

Objectives, Facts and Reasons of BOD's Opinions for Shareholders' Consideration
.....**Agenda 1 : To consider and adopt the minutes of the 2023 General Meeting of Shareholders**Objectives, Facts and Reasons

The Company Secretary prepared the minutes of the 2023 General Meeting which was held on 26 April 2023 and were subsequently certified by the Company's Board of Directors who agreed that the minutes were correctly recorded the resolutions of the Annual General Meeting of Shareholders for the year 2023. Apart from having been delivered to the Stock Exchange of Thailand within 14 days from the date of the meeting as required by law, the minutes have also been posted on the Company's website at www.pps.co.th for the shareholders to acknowledge them and check their accuracy within an appropriate time. Nobody raised any objections or requested an amendment to the minutes, as detailed in attachment No. 2. Therefore, it was deemed appropriate to present the minutes of the 2023 General Meeting of Shareholders to the Annual General Meeting of Shareholders for approval.

Agenda 2 : To acknowledge the Board of Directors' report on the Company's operating results for year 2023 and Company's future business plan.Objectives, Facts and Reasons

The report by the Board of Directors with respect of the Company's business performance for the year 2023 ended on 31 December 2023 has been prepared to report the operational results of the Company during 2023. The Board of Directors, having considered and deemed it was correct and sufficient, hereby proposes the Annual General Meeting of Shareholders to acknowledge the Company's business performance during 2023, ended on 31 December 2023, as contained in the Annual Report delivered to the shareholders together with this Invitation Letter (Attachment No. 3).

Agenda 3 : To consider and approve the balance sheet (statement of financial position) and statement of income for the year ended 31 December 2023

Objectives, Facts and Reasons

The audited statement of financial position, statement of income and the auditor's report for the accounting period ended on 31 December 2023 have been prepared and audited by the auditors of the Company, as detailed in the Annual Report (Attachment No.3). The Board of Directors and the Audit Committee, having considered and deemed them were correct, completed and sufficient pursuant to the generally accepted accounting standards, hereby propose that the Annual General Meeting of Shareholders approve the balance sheet and the profit and loss statement for the accounting period ended on 31 December 2023 in accordance with section 112 of the Public Limited Companies Act B.E.2535 (A.D.1992).

Agenda 4 : To consider and approve to the allocation of year 2023 net profit as legal reserve

Objectives, Facts and Reasons

Section 115 of the Public Limited Companies Act B.E.2535 (A.D.1992) and the Company's Article of Association clause 47 stated that the Company has to allocate annual net profit for minimum of 5% of annual net profit as a reserve deducted by accumulated deficit (if available) until the reserves has reach 10% of the Company's registered capital.

Regarding to the Company's operating results, the Board of Directors considered that the Company net profit of the year was Baht 8,111,077 (separate financial statement) and agreed to allocate legal reserve as Baht 410,000 (Calculated by 5.05% of year 2023 net profit) effects to the Company's legal reserve increase to Baht 11,375,000 rate of 4.07 of the registered capital.

Agenda 5 : To consider and approve to omit the dividend payment for year 2023

Objectives, Facts and Reasons

The Company has announced the dividend payout policy from annual net profit regarding following factors. (1) The Company's operation performance (2) The Company has no accumulated deficit and (3) The Company has adequate cash to pay dividend. The Company's dividend policy is willing to payout at least 40 percent of the net profit after deduction for all reservations required by law by considering for the separate company's financial statements. The Board of Directors have the right to exempt such compilation of occasionally amend such policy.

The Board of Directors has considered this matter based on section 115 of the Public Limited Companies Act B.E.2535 (A.D.1992) and the company regulations regarding the operating result as of the end of 2023, the Company still has accumulated losses, which make the company had a net profit of Baht 8,111,077 considered to be which was not a large amount. For the mentioned reason, it is appropriate to propose to the Annual General Meeting of Shareholders to approve the suspension of the dividend payment from operating profits for the year 2023.

Details of Dividend payout	Year 2023 (proposed)	Year 2022	Year 2021
1. Net Profit (million Baht)	8.11	28.10	22.54
2. Number of shares (million shares)	859.85	859.85	859.85
3. Dividend per share (Baht per share)	-	0.01	-
4. Total Dividend payout (million Baht)	-	8.60	-
5. Dividend payout ratio (% of net profit in year)	-	30.65	-

Comparison of Dividend ratio for operating results of the year 2021 to 2023

Agenda 6 : To approve re-appointment of the directors in replacement of those who are retire by rotation

Objectives, Facts and Reasons

Referring to Article 18 of the Company's regulations, one-third of the directors must retire from office at each AGM and those directors who have longest been in office must retire first. For the first and second anniversaries of the Company's registration, the directors must retire by drawing lots. For subsequent years thereafter, the directors who have longest been in office shall retire. The directors who retire may be re-elected to resume as director for another term.

