



Invitation to the 2023 Annual General Meeting
of the Shareholders
of PP Prime Public Company Limited
Via an electronic media (E-AGM)

28 April 2023

at 10.30 hours

Live from the Meeting Room, Bangkok Office

No. 486 Building E1, 3/F, People Park Community Mall

Kwang Onnut, Khet Suanluang, Bangkok 10250

30 March 2023

Subject: Invitation to attend the 2023 Annual General Meeting of the Shareholders

Attention: Shareholders of PP Prime Public Company Limited

Enclosures:

1. Annual Report 2022 form 56-1 One Report (Financial Statement and Profit & Loss Statement for the period ended 31 December 2022) in form of QR Code (for consideration Agenda 1 and 2)
2. Brief biography of the nominees for the Board of Directors (for consideration Agenda 4)
3. Criteria for director nomination and definition of the independent directors (for consideration Agenda 4)
4. Brief biography of nominee for New Director (for consideration Agenda 5)
5. Proxy forms: A, B and C
6. Required Document to attend and participation in shareholder meeting through electronic device (E-AGM) and Voting Method
7. Profiles of independent directors for proxy appointment
8. Articles of Association in respect of the shareholders' meeting
9. Request form to attend the 2023 AGM in forms of electronic media (E-AGM)

By resolutions of the Board of Directors of PP Prime Public Company Limited ('the Company') in its Meetings No. 3/2023, held on 15 March 2023, the Annual General Meeting 2023 was therefore scheduled to be held on Friday 28 April 2023 at 10.30 hours only in forms electronic device (E-AGM), to consider such matters in accordance with the following agenda:

Agenda 1 To acknowledge the operating results and the Annual Report for the year 2022

Objective and Reason: Report on the Company's operating results for the year 2022 and other important information appeared in the Annual Report 2022 form 56-1 One Report in form of QR Code. (The details are shown in Enclosure 1)

Board of Directors' Opinion: The Board of Directors to propose to the 2023 Annual General Meeting of Shareholders should acknowledge the operating results and the Annual Report for the year 2022.

Resolution: This agenda is for acknowledgement, no vote required.

Agenda 2 To consider and approve the Statement of Financial Position and the Profit & Loss Statements of the Company for the Fiscal year ended 31 December 2022

Objective and Reason: In accordance with the Public Limited Act B.E. 2535 (1992) No. 112 and the Company Article of Association No. 38 determined that the Company has to organize the balance sheet and the profit & loss statement to propose the shareholders' meeting. The Company then has arranged the financial statement

and the profit & loss statement for the period ended 31 December 2022 that has been reviewed and verified by the certified public accountant appeared in the Annual Report 2022 form 56-1 One Report. (The details are shown in Enclosure 1)

Statement of Financial Position and the Profit & Loss Statements of PP Prime Public Company Limited and subsidiaries.

Unit: million baht

	Consolidated financial statements		Separate financial statements	
	Year 2022	Year 2021	Year 2022	Year 2021
1. Total current assets	497	268	284	128
2. Total non-current assets	935	1,341	759	1,857
3. Total assets	1,432	1,609	1,043	1,985
4. Total current liabilities	728	808	533	923
5. Total non-current liabilities	98	702	14	612
6. Total Liabilities	826	1,510	547	1,535
7. Total Equity	606	99	496	450

Audit Committee's Opinion: The Audit Committee had reviewed the financial statement and profit & loss of the company and its subsidiaries for the period ended 31 December 2022 in accordance with the auditors reviewed and certified. It is opined that the information is correct, valid, and trusted together with enough disclosure.

Board of Directors' Opinion: The Board of Directors had considered the financial statements and profit & loss statement without different opinion with the Audit Committee. They agreed to propose to the 2023 Annual General Meeting of Shareholders to consider and approve the financial statements and profit & loss statement for the period ended 31 December 2022 that reviewed and verified by the certified public accountant together with reviewing by the Audit Committee. Details are shown in the Annual Report 2022 form 56-1 One Report in form of QR Code. (The details are shown in Enclosure 1)

Resolution This agenda must be approved by majority votes of the shareholders present in the meeting and cast their votes.

Agenda 3 To consider and approve the omitted dividend payment of the year 2022

Objective and Reason: The Company has a policy to approve the allocation of dividends from the operating period from 1 January and 31 December of each year. The dividend payment is not less than 60% of the net profit. (After deduction the reserve by the law) to the shareholders according to the individual shareholding ratio. Dividend payment may be subject to change depending on the Company's operating results, financial position

and future projects, including the overall economy and the Articles of Association, Clause 40, states that "dividends from other types of income shall not be distributed. In the case the Company still has losses, dividends are not allowed." In addition, according to Clause 116 of the Public Company Limited Act B.E. 2535 (1992) had determined the Company must arrange legal reserve of no less than 5 percent of annual profit deducting the accumulated loss (if any) until the reserve is amounted of no less than 10 percent of the registered capital. Due to the loss of the Company's performance for the year 2021, it is requested to the shareholders meeting to approve the omission of dividend payment.

Board of Director's Opinion: The Board of Directors agreed to propose the 2023 Annual General Meeting of Shareholders to approve the omission of dividend payment.

Resolution This agenda must be approved by majority votes of the shareholders present in the meeting and cast their votes.

Agenda 4 To approve the appointment of Directors, replacing those retired by rotation for the year 2023

Objective and Reason: According to the Public Company Act B.E. 2535 (1992) Clause 71 as well as the Articles of Association, Clause 17 states that "At every Annual General Meeting of Shareholders, one-third of the Directors shall be retired. If the number of the Directors cannot be divided into three parts, the nearest number shall be counted. The Directors who will be retired in the first and second years after the registration of the company shall draw lots. For the latter year, the Director who serves the longest in the position shall be retired. The retired Directors shall be backed by re-election".

In 2023, there are directors who will be retired by rotation as follows:

1. Lt.Gen. Krisana Waropas Independent Director
2. Mr. Waiwit Udayachalerm Independent Director
3. Mr. Denchai Akaradajdachachai Director

Nomination & Remuneration Committee's Opinion: The Nomination and Remuneration Committee (excluding nominated directors) has considered carefully on the appropriateness of the persons who will be elected as directors and with full qualifications under the Public Limited Act. B.E. 2535 (1992), together with knowledge, ability, skill, experience, continuation of work, self-performance results in the team of the Board of Directors and the Sub-committee. The Nomination & Remuneration Committee agreed to propose the shareholders meeting to approve the election of the 3 directors: 1) Lt.Gen. Krisana Waropas 2) Mr. Waiwit Udayachalerm 3) Mr. Denchai Akaradajdachachai to return for the next term (criteria of the nominated director and the definition of the independent directors are appeared in Enclosure 3)

Board of Directors' Opinion: The Board of Directors excluding nominated directors, agreed in accordance with the Nomination and Remuneration Committee which has been filtered to consider with prudence and caution to ensure that the three nominees this time have been considered in accordance with the process specified by the Company

and have qualifications in accordance with relevant regulations and suitable for the business of the company. Therefore, it is deemed appropriate to propose to the 2023 Annual General Meeting of Shareholders to elect the 3 directors to return for the next terms as follows:

1. Lt.Gen. Krisana Waropas Independent Director
2. Mr. Waiwit Udayachalerm Independent Director
3. Mr. Denchai Akaradajdachachai Director

The Board of Directors opined that the 3 directors are fully qualified in relation to the Company Article of Association, the Public Limited Act B. E. 2535 (1992) and the security laws. In addition, they all are knowledgeable, expertise, business related experience, and they are being able to devote time and ability to the utmost benefit of the Company, shareholders, and stakeholders. As a consequence, they are suitable to return to the next term of being directors. In addition, Lt.Gen. Krisana Waropas and Mr. Waiwit Udayachalerm who is proposed to return the independent director, has qualified in accordance with the law related to the requirements relating to independent directors.

Resolution: This agenda must be approved by majority votes of the shareholders present in the meeting and cast their votes.

Agenda 5 To consider and approve the increase of the number of directors of the Company and the appointment directors

Objective and Reason According to the Articles of Association, Clause 14 that “the company’s directors may establish a Director Committee comprising not less than 5 directors and half of whom must live in the country”. The Company has notified via the system of the Stock Exchange of Thailand allowing the shareholders to propose the agendas and the list of persons who are qualified to be the Company's directors in advance, from 1 November 2022 until 30 December 2022. and upon the expiration of the aforementioned period. There was a shareholder to nominate Mr. Pongsak Hematappa to be elected as a director of the Company in advance of the meeting. The Company has proceeded according to the consideration process and criteria for granting the rights of shareholders to propose matters to be included in the agenda of the Annual General Meeting of Shareholders and nominate directors in advance. The Company's operations to be efficient and to have suitable qualified persons to help operate the Company's business sustainably who have knowledge and experience that can be used to develop the company to be strong as well as being fully qualified according to the company's regulations the Public Limited Act B. E. 2535 (1992) and the Securities and Exchange Act. Details of the profiles of those nominated for appointment as directors appeared in Enclosure 4.

Nomination & Remuneration Committee' s Opinion: The Nomination and Remuneration Committee has carefully reviewed and carefully considered the suitability of a person who deserves to be elected as a director of the Company. By considering various important criteria such as not having prohibited qualifications for being a director of a company according to the Public Limited Companies Act B.E. 2535 (1992), morality, ethics, knowledge, competence, expertise, experience and suitability in terms of diversity of the Board of Directors as a whole

nominated Mr. Pongsak Hemathappa to be a director Therefore, it was resolved that the Board of Directors proposed to the Annual General Meeting of Shareholders for the year 2023 to consider approving the appointment of one new director by increasing the number of directors from the original 8 persons to 9 persons.

Board of Directors' Opinion: The Board of Directors has considered the qualifications of the person nominated for directorship and approved the recommendation of the Nomination and Remuneration Committee which has been filtered to consider with prudence and caution to ensure that the nominated candidates this time have been considered in accordance with the process specified by the Company and have qualifications in accordance with relevant regulations and suitable for the business of the company Therefore, it was deemed appropriate to propose to the 2023 Annual General Meeting of Shareholders to consider and approve the appointment of Mr. Pongsak Hemathappa as a director by increasing the number of directors from the original 8 persons to 9 persons

Resolution: This agenda must be approved by majority votes of the shareholders present in the meeting and cast their votes.

