



No. PPS/PCL - 003/2019

5 March 2019

Subject : Invitation for the 2019 Annual General Meeting of Shareholders

Attention : Shareholders of Project Planning Service Public Company Limited

Attachment

1. Objectives, Facts and Reasons of BOD's Opinions for Shareholders' consideration
2. Minutes on the 2018 Annual General Meeting of Shareholders on 25 April 2018
3. 2018 Annual Report and Sustainability Report (as QR Code Document)
4. Brief profile and relevant information of nominated persons as Company's Directors
5. Brief profile and relevant information of nominated auditors
6. Document and identification certificate required to present on the meeting date by the attendees
7. Information of independent director whom the company proposes as proxies for the absent shareholders.
8. Proxy Form A, B, and C
9. The company's regulation about the Shareholders' Meeting
10. Procedures of the 2019 Annual General Meeting of Shareholders registration and voting process
11. Map of the meeting location

The Board of Directors of Project Planning Service Public Company Limited ("The Company") have passed a resolution in the Board of Directors' meeting No.1/2019 to call the 2019 Annual General Meeting of Shareholders (AGM) on Wednesday 24 April 2019 at 10.00 hours. at Balloon Room, 3rd Floor, The Grand Four Wings Hotel, 333 Srinakarin Road, Huamark, Bangkok, Bangkok 10240 for the following meeting's agenda.

Agenda 1 : To consider and adopt the minutes of 2018 Annual General Meeting of Shareholders

The Board of Directors' Opinion : The Meeting should approve to the minutes of 2018 Annual General Meeting of Shareholders of Project Planning Service Public Company Limited, which was held on 25 April 2018. The Board of Directors has agreed that the report was correctly recorded according to Attachment No.2.

Resolution: This agenda item must be approved by the majority of the shareholder's voting who are presence at the meeting and cast their votes.

Agenda 2 : To acknowledge the Board of Directors' report on the Company's operating results for year 2018 and Company's future business plan.

The Board of Directors' Opinion : The Meeting should acknowledge The Company's 2018 operating report, future work plans and the 2018 annual report according to Attachment 3.

Resolution: This agenda item is for information, shareholder's voting is not required.



Agenda 3 : To consider and approve the balance sheet (statement of financial position) and statement of income for the year ended 31 December 2018

The Board of Directors' Opinion : The Meeting should acknowledge The Company's financial position, net income statement as of 31 December 2018, and the auditor's report which has been approved by the audit committee and verified and certified by auditors from D I A International Company Limited according to the annual report in the Attachment No.3.

Resolution: This agenda item must be approved by the majority of the shareholder's voting who are presence at the meeting and cast their votes.

Agenda 4 : To approve the allocation of the year 2018 net profit as legal reserve.

The Board of Directors' Opinion : The meeting should consider the approval of the allocation of the year 2018 net profit as additional legal reserve. The Board of Directors has considered this matter based on the Public Company Limited Act and the company regulations regarding the operating result, before coming to a conclusion that the Company has an year 2018 net profit (separate financial statements) of Baht 7,342,411 while the Company's legal reserves is lower than 10% of registered capital. Therefore the Board of Directors agreed to allocate legal reserve as Baht 368,000 (Calculated by 5.01 % of year 2018 net profit) effects to the Company's legal reserve increase to Baht 8,018,000 or 3.71 %.

Resolution : This agenda item must be approved by the majority of the shareholder's voting who are presence at the meeting and cast their votes.

Agenda 5 : To consider and approve the dividend payment for 2019

The Board of Directors' Opinion : The meeting should consider the approval of the dividend payment as the Board of Directors has considered this matter based on the Public Company Limited Act and the company regulations regarding the operating result, the financial position, and considering all stakeholders before coming to a conclusion that the Company has an unallocated retained earnings and the dividend policy to payout at least 40 percent of the net profit after deduction for all reservations required by law by considering for the parent company's financial statements only. The Board of Directors have the right to exempt such compilation of amend such policy from time to time, therefore, the Board of Directors agreed to allocate dividend payment to the shareholders in the cash dividend payment to the shareholders in the ratio of Baht 0.02 per share from retained earnings. As the Company had paid the interim dividend to the shareholders on 7 September 2018 in the ratio of Baht 0.01 per share, so the remaining dividend will be paid of Baht 0.01 per share or in the amount of not exceed Baht 8,598,551.42. Total of dividend payment for year 2018 is not exceed Baht 16,720,135.91. The Dividend Payout Ratio equivalent to 239.74% of net profit after legal reserve for the year 2018, as comply with the dividend policy, or 58.72 % of unappropriated retained earnings prior year 2018 dividend has paid.

All dividend shall be deducted the withholding tax on the rate as legally designated. The Company will deduct withholding tax to all dividend paid as cash.

