

PPS

Invitation

# Annual General Meeting 2024 (E-AGM)

Wednesday 24 April 2024 10.00 a.m.

Broadcasting at 103 Building, 4<sup>th</sup> Floor,  
Soi Rama IX 60 (Soi 7 Seree 7), Rama IX Road, Phattanakarn,  
Suanluang, Bangkok 10250

# 2024

PROJECT PLANNING SERVICE  
PUBLIC COMPANY LIMITED

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, 4<sup>th</sup> 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.

- |                             |  |
|-----------------------------|--|
| 1) Mr. Tat Thongpakdi       | Board of Director / Executive Committee /<br>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.

- |                             |  |
|-----------------------------|--|
| 1) Mr. Tat Thongpakdi       | Board of Director / Executive Committee /<br>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 (5<sup>th</sup> 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](http://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](mailto:csoffice1@pps.co.th)

Telephone : 0 2718 2785-9 ext. 307

Fax : 0 2300 5545-6



**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](http://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.

- |                             |  |
|-----------------------------|--|
| 1) Mr. Tat Thongpakdi       | Board of Director / Executive Committee /<br>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.

- |                             |  |
|-----------------------------|--|
| 1) Mr. Tat Thongpakdi       | Board of Director / Executive Committee /<br>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 2024**Objectives, 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)
<b>1. Remuneration as money</b>		
- Meeting Allowances	Yes	Yes
- Bonus Money	Yes	Yes
<b>2. Regular Monthly Remuneration, Salary</b>		
Other remunerations	None	None
<b>3. Other Benefits</b>	None	None

Details of the Meeting Allowances rate are as following.

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



(Translation)

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

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**Date, Time and Venue**

The meeting was held on Wednesday, April 26, 2023 at 10.00 hrs. broadcasting at the meeting room, 4<sup>th</sup> 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**

- |                             |  |
|-----------------------------|--|
| 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,<br>Chairman of Nomination & Remuneration Committee |
|------------------------|--|

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,<br>Risk Management Committee Member, Senior Project<br>Director |
| 2. Miss Kodchanipa Kalapak | Acting Director of Accounting and Finance  |

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

- |                         |  |
|-------------------------|--|
| 1. Mr. Anupan Wananukul | Audit Committee's Secretary and Project Director |
|-------------------------|--|

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 |
|--------------------------|

**7) Financial Advisor (Asset Pro Management Company Limited)**

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|-------------------------|
| 1. Mr. Suphol Kaploydee |
|-------------------------|

**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;

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

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

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

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

- |                            |  |
|----------------------------|--|
| 1) Mr. Phongthon Tharachai | Board of Director / Chief Executive Officer<br>Member of Corporate Governance and Social<br>Responsibility Committee |
| 2) Mr. Kachen Benjakul     | Independent Director / Chairman of the<br>Nomination and Remuneration Committee /<br>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
<b><u>Total</u></b>	<b><u>358,328,683</u></b>	<b><u>100</u></b>
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
<b><u>Total</u></b>	<b><u>358,328,683</u></b>	<b><u>100</u></b>
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
<b><u>Total</u></b>	<b><u>358,328,683</u></b>	<b><u>100</u></b>
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
<b>The Board of Directors</b>		
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
<b>Audit Committee</b>		
Chairman	15,000 Baht	15,000 Baht
Other directors	10,000 Baht	10,000 Baht
<b>Nomination and Remuneration Committee</b>		
Chairperson	10,000 Baht	10,000 Baht
Other directors	10,000 Baht	10,000 Baht
<b>Good Governance &amp; Social Responsibility Committee</b>		
Chairperson	10,000 Baht	10,000 Baht
Other directors	10,000 Baht	10,000 Baht
<b>Risk Management Committee</b>		
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
<b><u>Total</u></b>	<b><u>358,328,683</u></b>	<b><u>100</u></b>
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.

<b>Auditor's Remuneration</b>	<b>Year 2023 (Proposed year)</b>	<b>Year 2022 (Previous year)</b>
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
<b>Other Fee / Non – Audit Fee</b>	<b>None</b>	<b>None</b>

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
<b>Total</b>	<b><u>358,328,683</u></b>	<b><u>100</u></b>
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**

<b>Details</b>	<b>Common Shares (share)</b>	<b>Par Value (Baht)</b>
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
<b>3. Total Registered Capital 1+2 (30%)</b>	<b>257,956,542</b>	<b>0.25</b>

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.

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

**Annual Report 2023 (Form 56-1 One Report)**  
**Sustainability Report 2023**

(Attached documents is in the form of QR Code)



<https://weblink.set.or.th/set/tsd/meetingdocument.do?symbol=PPS&date=240424>

## Brief profile and relevant information of nominated persons as Company's Directors

### 1. Brief profile and relevant information of nominated persons as Company's Directors



#### 1.1 Mr. Tat Thongpakdi

Nominated to be elected as : Board of Director,  
Executive Committee

Age : 60 years  
Nationality : Thai

#### Educational Profile

- Master of Engineering Administration George Washington University, USA
- Bachelor of Engineering, Major in Civil Engineering, Faculty of Engineering, Chulalongkorn University

#### Training

- Director Accreditation Program (DAP) Class 100/2013 by Thai Institute of Directors
- Successful Formulation and Execution of strategy (SFE) Class 24/2015 by Thai Institute of Directors
- Seminar Enhancing Thailand Competitiveness

#### Working Experiences

- 2023 – Present Director of SAPATT Project Company Limited
- 2015 – Present Director of PPS Oneworks Company Limited
- 2013 – Present Board of Director of Project Planning Service Public Company Limited
- 2013 – Present Executive Committee of Project Planning Service Public Company Limited
- 2012 – Present Managing Director of Project Planning Service Public Company Limited

**Present Position** Managing Director, Executive Committee and Board of Director  
of Project Planning Service Public Company Limited

**Professional** Project Management and Construction Supervision Engineer,  
Accounting, Risk Management, Sustainability

**Holding a position of Director in Listed Company** : 1 company

- 2013 - Present Director of Project Planning Service Public Company Limited

**Position in the Company (PPS)** Managing Director, Executive Committee and Board of Director

**Meeting Attendance in 2023** Board of Directors 5/5 meetings  
Executive Committee 12/12 meetings

**Directorships in the Company (PPS)**

- April 17<sup>th</sup>, 2013 – April 22<sup>th</sup>, 2016 Board of Director (First Term)
- April 22<sup>nd</sup>, 2016 – April 24<sup>th</sup>, 2019 Board of Director (Second Term)
- April 24<sup>th</sup>, 2019 – April 24<sup>th</sup>, 2022 Board of Director (Third Term)
- April 22<sup>nd</sup>, 2022 – Present Board of Director (Fourth Term)
- Date of Appointment April 22<sup>nd</sup>, 2022

**Number of years as a Company's Director** 10 years 8 months

**Directorships in other listed company** - None -

**Directorships in other company**

- 2023 – Present Director of SAPATT Project Company Limited
- 2015 – Present Director of PPS Oneworks Company Limited

**Other present positions** - None -

**Criminal history for the past 10 years** - None -

**Shareholding in the Company**

- 15,213,106 Shares (1.769%)<sup>1</sup>
- 15,213,106 Shares (1.769%)<sup>2</sup>

**Family Relationship between Company's Director(s) and Executives** - None -

**Criteria for the Recruitment of Directors**

The Board of Directors considered the Nomination and Remuneration Committee's recommendation and determined that Mr. Tat Thongpakdi is qualified, knowledgeable, capable and experienced in the industry and steel business. Currently, he is the Board of Director. He has been actively involved in various developments of the Company. He is also a moral and ethical person. As a result, it is appropriate to propose to the shareholders that Mr. Tat Thongpakdi be elected as a director of the Company. If re-elected for another term, he will serve as a director for a total of 13 years and 8 months.

**Note**

(1) Held by the Directors includes the spouse, minor children and partnership referred to Section 258.

(2) Held by the Directors



## 1.2 Mr. Theerathon Tharachai

Nominated to be elected as : Board of Director,

Executive Committee

Age : 48 years

Nationality : Thai

### Educational Profile

- Ph.D. in Civil Engineer/Construction Engineering and Project Management / University of Michigan - Ann Arbor
- Master of Science in Civil Engineering and Project Management / University of Michigan - Ann Arbor
- Executive MBA / Sasin Graduate Institute of Business Administration of Chulalongkorn University
- Bachelor of Engineering, Major in Civil Engineering, Faculty of Engineering, Chulalongkorn University

### Training

- Top Executive Program in Commerce and Trade (TEPCoT) Class 14 by University of the Thai Chamber of Commerce
- Director Certification Program (DCP) Class 101/2008 by Thai Institute of Directors
- Director Accreditation Program (DAP) Class 68/2008 by Thai Institute of Directors
- TLCA Executive Development Program Class 4 (EDP4) by Thai Listed Company Association (TLCA)
- Leadership Succession Program (LSP) Class 4 by Institute of Research and Development for Public Enterprises (IRDPE)
- Strategic CFO in Capital Markets Program (2015) by The Stock Exchange of Thailand (SET)
- Seminar Enhancing Thailand Competitiveness (2015) by Thai Listed Company Association (TLCA)
- Seminar CFO in the new financial world (2015) by The Securities and Exchange Commission, Thailand (SEC)

