



PRUKSA

(Translation)

**Invitation to the Annual General Meeting of Shareholders for the Year 2019
Pruksa Holding Public Company Limited**

Friday, April 26, 2019 at 10.00 a.m.

**Meeting room, 1177 Pearl Bangkok Tower 4th floor, Phaholyothin Road,
Phayathai Sub-district, Phayathai District, Bangkok 10400
Thailand**

For Shareholders non-attendees to receive information equally, The Company has broadcast the Annual General Meeting of Shareholders for the year 2019 VIA the Internet.

Shareholders can watch through their PC or laptop by typing the URL address <https://goo2url.com/niIvv> into internet browser. (like google chrome) For Mobile phone, iPad or Tablet, Shareholders can scan QR Code here.



The Company would like to announce that souvenirs for this Annual General Meeting of Shareholders will not be given out, and we appreciate all shareholders for agreeing to allocate the budget to be used for charitable purposes instead.



(Translation)

Registration Number 0107559000052

No. PSH-CS 27/2019

March 26, 2019

Subject: Invitation to the Annual General Meeting of Shareholders for year 2019

Attention: Shareholders

Attachments:

1. 2018 Annual Report, 2018 Sustainable Development Report (CD-ROM Format) and Financial Highlights
2. Copy of the Financial Statements for the Accounting Period Ending December 31, 2018 (Printed separately from the invitation)
3. List of Directors Retiring by Rotation, an additional director and their Biographies
4. Details of Directors' Remunerations
5. List of the Auditors and Details of the Auditing Fees
6. Letter Explaining the Use of Proxy and List of Independent Directors Assigned by Shareholders as Proxies
7. Details of Documents or Evidence Required for Attending the Meeting
8. Map of the Meeting Venue
9. Two Proxy Forms, namely Form B and Form C (Please choose one. The forms can also be downloaded from the Company's website: www.psh.co.th)
10. The Company's Articles of Association on Shareholders' Meetings

The Annual General Meeting of Shareholders of Pruksa Holding Public Company Limited (the "**Company**") for year 2019 will be held on Friday, April 26, 2019, at 10.00 a.m., at Meeting room, 1177 Pearl Bangkok Tower 4th floor, Phaholyothin Road, Phayathai Sub-district, Phayathai District, Bangkok 10400, Thailand, with the following agenda:

1. To consider and acknowledge the Annual Report and the Board of Directors' Report on the Operating Results of 2018

Objective and rationale: Pursuant to Section 113 of the Public Company Limited Act B.E. 2535 (As Amended) ("**PLC Act**"), the Board of Directors shall deliver to the Shareholders the Annual Report together with the Invitation of the Annual General Meeting. Presently, the Company has prepared the Annual Report and the Board of Directors' Report on the Operating Results of 2018 (the details are as shown in Attachment 1) which contain correct and complete details as specified by the Public Company Limited Act ("**PLC Act**") and other

relevant rules. The Company, therefore, proposes to the Shareholders to acknowledge the Annual Report and the Board of Directors' Report on the Operating Results of 2018.

2. To consider and approve the Company's Financial Statements for the accounting period ended December 31, 2018

Objective and rationale: Pursuant to Section 112 of the PLC Act, the Company shall prepare the balance sheet and the profit and loss account as of the last day of the Company's fiscal year (ended on 31 December every year) for proposing to the Annual General Meeting of Shareholders for consideration and approval. The Company, therefore, proposes the Company's Financial Statements for the accounting period ended December 31, 2018 which has been reviewed by the Audit Committee and audited by a certified public accountant (the details are as shown in Attachment 2), to the Shareholders' Meeting for consideration and approval.

Opinion of the Board of Directors: The Shareholders' Meeting should approve the Company's Financial Statements for the accounting period ended December 31, 2018, which has been reviewed by the Audit Committee and audited by a certified public accountant (the details are as shown in Attachment 2).

Approval of the Financial Statements for the accounting period ended December 31, 2018 by the Shareholders' Meeting requires a resolution passed by a majority of the total number of votes of the shareholders attending the meeting and casting votes.

3. To consider and approve the allocation of net profit as legal reserve and dividend payment of the Company for 2018

Objective and rationale: Pursuant to Section 115 of the PLC Act, the dividend shall only be paid out of profits and, pursuant to Section 116 of the PLC Act, the Company shall allocate not less than 5 percent of its annual net profit less the accumulated losses brought forward (if any) to a reserve fund until this fund attains an amount not less than 10 percent of the registered capital. Furthermore, the Company has the Company's dividend payment policy of making annual dividend payment to its shareholders two times a year at a rate of not less than 50.00% of the consolidated net profit after deduction of all legal reserves. The dividend payable shall not exceed the net profit appeared in the separate financial statements of the Company and shall be in accordance with relevant laws.

Opinion of the Board of Directors: The Shareholders' Meeting should approve the suspension of the allocation of the annual net profit as legal reserve due to fully contributed legal reserve, and the allocation of the net profit from the 2018 operating results and payment of dividend as follows:

Legal reserve	0.00 Baht
Dividend on common shares	3,392,182,629.10 Baht

(1.55 Baht per share, accounting for 56.33 percent of the net profit in the consolidated financial statements of year 2018, compared to 2.09 Baht per share, accounting for 83.78 percent of the net profit in the consolidated financial statements of year 2017).

Details of dividend payment	2017	2018
Number of shares (million shares)	2,188.50	2,188.50
Dividend in total (million Baht)	4,571.59	3,392.18 (proposed)
Dividend per share (Baht per share)	2.09	1.55 (proposed)
Net profit/ loss in the separate financial statements (million Baht)	5,456.42	6,022.37
Dividend payout ratio (compared to the net profit from the Consolidated Financial Statements)	83.78%	56.33% (proposed)

Note: The Company has paid dividend for the year 2017 of Baht 2.09 per share as detailed below;

1. The interim dividend of Baht 0.80 paid on 9 June 2017 was from net profit for the period of January to April 2017 which was to compensate unpaid dividend for previous year.
2. The interim dividend of Baht 0.57 per share paid on 8 September 2017 was from net profit for the period of January to June 2017.
3. The remaining dividend was paid on 23 May 2018 at Baht 0.72 per share which was paid from operation result of year 2017.

The Company has paid the interim dividend at the rate of Baht 0.55 per share on Friday, September 7, 2018. Thus, the remaining dividend for the year 2018 to be paid this time is at the amount of Baht 1.00 per share, which is the dividend payment from the net profit in the Company's consolidated financial statements and is in line with the Company's dividend policy. The record date to determine the names of shareholders who have right to receive dividend payment, will be on Tuesday, 12 March 2019 and the dividend will be paid on Wednesday, 22 May 2019.

The right to receive the said dividends is subject to approval by the 2019 Annual General Meeting of Shareholders.

This dividend payment in the amount of Baht 1.00 per share is paid from profits of the Company that are subject to corporate income tax at the rate of 20 percent. Therefore, individual shareholders who are domiciled in Thailand can apply for tax credit in the amount equal to the product of dividend times 20/80, provided that the shareholders shall comply with Section 47 bis of the Revenue Code.

Approval of the suspension of the allocation of net profit as legal reserve and the 2018 dividend payment by the Shareholders' Meeting requires a resolution passed by a majority of the total number of votes of the shareholders attending the meeting and casting votes.

4. To consider and approve the appointment of directors to replace the directors who retire by rotation, determination of the additional number of directors and appointment of new director.

Objective and rationale: According to Clause 18 of the Company's Articles of Association, at every Annual General Meeting of Shareholders, one-third of the current directors shall retire by rotation. If the number of directors is not a multiple of three, the number of directors closest to one-third shall retire. Those retiring directors may be re-appointed. The directors who will retire in the first and second years after the incorporation of the Company shall be selected by drawing lots. In subsequent years, the longest serving directors shall retire.

Opinion of the Board of Directors: For this year, four directors retiring by rotation are:

1.	Dr. Pisit Leeahtam	Chairman of the Board of Directors, Member of the Nomination and Remuneration Committee and Independent Director
2.	Mr. Weerachai Ngamdeevilaisak	Chairman of the Nomination and Remuneration Committee / Member of the Audit Committee / Member of the Enterprise Risk Management Committee and Independent Director
3.	Dr. Anusorn Sangnimnuan	Chairman of the Corporate Governance Committee / Member of the Nomination and Remuneration Committee and Independent Director
4.	Professor Piyamitr Sritara	Independent Director

In appointing new directors to replace those who retire by rotation, the Board of Directors, excluding the nominated directors, considered and concurred with and approved the Nomination and Remuneration Committee's recommendation that the 4 retiring directors, possess qualification, knowledge, capability, experience, and expertise, as well as devote their time to fully perform their duties, and also have no prohibited

characteristics as stipulated by laws and the Principles of Corporate Governance. For utmost benefits of the Company's operations, it is advisable to propose to the Shareholders' Meeting for consideration and approval of re-appointment of 4 retiring directors, as directors for another term for driving the Company forward and supporting the Company's operations for further prosperity. (names of the 4 retiring directors and their biographies are as shown in Attachment 3)

The 4 retiring directors who are nominated for re-appointment for another term holding the office of the Independent Directors, and the Board of Directors, excluding the nominated directors, and the Nomination and Remuneration Committee considered and viewed that they are able to provide an independent opinion in accordance with the relevant rules regarding the qualifications of Independent Directors issued by the Office of the SEC. (the details are as shown in the end of Attachment 6)

Besides, the Board of Directors, by recommendation of the Nomination and Remuneration Committee, is of the opinion that at present, the Company is in the process of expanding its business to other businesses to generate additional revenue and to achieve a sustainable growth in the future. It should increase the number of directors to accommodate its business growth by one director, from the current 13 directors of the Board to 14 directors. The Board of Directors therefore proposed that the Shareholders' Meeting consider appointing Professor Kitipong Uraepatanapong as director to the additional position, as Professor Kitipong Uraepatanapong has experience, knowledge, ability, necessary skills as required by the Company and is suitable for directorship of the Company. (his biography is as per Attachment 3)

To comply with the policy promoting the good governance, and to demonstrate the fair and equitable treatment of all shareholders, the Company offered an opportunity for shareholders to nominate persons deemed qualified, knowledgeable, competent and suitable to represent them as directors in advance, from September 17, 2018 to December 31, 2018, but apparently no shareholders nominated any person for election as director.

