

No. PPS/PCL-001/2024

8 March 2024

Subject Invitation for the 2024 Annual General Meeting of Shareholders (E-AGM)

Attention Shareholders of Project Planning Service Public Company Limited

Attachment

1. Objectives, Facts and Reasons of BOD's Opinions for Shareholders' consideration
2. Minutes of the 2023 General Meeting of Shareholders on 26 April 2023
3. Annual Report 2023 (Form 56-1 One Report) and Sustainability Report 2023 (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 E-AGM 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 2024 Annual General Meeting of Shareholders (E-AGM) registration and voting process
11. Map of the broadcasting location of the 2024 Annual General Meeting of Shareholders (E-AGM)
12. Acceptance for the invitation of online meeting of Project Planning Service Public Company Limited

The Board of Directors of Project Planning Service Public Company Limited ("The Company") have passed a resolution in the Board of Directors' meeting No.1/2024 to call the 2024 Annual General Meeting of Shareholders via electronic media (E-AGM) on Wednesday 24 April 2024 at 10.00 hours. 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 for the following meeting's agenda.

Agenda 1 : To consider and adopt the minutes of the 2023 General Meeting of Shareholders

The Board of Directors' Opinion : The Meeting should approve to the minutes of the 2023 General Meeting of Shareholders of Project Planning Service Public Company Limited, which was held on 26 April 2023. 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 2023 and Company's future business plan.

The Board of Directors' Opinion : The Meeting should acknowledge The Company's 2023 operating report, future business plans and the 2023 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 2023

The Board of Directors' Opinion : The Meeting should acknowledge The Company's financial position, net income statement as of 31 December 2023, and the auditor's report which has been approved by the audit committee and verified and certified by auditors from Karin Audit Company Limited according to the Form 56-1 One Report / 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 consider and approve the allocation of the year 2023 net profit as legal reserve

The Board of Directors' Opinion : The meeting should consider the approval of the allocation of the year 2023 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 2023 net profit (separate financial statements) of Baht 8,111,077 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 410,000 (Calculated by 5.05% of year 2023 net profit) effects to the Company's legal reserve increase to Baht 11,375,000 or 4.07%.

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 to omit the dividend payment for year 2023

Board of Directors' Opinion : The meeting should consider the approval of the suspension of the dividend payment for 2023 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 had a net profit of Baht 8,111,077 considered to be which was not a large amount. In addition, the Board of Directors agreed that the said net profits should be used to support the Company's operations in the future and for the financial stability of the Company. Therefore, the Company has 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 of the Company has the authority to consider the exception of not implementing the said policy or change the said policy from time to time. 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.

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 re-appointment of the directors in replacement of those who are retire by rotation

The Board of Directors' Opinion : Two directors are due to retire by rotation in the 2024 Annual General Meeting of Shareholders 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 & Remuneration Committee and the Board of Directors has considered this matter through careful considering processes including qualifications, experience, and the expertise of all the directors who have to retire by rotation at this time which is in accordance with the criteria for the selection of directors of the company and will propose to appoint one director who is 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 |

After the appointment of the director, the Company will have a total of 8 directors, of which will be 4 independent directors and audit committee members in accordance with the relevant rules.

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 which will be proposed for approval individually.

Agenda 7 : To approve the remuneration of the Company's Board of Directors for year 2024

The Board of Directors' Opinion: The Meeting should approve the remuneration package for the Board of Directors in 2024. 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 2024

The Board of Directors' Opinion : The Meeting should consider and approve the appointment of Auditor and fix the Auditor's remuneration for the year 2024 amount Baht 1,100,000 details are shown as Attachment No. 1 Agenda 8. For the history of the person nominated as auditors 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 : 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

The Board of Directors' Opinion : 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-period 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.

Resolution : This agenda must be approved by a resolution of no less than three-fourths (3/4) of the total votes of the shareholders who attend the meeting and have the right to vote.

Agenda 10 : 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 No. 1.

The Company would like to inform and invite you to attend the meeting (E-AGM) 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 2024 AGM will be on 13 March 2024.

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 (E-AGM). The information of independent directors is presented in Attachment No.7.

We are kindly requesting your collaboration by submit the proxy form to the Company by 12 April 2024 or submit the proxy form to the registration officer at the meeting venue prior to the meeting (E-AGM). 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

The Company's director whom be nominated as proxy are.

- 1) Mr. Pisit Saeng-Xuto Independent Director / Chairman of Audit Committee
- 2) Mr. Attawoot Papangkorn Independent Director / Audit Committee

2. Shareholders are able to inquire information for each agenda, or send questions or suggestions ahead of the meeting by 19 April 2024 to

Mr. Voradaj Piemsuwan

Company's secretary

E-mail address : csoffice1@pps.co.th

Telephone : 0 2718 2785-9 ext. 307

Fax : 0 2300 5545-6