



Invitation to the Extraordinary General Meeting of
Shareholders No. 1/2024
of PP Prime Public Company Limited

Via an electronic media (E-EGM)

30 January 2024

at 10.00 hours

Live from the Meeting Room, Floor 5

No. 1279/1 Bor Bai Mai Building, Ramkhamhaeng Road,

Huamark, Bangkok 10240



9 January 2024

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

Attention: Shareholders of PP Prime Public Company Limited

- Enclosures**
1. Summary of Important Terms and Conditions of the Convertible Debentures of PP Prime Public Company Limited
 2. Capital Increase Report Form (F53-4)
 3. Proxy Forms A, B, and C
 4. Documents Required for meeting attendance and Request form to attend the Extraordinary General Meeting of Shareholders No. 1/2024 via Electronic Media (e-EGM)
 5. List of Independent Directors for Proxy Appointment for the Extraordinary General Meeting of Shareholders No. 1/2024 and Definition of Independent Director
 6. Articles of Association of PP Prime Public Company Limited relating to the Extraordinary General Meeting of Shareholders No. 1/2024

The Board of Directors of PP Prime Public Company Limited (the “**Company**”) has resolved to hold the Extraordinary General Meeting of Shareholders No. 1/2024 on 30 January 2024 at 10.00 hours in the form of electronic meeting (E-Meeting), to consider the various agendas, together with the Board of Directors’ opinions, as follows:

Agenda 1 To consider and approve the decrease of the Company's registered capital by canceling the unissued ordinary shares of the Company and the amendment of Clause 4 of the Company's Memorandum of Association to reflect the reduction of the Company's registered capital

Purpose and Rationale: The Company wish to propose to the Extraordinary General Meeting of Shareholders No. 1/2024 to consider and approve the decrease of the Company’s registered capital of 1,443,132,226 Baht from the existing registered capital of 14,975,241,114 Baht to the new registered capital of 13,532,108,888 Baht by canceling unsold shares of 1,443,132,226 shares with the par value of THB 1.00 per share, which are remaining shares allocated to accommodate (1) the exercise of the warrant to purchase newly issued ordinary shares of PP Prime Public Company Limited No. 5 (PPPM-W5), in the amount of 870,433,125 shares (2) the exercise of convertible debentures according to the resolution of the Extraordinary General Meeting of Shareholders No. 3/2021 held on November 24, 2021 (“**EGM 3/2021**”) in the amount of 399,782,601 shares and (3) the exercise of convertible debentures according to the resolution of the Extraordinary General Meeting of Shareholders No. 2/2022 held on September 23, 2022 (“**EGM 2/2022**”) in the amount of 172,916,500 shares (The issuance of convertible debentures pursuant to EGM 3/2021 and EGM 2/2022 must be issued within 1 year from the date of approval from



the shareholders' meeting). In this regard, the Company shall have the outstanding unsold shares in the amount of 1,173,921,741 shares to accommodate the exercise of the warrant to purchase newly issued ordinary shares of PP Prime Public Company Limited No. 4 (PPPM-W4) in accordance with the resolution of the Extraordinary General Meeting of Shareholders No. 1/2019 held on June 10, 2019.

And to consider and approve the amendment of the Company's Memorandum of Association Article 4. Registered Capital to reflect the Company's capital decrease, as follows:

| | | | |
|-----------|----------------------|-----------------------|---|
| “Clause 4 | Registered Capital | 13,532,108,888 Baht | (Thirteen thousand five hundred thirty-two million one hundred eighty-eight thousand eight hundred eighty-eight Baht) |
| | Equivalent to: | 13,532,108,888 Shares | (Thirteen thousand five hundred thirty-two million one hundred eighty-eight thousand eight hundred eighty-eight Shares) |
| | At the Par Value of: | 1.00 Baht | (One Baht) |
| | Consisting of: | | |
| | Ordinary share: | 13,532,108,888 Shares | (Thirteen thousand five hundred thirty-two million one hundred eighty-eight thousand eight hundred eighty-eight Shares) |
| | Preferred share: | - Share | (- Share)” |

Opinion of the Board: The Board of Directors deems it appropriate to propose to the Extraordinary General Meeting of Shareholders No. 1/2024 to consider and approve the increase of the Company's registered capital and the amendment of the Company's Memorandum of Association Article 4 to reflect the capital decrease.

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



Agenda 2 To consider and approve the issuance and offering of the Convertible Debentures by private placement

Purpose and Rationale: To use as working capital for the Company's business operations in order to have sufficient funds for business operations and to expand the Company's production capacity in the future, which will have a positive impact on the Company's business operations in order to increase financial liquidity and to expand investments when the Company needs it in a timely manner. It also helps to reduce the financial cost of the Company in the event that the capital increase is used to pay off debts, including increasing the stability and sustainability of the financial position of the Company, which will undoubtedly strengthen and stabilize the Company's financial position. It also restructures the appropriateness of the Company's capital structure and to increase financial liquidity, which results in a lower financial cost for the Company. The Company can use the money to generate income from investments and business development of the Company and/or invest in new businesses that are related to or supports the business that is currently operating. This will generate returns for the company and shareholders in the future, the Company resolved to propose to the Extraordinary General Meeting of Shareholders No. 1/2024 to consider and approve the issuance and offering of newly issued convertible debenture of the Company ("**Convertible Debentures**") with the total offering price of not more than THB 40,000,000 to specific investors i.e. Advance Opportunities Fund ("**AO Fund**") and Advance Opportunities Fund 1 ("**AO Fund 1**"), which are not connected persons to the Company in accordance to the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 Re: Rules on Connected Transactions and Notification of the Board of Directors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning Connected Transactions B.E. 2546 (referred collectively as "**Connected Transaction Notifications**"). However, the conversion price of the Convertible Debentures must not be lower than 90% of the market price whereas the market price is calculated based on the weighted average price of the Company's shares trading on the Stock Exchange of Thailand for not less than 7 consecutive business days, but not more than 15 consecutive business days prior (Note: The market price is calculated by specifying 3 decimal places. If the 4rd decimal place is 5 or more, it will be rounded up. and the conversion price of the convertible bonds will be calculated by specifying 3 decimal places. If the 4th decimal place is 5 or more, it will be rounded up). Due to the fact that the Company has retained losses as shown in the Statement of Financial Position and Income Statement for the year ended December 31, 2022, and the statements of financial position and income for the third quarter ended at 30 September 2023, the Company may set the conversion price of the convertible debentures below the Company's par value, but must not be less than THB 0.01 per share. The Company must comply with Section 52 of the Public Limited Company Act B.E. 2535 (as amended) ("**Public Limited**



Company Act") (Section 52 of the Public Limited Company Act stipulates that a company which has been in operation for not less than one year, if it appears that there is a loss, shares may be offered for sale lower than the registered share value, but such discount must be approved by the shareholders' meeting and the discount rate must be clearly determined), as detailed in the Summary of Important Terms and Conditions of the Convertible Debentures of PP Prime Public Company Limited (Enclosure 1).

In this regard, the Board of Directors' Meeting is of the opinion to propose to the shareholders' meeting to consider and approve the power of attorney to the Chief Executive Officer and/or Authorized Director of the Company and/or persons authorized by the Chief Executive Officer and/or Authorized Director of the Company to determine the details, amend, or take any actions as necessary for and in relation to the issuance and offering of the Convertible Debentures in order to comply with the laws, including, but not limited to the power to proceed with the following actions:

- (1) To determine or amend the details, methods and other conditions in relation to the issuance and offering of the Convertible Debentures as appropriate either in one time or several times, including but not limited to the terms and conditions of the Convertible Debentures, the issue date, the par value, the offering price, the number of ordinary shares to be issued in order to reserve for the conversion of the Convertible Debentures, the interest rate, the calculation and method of interest payment, the conversion price, the conversion ratio, the conversion period, the redemption price, the redemption period, the last day of conversion period, the allocation method, or the determination of any event requiring the Company to issue additional underlying shares to accommodate a change of the exercise of the conversion right, and the conditions of adjustment of conversion rights. However, the Board of Directors and/or Chief Executive Officer and/or authorized directors and/or any persons appointed by the Board of Directors or Chief Executive Officer or authorized directors, as the authorized person, will determine the best convertible price according to the market conditions during the period when the debenture holders will exercise their conversion rights, to maintain the best interest of the Company and shareholders as a whole.
- (2) To appoint advisors and other persons (e.g. financial advisor and legal advisor) related to contacting and providing information as well as filing documents, registration documents, waiver documents, and evidence with the relevant authorities or any other events in relation to the issuance and offering of the Convertible Debentures as appropriate;
- (3) To negotiate, agree, enter into, amend, add, execute any agreements, applications for approval, waiver, evidence, disclosure, sale report, and other documents necessary for

- and in relation to the issuance, offering, and allocation of the Convertible Debentures, the allocation of newly issued shares in order to accommodate the exercise of the conversion right of the Convertible Debentures, as well as contacting, filing, amending, adding, and executing the applications for approval, waiver, evidence, disclosure, sale report, and other documents, with the Securities and Exchange Commission of Thailand, the Stock Exchange of Thailand, government agencies, and/or other relevant authorities in relation to the issuance, offering, and allocation of the Convertible Debentures and the listing of the newly issued ordinary shares from the exercise of the conversion right of the Convertible Debentures as listed securities on the Stock Exchange of Thailand; and
- (4) To perform any actions as necessary and appropriate for and in relation to the issuance, the offering, and the allocation of the Convertible Debentures in order to ensure the successful completion of the actions specified above.

Opinion of the Board: The Board of Directors deems it appropriate to propose to the Extraordinary General Meeting of Shareholders No. 1/2024 to consider and approve the issuance and offering of the Convertible Debentures by private placement at the amount of, not exceeding, 40,000,000 Baht by Private Placement to Advance Opportunities Fund (“AO Fund”) and Advance Opportunities Fund 1 (“AO Fund 1”) and the related authorization as per the above Purpose and Rationale.

