



Invitation to the Extraordinary General Meeting of the
Shareholders No. 1/2019
of PP Prime Public Company Limited

Monday, June 10 , 2019

at 13.30 hours

at the Office of PP Prime Public Company Limited

No. 62-62/1 Moo 2, RorPorChor. U-Tapao Road, Nong Chumphon Sub-district,

Khao Yoi District, Phetchaburi Province

May 24, 2019

Re: Invitation to the Extraordinary General Meeting of Shareholders No. 1/2019

Attn.: Shareholders of PP Prime Public Company Limited

- Enclosures**
1. A copy of the Minutes of the 2019 Annual Ordinary General Meeting of Shareholders
 2. Key Summary of the Warrants to Purchase Shares of PP Prime Public Company Limited No. 4 (PPPM-W4) Issued and Offered to the Existing Shareholders by way of Right Offering (Warrant-RO)
 3. Capital Increase Report Form (F53-4)
 4. Information Memorandum on Issuance, Offering and Allocation of Newly Issued Ordinary Shares of PP Prime Public Company Limited
 5. Proxy Forms A, B and C, and Explanation on Proxy Appointment Procedure, Registration and Documents Required for Attending the Meeting, Voting and Vote Counting Procedure
 6. List of Independent Directors for Proxy Appointment for the Extraordinary General Meeting of Shareholders No. 1/2019 and Definition of Independent Director
 7. Articles of Association of PP Prime Public Company Limited regarding the Extraordinary General Meeting of Shareholders No. 1/2019
 8. Map of the Venue of the Extraordinary General Meeting of Shareholders No. 1/2019

The Board of Directors of PP Prime Public Company Limited (the “**Company**”) has resolved to hold the Extraordinary General Meeting of Shareholders No. 1/2019 on June 10, 2019 at 13.30 hours at the conference room of PP Prime Public Company Limited at No. 62-62/1 Moo 2, U-Tapao Road, Tambon Nong Chumphon, Amphoe Khao Yoi, Phetchaburi Province, to consider the agenda, together with the Board of Directors’ opinions, as follows:

Agenda Item 1 To consider approving the Minutes of the 2019 Annual Ordinary General Meeting of Shareholders

Purpose and Rationale: The Company has prepared the Minutes of the 2019 Annual Ordinary General Meeting of Shareholders, which was held on April 24, 2019, and distributed the copy of the same to the Stock Exchange of Thailand (“**SET**”) and the Department of Business Development, Ministry of Commerce, as required by law, and published the same on the Company’s website (www.ppprime.co.th), as per the details in **Enclosure 1**, which has been delivered to all the shareholders, together with this Invitation to the Meeting.

Opinion of the Board: The Board of Directors is of the view that the Minutes of the 2019 Annual Ordinary General Meeting of Shareholders, which was held on April 24, 2019, have been correctly recorded according to the resolutions of the Meeting, and thus deems it appropriate to propose the Shareholders' Meeting to consider approving such Minutes of the Meeting.

Resolution: This agenda item requires the majority of votes of the shareholders present at the Meeting and casting their votes.

Agenda Item 2 To consider approving the issuance and offering of the Warrants to Purchase the Company's Ordinary Shares No. 4 (PPPM-W4) in the amount not exceeding 281,525,344 units to the existing shareholders by way of right offering (Warrant-RO)

Purpose and Rationale: The Board of Directors' Meeting No. 8/2019, which was held on April 29, 2019, and the Board of Directors' Meeting No. 9/2019, which was held on May 8, 2019, resolved to grant approval to propose the Shareholders' Meeting to consider approving the issuance and allocation of the warrants to purchase the Company's newly issued ordinary shares No. 4 (PPPM-W4) to the existing shareholders by way of right offering (the "Warrants") in the amount not exceeding 281,525,344 units, free of charge at the ratio of 3 existing ordinary shares to 1 unit of the Warrants, any fraction thereof shall be disregarded, with a term of 5 years from the issuance date of the Warrants, and the exercise ratio of 1 unit of the Warrants to 1 newly issued ordinary shares, and the exercise price of THB 1 per share per unit of the Warrants. In this regard, July 17, 2019 shall be the record date to determine the list of shareholders entitled to subscribe for the Warrants. (Remark: The issuance and offering of the Warrants will occur after the allocation of the newly issued ordinary shares to the existing shareholders by way of right offering (oversubscription is allowed). The subscription and payment for such shares shall be on July 1 – 5, 2019. Therefore, the existing shareholders who subscribe for and are allocated with the newly issued ordinary shares will also be entitled to subscribe for the Warrants.)

The details of the Warrants are described in the Key Summary of the Warrants to Purchase Shares of PP Prime Public Company Limited No. 4 (PPPM-W4) Issued and Offered to the Existing Shareholders by way of Right Offering (Warrant-RO), **Enclosure 2**, which has been delivered to all the shareholders, together with this Invitation to the Meeting.

In order to ensure that the terms and conditions of the Warrants shall be appropriate to the circumstances of the capital and money markets, taking into account the interests of the

Company and its shareholders, the Board of Directors' Meeting has proposed the Shareholders' Meeting to authorize the Chairman of the Executive Committee or the Chief Executive Officer or the person authorized by the Chairman of the Executive Committee or the Chief Executive Officer to take any actions necessary for and in connection with the issuance and allocation of the Warrants in compliance with the law, including but not limited to the power to:

- (1) set out and amend any rules, terms, conditions and other details relating to the issuance and allocation of the Warrants, including the date to determine the list of shareholders entitled to be allocated with the Warrants;
- (2) negotiate, agree, enter into, amend, add, sign agreements, applications for permission, waiver, evidence, disclosure, report on the offering for sale, and various documents necessary for and in connection with the issuance and allocation of the Warrants, as well as contact, filing, amendment, addition and signing of the applications for permission, waiver, evidence, disclosure, report on the offering for sale, and various documents with the Office of the Securities and Exchange Commission (the " SEC Office") , the SET, governmental agencies or relevant authorities in relation to the issuance and allocation of the Warrants and the listing of the Warrants and the newly issued ordinary shares from the exercise of the Warrants as listed on the SET; and
- (3) take any other arrangements as necessary and appropriate in connection with the issuance and allocation of the Warrants in order to ensure the successful completion of the foregoing arrangements and the issuance and allocation of the Warrants on this occasion.

Opinion of the Board: The Board of Directors deems it appropriate to propose the Shareholders' Meeting to consider approving the issuance and offering of the Warrants to purchase the Company's ordinary shares No. 4 (PPM-W4) to the existing shareholders by way of right offering, as per the above details in all respects, and also deems it appropriate to propose the Shareholders' Meeting to consider authorizing the Chairman of the Executive Committee or the Chief Executive Officer or the person authorized by the Chairman of the Executive Committee or the Chief Executive Officer to have the powers as per the above details. The details of the Warrants are described in the Key Summary of the Warrants to Purchase Shares of PP Prime Public Company Limited No. 4 (PPM-W4) Issued and Offered

to the Existing Shareholders by way of Right Offering (Warrant-RO) , **Enclosure 2**, which has been delivered to all the shareholders, together with this Invitation to the Meeting.

Resolution: This agenda item requires the majority of votes of the shareholders present at the Meeting and casting their votes.

Agenda Item 3 To consider approving the reduction of the Company's registered capital by THB 281,525,344 from the existing registered capital of THB 844,576,031 to THB 563,050,687 by cancelling 281,525,344 authorized but unissued ordinary shares, with a par value of THB 1 per share

Purpose and Rationale: In compliance with the provisions of the Public Limited Companies Act B.E. 2535 (1992) (and its amendments) which require that the Company may increase its registered capital by issuing new shares, provided that all shares shall have been issued and fully paid-up, or the outstanding shares, if any, must be those issued to accommodate the exercise of convertible debentures or share warrants. Therefore, the Company is required to reduce its registered capital by cancelling the authorized but unissued shares before proceeding with the registered capital increase, as per the details to be further considered in agenda item 5.

Opinion of the Board: The Board of Directors deems it appropriate to propose the Shareholders' Meeting to consider approving the reduction of the Company's registered capital by THB 281,525,344 from the existing registered capital of THB 844,576,031 to THB 563,050,687 by cancelling 281,525,344 authorized but unissued ordinary shares, with a par value of THB 1 per share.

Resolution: This agenda item requires not less than three- fourths of the votes of the shareholders present at the Meeting and entitled to vote.

Agenda Item 4 To consider approving the amendment of Clause 4 of the Memorandum of Association to be in line with the reduction of the Company's capital

Purpose and Rationale: To be in line with the Board of Directors' proposal to the Shareholders' Meeting to consider approving the reduction of the Company's capital in agenda item 3 above, the Board of Directors has resolved to grant approval to propose the Shareholders' Meeting to consider approving the amendment of Clause 4 of the Memorandum of Association

to be in line with the reduction of the Company's registered capital by repealing and replacing the existing clause with the following:

“Clause 4. Registered Capital	THB 563,050,687	(Five Hundred Sixty-Three Million Fifty Thousand Six Hundred and Eighty-Seven Baht)
Divided into	563,050,687 shares	(five hundred sixty-three million fifty thousand six hundred and eighty-seven shares)
Par Value per share	THB 1	(One Baht)
Classified into		
Ordinary Shares	563,050,687 shares	(five hundred sixty-three million fifty thousand six hundred and eighty-seven shares)
Preferred Shares	- shares	(-)

Opinion of the Board: The Board of Directors deems it appropriate to propose the Shareholders' Meeting to consider approving the amendment of Clause 4 of the Memorandum of Association to be in line with the reduction of the Company's capital, as per the above details.

Resolution: This agenda item requires not less than three- fourths of the votes of the shareholders present at the Meeting and entitled to vote.

Agenda Item 5 To consider approving the Company's registered capital increase by THB 563,050,688 from the existing registered capital of THB 563,050,687 to THB 1,126,101,375 by issuing 563,050,688 newly issued ordinary shares, with a par value of THB 1 per share

Purpose and Rationale: Further to the business plan and for the purpose of strengthening the Company's operations and finance, the Board of Directors' Meeting No. 8/2019, which was held on April 29, 2019, resolved to grant approval to propose the Shareholders' Meeting to consider approving the registered capital increase by THB 563,050,688, with two objectives, namely: (1) for allocation of the newly issued ordinary shares to the existing shareholders by way of right offering (RO) (oversubscription is allowed) in the amount not exceeding 281,525,344 shares, with a par value of THB 1 per share; and (2) for allocation of the newly issued ordinary shares to accommodate the exercise of the Warrants issued and offered to the shareholders by way of right offering (Warrant - RO) in the amount not exceeding 281,525,344 shares, with a par value of THB 1 per share. In this regard, the Company shall

increase its registered capital from THB 563,050,687 to THB 1,126,101,375 by issuing 563,050,688 newly issued ordinary shares, with a par value of THB 1 per share, and shall register such capital increase with the Ministry of Commerce, without prejudice to the allocation of the newly issued ordinary shares to the existing shareholders by way of right offering, which was approved by the 2019 Annual Ordinary General Meeting of Shareholders on April 24, 2019, and without prejudice to the registration of the registered capital increase with the relevant authorities.

Opinion of the Board: The Board of Directors deems it appropriate to propose the Shareholders' Meeting to consider approving the Company's registered capital increase as per the above details in all respects. Please refer to the details of the opinion of the Board of Directors on the Company's registered capital increase in the Capital Increase Report Form (F53-4) (**Enclosure 3**) and the Information Memorandum on Issuance, Offering and Allocation of Newly Issued Ordinary Shares of PP Prime Public Company Limited (**Enclosure 4**), which have been delivered to all the shareholders, together with this Invitation to the Meeting.

Resolution: This agenda item requires not less than three- fourths of the votes of the shareholders present at the Meeting and entitled to vote.

Agenda Item 6 To consider approving the amendment of Clause 4 of the Memorandum of Association to be in line with the Company's capital increase

Purpose and Rationale: To be in line with the Board of Directors' proposal to the Shareholders' Meeting to consider approving the Company's capital increase in agenda item 5 above, the Board of Directors has resolved to grant approval to propose the Shareholders' Meeting to consider approving the amendment of Clause 4 of the Memorandum of Association to be in line with the Company's registered capital increase by repealing and replacing the existing clause with the following:

"Clause 4. Registered Capital THB 1,126,101,375 (One Thousand One Hundred Twenty-Six Million One Hundred One Thousand Three Hundred and Seventy-Five Baht)

Divided into 1,126,101,375 shares (one thousand one hundred twenty-six million one hundred one thousand

	three hundred and seventy- five shares)
Par Value per Share	THB 1 (One Baht)
Classified into	
Ordinary Shares	1,126,101,375 shares (one thousand one hundred twenty- six million one hundred one thousand three hundred and seventy- five shares)
Preferred Shares	- shares (-)"

Opinion of the Board: The Board of Directors deems it appropriate to propose the Shareholders' Meeting to consider approving the amendment of Clause 4 of the Memorandum of Association to be in line with the Company's capital increase, as per the above details.

Resolution: This agenda item requires not less than three- fourths of the votes of the shareholders present at the Meeting and entitled to vote.

Agenda Item 7 To consider approving the allocation of not exceeding 281,525,344 newly issued ordinary shares, with a par value of THB 1 per share, to accommodate the exercise of the Warrants to Purchase the Company's Ordinary Shares No. 4 (PPPM-W4) issued and offered to the existing shareholders by way of right offering (Warrant - RO)

Purpose and Rationale: To be in line with the consideration and approval of the Company's capital increase in agenda item 5, and in light of the fact that the Board of Directors' Meeting No. 8/2019, which was held on April 29, 2019, resolved to grant approval to propose the Shareholders' Meeting to consider approving the allocation of not exceeding 281,525,344 newly issued ordinary shares, with a par value of THB 1 per share, to accommodate the exercise of the Warrants to Purchase the Company's Ordinary Shares No. 4 (PPPM-W4) issued and offered to the existing shareholders by way of right offering (Warrant - RO), please refer to the details of the allocation of the newly issued ordinary share(s) in the Capital Increase Report Form (F53-4) (**Enclosure 3**) and the Information Memorandum on Issuance, Offering and Allocation of Newly Issued Ordinary Shares of PP Prime Public Company Limited (**Enclosure 4**), which have been delivered to all the shareholders, together with this Invitation to the Meeting.

Opinion of the Board: The Board of Directors deems it appropriate to propose the Shareholders' Meeting to consider approving the allocation of the Company's newly issued ordinary shares as per the above details in all respects. Please refer to the details of the opinion of the Board of Directors on the allocation of the Company's newly issued ordinary shares in the Capital Increase Report Form (F53-4) (**Enclosure 3**) and the Information Memorandum on Issuance, Offering and Allocation of Newly Issued Ordinary Shares of PP Prime Public Company Limited (**Enclosure 4**), which have been delivered to all the shareholders, together with this Invitation to the Meeting.

Resolution: This agenda item requires the majority of votes of the shareholders present at the Meeting and casting their votes.

Agenda Item 8 To consider cancelling the amendment of the Company's objectives and Clause 3. Business Objectives, of the Memorandum of Association

Purpose and Rationale: The Board of Directors' Meeting No. 9/2019, which was held on May 8, 2019, resolved to grant approval to propose the Extraordinary General Meeting of Shareholders No. 1/2019 to consider cancelling the amendment of the Company's objectives and Clause 3. Business Objectives, of the Memorandum of Association, under the resolution of the 2019 Annual Ordinary General Meeting of Shareholders on April 24, 2019; in other words, to cancel the amendment of Clause 62 of the Company's objectives, which was redundant with Clause 35 of the Company's existing objectives, as the relevant authorities advise that Clause 35 of the objectives is already applicable, and as such, the Company wishes to cancel the following clause of the objectives:

"Clause 62 To engage in the business of providing guarantees against debt, liability and third party contract performance, including providing guarantees for persons entering or leaving the country in accordance with the immigration, revenue and other laws."

Therefore, the Company's objectives shall be concluded in 61 clauses.

Opinion of the Board: The Board of Directors deems it appropriate to propose the Shareholders' Meeting to consider approving the cancellation of the amendment of the Company's objectives and Clause 3. Business Objectives, of the Memorandum of Association, as per the above details.

Resolution: This agenda item requires not less than three- fourths of the votes of the shareholders present at the Meeting and entitled to vote.

Agenda Item 9 Other matters (if any)

In this regard, the Company has scheduled May 24, 2019 as the record date to determine the list of shareholders entitled to attend and vote at the Extraordinary General Meeting of Shareholders No. 1/2019.

All shareholders are invited to attend the Meeting on the date and at the time and place indicated above. Should any shareholder intend to attend this Meeting in person, please bring ID card, civil servant ID card, driving license or passport (in case of a foreigner) for the purpose identification to attend the Meeting.

Should you be unable to attend the Meeting in person, please appoint a proxy to attend the Meeting on your behalf, using the Proxy Form, and please refer to the explanation on proxy appointment and documents required to attend the Meeting, as per the details in **Enclosure 5**.

In addition, in the interest of protecting the shareholders' rights and benefits, should they be unable to attend the Meeting and wish to grant proxy to the Company's directors to vote on their behalf, the shareholders may grant proxy to any of the Company's directors per the list and profiles of directors nominated for proxy appointment as per the details in Enclosure 6, and submit such Proxy Forms, together with supporting documents, to the Company Secretary at PP Prime Public Company Limited, No. 69/5 Moo 5, Rama II Road (Km. 17), Tambon Bang Khan Taek, Amphoe Mueang Samut Songkhram, Samut Songkhram Province, by June 7, 2019.

Very truly yours,

- *Pitthaporn Glinfueng* -

(ACM Pitthaporn Glinfueng)

Board Chairman

PP Prime Public Company Limited

Minutes of the 2019 Annual General Meeting of Shareholders
P P Prime Public Company Limited

Date, time and venue of the meeting

The 2019 Annual General Meeting of Shareholders of PP Prime Public Company Limited the ("**Company**") held on Wednesday 24 April 2019, 13.30 hrs. at the Company's meeting room no. 62-62/1 ,Moo 2, A.R.D.U-Taphao Road, Nong Chumphon Sub-district, Khao Yoi District, Phetchaburi Province.

