Invitation to the Extraordinary General Meeting of

Shareholders No. 2/2024

of PP Prime Public Company Limited

Via an electronic media (e-EGM)

10 July 2024

at 10.30 hours

Live from the Meeting Room, Floor 5

No. 1279/1 Bor Bai Mai Building, Ramkhamhaeng Road,

Huamark, Bangkapi, Bangkok 10240

25 June 2024

Subject: Invitation to attend the Extraordinary General Meeting of Shareholders No. 2/2024

Attention: Shareholders of PP Prime Public Company Limited

Enclosures

1. Summary of Preliminary Details of the Warrants to Purchase Ordinary Shares of PP Prime Public Company Limited No. 6 (PPPM-W6) to existing shareholders who subscribed and have been allotted the newly issued ordinary shares issued and offered to the existing shareholders in proportion to their shareholding (Right Offering)
2. Summary of the Issuance and Offering of Warrants to Purchase Ordinary Shares of the PP Prime Public Company Limited Allocating to Directors, Executives, and Employees of the Company and/or the Subsidiaries No.3 (PPPM ESOP-W3)
3. Capital Increase Report Form (F53-4)
4. Information Memorandum regarding the Issuance and Offering of Newly Issued Ordinary Shares to Existing Shareholders in Proportion to their Shareholdings (Right Offering) and Issuance and Offering of Warrants to Purchase Ordinary Shares of the Company Limited No. 6 (PPPM-W6)
5. Proxy Forms A, B, and C
6. Documents Required for meeting attendance and Request form to attend the Extraordinary General Meeting of Shareholders No. 2/2024 via Electronic Media (e-EGM)
7. List of Independent Directors for Proxy Appointment for the Extraordinary General Meeting of Shareholders No. 2/2024 and Definition of Independent Director
8. Articles of Association of PP Prime Public Company Limited relating to the Extraordinary General Meeting of Shareholders No. 2/2024

The Board of Directors of PP Prime Public Company Limited (the "**Company**") has resolved to hold the Extraordinary General Meeting of Shareholders No. 2/2024 on 10 July 2024 at 10.30 hours. via electronic meeting. the meeting will be broadcast from the meeting room, 5th floor, No. 1279/1, Bo Bai Mai Building, Ramkhamhaeng Road, Hua Mak Subdistrict, Bang Kapi District, Bangkok 10240 to consider the various agendas, together with the Board of Directors' opinions, as follows:

Agenda 1 **Consider and approve the issuance and offering of Warrant to Purchase Ordinary Share of the Company No. 6 (PPPM-W6) to existing shareholders who subscribed and have been allotted the newly issued ordinary shares issued and offered to existing shareholders in proportion to their shareholding (Right Offering)**

Purpose and Rationale: The Company wishes to propose to the Extraordinary General Meeting of Shareholders No. 2/2024 to consider and approve the issuance and offering of Warrants to Purchase Ordinary Shares of the Company No. 6 ("**PPPM-W6**" or "**Warrants**") at the amount not exceeding 320,065,785 (representing 33 % of the total number of shares sold as of the Board of Directors' meeting No. 6/2024 and after the registered capital reduction of the Company through the reduction of the par value of the shares of the Company, according to the resolution of the Annual General Meeting of Shareholders held on 22 April 2024) (This includes the total number of shares sold, calculated together with newly ordinary shares allocated for offering to existing shareholders in proportion to their shareholding, which is proposed for approval at this shareholders' meeting). to offer to existing shareholders of the Company who subscribed and have been allotted the newly issued ordinary shares issued and offered to the existing shareholders in proportion to their shareholding (Right Offering) ("**RO**") (according to the approaching proposal in the Extraordinary General Meeting of Shareholders No. 2/2024 for consideration and approval), free-of-charge (Zero Baht) (Sweetener), at the allocation rate of 1 newly issued ordinary shares to 1 Warrant unit (If there are fractional shares as a result from the calculation, such fractions shall be disregarded) Such warrant has a term of 2 years after its issuance date, with the exercise ratio of 1 Warrant unit to 1 ordinary share and the exercise price of 0.22 Baht per share (except for the adjustment of rights).

In addition, since the company has accumulated losses shown in the balance sheet and income statements as of 31 December 2023 and the balance sheet and income statements for the first quarter as of 31 March 2024, the Company may designate the exercise price of warrants to purchase ordinary share of the Company No. 6 (PPPM-W6) to be lower than the par value of the Company's shares, in which the exercise price of PPPM-W6 (whether there was an adjustment of rights or not) must not be lower than 0.01 Baht per share. The Company shall comply with Section 52 of Public Limited Company Act B.E. 2535 (Section 52 states that a public company which is at a loss but has been in operation for more than 1 year may offer sale of shares with the value being lower than as registered, subject to approval of shareholders meeting and such discount rate being clearly specified).

In this regard, at the Board of Directors' Meeting, a resolution was passed to set the Record Date for shareholders entitled to receive the newly issued ordinary shares issued and offered to existing shareholders in proportion to their shareholding and warrants to purchase ordinary shares of the Company No. 6 (PPPM-W6) who subscribe RO (Record Date) on 18 June 2024 and schedule subscription period for newly issued ordinary shares of the Company is set to be from 5 to 9 August 2024 (a total of 5 business days). However, the issuance of such warrants by the company is uncertain pending approval from the Extraordinary General Meeting No. 2/2024.

In addition, the Board of Directors' Meeting authorized the Board of Directors and/or Executive Committee and/or Chief Executive Officer and/or authorized directors of the Company and/or a person assigned by the Board of Directors or Executive Committee and/or Chief Executive Officer or authorized director of the Company shall have the authority to set and change the rules, conditions, and necessary details related to the issuance of PPPM-W6 in all respects as deemed appropriate and under the scope of law, for instance, the allocation and issuance date of Warrant. As well as having the authority to perform any other acts necessary and appropriate for the issuance and allocation of the Warrant in all respects. Including, but not limited to, contact, prepare or deliver any documents required or related to the issuance and allocation of the Warrant and the listing of the Warrant as listed securities on SET. As well as applying for permission to the relevant authorities and appointing subcontractors, etc.

Please consider the Summary of Preliminary Details of the Warrants to Purchase Ordinary Shares of PP Prime Public Company Limited No. 6 (PPPM-W6) to existing shareholders who subscribed and have been allotted the newly issued ordinary shares issued and offered to the existing shareholders in proportion to their shareholding (Right Offering) (Enclosure 1).

Opinion of the Board: The Board of Directors deems it appropriate to propose to the Extraordinary General Meeting of Shareholders No. 2/2024 to consider and approve the issuance and offering of Warrants to Purchase Ordinary Shares of the Company No. 6 (PPPM-W6) at the amount not exceeding 320,065,785 units to offer to existing shareholders of the Company who subscribed and have been allotted the newly issued ordinary shares issued and offered to the existing shareholders in proportion to their shareholding (Right Offering) (according to the approaching proposal in the Extraordinary General Meeting of Shareholders No. 2/2024 for consideration and approval), free-of-charge (Zero Baht) (Sweetener), at the allocation rate of 1 newly issued ordinary shares to 1 Warrant unit (If there are fractional shares as a result from the calculation, such fractions shall be disregarded) Such warrant has a term of 2 years after its issuance date, with the exercise ratio of 1 Warrant unit to 1 ordinary share

and the exercise price of 0.22 Baht per share (except for the adjustment of rights), and the related authorization as per the above Purpose and Rationale.

Resolution: This agenda requires the majority vote of shareholders who attend the meeting and cast their votes.

Agenda 2 **Consider and approve the issuance and offering Warrants to Purchase Ordinary Share of the Company allocating to Directors, Executives, and Employees of the Company and/or the subsidiaries No.3 (PPPM ESOP-W3)**

Purpose and Rationale: To reward the work performance of directors, executives, and employees of the Company and/or the subsidiaries who are committed to working for the maximum benefit of the Company, subsidiaries, and shareholders and to serve as an incentive for directors, executives, and employees of the Company and/or its subsidiaries who have dedicated and sacrificed for the Company. To provide motivation for the executives and employees of the Company and/or the subsidiaries who have outstanding performance and whose contributions are difficult to replace, to continue working with the Company and/or the subsidiaries in the long term to achieve business objectives. To retain knowledgeable and skilled personnel to continue working with the Company in the long term. Including to involve employees in ownership, aligning objectives with shareholders, and aiming to prosper the Company. The Company wishes to propose to the Extraordinary General Meeting of Shareholders No. 2/2024 to consider and approve the issuance and offering of Warrants to Purchase Ordinary Shares of PP Prime Public Company Limited Allocating to Directors, Executives, and Employees of the Company and/or the Subsidiaries No.3 (PPPM ESOP-W3) (**"PPPM ESOP-W3"** or **"Warrants PPPM ESOP-W3"**) at the amount not exceeding 32,000,000 units (representing 4.9989 % of the total number of shares sold after the registered capital reduction of the Company through the reduction of the par value of the shares of the Company, according to the resolution of the Annual General Meeting of Shareholders held on 22 April 2024), free-of-charge (Zero Baht), such warrant has a term of 3 years after its issuance date, with the exercise ratio of 1 Warrant unit to 1 ordinary share and the exercise price of 0.30 Baht per share (except for the adjustment of rights).

In this regard, the Company will not list Warrants PPPM ESOP-W3 to register in the Stock Exchange Thailand (**"SET"**), the exercise price of Warrants PPPM ESOP-W3 at a price 24.43% lower than the market price, calculated based on the weighted average price of ordinary shares of the Company in the SET, backward 15 consecutive business days prior

the date of Board of Directors' Meeting No. 6/2024 which held on 31 May 2024, a resolution was passed to propose to the Extraordinary General Meeting to consider and approve the issuance and offering Warrants PPPM ESOP-W3 (particularly, between 9 – 30 May 2024) equivalent to 0.397 (information from SETSMART of the SET).

In addition, the Company will not allocate Warrants PPPM ESOP-W3 to Directors, Executives, and Employees of the Company and/or the Subsidiaries, each person PPPM ESOP-W3) will be allotted Warrants PPPM ESOP-W3 in proportion of 5% of the number of Warrants PPPM ESOP-W3 and the Company will proceed the allocation of Warrants PPPM ESOP-W3 to be completed with 1 year the date of approval of the Extraordinary General Meeting No. 2/2024.

In addition, since the company has accumulated losses shown in the balance sheet and income statements as of 31 December 2023 and the balance sheet and income statement for the first quarter as of 31 March 2024, the Company may designate the exercise price of warrants to purchase ordinary share of PP Prime Public Company Limited Allocating to Directors, Executives, and Employees of the Company and/or the Subsidiaries No.3 (PPPM ESOP-W3) to be lower than the par value of the Company's shares, in which the exercise price of PPPM-ESOP-W3 (whether there was an adjustment of rights or not) must not be lower than 0.01 Baht per share. The Company shall comply with Section 52 of Public Limited Company Act B.E. 2535 (Section 52 states that a public company which is at a loss but has been in operation for more than 1 year may offer sale of shares with the value being lower than as registered, subject to approval of shareholders meeting and such discount rate being clearly specified).

As detailed in Summary of the Issuance and Offering of Warrants to Purchase Ordinary Shares of the Company Allocating to Directors, Executives, and Employees of the Company and/or the Subsidiaries No.3 (PPPM ESOP-W3) (Enclosure 2).

Furthermore, the Board of Directors' Meeting passed a resolution to propose to the Shareholders' Meeting to consider and approve authorizing authorized the Board of Directors and/or Executive Committee and/or Chief Executive Officer and/or authorized directors of the Company and/or a person assigned by the Board of Directors or Executive Committee or Chief Executive Officer or authorized director of the Company shall have the authority as follows;

(1) To consider determination, amending, and adding any other necessary and relevant details related to the issuance and allocation of Warrants PPPM ESOP-W3 as deemed appropriate and under the scope of law, regulation or notification. This includes

determining the list of Directors, Executives, and Employees eligible to receive Warrants PPPM ESOP-W3 and the number of Warrants, offering period of Warrants PPPM ESOP-W3, the method of offering Warrants PPPM ESOP-W3, payment method, the date of issuance of Warrants, detail and process of allocating Warrants PPPM ESOP-W3, period to exercise Warrants PPPM ESOP-W3, term of Warrants PPPM ESOP-W3, and characteristic and other detail of Warrants PPPM ESOP-W3.

(2) To contact, negotiate, enter into, sign, or amend the contract, documents for permission, postponement, notice, and necessary and relevant evidence to the issuance and offering of Warrants. Including, but not limited to, the relevant registration with the Ministry of Commerce. The communication and application for permission, postponement, notice, document, and evidence which previously mentioned with governmental or relevant agencies, as well as the process of amending or changing the applications or words in such related documents.

(3) Any necessary and relevant processes to issue and offer Warrants PPPM ESOP-W3, as previously mentioned, must be completed successfully. This includes the application for permission or postponement with relevant agencies and relevant registration with Department of Business Development. As well as applying for permission to the relevant authorities and appointing subcontractors, etc.

Opinion of the Board: The Board of Directors deems it appropriate to propose to the Extraordinary General Meeting of Shareholders No. 2/2024 to consider and approve the issuance and offering of Warrants to Purchase Ordinary Shares of PP Prime Public Company Limited Allocating to Directors, Executives, and Employees of the Company and/or the Subsidiaries No.3 (PPPM ESOP-W3) at the amount not exceeding 32,000,000 units, free-of-charge (Zero Baht), such warrant has a term of 3 years after its issuance date, with the exercise ratio of 1 Warrant unit to 1 ordinary share and the exercise price of 0.30 Baht per share (except for the adjustment of rights), and the related authorization as per the above Purpose and Rationale.

Resolution: This agenda requires not less than three-fourths of votes of all shareholders present at the Meeting and are entitled to vote. There must be no shareholders holding more than 10 percent of the total number of votes of shareholders attending the meeting and voting against the issuance and offering PPPM ESOP-W3

Agenda 3 **Consider and approve the increase of the Company's registered capital and the amendment of Clause 4 under the Company's Memorandum of Association to be in the line with the increase of the Company's registered capital**

Purpose and Rationale: the Company wishes to increase the Company's registered capital. To raise funds to be used as working capital in the company and to enhance liquidity in business operations. Machinery Improvement and Procurement To increase production efficiency to support the expansion of the customer base in the future, so that the Company has financial flexibility to implement various projects both now and in the future, to strengthen the Company's financial strength, and to repay the Company's and/or subsidiaries' loans. Therefore, the Board of Directors deems it appropriate to propose to the Extraordinary General Meeting of Shareholders No. 2/2024 to consider and approve the increase of the Company's registered capital at the amount of 672,131,570 Baht from the existing registered capital of 726,605,444 Baht[1] to the new registered capital of 1,398,737,014 Baht by issuing newly issued ordinary shares at the amount not exceeding 672,131,570 shares, with a par value of 1.00 Baht per share, which details are as follows:

(1) To accommodate the offering to existing shareholders in proportion to their shareholding (Right Offering) at the amount not exceeding 320,065,785 shares.

(2) To accommodate the exercise of Warrants to Purchase Ordinary Shares of the Company No. 6 (PPPM-W6) will issue and allocate to existing shareholders who subscribed and had been allocated the newly issued ordinary shares at the amount not exceeding 320,065,785 shares

(3) To accommodate the exercise of Warrants to Purchase Ordinary Shares of the Company Allocating to Directors, Executives, and Employees of the Company and/or the Subsidiaries No.3 (PPPM ESOP-W3) at the amount not exceeding 32,000,000 shares.

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[1] The capital increase referred to is a consideration of capital increase from the registered capital amount that the Company has reduced by reducing the par value of the Company's shares from the existing 20.00 Baht per share to 1.00 Baht per share according to the resolution of the Annual General Meeting of 2024 which held on 22 April 2024 ("**AGM 2024**"). The Company expects to register the decrease of registered capital and paid-up capital according to AGM 2024 with the Department of Business Development, Ministry of Commerce, successfully completed by 28 June 2024.

In addition, the resolution of AGM 2024 regarding the capital decrease by decreasing the par value is stated as follows:

"approved the decrease of the registered capital of the Company in the amount of 13,805,503,436 Baht from the existing registered capital of 14,532,108,880.00 Baht to the new registered capital of 726,605,444 Baht and decrease of the paid-up capital of the Company in the amount 12,162,499,811 Baht from the existing paid-up capital of 12,802,631,380 Baht to the new paid-up capital of 640,131,569 Baht by changing the par value of the Company's shares from the original par value of 20.00 Baht per share to a par value of 1.00 Baht per share to use the capital from the capital decrease of 12,162,499,811 Baht to compensate the discount on ordinary share and remaining accumulated losses of the Company in the amount of 12,162,543,897 Baht, with the number of ordinary shares remaining the same at 726,605,444 shares.".

Detail of the increase of the registered capital as stated in the Capital Increase Report Form (F53-4) (Enclosure 3).

In addition, the Board of Directors' Meeting resolved to propose the Extraordinary General Meeting of Shareholders No. 2/2024 to consider and approve the amendment of the Company's Memorandum of Association Clause 4 to reflect the increase of the Company's registered capital, as follows:

"Clause 4.	Registered Capital	1,398,737,014	Baht	(One Thousand Three Hundred Ninety-Eight Million Seven Hundred Thirty-Seven Thousand Fourteen Baht)
	Divided into	1,398,737,014	shares	(One Thousand Three Hundred Ninety-Eight Million Seven Hundred Thirty-Seven Thousand Fourteen shares)
	Par Value	1.00	Baht	(One Baht)
	Divided into			
	Ordinary Shares	1,398,737,014	shares	(One Thousand Three Hundred Ninety-Eight Million Seven Hundred Thirty-Seven Thousand Fourteen shares)
	Preferred Shares	-	shares	(-shares)"

In this regard, the Board of Directors passed a resolution to propose to the Shareholders' Meeting to consider and approve authorizing authorized Chief Executive Officer and/or authorized directors of the Company and/or a person assigned by Chief Executive Officer or authorized director of the Company to have the power to consider and determine the condition and details related to such capital increase, as well as to change words or phrases in minutes of shareholders meeting, Memorandum of Association, and/or various registration documents and/or any procedures in order to comply with the registrar's order in filing the registration for the increase of registered capital and amendments of the Company's Memorandum of Association to the Department of Business Development, Ministry of Commerce. Including, listing the newly issued ordinary shares as listed securities in the Stock Exchange of Thailand and sending evidential documents to the Securities and

Exchange Commission, Stock Exchange of Thailand, Ministry of Commerce, or other relevant agencies.

Opinion of the Board: The Board of Directors deems it appropriate to propose to the Extraordinary General Meeting of Shareholders No. 2/2024 to consider and approve the increase of the Company's registered capital at the amount of 672,131,570 Baht from the existing registered capital of 726,605,444 Baht to the new registered capital of 1,398,737,014 Baht by issuing newly issued ordinary shares at the amount not exceeding 672,131,570 shares, with a par value of 1.00 Baht per share and the amendment of the Company's Memorandum of Association Clause 4 to reflect the increase of the Company's registered capital, and the related authorization as per the above Purpose and Rationale.

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

Agenda 4 Consider and approve the allocation of newly issued share of the Company

Agenda 4.1 Consider and approve the allocation of the newly issued ordinary shares to accommodate the issuance and offering to existing shareholders in proportion to their shareholding (Right Offering)

Purpose and Rationale: According to the Company's intention to increase the Company's registered capital as specified in Agenda 3, in order to comply with the law. Therefore, the Board of Directors deems it appropriate to propose to the Extraordinary General Meeting of Shareholders No. 2/2024 to consider and approve the allocation of newly issued ordinary shares of the Company, at the amount not exceeding of 320,065,785 shares at the par value of 1.00 Baht per share, offering to existing shareholders in proportion to their shareholding (Right Offering), at the allocation rate of 2 existing ordinary share to 1 newly issued ordinary shares, (If there are fractional shares as a result from the calculation, such fractions shall be disregarded), at the offering price of 0.20 Baht per share.

In addition, since the company has accumulated losses shown in the balance sheet and income statements as of 31 December 2023 and the quarter balance sheet and income statements for the first quarter as of 31 March 2024, the Company may designate the offering price of newly issued ordinary shares to be lower than the par value of the Company's shares. The Company shall comply with Section 52 of Public Limited Company Act B.E. 2535 (Section 52 states that a public company which is at a loss but has been in

operation for more than 1 year may offer sale of shares with the value being lower than as registered, subject to approval of shareholders meeting and such discount rate being clearly specified).

This issuance and offering of newly issued ordinary shares to existing shareholders of the Company will be an offering of ordinary shares in proportion to the shareholding. If there are fractional shares as a result from the calculation, such fractions shall be disregarded. Furthermore, the existing shareholders do not have the right to oversubscribe for newly issued ordinary shares.

The allocation of newly issued ordinary shares to the aforementioned shareholders under any circumstances must not cause shareholders to violate the foreign shareholding restrictions as specified in the Company's Articles of Association. Presently, foreigners are allowed to hold shares in the Company not more than 49% of the total number of issued shares of the Company.

Additionally, at the Board of Directors' Meeting, a resolution was passed to set the Record Date for shareholders entitled to receive the newly issued ordinary shares issued and offered to existing shareholders in proportion to their shareholding and warrants to purchase ordinary shares of the Company No. 6 (PPPM-W6) who subscribed RO (Record Date) on 18 June 2024 and schedule subscription period for newly issued ordinary shares of the Company is set to be from 5 to 9 August 2024 (a total of 5 business days). However, the issuance of such warrants by the company is uncertain pending approval from the Extraordinary General Meeting No. 2/2024.

In this regard, the Board of Directors' Meeting is of the opinion to propose the shareholders' meeting to consider and approve the authorization of the Board of Directors and/or Executive Committee and/or Chief Executive Officer and/or authorized directors of the Company and/or any persons designated by the Board of Directors and/or Executive Committee and/or Chief Executive Officer or authorized directors of the Company to consider and determine the conditions, offering price, and details of any actions relevant to the allocation of the newly issued ordinary share, such as, determining the date for subscription and payment of capital increase shares, including to change or add details in the allocation, and to determine other details related to the allocation of such newly issued ordinary shares as deemed appropriate for the utmost benefit of the Company, which shall not be contrary or inconsistent with the law and/or rules or regulations related to the

Securities and Exchange Commission, SET, and/or other relevant agencies. Such authorizations include but is not limited to the following:

(1) Determination or alteration of details regarding the allocation of the newly issued ordinary shares of the Company, which includes but is not limited to, the offering period, subscription, share payment, offering method, offering ratio, offering price, as well as, any conditions and details relevant to the allocation and offering of newly issued ordinary shares;

(2) Signing the application, waiver request, notice, and other relevant documents concerning the allocation of newly issued ordinary shares, in conjunction with communication and filing the document to the registrar or agent of the relevant authority along with listing the newly issued ordinary share of the Company to the SET; and

(3) Proceed with the actions, necessary and related, to the allocation of the newly issued ordinary share to offer to the existing shareholder in proportion to their shareholding in accordance to the law and relevant regulations.

