

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.



PRUKSA

(Translation)

Invitation to the Annual General Meeting of Shareholders for the Year 2021

Pruksa Holding Public Company Limited

Thursday, April 29, 2021 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 1-1.5 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/aggm> 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**") realizes the importance of your personal data and greatly aware of the personal data protection in accordance to the Privacy Data Protection Act B.E. 2562.

Personal data to be collected

The Company will receive and collect personal data directly from shareholders, proxy holders, and/or attendants attending the shareholders' meeting and from Thailand Securities Depository Company Limited, the Company's share registrar monitoring and maintaining share-related information to be accurate, complete and up-to-date. Personal data consists of the followings:

- General Personal Data such as name, surname, identification number or passport number, date of birth, gender, shareholder identification number, number of shares, image, video recording as well as health information and travel history for public health objectives in preventing the Coronavirus Disease 2019 (Covid-19).
- Contact information such as address, telephone, and email.

Purpose of collection, use and disclosure of personal data

The Company collects, uses, and discloses personal data for the following purposes:

- To call, arrange and conduct the Annual General Meeting of Shareholders for the year 2021 pursuant to the Company's Articles of Association as well as applicable laws, notifications and criteria for meeting arrangement as stipulated by the government, including the preparation of minutes.

- Delivery of Annual Report and/ or Sustainability Report and/ or Financial Report as requested by shareholders.
- To be used for screening attendees who are at risk for Covid-19 to achieve public health objectives for the prevention of dangerous communicable diseases and to comply with the Precautionary Measures and Guidelines for the Annual General Meeting of Shareholders under the outbreak of Coronavirus Disease 2019 (COVID-19).
- The personal data of shareholders, proxy holders and/or attendants of the shareholders' meeting will be kept confidential under applicable laws and the disclosure of the personal data will be done only for the purposes mentioned in this document. The company will disclose personal data to persons or agencies including but not limited to service providers or meeting consultants, shipping and printing service providers, technology providers, as related to the service and necessary, or government agencies related to public health and communicable disease prevention and government and authorities as specified by laws.

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 inspect, to withdraw the consent, to access and obtain a copy of your personal data, to correct and update, to delete or clean up your personal data, to limit the use of personal data, to request for personal data transfer according to the methods prescribed by the law as well as to lodge a complaint and to object the collection, use or disclosure of their personal data.

In a case where the personal data owner does not provide his/her necessary personal data to the Company according to the purposes as stated in this document, the personal data owner may be restricted his/her rights in the shareholders' meeting or right to request a document etc.

Contact information

Pruksa Holding Public Company Limited,

Investor Relations Department

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



(Translation)

Registration Number 0107559000052

No. PSH-CS 10/2021

March 29, 2021

Subject: Invitation to the Annual General Meeting of Shareholders for year 2021

Attention: Shareholders

Attachments: 1. 2019 - 2020 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 2020 Annual Report

The Annual General Meeting of Shareholders of Pruksa Holding Public Company Limited (the "**Company**") for year 2021 will be held on Thursday, April 29, 2021, 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 2020

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 2020 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 2020, as shown in the Annual Report for 2020 and Sustainable Development Report for 2020 which can be accessed via the QR Code provided in the enclosed invitation letter.

This agenda is for acknowledgement only, therefore no voting is required.

2. To consider and approve the Company's Financial Statements for the accounting period ended December 31, 2020

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, 2020 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, 2020, 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 2020 (pp. 205 - 267) 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, 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.

3. To consider and approve the allocation of net profit as legal reserve and the Company's dividend payment for year 2020.

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.

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 approve the allocation of the net profit from the 2020 operating results and payment of dividend as follows:

Legal reserve	0.00 Baht
Dividend on common shares	2,100,964,725.12 Baht

(0.96 Baht per share, accounting for 75.83 percent of the net profit in the consolidated financial statements of year 2020, compared to 1.55 Baht per share, accounting for 63.30 percent of the net profit in the consolidated financial statements of year 2019).

