



**Proud Real Estate Public Company Limited**

**Invitation Letter of the 2024 Annual General Meeting of  
Shareholders**

**Wednesday, 24 April 2024 at 10.00 a.m.**

**the 2024 Annual General Meeting of Shareholders via Electronic Media**

The Shareholders who attend the Meeting through the electronic means by themselves or by proxy may submit a request for attending the meeting during April 1, 2024 at 09:00 am. to April 24, 2024 until the end of the meeting at [webagm.irplus.in.th](http://webagm.irplus.in.th) or scan over the QR Code



IOS

IOS 15 ขึ้นไป



Android

Android 8.0 ขึ้นไป

**The company opens for registration at 08.00 A.M.**

March 29, 2024

Re: Notice of 2024 Annual General Meeting of Shareholders via Electronic Media (the ‘Meeting’ or the “2024 AGM”)

To: Shareholders of Proud Real Estate Public Company Limited (the ‘Company’)

- Enclosures:**
1. Guideline for attending the 2024 Proud Real Estate Public Company Limited’s Annual General Meeting of Shareholders by electronic means.
  2. Proxy
  3. Copy of the minutes of the 1/2023 Extraordinary General Meeting of Shareholders held on June 29, 2023.
  4. Annual Registration Statement / Annual Report 2023 (Form 56-1 One Report) in QR Code.
  5. Profiles of proposed auditors of EY Office Limited
  6. The Company’s Articles of Association related to the Annual General Meeting of Shareholders.
  7. Profile of nominated candidates for appointment as Directors and definition of independent directors.
  8. Procedures for sending queries about the 2024 AGM in advance.
  9. Privacy Notice

The Board of Directors of Proud Real Estate Public Company Limited passed the resolutions in the meeting No. 1/2024, held on February 23, 2024 and the meeting No. 2/2024, held on March 12, 2024 for calling the 2024 Annual General Meeting of Shareholders via Electronic Media according to relevant laws and regulations about the electronic meeting on April 24, 2024 at 10:00 am. The Shareholders who attend the Meeting through the electronic means by themselves or by proxy may register to verify identity for attending the meeting during April 1, 2024 at 09:00 am. to April 24, 2024 (until end of the meeting). The Board of Directors has resolved to record the date for shareholders eligible to attend the 2024 AGM as March 26, 2024. The agenda for the Meeting are shown below.

**Agenda 1 To consider and approve the minutes of the 1/2023 Extraordinary General Meeting of Shareholders held on June 29, 2023.**

**Abstract:** The 1/2023 EGM was convened on June 29, 2023 to consider matters required by law. The minutes of the 1/2023 EGM were submitted to the SET as required by law and posted on the Company’s website on July 11, 2023 as per Enclosure 3.

**Board of Directors’opinion:** The Meeting should certify the Minutes of the 1/2023 EGM.

**Voting:** This agenda requires the majority of the votes of shareholders who attend the meeting and have the right to vote.

**Agenda 2 To acknowledge the operating results and approve the financial statement for the year ended 31 December 2023.**

**Abstract:** The Company’s financial statements, both consolidated and separate, for the year 2023 (January 1 – December 31, 2023) have been duly audited and certified by the Company’s auditor, reviewed by the Audit Committee, and certified by the Board of Directors. The Company has reported the same to the SET on February 23, 2024, as detailed in the financial statements in the 2023 56-1 One Report in QR Code as per Enclosure 4. The highlights from the financial statements are shown below:

( Unit : Baht )

Description	Consolidated Financial Statements (Baht)		Chang	* Separate Financial Statement (Baht)		Chang
	2023	2022		2023	2022	
Total Assets	9,998,914,068	3,270,059,853	6,728,854,215	3,732,572,081	956,218,396	2,776,353,685
Total Liabilities	8,490,269,921	2,445,625,236	6,044,644,685	2,237,137,895	146,116,156	2,091,021,739
Shareholder s’ Equity	1,508,644,147	824,434,617	684,209,530	1,495,434,186	810,102,240	685,331,946
Total Revenues	1,533,973,716	2,109,954,856	(575,981,140)	212,120,380	111,392,404	100,727,976
Net (Loss) Profit	102,255,832	228,520,672	(126,264,840)	103,378,248	19,441,816	83,936,432
Earnings per Share	0.12	0.36	(0.24)	0.12	0.03	0.09

\* Remark: Only for the parent company.

**Board of Directors’opinion:** The Meeting should approve the financial statements for the year ended December 31, 2023 which have been duly audited and certified by the company’s auditor, reviewed by the Audit Committee, and certified by the Board of Directors.

**Voting:** This agenda requires the majority of the votes of shareholders who attend the meeting and have the right to vote.

**Agenda 3 To approve the allocation of net profit for statutory reserve and omission of dividend.**

**Abstract:** In order to comply with the Public Limited Company Act B.E. 2535 and the Company’s Articles of Association which specified that the Board of Directors must propose for payment or omitting of annual dividend to the Annual General Meeting of Shareholders for consideration every year. However, provided that the rate of dividend payment shall depend on investment plan, conditions and restrictions specified in the credit facilities or other relevant agreement (if any), financial positions and operating results including other relevant factors of the Company.

In 2023, the Company generated retained earnings of the Separate Financial Statements in the amount of 8,382,262 Baht. Therefore, the Board consider to allocate the profit for the year 2023 in the amount of 419,113 Baht as legal reserve. And omit the payment of dividend from the operating results of 2023 due to the company wants to maintain cash flow for further business expansion.

Comparison of dividend payment between 2021,2022 and 203 is as follows:

Dividend payment details	2021	2022	2023
1. Retained earnings (loss)	(114.44) Million Baht	(95) Million Baht	8.38 Million Baht
2. The number of paid up shares	641.47 million shares	641.47 million shares	974.01 million shares
3. Dividend payment per share	No dividend payment	No dividend payment	No dividend payment
4. Total is the dividend payment	No dividend payment	No dividend payment	No dividend payment
5. Dividend payout ratio	No dividend payment	No dividend payment	No dividend payment

**Board of Directors'opinion:** It is appropriate to propose the Shareholder meeting for approval of allocation of net profit as legal reserve in the amount of 419,113 Baht and omitting of dividend payment for the year 2023. Because the company wants to maintain cash flow for further business expansion.

**Voting:** This agenda requires the majority of the votes of shareholders who attend the meeting and have the right to vote.

**Agenda 4 To appoint the auditors and determine their remuneration for the year 2024.**

**Abstract:** Section 120 of the Public Limited Companies Act B.E. 2535 (1992) provides that the Annual General Meeting of Shareholders shall appoint the auditors of the Company and fix their remuneration. Last year's auditor may be re-appointed.

For the year 2024, EY Office Limited, an audit firm approved by the Office of the Securities and Exchange Commission, is proposed to act as the Company's auditor. The Audit Committee has reviewed their past performance and compared the audit fees for the years 2023 and 2024 in the table below.

**Comparative Audit Fee**

**Unit: Baht**

Remuneration	2023	2024 (proposed year)
Audit fee	1,500,000	1,500,000

EY and the nominated auditors have no relationship with, or interest in the Company, its subsidiaries, management, major shareholders or related persons which otherwise would affect their independence. Moreover, the engagement of the audit firm and other services rendered by the audit firm's related entity over the past year are immaterial to cause conflict of interest and affect the independence and neutrality of the audit work.

**Audit Committee's opinion:** The Meeting resolved to propose this agenda to the Board of Directors at 2024 annual general meeting of shareholders to consider and appoint EY as the Company's auditor and approve the auditor's remuneration for the year 2024 in the amount of Baht 1,500,000. The Meeting resolved to have EY, as the auditor of the Company and subsidiary company for effective auditing process and reduce overall auditing fees.

**Board of Directors' opinion:** The Meeting should appoint the nominated auditors from EY as the Company's auditors and approve the auditor's fee for the year 2024 according to the opinions of the Audit Committee as follows:

1. To appoint the Company's auditor for the year 2024 as follows:

<b>Auditor</b>	<b>Certified Public Accountant No.</b>	<b>No. of years of certifying the Company's financial statements</b>
1. Mr. Piya Chaipruckmalakarn	7544	2 (2022-2023)
2. Mr. Samran Taengcham	8021	-
3. Ms. Kwanjira Tanomwongtai	8021	-

One of the above auditors shall audit and provide opinions on the Company's financial statements. In the case that the above-mentioned auditors are unable to perform their duties, EY will arrange for an alternate auditor from EY. The Company and its subsidiaries have the same auditors, whose profiles are presented in Enclosure 5.

2. To approve the audit fee for the year 2024 of Baht 1,500,000

**Voting:** This agenda requires the majority of the votes of shareholders who attend the meeting and have the right to vote.

**Agenda 5** **To consider and elect the directors to replace those who retire by rotation.**

**Abstract:** In accordance with Article No. 16 of the Company's Articles of Association in Enclosure 6, one-third of the directors must be retired by rotation at the Annual General Meeting. Among the current 8 members of the Board of Directors, three directors with longest tenure, as listed below, are due for retirement.

- |                                |                                |
|--------------------------------|--------------------------------|
| (1) Mr. Anuwat Maytheewibulwut | Director, Independent Director |
| (2) Mr. Pasu Liptapanlop       | Director                       |
| (3) Mr. Anucha Sihanatkathakul | Director, Independent Director |

The Board of Directors agreed to post the director nomination procedures on the Company's website to allow shareholders to propose any nomination through the Company's website between October 1 – December 30, 2023. This has been reported to the SET. The Board of Directors approved profiles of the nominated directors proposed by the Nomination and Remuneration Committee, who is responsible to assess qualifications and experiences of the nominated directors, in accordance with relevant laws and regulations.

**The Board of Directors' opinion:** The Board of Directors has considered according to the process specified by the Company that the nominated directors are qualified according to the relevant criteria and suitable for the business of the Company. Their qualifications and experiences are as per Enclosure 7 of the invitation letter of 2024 Annual General Meeting of shareholders via Electronic Media. The Board of Directors also considered minority shareholders' nomination of directors, but found none. Therefore, the following nominated directors should be proposed to 2024 Annual General Meeting of shareholders, in order to elect the directors in replacement of those to be retired.

- (1) Re-election of Mr. Anuwat Maytheewibulwut
- (2) Re-election of Mr. Pasu Liptapanlop
- (3) Re-election of Mr. Anucha Sihanatkathakul

In this regard, Mr. Anuwat Maytheewibulwut and Mr. Anucha Sihanatkathakul is an independent director. The Board of Directors has considered that the person to be nominated as an independent director has qualifications in accordance with the laws related to the requirements relating to independent directors.

The Board of Directors deemed that the 3 directors are fully qualified pursuant to specified criteria, competent, knowledgeable, and possess capability and working experiences that shall be beneficial for the Company's operations as mentioned before.

In addition, Independent directors, who should be proposed to the shareholders' meeting, The Board of Directors considered that Independent directors can give independent opinions follow regulations Moreover, Independent directors use their knowledgeable, working experiences, possess capability and suggestion which benefit to the Company's operations. All 3 directors, who propose to re-appointment for another term are fully qualified pursuant to the Public Limited Company Act B.E. 2535 and Notification of the Capital Market Advisory.

**Voting:** Each nominated director requires the majority of the votes of shareholders who attend the meeting and have the right to vote.

**Agenda 6** **To approve the remuneration and the benefit of the Company's Directors for the year 2024.**

**Abstract:** The Board of Directors agreed with the proposal of the Nomination and Remuneration Committees to pay the remuneration and the benefit to the Company's Directors and all subcommittee members. The consideration of remuneration and benefit payment was based on the report of remuneration survey for the Board of Directors, the Thai Institute of Directors

(IOD) and collected information of remuneration payment, director compensation and bonus of listed companies with best practice.

**The Board of Directors' opinion:** The Meeting should approve the remunerations and the benefits for the Company's directors and subcommittee members for the year 2024 as follows:

1. Maintain the remunerations for the Company's directors and subcommittees member for the year 2024 at the same rate as the year 2023 and request approval to increase the meeting allowance of the Risk Management Committee for one more committee, with details as follows:

Meeting Allowance per Meeting

	2024		2023	
	Chairman	Board/Committee Member	Chairman	Board/Committee Member
Board of Directors Meeting	20,000 Baht	15,000 Baht	20,000 Baht	15,000 Baht
Audit Committee Meeting	20,000 Baht	15,000 Baht	20,000 Baht	15,000 Baht
Nomination and Remuneration Committee Meeting	20,000 Baht	15,000 Baht	20,000 Baht	15,000 Baht
Risk Committee Meeting	20,000 Baht	15,000 Baht	-	-

Other Benefits: - None –

2. Refrain from paying directors' bonuses for the year 2023 to the Board of Directors. Because the company wants to maintain cash flow for further business expansion.

3. Approved the remuneration for the Board of Director and subcommittees ( Meeting allowances and Bonuses) for the year 2024, total amount not exceeding 3,000,000 baht for the year, which the company will consider further allocation.

