

No. 007/2024

March 21, 2024

**Subject:** Notice of the Annual General Meeting of the year 2024**To:** Shareholders of AssetWise Public Company Limited**Attachment:**

1. The 2023 Form 56-1 One Report and Statements of Financial Position for the fiscal year ending December 31, 2023 (QR CODE)
2. Summary of the issuance and offer for sale of debentures of the Company
3. Capital Increase Form 53-4
4. Profiles of the persons who are nominated as directors to replace those who are due to retire by rotation
5. Business segments to prevent conflicts of interest policy
6. The Article of Association Regarding the Shareholder's Meeting
7. Diagram of Procedures for Attendance of the Annual General Meeting of the year 2024 via Electronic Method
8. Statement of Authentication, Proxy Methods, Registration, and Meeting Attendance and e-Voting
9. Form of Intention to Attend the Annual General Meeting of the year 2024 via Electronic Method
10. User Manual Electronics Meeting System (DAP e-Shareholder Meeting)
11. The Detail of Independent Directors to be the Proxy and definition of independent directors
12. Proxy Form A, Form B and C setup by the Department of Business Development
13. Privacy Notice for the Shareholder's Meeting

AssetWise Public Company Limited (“**Company**”) would like to invite all shareholders to attend the Annual General Meeting of the year 2024 via Electronic Method (e-Shareholder Meeting) on Tuesday, April 23, 2024 at 14:00 hrs. The meeting will be held under the related laws and regulations in order to consider matters in accordance with the agenda, including opinions of the Board of Directors as follows

**Agenda Item No. 1** To consider and acknowledge the Company's operating results for the year 2023.

**Objectives and Rationale:** The Company has prepared the 2023 operational results and the Annual Report (“Form 56-1 One Report”) as per the details set out in the 2023 Form 56-1 One Report (QR CODE format) as set out in Attachment 1 delivered to all shareholders together with this notice.

**Opinion of the Board:** The Board of Directors deemed it appropriate to report the 2023 operational results of the Company and the 2023 Form 56-1 One Report to the shareholders' meeting.

**Resolution:** This agenda item is only for acknowledgement; therefore, no voting is required.

**Agenda Item No. 2** To consider and approve the consolidated financial statements for the year ended December 31, 2023.

**Objectives and Rationale:** In order to comply with the Public Limited Companies Act B.E. 2535 (1992) (including any amendment thereto) (the “PLC Act”) and the Articles of Association, the Company has prepared the consolidated financial statements for the fiscal year ending December 31, 2023 as set out in the 2023 Form 56-1 One Report (QR CODE format) (Attachment 1) delivered to all shareholders together with this notice. In this regard, the consolidated financial statements have been verified by the certified public accountant, audited by the Audit Committee, and approved by the Board of Directors’ Meeting, the summary of this statement is as follows:

Unit : million baht

The consolidated financial statements for the year ended			
Transactions from the consolidated financial Statements	December 31, 2023	December 31, 2022	December 31, 2021
Total Assets	24,363.73	15,536.61	11,335.24
Total Liabilities	16,879.89	9,583.75	6,398.69
Shareholders’ equity	7,483.84	5,952.86	4,936.55
The consolidated financial statements for the year ended			
Transactions from the consolidated financial Statements	December 31, 2023	December 31, 2022	December 31, 2021
Total Revenues	7,146.88	5,968.46	5,032.24
Profit (loss) before income tax	1,521.06	1,641.38	1,388.42
Net profit (loss)	1,212.83	1,353.02	1,086.62
part belonging to the Company	1,093.47	1,118.52	951.36
Net profit (loss) per share (baht/share)	1.25	1.31	1.21

**Opinion of the Board:** The Board of Directors deemed it appropriate to propose that the shareholders’ meeting approve the consolidated financial statements for the year ending December 31, 2023 which have been verified by the certified public accountant, audited by the Audit Committee, and approved by the Board of Directors’ Meeting. In this regard, the opinions of the Audit Committee is disclosed in the “the Report of the Audit Committee” as set out in the 2023 Form 56-1 One Report (Attachment 1) delivered to all shareholders together with this notice.

**Resolution:** The resolution on this agenda item shall be passed by a majority vote of the shareholders attending the Meeting and casting their votes without counting those who abstained from voting as the basis for counting votes.

**Agenda Item No. 3** To consider and approve the allocation of profits and approve the dividend payment for the Company's operating results for the accounting period ending on December 31, 2023.

**Objectives and Rationale:** Pursuant to the Public Limited Companies Act B.E. 2535 (1992), section 115, section 116 and clause 45 and 46 of the Company's Articles of Association, the Company can pay dividend from the retained profits only and the Board has an authority to approve the distribution of interim dividend to shareholders if the Company has sufficient profit. The Board is required to report to the Shareholder Meeting following the Board's resolution to distribute dividend and the company shall allocate no less than five percent of its annual net profit, less the accumulated losses brought forward (if any) to a reserve fund until this fund reaches an amount of no less than ten percent of the registered capital, unless its articles of association or other laws require a larger fund. The Company has a policy to pay dividends at the rate of no less than 40% of the net profit according to the consolidated financial statements, after deducting corporate income taxes and various types of reserves required by law. Nonetheless, payment of such dividends is dependent on the Company's performance in each year. In addition, the Company's Board of Directors has the power to consider exemption from implementing the said policy or modify such policy from time to time under the condition that the action must be in the best interest of the shareholders of the Company.

