

Objectives, Facts and Reasons of BOD's Opinions for Shareholders' Consideration
.....**Agenda 1 : To consider and adopt the minutes of the 2025 General Meeting of Shareholders**Objectives, Facts and Reasons

The Company Secretary prepared the minutes of the 2025 General Meeting which was held on 24 April 2025 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 2025. Apart from having been delivered to the Stock Exchange of Thailand within 14 days from the date of the meeting as required by law, the minutes have also been posted on the Company's website at www.pps.co.th for the shareholders to acknowledge them and check their accuracy within an appropriate time. Nobody raised any objections or requested an amendment to the minutes, as detailed in attachment No. 2. Therefore, it was deemed appropriate to present the minutes of the 2025 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 2025 and Company's future business plan.Objectives, Facts and Reasons

The Company has prepared a report on its operating results for the year 2025, ended December 31, 2025, which presents the Company's performance for the said year. The Board of Directors has considered such a report and is of the opinion that it is accurate and adequate. Accordingly, it is deemed appropriate to report the Company's operating results for the year 2025, ended December 31, 2025, including the Company's future business plans and the Annual Report for 2025, as set out in the Annual Report delivered to the shareholders together with this Notice of Meeting (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 2025

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 2025 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 2025 in accordance with section 112 of the Public Limited Companies Act B.E.2535 (A.D.1992).

Agenda 4 : To consider and approve to omit the allocating money as a 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.

Based on the Company's operating results, the Board of Directors has considered the matter in accordance with the provisions of the Public Limited Companies Act, the Company's Articles of Association, and the operating results, and is of the opinion that in 2025, the Company incurred a net loss (separate financial statements) in the amount of Baht 12,790,332 The Company is therefore unable to appropriate the statutory reserve pursuant to the aforementioned Act, which will result in the Company having the same statutory reserve as of December 31, 2025, in the amount of Baht 11,625,000 representing 4.16 percent of the registered capital.

Agenda 5 : To consider and approve to omit the dividend payment for year 2025

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 (4) 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 or occasionally amend such policy.

The Board of Directors has considered the matter in accordance with the provisions of the Public Limited Companies Act and the Company's Articles of Association, as well as the Company's operating results, financial position, and the interests of all stakeholders, and is of the opinion that as of the end of 2025, the Company incurred a net loss of Baht 12,790,332 Therefore, the Company is not yet able to pay dividends to its shareholders. For such reasons, it is deemed appropriate to propose to the Annual General Meeting of Shareholders for consideration and approval of the omission of dividend payment from the operating results for the year 2025.

Details of Dividend payout	Year 2025 (proposed)	Year 2024	Year 2023
1. Net Profit (million Baht)	(12.79)	5.54	8.11
2. Number of shares (million shares)	859.85	859.85	859.85
3. Dividend per share (Baht per share)	-	-	-
4. Total Dividend payout (million Baht)	-	-	-
5. Dividend payout ratio (% of net profit in year)	-	-	-

Comparison of Dividend ratio for operating results of the year 2023 to 2025

Agenda 6 : To approve re-appointment of the directors in replacement of those who are retired 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.

Three directors are due to retire by rotation in the 2026 Annual General Shareholders' Meeting.

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| 1) Mr. Phongthon Tharachai | Board of Director/Chairman of the Executive Committee/
Chief Executive Officer/ Member of the Corporate
Governance and Sustainability Committee |
| 2) Mr. Jaiyavat Navaraj | Board of Director / Member of Audit Committee /
Member of Nomination and Remuneration Committee |
| 3) Ms. Preechaya Sittipunt | Board of Director/ Member of Audit Committee/
Member of Corporate Governance and Sustainability
Committee |

The Company provided shareholders with the opportunity to propose agenda items and nominate qualified individuals for consideration for election as directors in advance, in accordance with the nomination process, from 26 September 2025 to 30 December 2025 via the Company's website. It appeared that, in 2025, no shareholder proposed any agenda item or nominated any individual for election as a director.

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 2025 (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 follows.

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| 1) Mr. Phongthon Tharachai | Board of Director/Chairman of the Executive Committee/
Chief Executive Officer/ Member of the Corporate
Governance and Sustainability Committee |
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- 2) Mr. Jaiyavat Navaraj Board of Director / Member of Audit Committee /
 Member of Nomination and Remuneration Committee

The Nomination and Remuneration Committee, and the Board of Directors, has considered the re-election of the aforementioned director for another term and proposes Mr. Jitnara Nawarat for appointment as a new director of the Company. The Nomination and Remuneration Committee has reviewed the nomination in accordance with the established nomination procedures and criteria and has determined that he possesses the qualifications as prescribed.

