

Document of Annual General Meeting of Shareholders

Year 2022

PRG Corporation Public Company Limited



Thursday of April 28, 2022 at 10:00 a.m.

ELECTRONIC MEETING (e-AGM)

Guidelines in The Annual General Meeting of Shareholders for the Year 2022 of PRG Public Company Limited

As the company is concerned for the safety of shareholders, and in order to prevent the spread of Coronavirus infection (COVID-19), the Company, therefore, will hold the Annual General Meeting of Shareholders for the Year 2022 on Thursday April 28, 2022 at 10.00 a.m. via electronic platforms only. In addition, the company will not provide onsite registration also the live broadcast on AGM Inventech System (Thailand) Company Limited will be the registrar of the meeting participants of the shareholders for the transparent and verifiable outcome. The registration process shall be assured to comply with the principle of good corporate governance.

Therefore, all shareholders are requested to authorize an independent director of the company to attend the meeting instead of attending the meeting in person or shareholders may attend the meeting via electronic platforms with Follow the steps for using the Inventech Connect electronic conferencing system as attached here.

**Yours Sincerely,
PRG Corporation Public Company Limited**

Table of Contents

	Page
Supporting documents for the Annual General Meeting of Shareholders for the Year 2022	
● Invitation letter to attend AGM of Shareholders 2022	1 - 19
● The Minutes of the Extraordinary General Meeting of Shareholders No.1/2021 (supporting document for Agenda 1)	20 - 38
● Form 56-1 One report in which the statement of financial position (Balance Sheet) and statement of comprehensive income for the year ended December 31, 2021, dividend policy and details of dividend payment in QR Code. (supporting document for Agenda 2 and 3)	
● Information on the Directors who are retired by rotation and the proposed Directors to the shareholders by the Board of Directors for reelection (supporting document for Agenda 5)	39 - 47
● Information on the approve the increase in the number of directors and the appointment of the new director (supporting document for Agenda 6)	48 - 49
● Information on the remuneration and other benefits of various committees (supporting document for Agenda 7)	50 - 51
● Information on the auditors and the audit fees for the fiscal year 2022 (supporting document for Agenda 8)	52 - 53
● Capital Increase Report Form (F53-4) (for considering Agenda 10, 13-14 and Agenda 16-17)	54 - 61
● Key Features of the Warrants to Purchase Ordinary shares of PRG Corporation Public Company Limited No.2 (PRG-W2) (for considering Agenda 12 - 13 and Agenda 16)	62 - 69
Supporting documents for attending the Annual General Meeting of Shareholders for the Year 2022	
● Documents for the Rights to Attend the Meeting	70 - 71
● Profiles of Independent Directors for proxy case	72
● The Company's Articles of Association regarding the AGM of Shareholders	73 - 75
● Procedures for QR Code Downloading for form 56-1 One Report 2021	76
● Enclosure: 1 Guidelines for attending the Annual General Meeting of Shareholders by Electronic Means via Inventech Connect	
● Proxy Form	



บริษัท พี อาร์ จี คอร์ปอเรชั่น จำกัด (มหาชน)

(สำนักงานใหญ่) 88 หมู่ที่ 2 ถนนติวานนท์ ตำบลบางกะดี อำเภอเมืองปทุมธานี จังหวัดปทุมธานี 12000
โทรศัพท์: +66 (0) 2501 2175 โทรสาร: +66 (0) 2501 2176 ทะเบียนเลขที่: 0107536001702 เว็บไซต์: www.mahboonkroongrice.com
(สาขา 2) 109/3 หมู่ที่ 14 ถนนมิตรภาพ กม.90 ตำบลลาดบัวขาว อำเภอสีคิ้ว จังหวัดนครราชสีมา 30340
(สาขา 3) 444 อาคาร เอ็ม บี เค เซ็นเตอร์ ชั้นที่ 5 ถนนพญาไท แขวงวังใหม่ เขตปทุมวัน กรุงเทพมหานคร 10330

PRG.MD.016/2022

April 21, 2022

Subject: Invitation to attend 2022 Annual General Shareholders' Meeting

Attention: Dear Shareholders,
PRG Corporation Public Company Limited

Enclose: **1. Supporting documents for the Annual General Meeting of Shareholders for the Year 2022**

- 1.1 The Minutes of the Extraordinary General Meeting of Shareholders for the year 2021
- 1.2 Form 56-1 One report in which the statement of financial position (Balance Sheet) and statement of comprehensive income for the year ended, 2021
- 1.3 Information on the Directors who are retired by rotation and the proposed Directors to the shareholders by the Board of Directors for reelection
- 1.4 Information on the approve the increase in the number of directors and the appointment of the new director
- 1.5 Information on the remuneration and other benefits of various committees
- 1.6 Information on the auditors and the audit fees for the fiscal year 2022
- 1.7 Capital Increase Report Form (F53-4)
- 1.8 Key Features of the Warrants to Purchase Ordinary shares of PRG Corporation Public Company Limited No.2 (PRG-W2)

2. Supporting documents for attending the Annual General Meeting of Shareholders for the Year 2022

- 2.1 The Company's Articles of Association regarding the AGM of Shareholders
- 2.2 Documents for the Rights to Attend the Meeting
- 2.3 Profiles of Independent Directors for proxy case
- 2.4 Procedures for QR Code Downloading for Form 56-1 One Report 2021
- 2.5 Guidelines for attending the Annual General Meeting of Shareholders by Electronic Means via Inventech Connect
- 2.7 Proxy Form

At the Meeting No.3/22 on March 4, 2022, the Board of the Directors of PRG Corporation Public Company Limited has made a resolution to call for an Annual General Meeting of Shareholders on Thursday of April 28, 2022 at 10.00 a.m. By changing the participation method of the meeting to an electronic media meeting (e-AGM) from the MBK Company's meeting room, 444 8 Floor, MBK Center, Phayathai Road, Wangmai, Pathumwan, Bangkok. Details of the meeting agenda are as follows:

Agenda 1 To certify the minutes of the Extraordinary General Meeting of Shareholders No.1/2021 (the EGM).

Objective and Rationale

The Company convened the Extraordinary General Meeting of the Shareholders No.1/ 2021 on November 19, 2021 to consider issues as required by the Agenda of invitation. The minutes of the meeting is sent to the Stock Exchange of Thailand and the Ministry of Commerce within the period of time set by law and also available on the Company's web site (www.mahboonkrongrice.com) as per the details shown on page 20-38.

The opinion of the Board of Directors

The minutes of the Extraordinary General Meeting of Shareholders No. 1/ 2021 was correctly reported. Thus, the AGM should approve the minutes.

Agenda 2 To report the company's performances for the year 2021

Objective and Rationale

The Company's operating results of the year, January 1, 2021 to December 31, 2021 is sent and disclosed to the Stock Exchange of Thailand reported and can be found in Form 56-1 One Report which is attached together with this invitation.

The opinion of the Board of Directors

The company's performances for the year 2021 should be reported for acknowledgement of the shareholders.

Agenda 3 To approve the statement of financial position and statement of comprehensive income for the fiscal year ended December 31, 2021

Objective and Rationale According to the Public Limited Company Act 1992 and the company's articles of association, the company must issue a statement of financial position and statement of comprehensive income as at the end of company fiscal year. These financial statements must be audited by auditor before presenting to the meeting for approval. A statement of financial position and statement of comprehensive income ended December 31, 2021 is included in Form 56-1 One Report and it has been audited by auditor. The company audit committee and the board of directors have approved these statements.

The opinion of the Board of Directors

The mentioned the statements of financial position and statement of comprehensive income for the fiscal year ended December 31, 2021 have already been audited as unqualified opinion by the auditor and certified by both the Audit Committee and the Board of Directors, thus the AGM should approve the statements of financial position and statement of comprehensive income for the fiscal year ended December 31, 2021

Agenda 4 To consider and approve the omission of the allocation of net profit as a legal reserve fund and the omission of dividend payment for the year 2021

Objective and Rationale

According to the Public Limited Company Act 1992, Article 115, and the Company Article of Association, the dividend payment must be approved by the General Meeting of Shareholders. The company must allocate at least 5% of the annual net profit to be legal reserve less any accumulated loss until the legal reserve is not less than the legal requirement of 10% of registered capital. For the fiscal year of January 1st, 2021 through December, 31st, 2021, the company has a net profit of Baht 499,137,670 (four hundred and ninety-nine million, one hundred and thirty-seven thousand, six hundred and seventy Baht) and a legal reserve of Baht 90,000,000 (Ninety million Baht) as required by law which do not require any further reserve.

The opinion of the Board of Directors

The Board of Directors deems it appropriate to propose the following matters to the meeting for consideration

1. To acknowledge the non-appropriation of 2021 net profit as a legal reserve fund due to the company has a legal reserve of Baht 90,000,000 (Ninety million Baht) as 10% of registered capital by law which do not require any further reserve.
2. To consider the omission of dividend payment for the year 2021. To maintain the financial liquidity of the company, due to the situation of the coronavirus (COVID-19) epidemic.

Agenda 5 To appoint the directors to replace those whose tenures end

Objective and Rationale

According to article 18 of the company's articles of association, it is required that every annual general meeting of shareholders, one-third of company directors must be retired. If the number of directors that will be retired cannot be divided by three then a closest number will be used but not more than one-third. In 2022 meeting, there are three directors that will be retired namely

Dr. Pornsiri Poonakasem	Chairman of the Audit Committee / Independent Director / Member of Compensation and Nomination Committee and Member of the Good Corporate Governance Committee
Mr.Pakit Iamopas	Director / Executive Chairman / Member of the Strategy Committee and Member of the Good Corporate Governance Committee
Mr.Somkiat Makcayathorn	Director / Executive Director / Member of the Strategy Committee / Member of the Information Technology Governance Committee / Member of the Good Corporate Governance Committee and Managing Director

Profiles of the proposed directors are shown on page 39-47.

The Company announced on the website of company's investor relation for invitation to shareholders to nominate qualified candidate(s) for an election of the Company's director(s) and propose advance agenda since October 1, 2021 to December 31, 2021. However, there was no shareholders proposing such agenda and any lists of candidate(s) to company. Therefore, shareholders had to elect directors to replace the retired Directors. The shareholders can reappoint the retired Directors by rotation to take a position for another term.

The opinion of the Board of Directors

The Board of Directors considered the opinion given by the Nomination and Remuneration Committee and agreed that the Directors whose terms of office expired namely Dr.Pornsiri Poonakasem, Mr.Pakit Iamopas and Mr.Somkiat Makcayathorn should be proposed to the Annual General Meeting for consideration that Dr.Pornsiri Poonakasem, Mr.Pakit Iamopas and Mr.Somkiat Makcayathorn should be re-appointed to continue their positions as Directors. These 3 nominated Directors have full qualifications according to the Public Limited Company Act B.E. 2535 and their knowledge and experiences in businesses related to the Company's operations can help contribute to the development of the Company. They are appropriate for working as the Company's Directors. The Board considered that the appointment of Mr.Somkiat Makcayathorn to continue their positions as Directors in the companies, which operate the same businesses as the Company, will not cause any damages to the Company.