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

Agenda 3 To consider and approve the increase of the Company's registered capital and the amendment of Clause 4 of the Company's Memorandum of Association to reflect the increase of the Company's registered capital

Purpose and Rationale: The Company wish to propose to the Extraordinary General Meeting of Shareholders No. 1/2024 to consider and approve the increase of the Company's registered capital of 1,000,000,000 Baht from the existing registered capital of 13,532,108,888 Baht to the new registered capital of 14,532,108,888 Baht by issuing not more than 1,000,000,000 newly issued ordinary shares with the par value of 1 Baht per share to accommodate the exercise of the Convertible Debentures' conversion rights, as detailed in the Capital Increase Report Form (F53-4) (**Enclosure 2**).

And to consider and approve the amendment of the Company's Memorandum of Association Article 4. Registered Capital to reflect the Company's capital increase, as follows:

| | | | |
|-----------|----------------------|-----------------------|--|
| "Clause 4 | Registered Capital | 14,532,108,888 Baht | (Fourteen thousand five hundred thirty-two million one hundred eight thousand eight hundred eighty-eight Baht) |
| | Equivalent to: | 14,532,108,888 Shares | (Fourteen thousand five hundred thirty-two million one hundred eight thousand eight hundred eighty-eight Shares) |
| | At the Par Value of: | 1.00 Baht | (One Baht) |
| | Consisting of: | | |
| | Ordinary share: | 14,532,108,888 Shares | (Fourteen thousand five hundred thirty-two million one hundred eight thousand eight hundred eighty-eight Shares) |
| | Preferred share: | - Share | (- Share)" |

In this regard, the Board of Directors deems it appropriate to propose to the Extraordinary General Meeting of Shareholders No. 1/2024 to consider and approve the authorization of Chief Executive Officer and/or authorized directors and/or any persons appointed by Chief Executive Officer or authorized directors to consider and determine the condition and details related to such capital increase and the amendment of the Company's Memorandum of Association, as well as to change words or phrases in minutes of shareholders meeting, Memorandum of Association, and/or various registration documents and/or any procedures in order to comply with the registrar's order in filing the registration for the increase of registered capital and amendments of the Company's Memorandum of Association to the Department of Business Development, Ministry of Commerce. and submission of information, documents, and evidence to the Office of the Securities and Exchange Commission, Stock Exchange of Thailand, or other related agencies.

Opinion of the Board: The Board of Directors deems it appropriate to propose to the Extraordinary General Meeting of Shareholders No. 1/2024 to consider and approve the increase of the Company's registered capital and the amendment of the Company's Memorandum of Association Article 4 to reflect the capital increase, including the related authorization as per the above Purpose and Rationale.

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

Agenda 4

To consider and approve the allocation of the Company's newly issued ordinary shares to accommodate the issuance and offering of the Convertible Debentures by private placement

Purpose and Rationale: According to the Company's intention to issue and offer the Convertible Debentures by private placement (the details specified in Agenda 2) and increase the registered capital of the Company (the details specified in Agenda 3), the Company therefore deems it appropriate to propose to the Extraordinary General Meeting of Shareholders No. 1/2024 to consider and approve the allocation of the newly issued ordinary shares, not exceeding 1,000,000,000 shares with the par value of 1 Baht per share.

Opinion of the Board: The Board of Directors deems it appropriate to propose to the Extraordinary General Meeting of Shareholders No. 1/2024 to consider and approve the allocation of the newly issued ordinary shares, whether once or several times, not exceeding 1,000,000,000 shares with the par value of 1 Baht per share to accommodate the exercise of the Convertible Debentures' conversion rights of AO Fund and AO Fund 1, which are not connected persons to the Company in accordance to the Connected Transaction Notifications.

In this regard, the allocation of newly issued ordinary shares to accommodate the exercise of conversion rights of the convertible debentures in the amount of 1,000,000,000 shares, representing 8.09% of all issued shares of the Company as of the Board of Directors' Meeting No. 13/2023 on December 21, 2023, when combined with the number of shares allocated to accommodate the exercise of all convertible securities of the Company, namely PPPM-W4 in the amount of 1,173,921,741 shares, which results in the total amount of 2,173,921,741 shares, representing 17.59% of all issued shares of the Company as of the Board of Directors' Meeting No. 13/2023 on December 21, 2023, which is not exceeding 50% of all issued shares of the Company.

However, the conversion price of the Convertible Debentures must not be lower than 90% of the market price whereas the market price is calculated based on the weighted average price of the Company's shares trading on the Stock Exchange of Thailand for not less than 7 consecutive business days, but not more than 15 consecutive business days prior to the day the debenture holders exercise their conversion rights, in accordance with the Notification of the Capital Market Supervisory Board No. TorJor. 16/2565 Re: Application for and Approval of the Offering for Sale of Newly Issued Debt Instruments to a Private Placement and Offering of Convertible



Debentures to Specific Person (“**Notification No. Tor Jor. 16/2565**”) and the Notification of the Office of the Securities and Exchange Commission No. SorChor. 46/2565 Re: Calculation of Offering Price of Securities and Determination of Market Price for Consideration of an Offer for Sale of Newly Issued Shares at a Low Price (“**Notification No. SorChor. 46/2565**”). (Note: The market price is calculated by specifying 3 decimal places. If the 4th decimal place is 5 or more, it will be rounded up. and the conversion price of the convertible bonds will be calculated by specifying 3 decimal places. If the 4th decimal place is 5 or more, it will be rounded up.). Due to the fact that the Company has retained losses as shown in the Statement of Financial Position and Income Statement for the year ended December 31, 2022, and the statements of financial position and income for the third quarter ended at 30 September 2023, the Company may set the conversion price of the convertible debentures below the Company's par value, but must not be less than THB 0.01 per share. The Company must comply with Section 52 of the Public Limited Company Act (Section 52 of the Public Limited Company Acts stipulates that a company which has been in operation for not less than one year, if it appears that there is a loss, shares may be offered for sale lower than the registered share value, but such discount must be approved by the shareholders' meeting and the discount rate must be clearly determined), as detailed in the Summary of Important Terms and Conditions of the Convertible Debentures of PP Prime Public Company Limited (Enclosure 1) and Capital Increase Report Form (F53-4) (Enclosure 2).

Resolution: This agenda requires the majority of votes of the shareholders present at the Meeting and cast their votes.

Agenda 5 Other matters to be considered (if any)

The Company had determined the list of shareholders who are entitled to attend the EGM 1/2024 (Record Date) on 5 January 2024. The Company thus arranges the E-EGM using the system of OJ International Co, Ltd. who is the service provider accredited to manage and control the meeting via electronic media 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 4)



If shareholders have queries or questions regarding the EGM 1/2024 or the E-EGM, 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

Please be informed accordingly.

Very truly yours,
PP Prime Public Company Limited

-Namkang Pungthong-
(Mrs. Namkang Pungthong)
Chairman of Board of Director

Corporate Secretary Office
Tel: 093-810-0361

Summary of the Important Terms and Conditions of the Convertible Debentures
of PP Prime Public Company Limited

| Heading | Details |
|---|---|
| Convertible Debentures Issuer | PP Prime Public Company Limited (“Company”) |
| Type of Convertible Debentures | Senior Unsecured Convertible Debentures with the conversion right to convert into the Company’s ordinary shares (“Convertible Debentures”). |
| Currency | Baht |
| Total amount of principal of the Convertible Debentures | Not exceeding 40,000,000 Baht |
| Conditions of the Issuance of Convertible Debentures | <p>The Company will gradually issue the Convertible Debentures by tranche, each tranche, respectively. In each issuance of the tranche of Convertible Debentures, the Company will gradually issue each set in each tranche according to the agreement between Company and the Investors. The issuance of convertible debentures is subject to the completion of the conditions precedent which are: Permission from the Securities and Exchange Commission and other relevant agencies, including the terms and conditions of the Convertible Debentures.</p> <p>However, the period of the conversion is within 1 year after shareholder’s meeting approved the issuance. If the Company did not issue all Convertible Debentures within 1 year, the Company may request a resolution of the shareholders’ meeting to issue the unissued convertible debentures according to the Company’s financial needs.</p> |
| Interest Rate | 1.00% per annum, provided that the interest will be paid on a quarterly basis from the date the Convertible Debentures was issued. |
| Term | 3 years after the issuance date of the first Tranche. |
| Payback Condition | Repay in lump sum after the maturity date of each Tranche according to the terms and conditions of each Convertible Debenture. In such, for each Tranche the term is 3 years after issuance of the first tranche. |
| Early Redemption of Convertible Debentures | The Convertible Debentures holders may or may not have rights to redeem the Convertible Debentures before its maturity date and/or the Convertible Debentures issuer may or may not have rights to redeem the Convertible Debentures before its maturity date too. The redemption has to be followed by the terms and conditions of each Convertible Debentures in accordance with the rules, regulations, laws, and/or permissions from related authorized governmental agencies. |

| Heading | Details |
|---|--|
| Conversion Ratio | Principle amount of the Convertible Debentures divided by the conversion price. |
| Conversion price (origin and appropriateness of pricing or conversion rates) | <p>Not lower than 90% of the market price, therefore it is not considered an offer for sale of newly issued shares at a price lower than the market price as prescribed in the Notification of the Securities and Exchange Commission No. SorJor. 16/2565 Re: Application for and Approval of the Offering for Sale of Newly Issued Debt Instruments to a Private Placement and Offering of Convertible Debentures to Specific Person (“Notification No. Tor Jor. 16/2565”).</p> <p>“Market Price” is calculated based on the weighted average price of the Company’s shares trading on the Stock Exchange of Thailand (SET) for not less than 7 consecutive business days, but not more than 15 consecutive business days prior to the day the debenture holders exercise their conversion rights, in accordance with the criteria set forth in the Notification No. TorJor. 16/2565 and the Notification No. SorChor. 46/2565 Re: Calculation of Offering Price of Securities and Determination of Market Price for Consideration of an Offer for Sale of Newly Issued Shares at a Low Price (“Notification No. SorChor. 46/2565”).</p> <p>In addition, since the Company has accumulated losses shown in the statements of financial position and income for the year ended December 31, 2022, and the statements of financial position and income for the third quarter ended at 30 September 2023, the Company may determine the conversion price of convertible debentures lower than the par value of the Company, but not less than 0.01 Baht per share. The Company must comply with Section 52 of the Public Limited Company Act (Section 52 of the Public Limited Company Act stipulates that a company that has been in operation for not less than one year, if there is a loss, shares may be offered for sale at a price lower than the par value, but must be approved by the shareholders’ meeting and with a definite discount rate).</p> <p>However, Market price will be calculated by specifying 3 decimal places. If the 4th decimal place is 5 or more, it will be rounded up.</p> <p>The conversion price of the convertible debentures will be calculated by specifying 3 decimal places. If the 4th decimal place is 5 or more, it will be rounded up.</p> <p>Remarks:</p> |