However, the approval of proposed right to receive such cash dividend remains amid uncertainty as it must be approved from shareholders at the Annual General Meeting 2019. If AGM approve to this agendum as proposed, the Record Date for the rights to receive the dividend will be on 6 May 2019. The cash dividend shall be paid on 22 May 2019.

Resolution : This agenda item must be approved by the majority of the shareholder's voting who are presence at the meeting and cast their votes.



Agenda 6 : To approve appointment of the new directors in replacement of those who are due to retire by rotation and appointment of a new director

The Board of Directors' Opinion : Two directors are due to retire by rotation in the 2019 Annual General Meeting of Shareholders as following.

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|--------------------------|------------------------------|
| 1) Mr. Prasong Tharachai | Director / Chairman of BOD |
| 2) Mr. Tat Thongpakdi | Director / Managing Director |

The Nomination & Remuneration Committee and the Board of Directors has considered this matter and will propose to appoint one director who are going to be retired by rotation to serve another term on the Board, which are as following.

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|--------------------------|------------------------------|
| 1) Mr. Prasong Tharachai | Director / Chairman of BOD |
| 2) Mr. Tat Thongpakdi | Director / Managing Director |

The Nomination & Remuneration Committee and the Board of Directors have also considered and will propose to appoint Mr. Phisit Saeng-Chuto as a new director. Mr. Phisit Saeng-Chuto has passed evaluation from the Nomination & Remuneration Committee that he is fully qualified in compliance to qualification criteria of the Company's director.

Brief profile and relevant information of the nominators are presented in Attachment No.4.

Resolution : This agenda item must be approved by the majority of the shareholder's voting who are presence at the meeting and cast their votes.

Agenda 7 : To approve the remuneration of the Company's Board of Directors for year 2019

The Board of Directors' Opinion: The Meeting should approve the remuneration package for the Board of Directors in 2019. The remuneration package is consisted of meeting allowance within Baht 1,000,000 and special remuneration (bonus payment) which is depend on the company's operating performance for the particular year within Baht 2,000,000. The Chairman of BOD shall appropriately allocate the remuneration package for each director.

Resolution: This agenda item must be approved by two-third majority of the shareholders that are presence at the meeting.

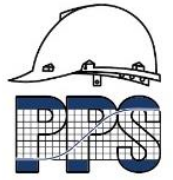
Agenda 8 : To approve the appointment of auditors and fix their remuneration for year 2019

The Board of Directors' Opinion : The Meeting should consider and approve the appointment of Auditor and fix the Auditor's remuneration for the year 2019 for Baht 860,000 as proposed by the Board of Directors detailed as presented in Attachment No.5

Resolution : This agenda item must be approved by the majority of the shareholder's voting who are presence at the meeting and cast their votes.

Agenda 9 : Other business (if any)

The Board of Directors' Opinion : This agenda is for the shareholders to query (if any) and/or for the Board of Directors to give answers or clarification (if any) to the shareholders.



The Company has prepared Objectives, Facts and Reasons relevant to the agenda for consideration as presented on the attachment 1.

The Company would like to inform and invite you to attend the meeting on the proposed date and time, at the proposed venue. The registration will be opened from 8.00 hours onwards.

The record date for the rights to attend the 2019 AGM will be on March 12, 2019.

Shareholders who would like to give a proxy to others to attend the meeting and vote on your behalf shall fill in one of the proxy forms attached with this invitation completely, the shareholders are entitled to use only one of the forms according to the announcement of Department of Business Development about the proxy form usage (5th Revision) B.E.2550 and affix 20-baht duty stamp. Shareholders must also submit and/or present the ownership evidence or the representative status of shareholders who are eligible for the meeting attendance according to the attachment. Shareholders who would like to give a proxy to the Company's independent director can be done so by authorizing any one of independent director namely on the below of this page who has no interest in all proposed agendas in this Annual General Shareholders' Meeting. The information of independent directors is presented in Attachment No.6.

We are kindly requesting your collaboration by submit the proxy form to the Company by 19 April 2019 or submit the proxy form to the registration officer at the meeting venue prior to the meeting, and we would like to request you or your proxy to bring documents and evidences according to the list specified in Attachment No.6. The Company will conduct the meeting and cast the vote according to the procedures described in Attachment No.10.

Yours sincerely,

(Mr. Prasong Tharachai)
Chairman of the Board of Directors

Remark

1. You can download Proxy Form A, B, and C from www.pps.co.th
Company's director whom be nominated as proxy are.
 - 1) Mrs. Vipavee Boonyaprasit Independent Director / Chairman of Audit Committee
 - 2) Mr. Kachen Benchakul Independent Director / Audit Committee
2. Shareholders are able to inquire information for each agenda, or send questions or suggestions ahead of the meeting to
Mr. Voradaj Piemsuwan Company's secretary
E-mail address : csoffice1@pps.co.th; Telephone : 0 2718 2785-9 ext. 308 Fax : 0 2300 5545-6