Details of the increase of registered capital and allocation of newly issued ordinary shares of the Company as stated in the Capital Increase Report Form (F53-4) (Enclosure 3) and Information Memorandum regarding the Issuance and Offering of Newly Issued Ordinary Shares to Existing Shareholders in Proportion to their Shareholdings (Right Offering) and Issuance and Offering of Warrants to Purchase Ordinary Shares of PP Prime Public Company Limited No. 6 (PPPM-W6) (Enclosure 4).

In this regard, The Company has calculated the exercise price and exercise ratio using the daily turnover of all the Company's ordinary shares. Divided by the total number of ordinary shares of the Company traded on the stock exchange during the period of 15 consecutive business days before the first day on which the purchaser of the Company's ordinary shares is not entitled to purchase the newly issued ordinary shares (the first day on which the Stock Exchange lists the symbol XR), which is between 24 May 2024 to 14 June 2024, it appears that the Company must proceed with the adjustment of PPPM-W4 rights with the details of the rights adjustment. As follows

Detail	Original	Adjusted
The exercise price of PPPM-W4	3.98 Baht per share	3.18 Baht per share
The exercise ratio of PPPM-W4	1 unit of the Warrants is entitled to 0.25 newly issued ordinary share	1 unit of the Warrants is entitled to 0.31 newly issued ordinary share
Units of PPPM-W4	228,834,647 units	228,834,647 units

Detail	Original	Adjusted
Number of Registered Ordinary Shares to Support the Exercise and Adjustment of Rights of PPPM-W4	58,696,087 shares	58,696,087 shares

The exercise price and/or the new exercise rate will take effect immediately from the first date on which the purchaser of ordinary shares will not be entitled to subscribe for the newly issued ordinary shares and the allocation of the newly issued PPPM-W6 (the first day on which the SET will list the symbol XR is 17 June 2024).

Opinion of the Board: The Board of Directors deems it appropriate to propose to the Extraordinary General Meeting of Shareholders No. 2/2024 to consider and approve the allocation of newly issued ordinary shares of the Company, at the amount not exceeding of 320,065,785 shares at the par value of 1.00 Baht per share, offering to existing shareholders in proportion to their shareholding (Right Offering), at the allocation rate of 2 existing ordinary share to 1 newly issued ordinary shares, (If there are fractional shares as a result from the calculation, such fractions shall be disregarded), at the offering price of 0.20 Baht per share, and the related authorization as per the above Purpose and Rationale.

Resolution: This agenda requires the majority vote of shareholders who attend the meeting and cast their votes.

Agenda 4.2 Consider and approve the allocation of the newly issued ordinary shares to accommodate the exercise of Warrant to Purchase Ordinary Shares of the Company No.6 (PPPM-W6)

Purpose and Rationale: According to the Company's intention to increase the Company's registered capital as specified in Agenda 3, in order to comply with the law. Therefore, the Board of Directors deems it appropriate to propose to the Extraordinary General Meeting of Shareholders No. 2/2024 to consider and approve the allocation of newly issued ordinary shares at the amount not exceeding of 320,065,785 shares[2], with a par value of 1.00 Baht

[2] The number of newly issued ordinary shares to accommodate the exercise of rights of the Warrants to Purchase Ordinary Shares of the Company No. 6 (PPPM-W6), when combine with the number of shares to accommodate the exercise of the total number of convertible securities of the Company including (1) to accommodate the exercise of the convertible debentures according to a resolution of the Extraordinary General Meeting No. 1/2024 which held on 30 January 2024 at the amount of 27,777,788 shares and (2) to accommodate the exercise of Warrants to Purchase Ordinary Shares of PP Prime Public Company Limited No. 4 (PPPM-W4) according to a resolution of the Extraordinary General Meeting No. 1/2019 which held on 10 June 2019 at the amount of 58,696,087 shares, for a total of 406,539,660 shares representing 42.34% of the total number of issued shares (moreover, the total number of issued shares is calculated together with newly issued ordinary shares allocated for issuance and offering to existing shareholders in proportion to their shareholding, as proposed for consideration and approval at this shareholders' meeting) which is not exceeding 50% of paid-up capital of the Company on the date of Board of Directors' Meeting No. 6/2024 which held on 31 May 2024.

per share, to accommodate the exercise of rights of the Warrants to Purchase Ordinary Shares of the Company No. 6 (PPPM-W6) allocated to existing shareholders of the Company who subscribed and had been allocated the newly issued ordinary shares issued and offered to the existing shareholders in proportion to their shareholding (Right Offering), free-of-charge (Zero Baht) (Sweetener), at the allocation rate of 1 newly issued ordinary shares to 1 Warrant unit (if there are fractions resulting from the calculation of such allocation, disregard them). Such warrant has a term of 2 years after its issuance date, with the exercise ratio of 1 Warrant unit to 1 ordinary share and the exercise price of 0.22 Baht per share (except for the adjustment of rights).

In addition, since the company has accumulated losses shown in the balance sheet and income statements as of 31 December 2023 and the balance sheet and income statements for the first quarter as of 31 March 2024, the Company may designate the exercise price of warrants to purchase ordinary share of the Company No. 6 (PPPM-W6) to be lower than the par value of the Company's shares, in which the exercise price of PPPM-W6 (whether there was an adjustment of rights or not) must not be lower than 0.01 Baht per share. The Company shall comply with Section 52 of Public Limited Company Act B.E. 2535 (Section 52 states that a public company which is at a loss but has been in operation for more than 1 year may offer sale of shares with the value being lower than as registered, subject to approval of shareholders meeting and such discount rate being clearly specified).

Detail regarding the increase of the registered capital and the allocation of newly issued shares of the Company as stated in the Summary of Preliminary Details of the Warrants to Purchase Ordinary Shares of PP Prime Public Company Limited No. 6 (PPPM-W6) to existing shareholders who subscribed and have been allotted the newly issued ordinary shares issued and offered to the existing shareholders in proportion to their shareholding (Right Offering) (Enclosure 1), the Capital Increase Report Form (F53-4) (Enclosure 3) and Information Memorandum regarding the Issuance and Offering of Newly Issued Ordinary Shares to Existing Shareholders in Proportion to their Shareholdings (Right Offering) and Issuance and Offering of Warrants to Purchase Ordinary Shares of PP Prime Public Company Limited No. 6 (PPPM-W6) (Enclosure 4).

In this regard, The Company has calculated the exercise price and exercise ratio using the daily turnover of all the Company's ordinary shares. Divided by the total number of ordinary shares of the Company traded on the stock exchange during the period of 15 consecutive business days before the first day on which the purchaser of the Company's ordinary shares is not entitled to purchase the newly issued ordinary shares (the first day on which the Stock

Exchange lists the symbol XR), which is between 24 May 2024 to 14 June 2024, it appears that the Company must proceed with the adjustment of PPPM-W4 rights with the details of the rights adjustment. As follows

Detail	Original	Adjusted
The exercise price of PPPM-W4	3.98 Baht per share	3.18 Baht per share
The exercise ratio of PPPM-W4	1 unit of the Warrants is entitled to 0.25 newly issued ordinary share	1 unit of the Warrants is entitled to 0.31 newly issued ordinary share
Units of PPPM-W4	228,834,647 units	228,834,647 units
Number of Registered Ordinary Shares to Support the Exercise and Adjustment of Rights of PPPM-W4	58,696,087 shares	58,696,087 shares

The exercise price and/or the new exercise rate will take effect immediately from the first date on which the purchaser of ordinary shares will not be entitled to subscribe for the newly issued ordinary shares and the allocation of the newly issued PPPM-W6 (the first day on which the SET will list the symbol XR is 17 June 2024).

Opinion of the Board: The Board of Directors deems it appropriate to propose to the Extraordinary General Meeting of Shareholders No. 2/2024 to consider and approve the allocation of newly issued ordinary shares at the amount not exceeding of 320,065,785 shares, with a par value of 1.00 Baht per share, to accommodate the exercise of rights of the Warrants to Purchase Ordinary Shares of the Company No. 6 (PPPM-W6) allocated to existing shareholders of the Company who subscribed and had been allocated the newly issued ordinary shares issued and offered to the existing shareholders in proportion to their shareholding (Right Offering), free-of-charge (Zero Baht) (Sweetener), at the allocation rate of 1 newly issued ordinary shares to 1 Warrant unit (if there are fractions resulting from the calculation of such allocation, disregard them). Such warrant has a term of 2 years after its issuance date, with the exercise ratio of 1 Warrant unit to 1 ordinary share and the exercise price of 0.22 Baht per share (except for the adjustment of rights) as per the above Purpose and Rationale.

Resolution: This agenda requires the majority vote of shareholders who attend the meeting and cast their votes.

Agenda 4.3 **Consider and approve the allocation of the newly issued ordinary shares to accommodate the exercise of Warrant to Purchase Ordinary Shares of the Company No.3 (PPPM ESOP-W3)**

Purpose and Rationale: According to the Company's intention to increase the Company's registered capital as specified in Agenda 3, in order to comply with the law. Therefore, the Board of Directors deems it appropriate to propose to the Extraordinary General Meeting of Shareholders No. 2/2024 to consider and approve the allocation of newly issued ordinary shares at the amount not exceeding 32,000,000 shares (or representing 4.9989 % of the total number of shares sold after the registered capital reduction of the Company through the reduction of the par value of the shares of the Company, according to the resolution of the 2024 Annual General Meeting of Shareholders held on 22 April 2024), with a par value of 1.00 Baht per share, to accommodate the exercise of Warrants to Purchase Ordinary Shares of PP Prime Public Company Limited Allocating to Directors, Executives, and Employees of the Company and/or the Subsidiaries No.3 (PPPM ESOP-W3), free-of-charge (Zero Baht) such warrant has a term of 3 years after its issuance date, with the exercise ratio of 1 Warrant unit to 1 ordinary share and the exercise price of 0.30 Baht per share (except for the adjustment of rights).

In addition, since the company has accumulated losses shown in the balance sheet and income statements as of 31 December 2023 and the balance sheet and income statement for the first quarter as of 31 March 2024, the Company may designate the exercise price of Warrants to Purchase Ordinary Share of PP Prime Public Company Limited Allocating to Directors, Executives, and Employees of the Company and/or the Subsidiaries No.3 (PPPM ESOP-W3) to be lower than the par value of the Company's shares, in which the exercise price of PPPM-ESOP-W3 (whether there was an adjustment of rights or not) must not be lower than 0.01 Baht per share. The Company shall comply with Section 52 of Public Limited Company Act B.E. 2535 (Section 52 states that a public company which is at a loss but has been in operation for more than 1 year may offer sale of shares with the value being lower than as registered, subject to approval of shareholders meeting and such discount rate being clearly specified).

As detailed in Summary of the Issuance and Offering of Warrants to Purchase Ordinary Shares of the Company Allocating to Directors, Executives, and Employees of the Company and/or the Subsidiaries No.3 (PPPM ESOP-W3) (Enclosure 2) and the Capital Increase Report Form (F53-4) (Enclosure 3).

Opinion of the Board: The Board of Directors deems it appropriate to propose to the Extraordinary General Meeting of Shareholders No. 2/2024 to consider and approve the allocation of newly issued ordinary shares at the amount not exceeding 32,000,000 shares (or representing 4.9989 % of the total number of shares sold after the registered capital reduction of the Company through the reduction of the par value of the shares of the Company, according to the resolution of the 2024 Annual General Meeting of Shareholders held on 22 April 2024), with a par value of 1.00 Baht per share, to accommodate the exercise of Warrants to Purchase Ordinary Shares of PP Prime Public Company Limited Allocating to Directors, Executives, and Employees of the Company and/or the Subsidiaries No.3 (PPPM ESOP-W3), free-of-charge (Zero Baht) such warrant has a term of 3 years after its issuance date, with the exercise ratio of 1 Warrant unit to 1 ordinary share and the exercise price of 0.30 Baht per share (except for the adjustment of rights) as per the above Purpose and Rationale.

Resolution: This agenda requires the majority vote of shareholders who attend the meeting and cast their votes.

Agenda 5 Consider other matters (if any)

The Company had determined the list of shareholders who are entitle to attend the EGM 2/2024 (Record Date) on 18 June 2024. The Company thus arranges the E-EGM using the system of OJ International Co, Ltd. who is the service provider accredited to manage and control the meeting via electronic media with the method of accessing the meeting in the form of electronic media (E-AGM) (details are shown in Documents Required for meeting attendance, Enclosure 6)

If shareholders have queries or questions regarding the EGM 2/2024 or questions about the electronic meeting (E-EGM), please feel free to send these queries to the Company Secretary Office as following address:

Company Secretary Department
PP Prime Public Company Limited,
No. 1279/1 Bor Bai Mai Building, Ramkhamhaeng Road,
Huamark, Bangkapi, Bangkok 10240.
Tel.:093-810-0361

Please be informed accordingly

Very truly yours,

PP Prime Public Company Limited

- Lt.Gen. Krisana Waropas -

(Lt.Gen. Krisana Waropas)

Chairman of Board of Director

Summary of Preliminary Details of the Warrants to Purchase Ordinary Shares of PP Prime Public Company Limited No. 6 (PPPM-W6) to existing shareholders of the who subscribed and had been allocated the newly issued ordinary shares issued and offered to existing shareholders in proportion to their shareholding (Right Offering)

Topic	Details
Issuer	PP Prime Public Company Limited ("**Company**")
Warrant Name	Warrants to Purchase Ordinary Shares of PP Prime Public Company Limited No. 6 (PPPM-W6) ("**PPPM-W6**" or "**Warrant**")
Type of Warrant	Name on certificate and transferable
Number of Warrants Issued	Not exceeding 320,065,785 units However, the issuance and offering of PPPM-W6 will proceed upon the approval from the Extraordinary general meeting of Shareholders No. 2/2024
Offering Price per Unit	0 Baht per unit (free-of-charge)
Allocation Method	The Company will issue and allocate the Warrant to existing shareholders of the Company who subscribed and had been allocated the newly issued ordinary shares issued and offered to existing shareholders in proportion to their shareholding (Right Offering) ("**RO**") (according to the approaching proposal in the Extraordinary General Meeting of Shareholders No. 2/2024 for consideration and approval) , free-of-charge (Zero Baht), at the allocation rate of 1 newly issued ordinary shares to 1 Warrant unit (if there are fractions as a result from the calculation of such allocation, disregard them). In this regard, at the Board of Directors' Meeting, a resolution was passed to set the Record Date for shareholders entitled to receive the newly issued ordinary shares issued and offered to existing shareholders in proportion to their shareholding and warrants to purchase ordinary shares of the Company No. 6 (PPPM-W6) who subscribed and had been allocated the newly issued ordinary shares issued and offered to existing shareholders in proportion to their shareholding (Right Offering) (Record Date) on 18 June 2024 and schedule subscription period for newly issued ordinary shares of the Company is set to be from 5 to 9 August 2024 (a total of 5 business days). However, the issuance of such warrants by the company is uncertain pending approval from the Extraordinary General Meeting No. 2/2024. In the case that the calculation of the allocation of PPPM-W6 for each shareholder results in a fraction of shares or warrant (if any) disregard them. After the calculation of the allocation of PPPM-W6, in the case that there are remaining warrants from the allocation, the Company will cancel the remaining warrant. This will allow the remaining number of warrants to be allocated to shareholders perfectly.
Exercise Ratio	1 Warrant unit is entitled to purchase 1 ordinary share, unless the exercise ratio is adjusted otherwise pursuant to the conditions of the adjustment of rights as stipulated in the Terms and Conditions Governing the Rights and Obligations of the Issuer and Holders of the Warrants to Purchase Ordinary Shares of PP Prime Public Company Limited No. 6 ("**Terms and Conditions**").

Topic	Details
Exercise Price	0.22 Baht per share, unless the exercise price is adjusted otherwise pursuant to the conditions of the adjustment of rights as stipulated in the Terms and Conditions However, because the Company has accumulated losses as shown in the consolidated financial statement reviewed by a certified public accountant as of 31 December 2023 and the quarter financial statement reviewed by a certified public accountant as of 31 March 2024, the Company may designate the exercise price of PPPM-W6 to be lower than the par value of the Company's shares, in which the exercise price of PPPM-W6 (whether there was an adjustment of rights or not) must not be lower than 0.01 Baht per share. The Company shall comply with Section 52 of Public Limited Company Act B.E. 2535 (Section 52 states that a public company which is at a loss but has been in operation for more than 1 year may offer sale of shares with the value being lower than as registered, subject to approval of shareholders meeting and such discount rate being clearly specified).
Issuance and Offering Date	The Board of Directors and/or Executive Committee and/or Chief Executive Officer and/or authorized director of the Company and/or persons appointed by the Board of Directors and/or Executive Committee and/or Chief Executive Officer and/or authorized director of the Company has the authority to schedule the issuance date and will schedule such date after the approval from the Extraordinary General Meeting of Shareholders No. 2/2024.
Term of Warrants	2 years from the issuance and allocation date of the Warrant. In this respect, the Company shall not extend the term of Warrant after issuance.
Exercise Period	Warrant holders can exercise their rights on the 15th of every month (business day) throughout the term of the Warrant ("**Exercise Date**"), that the first exercise date is 15 September 2024 and the last exercise date is the date on which the Warrant reach its term of 2 years ("**Last Exercise Date**") However, in the event that such date falls on a holiday of the Company or SET, the Exercise Date shall be postponed to the last business day prior business day. The remaining warrants from exercise or not being exercised on the any date determined. It can be accumulated for using on the next exercise date, during the maturity period of the Warrants. If the Warrant is due, any warrants that have not been exercised will be revoked and terminated.
Notification Period of Intention to Exercise Warrants	The warrant holders who wish to exercise their rights to purchase the newly issued ordinary shares of the Company shall deliver a notification of intention to exercise the Warrant within the period of 5 business days prior to each exercise date. In the event that such date falls on a holiday of the Company, the Exercise Date shall be postponed to the prior business day. Except for the last notification of Intention to Exercise Warrants, shall notify the intention to exercise the right within the period of 15 business days prior to the last exercise date.
Irrevocability of Notification of Intention to Exercise Warrant	When the warrant holders notify the Company of the intention to exercise the right to purchase the newly issued ordinary shares of the Company under the Warrant, such notification shall be irrevocable, unless approved with a written consent from the Company.

Topic	Details
Offering Period	Offering must be completed within 6 months from the date that the shareholders meeting approves the issuance and offering of PPPM-W5. The Board of Directors and/or Executive Committee and/or Chief Executive Officer and/or authorized director of the Company and/or persons appointed by the Board of Directors and/or Executive Committee and/or Chief Executive Officer and/or authorized director of the Company have the authority to determine further conditions and details.
Number of Ordinary Shares Reserved for the Exercise of Warrants	Not exceeding 320,065,785 shares at par value of 1 Baht per share In this regard, the number of shares allocated to accommodate the exercise of PPPM-W6, when combined with the number of shares allocated to accommodate the exercise of all convertible securities of the Company including: (1) To accommodate the exercise of the Company's convertible debentures according to the resolution of the Extraordinary General Meeting of Shareholders No. 1/2024 which held on 30 January 2024 at the amount of 27,777,788 shares and (2) To accommodate the exercise and the right adjustment of warrants to purchase ordinary shares of PP Prime Public Company Limited No. 4 (PPPM-W4) to the resolution of the Extraordinary General Meeting of Shareholders No. 1/2019 which held on 10 June 2019 at the amount of 58,696,087 shares and which results in the total amount of 406,539,660 shares, representing 42.34% of all issued shares (In this regard, the total number of issued shares is calculated together with the number of newly issued ordinary shares allocated for offering to the existing shareholders in proportion to their shareholding, proposed to this shareholders' meeting for approval), which is not more than 50% of the Company's paid-up capital as of the Board of Directors Meeting No. 6/2024 on 31 May 2024. Number of ordinary shares reserved for the exercise of warrants issued this time (The number of shares reserved for CD or warrants offered in other instances*, which does not include shares reserved for ESOP-CD or ESOP-warrants) X 100 ——————————————————————— Total number of shares sold of the Company + Number of shares issued for offering to existing shareholders in proportion to their shareholding along with Warrants = [406,539,660] X 100 / [640,131,569 + 320,065,785] = 42.34%
Warrant Registrar	Thailand Securities Depository Company Limited or the person duly appointed to act as the registrar of the warrant.
Secondary Market for Warrants	The Company will list the warrant as listed securities on the SET or the stock exchange where the Company's ordinary shares are listed securities at that time. If you have all the qualifications
Secondary Market for the Ordinary Shares Issued upon Exercise of Warrants	The Company will list the ordinary shares arising from the exercise of warrant to be listed as listed securities on the SET or the stock exchange where the Company's ordinary shares are listed securities at that time.

