

IR.003/2022

February 23, 2022

Re: Schedule of the Annual General Meeting of Shareholders for the year 2022, the omission of dividend payment, and the establishment of a subsidiary

To President
The Stock Exchange of Thailand

As a result of the Board of Directors' meeting held on February 23, 2022, PSG Corporation Public Company Limited (the "Company") is pleased to inform the Stock Exchange of Thailand of the following significant resolutions:

1. Resolved to propose to the Annual General Meeting of Shareholders to approve the audited financial statements for the year 2021 ending December 31, 2021, which have been audited by the Company's auditor and approved by the Audit Committee.
2. Resolved to propose to the Annual General Meeting of Shareholders to approve suspension of profit allocation and the omission of dividend payment due to the operational performance in the year 2021.
3. Resolved to propose to the Annual General Meeting of Shareholders to approve the appointment of: EY Office Limited ("EY") as the Company's external auditor for 2022, namely:
 1. Mr. Chatchai Kasemsrithanawat C.P.A. Registration No. 5813 and / or
 2. Ms. Wilai Sunthornwanee C.P.A. Registration No. 7356 and / or
 3. Ms. Chonlaros Suntiasvaraporn C.P.A. Registration No. 4523

Any of the aforementioned auditors shall conduct the audit and express an opinion on the Company's financial statements. If one or more of these auditors are not available, EY shall delegate other qualified representatives. Furthermore, the Board of Directors also resolved to propose the audit fee and the quarterly review fee, which shall not exceed Baht 3,440,000 excluding out-of-pocket-expenses.

4. Resolved to propose to the Annual General Meeting of Shareholders to approve the re-election of the directors who will retire by rotation at the 2022 Annual General Meeting of Shareholders for another term, namely:
 1. Mr. Van Hoang Dau Chairman of the Board of Director
 2. Pol. Gen. Chaiwat Getvorachai Independent Director / Chairman of the Audit Committee
 3. Mr. Dhana Bubphavanich Director / Member of the Executive Committee

5. Resolved to notify the Annual General Meeting of Shareholders to acknowledge the remuneration of the directors for year 2022, pursuant to the resolutions of the Extraordinary General Meeting of Shareholders No. 1/2020, held on February 27, 2020, as follows:

Committee	2022 Directors' Remuneration				
	Board of Directors (Baht/attendance)	Audit Committee (Baht/attendance)	Nomination and Remuneration Committee (Baht/attendance)	Risk Management Committee (Baht/attendance)	Executive Committee (Baht/attendance)
Chairman	45,000	25,000	14,000	14,000	14,000
Director/ Committee member	35,000	20,000	14,000	14,000	14,000

The remuneration of the directors for year 2022 is the same rate as those of the year 2021. This rate has been fixed and utilized since 2015. Furthermore, a member of the Executive Committee, who is the Company's management officer, will not be entitled to the meeting allowance for attending of Executive Committee meeting. The meeting allowance will only be paid to a director who attends the meeting.

6. Approved the amendments of articles 23, 24 and 28 of the Company's Articles of Association in compliance with the Emergency Decree on Electric Meeting B.E. 2563 (2020), as follow

Existing Articles	Articles Proposed to be Amended
<p>Article 23 "The Board of Directors must meet at least once every 3 months.</p> <p>The Board of Directors can convene a meeting at the locality where the Company's head office is located, or any other place as it deems appropriate."</p>	<p>Article 23 "The Board of Directors must meet at least once every 3 months.</p> <p>The Board of Directors can convene a meeting at the locality where the Company's head office is located, or any other place as it deems appropriate. The Board of Directors can convene a meeting via electronic media in compliance with the rules and procedures as prescribed by laws."</p>