Agenda 6 To approve the increase in the number of directors and the appointment of the new director

Objective and Rationale

to support the expansion of the company's business operations, The Compensation and Nomination committee considered to qualification of Mr. Wichak Praditavanij according to the criteria for recruiting by considering the suitability of qualifications, experience, knowledge, abilities, expertise and readiness Dedicate time to perform duties as a director. Mr. Wichak Praditavanij not a director or executive in the companies, which operate the same business as the company, will not cause any damages to the company. The details of the profiles, education background and work experience to the appointment of the new director are shown on page 48 - 49.

The opinion of the Board of Directors.

The Compensation and Nomination committee and the board of directors approved the increase in the number of directors from 8 to 9 persons and the appointment of Mr. Wichak Praditavanij as Director, Executive Director and the Good Corporate Governance Director due to have full qualifications according to the Public Limited Company Act B.E. 2535 and have knowledge and experiences in businesses related to the Company's operations can help contribute to the development of the Company.

Agenda 7 To approve the remuneration for the Board Directors

Objective and Rationale

Board of Directors have policy and principle to give the remuneration to the members of the Board and any sub committees include to give the pension to the Board of directors as appropriate level and in line with their duties and responsibilities which require them to fulfill the expectations of the interested persons' groups to comply with the law and related regulations. As a result, the company not only has to look for and select directors with proper experience and qualifications, but also to give policy to set the remuneration for each director which reflect their respective duties and responsibilities, and be the rate which be compared to the other listed company in same size. Moreover, in compliance with the good corporate governance principles, the compensations of the directors should be reviewed annually. The current remuneration of directors have been approved in the 2021 Annual General Meeting of Shareholders on May 13, 2021.

The opinion of the Board of Directors

Due to the Compensation and Nomination Committee and the Board of Directors have considered to propose to the Shareholder Meeting for consideration and approval of the remuneration for Directors in the rate of THB 6,500,000 (Six million five hundred thousand Baht) per annum, and approve any privilege of THB 500,000 (Five hundred thousand Baht) per annum. Total amounting of THB 7,000,000 (Seven million Baht) per annum for the Board of Directors, the Executive Committee, the Audit Committee, the Compensation and Nomination Committee, the Strategy Committee and the Information Technology Governance Committee are detailed as follows;

1. Remuneration for Board of Directors meeting

1.1 Director's remuneration

- Chairman 22,000 Baht/per person/per month
- Vice Chairman 13,200 Baht/per person/per month
- Director 11,000 Baht/per person/per month

1.2 Meeting allowance

- Chairman 22,000 Baht/per person/per attendance
- Vice Chairman 13,200 Baht/per person/per attendance
- Director 11,000 Baht/per person/per attendance

2. Remuneration for the Executive Committee

- Chairman 44,000 Baht/per person/per attendance
- Vice Chairman 26,400 Baht/per person/per attendance
- Member (non-executive) 22,000 Baht/per person/per attendance

3. Remuneration for the Audit Committee

3.1 Director's remuneration

- Chairman 22,000 Baht/per person/per month
- Director 11,000 Baht/per person/per month

3.2 Meeting allowance

- Chairman 22,000 Baht/per person/per attendance
- Director 11,000 Baht/per person/per attendance

4. Remuneration for the Compensation and Nomination Committee

- Chairman 44,000 Baht/per person/per attendance
- Director 22,000 Baht/per person/per attendance

5. Remuneration for the Strategy Committee

- Chairman 44,000 Baht/per person/per attendance
- Director 22,000 Baht/per person/per attendance

6. Remuneration for the Information Technology Governance Committee

- Chairman 44,000 Baht/per person/per attendance
- Director 22,000 Baht/per person/per attendance

7. Remuneration and privilege for the Board of Directors

- Chairman 50,000 Baht/per person/per year
- Vice Chairman 50,000 Baht/per person/per year
- Director 50,000 Baht/per person/per year

It has been the Board of Directors' policy and principle to provide members of the Board and the various committees for the Board of Directors with compensation at an appropriate level to be in line with their duties and responsibilities, laws and regulations of the company. (Comparison of directors' remuneration is on page 50-51)

Agenda 8 To consider the appointment of auditors and fixing the audit fee for the year 2022

Objective and Rationale

Pursuant to Section 120 of the Public Limited Companies Act B. E. 2535 and Article 33 of the Company's Articles of Association, the shareholders at the annual general meeting are required to appoint the Company's auditors and determine the audit fees. In this connection the shareholders at the shareholder meeting may appoint the current auditors to continue giving their auditing services for another term.

The opinion of the Board of Directors

The AGM should consider appointing from EY Office Limited to audit the Company financial statement for the year 2022. the following people;

- | | | |
|-----------------|--------------------|---|
| 1. Mrs.Gingkarn | Atsawarangsalit | Certified Public Accountant no. 4496 and/or |
| 2. Mr.Chayapol | Suppasedtanon | Certified Public Accountant no. 3972 and/or |
| 3. Ms.Orawan | Techawatanasirikul | Certified Public Accountant no. 4807 and/or |
| 4. Ms.Sumana | Punpongsanon | Certified Public Accountant no. 5872 and/or |
| 5. Ms.Kirdsiri | Kanjanaprakasit | Certified Public Accountant no. 6014 |

From EY Office Company Limited to audit the Company financial statement for the year 2022. The annual audit fee is in amount of Baht 1,150,000 (One million one hundred and fifty thousand). as per the details shown on page 52-53.

Agenda 9 To approve to amend the Company's article of association Clause 9 and Clause 13

Objective and Rationale

For clarity in the operation of share registrar Thailand Securities Depository Co. , Ltd. That may be assigned as the registrar of the company and for clarity to investors Restrictions on the transfer of shares and for the registrar to perform duties properly.

The opinion of the Board of Directors

The board of directors deems it appropriate to propose the AGM to amend the Company's article of association Clause 9 and Clause 13 as follows:

Clause 9

Former The shares of the Company may be transferred without any limitations. However, except the company reserves the right to not register such transfer of shares or take any action by the laws if the transfer is likely to cause the company

- (1) The company Loss of rights or benefits that should be received
- (2) Has an alien to hold shares in the company more than 49 percent

New

The shares of the Company may be transferred without any limitations, except where such a share transfer causes an alien to hold shares in the company more than 49 percent of the total number of the total of shares paid-up capital of the company.

Clause 13

Former The company has the right to determine the format of the document including determining the method for registering the transfer of shares via clause 10 and issuance of new share certificates Via clause 11 and clause 12 whenever it deems appropriate

New The company has the right to determine the format of the document including determining the method for registering the transfer of shares via clause 10 and issuance of new share certificates Via clause 11 and clause 12 whenever it deems appropriate, except if the company entrusts Thailand Securities Depository Co., Ltd. or another person to act as share registrar of the company, the registration practices of the company shall be as stipulated by the share registrar.

Agenda 10 To approve the decrease of the registered capital of the company from the original registered capital of THB 810,000,000 to new registered capital of THB 630,000,000 by reducing of the unpaid capital amount of 180,000,000 shares with a par value of THB 1 per share which have been not allocated in the whole according to the resolution EGM no.1/2564

Objective and Rationale

As the company increased its registered capital by 180,000,000 baht to support the capital increase under the general mandate in the Extraordinary General Meeting of Shareholders No. 1/2021, but the company has not yet issued and offered the said capital increase shares. Therefore, in order to comply with the Public Limited Act 2535 on capital increase under Section 136, the company has to decrease its registered capital.

The opinion of the Board of Directors

The board of directors deems it appropriate to propose the AGM, has approved to decrease of the registered capital of the company from the original registered capital of THB 810,000,000 to new registered capital of THB 630,000,000 by reducing of the unpaid capital amount of 180,000,000 shares as per the details shown on page 54-61.

Agenda 11 To approve to amend the Article 4 of the memorandum of the company to be in accordance with the decrease of the registered capital

Objective and Rationale

To be in accordance with the reduction of the Company's registered capital of the company in Agenda 10

The opinion of the Board of Directors

The board of directors deems it appropriate to propose the AGM, has approved to amend the Article 4 of the memorandum of the company to be in accordance with the decrease of the registered capital as follows:

Article 4. Registered capital	:	630,000,000 baht (Six hundred and thirty million baht)
Dividend into	:	630,000,000 shares (Six hundred and thirty million shares)
Value per share	:	1 baht (one baht)
Dividend into		
Ordinary share	:	630,000,000 share (Six hundred and thirty million shares)
Preferred share	:	-not exist- (--)"

Agenda 12 To approve to the offering or the allocating of the Company's warrants to purchase ordinary shares No.2 (PRG-W2) in the amount not more than 31,499,528 units for allocation to existing shareholders of the Company in proportion to their respective shareholdings

Objective and Rationale

This is to prepare and strengthen and provide financial flexibility in the implementation of future projects. And to reserve money for the Company's working capital In addition, the company It intends to provide compensation to the shareholders of the Company Therefore, it is deemed appropriate to propose to The Annual General Meeting of Shareholders 2022 to consider and approve the issuance and allocation of warrants to purchase the newly issued ordinary shares of PRG Corporation Public Company Limited No.2 (Warrants). Right of PRG-W2 in the amount not exceeding 31,499,528 units to the Company's shareholders. According to the shareholding proportion

The opinion of the Board of Directors

The board of directors deems it appropriate to propose the AGM, has approved to the issuance of the Company's warrants to purchase ordinary shares No.2 (PRG-W2) in the amount of not more than 31,499,528 units for allocation to existing shareholders of the Company in proportion to their respective shareholdings at no offering price, (zero Baht) at the ratio of 20 ordinary shares to 1 unit of warrant (any fractions resulting from the calculation based on the allocation ratio set forth shall be rounded down), with a term of not more than 3 years from the issuance date, having an exercise ratio of 1 unit of warrant per 1 ordinary share at an exercise price THB 5 (the "Exercise Price"), (the "PRG- W2 Warrants") and details with regards to the issuance of the PRG- W2 Warrants are determined. as per the details shown on page 62-69.

In this regard, the Company has set the date for determining the names of the shareholders who shall be entitled to receive the offering or the allocating of the PRG- W2 Warrants on March 28, 2022 (Record Date). However, the determination of such right remains uncertain and subject to an approval of the AGM.

In offering or the allocating the PRG- W2 Warrants to existing shareholders and there is still a risk to shareholders which possibly imposes an obligation on the Company according to international law. Therefore, in order to manage the above- mentioned risk, the Board of Directors may exercise its discretion not to offer or not to allocate the warrants to any shareholders who is residing in France, Singapore, the United Kingdom, China, India, the United States of America or any

Countries as deemed appropriate by the Company, if the offering or the allocation of the such warrants causes or is likely to cause the Company.

(a) to violate any laws, rules or regulations of Thailand or any foreign countries and/or the Company's Articles of Association;

(b) to have additional and excessive obligations or duties to perform anything other than those required under the relevant laws or regulations of Thailand on securities offering;

(c) to have additional expenses and/or excessive risks when compared to the benefits that the Company will receive if the PRG-W2 Warrants are offered or allocated to the relevant subscribers or groups or executing the relevant processes; or

(d) to breach the requirements, methods or conditions provided in relation to the offering or allocation of the PRG-W2 Warrants.

