



PPPM/2567-011

March 18, 2024

Subject : Notification of agenda for the 2024 Annual General Meeting of Shareholders, Omitted dividend payment of the 2023, Decrease of Registered Capital by Canceling Unissued Shares, Change in Par Value of Shares, Adjustment of Right of PPPM-W4, Legal Reserve Transfer, and Decreasing of Registered Capital, Paid-Up Capital by Decreasing the Par Value of Shares to Dispose Accumulated Losses and Changes in director positions.

To : The President  
The Stock Exchange of Thailand

PP Prime Public Company Limited (the "Company") hereby report the resolution of the Board of Directors' Meeting No. 4/2024 held on March 18, 2024 with important details as follows:

1. Approve changes in director positions as follows:
  - 1.1 Appointment of Mrs. Namkang Pungthong holds the position of Chairman of the Executive Committee in place of Mrs. Supattra Nakmontanakum, effective from March 18, 2024.
  - 1.2 Appointment of Lt.Gen. Krisana Waropas holds the position of Chairman of the Board of Directors in place of Mrs. Namkang Pungthong, effective from March 18, 2024.

Current position as follows:

Name	Position
1. Lt.Gen. Krisana Waropas	Chairman of the Board of Directors / Audit Committee / Nomination and Remuneration Committee
2. Mrs. Namkang Pungthong	Chairman of the Executive Committee / Director
3. Mrs. Supattra Nakmontanakum	Chief Executive Officer / Director

2. Approved to propose to the 2024 Annual General Meeting of Shareholders to acknowledge the operating performance and annual report for the year 2023
3. Approved to propose to the 2024 Annual General Meeting of Shareholders to consider and approve the Company's financial statements and income statement for the Year 2023, ending 31 December 2023.
4. Approved to propose to the 2024 Annual General Meeting of Shareholders to consider and approve the omission of dividend payment for the year 2023 due to the loss from the operating results.



บริษัท พีพี ไพร์ม จำกัด (มหาชน)

PP PRIME PUBLIC COMPANY LIMITED

สำนักงานใหญ่ : 62-62/1 ม.2 ต.หนองขุมพล อ.เขาย้อย จ.เพชรบุรี 76140  
Head Office : 62-62/1 M.2, Nongchumpol, Khao Yoi, Phetchaburi 76140

โทรศัพท์ / TEL : (032) 899881-4  
โทรสาร / FAX : (032) 899885

E-mail : info@ppprime.co.th  
Website : www.ppprime.co.th





5. Approved to propose to the 2024 Annual General Meeting of Shareholders to consider and approve the election of company directors to replace 3 directors who retired by rotation in 2024 and return to their positions as directors and sub-committees are as follow:

1. Mr. Aran Permpiboon                      Director / Chairman of the Audit Committee
2. Mrs. Supattra Nakmontanakum      Director / Chief Executive Officer
3. Pol.Col. Thienrath Vichiensan      Director / Audit Committee / Chairman of the Nomination and Remuneration Committee

6. Approved to propose to the 2024 Annual General Meeting of Shareholders to consider and approve the remunerations of the Board of Directors and the Sub-committees for the year 2024 of not exceeding Baht 5,000,000 (Five Million Baht), same as the previous year, The executive director will not receive meeting allowance. Details of the meeting allowances are as follow:

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



7. Approved to propose to the 2024 Annual General Meeting of Shareholders to consider and approve the appointment of the PricewaterhouseCoopers ABAS Company Limited (PwC) to be the Company's auditor and its subsidiaries for the year 2024

1. Mr. Sa-nga Chokenitisawat Certified Public Accountant No. 11251 and/or
2. Ms. Rodjanart Banyatananusard Certified Public Accountant No. 8435 and/or
3. Mr. Kan Tanthawirat Certified Public Accountant No. 10456

and approve the determination for the audit fee of the year 2024, amounting 2,250,000 Baht (Two Million Two Hundred Fifty Thousand Baht), it remains the same as last year. The audit fee for the subsidiaries in Thailand the amount of 1,950,000 Baht (One Million Nine Hundred and Fifty Thousand Baht) it remains the same as last year and the audit fee for the overseas subsidiaries the amount of 750,000 Baht (Seven Hundred and Fifty Thousand Baht) it remains the same as last year.