### Working Experiences

- 2022 – Present Independent Director and Audit Committee Member of Index Creative Village Public Company Limited
- 2022 – Present Independent Director, Audit Committee Member and the Nomination and Remuneration Committee Member of Union Auction Public Company Limited
- 2020 – Present Executive Committee of Project Planning Service Public Company Limited
- 2016 – Present Board of Director of Project Planning Service Public Company Limited
- 2016 – Present Director of Ensemble Equity Pte., Ltd.
- 2014 - Present Director of PPS Oneworks Company Limited
- 2010 – Present Director of Ahead Advisory Company Limited
- 2003 – Present Director of Phongtheerathon Company Limited
- 2017 – 2018 Deputy Chairman of the Executive Committee of Project Planning Service Public Company Limited
- 2018 – 2019 Chairman of the Executive Committee Thonburi Wellbeing Company Limited

**Present Position** Board of Director and Executive Committee of Project Planning Service Public Company Limited

**Professional** Project Management and Construction Supervision Engineer, Financial Accounting, Marketing, Information Technology

**Holding a position of Director in Listed Company** : 2 companies

- 2015 - Present Director of Project Planning Service Public Company Limited
- 2022 – Present Independent Director, Audit Committee Member and the Nomination and Remuneration Committee Member of Union Auction Public Company Limited

**Position in the Company (PPS)** Executive Committee and Board of Director

**Meeting Attendance in 2023**  
 Board of Directors 5/5 meetings  
 Executive Committee 12/12 meetings

### Directorships in the Company (PPS)

- April 24<sup>th</sup>, 2015 – April 25<sup>th</sup>, 2018 Board of Director (First Term)
- April 25<sup>th</sup>, 2018 – April 28<sup>th</sup>, 2021 Board of Director (Second Term)
- April 28<sup>th</sup>, 2021 – Present Board of Director (Third Term)
- Date of Appointment April 28<sup>th</sup>, 2021



**Number of years as a Company's Director** 8 years 8 months

**Directorships in other listed company** 1 company

- 2022 – Present Independent Director, Audit Committee Member and Nomination and Remuneration Committee Member of Union Auction Public Company Limited

**Directorships in other company**

- 2023 – Present Director of SAPATT Project Company Limited
- 2022 – Present Independent Director and Audit Committee Member of Index Creative Village Public Company Limited
- 2016 – Present Director of Ensemble Equity Pte.,Ltd.
- 2014 – Present Director of PPS Innovation Company Limited
- 2010 – Present Director of Ahead Advisory Company Limited
- 2003 – Present Director of Phongtheerathon Company Limited

**Other present positions**

- 2017 – Present Steering Committee, Director and Public Relations of The Engineering Institute of Thailand Under H.M. The King's Patronage

**Criminal history for the past 10 years** - None -

**Shareholding in the Company**

- 108,558,654 Shares (12.625%)<sup>1</sup>
- 108,558,654 Shares (12.625%)<sup>2</sup>

**Family Relationship between Company's Director(s) and Executives**

Son of Mr. Prasong Tharachai and Younger brother of Mr. Phongthon Tharachai.

**Criteria for the Recruitment of Directors**

The Board of Directors considered the Nomination and Remuneration Committee's recommendation and determined that Mr. Theerathon Tharachai is qualified, knowledgeable, capable and experienced in the industry and steel business. Currently, he is the Board of Director. He has been actively involved in various developments of the Company. He is also a moral and ethical person. As a result, it is appropriate to propose to the shareholders that Mr. Theerathon Tharachai be elected as a director of the Company. If re-elected for another term, he will serve as a director for a total of 11 years and 8 months.

**Note**

*(1) Held by the Directors includes the spouse, minor children and partnership referred to Section 258.*

*(2) Held by the Directors*

2. Information of Nominated Persons' Shareholding in Project Planning Service Public Company Limited  
(As of 31 December 2023)

Nominated Persons	Number of shares	Percentage of total voting right shares
1. Mr. Tat Thongpakdi	15,213,106	1.769
2. Mr. Theerathon Tharachai	108,558,654	12.625

3. Information of holding a directorship in other listed company or other competitor incorporation/any related business with the Company

Nominated Persons	Listed Companies		Other non-listed companies	Other competitor/any related business with the Company
	Number	Type of Director		
1. Mr. Tat Thongpakdi	-	-	2	None
2. Mr. Theerathon Tharachai	-	1	6	None

4. Relationship characteristics of nominated persons qualified as Independent Director

Relationship characteristics	Nominated persons qualified as Independent Director
	None
Holding of the Company's share	
◆ Number of shares	None
◆ Ratio to total of voting right share	None
◆ Being related persons or close relatives to management or major shareholders of the company or its subsidiaries	None

Relationship characteristics	Nominated persons qualified as Independent Director
	None
Being relationship in any of those characteristics to the company, its subsidiaries, affiliated company, major shareholders or any juristic entity which may cause conflict of interest of the Company during the past 2 years	
◆ Being a director and participate in day-to-day business, or being an officer, employee or consultant who receives regular salary	None
◆ Being a professional service provider (such as auditor or legal consultant)	None
◆ Having business relationship with statistical significance, this may affect cannot act independently. (such as buy/sell goods, raw materials, or giving financial support such as borrowing or lending, etc.)	None

#### 5. Definition (Qualifications) of Independent Director : Project Planning Service Public Company Limited

Project Planning Service Public Co., Ltd. (PPS) has defined the definition of Independent Directors which is concentrate to those defined by Securities and Exchange Commission and the Stock Exchange of Thailand. “Independent Director” of the Company means the director who possesses the following qualifications;

- 1) Holding not more than 1% of total voting right shares of the Company, its subsidiaries or affiliates companies, this shall include shares held by relating persons.
- 2) Not being or used to be a director with participation in management, employee, an advisor who receives a regular salary, or the controlling person of the company, parent company, subsidiaries, associated company, same-level subsidiary company, major shareholder, or those with controllable power of the company. Except for the case that such a director has passed from the aforementioned condition for not less than 2 years before the date of being appointed as an independent director. The prohibited condition does not include the case that independent directors used to be a government officer or an advisor to a government organization which is a major shareholder or the controllable person of the company.

- 3) A person who has no blood relationship or by legally endorsed relatives as parents, spouses, brotherhood, child and child's spouse of management persons or major shareholder of the Company, its subsidiaries or affiliates companies.
- 4) No direct or indirect benefit or business relation to the Company, its subsidiaries or affiliates companies, major shareholder or controllable person therefore be able to perform duties, express opinions or report results of performances based on his duties entrusted by the Board of Directors independently. Except for the case that such a director has passed from the aforementioned condition for not less than 2 years before the date of being appointed as an independent director.
- 5) A person who is not (or has not been for more than 2 years) the auditor of the Company, any subsidiary company, affiliates or juristic person that may have conflicts. Except for the case that such a director has passed from the aforementioned condition for not less than 2 years before the date of being appointed as an independent director.
- 6) A person who is not (or has not been for more than 2 years) any professional service provider who receives the service charge of more than 2 million baht per annum from the Company, any subsidiary company, associated company or juristic person that may have conflicts. Except for the case that such a director has passed from the aforementioned condition for not less than 2 years before the date of being appointed as an independent director.
- 7) A director who is not appointed as a representative or nominee to maintain the interests of the Company's directors or major shareholders
- 8) A person who is not the owner, partnership, director, employee or holding more than 1% share on other companies doing any similar businesses which be the Company's competitor.
- 9) A person who has no characteristics which obstruct their expression on opinions independently to the Company's performances.
- 10) Independent director who qualified as the above qualifications may be assigned by the Board of Directors to make decision on the Company's operation including of subsidiary company, associated company, major shareholders by jointly collective decision.



**Karin Audit**

To be the cosmos assurance service company

#### Auditor's Profile

**Name** : Miss Kannika Wipanurat

**Address** : 72 CAT Telecom Tower, Floor24,  
Charoen Krung Road, Bangrak, Bangkok 10500  
Tel. 0-2105-4661  
Fax : 0-2026-3760



**Education** : Master of Science – Major Accounting, Thammasat University  
Bachelor Degree of Commerce and Accountancy –  
Major Accounting, Thammasat University

**Professional Certification** : Certified Accountants and Auditors of Thailand (C.P.A.) Registration  
No. 7305 was approved by the Office of Securities and Exchange  
Commission, Certified Public Accountant (Licensed by SEC)

**Trainings** : - IOD's Director Certification Program (33/2019)  
- IOD's Director Accreditation Program (147/2018)  
- IOD's Anti – Corruption : The Practical Guide (22/2015)  
- Grant Thornton Horizon  
- Thai GAAP Update

#### Work Experience

2005 – Present : Managing Director of Karin Audit Company Limited  
2003 – 2004 : Senior Audit of Grant Thornton  
1998 – 2002 : Junior Audit of Dharmniti Auditing Company Limited



**Karin Audit**

To be the cosmos assurance service company

**External Auditor for Listed and other companies**

1. Bangkok Land Public Company Limited
2. M.K. Real Estate Development Public Company Limited
3. SENA Development Public Company Limited
4. Dynasty Ceramic Public Company Limited
5. The Union Mosaic Industry Public Company Limited
6. Jay Mart Public Company Limited

