



(Translation)

**Minutes of the 2023 Annual General Meeting of Shareholders (E-AGM)
Project Planning Service Public Company Limited**

Date, Time and Venue

The meeting was held on Wednesday, April 26, 2023 at 10.00 hrs. broadcasting at the meeting room, 4th floor, Project Planning Service Public Company Limited, Building No.103, Soi Rama IX 60 (Soi 7 Seri 7), Rama IX Road, Phatthanakan, Suanluang, Bangkok 10250.

Mr. Prasong Tharachai, Chairman of the Board of Directors and Chairman of the AGM, announced that total of 10 shareholders held 325,423,818 shares and 29 proxies held 20,635,721 shares totally counted to be 39 shareholders and proxies held 346,059,539 shares or 40.2463% of total 859,855,142 paid-up shares were attending the meeting. This reached a quorum as specified in the to Article 38 of the Company's regulations. Hence, he declared the opening of the AGM 2023.

Before proceeding further, Mr. Voradaj Piemsuwan introduced the Company's Board of Directors, Executive Committee and the Company's executives as follows.

1) Members of the Board of Directors attending the AGM

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| 1. Mr. Prasong Tharachai | Chairman of the Board of Directors |
| 2. Mr. Phongthon Tharachai | Member of the Board of Directors, Chairman of Executive Committee, Chief Executive Officer, Chairman of Good Governance & Social Responsibility Committee |
| 3. Mr. Tat Thongpakdi | Member of the Board of Directors, Executive Committee Member and Managing Director |
| 4. Mr. Theerathon Tharachai | Member of the Board of Directors, Executive Committee Member |
| 5. Mr. Pisit Saeng-Xuto | Independent Director, Chairmand of Audit Committee, Good Governance & Social Responsibility Committee Member, Nomination and Remuneration Committee Member |
| 6. Mr. Attawoot Papangkorn | Independent Director, Audit Committee Member, Risk Management Committee Member |

2) Members of the Board of Directors attending the AGM via Zoom Application

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| 1. Mr. Kachen Benjakul | Independent Director, Audit Committee Member,
Chairman of Nomination & Remuneration Committee |
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The member of the Board of Directors attending this meeting amounted to 100 % of the Company's Board of Directors.

3) Executive Committee and Directors attending the AGM

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| 1. Mr. Voradaj Piemsuwan | Company Secretary, Executive Committee Member,
Risk Management Committee Member, Senior Project
Director |
| 2. Miss Kodchanipa Kalapak | Acting Director of Accounting and Finance |

4) Executive Committee and Directors attending the AGM via Zoom Application

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| 1. Mr. Anupan Wananukul | Audit Committee's Secretary and Project Director |
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There are five sub-committees in the Company. Chairperson of every committee were attending this meeting amounted to 100% of the all the Company's sub-committee.

5) Auditor (Karin Audit Company Limited) attending the AGM via Zoom Application

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| 1. Mr. Pojana Asavasontichai and his team |
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6) Legal Advisor (Thep Company Limited) was responsible for the conduct of the AGM which was to be in accordance with the law and the Company's regulations. The Advisor was to be the Audit Committee Member counting votes of the AGM.

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| 1. Mr. Somchai Shinraksa |
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7) Financial Advisor (Asset Pro Management Company Limited)

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| 1. Mr. Suphol Kaploydee |
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Mr. Voradaj Piemsuwan explained in the AGM about the conduct and procedure of the meeting to ensure that the meeting would conform to the regulations and the agenda indicated in the Meeting Invitation. In this regard, he explained that the Company had informed shareholders of this AGM as following.

On October 25, 2022, the Company had informed the President of the Stock Exchange of Thailand (SET) on the opportunity for shareholders to put forward the meeting agenda as well as to nominate certain individuals to be appointed as the Company's Board of Directors for the AGM 2023. This was for the SET to acknowledge and to inform investors that the Company provided opportunities

for shareholders to put forward appropriate meeting agenda as well as to nominate individuals to be appointed as the Company's Board of Directors in advance. Shareholders may use the Company's determined criteria when considering such matters. The criteria were publicised on the Company's website (<http://www.pps.co.th/>). Nominations were to be submitted to the Company by December 30, 2022 for further consideration by the Company's Board of Directors. After that date, there was no agenda and nomination proposed by shareholders for the AGM 2023.