Directors and executives attending the meeting

- | | |
|----------------------------------|--|
| 1. A.C.M. Pitthaporn Glinfueng | Chairman of the Board |
| 2. General Chaowarit Prapajit | Vice Chairman, Executive Committee, Chairman of the Investment Committee, Chairman of the Sustainable Development Committee, Co-Chief Executive Officer, Chief Marketing Officer and Chief Operation Officer |
| 3. Pol.Col. Thienrath Vichiensan | Chairman of the Audit Committee and Independent Director |
| 4. Mrs. Natee Chuansanit | Audit Committee and Independent Director |
| 5. Mr. Theerawit Thanakijsumton | Audit Committee and Independent Director |
| 6. Dr. Denchai Akaradejdechachai | Director and Executive Director |
| 7. Mrs. Kanokwan Wannabuit | Director, Executive Director, Sustainable Development Committee and Chief Strategic Officer |
| 8. Miss Phatcharada Jutaprateep | Director, Executive Director, Sustainable Development Committee and Chief Compliance and Corporate Secretary |
| 9. Mr. Praween Deekajonedej | Executive Director, Acting Director of Accounting and Finance |

Other attendees

- | | |
|---------------------------------|---|
| 1. Khun Jirote Sirirorote | Auditor of the Company from Karin Audit Company Limited |
| 2. Khun Supoj Mahantachaisakul | Auditor of the Company from Karin Audit Company Limited |
| 3. Khun Kanniti Chottammapat | Auditor of the Company from Karin Audit Company Limited |
| 4. Khun Kongkoch Yongsavasdikul | Legal advisor from Kudan and Partners Company Limited |
| 5. Khun Suthida Chaisuwan | Legal advisor from Kudan and Partners Company Limited |

Eight directors attended the meeting from eight persons, representing 100 percent. In the 2019 Annual General Meeting of Shareholders, there were 15 agenda as detailed in the invitation letter sent to the shareholders to study information before the meeting. Before entering the agenda of the meeting, the Moderator, who conducted the meeting, explained to the meeting the requirements relating to the meeting, voting and details as follows:

1. In voting, every shareholder has one vote per share.
2. After the Chairman or the assigned person has explained the details of each agenda, if any shareholder wishes to ask or asks the directors or executives to clarify any issues, just raise your hand

- to wait for the staff to bring the microphone and please inform the name before asking questions for the purpose of preparing the minutes. If you have other inquiries, which are not related to this agenda, please inquire in Agenda 16, considering the other matters.
3. Any shareholder who has a special interest in any agenda has no right to vote on that agenda. The Company shall ask such shareholder to leave the meeting temporarily for that agenda.
 4. Any shareholder wishes to object or abstains from voting, please vote in the ballot that was distributed at the time of registration and asks you to raise your hand in order to allow the staff of the Company to collect the cards to count the votes. For those who do not object or not abstain, it shall consider that you approve the proposed agenda and do not have to vote in the ballot. The Company shall use the disapproval and/or abstaining votes to deduct from the total number of votes attending the meeting or voting to summarize the voting results for each agenda.
 5. The shareholder who makes proxy forms for the other to attend the meeting and vote in accordance with the wishes of that shareholder, the Company shall include the votes of that shareholder in each agenda, including counting according to the above method. For voting on the agenda, the proxies attending the meeting shall not have to vote again. As for the shareholder who assigned the proxy but did not specify how to vote, the proxy shall request to vote in accordance with the method informed.

The Moderator of the meeting shall inform the meeting the voting results for each agenda. The result of the vote shall be counted the votes that include the votes of the shareholders attending the meeting, both by themselves and by proxy. In each agenda, the number of shares of the latest attendees shall be used in that agenda.

In order to comply with Article 35 of the Company's Articles of Association, voting for Agenda 2, Agenda 3, Agenda 4, Agenda 6, Agenda 13, Agenda 14 and Agenda 15 shall be approved with a majority vote of the shareholders, which attended the meeting and voted, therefore, the vote counting of the shareholders in such agenda shall not count those who abstain from voting as the base for counting votes.

Voting for Agenda 5 which must be approved by a vote of not less than two-thirds of the total votes of the shareholders attending the meeting and having the right to vote, the vote counting of the shareholders in Agenda 5 shall count the votes "Agree", "Disagree", "Abstain", including the voided ballot as the base for the vote counting.

For the voting for Agenda 7, Agenda 8, Agenda 9, Agenda 10, Agenda 11 and Agenda 12 which must be approved by a vote of not less than three-fourths of the total votes of the shareholders attending the meeting and having the right to vote, the vote counting of shareholders in Agenda 7, Agenda 8, Agenda 9, Agenda 10, Agenda 11 and Agenda 12 shall count the votes "Agree", "Disagree", "Abstain", including the voided ballot as the base for the vote counting.

Start the meeting

A.C.M. Pitthaporn Glinfueng, Chairman of the Board acting as the Chairman of the meeting ("**Chairman**"), assigned Miss Siriporn Topitak ("**Moderator**") before the start of the meeting. The conductor of the meeting informed the meeting the current information of the Company as follows:

The Company has a registered capital of 843,813,359 Baht, paid-up capital of 563,050,687 Baht, divided into 563,050,687 ordinary shares with a par value of 1 Baht per share. the Moderator informed the shareholders

that the Company has set the date for determining the list of shareholders entitled to attend the meeting (Record Date) on March 29, 2019, and at the beginning of this meeting, there were shareholders attending the meeting by attending the meeting in person and by proxy totally of 34 shareholders, totaling 263,006,634 shares, representing 46.71% of the total 563,050,687 shares sold, which constituted a quorum as specified in the Company's Articles of Association. The meeting resolved as follows:

Agenda 1: To acknowledge the 2018 Annual Report and the Company's operating results in the past year

The Moderator invited the Chief Executive Officer (Joint) to clarify the operating results of the Company in 2018 **Co-Chief Executive Officer:** Revenue from aquatic feed and pet food businesses was 1,984.35 Million Baht, an increase of 10.83% compared to the previous year.

The situation of the shrimp industry in 2018: The area of the black tiger prawn farming increased by 30% due to the higher market price than the white shrimp. Therefore, causing the income from selling shrimp food increased by 42.80% compared to the previous year.

Fish industry situation: This sector affected by water quality and heavy rain, causing the water in the reservoir to flow strong, dead fish and diseases occurred from the changing environment, therefore, causing the income from fish food sales to decrease by 5.05% compared to the previous year.

Pet food production situation: The production of pet food affected by Indonesia that reduces import from Thailand, however, because the pet food market tends to decrease, thus, the income from the production of pet food decreased by 12.04% compared to the previous year.

Sales of aquatic animal feed and pet food for the year 2018: shrimp feed sale in 2018 reached 25,416 tons while the year 2017 sale was 17,834 tons, which increased by 7,582 tons or 42.51%; OBM fish feed sale in 2018 totaled 39,187 tons and year 2017 was 41,417 tons, which decreased by 2,230 tons, equivalent to 5.4%; OEM fish food sale in 2018 amounted 2,560 tons and the year 2017 was 3,008 tons, which decreased by 448 tons, representing 14.9%; Pet food year sale 2018 was 8,105 tons and in 2017 amounted 9,734 tons, which decreased by 1,629 tons or 16.7%. The total sales of aquatic feed and pet food in 2018 amounted 75,269 tons, and the total sales of aquatic animal feed and pet food in 2017 amounted 71,993 tons increased by 3,275 tons or 4.5%.

Electric power business situation: The business of electricity production and distribution, Geothermal energy in Japan has the revenue from the sale of electricity from the subsidiary in 2018, the revenue was 76.63 Million Baht or 3.72 percent of the total sales of the Company. At present, the Company has 15 power plants and can supply electricity to the commercial system.

Chairman of the Audit Committee: The Chairman explained the project of Thailand's Private Sector Collective Action Coalition Against Corruption (CAC) on February 12, 2018 that Thai Institute of Directors resolved to approve the Company as a member of the Thailand's Private Sector Collective Action Coalition Against Corruption. The certificate will be valid for 3 years from the date of approval of this certification. At present, the Company has consistently complied with the anti-corruption policy that has been announced such as communication, public relations, training, etc.

The Moderator explained the meeting that the Company has prepared the Annual Report 2018 and the Company's operating results of the past year, which the Board of Directors has considered that it is correct, therefore, proposed to the Annual General Meeting of Shareholders for the year 2019 as shown in the Annual Report 2018 and the Company's operating results in the past year in the form of a QR Code.

The Board of Directors should consider and acknowledge the Annual Report 2017 and the Company's operating results in the past year.

Due to this agenda is for the acknowledgment; therefore, voting was not required.

the Moderator allowed the shareholders to ask questions about this agenda, and no inquiry from the shareholders.

Resolution This agenda is for acknowledgment, therefore, no vote.

Agenda 2 To consider and approve the financial statements for the year 2018 ended on December 31, 2018 and the auditor's report

The Moderator explained to the meeting that the financial statement for the year 2018 ended December 31, 2018 and the auditor's report, which has been audited by the Certified Public Accountant to see if it is correct and complete according to the generally accepted accounting principles, therefore, requesting the Annual General Meeting of Shareholders for the year 2019 to approve the financial statements for the year 2018 ending on December 31, 2018 as shown in the 2018 annual financial statements, which the Company has sent to the shareholders together with the invitation to this meeting in the form of a QR Code.

The Board of Directors deemed it appropriate to approve the financial statements for the year 2018 ended on December 31, 2018 and the auditor's report, which has been considered by the Audit Committee of the Company and has been already verified by the Certified Public Accountant.

By this resolution, it shall receive a majority vote of the shareholders who attend the meeting and vote.

The Moderator invited the Acting Director of Accounting and Finance to present the summary information of the operating results.

Acting Director of Accounting and Finance : Operating Results of the Financial Statements of 2018: Sales Revenue 2,061 Million Baht, Cost of Sales 1,794 Million Baht, Gross Profit 267 Million Baht, Selling and Administrative Expenses 305 Million Baht, other income 46 Million Baht, operating profit 8 Million Baht, net expense interest 117 Million Baht, special item 5 Million Baht, income tax 7 Million Baht and loss for the period 111 Million Baht.

Results of the separate financial statements for the year 2018: Sales revenue 1,984 Million Baht, cost of sales 1,722 Million Baht, gross profit 262 Million Baht, sales and administrative expenses 277 Million Baht, other income 29 Million Baht, operating profit 14 Million Baht, net expense interest 105 Million Baht, special item 350 Million Baht, income tax 4 Million Baht and profit for the period 255 Million Baht.

Operating results of shrimp feed business in 2018: Sales revenue 893 Million Baht, cost of sales 734 Million Baht, gross profit 159 Million Baht, selling expenses 64 Million Baht and operating profit 95 Million Baht.

Results of the fish feed business in 2018: Sales revenue 903 Million Baht, cost of sales of 818 Million Baht, gross profit 85 Million Baht, selling expenses 32 Million Baht and operating profit 53 Million Baht.

Pet food business operation in 2018: Sales revenue 188 Million Baht, cost of sales 170 Million Baht, gross profit 18 Million Baht and operating profit 18 Million Baht.

Power plant business performance in 2018: Sales revenue 77 Million Baht, cost of sales 55 Million Baht and gross profit 22 Million Baht.

Revenue structure of 2018, total 2,061 Million Baht, divided into fish food, 903 Million Baht, representing 44% of total revenue, shrimp food amounted to 873 Million Baht, accounting for 43% of total revenue, pet food amounted to 188 Million Baht representing 9% of total revenue, and electricity sales 77 Million Baht or 4% of total revenue.

Growth rates comparable between 2017 and 2018: Total sales revenue increased by 13%, shrimp feed increased by 43%, fish food growth rate decreased by 5%, pet food with a decreasing growth rate of 11% and electricity sales growth of 140%.

Showing the financial status of the year 2018: A total of 3,339.88 Million Baht, divided into other assets 795.79 Million Baht, trade and other receivables 322.81 Million Baht, assets classified for sale 1,222.34 Million Baht, investment 323.64 Million Baht, land, building and equipment 675.30 Million Baht, shareholders' equity 813.01 Million Baht, other liabilities 326.25 Million Baht, liabilities included in the asset group for sale 128.83 million, long-term loans 201.35 billion baht, long-term debt due within one year 1,320.49 Million Baht and bank overdrafts and short-term loans from financial institutions 549.95 Million Baht.

The Moderator gave shareholders the opportunity to ask questions about this agenda, when no shareholder wants to inquire further, any shareholders who disagree or abstain from voting or not, if any, shall vote in the ballot and raise the hands to allow the staff of the Company to collect the card to count the votes. The Moderator, therefore, proposed the meeting to consider and vote.

Resolution The meeting approved the financial statements for the year 2018 ended December 31, 2018 and the auditor's report with unanimous votes of all votes of the shareholders attending the meeting and voting as detailed below:

Shareholder	Number (Shares)	Percentage
(1) Agree	263,313,734	100.00
(2) Disagree	0	0.00
(3) Abstain	0	-
(4) Voided ballot	0	-
Total number of votes	263,313,734	100.00

Note: In Agenda 2, there were 1 additional shareholders attending the meeting, representing 307,100 shares, totaling 35 shareholders attending the meeting in person and by proxy, holding 263,313,734 shares.

Agenda 3 **To consider and approve the omission of dividend payment for the operating results of the year 2018**

The Moderator explained to the meeting that the Company has a policy to approve the allocation of dividends from the operating period from January 1 and ending on December 31 of every year by considering dividend payment at least 60% of net profit (After deducting the reserved fund legally) to shareholders according to the ratio of individual shares held. The payment of such dividends may be subject to change, depending on the Company's performance, financial position and future projects, including the overall economy. In addition, Article 40 of the Company's Articles of Association states that "Dividends shall not be distributed from other types of money other than profits. In the event that the Company still has accumulated losses, dividends are not allowed ", due to loss of the Company's operating results for the year 2018. Furthermore, according to Section 116 of the Public Limited Companies Act B.E. 2535, the Company shall allocate a portion of the annual net profit as a reserve fund not less than 5 percent of annual net profit less with accumulated losses brought forward (if any) until this reserve shall reach no less than 10 percent of the registered capital. Due to the operating results of the Company for the year 2018, the shareholders were asked to approve the omission of dividend payment and the omission of legal reserves for the operating results of the year 2018.

The Board of Directors deemed it appropriate to propose to the Annual General Meeting of Shareholders to consider and approve the omission of dividend payment and the omission of legal reserve funds for the operating results of the year 2018.

By this resolution, it shall receive a majority vote of the shareholders who attend the meeting and vote.

The Moderator gave shareholders the opportunity to ask questions about this agenda, when no shareholder wants to inquire further, any shareholders who disagree or abstain from voting or not, if any, shall vote in the ballot and raise the hands to allow the staff of the Company to collect the card to count the votes. The Moderator, therefore, proposed the meeting to consider and vote.

Resolution The meeting approved the omission of dividend payment for the performance of the year 2018 by unanimous votes of the total votes of the shareholders attending the meeting and voting as the following details:

	Shareholder	Number (Shares)	Percentage
(1)	Agree	263,313,734	100.00
(2)	Disagree	0	0.00
(3)	Abstain	0	-
(4)	Voided ballot	0	-
	Total number of votes	263,313,734	100.00

Agenda 4 **To consider and approve the appointment of the directors who shall retire by the year 2019**

A.C.M. Pitthaporn Glinfueng, Chairman of the Board, who served as the Chairman of the meeting, explained as follows: In order to comply with good corporate governance principles, in this agenda, I would like to invite the directors who have completed the term, considered as the interested person, leaving the meeting room until the completion of this agenda and as one of the directors whose term has expired, may I asked General Chaowarit Prapajit, Vice Chairman, acted as the Chairman of this meeting.

General Chaowarit Prapajit, Vice Chairman, who served as the Chairman of the meeting, assigned to the Moderator for this agenda.

The Moderator explained to the meeting that in accordance with the Articles of Association of the Company, Article 17 stipulates that "at every annual general meeting, the directors shall retire from office at the rate of one-third. If the number of directors cannot be divided into exactly three parts, then by the number closest to one third. The directors, who shall retire in the first and second years after registering the Company, shall draw the lottery to determine who will leave. In the subsequent years, the directors who are in the position for the longest time will leave the position. The retired directors have the right to be re-elected. " At the 2019 Annual General Meeting of Shareholders, the directors who shall have to retire by rotation are 3 persons as follow:

1. A.C.M. Pitthaporn Glinfueng
2. Pol.Lt.Col.Thienrat Wichiansawan
3. Mr. Theerawit Thanakijsunthorn

The Company has informed via the electronic system of the Stock Exchange of Thailand to give shareholders the right to propose the agenda and the list of persons with the appropriate qualifications to be selected as the director of the Company in advance between November 30, 2018 until December 31, 2018. The result showed that no shareholder proposed the names of persons to be considered for election as directors in accordance with the Company's criteria.

The Board of Directors has considered the appropriateness of the position by taking into account the complete qualifications according to the Public Company Limited Act, who has complete knowledge and experience. It is deemed appropriate to propose to the shareholders' meeting to approve the appointment of the three directors as follows:

Director's List	Type	Note
1. A.C.M. Pitthaporn Glinfueng	Director	Proposed to be re-elected as a director for another term
2. Pol.Col. Thienrath Vichiensan	Director	Proposed to be re-elected as a director for another term
3. Mr. Theerawit Thanakijsunthorn	Director	Proposed to be re-elected as a director for another term

By this resolution, it shall receive a majority vote of the shareholders who attend the meeting and vote and in this agenda, the vote counting shall be conducted individually.

The Moderator gave shareholders the opportunity to ask questions about this agenda, when no shareholder wants to inquire further, any shareholders who disagree or abstain from voting or not, if any, shall vote in the

ballot and raise the hands to allow the staff of the Company to collect the card to count the votes. The Moderator, therefore, proposed the meeting to consider and vote.

Resolution The meeting resolved to approve the appointment of 3 directors, namely (1) A.C.M. Pitthaporn Glinfueng (2) Pol.Col. Thienrath Vichiensan and (3) Mr. Theerawit Thanakijisuntorn as the director for another term with unanimous votes of all votes of the shareholders attending the meeting and voting as the following details:

1. A.C.M. Pitthaporn Glinfueng

	Shareholder	Number (Shares)	Percentage
(1)	Agree	263,313,734	100.00
(2)	Disagree	0	0.00
(3)	Abstain	0	-
(4)	Voided ballot	0	-
	Total number of votes	263,313,734	100.00

2. Pol.Col. Thienrath Vichiensan

	Shareholder	Number (Shares)	Percentage
(1)	Agree	263,313,734	100.00
(2)	Disagree	0	0.00
(3)	Abstain	0	-
(4)	Voided ballot	0	-
	Total number of votes	263,313,734	100.00

3. Mr. Theerawit Thanakijisuntorn

	Shareholder	Number (Shares)	Percentage
(1)	Agree	263,313,734	100.00
(2)	Disagree	0	0.00
(3)	Abstain	0	-
(4)	Voided ballot	0	-
	Total number of votes	263,313,734	100.00

General Chaowarit Prapajit, Vice Chairman, who served as the Chairman of this meeting, when the meeting has already voted in this agenda, therefore, invited the directors to return to the meeting room again and returned the position of Chairman of the Meeting for A.C.M. Pitthaporn Glinfueng, Chairman of the Board.

A.C.M. Pitthaporn Glinfueng, Chairman of the Board, thanked the Vice Chairman who acted as the Chairman of this meeting and assigned the Moderator proceed with the meeting according to the next agenda.