Two directors are due to retire by rotation in the 2024 Annual General Shareholders' Meeting.

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| 1) Mr. Tat Thongpakdi | Board of Director / Executive Committee /
Managing Director |
| 2) Mr. Theerathon Tharachai | Board of Director / Executive Committee |

The shareholders were given the opportunity to nominate the names of qualified persons for being considered to be elected as directors as required by the recruitment process in advance from 18 October 2023 to 30 December 2023 through the website of the Company. There was no proposal of nominated person as directors from any shareholders.

The Nomination and Remuneration Committee complied with and followed the nomination criteria and procedures, which are detailed in the Form 56-1 One Report / Annual Report of 2023 (Attachment No.3 – Management Structure Section and recruitment of directors & management executives), taking into account the Company's structure of directors and individual directors' qualifications in various aspects. The Nomination and Remuneration Committee found that three directors are fit to work for the Company as the directors by reason of their qualifications, knowledge, abilities, experience and working performance in the past years, including their devotion and support to the Company's business operation for the Company's benefit. Furthermore, one director is free of restricted characteristics, e.g. never being punished for the discharge or dismissal due to the fraudulent performance of duty, never being convicted with imprisonment sentence or found guilty relating to the unfaithful acquisition of property, and never being engaged in any business or holding shares in any business in the manner of competing against the Company's business. Therefore, the Nomination and Remuneration Committee propose to appoint two directors who are going to be retired by rotation to serve another term on the Board, which is as following.

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| 1) Mr. Tat Thongpakdi | Board of Director / Executive Committee /
Managing Director |
| 2) Mr. Theerathon Tharachai | Board of Director / Executive Committee |

The Nomination and Remuneration Committee and the Board of Directors have considered the mentioned director to be re-elected as the director for another term.

The directors, excluding those with an interest in this agenda item, considered the opinion of the Nomination and Remuneration Committee and agreed that (1) Mr. Tat Thongpakdi (2) Mr. Theerathon Tharachai have full qualifications required by the Public Limited Companies Act B.E.2535 (A.D.1992), with knowledge, ability, and experience relating to the Company's business, making them able to help develop the Company's business. Therefore, it was deemed appropriate to elect those to be Company's directors. Their profiles and other supporting information are set out in Attachment No. 4. Page 40-49. The directors have considered that the persons nominated as independent directors will be able to give independent opinions and in accordance with the relevant criteria. Qualifications of the Company's independent director (Definition of Independent Director) meet the requirements of the Capital Market Supervisory Board (please see details of an independent director's qualifications (Definition of Independent Director) in Attachment No. 4. Page 48-49. and in the Form 56-1 One Report / Annual Report of 2023 under the section "Structure and Components of Board of Directors", which was distributed to the shareholders together with this Invitation Letter (Attachment No. 3)).

Agenda 7 : To approve the remuneration of the Company's Board of Directors for year 2024Objectives, Facts and Reasons

Article 34 of the Company's regulations state that the Company's board of directors have the right to receive remuneration package which is consist of salary, incentive bonus, meeting allowance, special remuneration (bonus payment), welfare and other benefits regarding to the refer regulation or under approval from AGM. The remuneration may be approved as fixed amount or varied base on practical criteria.

The Company's policy on remuneration of directors (member of the board of directors, independent directors, executive directors and non-executive directors) is reasonably competitive rate to the same industry in order to retain qualified directors with the Company which has been approved by AGM. Directors who also be member of audit committee and / or nomination and remuneration committee and / or governance and sustainability committee and /or other committee shall receive much more remuneration regarding to increased tasks and responsibilities.

The Nomination and Remuneration Committee, Audit Committee and Board of Directors have considered and passed resolution to propose the 2024 E-AGM for approval of criteria on remuneration of directors for year 2024 as following.

- 1) Remuneration as money : Maximum of Baht 1,000,000 (One million Baht) per annum for meeting allowance and maximum of Baht 2,000,000 (Two million Baht) per annum for special remuneration (bonus payment) depending on the company's operating performance for each particular year. The Chairman of BOD shall appropriately allocate the remuneration package for each director.
- 2) Regular Monthly Remuneration, Salary and Other remunerations : None
- 3) Other Benefits : None

The remuneration criteria of the Company's Board of Directors

Details	2024 (Proposed Year)	2023 (Previous Year)
1. Remuneration as money		
- Meeting Allowances	Yes	Yes
- Bonus Money	Yes	Yes
2. Regular Monthly Remuneration, Salary		
Other remunerations	None	None
3. Other Benefits	None	None

Details of the Meeting Allowances rate are as following.

