



Pranda Jewelry Public Company Limited

Document for the Annual General Meeting of Shareholders for the year 2020

Wednesday, April 21st , 2021 at 2 p.m.

Auditorium Room, B1 building, 5th floor, of Pranda Jewelry Public Co., Ltd.,
28 Soi Bangna-Trad 28, Bangna Tai, Bangna, Bangkok

Registration starts at 2.00 p.m.

Coronavirus 2019 Disease (COVID-19) Prevention Measures

With our deep concern over the health of the meeting attendees from the spread of COVID-19, The Company therefore, kindly asks shareholders to remain informed with the following guidelines:

1. The Company has measured to screen the meeting attendees as follows :
 - 1.1 Register before entering the meeting venue using the QR Code scanning system for Check-in and Check-out.
 - 1.2 Check body temperature, if the temperature higher than 37 Celsius degree, the company shall reserve the right to deny entry into the meeting. However, such person(s) may proxy a representative or the company's independent director
 - 1.3 Stick to the symbol showing screening through
 - 1.4 Wash the hands by Alcohol gel
 - 1.5 Wear the designated facemask
2. Shareholders should submit the questions in advance via the following channels.
 - 2.1 Email: cs@pranda.co.th and ir@pranda.co.th and advance notice for participation this meeting.
 - 2.2 Mailing address: Corporate Secretary, Pranda Jewelry Public Company Limited,
28 Soi Bangna-Trad 28, Bangna Tai, Bangna, Bangkok 10260.

Please bring the Notification of Meeting with barcode to the meeting

No the shuttle service

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For more information, please contact Corporate Secretary Office

Tel. 0-2769-9403 (Direct), 0-2769-9431 (Direct), 0-2769-9436 (Direct), 0-2769-9999 ext. 403, 431,436

Sor Lor No 011/2021

Registration No. 0107537001986

March 16th, 2021

Subject: Invitation to the Ordinary General Meeting of Shareholders for the year 2020

To: Shareholders

- Attachment:
1. QR Code of Annual Report and Financial Statements for the year ended 31 December 2020.
 2. Supporting Document of Agenda 3-6
 3. Conditions and Registration Process including Proxy to participate in the Shareholders' Meeting
 4. Profile of the independent directors whom shareholders can consider as their proxy holders
 5. Procedures for attending the Meeting
 6. The Articles of the Company related to the Meeting of Shareholders
 7. The map of the venue of the Meeting of Shareholders
 8. Proxy form
 9. **Invitation letter having QR Code (must be presented at the meeting)**

The Board of Directors of Pranda Jewelry Public Company Limited has a resolution of convening the Annual General Shareholders' Meeting for the year 2020 on Wednesday, April 21st, 2021 at 2 p.m. at Auditorium Room, B1 building, 5th floor, of Pranda Jewelry Public Co., Ltd., 28 Soi Bangna-Trad 28, Bangna Tai, Bangna, Bangkok to conduct the following Agendas;

Agenda 1: To acknowledge the Board of Directors' 2020 Annual Report.

Fact and reason: The Section 113 of the Public Limited Companies Act B.E. 2535 and Article 39 and 43 of the Company's regulations stipulate that the annual general shareholder's meeting should be held to inform the operating performance of the Company during the previous year and the annual report of the Board of Directors together with the meeting invitation letters should be handed to shareholders. The Company has reported operating performance and important changes in 2020 as appeared in the Annual Report 2020 of the Company

Directors' opinion: The agenda is proposed just for acknowledgement, no resolutions are therefore needed.

Agenda 2 : To consider and approve the Statements of Financial Position and Income Statements for the year ended December 31, 2020.

Fact and reason: The Section 112 of the Public Limited Companies Act B.E. 2535 and Article 42 of the Company's Articles of Association stipulate that the Company must cause the statements of financial position and the income statements to be made at the end of the accounting year of the Company, for submission to the annual general meeting of shareholders for approval and the auditors to examine before being tabled to the shareholders for approval.

Directors' opinion: The Board of Directors deem it is appropriate to propose to the annual shareholder's meeting to consider and approve the Statements of Financial Position, Income Statements for the year ended December 31, 2020, all of which have been audited by the auditor from EY Office Limited and considered by the Audit Committee of the Company. The summary of the Company's financial status and operating results in 2019 and 2020 are detailed below:

The Selected Information of the Statements of Financial Position and Income Statements for the Company

Description	Unit: million baht			
	Consolidated Financial Statements		Separate Financial Statements	
	2020	2019	2020	2019
Total Assets	4,041	4,018	3,217	3,661
Total Liabilities	1,917	1,874	1,210	1,396
Total Revenues	2,556	3,029	2,061	2,531
Profit to Equity holders of the Company	(95)	(241)	(274)	(508)
Earnings per share (Baht/Share)	(0.1932)	(0.5118)	(0.5565)	(1.0773)

Details of which appears in the Annual Report of the Company for 2020 which has been sent to the shareholder with the Notice of the Annual General Meeting for 2020 as Enclosure.

Agenda 3: To consider and approve dividend payment from retained earnings, a net profit of year 2012.

Fact and reason: The Company had the unappropriated retained earnings as of 31 December 2019 in amount of Baht 737 million that the company is enable to pay its dividend to the shareholders per Section 115 of the Public Company Act B.E. 2535 and Articles 44 of the company Articles of Association.

The Company has policy to pay dividend at the rate of not more than 60% of the annual profit from separate financial statements. The dividend payment would be based on the company's operating profit, working capital and investment capital in tangible assets, financial conditions, and legal reserves as stated by laws both for present and the future.

Directors' opinion: The Board of Directors deem it is appropriate that the shareholders should consider and approve dividend payment from the retained earnings, a net profit of year 2012 at the rate of Baht 0.10 per share in amount of Baht 53.90 Million, derived from profit under BOI privilege with exemption of corporate income tax to shareholder as of April 29, 2021 that hereby fixed as the record date, the dividend will be paid on May 19, 2021.

The rate of annual dividend payment from the fiscal 2016 to 2020 has been presented in comparison to supplement consideration of shareholders according to the supporting document of Agenda 3

Agenda 4: To consider and approve the re-appointment of the Company's directors in place of the directors who are retired by rotation.

Fact and reason: Article 19 of the Articles of Association of the Company requires directors to retire from office on a yearly basis at the rate of one-third or in the number three persons, out of the whole number of ten directors of the Company. The matter shall thus be proposed for the shareholders to consider appointing directors to replace the directors retiring by rotation. In this regard, the shareholders will be able to re-elect the retiring directors. The nomination and Remuneration Committee, excluding directors with conflict of interest, considered the 3 directors to have the qualification

complied with the Public Limited Companies Act B.E.2535 and the knowledge including experience to relate with the operation of company as followings

Name of Directors	Type of Director
1) Mr. Verachai Tantikul	Independent Director
2) Mrs. Rawittha Pongnuchit	Independent Director
3) Mr. Pramote Tiasuwan	Executive Director

The Company has allowed shareholders to nominate persons who are deemed qualified directors through the company's website in advance during October-December 2020. However, there was no shareholder proposing the nomination of any appropriate persons for the election as a director.

The Nomination and Remuneration Committee has process to select the company director by considering from their capacity to contribute the maximum benefit for the Company and all qualification according to the Public Company Act. The Nomination and Remuneration Committee, excluding directors with conflict of interest, proposed to re-elect the 3 retiring directors.

Criteria for selection of directors and voting are shown in the company's Articles of Association Clause 16, 17 and 18.

Directors' opinion: With recommendation of the Nomination and Remuneration Committee, the Board of Directors, excluding of the directors having conflict of interest deemed the nominate persons as independent directors whom will be able to provide independent comments and complied with related criteria, deemed it is appropriate to propose that the shareholders consider reelecting the 3 directors who are retired by rotation. (The criteria for selection and nomination process refers to Attachment 1 of Annual Report in Corporate Governance section.)

The Profile of the Directors retiring by rotation that proposed to re-appointing in Supporting Document of Agenda 4.

Agenda 5: To consider and approve the remuneration of the Board of Directors for year 2021.

Fact and reason: Criteria on the remuneration of the company's directors have been proposed by the Nomination and Remuneration committee, Remuneration of the directors is generally based on the company's operating result and offered according to their individual responsibility, task, performance, and benefits the company receives from each director.

Directors' opinion: The Board of Director has considered and approved the proposal of the Nomination and Remuneration committee and proposed for the shareholders' approval to allocate remuneration of the directors in amount of not exceeding 10.0 Million Baht in the year 2021. However, it is suggested to inform the meeting the remuneration rate offered to the company's board of directors and executive directors in 2020 according Supporting Document of Agenda 5.

Agenda 6: To consider and approve appointment of the Company's Auditors for 2021 and fixing their remuneration.

Fact and reason: As Section 120 of the Public Limited Companies Act B.E. 2535 requires the General Meeting of Shareholders to appoint auditors and to fix the auditing fee of the Company every year, the Audit Committee considers electing the auditor for 2021 and submits to the Board of Directors for consideration in order to submit to the shareholders' meeting for consideration the approval for the appointment of the Auditors for 2021 and fixing their remuneration that Ms.Siraporn Ouuanunkun C.P.A. Registration No. 3844 or Mrs. Chonlaros Suntiasvaraporn C.P.A.

Registration No. 4523 or Mr. Chatchai Kasemsrithanawat C.P.A. Registration No. 5813 of EY Office Limited be appointed as the company's auditor for the year 2020 for a total remuneration not exceeding to Baht 3.20 Million. In the event those auditors are unable to perform their duties, EY Office Limited is authorized to assign another of its auditors to perform the audit and express an opinion on the company's financial statements in their place.

