



Invitation to the Extraordinary General Meeting of Shareholders

No. 1/2024

M.K. Real Estate Development Public Company Limited

On Friday, March 1, 2024 at 2.00 p.m.

At Crowne Plaza Bangkok Lumpini Park Hotel, Crowne Ballroom, Level 21,

No. 952, Rama IV Road, Khwang Suriyawong,

Khet Bangrak, Bangkok 10500

For convenience in the registration
Please bring your barcode printed on the
registration form and show at the registration desk

(-Translations-)

No. DO 003/2567

February 6, 2024

Subject: Invitation to the Extraordinary General Meeting of Shareholders No.1/2024

To: Shareholders of M.K. Real Estate Development Public Company Limited

Enclosures: 1. A copy of the minutes of the Extraordinary General Meeting of Shareholders No.1/2023.

2. Information Memorandum regarding the Disposal of Assets and Entering into Connected Transactions of M.K. Real Estate Development Public Company Limited related to the Disposal of Common Shares of RX Wellness Company Limited and the Granting of Leasehold Rights to Land and Buildings.
3. Information Memorandum regarding the Acquisition of Assets and Entering into Connected Transactions of M.K. Real Estate Development Public Company Limited related to the Acquisition of Common Shares of BFTZ Wangnoi Company Limited and Prospect Logistics and Industrial Freehold and Leasehold Real Estate Investment Trust.
4. Opinion of Independent Financial Advisor on the Disposal of Assets and Entering into Connected Transactions related to the Disposal of Common Shares of RX Wellness Company Limited and the Granting of Leasehold Rights to Land and Buildings and the Acquisition of Assets and Entering into Connected Transactions related to the Acquisition of Common Shares of BFTZ Wangnoi Company Limited and Prospect Logistics and Industrial Freehold and Leasehold Real Estate Investment Trust
5. Instructions on registration, proxy, documents and evidence that meeting attendees need to present on the meeting date, a list of proxy independent directors and their details
6. The Company's articles of association, only those related to the meeting of shareholders
(the full version is available on www.mk.co.th)
7. Proxy Form B (Recommended)
8. A map of meeting venue
9. A registration form with a barcode (to be presented on the meeting date)
10. Personal Data Protection Guidelines for the Shareholders' Meeting

The Board of Directors of M.K. Real Estate Development Public Company Limited resolved that the Extraordinary General Meeting of Shareholders No.1/2024 shall be held on Friday, March 1, 2024, at 2.00 p.m. at Crowne Plaza Bangkok Lumpini Park Hotel, Crowne Ballroom, Level 21, No. 952, Rama IV Road, Khwang Suriyawong, Khet Bangrak, Bangkok to consider matters as per the following agenda items:

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

Facts and rationale The Extraordinary General Meeting of Shareholders No.1/2023 was held on November 20, 2023. A copy of the minutes of the meeting was submitted to the Stock Exchange of Thailand in 14 days, following the notification's requirement and published on the Company's website: www.mk.co.th. Details are as per Enclosure 1.

Board's opinion The minutes of the Extraordinary General Meeting of Shareholders No.1/2023 held on November 20, 2023 should be proposed for the meeting of shareholders' certification. The Board's opinion was that the minutes were correctly recorded.

Resolution The minutes of the Extraordinary General Meeting of Shareholders No.1/2023 requires the meeting of shareholders' certification by a majority of the votes cast by the shareholders attending the meeting and casting their votes.

Agenda 2 To consider and approve the restructuring of the company's business by proceeding the acquisition and disposition of assets and entering into connected transaction with FNS Holdings Public Company Limited, as follows:

2.1 The Disposal of Common Shares of RX Wellness Company Limited and the Granting of Leasehold Rights to Land and Buildings.

2.2 The Acquisition of Common Shares of BFTZ Wangnoi Company Limited and Prospect Logistics and Industrial Freehold and Leasehold Real Estate Investment Trust.

Facts and rationale The Company's Board of Directors Meeting No.11/2023 convened on November 27,2023 has resolved to propose to the Shareholders' Meeting to consider restructuring of the Company's business by proceeding the acquisition and disposition of assets and entering into connected transaction, as follows:

(1) The Disposal of Common Shares of RX Wellness Company Limited and the Granting of Leasehold Rights to Land and Buildings.

The Company's board of directors has resolved to approve for proposing to the Shareholders' Meeting to consider the restructuring of the company's business by disposing the common shares of RX Wellness Company Limited ("RXW"), which operates in the health services and accommodation business with the total shares of 13,799,998 shares, with a par value of THB 100 per share, representing 100.00 percent of the total paid-up shares of RXW, to FNS Holdings Public Company Limited ("FNS"), a major shareholder of the Company, holding 540,145,362 shares, or representing 49.50 percent of the total paid-up shares of

the Company, with a total value of approximately THB 275,791,508.84 and dispose assets related to the health services business, including equipment and tools for using in the health services and accommodation business, together with vehicles, computers, and other related equipment, to RXW on the same day of disposing the common shares of RXW to FNS, with a total value of approximately THB 83,625,260.07. The total value of this transaction is approximately THB 359,416,768.91 (collectively, the "RXW Business Disposal Transaction"). This also includes the Company's subsidiaries, namely Munkong Life Company Limited ("MKF") and MKH Asset Company Limited ("MKH"), in which the Company holds approximately 100 percent of the total paid-up shares, will grant leasing rights to land and buildings used in the health services and accommodation business for a total period of 10 years, with a total value over the 10-year period is approximately THB 1,770 million (collectively, the "Granting of Leasehold Rights to Land and Buildings").

