

No. PROUD-LC-2024/08

December 11, 2024

Subject Notification of the Board of Directors' Resolution on the Issuance and Offering of the Company's Debentures and the Determination of the Extraordinary General Meeting of Shareholders No. 1/2025

To President
The Stock Exchange of Thailand

Proud Real Estate Public Company Limited ("the Company") would like to inform the resolutions of the Board of Directors' Meeting No. 7/2024, held on December 11, 2024, regarding the significant matters approved as below:

1. A resolution was passed to propose to the Extraordinary General Meeting of Shareholders No. 1/2025 for the approval of the issuance and offering of the Company's debentures in the amount not exceeding 2,000 million Baht. The issuance and offering of the debentures will be in accordance with the regulations of the Securities and Exchange Commission ("SEC"), the Securities and Exchange Commission's Capital Market Supervisory Board, the Stock Exchange of Thailand, and other relevant government agencies, as well as in alignment with the Company's financial needs and market conditions. Details regarding the issuance and offering of the debentures are as follows:

Objective: To utilize the proceeds from the issuance and offering of debentures for business operations, and/or working capital, and/or debt repayment, or other purposes as deemed appropriate by the Board of Directors.

Type of Debentures: Promissory notes and/or all types and forms of debentures, whether registered or bearer, subordinated or unsubordinated, secured or unsecured, with or without a bondholder representative, with or without a maturity date, as appropriate based on the market conditions at the time of issuance and offering.

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

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Total Value of Debentures:	<p>Not exceeding 2,000 million Baht or its equivalent in foreign currency.</p> <p>The Company may issue and offer additional debentures and/or issue debentures to replace those that have been redeemed within the aforementioned limit. The total outstanding principal of all debentures issued and offered at any given time shall not exceed this limit.</p>
Interest Rate:	<p>To be determined at the time of issuance, depending on the market conditions at that time and other relevant factors.</p> <p>This will be in compliance with the regulations of the Securities and Exchange Commission ("SEC") and/or any relevant announcements or regulations in force at the time of issuance and offering.</p>
Maturity of Debentures:	<p>Subject to market conditions at the time of issuance and offering. In the case of debentures, the Company may determine whether early redemption is allowed, or it may issue perpetual debentures (redeemable upon the dissolution of the company).</p>
Offering:	<p>(1) The debentures may be offered in a single offering or multiple offerings, and/or as a program, and/or in a revolving manner.</p> <p>(2) The offering may be made to the general public and/or specific investors and/or institutional investors, both domestically and/or internationally, in a single offering or multiple offerings, in accordance with the announcements of the SEC and/or the Capital Market Supervisory Board, or in compliance with other applicable laws, ministerial regulations, rules, and other regulations in force at the time of issuance and offering.</p>
Early Redemption:	<p>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 early, or the Company may determine whether early redemption will be allowed in specific circumstances</p>

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(Special event redemption). All such terms will be governed by the agreements and conditions specified at the time of debenture issuance.

The following matters shall be presented for consideration and approval at the shareholders' meeting, granting the Board of Directors the authority to approve the issuance and offering of the Company's debentures on each occasion. Additionally, the Board of Directors, and/or the Executive Committee, and/or any individual designated by the Board of Directors, shall be granted the following powers:

- (1) To determine the details related to the debentures, including but not limited to the type, name, interest rate, guarantees, collateral, maturity, redemption terms, early redemption rights, appointment of bondholder representatives, appointment of bond registrar, and other details related to the offering, including but not limited to the price, method, offering period, and allocation. This shall also include the authority to make decisions or changes to the terms and conditions of the debentures issued and offered from time to time, as deemed appropriate.
 - (2) To appoint a financial advisor and/or securities underwriter and/or credit rating agency for the issuer and/or the securities and/or any other individuals as required by relevant regulations or deemed necessary in other circumstances.
 - (3) To contact, negotiate, enter into, sign, and amend agreements and/or documents, including liaising and submitting necessary documents and evidence to the Securities and Exchange Commission (SEC) and/or any other relevant authorities regarding the issuance and offering of the debentures, as well as to take any actions related to or necessary for the issuance and offering, as deemed appropriate.
2. A resolution was passed to approve the setting of the date for the Extraordinary General Meeting of Shareholders No. 1/2025 to be held on January 22, 2025, at 10:00 AM, through electronic media (E-EGM) in accordance with the applicable laws governing electronic meetings. The meeting will address various matters, with the record date for determining the shareholders entitled to attend the Extraordinary General Meeting No. 1/2025 set for December 25, 2024. The Board of Directors and/or the Executive Committee and/or the Chief Executive Officer are hereby granted the authority to amend or modify the date,

time, location, and format of the meeting, as well as to take any necessary actions related to the organization of the meeting, in a manner deemed appropriate, with primary consideration given to the benefits and impact on the shareholders. The agenda items for the meeting are as follows:

- Agenda 1 To acknowledge the minutes of the Annual General Meeting of Shareholders for the year 2024.
- Agenda 2 To approve the issuance and offering of the Company's debentures.
- Agenda 3 Other matters (if any).

Please be informed accordingly,

Sincerely yours,

- Pumipat Sinacharoen -

(Mr. Pumipat Sinacharoen)
Chief Executive Officer