

AGM 001/2020

June 8, 2020

Subject: Invitation to the Annual General Meeting of Shareholders 2020

To Shareholders of Prinsiri Public Company Limited

- Attachments:**
1. Annual Report for 2019 QR code format.
 2. The annual financial statements 2019.
 3. List of Auditors and details of Audit fee.
 4. The proposed dividend payment compared to net profit. And comparison of the dividends.
 5. Profiles of nominated candidates to be elected as new directors and profile of directors who are retiring by rotation.
 6. Profile of Mr.Nirut Intrathachang
 7. Remuneration
 8. Proxy and details of the proposed independent directors as proxies of the Shareholders.
 9. Regulations of the Prinsiri Limited (PCL) related to the Annual General Meeting.
 10. Registration Terms and evidence required to attend a meeting of shareholders.
 11. Map of the Location of the meeting 2020.
 12. Guidelines for attending Annual GeneralMeeting 2020

The Board of Directors of Prinsiri Public Company Limited No.3/2020 on May 14,2020 has resolved to hold the Annual General Meeting of Shareholders 2020 on July 17, 2020 registration at 12.00 a.m. and start the meeting at 02.00 p.m. at Prinsiri Plc ,No.244 Watcharapon Road, Tha Raeng , Bangkhen,Bangkok, to consider the following items on the agenda as follow:

Agenda Item 1 To acknowledge of the operating results of the Company for the year 2019

Fact and Rationale: To report the results of operations of the Company. For the financial year ended December 31, 2019 and the Annual Report for 2019 to the shareholders' meeting for acknowledgment. As attachment 1.

Opinion of the Board: The Committee considers it appropriate to propose to the Annual General Meeting. To acknowledge the performance of the Company. For the year ended December 31, 2019 and approved the Annual Report for 2019.

Agenda Item 2 To consider and approve the financial statements for the year 2019

Fact and RationaleThe Annual financial statements for the year 2019 and the report of the auditor. Appear in the Annual Report for 2019 which has been audited by the Certified Public Accountant (CPA). And reviewed the Audit Committee.

Opinion of the Audit Committee: The Audit Committee meeting and considers the Annual financial statements for fiscal year 2019 together with the Certified Public Accountant believes that the financial statements of the Company for fiscal year 2019 is correct. Unconditional the disclosure required under standard account.

Opinion of the Board : The Committee considers it appropriate to propose to the Annual General Meeting for consideration. And approving the Annual financial statements ended December 31, 2019 were audited by a Certified Public Accountant. And approved by the Audit Committee. Details as shown in Attachment 2.

Agenda Item 3 To consider and approve the appointment of auditors for the financial year ended December 31, 2020 and determine the amount of the annual Audit.

Fact and Rationale The meeting considers appointing the auditor and determining the auditors of the Company for the year 2020 as 1992 section 120 and Regulations of the section no. 58

Opinion of the Audit Committee: The Audit Committee has considered the selection of the auditor of the Company and the remuneration of the auditors. And has provided comments to the board of directors for approval Mr. Wirote Satjathamnukul CPA License No 5128 or Miss Somjintana Pholhirunrat CPA Lincense No. 5599 or Miss Supaporn Mungchit CPA License No. 8125 of DIA International Auditing Company Limited as auditors for the year 2020. And to approve the remuneration of the auditors of not exceeding 3,370,000 bah. For the auditor of Prinsiri Limited (the Company) and its subsidiaries for the year 2020, as equal for the year 2019.

Opinion of the Board: According to compliance with the Companies Act which requires that the Annual General Meeting need to appoint an auditor and fix the auditor of the company every year. And with the offering of the Audit Committee, the Board of Directors has determined and proposed to the Annual General Meeting for consideration. And approve the appointment of the auditors of the DIA International Auditing Company Limited, under the following names as Auditors of the Company for the year 2020.

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| 1. Mr. Wirote Satjathamnukul | CPA License No. 5128 |
| 2. Miss Somjintana Pholhirunrat | CPA License No. 5599 |
| 3. Miss Supaporn Mungchit | CPA License No. 8125 |

By giving the Auditor, by each one to have an empowered to audit and express an opinion on the financial statements of the Company. And consolidated the audit fee for the year 2020 in the amount of 3,370,000 baht as shown in Attachment 3.

Auditors are nominating it. Auditors as the same auditors of the subsidiaries by the nomination of the auditors do not have relationship or interest in the company / subsidiaries / executives / major shareholders. Or a person related to such a person in any way.

