



25 March 2025

Subject: Invitation to attend the 2025 Annual General Meeting of Shareholders

Attention: Shareholders of PP Prime Public Company Limited

- Enclosures**
- 1 Annual Report 2024 form 56-1 One Report (Financial Statement and Profit & Loss Statement for the period ended 31 December 2024) 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 Summary of Important Terms and Conditions of the Convertible Debentures of PP Prime Public Company Limited (for consideration Agenda 8 and 10)
 - 4 Capital Increase Report Form (F53-4) (for consideration Agenda 9 and 10)
 - 5 Proxy Forms A, B, and C
 - 6 Documents Required for meeting attendance and Request form to attend the 2025 Annual General Meeting of Shareholders via Electronic Media (e-AGM)
 - 7 List of Independent Directors for Proxy Appointment for the 2025 Annual General Meeting of Shareholders and Definition of Independent Director
 - 8 Articles of Association of PP Prime Public Company Limited relating to the 2025 Annual General Meeting of Shareholders

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. via electronic meeting. the meeting will be broadcast from the meeting room, 5th floor, No. 1279/1, Bo Bai Mai Building, Ramkhamhaeng Road, Hua Mak Subdistrict, Bang Kapi District, Bangkok 10240 to consider the various agendas, together with the Board of Directors’ opinions, as follows:

Agenda 1 Acknowledge the operating performance and annual report for the year 2024

Purpose and Rationale: Report on the Company's operating performance for the year 2024 and other important information appeared in the Annual Report 2024 form 56-1 One Report in form of QR Code. (The details are shown in Enclosure 1)

Opinion of the Board: The Board of Directors considered and deemed appropriate to propose to the 2025 Annual General Meeting of Shareholders should acknowledge the operating performance and the Annual Report for the year 2024.

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



Agenda 2 Consider and approve the Company's financial statements and income statement for the Year 2024, ending 31 December 2024

Purpose and Rationale: 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 2024 that has been reviewed and verified by the certified public accountant appeared in the Annual Report 2024 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 2024	Year 2023	Year 2024	Year 2023
1. Total current assets	73	288	30	131
2. Total non-current assets	724	847	677	708
3. Total assets	797	1,134	707	839
4. Total current liabilities	244	502	198	273
5. Total non-current liabilities	96	94	15	13
6. Total Liabilities	340	596	213	286
7. Total Equity	457	538	494	553

Opinion of the Audit Committee: The Audit Committee had reviewed the financial statements and income statement of the company and its subsidiaries for the period ended 31 December 2024 in accordance with the auditors reviewed and certified. It is opined that the information is correct, valid, and trusted together with enough disclosure.

Opinion of the Board: 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 2025 Annual General Meeting of Shareholders to consider and approve the financial statements and income statement for the period ended 31 December 2024 that reviewed and verified by the certified public accountant together with reviewing by the Audit Committee. Details are shown in the Annual Report 2024 form 56-1 One Report in form of QR Code. (The details are shown in Enclosure 1)



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

Agenda 3 Consider and approve the omission of dividend payment for the year 2024

Purpose and Rationale: 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 2024 and has accumulated losses, it is requested to the shareholders meeting to approve the omission of dividend payment.

Opinion of the Board: The Board of Directors agreed to propose the 2025 Annual General Meeting of Shareholders to approve the omission of dividend payment.

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

Agenda 4 Consider and approve the election of directors in replacement of those who must retire by rotation

Purpose and Rationale: 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 2025, there are directors who will be retired by rotation as follows:

- (1) Mrs. Namkang Pungthong Vice Chairman / Chairman of the Executive Committee /
Nomination and Remuneration Committee
- (2) M.L. Phanpiengduen Sungkahapong Director / Executive Committee
- (3) Mr.Pongsak Hematappa Director has decided not to seek reappointment after the
completion of his term as a director.

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 15 November 2024 to 16 December 2024. Consequently, there were no shareholders proposing list of persons to be elected as directors in accordance with the Company's rules.

Opinion of the Nomination & Remuneration Committee: 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 2 directors: 1) Mrs. Namkang Pungthong 2) M.L. Phanpiengduen Sungkahapong to return for the next term (the definition of the independent directors are appeared in Enclosure 7)

Opinion of the Board: 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 two 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 2025 Annual General Meeting of Shareholders to elect the 2 directors to return to Directors and Sub-committee's Directors for the next terms as follows:

- (1) Mrs. Namkang Pungthong Vice Chairman / Chairman of the Executive Committee /
Nomination and Remuneration Committee
- (2) M.L. Phanpiengduen Sungkahapong Director / Executive Committee

The Board of Directors opined that the 2 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.

As for the vacant director position, the Board of Directors sees fit to reserve the vacant position first so that the Nomination and Remuneration Committee and the Board of Directors can consider appointing a person with suitable qualifications to fill the position.

Resolution: 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 remuneration of the Board of Directors and sub-committees for the year 2025

Purpose and Rationale: 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 2024 had been approved on the Annual General Meeting of Shareholders dated 22 April 2024 of not exceeding Baht 5,000,000 (Baht Five Million) comprised of meeting allowances. In addition, since 2018 - present, the Company has considered purchasing Directors and Officers Liability Insurance (D&O) by specifying the terms and conditions of the insurance coverage and the insurance premiums on an annual basis To provide protection for directors and executives in the event of lawsuits for damages arising from the performance of duties by directors and executives under their proper authority, with no other benefits, in 2024, the meeting allowances actual payment of 1,345,000 Baht (One million three hundred and forty-five thousand baht).

Opinion of the Nomination and Remuneration Committee: 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 2025 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 2024	Year 2025 (Proposed Year)
The Board of Directors (BOD)		
- Chairman of the Board of Directors	15,000	15,000
- Board of Directors Members	10,000	10,000
Audit Committee (AC)		
- Chairman of the Audit Committee	15,000	15,000
- Audit Committee Members	10,000	10,000
Executive Committee (EXCOM)		
- Chairman of the Executive Committee	15,000	15,000
- Executive Committee Members	10,000	10,000
Nomination & Remuneration Committee (NRC)		
- Chairman of the Nomination & Remuneration Committee	15,000	15,000
- Nomination & Remuneration Committee Members	10,000	10,000
Sustainability Development Committee (SD)		
- 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.

Opinion of the Board: The Board of Directors opined in relation with the Nomination and Remuneration Committee approved to propose to the 2025 Annual General Meeting of Shareholders the director's remuneration for the year 2025 as details above.

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

Agenda 6 Consider and approve the appointment of auditors and determination of audit fees for the year 2025

Purpose and Rationale: 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".

Opinion of the Audit Committee: 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 2025 (PricewaterhouseCoopers ABAS Ltd. (PwC) is the original auditor since 2023, having been an auditor for the company for 3 years) as follows:

List of auditors proposed for appointment in 2025

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

Comparison of audit fees

Company	Audit Fee (Baht)		Non-audit Fee (Baht)	
	Year 2024	Year 2025 (Proposed Year)	Year 2024	Year 2025 (Proposed Year)
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 2024-2025, there will be no other benefits.

In addition, should approve the determination for the audit fee of the year 2025, 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 2025 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.

Opinion of the Board: The Board of Directors opined in relation with the Audit Committee's to propose the 2025 Annual General Meeting of Shareholders to approve the appointment of Auditors and determine the audit fee for the year 2025, as detailed above.

Resolution: 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 of the Company and the amendment of Clause 4 of the Company's Memorandum of Association to reflect the decrease of the Company's registered capital

Purpose and Rationale: The Company deems it appropriate to propose to the 2025 Annual General Meeting of Shareholders to consider and approve the decrease of the Company's registered capital at the amount of 438,209,869 Baht from the existing registered capital of 1,398,737,014 Baht to the new registered capital of 960,527,145 Baht by cancelling unissued ordinary shares at the amount of 438,209,869 shares, with a par value of 1.00 Baht per share, the remaining ordinary shares for accommodating allocation are as follows:

- (1) The issuance and offering of the newly issued ordinary shares to existing shareholders in proportion to their shareholding (Right Offering), pursuant to the resolution of the



Extraordinary General Meeting No. 2/2024 held on 10 July 2024 (“EGM 2/2024”) at the amount of 189,756,922 shares.

- (2) The exercise of Warrants to Purchase Ordinary Shares of the Company No. 6 (PPPM-W6) pursuant to the resolution of EGM 2/2024 (“PPPM-W6”) which remain unallocated, totaling 189,756,922 shares.
- (3) The exercise of Warrants to Purchase Ordinary Shares of the Company No. 4 (PPPM-W4) which is expired, totaling 58,696,025 shares.

In this regard, Following the decrease of capital by canceling unissued shares as specified above, the Company will retain a total of 188,843,111 unissued ordinary shares, with details as follow.

- (1) The number of ordinary shares at the amount of 130,156,623 shares to accommodate the exercise of Warrants to Purchase Ordinary Shares of the Company No. 6 (PPPM-W6)
- (2) The number of ordinary shares at the amount of 30,908,700 shares to accommodate the exercise of Warrants to Purchase Ordinary Share of the Company Allocating to Directors, Executives, and Employees of the Company and/or the Subsidiaries No.3 (PPPM ESOP-W3)
- (3) The number of ordinary shares at the amount of 27,777,788 shares to accommodate the exercise of conversion rights convertible debenture issued and offered to specific investors pursuant to the resolution of the Extraordinary General Meeting No. 1/2024 held on 30 January 2024.

In addition, the Board of Directors’ Meeting resolved to propose the 2025 Annual General Meeting of Shareholders to consider and approve the amendment of the Company’s Memorandum of Association Clause 4 to reflect the decrease of the Company’s registered capital, as follows:

“Clause.	Registered Capital	960,527,145	Baht	(Nine Hundred Sixty Million Five Hundred Twenty-Seven Thousand One Hundred and Forty-Five Baht)
	Divided into	960,527,145	shares	(Nine Hundred Sixty Million Five Hundred Twenty-Seven Thousand One Hundred and Forty-Five Baht)
	Par Value	1.00	Baht	(One Baht)
	Divided into			



Ordinary Shares	960,527,145	shares	(Nine Hundred Sixty Million Five Hundred Twenty-Seven Thousand One Hundred and Forty-Five Baht)
Preferred Shares	-	shares	(-shares)”

In this regard, the Board of Directors passed a resolution to propose to the 2025 Annual General Meeting of Shareholders to consider and approve authorizing authorized Chief Executive Officer and/or authorized directors of the Company and/or a person assigned by Chief Executive Officer or authorized director of the Company as an authorized person to consider and determine the condition and details related to such capital decrease and the amendment of Memorandum of Association, as well as to change words or phrases in minutes of shareholders meeting, such Memorandum of Association, and/or various registration documents and/or any procedures in order to comply with the registrar's order in filing the registration for the decrease of registered capital and amendments of the Company's Memorandum of Association to the Department of Business Development, Ministry of Commerce.

Opinion of the Board: The Board of Directors considered and deemed appropriate to propose to the 2025 Annual General Meeting of Shareholders to consider and approve the decrease of the Company's registered capital at the amount of 438,209,869 Baht from the existing registered capital of 1,398,737,014 Baht to the new registered capital of 960,527,145 Baht by cancelling unissued ordinary shares at the amount of 438,209,869 shares, with a par value of 1.00 Baht per share and the amendment of the Company's Memorandum of Association Clause 4 to reflect the decrease of the Company's registered capital, and the related authorization as per the above Purpose and Rationale.

Resolution: 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.

Agenda 8 Consider and approve the issuance and offering the Convertible Debentures to specific investors.