The RXW Business Disposal Transaction has a total value of approximately THB 359,416,768.91 with the following details:

- (1) The disposal of the total common shares of RXW with the total shares of 13,799,998 shares, with a par value of THB 100 per share, the selling price is THB 19.98 per share, representing 100.00 percent of the total paid-up shares of RXW, with a value of approximately THB 275,791,508.84.
- (2) The disposal of assets related to the health services business, including equipment and tools for using in the health services and accommodation business, together with vehicles, computers, and other related equipment, to RXW on the same day of disposing the common shares of RXW to FNS, with a total value of approximately THB 83,625,260.07.

Granting of Leasehold Rights to Land and Buildings to RXW

Due to RXW not owning real estate assets used in its business operations, it has leased land and buildings from two subsidiary companies, namely Munkong Life Company Limited ("MKF") and MKH Assets Company Limited ("MKH"). The Company do have necessity for granting leasehold rights to land and buildings to facilitate its health services and accommodation business. MKF will grant leasehold rights to land and buildings for healthcare and accommodation services in Bang-Krachao area for 10 years, with a total value of approximately THB 1,020 million throughout 10 years. Similarly, MKH will grant sub-leasehold rights to land and buildings for healthcare and accommodation services in Sam

Phran area for 10 years, with a total value of approximately THB 750 million throughout 10 years. In this regard, the total value of leases and services over the 10-year period for both areas is approximately THB 1,770 million. The details are summarized as follow:

Land and Buildings in Bang-Krachao Area

Tenant	RXW
Landlord	MKF (a direct subsidiary of the Company, that the Company holding approximately 100% of the total paid-up shares)
Property Detail	The land area is approximately 108 rai, 0 ngan, 5.1 square wah, with 84 buildings, an approximate total area of 24,781.6 square meters.
Location	Bang-Nam-Phueng Subdistrict, Phra-Pradaeng District, Samut-Prakan Province
Monthly Lease Rate	1st year - 3rd year is THB 4,250,000 4th year - 10th year is THB 8,500,000 In case the tenant's revenue exceeds THB 300 million, the tenant will pay additional lease rate of 10% of the revenue exceeding THB 300 million
Monthly Service Charge (such as entrance and exit road fee, Lighting services, and Parking service)	1st year - 3rd year is THB 750,000 4th year - 10th year is THB 1,500,000
Duration	10 years (from April 1, 2024 to March 31, 2034)
Purchasing Right of leased property	The lessor agrees that tenant can purchase the entire leased property at the book value plus an additional 10% of book value on the date upon the acquisition offer is proposed. However, before exercising the right to purchase this leased property, The Company has to be complied with The Notification of Acquisition and Disposition of Assets and The Notifications on Connected Transactions.

Land and Buildings in Sampran Area

Subtenant	RXW
Sublessor	MKH (a direct subsidiary of the Company, that the Company holding approximately 100% of the total paid-up shares)
The owner of the land and buildings	Rose Garden Hotel (2511) Company Limited (MKH has entered into a land and building rental agreement with Rose Garden Hotel (2511) Co., Ltd. for 21 years from 2021 to 2042. After that MKH has renovated the building to support for the

	health services and accommodation business in Sam Phran area, which was officially opened in March 2023)						
Sublease Property Detail	The land area is approximately 10 rai, 3 ngan, 44 square wah, with 17 buildings, an approximate total area of 26,013.96 square meters.						
Location	Moo 2, Yai-Cha Subdistrict, Sampran District, Nakhon-Pathom Province						
Monthly Sublease Rate	1st year - 3rd year is THB 2,166,667 4th year - 10th year is THB 4,875,000 In case the subtenant's revenue exceeds THB 300-500 million, the subtenant will pay additional lease rate of 10% of the revenue exceeding THB 300-500 million In case the subtenant's revenue is more than THB 500 million, the subtenant will pay additional lease rate of 12% of the revenue exceeding THB 500 million						
Monthly Service Charge (such as entrance and exit road fee, Lighting services, and Parking service)	1st year - 3rd year is THB 1,166,667 4th year - 10th year is THB 2,625,000						
Duration	10 years (from April 1, 2024 to March 31, 2034)						
Purchasing Right of subleased property	The lessor agrees that subtenant can purchase the leased property at the book value plus an additional 10% of book value on the date upon the acquisition offer is proposed. (Most of the assets owned by MKH are building improvements of the health services and accommodation business, excluding land and original building structure) <table border="1" data-bbox="803 1329 1377 1900"> <thead> <tr> <th>Land</th> <th>Original building structure</th> <th>Building Extensions</th> </tr> </thead> <tbody> <tr> <td>The owner of the property is Rose Garden Hotel (2511) Company Limited.</td> <td>The owner of the property is Rose Garden Hotel (2511) Company Limited.</td> <td>The owner of the property is MKH. After the lease contract between MKH and Rose Garden Hotel (2511) Company Limited terminated in 2042, the ownership of this property will belong to Rose Garden Hotel (2511) Co., Ltd.</td> </tr> </tbody> </table>	Land	Original building structure	Building Extensions	The owner of the property is Rose Garden Hotel (2511) Company Limited.	The owner of the property is Rose Garden Hotel (2511) Company Limited.	The owner of the property is MKH. After the lease contract between MKH and Rose Garden Hotel (2511) Company Limited terminated in 2042, the ownership of this property will belong to Rose Garden Hotel (2511) Co., Ltd.
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The owner of the property is Rose Garden Hotel (2511) Company Limited.	The owner of the property is Rose Garden Hotel (2511) Company Limited.	The owner of the property is MKH. After the lease contract between MKH and Rose Garden Hotel (2511) Company Limited terminated in 2042, the ownership of this property will belong to Rose Garden Hotel (2511) Co., Ltd.					

