as independent directors and audit committee in the past. Resulting in the person nominated for this time has held the position of independent director and audit committee until the end of this term for a total of 17 consecutive years.

**Details of the Company's Independent Directors proposed by
the Company to act as proxies from shareholders**

Details of the Company's Independent Directors

Mrs. Suparanan Tanviruch Age 57 years old

Position in the company: Audit Committee / Independent Director / Nomination and Remuneration
Committee

Shareholding in MJD as of 31 December 2023

- - None -

Education

- Master of Accountancy, Thammasat University
- Bachelor of Commerce and Accountancy, Thammasat University

Director's training program

- Executive Program, Capital Market Academy (CMA), Class of 26/2018
- Executive Program in Urban Management, Class of 2/2017 from Navamindradhiraj University
- Directors Accreditation Program (DAP) 216/2016 from the Thai Institute of Directors (IOD)
- Academy of Business Creativity Program (ABC), Class of 3/2015 from Sripatum University
- TLCA Executive Development Program (EDP) Class of 11/2014 from Thai Listed Companies Association

Work experience and/or important positions

- 2019 - Present: Independent Director Major Development Public Company Limited
Audit Committee
Nomination and Remuneration Committee
- 2019 – 23 June 2022 Independent Director Nation International Edutainment Public Company
Limited
- 2022 Director NCA Holding Co., Ltd.
- 2019 - 2022 Director Smart Bus Co., Ltd.
- 2019 - 2020 Independent Director Mitmaitri Medical Co., Ltd.
Audit Committee member
- 2018 - 2019 Director Mitmaitri Medical Co., Ltd.
- 2017 - 2018: Chairman of Executive Committee Thai Listed Companies Association
Managing Director
- 2016 - 2018 Director Master Ad Public Company Limited
- 2016 - 2018 Director Master and more Company Limited
- 2016 - 2018 Director Green Ad Company Limited

- 2016 - 2018 Director InkJet Images (Thailand) Company Limited
- 2016 - 2018 Director Landy Development Company Limited
- 2016 - 2018 Director Open Plays Company Limited
- 2016 - 2018 Director MACO Outdoor Sdn.Bhd.
- 2016 - 2018 Director Eyeball Channel Sdb.Bhd.
- 2016 - 2018 Director VGI Global Media Public Company Limited

Meeting attendance

- Board of Directors Meeting 12/12 Times
- 2023 Annual General Meeting of Shareholders 1/1 Times
- Extraordinary General Meeting of Shareholders No.1/2023 1/1 Times

(F53-4)

Capital Increase Report Form
Major Development Public Company Limited
Dated 8 March 2024

We, Major Development Public Company Limited (the “**Company**”), hereby report the resolutions of the Board of Directors Meeting No. 4/2024, held on 8 March 2024 regarding the capital increase and the allocation of newly issued shares as follows:

1. Capital Decrease and Capital Increase

1.1 Capital Decrease

The Board of Directors’ Meeting had resolved to approve the decrease of the Company’s registered capital in the amount of THB 189,588,061 from the existing registered capital of THB 1,050,000,000 to Baht 860,411,939 by cancelling the unissued registered ordinary shares in the number of 189,588,061 shares with a par value of Baht 1 each.

1.2 Capital Increase

The Board of Directors’ Meeting had resolved to approve the increase of the Company’s registered capital from the existing registered capital of THB 860,411,939 to THB 946,453,132 by issuing the newly issued ordinary shares in the number of 86,041,193 shares with a par value of THB 1 totaling THB 86,041,193, where the details of the capital increase are as follows:

Type of Capital Increase	Type of shares	No. of shares	Par value (THB/share)	Total (THB)
<input type="checkbox"/> Specifying the purpose of utilizing proceeds	Ordinary share Preferred share	- -	- -	- -
<input checked="" type="checkbox"/> General Mandate	Ordinary share Preferred share	86,041,193 -	1 -	86,041,193 -

2. Allocation of newly issued shares

2.1 Specifying the purpose of utilizing proceeds:

Allocated to	Type of Securities	No. of shares	Percentage per paid-up capital ^{1/}	Remark
-	Ordinary share Preferred share	- -	- -	- -

2.2 General Mandate:

Allocated to	Type of Securities	No. of shares	Percentage per paid-up capital ^{1/}	Remark
Private Placement	Ordinary share	86,041,193	10	Please see remark

^{1/}Percentage per paid-up capital is calculated as at the date on which the Board of Directors of the Company has resolution to propose the agenda related to increase of capital under the General Mandate to the shareholders' meeting.

Remarks:

- The Company will allocate the newly issued ordinary shares in the number of not exceeding 86,041,193 shares with a par value of THB 1 each under the General Mandate for offering to the specific persons by way of Private Placement which detailed as follows:
 - Allocation of the newly issued ordinary shares in the number of not exceeding 86,041,193 shares (or not exceeding 10 percent of the paid-up capital of the Company on 8 March 2024) to offer to the specific persons by way of a Private Placement under the General Mandate which can be issued and offered in entirety or in portions and offered at once or occasionally from time to time. The allocation of the newly issued ordinary shares to the specific persons by way of the Private Placement shall not be offered at a low price according to the Notification of the Capital Market Supervisory Board No. Tor Jor. 72/2558 Re: Approval for Listed Companies to Offer Newly Issued Shares through Private Placement (as amended). The allocation of newly issued ordinary shares under General Mandate must be completed within the next date of the Annual General Meeting of Shareholders or within 30 April 2025, whichever date is earlier. In this regard, the Board of Directors shall be authorized to have the powers to proceed with any necessary matters and related to offering the newly issued ordinary shares under General Mandate consider on determination, and/or amend, and/or change any condition and details of any matters related to this matter under the relevant regulations. The authorization shall include without limitation to the followings:
 - 1) To consider on the allocation and offer the newly issued ordinary shares at once or occasionally from time to time including proceed with any necessary matters and related to offering the newly issued ordinary shares e.g. set the record date, objective of the issuance and offering of such ordinary shares, specify offering price, subscription period, ratio for allotment, allotment method and the payment process, searching of investors in Private Placement etc. including change of subscription period, payment and receive payment of such newly issued ordinary shares, determine any conditions and details regarding allocation of newly issued ordinary shares which include without limitation to considering on

determination of ratio of purchase for offering the newly issued ordinary shares to the existing shareholders, specify offering price, subscription period, the purchase, the payment process, allotment method and determine any conditions and details which related to the allocation of the newly issued ordinary shares as deemed appropriate.

- 2) To sign applications, notice, instrument or any documents in relation with the capital increase and the allocation of the Company's newly issued ordinary shares, including certifying relevant documents, communicate, file and/or accept documents with any competent authorities and/or agencies and to list the new common shares on the Stock Exchange of Thailand.
- 3) To carry out any other necessary actions relating to and/or associating with the capital increase and the allocation of the newly issued ordinary shares of the Company, to be in accordance with the laws and/or any related regulations.

3. Schedule of Shareholders' Meeting to approve the capital increase/allotment

The 2024 Annual General Meeting of Shareholders will be held on 25 April 2024, at 10.00 hrs. via electronic devices (E-AGM), and the record date is fixed at 28 March 2024.