Then Mr. Voradaj Piemsuwan made an announcement with regards to the voting procedure and the procedure of counting the votes in each agenda to the AGM as follows;

1. With regards to today's voting, the number of votes of each shareholder had equaled to the number of shares that one possessed. One share was translated into one vote. Each shareholder was entitled to vote, in each agenda, to approve, disapprove or abstain. Each shareholder was allowed to vote only in one choice. Otherwise, the ballot would be considered voided. In the case of a proxy who was granted power of attorney from a shareholder abroad to be a custodian in Thailand to look after the shares, the proxy was to vote in accordance with what the shareholder specified in the power of attorney.
2. With regards to the procedure of counting votes in each agenda, simple majority would be the main principle of deciding votes unless there was a legislation determining otherwise. The voting procedure was divided into three parts;
 - Part 1: Agenda number 1, 3, 4, 5, 6 and 8 which were ordinary agenda were to be decided by a simple majority of shareholders who were present at the meeting and voted.
 - Part 2: Agenda number 7 which was about consideration to approve of the determination of pays remuneration for the Company's Board of Directors for the year 2023, had to be passed with two-third majority of shareholders who were present at the meeting.
 - Part 3: Agenda number 9, which was about consideration to approve of the extension of the ordinary shares issuance and offering of increased capital common shares of the company under the General Mandate basis, had to be passed with three-fourth majority of shareholders who were present at the meeting.
3. To achieve counting via E-Voting, the vote counting would be based on the deduction of counting of "Agree" "Disagree" and "Abstain" votes from total number of votes attending the meeting on each agenda. If no vote in any agenda, the system will be automatically deemed that the votes as agree. (The vote counting method as casting of votes towards agreeing).
4. The minutes of meeting will be publicized in the company website within 14 days after the meeting date.
5. To ensure smoothness of the meeting in appropriate time for every addendum, the Company would provide periods for any questions. Please kindly ask question(s) related to each addendum, the questions which would not be related to any designated agenda shall be asked in agenda 10 (other business).

6. The shareholders can provide the questions related to the agndas by follows:
 - 6.1 In the case of Chat Room
 - 1) Go to the menu “Chat” in Zoom application and type the messages
 - 2) “Enter” for the message submission
 - 6.2 In the case of Conversation
 - 1) Go to the menu “Participant” and click button “Raise Hand”
 - 2) When the host announces the attendee’s name, the microphone will be active by the staff, then the attendees must unmute the microphone. In case the attendee’s microphone is in mal-functioned (within 1 minute), please type the questions via Chat Room instead.
 - 6.3 The attendees should identify the name-surname with specifying whether they are shareholders or proxies in each question through typing or conversation so that the Company is able to take accurate the minutes of meeting.
 - 6.4 The Company provides the attendees an opportunity to submit questions in each agenda. In the event that no any questions, the Meeting will resume. If additional questions are raised, they are able to be submitted via Chat Room and the staff will state the said questions later.
7. E-Voitng System for Electronic Conference can be performed as follows:
 - 7.1 Go to the E-Voting window to vote "Agree", "Disagree" or "Abstain" for each agenda within the specified time (1 minute), when the voting is selected, the system will display a pop-up ("pop-up") asking one more time, confirm voting or not, press "OK" to confirm voting.
 - 7.2 In the event that a shareholder wants to change the voting, you can do this by clicking on the new score again, but if that time voting has been closed, shareholders will unable to vote, or change the vote.

For attendees who attended the meeting via your mobile device or tablet (“Tablet”), you are requested to switch the Zoom application to the Google Chrome web browser (“Chrome”) to vote on the E-Voting menu.
 - 7.3 When voting is complete, return to Zoom's E-meeting window to continue viewing the video and audio of the meeting.
 - 7.4 The system will collect votes from shareholders who vote via E-Voting system and shareholders who vote in advance according to the proxy document.
8. The Company live broadcasting of the meeting atmosphere as well as recording the meeting via video media and will be published on the Company's website.

Then, Mr. Voradaj Piemsuwan proceeded the meeting in according with the agenda determined in the meeting invitation. Details are as follows;

Agenda 1 **To Consider and Adopt the Minutes of the 2022 General Meeting of Shareholders of Project Planning Service Public Company Limited**

Chairman of the Meeting asked Mr. Voradaj Piemsuwan, the Company's Secretary to explain details of this agendum to the meeting for consideration.

Mr. Voradaj Piemsuwan asked the attendees of the AGM to consider and verify the report of the 2022 General Meeting of Project Planning Service Public Company Limited held on April 22, 2022 in which the Board of Directors had agreed that it was correctly recorded. Details as presented in the attachment 2 of the AGM invitation.

Mr. Voradaj Piemsuwan invited attendees to ask questions should there be any.

As there was no objection or amendment request from the shareholders, the Chairman asked the attendees to consider.