Agenda 6 To approve the remuneration of Directors and Sub-committee's Directors for the year 2023

Objective and Reason: According to the Articles of Association, Article 30, "Directors shall be entitled to receive remuneration from the Company in the form of monetary, meeting fee, pension, bonus, or other benefits in accordance with the Articles of Association or the resolution of the Shareholders' Meeting that is being determined the exact amount or providing the scope and then determine from time to time .

The remuneration for Directors and Sub-committee's Directors for the year 2022 had been approved on the Annual General Meeting of Shareholders dated 29 April 2022 of not exceeding Baht 5,000,000 (Baht Five Million) comprised of meeting allowances with no other benefits, which the actual payment of 1,502,000 Baht (One Million Five Hundred and Two Thousand Baht).

Nomination and Remuneration Committee's Opinion: The Nomination and Remuneration Committee had considered the director remuneration by referring to the suitability, duties, responsibilities in conjunction with the overall operation together with the comparison with other companies in the same business and same size, the expansion of business growth. They would like to propose to the Board of Directors and to escalate to the 2023 Annual General Meeting of Shareholders to consider and approve the director remuneration of not exceeding 5,000,000 Baht (Five Million Baht) , (unchanged) which is the same as last year to be consistent with the current situation of the company Details of the meeting allowances are as following:

Title	Meeting allowance (Baht per person / Meeting)	
	Year 2022	Year 2023 (Proposed Year)
The Board of Directors (BOD)		
- Chairman of the Board of Directors	15,000	15,000
- Board of Directors Members	10,000	10,000
Audit Committee (AC)		
- Chairman of the Audit Committee	15,000	15,000
- Audit Committee Members	10,000	10,000
Executive Committee (EXCOM)		
- Chairman of the Executive Committee	15,000	15,000
- Executive Committee Members	10,000	10,000
Nomination & Remuneration Committee (NRC)		
- Chairman of the Nomination & Remuneration Committee	6,000	15,000
- Nomination & Remuneration Committee Members	5,000	10,000
Sustainability Development Committee (SD)		
- Chairman of the Sustainability Development Committee	6,000	15,000
- Sustainability Development Committee Members	5,000	10,000

Remarks: Directors who has an executive position will not be paid the meeting allowance.

Board of Directors' Opinion: The Board of Directors opined in relation with the Nomination and Remuneration Committee approved to propose to the 2023 Annual General Meeting of Shareholders the director's remuneration for the year 2023 as details above.

Resolution: This agenda must be approved by a vote of not less than two-thirds of the total shareholders present in the Meeting and eligible to vote

Agenda 7 To approve the appointment of Auditors and determine the audit fee for the year 2023

Objective and Reason: In order to comply with the Public Limited Companies Act, B. E. 2535 (1992), Section 120 and 121 together with the Company Article of Association, Clause 35 and Clause 42, stipulates that, "The Annual General Meeting of Shareholders shall appoint an auditor and the Company's audit fee shall be set every year. The appointment of the auditor may be named the same auditor again", and "The auditor must not be a director, staff, employee or person holding any position of the Company".

Audit Committee's Opinion: The Audit Committee had considered the appointment of the Company Auditor and proposed to the Board of Directors to appoint one of the following auditors from PricewaterhouseCoopers ABAS Company Limited (PwC) to be the Company Auditor and its subsidiaries for the

year 2023 (PricewaterhouseCoopers ABAS Ltd. (PwC) is the original auditor since 2022, having been an auditor for the company for 1 year) as follows:

List of auditors proposed for appointment in 2023

List of auditors	Number of Certified Public Accountant	Number of years being the auditor of the company
1. Mr. Sa-nga Chokenitisawat	11251	1 Year (2022)
2. Ms. Rodjanart Banyatananusard	8435	1 Year (2022)
3. Mr. Kan Tanthawirat	10456	1 Year (2022)

Comparison of audit fees

Company	Audit Fee (Baht)		Non-audit Fee (Baht)	
	Year 2022	Year 2023	Year 2022	Year 2023
PP Prime Public Company Limited	2,300,000	2,250,000	-	-
Subsidiaries in Thailand (Thailuxe Enterprises (Thailand) Co.,Ltd.)	1,200,000	1,100,000	200,000*	200,000*
Subsidiaries in Thailand (Tluxe Power Co.,Ltd.)	500,000	570,000		
Subsidiaries in Thailand (Tluxe Global Business Co.,Ltd.)	200,000	280,000		
Total	4,200,000	4,200,000	200,000*	200,000*
Overseas Subsidiaries	600,000	750,000		
Total	4,800,000	4,950,000		

* Fee for checking the use of promotional privileges (BOI)

Remark The out of pocket expenses, such as auditor allowance, travelling expense, overtime, international phone call, room and board (in case of staying overnight or travelling up-countries and/or overseas) will be paid on actual basis

In addition, shareholders should approve the determination for the audit fee of the year 2023, amounting 2,250,000 Baht (Two Million Two Hundred Fifty Thousand Baht), decrease from the year 2022 for the amount of 50,000 Baht (Fifty Thousand Baht). The audit fee for the subsidiaries in Thailand the amount of 1,950,000 Baht (One Million Nine Hundred and Fifty Thousand Baht) higher from the year 2022 for the amount of 50,000 Baht (Fifty Thousand Baht) and the audit fee for the overseas subsidiaries the amount of 750,000 Baht (Seven Hundred and Fifty Thousand Baht) higher from the year 2022 for the amount of 150,000 Baht (One Hundred and Fifty Thousand Baht). The subsidiaries use the same auditing firm. The Audit Committee has considered that PricewaterhouseCoopers ABAS Company Limited (PwC) has a good standard of work. It is recognized and trusted by companies all over the world and to increase the confidence of shareholders.

In addition, there is an opinion that shareholders should approve determine the audit fee for the year 2023 in the amount of 4,950,000 baht (Four Million Nine Hundred and Fifty Thousand Baht). The auditors have no relationship

and/or no conflict of interest with the Company/Subsidiaries/Management/major shareholders or relating such person. Shareholders have enough information to decide the nominated auditors have sufficient independence to perform their duties. The Board of Directors will ensure the preparation of the financial statements will be scheduled on time.

Board of Directors' Opinion: The Board of Directors opined in relation with the Audit Committee's to propose the 2023 Annual General Meeting of Shareholders to approve the appointment of Auditors and determine the audit fee for the year 2023, as detailed above.

Resolution: This agenda must be approved by majority votes of the shareholders present in the meeting and cast their votes.

Agenda 8 To consider and approve the change of Company's Logo and the change of Company's Seal

Objective and Reason: Change of logo (Logo) and company seal so that the pattern is consistent and in the same direction Therefore, it was deemed appropriate to propose to the Annual General Meeting of Shareholders to consider and approve the change of the Company's logo and seal. The details of the amendments are as follows:



	Old	New
Company's Logo		
Company's Seal		

Board of Directors' Opinion: The Board of Directors to propose to the 2023 Annual General Meeting of Shareholders to consider and approve the change of the Company's logo and seal as details above.

Resolution: This agenda item requires not less than three-fourths of all votes of the shareholders present and entitled to vote at the Meeting.

Agenda 9 To consider and approve the amendment of the Articles of Association, clause 47 to be in line with the electronic meeting

Objective and Reason: Amendment of the Articles of Association, clause 47 of the Articles of Association to be consistent with the change of the Company's seal. The details of the amendments are as follows:

Articles of Association (old)	Articles of Association (new)
Clause 47. The Company's seal is as affixed below 	Clause 47. The Company's seal is as affixed below 

Board of Directors' Opinion: The Board of Directors to propose to the 2023 Annual General Meeting of Shareholders to consider and approve the amendment of the Articles of Association, clause 47 of the Company's Articles of Association to be conform with the change of the Company's seal as details above.

Resolution: This agenda item requires not less than three-fourths of all votes of the shareholders present and entitled to vote at the Meeting.

Agenda 10 To consider and approve the change in the purpose of utilizing capital increase proceeds from the issuance and offering of convertible debentures to private investors (Private Placement) (According to the resolution of the Extraordinary General Meeting of Shareholders No. 2/2022 held on September 23, 2022).

Objective and Reason: The change in the purpose of utilizing capital increase proceeds from the issuance and offering of convertible debentures to private investors (Private Placement) (According to the resolution of the Extraordinary General Meeting of Shareholders No. 2/2022 held on September 23, 2022). The details of the changes are as follows.

Objective	Approximate amount (Baht) (Extraordinary General Meeting of Shareholders No. 2/2022 held on September 23, 2022)	Approximate amount (Baht) Change
1. Repayment of debentures, Tluxe 205A Due in May 2023.	70,000,000	-
2. As working capital for the Company and increases liquidity in the Company's business operations, to strengthen and stabilize the Company's financial position	80,000,000	150,000,000
Total	150,000,000	150,000,000

Board of Directors' Opinion: The Board of Directors to propose to the 2023 Annual General Meeting of Shareholders to consider and approve the change in the purpose of utilizing capital increase proceeds from the issuance and offering of convertible debentures to private investors (Private Placement) (According to the resolution of the Extraordinary General Meeting of Shareholders No. 2/2022 held on September 23, 2022) as details above.

Resolution: This agenda item requires not less than three-fourths of all votes of the shareholders present and entitled to vote at the Meeting.

Agenda 11 To consider other matters (if any)

The Company had determined the list of shareholders who are entitle to attend the 2023 AGM (Record Date) on 29 March 2023. The Company thus arranges the E-AGM using the system of Conovance Co., Ltd. who is the service provider accredited to manage and control the meeting via electronic media in accordance with the security and safety on information technology version 1.1 of the Office of Electronic Transaction Development with the method of accessing the meeting in the form of electronic media (E-AGM) (details are shown in Documents Required for meeting attendance, Enclosure 6)

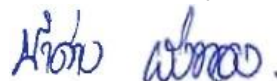
If shareholders have queries or questions regarding the 2023 AGM or the E-AGM, please feel free to send these queries to Corporate Secretary Office as following address:

Company Secretary Department
PP Prime Public Company Limited,
No. 486 People Park, Building E1, 3/F
Onnut Road, Kwang Onnut, Khet Suanluang, Bangkok 10250.
Tel.: 093-810-0361 or 02-0291480

Please be informed accordingly.

