

To reduce the risk of the outbreak of COVID-19, the Company requests for cooperation from shareholders to appoint independent directors of the Company to attend the meeting on their behalf.
#Stay home for the nation



PRUKSA

(Translation)

Invitation to the Annual General Meeting of Shareholders for the Year 2020

Pruksa Holding Public Company Limited

Friday, June 26, 2020 at 2.00 p.m.

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

Guidelines for attending the meeting, regarding the outbreak of Coronavirus 2019 (COVID-19)

According to the outbreak of Coronavirus Disease 2019 (COVID-19), the Ministry of Public Health has declared to be a dangerous infectious disease under the Communicable Disease Act B.E. 2558 (2015).

With our deep concern over the health of the meeting attendees from the spread of COVID-19, the Company, therefore, kindly asks shareholders to remain informed with the following guidelines:

1. We request for cooperation from shareholders who recently visited or returned from any Territories outside the Kingdom of Thailand defined as Disease Infected Zones in less than fourteen (14) days as specified in the notification of Ministry of Public Health, to consider granting proxy to the Company's independent director to attend the meeting on their behalf.
2. In addition to item 1, Shareholders who are in a high-risk situation, e.g. having recently visited or returned from any high-risk countries or administrative areas in less than fourteen (14) days, or having any fever (has a body temperature of more than 37.5 degrees Celsius), or showing any sign of respiratory symptoms, the Company kindly asks for your cooperation to proxy a representative or PSH's Independent Director as per the conditions and procedures stated in the attachment.
3. Before the commencement of the meeting and after the meeting has finished, the meeting attendees will be required to register via "Thai Chana" application or by any other means as instructed by the Company.
4. PSH shall conduct health screening, in compliance with the guideline of Department of Disease Control, at the building and meeting room entrances. In this regard, the Company would like to request for strict cooperation from all attendees to keep distance of at least 1 meter apart while queuing at the screening point, document checkpoint or registration point. Those who pass the screening will receive a sticker. For those being identified with respiratory symptom, the Company kindly asks for cooperation to refrain from entering the meeting area. In case that the aforementioned shareholder presents at the Venue, such shareholder may proxy a representative or the Company's Independent Director to attend the meeting.
5. With our deep concern over the health of the shareholders, the Company asks for your kind cooperation even those who are not in the risk group, to grant proxy to the Company's Independent Director to attend the meeting.
6. The meeting attendees will be invited to sit at an appropriate social distance. The Company will arrange the seat with appropriate social distancing at the minimum of 1.5 meters from each other. This will reduce the number of seats available in the meeting room. In the event that the seats are all taken by the prior attendees, the Company will request you to appoint a proxy on your behalf.
7. The Company kindly requests everyone to prepare and wear a facemask at all times.
8. The Company will provide hand washing facilities or alcohol hand sanitizer and advise shareholders to wash their hands with soap or alcohol hand sanitizer before and after attending the meeting.
9. For Shareholders non-attendees to receive information equally, The Company has broadcast the Annual General Meeting of Shareholders for the year 2020 VIA the Internet. Shareholders can watch through their PC or laptop by typing the URL address <https://app.pruksa.com/agm> 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 and snack boxes 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.



Privacy Notice

Pruksa Holding Public Company Limited (the Company) greatly aware of the personal data protection in accordance to the Privacy Data Protection Act B.E. 2562

Objective and Necessary to collect your Personal Data

It is necessary for the Company to collect your personal data that submit to the Company i.e. name, surname, address, telephone number and identification number, which will be used for the purposes of the following:

- Inviting the Annual General Meeting of Shareholders for the year 2020 and Holding the Annual General Meeting of Shareholders as required by law; and
- Delivery of Annual Report and/ or Sustainability Report and/ or Financial Report as requested by shareholders.

Retention Periods for Personal Data

The Company will keep and use your personal data to serve the purposes of the abovementioned activities.

Rights of Data Owner

As the owner of the personal data, you have the rights as stipulated in the Privacy Protection Act B.E 2562, which include the rights to withdrawing the consent, to access and obtain a copy of your personal data, to correct, delete or clean up your personal data, refuse to processing of your personal data, rights to transfer your personal data according to the legal method stipulated, rights of complaint and rights to object to the processing or disclosing your personal data.



(Translation)

Registration Number 0107559000052

No. PSH-CS 28/2020

June 1, 2020

Subject: Invitation to the Annual General Meeting of Shareholders for year 2020

Attention: Shareholders

Attachments:

1. 2018 - 2019 Financial Highlights
2. List of Directors Retiring by Rotation and their Biographies
3. Details of Directors' Remunerations
4. List of the Auditors and Details of the Audit Fees
5. Letter Explaining the Use of Proxy and List of Independent Directors Assigned by Shareholders as Proxies
6. Details of Documents or Evidence Required for Attending the Meeting
7. Map of the Meeting Venue
8. 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)
9. The Company's Articles of Association in relation to Shareholders' Meetings
10. Instructions for QR Code in downloading files and Requisition Form for the 2019 Annual Report

The Annual General Meeting of Shareholders of Pruksa Holding Public Company Limited (the "**Company**") for year 2020 will be held on Friday, June 26, 2020, at 2.00 p.m., at Meeting room, 1177 Pearl Bangkok Building 4th floor, Phaholyothin Road, Phayathai Sub-district, Phayathai District, Bangkok 10400, Thailand, with the following agenda items:

1. To consider and acknowledge the Annual Report and the Board of Directors' Report on the Operating Results of 2019

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 2019 which contain correct and complete details as specified by the 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 2019, as shown in the Annual Report for 2019 and Sustainable Development Report for 2019 which can be accessed via the QR Code provided in the enclosed invitation letter.

