

(Translation)

**Minutes of the 2026 Annual General Meeting of Shareholders (E-AGM)
Project Planning Service Public Company Limited**

Date, Time and Venue

The meeting was held on Friday, April 24, 2026 at 10.00 hrs. broadcasting at the meeting room, 4th floor, Project Planning Service Public Company Limited, Building No.103, Soi Rama IX 60 (Soi 7 Seri 7), Rama IX Road, Phatthanakan, Suanluang, Bangkok 10250.

Mr. Prasong Tharachai, Chairman of the Board of Directors and Chairman of the AGM, announced that total of 7 shareholders held 314,064,009 shares and 22 proxies held 21,919,778 shares totally counted to be 29 shareholders and proxies held 335,983,787 shares or 39.0745% 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 2026.

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

1) Members of the Board of Directors attending the AGM

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| 1. Mr. Prasong Tharachai | Chairman of the Board of Directors,
Member of Executive Committee |
| 2. Dr. Phongthon Tharachai | Member of the Board,
Chairman of Executive Committee,
Chief Executive Officer,
Member of Corporate Governance and
Sustainability Committee |
| 3. Dr. Theerathon Tharachai | Member of the Board of Directors,
Member of Executive Committee |
| 4. Asst. Prof. Pisit Saeng-Xuto | Independent Director,
Chairman of Audit Committee,
Chairman of Corporate Governance
and Sustainability Committee,
Chairman of Nomination and
Remuneration Committee |
| 5. Asst. Prof. Dr. Attawoot Papangkorn | Independent Director,
Member of Audit Committee,
Chairman of Risk Management Committee |

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| 6. Mr. Jaiyavat Navaraj | Independent Director,
Member of Audit Committee,
Member of Nomination and
Remuneration Committee |
| 7. Assoc. Prof. Dr. Preechaya Sittipunt | Independent Director,
Member of Audit Committee,
Member of Corporate Governance and
Sustainability Committee |

All members of the Board of Directors attending this meeting amounted to 100% of the Company's Board of Directors.

2) Executive Committee and Directors attending the AGM

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

There are five sub-committees in the Company. Chairperson of every committee were attending this meeting amounting to 100% of the all the Company's sub-committee.

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

1. Mr. Pojana Asavasontichai and her team

4) 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.

1. Mr. Somchai Shinraksa and his team



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

On September 26, 2025, 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 2026. 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, 2025 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 2026.

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.

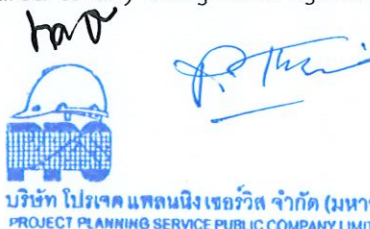
2. With regards to the procedure of counting votes in each agenda, simple majority would be the main principle of deciding votes unless there was a legislation determining otherwise. The voting procedure was divided into three parts;

- 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 2026, 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 agenda, 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 Q&A Room
 - 1) Go to the menu "Q&A" 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 Q&A 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 Q&A Room and the staff will state the said questions later.
7. E-Voiting 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 those who have delegated their votes to the independent director to vote on their behalf.

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;



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Agenda 1 To Consider and Adopt the Minutes of the 2025 General Meeting of Shareholders of Project Planning Service Public Company Limited

Mr. Voradaj Piemsuwan asked the attendees of the AGM to consider and verify the report of the 2025 General Meeting of Project Planning Service Public Company Limited held on April 24, 2025 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 2025 General Meeting of Project Planning Service Public Company Limited held on April 24, 2025 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	335,983,787	100.0000
Disapproved	0	0.0000
Total	335,983,787	100.0000
Abstained	0	-
Void Ballot	0	-

Note: For Agenda 1, a total of 29 shareholders attended the meeting, holding 335,983,787 shares, which represents 39.0745% of the total shares outstanding, which is 859,855,142 shares.

Agenda 2 To acknowledge the Board of Directors' report on the Company's operating results for year 2025 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.