| Heading | Details |
|---|--|
| | <p>○ If the ordinary shares resulted from the exercise of conversion rights of the Convertible Debentures has a conversion price of less than 90% of the market price at the date of conversion (the market price is calculated based on the weighted average price of the Company's shares traded on the Stock Exchange of Thailand (SET) for not less than 7 consecutive business days, but not more than 15 consecutive business days prior to the date that the convertible bond holders exercise their conversion rights. The Company has the duty to prohibit Advance Opportunities Fund and Advance Opportunities Fund 1 (“Investors”) from exercising such conversion rights to sell all such newly issued ordinary shares for sale in the amount and period as follows:</p> <p>(1) Newly issued ordinary shares are prohibited from being sold within a period of 6 months from the date on which the newly issued ordinary shares can begin trading on the stock exchange.</p> <p>(2) At the expiration of the period under (1), the person subject to the prohibition of sale can gradually sell the prohibited shares in the amount of 25% of the total number of shares prohibited from sale and the rest of the prohibited shares, 75% of the total number of prohibited shares can be sold after the expiration of 1 year from the date on which the newly issued ordinary shares can be traded on the stock exchange, in accordance with the rules prescribed in the Notification of the Stock Exchange of Thailand Re: Rules, Conditions and Procedures for Consideration of the Request for Ordinary Shares or Preferred Shares as for the capital increase as listed securities B.E. 2558 dated May 11, 2015 (as amended).</p> <p>○ In the case that the accommodating shares are insufficient, the Company will follow the guideline in the topic “The event that the Company has to issue new shares to accommodate the change in the exercise of conversion rights”.</p> |
| Conversion Period | The Convertible Debentures holders may exercise their conversion rights of the Convertible Debentures every day until the close of business hours 1 week prior to the Convertible Debenture maturity date. |
| Number of ordinary shares accommodated for conversion | Allocation of the newly issued ordinary shares, whether once or several times, not exceeding 1,000,000,000 shares with the par value of 1.00 Baht per share In this regard, the allocation of newly issued ordinary shares to accommodate the exercise of conversion rights of the convertible debentures in the amount of |

| Heading | Details |
|---|--|
| | 1,000,000,000 shares, representing 8.09% of all issued shares of the Company as of the Board of Directors' Meeting No. 13/2023 on December 21, 2023, when combined with the number of shares allocated to accommodate the exercise of all convertible securities of the Company, namely PPPM-W4 in the amount of 1,173,921,741 shares, which results in the total amount of 2,173,921,741 shares, representing 17.59% of all issued shares of the Company as of the Board of Directors' Meeting No. 13/2023 on December 21, 2023, which is not exceeding 50% of all issued shares of the Company |
| Secondary market for ordinary shares as a result of the conversion | The Company shall arrange to list the ordinary shares issued as a result of the conversion on the Stock Exchange of Thailand or any exchange that the Company's securities are listed on. |
| Restrictions on transfer of the Convertible Debentures | As this issuance and offering of the Convertible Debentures is considered as an offering to no more than 10 specific investors within 4-month period as specified in the Notification of the Capital Market Supervisory Board No. TorChor. 16/2565 Re: Application for and Approval of the Offering for Sale of Newly Issued Debt Instruments through a private placement and the offering of convertible debentures to persons with specific characteristics (“ Notification No. Tor Jor. 16/2565 ”) Therefore, the transfer of the Convertible Debentures to any person at any time throughout its tenure shall not cause the number of the holders to exceed 10 specific investors within 4 month period, provided that the number of the holders shall be calculated from investors holding the Convertible Debentures on private placement basis (whether such investors hold the newly issued convertible debentures or receive the convertible debenture from the transfer by any existing Convertible Debentures holders) and actual debenture holders, except by way of inheritance. |
| Allocation Method | Allocated by private placement, once or several times, to Advance Opportunities Fund and Advance Opportunities Fund 1, which is an institutional investor pursuant to Clause 5 (10) of the Notification of the Securities and Exchange Commission No. KorJor. 39/2564 Re: Determination of Definitions of Institutional Investor, Ultra-High Net Worth Investor and High Net Worth Investor. |
| The event that the Company has to issue new shares to accommodate the change in the exercise of conversion rights | The Company may register the increase in capital to accommodate the conversion by the resolution of shareholders' meeting or compensate in cash to the Convertible Debentures holder in regards with the terms and conditions of the Convertible Debentures. |

| Heading | Details |
|------------------------|--|
| Impact on Shareholders | <p>In consideration of the impacts on the Company's shareholders, it will be taken into consideration the impact of the Convertible Debentures in case the Company issued and offered Convertible Debentures to investors. In this regard, two aspects of the impacts on the shareholders of the Company will be taken into consideration, which are, impact to the market price of shares (Price Dilution) and impact to the voting rights of existing shareholders (Control Dilution), with details as follows:</p> <p>(1) <u>Price Dilution</u></p> <p><u>In case of non-exercise of warrants (PPPM-W4)</u></p> <p>Price Dilution can be calculated from the following formula:</p> $\text{Price Dilution} = (\text{Po} - \text{PE}) / \text{Po}$ <p>Whereas;</p> <p>Po = The existing share price, which is 0.0502 Baht per share, is based on the weighted average price of the Company's shares listed on the Stock Exchange of Thailand for the past 15 consecutive business days prior to the date on which the Board of Directors resolved to propose the agenda to the Extraordinary General Meeting of Shareholders No. 1/2024 to consider and approve the issuance of newly issued ordinary shares to accommodate the conversion of convertible debentures to a private placement, which is between November 28, 2023 to December 20, 2023.</p> <p>Pe = The conversion price of convertible debentures at 90% of the market price assuming equal to Po, which is 0.0452 Baht per share.</p> <p>PE = share price after the offering of convertible debentures, where;</p> $\text{PE} = ((\text{Po} \times \text{Qo}) + (\text{Pe} \times \text{Qe})) / (\text{Qo} + \text{Qe})$ <p>Qo = Existing shares, which equal to 14,975,241,114 shares</p> <p>Qe = Number of shares arising from the conversion of convertible debentures which number of shares allocated to accommodate the conversion amounts to 1,000,000,000 shares.</p> <p>Therefore</p> $\text{PE} = (0.0502 \times 14,975,241,114) + (0.0452 \times 1,000,000,000) / (14,975,241,114 + 1,000,000,000)$ <p>PE = 0.0499 Baht per shares</p> $\text{Price Dilution} = (\text{Po} - \text{PE}) / \text{Po} = (0.0502 - 0.0499) / 0.0502 = 0.63\%$ <p>In the event that the convertible debentures are fully exercised into ordinary shares of the Company, will affect the stock's market price by 0.63%, which is</p> |

| Heading | Details |
|---------|---|
| | <p>the case when the Company issued and offered the most convertible debentures at the conversion price equal to 90% of the Po.</p> <p><u>In case of full exercise of warrants (PPPM-W4)</u></p> <p>Price Dilution can be calculated from the following formula:</p> $\text{Price Dilution} = (\text{Po} - \text{PE}) / \text{Po}$ <p>Whereas;</p> <p>Po = The existing share price, which is 0.0502 Baht per share, is based on the weighted average price of the Company's shares listed on the Stock Exchange of Thailand for the past 15 consecutive business days prior to the date on which the Board of Directors resolved to propose the agenda to the Extraordinary General Meeting of Shareholders No. 1/2024 to consider and approve the issuance of newly issued ordinary shares to accommodate the conversion of convertible debentures to a private placement, which is between November 28, 2023 to December 20, 2023.</p> <p>Pe = The conversion price of convertible debentures at 90% of the market price assuming equal to Po, which is 0.0452 Baht per share.</p> <p>PE = share price after the offering of convertible debentures, where;</p> $\text{PE} = ((\text{Po} \times \text{Qo}) + (\text{Pe} \times \text{Qe})) / (\text{Qo} + \text{Qe})$ <p>Qo = Existing shares, which equal to 16,126,279,388 shares</p> <p>Qe = Number of shares arising from the conversion of convertible debentures which number of shares allocated to accommodate the conversion amounts to 1,000,000,000 shares.</p> <p>Therefore</p> $\text{PE} = (0.0502 \times 16,126,279,388) + (0.0452 \times 1,000,000,000) / (16,126,279,388 + 1,000,000,000)$ <p>PE = 0,0499 Baht per shares</p> $\text{Price Dilution} = (\text{Po} - \text{PE}) / \text{Po} = (0.0502 - 0,0499) / 0.0502 = 0.58\%$ <p>In the event that the convertible debentures are fully exercised into ordinary shares of the Company, will affect the stock's market price by 0.58%, which is the case when the Company issued and offered the most convertible debentures at the conversion price equal to 90% of the Po.</p> <p>(2) <u>Control Dilution</u></p> <p><u>In case of non-exercise of warrants (PPPM-W4)</u></p> <p>Control Dilution can be calculated from the following formula:</p> $\text{Control Dilution} = \text{Qe} / (\text{Qo} + \text{Qe})$ |

