12 November 2026

Subject: Invitation to attend the Extraordinary General Meeting of Shareholders No. 1/2026

Attention: Shareholders of PP Prime Public Company Limited

**Enclosures**

1. Minutes of the 2026 Annual General Meeting of Shareholders, held on Wednesday 29 April 2026. (for consideration Agenda 1)
2. Information Memorandum of PP Prime Public Company Limited on the Disposal of Investment in Ordinary Shares of Tluxe Power Company Limited and the Transfer of Loan Claims to a Third Party (for consideration Agenda 2)
3. Independent Financial Advisor's Opinion Report on the Material Transaction regarding the Disposal of Ordinary Shares of Tluxe Power Company Limited and the Transfer of Loan Claims to a Third Party (for consideration Agenda 2)
4. Profile of the candidate proposed for appointment as a new director (for consideration Agenda 3)
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. 1/2026 via Electronic Media (E-EGM)
7. List of Independent Directors for Proxy Appointment for the Extraordinary General Meeting of Shareholders No. 1/2026 and Definition of Independent Director
8. Articles of Association of PP Prime Public Company Limited relating to the Extraordinary General Meeting of Shareholders No. 1/2026
9. Privacy Notice for the Extraordinary General Meeting of Shareholders No. 1/2026

The Board of Directors of PP Prime Public Company Limited (the "**Company**") has resolved to hold the Extraordinary General Meeting of Shareholders No. 1/2026 on 27 November 2026 at 10.00 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 To consider and certify the minutes of the 2026 Annual General Meeting of Shareholders**

**Purpose and Rationale**: This agenda item is proposed for the shareholders to jointly consider and certify the minutes of the 2026 Annual General Meeting of Shareholders, held on Wednesday 29 April 2026. The Company has recorded and prepared the minutes of the meeting, submitted them to the Stock Exchange of Thailand ("SET") within the timeframe required by law, and published them on the Company's website (www.ppprime.co.th). Details are set out in the Copy of the Minutes of the 2026 Annual General Meeting of Shareholders (Enclosure 1).

Opinion of the Board: It is deemed appropriate to propose to Extraordinary General Meeting of Shareholders No. 1/2026 to certify the minutes of the 2026 Annual General Meeting of Shareholders held on Wednesday 29 April 2026, which have been fully recorded according to the meeting agenda.

Resolution: This agenda must be approved by majority votes of the shareholders present in the meeting and cast their votes.

Agenda 2 **To consider and approve the disposal of investment in ordinary shares of Tluxe Power Company Limited and the transfer of loan claims to a third party**

Purpose and Rationale: Minutes of the Board of Directors' Meeting No. 2/2026, held on March 18, 2026, approved the dissolution, bankruptcy filing, and liquidation of 11 subsidiaries in Japan, which was subsequently acknowledged by the 2026 Annual General Meeting of Shareholders.

Currently, these subsidiaries have not yet filed a petition for bankruptcy with the court. During the preparation process, a buyer submitted a proposal to purchase the entire **Tluxe Power Company Limited** (TLP) Group on an "as-is" basis, which would incur lower costs and take less time. Therefore, the Board of Directors' Meeting No. 6/2026 held on 22 October 2026 resolved to approve the approach of disposing of the investment in all ordinary shares of TLP, together with transfer of the loan claims that the Company has against 9 subsidiaries to a third party in place of the original approach.

- Approved the Company's disposal of the investment in ordinary shares of Tluxe Power Company Limited, a subsidiary of the Company, by disposing of the investment in the 109,999,998 ordinary shares held by the Company and arranging for 2 other minority shareholders to transfer 1 share each, totalling 110,000,000 shares, or 100 percent of the registered and paid-up capital of Tluxe Power Company Limited, with a par value of THB 10.00 per share, to Finex Alpha Company Limited.

  Note: The net book value of such investment as at 30 June 2026 was THB 0.