Details of dividend payment	2019	2020
Number of shares (million shares)	2,188.50	2,188.50
Dividend in total (million Baht)	3,392.18	2,100.96 (proposed)
Dividend per share (Baht per share)	1.55	0.96 (proposed)
Net profit/ loss in the consolidated financial statements (million Baht)	5,358.81	2,770.63
Dividend payout ratio (compared to the net profit from the Consolidated Financial Statements) (percent)	63.30	75.83 (proposed)

The Company has paid the interim dividend at the rate of Baht 0.31 per share on Tuesday, September 8, 2020. Thus, the remaining dividend for the year 2020 to be paid this time is at the amount of Baht 0.65 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 Friday, 12 March 2021 and the dividend will be paid on Friday, 21 May 2021.

The right to receive the said dividends is subject to approval by the 2021 Annual General Meeting of Shareholders.

This dividend payment in the amount of Baht 0.65 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 2020 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

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. Prasarn Trairatvorakul	Chairman of the Board of Directors and Independent Director
2.	Mr. Thongma Vijitpongpan	Executive Vice Chairman of the Board of Directors, Member of the Nomination and Remuneration Committee, Chairman of the Executive Committee and Group Chief Executive Officer
3.	Mr. Wichian Mektrakarn	Director, Member of the Nomination and Remuneration Committee and Member of the Executive Committee
4.	Mr. Anuwat Jongyindee	Member of the Audit Committee, Member of the Corporate Governance Committee and Independent Director

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 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 2)

With regard to Dr. Prasarn Trairatvorakul and Mr. Anuwat Jongyindee, the retiring directors who are nominated for re-appointment for another term holding the office of the Independent Directors, 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 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 25, 2020 to December 31, 2020, 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 2021

Objective and rationale: For the Shareholders' Meeting to consider the determination of directors' remuneration for year 2021, 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 2021 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 2021 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 2021 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 2020 Annual Report, as shown in the Annual Report for 2020 (pp. 82 - 98) which can be accessed via the QR Code provided in the enclosed invitation letter.

Approval of the directors' remuneration for 2021 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 2021 accounting period and the determination of the audit fee for 2021

Objective and rationale: For the Shareholders' Meeting to consider the appointment of the Company's auditors for the 2021 accounting period and the determination of the auditors' fee for 2021 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 2021 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 2021 at a total of Baht 5,408,500 (five million four hundred eight thousand five hundred baht), divided into Baht 5,250,000 (five million two hundred fifty thousand baht) for audit by KPMG Phoomchai Audit Ltd. and Baht 158,500 (one hundred fifty-eight thousand five 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 2021 at a total of Baht 5,408,500 (five million four hundred eight thousand five hundred baht), divided into Baht 5,250,000 (five million two hundred fifty thousand baht) for audit by KPMG Phoomchai Audit Ltd. and Baht 158,500 (one hundred fifty-eight thousand five 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 2021 accounting period and the audit fees for year 2021 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 2021 Annual General Meeting of Shareholders, will be on Friday, March 12, 2021.

The Company offered an opportunity for shareholders to propose in advance agenda items for the 2021 Annual General Meeting of Shareholders, from September 25, 2020 to December 31, 2020, 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 2021 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 2020 Annual Report in the QR Code format and sent it to the shareholders together with Financial Highlights from the 2020 Annual Report. However, shareholders wishing to obtain the 2020 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 2020**