Very truly yours,

PP Prime Public Company Limited



(Mrs. Namkang Pungthong)

Chairman of Board of Director

Brief biography of the nominees for the Board of Directors

Name	Lt.Gen. KrisanaWaropas
Position	Independent Director / Chairman of Sustainable Development / Audit Committee / Nomination and Remuneration Committee
Age (Year)	64
Nationality	Thai
Education	- Thai Bar Association Legal Training Bureau of the Thai Bar Association - Master of Political Science, Kasetsart University - Bachelor of Laws, Ramkhamhaeng University
Number of shares (%) (as of 31 December 2022)	- None -
Relationship with the Executives	- None -



Working Experiences

2020 - Present Independent Director / Chairman of Sustainable Development / Audit Committee /
Nomination and Remuneration Committee member, PP Prime Public Company Limited

Current positions in other Listed Companies

- None -

Current positions in other (Not Listed Companies)

2017 - 2019 Special luminaries, Army (Lieutenant)
2016 - 2017 Expert, Army (Air Force)
2013 - 2016 Director of the Council of State, Office of the Constitution, Royal Thai Army

Type of directors to be proposed Independent Director

No. of years to entitle the director 2 Years 9 Months

Meeting attendance for 2022

- Participated in 1/1 (equivalent to 100%) Meetings of Annual General Meeting of Shareholders 2022
- Participated in 2/2 (equivalent to 100%) Meetings of Extraordinary General Meeting of Shareholders 2022
- Participated in 14/14 (equivalent to 100%) Meetings of Board of Directors Meeting
- Participated in 11/11 (equivalent to 100%) Meetings of Audit Committee Meeting
- Participated in 2/2 (equivalent to 100%) Meetings of Nomination and Remuneration Committee Meeting
- Participated in 14/14 (equivalent to 100%) Meetings of Sustainable Development Committee Meeting

Brief biography of the nominees for the Board of Directors

Name	Mr. Waiwit Udayachalerm	
Position	Independent Director / Audit Committee /	
Age (Year)	60	
Nationality	Thai	
Education	<ul style="list-style-type: none"> - Master's degree : Faculty of Economics , International Economics, Chulalongkorn University - Bachelor's degree : Faculty of Commerce and Accountancy, Finance and Banking, Chulalongkorn University 	
Training Program	<p>Training organized by Thai Institute of Directors (IOD)</p> <ul style="list-style-type: none"> - Director Certification Program (DCP) Batch#276 276/2019, Thai Institute of Directors <p>Other Training</p> <ul style="list-style-type: none"> - Business administration course in the digital age for the new generation of executives, 3rd generation - Public Private Public Society Management Course, Class 6, Education HQ National Police Agency - Executive Program on Urban Development Management, Class 6, Bangkok - Network Security Relationship Development Course Executive Level, Class 7 ISOC - Security Psychology Course, Class 114, Institute of Security Psychology - Fundamentals course and dispute mediation techniques Nonthaburi District Court - Higher Certificate Program in Public Law For senior executives, class 12, King Prajadhipok's Institute - Digital Marketing Mini MBA, Class 1, Nation University - Executive Relations Development Course, Class 18, Department of Military Affairs - Higher Diploma in Public Economic Administration For senior executives, class 8, King Prajadhipok's Institute - Securities Valuation Course Class 10, Real Estate Business School - Institution Selling Training Program ING Group NEW YORK - Bangkok Bank's Banking Program, Class 3, Bangkok Bank 	
	<p>License</p> <ul style="list-style-type: none"> - Investment advisor, SET 	
	<p>Profiles of independent directors for proxy appointment</p> <ul style="list-style-type: none"> - Investment Manager, SET 	
Number of shares (%) (as of 31 December 2022)	- None -	
Relationship with the Executives	- None -	

Brief biography of the nominees for the Board of Directors

Working Experiences

2021 - Present Independent Director/Audit Committee member, PP Prime Public Company Limited

Current positions in other Listed Companies

2021 – Present Director and Chief Marketing Officer, Solartron Public Company Limited

2018 – 2020 Director and Chief Executive Officer AEC Securities Public Company Limited

Current positions in other (Not Listed Companies)

2020 – Present Advisor to the Court Affairs Commission Independent organizations, prosecutors, state enterprises, public organizations and the Senate Fund

2014 – 2018 President of Smart Traffic Company Limited

2011 – 2012 Chief Executive Officer, Kim Eng Asset Management Company Limited (A subsidiary of Kim Eng Securities Public Company Limited)

Aug 2011 – Oct 2011 Managing Director Seamico Asset Management Company Limited

Nov 2009 - Jul 2011 Managing Director, PCL Planner Company Limited (A subsidiary of Ploenchit Capital)

Jan 2008 – Oct 2009 Deputy Managing Director, Ploenchit Capital Company Limited

2007 - 2007 Assistant Managing Director BT Asset Management Company Limited

2004 – 2006 Department director ING Asset Management Company

2001 – 2004 Director of Thai Administrative Services Company Limited

1999 - 2001 Assistant Department director, UOB Rattanasin Bank

1998 - 1999 Marketing Manager, Shell Thailand Company Limited

1996 – 1997 Assistant Department director, Sitka Securities Company Limited

1993 - 1996 Marketing Manager, Diners Club Company Limited

1990 – 1993 Business development staff, Citibank

1986 – 1990 Unit Head, Siam Commercial Bank Public Company Limited

Type of directors to be proposed Independent Director

No. of years to entitle the director 2 Years 9 Months

Meeting attendance for 2021

- Participated in 1/1 (equivalent to 100%) Meetings of Annual General Meeting of Shareholders 2022
- Participated in 1/2 (equivalent to 50%) Meetings of Extraordinary General Meeting of Shareholders 2022
- Participated in 11/14 (equivalent to 78.59%) Meetings of Board of Directors Meeting
- Participated in 9/11 (equivalent to 81.82%) Meetings of Audit Committee Meeting

Brief biography of the nominees for the Board of Directors

Name	Dr. Denchai Akaradajdachachai	
Position	Director / Executive Committee / Nomination and Remuneration Committee / Sustainable Development Committee	
Age (Year)	59	
Nationality	Thai	
Education	<ul style="list-style-type: none"> - Doctoral's Degree : Doctor Of Public Administration (DPA), University of Northern Philippines - Master's Degree : MBA, Kasetsart University - Bachelor's Degree : Economics – Industry, Ramkhamhaeng University 	
Training Program	<p>Training organized by Thai Institute of Directors (IOD)</p> <ul style="list-style-type: none"> - Director Certification Program (DCP) Thai Institute of Directors (IOD) - Anti-Corruption:The Practical Guide (ACPG) Thai Institute of Directors (IOD) - Ethical Leadership Program (ELP) Thai Institute of Directors (IOD) <p>Other Training</p> <ul style="list-style-type: none"> - Course of Promotion of Peaceful Society (4s) Batch#4 King Prajadhipok's Institute - Thailand National Defence College DSI Batch#56 The National Defence College of Thailand (NDC) - Course of Management in Social Order Police Education Bureau Batch#2 Royal Thai Police Department - Course of Environmental Governance for Executive Officer Batch# 4 Department of Environmental Quality Promotion (DEQP) Ministry of Natural Resources and Environment - Course of Democratic Governance Politics for Executives Batch #20 - Course of Thailand Insurance Leadership Program Batch#7 Office of Insurance Commission (OIC) 	
Number of shares (%) (as of 31 December 2022)	- None -	
Relationship with the Executives	- None -	
Working Experiences		
2022 - Present	Member of Sustainable Development Committee, PP Prime Public Company Limited	
2020 - Present	Member of Nomination and Remuneration Committee, PP Prime Public Company Limited	

Brief biography of the nominees for the Board of Directors

2017 - Present Director / Member of Executive Committee, PP Prime Public Company Limited

Current positions in other Listed Companies

2020 - Present Director / Nomination and Remuneration Committee / Executive Committee / Professional Waste Technology (1999) Public Company Limited

2017 - 2019 Director, Filter Vision Public Company Limited

2015 - 2017 Independent Director / Chairman of the Audit Committee, Thai Luxe Enterprises Public Company Limited

Current positions in other (Not Listed Companies)

2020 - Present The host of TV, Kit Dee Sang khom Dee Show, Channel True Vision TNN2

2017 - Present Director, TLuxe Global Business Company Limited

2017 - 2019 Director, Hi Healthcare Center Company Limited

1994 - Present Chairman of Board of Directors, I.E.Q. Company Limited

1994 - Present Chairman of Board of Directors, ComputerSqaure Company Limited

2013 – 2020 The host of TV, Love Thailand Show, Channel True Vision TNN2

2012 - 2017 Conciliator, Appeal Court 7

2014 - 2015 An expert member of the National Reform, Council

2012 - 2013 Scholar Working Group, Deputy Speaker of the House of Representatives

Type of directors to be proposed Director

No. of years to entitle the director 1 Years 10 Months

Meeting attendance for 2021

- Participated in 1/1 (equivalent to 100%) Meetings of Annual General Meeting of Shareholders 2022
- Participated in 2/2 (equivalent to 100%) Meetings of Extraordinary General Meeting of Shareholders 2022
- Participated in 14/14 (equivalent to 100%) Meetings of Board of Directors
- Participated in 2/2 (equivalent to 100%) Meetings of Nomination and Remuneration Committee Meeting
- Participated in 13/13 (equivalent to 100%) Meetings of Executive Committee

Criteria for director nomination and definition of the independent directors

Criterion to Select Director

The Board of Directors appointed the Nomination and Remuneration Committee to nominate and to select the person whose qualification is suitable in accordance with Securities and the Stock Market and in line with the qualification set forth by the Company and then propose the Board of Directors to appoint and being approved by the Annual General Meeting of Shareholders in relation to the Company's Articles of Association to select the persons whose qualification is proper.