The Audit Committee was of opinion that as EY Office Limited has worldwide network which is acceptable by many countries. The auditing fee as proposed for the year 2021 is reasonable. Three Auditors together with EY Office Limited have no relationship or entry into any transactions which may create the conflict of interest to the Company, and proposed the audit fee of subsidiary companies for the shareholders' acknowledgment)

Directors' Opinion: The Board of Directors agreed on the consideration and recommendation of the Audit Committee regarding the appropriateness of the work volume. The Board of Directors thus passed resolution to propose that the Meeting of Shareholders consider appointing:

- 1) Ms. Siraporn Ouaanunkun, C.P.A. Registration No. 3844 or
(Ever signed on the Company's Financial Statements since 2015)
- 2) Mrs. Chonlaros Suntiasvaraporn C.P.A. Registration No. 4523 or
(Never signed on the Company's Financial Statements)
- 3) Mr. Chatchai Kasemsrithanawat C.P.A. Registration No. 5813 or
(Never signed on the Company's Financial Statements)

EY Office Limited to be appointed as the Company's auditors for the year 2020 for a total remuneration up to Baht 3.20 million. In the event those auditors are unable to perform their duties, EY Office Limited is authorized to assign another of its auditors to perform the audit and express and opinion on the company's financial statements in their place. Please refer to information of the auditors as appeared in the supporting document of Agenda 6.

Agenda 7: To consider and approve the addition of Company objectives No. 24.

Fact and reason: To approve and propose the Shareholders' Meeting for consideration the approval for the addition of company objectives No. 24 to manage the vacant land to benefit the business.

Company Objective No.24: that the business of crop cultivation, farming, mixed agriculture, forest garden planting

Directors' Opinion: The Board of Directors deems it appropriate to propose to the annual general shareholders' meeting to consider and approve the addition of No.24 as mention

Agenda 8: To Consider and approve the amendment to Clause 3 of the Company's Memorandum of Association regarding the increase of the objectives.

Fact and reason : To be in line with the increase of the registered capital of the Company as proposed to the Meeting in the Agenda 7, the Company needs to amend Clause 3 of the Company's Memorandum of Association to read as follows and the person assigned by the Board of Directors to register the amendment to the Company's Memorandum of Association with Department of Business Development, Ministry of Commerce shall have power to amend and give additional statements to comply with the Registrar's order.

Revise the Memorandum of Association No.3

Existing "No. 3 the company objectives designate 23 articles having the detail as Bor Mor Jor. 002 "

Revise "No.3 the company objectives designate 24 articles having the detail as Bor Mor Jor. 002 "

Directors' Opinion: The Board of Directors deems it appropriate to propose to the annual shareholders' meeting to approve the amendment to Clause 3 of the Company's Memorandum of Association to be in line with the increase of the objectives.

Agenda 9: To consider other issues (if any)

Fact and reason : Section 105 of the Public Limited Companies Act B.E. 2535 states that "Shareholders who hold combined stakes of not fewer than one-third of the total allocated shares are eligible to call the meeting to consider other matters outside those stipulated in the invitation letter".

Directors' Opinion: The Board of Directors realizes the importance of shareholders' meeting as well as the rights and equality of shareholders, and a right to vote and to receive any benefits. From the above intention, the shareholders should be able to propose Agenda for the company's shareholders' meeting. Therefore, the company deems it appropriate to accept Agenda proposal from shareholders through the company's website during every October to December before the shareholders come up with a written paper to the Board of Directors. If the Board considered the Agenda proposal of shareholders and ruled to exclude their proposal in the meeting's Agenda, the Board should inform them rationale through the company's website and through channel of the Stock Exchange of Thailand ahead of the meeting. The Board will explain the shareholders again at the meeting date. However, at the annual shareholders' meeting in 2020, no shareholders proposed Agenda ahead of the meeting.

The board of directors determines the practice of the shareholders' meeting to their rights and equality. So the resolution gives shareholders a chance to send the question and present the name of person for appointment the director in advance, before the Annual General Meeting of shareholders at the same time of the mentioned agenda by the directors consider and answer the shareholders' question through website of company and inform to the shareholders at the meeting day.

The Company would like to invite all shareholders to attend the meeting according to date, time and place as mentioned. Registration would be opened from 12 p.m. onwards. For shareholders who want to participate in the meeting themselves, please show identification cards or Civil Servant Identification Card or driving license as evidence to participate in the meeting. In case of the corporation, please take the certificate letter and verify their copies.

Any shareholders, who want to appoint other persons to attend the meeting and vote on their behalf at the meeting, please fill in and sign the proxy forms as attached and affix a tax stamp. Those who hold the proxies to attend the meeting are required to show document or evidence according to the Attachment No. 3 and submit to the Company's secretary prior to the meeting.

To protect the rights and benefits of the shareholders in case they could not participate in the meeting themselves but intend to appoint the Company's independent directors as their proxy holders and vote on their behalf, the shareholders are required to fill in the proxy forms and mention Mr. Verachai Tantikul, the independent director and the Company's Audit Committee Chairman or Mrs. Rawittha Pongnuchit, the independent director, and the Company's Audit Committee or Mr. Chamnong Watanagase, the independent director, and the Company's Audit Committee as their proxy holders. We would appreciate if the shareholders deliver the said proxies with related file attachments to the Corporate Secretary Office of Pranda Jewelry Public Company Limited, No. 28, Soi Bangna-Trad 28, Bangna Tai, Bangna, Bangkok 10260 Thailand before April 21st, 2021

For AGM 2020, The Company reserves right to cancel the souvenir for our shareholders that complied with anti-corruption policy of the company. However, the Company will still provide snack to the Shareholders or their attending proxies who attend the Meeting.



Yours Sincerely,

Sunanta Tiasuwan
Director

● **Corporate Secretary Office**

Mr. Dusit Chongsutthanamanee
Ms. Patcharaporn Sornsiri
Ms. Sakaoduean Srinet

Tel. 0-2769-9431 (Direct), 0-2769-9999 or 0-2361-3311 ext. 431
Tel. 0-2769-9403 (Direct), 0-2769-9999 or 0-2361-3311 ext. 403
Tel. 0-2769-9436 (Direct), 0-2769-9999 or 0-2361-3311 ext. 436


Supporting Document of Agenda 3 – 6


**The information of the comparison of the dividend
payment
for the year 2016 - 2020**

Detail of the dividends payment		2020 (proposal)	2019	2018	2017	2016
1. Profit (Loss) on equity holders of the Company	(Million baht)	(273.91)	(508.11)	48.35	(419.25)	(1.32)
2. Retained earnings, a net profit of year 2012	(Million baht)	414.27	-	-	-	-
3. Number of share	(Million Share)	539.03	-	-	-	-
4. Total dividend paid per share	(Baht : share)	0.10	-	-	-	-
5. Total dividend paid	(Million baht)	53.90	-	-	-	-
Dividend Payout	(%)	13.01%	-	-	-	-


Note: Meeting No. 14/2007, held on June 18th, 2007, passed the resolution that the Company's dividend policy would be to not exceed 60% of the net profit from the separate financial statements. Which the proposal to approve the dividend payment in accordance with the company's dividend payment policy.

Profile of the Directors retiring by rotation that proposed to re-appointing

Name-Surname	Mr. Verachai Tantikul	
Type of director proposed for election	Independent Director	
Present Position	<ul style="list-style-type: none"> ● Independent Director (Appointed 25 March 2005) ● Chair of Audit Committee ● Chair of Nomination and Remuneration Committee 	
Age	78 Years	
Nationality	Thai	
Education	<ul style="list-style-type: none"> ● LL.M., the University of California, at Berkely, U.S.A. ● Barrister-at-law, Thai Bar Association ● LL.B (Hons), Thammasat University ● Certificate, National Defense College of Thailand. Class 37 ● Senior Executive Development Program of the Office of the Civil Service Commission (OCSC), Course 1, Class 13 	
Training attended with regard to roles and responsibilities of corporate directors	<ul style="list-style-type: none"> ● Certificate of Director Certification Program (DCP), Class 37/2003 Thai Institute of Directors (IOD) 	
Date of First Director Appointment	Appointment as 25 March 2005	
Date of Latest Director	April 18 th , 2018	
Year in service	3 Years (Year 2019 – 2021) If approval of this time is totaling 16 years	
PDJ Shareholding (As of 30 December 2020)	-None -	
Position held in other listed companies	-None -	
Position held in none – listed companies	<ul style="list-style-type: none"> ● Director of the Petroleum Committee under the Petroleum Law 	
Position in other enterprises which may cause the conflict of interest	-None -	
Working experiences	<ul style="list-style-type: none"> ● The National Legislative Assembly, Thailand. ● Director General, the Treasury Department, Ministry of Finance ● Director General, the Excise Department, Ministry of Finance ● Deputy Permanent Secretary, Ministry of Finance ● Inspectors - General, Ministry of Finance ● Deputy Director - General, the Revenue Department 	
Attendance at 2020 meetings	<ul style="list-style-type: none"> ● Board of Director' meetings 9 out of 9 ● Audit Committee 4 out of 4 ● Nomination and Remuneration Committee 4 out of 4 	
Legal case (s)	-None -	
Director nomination criteria	The board of Director has considered the Nomination and Remuneration Committee's recommendation and agreed that Mr. Verachai Tantikul is a qualified director in accordance. And then consider that it can give comments independently and according to the relevant criteria	