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

Financial Highlight	Unit	2019	2020
Presale	Million Baht	35,601	21,968
Presale	units	12,039	8,990
Unit transferred	units	15,363	11,399
No. of share	Million shares	2,189	2,189
From Financial Figure			
Total Assets	Million Baht	86,782	78,273
Total Liabilities	Million Baht	42,990	34,487
Equities	Million Baht	43,056	43,047
Revenue from sales of real estate	Million Baht	39,885	29,244
Total Revenue	Million Baht	40,152	29,513
Gross Profit	Million Baht	14,131	9,368
Selling and Administrative expenses	Million Baht	7,060	5,437
Net Profit for the year	Million Baht	5,459	2,827
Net Profit attributable to owners of the Company	Million Baht	5,359	2,771
Per Share basis (Baht per share)			
Book Value per share	Baht per share	19.67	19.67
Market Price at Year-end	Baht	14.80	12.50
Earnings per share (consolidated financial statements)	Baht per share	2.45	1.27
Market Price / Earnings per share	Times	6.04	9.84
Dividend per share (performance year) *	Baht	1.55	0.96
Dividend yield**	%	10.47	7.68
Dividend yield payout ratio*	%	63.30	75.83
Market Cap.	Million Baht	32,390	27,365
Highlight Financial Ratio			
Average Assets Turnover	Times	0.48	0.36
Return on Assets (ROA)***	%	8.70	5.09
Return on Equities (ROE)	%	12.74	6.44
Gross Profit Margin ****	%	35.40	32.03
Net Profit Margin	%	13.35	9.39
Debt/Equities	Times	1.00	0.80
Interest Bearing Debt/Equities	Times	0.72	0.60

Remark: * The company has paid the interim dividends 1 times of Baht 0.31 per share as of September 8, 2020 balance dividends for the year 2020 to be paid this time of Baht 0.65 per share. The dividend payment for the year 2020 is subject to the approval from the 2021 Annual General Meeting of Shareholders.

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

2020 - Calculation from dividend for the year 2020 of Baht 0.96 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. Prasarn Trairatvorakul	
Age	: 68 Years	
Nationality	: Thai	
Shareholding	: 0.00% (- share as at 31 December 2020)	
Family Relationship Among the Executive	: -	
Current Positions	: Chairman of the Board of Directors / Independent Director	
Tenure	: 4 years 11 months (Started on April 29, 2016)	
Education	: Bachelor of Engineering in Electrical Engineering (First class Honors), Chulalongkorn University. Master of Engineering in Industrial Engineering and Management, Asian Institute of Technology, Bangkok, Thailand. Master in Business Administration, Harvard University, Massachusetts, USA. Doctor of Business Administration, Harvard University, Massachusetts, USA. Honorary Doctor of Business Administration, Rajamangala University of Technology Suvarnabhumi. Honorary Doctor of Economics, Khon Kaen University. Honorary Doctor of Economics, The University of the Thai Chamber of Commerce. Honorary Doctor of Economics, Chulalongkorn University. Honorary Doctor of Philosophy, National Institute of Development Administration.	
Other Current Position (s) (Other position in a company or sector other than listed companies: 14 positions)	: Director, Siam Sindhorn Company Limited. Director, CPB Equity Company Limited. Chairman of the Board, Education Equity Fund. Chairman of the Board, Mahidol Witayanusorn.	

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 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.
Executive Director, Thai Red Cross Society.

Work Experience : **1999-2003 Secretary - General, Securities and Exchange Commission of Thailand.**

2004-2010 President, KASIKORNBANK Public Company Limited.

2010-2015 Governor, Bank of Thailand.

2016-February 2018 Independent Director,
Pruksa Real Estate Public Company Limited.

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

Directors Certification Program - DCP 21/2002 / Thai Institute of Directors (IOD)

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

Board Nomination and Compensation Program - BNCP 5/2018 / Thai Institute of Directors (IOD).

IT Governance and Cyber Resilience Program - ITG 15/2020 / 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	:	2019	2020
		11 from 11	10 from 10 (100%)

Proposed Positions : **Chairman of the Board of Directors / Independent Director (3 years / term)**

Other position in other listed company : **Independent Director / Chairman of the Remuneration Committee / Member of CSR Committee for Sustainable Development, The Siam Cement Public Company Limited.**
Chairman of the Board, Central Retail Corporation Public Company Limited.
Chairman of the Board, SCG Packaging 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.Thongma Vijitpongpun

Age : 63 years

Nationality : Thai

Shareholding : 60.23% (1,318,190,000 shares as of 31 December 2020)

Family Relationship Among the Executive : Elder brother of Mrs. Rattana Promsawad

Current Positions : Authorized Director / Executive Vice Chairman of the Board of Directors / Member of Nomination and Remuneration Committee / Chairman of Executive Committee / Group Chief Executive Officer

Tenure : 5 years (Started on March 16, 2016)

Education : B.SC (Civil Engineering), Chulalongkorn University.
(Honors) Ph.D. (Civil Engineering), RMUTK.
(Honors) Ph.D. (Engineering Science in Civil Engineering), SPU.
(Honors) Ph.D. (Civil Engineering), KMUTT.
(Honors) Ph.D. (Economics), CMU.