Definition of Independent Director

Independent Director is the person whose qualification on independency in relation to the announcement of the Capital Market Supervisory Board and the Securities and Exchange Commission is able to look after the benefits of shareholders equally, no conflict of interest, and free from management. In addition, the independent director will able to attend the Board of Directors' meeting with independent opinion.

Qualifications of Independent Director

1. Holding not exceeding 1 per cent of the total number of voting rights of the Company, its parent company, subsidiaries, associated companies, major shareholders or controlling person of the Company, including the shares held by related persons of the independent director;
2. Neither being nor having been an executive director, employee, staff, or advisor who receives salary, or a controlling person of the Company, its parent company, subsidiary company, associate company, same-level subsidiary company or major shareholder or controlling person unless the foregoing status has ended at least 2 years prior to the date of approval of the appointment;
3. Not being a person related by blood or registration under laws, such as father, mother, spouse, sibling, and son/daughter, including spouse of the son/daughter, to other director, management, major shareholder, controlling person, or person to be nominated as director, management or controlling person of the Company or its subsidiaries;
4. Neither having nor used to have a business relationship with the Company, its parent company, subsidiary company, associate company, major shareholder or controlling person of the Company, in the manner which may interfere with his or her independent judgment, and neither being nor used to be a significant shareholder or controlling person of any person having a business relationship with the Company, its parent company, subsidiary company, associate company, major shareholder or controlling person of the Company, unless the foregoing relationship has ended not less than two years prior to the date of approval of the appointment.

The term 'business relationship' under the first paragraph shall include any normal business transaction, rental or lease of immovable property, transaction relating to assets or services or granting or receipt of

financial assistance through receiving or extending loans, guarantee, providing assets as collateral, and any other similar actions, which result in the Company or its counterparty being subject to indebtedness payable to the other party in the amount of three percent or more of the net tangible assets of the Company or twenty million baht or more, whichever is lower. The amount of such indebtedness shall be calculated according to the method for calculation of value of connected transactions under the Notification of the Capital Market Supervisory Board governing rules on connected transactions mutatis mutandis. The consideration of such indebtedness shall include indebtedness occurred during the period of one year prior to the date on which the business relationship with the person commences;

5. Neither being nor used to be an auditor of the Company, its parent company, subsidiary company, associate company, major shareholder or controlling person of the Company, and not being a significant shareholder, controlling person, or partner of an audit firm which employs auditors of the Company, its parent company, subsidiary company, associate company, major shareholder or controlling person of the Company, unless the foregoing relationship has ended not less than two years prior to the date of approval of the appointment;
6. Neither being nor used to be a provider of any professional services including those as legal advisor or financial advisor who receives service fees exceeding two million baht per year from the Company, its parent company, subsidiary company, associate company, major shareholder or controlling person of the Company, and not being a significant shareholder, controlling person or partner of the provider of professional services, unless the foregoing relationship has ended not less than two years prior to the date of approval of the appointment;
7. Not being a director appointed as a representative of directors of the Company, major shareholder or shareholder who is related to major shareholder;
8. Not undertaking any business in the same nature and in significant competition to the business of the Company or its subsidiary company or not being a significant partner in a partnership or being an executive director, employee, staff, advisor who receives salary or holding shares exceeding one per cent of the total number of shares with voting rights of other company which undertakes business in the same nature as and in significant competition to the business of the Company or its subsidiary company;
9. Not having any other characteristics which cause the inability to express independent opinions with regard to the Company's business operations.

After the appointment of independent director whose characters stipulated on clause 1. to 9., the independent directors may be assigned by the committee to decide on the operation of the bank, corporate, subsidiary, joint venture, subsidiary of the same level, major shareholders or authorized person of the bank in Collective Decision form.

In case that the person who is being appointed the Independent Director by the Company is the person who used to have business relation or provide professional service beyond stipulation on clause 4 or clause 6. The Company may be lenient on prohibition or provide professional service beyond the value. When the Company has arranged the Board of Directors' opinion in accordance with Section 89/7 of the Securities and Stock Market Act B.E. 2535 that the appointment of such person will not impact on the operation and its independency and will be disclosed the information in the Notice of Annual General Meeting of Shareholders in the agenda of the appointment of the independent director.

- A. Characteristics on the business relation and professional service allows such person whose qualification is not what the rules had set forth
- B. Reason and necessity remaining or an appointment of such person to be the independent director
- C. The Board of Directors' opinion to propose such person to be the independent director

To the benefits of clause 5 and clause 6, the word "partner" means a person being appointed from the audit firm or professional service provider to be the signatory in the financial statement report or other professional service (depend upon case) under the legal entity.

Brief biography of nominee for New Director



Name Mr. Pongsak Hematappa

Age (Year) 51

Nationality Thai

Education Bachelor's Degree, Faculty of Business Administration, Siam University

Number of shares (%) (as of 28 February 2023) 0.00909%

Relationship with the Executives - None -

Working Experiences

1997 - Present Technical Operations Department, True Corporation Public Company Limited

Current positions in other Listed Companies

- None -

Current positions in other (Not Listed Companies)

2023 - Present Executive Committee, PO&W Holding Company Limited

In any companies which may result in a conflict of interest with the Company - None -

Type of directors to be proposed Director

ปิดอากรแสตมป์
20 บาท
(Please attach
stamp duty
of Baht 20)

หนังสือมอบฉันทะแบบ ก.
Proxy Form A

เลขทะเบียนผู้ถือหุ้น.....
Shareholder registration number

เขียนที่.....
Written at
วันที่.....เดือน.....พ.ศ.....
Date Month Year

(1) ข้าพเจ้า..... สัญชาติ.....
I/We..... nationality
ที่อยู่.....
Address

(2) เป็นผู้ถือหุ้นของบริษัท พีพี ไพร์ม จำกัด (มหาชน) (“บริษัทฯ”)
Being a shareholder of PP Prime Public Company Limited (“Company”)
โดยถือหุ้นจำนวนทั้งสิ้นรวม.....หุ้น และออกเสียงลงคะแนนได้เท่ากับ.....เสียงดังนี้
Holding the total number of..... shares and have the rights to vote equal to votes as follows
 หุ้นสามัญ.....หุ้น และออกเสียงลงคะแนนได้เท่ากับ.....เสียง
ordinary share..... shares and have the rights to vote equal to votes
 หุ้นบุริมสิทธิ.....หุ้น และออกเสียงลงคะแนนได้เท่ากับ.....เสียง
preference share..... shares and have the rights to vote equal to votes

(3) ขอมอบฉันทะให้
Hereby appoint
ชื่อ.....อายุ.....ปี
Name..... age
ที่อยู่.....
Address

เป็นผู้แทนของข้าพเจ้า เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ประจำปี 2566 จัดขึ้นในรูปแบบการประชุมผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) ในวันศุกร์ที่ 28 เมษายน 2566 เวลา 10:30 น. ถ่ายทอดสด ณ ห้องประชุม สำนักงานกรุงเทพ เลขที่ 486 อาคารอี 1 ชั้น 3 โครงการ พีเพิล พาร์ค แขวง อ่อนนุช เขต สวนหลวง กรุงเทพฯ 10250 หรือที่จะพึงเลื่อนไปในวัน เวลาและสถานที่อื่นด้วย
As my/our proxy (“proxy”) to attend and vote on my/our behalf at the 2023 Annual General Meeting of Shareholders arranged in forms of E-AGM on Friday 28th April 2023 at 10:30 hours. at the meeting room of Bangkok Office, No.486 Building E1, 3/F, People Park Onnut, Khwang Onnut, Khet Suanluang, Bangkok 10250 or such other date, time and place as the meeting may be held.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ได้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ
Any acts performed by the proxy in this meeting, except in the event that the proxy does not vote consistently with my/our voting intentions as specified herein, shall be deemed to be the actions performed by myself/ourselves.

ลงชื่อ / Signedผู้มอบฉันทะ / Grantor
(.....)

ลงชื่อ / Signedผู้รับมอบฉันทะ / Proxy
(.....)

ลงชื่อ / Signedผู้รับมอบฉันทะ / Proxy
(.....)

ลงชื่อ / Signedผู้รับมอบฉันทะ / Proxy
(.....)

หมายเหตุ ผู้ถือหุ้นที่มอบฉันทะ จะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

(ปิดอากรแสตมป์
20 บาท)
(Please attach
stamp duty
of Baht 20)

หนังสือมอบฉันทะแบบ ข.
Proxy Form B

เลขทะเบียนผู้ถือหุ้น.....

Shareholder registration number

เขียนที่.....

Written at

วันที่.....เดือน..... พ.ศ.

Date Month Year

(1) ข้าพเจ้า สัญชาติ.....

I/We

nationality

ที่อยู่.....

Address

(2) เป็นผู้ถือหุ้นของบริษัท พีพี ไพรม์ จำกัด (มหาชน) (“บริษัทฯ”)

Being a shareholder of PP Prime Public Company Limited (“Company”)

โดยถือหุ้นจำนวนทั้งสิ้นรวม หุ้น และออกเสียงลงคะแนนได้เท่ากับ เสียงดังนี้

Holding the total number of shares and have the rights to vote equal to votes as follows

หุ้นสามัญ หุ้น และออกเสียงลงคะแนนได้เท่ากับ เสียง
ordinary share shares and have the rights to vote equal to votes

หุ้นบุริมสิทธิ หุ้น และออกเสียงลงคะแนนได้เท่ากับ เสียง
preference share shares and have the rights to vote equal to votes

(3) ขอมอบฉันทะให้ (กรุณาเลือกข้อใดข้อหนึ่ง)

Hereby appoint (Please choose one of following)

1. มอบฉันทะให้ กรรมการอิสระคนใดคนหนึ่งของบริษัทฯ คือ

Appoint any one of the following Independent Directors of the Company

นายอรุณ เพิ่มพิบูลย์ / Mr. Aran Permpiboon หรือ/or

พันตำรวจโทธีรวัฒน์ วิเชียรสรรค์ / Pol.Lt.Col. Thienrath Vichiensan หรือ/or

(รายละเอียดของกรรมการอิสระปรากฏตามสิ่งที่ส่งมาด้วย 7)

(Details of Independent Directors are specified in Enclosure 7)

2. ชื่อ อายุ..... ปี

Name

age

ที่อยู่.....