Dr. Phongthon Tharachai reported the Company's Operating Results for the Year 2025, the Company's Future Business Plan as follows:

1. Awards and Recognitions

1.1 The Company received the 5 star CGR survey for 2025 or Excellent CG Scoring for the 11 consecutive year from the Thai Institute of Directors Association (IOD) with support from the Stock Exchange of Thailand

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- 1.2 The company received 100 evaluation scores (5 Coin). For the 7 consecutive years, from the quality evaluation of the AGM Checklist 2025 by the Thai Investors Association
- 1.3 The Company has announced the results of the SET ESG Ratings 2025 at A level (for the 3rd year), which is the best rating of its peers. The SET has changed its name from Thailand Sustainable Investment (THSI)* to SET ESG Ratings. *As of 2022, the Company has been selected to be on the list of sustainable stocks THIS (for the 8th consecutive year).
- 1.4 The Company received Sustainability Disclosure Recognition Honorary Award, an award given to organizations that disclose sustainability information to the public and stakeholders from Sustainability Disclosure Award 2025 by Thaipat Institute, Foundation for Thailand Rural Reconstruction Movement Under the Royal Patronage.

2. Anti-Corruption Implementation

- 2.1 The Company has reviewed the Anti-Corruption Policy (No. 1/2025) and published it on the Company's website.
- 2.2 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.
- 2.3 The Company has renewed and certified the Collective Action against Corruption (CAC) membership since December 31, 2024 and has continued to operate according to the intentions that have been announced.

3. Organizational Standards Enhancement (ISO)

3.1 ISO 14064-1:2018 Certification

PPS has been officially certified under the ISO 14064-1:2018 international standard for the verification of Greenhouse Gas (GHG) reporting by the BSI (British Standards Institution). This standard establishes the framework for quantifying and reporting greenhouse gas emissions at the organizational level. This achievement is a direct result of the company's operations being aligned with the criteria set forth by the Thailand Greenhouse Gas Management Organization (Public Organization).

3.2 ISO 27001 Certification

PPS manages its own proprietary data systems while providing secure access to its clients. The company has been awarded the ISO 27001: Information Security Management System (ISMS) certification. This international recognition ensures that all client data is managed with the highest level of security, providing stakeholders with complete confidence in PPS's information integrity and protection protocols.



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4. Project Highlight 2025

4.1 Ramathibodi Hospital Building and Yothi Innovation District

- The construction value is Baht 9,999 million
- The construction management value is 131 million baht

4.2 Runway and Taxiway 2 Construction Project at International Airport U-Tapao

- The construction value is Baht 13,142 million.
- Construction management value Baht 106.65 million

4.3 Smart Digital Technology Hub to Build the Economy Intelligent Digital Hub in Medicine (IDHM)

- The construction value is Baht 772 million
- The construction management value is Baht 26 million

5. Operating Results for the Year 2025: Management Discussion & Analysis (MD&A)

The Company has set a target of operating income in 2026 of 400 million baht. This is the revenue from the backlog lifted from 2025 of Baht 223.97 million. In addition, in the past 3 months, the company has signed an additional 100.82 Baht million in new contracts. From the new contract, it will be recognized as revenue in 2026 of Baht 48.13 million, and at the end of 2026, the company has a backlog of Baht 289.96 million.

For the performance in 2025, the Company had a gross profit margin (GP) of 25% while the net profit margin (NP) was (0.95%), with a current ratio of 1.37 and a D/E ratio of 0.59

6. Current Major Project

- Roi Chak Sam Customs House Development Project
- Dusit Central Park
- Intelligent Digital Hub in Medicine (IDHM)
- Suvarnabhumi Airport 3rd Runway Construction Project
- Government Complex Development Project, Zone C
- Carabao Head Office Construction Project
- Garden Atlas Bayview, Phuket
- Hospital Projects & Yothi Medical Innovation District
- Hypermarket Projects such as Lotus's, Go-Wholesale, etc.



7. World Economic Outlook

7.1 The global economic climate in 2026 is subject to high uncertainty due to geopolitical issues, with the following key issues:

- Forecast Revision: IMF The Bank of England has lowered its forecast for global GDP for 2026 to 3.1% (from 3.3–3.4%) and is expected to be 3.2% in 2027.
- Impact of war: Protracted conflicts in the Middle East have a direct impact on energy prices and transportation costs (supply chain disruption).
- Vulnerable: Developing countries that are net oil importers face a "double whammy" of both higher production costs and weaker currencies

7.2 The Thai economy this year is seen as in a state of "low growth and slow recovery". Challenges and slow growth Here are some interesting details:

1) GDP Growth

- 2025 (Summary) : Closing at 2.4%, which is considered sustained by government investment at the end of the year.
- 2026 (forecast) : IMF Revised down to 1.5% (down from 1.6%)
- Comparison: Thailand is the worrisome "lowest growth country in ASEAN". Compared to its neighbors, which expanded by 4.7% – 7.0%.
- 2027: Technical rebound is expected to return to 2.2%.

