

April 23, 2025

Subject Notification of Resolutions of the 2025 Annual General Meeting of Shareholders  
To President  
The Stock Exchange of Thailand

Proud Real Estate Public Company Limited (the "Company") held its the 2025 Annual General Meeting of Shareholders on April 23, 2025, at 10.00 AM. The meeting was conducted solely via electronic media (E-AGM). A total of 42 shareholders attended the meeting, comprising one shareholder attending in person via electronic media, one proxy attending on behalf of a shareholder, and 40 shareholders who appointed proxies. The total number of shares represented at the meeting amounted to 546,345,664 shares, which is equivalent to 56.0922% of the total shares issued and outstanding, thus constituting a quorum in accordance with the Company's Articles of Association. The Company hereby announces the key resolutions from the meeting as follows:

1. Acknowledged the minutes of the Extraordinary General Meeting of Shareholders No. 1/2025, which was held on January 22, 2025.

Remark During the consideration of this agenda item, an additional 2 shareholders participated in the meeting, representing a total of 89,100 shares.

2. Acknowledge the report of the Board of Directors regarding the Company's performance for the year 2024.

Remark During the consideration of this agenda item, 1 additional shareholder participated in the meeting, representing a total of 101,000 shares.

3. Resolved to approve the financial statements for the year 2024, ending December 31, 2024, with the details proposed in all respects. The resolution was approved by a majority vote of the shareholders present at the meeting and entitled to vote as follows:

Shareholders' voting results	Amount (votes)	percent of all votes of the shareholders present at the Meeting and casting their votes
Agree	546,535,764	100.00
Against	0	0.00
Abstention	0	0.00
	<b>546,535,764</b>	<b>100.00</b>

Remark This agenda item requires a majority vote of the shareholders attending the meeting and having the right to vote.

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4. Resolved to approve the allocation of net profit as a legal reserve and the omission of dividend payments, with the details as proposed in all respects. The resolution was approved by a majority vote of the shareholders present at the meeting and entitled to vote as follows:

Shareholders' voting results	Amount (votes)	percent of all votes of the shareholders present at the Meeting and casting their votes
Agree	546,434,764	100.00
Against	0	0.00
Abstention	0	0.00
	<b>546,434,764</b>	<b>100.00</b>

- Remark
- (1) This agenda item requires a majority vote of the shareholders attending the meeting and having the right to vote.
  - (2) During the consideration of this agenda item, the number of participating shareholders decreased by 1 shareholder, representing a total of 101,000 shares.

5. Resolved to approve the re-election of the three directors who retired by rotation to resume their directorships for another term. The election was carried out in accordance with all proposed details. The resolution was approved by a majority vote of the shareholders present at the meeting and entitled to vote as follows:

- (1) Miss Proudpuh Liptapanlop Director, Member of the Executive Committee, and Member of the Risk Management Committee

Shareholders' voting results	Amount (votes)	percent of all votes of the shareholders present at the Meeting and casting their votes
Agree	546,535,764	100.00
Against	0	0.00
Abstention	0	0.00
	<b>546,535,764</b>	<b>100.00</b>

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- (2) Mr. Dan Sornmani Independent Director, Member of the Audit Committee, and Member of the Risk Management Committee

Shareholders' voting results	Amount (votes)	percent of all votes of the shareholders present at the Meeting and casting their votes
Agree	546,535,764	100.00
Against	0	0.00
Abstention	0	0.00
	<b>546,535,764</b>	<b>100.00</b>

- (3) Mr. Pumipat Sinacharoen Director, Member of the Executive Committee, Member of the Risk Management Committee, and Chief Executive Officer

Shareholders' voting results	Amount (votes)	percent of all votes of the shareholders present at the Meeting and casting their votes
Agree	546,535,764	100.00
Against	0	0.00
Abstention	0	0.00
	<b>546,535,764</b>	<b>100.00</b>

- Remark
- (1) This agenda item requires a majority vote of the shareholders attending the meeting and having the right to vote.
- (2) During the consideration of this agenda item, 1 additional shareholder participated in the meeting, representing a total of 101,000 shares.

6. Resolved to approve the increase in the number of directors and the appointment of new directors, with the details as proposed in all respects. The resolution was approved by a majority vote of the shareholders present at the meeting and entitled to vote as follows:

- (1) Approved the increase in the number of directors from 8 to 11 members.