Approval of the appointment of the directors to replace those who retire by rotation and the appointment of an additional director by the Shareholders' Meeting requires a resolution passed in accordance with Clause 17 (3) of the Company's Articles of Association (which prescribes that the candidates with the highest votes in order shall be elected as directors, the number of whom shall be as required at that time).

5. To consider and approve the determination of directors' remuneration for 2019

Objective and rationale: For the Shareholders' Meeting to consider the determination of directors' remuneration for year 2019, for Independent Directors and Non-executive Directors of the Company.

The Company has clearly and transparently specified the criteria and procedures of proposing the cash remuneration and other remuneration, such as monthly compensation, meeting allowance, special bonuses and other case benefits, for example remuneration for being a lecturer for any activities of the Company, remuneration for being a mentor for the Company's executives, etc. Those were determined by comparing with other leading companies both in the same and different business groups, information from the Thai Institute of Directors, meeting plans for year 2019 of each committee, as well as business expansion and profit growth of the Company.

Opinion of the Board of Directors: The Shareholders' Meeting should approve the directors' remuneration for year 2019 at a total amount not exceeding 34,000,000 Baht (thirty four million baht), and bonuses payable for directors which shall be based on the 2019 operational results and shall be at the rate of 0.3 – 0.5 percent of the amount equivalent to the dividend pay-out announced by the Company, depending on the results of predetermined KPIs, which is in line with the opinion of the Nomination and Remuneration Committee (the details of the remunerations are as shown in Attachment 4).

The scope of duties of each committee can be found in Management Structure section of the 2018 Annual Report on pages 66 - 79 (Attachment 1).

Approval of the directors' remuneration for 2019 by the Shareholders' Meeting requires a resolution passed by not less than two-thirds of the total number of votes of the shareholders attending the meeting, as per Clause 23 of the Company's Articles of Association and Section 90 of the PLC Act.

6. To consider and approve the appointment of the Company's auditors for the 2019 accounting period and the determination of the auditors' fee for 2019

Objective and rationale: For the Shareholders' Meeting to consider the appointment of the Company's auditors for the 2019 accounting period and the determination of the auditors' fee for 2019 according to Section 120 of the PLC Act..

Opinion of the Audit committee: Consider to the readiness, scope of services, audit fees, experiences and independence of the auditors, free of relationship with or stake in the Company, its subsidiaries, management, major shareholders or relations with the said persons, audit process, audit continuity, and the satisfactory past performance, the Audit Committee deemed that the appointment of KPMG Phoomchai Audit Ltd. as the Company's auditor for the year 2019 for another term will be beneficial to the Company. So the Audit Committee deemed appropriate to propose this agenda to the Board of Directors to propose to the Shareholders' Meeting to approve the appointment of Ms. Vannaporn Jongperadechanon and/or Mr. Charoen

Phosamritlert and/or Ms. Marisa Tharathornbunpakul, in the name of KPMG Phoomchai Audit Ltd., as the Company's Auditors, and the determination of the fee for the auditors of the Company and the subsidiaries for 2019 at a total of Baht 5,461,400 (five million four hundred sixty-one thousand four hundred baht), divided into Baht 5,250,000 (five million two hundred fifty thousand baht) for audit by KPMG Phoomchai Audit Ltd. and Baht 211,400 (two hundred eleven thousand four hundred baht) for audit by other external auditors (the details are as shown in Attachment 5).

Opinion of the Board of Directors: Agreed with the Audit Committee's proposal and deemed that the Shareholders' Meeting should approve the appointment of Ms. Vannaporn Jongperadechanon and/or Mr. Charoen Phosamritlert and/or Ms. Marisa Tharathornbunpakul, in the name of KPMG Phoomchai Audit Ltd., as the Company's Auditors, and the determination of the fee for the auditors of the Company and the subsidiaries for 2019 at a total of Baht 5,461,400 (five million four hundred sixty-one thousand four hundred baht), divided into Baht 5,250,000 (five million two hundred fifty thousand baht) for audit by KPMG Phoomchai Audit Ltd. and Baht 211,400 (two hundred eleven thousand four hundred baht) for audit by other external auditors (the details are as shown in Attachment 5).

Approval of the appointment of the Company's auditors for the 2019 accounting period and the audit fees for year 2019 by the Shareholders' Meeting requires a resolution passed by a majority of the total number of votes of the shareholders attending the meeting and casting votes.

7. Other businesses (if any)

Shareholders are therefore invited to the Meeting as per the said date, time and place. To speed up the registration process, shareholders and/or their proxies are requested to show the proxy form (as attached), on which a barcode has been printed, to the registration officers on the meeting day. The record date to determine the names of shareholders who have right to attend the 2019 Annual General Meeting of Shareholders, will be on Tuesday, 12 March 2019

The Company offered an opportunity for shareholders to propose in advance agenda items for the 2019 Annual General Meeting of Shareholders, from September 17, 2018 to December 31, 2018, in accordance with the policy to promote good governance and demonstrate the fair and equitable treatment of all shareholders, the details, criteria and procedures of which are on the Company's website <http://www.psh.com>. However, no shareholders proposed any agenda items for the 2019 Annual General Meeting of Shareholders. Therefore, there are not any additional agenda items from the shareholders.

As the SET has given an option for listed companies to produce the annual report in the CD-ROM format, the Company has therefore produced the 2018 Annual Report in the CD-ROM format and sent it to the shareholders together with Financial Highlights from the 2018 Annual Report. However, shareholders wishing to obtain the 2018 Annual Report in hard copy may send a request to:

Investor Relations Department,
Pruksa Holding Public Company Limited,
1177, Pearl Bangkok Tower, 11th floor, Phaholyothin Road,
Phayathai Sub-district, Phayathai District, Bangkok 10400;
E-mail: metinee_i@pruksa.com Tel. 02-0801739 ext. 49110

Regards,
Pruksa Holding Public Company Limited

- Dr. Pisit Leeahtam –

(Dr. Pisit Leeahtam)
Chairman of the Board of Directors

Investor Relations Department: Miss Metinee Isarachinda
E-mail: metinee_i@pruksa.com Tel. 02-0801739 ext. 49110

**Supporting Documents for Agenda Item 1: To consider and acknowledge the Annual Report and
the Board of Directors' Report on the Operating Results of 2018**

Data is described in the CD-ROM attached where some important financial data are as follows:

Financial Highlight	Unit	2017	2018
Presale	Million Baht	47,536	51,101
Presale	units	17,665	18,940
Unit transferred	units	18,024	18,241
No. of share	Million shares	2,187	2,189
From Financial Figure			
Total Assets	Million Baht	72,244	81,845
Total Liabilities	Million Baht	33,584	39,971
Equities	Million Baht	37,909	41,171
Revenue from sales of real estate	Million Baht	43,935	44,901
Total Revenue	Million Baht	44,113	45,070
Gross Profit	Million Baht	15,713	16,086
Selling and Administrative expenses	Million Baht	8,537	8,430
Net Profit for the year	Million Baht	5,574	6,131
Net Profit attributable to owners of the Company	Million Baht	5,456	6,022
Per Share basis (Baht per share)			
Book Value per share	Baht per share	17.34	18.81
Market Price at Year-end	Baht	23.50	17.30
Earnings per share (consolidated financial statements)	Baht per share	2.50	2.75
Market Price / Earnings per share	Times	9.40	6.29
Dividend per share (performance year) **	Baht	2.09	1.55
Dividend yield**	%	8.89	8.96
Dividend yield payout ratio*	%	83.60	56.36
Market Cap.	Million Baht	51,390	37,861
Highlight Financial Ratio			
Average Assets Turnover	Times	0.64	0.58
Return on Assets (ROA)***	%	10.61	10.16
Return on Equities (ROE)	%	14.88	15.23
Gross Profit Margin ****	%	35.76	35.83
Net Profit Margin	%	12.37	13.36
Debt/Equities	Times	0.89	0.97
Interest Bearing Debt/Equities	Times	0.64	0.66

Remark: * The Board of Directors approved dividend payment for the year 2018 at the rate of Baht 1.55 per share, of which Baht 0.55 per share was paid as an interim dividend. Therefore, the remaining dividend to be paid for the year 2018 is Baht 1.00 per share. However, the right to receive dividend for 2018 depends on the resolution of 2019 Annual General Meeting of the Shareholders.

** 2017 - Calculation from dividend for the year 2017 of Baht 2.09 per share based on consolidate financial statements.

2018 - Calculation from dividend for the year 2018 of Baht 1.55 per share based on consolidate financial statements.