2) Interesting key figures

- GDP Per Capita: It is expected to be around \$8,105 per person (about 280,000 - 290,000 baht), which is a slight increase, reflecting the "rich cluster" and the unsolved middle-income trap

7.3 Guidelines for Procurement Operations in Periods Affected by Conflicts in the Middle East According to the letter of the Committee on Diagnosis of Public Procurement and Procurement Management Problems (the most urgent at กต(ทวจ) 04052/ว252), the key points are summarized as follows:

- Designate the conflict situation in the Middle East as a force majeure event by allowing government agencies to consider waiving or reducing fines or extending the contractual working period as necessary and appropriate.
- Impact on the Company: Currently, the measures do not have a negative impact on the Company. If the contractor considers exercising the right to extend the contract period, the consulting company can stop operating as a supervisor at the same time. However, Currently, there are no problems or obstacles from such operations.

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8. Current Plan

8.1 The Headland Cape Yamu

- In the process of negotiating the purchase of land or projects with investors and interested parties.
- High potential to sell land plot number A4 (74117)

8.2 Debenture Settlement Guidelines

- Income from the sale of houses in The Headland Cape Yamu project
- Opportunities for new partners to invest
- Sales of all or part of the project land to new shareholders
- Receipt of payment of debts from debtors

8.3 PPS Innovation: KANNA is a distributor and training center for Kanna Software, a leading construction management software from Japan. The goal is to sell this service to customers and other companies as well

8.4 PPS Sustainable: PPS announces its intention and submits target of Net Zero Pathway (5-year period) aiming to achieve a Net Zero Pathway by 2030

8.5 Public Training: PPS Academy, an academic service provider in the field of real estate and construction.

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

Sudarat Chiamchan The proxy from the Thai Investors Association had the following questions in advance

1. What measures has the Company implemented to closely monitor and expedite the collection of trade receivables. In addition, please disclose the Company's strategies or channels for revenue enhancement and cost control going forward, including a breakdown by business segment, plans to expand the customer base, and which business segments are expected to increase the proportion of high gross margin service work.

2. Please explain the Company's overall debt restructuring plan in connection with its funding strategy, including details of the debenture repayment plan for each entity within the Company, long-term borrowing plans from financial institutions, and any capital increase plans to support operations, debt repayment, and business expansion.

3. The Company has set a target to transition toward Digital Transformation. Please provide the actual revenue contribution from the KANNA software and BIM services in 2026 and indicate whether there are plans to expand the customer base into other industries.

4. What strategies does PPS adopt in selecting projects to mitigate the risk of payment default by clients? Furthermore, what is the Company's backlog target for 2026 to ensure a return to profitability (turnaround).

5. When does the management expect the accumulated losses to be fully eliminated, and in which year is the Company expected to resume dividend payments.

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Dr. PhongThon Tharachai Director, clarified the following in response to the inquiries:

Question 1:

The Company has established five measures to monitor and expedite the collection of trade receivables, as follows:

- 1) Appropriate selection of business partners;
- 2) Acceleration of debt collection through written notices and continuous follow-up, including the classification of receivables by aging (timeline). For example, receivables overdue more than 30 days amounted to Baht 13.94 million, and those overdue more than 90 days amounted to Baht 22.90 million. As of present, total outstanding receivables were approximately Baht 176.84 million, representing 26.5% of total assets (counted from the billing date);
- 3) Classification of overdue receivables into short-term and long-term categories;
- 4) Issuance of additional billing documents for variation orders upon completion of contractual obligations; and
- 5) Prompt legal action in cases where collection is not achievable.

In terms of revenue enhancement strategy, the Company focuses on maintaining its existing customer base while leveraging its expertise and capabilities to generate income. High gross margin services are primarily derived from short-term projects, which currently account for approximately 47% of total revenue. The Company aims to increase this proportion to 60% in the future.

Question 2:

The Company currently has no plan to increase its capital. Its debt structure consists of debentures amounting to Baht 120 million, employee benefit obligations, and borrowings from financial institutions, most of which are short-term debts with lower interest rates compared to debentures.