1. As the Company allocates a legal reserve in the amount of 4,300,000 Baht, which is 0.39% of the annual net profit. Total amount of accumulated legal reserve 89,912,112 Baht, or 10% of the registered capital.
2. The Company's operating performance for the year 2023 has shown net profit of 1,092,223,050 Baht. The Board proposes the cash dividend payment for the year 2023 at the rate of 0.2500 Baht per share or value not exceeding 224,780,279.75 Baht. Therefore, the proposed dividend was made equivalent to 20.58 percent of the net profit recorded under the consolidated financial statements. The 2023 dividend payment is not complied by the Company's dividend payment policy due to the Company intends to invest in future business expansion either in the main business or other business that can be synergy, expand and create strong business growth.

The Comparison of the Dividend Payment			
Details of the Payment of Dividend	2023 (proposed)	2022	2021
1.Net profit (Million Baht)	1,092,22	1,118.52	951.36
2.Net profit (Baht/Share)	1.25	1.31	1.21
3.Dividend paid per share (Baht/Share)			
3.1 Interim Dividend	-	-	0.1471
3.2 The Remainder of the Dividend	0.2500	0.5226	0.4000
Total Dividend (Baht/Share)	0.2500	0.5226	0.5471
4.Dividend Payout Ratio (%)	20.58	40.00	47.76

In this regard, May 2, 2024 is scheduled as the date to record the names of the shareholders who are entitled to dividend payments (Record Date) and May 21, 2024 is scheduled as the date for dividend payments. Nevertheless, the Company's right to receive dividends remains uncertain due to the approval of the 2024 Annual General Meeting of Shareholders, all cash dividends will be subject to withholding tax at the rate prescribed by law.

**Opinion of the Board:**

The Board of Directors deemed it appropriate to propose that the shareholders' meeting approve the allocates a legal reserve in the amount of 4,300,000 Baht, which is 0.39% of the annual net profit and the dividend payment at the rate 0.2500 Baht per share, totaling 224,780,279.75 Baht, that May 2, 2023 is scheduled as the date to record the names of the shareholders who are entitled to dividend payment (Record Date) and that May 21, 2024 is scheduled as the date for dividend payment.

**Resolution:**

The resolution on this agenda item shall be passed by a majority vote of the shareholders attending the Meeting and casting their votes without counting those who abstained from voting as the basis for counting votes.

**Agenda Item No. 4**

To consider and approve the expansion of the Company's debentures issuance and offering an additional amount of 1,000 million Baht from the original line of not more than 5,000 million Baht, totaling a new line of not more than 6,000 million Baht

**Objectives and Rationale:**

The Board of Directors has proposed to consider and approve the extension of the debentures limit from the original 5,000 million baht that had been approved by the Annual General Meeting of Shareholders of the year 2023 by extending the debentures limit by another 1,000 million baht to a total amount of not more than 6,000 million baht or an equivalent amount in other currencies by issuing debentures of all types and forms whether it is a type specifying the name of the holder or

anonymous holder Subordinated or non-subordinated type Secured or unsecured Is there a debenture holders' representative or no debenture holders' representatives have a redemption date or no redemption date, subject to market conditions at the time of each issuance and offer for sale. Limit of not more than 6,000 million baht to use the money received for business operations and/or business expansion and/or used as working capital in the business and/or repay debt and/or for other purposes as Attachment 2.

**Opinion of the Board:**

The Board of Directors deems it appropriate to propose to the 2024 Annual General Meeting of Shareholders to consider and approve the extension of the debentures limit from the former 5,000 million baht that had been approved by the Annual General Meeting of Shareholders of the year 2023 by extending the debenture limit 1,000 million baht, a total amount of not more than 6,000 million baht or in other currencies in the equivalent amount by issuing debentures of all types and forms whether it is a type specifying the name of the holder or anonymous holder Subordinated or non-subordinated type Secured or unsecured Is there a debenture holders' representative or no debenture holders' representatives have a redemption date or no redemption date, subject to market conditions at the time of each issuance and offer for sale. Limit of not more than 6,000 million baht to use the money received for business operations and/or business expansion and/or used as working capital in the business and/or repay debt and/or for other purposes As the Board of Directors deems appropriate as proposed

**Resolution:**

A resolution under this agenda shall be passed by a vote of not less than three fourths (3/4) of the total votes of the shareholders who attend the Meeting and have the rights to vote with counting those who abstained from voting as the basis for counting votes.

**Agenda Item No. 5**

To consider and approve the reduction of the Company's registered capital in the amount of 42,612,111.00 Baht from the original registered capital of 1,363,106,937.00 Baht to the registered capital of 1,320,494,826.00 Baht and the amendment of the Memorandum of Association Clause 4 to be in line with the reduction of the Company's registered capital.

