

Ref. LPN/SorKor/039/2024

15th February 2024

Re: Notification of the Board of Directors' resolution to propose the plan of the initial public offering (IPO) of common shares of LPP Property Development Public Company Limited and listing of all shares of LPP Property Management Company Limited on the mai and the issuance and offering of newly issued ordinary shares of LPP Property Management Company Limited to directors, executives, and employees of L.P.N. Development Public Company Limited and its subsidiaries and LPP Property Management Company Limited and its subsidiaries.

Dear Director and Manager
Stock Exchange of Thailand

At the meeting of the Board of Directors of L.P.N. Development Public Company Limited (Public) No. 1/2567, held on February 15, 2024, the following resolutions were made:

1. Plan proposition of the initial public offering (IPO) of common shares of LPP Property Development Public Company Limited and listing of all shares of LPP Property Management Company Limited on the mai

The Board of Directors had a resolution for LPP Property Management Company Limited (“LPP”), a subsidiary of the Company, to prepare to submit the filing for permission of the initial public offering (IPO) to The Office of the Securities and Exchange Commission (“SEC”) and to list LPP on the mai. The aforementioned operation is considered to be the initial public offering of the listed company’s subsidiary to be listed on the stock exchange (“Spin-off”). It is expected that LPP will tranformation and submit the filing to the SEC within 2024. The IPO plan of LPP will result in the decrease of the Company's shareholding proportion in LPP. LPP will issue and offer newly issued common shares under the IPO plan, totaling no more than 120,000,000 shares. Additionally, after the IPO, the Company will continue to be a major shareholder of LPP with shareholding proportion reduced from 99.99% to 71.43% of the paid-up capital of LPP. Therefore, after the IPO, LPP will still maintain its status as a subsidiary of the Company.

To mitigate the impact on the shareholders of the Company that may arise from the Spin-off plan, it is deemed appropriate to offer the newly issued common shares and the common shares for the IPO only to a specific group of shareholders of common shares of the Company. They shall be entitled to the share allocation of LPP in proportion to their shareholding in the Company (Pre-emptive Rights), not exceeding 20 percent of the total common shares offered to the initial public offering (IPO). If there are remaining common shares after the offering to the specific group of shareholders, who are entitled to LPP's

allocated shares in proportion to their shareholding in the Company (Pre-emptive Rights), LPP shall proceed to offer the remaining shares to the public.

Moreover, the initial public offering (IPO) of LPP common shares and the listing of LPP on the Stock Exchange of Thailand through the issuance and offering of capital increase shares by LPP, along with the offering of existing common shares held partially by the Company in LPP, may result in dilution of the Company's shareholding proportion in LPP and fall within the scope of the disposition of assets of the listed company under the SET Board of Governors Announcement No. TorJor. 20/2551 regarding significant transactions of acquisition or disposition of assets, dated August 31, 2008 (and subsequent amendments) and the SET Board of Governors Announcement regarding the disclosure of the operating performance of listed companies in acquiring or disposing of assets, B.E. 2547 (and subsequent amendments) ("Announcement on Acquisition or Disposition of Assets"). When calculating the reduction in the proportion of shareholding of the Company in LPP using various methods specified in the Announcement on Acquisition or Disposition of Assets, with reference to the financial statements as of December 31, 2016, of the Company and LPP, it is found that the size of the transaction has the highest value when calculated based on the criterion; the net profit from operations is at 10.31%. Due to the size of the transaction, the Company is not obligated to disclose information regarding the disposition of assets to the SET nor it may need to prepare information to submit to shareholders, including seeking the shareholders' approval for the transaction according to the details specified in the acquisition or disposition announcement. However, due to the significance of the aforementioned Spin-Off plan to the Company and its shareholders, and to ensure compliance with good corporate governance principles, the Board of Directors of the Company agrees to propose this matter at the Annual Shareholders' Meeting 2024 for further acknowledgement.

In this regard, the Board of Directors of the Company and/or the Management Committee and/or individuals appointed by the Board of Directors of the Company, together with the Board of Directors of LPP and/or individuals appointed by the Board of Directors of LPP, are authorized to consider and establish criteria, conditions, and other details regarding the issuance of new common shares by LPP under the Spin-Off plan and to have the authority to consider and sign any related documents, including taking any actions on behalf of the Company in various matters, including voting at the shareholders' meeting of LPP, submitting applications, documents, or contacting various government agencies or relevant individuals.