	<p>In case RXW under FNS management propose to purchase building extensions of MKH, the sublease property, in Sam-Phran area. RXW will engage in lease agreement of land and buildings with Rose Garden Hotel (2511) Company Limited directly in order to be able to completely render the land and buildings in the Sam Phran area, with no connection to MKH. However, before exercising the right to purchase the sublease property, the Company has to follow the Notification of Acquisition and Disposition of Assets and the Notifications on Connected Transactions, which is expected to require approval from the Company shareholder's meeting. (in case a transaction size exceeding 3% of the net tangible assets of the Company, The value of 3 percent of the Company's net tangible assets according to the consolidated financial statements as of 30 September 2023 is equal to THB 171.01 million)</p>
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In this regard, the two subsidiaries of the Company, which are lessors and sublessor, will receive a rental security deposit of THB 50 million (MKF and MKH will receive a rental security deposit of THB 30 million and THB 20 million, respectively) on the lease agreement date and will return security deposit when the contract terminated.

RXW Business Disposal Transaction and Granting of Leasehold Rights to Land and Buildings are considered as a disposal of assets under the Notification of the Capital Market Supervision Board No. TorJor. 20/2551 Re: Rules on Entering into Material Transactions considered as an Acquisition or a Disposal of Assets (as amended) and the Notification the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposal of Assets B.E. 2547 (2004) (as amended) (the “**Notifications of Acquisition and Disposal of Assets**”). The maximum transaction size is 78.92 percent, based on net tangible assets basis referring to the Company's consolidated financial statements as of September 30, 2023, and RXW's audited financial statements as of December 31, 2022. When aggregating the size of the disposal of assets of the company occurred during a period of 6 months before the date on which this transaction is entered, the cumulative size is 0.0001 percent based on total value of consideration Basis. However, the cumulative transaction size is 0.00 percent based on net tangible assets basis. This results in a total cumulative disposal transaction size is equal to 78.92 percent, based on net tangible assets basis. Thus, the total transaction size of RXW Business Disposal Transaction is equal to or more than

50 percent, which is classified as a Class 1 Transaction under the Notifications on Acquisition or Disposition of Assets. Therefore, the RXW Business Disposal Transaction and Granting of Leasehold Rights to Land and Buildings must be approved by the shareholder meeting before proceeding with the transaction.

RXW Business Disposal Transaction qualifies as the sale or transfer of the whole or important parts of the business of the company to other persons according to Section 107(2)(a) of the Public Limited Companies Act B.E. 2535 (1992), and shall be approved by a resolution of the meeting of shareholders with the vote of not less than three-fourths of the total number of votes of shareholders who attend the meeting and have the right to vote, excluding the portion of shareholders with conflicts of interest, namely FNS, a major shareholder of the Company, holding 540,145,362 shares, or representing 49.50 percent of the total paid-up shares of the Company.

Remark: FNS is a connected person of the Company under the Notification of the Capital Market Supervision Board No. TorJor. 21/2551 Re: Rules on Related Parties Transactions and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning Related Parties Transactions B.E. 2546 (2003) (as amended) as FNS is the major shareholder of the Company. As of October 17, 2023, FNS holds 540,145,362 shares of the Company, representing 49.50% of the total paid-up shares of the Company and has 2 common directors, which is (1) Mr. Vorasit Pokachaiyapat who is a director and chief executive officer of the Company, is a director, managing director and major shareholders of FNS and (2) Ms. Rachanee Mahatdetkul who is a director of the company and executive of FNS (Both directors did not cast votes during the approval process for the agenda at the Board of Directors' Meeting)

Moreover, RXW Business Disposal Transaction and Granting of Leasehold Rights to Land and Buildings are considered as a connected transaction under the Notification of the Capital Market Supervision Board No. TorJor. 21/2551 Re: Rules on Connected Transactions and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions B.E. 2546 (2003) (as amended) (the “**Notifications on Connected Transactions**”). As of October 17, 2023, FNS holds 540,145,362 shares of the Company, representing 49.50% of the total paid-up shares of the Company. The transaction size is 114.69

percent, based on net tangible assets of the Company referring to the Company's consolidated financial statements as of September 30, 2023. The Company has had no connected transactions during the past 6 months. Thus, RXW Business Disposal Transaction and Granting of Leasehold Rights to Land and Buildings is considered as a connected transaction type 4 under Notifications on Connected Transactions with a value exceeding THB 20 million and a transaction size exceeding 3% of the net tangible assets of the Company. Therefore, the RXW Business Disposal Transaction and Granting of Leasehold Rights to Land and Buildings must be approved by the shareholder meeting before proceeding with the transaction.