Existing Articles	Articles Proposed to be Amended
<p>First Paragraph of Article 24 “In summoning the board of directors meeting, the chairman or an assigned person shall send the meeting invitation to the directors not less than 7 days before the meeting date. Except in urgent case which needs to preserve the rights or benefits of the Company, the meeting may be called by other methods and the meeting date may be set earlier.”</p>	<p>First Paragraph of Article 24 “In summoning the board of directors meeting, whether a meeting in person or via electronic media, the chairman or an assigned person shall send the meeting invitation to the directors not less than 7 days before the meeting date. Except in urgent case which needs to preserve the rights or benefits of the Company, the meeting may be called by other methods and the meeting date may be set earlier. If a meeting is convened via electronic media, the Company can send the invitation letter by electronic mail.”</p>
<p>Article 28 “ In calling a shareholders' meeting, the Board of Directors shall prepare an invitation letter for the meeting by specifying the place, date, time and agenda of the meeting, and matters to be presented to the meeting with reasonable details by clearly specifying that the matter is to be proposed for acknowledgment, approval, or consideration, including the opinions of the Board of Directors on such matters. The invitation letter shall be sent to the shareholders and the registrar for acknowledgment not less than 7 days before the meeting date. and advertise the invitation letter in a newspaper for 3 consecutive days at least 3 days before the meeting date.</p> <p>The meeting of shareholders can be convened at the locality where the Company's head office is located, or other provinces throughout the Kingdom as the Board deems appropriate.”</p>	<p>Article 28 “In calling a shareholders' meeting, whether a meeting in person or via electronic media, the Board of Directors shall prepare an invitation letter for the meeting by specifying the place, date, time and agenda of the meeting, and matters to be presented to the meeting with reasonable details by clearly specifying that the matter is to be proposed for acknowledgment, approval, or consideration, including the opinions of the Board of Directors on such matters. The invitation letter shall be sent to the shareholders and the registrar for acknowledgment not less than 7 days before the meeting date. and advertise the invitation letter in a newspaper for 3 consecutive days at least 3 days before the meeting date.</p> <p>The meeting of shareholders can be convened at the locality where the Company's head office is located, or other provinces throughout the Kingdom as the Board deems appropriate. The meeting can also be convened via electronic media in compliance with the rules and procedures as prescribed by laws.”</p>

The amendment of the Articles of Association may be modified according to the recommendation of the Public Company Limited Registrar, the Department of Business Development, the Ministry of Commerce.

7. Approved to call the Annual General Meeting of Shareholders for the year 2022 on April 22, 2022, at 10.00 a.m., via electronic media (E-AGM), at the Meeting Room 21st floor, AIA Sathorn Tower, 11/1 South Sathorn Road, Yannawa, Sathorn, Bangkok 10120, with the agenda items listed as follows:

- Agenda 1 To consider and certify the minutes of the Extraordinary General Meeting of Shareholders No. 1/2021
- Agenda 2 To acknowledge the report of the Company's operating result for the year ended December 31, 2021.
- Agenda 3 To consider and approve the Company's Financial Statements for the year ended December 31, 2021.
- Agenda 4 To consider and approve the suspension of profit allocation and the omission of dividend payment for the result of the operation in the year 2021
- Agenda 5 To consider and approve the appointment of the directors replacing those who retired by rotation.
- Agenda 6 To acknowledge the directors' remuneration for the year 2022, pursuant to the resolutions of the Extraordinary General Meeting of Shareholders No. 1/2020.
- Agenda 7 To consider and approve the appointment of the Company's External auditors and fix their remuneration for the year 2022.
- Agenda 8 To consider and approve the amendment of the Articles of Association of the Company, Articles 23, 24 and 28.
- Agenda 9 Other matters (if any)

However, at present, the COVID-19 pandemic has not yet been resolved. In this regard, the Company assigns the Chief Executive Officer to have the authority to change or amend the date, time, meeting place, including other details related to the arrangement of the Annual General Meeting of Shareholders for the year 2022 as appropriate by considering the benefits and/or impacts on the Company and its shareholders.

8. Determined the final date for the names of Shareholders who shall be entitled to attend the Annual General Meeting of Shareholders for the year 2022 (Record Date) to be on March 22, 2022.

9. Approved the establishment of a subsidiary in the Lao People's Democratic Republic for the purpose of providing support and flexibility in construction operations. The Company will be a 100% shareholder in the said subsidiary. It is expected that the registration of the subsidiary will be completed within March 2022. Important information on the establishment of the subsidiary is as follows:

Name of a subsidiary	PSGC (Lao) Sole Company Limited <i>(Remark: The subsidiary's name is subject to availability and may be modified at the discretion of the registrar.)</i>
Office Location	6th Floor, PT Building, Phonexay Road, Phonexay Village, Xaysettha District, Vientiane Capital, Lao PDR
Objectives	Construction business i.e., construct buildings and roads for mining and electric power industry
Registered Capital	Equivalent to Baht 45 million
Par Value	LAK 2,000
Board of Directors	1. Mr. Van Hoang Dau 2. Mr. David Van Dau

Please be informed accordingly.

Very truly yours,

Mr. David Van Dau

Chief Executive Officer

PSG Corporation Public Company Limited