**Voting:** This agenda requires not less than two-thirds of the votes of the shareholders in attendance.

**Agenda 7** To approve Amendment to the Articles of Association No.8

**Abstract:** For comply with the law (Ministerial regulations specifying the criteria and procedures for share repurchase,

selling repurchased shares and the write-off of the company's treasury shares (No. 2) 2022), the Company therefore wishes to amend the Company's Articles of Association Section 8, regarding the repurchase of shares, selling repurchased shares and the write-off of the company's repurchased shares, as follows:

Original Content	Proposed Amendment
<p><b>Article 8.</b> The company is prohibited from owning or pledging its own shares, except for shares that the company has repurchased in the following cases:</p> <p>(1) Buy back from dissenting shareholders who voted against the resolution of the shareholder meeting which amends the company's regulations regarding voting rights and the right to receive dividends which the shareholder considers that he or she has not been treated fairly, or</p> <p>(2) Buy back for financial management when the company has accumulated profits and excess liquidity and the repurchase of shares does not cause the company to face financial difficulties.</p> <p>However, the shares that the company owns are not counted as a quorum in shareholder meetings. The company will not have voting rights and is not counted as a vote of the shareholders' meeting resolution including no right to receive dividends for such shares.</p> <p>In the case of buying back shares, not more than 10 percent of the paid-up capital, the Board of Directors shall have the authority to decide on the repurchase of shares not exceeding 10 percent of the paid-up capital, including the sale or disposal</p>	<p>Article 8. The company is prohibited from owning or pledging its own shares, except for shares that the company has repurchased in the following cases:</p> <p>(1) Buy back from dissenting shareholders who voted against the resolution of the shareholder meeting which amends the company's regulations regarding voting rights and the right to receive dividends which the shareholder considers that he or she has not been treated fairly, or</p> <p>(2) Buy back for financial management when the company has accumulated profits and excess liquidity and the repurchase of shares does not cause the company to face financial difficulties.</p> <p>However, the shares that the company owns are not counted as a quorum in shareholder meetings. The company will not have voting rights and is not counted as a vote of the shareholders' meeting resolution including no right to receive dividends for such shares.</p> <p>In the case of buying back shares in each project, approval must be obtained from the shareholder meeting. Except that the repurchase of shares does not exceed 10 percent of the total shares sold, it is the authority of the board of directors to approve the repurchase of shares.</p>



Original Content	Proposed Amendment
<p>of such repurchased shares without having to seek prior approval from the shareholders' meeting first.</p> <p>In the case of purchasing shares exceeding 10 percent of the paid-up capital, the company must receive approval from the shareholder meeting before taking action.</p> <p>Regarding the repurchased shares, the company must sell the repurchased shares within the time specified in the law. If the repurchased shares are not sold or not completely sold within the specified time, the company must reduce its paid-up capital by writing-off the portion of registered shares that could not be sold.</p> <p>The repurchase of shares, the selling of shares and the delisting of shares as mentioned above must be in accordance with the regulations and processes specified in the law on Public Limited Companies, related Ministerial Regulations and rules and regulations of the Stock Exchange of Thailand.</p>	<p>In the event that the number of shares repurchased by the company exceeds 10 percent of the total shares sold, the company shall repurchase shares within one year from the date of receiving approval from the shareholder meeting.</p> <p>Regarding the repurchased shares, the company must sell the repurchased shares within the time specified in the law. If the repurchased shares are not sold or not completely sold within the specified time, the company must reduce its paid-up capital by writing-off the portion of registered shares that could not be sold.</p> <p>The repurchase of shares, the selling of shares and the delisting of shares as mentioned above must be in accordance with the regulations and processes specified in the law on Public Limited Companies, related Ministerial Regulations and rules and regulations of the Stock Exchange of Thailand.</p>

Furthermore, there is a request to delegate the power of authority to the authorized director of the company or the assigned person by the authorized director of the company to have the authority to amend any information according to the advice, opinions or orders of the Company Registrar or any other relevant government agencies.

**The Board of Directors' opinion:** Agreed to propose the Annual General Meeting of Shareholders to approve the amendment of the Company's Articles of Association No.8

**Voting:** This agenda requires not less than three-fourths of the votes of the shareholders in attendance.

**Agenda 8** To approve amendment of the Company's objectives No.21 and the amendment Clause 3 of the Company's Memorandum of Association.

**Abstract:** For comply with the law and the public policy according to the regulations of the Stock Exchange of Thailand, the Company therefore wishes to amend the Company's objectives No.21 and amend Clause 3 of the Company's Memorandum of Association as follows:

1.1 To revoke Section 21 of the Company's objective which is to operate a massage parlor business.

1.2 To amend Section 3 (Objectives) of the Memorandum of Association, to be consistent with the cancellation of the said objectives as follows:

"Item 3. There are 56 objectives of the company, details according to the Form Bor Mor Jor 001 and Bor Mor Jor 002, as well as related documents."

Furthermore, there is a request to delegate the power of authority to the authorized director of the company or the assigned person by the authorized director of the company to have the authority to amend any information according to the advice, opinions or orders of the Company Registrar or any other relevant government agencies.

**Voting:** This agenda requires not less than three-fourths of the votes of the shareholders in attendance.

**Agenda 9** To consider other businesses(if any)

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**Note to shareholders**

In the 2024 Annual General Meeting of Shareholders by electronics means, the company has invited and appointed a representative from legal consultant firm to be a meeting auditor to verify the vote counting, in order to ensure transparency of the meeting and comply to the company's Article of Association and the good corporate governance policy in according to the The Securities and Exchange Commission's rules and regulations.

Shareholders who wish to attend the meeting by electronic means themselves, please register to attend the meeting via the web link at [webagm.irplus.in.th](http://webagm.irplus.in.th) or scan on QR code participate in the meeting by electronic means can be found in Enclosure 1.



IOS  
IOS 15 ขึ้นไป



Android  
Android 8.0 ขึ้นไป

Instruction manuals to

Shareholders who wish to attend the meeting by electronic means by appointing and authorizing a proxy to attend and cast a vote on their behalf in the meeting shall provide only one of three proxy types. The company has attached instruction manuals to participate in the meeting by electronic means and proxy forms in Enclosure 1 and 2.

Shareholders may appoint one of the following two independent directors as their proxies to attend and vote on their behalf.

**1. Ms. Anchalee Bunsongsikul** Member of the Audit Committee and Member of the Risk Committee  
or

**2. Mr. Dan Sornmani** Member of the Audit Committee and Member of the Risk Committee

The completed Proxy Forms may be signed by the proxy grantor and submitted to the Company prior to the Meeting or before attending the Meeting via Electronic Media. The Company will provide for the Baht 20 stamp duty to be affixed to the completed Proxy Form.

Shareholders can access the invitation notice and supporting documents at [www.proudrealestate.co.th](http://www.proudrealestate.co.th) and may send their queries in advance by following the steps explained in Enclosure 8. For further information, please contact the Company at the email address : [Comsec@proudrealestate.co.th](mailto:Comsec@proudrealestate.co.th) or write to:

Legal and Compliance Department  
No.548 One City Centre Building, 19th Floor,  
Ploenchit Road, Lumpini, Pathum Wan, Bangkok 10330  
Tel: 02 035 0999 and provide your address or contact information so that the Company can respond.

The Company takes into account the use of resources to maximize benefits and reduce environmental impact. The Company minimizes the printing of document by preparing 56-1 One Report 2023 in electronic format, accessible from QR code. However, if shareholders would prefer a hard copy of the 56-1 One Report 2023, please contact the Company at the email address : [Comsec@proudrealestate.co.th](mailto:Comsec@proudrealestate.co.th) or Tel. 02 035 0999

Yours faithfully,

- Signed -

(Mr. Pumipat Sinacharoen)

Chief Executive Officer

## แบบหนังสือมอบฉันทะ แบบ ก. (แบบทั่วไปซึ่งเป็นแบบที่ง่ายไม่ซับซ้อน)

ปิดอากรแสตมป์ 20 บาท

## Proxy Form A. (General Form)

(20 Baht duty stamp)

เขียนที่ (Written at).....

วันที่(Date) ..... เดือน(Month)..... พ.ศ.(Year).....

ข้าพเจ้า(I/We)..... สัญชาติ(nationality).....

อยู่บ้านเลขที่(Residing No.)..... ถนน(Road)..... ตำบล/แขวง(Tambol/Khwaeng).....

อำเภอ/เขต(Amphur/Khet)..... จังหวัด (Province)..... รหัสไปรษณีย์(Postal Code).....

เป็นผู้ถือหุ้นของ บริษัท พราว เรียล เอสเตท จำกัด (มหาชน)

Being a shareholder of Proud Real Estate Public Company Limited

โดยถือหุ้นจำนวนทั้งสิ้นรวม (holding shares at the total amount of)..... หุ้น(shares) และออกเสียงลงคะแนนได้

เท่ากับ(and have the right to vote equal to) .....เสียง(votes)

ขอมอบฉันทะให้ (Hereby appoint)

(1)ชื่อ (name)..... อายุ(age)..... ปี(years)

อยู่บ้านเลขที่(Residing No.)..... ถนน(Road)..... ตำบลแขวง (Tambol/Khwaeng).....

อำเภอ/เขต(Amphur/Khet)..... จังหวัด(Province)..... รหัสไปรษณีย์(Postal Code)..... หรือ (or)

(2)ชื่อ (name)..... อายุ(age)..... ปี(years)

อยู่บ้านเลขที่(Residing No.)..... ถนน(Road)..... ตำบลแขวง (Tambol/Khwaeng).....

อำเภอ/เขต(Amphur/Khet)..... จังหวัด(Province)..... รหัสไปรษณีย์(Postal Code)..... หรือ (or)

(3)ชื่อ (name)..... อายุ(age)..... ปี(years)

อยู่บ้านเลขที่(Residing No.)..... ถนน(Road)..... ตำบลแขวง (Tambol/Khwaeng).....

อำเภอ/เขต(Amphur/Khet)..... จังหวัด(Province)..... รหัสไปรษณีย์(Postal Code).....

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมสามัญผู้ถือหุ้น ประจำปี 2567 ผ่านสื่ออิเล็กทรอนิกส์ ในวันพุธที่ 24 เมษายน 2567 เวลา 10.00 น. หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย (only one of them as my/our proxy to attend and vote in the 2024 Annual General Shareholders' Meeting via Electronic Media at 10.00 a.m. on Wednesday , April 24, 2024 or at any adjournment thereof to any date, time and venue)

กิจการใดที่ผู้รับมอบฉันทะกระทำไปในการประชุมนั้น ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

(Any action taken by the proxy at the meeting shall be deemed as being done by me/us in all respects.)

ลงชื่อ(Signature) .....ผู้มอบฉันทะ(Grantor)

(.....)

ลงชื่อ(Signature) .....ผู้รับมอบฉันทะ(Proxy)

(.....)

**หมายเหตุ/Remark** ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยก จำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้ A shareholder shall appoint only one proxy to attend and vote at the Meeting.

A shareholder shall not split shares and appoint more than one proxy holder in order to split votes.

แบบหนังสือมอบฉันทะ แบบ ข.  
(แบบที่กำหนดรายการต่างๆ ที่จะมอบฉันทะที่จะเลือกตั้งเจนนตายตัว)

ปิดอากรแสตมป์ 20 บาท  
(20 Baht duty stamp)

Proxy Form B. (Clearly and definitely specified)

เขียนที่ (Written at).....

วันที่ (Date) ..... เดือน (Month)..... พ.ศ. (Year).....

ข้าพเจ้า (I/We)..... สัญชาติ (nationality).....

อยู่บ้านเลขที่ (Residing No.)..... ถนน (Road)..... ตำบล/แขวง (Tambol/Khwaeng).....

อำเภอ/เขต (Amphur/Khet)..... จังหวัด (Province)..... รหัสไปรษณีย์ (Postal Code).....

เป็นผู้ถือหุ้นของ บริษัท พราว เรียล เอสเตท จำกัด (มหาชน)

Being a shareholder of Proud Real Estate Public Company Limited

โดยถือหุ้นจำนวนทั้งสิ้นรวม (holding shares at the total amount of)..... หุ้น (shares) และออกเสียงลงคะแนนได้

เท่ากับ (have the right to vote equal to) .....เสียง (votes)

ขอมอบฉันทะให้ (Hereby appoint)

(1) ชื่อ (name)..... อายุ (age)..... ปี (years)

อยู่บ้านเลขที่ (Residing No.)..... ถนน (Road)..... ตำบล/แขวง (Tambol/Khwaeng).....

อำเภอ/เขต (Amphur/Khet)..... จังหวัด (Province)..... รหัสไปรษณีย์ (Postal Code)..... หรือ (or)

(2) ชื่อ (name)..... อายุ (age)..... ปี (years)

อยู่บ้านเลขที่ (Residing No.)..... ถนน (Road)..... ตำบล/แขวง (Tambol/Khwaeng).....

อำเภอ/เขต (Amphur/Khet)..... จังหวัด (Province)..... รหัสไปรษณีย์ (Postal Code)..... หรือ (or)

(3) ชื่อ (name)..... อายุ (age)..... ปี (years)

อยู่บ้านเลขที่ (Residing No.)..... ถนน (Road)..... ตำบล/แขวง (Tambol/Khwaeng).....

อำเภอ/เขต (Amphur/Khet)..... จังหวัด (Province)..... รหัสไปรษณีย์ (Postal Code).....

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า ในการประชุมสามัญผู้ถือหุ้น ประจำปี 2567 ผ่านสื่ออิเล็กทรอนิกส์ ในวันพุธที่ 24 เมษายน 2567 เวลา 10.00 น. หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย (only one of them as my/our proxy to attend and vote in the 2024 Annual General Shareholders' Meeting via Electronic Media at 10.00 a.m. on Wednesday , April 24, 2024 or at any adjournment thereof to any date, time and venue)

ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

I/We authorize the Proxy to vote on my/our behalf at the Meeting as follows:

ระเบียบวาระที่ 1 เรื่องพิจารณารับรองรายงานการประชุมวิสามัญผู้ถือหุ้นครั้งที่ 1/2566 ซึ่งประชุมเมื่อวันที่ 29 มิถุนายน 2566

Agenda 1 : To consider and approve the minutes of the 1/2023 Extraordinary General Meeting of Shareholders held on June 29, 2023.

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(The proxy holder shall vote on my/our behalf as appropriate in all respects.)

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(The proxy holder shall vote according to my/our requirement as follows.)

เห็นด้วย (Approve)

ไม่เห็นด้วย (Disapprove)

งดออกเสียง (Abstain)



2. นายพสุ ลิปตพัลลภ Mr. Pasu Liptapanlop

เห็นด้วย .....เสียง       ไม่เห็นด้วย.....เสียง      งดออกเสียง.....เสียง  
Approve                      vote(s)                      Disapprove                      vote(s)                      Abstain                      vote(s)

3. นายอนุชา สีหนาทกากุล Mr.Anucha Sihanatkathakul

เห็นด้วย .....เสียง       ไม่เห็นด้วย.....เสียง      งดออกเสียง.....เสียง  
Approve                      vote(s)                      Disapprove                      vote(s)                      Abstain                      vote(s)

**ระเบียบวาระที่ 6 เรื่องพิจารณากำหนดค่าตอบแทน และสิทธิประโยชน์แก่คณะกรรมการบริษัท ประจำปี 2567**

Agenda 6: To consider and approve the remuneration and the benefit of the Company's Directors for the year 2024.

(ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(The proxy holder shall vote on my/our behalf as appropriate in all respects.)

(ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(The proxy holder shall vote according to my/our requirement as follows.)

เห็นด้วย (Approve)       ไม่เห็นด้วย (Disapprove)       งดออกเสียง (Abstain)

**ระเบียบวาระที่ 7 พิจารณานุมัติเปลี่ยนแปลงแก้ไขข้อบังคับข้อ 8.**

Agenda 7: To approve Amendment to the Articles of Association No.8

(ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(The proxy holder shall vote on my/our behalf as appropriate in all respects.)

(ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(The proxy holder shall vote according to my/our requirement as follows.)

เห็นด้วย (Approve)       ไม่เห็นด้วย (Disapprove)       งดออกเสียง (Abstain)

**ระเบียบวาระที่ 8 พิจารณานุมัติการแก้ไขวัตถุประสงค์ของบริษัทข้อ 21.และการแก้ไขหนังสือบริคณห์สนธิของบริษัท**

Agenda 8: To approve amendment of the Company's objectives No.21 and the amendment Clause 3 of the Company's Memorandum of Association.

(ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(The proxy holder shall vote on my/our behalf as appropriate in all respects.)

(ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(The proxy holder shall vote according to my/our requirement as follows.)

เห็นด้วย (Approve)       ไม่เห็นด้วย (Disapprove)       งดออกเสียง (Abstain)

**ระเบียบวาระที่ 9 พิจารณาเรื่องอื่นๆ (ถ้ามี)**

Agenda 9: Others (if any).

(ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(The proxy holder shall vote on my/our behalf as appropriate in all respects.)



(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(The proxy holder shall vote according to my/our requirement as follows.)

เห็นด้วย (Approve)                       ไม่เห็นด้วย (Disapprove)                       งดออกเสียง (Abstain)

การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น (Voting of proxy holder in any agenda that is not as specified in this proxy shall be considered as invalid and not my voting as a shareholder.)

ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใดให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร (In case I have not declared a voting intention in any agenda or my determination is not clear or in case the meeting consider or passes resolution in any matters apart from those agendas specified above, including the case there is any amendment or addition of any fact, the proxy holder shall have the right to consider and vote on my/our behalf as appropriate in all respects.)

กิจการใดที่ผู้รับมอบฉันทะได้กระทำให้ในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ (Any action taken by the proxy at the meeting shall be deemed as being done by me/us in all respects.)

ลงชื่อ(Signature).....ผู้มอบฉันทะ(Grantor)  
(.....)

ลงชื่อ(Signature).....ผู้รับมอบฉันทะ(Proxy)  
(.....)

ลงชื่อ(Signature).....ผู้รับมอบฉันทะ(Proxy)  
(.....)

ลงชื่อ(Signature).....ผู้รับมอบฉันทะ(Proxy)  
(.....)

**หมายเหตุ/Remark**

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนผู้ถือหุ้นรับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

A shareholder shall appoint only one proxy to attend and vote at the Meeting. A shareholder may not split shares and appoint more than one proxy holder in order to split votes.

2. ในกรณีที่ระเบียบวาระที่จะพิจารณาในการประชุมมากกว่าระเบียบวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข. ตามแนบ

In case there is any further agenda apart from specified above brought into consideration in meeting. The proxy holder may use the Attachment to Proxy Form B.

**ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข. Attachment to Proxy Form B**

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท พราว เรียล เอสเตท (มหาชน) The proxy as a shareholder of Proud Real Estate Public Company Limited.

ในการประชุมสามัญผู้ถือหุ้นประจำปี 2567 ผ่านสื่ออิเล็กทรอนิกส์ ในวันพุธที่ 24 เมษายน 2567 เวลา 10.00 น. หรือจะพึงเลื่อนไปใน วัน เวลา และสถานที่อื่นด้วย (In the 2024 Annual General Shareholders' Meeting via Electronic Media at 10.00 a.m. on Wednesday , April 24, 2024 or at any adjournment thereof to any date, time and venue)

ระเบียบวาระที่ (Agenda) .....เรื่อง (Subject) .....

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(The proxy holder shall vote on my/our behalf as appropriate in all respects)

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(The proxy holder shall vote according to my/our requirement as follows.)

เห็นด้วย (Approve)                       ไม่เห็นด้วย (Disapprove)                       งดออกเสียง (Abstain)

ระเบียบวาระที่ (Agenda) .....เรื่อง (Subject) .....

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(The proxy holder shall vote on my/our behalf as appropriate in all respects)

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(The proxy holder shall vote according to my/our requirement as follows.)

เห็นด้วย (Approve)                       ไม่เห็นด้วย (Disapprove)                       งดออกเสียง (Abstain)

ระเบียบวาระที่ (Agenda) .....เรื่อง (Subject) .....

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(The proxy holder shall vote on my/our behalf as appropriate in all respects)

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(The proxy holder shall vote according to my/our requirement as follows.)

เห็นด้วย (Approve)                       ไม่เห็นด้วย (Disapprove)                       งดออกเสียง (Abstain)

ข้าพเจ้าขอรับรองว่ารายการในใบประจำต่อแบบหนังสือมอบฉันทะ ถูกต้องบริบูรณ์และเป็นความจริงทุกประการ

I/We certified that the details in this Attachment to Proxy Form are completely correct and totally true.

ลงชื่อ(Signature).....ผู้มอบฉันทะ(Grantor)  
(.....)

ลงชื่อ(Signature).....ผู้รับมอบฉันทะ(Proxy)  
(.....)

ลงชื่อ(Signature).....ผู้รับมอบฉันทะ(Proxy)  
(.....)

ลงชื่อ(Signature).....ผู้รับมอบฉันทะ(Proxy)  
(.....)

แบบหนังสือมอบฉันทะ

( 20 Baht duty stamp )

แบบ ค. Proxy Form C

ปิดอากรแสตมป์ 20 บาท

(สำหรับผู้ถือหุ้นเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทยผู้รับฝากและดูแลหุ้น)

(For Foreign shareholders who have custodian in Thailand only)

เขียนที่ (Written at).....

วันที่ (Date) ..... เดือน (Month)..... พ.ศ. (Year).....

ข้าพเจ้า (I/We).....

อยู่บ้านเลขที่ (Residing No.)..... ถนน (Road)..... ตำบล/แขวง (Tambol/Khwaeng).....

อำเภอ/เขต (Amphur/Khet)..... จังหวัด (Province)..... รหัสไปรษณีย์ (Postal Code).....

ในฐานะผู้ประกอบธุรกิจเป็นผู้รับฝากและดูแลหุ้น (as a custodian of) ให้กับ.....ซึ่ง

เป็นผู้ถือหุ้นของบริษัท **พราว เรียล เอสเตท จำกัด (มหาชน)** who is a shareholder of Proud Real Estate Public Company Limited

โดยถือหุ้นจำนวนทั้งสิ้นรวม (holding shares at the total amount of) ..... หุ้น (shares)

และออกเสียงลงคะแนนได้เท่ากับ (and have the right to vote equal to).....เสียง (votes)

ขอมอบฉันทะให้ Hereby appoint

(1) ชื่อ (name)..... อายุ (age)..... ปี (years)

อยู่บ้านเลขที่ (Residing no.)..... ถนน (Road)..... ตำบล/แขวง (Tambol/Khwaeng).....

อำเภอ/เขต (Amphur/Khet)..... จังหวัด (Province)..... รหัสไปรษณีย์ (Postal Code)..... หรือ (or)

(2) ชื่อ (name)..... อายุ (age)..... ปี (years)

อยู่บ้านเลขที่ (Residing no.)..... ถนน (Road)..... ตำบล/แขวง (Tambol/Khwaeng).....

อำเภอ/เขต (Amphur/Khet)..... จังหวัด (Province)..... รหัสไปรษณีย์ (Postal Code)..... หรือ (or)

(3) ชื่อ (name)..... อายุ (age)..... ปี (years)

อยู่บ้านเลขที่ (Residing no.)..... ถนน (Road)..... ตำบล/แขวง (Tambol/Khwaeng).....

อำเภอ/เขต (Amphur/Khet)..... จังหวัด (Province)..... รหัสไปรษณีย์ (Postal Code).....

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น

ประจำปี 2567 ผ่านสื่ออิเล็กทรอนิกส์ ในวันพุธที่ 24 เมษายน 2567 เวลา 10.00 น. หรือจะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

(only one of them as my/our proxy to attend and vote in the 2024 Annual General Shareholders' Meeting via Electronic

Media at 10.00 a.m. on Wednesday , April 24, 2024 or at any adjournment thereof to any date, time and venue)

ข้าพเจ้าขอมอบฉันทะ ให้ผู้รับมอบฉันทะเข้าร่วมประชุมและออกเสียงลงคะแนนในครั้งนี้นี้ (I/We authorize the Proxy to vote on my/our behalf at the Meeting as follows: )

มอบฉันทะตามจำนวนหุ้นทั้งหมดที่ถือและมีสิทธิออกเสียงลงคะแนนได้

(Grant Proxy the total amount of shares holding and entitled to vote.)

มอบฉันทะบางส่วนคือ หุ้นสามัญ..... หุ้น และมีสิทธิออกเสียงลงคะแนนได้.....เสียง

(Grant partial shares of ordinary share.....share(s) and entitled to voting right.....vote(s))

ข้าพเจ้าขอมอบอำนาจให้ผู้รับมอบอำนาจออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้(I/We authorize the Proxy to vote on my/our behalf at the Meeting as follows: )

**ระเบียบวาระที่ 1 เรื่องพิจารณารับรองรายงานการประชุมวิสามัญผู้ถือหุ้นครั้งที่ 1/2566 ซึ่งประชุมเมื่อวันที่ 29 มิถุนายน 2566**

Agenda 1 : To consider and approve the minutes of the 1/2023 Extraordinary General Meeting of Shareholders held on June 29, 2023.

(ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(The proxy holder shall vote on my/our behalf as appropriate in all respects.)

(ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(The proxy holder shall vote according to my/our requirement as follows.)

เห็นด้วย (Approve)       ไม่เห็นด้วย (Disapprove)       งดออกเสียง (Abstain)

**ระเบียบวาระที่ 2 เรื่องรับทราบผลการดำเนินงาน และพิจารณาอนุมัติงบการเงินสิ้นสุดวันที่ 31 ธันวาคม 2566**

Agenda 2 : To acknowledge the operating results and approve the financial statements for the year ended 31 December 2023.

(ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(The proxy holder shall vote on my/our behalf as appropriate in all respects.)

(ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(The proxy holder shall vote according to my/our requirement as follows.)

เห็นด้วย (Approve)       ไม่เห็นด้วย (Disapprove)       งดออกเสียง (Abstain)

**ระเบียบวาระที่ 3 เรื่องพิจารณาอนุมัติจัดสรรเงินกำไรเป็นทุนสำรองตามกฎหมาย และงดจ่ายเงินปันผล**

Agenda 3 : To approve the allocation of net profit for statutory reserve and omission of dividend.

(ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(The proxy holder shall vote on my/our behalf as appropriate in all respects.)

(ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(The proxy holder shall vote according to my/our requirement as follows.)

เห็นด้วย (Approve)       ไม่เห็นด้วย (Disapprove)       งดออกเสียง (Abstain)

**ระเบียบวาระที่ 4 เรื่องพิจารณาอนุมัติการแต่งตั้งผู้สอบบัญชี และกำหนดค่าตอบแทนผู้สอบบัญชีประจำปี 2567**

Agenda 4 : To consider and appoint the Company's auditors and approve the auditor's remuneration for the year 2024.

(ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(The proxy holder shall vote on my/our behalf as appropriate in all respects.)

(ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(The proxy holder shall vote according to my/our requirement as follows.)

เห็นด้วย (Approve)       ไม่เห็นด้วย (Disapprove)       งดออกเสียง (Abstain)

**ระเบียบวาระที่ 5 เรื่องพิจารณาเลือกตั้งกรรมการแทนกรรมการที่ออกตามวาระ**

Agenda 5 : To consider and elect the directors to replace those who retire by rotation.

(ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(The proxy holder shall vote on my/our behalf as appropriate in all respects.)

(ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(The proxy holder shall vote according to my/our requirement as follows.)

การแต่งตั้งกรรมการทั้งหมด The appointment of all directors

เห็นด้วย (Approve)                       ไม่เห็นด้วย (Disapprove)                       งดออกเสียง (Abstain)

เห็นด้วยกับการแต่งตั้งกรรมการเป็นรายบุคคล ดังนี้ (รายชื่อกรรมการตามสิ่งที่ส่งมาด้วย 7) Approve the appointment of each director as follows (list of nominated directors as shown in attachment 7):

1. นายอนุวัฒน์ เมธีวิบูลวุฒิ Mr.Anuwat Maytheewibulwut

เห็นด้วย .....เสียง                       ไม่เห็นด้วย.....เสียง                       งดออกเสียง.....เสียง

Approve                      vote(s)                      Disapprove                      vote(s)                      Abstain                      vote(s)

2. นายพสุ ลิปตพัลลภ Mr. Pasu Liptapanlop

เห็นด้วย .....เสียง                       ไม่เห็นด้วย.....เสียง                       งดออกเสียง.....เสียง

Approve                      vote(s)                      Disapprove                      vote(s)                      Abstain                      vote(s)

3. นายอนุชา สินาทกถากุล Mr.Anucha Sihanatkathakul

เห็นด้วย .....เสียง                       ไม่เห็นด้วย.....เสียง                       งดออกเสียง.....เสียง

Approve                      vote(s)                      Disapprove                      vote(s)                      Abstain                      vote(s)

**ระเบียบวาระที่ 6 เรื่องพิจารณากำหนดค่าตอบแทน และสิทธิประโยชน์แก่คณะกรรมการบริษัท ประจำปี 2567**

Agenda 6: To consider and approve the remuneration and the benefit of the Company's Directors for the year 2024.

(ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(The proxy holder shall vote on my/our behalf as appropriate in all respects.)

(ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(The proxy holder shall vote according to my/our requirement as follows.)

เห็นด้วย (Approve)                       ไม่เห็นด้วย (Disapprove)                       งดออกเสียง (Abstain)

**ระเบียบวาระที่ 7 พิจารณานุมัติเปลี่ยนแปลงแก้ไขข้อบังคับข้อ 8.**

Agenda 7: To approve Amendment to the Articles of Association No.8

(ก) ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(The proxy holder shall vote on my/our behalf as appropriate in all respects.)

(ข) ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(The proxy holder shall vote according to my/our requirement as follows.)

เห็นด้วย (Approve)                       ไม่เห็นด้วย (Disapprove)                       งดออกเสียง (Abstain)

**ระเบียบวาระที่ 8 พิจารณานุมัติการแก้ไขวัตถุประสงค์ของบริษัทข้อ 21 และการแก้ไขหนังสือบริคณห์สนธิของบริษัท**

Agenda 8: To approve amendment of the Company's objectives No.21 and the amendment Clause 3 of the Company's Memorandum of Association.

