



Invitation to
The 2024 Annual General Meeting of Shareholders
Pruksa Holding Public Company Limited

April 26, 2024 at 2:00 PM



At 4th Floor, No. 1177,
Phahonyothin Road,
Phaya Thai, Bangkok
10400

Privacy Notice

Pruksa Holding Public Company Limited (the “Company”) values the protection of your personal data. This Privacy Notice has, therefore, been prepared so that you can understand the details under the Personal Data Protection Act B.E. 2562 (2019). The Company will directly collect personal data from shareholders, proxies, and/or other persons who attend the shareholders’ meeting and from Thailand Securities Depository Co., Ltd. Personal data includes name, surname, information on government-issued national identification card/passport copies, shareholder registration number, number of shares, address, telephone number, email, photograph, motion image from video recording in the meeting, etc. We need to ask for your personal data to be used as basic data for the purpose of inviting shareholders to attend the Annual General Meeting of Shareholders of the Year 2024 and to arrange and organize the Annual General Meeting of Shareholders pursuant to the Company’s Articles of Association, including the laws, notifications, and government regulations regarding meetings, communication, submission of reports and documents to shareholders, visual and audio broadcasting of meetings, photograph and video recordings of meetings to be used as evidence, and public relation activities through printed media and electronic media. Your personal data will be kept confidential under applicable laws. The Company may disclose personal data to involved persons or entities, including but not limited to service providers and consultants for convening the meeting, document delivery and printing service providers, and technology service providers, only in relation to the service and only as necessary, and authorized government agencies and authorized officers. The Company will retain your personal data only for as long as necessary to meet the above objectives. The Company must also collect and use your personal data for applicable legal actions. If you do not provide your personal data to the Company, there might be consequences, such as lack of convenience when you attend the meeting.

If you wish to communicate with us or if you have any queries, including on your rights as a data subject, please get in touch with us at Pruksa Holding Public Company Limited, located at No. 1177, Pearl Bangkok Building, 23rd Floor, Phahonyothin Road, Phayathai Subdistrict, Phayathai District, Bangkok 10400, Telephone: 02-080-1739. You can also contact our Data Protection Officer (DPO) by e-mail: dpo-office@pruksa.com. You can read our data protection policy at www.psh.co.th or scan the QR code below.



The Company will comply with the data protection policy, including in regard to your direct or indirect personally identifiable information. Moreover, we adhere to all applicable laws, rules, notifications, orders, or regulations of related governing agencies, including all amendments thereof. If we need to use your personal data for any other objectives that are not specified above, we will seek your prior consent every time.



Ref No: PSH-CS 06 / 2024

March 27, 2024

Subject: Invitation to Shareholders to Attend the 2024 Annual General Meeting of Shareholders

To: Shareholders of Pruksa Holding Public Company Limited

Enclosure

Enclosure No. 1	56-1 One Report of the year 2023, Statement of Financial Position and Statement of Income, Dividend Policy, and Dividend Payment of the Past Year, accessible via QR Code (for agenda items 1, 2, and 3)
Enclosure No. 2	Profiles of the Auditors and Audit Fees (for agenda item 4)
Enclosure No. 3	Profiles of the Directors Retiring by Rotation and being Nominated to be Reappointed, and Profile of the New Director to be Appointed (for agenda item 5)
Enclosure No. 4	Directors' Remuneration (for agenda item 6)
Enclosure No. 5	Definition of Independent Director and Information of the Independent Directors to act as Proxy
Enclosure No. 6	Documents or Evidence Required for Registration to Attend the Meeting
Enclosure No. 7	Provisions in the Articles of Association in relation to Shareholders' Meetings
Enclosure No. 8	Map of the Meeting Venue
Enclosure No. 9	Proxy Form B Proxy Form A (General) and Proxy Form C (for Foreign Shareholders Appointing Custodians in Thailand to be the Depositors and to Take Care of their Shares) are available on the Company's website https://www.psh.co.th/en/downloads/shareholders-meeting?year=2024

The Board of Directors of Pruksa Holding Public Company Limited (the “**Company**”) has resolved to convene the Annual General Meeting of Shareholders of the Year 2024 (the “**AGM**”) on April 26, 2024, at 2:00 p.m. (registration starts at 12:00 p.m.) at the meeting room on the 4th floor, Pearl Bangkok Building, No. 1177, Phahonyothin Road, Phayathai Subdistrict, Phayathai District, Bangkok 10400. The agendas for the AGM are as follows:

Agenda Item 1 To acknowledge the Board of Directors' report on the Company's 2023 business performance

General Information and Rationale

The Company has summarized its past business performance and significant changes in 2023. For further details, please see *Enclosure No. 1 56-1 One Report 2023 Page 22-26*. Shareholders may scan the QR Code provided to study the report.

The Board's Opinions

The Board of Directors considers it appropriate to ask the AGM to acknowledge the Board's report on the Company's 2023 business performance, per the details in Enclosure No. 1.

Voting and Resolutions

As the agenda is for acknowledgment only, no resolution is required.

Agenda Item 2 To approve the statement of financial position and the statement of income for the year 2023

Voting and Resolutions

Section 112 of the Public Limited Companies Act B.E. 2535 (1992) prescribes that the Board of Directors shall prepare the balance sheet and the statement of income as of the last day of the company's accounting year for submission to the shareholders for their approval at the AGM.

The Audit Committee's Opinions

The Audit Committee has completed its review of the 2023 financial statement, ending on December 31, 2023, audited by the auditors from KPMG Phoomchai Audit Co., Ltd. ("KPMG"). For further details, please see Enclosure No. 1 56-1 One Report 2023 Page 246-257. It is therefore considered appropriate to propose the financial statement to the AGM for its approval.

The Board's Opinions

The Board of Directors considers it appropriate to ask the AGM to consider and approve the annual financial statement ending on December 31, 2023, which has been reviewed and approved by the Audit Committee and audited by the auditors as proposed. The details can be summarized as follows.

unit: million baht

Item	2023	2022	Increased (Decreased)	Percentage
Total assets	68,547.91	68,655.54	-109	-0.2
Total liabilities	22,712.96	23,078.18	-365	-2
Total equity	44,118.84	43,970.75	258	1
Total revenues	26,132.11	28,640.48	2,509	-9
Net profit attributable to shareholders	2,205.24	2,772.33	-567	-20
Profit per share (baht/share)	1.01	1.27		

Voting and Resolutions

The resolution of this agenda requires a majority of votes by the shareholders attending the meeting and casting their votes.

Agenda Item 3 To approve the allocation of 2023 net profit as legal reserve and the dividend payment

General Information and Rationale

Subject to the Company's dividend policy, dividends paid shall be at least 50 percent of the net profit per the Company's consolidated financial statement after the applicable corporate income tax and legal reserve. The dividends shall be paid to the shareholders twice a year. The amount of the dividends paid shall not exceed the amount of the retained earnings shown in the Company's separate financial statement. Moreover, the performance of the entities that the Company invests in, the dividend policy of the subsidiaries and/or the affiliated companies that the Company invests in, the related investment and business expansion plans, the conditions and limitations specified in loan agreements, and all other future necessities and appropriateness, must be taken into consideration, as approved by the Company's Directors. For further details of the dividend payment policy and the information on the dividend payment in the past year, please see Enclosure No. 1 56-1 One Report 2023, Page 127.

Pursuant to Section 115 of the Public Limited Companies Act B.E. 2535 (1992) and Clause 45 of the Company's Articles of Association, dividends shall not be paid other than out of

profits. No dividends shall be paid if the company still has an accumulated loss. Unless otherwise provided by the Articles of Association regarding preference shares, dividends shall be distributed according to the number of shares, with each share receiving an equal amount. Dividend payments must be approved at the shareholders' meeting. Where permitted by the Articles of Association, the Board of Directors may, from time to time, pay to the shareholders interim dividends if the Board estimates that the profits of the company justify such payment. After the dividends have been paid, such dividend payment shall be reported to the shareholders at the next shareholders' meeting.

Pursuant to Section 116 of the Public Limited Companies Act B.E. 2535 (1992) and Clause 46 of the Company's Articles of Association, the Company shall allocate at least five 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 ten percent of the registered capital unless the Articles of Association or other laws require a larger amount of reserve fund.

In 2023, the Company's net profit, according to the consolidated financial statement, is 2,205,235,396 baht. It is considered appropriate that the net profit should be allocated as a dividend at the rate of 0.96 baht per share, totaling 2,100,964,725.12 baht, or 95.27 percent of the net profit, according to the consolidated financial statement. The Company has already paid a dividend of 0.31 baht per share in the interim dividend payment on September 8, 2023. The remaining 2023 dividend available for this payment shall be at 0.65 baht per share. This dividend rate is in line with the Company's dividend policy and to comply with the Public Limited Companies Act B.E. 2535 (1992). The dividend payment must be approved by the shareholders in the 2024 Annual General Meeting of Shareholders.

The Company has already allocated the net profit as a legal reserve, and there is no provision in the Articles of Association or other laws requiring a larger reserve fund than that specified under section 116 of the Public Limited Companies Act B.E. 2535 (1992). Therefore, the company is not obliged to do so.

Record Date

The Record Date (the "Record Date") on which shareholders are eligible to receive the dividend is March 4, 2024, and the dividend payment date is May 24, 2024.

Dividend Payment Compared to the Previous Year

Details	2023	2022
Number of entitled shares (million shares)	2,188.50	2,188.50
Total dividend paid (million baht)	2,100.96	2,100.96
Total dividend per share (baht per share)	0.96	0.96
- Interim dividend	0.31	0.31
- Annual dividend that requires the approval of the AGM	0.65	0.65
Net profit from the consolidated financial statement (million baht)	2,205.24	2,772.33
Dividend payment rate per net profit (percent)	95.27	75.78

The dividend to be paid is 0.65 baht per share, payable from the Company's profit after the corporate income tax, which is 20 percent. Therefore, shareholders who are natural persons with their domicile in Thailand may request tax credits, calculated by multiplying the dividend by 20/80, as per the principle specified in Section 47 *Bis* of the Revenue Code.