Other Current Position (s) (Other position in a company or sector other than listed companies: 3 positions) : Director, Vimut Hospital Holding Co., Ltd.
Director, Prukso Overseas Co., Ltd.
Director, Prukso International Co., Ltd.

Work Experience : 1985-1987 Siam Engineering Partnership.
1998-2005 Kaysorn Restaurant Company Limited.
2005-February 2018 Executive Vice Chairman of the Board of Directors, Chief Executive Officer, Prukso Real Estate Public Company Limited.

Training : Finance for Non-Finance Directors 5/2003 / Thai Institute of Director (IOD).
Directors Certification Program - DCP 50/2004/ Thai Institute of Director (IOD).

Meeting Attended :

	2019	2020
Board of Director	11 from 11	10 from 10 (100%)
Nomination and Remuneration Committee	10 from 10	10 from 10 (100%)
Executive Committee	11 from 11	18 from 18 (100%)



Proposed Positions : **Authorized Director / Executive Vice Chairman of the Board of Directors / Member of Nomination and Remuneration Committee / Chairman of Executive 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**

Name	: Mr. Wichian Mektrakarn	
Age	: 67 years	
Nationality	: Thai	
Shareholding	: 0.00% (- shares as of 31 December 2020)	
Family Relationship Among the Executive	: -	
Current Positions	: Authorized Director / Member of the Nomination and Remuneration Committee / Member of the Executive Committee	
Tenure	: 5 years (Started on March 16, 2016)	
Education	: BS EEE (Honor) California State Polytechnic University, Pomona, USA.	
Other Current Position (s) (Other position in a company or sector other than listed companies: 3 position)	: Director, Vimut Hospital Holding Company Limited. Chairman, Aira & Aiful Public Company Limited. Independent Director / Chairman of the Audit Committee, Thanachart Insurance Public Company Limited.	
Work Experience	: 2006-2009 President, Advanced Info Service Public Company Limited. 2009-June 2014 Chief Executive Officer, Advanced Info Service Public Company Limited. 2014-January 2018 Director, Pruksa Real Estate Public Company Limited. 2017-July 2018 Chairman, CS Loxinfo Public Company Limited.	
Training	: Director Certification Program - DCP107/2008 / Thai Institute of Directors (IOD). Board that Make a Different - BMD3/2016 / Thai Institute of Directors (IOD). Role of the Chairman Program - RCP 40/2017 / Thai Institute of Directors (IOD). Ethical Leadership Program - ELP 12/2018 / Thai Institute of Directors (IOD). IT Governance and Cyber Resilience Program - ITG 13/2020 / Thai Institute of Directors (IOD). Advance Audit Committee Program - ACCP 36/2020 / Thai Institute of Directors (IOD). Advanced Technical in Microwave / California State University – Northrid.	

Mini MBA for Shinawatra Executives / Chulalongkorn University.

Advanced Executive Program / Kellogg School of Management,

Northwestern University, USA.

Capital Market Academy Class 8 (CMA 8) / Capital Market Academy,

The Stock Exchange of Thailand.

Advanced Certificate Course in Politics and Governance in Democratic

Systems for Executives Class 17 / The College of Politics and Governance,

King Prajadhipok's Institute.