2. To consider and approve the Company's Financial Statements for the accounting period ended December 31, 2019

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, 2019 which has been reviewed by the Audit Committee and audited by a certified public accountant, 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, 2019, which has been reviewed by the Audit Committee and audited by a certified public accountant. The Company's Financial Statements are shown in the Annual Report for 2019 (pp. 213 - 269) which can be accessed via the QR Code provided in the enclosed invitation letter.

Approval of the Financial Statements for the accounting period ended December 31, 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.

3. To consider and approve the allocation of net profit as legal reserve and To acknowledge the interim dividend payment.

Objective and rationale: Pursuant to Section 115 of the PLC Act and Clause 45 of the Company's Articles of Association, the annual dividend payment shall be approved by the general meeting of the shareholders. The Board of Directors may pay interim dividends to the shareholders from time to time when the Board of Directors finds that the Company has sufficient profits to do so and shall report to the next general meeting of the shareholders. Furthermore, pursuant to Section 116 of the PLC Act and Clause 46 of the Company's Articles of Association, 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 dividend payment policy of making annual dividend payment to its shareholders two times a year at a rate of not less than 50 percent 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.

As the Board of Directors has resolved to approve the postponement of the Annual General Meeting of Shareholders for the year 2020, as previously scheduled on Wednesday, April 29, 2020; therefore, to reduce the effect that may occur to the shareholders from this postponement, the Board of Directors in the meeting No. 4/2020 held on April 10, 2020 has resolved to approve the interim dividend payment from the Company's net profits as of December 31, 2019, instead of the annual dividend payment, at the rate of 0.95 (Ninety-five Satang) per share, totaling 2,079,079,675.90 Baht (Two billion seventy nine million seventy nine thousand six hundred seventy five Baht ninety Satang). The Company determined the list of shareholders entitled to receive dividends (Record Date) on Thursday, March 12, 2020, of which the shareholders have already been informed. In this connection, the interim dividend payment was already paid to shareholders on Friday, May 8, 2020, which is no later than the original dividend payment date.

In this regard, this dividend payment 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.

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 acknowledge the interim dividend payment which has already been paid 2 times, at the rate of Baht 1.55 (One Baht and fifty-five Satang) per share, totaling Baht 3,392,182,629.10 (Three billion three hundred ninety two million one hundred eighty two thousand six hundred twenty nine Baht and ten Satang), as the details below:

1. On Friday, September 6, 2019, the interim dividend was paid at the rate of Baht 0.60 (Sixty Satang) per share, totaling Baht 1,313,102,953.20 (One billion three hundred thirteen million one hundred two thousand nine hundred fifty-three Baht and twenty Satang), which was an interim dividend payment from the performance in the period of January to June 2019; and
2. On Friday, May 8, 2020, the interim dividend was paid at the rate of Baht 0.95 (Ninety-five satang) per share, totaling 2,079,079,675.90 baht (Two billion seventy nine million seventy nine thousand six hundred seventy five Baht and ninety Satang) by paying dividends from the operating results of year 2019.

Furthermore, given that the Company has paid the interim dividends from the operating results of year 2019; therefore, the Board of Directors resolved that it is appropriate to propose no additional dividends shall be paid from the operating results of year 2019.

The comparison with the last year dividend distribution is as follows:

Details of dividend payment	2018	2019
Number of shares (million shares that entitled to receive dividend payment)	2,188.50	2,188.50
Dividend in total (million Baht)	3,392.18	3,392.18
Dividend per share (Baht per share)	1.55	1.55
Net profit/ loss in the separate financial statements (million Baht)	6,022.37	5,358.81
Dividend payout ratio compared to the net profit from the Consolidated Financial Statements (percent)	56.33	63.30

Approval of the suspension of the allocation of net profit as legal reserve, acknowledge the interim dividend payment which has already been paid 2 times, at the rate of Baht 1.55 (One Baht and fifty-five Satang) per share, totaling Baht 3,392,182,629.10 (Three billion three hundred ninety two million one hundred eighty two thousand six hundred twenty nine Baht and ten Satang), and no additional dividend shall be paid for the operating results in the 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.

4. To consider and approve the appointment of directors to replace the directors who retire by rotation

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. Piyasvasti Amranand	Chairman of the Audit Committee and Independent Director
2.	Mr. Piya Prayong	Director, Member of the Executive Committee and Member of the Enterprise Risk Management Committee

3.	Mr. Prasert Taedullayasatit	Director, Member of the Executive Committee and Member of the Enterprise Risk Management Committee
4.	Mrs. Rattana Promsawad	Director and Member of the Corporate Governance Committee

In appointing new directors to replace those who retire by rotation, the Board of Directors, excluding the nominated directors, had considered and resolved to approve, in accordance with the Nomination and Remuneration Committee's recommendation, that to comply with the principle of good corporate governance that the Board of Directors should mostly comprise independent directors or non-executive directors so as to enable the Board of Directors to independently consider and give opinions about the works of the Management, the two retiring directors, namely, Dr. Piyasvasti Amranand and Mrs. Rattana Promsawad should be nominated for reappointment as the Company's directors for another term to help push and support the Company's operations for further prosperity, as the two directors have 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, being key to the Company's prosperity at all times. (names of the 2 retiring directors who are proposed for reappointment and their biographies are as shown in Attachment 2).

For the directorship positions left vacant by Mr. Piya Prayong, who retired by rotation, and Mr. Prasert Taedullayasatit, who retired by rotation and resigned from his position, no one should be elected to fill the vacancies for the purpose of the suitability of the Board of Directors' structure as mentioned above.

