



Invitation to the 2024 Annual General Meeting  
of the Shareholders  
of PP Prime Public Company Limited

22 April 2024

at 13.30 hours

At Sky Ballroom floor 18, Alexander Hotel

No. 1, Soi Ramkhamhaeng 83/3, Huamark, Bang Kapi, Bangkok 10240



11 April 2024

**Subject:** Invitation to attend the 2024 Annual General Meeting of Shareholders

**Attention:** Shareholders of PP Prime Public Company Limited

- Enclosures**
1. Annual Report 2023 form 56-1 One Report (Financial Statement and Profit & Loss Statement for the period ended 31 December 2023) in form of QR Code (for consideration Agenda 1 and 2)
  2. Brief biography of the nominees for the Board of Directors (for consideration Agenda 4)
  3. Criteria for director nomination and definition of the independent directors (for consideration Agenda 4)
  4. Proxy forms: A, B and C
  5. Documents Required for meeting attendance and attend the shareholders Meeting
  6. List of Independent Directors for Proxy Appointment and Definition of Independent Director
  7. Articles of Association in respect of the shareholders' meeting
  8. Map of shareholders meeting venue

The Board of Directors of PP Prime Public Company Limited (the “**Company**”) has resolved to hold the 2024 Annual General Meeting of Shareholders on 22 April 2024 at 13.30 hours at Sky Ballroom floor 18, Alexander Hotel, No. 1 Soi Ramkhamhaeng 83/3, Huamark, Bang Kapi, Bangkok 10240, together with the Board of Directors' opinions, as follows:

**Agenda 1 Acknowledge the operating performance and annual report for the year 2023**

**Objective and Reason:** Report on the Company's operating performance for the year 2023 and other important information appeared in the Annual Report 2023 form 56-1 One Report in form of QR Code. (The details are shown in Enclosure 1)

**Board of Directors' Opinion:** The Board of Directors to propose to the 2024 Annual General Meeting of Shareholders should acknowledge the operating performance and the Annual Report for the year 2023.

**Voting:** This agenda is for acknowledgement, no vote required.



Agenda 2 Consider and approve the Company's financial statements and income statement for the Year 2023, ending 31 December 2023

**Objective and Reason:** In accordance with the Public Limited Act B.E. 2535 (1992) No. 112 and the Company Article of Association No. 38 determined that the Company has to organize the balance sheet and the profit & loss statement to propose the shareholders' meeting. The Company then has arranged the financial statements and income statement for the period ended 31 December 2023 that has been reviewed and verified by the certified public accountant appeared in the Annual Report 2023 form 56-1 One Report. (The details are shown in Enclosure 1)

Financial statements and income statement of PP Prime Public Company Limited and subsidiaries.

Unit: million baht

	Consolidated financial statements		Separate financial statements	
	Year 2023	Year 2022	Year 2023	Year 2022
1. Total current assets	288	497	131	284
2. Total non-current assets	846	935	708	759
3. Total assets	1,134	1,432	839	1,043
4. Total current liabilities	502	728	273	533
5. Total non-current liabilities	94	98	13	14
6. Total Liabilities	596	826	286	547
7. Total Equity	538	606	553	496

**Audit Committee's Opinion:** The Audit Committee had reviewed the financial statements and income statement of the company and its subsidiaries for the period ended 31 December 2023 in accordance with the auditors reviewed and certified. It is opined that the information is correct, valid, and trusted together with enough disclosure.

**Board of Directors' Opinion:** The Board of Directors had considered the financial statements and income statement without different opinion with the Audit Committee. They agreed to propose to the 2024 Annual General Meeting of Shareholders to consider and approve the financial statements and income statement for the period ended 31 December 2023 that reviewed and verified by the certified public accountant together with reviewing by the Audit Committee. Details are shown in the Annual Report 2023 form 56-1 One Report in form of QR Code. (The details are shown in Enclosure 1)



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

**Agenda 3 Consider and approve the omission of dividend payment for the year 2023**

Objective and Reason: The Company has a policy to approve the allocation of dividends from the operating period from 1 January and 31 December of each year. The dividend payment is not less than 60% of the net profit. (After deduction the reserve by the law) to the shareholders according to the individual shareholding ratio. Dividend payment may be subject to change depending on the Company's operating results, financial position and future projects, including the overall economy and the Articles of Association, Clause 40, states that "dividends from other types of income shall not be distributed. In the case the Company still has losses, dividends are not allowed." In addition, according to Clause 116 of the Public Company Limited Act B.E. 2535 (1992) had determined the Company must arrange legal reserve of no less than 5 percent of annual profit deducting the accumulated loss (if any) until the reserve is amounted of no less than 10 percent of the registered capital.

Due to the loss of the Company's performance for the year 2023, it is requested to the shareholders meeting to approve the omission of dividend payment.

Board of Director's Opinion: The Board of Directors agreed to propose the 2024 Annual General Meeting of Shareholders to approve the omission of dividend payment.

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

**Agenda 4 Consider and approve the election of Company directors to replace those who retired by rotation**

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

In 2024, there are directors who will be retired by rotation as follows:

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

The Company has notified via the system of the Stock Exchange of Thailand allowing the shareholders to propose the agendas and the list of persons who are qualified to be the Company's directors in advance, from January 13, 2024 to February 14, 2024. Consequently, there were no shareholders proposing list of persons to be elected as directors in accordance with the Company's rules.