Agenda 5 To consider and approve the remuneration for the directors and sub-committees for the year 2019

The Moderator explained to the meeting that Article 30 stipulated that, "Directors are entitled to receive remuneration from the Company in the form of rewards, meeting allowances, gratuities, bonuses or other benefits in accordance with the regulations or resolution considered by the shareholders". The Board of Directors has carefully considered the appropriateness of remuneration by comparing references from the same industry, including considering business expansion and Company's growth together with the dedication of the directors over the past period, therefore, requested the shareholders 'meeting to determine the method of payment of the directors' remuneration for the year 2018 and requesting a limit of not more than 10,000,000 Baht (Ten Million Baht) with the following details:

1. Remuneration for the Board of Directors for the year 2019 (Set the same rate as the annual remuneration of the year 2018)

1) Monthly remuneration (Set the same rate as the annual remuneration of the year 2018)

- Chairman of the Board 30,000 Baht per month (Thirty Thousand Baht per month)
- Vice Chairman 25,000 Baht per month (Twenty Five Thousand Baht per month)
- Chairman of the Audit Committee 25,000 Baht per month (Twenty Five Thousand Baht per month)
- Board 20,000 Baht per month (Twenty Thousand Baht per month)

2) Quarterly **attendance fee** (Set the same rate as the annual remuneration of the year 2018)

- Chairman of the Board 17,500 Baht per time (Seventeen Thousand Five Hundred Baht per time)
- Chairman of the Audit Committee 15,000 Baht per time (Fifteen Thousand Baht per time)
- Board 12,000 Baht per time (Twelve Thousand Baht per time)

2. Remuneration for the sub-committees for the year 2019 (Set the same rate as the annual remuneration of the year 2018)

- 1) Attendance fee for Executive Board 5,000 Baht per time per person (Five Thousand Baht per time per person)
- 2) Attendance fee for Audit Committee 5,000 Baht per time per person (Five Thousand Baht per time per person)
- 3) Attendance fee for Investment Committee 5,000 Baht per time per person (Five Thousand Baht per time per person)
- 4) Attendance fee for Board of Directors for Sustainable Development (SD) 5,000 Baht per time per person (Five Thousand Baht per time per person)

In addition to paying the above requirements, the Company considers paying remuneration to the entire Board of Directors in the form of rewards, special gratuities, bonuses or other forms of remuneration, with the amount paid in all items not exceeding 10,000,000 baht (Ten Million Baht).

In 2018, remuneration for the Board of Directors and Sub-Committees was paid in the total amount of 3,810,134 baht (Three Million Eight Hundred Ten Thousand One Hundred Thirty-Four Baht) with details of remuneration appearing in the Annual Report 2018, topic of Structure management.

The Board of Directors deemed it appropriate to propose to the shareholders' meeting to consider and approve the method of payment of remuneration for directors and sub-committees for the year 2019 within the amount not exceeding 10,000,000 baht (Ten Million Baht) as proposed by the Board of Directors and the Board of Directors has already approved.

By this resolution, it shall be approved by a vote of not less than two-thirds of the total votes of the shareholders attending the meeting and having the right to vote.

The Moderator gave shareholders the opportunity to ask questions about this agenda, when no shareholder wants to inquire further, any shareholders who disagree or abstain from voting or not, if any, shall vote in the ballot and raise the hands to allow the staff of the Company to collect the card to count the votes. The Moderator, therefore, proposed the meeting to consider and vote.

Resolution The meeting resolved to approve the remuneration for directors and sub-committees for the year 2019 as proposed within the total amount not exceeding 10,000,000 baht with a vote of not less than two-thirds of the shareholders attending the meeting as the following details:

Shareholder	Number (Shares)	Percentage
(1) Agree	263,313,734	100.00
(2) Disagree	0	0.00
(3) Abstain	0	-
(4) Voided ballot	0	-
Total number of votes	263,313,734	100.00

Agenda 6 To consider and approve the appointment of auditors and determine the audit fee for the year 2019

The Moderator explained to the meeting that in order to comply with Article 120 of the Public Limited Companies Act B.E. 2535, stipulated that "The Annual General Meeting of Shareholders shall appoint an auditor and determine the amount of the audit fee of the Company every year. In the appointment of the auditor, the same auditor may be re-appointed. "And Article 121 stipulated that" The auditor shall not be the directors, staff, employee or person holding any position of the Company "

The Audit Committee has considered the appointment of the auditor by considering the experience standards that are acceptable and reliable in performance, expertise in auditing, and sgreed to propose Karin Audit Company Limited to be the auditor for the year 2018, with the list of authorized auditors as follows:

1. Mr. Jadesada Hungsapruet Certified Public Accountant No. 3759 and/or
2. Mr. Jirote Sirirorote Certified Public Accountant No. 5113 and/or
3. Miss Kannika Wipanurat Certified Public Accountant No. 7305

It is determined the auditor's remuneration in the amount of 1,380,000 Baht (One Million Three Hundred Eighty Thousand Baht only) (decreased from 2018). It does not include other expenses that are charged as necessary as actually paid, such as travel expenses, etc.

Item	Unit : Baht	
	Year 2018 (Karin Adit)	Year 2019 (Proposed year) (Karin Adit)
Annual financial statement audit fee	1,100,000	900,000
Reviewed quarterly financial statements	570,000	480,000
Total	1,670,000	1,380,000

The above audit fees excluding other non-audit fee, which is paid as an inspection for the use of investment promotion privileges.

The above listed auditors have no relationship and/or have no interest with the Company / subsidiary / management / major shareholder or those related to that persons, causing shareholders to have information for consideration, deciding whether the nominated auditors are sufficiently independent to perform their duties by the Board of Directors shall ensure that the financial statements can be prepared in a timely manner.

Opinion of the Audit Committee to allow the audit work of the Company with highest efficiency and effectiveness, the Audit Committee considered the auditor for the year 2019 by selecting Karin Audit Company Limited as a qualified auditor who passed all of the above criteria, both technical evaluation criteria and offering price of audit fee at reasonable price, therefore, proposed to the shareholders' meeting to consider appointing the auditor and approve the amount of audit fees as proposed above.

The Board of Directors agreed as proposed by the Audit Committee and agreed to propose to the shareholders' meeting to consider and approve the appointment of Mr. Jadesada Hungsapruet, Auditor License no. 3759 and / or Mr. Jirote Sirirorote, Auditor License no. 5113 and / or Miss Kannika Wipanut, Audit License No. 7305, auditors from Karin Audit Company Limited, as the auditor of the Company for the year 2018 and approved the audit fee for the year 2019, amount of 1,380,000 Baht (One million Three Hundred Eighty Thousand Baht only). The said audit fee does not include other expenses that are charged as necessary as actually paid, such as travel expenses, etc.

By this resolution, it shall receive a majority vote of the shareholders who attend the meeting and vote.

The Moderator gave shareholders the opportunity to ask questions about this agenda, when no shareholder wants to inquire further, any shareholders who disagree or abstain from voting or not, if any, shall vote in the ballot and raise the hands to allow the staff of the Company to collect the card to count the votes. The Moderator, therefore, proposed the meeting to consider and vote.

Resolution The meeting approved the appointment of Mr. Jadesada Hungsapruet, Auditor License no. 3759 and / or Mr. Jirote Sirirorote, Auditor License no. 5113 and / or Miss Kannika Wipanut, Audit License No. 7305, auditors from Karin Audit Company Limited, as the auditor of the Company for the year 2019, amount of

1,380,000 Baht (One million Three Hundred Eighty Thousand Baht only). The said audit fee does not include other expenses that are charged as necessary as actually paid, such as travel expenses, etc. with unanimous votes of the total number of votes of the shareholders attending the meeting and voting as the following details:

	Shareholder	Number (Shares)	Percentage
(1)	Agree	263,313,734	100.00
(2)	Disagree	0	0.00
(3)	Abstain	0	-
(4)	Voided ballot	0	-
	Total number of votes	263,313,734	100.00

Agenda 7 To consider and approve the amendment of the Company's objectives.

The Moderator explained to the meeting that due to the Board of Directors 'Meeting No. 4/2562 held on February 26, 2019, it was approved to propose to the shareholders' meeting to consider and approve the amendment of the Company's objectives from the original 61 articles to 62 articles, by adding the content as follows:

"(62) To operate the service business of accepting guarantees for debt, liability and contractual performance of other persons, including accepting personal guarantees, who travel into the country or travel abroad according to the law on immigration, taxation laws and other laws "

The Board of Directors deemed it appropriate for the shareholders' meeting to approve the amendment of the Company's objectives according to the above details in all respects.

By this resolution, it shall be approved by a vote of not less than two-thirds of the total votes of the shareholders attending the meeting and having the right to vote.

The Moderator gave shareholders the opportunity to ask questions about this agenda, when no shareholder wants to inquire further, any shareholders who disagree or abstain from voting or not, if any, shall vote in the ballot and raise the hands to allow the staff of the Company to collect the card to count the votes. The Moderator, therefore, proposed the meeting to consider and vote.

Resolution The meeting approved the amendment of the Company's objectives according to the details proposed in all respects with a vote of not less than three-fourths (3/4) of the shareholders attending the meeting and having the right to vote as the following details:

	Shareholder	Number (Shares)	Percentage
(1)	Agree	263,313,734	100.00
(2)	Disagree	0	0.00
(3)	Abstain	0	-
(4)	Voided ballot	0	-
	Total number of votes	263,313,734	100.00

Agenda 8 To consider and approve the amendment of the Company's Memorandum of Association, Article 3.
Subject: The Company's objectives to be in line with the amendment of the Company's objectives as follows:

The Moderator explained to the meeting that due to the Board of Directors Meeting No. 4/2562 held on February 26, 2019, it was approved to propose to the shareholders' meeting to consider and approve the amendment to Article 3 of the Memorandum of Association in order to comply with the increase of the Company's objectives as follows:

Formerly	Article 3. Objectives of the Company contain 61 items
Revised to	Article 3. The objectives of the Company contain 62 items

The Board of Directors considered and deemed appropriate to propose to the shareholders' meeting to consider and approve the amendment of the Company's Memorandum of Association, Article 3. Subject: The Company's objectives to be in line with the amendment of the Company's objectives according to the above details in all respects.

By this resolution, it shall be approved by a vote of not less than two-thirds of the total votes of the shareholders attending the meeting and having the right to vote.

The Moderator gave shareholders the opportunity to ask questions about this agenda, when no shareholder wants to inquire further, any shareholders who disagree or abstain from voting or not, if any, shall vote in the ballot and raise the hands to allow the staff of the Company to collect the card to count the votes. The Moderator, therefore, proposed the meeting to consider and vote.

Resolution The meeting resolved to approve the amendment of the Company's Memorandum of Association, Article 3 as proposed details in all respects with a vote of not less than three-fourths (3/4) of the shareholders attending the meeting and having the right to vote as the following details:

Shareholder	Number (Shares)	Percentage
(1) Agree	263,313,734	100.00
(2) Disagree	0	0.00
(3) Abstain	0	-
(4) Voided ballot	0	-
Total number of votes	263,313,734	100.00

The Moderator clarified to the meeting that Agenda 9 - 15 would be about the capital increase of the Company, in which details shall invite Mr. Kongkoch Yongsavasdikul, Legal Advisor, Kudan & Partners Company Limited to be the **expositor**.

Mr. Kongkoch Yongsavasdikul, Legal Advisor, clarified to the meeting that as for the capital increase of the Company this time the Company needs to propose to the shareholders' meeting to consider reducing the capital and amend the Memorandum of Association in order to cut the registered ordinary shares that have not yet been issued as

prescribed by law, which shall be considered in Agenda 9 and 10. After that, the Company shall propose to the shareholders' meeting to consider increasing the registered capital of the Company for 3 objectives.

1. To allocate the newly issued ordinary shares to the existing shareholders in proportion to their shareholding (RO), not exceeding 281,525,344 shares.
2. To allocate the newly issued ordinary shares of the Company to the private placement in the form of the purpose of using capital (PP) in the amount not exceeding 50,000,000 shares.
3. To allocate the newly issued ordinary shares of the Company to the private placement in the form of general mandate (PP-General Mandate), not exceeding 50,000,000 shares.

In respect of the allocation of ordinary shares to the private placement both for the purpose of using money and general mandate shall be under the supervision of relevant agencies and shall consider giving opinions on relevant information on the date of sending the notice of the shareholders' meeting to the shareholders. The relevant agencies also consider and give opinions on information not completed, causing the information to be sent to the shareholders was not complete.

In this regard, the Company has discussed with the relevant agencies to see that in order to comply with the principles of good corporate governance, the Board of Directors, therefore, deems appropriate to postpone the allocation of the newly issued ordinary shares to the private placement both for the purpose of using money and general mandate in Agenda 14 and 15.

Therefore, it is requested that this shareholders' meeting consider and approve the capital reduction, capital increase and the allocation of shares to the existing shareholders in proportion to their shareholding (RO) only. In respect of the allocation of newly issued ordinary shares to the private placement both for the purpose of using money and the general mandate, the Board of Directors' meeting shall consider in details and propose to the shareholders' meeting for further consideration.

Agenda 9 To consider and approve the reduction of the Company's registered capital

The Moderator explained to the meeting that following the meeting of the shareholders on July 16, 2018, the meeting passed a resolution to increase the capital of 280,762,672 Baht by issuing 280,762,672 ordinary shares at a par value of 1 baht per share, consisting of 140,762,672 ordinary shares to support the exercise of rights of Warrants to purchase the newly issued ordinary shares of the Company No. 3 (TLUXE-W3) with the term of 3 years from the date of issuance of the Warrants, and 140,000,000 ordinary shares to support the conversion of convertible debentures allocated to private placement (PP). The Chairman further clarified that 280,762,672 shares were not yet exercised, but because the Company has not yet issued the Warrants to purchase ordinary shares of the Company No. 3 (TLUXE-W3) and convertible bonds allocated to private placement (PP), the Company agreed to cancel the allocation of shares Increase capital to support the exercise of warrants to purchase the newly issued ordinary shares of the Company No. 3 (TLUXE-W3) and convertible debentures allocated to private placement (PP) by cutting ordinary shares of 280,762,672 shares.

Therefore, it proposed that the meeting to consider to reduce the registered capital of 280,762,672 resulting in the registered capital of the Company from 843,813,359 Baht to 563,050,687 Baht.

The Board of Directors deemed it appropriate for the shareholders' meeting to approve the reduction of the Company's registered capital according to the above details in all respects.

By this resolution, it shall be approved by a vote of not less than two-thirds of the total votes of the shareholders attending the meeting and having the right to vote.

The Moderator gave shareholders the opportunity to ask questions about this agenda, when no shareholder wants to inquire further, any shareholders who disagree or abstain from voting or not, if any, shall vote in the ballot and raise the hands to allow the staff of the Company to collect the card to count the votes. The Moderator, therefore, proposed the meeting to consider and vote.

Resolution The meeting resolved to approve the reduction of the registered capital of the Company in the amount of 280,762,672 Baht from the original registered capital of 843,813,359 Baht to the registered capital of 563,050,687 Baht by cutting the registered ordinary shares that have not yet been issued 280,762,672 shares with a par value of 1 baht per share as per proposed in all respects with a vote of not less than three-fourths (3/4) of the shareholders attending the meeting and having the right to vote as the following details:

Shareholder	Number (Shares)	Percentage
(1) Agree	263,313,734	100.00
(2) Disagree	0	0.00
(3) Abstain	0	-
(4) Voided ballot	0	-
Total number of votes	263,313,734	100.00

Agenda 10 To consider and approve the amendment of Article4 of the Memorandum of Association of the Company in accordance with the reduction of the Company's registered capital

The Moderator explained to the meeting that due to the Board of Directors Meeting No. 4/2562 held on February 26, 2019, it was approved to propose to the shareholders' meeting to consider and approve the amendment of Article 4 of the Company's Memorandum of Association to be in line with the reduction of the registered capital of the Company as follows:

"Article 4. Registered capital of the Company	563,050,687	Baht	(Five Hundred Sixty Three Million Fifty Thousand Six Hundred Eighty Seven Baht)
Divided to	563,050,687	share	(Five Hundred Sixty Three Million Fifty Thousand Six Hundred Eighty Seven Shares)
Par value/share	1	Baht	(One Baht)
Divided to			
Ordinary share	563,050,687	share	(Five Hundred Sixty Three Million Fifty Thousand Six Hundred Eighty Seven Shares)
Preferred share	-	share	(-)"

The Board of Directors deemed it appropriate for the shareholders' meeting to approve the amendment of Article 4 of the Company's Memorandum of Association in order to be consistent with the reduction of the registered capital according to the above details in all respects.

By this resolution, it shall be approved by a vote of not less than three quarters of the total votes of the shareholders attending the meeting and having the right to vote.

The Moderator gave shareholders the opportunity to ask questions about this agenda, when no shareholder wants to inquire further, any shareholders who disagree or abstain from voting or not, if any, shall vote in the ballot and raise the hands to allow the staff of the Company to collect the card to count the votes. The Moderator, therefore, proposed the meeting to consider and vote.

Resolution The Meeting resolved to approve the amendment of Article 4 of the Company's Memorandum of Association to be in line with the reduction of the Company's registered capital according to the details proposed in all respects with a vote of not less than three-fourths (3/4) of the shareholders attending the meeting and having the right to vote as the following details:

Shareholder	Number (Shares)	Percentage
(1) Agree	263,313,734	100.00
(2) Disagree	0	0.00
(3) Abstain	0	-
(4) Voided ballot	0	-
Total number of votes	263,313,734	100.00

Agenda 11 To consider and approve the capital increase of the Company

The Moderator explained to the meeting that due to the meeting of the Board of Directors No. 6/2562, held on March 14, 2019, resolved to propose to the shareholders' meeting to consider and approve the increase of the Company's registered capital in the amount of 381,525,344 Baht from the original registered capital of 563,050,687 Baht to be the registered capital amount of 944,576,031 Baht by issuing 381,525,344 newly issued ordinary shares with a par value of 1 Baht per share for 3 objectives.

1. To allocate the newly issued ordinary shares to the existing shareholders in proportion to their shareholding (RO), not exceeding 281,525,344 shares.
2. To allocate the newly issued ordinary shares of the Company to the private placement in the form of the purpose of using capital (PP) in the amount not exceeding 50,000,000 shares.
3. To allocate the newly issued ordinary shares of the Company to the private placement in the form of general mandate (PP-General Mandate), not exceeding 50,000,000 shares.

However, due to the disruption in the completeness of information relating to the allocation of the newly issued ordinary shares of the Company to the private placement in the form of the purpose of using capital (PP) in the amount not exceeding 50,000,000 shares and the allocation of new ordinary shares of the Company to the private placement in the form of the general mandate (PP-General Mandate) in the amount not exceeding 50,000,000 shares,

therefore, the meeting considered and resolved to approve to increase the registered capital of the Company, which is different in essence from that specified in the meeting notice, due to the capital increase to allocate the newly issued ordinary shares of the Company to those in the limited circle. In addition to obtaining approval from the shareholders' meeting, it shall be authorized by the supervisory authority in particular, however, causing error in the process of coordinating and submitting documents to the supervisory authority for initial approval according to the process together with a long holiday period of the Songkran Festival, Therefore, there is a delay resulting in the Company being unable to deliver the information for consideration and approval of the capital increase in order to allocate the newly issued ordinary shares of the Company to the limited person to shareholders at least 14 days in advance.

