

No. AGM2568

March 26, 2025

Re: Invitation to the 2025 Annual General Meeting of Shareholders

Attention: Shareholders of Proud Real Estate Public Company Limited

Enclosure:

1. Copy of the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2025
2. Annual Report for 2024 and Financial Statements for 2024 in QR Code format, with instructions for using the QR Code
3. Capital Increase Form (F53-4)
4. Key Features of the Issuance and Allocation of Warrants to Purchase the Newly Issued Ordinary Shares of Proud Real Estate Public Company Limited No. 3
5. Information on the nominated individuals for the appointment as directors to replace those who retired by rotation
6. Information on the nominated individuals for the appointment of new directors
7. Information on independent directors for shareholders' proxy voting, including the qualifications of independent directors
8. Company regulations related to the shareholders' meeting
9. Documents and evidence required for registration, instructions for proxy voting, registration process, voting procedures, and the method of vote counting via electronic media
10. Proxy forms A, B, and C
11. User manual for the electronic meeting system
12. Procedure for submitting questions in advance regarding the shareholders' meeting
13. Personal data processing form for shareholders

The Board of Directors of Proud Real Estate Public Company Limited (the "Company") at its meeting held on February 24, 2025, resolved to convene the 2025 Annual General Meeting of Shareholders on April 23, 2025, at 10:00 hours, through electronic media (E-AGM) only. Shareholders will not be required to attend the meeting in person at the designated location. In this regard, the

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548 One City Centre Building, 19th Floor,
Ploenchit Road, Lumpini, Pathum Wan, Bangkok 10330
Tel.: 02 035 0999 Fax: 02 035 0998

meeting will be held in accordance with the applicable legal requirements, procedures, and conditions, for the purpose of considering matters as outlined in the following agenda.

Agenda 1 To consider and acknowledge the minutes of the Extraordinary General Meeting of Shareholders No. 1/2025.

Purpose and Reason: To enable shareholders to consider and acknowledge the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2025, held on January 22, 2025, the Company has duly prepared and submitted the report to the Stock Exchange of Thailand ("SET") and the Department of Business Development, Ministry of Commerce, in accordance with the relevant legal requirements. Additionally, the report has been made publicly available on the Company's website. The details of the report are set forth in Enclosure 1, which has been provided to all shareholders along with this invitation letter.

Board's Opinion: The Board of Directors has reviewed and determined that the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2025, held on January 22, 2025, have been recorded accurately in accordance with the resolutions passed at the meeting. Therefore, the Board proposes that the shareholders acknowledge the Minutes of the meeting.

Resolution: As this is an agenda item for acknowledgement, no voting shall take place.

Agenda 2 To consider and acknowledge the report of the Board of Directors regarding the Company's performance for the year 2024.

Purpose and Reason: In accordance with the Company's regulations, which require the Annual General Meeting of Shareholders to acknowledge the Board of Directors' report on the Company's performance over the past year, the Company has summarized its performance and significant changes that occurred during the year 2024. The details are provided in the Annual Report for 2024 (E-One Report), available in QR Code format (Enclosure 2).

Board's Opinion: The Board of Directors deems it appropriate to present the report on the Company's performance for the year 2024 to the shareholders for acknowledgment.

Resolution: As this is an agenda item for acknowledgment, no voting shall take place.

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Agenda 3 To consider and approve the financial statements for the year 2024, ending December 31, 2024.

Purpose and Reason: In accordance with Section 112 of the Public Limited Companies Act B.E. 2535 (as amended) and the Company's Articles of Association, Section 38, which requires the Board of Directors to prepare the financial statements and profit and loss accounts as of the end of the Company's fiscal year for submission to the Annual General Meeting of Shareholders for approval, the Board must ensure that the auditor completes the audit prior to presenting the financial statements to the shareholders. The Company has prepared the financial statements for the year 2024, ending on December 31, 2024, which have been audited and certified by the Company's authorized auditor, EY Office Limited. The Audit Committee and the Board of Directors have reviewed the financial statements and determined that they comply with the financial reporting standards. The details of the financial statements are provided in QR Code format (Enclosure 2).

Board's Opinion: The Board of Directors deems it appropriate to present the financial statements for the year 2024, ending on December 31, 2024, which have been audited and certified by the Company's authorized auditor, EY Office Limited, and have been approved by both the Audit Committee and the Board of Directors, for approval by the shareholders.

Resolution: This agenda item shall require approval by a majority vote of the shareholders present and voting at the meeting.

Agenda 4 To consider and approve the allocation of net profit as a legal reserve and the omission of dividend payments.

Purpose and Reason: In accordance with Section 116 of the Public Limited Companies Act B.E. 2535 (as amended) and the Company's Articles of Association, Section 41, which stipulates that the Company must allocate no less than 5% of the annual net profit, after deducting any accumulated losses (if any), to legal reserves until the reserve reaches no less than 10% of the registered capital, the Company has allocated part of its net profit for the year 2024 as a legal reserve amounting to 5,366,696 THB, which is no less than 5% of the annual net profit.

The Company has a policy to pay dividends of no less than 40% of net profit after tax, and after legal reserves or as deemed appropriate by the Board of Directors. The Board will consider dividend payments primarily based on the benefits to shareholders, such as reserving funds for future investments, repaying loans, or maintaining working capital within the Company. The dividend payout ratio may change from the stated percentage depending on the Company's performance, financial position, cash flow, liquidity, investment plans, contractual obligations, and economic conditions, as well as other factors deemed necessary and appropriate by the Board. Annual dividend payments must be approved by the shareholders at the General Meeting.

For the year 2024, despite the Company's ability to pay dividends, the Board has decided to withhold the annual dividend payment. The key reason for this decision is to retain cash for future investments, growth, and long-term expansion of the Company.

Board's Opinion: Board's Opinion: The Board of Directors deems it appropriate to present the allocation of the net profit for the year 2024 as a legal reserve amounting to 5,366,696 THB, and to propose the withholding of the annual dividend payment, with the details as outlined above, for approval by the shareholders.

Resolution: This agenda item shall require approval by a majority vote of the shareholders present and voting at the meeting.

Agenda 5 To consider and approve the election of directors to replace those retiring by rotation.

Purpose and Reason: In accordance with Section 71 of the Public Limited Companies Act B.E. 2535 (as amended) and the Company's Articles of Association, Section 16, it is stipulated that one-third of the total number of directors must retire by rotation at the Annual General Meeting of Shareholders. If the number of directors cannot be evenly divided by three, the number of directors to retire by rotation shall be the number closest to one-third. The directors who retire by rotation may be re-elected to serve another term. At the 2025

Annual General Meeting of Shareholders, there are three directors who are due to retire by rotation, as follows:

- | | | |
|----|---------------------------|---|
| 1. | Ms. Proudputh Liptapanlop | Director
Executive Director
Risk Management Committee
Member |
| 2. | Mr. Dan Sornmani | Independent Director
Audit Committee Member
Risk Management Committee
Member |
| 3. | Mr. Pumipat Sinacharoen | Director
Executive Director
Risk Management Committee
Member |

The Nomination and Remuneration Committee has reviewed and scrutinized the qualifications of the three directors and is of the opinion that all three individuals meet the qualifications required by the Public Limited Companies Act and do not possess any disqualifying characteristics under the guidelines of the Securities and Exchange Commission. Furthermore, these individuals possess the knowledge, abilities, and experience that will be beneficial to the Company's operations. Additionally, the individual nominated for the position of Independent Director meets the relevant legal requirements for independent directors. The proposed Independent Director will be able to provide independent opinions in accordance with the applicable guidelines.

The Board of Directors has reviewed and approved the proposal to submit the re-election of the three directors for shareholders' approval, to continue serving for another term.

The details of the individuals nominated to replace the directors retiring by rotation are provided in Enclosure 5.

In accordance with good corporate governance principles, the Company has offered shareholders the opportunity to nominate qualified individuals for consideration as directors in advance. The nomination period was from

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October 4, 2024, to January 31, 2025, with the relevant criteria and submission channels disclosed on the Company's website. During this period, no shareholders submitted nominations for individuals.

Board's Opinion: The Board of Directors deems it appropriate to propose that the shareholders approve the re-election of the three directors who are retiring by rotation, to continue serving for another term. The proposal for the re-election of these directors has been thoroughly reviewed and vetted by the Nomination and Remuneration Committee and has been approved by the Board of Directors.

Resolution: This agenda item shall require approval by a majority vote of the shareholders present and voting at the meeting.

Agenda 6 To consider and approve the increase in the number of directors and the appointment of new directors.

Purpose and Reason: To support the expansion of the Company's business operations, the Nominating and Compensation Committee has reviewed and scrutinized the qualifications of the individuals nominated for the new director positions. The three nominated individuals are as follows:

1. Mr. Sutep Dechrugsa - Nominated for the position of Independent Director
2. Mr. Thanasak Chanyapoon - Nominated for the position of Independent Director
3. Mr. Chetawan Anuntasomboon - Nominated for the position of Independent Director

All three individuals meet the qualifications required by the Public Limited Companies Act, possess the necessary qualifications for independent directors, and do not have any disqualifying characteristics for appointments as directors according to the guidelines set by the Securities and Exchange Commission. Additionally, these individuals possess the knowledge, abilities, and experience that will be beneficial to the Company's operations.

Furthermore, none of the nominated individuals hold positions as directors or executives in other businesses that could create a conflict of interest or

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competition with the Company. The details of the nominees' backgrounds, educational qualifications, and work experience are provided in Enclosure 6.

Board's Opinion:

The Board of Directors deems it appropriate to propose to the shareholders for approval the increase in the number of directors from 8 to 11. It is also proposed to appoint the three nominated individuals as Independent Directors of the Company, as they meet the qualifications required by the Public Limited Companies Act B.E. 2535 and possess the necessary qualifications to hold the position of Independent Director. Additionally, these individuals have the knowledge, abilities, and experience that will be beneficial to the Company's operations and will contribute to the Company's continued development.

Resolution:

This agenda item shall require approval by a majority vote of the shareholders present and voting at the meeting.

Agenda 7 To consider and approve the determination of the directors' remuneration for the year 2025.

Purpose and Reason:

As directors are entitled to receive compensation from the Company in the form of remuneration, meeting allowances, bonuses, or other benefits as approved by the shareholders' meeting, the Nomination and Remuneration Committee has reviewed and scrutinized the compensation for the Board of Directors and its sub-committees. The criteria for proposing compensation include considering the Company's performance, the size of the business, and the duties and responsibilities of the Board of Directors and its sub-committees. Additionally, the committee has compared the proposed compensation against industry peers of similar business size and type. Based on this, the committee deems it appropriate to propose remuneration for the directors for the year 2025, as outlined below:

Director	2024 Meeting Allowances	2025 Meeting Allowances (Proposed Year)
Board of Directors		
1. Chairman	20,000	30,000
2. Committee Member	15,000	25,000

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Director	2024 Meeting Allowances	2025 Meeting Allowances (Proposed Year)
Audit Committee		
1. Chairman	20,000	30,000
2. Committee Member	15,000	25,000
Nomination and Remuneration Committee		
1. Chairman	20,000	30,000
2. Committee Member	15,000	25,000
Risk Management Committee		
1. Chairman	20,000	30,000
2. Committee Member	15,000	25,000

Remarks:

1. The total remuneration for the Board of Directors and Sub-Committees (meeting allowances and pensions) shall not exceed 3,000,000 THB for the entire year.
2. In addition to the above-mentioned remuneration details, the Board of Directors does not receive any other additional benefits or compensation.

The Company has disclosed individual compensation of the Board of Directors and the types of compensation in the Company's Annual Report (E-One Report) (Enclosure 2) to ensure transparency and in accordance with the principles of good corporate governance.

Board's Opinion:

The Board of Directors deems it appropriate to propose to the shareholders for approval the determination of the annual compensation for 2025. This proposed compensation has been reviewed and scrutinized by the Nomination and Remuneration Committee and has been approved by the Board of Directors.

Resolution:

This agenda item shall require approval by a majority of no less than two-thirds of the total votes of shareholders present and entitled to vote at the meeting.

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Agenda 8 To consider and approve the appointment of auditors and the determination of their remuneration for the year 2025.

Purpose and Reason: In accordance with Section 120 of the Public Limited Companies Act B.E. 2535 (as amended), the Annual General Meeting of Shareholders is required to appoint an auditor and determine the audit fee for the Company each year. The same auditor may be reappointed for the subsequent year.

The Audit Committee has reviewed the performance of the Company's auditor for the year 2024, along with the qualifications as per the established criteria. It has been determined that EY Office Limited conducted the audit in accordance with auditing standards, providing useful opinions for the Company. Furthermore, EY Office Limited possesses the necessary qualifications, has no relationships or interests with the Company, its subsidiaries, management, major shareholders, or any person related to them, and maintains sufficient independence to conduct the audit and express opinions on the Company's financial statements.

Board's Opinion: The Board of Directors deems it appropriate to propose to the shareholders for approval of the appointment of EY Office Limited as the auditor for the Company for the year 2025, with the following list of auditors:

1. Mr. Piya Chaipruckmalakarn CPA, Registration No. 7544
(He has signed the Company's financial statements and has been appointed as the Certified Public Accountant since 2022, up to the 2024 financial statements, totaling 3 years)
2. Miss Satida Ratananurak CPA , Registration No. 4753
3. Mr. Samran Taengcham CPA, Registration No. 8021
4. Mr. Chawalit Chaluayampornbut CPA, Registration No. 8881
5. Mr. Somsak Chiratdhitiamphyvong CPA, Registration No. 8874

In the event that the above-mentioned Certified Public Accountant is unable to perform their duties, EY Office Limited shall provide another Certified Public Accountant from their firm to perform the duties on their behalf.

Furthermore, the Board deems it appropriate to propose to the shareholders for approval the audit fee for the Company for the year 2025 in the amount of 1,500,000 THB, and to acknowledge the audit fees for the subsidiaries,

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totaling 9 companies, amounting to 2,300,000 THB. The total audit fees for the Company and its subsidiaries will not exceed 3,800,000 THB, excluding other expenses. The total audit fees for the subsidiaries may increase if the subsidiaries' operations expand. The details of the compensation are summarized as follows:

Unit : THB

Audit Fee		
Company	2024	2025
Proud Real Estate PLC	1,500,000	1,500,000
Subsidiaries	2,000,000	2,300,000
Total	3,500,000	3,800,000

For the year 2024, there are no other service fees (Non-audit Fee)

Resolution: This agenda item shall require approval by a majority vote of the shareholders present and entitled to vote at the meeting.

Agenda 9 To consider and approve the reduction of the registered capital and the amendment of Clause 4 of the Company's Memorandum of Association.

Purpose and Reason: In accordance with Section 136 of the Public Limited Companies Act B.E. 2535 (as amended), which stipulates that a company may increase its registered capital only when all of the shares have been issued and fully paid for, or in the case where some shares have not been sold, the remaining shares must be issued to accommodate convertible bonds or warrants. Therefore, the Company finds it necessary to reduce its registered capital by canceling 23,826,719 unsold shares. These shares were originally allocated for the Company's existing shareholders on a pro-rata basis, without allocating to shareholders who would result in the Company incurring obligations under foreign law (Preferential Offering: PPO) as per the resolution of the Annual General Meeting of Shareholders held on April 28, 2023. The reduction in registered capital by canceling the unsold common shares will not affect the paid-up capital and the total number of shares of the Company.

