



*(Translation)*

**Invitation to the Annual General Meeting of Shareholders for the Year 2023**

**Pruksa Holding Public Company Limited**

**Thursday, April 27, 2023 at 2.00 p.m.**

**Meeting room, 1177 Pearl Bangkok Building 4<sup>th</sup> floor, Phaholyothin Road,**

**Phayathai Sub-district, Phayathai District, Bangkok 10400 Thailand**

To provide the information to the shareholders who do not attend the Annual General Meeting of Shareholders for the year 2023 equally, The Company has broadcast the Meeting VIA the Internet.

The shareholders can watch through their PC or laptop by typing the URL address <https://app.pruksa.com/agm> into internet browser. (e.g. google chrome). For watching via Mobile phone, iPad or Tablet, the Shareholders can scan QR Code below.



**(Shareholders cannot vote or questions VIA this channel.)**

The Company would like to announce that we will not provide souvenirs for this Annual General Meeting of Shareholders, and we appreciate all shareholders for participating to allocate the budget for such souvenirs to use 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 2023 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 Covid-19.
- To be used for video and audio broadcasts of the meeting, records of still and motion pictures as

evidence of the meeting, including publication via printed and electronic media.

- 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, 9<sup>th</sup> floor, Phaholyothin Road, Phayathai Sub-district, Phayathai District, Bangkok 10400;

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(Translation)

No. PSH-CS 13/2023

March 27, 2023

Subject: Invitation to the Annual General Meeting of Shareholders for year 2023

Attention: Shareholders

Attachments:

1. 2021 - 2022 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. Profiles of the Auditors proposed for the year 2023
6. Letter Explaining the Use of Proxy, Name and Portfolio of Independent Director who the shareholders authorize to attend the meeting on their behalf and Definition of Independent Directors
7. Details of Documents or Evidence Required for Attending the Meeting
8. Map of the Meeting Venue
9. The Company's Articles of Association in relation to Shareholders' Meetings
10. 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](http://www.psh.co.th))
11. Instructions for QR Code in downloading files and Requisition Form for the 2022 Annual Report
12. Form for the Submission of Questions Prior to the 2023 Annual General Meeting of Shareholders

The Annual General Meeting of Shareholders of PrukSA Holding Public Company Limited (the "**Company**") for year 2023 will be held on Thursday, April 27, 2023, 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 2022**

Objective and rationale: Pursuant to Section 113 of the Public Limited Company Act B.E. 2535 (1992) (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 2022 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 2022, as shown in the Annual Report for 2022 and Sustainable Development Report for 2022 which can be accessed via the QR Code which method to download the document and the document requesting form are 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, 2022**

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, 2022 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, 2022, 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 2022 (Section "Financial Statements" Page 230 - 287) 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, 2022 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 2022.**

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 2 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 2022 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 75.59 percent of the net profit in the consolidated financial statements of year 2022, compared to 0.96 Baht per share, accounting for 89.72 percent of the net profit in the consolidated financial statements of year 2021).

<b>Details of dividend payment</b>	<b>2021</b>	<b>2022</b>
Number of shares (million shares)	2,188.50	2,188.50
Dividend in total (million Baht)	2,100.96	2,100.96 (proposed)
Dividend per share (Baht per share)	0.96	0.96 (proposed)
Net profit/ loss in the consolidated financial statements (million Baht)	2,352.64	2,772.33
Dividend payout ratio (compared to the net profit from the Consolidated Financial Statements) (percent)	89.72	75.59 (proposed)

The Company has paid the interim dividend at the rate of Baht 0.31 per share on Friday, September 9, 2022. Thus, the remaining dividend for the year 2022 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, 10 March 2023 and the dividend will be paid on Friday, May 19, 2023.

The right to receive the said dividends is subject to approval by the 2023 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 2022 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, three directors retiring by rotation are:

1.	Dr. Piyasvasti Amranand	Chairman of the Audit Committee and Independent Director
2.	Mr. Wichian Mektrakarn	Director, Member of the Nomination and Remuneration Committee and Member of the Executive Committee
3.	Mrs. Rattana Promsawad	Director and Member of the Corporate Governance and Sustainable Development 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 the 3 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 3 retiring directors, as directors for another term for driving the Company forward and supporting the Company's operations for further prosperity. (List of Three Directors Retiring by Rotation and their Biographies are as shown in Attachment 2)

With regard to Dr. Piyasvasti Amranand, the retiring director who is nominated for re-appointment for another term holding the office of the Chairman of the Audit Committee and Independent Directors, the Board of Directors, excluding the nominated director, 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 last part of the Attachment 6)

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 October 1, 2022 to December 31, 2022, 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 2023**

Objective and rationale: For the Shareholders' Meeting to consider the determination of directors' remuneration for year 2023, 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 2023 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 2023 at a total amount not exceeding 33,500,000 Baht (thirty three million five hundred thousand baht), and bonuses payable for directors which shall be based on the 2023 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 (details of Directors' Remunerations are as shown in Attachment 3).



The scope of duties of each committee can be found in Corporate Governance Structure section of the 2022 Annual Report, as shown in the Annual Report for 2022 (Page 160 - 184) which can be accessed via the QR Code provided in the enclosed invitation letter.

Approval of the directors' remuneration for 2023 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 external auditors for the 2023 accounting period and the determination of the external auditors' fee for 2023**

Objective and rationale: For the Shareholders' Meeting to consider the appointment of the Company's external auditors for the 2023 accounting period and the determination of the external auditors' fee for 2023 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 2023 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 (1) Ms. Sujitra Masena and/or (2) Mr. Veerachai Ratanajaratkul and/or (3) Ms. Marisa Tharathornbunpakul and/or (4) Ms. Nawarat Nitikeatipong, in the name of KPMG Phoomchai Audit Ltd., as the Company's Auditors. In consideration of the upcoming fiscal year, the Company and its subsidiaries have determined the remuneration to be allocated towards the esteemed auditors for the year 2023. The total amount earmarked for this purpose is Baht 7,150,500 (seven million one hundred fifty thousand five hundred baht), which has been bifurcated into three components as follows: Baht 6,238,000 (six million two hundred thirty-eight thousand baht) has been allocated for audit by KPMG Phoomchai Audit Ltd., Baht 780,000 (seven hundred eighty thousand baht) has been earmarked for audit by KPMG service Pte., Ltd., and Baht 132,500 (one hundred thirty-two thousand five hundred baht) has been designated for audit by an external auditor (the details are as shown in Attachment 4)

In this regard, the audit fee for overseas subsidiaries has decreased from the previously reported amount to the Stock Exchange of Thailand on February 17, 2023, by Bath 520,00 due to the change of auditor from the original to KPMG Service Pte., Ltd., which has a lower audit fee. As a result, the audit fee for the Company and its subsidiaries decreased from Bath 7,670,500 to Bath 7,150,500 (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 (1) Ms. Sujitra Masena and/or (2) Mr. Veerachai Ratanajaratkul and/or (3) Ms. Marisa Tharathornbunpakul and/or (4) Ms. Nawarat Nitikeatipong, 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 2023 at a total of Baht 7,150,500 (seven million one hundred fifty thousand five hundred baht), divided into Baht 6,238,000 (six million two hundred thirty-eight thousand baht) for audit by KPMG Phoomchai Audit Ltd., Baht 780,000 (seven hundred eighty thousand baht) for audit by KPMG Service Pte., Ltd. and Baht 132,500 (one hundred thirty-two thousand five hundred baht) for audit by other external auditor (the details are as shown in Attachment 4).

The profiles and experience of the auditors are as shown in Attachment 5.

Approval of the appointment of the Company's auditors for the 2023 accounting period and the audit fees for year 2023 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 amendment of Company's Articles of Association**

Objective and rationale: In accordance with the amendment of the PLC Act, effective from May 24, 2022, public limited companies are allowed to conduct their meeting management electronically in order to achieve efficiency, reduce costs, and provide convenience to shareholders. Therefore, it is appropriate to amend the Company's Articles of Association to align with the amended PLC Act.

Opinion of the Board of Directors: As the abovementioned reasons, the Board of Directors views it should be proposed to the Shareholders' Meeting to consider and approve the amendment to Clause 26, 30, 32 33, 34 and 45 of the Company's Articles of Association to be consistent with the PLC Act. Details of the amendment are as follows:

Company's Current Articles of Association	Proposed change
Clause 26 In calling a meeting of the Board of Directors, the chairman of the Board of Directors or the assigned person shall send a notice of the meeting to directors not less than seven (7) days prior to the date of the meeting. In the case of urgency, to preserve the rights and benefits of the Company, the	Clause 26 In calling a meeting of the Board of Directors, <del>the chairman of the Board of Directors or the assigned person shall send a</del> written notice of the meeting shall be sent to directors not less than <u>three (3)</u> days prior to the date of the meeting. In the case of urgency, to preserve the rights or benefits of

<p style="text-align: center;"><b>Company's Current Articles of Association</b></p>	<p style="text-align: center;"><b>Proposed change</b></p>
<p>meeting may be called by other methods and may be convened on an earlier date.</p>	<p>the Company, the meeting may be <u>made via electronic means or by any other</u> methods and may be convened on an earlier date.</p> <p><u>A written notice calling for the meeting of the Board of Directors can be sent to the directors via electronic means, according to the related law and bases prescribed by the government registrar.</u></p>
<p>Clause 30 The Board of Directors shall hold a meeting at least once every three (3) months in the province in which the head office of the Company is located or in a nearby province.</p> <p>The meeting of the Board of Directors can be held via teleconference through electronic devices in accordance with the Announcement of the National Council for Peace and Order No. 74/2557 Re: Teleconference through Electronic Devices and the Announcement of the Ministry of Information and Communication Technology Re: Standard of Security of Teleconference through Electronic Devices B.E. 2557 and other laws related to the teleconference, including any amendments thereof.</p>	<p>Clause 30 The Board of Directors shall hold a meeting at least once every three (3) months in the province in which the head office of the Company is located or in a nearby province.</p> <p><u>The meeting of the Board of Directors can be conducted via teleconference through electronic devices in accordance with rules, procedures and conditions as stipulated by the laws. In such case, it shall be regarded that the location of the head office of the Company is the place of the meeting.</u></p>
<p>Clause 32 The Board of Directors shall call a shareholders' meeting which is an annual ordinary general meeting within four (4) months of the last day of the fiscal year of the Company.</p>	<p>Clause 32 The Board of Directors shall call a shareholders' meeting which is an annual ordinary general meeting within four (4) months of the last day of the fiscal year of the Company.</p>