| Heading | Details |
|--|---|
| | <p>Whereas;</p> <p>Qo = Existing shares, which equal to 14,975,241,114 shares</p> <p>Qe = Number of shares arising from the conversion of convertible debentures which number of shares allocated to accommodate the conversion amounts to 1,000,000,000 shares.</p> <p>Control Dilution = $1,000,000,000 / (14,975,241,114 + 1,000,000,000) = 6.26\%$</p> <p>In the event that the convertible debentures are fully exercised into ordinary shares of the Company, the control dilution of the shareholders will be 6.26%.</p> <p><u>In case of full exercise of warrants (PPPM-W4)</u></p> <p>Control Dilution can be calculated from the following formula:</p> <p>Control Dilution = $Qe / (Qo + Qe)$</p> <p>Whereas;</p> <p>Qo = Existing shares, which equal to 16,126,279,388 shares</p> <p>Qe = Number of shares arising from the conversion of convertible debentures which number of shares allocated to accommodate the conversion amounts to 1,000,000,000 shares.</p> <p>Control Dilution = $1,000,000,000 / (16,126,279,388 + 1,000,000,000) = 5.84\%$</p> <p>In the event that the convertible debentures are fully exercised into ordinary shares of the Company, the control dilution of the shareholders will be 5.84%.</p> |
| Other Information | The details described above are the summary of the Terms and Conditions of the Convertible Debentures and are still subject to change. Further relevant details will be stipulated in the terms and conditions of the Convertible Debentures. |
| Objectives of issuing convertible debentures and plans for utilizing proceeds | Please consider the objectives of issuing convertible debentures and plans for utilizing proceeds as detailed in the Capital Increase Report Form (F53-4) (Attachment 2) |
| Board of Directors' Opinions | |
| Reason, necessity, and suitability for the issuance of convertible debentures, including analyzing the Company's ability to repay shareholders who do not exercise their conversion rights at maturity date. | The Board of Directors is of the opinion that the fundraising by issuing and offering convertible debentures is an alternative to the Company's financing to use as working capital for the Company's business operations in order to have sufficient funds for business operations and to expand the Company's production capacity in the future, which will have a positive impact on the Company's business operations in order to increase financial liquidity and to expand investments when the Company needs it in a timely manner. It also helps to reduce the financial cost of the Company in the event that the capital increase |

| Heading | Details |
|--|--|
| | <p>is used to pay off debts, including increasing the stability and sustainability of the financial position of the Company, which will undoubtedly strengthen and stabilize the Company's financial position. It also restructures the appropriateness of the Company's capital structure and to increase financial liquidity, which results in a lower financial cost for the Company. The Company can use the money to generate income from investments and business development of the Company and/or invest in new businesses that are related to or supports the business that is currently operating. This will generate returns for the company and shareholders in the future. In addition, this fundraising will also benefit the company and shareholders, as detailed in the Capital Increase Report Form (F53-4) (Attachment 2). However, in the event that the Company has issued convertible debentures and the convertible debenture holders do not exercise their convertible rights at maturity date, the Company expects that its future cash flow should be sufficient for business operations. In addition, if necessary, the Company may issue and offer newly issued ordinary shares to shareholders or private placement, which is another solution. However, the Company will consider the appropriateness during that particular time to decide again.</p> |
| <p>Possibility of the plan for utilizing funds</p> | <p>The Company expects to proceed with the issuance and offering of newly issued shares to investors as well as to receive money from the sale of such newly issued shares within 1 year from the date that the shareholders' meeting approved to offer for sale the newly issued shares. However, if the Company does not receive money from this capital increase, the Company may lose the opportunity to expand its business according to the Company's business plan in the future.</p> |
| <p>Expected impacts on the Company's business operations, including its financial position and operating results due to the capital increase</p> | <p>Increasing the Company's registered capital by issuing convertible debentures will strengthen both its financial structure and increase its financial flexibility to invest in future projects. Therefore, such capital increase will not adversely affect the business operation, financial position, and performance of the Company.</p> |
| <p>Directors' Testimonials</p> | <p>In the case that the directors of the Company fails to perform their duties with honesty and diligence to protect the interest of the Company with regards to this capital increase, if such failure to perform duties causes damage, shareholders can sue for damages from the said director on behalf of the Company in accordance with Section 85 of the Public Company Act B.E. 2535 and if the performance of such duties causes the Board of Directors or any person</p> |

| Heading | Details |
|---------|---|
| | involved to wrongful gains, shareholders can use the right to sue to recover benefits from that director instead, in accordance with Section 89/18 of the Securities and Exchange Act B.E. 2535 (as amended). |

The Company hereby certifies that the information contained in this report is correct and complete in all respects.

Please be informed accordingly.

Sincerely Yours,

-Supattra Nakmontanakum-

(Mrs. Supattra Nakmontanakum)

Director / Chief Executive Officer

(F53-4)

Capital Increase Report Form
PP Prime Public Company Limited
December 21, 2023

PP Prime Public Company Limited (“**Company**”) hereby inform the resolutions of the Board of Directors Meeting No. 13/2023, held on December 21, 2023 regarding the capital decrease, capital increase, and allocation of newly issued shares as follows:

1. Capital Decrease and Capital Increase

1.1 Capital Decrease

The Board of Directors’ Meeting approved to propose to the Extraordinary General Meeting of Shareholders No. 1/2024 to consider and approve the decrease of the Company’s registered capital of THB 1,443,132,226 from the existing registered capital of THB 14,975,241,114 to the new registered capital of THB 13,532,108,888 by canceling unsold shares of 1,443,132,226 shares with the par value of THB 1.00 per share, which are remaining shares allocated to accommodate (1) the exercise of the warrant to purchase newly issued ordinary shares of PP Prime Public Company Limited No. 5 (PPPM-W5), in the amount of 870,433,125 shares (2) the exercise of convertible debentures according to the resolution of the Extraordinary General Meeting of Shareholders No. 3/2021 held on November 24, 2021 (“**EGM 3/2021**”) in the amount of 399,782,601 shares and (3) the exercise of convertible debentures according to the resolution of the Extraordinary General Meeting of Shareholders No. 2/2022 held on September 23, 2022 (“**EGM 2/2022**”) in the amount of 172,916,500 shares (The issuance of convertible debentures pursuant to EGM 3/2021 and EGM 2/2022 must be issued within 1 year from the date of approval from the shareholders' meeting). In this regard, the Company shall have the outstanding unsold shares in the amount of 1,173,921,741 shares to accommodate the exercise of the warrant to purchase newly issued ordinary shares of PP Prime Public Company Limited No. 4 (PPPM-W4) in accordance with the resolution of the Extraordinary General Meeting of Shareholders No. 1/2019 held on June 10, 2019.

1.2 Capital Increase

The Board of Directors’ Meeting Approved to propose to the Extraordinary General Meeting of Shareholders No. 1/2024 to consider and approve the increase of the Company’s registered capital by 1,000,000,000 Baht from the existing registered capital of 13,532,108,888 Baht to the new registered capital of 14,532,108,888 Baht by issuing, not exceeding, 1,000,000,000 newly issued ordinary shares at the par value of 1.00 Baht per share, to accommodate the conversion rights of the Convertible Debentures issued and offered for sale to specific investors, with details as follows:

| Capital Increase | Type of securities | Number of shares (shares) | Par value (Baht per share) | Total (Baht) |
|---|--------------------|---------------------------|----------------------------|---------------|
| <input checked="" type="checkbox"/> Specifying the purpose of utilizing funds | Ordinary | 1,000,000,000 | 1.00 | 1,000,000,000 |
| | Preferred | - | - | - |
| <input type="checkbox"/> General Mandate | Ordinary | - | - | - |
| | Preferred | - | - | - |

- Specifying the purpose of utilizing the capital: please fill in all of the following items except item No. 2.2
- General Mandate: please fill in only items No.2.2, No.3, and No.4

2. Allocation of Newly Issued Shares

2.1 Specifying the purpose of utilizing funds

| Allocated To | Number of Shares (Shares) | Ratio (Old: New) | Selling Price (Baht Per Share) | Subscription and payment period | Remark |
|---|-----------------------------|--|--|---|---|
| (1) To accommodate to exercise of conversion rights for the Convertible Debentures offered to Advance Opportunities Fund ("AO Fund") and Advance Opportunities Fund 1 ("AO Fund 1") (Please | Not exceeding 1,000,000,000 | Conversion ratio is equal to the principal amount of the convertible debenture to be converted divided by the conversion price | Not less than 90% of the market price (conversion price) | The Company will specify later, please consider the remarks below | Please consider the remarks No. 1-5 and the Summary of Important Terms and Conditions of the Convertible Debentures, Attachment 1 |

| Allocated To | Number of Shares (Shares) | Ratio (Old: New) | Selling Price (Baht Per Share) | Subscription and payment period | Remark |
|------------------------|---------------------------|------------------|--------------------------------|---------------------------------|--------|
| consider remark no. 1) | | | | | |

Remarks:

- AO Fund and AO Fund 1 are both Open-ended Funds, which limits its exemption of liability in the Cayman Islands. AO Fund and AO Fund 1 are both structured as mutual funds regulated by the Monetary Authority of the Cayman Islands. AO Fund and AO Fund 1 have a medium to long term investment objective by using financial instruments to financially support small and medium-sized companies listed on the Stock Exchange of Thailand. AO Fund and AO Fund 1's investment strategy is to provide funding to different companies to be used as working capital, for expansion, for merger, as stipulated in debt restructuring. In addition, AO Fund and AO Fund 1 are both funds that have invested in convertible bonds issued and sold by more than 13 companies listed on the Stock Exchange in Thailand since 2011.
Zico Asset Management Private Limited ("ZICOAM") is a fund manager of AO Fund and AO Fund 1 which is registered in Singapore and is an Asset Management Company registered with the Monetary Authority of Singapore. ZICOAM has been appointed by AO Fund and AO Fund 1 to be the fund manager and appraiser of all types of investments of AO Fund and AO Fund 1. Therefore, AO Fund and AO Fund 1 is an Institutional Investor pursuant to the Clause 5 (10) of the Notification of the Securities and Exchange Commission No. KorJor. 39/2564 Re: Determination of the Definitions of Institutional Investor, Ultra-high Net Worth Investor and High Net Worth Investor.
- The Board of Directors' Meeting approved to propose to the Extraordinary General Meeting of Shareholders No. 1/2024 to consider and approve the decrease of the Company's registered capital of THB 1,443,132,226 from the existing registered capital of THB 14,975,241,114 to the new registered capital of THB 13,532,108,888 by canceling unsold shares of 1,443,132,226 shares with the par value of THB 1.00 per share, which are remaining shares allocated to accommodate (1) the exercise of the warrant to purchase newly issued ordinary shares of the Company No. 5 (PPPM-W5), in the amount of 870,433,125 shares (2) the exercise of convertible debentures according to the resolution of the Extraordinary General Meeting of Shareholders No. 3/2021 held on November 24, 2021 ("EGM 3/2021") in the amount of 399,782,601 shares and (3) the exercise of convertible debentures according to the resolution of the Extraordinary General Meeting of Shareholders No. 2/2022 held on September 23, 2022 ("EGM 2/2022") in the amount of 172,916,500 shares (The issuance of convertible debentures pursuant to EGM 3/2021 and EGM 2/2022 must be issued within 1 year from the date of approval from the shareholders' meeting). In this regard, the Company shall have the outstanding unsold shares in the amount of 1,173,921,741 shares to accommodate the exercise of the warrant to purchase newly issued ordinary shares of PP Prime Public Company Limited No. 4 (PPPM-W4) in accordance with the resolution of the Extraordinary General Meeting of Shareholders No. 1/2019 held on June 10, 2019.
- The Board of Directors' Meeting Approved to propose to the Extraordinary General Meeting of Shareholders No. 1/2024 to consider and approve the issuance and offering of newly issued convertible debenture of the Company ("Convertible Debentures") by determining the total offered value of, not exceeding, 1,000,000,000 Baht by Private Placement to Advance Opportunities Fund ("AO Fund") and Advance Opportunities Fund 1 ("AO Fund 1"), which are not connected persons of the Company in accordance with the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 Re: Rules on Connected Transactions (and its amendments) and Notification of the Board of Directors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning Connected Transactions B.E. 2546 (Collectively, it is referred to as the "Connected Transaction Notifications"). However, the conversion price of the Convertible Debentures must not be lower than 90% of the market

price whereas the market price is calculated based on the weighted average price of the Company's shares trading on the Stock Exchange of Thailand for not less than 7 consecutive business days, but not more than 15 consecutive business days prior to the day the debenture holders exercise their conversion rights, in accordance with the Notification of the Capital Market Supervisory Board No. TorJor. 16/2565 Re: Application for and Approval of the Offering for Sale of Newly Issued Debt Instruments to a Private Placement and Offering of Convertible Debentures to Specific Person ("**Notification No. Tor Jor. 16/2565**") and the Notification of the Office of the Securities and Exchange Commission No. SorChor. 46/2565 Re: Calculation of Offering Price of Securities and Determination of Market Price for Consideration of an Offer for Sale of Newly Issued Shares at a Low Price ("**Notification No. SorChor. 46/2565**").

In addition, since the Company has accumulated losses shown in the statements of financial position and income for the year ended December 31, 2022, and the statements of financial position and income for the third quarter ended at 30 September 2023, the Company may determine the conversion price of convertible debentures lower than the par value of the Company, but not less than 0.01 Baht per share. The Company must comply with Section 52 of the Public Limited Company Act (Section 52 of the Public Limited Company Act stipulates that a company that has been in operation for not less than one year, if there is a loss, shares may be offered for sale at a price lower than the par value, but must be approved by the shareholders' meeting and with a definite discount rate). Details are shown in the Summary of Important Terms and Conditions of the Convertible Debentures of PP Prime Public Company Limited (**Attachment 1**).

Remarks: Market price will be calculated by specifying 3 decimal places. If the 4th decimal place is 5 or more, it will be rounded up. The conversion price of the convertible debentures will be calculated by specifying 3 decimal places. If the 4th decimal place is 5 or more, it will be rounded up.

In this regard, the Board of Directors' Meeting is of the opinion to propose to the Extraordinary General Meeting of Shareholders No. 1/2023 to consider and approve the authorization of Chief Executive Officer and/or authorized directors and/or any persons appointed by Chief Executive Officer or authorized directors to determine the details, amend, or take any actions as necessary for and in relation to the issuance and offering of the Convertible Debentures in order to comply with the laws, including, but not limited to the power to proceed with the following actions:

- (1) To determine or amend the details, methods and other conditions in relation to the issuance and offering of the Convertible Debentures as appropriate either in one time or several times, including but not limited to the terms and conditions of the Convertible Debentures, the issue date, the par value, the offering price, the number of ordinary shares to be issued in order to reserve for the conversion of the Convertible Debentures, the interest rate, the calculation and method of interest payment, the conversion price, the conversion ratio, the conversion period, the redemption price, the redemption period, the last day of conversion period, the allocation method, or the determination of any event requiring the Company to issue additional underlying shares to accommodate a change of the exercise of the conversion right, and the conditions of adjustment of conversion rights. However, the Board of Directors and/or Chief Executive Officer and/or authorized directors and/or any persons appointed by the Board of Directors or Chief Executive Officer or authorized directors, as the authorized person, will determine the best convertible price according to the market conditions during the period when the debenture holders will exercise their conversion rights, to maintain the best interest of the Company and shareholders as a whole.
- (2) To appoint advisors and other persons (e.g. financial advisor and legal advisor) related to contacting and providing information as well as filing documents, registration documents, waiver documents, and evidence with the relevant authorities or any other events in relation to the issuance and offering of the Convertible Debentures as appropriate;
- (3) To negotiate, agree, enter into, amend, add, execute any agreements, applications for approval, waiver, evidence, disclosure, sale report, and other documents necessary for and in relation to the issuance, offering, and allocation of the Convertible Debentures, the allocation of newly issued shares in order to accommodate the exercise of the conversion right of the Convertible Debentures, as well as contacting, filing, amending, adding, and executing the applications for approval, waiver, evidence, disclosure, sale report, and other documents, with the Securities and Exchange Commission of Thailand,

the Stock Exchange of Thailand, government agencies, and/or other relevant authorities in relation to the issuance, offering, and allocation of the Convertible Debentures and the listing of the newly issued ordinary shares from the exercise of the conversion right of the Convertible Debentures as listed securities on the Stock Exchange of Thailand; and

- (4) To perform any actions as necessary and appropriate for and in relation to the issuance, the offering, and the allocation of the Convertible Debentures in order to ensure the successful completion of the actions specified above.
4. The Board of Directors' Meeting approved to propose to the Extraordinary General Meeting of Shareholders No. 1/2024 to consider and approve the increase of the Company's registered capital by 1,000,000,000 Baht from the existing registered capital of 13,532,108,888 Baht to the new registered capital of 14,532,108,888 Baht by issuing, not exceeding, 1,000,000,000 newly issued ordinary shares at the par value of 1.00 Baht per share, to accommodate the conversion rights of the Convertible Debentures to the specific investor
5. The Board of Directors' Meeting approved to propose to the Extraordinary General Meeting of Shareholders No. 1/2024 to consider and approve the issuance and allocation of the newly issued ordinary shares, whether once or several times, not exceeding 1,000,000,000 shares with the par value of 1.00 Baht per share to accommodate the conversion rights of the Convertible Debentures issued and offered to AO Fund and AO Fund 1, which are not connected persons of the Company in accordance with the Connected Transaction Notifications.

However, the conversion price of the Convertible Debentures must not be lower than 90% of the market price whereas the market price is calculated based on the weighted average price of the Company's shares trading on the Stock Exchange of Thailand for not less than 7 consecutive business days, but not more than 15 consecutive business days prior to the day the debenture holders exercise their conversion rights, in accordance with the Notification No. Tor Jor. 16/2565 and the Notification No. SorChor. 46/2565. In addition, since the Company has accumulated losses shown in the statements of financial position and income for the year ended December 31, 2022, and the statements of financial position and income for the third quarter ended at 30 September 2023, the Company may determine the conversion price of convertible debentures lower than the par value of the Company, but not less than 0.01 Baht per share. The Company must comply with Section 52 of the Public Limited Company Act (Section 52 of the Public Limited Company Act stipulates that a company that has been in operation for not less than one year, if there is a loss, shares may be offered for sale at a price lower than the par value, but must be approved by the shareholders' meeting and with a definite discount rate).

Remarks: Market price will be calculated by specifying 3 decimal places. If the 4th decimal place is 5 or more, it will be rounded up. The conversion price of the convertible debentures will be calculated by specifying 3 decimal places. If the 4th decimal place is 5 or more, it will be rounded up.

In this regard, the allocation of newly issued ordinary shares to accommodate the exercise of conversion rights of the convertible debentures in the amount of 1,000,000,000 shares, representing 8.09% of all issued shares of the Company as of the Board of Directors' Meeting No. 13/2023 on December 21, 2023, when combined with the number of shares allocated to accommodate the exercise of all convertible securities of the Company, namely PPPM-W4 in the amount of 1,173,921,741 shares, which results in the total amount of 2,173,921,741 shares, representing 17.59% of all issued shares of the Company as of the Board of Directors' Meeting No. 13/2023 on December 21, 2023, which is not exceeding 50% of all issued shares of the Company. Details are shown in the Summary of Important Terms and Conditions of the Convertible Debentures of PP Prime Public Company Limited (**Attachment 1**)

2.1.1 Company Procedures in the case of fractional shares

In the case of fractional shares as a result of converting the Convertible Debentures into ordinary shares, disregard such fractions.

