



EGM 001/2024

October 9, 2024

Subject : Invitation to the Extraordinary General Meeting of Shareholders No. 1/2024 through Electronic Meeting

To : Shareholders of Prinsiri Public Company Limited

Attachments :

1. The Articles of Association of the Prinsiri Public Company Limited regarding the Shareholders' Meeting and casting vote
2. Information of Independent Director Nominated by the Company as the Proxy of the Shareholders
3. Proxy Form A, B and C
4. Guidelines for registration and attending the Extraordinary General Meeting of Shareholders No. 1/2024 through Electronic Meeting
5. Privacy Notice (PDPA)
6. E-Meeting Acceptance Form

Due to Prinsiri Public Company Limited (the "**Company**") has received a notice from Miss Siriluck Kovitchindachai, the Company's shareholder holding 285,838,256 shares, equivalent to 23.43% of the total issued shares of the Company, and Mr. Prinya Kovitchindachai, the Company's shareholder holding 59,159,059 shares, equivalent to 4.85% of the total issued shares of the Company. The total shares held by both shareholders are 344,997,315 shares, or equivalent to the aggregate of approximately 28.28% of the total issued shares of the Company (the "**Letter of Shareholders**"). The Letter of Shareholders was submitted to the Chairman of the Board of Directors and the Board of Directors, which requested the Board of Directors to hold the Extraordinary General Meeting of Shareholders under Section 100 of the Public Companies Act B.E. 2535 by proposing 1 agenda for consideration which is to consider and approve the directors' remuneration for the year 2024.

The Board of Directors of Prinsiri Public Company Limited No. 4/2024 held on September 24, 2024 considered that the shareholders under the Letter of Shareholders hold shares in the Company in aggregate of 28.28% of the total issued shares in the Company, which is more than 10% of the total issued shares in the Company which is in accordance with Section 100 of the Public Companies Act B.E. 2535, and more than one-fifth of the total number of shares sold as specified in Article 44. of the Company's Articles of Association. According to Article 44. of the Company's Articles of Association, in this case, the board of directors must hold the Extraordinary Shareholders Meeting within one month from the date the Company received such request from shareholders. Therefore, resolved to convene the Extraordinary General Meeting of Shareholders No. 1/2024 on Tuesday October 22, 2024 at 14.00 hrs. in the form of electronic meeting (E-Meeting) only in compliance with the Emergency Decree



on Electronic Meetings B.E. 2563 (2020) (as amended) and other related laws and regulations in order to consider the agenda proposed by the shareholders as follows:

Agenda Item 1 To consider and approve the remunerations of the Company's directors of the year 2024;

Facts and Rationales: Due to Miss Siriluck Kovitchindachai and Mr. Prinya Kovitchindachai, the Company's shareholder, holding shares in the aggregate of 344,997,315 shares, or equivalent to approximately 28.28% of the total issued shares of the Company have submitted the Letter of Shareholders to the Company requesting the Board of Directors to hold the Extraordinary General Meeting of Shareholders No. 1/2024 to consider and approve the remunerations of the Company's directors of the year 2024 which was disapproved by the Annual General Meeting of Shareholders for the year 2024 held on 26 April 2024. According to the Letter of Shareholders, these shareholders proposed to fix the remunerations of the Company's directors of the year 2024 at the same rate and details as previously proposed by the board of directors to the Annual General Meeting of Shareholders for the year 2024. Pursuant to section 90 of the Public Limited Companies Act B.E. 2535 (1992 (as amended)) stipulates that the directors' remunerations shall be approved by the shareholders' meeting with the votes of not less than two-third (2/3) of the total votes of the shareholders present at the meeting.

The Nomination and Remuneration Committee opinion The Nomination and Remuneration Committee reconsidered the appropriateness of the remuneration as proposed to the Annual General Meeting of Shareholders for the year 2024 in accordance with the Remuneration proposal criteria and the comparison of other companies in the same size and same industry listed in the Stock Exchange of Thailand. Therefore, it is deemed appropriate to determine the directors' remuneration for the year 2024 in the form of monthly remuneration and transportation allowance at the same rate as the year 2023. This remuneration which will be applied retroactively to April 2024. The details of which are as follows:

- 1. Remuneration for the Board of Directors and sub-committees**
Remuneration for the Board of Directors and sub-committees will be in the form of monthly remuneration and transportation allowance without meeting allowance

Remuneration for the Board of Directors and sub-committees Comparison

Remuneration of Directors and Subcommittees	2024 (Baht) (proposed)	2023 (Baht)
Transportation allowance		
1.Chairman	None	None
2.Directors and sub-committees	210,000	210,000
Remuneration	4,008,000	4,008,000
Other Remuneration	None	None
Total	4,218,000	4,218,000

Remarks :