<p align="center"><b>Company's Current Articles of Association</b></p>	<p align="center"><b>Proposed change</b></p>
<p>Shareholders' meetings other than the one referred to in paragraph one shall be called extraordinary general meetings. The Board of Directors may call an extraordinary general meeting of shareholders any time as it considers expedient to do so.</p> <p>One or more than one shareholder holding shares amounting to no less than ten (10) percent of the total number of issued shares may, by subscribing their names, request the Board of Directors to call an Extraordinary General Meeting at any time, but the agenda and reasons for calling such meeting shall be clearly stated in such request. In this regard, the Board of Directors shall proceed to call a meeting of shareholders to be held within forty-five (45) days as from the date the request is received from the shareholders.</p> <p>If the Board of Directors does not hold the meeting within the period of time specified in paragraph three, the shareholders who subscribe their names or other shareholders holding shares amounting to the required amount may call the meeting themselves within forty-five (45) days as from the date on which the period of time in paragraph three ends. In this case, the meeting is deemed a shareholders meeting called by the Board of Directors and the Company shall be responsible for the expenses incurred</p>	<p>Shareholders' meetings other than the one referred to in paragraph one shall be called extraordinary general meetings. The Board of Directors may call an extraordinary general meeting of shareholders any time as it considers expedient to do so.</p> <p>One or more than one shareholder holding shares amounting to no less than ten (10) percent of the total number of issued shares may, by subscribing their names, request the Board of Directors to call an Extraordinary General Meeting at any time, but the agenda and reasons for calling such meeting shall be clearly stated in such request. In this regard, the Board of Directors shall proceed to call a meeting of shareholders to be held within forty-five (45) days as from the date the request is received from the shareholders.</p> <p>If the Board of Directors does not hold the meeting within the period of time specified in paragraph three, the shareholders who subscribe their names or other shareholders holding shares amounting to the required amount may call the meeting themselves within forty-five (45) days as from the date on which the period of time in paragraph three ends. In this case, the meeting is deemed a shareholders meeting called by the Board of Directors and the Company shall be responsible for the expenses incurred</p>

<p style="text-align: center;"><b>Company's Current Articles of Association</b></p>	<p style="text-align: center;"><b>Proposed change</b></p>
<p>therefrom and shall reasonably facilitate the meeting.</p> <p>In the case where the quorum of the meeting called by the shareholders under paragraph four cannot be constituted as specified in Clause 34, the shareholders under paragraph four shall compensate the Company the expenses incurred from the meeting.</p>	<p>therefrom and shall reasonably facilitate the meeting.</p> <p>In the case where the quorum of the meeting called by the shareholders under paragraph four cannot be constituted as specified in Clause 34, the shareholders under paragraph four shall compensate the Company the expenses incurred from the meeting.</p> <p><u>In case that the shareholders call the meeting themselves, shareholders may send a written notice calling the meeting to shareholders via electronic means, according to the related law and bases prescribed by the government registrar.</u></p>
<p>Clause 33 In calling a shareholder's meeting, the Board of Directors shall prepare a written notice calling the meeting that states the place, date, time, agenda of the meeting and the matters to be proposed to the meeting with reasonable details by indicating clearly whether it is a matter proposed for information, for approval or for consideration, as the case may be, including the opinions of the Board of Directors in the said matters, and the said notice shall be delivered to the shareholders and the registrar for their information at least seven (7) days prior to the date of the meeting. The notice calling the meeting shall also be published in a newspaper at least three (3)</p>	<p>Clause 33 In calling a shareholder's meeting, the Board of Directors shall prepare a written notice calling the meeting that states the place, date, time, agenda of the meeting and the matters to be proposed to the meeting with reasonable details by indicating clearly whether it is a matter proposed for information, for approval or for consideration, as the case may be, including the opinions of the Board of Directors in the said matters, and the said notice shall be delivered to the shareholders and the registrar for their information at least seven (7) days prior to the date of the meeting. The notice calling the meeting shall also be published in a newspaper at least three (3)</p>

<p align="center"><b>Company's Current Articles of Association</b></p>	<p align="center"><b>Proposed change</b></p>
<p>days prior to the date of the meeting for at least three (3) consecutive days.</p> <p>The place of the meeting shall be in the province in which the head office of the Company is located or in any other province determined by the Board of Directors.</p>	<p>days prior to the date of the meeting for at least three (3) consecutive days.</p> <p>The place of the meeting shall be in the province in which the head office of the Company is located or in any other province determined by the Board of Directors. <u>In case the meeting is conducted via teleconference through electronic devices, it shall be regarded that the location of the head office of the Company is the place of the meeting.</u></p> <p><u>The proceeding under paragraph one may be using electronic means instead, according to the related law and bases prescribed by the government registrar.</u></p>
<p>Clause 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.</p> <p>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</p>	<p>Clause 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.</p> <p>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</p>

<p align="center"><b>Company's Current Articles of Association</b></p>	<p align="center"><b>Proposed change</b></p>
<p>meeting shall be cancelled. 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.</p>	<p>meeting shall be cancelled. 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.</p> <p align="center"><u>A written notice calling for the meeting shall be sent to the shareholders via electronic means, according to the related law and bases prescribed by the government registrar</u></p>
<p>Clause 45 Dividends shall not be paid other than out of profits. If the Company still has an accumulated loss, no dividend shall be paid.</p> <p>Dividends shall be distributed according to the number of shares, with each share receiving an equal amount. Dividend payment shall have approval of a shareholders' meeting.</p> <p>The Board of Directors may pay an interim dividend to the shareholders from time to time if the Board of Directors considers that the Company has adequate profits for so doing. After an interim dividend has been paid, such dividend payment shall be reported to the shareholders for information at the next shareholders' meeting.</p>	<p>Clause 45 Dividends shall not be paid other than out of profits. If the Company still has an accumulated loss, no dividend shall be paid.</p> <p>Dividends shall be distributed according to the number of shares, with each share receiving an equal amount. Dividend payment shall have approval of a shareholders' meeting.</p> <p>The Board of Directors may pay an interim dividend to the shareholders from time to time if the Board of Directors considers that the Company has adequate profits for so doing. After an interim dividend has been paid, such dividend payment shall be reported to the shareholders for information at the next shareholders' meeting.</p>

<b>Company's Current Articles of Association</b>	<b>Proposed change</b>
<p>Payment of dividends shall be made within one (1) month of the date of the resolution of the shareholders' meeting or of the Board of Directors' meeting, as the case may be. The shareholders shall be notified in writing of such dividend payment and a notice of the dividend payment shall also be published in a newspaper for at least three (3) days.</p>	<p>Payment of dividends shall be made within one (1) month of the date of the resolution of the shareholders' meeting or of the Board of Directors' meeting, as the case may be. The shareholders shall be notified in writing of such dividend payment and a notice of the dividend payment shall also be published in a newspaper for at least three (3) days.</p> <p><u>The proceeding under paragraph four may be using electronic means instead, according to the related law and bases prescribed by the government registrar.</u></p>

In addition, for the purpose of good order in effecting registration of the amendment of the Articles of Association which may require revision of words or statements in the Articles of Association in the registration documents or minutes of the shareholders meeting in accordance with order, suggestion or opinion of the registrar, Department of Business Development, Ministry of Commerce, or officers of other relevant authorities, it was deemed appropriate to delegate the authority to the Executive Committee and/or Group Chief Executive Officer and/or any person delegated by the Executive Committee and/or Group Chief Executive Officer, to amend the words or statements in documents and/or application for the purpose of registration of the amendment of the Articles of Association with Department of Business Development, Ministry of Commerce, including to delegate the authority to another person, forthwith without the need to seek further approval from the Shareholders' meeting.

Therefore, it is proposed to the Shareholders' Meeting to consider and approve the amendment to Clause 26, 30, 32, 33, 34 and 45 of the Company's Articles of Association as proposed.

Approval of the amendment to Clause 26, 30, 32, 33, 34 and 45 of the Company's Articles 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.



**8. 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 2023 Annual General Meeting of Shareholders, will be on Friday, March 10, 2023.

Shareholders who wish to attend the meeting by themselves or proxies are requested to wear a face mask all the time and test with Antigen Test Kit (ATK) before attending the Shareholders meeting if they may encounter with signs of PUI (Patients Under Investigation) or suspected infection of the following symptoms such as a body temperature of 37.5 degrees Celsius or over, or cough, runny nose, sore throat, sneeze, headache, loss of sense of smell or taste, diarrhoea, conjunctivitis, skin rash, rapid breathing, shortness of breath, or difficulty breathing.

The Company offered an opportunity for shareholders to propose in advance agenda items for the 2023 Annual General Meeting of Shareholders, from October 1, 2022 to December 31, 2022, 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 Shareholder proposed any agenda items for the 2023 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 2022 Annual Report in the QR Code format and sent it to the shareholders together with Financial Highlights from the 2022 Annual Report. However, shareholders wishing to obtain the 2022 Annual Report in hard copy may send a request to:

Investor Relations Department  
Pruksa Holding Public Company Limited  
1177, Pearl Bangkok Building, 9<sup>th</sup> floor, Phaholyothin Road,  
Phayathai Sub-district, Phayathai District, Bangkok 10400.  
E-mail: [ir@pruksa.com](mailto:ir@pruksa.com) Tel. 02-0801739 ext. 49114

Regards,  
Pruksa Holding Public Company Limited.