With regard to Dr. Piyasvasti Amranand, the retiring directors holding the office of the Chairman of the Audit Committee and Independent Directors, the Board of Directors, excluding the nominated directors, and the Nomination and Remuneration Committee considered and viewed that he is able to provide an independent opinion in accordance with the relevant rules regarding the qualifications of Independent Directors issued by the Office of the Securities and Exchange Commission. (the details are as shown in the end of Attachment 5)

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 15, 2019 to December 31, 2019, 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 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 2020

Objective and rationale: For the Shareholders' Meeting to consider the determination of directors' remuneration for year 2020, 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 2020 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 2020 at a total amount not exceeding 31,000,000 Baht (thirty one million baht), and bonuses payable for directors which shall be based on the 2020 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 3).

The scope of duties of each committee can be found in Management Structure section of the 2019 Annual Report, as shown in the Annual Report for 2019 (pp. 89 - 102) which can be accessed via the QR Code provided in the enclosed invitation letter.

Approval of the directors' remuneration for 2020 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 2020 accounting period and the determination of the audit fee for 2020

Objective and rationale: For the Shareholders' Meeting to consider the appointment of the Company's auditors for the 2020 accounting period and the determination of the auditors' fee for 2020 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 2020 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 2020 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 4).

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 2020 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 4).

Approval of the appointment of the Company's auditors for the 2020 accounting period and the audit fees for year 2020 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. To consider and approve the decrease of the Company's registered capital by Baht 37,878,258 (thirty seven million, eight hundred seventy-eight thousand, two hundred fifty-eight Baht), from Baht 2,226,383,180 (two billion, two hundred twenty-six million, three hundred eighty-three thousand, one hundred eighty Baht) to Baht 2,188,504,922 (two billion, one hundred eighty-eight million, five hundred four thousand, nine hundred twenty-two Baht), by cancelling all registered shares that remain unsold or not yet offered which issued to accommodate the exercise of warrants in the amount of 37,878,258**

shares (thirty seven million, eight hundred seventy-eight thousand, two hundred fifty-eight shares) with a par value of Baht 1 (one Baht) each.

Objective and rationale: the Shareholders' Extra-ordinary General Meeting Session 1/2559, on April 29, 2016, passed resolutions for the Company to allocate 40,525,600 new common shares (forty million, five hundred twenty-five thousand, six hundred shares) with a par value of Baht 1 (one Baht) each. The shares were issued to accommodate the exercise of the Company's three series of warrants, namely PSH-WE, PSH-WF and PSH-WG, issued to the directors and executives of the Company, Prukso Real Estate Public Company Limited ("PS") and/or PS' subsidiaries.

Since at present the warrants to buy ordinary shares that the Company would issue and offer for sale to directors and executives of the Company, PS and/or PS' subsidiaries have matured and the rights thereof have expired, and the number of the common shares issued to accommodate these warrants remains at 37,878,258 shares (thirty seven million, eight hundred seventy-eight thousand, two hundred fifty-eight shares). It is therefore necessary for the Company to decrease its registered capital by canceling all the remaining capital increase ordinary shares.

Opinion of the Board of Directors: As the abovementioned reason, the Board of Directors proposes that the Shareholders' Meeting consider and approve the decrease of the Company's registered capital from Baht 2,226,383,180 (two billion, two hundred twenty-six million, three hundred eighty-three thousand, one hundred eighty Baht), to Baht 2,188,504,922 (two billion, one hundred eighty-eight million, five hundred four thousand, nine hundred twenty-two Baht), by canceling the shares issued to accommodate the warrants for the purchase of the Company's common shares in the amount of 37,878,258 shares (thirty seven million, eight hundred seventy-eight thousand, two hundred fifty-eight shares), with a par value of Baht 1 (one Baht) each, as the details proposed above. Such decrease of the Company's registered capital will not affect the Company and any rights or benefits of the shareholders.

Approval of the decrease of the Company's registered capital by the Shareholders' Meeting requires a resolution passed by not less than three-fourths of the total votes of shareholders attending the meeting and having the right to vote, according to Clause 36 (2) of the Company's Articles of Association.

- 8. To consider and approve an amendment to the Company's Memorandum of Association, Clause 4, the Company's registered capital, to be in line with the decrease of the Company's registered capital under agenda item 7**

Objective and rationale: To be in line with the decrease of the Company's register capital under agenda item 7.

Opinion of the Board of Directors: To be in line with the decrease of the Company's register capital from Baht 2,226,383,180 (two billion, two hundred twenty-six million, three hundred eighty-three thousand, one hundred eighty Baht) to Baht 2,188,504,922 (two billion, one hundred eighty-eight million, five hundred four thousand, nine hundred twenty-two Baht) by canceling the ordinary shares issued to accommodate the exercise of warrants in the amount of 37,878,258 shares (thirty seven million, eight hundred seventy-eight thousand, two hundred fifty-eight shares), with a par value of Baht 1 (one Baht) per share, it is necessary for the Company to amend Clause 4, Company's Registered Capital, of the Company's Memorandum of Association, by replacing the existing wording with the new wording as follows:

Previous

"Clause 4.	Registered capital	2,226,383,180	Baht	(two billion, two hundred twenty-six million, three hundred eighty-three thousand, one hundred eighty Baht)
	Divided into	2,226,383,180	shares	(two billion, two hundred twenty-six million, three hundred eighty-three thousand, one hundred eighty shares)
	Par value per share	1	Baht	(one Baht)
	Categorized into			
	Ordinary shares	2,226,383,180	shares	(two billion, two hundred twenty-six million, three hundred eighty-three thousand, one hundred eighty shares)
	Preferred shares	-	shares	-"

New

"Clause 4.	Registered capital	2,188,504,922	Baht	(two billion, one hundred eighty-eight million, five hundred four thousand, nine hundred twenty-two Baht)
	Divided into	2,188,504,922	shares	(two billion, one hundred eighty-eight million, five hundred four thousand, nine hundred twenty-two shares)
	Par value per share	1	Baht	(one Baht)
	Categorized into			
	Ordinary shares	2,188,504,922	shares	(two billion, one hundred eighty-eight million, five hundred four thousand, nine hundred twenty-two shares)
	Preferred shares	-	shares	-"

It is therefore proposed to the Shareholders' Meeting for consideration and approval of the amendment of the Company's Memorandum of Association Clause 4 to be in line with the decrease of the Company's registered capital as proposed.