Resolution : The AGM approved the minutes of the 2022 General Meeting of Project Planning Service Public Company Limited held on April 22, 2022 with the a simple majority of shareholders who were present at the meeting and voted as follows:

Resolution	Number of Votes cast (1 share = 1 vote)	% of the number of shares represented in the meeting and voted
Approved	358,328,539	100
Disapproved	0	0
<u>Total</u>	<u>358.328.539</u>	<u>100</u>
Abstained	0	
Void Ballot	0	

Remark: In this agenda, there was 1 additional shareholder attending the meeting, totaling 12,269,000 shares.
In total, there were 40 shareholders attending the meeting, totaling 358,328,539 shares.

Agenda 2 **To acknowledge the Board of Directors' report on the Company's operating results for year 2022 and Company's future business plan**

Chairman of the Meeting asked Mr. Phongthon Tharachai, the Member of the Board of Directors and Chief Executive Officer, to explain details of this agenda to the meeting for consideration.

Mr. Phongthon Tharachai reported the Company's Operating Results for the Year 2022, the Company's Future Business Plan as follows:

Awards and Recognitions

1. The Company received Excellent CG Scoring 2022 / 5 Star CG Rating (95% Score) for 8 consecutive years.
2. The Company received Thailand Sustainability Investment 2022 Award from SET Award 2022 for 8 consecutive years organized by The Stock Exchange of Thailand
3. The Company received 100 evaluation scores from the quality evaluation of the AGM Checklist 2022 organized by the Thai Investors Association.
4. Award for Assistant Government Officer of the Royal Forest Department in the field of promotion and development of community forests. In support of the Royal Forest Department's community forest mission
5. The Company received an honorary award Sustainability Disclosure at the 2022 Sustainability Disclosure Award Ceremony by Thaipat Institute
6. The Company received the Highly Commended Suitability Award for a listed company in the Market for Alternative Investment (MAI) in the 2022 SET Awards, to recognize the Company's outstanding sustainability performance, which the Company received for the 4 consecutive years.

Operating Results for the Year 2022 : Management Discussion & Analysis (MD&A)

During the year 2022, it was the year that the Thai economy expanded from the same period as the previous year as a result of the country's opening up. The economic recovery and the government's continuing to stimulate the economy by investing in infrastructure has resulted in working capital into the economy. The company has the results of operations in 2022 as follows:

The overall performance in revenue from the sale of goods and the rendering of service of the Company and subsidiaries in 2020-2022 were 385.45 million Baht, 372.50 million Baht, and 416.94 million Baht respectively. The revenue in 2022 has increased from 2021 by 44.44 million Baht or 11.93 percent. The service cost of the Company and subsidiaries in 2020-2022 were 300.92 million Baht, 274.75 million Baht, and 307.77 million Baht respectively. The cost in 2022 has increased from 2021 by 33.02 million Baht or 12.02 percent. The increase in revenue is due to the Company's recognition of revenue and delivery of a short-term project controlling from the private sector, and continuing projects from the previous year. At the end of the year, the Company received good signals from large projects that were partially extended. However, there were still some projects that need to be adjusted on their plans and actual cost of services that affect the revenue recognition. As a result, the gross profit margin of the Company and its subsidiaries increased from the previous year by 11.43 million Baht, representing an increase of 11.69 percent. The gross profit margin in 2022 is 26.19 percent, which has a gross profit margin. slightly, equal to the year 2022.

The net profit (only those belonging to the parent company) in 2020-2022 were (26.13) million Baht, 20.82 million Baht, and 22.77 million Baht respectively. This was caused significant reduction of expenses. And in 2022, the Company had other expenses increase compared to the year 2021 by 0.79 million Baht, or 114.49 percent from provision of credit loss for 1.48 million Baht in year 2022.

The revenue proportion of the Company in 2022 as total amount of 438.84 million Bath which were from the services at total of 416.94 million Baht which comprised of 207.73 million Baht (47.34 percent of total revenue) from the private sector and 209.21 million Baht (47.67 percent of total revenue) from the government sector, and other revenue was 21.90 million Baht (4.99 percent of total revenue)

The Company and subsidiaries' return on equities in 2022 and 2021 were 7.11 and (7.13) percent respectively.

As of December 2022, number of the Company's ongoing projects were 71 projects with total backlog value of 537.00 million Baht.

Anti-Corruption Implementation

1. The Company has revised and announced for implementation of the anti-corruption policy (Revision 1/2022) details as posted on the Company's website.
2. The Company has arranged anti-corruption training regularly in order to provide all employees with the knowledge and understanding about the anti-corruption policy and good practices.
3. The Company has renewed and certified the Collective Action against Corruption (CAC) membership since September 3rd, 2022 and has continued to operate according to the intentions that have been announced.