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

**Supporting Documents for Agenda Item 1: To consider and acknowledge  
the Annual Report and the Board of Directors' Report on the Operating Results of 2022**

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

Financial Highlight	Unit	2021	2022
Presale	Million Baht	25,428	17,014
Presale	units	9,559	6,289
Unit transferred	units	9,772	7,992
No. of share	Million shares	2,189	2,189
<b>From Financial Figure</b>			
Total Assets	Million Baht	72,052	68,656
Total Liabilities	Million Baht	27,979	23,078
Equities	Million Baht	43,324	43,971
Revenue from sales of real estate	Million Baht	28,041	27,191
Revenue from hospital operations	Million Baht	270	1,211
Total Revenue	Million Baht	28,430	28,640
Gross Profit	Million Baht	8,183	8,939
Selling and Administrative expenses	Million Baht	4,754	5,177
Net Profit for the year	Million Baht	2,403	2,835
Net Profit attributable to owners of the Company	Million Baht	2,353	2,772
<b>Per Share basis (Baht per share)</b>			
Book Value per share	Baht per share	19.79	20.09
Market Price at Year-end	Baht	13.00	13.20
Earnings per share (consolidated financial statements)	Baht per share	1.07	1.27
Market Price / Earnings per share	Times	12.15	10.39
Dividend per share (performance year) *	Baht	0.96	0.96
Dividend yield**	%	7.38	7.27
Dividend yield payout ratio*	%	89.72	75.59
Market Cap.	Million Baht	28,451	28,888
<b>Highlight Financial Ratio</b>			
Average Assets Turnover	Times	0.38	0.41
Return on Assets (ROA)***	%	4.87	5.73
Return on Equities (ROE)	%	5.45	6.35
Gross Profit Margin ****	%	28.90	31.47
Net Profit Margin	%	8.28	9.68
Debt/Equities	Times	0.65	0.52
Interest Bearing Debt/Equities	Times	0.44	0.31

Remark: \* The company has paid the interim dividends 1 times of Baht 0.31 per share as of September 9, 2022 balance dividends for the year 2022 to be paid this time of Baht 0.65 per share. The dividend payment for the year 2022 is subject to the approval from the 2023 Annual General Meeting of Shareholders.

\*\* 2021 - Calculation from dividend for the year 2021 of Baht 0.96 per share based on consolidated financial statements.

2022 - Calculation from dividend for the year 2022 of Baht 0.96 per share based on consolidated financial statements.

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


\*\*\*\* Gross Profit Margin = Gross Profit/ (Revenue from sale of real estate + Revenue from hospital operations)

**Supporting Documents for Agenda Item 4:  
To consider and approve the appointment of directors to replace the directors  
who retired by rotation**

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**Biographies of directors to replace those retired by rotation**

<b>Name</b>	<b>: Dr. Piyasvasti Amranand</b>	
<b>Age</b>	<b>: 69 Years</b>	
<b>Nationality</b>	<b>: Thai</b>	
<b>Shareholding</b>	<b>: 0.00% (share as of 31 December 2022)</b>	
<b>Family Relationship Among the Executive Positions</b>	<b>: -</b>	
<b>Tenure</b>	<b>: 6 years 11 months (since April 29, 2016)</b>	
<b>Education</b>	<b>: 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.</b>	
<b>Other Current Position (s) (Other position in a company or sector other than listed companies: 2 position)</b>	<b>: Chairman, Energy for Environment Foundation. Director, Kiroro Resort Holdings Company Limited. (Japan).</b>	
<b>Work Experience</b>	<b>: 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, Prukso Real Estate Public Company Limited. 2014-Jul 2018 Chairman of the Board of Directors (Independent Director), PTT Public Company Limited.</b>	

**2013-April 2022 Independent Director and Chairman of the Audit Committee,  
Kasikorn Bank Public Company Limited.**

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

<b>Meeting Attended</b>	:		<b>2021</b>	<b>2022</b>
		<b>Board of Director</b>	<b>9 from 9</b>	<b>9 from 10 (90%)</b>
		<b>Audit Committee</b>	<b>12 from 12</b>	<b>11 from 11 (100%)</b>

**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  
Independent Director and Chairman of Rehabilitation Plan Administrator,  
Thai Airways International 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 -

<b>Name</b>	<b>: Mr. Wichian Mektrakarn</b>	
<b>Age</b>	<b>: 69 years</b>	
<b>Nationality</b>	<b>: Thai</b>	
<b>Shareholding</b>	<b>: 0.00% (shares as of 31 December 2022)</b>	
<b>Family Relationship Among the Executive</b>	<b>: -</b>	
<b>Current Positions</b>	<b>: Authorized Director / Member of the Nomination and Remuneration Committee / Member of the Executive Committee</b>	
<b>Tenure</b>	<b>: 7 years (Started on March 16, 2016)</b>	
<b>Education</b>	<b>: BS EEE (Honor) California State Polytechnic University, Pomona, USA.</b>	
<b>Other Current Position (s) (Other position in a company or sector other than listed companies: 3 position)</b>	<b>: Director, Vimut Hospital Holding Company Limited. Chairman, Aira &amp; Aiful Public Company Limited. Independent Director / Chairman of the Audit Committee, Thanachart Insurance Public Company Limited.</b>	
<b>Work Experience</b>	<b>: 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.</b>	
<b>Training</b>	<b>: 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.</b>	

**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.**

<b>Meeting Attended</b>	<b>2021</b>	<b>2022</b>
<b>Board of Director</b>	<b>9 from 9</b>	<b>10 from 10 (100%)</b>
<b>Nomination and Remuneration Committee</b>	<b>9 from 9</b>	<b>9 from 9 (100%)</b>
<b>Executive Committee</b>	<b>27 from 29</b>	<b>36 from 36 (100%)</b>

**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**

<b>Name</b>	<b>:</b>	<b>Mrs. Rattana Promsawad</b>	
<b>Age</b>	<b>:</b>	<b>61 Years</b>	
<b>Nationality</b>	<b>:</b>	<b>Thai</b>	
<b>Shareholding</b>	<b>:</b>	<b>1.76%</b> <b>(38,545,743 share as of 31 December 2022)</b>	
<b>Family Relationship Among the Executives</b>	<b>:</b>	<b>Younger sister of Mr.Thongma Vjittpongpun</b>	
<b>Current Position</b>	<b>:</b>	<b>Authorised Director / Member of the Corporate Governance and Sustainable Development Committee</b>	
<b>Tenure</b>	<b>:</b>	<b>6 years 11 months (Started on April 29, 2016)</b>	
<b>Educations</b>	<b>:</b>	<b>Bachelor Degree (Law), Ramkhamhaeng University</b>	
<b>Other Current position (s) (Other position in a company or sector other than listed companies: 5 position)</b>	<b>:</b>	<b>SVP Procurement &amp; Supply Chain,</b> <b>Pruksa Real Estate Public Company Limited.</b> <b>Director, Pruksa Overseas Company Limited</b> <b>Director, Pruksa International Company Limited</b> <b>Director, Kaysorn Construction Company Limited</b> <b>Director, Pruksa India Housing Private Limited</b>	
<b>Work Experiences</b>	<b>:</b>	<b>1986-2001 Finance Manager, Siam Engineering Limited Partnership.</b> <b>1993-2003 Finance Manager, Pruksa Real Estate Company Limited.</b> <b>1998-2004 Director, Kaysorn Restaurant Company Limited.</b> <b>(stopped operating the business on January 28, 2005)</b> <b>2003-2005 Finance Advisor, Pruksa Real Estate Company Limited.</b> <b>2005-February 2018 Director,</b> <b>Pruksa Real Estate Public Company Limited.</b>	
<b>Training</b>	<b>:</b>	<b>Directors Certification Program – DCP 52/2004,</b> <b>Thai Institute of Director (IOD)</b>	



<b>Meeting Attend</b>	:	<b>2021</b>	<b>2022</b>
		<b>Board of Director</b>	<b>9 from 9</b>
		<b>Corporate Governance</b>	<b>10 from 10 (100%)</b>
		<b>and Sustainable</b>	
		<b>Development Committee</b>	<b>4 from 4</b>
			<b>4 from 4 (100%)</b>
<b>Proposed Positions</b>	:	<b>Authorised Director / Member of the Corporate Governance and Sustainable Development Committee (3 years / term)</b>	
<b>Other position in other listed company</b>	:	<b>N/A</b>	
<b>Other position in business which may cause the conflict of interest or compete with the Company's business</b>	:	<b>N/A</b>	
<b>Forbidden Qualifications</b>	:	<b>Never dishonestly committed an offence against property</b>	

**Supporting Document for Agenda Item 5:**

**To consider and approve the determination of directors' remuneration for 2023**

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The Board of Directors' Meeting No. 2/2023 considered the determination of Directors' remuneration for 2023, 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 2023 for the Company's Directors, Audit Committee, Risk Oversight Committee, Nomination and Remuneration Committee, Corporate Governance and Sustainable Development Committee, Investment Committee and Executive Committee totaling not more than Baht 33,500,000. Bonus payment of year 2023 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:

<b>1. Monthly Retainer and Meeting Allowance</b>	
1.1 Independent Directors and/or Non-executive Directors	21,840,000 Baht
1.2 Audit Committee	3,240,000 Baht
1.3 Risk Oversight Committee	1,020,000 Baht
1.4 Nomination and Remuneration Committee	2,520,000 Baht
1.5 Corporate Governance and Sustainable Development Committee	540,000 Baht
1.6 Investment Committee	960,000 Baht
1.7 Executive Committee	1,920,000 Baht
1.8 Fringe Benefit	1,460,000 Baht
<b>Totaling (1.1-1.8)</b>	<b>33,500,000 Baht</b>

**2. Bonus payment of year 2023 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.

<b>Comparison Chart of Remuneration</b>	<b>2021*</b>	<b>2022**</b>	<b>2023</b>
1. Monthly Retainer and Meeting Allowance			
1.1 Company's Board of Directors	16,440,000	16,440,000	21,840,000 Baht
1.2 Audit Committee	2,040,000	2,040,000	3,240,000 Baht
1.3 Risk Oversight Committee	540,000	660,000	1,020,000 Baht

1.4 Nomination and Remuneration Committee	1,170,000	1,170,000	2,520,000 Baht
1.5 Corporate Governance and Sustainable Development Committee	360,000	360,000	540,000 Baht
1.6 Investment Committee	-	-	960,000 Baht
1.7 Executive Committee	1,200,000	1,440,000	1,920,000 Baht
1.8 Fringe Benefit	240,000	240,000	1,460,000 Baht
<b>Totaling (1.1-1.8)</b>	<b>21,990,000</b>	<b>22,350,000</b>	<b>33,500,000 Baht</b>
2. Performance bonus for the Directors	8,403,857	2,713,744	0.3-0.5 percent of the amount equivalent to the dividend payout
<b>Totaling</b>	<b>30,393,857</b>	<b>25,063,744</b>	

Note: \* Remuneration actually paid in 2021, including the bonus of second half of the year paid on May 31, 2022.