The factors used by the Company to support its consideration to not offer or not allocate the PRG-W2 Warrants include, but not limited to, the additional obligations that the Company will have under foreign laws, or the burden to examine legal points and/or to comply with the duties under foreign laws, the additional expenses in examining and seeking advice and recommendations on foreign laws, and/or the potential risks compared to the benefits that the Company will receive if the PRG-W2 Warrants are offered or allocated to existing shareholders of the company. Furthermore, the Company may offer or allocate the PRG-W2 Warrants to existing shareholders of the company is entitled to offering or the allocation the PRG-W2 Warrants subject to international practices or an exemption under foreign laws that are effective and to the Company's ability to carry out the offering or the allocation at relevant times.

In this connection, the Company has the right to not offer or not allocate of the PRG-W2 Warrants from the shareholders who have their mailing addresses outside Thailand. In this regard, the Company has the right to use its discretion in considering changing the relevant details as appropriate by taking into account the factors as stated above, which includes without limitation, the determination of a list of non-restricted countries and/or a list of restricted countries, for the successful completion of the offering or the allocation of the PRG-W2 Warrants. The Company shall further announce the additional terms and/or conditions of the offering or the allocation of the PRG-W2 Warrants for your information (if any).

The Board of Directors or the authorized directors or any person designated by the Board of Directors or by the authorized directors shall be authorized to actions

(a) determine the terms and conditions and any other details in relation to the offering and allocating of the PRG-W2 Warrants;

(b) proceed with and sign applications and evidences that are necessary for or relevant to the offering and allocating of the PRG-W2 Warrants, including contacting and filing applications, waiver requests, documents, and such evidences with the relevant government authorities or agencies, as well as listing the PRG-W2 Warrants and newly issued shares occurred from the exercise of the PRG-W2 Warrants on the Stock Exchange of Thailand ("SET");

(c) undertake any other actions that are necessary for or relevant to this the offering and allocating of the PRG-W2 Warrants;

Remark In this regard, the Company's Board of Directors opined to empower Mr. Somkiat Makcayathorn, Managing Director, and/ or the Company's Executive Committee Informing an additional information of PRG-W2 Warrants through the invitation to the Annual General Meeting of Shareholders 2022 (after the number off exercised PRG-W1 Warrant to subscribe for the newly issued ordinary shares of the Company exercise date) on March 15, 2022, There were 11,125,150 shares of shareholders exercising their rights to convert PRG-W1 warrants before the date of determining the names of those entitled to receive PRG-W2 on March 28,2022 (Record Date) Therefore, the allocation of the newly issued ordinary shares to support the issuance of warrants to purchase the company's ordinary shares No. 2 (PRG- W2) this time not more than 31,427,522 shares, it is calculated based on the assumption that the warrant holders PRG-W1 exercise the right to convert the warrants to ordinary shares in the date stated above

Agenda 13 To approve to increase the registered capital of the company from the original registered capital of THB 630,000,000 to THB 661,847,555 by issuing not more than 31,847,555 new ordinary shares with a par value of THB 1 per share to reserve for the issuance of the Company's warrants to purchase original shares of the PRG- W2 Warrants and to accommodate the adjustment of right of the PRG-W1 Warrants

Objective and Rationale

To provide the company with financial flexibility for business expansion and/ or the Company's working capital in the future. In addition, the company It intends to provide compensation to the shareholders of the Company. It is of the view that the issuance and allocation of PRG-W1 and PRG-W2. warrants to the shareholders in proportion to the fund raising that may reduce the financial burden of the Company in borrowing from financial institutions in the future.

The opinion of the Board of Directors

The board of directors deems it appropriate to propose the AGM, has approved to increase the registered capital of the company from the original registered capital of THB 630,000,000 to THB 661,847,555 by issuing not more than 31,847,555 new ordinary shares with a par value of THB 1 per share to reserve for the issuance of the Company's warrants to purchase ordinary shares of the PRG-W2 Warrants and to accommodate the adjustment of right of the PRG-W1 Warrants

The details of the allocation of newly issued ordinary shares appear in accordance with Enclosed with Capital increase report form (F53-4) The supporting document from Pages 54-61

Agenda 14 To approve to increase the registered capital of the company under the General Mandate to the existing shareholders proportionate to their respective shareholdings from THB 661,847,555 to THB 841,847,555 by issuing 180,000,000 new ordinary shares with a par value of THB 1 per share

Objective and Rationale

In order to conduct business of the company in line with the careful financial management policy proposed to the 2022 Annual General Meeting of Shareholders to consider and approve the increase of the Company's registered capital General Mandate. In this regard, if in the future there is an unexpected situation, the company will be able to reserve for financial management. Carefully designed without affecting the normal operations of the company.

The opinion of the Board of Directors

The board of directors deems it appropriate to propose the AGM, has approved to increase the registered capital of the company under the General Mandate to the existing shareholders proportionate to their respective shareholdings from THB 661,847,555 to THB 841,847,555 by issuing 180,000,000 new ordinary shares with a par value of THB 1 per share as per the details shown on page 54-61.

The Company's increase in registered capital under General Mandate was to accord with its conservative financing policy. If in the future, there are situations above expectations, the Company will be able to maintain its conservative financial management to be flexible without affecting normal operation.

Agenda 15 To approve to amend the Article 4 of the memorandum of the company to be in accordance with the increase of the registered capital

Objective and Rationale

To be in accordance with the increase of the registered capital of the company in Agenda 13 and Agenda 14

The opinion of the Board of Directors

The board of directors deems it appropriate to propose the AGM, has approved to amend the Article 4 of the memorandum of the company to be in accordance with the increase of the registered capital above the details as follows:

Article 4.	Registered capital	:	841,847,555 baht (Eight hundred and forty-one million, eight hundred and forty-seven thousand, five hundred and fifty-five baht)
	Dividend into	:	841,847,555 shares (Eight hundred and forty-one million, eight hundred and forty-seven thousand, five hundred and fifty-five shares)
	Value per share	:	1 baht (one baht)
	Dividend into		
	Ordinary share	:	841,847,555 share (Eight hundred and forty-one million, eight hundred and forty-seven thousand, five hundred and fifty-five shares)
	Preferred share	:	-not exist- (--)"

Agenda 16 To approve to allocate of newly issued ordinary shares of the Company not more than 31,847,555 newly issued ordinary shares with a par value of THB 1 per share to accommodate the adjustment of right of the PRG- W1 Warrants and the exercise of the PRG-W2 Warrants

Objective and Rationale

According to Agenda 13, the Company intends to increase the Company's registered capital in the amount not exceeding 31,847,555 baht in order to reserve for the exercise of warrants to purchase ordinary shares of the Company. Therefore, it is deemed appropriate to propose to the Annual General Meeting of Shareholders to consider and approve the allocation of the Company's newly issued ordinary shares of not more than 31,847,555 shares with a par value of 1 baht per share.

The opinion of the Board of Directors

The board of directors deems it appropriate to propose the AGM, has approved to allocate not more than 31,847,555 newly issued ordinary shares with a par value of THB 1 per share, the details as follow:

- 1) To allocate not more than 348,027 newly issued ordinary shares with a par value of THB 1 per share to accommodate the adjustment of rights of PRG-W1
- 2) To allocate not more than 31,499,528 newly issued ordinary shares with a par value of THB 1 per share to reserve for the issuance of the Company's warrants to purchase ordinary shares of PRG-W2 Warrants in accordance with the details set out in agenda 12

The details of the allocation of newly issued ordinary shares appear in accordance with Enclosed with Capital increase report form (F53-4) The supporting document from Pages 54-61

Agenda 17: To approve to the allocation of newly issued ordinary shares of the company under the General Mandate of not more than 180,000,000 shares with a par value of THB 1 per share

Objective and Rationale:

According to the company proposed to the AGM has approve the increase the registered capital of the company under the General Mandate in agenda 14, therefore propose to the AGM approve the allocation of 180,000,000 new ordinary shares with a par value of 1 baht to the existing shareholders, to comply with the regulations of the Stock Exchange of Thailand and the Securities and Exchange Commission.

The opinion of the Board of Directors

The board of directors deems it appropriate to propose the AGM, has approved to the allocation of newly issued ordinary shares of the company under the General Mandate of not more than 180,000,000 shares with a par value of THB 1 per share as follows:

- Allocation of not more than 180,000,000 new ordinary shares or equivalent to 29.15% of the paid-up capital, offering to the shareholders in proportion to their shareholding.

Whereby, the Board of Directors shall be authorized to allot and offer in the same time or to separate into partial for offering in lots from time to time and have the right to take any actions necessary as appropriate regarding to the offering of such increased ordinary shares, e. g. set XR date, and objective of the issuance and offering of such ordinary shares, specify offering price and ratio for allotment including subscription period, allotment method and the payment process, etc., including change of the subscription period and payment and determining other conditions and details in issuing and offering of such increased shares as deemed appropriate, including the authority to correct wording or contents for minutes of shareholders' meeting or Memorandum of Association and/or the various actions necessary in compliance with the order of Registrar in relation to the registration of registered capital increase with Department of business Development, Ministry of Commerce from time to time in accordance with the payments of the subscriber (S) in each time, including listing the increased shares in the Stock Exchange of Thailand and submission of information and documents to the Securities and Exchange Commission, the Stock Exchange of Thailand, Ministry of Commerce or other relevant authorities.

The allocation of newly issued ordinary shares to existing shareholders in General Mandate must be completed within the next date of the Annual General Meeting of Shareholders which be determined by the Company or within the date of the Meeting of Shareholders which be determined by the law, whichever date is earlier.

The details of the allocation of newly issued ordinary shares appear in accordance with Enclosed with Capital increase report form (F53-4) The supporting document from Pages 54-61

Agenda 18: Other (if any)
Objective and Rationale

In line with the practice which the Company has always adhered to, although the Company does not set aside any matter for discussion under the agenda item on other business, it provides the shareholders with opportunities to put questions or express their opinions about the matters related to the various agenda or other matters throughout the meeting, which takes quite some time.

At this meeting, the Company deems it appropriate to include the agenda on other business for the shareholders. However, in an event that the shareholders wish to consider and adopt a resolution on any matter other than those specified in the notice of the meeting, the shareholders have to comply with the requirement specified in the second paragraph of Section 105 of the Public Limited Companies Act, B. E. 2535, which says: "When the consideration of the matters under paragraph one is finished, the shareholders holding shares amounting to not less than one-third of the total number of shares sold may request the meeting to consider matters other than those indicated in the notice calling for the meeting."

The opinion of the Board of Directors

The Board of Directors deems it appropriately to provide shareholders with this agenda so that they can raise questions and/ or express opinions on various matters without having to adopt any resolution. However, if shareholders wish to propose any matter for consideration and approval, they are required to fulfill the conditions mentioned above in the second paragraph of Section 105 of the Act.