Furthermore, to align with the reduction in the registered capital as mentioned above, the Company must amend its Memorandum of

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Association, Clause 4, to reflect the reduction in the registered capital. The revised Clause 4 shall be as follows:

“Clause 4. Registered Capital	974,014,010	THB	(Nine Hundred Seventy-Four Million, Fourteen Thousand, and Ten THB)
Equivalent to	974,014,010	Share	(Nine Hundred Seventy-Four Million, Fourteen Thousand, and Ten shares)
Par value per share	1.00	THB	(One THB)
Consisting of			
Ordinary share	974,014,010	Shares	(Nine Hundred Seventy-Four Million, Fourteen Thousand, and Ten Shares)
Preferred share		- Share	(-Share)”

Board’s Opinion:

The Board of Directors deems it appropriate to propose to the shareholders for approval the reduction of the registered capital from 997,840,729 THB to 974,014,010 THB, by canceling 23,826,719 unsold shares with a par value of 1 THB per share. Additionally, the Board proposes to the shareholders for approval the amendment of the Memorandum of Association, Clause 4, to align with the reduction of the registered capital. Furthermore, the Board recommends that the shareholders approve the authorization of the Board of Directors and/or persons designated by the Board of Directors to take any necessary actions related to the reduction of the registered capital and the amendment of the Memorandum of Association, Clause 4, regarding the registered capital, in order to comply with the Registrar’s orders and complete the registration process.

Resolution:

This agenda item shall require approval by a majority of no less than three-fourths of the total votes of shareholders present and entitled to vote at the meeting.

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Agenda 10 To consider and approve the issuance and allocation of the Warrants to Purchase Ordinary Shares of Company No. 3 (PROUD-W3) to the existing shareholders in proportion to their shareholdings.

Purpose and Reason: The Company intends to issue and allocate the third series of warrants to purchase ordinary shares of Proud Real Estate Public Company Limited (PROUD-W3) to the existing shareholders of the Company in proportion to the number of shares held by each shareholder (Right Offering). The Company has the following objectives and needs for this offer:

1. To strengthen the financial position of the Company and to ensure sufficient funds for the Company's business operations and future business expansion, which will help the Company build a stable and sustainable revenue base in both the short and long term.
2. To provide returns to the Company's shareholders, allowing shareholders who are allocated the warrants to exercise their rights to purchase additional ordinary shares of the Company when the exercise period is due.
3. To invest in various projects that will support the Company's business, including future business expansion.

Board's Opinion: The Board of Directors deems it appropriate to propose to the shareholders for approval the issuance and offering of the third series of warrants to purchase ordinary shares of Proud Real Estate Public Company Limited ("PROUD-W3" or "Warrants") for a total of up to 243,503,502 units (representing 25.00% of the paid-up capital of the Company as of the date of the Board of Directors' meeting, No. 4/2025, on March 12, 2025), to be offered to the existing shareholders of the Company in proportion to the number of shares held by each shareholder (Right Offering), with no value (zero THB) at a ratio of 4 existing ordinary shares to 1 warrant unit (fractional shares, if any, will be discarded). The warrants will have a 3-year term from the issuance date, with an exercise ratio of 1 unit per 1 ordinary share, and the exercise price will be 2 THB per share (unless the exercise price is adjusted).

Please consider the preliminary details of the issuance and offering of the third series of warrants to purchase ordinary shares of Proud Real Estate Public Company Limited (PROUD-W3) to the existing shareholders of the Company (Enclosure 4).

The Company has set the record date for shareholders entitled to be allocated the warrants on May 2, 2025 (Record Date). However, the granting of this right remains uncertain, as it is subject to approval from the shareholders' meeting.

Additionally, the Board of Directors and/or the Executive Committee and/or the Chief Executive Officer and/or the Chief Financial Officer shall have the authority to determine and amend the criteria, conditions, and details of the issuance and allocation of the warrants as they deem appropriate and within the scope of authority granted by law. This includes, but is not limited to, setting the date for the offering of the warrants. They shall also have the authority to take any necessary and appropriate actions related to the issuance and offering of the warrants, including but not limited to contacting, preparing, signing, certifying, or delivering any necessary documents related to the issuance and offering of the warrants, as well as registering the warrants as securities with the Stock Exchange of Thailand. This also includes seeking approval from relevant authorities and appointing agents as necessary.

Resolution: This agenda item shall require approval by a majority vote of the shareholders present and entitled to vote at the meeting.

Agenda 11 To consider and approve the increase of the registered capital and the amendment of Clause 4 of the Company's Memorandum of Association.

Purpose and Reason: The Company intends to increase its registered capital by 243,503,502 THB, from the original registered capital of 974,014,010 THB to a new registered capital of 1,217,517,512 THB, through the issuance of 243,503,502 new ordinary shares with a par value of 1 THB per share, to accommodate the exercise of the third series of warrants to purchase ordinary shares of Proud Real Estate Public Company Limited (PROUD-W3), for a total of up to 243,503,502 shares.

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The details of the capital increase are provided in the Capital Increase Report (F53-4) (Enclosure 3).

Furthermore, to align with the capital increase, the Company must amend its Memorandum of Association, Clause 4, to reflect the increase in the registered capital, as follows:

“Clause 4. Registered Capital	1,217,517,512	THB	(One billion, two hundred seventeen million, five hundred ten thousand, five hundred twelve THB)
Equivalent to	1,217,517,512	Shares	(One billion, two hundred seventeen million, five hundred ten thousand, five hundred twelve Shares)
Par value per share	1.00	THB	(หนึ่งบาท)
Consisting of			
Ordinary share	1,217,517,512	Shares	(One billion, two hundred seventeen million, five hundred ten thousand, five hundred twelve Shares)
Preferred share	-	Share	(-Share)”

Board’s Opinion:

The Board of Directors deems it appropriate to propose to the shareholders for approval the increase of the registered capital by 243,503,502 THB, from the original registered capital of 974,014,010 THB to a new registered capital of 1,217,517,512 THB, through the issuance of 243,503,502 new ordinary shares with a par value of 1 THB per share.

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Additionally, the Board proposes to the shareholders for approval the amendment of the Memorandum of Association, Clause 4, aligns with the increase in the registered capital. The Board also recommends that the shareholders approve the authorization of the Board of Directors and/or individuals designated by the Board of Directors to take any necessary actions related to the increase in the registered capital and the amendment of Clause 4 of the Memorandum of Association, to comply with the Registrar's order and ensure completion of the registration process.

Resolution: This agenda item shall require approval by a majority of no less than three-fourths of the total votes of shareholders present and entitled to vote at the meeting.

Agenda 12 To consider and approve the allocation of the newly issued ordinary shares of the Company to accommodate the exercise of the Warrants to Purchase Ordinary Shares of Company No. 3 (PROUD-W3).

Purpose and Reason: As the Company intends to increase its registered capital to accommodate the exercise of the third series of warrants to purchase ordinary shares of the Company (PROUD-W3) for up to 243,503,502 shares, as detailed in Agenda 11, it is necessary to propose to the shareholders for approval of the allocation of the new ordinary shares in accordance with the law.

Board's Opinion: The Board of Directors deems it appropriate to propose to the shareholders for approval the allocation of up to 243,503,502 new ordinary shares (representing 25.00% of the Company's paid-up capital as of the date of the Board of Directors' meeting, No. 4/2025, on March 12, 2025), with a par value of 1 THB per share, to accommodate the exercise of the third series of warrants to purchase ordinary shares of the Company (PROUD-W3) to the existing shareholders of the Company in proportion to the number of shares held by each shareholder (Right Offering), with no value (zero THB), at a ratio of 4 existing ordinary shares to 1 warrant unit (fractional shares, if any, will be discarded).

The warrants will have a 3-year term from the date of issuance, with an exercise ratio of 1 unit per 1 ordinary share, and the exercise price will be 2 THB per share (unless the exercise price is adjusted).

Resolution: This agenda item shall require approval by a majority vote of the shareholders present and entitled to vote at the meeting.

Agenda 13 To consider any other matters (if any)

The Company hereby invite shareholders to attend the 2025 Annual General Meeting of Shareholders on April 23, 2025, at 10:00 hours, which will be conducted via electronic media (E-AGM). The agenda for the meeting is as outlined above. The Company has determined the list of shareholders entitled to attend the 2025 Annual General Meeting as of March 27, 2025. The Company has also invited representatives from the legal advisory firm to act as vote inspectors and ensure that the meeting is conducted transparently, in accordance with the law, the Company's regulations, and good corporate governance principles.

For shareholders who wish to attend the meeting in person, please register in advance through the website <https://webagm.irplus.in.th> from April 9, 2025, until the end of the meeting on April 23, 2025.

On the day of the meeting, registration will open at 8:00 hours.



Registration and Meeting
Participation Guide



Application IR PLUS AGM
for Android



Application IR PLUS AGM
for iOS

Shareholders who wish to appoint a proxy may designate any individual of their choice to attend the meeting via electronic media on their behalf. Alternatively, shareholders may appoint Mr. Anuwat Maytheewibulwut or Ms. Anchalee Bunsongsikul, both of whom are independent directors of the Company, to act as their proxy. The details of the independent directors for shareholder proxy appointments are provided in Enclosure 7. Shareholders are kindly requested to fill in the details and sign the proxy form (Enclosure 10), attach a certified copy of the signed documents, and send all the documents to the Company. The Company will facilitate the affixing of the stamp duty on the proxy form for shareholders.

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In addition, shareholders can review the details of the invitation letter and related documents on the Company's website at www.proudrealestate.co.th If any shareholder has questions related to the meeting agenda or inquiries related to the Company's business, they may submit their questions in advance before the meeting through the following channels:

1. Email: Legal_Comsec@proudrealestate.co.th or
2. By registered mail to:

The Company Secretary Office, Proud Real Estate Public Company Limited,
No. 548, One City Center Building, 19th Floor, Room 1902-1903,
Ploenchit Road, Lumpini, Pathumwan District, Bangkok, 10330.

The procedure for submitting questions in advance regarding the shareholders' meeting can be found in Attachment 12

In organizing the shareholders' meeting via electronic media, the Company will collect, use, and disclose personal information of shareholders as required by law and for the purpose of providing services to shareholders attending the meeting. Shareholders will be protected under the Company's Privacy Policy or Privacy Notice, as stated on the Company's website. Shareholders are requested to review the personal data processing form for shareholders, with details provided in Attachment 13

Sincerely yours,



(Mr. Pumipat Sinacharoen)
Chief Executive Officer

- Translation -

Minutes of the Extraordinary General Meeting of Shareholders No. 1/2025 via Electronic Media
Proud Real Estate Public Company Limited
Wednesday, January 22, 2025, at 10:00 hours

Date, Time, and Venue

Wednesday, January 22, 2025, at 10:00 hours, via electronic media (E-EGM), broadcast live from the meeting room of Proud Real Estate Public Company Limited ("Company") located at 548 One City Center Building, 19th Floor, Rooms 1902-1903, Ploenchit Road, Lumpini Subdistrict, Pathumwan District, Bangkok.

Quorum

At 10:00 hours, 1 shareholder attended the meeting via electronic media and 26 shareholders submitted proxy forms, totaling 27 shareholders. The total number of shares represented was 483,276,209 shares, or 49.6170% of the total shares issued and outstanding, which met the quorum requirement as per the Company's Articles of Association.

Board of Directors Attending the Meeting via Electronic Means:

- | | |
|-------------------------------|---|
| 1. Mr. Anuwat Maytheewibulwut | Independent Director, Chairman of the Board of Directors, and Chairman of the Audit Committee |
| 2. Mr. Pitak Pruittisarikorn | Vice Chairman of the Board of Directors |
| 3. Mr. Pasu Liptapanlop | Director |
| 4. Miss Proudpuh Liptapanlop | Director |
| 5. Mr. Anucha Sihanatkathakul | Independent Director and Audit Committee Member |
| 6. Miss Anchalee Bunsongsikul | Independent Director and Audit Committee Member |
| 7. Mr. Dan Sornmani | Independent Director and Audit Committee Member |
| 8. Mr. Pumipat Siancharoen | Director and Chief Executive Officer |

(8 Board members attended the meeting, representing 100% of the total number of directors)

Participants at the Meeting Location:

- | | |
|----------------------------------|-------------------------------------|
| 1. Miss Naruedee Koslathip | Chief Financial Officer |
| 2. Miss Pavarisa Damrongsuntisuk | Legal Manager and Company Secretary |
| 3. Miss Maysa Limsuwankesorn | Assistant Company Secretary |

Attendee via Electronic Means:

1. Dr. Aran Pantumjinda Independent Legal Advisor

Commencement of the Meeting: 10:00 hours

Mr. Anuwat Maytheewibulwut, Chairman of the Board of Directors, presided over the meeting as the Chairman of the Meeting (the “Chairman”). The Chairman stated that the meeting was being conducted via electronic means in compliance with the Emergency Decree on Electronic Meetings B.E. 2563 (2020) and the Notification of the Ministry of Digital Economy and Society on Standards for Security of Electronic Meetings B.E. 2563 (2020). The Chairman further assigned Miss Pavarisa Damrongsuntisuk, Legal Manager and Company Secretary, to act as the meeting facilitator.

Miss Pavarisa Damrongsuntisuk, Legal Manager and Company Secretary, informed the meeting of the procedures for casting and counting votes, as follows:

Case 1: Shareholders attending the meeting in person

Once shareholders complete the registration process, the system will immediately allow them to cast their votes online. Shareholders may vote “Approve,” “Disapprove,” or “Abstain.” After selecting their preferred option, a confirmation box will appear. Shareholders must click the confirmation button to finalize their vote. Votes may be modified at any time before the voting for that particular agenda item is closed.

Case 2: Shareholders granting proxy

For shareholders who have appointed a proxy to attend the meeting and vote on their behalf, the Company will record the votes (Approve, Disapprove, or Abstain) in the electronic system in accordance with the shareholder’s instructions. In the absence of any express “Disapprove” or “Abstain” votes, it shall be deemed that the shareholder has approved the matter as proposed by the Chairman.

For the vote counting and result announcement, the Company has engaged Online Asset Co., Ltd. to provide the electronic vote counting system for this meeting. Only votes of “Disapprove” and “Abstain” will be counted for each agenda item. These will be deducted from the total number of votes cast by the attending shareholders. The remainder will be considered as votes in approval of the agenda item.

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Online Asset Co., Ltd. will verify and count the votes for each agenda item on which voting is required. The results will be summarized and announced to shareholders upon the conclusion of each agenda item. The Company will then provide a summary of the voting results for each agenda item, disclose the results on its website, and report them to the Stock Exchange of Thailand accordingly.

Shareholders who wish to ask questions or express their opinions may do so by clicking the question mark icon to type their questions under each agenda item. Kindly state your full name before submitting each question for the purpose of transparency and accountability in accordance with the Company's good corporate governance policy.

To further ensure transparency in the vote-counting process, the Company has appointed an independent third party, Dr. Aran Pantumjinda, Legal Advisor from Trinity Law Co., Ltd., to serve as the vote-counting inspector.

Thereafter, the Chairman expressed appreciation to the shareholders for taking the time to attend the Extraordinary General Meeting of Shareholders No. 1/2025 via electronic means and officially declared the meeting open. The Chairman then proceeded to conduct the meeting in accordance with the agenda items as set forth in the Notice of the Extraordinary General Meeting of Shareholders No. 1/2025 of the Company, as follows:

Agenda 1 To Acknowledge the Minutes of the 2024 Annual General Meeting of Shareholders

The Chairman assigned Mr. Pumipat Sinacharoen, Chief Executive Officer, to present the details of this agenda item to the meeting.

Mr. Pumipat Siancharoen informed the meeting that the Company held the 2024 Annual General Meeting of Shareholders on April 24, 2024. The Company has prepared the minutes of the said meeting and duly submitted copies to the Stock Exchange of Thailand and the Department of Business Development, Ministry of Commerce, in accordance with legal requirements. Additionally, the minutes have been published on the Company's website and were also distributed in advance to all shareholders along with the Notice of this Extraordinary General Meeting.

For this agenda item, the Board of Directors is of the opinion that the minutes of the 2024 Annual General Meeting of Shareholders, held on 24 April 2024, have been duly and accurately recorded, including all key questions and comments raised during the meeting. The Board therefore recommends that the shareholders acknowledge the said minutes of the meeting.