The RXW Business Disposition Transaction and the Granting of Leasehold Rights to Land and Buildings will bring several benefits to the company, including:

- (1) The company will reduce the burden of capital procurement for the healthcare and accommodation business.

Since these businesses do not currently generate profits for the company and require capital for development and projects, engaging in this transaction will help reduce the burden of capital procurement for the healthcare and accommodation businesses. This will enable the company to focus on continuous growth in its core businesses, including real estate development for sales and leasing of warehouse and factory buildings.

- (2) The clearer shareholding and business structure of the group of companies will increase revenue from leasing, which is part of the company's main business.

The restructuring of the company's business operations through the acquisition and disposition of assets and related parties' transactions with FNS, including (1) disposing RXW common shares and leasing land and buildings, and (2) acquiring common shares of BFTZWN and Prospect Real Estate Investment Trust Logistics and Industrial will result in a clearer shareholding and business structure for the group of companies. Additionally, it will contribute to increasing revenue from leasing, which is part of the company's main business. Engaging in real estate development for leasing and services, a business segment with good growth rates and the company's expertise, will also generate additional rental income for the group of companies.

- (3) The company will focus on the growth of its real estate development business in the form of leasing warehouse and factory buildings to become the company's main business in the future.

This transaction will enable the company to concentrate specifically on the real estate development business in the form of leasing warehouse and factory buildings to become its core business in the future. It will result in the company being able to manage its operations efficiently and is expected to ensure the company's business performance is stable and has sustainable growth opportunities in the future, without the need to oversee the health and accommodation services businesses. In the initial stages of operating the health services business, the company faced various challenges, including those arising from the COVID-19 pandemic and country lockdowns, which impacted the business performance and deviated from expectations.

Nevertheless, the RXW Business Disposition Transaction and the Granting of Leasehold Rights to Land and Buildings may expose the company to various risks and potential impacts, including the following:

- (1) Missing out on investment opportunities in the healthcare business, which has potential for growth in line with trends in health-conscious and aging societies.

The disposal of the health and accommodation services business (or RXW business) may result in the company missing out on investment opportunities in the health and accommodation services business, which have significant growth potential in the future. These businesses align with global trends shifting towards aging populations and increased emphasis on health and wellness.

- (2) Risk from inadequate risk diversification in business operations.

Engaging in this transaction will lead the company to invest exclusively in real estate development business. Consequently, there may be an increased risk of adverse impacts if the real estate development segment encounters difficulties or if operational performance deviates from expectations. This is due to the company's lack of diversification in business operations.

- (3) Risk from tenant rights utilization under lease agreements for purchasing land and buildings or leased assets in Bang-Krachao and Sam Phran areas, resulting in missed opportunities for MKF and MKH to earn long-term rental income.

After the completion of the transaction, subsidiaries of the company will grant RXW the leasing rights to land and buildings for health and accommodation services for a total of 10 years, with the total lease value over the 10-year period estimated at approximately THB 1,770.00 million. This is provided to RXW on the day of the sale of common shares to FNS, with the lease agreement specifying that after the restructuring is completed, subsidiaries of the company, namely MKF and MKH, will grant RXW the right to purchase land and buildings in the Bang Krachao and leased assets owned by MKH in the Sam Phran areas at a price of book value with an additional 10 percent at the time of the property offer proposal. Consequently, the company faces the risk that RXW, operating under FNS, may exercise the option to purchase land and buildings in the Bang Krachao and Sam Phran areas, resulting in missed opportunities for the company to earn lease income from land and buildings in the long term.

- (4) Missing out on the opportunity to receive higher lease rates for real estate: If the demand for land in the leased area increases, resulting in higher market lease rates than those agreed upon in the contract, the company may miss the chance to earn higher lease income.

Due to the transaction granting land and building lease rights in this instance for a duration of 10 years with a fixed monthly rental rate along with additional rental rates from RXW's excess income, the Company may face constraints in adjusting the terms and rental prices of the lease contract if in the future the land becomes more desirable to the market or if the potential of the land significantly increases. Consequently, this might lead to the company missing out on the opportunity to receive higher rental rates for the real estate if the demand for land in the leased area increases, resulting in market rental rates exceeding those agreed upon in the contract.

The details of RXW Business Disposal Transaction and Granting of Leasehold Rights to Land and Buildings are presented in the Information Memorandum regarding the Disposal of Assets and Entering into Connected Transactions of M.K. Real Estate Development Public Company Limited related to the Disposal

of Common Shares of RX Wellness Company Limited and the Granting of Leasehold Rights to Land and Buildings (Enclosure 2).