In this regard, the Board of Directors has considered carefully and cautiously with regard to good corporate governance principles and the right of shareholders to receive information accurately, completely, on in time. For that reason, therefore, proposed to the meeting to consider and approve the increase of the registered capital of the Company only the part that shall allocate the newly issued ordinary shares to the existing shareholders in proportion to the shareholding (RO), without considering the allocation of the newly issued ordinary shares to the private placement in the form of specifying the purpose of using funds (PP) and not considering allocating the capital increase ordinary shares to the private placement under general mandate (PP - General Mandate), therefore, asked the meeting to approve the increase of the registered capital of 281,525,344 Baht by issuing 281,525,344 new ordinary shares at a par value of 1 Baht per share and allocating to the existing shareholders in proportion to their shareholding (RO), causing the registered capital of the Company from the original 563,050,687 Baht to the registered capital of 844,576,031 Baht.

By this resolution, it shall be approved by a vote of not less than three quarters of the total votes of the shareholders attending the meeting and having the right to vote.

The Moderator gave shareholders the opportunity to ask questions about this agenda, when no shareholder wants to inquire further, any shareholders who disagree or abstain from voting or not, if any, shall vote in the ballot and raise the hands to allow the staff of the Company to collect the card to count the votes. The Moderator, therefore, proposed the meeting to consider and vote.

Resolution

The meeting approved the consideration of increasing the registered capital of the Company according to the proposed details in all respects with a vote of not less than three-fourths (3/4) of the shareholders attending the meeting and having the right to vote as the following details:

Shareholder	Number (Shares)	Percentage
(1) Agree	263,313,734	100.00
(2) Disagree	0	0.00
(3) Abstain	0	-
(4) Voided ballot	0	-
Total number of votes	263,313,734	100.00

Agenda 12 To consider and approve the amendment of Article 4 of the Memorandum of Association of the Company in order to be consistent with the increase of the Company's registered capital

The Moderator explained to the meeting due to the Agenda 11 above in order to be consistent with the increase of the Company's registered capital, the shareholders' meeting shall consider approve the amendment of Article 4 of the Company's Memorandum of Association with the following details:

“Article 4. Registered capital of the Company	844,576,031	Baht	(Eight Hundred Forty Four Million Five Hundred Seventy Six Thousand Thirty One Baht)
Divided to	844,576,031	Share	(Eight Hundred Forty Four Million Five Hundred Seventy Six Thousand Thirty One Baht)
Par value/share	1	Baht	(One Baht)
Divided to			
Ordinary share	844,576,031	Share	(Eight Hundred Forty Four Million Five Hundred Seventy Six Thousand Thirty One Baht)
Preferred share	-	Share	(-)”

The Board of Directors deemed it appropriate for the shareholders' meeting to approve the amendment of Article 4 of the Company's Memorandum of Association in order to be consistent with the increase of the Company's registered capital according to the above details in all respects.

By this resolution, it shall be approved by a vote of not less than three quarters of the total votes of the shareholders attending the meeting and having the right to vote.

The Moderator gave shareholders the opportunity to ask questions about this agenda, when no shareholder wants to inquire further, any shareholders who disagree or abstain from voting or not, if any, shall vote in the ballot and raise the hands to allow the staff of the Company to collect the card to count the votes. The Moderator, therefore, proposed the meeting to consider and vote.

Resolution The meeting approved the amendment of Article 4 of the Memorandum of Association of the Company in order to be consistent with the increase of the registered capital of the Company with a vote of not less than 3 in 4 of the shareholders attending the meeting and having the right to vote with the following votes:

Shareholder	Number (Shares)	Percentage
(1) Agree	263,313,734	100.00
(2) Disagree	0	0.00
(3) Abstain	0	-
(4) Voided ballot	0	-
Total number of votes	263,313,734	100.00

Agenda 13 To consider and approve the allocation of the newly issued ordinary shares of the Company to the existing shareholders in proportion to their shareholding (RO)

The Moderator explained to the meeting about the allocation of the newly issued ordinary shares of the Company to the existing shareholders in proportion to their shareholding (RO) with the following details:

Due to the meeting of the Board of Directors No. 6/2562, held on March 14, 2019, has approved to propose to the shareholders' meeting to consider and approve the allocation of the newly issued ordinary shares in the amount not exceeding 281,525,344 shares at par value. 1 Baht to the existing shareholders in proportion (RO) with the following details:

- (a) To allocate at the rate of 2 existing ordinary shares per 1 newly issued ordinary share, by offering for sale at the price of 2 Baht per share by rounding off the shares.
- (b) In the case that there are remaining ordinary shares from the allocation to the existing shareholders in proportion to their shareholding in the first round, the Company shall allocate such remaining shares to the formerly shareholders, who expressed the intention to subscribe for the newly issued ordinary shares in excess of rights (Exceeding the percentage of shareholding) in proportion to their shareholding until there are no additional ordinary shares remaining to be allocated to the shareholders anymore.
- (c) In the event that there are shares remaining from the exercise of the right to subscribe for the newly issued shares of the existing shareholders of the Company in accordance with the shareholding proportion at this time, the Company shall request to approve the capital reduction of the Company at the next shareholders' meeting.
- (d) To determine the date of June 14, 2019 to be the date of determining the list of shareholders who have the right to subscribe for the newly issued ordinary shares (Record Date).
- (e) In addition, the rights to subscribe and receive the allocation of such newly issued ordinary shares are still uncertain until approving by the shareholders' meeting.

In addition, the Board of Directors resolved to propose to the shareholders' meeting to consider and approve the assignment of the Board of Directors and / or the Chief Executive Officer and / or the person assigned by the Board of Directors and / or the Chief Executive Officer have the authority to take various actions related to the offering and allocation of the newly issued ordinary shares of the Company as follows:

- (a) To determine or amend the details and conditions necessary for the offering and / or the allocation of the newly issued ordinary shares, including determining investors, rules for the allocation of shares at one time or several times, period, offering price and method of subscription and payment (As the case may be).
- (b) To amend the method of allocation of newly issued ordinary shares and entering various transactions related to the allocation of shares, capital increase, thereby, subject to the scope approved by the Board of Directors and the shareholders' meeting.
- (c) To take any necessary, appropriate and relevant actions or necessary for the offering and / or allocation of the newly issued ordinary shares, including negotiations, to enter, sign and / or amend the request form and / or any documents necessary for or relating to the issuance, sale or allocation of newly issued ordinary shares and the submission of a request form related to the allocation of new ordinary shares to the relevant Office of Commission Registration of capital increase and amendment of the Memorandum of

Association with the Ministry of Commerce and / or taking the new ordinary shares to be listed on the Stock Exchange of Thailand and the appointment of a financial advisor, legal advisors, consultants or other service providers and / or underwriters (If available or if necessary).

- (d) To contact, negotiate and amend, agree to sign or submit relevant documents, instruments and / or contracts relating to the offering and allocation of the newly issued ordinary shares of the Company, including amendments related information, disclosure of related information and providing statements and informing reports to relevant agencies and determine the conditions and details relating to the offering and allocation.
- (e) To coordinate with government agencies and related regulatory agencies such as the Securities and Exchange Commission, Ministry of Commerce and Stock Exchange of Thailand, and other persons or agencies related to the offering and allocate the newly issued ordinary shares of the Company.
- (f) To perform any actions that are necessary or related to the offering and allocation of the newly issued ordinary shares of the Company.

Therefore, it deemed appropriate that the shareholders' meeting to approve the allocation of the newly issued ordinary shares of the Company to the existing shareholders in proportion to their shareholding (RO) as details mentioned above.

By this resolution, it shall receive a majority vote of the shareholders who attend the meeting and vote.

The Moderator gave shareholders the opportunity to ask questions about this agenda, when no shareholder wants to inquire further, any shareholders who disagree or abstain from voting or not, if any, shall vote in the ballot and raise the hands to allow the staff of the Company to collect the card to count the votes. The Moderator, therefore, proposed the meeting to consider and vote.

Resolution

The meeting approved the allocation of the newly issued ordinary shares of the Company to the existing shareholders in proportion to their shareholding (RO) as proposed in all respects with unanimous votes of all votes of the shareholders attending the meeting and voting as the following details:

	Shareholder	Number (Shares)	Percentage
(1)	Agree	263,313,734	100.00
(2)	Disagree	0	0.00
(3)	Abstain	0	-
(4)	Voided ballot	0	-
	Total number of votes	263,313,734	100.00

Agenda 14 To consider and approve the allocation of the newly issued ordinary shares to the private placement in the form of specifying the purpose of using funds (PP)

Due to Agenda 11, the meeting did not consider the issuance of new ordinary shares to allocate to the private placement in the form of specifying the purpose of using funds (PP), therefore, this agenda was not considered.

Agenda 15 To consider and approve the allocation of the newly issued ordinary shares to the private placement in the form of the general power (PP - General Mandate)

Due to Agenda 11, the meeting did not consider the issuance of new ordinary shares to allocate to the private placement in the form of the general power (PP - General Mandate), therefore, this agenda was not considered.

Agenda 16 To consider other matters

The Moderator informed that the agenda had been orderly considered according to the agenda specified in the invitation letter. The Moderator, therefore, allowed shareholders to ask questions or comment on this agenda.

Mr. Chan Boonprasert, Volunteer of the rights protection of the shareholders, Thai Investors Association ("**Association**") inquired as follows:

Mr. Chan: Why did the Company sell the power plant business since the power plant business has started to recognize the revenue?

Acting Chief Financial Officer: Although the power plant business has started to recognize the revenue, the cost of funds is quite high, the Company has considered that it should sell some power plants to reduce a part of cost of funds.

Mr. Chan: How is the progress in the real estate business in Vietnam?

Chief Strategic Officer: It is in the process of applying for licenses, which is expected to be completed by mid-2019.

Mr. Chan: In the future, will the Company be profitable and able to pay dividends?

Acting Chief Financial Officer: If the Company has a stable profit, the Company will definitely consider paying dividends. But, now the Company is under the financial restructuring process, if the financial restructuring is completed, the Company expects to be profitable in the future.

Co-Chief Executive Officer: For the financial restructuring, the Company is very determined to generate profits and to be able to pay dividends to shareholders.

The Moderator inquired whether any shareholders wished to inquire further or not, when there was no further question from the shareholders, the Moderator, therefore, informed that this meeting had recorded video and audio in a video format. If any shareholder wishes to request such video, please contact the Office of Corporate Secretary or email at ir@ppprime.com.th.

The Chairman of the meeting, therefore, declared the meeting closed, by thanking the shareholders for taking the time to attend the meeting today.

The meeting closed at 15.30 hrs.

- Pitthaporn Glinfueng -

(A.C.M. Pitthaporn Glinfueng)

Chairman of the Board (Chairman of the meeting)

Key Summary of the Warrants to Purchase Newly Issued Ordinary Shares
of
PP Prime Public Company Limited No. 4 (PPPM-W4)

Name	Warrants to purchase newly issued ordinary shares of PP Prim Public Company Limited No. 4 (PPPM-W4) (the “Warrants”)
Type	Named and transferable warrants
Number to be issued	Not exceeding 281,525,344 units
Offering Price per unit	THB 0.00 per unit (free of charge)
Tenure	5 years from the issuance date of the Warrants, provided that after the issuance date of the Warrants, the Company will not extend the tenure of the Warrants
Number of shares issued to accommodate the exercise of the Warrants	Not exceeding 281,525,344 shares, representing 33.33 percent of the total shares (844,576,031 shares) (please refer to the calculation details under the Details of Calculation of Number of Underlying Shares)
Offering Method and Allocation Ratio	<p>The Company shall issue and allocate the Warrants to the Company’s existing shareholders by way of right offering at the ratio of 3 existing ordinary shares to 1 unit of the Warrants (any fraction from the calculation of the allocation ratio of the Warrants shall be disregarded, and any remaining Warrants after the allocation shall be cancelled accordingly).</p> <p>The record date to determine the list of shareholders to be allocated with the Warrants shall be July 17, 2019, which will be after the Extraordinary General Meeting of Shareholders No. 1/2019 on June 10, 2019 shall have approved the Company’s issuance and offering of the Warrants.</p>
Exercise Ratio	1 unit of the Warrants is entitled to purchase 1 newly issued ordinary share (unless the exercise ratio is adjusted by the conditions of right adjustment).
Exercise Price	THB 1 per share (unless the exercise price is adjusted by the conditions of right adjustment).

Issuance and Offering Date	The Chairman of the Executive Committee or the Chief Executive Officer or the person authorized by the Chairman of the Executive Committee or the Chief Executive Officer shall be authorized to schedule the issuance and offering date of the Warrants.
Exercise Period	<p>The holders of the Warrants may exercise the Warrants once every year on the last business day of October of each year during the period from 9.00 hours to 15.30 hours during the term of the Warrants, with the first exercise date on Thursday, October 31, 2019 and the last exercise date on the fifth anniversary of the issuance date of the Warrants (the “Exercise Date”).</p> <p>If the Exercise Date falls on any non-business day of the Stock Exchange of Thailand, the Exercise Date shall be postponed to the business day preceding such Exercise Date.</p>
Exercise Notice Period	The holders of the Warrants wishing to exercise their rights to purchase the Company's newly issued ordinary shares shall give notice of intention to purchase the Company's newly issued ordinary shares within 5 business days prior to the Exercise Date, except for the notice of intention on the last exercise, such notice of intention to purchase the Company's newly issued ordinary shares shall be given at least 15 days before the last Exercise Date.
No Cancellation of Exercise Notice	When the holders of the Warrants give notice of intention to purchase shares under the Warrants, the holders of the Warrants may not cancel such exercise notice.
Events for issuance of new shares to accommodate the adjustment of the exercise of the Warrants	The exercise price and/or the exercise ratio of the Warrants is adjusted under the conditions of right adjustment, subject to the events as set out in the Notification of the Capital Market Supervisory Board No. TorJor. 34/2551 Re: Application for and Approval of Offer for Sale of Newly Issued Shares Warrants and Newly Issued Underlying Shares, or any other relevant notifications, dated December 15, 2008 (and any amendments thereof).
Secondary Market for the Warrants	The Company shall list the Warrants as listed securities on the Stock Exchange of Thailand (“SET”).
Secondary Market for the Newly Issued Ordinary Shares for Exercise of the Warrants	The Company shall list the newly issued ordinary shares to accommodate the exercise of the Warrants as listed securities on SET.

Warrant Registrar	Thailand Securities Depository Co., Ltd.
Other Rights and Benefits	The newly issued ordinary shares from the exercise of the Warrants on this occasion shall enjoy the same rights and status as those of the Company's ordinary shares previously issued in all respects.
Conditions of Right Adjustment	<p>The Company shall adjust the exercise price, the exercise ratio to purchase the Company's newly issued ordinary shares during the term of the Warrants upon the occurrence of any of the following events, with a purpose to secure the interest and returns for the holders of the Warrants not to be less favorable:</p> <ol style="list-style-type: none"> (1) When the Company changes the par value of its shares as a result of a combination or split of shares; (2) When the Company offers for sale any newly issued shares at a price lower than the share price calculated by such method based on the market price at the time of such share offering or the market price prior to such share offering, in accordance with such calculation method as specified in the terms and conditions; (3) When the Company offers for sale any convertible debentures or warrants to be newly issued, whereby the determination or calculation of price of shares to be newly issued to accommodate such convertible debentures or warrants is lower than the share price calculated by such method based on the market price at the time of such offering of the convertible debentures or warrants or the market price prior to such offering of the convertible debentures or warrants, in accordance with such calculation method as specified in the terms and conditions; (4) When the Company pays all or parts of the dividend in the form of newly issued shares to the shareholders; (5) When the Company pays dividend in cash exceeding the rate specified in the terms and conditions; (6) Any other events similar to (1) to (5) which would cause any returns to be received by the holders of the Warrants, once exercised, to be less favorable.
Impact on the Company's shareholders from the exercise of the Warrants (Dilution Effect)	<ol style="list-style-type: none"> 1. The ordinary shares issued from the exercise of the Warrants on this occasion shall enjoy the same rights and status as the Company's ordinary shares previously issued in all respects. 2. Other than 281,525,344 ordinary shares allocated to accommodate the exercise of the Warrants to the existing shareholders, the Company may need to increase its capital to accommodate any change in the exercise of the Warrants upon the

	<p>occurrence of the conditions of right adjustment as specified in the terms and conditions of the Warrants.</p> <p>3. Given the Company's plan for issuance and offering of 281,525,344 ordinary shares to the existing shareholders by way of right offering (oversubscription is allowed) before the issuance and offering of the Warrants, whereby the Company shall allocate the Warrants on this occasion to the shareholders who exercise their rights to subscribe for such ordinary shares, therefore, the impact on the shareholders may be divided into various cases as follows:</p> <p>Case 1 The existing shareholders subscribe for the newly issued ordinary shares by way of right offering and exercise all the Warrants.</p> <p>Case 2 Other persons who are not the existing shareholders are the users of the rights to purchase ordinary shares of the Company in whole amount. (The existing shareholders sell the Warrants on the SET in full) under the assumption that the capital increase by offering to the existing shareholders according to the resolution of the 2019 Annual General Meeting of Shareholders will be a full offering, resulting in the paid-up shares before this offering of the Warrants equal to 844,576,031 shares.</p> <p>Case 3 Other persons who are not the existing shareholders are the users of the rights to purchase ordinary shares of the Company in whole amount. (Existing shareholders sell the warrants in the Stock Exchange of Thailand in full amount) under the assumption that the capital increase by offering to the existing shareholders according to the resolution of the 2019 Annual General Meeting of Shareholders will not be a full offering, resulting in the paid-up shares before this offering of the Warrants equal to 563,050,687 shares.</p> <p>(1) Control Dilution</p> $= \frac{\text{the number of underlying shares}}{\text{the number of paid-up shares} + \text{the number of newly issued ordinary shares by right offering} + \text{the number of underlying shares}}$ <p>Case 1 = 0 because this represents the issuance and offering of newly issued ordinary shares and the Warrants to the existing shareholders by way of right offering, therefore, should the existing shareholders subscribe for the newly issued ordinary shares by way of right offering and exercise all the Warrants, there will be no impact on the existing shareholders.</p> <p>Case 2 = $281,525,344 / (563,050,687 + 281,525,344 + 281,525,344) = 25.00$ percent</p>
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Case 3 = $187,683,562 / (563,050,687 + 187,683,562) = 25.00$ percent

(2) Price Dilution= (market price before the offering – market price after the offering) / market price before the offering

Case 1 = 0 because this represents the issuance and offering of newly issued ordinary shares and the Warrants to the existing shareholders by way of right offering, therefore, should the existing shareholders subscribe for the newly issued ordinary shares by way of right offering and exercise all the Warrants, there will be no impact on the existing shareholders.

Case 2 = $(2.19 - 1.845) / 2.19 = 15.80$ percent

Whereas, the market price before the offering is calculated from the weighted average price of the shares for the past 15 consecutive business days prior to the date the Board of Directors passes its resolution to propose the Extraordinary General Meeting of Shareholders No. 1/2019 to consider approving the issuance of newly issued ordinary shares to accommodate the exercise of the Warrants, namely during the period from April 3, 2019 to April 26, 2019, which is equal to THB 2.19 per share.