**Objectives and Rationale:**

The Board of Directors has proposed to consider and approve the reduction of the Company's registered capital in the amount of 42,612,111.00 Baht from the original registered capital of 1,363,106,937.00 Baht, divided into 1,363,106,937 ordinary shares with a par value of 1.00 Baht per share to the registered capital of 1,320,494,826.00 Baht divided into 1,320,494,826 shares with a par value of 1.00 Baht per share by cutting off the unallocated shares from the issuance of newly

issued ordinary shares through a general mandate to a specific person (Private Placement) according to the resolution of the Annual General Meeting of Shareholders for the year 2023 and approve the amendment of Clause 4 of the Company's Memorandum of Association to be in line with the reduction of the Company's registered capital by having the person assigned by the Board of Directors to register the amendment of the Memorandum of Association at the Department of Business Development Ministry of Commerce have the power to amend and add words to comply with the order of the Registrar as follows:

“Clause 4.	Registered capital amount	1,320,494,826.00	Baht	(One thousand three hundred twenty million four hundred ninety-six thousand eight hundred twenty-six Baht)
	divided into	1,320,494,826	shares	(One thousand three hundred twenty million four hundred ninety-six thousand eight hundred twenty-six shares)
	par value	1.00	Baht	(One Baht)
	Separated into:			
	common stock	1,320,494,826	shares	(One thousand three hundred twenty million four hundred ninety-six thousand eight hundred twenty-six shares)
	preferred shares	-	shares	(-)

**Opinion of the Board:**

The Board of Directors deems it appropriate to propose to the 2024 Annual General Meeting of Shareholders to consider and approve the reduction of the Company's registered capital in the amount of 42,612,111.00 baht from the original registered capital of 1,363,106,937.00 baht, divided into 1,363,106,937 ordinary shares with a par value of 1.00 baht per share to the Company's registered capital in the amount

of 1,320,494,826.00 baht, divided into 1,320,494,826 shares with a par value of 1.00 baht per share by cutting off the unallocated shares from the issuance of newly issued ordinary shares through a general mandate to a specific person (Private Placement) according to the resolution of the Annual General Meeting of Shareholders for the year 2023 and approved the amendment of Clause 4 of the Company's Memorandum of Association to be in line with the reduction of the Company's registered capital

**Resolution:** A resolution under this agenda shall be passed by a vote of not less than three fourths (3/4) of the total votes of the shareholders who attend the Meeting and have the rights to vote with counting those who abstained from voting as the basis for counting votes.

**Agenda Item No. 6** To consider and approve the capital increase under a general mandate, totaling not more than 89,912,111 shares with a par value of 1.00 Baht per share , totaling not more than 89,912,111 Baht (or equivalent to 10 percent of the Company's paid-up capital) to be offered to a specific investor (Private Placement).

**Objectives and Rationale:** Capital increase by general mandate means the capital increase of a listed company by requesting a resolution from the shareholders' meeting in advance and to authorize the Board of Directors to determine the objectives of issuing and allotment of newly issued shares, such as setting prices, the date and time to be offered for sale or conditions for each offer as appropriate

The Company has proposed to the Annual General Meeting of Shareholders for the year 2024 to consider and approve the capital increase under the General Mandate, totaling not more than 89,912,111 shares with a par value of 1.00 Baht per share , totaling not more than 89,912,111 Baht (or equivalent to 10 percent of the Company's paid-up capital as of the date of the Board of Directors Meeting No. 1/2024, held on February 22, 2024) to be offered to a specific investor (Private Placement). It must not be an offering of shares at a low price (according to the Notification of the Capital Market Supervisory Board regarding the request for permission and the approval of the public offering of shares or to a specific person) and in determining the offering price of newly issued shares to the private placement It must be in order to maintain the best interests of the Company and its shareholders as a whole and must not be lower than one of the following prices: (a) weighted average price of shares in the Stock Exchange of Thailand for the past 7

consecutive business days but not more than 15 consecutive business days prior to the date of the offering price and a discount of not more than 10% of the above price may be determined or (b) the price is determined through a process that allows investors to express their intention to purchase the Company's newly issued shares at the desired price level (Book Building), surveyed by the securities company; (according to the rules prescribed in the Notification of the Capital Market Supervisory Board No. TorJor. 72/2558 (including any amendments))

In this regard, the Board of Directors to be given the following powers:

- (1) Consider offering the newly issued ordinary shares one time or several times, provided that the allocation of the newly issued ordinary shares to be offered to a specific person in a Private Placement, the additional paid-up capital shall not exceed the percentage of 10 of the Company's paid-up capital or 89,912,111 shares as of the date the Board of Directors resolved to increase the capital. It must not be an offering of shares at a low price (according to the Notification of the Capital Market Supervisory Board regarding the request for permission and the approval of the public offering of shares or to a specific person). When determining the offering price of newly issued shares to the private placement, it must be in order to maintain the best interests of the Company and its shareholders as a whole and must not be lower than one of the following prices: (a) the weighted average price of the stocks in the Stock Exchange of Thailand for the past 7 consecutive business days but not more than 15 consecutive business days prior to the date of the offering price and the discount may not be more than 10 percent of the said price, or (b) the price determined through a process that allows investors to express their intention to purchase the Company's newly issued shares at the desired price level (Book Building), surveyed by the securities company (according to the rules prescribed in the Notification of the Capital Market Supervisory Board No. TorJor. 72/2558 on Approval for Listed Companies to Offer Newly Issued Shares to Private Placement (including any amendments)).
- (2) Set objectives, offering date and time, offering price, including details and conditions related to the allocation of newly issued ordinary shares which must not be allocated to connected persons according to the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 on the rules for making connected transactions and the Notification of the Board of Governors of the Stock Exchange of Thailand on Disclosure of Information and Other Acts of



Listed Companies Concerning Connected Transactions in 2003 in respect of the Private Placement Offering.

- (3) Negotiate, agree, and sign relevant documents and contracts and take any other necessary and appropriate actions in connection with the issuance and offering of new ordinary shares including assigning to the top management or the person assigned by the Board of Directors has the authority to perform the abovementioned actions. In this regard, the allocation of such newly issued ordinary shares must be completed within the date that the Company arranges for the next annual general meeting of shareholders of the Company or within the date required by law to hold the next annual general meeting of shareholders, whichever is the earliest.

The details of the capital increase under the General Mandate appears in Capital Increase Form 53-4 in [Attachment 3](#)

**Opinion of the Board:**

The Board of Directors deems it appropriate to propose to the 2024 Annual General Meeting of Shareholders to consider and approve the extension of the validity period of the allocation of newly issued ordinary shares under the General Mandate, totaling not more than 89,912,111 shares with a par value of 1.00 Baht per share (or equivalent to 10 percent of the Company's paid-up capital as of the date of the Board of Directors Meeting No. 1/2024, held on February 22, 2024) to be offered to a specific investor (Private Placement).

**Resolution:**

A resolution under this agenda shall be passed by a vote of not less than three fourths (3/4) of the total votes of the shareholders who attend the Meeting and have the rights to vote with counting those who abstained from voting as the basis for counting votes.

**Agenda Item No. 7**

To consider and approve the increase of the Company's registered capital in the amount of 89,912,111.00 Baht from the original registered capital amount 1,320,494,826.00 Baht to the registered capital amount 1,410,406,937.00 Baht and the amendment of the Memorandum of Association Clause 4 to be in line with the increase of the Company's registered capital.

**Objectives and Rationale:**

The Board of Directors has proposed to consider and approve the increase of the Company's registered capital in the amount of 89,912,111.00 Baht from the original registered capital amount 1,320,494,826.00 Baht divided into 1,320,494,826 ordinary shares with a par value of 1.00 Baht per share to the registered capital amount 1,410,406,937.00 Baht divided into ordinary shares 1,410,406,937 shares with a par value of 1.00 Baht per share. By issuing new ordinary shares 89,912,111

shares with a par value of 1.00 Baht per share to support the issuance of 89,912,111 shares of newly issued ordinary shares under a general mandate (Private Placement) details are shown in the capital increase report form (F53-4) as shown in (Enclosure 1) and approve the amendment of the Company's Memorandum of Association Clause 4 to be in line with the Company's registered capital increase by having the person assigned by the Board of Directors to register the amendment of the Memorandum of Association at the Department of Business Development Ministry of Commerce have the power to amend and add words to comply with the order of the Registrar as follows:

“Clause 4. Registered 1,410,406,937.00 Baht (One thousand four hundred ten million four hundred six thousand nine hundred thirty-seven Baht)

divided into 1,410,406,937 shares (One thousand four hundred ten million four hundred six thousand nine hundred thirty-seven shares)

par value 1.00 Baht (One Baht)

Separated into:

common stock 1,410,406,937 shares (One thousand four hundred ten million four hundred six thousand nine hundred thirty-seven shares)

preferred shares - shares (-)”

**Opinion of the Board:** The Board of Directors deems it appropriate to propose to the 2024 Annual General Meeting of Shareholders to consider and approve the Company's registered capital increase in the amount of 89,912,111.00 Baht from the original registered capital amount 1,320,494,826.00 Baht divided into 1,320,494,826 ordinary shares with a par value of 1.00 Baht per share to the registered capital amount 1,410,406,937.00 Baht divided into ordinary shares 1,410,406,937 shares with a par value of 1.00 Baht per share. By issuing new ordinary shares 89,912,111 shares with a par value of 1.00 Baht per share to support the issuance of 89,912,111 shares of newly issued ordinary shares under a general mandate (Private Placement) and approve to the amendment of the Company's Memorandum of Association Clause 4 to be in line with the Company's registered capital increase

**Resolution:** A resolution under this agenda shall be passed by a vote of not less than three fourths (3/4) of the total votes of the shareholders who attend the Meeting and have the rights to vote with counting those who abstained from voting as the basis for counting votes.