Business Plans and Targets for 2023

The competitive nature of the company's consulting engineer industry has changed due to Covid-19. Meaning that there is a greater demand for work that uses more space in the building, and less demand for the big infrastructure. However, the Company's operation is still on its 2022-2027's plan, which focuses on the three main issues as follows:

1. Engineering consultant in property and construction plan
2. Information technology in property and construction plan
3. Sustainable construction plan

Then Mr. Voradaj Piemsuwan invited the attendees to ask questions (if intended).

As there was no further question from shareholders, Mr. Voradaj Piemsuwan informed the AGM that this agenda is for acknowledgement without any vote.

Resolution : The AGM had acknowledged the Board of Directors' report on the Company's operating results for year 2022 and the Company's future business plan.

Agenda 3 **To consider and approve the Balance Sheet (Statements of financial position) and Statements of Income for the year ended 31 December 2022**

Chairman of the Meeting asked Mr. Tat Thongpakdi, Managing Director, to explain details of this agenda to the meeting for consideration.

Mr. Tat Thongpakdi reported the Company's Balance Sheet (Statements of financial position) and Statements of Income for the year ended 31 December 2022 which had been reviewed by the Audit Committee and audited by the auditors from Karin Audit Company Limited details as presented in the 2022 Annual Report (attachment 3 of the AGM invitation) summarized as follow.

Statement of financial position (total) as of 31 December 2022

Total Assets	676.85	MB
Total Liabilities	345.95	MB
Shareholders' Equities	330.90	MB

Statement of comprehensive income (total) ended 31 December 2022

Income from services	416.94	MB
Total Service Costs	<u>(307.77)</u>	MB
Gross Profit	97.74	MB
Other Incomes	<u>3.41</u>	MB
Administrative Expenses	(85.70)	MB
Other Expenses	(1.48)	MB
Financial income	18.48	MB
Financial cost	(19.28)	MB
Shared of profit on investment in associates & joint ventures	<u>0.36</u>	MB
Profit before Tax	24.05	MB
Juristic (Corporate) Income Taxes	<u>(6.22)</u>	MB
Profit for the year	<u>21.71</u>	MB

Then Mr. Voradaj Piemsuwan invited the attendees to ask questions (if intended).

As there was no question from shareholders, Mr. Voradaj Piemsuwan then asked the AGM to vote for approval of the Company's Balance Sheet (Statements of financial position) and Statements of Income for the year ended 31 December 2022.

Resolution : The AGM approved the Company's Balance Sheet (Statements of financial position) and Statements of Income for the year ended 31 December 2022 with the a simple majority of shareholders who were present at the meeting and voted as follows;

Resolution	Number of Votes cast (1 share = 1 vote)	% of the number of shares represented in the meeting and voted
Approved	358,328,683	100
Disapproved	0	0
<u>Total</u>	<u>358.328.683</u>	<u>100</u>
Abstained	0	
Void Ballot	0	

Remark: In this agenda, there was 1 additional shareholder attending the meeting, totaling 144 shares.
In total, there were 41 shareholders attending the meeting, totaling 358,328,683 shares.

Agenda 4 To consider and approve the allocation of the year 2022 net profit as legal reserve

Chairman of the Meeting asked Mr. Tat Thongpakdi, Managing Director, to explain details of this agenda to the meeting for consideration.

Mr. Tat Thongpakdi explained to the AGM that by Section 115 of the Public Limited Companies Act B.E.2535 (A.D.1992) and article 47 of the Company's regulations state 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 agreed that the meeting should consider the approval of the allocation of the year 2022 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 year 2022 net profit (separate financial statements) of Baht 28,017,129 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 1,410,000 (Calculated by 5.02% of year 2022 net profit) effects to the Company's legal reserve increase to Baht 10,965,000 or 3.92% of registered capital in order to comply with the provisions of the Public Limited Company Act and the Articles of Association.

Then Mr. Voradaj Piemsuwan invited the attendees to ask questions (if intended).

As there was no question from shareholders, Mr. Voradaj Piemsuwan then asked the AGM to vote for approval of the allocation of the year 2022 net profit as legal reserve.