The Board's Opinions

The Board of Directors has considered all the necessities, particularly the benefits for the shareholders. This proposal for the shareholders' approval corresponds with the Company's dividend policy. It is therefore considered appropriate that the net profit allocation as a dividend from the 2023 performance should be proposed to the AGM for its approval.

Voting and Resolutions

The resolution of this agenda requires a majority of votes by the shareholders attending the meeting and casting their votes.

Agenda Item 4 To approve the appointment of auditors and fix the audit fees for 2024

Objectives and Rationale

Section 120 of the Public Limited Companies Act B.E. 2535 (1992) prescribes that the annual ordinary meeting shall appoint auditors and determine the auditing fees every year. The former auditors may be re-appointed.

The Audit Committee's Opinions

The Audit Committee has selected auditors for 2024 by considering their independence, skills and knowledge, capabilities, extensive auditing experience, past performance, and reasonable audit fees. The committee is of the opinion that the auditors from KPMG Phoomchai Audit Co., Ltd. ("KPMG") should be proposed to the AGM for its approval to appoint them as the Company's and its subsidiaries' auditors for the year 2024. Below are the names of the auditors.

- | | |
|-----------------------------------|--------------------------------------|
| 1. Miss Sujitra Masena, | Certified Public Accountant No. 8645 |
| 2. Miss Nawarat Nitikeatipong, | Certified Public Accountant No. 7789 |
| 3. Mr. Veerachai Ratanajaratkul, | Certified Public Accountant No. 4323 |
| 4. Miss Sirinuch Surapaitoonkorn, | Certified Public Accountant No. 8413 |

One of the above auditors will audit and give opinions on the Company's financial statement. If any auditors cannot perform their duties, KPMG shall replace them with a new certified public accountant, with the Board's approval. The proposed auditors above do not have any relationships or interests with the Company, its executives, major shareholders, or any related parties.

The Company's audit fee for 2024 is 1,200,000 baht, the same amount as the previous year. The audit fees of the Company and its domestic and overseas subsidiaries total 8,116,000 baht, or a 3.16 percent decrease from last year, excluding non-audit fees based on the actual incurred cost. For further details of the audit fees compared to those of 2023 and the profiles of the auditors, *please see Enclosure No.2.*

The Board's Opinions

The Board of Directors is of the opinion that the KPMG auditors and the fixed audit fees for 2024 should be proposed to the AGM for its approval, as proposed by the Audit Committee.

Voting and Resolutions

The resolution of this agenda requires a majority of votes by the shareholders attending the meeting and casting their votes.

Agenda Item 5 To approve the appointment of directors replacing those retired by rotation in 2024 and the appointment of a new director.

General Information and Rationale

Pursuant to section 71 of the Public Limited Companies Act B.E. 2535 (1992) and Clause 18 of the Company's Articles of Association, at every annual general meeting, one-third of the present directors shall vacate their offices. If the number of directors is not a multiple of three, the number of directors closest to one-third shall vacate their offices.

A director who vacates office under this section may be re-elected.

In the Annual General Meeting of Shareholders of the year 2024, four directors must vacate their offices by rotation, namely: 1) Dr. Prasarn Trairatvorakul, 2) Mr. Thongma Vijitpongpun, 3) Mr. Anuwat Jongyindee, and 4) Mr. Kittipong Uraepattanapong. If approved by the AGM, the four directors will be re-elected to their former positions, as follows.

- | | |
|----------------------------------|--|
| 1. Dr. Prasarn Trairatvorakul | Chairman of the Board of Directors / Independent Director |
| 2. Mr. Thongma Vijitpongpun | Directors and Member of the Risk Oversight Committee, Member of the Nomination and Remuneration Committee, Member of the Executive Committee, and Member of the Investment Committee |
| 3. Mr. Anuwat Jongyindee | Independent Director, Member of the Audit Committee, and Member of the Corporate Governance, and Sustainable Development Committee |
| 4. Mr. Kittipong Uraepattanapong | Independent Director and Member of the Risk Oversight Committee |

Please see Enclosure No. 3 for the profiles and work experience of each director and further details regarding the proportion and number of times they have attended directors' and subcommittees meetings in the past year.

Moreover, the AGM will also be asked to approve the appointment of Mr. Roongrote Rangsiyopash as an Independent Director and the Vice Chairman of the Board of Directors. Mr. Roongrote has expertise and experience in operating big enterprises. He has all the qualifications required by law and no prohibited characteristics under the Notification of the Capital Market Supervisory Board, as specified in the profile of Mr. Roongrote Rangsiyopash. For further details, please see Enclosure No. 3.

From November 30, 2023 to January 31, 2024, the shareholders had the opportunity to nominate qualified persons to be elected as directors. This matter was communicated to the shareholders via the public relations system of the Stock Exchange of Thailand and on the Company's website. After this period, no shareholders nominated any persons to be elected as directors.

Opinions of the Nomination and Remuneration Committee

The Nomination and Remuneration Committee, under the Company's directors nomination policy, has considered all qualifications under the law, the Company's Articles of Association, and other applicable regulations, and the candidates' knowledge, capabilities, experience, expertise relevant to the Company's business, business ethics, visions, good attitude towards the organization, their support of the Company's affairs through their attendance in directors' meetings and sub-committees meetings to discuss important

matters, and the skill matrix for company directors. The Nomination and Remuneration Committee is of the opinion that the four directors should be re-elected as directors. If approved by the AGM, the four directors shall be appointed to other positions. In addition, the Board of Directors considers it appropriate to propose the appointment of a new director, Mr. Roongrote Rangsiyopash, as an Independent Director and the Vice Chairman of the Board of Directors. If the AGM approves, the Board of Directors will consist of 12 directors.

The Board's Opinions

The Directors, excluding the rotating directors mentioned above, have carefully considered the matter and are of the opinion that the persons nominated by the Nomination and Remuneration Committee have been considered under the Company's policy and processes. They have all the qualifications pursuant to the applicable regulations and are suitable for the Company's business. Additionally, the qualifications of all three independent directors seeking re-election comply with the pertinent laws governing independent directors. It is considered appropriate to propose that the AGM re-elect the four directors to their former position for another term and appoint one new member. If approved by the AGM, the four directors shall be appointed to other positions, as the Nomination and Remuneration Committee proposes.

Voting and Resolutions

The resolution of this agenda requires a majority of votes by the shareholders attending the meeting and casting their votes.

Agenda Item 6 To approve the directors' remuneration policy and set the directors' remuneration budget for 2024.

General Information and Rationale

Pursuant to Section 90 of the Public Limited Companies Act B.E. 2535 (1992) and Clause 23 of the Company's Articles of Association, the directors are entitled to receive remuneration from the Company in accordance with the shareholders' meeting based on a vote of not less than two-thirds of the total number of votes. The Company may fix the remuneration at a certain amount or set specific criteria. The amount may be determined from time to time or remain effective until it is resolved otherwise by a shareholders' meeting. Moreover, the directors are entitled to allowances and benefits per the Company's regulations.

Opinions of the Nomination and Remuneration Committee

The Nomination and Remuneration Committee has considered and determined the directors' remuneration in line with each director's responsibilities and performance. The remuneration is fair, comparable to the same market and industry, and sufficient to motivate and retain highly qualified directors. Therefore, it is considered appropriate to set the remuneration structure and budget for the Company's directors for the year 2024 at the amount of 33,500,000 baht, consisting of monthly remuneration, meeting allowance, and other compensations (excluding yearly bonus). The remuneration structure and budget for directors are the same amount as that of 2023. For further details, please see Enclosure No. 4. For the scope of duties of each director, please see Enclosure No. 1, page 156-159.

The proposed annual bonus will be disbursed at the same rate as in 2023, ranging from 0.3 percent to 0.5 percent of the equivalent amount as the dividend paid upon fulfilling the Key Performance Indicators (KPIs).

The Board's Opinions

The Board of Directors has considered and resolved that they agree with the opinions of the Nomination and Remuneration Committee. The Board considers it appropriate to propose

that the AGM consider and approve the directors' remuneration policy, the directors' remuneration budget, and the annual bonus criteria for 2024, as proposed.

Voting and Resolutions

This agenda requires approving the resolution of at least two-thirds of all votes by the shareholders attending the meeting.

Agenda Item 7 Other matters (if any)

General Information and Rationale

Pursuant to section 105, paragraph 2, of the Public Limited Companies Act B.E. 2535 (1992), shareholders holding shares amounting to not less than one-third of the total number of shares sold may request the meeting to consider matters other than those indicated in the meeting notice.

However, the Company allowed the shareholders to add agenda items and nominate persons to be elected directors from November 30, 2023, to January 31, 2024. After that period, no shareholders proposed any agenda for the AGM's consideration.

The Company has determined the names of shareholders entitled to attend the AGM of the year 2024 (Record Date) on March 4, 2024, and publicized the meeting invitation letter and meeting materials on the Company's website since March 27, 2024.

If you cannot attend the meeting yourself, you can appoint a proxy to attend the meeting and cast votes on your behalf. Alternatively, you can authorize an independent director listed in Enclosure No. 5. You can use one of the proxy forms, as specified in Enclosure No. 9. The proxy appointment must comply with the rules and procedures determined by the Company in Enclosure No. 6. If you decide to authorize an independent director, please submit the proxy form, all supporting documents, and your contact details to the Company's by post with advice of receipt by April 20, 2024, for our inspection before the meeting date. The mail must be addressed to:

<p>Company Secretary Department Pruksa Holding Public Company Limited No. 1177, 24th Floor, Phahonyothin Road, Phayathai Subdistrict, Phayathai District, Bangkok, 10400.</p>

You are invited to attend the meeting at the specified date, time, and venue mentioned above. In this regard, you may access the AGM via YouTube Live (viewing only) at <https://app.pruksa.com/agm/Live>.