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(The proxy holder shall vote on my/our behalf as appropriate in all respects.)

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(The proxy holder shall vote according to my/our requirement as follows.)

เห็นด้วย (Approve)       ไม่เห็นด้วย (Disapprove)       งดออกเสียง (Abstain)

**ระเบียบวาระที่ 9 พิจารณาเรื่องอื่น ๆ (ถ้ามี)**

Agenda 9: Others (if any).

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(The proxy holder shall vote on my/our behalf as appropriate in all respects)

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(The proxy holder shall vote according to my/our requirement as follows.)

เห็นด้วย .....เสียง     ไม่เห็นด้วย.....เสียง     งดออกเสียง.....เสียง  
 Approve                      vote(s)    Disapprove                      vote(s)    Abstain                      vote(s)

ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใดให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร In case I have not declared a voting intention in any agenda or my determination is not clear or in case the meeting consider or passes resolution in any matters apart from those agenda specified above, including the case there is any amendment or addition of any fact, the proxy holder shall have the right to consider and vote on my/our behalf as appropriate in all respects.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any action taken by the proxy at the meeting shall be deemed as being done by me/us in all respects.

ลงชื่อ(Signature).....ผู้มอบฉันทะ(Grantor)  
 (.....)

ลงชื่อ(Signature).....ผู้รับมอบฉันทะ(Proxy)  
 (.....)

ลงชื่อ(Signature).....ผู้รับมอบฉันทะ(Proxy)  
 (.....)

ลงชื่อ(Signature).....ผู้รับมอบฉันทะ(Proxy)  
 (.....)

**หมายเหตุ**

1. หนังสือมอบฉันทะแบบค.นี้ใช้เฉพาะกรณีที่ผู้ถือหุ้นปรากฏชื่อในทะเบียนเป็นผู้ลงทุนในต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้นให้เท่านั้น Only foreign shareholders as registered in the registration book who have custodian in Thailand can use the Proxy Form C
2. หลักฐานที่ต้องแนบพร้อมกับหนังสือมอบฉันทะ คือ Evidences to be enclosed with the proxy form are:
  - (1) หนังสือมอบอำนาจจากผู้ถือหุ้นให้คัสโตเดียน (Custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบฉันทะแทน  
Proxy of Attorney from shareholder authorizes a custodian to sign the Proxy Form on behalf of the shareholder.
  - (2) หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทน ได้รับอนุญาตประกอบธุรกิจ คัสโตเดียน (Custodian)  
Letter of certification to certify that the signer in the proxy form have a permit to act as a Custodian
3. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนนไม่สามารถแบ่งแยกจำนวน หุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้ A shareholder shall appoint only one proxy holder to attend and vote at the Meeting. A shareholder may not split shares and appoint more than one proxy in order to split votes.
4. ในกรณีที่ระเบียบวาระที่จะต้องพิจารณาในการประชุมมากกว่าระเบียบวาระที่ระบุไว้ข้างต้นผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะ แบบ ค. ตามแนบ In case there is any further agenda apart from specified above brought into consideration in meeting, the proxy holder may use the Attachment to Proxy Form C.

ใบประจำต่อแบบหนังสือมอบฉันทะ ค.

Attachment to Proxy Form C

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท พราว เรียด เอสเตท จำกัด (มหาชน) The proxy as a shareholder of Proud Real Estate Public Company Limited. ในการประชุมสามัญผู้ถือหุ้นประจำปี 2567 ผ่านสื่ออิเล็กทรอนิกส์ ในวันพุธที่ 24 เมษายน 2567 เวลา 10.00 น. หรือจะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย (In the 2024 Annual General Shareholders' Meeting via Electronic Media at 10.00 a.m. on Wednesday , April 24, 2024 or at any adjournment thereof to any date, time and venue)

ระเบียบวาระที่ (Agenda) .....เรื่อง (Subject) .....

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(The proxy holder shall vote on my/our behalf as appropriate in all respects)

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(The proxy holder shall vote according to my/our requirement as follows.)

เห็นด้วย .....เสียง  ไม่เห็นด้วย.....เสียง  งดออกเสียง.....เสียง

Approve vote(s) Disapprove vote(s) Abstain vote(s)

ระเบียบวาระที่ (Agenda) .....เรื่อง (Subject) .....

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(The proxy holder shall vote on my/our behalf as appropriate in all respects)

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(The proxy holder shall vote according to my/our requirement as follows.)

เห็นด้วย .....เสียง  ไม่เห็นด้วย.....เสียง  งดออกเสียง.....เสียง

Approve vote(s) Disapprove vote(s) Abstain vote(s)

ระเบียบวาระที่ (Agenda) .....เรื่อง (Subject) .....

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(The proxy holder shall vote on my/our behalf as appropriate in all respects)

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(The proxy holder shall vote according to my/our requirement as follows.)

เห็นด้วย .....เสียง  ไม่เห็นด้วย.....เสียง  งดออกเสียง.....เสียง

Approve vote(s) Disapprove vote(s) Abstain vote(s)

ข้าพเจ้าขอรับรองว่ารายการในใบประจำต่อแบบหนังสือมอบฉันทะ ถูกต้องบริบูรณ์และเป็นความจริงทุกประการ

I/We certified that the details in this Attachment to Proxy Form are completely correct and totally true.

ลงชื่อ(Signature).....ผู้มอบฉันทะ(Grantor)  
(.....)

ลงชื่อ(Signature).....ผู้รับมอบฉันทะ(Proxy)  
(.....)

ลงชื่อ(Signature).....ผู้รับมอบฉันทะ(Proxy)  
(.....)

ลงชื่อ(Signature).....ผู้รับมอบฉันทะ(Proxy)  
(.....)



**Minutes of the Extraordinary General Meeting of Shareholders No.1/2023 via Electronic Media**

**Proud Real Estate Public Company Limited**

**June 29, 2023, at 04.00 p.m.**

.....

The record date on June 9, 2023, Proud Real Estate Public Company Limited (**the "Company"**) has 1,847 shareholders, representing a total of 641,469,040 shares, Shareholders and proxies in attendance at the Extraordinary General Meeting of Shareholders No.1/2023 via Electronic Media on June 29, 2023 at 04.00 p.m. comprising of:

Self - Attending Shareholders:	4	shareholders, representing	434,940,139	shares.
Proxies Shareholders:	37	shareholders, representing	28,296,900	shares.
Shareholders Online:	2	shareholders, representing	929,411	shares.
Proxy Online:	1	shareholders, representing	100	shares.
Total number of shareholders:	44	shareholders, representing	464,166,550	shares.

which makes up 72.3599 percent of the total number of shares of the Company. A quorum was formed in accordance with the Company's Articles of Association.

There were 7 directors attended the meeting, representing 87.5 percent of total Board of Director. List of participated directors are shown below;

- |                   |                 |   |
|-------------------|-----------------|---|
| 1. Mr. Pitak      | Pruittisarikorn | Director,<br>Chairman of the Executive Committee  |
| 2. Mr. Pasu       | Liptapanlop     | Director<br>Vice Chairman of the Executive Committee<br>Member of the Nomination and Remuneration Committee |
| 3. Mrs. Proudpath | Liptapanlop     | Director<br>Member of the Executive Committee   |
| 4. Mr. Anucha     | Sihanatkathakul | Director<br>Member of the Nomination and Remuneration Committee   |
| 5. Ms. Anchalee   | Bunsongsikul    | Independent Director<br>Director<br>Member of the Audit Committee   |

6. Mr. Dan	Zonmani	Independent Director Director Member of the Audit Committee
7. Mr. Pumipat	Sinacharoen	Director Chief Executive Officer

**Executives of the Company and subsidiary companies in attendance at the meeting:**

Ms. Naruedee	Koslathip	Chief Financial Officer
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**Meeting Attendees:**

1. Financial Advisor: Ms. Darin Karnchana, OptAsia Capital Co.,Ltd.
2. Legal Advisor: Baker & McKenzie Co.,Ltd.
  - 1) Mr. Wittaya Luengsukcharoen
  - 2) Ms. Nuchaya Timrat
  - 3) Mr. Naris Asavathongkul
3. Independent Financial Advisor : Mr. Tonsakul Prajakjit, Silom Advisory Co.,Ltd.

**Ms. Nittaya Maetineewattanavong**, Legal and Company Secretary declared that the Meeting had a quorum. The meeting started at 04.00 p.m. The voting and vote counting procedures with the following details.

At the E-EGM No.1/2023, each shareholder shall be entitled to one share per one vote. There are three types of vote: 1) Approval, 2) Disapproval and 3) Abstention. Vote splitting is not allowed.

In normal cases, each resolution shall be passed with a majority of vote of the shareholders attending the meeting and have the right to vote. As for Agenda Item 2 To consider and approve the acquisition of ordinary shares in Khu Khot Station Alliance Company Limited and Phraram 9 Alliance Company Limited from Noble Development Public Company Limited and TNL Alliance Public Company Limited, which is regarded as the acquisition of assets, Agenda Item 3 To consider and approve the reduction of the Company's registered capital and the amendment to the Memorandum of Association to be in line with the reduction of the Company's registered capital and Agenda Item 4 To consider and approve the increase of the Company's registered capital and the amendment to the Memorandum of Association to be in line with the increase of the Company's registered capital, not less than three-quarters of the total votes of shareholders who attend the meeting and have the right to vote.

There are two cases of voting as follows:

**Case 1** For the shareholders attending the meeting in person, there shall be agenda items available for them to choose for voting. Then, the system shall show three buttons to click for voting, namely approval, disapproval or abstention. The choice of voting can be changed until the voting is closed.

**Case 2** For the shareholders assigning their proxies to attend the meeting on their behalf, in the case where those assigning the proxies do not identify their choice of voting, the proxies shall have the right to consider casting votes as appropriate. In the case where those assigning the proxies identify their choice of voting in the proxy forms, the Company shall record their votes in the computer system upon the registration, and such votes shall be counted when passing relevant resolutions.

In counting votes and announcing the voting results, the Company uses the E-Voting system by Online Asset Co., Ltd. (Online Asset) at this E-AGM. For each agenda item, only disapproval and abstention votes shall be counted. Then, the disapproval and abstention votes shall be deducted from the total votes of those present at the meeting. The remaining votes shall be deemed as approval votes for that agenda item.

Online Asset shall count the votes for each agenda item and the responsible officer shall notify the shareholders of the voting results at the end of that agenda item. The Company shall give a summary of the voting results of each agenda item again. Such information shall be disclosed in the Company's website and reported to the Stock Exchange of Thailand (the "SET").

The shareholders wishing to ask questions or express opinions may do so by typing their questions through the Question Mark function, please always give your name and surname.

To comply with good practices under the Office of the Securities and Exchange Commission (the "SEC") and the Thai Investors Association's Annual General Shareholders' Meeting Assessment program, the Company invited Mr. Aran Phanthumjinda, an independent legal advisor from Trinity Law Company Limited to verify the vote counting.

As Mr. Anuwat Maytheewibulwut, Chairman of the Board of Director Committee, could not attend the meeting due to schedule conflict and the Company does not have a Vice Chairman, therefore, the meeting has elected Mr. Pumipat Sinacharoen, the shareholder and Chief of Executive Officer of the Company, as Chairman of the Meeting.

Mr. Pumipat Sinacharoen, Chairman of the Meeting "Chairman," expressed his gratitude to the shareholders spending their time attending the Shareholders' Meeting and gave the opening remarks to the Shareholders' Meeting No. 1/2023.

**Agenda 1. To consider and approve the minutes of the 2023 Annual General Meeting of Shareholders (the “2023 AGM”).**

**Mr. Pumipat Sinacharoen, CEO** stated to the meeting that the Company held the 2023 Annual General Meeting of Shareholders (the “2023 AGM”) on April 28, 2023, to consider proposed meeting agenda as required by law. A copy of the meeting minutes was submitted to the SEC, SET, the Ministry of Commerce, and published to the Company's website within 14 days after the meeting date, as per the invitation letter to this meeting.

The Board of Directors agreed to propose the Meeting to consider and approve the minutes of the 2023 Annual General Meeting of Shareholders. This agenda required a majority vote of shareholders who attend the meeting and have the right to vote.

**Mr. Pumipat Sinacharoen** opened for discussion, queries and suggestions.

There were no queries or suggestions from the shareholders. Then, Mr. Pumipat Sinacharoen proposed the Meeting to approve the minutes of the 2023 Annual General Meeting of Shareholders.

**Resolution:** After due consideration, the shareholders’ meeting resolved that the minutes of the 2023 Annual General Meeting of Shareholders be approved by a majority vote of shareholders who attend the meeting and have the right to vote as follows:

Approval	464,166,550	votes,	representing	100.00	percent
Disapproval	0	votes,	representing	0.0000	percent
Abstention	0	votes,	representing	0.0000	percent
Invalid ballots	0	votes,	representing	0.0000	percent

**Agenda 2. To consider and approve the acquisition of ordinary shares in Khu Khot Station Alliance Company Limited and Phraram 9 Alliance Company Limited from Noble Development Public Company Limited and TNL Alliance Public Company Limited, which is regarded as the acquisition of assets.**

**Mr. Pumipat Sinacharoen,** stated to the meeting that, The Company wishes to acquire ordinary shares in Khu Khot Station Alliance Company Limited ("**KK**") and Phraram 9 Alliance Company Limited ("**R9**") (collectively referred as the "**Target Companies**"), consisting of 3,000,000 shares or 100 percent of the total voting rights as of the date of the transfer of ownership, and 7,680,000 shares or 100 percent of the total voting rights as of the date of the transfer of ownership, in the Target Companies, respectively, from Noble Development Public Company Limited ("**NOBLE**") and TNL Alliance Company Limited ("**TNL**") (collectively referred as the "**Sellers**" or the "**Existing Shareholders**"), for a total cash price of THB

573,251,877 (the "**Share Purchase Transaction**"). In addition, the Company wishes to seek approval for the execution of a share purchase agreement between the Company (as the transferee) and the Sellers (as the transferors) (the "**Share Purchase Agreement**") and other documents related to the transaction. The Target Companies are the developers and owners of the New Cross Khu Khot Station Project, which is a seven-storey and eight-storey low-rise condominium project consisting of six buildings; and the New District R9 Project, which is a 33-storey and 41-storey high-rise condominium project consisting of two buildings (the "**Condominium Projects**"). The Details are as follows:

1. KK's project "**NUE CROSS KHU KHOT**" has project value of THB 2,104 million. It is located near BTS station and has 1,202 units with average selling price at THB 64,272 per square meter. This project is opened for selling for approximately 1-2 years and is currently 100% sold. The project will start the transfer around 2<sup>nd</sup> quarter of 2024 onwards.