\*\* Remuneration actually paid in 2022, including the bonus of first half of the years paid on September 30, 2022 but not including the bonus of second half of the year.

### Policy on Directors Remuneration for the Year 2023

Director	Monetary Remuneration for 2023 (Baht)		
	Monthly Retainer	Meeting Allowance	Bonus
<b>1. Remuneration for the Board of Director and Sub-Committee</b>			
<b>1.1 Board of Director</b>			
Chairman	320,000	x	✓
Member	150,000	x	✓
<b>1.2 Audit Committee</b>			
Chairman	70,000	x	✓
Member	50,000	x	✓
<b>1.3 Risk Oversight Committee</b>			
Chairman	x	50,000	✓
Member	x	40,000	✓
<b>1.4 Nomination and Remuneration Committee</b>			
Chairman	x	50,000	✓
Member	x	40,000	✓

Director	Monetary Remuneration for 2023 (Baht)		
	Monthly Retainer	Meeting Allowance	Bonus
<b>1.5 Corporate Governance and Sustainable Development Committee</b>			
Chairman	x	50,000	✓
Member	x	40,000	✓
<b>1.6 Investment Committee</b>			
Chairman	x	50,000	✓
Member	x	40,000	✓
<b>1.7 Executive Committee</b>			
Chairman	x	50,000	✓
Member	x	40,000	✓
<b>2. Bonus payment of year 2023 for the directors:</b>			
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 external auditors for the 2023 accounting period and the determination of the external auditors' fee for 2023**

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The Board of Directors Meeting No. 2/2023 considered the appointment of the Company's external auditors and the external auditors' fee for the 2023 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. Sujitra Masena	Certified Public Accountant No.	8645
2. Mr. Veerachai Ratanajaratkul	Certified Public Accountant No.	4323
3. Ms. Marisa Tharathornbunpakul	Certified Public Accountant No.	5752
4. Ms. Nawarat Nitikeatipong	Certified Public Accountant No.	7789

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

In addition, the above 4 auditors have never certified consolidation financial statement and specific business financial statement of Pruksa Holding Public Company Limited and its subsidiaries before, which is considered not inconsistent with the regulations of the Securities and Exchange Commission (SEC) regarding the change of auditor every 7 fiscal years.

2. To determine the audit fees for the Company and its subsidiaries, totaling not more than 6,238,000 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 (24 Companies)	<u>5,038,000 Baht</u>
Totally	<u>6,238,000 Baht</u>

Audit fee for the year 2023 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 5,038,000 which consist of Pruksa Real Estate Pcl. Baht 2,360,000 and 23 subsidiary companies Baht 2,678,000. The total audit fee for the year 2023 is at Baht 6,238,000.

For the overseas subsidiaries, the Company has engaged KPMG Service Pte., Ltd. and another local audit firm to provide auditing services at a lower fee, as the business in those regions is not yet expanded and does not significantly impact the consolidated financial statements of the Company. However, the Board of Directors will ensure that the appointed auditors provide timely and accurate financial statements. The fee for the external auditors is Baht 132,500 and the total audit fee for the year 2023 amounts to Baht 7,150,500, which is divided into Baht 6,238,000 for audit by KPMG Phoomchai Audit Ltd., Baht 780,000 for audit by KPMG Service Pte., Ltd., and Baht 132,500 for audit by the other external auditor.

Remark: The audit fee for overseas subsidiaries has decreased from the previously reported amount to the Stock Exchange of Thailand on February 17, 2023, by Bath 520,00 due to the change of auditor from the original to KPMG Service Pte., Ltd. (Singapore), which has a cheaper audit fee. As a result, the audit fee for the Company and its subsidiaries decreased from Bath 7,670,500 to Bath 7,150,500 baht

Prukha Holding Public Company Limited and its subsidiaries paid audit fees for the years 2021-2022 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**

**KPMG Phoomchai Audit Limited**

Unit : Baht

Items	2022	2021*
Audit fee for the Company	1,200,000	1,200,000
Audit fee for subsidiaries - Thailand**	5,088,000	4,100,000
Audit fee for subsidiaries – Oversea***	-	-
Other exp.	192,120	175,500
<b>Total</b>	<b>6,480,120</b>	<b>5,475,500</b>

\*Year 2021 as comparative information

\*\*Year 2022 company increased 14 company

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

**KPMG Service Pte., Ltd.**

Unit : Baht

Items	2022	2021*
Audit fee for subsidiaries – Oversea***	520,000	-

\*\*\*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	2022	2021*
BOI review	108,000	300,000

\*Year 2021 as comparative information

**2. KPMG Phoomchai Tax Limited / KPMG Phoomchai Legal Ltd.**

Unit : Baht

Items	2022	2021*
Contracts review	1,816,897	2,057,398
Tax advisory-International Business Center	450,000	-
Tax advisory – CIT optimization	250,000	-
Transfer Pricing Assistance	750,000	-
Application assistance service in applying IBC to TRD and support in applying TC licenses with BOT	770,000	-

\*Year 2021 as comparative information

**Remark:** 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

**Profiles of the Auditors proposed for the year 2023**  
**(from KPMG Phoomchai Audit Ltd.)**

<b>1. Ms.Sujitra Masena</b>	
Certified Public Accountant Registration	No. 8645 and SEC License
Education	- Bachelor's degree in accounting from Thammasat University
Work experience	- Audit Partner: KPMG Phoomchai Audit Ltd. - Auditing services in Thai companies and international companies (IFRS and US GAAP), accumulated extensive audit experience in diversified industries covering multinational and listed companies including real estate, Consumer & Retails business, agribusiness and industrial manufacturing. - Professional working in 2004

<b>2. Mr. Veerachai Ratanajaratkul</b>	
Certified Public Accountant Registration	No. 4323 and SEC License
Education	- Master of Accounting, Chulalongkorn University - Bachelor of Accounting, Thammasat University
Work experience	- Audit Partner: KPMG Phoomchai Audit Ltd. - provided professional audit services to both multinational and local companies in accordance with Thai GAAP, IFRS, US GAAP and Stock Exchange of Thailand (SET) requirements. He has managed several complex audits for clients in a variety of industries, primarily in the agribusiness, consumer markets and industrial markets. - Professional working in 1987

<b>3. Ms.Marisa Tharathornbunpakul</b>	
Certified Public Accountant Registration	No. 5752 and SEC License
Education	- Master's degree in Executive MBA from Thammasat University - Bachelor's degree in accounting from Assumption University
Work experience	- Audit Partner: KPMG Phoomchai Audit Ltd.



	<ul style="list-style-type: none"> <li>- Auditing services in Thai companies and international companies in Telecom, Technology and software, logistic, manufacturing communication and advertising sale and services online energy and other commercial services businesses</li> <li>- Professional working in 1995</li> </ul>
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<b>4. Ms. Nawarat Nitikeatipong</b>	
Certified Public Accountant Registration	No. 7789 and SEC License
Education	<ul style="list-style-type: none"> <li>- Master's Degree in Business Administration, National Institute of Development Administration</li> <li>- Bachelor's Degree in Accounting (Second-Class Honors), Chulalongkorn University</li> </ul>
Work experience	<ul style="list-style-type: none"> <li>- Audit Partner: KPMG Phoomchai Audit Ltd.</li> <li>- More than 20 years in audit services to listed and non-listed companies, including multinational companies in Thailand which operate in various industries such as, real estate, hospital, hotel, hospitality, including automotive and other services.</li> <li>- Extensive experience in collaborating with Information Risk Management (IRM) auditors in using the IT audit reports in supporting the approaches, and objectives of external audit.</li> <li>- Regulatory compliance: Stock exchange regulation, Law and regulation, Board of Investment etc.</li> </ul>

For those 4 proposed auditors above, there are no relationship or interest with the Company or subsidiaries management, major shareholder, or related persons with those persons.

March 27, 2023

To: All shareholders,

Re: Authorization for the Annual General Meeting of Shareholders for the year 2023

Whereas the Annual General Meeting of Shareholders for the year 2023 of Pruksa Holding Public Company Limited is scheduled on Thursday, April 27, 2023 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 2023.