For any queries regarding the meeting agendas and other queries, you may submit the questions at least one week before the meeting date via email at **ir@pruksa.com** or telephone: **+66 62-196-4708**.

Sincerely yours,

- Signed -

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

Enclosure 1 56-1 One Report of the year 2023 and Financial Statements

Shareholders can scan the QR code to access the 56-1 One Report, which includes financial position statements, profit and loss statements, dividend policy details, and information on dividend payments made in the past year.



The financial highlights for 2023 and 2022 as disclosed in the Management Discussion and Analysis disseminated to the Stock Exchange of Thailand are as follows:

Statement of income	2023 (Bt million)	2022 (Bt million)	Increase/ (Decrease) (%)
Revenue from sales of real estate	22,357	27,191	(17.8)
Revenue from hospital operations	1,820	1,211	50.2
Other Income	1,956	238	720.8
Total Revenues	26,132	28,640	(8.8)
Cost of sales of real estate ¹⁾	(15,400)	(18,364)	(16.1)
Cost of hospital operations ²⁾	(1,553)	(1,099)	41.3
Gross profit ³⁾	7,223	8,939	(19.2)
Selling and Administrative expenses	(5,612)	(5,177)	8.4
Profit from operating activities	3,568	4,001	(10.8)
Finance costs	(670)	(427)	57.1
Share of profit / (loss) of associate & joint ventures accounted for using equity method	12	29	(57.9)
Profit before income tax expense	2,910	3,603	(19.2)
Tax expense	(570)	(768)	(174.2)
Profit for the period	2,339	2,835	(17.5)
Non-controlling interests	134	63	114.6
Profit attributable to owners of the parent	2,205	2,772	(20.5)

Remark: Percentage in statement of income is calculated from total revenues, while 1) percentage of cost of sales of real estate, 2) cost of hospital operations is calculated from revenue from net sales of real estate and revenue from hospital operations, respectively and 3) Gross profit is calculated from revenue from net sales of real estate and revenue from hospital operations.

The audit fees for the Company and its subsidiaries

The audit fees for the Company for the fiscal year 2024 total to THB 1,200,000 (Same amount as in the year 2023). Additionally, the audit fees for the domestic subsidiaries for the fiscal year 2024, which have used the same audit firm, are as follows:

KPMG Phoomchai Auditing Co., Ltd. (KPMG)

Unit: THB

Item	2024	2023
1. Audit fees for the annual financial statements.	930,000	930,000
2. Audit fees for the quarterly financial statements.	270,000	270,000
Total audit fees for the Company.	1,200,000	1,200,000
Audit fees for domestic subsidiary companies.		
- Number of subsidiary companies.	28 Companies	33 Companies
- Total amount	5,110,000	5,488,000
Total KPMG audit fees for domestic subsidiaries	6,310,000	6,688,000

Audit fees for foreign subsidiaries for the fiscal year 2024⁽¹⁾

Unit: THB

Item	2024	2023
Audit fees for foreign subsidiary companies (India).	132,000	132,500
Total ASA & Company Chartered Accountants audit fees.	132,000	132,500
Audit fees for foreign subsidiary companies (Singapore)	1,674,000	1,560,000
Total KPMG audit fees for foreign subsidiaries	1,674,000	1,560,000
Total audit fees for overseas accounting services.	1,806,000	1,692,500

(1) The audit fees for foreign subsidiary companies depend on the exchange rate at that time.

(2) the Board of Directors will oversee the timely production of the financial statements.

(The audit fees for the fiscal year 2024 of the subsidiary companies may vary depending on the number of subsidiary companies and/or the actual volume of work incurred during the year.)

The total audit fees for the Company, including both domestic and foreign subsidiaries, for the fiscal year 2024 amounted to THB 8,116,000, excluding any other additional service fees (non-audit fee) that may be incurred. In this regard, the non-audit fee for 2023 decreased to THB 2,240,997 from THB 4,337,017 in 2022.

Profiles and work experience of the external auditors

Name - Surname Miss Sujitra Masena

Certified Public Accountant No. 8645

Present Position Audit Partner

Age 45 years



Education Bachelor of Accounting, Thammasat University

Professional Experience: 23 years
Miss Sujitra is a licensed certified public accountant approved by the Securities and Exchange Commission and the Stock Exchange of Thailand, providing accounting audit services to both Thai and international companies, adhering to both IFRS and US GAAP standards. Controlling the oversee projects for Thai companies as well as branches of foreign companies operating across various industries, including;

- Real Estate
- Manufacturing
- Electronics
- Consumer products
- Automotive

Service Years with PSH 1 year (If appointed) since 2023

Relationship or interests with the Company, its subsidiaries, executives, or major shareholders, or their related parties -None-

Shareholding as of appointment date -None-

Enclosure 2 Profiles of the Auditors and Audit Fees

Name - Surname Miss Nawarat Nitikeatipong

Certified Public Accountant No. 7789

Present Position Audit Partner

Age 46 years



Education

- Master of Business Administration, National Institute of Development Administration
- Bachelor of Accounting, Chulalongkorn University (2nd class honor)

Professional Experience: 22 years

- Miss Nawarat has expertise in audit for both domestic and international companies, as well as audit experience for public companies in various industries such as real estate, construction, hotel and healthcare.
- Extensive experience in collaborating with the Information Risk Management (IRM) audit team of KPMG Phoomchai Auditing Co., Ltd. responsible for auditing quarterly financial statements and annual financial audits, assessing business risk evaluations, developing audit plans, and summarizing audit findings in conjunction with the IRM audit team of KPMG.
- Regularly maintain up-to-date knowledge of regulations pertinent to accounting services, such as laws, and regulations outlined by the Securities and Exchange Commission (SEC), Board of Investment (BOI), and etc. Also, regularly attend the seminars and training sessions for continuous development of knowledge and skills.

Service Years with PSH 1 year (If appointed) since 2023

Relationship or interests with the Company, its subsidiaries, executives, or major shareholders, or their related parties -None-

Shareholding as of appointment date -None-

Enclosure 2 Profiles of the Auditors and Audit Fees

Name - Surname Mr. Veerachai Ratanajaratkul

Certified Public Accountant No. 4323

Present Position Audit Partner

Age 58 years



Education

- Master of Accounting, Chulalongkorn University
- Bachelor of Accounting, Thammasat University

Professional Experience: 35 years

Mr. Veerachai is a licensed certified public accountant approved by the Securities and Exchange Commission and the Stock Exchange of Thailand, providing accounting audit services to both Thai and international companies, adhering to Thai GAAP, IFRS, US GAAP and the Stock Exchange of Thailand (SET) operating across various industries, including;

- Agriculture
- Consumer products
- Industrial products

Service Years with PSH 1 year (If appointed) since 2023

Relationship or interests with the Company, its subsidiaries, executives, or major shareholders, or their related parties

-None-

Shareholding as of appointment date

-None-

Name - Surname Miss Sirinuch Surapaitoonkorn

Certified Public Accountant No. 8413

Present Position Audit Partner

Age 43 years



Education

- Master of Business Administration, Chulalongkorn University
- Bachelor of Accounting, Thammasat University (International program)

Professional Experience: 24 years

Miss Sirinuch is an Audit Partner at KPMG Phoomchai Auditing Co., Ltd., with over 20 years of experience. She specializes in auditing financial statements of specific industries as well as consolidated financial statements, including the audit reporting services to accountants of business groups following the Thai Financial Reporting Standards (TFRS) and International Financial Reporting Standards (IFRS) Additionally, she provides auditing services to the Companies in Thailand and the investors from Japan, across various industries, including;

- Consumer products
- Manufacturing industry
- Food and Beverage

In addition, she also has experience as a speaker in seminars related to financial reporting standards and utilizing technology in auditing.

Service Years with PSH -None-

Relationship or interests with the Company, its subsidiaries, executives, or major shareholders, or their related parties -None-

Shareholding as of appointment date -None-

Enclosure 3 Profiles of the Directors Retiring by Rotation and being Nominated to be Reappointed, and Profile of the New Director to be Appointed

Dr. Prasarn Trairatvorakul

Age 71 Years

Chairman of the Board of Directors / Independent

Director

(Started on April 29, 2016)

Total tenure as an independent director: 7 years

Shareholdings (%)

1) held by director	None
2) held by spouse / cohabiting Couple	None
3) Held by minor child	None

Family Relationship Among the Executives

- None

Education

- Bachelor of Engineering in Electrical Engineering (First Class Honors), Chulalongkorn University
- Master of Engineering in Industrial Engineering and Management, Asian Institute of Technology
- Master in Business Administration, Harvard University, Massachusetts, USA
- Doctor of Business Administration, Harvard University, Massachusetts, USA
- Honorary Doctor of Business Administration, Rajamangala University of Technology Suvarnabhumi
- Honorary Doctor of Economics, Khon Kaen University
- Honorary Doctor of Economics, The University of the Thai Chamber of Commerce
- Honorary Doctor of Economics, Chulalongkorn University
- Honorary Doctor of Philosophy, National Institute of Development Administration

Other Position(s)

Listed Company

- Independent Director / Chairman of the Remuneration Committee, Siam Cement Public Company Limited
- Chairman of the Board, Central Retail Corporation Public Company Limited
- Chairman of the Board, SCG Packaging Public Company Limited

Non-Listed Companies and Other Organizations

- Director, Vajiravudh College
- Member, Asset Management Committee of Vajiravudh College
- Director, Siam Sindhorn Company Limited
- Director, CPB Equity Company Limited
- Chairman of the Board, Education Equity Fund
- Member, Committee on King's Scholarships for Thai Buddhist Monks
- Chairman of the Board of Directors, Thailand Development Research Institute (TDRI)
- Senior Advisor, CENTRAL Group
- Member, Property Management Committee - Chulalongkorn University
- Advisor, Crown Property Bureau
- Executive Director, Thai Red Cross Society