4. Application for approval of the capital increase/allocation of newly issued shares by the relevant governmental agencies and approval conditions

- 4.1 The Company will register the increase of the registered capital, amendment of the Memorandum of Association, and amendment of the paid-up capital with the Department of Business Development, the Ministry of Commerce.
- 4.2 The Company will apply for permission from the SET to offer the newly issued ordinary shares under the General Mandate to the specific persons by way of Private Placement to register in the Stock Exchange of Thailand.

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

The Company will use the obtained money for the Company's business to utilize as working capital for its business operation and to support the investment expansion of Company including for settling the Company's debt.

6. Benefits the Company will receive from the capital increase/allocation of newly issued shares

This capital increase under the General Mandate will enhance and strengthen of the capital base to support the investment expansion of the Company in the future including to settle the Company's debt and also increase the liquidity with well-prepared in term of capital for investment in potential project, which will benefit and generate profit to the Company, and building the value added to shareholders in the long term.

7. Benefits the shareholders will receive from the capital increase/allocation of newly issued shares

The Company has dividend payout ratio of at least 40% of net profit of the Company in which net profit is after deducting legal reserve and other reserves. The subscribers of the Company's newly issued ordinary shares at this offering will be entitled to receive dividends declared by the Company upon the registration of their names as shareholders of the Company with relevant authority such as Ministry of Commerce.

8. Other details necessary for the shareholders' consideration in approving the capital increase/allocation of newly issued shares

- None -

9. Schedule of actions if the Board of Directors resolves to approve the capital increase/allocation of newly issued shares

No.	Procedure	Date / Month / Year
1.	Board of Directors' Meeting No. 4/2024	8 March 2024
2.	Date for determining the names of shareholders entitled to attend the 2024 Annual General Meeting of Shareholders (Record date)	28 March 2024
3.	The 2024 Annual General Meeting of Shareholders	25 April 2024
4.	Registration of capital increase with the Ministry of Commerce	Within 14 days from the date of shareholders' meeting's resolution

**Articles of Association of the Company pertaining to the
Meeting of Shareholders and Voting Board of Directors**

Article 17. The directors shall be elected at the shareholder meeting in accordance with the following rules and procedures:

- (1) A shareholder shall have one vote for one share
- (2) Each shareholder must exercise all of the votes he or she has under paragraph one to elect one or several persons to be a director or directors and must not allot his or her vote to any person in any number.
- (3) The persons having the highest number of votes to the lower number of votes in order shall be elected as the directors equal to the number of directors to be elected by the shareholder meeting in such election. In case where the number of votes for the candidates in descending order are equal which would otherwise cause the number of directors to be elected by the shareholder meeting to be exceeded in such election, the Chairman shall have a casting vote.

Article 18. At every annual general meeting, one-third (1/3) of the directors shall retire from office. If the number of directors cannot be divided into three (3) parts, the nearest to such one-third (1/3) of the directors shall retire from office.

A director who retires from office may be re-elected:

The retirement of directors in the first and second years after registration of the Company shall be effected by drawing lots. In the subsequent years, the directors who has held office the longest shall retire.

Article 23. The Company's directors are entitled to receive remuneration from the Company in rewards, meeting allowances, bonuses, or other benefits. As the shareholders' meeting is considered and resolved with a vote of not less than two-thirds (2/3) of the total number of votes of the shareholders present at the meeting and entitled to vote is required, which may determine the directors' remuneration in an amount or set up as a specific rule. and will be determined from time to time or it will be effective until the shareholders' meeting resolves to change otherwise. according to the company's regulations.

The preceding paragraph shall not affect the rights of directors appointed from employees or in order to receive compensation and benefits as employees of the company.

Shareholders' Meeting

Article 32. The Board of Directors shall be arranged the shareholders' meeting within a period of four (4) months since the ending date of fiscal year of the company.

The other meeting other than the said shall be called extraordinary shareholders' meeting. The Board of Directors shall summon the extraordinary shareholders' meeting at any time as deemed appropriately.

One or more shareholders holding the aggregate number of shares of not less than one-five ($1/5$) of the total number of shares sold or shareholders not less than 25 persons that holding the aggregate number of shares of not less than one-ten ($1/10$) 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, but the 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 one (1) month as from the date the request in writing from the shareholders is received.

Article 33. In summoning a shareholder meeting, the Board of Directors shall prepare a written notice summoning the meeting stating the place, date, time, agenda of the meeting with reasonable details by indicating clearly whether such matters are proposed for information, for approval or for consideration as the case may be including opinions of the Board of Directors with respect to the said matters and the said notice shall be served on the shareholders and registrar of public limited company for their information not less than seven (7) days prior to the date of the meeting and shall also be published in a newspaper for three (3) consecutive days and not less than three (3) days prior to the date of the meeting.

A place of the meeting under paragraph one shall be in the locality in which the head or branch office of the Company is located or any other place as the Board of Directors may designate.

Article 34. At a shareholder meeting, there must be not less than twenty-five (25) shareholders and proxies (if any) present or not less than half ($1/2$) of the total number of shareholders holding shares amounting to not less than one-third ($1/3$) of the total number of shares sold in order to form a quorum unless otherwise provided by law in any specific case.

At any shareholder meeting, when one (1) hour has passed since the time specified for the meeting, the number of shareholders present at the meeting remains inadequate to form a quorum as specified in the Article and if such shareholders meeting was called at the request of the shareholders, such meeting shall be canceled. If such meeting was not called at the request of the shareholders, the meeting shall be summoned once again and the notice summoning such meeting shall be served on the shareholders not less than seven (7) days prior to the date of the meeting. In the subsequent meeting, a quorum is not required.

Article 35. The Chairman of the Board of Directors shall be the Chairman of the shareholder meeting. In case where the Chairman is not present at a meeting or cannot perform his or her duties, if there is a Vice-Chairman, the Vice-Chairman shall be the Chairman. If there is no such Vice-Chairman or if there is but such Vice-Chairman cannot perform his or her duties, the shareholders present at the meeting shall elect one shareholder to be the Chairman of the meeting.

Article 36. For voting in the shareholders' meeting, It is assumed that one share has one vote, and any shareholder having special interests in any matter to be resolved by the meeting shall not be entitled to vote on such matter, except for the votes on the election of the directors, and the resolution of the shareholders' meeting must consist of the following votes:

- (1) In normal agendas, the majority vote of the shareholders who attend the meeting and votes. If there is a tie vote, the Chairman of the meeting shall have a casting vote.
- (2) In the following events, a vote of not less than three-fourth (3/4) of the total number of votes of the shareholders present at the meeting and entitled to vote is required.
 - (a) the sale or transfer of the whole or material parts of the business of the Company to other persons;
 - (b) the purchase or acceptance of transfer of the business of other companies or private companies by the Company;
 - (c) the conclusion, amendment or termination of contracts with respect to the lease of the whole or material parts of the business of the Company, the assignment of the management of the business of the Company to other persons or the amalgamation of the business with other persons with the purpose of profit and loss sharing;
 - (d) the amendment of the Memorandum or Articles of Association of the Company;
 - (e) the increase and reduction of capital;
 - (f) the dissolution of the Company;
 - (g) the issuance of debentures of the Company;
 - (h) the amalgamation of the Company;
 - (i) Other actions as provided by law that must receive a vote of not less than three-fourth (3 / 4) of the total number of votes of the shareholders present at the meeting and entitled to vote is required.