Company	Audit Fee (Baht)		Non-audit Fee (Baht)	
	2023	2024	2023	2024
PP Prime Public Company Limited	2,250,000	2,250,000	-	-
Subsidiaries in Thailand (Thailuxe Enterprises (Thailand) Co.,Ltd.)	1,100,000	1,100,000	200,000*	200,000*
Subsidiaries in Thailand (Tluxe Power Co.,Ltd.)	570,000	570,000		
Subsidiaries in Thailand (Tluxe Global Business Co.,Ltd.)	280,000	280,000		
Overseas Subsidiaries (Take a survey)	4,200,000	4,200,000		
Total	750,000	750,000	200,000*	200,000*
Overseas Subsidiaries	4,950,000	4,950,000		
Total	2,250,000	2,250,000		

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

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

8. Approved to propose to the 2024 Annual General Meeting of Shareholders to consider and approve the decrease of the Company's registered capital at the amount of 8 Baht from the existing registered capital of 14,532,108,888 Baht to the new registered capital of 14,532,108,880 Baht by cancelling unissued ordinary shares at the amount of 8 shares, with a par value of 1.00 Baht per share, which are shares allocated for the accommodation of the exercise of warrants to purchase 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 10 June 2019.

In this regard, the Company still has 1,729,477,500 shares remaining with a par value of 1.00 Baht per share, divided into: (1) to accommodate the exercise of conversion rights of convertible debentures according to the resolution of the Extraordinary General Meeting of Shareholders No. 1/2024, held on 30 January 2024, in the amount of 555,555,767 shares and (2) to accommodate the exercise of the rights of warrants to purchase 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 10 June 2019, at the amount of 1,173,921,733 shares.

In addition, the Board of Directors' meeting resolved to approve to propose to the 2024 Annual General Meeting of Shareholders to consider and approve the amendment of Clause 4 of the Memorandum of Association to be line with the decrease of the Company’s registered capital, as follows

“Clause 4.	Registered Capital	14,532,108,880	Baht	(Fourteen Billion Five Hundred Thirty-Two Million One Hundred Eight Thousand Eight Hundred Eighty Baht)
	Divided into	14,532,108,880	Shares	(Fourteen Billion Five Hundred Thirty-Two Million One Hundred Eight Thousand Eight Hundred Eighty Shares)
	Par value per share	1.00	Baht	(One Baht)
	Divided into			
	Ordinary share	14,532,108,880	Shares	(Fourteen Billion Five Hundred Thirty-Two Million One Hundred Eight Thousand Eight Hundred Eighty Shares)
	Preference share	-	Shares	(-Share)”

Including, the Board of Directors' meeting resolved to approve to propose to the 2024 Annual General Meeting of Shareholders to consider and approve the authorization of the Chief Executive Officer and/or authorized directors of the Company and/or any persons designated by the Chief Executive Officer or authorized directors of the Company as the authorized person to determine the conditions and details of the relevant procedures regarding the capital decrease and amendments to the said Memorandum of Association. As well as, to change words or phrases of the minutes of the shareholders' meeting,



Memorandum of Association, and/or any application and/or any proceeding to comply with the registrar in order to file registration of the decrease of registered capital and amendment of the Company's Memorandum of Association to the Department of Business Development, the Ministry of Commerce.

9. Approved to propose to the 2024 Annual General Meeting of Shareholders to consider and approve the change in par value of the Company's shares by reverse stock split from the original par value of 1.00 Baht per share to a par value of 20.00 Baht per share, resulting in a decrease in the number of shares of the Company by 13,805,503,436 shares from the original 14,532,108,880 shares, with a par value of 1.00 Baht per share, amounting to 726,605,444 shares, with a par value of 20.00 Baht per share. Any change in the par value of such Company's shares will result in a decrease in the number of shares held by each shareholder in the ratio 20 existing shares for 1 new share as follows:

	<u>Before</u> change in the par value	<u>After</u> change in the par value
Registered capital*	14,532,108,880.00 Baht	14,532,108,880.00 Baht
Paid-up capital	12,802,631,380.00 Baht	12,802,631,380.00 Baht
Number of registered shares*	14,532,108,880 shares	726,605,444 shares
Number of paid-up shares	12,802,631,380 shares	640,131,569 shares
Par value	1.00 Baht per share	20.00 Baht per share

**Remark\*:**

- (1) The amount of registered capital and the number of registered shares after decreasing the registered capital by canceling 8 unissued shares.
- (2) After changing the par value of the Company's shares by reverse stock split, the number of shares accommodating the exercise of conversion rights of convertible debentures according to the resolution of the Extraordinary General Meeting of Shareholders No. 1/2024, held on 30 January 2024, will be reduced in total to 27,777,788 shares (originally 555,555,767 shares) and the number of shares accommodating the exercise of PPPM-W4 according to the resolution of the Extraordinary General Meeting of Shareholders No. 1/2019, held on 10 June 2019, will be reduced in total to 58,696,087 shares (originally 1,173,921,733 shares).