- Approved the Company's transfer of the loan claims that the Company has against 9 subsidiaries, with the following details:

| No. | Borrower / Debtor | Abbreviation | Country | Principal (THB) | Accrued interest receivable[1/] (THB) | Total (THB) |
|---|---|---|---|---|---|---|
| 1 | Tluxe Power Company Limited | TLP | Thailand | 27,661,384 | 8,785,277 | 36,446,661 |
| 2 | Tluxe Holdings Limited[2/] | TLH | Hong Kong | 612,220 | 258,391 | 870,611 |
| 3 | Geothermal Power A Co., Ltd.[2/] | GEO A | Hong Kong | 427,363 | 67,219,567 | 67,646,930 |
| 4 | Geothermal Power B Co., Ltd.[2/] | GEO B | Hong Kong | 120,441,255 | 99,178,912 | 219,620,167 |

| No. | Borrower / Debtor | Abbreviation | Country | Principal (THB) | Accrued interest receivable[1/] (THB) | Total (THB) |
|---|---|---|---|---|---|---|
| 5 | PPSN Co., Ltd. [2/] | PPSN | Japan | 412,546,218 | 252,764,213 | 665,310,431 |
| 6 | SUMO Power Co., Ltd. [2/] | SUMO | Japan | 83,728,620 | 55,843,517 | 139,572,137 |
| 7 | P Green Energy Co., Ltd. [2/] | P Green | Japan | 49,182,379 | 15,726,488 | 64,908,867 |
| 8 | Lena Power Station No. 1 Limited Liability Company[2/] | LENA | Japan | 87,773 | 26,138 | 113,911 |
| 9 | Fino Binary Power Plant Limited Liability Company[2/] | FINO | Japan | - | 23,631 | 23,631 |
| Total loans of the Company [3] | | | | 694,687,212 | 499,826,134 | 1,194,513,346 |

Notes:

1/Subsidiaries No. 5–9 are Japanese entities that have ceased operations since 2022, with no revenue and no debt-servicing capability. Consequently, the Company ceased interest accrual effective April 1, 2025, to prevent further accumulation of uncollectible interest receivables and in preparation for subsequent bankruptcy proceedings. Meanwhile, loans No. 1–4 continue to accrue interest under their respective contracts through June 30, 2026, as these entities are not included in the bankruptcy plan and can only undergo liquidation once the Japanese subsidiaries have completed their bankruptcy proceedings. In this regard, the Company has recognized a full allowance for expected credit losses and does not recognize interest income, in accordance with accounting standards.

2/ Companies held by TLP

3/The Company has recognized a full allowance for expected credit losses on both the principal and accrued interest receivables for all 9 debtors. Consequently, the net book value as of June 30, 2026, is zero (0) baht.

- Determined the value of the consideration for the disposal of the investment in Tluxe Power Company Limited in the amount of THB 95,000 and for the transfer of the loan claims in the amount of THB 105,000, for a total value of THB 200,000. In this regard, such sale and purchase of the investment and transfer of the loan claims will be deemed a transfer of rights to the Purchaser or the Transferee that is complete under the law only when the seller and the Purchaser have each fully completed their reciprocal performance in accordance with the conditions required to be performed on the completion date as specified in the Sale and Purchase Agreement.
- Approved the Company's entry into agreements and any other documents relating to the disposal of such assets.
- Approved the authorization of the Executive Committee and/or the Chief Executive Officer to be the persons authorized to take any actions relating to the transaction for the disposal of the investment in the subsidiary and the Loan Claim Transfer Transaction, as follows:

- Negotiate with the purchaser or transferee to determine or change the form of the asset disposal, as well as determine other details and conditions of the asset disposal and of the entry into related agreements, including considering the amendment of terms and conditions as appropriate;
- Negotiate with the purchaser or transferee to determine the final selling price of the assets, provided that the final selling price of the assets must have a total value of not lower than THB 200,000, being the price mutually agreed by the purchaser or transferee and the seller or transferor;
- Consider approving the disposal, or halting the disposal or the transfer, of certain assets, if, after consideration, it is found that the conditions or the outcome of the negotiations with the purchaser or transferee may not bring the greatest benefit to the Company and/or the shareholders, or may create undue obligations for the Company;
- Prepare, sign and deliver the agreements or binding documents for the asset disposal to the purchaser or transferee, as well as carry out the registration of any related rights and juristic acts;
- Consider changing and seeking a suitable new purchaser or transferee, which must not be a connected person of the Company;
- Approve any other actions that are necessary for or in connection with the performance of the above duties, including the entry into related agreements or documents, so that the asset disposal transaction to the purchaser or transferee is successfully completed in accordance with its objectives