Topic	Details
Other Rights and Benefits	Ordinary shares issued under the exercise of the warrant will have the same rights as the Company's ordinary shares which is issued prior in all respects.
Dilution Effect	The effects of the issuance and offering of newly issued ordinary shares in proportion to the shareholding (Rights Offering) along with warrants to purchase the Company's ordinary shares at the same time are as follows: **1. <u>Control Dilution</u>** After the issuance and allocation of newly issued ordinary shares offered to existing shareholders of the Company in proportion to their shareholding. In the event that all existing shareholders exercise their rights to subscribe for additional shares in full amount of existing shares, including exercising their rights to convert PPPM-W6 into ordinary shares in full according to the number of rights, there will be no impact on the voting rights of the Company's shareholders (Control Dilution). However, in the event that shareholders choose not to exercise their rights to subscribe for newly issued ordinary shares according to their existing rights at all, and other shareholders exercise their rights to subscribe for newly issued ordinary shares according to their existing rights until the subscription for the newly issued ordinary shares is complete, including the exercise of PPPM-W6 conversion rights into full ordinary shares, it will affect the voting rights of the Company's shareholders (Control Dilution). It can be calculated as follows: = 1- [the number of existing ordinary shares combining with newly issued ordinary shares from the right offering that have been fully paid / (the number of existing ordinary shares combining with newly issued ordinary shares from the right offering that have been fully paid + the number of newly issued ordinary shares to accommodate PPPM-W6)] = 1- [960,197,354]/(960,197,354 + 320,065,785)] = 25% **2. <u>Price Dilution</u>** After the issuance and allocation of newly issued ordinary shares offered to existing shareholders of the Company in proportion to their shareholding. If all existing shareholders do not exercise their rights to purchase additional shares at all, there will be no impact on the Company's share price, but in the event that the shareholders choose not to exercise their rights to subscribe for ordinary shares according to their existing rights at all, and other shareholders exercise their rights to subscribe for the newly issued ordinary shares in full until the subscription for the newly issued ordinary shares is completed and the right to convert PPPM-W6 into ordinary shares is fully exercised. The impact can be calculated as follows: = [(market price before the offering of RO PPPM-W6) – (market price after the offering of RO PPPM-W6)] / market price before the offering of RO PPPM-W6 = (0.397-0.304)/0.397

Topic	Details
	= 23.55% Market price after the offering = (market price x number of paid shares) + (RO exercise price x number of shares entitled to RO) + (PPPM-W6 exercise price x number of shares accommodated to PPPM-W6)] / (number of existing paid shares + number of shares accommodated to RO + number of shares accommodated to PPPM-W6) Market price after the offering = [(0.397 x 640,131,569 shares) + (0.20 Baht x 320,065,785 shares) + (0.22 x 320,065,785 shares)] / (640,131,569 shares + 320,065,785 shares + 320,065,785 shares) = 0.304 Baht/share **3. <u>Earnings Per Share Dilution or EPS. Dilution</u>** The Company is unable to calculate the effect on profit sharing (Earning Per Share Dilution) due to the company's operating deficit in 2023.
Event to issue new shares to accommodate the adjustment of rights	When there is an adjustment of rights to the Exercise Price and Exercise Ratio pursuant to the conditions of the adjustment of rights stipulated in the Terms and Conditions, which resembles the events as stated in Clause 11(4)(b) of 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 Underlying Shares dated December 15, 2008 (as amended).
Rights Adjustment of the Warrants	The Company will adjust the Exercise Price and the Exercise Ratio, if any of the following events occurs: (a) When the Company adjusts the par value of the ordinary shares, as a result of a combine or split in value of the previously issued shares. (b) When the Company offers new allotment of any shares and the net price per share of the newly issued ordinary share is lower than 90 percent of the market price per share of the Company's ordinary shares. (c) In case the Company issues new securities and such securities confer the right of conversion into ordinary shares or the right to purchase the ordinary shares (such as convertible debentures or warrants representing rights to purchase the ordinary shares) at the net price per new ordinary shares below 90 percent of the market price per share of the Company's ordinary shares. (d) In case the Company declares dividend payment, whether in whole or in part, in the form of the Company's ordinary shares. (e) When the Company makes dividend payment in cash with the amount exceeding 80 percent of the Company's net profit after tax from the separated financial statement in any financial periods, whether it is dividend payment on operating results or retained earnings for the Company's separate financial statements, during the maturity period of the Warrants. (f) In case that, there are circumstances that having effect on the Warrant holders or the holders of the Warrants Certificates to loss their rights or benefits that they should obtain, and those circumstances are not described in (a) to (e). The

Topic	Details
	Company will consider to determine the adjustment of the new Exercise Price and Exercise Ratio (or adjust the number of warrant units instead of the exercise ratio) in good faith. In this respect, the definitions, rights adjustment formula, as well as other details shall be in accordance with the Terms and Conditions. However, The Board of Directors and/or Executive Committee and/or Chief Executive Officer and/or authorized director of the Company and/or persons appointed by the Board of Directors or Executive Committee or Chief Executive Officer or authorized director of the Company shall have the authority to determine other conditions and details related to the amendment and adjustment of Exercise Price and Exercise Ratio.
Objectives of issuing warrants and the benefits that the Company will receive from the allocation of newly issued ordinary shares	Objectives and plans for utilizing capital from the capital increase to support the issuance and offering of Warrants: 1. To be working capital in the Company and enhance liquidity in the business operations of the Company in improving and purchasing machinery Increase production efficiency to support future customer base expansion. In order for the Company to have financial flexibility in carrying out various projects, both current and future, to strengthen the financial resilience of the Company. 2. Repayment of the Company's loans and/or the Company' subsidiaries. 3. The Company intends to provide returns to the shareholders of the Company who subscribed and have been allotted Warrants. Therefore, the Company has issued and allocated Warrants this time to the Company's shareholders. The shareholders who have been allocated the Warrants can exercise their rights to purchase the Company's newly issued ordinary shares that can be obtained when the Warrants are exercised within the specified period or receive returns from the Warrants in the Stock Exchange of Thailand.
Benefits shareholders will receive from the capital increase	**Dividend Payment Policy** If the shareholders who have been allocated warrants has exercised the right to purchase ordinary shares, such act will bring in working capital to the Company. In addition, the Company will use the money for investment. This will help increase revenue and profits for the Company in the future. Shareholders will receive dividends according to the dividend payment policy. The Company has a policy to pay dividends at a rate of not less than 60 percent of the net profit of the separate financial statements after deduction of corporate income tax, deficit, and all various reserves. However, The Company may pay the dividend less than the rate specified above, it depends on the need for working capital to operate, business expansion and other factors related to the management of the Company. However, the resolution of the Board of Directors authorizing the dividend payment shall be presented for approval by the shareholders' meeting unless it is an interim dividend payment which the Board of Directors has the authority to approve the interim dividend payment and will be reported to the shareholders' meeting at the next shareholders' meeting.

Topic	Details
	Rights of Shareholders Warrant holders that have exercised the right to purchase the Company's newly issued ordinary shares will have the status of a shareholder of the Company only when the registrar of the Company has registered the name of the warrant holder as a shareholder in the Company's share register book and the Company has registered the change of paid-up capital with the Department of Business Development. This includes the right to attend the shareholders' meeting and the right to be allocated to existing shareholders (Right Offering) in addition to receiving dividends. However, it is as the Company's management deems appropriate.
Other Conditions	The Board of Directors and/or Executive Committee and/or Chief Executive Officer and/or authorized director of the Company and/or persons appointed by the Board of Directors or Executive Committee or Chief Executive Officer and/or authorized director of the Company shall have the authority to set and change the rules, conditions, and necessary details related to the issuance of PPPM-W6 in all respects as deemed appropriate and under the scope of law, for instance, the allocation and issuance date of Warrants. As well as having the authority to perform any other acts necessary and appropriate for the issuance and allocation of Warrants in all respects. Including, but not limited to, contact, prepare or deliver any documents required or related to the issuance and offering of Warrants and the listing of Warrants as listed securities on SET. As well as applying for permission to the relevant authorities and appointing subcontractors, etc.
Board of Directors' Opinions	
Reason, necessity, and suitability for the capital increase by issuing and offering warrants	The Board of Directors is of the opinion that fundraising by issuing and offering warrant is a good choice to increase the Company's capital, to increase liquidity, and for fast fundraising. To be working capital in the Company and enhance liquidity in the business operations of the Company in improving and purchasing machinery Increase production efficiency to support future customer base expansion. In order for the Company to have financial flexibility in carrying out various projects, both current and future, to strengthen the financial resilience of the Company. To support normal operations in core businesses and related business. Repayment of the Company's loans and/or the Company' subsidiaries, which will provide to the Company and the future shareholders. However, this fundraising will also benefit the Company and shareholders who subscribed and/or are allocated as detailed in the Capital Increase Report Form (**Enclosure 3**). The Company expects that the Company will have sufficient cash flow for future operations, even if the warrants are not fully exercised. In addition, if necessary, the Company may issue new ordinary shares to existing shareholders or private placement, which is another fundraising option. However, the Company will consider the appropriateness during that particular time.
Possibility of the plan for utilizing funds	To be working capital in the Company and enhance liquidity in the business operations of the Company in improving and purchasing machinery Increase production efficiency to support future customer base expansion. In order for the Company to have financial flexibility in carrying out various projects, both current and future, to strengthen the financial resilience of the Company. To support normal operations in core businesses and

Topic	Details
	related business. Repayment of the Company's loans and/or the Company' subsidiaries, when there is an exercise of rights to purchase ordinary shares under the warrants. If the Company does not receive money from this capital increase, it will cause the Company to lose the opportunity to operate and expand the business according to the Company's future business plans.
Expected impacts on the Company's business operations as well as the Company's financial position and operating results due to the capital increase	Increasing the registered capital of the Company by issuing the Warrants will strengthen both the financial structure, provide readiness and increase financial flexibility for future business expansion. However, if the Company receives less money from the capital increase than expected the plan to use the proceeds received from the capital increase may change from the plan stated above. In this regard, such capital increase will not adversely affect the business operation, financial position, and performance of the Company.
Directors' Testimonials	In the case that the directors of the Company fails to perform their duties with honesty and diligence to protect the interest of the Company with regards to this capital increase, if such failure to perform duties causes damage, shareholders can sue for damages from the said director on behalf of the Company in accordance with Section 85 of the Public Company Act and if the performance of such duties causes the Board of Directors or any person involved to wrongful gains, shareholders can use the right to sue to recover benefits from that director instead, in accordance with Section 89/18 of the Securities and Exchange Act B.E. 2535 (as amended).

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

Please be informed accordingly.

Sincerely Yours,

-Mrs. Supattra Nakmontanakum-
(Mrs. Supattra Nakmontanakum)
Director / Chief Executive Officer

Summary of the Issuance and Offering Warrants to Purchase Ordinary Shares of PP Prime Public Company Limited Allocating to Directors, Executives, and Employees of the Company and/or the Subsidiaries No.3 (PPPM ESOP-W3)

The issuance and offering Warrants to Purchase Ordinary Shares of PP Prime Public Company Limited Allocating to Directors, Executives, and Employees of the Company and/or the Subsidiaries No.3 (PPPM ESOP-W3) detail as follows:

1. Objective and necessity

1.1 To reward the work performance of directors, executives, and employees of the Company and/or the subsidiaries who are committed to working for the maximum benefit of the Company, subsidiaries, and shareholders and to serve as an incentive for directors, executives, and employees of the Company and/or its subsidiaries who have dedicated and sacrificed for the Company.

1.2 To provide motivation for the executives and employees of the Company and/or the subsidiaries who have outstanding performance and whose contributions are difficult to replace, to continue working with the Company and/or the subsidiaries in the long term to achieve business objectives.

1.3 To retain knowledgeable and skilled personnel to continue working with the Company in the long term.

1.4 To involve employees in ownership, aligning objectives with shareholders, and aiming to prosper the Company.

2. Detail regarding Warrants to Purchase Ordinary Shares of the Company No. 3 (PPPM ESOP-W3)

2.1	Issuer	:	PP Prime Public Company Limited("**Company**")
2.2	Warrant Name	:	Warrants to Purchase Ordinary Shares of PP Prime Public Company Limited Allocating to Directors, Executives, and Employees of the Company and/or the Subsidiaries No.3 ("**PPPM ESOP-W3**" or "**Warrants**")
2.3	Type of Warrants	:	Name-registered certificate and non-transferable except a transfer as provided in Clause 3.2
2.4	Term of Warrants	:	3 years from the issuance date of Warrants. In this regard, after the issuance of Warrants, the Company will not extend the Terms of Warrants and offer reserved shares, which will be completed upon the Terms of Warrants.
2.5	Number of Warrants Issued and Allocated	:	Not exceeding 32,000,000 units In this regard, the issuance and offering of Warrants PPPM ESOP-W3 will be proceeded upon approval from the Extraordinary General Meeting No. 2/2024.
2.6	Number of Newly Issued Ordinary Shares Allotted to Accommodate for the Exercise of Warrants	:	Not exceeding 32,000,000 shares at par value of 1.00 Baht, representing 4.9989% of the total number of issued shares of

			the Company[1] which is not exceeding 5% of the total number of issued shares of the Company on the date of the Board of Directors' Meeting No. 6/2024 held on 31 May 2024
2.7	Issuance Date	:	Within 1 year from the date of the Extraordinary General Meeting No. 2/2024 passed a resolution approving by the Board of Directors and/or Executive Committee and/or Chief Executive Officer and/or authorized directors of the Company and/or a person assigned by Board of Directors or Executive Committee or Chief Executive Officer or authorized director of the Company to be the person who schedules the date of issuance of Warrants In this regard, the determination of the date of issuance of Warrants will be scheduled upon approval from the Extraordinary General Meeting No. 2/2024.
2.8	Offering Feature	:	The warrants issued in this instance are offered to Directors, Executives, and Employees of the Company and/or the Subsidiaries. In this regard, the Company will not allocate Warrants PPPM ESOP-W3 to Directors, Executives, and Employees of the Company and/or the Subsidiaries, each entitled to receive Warrants PPPM ESOP-W3 in proportion exceeding 5% of the number of Warrants PPPM ESOP-W3. The Company will allocate Warrants PPPM ESOP-W3, to be completed, within 1 year from the date of approval from the Extraordinary General Meeting No. 2/2024 Authorized to Board of Directors and/or Executive Committee and/or Chief Executive Officer and/or authorized directors of the Company and/or a person assigned by Board of Directors or Executive Committee or Chief Executive Officer or authorized director of the Company, are empowered to consider, allocate, determine and amend criteria, conditions, and related details regarding the issuance and allocation Warrants PPPM ESOP-W3 in all respects as deemed appropriate and under the scope of law
2.9	Offering Period of Warrant	:	The Company will offer Warrants, to be completed, within 1 year from the date of the Extraordinary General Meeting No. 2/2024 approved to issue and offer Warrants
2.10	Offering Price per Unit	:	0 Baht per unit (free-of-charge)
2.11	Exercise Ratio	:	1 Warrant unit have a right to buy 1 ordinary share except in the case of conversion of rights in accordance with the Notification of the Securities and Exchange Commission No. TorJor. 34/2551 Re: Application for Permission and Permission to Offer Warrants to Purchase Newly Issued Shares and Newly Issued Shares to Accommodate Warrants on 15 December 2008 (and its amendment), the relevant Notification of the Securities and Exchange Commission, and as specified in the Terms and Conditions.

[1] The total number of issued shares of the Company on the date of Board of Directors' Meeting No. 6/2024, which held on 31 May 2024, equivalent to 640,131,569 shares (after the Company has reduced its capital by reducing the par value of its shares as resolved at the Annual General Meeting of Shareholders for the year 2024 on 22 April 2024)"

2.12	Exercise Price	:	0.30 Baht except the case of exercise price when events as specified in the Notification of the Securities and Exchange Commission No. TorJor. 34/2551 Re: Application for Permission and Permission to Offer Warrants to Purchase Newly Issued Shares and Newly Issued Shares to Accommodate Warrants on 15 December 2008 (and its amendment), the relevant Notification of the Securities and Exchange Commission, and as specified in the Terms and Conditions. The exercise price of such Warrants is at a price lower than the market price by 24.43%, calculated based on the weighted average price of ordinary shares of the Company in the Stock Exchange of Thailand ("**SET**"), backward 15 consecutive business days prior the date of Board of Directors' Meeting No. 2/2024 which held on 31 My 2024, a resolution was passed to propose to the Extraordinary General Meeting to consider and approve the issuance and offering Warrants (particularly, between 9 – 30 May 20245) equivalent to 0.397 Baht (information from SETSMART of the SET). In addition, since the company has accumulated losses shown in the balance sheet and income statements as of 31 December 2023 and the balance sheet and income statement for the first quarter as of 31 March 2024, the Company may designate the exercise price of warrants to purchase ordinary share of PP Prime Public Company Limited Allocating to Directors, Executives, and Employees of the Company and/or the Subsidiaries No.3 (PPPM ESOP-W3) to be lower than the par value of the Company's shares, in which the exercise price of PPPM-ESOP-W3 (whether there was an adjustment of rights or not) must not be lower than 0.01 Baht per share. The Company shall comply with Section 52 of Public Limited Company Act B.E. 2535 (Section 52 states that a public company which is at a loss but has been in operation for more than 1 year may offer sale of shares with the value being lower than as registered, subject to approval of shareholders meeting and such discount rate being clearly specified).
2.13	Condition and Period of the Exercise	:	Except in the case of Directors, Executives and Employees of the company and/or the Subsidiaries are unable to exercise Warrants PPPM ESOP-W3 as specified in Clause 3.2, each Warrants holders are able to commence the exercise on Last Business Day of January, April, July, and October of each year until the final exercise date of the warrants as detailed in the table below (referred to as the "**Exercise Date**") In the event that the Exercise date coincides with the Company's holiday, the Exercise Date shall be postponed to the previous business day, Board of Directors and/or Executive Committee and/or Chief Executive Officer and/or authorized directors of the Company and/or a person assigned by Board of Directors or Executive Committee or Chief Executive Officer or authorized director of the Company may schedule and change the Exercise Date as deemed appropriate. Holders of Warrants PPPM ESOP-W3 are entitled to exercise to purchase shares of the Company in the following amounts:

			First Year Starting from the issuance date of the Warrants until 31 October 2025, Warrant holders can exercise their rights to purchase ordinary shares up to 33% of the total number of Warrants allocated by the Company to the Directors, Executives, and Employees of the Company and/or the Subsidiaries. Additionally, any remaining Warrants that have not been fully exercised in the first year can be carried forward and exercised in subsequent years until the expiration of the ESOP-W3 exercise period **Second Year** Starting from 1 November 2025 until 31 October 2026, Warrant holders can exercise their rights to purchase ordinary shares up to 33% of the total number of Warrants allocated by the Company to the Directors, Executives, and Employees of the Company and/or the Subsidiaries. Additionally, any remaining Warrants that have not been fully exercised in the first year can be carried forward and exercised in subsequent years until the expiration of the ESOP-W3 exercise period **Third Year** Starting from 1 November 2026 until the expiration date of the Warrants (not exceeding 31 October 2027), Warrant holders can exercise their rights to purchase ordinary shares up to 34% of the total number of Warrants allocated by the Company to the Directors, Executives, and Employees of the Company and/or the Subsidiaries, allocated to each individual by the Company.
2.14	Notification Period of Intention to Exercise Warrant and the Determination Date of Exercise	:	The holder of Warrants PPPM ESOP-W3 who intends to exercise to purchase ordinary shares of the Company must notify the intention to exercise to purchase ordinary shares of Warrants PPPM ESOP-W3 between 9.00 to 15.00 hrs within 5 business days prior to each exercise throughout the exercise period. In the event that the Exercise date coincides with the Company's holiday, the Exercise Date shall be postponed to the previous business day. Except for the last notification, which shall notify the intention to exercise between 15 days before the last Exercise Date In this regard, if the exercise of Warrants results in fractional shares below a full Board Lot size on the board of the Stock Exchange of Thailand, such fractional shares will be rounded up to exercise in the subsequent year until the last Exercise Date of Warrants
2.15	Irrevocability of Notification of Intention of Exercise Warrant	:	Once Warrants holders notify the intention to exercise to purchase ordinary shares of Warrants, such notification cannot be revoked.
2.16	Allocation Method	:	Allocated directly to Directors, Executives, and Employees of the Company and/or the Subsidiaries, as detailed in Clause 3 and 4, without going through securities broker
2.17	The Event that the Company Has to Issue New Shares to Accommodate	:	The Company will proceed to adjust the price and/or conversion of the exercise when events occur as specified in the

	the Change in the Exercise of Conversion Rights		Notification of the Securities and Exchange Commission No. TorJor. 34/2551 Re: Application for Permission and Permission to Offer Warrants to Purchase Newly Issued Shares and Newly Issued Shares to Accommodate Warrants on 15 December 2008 (and its amendment) and the relevant Notification of the Securities and Exchange Commission.
2.18	Other Rights and Benefits	:	-none-
2.19	Restriction on Transfer	:	Warrants PPPM ESOP-W3 are non-transferable to other individuals or exercised by other individuals not specifically named on the Warrants, except in the case as specified in Clause 3.2
2.20	Secondary Market for Warrants PPPM ESOP-W3	:	The Company will not list Warrants PPPM ESOP-W3 which issued in this instance to be listed as registered securities on the SET
2.21	Secondary Market for the Ordinary Shares Issued upon Exercise of Warrants PPPM ESOP-W3	:	The Company will list ordinary shares from the exercise of Warrants PPPM ESOP-W3 issued in this instance to be listed as registered securities on the SET
2.22	Condition of the Adjustment of Rights	:	The Company will adjust or amend Exercise Ratio and Exercise Price of Warrants PPPM ESOP-W3 according to the calculation method specified in the Notification of the Securities and Exchange Commission No. TorJor. 34/2551 Re: Application for Permission and Permission to Offer Warrants to Purchase Newly Issued Shares and Newly Issued Shares to Accommodate Warrants on 15 December 2008 (and its amendment), the relevant Notification of the Securities and Exchange Commission, and as specified in the Terms and Conditions. The Company will proceed to adjust the Exercise Price and Exercise Ratio when any of these events occurs, summarized as follows: (a) When there is a change in the par value of ordinary shares of the Company resulting from Reverse Stock Split and Stock Split-Up (b) When the Company offers ordinary shares to existing shareholders and/or Public Offering and/or Private Placement at a net price per share of newly issued ordinary shares, which is less than 90% of the market price per share of ordinary shares of the Company (c) When the Company offers any newly issued securities to existing shareholders and/or Public Offering and/or Private Placement, whereby such securities grant the right to convert/transform into ordinary shares, or grant the right to purchase ordinary shares (such as convertible debenture or warrant to purchase ordinary share) at the net price of newly issued ordinary shares to accommodate such rights, which is less than 90% of the market price per share of ordinary shares of the Company

			(d) When the Company pays all of part of the dividends as newly issued ordinary shares to the shareholders of the Company (e) When the Company pays dividends in excess of 80% of the net profit according to the financial statement of the Company after deducting corporate income tax for any accounting period, whether it is paying dividends from operating results or accumulated profits, for the entire Term of Warrants (f) In the event of any circumstances that cause holders to lose rights and benefits obtained when exercising Warrants less than before, where such events are not specified in (a) - (e), the Company will consider to determine the amendment of the Exercise Price and the new Exercise Ratio (or adjust the number of Warrants instead of the Exercise Ration In this regard, authorized Board of Directors and/or Executive Committee and/or Chief Executive Officer and/or authorized directors of the Company and/or a person assigned by Board of Directors or Chief Executive Officer or authorized director of the Company to be the person who consider to determine conditions and other relevant details of the adjustment and the conversion of rights and the Exercise Price

3. Criteria and Other Conditions of the Exercise of Warrants and the Exercise of Warrants

3.1 **Criteria and Other Conditions of the Allocation of Warrants PPPM ESOP-W3**

3.1.1 The Board of Directors, Executive Committee, or Nomination and Remuneration Committee (in the case of allocation to Directors of the Company) or a person assigned by Board of Directors or Executive Committee are empowered to proceed as follows:

(1) Consideration of determination the list of Directors, Executives and Employees of the Company and the Subsidiaries who are entitled to be allocated Warrants PPPM ESOP-W3 and the number of PPPM ESOP-W3 allocated to each Director, Executive and Employee, including the allocation of remaining Warrants PPPM ESOP-W3 to Directors and/or Employees as deemed appropriate. For details of the list of Directors, Executive, and Employees entitles to be allocated Warrants PPPM ESOP-We and the number of Warrants PPPM ESOP-W3 each Director will receive, refer to Clause 4.

(2) In the event that any Warrants PPPM ESOP-W3 holder is unable to exercise Warrants PPPM ESOP-W3 set forth in Clause 3.2, Warrants PPPM ESOP-W3 will be allocated to Directors and Employees of the Company and the Subsidiaries as deemed appropriate, including adjustments to the number of Warrants PPPM ESOP-W3 of Directors and/or Employees who have already been allocated when the allocation of Warrants PPPM ESOP-W3 resulting from events specified in Clause 3.2.