Address

ทั้งนี้ในกรณีที่กรรมการอิสระผู้รับมอบฉันทะคนใดคนหนึ่ง ไม่สามารถเข้าประชุมได้ให้กรรมการอิสระที่เหลือเป็นผู้รับมอบฉันทะแทนกรรมการอิสระที่ไม่สามารถเข้าประชุม

In this regard, in the case where any of such Independent Directors is unable to attend the meeting, the other Independent Director shall be appointed as a proxy instead of the Independent Director who is unable to attend the meeting.

คนใดคนหนึ่งเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ประจำปี 2565 จัดขึ้นในรูปแบบการประชุมผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) ในวันศุกร์ที่ 28 เมษายน 2566 เวลา 10:30 น. ถ่ายทอดสด ณ ห้องประชุม สำนักงานกรุงเทพ เลขที่ 486 อาคารอี 1 ชั้น 3 โครงการ พีเพิล พาร์ค แขวง อ่อนนุช เขต สวนหลวง กรุงเทพฯ 10250 หรือที่จะพึงเลื่อนไปในวัน เวลาและสถานที่อื่นด้วย

As my/our proxy (“proxy”) to attend and vote on my/our behalf at the 2023 Annual General Meeting of Shareholders arranged in forms of E-AGM on Friday 28th April 2023 at 10:30 hours. at the meeting room of Bangkok Office, No.486 Building E1, 3/F, People Park Onnut, Khwang Onnut, Khet Suanluang, Bangkok 10250 or such other date, time and place as the meeting may be held.

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ดังนี้

In this Meeting, I/we grant my/our proxy to consider and vote on my/our behalf as follows:

วาระที่ 1 รับทราบรายงานผลการดำเนินงานของบริษัท และรายงานประจำปี 2565

Agenda 1 To acknowledge the operating results and the Annual Report for the year 2022

ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ 2 พิจารณานุมัติงบแสดงฐานะการเงิน และงบกำไรขาดทุนของบริษัท สำหรับรอบระยะเวลาบัญชี สิ้นสุด ณ วันที่ 31 ธันวาคม 2565

Agenda 2 To consider and approve the Statement of Financial Position and the Profit & Loss Statements of the Company for the Fiscal year ended 31 December 2022

ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ 3 พิจารณานุมัติงดจ่ายเงินปันผล สำหรับงวดผลการดำเนินงานประจำปี 2565

Agenda 3 To consider and approve the omitted dividend payment of the year 2022

ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ 4 พิจารณานุมัติแต่งตั้งกรรมการแทนกรรมการที่ต้องออกตามวาระประจำปี 2566

Agenda 4 To approve the appointment of Directors, replacing those retired by rotation for the year 2023

ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

• การแต่งตั้งกรรมการทั้งหมด

Approve the appointment of all directors

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

• การแต่งตั้งกรรมการเป็นรายบุคคล

To elect each director individually

1) ชื่อกรรมการ ...พลโทเกษณะ วิจารณ์

Name of Director: ...Lt.Gen. Krisana Waropas

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

- 2) ชื่อกรรมการ ...นายไววิทย์ อุทัยเฉลิม
Name of Director: ..Mr. Waiwit Udayachalerm
 เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain
- 3) ชื่อกรรมการ ...นายเด่นชัย อัครเดชเดชาชัย
Name of Director: ..Mr. Denchai Akaradajdachachai
 เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 5 พิจารณานุมัติเพิ่มจำนวนกรรมการของบริษัทและแต่งตั้งกรรมการใหม่
Agenda 5 To consider and approve the increase of the number of directors of the Company and the appointment directors

- ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.
- ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้
The proxy shall have the right to approve in accordance with my/our intention as follows:
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 6 พิจารณานุมัติการกำหนดค่าตอบแทนกรรมการบริษัทและคณะกรรมการชุดย่อย ประจำปี 2566
Agenda 6 To approve the remuneration of Directors and Sub-committee's Directors for the year 2023

- ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.
- ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้
The proxy shall have the right to approve in accordance with my/our intention as follows:
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 7 พิจารณานุมัติแต่งตั้งผู้สอบบัญชีและกำหนดค่าสอบบัญชีประจำปี 2566
Agenda 7 To approve the appointment of Auditors and determine the audit fee for the year 2023

- ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.
- ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้
The proxy shall have the right to approve in accordance with my/our intention as follows:
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 8 พิจารณานุมัติเปลี่ยนแปลงตราสัญลักษณ์ (Logo) และตราประทับของบริษัท
Agenda 8 To consider and approve the change of Company's Logo and the change of Company's Seal

- ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.
- ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้
The proxy shall have the right to approve in accordance with my/our intention as follows:
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 9 พิจารณานุมัติแก้ไขเพิ่มเติมข้อบังคับบริษัท ข้อ 47. เพื่อให้สอดคล้องกับการเปลี่ยนแปลงตราประทับของบริษัท
 Agenda 9 To consider and approve the amendment of Clause 47 of the Company's Articles of Association to be conform with the change of the Company's Seal

- ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.
- ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้
 The proxy shall have the right to approve in accordance with my/our intention as follows:

<input type="checkbox"/> เห็นด้วย	<input type="checkbox"/> ไม่เห็นด้วย	<input type="checkbox"/> งดออกเสียง
Approve	Disapprove	Abstain

วาระที่ 10 พิจารณานุมัติเปลี่ยนแปลงวัตถุประสงค์การใช้เงินเพิ่มทุนจากการออกและเสนอขายหุ้นกู้แปลงสภาพให้แก่ผู้ลงทุน โดยเฉพาะเจาะจง (ตามมติที่ประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 2/2565 ประชุมเมื่อวันที่ 23 กันยายน 2565)
 Agenda 10 To consider and approve the change in the purpose of utilizing capital increase proceeds from the issuance and offering of convertible debentures to private investors (Private Placement) (According to the resolution of the Extraordinary General Meeting of Shareholders No. 2/2022 held on September 23, 2022)

- ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.
- ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้
 The proxy shall have the right to approve in accordance with my/our intention as follows:

<input type="checkbox"/> เห็นด้วย	<input type="checkbox"/> ไม่เห็นด้วย	<input type="checkbox"/> งดออกเสียง
Approve	Disapprove	Abstain

วาระที่ 11 พิจารณาเรื่องอื่น ๆ (ถ้ามี)
 Agenda 11 To consider other matters (if any)

(5) การลงคะแนนเสียงของ ผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น
 Vote of the Proxy in any Agenda which is not in accordance with this Form of Proxy shall be invalid and shall not be the vote of the Shareholder.

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 In case I do not specify the authorization or the authorization is unclear, or if the meeting considers or resolves any matter other than those stated above, or if there is any change or amendment to any fact, the Proxy shall be authorized to consider and vote the matter on my behalf as the Proxy deems appropriate.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำการเองทุกประการ
 For any act performed by the Proxy at the meeting, it shall be deemed as such acts had been done by me in all respects except for vote of the Proxy which is not in accordance with this Proxy Form.

ลงชื่อ / Signedผู้มอบฉันทะ / Grantor
 (.....)

ลงชื่อ / Signedผู้รับมอบฉันทะ / Proxy
(.....)

ลงชื่อ / Signedผู้รับมอบฉันทะ / Proxy
(.....)

ลงชื่อ / Signedผู้รับมอบฉันทะ / Proxy
(.....)

หมายเหตุ / Remark

1. ผู้ถือหุ้นที่มอบฉันทะ จะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

The Shareholder appointing the Proxy must authorize only one proxy to attend and vote at the meeting and shall not allocate the number of shares to several proxies to vote separately

2. ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข. ตามแนบ

In case there are agendas other than those specified above, the additional statement can be specified by the Shareholder in the Regular Continued Proxy Form B as enclosed.

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข.

Attachment to Proxy Form B

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท พีพี โพร้ม จำกัด (มหาชน)

A proxy is granted by a shareholder of PP Prime Public Company Limited

ในการประชุมสามัญผู้ถือหุ้น ประจำปี 2566 จัดขึ้นในรูปแบบการประชุมผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) ในวันศุกร์ที่ 28 เมษายน 2566 เวลา 10:30 น. ถ่ายทอดสด ณ ห้องประชุม สำนักงานกรุงเทพ เลขที่ 486 อาคารอ 1 ชั้น 3 โครงการ พีเพิล พาร์ค แขวง อ่อนนุช เขต สวนหลวง กรุงเทพฯ 10250 หรือที่จะพึงเลื่อนไปในวัน เวลาและสถานที่อื่นด้วย

At the 2023 Annual General Meeting of Shareholders arranged in forms of E-AGM on Friday 28th April 2023 at 10:30 hours. at the meeting room of Bangkok Office, No.486 Building E1, 3/F, People Park Onnut, Khwang Onnut, Khet Suanluang, Bangkok 10250 or such other date, time and place as the meeting may be held.

วาระที่..... เรื่อง.....

Agenda

Subject:

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

วาระที่..... เรื่อง.....

Agenda

Subject:

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

ข้าพเจ้าขอรับรองว่ารายการในใบประจำต่อแบบหนังสือมอบฉันทะถูกต้องบริบูรณ์และเป็นความจริงทุกประการ

ลงชื่อ / Signedผู้มอบฉันทะ / Grantor
(.....)

ลงชื่อ / Signedผู้รับมอบฉันทะ / Proxy
(.....)

ลงชื่อ / Signedผู้รับมอบฉันทะ / Proxy
(.....)

ลงชื่อ / Signedผู้รับมอบฉันทะ / Proxy
(.....)

(ปิดอากรแสตมป์
20 บาท)
(Please attach
stamp duty
of Baht 20)

หนังสือมอบฉันทะแบบ ค.

Proxy Form C

สำหรับกรณีผู้ถือหุ้นเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียนในประเทศไทยเป็นผู้รับฝากและดูแลหุ้น

For foreign shareholders who have custodians in Thailand only.