Organizations that may pose potential conflicts or competition with the Company

- None

Prominent Work Experience in the past 5 years

- 2014 – 2019 Member, State Enterprises Supervisory Board
- 2015 – 2019 Member, Committee to Enhance Competitiveness of the Nation
- 2017 – 2019 Chairman, Public Procurement Committee
- 2017 – 2019 Member, Education Reform Committee
- 2017 – 2019 Chairman, Economic Reform Committee
- 2018 – 2020 Distinguished Scholar, Faculty of Commerce and Accountancy - Chulalongkorn University
- 2019 – 2022 Chairman of the Board, Mahidol Witayanusorn
- 2021 – 2024 Chairman of the Board, The Stock Exchange of Thailand
- 2021 – 2024 Chairman of the Board, Thailand Futures Exchange (TFEX)
- 2021 – 2024 Chairman of the Board, Capital Market Development Fund

**Enclosure 3 Profiles of the Directors Retiring by Rotation and being
Nominated to be Reappointed, and Profile of the New Director to be Appointed**

Courses Attended at Thai Institute of Directors

- The Role of the Chairman Program - RCP
2/2001
- Director Certification Program – DCP 21/2002
- Ethical Leadership Program - ELP 2/2015
- Board Nomination and Compensation Program -
BNCP 5/2018
- IT Governance and Cyber Resilience Program -
ITG 15/2020

Meeting Attendance

- The Board of Directors Meeting 13/13 times
- The Independent Non-Executive Directors
Meeting 2/2 times

**Enclosure 3 Profiles of the Directors Retiring by Rotation and being
Nominated to be Reappointed, and Profile of the New Director to be Appointed**

Mr. Thongma Vijiitpongpun

Age 66 Years

Vice Chairman of the Board of Directors / Member of
the Nomination and Remuneration Committee / Member
of the Risk Oversight Committee / Member of the
Executive Director / Member of the Investment
Committee

(Started on March 16, 2016)

Total tenure as an director: 8 years

Shareholdings (%)

- | | |
|---------------------------------------|------------------------|
| 1) held by director | 60.2324% |
| | (1,318,190,000 shares) |
| 2) held by spouse / cohabiting Couple | 3.8839% |
| | (85,000,000 shares) |
| 3) Held by minor child | None |

Family Relationship Among the Executives

- Elder brother of Mrs. Rattana Promsawad

Education

- B.SC (Civil Engineering), Chulalongkorn University
- (Honors) Ph.D. (Civil Engineering), Rajamangala University of Technology Krungthep: RMUTK
- (Honors) Ph.D. (Engineering Science in Civil Engineering), Sripatum University
- (Honors) Ph.D. (Civil Engineering), King Mongkut's University of Technology Thonburi: KMUTT
- (Honors) Ph.D. (Economics), Chiang Mai University

Other Position(s)

Listed Company

- None

Others

- Director, Pruksa Overseas Company Limited
- Director, Pruksa International Company Limited
- Director, TCT Company Limited
- Director, Tech Globe Company Limited

Organizations that may pose potential conflicts or
competition with the Company

- None

Prominent Work Experience in the past 5 years

- 2005 - February 2018 Pruksa Real Estate Public Company Limited

Courses Attended at Thai Institute of Directors

- Finance for Non-Finance Directors - FND 5/2003
- Director Certification Program - DCP 50/2004

Meeting Attendance

- The Board of Directors Meeting 10/13 times;
1 absence due to a conflict with the agenda
- The Nomination and Remuneration Committee Meeting 6/9 times
- The Risk Oversight Committee Meeting 4/5 times
- The Investment Committee Meeting 6/7 times
- The Executive Committee Meeting 30/39 times

Enclosure 3 Profiles of the Directors Retiring by Rotation and being Nominated to be Reappointed, and Profile of the New Director to be Appointed

Mr. Anuwat Jongyindee

Age 66 Years

Independent Director / Member of the Audit Committee
/ Member of the Corporate Governance and Sustainable
Development Committee

(Started on February 1, 2019)

Total tenure as an independent director: 5 years

Shareholdings (%)

- | | |
|---------------------------------------|------|
| 1) held by director | None |
| 2) held by spouse / cohabiting Couple | None |
| 3) Held by minor child | None |

Family Relationship Among the Executives

- None

Education

- Bachelor of Science, Business Administration, Kasetsart University
- Master of Accountancy, Chulalongkorn University

Other Position(s)

Listed Company

- Independent Director / Member of the Audit Committee / Member of the Anti-Corruption Committee / Member of Corporate Governance and Sustainable Committee, Thai Group Holdings Public Company Limited

Others

- Head of Risk Management and Internal Control Club, Thai Listed Company Association
- Committee / Chairman of the Audit Committee, Budhadasa Intapanyo Archives Foundation
- Committee Certification Anti-Corruption of The Private Sector Collective Action Coalition Against Action
- Supervisory Sub-Committee of State Enterprise Organization Evaluation - Internal Audit
- Internal Audit Director, Thai Red Cross Society
- Committee / Chairman of the Audit Committee, Doi Kham Food Products Company Limited
- Advisor-Committee / Chairman of the Audit Committee, Mahidol Witayanusorn School

- Independent Director / Chairman of Audit and Risk Management Committee / Member of Nomination Remuneration and Corporate Governance Committee, Chotiwat Manufacturing Public Company Limited
- Sub Audit Committee, The Royal Initiative Discovery Foundation
- Risk Management Committee, Mae Fah Luang University
- Accounting Systematization Committee / Advisor, Accounting Professions Committee of Federation of Accounting Professions

Organizations that may pose potential conflicts or competition with the Company

- None

Prominent Work Experience in the past 5 years

- 2018 - 2021 Advisor, Vice President Finance and Investment, The Siam Cement Public Company Limited

Courses Attended at Thai Institute of Directors

- Director Certification Program - DCP 135/2010
- Audit Committee Program - ACP 31/2010
- Director Accreditation Program - DAP 82/2010
- Ethical Leadership Program - ELP 11/2018
- Board Nomination and Compensation Program - BNCP 13/2023

Meeting Attendance

- The Board of Directors Meeting 13/13 times
- The Audit Committee Meeting 13/13 times
- The Corporate Governance and Sustainable Development Committee 4/4 times
- The Independent Non-Executive Directors Meeting 2/2 times

Enclosure 3 Profiles of the Directors Retiring by Rotation and being Nominated to be Reappointed, and Profile of the New Director to be Appointed

Professor Kitipong Urapeepatanapong
Age 68 Years
Independent Director / Member of the Risk Oversight Committee
(Started on April 26, 2016)

Total tenure as an independent director: 8 years

Shareholdings (%)

- | | |
|---------------------------------------|------|
| 1) held by director | None |
| 2) held by spouse / cohabiting Couple | None |
| 3) Held by minor child | None |

Family Relationship Among the Executives

- None

Education

- LL.B. (first-class honors) Chulalongkorn University
- Barrister-at-law, Institute of Legal Education of the Thai Bar
- Master of Laws, Chulalongkorn University
- Master of Laws, The University of British Columbia
- Honorary Doctorate Degree, Faculty of Law, Hatyai University

Other Position(s)

Listed Company

- Independent Director and Chairman of the Corporate Governance and Nomination Committee, SCG Packaging Public Company Limited
- Independent Director and Member of the Corporate Governance and Nomination Committee, SCG Chemicals Public Company Limited
- Chairman, The Thai Credit Bank Public Company Limited

Others

- Subcommittee, Office of Social Enterprise Promotion
- Law Subcommittee, Board of Investment
- Counsel of Committee, Board of Investment
- Honorary Member, National Reform Commission (Legal and critical issues committee)
- Corporate Governance Committee, Thai Institute of Directors
- Public Relations, Thai Institute of Directors

- Executive Board, Office of National Higher Education Science Research and Innovation Policy Council
- Member of the Economics Situation Administration Committee Center for COVID-19 Situation Administration (CCSA)
- Chairman, Cheevamitr Social Enterprise Company Limited
- Executive Director, Siam Piwat Company Limited
- Director, Business Strategic Holding Company Limited
- Deputy Chairman (Legal and member of the critical issues committee), National Reform Commission
- Chairman of the Revenue Code Re-enactment Committee, National Reform Commission
- Member of the Professional Expert Committee on Civil and Commercial law, National Commission for Justice Administration Development
- Member of the Professional Expert Committee, Thailand Institute of Justice
- Chairman of the Tax and Regulatory Commission, Thai Chamber of Commerce
- Chairman of the Board of Directors, Chotiwat Manufacturing Company Limited
- Chairman, VNB Holding Co., Ltd.
- Audit Committee, Bangkok University
- Member of Hatyai University Council
- Chairman, Thai Institute of Directors Association (IOD)
- (Advisory board) Member of Advisory board, School of Law, University of the Thai Chamber of Commerce
- Member of the Board of Governors, Stock Exchange of Thailand
- Member of the Committee for Economic Stimulus and Investment Measures to Draw Foreigners with High Potential to Thailand
- Director, CJ More Company Limited
- Director, Thainamthip Corporation Limited
- Director, Siam Piwat Holding Company Limited

**Enclosure 3 Profiles of the Directors Retiring by Rotation and being
Nominated to be Reappointed, and Profile of the New Director to be Appointed**

Organizations that may pose potential conflicts or competition with the Company

- None

Prominent Work Experience in the past 5 years

- 2008 - 2021 Chairman, Baker & McKenzie Limited
- 2014 - 2018 Member of the Board of Governors, Stock Exchange of Thailand