In this regard, the calculation of the change in par value from 1.00 Baht per share to 20.00 Baht per share will affect some shareholders who have insufficient fractional existing shares to convert into new shares, such fractions resulting from the calculation will be rounded down. In calculating the change in the par value of the shares and the rounding of the shares, the Company will assign Thailand Securities Depository Company Limited ("TSD"), the Company's share registrar, to carry out the calculation according to the TSD system.



However, to preserve the rights of the shareholders affected by the rounding of such shares, shareholders may purchase or sell leftover shares (odd lot) on the Stock Exchange of Thailand (“SET”) to have a suitable amount for the calculation of the reverse stock split before the date on which the change in the par value of the Company's shares becomes effective. However, in regards to shareholders who does not have sufficient existing shares to convert to new shares, which was discarded after such calculation, the Company is willing to pay compensation in cash for the leftover original shares that have been discarded at the price of 1.00 Baht per share (which is equal to the existing par value of the Company). The shareholders who have been affected shall have their leftover shares compensated with the following method:

- (1) Receive cash compensation for leftover shares in person at No. 1279/1 Bor Bai Mai Building, Ramkhamhaeng Road, Huamark, Bangkok 10240 or
- (2) Notifies the Company of the intention to receive compensation for leftover shares by transferring money to a bank account in writing via postal mail to the Company or electronic mail (e-mail) of the Company at [ir@ppprime.co.th](mailto:ir@ppprime.co.th) by attaching documents to verify the identity of the shareholders that is still valid (such as a copy of the identification card, a copy of the government official card, a copy of the state enterprise employee card, passport copy, or a copy of a company affidavit, etc.) together with a copy of the deposit account to receive the compensated money. The name of the owner of such deposit account must be the same as the name of the shareholder. However, the Company shall transfer such compensation after verification of the submitted information.

In this regard, requesting cash compensation for leftover shares in person or requesting compensation for leftover shares by transferring money to a bank account as mentioned above, shareholders must finish either process within 1 month from the date of registration of the change in the par value of the Company's shares with the Department of Business Development, Ministry of Commerce, which is expected to be in June 2024. In this regard, the Company will announce the details through the news notification system of the Stock Exchange of Thailand (“SET”). In this regard, if any shareholder does not receive cash compensation or does not notify intention to receive compensation by transferring money to a bank account within the specified period, the Company will assume that such shareholder waives the right to receive such compensation.

Including, the Board of Directors' meeting resolved to approve to propose to the 2024 Annual General Meeting of Shareholders to consider and approve the authorization of the Board of Directors and/or Executive Committee and/or Chief Executive Officer and/or authorized directors of the Company and/or any persons designated by the Board of Directors or Executive Committee or Chief Executive Officer or authorized directors of the Company to take any action necessary and appropriate in relation to the



change in the par value of the shares by reverse stock split in all respects, including but not limited to determination of conditions and other details for compensation for the fractional shares, notifying or asking for permission from any relevant agencies, and complying with relevant laws and/or regulations. Moreover, the Board of Directors' meeting resolved to approve to propose to the 2024 Annual General Meeting of Shareholders to consider and approve the amendment of Clause 4 of the Company's Memorandum of Association to be in the line with the change in the par value of the Company's shares, as follows:

“Clause 4.	Registered Capital	14,532,108,880	Baht	(Fourteen Billion Five Hundred Thirty-Two Million One Hundred Eight Thousand Eight Hundred Eighty Baht)
	Divided into	726,605,444	Shares	(Seven Hundred Twenty-Six Million Six Hundred Five Thousand Four Hundred Forty-Four Shares)
	Par value per share	20.00	Baht	(Twenty Baht)
	Divided into			
	Ordinary share	726,605,444	Shares	(Seven Hundred Twenty-Six Million Six Hundred Five Thousand Four Hundred Forty-Four Shares)
	Preference share	-	Shares	(-Shares)”

Including, the Board of Directors' meeting resolved to approve to propose to the 2024 Annual General Meeting of Shareholders to consider and approve the authorization of the Chief Executive Officer and/or authorized directors of the Company and/or any persons designated by the Chief Executive Officer or an authorized director of the Company as the authorized person to determine the conditions and details of the relevant procedures regarding such change in par value of shares; as well as correcting words or text in the minutes of the shareholders' meeting, Memorandum of Association, and/or various requests, and/or take any action in order to comply with the Registrar's instruction in filing for registration of change in par value of shares and amendment of the Company's Memorandum of Association to the Department of Business Development, Ministry of Commerce.