- (3) To set the date that the Board of Directors has set a list of names on the shareholders' registration, who are entitled to attend the AGM 2022 of shareholders' meeting and entitled to receive the PRG-W2 Warrants.
- The Board of Directors has set a list of names on the shareholders' registration, who are entitled to attend the AGM 2022 of shareholders' meeting and entitled to receive the PRG-W2 Warrants on March 28, 2022 (Record Date). However, the determination of such right remains uncertain and subject to an approval of the AGM.
 - For the shareholders who wish to attend e-AGM, please thoroughly study registration procedures and granting of proxy to attend the e-AGM, which will be delivered to the shareholders together with Notice of Meeting.

Due to the spread of COVID-19 infection, the SEC has encouraged shareholders to grant proxies allowing independent directors to attend the meeting instead. In regards, shareholders can appoint the independent directors according to the name listed in the letter invitation to the meeting (Explanation of Proxy Method). The Company has followed the preventive measures for COVID-19 in accordance with the guidelines and recommendations set by the government and the related agencies in connection with the meetings, seminars and including other activities that involve gathering of group of people. The Company notified the Guidelines for attending the Annual General Meeting of Shareholders by Electronic Means (e-AGM) in the notice of the meeting and on the Company's website (www.mahboonkrongrice.com)

In this connection, the Board of Directors will prepare a list of shareholders eligible for attending the Annual General Meeting of Shareholders by Electronic Means (e-AGM) (Record Date) on March 28, 2022 Also, the Board of Directors has assigned the Managing Director to Change the date, time, or the place of meeting, including any actions related to the calling and organizing the Shareholders Meeting for the year 2022 under the conditions of the relevant laws and regulations.

Shareholders may send questions related to the agenda items of this meeting in advance to the Corporate Governance Section at secretary@prg.co.th indicating name, address and telephone number that the Company could reach you.

For Shareholders who authorize one of the Company's Independent Directors to attend and vote on his or her behalf, please submit the proxy form together with required documents to the Company by mail to the following address.

PRG Corporation Public Company Limited
Corporate Governance Section
88 Moo 2, Tiwanon Road, Tumbol Bangkadee, Amphur Mueng, Pathumtani 12000
Tel. 02-501-2175 Ext. 687 Fax. 02-501-2176

For Shareholders who would like to attend the Meeting either through the Electronic Means by yourself or someone who is not the provided independent directors, please note that the electronic registration will be available from April 19, 2022 at 08.30 a.m. onward until the end of the meeting on April 28, 2022. With details in Guidelines for attending the Annual General Meeting of Shareholders by Electronic Means (e-AGM). However, if the Shareholder for a troubleshooting related to the system, please contact call center Tel. 02-931-9137 from 8.30 a.m. to 5.30 p.m. (Only on working days Excluding national holidays and public holidays)

All shareholders are cordially invited to attend the Annual General Meeting of Shareholders on the date and at time and place as mentioned.

Sincerely yours,
By Order of the Board of Directors

-Signed-

Somkiat Makcayathorn
Director and Managing Director
PRG Corporation Public Company Limited

Please prepare the following documents for proxy:

Personal shareholder

1. The complete duly signed proxy form with stamp duty of Baht 20.
2. The grantor's and the grantee's copies of ID cards certified true with each original

signature.

Organization shareholder

1. The complete duly signed proxy form with stamp duty of Baht 20.
2. The juristic person certificate issued by the Ministry of Commerce, with the original signatures of authorized directors.
3. The copies of ID cards of the authorized directors certified true with their original signatures.



บริษัท พี อาร์ จี คอร์ปอเรชั่น จำกัด (มหาชน)

(สำนักงานใหญ่) 88 หมู่ที่ 2 ถนนติวานนท์ ตำบลบวรกะดี อำเภอเมืองปทุมธานี จังหวัดปทุมธานี 12000

โทรศัพท์: +66 (0) 2501 2175 โทรสาร: +66 (0) 2501 2176 ทะเบียนเลขที่: 0107536001702 เว็บไซต์: www.mahboonkrongrice.com

(สาขา 2) 109/3 หมู่ที่ 14 ถนนมิตรภาพ กม.90 ตำบลลาดบัวขาว อำเภอสีคิ้ว จังหวัดนครราชสีมา 30340

(สาขา 3) 444 อาคาร เอ็ม บี เค เซ็นเตอร์ ชั้นที่ 5 ถนนพญาไท แขวงวังใหม่ เขตปทุมวัน กรุงเทพมหานคร 10330

Minutes of Extraordinary General Meeting of Shareholders No.1/2021 Conducted Through the Electronic Meeting Of PRG Corporation Public Company Limited

Date and time: Friday November 19th, 2021 at 10.00 a.m.

Venue: The Meeting Room of MBK Public Company Limited,
No.444, on the 8th Floor, MBK Center Building, Phayathai Road,
Khwaeng Wang Mai, Khet Pathumwan, Bangkok.

Before the Meeting

The Company's Board of Directors assigned **Ms. Sattakamol Worakul** as a master of ceremonies to conduct the Extraordinary General Meeting of Shareholders No.1/2021 through the electronic meeting. Before the Meeting, the Meeting's preliminaries were informed as follows :

Because of the epidemic of Corona Virus Disease 2019 (COVID-19) which has been widely and seriously spreading now, the Company has been mainly aware of the safety of attending shareholders and participant.

The Company's Board of Directors then resolved to hold the Extraordinary General Meeting of Shareholder No.1/2021 only through the electronic meeting (Cisco Webex Meeting/Cisco Webex) at the meeting room of MBK Public Company Limited, 444, 8th Floor, MBK Center Building, Phayathai Road, Wangmai, Pathumwan, Bangkok, no walk-in registration and no live broadcasting of the Meeting through any media except the electronic media. Inventech Systems (Thailand) Company Limited was a meeting conductor under the Emergency Decree on Electronic Meetings, B.E.2563 (2020), the Notification of Ministry of Digital Economy and Society Re: Standards for Maintaining Security of Meetings through Electronic Means, B.E.2563 (2020), and relevant laws or regulations.

The Shareholders could verify their identities and register to attend the Meeting according to the details the Company has sent to the shareholders together with the Meeting invitation letter.

Ms. Sattakamol Worakul informed the Meeting that shareholders and proxies were attending the Meeting as follows :

- Shareholders attending in person were 5, holding a total of 140,236 shares.
- Shareholders attending by proxies were 22, holding a total of 590,887,432 shares.
- The total number of shareholders attending in persons and by proxies was 27, representing a total of 591,027,668 shares.

The Company had a total of 1,009 shareholders, holding a total of 600,000,000 shares. The shareholders attended the Meeting in person and granted the proxy to proxies, represented 98.5046 percent of the total shares of the Company. A quorum was thus constituted in accordance with the Company's Articles of Association

At the Meeting

Ms. Sattakamol Worakul invited **Mr. Suphadej Poonpipat**, Chairman to open the Meeting.

Mr. Suphadej Poonpipat, Chairman of the Meeting, welcomed shareholders for attending the Meeting and opened the Extraordinary General Meeting of Shareholders No.1/2021, conducted through the Electronic Meeting. The Meeting's moderators were assigned as follows :

- Mr. Suvait Theeravachirakul, Vice Chairman of the Board and Mr. Somkiat Makcayathorn, Managing Director, were the Meeting's moderator for the agenda items 1-10.
- Ms. Chonlada Ngamnikulchalin, Company Secretary, was the secretary to take the minutes.
- Mr. Apichat Kamoltham and Ms. Satakamol Worakul, were the Meeting's moderator and explained the today's meeting method and criteria.

Ms. Sattakamol Worakul informed the Meeting that 8 directors were attending the Meeting as follows :

- | | |
|---------------------------------------|--|
| 1. Mr. Suphadej Poonpipat | Chairman of the Board of Directors, and
Chairman of the Good Corporate Governance Committee |
| 2. Mr. Suvait Theeravachirakul | Vice Chairman of the Board, Member of the
Compensation and Nomination Committee,
Member of the Good Corporate Governance Committee
and Vice Chairman of the Executive Committee |
| 3. Dr. Pornsiri Poonakasem | Independent Director, Chairman of Audit Committee,
Member of the Compensation and Nomination Committee,
and Member of the Good Corporate Governance Committee |
| 4. Assoc.Prof.Dr. Sathit Parniangtong | Independent Director, Member of Audit Committee,
Chairman of the Compensation and Nomination
Committee, Chairman of the IT Committee,
Member of the Strategy Committee and
Member of the Good Corporate Governance Committee |
| 5. Ms. Veena Arunyakasem | Independent Director, Member of Audit Committee,
Chairman of the Strategy Committee and Member of
the Good Corporate Governance Committee |
| 6. Mr. Pakit Iamopas | Director, Member of the Strategy Committee,
Member of the Good Corporate Governance Committee
and Chairman of the Executive Committee |

- | | |
|-------------------------------|---|
| 7. Mr. Kasemsuk Chongmankhong | Director, Member of the IT Committee and Member of the Good Corporate Governance Committee |
| 8. Mr. Somkiat Makcayathorn | Director, Member of the Good Corporate Governance Committee, Member of the Strategy Committee, Member of the IT Committee, Member of the Executive Committee, and Managing Director |

There were 3 directors attending the meeting at the location set up for the Electronic meeting, namely Mr. Suvait Theeravachirakul, Mr. Kasemsuk Chongmankhong and Mr. Somkiat Makcayathorn. The rest of 5 directors attending the Meeting through electronic means. The number of directors attending the Meeting was 8 directors and was proportioned to the total number of directors as 100%.

There were 3 executives attending the Meeting in person as follows:

- | | |
|--------------------------------|---|
| 1. Mr. Somkiat Makcayathorn | Managing Director |
| 2. Ms. Pimonrat Chitpavanaskul | Assistant Managing Director of Sales and Logistic |
| 3. Mr. Satawat Laklaem | Assistant Managing Director of Food Center |

There were 4 executives attending the Meeting through the Electronic media as follows:

- | | |
|------------------------------|---|
| 1. Mr. Thirachai Issara | Assistant Managing Director of Operation |
| 2. Mr. Jirachan Kampiranon | Assistant Managing Director of Marketing (Acting)
Vice President of Strategic Management and Development |
| 3. Ms. Preeyanuch Nuntachote | Senior Vice President of Finance |
| 4. Ms. Prisana Klankaew | Vice President of Accounting and
Assistant Managing Director of Management (Acting) |

Ms. Chonlada Ngamnikulchalin, Company Secretary, was assigned as the Meeting's secretary and to record the Meeting and **Mr. Oukrit Pitakpracha** was assigned to represent the Shareholders in inspecting the counting of votes.

The Company publicized the agenda of the Extraordinary General Meeting of Shareholders Year No.1/2021 on the Company's website on November 4th, 2021

Prior to the commencement of the Meeting, **Mr. Apichat Kamoltham** explained the meeting procedures method and criteria of the Meeting as follows:

1. To conduct the Meeting : The Meeting will consider agenda items in order as listed in the Meeting's invitation. The Meeting's Moderator will present information about each agenda item. This Meeting is composed of 10 agenda items.