**KARIN**

**Karin Audit**

To be the cosmos assurance service company

#### Auditor's Profile

- Name** : Mr. Pojana Asavasontichai
- Address** : 72 CAT Telecom Tower, Floor24,  
Charoen Krung Road, Bangrak, Bangkok 10500  
Tel. 0-2105-4661  
Fax : 0-2026-3760
- Education** : Bachelor's Degree in Accounting, Ramkhamhaeng University  
Bachelor of Diploma in Accounting, Chulalongkorn University
- Professional Certification** : - Certified Accountants and Auditors of Thailand (C.P.A.) Registration No. 4891 was approved by the Office of Securities and Exchange Commission, Certified Public Accountant (Licensed by SEC)
- Trainings** : - Courses & Courses New Millennium Chief Executive, Thammasat University  
- MINI MBA Course, Thammasat University  
- Computer Audit Courses, Federation of Accounting Professions under the Royal Patronage Data analytics ACL Monitoring Training  
- Writing Script & Robotic process on ACL Data analytics Program  
- Training of auditors of the Cooperative Audit Department Class 1 and 13  
- SUSTAINABLE DEVELOPMENT GOAL UNITED NATIONS  
- Microsoft Envision Summit 2019 AI is Game Changer  
- Training to transfer knowledge to licensee. The project publishes knowledge of the annual license fee. Accounting, revenue classification in broadcasting and television business Office of the National Broadcasting and Telecommunications Commission  
- Study RSM China Audit Firm Office







**Karin Audit**

To be the cosmos assurance service company

### Work Experience

2020 – Present	:	Director of Karin Audit Company Limited
2016 – 2019	:	1st Executive Vice President of Dharmniti Auditing Company Limited
1992 – 2019	:	Director of DiTC Co., Ltd.

### External Auditor for Listed and other companies

1. G Capital Public Company Limited
2. GROUP LEES Public Company Limited
3. LYNN PHILLIPS MORTGAGE CREDIT FONCIER Co., Ltd.
4. Thai Bond Market Association THAIBMA
5. Asian Seafoods Coldstorage Public Company Limited
6. Thai Cold Storage Co., Ltd.
7. Tim Food Co., Ltd.
8. Nam Seng Insurance Public Company Limited
9. Charan Insurance Public Company Limited
10. Bangkok Union Public Company Limited
11. Advance Life Life Assurance Public Company Limited
12. New India Assurance (Thailand Branch) Co., Ltd.
13. Ung ChunHa (1994) Co., Ltd. (Best Home)
14. Sukmol Ratchada Co., Ltd.
15. Aikchol Hospital Public Company Limited
16. Sikarin Public Company Limited
17. Sikarin Hospital (Hat Yai) Co., Ltd.
18. Rama2 Medical Group Co., Ltd.
19. Amarin Printing Public Company Limited
20. Kadokawa Amarin Co., Ltd.
21. Blue Mango Publishing Co., Ltd.
22. Jackie Industrial Public Company Limited
23. Fama Care Co., Ltd.
24. Bangkok Unitrade Co., Ltd.



Karin Audit

To be the cosmos assurance service company

25. Caspa Pharmacy (Thailand) Co., Ltd.
26. Giffarine Skyline Laboratory & Health Care Co., Ltd.
27. Nuskin Enterprise (Thailand) Co., Ltd.
28. Phanawattana Plastic Public Company Limited
29. Tantawan Industry Public Company Limited
30. NEP Real Estate & Industry Public Company Limited
31. Cherry Serina Co., Ltd.
32. Thai KanSai paint Co., Ltd.
33. Thai Akiba Co., Ltd.
34. City Steel Public Company Limited
35. C I Group Public Company Limited
36. Asian Marine Services Public Company Limited
37. The Regent Cha Am Hotel Co., Ltd.
38. JBB Co., Ltd. (Anantara Siago Resort & Spa)
39. De Lamai Co., Ltd.
40. Narai Pizzeria Co., Ltd.
41. Thai Parfun Co., Ltd.
42. T.U.W. Textile Co., Ltd.
43. Asia Garment Co., Ltd.
44. Interlink Community Public Company Limited
45. Thai Airport Ground Service Co., Ltd.
46. Mitsubishi Heavy Industries Co., Ltd.
47. NONGNUCH PATTAYA GARDEN DESIGN COMPANY LIMITED
48. General Outsourcing Co., Ltd.
49. Mahidol Wittayanusorn School Public Organization
50. International Trade Institute Public Organization
51. Institute of Professional Qualifications Public Organization
52. Center of Excellence in Electrical Power Technology (CEPT) of Chulalongkorn University
53. Chulalongkorn University Broadcasting Station
54. Energy Conservation Center of Thailand
55. Employee Electricity Provident Fund



**Karin Audit**

To be the cosmos assurance service company

56. Provincial Waterworks Authority Provident Fund
57. Provident Fund, Employee of TOT Public Company Limited
58. TMBAM M Choice Provident Fund
59. Sahamit Gas Tank Public Company Limited
60. Chukai Public Company Limited
61. The Crane Public Company Limited
62. Ubon Saha Tham Transport (1983) Co., Ltd.
63. Kingspack Industry Co., Ltd.
64. Mittare Insurance Public Company Limited
65. Finanza Life Assurance Co., Ltd.
66. I.C.C. International Public Company Limited
67. Dynasty Golf & Country Club Co., Ltd. and its affiliates
68. Hilton Bangkok Hotel Mr. Lert Park
69. North Star Public Company Limited
70. MCOT Public Company Limited



**Karin Audit**

To be the cosmos assurance service company

### Auditor's Profile

**Name** : Mr. Jadesada Hungsapruerk

**Address** : 72 CAT Telecom Tower, Floor24,  
Charoen Krung Road, Bangrak, Bangkok 10500  
Tel. 0-2105-4661  
Fax : 0-2026-3760



**Education** : Bachelor Degree of Commerce and Accountancy – Major Accounting  
Thammasat University

**Professional Certification** : Certified Accountants and Auditors of Thailand (C.P.A.) Registration  
No. 3659 was approved by the Office of Securities and Exchange  
Commission, Certified Public Accountant (Licensed by SEC)

**Trainings** :

- IOD's Director Certification Program (69/2006)
- IOD's Anti-Corruption: The Practical Guide (22/2015)
- IOD's Advanced Audit Committee Program (20/2015)
- IOD's Role of the Nomination and Governance Committee Program (7/2015)
- IOD's Audit Committee Program (2/2004)
- IOD's Director Accreditation Program (25/2004)
- Certified Professional Internal Auditor Program
- 1995 New Manager Seminar USA
- Cost Productivity Management Program Philippines
- Senior Development School Malaysia
- Firmwide Audit Staff Training School Philippines



**Karin Audit**

To be the cosmos assurance service company

### Work Experience

2005-Present	: Founder of Karin Audit Company Limited
2003-Present	: Director and Audit Committee of Mahachai Hospital Public Company Limited
2020-Present	: Director and Audit Committee of TPP Healthcare International Company Limited
2015-2017	: Audit and Assessment Committee of The Healthcare Accreditation Institute (Public Organization)
2004	: Partner of Pipat and Associates Co.,Ltd.
1998-2004	: Director and Partner of Dharmniti Auditing Company Limited
1998-1999	: Lecturer of Mahanakorn University of Technology
1996-1997	: Head of Internal audit department of Mahachai Hospital Public Company Limited
1987-1996	: Lecturer of SGV-Na Thalang & Co., Ltd.

### External Auditor for Listed and other companies

1. The Industrial Finance Corporation of Thailand
2. Cathay Lease Plan Public Company Limited
3. United Farmer Industry Company Limited
4. Charoen Pokphand Foods Public Company Limited
5. Asian Sea Corporation Public Company Limited
6. Bangkok Land Public Company Limited
7. Senadevelopment Public Company Limited
8. The Union Mosaic Industry Public Company Limited
9. Dynasty Ceramic Public Company Limited
10. Unique Mining Services Public Company Limited
11. Eastern Printing Public Company Limited

**Documents and evidences required for the meeting participants to present on the meeting date****1. Individual shareholders**

1.1 Shareholders attending the meeting by self must present valid government issued identification documents which contain picture of shareholders such as national identification card, driving license, or passport.

1.2 Proxy of the shareholders attending the meeting

- A) Proxy form according to the attachment to the meeting invitation letter which has been completely filled and signed by the principal and the proxy
- B) Copy of government-issued documents of the shareholders as described in section 1.1 above and certified true copies by the principal
- C) Government-issued documents of the proxy as described in section 1.1 above

**2. Corporate / Juristic person shareholders**

2.1 The representative of the shareholders attending the meeting

- A) Government-issued documents of the representative as described in section 1.1 above
- B) Copy of the shareholders' official registered document which is certified true copy by the representative and contains the information to indicate the authorization of the representative to conduct activities on behalf of the shareholders.

2.2 Proxy of the shareholders attending the meeting

- A) Proxy form according to the attachment to the meeting invitation letter which has been completely filled and signed by the principal and the proxy
- B) Copy of the shareholders' official registered document which is certified true copy by the representative and contains the information to indicate the authorization of the representative to conduct activities on behalf of the shareholders.
- C) Government-issued documents of the representative as described in section 1.1 above

3. Non-Thai national shareholders or corporate entities established under foreign laws:  
The information in section 1 and 2 is applicable to non-Thai national shareholders or corporate entities established under foreign laws who are attending the meeting on case-by-case basis under the following regulations

- A) The corporate certifications may be documents issued by the government where such corporate domiciled, or by the officer of such corporate. However, the documents must contain name, authorized representative, terms and limitation to sign on the shareholders' behalf, and the headquarter address.
- B) Original documents that are not in Thai or English must be translated to Thai or English and attach herewith, the translation has to be certified by the representative of such shareholders.