In addition, such allocation of Warrants PPPM ESOP-W3 may be allotted to Directors or Employees of the Company or the Subsidiaries who are entitled to be allocated personnel after the date of the shareholders' meeting resolution approving the issuance and offering of Warrants PPPM ESOP-W3. However, this allocation will be subject to the condition that no Director and/or Employee has been allocated Warrants PPPM ESOP-W3 individually or collectively exceeding 5% of the number of Warrants PPPM ESOP-W3. Furthermore, no Director of the Company or Subsidiaries shall receive additional allocations of Warrants PPPM ESOP-W3 beyond what has been disclosed in Clause 4.

(3) Any actions relayed to offering, allocation of Warrants PPPM ESOP-W3, determination or amendment of additional criteria, terms, conditions (including exercise conditions),

adjustments of rights, and other details related to Warrants PPPM ESOP-W3, as well as any actions related to the exercise of rights according to Warrants PPPM ESOP-W3 and the registration of shares arising from the exercise of rights according to Warrants PPPM ESOP-W3 with the Stock Exchange of Thailand, and any other actions with relevant individuals and/or agencies in the future.

Furthermore, the aforementioned actions must not involve any Directors or Employees who have been allocated Warrants PPPM ESOP-W3 exceeding 5% of the total number of Warrants PPPM ESOP-W3. Additionally, no Director of the Company or the Subsidiaries shall receive additional allocation of PPPM ESOP-W3 warrants beyond what has been disclosed in Clause 4.

3.1.2 Qualifications of Directors, Executives, and Employees eligible to receive allocations of Warrants PPPM ESOP-W3

(1) Directors of the Company

Directors of the company who are entitled to receive allocations of Warrants PPPM ESOP-W3 must be Directors of the Company on the date of the shareholders' meeting approves the issuance and offering of Warrants PPPM ESOP-W3 to Directors, Executives, and Employees of the Company and the Subsidiaries.

Additionally, Independent Directors of the Company will receive allocations of Warrants PPPM ESOP-W3 in an amount when exercising the rights under Warrants PPPM ESOP-W3. Such Independent Directors' shareholding must not exceed 1% of the total voting shares of the Company.

(2) Directors of the Subsidiaries, Directors of the Subsidiaries, Executives and Employees of the Company and the Subsidiaries who are entitled to receive allocation of Warrants PPPM ESOP-W3 must meet various qualifications and receive approval from Nomination and Remuneration Committee or Executive Committee;

a) Who are Executives or Employees of the company or the Subsidiaries and have entered into labor contracts or similar agreements, or who are full-time employees of the Company or the Subsidiaries (as applicable) (collectively referred to as "**Eligible Personnel**") or who are Directors of the Subsidiaries on the date of the shareholders' passed a resolution to issue and offer Warrants PPPM ESOP-W3 to Directors, Executives, and Employees of the Company and the Subsidiaries and

b) Whose position structure (Corporate Title) ranging from office level to Chief Executive Office level, and other conditions as specified by human resources department of the Company.

Furthermore, besides cases (a) and (b), Board of Executive may approve additional allocations of Warrants PPPM ESOP-W3 to certain executives and employees as deemed appropriate.

In other case apart from points (1) and (2), the Board of Directors, Nomination and Remuneration Committee, or Executive Committee, or persons appointed by the Board of Directors or Executive Committee as the authority to consider on a case-by-case basis.

In this regard, the number of Warrants PPPM ESOP-W3 allocated to each Director of the Company, Directors of the Subsidiaries, Executives, and Employees of the Company and the Subsidiaries may not necessarily be equal. This depends on various factors such as position, experience, performance, potential, as well as benefits provided to the Company and/or the Subsidiaries.

3.2 **Condition for Exercise Warrants PPPM ESOP-W3**

3.2.1 The conditions for exercising rights of Warrants PPPM ESOP-W3 for Directors of the Company, Directors of the Subsidiaries, Executives, and Employees of the Company are as follow

(1) Directors of the Company, Directors of the Subsidiaries, Executives, and Employees of the Company and the Subsidiaries (as applicable) who have been allocated Warrants PPPM ESOP-W3 must still maintain their status as Directors of the Company, Directors

of the Subsidiaries, Executives, and Employees of the Company and the Subsidiaries on the date of exercising those rights, unless otherwise specified in Clause 3.2.1(2).

In this regard, if Directors of the Company has been relieved from their position as Directors of the Company but still retains the status of an Executive or Employee of the Company and/or the Subsidiaries on the date of exercising those rights, such individuals may use their rights according to Warrants PPPM ESOP-W3 only for the portion allocated to them in their capacity as Executives or Employees of the Company and/or the Subsidiaries on the date of exercising those rights.

(2) Conditions for exercise of rights by holders of Warrants PPPM ESOP-W3 in various scenarios are as follows:

a) In the event that Directors of the Company or the Subsidiaries, Executives, or Employees holding Warrants PPPM ESOP-W3 become incapacitated, legally incapacitated, considered incapacitated, considered incompetent, or for any other reason unable to manage their affairs or assets, their successors, guardians, or trustees (as applicable) may exercise the rights under Warrants PPPM ESOP-W3 on behalf of the warrant holders until the expiration of the Warrants PPPM ESOP-W3.

b) In the case where Directors of the Company or the Subsidiaries, Executives, or Employees holding Warrants PPPM ESOP-W3 cease to hold office as Directors of the Company or the Subsidiaries, Executives, or Employees (as the case may be) due to retirement according to the regulations of the Company, or are terminated without cause or misconduct under the rules of the Company of the Subsidiaries, or are dismissed due to changes in control in the Company or the Subsidiaries, or their term as Directors of the Company expires and they are not reappointed to serve as Directors of the Company again, the holders of PPPM ESOP-W3 warrants in this case may still exercise their rights under the warrants until the warrants expire.

c) In the case where Directors of the Company or the Subsidiaries, Executives, or Employees holding Warrants PPPM ESOP-W3 ceases employment due to resignation, dismissal, or termination for any reason other than the reasons stated in Clause 3.2.1(2)(b), or resigns from being a Director of the Company or the Subsidiaries (without holding an Executive or Employee position), it shall be deemed that such Director of the Company or the Subsidiaries, Executive, or Employee immediately loses the right to exercise any unexercised warrants on the day their position as a Director of the Company ends or their employment terminates (as the case may be). Consequently, the Warrants holder must immediately return all unexercised warrants to the Company, for the Company to allocate them to other Executives and Employees of the Company or the Subsidiaries, as deemed appropriated.

Authorized Board of Directors and/or Executive Committee and/or Chief Executive Officer and/or authorized directors of the Company and/or a person assigned by Board of Directors or Executive Committee Chief Executive Officer or authorized director of the Company to be the person to consider and allocate all of such unexercised Warrants to Directors and/or other Employees as deemed appropriate. In addition, this allocation may include Warrants PPPM ESOP-W3 to Executives or Employees of the Company or the Subsidiaries who are eligible personnel after the date the shareholders' meeting approves the issuance and offering of Warrants PPPM ESOP-W3, with the condition that no Executive and/or Employee shall receive an allocation of Warrants PPPM ESOP-W3 exceeding 5% of the total number of Warrants PPPM ESOP-W3 either in a single allocation or in total. Additionally, no Director of the Company or the Subsidiaries shall receive an allocation of Warrants PPPM ESOP-W3 beyond what is disclosed in Clause 4.

3.2.2 If any Director of the Company or the Subsidiaries, Executives, or Employees do not exercise their rights to purchase ordinary shares under Warrants PPPM ESOP-W3, or do not fully exercise their rights and Warrants PPPM ESOP-W3 expire, it shall be deemed that such Directors of the Company or the Subsidiaries, Executives, and Employees of the Company and/or the Subsidiaries have forfeited their rights under the remaining Warrants PPPM ESOP-W3. These Directors, Executives, and Employees will have no right to claim any damages from the Company.

3.2.3 The Board of Directors, Board of Executives, or any person assigned by the Board of Directors or Board of Executives shall have full authority to determine or amend the conditions for exercising the rights under the Warrants PPPM ESOP-W3, which may differ from those specified above.

4. List of Directors and Executives who will be allocated Warrants PPPM ESOP-W3[2]

Name of Directors	Position	Number of Allotted Warrants (unit)	Percentage of Total Number of Warrants
4.1 Directors of the Company			
1. Lieutenant General Krisana Waropas	Director / Chairman / Audit Committee / Nomination and Remuneration Committee	Not exceeding 1,600,000 units	Not exceeding 5%
2. Mrs. Namkang Pungthong	Director / Vice Chairman / Chairman of the Board of Director	Not exceeding 1,600,000 units	Not exceeding 5%
3. Mr. Parin Chanuntranont	Director / Vice Chairman	Not exceeding 1,600,000 units	Not exceeding 5%
4. Mr. Aran Permpiboon	Independent Director / Chairman of Audit Committee	Not exceeding 1,600,000 units	Not exceeding 5%
5. Pol.Lt.Col Thienrath Vichiensan	Independetn Director / Chairman of Nomination and Remuneration and Audit Committee	Not exceeding 1,600,000 units	Not exceeding 5%
6. Mr. Waiwit Udayachalerm	Independent Director / Audit Committee	Not exceeding 1,600,000 units	Not exceeding 5%
7. Mrs. Supattra Nakmontanakum	Director / Executive Director and Executive Chairman	Not exceeding 1,600,000 units	Not exceeding 5%
8. M.L. Phanpiengduen Sungkahapong	Director / Executive Committee and Director of Administration and Planning and (Acting) Director of Procurement"	Not exceeding 1,600,000 units	Not exceeding 5%
9. Mr. Pongsak Hematappa	Director	Not exceeding 1,600,000 units	Not exceeding 5%
Total		Not exceeding 14,000,000 units	

[2] The number shown in this table will be an estimated number that each Director or the Subsidiaries' Director (as the case may be) entitled to be allocated. In this regard, Directors or the Subsidiaries' Directors will be allocated Warrants PPPM ESOP-W3 at the amount, not exceeding, of 14,000,00 units.

In addition, Directors and the Subsidiaries' Directors who take positions of Executives and/or Employees will not be allocated Warrants for other positions

5. List of Directors, Executives and Employees of the Company and the Subsidiaries who will be allocated Warrants exceeding 5% of Warrants PPPM ESOP-W3

-none-

6. Impact on shareholders due to the issuance and offering Warrants to Directors, Executives, and Employees of the Company and/or the Subsidiaries

(1) Price Dilution

The Exercise Price of the warrants is determined based on the closing price of shares of the Company traded on the Stock Exchange of Thailand weighted average over the 15 consecutive business days prior to the shareholders' meeting. This price is lower than the market price by 24.43%, so the issuance and offering of the Warrants will not impact the price of shares. However, the impact on the market price of the shares when Employees exercise their rights to purchase shares will depend on the market price of the Company's shares on the date the Right Offering resulting from the Employees' exercise of their rights start trading on the Stock Exchange of Thailand, calculated using the following formula:

$$\text{Price Dilution} = \frac{\text{market price before offering} - \text{marker price after offering}}{\text{market price before offering}}$$

$$= (0.397-0.392)/0.397$$

$$= 1.16\%$$

In which the market price after the offering = (market price x number of paid shares) + (ESOP-W3 exercise price x number of shares accommodated to ESOP-W3) / (number of existing paid shares + number of shares accommodated to ESOP-W3)

$$\text{Market price after the offering} = [(0.397\text{x}640,131,569)+(0.30\text{x}32,000,000)]/(640,131.569+32,000,000)$$

$$= 0.392 \text{ Baht/share}$$

(2) Control Dilution

In the event that all of Warrants PPPM ESOP-W3 allocated to the Directors, Executives, and/or Employees of the Company or the Subsidiaries are exercised to purchase the reserved ordinary shares at the amount of 32,000,000 shares, it will result in a dilution of the profit share or voting rights of the existing shareholders by 4.76% of the profit share or voting rights of the existing shareholders. This is calculated in comparison to the total number of issued and traded shares, at the amount of 640,131,569 shares as of Board of Directors Meeting of the Company No. 6/2024 on 31 May 2024

$$\text{Control Dilution} = \frac{\text{number of reserved shares of PPPM ESOP-W3}}{\text{(number of paid-up shares+ number of reserved shares PPPM ESOP-W3)}}$$

$$= \frac{32,000,000}{(640,131,569 + 32,000,000)}$$

= 4.76%

(3) <u>Earnings Per Share Dilution or EPS. Dilution)</u>

Calculation cannot be performed because the company incurred operating losses in 2023.

7. Characteristic and Condition of Warrants PPPM ESOP-W3

The issuance and offering of Warrants PPPM ESOP-W3 warrants to Directors, Executives, and Employees of the Company and/or the Subsidiaries will be in accordance with the Notification of the Securities and Exchange Commission No. TorJor. 32/2551 Re: The Offering of Newly Issued Securities to Directors and Employee as of 15 December 2008 (and its amendment) and the Notification of the Securities and Exchange Commission No. TorJor. 34/2551 Re: Application for Permission and Permission to Offer Warrants to Purchase Newly Issued Shares and Newly Issued Shares to Accommodate Warrants as of 15 December 2008 (and its amendment), the relevant Notification of the Securities and Exchange Commission, and as specified in the Terms and Conditions.

The Warrants holder is responsible for any taxes under the Revenue Code or other relevant laws related to the exercise of rights to purchase ordinary shares under the Warrants.

Once the last exercise date has passed, any Warrants that have not been exercised will expire and become void. They cannot be used for exercising rights under any circumstances thereafter.

8. Right of shareholders to oppose the offering

The offering of Warrants PPPM ESOP-W3 to Directors, Executives, and Employees must be approved at the shareholders' meeting with a vote of no less than 3 out of 4 of the total votes of the shareholders present at the meeting and have a right to vote. Additionally, there must be no shareholder or group of shareholders collectively holding more than 10% of the total votes of the shareholders present at the meeting who vote against the issuance and offering of Warrants PPPM ESOP-W3 warrants.

9. Additional conditions for cases where the Company wishes to reallocate Warrants that were previously offered

The company will propose at the Extraordinary General Meeting No. 2/2024 to consider and approve the resolution allowing the Company to offer Warrants, which Directors or Employees may deliver to the Company or individuals as specified by the Company, due to resignation or termination from the position of Director of the Company or Employee of the Company or the Subsidiaries for various reasons as specified by the Company in the details of this project, for allocation to Directors or other Employees thereafter, under the following criteria.

(1) In the case of allocation to Executives/Employees, and no Executive/Employee shall receive an allocation of Warrants totaling exceeding 5% of the total number of Warrants offered in this instance. After the allocation of warrants, this shall be executed according to the resolution of the aforementioned shareholders' meeting, with the criteria for allocating warrants as per Clause 3. being applied flexibly.

(2) In the event of allocation to Directors regardless of the amount, or allocation to specific Executives/Employees resulting in those Executives/Employees receiving an allocation of Warrants exceeding 5% of the total number of Warrants offered in this instance before reallocating Warrants that have been previously offered, the Company must convene a shareholders' meeting to request approval for the Company to reallocate warrants to Directors or Executives/Employees who will receive allocations. The convening of the meeting, the invitation letter, and the resolution of the shareholders' meeting must comply with the criteria specified the Notification of the Securities and Exchange Commission No. TorJor. 32/2551 Re:

The Offering of Newly Issued Securities to Directors and Employee as of 15 December 2008, including notification or other regulation which amend, affix or replace such notification

any subsequent amendments, additions, or replacements of the announcement.

10. List of Independent Directors whom Shareholders may delegate proxies to attend meetings and exercise rights on behalf of shareholders.

1. Mr. Aran Permpiboon

2. Pol.Lt.Col Thienrath Vichiensan

3. Lieutenant General Krisana Waropas

(Remark: The Independent Directors of the Company listed above will be allocated Warrants PPPM ESOP-W3, with details as specified in Clause 4.)

(F53-4)

Capital Increase Report Form

PP Prime Public Company Limited

31 May 2024

PP Prime Public Company Limited ("**Company**") hereby inform the resolutions of the Board of Directors Meeting No. 6/2024 on 31 May 2024 regarding the capital increase and allocation of issued shares, as follows:

1. Capital Increase

The Board of Directors' Meeting proposed the Extraordinary General Meeting of Shareholders No. 2/2024 to consider and approve the increase of the Company's registered capital at the amount of 672,131,570 Baht from the existing registered capital of 726,605,444 Baht[1] to the new registered capital of 1,398,737,014 Baht by issuing newly issued ordinary shares at the amount not exceeding 672,131,570 shares, with a par value of 1.00 Baht per share, which details are as follows:

(1) To accommodate the offering to existing shareholders in proportion to their shareholding (Right Offering) at the amount not exceeding 320,065,785 shares.

(2) To accommodate the exercise of Warrants to Purchase Ordinary Shares of the Company No. 6 (PPPM-W6) will issue and allocate to existing shareholders who subscribed and had been allocated the newly issued ordinary shares at the amount not exceeding 320,065,785 shares

(3) To accommodate the exercise of Warrants to Purchase Ordinary Shares of the Company Allocating to Directors, Executives, and Employees of the Company and/or the Subsidiaries No.3 (PPPM ESOP-W3) at the amount not exceeding 32,000,000 shares.

Details of the capital increase are as follows:

Capital Increase	Type of Securtiies	Number of Shares (shares)	Par value (Baht/share)	Total (Baht)
☑ Specifying the purpose of utilizing the capital	Ordinary Preferred	672,131,570	1.00 -	672,131,570
☐ General Mandate	Ordinary Preferred	- -	- -	- -

- Specifying the purpose of utilizing the capital: please fill in all of the following items except item No. 2.2
- General Mandate: please fill in only items No.2.2, No.3, and No.4

[1] The capital increase referred to is a consideration of capital increase from the registered capital amount that the Company has reduced by reducing the par value of the Company's shares from the existing 20 Baht per share to 1 Baht per share according to the resolution of the Annual General Meeting of 2024 which held on 22 April 2024 ("**AGM 2024"**). The Company expects to register the decrease of registered capital and paid-up capital according to AGM 2024 with the Department of Business Development, Ministry of Commerce, successfully completed by 28 June 2024.
In addition, the resolution of AGM 2024 regarding the capital decrease by decreasing the par value is stated as follows:
"approved the decrease of the registered capital of the Company in the amount of 13,805,503,436 Baht from the existing registered capital of 14,532,108,880.00 Baht to the new registered capital of 726,605,444 Baht and decrease of the paid-up capital of the Company in the amount 12,162,499,811 Baht from the existing paid-up capital of 12,802,631,380 Baht to the new paid-up capital of 640,131,569 Baht by changing the par value of the Company's shares from the original par value of 20.00 Baht per share to a par value of 1.00 Baht per share to use the capital from the capital decrease of 12,162,499,811 Baht to compensate the discount on ordinary share and remaining accumulated losses of the Company in the amount of 12,162,543,897 Baht, with the number of ordinary shares remaining the same at 726,605,444 shares.".

2. Allocation of capital increase shares

2.1 Specifying the purpose of utilizing the capital

Allocated to	Number of shares	Ratio	Offering price (Baht/share)	Subscription and payment period	Remarks
(1) To accommodate the offering of newly issued ordinary shares to existing shareholders in proportion to their shareholding (Right Offering) ("RO")	Not exceeding 320,065,785 shares	2 existing ordinary share: 1 newly issued ordinary shares	0.20	Initially scheduled for 5 – 9 August 2024 (including 5 business days)	Please consider the remarks below and Attachment 4
(2) To accommodate the exercise of Warrants to Purchase Ordinary Shares of the Company No. 6 (PPPM-W6)	Not exceeding 320,065,785 shares	1 newly issued ordinary shares: 1 Warrant unit	Free-of-charge (Zero Baht)	The Company shall determine later, please consider the remarks below	Please consider the remarks below
(3) To accommodate the exercise of Warrants to Purchase Ordinary Shares of the Company Allocating to Directors, Executives, and Employees of the Company and/or the Subsidiaries No.3 (PPPM ESOP-W3)	Not exceeding 32,000,000 shares	1 Warrant unit have a right to buy 1 ordinary share	Free-of-charge (Zero Baht)	The Company shall determine later, please consider the remarks below	Please consider the remarks below

Remarks:

1. The Board of Directors' Meeting proposed the Extraordinary General Meeting of Shareholders No. 2/2024 to consider and approve the issuance and offering of Warrants to Purchase Ordinary Shares of the Company No. 6 (**"PPPM-W6**" or "**Warrants**") at the amount not exceeding 320,065,785 (representing 33 % of the total number of shares sold as of the date of the resolution of the Board of Directors' meeting No. 6/2024 after the registered

capital reduction of the Company through the reduction of the par value of the shares of the Company, according to the resolution of the Annual General Meeting of Shareholders held on 22 April 2024) (This includes the total number of shares sold, calculated together with newly ordinary shares allocated for offering to existing shareholders in proportion to their shareholding, which is proposed for approval at this shareholders' meeting). to offer to existing shareholders of the Company who subscribed and have been allotted the newly issued ordinary shares issued and offered to the existing shareholders in proportion to their shareholding (Right Offering) ("**RO**") (according to the approaching proposal in the Extraordinary General Meeting of Shareholders No. 2/2024 for consideration and approval), free-of-charge (Zero Baht) (Sweetener), at the allocation rate of 1 newly issued ordinary shares to 1 Warrant unit (If there are fractional shares as a result from the calculation, such fractions shall be disregarded) Such warrant has a term of 2 years after its issuance date, with the exercise ratio of 1 Warrant unit to 1 ordinary share and the exercise price of 0.22 Baht per share (except for the adjustment of rights).

In addition, since the company has accumulated losses shown in the balance sheet and income statements as of 31 December 2023 and the balance sheet and income statements for the first quarter as of 31 March 2024, the Company may designate the exercise price of warrants to purchase ordinary share of the Company No. 6 (PPPM-W6) to be lower than the par value of the Company's shares, in which the exercise price of PPPM-W6 (whether there was an adjustment of rights or not) must not be lower than 0.01 Baht per share. The Company shall comply with Section 52 of Public Limited Company Act B.E. 2535 (Section 52 states that a public company which is at a loss but has been in operation for more than 1 year may offer sale of shares with the value being lower than as registered, subject to approval of shareholders meeting and such discount rate being clearly specified).

In this regard, at the Board of Directors' Meeting, a resolution was passed to set the Record Date for shareholders entitled to receive the newly issued ordinary shares issued and offered to existing shareholders in proportion to their shareholding and warrants to purchase ordinary shares of the Company No. 6 (PPPM-W6) who subscribe RO (Record Date) on 18 June 2024 and Initially schedule subscription period for newly issued ordinary shares of the Company is set to be from 5 to 9 August 2024 (a total of 5 business days). However, the issuance of such warrants by the company is uncertain pending approval from the Extraordinary General Meeting No. 2/2024.

Please consider the Summary of Preliminary Details of the Warrants to Purchase Ordinary Shares of PP Prime Public Company Limited No. 6 (PPPM-W6) to existing shareholders who subscribed and have been allotted the newly issued ordinary shares issued and offered to the existing shareholders in proportion to their shareholding (Right Offering) (**Enclosure 1**).

