

No. PPS/PCL- 26027

10 March 2026

Subject Invitation for the 2026 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 2025 General Meeting of Shareholders on 24 April 2025
3. Annual Report 2025 (Form 56-1 One Report) and Sustainability Report 2025 (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 directors 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 Annual General Meeting of Shareholders (E-AGM) registration and voting process
11. Map of the broadcasting location of the 2026 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.1/2026 to call the 2026 Annual General Meeting of Shareholders via electronic media (E-AGM) on Friday 24 April 2026 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 2025 General Meeting of Shareholders**

**The Board of Directors' Opinion :** The Meeting should approve the minutes of the 2025 General Meeting of Shareholders of Project Planning Service Public Company Limited, which was held on 24 April 2025. 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 shareholders voting who are present at the meeting and cast their votes.

**Agenda 2 : To acknowledge the Board of Directors' report on the Company's operating results for year 2025 and Company's future business plan.**

**The Board of Directors' Opinion :** The Meeting should acknowledge The Company's 2025 operating report, future business plans and the 2025 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 2025 ended 31 December 2025**

**The Board of Directors' Opinion :** The Meeting should acknowledge The Company's financial position, net income statement as of 31 December 2025, 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 shareholders voting who are present at the meeting and cast their votes.

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

**The Board of Directors' Opinion :** Due to the fact that in 2025, the Company had a net loss (separate statement) of Baht 12,790,332, the Company was unable to allocate funds as legal reserves. The Board of Directors deems it appropriate to propose that the shareholders' meeting **for consideration and approval of the omission of the allocating money as a legal reserve**

**Resolution :** This agenda item must be approved by the majority of the shareholders voting who are present at the meeting and cast their votes.

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

**Board of Directors' Opinion :** It is deemed appropriate to propose to the Shareholders' Meeting for consideration and approval of the omission of dividend payment for the year 2025. The Board of Directors has considered this 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. It is of the opinion that, as of the end of 2025. The Company incurred a net loss of Baht 12,790,332. The Board of Directors is of the opinion that the dividend payment should be omitted, as the Company has incurred a loss and in order to maintain the Company's financial stability. Therefore, the Company is unable to pay dividends to its shareholders pursuant to the aforementioned Public Limited Companies Act. The Company has a policy to pay dividends of not less than 40 percent of the net profit remaining after deduction of all types of reserves as required by law, based on the Company's separate financial statements. In this regard, the Board of Directors has the authority to consider and, from time to time, refrain from complying with such policy or to amend the policy as it deems appropriate.

Therefore, for the reasons stated above, the Board of Directors deems it 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.

**Resolution :** This agenda item must be approved by the majority of the shareholders voting who are present at the meeting and cast their votes.

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

The Board of Directors' Opinion : Three directors are due to retire by rotation in the 2026 Annual General Meeting of Shareholders as following.

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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 Nomination and Remuneration Committee and the Board of Directors (excluding the directors being nominated) have carefully and prudently considered the matter through a thorough screening process, taking into account the qualifications, experience, and expertise of all directors who are due to retire by rotation at this meeting, in accordance with the Company's director nomination criteria.

It is therefore deemed appropriate to propose to the Shareholders' Meeting for consideration and approval of the re-election of two directors who are due to retire by rotation to resume their positions as directors of the Company and to hold their respective positions for another term, 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 |
| 2) Mr. Jaiyavat Navaraj    | Board of Director / Member of Audit Committee / Member of Nomination and Remuneration Committee  |

In this regard, the Board of Directors deems it appropriate to propose to the Shareholders' Meeting for consideration and approval of the appointment of Mr. Jitnara Nawarat as a new director, totaling one additional director. Mr. Jitnara Nawarat has been duly considered by the Nomination and Remuneration Committee in accordance with the Company's director nomination procedures and criteria and has been determined to possess all required qualifications and suitability. The profile and relevant information of Mr. Jitnara Nawarat are set out in Attachment No.4

After the appointment of the director, the Company will have a total of 7 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 shareholders voting who are present 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 2026

**The Board of Directors' Opinion:** The Meeting should approve the remuneration package for the Board of Directors in 2026. The remuneration package consists of meeting allowance within Baht 1,000,000 and special remuneration (bonus payment) which is dependent 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 present at the meeting.

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

**The Board of Directors' Opinion :** The Meeting should consider and approve the appointment of Auditor and fix the Auditor's remuneration for the year 2026 amount Baht 1,245,000 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 shareholders voting who are present 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 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-period 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.

**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.

Shareholders are hereby invited to attend the Annual General Meeting of Shareholders for the year 2026 (E-AGM) on the date and at the time specified above. The Company will open the registration system for shareholders to attend the meeting from 8:00 a.m. onwards until the commencement of the meeting.

The record date for the rights to attend the 2026 AGM will be on 11 March 2026.

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 No.6. Shareholders who would like to give a proxy to the Company's independent director can be done so by authorizing any one of the independent directors, 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.

In this regard, shareholders are kindly requested to submit the proxy form to the Company. The Company will conduct the meeting in accordance with the guidelines for attending shareholders' meetings via electronic means (E-AGM), the details of which are set out 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 / 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 20 April 2026 to

**Mr. Voradaj Piemsuwan**

Company's secretary

E-mail address : [csoffice1@pps.co.th](mailto:csoffice1@pps.co.th)

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