Information of independent director whom the company proposes as proxies  
2024 Annual General Meeting of Shareholders

Director's Name	Position	Age (Years)	Address	Having / Not having Interest in agenda proposed in the 2024 Annual General Meeting of Shareholders
1. Mr. Pisit Saeng-Xuto	Chairman of Independent Director	51	155 Soi Romklao 19/1 Klong Sam Prawet, Lat Krabang, Bangkok 10520	None
2. Mr. Attawoot Papangkorn	Independent Director	38	2/10 Chaofa Road, Chanasongkram, Phranakorn, Bangkok 10200	None

1. Profile and details information of each independent director are presented in section “**Chart and CV of Company's directors**” of the Form 56-1 One Report / 2024 Annual Report which has been delivered to shareholders with this invitation letter (Attachment 3)
2. The independents directors who act as proxy are not having interest with all of the meeting agendas.



**Form of Proxy, Form A.**  
**(General Form)**  
**Annexed to Notice of Department of Business Development**  
**Re: Form of Proxy (No.5) B.E. 2550 (2007)**

Written at .....

Date.....

(1) I / We ..... Nationality.....  
residing/located at No. ...., ..... Road, Sub-District .....,  
District....., Province ....., Postal Code.. ..

(2) Being a shareholder of Project Planning Service Public Company Limited  
holding the total amount of..... shares with the voting rights of.....votes as follows;  
Ordinary share..... shares with the voting rights of.....votes  
Preferred share..... shares with the voting rights of.....votes

(3) Do hereby appoint either one of the following persons:

(1) ..... age ..... years, residing/located  
at No. ...., ..... Road, Sub-District .....,  
District ....., Province ....., Postal Code ....., or

(2) ..... age ..... years, residing/located  
at No. ...., ..... Road, Sub-District .....,  
District ....., Province ....., Postal Code ....., or

(3) ..... age ..... years, residing/located  
at No. ...., ..... Road, Sub-District .....,  
District ....., Province ....., Postal Code ....., or

any one of them as my/our proxy to attend and vote on my/our behalf at the 2024 Annual General Meeting of Shareholders (E-AGM) to be held 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 or such other date, time and place as may be adjourned.

Any acts or performance caused by the proxy at the above meeting shall be deemed as my/our acts and performance in all respects.

Signed ..... Grantor  
(.....)

Signed ..... Grantee  
(.....)

Signed ..... Grantee  
(.....)

Signed ..... Grantee  
(.....)

**Remarks**

A shareholder may grant a proxy to only one person. The number of Shares held by a shareholder may not be divided into several portions and granted to more than one proxy in order to divide the votes.

**PROXY FORM B (SPECIFIC DETAILS FORM)**  
**According to Regulations of the Department of Business Development**  
**Re : Form of Proxy (No.5) B.E. 2550**

Written at .....

Date.....

(1) I / We .....Nationality.....  
 residing/located at No. .... Road, Sub-District .....  
 District....., Province ..... Postal Code.. ..

(2) Being a shareholder of Project Planning Service Public Company Limited  
 holding the total amount of..... shares with the voting rights of.....votes as follows;  
 Ordinary share..... shares with the voting rights of.....votes  
 Preferred share..... shares with the voting rights of.....votes

(3) Do hereby appoint either one of the following persons:

(1) ..... age ..... years, residing/located  
 at No. .... Road, Sub-District .....  
 District.....,Province ..... Postal Code ..... or

(2) ..... age ..... years, residing/located  
 at No. .... Road, Sub-District .....  
 District.....,Province ..... Postal Code ..... or

(3) ..... age ..... years, residing/located  
 at No. .... Road, Sub-District .....  
 District.....,Province ..... Postal Code ..... or

any one of them as my/our proxy to attend and vote on my/our behalf at the 2024 Annual General Meeting of Shareholders (E-AGM) to be held on Monday 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 or such other date, time and place as may be adjourned.

(4) I/ We hereby authorize the proxy holder to vote on my behalf at this meeting as follows:

☐ **Agenda 1: To consider and adopt the minutes of the 2023 General Meeting of Shareholders on 26 April 2023**

☐ (a) The Proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.

☐ (b) The Proxy holder shall vote in accordance with my wish as follows:

☐ Approve

☐ Disapprove

☐ Abstain

☐ **Agenda 2: To acknowledge the Board of Directors' report on the Company's operating results for year 2023 and Company's future business plan**

This agenda is for acknowledgement, 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**

☐ (a) The Proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.

☐ (b) The Proxy holder shall vote in accordance with my wish as follows:

☐ Approve

☐ Disapprove

☐ Abstain

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

☐ (a) The Proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.

☐ (b) The Proxy holder shall vote in accordance with my wish as follows:

☐ Approve

☐ Disapprove

☐ Abstain

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

☐ (a) The Proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.

☐ (b) The Proxy holder shall vote in accordance with my wish as follows:

☐ Approve

☐ Disapprove

☐ Abstain

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

☐ (a) The Proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.

☐ (b) The Proxy holder shall vote in accordance with my wish as follows:

☐ To elect 2 directors for re-appointment as a Company's director

☐ Approve

☐ Disapprove

☐ Abstain

☐ To elect each director individually : Mr. Tat Thongpakdi

☐ Approve

☐ Disapprove

☐ Abstain

☐ To elect each director individually : Mr. Theerathon Tharachai

☐ Approve

☐ Disapprove

☐ Abstain

☐ **Agenda 7 : To approve the remuneration of the Company's Board of Directors for year 2024**☐ (a) The Proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.☐ (b) The Proxy holder shall vote in accordance with my wish as follows:☐ Approve☐ Disapprove☐ Abstain☐ **Agenda 8 : To approve the appointment of auditors and fix their remuneration for year 2024**☐ (a) The Proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.☐ (b) The Proxy holder shall vote in accordance with my wish as follows:☐ Approve☐ Disapprove☐ Abstain☐ **Agenda 9 : 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 24 July 2019**☐ (a) The Proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.☐ (b) The Proxy holder shall vote in accordance with my wish as follows:☐ Approve☐ Disapprove☐ Abstain☐ **Agenda 10 : To consider other Matters (if any)**☐ (a) The Proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.☐ (b) The Proxy holder shall vote in accordance with my wish as follows:☐ Approve☐ Disapprove☐ Abstain

(5) Voting of the proxy holder in any agenda that is not specified in this proxy shall be considered as invalid and not my/our voting as a shareholder.

(6) In case I/We have not declared a voting intention in any agenda or my/our determination is not clear or in case the meeting considers or passes resolutions in any matters apart from those agenda specified above, including the case that there is any amendment, modification or addition of any fact, the proxy holder shall have the right to consider and vote as to his/her consideration.

Any business carried on by the proxy holder in the said meeting, except the proxy holder does not vote as I/we specify in the proxy form, shall be deemed as having been carried out by myself/ourselves in all respects.

Signed \_\_\_\_\_ Grantor

(.....)

Signed \_\_\_\_\_ Proxy

(.....)

Signed \_\_\_\_\_ Proxy

(.....)

Signed \_\_\_\_\_ Proxy

(.....)

#### Remarks:

1. A Shareholder shall appoint only one proxy holder to attend and vote at the meeting. A shareholder may not split shares and appoint more than one proxy holder in order to split votes.
2. In agenda item regarding the election of directors, the ballot can be either for all the directors as a whole or for an individual director.
3. In case that there are any further agenda items apart from specified above brought into consideration in the meeting, the proxy holder may use the Annex attached to proxy Form B.

**Annex attached to the Proxy Form B**  
**The Proxy of the shareholder of Project Planning Service Public Company Limited.**

At the 2024 Annual General Shareholder Meeting (E-AGM) to be held 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 or such other date, time and place as may be adjourned.

☐ **Agenda** .....

☐ (a) The Proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.

☐ (b) The Proxy holder shall vote in accordance with my wish as follows:

☐ Approve

☐ Disapprove

☐ Abstain

☐ **Agenda** .....

☐ (a) The Proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.

☐ (b) The Proxy holder shall vote in accordance with my wish as follows:

☐ Approve

☐ Disapprove

☐ Abstain

☐ **Agenda** .....

☐ (a) The Proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.

☐ (b) The Proxy holder shall vote in accordance with my wish as follows:

☐ Approve

☐ Disapprove

☐ Abstain

☐ **Agenda** .....

☐ (a) The Proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.

☐ (b) The Proxy holder shall vote in accordance with my wish as follows:

☐ Approve

☐ Disapprove

☐ Abstain

☐ **Agenda** .....

☐ (a) The Proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.

☐ (b) The Proxy holder shall vote in accordance with my wish as follows:

☐ Approve

☐ Disapprove

☐ Abstain

☐ **Agenda .....To consider and approve the re-appointment of Directors**

Director Name .....

☐ Approve☐ Disapprove☐ Abstain

Director Name .....

☐ Approve☐ Disapprove☐ Abstain

Director Name .....

☐ Approve☐ Disapprove☐ Abstain

Director Name .....

☐ Approve☐ Disapprove☐ Abstain

Director Name .....

☐ Approve☐ Disapprove☐ Abstain

Director Name .....