Resolution : The AGM approved the allocation of the net profit for Year 2022 as legal reserve as Baht 1,410,000 (5.02% of the net profit for Year 2022) with the a simple majority of shareholders who were present at the meeting and voted as follows;

Resolution	Number of Votes cast (1 share = 1 vote)	% of the number of shares represented in the meeting and voted
Approved	358,328,683	100
Disapproved	0	0
<u>Total</u>	<u>358,328,683</u>	<u>100</u>
Abstained	0	
Void Ballot	0	

Agenda 5 To consider and approve the dividend payment for 2022

Chairman of the Meeting asked Mr. Tat Thongpakdi, Managing Director, to explain details of this agenda to the meeting for consideration.

Mr. Tat Thongpakdi explained to the AGM that by virtue of the Public Company Act 1992, the Company's regulations and policy regarding dividend payment of the Company which would be considered according to the following;

- 1) The Company's performance
- 2) The Company has no accumulated loss.
- 3) The Company has enough cash flow to pay dividends.
- 4) According to the Policy, dividends paid are of not less than 40 percent of net profits after deducted taxes and reserves in compliance with legislations.

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 at the end of the year 2022, the Company has unappropriated retained earnings of Baht 45,915,583. The Board therefore considers and approves the dividend payment to shareholders at the rate of 0.01 baht per share to existing ordinary shareholders of the Company who Issued and sold in the amount of 859,855,142 shares, totaling a total dividend payment of Baht 8,598,551.42, equivalent to 32.31 percent of the net profit for the year 2022 (Separate financial statements).

However, the right to receive dividends is still uncertain. Because it must be approved by the general meeting. Shareholders for the year 2023 on dividend payment.

In the event that the 2023 Annual General Meeting of Shareholders approves such dividend payment Board of Directors resolved to set a date Determining the list of persons entitled to receive dividends (Record Date) on May 8, 2023 and determining the dividend payment on May 24, 2023. The dividend payment rate is not in accordance with the Company's dividend payment policy. because it is necessary to reserve cash flow to be used as working capital within the business to be appropriate and sufficient.

Comparison of Dividend Payout Rate for Year 2020 to 2022 Operating Performance

Details of Cash Dividend	Year 2022 (proposed)	Year 2021 (previous)	Year 2020 (previous)
1. Net Profit (million Baht)	28.10	22.54	(19.38)
2. Number of shares (million shares)	859.85	859.85	859.85
3. Dividend per share (Baht/share)	0.01	-	-
4. Total amount of dividend (million Baht)	8.60	-	-
5. Dividend to net profit (%)	30.65	-	-

Then Mr. Voradaj Piemsuwan invited the attendees to ask questions (if intended).

As there was no question from shareholders, Mr. Voradaj Piemsuwan then asked the AGM to vote.

Resolution : The meeting resolved to approve the dividend payment at the rate of 0.01 baht per share to the existing ordinary shareholders of the Company. issued and sold in the amount of 859,855,142 shares with the simple majority of shareholders who were present at the meeting and voted as follows:

Resolution	Number of Votes cast (1 share = 1 vote)	% of the number of shares represented in the meeting and voted
Approved	358,328,683	100
Disapproved	0	0
<u>Total</u>	<u>358,328,683</u>	<u>100</u>
Abstained	0	
Void Ballot	0	

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

Chairman of the Meeting asked Mr. Voradaj Piemsuwan, the Company's Secretary, to explain details of this agendum to the meeting for consideration.

Mr. Voradaj Piemsuwan informed that by virtue of the Company's regulations number 18, at least one-third of the Board of Directors members are to retire of their positions at an AGM. If the number of BOD members cannot be equally divided by three, the number of BOD members to be retired would be rounded off as close to one-third as possible. Also, a BOD member who is due to leave their position after their term ends may be re-appointed regarding to approval from AGM.

Three directors are due to retire by rotation in the 2023 Annual General Shareholders' Meeting.

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| 1) Mr. Phongthon Tharachai | Board of Director / Chief Executive Officer
Member of Corporate Governance and Social
Responsibility Committee |
| 2) Mr. Kachen Benjakul | Independent Director / Chairman of the
Nomination and Remuneration Committee /
Member of Audit Committee |

Mr. Chula Sukmanop (Independent Director / Member of Audit Committee) has resigned from the company's director since March 28, 2023 as he was appointed to be the Secretary General of the Eastern Economic Corridor (EEC) Policy Committee This information is different from the notice of the shareholders' meeting since he resigned after the company had sent the meeting invitation letter to the shareholders.

The shareholders were given the opportunity to propose the agendas as well as nominate the names of qualified persons for being considered to be elected as directors in advance for the 2023 Annual General Meeting of Shareholders via the Company's website from October 25, 2022 to December 30, 2022. However, there was no agenda and nomination proposed by shareholders for the AGM 2023.

