

ANNEX 11

Voting Criteria and vote counting together with the method to propose the opinions or questions in the meeting

Voting Criteria and vote counting

1. Voting for each agenda will be done by counting one share equal to one vote. Each shareholder will have votes according to the number of shares they hold. Shareholders or proxies are required to vote only for one vote, i.e. agree, disagree or abstain. They cannot divide their votes in parts unless it's a voting of Custodian.

2. In case of proxy, the proxy must vote according to the grantor specified in the proxy only.

2.1 If the proxy does not vote in accordance with the intention of the grantor as specified in the proxy form, that vote shall be deemed invalid and it is not considered a vote of shareholders.

2.2 If the grantor does not specify his/her intention to vote in any agenda in the proxy, or his/her intention does not clearly stated, or in the case where the meeting considers or resolves on any matter other than those specified in the proxy form including in the event of any change or addition of any facts the proxy has the right to consider and vote on his/her behalf as he or she deems appropriate.

3. Chairman of the meeting or the person assigned by the chairman to conduct the meeting will propose to the shareholders to consider and vote in each agenda as specified in the invitation letter respectively by asking the attendees to vote. For this meeting by means of electronic, voting for each agenda must be done in the Meeting Application. The attendees must vote in one of the boxes for agreeing, disapproving or abstaining from voting only. Shareholders who do not vote in any electronic meeting application will be deemed to agree.

4. For voting in Agenda 5, which is the agenda for the election of directors to replace those who retired by rotation, the Company will ask the meeting to consider and elect individual directors. All shareholders must vote in the electronic meeting application whether they agree, disagree or abstain in the election of individual directors. Shareholders who do not vote in any electronic meeting application It will be deemed that you agree with the election of all directors to return to the office.

The Resolution of the Annual General Meeting of Shareholders must consist of the following votes:

1. In normal cases, the majority vote of the shareholders who attend the meeting and cast their votes shall be considered as the resolution of the meeting.

2. Other cases in which the laws or the Articles of Association of the company are different from normal cases, the resolution of the meeting shall be in accordance with the laws or regulations prescribed. The chairman of the meeting or the person assigned by the chairman to conduct the meeting will inform the shareholders of the meeting before voting on each agenda item. If the votes are equal, the chairman of the meeting shall have one more vote to cast vote.

3. Any attendee who has special conflict of interests in any agenda will not have the right to vote on that agenda whereby the chairman of the meeting may invite shareholders or proxies of shareholders with special conflict of interests to temporarily leave the meeting.

Vote counting and notification of vote counting results

The Company will use the method of deducting disapproval, abstaining and voided ballots (if any) from the total number of votes attending the meeting in that agenda. The remainder will be deemed to be approved votes. When the scores are processed in each agenda completed, the Company will announce the voting results to the meeting for acknowledgment by dividing into votes of agreeing, disapproving, abstention and voided ballots (if any), representing a percentage of the shareholders.

Vote counting in each agenda will be in accordance with the law and the Company's Articles of Association as follows:

1. In considering Agenda 1, 3, 4, 5 and 7, the resolutions must be passed by a majority vote of the shareholders who attend the meeting and cast their votes only which excluded the votes of the shareholders who abstained and voided ballots (if any)

2. In considering Agenda 6, which related to directors' remuneration, must be approved by a vote of not less than two-thirds of the total number of votes of the shareholders attending the meeting and having the rights to vote. The Company will calculate the votes base on a counting the total number of votes of the shareholders attending the meeting.

3. For vote casting of the Proxy Form C., in case that there is no indication of voting and the proxies did not confirm that how to vote, the Company will consider it as an abstention.

Method to propose the opinions or questions by the attendees

Before voting on each agenda, the chairman of the meeting or the person assigned by the chairman to conduct the meeting will inform the attendees to ask questions or present opinions related to the agenda. The attendees have to press the “Question” button which can choose to ask through 2 channels as follows:

1. In the event that attendees wish to ask the questions through messages, please type the questions then press “Send” button. The Company will answer the questions in the meeting room on the agenda related to those questions. However, if there are numerous message questions, the Company reserves the right to consider the questions as appropriate.
2. In the event that the attendees wish to ask the question through pictures and sounds (via video conference), please press “Conference” then press “OK” to confirm the queue reservation, with the permission from the staff, turn on the camera and microphone. Before asking the questions via VDO please inform name and status of the attendees (Shareholders or Proxies) in order to complete the record of the Company’s minutes of the meeting.

Shareholders can submit questions in advance via e-mail address: Q_AGM51@bangkokland.co.th between 12 to 25 July 2023 before 05.00 p.m. and during the meeting.

The company reserves the right to cut off the images and sounds of shareholders asking questions or expressing impolite comments or defamation of others or violate any law including the violation of the rights of others or disrupting the meeting or causing trouble to other attendees.

In the event that there are many attendees who want to ask questions via VDO Conference in the system. In order to maintain the duration of the meeting please ask questions via messages, the Company’ staff will take the questions to answer at the end of the meeting or reply on the Company’s website.