(2) The Acquisition of Common Shares of BFTZ Wangnoi Company Limited and Prospect Logistics and Industrial Freehold and Leasehold Real Estate Investment Trust

The Company's board of directors has resolved to approve for proposing to the Shareholders' Meeting to consider the restructuring of the company's business by acquiring common shares and units of trust from FNS Holdings Company Limited ("FNS"), the major shareholder of the Company, holding 49.50 percent of the total paid-up shares of the Company. with the following details:

- (1) Common shares of BFTZ Wangnoi Company Limited ("BFTZWN") totaling 24,999 shares, with a par value of THB 100 per share, at a price of THB 2,000.08 per share and a total value of THB 50,000,000, representing 50.00% of the total paid-up shares of BFTZWN.
- (2) Prospect Logistics and Industrial Freehold and Leasehold Real Estate Investment Trust ("PROSPECT REIT") , totaling 83,212,061 units, with a par value of THB 9.4697 per unit, at a price of THB 9.3885 per unit and a total value of THB 781,236,434.70, representing 22.19% of the total paid-up units of PROSPECT REIT.

This transaction is part of the restructuring of the group's company to clarify business operations (collectively, the "Acquisition of Common Shares and Unit Trust Transaction").

Acquisition of Common Shares and Unit Trust Transaction is considered as an acquisition of assets under the Notification of the Capital Market Supervision Board No. TorJor. 20/2551 Re: Rules on Entering into Material Transactions considered as an Acquisition or a Disposal of Assets (as amended) and the Notification the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition and Disposal of Assets B.E. 2547 (2004) (as amended) (the "Notifications of Acquisition and Disposal of Assets"). The maximum transaction size is 13.78 percent, based on net tangible assets basis referring to the Company's consolidated financial statements as of September 30, 2023, BFTZWN's audited financial statements as of December 31, 2022, and PROSPECT REIT's audited financial statements as of September 30, 2023. The Company has had no acquisition of assets during the past 6 months before the

approval for this transaction. Thus, the Acquisition of Common Shares and Unit Trust Transaction are not subject to comply with the Notifications of Acquisition and Disposal of Assets. However, the company desires to propose to the shareholder meeting for consideration of this transaction. Accordingly, the company is disclosing relevant information regarding the acquisition of assets and will need approval from the shareholder meeting before proceeding with the transaction.

Moreover, Acquisition of Common Shares and Unit Trust Transaction is considered as a connected transaction under the Notification of the Capital Market Supervision Board No. TorJor. 21/2551 Re: Rules on Connected Transactions and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions B.E. 2546 (2003) (as amended) (the “**Notifications on Connected Transactions**”). As of October 17, 2023, FNS holds 540,145,362 shares of the Company, representing 49.50% of the total paid-up shares of the Company. The transaction size is 14.58 percent, based on net tangible assets of the Company referring to the Company’s consolidated financial statements as of September 30, 2023. The Company has had no connected transactions during the past 6 months. Thus, Acquisition of Common Shares and Unit Trust Transaction is considered as a connected transaction under Notifications on Connected Transactions with a value exceeding THB 20 million and a transaction size exceeding 3 percent of the net tangible assets of the Company. Therefore, Acquisition of Common Shares and Unit Trust Transaction must be approved by the shareholder meeting before proceeding with the transaction.

In addition, it is anticipated that the acquisition of common shares and trust units will bring several benefits to the company, including:

- (1) The increase in ownership of BFTZWN common shares to 100 percent grants the authority to make crucial decisions and effectively manage the company's operations.
- (2) BFTZWN and PROSPECT REIT associated with the development of real estate in the form of warehouse and factory buildings for rent, which aligns with the company's growth strategy. The increased ownership of these securities is in line with the company's plans.

- (3) The increase in ownership of PROSPECT REIT units enhances the company's investment liquidity since PROSPECT REIT units are listed in the Stock Exchange of Thailand and are easily tradable.
- (4) The increase in ownership of PROSPECT REIT units from 8.61 percent to 30.80 percent grants more decision-making power and voting rights in unit holder meetings, leading to more efficient management.
- (5) The increase in ownership of PROSPECT REIT units to 30.80 percent of total paid-up units provides the company with the opportunity to receive increased benefits for unit holders, which can be utilized for business operations or other purposes.

The acquisition of common shares and units trusts may impact the company or pose various risks as follows:

- (1) Risks from the performance of BFTZWN and PROSPECT REIT not meeting expectations.

The transactions in this instance result in the company holding 100% of BFTZWN shares and investing 30.80% in PROSPECT REIT, allowing the company to consolidate the performance of BFTZWN into its financial statements and adjust the value of the PROSPECT REIT securities. However, if the operations of BFTZWN do not meet expectations and the value of PROSPECT REIT securities decreases, the company may face consequences from these events.

- (2) Risks from the liquidity of the Company.

The company needs capital for these transactions involving BFTZWN and PROSPECT REIT. The company plans to use funds obtained from the sale of RXW business and leasing rights for healthcare and accommodation properties to make payments. Additionally, the company may utilize funds from its operations and/or additional borrowings to cover payments if necessary. However, if funds are insufficient and the company's main operations encounter problems or require urgent working capital, there is a risk of liquidity shortages.

(3) Risks from the lease term of some projects of BFTZWN and PROSPECT REIT having definite durations.