The entry into the transaction for the disposal of assets to Finex Alpha Company Limited as described above constitutes a disposal of assets transaction under the Notification of the Capital Market Supervisory Board No. TorJor. 45/2568 Re: Rules on Material Transactions dated 19 December 2025 (the "**Notification on Material Transactions**"), with a maximum transaction size of 174.50 percent under the total value of consideration basis, based on the Company's consolidated financial statements for the six-month period ended 30 June 2026. In this regard, the Company has not entered into any other disposal of assets transaction during the period of 12 months before the date on which the Board of Directors resolved to approve the entry into this transaction that must be aggregated as the same transaction.

Therefore, upon calculation of the transaction size under the relevant criteria, the transaction is classified as a disposal of assets transaction with a transaction size exceeding 50 percent. The Company is therefore required to comply with the Notification on Material Transactions as follows:

1) Prepare and disclose information on the entry into the disposal of assets transaction to the Stock Exchange of Thailand (the "SET"). Details regarding the transaction are set out in Enclosure 2. Information Memorandum of PP Prime Public Company Limited on the Disposal of Investment in Ordinary Shares of Tluxe Power Company Limited and the Transfer of Loan Claims to a Third Party)

2) Appoint an independent financial advisor (IFA) to give an opinion on the entry into the transaction, whereby the independent financial advisor's opinion report must be delivered to the Office of the Securities and Exchange Commission (the "SEC Office"), the SET and the shareholders of the Company. In this regard, the Company had appointed I V Global Securities Public Company Limited, a financial advisor approved by the Securities and Exchange Commission, Thailand, to act as the Independent Financial Advisor for the purpose of providing an opinion on the Disposal of Investment in Ordinary Shares of Tluxe Power Company Limited and the Transfer of Loan Claims to a Third Party. To assist shareholders in considering and approving the entry into the said transaction, the Company has delivered the report of the Independent Financial Advisor's opinion to the shareholders together with the Notice of Extraordinary General Meeting of Shareholders No. 1/2026, as detailed in Enclosure 3;

3) Convene a shareholders' meeting to consider approving the entry into the transaction, whereby the Company must deliver the notice of the meeting to the shareholders not less than 14 days before the date of the shareholders' meeting, and the entry into the transaction must be approved by the shareholders' meeting with votes of not less than three-fourths of the total votes of the shareholders attending the meeting and having the right to vote, excluding the votes of interested shareholders. In addition, if the Audit Committee or the independent financial advisor is of the opinion that the Company should not enter into the transaction, there must not be any one or more shareholders holding shares and having voting rights in aggregate of 10 percent or more of the total voting rights of the shareholders attending the meeting and having the right to vote who vote against the transaction.

In addition, the transaction for the disposal of such assets does not constitute a related party transaction under the Notification of the Capital Market Supervisory Board No. TorJor. 46/2568 Re: Rules on Related Party Transactions dated 19 December 2025 (the "**Notification on Related Party Transactions**").

In this regard, details regarding the transaction are set out in Enclosure 2. (Information Memorandum of PP Prime Public Company Limited on the Disposal of Investment in Ordinary Shares of Tluxe Power Company Limited and the Transfer of Loan Claims to a Third Party)

Opinion of the Board: The Board of Directors considered and resolved to approve the Company's entry into the asset disposal transaction and other related transactions, being of the opinion that such transaction is reasonable and in the best interest of the Company and the shareholders, as it helps end the losses and reduce the burden of the expenses of maintaining the juristic-person status of the power plant business group, which does not generate revenue, so that the Company can refocus on operating its core business to its full potential. In this regard, the Board of Directors has evaluated and compared the investment disposal against the bankruptcy proceedings. In addition, the total consideration of THB 200,000 (consisting of the disposal of the investment in Tluxe Power Company Limited of THB 95,000 and the transfer of the loan claims of THB 105,000) is appropriate, as the combined group of subsidiaries has negative shareholders' equity, and the Company has already set aside allowances for expected credit losses on the loans in full. In this regard, the risks or impact of the transaction are at a controllable level, with supporting measures through the collection of a deposit and the setting of conditions for a complete transfer of obligations (Clean Break).