2. To pass resolutions : In each agenda item, when the shareholders pose all questions, for the convenience and the promptness of counting votes in each agenda item, the Meeting's Moderator asks the shareholders to pass a resolution as follows:

- (1) The shareholders or proxies can vote for approval, disapproval, or abstention in each agenda item. For the vote counting, 1 share equals 1 vote.
- (2) The shareholders and proxies are eligible to cast their votes in each agenda item whether they approve, disapprove, or abstain from voting; shares cannot be split in order to divide the voting. An exception is made for proxy holders for foreign investors who appoint custodians in Thailand in order to safe-keep their clients' securities, split shares for the voting are allowed.
- (3) The notification of voting in any agenda item, the Meeting will notify the voting's result by identifying the proportion of approval, disapproval, or abstention. Further details are listed according to the Meeting's practice.

3. Voting in each agenda through the electronic meeting as follows:

- (1) To cast a vote, the shareholders choose any agenda items which they want to vote, the system then shows 4 buttons for voting which are:
 - Approval (Green)
 - Disapproval (Red)
 - Abstention (Orange)
 - Cancellation of the latest voting (Blue)

* If you do not vote for any resolution within a specific period or choose "Cancellation of the latest voting", the Company will consider that you approve such a resolution. The voting can be changeable until the closing of voting is notified.

- (2) In case of a proxy on behalf of several shareholders, choose the button "User Icon" and press the button "Switch Account" in order to sign in to accounts of other shareholders.
- (3) The shareholders have 1 minutes for the voting after the notification of voting's opening of each agenda item. The voting's closing will be notified and then a resolution of such an agenda item will be further informed to the Meeting.
- (4) In case the shareholders logout before the closing of passing a resolution of any agenda item, shareholders will not be counted as part of a quorum for such an agenda item and their votes will not be counted in such an agenda item neither. However, logging-out in any agenda item does not deprive the shareholders/proxies of their rights for attending the Meeting again or passing a resolution in the next agenda item.

4. Asking questions or giving opinions at the Meeting

- (1) The Company provides an opportunity to the attendees to ask questions or give additional opinions about issues relevant to such an agenda as appropriate. Questions can be raised in Q&A (Questions and Answers) or as specified in the system and submitted into the system all the time during the Meeting. The Company will answer the questions during the waiting time of the voting or at the Other Agendas.
- (2) If many related questions to such an agenda are submitted into the system, the Company will choose the questions as appropriate.

Mr. Apichat Kamoltham then asked **Mr. Suvait Theeravachirakul**, Vice Chairman of the Board, to proceed with the Meeting in the sequence of the agenda items.

Agenda 1. To certify the minutes of the Annual General Meeting of Shareholders 2021 to an electronic meeting "the AGM".

Mr. Suvait Theeravachirakul, Vice Chairman of the Board, asked the Meeting to certify the minutes of the Annual General Meeting of Shareholders for the year 2021 which was held on Thursday May 13rd, 2021. The Minutes contained 28 pages and was presented on page 11 to 38 of the meeting document that has been sent to shareholders.

Mr. Suvait Theeravachirakul asked the Meeting to consider the Minutes and to notify him if anyone would like to revise any content in the Minutes. The shareholders or proxies also had an opportunity to ask questions.

When no shareholders or proxies requested amendments to the minutes or asked questions, **Mr. Apichat Kamoltham** asked the shareholders or proxies to pass a resolution of the agenda item 1 To certify the minutes of the Annual General Meeting of Shareholders for the year 2021. For this agenda item, a majority vote of the shareholders attending the Meeting and having the right to vote was needed.

There was 1 more shareholder who has joined the meeting, holding a total of 1 share. The total number of shareholders in attendance was now 28 representing a total of 591,027,669 shares.

Resolution for agenda item 1 : To certify the minutes of the Annual General Meeting of Shareholders 2021 to an electronic meeting "the AGM", as detailed below:

Approved	totaling	591,027,668	votes or	99.9999%
Disapproved	totaling	0	votes or	0.0000%
Abstained	totaling	1	votes or	0.0000%

The total votes for this agenda item were 591,027,669 votes or 100.0000%

Conclusion The Meeting, by a majority vote of 99.9999%, approved the minutes of the Annual General Meeting of Shareholders 2021 to an electronic meeting "the AGM", as proposed by the Board of Directors.

Agenda 2. Approved the decrease of registered capital of the company from the original registered capital of THB 900,000,000 to new registered capital of THB 600,000,000 by reducing of the unpaid capital amount of 300,000,000 shares with a par value of THB 1 per share.

Mr. Suvait Theeravachirakul, reported as the Company its registered capital of unpaid amount THB 300,000,000 because the Company intends to issue and allocate No. 1 PRG-W1 warrants to the shareholders. And the Company has not yet issued and offered the paid capital increase shares. Therefore, in order to comply with the Public Limited Act 2535 on capital increase under Section 136, the Company has to decrease its registered capital.

The board of directors deems it appropriate to propose the Extraordinary General Meeting of Shareholders No.1/2021, has approved to decrease of the registered capital of the company from the original registered capital of THB 900,000,000 to new registered capital of THB 600,000,000 by reducing of the unpaid capital amount of 300,000,000 shares with a par value of THB 1 per share as per the details shown on page 39 and 42.

Mr. Suvait Theeravachirakul asked if the shareholders or proxies would like to ask any question or propose any opinion.

When no shareholders or proxies had additional questions, **Mr. Apichat Kamoltham** asked the shareholders to vote for the agenda item 2 Approved the decrease of registered capital of the company from the original registered capital of THB 900,000,000 to new registered capital of THB 600,000,000 by reducing of the unpaid capital amount of 300,000,000 shares with a par value of THB 1 per share. This agenda item had to have not less than three-fourths of all votes of the shareholders who attended the Meeting and had their voting rights.

Resolution for agenda item 2 : Approved the decrease of registered capital of the company from the original registered capital of THB 900,000,000 to new registered capital of THB 600,000,000 by reducing of the unpaid capital amount of 300,000,000 shares with a par value of THB 1 per share, as detailed below:

Approved	totaling	591,027,668	votes or	99.9999%
Disapproved	totaling	0	votes or	0.0000%
Abstained	totaling	1	votes or	0.0000%

The total votes for this agenda item were 591,027,669 votes or 100.0000%

Conclusion The Meeting, resolved with a vote of 99.9999%, that not less than three-fourths of all votes of the shareholders who attended the Meeting and had their voting rights, approved the decrease of registered capital of the company from the original registered capital of THB 900,000,000 to new registered capital of THB 600,000,000 by reducing of the unpaid capital amount of 300,000,000 shares with a par value of THB 1 per share, as proposed by the Board of Directors.

Agenda 3. Approved to amend the Article 4 of the memorandum of the company to be in accordance with the decrease of the registered capital.

Mr. Suvait Theeravachirakul, explained to the Meeting that to be in accordance with the reduction of the Company's registered capital in Agenda 2, it is appropriate to propose the the Extraordinary General Meeting of Shareholders No. 1/2021, has approved to amend the Article 4 of the memorandum of the company as follows :

"Article 4 Registered Capital	:	THB 600,000,000 (Six hundred million baht only)
Divided into	:	600,000,000 shares (Six hundred million shares)
Value per share	:	THB 1 (one baht)
Divided into		
Ordinary share	:	600,000,000 shares (Six hundred million shares)
Preferred share	:	- not exist - (--)")"

The Meeting was asked to approved to to amend the Article 4 of the memorandum of the company to be in accordance with the decrease of the registered capital.

Mr. Suvait Theeravachirakul asked if the shareholders or proxies would like to ask any question or propose any opinion.

When no shareholders or proxies had additional questions, **Mr. Apichat Kamoltham** asked the shareholders to vote for the agenda item 3 Approved to amend the Article 4 of the memorandum of the company to be in accordance with the decrease of the registered capital. This agenda item had to have not less than three-fourths of all votes of the shareholders who attended the Meeting and had their voting rights.

Resolution for agenda item 3: Approved to amend the Article 4 of the memorandum of the company to be in accordance with the decrease of the registered capital, as detailed below:

Approved	totaling	591,027,668	votes or	99.9999%
Disapproved	totaling	0	votes or	0.0000%
Abstained	totaling	1	votes or	0.0000%

The total votes for this agenda item were 591,027,669 votes or 100.0000%

Conclusion The Meeting, resolved with a vote of 99.9999%, that not less than three-fourths of all votes of the shareholders who attended the Meeting and had their voting rights, approved to amend the Article 4 of the memorandum of the company to be in accordance with the decrease of the registered capital, as proposed by the Board of Directors.

Agenda 4. Approved to the offering or the allocating of the Company' s warrants to purchase ordinary shares No.1 (PRG-W1) in the amount not more than 30,000,000 units for allocation to existing shareholders of the Company in proportion to their respective shareholdings.

Mr. Suvait Theeravachirakul, explained to the Meeting that The board of directors deems it appropriate to propose the Extraordinary General Meeting of Shareholders No. 1/2021, has approved to the issuance of the Company' s warrants to purchase ordinary shares No.1 (PRG-W1) in the amount of not more than 30,000,000 units for allocation to existing shareholders of the Company in proportion to their respective shareholdings. The Board of Directors or the authorized directors or any person authorized by the Board of Directors or by the authorized directors shall be authorized to actions as proposed. The Initial information of the PRG-W1 was presented in the supporting document, page 45-50.

In this regard, key features of the offering or the allocating of the warrants to purchase ordinary shares of The Company No.1 (PRG-W1) are as follows :

- Category of Warrants : Warrants to purchase ordinary shares of PRG Corporation Public Company Limited No. 1 ("PRG-W1 Warrants")
- Type of Warrants : Transferable warrants, with the name of bearer
- Offering Method :
- To be offered to the existing shareholders of PRG Corporation Public Company Limited (the "Company") in proportion to their respective shareholdings at no cost, at the ratio of 20 ordinary shares per 1 unit of warrant
 - Any fractions resulting from the calculation based on the allocation ratio such fraction of shares shall be rounded down

In offering or the allocating the PRG-W1 Warrants to existing shareholders and there is still a risk to shareholders which possibly imposes an obligation on the Company according to international law. Therefore, in order to manage the abovementioned risk, the Board of Directors may exercise its discretion not to offer or not to allocate the warrants to any shareholders who is residing in France, Singapore, the United Kingdom, China, India, the United States of America, Switzerland, Japan, Vietnam or any Countries as deemed appropriate by the Company, if the offering or the allocation of the such warrants causes or is likely to cause the Company.

(a) to violate any laws, rules or regulations of Thailand or any foreign countries and/or the Company's Articles of Association;

(b) to have additional and excessive obligations or duties to perform anything other than those required under the relevant laws or regulations of Thailand on securities offering;

(c) to have additional expenses and/or excessive risks when compared to the benefits that the Company will receive if the PRG-W1 Warrants are offered or allocated to the relevant subscribers or groups or executing the relevant processes; or

(d) to breach the requirements, methods or conditions provided in relation to the offering or allocation of the PRG-W1 Warrants.