The market price after the offering is calculated from:

$$= \frac{((\text{market price before the offering} \times \text{paid-up shares}) + (\text{RO offering price} \times \text{number of newly issued shares by right offering}) + (\text{exercise price} \times \text{underlying shares}))}{(\text{paid-up share} + \text{underlying shares})}$$

$$= \frac{(2.19 \times 563,050,687) + (2.00 \times 281,525,344) + (1 \times 281,525,344)}{(563,050,687 + 281,525,344) + 281,525,344}$$

$$= \text{THB } 1.845 \text{ per share}$$

Therefore, should other persons who are not the existing shareholders exercise the rights to purchase ordinary shares of the Company in full (the existing shareholders sell all the Warrants on the SET) under the assumption that the newly issued ordinary shares are offered to the existing shareholders by way of right offering in full, the impact on the existing shareholders shall be equal to 15.80 percent.

Case 3 = $(2.19 - 1.89) / 2.19$

= 13.64 percent

Whereas, the market price before the offering is calculated from the weighted average price of the shares for the past 15 consecutive business days prior to the date the Board of Directors passes its resolution to propose the Extraordinary General Meeting of Shareholders No. 1/2019 to consider approving the issuance of newly issued ordinary shares to accommodate the exercise of the Warrants, namely during the period from April 3, 2019 to April 26, 2019, which is equal to THB 2.19 per share.

The market price after the offering is calculated from:

	$= \frac{((\text{market price before the offering} \times \text{paid-up shares}) + (\text{exercise price} \times \text{underlying shares}))}{(\text{paid-up share} + \text{underlying shares})}$ $= \frac{(2.19 \times 844,576,031) + (1 \times 281,525,344)}{844,576,031 + 281,525,344}$ <p>= THB 1.89 per share</p> <p>Therefore, should other persons who are not the existing shareholders exercise the rights to purchase ordinary shares of the Company in full (the existing shareholders sell all the Warrants on the SET) under the assumption that the newly issued ordinary shares are not offered to the existing shareholders by way of right offering, the impact on the existing shareholders shall be equal to 13.64 percent.</p> <p>(3) Earning Per Share Dilution</p> <p>Since the Company sustains an operating loss, it is not possible to calculate the earnings dilution effect.</p>
Purpose of Issuance of the Warrants and Expected Benefits of the Company from this New Share Allocation	<p>The Company will utilize the proceeds from the offering of newly issued ordinary shares and the Warrants on this occasion (1) to repay its debts, e.g., debentures, etc.; (2) to use the proceeds as its working capital; and (3) to expand the Company's business to improve its operating results.</p> <p>In this issuance of the Warrants, should all holders of the Warrants exercise all the Warrants to purchase the newly issued ordinary shares in full, the Company will derive the total proceeds of approximately THB 281.53 Million.</p>
Expected Benefits of Shareholders from the Capital Increase	<p>The shareholders will benefit from the Company's use of such proceeds for business expansion and reduction of its loan debts in order to strengthen its business potential and operations, and reduce the interest expenses, which will result in satisfactory rate of return and the Company's growth in the long run.</p>
Others	<p>In order to ensure that the terms and conditions for the Warrants shall be appropriate to the circumstances of the capital and money markets, taking into account the interests of the Company and the shareholders, the Chairman of the Executive Committee or the Chief Executive Officer or the person authorized by the Chairman of the Executive Committee or the Chief Executive Officer shall be authorized to take any actions necessary for and in connection with the issuance and allocation of the Warrants in compliance with the law, including but not limited to the power to (1) set out and amend any rules, terms, conditions and other details relating to the issuance and allocation of the Warrants, including the record date to determine the list of shareholders entitled to the allocation of the Warrants; (2) negotiate, agree, enter into,</p>

	<p>amend, add, sign agreements, applications for permission, waiver, evidence, disclosure, report on the offering for sale, and various documents necessary for and in connection with the issuance and allocation of the Warrants, as well as contact, filing, amendment, addition and signing of the applications for permission, waiver, evidence, disclosure, report on the offering for sale, and various documents with the Office of the Securities and Exchange Commission, SET, governmental agencies or relevant authorities in relation to the issuance and allocation of the Warrants and the listing of the Warrants and the newly issued ordinary shares from the exercise of the Warrants as listed securities on SET: and (3) take any other arrangements as necessary and appropriate in connection with the issuance and allocation of the Warrants in order to ensure the successful completion of the foregoing arrangements and the issuance and allocation of the Warrants on this occasion.</p>
Details of Calculation of Number of Underlying Shares	<p>The number of underlying shares = ((the number of underlying shares for the Warrants offered) + (the number of underlying shares for the Warrants offered, excluding such shares to accommodate ESOP warrants)) / (the number of all issued shares of the Company)</p> <p>Given the Company's plan for issuance and offering of the newly issued ordinary shares to the shareholders before the issuance and offering of the Warrants, whereby the existing shareholders who exercise their rights to subscribe for such newly issued ordinary shares shall be entitled to be allocated with the Warrants accordingly, therefore, the calculation of the number of underlying shares may be divided into two cases as follows:</p> <p>Case 1: The newly issued ordinary shares are issued and offered to the existing shareholders by way of right offering and are subscribed for in full.</p> $= \frac{281,525,344}{(563,050,687 + 281,525,344)}$ <p>= 33.33 percent</p> <p>Case 2: The newly issued ordinary shares are not issued and offered to the existing shareholders or are issued and offered to the existing shareholders by way of right offering, but none of the shareholders subscribe for such ordinary shares.</p> $= \frac{187,683,562}{563,050,687}$

	<p>= 33.33 percent</p> <p>Therefore, the proportion of the share issuance does not exceed 50 percent.</p>
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(F 53-4)

Capital Increase Report Form
PP Prime Public Company Limited
May 8, 2019

We, PP Prime Public Company Limited (the “Company”) hereby report on the resolutions of the 2019 Annual General Meeting of Shareholders, which was held on April 24, 2019, and the resolutions of the Board of Directors’ Meetings No. 8/2019 and No. 9/2019, held on April 29, 2019 and May 8, 2019, respectively, regarding the capital increase and new share allocation, as follows:

1. Capital Reduction and Increase

The Board of Directors’ Meeting has resolved to propose the Extraordinary General Meeting of Shareholders No. 1/2019:

1.1 To consider approving the reduction of the Company’s registered capital by THB 281,525,344 from the existing registered capital of THB 844,576,031 to THB 563,050,687 by cancelling 281,525,344 authorized but unissued shares, with a par value of THB 1 per share;

1.2 To consider approving the registered capital increase by THB 563,050,688 from the existing registered capital of THB 563,050,687 to THB 1,126,101,375 by issuing 563,050,688 newly issued ordinary shares, with a par value of THB 1 per share, as per the following details

Capital Increase	Type of Shares	Amount of Shares (shares)	Par Value (THB per share)	Total (THB)
☒ Specific Purpose of Use of Proceeds	Ordinary Shares	Not exceeding 563,050,688 shares	1.00	THB 563,050,688
	Preferred Shares	-	-	-
☐ General Mandate	Ordinary Shares	-	-	-
	Preferred Shares	-	-	-

In case of the capital increase with specific purpose of use of proceeds, complete all of the following items, except item 2.2.

In case of the capital increase with general mandate, complete only items 2.2, 3 and 4.

2. Allocation of New Shares

2.1 Specific Purpose of Use of Proceeds

Allocation to	Amount of Shares (shares)	Ratio (Old : New)	Offering Price (THB per share)	Share Subscription and Payment Date and Time	Remark
1. The existing shareholders	Not exceeding 281,525,344 shares	2 existing ordinary shares: 1 new ordinary shares	THB 2.00 per share, totaling THB 563,050,688	July 1 – 5, 2019 (5 business days)	Please see remarks 1-2 below.
2. The existing shareholders to accommodate the exercise of the Warrants to Purchase the Company's Ordinary Shares No. 4 (PPPM-W4) (the "Warrants")	Not exceeding 281,525,344 shares	3 existing ordinary shares: 1 unit of the Warrants	- Allocation to the existing shareholders free of charge - The exercise price at THB 1.00 per share (the exercise ratio at 1 unit of the Warrants : 1 ordinary share)	The shareholders will receive the Warrants free of charge, subject to the Company's terms and conditions.	Please see remarks 3-4 below.
Total	Not exceeding 563,050,688 share				

Remarks: 1. The 2019 Annual General Meeting of Shareholders of PP Prime Public Company Limited (the "Company"), which was held on April 24, 2019, resolved to approve the allocation of the newly issued ordinary

shares to the shareholders by way of right offering (RO) (oversubscription is allowed) in the amount not exceeding 281,525,344 shares, with a par value of THB 1 per share, with the details as follows:

(a) The shares shall be allocated at the ratio of 2 existing ordinary shares to 1 newly issued ordinary share at the offering price of THB 2 per share, any fraction thereof shall be disregarded.

(b) Should there be any newly issued ordinary shares remaining from the first round of allocation by way of right offering, the Company shall allocate the remaining newly issued shares to the existing shareholders who have expressed their intention to subscribe for the newly issued ordinary shares (beyond their shareholding percentages) until there shall be no more newly issued ordinary shares left to be allocated to the shareholders.

(c) Should there be any shares remaining after the exercise of the right to subscribe for the Company's newly issued shares by way of right offering and oversubscription on this occasion, the Company shall seek approval to reduce the Company's registered capital at the next Shareholders' Meeting.

(d) June 14, 2019 shall be the record date to determine the list of shareholders entitled to subscribe for such newly issued ordinary shares.

In addition, the 2019 Annual General Meeting of Shareholders also resolved to approve the authorization of the Board of Directors and/or the Chief Executive Officer and/or the person authorized by the Board of Directors and/or the Chief Executive Officer to take such arrangements relating to the offering and allocation of the Company's newly issued ordinary shares as follows:

(a) To set out or revise details and conditions necessary for the offering and/or allocation of newly issued ordinary shares, and rules on allocation of shares on single or several occasions, period, offering price and subscription and payment procedures (as the case may be);

(b) To revise the procedures for allocation of newly issued ordinary shares and execution of various transactions relating to the allocation of newly issued ordinary shares, subject to the scope of authorization as approved by the Board of Directors' Meeting and the Shareholders' Meeting;

(c) To take any arrangements as necessary, appropriate and in connection with or essential to the offering and/or allocation of newly issued ordinary shares, and negotiate, enter into, sign and/or amend any applications and/or documents necessary for or in connection with the issuance, offering or allocation of newly issued ordinary shares, and the registration of the capital increase and the amendment of the Memorandum of Association with the Ministry of Commerce, and/or the listing of the newly issued ordinary shares as listed securities on the SET, and the appointment of financial advisors, legal counsel, consultant or other service provider and/or underwriter (if any or applicable);

(d) To contact, negotiate, amend, agree, sign or file the relevant documents, instruments and/or agreements in connection with the offering and allocation of the Company's newly issued ordinary shares, including amendment of the relevant information memorandum, disclosure of information, statements and reports to the relevant authorities, as well as setting out conditions and details on the offering and allocation;

(e) To coordinate with the relevant authorities and regulatory bodies, e.g., the Office of the Securities and Exchange Commission, the Ministry of Commerce, and the SET, as well as other parties or agencies concerned with the offering and allocation of the Company's newly issued ordinary shares;

(f) To take any other arrangements necessary for or in connection with the offering and allocation of the Company's newly issued ordinary shares.

2. The Board of Directors' Meeting No. 9/2019, which was held on May 8, 2019, resolved to amend the dates for subscription and payment for the newly issued ordinary shares by way of right offering (RO) from June 24-28, 2019 to July 1-5, 2019, given the fact that the original dates for subscription and payment for the newly issued ordinary shares would be too early, which may result in short notice of allocation of and subscription for the newly issued ordinary shares to the shareholders.

3. The Board of Directors' Meeting No. 8/2019, which was held on April 29, 2019, resolved to grant approval to propose the Extraordinary General Meeting of Shareholders No. 1/2019 to be held on June 10, 2019 to consider approving the following matters:

3.1 Resolved to propose the Shareholders' Meeting to consider approving the issuance and offering of the Warrants in the amount not exceeding 563,050,688 units to the shareholders by way of right offering free of charge at the ratio of 3 existing ordinary shares to 1 unit of the Warrants, any fraction thereof shall be disregarded. The Warrants shall have a term of 5 years from the issuance date of the Warrants with the exercise price of THB 1 per unit of the Warrants. In this regard, July 5, 2019 shall be the record date to determine the list of shareholders entitled to subscribe for the Warrants.

3.2 Resolved to propose the Shareholders' Meeting to consider reducing the Company's registered capital by THB 281,525,344 from the existing registered capital of THB 844,576,031 to THB 563,050,687 by cancelling 281,525,344 authorized but unissued ordinary shares, with a par value of THB 1 per share;

3.3 Resolved to propose the Shareholders' Meeting to consider approving the Company's registered capital increase by THB 563,050,688 from the existing registered capital of THB 563,050,687 to THB 1,126,101,375 by issuing 563,050,688 newly issued ordinary shares, with a par value of THB 1 per share.

4. The Board of Directors' Meeting No. 9/2019, which was held on May 8, 2019, resolved to grant approval as follows:

4.1 Resolved to approve the amendment of the record date to determine the list of shareholders entitled to subscribe for the Warrants (Record Date) from July 5, 2019 to July 17, 2019 in order for the allocation to meet appropriate timeline, whereby the Company shall propose this matter to the Extraordinary General Meeting of Shareholders No. 1/2019 for further approval.

4.2 Resolved to amend the first exercise date of the Warrants from Wednesday, July 31, 2019 to Thursday, October 31, 2019 (the "First Exercise Date"), with the last exercise date falling on the fifth anniversary of the issuance date of the Warrants (the "Exercise Date").

2.1.1 The Company's arrangements with any fraction of shares

Any fraction of shares shall be disregarded and the authorized but unissued shares shall be cancelled.

2.2 General Mandate

Allocation to	Type of Securities	Amount of Shares	Percentage of Paid-up Capital ^{1/}	Remark
Existing Shareholders	Ordinary Shares	-	-	-
	Preferred Shares	-	-	
To accommodate the conversion/ exercise of the transferable Warrants	Ordinary Shares	-	-	-
	Preferred Shares	-	-	
		-	-	
Public Offering	Ordinary Shares	-	-	-
	Preferred Shares	-	-	
Private Placement	Ordinary Shares	-	-	-
	Preferred Shares	-	-	

^{1/} The percentage of the paid-up capital as of the date the Board of Directors resolves to increase its capital with general mandate.

3. **Schedule for the Shareholders' Meeting for Approval of the Capital Increase and New Share Allocation**

The Extraordinary General Meeting of Shareholders No. 1/2019 is scheduled to be held on June 10, 2019 at 13.30 hours at the conference room of PP Prime Public Company Limited, No. 62-62/1 Moo 2, U-Tapao Road, Tambon Nong Chumphon, Amphoe Khao Yoi, Phetchaburi Province, whereby:

- ☐ The share register shall be closed to suspend any share transfer for the right to attend the Shareholders' Meeting from until the Shareholders' Meeting is adjourned.
- ☒ The record date to determine the list of shareholders entitled to attend the Shareholders' Meeting shall be May 24, 2019.

4. **Approval for Capital Increase/New Share Allocation from Relevant Authorities and Conditions of Such Approval (if any)**

1. The Company shall register the reduction of the registered capital and the amendment of the Memorandum of Association with the Department of Business Development, Ministry of Commerce.
2. The Company shall register the registered capital increase and the amendment of the Memorandum of Association with the Department of Business Development, Ministry of Commerce.
3. The Company shall register the paid-up capital increase with the Department of Business Development, Ministry of Commerce.
4. The Company shall apply for approval from the Stock Exchange of Thailand for listing of the newly issued ordinary shares issued and offered to the existing shareholders by way of right offering on the Stock Exchange of Thailand.
5. The Company shall apply for approval from the Stock Exchange of Thailand for listing of the Warrants on the Stock Exchange of Thailand.
6. The Company shall apply for approval from the Stock Exchange of Thailand for listing of the newly issued ordinary shares from the exercise of the Warrants on the Stock Exchange of Thailand.

5. **Purpose of Capital Increase**

The Company's capital increase is intended to strengthen the Company's operations and finance, whereby the Company plans to use the proceeds from the capital increase (1) to repay its debts, e.g., debentures, etc.; (2) to use the proceeds as its working capital; and (3) to expand its animal feed production business to overseas markets, which will help improve the Company's liquidity and operating results.

6. **Expected Benefits to the Company from the Capital Increase/New Share Allocation**

The capital increase by issuance and offering of the ordinary shares to the existing shareholders to accommodate the exercise of the Warrants on this occasion will help strengthen the Company's operating results and financial position, which will help improve its liquidity and operating results in order to be competitive with other operators in the industry. Such capital increase will bring about positive effect on the Company's growth and profitability without any impact on the Company's financial liquidity, and will help ensure the Company's business continuity and secure its financial position and equity in the best interests of the Company and all shareholders.

7. **Expected Benefits to the Shareholders from the Capital Increase/New Share Allocation**

7.1 **Dividend Policy**

The Company has a policy to pay dividends to the shareholders at the rate not less than 60.00 percent of net profits per its separate financial statements, after corporate income tax and legal reserve.

However, the Company may declare dividends at a rate less than the above rate or suspend the declaration of dividend, depending on the economic circumstances, operating results, financial position, liquidity, investment plan, requirement to use the working capital for its operations, business expansion of the Company and its subsidiaries, and other relevant factors, as the Board of Directors may deem appropriate or reasonable and in the best interests of the Company and its shareholders.

7.2 Subscribers of the newly issued shares shall be entitled to dividends from the operating result since the period:

The holders of the Warrants shall become the Company's shareholders only after exercising their Warrants, and the Company has duly registered the change of its paid-up capital with the Department of Business Development, and they shall be entitled to dividends only when they remain the Company's shareholders.

8. Other Details Essential for the Shareholders' Decision on Approval of the Capital Increase/New Share Allocation

-None-

9. Schedule of Actions after the Board of Directors' Resolution to Approve the Capital Increase/New Share Allocation

No.	Procedures	Date
1.	The Board of Directors' Meeting No. 9/2019	May 8, 2019
2.	Record date to determine the list of shareholders entitled to attend the Extraordinary General Meeting of Shareholders No. 1/2019	May 24, 2019
3.	The Extraordinary General Meeting of Shareholders No. 1/2019	June 10, 2019
4.	Record date to determine the list of shareholders entitled to subscribe for the newly issued ordinary shares by way of right offering	June 14, 2019
5.	Registration of the reduction of the registered capital, the registered capital increase and the amendment of the Memorandum of Association with the Ministry of Commerce	Within 14 days from the date of the resolution of the Shareholders' Meeting
6.	Dates for subscription and payment for the newly issued ordinary shares to the existing shareholders by way of right offering	July 1 – 5, 2019

No.	Procedures	Date
7.	Listing of the newly issued ordinary shares offered to the shareholders by way of right offering on the Stock Exchange of Thailand	Within 30 days from the close of offering of the newly issued ordinary shares
8.	Record date to determine the list of shareholders entitled to subscribe for the Warrants	July 17, 2019
9.	First day for exercise of the Warrants	October 31, 2019

The Company hereby certifies that the information in this report is correct and complete in all respects.