Opinion of the Audit Committee: The Audit Committee has reviewed the details of the significant transaction regarding the disposal of investments in common shares of Tluxe Power Company Limited and the assignment of claims under loan agreements to a third party. The Audit Committee carefully considered the appropriateness and necessity of this asset disposal, taking into account the objectives and benefits to be received by the Company, the reasonableness of the price and key conditions, the financial position and operating results of the Company following the transaction, potential risks, the use-of-proceeds plan, and the impacts on the Company, as well as the prevention of conflicts of interest and compliance with rules governing significant transactions and related regulations.

The Audit Committee is of the opinion that entering into the transaction is reasonable as it enables the Company to reduce operating losses and cease non-revenue-generating business operations, which is beneficial to the Company and its shareholders in the long term. Furthermore, having taken into consideration the relevant risk factors and management measures, the Audit Committee found no material issues that would render the disposal of assets and the transfer of claims under loan agreements to a third party inappropriate. Therefore, the Audit Committee resolved to approve and recommend that the Company proceed with the transaction.

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

**Agenda 3** **To consider and approve the increase in the number of the Company's directors, the appointment of a new director, and the change in the authorized directors**

**Purpose and Rationale**: In order to align with the Group's future business plan, enhance operational efficiency, and bring diverse perspectives and recommendations to the Board of Directors, the Nomination and Remuneration Committee proposed that the Board of Directors approve an increase in the number of directors from 8 to 9. The Committee has recruited a candidate who possesses knowledge, capabilities, broad vision, strong ethics and integrity, a positive attitude toward the organization, and the ability to dedicate sufficient time to benefit the company's business operations. Accordingly, it was proposed to the Board of Directors for consideration and further submission to the Shareholders' Meeting to approve the appointment of a new director, namely:

Dr. Akirabha Chanuntranont Type of directors to be proposed Executive Director

The profiles of the director candidates nominated for appointment as new directors are detailed in Enclosure 4.

In addition, the Board of Directors deemed it appropriate to propose to the Shareholders' Meeting to consider and approve the amendment of the authorized directors to align with and the change in the authorized directors, as follows:

Existing:

"Mrs. Namkang Pungthong or Mr. Parin Chanuntranont or Mr. Wiboon Rasmeepaisarn or M. L. Phanpiengduen Sungahapong Two out of these four directors shall jointly sign with the Company's seal affixed."

Amendment:

"Mrs. Namkang Pungthong or Mr. Parin Chanuntranont or Mr. Wiboon Rasmeepaisarn or M.L.Phanpiengduen Sungahapong or Mr. Akirabha Chanuntranont Two out of these five directors shall jointly sign with the Company's seal affixed."

**Opinion of the Board**: The Board of Directors deems it appropriate to propose that Extraordinary General Meeting of Shareholders No. 1/2026 consider and approve the increase in the number of directors by 1, from 8 to 9 directors, the appointment of Dr. Akirabha Chanuntranont as a new director

of the Company, and the change of authorized signatory directors of the Company. This matter has been reviewed and approved by the Nomination and Remuneration Committee.

Resolution: This agenda must be approved by majority votes of the shareholders present in the meeting and cast their votes.

**Agenda 4 Other matters to be considered (if any)**

The Company had determined the list of shareholders who are entitle to attend the Extraordinary General Meeting of Shareholders No. 1/2026 (Record Date) on 5 November 2026. The Company thus arranges the Extraordinary General Meeting of Shareholders No. 1/2026 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-EGM) **(The details are shown in Documents Required for meeting attendance, Enclosure 6)**

If shareholders have queries or questions regarding the Extraordinary General Meeting of Shareholders No. 1/2026, please feel free to send these queries to the Corporate Secretary Department at least 1 week in advance of the meeting date via 2 channels as follows:

**By e-mail: ir@ppprime.co.th or**
**By Post : PP Prime Public Company Limited (Company Secretary Department)**
**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

Corporate Secretary Office
Tel: 093-810-0361