Courses Attended at Thai Institute of Directors

- Directors Certification Program - DCP 0/2000
- DCP Refresher Course - RE DCP 5/2007
- Role of Chairman Program - RCP 21/2009
- IT Governance and Cyber Resilience Program - ITG 15/2020
- Director Leadership Certification Program - DLCP 0/2021

Meeting Attendance

- The Board of Directors Meeting 13/13 times
- The Risk Oversight Committee 5/5 times
- The Independent Non-Executive Directors Meeting 2/2 times

**Enclosure 3 Profiles of the Directors Retiring by Rotation and being
Nominated to be Reappointed, and Profile of the New Director to be Appointed**

Mr. Roongrote Rangsiyopash

Age 60 Years

Vice Chairman of the Board of Directors / Independent
Director

(Started on April 26, 2024, if approval is granted)

Total tenure as an independent director: 0 years

Shareholdings (%)

- | | |
|---------------------------------------|------|
| 1) held by director | None |
| 2) held by spouse / cohabiting Couple | None |
| 3) held by minor child | None |

Organizations that may pose potential conflicts or competition with the Company

- None

Family Relationship Among the Executives

- None

Education

- B.E. (Mining), Chulalongkorn University
- M.S. (Industrial Engineering), University of Texas at Arlington, USA.
- MBA, Harvard Business School, USA

Other Position(s)

Listed Company

- Lead Independent Director / Chairman of the Nomination & Remuneration Committee, Central Retail Corporation Public Company Limited
- Chairman of Board, SCG Décor Public Company Limited
- Director / Member of CSR Committee for Sustainable Development / Member of Governance and Nomination Committee, The Siam Cement Public Company Limited

Others

- Eminent Persons of Monetary Policy Committee, Bank of Thailand
- Vice Chairman and Chairman of the Remuneration Committee, SCG Chemicals Public Company Limited
- Sub-committee, The Ananta Samakhom Throne Hall Reconstruction
- Committee, the Promotion of Social Sector Collaboration, Prince Chakri Award Foundation
- Chairman, The Siam Fibre-Cement Company Limited
- Director, SCG Foundation
- Committee, Engineer Division of the Anandamahidol Foundation
- Advisory, The Association National Defence College of Thailand under the Royal Patronage of His Majesty the King

Prominent Work Experience in the past 5 years

- 2018 - 2020 Sub-Committee, the Promotion of Social Sector Collaboration, Prince Chakri Award Foundation
- 2018 - 2021 Director, Mrigadayavan Palace Foundation Under the royal patronage of HRH Princess Bejaratana Rajasuda Sirisobhabannavadi
- 2022 - 2023 Executive Director (Council Board), Thailand Carbon Neutral Network
- 2021 - 2023 Board of Committee, Ramathibodi Elderly Care and Hospice
- 2018 - 2023 Honorary Advisor, The Federation of Thai Industries
- 2016 - 2023 President and CEO, The Siam Cement Public Company Limited
- 2016 - 2023 Council Member, World Business Council for Sustainable Development
- 2016 - 2023 Trustee and Member, Asia Business Council
- 2015 - 2023 Member of Fund-Raising Committee for Navamindrapobitr 84th Anniversary Building Faculty of Medicine Siriraj Hospital, Mahidol University

Courses Attended at Thai Institute of Directors

- Director Accreditation Program (DAP) 2004
- National Directors Conference 2018 “Rising Above Disruptions: A Call for Action” - NDC 1/2018
- COVID-19: Business implications and the “new normal” – O-DB 1/2020
- Women on Boards – Why now and How to? - O-DB 4/2021
- Integration: The forgotten cousin of M&A - O-DB 1/2023

Remuneration's policy

	Position	2024		2023	
		Monthly	Meeting allowance	Monthly	Meeting allowance
Board of Director	Chairman	320,000	-	320,000	-
	Member	150,000	-	150,000	-
Audit committee	Chairman	70,000	-	70,000	-
	Member	50,000	-	50,000	-
Other Subcommittees (Executive Committee, Investment Committee, Nomination and Remuneration Committee, Corporate Governance and Sustainable Development Committee, and Risk Oversight Committee)	Chairman	-	50,000	-	50,000
	Member	-	40,000	-	40,000

Note:

1. Executives serving as directors or executives in subsidiaries and affiliated companies will not be entitled to meeting allowances or any other forms of compensation.
2. Non-monetary remuneration and other benefits include health insurance, directors' group insurance, Directors and Officers liability insurance (D&O), health check-ups at Vimut Group Hospital with preferential rates, and provident fund.
3. Bonuses will be disbursed at the same rate as in 2023, ranging from 0.3 percent to 0.5 percent of dividend payments upon the fulfilment of Key Performance Indicators (KPIs).

Information regarding the comparison to the previous year's payment.

Please scan the QR code for further details in Enclosure 1, 56-1 One Report Page 166.

**Enclosure 5 Definition of Independent Directors and
Information of the Independent Directors to act as Proxy**

Definition of Independent Director

An independent director is a qualified individual and possesses an independency according to Notification of the Capital Market Supervisory Board No. Tor Jor. 39/2559 Re: Application for Approval and Granting of Approval of Offering of Newly Issued Shares (including the amendments) as the following details:

1. Holding shares not exceeding 1 percent of the total number of shares with voting rights of the company, its parent company, subsidiary company, associate company, major shareholder or controlling person, including shares held by related persons of such independent director.
2. Neither being nor used to be an executive director, employee, staff, advisor who receives salary, or controlling person of the company, its parent company, subsidiary company, associate company, same-level subsidiary company, major shareholder or controlling person, unless the foregoing status has ended not less than two years prior to the date of being appointed as independent director. Such prohibited characteristic shall not include the case where the independent director used to be a government official or advisor of a government unit, which is a major shareholder or controlling person of the company.
3. Not being a person related by blood or legal registration as father, mother, spouse, sibling, and child, including spouse of child of other director, executive, major shareholder, controlling person, or person to be nominated as executive or controlling person of the company or its subsidiary company.
4. Neither having nor used to have a business relationship with the company, its parent company, subsidiary company, associate company, major shareholder or controlling person, in the manner which may interfere with his independent judgement, and neither being nor used to be a significant shareholder or controlling person of any person having a business relationship with the company, its parent company, subsidiary company, associate company, major shareholder or controlling person, unless the foregoing relationship has ended not less than two years prior to the date of being appointed as independent director. The term 'business relationship' shall include any normal business transaction, rental or lease of immovable property, transaction relating to assets or services or granting or receipt of financial assistance through receiving or extending loans, guarantee, providing assets as collateral, and any other similar actions, which result in the company or its counterparty being subject to indebtedness payable to the other party in the amount of three percent or more of the net tangible assets of the company or twenty million baht or more, whichever is lower. The amount of such indebtedness shall be calculated according to the method for calculation of value of connected transactions under the Notification of the Capital Market Supervisory Board governing rules on connected transactions mutatis mutandis. The consideration of such indebtedness shall include indebtedness occurred during the period of one year prior to the date on which the business relationship with the person commences.
5. Neither being nor used to be an auditor of the company, its parent company, subsidiary company, associate company, major shareholder or controlling person, and not being a significant shareholder, controlling person, or partner of an audit firm which employs auditors of the company, its parent company, subsidiary company, associate company, major shareholder or controlling person, unless the foregoing relationship has ended not less than two years prior to the date of being appointed as independent director.
6. Neither being nor used to be a provider of any professional services including those as legal advisor or financial advisor who receives service fees exceeding two million baht per year from the company, its parent company, subsidiary company, associate company, major shareholder or controlling person, and not being a significant shareholder, controlling person or partner of the provider of professional services, unless the foregoing relationship has ended not less than two years prior to the date of being appointed as independent director.

**Enclosure 5 Definition of Independent Directors and
Information of the Independent Directors to act as Proxy**

7. Not being a director appointed as representative of directors of the company, major shareholder or shareholder who is related to major shareholder.
8. Not undertaking any business in the same nature and in competition to the business of the company or its subsidiary company or not being a significant partner in partnership or being an executive director, employee, staff, advisor who receives salary or holding shares exceeding one percent of the total number of shares with voting rights of other company which undertakes business in the same nature and in competition to the business of the company or its subsidiary company.
9. Not having any other characteristics, which cause the inability to express independent opinions with regard to the company's business operations. After having been appointed as an independent director with qualifications complying with the criteria under items above, the independent director may be assigned by the Board to take part in the business decisions of the company, its parent company, subsidiaries, affiliates, same level subsidiaries or juristic persons which may have any conflict of interest, on condition that these decisions must be collective ones.

In case that the appointed independent director is the person who has or used to have a business relationship, or provision of professional services at a value exceeding the specified amount under item 4 or 6, the company shall be granted an exemption from such prohibition of having or having had a business relationship or provision of professional services at such excessive value, provided that the company has obtained an opinion of the Board of Directors indicating that after a consideration in accordance with Section 89/7 of the Securities and Exchange Act, the appointment of such person does not affect the performance of duties and the giving of independent opinions, and that the relevant information is disclosed in the notice of shareholders' meeting under the agenda of the appointment of an independent director.

- a) The nature of the business relationship or professional service that excludes the nominated independent director from the standard requirements;
- b) The reason or need to retain or appoint this person as an independent director;
- c) The Board's opinion on proposing the appointment of this person as an independent director.