- Translation -

The Chairman then provided an opportunity for the meeting to express opinions and raise questions related to this agenda item. However, no shareholders expressed any opinions or raised any questions.

As this agenda item was for acknowledgment only, no voting was required.

Agenda 2 To Consider and Approve the Issuance and Offering of the Company's Debentures

The Chairman assigned Mr. Pumipat Sinacharoen, Chief Executive Officer, to present the details of this agenda item to the meeting.

Mr. Pumipat Siancharoen presented a report on the Company's business plan, financial performance, and cash flow information for the shareholders' acknowledgment to support their consideration of this agenda item. He reported that since the Company changed its name to Proud Real Estate Public Company Limited in 2019, it launched the InterContinental Residences Hua Hin project and began recognizing revenue from the project in 2022 and 2023. Subsequently, the Company has been able to continuously generate profit since 2022, marking the beginning of its business turnaround. In 2024, the majority of the Company's revenue did not derive from its own property development projects, but rather from the acquisition of projects from other developers, most notably the Nue Cross Khukot and Nue District R9 projects. Of these, Nue Cross Khukot began recognizing revenue in the past year.

In 2025, the Company will begin recognizing revenue from new projects, namely Vehha Hua Hin and Romm Convent, and plans to continuously launch new projects throughout 2025 to 2028. The Company has structured its business plan into three phases:

1. "Turnaround" – the period during which the Company began to generate positive financial performance;
2. "Big Growth & Portfolio Expansion" – focusing on increasing the number of development projects; and
3. "Sustainable Growth" – aimed at building a diversified portfolio that enables the Company to recognize revenue consistently across all years and all quarters, thereby mitigating long-term earnings volatility.

Based on the Company's performance in the third quarter of 2024, the total revenue was 2,000 million THB, with a net profit of 92 million THB. The majority of this revenue was generated from the Nue Cross Khukot project, which the Company had acquired. The Company expects to

announce its full-year 2024 financial results next month, following a Board of Directors' meeting to formally approve and disclose the financial statements.

In presenting the performance of the current project portfolio, Mr. Pumipat Siancharoen provided updates on the status of key projects. The InterContinental Residences Hua Hin project has been fully completed. The Nue Cross Khukot project has achieved 100% sales and approximately 95% of the units have already been transferred. The Vi Ari project, comprising six single houses, has sold two units. The Vehha Hua Hin project had achieved 62% in sales as of the end of Q3/2024, with revenue recognition expected within this year. The Nue District R9 project has reached 97% in sales, and the Romm Convent project, with a total portfolio value of 4,150 million THB, has recorded 63% in sales. To maintain consistent sales momentum and ensure the stability of financial performance, the Company plans to further expand its project pipeline. At present, the Company is achieving a sales performance that exceeds the industry average, with approximately 70% of its total inventory already sold. As a result, the remaining unsold inventory is insufficient to meet market demand.

Mr. Pumipat Sinacharoen then reported on the Company's new project launch plans aimed at ensuring continuity in both sales and revenue. In 2026, the Company expects to recognize revenue from its backlog, amounting to approximately 2,600 million THB, with the majority derived from the Romm Convent project. As of now, a total of three new projects have already been approved, located in Nonthaburi, Prachuap Khiri Khan, and Phuket provinces. These three projects have a combined value of 9,200 million THB and are expected to significantly contribute to the Company's future revenue growth. At present, the Company's backlog stands at 10,899 million THB.

With respect to capital management, the Company currently has fully approved project loan facilities in place and has diversified its funding sources across several financial institutions. At present, the Company has total approved credit facilities of 7,000 million THB, with outstanding debt of approximately 3,600 million THB. This leaves an available drawdown capacity of approximately 3,300 million THB, which will be utilized in line with construction progress. For future fundraising, the Company is adopting a flexible funding strategy, including the potential issuance of debentures, depending on market timing and opportunities. This form of financing will be used to substitute other types of borrowings, thereby maintaining an appropriate debt ratio. Starting from the second quarter of 2025, the Company plans to begin transferring ownership of its projects, which is expected to significantly reduce the debt-to-equity ratio by the end of the year. Management has assessed that, provided there are no additional land acquisitions, the Company's debt-to-equity ratio will continue to decline, potentially

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positioning the Company as a net cash company in the following year. The Company remains confident in its ability to transfer project ownership based on strong supporting factors, including a high down payment collection rate, close monitoring of down payment status, and consistent trends observed in past ownership transfers.

In addition, the Company has established a strategic approach to portfolio diversification and capital source management, which serves as a key strategy for risk mitigation and long-term business sustainability. The diversification strategy is implemented across three primary dimensions:

1. Diversification between low-rise and high-rise projects
2. Geographic diversification between projects located in Bangkok and in major tourist destinations
3. Customer base diversification between the domestic and international markets

Based on the information presented above, the Company recognizes that the issuance and offering of debentures is a key financial instrument that enhances flexibility and provides an alternative funding source. This approach strengthens the Company's financial stability and supports operational efficiency. Additionally, it equips the Company with the readiness to invest in new projects and fully expand its business, which is a critical factor in driving growth in line with its strategic direction. Accordingly, the Company considers the use of debentures as an appropriate fundraising option to effectively manage cash flow and meet future investment needs. This mechanism allows the Company to raise capital promptly and at a reasonable long-term cost. The proposed total debenture issuance shall not exceed 2,000 million THB, with the details as follows:

Objective:	The proceeds from the issuance and offering of the debentures shall be used for business operations and/or as working capital and/or for debt repayment, or for other purposes as deemed appropriate by the Board of Directors.
Type of Debentures:	The debentures may be in the form of promissory notes and/or any and all types and forms of debentures, whether registered or bearer, subordinated or unsubordinated, secured or unsecured, with or without a debenture holders' representative, with or without a maturity date depending

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on the appropriateness of market conditions at the time of each issuance and offering.

Currency: Thai Baht and/or foreign currencies, using the exchange rate prevailing at the time of each issuance and offering of the debentures.

Total Value of Debentures: Not exceeding 2,000 million THB or its equivalent in other currencies.

The Company may issue and offer additional debentures and/or issue debentures to replace those that have been redeemed, provided that the total outstanding principal amount of all debentures issued at any given time does not exceed the said limit.

Interest Rate: As determined at each issuance, subject to prevailing market conditions and other relevant factors at the time of issuance and offering.

The interest rate shall be in compliance with the notifications of the Capital Market Supervisory Board and/or the Office of the Securities and Exchange Commission (SEC), as well as any other applicable laws, regulations, or announcements in effect at the time of each issuance and offering of the debentures.

Maturity of the Debentures: Subject to market conditions at the time of each issuance and offering. In the case of debentures, the Company may specify whether early redemption prior to maturity is permitted or not. The debentures may also be structured as perpetual debentures, redeemable only upon the liquidation of the Company.

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- Offering:
- (1) The debentures may be offered in a single offering or in multiple tranches, and/or under a program, and/or on a revolving basis.
 - (2) The debentures may be offered to the general public and/or to specific investors and/or institutional investors, either domestic or foreign, and/or high net worth investors and/or ultra-high net worth investors—whether in a single offering or in separate offerings, in accordance with the relevant notifications of the Capital Market Supervisory Board and/or the Securities and Exchange Commission, or as prescribed under ministerial regulations, rules, and other applicable laws in effect at the time of the issuance and offering.
- Early Redemption:
- In the case of debentures, the debenture holders may or may not have the right to request early redemption, and the Company may or may not have the right to redeem the debentures prior to maturity. The Company may also specify whether special event redemption provisions apply. Such rights and conditions shall be as specified in the terms and conditions of each debenture issuance.

For this agenda item, the Board of Directors deems it appropriate to propose that the Extraordinary General Meeting of Shareholders consider and approve the issuance and offering of secured and/or unsecured debentures in a total amount not exceeding 2,000 million THB. The proceeds from the issuance and offering of the debentures shall be used for business operations and/or as working capital and/or for debt repayment, or for other purposes as deemed appropriate by the Board of Directors. It is further proposed that the shareholders' meeting approve the delegation of authority to the Board of Directors to consider and approve the issuance and offering of the Company's debentures, including the determination of the amount to be offered in each issuance. The Board of Directors shall also be authorized to delegate authority to the Executive Committee and/or any person(s) designated by the Board of Directors to take the following action:

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1. To consider and determine the criteria, conditions, and other relevant details relating to the issuance and offering of the debentures, including but not limited to the name of the debentures, maturity period, offering method, type of debentures, guarantees or collateral (if any), offering price per unit, early redemption rights, interest rate or other returns, method of principal and interest repayment, offering and allocation procedures and timelines, as well as to take any actions necessary to complete the issuance and offering of the debentures.
2. To appoint a registrar, debenture holders' representative, and/or underwriter(s) or placement agent(s) for the debentures, and/or a credit rating agency, legal advisors, or any other consultants or relevant parties involved in the issuance and offering of the debentures.
3. To prepare documents and/or submit applications for registering the debentures with the Thai Bond Market Association and/or for listing the debentures on any secondary market or with any relevant authority, and to have the authority to seek necessary approvals, disclose information, and carry out any acts in connection with the issuance and offering of the debentures, including liaising, negotiating, executing, delivering, and amending any agreements or documents as required by applicable laws, regulations, or relevant authorities.

Mr. Pumipat Sinacharoen then opened the floor for shareholders to express their opinions and raise questions regarding this agenda item.

Mr. Chokchai Kanjanakul, a shareholder, inquired about the Company's current cost of funding as a percentage and whether the increasingly stringent lending policies of financial institutions would have any impact on the Company's operational plans.

Mr. Pumipat Sinacharoen responded that the current cost of project financing stands at approximately 5–6%. In addition, the Company incurs financing costs from preferred shares issued in connection with the acquisition of projects from Noble, which bear a cost of approximately 9%. As a result, the Company's average cost of funds is around 6%. Regarding the impact of tighter bank lending practices on the Company's operations, he explained that the effect has been minimal. This is because the Company's portfolio consists of a financially strong customer base, and the mortgage rejection rate for its past projects has been lower than the industry average. The Company's customers generally possess high financial capacity and strong credit histories. Furthermore, the Company has implemented

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strict monitoring measures to oversee the status of down payment collections, which currently exceed industry standards. He also noted that banks remain interested in providing mortgage loans to the Company's customers, as most of them have solid financial backgrounds. Banks view the Company's customer base as stable. Additionally, the Company is in the process of developing alternative loan facilitation campaigns to further support its customers in securing financing.

The Chairman asked the meeting whether any shareholders had further questions or comments regarding this agenda item. As no additional questions or comments were raised, the Chairman then requested the meeting to consider and approve the proposed matter.

Resolution The meeting considered and resolved to approve the issuance and offering of the Company's debentures in a total amount not exceeding 2,000 million THB, including all related authorizations, as proposed in all respects. The resolution was passed with not less than three-fourths ($\frac{3}{4}$) of the total votes of the shareholders attending the meeting and entitled to vote, as follows:

Resolution	Number of Votes	Percentage of Total Votes of Shareholders Present and Entitled to Vote
Approved	483,530,709	100.00
Disapproved	0	0.00
Abstained	0	0.00
	483,530,709	100.00

- Remarks:**
1. The resolution for this agenda item required approval by not less than three-fourths ($\frac{3}{4}$) of the total votes of the shareholders present at the meeting and entitled to vote.
 2. During the consideration of this agenda item, one additional shareholder joined the meeting via electronic means, representing 254,500 shares.

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Agenda 3 To Consider Other Matter (If any)

The Chairman informed the meeting that pursuant to Section 105, Paragraph Two of the Public Limited Companies Act, shareholders holding not less than one-third of the total number of issued shares may propose additional matters for consideration at the shareholders' meeting beyond those specified in the notice of meeting. However, as no shareholders raised any further questions or proposed additional matters, the Chairman expressed his appreciation to all shareholders for attending the meeting and declared the meeting adjourned at 10:45 hours.

(Mr. Anuwat Maytheewibulwut)
Chairman of the Board of Directors

(Miss Pavarisa Damrongsuntisuk)
Recorder of the Minutes of the Meeting

**Annual Report 2024 and Financial Statements for 2024
in QR Code Format and How to Use the QR Code**

The Stock Exchange of Thailand, through The Thailand Securities Depository Co., Ltd. as the registrar, has developed a system to allow listed companies to send shareholder meeting documents in electronic format via QR Code. This enables shareholders to conveniently and quickly access the information. Shareholders can download the documents through the following QR Code.

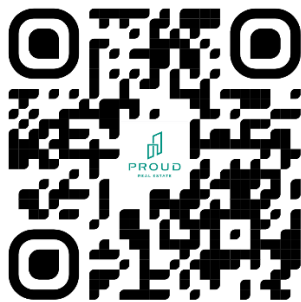
For iOS and Android systems:

1. Open the camera on your mobile device.
2. Scan the QR Code.
3. A notification will appear at the top of the screen. Click on this notification to view the meeting documents.

Remark : If no notification appears on your device, shareholders can scan the QR Code using other applications such as QR Code Reader, Facebook, or Line.

Steps to Scan the QR Code via Line:

Open Line and select “Add Friend” ► Choose “QR Code” ► Scan the QR Code



One Report



Financial Statements for 2024

Remark: If you are unable to download the QR Code through your mobile device, shareholders can download the Invitation to the 2025 Annual General Meeting of Shareholders, the Annual Report for 2024, and the Financial Statements for 2024 from the company’s website at www.proudrealestate.co.th.

PROUD REAL ESTATE PUBLIC COMPANY LIMITED

548 One City Centre Building, 19th Floor,
Ploenchit Road, Lumpini, Pathum Wan, Bangkok 10330
Tel.: 02 035 0999 Fax: 02 035 0998

(F53-4)

Capital Increase Report Form
Proud Real Estate Public Company Limited
March 12, 2025

Proud Real Estate Public Company Limited (“the Company”), would like to report on the resolutions of the Board of Directors Meeting No. 4/2025 held on March 12, 2025, regarding the Company's registered capital increase and allotment of capital decrease, capital increase shares as follows:

1. Capital decrease and capital increase

1.1. Capital decrease

The Board of Directors' Meeting resolved to propose to the 2025 Annual General Meeting of Shareholders to consider approving the reduction of the Company's registered capital by 23,826,719 THB from the original registered capital of 997,840,729 THB to the registered capital of 974,014,010 THB by cutting 23,826,719 unissued shares with a par value of 1.00 THB per share.