Purpose and Rationale: To be used as working capital in the Company and enhance liquidity in the Company's business operations in order to increase the strength and stability of the Company's financial position. The Company deems it appropriate to propose to the 2025 Annual General Meeting of Shareholders to consider and approve the issuance and offering of newly issued convertible debenture of the Company (“Convertible Debentures”) by determining the total offered value of, not exceeding, 100,000,000 Baht (A total of 100,000 units, each unit with a value of 1,000 Baht) to specific investors namely;



(1) Advance Opportunities Fund (“AO Fund”) and/or (2) Advance Opportunities Fund 1 (“AO Fund 1”) and/or (3) Advance Opportunities Fund VCC (“AOF VCC”) which are not connected persons of the Company in accordance with the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 Re: Rules on Connected Transactions (and its amendments) and Notification of the Board of Directors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning Connected Transactions B.E. 2546 (collectively, it is referred to as the “Connected Transaction Notifications”). However, the conversion price of the Convertible Debentures must not be lower than 90 percent of the market price whereas the market price is calculated based on the weighted average price of the Company’s shares trading on the Stock Exchange of Thailand for not less than 7 consecutive business days, but not more than 15 consecutive business days prior to the day the convertible debenture holders exercise their conversion rights, in accordance with the Notification of the Capital Market Supervisory Board No. TorJor. 16/2565 Re: Application for and Approval of the Offering for Sale of Newly Issued Debt Instruments to a Private Placement and Offering of Convertible Debentures to Specific Person (“Notification No. Tor Jor. 16/2565”) and the Notification of the Office of the Securities and Exchange Commission No. SorChor. 46/2565 Re: Calculation of Offering Price of Securities and Determination of Market Price for Consideration of an Offer for Sale of Newly Issued Shares at a Low Price (“Notification No. SorChor. 46/2565”). The exercise of conversion rights under the convertible debentures, under any circumstances, shall not result in the convertible debenture holders acquiring shares of the Company in a manner that triggers the requirement to make a mandatory tender offer for all securities of the Company (Tender Offer) pursuant to the Notification of the Capital Market Supervisory Board No. TorJor. 12/2554 Re: Rules, Conditions and Procedures for the Acquisition of Securities for Business Takeovers (and as amended).

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

In addition, since the Company has accumulated losses shown in the statements of financial position and income reviewed by a certified public accountant for the year ended

31 December 2024, the Company may determine the conversion price of convertible debentures lower than the par value of the Company, but not less than 0.01 Baht per share. The Company must comply with Section 52 of the Public Limited Company Act (Section 52 of the Public Limited Company Act stipulates that a company that has been in operation for not less than one year, if



there is a loss, shares may be offered for sale at a price lower than the par value, but must be approved by the shareholders' meeting and with a definite discount rate).

Details are shown in the Summary of Important Terms and Conditions of the Convertible Debentures of PP Prime Public Company Limited (**Enclosure 3**).

In this regard, the Board of Directors' Meeting is of the opinion to propose to the 2025 Annual General Meeting of Shareholders to consider and approve the authorization of Chief Executive Officer and/or authorized directors of the Company and/or any persons appointed by Chief Executive Officer or authorized directors of the Company as an authorized person to determine the details, amend, or take any actions as necessary for and in relation to the issuance and offering of the Convertible Debentures in order to comply with the laws, including, but not limited to the power to proceed with the following actions:

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



allocation of newly issued shares in order to accommodate the exercise of the conversion right of the Convertible Debenture holders, as well as contacting, filing, amending, adding, and executing the applications for approval, waiver, evidence, disclosure, sale report, and other documents, with the Securities and Exchange Commission of Thailand, the Stock Exchange of Thailand, government agencies, and/or other relevant authorities in relation to the issuance and offering of the Convertible Debentures and the listing of the newly issued ordinary shares from the exercise of the conversion right of the Convertible Debentures as listed securities on the Stock Exchange of Thailand; and

- (4) To perform any actions as necessary and appropriate for and in relation to the issuance, the offering, and the allocation of the Convertible Debentures in order to ensure the successful completion of the actions specified above.

Opinion of the Board: The Board of Directors considered and deemed appropriate to propose to the 2025 Annual General Meeting of Shareholders to consider and approve the issuance and offering of newly issued convertible debenture of the Company by determining the total offered value of, not exceeding, 100,000,000 Baht to specific investors namely; (1) Advance Opportunities Fund (AO Fund) and/or (2) Advance Opportunities Fund 1 (AO Fund 1) and/or (3) Advance Opportunities Fund VCC (AOF VCC) which are not connected persons of the Company in accordance with the Connected Transaction Notifications, and the related authorization as per the above Purpose and Rationale.

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

Agenda 9 Consider and approve the increase of the registered capital of the Company and the amendment of Clause 4 under the Company's Memorandum of Association to be in the line with the increase of the Company's registered capital

Purpose and Rationale: The company needs to provide additional sources of funding to be used as working capital in the Company and enhance liquidity in the Company's business operations in order to increase the strength and stability of the Company's financial position. The Company deems it appropriate to propose to the 2025 Annual General Meeting of Shareholders to consider and approve the increase of the Company's registered capital by 200,000,000 Baht from the existing registered capital of 960,527,145 Baht to the new registered capital of 1,160,527,145 Baht by issuing, not exceeding, 200,000,000 newly issued ordinary shares at the par value of



1.00 Baht per share, to accommodate the conversion rights of the Convertible Debentures to the specific investor, as detailed in the Capital Increase Report Form (F53-4) (**Enclosure 4**).

In addition, the Board of Directors' Meeting resolved to approved to propose to the 2025 Annual General Meeting of Shareholders to consider and approve the amendment of Clause 4 of the Company's Memorandum of Association to reflect the increase of the Company's registered capital, as follows:

“Clause 4	Registered Capital	1,160,527,145 Baht	(One Billion One Hundred Sixty Million Five Hundred Twenty-Seven Thousand One hundred and Forty-Five Baht)
	Equivalent to:	1,160,527,145 Shares	(One Billion One Hundred Sixty Million Five Hundred Twenty-Seven Thousand One hundred and Forty-Five Shares)
	At the Par Value of:	1.00 Baht	(One Baht)
	Consisting of:		
	Ordinary share:	1,160,527,145 Shares	(One Billion One Hundred Sixty Million Five Hundred Twenty-Seven Thousand One hundred and Forty-Five Shares)
	Preferred share:	- Share	(- Share)”

Including, the Board of Directors' Meeting resolved to approved to propose to the Meeting of Shareholders to consider and approve the authorization of Chief Executive Officer and/or authorized directors of the Company and/or any persons appointed by Chief Executive Officer or authorized directors of the Company as an authorized to consider and determine the condition and details related to such capital increase and the amendment of such Memorandum of Association, as well as to change words or phrases in minutes of shareholders meeting, Memorandum of Association, and/or various applications and/or any procedures in order to comply with the registrar's order in filing the registration for the increase of capital of the Company to the Department of Business Development, Ministry of Commerce, and submission of



information, documents, and evidence to the Office of the Securities and Exchange Commission, Stock Exchange of Thailand, or other related agencies.

Opinion of the Board: The Board of Directors considered and deemed appropriate to propose to the 2025 Annual General Meeting of Shareholders to consider and approve the increase of the Company's registered capital by 200,000,000 Baht from the existing registered capital of 960,527,145 Baht to the new registered capital of 1,160,527,145 Baht by issuing, not exceeding, 200,000,000 newly issued ordinary shares at the par value of 1.00 Baht per share, to accommodate the conversion rights of the Convertible Debentures to the specific investor and the amendment of Clause 4 of the Company's Memorandum of Association to reflect the increase of the Company's registered capital, and the related authorization as per the above Purpose and Rationale.

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

Agenda 10 Consider and approve the allocation of the newly issued ordinary shares to accommodate the exercise of the Convertible Debentures issued and offered to specific investors.

Purpose and Rationale: In accordance with the Company's intention to issue convertible debentures and increase the Company's registered capital in accordance with the details specified in Agenda 8 and 9, in order to comply with the law, The Company deems it appropriate to propose to the 2025 Annual General Meeting of Shareholders to consider and approve the issuance and allocation of the newly issued ordinary shares, whether once or several times, not exceeding 200,000,000 shares with the par value of 1.00 Baht per share to accommodate the exercise of conversion rights of the Convertible Debentures issued and offered to specific investors namely; (1) Advance Opportunities Fund ("AO Fund") and/or (2) Advance Opportunities Fund 1 ("AO Fund 1") and/or (3) Advance Opportunities Fund VCC ("AOF VCC") which are not connected persons of the Company in accordance with the Connected Transaction Notifications. However, the conversion price of the Convertible Debentures must not be lower than 90 percent of the market price whereas the market price is calculated based on the weighted average price of the Company's shares trading on the Stock Exchange of Thailand for not less than 7 consecutive business days, but not more than 15 consecutive business days prior to the day the debenture holders exercise their conversion rights, in accordance with the Notification No. Tor Jor. 16/2565 and the Notification No. SorChor. 46/2565.



The exercise of conversion rights under the Convertible Debentures, under any circumstances, shall not result in the Convertible Debenture holders acquiring shares of the Company in a manner that would trigger the requirement to make a mandatory tender offer for all securities of the Company (Tender Offer) pursuant to the Notification of the Capital Market Supervisory Board No. TorJor. 12/2554 Re: Rules, Conditions and Procedures for the Acquisition of Securities for Business Takeovers (and as amended).

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

In addition, since the Company has accumulated losses shown in the statements of financial position and income reviewed by a certified public accountant for the year ended

31 December 2024, the Company may determine the conversion price of convertible debentures lower than the par value of the Company, but not less than 0.01 Baht per share. The Company must comply with Section 52 of the Public Limited Company Act (Section 52 of the Public Limited Company Act stipulates that a company that has been in operation for not less than one year, if there is a loss, shares may be offered for sale at a price lower than the par value, but must be approved by the shareholders' meeting and with a definite discount rate).

In this regard, the allocation of newly issued ordinary shares to accommodate the exercise of conversion rights of the Convertible Debentures in the amount of 200,000,000 shares, when combined with the number of shares allocated to accommodate the exercise of all convertible securities of the Company (calculated based on the number of shares after the decrease of the Company's registered capital by cancelling unissued ordinary shares), namely (1) Warrants to Purchase Ordinary Shares of the Company No. 6 (PPPM-W6) in the amount of 130,156,623 shares, and (2) the number of ordinary shares to accommodate the exercise of conversion rights of Convertible Debenture issued and offered to specific investors pursuant to the resolution of the Extraordinary General Meeting No. 1/2024 held on 30 January 2024 in the amount of 27,777,788 shares which results in the total amount of 357,934,411 shares, representing 46.38 percent of all sold shares of the Company as of the Board of Directors' Meeting No. 1/2025 on 28 February 2025, which is not exceeding 50 percent of all issued shares of the Company as of such date.



Details are shown in the Summary of Important Terms and Conditions of the Convertible Debentures of PP Prime Public Company Limited (**Enclosure 3**) and Capital Increase Report Form (F53-4) (**Enclosure 4**).

Opinion of the Board: The Board of Directors considered and deemed appropriate to propose to the 2025 Annual General Meeting of Shareholders to consider and approve the issuance and allocation of the newly issued ordinary shares, whether once or several times, not exceeding 200,000,000 shares with the par value of 1.00 Baht per share to accommodate the exercise of conversion rights of the Convertible Debentures issued and offered to specific investors namely; (1) Advance Opportunities Fund (“AO Fund”) and/or (2) Advance Opportunities Fund 1 (“AO Fund 1”) and/or (3) Advance Opportunities Fund VCC (“AOF VCC”) which are not connected persons of the Company in accordance with the Connected Transaction Notifications as per the above Purpose and Rationale.

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

Agenda 11 Other matters to be considered (if any)

The Company had determined the list of shareholders who are entitled to attend the 2025 Annual General Meeting of Shareholders (Record Date) on 17 March 2025. The Company thus arranges the 2025 Annual General Meeting of Shareholders using the system of OJ International Co, Ltd. who is the service provider accredited to manage and control the meeting via electronic media with the method of accessing the meeting in the form of electronic media (e-AGM) (details are shown in Documents Required for meeting attendance, Enclosure 6)

If shareholders have queries or questions regarding the 2025 Annual General Meeting of Shareholders, please feel free to send these queries to the Corporate Secretary Department at least 1 week in advance of the meeting date via 2 channels as follows:

By e-mail: ir@ppprime.co.th or

By Post : PP Prime Public Company Limited (Company Secretary Department)

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

Huamark, Bangkok Bangkok 10240.