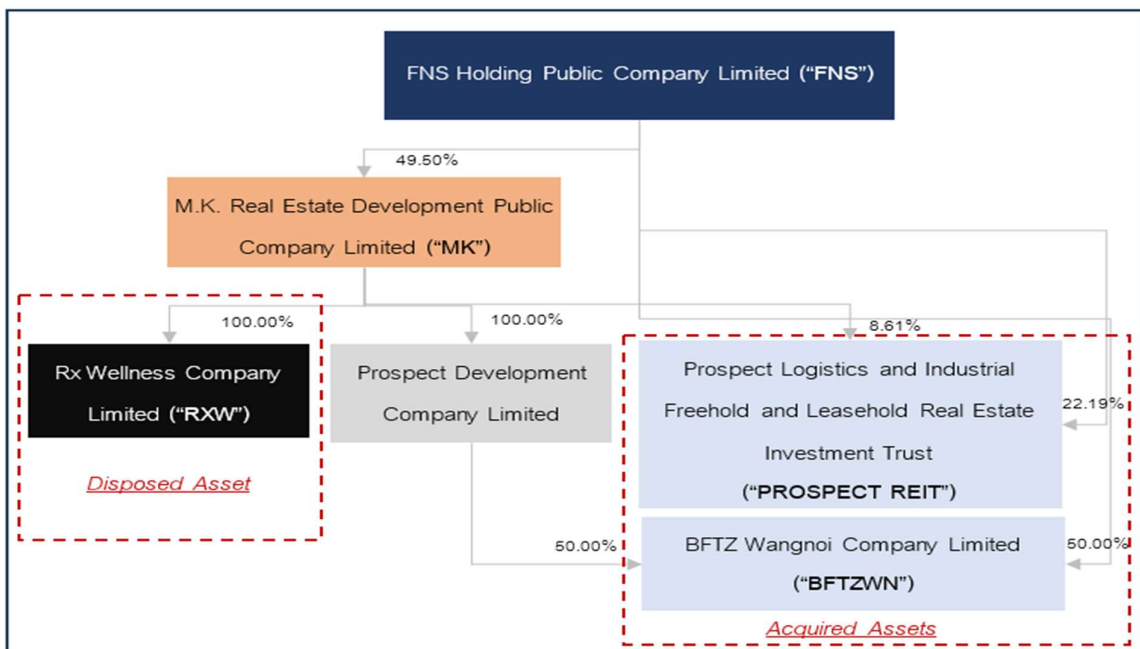
Due to certain projects under BFTZWN and PROSPECT REIT having limited lease terms (i.e., with specified end dates), increasing investments in BFTZWN and PROSPECT REIT expose the company to increased risks in this regard. Therefore, if lease contracts for projects under both BFTZWN and PROSPECT REIT are not renewed, the company may only receive returns on investments for the duration of the current lease agreements.

The details of the Acquisition of Common Shares and Unit Trust Transaction are presented in the Information Memorandum regarding the Acquisition of Assets and Entering into Connected Transactions of M.K. Real Estate Development Public Company Limited related to the Acquisition of Common Shares of BFTZ Wangnoi Company Limited and Prospect Logistics and Industrial Freehold and Leasehold Real Estate Investment Trust (Enclosure 3).

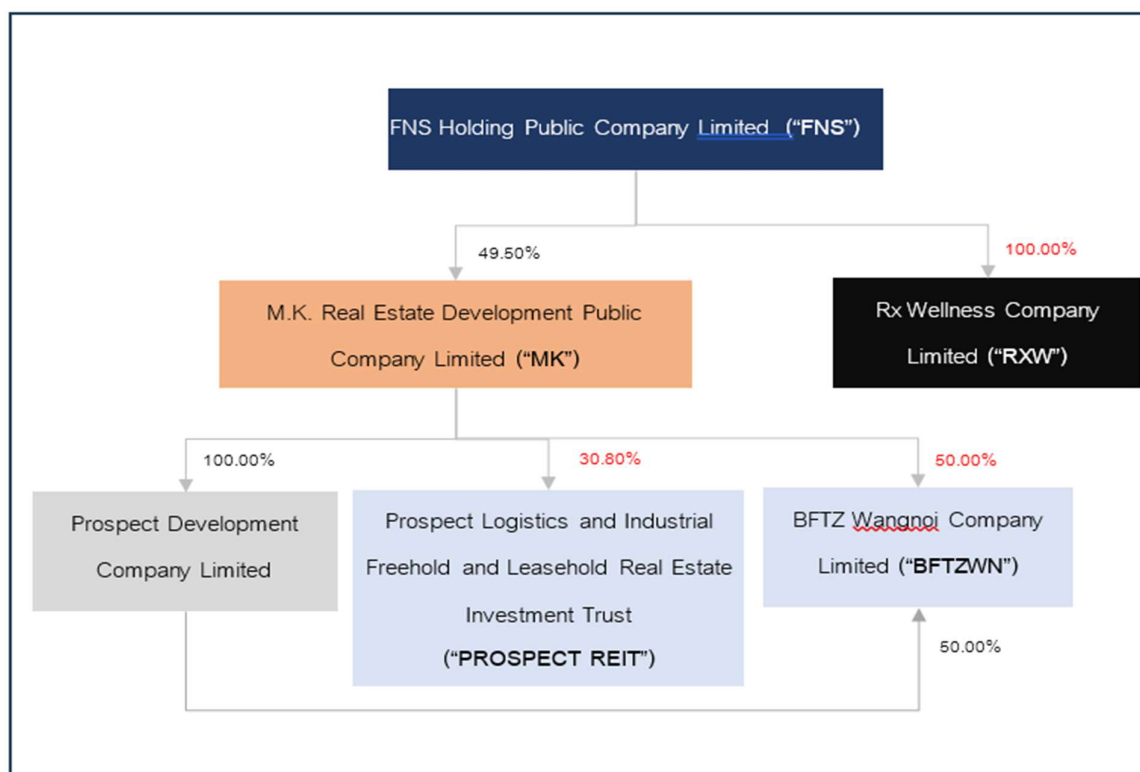
The shareholding structure of the group of companies before and after both transactions are detailed below;