เลขทะเบียนผู้ถือหุ้น..... เขียนที่.....
Shareholder registration number Written at
วันที่.....เดือน.....พ.ศ.
Date Month Year

(1) ข้าพเจ้า สัญชาติ.....
I/We nationality

ที่อยู่.....
Address

ในฐานะผู้ประกอบธุรกิจเป็นผู้รับฝากและดูแลหุ้น (Custodian) ให้กับ.....

As the custodian of

ซึ่งเป็นผู้ถือหุ้นของบริษัท พีพี โพร้ม จำกัด (มหาชน) (“บริษัทฯ”)

who is a shareholder of PP Prime Public Company Limited (“Company”)

โดยถือหุ้นจำนวนทั้งสิ้นรวม หุ้น และออกเสียงลงคะแนนได้เท่ากับ เสียงดังนี้
Holding the total number of shares and have the rights to vote equal to votes as follows

หุ้นสามัญ หุ้น และออกเสียงลงคะแนนได้เท่ากับ เสียง
ordinary share shares and have the rights to vote equal to votes

หุ้นบุริมสิทธิ หุ้น และออกเสียงลงคะแนนได้เท่ากับ เสียง
preference share shares and have the rights to vote equal to votes

(2) ขอมอบฉันทะให้ (กรุณาเลือกข้อใดข้อหนึ่ง)

Hereby appoint (Please choose one of following)

1. มอบฉันทะให้ กรรมการอิสระคนใดคนหนึ่งของบริษัทฯ คือ

Appoint any one of the following Independent Directors of the Company

นายอรัญ เพิ่มพิบูลย์ / Mr. Aran Permpiboon หรือ/or

พันตำรวจโทเชียรรัตน์ วิเชียรสรรค์ / Pol.Lt.Col. Thienrath Vichiensan หรือ/or

(รายละเอียดของกรรมการอิสระปรากฏตามสิ่งที่ส่งมาด้วย 7)

(Details of Independent Directors are specified in Enclosure 7)

2. ชื่อ อายุ..... ปี

Name age

ที่อยู่
Address

ทั้งนี้ในกรณีที่กรรมการอิสระผู้รับมอบฉันทะคนใดคนหนึ่ง ไม่สามารถเข้าประชุมได้ให้กรรมการอิสระที่เหลือเป็นผู้รับมอบฉันทะแทนกรรมการอิสระที่ไม่สามารถเข้าประชุม

In this regard, in the case where any of such Independent Directors is unable to attend the meeting, the other Independent Director shall be appointed as a proxy instead of the Independent Director who is unable to attend the meeting.

คนใดคนหนึ่งเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ประจำปี 2566 จัดขึ้นในรูปแบบการประชุมผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) ในวันศุกร์ที่ 28 เมษายน 2566 เวลา 10:30 น. ถ่ายทอดสด ณ ห้องประชุม สำนักงาน กรุงเทพฯ เลขที่ 486 อาคารอี 1 ชั้น 3 โครงการ ทีเพิล พาร์ค แขวง อ่อนนุช เขต สวนหลวง กรุงเทพฯ 10250 หรือที่จะพึงเลื่อนไปในวัน เวลาและสถานที่อื่นด้วย

As my/our proxy ("proxy") to attend and vote on my/our behalf at the 2023 Annual General Meeting of Shareholders arranged in forms of E-AGM on Friday 28th April 2023 at 10:30 hours. at the meeting room of Bangkok Office, No.486 Building E1, 3/F, People Park Onnut, Khwang Onnut, Khet Suanluang, Bangkok 10250 or such other date, time and place as the meeting may be held.

(3) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

In this Meeting, I/we grant my/our proxy to consider and vote on my/our behalf as follows:

- มอบฉันทะตามจำนวนหุ้นทั้งหมดที่ถือ และมีสิทธิออกเสียงลงคะแนนได้
Grant proxy the total amount of shares holding and entitled to vote
- มอบฉันทะบางส่วน คือ
Grant partial shares of
- หุ้นสามัญหุ้น และออกเสียงลงคะแนนได้เท่ากับเสียง
ordinary share shares and have the rights to vote equal to votes
- หุ้นบุริมสิทธิหุ้น และออกเสียงลงคะแนนได้เท่ากับเสียง
preference share shares and have the rights to vote equal to votes
- รวมสิทธิออกเสียงลงคะแนนได้ทั้งหมดเสียง
Total voting rights votes

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ดังนี้

In this Meeting, I/we grant my/our proxy to consider and vote on my/our behalf as follows:

วาระที่ 1 รับทราบรายงานผลการดำเนินงานของบริษัท และรายงานประจำปี 2565

Agenda 1 To acknowledge the operating results and the Annual Report for the year 2022

- ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.
- ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้
The proxy shall have the right to approve in accordance with my/our intention as follows:
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 2 พิจารณานุมัติงบแสดงฐานะการเงิน และงบกำไรขาดทุนของบริษัท สำหรับรอบระยะเวลาบัญชี สิ้นสุด ณ วันที่ 31 ธันวาคม 2565

Agenda 2 To consider and approve the Statement of Financial Position and the Profit & Loss Statements of the Company for the Fiscal year ended 31 December 2022

- ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.
- ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้
The proxy shall have the right to approve in accordance with my/our intention as follows:
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 3 พิจารณานุมัติงดจ่ายเงินปันผล สำหรับงวดผลการดำเนินงานประจำปี 2565

Agenda 3 To consider and approve the omitted dividend payment of the year 2022

- ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

- ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

- วาระที่ 4 พิจารณานุมัติแต่งตั้งกรรมการแทนกรรมการที่ต้องออกตามวาระประจำปี 2566
Agenda 4 To approve the appointment of Directors, replacing those retired by rotation for the year 2023

- ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

- ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

- การแต่งตั้งกรรมการทั้งหมด

Approve the appointment of all directors

- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

- การแต่งตั้งกรรมการเป็นรายบุคคล

To elect each director individually

- 4) ชื่อกรรมการ ...พลโทภทษณะ วโรภาส

Name of Director: ...Lt.Gen. Krisana Waropas

- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

- 5) ชื่อกรรมการ ...นายไววิทย์ อุทัยเฉลิม

Name of Director: ...Mr. Waiwit Udayachalerm

- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

- 6) ชื่อกรรมการ ...นายเด่นชัย อัครเดชเดชาชัย

Name of Director: ...Mr. Denchai Akaradajdachachai

- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

- วาระที่ 5 พิจารณานุมัติเพิ่มจำนวนกรรมการของบริษัทและแต่งตั้งกรรมการใหม่
Agenda 5 To consider and approve the increase of the number of directors of the Company and the appointment directors

- ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

- ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

- วาระที่ 6 พิจารณานุมัติการกำหนดค่าตอบแทนกรรมการบริษัทและคณะกรรมการชุดย่อย ประจำปี 2566
Agenda 6 To approve the remuneration of Directors and Sub-committee's Directors for the year 2023

- ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

- ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

เห็นด้วย ไม่เห็นด้วย งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ 7 พิจารณานุมัติแต่งตั้งผู้สอบบัญชีและกำหนดค่าสอบบัญชีประจำปี 2566

Agenda 7 To approve the appointment of Auditors and determine the audit fee for the year 2023

 ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

 ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

 เห็นด้วย ไม่เห็นด้วย งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ 8 พิจารณานุมัติเปลี่ยนแปลงตราสัญลักษณ์ (Logo) และตราประทับของบริษัท

Agenda 8 To consider and approve the change of Company's Logo and the change of Company's Seal

 ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

 ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

 เห็นด้วย ไม่เห็นด้วย งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ 9 พิจารณานุมัติแก้ไขเพิ่มเติมข้อบังคับบริษัท ข้อ 47. เพื่อให้สอดคล้องกับการเปลี่ยนแปลงตราประทับของบริษัท

Agenda 9 To consider and approve the amendment of Clause 47 of the Company's Articles of Association to be conform with the change of the Company's Seal

 ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

 ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

 เห็นด้วย ไม่เห็นด้วย งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ 10 พิจารณานุมัติเปลี่ยนแปลงวัตถุประสงค์การใช้เงินเพิ่มทุนจากการออกและเสนอขายหุ้นกู้แปลงสภาพให้แก่ผู้ลงทุน โดยเฉพาะเจาะจง (ตามมติที่ประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 2/2565 ประชุมเมื่อวันที่ 23 กันยายน 2565)

Agenda 10 To consider and approve the change in the purpose of utilizing capital increase proceeds from the issuance and offering of convertible debentures to private investors (Private Placement) (According to the resolution of the Extraordinary General Meeting of Shareholders No. 2/2022 held on September 23, 2022)

 ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

 ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

 เห็นด้วย ไม่เห็นด้วย งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ 11 พิจารณาเรื่องอื่น ๆ (ถ้ามี)

Agenda 11 To consider other matters (if any)

(5) การลงคะแนนเสียงของ ผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

Vote of the Proxy in any Agenda which is not in accordance with this Form of Proxy shall be invalid and shall not be the vote of the Shareholder.

(6) ในกรณีที่ข้าพเจ้าไม่ได้รับความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือ ในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In case I do not specify the authorization or the authorization is unclear, or if the meeting considers or resolves any matter other than those stated above, or if there is any change or amendment to any fact, the Proxy shall be authorized to consider and vote the matter on my behalf as the Proxy deems appropriate.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any acts performed by the proxy in this meeting, shall be deemed to be the actions performed by myself/ourselves.

ลงชื่อ / Signedผู้มอบฉันทะ / Grantor
(.....)

ลงชื่อ / Signedผู้รับมอบฉันทะ / Proxy
(.....)

ลงชื่อ / Signedผู้รับมอบฉันทะ / Proxy
(.....)

ลงชื่อ / Signedผู้รับมอบฉันทะ / Proxy
(.....)

หมายเหตุ / Remark

1. หนังสือมอบฉันทะแบบ ค. นี้ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้นให้เท่านั้น

This Proxy form C is only used for the shareholder who is specified in the register as a foreign investor and has appointed a custodian in Thailand to be a share depository and keeper. The shareholder appointing the proxy shall appoint only one proxy to attend the meeting and cast a vote. The shareholder cannot split his/her votes to different proxies to vote separately.