2. The Board of Directors' Meeting proposed the Extraordinary General Meeting of Shareholders No. 2/2024 to consider and approve the issuance and offering of Warrants to Purchase Ordinary Shares of PP Prime Public Company Limited Allocating to Directors, Executives, and Employees of the Company and/or the Subsidiaries No.3 (PPPM ESOP-W3) (**"PPPM ESOP-W3**" or "**Warrants PPPM ESOP-W3**") at the amount not exceeding 32,000,000 (representing 4.9989 % of the total number of shares sold after the registered capital reduction of the Company through the reduction of the par value of the shares of the Company, according to the resolution of the 2024 Annual General Meeting of Shareholders held on 22 April 2024), free-of-charge (Zero Baht), such warrant has a term of 3 years after its issuance date, with the exercise ratio of 1 Warrant unit to 1 ordinary share and the exercise price of 0.30 Baht per share (except for the adjustment of rights).

In this regard, the Company will not list Warrants PPPM ESOP-W3 to register in the Stock Exchange Thailand ("**SET**"), the exercise price of Warrants PPPM ESOP-W3 at a price 24.43% lower than the market price, calculated based on the weighted average price of ordinary shares of the Company in the SET, backward 15 consecutive business days prior the date of Board of Directors' Meeting No. 6/2024 which held on 31 May 2024, a resolution was passed to propose to the Extraordinary General Meeting to consider and approve the issuance and offering Warrants PPPM ESOP-W3 (particularly, between 9 – 30 May 2024) equivalent to 0.397 (information from SETSMART of the SET).
In addition, the Company will not allocate Warrants PPPM ESOP-W3 to Directors, Executives, and Employees of the Company and/or the Subsidiaries, each person PPPM ESOP-W3) will be allotted Warrants PPPM ESOP-W3 in proportion of 5% of the number of Warrants PPPM ESOP-W3 and the Company will proceed the allocation of Warrants PPPM ESOP-W3 to be completed with 1 year the date of approval of the Extraordinary General Meeting No. 2/2024.

In addition, since the company has accumulated losses shown in the balance sheet and income statements as of 31 December 2023 and the balance sheet and income statement for the first quarter as of 31 March 2024, the Company may designate the exercise price of warrants to purchase ordinary share of PP Prime Public Company Limited Allocating to Directors, Executives, and Employees of the Company and/or the Subsidiaries No.3 (PPPM ESOP-W3) to be lower than the par value of the Company's shares, in which the exercise price of PPPM-ESOP-W3 (whether there was an adjustment of rights or not) must not be lower than 0.01 Baht per share. The Company shall comply with Section 52 of Public Limited Company Act B.E. 2535 (Section 52 states that a public company which is at a loss but has been in operation for more than 1 year may offer sale of shares with the value being lower than as registered, subject to approval of shareholders meeting and such discount rate being clearly specified).

As detailed in Summary of the Issuance and Offering of Warrants to Purchase Ordinary Shares of the Company Allocating to Directors, Executives, and Employees of the Company and/or the Subsidiaries No.3 (PPPM ESOP-W3) (**Enclosure 2**).

3. The Board of Directors' Meeting proposed the Extraordinary General Meeting of Shareholders No. 2/2024 to consider and approve the allocation of newly issued ordinary shares of the Company, at the amount not exceeding of 320,065,785 shares at the par value of 1.00 Baht per share, offering to existing shareholders in proportion to their shareholding (Right Offering), at the allocation rate of 2 existing ordinary share to 1 newly issued ordinary shares, (If there are fractional shares as a result from the calculation, such fractions shall be disregarded), at the offering price of 0.20 Baht per share.

   In addition, since the company has accumulated losses shown in the balance sheet and income statements as of 31 December 2023 and the quarter balance sheet and income statements for the first quarter as of 31 March 2024, the Company may designate the offering price of newly issued ordinary shares to be lower than the par value of the Company's shares. The Company shall comply with Section 52 of Public Limited Company Act B.E. 2535 (Section 52 states that a public company which is at a loss but has been in operation for more than 1 year may offer sale of shares with the value being lower than as registered, subject to approval of shareholders meeting and such discount rate being clearly specified).

   This issuance and offering of newly issued ordinary shares to existing shareholders of the Company will be an offering of ordinary shares in proportion to the shareholding. If there are fractional shares as a result from the calculation, such fractions shall be disregarded. Furthermore, the existing shareholders do not have the right to oversubscribe for newly issued ordinary shares.

The allocation of newly issued ordinary shares to the aforementioned shareholders under any circumstances must not cause shareholders to violate the foreign shareholding restrictions as specified in the Company's Articles of Association. Presently, foreigners are allowed to hold shares in the Company not more than 49% of the total number of issued shares of the Company.

Additionally, at the Board of Directors' Meeting, a resolution was passed to set the Record Date for shareholders entitled to receive the newly issued ordinary shares issued and offered to existing shareholders in proportion to their shareholding and warrants to purchase ordinary shares of the Company No. 6 (PPPM-W6) who subscribed RO (Record Date) on 18 June 2024 and schedule subscription period for newly issued ordinary shares of the Company is set to be from 5 to 9 August 2024 (a total of 5 business days). However, the issuance of such warrants by the company is uncertain pending approval from the Extraordinary General Meeting No. 2/2024.

Details of the increase of registered capital and allocation of newly issued ordinary shares of the Company as stated in the Information Memorandum regarding the Issuance and Offering of Newly Issued Ordinary Shares to Existing Shareholders in Proportion to their Shareholdings (Right Offering) and Issuance and Offering of Warrants to Purchase Ordinary Shares of PP Prime Public Company Limited No. 6 (PPPM-W6) (**Enclosure 4**).

4. The Board of Directors' Meeting proposed the Extraordinary General Meeting of Shareholders No. 2/2024 to consider and approve the allocation of newly issued ordinary shares at the amount not exceeding of 320,065,785 shares[2], with a par value of 1.00 Baht per share, to accommodate the exercise of rights of the Warrants to Purchase Ordinary Shares of the Company No. 6 (PPPM-W6) allocated to existing shareholders of the Company who subscribed and had been allocated the newly issued ordinary shares issued and offered to the existing shareholders in proportion to their shareholding (Right Offering), free-of-charge (Zero Baht) (Sweetener), at the allocation rate of 1 newly issued ordinary shares to 1 Warrant unit (if there are fractions resulting from the calculation of such allocation, disregard them). Such warrant has a term of 2 years after its issuance date, with the exercise ratio of 1 Warrant unit to 1 ordinary share and the exercise price of 0.22 Baht per share (except for the adjustment of rights).

   In addition, since the company has accumulated losses shown in the balance sheet and income statements as of 31 December 2023 and the balance sheet and income statements for the first quarter as of 31 March 2024, the Company may designate the exercise price of warrants to purchase ordinary share of the Company No. 6 (PPPM-W6) to be lower than the par value of the Company's shares, in which the exercise price of PPPM-W6 (whether there was an adjustment of rights or not) must not be lower than 0.01 Baht per share. The Company shall comply with Section 52 of Public Limited Company Act B.E. 2535 (Section 52 states that a public company which is at a loss but has been in operation for more than 1 year may offer sale of shares with the value being lower than as registered, subject to approval of shareholders meeting and such discount rate being clearly specified).

   Detail regarding the increase of the registered capital and the allocation of newly issued shares of the Company as stated in the Summary of Preliminary Details of the Warrants to Purchase Ordinary Shares of PP Prime Public Company Limited No. 6 (PPPM-W6) to existing shareholders who subscribed and have been allotted the

[2] The number of newly issued ordinary shares to accommodate the exercise of rights of the Warrants to Purchase Ordinary Shares of the Company No. 6 (PPPM-W6), when combine with the number of shares to accommodate the exercise of the total number of convertible securities of the Company including (1) to accommodate the exercise of the convertible debentures according to a resolution of the Extraordinary General Meeting No. 1/2024 which held on 30 January 2024 at the amount of 27,777,788 shares and (2) to accommodate the exercise of Warrants to Purchase Ordinary Shares of PP Prime Public Company Limited No. 4 (PPPM-W4) according to a resolution of the Extraordinary General Meeting No. 1/2019 which held on 10 June 2019 at the amount of 58,696,087 shares, for a total of 406,539,660 shares representing 42.34% of the total number of issued shares (moreover, the total number of issued shares is calculated together with newly issued ordinary shares allocated for issuance and offering to existing shareholders in proportion to their shareholding, as proposed for consideration and approval at this shareholders' meeting) which is not exceeding 50% of paid-up capital of the Company on the date of Board of Directors' Meeting No. 6/2024 which held on 31 May 2024.

newly issued ordinary shares issued and offered to the existing shareholders in proportion to their shareholding (Right Offering) (**Enclosure 1**) and Information Memorandum regarding the Issuance and Offering of Newly Issued Ordinary Shares to Existing Shareholders in Proportion to their Shareholdings (Right Offering) and Issuance and Offering of Warrants to Purchase Ordinary Shares of PP Prime Public Company Limited No. 6 (PPPM-W6) (**Enclosure 4**).

5. The Board of Directors' Meeting proposed the Extraordinary General Meeting of Shareholders No. 2/2024 to consider and approve the allocation of newly issued ordinary shares at the amount not exceeding 32,000,000 shares (or representing 4.9989% of the total number of shares sold after the registered capital reduction of the Company through the reduction of the par value of the shares of the Company, according to the resolution of the Annual General Meeting of Shareholders held on 22 April 2024), with a par value of 1.00 Baht per share, to accommodate the exercise of Warrants to Purchase Ordinary Shares of PP Prime Public Company Limited Allocating to Directors, Executives, and Employees of the Company and/or the Subsidiaries No.3 (PPPM ESOP-W3), free-of-charge (Zero Baht) such warrant has a term of 3 years after its issuance date, with the exercise ratio of 1 Warrant unit to 1 ordinary share and the exercise price of 0.30 Baht per share (except for the adjustment of rights).

   In addition, the Company will not allocate Warrants PPPM ESOP-W3 to Directors, Executives, and Employees of the Company and/or the Subsidiaries, each person PPPM ESOP-W3) will be allotted Warrants PPPM ESOP-W3 in proportion of 5% of the number of Warrants PPPM ESOP-W3 and the Company will proceed the allocation of Warrants PPPM ESOP-W3 to be completed with 1 year the date of approval of the Extraordinary General Meeting No. 2/2024.

   In addition, since the company has accumulated losses shown in the balance sheet and income statements as of 31 December 2023 and the balance sheet and income statement for the first quarter as of 31 March 2024, the Company may designate the exercise price of Warrants to Purchase Ordinary Share of PP Prime Public Company Limited Allocating to Directors, Executives, and Employees of the Company and/or the Subsidiaries No.3 (PPPM ESOP-W3) to be lower than the par value of the Company's shares, in which the exercise price of PPPM-ESOP-W3 (whether there was an adjustment of rights or not) must not be lower than 0.01 Baht per share. The Company shall comply with Section 52 of Public Limited Company Act B.E. 2535 (Section 52 states that a public company which is at a loss but has been in operation for more than 1 year may offer sale of shares with the value being lower than as registered, subject to approval of shareholders meeting and such discount rate being clearly specified).

   As detailed in Summary of the Issuance and Offering of Warrants to Purchase Ordinary Shares of the Company Allocating to Directors, Executives, and Employees of the Company and/or the Subsidiaries No.3 (PPPM ESOP-W3) (**Enclosure 2**).

2.1.1 Company Procedures in the case of fractional shares

In the case that there are fractional shares from the allocation of newly issued ordinary shares to existing shareholders in proportion to their shareholdings and/or the allocation of Warrant PPPM-W6 and/or the allocation of Warrants to Purchase Ordinary Shares of the Company Allocating to Directors, Executives, and Employees of the Company and/or the Subsidiaries No.3 (PPPM ESOP-W3) The Company will disregard such fractions.

2.2 General Mandate

Allocated to	Type of Securities	Number of shares	Percentage of paid-up capital[1/]	Remarks
Existing Shareholders	Ordinary Preferred	- -	- -	- -
To accommodate the conversion/exercise of the transferable warrants	Ordinary Preferred	- -	- -	- -
Public Offering	Ordinary Preferred	- -	- -	- -
Private Placement	Ordinary Preferred	- -	- -	- -

[1/] The percentage of the paid-up capital as of the date of the Board of Directors' Meeting resolved to increase the Company's capital increase by way of General Mandate.

3. Schedule for a shareholders' meeting to approve the capital increase and allocation of newly issued ordinary shares

Schedule the Extraordinary General Meeting of Shareholders No. 2/2024 to be held on 10 July 2024, during 10.30 hrs. via electronic meeting. Details of how to use the electronic meeting system will be informed in the invitation to the shareholders' meeting and the Company's website, whereby:

☑ The record date to determine the list of shareholders entitled to attend the shareholder' meeting shall be on 18 June 2024

☐ 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.

4. Approval for capital increase/share allocation from relevant governmental authorities and conditions of such approval

4.1 The Company must obtain approval from the shareholders' meeting to increase registered capital as well as approve other related matters

4.2 The Company shall proceed with the registration of the capital increase and the amendment of the Company's Memorandum of Association with the Department of Business Development, Ministry of Commerce within 14 days from the date the Extraordinary General Meeting of Shareholders No. 2/2024 approved the capital increase and amendment of the Company's Memorandum of Association; and

4.3 The Company shall file for approval from the Stock Exchange for the listing of the following securities as listed securities in the Stock Exchange of Thailand in accordance to the relevant articles of association and rules.

4.3.1 Newly issued ordinary shares issued and offered to existing shareholders in proportion to their shareholding (Right Offering) (according to Table 2.1 (1))

4.3.2 Warrant and ordinary shares from the exercise of PPPM-6 (as stated in the table in 2.1 (2)).

4.3.3 Ordinary shares from the exercise of PPPM ESOP-W3 (as stated in the table in 2.1 (3)).

5. Objectives of capital increase and plans for utilizing proceeds received from the capital increase

In the case if the existing shareholders who subscribed and had been allocated the newly issued ordinary shares issued and offered to existing shareholders in proportion to their shareholding (Right Offering) of the exercise of Warrant to Purchase Ordinary Share of the Company No. 6 (PPPM-W6) including the exercise of Warrants to Purchase Ordinary Shares of the Company Allocating to Directors, Executives, and Employees of the Company and/or the Subsidiaries No.3 (PPPM ESOP-W3), which is fully exercised. The Company will be able to fundraise at the amount of 144,000,000 Baht. In addition, the Company has objectives and plans for the utilization proceeds, as follows:

Objective of utilizing proceeds	Estimated amount used (Baht)	Period of utilization
1. To be working capital in the Company and enhance liquidity in the business operations of the Company in improving and purchasing machinery Increase production efficiency to support future customer base expansion. In order for the Company to have financial flexibility in carrying out various projects, both current and future, to strengthen the financial resilience of the Company.	104,000,000	Within 12 months from the date of receiving payment
2. Repayment of the Company's loans and/or the Company' subsidiaries.	Not more than 40,000,000	
Estimated total amount	144,000,000	

Remark: The allocated amount of funds and the duration of allocation are subject to adjustment according to the operational circumstances and appropriateness.

6. Benefits that the Company will receive from the capital increase/share allocation

6.1 Issuance and offering of newly issued ordinary shares to existing shareholders in proportion to their shareholding (Right Offering), exercising rights according to the Warrants to Purchase Ordinary Shares of the Company No. 6 (PPPM-W6), including the exercise of rights according to the Warrants to Purchase Ordinary Shares of the Company Allocating to Directors, Executives, and Employees of the Company and/or the Subsidiaries No.3 (PPPM ESOP-W3)

6.1.1 The Company will have more liquidity as the capital increase will be used as working capital. This will help strengthen its financial position and stabilize the Company's business, by having enough money to operate and expand the Company's business in the future.

6.1.2 Prepare the Company for business operations, to increase the flexibility of the Company's capital structure and have enough money to run the business presently and in the upcoming future including the expansion of the Company's business. This will enable the Company to build a stable and sustainable income base in both the short and long term.

6.1.3 The Company will be able to enhance its financial position to strengthen and stabilize its financial position for normal operations in its core business, related business, and to expand the Company's business for sustainable growth in the future

6.1.4 Helps the Company maintain its ability to meet its financial obligations, such as payment of various debts, including interests, arising from normal business operations and additional investment expansion which will result in the Company's exponential growth in the future.

6.1.5 The company intends to provide compensation to shareholders who have subscribed for and been allocated Warrants. Therefore, the Company proceeds to issue and allocate Warrants in this instance to shareholders of the Company. Shareholders who have been allocated Warrants can exercise their rights to purchase newly issued ordinary shares of the Company upon reaching the specified exercise period or upon receiving compensation from the Warrants on the Stock Exchange of Thailand.

6.2 For the issuance and offering of newly issued ordinary shares to accommodate the adjustment of the exercise ratio of the Warrants to Purchase Ordinary Shares of the Company Allocating to Directors, Executives, and Employees of the Company and/or the Subsidiaries No.3 (PPPM ESOP-W3)

6.2.1 To reward the work performance of directors, executives, and employees of the Company and/or the subsidiaries who are committed to working for the maximum benefit of the Company, subsidiaries, and shareholders and to serve as an incentive for directors, executives, and employees of the Company and/or its subsidiaries who have dedicated and sacrificed for the Company.

6.2.2 To provide motivation for the executives and employees of the Company and/or the subsidiaries who have outstanding performance and whose contributions are difficult to replace, to continue working with the Company and/or the subsidiaries in the long term to achieve business objectives.

6.2.3 To retain knowledgeable and skilled personnel to continue working with the Company in the long term.

6.2.4 To involve employees in ownership, aligning objectives with shareholders, and aiming to prosper the Company.

7. Benefits that the Shareholders will receive from the capital increase/share allocation

7.1 Proceeds from the issuance and offering of newly issued ordinary shares to existing shareholders in proportion to their shareholding and/or Warrants will be used to strengthen the Company's financial structure. The Company will also use the money to invest and expand the scope of business that will help increase revenue and profits of the Company in the future. The shareholders will benefit through the dividend payment of the Company to the shareholders in accordance with the dividend payment policy.

7.2 Company's Dividend Payment Policy

The Company has a policy to pay dividends at a rate of not less than 60 percent of the net profit of the separate financial statements after deduction of corporate income tax, deficit, and all various reserves. However, The Company may pay the dividend less than the rate specified above, it depends on the need for working capital to operate, business expansion and other factors related to the management of the Company. However, the resolution of the Board of Directors authorizing the dividend payment shall be presented for approval by the shareholders' meeting unless it is an interim dividend payment which the Board of Directors has the authority to approve the interim dividend payment and will be reported to the shareholders' meeting at the next shareholders' meeting.

7.3 Shareholders' Rights

Subscribers will have status of a shareholder of the Company only when the Company has registered the name of the subscriber in the Company's share book and the Company has already registered the amendment of paid-up capital to the Department of Business Development. This includes the right to attend shareholders' meetings and the right to receive dividends.

7.4 Warrant holders that have exercised the right to purchase the Company's newly issued ordinary shares will have the status of a shareholder of the Company only when the registrar of the Company has registered the name of the warrant holder as a shareholder in the Company's share register book and the Company has registered the change of paid-up capital with the Department of Business Development. This includes the right to attend the shareholders' meeting and the right to be allocated to existing shareholders (Right Offering) in addition to receiving dividends. However, it is as the Company's management deems appropriate.

8. Other details necessary for shareholders' decision making in the approval of the capital increase/share allocation

For other details necessary for the shareholders' decision making in the approval of the capital increase/share allocation, please consider the details of Summary of Preliminary Details of the Warrants to Purchase Ordinary Shares of PP Prime Public Company Limited No. 6 (PPPM-W6) to existing shareholders of the Company who subscribed and have been allotted the newly issued ordinary shares issued and offered to the existing shareholders

in proportion to their shareholding (Right Offering) (**Enclosure 1**), Summary of the Issuance and Offering of Warrants to Purchase Ordinary Shares of the Company Allocating to Directors, Executives, and Employees of the Company and/or the Subsidiaries No.3 (PPPM ESOP-W3) (**Enclosure 2**), and Information Memorandum regarding the Issuance and Offering newly issued shares to the existing shareholders in proportion to their shareholding (Right Offering) and the Issuance and Offering Warrant to Purchase Ordinary Share of the Company No. 6 (PPPM-W6) (**Enclosure 4**).

9. Schedule of action in case the Board of Directors passes a resolution with the approval of the capital increase/share allocation

No.	Schedule of action	Date
1	Board of Directors' Meeting No. 6/2024	31 May 2024
2	Date to determine the list of shareholders entitled to attend the Extraordinary General Meeting of Shareholders No. 2/2024 (Record Date)	18 June 2024
3	Date to determine the list of shareholders who are entitled to the allocation for newly issued ordinary shares issued and offered to existing shareholders in proportion to their shareholding and entitled to the allocation of warrants PPPM-W 6 who subscribe (Record date)	18 June 2024
4	The Extraordinary General Meeting of Shareholders No.2/2024	10 July 2024
5	Registration of the Company's registered capital increase and the amendment of the Memorandum of Association with the Department of Business Development, Ministry of Commerce	Within 14 days from the date of the Extraordndary General Meeting of Shareholders No. 2/2024 approve to increase registered capital and amendment of the Memorandum of Association
6	Issuance date of Warrants to Purchase Ordinary Shares of the Company Allocating to Directors, Executives, and Employees of the Company and/or the Subsidiaries No.3 (PPPM ESOP-W3)	Board of Directors and/or Executive Committee and/or Chief Executive Officer and/or authorized directors of the Company or any persons designated by the Board of Directors or Chief Executive Officer or authorized directors of the Company determines the issuance date of the Warrants
7	Subscription and payment date for newly issued ordinary shares to existing shareholders in proportion to their shareholding (Right Offering)	Initially scheduled for 5 – 9 August 2024 (including 5 business days)
8	Issuance date of Warrants No. 6 (PPPM-W6)	Board of Directors and/or Executive Committee and/or Chief Executive Officer and/or authorized directors of the Company or any persons

No.	Schedule of action	Date
		designated by the Board of Directors or Chief Executive Officer or authorized directors of the Company will determine later
9	Registered the increase of paid-up capital increase with the Department of Business Development, Ministry of Commerce and the listing of newly issued ordinary shares as a listed securities on the Stock Exchange of Thailand	After the allocation of newly issued shares is completed/exercising the right under the warrants to purchase ordinary shares of the Company/ exercising of conversion rights on convertible debentures of the Company
10	Request permission to apply for listing on the stock exchange market to issue newly issued ordinary shares from the exercise under Warrants to purchase newly issued ordinary shares of the Company (PPPM ESOP -W3) to be registered as listed securities on the market	Within 30 days from the date of exercise of newly issued ordinary shares

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

PP Prime Public Company Limited

-Company's Seal-

-Mrs. Supattra Nakmontanakum-
(Mrs. Supattra Nakmontanakum)
Director/Chief Executive Officer

-M.L. Phanpienduen Sungkhapong-
(M.L. Phanpienduen Sungkhapong)
Director

Enclosure 4

Information Memorandum regarding the Issuance and Offering of Newly Issued Ordinary Shares to Existing Shareholders in proportion to their Shareholdings (Right Offering) and Issuance and Offering of Warrants to Purchase Ordinary Shares of PP Prime Public Company Limited No. 6 (PPPM-W6)

As the Board of Directors' Meeting of PP Prime Public Company Limited ("**Company**") No. 6/2024 on 31 May 2024 ("**Board of Directors' Meeting**") resolved to propose the Extraordinary General Meeting of Shareholders No. 2/2024 on 10 July 2024 ("**Shareholders' Meeting**") to consider and approve increase of the Company's registered capital by 672,131,570 Baht from the existing registered capital of 726,605,444 Baht[1] to the new registered capital of 1,398,737,014 Baht by issuing, not exceeding, 672,131,570 newly issued ordinary shares with the par value of 1.00 Baht per share with details as follows (more details in the Capital Increase Report Form (F53-4) (**Enclosure 3**))**:**

(1) To accommodate the issuance and offering of newly issued ordinary shares to existing shareholders in proportion to their shareholding (Right Offering) at the amount of, not exceeding 320,065,785 shares

(2) To accommodate the exercise of the Warrant to Purchase Ordinary Share of the Company No. 6 (PPPM-W6) issued and offered to existing shareholders who subscribed and have been allotted the newly issued ordinary shares at the amount of, not exceeding 320,065,785 shares

(3) To accommodate the exercise of the Warrants to Purchase Ordinary Share of the Company allocating to Directors, Executives, and Employees of the Company and/or the subsidiaries No.3 (PPPM ESOP-W3) at the amount of, not exceeding 32,000,000 shares

In this regard, the Company has prepared this information memorandum with details as follows:

1. Offering Details

1.1 **Allocation of Newly Issued Ordinary Shares to offer to existing shareholders in proportion to their shareholding**

the allocation of newly issued ordinary shares of the Company, at the amount not exceeding of 320,065,785 shares at the par value of 1.00 Baht per share, offering to existing shareholders in proportion to their shareholding (Right Offering), at the allocation rate of 2 existing ordinary share to 1 newly issued ordinary shares, (If there are fractional shares as a result from the calculation, such fractions shall be disregarded), at the offering price of 0.20 Baht per share.