Regarding the debenture repayment plan, the Company has extended the maturity by two years and adjusted the interest rate from 7.50% to 7.75% per annum (an increase of 0.25%). The Company retains the right to repay the debentures at any time. Since January, the Company has ceased accruing interest in intercompany loans with Project Two Property Development Co., Ltd. (P2) in order to control internal interest burdens. The Company is not currently under a debt restructuring program.

Question 3:

The Company continues to operate primarily in the real estate and construction industries. The KANNA software is a product of a business partner, from which the Company earns revenue through sales commissions, currently at approximately a few hundred thousand Baht per year. The software enhances operational efficiency.

For BIM services, these are integrated with the KANNA system and involve the storage of customer data on the Company's servers. The Company has continuously developed its data



management capabilities and expects that the adoption of technologies such as AI will further support revenue generation in the future.

Question 4:

The Company adopts a project selection strategy by categorizing clients and contractors into tiers to mitigate the risk of payment default, in conjunction with the debt monitoring measures as described in Question 1.

The Company has set a backlog target of approximately Baht 400 million, with an expected net profit margin (NP) of 5% and a gross profit margin (GP) of 20%. Achieving these targets is expected to enable the Company to manage its interest burden and return to profitability. In addition, the Company plans to dispose of land in Phuket Province to repay debts and reduce interest expenses, thereby supporting the recovery of its operating performance.

Question 5:

The Company currently has accumulated losses of approximately Baht 7 million. Management expects that, if the aforementioned plans are successfully implemented, the Company will be able to eliminate its accumulated losses and resume dividend payments in the future.

As there was no further additional questions 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 2025 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 2025

Mr. Tat Thongpakdi reported the Company's Balance Sheet (Statements of financial position) and Statements of Income for the year ended 31 December 2025 which had been reviewed by the Audit Committee and audited by the auditors from Karin Audit Company Limited details as presented in the 2025 Annual Report (attachment 3 of the AGM invitation) summarized as follow.

Statement of financial position (total) as of 31 December 2025

Total Assets	612.17	MB
Total Liabilities	317.07	MB
Shareholders' Equities	295.10	MB

Statement of comprehensive income (total) ended 31 December 2025

Income from services	305.35	MB
Other Incomes	4.14	MB
Financial income	<u>18.98</u>	MB



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mb

Total Revenue	373.47	MB
Total Service Costs	263.41	MB
Administrative Expenses	71.24	MB
Other expenses	2.31	MB
Shared of (profit) loss on investment in associates & joint ventures	17.36	MB
Financial cost	14.05	MB
Juristic (Corporate) Income Taxes	5.51	MB
Total Expenses	373.88	MB
Profit (loss) for the year	(0.41)	MB
Profit (Loss) for the Period Attributable to Owners of the Parent	(3.53)	MB
Profit (Loss) for the Period Attributable to Non-controlling Interests	3.12	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 2025.

Resolution : The AGM approved the Company's Balance Sheet (Statements of financial position) and Statements of Income for the year ended 31 December 2025 with 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	335,983,787	100.0000
Disapproved	0	0.0000
Total	335,983,787	100.0000
Abstained	0	-
Void Ballot	0	-

Note: For Agenda 3, a total of 29 shareholders attended the meeting, holding 335,983,787 shares, which represents 39.0745% of the total shares outstanding, which is 859,855,142 shares.

Agenda 4 To consider and approve to omit the allocation money as a legal reserve.

Mr. Voradaj Piemsuwan 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.



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Voradaj Piemsuwan

Based on the Company's operating results. The Board of Directors has considered in accordance with the provisions of the Public Limited Companies Act. In 2025, the Company had a net loss (separate statement) of Baht 12,790,332, which resulted in the Company having the same legal reserve as of December 31, 2025, equivalent to Baht 11,625,000, or 4.16% of the registered capital

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 2025 net profit as legal reserve.

Resolution : The AGM approved to not allocation of the net profit for Year 2025 as legal reserve as the Company's legal reserve still remains as of 11,625,000 Baht, representing as rate of 4.16 of the registered capital, 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	335,983,787	100.0000
Disapproved	0	0.0000
Total	<u>335,983,787</u>	<u>100.0000</u>
Abstained	0	-
Void Ballot	0	-

Note: For Agenda 4, a total of 29 shareholders attended the meeting, holding 335,983,787 shares, which represents 39.0745% of the total shares outstanding, which is 859,855,142 shares.

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

Mr. Voradaj Piemsuwan 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 not less than 40 percent of net profits after deducted taxes and reserves in compliance with legislations.