Accounting, Finance and Auditing

Article 42. No dividend shall be distributed other than out of the profits. In case where the Company still has an accumulated loss, no dividend shall be distributed. Dividends shall be distributed according to the number of shares at an equal amount each. The dividend payment must be approved by the shareholders' meeting.

The Board of Directors may distribute the interim dividends to the shareholders from time to time if the Board regards that the profits of the Company justify such distribution. Such distribution of the dividends shall be reported to the shareholders at the next shareholder meeting.

Distribution of the dividends shall be made within one (1) month as from the date of resolution of shareholder meeting or the meeting of the Board of Directors as the case may be provided that notice thereof in writing shall be served on the shareholders and such notice shall also be published in a newspaper for three (3) consecutive days.

Article 43. The Company must appropriate to a reserve fund at least five percent (5 %) of the annual net profits less accumulated loss carried over until the reserve fund reaches ten percent (10%) of the registered capital of the Company.


Article 46. An auditor has the duty to attend every shareholder meeting of the Company in which the balance sheet and statement of income and issues relating to the accounts of the Company are considered in order to clarify the auditing to the shareholders. The Company shall also submit to the auditor such reports and documents of the Company as to be obtained by the shareholders in every shareholder meeting

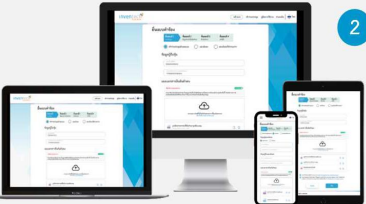
Enclosure 6

Guidelines for attending of Electronic Meeting by Inventech Connect

Shareholders and proxies wishing to attend the meeting can proceed according to the procedure for submitting the request form to attend the meeting via electronic media as follows :

Step for requesting Username & Password from via e-Request system

1. The Shareholders must submit a request to attend the meeting by Electronic Means via Web Browser at <https://app.inventech.co.th/MJD165913R/#/homepage> or scan QR Code  and follow the steps as shown in the picture



- 1 Click link URL or scan QR Code in the letter notice Annual General Meeting
- 2 Choose type request for request form to 4 step
 - Step 1 Fill in the information shown on the registration
 - Step 2 Fill in the information for verify
 - Step 3 Verify via OTP
 - Step 4 Successful transaction, The system will display information again to verify the exactitude of the information

**** Merge user accounts, please using the same email and phone number ****

- 3 Please wait for an email information detail of meeting and Password

2. For Shareholders who would like to attend the Meeting either through the Electronic Means by yourself or someone who is not the provided independent directors, please note that the electronic registration will be available from 18 April 2024 at 8:30 a.m. and shall be closed on 25 April 2024 Until the end of the meeting.


3. The electronic conference system will be available on 25 April 2024 at 8:00 a.m. (2 hours before the opening of the meeting). Shareholders or proxy holders shall use the provided Username and Password and follow the instruction manual to access the system.

Appointment of Proxy to the Company's Directors


For Shareholders who authorize one of the Company's Independent Directors to attend and vote on his or her behalf, The Shareholders can submit a request to attend the meeting by Electronic Means of the specified procedures or send the proxy form together with the required documents to the Company by mail to the following address. The proxy form and required documents shall be delivered to the Company by 24 April 2024 at 5.00 p.m.

Major Development Public Company Limited
 Company Secretary
 141 Major Tower , 18th floor Soi Thonlor 10, (Sukhumvit 55) ,Klongton Nua, Wattana, Bangkok 10110

If you have any problems with the software, please contact Inventech Call Center

 02-931-9134

 @inventechconnect

 The system available during 18 – 25 April 2024 at 08.30 a.m. – 05.30 p.m.

(Specifically excludes holidays and public holidays)



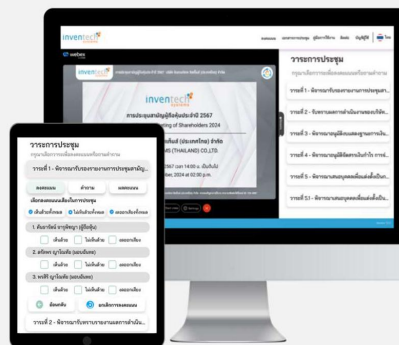
Report a problem

@inventechconnect

Enclosure 6

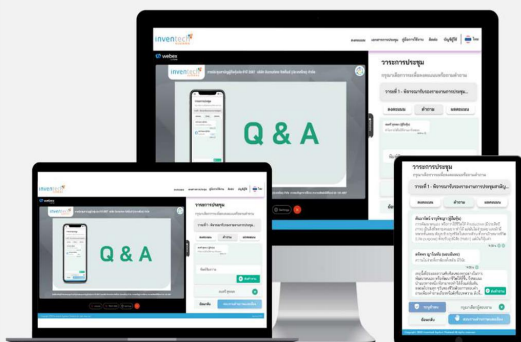
Steps for registration for attending the meeting (e-Register) and voting process (e-Voting)

- 1 Get email and password that you received from your email or request OTP
- 2 Click on “Register” button, the system has already registered and counted as a quorum.
- 3 Click on “Join Attendance”, Then click on “Join Meeting” button
- 4 Select which agenda that you want to vote
- 5 Click on “Vote” button
- 6 Click the voting button as you choose
- 7 The system will display status your latest vote



To cancel the last vote, please press the button “Cancel latest vote (This means that your most recent vote will be equal to not voting, or your vote will be determined by the agenda result) Shareholders can conduct a review of the votes on an agenda basis. When the voting results for that agenda are closed.

Step to ask questions via InvenTech Connect



- Select which agenda
- Click on “Question” button
- 1 Ask a question
 - Type the question then click “Send”
- 2 Ask the question via video
 - Click on “Conference”
 - Click on “OK” for confirm your queue
 - Please wait for the queue for you then your can open the microphone and camera

