

Minutes of 2021 Annual General Meeting of Shareholders

Assetwise Public Company Limited

Held on March 11, 2021

At the Company's Head Office, located at No. 9, Soi Ramintra 5, Lane 23, Anusawari Subdistrict, Bang Khen District, Bangkok 10220

The meeting was commenced at 08.00 hr.

Mr. Sarawut Charuchinda, the Chairman of the Board, presided over the Meeting ("Chairman") and stated that the number of shareholders and proxies present at the Meeting collectively represent 555,000,000 shares, hence constituting a quorum according to the Company's Articles of Association. The Meeting was thereby commenced to consider matters in the agenda items listed below.

Agenda 1 Matters to be informed by the Chairman

- None -

Agenda 2 To consider and approve the Minutes of Extraordinary General Meeting of Shareholders No. 1/2021

The Chairman requested the Meeting to consider and approve the Minutes of Extraordinary General Meeting of Shareholders No. 1/2021 held on February 9, 2021, as detailed in Appendix 1 attached to the Meeting Notice.

Resolution The Meeting passed a unanimous resolution to approve the Minutes of Extraordinary General Meeting of Shareholders No. 1/2021.

Agenda 3 To acknowledge the Company's 2020 financial performance

The Chief Financial Officer presented to the Meeting a summary of the Company's financial performance for the year ended December 31, 2020, stating that the Company earned THB 4,228.10 million in total revenue and THB 870.70 million in net profit.

The Chief Financial Officer later reported the statement of financial position, key financial ratios, and progress of the Company's real estate development projects, as detailed in the appendices to the Meeting Notice.

Resolution The Meeting acknowledged the Company's 2020 financial performance.

Agenda 4 To consider and approve the financial statements for the year ended December 31, 2020 and the auditor's report

The Chairman reported the financial statements for the year ended December 31, 2020 to be considered and approved by the Meeting, which could be summarized as follows:

Consolidated financial statements: With reference to the statement of financial position as of December 31, 2020, the Company recorded THB 8,159.97 million in total consolidated assets and THB 5,863.31 million in total consolidated liabilities. Regarding the income statement for the year ended December 31, 2020, the Company posted THB 4,205.02 million in consolidated revenue with the parent company's net profit of THB 870.75 million and earnings per share of THB 1.57.

Separate financial statements: As of December 31, 2020, the Company's total assets and liabilities were THB 2,423.13 million and THB 1,199.91 million, respectively. In addition, the Company recorded THB 755.44 million in total revenue, THB 469.78 million in net profit, and THB 0.85 in earnings per share for the year ended December 31, 2020.

With regard to the auditor's report for the year ended December 31, 2020, which was prepared by DIA International Audit Co., Ltd. (the Company's audit firm), the consolidated financial statements were found to represent a true and fair view of the Company's financial position and performance in accordance with the financial reporting standards. The auditor also expressed an unqualified opinion on the foregoing financial statements.

Resolution The Meeting passed a unanimous resolution to approve financial statements for the year ended December 31, 2020 and the auditor's report.

Agenda 5 To consider and approve the allocation of profits and dividend payment for the year 2020

The Chairman informed the Meeting that the Company had unappropriated retained earnings of THB 1,310 million and net profit of THB 470 million according to the consolidated financial statements for the year ended December 31, 2020.

On that account, the Company has deemed it appropriate to pay dividends out of the Company's unappropriated retained earnings as of December 31, 2020, to shareholders whose names were listed in the shareholder register on December 31, 2020, totaling 555,000,000 shares. The Company has determined the dividend for the year 2020 to be THB 0.6991 per share, which amounts to THB 388 million. The payment of dividends shall be made to shareholders within April 11, 2021.

Pursuant to Section 1202 of the Civil and Commercial Code, the Company is required to allocate at least 5 percent of its annual net profits to a legal reserve until such reserve attains the amount of 10% of the Company's registered capital. Accordingly, the Company has deemed it appropriate to allocate THB 23 million of its net profits to a legal reserve.

Resolution The Meeting passed a unanimous resolution to approve the allocation of THB 23 million of net profits to a legal reserve and the payment of dividends to shareholders whose names were listed in the shareholder register on December 31, 2020, totaling 555,000,000 shares, in the amount of THB 0.6991 per share or THB 388 million in total.