*** Return on Assets (ROA) = EBTI / Total Assets (Average)

**** Gross Profit Margin = (Revenue from sale of real estate – Cost of real estate sales)/ Revenue from sale of real estate

Supporting Documents for Agenda Item 4 :

To consider and approve the appointment of directors to replace the directors who retired by rotation, determination of the additional number of directors and appointment of new director

Biographies of directors to replace those retired by rotation

Name	: Dr. Pisit Leeahtam	
Age	: 68 Years	
Nationality	: Thai	
Shareholding	: 0.0047% (103,500 share as at 2 January 2019)	
Family Relationship Among the Executive	: -	
Current Positions	: Chairman of the Board of Directors / Member of the Nomination and Remuneration Committee / Independent Director	
Tenure	: 2 years 11 months (since April 29, 2016)	
Education	: Doctorate Degree (Economics), Erasmus University, Rotterdam, The Netherlands Master Degree (Economics), Erasmus University, Rotterdam, The Netherlands Bachelor Degree (Economics), Erasmus University, Rotterdam, The Netherlands	
Other Current Position (s) (Other position in a company or sector other than listed companies: 8 positions)	: Chairman - Thai Tank Terminal Company Limited. Independent Director / Chairman of the Audit Committee - Muangthai Life Assurance Public Company Limited. Independent Director - SHERA Public Company Limited. President - Provident Fund Association President – Thai Bond Market Association Council Member - Rajamangala University of Technology Krungthep Council Member - King Mongkut’s University of Technology, Thonburi Council Member - Faculty of Commerce and Accountancy, Thammasat University Etc.	
Work Experience	: 2005- January 2018 Independent Director / Chairman of the Board of Directors, Pruksa Real Estate Public Company Limited. 2006- May 2017 Country Chairman (Thailand) - Jardines Matheson (Thailand) Ltd. 2008-2016 Dean - Faculty of Economics, Chiang Mai University 2006-2016 Chairman - Netherlands-Thai Chamber of Commerce	

		2014-2015 Member of the National Reform Council	
		2001-2003 President & CEO, TT&T PCL.	
		1997-2001 Deputy Minister of Finance, Ministry of Finance	
		1995-1997 Executive Vice President, Head of Investment Banking Group, Bangkok Bank PCL.	
		1991-1994 Director, Office of the Governor, Bank of Thailand	
		1987-1990 Economist, Exchange and Trade Relations Department, The International Monetary Fund, Washington D.C., USA	
Training	:	Corporate Governance for Capital Market Intermediaries - CGI 2/2015, Thai Institute of Director (IOD) Directors Certification Program - DCP 18/2002, Thai Institute of Director (IOD)	
Meeting Attended	:	2017	2018
		Board of Directors	11 from 11 10 from 11 (90.91%)
		Member of Nomination and Remuneration Committee	12 from 12 9 from 11 (81.82%)
Proposed Positions	:	Chairman of the Board of Directors / Member of the Nomination and Remuneration Committee / Independent Director (3 years / term)	
Other position in other listed company	:	Vice Chairman of the Board of Directors / Chairman of the Audit Committee KGI Securities (Thailand) Public Company Limited. Independent Director / Chairman of the Audit Committee Tirathai Public Company Limited. Independent Director / Chairman of the Audit Committee Global Connections Public Company Limited. Independent Director / Member of the Audit Committee Textile Prestige Public Company Limited.	
Other position in business which may cause the conflict of interest or compete with the Company's business	:	N/A	
Forbidden Qualifications	:	Never dishonestly committed an offence against property	

Having the following interests in the Company, parent company, subsidiaries, affiliates or any legal entities that have conflicts, at present or in the past 2 years

1. Being a director that takes part in managing day-to-day operation, employee, or Advisor who receive a regular salary or fee - No -
2. Being a professional service provider (i.e., auditor, lawyer) - No -
3. Having the significant business relations that may affect the ability to perform independently - None –

Name	: Mr.Weerachai Ngamdeevilaiak	
Age	: 56 Years	
Nationality	: Thai	
Shareholding	: 0.00% (- share as at 2 January 2019)	
Family Relationship Among the Executive	: -	
Current Positions	: Member of the Audit Committee / Member of the Enterprise Risk Management Committee / Chairman of the Nomination and Remuneration Committee / Independent Director	
Tenure	: 2 years 11 months (since April 29, 2016)	
Education	: Bachelor Degree (Commerce and Accountancy), Thammasat University Advanced Certificate, Public Administration and Law (King Prajadhipok's Institute)	
Other Current Position (s) (Other position in a company or sector other than listed companies: 6 position)	: Independent Director / Chairman of the Audit Committee – Autocorp Holding Public Company Limited. Director - Audit One Company Limited. Director – F&A Solutions Company Limited. Director – Smile P Company Limited. Director – W&M Associate Company Limited. Director – Mongkolpattawee Company Limited.	
Work Experience	: 2005-February 2018 Independent Director, Pruksa Real Estate Public Company Limited. 2003 - 2015 Director - Professional Outsourcing Solutions Company Limited. Director - Accounting & Business Advisory Company Limited. 1999 - 2003 Executive Director - Arthur Andersen Thailand's Group of companies 1996 - 1999 Assistant Director - SGV-Na-Thalang Company Limited. 1992 - 1996 Audit Manager - SGV-Na-Thalang Company Limited. 1985 - 1992 Assistant Auditor - SGV-Na-Thalang Company Limited.	
Training	: Chartered Director Class - CDC 8/2014, Thai Institute of Director (IOD) Successful Formulation & Execution of Strategy - SFE 4/2009, Thai Institute of Director (IOD) Role of the Compensation Committee - RCC 3/2007, Thai Institute of Director (IOD)	

Finance for Non-Finance Director - FND 1/2001, Thai Institute of Director (IOD)

Directors Certification Program - DCP 0/2000, Thai Institute of Director (IOD)

Meeting Attended	:	2017	2018
Board of Director		11 from 11	11 from 11 (100%)
Audit Committee		12 from 12	12 from 12 (100%)
Enterprise Risk Management Committee		12 from 12	9 from 9 (100%)
Nomination and Remuneration Committee		12 from 12	10 from 11 (90.91%)

Proposed Positions : **Member of the Audit Committee / Member of the Enterprise Risk Management Committee / Chairman of the Nomination and Remuneration Committee / Independent Director (3 years/term)**


Other position in other listed company : **Independent Director / Member of the Audit Committee / Member of Nomination and Remuneration Committee / Chairman of Risk Management Committee - Srisawad Corporation Public Company Limited. Independent Director / Chairman of the Board of Directors / Chairman of the Audit Committee - Alla Public Company Limited. Independent Director / Chairman of the Audit Committee / Member of Nomination, Remuneration and Governance Committee - SYN Mun Kong Insurance Public Company Limited.**

Other position in business which may cause the conflict of interest or compete with the Company's business : **N/A**

Forbidden Qualifications : **Never dishonestly committed an offence against property**

Having the following interests in the Company, parent company, subsidiaries, affiliates or any legal entities that have conflicts, at present or in the past 2 years


1. Being a director that takes part in managing day-to-day operation, employee, or Advisor who receive a regular salary or fee - No -
2. Being a professional service provider (i.e., auditor, lawyer) - No -
3. Having the significant business relations that may affect the ability to perform independently - None -

Name	: Dr. Anusorn Sangnimnuarn	
Age	: 64 years	
Nationality	: Thai	
Shareholding	: 0.00% (0 shares as at 2 January 2019)	
Family Relationship Among the Executive	: -	
Current Positions	: Chairman of the Corporate Governance Committee / Member of the Nomination and Remuneration Committee / Independent Director	
Tenure	: 2 years 11 months (since April 29, 2016)	
Education	: Ph.D. (Chemical Engineering), Monash University, Melbourne, Australia M.Eng. (Environmental Engineering), Asian Institute of Technology (AIT) B.Sc. (Chemical Engineering), Chulalongkorn University	
Other Current Position (s) (Other position in a company or sector other than listed companies: - position)	: N/A	
Work Experience	: 2014-February 2018 Independent Director, Pruksa Real Estate Public Company Limited. 2013-2016 Director, The Krungthep Thanakom Company Limited. 2014-2015 Member of the National Reform Council 2014-2015 Director, Loxley Public Company Limited. 2013-2015 Senior Consultant, The Bangchak Petroleum Public Company Limited. 2005 – 2012 President - The Bangchak Petroleum Public Company Limited. 2011 – 2012 Chairman –The Bangchak Solar Energy Company Limited. 2011 – 2012 Chairman – The Ubon Bioethanol Company Limited. 2008 – 2012 Chairman – The Bangchak Biofuel Company Limited. 2008 – 2011 Chairman - Thailand Business Council for Sustainable Development (TBCSD) 2008 – 2011 Director – Thai Capital Market Organizations 2007 – 2011 Director – Thai Listed Companies Association 2006 – 2008 Member – The Legislative Assembly : Commissioner and Secretary, Energy Committee	

Training	: DCP Refresher Course – RE DCP 1/2008, Thai Institute of Directors (IOD) Director Certification Program - DCP 62/2005, Thai Institute of Directors (IOD) Director Accreditation Program - DAP 40/2005, Thai Institute of Directors (IOD) Finance for Non – Finance Directors - FND 22/2005, Thai Institute of Directors (IOD) Diploma, The Joint State-Private Sector Course, National Defence College (Class of 20th) Leadership Program, Capital Market Academy (Class of 10th), The Stock Exchange of Thailand Advanced Diploma, Public Administration and Public Law, King Prajadhipok’s Institute Public Director Certification Program, Public Director Institute (Class of 1st)												
Meeting Attended	: <table border="0" style="margin-left: 20px;"> <thead> <tr> <th></th> <th style="text-align: center;">2017</th> <th style="text-align: center;">2018</th> </tr> </thead> <tbody> <tr> <td>Board of Director</td> <td style="text-align: center;">10 from 11</td> <td style="text-align: center;">11 from 11 (100%)</td> </tr> <tr> <td>Corporate Governance Committee</td> <td style="text-align: center;">8 from 8</td> <td style="text-align: center;">7 from 7 (100%)</td> </tr> <tr> <td>Nomination and Remuneration Committee</td> <td style="text-align: center;">10 from 12</td> <td style="text-align: center;">11 from 11 (100%)</td> </tr> </tbody> </table>		2017	2018	Board of Director	10 from 11	11 from 11 (100%)	Corporate Governance Committee	8 from 8	7 from 7 (100%)	Nomination and Remuneration Committee	10 from 12	11 from 11 (100%)
	2017	2018											
Board of Director	10 from 11	11 from 11 (100%)											
Corporate Governance Committee	8 from 8	7 from 7 (100%)											
Nomination and Remuneration Committee	10 from 12	11 from 11 (100%)											
Proposed Positions	: Chairman of the Corporate Governance Committee / Member of the Nomination and Remuneration Committee / Independent Director (3 years / term)												
Other position in other listed company	: Independent Director - IRPC Public Company Limited. Independent Director - B.Grimm Power Public Company Limited.												
Other position in business which may cause the conflict of interest or compete with the Company's business	: N/A												
Forbidden Qualifications	: Never dishonestly committed an offence against property												