Directors – Board / Committee	Allowance per meeting	
	2024 (Proposed Year)	2023 (Previous Year)
The Board of Directors		
Chairman	15,000 Baht	15,000 Baht
Vice Chairman	13,000 Baht	13,000 Baht
Other directors	12,000 Baht	10,000 Baht
Audit Committee		
Chairman	15,000 Baht	15,000 Baht
Other directors	12,000 Baht	10,000 Baht
Nomination and Remuneration Committee		
Chairperson	12,000 Baht	10,000 Baht
Other directors	10,000 Baht	10,000 Baht
Governance and Sustainability Committee		
Chairperson	12,000 Baht	10,000 Baht
Other directors	10,000 Baht	10,000 Baht
Risk Management Committee		
Chairperson	12,000 Baht	10,000 Baht
Other directors	10,000 Baht	10,000 Baht

Agenda 8 : To approve the appointment of auditors and fix their remuneration for year 2024

Objectives, Facts and Reasons

Section 120 of the Public Limited Companies Act B.E.2535 (A.D.1992) requires that each annual general meeting of shareholders appoint an auditor and fix his/her remuneration year to year. An existing auditor is eligible for re-election.

Under the Notification of the Securities and Exchange Commission No. Nor Por 5/2561 Re: Guidelines for rotating auditor in the capital market and the indulgence of auditor rotation in capital market, an issuing company must ensure the rotation of its auditor if any auditor has been appointed to conduct the audit work for it for more than seven (7) accounting years whether consecutive or not. If the due has been completed, must punctuate for five (5) accounting years. However, the requirement of rotation does not mean a change of the audit firm; in other words, other members working for the same audit firm as the existing auditor may be elected to replace the existing auditor.

The Audit Committee and the Board of Directors have considered focused on independent and competent of external auditors and agreed to appoint auditors from Karin Audit Company Limited (proposed for the fourth years) namely Miss Kannika Wipanurat, C.P.A. Registration No. 7305 (proposed for the fourth years and audit signed for 1 year), or Mr. Pojana Asavasontichai C.P.A. Registration No. 4891 (proposed for the third years and audit signed for 2 years), or Mr. Jadesada Hungsapruuek, C.P.A. Registration No. 3759 (proposed for the first year but never sign) as the Company's auditor for the year 2024. Auditors from Karin Audit Company Limited have an excellent performance and all these three auditors' qualifications do not conflict with the rules of the Stock Exchange of Thailand.

The auditor's remuneration for the year 2024 amounts to 1,100,000 Baht. None of the above auditors provide other services, except for the audit service, to the Company or have any relationship or interest in or with the Company or its subsidiaries, executives or major shareholders and any affiliates of the above persons.

Auditor's Remuneration	Year 2024 (Proposed year)	Year 2023 (Previous year)
Audit Fee for Project Planning Service Public Company Limited including of consolidated financial statements	1,100,000	1,020,000
Other Fee / Non – Audit Fee	None	None

The Company has subsidiaries and associated companies which uses the same audit firm, for the subsidiaries (1) PPS Oneworks Company Limited (2) PPS Innovation Company Limited (3) Ensemble Equity Pte. Ltd. (4) Sapatt Project Company Limited (5) Project One Property Development Company Limited (6) Project Two Property Development Company Limited (7) Project Three Engineering Company Limited (8) Tesco PPS Joint Venture, these eight companies' auditing fees in totaling of 935,000 Baht then agreed to appoint Miss Kannika Wipanurat, C.P.A. Registration No. 7305, or Mr. Pojana Asavasontichai C.P.A. Registration No. 4891 or Mr. Jadesada Hungsapruet, C.P.A. Registration No. 3759, or as the Company's auditor. For the year 2024, the auditor did not provide other services to the company and had no relationship and/or had interests in the company/subsidiaries/executives/major shareholders or those related to the said person in any way.

However, in order to ensure that the auditor can prepare the financial statements on time both in the part of the company and all subsidiaries and associated companies. The board will ensure that the auditor can prepare the financial statements on time, including the auditor has planned the operation and has prepared enough staff.