2.2 General Mandate

| Allocated to | Type of Securities | Number of shares | Percentage of paid-up capital ^{1/} | Remarks |
|---|--------------------|------------------|---|---------|
| Existing Shareholders | Ordinary | - | - | - |
| | Preferred | - | - | - |
| To accommodate the conversion/exercise of the transferable warrants | Ordinary | - | - | - |
| | Preferred | - | - | - |
| Public Offering | Ordinary | - | - | - |
| | Preferred | - | - | - |
| Private Placement | Ordinary | - | - | - |
| | Preferred | - | - | - |

^{1/} The percentage of the paid-up capital as of the date of the Board of Directors' Meeting resolved to increase the Company's capital increase by way of General Mandate.

3. Schedule for the Shareholders' Meeting to Approve the Capital Increase and Allocation of Issued Shares

Schedule the Extraordinary General Meeting of Shareholders No. 1/2024 to be held on January 30, 2024, during 10.00 hrs. via electronic meeting. Details of how to use the electronic meeting system will be informed in the invitation to the shareholders' meeting and the Company's website, whereby:

- The record date to determine the list of shareholders entitled to attend the Extraordinary General Meeting of Shareholders No. 1/2024 shall be on January 5, 2024
- The share register shall be closed to suspend any share transfer for the right to attend the Extraordinary Shareholders' Meeting from.....until the shareholders' meeting is adjourned.

4. Approval for capital increase/share allocation from relevant governmental agencies and conditions of such approval

- 4.1 Approved by the shareholders' meeting to proceed with the decrease and increase of the registered capital, including other related matters
- 4.2 The Company shall register the decrease and increase of registered capital, as well as the amendment to the Memorandum of Association with the Department of Business Development, Ministry of Commerce;
- 4.3 The Company shall register the transfer restriction of the issued and offered Convertible Debentures, which limits the transfer of the Convertible Debentures to no more than 10 specific investors within a 4-month period with the Securities and Exchange Commission;
- 4.4 The Company shall apply for approval from the Stock Exchange of Thailand for the listing of the newly issued ordinary shares as listed securities on the Stock Exchange of Thailand in accordance to the rules and regulations related to the Stock Exchange of Thailand after the Convertible

Debentures holder has converted the Convertible Debentures into the Company's ordinary shares (in the case of such exercise).

5. Objectives of capital increase and plans for utilizing proceeds received from the capital increase

The Company raise funds by issuing and offering convertible debentures issued to AO Fund and AO Fund 1, the objective of such fund raising is stated below, in which the estimated amount of funds to be used does not exceed 40,000,000 Baht within the period of 12 months from the date of receipt of funding:

| Objective of utilizing proceeds | Estimated amount used (Baht) | Period of utilization |
|--|---------------------------------|--|
| To be used as working capital in the Company and enhance liquidity in the Company's business operations in order to increase the strength and stability of the Company's financial position. | 40,000,000 | within the period of 12 months from the date of receipt of payment |
| Total Approximately | 40,000,000 | |

Remark: However, the allocated amount and the allocated period can be adjusted according to the operational situation and suitability.

6. Benefits that the Company will receive from the capital increase/share allocation

- 6.1 The Company will have more liquidity from working capital received from capital increase, which will help strengthen the financial strength for the Company's business operations in order to have sufficient funds for business operations and capacity expansion of the company in the future.
- 6.2 The Company will be able to increase its financial position to increase its strength and financial stability from its operations. Normal business in core business, related business and business expansion of the Company.

7. Benefits that the Shareholders will receive from the capital increase/share allocation

- 7.1 Funds from this capital increase will strengthen the Company's financial structure, as well as to invest, which will enhance the Company's income and profits in the future. If the Company's operational results are better, the shareholders will receive benefits through receiving the Company's dividends according to the Company's dividend payment policy.
- 7.2 The convertible debenture holder who exercise his/her right to convert into the Company's ordinary shares will be entitled to receive dividends from their operations, right to attend the shareholders' meeting, or other rights as the shareholders of the Company, starting from when there is an exercise of right to convert the convertible debentures of the Company to the Company's ordinary shares and his/her name is in the Company's shareholders' register that have been registered with the Ministry of Commerce.
- 7.3 Company's Dividend Payment Policy

The Company has a policy to pay dividends of not less than 60% of its net profit according to the Company's separate financial statements after deducting corporate income tax, accumulated loss, legal reserve and all other reserves. However, the Company may require that the dividend payment be less than the rate specified above. This depends on the need for working capital for operations, business expansion and other factors related to the Company's management. The resolution of the Board of Directors approving the payment of dividends shall be submitted for approval by the shareholders' meeting, unless it is an interim dividend payment, which the Board of Directors has the power to approve for the payment of interim dividends and will report to the shareholders' meeting for acknowledgement at the next meeting.

8. Other details necessary for shareholders' decision making in the approval of the capital increase/share allocation

For other details necessary for the shareholders' decision in regards to the capital increase/allocation, please consider the details in the Summary of Important Terms and Conditions of the Convertible Debentures of PP Prime Public Company Limited ([Attachment 1](#))

9. Time schedule of action in case the Board of Directors passes a resolution with the approval of the capital increase/share allocation

| No. | Procedures of the Capital Increase | Date/Month/Year |
|-----|--|---|
| 1 | Board of Directors' Meeting No. 13/2023 | December 21, 2023 |
| 2 | Date to determine the list of shareholders entitled to attend the Extraordinary General Meeting of Shareholders No. 1/2024 (Record Date) | January 5, 2024 |
| 3 | Extraordinary General Meeting of Shareholders No. 1/2024 | January 30, 2024 |
| 4 | Registration of the decrease and increase of registered capital and amendment of the Memorandum of Association with the Department of Business Development, Ministry of Commerce | Within 14 days from the date of the Extraordinary General Meeting of Shareholders No. 1/2023 resolved to approve the decrease and increase of registered capital |
| 5 | Issuance and offering date of convertible debentures through private placement | Determined after obtaining approval from the Extraordinary General Meeting of Shareholders No.1/2024 |
| 6 | Registration of the amendment of paid-up capital with the Department of Business Development, Ministry of Commerce and the listing of newly issued shares as a listed securities on the Stock Exchange of Thailand | After the allocation of new shares has been completed/the exercise of warrants to purchase ordinary shares of the Company/exercise the right to convert convertible debentures of the Company |

The Company hereby certifies that the information contained in this report form is correct and complete in all respects.

PP Prime Public Company Limited

-Company's Seal-

-Supattra Nakmontanakum-

(Mrs. Supattra Nakmontanakum)

Director/Chief Executive Officer

-M.L. Phanpiengduen Sungkahapong-

(M.L. Phanpiengduen Sungkahapong)

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 เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/2567 จัดขึ้นในรูปแบบการประชุมผ่านสื่ออิเล็กทรอนิกส์ (E-EGM) ในวันอังคารที่ 30 มกราคม 2567 เวลา 10.00 น. ถ้ายทอดสด ณ ห้องประชุม ชั้น 5 เลขที่ 1279/1 อาคารบอไบไม ถนนรามคำแหง แขวงหัวหมาก เขตบางกะปิ กรุงเทพมหานคร 10240 หรือที่จะพึงเลื่อนไปในวัน เวลาและสถานที่อื่นด้วย

As my/our proxy (“proxy”) to attend and vote on my/our behalf at the Extraordinary General Meeting of Shareholders No. 1/2024 arranged in forms of E-EGM on Tuesday 30 January 2024 at 10:00 hours. at the meeting room Floor 5, No. 1279/1 Bor Bai Mai Building, Ramkhamhaeng Road, Huamark, Bangkok 10240 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 ไพร์ม จำกัด (มหาชน) (“บริษัท”)

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 เพ็ญพิบูลย์ / Mr. Aran Permpiboon หรือ/or

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

พลโทเกษณะ วโรภาส / Lt.Gen. Krisana Waropas หรือ/or

นายไวยุทธ อุทัยเฉลิม / Mr. Waiwit Udayachalerm

(รายละเอียดของกรรมการอิสระปรากฏตามสิ่งที่ส่งมาด้วย 5)

(Details of Independent Directors are specified in Enclosure 5)

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 เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/2567 จัดขึ้นในรูปแบบการประชุมผ่านสื่ออิเล็กทรอนิกส์ (E-EGM) ในวันอังคารที่ 30 มกราคม 2567 เวลา 10.00 น. ถ่ายทอดสด ณ ห้องประชุม ชั้น 5 เลขที่ 1279/1 อาคารบอไปไม้ ถนนรามคำแหง แขวงหัวหมาก เขตบางกะปิ กรุงเทพมหานคร 10240 หรือที่จะพึงเลื่อนไปในวัน เวลาและสถานที่อื่นด้วย

As my/our proxy ("proxy") to attend and vote on my/our behalf at the Extraordinary General Meeting of Shareholders No. 1/2024 arranged in forms of E-EGM on Tuesday 30 January 2024 at 10:00 hours. at the meeting room Floor 5, No. 1279/1 Bor Bai Mai Building, Ramkhamhaeng Road, Huamark, Bangkok 10240 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 พิจารณานุมัติการลดทุนจดทะเบียนของบริษัท โดยการตัดหุ้นสามัญที่ยังไม่ได้ออกจำหน่ายของบริษัท และการแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิของบริษัท ข้อ 4 เพื่อให้สอดคล้องกับการลดทุนจดทะเบียนของบริษัท

Agenda 1 To consider and approve the decrease of the Company's registered capital by canceling the unissued ordinary shares of the Company and the amendment of Clause 4 of the Company's Memorandum of Association to reflect the reduction of the Company's registered capital

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 พิจารณานุมัติการออกและเสนอขายหุ้นกู้แปลงสภาพที่ออกใหม่ให้แก่ผู้ลงทุนโดยเฉพาะเจาะจง

Agenda 2 To consider and approve the issuance and offering of the Convertible Debentures by private placement

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 พิจารณานุมัติการเพิ่มทุนจดทะเบียนของบริษัท และการแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิของบริษัท ข้อ 4. เพื่อให้สอดคล้องกับการเพิ่มทุนจดทะเบียนของบริษัท

Agenda 3 To consider and approve the increase of the Company's registered capital and the amendment of Clause 4 of the Company's Memorandum of Association to reflect the increase of the Company's registered capital

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 4 พิจารณานุมัติการจัดสรรหุ้นสามัญเพิ่มทุนเพื่อรองรับการใช้สิทธิของหุ้นกู้แปลงสภาพที่ออกและเสนอขายให้แก่ผู้ลงทุนโดยเฉพาะเจาะจง

Agenda 4 To consider and approve the allocation of the Company's newly issued ordinary shares to accommodate the issuance and offering of the Convertible Debentures by private placement.

