

(Translation)

PROUD-LC 2021/002

22 February 2021

Subject : Appointment of Company Directors, Independent Directors, Audit Committee And schedule of the 2021 Annual General Meeting of Shareholders and the omission of dividends

Attention : President

The Stock Exchange of Thailand

Proud Real Estate Public Company Limited (the “Company”) would like to give notice of the resolutions of Board of Director’s Meeting No.1/2021 held on Monday, 22 February 2021 to the Stock Exchange of Thailand (SET), which can be summarized as follows:

1. Appoint Mr. Dan Sornmani to be the Company's director, independent director and audit committee with effect from February 23, 2021 onwards
2. The Board meeting acknowledged the results of the exercise of shareholders’ rights prior to the Annual General Meeting of Shareholders for the Year 2021 as follows:
 - 2.1 No meeting agenda for Annual General Meeting of Shareholders for the Year 2021 proposed by shareholders;
 - 2.2 No new directors nominated by shareholders for consideration of Annual General Meeting of Shareholders for the Year 2021
 - 2.3 No questions in advance received from shareholders prior to Annual General Meeting of Shareholders for the Year 2021
3. Approved the determination of the date of the 2021 Annual General Meeting of Shareholders to be held on Monday, 19 April 2021 at 10.00 a.m. at Bliston Suwan Park View Hotel, Suwan 1 and 2 Room, 4th Floor, 9 Soi Tonson Ploenchit Road Lumpini Pathumwan Bangkok 10330, to consider the following agendas:
 - Agenda 1 To consider and approve the minutes of the 2020 Annual General Meeting of Shareholders held on August 10, 2020.
 - Agenda 2 To acknowledge the Board of Directors’ report on the Company’s operating result of 2020 and approve the Company’s financial statements for the fiscal year ended 31 December 2020
 - Agenda 3 To approve the allocation of profit and omission of dividend payment
 - Agenda 4 To approve the appointment of auditors and fix their remuneration for the year 2021
 - Agenda 5 To elect directors to replace those who retire by rotation
 - Agenda 6 To fix remuneration for the Board of Directors, the Audit Committee and the Nomination and Remuneration Committee for the year 2021
 - Agenda 7 To consider other business (If any)

The date of determining the names of shareholders who shall be entitled to attend the 2021 Annual General Meeting of Shareholders (Record Date) on Monday, 8 March 2021.

4. To approve the Minutes of the Annual General Meeting of Shareholders for the Year 2020, held on 10 August 2020
Board's Opinion It is appropriate to propose Annual General Meeting of Shareholders for the Year 2021 to consider approving the Minutes of the Annual General Meeting of Shareholders for the Year 2020, held on 10 August 2020
5. To acknowledge the operating results and approve the financial statements for the year ended 31 December 2020
Board's Opinion It is appropriate to propose Annual General Meeting of Shareholders for the Year 2020 to approve the financial statements for the year ended 31 December 2020
6. To approve the allocation of profit and omission of dividend
Board's Opinion It is appropriate to propose Annual General Meeting of Shareholders for the Year 2021 to consider approving the omission of dividend payment for the operating results of the year 2020 due to the Company's loss of 44.82 Million Baht.
7. To appoint the auditors and fix their remuneration for year 2021;
Board's Opinion It is appropriate to propose Annual General Meeting of Shareholders for the Year 2021 to appoint the auditors and fix their remuneration for year 2021 as follows:
 - Khun Siriwan Suratepin, C.P.A. Registration No. 4604, and/or
 - Khun Patcharawan Koonarangsri, C.P.A. Registration No. 6650, and/or
 - Khun Samran Taengcham, C.P.A. Registration No. 8021of EY Office Limited be appointed as the Company's auditor for the year 2021. In the event those auditors are unable to perform their duties, EY Office Limited is authorized to assign another of its auditors to perform the audit and express an opinion on the company's financial statements in their place.
8. To elect directors to replace those who retire by rotation
Board's Opinion It is appropriate to propose Annual General Meeting of Shareholders for the Year 2021 to consider and elect directors to replace those who retire by rotation, namely, Mr. Anuwat Maytheewibulwut , Mr. Pasu Liptapanlop and Miss Proudpath Liptapanlop, totally 3 directors. The Company has set the directors' election rules by giving the right and opportunity to shareholders to nominate new directors for the Board to consider during 1 January 2021 - 15 February 2021, but no shareholders nominated any new directors for the Board to consider. The Board of Directors of the Company, therefore, considers appropriate to propose these three directors to be re-elected as directors for another term of appointment as per the opinion of the Audit. Because he is knowledgeable Expertise Skills and experiences that are beneficial to the Company's business operations
9. To approve the remuneration for the Company Directors, the Audit Committee and the Nomination and Remuneration Committee for the year 2021
Board's Opinion It is appropriate to propose Annual General Meeting of Shareholders for the Year 2021 to consider fixing the following remuneration for the Board of Directors, the Audit Committee and the Nomination and Remuneration

Committee for the year 2021. Since the rate is appropriate for current business situation, company's size, and financial status.

Meeting Allowance (same as 2020)

- Meeting Fee for Chairman of each committee at Baht 15,000 per meeting.
- Meeting Fee for Director of each committee at Baht 12,000 per meeting.

The Board of Directors bonus shall not exceed the amount of Baht 3,500,000, with the Board of Directors determining conditions for such bonus payment.

Other Remuneration: - None –

Please be informed accordingly.

Yours sincerely,

- Signed -

(Mr. Pumipat Sinacharoen)

Chief Executive Officer