In addition, to change the par value of the Company's shares as mentioned above, the Company is required to adjust the exercise price and exercise ratio according to the warrants to purchase ordinary



shares of PP Prime Public Company Limited No. 4 (PPPM-W4) under the terms and conditions governing the rights and obligations of the warrant issuer and warrant holder of the warrants to purchase ordinary shares of PP Prime Public Company Limited No. 4 ("Terms and Conditions of PPPM-W4") in order to protect the interests of warrant holders, the details of the calculation are as follows:

	Before the adjustment of rights with a par value of 1.00 Baht per share	After the change of par value of 20.00 Baht per share
Exercise Price (Baht)	0.199 Baht per share	3.98 Baht per share
Exercise Ratio	1 Warrant Unit to 5.03 Newly Issued Ordinary Share	1 Warrant Unit to 0.25 Newly Issued Ordinary Share

**Remark:**

1. Changes in exercise price and exercise ratio will take effect immediately upon the new par value as published through the information system of the SET.
2. If the number of shares calculated from the exercise of warrants is a fraction of a share disregard such fraction

10. Approved to propose to the 2024 Annual General Meeting of Shareholders to consider and approve the transfer of legal reserves in total of 56,845,152 Baht and share premium in total of 612,679,954 Baht, totaling 669,525,106 Baht (the Company has no other reserves) to compensate for the share discount, and the accumulated losses of the Company in the amount of 12,832,069,003 Baht. After the transfer of legal reserve and share premium, the Company still have the discount on the share value and accumulated losses remaining in the amount of 12,162,543,897 Baht. However, such action will not affect the value of the shareholders' equity in any way. Due to the fact, that it is only a deduction of account numbers, according to the information of shareholders' equity as follows:

Components of Shareholders' Equity (Unit: Baht)	Before transferring reserve funds	After transferring reserve funds
Registered capital	14,532,108,880	14,532,108,880
Paid-up capital	12,802,631,380	12,802,631,380
Premium on ordinary share	612,679,954	-
Discount on ordinary share*	(10,830,622,877)	(10,217,942,923)
Legal Reserves	56,845,152	-
Accumulated profit (loss) – Unappropriated	(2,001,446,126)	(1,944,600,974)
<b>Total Shareholders' Equity*</b>	<b>573,660,919</b>	<b>573,660,919</b>





**Remark:** \*The number of discount on ordinary share and the total shareholders' equity increased from what appears in the Company's separate financial statements that have been audited by the Company's auditor, ending on 31 December 2023 (originally 10,406,178,634 Baht and 553,660,929 Baht, respectively) because the Company has registered an increase in paid-up capital from the conversion of convertible debentures on 15 March 2024, totaling 444,444,233 shares, which increasing the original amount of the paid-up capital in amount of 12,358,187,147 Baht, amounting to 12,802,631,380 Baht. The exercise price of conversion rights is 0.045 Baht per share, therefore there is an increase in discount on ordinary share.

11. Approved to propose to the 2024 Annual General Meeting of Shareholders to consider and approve the decrease of the registered capital of the Company in the amount of 13,805,503,436 Baht from the existing registered capital of 14,532,108,880.00 Baht to the new registered capital of 726,605,444 Baht and decrease of the paid-up capital of the Company in the amount 12,162,499,811 Baht from the existing paid-up capital of 12,802,631,380 Baht to the new paid-up capital of 640,131,569 Baht by changing the par value of the Company's shares from the original par value of 20.00 Baht per share to a par value of 1.00 Baht per share to use the capital from the capital decrease of 12,162,499,811 Baht to compensate the discount on ordinary share and remaining accumulated losses of the Company in the amount of 12,162,543,897 Baht, with the number of ordinary shares remaining the same at 726,605,444 shares. In this regard, after such action, the Company will still have accumulated losses in the amount of 44,086 Baht.