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

**Board of Directors' Opinion:** The Board of Directors excluding nominated directors, agreed in accordance with the Nomination and Remuneration Committee which has been filtered to consider with prudence and caution to ensure that the three nominees this time have been considered in accordance with the process specified by the Company and have qualifications in accordance with relevant regulations and suitable for the business of the company. Therefore, it is deemed appropriate to propose to the 2024 Annual General Meeting of Shareholders to elect the 3 directors to return to Directors and Sub-committee's Directors for the next terms as follows:

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

The Board of Directors opined that the 3 directors are fully qualified in relation to the Company Article of Association, the Public Limited Act B.E. 2535 (1992) and the security laws. In addition, they all are knowledgeable, expertise, business related experience, and they are being able to devote time and ability to the utmost benefit of the Company, shareholders, and stakeholders. As

a consequence, they are suitable to return to the next term of being directors. In addition, Mr. Aran Permpiboon and Pol.Col. Thienrath Vichiensan who is proposed to return the independent director, has qualified in accordance with the law related to the requirements relating to independent directors.

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

**Agenda 5 Consider and approve the appointment of auditors for the year 2024 and determine the compensation**

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

The remuneration for Directors and Sub-committee's Directors for the year 2023 had been approved on the Annual General Meeting of Shareholders dated 28 April 2023 of not exceeding Baht 5,000,000 (Baht Five Million) comprised of meeting allowances with no other benefits, which the actual payment of 1,567,000 Baht (One million five hundred sixtyseven thousand baht).

Nomination and Remuneration Committee's Opinion: The Nomination and Remuneration Committee had considered the director remuneration by referring to the suitability, duties, responsibilities in conjunction with the overall operation together with the comparison with other companies in the same business and same size, the expansion of business growth. They would like to propose to the Board of Directors and to escalate to the 2024 Annual General Meeting of Shareholders to consider and approve the director remuneration of not exceeding 5,000,000 Baht (Five Million Baht), (unchanged) which is the same as last year to be consistent with the current situation of the company Details of the meeting allowances are as following:

Title	Meeting allowance (Baht per person / Meeting)	
	Year 2023	Year 2024 (Proposed Year)
<b>The Board of Directors (BOD)</b>		
- Chairman of the Board of Directors	15,000	15,000
- Board of Directors Members	10,000	10,000
<b>Audit Committee (AC)</b>		
- Chairman of the Audit Committee	15,000	15,000
- Audit Committee Members	10,000	10,000
<b>Executive Committee (EXCOM)</b>		
- Chairman of the Executive Committee	15,000	15,000
- Executive Committee Members	10,000	10,000
<b>Nomination &amp; Remuneration Committee (NRC)</b>		
- Chairman of the Nomination & Remuneration Committee	15,000	15,000
- Nomination & Remuneration Committee Members	10,000	10,000
<b>Sustainability Development Committee (SD)</b>		
- Chairman of the Sustainability Development Committee	15,000	15,000
- Sustainability Development Committee Members	10,000	10,000

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

**Board of Directors' Opinion:** The Board of Directors opined in relation with the Nomination and Remuneration Committee approved to propose to the 2023 Annual General Meeting of Shareholders the director's remuneration for the year 2024 as details above.

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

**Agenda 6** Consider and approve the appointment of auditors for the year 2024 and determine the compensation

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



**Audit Committee's Opinion:** The Audit Committee had considered the appointment of the Company Auditor and proposed to the Board of Directors to appoint one of the following auditors from PricewaterhouseCoopers ABAS Company Limited (PwC) to be the Company Auditor and its subsidiaries for the year 2024 (PricewaterhouseCoopers ABAS Ltd. (PwC) is the original auditor since 2023, having been an auditor for the company for 2 year) as follows:

List of auditors proposed for appointment in 2024

List of auditors	Number of Certified Public Accountant	Number of years being the auditor of the company
1. Mr. Sa-nga Chokenitisawat	11251	2 Year (2023)
2. Ms. Rodjanart Banyatananusard	8435	2 Year (2023)
3. Mr. Kan Tanthawirat	10456	2 Year (2023)

Comparison of audit fees

Company	Audit Fee (Baht)		Non-audit Fee (Baht)	
	Year 2023	Year 2024	Year 2023	Year 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		
Total	4,200,000	4,200,000	200,000*	200,000*
Overseas Subsidiaries	750,000	750,000		
Total	4,950,000	4,950,000		

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

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

In addition, should 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. The subsidiaries use the same auditing firm. The Audit Committee has considered that PricewaterhouseCoopers ABAS Company Limited (PwC) has a good



standard of work. It is recognized and trusted by companies all over the world and to increase the confidence of shareholders.

In addition, there is an opinion that shareholders should approve determine the audit fee for the year 2024 in the amount of 4,950,000 baht (Four Million Nine Hundred and Fifty Thousand Baht). The auditors have no relationship and/ or no conflict of interest with the Company/Subsidiaries/Management/major shareholders or relating such person. Shareholders have enough information to decide the nominated auditors have sufficient independence to perform their duties. The Board of Directors will ensure the preparation of the financial statements will be scheduled on time.

**Board of Directors' Opinion:** The Board of Directors opined in relation with the Audit Committee's to propose the 2024 Annual General Meeting of Shareholders to approve the appointment of Auditors and determine the audit fee for the year 2024, as detailed above.

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

**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

**Objective and Reason:** The Company intends to propose 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.

**Board of Directors' Opinion:** The Board of Directors considered and deemed appropriate 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 and the amendment of Clause 4 of the Memorandum of Association to be line with the decrease of the Company's registered capital, including the authorization according to the details specified in the aforementioned objective and reasons.

**Voting:** The resolution of this agenda requires approval by a vote of not less than three-fourths (3/4) of the total votes of the shareholders who attended the meeting and are entitled to vote.

In this regard, since Agenda 7, 8, and 10 are related and conditional on each other, therefore, if any agenda is not approved by the 2024 Annual General Meeting of Shareholders, there will be no consideration of the other agenda that are related and conditional on each other and it will be considered that the agendas that are related and conditional on each other that have already been approved will be cancelled.