2. R9's project "**NUE DISTRICT R9**" has project value of THB 6,519 million. It is located near Central Rama 9 and has 1,442 units with average selling price at THB 142,443 per square meter. The construction will be completed around end of 2024, while the revenue can be recognized around 1<sup>st</sup> quarter of 2025. Currently, 82% has been sold.

The Target Companies have entered into the loan agreements between them (as the borrowers) and the Sellers (as the lenders) (the "**Original Loan Agreements between the Target Companies and the Sellers**"), which cover a total loan amount of THB 1,161,891,951. Therefore, apart from entering into the Share Purchase Agreement, the Company will (1) accept a transfer of the claim over the loan amount of THB 426,748,123 under the Original Loan Agreements between the Target Companies and the Sellers, and succeed to the right in the capacity as the lender in place of the Sellers, thereby resulting in the Company being obliged to pay the Sellers a consideration for that transfer in a cash amount equivalent to the loan so transferred (the "**Claim Transfer Transaction**"); and (2) procure KK and R9 to borrow funds from commercial banks and/or to use the capital increase proceeds derived from the offering for sale of preference shares, for repaying the remaining loans under the Original Loan Agreements between the Target Companies and the Sellers, of which the claim is not transferred to the Company under the Claim Transfer Transaction. The Target Companies will repay these loans of THB 735,143,828 in cash to the Sellers on or within a day after the date of the acquisition of businesses (the "**Existing Shareholders Loan Repayment Transaction**").

The Share Purchase Transaction, the Claim Transfer Transaction, and the Existing Shareholders Loan Repayment Transaction will take place only when the conditions precedent specified in the Share Purchase Agreement between the Company (as the transferee) and the Sellers (as the transferors) are fulfilled; and will

occur on the same day on which the conditions precedent specified in the Share Purchase Agreement between the Company and the Sellers are fulfilled (the "**Ownership Transfer Date**"). These conditions precedent include, but are not limited to, the following conditions.

<p><b>Important conditions precedent (Buyer's part)</b></p>	<p>(1) The Buyer arranges a meeting and gets approval from the board of directors meeting and shareholders meeting of the Buyer (which must be accomplished by 20 July 2023).</p> <p>(2) The Buyer has provided and received funding for the transaction under this Agreement , namely:</p> <ul style="list-style-type: none"> <li>a. Approval of loan agreements that the Target Companies currently have according to the terms and conditions agreed by the Buyer;</li> <li>b. Issuance of capital increase shares of the buyer through an allocation to all existing shareholders proportionately;</li> <li>c. Has received a written confirmation binding the preferred stock investor that it will invest in preference shares of R9 as of date of ownership transfer ; and</li> <li>d. The buyer or buyer's agent already has sufficient funds in an amount not less than the purchase price.</li> </ul> <p>(The foregoing must be accomplished by 20 July 2023.)</p> <p>(3) KK has transferred the land to the Sellers, or the person designated by the Sellers and received complete payment of the purchase price as specified in the Share Purchase Agreement (which must be accomplished by 25 July 2023).</p> <p>(4) The servitude has been amended and registered for the benefit of KK's land in accordance with the details specified in the Share Purchase Agreement (which must be accomplished by 25 July 2023).</p>
<p><b>Important conditions precedent (Sellers part)</b></p>	<p>(1) The Buyer’s representations and warranties are true and correct as of the date of this contract all the time until the date of ownership transfer (except if any other date is clearly specified) and the Buyer complies with this contract in all respects. (which must be confirmed by 25 July 2023).</p>

	<p>(2) Both parties have reached an agreement on the terms and conditions of the project management contracts to be concluded between NOBLE and the Target Companies (which must be accomplished by 20 July 2023).</p>
<p><b>Guarantee for the performance of obligations by the Buyer</b></p>	<p>(1) On the date of signing the Share Purchase Agreement, the Company has paid a deposit of THB 15 million to the Sellers as security for the performance thereunder.</p> <p>(2) On 20 July 2023, which is the date on which certain conditions precedent are expected to be fulfilled, the Company must pay an additional deposit of THB 50 million to the Sellers to secure the performance of its obligations under the Share Purchase Agreement, because the Sellers will incur the costs of company restructuring to comply with the terms of the Share Purchase Agreement on the same day. The Sellers agree to not present the check for payment before 11 August 2023.</p> <p>(3) If the Company is unable to repay the loans to the Sellers by 10 August 2023, the Sellers will have the right to present the check for payment, and the Company must pay interest on the loans that must be repaid to the Sellers at 11 percent per annum as from 1 August 2023.</p>
<p><b>Obligations and duties after the Ownership Transfer Date (post-completion obligations)</b></p>	<p>1. Purchase price adjustment</p> <p>(1.1) Both parties agree that the purchase price for the shares to be sold in each of the Target Companies will be adjusted after the Ownership Transfer Date, to be consistent with the revision results.</p> <p>(1.2) The Sellers will prepare a completion account by revising the pro forma account in accordance with the data as of the Ownership Transfer Date, and will have that completion account available for audit by an independent auditor within 30 days. The auditor must complete the audit, and submit a report within 30 days from the date on which the Buyer completes preparation of the completion account. Both parties agree that the audit results will be deemed unanimous. Within 15 days from the date of reconciliation, the parties will effect payment of the adjusted price.</p>

	<p>2. Based upon the transfer of servitude land principle that the ownership of the servitude land will be transferred to the Project Khu Khot Juristic Condominium or any other entity, or the servitude land will be relinquished for use as public way for the interest of the owners of condominium in Khu Khot project and other associated projects, in accordance with the agreed terms and conditions between KK and the purchasers of condominium unit within Khu Khot Project.</p>
<p><b>Termination</b></p>	<p>Before the Ownership Transfer Date, the Share Purchase Agreement may be terminated in any of the following cases:</p> <ul style="list-style-type: none"> <li>● The Buyer terminates the Agreement because the Sellers are in breach of any material clause thereof, or the Buyer is of the opinion that any representation or warranty made by the Sellers to the Buyer thereunder is incorrect or untrue and is not rectified.</li> <li>● The Sellers terminate the Agreement because the buyer is in breach of any material clause thereof, or the Sellers are of the opinion that any representation or warranty made by the buyer to the Sellers thereunder is incorrect or untrue and is not rectified.</li> </ul>

After the ownership transferred, NOBLE will proceed in accordance with the terms regarding the duty to complete the construction of the condominium projects, the management of the construction, the management of sale activities, the delivery of the projects, and other services will be in accordance with the project management contracts that KK and R9 will enter into with NOBLE, the agreements regarding the trademark rights that are necessary for the operation of the condominium projects, as well as the representations and warranties given by NOBLE to the Company regarding the main costs of the constructions and the wages for the construction supervisors that are necessary for the completion of the projects. These contracts or agreements must be finalized by 20 July 2023, and signed on 25 July 2023.

The times specified above and in the foregoing table are subject to change in accordance with the terms and conditions of the Share Purchase Agreement.

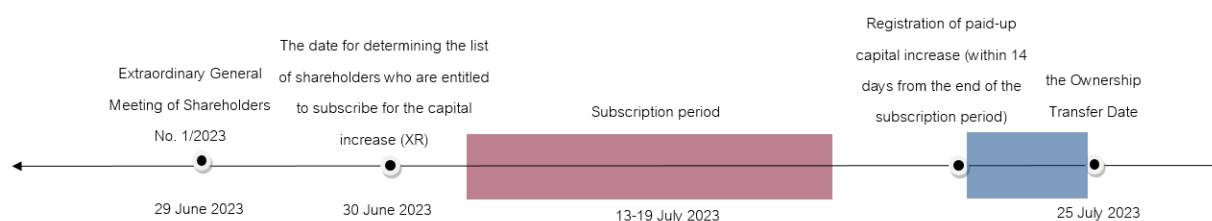
The contracts, agreements, and legal documents for the Claim Transfer Transaction and the Existing Shareholders Loan Repayment Transaction will be in accordance with the terms regarding preparation of additional documents as necessary under law. These contracts, agreements, and legal documents must be



executed, endorsed, or delivered by the parties by the Ownership Transfer Date as specified in the Share Purchase Agreement.

The Company anticipates that if its shareholders meeting has a resolution to approve the transactions and the conditions precedent specified in the Share Purchase Agreement are fulfilled, the acquisition of all the shares in the Target Companies, the Claim Transfer Transaction, and the Existing Shareholders Loan Repayment Transaction will be accomplished by July 2023.

### Timeline for the entry into transactions



#### Remarks:

**Case 1 :** If during the period of 29 June 2023 - 19 July 2023, there is an event of termination of the Share Purchase Agreement (such as the Sellers are in breach of any material clause thereof, or any representation or warranty is incorrect and is not rectified) and the Company will exercise the right to terminate the agreement, the Company will not take action and/or cancel the capital increase. The company will specify details in the notification letter of the allocation of newly issued ordinary shares which will be delivered to shareholders 5 business days prior to the subscription date.

**Case 2 :** If during the period after the registration of the paid-up capital increase until the Ownership Transfer Date, there is an event for the Company to terminate the Share Purchase Agreement, the Board of Directors of the Company will reconsider the purpose of utilizing the proceeds received from the capital increase and will present to the shareholders for further approval.

The Share Purchase Transaction, the Claim Transfer Transaction, and the Existing Shareholders Loan Repayment Transaction are regarded as the acquisition of assets pursuant to Notification of the Capital Market Supervisory Board No. Tor Jor. 20/2551 re: Rules on the Entry into Material Transactions Deemed as Acquisition or Disposal of Assets, dated 31 August 2008 (as amended) and the Notification of the Board of Governors of the Stock Exchange of Thailand re: Disclosure of Information and Other Acts of Listed Companies Concerning the Acquisition or Disposal of Assets, B.E. 2547 (2004), dated 29 October 2004 (as amended) (collectively referred to as the "**Notifications on Acquisition or Disposal of Assets**"). When the transaction size calculated based upon the total value of consideration basis is compared with the total asset value of the Company, the value will be equivalent to 56.46 percent based upon the total value of consideration basis. As the Company did not have any asset acquisition transactions over the past six months, which have not yet been approved by its shareholders meeting, that value is the Company's asset acquisition value. In addition, as that transaction value is equal to or more than 50 percent but less than 100 percent, it is regarded as type-1 asset acquisition transaction of a listed company according to the Notifications on Acquisition or Disposal of Assets. As a result, the Company has the duties to (1) disclose the information on the entry into these transactions; (2) appoint an independent financial advisor to provide opinions on the transactions as

required by the Notifications on Acquisition or Disposal of Assets (the independent financial advisor's report must be sent to the shareholders for consideration, along with an invitation to shareholders meeting); and (3) obtain approval from its shareholders meeting with a vote of not less than three-quarters of the total votes of shareholders attending the meeting and having the right to vote, excluding the votes of interested shareholders.

The foregoing transactions are not regarded as connected transactions, because the Sellers are not the Company's connected persons under Notification of the Capital Market Supervisory Board No. Tor Jor. 21/2551 re: Rules on Connected Transactions, dated 31 August 2008 and the 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, B.E. 2546 (2003), dated 19 November 2003 (collectively referred to as the "**Notifications on Connected Transactions**").

The aforementioned Share Purchase Transaction is regarded as an acquisition or acceptance of the transfer of businesses of other companies to the Company according to section 107 (2)(b) of the Public Limited Companies Act, B.E. 2535 (1992), and must be approved by a shareholders meeting of the Company with a vote of not less than three-quarters of the total votes of shareholders attending the meeting and having the right to vote, excluding the votes of interested shareholders.

The table below describes the sources of funds for the investment in the purchase of ordinary shares, the repayment of loans from the shareholders of KK and R9, and the completion of the construction.

<b>Sources of Funds<sup>/3</sup></b>	<b>Amount</b>
1. Capital increase proceeds expected to be received from the offering of newly issued ordinary shares to the Company's existing shareholders in proportion to their shareholding, excluding those that would require the Company to fulfill legal requirements in different jurisdictions (Preferential Public Offering: PPO)	Approximately THB 623,650,456
2. Loan from a commercial bank that is acquired by the Company <sup>/1</sup>	Approximately THB 450,000,000
3. Loans from commercial banks that are acquired by KK and R9 <sup>/2</sup>	Approximately THB 840,000,000
4 Offering for sale of preference shares by R9 <sup>/4</sup>	Approximately THB 750,000,000
<b>Total</b>	<b>THB 2,663,650,456</b>

- Remarks:
- 1/ The Company has received acceptance of a loan proposal from a financial institution. However, the Company is in the process of negotiating the conditions of a loan agreement with that financial institution in order to obtain favorable conditions in the best interest of the Company. This loan will be used to acquire the businesses.
  - 2/ The Company has received acceptance of a loan proposal from a financial institution. However, the Company is in the process of negotiating the conditions of loan agreements with several financial institutions in order to obtain favorable conditions in the best interest of the Company. These loans will be used to repay the loans from shareholders of KK and R9, and to complete the construction of the projects.
  - 3/ KK and R9 currently acquire loans of approximately THB 3.390 billion from commercial banks for the construction of the projects. The Company is the process of considering whether to continue to use the existing loans, or to change commercial banks (re-finance). The Company has already received acceptance of a re-finance proposal from a financial institution.
  - 4/ The Company has received acceptance from some interested investors in preferred shares, with NOBLE being one of those interested investors in preferred shares in accordance with conditions precedent of Share Purchase Agreement.

If the capital increase proceeds derived from the offering of newly issued ordinary shares to the Company's existing shareholders in proportion to their shareholding, excluding those that would require the Company to fulfill legal requirements in different jurisdictions (Preferential Public Offering: PPO), do not reach the expected amount stated above, the Company will use the proceeds from the issuance of preference shares, the additional loans from financial institutions, or the issuance of debentures, or may consider any other form of funds mobilization from its shareholders, as the funding source for its investments in accordance with the proceeds utilization plan.

**Mr. Pumipat Sinacharoen** explained further that the reason the Company entered into this transaction is to continuously generate income, so the shareholders can receive sustainable returns. The Company came up with a roadmap to recognize revenue from each project as following.