☐ Approve☐ Disapprove☐ Abstain

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Director Name .....

☐ Approve☐ Disapprove☐ Abstain

Director Name .....

☐ Approve☐ Disapprove☐ Abstain

Director Name .....

☐ Approve☐ Disapprove☐ Abstain

Director Name .....

☐ Approve☐ Disapprove☐ Abstain

**PROXY FORM C (FOR FOREIGN SHAREHOLDER  
APPOINTING CUSTODIAN IN THAILAND)**  
**According to Regulations of the Department of Business Development**  
**Re : Form of Proxy (No.5) B.E. 2550**

.....

Written at .....

Date.....

(1) I / We ..... Nationality.....  
 residing/located at No. .... , ..... Road, Sub-District .....  
 District..... , Province ..... , Postal Code.....

Acting as the custodian for .....  
 Being a shareholder of Project Planning Service Public Company Limited  
 holding the total amount of..... shares with the voting rights of..... votes as follows;  
 Ordinary share..... shares with the voting rights of..... votes  
 Preferred share..... shares with the voting rights of..... votes

(2) Do hereby appoint either one of the following persons:

(1) ..... age ..... years, residing/located  
 at No. .... , ..... Road, Sub-District .....  
 District ..... , Province ..... , Postal Code ..... , or

(2) ..... age ..... years, residing/located  
 at No. .... , ..... Road, Sub-District .....  
 District ..... , Province ..... , Postal Code ..... , or

(3) ..... age ..... years, residing/located  
 at No. .... , ..... Road, Sub-District .....  
 District ..... , Province ..... , Postal Code ..... , or

any one of them as my/our proxy to attend and vote on my/our behalf at the 2024 Annual General Meeting of Shareholders (E-AGM) to be held 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 or such other date, time and place as may be adjourned.

(3) I/ We authorize the proxy holder to attend the meeting and vote are as follows:

☐ Grant Proxy the total amount of shares holding and entitled to vote.

☐ Grant partial shares of:

☐ Ordinary share..... shares, having voting rights equivalent to ..... votes

☐ Preferred share..... shares, having voting rights equivalent to ..... votes

Total voting rights..... votes



(4) I/ We hereby authorize the proxy holder to vote on my behalf at this meeting as follows:

☐ **Agenda 1: To consider and adopt the minutes of the 2023 General Meeting of Shareholders on 26 April 2023**

☐ (a) The Proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.

☐ (b) The Proxy holder shall vote in accordance with my wish as follows:

☐ Approve

☐ Disapprove

☐ Abstain

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

This agenda is for acknowledgement, 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**

☐ (a) The Proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.

☐ (b) The Proxy holder shall vote in accordance with my wish as follows:

☐ Approve

☐ Disapprove

☐ Abstain

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

☐ (a) The Proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.

☐ (b) The Proxy holder shall vote in accordance with my wish as follows:

☐ Approve

☐ Disapprove

☐ Abstain

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

☐ (a) The Proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.

☐ (b) The Proxy holder shall vote in accordance with my wish as follows:

☐ Approve

☐ Disapprove

☐ Abstain

**☐ Agenda 6 : To approve re-appointment of the directors in replacement of those who are retire by rotation**☐ (a) The Proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.☐ (b) The Proxy holder shall vote in accordance with my wish as follows:☐ To elect 2 directors for re-appointment as a Company's director☐ Approve☐ Disapprove☐ Abstain☐ To elect each director individually : Mr. Tat Thongpakdi☐ Approve☐ Disapprove☐ Abstain☐ To elect each director individually : Mr. Theerathon Tharachai☐ Approve☐ Disapprove☐ Abstain**☐ Agenda 7 : To approve the remuneration of the Company's Board of Directors for year 2024**☐ (a) The Proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.☐ (b) The Proxy holder shall vote in accordance with my wish as follows:☐ Approve☐ Disapprove☐ Abstain**☐ Agenda 8 : To approve the appointment of auditors and fix their remuneration for year 2024**☐ (a) The Proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.☐ (b) The Proxy holder shall vote in accordance with my wish as follows:☐ Approve☐ Disapprove☐ Abstain**☐ Agenda 9 : 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 24 July 2019**☐ (a) The Proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.☐ (b) The Proxy holder shall vote in accordance with my wish as follows:☐ Approve☐ Disapprove☐ Abstain

☐ **Agenda 10 : To consider other Matters (if any)**☐ (a) The Proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.☐ (b) The Proxy holder shall vote in accordance with my wish as follows:☐ Approve☐ Disapprove☐ Abstain

(5) Voting of the proxy holder in any agenda that is not specified in this proxy shall be considered as invalid and not my/our voting as a shareholder.

(6) In case I/We have not declared a voting intention in any agenda or my/our determination is not clear or in case the meeting considers or passes resolutions in any matters apart from those agenda specified above, including the case that there is any amendment, modification or addition of any fact, the proxy holder shall have the right to consider and vote as to his/her consideration.

Any business carried on by the proxy holder in the said meeting, except the proxy holder does not vote as I/we specify in the proxy form, shall be deemed as having been carried out by myself/ourselves in all respects.

Signed \_\_\_\_\_ Proxy

(.....)

Signed \_\_\_\_\_ Proxy

(.....)

Signed \_\_\_\_\_ Proxy

(.....)

Signed \_\_\_\_\_ Proxy

(.....)

**Remarks:**

1. This Proxy Form C. only be used for Shareholders whose names appearing in the foreign investors' registration and he/she appointed a custodian in Thailand to be responsible for safeguarding shares only.

2. Documents and evidences to be enclosed with the proxy form are:

(1) Power of Attorney from the shareholder authorizes a custodian to sign the Proxy Form on behalf of the shareholder.

(2) Letter of certification to certify that the signer in the Proxy Form have a permit to act as a Custodian.

3. A shareholder shall appoint only one proxy holder to attend and vote at the meeting not split shares and appoint more than one proxy holder in order to split votes.

4. In agenda item regarding the election of directors, the ballot can be either for all the directors as a whole or for an individual director.

5. In case that there are any further agenda items apart from specified above brought into consideration in the meeting, the proxy holder may use the Annex attached to Proxy Form C.

**Annex attached to the Proxy Form C****The Proxy of the shareholder of Project Planning Service Public Company Limited.**

At the 2024 Annual General Shareholder Meeting (E-AGM) to be held 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 or such other date, time and place as may be adjourned.

☐ **Agenda** .....

☐ (a) The Proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.

☐ (b) The Proxy holder shall vote in accordance with my wish as follows:

☐ Approve

☐ Disapprove

☐ Abstain

☐ **Agenda** .....

☐ (a) The Proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.

☐ (b) The Proxy holder shall vote in accordance with my wish as follows:

☐ Approve

☐ Disapprove

☐ Abstain

☐ **Agenda** .....

☐ (a) The Proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.

☐ (b) The Proxy holder shall vote in accordance with my wish as follows:

☐ Approve

☐ Disapprove

☐ Abstain

☐ **Agenda** .....

☐ (a) The Proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.

☐ (b) The Proxy holder shall vote in accordance with my wish as follows:

☐ Approve

☐ Disapprove

☐ Abstain

☐ **Agenda** .....

☐ (a) The Proxy holder shall be entitled to consider and resolve in lieu of me in all respects as deemed appropriate.

☐ (b) The Proxy holder shall vote in accordance with my wish as follows:

☐ Approve

☐ Disapprove

☐ Abstain

☐ **Agenda .....To consider and approve the re-appointment of Directors**

Director Name .....

☐ Approve☐ Disapprove☐ Abstain

Director Name .....

☐ Approve☐ Disapprove☐ Abstain

Director Name .....

☐ Approve☐ Disapprove☐ Abstain

Director Name .....

☐ Approve☐ Disapprove☐ Abstain

Director Name .....

☐ Approve☐ Disapprove☐ Abstain

Director Name .....

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Director Name .....

☐ Approve☐ Disapprove☐ Abstain

Director Name .....

☐ Approve☐ Disapprove☐ Abstain

Director Name .....

☐ Approve☐ Disapprove☐ Abstain

Director Name .....

☐ Approve☐ Disapprove☐ Abstain

Articles of Association of the Company concerning a Shareholder's Meeting  
Project Planning Service Public Company Limited

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**Chapter 1 – General Provisions**

- Clause 1. This Articles of Association shall be called the Project Planning Service Public Company Limited.
- Clause 2. The term “Company” under this Articles of Association means Project Planning Service Public Company Limited. The term “Law” under this Article of Association means the Law on Public Limited Companies Act including the Law on Securities and Exchange and other related Laws.
- Clause 3. In the case where the Company or its subsidiaries agree to make connected transactions or the transactions relating to the acquisitions or dispositions of the assets of the Company or its subsidiaries in accordance with the meaning defined under the Stock Exchange of Thailand Notification for application to the connected transactions of the listed company or the acquisitions or dispositions of the listed assets, as the case may be, the Company shall also comply with the Rules and Procedures in accordance with what said Notification has prescribed on such matter.

Other expressions not being mentioned under this Articles of Association shall be held and enforced in accordance with the provisions of the law in all respects.