Name-Surname	Mrs. Rawittha Pongnuchit	
Type of director proposed for election	Independent Director	
Present Position	<ul style="list-style-type: none"> • Independent Director (Appointed 14 August 2012) • Member of the Audit Committee 	
Age	71 years	
Nationality	Thai	
Education	<ul style="list-style-type: none"> • LL.B. Ramkhamhaeng University • M. Pol. Sc. Thammasart University 	
Training attended with regard to roles and responsibilities of corporate directors	<ul style="list-style-type: none"> • The Training Program for High Level Executive in Criminal Justice (Class 19) • Top Executive Program in Justice Management (Class 3) • Top Executive Program in Commerce and Trade (TEPCOT) Class 1 • Top Executive Program, Capital Market Academy (Class 3) • Public Administration and Public Law Program, King Prajadhipok's Institute, Class 3 • Director Certificate Program (DCP) Class 59/ 2005 Thai Institute of Directors (IOD) • National Defense College, The Joint State - Private Sector Course Class 15, Thailand National Defense College 	
Date of First Director Appointment	Appointment as Appointed 14 August 2012	
Date of Latest Director	April 18 th , 2018	
Year in service	3 Years (Year 2019 - 2021) If approval of this time is totaling 9 years	
PDJ Shareholding (As of December 30, 2020)	-None -	
Position held in other listed companies	<ul style="list-style-type: none"> • Independent Director and Chairman of the Audit Committee of Solartron Public Company Limited • Independent Director, Audit Committee and Chairman of the Sub-Committee on Law Committee of Synnex (Thailand) Public Company Limited • Independent Director and Chairman of the Audit Committee of Sakol Energy Public Company Limited 	
Position held in none - listed companies	<ul style="list-style-type: none"> • President of the Thai Duty Free Shop Trade Association • Board of Chairman of Chankham Residence Co., Ltd. • Board of Chairman of Pootra Corporation Co., Ltd. • Independent Director, Chair of the Audit Committee of NamHeng Concrete (1992) Co., Ltd. • Advisor of the Institute of Management Consultants Association of Thailand • Advisor of the Economics and Finance Academy • Chairman of the Class 59 of the Director Certificate Program (DCP59) • Director of Class 1, Top Executive program in Commerce and Trade (TEPCOT) 	

Position in other enterprises which may cause the conflict of interest	-None -
Working experiences	<ul style="list-style-type: none"> • Inspector-General, Ministry of Finance • Deputy Director-General, the Revenue Department • Subcommittee member, The Agreement Audit, Ministry of Transportation and Communication • Clearing Director of Thai Asset Management Corporation • Chairman of the Audit Committee / Director of KTB Law Co., Ltd. • Member of the Doing Business of Alien Committee, the Department of Trade Development, the Ministry of Commerce • Member and Chairman of the Audit Committee of Sukhumvit Assets Management Co., Ltd. • Director, Member of the Audit Committee, and Member of the Risk Management Committee of the Thai Credit Guarantee Corporation • Director of Airport Authority of Thailand Public Company Limited • Representative of the Ministry of Finance in the Committee of the Tourism Authority of Thailand (TAT), the Ministry of Tourism and Sport
Attendance at 2020 meetings	<ul style="list-style-type: none"> • The Board of Directors 9 out of 9 • Audit Committee 4 out of 4
Legal case (s)	-None -
Director nomination criteria	The board of Director has considered the Nomination and Remuneration Committee's recommendation and agreed that Mrs. Rawittha Pongnuchit is a qualified director in accordance. And then consider that it can give comments independently and according to the relevant criteria

Name-Surname	Mr. Pramote Tiasuwan (Founding director)	
Type of director proposed for election	Executive Director	
Present Position	<ul style="list-style-type: none"> ● Vice Chairman (Appointed 24 July 2020) (Authorized Director) ● Executive Director ● Managing Director (Manufacturing) ● Finance & Risk Management Director ● Nomination and Remuneration Director 	
Age	70 years	
Nationality	Thai	
Education	<ul style="list-style-type: none"> ● Ordinary National Diploma in Technology (Mechanical Engineers) From Willesden College of Technology, London, England. 	
Training attended with regard to roles and responsibilities of corporate directors	<ul style="list-style-type: none"> ● Director Certificate Program (DCP), Class 46/2004 ● Director Accreditation Program (DAP), Class 16/2004 ● Finance for Non-Finance Program (FN), Class 12/2004 	
Date of First Director Appointment	Appointment as 6 June 1990 (As of First Day registration with SET)	
Date of Latest Director	April 18 th , 2018	
Year in service	3 Years (Year 2019 – 2021) If approval of this time is totaling 31 years	
PDJ Shareholding (As of December 30, 2020)	10,448,236 shares equaling to 2.13% of the total shares with voting rights (PDJ shareholding includes shares of spouse)	
Position held in other listed companies	-None -	
Position held in none – listed companies	<ul style="list-style-type: none"> ● Director of Pranda Group, 3 Companies 	
Position in other enterprises which may cause the conflict of interest	-None -	
Working experiences	<ul style="list-style-type: none"> ● Director of the Gem and Jewelry Industry Club of the Federation of Thai Industries 	
Attendance at 2020 meetings	<ul style="list-style-type: none"> ● Board of Directors' meetings 9 out of 9 ● Group Executive Committee 11 out of 12 ● Finance & Risk Committee 4 out of 4 ● Nomination and Remuneration Committee 4 out of 4 	
Legal case (s)	-None -	
Director nomination criteria	The board of Director has considered the Nomination and Remuneration Committee's recommendation and agreed that Mr. Pramote Tiasuwan is a qualified director in accordance.	

The Independent Director definition of Pranda Jewelry Public Company Limited

Pranda Jewelry Public Company Limited has defined the definition of Independent Directors which is equal to the regulation of the Securities and Exchange Commission and the Stock Exchange Thailand. "Independent Director" of the Company means the Director who possesses as following qualifications;

1. Holds shares, not exceeding 1% of total shares with voting rights, of the Company, the Parent Company, Subsidiaries, Associates, major shareholders or controlling parties of the Company. In this regard, the shares of connected persons of the said Independent Director shall be counted as well.
2. Is not or has never been an Executive Director, employee, staff, advisor with regular salary, or controlling person of the Company, Parent Company, Subsidiaries, Associates, same-level Subsidiaries, major shareholder or controlling person of the Company, unless the foregoing status has ended for not less than 2 years prior to the date of submitting the application to the Securities and Exchange Commission (SEC). In this regard, such prohibition shall not include the case that the aforementioned Independent Director has been an official or advisor of a government unit which is a major shareholder or controlling party of the Company.
3. Is not a person who has a relationship by blood or legal registration with the status of father, mother, spouse, brother, sister, and child, including spouse of daughter or son of other directors, Management, major shareholder, controlling person or person who is in the process of nomination to be Directors, Executive or controlling person of the Company or Subsidiaries.
4. Does not have nor used to have a business relationship with the Company, the Parent Company, Subsidiaries, Associates, major shareholders or controlling parties of the Company which may interfere with independent judgment of said Independent Director, including not being nor has ever been a significant shareholder or controlling person of any party having business relationship with the Company, the Parent Company, Subsidiaries, Associates, major shareholders or controlling parties of the Company, unless the aforesaid status has ended for not less than 2 years prior to the date of submitting the application to the SEC.

The term "business relationship" in the foregoing paragraph shall include normal business transactions of rental or lease of immovable property, transaction related to assets or services, or giving or receiving financial assistance through loans, guarantees, providing assets as collateral, and any similar actions which results in the Company or the counterparty becoming indebted to the other party in the amount equal to or more than 3 % of the net tangible assets of the Company or equal to or more than Baht 20 million, whichever is lower. In this regard, the calculation of such indebtedness shall be in accordance with the calculation method of the value of connected transaction under the Notification of the Capital Market Supervisory Board on the conditions of connected transaction mutatis mutandis, provided that all indebtedness incurred during the period of 1 year prior to the date of having the business relationship with the above party shall also be included in the calculation.

5. Is not or has never been the auditor of the Company, Parent Company, Subsidiaries, Associates, major shareholders or controlling parties of the Company, and is not a significant shareholder, controlling person, or partner of the auditing firm employing the external auditor of the Company, Parent Company, Subsidiaries, Associates, major shareholders or controlling parties of the Company, unless the aforesaid status has ended for not less than 2 years prior to the date of submitting the application to the SEC.
6. Is not or has never been the professional service provider including, but not limited to, legal service or financial advisor and receiving service fee exceeding Baht 2 million per year from the Company, Parent Company, Subsidiaries, Associates, major shareholders or controlling parties and is not a significant shareholder, controlling person, or partner of the firm providing such professional services, unless the foregoing status has ended for not less than 2 years prior to the date of submitting the application to the SEC.

7. Is not a Director appointed to be the representative of the Directors of the Company, major shareholders, or any other shareholder related to major shareholders.
8. Does not operate the same and significantly competitive business with the business of the Company or Subsidiaries, or is not a significant partner of the partnership, or is not an Executive Director, employee, staff, advisor receiving regular salary, nor holds shares in the amount exceeding 1% of the total shares with voting rights of any other Company which operates the same and significantly competitive business with the business of the Company or Subsidiaries.
9. Does not have any other characteristics which may impact the ability to express independent opinion regarding business operations of the Company.

After the appointment as Independent Director in accordance with the conditions under items 1-9 of this section, as mentioned above; such Independent Directors may be assigned by the Board of Directors to make decisions on business operations of the Company, Parent Company, Subsidiaries, Associates, same-level Subsidiaries, major shareholders or controlling parties of the Company with respect to collective decision-making.