- (1) RXW Business Disposal Transaction and Granting of Leasehold Rights to Land and Buildings, and
- (2) Acquisition of Common Shares and Unit Trust Transaction, are as follows:

Pre-Transaction shareholding structure



Post-transaction shareholding structure



In this regard, the Company therefore has a duty to comply with the Notifications on Acquisition or Disposal of Assets and Notifications on Connected Transactions, Including the following duties:

1. To disclose information memorandum regarding the acquisition of assets and connected transactions for the Acquisition of Common Shares and Unit Trust Transaction to the SET in accordance with the Notifications on Acquisition or Disposal of Assets and Notifications on Connected Transactions.
2. Deliver an invitation letter to the shareholders at least 14 days in advance, attached with the information as required by the Notifications on Acquisition or Disposal of Assets and Notifications on Connected Transactions.
3. Arrange for a shareholder meeting to approve the acquisition and disposal of assets and notifications on connected transaction which the resolution of the shareholder meeting must consist of at least three-fourths of the total votes of shareholders attending the meeting and having voting right, excluding the portion of shareholders with conflicts of interest, namely FNS, a major shareholder of the Company, holding 540,145,362 shares, or representing 49.50 percent of the total paid-up shares of the Company.

Remark: FNS is a connected person of the Company under the Notification of the Capital Market Supervision Board No. TorJor. 21/2551 Re: Rules on Related Parties Transactions and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning Related Parties Transactions B.E. 2546 (2003) (as amended) as FNS is the major shareholder of the Company. As of October 17, 2023, FNS holds 540,145,362 shares of the Company, representing 49.50% of the total paid-up shares of the Company and has 2 common directors, which is (1) Mr. Vorasit Pokachaiyapat who is a director and chief executive officer of the Company, is a director, managing director and major shareholders of FNS and (2) Ms. Rachanee Mahatdetkul who is a director of the company and executive of FNS (Both directors did not cast votes during the approval process for the agenda at the Board of Directors' Meeting)

4. Appoint the independent financial advisor to express the opinion related to acquisition and disposal of assets and notifications on connected transaction to the Securities and Exchange Commission (the "SEC"), SET and the Company's shareholders since December 2023.

In this regard, the transactions must be approved by the Company's shareholders' meeting and FNS's shareholders' meeting.

In this regard, Opinion of Independent Financial Advisor on the Disposal of Assets and Entering into Connected Transactions related to the Disposal of Common Shares of RX Wellness Company Limited and the Granting of Leasehold Rights to Land and Buildings and the Acquisition of Assets and Entering into Connected Transactions related to the Acquisition of Common Shares of BFTZ Wangnoi Company Limited and Prospect Logistics and Industrial Freehold and Leasehold Real Estate Investment Trust (Enclosure 4).

Board's opinion

The meeting of shareholders is recommended to approve the restructuring of the Company's business by proceeding the acquisition and disposition of assets and entering into connected transaction with FNS Holdings Public Company Limited, as follows:

1. The Disposal of Common Shares of RX Wellness Company Limited and the Granting of Leasehold Rights to Land and Buildings.

2. The Acquisition of Common Shares of BFTZ Wangnoi Company Limited and Prospect Logistics and Industrial Freehold and Leasehold Real Estate Investment Trust.

The details are as proposed and delegation of authority to the Executive Committee and/or the person authorized by the Executive Committee. This authority is granted to carry out the Business Restructuring plan as follows:

1. Any action related or necessary regarding Business Restructuring, including determining, amending, and changing relevant details to comply with the requirements of the rules, procedures, and conditions for Business Restructuring according to the law.
2. Review, modify, amend, and/or add details and steps of Business Restructuring, taking necessary and appropriate actions to reduce any impacts that may occur, making them appropriate and ensuring the successful achievement of the Business Restructuring objectives.

This transaction is part of the restructuring of the group of company to enhance clarity in business operations. Therefore, the payment for these transactions is derived from the proceeds of the acquisition or disposal of assets.

