



Ref. PPS/PCL-006/2564

1 March 2021

Subject: Resolutions of the Board of Directors' Meeting No. 1/2021 (Omission of dividend payment, the extension of the ordinary shares issuance and offering of increased capital common shares under the General Mandate, and 2021 AGM Date & Agenda)

Attention: The President
The Stock Exchange of Thailand

Project Planning Service Public Company Limited (“the Company”) would like to inform the significant resolutions of the Board of Directors' meeting No.1/2021 which was held on 1 March 2021 as follows:

1. Agreed to propose the 2021 AGM to approve the audited financial statements and auditor's report for the year 2020 ended 31 December 2020.
2. Agreed to propose the 2021 AGM to not allocate net profit as legal reserve and to omit the dividend for the year 2020 as the below details:
 - 2.1 Not allocate the net profit as legal reserve due to net loss of the Company's operations for year 2020 which cannot allocate as legal reserve. Therefore, the Company's legal reserve still remains as of 8,418,000 Baht, representing as rate of 3.01 of the registered capital.
 - 2.2 Omit dividend payment due to net loss for the year 2020 and have retained loss as at 31 December 2020. Therefore, by law the Company cannot pay the dividend to its shareholders.
3. Two directors are due to retire by rotation in the 2021 Annual General Meeting of Shareholders as following;
 - Mr. Theerathon Tharachai Director / Executive Committee
 - Mr. Tanit Tongthong Independent Director / Chairman of Audit Committee

Agreed to propose the 2021 AGM to approve the appointment of directors to replace of those who retiring by rotation as the Company's directors to be total of 7 directors as proposed by the Nomination and Remuneration Committee namely:



- Mr. Theerathon Tharachai (re-elect as a Company's director for another term)
4. Agreed to propose to the 2021 AGM to approve director's remunerations for year 2021 of not exceeding 3 million Baht. Such remunerations are comprising of meeting allowance of not exceeding 1 million Baht and special compensation (bonus money) of not exceeding 2 million Baht.
 5. Agreed to propose to the 2021 AGM to approve the appointment of auditors from Karin Audit Company Limited as the Company's auditor for the year 2021, namely:
 - 5.1 Mr. Komin Linphrachaya C.P.A. No. 3675 or;
 - 5.2 Mrs. Sumana Senivong na Ayuttaya C.P.A. No. 5897 or;
 - 5.3 Miss Kannika Wipanurat C.P.A. No. 7305

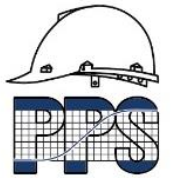
Any of the aforementioned auditors shall conduct the audited/reviewed and express an opinion on the Company's financial statements for the year 2021. Propose the audit fee for the year 2021 of the Company amount of 990,000 Baht excluding of the audit fee for the Company's subsidiaries.

6. Agreed to propose to the 2021 AGM to approve the extension of the ordinary shares issuance and offering of increased capital common shares of the company under the General Mandate basis for another yearly term. The details and all conditions still as per approved by the Extraordinary General Meeting of Shareholders No.1/2019 on 24 July 2019.
7. Approved the call the 2021 Annual General Meeting of Shareholders on Wednesday, 28 April 2021 at 10:00 hrs. at Project Planning Service Public Company Limited, Building No. 103, Soi Rama IX 60 (Soi 7 Seri 7), Rama IX Road, Phatthanakan, Suanluang, Bangkok 10250 subjected to the following agenda:

Agenda 1 To consider and adopt the minutes of the 2020 Annual General Meeting of Shareholders

Agenda 2 To acknowledge the Board of Directors' report on the Company's operating results for year 2020 and Company's future business plan

Agenda 3 To consider and approve the financial statements for the year ended 31 December 2020



- Agenda 4 To consider and approve to not allocation of the net profit as legal reserve for year 2020
- Agenda 5 To consider and approve to omit the dividend payment for year 2020
- Agenda 6 To approve re-appointment of the directors in replacement of those who are retire by rotation
- Agenda 7 To approve the remuneration of the Company's Board of Directors for year 2021
- Agenda 8 To approve the appointment of auditors and fix their remuneration for year 2021
- Agenda 9 To approve the extension of the ordinary shares issuance and offering of increased capital common shares of the company under the General Mandate basis, details and conditions as per approved by the Extraordinary General Meeting of Shareholders No.1/2019 on 24 July 2019
- Agenda 10 Other business (if any)

The Record Date of the right to attend the 2021 AGM will be on 16 March 2021.

Please be informed accordingly.