**Enclosure 5 Definition of Independent Directors and
Information of the Independent Directors to act as Proxy**

Dr. Piyasvasti Amranand

Age 70 Years

Independent Director / Chairman of the Audit
Committee

(Started on April 29, 2016)

Address: 24th Floor, 1177 Pearl Bangkok Building ,
Phahonyothin Road, Phayathai Subdistrict, Phayathai
District, Bangkok 10400

Shareholdings (%)

- | | |
|---------------------------------------|------|
| 1) held by director | None |
| 2) held by spouse / cohabiting Couple | None |
| 3) Held by minor child | None |

Family Relationship Among the Executives

- None

Education

- Bachelor's Degree (first-class honors),
Mathematics, University of Oxford, UK
- Master's Degree (Distinction), Econometrics
and Mathematical Economics, London School
of Economics, University of London, U.K
- Ph.D. Economics, London School of
Economics, University of London, U.K

Other Position(s)

Listed Company

- Independent Director and Chairman of
Rehabilitation Plan Administrator, Thai
Airways International Public Company Limited

Others

- Chairman, Energy for Environment Foundation
- Director, Kiroro Resort Holdings Company
Limited

Prominent Work Experience in the past 5 years

- 2013 - April 2022 Independent Director and
Chairman of the Audit Committee, Kasikorn
Bank Public Company Limited
- 2018 - July 2023 Chairman (Independent
Director), PTT Global Chemical Public
Company Limited

Courses Attended at Thai Institute of Directors

- Director Accreditation Program - DAP 35/2005

Conflicts of Interest Pertaining to Any Agenda Item

- None

**Enclosure 5 Definition of Independent Directors and
Information of the Independent Directors to act as Proxy**

Dr. Anusorn Sangnimnuan

Age 70 Years

Independent Director / Chairman of the Corporate
Governance and Sustainable Development Committee /
Member of the Nomination and Remuneration
Committee

(Started on April 29, 2016)

Address: 24th Floor, 1177 Pearl Bangkok Building ,
Phahonyothin Road, Phayathai Subdistrict, Phayathai
District, Bangkok 10400

Shareholdings (%)

- | | |
|---------------------------------------|------|
| 1) held by director | None |
| 2) held by spouse / cohabiting Couple | None |
| 3) Held by minor child | None |

Family Relationship Among the Executives

- None

Education

- B.Sc. Chemical Engineering, Chulalongkorn University
- M.Eng. Environmental Engineering, Asian Institute of Technology (AIT)
- Ph.D. Chemical Engineering, Monash University, Melbourne, Australia

Other Position(s)

Listed Company

- Independent Director / Chairperson of Corporate Governance Committee and sustainability / Member of the Audit Committee, B.Grimm Power Public Company Limited

Others

- Chairman (Non-Executive Director), B.Grimm LNG Limited

Prominent Work Experience in the past 5 years

- 2014-February 2018 Independent Director, Pruksa Real Estate Public Company Limited

Courses Attended at Thai Institute of Directors

- Finance for Non - Finance Directors - FND 22/2005
- Director Accredited Program - DAP 40/2005
- Director Certification Program - DCP 62/2005
- DCP Refresher Course - RE DCP 1/2008
- IT Governance and Cyber Resilience Program - ITG 14/2020
- Refreshment Training Program - RFP 5/2022

Conflicts of Interest Pertaining to Any Agenda Item

- None

**Enclosure 5 Definition of Independent Directors and
Information of the Independent Directors to act as Proxy**

Mr. Weerachai Ngamdeevilaisak

Age 61 Years

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)

Address: 24th Floor, 1177 Pearl Bangkok Building ,
Phahonyothin Road, Phayathai Subdistrict, Phayathai
District, Bangkok 10400

Shareholdings (%)

- | | |
|---------------------------------------|------|
| 1) held by director | None |
| 2) held by spouse / cohabiting Couple | None |
| 3) Held by minor child | None |

Family Relationship Among the Executives

- None

Education

- Bachelor Degree, Accounting, Thammasat University
- Certificate, Mini MBA, Thammasat University
- Advanced Certificate, Public Administration and Law, King Prajadhipok's Institute

Other Position(s)

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 / Chairman of the Corporate Governance and Sustainability Committee, Autocorp Holding Public Company Limited

Others

- Director, F&A Solutions Company Limited
- Director, Audit One Company Limited
- Director, NH Holding Company Limited
- Director, World Asia Solution Company Limited
- Director, CJ MORE Company Limited

Prominent Work Experience in the past 5 years

- 2013 - 2023 Independent Director / Chairman of the Audit Committee / Member of Nomination, Remuneration and Governance Committee / Independent Director, SYN Mun Kong Insurance Public Company Limited

Courses Attended at Thai Institute of Directors

- Directors Certification Program - DCP 0/2000
- Finance for Non-Finance Director - FND 1/2001
- Role of the Compensation Committee - RCC 3/2007
- Successful Formulation & Execution of Strategy - SFE 4/2009
- Chartered Director Class - CDC 8/2014
- Defining Boardroom Culture - An Imperative of High-Performing Leadership 2019
- Subsidiary Governance Program 2021
- Director Leadership Certification Program 9/2023

Conflicts of Interest Pertaining to Any Agenda Item

- None

**Enclosure No. 6 Documents or Evidence required for
Registration to Attend the Meeting**

Attendance in person

1. A natural person with Thai or foreign nationality
 - 1.1 A valid government-issued photo ID, such as national ID card, public servant ID card, state official ID card, state enterprise officer ID card, or passport.
2. Thai juristic person or foreign juristic person
 - 2.1 Company registration certificate or a document showing its juristic person status, or a copy of one of these documents certified by the Registrar. The document must be valid (not exceeding 6 months since it was issued).
 - 2.2 Evidence showing that the representative attending the meeting is authorized to act on behalf of the juristic person. The person must produce one of the identifications listed in 1.1.

Attendance by proxy

1. The proxy that is a natural person residing in Thailand must produce the following documents:
 - 1.1 Proxy form.
 - 1.2 A valid and signed copy of the proxy's government-issued photo ID, such as national ID card, public servant ID card, state official ID card, state enterprise officer ID card, or passport.
2. The proxy that is a juristic person registered in Thailand must produce the following documents.
 - 2.1 Proxy form.
 - 2.2 Company registration certificate issued by the Registrar of the Ministry of Commerce. The certificate must be valid (not exceeding 6 months since it was issued).
 - 2.3 A copy of the power of attorney demonstrating the grantor's authority in the proxy form if the grantor is not the authorized director(s) specified in the Company registration certificate.
 - 2.4 A valid and signed copy of government-issued photo ID, such as a national ID card, public servant ID card, state official ID card, state enterprise officer ID card, or passport of the authorized signatory named in the proxy form.
3. The proxy that is a juristic person registered in a foreign jurisdiction must produce the following documents:
 - 3.1 Proxy form.
 - 3.2 Original or copy of the company registration certificate or other evidence showing its status as a juristic person. A document authorizing the signatory named in the proxy form.
 - 3.3 A copy of the power of attorney demonstrating the grantor's authority in the proxy form if the grantor is not the authorized representative (s) specified in the corporate document
 - 3.4 A valid and signed copy of government-issued photo ID, such as a national ID card, public servant ID card, state official ID card, state enterprise officer ID card, or passport of the authorized signatory named in the proxy form.

The signatures on all documents must be certified by the Thai Consular Office, a notary public, or another party authorized under local laws to certify signatures (not exceeding 6 months since it was notarized).
4. In the event custodian has been authorized to sign on proxy, a power of attorney appointing such custodian to sign on proxy shall be presented. Additionally, please ensure the use of proxy form C.
5. The proxy appointment must align with the terms specified and shown in the proxy form.
6. For any change in your title, name, or surname, please provide evidence certifying such change.
7. For any change, crossing, erasing, striking, or any amendment of any text whatsoever in the proxy form, the proxy granter must sign his or her name on every location on the form where such change occurs.

The Company reserves the right to grant the rights to attend the AGM or proxy solely to individuals who have accurately and completely submitted all required documents as per the specified conditions.

**Enclosure No. 7 Provisions in the Articles of Association in relation to
Shareholders' Meetings**

**Articles of Association
Pruksa Holding Public Company Limited**

Clause 17. The directors shall be elected at a shareholders' meeting, following the below rules and procedures:

- (1) Each shareholder shall have votes equal to one (1) share per one (1) vote.
- (2) Each shareholder shall exercise all his or her votes under (1) to elect one or several persons to be a director or directors but shall not allocate any of his or her votes to any other person.
- (3) The persons receiving the highest votes shall be elected as directors. The number of directors shall be as properly required by the Company or at that election. In the event of a tie vote, the chairman of the meeting shall have a casting vote.

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

A director who vacates office under this section may be re-elected.

The directors who retire from their office in the first and second years after the Company registration shall be selected by drawing lots. In subsequent years, the directors who held their office the longest shall retire.

Clause 23. The directors are entitled to receive remuneration from the Company in accordance with the shareholders' meeting based on a vote of not less than two-thirds of the total number of votes. The Company may fix the remuneration at a certain amount or set specific criteria. The amount may be determined from time to time or remain effective until it is resolved otherwise by a shareholders' meeting. Moreover, the directors are entitled to allowances and benefits per the Company's regulations.

The provisions in the first paragraph shall not affect the rights of the Company's staff or employees elected as directors to receive remuneration and benefits in their capacities as the Company's staff or employees.

Clause 32. The Board of Directors shall call an annual ordinary general meeting within four (4) months of the last day of the Company's fiscal year.

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 at any time considered expedient.

One or more than one shareholder holding total 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 a meeting shall be clearly stated in the request. In this case, the Board of Directors shall proceed to call a meeting of shareholders to be held within forty-five (45) days from the date the request is received.

If the Board of Directors does not hold the meeting within the period 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 from the date on which the period 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 therefrom and shall reasonably facilitate the meeting.

In the case where the quorum for 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 for the expenses incurred from the meeting.

Enclosure No. 7 Provisions in the Articles of Association in relation to Shareholders' Meetings

If the meeting is called by the shareholders, the shareholders may send a written notice calling the meeting to the other shareholders electronically, pursuant to the applicable laws and rules prescribed by the Registrar.

Clause 33. In convening a shareholders' meeting, the Board of Directors shall prepare a written notice 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 applicable, including the opinions of the Board of Directors concerning the matters. The notice shall be delivered to the shareholders and the Registrar for their acknowledgment at least seven (7) days prior to the meeting date. The notice calling the meeting shall also be published in a newspaper at least three (3) days prior to the date of the meeting for at least three (3) consecutive days.

