

PROUD-LC 2024/02

23 February 2024

Subject : Schedule for the Annual General Meeting of shareholders for the year 2024 and Omission of the dividend payment.

Attention : President

The Stock Exchange of Thailand

Proud Real Estate Public Company Limited (the "Company") would like to inform the resolutions of Board of Director's Meeting No. 1/2024 held on Friday, 23 February 2024 to the Stock Exchange of Thailand ("SET"), which can be summarized as follows:

1. The Board meeting acknowledged the results of the exercise of shareholders' rights prior to the Annual General Meeting of Shareholders ("AGM") for the Year 2024 as follows:

1.1 No meeting agenda for Annual General Meeting of Shareholders for the Year 2024 proposed by shareholders.

1.2 No new directors nominated by shareholders for consideration of Annual General Meeting of Shareholders for the Year 2024.

1.3 No questions in advance received from shareholders prior to Annual General Meeting of Shareholders for the Year 2024.

2. Approved the determination of the date of the 2024 Annual General Meeting of Shareholders to be held on Wednesday, 24 April 2024 at 10.00 a.m. via Electronic Media to consider the following agendas:

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

Board's Opinion It is appropriate to propose Annual General Meeting of Shareholders for the Year 2024 to consider approving the minutes of the 1/2023 Extraordinary General Meeting of Shareholders held on June 29, 2023.

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

Board's Opinion It is appropriate to propose Annual General Meeting of Shareholders for the Year 2024 to approve the financial statements for the year ended 31 December 2023.

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

Board's Opinion In 2023, the Company generated net profits of the Separate Financial Statements. Therefore, the Board consider to allocate the net profit for the year 2023 in the amount of 419,113 Baht as legal reserve. And omit the payment of dividend from the operating results of 2023. The Board has considered and deemed appropriate to propose to the shareholders' meeting for approval for allocation of net profit for statutory reserve and omitting of dividend payment for the year 2023 due to the company policy to maintain liquidity and to invest in the new line of business.

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

Board's Opinion The Board of Directors agreed with the Audit Committee to propose Annual General Meeting of Shareholders for the Year 2024 to appoint the auditors and fix their remuneration for year 2024 as follows:

1. The appointment of the auditors as follows:

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

1.2 Mr. Samran Taengcham, C.P.A. Registration No. 8021, and/or

1.3 Ms. Kwanjira Tanomwongtai, C.P.A. Registration No. 8804

The auditors of EY Office Limited be appointed as the Company's auditor for the year 2024. In the event those auditors are unable to perform their duties, EY Office Limited is authorized to assign another of its auditors to perform the audit and express an opinion on the company's financial statements in their place.

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

Agenda 5 To elect directors to replace those who retire by rotation.

Board's Opinion It is appropriate to propose Annual General Meeting of Shareholders for the Year 2024 to consider and elect directors to replace those who retire by rotation, namely, Mr.Anuwat Maytheewibulwut, Mr. Pasu Liptapanlop and Mr.Anucha Sihanatkathakul, totally 3 directors. The Company has set the directors' election rules by giving the right and opportunity to shareholders to nominate new directors for the Board to consider during 1 October 2023 - 30 December 2023, but no shareholders nominated any new directors for the Board to consider. The Board of Directors of the Company, therefore, considers appropriate to propose Mr.Anuwat Maytheewibulwut, Mr. Pasu Liptapanlop and Mr.Anucha Sihanatkathakul to be re-elected as directors for another term of appointment. Because they are knowledgeable Expertise Skills and experiences that are beneficial to the Company's business operations.

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

Board's Opinion It is appropriate to propose Annual General Meeting of Shareholders for the Year 2024 to approve the remunerations for the Board of Directors, the Audit Committee, the Risk Management Committee and the Nomination and Remuneration Committee for the year 2024 as follows:

1. Remain the payment of remuneration for the year 2024 at the same rate as that of the year 2023 to the Board of Directors and sub-committees are as follows:

Meeting Allowance (Baht/Meeting)

	Chairman	Directors
1.Board of Directors	20,000 Baht	15,000 Baht
2. Audit committee member	20,000 Baht	15,000 Baht
3. Nomination and Remuneration Committee member	20,000 Baht	15,000 Baht
4. Risk Management Committee member	20,000 Baht	15,000 Baht

2. Refrain from paying directors' bonuses for the year 2023 to the Board of Directors.

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

Other Benefits: - None –

Agenda 7 To consider other business (If any)

The date of determining the names of shareholders who shall be entitled to attend the 2024 Annual General Meeting of Shareholders (Record Date) on 11 March 2024.

Please be informed accordingly.

Yours sincerely,

- Signed -

(Mr. Pumipat Sinacharoen)

Chief Executive Officer