



บริษัท พรพรหมเมทัล จำกัด (มหาชน)

PORN PROM METAL PUBLIC COMPANY LIMITED

PPM 002/2024

28 February 2024

**Subject** Notification the Board of director's Resolutions regarding Dividend payment, appoint additional new directors, connected Transactions, amendment the Company seal and schedule date for AGM 2024.

To President,

The Stock Exchange of Thailand

Porn Prom Metal Public Company Limited (“the Company”) would like to inform that the Board of Directors’ Meeting No. 1/2024 held on 28 February 2024 the resolutions are as follows;

1. Approve to propose the Shareholder’s meeting 2024 to consider and approve the Company’s balance sheet and Income Statement for the year 2023 operation which have been audited by the auditor of the Company ended 31 December 2023.

2. Approved to propose the Shareholder’s meeting 2024 to consider and approve the dividend payment for the 2023 operation at the rate of Baht 0.058 per share. Total of Baht 24,476,005.80. Paid from operation period 1 January 2023 – 31 December 2023.

The record date for the right to receive the dividend is expected to be on the 9 May 2024. Finally, the dividend payment will be made on 24 May 2024.

3. Approved to propose the Shareholder’s meeting 2024 for consideration of the re-election and re-appointment of three directors, whose office terms have expired pursuant to their respective office term, namely, Mr. Nares Washirapantsakul, Mr. Karn Pornpilailuck and Mr. Krit Pornpilailuck for another term.

4. Approved to propose the Shareholder’s meeting 2024 to consider appointing General Peeraphan Preamphuti to the position of director of the Company, in place of directors who do not wish to renew their term.

5. Approved to propose the Shareholder’s meeting 2024 to consider approving the appointment of Mr. Korakrid. Kositwongsakul as additional new directors

6. Approved to propose the Shareholder’s meeting 2024 to consider and approve the remuneration of the Board of Directors for the year 2024 in a meeting allowance type, the detail as follow;



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Position	Year 2024
<b>Board of Director</b>	
Chairman of the Board	32,000 Baht per Time
Deputy Chairman of the Board	27,000 Baht per Time
Independent Director	22,000 Baht per Time
Non-Independent Director	15,000 Baht per Time
<b>Audit Committee</b>	
Chairman of Audit Committee	32,000 Baht per Time
Member of Audit Committee	27,000 Baht per Time

In addition, consider the travelling allowance of Baht 5,000 per day shall be paid to directors who attend the meeting. There are no other benefits to the directors other than remuneration in the form of meeting allowances and travelling.

7. Approved to propose the shareholder's meeting 2024 to consider and approve the appointment the following Auditors from Dharmniti Auditing Co., Ltd. to be the Company's auditor for the year 2024 and determination of the fee for the Auditor within the limit not over Baht 1,445,000 (same as 2023), excluding subsidiaries and other expenses by requiring one of the following auditors to audit and express an opinion on the Company's financial statements

- 1) Ms. Sulalit Ardsawang Certificate Public Account No. 7517 and/or
- 2) Ms. Wannisa Ngambuathong Certificate Public Account No. 6838 and/or
- 3) Mr. Peradate Pongsathiansak Certificate Public Account No. 4752 and/or
- 4) Ms. Nannaphat Wannasomboon Certificate Public Account No. 7793

8. Approve the renewal of the Company's office rental contract from Mrs. Tuenjai Pornpilailuck, which is a connected transaction. Details appear in the attachment 1.