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. Anusorn Sangnimnuan       | Independent Director, Member of the Nomination and Remuneration Committee and Chairman of the Corporate Governance and Sustainable Development Committee |
| 2. Mr. Weerachai Ngamdeevilaisak | Independent Director, Member of the Audit Committee, Chairman of the Risk Oversight 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 and Sustainable Development 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](http://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 a fore-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**

<b>Name</b>	<b>: Dr. Anusorn Sangnimmuan</b>	
<b>Age</b>	<b>: 69 Years</b>	
<b>Nationality</b>	<b>: Thai</b>	
<b>Shareholding</b>	<b>: 0.00% (- share as at 31 December 2022)</b>	
<b>Family Relationship Among the Executives</b>	<b>: -</b>	
<b>Current Position</b>	<b>: Independent Director / Chairman of the Corporate Governance and Sustainable Development Committee / Member of the Nomination and Remuneration Committee (Started on April 29, 2016)</b>	
<b>Educations</b>	<b>: B.Sc. (Chemical Engineering), Chulalongkorn University M.Eng. (Environmental Engineering), Asian Institute of Technology (AIT) Ph.D. (Chemical Engineering), Monash University, Melbourne, Australia.</b>	
<b>Other Current Position</b>	<b>: Chairman (Non-Executive Director), B.Grimm LNG Limited.</b>	
<b>Other position in other listed company</b>	<b>: Independent Director, IRPC Public Company Limited. Independent Director, Chairperson of Corporate Governance Committee and sustainability and Member of the Audit Committee, B.Grimm Power Public Company Limited.</b>	
<b>Major Experiences</b>	<b>: 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.</b>	

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).  
IT Governance and Cyber Resilience Program - ITG 14/2020,  
Thai Institute of Directors (IOD).  
Refreshment Training Program - RFP 5/2022, Thai Institute of Directors (IOD).  
Diploma, The Joint State-Private Sector Course / National Defence College (Class of 20<sup>th</sup>).  
Leadership Program, Capital Market Academy (Class of 10<sup>th</sup>) /  
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 1<sup>st</sup>).

<b>Meeting Attend</b>	<b>:</b>	<b>2021</b>	<b>2022</b>
<b>Board of Director</b>		<b>9 from 9</b>	<b>10 from 10 (100%)</b>
<b>Corporate Governance and Sustainable Development Committee</b>		<b>4 from 4</b>	<b>4 from 4 (100%)</b>
<b>Nomination and Remuneration Committee</b>		<b>9 from 9</b>	<b>9 from 9 (100%)</b>

- \*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** : 60 Years

**Nationality** : Thai

**Shareholding** : 0.00% (0 shares as at 31 December 2022)

**Family Relationship Among the Executives** : -

**Current Position** : **Independent Director / Member of the Audit Committee / Chairman of the Risk Oversight 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 / Chairman of Risk Management Committee / Member of the Audit Committee / Member of Nomination and Remuneration Committee, Srisawad Corporation 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 / Chairman of the Corporate Governance and Sustainability 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).  
 Subsidiary Governance Program 2021, Thai Institute of Director (IOD).  
 Key audit issues on the audit of financial statement 2021 / Dharmniti IT Center

<b>Meeting Attend</b>	<b>:</b>	<b>2021</b>	<b>2022</b>
Board of Director		9 from 9	10 from 10 (100%)
Audit Committee		12 from 12	11 from 11 (100%)
Risk Oversight Committee		6 from 6	6 from 6 (100%)
Nomination and Remuneration Committee		9 from 9	9 from 9 (100%)

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

<p><b>Name</b></p> <p><b>Age</b></p> <p><b>Nationality</b></p> <p><b>Shareholding</b></p> <p><b>Family Relationship Among the Executives</b></p> <p><b>Current Position</b></p> <p><b>Educations</b></p> <p><b>Other position (s)</b></p>	<p><b>: Mr. Anuwat Jongyindee</b></p> <p><b>: 65 Years</b></p> <p><b>: Thai</b></p> <p><b>: 0.00% (- share as at 31 December 2022)</b></p> <p><b>: -</b></p> <p><b>: Independent Director / Member of the Audit Committee / Member of the Corporate Governance and Sustainable Development Committee (Started on February 1, 2019)</b></p> <p><b>: Bachelor of Science (Business Administration) Kasetsart University. Master of Accountancy, Chulalongkorn University.</b></p> <p><b>: Head of Risk Management and Internal Control, Club of Thai Listed Company Association.</b></p> <p><b>Committee / Chairman of the Audit Committee of Budhadasa Intapanyo Archives Foundation.</b></p> <p><b>Committee Certification Anti Corruption of The Private Sector Collective Action Coalition Against Action.</b></p> <p><b>Supervisory Sub-Committee of State Enterprise Organization Evaluation – Internal Audit</b></p> <p><b>Internal Audit Director of Thai Red Cross Society.</b></p> <p><b>Committee / Chairman of the Audit Committee, Doi Kham Food Products Company Limited.</b></p> <p><b>Advisor-Committee / Chairman of the Audit Committee, Mahidol Witayanusorn School.</b></p> <p><b>Independence Director / Chairman of Audit and Risk Management Committee / Member of Nomination Remuneration and Corporate Governance Committee, Chotiwat Manufacturing Public Company Limited.</b></p> <p><b>Accounting Systematisation Committee / Advisor Accounting Professions Committee of Federation of Accounting Professions.</b></p> <p><b>Sub Audit Committee, The Royal Initiative Discovery Foundation.</b></p> <p><b>Member of Risk Management Committee, Mae Fah Luang University.</b></p>	
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<b>Other position in other listed company</b>	<b>Independence Director / Member of the Audit Committee / Member of the Anti-Corruption Committee, Thai Group Holdings Public Company Limited.</b>												
<b>Work Experiences</b>	<b>: 2005-2010 Corporate Accounting Director, The Siam Cement Public Company. Limited. 2010-2017 Internal Audit Director, The Siam Cement Public Company Limited. 2018-2021 Advisor, SCG Vice President Finance and Investment.</b>												
<b>Training</b>	<b>: 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).</b>												
<b>Meeting Attend</b>	<table border="0" style="width: 100%;"> <tr> <td style="width: 60%;"></td> <td style="text-align: center;"><b>2021</b></td> <td style="text-align: center;"><b>2022</b></td> </tr> <tr> <td><b>Board of Director</b></td> <td style="text-align: center;"><b>9 from 9</b></td> <td style="text-align: center;"><b>10 from 10 (100%)</b></td> </tr> <tr> <td><b>Audit Committee</b></td> <td style="text-align: center;"><b>12 from 12</b></td> <td style="text-align: center;"><b>11 from 11 (100%)</b></td> </tr> <tr> <td><b>Corporate Governance and Sustainable Development Committee</b></td> <td style="text-align: center;"><b>4 from 4</b></td> <td style="text-align: center;"><b>4 from 4 (100%)</b></td> </tr> </table>		<b>2021</b>	<b>2022</b>	<b>Board of Director</b>	<b>9 from 9</b>	<b>10 from 10 (100%)</b>	<b>Audit Committee</b>	<b>12 from 12</b>	<b>11 from 11 (100%)</b>	<b>Corporate Governance and Sustainable Development Committee</b>	<b>4 from 4</b>	<b>4 from 4 (100%)</b>
	<b>2021</b>	<b>2022</b>											
<b>Board of Director</b>	<b>9 from 9</b>	<b>10 from 10 (100%)</b>											
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<b>Corporate Governance and Sustainable Development Committee</b>	<b>4 from 4</b>	<b>4 from 4 (100%)</b>											

- \*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**

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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 27, 2023 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 shows the location of the PEARL BANGKOK building at the intersection of Phahonyothin Road and Soi Ari 1 (One Way). Key landmarks include Victory Monument, BTS Ari Station (Exit 1), EXIM BANK, and various hospitals and schools. The map also shows the location of the building relative to the Phahonyothin Road and Soi Ari 1 intersection.

**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**

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**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.

## Proxy Form

สิ่งที่ส่งมาด้วย 10 / Attachment 10

(ปิดอากรแสตมป์ 20 บาท / Duty Stamp Baht 20)

## หนังสือมอบฉันทะ (แบบ ข.)

## Proxy (Form B.)

เลขทะเบียนผู้ถือหุ้น  
Shareholders' Registration No.เขียนที่ \_\_\_\_\_  
Written at  
วันที่ \_\_\_\_\_ เดือน \_\_\_\_\_ พ.ศ. \_\_\_\_\_  
Date Month Year(1) ข้าพเจ้า \_\_\_\_\_ สัญชาติ \_\_\_\_\_  
I/We \_\_\_\_\_ nationality  
อยู่บ้านเลขที่ \_\_\_\_\_  
Address \_\_\_\_\_(2) เป็นผู้ถือหุ้นของ บริษัท พุกษา โฮลดิ้ง จำกัด (มหาชน) ("บริษัท")  
being a shareholder of Pruksa Holding Public Company Limited (the "Company")

โดยถือหุ้นจำนวนทั้งสิ้นรวม holding the total amount of	หุ้น _____ และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง ดังนี้
<input type="checkbox"/> หุ้นสามัญ ordinary share	หุ้น _____ ออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
<input type="checkbox"/> หุ้นบุริมสิทธิ preferred share	หุ้น _____ ออกเสียงลงคะแนนได้เท่ากับ _____ เสียง

(3) ขอมอบฉันทะให้ \_\_\_\_\_ (สามารถมอบให้กรรมการอิสระของบริษัทฯ คนใดคนหนึ่งได้ โดยมีรายละเอียดตามสิ่งที่ส่งมาด้วย 6)  
Hereby appoint \_\_\_\_\_ (May grant proxy to the Company's Independent Director details shown in Attachment 6)

1. ชื่อ ดร.อนุสรณ์ แสงนิมนวล ตำแหน่ง กรรมการอิสระ อายุ 69 ปี  
Name Dr. Anusorn Sangnimnuan Position Independent Director Age 69 years  
อยู่บ้านเลขที่ 589/5 ซอยลาดพร้าว 87 (จันทราสุข) แขวงคลองเจ้าคุณสิงห์ เขตวังทองหลาง กรุงเทพมหานคร 10310 หรือ  
Residing at 589/5, Soi Ladprao 87 (Jantrasuk), Klong Jaokhunsingh Sub-district, Wangthonglang District, Bangkok 10310 or