Shareholders' voting results	Amount (votes)	percent of all votes of the shareholders present at the Meeting and casting their votes
Agree	546,535,764	100.00

## PROUD REAL ESTATE PUBLIC COMPANY LIMITED

Shareholders' voting results	Amount (votes)	percent of all votes of the shareholders present at the Meeting and casting their votes
Against	0	0.00
Abstention	0	0.00
	<b>546,535,764</b>	<b>100.00</b>

(2) Approved the appointment of Mr. Sutep Dechruga as an Independent Director.

Shareholders' voting results	Amount (votes)	percent of all votes of the shareholders present at the Meeting and casting their votes
Agree	546,535,764	100.00
Against	0	0.00
Abstention	0	0.00
	<b>546,535,764</b>	<b>100.00</b>

(3) Approved the appointment of Mr. Thanasak Chanyapoon as an Independent Director.

Shareholders' voting results	Amount (votes)	percent of all votes of the shareholders present at the Meeting and casting their votes
Agree	546,535,764	100.00
Against	0	0.00
Abstention	0	0.00
	<b>546,535,764</b>	<b>100.00</b>

(4) Approved the appointment of Mr. Chetawan Anuntasomboon as an Independent Director.

Shareholders' voting results	Amount (votes)	percent of all votes of the shareholders present at the Meeting and casting their votes
Agree	546,535,764	100.00
Against	0	0.00
Abstention	0	0.00
	<b>546,535,764</b>	<b>100.00</b>

## PROUD REAL ESTATE PUBLIC COMPANY LIMITED

Remark This agenda item requires a majority vote of the shareholders attending the meeting and having the right to vote.

7. Resolved to approve the determination of the directors' remuneration for the year 2025, with the details as follows:

Director	2024 Meeting Allowances	2025 Meeting Allowances (Proposed Year)
<b>Board of Directors</b>		
1. Chairman	20,000	30,000
2. Committee Member	15,000	25,000
<b>Audit Committee</b>		
1. Chairman	20,000	30,000
2. Committee Member	15,000	25,000
<b>Nomination and Remuneration Committee</b>		
1. Chairman	20,000	30,000
2. Committee Member	15,000	25,000
<b>Risk Management Committee</b>		
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 approval of the directors' remuneration for the year 2025 was granted in accordance with all proposed details, with not less than two-thirds of the total votes of the shareholders attending the meeting and entitled to vote, as follows:

Shareholders' voting results	Amount (votes)	percent of all votes of the shareholders present at the Meeting and casting their votes
Agree	546,535,764	100.00
Against	0	0.00
Abstention	0	0.00
	<b>546,535,764</b>	<b>100.00</b>

**PROUD REAL ESTATE PUBLIC COMPANY LIMITED**

**Remark** This agenda item requires no less than two-thirds of the total votes of shareholders attending the meeting and having the right to vote.

8. Resolved to approve the appointment of the Company's external auditors for the year 2025 from EY Office Limited. The names of the appointed certified public accountants are as follows:

- (1) Mr. Piya Chaipruckmalakarn CPA, Registration No. 7544
- (2) Miss Satida Ratananurak CPA , Registration No. 4753
- (3) Mr. Samran Taengcham CPA, Registration No. 8021
- (4) Mr. Chawalit Chaluyampornbut CPA, Registration No. 8881
- (5) Mr. Somsak Chiratdhitiamphyvong CPA, Registration No. 8874

Also approved the auditor's remuneration for the year 2025 in accordance with all proposed details. The resolution was passed by a majority vote of the shareholders attending the meeting and entitled to vote, as follows:

Shareholders' voting results	Amount (votes)	percent of all votes of the shareholders present at the Meeting and casting their votes
Agree	546,535,764	100.00
Against	0	0.00
Abstention	0	0.00
	<b>546,535,764</b>	<b>100.00</b>

**Remark** This agenda item requires a majority vote of the shareholders attending the meeting and having the right to vote.

9. Resolved to approve the reduction of the Company's registered capital from 997,840,729 THB to 974,014,010 THB by cancelling 23,826,719 unissued ordinary shares. These shares were the remaining portion from the allocation of ordinary shares offered to the existing shareholders in proportion to their shareholding (Preferential Public Offering: PPO), as resolved at the 2023 Annual General Meeting of Shareholders held on April 28, 2023, which excluded shareholders who would cause the Company to be subject to foreign laws.