Therefore, the Board of Directors deems it appropriate to approve the plan of LPP's initial public offering (IPO) and to have LPP's shares listed on the mai. The Board also sees fit to propose this at the 2024 Annual General Meeting of Shareholders for further acknowledgment.

2. Issuance and offering of newly issued common shares of LPP Property Management Company Limited to the directors, executives, and employees of LPN Development Public Company Limited and its subsidiaries, as well as LPP Property Management Company Limited and its subsidiaries.

In continuation of the approved plan of LPP's initial public offering (IPO) and to list LPP shares on the stock exchange in the aforementioned period, in order to compensate and motivate the employees of LPP and its subsidiaries, to retain knowledgeable and skilled personnel to work with LPN and its subsidiaries and LPP and its subsidiaries the long term, and to instill a sense of ownership and collaboration among employees in building a thriving and sustainable LPP, this is considered as part of the LPP's initial public offering (IPO) plan. In this regard, LPP intends to offer newly issued common shares to the Board of Directors, executives, and/or employees of LPN and its subsidiaries, up to a maximum of 4,800,000 shares, and to offer to the Board of Directors, executives, and/or employees of LPP and its subsidiaries, up to a maximum of 9,600,000 shares. This represents a percentage of not more than 1.14% and 2.29%, respectively, of the total shares sold by LPP after the issuance and offering of new common shares in accordance with LPP's initial public offering (IPO) plan. The offer of shares to the Board of Directors, executives, and/or employees of LPN and its subsidiaries, as well as to the Board of Directors, executives, and/or employees of LPP and its subsidiaries, will occur simultaneously and at the same price as the offered price for the new common shares of the initial public offering (IPO). In this regard, the Board of Directors of LPN and the Board of Directors of LPP is granted the authority to determine the framework for the allocation of the aforementioned new common shares to the Board of Directors, executives, and/or employees of LPN and its subsidiaries. The the Board of Directors of LPP shall have the authority to determine the framework for the allocation of the aforementioned new common shares as well as to the Board of Directors, executives, and/or employees of LPP and its subsidiaries. The allocation will be based on considerations such as suitability in terms of position, responsibilities towards LPP and its subsidiaries, length of service, experience, abilities, potential, and performance, including the anticipated contributions to the future of LPP by each director and employee. For the details of the allocation to the Board of Directors, executives, and/or employees of LPN and its subsidiaries, as well as to the Board of Directors, executives, and/or employees of LPP and its subsidiaries, each case will be determined by the Board of Directors of LPP or the individual appointed by the Board of Directors of LPP.

If there are remaining common shares from the offering to the Board of Directors, executives, and/or employees of LPP, LPP will propose to sell the remaining shares to the public thereafter.

The issuance and offering of capital increase shares to the Board of Directors, executives, and/or employees of LPP and its subsidiaries will not involve an offering of shares exceeding 5.0% of the total capital increase shares offered to the Board of Directors, executives, and/or employees of LPP and its subsidiaries in this round.

At the Board of Directors meeting, a resolution was passed to approve the issuance and offering of newly issued common shares of LPP to: (a) Directors, executives, and employees of LPN Development Public Company Limited (Public Company) and its subsidiaries, and; (b) Directors, executives, and employees of LPP and its subsidiaries.

Furthermore, in accordance with the SET Board of Governors Announcement No. TorJor. 32/2551 regarding the issuance of new securities to directors or employees (as amended), the Company is required to seek approval from the shareholders' meeting for the proposed issuance of new common shares of LPP to the Directors, executives, and/or employees of LPP and its subsidiaries, subject to the conditions specified in the said announcement.

Thus, the Company will present the relevant agenda related to the issuance of LPP shares to the Directors, executives, and employees of LPP and its subsidiaries for further consideration and approval at the shareholders' meeting.

Please kindly be informed accordingly.

Sincerely yours,

Ms. Kornkanok Yimtanorm
Company Secretary