**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.

**Objective and Reason:** The Company intends to propose 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
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**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, Bo Bai Mai Building, Ramkhamhaeng Road, Hua Mak Subdistrict, Bang Kapi District, 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 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.

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 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.

**Board of Directors' Opinion:** The Board of Directors considered and deemed appropriate 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 and the amendment of Clause 4 of the Memorandum of Association to be line with the change in par value of the Company's shares, including the authorization according to the details specified in the aforementioned objective and reasons.

**Voting:** The resolution of this agenda requires approval by a vote of not less than three-fourths (3/4) of the total votes of the shareholders who attended the meeting and are entitled to vote.

In this regard, since Agenda 7, 8, and 10 are related and conditional on each other, therefore, if any agenda is not approved by the 2024 Annual General Meeting of Shareholders, there will be no consideration of the other agenda that are related and conditional on each other and it will be considered that the agendas that are related and conditional on each other that have already been approved will be cancelled.

**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**

**Objective and Reason:**

To compensate for the discount on share value and accumulated losses of the Company, to prepare and to provide the Company the opportunity to pay dividends when the Company has operating profits and sufficient cash flow, which will be beneficial to shareholders in whole. The Company intends to propose 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.

**Board of Directors' Opinion:** The Board of Directors considered and deemed appropriate 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 details specified in the aforementioned objective and reasons.

**Voting:** The resolution of this agenda requires the majority votes of the shareholders who attended the meeting and cast their votes.



- 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.

**Objective and Reason:**

Since the Company still has a discount on ordinary shares and accumulated losses after transferring legal reserves and the shares premium, therefore, in order to compensate for the discount on ordinary shares and such remaining accumulated losses. The Company intends to propose 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	22 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.	4 <sup>th</sup> week of April 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 4 <sup>th</sup> week of May 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 4 <sup>th</sup> week of June 2024	After 2 months from the date the creditors receive the notice of capital decrease resolution (according to No.3)

No.	Procedures	Date	Remark
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 4 <sup>th</sup> week of June 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
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 4 <sup>th</sup> week of June 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.

**Board of Directors' Opinion:** The Board of Directors considered and deemed appropriate 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 and the



amendment of Clause 4 of the Memorandum of Association to be line with the decrease of the Company's registered capital, including the authorization according to the details specified in the aforementioned objective and reasons.

**Voting:** The resolution of this agenda requires approval by a vote of not less than three-fourths (3/4) of the total votes of the shareholders who attended the meeting and are entitled to vote.

In this regard, since Agenda 7, 8, and 10 are related and conditional on each other, therefore, if any agenda is not approved by the 2024 Annual General Meeting of Shareholders, there will be no consideration of the other agenda that are related and conditional on each other and it will be considered that the agendas that are related and conditional on each other that have already been approved will be cancelled.

**Agenda 11      Other matters to be considered (if any)**

On the date of the 2024 Annual General Meeting of Shareholder, the Company will allow shareholders and/or proxy holder to register and have document checked from the proxy form 11.30 am. The Company would like the shareholders and/or proxy holder to please study the documents to show the right to attend the shareholder meeting (The details are shown in Enclosure 5)

In case shareholders are unable to attend the meeting by themselves, they are able to appoint proxy to other or the independent directors who has been proposed by the Company to be their proxy holders (The details are shown in Enclosure 6) to attend the meeting on their behalf by filling information and signature in proxy B (this form is clearly being determined details for proxy) or proxy A (general form) of Proxy C (only for foreign investors who wish to appoint custodian) in Thailand who is the depository the securities that can be download from the website [www.ppprime.co.th](http://www.ppprime.co.th). Shareholders can only select one of each along with the documents Required for meeting attendance and attend the shareholders meeting (Enclosure 5). The Company Article of Association regarding the shareholder meeting, shareholders can study from the details are shown in Enclosure 7.

If shareholders have queries or questions regarding the AGM 2024, please feel free to send these queries to Corporate Secretary Department at least 1 week in advance of the meeting date at the address below:

Company Secretary Department

email: [ir@ppprime.co.th](mailto:ir@ppprime.co.th) or

By Post : PP Prime Public Company Limited

No. 1279/1 Bor Bai Mai Building, Ramkhamhaeng Road, Huamark, Bangkok 10240.

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

Brief biography of the nominees for the Board of Directors

<b>Name</b>	Mr. Aran Permpiboon	
<b>Position</b>	Independent Director / Chairman of the Audit Committee	
<b>Age (Year)</b>	80	
<b>Nationality</b>	Thai	
<b>Education</b>	- Master's degree: Public Administration, National Institute of Development Administration - Bachelor's degree: Electrical Engineering, Chulalongkorn University	
<b>Number of shares (%) (as of 31 December 2023)</b>	- None -	
<b>Relationship with the Executives</b>	- None -	
<b>Working Experiences</b>		
2021 - Present	Independent Director / Chairman of the Audit Committee, PP Prime Public Company Limited	
<b>Current positions in other Listed Companies</b>		
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	
<b>Current positions in other (Not Listed Companies)</b>		
- None -		
<b>Conflict of interest on related agenda</b>	- None -	
<b>Type of directors to be proposed</b>	Independent Director / Chairman of the Audit Committee	
<b>No. of years to entitle the director</b>	2 Years 5 Months	
<b>Meeting attendance for 2023</b>	- Participated in 1/1 (equivalent to 100%) Meetings of Annual General Meeting of Shareholders 2023 - Participated in 13/13 (equivalent to 100%) Meetings of Board of Directors Meeting - Participated in 11/11 (equivalent to 100%) Meetings of Audit Committee Meeting	



Brief biography of the nominees for the Board of Directors

**Name** Mrs. Supattra Nakmontanakum  
**Position** Director / Chairman of Executive Committee / Chief Executive Officer  
**Age (Year)** 54  
**Nationality** Thai  
**Education** - Master's degree : Finance and Banking, Assumption University  
 - Bachelor's degree : Finance and Banking, Assumption University  
**Number of shares (%) (as of 31 December 2023)** - None -  
**Relationship with the Executives** - None -