Approval of the amendment to Clause 4, the Company's registered capital, of the Company's Memorandum of Association requires a resolution passed by not less than three-fourths of the total votes of shareholders attending the meeting and having the right to vote, according to Clause 36 (2) of the Company's Articles of Association.

9. To consider and approve the issuance and offering for sale of debt instruments with the amount of not exceeding Baht 10,000 million (ten billion Baht)

Objective and rationale: In order for the Company to gain capital to support the Company's operations and/or the Company's future business expansion and/or for use as the Company's working capital and/or for repayment of debts and/or for other purposes as the Board of Directors deems appropriate.

Opinion of the Board of Directors: The Shareholders' Meeting should approve the issuance and offering for sale of debt instruments in the aggregate principal amount of not exceeding Baht 10,000 Million, adding from the previous resolution of the 2018 Annual General Meeting of Shareholders, which was held on April 27, 2018, to approve the issuance and offering for sale of the debt instruments with no limit on the amount and number of times offered, with a duration of not more than seven years, and the amount of not more than Baht 20,000 million (twenty billion Baht). Thus, the total amount the Company can issue and offer for sale of debt instruments shall be not more than Baht 30,000 million (thirty billion Baht), the details are as follows;

1. To Company can issue and offer for sale all types of debt instruments at once and/or divided into a series of allotments, including the issuance and offering in the form of projects, on the Company's discretion and need of fund as the Company deems it appropriate, subject to the following conditions:

Type: All types of debt instruments (including but not limited to name-registered or bearer debentures, subordinated or non-subordinated, with or without debentureholders' representative, and secured or unsecured, perpetual bond, and/or derivative debentures) depending upon the market suitability at the time of each offering.

Amount: Not exceeding Baht 10,000 million, from the previous, the Company has the credit limit of issuing and offering for sale of debt instruments in the amount of

not exceeding Baht 20,000 million. Thus, the total amount the Company can issue and offer for sale of debt instruments shall be not more than Baht 30,000 million (thirty billion Baht) or its equivalent in any other currency

In the event of repurchase and/ or redemption and/or repayment for any reasons which decrease the outstanding balance of the debt instruments, the balance amount which has been redeemed and/or repurchased and/or repaid by the Company can be counted as the debt instruments' issuance and offering amount (Revolving Principal).

However, if the Company issues the debt instruments for refinancing purposes (the issuance of new debt instruments to pay off the existing debt instruments), the principal value of the original debt instruments which will be redeemed on the same day as the issuance and offering for sale of the new debt instruments will not be counted as part of the total value of the outstanding balance of the debt instruments that have not yet been redeemed in the calculation of the Company's limit to issue and offer of debt instruments.

Offering: Through public offering and/ or private placement and may be offered domestically and/ or internationally pursuant to applicable notifications of the Securities and Exchange Commission, notifications of the Capital Market Supervisory Board, and/ or notifications of the Office of the Securities and Exchange Commission (Office of the SEC). All of the debt instruments may be offered and issued at once and/or divided into multiple offerings, and may be issued and sold as replacement for the debt instruments which already issued and sold, according to the Company's needs.

Maturity: Not exceeding 7 years from the date of issuing debt instruments at each time.

Early Redemption: The debt instrument holders may or may not be entitled to request the Company to redeem the debt instruments prior to the maturity date and/ or the Company may or may not be entitled to redeem the debt instruments prior to the maturity date in accordance to the respective terms and conditions of the debt instruments which shall be in compliance with the relevant laws and regulations and qualified for the approval from the relevant government authorities.

Interest Rate: Depending upon the suitability and market condition at the time of the issue and offer for sale.

Principal Repayment: Amortization or bullet payment on the maturity date.

2. The Board of Directors propose to the Shareholders' Meeting to consider and approve the delegation of authority to a person authorized by the Board of Director and/or Executive Committee and/or the Board of Director or Executive Committee, to have authority to execute any activities necessary and related to issuance and offering of the debt instruments as required by the laws and regulations, including but not limit to determination of the selling price, period and method of offering, types of debt instruments, financial advisor's fees, lawyer's fees, and other expense related to the issuance and offering for sale of the debt instrument, the appointment of financial advisor, lawyers, underwriter, registrar and/or debt instrument holders' representative; to enter into, sign, revise, negotiate agreements and/or documents, including providing information or submitting evidence to the Office of the Securities and Exchange Commission, the Stock Exchange of Thailand, credit rating agencies, the Thai Bond Market Association and/or other authorities in relation to such issuance and offering for sale of the debt instrument; to do all related matters as they deem appropriate and report results of the debt instruments offering to the Board of Directors.

Approval of the issuance and offering for sale of debt instrument by the Shareholders' Meeting requires a resolution passed by not less than three-fourths of the total votes of shareholders attending the meeting and having the right to vote, according to Clause 36 (2) of the Company's Articles of Association

10. 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 2020 Annual General Meeting of Shareholders, will be on Friday, 29 May 2020.