The factors used by the Company to support its consideration to not offer or not allocate the PRG-W1 Warrants include, but not limited to, the additional obligations that the Company will have under foreign laws, or the burden to examine legal points and/or to comply with the duties under foreign laws, the additional expenses in examining and seeking advice and recommendations on foreign laws, and/or the potential risks compared to the benefits that the Company will receive if the PRG-W1 Warrants are offered or allocated to existing shareholders of the company. Furthermore, the Company may offer or allocate the PRG-W1 Warrants to existing shareholders of the company is entitled to offering or the allocation the PRG-W1 Warrants subject to international

practices or an exemption under foreign laws that are effective and to the Company's ability to carry out the offering or the allocation at relevant times.

In this connection, the Company has the right to not offer or not allocate the PRG-W1 Warrants from the shareholders who have their mailing addresses outside Thailand. In this regard, the Company has the right to use its discretion in considering changing the relevant details as appropriate by taking into account the factors as stated above, which includes without limitation, the determination of a list of non-restricted countries and/or a list of restricted countries, for the successful completion of the offering or the allocation the PRG-W1 Warrants. The Company shall further announce the additional terms and/or conditions of the offering or the allocation of the PRG-W1 Warrants for your information (if any).

The Board of Directors or the authorized directors or any person authorized by the Board of Directors or by the authorized directors shall be authorized to actions

- (a) determine the terms and conditions and any other details in relation to the offering and allocating of the PRG-W1 Warrants;
- (b) proceed with and sign applications and evidences that are necessary for or relevant to the offering and allocating of the PRG-W1 Warrants, including contacting and filing applications, waiver requests, documents, and such evidences with the relevant government authorities or agencies, as well as listing the PRG-W1 Warrants and newly issued shares occurred from the exercise of the PRG-W1 Warrants on the Stock Exchange of Thailand ("SET");
- (c) undertake any other actions that are necessary for or relevant to this the offering and allocating of the PRG-W1 Warrants;

Number of Offering Warrants : Not more than 30,000,000 units

Offering Price per Unit : THB 0 (Zero Baht)

Term of Warrants : Not more than 3 years from the issuance date of warrants

Ordinary shares reserved for : the exercise of Warrants : Not more than 30,000,000 shares (with a par value of THB 1 per share)

Exercise Ratio : 1 unit of warrant per 1 ordinary share with the exception for the case of the adjustment of exercise ratio in accordance with the adjustment conditions

Exercise Price : THB 5

Exercise Price and relevant details shall be determined by the Board of Directors or the authorized directors or any person authorized by the Board of Directors or by the authorized directors.

: In the event of the adjustment of Exercise Price, the Exercise Price shall not be lower than the par value of shares in the Company at the time.

Issuance date : To be determined by the Board of Directors or the authorized directors or the person authorized by the Board of Directors or by the authorized directors, which is expected to be within the fourth quarter of 2021.

Period for notification of intention of exercise warrants : On the 15th of January, February, March, April, May, June, July, August, September, October, November, December of each calendar year through the term of Warrants. In the event, the Exercise Date is not a Business Day, such Exercise Date shall be postponed to the next Business Day. The first Exercise Date is expected to be on January 15th, 2022.

The last Exercise Date will be on the expiration date of PRG-W1 Warrants which will be on November 15th, 2024 (Not more than 3 years from the issuance date) . In the event, the last Exercise Date is not a Business Day, such last Exercise Date shall be postponed to the before the Company's holiday.

The last Exercise Date and relevant details shall be determined by the Board of Directors or the authorized directors or any Person designated by the Board of Directors or by the authorized Directors

Notification of intention of exercise warrants : The Warrant Holders who wish to exercise their rights to purchase ordinary shares of the Company shall deliver a notification of the intention to exercise the Warrants during 9:30 hrs. until 15:30 hrs. within the period of 5 Business Days prior to each Exercise Date, except for the last Exercise Date in which the notification of the intention to exercise the Warrants shall be delivered during 9:30 hrs. until 15:30 hrs. within the period of 15 Days prior to the last Exercise Date.

The intention to exercise PRG-W1 Warrants shall be irrevocable upon the Exercise Notice being served.

Warrant Registrar : Thailand Securities Depository Company Limited

Secondary Market for the Warrant : The Company will apply to list the PRG-W1 Warrants on the Stock Exchange of Thailand

Secondary Market for the Ordinary Shares from the Exercise of Warrants : The Company will apply to list the new ordinary shares to be issued upon exercising the Warrants on the Stock Exchange of Thailand.

Purposes of issuing the warrants and benefits that the Company would gain from the allocation of newly issued shares : It is a type of return to shareholders instead of cash dividend payment, that would be able to maintain Company's working capital and strengthen the Company's financial position for operation of the Company's business.

Expected benefits to shareholders from the capital increase : In the event, the warrant holders exercise their rights under the Warrants to purchase the ordinary shares and become shareholders of the Company, the shareholders would gain the benefits from the fact that the Company will be able to utilize such proceeds.

In addition, the shareholders who exercise the right to purchase ordinary shares under the PRG-W1 Warrants shall receive all the same rights as the Company's existing shareholders, such as the right to receive dividends, the right to attend and to vote in the shareholders meeting.

Mr. Suvait Theeravachirakul asked if the shareholders or proxies would like to ask any question or propose any opinion.

Mr. Piyapong Prasaththong, a shareholder, came in person to asked questions at the meeting as follows :

1. In the case of warrants PRG-W1 allocation, there is still leftover. How will The Company proceed?
2. Exercising of rights, is it on a quarterly basis or only as one and the last time?
3. In the allocation of warrants PRG-W1, what kind of investments will The Company utilize it for?

Mr. Suvait Theeravachirakul answered the questions as follows :

1. The Company has requested approval for the issuance of newly issued ordinary shares in the amount of not more than 30,000,000 shares. The Company has calculated the allocation in proportion to the shareholding of each existing shareholder. If any fractions occur in the calculation according to the allocation proportion, they will be rounded off. Thus there will not be any warrants leftover after allocation.
2. Warrants can be exercised on every 15th of the month and is valid not more than 3 years.
3. In the 4th quarter, The Company do not pay dividends to shareholders, but instead issue warrants so that shareholders who receive the allocation can exercise their rights to sell on the Stock Exchange. The Company will receive approximately THB 150 million, which will be used to increase liquidity within The Company for its working capital.

Mr. Bhuwanart Na Songkhla, a proxy from the Thai Investors Association asked the meeting about when will The Company post the XW (Excluding Warrant) sign?

Mr. Suvait Theeravachirakul answered that The Company had proceeded to post the XW (Excluding Warrant) sign on October 27th, 2021 because the Record Date determining the list of shareholders eligible for the allocation of warrants PRG-W1 was on October 28th, 2021.

When no shareholders or proxies had additional questions, **Mr. Apichat Kamoltham** asked the shareholders to vote for the agenda item 4 Approved to the offering or the allocating of the Company' s warrants to purchase ordinary shares No.1 (PRG-W1) in the amount not more than 30,000,000 units for allocation to existing shareholders of the Company in proportion to their respective shareholdings. This agenda item had to have a majority vote of the shareholders who attended the Meeting and had their voting rights.

Resolution for agenda item 4: Approved to the offering or the allocating of the Company' s warrants topurchase ordinary shares No.1 (PRG-W1) in the amount not more than 30,000,000 units for allocation to existing shareholders of the Company in proportion to their respective shareholdings, as detailed below:

Approved	totaling	591,027,668	votes or	99.9999%
Disapproved	totaling	0	votes or	0.0000%
Abstained	totaling	1	votes or	0.0000%

The total votes for this agenda item were 591,027,669 votes or 100.0000%

Conclusion The Meeting, by a majority vote of 99.9999%, approved to the offering or the allocating of the Company' s warrants topurchase ordinary shares No.1 (PRG-W1) in the amount not more than 30,000,000 units for allocation to existing shareholders of the Company in proportion to their respective shareholdings, as proposed by the Board of Directors.

Agenda 5. Approved to increase the registered capital of the company from the original registered capital of THB 600,000,000 to THB 630,000,000 by issuing not more than 30,000,000 new ordinary shares with a par value of THB 1 per share to reserve for the issuance of the Company's warrants to purchase original shares of the PRG-W1 Warrants.

Mr. Suvait Theeravachirakul, explained to the Meeting that The board of directors deems it appropriate to propose the Shareholders' Meeting, has approved to increase the registered capital of the company from the original registered capital of THB 600,000,000 to THB 630,000,000 by issuing not more than 30,000,000 new ordinary shares with a par value of THB 1 per share to reserve for the issuance of the Company' s warrants to purchase ordinary shares of the PRG-W1 Warrants.

The details regarding the increase of the Company's registered capital under the increased capital report (F53-4) as presented in the supporting document, pages 39 – 44.

Mr. Suvait Theeravachirakul asked if the shareholders or proxies would like to ask any question or propose any opinion.

When no shareholders or proxies had additional questions, **Mr. Apichat Kamoltham** asked the shareholders to vote for the agenda item 5 Approved to increase the registered capital of the company from the original registered capital of THB 600,000,000 to THB 630,000,000 by issuing not more than 30,000,000 new ordinary shares with a par value of THB 1 per share to reserve for the issuance of the Company's warrants to purchase original shares of the PRG-W1 Warrants. This agenda item had to have not less than three-fourths of all votes of the shareholders who attended the Meeting and had their voting rights.

Resolution for agenda item 5: Approved to increase the registered capital of the company from the original registered capital of THB 600,000,000 to THB 630,000,000 by issuing not more than 30,000,000 new ordinary shares with a par value of THB 1 per share to reserve for the issuance of the Company's warrants to purchase original shares of the PRG-W1 Warrants, as detailed below:

Approved	totaling	591,027,668	votes or	99.9999%
Disapproved	totaling	0	votes or	0.0000%
Abstained	totaling	1	votes or	0.0000%

The total votes for this agenda item were 591,027,669 votes or 100.0000%

Conclusion The Meeting, resolved with a vote of 99.9999%, that not less than three-fourths of all votes of the shareholders who attended the Meeting and had their voting rights, approved to increase the registered capital of the company from the original registered capital of THB 600,000,000 to THB 630,000,000 by issuing not more than 30,000,000 new ordinary shares with a par value of THB 1 per share to reserve for the issuance of the Company's warrants to purchase original shares of the PRG-W1 Warrants, as proposed by the Board of Directors.

Agenda 6. Approved to increase the registered capital of the company under the General Mandate to the existing shareholders proportionate to their respective shareholdings (Rights Offering) from THB 600,000,000 to THB 780,000,000 by issuing 180,000,000 new ordinary shares with a par value of THB 1 per share.

Mr. Suvait Theeravachirakul, explained to the Meeting that The board of directors deems it appropriate to propose the EGM No. 1/ 2021, has approved to increase the registered capital of the company under the General Mandate to the existing shareholders proportionate to their respective shareholdings (Rights Offering) from THB 600,000,000 to THB 780,000,000 by issuing 180,000,000 new ordinary shares with a par value of THB 1 per share Please find details in a report on capital increase, as per the details shown on page 39 - 44.

The increase of the Company's registered capital by general mandate corresponded to the conservative financial management policy. When an unexpected situation occurs in the future, the Company will have a conservative reservation on financial management with flexibility without affecting normal operations.