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. If the meeting is held electronically, it shall be deemed that the meeting takes place at the head office.

The actions in paragraph one may be carried out electronically, pursuant to the applicable laws and rules prescribed by the Registrar.

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

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 on shareholders' request, such meeting shall be canceled. If the 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 the shareholders not less than seven (7) days prior to the date of the meeting. In the subsequent meeting, a quorum is not required.

The meeting notice may be delivered electronically, pursuant to the applicable laws and rules prescribed by the Registrar.

Clause 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 but 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.

Clause 36. In voting at a shareholders' meeting, one share is entitled to one vote. Any shareholder who has special interests in any matter shall not be entitled to vote on that matter, except for 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 below 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) sale or transfer of the whole or important parts of the Company's business to other parties.
 - (b) purchasing or accepting of transfer of the business of other private companies or public companies to be owned by the Company.

**Enclosure No. 7 Provisions in the Articles of Association in relation to
Shareholders' Meetings**

- (c) making, amending, or terminating contracts concerning a lease of the whole or important parts of the business of the Company; assigning any other parties to manage the business of the Company or business merger with the purposes of profit and loss sharing.
- (d) amending the Memorandum of Association or the Articles of Association of the Company.
- (e) increase or decrease of the registered capital of the Company.
- (f) dissolution of the Company.
- (g) issuance of debentures of the Company.
- (h) merger of the Company with other companies.

Clause 37. Matters that shall be considered at an annual ordinary general meeting of the shareholders:

- (1) to consider the report of the Board of Directors on the previous year performance
- (2) to consider approving the balance sheet and the statement of income.
- (3) to consider approving profit allocation and dividends payment.
- (4) to consider electing new directors to replace the directors who retire by rotation and to determine the remuneration of directors.
- (5) to consider appointing the auditors and determining the audit fees.
- (6) other matters.

Clause 43. The Board of Directors shall prepare the balance sheet and the statement of income as of the last day of the fiscal year of the Company for submission to the annual ordinary general meeting of shareholders for its consideration and approval. The Board of Directors shall have the balance sheet and the statement of income audited by the auditor(s) before submitting them to the shareholders' meeting.

Clause 44. The Board of Directors shall have the following documents delivered to the shareholders along with a written notice calling an annual ordinary general meeting:

- (1) copies of the audited balance sheet and the statement of income, together with the auditor's report.
- (2) the annual report of the Board of Directors, together with supporting documents.

Clause 45. Dividends shall not be paid other than out of profits. No dividends shall be paid if the company still has an accumulated loss.

Dividends shall be distributed according to the number of shares, with each share receiving an equal amount. Dividend payments must be approved at the shareholders' meeting.

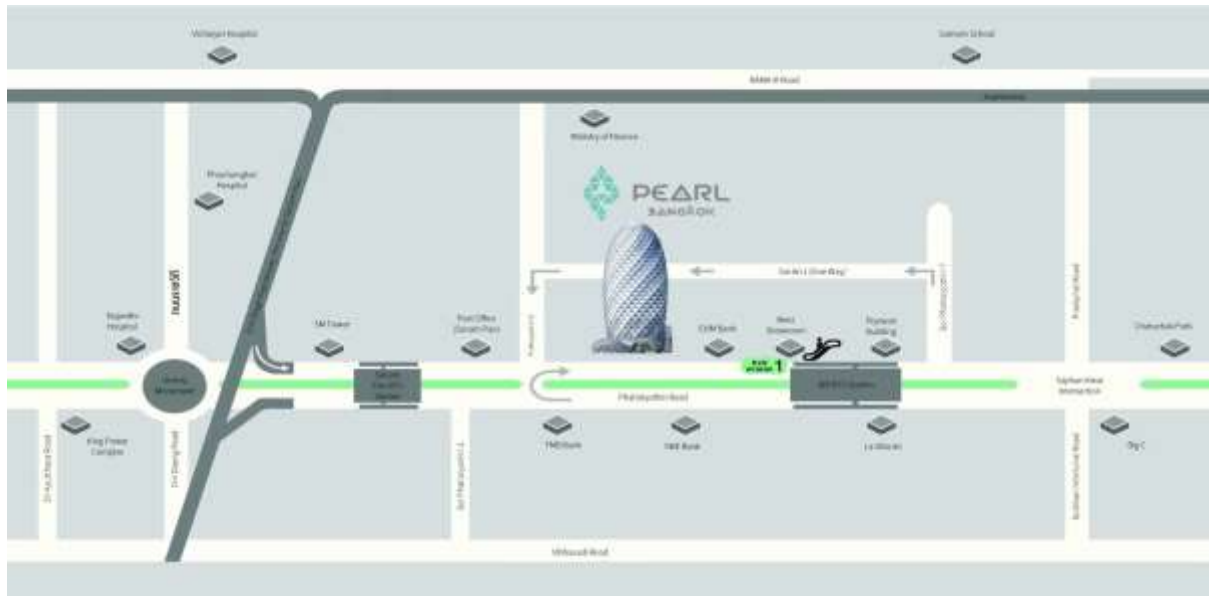
The Board of Directors may, from time to time, pay the shareholders interim dividends if the board estimates that the profits of the company justify such payment. After the dividends have been paid, such dividend payment shall be reported to the shareholders at the next shareholders' meeting.

Dividends shall be paid within one (1) month of the date of the resolution of the shareholders' meeting or of the Board of Directors' meeting, as applicable. 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.

The actions in paragraph four may be carried out electronically, pursuant to the applicable laws and rules prescribed by the Registrar.

Clause 46. The Company shall allocate not less than five (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 ten (10) percent of the registered capital.

The Map of Pearl Bangkok Building



Travelling

By Personal Car (Car parking slots are limited, and complimentary stamping is available for up to 5 hours only):

Kindly locate 'Pearl Bangkok' using Google Maps

Location: <https://maps.app.goo.gl/LJeLVNkEY47EKyRg8>

By Bus: Bus stops at Ari Alley station.

Bangkok Mass Transit Authority (BMTA) Bus No. 26, 29, 34, 39, 54, 63, 77, 97, 502, 503, 509, 510, 513

Shared Service Bus No. 8, 27, 28, 38, 74, 108, 157, 159, 177

BTS Skytrain

At Ari Station, take Exit 1, and walk straight ahead toward Victory Monument.

Nearby Landmark

Export-Import Bank of Thailand (EXIM bank)
Soi Phahon Yothin Road 5 (Soi Ratchakru)

หนังสือมอบฉันทะ แบบ ข.
(แบบที่กำหนดรายการต่างๆ ที่จะมอบฉันทะที่จะเลือกตั้งเจ้านายตัว)
Proxy Form B
(Proxy Form Containing Specific Details)

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")
as a shareholder of Pruksha Holding Public Company Limited ("the Company")
โดยถือหุ้นจำนวนทั้งสิ้นรวม _____ หุ้น และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง ดังนี้
holding the total amount of shares and have the right to vote equal to votes as follows:
☐ หุ้นสามัญ _____ หุ้น ออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
ordinary share shares and have the right to vote equal to votes
☐ หุ้นบุริมสิทธิ _____ หุ้น ออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
preference share shares and have the right to vote equal to votes

(3) ขอมอบฉันทะให้ (ผู้ถือหุ้นสามารถมอบฉันทะให้กรรมการอิสระของบริษัทฯ ได้ โปรดใช้ข้อมูลตามหมายเหตุข้อ 4)
Hereby appoint (The shareholder may appoint the independent director of the Company to be the proxy, please refer to details in Remark No. 4)

- ☐ 1. ดร.ปิยสวัสดิ์ อัมระนันทน์ กรรมการอิสระที่เป็นผู้รับมอบฉันทะ อายุ 70 ปี ที่อยู่ เลขที่ 1177 อาคารเพิร์ล แบงก์ค็อก ชั้น 24 ถนนพหลโยธิน แขวงพญาไท เขตพญาไท กรุงเทพมหานคร รหัสไปรษณีย์ 10400 หรือ
1. Dr. Piyasvasti Amaranand, an independent director of the Company to present as proxy, age 70 years, address 1177 Pearl Bangkok Building 24th floor, Phaholyothin Road, Phayathai Sub-district, Phayathai District, Bangkok 10400 or
- ☐ 2. ดร.อนุสรณ์ แสงนิ่มนวล กรรมการอิสระที่เป็นผู้รับมอบฉันทะ อายุ 70 ปี ที่อยู่ เลขที่ 1177 อาคารเพิร์ล แบงก์ค็อก ชั้น 24 ถนนพหลโยธิน แขวงพญาไท เขตพญาไท กรุงเทพมหานคร รหัสไปรษณีย์ 10400 หรือ
2. Dr. Anusorn Sangnimnuan, an independent director of the Company to present as proxy, age 70 years, address 1177 Pearl Bangkok Building 24th floor, Phaholyothin Road, Phayathai Sub-district, Phayathai District, Bangkok 10400 or
- ☐ 3. นายวีระชัย งามดีวิไลศักดิ์ กรรมการอิสระที่เป็นผู้รับมอบฉันทะ อายุ 61 ปี ที่อยู่ เลขที่ 1177 อาคารเพิร์ล แบงก์ค็อก ชั้น 24 ถนนพหลโยธิน แขวงพญาไท เขตพญาไท กรุงเทพมหานคร รหัสไปรษณีย์ 10400 หรือ
3. Mr. Weerachai Ngamdeevilaisak, an independent director of the Company to present as proxy, age 61 years, address 1177 Pearl Bangkok Building 24th floor, Phaholyothin Road, Phayathai Sub-district, Phayathai District, Bangkok 10400 or
- ☐ 4. ชื่อ _____ อายุ _____ ปี อยู่บ้านเลขที่ _____
Name Age years, residing at
ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____
Road Sub-District District
จังหวัด _____ รหัสไปรษณีย์ _____
Province Postal Code

คนใดคนหนึ่งเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้นประจำปี 2567 ในวันศุกร์ที่ 26 เมษายน 2567 เวลา 14.00 น. ณ ห้องประชุมบริษัทเลขที่ 1177 อาคารเพิร์ล แบงก์ค็อก ชั้น 4 ถนนพหลโยธิน แขวงพญาไท เขตพญาไท กรุงเทพมหานคร 10400 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

Only one of them as my/our proxy to attend and vote on my/our behalf at the 2024 Annual General Meeting of Shareholders ("the Meeting") on Friday 26th April 2024 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 adjourned.