The Company offered an opportunity for shareholders to propose in advance agenda items for the 2020 Annual General Meeting of Shareholders, from September 15, 2019 to December 31, 2019, 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.co.th>. However, no shareholders proposed any

agenda items for the 2020 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 QR Code format, the Company has therefore produced the 2019 Annual Report in the QR Code format and sent it to the shareholders together with Financial Highlights from the 2019 Annual Report. However, shareholders wishing to obtain the 2019 Annual Report in hard copy may send a request to:

Investor Relations Department,
Pruksa Holding Public Company Limited,
1177, Pearl Bangkok Building, 9th floor, Phaholyothin Road,
Phayathai Sub-district, Phayathai District, Bangkok 10400;
E-mail: ir@pruksa.com Tel. 02-0801739 ext. 49110, 49114

Regards,
Pruksa Holding Public Company Limited

- Dr.Prasarn Trairatvorakul –
(Dr.Prasarn Trairatvorakul)
Chairman of the Board of Directors

Investor Relations Department: E-mail: ir@pruksa.com Tel. 02-0801739 ext. 49110, 49114

**Supporting Documents for Agenda Item 1: To consider and acknowledge the Annual Report and
the Board of Directors' Report on the Operating Results of 2019**

Data is via the QR Code provided together with the invitation letter where some important financial data are as follows:

Financial Highlight	Unit	2018	2019
Presale	Million Baht	51,101	35,601
Presale	units	18,940	12,039
Unit transferred	units	18,241	15,363
No. of share	Million shares	2,189	2,189
From Financial Figure			
Total Assets	Million Baht	81,845	86,782
Total Liabilities	Million Baht	39,971	42,990
Equities	Million Baht	41,171	43,056
Revenue from sales of real estate	Million Baht	44,901	39,885
Total Revenue	Million Baht	45,070	40,152
Gross Profit	Million Baht	16,086	14,131
Selling and Administrative expenses	Million Baht	8,430	7,060
Net Profit for the year	Million Baht	6,131	5,459
Net Profit attributable to owners of the Company	Million Baht	6,022	5,359
Per Share basis (Baht per share)			
Book Value per share	Baht per share	18.81	19.67
Market Price at Year-end	Baht	17.30	14.80
Earnings per share (consolidated financial statements)	Baht per share	2.75	2.45
Market Price / Earnings per share	Times	6.29	6.04
Dividend per share (performance year) **	Baht	1.55	1.55
Dividend yield**	%	8.96	10.47
Dividend yield payout ratio*	%	56.36	63.30
Market Cap.	Million Baht	37,861	32,390
Highlight Financial Ratio			
Average Assets Turnover	Times	0.58	0.48
Return on Assets (ROA)***	%	10.16	8.70
Return on Equities (ROE)	%	15.23	12.74
Gross Profit Margin ****	%	35.83	35.40
Net Profit Margin	%	13.36	13.35
Debt/Equities	Times	0.97	1.00
Interest Bearing Debt/Equities	Times	0.66	0.72

Remark: * The company has paid the interim dividends 2 times, totaling 1.55 baht per share and there will not be any additional dividend payment for the 2019 operating results.

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

2019 - Calculation from dividend for the year 2019 of Baht 1.55 per share based on consolidated 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

Biographies of directors to replace those retired by rotation

Name	:	Dr. Piyasvasti Amranand	
Age	:	66 Years	
Nationality	:	Thai	
Shareholding	:	0.00% (- share as at 31 December 2019)	
Family Relationship Among the Executive	:	-	
Positions	:	Independent Director / Chairman of the Audit Committee	
Tenure	:	4 years 2 months (since 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 Position (s)	:	Chairman, Energy for Environment Foundation.	
(Other position in a company or sector other than listed companies: 2 position)		Director, Kiroro Resort Holdings Company Limited. (Japan).	
Work Experience	:	2014-Jul 2018 Chairman (Independent Director), PTT Public Company Limited. 2014-Feb 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	:	Director Accreditation Program - DAP 35/2005, Thai Institute of Director (IOD)	

Meeting Attended	:	2018	2019	
		Board of Director	11 from 11	10 from 11 (90.91%)
		Audit Committee	12 from 12	12 from 12 (100%)
Proposed Positions	:	Independent Director / Chairman of the Audit Committee (3 years/term)		
Other position in other listed company	:	Chairman (Independent Director), PTT Global Chemical Public Company Limited Chairman of the Audit Committee (Independent Director), Kasikorn Bank 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	:	Mrs. Rattana Promsawad	
Age	:	59 Years	
Nationality	:	Thai	
Shareholding	:	1.94% (42,528,017 share as at 31 December 2019)	
Family Relationship Among the Executives	:	Younger sister of Mr.Thongma Vijitpongpun	
Current Position	:	Authorised Director / Member of the Corporate Governance Committee	
Tenure	:	4 years 2 months (Started on April 29, 2016)	
Educations	:	Bachelor Degree (Law), Ramkhamhaeng University	
Other position (s)	:	Director of CEO Office – Pruksa Real Estate PCL.	
(Other position in a company or sector other than listed companies: 5 position)	:	Director - Pruksa Overseas Company Limited Director - Pruksa International Company Limited Director - Kaysorn Construction Company Limited Director - Pruksa India Housing Private Limited	
Work Experiences	:	2005-February 2018 Director, Pruksa Real Estate PCL. 2003 - 2005 Finance Advisor - Preuksa Real Estate PCL. 1998 - 2004 Director - Kaysorn Restaurant Company Limited (stopped operating the business on January 28, 2005) 1993 - 2003 Finance Manager - Preuksa Real Estate Company Limited 1986 - 2001 Finance Manager - Siam Engineering Limited Partnership	
Training	:	Directors Certification Program – DCP 52/2004, Thai Institute of Director (IOD)	
Meeting Attend	:		
		2018	2019
	Board of Director	11 from 11	11 from 11 (100%)
	Corporate Governance Committee	7 from 7	4 from 4 (100%)
Proposed Positions	:	Authorised Director / Member of the Corporate Governance Committee (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