Having the following interests in the Company, parent company, subsidiaries, affiliates or any legal entities that have conflicts, at present or in the past 2 years

1. Being a director that takes part in managing day-to-day operation, employee, or Advisor who receive a regular salary or fee - No -
2. Being a professional service provider (i.e., auditor, lawyer) - No -
3. Having the significant business relations that may affect the ability to perform independently - None –

Name	:	Professor Piyamitr Sritara	
Age	:	60 Years	
Nationality	:	Thai	
Shareholding	:	0.00% (- share as at 2 January 2019)	
Family Relationship Among the Executives	:	-	
Current Positions	:	Independent Director	
Tenure	:	2 years 1 months (Started on February 16, 2017)	
Educations	:	2016 Fellow of Royal College of Physician (LONDON) 2015 Fellow of American College of Physician 1994 Thai Board of Cardiovascular Medicine, FRCP (Thailand) 1990 Diploma in Cardiology, Royal Postgraduate Medical School, Hammersmith Hospital, University of London 1988 Thai Board of Internal Medicine, FRCP (Thailand) 1982 M.D., Faculty of Medicine, Ramathibodi Hospital, Mahidol University 1980 B.Sc. (Medical Science), Mahidol University	
Other Current Position (s) (Other position in a company or sector other than listed companies: 3 positions)	:	Dean Faculty of Medicine Ramathibodi Hospital, Mahidol University Chairman Cardiovascular Research Cluster, Mahidol University Committee of Cardiology Board Examination, Thailand	
Work Experiences	:	2015-Present Dean Faculty of Medicine Ramathibodi Hospital, Mahidol University 2012-2017 Chairman, Scientific Committee, The Royal College of Physicians of Thailand 2011-2017 Chairman Cardiovascular Research Cluster, Mahidol University Oct.2010-2014 Chairman Department of Medicine, Faculty of Medicine Ramathibodi Hospital, Mahidol University 2008-2011 Thailand Research Fund Senior Research Scholar	

2007-2010 Director of Cardiovascular and Metabolic Center
Ramathibodi Hospital, Mahidol University, Bangkok

2006-2010 Deputy Chairman of Department of Medicine, Faculty of
Medicine Ramathibodi Hospital, Mahidol University,
Bangkok

Sep. 2006 Professor of Medicine, Mahidol University

2005 Award of Outstanding Physician of the Royal College of
Physicians of Thailand (Academic)

2002-2005 Deputy Dean for Medical Informatics, Faculty of Medicine
Ramathibodi Hospital, Mahidol University, Bangkok

1999–Present Committee of Cardiology Board Examination, Thailand

1996 Associate Professor of Medicine, Mahidol University

1992 Assistant Professor of Medicine, Mahidol University

1990-1992 Cardiologist , Hammersmith Hospital

1988 Lecturer in Division of Cardiology, Ramathibodi Hospital

1983-1985 General Practitioner, Koh Samui Hospital, Surat thane

Training :

- Directors Certification Program - DCP 244/2017,
- Thai Institute of Director (IOD)
- The Programme Rule of Law for Democracy No. 6, College of the
Constitution Court
- The Programme for Senior Executive on Justice Administration No.12

Meeting Attended	:	2017	2018
		9 from 9	11 from 11 (100%)

Proposed Positions : **Independent Director (3 years / term)**

**Other position in other listed
company** : N/A

**Other position in business which
may cause the conflict of interest
or compete with the Company's
business** : N/A

Forbidden Qualifications : **Never dishonestly committed an offence against property**

Having the following interests in the Company, parent company, subsidiaries, affiliates or any legal entities that have conflicts, at present or in the past 2 years

1. Being a director that takes part in managing day-to-day operation, employee, or Advisor who receive a regular salary or fee - No -
2. Being a professional service provider (i.e., auditor, lawyer) - No -
3. Having the significant business relations that may affect the ability to perform independently - None -

Biography of an additional director

Name	: Professor Kitipong Urapeepatanapong	
Age	: 63 Years	
Nationality	: Thai	
Shareholding	: 0.00% (- share as at 2 January 2019)	
Family Relationship Among the Executive	: -	
Current Positions	: N/A	
Tenure	: - years	
Education	: LLM, University of British Columbia LLM, Chulalongkorn University Thai Barrister-at-Law, The Institute of Legal Education, Thai Bar Association LLB (2nd class Honor), Chulalongkorn University	
Other Current Position (s) (Other position in a company or sector other than listed companies: 1 position)	: Chairman, Baker & McKenzie Limited	
Work Experience	: 1999 Independent Director, Krungthai Bank Public Company Limited	
Training	: King Prajadhipok's Institute, Class 5 (Certificate, Good Governance for Medical Executives) (2017) Thailand Energy Academy, Class 8 (Certificate, Executive Program on Energy Technology) (2016) Thai Institute of Directors, Class 21/2009 (Certificate, Role of Chairman Program) (2009) Commerce Academy (Certificate, Top Executive Program in Commerce & Trade, TEPCoT) (2008) Capital Market Academy, Class 4 (Certificate for Senior Executives Program) (2007) National Defense College, Class 18 (Diploma for Joint State-Private Sectors) (2005)	

**The Judicial Training Institute, Class 9 (Certificate for Senior Executives)
(2004)**

Harvard Business School (Certificate, Families in Business Thailand, 2004)

**The Law Society of Thailand (Certificate, Notary Public Training, Class 1,
2003)**

**The King's Prajadhipok Institute, Class 5 (Diploma for Executives Program,
2002)**

**Yale University, School of Management (Certificate, Corporate Governance,
Director Executive Program) (2002)**

**Australian Institute of Directors (Certificate, Company Directors Course,
2000)**

**J.L. Kellogg Northwestern University (Executive Certificate, Baker &
McKenzie Partner Program) (1999)**

Meeting Attended : 2018
Board of Director 0 from 0

Proposed Positions : **Director (3 years/term)**

Other position in other listed : N/A
company

Other position in business : N/A

which may cause the conflict
of interest or compete with the
Company's business

Forbidden Qualifications : **Never dishonestly committed an offence against property**

Supporting Document for Agenda Item 5 :
To consider and approve the determination of directors' remuneration for 2019

The Board of Directors' Meeting No. 2/2019 considered the determination of Directors' remuneration for 2019, which had been proposed by Nomination and Remuneration Committee, and resolved to propose to the shareholders as follows:

To determine the remuneration and fringe benefit of directors for the year 2019 for the Company's Directors, Audit Committee, Enterprise Risk Management Committee, Nomination and Remuneration Committee, Corporate Governance Committee and Executive Committee totaling not more than Baht 34,000,000. Bonus payment of year 2019 for the directors is between 0.3-0.5 percent of the amount equivalent to the dividend payout announced by the company depending on the results of predetermined KPIs. Such remuneration shall be determined to pay only to independent directors and non – executive directors, with the non-executive directors not being a representative of shareholders. The details of the payment are as follows:

1. Monthly Retainer and Meeting Allowance

1.1 Independent Directors and/or Non-executive Directors	20,040,000 Baht
1.2 Audit Committee	3,240,000 Baht
1.3 Enterprise Risk Management Committee	2,040,000 Baht
1.4 Nomination and Remuneration Committee	2,040,000 Baht
1.5 Corporate Governance Committee	780,000 Baht
1.6 Executive Committee	2,040,000 Baht
1.7 Fringe Benefit	3,820,000 Baht
Totaling (1.1-1.7)	34,000,000 Baht

2. Bonus payment of year 2019 for the directors is between 0.3-0.5 percent of the amount equivalent to the dividend payout announced by the company depending on the results of predetermined KPIs.

Comparison Chart of Remuneration	2017*	2018**	2019
1. Monthly Retainer and Meeting Allowance			
1.1 Company's Board of Directors	16,209,643	16,440,000	20,040,000 Baht
1.2 Audit Committee	2,640,000	2,640,000	3,240,000 Baht
1.3 Enterprise Risk Management Committee	1,080,000	810,000	2,040,000 Baht
1.4 Nomination and Remuneration Committee	1,960,000	1,700,000	2,040,000 Baht
1.5 Corporate Governance Committee	720,000	630,000	780,000 Baht
1.6 Executive Committee	480,000	480,000	2,040,000 Baht

1.7 Fringe Benefit	2,496,250	2,464,000	3,820,000 Baht
Totaling (1.1-1.7)	25,585,893	25,164,000	34,000,000 Baht
2. Performance bonus for the Directors	8,466,593	4,814,711	0.3-0.5 percent of the Amount equivalent to the dividend payout
Totaling	34,052,486	29,978,711	

Note: * Remuneration actually paid in 2017, including the bonus of second half of the year paid on May 31, 2018.

** Remuneration actually paid in 2018, including the bonus of first half of the years paid on September 28, 2018 but not including the bonus of second half of the year.