The Meeting also approved the amendment of Clause 4 of the Memorandum of Association to reflect the capital reduction, and the authorization of relevant actions proposed in all respects. The resolution was passed by not less than three-fourths of the total votes of the shareholders attending the meeting and entitled to vote, as follows:

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Agree	546,535,764	100.00
Against	0	0.00
Abstention	0	0.00
	<b>546,535,764</b>	<b>100.00</b>

Remark This agenda item requires no less than three-fourths of the total votes of shareholders attending the meeting and having the right to vote.

10. Resolved to approve the issuance and allocation of the Warrants to Purchase Ordinary Shares of the Company No. 3 ("PROUD-W3" or the "Warrants") in the amount not exceeding 243,503,502 units (equivalent to 25.00% 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), to be allocated to the Company's existing shareholders in proportion to their respective shareholdings (Right Offering), at no cost (zero THB). The allocation ratio is 4 existing ordinary shares to 1 warrant unit (any fractional entitlements shall be disregarded). The Warrants shall have a term of 3 years from the issuance date, with an exercise ratio of 1 warrant unit per 1 ordinary share, and an exercise price of THB 2 per share (unless adjusted pursuant to the adjustment conditions). The meeting also approved the delegation of related authorities, all in accordance with the details proposed. This resolution was passed by a majority vote of the shareholders attending the meeting and casting their votes, as follows:

Shareholders' voting results	Amount (votes)	percent of all votes of the shareholders present at the Meeting and casting their votes
Agree	546,535,764	100.00
Against	0	0.00
Abstention	0	0.00
	<b>546,535,764</b>	<b>100.00</b>

Remark This agenda item requires a majority vote of the shareholders attending the meeting and having the right to vote.

11. Resolved to approve the increase of the Company's registered capital by THB 243,503,502, from the existing registered capital of 974,014,010 THB to a new registered capital of 1,217,517,512 THB, by issuing 243,503,502 new ordinary shares with a par value of 1 THB per share. The capital

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increase is intended to accommodate the exercise of rights under the Warrants to Purchase Ordinary Shares of Proud Real Estate Public Company Limited No. 3 (PROUD-W3), in the amount not exceeding 243,503,502 shares. The Meeting also approved the amendment of Clause 4 of the Memorandum of Association to reflect the capital increase, as well as the delegation of related powers and duties, all in accordance with the proposed details. This resolution was passed by not less than three-fourths of the total votes of the shareholders attending the meeting and entitled to vote, as follows:

Shareholders' voting results	Amount (votes)	percent of all votes of the shareholders present at the Meeting and casting their votes
Agree	546,535,764	100.00
Against	0	0.00
Abstention	0	0.00
	<b>546,535,764</b>	<b>100.00</b>

**Remark** This agenda item requires no less than three-fourths of the total votes of shareholders attending the meeting and having the right to vote.

12. Resolved to approve the allocation of up to 243,503,502 newly issued ordinary shares of the Company (equivalent to 25.00% 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), with a par value of THB 1 per share, to accommodate the exercise of rights under the Warrants to Purchase Ordinary Shares of the Company No. 3 (PROUD-W3). The Warrants will be allocated to the existing shareholders of the Company in proportion to their shareholding, at no cost, in the ratio of 4 existing ordinary shares to 1 warrant unit (any fractional entitlements shall be disregarded). The Warrants will have a term of 3 years from the issuance date, an exercise ratio of 1 warrant per 1 ordinary share, and an exercise price of THB 2 per share (subject to adjustment conditions, if any). The Meeting also approved the authorization of relevant actions, all in accordance with the proposed details. This resolution was passed by a majority vote of the shareholders attending the meeting and entitled to vote, as follows:

Shareholders' voting results	Amount (votes)	percent of all votes of the shareholders present at the Meeting and casting their votes
Agree	546,535,764	100.00
Against	0	0.00
Abstention	0	0.00

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Shareholders' voting results	Amount (votes)	percent of all votes of the shareholders present at the Meeting and casting their votes
	546,535,764	100.00

**Remark** This agenda item requires a majority vote of the shareholders attending the meeting and having the right to vote.

Please be informed accordingly.

Sincerely yours,

-Pumipat Sinacharoen-

(Mr. Pumipat Sinacharoen)

Chief Executive Officer