Supporting Document for Agenda Item 5 :

To consider and approve the determination of directors' remuneration for 2020

The Board of Directors' Meeting No. 2/2020 considered the determination of Directors' remuneration for 2020, 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 2020 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 31,000,000. Bonus payment of year 2020 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	1,020,000 Baht
1.4 Nomination and Remuneration Committee	2,040,000 Baht
1.5 Corporate Governance Committee	540,000 Baht
1.6 Executive Committee	960,000 Baht
1.7 Fringe Benefit	3,160,000 Baht
Totalling (1.1-1.7)	31,000,000 Baht

2. **Bonus payment of year 2020 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	2018*	2019**	2020
1. Monthly Retainer and Meeting Allowance			
1.1 Company's Board of Directors	16,440,000	16,933,667	20,040,000 Baht
1.2 Audit Committee	2,640,000	1,990,000	3,240,000 Baht
1.3 Enterprise Risk Management Committee	810,000	540,000	1,020,000 Baht
1.4 Nomination and Remuneration Committee	1,700,000	1,460,000	2,040,000 Baht
1.5 Corporate Governance Committee	630,000	320,000	540,000 Baht
1.6 Executive Committee	480,000	440,000	960,000 Baht
1.7 Fringe Benefit	2,464,000	2,324,000	3,160,000 Baht

Totaling (1.1-1.7)	25,164,000	24,007,667	31,000,000 Baht
2. Performance bonus for the Directors	13,568,734	13,568,731	0.3-0.5 percent of the Amount equivalent to the dividend payout
Totaling	38,732,734	37,576,398	

Note: * Remuneration actually paid in 2018, including the bonus of second half of the year paid on May 31, 2019.

 ** Remuneration actually paid in 2019, including the bonus of second half of the year paid on May 29, 2020.

Policy on Directors Remuneration for the Year 2020

Director	Monetary Remuneration for 2020 (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 2020 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 2020 accounting period and determination of the audit fee for 2020**

The Board of Directors Meeting No. 2/2020 considered the appointment of the Company's auditors and the auditors' fee for the 2020 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 four 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 7 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 2020 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 2020 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 2020 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 2018-2019 to the auditors of KPMG Phoomchai Auditing Company Limited for the review and audit of the Company's and its domestic subsidiaries' financial statements as per detailed below:

Audit fee for the Company and its subsidiaries

Unit : Baht

Items	2019	2018 [*]
Audit fee for the Company	1,200,000	1,200,000
Audit fee for subsidiaries - Thailand	4,050,000	3,900,000
Audit fee for subsidiaries – Oversea**	-	-
Other exp.	176,000	202,700
Total	5,426,000	5,302,700

*Year 2018 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	2019	2018 [*]
BOI review	1,070,000	535,000

*Year 2018 as comparative information

2. KPMG Phoomchai Business Advisory Ltd.

Unit : Baht

Items	2019	2018 [*]
Anti-Corruption Re-CAC	347,750	-

*Year 2018 as comparative information

3. KPMG Phoomchai Tax Limited

Unit : Baht

Items	2019	2018 [*]
Contracts review	2,450,000	4,535,500

*Year 2018 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.

June 1, 2020

To: All shareholders,

Re: Authorization for the Annual General Meeting of Shareholders for the year 2020

Whereas the Annual General Meeting of Shareholders for the year 2020 of Pruksa Holding Public Company Limited is scheduled on Friday, June 26, 2020 at 2.00 p.m., at Meeting room, 1177 Pearl Bangkok Building 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 2020.

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. Anusorn Sangnimnuan | Independent Director, Member of the Nomination and Remuneration Committee and Chairman of the Corporate Governance Committee |
| 2. Mr. Weerachai Ngamdeevilaiak | Independent Director, Member of the Audit Committee, Chairman of the Enterprise Risk Management Committee and Chairman of the Nomination and Remuneration Committee |
| 3. Mr. Anuwat Jongyindee | Independent Director, Member of the Audit Committee and Member of the Corporate Governance Committee |

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. Prasarn Trairatvorakul –
(Dr. Prasarn Trairatvorakul)
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. Anusorn Sangnimnuan

Age : 66 Years

Nationality : Thai

Shareholding : 0.00% (- share as at 31 December 2019)



**Family Relationship Among
the Executives** : -

Current Position : Independent Director / Member of the Nomination and Remuneration Committee /
Chairman of the Corporate Governance Committee
(Started on April 29, 2016)

Educations : - 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 N/A

**Other position in other listed
company** : Independent Director - IRPC Public Company Limited
Independent Director - B.Grimm Power Public Company Limited

Major Experiences : 2014-February 2018 Independent Director, Pruksa Real Estate Plc.
2013 - 2016 Director - The Krungthep Thanakom Company Limited
2014 - 2015 Member of the National Reform Council
2014 - 2015 Director- Loxley Plc.
2013 - 2015 Senior Consultant, The Bangchak Plc.
2005 - 2012 President - The Bangchak Petroleum Plc.
2011 - 2012 Chairman -The Bangchak Solar Energy Co.,Ltd.
2011 - 2012 Chairman - The Ubon Bioethanol Co.,Ltd.
2008 - 2012 Chairman - The Bangchak Biofuel Co.,Ltd.
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 :