The report of remuneration of the Director and The Group Executive Committee for year 2020

Remuneration of Directors of the Company

Unit: million baht

Name	Remuneration of Directors			
	Position	The Board of Directors (Salary and Bonus)	The Audit Committee (Allowance and Bonus)	Total
1. Mr. Prida Tiasuwan	Board Chairman	2.548		2.548
2. Mrs. Prapee Sorakraikitikul	Director/ Finance & Risk Management Director/ Nomination and Remuneration Director	1.324		1.324
3. Mrs. Sunanta Tiasuwan	Director/ Nomination and Remuneration Director	1.257		1.257
4. Mr. Verachai Tantikul	Independent Director/ Chair of Audit Committee/ Chair of Nomination and Remuneration Director Committee		0.756	0.756
5. Mrs. Rawittha Pongnuchit	Independent Director/ Audit Committee		0.504	0.504
6. Mr. Chamnong Watanagase	Independent Director/ Audit Committee		0.504	0.504
Total		5.129	1.764	6.893

Remaining three directors of the company are entitled to receive remuneration in capacity of the company's executive directors.

Remuneration of the Executive Director and the Executives of the Company

	Type of Remuneration	No. (person)	Total (million baht)
Executive directors and management	Salary and Bonus	6	18.837

Note: 1) There are 4 Board of Directors who have received remuneration as Executive Directors
2) Remuneration for Accounting and Finance Manager is not included in such remuneration

The Nomination and Remuneration Committee has proposed remuneration of the company's Board of Directors **in 2021 (year of proposal)** based on the company's operating results and appropriateness determined by responsibility, task, performance of each directors, and benefits the company receives from each director in amount of **not exceeding 10.0 million baht** decreased to year 2020.

Supporting Document of Agenda 6

The information of the comparison of the auditing fee for the year 2019 - 2021

Unit: million baht

	2021 (proposal)	2020	2019
The auditing fee	not more than 3,200,000	3,130,000	3,100,000
Non - Audit fee	-	-	-
Total	3,200,000	3,130,000	3,100,000
Proposed audit fees	3,200,000	3,130,000	3,100,000

- **Regarding the auditors of Subsidiary Companies**

EY Office Limited was admitted to be the auditors of Subsidiary Companies 3 units are:-

1. Primagold International Co., Ltd.
2. Crystalline Co., Ltd.
3. Pranda Lodging Co., Ltd.

Document for attending the
Annual General Meeting of Shareholders
for the year 2020

Explanation of Procedures on Execution of Proxy, Registration, Submission of Documents for Attending the Meeting and Voting For the Annual General Meeting of Shareholders for the Year 2020
Pranda Jewelry Public Company Limited
On April 21st, 2021

Proxy

The Company has delivered a proxy form A. form B. and C. as prescribed by the Ministry of Commerce to shareholders, who cannot attend the meeting in person, to consider authorizing other person or any of the Company's three directors as proposed in the proxy instrument and named:

1. Mr. Verachai Tantikul Independent Director / Chair of the Audit Committee
2. Mrs. Rawittha Pongnuchit Independent Director / Audit Committee
3. Mr. Chamnong Watanagase Independent Director / Audit Committee

Profiles of the above directors are also attached for consideration.

To authorize the Company's director as proposed,

- The grantor shall mark ✓ in for one name only in either 1. or 2. or 3. of Clause (3) and then affix his/her signature.
- The grantor the original signed proxy instrument to "Corporate Secretary Office" prior to the meeting date.

Registration

The Company will review completion of the proxy instrument and begin registration from 12 p.m. at Auditorium Room, B1 building, 5th floor, of Pranda Jewelry (Public) Co., Ltd 28 Soi Bangna-Trad 28, Bangna Tai, Bangna, Bangkok according to the steps of attending the Meeting.

The attendants were required to bring following documents before entering the Meeting (if any case)

1. Individuals

1.1 Required document for self-attended individual is an unexpired official document bearing the holder's photo such as identification card, driving license or passport

1.2 Proxy holders

- 1.2.1) Proxy Form, attached with the Notice to the Annual General shareholder's Meeting, accurately completed together with signatures of the shareholder and the proxy holder.
- 1.2.2) A certified copy of the shareholder's official document, as specified in 1.1 and
- 1.2.3) The proxy holder's official document, as specified in 1.1

2. Juristic Persons

2.1 Delegates of the shareholders

- 2.1.1) The delegate's official document, as underlined in 1.1
- 2.1.2) A certified copy of the registration document or certificate of juristic person and affixed common seal of the company (if any)

2.2 Proxy holders

- 2.2.1) Proxy form, attached with the Notice to the Annual General shareholder's Meeting, accurately completed together with signatures of the shareholder and the proxy holder
- 2.2.2) A certified copy of the registration document or certificate of juristic person and affixed the common seal of the company (if any)
- 2.2.3) The proxy holder's official document, as underlined in 1.1

3. For the non-Thai individual or juristic person shareholder Use the document according to item 1 or 2 according to the following conditions,

- 3.1) copy of the certificate of incorporation and the affidavit issued by an authorized officer of the juristic person or regulatory body of the country where the juristic person is domiciled, which certifies the name of the juristic person, the person authorized to bind the juristic person, and head office location.
- 3.2) The document with the original copy written in the language other than English must be submitted together with the English translation. The translation copy must be certified by the juristic person's authorized person.

Voting

- In voting method, one share is entitled to one vote and resolutions of the shareholders' meeting must consist of following votes
 - (1) On normal circumstance, the resolution shall be resolved according to the majority votes of the present shareholders. If the votes are equal on both sides, the meeting chairman shall make the final decision.
 - (2) In other case which the law or the Company's regulations state otherwise, it should count on the votes of not fewer than three-fourth of the total votes of shareholders who are attending the meeting and possess voting rights such the cases as business disposal or acquisition, merger, connected transaction items and empowering other persons to manage business on their behalf.
- Directors of the Company shall be elected by the shareholders meeting in accordance with the rules and procedures as follows:
 - (1) One shareholder possesses one voting right for each share held.
 - (2) Each shareholder is required to exercise his voting rights in full according to the number of shares held (1) to nominate one or several persons as Directors, but may not share his voting rights with others.
 - (3) Persons with the highest number of votes in descending order will be nominated as Director, according to the number of Directors or the requirement to appoint. In the event that a person nominated as a Director has the same number of votes as the next nominee, but both nominees exceed the number of Directors which the Meeting of Shareholders is required to appoint, the Chairman will cast the deciding vote.

Shareholders are therefore not eligible to split their votes in electing directors according to Article 70 (Cumulative Voting System) of the Public Listed Company Act.

- Decision or resolution of the shareholders meeting shall be made by voting, The shareholder will always have one vote for one share, regardless of the voting procedure. In case of equality of votes, the chairman of the meeting shall have a casting vote even though he is not a shareholder of the Company.
-

In an event that any shareholder has conflict of interest in any matter to be voted in the meeting, such shareholder shall not be entitled to vote for that matter, except for casting his/her vote for election of directors of the Company.

- Procedures on Casting Votes

The Director will explain the procedure for cast votes before the meeting commences. Officers of the Company shall count and sum up votes on each agenda based on votes indicating in a proxy from upon registration and/or ballot submitted by the shareholder in the meeting. The Chairman of the meeting shall announce the results for each item on the agenda before the agenda is finished.

Profile of the independent directors whom shareholders can consider as their proxy holders



Name - Surname Mr. Verachai Tantikul
Age 78 years
National Thai
Address 29 Sirintorn Road, Soi 2 Bangplad, Bangplad, Bangkok, 10700

Present Position

- Independent Director (Appointed 25 March 2005)
- Chair of Audit Committee
- Chair of Nomination and Remuneration Committee

Previous Position

- The National Legislative Assembly, Thailand.
- Director General, the Treasury Department, Ministry of Finance
- Director General, the Excise Department, Ministry of Finance
- Deputy Permanent Secretary, Ministry of Finance
- Inspectors – General, Ministry of Finance
- Deputy Director – General, the Revenue Department

Shareholding - None - (On December 30th, 2020)

Year in service 3 Years (Year 2019 – 2021)

Education

- LL.M., the University of California, at Berkeley, U.S.A.
- Barrister-at-law, Thai Bar Association
- LL.B (Hons), Thammasat University
- Certificate, National Defense College of Thailand. Class 37
- Senior Executive Development Program of the Office of the Civil Service Commission (OCSC), Course 1, Class 13.