Signature: - Chaowarit Prapajit -

(General Chaowarit Prapajit)

Director

-Company's seal-

Signature: - Phatcharada Jutaprateep -

(Khun Phatcharada Jutaprateep)

Director

Information Memorandum on Issuance, Offering and Allocation of Newly Issued Ordinary Shares of
PP Prime Public Company Limited

We, PP Prime Public Company Limited (the “Company”), hereby report on the resolutions of the 2019 Annual General Meeting of Shareholders, which was held on April 24, 2019, and the resolutions of the Board of Directors’ Meetings No. 8/2019 and No. 9/2019, held on April 29, 2019 and May 8, 2019, respectively, regarding the capital increase and new share allocation as follows:

1. Details of the Issuance and Offering

1.1 Number of Shares Offered

- (a) The Company will allocate not exceeding 281,525,344 newly issued ordinary shares, with a par value of THB 1 per share, to the existing shareholders by way of right offering at the ratio of 2 existing ordinary shares to 1 newly issued ordinary shares (whereby the total number of shares to be allocated will be 281,525,344 shares) (oversubscription is allowed) at the offering price of THB 2 per share, totaling not exceeding THB 563,050,688, and schedule the period for subscription for the Company’s newly issued ordinary shares for such offering during July 1 – 5, 2019 (5 business days), whereby the Company has scheduled June 14, 2019 as the record date to determine the list of shareholders entitled to subscribe for the newly issued ordinary shares by way of right offering.

Should there be any newly issued ordinary shares remaining from the first round of allocation by way of right offering, the Company shall allocate the remaining newly issued shares to the shareholders who have expressed their intention to oversubscribe for the newly issued ordinary shares at the same price until there shall be no more newly issued ordinary shares left to be allocated to the shareholders or there shall be no shareholder wishing to subscribe for such shares. Should there be any shares remaining after the exercise of the right to subscribe for the Company’s newly issued shares by way of right offering on this occasion, the Company shall seek approval to reduce the Company’s registered capital at the next Shareholders’ Meeting

The foregoing resolutions have been approved by the 2019 Annual General Meeting of Shareholders held on April 24, 2019 and by resolution of the Board of Directors’ Meeting No. 9/2018, which was held on May 8, 2019.

- (b) The Company will allocate not exceeding 281,525,344 newly issued ordinary shares, with a par value of THB 1 per share, to accommodate the exercise of the Warrants to Purchase the Company’s Ordinary Shares No. 4 (PPPM-W4) issued and offered to the shareholders by way of right offering (Warrant -

RO) (the “Warrants”), which will be proposed to the Extraordinary General Meeting of Shareholders No. 1/2019 to be held on June 10, 2019 for further consideration and approval.

1.2 Type of Investors

Each of the Company’s existing shareholders will be allocated and offered with the Warrants by way of right offering (Warrant - RO).

1.3 Determination and Justification of the Offering Price

The Company will offer the Warrants to the Company’s existing shareholders by way of right offering free of charge.

1.4 Procedures for Offering and Allocation

The Company will allocate the Warrants to the Company’s existing shareholders free of charge at the ratio of 3 ordinary shares to 1 unit of the Warrants, any fraction of the Warrants shall be disregarded. The Company’s Warrants shall have a term of 5 years from the issuance date of the Warrants with the exercise price of THB 1 per unit of the Warrants. Please refer to the initial details of the Warrants in the Key Summary of the Warrants issued and offered to the Shareholders by way of Right Offering (Warrant-RO) (Enclosure 1).

2. Purpose of Issuance of Newly Issued Ordinary Shares and Plan for Use of Proceeds

The Company’s capital increase is intended to strengthen the Company’s operations and finance, whereby the Company plans to use the proceeds from the capital increase (1) to repay its debts, e.g., debentures, etc.; (2) to use the proceeds as its working capital; and (3) to expand the Company’s business to improve its operating results.

3. Potential Impact from Capital Increase or Allocation of newly Issued Shares

3.1 Control Dilution

Given that the Warrants will be offered on this occasion to the existing shareholders, should the existing shareholders exercise their Warrants in full, they will not be affected by control dilution in terms of their shareholding and voting rights. However, should the Warrants be exercised by other persons than the existing shareholders, the existing shareholders will be affected by approximately 25.00 percent, with the calculation formula as follows:

Case 1 Under the assumption that the capital increase by offering to the existing shareholders according to the resolution of the 2019 Annual General Meeting of Shareholders will be a full offering, resulting in the paid-up shares before this offering of the Warrants equal to 844,576,031 shares

$$\text{Control Dilution} = (Q_w / (Q_o + Q_w))$$

Whereas,

Q_w = The number of underlying shares to accommodate the Warrants is equal to 281,525,344 shares

Q_o = The number of currently paid-up shares is equal to 844,576,031 shares

Therefore,

$$\begin{aligned} \text{Control Dilution} &= (281,525,344 / (844,576,031 + 281,525,344)) \\ &= 25.00 \text{ percent} \end{aligned}$$

Case 2 Under the assumption that the capital increase by offering to the existing shareholders according to the resolution of the 2019 Annual General Meeting of Shareholders will not be a full offering, resulting in the paid-up shares before this offering of the Warrants equal to 563,050,687 shares

$$\text{Control Dilution} = (Q_w / (Q_o + Q_w))$$

Whereas,

Q_w = The number of underlying shares to accommodate the Warrants is equal to 187,683,562 shares

Q_o = The number of currently paid-up shares is equal to 563,050,687 shares

Therefore,

$$\begin{aligned} \text{Control Dilution} &= (187,683,562 / (563,050,687 + 187,683,562)) \\ &= 25.00 \text{ percent} \end{aligned}$$

3.2 Price Dilution

Case 1 Under the assumption that the capital increase by offering to the existing shareholders according to the resolution of the 2019 Annual General Meeting of Shareholders will be a full offering, resulting in the paid-up shares before this offering of the Warrants equal to 844,576,031 shares

$$\begin{aligned} \text{Price Dilution} &= \frac{(\text{market price before the offering} - \text{market price after the offering})}{\text{market price before the offering}} \end{aligned}$$

Whereas,

Market price = The weighted average market price of shares for the past 15 consecutive business days prior to the date the Board of Directors' Meeting No. 8/2019, on April 29, 2019, resolved to consider and

approve the issuance (during April 3, 2019 – April 26, 2019) (from SETSMART) is equal to THB 2.19.

$$\begin{aligned}
 \text{Market price after the offering} &= \frac{(\text{market price} \times \text{paid-up shares}) + (\text{right offering price} \times \text{shares issued to accommodate the right offering})}{\text{paid-up shares} + \text{shares issued to accommodate the right offering}} \\
 &= \frac{(2.19 \times 563,050,687) + (2 \times 281,525,344) + (1 \times 281,525,344)}{(563,050,687 + 281,525,344) + 281,525,344} \\
 &= \text{THB 1.845 per share}
 \end{aligned}$$

$$\begin{aligned}
 \text{Price Dilution} &= (2.19 - 1.845) / 2.19 \\
 &= 15.80 \text{ percent}
 \end{aligned}$$

Case 2 Under the assumption that the capital increase by offering to the existing shareholders according to the resolution of the 2019 Annual General Meeting of Shareholders will not be a full offering, resulting in the paid-up shares before this offering of the Warrants equal to 563,050,687 shares

$$\text{Price Dilution} = \frac{(\text{market price before the offering} - \text{market price after the offering})}{\text{market price before the offering}}$$

Whereas,

$$\begin{aligned}
 \text{Market price} &= \text{The weighted average market price of shares for the past 15 consecutive business days prior to the date the Board of Directors' meeting No. 8/2019, on April 29, 2019, resolved to consider and approve the issuance (during April 3, 2019 – April 26, 2019) (from SETSMART) is equal to THB 2.19.}
 \end{aligned}$$

$$\begin{aligned}
 \text{Market price after the offering} &= \frac{(\text{market price} \times \text{paid-up shares}) + (\text{right offering price} \times \text{shares issued to accommodate the right offering})}{\text{paid-up shares} + \text{shares issued to accommodate the right offering}}
 \end{aligned}$$

$$= \frac{(2.19 \times 844,576,031) + (1 \times 281,525,344)}{844,576,031 + 281,525,344}$$

$$= \text{THB 1.89 per share}$$

$$\text{Price Dilution} = (2.19 - 1.89) / 2.19$$

$$= 13.64 \text{ percent}$$

3.3 Earnings per Share Dilution

This is inapplicable because the Company sustains a net operating loss.

4. Opinions of the Board of Directors

4.1 Rationale and Justification for the Registered Capital Increase

1. To enable the existing shareholders to benefit from holding the Warrants; and
2. To secure the Company's fund to accommodate its business plan (1) to repay its debts, e.g., debentures, etc.; (2) to use the proceeds as its working capital; and (3) to expand the Company's business to improve its operating results.

4.2 Feasibility of the Plan for Use of Proceeds

The Board of Directors considers and is of the view that for the purpose of business expansion and investment in the future, the Company needs to use funds on a regular basis, and as such, the issuance of the Warrants on this occasion will allow the Company's existing shareholders to gradually increase the capital to support such business expansion plan.

4.3 Justifications of the Capital Increase and Sufficiency of Source of Funds

After the Company's study of the justifications and benefits from this capital increase as described above, the Board of Directors is of the view that this capital increase is justifiable because it will not only be beneficial to the Company, but also allow the existing shareholders to potentially receive increased return in the future from their holding of the Warrants.

If the Company's proceeds from the offering of the Warrants on this occasion do not cover the total budget required for the project in accordance with the Company's business plan, the Company may consider securing financing from financial institutions or by other means in the future.

4.4 Expected impact on the Company's business operations, financial position and operating results from the issuance and offering of the Warrants and the implementation of the plan for use of proceeds

If the Company's offering of the Warrants on this occasion is successful and the Warrants are exercised in full, the Company's debt to equity ratio (D/E Ratio) will improve, thereby the Company's financial position will be stabilized to secure financing from financial institutions, which will influence the Company's competitiveness in the long run.

5. Certification of the Board of Directors

In the event where any director of the Company fails to perform his/her functions with integrity and due care to protect the Company's interests in this capital increase, and such failure has caused damage to the Company, the shareholders may take legal actions to claim damage from such director on behalf of the Company pursuant to Section 85 of the Public Limited Companies Act B.E. 2535 (1992). In the event where the failure to perform such functions has caused any directors or persons concerned to gain undue benefits, the shareholders may take legal actions to recover such benefits from the directors on behalf of the Company pursuant to Section 89/18 of the Securities and Exchange Act B.E. 2535 (1992).

The Company hereby certifies that the information in this report is correct and complete in all respects.

Signature: - *Chaowarit Prapajit* -
(General Chaowarit Prapajit)
Authorized Director

Signature: - *Phatcharada Jutaprateep* -
(Khun Phatcharada Jutaprateep)
Authorized Director

(ปิดอากรแสตมป์
20 บาท)
(Please attach
stamp duty
of Baht 20)

Enclosure 5

หนังสือมอบฉันทะแบบ ก.
Proxy Form A

เลขทะเบียนผู้ถือหุ้น.....
Shareholder registration number

เขียนที่.....
Written at
วันที่.....เดือน.....พ.ศ.
Date Month Year

(1) ข้าพเจ้า สัญชาติ.....
I/We nationality
ที่อยู่.....
Address

(2) เป็นผู้ถือหุ้นของบริษัท พีพี ไพร์ม จำกัด (มหาชน) (“บริษัทฯ”)

Being a shareholder of PP Prime Public Company Limited (“Company”)

โดยถือหุ้นจำนวนทั้งสิ้นรวม หุ้น และออกเสียงลงคะแนนได้เท่ากับ เสียงดังนี้
Holding the total number of shares and have the rights to vote equal to votes as follows

☐ หุ้นสามัญ หุ้น และออกเสียงลงคะแนนได้เท่ากับ เสียง
ordinary share shares and have the rights to vote equal to votes

☐ หุ้นบุริมสิทธิ หุ้น และออกเสียงลงคะแนนได้เท่ากับ เสียง
preference share shares and have the rights to vote equal to votes

(3) ขอมอบฉันทะให้

Hereby appoint

ชื่อ อายุ ปี
Name age

ที่อยู่
Address

เป็นผู้แทนของข้าพเจ้า เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/2562 ในวันจันทร์ที่ 10 มิถุนายน 2562 เวลา 13:30 น. ณ บริษัท พีพี ไพร์ม จำกัด (มหาชน) เลขที่ 62-62/1 หมู่ 2 ถนน รพช.-อุตะมา ตำบลหนองชุมพล อำเภอเขาย้อย จังหวัด เพชรบุรี 76140 หรือที่แจ้งเลื่อนไปในวัน เวลาและสถานที่อื่นด้วย

As my/our proxy (“proxy”) to attend and vote on my/our behalf at the Extraordinary General Meeting of Shareholders No. 1/2019 on Monday 10th June 2019 at 13:30 hours. at the meeting room, No.62-62/1 Moo 2, Ror.Phor.Chor. Uta-pao Road, Nongchumphon Sub-district, Khao Yoi District, Petchaburi Province 76140 or such other date, time and place as the meeting may be held.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำให้ในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำให้เองทุกประการ

Any acts performed by the proxy in this meeting, except in the event that the proxy does not vote consistently with my/our voting intentions as specified herein, shall be deemed to be the actions performed by myself/ourselves.

ลงชื่อ / Signedผู้มอบฉันทะ / Grantor
(.....)

ลงชื่อ / Signedผู้รับมอบฉันทะ / Proxy
(.....)

ลงชื่อ / Signedผู้รับมอบฉันทะ / Proxy
(.....)

ลงชื่อ / Signedผู้รับมอบฉันทะ / Proxy
(.....)

หมายเหตุ ผู้ถือหุ้นที่มอบฉันทะ จะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

(ปิดอากรแสตมป์
20 บาท)
(Please attach
stamp duty
of Baht 20)

หนังสือมอบฉันทะแบบ ข. Proxy Form B

เลขทะเบียนผู้ถือหุ้น.....

Shareholder registration number

เขียนที่.....

Written at

วันที่.....เดือน..... พ.ศ.

Date Month Year

(1) ข้าพเจ้า สัญชาติ.....

I/We

nationality

ที่อยู่.....

Address

(2) เป็นผู้ถือหุ้นของบริษัท พีพี ไพร์ม จำกัด (มหาชน) (“บริษัทฯ”)

Being a shareholder of PP Prime Public Company Limited (“Company”)

โดยถือหุ้นจำนวนทั้งสิ้นรวม หุ้น และออกเสียงลงคะแนนได้เท่ากับ เสียงดังนี้

Holding the total number of shares and have the rights to vote equal to votes as follows

☐ หุ้นสามัญ หุ้น และออกเสียงลงคะแนนได้เท่ากับ เสียง
ordinary share shares and have the rights to vote equal to votes

☐ หุ้นบุริมสิทธิ หุ้น และออกเสียงลงคะแนนได้เท่ากับ เสียง
preference share shares and have the rights to vote equal to votes

(3) ขอมอบฉันทะให้ (กรุณาเลือกข้อใดข้อหนึ่ง)

Hereby appoint (Please choose one of following)

☐ 1. มอบฉันทะให้ กรรมการอิสระคนใดคนหนึ่งของบริษัทฯ คือ

Appoint any one of the following Independent Directors of the Company

☐ พันตำรวจโทเถียรรัตน์ วิเชียรสรรค์ / Pol.Lt.Col. Thienrath Vichiensan หรือ/or

☐ นางนที ชวนสนธิ / Mrs. Natee Chuansanit หรือ/or

☐ นายธีรวิทย์ ธนกิจสุนทร / Mr. Teerawit Tanakijsoontorn หรือ/or

(รายละเอียดของกรรมการอิสระปรากฏตามสิ่งที่ส่งมาด้วย 6)

(Details of Independent Directors are specified in Enclosure 6)

☐ 2. ชื่อ อายุ..... ปี

Name

age

ที่อยู่.....

Address

ทั้งนี้ในกรณีที่กรรมการอิสระผู้รับมอบฉันทะคนใดคนหนึ่ง ไม่สามารถเข้าประชุมได้ให้กรรมการอิสระที่เหลือเป็นผู้รับมอบฉันทะแทนกรรมการอิสระที่ไม่สามารถเข้าประชุม

In this regard, in the case where any of such Independent Directors is unable to attend the meeting, the other Independent Director shall be appointed as a proxy instead of the Independent Director who is unable to attend the meeting.

คนใดคนหนึ่งเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/2562 ในวันจันทร์ที่ 10 มิถุนายน 2562 เวลา 13:30 น. ณ บริษัท พีพี ไพร์ม จำกัด (มหาชน) เลขที่ 62-62/1 หมู่ 2 ถนน รพช.-อุตะภา ตำบลหนองชุมพล อำเภอยาย้อย จังหวัดเพชรบุรี 76140 หรือที่จะพึงเลื่อนไปในวัน เวลาและสถานที่อื่นด้วย

Anyone of these persons as my/our proxy (“proxy”) to attend and vote on my/our behalf at the Extraordinary General Meeting of Shareholders No. 1/2019 on Monday 10th June 2019 at 13:30 hours. at the meeting room, No.62-62/1 Moo 2, Ror.Phor.Chor. Utapao Road, Nongchumphon Sub-district, Khao Yoi District, Petchaburi Province 76140 or such other date, time and place as the meeting may be held.