- In 2022, the Company recognized revenue from InterContinental Residences Hua Hin (“ICRHH”) project, amount of THB 2,108 million, leaving the remaining amount of THB 1,732 million to be recognized in 2023.
- In 2024, the Company will recognize revenue from VI Ari project, amount of THB 495 million.
- In 2025, the Company will recognize revenue from VEHHA Hua Hin project, amount of THB 2,290 million.
- In 2026, the Company will recognize revenue from ROMM Convent project, amount of THB 4,150 million.

In 2024 and 2025, the Company may face issue on insufficient growth of revenue recognition. Therefore, the Company has to purchase KK and R9 projects to fulfil the revenue to the Company. If the

Company purchases the 2 mentioned projects, it can recognize the revenue from KK project in 2024 amount of THB 2,104 million and from R9 project in 2025 amount of THB 6,519 million.

In this regard, the EGM will also be asked to consider and approve the delegation of authority to the Company's Chief Executive Officer or the persons designated by the Chief Executive Officer to consider and take actions pertaining to, or necessary for, the entry into the Share Purchase Transaction, the Claim Transfer Transaction, and the Existing Shareholders Loan Repayment Transaction; to negotiate and sign any amendments to the Share Purchase Agreement, and other agreements, contracts, and documents related to the Share Purchase Transaction, the Claim Transfer Transaction, and the Existing Shareholders Loan Repayment Transaction; as well as to prescribe the rules, conditions, and other details necessary for, and associated with, the Share Purchase Transaction, the Claim Transfer Transaction, and Existing Shareholders Loan Repayment Transaction, as necessary and appropriate under the applicable laws.

**Mr. Pumipat Sinacharoen** invited Mr. Tonsakul Prajakjit, the independent financial advisor from Silom Advisory Company Limited, to share opinions from the independent financial advisor on this transaction. Mr. Tonsakul Prajakjit reported opinions from the independent financial advisor as shown in the report of independent financial advisor's opinion on the asset acquisition of Proud Real Estate Public Company Limited (Enclosure 7) of the invitation letter to the Extraordinary Shareholders' Meeting.

**Mr. Pumipat Sinacharoen** opened for discussion, queries and suggestions.

**Mr. Piyapong Prasartthong, the shareholder attended in person,** had question about today's price of the Company's share which is at THB 1.69 and is lower than the price the Board of Directors offered for subscription. Mr. Piyapong asked if there are any shareholders already purchased and if it is against the law since the offering price is lower than the par value.

**The legal advisor from Baker & McKenzie Ltd.** replied that the offering of the Company's shares is not considered as the offering at low price and is not against the law. Since the Company will offer the newly issued ordinary shares to the Company's existing shareholders by way of Preferential Public Offering (PPO), this case is not applicable to the regulation on low price by the Office of the Securities and Exchange Commission ("SEC Office") and the Stock Exchange of Thailand ("SET"), which is different from the share offering by way of Private Placement. In addition, although the offering price is set higher than the current market price, it is still acceptable.

**Mr. Piyapong Prasartthong** asked further if showing the XR symbol today means specifying the subscription date for RO shares or not.

**Mrs. Darin Kanjana, the financial advisor**, explained to the meeting that showing the XR symbol today means specifying the subscription date for RO shares. As the record date to determine the list of shareholders eligible to subscribe RO shares will be on 30<sup>th</sup> June 2023, the date to display XR symbol is 29<sup>th</sup> June 2023.

As there wear no questions or suggestion. Mr. Pumipat Sinacharoen proposed the Meeting to consider and approve the acquisition of ordinary shares in Khu Khot Station Alliance Company Limited and Phraram 9 Alliance Company Limited from Noble Development Public Company Limited and TNL Alliance Public Company Limited, which is regarded as the acquisition of assets, as well as the delegation of related authority.

**Resolution:** The Meeting considered and approved the acquisition of ordinary shares in Khu Khot Station Alliance Company Limited and Phraram 9 Alliance Company Limited from Noble Development Public Company Limited and TNL Alliance Public Company Limited, which is regarded as the acquisition of assets, as well as the delegation of related authority, by not less than three-quarters of the total votes of shareholders who attend the meeting and have the right to vote as follows:

Approval	464,166,550	votes,	representing	100.00	percent
Disapproval	0	votes,	representing	0.0000	percent
Abstention	0	votes,	representing	0.0000	percent
Invalid ballots	0	votes,	representing	0.0000	percent

**Agenda 3. To consider and approve the reduction of the Company's registered capital and the amendment to the Memorandum of Association to be in line with the reduction of the Company's registered capital.**

Miss Nittaya Maetineewattanavong, Legal and Corporate Secretary, was assigned by the Chairperson to conduct this agenda.

**Miss Nittaya Maetineewattanavong**, stated to the meeting that the Company wishes to reduce its registered capital by THB 31,679,911, from the current registered capital of THB 673,148,951 to THB 641,469,040, by cancelling 31,679,911 unsold ordinary shares with a par value of THB 1; and to amend clause 4 (registered capital) of its Memorandum of Association to be in line with the reduction of its registered capital, as follows:

<b>From</b>	"Clause 4.	Amount of registered capital	:	THB 673,148,951
		divided into	:	673,148,951 shares
		par value per share	:	THB 1

Classified into

Ordinary shares : 673,148,951 shares  
Preferred shares : - share"

**To** "Clause 4. Amount of registered capital : THB 641,469,040  
divided into : 641,469,040 shares  
par value per share : THB 1

Classified into

Ordinary shares : 641,469,040 shares  
Preferred shares : - share"

In this regard, it is proposed that the Company's Chief Executive Officer be authorized to sign any applications or documents relating to the registration of the amendment to the Company's Memorandum of Association; to apply for the registration of the amendment to the Company's Memorandum of Association with the Department of Business Development, Ministry of Commerce; to amend or revise any applications or statements in the documents relating to the registration of the amendment to the Company's Memorandum of Association that must be submitted to the Department of Business Development, Ministry of Commerce; and to perform any acts necessary for, and associated with, the aforementioned acts as appropriate, in order to comply with the laws, regulations, interpretations by the relevant government agencies, and recommendations or orders of the registrar or officials.

**Mr. Pumipat Sinacharoen** opened for discussion, queries and suggestions.

There were no further questions or comments from the shareholders, Mr. Pumipat Sinacharoen proposed that the shareholders' meeting consider and approve the reduction of the Company's registered capital and the amendment to the Memorandum of Association to be in line with the reduction of the Company's registered capital.

**Resolution:** The shareholders' meeting resolved to approve the reduction of the Company's registered capital and the amendment to the Memorandum of Association to be in line with the reduction of the Company's registered capital, by not less than three-quarters of the total votes of shareholders who attend the meeting and have the right to vote as follows:

Approval	464,166,550	votes, representing	100.0000	percent
Disapproval	0	votes, representing	0.0000	percent

Abstention	0 votes, representing	0.0000 percent
Invalid ballots	0 votes, representing	0.0000 Percent

**Agenda 4. To consider and approve the increase of the Company's registered capital and the amendment to the Memorandum of Association to be in line with the increase of the Company's registered capital.**

Miss Nittaya Maetineewattanavong, Legal and Corporate Secretary, was assigned by the Chairperson to conduct this agenda.

**Miss Nittaya Maetineewattanavong**, stated to the meeting that, the Company wishes to increase its registered capital by THB 356,371,689, from the current registered capital of THB 641,469,040 to THB 997,840,729, by issuing no more than 356,371,689 newly issued ordinary shares with a par value of THB 1. These newly issued ordinary shares will be allocated to the Company's existing shareholders in proportion to their shareholding, excluding those that would require the Company to fulfill legal requirements in different jurisdictions (Preferential Public Offering: PPO). This allocation will serve as payment for the Share Purchase Transaction and Claim Transfer Transaction, in accordance with the details provided in the Capital Increase Report Form (F53-4). The Company will also amend clause 4 (registered capital) of its Memorandum of Association to be in line with the increase of its registered capital, as follows:

<b>From</b>	"Clause 4.	Amount of registered capital	:	THB 641,469,040
		divided into	:	641,469,040 shares
		par value per share	:	THB 1
		Classified into		
		Ordinary shares	:	641,469,040 shares
		Preferred shares	:	- share"
<b>To</b>	"Clause 4.	Amount of registered capital	:	THB 997,840,729
		divided into	:	997,840,729 shares
		par value per share	:	THB 1
		Classified into		
		Ordinary shares	:	997,840,729 shares
		Preferred shares	:	- share"

In this regard, it is proposed that the Company's Chief Executive Officer be authorized to sign any applications or documents relating to the registration of the amendment to the Company's Memorandum of Association; to apply for the registration of the amendment to the Company's Memorandum of Association with the Department of Business Development, Ministry of Commerce; to amend or revise any applications or statements in the documents relating to the registration of the amendment to the Company's Memorandum of Association that must be submitted to the Department of Business Development, Ministry of Commerce; and to perform any acts necessary for, and associated with, the aforementioned acts as appropriate, in order to comply with the laws, regulations, interpretations by the relevant government agencies, and recommendations or orders of the registrar or officials.

**Mr. Pumipat Sinacharoen** opened for discussion, queries and suggestions.

There were no inquiries, feedback or suggestions from the shareholders, Mr. Pumipat Sinacharoen asked the shareholders' meeting to consider and approve the increase of the Company's registered capital and the amendment to the Memorandum of Association to be in line with the increase of the Company's registered capital.

**Resolution:** The shareholders' meeting resolved to approve the increase of the Company's registered capital and the amendment to the Memorandum of Association to be in line with the increase of the Company's registered capital, by not less than three-quarters of the total votes of shareholders who attend the meeting and have the right to vote as follows:

Approval	464,166,550	votes, representing	100.0000	percent
Disapproval	0	votes, representing	0.0000	percent
Abstention	0	votes, representing	0.0000	percent
Invalid ballots	0	votes, representing	0.0000	Percent

**Agenda 5. To consider and approve the allocation of the Company's newly issued ordinary shares to the existing shareholders in proportion to their shareholding, excluding those that would require the Company to fulfill legal requirements in different jurisdictions (Preferential Public Offering: PPO)**

Miss Nittaya Maetineewattanavong, Legal and Corporate Secretary, was assigned by the Chairperson to conduct this agenda.

**Miss Nittaya Maetineewattanavong**, stated to the meeting that, The Company wishes to allocate no more than 356,371,689 newly issued ordinary shares, with a par value of THB 1 each, by way of rights offering at the offering price of THB 1.75 per share, with the ratio of 1.8 old shares to 1 newly issued share. In



case there are any fractions, the fractions shall be discarded. These shares will be allocated to the existing shareholders in proportion to their shareholding, excluding those that would require the Company to fulfill legal requirements in different jurisdictions (Preferential Public Offering: PPO).

Shareholders may oversubscribe these newly issued ordinary shares. The existing shareholders who oversubscribe these shares will be allocated the oversubscribed shares only when there are remaining shares after the full allocation to the existing shareholders who exercise their subscription right, at the same price as the shares allocated under a rights offering scheme.

The details and method of the allocation of shares according to the subscription right are described below.

(1) If there are any remaining shares from the first round of allocation by way of rights offering, and the number of these shares is more than or equal to the number of shares oversubscribed by the existing shareholders, these remaining shares will be allocated to all the oversubscribing shareholders who have made full subscription payment according to the number of the oversubscribed shares.

(2) If there are any remaining shares from the first round of allocation by way of rights offering, and the number of these shares is less than the number of shares oversubscribed by the existing shareholders, these remaining shares will be allocated to the oversubscribing shareholders in accordance with the procedures described below.

(2.1) The allocation will be based upon the existing shareholding percentage of each oversubscribing shareholder. To determine the number of shares that each oversubscribing shareholder is eligible for, the existing shareholding percentage of that oversubscribing shareholder will be multiplied by the number of the remaining shares. However, the number of shares to be allocated will not exceed the number of shares oversubscribed and fully paid for by that oversubscribing shareholder.

(2.2) If there are any remaining shares after the allocation under item (2.1), these remaining shares will be allocated to each of the oversubscribing shareholders who have not yet been fully allocated in accordance with their existing shareholding percentage. To determine the number of shares that each oversubscribing shareholder is eligible for, the existing shareholding percentage of that oversubscribing shareholder will be multiplied by the number of the remaining shares. However, the number of shares to be allocated will not exceed the number of shares oversubscribed and fully paid for by that oversubscribing shareholder. The allocation of shares to the oversubscribing shareholders under this item (2.2) will be repeated until there are no more shares to be allocated.

In any case, the allocation of the oversubscribed shares as stated above may not result in any shareholders who oversubscribe newly issued ordinary shares holding shares up to or beyond the point at which

a tender offer is required as prescribed in Notification of the Capital Market Supervisory Board No. Tor Jor. 12/2554 re: Rules, Conditions, and Procedures for the Acquisition of Securities for Business Takeovers, or in violation of the restrictions on shareholding by foreigners as specified in the Company's Articles of Association. Currently, foreigners are allowed to hold in aggregate no more than 49 percent of the total shares sold of the Company.

In the allocation of newly issued ordinary shares to the Company's existing shareholders in proportion to their shareholding, excluding those that would require the Company to fulfill legal requirements in different jurisdictions (Preferential Public Offering: PPO), the Company's Board of Directors will have the right to exercise its discretion to not offer or allocate these newly issued ordinary shares to any individuals or subscribers, including any existing shareholders of the Company, in the United States and any other countries as the Company considers it appropriate. The Company will give notice if that offering or allocation of newly issued ordinary shares will or may potentially result in:

(1) a violation of any laws, rules, or regulations of Thailand or any foreign country, and/or the Company's Article of Association; or

(2) the Company having the obligation or duty to perform or undertake any additional acts, apart from those required by the laws or regulations regarding the issuance and offering of securities under Thai law; or

(3) non-compliance with the rules, procedures, or conditions specified in the offering or allocation of newly issued ordinary shares.

The Company may offer or allocate newly issued ordinary shares to any specific individuals or subscribers who are entitled to receive the allocation, subject to any exemptions available under foreign laws that are in effect and can be implemented at that time.

Furthermore, if there are remaining ordinary shares after the allocation to the Company's existing shareholders under a rights offering scheme, excluding those that would require the Company to fulfill legal requirements in different jurisdictions (Preferential Public Offering: PPO), and the allocation to oversubscribing shareholders, the Company may reduce its registered capital by cancelling the newly issued ordinary shares that remain after the offering.