- Finance for Non - Finance Directors - FND 22/2005, Thai Institute of Directors**
- Director Accreditation Program - DAP 40/2005, Thai Institute of Directors**
- Director Certification Program - DCP 62/2005, Thai Institute of Directors**
- Re - Refresher Course - DCP 1/2008, Thai Institute of Directors**
- 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 Attend	:	2018	2019
Board of Director		11 from 11	10 from 11 (90.91%)
Corporate Governance Committee		7 from 7	4 from 4 (100%)
Nomination and Remuneration Committee		11 from 11	9 from 10 (90%)

- *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.Weerachai Ngamdeevilaisak	
Age	:	57 Years	
Nationality	:	Thai	
Shareholding	:	0.00% (0 shares as at 31 December 2019)	
Family Relationship Among the Executives	:	-	
Current Position	:	Independent Director / Member of the Audit Committee / Chairman of Enterprise Risk Management Committee / Chairman of the Nomination and Remuneration Committee (Started on April 29, 2016)	
Educations	:	Bachelor Degree (Commerce and Accountancy), Thammasat University Advanced Certificate, Public Administration and Law (King Prajadhipok's Institute)	
Other Current Position	:	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	
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. Independent Director / Chairman of the Audit Committee, Autocorp Holding Public Company Limited.	

Major Experiences : 2005-February 2018 Independent Director, Pruksa Real Estate Plc.
 2003 – 2015 Director - Professional Outsourcing Solutions Co., Ltd
 Director - Accounting & Business Advisory Co., Ltd.
 1999 – 2003 Executive Director - Arthur Andersen Thailand's Group of companies
 1996 - 1999 Assistant Director - SGV-Na-Thalang Co., Ltd
 1992 – 1996 Audit Manager - SGV-Na-Thalang Co., Ltd
 1985 - 1992 Assistant Auditor - SGV-Na-Thalang Co., Ltd

Training : Directors Certification Program (DCP 0/2000) /
 Thai Institute of Director (IOD)
 Finance for Non-Finance Director (FND 1/2001) /
 Thai Institute of Director (IOD)
 Role of the Compensation Committee (RCC 3/2007) /
 Thai Institute of Director (IOD)
 Successful Formulation & Execution of Strategy (SFE 4/2009) /
 Thai Institute of Director (IOD)
 Chartered Director Class (CDC 8/2014) /
 Thai Institute of Director (IOD)
 Defining Boardroom Culture- An Imperative of High-Performing Leadership
 2019 / Thai Institute of Director (IOD)

Meeting Attend	:	2018	2019
Board of Director		11 from 11	10 from 11 (90.91%)
Audit Committee		12 from 12	12 from 12 (100%)
Enterprise Risk Management Committee		9 from 9	6 from 6 (100%)
Nomination and Remuneration Committee		10 from 11	10 from 10 (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 : **62 Years**

Nationality : **Thai**

Shareholding : **0.00% (0 shares as at 31 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) : **Vice President, Provident Fund Association**
Head of Risk 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
Accounting Professions Committee on Accounting System
Accounting Professions Committee on Management Accounting
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
Committee, Head of Sub Audit Committee, Doi Kham Food Company Limited
Advisor-Committee, Head of Sub Audit Committee, Mahidol Wittayanusorn
School
Advisor, SCG Vice President Finance and Investment

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

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)
		Audit Committee Program - ACP 31/2010, Thai Institute of Director (IOD)
		Director Accreditation Program - DAP 82/2010, Thai Institute of Director (IOD)
		Ethical Leadership Program – ELP 11/2018, Thai Institute of Director (IOD)
Meeting Attend	:	2019
		Board of Director 10 from 10 (100%)
		Audit Committee 11 from 11 (100%)
		Corporate Governance Committee 3 from 3 (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 1.00 p.m. of Friday, June 26, 2020 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.