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ดังนี้

In this Meeting, I/we grant my/our proxy to consider and vote on my/our behalf as follows:

วาระที่ 1 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้นประจำปี 2562

Agenda 1 To consider approving the Minutes of the 2019 Annual Ordinary General Meeting of Shareholders

- ☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

- ☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐ งดออกเสียง

Abstain

วาระที่ 2 พิจารณานุมัติการออกและเสนอขายใบสำคัญแสดงสิทธิที่จะซื้อหุ้นสามัญของบริษัท รุ่นที่ 4 (PPPM-W4) จำนวนไม่เกิน 281,525,344 หน่วย ให้แก่ผู้ถือหุ้นเดิมตามสัดส่วนการถือหุ้น (Warrant-RO)

Agenda 2 To consider approving the issuance and offering of the Warrants to Purchase the Company's Ordinary Shares No. 4 (PPPM-W4) in the amount not exceeding 281,525,344 units to the existing shareholders by way of right offering (Warrant-RO)

- ☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

- ☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐ งดออกเสียง

Abstain

วาระที่ 3 พิจารณานุมัติการลดทุนจดทะเบียนของบริษัท จำนวน 281,525,344 บาท จากทุนจดทะเบียนจำนวน 844,576,031 บาท เป็น 563,050,687 บาท โดยการตัดหุ้นสามัญจดทะเบียนที่ยังไม่ได้จำหน่ายจำนวน 281,525,344 หุ้น มูลค่าที่ตราไว้หุ้นละ 1 บาท

Agenda 3 To consider approving the reduction of the Company's registered capital by THB 281,525,344 from the existing registered capital of THB 844,576,031 to THB 563,050,687 by cancelling 281,525,344 authorized but unissued ordinary shares, with a par value of THB 1 per share

- ☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

- ☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐ งดออกเสียง

Abstain

วาระที่ 4 พิจารณานุมัติการแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิข้อ 4 เพื่อให้สอดคล้องกับการลดทุนของบริษัท

Agenda 4 To consider approving the amendment of Clause 4 of the Memorandum of Association to be in line with the reduction of the Company's registered capital

- ☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

- ☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐ งดออกเสียง

Abstain

วาระที่ 5 พิจารณานุมัติการเพิ่มทุนจดทะเบียนอีกจำนวน 563,050,688 บาท จากทุนจดทะเบียนจำนวน 563,050,687 บาท เป็น ทุนจดทะเบียนจำนวน 1,126,101,375 บาท โดยการออกหุ้นสามัญเพิ่มทุนใหม่จำนวน 563,050,688 หุ้น มูลค่าที่ตราไว้ หุ้นละ 1 บาท

Agenda 5 To consider approving the Company's registered capital increase by THB 563,050,688 from the existing registered capital of THB 563,050,687 to THB 1,126,101,375 by issuing 563,050,688 newly issued ordinary shares, with a par value of THB 1 per share

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐ งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ 6 พิจารณานุมัติการแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิข้อ 4 เพื่อให้สอดคล้องกับการเพิ่มทุนของบริษัท

Agenda 6 To consider approving the amendment of Clause 4 of the Memorandum of Association to be in line with the Company's registered capital increase

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐ งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ 7 พิจารณานุมัติการจัดสรรหุ้นสามัญเพิ่มทุนของบริษัทจำนวนไม่เกิน 281,525,344 หุ้น มูลค่าที่ตราไว้หุ้นละ 1 บาท ไว้เพื่อรองรับการใช้สิทธิตามใบสำคัญแสดงสิทธิที่จะซื้อหุ้นสามัญของบริษัท รุ่นที่ 4 (PPPM-W4) ที่ออกและเสนอขายให้แก่ผู้ถือหุ้นเดิมตามสัดส่วนการถือหุ้น (Warrant - RO)

Agenda 7 To consider approving the allocation of not exceeding 281,525,344 newly issued ordinary shares, with a par value of THB 1 per share, to accommodate the exercise of the Warrants to Purchase the Company's Ordinary Shares No. 4 (PPPM-W4) issued and offered to the existing shareholders by way of right offering (Warrant - RO)

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐ งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ 8 พิจารณายกเลิกการแก้ไขวัตถุประสงค์ของบริษัทและหนังสือบริคณห์สนธิของบริษัท ข้อ 3. เรื่องวัตถุประสงค์ของบริษัท

Agenda 8 To consider cancelling the amendment to the objectives of the Company and Clause 3 of the Memorandum of Association of the Company regarding the objectives of the Company

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐ งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ 9 พิจารณาเรื่องอื่น ๆ

Agenda 9 To consider other matters (if any)

(5) การลงคะแนนเสียงของ ผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่า การลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

Vote of the Proxy in any Agenda which is not in accordance with this Form of Proxy shall be invalid and shall not be the vote of the Shareholder.

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In case I do not specify the authorization or the authorization is unclear, or if the meeting considers or resolves any matter other than those stated above, or if there is any change or amendment to any fact, the Proxy shall be authorized to consider and vote the matter on my behalf as the Proxy deems appropriate.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

For any act performed by the Proxy at the meeting, it shall be deemed as such acts had been done by me in all respects except for vote of the Proxy which is not in accordance with this Proxy Form.

ลงชื่อ / Signedผู้มอบฉันทะ / Grantor
(.....)

ลงชื่อ / Signedผู้รับมอบฉันทะ / Proxy
(.....)

ลงชื่อ / Signedผู้รับมอบฉันทะ / Proxy
(.....)

ลงชื่อ / Signedผู้รับมอบฉันทะ / Proxy
(.....)

หมายเหตุ / Remark

1. ผู้ถือหุ้นที่มอบฉันทะ จะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

The Shareholder appointing the Proxy must authorize only one proxy to attend and vote at the meeting and shall not allocate the number of shares to several proxies to vote separately

2. ในกรณีที่มิมีวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข. ตามแนบ

In case there are agendas other than those specified above, the additional statement can be specified by the Shareholder in the Regular Continued Proxy Form B as enclosed.

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข.

Attachment to Proxy Form B

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท พีพี ไพร้ม จำกัด (มหาชน)

A proxy is granted by a shareholder of PP Prime Public Company Limited

ในการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/2562 ในวันจันทร์ที่ 10 มิถุนายน 2562 เวลา 13:30 น. ณ บริษัท พีพี ไพร้ม จำกัด (มหาชน) เลขที่ 62-62/1 หมู่ 2 ถนน รพช.-อุ้มตะนา ตำบลหนองชุมพล อำเภอเขาย้อย จังหวัดเพชรบุรี 76140 หรือที่จะพึงเลื่อนไปในวัน เวลาและสถานที่อื่นด้วย

At the Extraordinary General Meeting of Shareholders No. 1/2019 on Monday 10th June 2019 at 13:30 hours. at the Meeting Room, No.62-62/1 Moo 2, Ror.Phor.Chor. Utapao Road, Nongchumphon Sub-district, Khao Yoi District, Petchaburi Province 76140 or such other date, time and place as the meeting may be held.

☐ วาระที่..... เรื่อง.

Agenda

Subject:

- ☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

- ☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐ จดออกเสียง

Approve

Disapprove

Abstain

☐ วาระที่..... เรื่อง.

Agenda

Subject:

- ☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

- ☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐ จดออกเสียง

Approve

Disapprove

Abstain

☐ วาระที่..... เรื่อง.

Agenda

Subject:

- ☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

- ☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐ จดออกเสียง

Approve

Disapprove

Abstain

☐ วาระที่..... เรื่อง.

Agenda

Subject:

- ☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

- ☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐ จดออกเสียง

Approve

Disapprove

Abstain

☐ วาระที่..... เรื่อง.

Agenda

Subject:

- ☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

- ☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐ งดออกเสียง

Approve

Disapprove

Abstain

☐ วาระที่..... เรื่อง.

Agenda

Subject:

- ☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

- ☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐ งดออกเสียง

Approve

Disapprove

Abstain

ข้าพเจ้าขอรับรองว่ารายการในใบประจำตบแบบหนังสือมอบฉันทะถูกต้องบริบูรณ์และเป็นความจริงทุกประการ

ลงชื่อ / Signedผู้มอบฉันทะ / Grantor
(.....)

ลงชื่อ / Signedผู้รับมอบฉันทะ / Proxy
(.....)

ลงชื่อ / Signedผู้รับมอบฉันทะ / Proxy
(.....)

ลงชื่อ / Signedผู้รับมอบฉันทะ / Proxy
(.....)

(ปิดอากรแสตมป์
20 บาท)
(Please attach
stamp duty
of Baht 20)

หนังสือมอบฉันทะแบบ ค.

Proxy Form C

สำหรับกรณีผู้ถือหุ้นเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียนในประเทศไทยเป็นผู้รับฝากและดูแลหุ้น

For foreign shareholders who have custodians in Thailand only.

เลขทะเบียนผู้ถือหุ้น.....

Shareholder registration number

เขียนที่.....

Written at

วันที่.....เดือน.....พ.ศ.

Date Month Year

(1) ข้าพเจ้า สัญชาติ.....

I/We

nationality

ที่อยู่.....

Address

ในฐานะผู้ประกอบธุรกิจเป็นผู้รับฝากและดูแลหุ้น (Custodian) ให้กับ.....

As the custodian of

ซึ่งเป็นผู้ถือหุ้นของบริษัท พีพี ไพร์ม จำกัด (มหาชน) (“บริษัทฯ”)

who is a shareholder of PP Prime Public Company Limited (“Company”)

โดยถือหุ้นจำนวนทั้งสิ้นรวม หุ้น และออกเสียงลงคะแนนได้เท่ากับ เสียงดังนี้
Holding the total number of shares and have the rights to vote equal to votes as follows

☐ หุ้นสามัญ หุ้น และออกเสียงลงคะแนนได้เท่ากับ เสียง
ordinary share shares and have the rights to vote equal to votes

☐ หุ้นบุริมสิทธิ หุ้น และออกเสียงลงคะแนนได้เท่ากับ เสียง
preference share shares and have the rights to vote equal to votes

(2) ขอมอบฉันทะให้ (กรุณาเลือกข้อใดข้อหนึ่ง)

Hereby appoint (Please choose one of following)

☐ 1. มอบฉันทะให้ กรรมการอิสระคนใดคนหนึ่งของบริษัทฯ คือAppoint any one of the following Independent Directors of the Company☐ พันตำรวจโทเถียรรัตน์ วิเชียรสรรค์ / Pol.Lt.Col. Thienrath Vichiensan หรือ/or☐ นางนที ชวนสนธิ / Mrs. Natee Chuansanit หรือ/or☐ นายธีรวิทย์ ธนกิจสุนทร / Mr. Teerawit Tanakijsoontorn หรือ/or

(รายละเอียดของกรรมการอิสระปรากฏตามสิ่งที่ส่งมาด้วย 6)

(Details of Independent Directors are specified in Enclosure 6)

☐ 2. ชื่อ อายุ..... ปี

Name

age

ที่อยู่.....

Address

ทั้งนี้ในกรณีที่กรรมการอิสระผู้รับมอบฉันทะคนใดคนหนึ่ง ไม่สามารถเข้าประชุมได้ให้กรรมการอิสระที่เหลือเป็นผู้รับมอบฉันทะแทนกรรมการอิสระ
ที่ไม่สามารถเข้าประชุม

In this regard, in the case where any of such Independent Directors is unable to attend the meeting, the other Independent Director
shall be appointed as a proxy instead of the Independent Director who is unable to attend the meeting.

คนใดคนหนึ่งเพียงคนเดียวเป็นผู้แทนของข้าพเจ้า เพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/2562 ในวันจันทร์ที่ 10 มิถุนายน 2562 เวลา 13:30 น. ณ บริษัท พีพี ไพร์ม จำกัด (มหาชน) เลขที่ 62-62/1 หมู่ 2 ถนน รพช.-อุตะเนา ตำบลหนองชุมพล อำเภอยาย้อย จังหวัดเพชรบุรี 76140 หรือที่จะพึงเลื่อนไปในวัน เวลาและสถานที่อื่นด้วย

Anyone of these persons as my/our proxy ("proxy") to attend and vote on my/our behalf at the Extraordinary General Meeting of Shareholders No. 1/2019 on Monday 10th June 2019 at 13:30 hours. at the Meeting Room, No.62-62/1 Moo 2, Ror.Phor.Chor. Utapao Road, Nongchumphon Sub-district, Khao Yoi District, Petchaburi Province 76140 or such other date, time and place as the meeting may be held.

(3) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

In this Meeting, I/we grant my/our proxy to consider and vote on my/our behalf as follows:

☐ มอบฉันทะตามจำนวนหุ้นทั้งหมดที่ถือ และมีสิทธิออกเสียงลงคะแนนได้

Grant proxy the total amount of shares holding and entitled to vote

☐ มอบฉันทะบางส่วน คือ

Grant partial shares of

☐ หุ้นสามัญหุ้น และออกเสียงลงคะแนนได้เท่ากับเสียง
ordinary share shares and have the rights to vote equal to votes

☐ หุ้นบุริมสิทธิหุ้น และออกเสียงลงคะแนนได้เท่ากับเสียง
preference share shares and have the rights to vote equal to votes

รวมสิทธิออกเสียงลงคะแนนได้ทั้งหมดเสียง

Total voting rights votes

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ดังนี้

In this Meeting, I/we grant my/our proxy to consider and vote on my/our behalf as follows:

วาระที่ 1 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้นประจำปี 2562

Agenda 1 To consider approving the Minutes of the 2019 Annual Ordinary General Meeting of Shareholders

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐ งดออกเสียง

Abstain

วาระที่ 2 พิจารณานุมัติการออกและเสนอขายใบสำคัญแสดงสิทธิที่จะซื้อหุ้นสามัญของบริษัท รุ่นที่ 4 (PPPM-W4) จำนวนไม่เกิน 281,525,344 หน่วย ให้แก่ผู้ถือหุ้นเดิมตามสัดส่วนการถือหุ้น (Warrant-RO)

Agenda 2 To consider approving the issuance and offering of the Warrants to Purchase the Company's Ordinary Shares No. 4 (PPPM-W4) in the amount not exceeding 281,525,344 units to the existing shareholders by way of right offering (Warrant-RO)

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐ งดออกเสียง

Abstain

วาระที่ 3 พิจารณานุมัติการลดทุนจดทะเบียนของบริษัท จำนวน 281,525,344 บาท จากทุนจดทะเบียนจำนวน 844,576,031 บาท เป็น 563,050,687 บาท โดยการตัดหุ้นสามัญจดทะเบียนที่ยังไม่ได้จำหน่ายจำนวน 281,525,344 หุ้น มูลค่าที่ตราไว้หุ้นละ 1 บาท

Agenda 3 To consider approving the reduction of the Company's registered capital by THB 281,525,344 from the existing registered capital of THB 844,576,031 to THB 563,050,687 by cancelling 281,525,344 authorized but unissued ordinary shares, with a par value of THB 1 per share

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐ งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ 4 พิจารณานุมัติการแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิข้อ 4 เพื่อให้สอดคล้องกับการลดทุนของบริษัท

Agenda 4 To consider approving the amendment of Clause 4 of the Memorandum of Association to be in line with the reduction of the Company's registered capital

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐ งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ 5 พิจารณานุมัติการเพิ่มทุนจดทะเบียนอีกจำนวน 563,050,688 บาท จากทุนจดทะเบียนจำนวน 563,050,687 บาท เป็นทุนจดทะเบียนจำนวน 1,126,101,375 บาท โดยการออกหุ้นสามัญเพิ่มทุนใหม่จำนวน 563,050,688 หุ้น มูลค่าที่ตราไว้หุ้นละ 1 บาท

Agenda 5 To consider approving the Company's registered capital increase by THB 563,050,688 from the existing registered capital of THB 563,050,687 to THB 1,126,101,375 by issuing 563,050,688 newly issued ordinary shares, with a par value of THB 1 per share

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐ งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ 6 พิจารณานุมัติการแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิข้อ 4 เพื่อให้สอดคล้องกับการเพิ่มทุนของบริษัท

Agenda 6 To consider approving the amendment of Clause 4 of the Memorandum of Association to be in line with the Company's registered capital increase

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐ งดออกเสียง

Abstain

วาระที่ 7 พิจารณานุมัติการจัดสรรหุ้นสามัญเพิ่มทุนของบริษัทจำนวนไม่เกิน 281,525,344 หุ้น มูลค่าที่ตราไว้หุ้นละ 1 บาท ไว้เพื่อรองรับการใช้สิทธิตามใบสำคัญแสดงสิทธิที่จะซื้อหุ้นสามัญของบริษัท รุ่นที่ 4 (PPPM-W4) ที่ออกและเสนอขายให้แก่ผู้ถือหุ้นเดิมตามสัดส่วนการถือหุ้น (Warrant - RO)

Agenda 7 To consider approving the allocation of not exceeding 281,525,344 newly issued ordinary shares, with a par value of THB 1 per share, to accommodate the exercise of the Warrants to Purchase the Company's Ordinary Shares No. 4 (PPPM-W4) issued and offered to the existing shareholders by way of right offering (Warrant - RO)

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐ งดออกเสียง

Abstain

วาระที่ 8 พิจารณายกเลิกการแก้ไขวัตถุประสงค์ของบริษัทและหนังสือบริคณห์สนธิของบริษัท ข้อ 3. เรื่องวัตถุประสงค์ของบริษัท

Agenda 8 To consider cancelling the amendment to the objectives of the Company and Clause 3 of the Memorandum of Association of the Company regarding the objectives of the Company

☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐ งดออกเสียง

Abstain

วาระที่ 9 พิจารณาเรื่องอื่น ๆ

Agenda 9 To consider other matters (if any)

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

Vote of the Proxy in any Agenda which is not in accordance with this Form of Proxy shall be invalid and shall not be the vote of the Shareholder.

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In case I do not specify the authorization or the authorization is unclear, or if the meeting considers or resolves any matter other than those stated above, or if there is any change or amendment to any fact, the Proxy shall be authorized to consider and vote the matter on my behalf as the Proxy deems appropriate.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำให้ในการประชุม ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any acts performed by the proxy in this meeting, shall be deemed to be the actions performed by myself/ourselves.

ลงชื่อ / Signedผู้มอบฉันทะ / Grantor
(.....)

ลงชื่อ / Signedผู้รับมอบฉันทะ / Proxy
(.....)

ลงชื่อ / Signedผู้รับมอบฉันทะ / Proxy
(.....)

ลงชื่อ / Signedผู้รับมอบฉันทะ / Proxy
(.....)

หมายเหตุ / Remark

1. หนังสือมอบฉันทะแบบ ค. นี้ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้นให้เท่านั้น

This Proxy form C is only used for the shareholder who is specified in the register as a foreign investor and has appointed a custodian in Thailand to be a share depository and keeper. The shareholder appointing the proxy shall appoint only one proxy to attend the meeting and cast a vote. The shareholder cannot split his/her votes to different proxies to vote separately.

2. หลักฐานที่ต้องแนบพร้อมกับหนังสือมอบฉันทะคือ

The documents needed to be attached to this Proxy form are:

- (1) หนังสือมอบอำนาจจากผู้ถือหุ้นให้คัสโตเดียน (Custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบฉันทะแทน

Power of attorney from the shareholder empowering the custodian to sign this Proxy form on his/her behalf

- (2) หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทนได้รับอนุญาตประกอบธุรกิจคัสโตเดียน (Custodian)

Document confirming that the person who signed the proxy form is permitted to operate the custodian business

3. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนนไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

The shareholder appointing the proxy shall appoint only one proxy to attend the meeting and cast a vote. The shareholder cannot split his/her votes to different proxies to vote separately.

4. ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค. ตามแนบ

In case where the statement exceeds those specified above, additional details may be specified in the Attachment to Proxy Form C provided.

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค.

Attachment to Proxy Form C

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท พีพี ไพรม์ จำกัด (มหาชน)

A proxy is granted by a shareholder of PP Prime Public Company Limited.

ในการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/2562 ในวันจันทร์ที่ 10 มิถุนายน 2562 เวลา 13:30 น. ณ บริษัท พีพี ไพรม์ จำกัด (มหาชน) เลขที่ 62-62/1 หมู่ 2 ถนน รพช.-อุตะนา ตำบลหนองชุมพล อำเภอเขาย้อย จังหวัดเพชรบุรี 76140 หรือที่จะพึงเลื่อนไปในวัน เวลาและสถานที่อื่นด้วย

At the Extraordinary General Meeting of Shareholders No. 1/2019 on Monday 10th June 2019 at 13:30 hours. at the Meeting Room, No.62-62/1 Moo 2, Ror.Phor.Chor. Utapao Road, Nongchumphon Sub-district, Khao Yoi District, Petchaburi Province 76140 or such other date, time and place as the meeting may be held.