**Chapter 2 – Issuing of Shares**

- Clause 4. Company's shares are ordinary shares. Each share is equally value.
- Company may issue preferred shares, convertible preferred shares, debentures, convertible debentures, warrants and other securities under the Stock Exchange of Thailand regulations to allocate or offer to shareholders, any persons or general public.
- Every company's share shall be utilized as whole value in money term. Share purchasers shall not apply any deduction to other outstanding debts to Company except of Company's debt restructuring plan by issuing of new shares to pay debtors under transformation of debts to be equities which being approved by shareholders' meeting by three-fourths majority of the shareholder's voting who are presence at the meeting and cast their votes.

**Chapter 4 – Board of Directors**

Clause 16. The Company shall have a board of directors comprising at least five directors of which not less than one half shall reside in the Kingdom and shall have the qualifications as required by laws.

Clause 17. Directors shall be elected by the meeting in accordance with rules and procedures as follows:

- (1) Each shareholder shall have one vote per one share.
- (2) Each shareholder must use all his votes under (1) to elect one or more than one director but cannot allot the votes to some persons.
- (3) Persons who receive highest votes arranged in order from higher to lower in a number equal to that of directors to be appointed are elected directors of the Company. In the event of a tie at a lower place, which would make the number of directors greater than that required, the Chairman shall have a casting vote.

Clause 18. At every annual ordinary meeting, at least one-third of the directors shall retire. If the number of directors is not a multiple three, the number of directors closest to one-third shall retire.

The directors who vacate office under the first paragraph may be elected by the meeting. The directors retiring from office in the first and second year after resignation of the Company shall be selected by drawing lots. In subsequent years, the director who was held office the longest term shall retire.

Clause 19. In addition to vacating office on expiration of term of office, directors shall vacate office upon

- (1) death;
- (2) resignation;
- (3) dispossession of qualifications or possession of disqualifications under laws;
- (4) the meeting of shareholders resolving to remove under Clause 22;
- (5) the court issuing an order to remove.

Clause 23. Directors may be or not be a shareholder of the Company.

Clause 34. Directors are entitled to receive remunerations from the Company in forms of salary, award, premium, pension, bonus and other kinds of remuneration in accordance with the Articles of Association or as determined by the meeting of shareholders. The remunerations may be determined in a specific amount or a guideline and to be for a specific period or for any periods subject to amendment. The directors, in addition, are entitled to an allowance and welfare pursuant to the Company's regulations.

Provisions in paragraph one shall not affect the rights of staff or employees of the Company, who are elected to be directors of the Company, to receive remunerations or benefits from the Company as being employees of the Company.

#### **Chapter 5 – Shareholders Meeting**

Clause 35. The Board of Directors shall hold the annual ordinary meeting of shareholders within four months from the date ending the account period of the Company.

Other meeting of shareholders in addition to the said meeting apart from the first paragraph shall be called extra-ordinary meeting. The board of directors may convene an extra-ordinary meeting of shareholders any time it deems expedient.

One or more shareholder(s) holding not less than ten percent of the total shares sold may subscribe their names to a notice requesting the board of directors to convene an extra-ordinary meeting of shareholders at any time but they shall also specify reasons for such request in the notice. In such case, the board of directors must arrange for a meeting of shareholders within forty-five days from the date of receipt of the notice.

In the case that the Board of Directors does not hold such meeting within a specified period under the third paragraph, the shareholders who have submitted the request or other shareholders holding the aggregate existing provision proposed amendment number of shares as prescribed in this Article may hold the meeting by themselves within forty-five days from the lapse of the specified period under the paragraph three. In this case, it shall be deemed that such shareholder's meeting is the meeting called by the Board of Directors. The Company shall be responsible for all necessary expenses incurring from the holding of the meeting and reasonable facilitation.

In the case that the quorum of the meeting convened as requested by the shareholders, under the fourth paragraph, cannot be formed as required by this Articles of Association clause 38, the shareholders who requested the meeting shall be jointly responsible for any expenses incurring from the convening of such meeting.



The place where the meeting is to be held shall be in the locality in which the head of the Company is situated or in neighboring provinces or other places to be determined by the board of directors.

The Shareholders Meeting of the Company may hold via electronic media in accordance with the relevant laws.

Clause 36. In calling a meeting of shareholders, the board of directors shall issue a notice of meeting specifying place, date, time, agenda, and matters to be set forth to the meeting together with appropriate details, by expressly specifying as to the matters for acknowledgement, approval, consideration, as the case maybe, including opinion of the board of directors on the said matters, and send the same to the shareholders and the Registrar for acknowledgement not less than seven days before the date of the meeting. Besides, the notice of meeting shall also be announced in a newspaper for three consecutive days for not less than three days before the date of the meeting.

Clause 37. Shareholders may authorize other persons as proxies to vote at any meeting on their behaves, the instrument appointing the proxy shall be in accordance with the requirements of the Registrar and shall be submitted to the chairman of the board at the venue prior to attending the meeting.

Clause 38. In the meeting of shareholders, there shall be shareholders and proxies (if any) present at the meeting in a number not less than twenty-five or not less than one half of the total number of shareholders holding shares amounting to not less than one-third of the total number of shares sold to constitute a quorum.

In the event at any meeting of shareholders, upon the lapse of one hour from the time scheduled for the meeting commencement, number of the shareholders present is insufficient to form a quorum; if such meeting is convened because the shareholders have requested, it shall be cancelled; if such meeting is convened not because the shareholders have requested, it shall be reconvened and the notice of meeting shall be sent to the shareholders not less than seven days in advance of the date of the meeting. In the subsequent meeting no quorum is required.

Clause 39. The chairman of the board of directors shall preside over the meeting of shareholders. In the case where upon the lapse of half hour from the time scheduled for the meeting commencement and the chairman is absent, the vice-chairman shall act as the meeting chairman. If a vice-chairman does not exist, or exists but absent, or unable to perform the duty, the shareholders in attendance shall elect one shareholder to act as the meeting chairman.

Clause 40. In the voting, each share has one vote, except in the case where the Company issues preference shares and provides the right to vote less than that of ordinary shares.

A resolution of the meeting of shareholders shall be supported by the majority of votes of the shareholders present and voting in case of an equality of votes, the chairman of the meeting shall have the casting vote.

In case as follows, a resolution shall be supported by votes not less than three-fourths of the total votes of the shareholders who attend the meeting and have the right to vote:

- (1) The sale or transfer of business of the Company, in whole or in essential part, to other persons;
- (2) The purchase or acceptance of transfer of business of other companies or private companies by the Company;
- (3) Entering into, amending, or terminating a lease of business of the Company in whole or in essential part;
- (4) Entrusting other person with the management of the Company;
- (5) Joining business with other persons with the objective to share profit and loss;
- (6) The amendment of Memorandum of Association or Articles of Association;
- (7) The increase or decrease of the Company's capital or issuance of debentures;
- (8) The amalgamation or dissolution of the Company;
- (9) Debt restructuring by means of issuing new shares as a payment for the creditors of debt to equity conversion projects;
- (10) Other business prescribed by law, requirement, rule, order, official notification or Office of Securities and Exchange Notification.

Clause 41. In an annual ordinary meeting of shareholders, the meeting shall consider the followings:

- (1) The board of directors' report presented to the meeting regarding the Company's performance during last year.
- (2) The approval on a balance sheet;
- (3) The allocation of profits (if any);
- (4) The election of directors to replace those retired by rotation;
- (5) The appointment of auditor and fixing the remuneration; and
- (6) Other business.

#### **Chapter 6 – Accounting, Finance and Account Audit**

Clause 42. The Company's accounting year period cycle begins on 1 January and ends on 31 December of every year.

Clause 43. The Company shall prepare and maintain accounts including the auditing of accounts as required by law. The Company shall also prepare a balance sheet as well as a statement of profit and loss at least once during each twelve-month period which is a fiscal year of that Company.

Clause 44. The board of directors shall prepare the balance sheet and the statement of profit and loss as of the last day of the fiscal year of the company for submission to the shareholder meeting for consideration and approval at the annual general meeting. The board of directors shall have the balance sheet and the statement of profit and loss examined by an auditor prior to submission to the shareholder meeting.

Clause 45. The board of directors shall deliver the following documents to the shareholders along with written notices calling for an annual general meeting:

- (1) Copies of the balance sheet and the statement of profit and loss which have been examined by the auditor together with the audit report of the auditor;
- (2) The annual report of the board of directors.

Clause 46. Dividends shall not be paid other than out of profits. If the company still has an accumulated loss, no dividends shall be distributed.

Dividends shall be distributed according to the number of shares, with each share receiving an equal amount.

The board of directors may pay interim dividends to the shareholders from time to time if the board believes that the profits of the Company justify such payment. The shareholders shall be notified in writing of such payment of dividends and that the notices on the dividend payments shall as well be advertised in the daily newspaper for a consecutive period of three days.

Clause 47. The Company shall allocate not less than five percent of its annual net profit less the accumulated losses brought forward (if any) to a reserve fund until this fund attains an amount not less than ten percent of the registered capital.

Other than the abovementioned reserve, board of directors may propose to the shareholders meeting to pass a resolution to allocate money for setting aside as a reserve for other purpose deemed appropriate in carrying on the Company's business.

Where approval of the shareholder meeting has been granted, the company may transfer other reserves which are not from the reserve fund referred to the first paragraph to compensate for the accumulated losses of the Company.

On the compensation of the accumulated loss under the third paragraph, the compensatory deduction shall be made from the other reserves first then followed by the deduction from the reserve under the first paragraph and premium on share reserve, respectively.

Clause 48. The auditor shall not be a director, staff member, employee or person holding any position of having any duty in the Company.