In this regard, such capital decrease will not have any effect on the value of the shareholders' equity of the Company. The Company's shareholders' equity has not changed, and the intrinsic value of the Company's share remains its original value. Such capital decrease is only an accounting adjustment, the details are as follows:

Components of Shareholders' Equity (Unit: Baht)	<u>Before</u> decrease of the registered capital	<u>After</u> decrease of the registered capital
Registered capital	14,532,108,880	726,605,444
Paid-up capital	12,802,631,380	640,131,569
Premium on ordinary share	-	-
Discount on ordinary share*	(10,217,942,923)	-
Legal Reserves	-	-
Accumulated profit (loss) – Unappropriated	(1,944,600,974)	(44,086)
<b>Total Shareholders' Equity*</b>	<b>573,660,919</b>	<b>573,660,919</b>

**Remark:** \*The number of discount on ordinary share and the total shareholders' equity increased from what appears in the Company's separate financial statements that have been audited by the Company's auditor,



ending on 31 December 2023 (originally 10,406,178,634 Baht and 553,660,929 Baht, respectively) because the Company has registered an increase in paid-up capital from the conversion of convertible debentures on 15 March 2024, totaling 444,444,233 shares, which increasing the original amount of the paid-up capital in amount of 12,358,187,147 Baht, amounting to 12,802,631,380 Baht. The exercise price of conversion rights is 0.045 Baht per share, therefore there is an increase in discount on ordinary share.

Moreover, after the transfer of legal reserve funds and the share premium, the Company still has a discount on ordinary share and accumulated losses remaining, the Company therefore decrease its capital to less than one-fourth of the total capital in accordance with Section 139 of the Public Limited Companies Act B.E. 2535 (as amended) ("**Public Limited Companies Act**"). In this case, upon approval from the shareholders' meeting of the Company, the Company will submit a notification of the resolution of the capital decrease to all creditors of the Company within 14 days from the date of the resolution of the shareholders' meeting. The period for the creditors to submit an objection for such capital decrease is within 2 months from the date of receipt of the notice of the resolution, and the Company will advertise such resolution in the newspaper and/or on the Company's website within 14 days from the date of the resolution of the shareholders' meeting under Section 141 of the Public Limited Companies Act.

In this regard, the Board of Directors' meeting resolved to approve to propose to the 2024 Annual General Meeting of Shareholders to consider and approve the authorization of the Board of Directors and/or Executive Committee and/or Chief Executive Officer and/or authorized directors of the Company and/or any persons designated by the Board of Directors or Executive Committee or Chief Executive Officer or an authorized director of the Company to have the power to determine other details related to the decrease of registered capital and paid-up capital, which includes but is not limited to (1) determination of conditions and other details relating to the decrease of registered capital and paid-up capital by decreasing the par value of shares (2) negotiation, agreement and signing in the application documents related to the decrease of registered capital and paid-up capital by decreasing the par value of such shares, which includes submitting applications for permission, documents and any evidence to government agencies or relevant agencies, including having the power to take any other necessary and appropriate actions in relation to the decrease of registered capital and paid-up capital by decreasing the par value of the above shares as deemed appropriate by complying with relevant laws and/or regulations.

Moreover, the Board of Directors' meeting resolved to approve to propose to the 2024 Annual General Meeting of Shareholders to consider and approve the amendment of Clause 4 of the Company's Memorandum of Association to be in the line with the decrease of the Company's registered capital, as follows:



“Clause 4.	Registered Capital	726,605,444	Baht	(Seven Hundred Twenty-Six Million Six Hundred Five Thousand Four Hundred Forty-Four Baht)
	Divided into	726,605,444	Shares	(Seven Hundred Twenty-Six Million Six Hundred Five Thousand Four Hundred Forty-Four Shares)
	Par value per shares	1.00	Baht	(One Baht)
	Divided into			
	Ordinary share	726,605,444	Shares	(Seven Hundred Twenty-Six Million Six Hundred Five Thousand Four Hundred Forty-Four Shares)
	Preference share	-	Shares	(-Shares)”

In this regard, the Board of Directors' meeting resolved to approve to propose to the 2024 Annual General Meeting of Shareholders to consider and approve the authorization of the Chief Executive Officer and/or authorized directors of the Company and/or any persons designated by the Chief Executive Officer or an authorized director of the Company to have the authority to determine the conditions and details of actions related to the capital decrease; as well as correcting words or text in the minutes of the shareholders' meeting, Memorandum of Association, and/or various requests, and/or take any action in order to comply with the Registrar's instruction in filing for registration of the capital decrease and amendment of the Company's memorandum of association to the Department of Business Development, Ministry of Commerce.

