

Criteria and Procedures for Proposing Agenda Item for 2022 Annual General Meeting of Shareholders

Objective

Proud Real Estate Public Company Limited. (“Company”) has policy to hold the shareholders meeting complied with the law and regulations as prescribed by any involving authorities, with an opportunity for shareholder to participate and receive information through the simply procedure for understanding.

Therefore, the Company has policy to facilitate shareholder(s) in proposing any matters to be considered by the Board of Directors to include such proposal as an agenda of the shareholders’ meeting in advance of the 2022 Annual General Meeting of Shareholders which is a part of the Principles of Good Corporate Governance regarding of the equitable treatment of shareholders.

Shareholder Eligibility Criteria for Submissions

Shareholders who wish to propose agenda item must be qualified in accordance with the criteria as follows:

1. Being a shareholder on the date of submission,
2. Being a holder or a group of the Company’s common shares, with holding the Company’s shares and having the right to vote with the amount not less than 50,000 shares.

Content of matters to be proposed

❖ Entitled Matters for Proposing:

- 1) Matters are complied with the applicable laws, rules and any regulations of the government agencies, regulatory or involved authorities.
- 2) Matters proposed for benefits of entire shareholders.
- 3) Matters proposed for development of the company’s management system.

❖ Matters not entitled to be included as:

- 1) Matters proposed by shareholders who are not qualified as prescribed above.
- 2) Matters proposed are relevant to the ordinary business operation and the fact given by the shareholders does not indicate any reasonable ground to suspect the irregularity of such matter
- 3) Matters proposed are beyond the control of the Company.
- 4) Matters that shareholders already proposed in the Annual General Meeting within the previous 12 months and receive the supporting votes of less than 10% if total voting shares, unless the factual has significantly changed from that of the previous shareholders’ meeting.
- 5) Matters for benefits of particular person or group.
- 6) Matters which may cause damages to majority shareholders.
- 7) Matters without competent information for consideration.

Consideration Process

- ❖ All qualified shareholders are entitled to propose an additional agenda in advance by filling out a form to propose an additional agenda (Form-A) as per attached, or may informal send the initial information by facsimile to the number 02-035-0998 or by E-mail to the Company Secretary <Nittaya.m@proudrealstate.co.th> or the Secretary of the Audit Committee <benrisa.s@proudrealstate.co.th> prior submitting Form-A to the Board of Directors later.
- ❖ Please be note that all documents must be submitted to the Company within 15 February 2022 with other supplementary documents requested in Form-A
- ❖ The Company Secretary shall initially consider the Form-A prior proposing to the Board of Directors Meeting for consideration respectively.
- ❖ Any agenda approved by the Board shall be proposed as the agenda for consideration in Annual General Meeting of Shareholders.
- ❖ In case of the board of directors declined to include such proposal as the agenda of the Annual General Meeting, the company shall inform the shareholder via Company's website <www.proudrealstate.co.th> and Stock Exchange of Thailand.

(Form-A)

**Agenda Item proposal Form for the 2022 Annual General Meeting of Shareholders
Of
Proud Real Estate Public Company Limited**

Date.....

I/We 1. (Mr. / Mrs. / Miss) aged years,
nationality address
..... phone
E-mail : as a shareholder of Proud Real Estate Public Company Limited, holding
the total amount of share(s)

2. (Mr. / Mrs. / Miss) aged years,
nationality address
..... phone
E-mail : as a shareholder of Proud Real Estate Public Company Limited, holding
the total amount of share(s)

3. (Mr. / Mrs. / Miss) aged years,
nationality address
..... phone
E-mail : as a shareholder of Proud Real Estate Public Company Limited, holding
the total amount of share(s)

4. (Mr. / Mrs. / Miss) aged years,
nationality address
..... phone
E-mail : as a shareholder of Proud Real Estate Public Company Limited, holding
the total amount of share(s)

Holding altogether share(s), represented.....percent of the Company's existing right to vote.

Would like to propose and additional agenda for the Annual General Meeting of Shareholders for the year 2021 with following details.

Subject :

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.....

Objective: For acknowledge For consideration For approval

Reason to propose:

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I/We certify that all information in this Form-A and all supplementary documents are true and correct. I hereby consent to the disclosure of the attached information and evidence of shareholding if the company deems it necessary.

Signed Shareholder
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Signed Shareholder
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Signed Shareholder
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Signed Shareholder
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Remark

1. Shareholder must enclose the shareholding Evidence such as Certificate from Securities Company, other evidence from SET and other documents for consideration.
2. Shareholder must enclose the Shareholder's Evidence such as a copy of identification card or passport (in case of the foreigner) and certified true copy. In case the shareholder is a juristic person, please enclose a copy of affidavit and a copy of identification card or passport (in case of the foreigner) of authorized directors and certified true copy.
3. Please submit Form-A to the Company within designate time prescribed by the company.
4. If more than one agenda is proposed, shareholder must complete one Form-A per one agenda.
5. The company shall not consider the Form-A with inadequate information for consideration.
6. In case more than 4 shareholders jointly propose additional agenda in advance, name and other additional information must also be specified in accordance with this form as stated above.