The Nomination and Remuneration Committee complied with and followed the nomination criteria and procedures, which are detailed in the Annual Report of 2022 (Attachment No.3 – Part 2 Corporate Governance, No. 8 Report on key operating results related to corporate governance, (8.1.1) Selection, Development and Evaluation of Duty Performance of the Board of Directors), 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, the 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 three directors who are going to be retired by rotation to serve another term on the Board, which are as followings.

1) Mr. Phongthon Tharachai

Board of Director / Chief Executive Officer
Member of Corporate Governance and Social
Responsibility Committee

Being considered to be re-elected as a director for another term. Furthermore, the Nomination & Remuneration Committee and the Board of Directors have also considered and will propose to appoint Mr. Jaiyavat Navaraj and Miss Preechaya Sittipunt as new directors, independent directors and audit committee members. Mr. Jaiyavat Navaraj and Miss Preechaya Sittipunt has passed evaluation from the Nomination & Remuneration Committee that he is fully qualified in compliance to qualification criteria of the Company's director. Moreover, he has qualifications, experience, and expertise that are suitable for the company's business operations which is very beneficial to the company's business.

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. Phongthon Tharachai (2) Mr. Jaiyavat Navaraj (3) Miss Preechaya Sittipunt 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 the said four persons to be Company's directors. Their profiles and other supporting information are set out in Attachment No. 4. Page 39-50. 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 49-50 and in the Form 56-1 One Reptot of 2022 under Part 2 Corporate Governance, No. 8 Report on key operating results related to corporate governance, (8.1.1) Selection, Development and Evaluation of Duty Performance of the Board of Directors (Attachment No. 3).

Then Mr. Voradaj Piemsuwan invited the attendees to ask questions (if intended).

As there was no question from shareholders, Mr. Voradaj Piemsuwan then asked the AGM to vote for approval of the election directors who will retire by rotation as the Company's directors by separate vote for each nominator starting from Mr. Prasong Tharachai.

The meeting considered and passed resolutions as follow.

Resolution 6.1 : The AGM approved the appointment of **Mr. Phongthon Tharachai** who will retire by rotation as a member of the Board of Directors for another term with the a simple majority of shareholders who were present at the meeting and voted as follows;

Resolution	Number of Votes cast (1 share = 1 vote)	% of the number of shares represented in the meeting and voted
Approved	358,328,683	100
Disapproved	0	0
<u>Total</u>	<u>358,328,683</u>	<u>100</u>
Abstained	0	
Void Ballot	0	

Resolution 6.2 : The AGM approved the appointment of **Mr. Jaiyavat Navaraj** as a new member of the Board of Directors (Independent Director and Audit Committee) with the a simple majority of shareholders who were present at the meeting and voted as follows;

Resolution	Number of Votes cast (1 share = 1 vote)	% of the number of shares represented in the meeting and voted
Approved	358,328,683	100
Disapproved	0	0
<u>Total</u>	<u>358,328,683</u>	<u>100</u>
Abstained	0	
Void Ballot	0	

Resolution 6.3 : The AGM approved the appointment of **Miss Preechaya Sittipunt** as a new member of the Board of Directors (Independent Director and Audit Committee) with the a simple majority of shareholders who were present at the meeting and voted as follows;

Resolution	Number of Votes cast (1 share = 1 vote)	% of the number of shares represented in the meeting and voted
Approved	358,328,683	100
Disapproved	0	0
<u>Total</u>	<u>358,328,683</u>	<u>100</u>
Abstained	0	
Void Ballot	0	

Agenda 7 To consider and approve the remuneration of the Company's Board of Directors for year 2023

Chairman of the Meeting asked Mr. Voradaj Piemsuwan, the Company's Secretary, to explain details of this agenda to the meeting for consideration.

Mr. Voradaj Piemsuwan explained the remuneration for the Company's Board of Directors' members for 2023 as follows;

According to the Company's regulation number 34, the Board of Directors are entitled to receive pays from the Company in the forms of salaries, prizes, meeting allowances, retirement packages, bonuses and other forms of benefits in accordance with the regulations or resolutions of the shareholders' meetings. These may be fixedly determined or may have criteria and be determined on an ad-hoc basis. Alternatively, these may be determined until there is a change. Apart from these, they are to receive remunerations and other forms of welfare in accordance with the Company's regulations.

The Company has the policy to pay the directors' remuneration (Board of Directors, Independent Directors, Executive Directors, Non-executive directors) with remuneration that is at the same level as the industry and is high enough to maintain the directors with the desired qualifications. Moreover, it has been approved by the shareholders' meeting that the directors who are assigned to be Audit Committee members, Nomination and Remuneration Committee members, Corporate Governance and Social Responsibility Committee members, and other sub-committee will receive additional compensation according to the increased workload.

