



บริษัท พราว เรียด เอสเตท จำกัด (มหาชน)

Proud Real Estate Public Company Limited

ทะเบียนเลขที่ 0107545000331

PROUD-LC 2021/009

6 September 2021

Subject: Notification of the resolution of the Board of Directors Meeting and information concerning connected transaction

Attention: The President  
The Stock Exchange of Thailand

Proud Real Estate Public Company Limited (“PROUD”) would like to inform you that on 6 September 2021 at 2.30 P.M., the Board of Directors Meeting has approved the connected transaction to purchase preferred shares issued by Hua Hin Alpha 71 Company Limited (“HH71”). The shares in which will be held by executive directors and close member of those persons’ family in the amount totaling 180,000 shares (valued at THB 18,000,000). In this regard, the Extraordinary General Meeting of Shareholders No.1/2564 of HH71 has approved that the preferred shares are offered to investors who are interested. The details of the approval appear in the attachment.

Please be informed accordingly.

Yours faithfully,

- Signature -

(Mr. Pumipat Sinacharoen)  
Chief Executive Officer

## Information concerning Connected Transaction Proud Real Estate Public Company Limited

The Board of Directors of Proud Real Estate Public Company Limited (“PROUD”) has approved in its Meeting on 6 September 2021 to enter into the connected transaction with respect to increase of share capital in Hua Hin Alpha 71 Company Limited (“HH71”), a subsidiary of PROUD.

The transaction is regarded as the connected transaction pursuant to the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 re: Rule on Connected Transactions dated 31 August 2008 and Notification of the Board of Governors of the Stock Exchange of Thailand re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions dated 19 November 2003, the details of which are as follows:

### 1. Date, Month and year of entering into the transaction

On 6 September 2021 at 2.30 P.M., the Board of Directors Meeting has approved the connected transaction to purchase preferred shares issued by Hua Hin Alpha 71 Company Limited which is a subsidiary of PROUD. The shares will be held by 2 executive directors and close member of those persons’ family. The share subscription shall be executed by September 2021.

### 2. Connected persons and the interest

- Issuer of the preferred shares: HH71
- Subscriber

No.	Name ชื่อ-นามสกุล	Share Amount (Shares)	Amount (Baht)	Relationship
1.	Miss Proudpuh Liptapanlop	50,000	5,000,000	Executive Director and majority shareholder of PROUD at 35.24%
2.	Mr. Pasu Liptapanlop	60,000	6,000,000	Executive Director and majority shareholder of PROUD at 35.24%
3.	Mrs. Poonpirom Liptapanlop	70,000	7,000,000	Close family member of Executive Director
	<b>Total</b>	<b>180,000</b>	<b>18,000,000</b>	

Remark: Ms. Proudpuh and Mr. Pasu Liptapanlop were not present at the Board of Directors' meeting. And they have no voting rights to approve this connected transaction.

- Connection: HH71 is PROUD’s subsidiary in which 99.9994% of its paid-up shares are held by PROUD. In addition, 2 Executive Directors of PROUD together with a close member of their family will subscribe the preferred shares issued by HH71 for its share capital increase.

### 3. Transaction

- HH71 is PROUD’s subsidiary in which 99.9994% of its paid-up shares are held by PROUD. The shareholders meeting of HH71 has approved that the company increase share capital in the amount of THB 750,000,000 from 50,000,000 so that the total share capital will then be THB 800,000,000 by way of issuing 6,000,000 preferred shares with par value of THB 100 per share offered to investors who are interested. In addition, HH71 also issues 1,500,000 ordinary shares with par value of THB 100 offered to existing shareholders of the company.

Therefore, the shareholding ratio and voting rights of the ordinary shares and prefer shares in HH71 as listed below:

Shareholder	Before transaction					After transaction				
	Amount of share	Amount (THB)	Rights	Voting rights	Ratio (%)	Amount of share	Amount (THB)	Rights	Voting rights	Ratio (%)
Ordinary shares	50,000	50,000,000	1 share per 1 vote	500,000	100%	2,000,000	200,000,000	1 share per 1 vote	2,000,000	94%
Prefer shares	-	-	-	-	-	6,000,000	600,000,000	50 shares per 1 vote	120,000	6%
Total	500,000	50,000,000		500,000	100%	8,000,000	800,000,000		2,120,000	100%

#### 4. Payment

The subscribers shall pay for the shares in cash to HH71's bank account via wire transfer within 8 September 2021.

#### 5. Size of transaction

Type and size of transaction:

The transaction is considered as medium size type 4 which has already been included with transactions in the past 6 months according to the audited financial statements of the company as of 30 June 2021.

Size of transaction + transactions in the past 6 months  
Net tangible asset

= 18,000,000  
608,016,000

= 2.96%

#### 6. Opinion of the Board of Directors and Audit Committee

The Board of Directors and the Audit Committee have an opinion that the transaction is reasonable using par value of 100 Baht and is given at the same conditions and returns as other investors. The increase of share capital in HH71 which is PROUD's subsidiary will increase the liquidity in the company and opportunity in business expansion in the future for HH71.

- Signature -

(Mr. Pumipat Sinacharoen)