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 5 พิจารณาเรื่องอื่น ๆ (ถ้ามี)

Agenda 5 To consider other matters (if any)

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

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 หรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น 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 เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

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. ในกรณีที่วาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น 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 ไพร้ม จำกัด (มหาชน)

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

ในการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/2567 จัดขึ้นในรูปแบบการประชุมผ่านสื่ออิเล็กทรอนิกส์ (E-EGM) ในวันอังคารที่ 30 มกราคม 2567 เวลา 10.00 น. ถ่ายทอดสด ณ ห้องประชุม ชั้น 5 เลขที่ 1279/1 อาคารบอไบไม้ ถนนรามคำแหง แขวงหัวหมาก เขตบางกะปิ กรุงเทพมหานคร 10240 หรือที่จะพึงเลื่อนไปในวัน เวลาและสถานที่อื่นด้วย

At the Extraordinary General Meeting of Shareholders No. 1/2024 arranged in forms of E-EGM on Tuesday 30 January 2024 at 10:00 hours. at the meeting room Floor 5, No. 1279/1 Bor Bai Mai Building, Ramkhamhaeng Road, Huamark, Bangkok 10240 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
Approve
 - ไม่เห็นด้วย
Disapprove
 - งดออกเสียง
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
Approve
 - ไม่เห็นด้วย
Disapprove
 - งดออกเสียง
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

นายอรุณ เพิ่มพิบูลย์ / Mr. Aran Permpiboon หรือ/or

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

พลโทกฤษณะ วโรภาส / Lt.Gen. Krisana Waropas หรือ/or

นายไวยุทธ์ อูทัยเฉลิม / Mr. Waiwit Udayachalerm

(รายละเอียดของกรรมการอิสระปรากฏตามสิ่งที่ส่งมาด้วย 5)

(Details of Independent Directors are specified in Enclosure 5)

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.

วาระที่ 3 พิจารณานุมัติการเพิ่มทุนจดทะเบียนของบริษัท และการแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิของบริษัท ข้อ 4. เพื่อให้สอดคล้องกับการเพิ่มทุนจดทะเบียนของบริษัท

Agenda 3 To consider and approve the increase of the Company's registered capital and the amendment of Clause 4 of the Company's Memorandum of Association to reflect the increase of the Company's registered capital

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 4 พิจารณานุมัติการจัดสรรหุ้นสามัญเพิ่มทุนเพื่อรองรับการใช้สิทธิของหุ้นกู้แปลงสภาพที่ออกและเสนอขายให้แก่ผู้ลงทุนโดยเฉพาะเจาะจง

Agenda 4 To consider and approve the allocation of the Company's newly issued ordinary shares to accommodate the issuance and offering of the Convertible Debentures by private placement.

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 5 พิจารณาเรื่องอื่น ๆ (ถ้ามี)

Agenda 5 To consider other matters (if any)

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

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 หรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น 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.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำให้ในการประชุม 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. ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น 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.

ในการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/2567 จัดขึ้นในรูปแบบการประชุมผ่านสื่ออิเล็กทรอนิกส์ (E-EGM) ในวันอังคารที่ 30 มกราคม 2567 เวลา 10.00 น. ถ่ายทอดสด ณ ห้องประชุม ชั้น 5 เลขที่ 1279/1 อาคารบอไบไม้ ถนนรามคำแหง แขวงหัวหมาก เขตบางกะปิ กรุงเทพมหานคร 10240 หรือที่จะพึงเลื่อนไปในวัน เวลาและสถานที่อื่นด้วย

At the Extraordinary General Meeting of Shareholders No. 1/2024 arranged in forms of E-EGM on Tuesday 30 January 2024 at 10:00 hours. at the meeting room Floor 5, No. 1279/1 Bor Bai Mai Building, Ramkhamhaeng Road, Huamark, Bangkapi Bangkok 10240 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-EGM)

The Company organizes meetings in the form of E-EGM using the system of OJ International Co, Ltd. who is the service provider accredited to manage and control the meeting through electronic device.

Shareholders or proxies who wish to attend the meeting must submit documents proving their identity as specified to the Company within 22 January 2024. The Company shall verify the list of shareholders according to the closing information of the shareholders' register book who have the right to attend the meeting wholly and correctly. After that, the electronic conferencing service provider will send a Link to attend the meeting and the user manual to the Email you have sent to inform the Company. The Link will be sent three days in advance of the meeting date.

Requesting to attend the meeting via electronic media

Shareholders wishing to attend the meeting via electronic media must notify their intention to attend the meeting in two ways as follows:

1. Submit your request to attend the meeting by sending information via Email or postal mail.

If shareholders wish to notify their intention to attend the meeting via electronic media (E-EGM) by sending information via Email or postal:

1. Please fill in the document requesting to attend the meeting via electronic media (E-EGM) (Attachment 4) by specifying your Email and your mobile phone number clearly for registering for the meeting.
2. Attach a copy of proof of identity to confirm the right to attend the E-EGM meeting.

2.1 Shareholders who are natural persons:

- If a shareholder wishes to attend the meeting in person via E-Meeting:
 - Attach a copy of a valid government-issued identification document such as an ID card, government ID card, driver's license, or passport. In case of name-surname changes, shareholders are requested to attach supporting evidence.
- If a shareholder appoints another person to attend the meeting on his/her behalf via E-Meeting:
 - The Proxy Form C (attached with the invitation letter) is filled in all information signed by the proxy grantor and the proxy correctly and entirely together with duty stamp affixed;
 - A copy of the proxy grantor's identity document, such as an ID card, a government official ID card, passport (In the case of foreigners) that has not expired and signed certifying the true copy of the proxy.
 - A copy of the proxy's identity document, such as an ID card, a government official an ID card, passport (In the case of foreigners) that have not expired and signed certifying the true copy of the proxy.

2.2 Shareholders who are juristic persons:

- If the person authorized to sign on behalf of the juristic person (director) wishes to attend the meeting in person via electronic media (E-Meeting)

- A copy of the shareholder's juristic person registration certificate issued no later than one year before the date of the shareholders' meeting, which is duly certified by the juristic person representative (director) authorized to sign on behalf of the juristic person.
- A copy of the identity document of the representative of the juristic person (director), such as an ID card, a government official ID card, passport (In the case of foreigners) that has not expired and signed to certify the true copy.
- If the proxy is assigned to attend the meeting instead via electronic media (E-Meeting)
 - The Proxy Form C (attached with the invitation letter) is filled in all information signed by the proxy grantor and the proxy correctly and entirely together with duty stamp affixed;
 - A copy of the shareholder's juristic person registration certificate issued no later than one year before the date of the shareholders' meeting, which is duly certified by the juristic person representative (director) authorized to sign on behalf of the juristic person.
 - A copy of the identity document of the representative of the juristic person (director), such as an ID card, a government official ID card, passport (In the case of foreigners) that has not expired and signed to certify the true copy.
 - Copy of the identity document of the proxy as in the case of natural persons as mentioned above.

Suppose the documents or evidence mentioned above are not Thai or English versions. In that case, the shareholders must present an English translation of the document signed to certify the translation by the shareholder or by an authorized signatory to bind that juristic person (in the case of a juristic person).



3. Submit the documents requesting to attend the meeting via electronic media (item 1) and proof of identity together with supporting documents (item 2) by sending to the Company within 22 January 2024.

- Email: ir@ppprime.co.th
- Postal: 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

Electronic Meeting Attendance (E-EGM):

1. Once the shareholders or proxies wish to attend the meeting and have been fully verified, you will receive an Email from the meeting organizer, a link for attending the meeting, and a system's user manual seven days before the meeting date. Please study the manual on how to use the E-EGM meeting system in detail. If you haven't received the Email within the 22 January 2024, please get in touch with the Company immediately.
2. Meeting attendance and voting via electronic media can be used with computers/notebooks/tablets and mobile phones via Web Browser: Chrome with 4G internet speed or home internet basic.

Note: In case of meeting via tablet and mobile phone, Zoom Cloud Meeting program must be installed before attending the meeting, which can be downloaded as follows:

| IOS system | Android system |
|--|--|
|  |  |
| <p>https://apps.apple.com/th/app/zoom-cloud-meetings/id546505307</p> | <p>https://play.google.com/store/apps/details?id=us.zoom.videomeetings</p> |

3. The system will open for meetings 60 minutes before the start of the meeting. However, the live broadcast will only start at the time of the meeting.
4. To log in, attendees must use the information of the shareholder registration number and the shareholder's ID card number.
5. Voting through the E-Voting system, you will be able to vote for each agenda only by voting for agreeing, disagreeing, or abstaining. In case of not voting in any agenda, the system will be deemed to vote as agree immediately (using the vote-counting method by pouring votes towards agreeing).
6. If attendees have any problems or problems in using the E-EGM system, you can contact OJ International Co., Ltd. at the phone number specified in the Email that sends you the system's user manual.

***** This E-EGM meeting will be an electronic meeting only and will not be held in a conventional meeting venue; therefore, shareholders are requested not to come to the Company. *****

If a shareholder wishes to appoint an independent director as a proxy:

Suppose any shareholders cannot attend the E-EGM meeting in person or cannot appoint other proxies to attend the E-EGM meeting and wish to appoint an independent director as a proxy. In this regard, they can send a proxy form (Attachment 8) specifying the proxy as one of the independent directors as specified by the Company along with supporting documents to the Company by the date within 22 January 2024 via the following channels:

- By Email: ir@ppprime.co.th
- Postal: 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

Note: If the shareholders specify their votes in each agenda, the independent directors will cast their votes as specified in the proxy form. In which the voting in each agenda, shareholders have the right to vote in agreeing, disagreeing, or abstaining only and cannot divide a partial vote (unless it is a Custodian vote).