Meeting Attended	:	2019	2020	
		Board of Director	11 from 11	10 from 10 (100%)
		Nomination and Remuneration		
		Committee	10 from 10	10 from 10 (100%)
		Executive Committee	11 from 11	12 from 13 (92.30%)

Proposed Positions : **Authorized Director / Member of the Nomination and Remuneration Committee / Member of the Executive Committee / (3 years / term)**

Other position in other listed company : **Director / Member of Audit Committee / Member of the Risk Management Committee, AAPICO Hitech 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**

Name	: Mr. Anuwat Jongyindee	
Age	: 63 Years	
Nationality	: Thai	
Shareholding	: 0.00% (- share as at 31 December 2020)	
Family Relationship Among the Executives	: -	
Current Position	: Independent Director / Member of the Audit Committee / Member of the Corporate Governance Committee	
Tenure	: 2 years 2 months (Started on February 1, 2019)	
Educations	: Bachelor of Science (Business Administration) Kasetsart University. Master of Accountancy, Chulalongkorn University.	
Other position (s) (Other position in a company or sector other than listed companies: 12 position)	: Vice President, Provident Fund Association. 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. Advisor, SCG Vice President Finance and Investment. 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 Products Company Limited. Advisor-Committee, Head of Sub Audit Committee, Mahidol Witayanusorn School. Director, Chotiwat Manufacturing Company Limited. Advisor, Accounting Professions Committee of Federation of Accounting Professions. Accounting Systematisation Committee of Federation of Accounting	

Professions.

Work Experiences : **2001-Head of Administration Division, Printing Writing Business.**
2002-2003 Head of Accounting Division,
The Siam Pulp and Paper Public Company Limited.
2004-2005 Deputy Managing Director, Share Service Function2 of
Cementhai Accounting Company.
2005-2010 Corporate Accounting of The Siam Cement Public Company
Limited.
2010-2017 Internal Audit Director, The Siam Cement Public Company
Limited.

Training : **Director 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	2020
Board of Director		10 from 10	10 from 10 (100%)
Audit Committee		11 from 11	12 from 12 (100%)
Corporate Governance Committee		3 from 3	5 from 5 (100%)

Proposed Positions : **Independent Director / Member of the Audit Committee /**
Member of the Corporate Governance Committee (3 years / term)

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

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

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 -**

Supporting Document for Agenda Item 5 :
To consider and approve the determination of directors' remuneration for 2021

The Board of Directors' Meeting No. 2/2021 considered the determination of Directors' remuneration for 2021, 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 2021 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 2021 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	1,920,000 Baht
1.7 Fringe Benefit	2,200,000 Baht
Totaling (1.1-1.7)	31,000,000 Baht

2. Bonus payment of year 2021 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	2019*	2020**	2021
1. Monthly Retainer and Meeting Allowance			
1.1 Company's Board of Directors	16,933,667	16,166,000	20,040,000 Baht
1.2 Audit Committee	1,990,000	2,006,000	3,240,000 Baht
1.3 Enterprise Risk Management Committee	540,000	441,000	1,020,000 Baht
1.4 Nomination and Remuneration Committee	1,460,000	1,237,000	2,040,000 Baht
1.5 Corporate Governance Committee	320,000	441,000	540,000 Baht
1.6 Executive Committee	440,000	664,000	1,920,000 Baht
1.7 Fringe Benefit	2,324,000	450,000	2,200,000 Baht
Totaling (1.1-1.7)	24,007,667	21,405,000	31,000,000 Baht

2. Performance bonus for the Directors	13,568,731	2,713,744	0.3-0.5 percent of the Amount equivalent to the dividend payout
Totaling	37,576,398	24,118,744	

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

** Remuneration actually paid in 2020, including the bonus of first half of the years paid on September 30, 2020 but not including the bonus of second half of the year.

Policy on Directors Remuneration for the Year 2021

Director	Monetary Remuneration for 2021 (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 2021 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 2021 accounting period and determination of the audit fee for 2021

The Board of Directors Meeting No. 2/2021 considered the appointment of the Company's auditors and the auditors' fee for the 2021 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. | Ms. Vannaporn Jongperadechanon | Certified Public Accountant No. | 4098 |
| 2. | Mr. Charoen Phosamritlert | Certified Public Accountant No. | 4068 |
| 3. | Ms. 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

Ms. 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 five 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 2021 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 2021 is at Baht 5,250,000.