1.2. Capital Increase

The Board of Directors' meeting resolved to propose to the 2025 Annual General Meeting of Shareholders to consider and approve the increase of the Company's registered capital by 243,503,502 THB from the original amount of 974,014,010 THB to THB 1,217,517,512 THB by issuing an amount not exceeding 243,503,502 newly issued ordinary shares at a par value of 1.00 THB per share. The capital increase will be executed as follows:

Capital Increase	Type of Securities	Number of Shares (Shares)	Par Value (THB per share)	Total (THB)
<input checked="" type="checkbox"/> Specifying the purpose of using proceeds	Ordinary Shares	Not exceeding 243,503,502	1.00	Not exceeding 243,503,502
	Preferred Shares	-	-	-
<input type="checkbox"/> General Mandate	Ordinary Shares	-	-	-

	Preferred Shares	-	-	-
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2. Allotment of new shares

The Board of Directors' meeting resolved to propose to the 2025 Annual General Meeting of Shareholders to consider and approve the allocation of up to 243,503,502 newly issued ordinary shares at a par value of THB 1.00 per share, with the following details:

2.1. Specifying the purpose of using proceeds

Allotted to	Number of shares (shares)	Ratio (old : new)	Sale price (baht/share)	Subscription and payment period	Notes
To accommodate the exercise of the Warrants which are allocated to existing shareholders proportionate to their respective shareholdings (Right Offering)	Not exceeding 243,503,502	<u>Allocation Ratio</u> 4 Existing shares for 1 unit of the Warrants <u>Exercise Ratio</u> 1 unit of the Warrants for 1 ordinary shares	The warrants will be allocated at no cost with 1 unit of the Warrants will be entitled to purchase ordinary shares at the exercise price of THB 2.00 per share.	The Board of Directors and/or the Executive Committee and/or the Chief Executive Officer are authorized to determine the date of issuance of the Warrants, following the approval from the shareholders' meeting.	Please consider Remark below

Notes :

- (1) The Board of Directors' Meeting resolved to propose to the shareholders' meeting to consider and approve the allocation of the newly issued ordinary shares in the amount of not exceeding 243,503,502 shares, with a par value of 1.00 THB per share. This is to accommodate the exercise of the Warrants to purchase the newly issued ordinary shares of Proud Real Estate Public Company Limited No.3, which are allocated to the existing shareholders of the

Company proportionate to their respective shareholdings at no cost (the offering price per unit is THB 0). The allocation ratio is set at 4 existing ordinary shares per 1 unit of warrant, with an exercise ratio of 1 unit of warrant per 1 ordinary share at an exercise price of 2.00 Baht per share.

In this regard, the Board of Directors' Meeting resolved to approve the determination of the date to determine the names of existing shareholders who are entitled to be allocated of the Warrants (Record Date) on 2 May 2025. However, the right to be allocated for the Warrants remains uncertain as it is subject to the approval of the Company's shareholders' meeting.

- (2) The Board of Directors and/or the Executive Committee and/or the Chief Executive Officer and/or the Chief Financial Officer are authorized to determine and amend the criteria, conditions, and details regarding the issuance and allocation of the warrants as they deem appropriate and within the legal authority granted. This includes, but is not limited to, the date of offering the Warrants, and any necessary and appropriate actions related to the issuance and offering of the Warrants. This may involve, but is not limited to, contacting, preparing, signing, certifying, or delivering any documents necessary or related to the issuance and offering of the Warrants, as well as registering the Warrants as securities on the stock exchange, applying for approvals from relevant authorities, and appointing authorized representatives, among other related matters.
- (3) The exercise of the rights to purchase the Company's newly issued ordinary shares under the Warrants shall be in accordance with the conditions on the exercise rights as specified in the Terms and Conditions Governing the Rights and Obligations of the Warrants issuer.

2.1.1 The Company's action if there are decimal fractions of shares

In the event that there is a fraction of shares derived from the calculation, such fraction of shares shall be disregarded.

2.2. General Mandate

– None –

3. Schedule for the shareholders' meeting to approve the capital increase and the allotment of new shares

The 2025 Annual General Meeting of Shareholders will be held on 23 April 2025 at 10:00 a.m. via electronic format (E-AGM) by

- ☒ The recording date for the right to attend the shareholders' meeting is scheduled for 27 March 2025
- ☐ The book-closing date for the right to attend the shareholders meeting is onuntil the shareholders meeting is completed.

4. Approval of the capital increase and share allotment by the relevant governmental agency and conditions thereto

- 4.1. The Company must submit an application for the registration of the reduction of registered capital, the increase of registered capital, and the change of the paid-up capital and any

subsequent amendments to the Memorandum of Association of the Company to the Department of Business Development, the Ministry of Commerce.

- 4.2. The Company will submit an application to the Stock Exchange of Thailand (SET) for the listing of the newly issued ordinary shares and the Warrants and as listed securities on the Stock Exchange of Thailand (SET).

5. The Objectives of the Capital Increase and the Use of the Proceeds Plan.

To accommodate the exercise of rights under the Warrants to purchase the newly issued ordinary shares of Proud Real Estate Public Company Limited, allocated to the Company's existing shareholders in proportion to their shareholding (Right Offering). The funds raised will be used as working capital for the Company's operations and reserve capital for the Company's future business expansion.

6. Benefits which the Company will receive from the capital increase and share allotment

The issuance of warrants to purchase newly issued ordinary shares of Proud Real Estate Public Company Limited, allocated to the Company's existing shareholders in proportion to their shareholding (Right Offering), will provide the company with funds to support future investments in its various projects. It will also enhance working capital to improve liquidity, as well as strengthen the company's potential and business operations.

7. Benefits which shareholders will receive from the capital increase/share allotment

7.1. Dividend Policy

The Company has a policy to pay dividends at a rate of no less than 40% of net profit after tax and legal reserves or as deemed appropriate by the Board of Directors. The Board will consider dividend payments with the best interests of shareholders in mind, considering factors such as reserving funds for future investments, debt repayments, or working capital requirements within the Company. However, the dividend payout ratio may be subject to change depending on the Company's performance, financial position, cash flow, liquidity, investment plans, contractual obligations, economic conditions, and other necessary and appropriate considerations as determined by the Board of Directors.

7.2. The eligibility to receive dividends from the Company's business operation

The Warrants holder will be entitled to receive future dividends from the Company once the holders of such warrants exercise their rights to convert the warrants into ordinary shares of the Company, and the Company has completed the registration of the increased paid-up capital with the Department of Business Development with the shareholder's name

appearing in the company's shareholder registry, and the company has declared dividends. This is subject to applicable laws and regulations.

7.3. The warrant holders benefit from the exercise of rights to purchase the Company's newly issued ordinary shares, according to the Warrants. If the exercise price is lower than the Company's share price traded on the stock exchange, this will enable shareholders to exercise their right to purchase the Company's ordinary shares at a price lower than the market price.

7.4. The Company will list the Warrants on the Stock Exchange of Thailand. Therefore, the shareholders who have been allocated the Warrants will be able to trade the warrants on the Stock Exchange.

8. Other necessary details for shareholders to approve the capital increase/share allotment

Please consider the additional details outlined in the Key Features of the Issuance and Allocation of Warrants to Purchase the Newly Issued Ordinary Shares of Proud Real Estate Public Company Limited No. 3 (as per Enclosure 1).

9. Schedule of action if the board of directors passes a resolution approving the capital increase or allotment of new shares

No.	Procedures	Dates
1	Board of Directors Meeting No. 4/2025	12 March 2025
2	Notification of the Board of Directors' resolutions to the Stock Exchange of Thailand	12 March 2025
3	Determining the list of shareholders who have the right to attend the 2025 Annual General Meeting of Shareholder (Record Date)	27 March 2025
4	The 2025 Annual General Meeting of Shareholders	23 April 2025
5	Notification of shareholders' resolutions to the Stock Exchange of Thailand	23 April 2025
6	Determining the list of shareholders who have the right to receive the Warrants (Record Date)	2 May 2025
7	Registering the resolution of the shareholders' meeting for the reduction of the registered capital, the increase of the registered capital, and amendments to the memorandum of association with the Department of Business Development, Ministry of Commerce.	Within 14 days after the date of approval by the shareholders' meeting

No.	Procedures	Dates
8	Registering paid-up capital increase with the Department of Business Development, the Ministry of Commerce	Within 14 days after the date of each exercise of the right to purchase the Company's newly issued ordinary shares

We hereby certify that the information contained in this report form is correct and complete in all respects.

Sincerely Yours,

- Pasu Liptapanlop -

(Mr. Pasu Liptapanlop)

Director

- Pumipat Sinacharoen-

(Mr. Pumipat Sinacharoen)

Director

**Key Features of the Issuance and Allocation of Warrants to Purchase
the Newly Issued Ordinary Shares of Proud Real Estate Public Company Limited No. 3**

Item	Detail
Securities issuer	Proud Real Estate Public Company Limited (“the Company”)
Category of the issued securities	Warrants to purchase the newly issued ordinary shares of Proud Real Estate Public Company Limited No. 3 (PROUD-W3) (the “Warrants”)
Type of the Warrants	In named certificate and transferable
Term of the Warrants	Not exceeding 3 years from the issuance date. The Company shall not extend the term of the Warrants after the issuance.
Number of the Warrants issued and allocated	Not exceeding 243,503,502 units
Numbers of common shares reserved to accommodate the exercise of the Warrants	Not exceeding 243,503,502 shares (a par value of 1.00 THB per share) equivalent to approximately 25% of the Company’s paid-up capital as of the date of the Board of Directors’ Meeting No. 4/2025 held on March 12, 2025.
Allocation methods	<p>Allocated to the existing shareholders of the Company on a pro rata basis to their respective shareholdings (Rights Offering) (after the approval is granted by the Annual General Meeting of Shareholders of 2025 which will be held on 23 April 2025), at no cost, at the allocation ratio of 4 existing shares to 1 unit of the Warrants. In this regard, the Company will issue and allocate the Warrants to the shareholders of the Company whose names appear on the date determined for determining the names of shareholders who entitled to be allocated with the Warrants on 2 May 2025. However, the right to be allocated for the Warrants remains uncertain as it is subject to the approval of the Company’s shareholders’ meeting.</p> <p>In the event that there are fractional Warrants remaining from the calculation based on the allocation ratio, such fractions shall be disregarded. Any Warrants remaining from the allocation shall be canceled by the Company, ensuring that the total number of Warrants allocated to shareholders is a whole number.</p>

Item	Detail
Price per unit	0.00 THB per unit (at no cost)
Exercise ratio	1 unit of the Warrants will be entitled to purchase 1 ordinary share, unless the exercise ratio is adjusted otherwise pursuant to the conditions concerning the rights adjustment.
Exercise price	2.00 THB per share, unless the exercise price is adjusted otherwise pursuant to the conditions concerning the rights adjustment.
Issuance Date	The Board of Directors and/or the Executive Committee and/or the Chief Executive Officer are authorized to determine the date of issuance of the Warrants, following the approval from the shareholders' meeting.
Exercise period	Warrant holders may exercise their rights in full on the last business day of each quarter of the calendar year (i.e., the last business day of March, June, September, and December) throughout the term of the Warrant (Exercise Date). In the event that the Exercise date falls on a non-business day, the Exercise date will be postponed to the last business day prior to the scheduled exercise date. The First exercise of the Warrants may take place after 1 year from the issuance date of the Warrants, and the final exercise date will be 3 years from the issuance date of the Warrants.
Period for the notification of the intention to exercise the Warrants	The warrant holders who wish to exercise their rights to purchase the newly issued ordinary shares of the Company shall submit a notification of intention to exercise the Warrants during 9:00 hours until 15:00 hours within the period of 5 business days prior to each Exercise Date, save for the last Exercise Date in which the notification of intention to exercise the Warrants shall be submitted not less than the period of 15 days prior to the last Exercise Date.
Irrevocability of the notification of intention to exercise the Warrants	The intention to exercise the Warrants shall be irrevocable once the notification of intention to exercise the Warrants is served.
Offering period	The offering shall be completed within 1 year from the date the shareholders' meeting approves the issuance and offering of the Warrants. The Board of Directors and/or the Executive Committee and/or the Chief

Item	Detail
	Executive Officer will be responsible for determining the terms and details of the offering.
Warrant registrar	Thailand Securities Depository Company Limited or any person duly appointed to act as the registrar of the Warrants.
Secondary market of the Warrants	The Company will file an application to list all Warrants on the SET.
Secondary market of the shares issued upon the exercise of the Warrants	The Company will list the newly issued ordinary shares arising from the exercise of the Warrants on the SET.
Other Rights and Benefits	The newly issued ordinary shares issued upon the exercise of the Warrants will have the same rights and conditions as the ordinary shares of the company that were issued previously, in all respects.
Rights adjustment of the Warrants	<p>The Company will be required to adjust the exercise price and/or the exercise ratio upon the occurrence of any of the following events:</p> <ul style="list-style-type: none"> (a) In the event of any change in the par value of the Company's ordinary share as a result of a consolidation or a split of shares. (b) In the event that the Company offers ordinary shares to its existing shareholders and/or public and/or specific investors at the net price per newly issued ordinary share below 90 percent of the market price per ordinary share of the Company. (c) In the event that the company offers any new securities with conversion rights, and the price of the new ordinary shares issued to accommodate the exercise of such rights is set below 90 percent of the market price per ordinary share of the Company. (d) In the event that the company pays all or part of its dividends in the form of newly issued ordinary shares to shareholders. (e) In the event that the company pays a dividend at a rate higher than the rate specified in terms of the Warrants.

Item	Detail
	<p>(f) In the event of any other circumstances similar to (a) through (e) that result in the benefits that warrant holders would receive upon exercising their warrants being reduced.</p> <p>The company will assign The Board of Directors and/or the Executive Committee and/or the Chief Executive Officer to determine the conditions and other details related to adjusting or changing the exercise rate and the exercise price, in accordance with applicable laws, announcements, and regulations, as deemed appropriate.</p>
Impact for Shareholders	<p>Since the issuance of the Warrants is an issuance and allocation to the existing shareholders of the Company (Right Offering), there will be no impact on the shareholders on the date of issuance of the Warrants. This is based on the assumption that the existing shareholders exercise their rights to purchase newly issued ordinary shares under the Warrants in full. However, if the rights to purchase shares in full under the Warrants are exercised by persons other than the existing shareholders in full, there will be an impact on the shareholders as follows:</p> <p>(1) <u>Control Dilution</u></p> $= \frac{\text{Number of shares reserved to accommodate the exercise of the Warrants}}{\text{Number of Shares Sold} + \text{Number of Shares Reserved for Exercise}}$ $= \frac{243,503,502}{974,014,010 + 243,503,502}$ $= 20.00\%$ <p>(2) <u>Price Dilution</u></p> <p>There will be no impact on the share price because the Exercise price of the Warrants is 2.00 THB per share, which is higher than the market price. The market price is 1.24 THB per share, calculated as the weighted average price of the company's shares over the 7 business days prior to the Board of Directors' meeting (from March 3, 2025, to March 11, 2025), based on data from SETSMART of the Stock Exchange of Thailand.</p> <p>(3) <u>Earnings per Share Dilution</u></p>

Item	Detail
	$= \frac{\text{EPS Before Offering} - \text{EPS After Offering}}{\text{EPS Before Offering}}$ $= \frac{0.06 - 0.05}{0.06}$ $= 20.00\%$ <p>Considering the EPS Before Offering</p> $= \frac{\text{Net profit}}{\text{Number of paid-up shares}}$ $= \frac{56,620,027}{974,014,010}$ $= 0.06 \text{ THB per share}$ <p>Considering the EPS after Offering</p> $= \frac{\text{Net profit}}{\text{Number of Shares Sold} + \text{Number of Shares Reserved for Exercise}}$ $= \frac{56,620,027}{974,014,010 + 243,503,502}$ $= 0.05 \text{ THB per share}$
Purposes of issuing the Warrants and benefits that the Company would gain from the allocation of newly issued shares	<p>The Company plans to use the funds raised from the exercise of the Warrants to purchase newly issued ordinary shares as working capital for its operations and reserve capital for the Company's future business expansion. In this regard, The Company will receive approximately of 487.01 million THB from the issuance of the Warrants this time in case that the Warrants are fully exercised.</p>
Expected benefits to shareholders from the capital increase	<p>In the event the warrant holders exercise their rights under the Warrants to purchase the newly issued ordinary shares, The Company's shareholders will benefit from the funds raised through this issuance, as these funds can be utilized for future projects as deemed appropriate and to enhance liquidity, thereby increasing the Company's potential and strengthening its business operations and be consistent with the objectives of issuing and allocating the Warrants this time.</p>

Item	Detail
Other conditions	<p>The Board of Directors and/or the Executive Committee and/or the Chief Executive Officer and/or the Chief Financial Officer are authorized to determine and amend the criteria, conditions, and details regarding the issuance and allocation of the warrants as they deem appropriate and within the legal authority granted. This includes, but is not limited to, the date of offering the Warrants, and any necessary and appropriate actions related to the issuance and offering of the Warrants. This may involve, but is not limited to, contacting, preparing, signing, certifying, or delivering any documents necessary or related to the issuance and offering of the Warrants, as well as registering the Warrants as securities on the stock exchange, applying for approvals from relevant authorities, and appointing authorized representatives, among other related matters.</p>

**Information on the nominated individuals for the appointment as directors
to replace those who retired by rotation**



Miss Proudpuh Liptapanlop

Age: 37 Years Old

Position: Director, Executive Director, and Risk Management
Committee Member

Shareholding: 228,903,894 Shares (23.50%)

Family Relationship with Director and Executive: Sister of Mr. Pasu Liptapanlop

Educational Background:

- London Business School, United Kingdom - MSc (Distinction) in Management
- University of Oxford, United Kingdom - BA (Hons) in Economics and Management

Training Background:

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

Work Experience:

Position(s) in other listed companies: None

Position(s) in other non-listed businesses:

2024	-	Present	Director	Kamala Ascend Co., Ltd.
2024	-	Present	Director	Proud Resort Ao Po Co., Ltd.
2566	-	Present	Director	Khukot Station Alliance Co., Ltd.
2023	-	Present	Director	Phraram 9 Alliance Co., Ltd.
2023	-	Present	Director	The Estate 345 Co., Ltd.
2022	-	Present	Director	Proud Group Co., Ltd.
2022	-	Present	Director	Proud Villa Hua Hin Co., Ltd.
2021	-	Present	Director	Proud Horseshoe Co., Ltd.
2021	-	Present	Director	Convent Beta Co., Ltd.
2019	-	Present	Director	Hua Hin Alpha 71 Co., Ltd.
2019	-	Present	Director	Hua Hin Sky Living Co., Ltd.
2015	-	Present	Director	Proud Resort Phuket Co., Ltd.
2013	-	Present	Director	Vana Nava Co., Ltd.