**Working Experiences**

2021 – Present Director / Executive Committee / Chief Executive Officer, PP Prime Public Company Limited

**Current positions in other Listed Companies**

- None -

**Current positions in other (Not Listed Companies)**

2022 – Present Director, Thai Luxe Enterprises (Thailand) Company Limited  
 2015 – Present Director, 125 Glory Cuisine Company Limited  
 1999 – 2006 Assistant to Managing Director, Beauty Siah Company Limited  
 Nov 1997 – May 1999 Associate Director, Indosuez W.I. Carr Securities (Thailand) Limited  
 Jan 1993 – oct 1997 Investment Banker (Investment Banking Department), Union Securities Company Limited (a member of the Saha Union Group)  
 Jun 1992 – Dec 1993 Analyst (Research Department), Union Securities Company Limited (a member of the Saha Union Group)

**Conflict of interest on related agenda** - None -

**Type of directors to be proposed** Director

**No. of years to entitle the director** 2 Years 4 Months

**Meeting attendance for 2023**

- Participated in 1/1 (equivalent to 100%) Meetings of Annual General Meeting of Shareholders 2023
- Participated in 13/13 (equivalent to 100%) Meetings of Board of Directors Meeting
- Participated in 15/15 (equivalent to 100%) Meetings of Executive Committee Meeting

## Brief biography of the nominees for the Board of Directors



<b>Name</b>	Pol.Lt.Col. Thienrath Vichiensan
<b>Position</b>	Independent Director / Member of Audit Committee / Chairman of the Nomination and Remuneration Committee
<b>Age (Year)</b>	65
<b>Nationality</b>	Thai
<b>Education</b>	- Master of Arts Teaching (Government), University of Texas, USA - Bachelor of Public Administration, Royal Police Cadet Academy - Bachelor of Laws, Sukhothai Thammathirat Open University
<b>Number of shares (%) (as of 31 December 2023)</b>	0.00010%
<b>Relationship with the Executives</b>	- None -
<b>Working Experiences</b>	
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
<b>Current positions in other Listed Companies</b>	
2021 - 2022	Audit Committee, TV Direct Public Company Limited
<b>Current positions in other (Not Listed Companies)</b>	
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
<b>Conflict of interest on related agenda</b>	- None -
<b>Type of directors to be proposed</b>	Independent Director / Member of Audit Committee / Chairman of the Nomination and Remuneration Committee
<b>No. of years to entitle the director</b>	2 Years
<b>Meeting attendance for 2023</b>	- Participated in 1/1 (equivalent to 100%) Meetings of Annual General Meeting of Shareholders 2023 - Participated in 13/13 (equivalent to 100%) Meetings of Board of Directors Meeting - Participated in 11/11 (equivalent to 100%) Meetings of Audit Committee Meeting - Participated in 3/3 (equivalent to 100%) Meetings of Nomination and Remuneration Committee Meeting

## 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 be 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.

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

หนังสือมอบฉันทะแบบ ก.  
Proxy Form A

เลขทะเบียนผู้ถือหุ้น.....  
Shareholder registration number

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

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

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

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

เป็นผู้แทนของข้าพเจ้า เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ประจำปี 2567 ในวันจันทร์ที่ 22 เมษายน 2567 เวลา 13.30 น. ณ ห้องประชุม สกาย ชั้น 18 โรงแรมเล็กซานเดอร์ กรุงเทพฯ หรือที่แจ้งเปลี่ยนไปในวัน เวลาและสถานที่อื่นด้วย  
As my/our proxy (“proxy”) to attend and vote on my/our behalf at the 2024 Annual General Meeting of Shareholders on Monday 22 April 2024 at 13:30 hours. at Sky Ballroom floor 18, Alexander Hotel Bangkok 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 / Signed .....ผู้มอบฉันทะ / Grantor  
(.....)

ลงชื่อ / Signed .....ผู้รับมอบฉันทะ / Proxy  
(.....)

ลงชื่อ / Signed .....ผู้รับมอบฉันทะ / Proxy  
(.....)

ลงชื่อ / Signed .....ผู้รับมอบฉันทะ / Proxy  
(.....)

หมายเหตุ ผู้ถือหุ้นที่มอบฉันทะ จะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

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

หนังสือมอบฉันทะแบบ ข.  
Proxy Form B

เลขทะเบียนผู้ถือหุ้น..... เขียนที่.....  
Shareholder registration number 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 (กรุณาเลือกข้อใดข้อหนึ่ง)  
Hereby appoint (Please choose one of following)  
 1. มอบฉันทะให้ กรรมการอิสระคนใดคนหนึ่งของบริษัทฯ คือ  
Appoint any one of the following Independent Directors of the Company  
 นายอรัญ พิธีพิบูลย์ / Mr. Aran Permpiboon หรือ/or  
 พันตำรวจโทเทียนรัตน์ วิเชียรสรรค์ / Pol.Lt.Col. Thienrath Vichiensan หรือ/or  
 นายไวยวิทย์ อุทัยเฉลิม / Mr. Waiwit Udayachalerm  
(รายละเอียดของกรรมการอิสระปรากฏตามสิ่งที่ส่งมาด้วย 6)  
(Details of Independent Directors are specified in Enclosure 6)  
 2. ชื่อ ..... อายุ..... ปี  
Name ..... age  
ที่อยู่.....  
Address

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

คนใดคนหนึ่งเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ประจำปี 2567  
ในวันจันทร์ที่ 22 เมษายน 2567 เวลา 13.30 น. ณ ห้องประชุม สกาย ชั้น 18 โรงแรมเล็กซานเดอร์ กรุงเทพฯ หรือที่จะพึงเลื่อนไปในวัน เวลาและ  
สถานที่อื่นด้วย

As my/our proxy (“proxy”) to attend and vote on my/our behalf at the 2024 Annual General Meeting of Shareholders on Monday 22  
April 2024 at 13:30 hours. at Sky Ballroom floor 18, Alexander Hotel Bangkok or such other date, time and place as the meeting may  
be held.