Agenda 6 To consider and approve the appointment of the Company's auditors and the audit fee for the year 2021

Given the expertise, independence, and competitiveness of the audit fee of DIA International Audit Co., Ltd., the Chairman requested the Meeting to consider and approve the appointment of DIA International Audit Co., Ltd. as the Company's audit firm for the year 2021, along with the appointment of the auditors from the aforesaid audit firm whose names are listed below.

Mrs. Suvimol Krittayakien	CPA Registration No. 2982 and/or
Mr. Noppareuk Pisanuwong	CPA Registration No. 7764 and/or
Miss Raweewan Cheunchom	CPA Registration No. 7487

Any one of the above auditors may conduct the audit and express an opinion on the Company's financial statements. The Company has determined the audit fee for the year 2021 to be THB 580,000. The Chairman further requested the Meeting to grant the Board the authorization to approve any other auditors whose names are not listed hereinabove in the event that any of the aforementioned auditors cannot perform his/her duties. In addition, the Meeting was requested to grant the Board the authorization to approve the audit fees of the subsidiaries, associates, and joint ventures for the year 2021.

Resolution The Meeting passed a unanimous resolution to approve the appointment of DIA International Audit Co., Ltd. as the Company's audit firm, the appointment of the aforementioned auditors, and the audit fee of THB 580,000 for the year 2021.

Agenda 7 To consider and approve the appointment of directors in place of those to be retired by rotation

The Chairman informed the Meeting that, pursuant to applicable laws and regulations, one-third (or the number nearest to one-third) of the directors shall retire from office by rotation at every annual general meeting of shareholders. In this regard, the Nomination and Remuneration Committee has selected 3 directors to be retired in the first and second years, by means of drawing lots, as follows:

1. Miss Tidarat Kanchanawat
2. Prof. Dr. Kriengkrai Boonlert-U-Thai

3. Mr. Suchet Ritteepharnorn

After taking into consideration the qualifications of the 3 directors mentioned hereinabove, including their competencies, diverse experience, commitment, and ability to develop the Company in the best interest of shareholders and stakeholders, the Nomination and Remuneration Committee has deemed it appropriate to re-appoint the 3 retiring directors to serve another term of office and thereby requested the Meeting to approve such re-appointment.

Resolution The Meeting passed a unanimous resolution to approve the re-appointment of the retiring directors, namely Miss Tidarat Kanchanawat, Prof. Dr. Kriengkrai Boonlert-U-Thai, and Mr. Suchet Ritteepharnorn, to serve another term of office.

Agenda 8 To consider and approve the remuneration of Company's directors and sub-committee members for the year 2021

The Chairman stated that the directors' remuneration for the year 2021 has been determined at the Board's meeting and the Nomination and Remuneration Committee's meeting, by taking into account the directors' roles, responsibilities, and performance, as well as the competitiveness of the remuneration rates in relation to the rates provided by other companies in the same industry. The remuneration of the directors and sub-committee members for the year 2021 is as follows:

- Monetary compensation:

Type of Directors	2020		*** 2021 ***	
	Monthly Retainer Fee (THB)	Attendance Fee (THB)	Monthly Retainer Fee (THB)	Attendance Fee (THB)
1. Board of Directors				
• Chairman	40,000	30,000	40,000	30,000
• Non-executive director	25,000	15,000	25,000	15,000
• Executive director	-	-	-	-
2. Audit Committee				

Type of Directors	2020		*** 2021 ***	
	Monthly Retainer Fee (THB)	Attendance Fee (THB)	Monthly Retainer Fee (THB)	Attendance Fee (THB)
● Chairman	-	25,000	-	25,000
● Member	-	12,000	-	12,000
3. Other Sub-committees (Risk Management Committee/Nomination and Remuneration Committee/Corporate Governance Committee)				
● Chairman	-	15,000	-	15,000
● Non-executive director	-	10,000	-	10,000
● Executive director	-	-	-	-

The directors' remuneration rates for the year 2021 are equivalent to those of 2020.

The Meeting was further requested to approve a budget of THB 10 million per year to be allocated to other benefits for directors such as travel allowances, seminars, or other activities as deemed appropriate.

- **Non-monetary compensation:** Group health insurance, Plan 3

Resolution The Meeting passed a unanimous resolution to approve remuneration of Company's directors and sub-committee members for the year 2021.

Agenda 9 To consider other matters (if any)

- none -

The meeting was adjourned at 08.30 hr.

Signed.....Chairman of the Meeting

(Mr. Sarawut Charuchinda)