How to use InvenTech Connect



User Manual e-Request



User Manual e-Voting



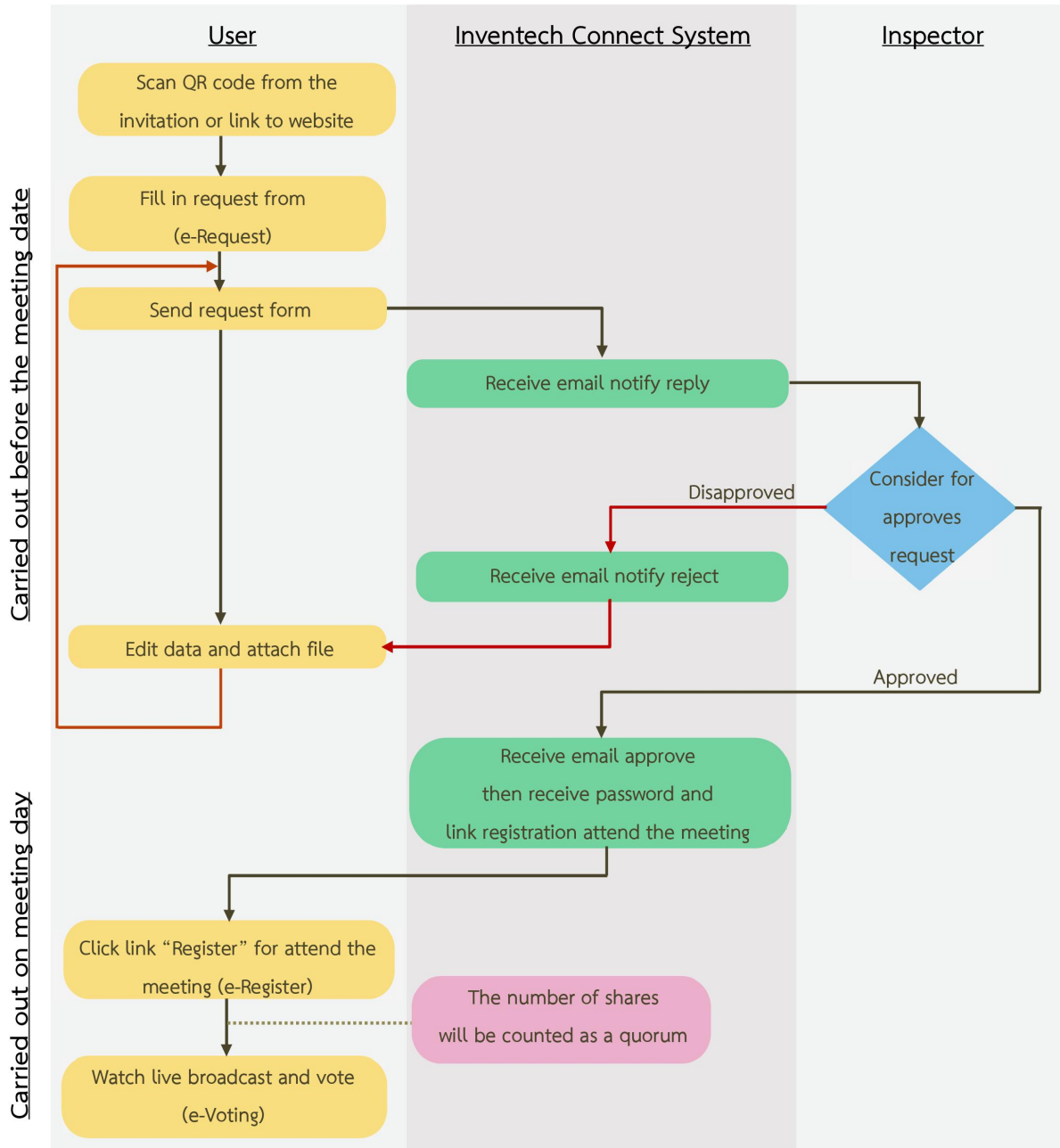
Video of using InvenTech Connect

* Note Operation of the electronic conferencing system and InvenTech Connect systems. Check internet of shareholder or proxy include equipment and/or program that can use for best performance. Please use equipment and/or program as the follows to use systems.

1. Internet speed requirements
 - High-Definition Video: Must be have internet speed at 2.5 Mbps (Speed internet that recommend).
 - High Quality Video: Must be have internet speed at 1.0 Mbps.
 - Standard Quality Video: Must be have internet speed at 0.5 Mbps.
2. Equipment requirements.
 - Smartphone/Tablet that use IOS or android OS.
 - PC/Laptop that use Windows or Mac OS.
3. Requirement Browser Chrome (Recommend) / Safari / Microsoft Edge **** The system does not supported internet explorer.**

Enclosure 6

Guidelines for attending of Electronic Meeting



Condition of use

In case Merge account/change account

In case filing request multiple by using the same email and phone number, the systems will merge account or in case user has more than 1 account, you can click on "Change account" and the previous account will still count the base in the meeting.

In case Exit the meeting

Attendees can click on "Register to leave the quorum", the systems will be number of your shares out from the meeting base.

แบบหนังสือมอบฉันทะ (แบบ ก.)
(Proxy Form A.)

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

เลขทะเบียนผู้ถือหุ้น..... เขียนที่.....
Shareholder's Registration No. Written at
วันที่.....เดือน.....พ.ศ.....
Date Month Year

(1) ข้าพเจ้า.....สัญชาติ.....
I/We nationality
อยู่บ้านเลขที่.....ถนน.....ตำบล/แขวง.....
residing at Road Tambol/Khwaeng
อำเภอ/เขต.....จังหวัด.....รหัสไปรษณีย์.....
Amphur/Khet Province Postal Code

(2) เป็นผู้ถือหุ้นของบริษัท เมเจอร์ ดีเวลลอปเม้นท์ จำกัด (มหาชน) (“บริษัท”)
being a shareholder of Major Development Public Company Limited (“Company”)
โดยถือหุ้นจำนวนทั้งสิ้นรวม.....หุ้น และออกเสียงลงคะแนนได้เท่ากับ.....เสียง ดังนี้
holding the total amount of shares and have the right to vote equal to votes as follows
 หุ้นสามัญ.....หุ้น ออกเสียงลงคะแนนได้เท่ากับ.....เสียง
ordinary share shares and have the right to vote equal to votes
 หุ้นบุริมสิทธิ.....หุ้น ออกเสียงลงคะแนนได้เท่ากับ.....เสียง
preferred share shares and have the right to vote equal to votes

(3) ขอมอบฉันทะให้
Hereby appoint
(1).....นางศุภรานันท์ ดันวิรัช.....อายุ.....57.....ปี อยู่บ้านเลขที่.....468.....
age years, residing at
ถนน.....ชลนิเวศน์.....ตำบล/แขวง.....ลาดยาว.....อำเภอ/เขต.....จตุจักร.....
Road Tambol/Khwaeng Amphur/Khet
จังหวัด.....กรุงเทพมหานคร.....รหัสไปรษณีย์.....10900..... หรือ
Province Postal Code or
(2).....อายุ.....ปี อยู่บ้านเลขที่.....
age years, residing at
อยู่บ้านเลขที่.....ถนน.....ตำบล/แขวง.....
residing at Road Tambol/Khwaeng
จังหวัด.....รหัสไปรษณีย์.....
Province Postal Code

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าใน การประชุมสามัญผู้ถือหุ้น ประจำปี 2567 ในวันพฤหัสบดีที่ 25 เมษายน 2567 เวลา 10.00 น. ด้วยวิธีการประชุมผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) โดยถ่ายทอดจาก ห้อง มาเอสโตร แชมเบอร์ ชั้น 17 อาคารเมเจอร์ ทาวเวอร์ ทองหล่อ, 141 ซอยทองหล่อ 10 ถนนสุขุมวิท 55 แขวงคลองตันเหนือ เขตวัฒนา กรุงเทพฯ 10110 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

As only one of my/our proxy to attend and vote on my/our behalf at the meeting of the 2024 Annual General Meeting of Shareholders on 25 April 2024 at 10.00 am, via electronic meeting (E-AGM) by broadcasting live at Maestro Chamber, 17th Floor, Major Tower Thonglor, Soi Thonglor 10, Sukhumvit 55, Klongton Nua, Wattana Bangkok 10110 or such other date, time and place as the meeting may be adjourned.