2. หลักฐานที่ต้องแนบพร้อมกับหนังสือมอบฉันทะคือ

The documents needed to be attached to this Proxy form are:

(1) หนังสือมอบอำนาจจากผู้ถือหุ้นให้คัสโตเดียน (Custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบฉันทะแทน

Power of attorney from the shareholder empowering the custodian to sign this Proxy form on his/her behalf

(2) หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทนได้รับอนุญาตประกอบธุรกิจคัสโตเดียน (Custodian)

Document confirming that the person who signed the proxy form is permitted to operate the custodian business

3. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนนไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

The shareholder appointing the proxy shall appoint only one proxy to attend the meeting and cast a vote. The shareholder cannot split his/her votes to different proxies to vote separately.

4. ในกรณีที่วาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค. ตามแนบ

In case where the statement exceeds those specified above, additional details may be specified in the Attachment to Proxy Form C provided.

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค.

Attachment to Proxy Form C

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท พีพี โพร้ม จำกัด (มหาชน)

A proxy is granted by a shareholder of PP Prime Public Company Limited.

ในการประชุมสามัญผู้ถือหุ้น ประจำปี 2566 จัดขึ้นในรูปแบบการประชุมผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) ในวันศุกร์ที่ 28 เมษายน 2566 เวลา 10:30 น. ถ่ายทอดสด ณ ห้องประชุม สำนักงานกรุงเทพ เลขที่ 486 อาคารอี 1 ชั้น 3 โครงการ พีเพิล พาร์ค แขวง อ่อนนุช เขต สวนหลวง กรุงเทพฯ 10250 หรือที่จะพึงเลื่อนไปในวัน เวลาและสถานที่อื่นด้วย

At the 2023 Annual General Meeting of Shareholders arranged in forms of E-AGM on Friday 28th April 2023 at 10:30 hours. at the meeting room of Bangkok Office, No.486 Building E1, 3/F, People Park Onnut, Khwang Onnut, Khet Suanluang, Bangkok 10250 or such other date, time and place as the meeting may be held.

วาระที่..... เรื่อง.

Agenda

Subject:

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

วาระที่..... เรื่อง.

Agenda

Subject:

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

ข้าพเจ้าขอรับรองว่ารายการในใบประจำต่อแบบหนังสือมอบฉันทะถูกต้องบริบูรณ์และเป็นความจริงทุกประการ

ลงชื่อ / Signedผู้มอบฉันทะ / Grantor

(.....)

ลงชื่อ / Signedผู้รับมอบฉันทะ / Proxy

(.....)

ลงชื่อ / Signedผู้รับมอบฉันทะ / Proxy

(.....)

ลงชื่อ / Signedผู้รับมอบฉันทะ / Proxy

(.....)

Required Document to attend and participation in shareholder meeting through electronic device (E-AGM)

The Company organizes meetings in the form of E-AGM using the system of Conovance Co., Ltd. who is the service provider accredited to manage and control the meeting through electronic device in accordance with the security and safety on information technology version 1.1 of the Office of Electronic Transaction Development. The Company hereby would like to inform of the procedure of the meeting through electronic device (E-AGM) as follows:

1. Shareholders who do not wish to attend the meeting through electronic device (E-AGM)

Shareholders who do not wish to attend the meeting through electronic device (E-AGM), the Company would suggest shareholders to give proxy to independent directors as per the list the company propose to be the proxy (Details are as appeared on Enclosure 7) to be the representative to attend the meeting and caste the vote by using proxy B (Details are as appeared on Enclosure 5). together with the supporting documents as specified, and forward those documents to the company within 24 April 2023,

2. Shareholders and proxy holder who wish to attend the meeting through electronic media (E-AGM)

Shareholders Please fill in the form and have it signed in the Request Form to attend the 2023 AGM in forms of electronic device (E-AGM) (Details are as appeared on Enclosure 9) together with the copy of Thai ID to ir@ppprime.co.th within 24 April 2023. Once the company has checked the right to attend the meeting, we will forward the username, password, web link and the manual to use the E-AGM system to the shareholders' email that inform earlier.

Proxy holder A or B Please fill in the form and have it signed in the Request Form to attend the 2023 AGM in forms of electronic media (E-AGM) (Details are as appeared on Enclosure 8) together with the copy of Thai ID of shareholder and the proxy holder (in case shareholders ask for proxy) and send to ir@ppprime.co.th within 24 April 2023. Once the company has checked the right to attend the meeting, we will forward the username, password, web link and the manual to use the E-AGM system to the shareholders' email that inform earlier.

Proxy holder C Shareholders can choose wither E-Proxy in accordance with the determination by the Stock Exchange of Thailand or the usual form, then have it signed in the Request Form to attend the 2023 AGM in forms of electronic device (E-AGM) (Details are as appeared on Enclosure 9) together with the copy of company affidavit, Thai ID of authorized director. Proxy holder must attach Thai ID with signatory and send to ir@ppprime.co.th within 24 April 2023. Once the company has checked the right to attend the meeting, we will forward the username, password, web link and the manual to use the E-AGM system to the shareholders' email that inform earlier.

If shareholders have queries or questions regarding the 2023 AGM or the E-AGM, please feel free to send these queries to Corporate Secretary Office as following address:

Company Secretary Department
PP Prime Public Company Limited,
No. 486 People Park, Building E1, 3/F
Onnut Road, Khwang Onnut, Khet Suanluang, Bangkok 10250.
Tel.: 093-810-0361 or 02-0291480

Procedure to attend in shareholder meeting through electronic device (E- AGM)

After the shareholders or proxies have confirmed the right to attend the meeting by receiving the username and password from the Company,

shareholders or proxies can choose to attend the meeting through one of the following 2 channels:

1. Microsoft Windows Operating Systems: (Only)

(Shareholders or proxies can attend the meeting, voting, monitor the results and inquire via microphone or text chat channel.)

Recommendations for attending the E-AGM through the program:

- Computer/Desktop, Notebook, Tablet with Windows operating system only (Windows 7/8/10/11)
Memory more than 4GB.
- Hi-speed internet 3.0 Mbps

Download the program for installation at www.conovance.com/download.php

Download the Manual User at www.conovance.com/support.php

2. Web Browser (Available via Google Chrome on all platforms including iOS and Android):

(Shareholders and proxies can attend the meeting, voting, monitor the results, and inquire through the text chat channel only.)

Recommendations for attending the E-AGM through the Web Browser:

- Google Chrome (Web Browser) latest version or no more than 1 year on all platforms Windows, iOS and Android.
- Hi-speed internet 3.0 Mbps

Download the Google Chrome (Web Browser) in all platforms eg. App Store (iOS), Play Store (Android).

Download the Manual User at www.conovance.com/support.php

The Voting Methods

1. Voting Cast

1.1 Each shareholder had his/her vote (s) equaling the number of shares held, by which one vote equaled one share

1.2 To cast the vote in each agenda.

❖ If there is a shareholder who disagrees or abstains from voting, that shareholder shall vote in disapproval. or abstain from voting and for shareholders who did not vote The Company will consider that shareholder having a resolution to approve as proposed by the Chairman, except in the event that the shareholder has previously voted against or abstained in the proxy form. in which case The Company has already recorded the said votes.

❖ The voting has been specified in the proxy form and the Company has already counted the votes

❖ In case the shareholders attended in proxy and the voting has been specified. The voting system would count the votes as specified by shareholders

❖ Shareholders or proxy holders who have already registered and did not cast the votes and wished to leave before the Meeting adjourned, the Company would need your cooperation to vote the rest agenda in advance.

1.3 In case the shareholder gives the right to proxy holder to attend the meeting and the proxy holder votes in accordance with the shareholder as indicated in the proxy form, the Company will record the vote casting in advance as indicated in the proxy form while the proxy holder attends the meeting to facilitate the proxy holder.

For voting during meetings the company will open for voting and summarize the results of each agenda by the voting method as follows. In the case of "Agree" on any agenda, shareholders can vote "Agree" on that agenda or if the shareholder does not click to vote on that agenda. The system will count the shareholders' votes as "Agree" at the conclusion of the results.

2. Vote Counting

2.1 To count the vote in each agenda, the Company will count the votes disapprove and abstain to deduct from the total shares of shareholders who attended and voted in the meeting and/or have the right to vote (case by case basis) in each agenda

2.2 The Chairman would ask the officer to announce the voting result and the percentage in each agenda by classified the voting approve, disapprove, and abstain. Shareholders who submitted the disapprove or abstain after the officer had announced the voting result; the Company would then not count such votes.

3. Voided

Voting more than one choice in the agenda except for the proxy voting from foreign investor who appointed the custodian in Thailand to take care of the shares

4. Opinion Expression and Queries

4.1 Shareholders or proxy holders who would express their opinions or asked questions in each agenda, please raise up their hands. Once getting permission from the Chairman, please mention your name, surname and indicate that you were shareholder or proxy holder following with query or opinion expression. This was to ensure the minutes was being correctly and completely recorded

4.2 To ensure the effective meeting, please express your opinion or queries to the direct point. Do not ask repetitive questions

4.3 In case that shareholders would like to express their opinion and ask question that was not in the scope of the considered agenda, the Company would like you to propose such issues in the last agenda of the meeting

5. Resolution of the Meeting

5.1 In a normal case, by the majority voting rights of the shareholders who attend the meeting and have the right to vote. In case of a tie vote, the Chairman of the meeting shall be entitled to a casting vote.

5.2. Other case which the laws or the Company's Articles of Association provided otherwise, the vote shall be in accordance with the laws or the Company's Articles of Association. The Chairman shall inform the Meeting before voting each Agenda. In case a tie of votes, the Chairman of the meeting shall be entitled to a casting vote.