Policy on Directors Remuneration for the Year 2019

Director	Monetary Remuneration for 2019 (Baht)		
	Monthly Retainer	Meeting Allowance	Bonus
1. Remuneration for the Board of Director and Sub-Committee			
1.1 Board of Director			
Chairman	320,000	x	✓
Member	150,000	x	✓
1.2 Audit Committee			
Chairman	70,000	x	✓
Member	50,000	x	✓
1.3 Enterprise Risk Management Committee			
Chairman	x	50,000	✓
Member	x	40,000	✓
1.4 Nomination and Remuneration Committee			
Chairman	x	50,000	✓
Member	x	40,000	✓
1.5 Corporate Governance Committee			
Chairman	x	50,000	✓
Member	x	40,000	✓
1.6 Executive Committee			
Chairman	x	50,000	✓
Member	x	40,000	✓
2. Bonus payment of year 2019 for the directors:			
0.3-0.5 percent of the amount equivalent to the dividend payout announced by the company.			

**Supporting Document for Agenda Item 6: To consider and approve the appointment of
the Company's auditors for the 2019 accounting period and determination of the auditors' fee for 2019**

The Board of Directors Meeting No. 2/2019 considered the appointment of the Company's auditors and the auditors' fee for the 2019 accounting period, which had been proposed by the Audit Committee, and resolved to propose to the shareholders as follows:

1. To appoint the auditors of KPMG Phoomchai Auditing Company Limited to be the Company's auditor, due to expertise and the continuity of the Company's auditing, and the auditors-in-charge are as follows:

- | | | |
|----|---------------------------------|--------------------------------------|
| 1. | Miss Vannaporn Jongperadechanon | Certified Public Accountant No. 4098 |
| 2. | Mr. Charoen Phosamritlert | Certified Public Accountant No. 4068 |
| 3. | Miss Marisa Tharathornbunpakul | Certified Public Accountant No. 5752 |

One of these auditors is authorized to audit, prepare and sign on the auditor report. On this item, the Board considered the readiness, scope of services, audit fees, experiences and independence of the auditors, free of relationship with or stake in the Company, its subsidiaries, management, major shareholders or relations with the said persons, audit process, and audit continuity

Miss Vannaporn Jongperadechanon is the auditor under KPMG Phoomchai Auditing Company Limited and she has been the auditor of Pruksa Holding Public Company Limited and its subsidiaries for three years for the consolidated financial statement and the separate financial statement according to the regulation of the Securities and Exchange Commission (SEC) regarding the change of the auditor every 5 fiscal years.

2. To determine the audit fees for the Company and its subsidiaries, totaling not more than 5,250,000 Baht, which includes

- Audit of Company's Annual Financial Statements	930,000 Baht
- Review of Company's Quarterly Financial Statements	270,000 Baht
- Audit of domestic Subsidiaries' Financial Statements (9 Companies)	<u>4,050,000 Baht</u>
Totally	<u>5,250,000 Baht</u>

Audit fee for the year 2019 for the Company and its subsidiaries consist of the audit fee of the Company Baht 1,200,000 and the audit fee of Subsidiaries in Thailand Baht 4,050,000 which consist of Pruksa Real Estate Pcl. Baht 2,400,000 and 8 subsidiary companies Baht 1,650,000. The total audit fee for the year 2019 is at Baht 5,250,000.

For the overseas subsidiaries, the Company engaged another auditor (Local audit firm in such countries) which provide auditing service at the lower fees as the business is not yet expanded and is not significant to the consolidated financial statements of the Company, however the Board will ensure that such auditor provides financial statement on time. The fee for external auditors is at Baht 211,400 and the total audit fee for the year 2019 is at Baht 5,461,400 (divided into Baht 5,250,000 for audit by KPMG Phoomchai Audit Ltd. and Baht 211,400 for audit by other external auditors).

Pruksa Holding Public Company Limited and its subsidiaries paid audit fees for the years 2017-2018 to the auditors of KPMG Phoomchai Auditing Company Limited for the review and audit of the Company's and its domestic subsidiaries' financial statements. The audit fees of its subsidiaries in India have been paid to KPMG Group as per detailed below:

Audit fee for the Company and its subsidiaries

Unit : Baht

Items	2018	2017*
Audit fee for the Company	1,200,000	1,100,000
Audit fee for subsidiaries - Thailand	3,900,000	3,680,000
Audit fee for subsidiaries – Oversea**	-	514,478
Other exp.	202,700	198,000
Total	5,302,700	5,492,478

*Year 2017 as comparative information

**Audit fee for subsidiaries – Oversea depend on exchange rate

Furthermore, there are other fees as detailed below:

1. KPMG Phoomchai Audit Limited

Unit : Baht

Items	2018	2017*
BOI review	535,000	535,000

*Year 2017 as comparative information

2. KPMG Phoomchai Business Advisory Ltd.

Unit : Baht

Items	2018	2017*
Collective Action Coalition Project review	-	481,500
Accountability review	-	674,100
IT System Integration review	-	203,300
Total	-	1,358,900

*Year 2017 as comparative information

3. KPMG Phoomchai Tax Limited

Unit : Baht

Items	2018	2017 [*]
Contracts review	4,535,500	1,741,000

*Year 2017 as comparative information

Remark: KPMG Phoomchai Business Advisory Ltd, KPMG Phoomchai Tax Limited and KPMG Phoomchai Audit

Limited are not the same entity and the services they render are different from audit services.

26 March 2019

To: All shareholders,

Re: Authorization for the Annual General Meeting of Shareholders for the year 2019

Whereas the Annual General Meeting of Shareholders for the year 2019 of Pruksa Holding Public Company Limited is scheduled on Friday, 26 April 2019 at 10.00 hrs, at Meeting room, 1177 Pearl Bangkok Tower 4th floor, Phaholyothin Road, Phayathai Sub-district, Phayathai District, Bangkok 10400 for the consideration of agenda as detailed in the invitation to the Annual General Meeting of Shareholders for the year 2019.

In the case that you cannot attend this Annual General Meeting of Shareholders, please be advised, for the purpose of a full quorum as required in the Company's Articles of Association, to give authorization to any third party or one of the following persons to attend the Meeting and vote for you:

- | | |
|-------------------------------|---|
| 1. Dr. Piyasvasti Amranand | Independent Director, Chairman of the Audit Committee |
| 2. Dr. Prasarn Trairatvorakul | Independent Director, Member of the Audit Committee and
Chairman of the Enterprise Risk Management Committee |
| 3. Mr. Anuwat Jongyindee | Independent Director |

In this connection, the Company has enclosed proxy forms for you to fill out and sign (or the forms can also be downloaded from the Company's website at www.psh.co.th), as follows:

1. Form B : a form determining specific authorization to be given
2. Form C : a specific form used by the shareholder who is a foreign investor and has appointed a custodian in Thailand

Please be advised to choose one of the afore-mentioned authorization form and mark in the box in front of the name of person whom you want to authorize to attend the meeting and vote for you, and please affix the signature of the authorizing person. In authorizing, you may state your intention to vote in each agenda, as agree or disagree or abstention, in the authorization form, so that the representative will vote in accordance with your intention. In the case that you give authorization to one of afore-mentioned Company's directors to attend the meeting and to vote, please send the filled authorization form to the Company prior to the meeting date so as to facilitate meeting preparation.

Sincerely yours

- Dr. Pisit Leeahtam –

(Dr. Pisit Leeahtam)

Chairman of the Board of Directors

**Name and Portfolio of Independent Director who the shareholders authorize
to attend the meeting on their behalf**

Name	: Dr. Piyasvasti Amranand	
Age	: 65 Years	
Nationality	: Thai	
Shareholding	: 0.00% (- share as at 2 January 2019)	
Family Relationship Among the Executive	: -	
Current Positions	: Independent Director / Chairman of the Audit Committee (Started on April 29, 2016)	
Education	: Ph.D. Economics, London School of Economics, University of London, U.K. Master's Degree (Distinction) Economics, (Econometrics and Mathematical Economics), London School of Economics, University of London, U.K. Bachelor's Degree (First Class Honors) Mathematics, University of Oxford, U.K.	
Other Current Position (s)	: Chairman, Energy for Environment Foundation Director, Kiroro Resort Holdings Company Limited (Japan)	
Other positions in other listed company	: Chairman of the Audit Committee (Independent Director), Kasikorn Bank Public Company Limited Chairman (Independent Director), PTT Global Chemical Public Company Limited.	
Major Experience	: 2014-July 2018 Chairman of the Board of Directors (Independent Director), PTT Public Company Limited. 2014-February 2018 Independent Director, Pruksa Real Estate Public Company Limited. 2009-2012 President, Thai Airways International Public Company Limited 2008-2009 Chief Advisor to Chief Executive Officer, Kasikornbank Public Company Limited 2006-2008 Minister, Ministry of Energy	

Training : **Directors Accreditation Program - DAP 35/2005, Thai Institute of Director (IOD)**

Meeting Attended	:	2017	2018
Board of Director		10 from 11	11 from 11 (100%)
Audit Committee		12 from 12	12 from 12 (100%)

- *1. **Independent Director has no conflict of interests related to the Company's business and subsidiaries and must be in accordance with the definition as marked at the note.**
2. **Independent Director has no conflict of interests in proposed agenda items, except Agenda 5: To consider and approve the determination of directors' remuneration.**
3. **Independent Director has no special interest different from the other directors.**