**Agenda Item No. 8** To consider and approve the allocation of the newly issued ordinary shares through a general mandate totaling not more than 89,912,111 shares with a par value of 1.00 Baht per share (or equivalent to 10 percent of the Company's paid-up capital) to offer for sale to a specific person (Private Placement)

**Objectives and Rationale:** The Board of Directors has proposed to consider and approve the allocation of 89,912,111 newly issued ordinary shares with a par value of 1.00 Baht per share to support the issuance of newly issued ordinary shares through a general mandate to a specific person (Private Placement). The total amount does not exceed 89,912,111.00 Baht (or equivalent to 10 percent of the Company's paid-up capital as of the date of the Board of Directors Meeting No. 1/2024, held on February 22, 2024), which must not be an offer for sale at a low price (according to the Notification of the Capital Market Supervisory Board regarding the request for permission and the approval of the public offering of shares or to a person in a limited circle) and in determining the offering price of newly issued shares to private placement. It must be in order to maintain the best interests of the Company and its shareholders as a whole and must not be lower than one of the following prices: (a) the weighted average price of the stocks in the Stock Exchange of Thailand for the past 7 consecutive business days, but not more than 15 consecutive business days prior to the date of the offering price of shares and a discount of not more than 10 percent may be determined; or (b) the price determined through a process that allows

investors to express their intention to purchase the Company's newly issued shares at the desired price level (Book Building), surveyed by the securities company. (According to the rules prescribed in the Notification of the Capital Market Supervisory Board No. TorJor. (including any amendments))

**Opinion of the Board:** The Board of Directors deems it appropriate to propose to the 2024 Annual General Meeting of Shareholders to consider and approve the allocation of 89,912,111 newly issued ordinary shares with a par value of 1.00 Baht per share to support the issuance of newly issued ordinary shares through a general mandate to a specific person (Private Placement). The total amount does not exceed 89,912,111.00 Baht (or equivalent to 10 percent of the Company's paid-up capital as of the date of the Board of Directors Meeting No. 1/2024, held on February 22, 2024).

**Resolution:** A resolution under this agenda shall be passed by a vote of not less than three fourths (3/4) of the total votes of the shareholders who attend the Meeting and have the rights to vote with counting those who abstained from voting as the basis for counting votes.

**Agenda Item No. 9** To consider and approve the appointment of the auditor and determine the auditor's remuneration for the year 2024.

**Objectives and Rationale:** In section 120 of the Public Limited Company Act and clause 36 of the Company's Articles of Association indicated that in every Annual General Meeting, the shareholders have to appoint and determinate the remuneration for auditor (s) and auditor (s) of preceding year can be re-elected". In addition, the Notification of the Office of the Securities and Exchange Commission provides that listed companies shall rotate auditor once the auditor has performed duties in reviewing, auditing and providing opinion to the Company's financial statements for a total period of 7 years, whether it is consecutive or not. The company is allowed to appoint such auditor to be the auditor of the Company when at least 5 consecutive accounting periods have passed.

The Audit Committee has selected the auditors for the year 2024 and proposed them to the Board of Directors in order for the Board of Directors to propose that the shareholders' meeting appoint three auditors. from EY Office Company Limited as the auditor of Company for the year 2024 (first year), namely

Name of Auditor	CPA Registration No.	Number of years certified the Company's financial statements*
Ms. Sineenart Jirachaikhuan Khan	6287	-
Mrs. Poonnard Paocharoen	5238	-
Mrs. Wilai Sunthornwanee	7356	-

In the case that these auditors fail to satisfactorily perform their duties, EY Office Company Limited is allowed to arrange for other of its auditors to review the accounts and render opinions on the Financial Statements of the Company in place of these auditors and approval for empowering the Board to have an authority on behalf of shareholders to approve the auditor's fee for financial statements of the Company's subsidiaries, associated companies and any joint ventures in 2024.

In 2024, The Company has proposed to change the auditor to EY Office Company Limited due to the expansion of existing business and new business operations by the company which have become increasingly complex. EY Office Company Limited is an experienced company and specializing in auditing business that supports the company's expansion.

The determined audit fee including quarterly review fee will be fixed at the total amount of 1,350,000 Baht, which is higher than the audit fee for year 2023, which was at the total amount of 650,000 Baht. This rate is acceptable because This kind of audit rate is similar to other companies in the same business. The comparison of the audit fee amount from the previous year is as follows:

Unit : Baht

Audit fee	2024 (Proposed Year)	2023	2022
Audit fee	1,350,000	650,000	600,000
Other fee	None	None	None
<b>Total</b>	<b>1,350,000</b>	<b>650,000</b>	<b>600,000</b>

The Company has a total of 42 subsidiaries, of which 34 subsidiaries will appoint EY Office Company Limited, which is the same auditor as the Company. The remaining 8 subsidiaries will appoint MMN Syndicate Audit Company Limited as auditor, which has a list of 2 auditors;

1. Mr. Marnit Aongphisud Certified Public Accountant Registration no. 7113 and/or
2. Ms. Kamolthip Katudat Certified Public Accountant Registration no. 6816

The Board of directors will supervise the preparation of financial statements of the Company and its subsidiaries to be finished and issued in time.