In addition, since the company has accumulated losses shown in the balance sheet and income statements as of 31 December 2023 and the quarter balance sheet and income statements for the first quarter as of 31 March 2024, the Company may designate the offering price of newly issued ordinary shares to be lower than the par value of the Company's shares. The Company shall comply with Section 52 of Public Limited Company Act B.E. 2535 (Section 52 states that a public company which is at a loss but has been in operation for more than 1 year may offer sale of shares

[1] The capital increase referred to is a consideration of capital increase from the registered capital amount that the Company has reduced by reducing the par value of the Company's shares from the existing 20.00 Baht per share to 1.00 Baht per share according to the resolution of the Annual General Meeting of 2024 which held on 22 April 2024 ("**AGM 2024"**). The Company expects to register the decrease of registered capital and paid-up capital according to AGM 2024 with the Department of Business Development, Ministry of Commerce, successfully completed by 28 June 2024.
In addition, the resolution of AGM 2024 regarding the capital decrease by decreasing the par value is stated as follows:
"approved the decrease of the registered capital of the Company in the amount of 13,805,503,436 Baht from the existing registered capital of 14,532,108,880.00 Baht to the new registered capital of 726,605,444 Baht and decrease of the paid-up capital of the Company in the amount 12,162,499,811 Baht from the existing paid-up capital of 12,802,631,380 Baht to the new paid-up capital of 640,131,569 Baht by changing the par value of the Company's shares from the original par value of 20.00 Baht per share to a par value of 1.00 Baht per share to use the capital from the capital decrease of 12,162,499,811 Baht to compensate the discount on ordinary share and remaining accumulated losses of the Company in the amount of 12,162,543,897 Baht, with the number of ordinary shares remaining the same at 726,605,444 shares.".

with the value being lower than as registered, subject to approval of shareholders meeting and such discount rate being clearly specified).

This issuance and offering of newly issued ordinary shares to existing shareholders of the Company will be an offering of ordinary shares in proportion to the shareholding. If there are fractional shares as a result from the calculation, such fractions shall be disregarded. Furthermore, the existing shareholders do not have the right to oversubscribe for newly issued ordinary shares.

The allocation of newly issued ordinary shares to the aforementioned shareholders under any circumstances must not cause shareholders to violate the foreign shareholding restrictions as specified in the Company's Articles of Association. Presently, foreigners are allowed to hold shares in the Company not more than 49% of the total number of issued shares of the Company.

Additionally, at the Board of Directors' Meeting, a resolution was passed to set the Record Date for shareholders entitled to receive the newly issued ordinary shares issued and offered to existing shareholders in proportion to their shareholding and warrants to purchase ordinary shares of the Company No. 6 (PPPM-W6) who subscribed RO (Record Date) on 18 June 2024 and schedule subscription period for newly issued ordinary shares of the Company is set to be from 5 to 9 August 2024 (a total of 5 business days). However, the issuance of such warrants by the company is uncertain pending approval from the Extraordinary General Meeting No. 2/2024.

In this regard, the Board of Directors' Meeting is of the opinion to propose the shareholders' meeting to consider and approve the authorization of the Board of Directors and/or Executive Committee and/or Chief Executive Officer and/or authorized directors of the Company and/or any persons designated by the Board of Directors and/or Executive Committee and/or Chief Executive Officer or authorized directors of the Company to consider and determine the conditions, offering price, and details of any actions relevant to the allocation of the newly issued ordinary share, such as, determining the date for subscription and payment of capital increase shares, including to change or add details in the allocation, and to determine other details related to the allocation of such newly issued ordinary shares as deemed appropriate for the utmost benefit of the Company, which shall not be contrary or inconsistent with the law and/or rules or regulations related to the Securities and Exchange Commission, SET, and/or other relevant agencies. Such authorizations include but is not limited to the following:

(1) Determination or alteration of details regarding the allocation of the newly issued ordinary shares of the Company, which includes but is not limited to, the offering period, subscription, share payment, offering method, offering ratio, offering price, as well as, any conditions and details relevant to the allocation and offering of newly issued ordinary shares;

(2) Signing the application, waiver request, notice, and other relevant documents concerning the allocation of newly issued ordinary shares, in conjunction with communication and filing the document to the registrar or agent of the relevant authority along with listing the newly issued ordinary share of the Company to the SET; and

(3) Proceed with the actions, necessary and related, to the allocation of the newly issued ordinary share to offer to the existing shareholder in proportion to their shareholding in accordance to the law and relevant regulations.

Details of the increase of registered capital and allocation of newly issued ordinary shares of the Company as stated in the Capital Increase Report Form (F53-4) (**Enclosure 3**) and Information Memorandum regarding the Issuance

and Offering of Newly Issued Ordinary Shares to Existing Shareholders in Proportion to their Shareholdings (Right Offering) and Issuance and Offering of Warrants

In this regard, in the event of an adjustment of the rights of PPPM-W4, the Company will be able to accurately calculate the exercise price, the exercise ratio, and the number of newly issued ordinary shares to support the adjustment of the rights of PPPM-W4. This will be based on the market price per share of ordinary shares of the Company, which is defined as the total trading value of ordinary shares of the Company on each day divided by the total number of ordinary shares of the Company traded on the Stock Exchange on that day, over a continuous period of 15 business days prior to the first day that PPPM-W4 holders are not entitled to subscribe for the newly issued ordinary shares (the first day the Stock Exchange marks XR). The Company will notify the precise adjustment details through the Stock Exchange system in due course

1.2 **Allocate Newly Issued Ordinary Shares to Accommodate to exercise of Warrant PPPM-W6**

the allocation of newly issued ordinary shares at the amount not exceeding of 320,065,785 shares[2], with a par value of 1.00 Baht per share, to accommodate the exercise of rights of the Warrants to Purchase Ordinary Shares of the Company No. 6 (PPPM-W6) allocated to existing shareholders of the Company who subscribed and had been allocated the newly issued ordinary shares issued and offered to the existing shareholders in proportion to their shareholding (Right Offering), free-of-charge (Zero Baht) (Sweetener), at the allocation rate of 1 newly issued ordinary shares to 1 Warrant unit (if there are fractions resulting from the calculation of such allocation, disregard them). Such warrant has a term of 2 years after its issuance date, with the exercise ratio of 1 Warrant unit to 1 ordinary share and the exercise price of 0.22 Baht per share (except for the adjustment of rights).

In addition, since the company has accumulated losses shown in the balance sheet and income statements as of 31 December 2023 and the balance sheet and income statements for the first quarter as of 31 March 2024, the Company may designate the exercise price of warrants to purchase ordinary share of the Company No. 6 (PPPM-W6) to be lower than the par value of the Company's shares, in which the exercise price of PPPM-W6 (whether there was an adjustment of rights or not) must not be lower than 0.01 Baht per share. The Company shall comply with Section 52 of Public Limited Company Act B.E. 2535 (Section 52 states that a public company which is at a loss but has been in operation for more than 1 year may offer sale of shares with the value being lower than as registered, subject to approval of shareholders meeting and such discount rate being clearly specified).

Detail regarding the increase of the registered capital and the allocation of newly issued shares of the Company as stated in the Summary of Preliminary Details of the Warrants to Purchase Ordinary Shares of PP Prime Public Company Limited No. 6 (PPPM-W6) to existing shareholders who subscribed and have been allotted the newly

[2] The number of newly issued ordinary shares to accommodate the exercise of rights of the Warrants to Purchase Ordinary Shares of the Company No. 6 (PPPM-W6), when combine with the number of shares to accommodate the exercise of the total number of convertible securities of the Company including (1) to accommodate the exercise of the convertible debentures according to a resolution of the Extraordinary General Meeting No. 1/2024 which held on 30 January 2024 at the amount of 27,777,788 shares and (2) to accommodate the exercise of Warrants to Purchase Ordinary Shares of PP Prime Public Company Limited No. 4 (PPPM-W4) according to a resolution of the Extraordinary General Meeting No. 1/2019 which held on 10 June 2019 at the amount of 58,696,087 shares, for a total of 406,539,660 shares representing 42.34% of the total number of issued shares (moreover, the total number of issued shares is calculated together with newly issued ordinary shares allocated for issuance and offering to existing shareholders in proportion to their shareholding, as proposed for consideration and approval at this shareholders' meeting) which is not exceeding 50% of paid-up capital of the Company on the date of Board of Directors' Meeting No. 6/2024 which held on 31 May 2024.

issued ordinary shares issued and offered to the existing shareholders in proportion to their shareholding (Right Offering) (**Enclosure 1**), the Capital Increase Report Form (F53-4) (**Enclosure 3**)

In this regard, in the event of an adjustment of the rights of PPPM-W4, the Company will be able to accurately calculate the exercise price, the exercise ratio, and the number of newly issued ordinary shares to support the adjustment of the rights of PPPM-W4. This will be based on the market price per share of ordinary shares of the Company, which is defined as the total trading value of ordinary shares of the Company on each day divided by the total number of ordinary shares of the Company traded on the Stock Exchange on that day, over a continuous period of 15 business days prior to the first day that PPPM-W4 holders are not entitled to subscribe for the newly issued ordinary shares (the first day the Stock Exchange marks XR). The Company will notify the precise adjustment details through the Stock Exchange system in due course.

2. Objectives of the share issuance and plans to utilize the funds received

In the case if the existing shareholders who subscribed and had been allocated the newly issued ordinary shares issued and offered to existing shareholders in proportion to their shareholding (Right Offering) of the exercise of Warrant to Purchase Ordinary Share of the Company No. 6 (PPPM-W6) including the exercise of Warrants to Purchase Ordinary Shares of the Company Allocating to Directors, Executives, and Employees of the Company and/or the Subsidiaries No.3 (PPPM ESOP-W3), which is fully exercised. The Company will be able to fundraise at the amount of 144,000,000 Baht. In addition, the Company has objectives and plans for the utilization proceeds, as follows:

Objective of utilizing proceeds	Estimated amount used (Baht)	Period of utilization
1. To be working capital in the Company and enhance liquidity in the business operations of the Company in improving and purchasing machinery Increase production efficiency to support future customer base expansion. In order for the Company to have financial flexibility in carrying out various projects, both current and future, to strengthen the financial resilience of the Company.	104,000,000	Within 12 months from the date of receiving payment
2. Repayment of the Company's loans and/or the Subsidiaries.	Not more than 40,000,000	
Estimated total amount	144,000,000	

Remark: The allocated amount of funds and the duration of allocation are subject to adjustment according to the operational circumstances and appropriateness.

3. Dilution Effect

3.1 Control Dilution

3.1.1 The issuance and allocation of newly issued ordinary shares to existing shareholders in proportion to their shareholdings

After the issuance and allocation of the newly issued ordinary shares offered to existing shareholders of the Company in proportion to their shareholding, in the event that all existing shareholders exercise their rights to subscribe for newly issued shares in full amount will not affect the voting rights of the Company's shareholders (Control Dilution). In the event that all existing shareholders do not exercise their right to purchase newly issued shares, the Company will reduce the registered capital of the Company by cancelling the remaining newly issued ordinary shares from the offering, the number of paid-up shares will not change and such result does not affect the voting rights of the Company's shareholders (Control Dilution).

But, in the event that the shareholders choose not to exercise their rights to subscribe for the newly issued ordinary shares and other shareholders exercise their rights to subscribe for newly issued ordinary shares according to their existing rights and/or to subscribe for newly issued ordinary shares in excess of the right (Oversubscription) until the subscription for all newly issued ordinary shares, it will affect the voting rights of the Company's shareholders (Control Dilution), whereby the existing shareholders will have the voting rights of the Company's shareholders decreased by approximately 33.33%, which can be calculated as follows:

[Control Dilution = 1 - [Qa / (Qa + Qr)]]
= 1 - [640,131,569 / (640,131,569 + 320,065,785)]
=1 - [0.67%]
= 33.33%

Qa =The amount of all paid-up existing ordinary shares.
Qr = The amount of newly issued ordinary shares that will increase from the right offering.

3.1.2 The issuance of ordinary shares to be reserved for the exercise of the Warrants (PPPM-W6)

If the Warrant holders (PPPM-W6) fully exercise their rights to convert into ordinary shares, there is no Control Dilution. However, in the case that the Warrant holders (PPPM-W6) does not fully exercise such rights and other Warrant holders exercise such rights, it will impact the Control Dilution of the major shareholders of the Company as follows: (The calculation of the impact below is under the assumption that the Rights Offering

is fully subscribed and occurred prior to the allocation of the Warrants (PPPM-W6), which is also fully exercised).

Control Dilution = 1 - [Qa / (Qa + Qr)]]

= 1- [960,197,354 / (960,197,354 + 320,065,785)]

=1 - [0.75%]

= 25%

Qa = The amount of all paid-up existing ordinary shares including newly issued ordinary shares from the right offering.

Qr = The amount of newly issued ordinary shares to be reserved for the exercise of rights to purchase ordinary shares under the warrants (PPPM-W6).

3.2 Price Dilution

3.2.1 The issuance and allocation of newly issued ordinary shares to existing shareholders in proportion to their shareholdings.

After the issuance and allocation of newly issued ordinary shares offered to existing shareholders in proportion to their shareholding, the effect of the Company's share price will be up to the amount of rights exercised to purchase the newly issued shares of each existing shareholder. If all existing shareholders does not exercise their rights, there will be no price dilution. However, in the case that the shareholders choose not to exercise their rights to subscribe for the ordinary shares as per their rights and other shareholders exercise such rights and/or oversubscribes until there is a full subscription of all newly issued ordinary shares, the price dilution will be as follows:

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

= (0.397 – 0.331)/0.397 = 16.54%

Market price before the offering RO = Weighted average price of common shares for the 15 business days prior to the Board of Director

Market price after the offering Ro = (market price x number of paid shares) + (exercise price of RO x number of share accommodated to RO

Market price after the offering RO = (0.397x640,131,569 shares)+(0,20 Baht x 320,065,785 shares)

(640,131,569 shares + 320,065,785 shares

= 0.331 Baht/share

3.2.2 The issuance of newly issued ordinary shares to be reserved for the exercise of the Warrants (PPPM-W6)

If the Warrant holders (PPPM-W6) fully exercise their rights to convert into ordinary shares, there is no Price Dilution. However, in the case that the Warrant holders (PPPM-W6) does not fully exercise such rights and other Warrant holders exercise such rights, it will impact the highest market price of the share as follows:

(The calculation of the impact below is under the assumption that the Rights Offering is fully subscribed and occurred prior to the allocation of the Warrants (PPPM-W6), which is also fully exercised).

Price Dilution = (market price before the offering Ro and PPPM-W6 – market price after the offering Ro and PPPM-W6) / market price before the offering Ro and PPPM-W6

= (0.397 – 0.304)/0.397 = 23.55%

Market price before the offering RO and PPPM-W6 = Weighted average price of common shares for the 15 business days prior to the Board of Director

Market price after the offering Ro = [(market price x number of paid shares) + (exercise price of RO x number of share accommodated to RO) + (exercise price of PPPM-W6)] / (number of existing paid shares + number of shares accommodated to RO + number of shares accommodated to PPPM-W6)

Market price after the offering RO = (0.397x640,131,569 shares)+(0,20 Baht x 320,065,785 shares)+ (0.22x320,065,786 shares)

(640,131,569 shares + 320,065,785 shares + 320,065,785 shares

= 0.304 Baht/share

3.3 Earning Per Share Dilution or EPS. Dilution

The Company is unable to calculate the effect on profit sharing (Earning Per Share Dilution) due to the company's operating deficit in 2023.

4. Board of Directors' Opinion

4.1 Reason and Necessity for the Capital Increase

The Board of Directors is of the opinion that the Company needs to increase its registered capital and issue new ordinary shares to support the issuance and offering of newly issued ordinary shares to existing shareholders in proportion to their shareholding (Right Offering) and to accommodate the issuance and allocation of Warrants to Purchase the Company's Ordinary Shares to be allocated to existing shareholders who subscribed and have been allocated the newly issued ordinary shares issued and offered to existing shareholders in proportion to their shareholding (Right Offering). The capital increase and the allocation of newly-issued shares increase will increase financial liquidity and serve as working capital in Company and enhance liquidity in the Company's business operations in order to provide the company in improving and purchasing machinery Increase production efficiency to support future customer base expansion with financial flexibility to undertake various projects both presently and in the future. It will increase the strength and stability of the Company's financial position and support normal operations in core businesses, related business. This includes to repay the Company's loan debt and/or the Subsidiaries.

4.2 Possibility of the plan for utilizing funds

The Company expects to proceed with the issuance and offering of newly issued shares to existing shareholders in proportion to their shareholdings (Right Offering) including receiving money from the offering of shares for the capital increase to be completed within 6 months from the date that the shareholders' meeting approved to issue and offer for sale the newly issued shares. In addition, the issuance of ordinary shares and the offering of newly issued ordinary shares to accommodate for the exercise of the Warrants (PPPM-W6), which has a period of 2 years, the Company will receive money from the exercise of the Warrants.

In this regard, the Company will use the funds raised through such capital increase for the purposes specified in Clause 2.

4.3 Reasonableness of the capital increase, plan for utilizing funds and projects to be implemented including the adequacy of funding sources in the event that all the proceeds from the capital increase does not cover the total budget required for the implementation of the project

The Board of Directors is of the opinion that the capital increase is reasonable in the Company's and shareholders' best interests. In addition, the proceeds from this capital increase will be sufficiently covered for use according to the above-mentioned capital increase plan. Therefore, the Company needs to raise additional funds to support its business plans, and the proceeds from this fundraising will be used for the purposes detailed in Clause. 2.

4.4 Expected impact on the Company's business operations as well as the financial position and operating results of the Company due to the capital increase

The Board of Directors is of the opinion that this issuance and allocation of the Company's newly issued ordinary shares will increase the Company's financial strength. The Company is planning to use the capital increase proceeds for the purposes as detailed in Clause 2. This will benefit the Company in generating stable income and reducing operating costs, including working capital and reserves for the Company's current business operations. Therefore, the aforementioned capital increase will not have a negative impact on the Company's business operations, financial position and operating results. However, if the Company receives less funds than expected from the capital increase, the plan for using the funds received from the capital increase may differ from the foregoing.

5. Directors' Testimonials

In the case that the directors of the Company fails to perform their duties with honesty and diligence to protect the interest of the Company with regards to this capital increase, if such failure to perform duties causes damage, shareholders can sue for damages from the said director on behalf of the Company in accordance with Section 85 of the Public Company Act B.E. 2535 and if the performance of such duties causes the Board of Directors or any person involved to wrongful gains, shareholders can use the right to sue to recover benefits from that director instead, in accordance with Section 89/18 of the Securities and Exchange Act B.E. 2535 (as amended).

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

Signed.....*-Mrs. Supattra Nakmontanakum-*..... Authorized director

(Mrs. Supattra Nakmontanakum)

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

สิ่งที่ส่งมาด้วย 5 (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 (กรุณาเลือกข้อใดข้อหนึ่ง)
Hereby appoint (Please choose one of following)

❑ 1. มอบฉันทะให้ กรรมการอิสระคนใดคนหนึ่งของบริษัทฯ คือ
Appoint any one of the following Independent Directors of the Company

❑ นายอรัญ เพิ่มพิบูลย์ / Mr. Aran Permpiboon หรือ/or

❑ พันตำรวจโทเธียรรัตน์ วิเชียรสรรค์ / Pol.Lt.Col. Thienrath Vichiensan หรือ/or

❑ พลโทกฤษณะ วโรภาษ / Lieutenant General Krisana Waropas

(รายละเอียดของกรรมการอิสระปรากฏตามสิ่งที่ส่งมาด้วย 7)
(Details of Independent Directors are specified in Enclosure 7)

❑ 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.

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 2/2567 ในวันพุธที่ 10 กรกฎาคม 2567 เวลา 10.30 น. ด้วยรูปแบบการประชุมผ่านสื่ออิเล็กทรอนิกส์ (E-Meeting) โดยจะดำเนินการถ่ายทอดจากห้องประชุม ชั้น 5 เลขที่ 1279/1 อาคารบอใบไม้ ถนนรามคำแหง แขวงหัวหมาก เขตบางกะปิ กรุงเทพมหานคร 10240 หรือที่จะพึงเลื่อนไปในวัน เวลา สถานที่ และวิธีการอื่นด้วย
As my/our proxy to attend and vote on my/our behalf at the Extraordinary General Meeting of Shareholders No. 2/2024 on Wednesday 10 July 2024 at 10: 30 hours. via electronic meeting. the meeting will be broadcast from the meeting room, 5th floor, No. 1279/1, Bo Bai Mai Building, Ramkhamhaeng Road, Hua Mak Subdistrict, Bang Kapi District, Bangkok 10240 or to be postponed on such other dates, times, places and methods as the meeting may be held.