Name	: Dr. Prasarn Trairatvorakul	
Age	: 66 Years	
Nationality	: Thai	
Shareholding	: 0.00% (- share as at 2 January 2019)	
Family Relationship Among the Executive	:	
Current Positions	: Independent Director / Member of the Audit Committee / Chairman of the Enterprise Risk Management Committee (Started on April 29, 2016)	
Education	: Honorary Doctor of Philosophy, National Institute of Development administration Honorary Doctor of Economics, Chulalongkorn University Honorary Doctor of Economics, The University of the Thai Chamber of Commerce Honorary Doctor of Economics, Khon Kaen University Honorary Doctor of Business Administration, Rajamangala University of Technology Suvarnabhumi Doctor of Business Administration, Harvard University, Massachusetts, U.S.A. Master in Business Administration, Harvard University, Massachusetts, U.S.A. Master of Engineering in Industrial Engineering and Management, Asian Institute of Technology, Bangkok, Thailand Bachelor of Engineering in Electrical Engineering (First class Honors), Chulalongkorn University	
Other Current Position (s)	: Chairman, Education Equity Fund Director, Siam Sindhorn Company Limited Director, CPB Equity Company Limited Director, Prince of Songkla University Distinguished Scholar, Faculty of Commerce and Accountancy, Chulalongkorn University Member, Asset Management Committee of Vajiravudh College Member, Committee on King's Scholarships for Thai Buddhist Monks Chairman, National Economic Reform Committee Member, Education Reform Committee Chairman, Public Procurement Committee Chairman of the Council of Trustees and the Board of Directors, Thailand Development Research Institute (TDRI) Senior Advisor, CENTRAL Group	

Member, Property Management Committee - Chulalongkorn University

Advisor, Board of Investment

Advisor, Crown Property Bureau

Member, National Anti-corruption Commission

Member, Committee to Enhance Competitiveness of the Nation

Member, State Enterprises Supervisory Board

Executive Director, Thai Red Cross Society

Other positions in other listed company : **Director / Member of the Remuneration Committee / Member of CSR Committee for Sustainable Development, The Siam Cement Public Company Limited**

Major Experience : **2016-February 2018 Independent Director, Pruksa Real Estate Public Company Limited.**

2010-2015 Governor, Bank of Thailand

2004-2010 President, KASIKORNBANK Public Company Limited.

1999-2003 Secretary-General, Securities and Exchange Commission of Thailand

Training : **Board Nomination and Compensation Program - BNCP 5/2018 /**

Thai Institute of Directors (IOD)

Ethical Leadership Program - ELP 2/2015 / Thai Institute of Directors (IOD)

Directors Certification Program - DCP 21/2002 /

Thai Institute of Directors (IOD)

Role of the Chairman Program - RCP 2/2001 / Thai Institute of Directors (IOD)

Top Executives in the Energy Education Program, Batch 9 /

Thailand Energy Academy

The National Defence Course for the Joint State-Private Sectors, Batch 15 /

Thailand National Defence College.

Meeting Attended	:	2017	2018
Board of Director		11 from 11	10 from 11 (90.91%)
Audit Committee		12 from 12	12 from 12 (100%)
Enterprise Risk Management Committee		12 from 12	9 from 9 (100%)

*1. Independent Director has no conflict of interests related to the Company's business and subsidiaries and must be in accordance with the definition as marked at the note.

2. Independent Director has no conflict of interests in proposed agenda items, except Agenda 5: To consider and approve the determination of directors' remuneration.

3. Independent Director has no special interest different from the other directors.

Name : **Mr.Anuwat Jongyindee**

Age : **61 Years**

Nationality : **Thai**

Shareholding : **0.00% (0 shares as at 2 January 2019)**

Family Relationship : **-**

Among the Executives



Current Position : **Independent Director / Member of the Audit Committee / Member of the Corporate Governance Committee (Started on February 1, 2019)**

Educations : **Master of Accountancy, Chulalongkorn University**
Bachelor of Science (Business Administration), Kasetsart University

Other Current Position (s) : **Advisor- SCG Vice President Finance and Investment**
Vice President – Provident Fund Association
Advisor- Accounting System Committee of The Federal Accounting Profession
Administration Accounting Committee of The Federal Accounting Profession
Head of Risk Management and Internal Control Club of Thai Listed Company Association
Committee and Executive Committee of Budhadasa Intapanyo Archives
Committee Certification Anti Corruption of The Private Sector Collective Action Coalition Against Action
Strategic Committee - Anti Corruption of Thailand
Advisor – Corporate Governance Sub Committee of Government Pension Fund
Advisor – Sub Committee of State Enterprise Organization Evaluation –Internal Audit
Internal Audit Director of Thai Red Cross Society

Other position in other listed company : **N/A**

Major Experiences : **2010 - 2017 Internal Audit Director, The Siam cement Public Company Limited.**

2005 - 2010 Corporate Accounting , The Siam Cement Public Company Limited

**2004 - 2005 Deputy Managing Director, Share Service Function2 of Cementhai
Accounting Company**

**2002 - 2003 –Head of Accounting Division, The Siam Pulp and Paper Public
Company Limited**

2001 – Hade of Administration Division , Printing Writing Business

Training	:	Directors Certification Program – DCP 135/2010, Thai Institute of Director (IOD)
		Directors Accreditation Program - DAP 82/2010, Thai Institute of Director (IOD)
		Audit Committee Program - ACP 31/2010, Thai Institute of Director (IOD)
Meeting Attend	:	2016 2017
		Board of Director 3 from 3 11 from 11 (100%)

- *1. Independent Director has no conflict of interests related to the Company’s business and subsidiaries and must be in accordance with the definition as marked at the note.**
- 2. Independent Director has no conflict of interests in proposed agenda items, except Agenda 5: To consider and approve the determination of directors’ remuneration.**
- 3. Independent Director has no special interest different from the other directors.**

Notes: * The Company had determined the qualifications of independent directors, more strict than regulated by the SEC, as follows:

1) Holding not more than 1.0% of the total voting shares of the Company, its subsidiary, associated company, juristic persons with potential of conflict of interest, major shareholder, or controlling person, with the number of shares held by the independent director's related persons being counted.

2) Being a director who is not or has never been an executive director, employee, staff member, salaried advisor, or controlling person of the Company, its subsidiary, associated company, same-level subsidiary, juristic persons with potential of conflict of interest, major shareholder, or controlling person, unless such characteristics have lapsed for at least two years before being appointed.

3) Being a director who has no relationship by blood or by legal registration under the status of father, mother, spouse, sibling, and child, including the child's spouse, of other directors, executives, major shareholders, controlling persons, or persons who are being nominated for appointment as directors, executives, or controlling persons of the Company or its subsidiary.

4) Being a director who does not have or has never had a business relationship with the Company, its subsidiary, associated company, juristic persons with potential of conflict of interest, major shareholder, or controlling person in a manner that may hinder the exercise of his/her independent judgment, and not being a person who is or has been a significant shareholder, or controlling person, or a person with a business relationship with the Company, its subsidiary, associated company, juristic persons with potential of conflict of interest, major shareholder, or controlling person, unless such characteristics have lapsed for at least two years before being appointed.

The business relationship in paragraph one includes normal trading transactions for the purpose of business operations, rental or lease of immovable property, transaction related to assets or services, or granting or receiving financial assistance by receiving or giving loans, guarantee, using assets as debt collateral, including other similar acts that result in the Company or the party thereof being liable to pay the other at an amount of 3% or more of the net tangible asset or Baht 20 million or more, whichever is smaller. The calculation of such liabilities shall be in accordance with the method of connected transaction calculation specified in the Capital Market Supervisory Board's Notification: Re Criteria on Undertaking Connected Transactions, *mutatis mutandis*, with the liabilities occurring during the one-year period prior to the date of business relationship with the same person being included.

5) Being a director who is not or has never been an external auditor of the Company, its subsidiary, associated company, juristic persons with potential of conflict of interest, major shareholder, or controlling person, and not a significant shareholder, controlling person, or partner of an audit firm to which an external auditor of the Company, its subsidiary, associated company, juristic persons with potential of conflict of interest, major shareholder, or controlling person belongs, except in case such characteristics have lapsed for at least two years before being appointed.

6) Being a director who is not or has never been a provider of any professional service including legal advisory service or financial advisory service with the service fee thereof exceeding Baht 2 million per year from the Company, its subsidiary, associated company, juristic persons with potential of conflict of interest, major shareholder, or controlling person, and not a significant shareholder, controlling person, or partner of the provider of such professional service, except in case such characteristics have lapsed for at least two years before being appointed.

7) Being a director who is not appointed as representative of a director, major shareholder or shareholder with a relationship to a major shareholder of the Company.

8) Not undertaking a business of the same nature and in significant competition with those of the Company or its subsidiary, nor being a significant partner of a partnership or an executive director, employee, staff member, salaried advisor, or shareholder with over 1.0% of the total voting shares of another company undertaking a business of the same nature and in significant competition with those of the Company or its subsidiary.

9) Not having any other characteristic that may hinder the exercise of his/her independent judgment about the Company's business operations.

After having been appointed as independent director with characteristics under items 1-9, the independent director may be assigned by the Board of Directors to make decision on operations of the Company, its subsidiary, associated company, same-level subsidiary, juristic persons with potential of conflict of interest, major shareholder, or controlling person, in the form of collective decision.

**Details of document or proofs required to attend the Meeting
and condition of representative's vote**

In order to make the shareholders, investors or relevant counterparts confident and to make the Annual General Meeting of Shareholders transparent, legitimate and beneficial to the shareholders, the examination of documents or proofs of shareholding or representing of shareholders who are entitled to attend this Meeting must be implemented for the compliance of the shareholders or the representative of the shareholders. The Company reserves the right to relax the presentation or proofs of shareholding or representing of shareholders who are entitled to attend the Meeting, as the Company deems appropriate on the case-by-case basis.