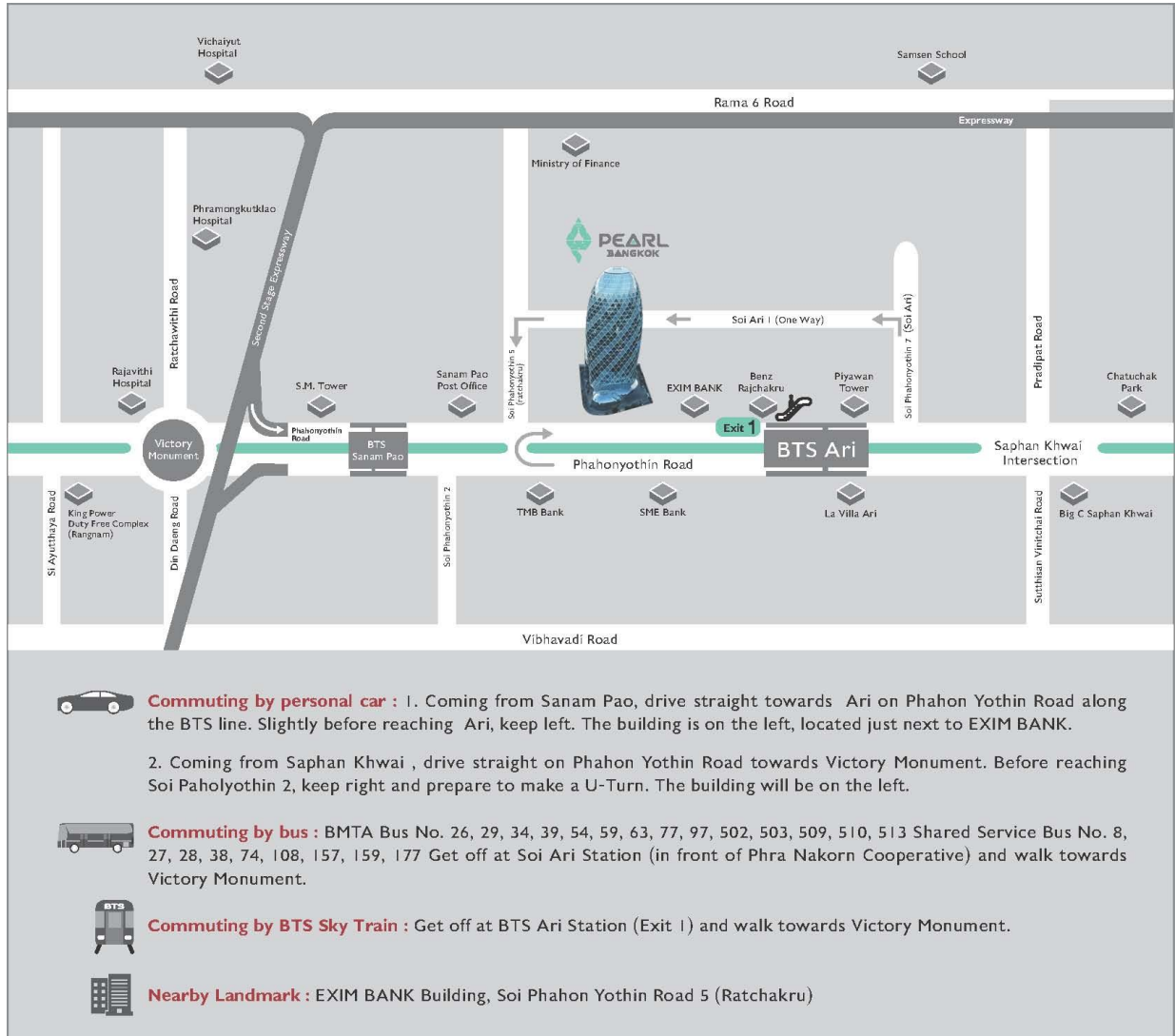
In the case of changes of name title, name, family name, please presents the proof of such changes at the registration.

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



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 23 Directors of the Company are entitled to receive director remuneration from the Company as considered and resolved by shareholders at a shareholders' meeting with a vote of not less than two thirds (2/3) of the total vote of the shareholders attending the meeting which may determine the remuneration at a certain amount or set up specific criteria for it and determine the amount from time to time or have it remain effective until it is resolved otherwise by a shareholders' meeting. In addition, the directors of the Company are entitled to receive an allowance and welfares according to the Company's regulations.

The provisions in the first paragraph shall have no effect on the rights of the Company's staff or employees who are elected as director to receive remuneration and benefits in their capacities as the Company's staff or employees.

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.

Instructions for QR Code in downloading files and Requisition Form for the Annual Report

วิธีการใช้ QR Code ดาวน์โหลดเอกสาร / Instructions for using QR Code in downloading files

สำหรับระบบปฏิบัติการ IOS

1. เปิดกล้อง (Camera) บนมือถือ
2. สแกน (หันกล้องไปที่) QR Code
3. หน้าจอจะมีข้อความ (Notification) แจ้งขึ้นมาด้านบนให้กดที่ข้อความนั้นเพื่อเข้าดูเอกสาร

นอกจากนี้ ยังสามารถใช้แอปพลิเคชันอื่น ๆ ในการสแกน QR Code ได้เช่น QR Reader, Facebook, LINE เป็นต้น

สำหรับระบบปฏิบัติการแอนดรอยด์

1. เปิดแอปพลิเคชัน LINE
2. เลือก “เพิ่มเพื่อน”
3. เลือก QR Code
4. สแกน (หันกล้องไปที่) QR Code เพื่อเข้าดูเอกสาร

นอกจากนี้ ยังสามารถใช้แอปพลิเคชันอื่น ๆ ในการสแกน QR Code ได้เช่น QR Reader, Facebook เป็นต้น

For IOS

1. Open the camera application
2. Scan the QR Code
3. A notification will appear on the top of the screen, click it to access the documents

QR Reader, Facebook and LINE can also be used to scan the QR Code.

For Android

1. Open LINE application
2. Select “Add Friend”
3. Select “QR Code”
4. Scan the QR Code to access the documents

QR Reader and Facebook can also be used to scan the QR Code.

การขอรับรายงานประจำปี / Requisition Form for the Annual Report

โปรดส่งอีเมลโดยแจ้งชื่อนามสกุลและที่อยู่จัดส่งมาที่ ir@pruksa.com หรือ กรอกรายละเอียดในแบบฟอร์มนี้ด้วยตัวบรรจงแล้วส่งไปที่ฝ่ายนักลงทุนสัมพันธ์ บริษัท พฤษา โฮลดิ้ง จำกัด (มหาชน) เลขที่ 1177 อาคารเพิร์ล แบงก์ค็อก ชั้น 9 ถนนพหลโยธิน แขวงพญาไท เขตพญาไท กรุงเทพมหานคร 10400 โทรศัพท์: 02-0801739 ต่อ 49110, 49114

Please send an email to ir@pruksa.com, stating your name and delivery address, or complete this form in block letters and sent it to Investor Relations Department, Pruksa Holding Public Company Limited, 1177, Pearl Bangkok Building, 9th floor, Phaholyothin Road, Phayathai Sub-district, Phayathai District, Bangkok 10400: Tel. 02-0801739 ext. 49110, 49114

ชื่อ-นามสกุล.....

Name & Surname

ที่อยู่.....

Address

เมือง/จังหวัด.....รหัสไปรษณีย์.....

City/Province

Postal Code

มีความประสงค์ขอรับรายงานประจำปีในรูปแบบหนังสือ

would like to receive a printed copy of the Annual Report.



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