Therefore, the Meeting was requested to consider and approve the increase of the Company's registered capital by a general mandate to the existing shareholders proportionate to their respective shareholdings (Rights Offering) from the original registered capital of THB 600,000,000 to the registered capital of THB 780,000,000 by issuing 180,000,000 new ordinary shares with a par value of THB 1 per share.

Mr. Suvait Theeravachirakul asked if the shareholders or proxies would like to ask any question or propose any opinion.

Mr. Bhuwanart Na Songkhla, a proxy from the Thai Investors Association asked the meeting as follows :

1. This capital increase is intended to sell to existing shareholders. Why do it in the form of a General Mandate? What are the advantages?
2. In what areas will proceeds from this capital increase be invested in?

Mr. Suvait Theeravachirakul answered as follows:

1. In proceeding with capital increase in the form of General Mandate, it is considered a methodology that is not a direct capital increase because it does not take effect immediately. Instead it acts to reserve capital increase as a mean for the future where The Company can proceed in case of emergency. At present, capital increase is not yet necessary.
2. To proceed with capital increase in the future, The Company must have clear and definitive objectives before proposing to the Board of Directors for further consideration and approval of the capital increase.

When no shareholders or proxies had additional questions, **Mr. Apichat Kamoltham** asked the shareholders to vote for the agenda item 6 Approved to increase the registered capital of the company under the General Mandate to the existing shareholders proportionate to their respective shareholdings (Rights Offering) from THB 600,000,000 to THB 780,000,000 by issuing 180,000,000 new ordinary shares with a par value of THB 1 per share. This agenda item had to have not less than three-fourths of all votes of the shareholders who attended the Meeting and had their voting rights.

Resolution for agenda item 6: Approved to increase the registered capital of the company under the General Mandate to the existing shareholders proportionate to their respective shareholdings (Rights Offering) from THB 600,000,000 to THB 780,000,000 by issuing 180,000,000 new ordinary shares with a par value of THB 1 per share, as detailed below:

Approved	totaling	591,026,668	votes or	99.9998%
Disapproved	totaling	1,000	votes or	0.0001%
Abstained	totaling	1	votes or	0.0000%

The total votes for this agenda item were 591,027,669 votes or 100.0000%

Conclusion The Meeting, resolved with a vote of 99.9999%, that not less than three-fourths of all votes of the shareholders who attended the Meeting and had their voting rights, approved to increase the registered capital of the company under the General Mandate to the existing shareholders proportionate to their respective shareholdings (Rights Offering) from THB 600,000,000 to THB 780,000,000 by issuing 180,000,000 new ordinary shares with a par value of THB 1 per share, as proposed by the Board of Directors.

Agenda 7. Approved to amend the Article 4 of the memorandum of the Company to be in accordance with the increase of the registered capital.

Mr. Suvait Theeravachirakul, explained to the Meeting that to be in accordance with the increase of the registered capital of the Company in Agenda 5 and Agenda 6, it is appropriate to propose to the Extraordinary General Meeting of Shareholders No. 1/2021 to approved to amend the Article 4 of the memorandum of the Company to be in accordance with the registered capital above the details as follows:

“Article 4. Registered capital : THB 810,000,000 (Eight hundred and ten million baht only)
Divided into : 810,000,000 shares (Eight hundred and ten million shares)
Value per share : THB 1 (one baht)
Divided into
Ordinary share : 810,000,000 shares (Eight hundred and ten million shares)
Preferred share : -- share (--)”

The Meeting was asked to approved to amend the Article 4 of the memorandum of the Company to be in accordance with the increase of the registered capital.

Mr. Suvait Theeravachirakul asked if the shareholders or proxies would like to ask any question or propose any opinion.

When no shareholders or proxies had additional questions, **Mr. Apichat Kamoltham** asked the shareholders to vote for the agenda item 7 Approved amend the Article 4 of the memorandum of the company to be in accordance with the increase of the registered capital. This agenda item had to have not less than three-fourths of all votes of the shareholders who attended the Meeting and had their voting rights.

Resolution for agenda item 7: Approved to amend the Article 4 of the memorandum of the company to be in accordance with the increase of the registered capital, as detailed below:

Approved	totaling	591,027,668	votes or	99.9999%
Disapproved	totaling	0	votes or	0.0000%
Abstained	totaling	1	votes or	0.0000%

The total votes for this agenda item were 591,027,669 votes or 100.0000%

Conclusion The Meeting, resolved with a vote of 99.9999%, that not less than three-fourths of all votes of the shareholders who attended the Meeting and had their voting rights, approved to amend the Article 4 of the memorandum of the company to be in accordance with the increase of the registered capital, as proposed by the Board of Directors.

Agenda 8. Approved to allocate not more than 30,000,000 newly issued ordinary shares with a par value of THB 1 per share for the exercise of the PRG-W1 Warrants, which will be issued to existing shareholders of the Company in proportion to their respective shareholdings in accordance with the details set out in agenda 4.

Mr. Suvait Theeravachirakul, explained to the Meeting that to be in accordance with the increase of the registered capital of the Company in Agenda 5, it is appropriate to approved to allocate not more than 30,000,000 newly issued ordinary shares for the exercise of the PRG-W1 Warrants, which will be issued to existing shareholders of the Company in proportion to their respective shareholdings.

The details of the allocation of the newly issued ordinary shares for the exercise of the PRG-W1 Warrants are presented in Agenda 4.

The details regarding the increase of the Company's registered capital under the increased capital report (F53-4) as presented in the supporting document, pages 39 – 44.

Mr. Suvait Theeravachirakul asked if the shareholders or proxies would like to ask any question or propose any opinion.

When no shareholders or proxies had additional questions, **Mr. Apichat Kamoltham** asked the shareholders to vote for the agenda item 8 Approved to allocate not more than 30,000,000 newly issued ordinary shares with a par value of THB 1 per share for the exercise of the PRG-W1 Warrants, which will be issued to existing shareholders of the Company in proportion to their respective shareholdings in accordance with the details set out in agenda 4. This agenda item had to have a majority vote of the shareholders who attended the Meeting and had their voting rights.

Resolution for agenda item 8: **Approved to allocate not more than 30,000,000 newly issued ordinary shares with a par value of THB 1 per share for the exercise of the PRG-W1 Warrants, which will be issued to existing shareholders of the Company in proportion to their respective shareholdings in accordance with the details set out in agenda 4, as detailed below:**

Approved	totaling	591,027,668	votes or	99.9999%
Disapproved	totaling	0	votes or	0.0000%
Abstained	totaling	1	votes or	0.0000%

The total votes for this agenda item were 591,027,669 votes or 100.0000%

Conclusion The Meeting, by a majority vote of 99.9999%, approved to allocate not more than 30,000,000 newly issued ordinary shares with a par value of THB 1 per share for the exercise of the PRG-W1 Warrants, which will be issued to existing shareholders of the Company in proportion to their respective shareholdings in accordance with the details set out in agenda 4, as proposed by the Board of Directors.

Agenda 9. Approved to the allocation of newly issued ordinary shares of the company under the General Mandate of not more than 180,000,000 shares with a par value of THB 1 per share.

Mr. Suvait Theeravachirakul, explained to the Meeting that to be in accordance with the increase of the registered capital of the Company in Agenda 6, it is appropriate to propose to the Extraordinary General Meeting of Shareholders No. 1/2021 to approved to the allocation of newly issued ordinary shares of the company under the General Mandate of not more than 180,000,000 shares with a par value of THB 1 per share as follows:

- Allocation of not more than 180,000,000 new ordinary shares or equivalent to 30.00% of the paid-up capital, offering to the shareholders in proportion to their shareholding.

Whereby, the Board of Directors shall be authorized to allot and offer in the same time or to separate into partial for offering in lots from time to time and have the right to take any actions necessary as appropriate regarding to the offering of such increased ordinary shares, e.g. set XR date, and objective of the issuance and offering of such ordinary shares, specify offering price and ratio for allotment including subscription period, allotment method and the payment process, etc., including change of the subscription period and payment and determining other conditions and details in issuing and offering of such increased shares as deemed appropriate, including the authority to correct wording or contents for minutes of shareholders' meeting or Memorandum of Association and/or the various actions necessary in compliance with the order of Registrar in relation to the registration of registered capital increase with Department of business Development, Ministry of Commerce from time to time in accordance with the payments of the subscriber (S) in each time, including listing the increased shares in the Stock Exchange of Thailand and submission of information and documents to the Securities and Exchange Commission, the Stock Exchange of Thailand, Ministry of Commerce or other relevant authorities.

The allocation of newly issued ordinary shares to existing shareholders in General Mandate must be completed within the next date of the Annual General Meeting of Shareholders which be determined by the Company or within the date of the Meeting of Shareholders which be determined by the law, whichever date is earlier.

The details regarding the increase of the Company's registered capital under the increased capital report (F53-4) as presented in the supporting document, pages 39 and 42.

Mr. Suvait Theeravachirakul asked if the shareholders or proxies would like to ask any question or propose any opinion.

When no shareholders or proxies had additional questions, **Mr. Apichat Kamoltham** asked the shareholders to vote for the agenda item 9 Approved to the allocation of newly issued ordinary shares of the company under the General Mandate of not more than 180,000,000 shares with a par value of THB 1 per share. This agenda item had to have a majority vote of the shareholders who attended the Meeting and had their voting rights.

Resolution for agenda item 9 : Approved to the allocation of newly issued ordinary shares of the company under the General Mandate of not more than 180,000,000 shares with a par value of THB 1 per share, as detailed below:

Approved	totaling	591,026,668	votes or	99.9998%
Disapproved	totaling	1,000	votes or	0.0001%
Abstained	totaling	1	votes or	0.0000%

The total votes for this agenda item were 591,027,669 votes or 100.0000%

Conclusion The Meeting, by a majority vote of 99.9999%, approved to the allocation of newly issued ordinary shares of the company under the General Mandate of not more than 180,000,000 shares with a par value of THB 1 per share, as proposed by the Board of Directors.

Agenda 10. Other business (if any).

Mr. Suvait Theeravachirakul informed the Meeting that in this agenda, if shareholders want to propose other matters than those set out in the invitation letter, they must comply with the law which appears in the Public Limited Company Act B.E.2535, Clause 2 of Section 105, stating that "When the meeting has considered Clause 1, the shareholders holding shares altogether of not less than one-third of the total issued shares may request the meeting to consider other matters than those set out in the invitation letter."

Mr. Suvait Theeravachirakul asked if the shareholders or proxies would like to ask any question or propose any opinion.

Mr. Bhuwanart Na Songkhla, a proxy from the Thai Investors Association asked the meeting about the situation of falling rice prices. What are the effects on The Company, if any?

Mr. Somkiat Makcayathorn, Managing Director, answered the question. For current situation about rice, it is normal for prices to decline, since it is harvest season. The Company has not received any negative impact from the current rice situation because The Company has been cautious in purchasing sufficient stock of raw materials for usage. Therefore, this has a more of a positive impact for The Company. It is also expected that in 2022 the Company will be able to compete well in the market.

None of the shareholders or proxies had additional questions and none of the shareholders raised any additional agenda to the Meeting, therefore, I would like to have the Chairman to close the meeting.