The Board of Directors have the right to exempt such compilation of occasionally amending 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 2025, the company had a net profit of Baht 12,790,332 considered to be 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 2025.

Comparison of Dividend Payout Rate for Year 2023 to 2025 Operating Performance

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)	-	-	-

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 approved by the majority of the shareholder's voting who are presence at the meeting and cast their votes as follows;

Resolution	Number of Votes cast (1 share = 1 vote)	% of the number of shares represented in the meeting and voted
Approved	335,983,787	100.0000
Disapproved	0	0.0000
Total	335,983,787	100.0000
Abstained	0	-
Void Ballot	0	-

Note: For Agenda 5, a total of 29 shareholders attended the meeting, holding 335,983,787 shares, which represents 39.0745% of the total shares outstanding, which is 859,855,142 shares.

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

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 2026 Annual General Shareholders' Meeting.

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| 1. Dr. 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 | Independent Director /
Member of Audit Committee /
Member of Nomination and Remuneration Committee |
| 3. Dr. Preechaya Sittipunt | Independent Director /
Member of Audit Committee /
Member of Corporate Governance and Sustainability 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 26 September 2025 to 30 December 2025 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 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 following:

1. Dr. 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
Independent Director /
Member of Audit Committee /
Member of Nomination and Remuneration Committee

The Nomination and Remuneration Committee, and the Board of Directors, has considered the reelection 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) Dr. 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 42-54. 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 53-54. 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)).

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 votes for each nominator starting from Dr. Phongthon Tharachai.

The meeting considered and passed resolutions as follow.

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P. Jitnara

Resolution 6.1 : The AGM approved the appointment of Dr. 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	335,983,787	100.0000
Disapproved	0	0.0000
Total	335,983,787	100.0000
Abstained	0	-
Void Ballot	0	-

Resolution 6.2 : The AGM approved the appointment of Mr. Jaiyavat Navaraj 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	335,983,787	100.0000
Disapproved	0	0.0000
Total	335,983,787	100.0000
Abstained	0	-
Void Ballot	0	-

Resolution 6.3 : The AGM approved the appointment of Mr. Jitnara Nawarat 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	335,983,787	100.0000
Disapproved	0	0.0000
Total	335,983,787	100.0000
Abstained	0	-
Void Ballot	0	-

Note: For Agenda 6.1-6.3, a total of 29 shareholders attended the meeting, holding 335,983,787 shares, which represents 39.0745% of the total shares outstanding, which is 859,855,142 shares.

Agenda 7 To consider and approve the remuneration of the Company's Board of Directors for year 2026.

Mr. Voradaj Piemsuwan explained the remuneration for the Company's Board of Directors' members for 2026 as follows;

According to the Company's regulation number 34, the Board of Directors are entitled to receive payments 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 fixed 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 2026 to consider and approve remuneration of the Company's Board of Directors for 2026 as follows.

- 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.
- 2) Regular Remuneration, Monthly Salary and other allowance: - None -
- 3) Other Benefits: - None -



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

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

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 2026.

Resolution: The AGM resolved to approve the remuneration of the Company’s Board of Directors for Year 2026 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	335,983,787	100.0000
Disapproved	0	0.0000
Abstained	<u>335,983,787</u>	<u>100.0000</u>
Total	0	-
Void Ballot	0	-



Note: For Agenda 7, a total of 29 shareholders attended the meeting, holding 335,983,787 shares, which represents 39.0745% of the total shares outstanding, which is 859,855,142 shares.

Agenda 8 To consider and approve the appointment of the Company's external auditors and fix their remuneration for 2026

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: Mr. Pojana Asavasontichai C.P.A. Registration No. 4891 (proposed for the Fifth years and audit signed for 4 years), or Mr. Jadesada Hungsapruerk, C.P.A. Registration No. 3759 (proposed for the Third year but never sign) 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 Baht 1,245,000. The said remuneration does not include the audit fees and quarterly review fees of 10 subsidiaries in the amount of Baht 6000,000.