For the oversea 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 158,500 and the total audit fee for the year 2021 is at Baht 5,408,500 (divided into Baht 5,250,000 for audit by KPMG Phoomchai Audit Ltd. and Baht 158,500 for audit by other external auditors).

Pruksa Holding Public Company Limited and its subsidiaries paid audit fees for the years 2019-2020 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	2020	2019 [*]
Audit fee for the Company	1,200,000	1,200,000
Audit fee for subsidiaries - Thailand	4,050,000	4,050,000
Audit fee for subsidiaries – Oversea**	-	-
Other exp.	175,500	176,000
Total	5,425,500	5,426,000

*Year 2019 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	2020	2019 [*]
BOI review	108,070	1,070,000

*Year 2019 as comparative information

2. KPMG Phoomchai Business Advisory Ltd.

Unit : Baht

Items	2020	2019 [*]
Consultant fee to assess and review access to critical job functions of the payroll and people process on the SAP ERP system	380,000	-
Anti-Corruption Re-CAC	-	347,750

*Year 2019 as comparative information

3. KPMG Phoomchai Tax Limited / KPMG Phoomchai Legal Ltd.

Unit : Baht

Items	2020	2019*
Contracts review	1,344,300	2,450,000

*Year 2019 as comparative information

Remark: KPMG Phoomchai Business Advisory Ltd, KPMG Phoomchai Tax Limited, KPMG Phoomchai Legal Ltd. and KPMG Phoomchai Audit Limited are not the same entity and the services they render are different

March 29, 2021

To: All shareholders,

Re: Authorization for the Annual General Meeting of Shareholders for the year 2021

Whereas the Annual General Meeting of Shareholders for the year 2021 of Pruksa Holding Public Company Limited is scheduled on Thursday, April 29, 2021 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 2021.

In the case that you cannot attend this Annual General Meeting of Shareholders in person, 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 on your behalf:

- | | |
|---------------------------------|---|
| 1. Dr. Piyasvasti Amranand | Independent Director and Chairman of the Audit Committee |
| 2. Dr. Anusorn Sangnimnuan | Independent Director, Member of the Nomination and Remuneration Committee and Chairman of the Corporate Governance Committee |
| 3. 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 |

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 or as per the intention of the shareholders
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 on your behalf, 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

to attend the meeting on their behalf

Name	:	Dr. Piyasvasti Amranand	
Age	:	67 Years	
Nationality	:	Thai	
Shareholding	:	0.00% (- share as at 31 December 2020)	
Family Relationship Among the Executive	:	-	
Current Positions	:	Independent Director / Chairman of the Audit Committee (Started on April 29, 2016)	
Education	:	Bachelor's Degree (First Class Honors) Mathematics, University of Oxford, U.K. Master's Degree (Distinction) Economics, (Econometrics and Mathematical Economics), London School of Economics, University of London, U.K. Ph.D. Economics, London School of Economics, University of London, U.K.	
Other Current Position (s)	:	Chairman, Energy for Environment Foundation. Director, Kiroro Resort Holdings Company Limited. (Japan).	
Other position in other listed company	:	Chairman (Independent Director), PTT Global Chemical Public Company Limited. Independent Director and Chairman of the Risk Oversight Committee, Kasikorn Bank Public Company Limited. Independent Director and planner, Thai Airways International Public Company Limited.	
Major Experience	:	2006-2008 Minister, Ministry of Energy. 2008-2009 Chief Advisor to Chief Executive Officer, Kasikornbank Public Company Limited. 2009-2012 President, Thai Airways International Public Company Limited. 2014-Feb 2018 Independent Director, Pruksa Real Estate Public Company Limited. 2014-Jul 2018 Chairman of the Board of Directors (Independent Director), PTT Public Company Limited.	
Training	:	Director Accreditation Program - DAP 35/2005 / Thai Institute of Director (IOD).	