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2012 - Present Director Proud Group Holding Co., Ltd.
 2012 - Present Director Proud Hospitality Co., Ltd.
 2012 - Present Director Proud Resort Hua Hin Co., Ltd.
 2012 - Present Director Hua Hin Asset Co., Ltd.

Other Work Experience (Past 5 Years):

2016 - 2022 Director WhiteWater West SEA Co., Ltd.

Years of Service as Director of the Company: 7 Years (May 2019 – Present)

Board and Committee Meeting Attendance in the Past Year:

Meeting	Meeting Attendance	
	Attendance	Percentage
Board of Directors	7/7	100%
Executive Committee	15/15	100%
Risk Management Committee	0/1	-

Remarks Miss Proudpuh Liptapanlop was appointed as a member of the Risk Management Committee in February 2024, after the committee had held its meeting.

Record of Legal Offenses in the Past 10 Years: None

Qualifications:

1. Possesses the knowledge, expertise, and experience beneficial to the performance of duties as a director of the Company, and is able to dedicate sufficient time to perform duties for the Company.
2. Does not hold any position as a director or executive in other businesses that may cause a conflict of interest or constitute a competitive business with the Company.
3. Has the qualifications and does not possess any prohibited characteristics as prescribed by the Public Limited Companies Act, the Securities and Exchange Act, and other relevant laws.

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Mr. Dan Sornmani

Age: 60 Years Old

Position: Independent Director, Audit Committee Member, and Risk Management Committee Member

Shareholding: None

Family Relationship with Director and Executive: None

Educational Background:

- Bachelor's Degree in Management Science (International Marketing), University of Canberra, Australia

Training Background:

- Director Accreditation Program (DAP), Class 55/2006, Thai Institute of Directors Association (IOD)

Work Experience:

Position(s) in other listed companies:

2022 - Present Independent Director and Audit Committee Member Euro Creations Public Company Limited

Position(s) in other non-listed businesses

2023 - Present Director Veera Co., Ltd.
2018 - Present Director Crystal Football Club Co., Ltd.
2015 - Present Executive Director Brandology (Thailand) Co., Ltd.

Other Work Experience (Past 5 Years):

- Managing Director, ADA Digital (Thailand) Co., Ltd.
- Expert Committee Member, Creative Economy Agency (Public Organization)
- Global Brand Lead, LINE Corporation (Thailand) Co., Ltd. and LINE Company (Thailand) Co., Ltd.

Years of Service as Director of the Company: 4 Years (February 2021 – Present)

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Board and Committee Meeting Attendance in the Past Year:

Meeting	Meeting Attendance	
	Attendance	Percentage
Board of Directors	7/7	100%
Audit Committee	5/5	100%
Risk Management Committee	1/1	100%

Record of Legal Offenses in the Past 10 Years: None

Qualifications:

1. Possesses the knowledge, expertise, and experience beneficial to the performance of duties as an Independent Director of the Company and is able to dedicate sufficient time to fulfill responsibilities in such capacity.
2. Does not hold any position as a director or executive in other businesses that may cause a conflict of interest or constitute a competitive business with the Company.
3. Has the qualifications and does not possess any prohibited characteristics as prescribed by the Public Limited Companies Act, the Securities and Exchange Act, and other relevant laws, and fully meets the qualifications for independent directorship as specified by applicable regulations. Furthermore, the individual is capable of performing duties and providing opinions independently.

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Mr. Pumipat Sinacharoen

Age: 54 Years Old

Position: Director, Executive Director, and Risk Management
Committee Member

Shareholding: 938,500 Shares (0.096%)

Family Relationship with Director and Executive: None

Educational Background:

- Master of Business Administration, Thunderbird School of Global Management, USA
- Bachelor's Degree in Economics, Thammasat University, Thailand

Training Background:

- Director Accreditation Program (DAP), Class 36/2005, Thai Institute of Directors Association (IOD)
- Director Accreditation Program (DAP), 2007, Thai Institute of Directors Association (IOD)
- Company Secretary Program (CSP), Class 27/2008, Thai Institute of Directors Association (IOD)
- Strategic Board Master Class (SBM), Class 9/2020, Thai Institute of Directors Association (IOD)
- Leading in a Disruptive World (Innovation), Stanford University, USA
- Design Thinking, Stanford University, USA

Work Experience:

Position(s) in other listed companies:

2024	-	Present	Director	Sabuy Technology Public Company Limited
2022	-	Present	Director	Euro Creations Public Company Limited
2021	-	Present	Director	Kang Yong Electric Public Company Limited
2005	-	Present	Director	Fortune Parts Industry Public Company Limited

Other Work Experience (Past 5 Years):

2018	-	2023	Director	Forest Industry Organization, Ministry of Natural Resources and Environment
2019	-	2022	Director	irector, Excise Department's Liquor Organization, Ministry of Finance
2018	-	2020	Director	PTG Energy Public Company Limited

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Years of Service as Director of the Company: 7 Years (May 2019 – Present)

Board and Committee Meeting Attendance in the Past Year:

Meeting	Meeting Attendance	
	Attendance	Attendance
Board of Directors	7/7	100%
Executive Committee	15/15	100%
Risk Management Committee	0/1	-

Remarks Mr. Pumipat Sinacharoen was appointed as a member of the Risk Management Committee in February 2024, after the committee had held its meeting

Record of Legal Offenses in the Past 10 Years: None

Qualifications:

1. Possesses the knowledge, expertise, and experience beneficial to the performance of duties as a director of the Company, and is able to dedicate sufficient time to perform duties for the Company.
2. Does not hold any position as a director or executive in other businesses that may cause a conflict of interest or constitute a competitive business with the Company.
3. Has the qualifications and does not possess any prohibited characteristics as prescribed by the Public Limited Companies Act, the Securities and Exchange Act, and other relevant laws.

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Information of the Person Nominated for Appointment as a New Director

Full Name: Mr. Sutep Dechrugsa

Age: 68 years old

Position: Independent Director

Shareholding: None

Family Relationship Between Directors and Executives: None

Educational Qualifications:

- Master's Degree in Public Administration (Justice Administration), National Institute of Development Administration
- Bachelor's Degree in Law, Chulalongkorn University
- Graduate of the 9th Class of the Police Officer Academy

Work Experience:

Positions in Other Listed Companies:

2020 - Present: Independent Director and Audit Committee Member, Matichon Public Company Limited

Positions in Other Entities (Non-listed Companies):

- 2016: Deputy Commissioner-General, Royal Thai Police
- 2015: Consultant (SBC 10), Office of the National Police
- 2014: Assistant Commissioner-General, Royal Thai Police
- 2012: Commissioner of Provincial Police Region 5
- 2008: Commander of Chiang Mai Provincial Police

Criminal Record in the Past 10 Years: None

Qualifications:

1. The individual possesses the knowledge, expertise, and experience that would be beneficial to performing duties as an independent director of the company, and is able to dedicate sufficient time to fulfilling the responsibilities of an independent director.
2. The individual does not hold a directorial or executive position in any other business that may lead to a conflict of interest or competition with the company.

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3. The individual meets the qualifications and does not possess any prohibited characteristics under the Public Limited Companies Act, Securities and Exchange Act, or any other relevant laws, and fully satisfies the qualifications required for independent directors as prescribed by relevant laws, enabling them to perform duties and offer opinions independently.

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Full Name: Mr. Thanasak Chanyapoon

Age: 57 years old

Position: Independent Director

Shareholding: None

Family Relationship Between Directors and Executives: None

Educational Qualifications:

- Master of Laws (LL.M.), University of Cambridge, UK
- Master of Laws (Business Law), Chulalongkorn University
- Certificate in U.S. Law and International Law, Dallas, USA
- Bachelor of Laws (Honors), Chulalongkorn University

Training History:

- Advanced Program in Political Development and Elections, Class 15 (Selected Participant)
- Directors Certification Program (DCP) Class 360/2567, Thai Institute of Directors (Thai IOD)
- Director Accreditation Program (DAP) Class 73/2551, Thai Institute of Directors (Thai IOD)
- Top Executive Program in Business and Industrial Development and Investment, Institute of Business and Industrial Development, Class 7 (IBID. 7)
- Advanced Certificate Course in Politics and Governance in Democratic System for Executives, Class 25, King Prajadhipok's Institute

Work Experience:

Positions in Other Listed Companies:

2023 – Present	Independent Director, Premier Quality Starch Public Company Limited
2011 – Present	Independent Director and Audit Committee Member, Cal-Comp Electronics (Thailand) Public Company Limited

Positions in Other Entities (Non-listed Companies):

2004 – Present	Special Lecturer and Adjunct Professor, Faculty of Law, Chulalongkorn University
2011– Present	Executive Director, Hillcrest Resort (Samui) Co., Ltd.
2013 – Present	Adjunct Professor, Faculty of Business Administration, Kasetsart University
2017 – Present	(ASX) Director, Pan Asia Metal Co., Ltd. (PAM), Singapore, a company listed on the Australian Securities Exchange (ASX)

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2020 – Present	Partner and Director, Capital Law Office Co., Ltd.
2023 – Present	Sub-Committee Member, Committee on Legal Reforms for Business Ease, appointed by the Prime Minister’s Office (Committee 2)
2023 – Present	Advisor, Tourism Commission, House of Representatives

Criminal Record in the Past 10 Years: None

Qualifications:

1. The individual possesses the knowledge, expertise, and experience that would be beneficial to performing duties as an independent director of the company, and is able to dedicate sufficient time to fulfilling the responsibilities of an independent director.
2. The individual does not hold a directorial or executive position in any other business that may lead to a conflict of interest or competition with the company.
3. The individual meets the qualifications and does not possess any prohibited characteristics under the Public Limited Companies Act, Securities and Exchange Act, or any other relevant laws, and fully satisfies the qualifications required for independent directors as prescribed by relevant laws, enabling them to perform duties and offer opinions independently.

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Full Name: Mr. Chetawan Anuntasomboon

Age: 71 years old

Position: Independent Director

Shareholding: None

Family Relationship Between Directors and Executives: None

Educational Qualifications:

- Thai Barrister, Training and Legal Education Center, Thai Bar Association
- Bachelor of Laws, Ramkhamhaeng University

Work Experience:

Positions in Other Listed Companies:

2020 – 2023 Independent Director and Audit Committee Member, JCK International Public Company Limited

Positions in Other Entities (Non-listed Companies):

2005 – 2013 Deputy Director-General, Department of Public Works and Town & Country Planning

Criminal Record in the Past 10 Years: None

Qualifications:

1. The individual possesses the knowledge, expertise, and experience that would be beneficial to performing duties as an independent director of the company, and is able to dedicate sufficient time to fulfilling the responsibilities of an independent director.
2. The individual does not hold a directorial or executive position in any other business that may lead to a conflict of interest or competition with the company.
3. The individual meets the qualifications and does not possess any prohibited characteristics under the Public Limited Companies Act, Securities and Exchange Act, or any other relevant laws, and fully satisfies the qualifications required for independent directors as prescribed by relevant laws, enabling them to perform duties and offer opinions independently.

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Company Regulations Related to Shareholders' Meeting

Chapter 6

Shareholders' Meeting

Article 30. The Board of Directors must organize the Annual General Meeting of Shareholders within four (4) months from the end of the Company's fiscal year.

Any other shareholders' meeting, aside from the one mentioned in the previous paragraph, shall be called an Extraordinary General Meeting. The Board of Directors may call an Extraordinary General Meeting at any time as deemed appropriate.

One or more shareholders, holding not less than ten percent (10%) of the total issued shares, may submit a written request to the Board of Directors to call an Extraordinary General Meeting at any time. The written request must clearly specify the agenda and the reasons for calling the meeting. In such cases, the Board of Directors must convene the meeting within forty-five (45) days from the date of receiving the shareholders' request.

In the event that the Board of Directors fails to convene the meeting within the specified period, the shareholders who have signed the request, or other shareholders whose total shares meet the required amount, may call the meeting themselves within forty-five (45) days from the expiration of the specified period. In this case, it will be considered as a shareholders' meeting called by the Board of Directors, and the Company must bear the necessary expenses incurred from organizing the meeting and providing appropriate facilitation.

If it is found that the shareholders' meeting called by the shareholders, as mentioned in the previous paragraph, does not have a quorum as required under Article 32, the shareholders who initiated the request must jointly bear the responsibility for any damages caused by the organization of the meeting and compensate the Company accordingly.

Article 31. In calling a shareholders' meeting, the Board of Directors shall prepare a written notice of the meeting, specifying the venue, date, time, meeting agenda, and the matters to be presented, along with appropriate details. The notice must clearly indicate whether the matters are for acknowledgment, approval, or consideration, as applicable, as well as the Board of Directors' opinion on each matter. The notice shall be sent to shareholders not less than 7 days prior to the meeting date. Additionally, an announcement of the meeting notice shall be published in a newspaper for a period of 3 consecutive days, not less than 3 days before the date of the meeting.

Article 32. In a shareholders' meeting, there must be at least 25 shareholders, or their proxies (if any), present at the meeting, or at least half of the total number of shareholders, and the total number of shares

represented at the meeting must be no less than one-third of the total issued shares in order to constitute a quorum.

In the event that the number of shareholders present is insufficient to form a quorum, and the meeting has been delayed for one hour if the meeting was convened at the request of the shareholders, the meeting shall be considered adjourned. If the meeting was not called at the request of the shareholders, a new meeting shall be scheduled, and a notice of the meeting must be sent to shareholders at least 7 days prior to the new meeting date. For the subsequent meeting, there will be no requirement for a quorum.

Article 33. The resolutions of the shareholders' meeting shall require the following votes:

(1) In ordinary cases, a majority vote of the shareholders present and entitled to vote shall be required, with each share counting as one vote. In case of a tie, the chairman of the meeting shall cast an additional vote to break the tie.