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) Mr.Jitnara Nawarat 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 55-68. 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 67-68. and in the Form 56-1 One Report / Annual Report of 2025 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 2026

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 packages which consist of salary, incentive bonus, meeting allowance, special remuneration (bonus payment), welfare and other benefits regarding the refer regulation or under approval from AGM. The remuneration may be approved as a fixed amount or varied based on practical criteria.

The Company's policy on remuneration of directors (members of the board of directors, independent directors, executive directors and non-executive directors) is a reasonably competitive rate to the same industry in order to retain qualified directors with the Company which has been approved by AGM. Directors who are also members of the audit committee and / or nomination and

remuneration committee and / or governance and sustainability committee and /or other committee shall receive much more remuneration regarding increased tasks and responsibilities.

The Nomination and Remuneration Committee, Audit Committee and Board of Directors have considered and passed a resolution to propose the 2026 E-AGM for approval of criteria on remuneration of directors for the year 2026 as follows.

- 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	2026 (Proposed Year)	2025 (Previous Year)
1. Remuneration as money		
- Meeting Allowances	Yes	Yes
- Bonus Money	Yes	Yes
2. Regular Monthly Remuneration, Salary Other remunerations	None	None
3. Other Benefits	None	None

Details of the Meeting Allowances rate are as following.

Directors – Board / Committee	Allowance per meeting	
	2026 (Proposed Year)	2025 (Previous Year)
The Board of Directors		
Chairman	15,000 Baht	15,000 Baht
Vice Chairman	13,000 Baht	13,000 Baht
Other directors	12,000 Baht	12,000 Baht
Audit Committee		
Chairman	15,000 Baht	15,000 Baht
Other directors	12,000 Baht	12,000 Baht

Nomination and Remuneration Committee		
Chairperson	12,000 Baht	12,000 Baht
Other directors	10,000 Baht	10,000 Baht
Governance and Sustainability Committee		
Chairperson	12,000 Baht	12,000 Baht
Other directors	10,000 Baht	10,000 Baht
Risk Management Committee		
Chairperson	12,000 Baht	12,000 Baht
Other directors	10,000 Baht	10,000 Baht

Agenda 8 : To approve the appointment of auditors and fix their remuneration for year 2026

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, it must be punctuated 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 focusing on independent and competent of external auditors and agreed to appoint auditors from Karin Audit Company Limited (proposed for the sixth year) namely Mr. Pojana Asavasontichai C.P.A. Registration No. 4891 (proposed for the fifth year and audit signed for 4 years), or Mr. Jadesada Hungsapruerk, C.P.A. Registration No. 3759 (proposed for the third year and never signed the audit certification), or Ms.Pasinee Wankluea, C.P.A. Registration No. 15208 (proposed for the first year and has never signed the audit certification) as the Company's auditor for the year 2026. 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 2026 amounts to 1,245,000 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 2026 (Proposed year)	Year 2025 (Previous year)
Audit Fee for Project Planning Service Public Company Limited including of consolidated financial statements	1,245,000	1,245,000
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 (9) DAP Joint Venture (10) Dohwa Engineering Joint Venture Company Limited in Joint Venture with Consulting Engineers Group Limited, Project Planning Service Public Company Limited and PPS One Work Company Limited., these ten companies' auditing fees in totaling of 600,000 Baht and appoint. Mr. Pojana Asavasontichai C.P.A. Registration No. 4891 or Mr. Jadesada Hungsapruerk C.P.A. Registration No. 3759 or Ms. Pasinee Wankluea, C.P.A. Registration No. 15208 as the Company's auditor. For the year 2026, 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, 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 2026 (Proposed year)	Year 2025 (Previous year)
Audit Fee for 10 Subsidiaries/Affiliates as follows (AUDIT FEE)	600,000	525,000
(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	included
(9) DAP Joint Venture	included	included
(10) Dohwa Engineering Joint Venture Company Limited in Joint Venture with Consulting Engineers Group Limited, Project Planning Service Public Company Limited and PPS One Work Company Limited	included	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 2026. Therefore, the Company proposed to the Annual General Meeting of Shareholders for the year 2026 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 seventh year - extension). In other words, extend the offer period until the Company date will arrange the Annual General Meeting of Shareholders for the year 2027 or the last day as specified by law to hold the Annual General Meeting of Shareholders for the year 2027 (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 evidence 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 other businesses will be considered and approved or resolved under this agenda item.