In this regard, all auditors are not shareholders of the Company, do not have any conflict of interest with the Company/ the subsidiaries of the Company/ the executives/ the major shareholders/ or the related persons of the aforementioned and do not provide any advisory service to the Company. Therefore, such auditors are able to audit and render opinions towards the Company's Financial Statement independently.

In this regard, with respect to the performance of duties of these auditors, no auditor shall have performed her duties for the consecutive period of longer than seven years. The appointment of auditors and the determination of the audit fee for the year 2024 have been considered and approved by the Audit Committee.

**Opinion of the Board:**

The Audit Committee and the Board of Directors deemed it appropriate to propose that the shareholders' meeting approve: the appointment of Ms. Sineenart Jirachaikhuan Khan, Certified Public Accountant Registration number 6287 and/or Mrs. Poonnard Paucharoen, Certified Public Accountant Registration number 5238, and/or Mrs. Wilai Sunthornwanee, Certified Public Accountant Registration number 7356 of EY Office Company Limited, as the auditors of the Company for the year 2024; the determination of the audit fee for the year 2024 at 1,350,000 Baht; and that in the case these auditors fail to perform their duty, EY Office Company Limited is allowed to arrange for other of its auditor to review the accounts and render opinions on the Financial Statements of the Company in place of these auditors.

**Resolution:**

The resolution on this agenda item shall be passed by a majority vote of the shareholders attending the Meeting and casting their votes without counting those who abstained from voting as the basis for counting votes.

**Agenda Item No. 10** To consider and approve the appointment of directors to replace those who have retired by rotation.

**Objectives and Rationale:**

Pursuant to the Public Limited Companies Act B.E. 2535 (1992), section 71 and clause 17 of the Company's Articles of Association, at every annual general shareholder meeting, one third of the directors shall retire from office at such time. If the number of directors is not a multiple of three, the number of directors closest

to one-third shall retire. A director who vacates office under the rotation may be re-elected.

The Nomination and Remuneration Committee is in charge of nominating qualified candidates who can contribute greatly to the Company and meet all qualifications for directors according to the Public Limited Companies Act B.E. 2535 (1992) (and revised version), the SEC Act B.E. 2535 (1992) (and revised version), and related regulations and proposing to the Board and the shareholders for approval respectively.

In this 2024 Annual General Meeting of Shareholders, there are directors who are required to vacate office, as follows:

1. Mr. Sarawut Charuchida Chairman of the Board of Directors / Independent Director / Chairman of Risk Management Committee
2. Assoc.Prof. Kriengkrai Boonlert-U-Thai, Ph.D. Independent Director / Chairman of Audit Committee
3. Ms. Tidarat Kanchanawat Independent Director / Chairman of Nomination and Remuneration Committee

In this regard, the Company has provided the opportunity for shareholders to nominate persons to be selected as directors in advance for the Annual General Meeting of the year 2024 from November 15, 2023 – January 15, 2024 via the Company's website. It appeared that no shareholder nominated a person to be considered as a director of the Company. The Board of Directors, therefore, has followed the guidelines for nominating directors consider appropriate qualification, experience, skills and professional expertise, including elements of the directors of the Company as well as the efficiency and performance of the Company in the past with all due circumspection. It turned out that the three retiring directors are qualified and suitable for the Company's business operations including, in the past, all directors perform their duties well and efficiently.

In addition, The Board of Directors has considered that that the person nominated as an independent director has qualifications in accordance with relevant laws and regulations related to independent directors.

Therefore, it deems appropriate to the Annual General Meeting of the year 2024 to approve the re-election of the three directors who are due to retire by rotation to hold office for another term. The details of the profiles, educational background, work experience, shareholding proportions, and directorships in other companies of 3 directors who are the directors due to retire by rotation and nominated to hold office for another term, as set out in Attachment 4.

**Opinion of the Board:**

The Board of Directors and The Nomination and Remuneration Committee carefully and cautiously reviewed that the mentioned directors have passed the Company's consideration process, qualified according to relevant laws and regulations and suitable for the business of the company. The Board of Directors deemed it appropriate to propose that the shareholders' meeting approve the re-election of the three directors who are due to retire by rotation, namely Mr. Sarawut Charuchida , Assoc.Prof. Kriengkrai Boonlert-U-Thai, Ph.D. and Ms. Tidarat Kanchanawat, to hold office for another term, whereby the proposal of this agenda item has been considered by the Nomination and Remuneration Committee and approved by the Board of Directors' Meeting.

Therefore, after the Annual General Meeting of the year 2024 has passed the resolution to re-election the retired directors for another term. The Company have 9 directors namely as follows:

1. Mr. Sarawut Charuchida
2. Mr. Kromchet Vippanpong
3. Mr. Weerapan Wipanpong
4. Ms. Paneeta Malaivongs
5. Ms. Tidarat Kanchanawat
6. Assoc.Prof. Kriengkrai Boonlert-U-Thai, Ph.D.
7. Prof. Nopadol Rompho, Ph.D.
8. Mr. Kobkiat Tananchaya
9. Mr. Suchet Ritteephomorn

**Resolution:**

The resolution on this agenda item shall be passed by a majority vote of the shareholders attending the Meeting and casting their votes without counting those who abstained from voting as the basis for counting votes. The voting on this agenda item will be separately decided by the directors.