(2) In the following cases, a vote of no less than three-fourths (3/4) of the total votes of the shareholders present and entitled to vote shall be required, with each share counting as one vote:

- (a) The sale or transfer of all or a significant part of the company's business to another party.
- (b) The purchase or transfer of another company's business or private company to the company.
- (c) The making, modification, or termination of contracts related to the leasing of all or a significant part of the company's business, the delegation of management to another party, or the merger with another entity for profit-sharing purposes.
- (d) The increase of the company's registered capital.
- (e) The reduction of the company's registered capital.
- (f) The issuance of bonds by the company.
- (g) The merger of the company.
- (h) The dissolution of the company.
- (i) The amendment of the company's Articles of Association and Memorandum of Association.
- (j) The issuance of shares, debt settlement, or debt-to-equity conversion under Section 54/1 of the Public Limited Companies Act (No. 2), B.E. 2544.

Article 34. A secret ballot may be conducted when requested by at least 5 shareholders, and the shareholders' meeting approves the request by a majority vote of the shareholders and proxies (if any) present and entitled to vote, with each share counting as one vote.

Article 35. The matters to be conducted at the Annual General Meeting are as follows:

- (1) To consider the report of the Board of Directors submitted to the meeting regarding the company's operations in the previous year.
- (2) To consider and approve the balance sheet.
- (3) To consider the allocation of profits.
- (4) To elect directors to replace those retiring by rotation.
- (5) To appoint auditors.
- (6) Other matters.

**Documents or Evidences Required Prior for Registration to Attend the Meeting, Proxy
Procedure, Registration Procedure, and Voting and Counting Methods Via Electronic Media**

For the registration to attend the shareholders' meeting of Proud Real Estate Public Company Limited, shareholders are requested to review the relevant details regarding the participation in the meeting as follows:

1. Documents required for participation in the electronic meeting:

1.1 For Individual Shareholders:

- If the shareholder attends the meeting in person, they must present a government-issued document that is still valid, such as a national ID card, civil servant ID, driver's license, or passport. In the event of a name change, supporting documents must also be provided.
- If a proxy is appointed to attend the meeting on behalf of the shareholder, the following documents are required:
 - (1) A proxy form (one of the forms sent with the invitation), duly filled out and signed by both the shareholder and the proxy.
 - (2) A copy of the government-issued identification document of the shareholder, with the shareholder's signature certifying its accuracy.
 - (3) A copy of the government-issued identification document of the proxy, with the proxy's signature certifying its accuracy.

1.2 For Juristic Persons:

- If a representative of the shareholder (director) attends the meeting in person, the following documents must be prepared:
 - (1) A government-issued identification document of the representative of the juristic person, as required for individual shareholders.
 - (2) A copy of the certificate of incorporation of the juristic person, certified as true and correct by the representative (director) of the juristic person, with a statement indicating that the representative attending the meeting has the authority to act on behalf of the juristic person shareholder.

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2. In case the shareholder appoints a proxy to attend the meeting:

- 2.1 The proxy form (one of the forms sent with the invitation) must be fully completed, with the signatures of both the representative of the juristic person (director) who is appointing the proxy and the proxy.
- 2.2 A copy of the certificate of incorporation of the shareholder's juristic person, certified as a true copy by the representative (director) of the juristic person, with a statement indicating that the representative who signed the proxy form has the authority to act on behalf of the juristic person shareholder.
- 2.3 A copy of the government-issued identification document of the representative (director) of the juristic person, as required for individual shareholders, with the representative's signature certifying its accuracy.
- 2.4 A copy of the government-issued identification document of the proxy, as required for individual shareholders, with the proxy's signature certifying its accuracy.

3. In the case of foreign shareholders who appoint a Custodian in Thailand to hold and manage shares:

- 3.1 Prepare and present the documents as required for juristic persons.
- 3.2 In the case where a foreign shareholder appoints a Custodian to sign the proxy form on their behalf, the following additional documents are required:
 - (1) A power of attorney from the foreign shareholder authorizing the Custodian to sign the proxy form on their behalf.
 - (2) A letter confirming that the person signing the proxy form on behalf of the shareholder is authorized to conduct Custodian business. Any documents that are not originally in English must be accompanied by an English translation, and the shareholder or the representative of the juristic person must certify the accuracy of the translation.

4. Method of Proxy Appointment

The Company has sent a proxy form, as prescribed by the Department of Business Development, Ministry of Commerce, along with the invitation letter to the meeting, or shareholders can download the proxy form from the following three types (Form A, Form B,

and Form C) from the Company's website at <https://proudplcinvestor.proudrealestate.co.th/sharedholder-info>, in accordance with the announcement of the Department of Business Development regarding the prescribed format for proxy forms.

- Form A is a general proxy form, which is simple and straightforward.
- Form B is a proxy form that specifies detailed and fixed items for proxy authorization.
- Form C is used specifically in cases where the shareholder is a foreign investor who appoints a Custodian in Thailand to hold and manage the shares on their behalf.

Shareholders who are unable to attend the Annual General Meeting of the Company via electronic media may appoint a proxy as follows:

(1) Choose **only one** of the proxy forms mentioned above:

- Ordinary shareholders may choose to use only Form A or Form B.
- Shareholders listed in the register as foreign investors who appoint a Custodian in Thailand to hold and manage shares may choose any one of the three forms (Form A, Form B, or Form C).

(2) Appoint a proxy to any person of the shareholder's choice or choose to appoint one of the Company's independent directors as the proxy. The name and details of the chosen proxy should be specified, or the shareholder may mark the box next to the name of the independent director designated by the Company in the proxy form, selecting only one person to act as the proxy for attending the meeting.

(3) Affix a 20 Baht stamp duty and date the proxy form to make it legally valid and binding. To facilitate shareholders, the Company will affix the stamp duty on the document when it is returned to the Company.

(4) Return the proxy form to the Company Secretary's Office to allow the Company staff sufficient time to verify the documents before the meeting date.

Shareholders cannot divide their shares by appointing multiple proxies to cast separate votes. Shareholders must appoint a proxy for the full number of shares they hold and cannot appoint a proxy for only a portion of their shares, except in the case of a Custodian

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appointed by foreign shareholders who are investors and have designated the Custodian to hold and manage their shares, as per Proxy Form C.

5. Registration for Participation in the Electronic Meeting

5.1 Shareholders wishing to attend the meeting in person

Shareholders can register to attend the meeting via the IR PLUS AGM system **from April 9, 2025, to April 23, 2025**, by verifying their identity for the meeting. Only a valid, government-issued original ID card that has not expired can be used for registration.

Registration can be done in advance on the website <https://webagm.irplus.in.th> from April 9, 2025, to April 23, 2025, until the meeting concludes. The system will be available for **log-in starting on April 23, 2025, from 8:00 AM onwards**. Shareholders can review the registration and meeting participation guide for the electronic meeting or scan the QR code.



Registration and Participation
Manual for the Meeting



Application IR PLUS AGM
for Android



Application IR PLUS AGM
for iOS

5.2 Shareholders who do not wish to attend the meeting and wish to appoint a proxy

The Company requests that shareholders who wish to appoint a proxy send all required documents, as outlined in the proxy appointment details provided by the Company, via postal service to the following address:

Company Secretary Office of Proud Real Estate PLC.

No. 548, One City Centre Building, 19th Floor, Unit No. 1902-1903,
Ploenchit Road, Lumpini Sub-district, Pathumwan District, Bangkok.

Prior to the shareholders' meeting, as the Company needs time to verify the accuracy of the documents to ensure that the electronic meeting proceeds correctly, once the Company has verified the proxy documents, the Company will notify the proxy holder of the username and password to log in to the electronic meeting system via

PROUD REAL ESTATE PUBLIC COMPANY LIMITED

the email provided by the shareholder in the proxy form. The log-in access will begin on April 23, 2025, starting at 8:00 AM.

5.3 Shareholders who do not wish to attend the meeting and wish to appoint an independent director of the Company as a proxy

Shareholders who do not wish to attend the meeting via electronic media are encouraged to appoint one of the Company's independent directors, Mr. Anuwat Maytheewibulwut or Ms. Anchalee Bunsongsikul, to attend the meeting on their behalf. Please send all required documents, as outlined in the proxy appointment details provided by the Company, via postal service to the following address:

Company Secretary Office of Proud Real Estate PLC.

No. 548, One City Centre Building, 19th Floor, Unit No. 1902-1903,
Ploenchit Road, Lumpini Sub-district, Pathumwan District, Bangkok.

Prior to the shareholders' meeting, as the Company needs time to verify the accuracy of the documents to ensure that the electronic meeting proceeds correctly.

Voting and Vote Counting Methods

1. One share equals one vote.
2. Shareholders attending the meeting in person and proxy holders (using Proxy Forms A or B) must vote in one of the following ways: agree, disagree, or abstain. The votes cannot be divided for each agenda item.
3. Proxy holders from foreign investors who appoint a Custodian in Thailand to hold and manage their shares (using Proxy Form C) may divide their votes for each agenda item.
4. If a shareholder appoints a proxy to attend the meeting, the proxy has the right to consider and vote on all matters as deemed appropriate, even if the proxy form does not specify how to vote. The voting process for the proxy will be the same as for shareholders attending the meeting in person. If the proxy form specifies the votes for each agenda item, the Company will record the votes as indicated in the form once the documents have been verified and the proxy is registered to attend the meeting.
5. During the vote on each agenda item, the chairman will ask if there are any votes of disagreement or abstentions. The system will allow participants to cast their votes as "agree," "disagree," or "abstain." Voting must be completed within the specified time. If a participant does not vote within the allotted time, it will be considered that the participant approves (agrees) with the proposal. If the voting time is still available for that agenda, participants can change their votes within the time set by the system. When counting votes, the Company will subtract the votes for "disagree" and "abstain" from the total votes, and the remaining votes will be counted as "agree."
6. Before voting on each agenda item, the chairman will give participants the opportunity to ask questions related to that agenda item, as appropriate. Participants should indicate their intention by clicking the icon, entering their name and the question they wish to ask in detail, and pressing "Confirm" to submit the question to the queue.
7. Resolutions of the shareholders' meeting will be based on the following votes:
 - 1) In normal cases, the majority of the votes from shareholders present and voting will determine the resolution.
 - 2) In other cases, where the law or the Company's regulations specify a different voting requirement, the resolution will follow the law or regulation, and the meeting facilitator will inform the shareholders before voting on each agenda item.

PROUD REAL ESTATE PUBLIC COMPANY LIMITED

548 One City Centre Building, 19th Floor,
Ploenchit Road, Lumpini, Pathum Wan, Bangkok 10330
Tel.: 02 035 0999 Fax: 02 035 0998

- 3) In the event of a tie, the chairman will cast an additional vote to break the tie.
 - 4) Shareholders or proxies with a special interest in any matter are requested to abstain from voting on that particular matter.
8. Vote counting will be done immediately, and the chairman will announce the vote results for each agenda item.

PROXY FORM A

(SIMPLE FORM)

According to Regulation of Department of Business Development

Re: Form of Proxy (No.5) B.E. 2550

Duty Stamp
THB 20

Written at

DateMonthYear.....

(1) I / We Nationality
with address at Road Sub-district
District Province Postal Code.....

(2) Being a shareholder of **Proud Real Estate Public Company Limited**
Holding the total amount of shares with the voting right of..... votes as follows:

☐ Ordinary share..... shares with the voting right of.....votes

☐ Preferred share..... shares with the voting right of.....votes

(3) Do hereby appoint either one of the following persons:

☐ (1).....AgeYear

with address at..... Road Sub-district

DistrictProvince Postal Code.....

or

☐ (2).....AgeYear

with address at..... Road Sub-district

DistrictProvince Postal Code.....

or

☐ (3).....AgeYear

with address at..... Road Sub-district

DistrictProvince Postal Code.....

or

☐ (4) Mr. Anuwat Maytheewibulwut Age 73 Year, Position Independent Director

with address at No. 548, One City Centre Building, 19th Floor, Unit No. 1902-1903 Soi ..

Sub-district Lumpini District Pathumwan Province Bangkok

Postal Code 10330 or

☐ (5) Ms. Anchalee Bunsongsikul Age 55 Year, Position Independent Director
 with address at No. 548, One City Centre Building, 19th Floor, Unit No. 1902-1903 Soi
 Sub-district Lumpini District Pathumwan Province Bangkok
 Postal Code 10330

As only one of my/our proxy to attend and vote on my/our behalf at **the 2025 Annual General Meeting of Shareholders, scheduled for April 23, 2025, at 10:00 AM, via electronic media**, or as may be rescheduled to another date, time, location, and method.

For any act performed by the Proxy at the meeting, it shall be deemed as such acts had been done by me/us in all respect.

Sign Proxy Grantor
 (.....)

Sign Proxy Holder
 (.....)

Sign Proxy Holder
 (.....)

Sign Proxy Holder
 (.....)

Remark

The shareholder who grants the proxy must appoint only one proxy holder to attend the meeting and vote. It is not allowed to divide the number of shares among multiple proxy holders to cast separate votes.

PROXY FORM B
(SPECIFIC DETAILS FORM)

According to Regulation of Department of Business Development

Re: Form of Proxy (No.5) B.E. 2550

Duty Stamp
THB 20

Written at

DateMonthYear.....

(1) I / We Nationality
 with address at Road Sub-district
 District Province Postal Code.....

(2) Being a shareholder of **Proud Real Estate Public Company Limited**
 Holding the total amount of shares with the voting right of..... votes as follows:

☐ Ordinary share..... shares with the voting right of.....votes

☐ Preferred share..... shares with the voting right of.....votes

(3) Do hereby appoint either one of the following persons:

☐ (1).....AgeYear

with address at..... Road Sub-district
 DistrictProvince Postal Code.....

or

☐ (2).....AgeYear

with address at..... Road Sub-district
 DistrictProvince Postal Code.....

or

☐ (3).....AgeYear

with address at..... Road Sub-district
 DistrictProvince Postal Code.....

or

☐ (4).....Mr. Anuwat Maytheewibulwut.....Age73..... Year, PositionIndependent Director

with address atNo. 548, One City Centre Building, 19th Floor, Unit No. 1902-1903..... Soi
 Sub-districtLumpini..... DistrictPathumwan.....ProvinceBangkok.....
 Postal Code.....10330.....or

☐ (5) Ms. Anchalee Bunsongsikul Age 55 Year, Position Independent Director
 with address at No. 548, One City Centre Building, 19th Floor, Unit No. 1902-1903 Soi -
 Sub-district Lumpini District Pathumwan Province Bangkok
 Postal Code 10330

As only one of my/our proxy to attend and vote on my/our behalf at **the 2025 Annual General Meeting of Shareholders, scheduled for April 23, 2025, at 10:00 AM, via electronic media**, or as may be rescheduled to another date, time, location, and method.

(4) I/We authorize my/our Proxy to cast the votes according to my/our intentions as follows:

Agenda 1 To consider and acknowledge the minutes of the Extraordinary General Meeting of Shareholders No. 1/2025

(This agenda item is for acknowledgment only, and therefore does not require approval by a resolution of the shareholders' meeting.)

Agenda 2 To consider and acknowledge the report of the Board of Directors regarding the Company's performance for the year 2024.

(This agenda item is for acknowledgment only, and therefore does not require approval by a resolution of the shareholders' meeting.)

Agenda 3 To consider and approve the financial statements for the year 2024, ending December 31, 2024, which have been audited by a certified public accountant.

☐ (a) The Proxy is entitled to cast the votes on my/our behalf at its own discretion.

☐ (b) The Proxy must cast the votes in accordance with my/our following instruction:

☐ Approve ☐ Disapprove ☐ Abstain

Agenda 4 To consider and approve the allocation of net profit as a legal reserve and the omission of dividend payments.

☐ (a) The Proxy is entitled to cast the votes on my/our behalf at its own discretion.

☐ (b) The Proxy must cast the votes in accordance with my/our following instruction:

☐ Approve ☐ Disapprove ☐ Abstain

Agenda 5 To consider and approve the election of directors to replace those retiring by rotation.