กิจการใดที่ผู้รับมอบฉันทะกระทำไปในการประชุมนั้น ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

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

ลงชื่อ / Signed .....ผู้มอบฉันทะ / Grantor

(.....)

ลงชื่อ / Signed .....ผู้รับมอบฉันทะ / Proxy

(.....)

ลงชื่อ / Signed .....ผู้รับมอบฉันทะ / Proxy

(.....)

ลงชื่อ / Signed .....ผู้รับมอบฉันทะ / Proxy

(.....)

หมายเหตุ / Remark

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

(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 กรรมการอิสระ<u>คนใดคนหนึ่ง</u>ของบริษัทฯ คือ
Appoint any <u>one of the following</u> Independent Directors of the Company

❑ นายอรัญ เพิ่มพิบูลย์ / Mr. Aran Permpiboon หรือ/or

❑ พันตำรวจโทเธียรรัตน์ วิเชียรสรรค์ / Pol.Lt.Col. Thienrath Vichiensan หรือ/or

❑ พลโทกฤษณะ วโรภาษ / Lieutenant General Krisana Waropas

(รายละเอียดของกรรมการอิสระปรากฏตามสิ่งที่ส่งมาด้วย 7)
(Details of Independent Directors are specified in Enclosure 7)

❑ 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.

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 2/2567 ในวันพุธที่ 10 กรกฎาคม 2567 เวลา 10.30 น. ด้วยรูปแบบการประชุมผ่านสื่ออิเล็กทรอนิกส์ (E-Meeting) โดยจะดำเนินการถ่ายทอดจากห้องประชุม ชั้น 5 เลขที่ 1279/1 อาคารบอใบไม้ ถนนรามคำแหง แขวงหัวหมาก เขตบางกะปิ กรุงเทพมหานคร 10240 หรือที่จะพึงเลื่อนไปในวัน เวลา สถานที่และวิธีการอื่นด้วย
As my/our proxy to attend and vote on my/our behalf at the Extraordinary General Meeting of Shareholders No. 2/2024 on Wednesday 10 July 2024 at 10: 30 hours. via electronic meeting. the meeting will be broadcast from the meeting room, 5th floor, No. 1279/1, Bo Bai Mai Building, Ramkhamhaeng Road, Hua Mak Subdistrict, Bang Kapi District, Bangkok 10240 or to be postponed on such other dates, times, places and methods 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 พิจารณาอนุมัติการออกและจัดสรรใบสำคัญแสดงสิทธิที่จะซื้อหุ้นสามัญของบริษัท รุ่นที่ 6 (PPPM-W6) ให้แก่ผู้ถือหุ้นของบริษัทที่จองซื้อและได้รับการจัดสรรหุ้นสามัญเพิ่มทุนที่เสนอขายให้แก่ผู้ถือหุ้นเดิมตามสัดส่วนการถือหุ้น (Right Offering)

Agenda 1 Consider and approve the issuance and offering of Warrant to Purchase Ordinary Share of the Company No. 6 (PPPM-W6) to existing shareholders who subscribed and have been allotted the newly issued ordinary shares issued and offered to existing shareholders in proportion to their shareholding (Right Offering)

❑ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

❑ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

❑ เห็นด้วย Approve ❑ ไม่เห็นด้วย Disapprove ❑ งดออกเสียง Abstain

วาระที่ 2 พิจารณาอนุมัติการออกและเสนอขายใบสำคัญแสดงสิทธิที่จะซื้อหุ้นสามัญของบริษัทให้แก่กรรมการ ผู้บริหาร และพนักงานของบริษัทและ/หรือบริษัทย่อย ครั้งที่ 3 (PPPM ESOP-W3)

Agenda 2 Consider and approve the issuance and offering Warrants to Purchase Ordinary Share of the Company allocating to Directors, Executives, and Employees of the Company and/or the subsidiaries No.3 (PPPM ESOP-W3)

❑ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

❑ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

❑ เห็นด้วย Approve ❑ ไม่เห็นด้วย Disapprove ❑ งดออกเสียง Abstain

วาระที่ 3 พิจารณาอนุมัติการเพิ่มทุนจดทะเบียนของบริษัท และการแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิของบริษัท ข้อ 4. เพื่อให้สอดคล้องกับการเพิ่มทุนจดทะเบียนของบริษัท

Agenda 3 Consider and approve the increase of the Company's registered capital and the amendment of Clause 4 under the Company's Memorandum of Association to be in the line with the increase of the Company's registered capital

❑ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

❑ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

❑ เห็นด้วย Approve ❑ ไม่เห็นด้วย Disapprove ❑ งดออกเสียง Abstain

วาระที่ 4 **พิจารณาอนุมัติการจัดสรรหุ้นสามัญเพิ่มทุนของบริษัท**

Agenda 4 Consider and approve the allocation of newly issued share of the Company

วาระที่ 4.1 **พิจารณาอนุมัติการจัดสรรหุ้นสามัญเพิ่มทุนของบริษัทเพื่อรองรับการออกและเสนอขายให้แก่ผู้ถือหุ้นเดิมตามสัดส่วนการถือหุ้น** (Right Offering)

Agenda 4.1 Consider and approve the allocation of the newly issued ordinary shares to accommodate the issuance and offering to existing shareholders in proportion to their shareholding (Right Offering)

❑ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

❑ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

❑ เห็นด้วย Approve ❑ ไม่เห็นด้วย Disapprove ❑ งดออกเสียง Abstain

วาระที่ 4.2 **พิจารณาอนุมัติการจัดสรรหุ้นสามัญเพิ่มทุนเพื่อรองรับการใช้สิทธิตามใบสำคัญแสดงสิทธิที่จะซื้อหุ้นสามัญของบริษัท รุ่นที่** 6 (PPPM-W6)

Agenda 4.2 Consider and approve the allocation of the newly issued ordinary shares to accommodate the exercise of Warrant to Purchase Ordinary Shares of the Company No.6 (PPPM-W6)

❑ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

❑ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

❑ เห็นด้วย Approve ❑ ไม่เห็นด้วย Disapprove ❑ งดออกเสียง Abstain

วาระที่ 4.3 **พิจารณาอนุมัติการจัดสรรหุ้นสามัญเพิ่มทุนเพื่อรองรับการใช้สิทธิตามใบสำคัญแสดงสิทธิที่จะซื้อหุ้นสามัญของบริษัท ครั้งที่** 3 (PPPM ESOP-W3)

Agenda 4.3 Consider and approve the allocation of the newly issued ordinary shares to accommodate the exercise of Warrant to Purchase Ordinary Shares of the Company No.3 (PPPM ESOP-W3)

❑ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

❑ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

❑ เห็นด้วย Approve ❑ ไม่เห็นด้วย Disapprove ❑ งดออกเสียง Abstain

วาระที่ 5 **พิจารณาเรื่องอื่น ๆ (ถ้ามี)**

Agenda 5 Consider other matters (if any)

❑ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

❑ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

❑ เห็นด้วย Approve ❑ ไม่เห็นด้วย Disapprove ❑ งดออกเสียง Abstain

(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.

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 / Signed .....ผู้มอบฉันทะ / Grantor

(.....)

ลงชื่อ / Signed .....ผู้รับมอบฉันทะ / Proxy

(.....)

ลงชื่อ / Signed .....ผู้รับมอบฉันทะ / Proxy

(.....)

ลงชื่อ / Signed .....ผู้รับมอบฉันทะ / Proxy

(.....)

<u>หมายเหตุ / Remark</u>

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. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล

   The agenda for the election of directors can elect the entire set of directors or individual directors

3. ในกรณีที่มีวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น 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.

สิ่งที่ส่งมาด้วย 5 (Enclosure 5)

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข.

Attachment to Proxy Form B

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท พีพี ไพร์ม จำกัด (มหาชน)

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

ในการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 2/2567 ในวันพุธที่ 10 กรกฎาคม 2567 เวลา 10.30 น. ด้วยรูปแบบการประชุมผ่านสื่ออิเล็กทรอนิกส์ (E-Meeting) โดยจะดำเนินการถ่ายทอดจากห้องประชุม ชั้น 5 เลขที่ 1279/1 อาคารบอใบไม้ ถนนรามคำแหง แขวงหัวหมาก เขตบางกะปิ กรุงเทพมหานคร 10240 หรือที่จะพึงเลื่อนไปในวัน เวลา สถานที่และวิธีการอื่นด้วย

at the Extraordinary General Meeting of Shareholders No. 2/2024 on Wednesday 10 July 2024 at 10:30 hours. via electronic meeting. the meeting will be broadcast from the meeting room, 5th floor, No. 1279/1, Bo Bai Mai Building, Ramkhamhaeng Road, Hua Mak Subdistrict, Bang Kapi District, Bangkok 10240 or to be postponed on such other dates, times, places and methods as the meeting may be held.

❑วาระที่..... เรื่อง. .....

Agenda Subject:

❑ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

❑ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) 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:

❑ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

❑ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) 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:

❑ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

❑ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

❑ เห็นด้วย ❑ ไม่เห็นด้วย ❑ งดออกเสียง

Approve Disapprove Abstain

สิ่งที่ส่งมาด้วย 5 (Enclosure 5)

❑วาระที่..... เรื่อง เลือกตั้งกรรมการ

Agenda Subject: Election of directors

❑ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

❑ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

❑ การแต่งตั้งกรรมการทั้งชุด

Appointment of the entire Board of Directors

❑ เห็นด้วย ❑ ไม่เห็นด้วย ❑ งดออกเสียง

Approve Disapprove Abstain

❑ การแต่งตั้งกรรมการเป็นรายบุคคล

Appointment of Directors on an Individual basis

ชื่อกรรมการ…….

Name of Director

❑ เห็นด้วย ❑ ไม่เห็นด้วย ❑ งดออกเสียง

Approve Disapprove Abstain

ชื่อกรรมการ…….

Name of Director

❑ เห็นด้วย ❑ ไม่เห็นด้วย ❑ งดออกเสียง

Approve Disapprove Abstain

ชื่อกรรมการ…….

Name of Director

❑ เห็นด้วย ❑ ไม่เห็นด้วย ❑ งดออกเสียง

Approve Disapprove Abstain

ชื่อกรรมการ…….

Name of Director

❑ เห็นด้วย ❑ ไม่เห็นด้วย ❑ งดออกเสียง

Approve Disapprove Abstain

ข้าพเจ้าขอรับรองว่ารายการในใบประจำต่อแบบหนังสือมอบฉันทะถูกต้องบริบูรณ์และเป็นความจริงทุกประการ

ลงชื่อ / Signed ……..ผู้มอบฉันทะ / Grantor

(..……..……)

ลงชื่อ / Signed ……..ผู้รับมอบฉันทะ / Proxy

(..……..……)

ลงชื่อ / Signed ……..ผู้รับมอบฉันทะ / Proxy

(..……..……)

ลงชื่อ / Signed ……..ผู้รับมอบฉันทะ / Proxy

(..……..……)

สิ่งที่ส่งมาด้วย 5 (Enclosure 5)

(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

สำนักงานตั้งอยู่เลขที่.....
Address

ในฐานะผู้ประกอบธุรกิจเป็นผู้รับฝากและดูแลหุ้น (Custodian) ให้กับ.....
As the custodian of

ซึ่งเป็นผู้ถือหุ้นของ**บริษัท 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 คือ
Appoint any one of the following Independent Directors of the Company

❑ นายอรัญ เพิ่มพิบูลย์ / Mr. Aran Permpiboon หรือ/or

❑ พันตำรวจโทเธียรรัตน์ วิเชียรสรรค์ / Pol.Lt.Col. Thienrath Vichiensan หรือ/or

❑ พลโทกฤษณะ วโรภาษ / Lieutenant General Krisana Waropas

(รายละเอียดของกรรมการอิสระปรากฏตามสิ่งที่ส่งมาด้วย 7)
(Details of Independent Directors are specified in Enclosure 7)

❑ 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.

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 2/2567 ในวันพุธที่ 10 กรกฎาคม 2567 เวลา 10.30 น. ด้วยรูปแบบการประชุมผ่านสื่ออิเล็กทรอนิกส์ (E-Meeting) โดยจะดำเนินการถ่ายทอดจากห้องประชุม ชั้น 5 เลขที่ 1279/1 อาคารบอใบไม้ ถนนรามคำแหง แขวงหัวหมาก เขตบางกะปิ กรุงเทพมหานคร 10240 หรือที่จะพึงเลื่อนไปในวัน เวลา สถานที่และวิธีการอื่นด้วย

As my/our proxy to attend and vote on my/our behalf at the Extraordinary General Meeting of Shareholders No. 2/2024 on Wednesday 10 July 2024 at 10:30 hours. via electronic meeting. the meeting will be broadcast from the meeting room, 5th floor, No. 1279/1, Bo Bai Mai Building, Ramkhamhaeng Road, Hua Mak Subdistrict, Bang Kapi District, Bangkok 10240 or to be postponed on such other dates, times, places and methods 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

❑ 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

รวมสิทธิออกเสียงลงคะแนนได้ทั้งหมด .....เสียง
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 พิจารณาอนุมัติการออกและจัดสรรใบสำคัญแสดงสิทธิที่จะซื้อหุ้นสามัญของบริษัท รุ่นที่ 6 (PPPM-W6) ให้แก่ผู้ถือหุ้นของบริษัทที่จองซื้อและได้รับการจัดสรรหุ้นสามัญเพิ่มทุนที่เสนอขายให้แก่ผู้ถือหุ้นเดิมตามสัดส่วนการถือหุ้น (Right Offering)

Agenda 1 Consider and approve the issuance and offering of Warrant to Purchase Ordinary Share of the Company No. 6 (PPPM-W6) to existing shareholders who subscribed and have been allotted the newly issued ordinary shares issued and offered to existing shareholders in proportion to their shareholding (Right Offering)

❑ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

❑ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

❑ เห็นด้วย.....เสียง	❑ ไม่เห็นด้วย.....เสียง	❑ งดออกเสียง.....เสียง
Approve votes	Disapprove votes	Abstain votes

วาระที่ 2 พิจารณาอนุมัติการออกและเสนอขายใบสำคัญแสดงสิทธิที่จะซื้อหุ้นสามัญของบริษัทให้แก่กรรมการ ผู้บริหาร และพนักงานของบริษัทและ/หรือบริษัทย่อย ครั้งที่ 3 (PPPM ESOP-W3)

Agenda 2 Consider and approve the issuance and offering Warrants to Purchase Ordinary Share of the Company allocating to Directors, Executives, and Employees of the Company and/or the subsidiaries No.3 (PPPM ESOP-W3)

❑ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

❑ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

❑ เห็นด้วย.....เสียง	❑ ไม่เห็นด้วย.....เสียง	❑ งดออกเสียง.....เสียง
Approve votes	Disapprove votes	Abstain votes

วาระที่ 3 **พิจารณาอนุมัติการเพิ่มทุนจดทะเบียนของบริษัท และการแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิของบริษัท ข้อ** 4. **เพื่อให้สอดคล้องกับการเพิ่มทุนจดทะเบียนของบริษัท**

Agenda 3 Consider and approve the increase of the Company's registered capital and the amendment of Clause 4 under the Company's Memorandum of Association to be in the line with the increase of the Company's registered capital

❑ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

❑ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

❑ เห็นด้วย.....เสียง ❑ ไม่เห็นด้วย.....เสียง ❑ งดออกเสียง.....เสียง

Approve votes Disapprove votes Abstain votes

วาระที่ 4 **พิจารณาอนุมัติการจัดสรรหุ้นสามัญเพิ่มทุนของบริษัท**

Agenda 4 Consider and approve the allocation of newly issued share of the Company

วาระที่ 4.1 **พิจารณาอนุมัติการจัดสรรหุ้นสามัญเพิ่มทุนของบริษัทเพื่อรองรับการออกและเสนอขายให้แก่ผู้ถือหุ้นเดิมตามสัดส่วนการถือหุ้น** (Right Offering)

Agenda 4.1 Consider and approve the allocation of the newly issued ordinary shares to accommodate the issuance and offering to existing shareholders in proportion to their shareholding (Right Offering)

❑ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

❑ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

❑ เห็นด้วย.....เสียง ❑ ไม่เห็นด้วย.....เสียง ❑ งดออกเสียง.....เสียง

Approve votes Disapprove votes Abstain votes

วาระที่ 4.2 **พิจารณาอนุมัติการจัดสรรหุ้นสามัญเพิ่มทุนเพื่อรองรับการใช้สิทธิตามใบสำคัญแสดงสิทธิที่จะซื้อหุ้นสามัญของบริษัท รุ่นที่** 6 (PPPM-W6)

Agenda 4.2 Consider and approve the allocation of the newly issued ordinary shares to accommodate the exercise of Warrant to Purchase Ordinary Shares of the Company No.6 (PPPM-W6)

❑ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

❑ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

❑ เห็นด้วย.....เสียง ❑ ไม่เห็นด้วย.....เสียง ❑ งดออกเสียง.....เสียง

Approve votes Disapprove votes Abstain votes

วาระที่ 4.3 **พิจารณาอนุมัติการจัดสรรหุ้นสามัญเพิ่มทุนเพื่อรองรับการใช้สิทธิตามใบสำคัญแสดงสิทธิที่จะซื้อหุ้นสามัญของบริษัท ครั้งที่** 3 **(PPPM ESOP-W3)**

Agenda 4.3 Consider and approve the allocation of the newly issued ordinary shares to accommodate the exercise of Warrant to Purchase Ordinary Shares of the Company No.3 (PPPM ESOP-W3)

❑ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

❑ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

❑ เห็นด้วย.....เสียง		❑ ไม่เห็นด้วย.....เสียง		❑ งดออกเสียง.....เสียง	
Approve	votes	Disapprove	votes	Abstain	votes

วาระที่ 5 **พิจารณาเรื่องอื่น ๆ (ถ้ามี)**

Agenda 5 Consider other matters (if any)

❑ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

❑ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

❑ เห็นด้วย.....เสียง		❑ ไม่เห็นด้วย.....เสียง		❑ งดออกเสียง.....เสียง	
Approve	votes	Disapprove	votes	Abstain	votes

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้อง และไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

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.

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 / Signed .....ผู้มอบฉันทะ / Grantor

(.....)

ลงชื่อ / Signed .....ผู้รับมอบฉันทะ / Proxy

(.....)

ลงชื่อ / Signed .....ผู้รับมอบฉันทะ / Proxy

(.....)

ลงชื่อ / Signed .....ผู้รับมอบฉันทะ / Proxy

(.....)

<u>หมายเหตุ / Remark</u>

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. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

   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. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล

   The agenda for the election of directors can elect the entire set of directors or individual directors

5. ในกรณีที่มีวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น 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.

สิ่งที่ส่งมาด้วย 5 (Enclosure 5)

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค.

Attachment to Proxy Form C

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท พีพี ไพร์ม จำกัด (มหาชน)

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

ในการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 2/2567 ในวันพุธที่ 10 กรกฎาคม 2567 เวลา 10.30 น. ด้วยรูปแบบการประชุมผ่านสื่ออิเล็กทรอนิกส์ (E-Meeting) โดยจะดำเนินการถ่ายทอดจากห้องประชุม ชั้น 5 เลขที่ 1279/1 อาคารบอใบไม้ ถนนรามคำแหง แขวงหัวหมาก เขตบางกะปิ กรุงเทพมหานคร 10240 หรือที่จะพึงเลื่อนไปในวัน เวลา สถานที่และวิธีการอื่นด้วย

at the Extraordinary General Meeting of Shareholders No. 2/2024 on Wednesday 10 July 2024 at 10:30 hours. via electronic meeting. the meeting will be broadcast from the meeting room, 5th floor, No. 1279/1, Bo Bai Mai Building, Ramkhamhaeng Road, Hua Mak Subdistrict, Bang Kapi District, Bangkok 10240 or to be postponed on such other dates, times, places and methods as the meeting may be held.

❑วาระที่..... เรื่อง. .....

Agenda Subject:

❑ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

❑ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

❑ เห็นด้วย.....เสียง ❑ ไม่เห็นด้วย.....เสียง ❑ งดออกเสียง.....เสียง

Approve votes Disapprove votes Abstain votes

❑วาระที่..... เรื่อง. .....

Agenda Subject:

❑ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

❑ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

❑ เห็นด้วย.....เสียง ❑ ไม่เห็นด้วย.....เสียง ❑ งดออกเสียง.....เสียง

Approve votes Disapprove votes Abstain votes

❑วาระที่..... เรื่อง. .....

Agenda Subject:

❑ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

❑ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

❑ เห็นด้วย.....เสียง ❑ ไม่เห็นด้วย.....เสียง ❑ งดออกเสียง.....เสียง

Approve votes Disapprove votes Abstain votes

สิ่งที่ส่งมาด้วย 5 (Enclosure 5)

❑วาระที่..... เรื่อง เลือกตั้งกรรมการ

Agenda Subject: Election of directors

❑ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

❑ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

❑ การแต่งตั้งกรรมการทั้งชุด

Appointment of the entire Board of Directors

❑ เห็นด้วย.....เสียง ❑ ไม่เห็นด้วย.....เสียง ❑ งดออกเสียง.....เสียง

Approve votes Disapprove votes Abstain votes

❑ การแต่งตั้งกรรมการเป็นรายบุคคล

Appointment of Directors on an Individual basis

ชื่อกรรมการ.....

Name of Director

❑ เห็นด้วย.....เสียง ❑ ไม่เห็นด้วย.....เสียง ❑ งดออกเสียง.....เสียง

Approve votes Disapprove votes Abstain votes

ชื่อกรรมการ.....

Name of Director

❑ เห็นด้วย.....เสียง ❑ ไม่เห็นด้วย.....เสียง ❑ งดออกเสียง.....เสียง

Approve votes Disapprove votes Abstain votes

ชื่อกรรมการ.....

Name of Director

❑ เห็นด้วย.....เสียง ❑ ไม่เห็นด้วย.....เสียง ❑ งดออกเสียง.....เสียง

Approve votes Disapprove votes Abstain votes

ชื่อกรรมการ.....

Name of Director

❑ เห็นด้วย.....เสียง ❑ ไม่เห็นด้วย.....เสียง ❑ งดออกเสียง.....เสียง

Approve votes Disapprove votes Abstain votes

ข้าพเจ้าขอรับรองว่ารายการในใบประจำต่อแบบหนังสือมอบฉันทะถูกต้องบริบูรณ์และเป็นความจริงทุกประการ

ลงชื่อ / Signed .....ผู้มอบฉันทะ / Grantor

(.....)

ลงชื่อ / Signed .....ผู้รับมอบฉันทะ / Proxy

(.....)

ลงชื่อ / Signed .....ผู้รับมอบฉันทะ / Proxy

(.....)

ลงชื่อ / Signed .....ผู้รับมอบฉันทะ / Proxy

(.....)

Required Document to attend and participation in shareholder meeting through electronic device (E-EGM)

The Company organizes meetings in the form of E-EGM using the system of OJ International Co, Ltd. who is the service provider accredited to manage and control the meeting through electronic device.