Clause 49. The auditor has the power to examine during the office hours of the Company accounts, documents and any other evidence relating to the revenues and expenditures including the assets and liabilities of the Company. In this regards, the auditor shall also have the power to question the directors, staff members, employees, persons holding any position or having any duty in the Company, and agents of the Company, including directing them to clarify any matter or to deliver documents or evidence in connection with the operation of the business of the Company.

Clause 50. The Auditor shall have the duty to participate in the shareholders meetings every time when there is a consideration on the Balance Sheets, Statement of Income and problems relating to the Company's accounts in order to give explanations to the shareholders. In this regard, the Company shall also deliver to the auditor the reports and documents of the Company that are to be received by the shareholders at that shareholder meeting.

### **Rules for attending the shareholders' meeting via electronic media (E-AGM)**

Shareholders or proxies who wish to attend the meeting must submit documents proving their identity as specified to the Company within April 12, 2024. The Company shall verify the list of shareholders according to the closing information of the shareholders' register book who have the right to attend the meeting wholly and correctly. After that, the electronic conferencing service provider will send a Link to attend the meeting and the user manual to the Email you have sent to inform the Company. The Link will be sent 2 days in advance of the meeting date.

#### **Requesting to attend the meeting via electronic media.**

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

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

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

1. Please fill in the document requesting to attend the meeting via electronic media (E-AGM) (Attachment 12) by specifying your Email and your mobile phone number clearly for registering for the meeting.
2. Attach a copy of proof of identity to confirm the right to attend the E-AGM meeting.
  - 2.1 Shareholders who are natural persons:
    - If a shareholder wishes to attend the meeting in person via E-Meeting:
      - Attach a copy of a valid government-issued identification document such as an ID card, government ID card, driver's license, or passport. In case of name-surname changes, shareholders are requested to attach supporting evidence.
    - If a shareholder appoints another person to attend the meeting on his/her behalf via E-Meeting:

- The Proxy Form C (attached with the invitation letter) is filled in all information signed by the proxy grantor and the proxy correctly and entirely together with duty stamp affixed;
- A copy of the proxy grantor's identity document, such as an ID card, a government official ID card, passport (In the case of foreigners) that has not expired and signed certifying the true copy of the proxy.
- A copy of the proxy's identity document, such as an ID card, a government official an ID card, passport (In the case of foreigners) that have not expired and signed certifying the true copy of the proxy.

2.2 Shareholders who are juristic persons:

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

- Copy of the identity document of the proxy as in the case of natural persons as mentioned above.


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

3. Submit the documents requesting to attend the meeting via electronic media (item 1) and proof of identity together with supporting documents (item 2) by sending to the Company within **April 12, 2024**.

- E-mail channel: [csoffice1@pps.co.th](mailto:csoffice1@pps.co.th)
- Postal channel: Project Planning Service PCL (PPS)  
381/6 Soi Rama IX 58 (Soi 7 Seri 7), Rama IX Road, Suanluang,  
Suangluang, Bangkok 10250

If a shareholder wishes to submit a request to attend the meeting via electronic media (E-AGM) via the website or QR Code

1. Request to attend the meeting via Web Browser: Chrome by going to

Scan QR Code	Go to Link
	<a href="https://pps.thekoble.com/agm/emeeting/index/1">https://pps.thekoble.com/agm/emeeting/index/1</a>

2. Fill in the information of shareholders:
  1. Securities holder account number;
  2. Name (do not include a title)
  3. Last Name
  4. ID card number;

5. Choose to accept the terms and consent to access to personal information;
6. Press "Confirm"
3. Check the name of the shareholder and the number of shares. If correct, please fill in shareholder information.
  1. Name - Surname (English);
  2. Email to receive a link to attend the meeting;
  3. Mobile phone number;  
Self-Attending: Shareholder's mobile number.  
Proxy: **Proxy's mobile number**. (Used to log in system).
4. Select the attendance type:
  - 4.1 Attend the meeting in person via E-AGM;
  - 4.2 Authorize the natural persons to attend the meeting via E-AGM;
  - 4.3 Assign a proxy to an independent director;
5. Press "Next"

**In the case of shareholders attending the meeting in person:**

Prepared shareholders' identification documents

1. Attach a copy of the shareholder's identity document;
2. Attach a copy of other identity documents;
3. Press "Next";
4. The system will display a message "Information received successfully," check the name, surname, and number of shares again;
5. Close window to finish;

**In the case of appointing the natural person to attend the meeting via E-AGM:**

Prepared shareholders' identification documents

1. Attach a copy of the shareholder's identity document;
2. Attach a copy of other identity documents;
3. Press "Next";
4. Save the proxy's information and attach supporting documents:
  - 4.1 Name-surname of the proxy (Thai language);
  - 4.2 Name-surname of the proxy (English);



- 4.3 Attach a copy of the proxy's identity document;
- 4.4 Attach the proxy form with complete information and signature;
5. Press "Next";
6. The system will display a message "Information received successfully," check the name, surname, and number of shares again;
7. Close window to finish;

**In the case of appointing a proxy to an independent director:**

1. Attach a copy of the shareholder's identity document (Like in the case of shareholders attending the meeting in person);
2. Attach the completed and signed proxy form;
3. Press "Next";
4. The system will display a message "Information received successfully," check the name, surname, and number of shares again;
5. Close window to finish;

Remark: The system for receiving the request to attend the meeting will be open for operation from April 5-12, 2024 or until the meeting is completed. (The system does not accept information on Saturdays, Sundays, and public holidays.)

**Electronic Meeting Attendance (E-AGM):**

1. Once the shareholders or proxies wish to attend the meeting and have been fully verified, you will receive an Email from the meeting organizer, a link for attending the meeting, and a system's user manual 2 days before the meeting date. Please study the manual on how to use the E-AGM meeting system in detail. If you haven't received the Email within Monday, April 22, 2024, please get in touch with the Company immediately.
2. Please prepare the following information for logging in the meeting  
Self-Attending: Shareholder Account Number (10 digits Number) and ID Card.  
Proxy: Proxy ID Card and Proxy's Mobile Number.
3. Meeting attendance and voting via electronic media can be used with computers/notebooks/tablets and mobile phones via Web Browser: Chrome with 4G internet speed or home internet basic.

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

iOS system	Android system
	
<a href="https://apps.apple.com/th/app/zoom-cloud-meetings/id546505307">https://apps.apple.com/th/app/zoom-cloud-meetings/id546505307</a>	<a href="https://play.google.com/store/apps/details?id=us.zoom.videomeetings">https://play.google.com/store/apps/details?id=us.zoom.videomeetings</a>

4. The system will open for meetings 2 hours before the start of the meeting. However, the live broadcast will only start at the time of the meeting.
5. To log in, attendees must use the information of the shareholder registration number and the shareholder's ID card number.
6. Voting through the E-Voting system, you will be able to vote for each agenda only by voting for agreeing, disagreeing, or abstaining. In case of not voting in any agenda, the system will be deemed to vote as agree immediately (using the vote-counting method by pouring votes towards agreeing).
7. If attendees have any problems or problems in using the E-AGM system, you can contact OJ International Co., Ltd. at the phone number specified in the Email that sends you the system's user manual.

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

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

Suppose any shareholders cannot attend the E-AGM meeting in person or cannot appoint other proxies to attend the E-AGM meeting and wish to appoint an independent director as a proxy. In this regard, they can send a proxy form (Attachment 8) specifying the proxy as one of the independent directors as specified by the Company along with supporting documents to the Company by the date within the date **April 12, 2024**, via the following channels:

- E-mail channel: [csoffice1@pps.co.th](mailto:csoffice1@pps.co.th)
- Postal channel: Project Planning Service PCL (PPS)  
381/6 Soi Rama IX 58 (Soi 7 Seri 7), Rama IX Road, Suanluang,  
Suangluang, Bangkok 10250

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

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

Please submit the following information:

1. The Proxy Form C (attached with the invitation letter) is filled in all information signed by the proxy grantor and the proxy correctly and entirely together with a 20-baht duty stamp affixed;
2. Custodian juristic person registration certificate (Custodian) with a signature certifying true copy by the authorized signatory on behalf of the juristic person of the Custodian or the attorney with the corporate seal (if any).
3. A power of attorney from the shareholders for the Custodian to be authorized to sign the proxy form;
4. A letter confirming that the person signing the proxy form is authorized to operate a custodian business;

5. Copy of ID card, or a copy of government official ID card, or copy of passport (In the case of foreigners) of the proxy with certified the true copy;
6. Submit information via the following channels:

- E-mail channel: [csoffice1@pps.co.th](mailto:csoffice1@pps.co.th)
- Postal channel: Project Planning Service PCL (PPS)  
381/6 Soi Rama IX 58 (Soi 7 Seri 7), Rama IX Road, Suanluang,  
Suangluang, Bangkok 10250

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

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

1. Send advice or questions **in advance** to the Company before the meeting date through the following channels:

- E-mail channel: [csoffice1@pps.co.th](mailto:csoffice1@pps.co.th)
- Telephone: 02-718-2785 Ext. 200
- Postal channel: Project Planning Service PCL (PPS)  
381/6 Soi Rama IX 58 (Soi 7 Seri 7), Rama IX Road, Suanluang,  
Suangluang, Bangkok 10250

2. Submit advice or questions **during the meeting** to those attending the E-AGM meeting. The attendee must specify his/her first and last name and state whether his/her is a shareholder attending the meeting himself/herself or a proxy. Before every suggestion or question is submitted, the Company has opened channels for sending advice and questions during the meeting as follows:

- Chat channel for text messages;
- An audio chat channel where attendees press the raising hand button and turn on the microphone on their device after the operator sends you an invitation to chat. Please turn off the microphone after the conversation is finished every time (For more details, please refer to the user manual sent to the attendees' Emails).