The Nomination & Remuneration Committee, Audit Committee and the Company's Board of Directors had considered and resolved to propose the AGM 2023 to consider and approve remuneration of the Company's Board of Directors for 2023 as following.

1) Remuneration as money consists of:

- (1.1) Maximum of Baht 1,000,000 (One million Baht) per annum for meeting allowance
- (1.2) 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.

The proposed remuneration is equal to the remuneration package of the Board of Directors for previous year.

Position	2022 (previous year)	2023 (proposed year)
	Allowance per meeting	Allowance per meeting
The Board of Directors		
Chairman	15,000 Baht	15,000 Baht
Vice Chairman	13,000 Baht	13,000 Baht
Other directors	10,000 Baht	10,000 Baht

Position	2022 (previous year)	2023 (proposed year)
	Allowance per meeting	Allowance per meeting
Audit Committee		
Chairman	15,000 Baht	15,000 Baht
Other directors	10,000 Baht	10,000 Baht
Nomination and Remuneration Committee		
Chairperson	10,000 Baht	10,000 Baht
Other directors	10,000 Baht	10,000 Baht
Good Governance & Social Responsibility Committee		
Chairperson	10,000 Baht	10,000 Baht
Other directors	10,000 Baht	10,000 Baht
Risk Management Committee		
Chairperson	10,000 Baht	10,000 Baht
Other directors	10,000 Baht	10,000 Baht

2) Regular Remuneration, Monthly Salary and other allowance : - None –

3) Other Benefits : - None -

Then Mr. Voradaj Piemsuwan invited the attendees to ask questions (if intended).

As there was no question from shareholders, Mr. Voradaj Piemsuwan then asked the AGM to vote for approval of remuneration of the Company's Board of Directors for year 2023.

Resolution : The AGM resolved to approve the remuneration of the Company's Board of Directors for Year 2023 with more than two-third majority of shareholders attending the meeting as follows;

Resolution	Number of Votes cast (1 share = 1 vote)	% of the number of shares represented in the meeting and voted
Approved	358,328,683	100
Disapproved	0	0
Abstained	0	0
<u>Total</u>	<u>358,328,683</u>	<u>100</u>
Void Ballot	0	

Agenda 8 To consider and approve the appointment of the Company's external auditors and fix their remuneration for 2023

Chairman of the Meeting asked Mr. Voradaj Piemsuwan, the Company's Secretary, to explain details of this agenda to the meeting for consideration.

Mr. Voradaj Piemsuwan explained that the Company's Board of Directors had considered and agreed with the resolved of the Audit Committee with consideration to the issue of independence, experience and the ability of the auditor, and therefore have the opinion to propose the AGM should appoint a certified public accountant as follows: Karin Audit Company Limited (proposed for the third year) namely Mr. Komin Linphrachaya, C.P.A. Registration No. 3675 (proposed for the third year but never sign), or Miss Kannika Wipanurat, C.P.A. Registration No. 7305 (proposed for the third year and sign for 1 year), or Mr. Pojana Asavasontichai, C.P.A. Registration No. 4891 (proposed for the second year and sign for 1 year), or other auditors assigned by Karin Audit Company Limited as the Company's auditor for the year 2023. 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 2023 amounts to Baht 1,020,000. The said remuneration does not include the audit fees and quarterly review fees of 7 subsidiaries in the amount of Baht 840,000.

None of the above auditors provide other services, except for the audit service, to the Company or have any relationship or interest in and/or with the Company or its subsidiaries, executives or major shareholders and any affiliates of the above persons.

For actions that will ensure that the auditor can work on time both for the Company, subsidiaries, and associated company, the auditor has already planned the operations with sufficient staff.

Auditor's Remuneration	Year 2023 (Proposed year)	Year 2022 (Previous year)
Audit Fee for Project Planning Service Public Company Limited including of consolidated financial statements	1,020,000	990,000
Audit Fee for the Company's subsidiaries	840,000	1,030,000
(1) PPS Oneworks Company Limited	included	included
(2) PPS Innovation Company Limited	included	included
(3) Ensemble Equity Pte., Ltd.	included	included
(4) Sapat 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
Other Fee / Non – Audit Fee	None	None

In this regard, the profile and relevant information of the person nominated as the auditor have appeared in Attachment 5.

Then Mr. Voradaj Piemsuwan invited the attendees to ask questions (if intended).

As there was no question from shareholders, Mr. Voradaj Piemsuwan then asked the AGM to vote.