By this Mr. Wirote Satjathamnukul or Ms.Somjintana Pholhirunrat or Ms.Supaporn Mangchit is the auditor of 7 subsidiaries of the company which is Prinsiri Oxygen 2017 Co.,Ltd. , Prin Venture Co.,Ltd. ,Prinsiri Ozono Co.,Ltd. , Plearnary Mall Co.,Ltd. , Prin Energy Co.,Ltd. , Plearn Land co.,Ltd. and A4 Venture Co.,Ltd (Formerly name is Eatery Co.Ltd) Which the Audit Fees of Company and its subsidiaries are 8 companies. Amount of 3,370,000 baht for the non-audit fee in the fiscal year, the Company and its subsidiaries did not receive any other company service from the Audit's company of the auditors. Parties related to the auditors and the audit office as the Auditors working.

Incidentally, in 2019 the company auditor DIA International Audit Company Limited charged for a fee of 3,370,000 baht, in 2020 the remuneration of the auditors equal for the year 2019, which the board of the committee considered that it's appropriated and compatible with the company's business.

Remuneration of Auditors	Year 2020 (Baht)	Year 2019 (Baht)
The Company's auditors	2,010,000	2,010,000
The Subsidiaries' auditors	1,360,000	1,360,000
Other services	None	None
Total amount of the auditors' remuneration	3,370,000	3,370,000

Agenda Item 4

To consider and approve the appropriation as a legal reserve and approve the dividend payment for the year 2019

Fact and Rationale

Under Section 116 of the Public Companies Act 2535 and Articles of Association, Article 57 stipulates that the company must allocate the annual net profits to a reserve fund. It is no less than 5 percent of its net income after deducting accumulated deficit brought forward (if any) until the reserve is not less than 10 percent of the share capital.

The accompanying financial statements for the period ended December 31, 2019 which have been audited, it turns out that the consolidated net profit for the year was 120,107,184.48 baht and the company's dividend policy, respectively 40 percent of net profit after tax, and legal reserve.

Opinion of the Board:

The Committee considered the comments as below:

1) Company's legal reserve and regulations of the company fully 10 percent of the registered total 127,604,940.10 baht so without further appropriation.

2) The company's net profit was 120,107,184.48 baht according to dividend policy. No more than 40 percent of the net profit after tax and legal reserved the dividend which is based on the business plan and financial plan of the company.

The Board No.2/2020 on April 24, 2020 approved the interim dividend payment from the Company's net profit ended December 31, 2019, the total amount of 36,600,352.65 Baht, at the rate of 0.03 baht per share to the Company's shareholders, for eligible shareholders subjected to the Record Date on March 16, 2020 and will be paid on May 22, 2020, this interim dividend payment will be subsequently proposed in the next AGM.

Agenda Item 5

To consider and approve the change of the company's dividend policy.

Fact and Rationale

According to the company, it has a policy to pay dividends to shareholders at a rate of not more than 40 percent of the net profit. Of the consolidated financial statements after corporate income tax which the rate of dividend payment each year may change. The Board of Directors has the power to consider as necessary and appropriate, taking into account the best interests of the shareholders.

This is to ensure the dividend payment to the shareholders of the company is flexible. And able to manage and distribute the money to shareholders appropriately. Consistent with the liquidity business expansion plan. Necessity and suitability of the company.

Opinion of the Board :

The Committee considered it appropriate to propose to the Annual General Meeting for consideration. And approved changing the dividend policy as follows

"The policy on dividends payment to shareholders at the rate of not less than 30 percent of the net profit of the consolidated financial statements after corporate income tax. The rate of dividend payment each year may change depending on the operating results. Business expansion plans, liquidity, necessities and other suitability by authorizing the Board of Directors to consider and the aforementioned action must bring maximum benefit to shareholders. For the subsidiary company, the company has

a policy to pay dividends to shareholders like the company and according to the consideration of the board of directors of the company."

Agenda Item 6

To consider and approve the appointment of directors to replace those who will retire by rotation.

Fact and Rationale

Under Section 71 of the Public Companies Act 2535 and Articles of Association, Article 22 requires that in each Annual General Meeting, the resignation must be at a rate of 1 in 3. If the number is divided into three parts that do not match, the nearest number to one third of the directors retiring by rotation might be selected for re-election.

This year, the directors are following expiration of the term of two persons to vacate effect on the date of the Annual General Meeting of Shareholders No. 1/2020.

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| 1. Mr. Kwanchai Mongkolkittaveepol | Proposed as Director |
| 2. Mr. Prinya Kovitchindachai | Proposed as Director |

In summary, a history detailed of the person will be proposed to the shareholders for approval.

Mr. Kwanchai Mongkolkittaveepol and Mr. Prinya Kovitchindachai two of them were elected from the shareholders to be the Directors in 2017 and the term will end in this Annual General Meeting.