☐ วาระที่..... เรื่อง.

Agenda

Subject:

- ☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

- ☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐ จดออกเสียง

Approve

Disapprove

Abstain

☐ วาระที่..... เรื่อง.

Agenda

Subject:

- ☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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The proxy shall have the right to approve in accordance with my/our intention as follows:

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☐ ไม่เห็นด้วย

☐ จดออกเสียง

Approve

Disapprove

Abstain

☐ วาระที่..... เรื่อง.

Agenda

Subject:

- ☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐ จดออกเสียง

Approve

Disapprove

Abstain

☐ วาระที่..... เรื่อง.

Agenda

Subject:

- ☐ ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐ จดออกเสียง

Approve

Disapprove

Abstain

□ วาระที่..... เรื่อง.....

Agenda

Subject:

- ☐ ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

- ☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

เห็นด้วย

☐ ไม่เห็นด้วย

 งดออกเสียง

Approve

Disapprove

Abstain

□ วาระที่..... เรื่อง.....

Agenda

Subject:

- ☐ ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

- ☐ ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

☐ เห็นด้วย

☐ ไม่เห็นด้วย

☐ งดอดกเลิกเพียง

Approve

Disapprove

Abstain

ข้าพเจ้าขอรับรองว่ารายการในใบประจำต่อแบบหนังสือมอบฉันทะถูกต้องสมบูรณ์และเป็นความจริงทุกประการ

ลงชื่อ / Signedผู้มอบอำนาจ / Grantor

(.....)

ลงชื่อ / Signedผู้รับมอบฉันทะ / Proxy

(.....)

ลงชื่อ / Signedผู้รับมอบฉันทะ / Proxy

(.....)

ลงชื่อ / Signedผู้รับมอบอำนาจ / Proxy

(.....)

**Guideline for the appointment of proxy, the registration, documents to be presented on the meeting date,
the voting procedures and votes counting**

Guideline for the Appointment of Proxy

In case the shareholders cannot attend the meeting in person, the shareholders can appoint a person as their proxy to attend the meeting and vote on their behalf. The company has provided 3 proxy forms in accordance with the forms specified by the Department of Business Development, the Ministry of Commerce. The Company has enclosed proxy with this invitation. Each proxy the form has characteristics as follows:

- Proxy Form A is the general and simple form.
- Proxy Form B is the form with fixed and specific details authorizing proxy.
- Proxy Form C is the form for the shareholders who are foreign investors and have appointed a custodian in Thailand to be a share depository and keeper.

The appointment of proxy can be conducted as follows:

- (1) The shareholders other than the shareholders who are foreign investors and have appointed a custodian in Thailand to be a share depository and keeper may choose to use either Proxy Form A. or Form B. In any case, only one type of proxy form can be chosen. The Company recommends the shareholders to use Proxy Form B and specify the voting for each agenda.
- (2) The shareholders who are foreign investors and have appointed a custodian in Thailand to be a share depository and keeper may either choose Proxy Form A, Form B or Form C. In any cases, only one type of proxy form can be chosen.
- (3) The shareholders appoint the proxy shall appoint only one proxy to attend the meeting and cast a vote. The shareholder cannot split his/her votes to different proxies to vote separately.
- (4) The shareholders can appoint any person to be their proxies as they wish, or appoint any one of the Independent Directors of the Company as appeared in this enclosed to be their proxies, If the shareholders choose to appoint the Independent Director of the Company to be their proxies, the Company recommends the shareholders to use Proxy Form B. and specify the votes for each agenda, and deliver the proxy form with the supporting documents to Investor relation at PP Prime Public Company Limited. No.69/5 Moo 5 Rama 2 Road, Bang Khan Taek, Muangsamut Songkhram, Samut Songkhram 75000, In which the documents shall arrive at the Company no later than 3 day prior to the Meeting date.
- (5) The proxy form must be correctly and clearly filled in, and signed by the grantor and the proxy, and affixed with Baht 20 stamp duty, crossed and specified the date such proxy is made.
- (6) The proxy must present the registration form, proxy form and supporting documents at the registration desk for proxies on the meeting date,

Registration

The Company will commence the registration and allow the shareholders and the proxies to register the meeting attendance from 12.00 p.m. onwards on Monday, June 10, 2019 at 1.30 p.m., The location is as appeared in the location map in Enclosure 8

Documents to be presented on the Meeting Date

The meeting participants are recommended to present the Registration Form, enclosed with this invitation and the following documents to the officer at the registration desk before attending the meeting:

1. Individual

- 1.1 In case the shareholders attend the meeting in person, to present the valid identification issued by the government agency, e.g. the identification card, government identification card, driving license or passport, including evidence of name - surname change (if any).
- 1.2 In the case the shareholders appoint the proxy to attend the meeting, to present the following documents.
 - (1) The proxy form, correctly and completely filled in and signed by the grantor and the proxy, and affixed with a stamp duty.
 - (2) Copy of the grantor's valid identification issued by the government agency as specified in Clause 1.1, certified as true and correct copy by the grantor.
 - (3) The proxy's valid identification issued by the government agency as specified in Clause 1.1

2. Juristic Persons

- 2.1 In the case the authorized representative of the shareholders attend the meeting in person, to present the following documents.
 - (1) Valid identification issued by the government agency as specified in Clause 1.1 of the authorized representative.
 - (2) Copy of an affidavit of the shareholder, certified as true and correct copy by the authorized representative, with the statement showing that such authorized representative who attends the meeting is empowered to act on behalf of such juristic shareholder.
- 2.2 In the case the shareholders appoint the proxy to attend the meeting, to present the following documents.
 - (1) The proxy form, correctly and completely filled in and signed by the grantor and the proxy, and affixed with a stamp duty.
 - (2) Copy of an affidavit of the shareholder, certified as true and correct copy by the authorized representative, with the statement showing that such authorized representative who signs the proxy form is empowered to act on behalf of such juristic shareholder.
 - (3) Copy of valid identification issued by the government agency as specified in Clause 1.1 of the authorized representative, certified as true and correct copy.
 - (4) The proxy's valid identification issued by the government agency as specified in Clause 1.1

3. In the case the shareholders, who are foreign investors and have appointed a custodian in Thailand to be a share depository and keeper, appoint a proxy by using Proxy Form C, to present the following documents.

3.1 Documents from custodian

- (1) The Proxy Form C, correctly and completely filled in and signed by the authorized representative of the custodian which is the grantor and the proxy, and affixed with a stamp duty.
- (2) Document confirming that the person who signed the proxy form is permitted to operate the custodian business.
- (3) Copy of an affidavit of the custodian, certified as true and correct copy by the authorized representative of the custodian, with the statement showing that such authorized representative of the custodian, who signs the proxy form as the grantor, is empowered to act on behalf of the custodian.

- (4) Copy of the valid identification issued by the government agency as specified in Clause 1.1 of the authorized representative of the custodian, certified as true and correct copy.
- 3.2 Documents from shareholder
 - (1) Power of Attorney from the shareholder appointing the custodian to sign the proxy form on his/her behalf.
 - (2) Copy of an affidavit of the shareholder, certified as true and correct copy by the authorized representative, with the statement showing that such authorized representative who signs the power of attorney is empowered to act on behalf of such juristic shareholder.
 - (3) Copy of valid identification issued by the government agency as specified in Clause 1.1 of the authorized representative, certified as true and correct copy.
- 3.3 Documents from proxy

To present the proxy's valid identification issued by the government agency as specified in Clause 1.1.
4. In the case the shareholder who does not hold Thai nationality or is a juristic person established under the foreign law (as the case may be), provides the documents in the languages other than Thai or English, such shareholder must also provide the English translations. The translations shall be certified for their correction by the shareholder or the authorized representative of the shareholder (as the case may be).

Voting Procedures and Votes Counting

1. One share is equal to one vote.
2. The shareholders attending the meeting in person and the proxies holding Proxy Form A and Form B must cast their votes in one of the following manners, i.e. approve, disapprove or abstain, and cannot split their votes in each agenda.
3. The officer will distribute the voting cards at the registration desk only to (1) the shareholders attending the meeting in person, (2) the proxies appointed by using Proxy Form A, and (3) the proxies appointed by using Proxy Form B. and Form C in case the grantor has specified in the proxy form that the proxy shall have the right on his/her behalf to consider and approve independently as the proxy deems appropriate without specifying the voting in the proxy form. The officer will not distribute the voting cards to the proxies in the case the grantors have already specified the voting in the proxy forms, and will record the votes as specified in the proxy forms when the proxies register for the meeting attendance.
4. In casting the votes for each agenda, the Chairman of the Meeting will inquire whether any person disapproves or abstains, and ask such person to mark in the box ☐ disapprove or ☐ abstain in the voting cards, and raise his/her hand in order for the officer to collect the voting cards and count the votes. In votes counting, the Company will use the method of deducting the disapproved votes, abstained votes, and the invalid voting cards from all of the votes. The remaining votes will be deemed as the approved votes. For the persons who vote to approve, please mark in the box ☐ approve in the voting cards and return them to the officer after the meeting is adjourned.
5. Before casting the votes in each agenda, the Chairman of the Meeting will give opportunity to the meeting attendees to inquire on the issues related to such agenda as appropriate. In this regard, the meeting attendee who wishes to inquire or make comment, please notify name and surname to the meeting before making any inquiry or comment.
6. The resolution of the shareholders' meeting must consist of the following votes:
 1. In ordinary case, the majority votes of the shareholders attending the meeting and casting their votes.
 2. In other cases specified otherwise by laws or the Company's Articles of Association, the resolution of the meeting shall be in accordance with the laws or the Company's Articles of Association. The Company has already specified as the remark in each agenda in the Invitation the number of votes to be required to approve the relevant matter in each agenda.
 3. In case of the tied votes, the Chairman of the Meeting shall have an additional vote as the casting vote.

4. A shareholder or proxy having a special interest in any specific matters shall not be permitted to cast his/her votes on such matter.

The votes counting will be conducted immediately and the Chairman of the Meeting will inform the voting results to the meeting for every agenda.

Profiles of independent directors for proxy

Name	Pol.Lt.Col. Thienrath Vichiensan	
Position	Independent Director / Chief of Audit Committee PP Prime PCL.	
Age	59 Years	
Nationality	Thai	
Address	22/26 Moo 9, Tambon Bang Phut, Amphoe Pak Kret, Nonthaburi 11120	
Education	<ul style="list-style-type: none">- Master of Arts Teaching (Government), University of Texas, USA- Bachelor of Public Administration, Royal Police Cadet Academy- Bachelor of Laws, Sukhothai Thammathirat Open University	
Training Program	<ul style="list-style-type: none">- Director Certification Program (DCP) Batch#243/2017, Thai Institute of Directors (IOD)- Advance Audit Committee Program (AACP) Batch#28/2018, Thai Institute of Directors (IOD)- Graduate Diploma in Public Law, Thammasat University- Records Management Course, National Archive, Sweden- Senior curriculum, Prince Damrongrajanubhap Institute of Research and Development- Administrative Justice for Executives- National Defence College of Thailand	
Present other Position	<ul style="list-style-type: none">- Inspector-General, Office of the Permanent Secretary, Prime Minister Office	
Working Experiences	<ul style="list-style-type: none">- 2014 Director, The Bureau of Legal Affairs and General Regulations, Office of the Permanent Secretary, Prime Minister Office- 2012 Director, Office of the official information commission- 2002 Director of Bureau Complaints and responses Division, Office of the official information commission.- 1998 Plan Policy Analyst Officer, Office of the official information commission.	
Number of shares, as of 30 April 2019	12,500 shares or 0.002%	
Direct and indirect gain/loss in any matters that the company or subsidiary being partners of contract	None	

Profile of independent directors for proxy

Name	Mrs. Natee Chuansanit	
Position	Independent Director / Audit Committee PP Prime PCL.	
Age	64 Years	
Nationality	Thai	
Address	272 Soi Prachanukun 1, Khwaeng Wong Sawang, Khet Bang Sue, Bangkok 10800	
Education	<ul style="list-style-type: none">- Master of Executive MBA, SASIN, Graduate Institute of Business Administration of Chulalongkorn University- Bachelor of Business Administration Chiang Mai University	
Training Program	<ul style="list-style-type: none">- Anti-Corruption:The Practical Guide (ACPG) Batch#25/2016, Thai Institute of Directors (IOD)- Directors Certification Program (DCP) Batch#221/2016, Thai Institute of Directors (IOD)	
Present other Position	<ul style="list-style-type: none">- 2015 - Present Executive Vice President IBERD Research and Development Economics	
Working Experiences	<ul style="list-style-type: none">- 2011 – 2015 Minister Counsellor Department of Commerce in Prague, Czech Republic- 2010 – 2011 Director of Lifestyle Furniture Expo Government Aid Worker- 2009 – 2010 Government aid worker Office of the Minister of Commerce	
Number of shares, as of 30 April 2019	None	
Direct and indirect gain/loss in any matters that the company or subsidiary being partners of contract	None	

Profile of independent directors for proxy

Name	Mr. Teerawit Tanakijsoontorn	
Position	Independent Director / Audit Committee PP Prime PCL.	
Age	39 Years	
Nationality	Thai	
Address	161/401 Charan Sanit Wong Road, Khwaeng Bang Khun Si, Khet Bangkok Noi, Bangkok 10700	
Education	<ul style="list-style-type: none">- CPA (Certified Public Accountant) The Federation of Accounting Professions under the Royal Patronage of His Majesty The King- Bachelor of Law Thammasat University- Bachelor of Business Administration in Accounting Kasetsart	
Training Program	<ul style="list-style-type: none">- Course of Anti-Corruption the Practical Guide (ACPG), Thai Institute of Directors (IOD)- Course of Ethical Leadership Program (ELP), Thai Institute of Directors (IOD)- Course of Director Accreditation Program (DAP) 87/2011, Thai Institute of Directors (IOD)	
Present other Position	<ul style="list-style-type: none">- Director (Certified Public Accountant: CPA), Best Audit Company limited	
Working Experiences	<ul style="list-style-type: none">- 2018 - Present Audit Committee/Independent Director Villa Kunalai Public Company Limited- 2003 - 2015 A Certified Public Accountant (CPA).- 2010 - 2013 Audit Committee and Risk Management Committee, Absolute Impact Public Company limited	
Number of shares, as of 30 April 2019	None	
Direct and indirect gain/loss in any matters that the company or subsidiary being partners of contract	None	

Notation: Information updated on 30 April 2019

Definition of Independence Directors of PP Prime Public Company Limited

1. Shareholdings not more than 1% of the available number of shares with the Company in the Major Company, Subsidiary, Joint Venture Company. Major shareholders or the persons with power to control the Company are all part of the Company including the directors.
2. There is no director holding interests in the management, or employee, staff of consultant earning salary regularly or the person with power of control of the Company, Major Company, Subsidiary, Joint Venture Company or Juristic Person who may have contradictory interests currently and 2 years previously serving in the management of the Company.
3. It is not a person having blood relations or by legal registration by way of being parent, spouse, sibling, offspring including spouse of offspring and executives serving as major shareholder, exercising power of control of the Company or person to be proposed to serve as executive or person to exercise power of control of the Company or its Subsidiary.
4. Having no business relations with the Company, major Company, Subsidiary, Joint Venture Company, major shareholder or person with power of control of the Company who may act to thwart the independent status of the Company and it has never been shareholder likely to exercise power of control of person having business relations with the Company, Major Company, Subsidiary, Joint Venture Company, major shareholder or person with power of control of the Company currently or 2 years previously.
5. Never served as auditor of the Company, Major Company, Subsidiary, major shareholder, person with power of control of the Company and not being shareholder with power of control, or partner, manager of the auditor's office which has an auditor of the Company, major company, Subsidiary, joint venture company, major shareholder or person with power of control of the Company, Subsidiary currently or 2 years previously.
6. Never been provider of occupational services, legal services or financial services in receipt of service fee exceeding two million baht annually from this Company, Major Company, Subsidiary, Joint Venture Company, major shareholder or person having power to control the Company and not being shareholder with power of control or being manager, provider of occupational services currently or 2 years previously.
7. Not being director elected to serve as representative of the director of the Company, major shareholder or shareholder with relations with a major shareholder.
8. Not engaged in business that operates on the same lines as this Company and competed with this Company, or being partner in limited partnership or director of another Company that is engaged in business the same as this Company and competing with this Company.
9. No having any other characteristics that would prevent independent opinion in the interests of this Company.

Remark: The Company has defined the definition of independent director of the Company equal to the minimum requirements of the SEC and SET

Regulations of the Company Governing Shareholder meeting and Voting

1. Calling of a meeting

Chapter 5 Article 32 provides that in calling a shareholder meeting the Board of Directors shall prepare a written notice calling the meeting, specifying the venue, date, time, meeting agendas and matters with reasonable details to be discussed at the meeting clearly indicating whether they are for information, approval or consideration, as the case may be, including comments of the Board of Directors on such matters, and send to shareholders and the registrar at least seven days prior to the meeting date, and advertisement of the meeting in newspapers for 3 days consecutively at least 3 days prior to the meeting date.

The place to be used as the meeting venue under paragraph one must be located in the area where the Head Office or a branch office is situated, or in a nearby province.

2. Quorum

Chapter 5 Article 34 provides that a shareholder meeting must be attended by at least 25 shareholders and proxies (if any) holding, in aggregate, at least one-third of the total shares sold, or at least one half of the total number of shareholders holding, in aggregate, at least one-third of the total shares sold in order to constitute a quorum.

In case in any shareholder meeting, if one hour has passed since the time specified for the meeting and the number of shareholders attending the meeting is still inadequate for a quorum as required, and if such shareholder meeting was called as a result of a request by shareholders, such meeting shall be cancelled. If such meeting was not called as a result of a request by shareholders, the meeting shall be called once again and the notice calling such meeting shall be delivered to shareholders not less than seven days prior to the meeting date.

In the subsequent meeting a quorum is not required.

3. Votes

Chapter 5 Article 35 provides that a resolution of shareholder meeting shall require:

- (1) In an ordinary event, the majority vote of shareholders who attend the meeting and cast their votes. In case of a tie vote, the chairman of the meeting shall have an extra vote as a casting vote.
- (2) In the following events, a vote of not less than three quarters of the total number of votes of shareholders who attend the meeting and have the right to vote:

- (a) The sale or transfer of the whole or essential parts of the business of the Company to third parties;
- (b) The purchase or acceptance of transfer of the business of other companies or private companies by the Company;
- (c) The making, amending or terminating of contracts with respect to the granting of a lease of the whole or essential parts of the business of the Company, the assignment of the management of

the business of the Company or the amalgamation of the business with third parties with the purpose of profit and loss sharing;

- (d) Amendments to memorandum of association and articles of association of the Company;
- (e) Capital increase or decrease;
- (f) Company merging or winding;
- (g) Issuance of debentures.

Map of the Shareholders' Meeting Venue