- ☐ (a) The Proxy is entitled to cast the votes on my/our behalf at its own discretion.
- ☐ (b) The Proxy must cast the votes in accordance with my/our following instruction:
- ☐ Appointment of the entire committee
- ☐ Approve ☐ Disapprove ☐ Abstain
- ☐ Appointment of individual directors

Name of Director**Miss Proudpuh Liptapanlop**.....

☐ Approve ☐ Disapprove ☐ Abstain

Name of Director**Mr. Dan Sornmani**.....

☐ Approve ☐ Disapprove ☐ Abstain

Name of Director**Mr. Pumipat Sinacharoen**.....

☐ Approve ☐ Disapprove ☐ Abstain

Agenda 6 To consider and approve the increase in the number of directors and the appointment of new directors.

- ☐ (a) The Proxy is entitled to cast the votes on my/our behalf at its own discretion.
- ☐ (b) The Proxy must cast the votes in accordance with my/our following instruction:
- ☐ The Increase in number of directors
- ☐ Approve ☐ Disapprove ☐ Abstain
- ☐ The appointment of new directors on an individual basis.

Name of Director**Mr. Sutep Dechrugsa**.....

☐ Approve ☐ Disapprove ☐ Abstain

Name of Director**Mr. Thanasak Chanyapoon**.....

☐ Approve ☐ Disapprove ☐ Abstain

Name of Director**Mr. Chetawan Anuntasomboon**.....

☐ Approve ☐ Disapprove ☐ Abstain

Agenda 7 To consider and approve the determination of the directors' remuneration for the year 2025.

- ☐ (a) The Proxy is entitled to cast the votes on my/our behalf at its own discretion.
- ☐ (b) The Proxy must cast the votes in accordance with my/our following instruction:
- ☐ Approve ☐ Disapprove ☐ Abstain

Agenda 8 To consider and approve the appointment of auditors and the determination of their remuneration for the year 2025.

- ☐ (a) The Proxy is entitled to cast the votes on my/our behalf at its own discretion.
- ☐ (b) The Proxy must cast the votes in accordance with my/our following instruction:
- ☐ Approve ☐ Disapprove ☐ Abstain

Agenda 9 To consider and approve the reduction of the registered capital and the amendment of Clause 4 of the Company's Memorandum of Association.

- ☐ (a) The Proxy is entitled to cast the votes on my/our behalf at its own discretion.
- ☐ (b) The Proxy must cast the votes in accordance with my/our following instruction:
- ☐ Approve ☐ Disapprove ☐ Abstain

Agenda 10 To consider and approve the issuance and allocation of the Warrants to Purchase Ordinary Shares of the Company No. 3 (PROUD-W3) to the existing shareholders in proportion to their shareholdings.

- ☐ (a) The Proxy is entitled to cast the votes on my/our behalf at its own discretion.
- ☐ (b) The Proxy must cast the votes in accordance with my/our following instruction:
- ☐ Approve ☐ Disapprove ☐ Abstain

Agenda 11 To consider and approve the increase of the registered capital and the amendment of Clause 4 of the Company's Memorandum of Association.

- ☐ (a) The Proxy is entitled to cast the votes on my/our behalf at its own discretion.
- ☐ (b) The Proxy must cast the votes in accordance with my/our following instruction:
- ☐ Approve ☐ Disapprove ☐ Abstain

Agenda 12 To consider and approve the allocation of the newly issued ordinary shares of the Company to accommodate the exercise of the Warrants to Purchase Ordinary Shares of the Company No. 3 (PROUD-W3).

- ☐ (a) The Proxy is entitled to cast the votes on my/our behalf at its own discretion.
- ☐ (b) The Proxy must cast the votes in accordance with my/our following instruction:

☐ Approve ☐ Disapprove ☐ Abstain

Agenda 13 To consider any other matters (if any)

- ☐ (a) The Proxy is entitled to cast the votes on my/our behalf at its own discretion.
- ☐ (b) The Proxy must cast the votes in accordance with my/our following instruction:

☐ Approve ☐ Disapprove ☐ Abstain

(5) Vote of the proxy in any Agenda which is not in accordance with this Form of Proxy shall be invalid and shall not be the vote of the shareholders.

(6) In case I do not specify the authorization, or the authorization is unclear, or if the meeting considers or resolves any matter other than those stated above, or if there is any change or amendment to any fact, the Proxy shall be authorized to consider and vote the matter on my/our behalf as the Proxy deems appropriate.

For any act performed by the Proxy at the meeting, it shall be deemed as such acts had been done by me/us in all respect except for vote of the Proxy which is not in accordance with this Proxy Form.

Sign Proxy Grantor
(.....)

Sign Proxy Holder
(.....)

Sign Proxy Holder
(.....)

Sign Proxy Holder
(.....)

Remark

1. The shareholder appointing the Proxy must authorize only one proxy to attend and vote at the meeting and shall not allocate the number of shares to several proxies to vote separately.
2. In case there is any further agenda apart from specified above brought into consideration in the meeting, the Grantor may use the Regular Continued Proxy Form B as attached.

REGULAR CONTINUED PROXY FORM B

Authorization on behalf of the Shareholders of Proud Real Estate Public Company Limited

at the 2025 Annual General Meeting of Shareholders, scheduled for April 23, 2025, at 10:00 AM,
via electronic media, or as may be rescheduled to another date, time, location, and method.

☐ Agenda No. Subject

☐ (a) The Proxy is entitled to cast the votes on my/our behalf at its own discretion.

☐ (b) The Proxy must cast the votes in accordance with my/our following instruction:

☐ Approve ☐ Disapprove ☐ Abstain

☐ Agenda No. Subject

☐ (a) The Proxy is entitled to cast the votes on my/our behalf at its own discretion.

☐ (b) The Proxy must cast the votes in accordance with my/our following instruction:

☐ Approve ☐ Disapprove ☐ Abstain

☐ Agenda No. Subject

☐ (a) The Proxy is entitled to cast the votes on my/our behalf at its own discretion.

☐ (b) The Proxy must cast the votes in accordance with my/our following instruction:

☐ Approve ☐ Disapprove ☐ Abstain

☐ Agenda No. Subject

☐ (a) The Proxy is entitled to cast the votes on my/our behalf at its own discretion.

☐ (b) The Proxy must cast the votes in accordance with my/our following instruction:

☐ Approve ☐ Disapprove ☐ Abstain

☐ Agenda No. Subject

☐ (a) The Proxy is entitled to cast the votes on my/our behalf at its own discretion.

☐ (b) The Proxy must cast the votes in accordance with my/our following instruction:

☐ Approve ☐ Disapprove ☐ Abstain

☐ Agenda No. Subject: **Election of directors (continues)**

Name of Director

☐ Approve ☐ Disapprove ☐ Abstain

Name of Director

☐ Approve ☐ Disapprove ☐ Abstain

Name of Director

☐ Approve ☐ Disapprove ☐ Abstain

Name of Director

☐ Approve ☐ Disapprove ☐ Abstain

Name of Director

☐ Approve ☐ Disapprove ☐ Abstain

Name of Director

☐ Approve ☐ Disapprove ☐ Abstain

Name of Director

☐ Approve ☐ Disapprove ☐ Abstain

PROXY FORM C
(FOR FOREIGN SHAREHOLDER APPOINTING CUSTODIAN IN THAILAND)
According to Regulation of Department of Business Development
Re: Form of Proxy (No.5) B.E. 2550

Duty Stamp
THB 20

Written at

DateMonthYear.....

(1) I / We Nationality
with address at Road Sub-district
District Province Postal Code.....

As a custodian for.....

Being a shareholder of **Proud Real Estate Public Company Limited** Holding the total amount
of shares with the voting right of..... votes as follows:

☐ Ordinary share..... shares with the voting right of.....votes

☐ Preferred share..... shares with the voting right of.....votes

(2) Do hereby appoint either one of the following persons:

☐ (1).....AgeYear

with address at..... Road Sub-district

DistrictProvince Postal Code.....

or

☐ (2).....AgeYear

with address at..... Road Sub-district

DistrictProvince Postal Code.....

or

☐ (3).....AgeYear

with address at..... Road Sub-district

DistrictProvince Postal Code.....

or

☐ (4) Mr. Anuwat Maytheewibulwut Age 73 Year, Position Independent Director

with address at No. 548, One City Centre Building, 19th Floor, Unit No. 1902-1903 Soi ..

Sub-district Lumpini District Pathumwan Province Bangkok

Postal Code 10330 or

☐ (5) Ms. Anchalee Bunsongsikul Age 55 Year, Position Independent Director
 with address at No. 548, One City Centre Building, 19th Floor, Unit No. 1902-1903 Soi -
 Sub-district Lumpini District Pathumwan Province Bangkok
 Postal Code 10330

As only one of my/our proxy to attend and vote on my/our behalf at **the 2025 Annual General Meeting of Shareholders, scheduled for April 23, 2025, at 10:00 AM, via electronic media**, or as may be rescheduled to another date, time, location, and method.

(3) I/We authorize my/our Proxy to cast the votes according to my/our intentions as follows:

- ☐ The voting right in all the voting shares held by us is granted to the proxy.
- ☐ The voting right in part of the voting shares held by us is granted to the proxy as follows:
- ☐ Ordinary share.....shares with the voting right of votes
- ☐ Preferred share.....shares with the voting right of votes
- Total votes

(4) I/We authorize my/our Proxy to cast the votes according to my/our intentions as follows:

Agenda 1 To consider and acknowledge the minutes of the Extraordinary General Meeting of Shareholders No. 1/2025

(This agenda item is for acknowledgment only, and therefore does not require approval by a resolution of the shareholders' meeting.)

Agenda 2 To consider and acknowledge the report of the Board of Directors regarding the Company's performance for the year 2024.

(This agenda item is for acknowledgment only, and therefore does not require approval by a resolution of the shareholders' meeting.)

Agenda 3 To consider and approve the financial statements for the year 2024, ending December 31, 2024, which have been audited by a certified public accountant.

- ☐ (a) The Proxy is entitled to cast the votes on my/our behalf at its own discretion.
- ☐ (b) The Proxy must cast the votes in accordance with my/our following instruction:

☐ Approve ☐ Disapprove ☐ Abstain

Agenda 4 To consider and approve the allocation of net profit as a legal reserve and the omission of dividend payments.

- ☐ (a) The Proxy is entitled to cast the votes on my/our behalf at its own discretion.
- ☐ (b) The Proxy must cast the votes in accordance with my/our following instruction:
- ☐ Approve ☐ Disapprove ☐ Abstain

Agenda 5 To consider and approve the election of directors to replace those retiring by rotation.

- ☐ (a) The Proxy is entitled to cast the votes on my/our behalf at its own discretion.
- ☐ (b) The Proxy must cast the votes in accordance with my/our following instruction:
- ☐ Appointment of the entire committee
- ☐ Approve ☐ Disapprove ☐ Abstain
- ☐ Appointment of individual directors

Name of Director **Miss Proudpuh Liptapanlop**

☐ Approve ☐ Disapprove ☐ Abstain

Name of Director **Mr. Dan Sornmani**

☐ Approve ☐ Disapprove ☐ Abstain

Name of Director **Mr. Pumipat Sinacharoen**

☐ Approve ☐ Disapprove ☐ Abstain

Agenda 6 To consider and approve the increase in the number of directors and the appointment of new directors.

- ☐ (a) The Proxy is entitled to cast the votes on my/our behalf at its own discretion.
- ☐ (b) The Proxy must cast the votes in accordance with my/our following instruction:
- ☐ The Increase in number of directors
- ☐ Approve ☐ Disapprove ☐ Abstain
- ☐ The appointment of new directors on an individual basis.

Name of Director **Mr. Sutep Dechrugsa**

☐ Approve ☐ Disapprove ☐ Abstain

Name of Director **Mr. Thanasak Chanyapoon**

☐ Approve ☐ Disapprove ☐ Abstain

Name of Director **Mr. Chetawan Anuntasomboon**

☐ Approve ☐ Disapprove ☐ Abstain

Agenda 7 To consider and approve the determination of the directors' remuneration for the year 2025.

☐ (a) The Proxy is entitled to cast the votes on my/our behalf at its own discretion.

☐ (b) The Proxy must cast the votes in accordance with my/our following instruction:

☐ Approve ☐ Disapprove ☐ Abstain

Agenda 8 To consider and approve the appointment of auditors and the determination of their remuneration for the year 2025.

☐ (a) The Proxy is entitled to cast the votes on my/our behalf at its own discretion.

☐ (b) The Proxy must cast the votes in accordance with my/our following instruction:

☐ Approve ☐ Disapprove ☐ Abstain

Agenda 9 To consider and approve the reduction of the registered capital and the amendment of Clause 4 of the Company's Memorandum of Association.

☐ (a) The Proxy is entitled to cast the votes on my/our behalf at its own discretion.

☐ (b) The Proxy must cast the votes in accordance with my/our following instruction:

☐ Approve ☐ Disapprove ☐ Abstain

Agenda 10 To consider and approve the issuance and allocation of the Warrants to Purchase Ordinary Shares of the Company No. 3 (PROUD-W3) to the existing shareholders in proportion to their shareholdings.

☐ (a) The Proxy is entitled to cast the votes on my/our behalf at its own discretion.

☐ (b) The Proxy must cast the votes in accordance with my/our following instruction:

☐ Approve ☐ Disapprove ☐ Abstain

Agenda 11 To consider and approve the increase of the registered capital and the amendment of Clause 4 of the Company's Memorandum of Association.

- ☐ (a) The Proxy is entitled to cast the votes on my/our behalf at its own discretion.
- ☐ (b) The Proxy must cast the votes in accordance with my/our following instruction:
- ☐ Approve ☐ Disapprove ☐ Abstain

Agenda 12 To consider and approve the allocation of the newly issued ordinary shares of the Company to accommodate the exercise of the Warrants to Purchase Ordinary Shares of the Company No. 3 (PROUD-W3).

- ☐ (a) The Proxy is entitled to cast the votes on my/our behalf at its own discretion.
- ☐ (b) The Proxy must cast the votes in accordance with my/our following instruction:
- ☐ Approve ☐ Disapprove ☐ Abstain

Agenda 13 To consider any other matters (if any)

- ☐ (a) The Proxy is entitled to cast the votes on my/our behalf at its own discretion.
- ☐ (b) The Proxy must cast the votes in accordance with my/our following instruction:
- ☐ Approve ☐ Disapprove ☐ Abstain

(5) Vote of the proxy in any Agenda which is not in accordance with this Form of Proxy shall be invalid and shall not be the vote of the shareholders.

(6) In case I do not specify the authorization, or the authorization is unclear, or if the meeting considers or resolves any matter other than those stated above, or if there is any change or amendment to any fact, the Proxy shall be authorized to consider and vote the matter on my/our behalf as the Proxy deems appropriate.

For any act performed by the Proxy at the meeting, it shall be deemed as such acts had been done by me/us in all respect except for vote of the Proxy which is not in accordance with this Proxy Form.

Sign Proxy Grantor
(.....)

Sign Proxy Holder
(.....)

Sign Proxy Holder
(.....)

Sign Proxy Holder
(.....)

Remark

1. This Proxy Form C shall be applicable only for the Shareholders listed in the share register book as the foreign investors appointing the Custodian in Thailand.
2. The following documents shall be attached with this Proxy Form:
 - (1) Power of Attorney from a shareholder authorizing a custodian to sign the Proxy Form on behalf of the shareholder.
 - (2) Letter certifying that the person signing the Proxy Form is authorized to engage in custodian business.
3. The shareholder appointing the Proxy must authorize only one proxy to attend and vote at the meeting and shall not allocate the number of shares to several proxies to vote separately.
4. In case there is any further agenda apart from specified above brought into consideration in the meeting, the Grantor may use the Regular Continued Proxy Form C as attached.

