

PROUD-LC 2022/01

23 February 2022

Subject : Schedule for the Annual General Meeting of shareholders for the year 2022 and Omission of the dividend payment.

Attention : President

The Stock Exchange of Thailand

Proud Real Estate Public Company Limited (the “Company”) would like to inform the resolutions of Board of Director’s Meeting No.1/2022 held on Wednesday, 23 February 2022 to the Stock Exchange of Thailand (“SET”), which can be summarized as follows:

1. The Board meeting acknowledged the results of the exercise of shareholders’ rights prior to the Annual General Meeting of Shareholders (“AGM”) for the Year 2022 as follows:
  - 2.1 No meeting agenda for Annual General Meeting of Shareholders for the Year 2022 proposed by shareholders.
  - 2.2 No new directors nominated by shareholders for consideration of Annual General Meeting of Shareholders for the Year 2022.
  - 2.3 No questions in advance received from shareholders prior to Annual General Meeting of Shareholders for the Year 2022
2. Approved the determination of the date of the 2022 Annual General Meeting of Shareholders to be held on Thursday, 21 April 2022 at 10.00 a.m. via Electronic Media to consider the following agendas:

**Agenda 1 To consider and approve the minutes of the 2021 Annual General Meeting of Shareholders held on April 19, 2021.**

*Board’s Opinion* It is appropriate to propose Annual General Meeting of Shareholders for the Year 2022 to consider approving the Minutes of the Annual General Meeting of Shareholders for the Year 2021, held on 19 April 2021.

**Agenda 2 To acknowledge the operating results and approve the financial statements for the year ended 31 December 2021.**

*Board’s Opinion* It is appropriate to propose Annual General Meeting of Shareholders for the Year 2022 to approve the financial statements for the year ended 31 December 2021.

**Agenda 3 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 2022 to consider approving the omission of dividend payment for the operating results of the year 2021 due to the Company’s loss of 97.24 Million Baht.

**Agenda 4 To appoint the auditors and fix their remuneration for year 2022.**

*Board's Opinion* The Board of Directors agreed with the Audit Committee to propose Annual General Meeting of Shareholders for the Year 2022 to appoint the auditors and fix their remuneration for year 2022 as follows:

1. The appointment of the auditors as follows:

1.1 Mr. Piya Chaipruckmalakarn, C.P.A. Registration No. 7544, and/or

1.2 Ms. Siriwan Suratepin, C.P.A. Registration No. 4604, and/or

1.3 Mr. Samran Taengcham, C.P.A. Registration No. 8021

The auditors of EY Office Limited be appointed as the Company's auditor for the year 2022. 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.

2. The audit fee of Baht 1,500,000.

**Agenda 5 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 2022 to consider and elect directors to replace those who retire by rotation, namely, Mr. Anucha Sihanatkathakul, Mr. Dan Sornmani and Mr. Pumipat Sinacharoen, 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 15 December 2021 - 15 February 2022, 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. Because they are knowledgeable Expertise Skills and experiences that are beneficial to the Company's business operations.

**Agenda 6 To approve the remuneration and the benefit of the Company's Directors for the year 2022.**

*Board's Opinion* It is appropriate to propose Annual General Meeting of Shareholders for the Year 2022 to consider fixing the following remuneration for the Board of Directors, the Audit Committee and the Nomination and Remuneration Committee for the year 2022. Since the rate is appropriate for current business situation, company's size, and financial status.

1. Increase the payment of remuneration for the year 2022 to the Bard of Directors and sub-committees are as follows:

Meeting Allowance

- Meeting Fee for Chairman of each committee at Baht 20,000 per meeting.

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

2. Refrain from paying directors' bonuses for the year 2021 to the Board of Directors.

Other Benefits: - None –

**Agenda 7 To consider the amendment to Article 14 and Article 28 of the Company's Articles of Association.**

*Board's Opinion* The shareholders should consider and approve the amendment to Article 14 and Article 28 of the Company's Articles of Association as follows:

1. **Article 14** "The Company shall have a board of directors which shall consist of at least 5 directors, but no more than 12 directors and not less than one- half of the total number of the existing directors must be domiciled in Thailand.

2. **Article 28** "The Board of Directors shall hold a meeting at least once every three months at a locality in which the head office of the Company is situated, in a nearby province, or in any others places.

The Board of Directors can meet via electronic media by implementing the Royal Decree on Electronic Conferencing B.E. 2020 and the announcement of the Ministry of Digital Economy and Society on the Security Standards of Electronic Meetings B.E. 2020 and the relevant laws including any further amendments.

**Agenda 8 To consider other business (If any)**

The date of determining the names of shareholders who shall be entitled to attend the 2022 Annual General Meeting of Shareholders (Record Date) on Wednesday, 9 March 2022.

Please be informed accordingly.

Yours sincerely,

- Signed -

(Mr. Pumipat Sinacharoen)

Chief Executive Officer