Shareholders or proxies who wish to attend the meeting must submit documents proving their identity as specified to the Company within 4 July 2024. The Company shall verify the list of shareholders according to the closing information of the shareholders' register book who have the right to attend the meeting wholly and correctly. After that, the electronic conferencing service provider will send a Link to attend the meeting and the user manual to the Email you have sent to inform the Company. The Link will be sent three days in advance of the meeting date.

Requesting to attend the meeting via electronic media

Shareholders wishing to attend the meeting via electronic media must notify their intention to attend the meeting in two ways as follows:

1. Submit your request to attend the meeting by sending information via Email or postal mail.

If shareholders wish to notify their intention to attend the meeting via electronic media (E-EGM) by sending information via Email or postal:

1. Please fill in the document requesting to attend the meeting via electronic media (E-EGM) (Enclosure 6) by specifying your Email and your mobile phone number clearly for registering for the meeting.
2. Attach a copy of proof of identity to confirm the right to attend the E-EGM meeting.

2.1 Shareholders who are natural persons:

- If a shareholder wishes to attend the meeting in person via E-Meeting:
  - Attach a copy of a valid government-issued identification document such as an ID card, government ID card, driver's license, or passport. In case of name-surname changes, shareholders are requested to attach supporting evidence.
- If a shareholder appoints another person to attend the meeting on his/her behalf via E-Meeting:
  - The Proxy Form C (attached with the invitation letter) is filled in all information signed by the proxy grantor and the proxy correctly and entirely together with duty stamp affixed;
  - A copy of the proxy grantor's identity document, such as an ID card, a government official ID card, passport (In the case of foreigners) that has not expired and signed certifying the true copy of the proxy.
  - A copy of the proxy's identity document, such as an ID card, a government official an ID card, passport (In the case of foreigners) that have not expired and signed certifying the true copy of the proxy.

2.2 Shareholders who are juristic persons:

- If the person authorized to sign on behalf of the juristic person (director) wishes to attend the meeting in person via electronic media (E-Meeting)
  - A copy of the shareholder's juristic person registration certificate issued no later than one year before the date of the shareholders' meeting, which is duly certified by the juristic person representative (director) authorized to sign on behalf of the juristic person.

- A copy of the identity document of the representative of the juristic person (director), such as an ID card, a government official ID card, passport (In the case of foreigners) that has not expired and signed to certify the true copy.

- If the proxy is assigned to attend the meeting instead via electronic media (E-Meeting)
  - The Proxy Form C (attached with the invitation letter) is filled in all information signed by the proxy grantor and the proxy correctly and entirely together with duty stamp affixed;
  - A copy of the shareholder's juristic person registration certificate issued no later than one year before the date of the shareholders' meeting, which is duly certified by the juristic person representative (director) authorized to sign on behalf of the juristic person.
  - A copy of the identity document of the representative of the juristic person (director), such as an ID card, a government official ID card, passport (In the case of foreigners) that has not expired and signed to certify the true copy.
  - Copy of the identity document of the proxy as in the case of natural persons as mentioned above.

Suppose the documents or evidence mentioned above are not Thai or English versions. In that case, the shareholders must present an English translation of the document signed to certify the translation by the shareholder or by an authorized signatory to bind that juristic person (in the case of a juristic person).

3. Submit the documents requesting to attend the meeting via electronic media (item 1) and proof of identity together with supporting documents (item 2) by sending to the Company within 4 July 2024.

- Email: ir@ppprime.co.th
- Postal: Company Secretary Department
  PP Prime Public Company Limited,
  No. 1279/1 Bor Bai Mai Building, Ramkhamhaeng Road,
  Huamark, Bangkapi, Bangkok 10240.
  Tel.: 093-810-0361

Electronic Meeting Attendance (E-EGM):

1. Once the shareholders or proxies wish to attend the meeting and have been fully verified, you will receive an Email from the meeting organizer, a link for attending the meeting, and a system's user manual seven days before the meeting date. Please study the manual on how to use the E-EGM meeting system in detail. If you haven't received the Email within the 4 July 2024, please get in touch with the Company immediately.
2. Meeting attendance and voting via electronic media can be used with computers/notebooks/tablets and mobile phones via Web Browser: Chrome with 4G internet speed or home internet basic.

Note: In case of meeting via tablet and mobile phone, Zoom Cloud Meeting program must be installed before attending the meeting, which can be downloaded as follows:

IOS system	Android system
https://apps.apple.com/th/app/zoom-cloud-meetings/id546505307	https://play.google.com/store/apps/details?id=us.zoom.videomeetings

3. The system will open for meetings 60 minutes before the start of the meeting. However, the live broadcast will only start at the time of the meeting.
4. To log in, attendees must use the information of the shareholder registration number and the shareholder's ID card number.
5. Voting through the E-Voting system, you will be able to vote for each agenda only by voting for agreeing, disagreeing, or abstaining. In case of not voting in any agenda, the system will be deemed to vote as agree immediately (using the vote-counting method by pouring votes towards agreeing).
6. If attendees have any problems or problems in using the E-EGM system, you can contact OJ International Co., Ltd. at the phone number specified in the Email that sends you the system's user manual.

***** This E-EGM meeting will be an electronic meeting only and will not be held in a conventional meeting venue; therefore, shareholders are requested not to come to the Company. *****

If a shareholder wishes to appoint an independent director as a proxy:

Suppose any shareholders cannot attend the E-EGM meeting in person or cannot appoint other proxies to attend the E-EGM meeting and wish to appoint an independent director as a proxy. In this regard, they can send a proxy form (Enclosure 5) specifying the proxy as one of the independent directors as specified by the Company along with supporting documents to the Company by the date within 4 July 2024 via the following channels:

- By Email: ir@ppprime.co.th
- Postal: Company Secretary Department
  PP Prime Public Company Limited,
  No. 1279/1 Bor Bai Mai Building, Ramkhamhaeng Road,
  Huamark, Bangkapi, Bangkok 10240.
  Tel.: 093-810-0361

Note: If the shareholders specify their votes in each agenda, the independent directors will cast their votes as specified in the proxy form. In which the voting in each agenda, shareholders have the right to vote in agreeing, disagreeing, or abstaining only and cannot divide a partial vote (unless it is a Custodian vote).

In the case of a shareholder who is a foreign investor and appoints a custodian in Thailand to be a stock depository and keeper:

Please submit the following information:

1. The Proxy Form C (attached with the invitation letter) is filled in all information signed by the proxy grantor and the proxy correctly and entirely together with a 20-baht duty stamp affixed;
2. Custodian juristic person registration certificate (Custodian) with a signature certifying true copy by the authorized signatory on behalf of the juristic person of the Custodian or the attorney with the corporate seal (if any).
3. A power of attorney from the shareholders for the Custodian to be authorized to sign the proxy form;
4. A letter confirming that the person signing the proxy form is authorized to operate a custodian business.
5. Copy of ID card, or a copy of government official ID card, or copy of passport (In the case of foreigners) of the proxy with certified the true copy;
6. Submit information via the following channels:
   - By Email: ir@ppprime.co.th
   - Postal: Company Secretary Department
     PP Prime Public Company Limited,
     No. 1279/1 Bor Bai Mai Building, Ramkhamhaeng Road,
     Huamark, Bangkapi, Bangkok 10240.
     Tel.: 093-810-0361

Submitting advice or questions related to business, industry, Company performance, or related to any agenda which will be considered at the E-EGM meeting:

If shareholders wish to submit suggestions or questions, they can be done in two ways as follows:

1. Send advice or questions **in advance** to the Company before the meeting date through the following channels:
    - By Email: ir@ppprime.co.th
    - Postal: Company Secretary Department
      PP Prime Public Company Limited,
      No. 1279/1 Bor Bai Mai Building, Ramkhamhaeng Road,
      Huamark, Bangkapi, Bangkok 10240.
      Tel.: 093-810-0361
2. Submit advice or questions during the meeting to those attending the E-EGM meeting. The attendee must specify his/her first and last name and state whether his/her is a shareholder attending the meeting himself/herself or a proxy. Before every suggestion or question is submitted, the Company has opened channels for sending advice and questions during the meeting as follows:
    - Chat channel for text messages.
    - An audio chat channel where attendees press the raising hand button and turn on the microphone on their device after the operator sends you an invitation to chat. Please turn off the microphone after the conversation is finished every time (For more details, please refer to the user manual sent to the attendees' emails).

In this regard, if shareholders have questions about the meeting, they can contact the following staff:

1. Regarding submitting documents confirming identity to attend the shareholders' meeting via E-Meeting, please contact the Company Secretary for further information via the Company's contact channels as detailed above.
2. Regarding the process of attending the meeting and voting via E-Meeting, in the case of correct and complete identity verification, please contact OJ International Co., Ltd. at the phone number specified in the Email that sends you the system's user manual.

Voting Rules

1. Voting on each agenda shall be made via the E-voting system. One share is counted as one vote. The shareholders or proxies must solely vote for or vote against or abstain and cannot divide their votes except in case of shareholders, who are foreign investors, appoint a custodian in Thailand to be a share depository and keeper that can divide the votes; however, the proxy must be granted in Proxy Form C only.

2. In the event that shareholders appoint another person to attend the Meeting on their behalf and have already voted in the proxy form in advance, the Company will record such votes as specified by the shareholders in the proxy form.

3. If the shareholder does not specify his/her desired vote on any agenda in the Proxy Form or the vote is unclear or if the meeting considers or votes on any matter other than those specified in the Proxy Form, the proxy grantor has the right to consider and cast the vote as he/she deems appropriate.

4. Shareholders who have special interests in any agenda shall have no right to vote on that agenda.

5. If the votes are equal, the chairman of the Meeting shall have the casting vote.

Voting procedure

The moderator of the Meeting shall explain details of the voting procedure to the meeting according to the following guideline:

1. After the end of the presentation of information in each agenda, the Company shall open for voting and shareholders can vote through online system.

2. Shareholders can vote as follows: 1. Agree 2. Disagree 3. Abstain according to the wishes of the shareholders.

*** If the shareholders do not vote, the Company shall deem it as to agree with that agenda ***

3. Shareholders can change their voting until there is a notification to close the voting system in order to collecting votes. After notifying that the voting is closed, shareholders cannot return to vote on that agenda again.

Resolutions of the shareholders' meeting must consist of the following votes:

- General matters: A majority vote of the shareholders attending the meeting and cast their vote.
- Other matters regulated by laws or any regulations: Number of votes as required by such laws or regulations, whereby the Company shall notify the shareholders before casting vote on any such agenda.

Counting of votes and announcement of voting results

The Company shall count the votes for each agenda from the voting that the shareholders or proxies have submitted through online system. Upon completion of the counting process, the results shall be announced to the Meeting as soon as the votes are collected.

Request Form to Attend the Extraordinary General Meeting of Shareholders No. 2/2024 In Forms of Electronic Device (E-EGM)

วันที่.....เดือน.....พ.ศ.....

Date Month Year

(1) ข้าพเจ้า.....หมายเลขบัตรประชาชน/หนังสือเดินทาง.....

I/We, Identification Card/Passport number

สัญชาติ.....บ้านเลขที่.....ถนน.....ตำบล/แขวง.....

Nationality Residing at No. Road Sub district

อำเภอ/เขต.....จังหวัด.....รหัสไปรษณีย์.....

District Province Postal Code

(2) เป็นผู้ถือหุ้นของ บริษัท พีพี ไพร์ม จำกัด (มหาชน)

Being a shareholder of PP Prime Public Company Limited

โดยถือหุ้นรวมทั้งสิ้น ..... หุ้น

Holding

ประสงค์จะร่วมประชุมและลงคะแนนผ่านสื่ออิเล็กทรอนิกส์สำหรับการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 2/2567

I would like to participate the E-EGM for Extraordinary General Meeting of Shareholders No. 2/2024

☐ เข้าร่วมประชุมด้วยตัวเอง

Self-Attending

☐ มอบฉันทะให้ (นาย/นาง/นางสาว)..... ได้เข้าร่วมประชุมดังกล่าวข้างต้น

Proxy to attend the meeting.

(3) ข้อมูลในการจัดส่งวิธีการเข้าร่วมประชุม

Please send the Link to join the meeting by below email

อีเมล.....(โปรดระบุ)

E-Mail Please fil in the blank.

โทรศัทพ์มือถือ.....(โปรดระบุ)

Mobile Number Please fil in the blank.

(4) จัดส่งเอกสารเพื่อยืนยันตัวตน สิ่งที่ส่งมาด้วย 6 วิธีการเข้าร่วมประชุมผ่านสื่ออิเล็กทรอนิกส์ **ภายในวันที่ 4 กรกฎาคม 2567** แจ้งความประสงค์เข้าร่วมประชุมผ่านช่องทาง E-mail: **ir@ppprime.co.th**

Please submit the required document per an Enclosure 6 by via electronic media within 4 July 2024

(5) เมื่อได้รับการยืนยันตัวตน บริษัทฯ จะจัดส่งลิงค์การเข้าร่วมประชุมและวิธีการเข้าร่วมประชุมไปยังอีเมลที่ท่านได้ระบุ

Once you have verified, the company will send the Link to join the meeting via email.

(6) ในวันประชุมผู้ถือหุ้นจะต้องเตรียม เลขบัญชีผู้ถือหุ้น และเลขบัตรประชาชนไว้ สำหรับการเข้าร่วมประชุม

Please prepare your Account Number and your Identification Card Number for log in the meeting.

Profiles of independent directors for proxy appointment

Name	**Mr. Aran Permpiboon**
Position	Independent Director / Chairman of the Audit Committee
Age (Year)	80
Nationality	Thai
Address	96/1 Moo 8, Bang Phut, Pak Kret, Nonthaburi 11120
Education	- Master's degree : Public Administration, National Institute of Development Administration - Bachelor's degree : Electrical Engineering, Chulalongkorn University
Training Program	Training organized by Thai Institute Of Directors (IOD) - Directors Certification Program (DCP) Batch#23/2002 Thai Institute of Directors (IOD) - Audit Committee Program (ACP) Batch#33/2010 Thai Institute of Directors (IOD) - Advanced Audit Committee Program No. 9/2012 Thai Institute of Directors (IOD) Other Training - National Institute of Development Administration, Faculty of Public Administration, Personnel Management (NIDA), Special No.1 - Higher Diploma Course in Politics and Governance in Democracy for Executives, Class 3, King Prajadhipok's Institute (Por Por Ror. 3)
Number of shares (%) (as of 2 April 2024)	- None -
Relationship with the Executives	- None -

Working Experiences

2021 - Present	Independent Director / Chairman of the Audit Committee, PP Prime Public Company Limited

Current positions in other Listed Companies

2004 - 2019	Independent Director / Chairman of Nomination and Remuneration / Audit Committee, Internet Thailand Public Company Limited
2009 - 2013	Dirctor /Chairman of Audit and Risk Management Committee, Absolute Impact Public Company Limited
2003 – 2004	Acting President and Senior Vice President, TOT Corporation Public Company Limited

Current positions in other (Not Listed Companies)

- None -

Conflict of interest on related agenda - None -

Profiles of independent directors for proxy appointment

Name	**Pol.Lt.Col. Thienrath Vichiensan**
Position	Independent Director / Member of Audit Committee / Chairman of the Nomination and Remuneration Committee
Age (Year)	65
Nationality	Thai
Address	22/25 Moo 9, Tambon Bang Phut, Amphoe Pak Kret, Nonthaburi 11120
Education	- 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	Training organized by Thai Institute of Directors (IOD) - 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) - Board Nomination and Compensation Program (BNCP) Batch#17/2023 , Thai Institute of Directors (IOD) Other Training - 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
Number of shares (%) (as of 2 April 2024)	0.00010%
Relationship with the Executives	- None -

Working Experiences

2020 - Present	Independent Director / Audit Committee / Chairman of the Nomination and Remuneration Committee, PP Prime Public Company Limited
2017 - 2020	Independent Director / Chairman of the Audit Committee / Chairman of the Nomination and Remuneration Committee, PP Prime Public Company Limited

Current positions in other Listed Companies

2021 - 2022	Audit Committee, TV Direct Public Company Limited

Current positions in other (Not Listed Companies)

2022 - Present	Qualified Director in the of the Personal Data Protection Committee

2019 - 2023	Managing Director, The Government Pawnshop Office, Ministry of Social Development and Human Security
2015 - 2019	Inspector-General, Office of the Permanent Secretary, Office of the Prime Minister
2014	Director, The Bureau of Legal Affairs and General Regulations, Office of the Permanent Secretary, Office of the Prime Minister
2012	Director, Office of the official information commission

Conflict of interest on related agenda - None -

Profiles of independent directors for proxy appointment

Name	**Lt.Gen. Krisana Waropas**
Position	Independent Director / Chairman of Sustainable Development / Member of Audit Committee / Member of Nomination and Remuneration Committee
Age (Year)	64
Nationality	Thai
Address	2/7 Ramintra 14 Yak 5-2, Khwang Tahrang Khet Bangkhen Bangkok 10230
Education	- Thai Bar Association Legal Training Bureau of the Thai Bar Association - Master of Political Science, Kasetsart University - Bachelor of Laws, Ramkhamhaeng University
Training Program	Training organized by Thai Institute of Directors (IOD) - Directors Accreditation Program (DAP) Batch#172/2020, Thai Institute of Directors (IOD) Other Training - Military Officer Course for the Elementary of the Constitution, Class 12, Military School of the Constitution - Air Force Training Course, Class 144, Special War Center School - Officer Course, Advanced Statute, Class 10 - Military Judiciary Course, Class 5
Number of shares (%) (as of 2 April 2024)	- None -
Relationship with the Executives	- None -

Working Experiences

2020 - Present	Independent Director / Chairman of Sustainable Development / Audit Committee / Nomination and Remuneration Committee member, PP Prime Public Company Limited

Current positions in other Listed Companies

- None -

Current positions in other (Not Listed Companies)

2017 - 2019	Special luminaries, Army (Lieutenant)
2016 - 2017	Expert, Army (Air Force)
2013 - 2016	Director of the Council of State, Office of the Constitution, Royal Thai Army

Conflict of interest on related agenda - None -

Criteria for director nomination and definition of the independent directors

Criterion to Select Director

The Board of Directors appointed the Nomination and Remuneration Committee to nominate and to select the person whose qualification is suitable in accordance with Securities and the Stock Market and in line with the qualification set forth by the Company and then propose the Board of Directors to appoint and being approved by the Annual General Meeting of Shareholders in relation to the Company's Articles of Association to select the persons whose qualification is proper.

Definition of Independent Director

Independent Director is the person whose qualification on independency in relation to the announcement of the Capital Market Supervisory Board and the Securities and Exchange Commission is able to look after the benefits of shareholders equally, no conflict of interest, and free from management. In addition, the independent director will able to attend the Board of Directors' meeting with independent opinion.

Qualifications of Independent Director

1. Holding not exceeding 1 per cent of the total number of voting rights of the Company, its parent company, subsidiaries, associated companies, major shareholders or controlling person of the Company, including the shares held by related persons of the independent director;
2. Neither being nor having been an executive director, employee, staff, or advisor who receives salary, or a controlling person of the Company, its parent company, subsidiary company, associate company, same-level subsidiary company or major shareholder or controlling person unless the foregoing status has ended at least 2 years prior to the date of approval of the appointment;
3. Not being a person related by blood or registration under laws, such as father, mother, spouse, sibling, and son/daughter, including spouse of the son/daughter, to other director, management, major shareholder, controlling person, or person to be nominated as director, management or controlling person of the Company or its subsidiaries;
4. Neither having nor used to have a business relationship with the Company, its parent company, subsidiary company, associate company, major shareholder or controlling person of the Company, in the manner which may interfere with his or her independent judgment, and neither being nor used to be a significant shareholder or controlling person of any person having a business relationship with the Company, its parent company, subsidiary company, associate company, major shareholder or controlling person of the Company, unless the foregoing relationship has ended not less than two years prior to the date of approval of the appointment.

   The term 'business relationship' under the first paragraph shall include any normal business transaction, rental or lease of immovable property, transaction relating to assets or services or granting or receipt of

financial assistance through receiving or extending loans, guarantee, providing assets as collateral, and any other similar actions, which result in the Company or its counterparty being subject to indebtedness payable to the other party in the amount of three percent or more of the net tangible assets of the Company or twenty million baht or more, whichever is lower. The amount of such indebtedness shall be calculated according to the method for calculation of value of connected transactions under the Notification of the Capital Market Supervisory Board governing rules on connected transactions mutatis mutandis. The consideration of such indebtedness shall include indebtedness occurred during the period of one year prior to the date on which the business relationship with the person commences;

5. Neither being nor used to be an auditor of the Company, its parent company, subsidiary company, associate company, major shareholder or controlling person of the Company, and not being a significant shareholder, controlling person, or partner of an audit firm which employs auditors of the Company, its parent company, subsidiary company, associate company, major shareholder or controlling person of the Company, unless the foregoing relationship has ended not less than two years prior to the date of approval of the appointment;
6. Neither being nor used to be a provider of any professional services including those as legal advisor or financial advisor who receives service fees exceeding two million baht per year from the Company, its parent company, subsidiary company, associate company, major shareholder or controlling person of the Company, and not being a significant shareholder, controlling person or partner of the provider of professional services, unless the foregoing relationship has ended not less than two years prior to the date of approval of the appointment;
7. Not being a director appointed as a representative of directors of the Company, major shareholder or shareholder who is related to major shareholder;
8. Not undertaking any business in the same nature and in significant competition to the business of the Company or its subsidiary company or not being a significant partner in a partnership or being an executive director, employee, staff, advisor who receives salary or holding shares exceeding one per cent of the total number of shares with voting rights of other company which undertakes business in the same nature as and in significant competition to the business of the Company or its subsidiary company;
9. Not having any other characteristics which cause the inability to express independent opinions with regard to the Company's business operations.

After the appointment of independent director whose characters stipulated on clause 1. to 9., the independent directors may be assigned by the committee to decide on the operation of the bank, corporate, subsidiary, joint venture, subsidiary of the same level, major shareholders or authorized person of the bank in Collective Decision form.

In case that the person who is being appointed the Independent Director by the Company is the person who used to have business relation or provide professional service beyond stipulation on clause 4 or clause 6. The

Company may be lenient on prohibition or provide professional service beyond the value. When the Company has arranged the Board of Directors' opinion in accordance with Section 89/7 of the Securities and Stock Market Act B.E. 2535 that the appointment of such person will not impact on the operation and its independency and will be disclosed the information in the Notice of Annual General Meeting of Shareholders in the agenda of the appointment of the independent director.

A. Characteristics on the business relation and professional service allows such person whose qualification is not what the rules had set forth
B. Reason and necessity remaining or an appointment of such person to be the independent director
C. The Board of Directors' opinion to propose such person to be the independent director

To the benefits of clause 5 and clause 6, the word "partner" means a person being appointed from the audit firm or professional service provider to be the signatory in the financial statement report or other professional service (depend upon case) under the legal entity.

Article of Associations of the Company relating the Shareholders' Meeting and Voting Method

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 shareholder meeting may be held via electronic means which must be in accordance with the criteria and methods as required by law.

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.