In the case where the shareholder who is entitled to attend the Meeting registers on the attendance sheet after the commencement of the Meeting, at the time scheduled in the invitation, the Company shall reserve the right to prohibit the vote cast for the Agenda Item which has been considered and announced the vote. Such shareholder can vote for only the remaining agenda items.

Documents and Proofs presented by the attendees prior to the Meeting

1. Natural person

1.1 Thai National Shareholder

- (a) Self - attending shareholder shall present one of the following I.D.Cards:

National I.D. Card, Government Official I.D. Card, State Enterprise I.D. Card, Passport or other I.D. Card with photograph and issued by Government authority.

- (b) In the case of representation, the representative of shareholder shall submit the following documents to the Company:

1.1.1 Power of Attorney (as in the form enclosed with the invitation) filled with required details and completely signed

1.1.2 Certified copy of I.D. Card (as described in (a)) of the authorizing person

1.1.3 Certified copy of I.D. Card (as described in (a)) of the representative (authorized person)

1.2 Foreign Shareholder

- (a) Self-attending shareholder shall present one of the following I.D. Cards: National

I.D. Card, Government Official I.D. Card, State Enterprise I.D. Card, Passport or other I.D. Card with

photograph and issued by Government authority.

(b) In the case of representation, the representative of shareholder shall submit the following documents to the Company:

1.2.1 Power of Attorney (as in the form enclosed with the invitation) filled with required details and completely signed, affixed with Baht 20 tax stamp

1.2.2 Certified copy of I.D. Card (as described in (a)) of the authorizing person, which is certified the signature of authorizing person by the Thai Embassy or Consulate in the country where the authorizing person domiciles or by notary public or authorized person under the local laws governing the certification of signature.

1.2.3 Certified copy of I.D. Card (as described in (a)) of the representative (authorized person)

2. Juristic person

2.1 Juristic incorporated in Thailand

The representative shall submit the following documents to the Company:

2.1.1 Power of Attorney (as in the form enclosed with the invitation) filled with required details and completely signed, affixed with Baht 20 tax stamp

2.1.2 Copy of document stating the authority to sign Power of Attorney which is certified by the authorized person of such juristic person

2.1.3 Certified copy of I.D. Card (as described in 1.1 (a)) of the authorized person of such juristic person

2.1.4 Copy of certificate of incorporation or proof of juristic person, which is certified by the authorized person of such juristic person

2.1.5 Certified copy of I.D. Card (as described in 1.1 (a)) of the representative

2.2 Juristic person incorporated overseas

The representative shall submit the following documents to the Company:

2.2.1 Power of Attorney (as in the form enclosed with the invitation) filled with required details and completely signed, affixed with Baht 20 tax stamp

2.2.2 Copy of document stating the authority to sign Power of Attorney which is certified by the authorized person of such juristic person

2.2.3 Certified copy of I.D. Card (as described in 1.2 (a)) of the authorized person of such juristic person

2.2.4 Copy of certificate of incorporation or proof of juristic person, which is certified by the authorized person of such juristic person

2.2.5 Document as stated in 2.2.1-2.2.4 shall be certified the signature of authorized person of such juristic person by the Thai Embassy or Consulate in the country where the authorizing person

domiciles or by notary public or authorized person under the local laws governing the certification of signature.

2.2.6 Certified copy of I.D. Card (as described in (a)) of the representative

2.2.7 Documents which is not originally printed in English shall be translated into English and shall be submitted along with its English translation certified by the authorized person of such juristic person for the true translation.

In the case where the foreign institution shareholder appoints a commercial bank in Thailand as its Custodian, the documents in 2.2.2 to 2.2.6 will not be required. However, the letter of certification for the fact that the Proxy is approved to provide custodian business is required.

The Company reserves the right to request any further documents as it deems appropriate.

The Shareholders or representatives can register and submit the documents or proofs for examination at the Meeting venue from 09.00 hrs. of Friday, April 26, 2019 onwards. The Company procures sufficient personnel and technology in order to facilitate the examination of documents of shareholders attending the meeting, including the registration, which shall take no more than 20 minutes per shareholder or proxy. Moreover, stamp duty is also provided for facilitating the shareholders. In the case of representation, especially the foreign shareholders or juristic persons incorporated overseas, the representative shall arrive at the venue at the time of the commencement of registration in order to facilitate the document examination process.

In the case of changes of name title, name, family name, please presents the proof of such changes at the registration.

Conditions of representative's vote

Pursuant to the advisory of Department of Business Development, Ministry of Commerce re: the authorization for attending and voting in the Shareholders' meeting, it is provided that the shareholder can authorize its representative to attend a meeting and to vote for all or part the number of shares held, at any number of shares held or any number of votes. It means that the representative can be authorized only some part of the shareholder's eligibility and the representative are authorized to consider and vote for the shareholders as the authorized deems appropriate, or as authorized by the shareholders. In the case that the shareholder or representative is juristic person or both are juristic persons, the authorization for vote shall be in accordance with the shareholder's intention.

A shareholder can authorize only one representative to attend the Meeting and vote (the number of shares held by one shareholder cannot be separated for several representative to cast the vote). In casting vote, one share is cast as one vote and the vote shall be cast in the ballot provided by the Company at the registration counter and the vote result will be announced at each agenda item in order to be fair, transparent and provable. At the Meeting, the Company will arrange the impartial and independent persons to review the ballot counting.

Map of the Meeting Venue

The map illustrates the location of the PEARL BANGKOK building, a tall, blue, cylindrical structure, situated on Phahonyothin Road. The building is located just west of the BTS Ari Station, near the intersection with Soi Ari 1 (One Way). Key landmarks and roads shown include:

- Roads:** Rama 6 Road (Expressway), Phahonyothin Road, Vibhavadi Road, Ratchawithi Road, Phahonyothin Road, Soi Phahonyothin 5, Soi Phahonyothin 7, Soi Phahonyothin 2, Soi Phahonyothin 3, Soi Phahonyothin 4, Soi Phahonyothin 6, Soi Phahonyothin 8, Soi Phahonyothin 9, Soi Phahonyothin 10, Soi Phahonyothin 11, Soi Phahonyothin 12, Soi Phahonyothin 13, Soi Phahonyothin 14, Soi Phahonyothin 15, Soi Phahonyothin 16, Soi Phahonyothin 17, Soi Phahonyothin 18, Soi Phahonyothin 19, Soi Phahonyothin 20, Soi Phahonyothin 21, Soi Phahonyothin 22, Soi Phahonyothin 23, Soi Phahonyothin 24, Soi Phahonyothin 25, Soi Phahonyothin 26, Soi Phahonyothin 27, Soi Phahonyothin 28, Soi Phahonyothin 29, Soi Phahonyothin 30, Soi Phahonyothin 31, Soi Phahonyothin 32, Soi Phahonyothin 33, Soi Phahonyothin 34, Soi Phahonyothin 35, Soi Phahonyothin 36, Soi Phahonyothin 37, Soi Phahonyothin 38, Soi Phahonyothin 39, Soi Phahonyothin 40, Soi Phahonyothin 41, Soi Phahonyothin 42, Soi Phahonyothin 43, Soi Phahonyothin 44, Soi Phahonyothin 45, Soi Phahonyothin 46, Soi Phahonyothin 47, Soi Phahonyothin 48, Soi Phahonyothin 49, Soi Phahonyothin 50, Soi Phahonyothin 51, Soi Phahonyothin 52, Soi Phahonyothin 53, Soi Phahonyothin 54, Soi Phahonyothin 55, Soi Phahonyothin 56, Soi Phahonyothin 57, Soi Phahonyothin 58, Soi Phahonyothin 59, Soi Phahonyothin 60, Soi Phahonyothin 61, Soi Phahonyothin 62, Soi Phahonyothin 63, Soi Phahonyothin 64, Soi Phahonyothin 65, Soi Phahonyothin 66, Soi Phahonyothin 67, Soi Phahonyothin 68, Soi Phahonyothin 69, Soi Phahonyothin 70, Soi Phahonyothin 71, Soi Phahonyothin 72, Soi Phahonyothin 73, Soi Phahonyothin 74, Soi Phahonyothin 75, Soi Phahonyothin 76, Soi Phahonyothin 77, Soi Phahonyothin 78, Soi Phahonyothin 79, Soi Phahonyothin 80, Soi Phahonyothin 81, Soi Phahonyothin 82, Soi Phahonyothin 83, Soi Phahonyothin 84, Soi Phahonyothin 85, Soi Phahonyothin 86, Soi Phahonyothin 87, Soi Phahonyothin 88, Soi Phahonyothin 89, Soi Phahonyothin 90, Soi Phahonyothin 91, Soi Phahonyothin 92, Soi Phahonyothin 93, Soi Phahonyothin 94, Soi Phahonyothin 95, Soi Phahonyothin 96, Soi Phahonyothin 97, Soi Phahonyothin 98, Soi Phahonyothin 99, Soi Phahonyothin 100.
- Landmarks:** Vichayut Hospital, Samsen School, Ministry of Finance, Phramongkutkiao Hospital, Rajavithi Hospital, S.M. Tower, Sanam Pao Post Office, EXIM BANK, Benz Rajchakru, Piyawan Tower, TMB Bank, SME Bank, La Villa Ari, Big C Saphan Khwai, Chatsuchak Park, Victory Monument, King Power Duty Free Complex (Rangnam), Saphan Khwai Intersection, Pradipat Road, Suthisan Vithitchai Road, Vibhavadi Road.
- Public Transport:** BTS Sanam Pao, BTS Ari (Exit 1).

Commuting by personal car :

- Coming from Sanam Pao, drive straight towards Ari on Phahon Yothin Road along the BTS line. Slightly before reaching Ari, keep left. The building is on the left, located just next to EXIM BANK.
- Coming from Saphan Khwai, drive straight on Phahon Yothin Road towards Victory Monument. Before reaching Soi Paholyothin 2, keep right and prepare to make a U-Turn. The building will be on the left.