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

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

Auditor's Remuneration	Year 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


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Auditor's Remuneration	Year 2026 (Proposed year)	Year 2025 (Previous year)
Audit Fee for the Company's subsidiaries	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) 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
(8) Tesco PPS Joint Venture	included	included
(9) DAP Joint Venture	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	-
Other Fee / Non – Audit Fee	None	None

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

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

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

Resolution : The AGM approved by majority votes on the appointment of auditors from Karin Audit Company Limited as the Company's auditor for the year 2026, namely

- Mr. Pojana Asavasontichai (CPA No. 4891) or
- Mr. Jadesada Hungsapruet (CPA No. 3759) or
- Ms.Pasinee Wankluea (CPA No. 15208)

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 1,245,000 for review and audit of Company's annual/quarterly financial statements for year 2026 which exclude audit fee for the Company's subsidiaries of Baht 600,000 with the simple majority of shareholders who were present at the meeting and voted as follows;



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Resolution	Number of Votes cast (1 share = 1 vote)	% of the number of shares represented in the meeting and voted
Approved	335,983,787	100.0000
Disapproved	0	0.0000
Total	335,983,787	100.0000
Abstained	0	-
Void Ballot	0	-

Note: For Agenda 8, a total of 29 shareholders attended the meeting, holding 335,983,787 shares, which represents 39.0745% of the total shares outstanding, which is 859,855,142 shares.

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

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 2026 Annual General Meeting of Shareholders. The Company, therefore, proposed to the 2026 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 Seven-period extension). That is to say, the extension of the offer period until the date the Company will hold the 2027 Annual General Meeting of Shareholders or the last day specified by law to hold the 2027 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 21/2551, Rules on Connected Transactions (including updated revision).

- (A) Being an institutional investor in accordance with the Securities and Exchange Commission announcement No. KorJor 17/2551, Determination of definitions relating to the issuance and offering of securities, or
- (B) Being an individual investor or a firm with stable financial status and have investment potential including having knowledge, ability, experience or potential for being useful or promoting the operation of the Company

The offering price for Private Placement by General Mandate shall follow “the Market Price” which means the Weighted Average Price of shares in the Stock Exchange of Thailand for the period of not less than 7 consecutive business days but not exceeding 15 consecutive business days before the date of the offering price. In this regard, the date on which the offering price of the shares must be retroactive for not exceeding 3 business days before the first date of offering to investors. Moreover, in the event that the Board of Directors considers that there is a reasonable cause when considering the best benefits of the Company, the Board of Directors shall lower the price criteria (discount not over 10% of Market Price) pursuant to the Notification of the Capital supervisory Board No. TorJor 72/2558, Approval of Offering for Sale of Newly-Issued Shares by Listed Company to Specific Investor (including update revision).

2. Assign the Board of Directors to be an authorized person to operate various tasks relating to the allocation of common shares in the form of General Mandate as follows:

(1) Consider determining the details of allocation increased capital common shares for instance, determining the offering price, offering for one time or occasionally, offering period, share payment, list of private placement and other conditions and details relating to the allocation of the newly issued common shares.

(2) Having the negotiations, agreements and signing the related documents and contracts, including performing various actions relating to the allocation increased capital common shares and

(3) Signing the permission requests, waiver requests and the necessary evidences related to the allocation increased capital common shares, including contact and application for permission or waiver requests of such documents and evidences to government agencies or related agencies. Moreover, register the increased capital shares of the Company to the Market for Alternative Investment (mai) or the Stock Exchange of Thailand in which the Company's common

shares are trading at that time. Also has the power to perform any other necessary and appropriate actions relating to the allocation of such newly issued common shares.

Summary of the allocation increased capital shares

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

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

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

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

Resolution	Number of Votes cast (1 share = 1 vote)	% of the number of shares represented in the meeting and voted
Approved	335,983,643	100.0000
Disapproved	144	0.0000
Abstained	0	0.0000
Total	335,983,787	100.0000
Void Ballot	0	-

Note: For Agenda 9, a total of 29 shareholders attended the meeting, holding 335,983,787 shares, which represents 39.0745% of the total shares outstanding, which is 859,855,142 shares.

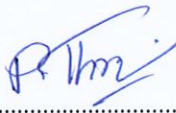

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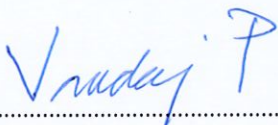
Agenda 10 Other Business (if any)

Mr. Voradaj Piemsuwan invited the attendees to ask questions or propose any agenda (if intended).


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


The Chairman thanked all shareholders for taking their time to attend the meeting and ended the meeting at 11.40 hrs.

Signed  Chairman of the AGM
(Mr. Prasong Tharachai)

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 
(Mr. Prasong Tharachai)
An Authorized Director

Signed 
(Dr. Phongthon Tharachai)
An Authorized Director




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