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้นี้

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

- วาระที่ 1      รับทราบรายงานผลการดำเนินงานและรายงานประจำปี 2566**  
**Agenda 1      Acknowledge the operating performance and annual report for the year 2023**  
 เนื่องจากเป็นวาระเพื่อรับทราบ จึงไม่มีการลงมติ  
 This is an agenda for acknowledgment, there was no resolution.
- วาระที่ 2      พิจารณานุมัติงบแสดงฐานะการเงิน และงบกำไรขาดทุนของบริษัท สำหรับรอบระยะเวลาบัญชีสิ้นสุด ณ วันที่ 31 ธันวาคม 2566**  
**Agenda 2      Consider and approve the Company's financial statements and income statement for the Year 2023, ending 31 December 2023**
- 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 3      พิจารณานุมัติการงดจ่ายปันผล ประจำปี 2566**  
**Agenda 3      Consider and approve the omission of dividend payment for the year 2023**
- 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 4      พิจารณานุมัติการเลือกตั้งกรรมการบริษัทแทนกรรมการที่ครบกำหนดออกตามวาระ**  
**Agenda 4      Consider and approve the election of Company directors to replace those who retired by rotation**
- 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      พิจารณานุมัติค่าตอบแทนของคณะกรรมการและคณะกรรมการชุดย่อย ประจำปี 2567**  
**Agenda 5      Consider and approve the remuneration of the Board of Directors and sub-committees for the year 2024**
- 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 6 พิจารณานุมัติแต่งตั้งผู้สอบบัญชี ประจำปี 2567 และกำหนดค่าตอบแทน  
 Agenda 6 Consider and approve the appointment of auditors for the year 2024 and determine the compensation

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

วาระที่ 7 พิจารณานุมัติการลดทุนจดทะเบียนของบริษัท โดยการตัดหุ้นสามัญที่ยังไม่ได้ออกจำหน่ายของบริษัท และการแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิของบริษัท ข้อ 4 เพื่อให้สอดคล้องกับการลดทุนจดทะเบียนของบริษัท  
 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

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

วาระที่ 8 พิจารณานุมัติการเปลี่ยนแปลงมูลค่าที่ตราไว้ของหุ้นโดยการรวมมูลค่าหุ้นของบริษัท และการแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิของบริษัท ข้อ 4. เพื่อให้สอดคล้องกับการเปลี่ยนแปลงมูลค่าที่ตราไว้ของหุ้นของบริษัท  
 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

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

วาระที่ 9 พิจารณานุมัติการโอนทุนสำรองตามกฎหมาย และส่วนเกินมูลค่าหุ้นสามัญ เพื่อชดเชยส่วนต่ำมูลค่าหุ้นและผลขาดทุนสะสมของบริษัท  
 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

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

วาระที่ 10 พิจารณานุมัติการลดทุนจดทะเบียนและทุนชำระแล้วของบริษัท โดยการลดมูลค่าที่ตราไว้ของหุ้นของบริษัท และการแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิของบริษัท ข้อ 4 เพื่อให้สอดคล้องกับการลดทุนจดทะเบียนของบริษัท

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

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 11 พิจารณาเรื่องอื่น ๆ (ถ้ามี)

Agenda 11 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.

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 / Signed .....ผู้มอบฉันทะ / Grantor  
(.....)

ลงชื่อ / Signed .....ผู้รับมอบฉันทะ / Proxy  
(.....)

ลงชื่อ / Signed .....ผู้รับมอบฉันทะ / Proxy  
(.....)

ลงชื่อ / Signed .....ผู้รับมอบฉันทะ / 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. ในกรณีที่ มีวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น 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

ในการประชุมสามัญผู้ถือหุ้น ประจำปี 2567 ในวันจันทร์ที่ 22 เมษายน 2567 เวลา 13.30 น. ณ ห้องประชุม สกาย ชั้น 18 โรงแรมเล็กซานเดอร์ กรุงเทพฯ หรือที่จะพึงเลื่อนไปในวัน เวลาและสถานที่อื่นด้วย

At the 2024 Annual General Meeting of Shareholders on Monday 22 April 2024 at 13:30 hours. at Sky Ballroom floor 18, Alexander Hotel Bangkok 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 / Signed .....ผู้มอบฉันทะ / Grantor

(.....)

ลงชื่อ / Signed .....ผู้รับมอบฉันทะ / Proxy

(.....)

ลงชื่อ / Signed .....ผู้รับมอบฉันทะ / Proxy

(.....)

ลงชื่อ / Signed .....ผู้รับมอบฉันทะ / 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

นายไววิทย์ อุทัยเฉลิม / Mr. Waiwit Udayachalerm

(รายละเอียดของกรรมการอิสระปรากฏตามสิ่งที่ส่งมาด้วย 6)

(Details of Independent Directors are specified in Enclosure 6)

2. ชื่อ ..... อายุ..... ปี  
Name age

ที่อยู่.....  
Address

ทั้งนี้ในกรณีที่กรรมการอิสระผู้รับมอบฉันทะคนใดคนหนึ่ง ไม่สามารถเข้าประชุมได้ให้กรรมการอิสระที่เหลือเป็นผู้รับมอบฉันทะแทนกรรมการอิสระที่ไม่สามารถเข้าประชุม

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

คนใดคนหนึ่งเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ประจำปี 2567 ในวันจันทร์ที่ 22 เมษายน 2567 เวลา 13.30 น. ณ ห้องประชุม สกาย ชั้น 18 โรงแรมอเล็กซานเดอร์ กรุงเทพฯ หรือที่จะพึงเลื่อนไปในวัน เวลาและสถานที่อื่นด้วย

As my/our proxy ("proxy") to attend and vote on my/our behalf at the 2024 Annual General Meeting of Shareholders on Monday 22 April 2024 at 13:30 hours. at Sky Ballroom floor 18, Alexander Hotel Bangkok or such other date, time and place as the meeting may be held.