Yours Faithfully,

(Mr. Tat Thongpakdi)

Managing Director

Capital increase report form
Project Planning Service Public Company Limited
March 1, 2021

We, Project Planning Service Public Company Limited, hereby report on the resolutions of Board of Directors' meeting no.1/2021, held on March 1, 2021 from 10.30 to 12.30 hours, relating to a capital increase/share allotment as follows:

1. Capital increase:

The board meeting passed a resolution approving the extension of the issue and offer the capital increase by General Mandate which had been approved by EGM no.1/2019 dated July 24, 2019 and will be terminated on the date of AGM 2021 (the second-period extension) to increase of the company's registered capital from THB 214,963,785.50 to THB 279,452,921.00 by issuing 257,956,542 newly ordinary shares with a par value of THB 0.25 each, totaling THB 64,489,135.50. Details of the each type of capital increase are:-

Type of capital increase	Type of share	Number of shares (shares)	Par value (THB/share)	Total (THB)
<input type="checkbox"/> Specifying the purpose of utilizing proceeds	Ordinary	-	-	-
	Preferred	-	-	-
<input checked="" type="checkbox"/> General mandate	Ordinary	257,956,542	0.25	64,489,135.50
	Preferred	-	-	-

2. Allotment of new shares:

2.1 General mandate

Allotted to	Type of shares	Number of shares (shares)	Percentage of paid-up capital ^{1/}	Note
Existing shareholders	Ordinary	171,971,028	20	-
	Preferred	-	-	-
General public	Ordinary	-	-	-
	Preferred	-	-	-
Specific persons	Ordinary	85,985,514	10	details as below
	Preferred	-	-	-

1/ Percentage of paid-up capital on the date that the Board of Directors resolves to increase capital under a general mandate.

Note : The private placement will offer to specific person as comply relevant rules and regulations but cannot offer to a connected person of the Company regarding Notification of the Capital Supervisory Board no.TorChor21/2551, Rules on Connected Transactions. The offering price for private placement shall not to be lower price criteria

(discount not over 10% of average market price) pursuant to the Notification of the Capital Supervisory Board no.TorChor72/2558, Approval of Offering for Sales of Newly-Issued Shares by Listed Company to Specific Investor.

3. Schedule for a shareholders' meeting to approve the capital increase/allotment

The 2021 Annual General Meeting of Shareholders is scheduled to be held on April 28, 2021 at 10.00 hours at the meeting room, 4th floor, Project Planning Service Public Company Limited, Building No. 103, Soi Rama IX 60 (Soi 7 Seri 7), Rama IX Road, Phatthanakan, Suanluang, Bangkok 10250.

- The share register will be recorded for share transfer in order to determine the right to attend this meeting (Record date) on March 16, 2021.

4. Approval of the capital increase/share allotment by relevant governmental agency and conditions thereto (if any)

The Company already had registered the capital increase of THB 279,452,921 by issuing shares of 257,956,542 shares with par value of THB 0.25 per share to the Department of Business Development, Ministry of Commerce. The Company will apply for registration of paid-up capital when it has been paid from time to time.

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

5.1 Increasing capital to accommodate the General Mandate.

5.2 The increase capital of the Company will be used for internal working capital, to increase liquidity and to support the expansion of the business of the Company and its subsidiaries.

6. Benefits which the Company will receive from the capital increase/share allotment:

Enhancing the competitiveness, liquidity and working capital of the Company and/or its subsidiaries as well as strengthening the company's capital base in preparation for funding to accommodate the investment in the future.

7. Benefits which shareholders will receive from the capital increase/share allotment:

7.1 Dividend policy

The Company has dividend policy not less than 40% of net profit after legal reserve according to the Company's AOA and by law. However, the dividend payment subject to change depend on performance, financial status, expansion plan, liquidity and other factors relevant to the Company's operation as deem necessary by the Board.

7.2 Subscribers of new shares issued for this capital increase will be entitled to receive dividends from the Company's business operations starting from the date that the Company has registered paid-up shares resulting from the capital increase to the Ministry of Commerce.

7.3 Others

-None-


8. Other details necessary for shareholders to approve the capital increase/share allotment:

- None-


9. Schedule of action if the board of directors passes a resolution approving the capital increase or allotment of new shares:

No.	Procedures of the capital increase	Date/Month/Year
1	The Extraordinary General Meeting of Shareholders No.1/2019	July 24, 2019
2	Registered date of Capital increase to DBD	July 26, 2019
3	The Board of Directors' Meeting No.1/2021	March 1, 2021
4	Record Date determining right to attend the 2021 AGM	March 16, 2021
5	The 2021 Annual General Meeting of Shareholders	April 28, 2021
6	Register to increase the paid-up capital with the DBD, MOC	Within 14 days from the date of receiving payment for the newly issued share time to time

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

Signed  Authorized director
(Mr.Phongthon Tharachai)

Position : Chief Executive Officer (CEO)

Signed  Authorized director
(Mr. Tat Thongpakdi)

Position : Managing Director