Opinion of Nomination and Remuneration committee:

The nomination and remuneration committee except the Committee who have board stakeholders can consider the qualification and the performance in the past as the director of the company. The nomination and remuneration committee agreed that all directors are qualified and should be chosen as the directors of the company for another term.

Opinion of the Board:

Board of Directors exclude the Board stakeholders qualifications in various fields. It considers appropriate qualification, knowledge, ability, and experience in related business including performance as directors in the past. Fairly discretion, be responsible, work carefully and honestly. Including the qualifications of the Public Limited Companies Act BE 1992, the Nomination Committee the Board stakeholders so that all two directors are eligible. Be elected as directors for another term.

Details on the age of the shareholding in the Company qualification work experience. Directorship in other companies. Details are shown in Attachment 5.

Agenda Item 7 To consider and appoint the directors of Mr. Nirut Intarathachang

Opinion of Nomination and Remuneration committee: Nomination and Remuneration committee considered the qualifications as having complete qualifications under Section 68 of the Public Company Act B.E. 2535, including not having any characteristics indicating a lack of appropriateness to be entrusted to manage the business Which has a public shareholder as specified by the Securities and Exchange Commission And is a person with knowledge and ability Have experience that is beneficial to the company's business operations.

Opinion of the Board The Committee considered the qualifications in various fields By considering the suitability of qualifications, knowledge, ability and experience in related businesses Which will be beneficial to the company's operations Including having complete qualifications under Section 68 of the Public Limited Company Act B.E. 2535, stipulating the Board of Directors Therefore agreed that Profile of Mr. Nirut Intrathachang should be appointed as a director.

Details about age, shareholding in the company, educational background, work experience. Being a director in other companies Details appear in Attachment 6.

Agenda Item 8 To consider and approve the Directors' remuneration for the year 2020 and to approve the gratuity of Independent Directors for the year 2019

Fact and Rationale The committee remuneration for the year 2020 in the amount not exceeding 3,438,000 baht which is as the year 2019 and for the remuneration of the Independent Committee for the year 2019, the amount not exceeding 366,000 baht.

Remuneration of Directors and Subcommittees	2020 (Baht)	2019 (Baht)
Meeting Fee *		
1. Chairman	None	None
2. Directors and Subcommittees **	150,000	150,000
Remuneration of Directors	3,288,000	3,288,000
Other Remuneration	None	None
Total	3,438,000	3,438,000

* Those who are entitled to receive meeting fee of independent directors only. Excluding the Chairman.

Opinion of Nomination and Remuneration committee: When considering the performance of the company.

Nomination and remuneration Committee by carefully scrutinizing the suitability of various reasons compared to the same industry including the consideration of the expansion of business and profitable growth of the Company. Discretion of the Remuneration committee of the Company, the proposed rates are not increased.

The monthly Remuneration of directors and the Independent Director. Shareholders should approve the Remuneration of Directors for the year 2020 and determine for the gratuity of the Independent Committee for the fiscal year 2019 for the amount not exceeding 366,000 baht as shown in detail in Attachment 7.

Opinion of the Board

The Committee considered and approved the remuneration of the Directors for the year 2020 and the remuneration of the Independent Directors for the year 2019.

Would like to invite all shareholders to attend the meeting at the time and place mentioned above by the shareholders will have to show the documents of shareholders or representatives of shareholders entitled to attend the meeting as stated in the attached document to the Chairman of the meeting on July 17, 2020 at 12.00 A.M. at Prinsiri Plc. No.244 Watcharapon Road, Tha Raeng , Bangkhen, Bangkok.

If the shareholder who cannot attend the meeting in person and wish to appoint a person to attend the meeting and vote on their behalf at the meeting. Please appoint to another person or **Mrs. Anchalee Pipatanasern residing at 109/2 Moo 9 Tambon Bang Kruai, Bang Kruai District, Nonthaburi.** as an Independent Director to attend and vote in his stead Form of Proxy. The complete and sign the Form of Proxy enclosed herewith.

According to the number of shares and number of shareholders, a quorum by the articles of association, which is in accordance with the Act of Public companies 1992. Given in the Annual General Meeting must be shareholders and proxies of the shareholders (if any) of not less than 25 person or not less than one-half of all shareholders must have the shares. Amounting to not less than 1 in 3 of the total issued shares of the company's total paid attendance. Therefore, the quorum for ease and speed of assembly. Company's cooperation, please kindly send the proxy form to the Company at least one day before the meeting, the company has facilities in stamp duty for the register attending the meeting.

The company has determined Record date for shareholders who are eligible to attend the Annual General Meeting of Shareholders 2020 on June 1, 2020.

Please be informed accordingly.

Yours sincerely,

Mr. Chairat Kovitchindachai

Board Secretary