(3) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

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

- มอบฉันทะตามจำนวนหุ้นทั้งหมดที่ถือ และมีสิทธิออกเสียงลงคะแนนได้  
Grant proxy the total amount of shares holding and entitled to vote
- มอบฉันทะบางส่วน คือ  
Grant partial shares of
- 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
- รวมสิทธิออกเสียงลงคะแนนได้ทั้งหมด .....เสียง  
Total voting rights votes

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ดังนี้

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

- วาระที่ 1 รับทราบรายงานผลการดำเนินงานและรายงานประจำปี 2566  
Agenda 1 Acknowledge the operating performance and annual report for the year 2023  
เนื่องจากเป็นวาระเพื่อรับทราบ จึงไม่มีการลงมติ  
This is an agenda for acknowledgment, there was no resolution.
- วาระที่ 2 พิจารณานุมัติงบแสดงฐานะการเงิน และงบกำไรขาดทุนของบริษัท สำหรับรอบระยะเวลาบัญชีสิ้นสุด ณ วันที่ 31 ธันวาคม 2566  
Agenda 2 Consider and approve the Company's financial statements and income statement for the Year 2023, ending 31 December 2023  
 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 พิจารณานุมัติการงดจ่ายปันผล ประจำปี 2566  
Agenda 3 Consider and approve the omission of dividend payment for the year 2023  
 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      พิจารณานุมัติการเลือกตั้งกรรมการบริษัทแทนกรรมการที่ครบกำหนดออกตามวาระ  
 Agenda 4      Consider and approve the election of Company directors to replace those who retired by rotation
- ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
 The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.
- ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้  
 The proxy shall have the right to approve in accordance with my/our intention as follows:
- เห็นด้วย                       ไม่เห็นด้วย                       งดออกเสียง  
 Approve                                  Disapprove                                  Abstain
- วาระที่ 5      พิจารณานุมัติค่าตอบแทนของคณะกรรมการและคณะกรรมการชุดย่อย ประจำปี 2567  
 Agenda 5      Consider and approve the remuneration of the Board of Directors and sub-committees for the year 2024
- ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
 The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.
- ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้  
 The proxy shall have the right to approve in accordance with my/our intention as follows:
- เห็นด้วย                       ไม่เห็นด้วย                       งดออกเสียง  
 Approve                                  Disapprove                                  Abstain
- วาระที่ 6      พิจารณานุมัติแต่งตั้งผู้สอบบัญชี ประจำปี 2567 และกำหนดค่าตอบแทน  
 Agenda 6      Consider and approve the appointment of auditors for the year 2024 and determine the compensation
- ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
 The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.
- ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้  
 The proxy shall have the right to approve in accordance with my/our intention as follows:
- เห็นด้วย                       ไม่เห็นด้วย                       งดออกเสียง  
 Approve                                  Disapprove                                  Abstain
- วาระที่ 7      พิจารณานุมัติการลดทุนจดทะเบียนของบริษัท โดยการตัดหุ้นสามัญที่ยังไม่ได้ออกจำหน่ายของบริษัท และการแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิของบริษัท ข้อ 4 เพื่อให้สอดคล้องกับการลดทุนจดทะเบียนของบริษัท  
 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
- ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
 The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.
- ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้  
 The proxy shall have the right to approve in accordance with my/our intention as follows:
- เห็นด้วย                       ไม่เห็นด้วย                       งดออกเสียง  
 Approve                                  Disapprove                                  Abstain
- วาระที่ 8      พิจารณานุมัติการเปลี่ยนแปลงมูลค่าที่ตราไว้ของหุ้นโดยการรวมมูลค่าหุ้นของบริษัท และการแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิของบริษัท ข้อ 4. เพื่อให้สอดคล้องกับการเปลี่ยนแปลงมูลค่าที่ตราไว้ของหุ้นของบริษัท  
 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

- ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

- ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

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

- เห็นด้วย                       ไม่เห็นด้วย                       งดออกเสียง  
Approve                              Disapprove                              Abstain

**วาระที่ 9 พิจารณานุมัติการโอนหุ้นสำรองตามกฎหมาย และส่วนเกินมูลค่าหุ้นสามัญ เพื่อชดเชยส่วนตํ่ามูลค่าหุ้นและผลขาดทุนสะสมของบริษัท**

**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**

- ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

- ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

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

- เห็นด้วย                       ไม่เห็นด้วย                       งดออกเสียง  
Approve                              Disapprove                              Abstain

**วาระที่ 10 พิจารณานุมัติการลดทุนจดทะเบียนและทุนชำระแล้วของบริษัท โดยการลดมูลค่าที่ตราไว้ของหุ้นของบริษัท และการแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิของบริษัท ข้อ 4 เพื่อให้สอดคล้องกับการลดทุนจดทะเบียนของบริษัท**

**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**

- ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

- ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

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

- เห็นด้วย                       ไม่เห็นด้วย                       งดออกเสียง  
Approve                              Disapprove                              Abstain

**วาระที่ 11 พิจารณาเรื่องอื่น ๆ (ถ้ามี)**

**Agenda 11 To consider other matters (if any)**

(5) การลงคะแนนเสียงของผู้รับมอบอำนาจในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบอำนาจนี้ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

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 ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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



กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

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

ลงชื่อ / Signed .....ผู้มอบฉันทะ / Grantor  
(.....)