Auditor's Remuneration	Year 2024 (Proposed year)	Year 2023 (Previous year)
Audit Fee for the Company's subsidiaries and associated companies	935,000	840,000
(1) PPS Oneworks Company Limited	included	included
(2) PPS Innovation Company Limited	included	included
(3) Ensemble Equity Pte., Ltd.	included	included
(4) Sapatt Project Company Limited	included	included
(5) Project One Property Development Company Limited	included	included
(6) Project Two Property Development Company Limited	included	included
(7) Project Three Engineering Company Limited	included	included
(8) Tesco PPS Joint Venture	included	-
Other Fee / Non – Audit Fee	None	None

Brief profile and relevant information of nominated auditors is present in Attachment No. 5

Agenda 9 : Consideration to approve the extension of the ordinary shares issuance and offering of increased capital common shares of the company under the General Mandate basis as approved by the Extraordinary General Meeting of Shareholders No.1/2019 on 24 July 2019.

Objectives, Facts and Reasons

According to the previous agenda, the Board of directors agreed that the approval of the issuance and offering of increased capital not exceeding 257,956,542 shares at par value of 0.25 Baht per share, equivalent to 30% of the paid-up capital of the Company, in order to reserve for the capital increase from Right Offering and Private Placement by means of the General mandate. The Right Offering by General Mandate not exceeding 171,971,028 shares or not over 20% of paid-up capital while the Private Placement not exceeding 85,985,514 shares or not over 10% of paid-up capital.

However, since the allotment of the newly issued ordinary shares will be due on the date the Company held the Annual General Meeting of Shareholders for the year 2024. Therefore, the Company proposed to the Annual General Meeting of Shareholders for the year 2024 to consider and approve the extension of the issuance and offering of the newly issued ordinary shares of the Company according to the General Mandate as approved by the Extraordinary General Meeting of Shareholders No. 1/2019 on 24 July 2019 for another term (the fifth years - extension). In other words, extend the offer period until the Company date will arrange the Annual General Meeting of Shareholders for the year 2025 or the last day as specified by law to hold the Annual General Meeting of Shareholders for the year 2025 (whichever comes first) with conditions for allocation and authorization to the Board of Directors to comply with at the company has been approved by the Extraordinary General Meeting of Shareholders No. 1/2019 on 24 July 2019 in all respects with the following details:

- (1) The provision of increased capital not exceeding 257,956,542 shares at par value of 0.25 Baht per share, equivalent to 30% of the paid-up capital of the Company, in order to reserve for the capital increase from Right Offering and Private Placement by means of the General Mandate. The Right Offering by General Mandate not exceeding 171,971,028 shares or not over 20% of paid-up capital while the Private Placement not exceeding 85,985,514 shares or not over 10% of paid up capital.

The Private Placement will offer to qualified person as comply relevant rules and regulations and also not be a connected person of the Company regarding Notification of the Capital Supervisory Board No. TorJor 2182551, Rules on Connected Transactions (including updated revision).

- (A) Being an institutional investor in accordance with the Securities and Exchange Commission announcement No. KorJor 17/2551, Determination of definitions relating to the issuance and offering of securities, or
- (B) Being an individual investor or a firm with stable financial status and have investment potential including having knowledge, ability, experience or potential for being useful or promoting the operation of the Company

The offering price for Private Placement by General Mandate shall follow the Market Price which means the Weighted Average Price of shares in the Stock Exchange of Thailand for the period of not less than 7 consecutive business days but not exceeding 15 consecutive business days before the date of the offering price. In this regard, the date on which the offering price of the shares must be retroactive for not exceeding 3 business days before the first date of offering to investors. Moreover, in the event that the Board of Directors considers that there is a reasonable cause when considering the best benefits of the Company, the Board of Directors shall lower the price criteria (discount not over 10% of Market Price) pursuant to the Notification of the Capital supervisory Board No. TorJor 72/2558, Approval of Offering for Sale of Newly-Issued Shares by Listed Company to Specific Investor (including update revision).

- (2) Assign the Board of Directors to be an authorized person to operate various tasks relating to the allocation of common shares in the form of General Mandate as follows:
 - (1) Consider determining the details of allocation increased capital common shares for instance, determining the offering price, offering for one time or occasionally, offering period, share payment, list of private placement and other conditions and details relating to the allocation of the newly issued common shares.
 - (2) Having the negotiations, agreements and signing the related documents and contracts, including performing various actions relating to the allocation increased capital common shares and
 - (3) Signing the permission requests, waiver requests and the necessary evidences related to the allocation increased capital common shares, including contact and application for permission or waiver requests of such documents and evidences to government agencies or related agencies. Moreover, register the increased capital shares of the Company to the Market for Alternative Investment (mai) or the Stock Exchange of Thailand in which the Company's common shares are trading at that time. Also has the power to perform any other necessary and appropriate actions relating to the allocation of such newly issued common shares.

Agenda 10 : Other business (if any)

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. No any other businesses will be considered and approved or resolved under this agenda item.