- (4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้
I/We authorize the proxy to vote on my/our behalf at the Meeting as follows:

วาระที่ 1 รับทราบรายงานของคณะกรรมการบริษัทเกี่ยวกับผลการดำเนินงาน ประจำปี 2566
Agenda 1 To acknowledge the Board of Directors' report on the Company's 2023 business performance

เนื่องจากวาระนี้เป็นวาระแจ้งเพื่อทราบ จึงไม่มีการออกเสียงลงคะแนน
As this item is for information to shareholders, there will be no voting.

วาระที่ 2 พิจารณานุมัติงบแสดงฐานะการเงินและงบกำไรขาดทุน ประจำปี 2566
Agenda 2 To approve the statements of financial position and statements of income for the year 2023

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
- ☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ งดออกเสียง
Approve Disapprove Abstain

วาระที่ 3 พิจารณานุมัติจัดสรรกำไรสุทธิประจำปี 2566 เป็นทุนสำรองตามกฎหมาย และการจ่ายเงินปันผล
Agenda 3 To approve the allocation of 2023 net profit as legal reserve and the dividend payment

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
- ☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ งดออกเสียง
Approve Disapprove Abstain

วาระที่ 4 พิจารณานุมัติแต่งตั้งผู้สอบบัญชีและกำหนดค่าสอบบัญชี ประจำปี 2567
Agenda 4 To approve the appointment of the Company's auditors and fix audit fee for the year 2024

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
- ☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ งดออกเสียง
Approve Disapprove Abstain

วาระที่ 5 พิจารณานุมัติแต่งตั้งกรรมการแทนกรรมการซึ่งต้องออกจากตำแหน่งตามวาระในปี 2567 และ
การแต่งตั้งกรรมการใหม่

Agenda 5 To approve the appointment of directors replacing those retired by rotation in 2024 and the appointment of a new director.

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:

1. **ดร.ประสาร ไตรรัตน์วรกุล**
Dr. Prasarn Trairatvorakul
☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง
 Approve Disapprove Abstain
2. **นายทองมา วิจิตรพงศ์พันธุ์**
Mr. Thongma Vijitpongpun
☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง
 Approve Disapprove Abstain
3. **นายอนุวัฒน์ จงยินดี**
Mr. Anuwat Jongyindee
☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง
 Approve Disapprove Abstain
4. **ศาสตราจารย์พิเศษกิตติพงษ์ อูรพิพัฒน์พงศ์**
Professor Kitipong Urapeepatanapong
☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง
 Approve Disapprove Abstain
5. **นายรุ่งโรจน์ รังสิโยภาส**
Mr. Roongrote Rangsiyopash
☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง
 Approve Disapprove Abstain

วาระที่ 6 **พิจารณาอนุมัตินโยบายการจ่ายค่าตอบแทนกรรมการ และวงเงินค่าตอบแทนกรรมการ ประจำปี 2567**
 Agenda 6 To approve the Board of Directors' remuneration policy and set the budget for the year 2024

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
 (b) To grant my/our proxy to vote at my/our desire as follows:
- ☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง
 Approve Disapprove Abstain

วาระที่ 7 **พิจารณาเรื่องอื่น ๆ (ถ้ามี)**
 Agenda 7 Other matters (if any)

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
 (b) To grant my/our proxy to vote at my/our desire as follows:
- ☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง
 Approve Disapprove Abstain

- (5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น
- If voting in any agenda of my/our proxy hasn't followed this proxy, it shall be deemed such voting is incorrect and isn't my/our voting.
- (6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- In case I/we have not specified my/our voting intention in any item or 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.
- กิจการใดที่ผู้รับมอบฉันทะได้กระทำให้ไปในการประชุมนั้น เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุไว้ในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ
- Any acts performed by the proxy in this Meeting except my/our proxy hasn't voted as I/we specified shall be deemed to be the actions performed by myself/ourselves.

ลงนาม/Signed _____ ผู้มอบฉันทะ/Shareholder
(_____)

ลงนาม/Signed _____ ผู้รับมอบฉันทะ/Proxy
(_____)

ลงนาม/Signed _____ ผู้รับมอบฉันทะ/Proxy
(_____)

ลงนาม/Signed _____ ผู้รับมอบฉันทะ/Proxy
(_____)

หมายเหตุ / Remark

- ผู้ถือหุ้นที่มอบฉันทะจะต้องให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้
The shareholder appointing the proxy must authorize only one proxy to attend and vote at the Meeting and may not split the number of shares to many proxies for splitting votes.
 - ผู้ถือหุ้นจะมอบฉันทะเท่ากับจำนวนหุ้นที่ระบุไว้ในข้อ (2) โดยไม่สามารถจะมอบฉันทะเพียงบางส่วนน้อยกว่าจำนวนที่ระบุไว้ในข้อ (2) ได้ เว้นแต่กรณีที่ผู้รับมอบฉันทะตามแบบ ค.
The shareholder may grant the power to the proxy for all of the shares specified in Clause (2) and may not grant only a portion of the shares less than those specified in Clause (2) to the proxy except the proxy as form C.
 - วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล
The shareholder can either appoint all directors or individually appoint the director in such agenda item.
 - ผู้ถือหุ้นสามารถมอบฉันทะให้กรรมการอิสระของบริษัทดังต่อไปนี้ คนใดคนหนึ่งเพียงคนเดียว เป็นผู้รับมอบฉันทะแทนผู้ถือหุ้น (รายละเอียดประวัติกรรมการปรากฏตามเอกสารแนบ 5)
The shareholder may appoint only one independent director of the Company to be the proxy as follows: (details of the director as shown in the Enclosure 5)
- ดร.ปิยสวัสดิ์ อัมระนันทน์ หรือ / Dr. Piyasvasti Amaranand or
 - ดร.อนุสรณ์ แสงนิมนวล หรือ / Dr. Anusorn Sangnimnuan or
 - นายวีระชัย งามศิริไศลศักดิ์ / Mr. Weerachai Ngamdeevilaisak

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข.
Attachment to Proxy Form B

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของ บริษัท พุกกา โฮลดิ้ง จำกัด (มหาชน)
The proxy as the shareholder of Pruksha Holding Public Company Limited

ในการประชุมสามัญผู้ถือหุ้นประจำปี 2567 วันศุกร์ที่ 26 เมษายน 2567 เวลา 14.00 น. ณ ห้องประชุมบริษัทเลขที่ 1177 อาคารเพิร์ล แบงก์ค็อก ชั้น 4 ถนนพหลโยธิน แขวงพญาไท เขตพญาไท กรุงเทพมหานคร 10400 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย
At the 2024 Annual General Meeting of Shareholders which will be held on Friday 26th April 2024 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 adjourned.

วาระที่.....	เรื่อง.....
Agenda.....	Subject.....
<input type="checkbox"/>	(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร (a) To grant my/our proxy to consider and vote on my/our behalf as deemed appropriate in all respects.
<input type="checkbox"/>	(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้ (b) To grant my/our proxy to vote in accordance with my/our instruction as follows:
<input type="checkbox"/>	เห็นด้วย <input type="checkbox"/> ไม่เห็นด้วย <input type="checkbox"/> งดออกเสียง Approve Disapprove Abstain
วาระที่.....	เรื่อง.....
Agenda.....	Subject.....
<input type="checkbox"/>	(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร (a) To grant my/our proxy to consider and vote on my/our behalf as deemed appropriate in all respects.
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วาระที่.....	เรื่อง.....
Agenda.....	Subject.....
<input type="checkbox"/>	(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร (a) To grant my/our proxy to consider and vote on my/our behalf as deemed appropriate in all respects.
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วาระที่.....	เรื่อง.....
Agenda.....	Subject.....
<input type="checkbox"/>	(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร (a) To grant my/our proxy to consider and vote on my/our behalf as deemed appropriate in all respects.
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เรื่อง.....	เพื่อพิจารณาเลือกตั้งกรรมการ.....

วาระที่.....

Agenda..... Subject.....To approve the appointment of directors.....

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as deemed appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote in accordance with my/our instruction as follows:
เห็นด้วยกับการเลือกตั้งกรรมการเป็นรายบุคคล
To individually approve the appointment of directors as follows:

1. ชื่อ-นามสกุล.....
Name-Surname.....

- ☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง
Approve Disapprove Abstain

2. ชื่อ-นามสกุล.....
Name-Surname.....

- ☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง
Approve Disapprove Abstain

3. ชื่อ-นามสกุล.....
Name-Surname.....

- ☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง
Approve Disapprove Abstain

4. ชื่อ-นามสกุล.....
Name-Surname.....

- ☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง
Approve Disapprove Abstain

5. ชื่อ-นามสกุล.....
Name-Surname.....

- ☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง
Approve Disapprove Abstain

วาระที่..... เรื่อง.....

Agenda..... Subject.....

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as deemed appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote in accordance with my/our instruction as follows:
☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง
Approve Disapprove Abstain

เรื่อง.....

วาระที่.....

Agenda.....

Subject.....

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as deemed appropriate in all respects.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote in accordance with my/our instruction as follows:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |