



บริษัท พรพรหมเมทัลทอล จำกัด (มหาชน)

**PORN PROM METAL PUBLIC COMPANY LIMITED**

PPM 002/2022

25 February 2022

**Subject** Notification the Board of director's Resolutions regarding Dividend payment, The issuance and offering of warrants to purchase ordinary shares of the Company No. 2 (PPM- W2) which will be allotted to existing shareholders in proportion to their shareholding, Increase in the Registered Capital, Amendment of the Articles of Association and schedule date for AGM 2022.

**To** President,  
The Stock Exchange of Thailand

Porn Prom Metal Pubic Company Limited (“the Company”) would like to inform that the Board of Directors’ Meeting No. 1/2022 held on 25 February 2022 the resolutions are as follows;

1. Approve to propose the Shareholder’s meeting 2022 to consider and approve the Company’s balance sheet and Income Statement for the year 2021 operation which have been audited by the auditor of the Company ended 31 December 2021.

2. Approved to propose the Shareholder’s meeting 2022 to consider and approve the dividend payment for the 2021 operation at the rate of Baht 0.033 per share. Total of Baht 13,926,003.30. Paid from operation period 1 January 2021 – 31 December 2021.

In addition, the record date for the right to receive the dividend is expected to be on the 11 May 2022. Finally, the dividend payment will be made on 27 May 2022.

3. Approved to propose the Shareholder’s meeting 2022 to consider and approve the issuance of warrants to purchase ordinary shares of Porn Prom Metal Public Company Limited No.2 (PPM-W2) not exceeding 211,000,050 units in order to allot to existing shareholders in proportion to their shareholding (Right Offering) with the ratio of 2 existing shares to 1 unit 1 of warrant without charge. The details of warrants are shown in Enclosure 1.

In this regard, the Board of Directors also proposed to the Meeting of Shareholders to consider and approve the authorization of the Chairman of the Executive Committee or a person designated by the Chairman of the Executive Committee is authorized to;

- 1) consider on determination, revision, and amendment other necessary details and relevant to allocation of such Warrants as appropriated and as long as they are not contrary or against the relevant notifications, rules or laws, including but not limited to period for offering of the Warrants, offering method, payment, issuance



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date, details and process for allocation of the Warrant, exercise period, term of the Warrant, characteristics and details of the Warrants.

- 2) contact, negotiate, sign and amend the contract and/or the document for application for permit, application of relaxation, notice and evidences necessary and relevant to issuance and offering of the Warrants, including but not limiting to the relevant registration with the Ministry of Commerce, contact and submission of application for permit, application of relaxation, notice and evidences necessary to the government agency or other relevant agency, as well as amendment or change of application or wordings/terms in such relevant document.

4. Approved to propose the Shareholder's meeting 2022 to consider and approve the increase in the Company's registered capital of Baht 105,500,025 from the existing registered capital of Baht 211,000,050 to the new registered capital of Baht 316,500,075 by issuing 211,000,050 newly issued ordinary shares with a par value of Baht 0.50 each and the amendment of the Clause 4. of the Memorandum of Association of the Company to be in line with the increase in the registered capital, as well as the authorization the Chairman of the Executive Committee or a person designated by the Chairman of the Executive Committee to sign, change and amend any application or document relating to the increase in the registered capital of the Company.

5. Approved to propose the Shareholder's meeting 2022 to consider and approve the allocation of the newly issued ordinary shares not exceeding 211,000,050 shares with a par value of Baht 0.50 per share to accommodate the exercise of the PPM-W2 Warrants, further details are as stipulated in the Capital Increase Form (F53-4) – Enclosure 2.

6. Approved to propose the Shareholder's meeting 2022 for consideration of the re-election and re-appointment of two directors, whose office terms have expired pursuant to their respective office term, namely, Mr. Chongchet Boonkerd and Ms. Thailuck Leetavorn for another term.

7. Approved to propose the Shareholder's meeting 2022 to consider and approve the remuneration of the Board of Directors for the year 2022 in a meeting allowance type (same as 2021), the detail as follow;

Position	Year 2022
<b>Board of Director</b>	
Chairman of the Board	30,000 Baht per Time
Deputy Chairman of the Board	25,000 Baht per Time
Independent Director	20,000 Baht per Time
Non-Independent Director	15,000 Baht per Time



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Position	Year 2022
<b>Audit Committee</b>	
Chairman of Audit Committee	30,000 Baht per Time
Member of Audit Committee	25,000 Baht per Time

In addition, consider the travelling allowance of Baht 3,000 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.

8. Approved to propose the shareholder's meeting 2022 to consider and approve the appointment the following Auditors from Dharmniti Auditing Co., Ltd. to be the Company's auditor for the year 2022 and determination of the fee for the Auditor within the limit not over Baht 1,445,000 (same as 2021), 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) Mr. Peradate Pongsathiansak Certificate Public Account No. 4752 and/or
- 3) Ms. Wannisa Ngambuathong Certificate Public Account No. 6838 and/or
- 4) Ms. Nannaphat Wannasomboon Certificate Public Account No. 7793

9. Approved to propose the shareholder's meeting 2022 to consider and approve the amendment of the Company's Articles of Association No. 21, 25 and 26, with details as follows:

No.	Existing Article	Proposed Amendment to the Article
21	At a meeting of the Board of Directors at least one half of the total number of directors present shall form a quorum. In case the Chairman of the Board of Directors is not present at the meet or cannot perform his/her duty and if there is a Vice-chairman, the Vice-chairman present at the meeting shall be the chairman of the meeting. If there is no Vice - chairman or if there is a Vice-chairman but he/she cannot perform his/her duty, the directors present at the meeting shall elect one of the directors to be the chairman of the meeting.  In each meeting of the Board of Directors, the Chairman may allow the directors to attend and participate in such meeting through electronic devices provided that at least one third of the directors to form a	At a meeting of the Board of Directors at least one half of the total number of directors present shall form a quorum. In case the Chairman of the Board of Directors is not present at the meet or cannot perform his/her duty and if there is a Vice-chairman, the Vice-chairman present at the meeting shall be the chairman of the meeting. If there is no Vice - chairman or if there is a Vice-chairman but he/she cannot perform his/her duty, the directors present at the meeting shall elect one of the directors to be the chairman of the meeting.  In each meeting of the Board of Directors, the Chairman may allow the directors to attend and participate in such meeting through electronic devices <b>but the holding of such meeting must be in compliance with the relevant applicable laws, regulations, notifications, rules or criteria.</b>



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No.	Existing Article	Proposed Amendment to the Article
	<p>quorum must be in the same meeting location and all of them must be in Thailand during the meeting.</p> <p>Such electronic meeting must be held via a controlled electronic system applying IT security measures by voice and/or video recording (as the case may require) of all meeting attendants throughout the meeting period, including computer traffic data from such voice or video record. Such controlled electronic system must contain fundamental components according to the relevant law.</p> <p>Any director who attends a meeting of the Board of Directors through electronic devices in accordance with procedures and criteria as aforementioned shall be deemed as part of the quorum and such electronic meeting shall be regarded as a meeting held in accordance with the law and this Articles of Association.</p> <p>Decisions at the Board of Directors' meeting shall be made by majority vote. Each director is entitled to one vote, but the director who has interest in any matter may not be entitled to vote on such matter. In the event of a tie vote, the chairman of the meeting shall have a casting vote.</p>	<p>Any director who attends a meeting of the Board of Directors through electronic devices in accordance with procedures and criteria as aforementioned shall be deemed as part of the quorum and such electronic meeting shall be regarded as a meeting held in accordance with the law and this Articles of Association.</p> <p>Decisions at the Board of Directors' meeting shall be made by majority vote. Each director is entitled to one vote, but the director who has interest in any matter may not be entitled to vote on such matter. In the event of a tie vote, the chairman of the meeting shall have a casting vote.</p>
25	<p>The Board of Directors shall call a shareholder meeting which is an annual general meeting within four (4) months of the last day of the Company's fiscal year.</p> <p>Shareholder meetings other than the one referred to above shall be called extraordinary general meetings. The Board of Directors may call an extraordinary general meeting of shareholders at any time the Board of Directors considers it expedient to do so.</p> <p>One or more shareholders holding the aggregate number of shares of not less than ten percent of the total number of shares sold may by subscribing their names, request the board of directors in writing to call an extraordinary meeting at any time, but the reasons for calling such meeting shall be clearly stated in such request. In this regard, the board of directors shall proceed to call a meeting of shareholders to be held</p>	<p>The Board of Directors shall call a shareholder meeting which is an annual general meeting within four (4) months of the last day of the Company's fiscal year. <b>A meeting of the shareholders may be held via electronic means, but the holding of such meeting must be in compliance with the relevant applicable laws, regulations, notifications, rules or criteria.</b></p> <p>Shareholder meetings other than the one referred to above shall be called extraordinary general meetings. The Board of Directors may call an extraordinary general meeting of shareholders at any time the Board of Directors considers it expedient to do so.</p> <p>One or more shareholders holding the aggregate number of shares of not less than ten percent of the total number of shares sold may by subscribing their names, request the board of directors in writing to call an extraordinary meeting at any time, but the reasons for calling such</p>



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No.	Existing Article	Proposed Amendment to the Article
	<p>within forty-five days as from the date the request in writing from the shareholders is received.</p> <p>In case the board of directors fails to arrange for the meeting within such period under paragraph two, the shareholders who have subscribed their names or other shareholders holding the required aggregate number of shares may themselves call the meeting within forty-five days as from the date of expiration of the period under paragraph two. In such case, the meeting is deemed to be shareholders' meeting called by the board of directors and the Company shall be responsible for necessary expenses as may be incurred in the course of convening such meeting and the Company shall reasonably provide facilitation.</p> <p>In the case where, at the meeting called by the shareholders under paragraph four, the number of the shareholders presented does not constitute quorum as stipulated in Article 28 of the Articles of Association, the shareholders under paragraph four shall jointly compensate the Company for the expenses incurred in arrangements for holding that meeting.</p>	<p>meeting shall be clearly stated in such request. In this regard, the board of directors shall proceed to call a meeting of shareholders to be held within forty-five days as from the date the request in writing from the shareholders is received.</p> <p>In case the board of directors fails to arrange for the meeting within such period under paragraph three, the shareholders who have subscribed their names or other shareholders holding the required aggregate number of shares may themselves call the meeting within forty-five days as from the date of expiration of the period under paragraph two. In such case, the meeting is deemed to be shareholders' meeting called by the board of directors and the Company shall be responsible for necessary expenses as may be incurred in the course of convening such meeting and the Company shall reasonably provide facilitation.</p> <p>In the case where, at the meeting called by the shareholders under paragraph four, the number of the shareholders presented does not constitute quorum as stipulated in Article 28 of the Articles of Association, the shareholders under paragraph four shall jointly compensate the Company for the expenses incurred in arrangements for holding that meeting.</p>
26	<p>In calling a shareholders' meeting, the Board of Directors shall prepare a notice of such meeting specifying the place, date, time, agenda and matters to be proposed to the meeting together with appropriate details stating clearly whether it is a matter proposed for acknowledgment, for approval or for consideration, as the case may be, including the board's opinions on such matters, and the notice shall be delivered to the shareholders and registrar not less than seven (7) days prior to the date of the meeting. The notice shall also be published in a newspaper for three (3) consecutive days and not less than three (3) days prior to the date of the meeting.</p>	<p>In calling a shareholders' meeting, the Board of Directors shall prepare a notice of such meeting specifying the place, date, time, agenda and matters to be proposed to the meeting together with appropriate details stating clearly whether it is a matter proposed for acknowledgment, for approval or for consideration, as the case may be, including the board's opinions on such matters, and the notice shall be delivered to the shareholders and registrar not less than seven (7) days prior to the date of the meeting. The notice shall also be published in a newspaper for three (3) consecutive days and not less than three (3) days prior to the date of the meeting.</p>



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No.	Existing Article	Proposed Amendment to the Article
	The venue of the meeting of shareholders shall be in the province in which the head office of the Company is located, or other adjacent province as determined by the Board of Directors.	<p>If the shareholders' meeting is held via electronic means, the notice of a shareholders' meeting and documents related to the shareholders' meeting may be sent via an electronic mail. In this regard, the board of directors shall maintain a copy of the notice and related documents as evidence, which may be stored in the form of electronic data.</p> <p>The venue of the meeting of shareholders shall be in the province in which the head office of the Company is located, or other provinces throughout the Kingdom</p>

10. Approved the 2022 Annual General Meeting of Shareholders to be called and held on 28 April 2022 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 2021 Annual General Meeting of Shareholder held on 29 April 2021.
- Agenda 2 Acknowledged the Company's operational performance for the year 2021.
- Agenda 3 To consider and approve the Company's Balance sheet and Income Statement for the year 2021 which have been audited by the Auditor of the Company ended December 31, 2021.
- Agenda 4 To consider and approve the annual dividend payment of the year 2021.
- Agenda 5 To consider and approve the issuance and offering of warrants to purchase ordinary shares of the Company No.2 (PPM- W2) which will be allotted to existing shareholders in proportion to their shareholding.
- Agenda 6 To consider and approve the increase of the registered capital and the amendment of the Clause 4. in the Memorandum of Association of the Company to be consistent with the increase of the registered capital.
- Agenda 7 To consider and approve the allotment of newly issue ordinary shares of the Company reserved for the exercising of warrants to purchase the newly issued share (PPM- W2) which will be issued and offered to the existing shareholders in proportion to their shareholding.
- Agenda 8 To consider the election of directors in place of those retired by rotation.
- Agenda 9 To consider and approve the remuneration for the year 2022.
- Agenda 10 To consider and approve the appointment and determination of the fee for the Auditor for the year 2022.



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Agenda 11 To consider and approve the amendment of the Company's Articles of Association.

Agenda 12 To consider other matters. (If any)

11. To fixed the Record Date on March 15, 2022 which shareholders have the right to attend the 2022 Annual General Meeting of Shareholders.

Please be informed accordingly

Sincerely yours,

( Mrs.Kanokkorn Tankaisorn )

Deputy Managing Director