กิจการใดที่ผู้รับมอบฉันทะกระทำไปในการประชุมนั้น ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any acts performed by the proxy in this meeting shall be deemed to be the actions performed by myself/ourselves.

ลงชื่อ / Signed ผู้มอบฉันทะ / Grantor
(.....)

ลงชื่อ / Signed ผู้รับมอบฉันทะ / Proxy
(.....)

ลงชื่อ / Signed ผู้รับมอบฉันทะ / Proxy
(.....)

ลงชื่อ / Signed ผู้รับมอบฉันทะ / Proxy
(.....)

หมายเหตุ / Remarks

ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้น ให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and may not split the number of shares to many proxies for splitting votes.

แบบหนังสือมอบฉันทะ (แบบ ข.)
(Proxy Form B.)

แบบหนังสือมอบฉันทะ แบบ ข. (แบบที่กำหนดรายการต่างๆ ที่จะมอบฉันทะที่ละเอียดชัดเจนตายตัว)
ท้ายประกาศกรมพัฒนาธุรกิจการค้า เรื่อง กำหนดแบบหนังสือมอบฉันทะ (ฉบับที่ 5) พ.ศ. 2550

เลขทะเบียนผู้ถือหุ้น..... เขียนที่.....
Shareholder's Registration No. Written at

วันที่.....เดือน.....พ.ศ.....
Date Month Year

(1) ข้าพเจ้า.....สัญชาติ.....
I/We nationality
อยู่บ้านเลขที่.....ถนน.....ตำบล/แขวง.....
residing at Road Tambol/Khwaeng
อำเภอ/เขต.....จังหวัด.....รหัสไปรษณีย์.....
Amphur/Khet Province Postal Code

(2) เป็นผู้ถือหุ้นของบริษัท เมเจอร์ ดีเวลลอปเม้นท์ จำกัด (มหาชน) (“บริษัท”)
being a shareholder of Major Development Public Company Limited (“Company”)
โดยถือหุ้นจำนวนทั้งสิ้นรวม.....หุ้น และออกเสียงลงคะแนนได้เท่ากับ.....เสียง ดังนี้
holding the total amount of shares and have the right to vote equal to votes as follows

- หุ้นสามัญ.....หุ้น ออกเสียงลงคะแนนได้เท่ากับ.....เสียง
ordinary share shares and have the right to vote equal to votes
- หุ้นบุริมสิทธิ.....หุ้น ออกเสียงลงคะแนนได้เท่ากับ.....เสียง
preferred share shares and have the right to vote equal to votes

(3) ขอมอบฉันทะให้
Hereby appoint

(1).....นางศุภรานันท์ ต้นวิรัช.....อายุ.....57.....ปี อยู่บ้านเลขที่.....468.....
age years, residing at
ถนน.....ชลนิเวศน์.....ตำบล/แขวง.....ลาดยาว.....อำเภอ/เขต.....จตุจักร.....
Road Tambol/Khwaeng Amphur/Khet
จังหวัด.....กรุงเทพมหานคร.....รหัสไปรษณีย์.....10900..... หรือ
Province Postal Code or

(2).....อายุ.....ปี อยู่บ้านเลขที่.....
age years, residing at
อยู่บ้านเลขที่.....ถนน.....ตำบล/แขวง.....
residing at Road Tambol/Khwaeng
จังหวัด.....รหัสไปรษณีย์.....
Province Postal Code

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าใน การประชุมสามัญผู้ถือหุ้น ประจำปี 2567 ในวันพฤหัสบดีที่ 25 เมษายน 2567 เวลา 10.00 น. ด้วยวิธีการประชุมผ่านสื่ออิเล็กทรอนิกส์(E-AGM) โดยถ่ายทอดจาก ห้อง มาเอสโตร แชมเบอร์ ชั้น 17 อาคารเมเจอร์ ทาวเวอร์ ทองหล่อ, 141 ซอยทองหล่อ 10 ถนนสุขุมวิท 55 แขวงคลองตันเหนือ เขตวัฒนา กรุงเทพฯ 10110 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

As only one of my/our proxy to attend and vote on my/our behalf at the meeting of the 2024 Annual General Meeting of Shareholders on 25 April 2024 at 10.00 am, via electronic meeting (E-AGM) by broadcasting live at Maestro Chamber, 17th Floor, Major Tower Thonglor, Soi Thonglor 10, Sukhumvit 55, Klongton Nua, Wattana Bangkok 10110 or such other date, time and place as the meeting may be adjourned.

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

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

วาระที่ 1 พิจารณารับรองรายงานการประชุมวิสามัญผู้ถือหุ้นครั้งที่ 1/2566

Agenda 1 To certify the minutes of Extraordinary General Meeting of Shareholders No.1/2023

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) the proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) the proxy holder shall vote according to my/our intention as follows:
- เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain

วาระที่ 2 พิจารณารับทราบผลการดำเนินงานและรายงานประจำปี 2566

Agenda 2 To acknowledge the operating result and the annual report for the year 2023

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) the proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) the proxy holder shall vote according to my/our intention as follows:
- เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain

วาระที่ 3 พิจารณานุมัติงบการเงินของบริษัท สำหรับรอบระยะเวลาบัญชีสิ้นสุดวันที่ 31 ธันวาคม 2566

Agenda 3 To consider and approve the Financial Statements for the year ended 31 December 2023

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) the proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) the proxy holder shall vote according to my/our intention as follows:
- เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain

วาระที่ 4 พิจารณานุมัติการงดจ่ายเงินปันผล

Agenda 4 To consider and approve the omission of dividend payment

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) the proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) the proxy holder shall vote according to my/our intention as follows:
- เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain

วาระที่ 5 พิจารณานุมัติเลือกตั้งกรรมการแทนกรรมการที่ครบกำหนดออกตามวาระ

Agenda 5 To elect directors to replace those who are retired by rotation

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) the proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) the proxy holder shall vote according to my/our intention as follows:
- การเลือกตั้งกรรมการทั้งหมด / To elect directors as a group at once
- เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain
- การเลือกตั้งกรรมการเป็นรายบุคคล / To elect each director individually
1. นางประทีน พูลวรลักษณ์ / Mrs.Prathin Poolvorlaks
- เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain
2. นางสาวเพชรดา พูลวรลักษณ์ / Miss. Petrada Poolvorlaks
- เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain
3. นายสุรียา พูลวรลักษณ์ / Mr. Suriya Poolvorlaks
- เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain

วาระที่ 6 พิจารณานุมัติค่าตอบแทนกรรมการประจำปี 2567

Agenda 6 To approve the determination of the directors' remuneration for the year 2024

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) the proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) the proxy holder shall vote according to my/our intention as follows:
- เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain

วาระที่ 7 พิจารณาแต่งตั้งผู้สอบบัญชีและกำหนดค่าตอบแทนแก่ผู้สอบบัญชีประจำปี 2567

Agenda 7 To approve the appointment of the auditor and the determination of the audit fee for the year 2024

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) the proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) the proxy holder shall vote according to my/our intention as follows:
- เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain

วาระที่ 8 พิจารณานุมัติให้ลดทุนจดทะเบียนของบริษัท จากทุนจดทะเบียน จำนวน 1,050,000,000 บาท เป็นทุนจดทะเบียนจำนวน 860,411,939 บาท โดยการตัดหุ้นสามัญจดทะเบียนที่ยังไม่ได้ออกจำหน่าย จำนวน 189,588,061 หุ้น มูลค่าที่ตราไว้หุ้นละ 1 บาท และแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิของบริษัท ข้อ 4 เรื่องทุนจดทะเบียน เพื่อให้สอดคล้องกับการลดทุนจดทะเบียน

Agenda 8 To consider and approve the reduction in the registered capital of the Company from THB 1,050,000,000 to THB 860,411,939 by cancellation 189,588,061 unissued shares, at the value of THB 1 per share and the amendment of Clause 4 of the Memorandum of Association (Registered Capital) to be in line with the capital reduction

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) the proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) the proxy holder shall vote according to my/our intention as follows:
- เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain

วาระที่ 9 พิจารณานุมัติการเพิ่มทุนจดทะเบียนของบริษัทแบบมอบอำนาจทั่วไป (General Mandate) จากทุนจดทะเบียนเดิมจำนวน 860,411,939 บาท เป็นทุนจดทะเบียนจำนวน 946,453,132 บาท โดยออกหุ้นสามัญเพิ่มทุนจำนวนไม่เกิน 86,041,193 หุ้น มูลค่าที่ตราไว้หุ้นละ 1 บาท และแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิของบริษัท ข้อ 4 เรื่องทุนจดทะเบียน เพื่อให้สอดคล้องกับการเพิ่มทุนจดทะเบียน

Agenda 9 To consider and approve the increase in the registered capital of the Company under the General Mandate from THB 860,411,939 to THB 946,453,132 by issuing new ordinary 86,041,193 shares with a par value of THB 1 per share, and the amendment of Clause 4 of the Memorandum of Association (Registered Capital) to be in line with the capital increase

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) the proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) the proxy holder shall vote according to my/our intention as follows:
- เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain

วาระที่ 10 พิจารณานุมัติการจัดสรรหุ้นสามัญเพิ่มทุน แบบมอบอำนาจทั่วไป (General Mandate) เพื่อเสนอขายให้แก่บุคคลในวงจำกัด (Private Placement)

Agenda 10 To consider and approve the allocation of newly issued ordinary shares of the Company under the General Mandate for offering to Private Placement

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) the proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) the proxy holder shall vote according to my/our intention as follows:
- เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain

วาระที่ 11 พิจารณาเรื่องอื่นๆ (ถ้ามี)

Agenda 11 Other matters (if any)

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) the proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) the proxy holder shall vote according to my/our intention as follows:
- เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

Should the proxy holder vote in any agenda, in compliance with those specified herein, it shall be deemed that such vote is not correct nor the my/our vote as a shareholder.

(6) ในกรณีที่ข้าพเจ้าไม่ได้รับความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In the case that I do not specify my/our intention for voting in any agenda, or specify unclear, or in case the meeting considers or passes resolutions in any matters other than those specified above, including any amendment or addition thereof, the proxy holder shall be entitled to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

กิจการใดที่ผู้รับมอบฉันทะกระทำไปในการประชุมนั้น ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any acts performed by the proxy in this meeting shall be deemed to be the actions performed by myself/ourselves.

ลงชื่อ / Signedผู้มอบฉันทะ / Grantor
(.....)

ลงชื่อ / Signedผู้รับมอบฉันทะ / Proxy
(.....)

ลงชื่อ / Signedผู้รับมอบฉันทะ / Proxy
(.....)

หมายเหตุ / Remarks

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and may not split the number of shares to many proxies for splitting votes.

2. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล

For the election of directors, it is able to elect the whole board or to elect any director individually.

3. ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข. ตามแนบ

In case, there is any other agenda to be considered in addition to those specified above, the grantor may specify such agenda in the Annex of this proxy.

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข. (Annex)

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของ บริษัท เมเจอร์ ดีเวลลอปเม้นท์ จำกัด (มหาชน) เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้นประจำปี 2567 ในวันพฤหัสบดีที่ 25 เมษายน 2567 เวลา 10.00 น. ด้วยวิธีการประชุมผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) โดยถ่ายทอดจาก ห้องมาเอสโตร แชมเบอร์ ชั้น 17 อาคารเมเจอร์ ทาวเวอร์ ทองหล่อ, 141 ซอยทองหล่อ 10 ถนนสุขุมวิท 55 แขวงคลองตันเหนือ เขตวัฒนา กรุงเทพฯ 10110 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

The appointment, on behalf of MJD's shareholder, to attend and vote on my/our behalf at the meeting of the 2024 Annual General Meeting of Shareholders on 25 April 2024 at 10.00 am, via electronic meeting (E-AGM) by broadcasting live at Maestro Chamber, 17th Floor, Major Tower Thonglor, Soi Thonglor 10, Sukhumvit 55, Klongton Nua, Wattana Bangkok 10110 or such other date, time and place as the meeting may be adjourned.

วาระที่..... เรื่อง

Agenda Other business

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) the proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) the proxy holder shall vote according to my/our intention as follows:
- เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain

วาระที่..... เรื่อง

Agenda Other business

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) the proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) the proxy holder shall vote according to my/our intention as follows:
- เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain

วาระที่..... เรื่อง

Agenda Other business

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) the proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) the proxy holder shall vote according to my/our intention as follows:
- เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain

วาระที่..... พิจารณาเลือกตั้งกรรมการ (ต่อ)

Agenda To elect directors to replace those who are retired by rotation

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) the proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) the proxy holder shall vote according to my/our intention as follows:

- การเลือกตั้งกรรมการทั้งชุด / To elect directors as a group at once
- เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain
- การเลือกตั้งกรรมการเป็นรายบุคคล / To elect each director individually
- ชื่อกรรมการ..... / Name of director.....
- เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain
- ชื่อกรรมการ..... / Name of director.....
- เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain
- ชื่อกรรมการ..... / Name of director.....
- เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain

แบบหนังสือมอบฉันทะ (แบบ ค.)
(Proxy Form C.)

แบบหนังสือมอบฉันทะ แบบ ค. (แบบที่ใช้เฉพาะกรณีผู้ถือหุ้นเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทย เป็นผู้รับฝากและดูแลหุ้น) ท้ายประกาศกรมพัฒนาธุรกิจการค้า เรื่อง กำหนดแบบหนังสือมอบฉันทะ (ฉบับที่ 5) พ.ศ. 2550

เลขทะเบียนผู้ถือหุ้น..... เขียนที่.....
Shareholder's Registration No. Written at

วันที่.....เดือน.....พ.ศ.....
Date Month Year

(1) ข้าพเจ้า.....

I/We

สำนักงานตั้งอยู่เลขที่.....ถนน.....ตำบล/แขวง.....

Office Address Road Tambol/Khwaeng

อำเภอ/เขต.....จังหวัด.....รหัสไปรษณีย์.....