Meeting Attended	:	2019	2020	
	Board of Director	10 from 11	10 from 10	(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. Anusorn Sangnimnuan	
Age	: 66 Years	
Nationality	: Thai	
Shareholding	: 0.00% (- share as at 31 December 2020)	
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	: B.Sc. (Chemical Engineering), Chulalongkorn University M.Eng. (Environmental Engineering), Asian Institute of Technology (AIT) Ph.D. (Chemical Engineering), Monash University, Melbourne, Australia.	
Other Current Position	N/A	
Other position in other listed company	: Independent Director - IRPC Public Company Limited. Independent Director, Member of the Audit Committee and Chairperson of Corporate Governance Committee - B.Grimm Power Public Company Limited.	
Major Experiences	: 2006-2008 Member, The Legislative Assembly: Commissioner and Secretary, Energy Committee. 2007-2011 Director, Thai Listed Companies Association. 2008-2011 Director, Thai Capital Market Organizations. 2008-2011 Chairman, Thailand Business Council for Sustainable Development (TBCSD). 2008-2012 Chairman, The Bangchak Biofuel Company Limited. 2011-2012 Chairman, The Ubon Bioethanol Company Limited. 2011-2012 Chairman, The Bangchak Solar Energy Company Limited. 2005-2012 President, The Bangchak Petroleum Public Company Limited. 2013-2015 Senior Consultant, The Bangchak Petroleum Public Company Limited. 2014-2015 Director, Loxley Public Company Limited. 2014-2015 Member of the National Reform Council.	

2013-2016 Director, The Krungthep Thanakom Company Limited.


2014-February 2018 Independent Director,

Pruksa Real Estate Public Company Limited.

**Training : Finance for Non - Finance Directors - FND 22/2005 / Thai Institute of Directors (IOD).
Director Accreditation Program - DAP 40/2005 / Thai Institute of Directors (IOD).
Director Certification Program - DCP 62/2005 / Thai Institute of Directors (IOD).
DCP Refresher Course – RE DCP 1/2008 / 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 Attend	:	2019	2020
Board of Director		10 from 11	10 from 10 (100%)
Corporate Governance Committee		4 from 4	5 from 5 (100%)
Nomination and Remuneration Committee		9 from 10	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.Weerachai Ngamdeevilaisak	
Age	: 58 Years	
Nationality	: Thai	
Shareholding	: 0.00% (0 shares as at 31 December 2020)	
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. Director, World Asia Solution 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 : **1985-1992 Assistant Auditor, SGV-Na-Thalang Company Limited.**
1992-1996 Audit Manager, SGV-Na-Thalang Company Limited.
1996-1999 Assistant Director, SGV-Na-Thalang Company Limited.
1999-2003 Executive Director, Arthur Andersen Thailand’s Group of companies.
2003-2015 Director, Professional Outsourcing Solutions Company Limited.
Director, Accounting & Business Advisory Company Limited.
2005-February 2018 Independent Director,
Pruksa Real Estate Public Company Limited.

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	:	2019	2020
Board of Director		10 from 11	9 from 10 (90%)
Audit Committee		12 from 12	10 from 12 (83.33%)
Enterprise Risk Management Committee		6 from 6	5 from 6 (83.33%)
Nomination and Remuneration Committee		10 from 10	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.**

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 Thursday, April 29, 2021 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 north of the intersection with Soi Ari 1 (One Way) and just west of the EXIM BANK building. The BTS Ari Station is located to the east of the building, with Exit 1 marked. The Victory Monument is located to the west of the building, at the intersection of Phahonyothin Road and Ratchawithi Road. The map also shows the Second Stage Expressway, Rama 6 Road, and Vibhavadi Road. Various landmarks are marked, including Vichayut Hospital, Phramongkulkdao Hospital, Rajavithi Hospital, S.M. Tower, Sanam Pao Post Office, Ministry of Finance, Benz Rajchakru, Piyawan Tower, TMB Bank, SME Bank, La Villa Ari, and Big C Saphan Khwai. The map also shows the location of the King Power Duty Free Complex (Rangnam) and Samsen School.

Commuting by personal car :

1. 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.
2. 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 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) แจ้งขึ้นมาด้านบนให้กดที่ข้อความนั้นเพื่อเข้าเอกสาร

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 เพื่อเข้าเอกสาร

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 พุกชา 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 send 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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