In addition, the Board of Directors Meeting had a resolution to propose that the EGM Meeting consider and approve the delegation of authority to the Chief Executive Officer or the persons designated by the Chief Executive Officer to consider and take actions necessary for, or pertaining or incidental to, the capital increase and the allocation of newly issued ordinary shares of the Company, including, without limitation:

1. To determine, amend, or add any conditions and details relating to the issuance, offering, allocation, and subscription of newly issued ordinary shares, including, but not limited to, the allocation of

newly issued ordinary shares, either fully at one time or in several times, the number of shares to be offered, the offering period, the subscription, the payment for shares, as well as other conditions and details relating to the allocation of newly issued ordinary shares in accordance with the laws and regulations regarding the issuance and offering of securities.

2. To negotiate, agree on, and sign any relevant documents, contracts, or agreements; to perform any acts relating to the issuance and allocation of the aforementioned newly issued ordinary shares, including, but not limited to, the preparation and signing of any applications, notices, instruments, or documents relating to the capital increase and allocation of newly issued ordinary shares of the Company; to certify any relevant documents; to liaise with, file documents with, or receive documents from any officials or representatives of the relevant authorities; and to list the Company's newly issued ordinary shares as listed securities on the Stock Exchange of Thailand.

3. To perform any other acts necessary for, or pertaining or incidental to, the capital increase and allocation of the Company's newly issued ordinary shares, by complying with the applicable laws or regulations.

**Mr. Pumipat Sinacharoen**, opened for discussion, queries and suggestions.

There were no inquiries, feedbacks and suggestion from the shareholders. Mr. Pumipat Sinacharoen proposed that the meeting to consider and approve the allocation of the Company's newly issued ordinary shares to the existing shareholders in proportion to their shareholding, excluding those that would require the Company to fulfill legal requirements in different jurisdictions (Preferential Public Offering: PPO), and the delegation of related authority.

**Resolution:** The shareholders' meeting resolved to approve the allocation of the Company's newly issued ordinary shares to the existing shareholders in proportion to their shareholding, excluding those that would require the Company to fulfill legal requirements in different jurisdictions (Preferential Public Offering: PPO), and the delegation of related authority, by a majority vote of shareholders who attend the meeting and have the right to vote as follows:

Approval	464,166,550	votes,	representing	100.0000	percent
Disapproval	0	votes,	representing	0.0000	percent
Abstention	0	votes,	representing	0.0000	percent
Invalid ballots	0	votes,	representing	0.0000	Percent

**Agenda 6. Other businesses (if any)**

**The Chairman**, opened for discussion, queries and suggestions.

There were no further queries, feedbacks or suggestions from the Shareholders' meeting. The Chairman, declared to close the Extraordinary General Meeting of Shareholders No.1/2023 adjourned and thanked all shareholders who attended the meeting with useful suggestions, these suggestions are taken into consideration for further action.

As at the shareholders' meeting adjourned at 05.25 p.m. The number of shareholders and proxies attending the meeting were as follows:

Self-Attending Shareholders:	4	shareholders, representing	434,940,139 shares
Proxy Shareholders:	37	shareholders, representing	28,296,900 shares
Shareholders Online:	2	shareholders, representing	929,411 shares.
Proxy Online:	1	shareholders, representing	100 shares.
Total number of shareholders:	44	shareholders, representing	464,166,550 shares.

The Meeting adjourned at 05.25 p.m.

Yours sincerely,

*- Signed -*

(Mr. Pumipat Sinacharoen)

Chief Executive Officer



**QR Code** for downloading the 2023 Annual Report (Form 56-1 One Report) and Supporting Documents for the 2024 Annual General Meeting of Shareholders



From 56-1 One Report

Or

Download: <https://proudplcinvestor.proudrealestate.co.th/financial-info/>



Supporting Documents

for the 2024 Annual General Meeting of Shareholders

Or

**Download:**

<https://proudplcinvestor.proudrealestate.co.th/sharedholder-info>

**QR Code Downloading Procedures for the Meeting Document**  
**Proud Real Estate Public Company Limited**

Thailand Securities Depository Co., Ltd., as a securities registrar under the Stock Exchange of Thailand (SET), has developed a system to enable the listed companies in the SET to send the shareholders' meeting document and the Annual Report (Form 56-1 One Report) in an electronic format which is accessible through QR Code to enable the shareholders to access the information conveniently and speedily. Shareholders can download the aforementioned information via QR Code by following the steps below.

For iOS System

1. Turn on the mobile camera.
2. Focus the mobile camera to QR Code to scan it.
3. The notification will appear on top of the screen. Click the notification to view the meeting document.

(In case the notification does not appear on the screen of mobile phone, the QR Code can also be scanned by using other applications, such as QR CODE READER, Facebook or Line).


For Android System

1. Open applications, such as QR CODE READER, Facebook or Line.

How to scan the QR Code with Line application

- Open Line application and click on "Add friend"
  - Choose "QR Code"
  - Scan QR Code
2. Focus the mobile camera to QR Code to view the meeting document

**Profiles of the Proposed Auditors and the Audit Fee for the Year 2024**

<b>1. Khun Piya Chaipruckmalakarn</b> 	
Professional Qualifications	<ul style="list-style-type: none"> <li>- Certified Public Accountant (Thailand) No. 7544</li> <li>- An approved auditor by the Securities and Exchange Commission of Thailand</li> <li>- Assurance Partner of EY Office Limited</li> </ul>
Audit Firm	EY Office Limited
Education and Certificates	<ul style="list-style-type: none"> <li>- Bachelor's Degree in Accounting, Kasetsart University</li> <li>- Master's Degree in Accounting, Chulalongkorn University</li> </ul>
Work experience	2001 - present EY Office Limited
Interests other than provision of audit service to the Company/ subsidiaries/ associates or juristic persons which may lead to conflicts and thwart independence	None
No. of Years to Sign on the Financial Statements (Last 7 years 2022 - 2016)	2 year (2022-2023)

**2. Khun Samran Taengcham**

Professional Qualifications	<ul style="list-style-type: none"> <li>- Certified Public Accountant (Thailand) No. 8021</li> <li>- An approved auditor by the Securities and Exchange Commission of Thailand</li> <li>- Assurance Partner of EY Office Limited</li> </ul>
Audit Firm	EY Office Limited
Education and Certificates	Bachelor's Degree in Accounting, Chulalongkorn University
Work experience	<p>1998 - present</p> <p>EY Office Limited</p>
Interests other than provision of audit service to the Company/ subsidiaries/ associates or juristic persons which may lead to conflicts and thwart independence	None
No. of Years to Sign on the Financial Statements (Last 7 years 2022 - 2016)	-



**3. Khun Kwanjira Tanomwongtai**

Professional Qualifications	<ul style="list-style-type: none"> <li>- Certified Public Accountant (Thailand) No. 8804</li> <li>- Assurance Partner of EY Office Limited</li> </ul>
Audit Firm	EY Office Limited
Education and Certificates	<ul style="list-style-type: none"> <li>- Bachelor's Degree in Accounting, Chulalongkorn University</li> <li>- Master of Business Administration Program, University of the Thai Chamber of Commerce (UTCC) University</li> </ul>
Work experience	2003 - present EY Office Limited
Interests other than provision of audit service to the Company/ subsidiaries/ associates or juristic persons which may lead to conflicts and thwart independence	None
No. of Years to Sign on the Financial Statements (Last 7 years 2022 - 2016)	-

**Articles of Association of Proud Real Estate Public Company Limited**

**Chapter 5**

**Directors**

**Article 15.** Except under the Article 19, directors shall be elected by the meeting of shareholders in accordance with the following rules and procedures:

- (1) One shareholder has one vote for one share;
- (2) Each shareholder must use all of their votes under (1) to elect one or several persons to be directors but cannot divide his votes to any person in particular;
- (3) The directors shall be chosen based on the number of votes received and in order from the highest to lowest votes until the number of directors is filled. If there is a tie for the last director position, the presiding chairman shall have an additional deciding vote.

**Article 16.** At every annual general meeting, at least one-third (1/3) of the directors shall retire. If the number of directors is not a multiple of three, then the number nearest to one-third shall retire.

**Chapter 6**

**Shareholders' Meeting**

**Article 30** The Board shall arrange for an annual general meeting of shareholders to be held within four (4) months after the end of the accounting year of the Company

Any other shareholders' meetings shall be called "Extraordinary General Meeting". The Board of Directors may call an Extraordinary General Meeting whenever it is appropriate, or when one or several shareholders holding an aggregate number of shares equal to no less than 10 percent of the total outstanding shares jointly sign a letter requesting that the board of directors call an extraordinary shareholders meeting at any time, but must clearly specify the matter and the reasons for that request in the letter. In this case, the board of directors shall hold the shareholders meeting within 45 days from the date of receipt of the letter from the shareholders.

If the board of directors fails to convene the meeting within the period specified under paragraph two, the shareholders who subscribed in the request or any other shareholders holding total shares equaling no less than such required number of shares may call the meeting by themselves within 45 days from the expiration of the period under paragraph two. In this case, this meeting shall be deemed a shareholders meeting as called by the board of directors, and the Company shall be responsible for necessary expenses as incurred by this meeting and shall facilitate the meeting as appropriate.

If it is found that any shareholders meeting called by the shareholders under paragraph three fails to form a quorum as specified in article 32 herein, the shareholders under paragraph three must jointly reimburse the Company for any expenses incurred by this meeting.

**Article 31** In Calling a shareholders' meeting, the Board of Directors shall prepare an invitation letter which is specify a place, time, agendas and details. The details of each agenda shall clearly specify intentions which are the matters to acknowledge, to approver or to consider and shall have the Board of Directors' opinion also. The said letter shall be delivered to shareholders at least 7 days prior to the meeting date and shall be disseminated to the public relation by way of newspaper advertisement in 3 days continuously and at least 3 days prior to the meeting date.

**Article 32** In a shareholders' meeting, a quorum shall be constituted by at least twenty-five (25) persons presented shareholders or by proxy (if any) or half of all shareholders representing up to one-Third (1/3) of all issued shares.

If within one hour from the time fixed for the shareholders' meeting the required quorum is not constituted, the meeting, if called by the request of shareholders, shall be dissolved. If such a meeting is not called by shareholders not less than 7 days prior to the meeting. At such a meeting, no quorum shall be required

**Article 33** The resolution of the shareholders' meeting shall comprise the following votes:

(1) In general case, the resolution shall for 1 vote. In case the votes are tied, the Chairman of the meeting shareholders who attend the meeting and cast their vote in criteria of 1 share for 1 vote. In case the vote are tied, chairman of the meeting shall have a casting vote.

(2) In the following case, the resolution shall require a vote of not less than three-fourth of total votes of shareholders who attend the meeting and cast their vote in criteria of 1 share for 1 vote:

- (a) The sale or transfer of the whole or important parts of the company's business to other persons;
- (b) The purchase or acceptance of transfer of the business of the other companies or private companies by the company;
- (c) The making, amending, terminating of contracts with respect to the granting of a hire of the whole or important parts of the company's business, the assignment of the management of the company's business to any other persons or amalgamation of the business with other persons in order to profit and loss sharing;
- (d) The increasing of company's registered capital;
- (e) The reduction of company's registered capital;
- (f) The debenture issuance;
- (g) The amalgamation of the company;
- (h) The amalgamation of the company;
- (i) The amendment of company's memorandum of association and article of association;
- (j) The issuance of share or debt payment or conversion of debt into ordinary share project in accordance with the Article 54/1 of Public Company Limited Act (No.2) B.E. 2544.

**Article 34** Secret voting at the shareholder meeting may be done when not fewer than five shareholder request and the shareholder meeting concerns with the majority of votes of the shareholders and the proxy (if any) who are present at the meeting and have the right to vote, in which one share shall be counted as one vote.

**Article 35** The matters to be transacted by the annual general meeting are as follows;

- (1) To consider company's business activities of the previous year
  - (2) To consider and approve the financial statements
  - (3) To consider the allocation of profits
  - (4) To consider the re-election of directors to replace those who retire by rotation
  - (5) To Appoint an auditor of the company
  - (6) Other business
-

## Profiles of the nominated candidates for the election of new directors

### 1. Mr. Anuwat Maytheewibulwut



#### Position

- Chairman of the Board of Directors
- Chairman of the Audit Committee
- Chairman of the Nomination and Remuneration Committee
- Chairman of the Risk Committee
- Independent Director

#### Age

- 72 years

#### Education

- Master of Public Administration Program in Public Administration, Chulalongkorn University
- 2nd Hons in Bachelor of Laws, Chulalongkorn University

#### Director Training Program (IOD)

- Director Accreditation Program (DAP) 104/2013, Thai Institute of Directors (IOD)

#### Training

- Training course for senior judicial process administrators, class 15/2011 – 2012
- Training Course, National Defense College of Thailand, Class 45/ 2002 – 2003
- Training Course for Senior Administrators, Class 36/1997
- Training Course for Senior Land Administrators, Class 7/1992

#### Experiences in the 5 preceding years

- 2018 – 2022                      Expert Committee of Law, Office of the Permanent Secretary, Ministry of Interior
- 2014 – 2019                      Member of the National Legislative, National Legislative Assembly
- 2008 – 2012                      Director General of the Land Department, Ministry of Interior

#### Current Position of Director/Executive in Other Listed Companies.

- 2012 – Present                      Independent Director and Chairman of the Audit Committee  
Rojana Industrial Park Public Company Limited

#### Current Position of Director/Executive in Non-Listed Companies.

- 2022 – Present                      Expert Director in Administration and Management , Ministry of Interior
- 2012 - Present                      Executive Vice President, Charoen Pokphand Group
- 2015 – Present                      Council of State, Office of the Council of State
- 2019 – Present                      Expert Committee on Land, Ministry of Finance

**Director/Executive Positions in other companies that could cause a conflict of interest or in other companies that compete with Proud**

- None

**Term of Office**

- Has served as an independent director about for five years, if reinstated, will serve as an independent director for another three years, totaling about eight years.