Tel.: 093-810-0361



Please be informed accordingly.

Very truly yours,
PP Prime Public Company Limited

- *Lt.Gen. Krisana Waropas* -
(Lt.Gen. Krisana Waropas)
Chairman of Board of Director

Corporate Secretary Office
Tel: 093-810-0361

Brief biography of the nominees for the Board of Directors

Name	Mrs. Namkang Pungthong	
Position	Vice Chairman / Chairman of the Executive Committee / Nomination and Remuneration Committee	
Age (Year)	64	
Nationality	Thai	
Education	- Master's degree in Economics Policy and Planning Northeastern University, Boston, USA - Bachelor's degree from Assumption University (ABAC)	
Number of shares (%) (as of 17 February 2025)	- None -	
Relationship with the Executives	- None -	
Working Experiences		
2024 - Present	Vice Chairman / Chairman of the Executive Committee / Nomination and Remuneration Committee, PP Prime Public Company Limited	
2023 - Present	Director, Thai Luxe Enterprises (Thailand) Company Limited	
2020 - 2023	Chairman of the Board of Directors, PP Prime Public Company Limited	
Current positions in other Listed Companies		
2009 – 2013	Chairman of the Board of Directors, Absolute Impact Public Company Limited	
Current positions in other (Not Listed Companies)		
2019 - Present	Chairman of the Police Administration Audit and Monitoring Committee, Hua Mak Police Station	
2019 - Present	Sub-Committee for Inspection and Monitoring of Police Administration, Metropolitan Police Division 4	
2002 - Present	Director and Deputy Managing Director, M-PE Insulation Company Limited	
2000 - Present	Director and Deputy Managing Director, M-PE Industry Company Limited	
Position in company which many occurs conflict of interest	- None -	
Type of directors to be proposed	Director which has passed the selection consideration by the selection and remuneration committee and the board of directors.	
No. of years to entitle the director	3 Years	
Meeting attendance for 2024	- Participated in 11/11 (equivalent to 100%) Meetings of Board of Directors Meeting - Participated in 7/7 (equivalent to 100%) Meetings of Executive Committee - Participated in 3/3 (equivalent to 100%) Meetings of Nomination and Remuneration Committee - Participated in 1/1 (equivalent to 100%) Meetings of Annual General Meeting of Shareholders 2024 - Participated in 2/2 (equivalent to 100%) Meetings of Extraordinary General Meeting of Shareholders 2024	

Brief biography of the nominees for the Board of Directors

Name	M.L. Phanpiengduen Sungkahapong
Position	Director / Executive Committee
Age (Year)	62
Nationality	Thai
Education	- Master's degree : Business Administration National Institute of Development Administration - Bachelor's degree : Accounting, Thammasat University
Number of shares (%) (as of 17 February 2025)	0.034%
Relationship with the Executives	- None -

**Working Experiences**

2024 - Present	Chief Procurement Officer, PP Prime Public Company Limited
2021 - Present	Executive Committee, PP Prime Public Company Limited
2020 - Present	Director, PP Prime Public Company Limited
2023	(Acting) Chief Procurement Officer, PP Prime Public Company Limited
2021 - 2023	Chief Corporate Strategy Officer, PP Prime Public Company Limited
2020 - 2021	Chairman of Executive Committee / Foreign investment Committee / Chief Executive Officer, PP Prime Public Company Limited

Current positions in other Listed Companies

- None -

Current positions in other (Not Listed Companies)

2020 - Present	Director, Thai Luxe Enterprises (Thailand) Company Limited
2020 - Present	Director, Tluxe Power Company Limited
2020 - Present	Director, Tluxe Global Business Company Limited
2010 - 2019	Assistant Managing Director, Serenity Assets Company Limited
1999 - 2010	Business Development Manager, President Hotel and Tower Company Limited

Position in company which many occurs conflict of interest - None -

Type of directors to be proposed Director which has passed the selection consideration by the selection and remuneration committee and the board of directors.

No. of years to entitle the director 3 Years (นับถึงวันประชุมผู้ถือหุ้น)

Meeting attendance for 2024

- Participated in 10/11 (equivalent to 90.91%) Meetings of Board of Directors Meeting
- Participated in 11/11 (equivalent to 100%) Meetings of Executive Committee
- Participated in 1/1 (equivalent to 100%) Meetings of Annual General Meeting of Shareholders 2024
- Participated in 2/2 (equivalent to 100%) Meetings of Extraordinary General Meeting of Shareholders 2024

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

Heading	Details
Convertible Debentures Issuer	PP Prime Public Company Limited (" Company ")
Type of Convertible Debentures	Senior Unsecured Convertible Debentures with the conversion right to convert into the Company's ordinary shares (" Convertible Debentures ").
Currency	Baht
Total amount of principal of the Convertible Debentures	Not exceeding 100,000,000 Baht
Conditions of the Issuance of Convertible Debentures	<p>The Company will gradually issue convertible debentures as agreed upon with investors on each occasion. The issuance of convertible debentures is subject to the completion of the conditions precedent which are: Permission from the Securities and Exchange Commission and other relevant agencies, including the terms and conditions of the Convertible Debentures.</p> <p>However, the timeframe of the conversion is within 1 year after shareholder's meeting approved the issuance. If the Company did not issue all the Convertible Debentures within 1 year, the Company may request for a resolution of the shareholders' meeting to issue the unissued convertible debentures according to the Company's financial needs.</p>
Interest Rate	1.00 percent per annum, with interest paid every quarterly from the date of the issuance of the Convertible Debentures.
Term	3 years after the issuance date of the Tranche 1.
Payback Condition	Repay in lump sum after the maturity date of each Tranche according to the terms and conditions of each Convertible Debenture. In such, for each Tranche the term is 3 years after issuance of the Tranche 1.
Early Redemption of Convertible Debentures	The Convertible Debentures holders may or may not have rights to redeem the Convertible Debentures before maturity and/or the Company may or may not have rights to redeem the Convertible Debentures before maturity. The redemption has to be followed by the terms and conditions of certain convertible debentures aligned with laws, regulations, rules or relevant notification, including obtaining necessary permits from any relevant government authorities.
Conversion Ratio	Principle amount of the Convertible Debentures divided by the conversion price.

Heading	Details
<p>Conversion price (origin and appropriateness of pricing or conversion rates)</p>	<p>Not lower than 90 percent of the market price, therefore it is not considered an offer for sale of newly issued shares at a price lower than the market price as prescribed in the Notification of the Securities and Exchange Commission No. SorJor. 16/2565 Re: Application for and Approval of the Offering for Sale of Newly Issued Debt Instruments to a Private Placement and Offering of Convertible Debentures to Specific Person (“Notification No. Tor Jor. 16/2565”).</p> <p>“Market Price” is calculated based on the weighted average price of the Company’s shares trading on the Stock Exchange of Thailand (SET) for not less than 7 consecutive business days, but not more than 15 consecutive business days prior to the day the debenture holders exercise their conversion rights, in accordance with the criteria set forth in the Notification No. TorJor. 16/2565 and the Notification No. SorChor. 46/2565 Re: Calculation of Offering Price of Securities and Determination of Market Price for Consideration of an Offer for Sale of Newly Issued Shares at a Low Price (“Notification No. SorChor. 46/2565”).</p> <p>In addition, since the Company has accumulated losses shown in the statements of financial position and income reviewed by a certified public accountant for the year ended 31 December 2024, the Company may determine the conversion price of convertible debentures lower than the par value of the Company, but not less than 0.01 Baht per share. The Company must comply with Section 52 of the Public Limited Company Act (Section 52 of the Public Limited Company Act stipulates that a company that has been in operation for not less than one year, if there is a loss, shares may be offered for sale at a price lower than the par value, but must be approved by the shareholders' meeting and with a definite discount rate).</p> <p>However, Market price will be calculated by specifying 3 decimal places. If the 4th decimal place is 5 or more, it will be rounded up. The conversion price of the convertible debentures will be calculated by specifying 3 decimal places. If the 4th decimal place is 5 or more, it will be rounded up.</p> <p>Remarks:</p> <ul style="list-style-type: none"> ○ If the ordinary shares resulted from the exercise of conversion rights of the a conversion price of Convertible Debentures are priced at less than 90 percent of the market price at the date of conversion (the market price is calculated based on the weighted average price of the Company’s shares traded on the Market for Alternative Investment for not less than 7 consecutive business days, but not more than 15 consecutive business days prior to the date that the convertible debenture holders exercise their conversion rights). The Company has the duty to prohibit (1) Advance Opportunities Fund (AO Fund) and/or (2) Advance Opportunities Fund 1 (AO Fund 1) and/or (3) Advance Opportunities Fund VCC (AOF VCC) (“Investors”) from exercising such conversion rights to sell all of newly issued ordinary shares for sale in the amount and period as follows:

Heading	Details
	<p>(1) Newly issued ordinary shares applied for issuance are prohibited from being sold for a period of 6 months from the date they become eligible for trading on the stock exchange.</p> <p>(2) Upon the expiration of the period under (1), the person subject to the prohibition of sale can gradually sell the prohibited shares in the amount of 25 percent of the total number of shares prohibited from sale and the rest of the prohibited shares, 75 percent of the total number of prohibited shares can be sold after the expiration of 1 year from the date on which the newly issued ordinary shares can be traded on the stock exchange, in accordance with the rules prescribed in the Notification of the Stock Exchange of Thailand Re: Rules, Conditions and Procedures for Consideration of the Request for Ordinary Shares or Preferred Shares as for the capital increase as listed securities B.E. 2558 dated 11 May 2015 (and as amended).</p> <ul style="list-style-type: none"> ○ In the case that the Company issues newly issued shares to accommodate the conversion of convertible debentures shares are insufficient, the Company will follow the guideline in the topic “The event that the Company has to issue new additional shares to accommodate the change in the exercise of conversion rights”.
Conversion Period	The Convertible Debentures holders may exercise their conversion rights of the Convertible Debentures every day until the close of business hours 1 week prior to the Convertible Debenture maturity date.
Number of ordinary shares accommodated for conversion	<p>Allocation of the newly issued ordinary shares, whether once or several times, not exceeding 200,000,000 shares with the par value of 1.00 Baht per share.</p> <p>In this regard, the allocation of newly issued ordinary shares to accommodate the exercise of conversion rights of the Convertible Debentures in the amount of 200,000,000 shares, when combined with the number of shares allocated to accommodate the exercise of all convertible securities of the Company (calculated based on the number of shares after the decrease of the Company’s registered capital by cancelling unissued ordinary shares), namely (1) Warrants to Purchase Ordinary Shares of the Company No. 6 (PPPM-W6) in the amount of 130,156,623 shares, and (2) the number of ordinary shares to accommodate the exercise of conversion rights of Convertible Debenture issued and offered to specific investors pursuant to the resolution of the Extraordinary General Meeting No. 1/2024 held on 30 January 2024 in the amount of 27,777,788 shares which results in the total amount of 357,934,411 shares, representing 46.38 percent of all sold shares of the Company as of the Board of Directors’ Meeting No. 1/2025 on 28 February 2025, which is not exceeding 50 percent of all issued shares of the Company as of such date.</p>
Secondary market for ordinary shares as a result of the conversion	The Company shall arrange to list the ordinary shares issued as a result of the conversion on the Stock Exchange of Thailand or any exchange that the Company’s ordinary shares are listed on at that time.