Commuting by bus : BMTA Bus No. 26, 29, 34, 39, 54, 59, 63, 77, 97, 502, 503, 509, 510, 513 Shared Service Bus No. 8, 27, 28, 38, 74, 108, 157, 159, 177 Get off at Soi Ari Station (in front of Phra Nakorn Cooperative) and walk towards Victory Monument.

Commuting by BTS Sky Train : Get off at BTS Ari Station (Exit 1) and walk towards Victory Monument.

Nearby Landmark : EXIM BANK Building, Soi Phahon Yothin Road 5 (Ratchakru)

Articles of Association of Pruksa Holding Public Company Limited
relating to the Shareholders' Meeting

Article 17 The shareholders meeting shall elect the directors in accordance with the Criteria and procedures as follows:

- (1) Each shareholder shall have one (1) vote per share;
- (2) Each shareholder shall exercise all votes he/she or it has under (1) to elect one or several persons as director or directors but he/she or it may not allot his/her votes to any person in any number;
- (3) The candidates shall be ranked in order descending from the highest number of votes received to the lowest, and shall be appointed as directors in that order until all of the director positions are filled. Where the votes cast for candidates in descending order are tied, which would otherwise cause the number of directors to be exceeded, the chairman shall have a casting vote.

Article 18 At every annual general meeting, one-third (1/3) of the directors shall retire. If the number of directors is not a multiple of three, the number of directors closest to one-third (1/3) shall retire.

A retiring director is eligible for re-election.

In the first and second years after the registration of the Company, the directors shall retire by drawing lots. In subsequent years, the director who has held office longest shall retire.

Article 34 At a shareholders' meeting, in order to constitute a quorum, there shall be shareholders and proxies (if any) attending such meeting amounting to not less than twenty five (25) persons or not less than one half of the total number of the shareholders and in either case such shareholders shall hold shares amounting to not less than one third (1/3) of the total number of the sold shares of the Company.

At any shareholders' meeting, if one (1) hour has passed since the time specified for the meeting and the number of shareholders attending the meeting is still inadequate for a quorum as defined in the first paragraph, and if such shareholders' meeting is called as a result of a request by shareholders, such meeting shall be canceled. If such shareholders' meeting is not called as a result of a request by shareholders, the meeting shall be called once again and the notice calling such meeting shall be delivered to shareholders not less than seven (7) days prior to the date of the meeting. In the subsequent meeting, a quorum is not required.

Article 35 The chairman of the Board of Directors shall be the chairman of shareholders' meetings. If the chairman of the Board of Directors is not present at a shareholders' meeting or cannot perform his or her duty, the vice chairman of the Board of Directors shall be the chairman of the meeting. If there is no vice chairman or there is a vice

chairman who is not present at the meeting or cannot perform his or her duty, the shareholders present shall elect one shareholder to be the chairman of the meeting.

Article 36 In voting at a shareholders' meeting, one share shall have one vote and a shareholder who has special interests in any matter, such shareholder shall not be entitled to vote on such matter, except in the election of a director. A resolution of a shareholders' meeting shall require:

(1) in an ordinary event, the majority vote of the shareholders who attend the meeting and cast their votes. In case of a tie vote, the chairman of the meeting shall have a casting vote.

(2) in the following events, a vote of not less than three quarters (3/4) of the total number of votes of the shareholders who attend the meeting and have the right to vote:

(a) the sale or transfer of the whole or important parts of the business of the Company to other persons;

(b) the purchase or acceptance of transfer of the business of other private companies or public companies by the Company;

(c) the making, amending, or terminating of contracts with respect to the granting of a lease of the whole or important parts of the business of the Company, the assignment of any other persons to manage the business of the Company or the merger of the business with other persons with the purpose of profit and loss sharing;

(d) the amending of the Memorandum of Association or the Articles of Association of the Company;

(e) the increase or decrease of the registered capital of the Company;

(f) the dissolution of the Company;

(g) the issuance of debentures of the Company;

(h) the merger of the Company with other companies.

Article 37 The matters which should be conducted by the annual general meeting are as follows:

(1) Reviewing the report of the board of directors covering work done during the past period of time and giving opinions on business to be done in the future;

(2) Considering and granting approval to the balance sheet and the profit and loss account of the past year;

(3) Considering and granting approval to profit allocation as reserve fund and payment of dividend;

(4) Electing new directors in place of those who retire by rotation and determining remuneration for directors;

(5) Appointing auditor and determining remuneration for auditor;

(6) Other business.

Article 45 Dividends shall not be paid out of other money than out of profits. If the Company still has an accumulated loss, no dividends shall be paid.

Dividends shall be distributed per the number of shares at an equal amount for each share.

The board of directors may from time to time pay interim dividends to the shareholders if the board considers that the Company has sufficient profits to justify such payment. After such dividends have been paid, the report must be made to the shareholders in the next shareholders meeting.

Payment of dividends shall be made within a period of one (1) month from the date of the resolution of the meeting of the board of directors or of the shareholders meeting, as the case may be. The shareholders shall be notified in writing of such payment of dividends, and the notice of dividend payment shall also be published in a newspaper at least three (3) consecutive days.

Article 46 The Company shall apportion the annual net profits as a legal reserve fund at not less than five (5) percent of annual net profits less the accumulated losses which are carried over (if any) until this reserve fund attains an amount of not less than ten (10) percent of the registered capital.

Translation

26 March 2019

Subject: Invitation to Pruksa Precast Factory (Nawanakorn) and site visit
To: Shareholders of Pruksa Holding Public Company Limited
Attachment: Itinerary for the Pruksa Precast Factory and site visit

Pruksa Holding Public Company Limited (“the Company”) has arranged a visitation to the Pruksa Precast Factory (Nawanakorn) in Khlong Luang District, Pathum Thani Province, on Friday 21st, June 2019. The Company has limited the number of participants to 50 participants for this visit to the Pruksa Precast Factory. Its itinerary is attached herewith.

The Company would like to invite the interested shareholders (whose names appear in the record date on Tuesday 12nd March 2019 to determine as the list of shareholders who have the right to participate in the 2019 AGM) to register via the Google form following the link attached within Wednesday 15th May, 2019 (use record date and time from registration system).

In addition, the Company has the right to limit the number of participants to 50 based on first-come-first-serve registration. When the registration is closed, the Company will announce the list of participants on the Company’s website www.psh.co.th (Investor Relations) on Friday 24th May, 2019. The selected parties will receive a confirmation via telephone call from the Company.

According to the corporate governance principle in equitably treatment of shareholders, the Company reserves the rights for the Pruksa Precast Factory and site visit as one shareholder per one visit only (no accompanying person and no transfer of rights).

Please be informed accordingly,

Sincerely Yours,
Pruksa Holding Public Company Limited

(Mr. Paisarl Rumphan)
Company Secretary

Investor Relations:	Ms. Metinee Isarachinda	E-mail: metinee_i@pruksa.com	Tel: 0 2080 1739 ext. 49110
Company Secretary:	Mr. Narat Thongvitayakul	E-mail: narat_t@pruksa.com	Tel: 0 2080 1739 ext. 48011

Pruksa Holding Public Company Limited
Itinerary for the Pruksa Precast Factory (Nawanakorn) and Company Project
On Friday 21st , June 2019

8.00 – 8.30 a.m.	Registration at 4 th Floor, Pruksa Holding Public Company Limited, Head Office, Pearl Bangkok Building
8.30 – 8.45 a.m.	Greeting by the Executives
8.45 – 10.00 a.m.	Traveling to the Pruksa Precast Factory (Nawanakorn) in Khlong Luang District, Pathum Thani Province
10.00 – 12.00 p.m.	- Greeting by the Executives of the factory - Presentation by the Executive followed by visiting the production line - Q&A - Gathering for pictures
12.00 – 1.00 p.m.	Lunch
1.00 – 2.00 p.m.	Traveling to the company project
2.00 – 4.00 p.m.	Visit the company Project
4.00 – 5.00 p.m.	Arriving safely at Pearl Bangkok Building

Conditions

1. **The shareholders are granted with the rights for 1 seat per 1 shareholder only**
2. The intended shareholders represent those whose names appear in The Board's meeting which resolved to set the record date on 12th March 2019 to determine the list of shareholders who may exercise their rights and participate in the AGM and are entitled to receive dividend.
3. **Please register via the Google form by scan QR-Code at footer of this document or <https://goo2url.com/ZrU06> within Wednesday 15th May, 2019 (use record date and time from registration system).**
4. The Company has the right to limit the number of participants to 50 based on first-come-first-serve registration. **When the registration is closed, the Company will announce the list of participants on the Company's website www.psh.co.th (Investor Relations) on Friday 24th May, 2019.**
5. **The Company will contact the selected shareholders as stated in condition no.4 (by phone)**, as announced on the Website, for their confirmation. In case that the Company is unable to contact the selected shareholders, the Company will regard it as a withdrawal and will contact the shareholder whose name appears first on the waiting list.
6. Shareholders who apply for the site visit has to be able to take care of themselves. In case of personal illness, please bring along your medication. For allergy, non-preferable food or others, please notify the Company in this application form.
7. If selected shareholder could not join the site visit, please inform the Company 7 days in advance before the site visit date in which you have the right to join. (In order to protect your right to join other activities in the future)
8. **The Company reserves the rights to:**
 - 8.1 Not consider Application Forms with incomplete and incorrect information and unable to contact.
 - 8.2 Decline accompanying persons.
 - 8.3 Not allow the transfer of rights
 - 8.4 Change the itinerary attached as deemed appropriate.
9. Please bring your **ID card** with you for registration on the event date.





PRUKSA

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