Training attended with regard to roles and responsibilities of corporate directors

- Certificate of Director Certification Program (DCP), Class 37/2003, Thai Institute of Directors Association (IOD)

Position in listed companies

- None -

Position in other enterprises (unlisted companies)

- Director of the Petroleum Committee under the Petroleum Law

Position in other enterprises which may cause the conflict of interest - None -

The significant business relationship that potentially jeopardize independence - None -

Legal case(s) - None -

Attending the Meeting 2020

	Attending the Meeting / Times to attend the Meeting
The Board of Directors	9/9
Audit Committee	4/4
Nomination and Remuneration Committee	4/4

At this meeting, the proxy director has special interest in Agenda 4 and interest in Agenda 5



Name–Surname Mrs. Rawittha Pongnuchit

Age 71 years

National Thai

Address 5/ 208 Lamlukka 71, Lamlukka Road, Bueng-Ladsawai, Lamlukka, Pathumthani 12150

Present Position

- Independent Director (Appointed 14 August 2012)
- Audit Committee

Previous Position

- Inspector-General, Ministry of Finance
- Deputy Director-General, the Revenue Department
- Director of Bureau of Tax Appeals, the Revenue Department
- Lawyer 9 (Expert in protection and counter destroying of the tax system), Office of Tax Auditing, the Revenue Department
- Deputy Finance Ministry Spokesman
- The Revenue Department Spokesman
- Secretariat to the Revenue department
- Sub-committee of studying and audit of the contract the ministry of transport
- Clearing Director of Thai Asset Management Corporation
- Chairman of the Audit Committee / Director of KTB Law Co., Ltd.
- Member of the Doing Business of Alien Committee, the Department of Trade Development, the Ministry of Commerce
- Member and Chairman of the Audit Committee of Sukhumvit Assets Management Co.,Ltd
- Director, Member of the Audit Committee, and Chairman of the Selection and Remuneration Committee of Thai Petrochemical Industry Public Company Limited
- Director, Member of the Audit Committee, and Member of the Risk Management Committee of the Thai Credit Guarantee Corporation
- Director of Airport Authority of Thailand Public Company Limited
- Representative of the Ministry of Finance in the Committee of the Tourism Authority of Thailand (TAT), the Ministry of Tourism and Sport

Shareholding - None - (On December 30th , 2020)

Year in service 3 Years (Year 2019 – 2021)

Education

- LL.B. Ramkhamhaeng University
- M. Pol. Sc. Thammasart University

Training attended with regard to roles and responsibilities of corporate directors

- Top Executive Program, in criminal Justice Class 19
- Top Executive Program, Capital Market Academy (Class 3)
- Top Executive Program in Commerce and Trade Class 1
- Top Executive Program in Justice Management (Class 3)
- Public Administration and Public Law Program, King Prajadhipok’s Institute, Class 3
- Director Certificate Program (DCP) Class 59/ 2005
- National Defense College, The Joint State - Private Sector Course Class 15, Thailand National Defense College

Position in listed companies

- Independent Director, Chairman of the Audit Committee of Solartron Public Company Limited
- Independent Director, Member of the Audit Committee, and Chairman of the Sub-Committee Risk Management on Law Committee of Synnex (Thailand) Public Company Limited
- Independent Director, Chairman of the Audit Committee of Sakol Energy Public Company Limited

Position in other enterprises (unlisted companies)

- President of the Thai Duty Free Shop Trade Association
- Board of Chairman of Chankham Residence Co., Ltd.
- Board of Chairman of Pootra Corporation Co., Ltd.
- Independent Director, Member of the Audit Committee of NamHeng Concrete (1992) Co., Ltd.
- Advisor of the Institute of Management Consultants Association of Thailand
- Advisor of the Economics and Finance Academy
- Advisor of the Capital Market Academy Alumni Association
- Chairman of the Class 59 of the Director Certificate Program (DCP59)
- Director of Class 1, Top Executive program in Commerce and Trade (TEPCOT)

Position in other enterprises which may cause the conflict of interest - None -

The significant business relationship that potentially jeopardize independence - None -

Legal case(s) - None -

Attending the Meeting 2020

	Attending the Meeting / Times to attend the Meeting
The Board of Directors	9/9
Audit Committee	4/4

At this meeting, the proxy director has special interest in Agenda 4 and interest in Agenda 5



Name–Surname Mr. Chamnong Watanagase

Age 69 years

National Thai

Address 99 Baring Soi 3 Sukhumvit 107 Bangna Tai, Bangna, Bangkok 10260

Present Position

- Independent Director (Appointed 25 March 2014)
- Audit Committee

Previous Position

- President of the following joint ventured companies with the Siam Commercial Bank, Plc. (1994-1998)
 - Siam Commercial Link with the Management Link and Siam Commercial Bank, Plc.
 - Science Commercial Link, Ltd., with the National Science and Technology Development Agency (NSTDA) as 3rd partner
 - SCB Technology, a venture capital of the Siam Commercial Bank, Plc.
- Founding Manager, Business Advisory Center for SMEs, Kenan Institute Asia Foundation (funded by USAID)
- Chairman of the Audit Committee, Chairman of the Risk Management Committee, Indara Insurance, Plc. (2000-2014)
- Chairman of the Audit Committee, member of the Selection & Compensation Committee, Thai Cardif Life Assurance, Plc. (2009-2014)
- Member of the Executive Committee, Thailand Science Park, the National Science and Technology Development Agency (NSTDA)
- Adviser, the Technical Services Center, Mahidol University
- Audit Committee member, John Hancock Life Assurance, Plc. (2000-2009)
- Adjunct professor of Linguistics and Philosophy, Graduate School of Humanities, Ramkhamhaeng University (2004-2013)
- Cultural Affairs staff, United States Information Agency, US Department of State, Washington, DC
- Insurance instructor, School of Management Science, Prince of Songkla University, Haad Yai, Songkla
- Manager, the Technical Service Center, Interlife Assurance, Ltd.

Shareholding 92,200 shares or 0.02% (On December 30th, 2020)

Year in service 3 Years (Year 2021 – 2023)

Education

- Bachelor Degree in Accounting, Chulalongkorn University, 1974
- MBA, University of Central Missouri, 1982
- Completed Ph.D. coursework in Political Science and Philosophy, Thammasat University, "Finished the PhD Course work and quit without pursuing the doctoral dissertation"
- Certificate in Advanced English (Hons), National Institute of Development Administration (NIDA), 1975
- The School of Law Thmmasat University Graduate Study Program (1978 - 80)

Training attended with regard to roles and responsibilities of corporate directors

- Director Certification Program (DCP) Class 5/2001, Chartered Director Class 1/2007 Thai Institute of Directors (IOD)
- Certificate in Top Executive Program, Capital Market Academy (CMA), Class 6
- Tactical Training in Hostage Rescues, US Marshal Service, Department of Justice, Baton Rouge, Louisiana, USA, 1990
- Marketing Coaching, Tack Training International, London, UK, 1991

Position in listed companies

- Chairman of the Audit Committee, member of the Investment Committee, LDC Dental, Plc.

Position in other enterprises (unlisted companies)

- Chairman Nomination and selection Committee, member of the Audit Committee, Thai Credit Retail Bank, Plc.
- Vice president of the Thai Investors Association

Position in other enterprises which may cause the conflict of interest - None -

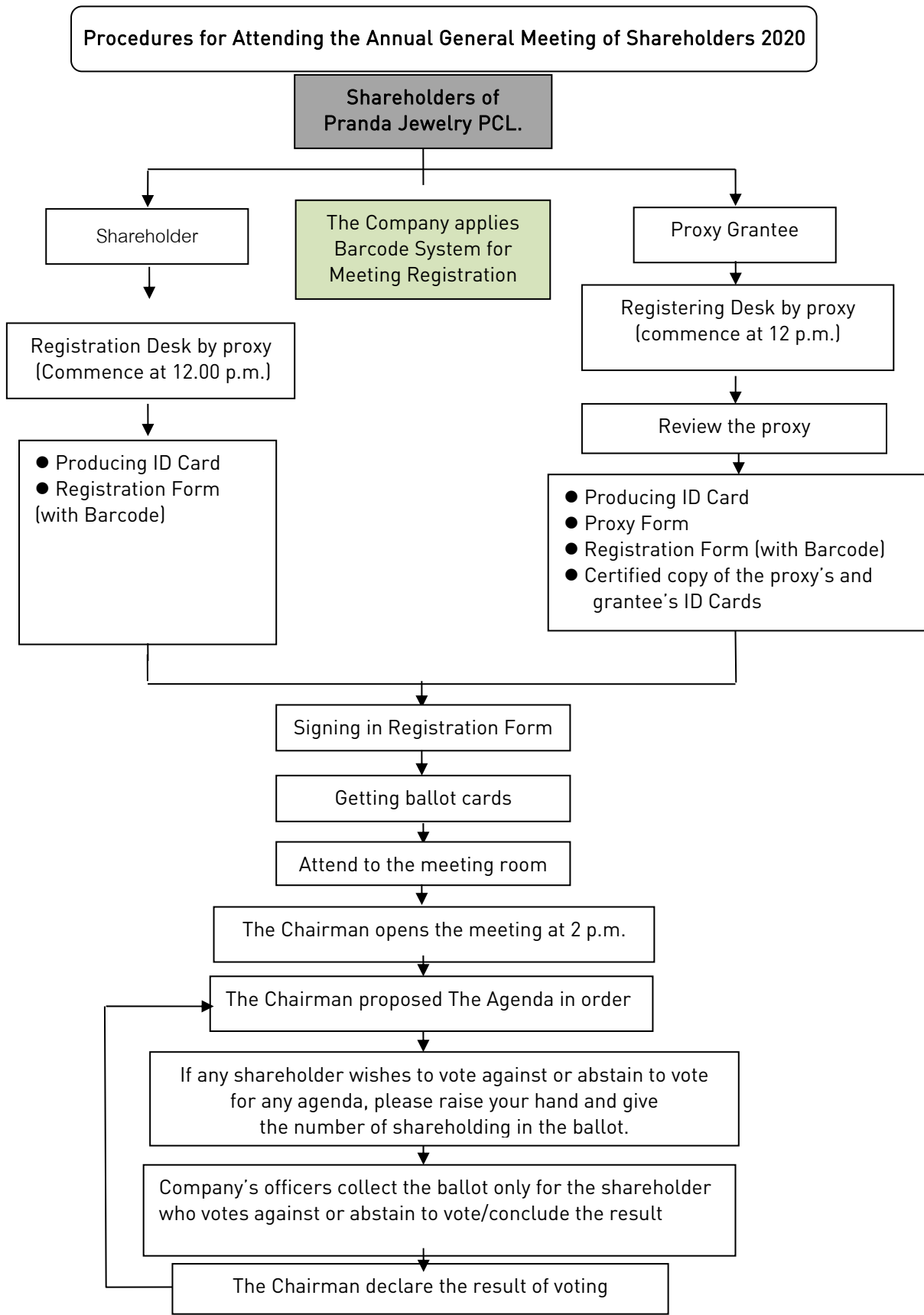
The significant business relationship that potentially jeopardize independence - None -

Legal case(s) - None -

Attending the Meeting 2020

	Attending the Meeting / Times to attend the Meeting
The Board of Directors	8/9
Audit Committee	3/4

At this meeting, the proxy director has interest in Agenda 5



*Please return the ballot to the Company's officers for every

The Articles of Association related the Meeting of Shareholders

Director

10. The Company is prohibited from owning or accepting a pledge of its own shares
- (1) The Company may repurchase shares from shareholders who disagree with the resolution of the Shareholders' Meeting which amend the Company's regulation on voting right and the right to receive dividends which shareholders believe that they do not receive justice.
 - (2) The Company may repurchase shares for financial operating purpose when the Company has excess retained earnings and liquidity. Such stock repurchase does not cause the Company's financial difficulty and shall be approved by the Shareholders' Meeting except in the case of the Company repurchase shares not exceeding 10 percent of total paid-up capital; this will be under the Board of Directors' authority. Shares held by the Company as a result of the repurchase are not counted in the quorum of the Shareholders' Meeting, nor the right to vote and the right to receive dividends.
Shares repurchase, sales of repurchased shares and cancellation of repurchased shares must be following the regulations and procedures of the Public Limited Companies Act and the Securities and Exchange Law enforcement at that time.
16. The directors are not required to be the Company's shareholders.
17. The board of director shall consist of not less than 5 but not more than 20 directors and not less than half of the total directors shall have their permanent residence in the Kingdom and the director shall be qualified by law.
18. The meeting shall appoint the directors on the following criteria and methods:
- (1) A shareholder shall have votes equal to the number of shares held.
 - (2) Each shareholder shall vote using all of his/her shares available on (1). Voting for single or several individuals to be the directors.
 - (3) The individuals voted for highest scores in a descending order will be appointed directors according to the number of directors so available or required at that time. If the voted individuals in the descending order have equal votes which exceeds the number of directors so available or required, the chairman shall have a casting vote.
19. In each annual general meeting, one third of the directors shall retire from office. If the number of directors is indivisible into 3 parts, the one nearest to one-third shall prevail. The directors who are subject to retire from office in the first and second years following the company registration shall be determined by draw lot. As for the subsequent years, the directors who have longest held office shall retire from office for the then rotation. The directors retiring by rotation may be reelected in office.
23. Any directors may be resolved to retired earlier by the votes of the shareholders' meeting of not less than three-fourth of the shareholders present and entitled to vote, and with aggregate number of shares not less than half of the number of shares of the shareholders present and entitled to vote in that meeting.

Shareholders' Meeting

34. No. 34 The annual general meeting of shareholders shall be convened by the board of directors within four months from the accounting year-end of the Company.

Any shareholders' meetings other than that pursuant to the first paragraph convened shall be called "Extraordinary Meeting". The board of directors may summon an Extraordinary General Meeting of Shareholders whenever the Board deems appropriate. The shareholders holding shares altogether at not less than ten (10) percent of the total number of shares sold may submit their names in a letter requesting the board of directors to call and extraordinary general meeting at any time, but the subjects and reasons for calling such meeting shall be clearly stated in such request. In such case, the board of directors shall proceed to call a meeting of shareholders to be held within forty-five (45) days as from the date of receipt of such request from the shareholders.

In case that the board of director does not arrange the shareholders' meeting within the period as prescribed in the preceding paragraph, the shareholders who subscribe their names or other shareholders holding the number of shares as required may call such meeting within forth-five (45) days from the deadline prescribed therein. In this regard, the meeting called by the shareholders shall be considered as those called by the board of directors. The company shall be responsible for necessary expenses arising from such meeting and reasonably provide facilitation therein.

In case the quorum of the shareholders' meeting called by the shareholders as prescribed under the preceding paragraph cannot be formed according to Article 36, the subscribed shareholders stated in the preceding paragraph shall be collectively responsible to the Company for expenses arising from such meeting.

35. In holding a shareholders' meeting, the board of directors shall within not less than 7 days prior to the date of meeting send to the shareholders a notice of meeting, including the detailed issues to be proposed to the meeting, specifying clearly whether to be informed, approved or considered, as the case may be, including the opinions of the board of directors in respect of such issues, and shall advertise the date of meeting in newspaper 3 days consecutively for not less than 3 days prior to the date of meeting.
The board of director shall specify the date, time and place for holding the shareholders' meeting, which place must be the location of the headquarters or branch offices or be the province near the headquarters or branch offices or be other province the board of directors may think fit.
36. In the shareholders' meeting, the number of the shareholders and proxies (if any) present shall not be less than 25 persons and the aggregate number of share shall not be less than one-third of the total shares sold, or the number of the shareholders and proxies (if any) present is not less than half of the total shareholders and the aggregate number of shares is not less than one-third of the total shares sold in the event of less than 25 shareholders present, to constitute a quorum.
If within 1 hour from the time appointed for the shareholders' meeting a quorum is not constituted, such meeting shall be dissolved should it be held for the shareholders, request. If not, the board of directors shall reschedule the meeting and send the notice of meeting to the shareholders not less than 7 days prior to the date of meeting, prior to the date of meeting, provided that the quorum of the adjourned meeting is not required.
37. In the shareholders' meeting, a shareholder may give proxy to other individual reaching legal age to attend the meeting and vote on his/her behalf. The proxy letter shall specify the date and be signed by the shareholder giving proxy as required by the registrant.
The proxy letter shall be given to the chairman or his designee at the place of meeting before the proxy attends the meeting.
38. In voting, a share shall have one vote and the resolutions of the shareholders' meeting shall consist of votes as follows:
- (1) In normal circumstances, the majority votes of the shareholders present and voting shall prevail. In the case of equality of votes, the chairman shall have one more vote for casting vote.
 - (2) For the following circumstances, three-fourth of the total votes of the shareholders present and voting shall prevail:
 - (a) Selling or transferring the business of the Company, in whole or in essential part, to others;
 - (b) Acquiring or being transferred for the business of other company or public company to be the Company's;
 - (c) Making, amendment or cancellation of the contract with respect of rent of the business of the Company, in whole or in essential part;
 - (d) Delegating others to handle the Company's business;
 - (e) Merging with other business for the purpose of sharing profit and loss;
 - (f) Amendment to the Memorandum of Association or Articles of Association;
 - (g) Raising or reducing the Company's capital or issuance of debentures; and
 - (h) Acquisition or dissolution.

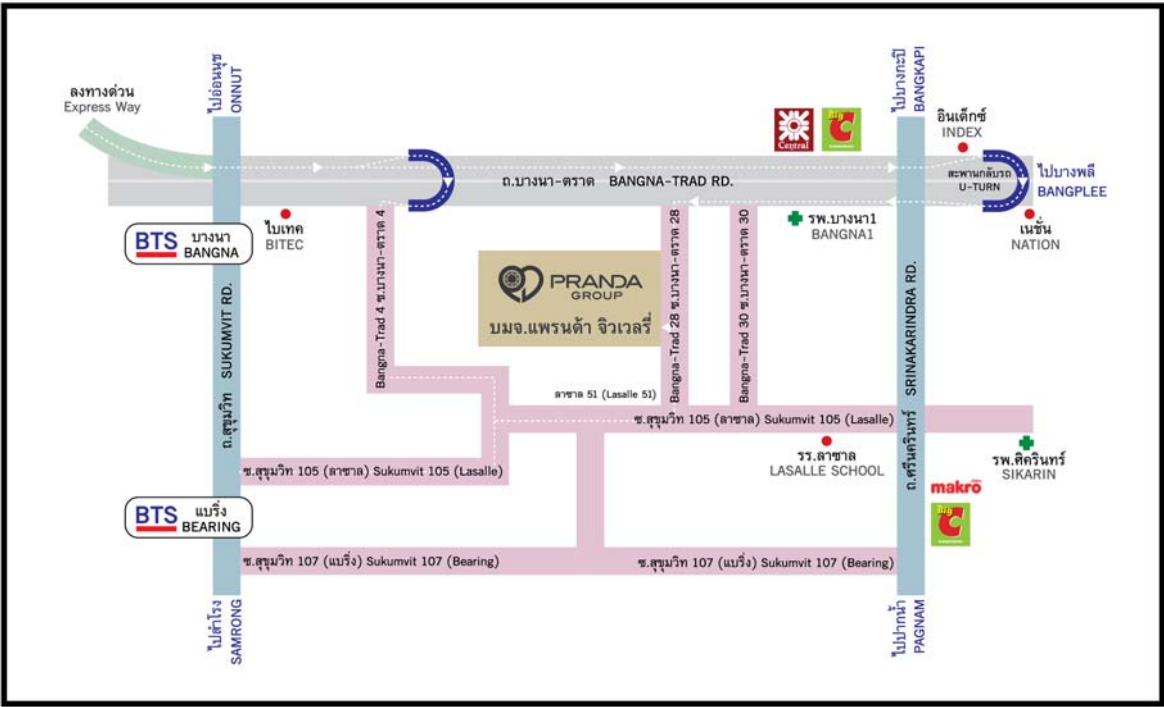
39. The Agenda in the annual general meeting shall include:
- (1) considering the report of operation results of previous year as proposed to the meeting by the board of directors;
 - (2) considering approval of the balance sheet;
 - (3) considering appropriation of profit;
 - (4) appointing directors to replace those retiring by rotation; and
 - (5) other Agenda.

Accounting, Financing, Auditing and Dividends

40. The accounting of year of the Company shall commence on 1st January and terminate on 31st December of every year.
41. The Company shall produce and well maintain the records and have them audited in accordance with law with respect thereof and shall produce the balance sheet and profit and loss statement at least once every 12-month cycle which is the Company's accounting period. The Company's books and records shall be made in Thai in accordance with the international accounting principle generally accepted in Thailand.
42. The board of directors shall cause the balance sheet and profit and loss statement to be produced at the end of the Company's accounting period in order to propose to the shareholders' meeting in the annual general meeting for their consideration and approval of the balance sheet and profit and loss statement produced during the accounting period to be proposed to and get approval from the shareholders' meeting. The board of directors shall have the auditor complete the audit before proposing to the shareholders' meeting.
43. The board of directors shall send to the shareholders the following documents together with the notice of annual general meeting:
- (1) A copy of audited balance sheet and profit and loss statement together with the audit report of the auditor; and
 - (2) An annual report of the board of director.
44. Subject to Article 45, no appropriation of dividends from monies other than profits can be made. No dividends distribution can be made should accumulative losses remain.
- The dividends from ordinary shares shall be distributed equally per share by the number of shares.
- The board of directors may from time to time pay interim dividends to the shareholders should they consider that the profits are adequate for so doing and shall report to the shareholders in the next shareholders' meeting.
- The dividend payment shall be made within 1 month from the date the shareholders' meeting or board of directors resolves, as the case may be. Such payment shall be notified in writing to the shareholders and be announced in newspaper within 1 month from the date the shareholders' meeting approves or the board of director resolves, as the case may be.
45. The Company must set aside part of the annual net profits as reserves not less than 5 percent of the annual net profits less carried accumulative losses (if any) until the reserves is not less than 10 percent of the registered capital. In addition to the said reserves, the board of director may propose the shareholders, meeting to resolve retention of the net profits as other reserves as they may consider appropriate for the Company's operation.
46. The auditor is authorized to audit the document and any other evidence in respect of income, revenue, as well as the Company's assets and liabilities during the working hours. To this end, the auditor is authorized to inquire from the directors, staff members, employees, individuals holding any positions in the Company and its representative, including requesting explanation with respect of facts or evidence documents in relation to the Company's operation.

Map of Pranda Jewelry Public Company Limited

PRANDA MAP



PROXY FORM

Made at.....
Date..... MonthYear.....

(1) I (We)..... Nationality.....
Residing at No. Road..... Sub-District.....
District..... Province..... Postal Code.....

(2) As a shareholder of Pranda Jewelry Public Company Limited
Holding a total number of Shares, with voting rights equivalent to vote

(3) Hereby grant
1)..... Age..... Year Residing at No.....
Road..... Sub-district District.....
Province..... Postal Code..... or

2)..... Age..... Year Residing at No.....
Road..... Sub-district District.....
Province..... Postal Code..... or

3)..... Age..... Year Residing at No.....
Road..... Sub-district District.....
Province..... Postal Code.....

Only one person among them will represent me to attend the meeting and cast votes on my behalf at the Annual Ordinary General Meeting in 2020 on **Wednesday, April 21st, 2021 at 2 p.m. at Auditorium Room, B1 building, 5th floor, of Pranda Jewelry (Public) Co., Ltd., 28 Soi Bangna-Trad 28, Bangna Tai, Bangna, Bangkok** or as postponed to other date, time and at other place.

Any act (s) undertaken by the proxy at such meeting shall be deemed as my (our) own act (s) in every respects.

(Signed)..... Grantor
(.....)

(Signed)..... Proxy
(.....)

Remarks

A shareholder shall grant only one proxy to attend and vote on his/her behalf at the meeting, and cannot divide his/her shares for several proxies to vote separately.

Stamp Duty Baht 20

PROXY FORM

Form B

Made at.....

Date.....Month.....Year.....

(1) I (We)Nationality.....

Resident at No.....Road.....Sub-district.....

District.....Province.....Postal Code.....

(2) As a shareholder of Pranda Jewelry Public Company Limited

Holding the total amount of ordinary shares..... Voting rights equivalent to.....vote

(3) Hereby grant

1).....Age.....Year Residing at No.....

Road.....Sub-district.....District.....

Province.....Postal Code.....or

2).....Age.....Year Residing at No.....

Road.....Sub-district.....District.....

Province.....Postal Code.....or

3).....Age.....Year Residing at No.....

Road.....Sub-district.....District.....

Province.....Postal Code.....or

Independent Director as proxy:-

- Please mark
tick in
front of the
name of one
proxy holder
1. Mr. Veachai Tantikul Director/Chairman of Audit Committee Age 78 Years
Residing at No. 29 Sirintorn Road, Soi 2 Bangplad, Bangplad, Bangkok, 10700
- Or 2. Mrs. Rawittha Pongnuchit Director/ Audit Committee Age 71 Years
Residing at No.5/208 Soi Lamlukka 71, Lamlukka Road, Bueng-Ladsawai, Lamlukka,
Pathumthani, 12150
- Or 3. Mr. Chamnong Watanagase Director/ Audit Committee Age 69 Years
Residing at No. 99 Baring Soi 3 Sukhumvit 107 Bangna, Bangna, Bangkok 10260

Only one person among them will represent me to attend the meeting and cast votes on my behalf at the Annual Ordinary General Meeting in 2020 on **Wednesday, April 21st, 2021 at 2 p.m. at Auditorium Room, B1 building, 5th floor, of Pranda Jewelry (Public) Co., Ltd., 28 Soi Bangna-Trad 28, Bangna Tai, Bangna, Bangkok** or as postponed to other date, time and at other place.

(4) I (we) hereby authorize proxy to vote on my/our behalf at this meeting as follows:-

Agenda 1 To acknowledge the Board of Directors' 2020 Annual Report.

(A) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects

(B) The Proxy may consider the matter and vote on my/our behalf as follows:-

Approve

Disapprove

Abstain

Agenda 2 To consider and approve the Statements of Financial Position and Income Statements the year ended December 31st, 2020.

(A) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects

(B) The Proxy may consider the matter and vote on my/our behalf as follows:-

Approve Disapprove Abstain

Agenda 3 To consider and approve dividend payment from retained earnings, a net profit of year 2012.

(A) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects

(B) The Proxy may consider the matter and vote on my/our behalf as follows:-

Approve Disapprove Abstain

Agenda 4 To consider and approve the re-appointment of the Company's directors in place of the directors who are retired by rotation and appoint a new director and also change of the authorized directors.

(A) The Proxy is allowed to consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects

(B) The Proxy may consider the matter and vote on my/our behalf as follows:-

Approve the appointment of the whole directors

Approve Disapprove Abstain

The appointment of individual director

Mr. Verachai Tantikul Approve Disapprove Abstain

Mrs. Rawittha Pongnuchit Approve Disapprove Abstain

Mr. Pramote Tiasuwan Approve Disapprove Abstain

Agenda 5 To consider and approve the remuneration of the Board of Directors for 2021.

(A) The Proxy is allowed to consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects

(B) The Proxy may consider the matter and vote on my/our behalf as follows:-

Approve Disapprove Abstain

Agenda 6 To consider and approve the appointment of the Company's Auditors for 2021 and fixing their remuneration.

(A) The Proxy is allowed to consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects

(B) The Proxy may consider the matter and vote on my/our behalf as follows:-

Approve Disapprove Abstain

Agenda 7 To consider and approve the addition of Company objectives No. 24.

(A) The Proxy is allowed to consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects

(B) The Proxy may consider the matter and vote on my/our behalf as follows:-

Approve Disapprove Abstain

Agenda 8 To consider and approve the amendment to Clause 3 of the Company's Memorandum of Association regarding the increase of the objectives.

(A) The Proxy is allowed to consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects

(B) The Proxy may consider the matter and vote on my/our behalf as follows:-

Approve

Disapprove

Abstain

Agenda 9 Others (if any)

(A) The Proxy is allowed to consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects

(B) The Proxy may consider the matter and vote on my/our behalf as follows:-

Approve

Disapprove

Abstain

(5) Voting of the proxy holder in Agenda which is not compliant with what is stipulated in the proxy is considered inaccurate and not my/our votes as the shareholder.

(6) If I/We do not specify or clearly specify my/our intention to vote in any Agenda, or if there is any Agenda considered in the meeting other than those specified above, or if there is any change or amendment to any facts, the Proxy shall be authorized to consider the matters and vote on my/our behalf as the Proxy deems appropriate

Any act(s) undertaken by the proxy at such meeting, except the case in which the proxy holder does not vote according to my/our wish stated in the proxy, shall be deemed as my (our) own act(s) in every respects.

(Signed).....Grantor
(.....)

(Signed).....Proxy
(.....)

Remarks

1. A shareholder shall grant only one proxy to attend and vote on his/her behalf at the meeting, and cannot divide his/her shares for several proxies to vote separately.
2. For Agenda appointing directors, the whole Board of Directors or certain directors can be appointed.
3. In case there is more Agenda to consider at the meeting than those mentioned above, the proxy holder can add in the Annex to the Proxy Form as attached.