Heading	Details
Restrictions on transfer of the Convertible Debentures	As this issuance and offering of the Convertible Debentures in this instance is considered as an offering to no more than 10 specific investors within 4-month period as specified in the Notification No. Tor Jor. 16/2565. Therefore, the transfer of the Convertible Debentures to any person at any time throughout its tenure shall not cause the number of the holders to exceed 10 specific investors within 4-month period. In counting the number of holders of the aforementioned convertible debentures, the total number of the holders shall be calculated from actual investors holding the Convertible Debentures being offered through private placement (whether the convertible debentures are acquired through the offering of newly issued convertible debentures or receive the convertible debenture from the transfer by any existing Convertible Debentures holders) and only if the person is a legitimate holder of convertible debentures, except by way of inheritance.
Allocation Method	Allocated through private placement, once or several times, to (1) Advance Opportunities Fund (AO Fund) and/or (2) Advance Opportunities Fund 1 (AO Fund 1) and/or (3) Advance Opportunities Fund VCC (AOF VCC), which is an institutional investor pursuant to Clause 5 (10) of the Notification of the Securities and Exchange Commission No. KorJor. 39/2564 Re: Determination of Definitions of Institutional Investor, Ultra-High Net Worth Investor and High Net Worth Investor and this private placement of convertible debentures is in accordance with the Notification No. Tor Jor. 16/2565.
The event that the Company has to issue new shares to accommodate the change in the exercise of conversion rights	The Company may increase the registered capital to accommodate the exercise of the conversion rights, by the resolution of shareholders' meeting of the Company or compensate the difference in cash to the Convertible Debentures holder in regards with the terms and conditions of the Convertible Debentures.
Impact on Shareholders	<p>In consideration of the impacts on the Company's shareholders, it will be taken into consideration the impact of the Convertible Debentures in case the Company issued and offered Convertible Debentures to investors. In this regard, two aspects of the impacts, which are, impact to the market price of shares (Price Dilution) and impact to the voting rights of existing shareholders (Control Dilution), with details as follows:</p> <p>(1) Price Dilution</p> <p><u>In the case where the convertible debentures issued and offered by the company in this instance are fully converted, and all other convertible securities of the company remain unexercised.</u></p> <p>Price Dilution can be calculated from the following formula:</p> $\text{Price Dilution} = (Po - PE) / Po$ <p>Whereas;</p> <p>Po = The existing share price, which is 0.5108 Baht per share, is based on the weighted average price of the Company's shares listed on the Stock Exchange of Thailand for the past 15 consecutive business days prior to</p>

Heading	Details
	<p>the date on which the Board of Directors resolved to propose the agenda to the 2025 Annual General Meeting of Shareholders to consider and approve the issuance of newly issued ordinary shares to accommodate the conversion of convertible debentures to specific investors, which is between 6 February 2025 and 27 February 2025.</p> <p>Pe = The conversion price of convertible debentures at 90 percent of the market price assuming equal to Po, which is 0.4597 Baht per share.</p> <p>PE = share price after the offering of convertible debentures, where;</p> $PE = ((Po \times Qo) + (Pe \times Qe)) / (Qo + Qe)$ <p>Qo = Existing shares, which equal to 771,684,034 shares</p> <p>Qe = Number of shares arising from the conversion of convertible debentures which number of shares allocated to accommodate the conversion amounts to 200,000,000 shares.</p> <p>Therefore</p> $PE = (0.5108 \times 771,684,034) + (0.4597 \times 200,000,000) / (771,684,034 + 200,000,000)$ <p>PE = 0.5003 Baht per shares</p> $\text{Price Dilution} = (Po - PE) / Po = (0.5108 - 0.5003) / 0.5108 = 2.06\%$ <p>In the event that the convertible debentures are fully exercised into ordinary shares of the Company, will affect the stock's market price by 2.06 percent, which is the case when the Company issued and offered the most convertible debentures at the conversion price equal to 90 percent of the Po.</p> <p><u>In the case where the convertible debentures issued and offered by the company in this instance are fully converted, and all other convertible securities of the company are also fully exercised.</u></p> <p>Price Dilution can be calculated from the following formula:</p> $\text{Price Dilution} = (Po - PE) / Po$ <p>Whereas;</p> <p>Po = The existing share price, which is 0.5108 Baht per share, is based on the weighted average price of the Company's shares listed on the Stock Exchange of Thailand for the past 15 consecutive business days prior to the date on which the Board of Directors resolved to propose the agenda to the 2025 Annual General Meeting of Shareholders to consider and approve the issuance of newly issued ordinary shares to accommodate the conversion of convertible debentures to specific investors, which is between 6 February 2025 and 27 February 2025.</p> <p>Pe = The conversion price of convertible debentures at 90 percent of the market price assuming equal to Po, which is 0.4597 Baht per share.</p> <p>P_{W6} = Exercise price for ordinary shares under the warrant (PPPM-W6) at 0.22 Baht per share.</p> <p>P_{ESOP} = Exercise price for ordinary shares under the warrant (ESOP-W3) at 0.30 Baht per share.</p> <p>PE = share price after the offering of convertible debentures, where;</p> $PE = ((Po \times Qo) + (Pe \times Qe) + (P_{W6} \times Q_{W6}) + (P_{ESOP} \times Q_{ESOP})) / (Qo + Qe + Q_{W6} + Q_{ESOP})$ <p>Qo = Existing shares, which equal to 771,684,034 shares</p>

Heading	Details
	<p>Q_e = Number of shares arising from the conversion of convertible debentures which number of shares allocated to accommodate the conversion amounts to 200,000,000 shares.</p> <p>Q_{W6} = Number of newly issued ordinary shares allocated to accommodate the exercise of warrants (PPPM-W6), totaling 130,156,623 shares.</p> <p>Q_{ESOP} = Number of newly issued ordinary shares allocated to accommodate the exercise of warrants (ESOP-W3), totaling 30,908,700 shares.</p> <p>Therefore</p> $PE = (0.5108 \times 771,684,034) + (0.4597 \times 200,000,000) + (0.22 \times 130,156,623) + (0.30 \times 30,908,700) / 1,132,749,357$ <p>PE = 0.4626 Baht per shares</p> <p>Price Dilution = $(P_o - PE) / P_o = (0.5108 - 0.4626) / 0.5108 = 9.43\%$</p> <p>In the event that the convertible debentures are fully exercised into ordinary shares of the Company, will affect the stock's market price by 9.43 percent, which is the case when the Company issued and offered the most convertible debentures at the conversion price equal to 90 percent of the P_o.</p> <p>(2) <u>Control Dilution</u></p> <p><u>In the case where the convertible debentures issued and offered by the company in this instance are fully converted, and all other convertible securities of the company remain unexercised.</u></p> <p>Control Dilution can be calculated from the following formula:</p> $\text{Control Dilution} = Q_e / (Q_o + Q_e)$ <p>Whereas;</p> <p>Q_o = Existing shares, which equal to 771,684,034 shares</p> <p>Q_e = Number of shares arising from the conversion of convertible debentures which number of shares allocated to accommodate the conversion amounts to 200,000,000 shares.</p> <p>Control Dilution = $200,000,000 / 971,684,034 = 20.58$ percent</p> <p>In the event that the convertible debentures are fully exercised into ordinary shares of the Company, the control dilution of the shareholders will be 20.58 percent.</p> <p><u>In the case where the convertible debentures issued and offered by the company in this instance are fully converted, and all other convertible securities of the company are also fully exercised.</u></p> <p>Control Dilution can be calculated from the following formula:</p> $\text{Control Dilution} = Q_e / (Q_o + Q_e + Q_{W6} + Q_{ESOP})$ <p>Whereas;</p> <p>Q_o = Existing shares, which equal to 771,684,034 shares</p> <p>Q_e = Number of shares arising from the conversion of convertible debentures which number of shares allocated to accommodate the conversion amounts to 200,000,000 shares.</p> <p>Q_{W6} = Number of newly issued ordinary shares allocated to accommodate the exercise of warrants (PPPM-W6), totaling 130,156,623 shares.</p>

Heading	Details
	<p>Q_{ESOP} = Number of newly issued ordinary shares allocated to accommodate the exercise of warrants (ESOP-W3), totaling 30,908,700 shares.</p> <p>Control Dilution = $200,000,000 / 1,132,749,357 = 17.66$ percent</p> <p>In the event that the convertible debentures are fully exercised into ordinary shares of the Company, the control dilution of the shareholders will be 17.66 percent.</p>
Other Information	The details described above are the summary of the Terms and Conditions of the Convertible Debentures and are still subject to change. Further relevant details will be stipulated in the terms and conditions of the Convertible Debentures.
Objectives of issuing convertible debentures and plans for utilizing proceeds	Please consider the objectives of issuing convertible debentures and plans for utilizing proceeds as detailed in the Capital Increase Report Form (F53-4) (Enclosure 2)
Board of Directors' Opinions	
Reason, necessity, and suitability for the issuance of convertible debentures, including analyzing the Company's ability to repay shareholders who do not exercise their conversion rights at maturity date.	The Board of Directors is of the opinion that the fundraising by issuing and offering convertible debentures is an alternative to the Company's financing to use as working capital for the Company's business operations in order to have sufficient funds for business operations and to expand the Company's production capacity in the future, which will have a positive impact on the Company's business operations in order to increase financial liquidity and to expand investments when the Company needs it in a timely manner. It also helps to reduce the financial cost of the Company. The Company can use the money to generate income from investments and business development of the Company and/or invest in new businesses that are related to or supports the business that is currently operating. This will generate returns for the Company and shareholders in the future. In addition, this fundraising will also benefit the company and shareholders, as detailed in the Capital Increase Report Form (F53-4) (Enclosure 2). However, in the event that the Company has issued convertible debentures and the convertible debenture holders do not exercise their convertible rights at maturity date, the Company expects that its future cash flow should be sufficient for business operations. In addition, if necessary, the Company may issue and offer newly issued ordinary shares to shareholders or private placement, which is another solution. However, the Company will consider the appropriateness during that particular time to decide again.
Possibility of the plan for utilizing funds	The Company expects to proceed with the issuance and offering of newly issued shares to investors as well as to receive money from the sale of such newly issued shares within 1 year from the date that the shareholders' meeting approved to issue and offer for offering the convertible debenture. However, if the Company does not receive money from this capital increase,

Heading	Details
	the Company may lose the opportunity to expand its business according to the Company's business plan in the future.
Expected impacts on the Company's business operations, including its financial position and operating results due to the capital increase	The increase in the Company's registered capital by issuing and offering convertible debentures in this instance will strengthen both its financial structure and increase its financial flexibility to invest in future projects. Therefore, such capital increase will not adversely affect the business operation, financial position, and performance of the Company.
Directors' Testimonials	In the case that the directors of the Company fails to perform their duties with honesty and prudence to protect the interest of the Company with regards to this capital increase, if such failure to perform duties causes damage to the Company, shareholders can sue for damages from the said director on behalf of the Company in accordance with Section 85 of the Public Company Act B.E. 2535 and if the performance of such duties causes the Board of Directors or any person involved to unlawful gains, shareholders can use the right to sue to recover benefits from that director on behalf of the Company, in accordance with Section 89/18 of the Securities and Exchange Act B.E. 2535 (and as amended).

(F53-4)

Capital Increase Report Form
PP Prime Public Company Limited
February 28, 2025

PP Prime Public Company Limited (“**Company**”) hereby inform the resolutions of the Board of Directors Meeting No. 1/2025, held on 28 February 2025 regarding the capital decrease, capital increase, and allocation of newly issued shares as follows:

1. Capital Decrease and Capital Increase

1.1 Capital Decrease

The Board of Directors’ Meeting approved to propose to the 2025 Annual General Meeting of Shareholders to consider and approve the decrease of the Company’s registered capital at the amount of 438,209,869 Baht from the existing registered capital of 1,398,737,014 Baht to the new registered capital of 960,527,145 Baht by canceling unissued ordinary shares at the amount of 438,209,869 shares, with a par value of 1.00 Baht per share, which details are as follows:

- (1) The issuance and offering of the newly issued ordinary shares to existing shareholders in proportion to their shareholding (Right Offering), pursuant to the resolution of the Extraordinary General Meeting No. 2/2024 held on 10 July 2024 (“**EGM 2/2024**”) at the amount of 189,756,922 shares.
- (2) The exercise of Warrants to Purchase Ordinary Shares of the Company No. 6 (PPPM-W6) pursuant to the resolution of EGM 2/2024 (“**PPPM-W6**”) which remain unallocated, totaling 189,756,922 shares.
- (3) The exercise of Warrants to Purchase Ordinary Shares of the Company No. 4 (PPPM-W4) which is expired, totaling 58,696,025 shares.

1.2 Capital Increase

The Board of Directors’ Meeting approved to propose to the 2025 Annual General Meeting of Shareholders to consider and approve the increase of the Company’s registered capital by 200,000,000 Baht from the existing registered capital of 960,527,145 Baht to the new registered capital of 1,160,527,145 Baht by issuing, not exceeding, 200,000,000 newly issued ordinary shares at the par value of 1.00 Baht per share, to accommodate the conversion rights of the Convertible Debentures issued and offered to specific investors, an increase in capital in the following manner:

Capital Increase	Type of securities	Number of shares (shares)	Par value (Baht per share)	Total (Baht)
<input checked="" type="checkbox"/> Specifying the purpose of utilizing funds	Ordinary	200,000,000	1.00	200,000,000
	Preferred	-	-	-
<input type="checkbox"/> General Mandate	Ordinary	-	-	-
	Preferred	-	-	-

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

2. Allocation of Newly Issued Shares

2.1 Specifying the purpose of utilizing funds

Allocated To	Number of Shares (Shares)	Ratio (Old: New)	Selling Price (Baht Per Share)	Subscription and payment period	Remark
To accommodate to exercise of conversion rights for the Convertible Debentures offered to (1) Advance Opportunities Fund (“ AO Fund ”) and/or (2) Advance Opportunities Fund 1 (“ AO Fund 1 ”) and/or (3) Advance Opportunities Fund VCC (“ AOF VCC ”) (Please consider remark no. 1)	Not exceeding 200,000,000	Conversion ratio is equal to the principal amount of the convertible debenture to be exercised divided by the conversion price	Not less than 90 percent of the market price (conversion price)	The Company will specify later, please consider the remarks below	Please consider the remarks below and the Summary of Important Terms and Conditions of the Convertible Debentures, Enclosure 1

Remarks:

1. Advance Opportunities Fund 1 (“**AO Fund 1**”) is an open-ended fund established as the company limited in 2016 as an exempted company with limited liability in the Cayman Islands. AO Fund 1 is structured as a regulated mutual fund for the purposes of the mutual funds law of the Cayman Islands and registered with Cayman Islands Monetary Authority. As AO Fund 1 is a collective investment scheme which offers its participating shares to accredited investors in Singapore, AO Fund 1 is registered as a restricted foreign scheme with the Monetary Authority of Singapore (“**MAS**”).

As a restricted foreign scheme registered with MAS, the laws of Singapore require the investment funds of AO Fund 1 to be managed by a fund manager licensed and regulated by MAS. AO Fund 1 has appointed ZICO Asset Management (“**ZICOAM**”) to serve as the discretionary investment manager of all its investments. ZICOAM has been granted a capital markets services license by MAS to conduct fund management activities regulated under the Securities and Futures Act 2001 of Singapore.

Advance Opportunities Fund VCC is a variable capital company established in Singapore and is acting on behalf of and for the account of AOF Thailand Opportunities Fund (a sub-fund set up under Advance Opportunities Fund VCC (“**AOF VCC**”). ZICOAM has been appointed by AOF VCC to serve as the discretionary investment manager of all investments.

The investment strategy of AOF VCC and AO Fund 1 is to provide funding to different companies to be used as working capital, for expansion, for merger, as stipulated in debt restructuring. In addition, AOF VCC is part of the Advance Opportunities Fund Group wherein its funds namely Advance Opportunities Fund and AO Fund 1 have invested in convertible debentures issued and sold by more than 13 companies listed on the Stock Exchange in Thailand since 2011. Each of AOF VCC and AO Fund 1 is an Institutional Investor pursuant to the Clause 5 (10) of the Notification of the Securities and Exchange Commission No. Kor Jor. 39/2564 Re: Determination of Definitions of Institutional Investor, Ultra-high Net Worth Investor and High Net Worth Investor.

2. The Board of Directors’ Meeting approved to the 2025 Annual General Meeting of Shareholders to consider and approve the issuance and offering of newly issued convertible debenture of the Company (“**Convertible Debentures**”) by determining the total offered value of, not exceeding, 100,000,000 Baht (A total of 100,000 units, each unit with a value of 1,000 Baht) to specific investors namely: (1) Advance Opportunities Fund (“**AO Fund**”) and/or (2) Advance Opportunities Fund 1 (“**AO Fund 1**”) and/or (3) Advance Opportunities Fund VCC (“**AOF VCC**”) which are not connected persons of the Company in accordance with the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 Re: Rules on Connected Transactions (and its amendments) and Notification of the Board of Directors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning Connected Transactions B.E. 2546 (collectively, it is referred to as the “**Connected Transaction Notifications**”). However, the conversion price of the Convertible Debentures must not be lower than 90 percent of the market price whereas the market price is calculated based on the weighted average price of the Company’s shares trading on the Stock Exchange of Thailand for not less than 7 consecutive business days, but not more than 15 consecutive business days prior to the day the convertible debenture holders exercise their conversion rights, in accordance with the Notification of the Capital Market Supervisory Board No. TorJor. 16/2565 Re: Application for and Approval of the Offering for Sale of Newly Issued Debt Instruments to a Private Placement and Offering of Convertible Debentures to Specific Person (“**Notification No. Tor Jor. 16/2565**”) and the Notification of the Office of the Securities and Exchange Commission No. SorChor. 46/2565 Re: Calculation of Offering Price of Securities and Determination of Market Price for Consideration of an Offer for Sale of Newly Issued Shares at a Low Price (“**Notification No. SorChor. 46/2565**”). The exercise of conversion rights under the convertible debentures, under any circumstances, shall not result in the convertible debenture holders acquiring shares of the Company in a manner that triggers the requirement to make a mandatory tender offer for all securities of the Company (Tender Offer) pursuant to the Notification of the Capital Market Supervisory Board No. TorJor. 12/2554 Re: Rules, Conditions and Procedures for the Acquisition of Securities for Business Takeovers (and as amended).

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

In addition, since the Company has accumulated losses shown in the statements of financial position and income reviewed by a certified public accountant for the year ended 31 December 2024, the Company may determine the conversion price of convertible debentures lower than the par value of the Company, but not less than 0.01 Baht per share. The Company must comply with Section 52 of the Public Limited Company Act (Section 52 of the Public Limited Company Act stipulates that a company that has been in operation for not less than one year, if there is a loss, shares may be offered for sale at a price lower than the par value, but must be approved by the shareholders' meeting and with a definite discount rate).

Details are shown in the Summary of Important Terms and Conditions of the Convertible Debentures of PP Prime Public Company Limited (**Attachment 1**).

3. The Board of Directors' Meeting Approved to propose to the 2025 Annual General Meeting of Shareholders to consider and approve the issuance and allocation of the newly issued ordinary shares, whether once or several times, not exceeding 200,000,000 shares with the par value of 1.00 Baht per share to accommodate the exercise of conversion rights of the Convertible Debentures issued and offered to specific investors namely; (1) Advance Opportunities Fund ("**AO Fund**") and/or (2) Advance Opportunities Fund 1 ("**AO Fund 1**") and/or (3) Advance Opportunities Fund VCC ("**AOF VCC**") which are not connected persons of the Company in accordance with the Connected Transaction Notifications. However, the conversion price of the Convertible Debentures must not be lower than 90 percent of the market price whereas the market price is calculated based on the weighted average price of the Company's shares trading on the Stock Exchange of Thailand for not less than 7 consecutive business days, but not more than 15 consecutive business days prior to the day the debenture holders exercise their conversion rights, in accordance with the Notification No. Tor.Jor. 16/2565 and the Notification No. SorChor. 46/2565.

The exercise of conversion rights under the Convertible Debentures, under any circumstances, shall not result in the Convertible Debenture holders acquiring shares of the Company in a manner that would trigger the requirement to make a mandatory tender offer for all securities of the Company (Tender Offer) pursuant to the Notification of the Capital Market Supervisory Board No. Tor.Jor. 12/2554 Re: Rules, Conditions and Procedures for the Acquisition of Securities for Business Takeovers (and as amended).

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

In addition, since the Company has accumulated losses shown in the statements of financial position and income reviewed by a certified public accountant for the year ended 31 December 2024, the Company may determine the conversion price of convertible debentures lower than the par value of the Company, but not less than 0.01 Baht per share. The Company must comply with Section 52 of the Public Limited Company Act (Section 52 of the Public Limited Company Act stipulates that a company that has been in operation for not less than one year, if there is a loss, shares may be offered for sale at a price lower than the par value, but must be approved by the shareholders' meeting and with a definite discount rate).

In this regard, the allocation of newly issued ordinary shares to accommodate the exercise of conversion rights of the Convertible Debentures in the amount of 200,000,000 shares, when combined with the number of shares allocated to accommodate the exercise of all convertible securities of the Company (calculated based on the number of shares after the decrease of the Company's registered capital by cancelling unissued ordinary shares), namely (1) Warrants to Purchase Ordinary Shares of the Company No. 6 (PPPM-W6) in the amount of 130,156,623 shares, and (2) the number of ordinary shares to accommodate the exercise of conversion rights of Convertible Debenture issued and offered to specific investors pursuant to the resolution of the Extraordinary General Meeting No. 1/2024 held on 30 January 2024 in the amount of 27,777,788 shares which results in the total amount of 357,934,411 shares, representing 46.38 percent of all sold shares of the Company as of the Board of Directors' Meeting No. 1/2025 on 28 February 2025, which is not exceeding 50 percent of all issued shares of the Company as of such date.

Details are shown in the Summary of Important Terms and Conditions of the Convertible Debentures of PP Prime Public Company Limited (**Enclosure 1**).

2.1.1 Company Procedures in the Case of Fractional Shares

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

2.2 General Mandate

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

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

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

Schedule the 2025 Annual General Meeting of Shareholders to be held on 9 April 2025 at 10:00 hrs. via electronic meeting. Details of how to use the electronic meeting system will be informed in the invitation to the shareholders' meeting and the Company's website, whereby:

- The record date to determine the list of shareholders entitled to attend the 2025 Annual General Meeting of Shareholders shall be on 17 March 2025.
- The share register shall be closed to suspend any share transfer for the right to attend the Shareholders Meeting from.....until the shareholders meeting is adjourned.

4. Approval for Capital Increase/ Share Allocation from Relevant Governmental Agencies and Conditions of Such Approval

- 4.1 The Company must obtain approval from the shareholders' meeting to proceed the decrease registered capital by canceling unissued ordinary shares, increase registered capital as well as approve other related matters;
- 4.2 The Company shall register the decrease of registered capital, by canceling unissued ordinary shares, increase of registered capital as well as the amendment of Memorandum of Association with the Department of Business Development, Ministry of Commerce within 14 days from the date of the 2025 Annual General Meeting of Shareholders, where the resolution to approve the decrease of the registered capital by canceling the unissued ordinary shares, the increase of the registered capital, and the amendment of the Memorandum of Association of the Company;
- 4.3 The Company shall register the transfer restriction of the issued and offered Convertible Debentures, which limits the transfer of the Convertible Debentures to no more than 10 specific investors within a 4-month period with the Securities and Exchange Commission;
- 4.4 The Company shall apply for approval from the Stock Exchange of Thailand for the listing of the newly issued ordinary shares as listed securities on the Stock Exchange of Thailand in accordance to the rules and regulations related to the Stock Exchange of Thailand after the Convertible Debentures holder has exercised the Convertible Debentures into the Company's ordinary shares (in the case of such exercise).