9. Approved to propose the shareholder's meeting 2024 to consider and approve the amendment of the Company's seal and the Article 39 of Association of the Company to be in line with the change of the Company's seal

Prior to Amendment	After Amendmant



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10. Approved the 2024 Annual General Meeting of Shareholders to be called and held on 25 April 2024 at 2.00 p.m. at the Kanoknapha Hall, The Salaya Leisure Park, No. 88/8, Moo 5, Salaya Sub-district, Phutthamonthon District, Nakhon Pathom. The meeting agendas are as follows;

- Agenda 1 To consider and approve on the Minutes of the 2023 Annual General Meeting of Shareholder held on 25 April 2023.
- Agenda 2 Acknowledged the Company's operational performance for the year 2023.
- Agenda 3 To consider and approve the Company's Balance sheet and Income Statement for the year 2023 which have been audited by the Auditor of the Company ended December 31, 2023.
- Agenda 4 To consider and approve the annual dividend payment of the year 2023.
- Agenda 5 To consider the election of directors in place of those retired by rotation.
- Agenda 6 To consider the election of the new directors.
- Agenda 7 To consider and approve the remuneration for the year 2024.
- Agenda 8 To consider and approve the appointment and determination of the fee for the Auditor for the year 2024.
- Agenda 9 To consider and approve the amendment of the Company's seal.
- Agenda 10 To consider and approve the amendment of the Company's Articles of Association, Section 39, to reflect the amendment of the Company's seal.
- Agenda 11 To consider other matters. (If any)

11. To fixed the Record Date on March 13, 2024 which shareholders have the right to attend the 2024 Annual General Meeting of Shareholders.

Please be informed accordingly

Sincerely yours,

( Mrs. Kanokkorn Tankaisorn )

Deputy Managing Director



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**Attachment 1**

**Information on connected transactions**

**Transaction regarding rental or lease of immovable property of not exceeding 3 years**

**1. Date of Transaction**

January 1, 2024

**2. Involved parties**

Lessor : Mrs. Tuenjai Pornpilailuck  
Renter : Porn Prom Metal Public Company Limited

**3. Relationship**

Mrs. Tuenjai Pornpilailuck is Mr. Chamnam Pornpilailuck's mother; and Mr. Chamnam is the Director, Chief Executive Officer and Managing Director of the Company.

**4. Description of the transaction**

As the Company has signed rental contract for Porn Prom Building, at 229 Nakornratchasima Road, Dusit Sub-District, Dusit District, Bangkok 10300 with Mrs. Tuenjai Pornpilailuck who is regarded as a connected person. The asset originally belongs to the Crown Property Bureau while Mrs. Tuenjai is the direct tenant. The period of contract is 4 months, effected from January 1, 2024 to April 30, 2024 and rental fee is Baht 95,000.00 per month. The total amount of contract is Baht 380,000.00.

**5. Total value and criteria used in determining**

The company pays monthly rent of Baht 95,000 per month, total value of the lease contract is Baht 380,000. Therefore, considering the size of the transaction under the Notification on Connected Transactions above have a total transaction size of 0.04% which the transaction size exceeds 0.03% but does not exceed 3% of the net tangible assets of the Company (the Company's net tangible assets as at December 31, 2024 amounted to Baht 1,069,755,072.82), which is considered a medium size transaction and the Company has entered into a connected transaction in the category of receiving financial assistance during 6 months prior to entering into such transaction. As a result, the transaction size is equal to 0.09% which is still considered a medium-sized transaction.

This transaction is under the notification of the Capital Market Supervisory Board re : Rules on Connected Transactions regarding rental or lease of immovable property of not exceeding 3 years and the notification of the Board of Governor of the SET re : Disclosure of Information and Other Acts of Listed Companies Concerning the Connected



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Transactions, 2003. Therefore, the transaction requires the approval of the Board of Management of the Company and disclosure of information to the Stock Exchange of Thailand.

**6. Reasons and necessities of Execution of the Transactions**

The plan to move all offices from office building number 229 to building number 205/1 has not yet been completed. Because building number 205/1 is still under renovation. It is expected to be completed by 30 April 2024, so there is a need to renew the lease agreement. It is a continuation of the building rental from the original contract without any adjustment of the rent. The rental rate remains at the same price of 95,000 baht per month.

**7. Opinion of the Board of Director**

The Board of Directors, without Director who is a connected person resolved to approve this contract because the transaction is reasonable. The rental rate is justice price according to the current market price and normal business practice. Thus, the Company should make the building lease contract to be transparent and accurate.

**8. Opinion of the audit committee which differ from the Board of Director**

- None -