Amphur/Khet Province Postal Code

ในฐานะผู้ประกอบการธุรกิจเป็นผู้รับฝากและดูแลหุ้น (Custodian) ให้กับ.....

on behalf of being the custodian for

ซึ่งเป็นผู้ถือหุ้นของบริษัท เมเจอร์ ดีเวลลอปเม้นท์ จำกัด (มหาชน) (“มหาชน”)

being a shareholder of Major Development Public Company Limited (“Company”)

โดยถือหุ้นจำนวนทั้งสิ้นรวม.....หุ้น และออกเสียงลงคะแนนได้เท่ากับ.....เสียง ดังนี้

holding the total amount of shares and have the right to vote equal to votes as follows

หุ้นสามัญ.....หุ้น ออกเสียงลงคะแนนได้เท่ากับ.....เสียง

ordinary share shares and have the right to vote equal to votes

หุ้นบุริมสิทธิ.....หุ้น ออกเสียงลงคะแนนได้เท่ากับ.....เสียง

preferred share shares and have the right to vote equal to votes

(3) ขอมอบฉันทะให้

Hereby appoint

(1).....นางศุภรานันท์ ดันวิรัช.....อายุ.....57.....ปี อยู่บ้านเลขที่.....468.....

age years, residing at

ถนน.....ชลนิเวศน์.....ตำบล/แขวง.....ลาดยาว.....อำเภอ/เขต.....จตุจักร.....

Road Tambol/Khwaeng Amphur/Khet

จังหวัด.....กรุงเทพมหานคร.....รหัสไปรษณีย์.....10900..... หรือ

Province Postal Code or

(2).....อายุ.....ปี อยู่บ้านเลขที่.....
age years, residing at
อยู่บ้านเลขที่.....ถนน.....ตำบล/แขวง.....
residing at Road Tambol/Khwaeng
จังหวัด.....รหัสไปรษณีย์.....
Province Postal Code

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ประจำปี 2567 ในวันพฤหัสบดีที่ 25 เมษายน 2567 เวลา 10.00 น. ด้วยวิธีการประชุมผ่านสื่ออิเล็กทรอนิกส์(E-AGM) โดยถ่ายทอดจาก ห้อง มาเอสโตร แชมเบอร์ ชั้น 17 อาคารเมเจอร์ ทาวเวอร์ ทองหล่อ, 141 ซอยทองหล่อ 10 ถนนสุขุมวิท 55 แขวงคลองตันเหนือ เขตวัฒนา กรุงเทพฯ 10110 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

As only one of my/our proxy to attend and vote on my/our behalf at the meeting of the 2024 Annual General Meeting of Shareholders on 25 April 2024 at 10.00 am, via electronic meeting (E-AGM) by broadcasting live at Maestro Chamber, 17th Floor, Major Tower Thonglor, Soi Thonglor 10, Sukhumvit 55, Klongton Nua, Wattana Bangkok 10110 or such other date, time and place as the meeting may be adjourned.

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้
I/We hereby authorize the proxy holder to vote on my/our behalf in this meeting as follows:

วาระที่ 1 พิจารณารับรองรายงานการประชุมวิสามัญผู้ถือหุ้นครั้งที่ 1/2566

Agenda 1 To certify the minutes of Extraordinary General Meeting of Shareholders No.1/2023

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) the proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) the proxy holder shall vote according to my/our intention as follows:
- เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain

วาระที่ 2 พิจารณารับทราบผลการดำเนินงานและรายงานประจำปี 2566

Agenda 2 To acknowledge the operating result and the annual report for the year 2023

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) the proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) the proxy holder shall vote according to my/our intention as follows:
- เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain

วาระที่ 3 พิจารณานุมัติงบการเงินของบริษัท สำหรับรอบระยะเวลาบัญชีสิ้นสุดวันที่ 31 ธันวาคม 2566

Agenda 3 To consider and approve the Financial Statements for the year ended 31 December 2023

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) the proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) the proxy holder shall vote according to my/our intention as follows:
- เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain

วาระที่ 4 พิจารณานุมัติการงดจ่ายเงินปันผล

Agenda 4 To consider and approve the omission of dividend payment

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) the proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) the proxy holder shall vote according to my/our intention as follows:
- เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain

วาระที่ 5 พิจารณานุมัติเลือกตั้งกรรมการแทนกรรมการที่ครบกำหนดออกตามวาระ

Agenda 5 To elect directors to replace those who are retired by rotation

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) the proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) the proxy holder shall vote according to my/our intention as follows:
- การเลือกตั้งกรรมการทั้งหมด / To elect directors as a group at once
- เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain
- การเลือกตั้งกรรมการเป็นรายบุคคล / To elect each director individually
1. นางประทีน พูลวรลักษณ์ / Mrs.Prathin Poolvorlaks
- เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain
2. นางสาวเพชรดา พูลวรลักษณ์ / Miss. Petrada Poolvorlaks
- เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain
3. นายสุรียา พูลวรลักษณ์ / Mr.Suriya Poolvorlaks
- เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain

วาระที่ 6 พิจารณานุมัติค่าตอบแทนกรรมการประจำปี 2567

Agenda 6 To approve the determination of the directors' remuneration for the year 2024

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) the proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) the proxy holder shall vote according to my/our intention as follows:
- เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain

วาระที่ 7 พิจารณาแต่งตั้งผู้สอบบัญชีและกำหนดค่าตอบแทนแก่ผู้สอบบัญชีประจำปี 2567

Agenda 7 To approve the appointment of the auditor and the determination of the audit fee for the year 2024

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) the proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) the proxy holder shall vote according to my/our intention as follows:
- เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain

วาระที่ 8 พิจารณานุมัติให้ลดทุนจดทะเบียนของบริษัท จากทุนจดทะเบียน จำนวน 1,050,000,000 บาท เป็นทุนจดทะเบียนจำนวน 860,411,939 บาท โดยการตัดหุ้นสามัญจดทะเบียนที่ยังไม่ได้ออกจำหน่าย จำนวน 189,588,061 หุ้น มูลค่าที่ตราไว้หุ้นละ 1 บาท และแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิของบริษัท ข้อ 4 เรื่องทุนจดทะเบียน เพื่อให้สอดคล้องกับการลดทุนจดทะเบียน

Agenda 8 To consider and approve the reduction in the registered capital of the Company from THB 1,050,000,000 to THB 860,411,939 by cancellation 189,588,061 unissued shares, at the value of THB 1 per share and the amendment of Clause 4 of the Memorandum of Association (Registered Capital) to be in line with the capital reduction

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) the proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) the proxy holder shall vote according to my/our intention as follows:
- เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain

วาระที่ 9 พิจารณานุมัติการเพิ่มทุนจดทะเบียนของบริษัทแบบมอบอำนาจทั่วไป (General Mandate) จากทุนจดทะเบียนเดิมจำนวน 860,411,939 บาท เป็นทุนจดทะเบียนจำนวน 946,453,132 บาท โดยออกหุ้นสามัญเพิ่มทุนจำนวนไม่เกิน 86,041,193 หุ้น มูลค่าที่ตราไว้หุ้นละ 1 บาท และแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิของบริษัท ข้อ 4 เรื่องทุนจดทะเบียน เพื่อให้สอดคล้องกับการเพิ่มทุนจดทะเบียน