ลงชื่อ / Signed .....ผู้รับมอบฉันทะ / Proxy  
(.....)

ลงชื่อ / Signed .....ผู้รับมอบฉันทะ / Proxy  
(.....)

ลงชื่อ / Signed .....ผู้รับมอบฉันทะ / 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.

ในการประชุมสามัญผู้ถือหุ้น ประจำปี 2567 ในวันจันทร์ที่ 22 เมษายน 2567 เวลา 13.30 น. ณ ห้องประชุม สกาย ชั้น 18 โรงแรมเล็กซานเดอร์ กรุงเทพฯ หรือที่จะพึงเลื่อนไปในวัน เวลาและสถานที่อื่นด้วย

At the 2024 Annual General Meeting of Shareholders on Monday 22 April 2024 at 13:30 hours. at Sky Ballroom floor 18, Alexander Hotel Bangkok 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 / Signed .....ผู้มอบฉันทะ / Grantor
(.....)

ลงชื่อ / Signed .....ผู้รับมอบฉันทะ / Proxy
(.....)

ลงชื่อ / Signed .....ผู้รับมอบฉันทะ / Proxy
(.....)

ลงชื่อ / Signed .....ผู้รับมอบฉันทะ / Proxy
(.....)

## Required Document to attend the meeting

Attendees must show the following documents to register before attending the meeting. (As the case may be)

### 1. Individual Shareholders

1.1 In case the shareholder will individually attend the meeting, he/she must show an original document that has his/her own photo and that such document is still valid such as identification card, driver license, or passport,

#### 1.2 In case of proxy

- a) Proxy A or B attached with the AGM Notice, shareholder must fill in complete information and have it signed with proxy,
- b) Copy of document as per detail in 1.1) with one copy of proxy signature certify true,
- c) Original document issued by government agency of the proxy, showing the photo and not expired as per detail in 1.1)

### 2. Juristic Person

#### 2.1 In case the representative of the proxy attend individually

- a) Original document issued be the governmental agency to the juristic person as per 1.1) together with one copy of the representative certify true
- b) Copy of the company affidavit certified by shareholder together with company affix seal (if any) and with the message showing that the representative is able to act on the proxy behalf

#### 2.2 In case shareholder give proxy

- a) Proxy A or B as attached with the notice fill up complete information and signed by both proxy and proxy holder,
- b) The copy of the company affidavit certified by shareholder together with company affix seal (if any) and with the message showing that the representative is able to act on the proxy behalf,
- c) The copy of document issued by governmental agencies, showing the photo of the representative and not expired as per detail 1.1) and one copy of representative certified true,
- d) Document of proxy holder issued by governmental agencies showing the photo of proxy and not expired as per detail 1.1)

### 3. For Foreign Investor Appointing Custodian in Thailand

Foreign shareholders shall apply the information in 1. and 2. depending on case by case basis under the regulations following:-

- a) The company affidavit may be the document issued by the governmental agencies of the country where such company is established or by the company representative; however, there must be the details relating the company name, representative name, condition, limitation or authority to sign or meeting attendance and headquarter location,
- b) Document whose original is not in English. Translation must be made and the representative must certify the translation together with the company affix seal (if any),

Note In case shareholder gives proxy to the independent directors as Enclosure 6, the proxy holder must submit the documents 1.2) a.- b. or 2.2) a. – b. depending on the case and return to the company within April 17, 2024 for advance registration as following address:

Company Secretary Department

PP Prime Public Company Limited

email: [ir@ppprime.co.th](mailto:ir@ppprime.co.th) or

By Post : PP Prime Public Company Limited

No. 1279/1 Bor Bai Mai Building, Ramkhamhaeng Road, Huamark, Bangkok Bangkok 10240

### 4. Proxy

The Company sent Proxy Form A, Form B, and Form C of each shareholder. According to Regulation of the Department of Business Development, Ministry of Commerce Re: Form of Proxy (No.5) B.E. 2550, there are three Proxy Forms as follows:

- Form A : General Proxy Form (Simple Form)
- Form B : Specific proxy Form
- Form C : Proxy Form for the Foreign Investor appointing the Custodian in Thailand

Shareholder not be able to attend the meeting may appoint a person as your Proxy as follows:

1. Complete only one of above Proxy Forms.
2. Authorize a person or an Independent Director (Enclosure 6) to attend and vote at the Meeting on your behalf by specifying the name with details of a person to be your Proxy.
3. Affix the Baht 20 stamp duty with specifying the date of Proxy Form across such stamp duty. For your convenience, the Company will facilitate in affixing the stamp duty when registration to attend the Meeting.

Allocation of shares to several Proxies to vote in the Meeting is not allowed. The Shareholder shall authorize the Proxy to cast the votes by all the shares held by it. Authorization of less than the total number of shares is not allowed except for the Custodian appointed by the Foreign Investor in accordance with Proxy Form C.

## 5. Voting

### Voting Procedures

The Chairman shall inform the Meeting details of voting procedures.

1. The shareholders would cast their votes for against or abstain by marking the voting cards distributed at the registration desk.
2. For shareholders wishing to vote against or to abstain on any agenda, they must mark the voting cards and raise their hands to enable the officers to collect their voting cards.
3. Only votes cast by those voting against or abstaining would be counted. The number of these votes would be deducted from the total number of votes cast by the shareholders present at the Meeting. Finally, the balance would be treated as the number of affirmative votes in the relevant agenda.

### Resolution of the Meeting

1. In a normal case, by the majority voting rights of the shareholders who attend the meeting and have the right to vote. In case of a tie vote, the Chairman of the meeting shall be entitled to a casting vote.
2. Other case which the laws or the Company's Articles of Association provided otherwise, the vote shall be in accordance with the laws or the Company's Articles of Association. The Chairman shall inform the Meeting before voting each Agenda. In case a tie of votes, the Chairman of the meeting shall be entitled to a casting vote.