**Shareholding in Proud**

- None

**Attendance at Meetings in 2023**

Meeting	No. of sessions
- Board of Directors Meeting	7/7
- Audit Committee Meeting	5/5
- Nomination and Remuneration Committee Meeting	2/2

**Remark:** Mr.Anuwat Maytheewibulwut has served as a director since May 15, 2019

<b>Having the following interests in the Company, parent company, subsidiaries, affiliates or juristic persons that may have a conflict of interest at present or during the past two years</b>	
<b>1. Being a director that takes part in managing day-to-day operations, an employee, or an advisor who receives a regular salary or fee</b>	No
<b>2. Being a professional service provider (i.e. auditor, lawyer)</b>	No
<b>3. Having significant business relations that may affect their independence</b>	None

## Profiles of the nominated candidates for the election of new directors

### 2. Mr. Pasu Liptaponlop

#### Position

- Director
- Vice Chairman of the Executive Committee
- Member of the Nomination and Remuneration Committee

#### Age

- 37 years

#### Education

- MSc in Real Estate Investment, Cass Business School, United Kingdom
- BA Business Management (Finance), Second Class Honors , University of Westminster, United Kingdom

#### Director Training Program (IOD)

- Director Accreditation Program (DAP) 138/2017, Thai Institute of Directors (IOD)

#### Training

- The TIJ Executive Program on Law and Development 2022, Thailand Institute of Justice.
- The Thai-Chinese Leadership Studies Program (TCL), 1st Batch, Thai-Chinese Leadership Institute, Huachiew Chalermprakiet University.
- The CMA-GMS Executive Program, 1st Batch, Association of Capital Market Academy Alumni.
- The Young Executive Program in Energy Literacy for a Sustainable Future (YTEA), 1st Batch, Thailand Energy Academy.

#### Experiences in the 5 preceding years

- 2016 - 2022 Vice President FICC Sales, The Royal Bank of Scotland Plc (Singapore & Hong Kong)
- 2015 – 2018 Director, Whitewater West Sea Company Limited

#### Current Position of Director/Executive in Other Listed Companies.

- None

#### Current Position of Director/Executive in Non-Listed Companies.

- 2023 – Present Director, The Estate 345 Company Limited
- 2021 – Present Director, Convent Beta Company Limited
- 2021 – Present Director, Proud Horseshoe Company Limited
- 2019 – Present Director, Hua Hin Alpha 71 Company Limited
- 2019 – Present Director, Hua Hin Sky Living Company Limited
- 2016 – Present Director, Robowealth Mutual Fund Brokerage Securities Company Limited
- 2015 – Present Director, Elite Partners Group Company Limited
- 2015 – Present Director, Vana Nava Company Limited
- 2015 – Present Director, Proud Group Holding Company Limited
- 2015 – Present Director, Proud Hospitality Company Limited



- 2015 – Present Director, Proud Resort Hua Hin Company Limited

**Director/Executive Positions in other companies that could cause a conflict of interest or in other companies that compete with Proud**

- None

**Term of Office**

- None

**Shareholding in Proud**

- 208,903,894 shares (21.36%)

**Attendance at Meetings in 2023**

Meeting	No. of sessions
- Board of Directors Meeting	7/7
- Executive Committee Meeting	15/15
- Nomination and Remuneration Committee Meeting	2/2

**Remark:** Mr. Pasu Liptaponlop has served as a director since May 15, 2019

**Having the following interests in the Company, parent company, subsidiaries, affiliates or juristic persons that may have a conflict of interest at present or during the past two years**

1. Being a director that takes part in managing day-to-day operations, an employee, or an advisor who receives a regular salary or fee	No
2. Being a professional service provider (i.e. auditor, lawyer)	No
3. Having significant business relations that may affect their independence	None

## Profiles of the nominated candidates for the election of new directors

### 3. Mr. Anucha Sihanatkathakul

#### Position

- Director
- Member of the Nomination and Remuneration Committee
- Independent Director



#### Age

- 64 years

#### Education

- Master's degree in Business Administration (Finance), University of Houston, Texas, USA
- Bachelor's degree in Accounting and Management, Houston Baptist University, Texas, USA

#### Director Training Program (IOD)

- Director Certification Program (DCP), Class 4/2543, Thai Institute of Directors (IOD)

#### Training

- Director Compensation, 2003
- Non-Executive Director, 2004
- Board Failure and How to Fix it, 2004
- CEO Performance Evaluation, 2004
- Raising the Awareness of Corporate Fraud in Thailand, 2005

#### Experiences in the 5 preceding years

- 2003 - 2019                      Chairman and Chairman of the Executive Committee, Focus Development and Construction Public Company Limited

#### Current Position of Director/Executive in Other Listed Companies.

- 2007 - Present                      Director and Chairman of the Audit Committee, Amata Corporation Public Company Limited

#### Current Position of Director/Executive in Non-Listed Companies.

- Present                              Director      Moon Dance Bistro Company Limited
- Present                              Director      New Leaf Solutions Company Limited
- Present                              Director      Planet Blue Corporation Company Limited
- Present                              Director      Thai-Chinese Rayong Industrial Realty Development 2 Company Limited
- 2017 – Present                      Director      Thai-Chinese Rayong Industrial Realty Development Company Limited
- 2016 – Present                      Chairman     Focus Wheig Corporation Company Limited



- 2016 – Present Director Amata B.Grimm Power (Rayong) 5 Company Limited
- 2015 – Present Director Amata B.Grimm Power (Rayong) 4 Company Limited
- Amata B.Grimm Power (Rayong) 3 Company Limited
- 2013 – Present Director Rai Athit Company Limited
- 2010 – Present Chairman Data in Motion Company Limited
- 2010 – Present Director Amata B.Grimm Power Company Limited
- Amata B.Grimm Power 1 Company Limited
- Amata B.Grimm Power 2 Company Limited
- Amata B.Grimm Power 4 Company Limited
- Amata B.Grimm Power 5 Company Limited
- Amata B.Grimm Power (Rayong) Company Limited
- Amata B.Grimm Power (Rayong) 1 Company Limited
- Amata B.Grimm Power (Rayong) 2 Company Limited
- 2008 – Present Director Amata Asia Company Limited
- 2008 – Present Vice Chairman Amata Summit Ready Built Company Limited
- 2008 – Present Director 888 Property Company Limited
- 2002 – Present Director Focus Environmental Company Limited
- 1998 – Present Director Capital Focus Company Limited
- 1989 – Present Director Moon Dance Development Company Limited

**Director/Executive Positions in other companies that could cause a conflict of interest or in other companies that compete with Proud**

- None

**Term of Office**

- Has served as an independent director about for five years, if reinstated, will serve as an independent director for another three years, totaling about eight years.

**Shareholding in Proud**

- None

**Attendance at Meetings in 2023**

Meeting	No. of sessions
- Board of Directors Meeting	7/7
- Nomination and Remuneration Committee Meeting	2/2

**Remark:** Anucha Sihanatkathakul has served as a director since May 15, 2019

<b>Having the following interests in the Company, parent company, subsidiaries, affiliates or juristic persons that may have a conflict of interest at present or during the past two years</b>	
<b>1. Being a director that takes part in managing day-to-day operations, an employee, or an advisor who receives a regular salary or fee</b>	No
<b>2. Being a professional service provider (i.e. auditor, lawyer)</b>	No
<b>3. Having significant business relations that may affect their independence</b>	None

### Definition of independent directors

“Independent Director” means a director who has the following qualities.

- (a.) Holding less than one percent of the total voting shares of the company, subsidiaries, associated companies, majority shareholders or controlling persons. The count must be inclusive of shares belong to the independent director’s associates.
- (b.) Never or used to be executive director, employee, consultant with fixed salary or the company’s, subsidiaries’, associated companies’, and sister company’s controlling persons, majority shareholders, or the company’s authorized person, except being exempt from the above characteristics for at least two years prior to submitting the permit to the Securities and Exchange Commission Office. The above prohibited characters exclude the independent director who is a government employee or consultant who is majority shareholder or controlling person of the company.
- (c.) Don’t have a relationship directly or legally married to executives, majority shareholders, controlling persons or person who has been nominated an executive position of the company or the subsidiaries, including not being parents, siblings, children, and being in-law of such person as stated above.
- (d.) Never or used to have business relationship with the company, parent company, subsidiaries, majority shareholders, or controlling persons of the company of which obstructed independent judgment, including not being or used to be majority shareholder or controlling person having business relationship with the company, subsidiaries, associated companies, majority shareholders or controlling persons of the company, except being exempt from the above characteristics at least two years prior to the designation.

Business Relationship under the first paragraph including any business trading to operate or lease property or transaction involving assets or services; or giving or receiving financial assistance with reception or loan, guarantee of assets as collateral as well as other circumstances with effects company or contract parties owed to the other party from three percent of the company’s tangible assets or from 20 Million Baht onward whichever is lower. By this, the calculations of liabilities are in accordance with the calculation of related transaction as announces from Capital Market Supervisory Board by defer only to consider the debt burden than total debts incurred during one year before the date of business relationship with the same person.

- (e.) Never or used to be an auditor of the company, subsidiaries, associated companies or majority shareholder of the company and not a significant shareholder, authorized person or partner of the auditing firm that the company, subsidiaries, associated companies, majority shareholders or controlling person of the company belong, except for being exempt from the above characteristics for at least two years before submitting an application to the Securities and Exchange Commission Office.
- (f.) Never or used to be a professional service provider whose business includes legal or financial consultation, who receives more than 2 Million Baht per annual service fee from the company, subsidiaries, associated companies, majority shareholders or controlling persons of the company and not a significant shareholder, authorized person or partner of the professional service provider; except for being exempt from the above characteristics for at least two years prior to the designation.

- (g.) Not an appointed committee by the representative of the company's director, major shareholders or shareholders who associate with majority shareholders of the company.
- (h.) Not operate the same business and a significant competitive business with the company or subsidiaries or not a significant partner in partnership or an executive director of such business, employees who earn fixed salary or hold more than one percent of the overall voting shares of another company which operates the same business and be a significant competitor with the company or subsidiaries.
- (i.) No other characteristics preventing the independent opinion on the company's operation.

**Procedures for sending queries about the 2024 AGM in advance**

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The board of directors deems it appropriate to provide an opportunity for shareholders to send queries or comments related to the 2024 AGM to the Board in advance before the date of the meeting as follows:

1. Shareholders that wish to raise a query must provide the following information:
  - Name, address, telephone, facsimile or e-mail address (if any) where the Company can contact them
  - Questions and comments including documents and supporting information (if any).

2. Questions and comments can be sent via one of the following channels:

- E-mail : [Comsec@proudrealestate.co.th](mailto:Comsec@proudrealestate.co.th)
- By post to:

Legal and Compliance Department  
Proud Real Estate Public Company Limited  
No.548 One City Centre Building, 19th Floor,  
Ploenchit Road, Lumpini, Pathum Wan, Bangkok 10330

3. Due date

The Company asks that any queries or comments reach the Company by 22 April 2024.

4. Legal and Compliance Department will collect all questions and comments and forward them to the board for consideration. The questions and comments will be addressed at the meeting.
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**PRIVACY NOTICE FOR THE 2024 ANNUAL GENERAL MEETING OF SHAREHOLDERS**

Proud Real Estate Public Company Limited ( “ the Company” ) respects the privacy rights and places importance on protection of Personal Data which is relevant to or has transaction with the Company to ensure you that your Personal Data obtained by the Company will be used pursuant to the specified objectives and in compliance with the Personal Data Protection Act B.E. 2562. Thus, for the 2024 Annual General Meeting of Shareholders, the Company would like to notify information for your acknowledgement as follows:

**1. Collected Personal Data**

It is necessary for the Company to collect your Personal Data for legitimate interest on arrangement of the 2024 Annual General Meeting of Shareholder and attending in the meeting by the shareholders, such as, name, surname, address, telephone number, facsimile number, identification card number or passport number, bank account, email address, shareholder’s registration number or information relevant to securities including electronic traffic data in case of arrangement of meeting via electronic media. In addition, the Company will record and broadcast video and audio of this meeting for legitimate interest and benefits of the shareholders.

**2. Source of Personal Data Collected by the Company**

The Company will collect Personal Data which is directly provided by the Data Subject and will gather from other sources, such as the securities registrar or Thailand Securities Depository Company Limited (TSD), the Company’s securities registrar.

**3. Purposes on Collecting and Possessing of Personal Data**

The Company will collect, use, and disclose your Personal Data for the purpose on convening and arranging the 2024 Annual General Meeting of Shareholders as per required by the law. In addition, the Company will collect, use, and disclose your Personal Data and Personal Data of the person you mentioned, such as, the person who has been nominated to be elected as the company director pursuant to the authorization granted by the Personal Data Protection Act B. E. 2562 on collection without requiring to have consent for legitimate interest of the Company or other person or juristic person or for compliance with the law by the Company.

**4. Disclosure of Personal Data**

The Company may be necessary to disclose Personal Data of the Data Subjects to other person or juristic person including any other relevant agencies in accordance with the law and the specified corporate governance principle for benefit on operations of the Company and for provision of services to the Data Subject as per purposes specified in this Notice.

With regards to disclosure of the Personal Data to those persons, the Company will arrange the suitable measures to make those persons keep confidence of Personal Data and will not use it for other purposes apart from the scopes specified by the Company.

**5. Retention Period and Personal Data Security Measures**

The Company has the appropriate Personal Data security measures and will retain your Personal Data during the period necessary for usage of such data for the purpose notified to the Data Subject of Personal Data only. After these periods elapse, the Company will either destroy or anonymize such personal data.

## 6. Rights of the Data Subject

- Right to access to and obtain copy of Personal Data, or right to ask for disclosure on acquisition of Personal Data for which consent has not been given (Right to Access).

- Right to object the collection, use, or disclosure of Personal Data (Right to Object).

- Right to request to erase or destroy, or anonymize Personal Data to become anonymous data which cannot identify the Data Subject (Right to Erasure).

- Right to request to restrict the use of Personal Data (Right to Restriction of Processing).

- Right to withdraw consent for processing Personal Data which has already given consent (Right to Withdraw Consent). However, the withdrawal of consent will not affect the collection, use, or disclosure of Personal Data that the Data Subject has already given consent.

- Right to rectify the incorrect or incomplete Personal Data (Right to Rectification).

- Right to transfer Personal Data (Right to Data Portability).

## 7. Contact Channels

Data Protection Officer (DPO)

Tel. No 083-079-3336

Email: [Dpo@proudrealestate.co.th](mailto:Dpo@proudrealestate.co.th)

Address: Proud Real Estate Public Company Limited,

Located at No.548 One City Centre Building, 19th Floor,

Ploenchit Road, Lumpini, Pathum Wan, Bangkok 10330

Tel. No. 02 035 0999