**Agenda Item No. 11** To consider and approve the determination of directors' remuneration for the year 2024.

**Objectives and Rationale:** Pursuant to the Public Limited Companies Act B.E. 2535 (1992), section 90 and clause 22 of the Company's Articles of Association, A director is entitled to receive the remuneration from the Company in any forms as stipulated in the regulations of the Company or the consideration of the meeting of shareholders and has the resolution not less than two-thirds (2/3) of all votes of the shareholders present at the meeting. Such remuneration may be at fixed amount or specified from time to time or let it being enforced unless otherwise approved by the meeting of shareholders. Moreover, the director is also entitled to a per diem and any fringe benefit according to the regulations of the Company.

According to the remuneration policy for directors, criteria and procedures for proposing remuneration for directors have been prescribed as the Nomination and Remuneration Committee and the Board of Directors are responsible for reviewing the remuneration of the Board of Directors and sub-committees to propose that the shareholders' meeting approve the determination of the directors' remuneration. In determining the remuneration, the Company will take into account the appropriateness of the assigned duties, responsibilities, and the remuneration rate can be compared with other companies in the same industry with a similar size of business listed on the Stock Exchange of Thailand, whereby the remuneration must be sufficient to encourage the directors to efficiently perform their duties to meet the objectives and in accordance with the business goals and business strategies set by the Company through transparent process in order to build confidence for shareholder.

For the year 2023, The Nomination and Remuneration Committee is in charge of evaluating the remuneration of the Board of Directors and sub-committees by the size of the business, the responsibilities of the directors, and the comparison with the range of remuneration of other listed companies on the Stock Exchange of Thailand with their Market Capitalization similar to that of the Company, and how to motivate qualified people and proposing remuneration of all committees for approval at the Board level and shareholder level respectively. The remuneration of all committees for the year 2024 which is the same rate charged in 2023 which stipulated that the total amount should not exceed 5 million baht. The allowances of each committee are as follows:

1. Monetary Compensation

Unit : Baht

Remuneration for the Board and Sub-Committee	2024 (Proposal)			2023		
	Monthly Remuneration (Baht/person/month)	Meeting Allowance (Baht/person/time)	Bonus	Monthly Remuneration (Baht/person/month)	Meeting Allowance (Baht/person/time)	Bonus
<b>1. Board of Directors</b>						
• Chairman	40,000	30,000	Maximum at 1,000,000 Baht per year	40,000	30,000	Maximum at 1,000,000 Baht per year
• Non-Executive Directors	25,000	15,000		25,000	15,000	
• Executive Directors	-	-		-	-	-
<b>2. Audit Committee</b>						
• Chairman	-	25,000		-	25,000	-
• Member	-	12,000		-	12,000	-
<b>3. Other sub-committees (Nomination and Remuneration Committee, Risk Management Committee, Corporate Governance Committee)</b>						
• Chairman	-	15,000		-	15,000	-
• Non-Executive Directors	-	10,000		-	10,000	-
• Executive Directors	-	-		-	-	-

2. Non-Monetary Compensation or other kind of Remuneration

Board of Directors	2024 (Proposal)	2023
• Chairman	Group Health Insurance plan 3	Group Health Insurance plan 3
• Non-Executive Directors		
• Executive Directors	-	-

Opinion of the Board:

The Board of Directors deemed it appropriate to propose that the shareholders' meeting approve the determination of the directors' remuneration for the year 2024 as proposed, in all aspects. In this regard, such determination has been considered by the Nomination and Remuneration Committee and approved by the Board of Directors' Meeting to propose the directors' remuneration for the year 2024 to shareholder meeting respectively.

**Resolution:** The resolution on this agenda item shall be passed by the votes of no less than two-thirds of the total votes cast by the shareholders attending the Meeting with counting those who abstained from voting as the basis for counting votes.

**Agenda Item No. 12** To consider and approve the business segments to prevent conflicts of interest policy.

**Objectives and Rationale:** After becoming a Rhom Bho property PLC ("TITLE")'s major shareholder of 39 Estate Co., Ltd. which is a subsidiary company of Assetwise Public Company Limited ("ASW") which is the controlling person of TITLE. Both ASW Group and TITLE are in the business that may compete with each other. This is because ASW and TITLE are all engaged in the business of real estate development for sale. However, at present, between ASW and other companies under ASW's control ("ASW Group"), and TITLE do not have any real estate development projects with overlapping or adjacent locations that may be in competition to attract the same target customers. In this regard, the ASW Group, and TITLE intend not to engage in competing businesses. the ASW Group and TITLE will set up a business strategy for the Group to separate the business areas to make it clear and without an overlap and conflict of interest to prevent business operations that may compete with each other and to have business mechanisms for the best interests of each company. It determines the scope of growth in the real estate development business for sale by demarcating geographical areas. The ASW Group will develop real estate projects for sale in the central, northern, northeastern, eastern and western regions, while TITLE will be the flagship company in the development of real estate projects for sale in the southern region which includes the area from Chumphon, Ranong, Surat Thani, Phang Nga, Nakhon Si Thammarat, Krabi, Phuket, Trang, Phatthalung, Satun, Songkhla, Pattani, Yala and Narathiwat. This division of business locations is aimed to set clear growth targets for each company and to serve as a guideline for eliminating conflicts of interest in the future. The details of the business segments to prevent conflicts of interest policy are shown in Attachment 5.