5. Objectives of Capital Increase and Plans for Utilizing Proceeds received from the Capital Increase

The Company raise funds by issuing and offering convertible debentures issued to (1) AO Fund and/or (2) AO Fund 1 and/or (3) AOF VCC, the purpose of the funds for this transaction is as outlined below, with the estimated amount of funds to be utilized not exceeding 100,000,000 Baht, calculated based on the total value of the convertible debenture offering proposed for approval at this shareholders' meeting. The preliminary details of the fund utilization plan are as follows:

Objective of utilizing proceeds	Estimated amount used (Baht)	Period of utilization
To be used as working capital in the Company and enhance liquidity in the Company's business operations in order to increase the strength and stability of the Company's financial position.	100,000,000	within the period of 1 year from the date of receipt of payment
Total Approximately	100,000,000	

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

6. Benefits that the Company will receive from the Capital Increase/Share Allocation

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

7. Benefits that the Shareholders will receive from the Capital Increase/Share Allocation

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

7.3 Company's Dividend Payment Policy

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

8. Other Details Necessary for Shareholders' Decision making in the Approval of the Capital Increase/Share Allocation

For other details necessary for the shareholders' decision in regards to the capital increase/allocation of newly issued shares, please consider the details in the Summary of Important Terms and Conditions of the Convertible Debentures of PP Prime Public Company Limited (**Enclosure 1**).

9. Time Schedule of Action in case the Board of Directors passes a Resolution with the Approval of the Capital Increase/Share Allocation

No.	Procedures of the Capital Increase	Date/Month/Year
1	Board of Directors' Meeting No. 1/2025	28 February 2025
2	Date to determine the list of shareholders entitled to attend the 2025 Annual General Meeting of Shareholders (Record Date)	17 March 2025
3	Date of 2025 Annual General Meeting of Shareholders	9 April 2025
4	Registration of the decrease of registered capital by canceling unissued ordinary shares, increase of registered capital, and amendment of the Memorandum of Association with the Department of Business Development, Ministry of Commerce	Within 14 days from the date of the 2025 Annual General Meeting of Shareholders approved

No.	Procedures of the Capital Increase	Date/Month/Year
5	The issuance and offering date of convertible debentures to specific investors	Determined after obtaining approval from the 2025 Annual General Meeting of Shareholders
6	Registration of the increase of paid-up capital with the Department of Business Development, Ministry of Commerce and the listing of newly issued shares as a listed securities on the Stock Exchange of Thailand	After the allocation of new shares has been completed and exercise the right to convert convertible debentures of the Company

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

PP Prime Public Company Limited

-Company's Seal-

- Mr. Romsai Tandakoseya - - M.L. Phanpienduen Sungkhapong -

(Mr. Romsai Tandakoseya) (M.L. Phanpienduen Sungkhapong)
 Director/Chief Executive Officer Director

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

สิ่งที่ส่งมาด้วย 5

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 (กรุณาเลือกข้อใดข้อหนึ่ง)

Hereby appoint (Please choose one of following)

1. มอบฉันทะให้ กรรมการอิสระคนใดคนหนึ่งของบริษัทฯ คือ
Appoint any one of the following Independent Directors of the Company
 พลโทเกษณะ วโรภาส / Lieutenant General Krisana Waropas หรือ/or
 นายอรุณ เพิ่มพิบูลย์ / Mr. Aran Permpiboon หรือ/or
 พันตำรวจโทเชียรรัตน์ วิเชียรสรรค์ / Pol.Lt.Col. Thienrath Vichiensan หรือ/or
 นายไววิทย์ อุทัยเฉลิม / Mr. Waiwit Udayachalerm
(รายละเอียดของกรรมการอิสระปรากฏตามสิ่งที่ส่งมาด้วย 7)

(Details of Independent Directors are specified in Enclosure 7)

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.

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ประจำปี 2568
ในวันพุธที่ 9 เมษายน 2568 เวลา 10.00 น. ด้วยรูปแบบการประชุมผ่านสื่ออิเล็กทรอนิกส์ (E-Meeting) โดยจะดำเนินการถ่ายทอดจากห้องประชุม
ชั้น 5 เลขที่ 1279/1 อาคารบอไบไม้ ถนนรามคำแหง แขวงหัวหมาก เขตบางกะปิ กรุงเทพมหานคร 10240 หรือที่จะพึงเลื่อนไปในวัน เวลา สถานที่
และวิธีการอื่นด้วย

As my/our proxy (“proxy”) to attend and vote on my/our behalf at the 2025 Annual General Meeting of Shareholders on Wednesday 9
April 2025 at 10: 00 hours. via electronic meeting. the meeting will be broadcast from the meeting room, 5th floor,
No. 1279/1, Bo Bai Mai Building, Ramkhamhaeng Road, Hua Mak Subdistrict, Bang Kapi District, Bangkok 10240 or to be postponed
on such other dates, times, places and methods as the meeting may be held.

สิ่งที่ส่งมาด้วย 5

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

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

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

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

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

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

หมายเหตุ ผู้ถือหุ้นที่มอบฉันทะ จะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

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

หนังสือมอบฉันทะแบบ ข.

Proxy Form B

เลขทะเบียนผู้ถือหุ้น.....

Shareholder registration number

เขียนที่.....

Written at

วันที่.....เดือน..... พ.ศ.

Date Month Year

(1) ข้าพเจ้า สัญชาติ.....

I/We

nationality

ที่อยู่.....

Address

(2) เป็นผู้ถือหุ้นของบริษัท พีพี ไพร์ม จำกัด (มหาชน) (“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

พลโททฤษฎะ วโรภาส / Lieutenant General Krisana Waropas หรือ/or

นายอรุณ เพิ่มพิบูลย์ / Mr. Aran Permpiboon หรือ/or

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

นายไวยุทธ์ อูทัยเฉลิม / Mr. Waiwit Udayachalerm

(รายละเอียดของกรรมการอิสระปรากฏตามสิ่งที่ส่งมาด้วย 7)

(Details of Independent Directors are specified in Enclosure 7)

2. ชื่อ อายุ..... ปี

Name

age

ที่อยู่.....

Address

ทั้งนี้ในกรณีที่กรรมการอิสระผู้รับมอบฉันทะคนใดคนหนึ่ง ไม่สามารถเข้าประชุมได้ให้กรรมการอิสระที่เหลือเป็นผู้รับมอบฉันทะแทนกรรมการอิสระที่ไม่สามารถเข้าประชุม

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

คนใดคนหนึ่งเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ประจำปี 2568

ในวันพุธที่ 9 เมษายน 2568 เวลา 10.00 น. ด้วยรูปแบบการประชุมผ่านสื่ออิเล็กทรอนิกส์ (E-Meeting) โดยจะดำเนินการถ่ายทอดจากห้องประชุม ชั้น 5 เลขที่ 1279/1 อาคารบอโบ้ไม้ ถนนรามคำแหง แขวงหัวหมาก เขตบางกะปิ กรุงเทพมหานคร 10240 หรือที่จะพึงเลื่อนไปในวัน เวลา สถานที่ และวิธีการอื่นด้วย

As my/our proxy ("proxy") to attend and vote on my/our behalf at the 2025 Annual General Meeting of Shareholders on Wednesday 9 April 2025 at 10: 00 hours. via electronic meeting. the meeting will be broadcast from the meeting room, 5th floor, No. 1279/1, Bo Bai Mai Building, Ramkhamhaeng Road, Hua Mak Subdistrict, Bang Kapi District, Bangkok 10240 or to be postponed on such other dates, times, places and methods 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 2567

Agenda 1 Acknowledge the operating performance and annual report for the year 2024

เนื่องจากเป็นวาระเพื่อรับทราบ จึงไม่มีการลงมติ

This is an agenda for acknowledgment, there was no resolution.

วาระที่ 2 พิจารณานุมัติงบแสดงฐานะการเงิน และงบกำไรขาดทุนของบริษัท สำหรับรอบระยะเวลาบัญชีสิ้นสุด ณ วันที่ 31 ธันวาคม 2567

Agenda 2 Consider and approve the Company's financial statements and income statement for the Year 2024, ending 31 December 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:

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ 3 พิจารณานุมัติการงดจ่ายปันผล ประจำปี 2567

Agenda 3 Consider and approve the omission of dividend payment 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:

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ 4 พิจารณานุมัติการเลือกตั้งกรรมการแทนกรรมการที่ครบกำหนดออกจากตำแหน่งตามวาระ

Agenda 4 Consider and approve the election of directors in replacement of those who must retire 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:

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ 5 พิจารณานุมัติการกำหนดค่าตอบแทนของคณะกรรมการและคณะกรรมการชุดย่อย ประจำปี 2568

Agenda 5 Consider and approve the remuneration of the Board of Directors and sub-committees for the year 2025

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 6 **พิจารณาอนุมัติแต่งตั้งผู้สอบบัญชี และกำหนดค่าสอบบัญชี ประจำปี 2568**
 Agenda 6 Consider and approve the appointment of auditors and determination of audit fees for the year 2025

- 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 7 **พิจารณาอนุมัติการลดทุนจดทะเบียนของบริษัท โดยการตัดหุ้นสามัญที่ยังไม่ได้ออกจำหน่ายของบริษัท และการแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิของบริษัท ข้อ 4 เพื่อให้สอดคล้องกับการลดทุนจดทะเบียนของบริษัท**
 Agenda 7 Consider and approve the decrease of the Company's registered capital by canceling the unissued ordinary shares of the Company and the amendment of Clause 4 of the Company's Memorandum of Association to reflect the 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 8 **พิจารณาอนุมัติการออกและเสนอขายหุ้นกู้แปลงสภาพที่ออกใหม่ให้แก่ผู้ลงทุนโดยเฉพาะเจาะจง**
 Agenda 8 Consider and approve the issuance and offering the Convertible Debentures to specific investors

- 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 9 **พิจารณาอนุมัติการเพิ่มทุนจดทะเบียนของบริษัท และการแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิของบริษัท ข้อ 4. เพื่อให้สอดคล้องกับการเพิ่มทุนจดทะเบียนของบริษัท**
 Agenda 9 Consider and approve the increase of the registered capital of the Company and the amendment of Clause 4 under the Company's Memorandum of Association to be in the line with the increase of the Company's registered capital

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

วาระที่ 10 พิจารณานุมัติการจัดสรรหุ้นสามัญเพิ่มทุนเพื่อรองรับการใช้สิทธิของหุ้นกู้แปลงสภาพที่ออกและเสนอขายให้แก่ผู้ลงทุนโดยเฉพาะเจาะจง

Agenda 10 Consider and approve the allocation of the newly issued ordinary shares to accommodate the exercise of the Convertible Debentures issued and offered to specific investors

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 / Signedผู้มอบฉันทะ / Grantor
(.....)

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

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

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

หมายเหตุ / Remark

1. ผู้ถือหุ้นที่มอบฉันทะ จะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

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

2. ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข. ตามแนบ

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

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข.

Attachment to Proxy Form B

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท พีพี ไพร้ม จำกัด (มหาชน)

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

ในการประชุมสามัญผู้ถือหุ้น ประจำปี 2568 ในวันพุธที่ 9 เมษายน 2568 เวลา 10.00 น. ด้วยรูปแบบการประชุมผ่านสื่ออิเล็กทรอนิกส์ (E-Meeting) โดยจะดำเนินการถ่ายทอดจากห้องประชุม ชั้น 5 เลขที่ 1279/1 อาคารบอไปไม้ ถนนรามคำแหง แขวงหัวหมาก เขตบางกะปิ กรุงเทพมหานคร 10240 หรือที่จะพึงเลื่อนไปในวัน เวลา สถานที่และวิธีการอื่นด้วย

At the 2025 Annual General Meeting of Shareholders on Wednesday 9 April 2025 at 10:00 hours. via electronic meeting. the meeting will be broadcast from the meeting room, 5th floor, No. 1279/1, Bo Bai Mai Building, Ramkhamhaeng Road, Hua Mak Subdistrict, Bang Kapi District, Bangkok 10240 or to be postponed on such other dates, times, places and methods as the meeting may be held.

ภาวะที่..... 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

ภาวะที่..... เรื่อง.....

Agenda

Subject:

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

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

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

ข้าพเจ้าขอรับรองว่ารายการในใบประจำต่อแบบหนังสือมอบฉันทะถูกต้องบริบูรณ์และเป็นความจริงทุกประการ

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

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

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

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

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

หนังสือมอบฉันทะแบบ ค.