Agenda 9 To consider and approve the increase in the registered capital of the Company under the General Mandate from THB 860,411,939 to THB 946,453,132 by issuing new ordinary 86,041,193 shares with a par value of THB 1 per share, and the amendment of Clause 4 of the Memorandum of Association (Registered Capital) to be in line with the capital increase

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) the proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) the proxy holder shall vote according to my/our intention as follows:
- เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain

วาระที่ 10 พิจารณานุมัติการจัดสรรหุ้นสามัญเพิ่มทุน แบบมอบอำนาจทั่วไป (General Mandate) เพื่อเสนอขายให้แก่บุคคลในวงจำกัด (Private Placement)

Agenda 10 To consider and approve the allocation of newly issued ordinary shares of the Company under the General Mandate for offering to Private Placement

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) the proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) the proxy holder shall vote according to my/our intention as follows:
- เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain

วาระที่ 11 พิจารณาเรื่องอื่นๆ (ถ้ามี)

Agenda 11 Other matters (if any)

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) the proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) the proxy holder shall vote according to my/our intention as follows:
- เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

Should the proxy holder vote in any agenda, incompliant with those specified herein, it shall be deemed that such vote is not correct nor the my/our vote as a shareholder.

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In the case that I do not specify my/our intention for voting in any agenda, or specify unclear, or in case the meeting considers or passes resolutions in any matters other than those specified above, including any amendment or addition thereof, the proxy holder shall be entitled to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

กิจการใดที่ผู้รับมอบฉันทะกระทำไปในการประชุมนั้น ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any acts performed by the proxy in this meeting shall be deemed to be the actions performed by myself/ourselves.

ลงชื่อ / Signedผู้มอบฉันทะ / Grantor
(.....)

ลงชื่อ / Signedผู้รับมอบฉันทะ / Proxy
(.....)

ลงชื่อ / Signedผู้รับมอบฉันทะ / Proxy
(.....)

หมายเหตุ / Remarks

1. หนังสือมอบฉันทะแบบ ค. นี้ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้นให้เท่านั้น

This Form C is only used in the case that the shareholder is an oversea shareholder whose shares are taken of by the custodian in Thailand.

2. หลักฐานที่ต้องแนบพร้อมกับหนังสือมอบฉันทะ คือ

Required supporting documents:

(1) หนังสือมอบอำนาจจากผู้ถือหุ้นให้คัสโตเดียน (Custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบฉันทะแทน

The power of attorney whereby the shareholder empowers the custodian to execute the proxy instrument for and on behalf of the shareholder.

(2) หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทนได้รับอนุญาตประกอบธุรกิจ คัสโตเดียน (Custodian)

A confirmation that the custodian is licensed to operate the custodian business.

3. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and may not split the number of shares to many proxies for splitting votes.

4. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล

For the election of directors, it is able to elect the whole board or to elect any director individually.

5. ในกรณีที่วาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำ ต่อแบบหนังสือมอบฉันทะแบบ ค. ตามแนบ

In case, there is any other agenda to be considered in addition to those specified above, the grantor may specify such agenda in the Annex of this proxy.

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค. (Annex)

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของ บริษัท เมเจอร์ ดีเวลลอปเม้นท์ จำกัด (มหาชน) เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้นประจำปี 2567 ในวันพฤหัสบดีที่ 25 เมษายน 2567 เวลา 10.00 น. ด้วยวิธีการประชุมผ่านสื่ออิเล็กทรอนิกส์(E-AGM) โดยถ่ายทอดจาก ห้องมาเอสโตร แชมเบอร์ ชั้น 17 อาคารเมเจอร์ ทาวเวอร์ ทองหล่อ, 141 ซอยทองหล่อ 10 ถนนสุขุมวิท 55 แขวงคลองตันเหนือ เขตวัฒนา กรุงเทพฯ 10110 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

The appointment, on behalf of MJD's shareholder, to attend and vote on my/our behalf at the meeting of the 2024 Annual General Meeting of Shareholders on 25 April 2024 at 10.00 am, via electronic meeting (E-AGM) by broadcasting live at Maestro Chamber, 17th Floor, Major Tower Thonglor, Soi Thonglor 10, Sukhumvit 55, Klongton Nua, Wattana Bangkok 10110 or such other date, time and place as the meeting may be adjourned.

วาระที่..... เรื่อง

Agenda Other business

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) the proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) the proxy holder shall vote according to my/our intention as follows:
 - เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain

วาระที่..... เรื่อง

Agenda Other business

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) the proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) the proxy holder shall vote according to my/our intention as follows:
 - เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain

วาระที่..... เรื่อง

Agenda Other business

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) the proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) the proxy holder shall vote according to my/our intention as follows:
 - เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain

วาระที่..... พิจารณาเลือกตั้งกรรมการ (ต่อ)

Agenda Consider and approve the election of Directors

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) the proxy holder is entitled to consider and vote on my/our behalf as deemed appropriate.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) the proxy holder shall vote according to my/our intention as follows:

- การเลือกตั้งกรรมการทั้งชุด / To elect directors as a group at once
- เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain
- การเลือกตั้งกรรมการเป็นรายบุคคล / To elect each director individually
- ชื่อกรรมการ..... / Name of director.....
- เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain
- ชื่อกรรมการ..... / Name of director.....
- เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain
- ชื่อกรรมการ..... / Name of director.....
- เห็นด้วย / Approve ไม่เห็นด้วย / Disapprove งดออกเสียง / Abstain

Privacy Notice

Major Development Public Company Limited (the “Company”) realizes the importance of personal data protection and respects your privacy rights as a personal data subject. In order to comply with the Personal Data Protection Act, B.E.2562 (2019) (the “PDPA”), the Company would like to clarify the guidelines for personal data protection and the company will take measures to protect your personal data as well as prevent unauthorized use or for a purpose other than the primary purpose of collection.

1. Personal Data Collection and the Purpose of Collection

The Company will collect, use, store, disclose and transfer the personal data you have provided to the Company, such as your first name-surname, address, phone number, identification number, and video recording at the meeting throughout the meeting in order to perform the legal obligations required by law for the purposes of:

- Meeting of shareholders
- Sending the Annual Report (form 56-1 One Report) and/or other meeting documents as requested by the shareholders.
- Disclosing the shareholder’s personal data to relevant agencies as required by law, for example as evidence supporting the preparation of meeting minutes.

Including any personal data appears on the identification card that you have given to the Company during the registration of the shareholder’s meeting, which the company needs to collect for the purposes of legal obligations, legal claims, and identifying the eligible shareholder before attending the meeting.

2. Personal Data Storage and Retention Period

The Company will retain your personal data throughout the period of time in which your data is necessary for the processing of the above-mentioned purposes and for other legal compliance and claims.

3. Rights of the Personal Data Owner

According to the PDPA B.E. 2562, as a personal data owner, you have the rights to request access to your personal data, obtain copies of your personal data, disclosure of the source of personal data obtained by the Company which you did not consent to, as well as the rights to rectify, transfer, suspend, erase, object to the processing of your personal data for any purpose other than the primary purpose of collection, or withdraw your consent given to the Company at any time. Nonetheless, your request to exercise the rights to your personal data must be in accordance with the law and the Company may refuse your requested subject to exception by applicable laws.