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

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

### Voting and Counting of Votes Methodology on AGM

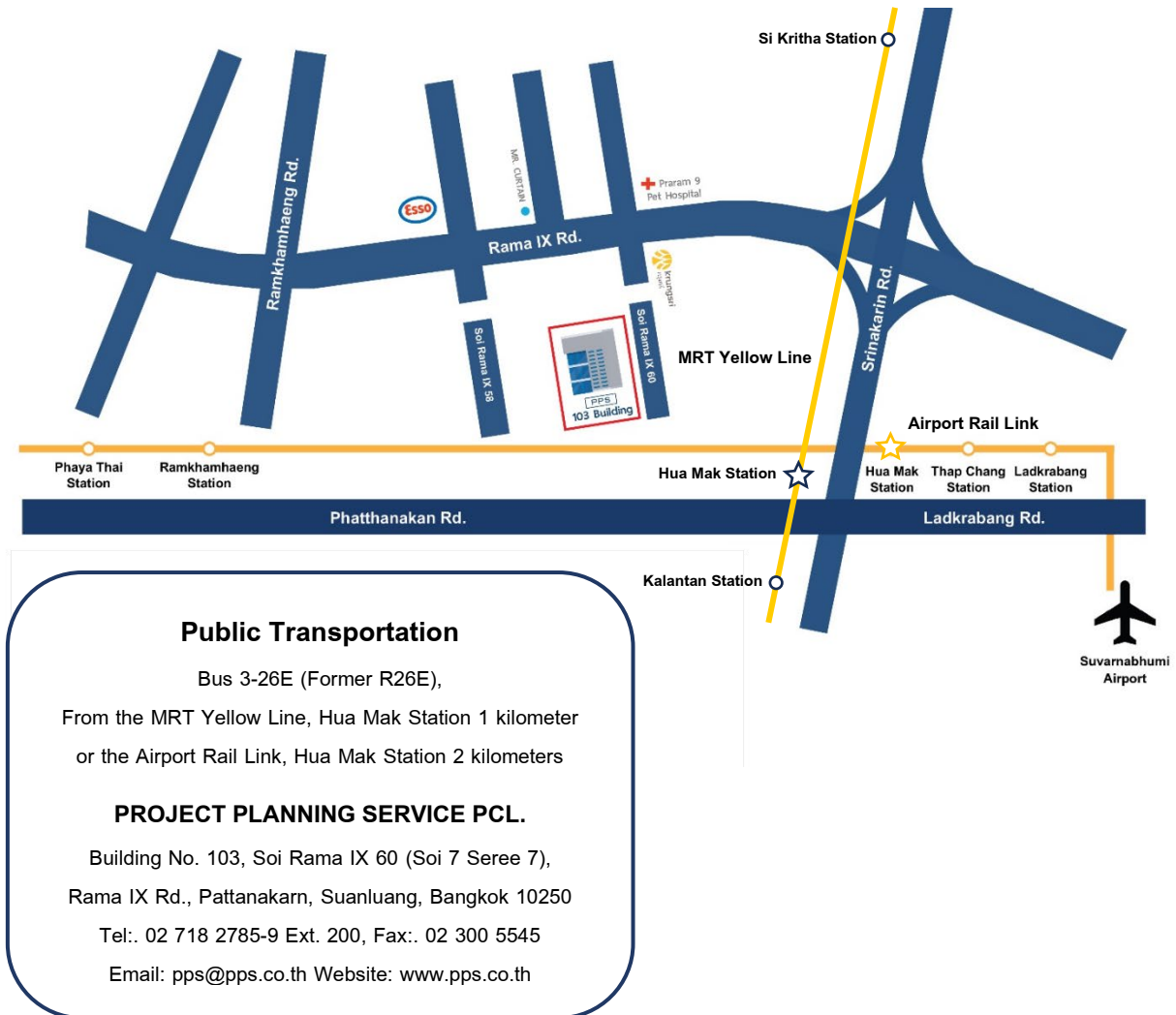
1. With regards to today's voting, the number of votes of each shareholder had equaled to the number of shares that one possessed. One share equaled one vote. Each shareholder was entitled to vote, in each agenda, to approve, disapprove or abstain. Each shareholder was allowed to vote only in one choice. 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, the Company was to input data through Bar Code. Simple majority would be the main principle of deciding votes unless there was a legislation determining otherwise. The process of counting votes was shown on the monitor. The voting procedure was divided into 3 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 the determination of pays remuneration for the Company's Board of Directors for the year 2024, had to be passed with two-third majority of shareholders who were present at the meeting and voted.
  - Part 3: Agenda number 9 which were 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-fourths majority of shareholders who were present at the meeting and voted.
3. To achieve counting on vote by quickly, the vote counting would be based on the deduction of counting of "No" and "Abstained" votes from total number of votes attending the meeting on each agenda. Any shareholders who would like to vote "No" or "Abstained" will be requested to raise their hands and the company officers will collect their votes. If no one raised his hand, the vote would be counted as unanimous.
4. The minutes of meeting will be publicized in the company website within 14 days after the meeting date.

**The Broadcasting Venue of the 2024 Annual General Meeting of Shareholders**

Project Planning Service Public Company Limited

Wednesday 24 April 2024 at 10.00 hours at the meeting room, 4<sup>th</sup> floor,

Building No.103, Soi Rama IX 60 (Soi 7 Seri 7), Rama IX Road, Phatthanakan, Suanluang, Bangkok 10250



PPS

ใบตอบรับเข้าร่วมประชุมผ่านสื่ออิเล็กทรอนิกส์ บริษัท โปรเจค แพลนนิ่ง เซอร์วิส จำกัด (มหาชน)

Acceptance for the invitation of online meeting of Project Planning Service Public Company Limited

วันที่.....เดือน.....พ.ศ.....  
Date Month Year

(1) ข้าพเจ้า.....หมายเลขบัตรประชาชน/หนังสือเดินทาง.....  
I/We, Identification Card/Passport number

สัญชาติ.....บ้านเลขที่.....ถนน.....ตำบล/แขวง.....  
Nationality Residing at No. Road Sub district

อำเภอ/เขต.....จังหวัด.....รหัสไปรษณีย์.....  
District Province Postal Code

(2) เป็นผู้ถือหุ้นของ บริษัท โปรเจค แพลนนิ่ง เซอร์วิส จำกัด (มหาชน)  
Being a shareholder of Project Planning Service Public Company Limited

โดยถือหุ้นรวมทั้งสิ้น.....หุ้น  
Holding the total amount of shares

ประสงค์จะร่วมประชุมและลงคะแนนผ่านสื่ออิเล็กทรอนิกส์สำหรับการประชุมสามัญผู้ถือหุ้น ประจำปี 2567

I would like to participate the E-AGM for Annual General Meeting of Shareholders 2024

☐ เข้าร่วมประชุมด้วยตนเอง  
Self-Attending

☐ มอบฉันทะให้ (นาย/นาง/นางสาว).....ได้เข้าร่วมประชุมดังกล่าวข้างต้น  
Proxy to attend the meeting.

(3) ข้อมูลในการจัดส่งวิธีการเข้าร่วมประชุม  
Please send the Link to join the meeting by below email

อีเมล.....(โปรดระบุ)  
E-mail Please fill in the blank

โทรศัพท์มือถือ.....(โปรดระบุ)  
Mobile Number Please fill in the blank

(4) จัดส่งเอกสารเพื่อยืนยันตัวตน ตามสิ่งที่ส่งมาด้วย 10 วิธีการเข้าร่วมประชุม ภายในวันที่ 12 เมษายน 2567  
Please submit the required document per an attachment 10 by 12 April 2024

(5) เมื่อได้รับการยืนยันตัวตน บริษัทฯ จะจัดส่งลิงค์การเข้าร่วมประชุมและวิธีการเข้าร่วมประชุมไปยังอีเมลที่ท่านได้ระบุ  
Once you have verified, the Company will send the Link to join the meeting via email

(6) ในวันประชุมผู้ถือหุ้นจะต้องเตรียม เลขบัญชีผู้ถือหุ้น และเลขบัตรประชาชนไว้ สำหรับการเข้าร่วมประชุม  
Please prepare your Account Number and your Identification Card Number for log in the meeting.

ลงชื่อ/Signed.....ผู้ถือหุ้น/Shareholder  
(.....)











PROJECT PLANNING SERVICE PUBLIC COMPANY LIMITED  
ADDRESS 381/6 SOI RAMA IX 58 (SOI 7 SEREE 7),  
RAMA IX ROAD, SUANLUANG, BANGKOK, 10250, THAILAND

Tel. +662 718 2785-9 Fax. +662 300 5545-6  
Email [pps@pps.co.th](mailto:pps@pps.co.th) Website [www.pps.co.th](http://www.pps.co.th)  
Facebook [www.facebook.com/ppsgroup](http://www.facebook.com/ppsgroup)

[www.pps.co.th](http://www.pps.co.th)