Proxy Form C

สำหรับกรณีผู้ถือหุ้นเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียนในประเทศไทยเป็นผู้รับฝากและดูแลหุ้น

For foreign shareholders who have custodians in Thailand only.

เลขทะเบียนผู้ถือหุ้น.....

Shareholder registration number

เขียนที่.....

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

พลโททฤษฎะ วโรภาส / Lieutenant General Krisana Waropas หรือ/or

นายอรุณ เพิ่มพิบูลย์ / Mr. Aran Permpiboon หรือ/or

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

นายไวยุทธ์ อูทัยเฉลิม / Mr. Waiwit Udayachalerm

(รายละเอียดของกรรมการอิสระปรากฏตามสิ่งที่ส่งมาด้วย 7)

(Details of Independent Directors are specified in Enclosure 7)

2. ชื่อ อายุ..... ปี

Name

age

ที่อยู่.....

Address

ทั้งนี้ในกรณีที่กรรมการอิสระผู้รับมอบฉันทะคนใดคนหนึ่ง ไม่สามารถเข้าประชุมได้ให้กรรมการอิสระที่เหลือเป็นผู้รับมอบฉันทะแทนกรรมการอิสระที่ไม่สามารถเข้าประชุม

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

คนใดคนหนึ่งเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ประจำปี 2568 ในวันพุธที่ 9 เมษายน 2568 เวลา 10.00 น. ด้วยรูปแบบการประชุมผ่านสื่ออิเล็กทรอนิกส์ (E-Meeting) โดยจะดำเนินการถ่ายทอดจากห้องประชุม ชั้น 5 เลขที่ 1279/1 อาคารบอไบไม้ ถนนรามคำแหง แขวงหัวหมาก เขตบางกะปิ กรุงเทพมหานคร 10240 หรือที่จะพึงเลื่อนไปในวัน เวลา สถานที่ และวิธีการอื่นด้วย

As my/our proxy ("proxy") to attend and vote on my/our behalf at the 2025 Annual General Meeting of Shareholders on Wednesday 9 April 2025 at 10: 00 hours. via electronic meeting. the meeting will be broadcast from the meeting room, 5th floor, No. 1279/1, Bo Bai Mai Building, Ramkhamhaeng Road, Hua Mak Subdistrict, Bang Kapi District, Bangkok 10240 or to be postponed on such other dates, times, places and methods as the meeting may be held.

(3) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

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

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

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

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

- วาระที่ 1 รับทราบรายงานผลการดำเนินงานและรายงานประจำปี 2567
Agenda 1 Acknowledge the operating performance and annual report for the year 2024
เนื่องจากเป็นวาระเพื่อรับทราบ จึงไม่มีการลงมติ
This is an agenda for acknowledgment, there was no resolution.
- วาระที่ 2 พิจารณานุมัติงบแสดงฐานะการเงิน และงบกำไรขาดทุนของบริษัท สำหรับรอบระยะเวลาบัญชีสิ้นสุด ณ วันที่ 31 ธันวาคม 2567
Agenda 2 Consider and approve the Company's financial statements and income statement for the Year 2024, ending 31 December 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:
 - เห็นด้วย ไม่เห็นด้วย งดออกเสียง
 - Approve Disapprove Abstain

- วาระที่ 3 พิจารณานุมัติการงดจ่ายปันผล ประจำปี 2567
Agenda 3 Consider and approve the omission of dividend payment 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 4 พิจารณานุมัติการเลือกตั้งกรรมการแทนกรรมการที่ครบกำหนดออกจากตำแหน่งตามวาระ
 Agenda 4 Consider and approve the election of directors in replacement of those who must retire 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 พิจารณานุมัติการกำหนดค่าตอบแทนของคณะกรรมการและคณะกรรมการชุดย่อย ประจำปี 2568
 Agenda 5 Consider and approve the remuneration of the Board of Directors and sub-committees for the year 2025

- 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 และกำหนดค่าสอบบัญชี ประจำปี 2568
 Agenda 6 Consider and approve the appointment of auditors and determination of audit fees for the year 2025

- 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 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 of the Company and the amendment of Clause 4 of the Company's Memorandum of Association to reflect 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:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

- วาระที่ 8 พิจารณานุมัติการออกและเสนอขายหุ้นกู้แปลงสภาพที่ออกใหม่ให้แก่ผู้ลงทุนโดยเฉพาะเจาะจง
 Agenda 8 Consider and approve the issuance and offering the Convertible Debentures to specific investors

- 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 9 พิจารณานุมัติการเพิ่มทุนจดทะเบียนของบริษัท และการแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิของบริษัท ข้อ 4. เพื่อให้สอดคล้องกับการเพิ่มทุนจดทะเบียนของบริษัท
 Agenda 9 Consider and approve the increase of the registered capital of the Company and the amendment of Clause 4 under the Company's Memorandum of Association to be in the line with the increase of the Company's registered capital

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

- วาระที่ 10 พิจารณานุมัติการจัดสรรหุ้นสามัญเพิ่มทุนเพื่อรองรับการใช้สิทธิของหุ้นกู้แปลงสภาพที่ออกและเสนอขายให้แก่ผู้ลงทุนโดยเฉพาะเจาะจง
 Agenda 10 Consider and approve the allocation of the newly issued ordinary shares to accommodate the exercise of the Convertible Debentures issued and offered to specific investors

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

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

(5) 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 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.

กิจการใดที่ผู้รับมอบอำนาจได้กระทำไปในการประชุม ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

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

ลงชื่อ / Signedผู้มอบอำนาจ / Grantor
(.....)

ลงชื่อ / Signedผู้รับมอบอำนาจ / Proxy
(.....)

ลงชื่อ / Signedผู้รับมอบอำนาจ / Proxy
(.....)

ลงชื่อ / Signedผู้รับมอบอำนาจ / Proxy
(.....)

หมายเหตุ / Remark

1. หนังสือมอบอำนาจแบบ 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. หลักฐานที่ต้องแนบพร้อมกับหนังสือมอบอำนาจคือ

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

(1) หนังสือมอบอำนาจจากผู้ถือหุ้นให้คัสโตเดียน (Custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบอำนาจแทน

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

(2) หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบอำนาจแทนได้รับอนุญาตประกอบธุรกิจคัสโตเดียน (Custodian)

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

3. ผู้ถือหุ้นที่มอบอำนาจจะต้องมอบอำนาจให้ผู้รับมอบอำนาจเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนนไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบอำนาจหลายคนเพื่อแยกการลงคะแนนเสียงได้

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 ผู้มอบอำนาจสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบอำนาจแบบ 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 2568 ในวันพุธที่ 9 เมษายน 2568 เวลา 10.00 น. ด้วยรูปแบบการประชุมผ่านสื่ออิเล็กทรอนิกส์ (E-Meeting) โดยจะดำเนินการถ่ายทอดจากห้องประชุม ชั้น 5 เลขที่ 1279/1 อาคารบอไบไม้ ถนนรามคำแหง แขวงหัวหมาก เขตบางกะปิ กรุงเทพมหานคร 10240 หรือที่จะพึงเลื่อนไปในวัน เวลา สถานที่และวิธีการอื่นด้วย

At the 2025 Annual General Meeting of Shareholders on Wednesday 9 April 2025 at 10:00 hours. via electronic meeting. the meeting will be broadcast from the meeting room, 5th floor, No. 1279/1, Bo Bai Mai Building, Ramkhamhaeng Road, Hua Mak Subdistrict, Bang Kapi District, Bangkok 10240 or to be postponed on such other dates, times, places and methods 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

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

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

ข้าพเจ้าขอรับรองว่ารายการในใบประจำต่อแบบหนังสือมอบฉันทะถูกต้องบริบูรณ์และเป็นความจริงทุกประการ

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

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

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

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

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

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

Shareholders or proxies who wish to attend the meeting must submit documents proving their identity as specified to the Company within 2 April 2025. The Company shall verify the list of shareholders according to the closing information of the shareholders' register book who have the right to attend the meeting wholly and correctly. After that, the electronic conferencing service provider will send a Link to attend the meeting and the user manual to the Email you have sent to inform the Company. The Link will be sent three days in advance of the meeting date.

Requesting to attend the meeting via electronic media

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

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

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

1. Please fill in the document requesting to attend the meeting via electronic media (e-AGM) (Enclosure 6) by specifying your Email and your mobile phone number clearly for registering for the meeting.
2. Attach a copy of proof of identity to confirm the right to attend the e-AGM meeting.

2.1 Shareholders who are natural persons:

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

2.2 Shareholders who are juristic persons:

- If the person authorized to sign on behalf of the juristic person (director) wishes to attend the meeting in person via electronic media (E-Meeting)
 - A copy of the shareholder's juristic person registration certificate issued no later than one year before the date of the shareholders' meeting, which is duly certified by the juristic person representative (director) authorized to sign on behalf of the juristic person.

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

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



3. Submit the documents requesting to attend the meeting via electronic media (item 1) and proof of identity together with supporting documents (item 2) by sending to the Company within 2 April 2025.

- Email: ir@ppprime.co.th
- Postal: Company Secretary Department
PP Prime Public Company Limited,
No. 1279/1 Bor Bai Mai Building, Ramkhamhaeng Road,
Huamark, Bangkok, Bangkok 10240.
Tel.: 093-810-0361

Electronic Meeting Attendance (e-AGM):

1. Once the shareholders or proxies wish to attend the meeting and have been fully verified, you will receive an Email from the meeting organizer, a link for attending the meeting, and a system's user manual seven days before the meeting date. Please study the manual on how to use the e-AGM meeting system in detail. If you haven't received the Email within the 2 April 2025, please get in touch with the Company immediately.
2. Meeting attendance and voting via electronic media can be used with computers/notebooks/tablets and mobile phones via Web Browser: Chrome with 4G internet speed or home internet basic.

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

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

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

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

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

Suppose any shareholders cannot attend the e-AGM meeting in person or cannot appoint other proxies to attend the e-AGM meeting and wish to appoint an independent director as a proxy. In this regard, they can send a proxy form (Enclosure 5) specifying the proxy as one of the independent directors as specified by the Company along with supporting documents to the Company by the date within 2 April 2025 via the following channels:

- By Email: ir@ppprime.co.th
- Postal: Company Secretary Department
PP Prime Public Company Limited,
No. 1279/1 Bor Bai Mai Building, Ramkhamhaeng Road,
Huamark, Bangkok, Bangkok 10240.
Tel.: 093-810-0361

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

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

Please submit the following information:

1. The Proxy Form C (attached with the invitation letter) is filled in all information signed by the proxy grantor and the proxy correctly and entirely together with a 20-baht duty stamp affixed;
2. Custodian juristic person registration certificate (Custodian) with a signature certifying true copy by the authorized signatory on behalf of the juristic person of the Custodian or the attorney with the corporate seal (if any).
3. A power of attorney from the shareholders for the Custodian to be authorized to sign the proxy form;
4. A letter confirming that the person signing the proxy form is authorized to operate a custodian business.
5. Copy of ID card, or a copy of government official ID card, or copy of passport (In the case of foreigners) of the proxy with certified the true copy;
6. Submit information via the following channels:
 - By Email: ir@ppprime.co.th
 - Postal: Company Secretary Department
PP Prime Public Company Limited,
No. 1279/1 Bor Bai Mai Building, Ramkhamhaeng Road,
Huamark, Bangkok, Bangkok 10240.
Tel.: 093-810-0361

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

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

1. Send advice or questions in advance to the Company before the meeting date through the following channels:
 - By Email: ir@ppprime.co.th
 - Postal: Company Secretary Department
PP Prime Public Company Limited,
No. 1279/1 Bor Bai Mai Building, Ramkhamhaeng Road,
Huamark, Bangkok, Bangkok 10240.
Tel.: 093-810-0361
2. Submit advice or questions during the meeting to those attending the e-AGM meeting. The attendee must specify his/her first and last name and state whether his/her is a shareholder attending the meeting himself/herself or a proxy. Before every suggestion or question is submitted, the Company has opened channels for sending advice and questions during the meeting as follows:
 - Chat channel for text messages.
 - An audio chat channel where attendees press the raising hand button and turn on the microphone on their device after the operator sends you an invitation to chat. Please turn off the microphone after the conversation is finished every time (For more details, please refer to the user manual sent to the attendees' emails).