REGULAR CONTINUED PROXY FORM C

Authorization on behalf of the Shareholders of Proud Real Estate Public Company Limited
at the 2025 Annual General Meeting of Shareholders, scheduled for April 23, 2025, at 10:00 AM,
via electronic media, or as may be rescheduled to another date, time, location, and method.

☐ Agenda No. Subject

☐ (a) The Proxy is entitled to cast the votes on my/our behalf at its own discretion.

☐ (b) The Proxy must cast the votes in accordance with my/our following instruction:

☐ Approve votes ☐ Disapprove votes ☐ Abstain..... votes

☐ Agenda No. Subject

☐ (a) The Proxy is entitled to cast the votes on my/our behalf at its own discretion.

☐ (b) The Proxy must cast the votes in accordance with my/our following instruction:

☐ Approve votes ☐ Disapprove votes ☐ Abstain..... votes

☐ Agenda No. Subject

☐ (a) The Proxy is entitled to cast the votes on my/our behalf at its own discretion.

☐ (b) The Proxy must cast the votes in accordance with my/our following instruction:

☐ Approve votes ☐ Disapprove votes ☐ Abstain..... votes

☐ Agenda No. Subject

☐ (a) The Proxy is entitled to cast the votes on my/our behalf at its own discretion.

☐ (b) The Proxy must cast the votes in accordance with my/our following instruction:

☐ Approve votes ☐ Disapprove votes ☐ Abstain..... votes

☐ Agenda No. Subject: **Election of directors (Continues)**

Name of Director

☐ Approve votes ☐ Disapprove votes ☐ Abstain..... votes

Name of Director

☐ Approve votes ☐ Disapprove votes ☐ Abstain..... votes

Name of Director

☐ Approve votes ☐ Disapprove votes ☐ Abstain..... votes

Name of Director

☐ Approve votes ☐ Disapprove votes ☐ Abstain..... votes

Name of Director

☐ Approve votes ☐ Disapprove votes ☐ Abstain..... votes

Name of Director

☐ Approve votes ☐ Disapprove votes ☐ Abstain..... votes

Name of Director

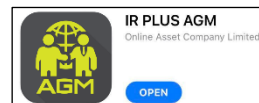
☐ Approve votes ☐ Disapprove votes ☐ Abstain..... votes

IR PLUS AGM

Electronic-Annual General Meeting (E-AGM)

1. Download and Install application “IR PLUS AGM”

From App Store (Support since iOS 15) and Google Play Store (Support since Android 8)



iOS
iOS 15 ขึ้นไป



Android
Android 8.0 ขึ้นไป

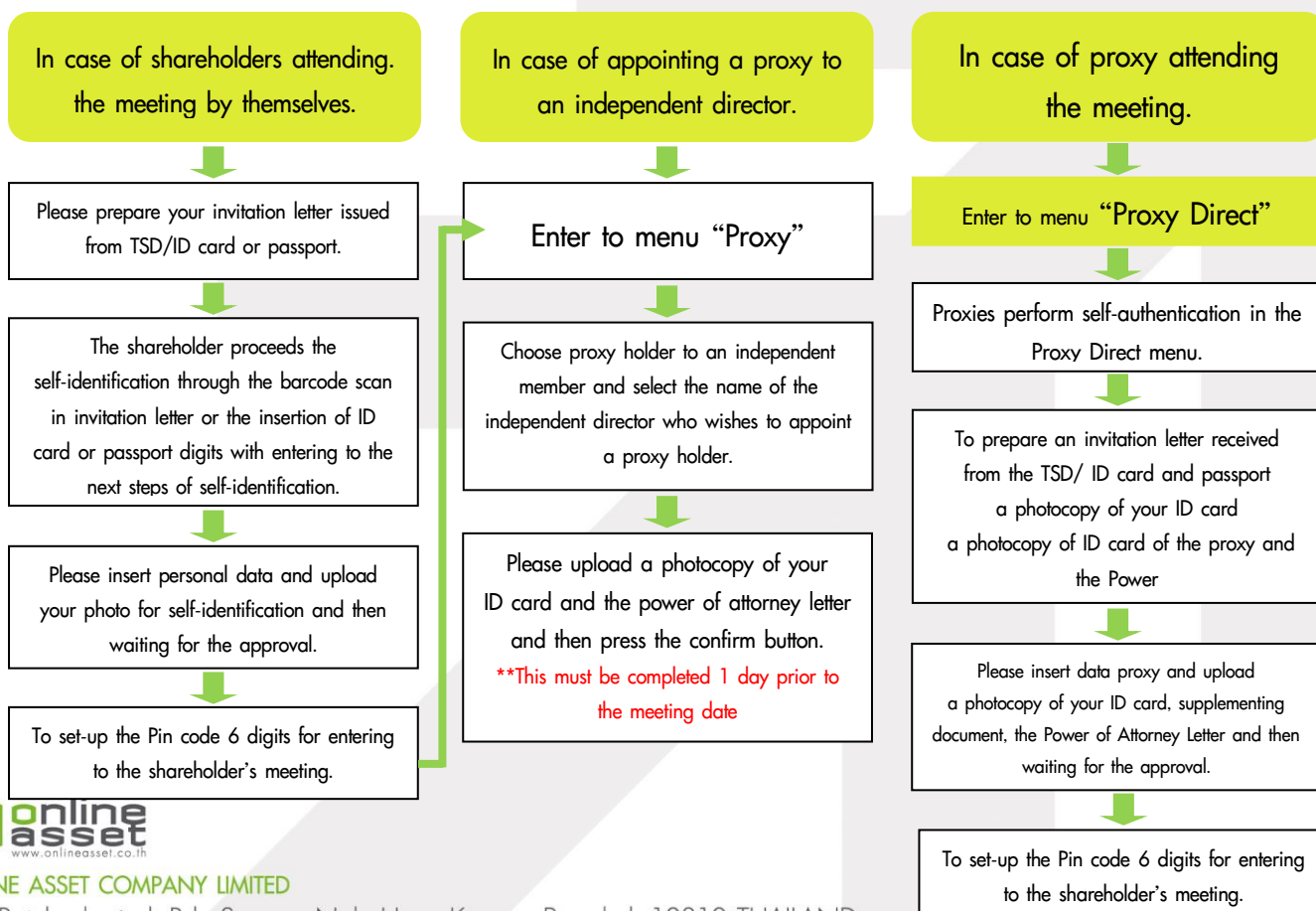


“webagm.irplus.in.th”

Or attend the meeting via the Web App “webagm.irplus.in.th” on Google without an application or program installed.

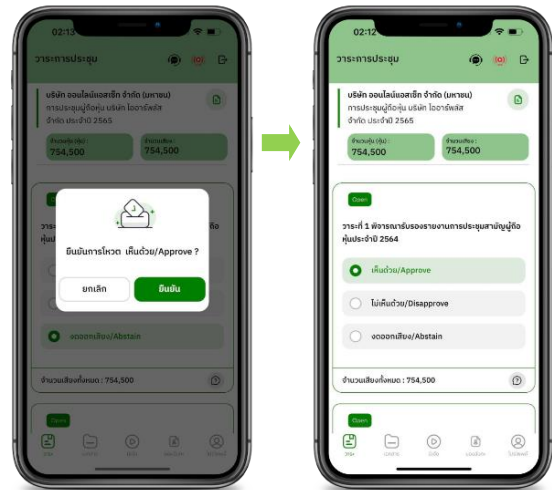
2. Identity verification process (KYC)

- Select the company you want to attend the meeting. And select the status of the user, then Login to access the system with the ID card number of the shareholders.
- Please insert personal data, upload your photo of the ID card, and then take a photograph of the shareholder holding the ID card for identity verification.
- Fill up the OTP received from the system via selected channels (text/e-mail)
- The system will notify the result of identity verification (KYC) as "Approve" or "Disapprove" In case of Disapprove, the shareholder must proceed with the KYC procedure again.
- Set up the Pin code for attend the meeting.

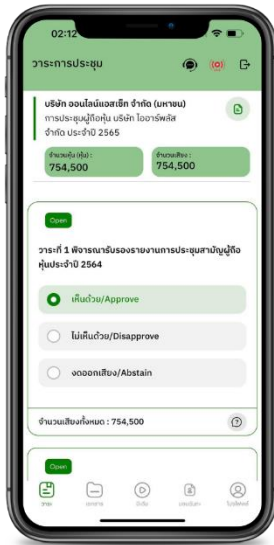






3. How to vote.

The system will Default vote “Agree” on every agenda that can change the vote result “Disagree” or “Abstain”
Then press the bottom confirms to confirm. The system Will change the voting result immediately.
As shown in the picture.









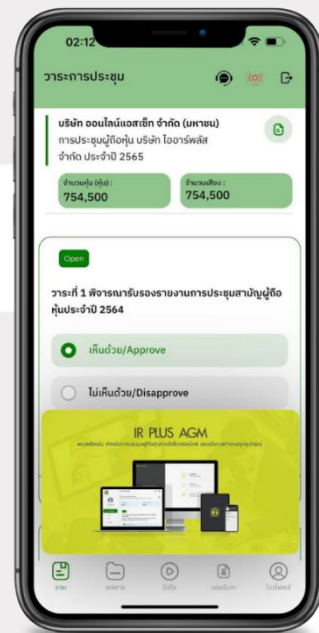
4. Asking question, Text format and VDO Call format



-  In case, Asking questions via VDO Call
Click  that shown on your screen, then type the question.
Then wait for the staff will get back to you.
-  In case, Asking questions via Text
Click  that shown in every agenda to send questions to be asked in that agenda. You can ask a question in the system at any time until the agenda is closed.

5. Other Menu

-  : Document
-  : Media or VDO Presentation
-  : Proxy *Incase Provide proxy to independent directors only.
This must be completed 1 day prior the meeting date
-  : Profile
-  : Log out ****When you confirm to log out the meeting
Your vote will eliminate from the vote base immediately.**
-  : Live stream



If you encounter problems in the use please contact : IR PLUS AGM Call Center

Call : 02-022 6200 ext. 2, 626 Office hours: 9:00 a.m. to 5:30 p.m. Monday to Friday



Add Line id : @irplusagm

Or scan QR Code to report a problem using the system to get help quickly.

Procedure for submitting questions in advance regarding the shareholders' meeting

The Board of Directors has deemed it appropriate to provide shareholders with the opportunity to submit comments or questions related to the shareholders' meeting in advance of the meeting date. Shareholders may submit their questions to the Company through the following channels:

1. Shareholders submitting questions are kindly requested to provide the following information:
 - Full name, address, telephone number, fax number, and email address (if applicable) where the Company can contact you.
 - The question or comment to be raised, along with any supporting documents or information (if applicable).
2. Channels for Submitting Questions:
 - Email: Legal_Comsec@proudrealestate.co.th
 - Postal mail to the following address:
Company Secretary Office, Proud Real Estate Public Company Limited
No. 548 One City Center Building, 19th Floor, Unit No. 1902-1903
Ploenchit Road, Lumpini, Pathumwan District, Bangkok
3. Period for Submitting Questions:

The Company invites shareholders to submit questions regarding the shareholders' meeting starting from now, with the deadline for submission being no later than January 20, 2025.
4. The Company Secretary's office will collect the submitted questions and forward them to the Board of Directors for consideration. The responses to these questions will be provided during the shareholders' meeting.

Personal data processing form for shareholders

Proud Real Estate Public Company Limited ("the Company") respects the right to privacy and places great importance on the protection of personal data related to individuals who engage in transactions or have business dealings with the Company. In order to ensure that you are confident that your personal data, which the Company collects, will be used for its intended purposes and in accordance with the Personal Data Protection Act B.E. 2562, for the 2025 Annual General Meeting of Shareholders, the Company would like to inform you of the details regarding the processing of your personal data, as follows:

1. Details of the Data Controller

Name:	Proud Real Estate Public Company Limited
Contact Address:	No. 548 One City Center Building, 19th Floor, Unit No. 1902-1903, Ploenchit Road, Lumpini, Pathumwan District, Bangkok, 10330
Contact for Data Protection Officer (DPO):	Email: dpo@proudrealestate.co.th Phone: 02-035-0999 Website: www.proudrealestate.co.th

2. Personal Data Collected

The Company collects your personal data for the purpose of organizing the 2025 Annual General Meeting of Shareholders and for shareholder participation in the meeting. The data collected includes your name, surname, address, telephone number, ID card number or passport number, bank account number, email address, fax number, securities holder registration number, and information related to shares, as well as electronic traffic data in the case of holding the meeting via electronic media.

Additionally, the Company will record still images, motion pictures, and broadcast audio and visual recordings during the meeting. The video recording of the meeting will also be published on the Company's website for legitimate purposes and for the benefit of shareholders.

PROUD REAL ESTATE PUBLIC COMPANY LIMITED

548 One City Centre Building, 19th Floor,
Ploenchit Road, Lumpini, Pathum Wan, Bangkok 10330
Tel.: 02 035 0999 Fax: 02 035 0998

3. Source of Collected Personal Data

The Company collects personal data directly from the data subject, and from other sources, including the securities registrar or the Thailand Securities Depository (TSD), which is the securities registrar of the Company.

4. Purpose of Collecting and Processing Data

The Company requires you to submit a photograph and/or a copy of your ID card to verify your identity. The personal data on the ID card may contain sensitive information, such as religion. Since the Company does not intend to collect sensitive personal data, we kindly ask that you cover or obscure that part of the ID card before submitting a copy to the Company.

The Company will collect, use, and/or disclose your personal data only as necessary for legitimate purposes or where there is a legal basis to do so. This may include fulfilling legal obligations (such as calling and conducting the shareholders' meeting, identity verification, sending related documents, and other actions to comply with the law, such as the Public Limited Companies Act B.E. 2535, the Civil and Commercial Code, and other relevant laws) or conducting necessary activities under the legitimate interests of the Company or other individuals or legal entities. These activities may include preparing meeting reports, broadcasting the meeting's audio and video, recording still and motion pictures for use as evidence of the meeting, publishing information through print and electronic media, ensuring security, and any other necessary activities while respecting your fundamental rights regarding personal data and not exceeding the scope that you could reasonably expect.

5. Disclosure of Personal Data

The Company may need to disclose the personal data of data subjects to other individuals, legal entities, or relevant authorities as required by law and in accordance with good corporate governance principles. This is being done to facilitate the Company's operations and to provide services to data subjects in line with the purposes outlined in this notice.

In disclosing personal data to these parties, the Company will ensure that such parties maintain the confidentiality of the personal data and do not use it for purposes other than those defined by the Company.

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6. Retention Period and Data Security

The Company will retain your personal data for as long as necessary while you remain a shareholder of the Company, or for the duration required to achieve the relevant purposes. If required by law, the Company may retain the data for a period of up to 10 years. The Company will implement appropriate measures to delete or destroy your personal data, or anonymize it when it is no longer necessary or after the retention period has ended.

7. Rights of the Data Subject

- (1) The right to access and obtain a copy of personal data concerning oneself, or to request disclosure of the sources of personal data that the individual did not consent to.
- (2) The right to object to the collection, use, or disclosure of personal data concerning oneself.
- (3) The right to request the deletion or destruction of personal data, or to make the data anonymized so that it can no longer identify the data subject.
- (4) The right to request the suspension of the use of personal data.
- (5) The right to withdraw consent for the processing of personal data that has been previously consented to. Withdrawal of consent does not affect the lawfulness of data processing based on consent prior to withdrawal.
- (6) The right to request the correction of personal data to ensure its accuracy.
- (7) The right to request the transfer of personal data.

You can contact the Company's Data Protection Officer to exercise any of the rights mentioned above by sending a request via email at dpo@proudrealstate.co.th, by phone at 02-035-0999, or by reviewing additional details and forms for exercising your rights on the Company's website at www.proudrealstate.co.th.