For the net amount that the Company is required to pay to FNS for this restructuring transaction, is at approximately THB 213.45 million. (Shareholders can study the details of the calculation in Enclosure 2, Information Memorandum regarding the Disposal of Assets and Entering into Connected Transactions of M.K. Real Estate Development Public Company Limited related to the Disposal of Common Shares of RX Wellness Company Limited and the Granting of Leasehold Rights to Land and Buildings, and Enclosure 3, Information Memorandum regarding the Acquisition of Assets and Entering into Connected Transactions of M.K. Real Estate Development Public Company Limited related to the Acquisition of Common Shares of BFTZ Wangnoi Company Limited and Prospect Logistics and Industrial Freehold and Leasehold Real Estate Investment Trust) The Company plans to utilize the funds received from the development of real estate properties for sale and real estate properties for lease, and/or additional borrowings to fulfill the aforementioned payment. Furthermore, considering the company's ability to maintain a debt-to-equity ratio burdened by interest payments per the Company's shareholder, it remains

below 2:1 (as of the end of the first 9 months of 2023, at 1.72 times), which complies with the financial covenant requirements of the offered debt securities. Additionally, the Company has consistently reported increases in cash and cash equivalents at the end of each period, with a positive net cash flow from operating activities over the past three years (2020 - 2022), indicating the business's operational potential. This also demonstrates the Company's effective liquidity management policy.

In this regard, in considering the ability to repay the debt of the tenant according to the grant of leasehold rights. It will come from money from RXW's business operations, For the first phase of business restructuring, it is expected that RXW will rely on financial support from FNS. If considering FNS's cash flow, it is found that the net cash flow in 2020 - 2021 and the first 9 months of 2023 is positive, while cash and cash equivalents at the end of the period throughout the past 3 years are positive. The interest-bearing debt to equity ratio of FNS at the end of the first 9 months of 2023 was found to be 2.82 times according to the consolidated financial statements and 0.23 times according to the separate financial statements.

Therefore, the Board of Directors considered and found that the company restructuring through RXW Business Disposal Transaction and Granting of Leasehold Rights to Land and Buildings as well as Acquisition of Common Shares and Unit Trust Transaction are appropriate, reasonable, and beneficial to the Company and its shareholders. The transaction is part of the restructuring of the shareholding structure and business structure within the company group. The Company aims to focus on its core business expertise, including real estate development for sale and real estate development in the form of warehouse and factory buildings for lease. The Board of Directors has considered the details of the transaction, the compensation to be received, and the expected benefits. (Facts and rationale section) This transaction is part of the restructuring that will aligns with the company's growth strategy, especially real estate development in the form of leasing warehouse and factory buildings, in order to promote it as the core businesses in the future. The Board of Directors has therefore resolved to propose this transaction to the shareholders' meeting for approval of the restructuring of the company's business by entering into RXW Business Disposal Transaction and Granting of Leasehold Rights to Land and Buildings as well as Acquisition of Common Shares and Unit Trust Transaction.

Resolution

The restructuring of the company's business by proceeding the acquisition and disposition of assets and entering into connected transaction with FNS Holdings Public Company Limited requires the meeting of shareholders' approval by the votes of at least three-fourths of the total votes of shareholders attending the meeting and having voting right, excluding the portion of shareholders with conflicts of interest, namely FNS, a major shareholder of the Company, holding 540,145,362 shares, or representing 49.50 percent of the total paid-up shares of the Company.

Remark: FNS is a connected person of the Company under the Notification of the Capital Market Supervision Board No. TorJor. 21/2551 Re: Rules on Related Parties Transactions and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning Related Parties Transactions B.E. 2546 (2003) (as amended) as FNS is the major shareholder of the Company. As of October 17, 2023, FNS holds 540,145,362 shares of the Company, representing 49.50% of the total paid-up shares of the Company and has 2 common directors, which is (1) Mr. Vorasit Pokachaiyapat who is a director and chief executive officer of the Company, is a director, managing director and major shareholders of FNS and (2) Ms. Rachanee Mahatdetkul who is a director of the company and executive of FNS (Both directors did not cast votes during the approval process for the agenda at the Board of Directors' Meeting)

Agenda 3

To consider other matters (if any)

The shareholders are therefore invited to attend the meeting as per the date, time, and venue mentioned above. Registration will start at 12.00 hours (noon). For convenience, should you wish to appoint a proxy to attend the meeting and vote on behalf of you at this meeting, please fill out details and sign the Proxy Form B as per Enclosure 7. In case of custodian proxy, please use the Proxy Form C, which is available for downloading at the Company's website: www.mk.co.th and should you wish to assign the proxy to the Company's independent directors as per the list in Enclosure 5 and the Company complies with the personal data protection guidelines in this Meeting, with details as in Enclosure 10. To facilitate the registration process, shareholders or proxies to attend the meeting are required to bring the registration form with a barcode as per Enclosure 9 to the meeting. The Company reserves the right to reject registration in case of incomplete or incorrect documents or non-compliance with the conditions.

For your convenience, the proxy form is affixed with duty stamp for the proxies to register to attend this meeting of the shareholders, and vote ballots will be given to meeting attendees at the registration point. The Company shall conduct the meeting in accordance with the Company's Articles of Association. Details are as per Enclosure 6. For your maximum benefit from the meeting and to fully protect your rights and benefits, should you have any inquiry or wish the company to explain issues pertaining to the proposed meeting agenda, you can send your inquiry in advance of the meeting to the e-mail address: system@mk.co.th. **The Company will provide snacks and beverages for shareholders and proxy holders who attend the meeting, but will not distribute any souvenir at this meeting.**

The Board of Directors resolved to specify the name list of shareholders, who are entitled the right to attend the Extraordinary General Meeting of Shareholders No.1/2024 on January 12, 2024 (Record date).

Sincerely yours,



(Mr. Vorasit Pokachaiyapat)

Chief Executive Officer