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

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

Voting Rules

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

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

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

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

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

Voting procedure

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

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

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

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

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

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

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

Counting of votes and announcement of voting results

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



Request Form to Attend the 2025 Annual General Meeting of Shareholders
In Forms of Electronic Device (e-AGM)

วันที่.....เดือน.....พ.ศ.....

Date Month Year

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

I/We, Identification Card/Passport number

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

Nationality Residing at No. Road Sub district

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

District Province Postal Code

(2) เป็นผู้ถือหุ้นของ บริษัท พีพี ไพร์ม จำกัด (มหาชน)

Being a shareholder of PP Prime Public Company Limited

โดยถือหุ้นรวมทั้งสิ้น หุ้น

Holding

ประสงค์จะร่วมประชุมและลงคะแนนผ่านสื่ออิเล็กทรอนิกส์สำหรับการประชุมสามัญผู้ถือหุ้น ประจำปี 2568

I would like to participate the e-AGM for 2025 Annual General Meeting of Shareholders

เข้าร่วมประชุมด้วยตัวเอง

Self-Attending

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

Proxy to

attend the meeting.

(3) ข้อมูลในการจัดส่งวิธีการเข้าร่วมประชุม

Please send the Link to join the meeting by below email

อีเมล.....(โปรดระบุ)

E-Mail

Please fill in the blank.

โทรศัพท์มือถือ.....(โปรดระบุ)

Mobile Number

Please fill in the blank.

(4) จัดส่งเอกสารเพื่อยืนยันตัวตน สิ่งที่ส่งมาด้วย 6 วิธีการเข้าร่วมประชุมผ่านสื่ออิเล็กทรอนิกส์ ภายในวันที่ 2 เมษายน 2568

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

Please submit the required document per an Enclosure 6 by via electronic media within 2 April 2025


(5) เมื่อได้รับการยืนยันตัวตน บริษัทฯ จะจัดส่งลิงค์การเข้าร่วมประชุมและวิธีการเข้าร่วมประชุมไปยังอีเมลที่ท่านได้ระบุ

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

(6) ในวันประชุมผู้ถือหุ้นจะต้องเตรียม เลขบัญชีผู้ถือหุ้น และเลขบัตรประชาชนไว้ สำหรับการเข้าร่วมประชุม

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

Profiles of independent directors for proxy appointment

Name	Lt.Gen. Krisana Waropas	
Position	Independent Director / Chairman of Board of Director / Chairman of Sustainable Development / Member of Audit Committee / Member of Nomination and Remuneration Committee	
Age (Year)	65	
Nationality	Thai	
Address	2/7 Ramintra 14 Yak 5-2, Khwang Tahrang Khet Bangkhen Bangkok 10230	
Education	- Thai Bar Association Legal Training Bureau of the Thai Bar Association - Master of Political Science, Kasetsart University - Bachelor of Laws, Ramkhamhaeng University	
Training Program	Training organized by Thai Institute of Directors (IOD) - Directors Accreditation Program (DAP) Batch#172/2020, Thai Institute of Directors (IOD) Other Training - Military Officer Course for the Elementary of the Constitution, Class 12, Military School of the Constitution - Air Force Training Course, Class 144, Special War Center School - Officer Course, Advanced Statute, Class 10 - Military Judiciary Course, Class 5	
Number of shares (%) (as of 17 February 2025)	0.013%	
Relationship with the Executives	- None -	
Working Experiences	2024 - Present Chairman of Director, PP Prime Public Company Limited 2020 - Present Independent Director / Chairman of Sustainable Development / Audit Committee / Nomination and Remuneration Committee member, PP Prime Public Company Limited	
Current positions in other Listed Companies	- None -	
Current positions in other (Not Listed Companies)	2017 - 2019 Special luminaries, Army (Lieutenant) 2016 - 2017 Expert, Army (Air Force) 2013 - 2016 Director of the Council of State, Office of the Constitution, Royal Thai Army	
Conflict of interest on related agenda	- None -	

Profiles of independent directors for proxy appointment

Name	Mr. Aran Permpiboon	
Position	Independent Director / Chairman of the Audit Committee	
Age (Year)	81	
Nationality	Thai	
Address	96/1 Moo 8, Bang Phut, Pak Kret, Nonthaburi 11120	
Education	<ul style="list-style-type: none"> - Master's degree : Public Administration, National Institute of Development Administration - Bachelor's degree : Electrical Engineering, Chulalongkorn University 	
Training Program	<p>Training organized by Thai Institute of Directors (IOD)</p> <ul style="list-style-type: none"> - Directors Certification Program (DCP) Batch#23/2002 Thai Institute of Directors (IOD) - Audit Committee Program (ACP) Batch#33/2010 Thai Institute of Directors (IOD) - Advanced Audit Committee Program No. 9/2012 Thai Institute of Directors (IOD) <p>Other Training</p> <ul style="list-style-type: none"> - National Institute of Development Administration, Faculty of Public Administration, Personnel Management (NIDA), Special No.1 - Higher Diploma Course in Politics and Governance in Democracy for Executives, Class 3, King Prajadhipok's Institute (Por Por Ror. 3) 	
Number of shares (%) (as of 17 February 2025)	- None -	
Relationship with the Executives	- None -	
Working Experiences		
2021 - Present	Independent Director / Chairman of the Audit Committee, PP Prime Public Company Limited	
Current positions in other Listed Companies		
2004 - 2019	Independent Director / Chairman of Nomination and Remuneration / Audit Committee, Internet Thailand Public Company Limited	
2009 - 2013	Director /Chairman of Audit and Risk Management Committee, Absolute Impact Public Company Limited	
2003 – 2004	Acting President and Senior Vice President, TOT Corporation Public Company Limited	
Current positions in other (Not Listed Companies)		
	- None -	
Conflict of interest on related agenda	- None -	

Profiles of independent directors for proxy appointment

Name	Pol.Lt.Col. Thienrath Vichiensan	
Position	Independent Director / Member of Audit Committee / Chairman of the Nomination and Remuneration Committee	
Age (Year)	66	
Nationality	Thai	
Address	22/25 Moo 9, Tambon Bang Phut, Amphoe Pak Kret, Nonthaburi 11120	
Education	<ul style="list-style-type: none"> - Master of Arts Teaching (Government), University of Texas, USA - Bachelor of Public Administration, Royal Police Cadet Academy - Bachelor of Laws, Sukhothai Thammathirat Open University 	
Training Program	<p>Training organized by Thai Institute of Directors (IOD)</p> <ul style="list-style-type: none"> - Director Certification Program (DCP) Batch#243/2017, Thai Institute of Directors (IOD) - Advance Audit Committee Program (AACP) Batch#28/2018, Thai Institute of Directors (IOD) - Board Nomination and Compensation Program (BNCP) Batch#17/2023, Thai Institute of Directors (IOD) <p>Other Training</p> <ul style="list-style-type: none"> - Graduate Diploma in Public Law, Thammasat University - Records Management Course, National Archive, Sweden - Senior curriculum, Prince Damrongrajanubhap Institute of Research and Development - Administrative Justice for Executives - National Defence College of Thailand 	
Number of shares (%) (as of 17 February 2025)	0.069%	
Relationship with the Executives	- None -	
Working Experiences		
2020 - Present	Independent Director / Audit Committee / Chairman of the Nomination and Remuneration Committee, PP Prime Public Company Limited	
2017 - 2020	Independent Director / Chairman of the Audit Committee / Chairman of the Nomination and Remuneration Committee, PP Prime Public Company Limited	
Current positions in other Listed Companies		
2021 - 2022	Audit Committee, TV Direct Public Company Limited	
Current positions in other (Not Listed Companies)		
2022 - Present	Qualified Director in the of the Personal Data Protection Committee	

2019 - 2023	Managing Director, The Government Pawnshop Office, Ministry of Social Development and Human Security
2015 - 2019	Inspector-General, Office of the Permanent Secretary, Office of the Prime Minister
2014	Director, The Bureau of Legal Affairs and General Regulations, Office of the Permanent Secretary, Office of the Prime Minister
2012	Director, Office of the official information commission

Conflict of interest on related agenda - None -

Profiles of independent directors for proxy appointment

Name	Mr. Waiwit Udayachalerm	
Position	Independent Director / Member of Audit Committee	
Age (Year)	63	
Nationality	Thai	
Address	505 Soi Soonvijai 4, Bangkapi, Huai Khwang, Bangkok 10310	
Education	<ul style="list-style-type: none"> - Master's degree : Faculty of Economics , International Economics and Finance, Chulalongkorn University - Bachelor's degree : Faculty of Commerce and Accountancy, Finance and Banking, Chulalongkorn University 	
Training Program	<p>Training organized by Thai Institute of Directors (IOD)</p> <ul style="list-style-type: none"> - Director Certification Program (DCP) Batch#276/2019, Thai Institute of Directors (IOD) <p>Other Training</p> <ul style="list-style-type: none"> - Business administration course in the digital age For the new generation of executives, 3rd generation - Public-Private-Public Society Management Course, Class 6, Education HQ National Police Agency - Executive Program on Urban Development Management, Class 6, Bangkok - Network Security Relationship Development Course Executive Level, Class 7 ISOC - Security Psychology Course, Class 114, Institute of Security Psychology - Fundamentals course and dispute mediation techniques Nonthaburi District Court - Higher Certificate Program in Public Law For senior executives, class 12, King Prajadhipok's Institute - Digital Marketing Mini-MBA, Class 1, Nation University - Executive Relations Development Course, Class 18, Department of Military Affairs - Higher Diploma in Public Economic Administration For senior executives, class 8, King Prajadhipok's Institute - Securities Valuation Course Class 10, Real Estate Business School - Institution Selling Training Program ING Group – NEW YORK - Bangkok Bank's Banking Program, Class 3, Bangkok Bank <p><u>license</u></p> <ul style="list-style-type: none"> - Investment advisor , SET 	

- Investment Manager, SET

Number of shares (%) (as of 17 February 2025) - None -

Relationship with the Executives - None -

Working Experiences

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

Current positions in other Listed Companies

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

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

Current positions in other (Not Listed Companies)

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

2014 – 2018 President of Smart Traffic Company Limited

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

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

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

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

2007 - 2007 Assistant Managing Director BT Asset Management Company Limited

2004 – 2006 Department director ING Asset Management Company

2001 – 2004 Director of Thai Administrative Services Company Limited

1999 - 2001 Assistant Department director, UOB Rattanasin Bank

1998 - 1999 Marketing Manager, Shell Thailand Company Limited

1996 – 1997 Assistant Department director, Sitka Securities Company Limited

1993 - 1996 Marketing Manager, Diners Club Company Limited

1990 – 1993 Business development staff, Citibank

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

Conflict of interest on related agenda - None -

Criteria for director nomination and definition of the independent directors

Criterion to Select Director

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

Definition of Independent Director

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

Qualifications of Independent Director

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

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

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

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

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

In case that the person who is being appointed the Independent Director by the Company is the person who used to have business relation or provide professional service beyond stipulation on clause 4 or clause 6. The

Company may be lenient on prohibition or provide professional service beyond the value. When the Company has arranged the Board of Directors' opinion in accordance with Section 89/7 of the Securities and Stock Market Act B.E. 2535 that the appointment of such person will not impact on the operation and its independency and will be disclosed the information in the Notice of Annual General Meeting of Shareholders in the agenda of the appointment of the independent director.

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

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

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

1. Calling of a meeting

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

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

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

2. Quorum

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

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

In the subsequent meeting a quorum is not required.

3. Votes

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

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

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

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

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