**Opinion of the Board:** The Board of Directors deemed it appropriate to propose that the shareholders' meeting approve the business segments to prevent conflicts of interest policy to make it clear and without an overlap and conflict of interest to prevent business operations that may compete with each other and to have business mechanisms for the best interests of each company. In this regard, according to the fact that the Company proposed the conflicts of interest policy to the shareholder meeting in order to comply with the operation plan after the tender offer as disclosed in Tender

Offer for the Securities. In case the shareholders meeting has resolved to not approve this agenda item, the Company shall propose the conflicts of interest policy in the next shareholders meeting for reconsideration.

**Resolution:** The resolution on this agenda item shall be passed by a majority vote of the shareholders attending the Meeting and casting their votes without counting those who abstained from voting as the basis for counting votes.

**Agenda Item No. 13** To consider other matters (if any).

**Opinion of the Board:** The Company did not have any other matters to propose to the Meeting for consideration. According to the Public Company Limited Act B.E.2535 Section 105 paragraph 2 (amended B.E.2544), shareholders holding shares amounting to not less than one-thirds (1/3) of the total number of paid-up shares may request the Meeting to consider other matters in addition to those specified in the invitation of the Meeting. The Board deemed it appropriate to propose this agenda to the shareholders who desire for the Meeting to consider other businesses other than the agendas that were proposed by the Board.

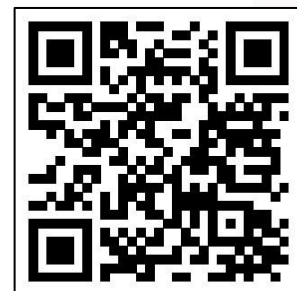
The Company has published the letter of invitation to the shareholders' meeting with documents supporting the meeting on the Company's website, [www.assetwise.co.th](http://www.assetwise.co.th), since March 21, 2024. All shareholders of the Company are invited to attend the Annual General Meeting of the year 2024 Via Electronic Method (e-Shareholder Meeting) on April 23, 2024 at 14:00 hrs. The meeting will be held under the Emergency Decree on Electronic Meeting B.E. 2563 (2020) and other related laws and regulation. The registration to attend the Annual General Meeting of the year 2024 is available from April 8, 2024 at 9:00 hrs. The Company will fix shareholder list for the right to attend the Annual General Meeting of the year 2024 will be defined on March 12, 2024.

The Company would like to ask for the cooperation of the shareholders and/or proxies to study the following details; 1) Diagram of procedures for attendance of the meeting according to Attachment 7 2) Statement of authentication, proxy methods, registration, and meeting attendance and e-voting according to Attachment 8 3) User Manual Electronics Meeting System (DAP e-Shareholder Meeting) Attachment 10.

Authentication and e-Registration can be made from April 8, 2024 at 9:00 hrs. until the Meeting is ended by Weblink :

<https://portal.eservice.setgroup.or.th/Account/Login?refer=PD2Sbbz87e0SmZxt0jFQXLurrq%2fnJrrABR%2bmaJUhhF42GG1NayZnkg%3d%3d>

or scanning QR Code :



The shareholders or proxies can submit the form of intention to attend the meeting and follow the instructions in the documents according to Attachment 9. to the Company by April 22, 2024. In the event that the shareholders would like to send documents, contact to inquire how to register and attend the meeting. The Shareholders can contact the Company Secretary Department via the following channels;

- **Postal Mail:** Company Secretary Division, AssetWise Public Company Limited No. 9 RamIntra 5 yeak 23, Anusawari, Bang Khen, Bangkok 10220 or
- **E-mail:** [companysec@assetwise.co.th](mailto:companysec@assetwise.co.th)
- **Phone number :** 02-521-9533-35 #340

If any shareholder is inconvenient to attend the meeting, they can appoint the Company's independent director who is nominated to be a proxy of the shareholder for this Annual General Meeting to be his/her proxy, consisting of 1) Mr.Sarawut Charuchinda, 2) Assoc.Prof.Kriengkrai Boonlert-U-Thai, Ph.D., 3) Prof.Nopadol Rompho, Ph.D., 4) Mr.Kobkiat Tananchaya. The details of independent directors are shown in Attachment 11. All shareholders are required to fill in and sign the proxy form as attachment 11 and submit such proxy form to the Company Secretary by April 22, 2024.

The Company facilitates all proxies by affixing the stamp duty in the proxy form for the proxies who register to attend this shareholders' meeting.

Sincerely yours,

- Sarawut Charuchinda -

(Mr. Sarawut Charuchinda )

Chairman of the Board of Directors