Resolution : The AGM approved by majority votes on the appointment of auditors from Karin Audit Company Limited as the Company's auditor for the year 2023, namely

- Mr. Komin Linphrachaya (CPA No. 3675) or
- Miss Kannika Wipanurat (CPA No. 7305) or
- Mr. Pojana Asavasontichai (CPA No. 4891)

Any of the aforementioned auditors or other auditors assigned by Karin Audit Company Limited shall conduct the audit and express an opinion on the Company's financial statement. The Meeting also approved auditor fee of Baht 1,020,000 for review and audit of Company's annual/quarterly financial statements for year 2023 which exclude audit fee for the Company's subsidiaries of Baht 840,000 with the simple majority of shareholders who were present at the meeting and voted as follows:

Resolution	Number of Votes cast (1 share = 1 vote)	% of the number of shares represented in the meeting and voted
Approved	358,328,683	100
Disapproved	0	0
<u>Total</u>	<u>358,328,683</u>	<u>100</u>
Abstained	0	
Void Ballot	0	

Agenda 9 **To consideration to approve of 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 July 24, 2019**

Chairman of the Meeting asked Mr. Voradaj Piemsuwan, the Company's Secretary, to explain details of this agendum to the meeting for consideration.

Mr. Voradaj Piemsuwan explained that regarding the Company was approved from the Extraordinary General Meeting of Shareholders No.1/2019 on July 24, 2019 for 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 madate. 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 said newly issued ordinary shares will be due on the date the Company organizes the 2023 Annual General Meeting of Shareholders. The Company, therefore, proposed to the 2023 Annual General Meeting of Shareholders to consideration to approve of 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 July 24, 2019 for another term (the fourth-period extension). That is to say, the extension of the offer period until the date the Company will hold the 2024 Annual General Meeting of Shareholders or the last day specified by law to hold the 2024 Annual General Meeting of Shareholders (whichever comes first) along with the conditions for allocation and authorization for the Board of Directors to conform with the Company has been approved by the Extraordinary General Meeting of Shareholders No. 1/2019 on July 24, 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.

Summary of the allocation increased capital shares

Details	Common Shares (share)	Par Value (Baht)
1. Increase capital for support General Mandate / Rights Offering (20%)	171,971,028	0.25
2. Increase capital for support General General Mandate / Private Placement (10%)	85,985,514	0.25
3. Total Registered Capital 1+2 (30%)	257,956,542	0.25

Then Mr. Voradaj Piemsuwan invited the attendees to ask questions (if intended).

As there was no question from shareholders, Mr. Voradaj Piemsuwan then asked the AGM to vote which must be passed with three-fourth majority of shareholders who were present at the meeting and vote.

Resolution : The AGM approved the extension of the ordinary shares issuance and offering of increased capital common shares of the company under the General Mandate basis (the fourth-period extension) as approved by the Extraordinary General Meeting of Shareholders No. 1/2019 on July 24, 2019 by allocation of newly issued ordinary shares to support the issuance and offering General Mandate common shares as presented in all aspect with more than three-fourth majority of shareholders attending the meeting as follows.

Resolution	Number of Votes cast (1 share = 1 vote)	% of the number of shares represented in the meeting and voted
Approved	358,328,683	100
Disapproved	0	0
Abstained	0	0
<u>Total</u>	<u>358,328,683</u>	<u>100</u>
Void Ballot	0	

Remark: In agenda items 4-9, there were no additional shareholder attending the meeting.
Total of 41 shareholders attended the meeting with totaling 358,328,683 shares.

Agenda 10 Other Business (if any)

Chairman of the Meeting invited the attendees to ask questions or propose any agenda (if intended).

There were questions from the attendees as follows.

Mr. Chet Mueansom, a shareholder who attending the meeting has asked one question as following. Why the Company's directors sell the company's stock and when to stop stock selling?

Phongthon Tharachai clarified that he sold the company's stock to be a personal fund for investment in Yamu development project.

As there were no further questions from shareholders, Mr. Voradaj Piemsuwan asked the Chairman to ended the meeting.

The Chairman thanked all shareholders for taking their time to attend the meeting. and ended the meeting at 11.38 hrs.

Signed *- (Signed) -*Chairman of the AGM
(Mr. Prasong Tharachai)

Signed *- (Signed) -* Recorder
(Mr. Voradaj Piemsuwan)
The Company's Secretary

I hereby certify that the minutes of the meeting has been done in a correct and accurate manner.

Signed *- (Signed) -*
(Mr. Prasong Tharachai)
An Authorized Director

Signed *- (Signed) -*
(Mr. Phongthon Tharachai)
An Authorized Director