2. ชื่อ นายวีระชัย งามดีวิไลศักดิ์ ตำแหน่ง กรรมการอิสระ อายุ 60 ปี  
Name Mr. Weerachai Ngamdeevilaisak Position Independent Director Age 60 years  
อยู่บ้านเลขที่ 37 ซอยรามอินทรา 4 แขวงอนุสาวรีย์ เขตบางเขน กรุงเทพมหานคร 10220 หรือ  
Residing at 37, Soi Ramindra 4, Anusaawaree Sub-district, Bangkaen District, Bangkok 10220 or

3. ชื่อ นายอนุวัฒน์ จงยินดี ตำแหน่ง กรรมการอิสระ อายุ 65 ปี  
Name Mr. Anuwat Jongyindee Position Independent Director Age 65 years  
อยู่บ้านเลขที่ 77/256 ซอยพหลโยธิน 54/1 แยก 4-45 (ม.ชลลดา) แขวงสายไหม เขตสายไหม กรุงเทพมหานคร 10220 หรือ  
Residing at 77/256 Soi Phaholyothin 54/1 Yak 4-45 (Mooban Chonlada), Sai Mai Sub-district, Sai Mai District, Bangkok 10220 or

4. ชื่อ \_\_\_\_\_ ตำแหน่ง \_\_\_\_\_ อายุ \_\_\_\_\_ ปี  
Name \_\_\_\_\_ Position \_\_\_\_\_ Age \_\_\_\_\_ years  
อยู่บ้านเลขที่ \_\_\_\_\_  
Residing at \_\_\_\_\_

คนใดคนหนึ่งเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้นประจำปี 2566  
ในวันพฤหัสบดีที่ 27 เมษายน 2566 เวลา 14:00 น. ณ ห้องประชุมบริษัทเลขที่ 1177 อาคารเพิร์ล แบงก์ค็อก ชั้น 4 ถนนพหลโยธิน แขวงพญาไท เขตพญาไท  
กรุงเทพมหานคร หรือที่ซึ่งพึงเลือกไปในวัน เวลา และสถานที่อื่นด้วย

Only one of the above as my sole proxy to attend and vote on my behalf at the 2023 Annual General Meeting of Shareholders on  
Thursday 27 April 2023, at 2:00 p.m., at Meeting room, 1177 Pearl Bangkok Building 4th floor, Phaholyothin Road, Phayathai Sub-district,  
Phayathai District, Bangkok 10400, Thailand or at any adjournment thereof.

ผู้ที่มาประชุมด้วยตนเอง โปรดนำหนังสือฉบับนี้มาแสดงต่อพนักงานลงทะเบียนในวันประชุมด้วย  
Please bring this proxy to show at the meeting even shareholders who attend the meeting in person.

- (4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้  
I authorize my Proxy to cast the votes according to my intentions as follows:

วาระที่ 1 พิจารณารับทราบรายงานประจำปี และรายงานของคณะกรรมการบริษัท เกี่ยวกับผลการดำเนินงานในรอบปี 2565  
Agenda No. 1 To consider and acknowledge the Annual Report and the Board of Directors' Report on the Operating Results of 2022

วาระที่ 2 พิจารณานุมัติงบการเงินของบริษัทฯ สำหรับรอบระยะเวลาบัญชีสิ้นสุด ณ วันที่ 31 ธันวาคม 2565  
Agenda No. 2 To consider and approve the Company's financial statements for the accounting period ending December 31, 2022

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The Proxy is entitled to cast the votes on my behalf at its own discretion
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) The Proxy must cast the votes in accordance with my following instructions:
- เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Approve Disapprove Abstain

วาระที่ 3 พิจารณานุมัติการจัดสรรกำไรสุทธิเป็นทุนสำรองตามกฎหมาย และการจ่ายเงินปันผลของบริษัทฯ ประจำปี 2565  
Agenda No. 3 To consider and approve the allocation of net profit as legal reserve and the Company's dividend payment for year 2022.

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The Proxy is entitled to cast the votes on my behalf at its own discretion
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) The Proxy must cast the votes in accordance with my following instructions:
- เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Approve Disapprove Abstain

วาระที่ 4 พิจารณานุมัติแต่งตั้งกรรมการแทนกรรมการซึ่งต้องออกจากตำแหน่งตามวาระ  
Agenda No. 4 To consider and approve the appointment of directors to replace the directors who retire by rotation.

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The Proxy is entitled to cast the votes on my behalf at its own discretion
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) The Proxy must cast the votes in accordance with my following instructions:
- การแต่งตั้งกรรมการทั้งชุด  
To elect directors as a whole
- เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Approve Disapprove Abstain
- การแต่งตั้งกรรมการเป็นรายบุคคล  
To elect each director individually

ชื่อกรรมการ **ดร.ปิยสวัสดิ์ อัมระนันทน์**  
Name of Director: Dr. Piyasvasti Amranand

เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Approve Disapprove Abstain

ชื่อกรรมการ **นายวิเชียร เมฆตระการ**  
Name of Director: Mr. Wichian Mektrakarn

เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Approve Disapprove Abstain

ชื่อกรรมการ นางรัตนา พรหมสวัสดิ์  
Name of Director: Mrs. Rattana Promsawad  
 เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Approve Disapprove Abstain

**วาระที่ 5 พิจารณานอมนุมัติกำหนดค่าตอบแทนกรรมการประจำปี 2566**  
**Agenda No. 5 To consider and approve the determination of directors' remuneration for 2023**

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The Proxy is entitled to cast the votes on my behalf at its own discretion
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) The Proxy must cast the votes in accordance with my following instructions:

เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Approve Disapprove Abstain

**วาระที่ 6 พิจารณานอมนุมัติแต่งตั้งผู้สอบบัญชีของบริษัทฯ สำหรับรอบระยะเวลาบัญชีประจำปี 2566 และกำหนดค่าตอบแทนผู้สอบบัญชีประจำปี 2566**  
**Agenda No. 6 To consider and approve the appointment of the Company's external auditors for the 2023 accounting period, and the determination of the external auditors' fees for 2023**

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The Proxy is entitled to cast the votes on my behalf at its own discretion
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) The Proxy must cast the votes in accordance with my following instructions:

เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Approve Disapprove Abstain

**วาระที่ 7 พิจารณานอมนุมัติการแก้ไขข้อบังคับบริษัทฯ**  
**Agenda No. 7 To consider and approve the amendment of Company 's Articles of Association**

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The Proxy is entitled to cast the votes on my behalf at its own discretion
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) The Proxy must cast the votes in accordance with my following instructions:

เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Approve Disapprove Abstain

**วาระที่ 8 พิจารณาเรื่องอื่นๆ (ถ้ามี)**  
**Agenda No. 8 Other business (if any).**

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The Proxy is entitled to cast the votes on my behalf at its own discretion
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) The Proxy must cast the votes in accordance with my following instructions:

เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Approve Disapprove Abstain

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

Vote of the Proxy in any Agenda which is not in accordance with this Form of Proxy shall be invalid and shall not be the vote of the Shareholder.

(6) ในกรณีที่ข้าพเจ้าไม่ได้รับความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In case I do not specify the authorization or the authorization is unclear, or if the meeting considers or resolves any matter other than those stated above, or if there is any change or amendment to any fact, the Proxy shall be authorized to consider and vote the matter on my behalf as the Proxy deems appropriate.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

For any act performed by the Proxy at the meeting, it shall be deemed as such acts had been done by me in all respects except for vote of the Proxy which is not in accordance with this Proxy Form.

ลงนาม/Signed \_\_\_\_\_ ผู้มอบฉันทะ/Shareholder  
( \_\_\_\_\_ )

ลงนาม/Signed \_\_\_\_\_ ผู้รับมอบฉันทะ/Proxy  
( \_\_\_\_\_ )

ลงนาม/Signed \_\_\_\_\_ ผู้รับมอบฉันทะ/Proxy  
( \_\_\_\_\_ )

ลงนาม/Signed \_\_\_\_\_ ผู้รับมอบฉันทะ/Proxy  
( \_\_\_\_\_ )

**หมายเหตุ / Remark**

1. ผู้ถือหุ้นที่มอบฉันทะ จะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้  
The Shareholder appointing the Proxy must authorize only one proxy to attend and vote at the meeting and shall not allocate the number of shares to several proxies to vote separately
2. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล  
In the agenda relating the election of Directors, it is applicable to elect either directors as a whole or elect each director individually.
3. ในกรณีที่วาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะ (แบบ ข.) ตามแนบ  
In case there are agendas other than those specified above, the additional statement can be specified by the Shareholder in the Regular Continued Proxy (Form B) as enclosed.

ใบประจำต่อแบบหนังสือมอบฉันทะ (แบบ ข.)  
Attachment to Proxy Form (Form B.)

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท พุกษา โฮลดิ้ง จำกัด (มหาชน) ("บริษัท")  
A proxy is granted by a shareholder of Pruksa Holding Public Company Limited (the "Company")

ในการประชุมสามัญผู้ถือหุ้นประจำปี 2566 ในวันพฤหัสบดีที่ 27 เมษายน 2566 เวลา 14:00 น. ณ ห้องประชุมบริษัทเลขที่ 1177 อาคารเพิร์ล  
แบงก์ก็อค์ ชั้น 4 ถนนพหลโยธิน แขวงพญาไท เขตพญาไท กรุงเทพมหานคร หรือที่จะพึงเลื่อนไปในวันเวลา และสถานที่อื่นด้วย  
For the 2023 Annual General Meeting of Shareholders on Thursday, 27 April 2023, at 2:00 p.m., at Meeting room, 1177 Pearl Bangkok  
Building 4th floor, Phaholyothin Road, Phayathai Sub-district, Phayathai District, Bangkok 10400, Thailand or such other date, time and place as the  
meeting may be held.

วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_  
Agenda No. Re :

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The Proxy is entitled to cast the votes on my behalf at its own discretion
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) The Proxy must cast the votes in accordance with my following instructions:

เห็นด้วย  
Approve

ไม่เห็นด้วย  
Disapprove

งดออกเสียง  
Abstain

วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_  
Agenda No. Re :

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The Proxy is entitled to cast the votes on my behalf at its own discretion
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) The Proxy must cast the votes in accordance with my following instructions:

เห็นด้วย  
Approve

ไม่เห็นด้วย  
Disapprove

งดออกเสียง  
Abstain

วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_  
Agenda No. Re :

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The Proxy is entitled to cast the votes on my behalf at its own discretion
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) The Proxy must cast the votes in accordance with my following instructions:

เห็นด้วย  
Approve

ไม่เห็นด้วย  
Disapprove

งดออกเสียง  
Abstain

วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_  
Agenda No. Re :

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The Proxy is entitled to cast the votes on my behalf at its own discretion
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) The Proxy must cast the votes in accordance with my following instructions:

เห็นด้วย  
Approve

ไม่เห็นด้วย  
Disapprove

งดออกเสียง  
Abstain

วาระที่ \_\_\_\_\_ เรื่อง เลือกตั้งกรรมการ (ต่อ)

**Agenda No. Re: The election of directors (Continued)**

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) The Proxy is entitled to cast the votes on my behalf at its own discretion

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) The Proxy must cast the votes in accordance with my following instructions:

ชื่อกรรมการ \_\_\_\_\_  
Name of Director

เห็นด้วย  
Approve

ไม่เห็นด้วย  
Disapprove

งดออกเสียง  
Abstain

ชื่อกรรมการ \_\_\_\_\_  
Name of Director

เห็นด้วย  
Approve

ไม่เห็นด้วย  
Disapprove

งดออกเสียง  
Abstain

ชื่อกรรมการ \_\_\_\_\_  
Name of Director

เห็นด้วย  
Approve

ไม่เห็นด้วย  
Disapprove

งดออกเสียง  
Abstain

ชื่อกรรมการ \_\_\_\_\_  
Name of Director

เห็นด้วย  
Approve

ไม่เห็นด้วย  
Disapprove

งดออกเสียง  
Abstain

ผู้ที่มาประชุมด้วยตนเอง โปรดนำหนังสือฉบับนี้มาแสดงต่อพนักงานลงทะเบียนในวันประชุมด้วย  
Shareholders who attend the meeting in person should bring this proxy to show at the meeting

แบบหนังสือมอบฉันทะ แบบ ค

Proxy (Form C)

(แบบที่ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้นให้เท่านั้น)

(For the shareholder who is specified in the register as a foreign investor and has appointed a custodian in Thailand to be a share depository and keeper)

(ปิดอากรแสตมป์ 20 บาท)

(Please attach stamp duty of Baht 20)

เลขทะเบียนผู้ถือหุ้น \_\_\_\_\_  
Shareholder registration number

เขียนที่ \_\_\_\_\_  
Written at  
วันที่ \_\_\_\_\_ เดือน \_\_\_\_\_ พ.ศ. \_\_\_\_\_  
Date Month Year

(1) ข้าพเจ้า \_\_\_\_\_ สัญชาติ \_\_\_\_\_ อยู่เลขที่ \_\_\_\_\_ ซอย \_\_\_\_\_  
I/We \_\_\_\_\_ nationality \_\_\_\_\_ residing/located at no. \_\_\_\_\_ Soi \_\_\_\_\_  
ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_ อำเภอ/เขต \_\_\_\_\_ จังหวัด \_\_\_\_\_  
Road \_\_\_\_\_ Tambol/Kwaeng \_\_\_\_\_ Amphur/Khet \_\_\_\_\_ Province \_\_\_\_\_  
รหัสไปรษณีย์ \_\_\_\_\_  
Postal Code \_\_\_\_\_

ในฐานะผู้ประกอบธุรกิจเป็นผู้รับฝากและดูแลหุ้น (Custodian) ให้กับ \_\_\_\_\_  
As the custodian of \_\_\_\_\_

ซึ่งเป็นผู้ถือหุ้นของ บริษัท พุกษา โฮลดิ้ง จำกัด (มหาชน) ("บริษัท")  
who is a shareholder of Pruksha Holding Public Company Limited (the "Company")

โดยถือหุ้นจำนวนทั้งสิ้นรวม \_\_\_\_\_ หุ้น และออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง ดังนี้  
Holding the total number of \_\_\_\_\_ shares and have the rights to vote equal to \_\_\_\_\_ votes as follows

- หุ้นสามัญ \_\_\_\_\_ หุ้น ออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง  
Ordinary share \_\_\_\_\_ shares and have the rights to vote equal to \_\_\_\_\_ votes
- หุ้นบุริมสิทธิ \_\_\_\_\_ หุ้น ออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง  
Preferred share \_\_\_\_\_ shares and have the rights to vote equal to \_\_\_\_\_ votes

(2) ขอมอบฉันทะให้ (กรุณาเลือกข้อใดข้อหนึ่ง)  
Hereby appoint (Please choose one of following)

กรณีเลือกข้อ 1. กรุณาทำ  
เครื่องหมาย ✓ ที่  1.ระบุชื่อผู้รับ  
มอบอำนาจ  
If you make proxy by choosing  
No.1, please mark ✓ at  1. and  
give the details of proxy (proxies).

1. ชื่อ \_\_\_\_\_ อายุ \_\_\_\_\_ ปี อยู่บ้านเลขที่ \_\_\_\_\_  
Name \_\_\_\_\_ age \_\_\_\_\_ years residing/located at no. \_\_\_\_\_  
ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_ อำเภอ \_\_\_\_\_  
Road \_\_\_\_\_ Tambol/Kwaeng \_\_\_\_\_ Amphur/Khet \_\_\_\_\_  
จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_  
Province \_\_\_\_\_ Postal Code \_\_\_\_\_

หรือ/Or

ชื่อ \_\_\_\_\_ อายุ \_\_\_\_\_ ปี อยู่บ้านเลขที่ \_\_\_\_\_  
Name \_\_\_\_\_ age \_\_\_\_\_ years residing/located at no. \_\_\_\_\_  
ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_ อำเภอ \_\_\_\_\_  
Road \_\_\_\_\_ Tambol/Kwaeng \_\_\_\_\_ Amphur/Khet \_\_\_\_\_  
จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_  
Province \_\_\_\_\_ Postal Code \_\_\_\_\_

คนหนึ่งคนเดียวเพียงคนเดียว  
anyone of these persons

2. มอบฉันทะให้กรรมการอิสระคนใดคนหนึ่งของบริษัทคือ  
Appoint any one of the following Independent Directors of Company

ดร. อนุสรณ์ แสงนิมนาล หรือ/or  
(Dr. Anusorn Sangnimnuan)

นายวีระชัย งามดีวิไลศักดิ์ หรือ/or  
(Mr. Weerachai Ngamdeevilaisak)

นายอนุวัฒน์ จงยินดี  
(Mr. Anuwat Jongyindee)

(รายละเอียดปฏิบัติการกรรมการอิสระปรากฏตามสิ่งที่ส่งมาด้วย)  
(Details specified in the attachment here)

กรณีเลือกข้อ 2. กรุณาทำเครื่องหมาย  
✓ ที่  2. และเลือกกรรมการอิสระ  
คนใดคนหนึ่ง  
If you make proxy by choosing No.  
2, please mark ✓ at  2. and  
choose one of these independent  
directors





**วาระที่ 4**                      **พิจารณาอนุมัติแต่งตั้งกรรมการแทนกรรมการซึ่งต้องออกจากตำแหน่งตามวาระ**  
**Agenda No. 4**                      **To consider and approve the appointment of directors to replace the directors who retire by rotation.**

(ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The Proxy is entitled to cast the votes on my behalf at its own discretion

(ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The Proxy must cast the votes in accordance with my following instructions:

การแต่งตั้งกรรมการทั้งหมด  
To elect directors as a whole

เห็นด้วย \_\_\_\_\_ เสียง       ไม่เห็นด้วย \_\_\_\_\_ เสียง       งดออกเสียง \_\_\_\_\_ เสียง  
Approve                      votes      Disapprove                      votes      Abstain                      votes

การแต่งตั้งกรรมการเป็นรายบุคคล  
To elect each director individually

ชื่อกรรมการ                      **ดร. ปิยสวัสดิ์ อัมระนันทน์**

Name of Director:      Dr. Piyasvasti Amranand

เห็นด้วย \_\_\_\_\_ เสียง       ไม่เห็นด้วย \_\_\_\_\_ เสียง       งดออกเสียง \_\_\_\_\_ เสียง  
Approve                      votes      Disapprove                      votes      Abstain                      votes

ชื่อกรรมการ                      **นายวิเชียร เมฆตระการ**

Name of Director:      Mr. Wichian Mektrakam

เห็นด้วย \_\_\_\_\_ เสียง       ไม่เห็นด้วย \_\_\_\_\_ เสียง       งดออกเสียง \_\_\_\_\_ เสียง  
Approve                      votes      Disapprove                      votes      Abstain                      votes

ชื่อกรรมการ                      **นางรัตนา พรหมสวัสดิ์**

Name of Director:      Mrs. Rattana Promsawad

เห็นด้วย \_\_\_\_\_ เสียง       ไม่เห็นด้วย \_\_\_\_\_ เสียง       งดออกเสียง \_\_\_\_\_ เสียง  
Approve                      votes      Disapprove                      votes      Abstain                      votes

**วาระที่ 5**                      **พิจารณาอนุมัติกำหนดค่าตอบแทนกรรมการประจำปี 2566**  
**Agenda No. 5**                      **To consider and approve the determination of directors' remuneration for 2023.**

(ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The Proxy is entitled to cast the votes on my behalf at its own discretion

(ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The Proxy must cast the votes in accordance with my following instructions:

เห็นด้วย \_\_\_\_\_ เสียง       ไม่เห็นด้วย \_\_\_\_\_ เสียง       งดออกเสียง \_\_\_\_\_ เสียง  
Approve                      votes      Disapprove                      votes      Abstain                      votes

วาระที่ 6 พิจารณานุมัติแต่งตั้งผู้สอบบัญชีของบริษัทฯ สำหรับรอบระยะเวลาบัญชีประจำปี 2566 และกำหนดค่าตอบแทนผู้สอบบัญชีประจำปี 2566

Agenda No. 6 To consider and approve the appointment of the Company's external auditors for the 2023 accounting period, and the determination of the external auditors' fee for 2023.

(ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The Proxy is entitled to cast the votes on my behalf at its own discretion

(ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The Proxy must cast the votes in accordance with my following instructions:

เห็นด้วย \_\_\_\_\_ เสียง  ไม่เห็นด้วย \_\_\_\_\_ เสียง งดออกเสียง \_\_\_\_\_ เสียง  
Approve votes Disapprove votes Abstain votes

วาระที่ 7 พิจารณานุมัติการแก้ไขข้อบังคับของบริษัทฯ

Agenda No. 7 To consider and approve the amendment of Company's Articles of Association

(ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The Proxy is entitled to cast the votes on my behalf at its own discretion

(ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The Proxy must cast the votes in accordance with my following instructions:

เห็นด้วย \_\_\_\_\_ เสียง  ไม่เห็นด้วย \_\_\_\_\_ เสียง งดออกเสียง \_\_\_\_\_ เสียง  
Approve votes Disapprove votes Abstain votes

วาระที่ 8 พิจารณาเรื่องอื่นๆ (ถ้ามี)

Agenda No. 8 Other business (if any).

(ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The Proxy is entitled to cast the votes on my behalf at its own discretion

(ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) The Proxy must cast the votes in accordance with my following instructions:

เห็นด้วย \_\_\_\_\_ เสียง  ไม่เห็นด้วย \_\_\_\_\_ เสียง งดออกเสียง \_\_\_\_\_ เสียง  
Approve votes Disapprove votes Abstain votes

(5) การลงคะแนนเสียงของผู้รับมอบอำนาจในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบอำนาจนี้ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

If the proxy does not vote consistently with my/our voting intentions as specified herein, such vote shall be deemed incorrect and is not made on my/our behalf as the Company's shareholders.

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลง หรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In the event that I/we have not specified my/our voting intention on any agenda item or have not clearly specified or in case the meeting considers or passes resolutions in any matters other than those specified above, including in case there is any amendment or addition of any fact, the proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณี que ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any acts performed by the proxy in this meeting, except in the event that the proxy does not vote consistently with my/our voting intentions as specified herein, shall be deemed to be the actions performed by myself/ourselves.

ลงชื่อ/Signed .....ผู้มอบฉันทะ/Grantor  
(.....)

ลงชื่อ/Signed .....ผู้รับมอบฉันทะ/Proxy  
(.....)

ลงชื่อ/Signed .....ผู้รับมอบฉันทะ/Proxy  
(.....)

ลงชื่อ/Signed .....ผู้รับมอบฉันทะ/Proxy  
(.....)

หมายเหตุ/Remark

1. หนังสือมอบฉันทะแบบ ค. นี้ ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้นให้เท่านั้น  
This Proxy form C is only used for the shareholder who as specified in the register is a foreign investor and has appointed a custodian in Thailand to be a share depository and keeper.
2. หลักฐานที่ต้องแนบพร้อมกับหนังสือมอบฉันทะ คือ  
The documents needed to be attached to this Proxy form are:
  - (1) หนังสือมอบอำนาจจากผู้ถือหุ้นให้ คัสโตเดียน (Custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบฉันทะแทน  
Power of attorney from the shareholder empowering the custodian to sign this Proxy form on his/her behalf
  - (2) หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทน ได้รับอนุญาตประกอบธุรกิจคัสโตเดียน (Custodian)  
A letter confirming that the person executing the proxy form has obtained a license of being a custodian.
3. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนนไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้  
The shareholder appointing the proxy shall appoint only one proxy to attend the meeting and cast a vote. The shareholder cannot split his/her votes to different proxies to vote separately.
4. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งหมดหรือเลือกตั้งกรรมการเป็นรายบุคคล  
In the Agenda for the election of directors, the vote may be made for all or certain directors.
5. ในกรณีที่วาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค. ตามแนบ  
In case where the statement exceeds those specified above, additional details may be specified in the Attachment to Proxy Form C provided.

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค.

Attachment to Proxy Form (Form C)

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท พุกผา โฮลดิ้ง จำกัด (มหาชน) ("บริษัท")

A proxy is granted by a shareholder of Pruksa Holing Public Company Limited (the "Company")

ในการประชุมผู้ถือหุ้นสามัญประจำปี 2566 ในวันพฤหัสบดีที่ 27 เมษายน 2566 เวลา 14:00 น. ณ ห้องประชุมบริษัทเลขที่ 1177 อาคาร เพิร์ล แบงกิ้งทาวเวอร์ ชั้น 4 ถนนพหลโยธิน แขวงพญาไท เขตพญาไท กรุงเทพมหานคร 10400 หรือที่จะพึงเลื่อนไปในวันเวลา และสถานที่อื่นด้วย

For the 2023 Annual General Meeting of Shareholders on Thursday, 27 April 2023, at 2:00 p.m., at Meeting room, 1177 Pearl Bangkok Building 4th floor, Phaholyothin Road, Phayathai Sub-district, Phayathai District, Bangkok 10400 or such other date, time and place as the Meeting may be held.

วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_  
Agenda No. Re :

- ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.
- ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
The proxy shall have the right to approve in accordance with my/our intention as follows:

เห็นด้วย \_\_\_\_\_ เสียง  ไม่เห็นด้วย \_\_\_\_\_ เสียง งดออกเสียง \_\_\_\_\_ เสียง  
Approve votes Disapprove votes Abstain votes

วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_  
Agenda No. Re :

- ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.
- ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
The proxy shall have the right to approve in accordance with my/our intention as follows:

เห็นด้วย \_\_\_\_\_ เสียง  ไม่เห็นด้วย \_\_\_\_\_ เสียง งดออกเสียง \_\_\_\_\_ เสียง  
Approve votes Disapprove votes Abstain votes

วาระที่ \_\_\_\_\_ เรื่อง **เลือกตั้งกรรมการ (ต่อ)**  
Agenda No. Re: The election of directors (Continued)

ชื่อกรรมการ \_\_\_\_\_  
Name of Director

เห็นด้วย \_\_\_\_\_ เสียง  ไม่เห็นด้วย \_\_\_\_\_ เสียง งดออกเสียง \_\_\_\_\_ เสียง  
Approve votes Disapprove votes Abstain votes

ชื่อกรรมการ \_\_\_\_\_  
Name of Director

เห็นด้วย \_\_\_\_\_ เสียง  ไม่เห็นด้วย \_\_\_\_\_ เสียง งดออกเสียง \_\_\_\_\_ เสียง  
Approve votes Disapprove votes Abstain votes

ชื่อกรรมการ \_\_\_\_\_  
Name of Director

เห็นด้วย \_\_\_\_\_ เสียง  ไม่เห็นด้วย \_\_\_\_\_ เสียง งดออกเสียง \_\_\_\_\_ เสียง  
Approve votes Disapprove votes Abstain votes

ชื่อกรรมการ \_\_\_\_\_  
Name of Director

เห็นด้วย \_\_\_\_\_ เสียง  ไม่เห็นด้วย \_\_\_\_\_ เสียง งดออกเสียง \_\_\_\_\_ เสียง  
Approve votes Disapprove votes Abstain votes

**Instructions for QR Code in downloading files and Requisition Form for the Annual Report for Year 2022 and Sustainability Report for Year 2022**

**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 ยังสามารถใช้อแอปพลิเคชันอื่น 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 ยังสามารถใช้อแอปพลิเคชันอื่น 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](mailto: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 49114

Please send an email to [ir@pruksa.com](mailto: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. 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.

**Form for the Submission of Questions Prior to the 2023 Annual General Meeting of Shareholders**

Date \_\_\_\_ Month \_\_\_\_\_ Year \_\_\_\_\_

I/We \_\_\_\_\_ Nationality \_\_\_\_\_ Address \_\_\_\_\_

Road \_\_\_\_\_ Sub-district \_\_\_\_\_ District \_\_\_\_\_

Province \_\_\_\_\_ Postal code \_\_\_\_\_ Email Address \_\_\_\_\_

Mobile \_\_\_\_\_ Shareholder registration number \_\_\_\_\_ as a shareholder of Pruksa Holding Public Company Limited, holding a total number of share(s) \_\_\_\_\_ share(s).

Having and interests (if any) \_\_\_\_\_

wish to submit question(s) relating to the agenda item (s) for the 2023 Annual General Meeting of Shareholders as follows:

1) \_\_\_\_\_

2) \_\_\_\_\_

3) \_\_\_\_\_

Sign \_\_\_\_\_ Shareholder

(.....)

**Remark:** Please submitted the completed Question Form to the Company within **24 April 2023** through the following channels:

• Email: ir@pruksa.com or

• Post: Pruksa Holding Public Company Limited,

Investor Relations Department, 1177, 9th Floor, Pearl Bangkok Building,

Phaholyothin Road, Phayathai, Phayathai, Bangkok 10400



Pruksa Holding Public Company Limited.

Pearl Bangkok Building 24<sup>th</sup> fl.,

1177, Phaholyothin Rd., Phayathai

Sub-district, Phayathai District, Bangkok

10400

Tel : +662 080 1739

Call Center : 1739

[www.psh.co.th](http://www.psh.co.th)