- 1) Remuneration for the Board of Directors will receive only non-executive directors ,including:
 1. Prof Dr. Warapatr Todhanakasem Chairman / Independent Director
 2. Mr. Thongkam Manasilapapan Vice Chairman / Audit Committee / Nomination and Remuneration Committee / Independent Director
 3. Assoc. Prof. Anchalee Pipatanasern Chairman of the Audit Committee / Nomination and Remuneration Committee / Independent Director
 4. Asst.Prof. Monpaka Vongsa Rasmidatta Chairman of the Nomination and Remuneration Committee / Audit Committee / Independent Director
 5. Mr.Nirut Intarathang Director
 6. Dr. Anuphan Kitnitchiva Director

Executive directors who do not receive remuneration,including:

1. Miss Siriluck Kovitchindachai Chairman Executive Director / Managing Director
2. Mr.Prinya Kovitchindachai Director



2) Directors of the company serving on a subcommittee will receive a monthly remuneration only for their position as directors of the company at a single rate.

In the year 2023, the Company paid the remuneration to the Board of Directors and other sub-committee's members for a total amount of Baht 3,773,000 which was in accordance with the criteria approved by the Annual General Meeting of Shareholders 2023 as proposed. The details are disclosed in the 2023 Annual Report (Form 56-1 One Report for the year 2023) in the part of Business Operations and Performance.

2. other benefits

-None-

The Board's opinion:

The Board of Directors has agreed with the Nomination And Remuneration Committee proposal who consider the directors' remuneration payment based on the appropriateness of the scope of duties and responsibilities of each Committee, including taking into account the appropriateness in various respects. The Board of Directors, therefore, deems it appropriate to propose the Extraordinary General Meeting of Shareholders No. 1/2024 to consider and approve directors' remuneration for the year 2024 at the amount of not more than Baht 4,218,000 which are including of the monthly remuneration and transportation allowance which will be applied retroactively to April 2024. It is the same amount as the remuneration for the year 2023. In this regard, the determination of remuneration for such directors has been scrutinized by the Nomination and Remuneration Committee and was approved by the meeting Board of Directors.

Vote Required:

This agenda requires the approval of Not less than two-thirds (2/3) of the total number of votes of the shareholders attending the meeting.

Agenda Item 2

Other matters (if any)

The Company determined the name of shareholders who are entitled to attend the Extraordinary General Meeting of Shareholders No. 1/2024 on October 8, 2024 (Record Date). The Extraordinary General Meeting of Shareholders No. 1/2024 will be held via electronic means only and the Company will not arrange any

venue/meeting room for the meeting in person. The registration for attending the Meeting, the vote casting and the vote counting will be conducted by electronic means.

For shareholders who wish to attend the meeting via electronic or wish to appoint a proxy to attend the meeting and vote on behalf of the shareholders via electronic, The company recommends that shareholders read the registration procedures and prepare relevant documents as detailed in attachment 4. In order to obtain the USERNAME and PASSWORD for registration to attend the meeting via electronic means.

Shareholder and/or proxy holder can submit a request to attend the meeting (pre-registration) at <https://register.pttdigital.com/PRINSIRI-EGM/registerbase> or scan QR Code from October 16 - 22, 2024 or until the Meeting adjourns.



For the juristic shareholders or foreign shareholders who appoint a custodian in Thailand to be a depository and take care of their shares, please send an E-Meeting Acceptance Form as per Attachment 6, together with identification documents to the Company for verification before the meeting date from now until October 21, 2024 within 4.00 p.m. via e-mail address: suntaree.nak@prinsiri.com or patumma@prinsiri.com

In case the shareholders cannot attend the meeting and wish to appoint a proxy, please complete and sign the proxy form as attached in Attachment 3, with one specific form (Proxy C is for foreign shareholders who appoint custodians in Thailand). The shareholders could appoint a proxy to the independent directors in the list and details as shown in Attachment 2, to attend the meeting and cast the votes on your behalf.

The shareholders shall submit the signed proxy form attached with documents and evidence as per detail in Attachment 4, as follows:

- the natural person shareholders, please submit the documents and evidence via Registered web browser
- the juristic shareholders or foreign shareholders who appoint a custodian in Thailand as a depository and custodian of shares, please submit the documents and evidence via email above



For your benefit and to fully protect your rights, please send us your inquiries regarding the meeting and agenda items prior to the meeting date through email : suntaree.nak@prinsiri.com or patumma@prinsiri.com

The company will conduct the meeting according to Articles of Association of the Prinsiri Limited (PCL) related to the Annual General Meeting as per Attachment 1.

Please be informed accordingly.

Yours sincerely,

A handwritten signature in blue ink, appearing to read "Chairat Kovitchindachai".

Mr. Chairat Kovitchindachai
Company Secretary