Profiles of independent directors for proxy appointment

Name	Mr. Aran Permpiboon	
Position	Independent Director / Chairman of the Audit Committee	
Age (Year)	79	
Nationality	Thai	
Address	96/1 Moo 8, Bang Phut, Pak Kret, Nonthaburi 11120	
Education	<ul style="list-style-type: none"> - Master's degree : Public Administration, National Institute of Development Administration - Bachelor's degree : Electrical Engineering, Chulalongkorn University 	
Training Program	<p>Training organized by Thai Institute Of Directors (IOD)</p> <ul style="list-style-type: none"> - Directors Certification Program (DCP) Batch#23/2002 Thai Institute of Directors (IOD) - Audit Committee Program (ACP) Batch#33/2010 Thai Institute of Directors (IOD) - Advanced Audit Committee Program No. 9/2012 Thai Institute of Directors (IOD) <p>Other Training</p> <ul style="list-style-type: none"> - National Institute of Development Administration, Faculty of Public Administration, Personnel Management (NIDA), Special No.1 - Higher Diploma Course in Politics and Governance in Democracy for Executives, Class 3, King Prajadhipok's Institute (Por Por Ror. 3) 	
Number of shares (%) (as of 31 December 2022)	- None -	
Relationship with the Executives	- None -	
Working Experiences		
2021 - Present	Independent Director / Chairman of the Audit Committee, PP Prime Public Company Limited	
Current positions in other Listed Companies		
2004 - 2019	Independent Director / Chairman of Nomination and Remuneration / Audit Committee, Internet Thailand Public Company Limited	
2009 - 2013	Director /Chairman of Audit and Risk Management Committee, Absolute Impact Public Company Limited	
2003 – 2004	Acting President and Senior Vice President, TOT Corporation Public Company Limited	
Current positions in other (Not Listed Companies)		
	- None -	
Conflict of interest on related agenda	- None -	

Profiles of independent directors for proxy appointment



Name Pol.Lt.Col. Thienrath Vichiensan

Position Independent Director / Member of Audit Committee /
Chairman of the Nomination and Remuneration Committee

Age (Year) 64

Nationality Thai

Address 22/26 Moo 9, Tambon Bang Phut, Amphoe Pak Kret, Nonthaburi 11120

Education

- Master of Arts Teaching (Government), University of Texas, USA
- Bachelor of Public Administration, Royal Police Cadet Academy
- Bachelor of Laws, Sukhothai Thammathirat Open University

Training Program

Training organized by Thai Institute of Directors (IOD)

- Director Certification Program (DCP) Batch#243/2017, Thai Institute of Directors (IOD)
- Advance Audit Committee Program (AACP) Batch#28/2018, Thai Institute of Directors (IOD)

Other Training

- Graduate Diploma in Public Law, Thammasat University
- Records Management Course, National Archive, Sweden
- Senior curriculum, Prince Damrongrajanubhap Institute of Research and Development
- Administrative Justice for Executives
- National Defence College of Thailand

Number of shares (%) (as of 31 December 2022) 0.00012%

Relationship with the Executives - None -

Working Experiences

2020 - Present Independent Director / Audit Committee / Chairman of the Nomination and Remuneration Committee, PP Prime Public Company Limited

2017 - 2020 Independent Director / Chairman of the Audit Committee / Chairman of the Nomination and Remuneration Committee, PP Prime Public Company Limited

Current positions in other Listed Companies

2021 - 2022 Audit Committee, TV Direct Public Company Limited

Current positions in other (Not Listed Companies)

2022 - Present Qualified Director in the of the Personal Data Protection Committee

2019 - Present Managing Director, The Government Pawnshop Office, Ministry of Social Development and Human Security

Profiles of independent directors for proxy appointment

2015 - 2019	Inspector-General, Office of the Permanent Secretary, Office of the Prime Minister
2014	Director, The Bureau of Legal Affairs and General Regulations, Office of the Permanent Secretary, Office of the Prime Minister
2012	Director, Office of the official information commission
Conflict of interest on related agenda	- None -

Article of Associations of the Company relating the Shareholders' Meeting and Voting Method

1. Calling of a meeting

Chapter 5 Article 32 provides that in calling a shareholder meeting the Board of Directors shall prepare a written notice calling the meeting, specifying the venue, date, time, meeting agendas and matters with reasonable details to be discussed at the meeting clearly indicating whether they are for information, approval or consideration, as the case may be, including comments of the Board of Directors on such matters, and send to shareholders and the registrar at least seven days prior to the meeting date, and advertisement of the meeting in newspapers for 3 days consecutively at least 3 days prior to the meeting date.

The shareholder meeting may be held via electronic means which must be in accordance with the criteria and methods as required by law.

The place to be used as the meeting venue under paragraph one must be located in the area where the Head Office or a branch office is situated, or in a nearby province.

2. Quorum

Chapter 5 Article 34 provides that a shareholder meeting must be attended by at least 25 shareholders and proxies (if any) holding, in aggregate, at least one-third of the total shares sold, or at least one half of the total number of shareholders holding, in aggregate, at least one-third of the total shares sold in order to constitute a quorum.

In case in any shareholder meeting, if one hour has passed since the time specified for the meeting and the number of shareholders attending the meeting is still inadequate for a quorum as required, and if such shareholder meeting was called as a result of a request by shareholders, such meeting shall be cancelled. If such meeting was not called as a result of a request by shareholders, the meeting shall be called once again and the notice calling such meeting shall be delivered to shareholders not less than seven days prior to the meeting date.

In the subsequent meeting a quorum is not required.

3. Votes

Chapter 5 Article 35 provides that a resolution of shareholder meeting shall require:

(1) In an ordinary event, the majority vote of shareholders who attend the meeting and cast their votes. In case of a tie vote, the chairman of the meeting shall have an extra vote as a casting vote.

(2) In the following events, a vote of not less than three quarters of the total number of votes of shareholders who attend the meeting and have the right to vote:

- (a) The sale or transfer of the whole or essential parts of the business of the Company to third parties;
- (b) The purchase or acceptance of transfer of the business of other companies or private companies by the Company;

- (c) The making, amending or terminating of contracts with respect to the granting of a lease of the whole or essential parts of the business of the Company, the assignment of the management of the business of the Company or the amalgamation of the business with third parties with the purpose of profit and loss sharing;
- (d) Amendments to memorandum of association and articles of association of the Company;
- (e) Capital increase or decrease;
- (f) Company merging or winding;
- (g) Issuance of debentures.

4. Election of directors

Chapter 4 Article 14 The company's directors can set up a Director Committee of not less than 5 members, half of whom must reside in the country.

Chapter 4 Article 15 A director must be an ordinary person and

- (1) Be of legal age
- (2) Not a bankrupt person, an incompetent person or equivalent to an incompetent person.
- (3) Has never been imprisoned under the verdict of a Supreme Court involving a corruption case.
- (4) Has never been dismissed or released from civil service duty, state or government job in a malpractice situation.

Chapter 4 Article 16 provides that directors be elected by shareholder meeting in accordance with the following rules and procedures.

(1) In casting vote to elect directors, the majority votes shall apply by deeming that each shareholder shall have one vote per one share.

(2) Shareholders shall cast their votes to elect the persons nominated for directorship one by one. Each person voted for by a shareholder will earn all votes from the shareholder as per (1) and the shareholder may not allot his votes to any person in any number.

(3) The candidates who receive highest number of votes in descending order will be elected directors until all of the director positions are filled. Where the votes cast for candidates in descending order are tied, which would otherwise cause the number of directors to be exceeded, the chairman of the meeting shall have an extra vote as a casting vote.

Chapter 4 Article 17 At each annual shareholder meeting, a number of directors must resign which shall be equal to 1 out of 3 proportion based on the total number of directors. If it is not possible to divide the number of directors into 3 equal portions then the closest number to such proportion shall be applied.

The directors who must resign in the first and second year after the company's registration will draw lot to determine who need to resign. For the subsequent years, the director who has stayed the longest in

the position will have to resign. Once resigned, such director has the right to be nominated as a director again.

Chapter 4 Article 18 Apart from resigning under the above circumstance, a director is deemed to have resigned in the following circumstance:

- (1) Demise
- (2) Resign on personal reason
- (3) Found to have lacked the required qualifications or meet the description of prohibited person as stated in item 15
- (4) In line with the shareholder meeting's resolution per item 21
- (5) As ordered by a judge

Chapter 4, Article 30 The Directors shall be entitled to receive remuneration from the Company in the form of prize money, meeting allowances, pensions, bonuses or other incentives in accordance with the Articles of Association or the resolutions of the Shareholders' Meeting consider to set a number of times or set a rule and schedule from time to time, or shall continue to apply until the change is made, and in addition, the allowances and welfares shall be received by the Company regulations.

The provisions of paragraph one shall not prejudice the right of employees of the Company or its employees to be elected as directors in order to receive remuneration and benefits as staffs or employees of the Company.

Request Form to Attend the 2023 Annual General of Shareholders Meeting In Forms of Electronic Device (E-AGM)

At.....

Date.....Month.....Year.....

I.....Nationality.....Address no.
Road.....Tambol/Khwang.....Amphur/Khet.....
Province.....Telephone no. (Mobile).....

Is the shareholder of PP Prime Public Company Limited, holds the ordinary shares in total ofshares, and caste the vote ofvotes, would like to attend the 2023 Annual General of Shareholders in forms of electronic device (E-AGM) by,

- Attend the meeting himself/herself
- Give proxy to Mr./Mrs./ Ms.....
Email.....
Telephone no. (Mobile).....
To attend the meeting on my behalf

Signature.....Shareholder
(.....)

Signature.....Proxy Holder
(.....)

Note

1. Shareholder who attends the meeting by himself/herself, must attach the copy of Thai Identification card,
2. Shareholder who gives proxy to others, must attach the proxies A., B., or C. together with the copy of Thai Identification card or the company affidavit of the shareholder and the proxy holder,
3. To submit the file, "Request Form to attend the 2023 AGM in forms of electronic device (E-AGM), shareholders or proxy holders are able to send email to ir@ppprime.co.th and/or send the postal to: Corporate Secretary, PP Prime Public Company Limited, No. 486 People Park Community Mall, Building E1, 3/F, Onnut Road, Khwang Onnut, Khet Suanluang, Bangkok 10250 ***within 24 April 2023***,
4. Once the company has checked the shareholders who are entitle to attend the meeting, the company will send the Username, Password, Web Link, and the manual to attend the 2023 AGM in forms of electronic device (E-AGM) to shareholders' email that had been informed earlier ***within 24 April 2023***