**List of Independent Directors for Proxy Appointment**

<b>Name</b>	Mr. Aran Permpiboon	
<b>Position</b>	Independent Director / Chairman of the Audit Committee	
<b>Age (Year)</b>	80	
<b>Nationality</b>	Thai	
<b>Address</b>	96/1 Moo 8, Bang Phut, Pak Kret, Nonthaburi 11120	
<b>Education</b>	Master's degree : Public Administration, National Institute of Development Administration - Bachelor's degree : Electrical Engineering, Chulalongkorn University	
<b>Training Program</b>	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)	
<b>Number of shares (%) (as of 31 December 2023)</b>	- None -	
<b>Relationship with the Executives</b>	- None -	
<b>Working Experiences</b>		
2021 - Present	Independent Director / Chairman of the Audit Committee, PP Prime Public Company Limited	
<b>Current positions in other Listed Companies</b>		
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	
<b>Current positions in other (Not Listed Companies)</b>		
- None -		
<b>Conflict of interest on related agenda</b>	- None -	

List of Independent Directors for Proxy Appointment

<b>Name</b>	Pol.Lt.Col. Thienrath Vichiensan	
<b>Position</b>	Independent Director / Member of Audit Committee / Chairman of the Nomination and Remuneration Committee	
<b>Age (Year)</b>	65	
<b>Nationality</b>	Thai	
<b>Address</b>	22/25 Moo 9, Tambon Bang Phut, Amphoe Pak Kret, Nonthaburi 11120	
<b>Education</b>	<ul style="list-style-type: none"> <li>- Master of Arts Teaching (Government), University of Texas, USA</li> <li>- Bachelor of Public Administration, Royal Police Cadet Academy</li> <li>- Bachelor of Laws, Sukhothai Thammathirat Open University</li> </ul>	
<b>Training Program</b>	<p>Training organized by Thai Institute of Directors (IOD)</p> <ul style="list-style-type: none"> <li>- Director Certification Program (DCP) Batch#243/2017, Thai Institute of Directors (IOD)</li> <li>- Advance Audit Committee Program (AACP) Batch#28/2018, Thai Institute of Directors (IOD)</li> <li>- Board Nomination and Compensation Program (BNCP) Batch#17/2023 , Thai Institute of Directors (IOD)</li> </ul> <p>Other Training</p> <ul style="list-style-type: none"> <li>- Graduate Diploma in Public Law, Thammasat University</li> <li>- Records Management Course, National Archive, Sweden</li> <li>- Senior curriculum, Prince Damrongrajanubhap Institute of Research and Development</li> <li>- Administrative Justice for Executives</li> <li>- National Defence College of Thailand</li> </ul>	
<b>Number of shares (%) (as of 31 December 2023)</b>	0.00010%	
<b>Relationship with the Executives</b>	- None -	
<b>Working Experiences</b>		
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	
<b>Current positions in other Listed Companies</b>		
2021 - 2022	Audit Committee, TV Direct Public Company Limited	
<b>Current positions in other (Not Listed Companies)</b>		
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
<b>Conflict of interest on related agenda</b>	<b>- None -</b>



List of Independent Directors for Proxy Appointment

<b>Name</b>	Mr. Waiwit Udayachalerm	
<b>Position</b>	Independent Director / Member of Audit Committee	
<b>Age (Year)</b>	60	
<b>Nationality</b>	Thai	
<b>Address</b>	505 Soi Soonvijai 4, Bangkapi, Huai Khwang, Bangkok 10310	
<b>Education</b>	<ul style="list-style-type: none"> <li>- Master's degree : Faculty of Economics , International Economics and Finance, Chulalongkorn University</li> <li>- Bachelor's degree : Faculty of Commerce and Accountancy, Finance and Banking, Chulalongkorn University</li> </ul>	
<b>Training Program</b>	<p>Training organized by Thai Institute of Directors (IOD)</p> <ul style="list-style-type: none"> <li>- Director Certification Program (DCP) Batch#276/2019, Thai Institute of Directors (IOD)</li> </ul> <p>Other Training</p> <ul style="list-style-type: none"> <li>- Business administration course in the digital age For the new generation of executives, 3rd generation</li> <li>- Public-Private-Public Society Management Course, Class 6, Education HQ National Police Agency</li> <li>- Executive Program on Urban Development Management, Class 6, Bangkok</li> <li>- Network Security Relationship Development Course Executive Level, Class 7 ISOC</li> <li>- Security Psychology Course, Class 114, Institute of Security Psychology</li> <li>- Fundamentals course and dispute mediation techniques Nonthaburi District Court</li> <li>- Higher Certificate Program in Public Law For senior executives, class 12, King Prajadhipok's Institute</li> <li>- Digital Marketing Mini-MBA, Class 1, Nation University</li> <li>- Executive Relations Development Course, Class 18, Department of Military Affairs</li> <li>- Higher Diploma in Public Economic Administration For senior executives, class 8, King Prajadhipok's Institute</li> <li>- Securities Valuation Course Class 10, Real Estate Business School</li> <li>- Institution Selling Training Program ING Group – NEW YORK</li> <li>- Bangkok Bank's Banking Program, Class 3, Bangkok Bank</li> </ul> <p><u>license</u></p> <ul style="list-style-type: none"> <li>- Investment advisor , SET</li> </ul>	

- 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 -

## 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.

### Map of the Shareholders' Meeting Venue

At Sky Ballroom floor 18, Alexander Hotel, No. 1 Soi Ramkhamhaeng 83/3, Huamark, Bang Kapi, Bangkok 10240





PP PRIME PUBLIC COMPANY LIMITED