In the case of a shareholder who is a foreign investor and appoints a custodian in Thailand to be a stock depository and keeper:

Please submit the following information:

1. The Proxy Form C (attached with the invitation letter) is filled in all information signed by the proxy grantor and the proxy correctly and entirely together with a 20-baht duty stamp affixed;
2. Custodian juristic person registration certificate (Custodian) with a signature certifying true copy by the authorized signatory on behalf of the juristic person of the Custodian or the attorney with the corporate seal (if any).
3. A power of attorney from the shareholders for the Custodian to be authorized to sign the proxy form;
4. A letter confirming that the person signing the proxy form is authorized to operate a custodian business.
5. Copy of ID card, or a copy of government official ID card, or copy of passport (In the case of foreigners) of the proxy with certified the true copy;
6. Submit information via the following channels:
 - By Email: ir@ppprime.co.th
 - Postal: 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

Submitting advice or questions related to business, industry, Company performance, or related to any agenda which will be considered at the E-EGM meeting:

If shareholders wish to submit suggestions or questions, they can be done in two ways as follows:

1. Send advice or questions in advance to the Company before the meeting date through the following channels:
 - By Email: ir@ppprime.co.th
 - Postal: 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
2. Submit advice or questions during the meeting to those attending the E-EGM meeting. The attendee must specify his/her first and last name and state whether his/her is a shareholder attending the meeting himself/herself or a proxy. Before every suggestion or question is submitted, the Company has opened channels for sending advice and questions during the meeting as follows:
 - Chat channel for text messages.
 - An audio chat channel where attendees press the raising hand button and turn on the microphone on their device after the operator sends you an invitation to chat. Please turn off the microphone after the conversation is finished every time (For more details, please refer to the user manual sent to the attendees' emails).

In this regard, if shareholders have questions about the meeting, they can contact the following staff:

1. Regarding submitting documents confirming identity to attend the shareholders' meeting via E-Meeting, please contact the Company Secretary for further information via the Company's contact channels as detailed above.
2. Regarding the process of attending the meeting and voting via E-Meeting, in the case of correct and complete identity verification, please contact OJ International Co., Ltd. at the phone number specified in the Email that sends you the system's user manual.

Voting Rules

1. Voting on each agenda shall be made via the E-voting system. One share is counted as one vote. The shareholders or proxies must solely vote for or vote against or abstain and cannot divide their votes except in case of shareholders, who are foreign investors, appoint a custodian in Thailand to be a share depository and keeper that can divide the votes; however, the proxy must be granted in Proxy Form C only.

2. In the event that shareholders appoint another person to attend the Meeting on their behalf and have already voted in the proxy form in advance, the Company will record such votes as specified by the shareholders in the proxy form.

3. If the shareholder does not specify his/her desired vote on any agenda in the Proxy Form or the vote is unclear or if the meeting considers or votes on any matter other than those specified in the Proxy Form, the proxy grantor has the right to consider and cast the vote as he/she deems appropriate.

4. Shareholders who have special interests in any agenda shall have no right to vote on that agenda.

5. If the votes are equal, the chairman of the Meeting shall have the casting vote.

Voting procedure

The moderator of the Meeting shall explain details of the voting procedure to the meeting according to the following guideline:

1. After the end of the presentation of information in each agenda, the Company shall open for voting and shareholders can vote through online system.

2. Shareholders can vote as follows: 1. Agree 2. Disagree 3. Abstain according to the wishes of the shareholders.

*** If the shareholders do not vote, the Company shall deem it as to agree with that agenda ***

3. Shareholders can change their voting until there is a notification to close the voting system in order to collecting votes. After notifying that the voting is closed, shareholders cannot return to vote on that agenda again.

Resolutions of the shareholders' meeting must consist of the following votes:

- General matters: A majority vote of the shareholders attending the meeting and cast their vote.
- Other matters regulated by laws or any regulations: Number of votes as required by such laws or regulations, whereby the Company shall notify the shareholders before casting vote on any such agenda.

Counting of votes and announcement of voting results

The Company shall count the votes for each agenda from the voting that the shareholders or proxies have submitted through online system. Upon completion of the counting process, the results shall be announced to the Meeting as soon as the votes are collected.

Request Form to Attend the Extraordinary General Meeting of Shareholders No. 1/2024
In Forms of Electronic Device (E-EGM)

วันที่.....เดือน.....พ.ศ.....

Date Month Year

(1) ข้าพเจ้า.....หมายเลขบัตรประชาชน/หนังสือเดินทาง.....

I/We, Identification Card/Passport number

สัญชาติ.....บ้านเลขที่.....ถนน.....ตำบล/แขวง.....

Nationality Residing at No. Road Sub district

อำเภอ/เขต.....จังหวัด.....รหัสไปรษณีย์.....

District Province Postal Code

(2) เป็นผู้ถือหุ้นของ บริษัท พีพี ไพร์ม จำกัด (มหาชน)

Being a shareholder of PP Prime Public Company Limited

โดยถือหุ้นรวมทั้งสิ้น หุ้น

Holding

ประสงค์จะร่วมประชุมและลงคะแนนผ่านสื่ออิเล็กทรอนิกส์สำหรับการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/2567

I would like to participate the E-EGM for Extraordinary General Meeting of Shareholders No. 1/2024

เข้าร่วมประชุมด้วยตัวเอง

Self-Attending

มอบฉันทะให้ (นาย/นาง/นางสาว)..... ได้เข้าร่วมประชุมดังกล่าวข้างต้น

Proxy to

attend the meeting.

(3) ข้อมูลในการจัดส่งวิธีการเข้าร่วมประชุม

Please send the Link to join the meeting by below email

อีเมล.....(โปรดระบุ)

E-Mail

Please fill in the blank.

โทรศัพท์มือถือ.....(โปรดระบุ)

Mobile Number

Please fill in the blank.

(4) จัดส่งเอกสารเพื่อยืนยันตัวตน ตามเอกสารแนบ 4 วิธีการเข้าร่วมประชุมผ่านสื่ออิเล็กทรอนิกส์ ภายในวันที่ 22 มกราคม 2567

แจ้งความประสงค์เข้าร่วมประชุมผ่านทาง E-mail: ir@ppprime.co.th

Please submit the required document per an attachment 4 by via electronic media within 22 January 2024

(5) เมื่อได้รับการยืนยันตัวตน บริษัทฯ จะจัดส่งลิงค์การเข้าร่วมประชุมและวิธีการเข้าร่วมประชุมไปยังอีเมลที่ท่านได้ระบุ

Once you have verified, the company will send the Link to join the meeting via email.


(6) ในวันประชุมผู้ถือหุ้นจะต้องเตรียม เลขบัญชีผู้ถือหุ้น และเลขบัตรประชาชนไว้ สำหรับการเข้าร่วมประชุม

Please prepare your Account Number and your Identification Card Number for log in the meeting.

Profiles of independent directors for proxy appointment

| | | |
|--|---|---|
| Name | Mr. Aran Permpiboon |  |
| Position | Independent Director / Chairman of the Audit Committee | |
| Age (Year) | 80 | |
| Nationality | Thai | |
| Address | 96/1 Moo 8, Bang Phut, Pak Kret, Nonthaburi 11120 | |
| Education | - Master's degree : Public Administration, National Institute of Development Administration - Bachelor's degree : Electrical Engineering, Chulalongkorn University | |
| Training Program | Training organized by Thai Institute Of Directors (IOD) - 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) Other Training - 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 2023) | - 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) | 65 | |
| Nationality | Thai | |
| Address | 22/25 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) - Board Nomination and Compensation Program (BNCP) Batch#17/2023 , 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 2023) | 0.00010% | |
| 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 - 2023 | Managing Director, The Government Pawnshop Office, Ministry of Social Development and Human Security |
| 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 -

Profiles of independent directors for proxy appointment

| | | |
|--|---|---|
| Name | Lt.Gen. Krisana Waropas |  |
| Position | Independent Director / Chairman of Sustainable Development / Member of Audit Committee / Member of Nomination and Remuneration Committee | |
| Age (Year) | 64 | |
| Nationality | Thai | |
| Address | 2/7 Ramintra 14 Yak 5-2, Khwang Tahrang Khet Bangkhen Bangkok 10230 | |
| Education | <ul style="list-style-type: none"> - Thai Bar Association Legal Training Bureau of the Thai Bar Association - Master of Political Science, Kasetsart University - Bachelor of Laws, Ramkhamhaeng University | |
| Training Program | <p>Training organized by Thai Institute of Directors (IOD)</p> <ul style="list-style-type: none"> - Directors Accreditation Program (DAP) Batch#172/2020, Thai Institute of Directors (IOD) <p>Other Training</p> <ul style="list-style-type: none"> - Military Officer Course for the Elementary of the Constitution, Class 12, Military School of the Constitution - Air Force Training Course, Class 144, Special War Center School - Officer Course, Advanced Statute, Class 10 - Military Judiciary Course, Class 5 | |
| Number of shares (%) (as of 31 December 2023) | - 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 | |
| Conflict of interest on related agenda | - None - | |

Profiles of independent directors for proxy appointment

| | | |
|-------------------------|--|---|
| Name | Mr. Waiwit Udayachalerm |  |
| Position | Independent Director / Member of Audit Committee | |
| Age (Year) | 60 | |
| Nationality | Thai | |
| Address | 505 Soi Soonvijai 4, Bangkapi, Huai Khwang, Bangkok 10310 | |
| Education | <ul style="list-style-type: none"> - Master's degree : Faculty of Economics , International Economics and Finance, 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#276/2019, Thai Institute of Directors (IOD) <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><u>license</u></p> <ul style="list-style-type: none"> - Investment advisor , SET | |

- Investment Manager, SET

Number of shares (%) (as of 31 December 2023) - None -

Relationship with the Executives - None -

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

Conflict of interest on related agenda - None -

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.

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.