In this regard, the procedure and schedule for the implementation of the reverse stock split and capital decrease plan to dispose accumulated loss of the Company, detailed as follows:

No.	Procedures	Date	Remark
1.	The Date of the 2024 Annual General Meeting of Shareholders	29 April 2024	-

No.	Procedures	Date	Remark
2.	Registration of the capital decrease resolution, change of par value ( by <u>reverse stock split</u> of the Company) and amendment of the Memorandum of Association with the Department of Business Development, Ministry of Commerce.	1 <sup>st</sup> week of May 2024	Within 14 days from the 2024 Annual General Meeting of Shareholders approval of the capital decrease and change of par value
3.	Notify the resolution of the capital decrease to the Company's creditor and publish such resolution on the newspaper or on the Company's website		
4.	Due date for receiving the fractional share payment resulting from the change in the par value	Approximately 2 <sup>nd</sup> week of June 2024	Within 1 month from the date of registration of the change in par value (according to No.2) with the Department of Business Development, Ministry of Commerce
5.	Due date for submitting the creditor's objection	Approximately 2 <sup>nd</sup> week of July 2024	After 2 months from the date the creditors receive the notice of capital decrease resolution (according to No.3)
6.	Registration of the decrease of registered and paid-up capital (by <u>decreasing</u> the par value of the Company) and amendment of the Memorandum of Association with the Department of Business Development, Ministry of Commerce	Approximately 2 <sup>nd</sup> – 3 <sup>rd</sup> week of July 2024	Registration after the expiration of the creditor's objection period (2 months) (according to No.5) and there is no objection by the creditor or in case there is an objection and the Company has already paid the debt or provided a guarantee for that debt

No.	Procedures	Date	Remark
7.	Notify shareholders and advertise the registration of capital decrease (according to No. 6) has been completed in newspapers or on the Company's website	Approximately 3 <sup>rd</sup> week of July 2024	Within 14 days from the date of completion of capital decrease registration

**Remark:** The procedures and schedule for changing the par value of shares and decreasing capital to clear the accumulated losses of the Company can be adjusted according to the operating situation and suitability, subject to the provisions of the law.

12. Approved to schedule the date of the 2024 Annual General Meeting of Shareholders on Monday April 29, 2024 at 01:30 p.m. at Sky Ballroom floor 18, Alexander Hotel Bangkok, which the date for determining the lists of shareholders who have the right to attend the 2024 Annual General Meeting of Shareholders (Record Date) is set on April 2, 2024 in order to consider the various agendas as follows:

- Agenda 1 Acknowledge the operating performance and annual report for the year 2023
- Agenda 2 Consider and approve the Company's financial statements and income statement for the Year 2023, ending 31 December 2023
- Agenda 3 Consider and approve the omission of dividend payment for the year 2023
- Agenda 4 Consider and approve the election of Company directors to replace those who retired by rotation
- Agenda 5 Consider and approve the remuneration of the Board of Directors and sub-committees for the year 2024
- Agenda 6 Consider and approve the appointment of auditors for the year 2024 and determine the compensation
- Agenda 7 Consider and approve the decrease of the Company's registered capital by canceling the unissued ordinary shares the Company and the amendment of Clause 4 of the Company's Memorandum of Association to be in line with the decrease of the Company's registered capital
- Agenda 8 Consider and approve the change in the par value of the shares by reverse stock split of the Company's shares and the amendment of Clause 4 of the Company's Memorandum of Association to be in line with the change in the par value of the Company's shares.
- Agenda 9 Consider and approve the transfer of legal reserve fund and the shares premium to compensate for discount on the share value and accumulated losses of the Company



Agenda 10 Consider and approve the decrease of the registered capital and paid-up capital of the Company by decreasing the par value of the Company's shares and the amendment of Clause 4 of the Company's Memorandum of Association to be in line with the decrease of the Company's registered capital.

Agenda 11 Consider other matters (if any)

Moreover, the Board of Directors' meeting resolved to approve to propose to the 2024 Annual General Meeting of Shareholders to consider and approve the authorization of the Chief Executive Officer and/or authorized directors of the Company and/or any persons designated by the Chief Executive Officer or an authorized director of the Company is authorized to take any action related to calling the 2024 Annual General Meeting of Shareholders, including issuing notice of the 2024 Annual General Meeting of Shareholders, determine and amend the date, time, place, and other details as deemed necessary or appropriate under the framework of relevant laws

Please be informed accordingly.

Yours sincerely,

(Mrs. Supattra Nakmontanakum)

Chief Executive Officer

PP Prime Public Company Limited

Corporate Secretary Office

Tel: 093-810-0361