Stamp Duty 20 baht

Form C

Proxy Form C

The form used specially for foreign shareholders and those who appoint custodians in Thailand

Made at.....

Date.....Month.....Year.....

(1) I (We).....

Office located at No.Road.....Sub-district.....

District.....Province.....Postal Code.....

As the custodian to.....

Shareholder of.....Public Company Limited

Holding a total ofshares and voting equivalent to.....votes

(2) Hereby grant

(1).....Age.....Year Residing at No.....

Road.....Sub-districtDistrict.....

Province.....Postal Code.....or

(2).....Age.....Year Residing at No.....

Road.....Sub-districtDistrict.....

Province.....Postal Code.....or

(3).....Age.....Year Residing at No.....

Road.....Sub-districtDistrict.....

Province.....Postal Code.....

Only one person among them will represent me to attend the meeting and cast votes on my behalf at the Annual Ordinary General Meeting in 2020 on **Wednesday, April 21st, 2021 at 2 p.m. at Auditorium Room, B1 building, 5th floor, of Pranda Jewelry (Public) Co., Ltd., 28 Soi Bangna-Trad 28, Bangna Tai, Bangna, Bangkok** or as postponed to other date, time and at other place.

(3) I/we hereby authorize to Proxy to vote on my/our behalf in this meeting as follows:-

Grant proxy equivalent to the total number of shares for which I/we am/are entitled to cast the votes

Grant partial proxy as follows:-

Ordinary shares.....share(s) for which I/we am/are entitled to cast the votes.....votes

Preferred shares.....share(s) for which I/we am/are entitled to cast the votes.....votes

Total voting rights.....votes

(4) I/we hereby authorize to Proxy to vote on my/our behalf in this meeting as follows:-

Agenda 1 To acknowledge the Board of Directors' 2020 Annual Report.

(A) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects

(B) The Proxy may consider the matter and vote on my/our behalf as follows:-

Approve

Disapprove

Abstain

Agenda 2 To consider and approve the Statements of Financial Position and Income Statements the year ended December 31st, 2020

(A) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects

(B) The Proxy may consider the matter and vote on my/our behalf as follows:-

Approve Disapprove Abstain

Agenda 3 To consider and approve dividend payment from retained earnings, a net profit of year 2012.

(A) The Proxy may consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects

(B) The Proxy may consider the matter and vote on my/our behalf as follows:-

Approve Disapprove Abstain

Agenda 4 To consider and approve the re-appointment of the Company's directors in place of the directors who are retired by rotation and appoint a new director and also change of the authorized directors.

(A) The Proxy is allowed to consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects

(B) The Proxy may consider the matter and vote on my/our behalf as follows:-

Approve the appointment of the whole directors

Approve Disapprove Abstain

The appointment of individual director

Mr. Verachai Tantikul Approve Disapprove Abstain

Mrs. Rawittha Pongnuchit Approve Disapprove Abstain

Mr. Pramote Tiasuwan Approve Disapprove Abstain

Agenda 5 To consider and approve the remuneration of the Board of Directors for 2021.

(A) The Proxy is allowed to consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects

(B) The Proxy may consider the matter and vote on my/our behalf as follows:-

Approve Disapprove Abstain

Agenda 6 To consider and approve the appointment of the Company's Auditors for 2021 and fixing their remuneration.

(A) The Proxy is allowed to consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects

(B) The Proxy may consider the matter and vote on my/our behalf as follows:-

Approve Disapprove Abstain

Agenda 7 To consider and approve the approve the addition of Company objectives No. 24.

(A) The Proxy is allowed to consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects

(B) The Proxy may consider the matter and vote on my/our behalf as follows:-

Approve Disapprove Abstain

Agenda 8 To consider and approve the amendment to Clause 3 of the Company's Memorandum of Association regarding the increase of the objectives.

(A) The Proxy is allowed to consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects

(B) The Proxy may consider the matter and vote on my/our behalf as follows:-

Approve

Disapprove

Abstain

Agenda 9 Others (if any)

(A) The Proxy is allowed to consider the matters and vote on my/our behalf as the Proxy deems appropriate in all respects

(B) The Proxy may consider the matter and vote on my/our behalf as follows:-

Approve

Disapprove

Abstain

(5) Voting of the proxy holder in Agenda which is not compliant with what is stipulated in the proxy is considered inaccurate and not my/our votes as the shareholder.

(6) If I/We do not specify or clearly specify my/our intention to vote in any Agenda, or if there is any Agenda considered in the meeting other than those specified above, or if there is any change or amendment to any facts, the Proxy shall be authorized to consider the matters and vote on my/our behalf as the Proxy deems appropriate.

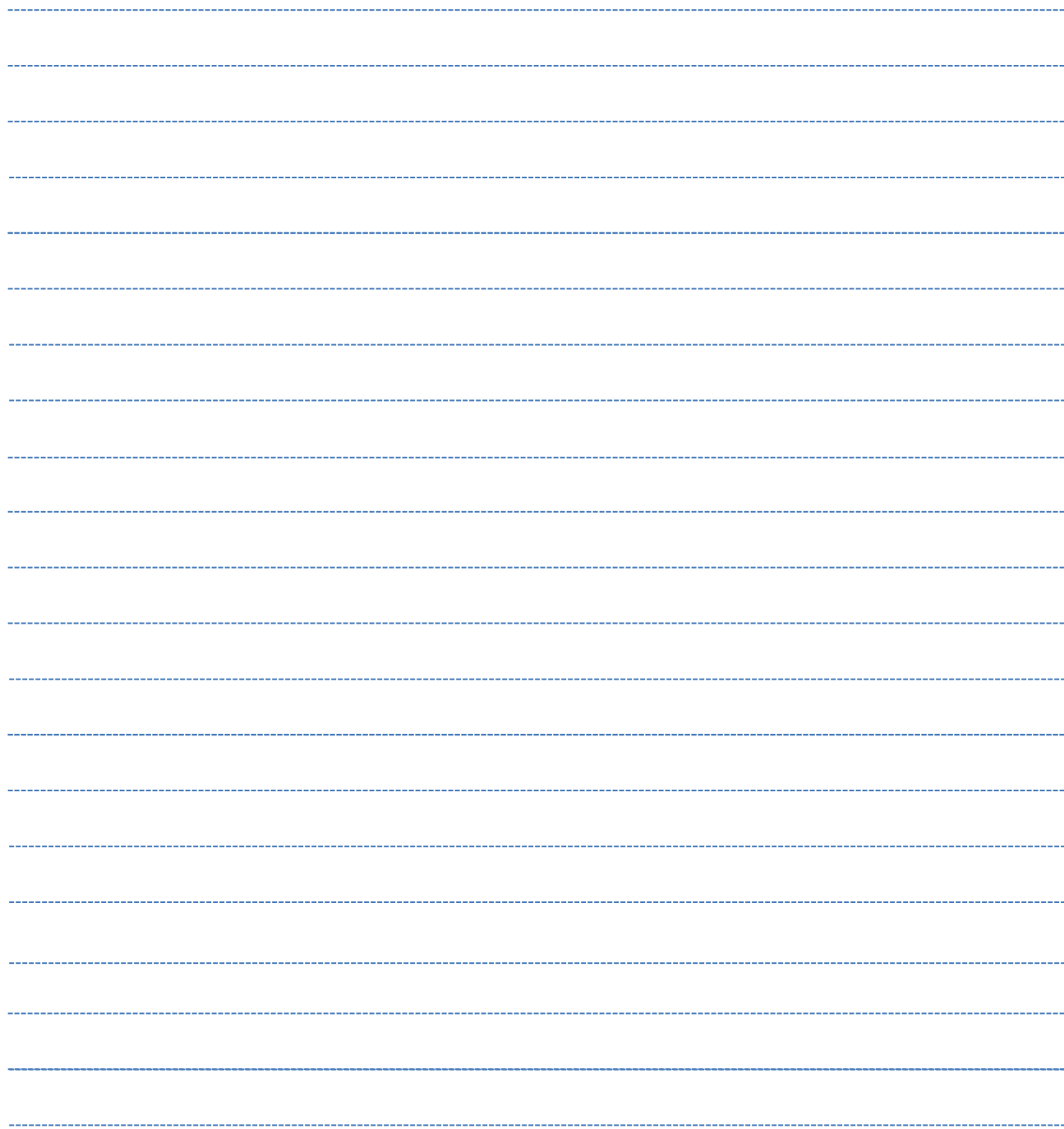
Any act(s) undertaken by the proxy at such meeting, except the case in which the proxy holder does not vote according to my/our wish stated in the proxy, shall be deemed as my (our) own act(s) in every respects.

(Signed).....Grantor
(.....)

(Signed).....Proxy
(.....)

Remarks

1. This proxy form C is applicable only in the case that shareholders whose names appear in the book registration are foreign investors and appoint custodians in Thailand.
2. Document needed to be enclosed with the proxy as follows:-
 - (1) Power of Attorney from the shareholders to custodian to sign in the proxy on his/their behalf
 - (2) Confirmation that signatory in the proxy form is licensed custodian.
3. A shareholder shall grant only one proxy to attend vote on his/her behalf at the meeting, and cannot divide his/her shares for several proxies to vote separately.
4. Agenda appointing the directors allow the appointment of the whole directors or certain directors.
5. In case there are more Agenda raised in the meeting than those mentioned above, the Proxy is entitled to add in the Annex in the Proxy Form Cas attached.





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