Mr. Suphadej Poonpipat, Chairman of the Meeting, announced to the Meeting that on behalf of the Board of Directors I would like to thank all shareholders who attend the Meeting today. The comments provided are very useful. If there are any inconvenient or errors, please accept our apology.

In the end, none of the shareholders had additional questions or comments, therefore, the Chairman announced the Meeting to be closed.

The Meeting adjourned at 11.04 hours.

Signed **Suphadej Poonpipat** Chairman of the Meeting
(Mr. Suphadej Poonpipat)
Chairman of the Board of Directors

Signed **Chonlada Ngamnikulchalin** Recorder of the Meeting
(Ms. Chonlada Ngamnikulchalin)
Company Secretary

Supporting Document
Annual General Meeting of Shareholders for the year 2022

Agenda 5 To appoint the directors to replace those whose tenures end.

1. According to article 18 of the Company's articles of association, it is required that every annual general meeting of shareholders, one-third of company directors must be retired. If the number of directors that will be retired cannot be divided by three, then a closest number will be used but not more than one-third. In 2022 meeting, there are three directors that will be retired namely, Dr. Pornsiri Poonakasem, Mr. Pakit Iamopas and Mr. Somkiat Makcayathorn
2. In 2021 from January 1, 2021 to December 31, 2021 the Board of Directors held 16 meetings. The details of attendance of the three directors are as follows.

Name	Position	Meeting Attendance (Times)	Terms (Years)
1. Dr. Pornsiri Poonakasem	Chairman of the Audit Committee / Independent Director / Member of Compensation and Nomination Committee and Member of the Good Corporate Governance Committee	16/16	15
2. Mr.Pakit Iamopas	Director / Executive Chairman / Member of the Strategy Committee and Member of the Good Corporate Governance Committee	16/16	5
3. Mr.Somkiat Makcayathorn	Director / Executive Director / Member of the Strategy Committee / Member of the Information Technology Governance Committee / Member of the Good Corporate Governance Committee and Managing Director	16/16	16

Remark : * Dr. Pornsiri Poonakasem served as an independent director for 6 years (from 2016).

3. Criteria and method of selecting the directors of the Company. Candidates must have at least a Bachelor degree and must be selected by the Compensation and Nomination Committee.

4. Definition and qualifications of Independent Directors.

PRG Corporation Public Company Limited has defined the definition of the Independent directors which comply with the minimum rules of SEC and SET. Each independent director shall comply with the following rules.

4.1 Holding shares not more than 1 percent of total number of shares with voting rights of the Company, subsidiary company, associated company, major shareholder or controlling person, including shares held by persons related to such Independent Director.

4.2 Is not now and never has been an executive Director, employee, staff, advisor who receives salary, or a controlling person of the Company, subsidiary company, associated company, major shareholder or controlling person, unless the foregoing status has ended not less than two years prior to the appointment date. This restriction does not include cases in which the Independent Director used to be a government official or advisor of a government unit which is a major shareholder or controlling person of the Company.

4.3 Not being a person related by blood or registration under laws such as father, mother, spouse, sibling and child, including spouse of children, executives, major shareholders, controlling persons, or persons to be nominated as executive or controlling person of the Company or its subsidiary company.

4.4 Does not have and never had a business relationship with the Company, subsidiary company, associated company or major shareholder or controlling person that may have a conflict of interest that obstructs the independent opinion. As well, any Independent Director is not now and never have been a significant shareholder, controlling person of any person having a business relationship with the Company, subsidiary company, associated company, major shareholder or controlling person, unless the foregoing relationship has ended not less than two years prior to the appointment date.

4.5 Is not now and never has been an auditor of the Company, subsidiary company, associated company, major shareholder or controlling person. Not being a significant shareholder, controlling person or partner of an audit firm which employs auditors of the Company, subsidiary company, associated company, major shareholder or controlling person, unless the foregoing relationship has ended not less than two years prior to the appointment date.

4.6 Is not now and never has been a professional service provider, including a legal advisor or a financial advisor who receives service fees of more than two million Baht per year from the Company, subsidiary company, associated company, major shareholder or controlling

person. Not being a significant shareholder, controlling person or partner or the professional service provider, unless the foregoing relationship has ended not less than two years prior to the appointment.

4.7 Not being a Director appointed as a representative of any Director of the Company, any major shareholder or a shareholder related to the major shareholders.

Tenure of the Independent Director

The Independent Directors shall not hold office for a period longer than 9 years starting from the year 2016 onwards.

The Board of Directors considered the opinion given by the Nomination and Remuneration Committee and agreed that the Directors whose terms of office expired namely Dr. Pornsiri Poonakasem, Mr. Pakit Iamopas and Mr. Somkiat Makcayathorn should be proposed to the Annual General Meeting for consideration that Dr. Pornsiri Poonakasem, Mr. Pakit Iamopas and Mr. Somkiat Makcayathorn should be re-appointed to continue their positions as Directors. These 3 nominated Directors have full qualifications according to the Public Limited Company Act B.E.2535 and their knowledge and experiences in businesses related to the Company's operations can help contribute to the development of the Company. They are appropriate for working as the Company's Directors. The Board considered that the appointment of Mr. Somkiat Makcayathorn to continue their positions as Directors in the companies which operate the same businesses as the Company will not cause any damages to the Company.

The said persons, who have been elected as the director of the company, have passed the screen process of the Board of Directors that to be qualified persons. Due to the Board of Directors have considered any persons who will take a position as Audit Committee but no one has qualified. Therefore, the Directors have nominated Dr. Pornsiri Poonakasem, who has taken a position of Audit Committee about 6 years, as Audit Committee once again. She has skill and experience in the position of Audit Committee and can freely advise accordance with the concern rule. Hence, Dr. Pornsiri Poonakasem has nominated as Audit Committee for 2 years and will expire on 2024 A.D and when she take a position of the Audit Committee until the end of this term she'll take this position about 9 years.

The profiles and qualifications of the directors whom the Board of Directors recommends to the shareholders at the shareholder meeting for re-election are given in the supporting documents.

Supporting Document
Annual General Meeting of Shareholders for the year 2022

Agenda 5 To appoint the directors to replace those whose tenures end

Biographies of the retired directors proposed to be reappointed



Dr. Pornsiri Poonakasem

**Chairman of the Audit Committee / Independent Director /
Member of Compensation and Nomination Committee and
Member of the Good Corporate Governance Committee**

Age: 70 years old

Appointment date as the Director: October 24, 2006

Number of year as the Director: 15 years

Type of director nominated: Independent Director

Area of expertise: Administrative Management, Accounting, Finance and Investment.

Education:

- Ph.D (Accounting), University of Florida-Gainesville, Florida, U.S.A.
- M.A.S. (Accounting), University of Illinois-Urbana-Champaign, Illinois, U.S.A. (Royal Thai Government scholarship)
- Bachelor of Accountancy (Second Class Honor), Chulalongkorn University

Seminar on role and responsibility of directors: Thai Institute of Directors Association (IOD)

- Director Accreditation Program (DAP), 2008
- Director Certification Program (DCP), Class 132/2010
- Advanced Audit Committee Program (AAP), Class 17/2014
- Advanced Audit Committee Program (AAP), Class 38/2020
- Board Nomination & Compensation Program (BNCP), Class 12/2021

Experience:

• Listed Companies (Current 1 Companies)

- | | |
|----------------|--|
| 2017 - Present | Member of the Compensation and Nomination Committee
PRG Corporation Public Company Limited |
| 2006 – Present | Chairman of the Audit Committee and Independent Director
PRG Corporation Public Company Limited |
| 2016 – Present | Member of Good Corporate Governance Committee
PRG Corporation Public Company Limited |
| 1996 - 1998 | Vice President, Finance, Loxley Public Company Limited |
| 1994 - 1996 | President, Accounting and Auditing, Sin Bualuang Public Company Limited |

• **Non-Listed Companies** (Current 3 Companies)

Jun 2018 - Present	Member of the Audit Sub Committee, Corporate Governance and Independent Director Mahachai Seafood Company Limited
2006 - Present	Director, M.S. (Internal Auditing), University of the Thai Chamber of Commerce
2015 - 2017	Member of the Audit Committee, National Science Technology and Innovation Policy Office
2015 - 2017	Member of the Audit SubCommittee, National Science Technology and Innovation Policy Office
2014 - 2017	Member of the Accounting System Committee, Federation of Accounting Professions under the Royal Patronage of His Majesty the King
2010 - 2017	Member of the Accounting Testing Subcommittee, Federation of Accounting Professions under the Royal Patronage of His Majesty the King
2014 – 2016	Member of the Audit Committee, Rajamangala University of Technology Tawan-ok
2004 - 2006	Vice President for Administration, Walailak University
2001 - 2003	Executives Director of Finance and Executives Director of Investment Center, National Science and Technology Development Agency (NSTDA)
1998 - 2001	Vice President for Administration, Rangsit University
1980 - 1994	Professor, Faculty of Commerce and Accountancy, Chulalongkorn University
1975 - 1980	State Audit Officer, Office of the Auditor General of Thailand

Other companies/entities which may cause a conflict of interest: -None-

PRG shareholding: None (As at book closing date on October 28, 2021)

Family relationship (with directors/management): -None-

Meeting attendance in 2021:

- Board of Directors' Meeting	16/16 times (100%)
- Audit Committee's Meeting	12/12 times (100%)
- Compensation and Nomination Committee's Meeting	2/2 times (100%)
- Directors' Meeting of Non-executive directors	1/1 times (100%)
- Good Corporate Governance Committee's Meeting	1/1 times (100%)

Remark : - As a Director that be subsidiary of PRG which make business which manage the same business and not cause any damages.

- Does not being held director operate the same and in competition with the Company

Supporting Document for consideration of Agenda 5

Biographies of the retired directors proposed to be reappointed



Mr. Pakit Iamopas

Director / Executive Chairman / Member of the Strategy Committee and Member of the Good Corporate Governance Committee

Age: 62 years

Date appointed as director: May 16, 2017

Tenure as director: 5 years

Type of director nominated: Director

Area of expertise: Finance, Marketing, Business Management and Strategic Management

Education: - Bachelor of Accountancy Chulalongkorn University

- Master of Business Administration, The University of Southern Mississippi, USA

- Certificate, Advanced Marketing Program, Columbia University, USA

Seminar on role and responsibility of director: Thai Institute of Directors Association (IOD)

-Certificate, Director Accreditation Program (DAP), Year 2017

Experience:

● **Listed Companies (Current 1 Company)**

Jan 2021 – Present	Member of the Strategy Committee PRG Corporation Public Company Limited
2017 – Present	Chairman of the Executive Board PRG Corporation Public Company Limited
2017 – Present	Director and member of the Good Corporate Governance Committee PRG Corporation Public Company Limited

● **Non-Listed Company (Current 5 Company)**

1 Dec 2021 – Present	Senior Vice Chairman DTGO Corporation Company Limited
May 2020 – Present	Director Magnolia International Corporation Company Limited
May 2020 – Present	Director Whizdom Society Development Corporation Company Limited
May 2020 – Present	Director Whizdom Assets Corporation Company Limited
May 2020 – Present	Director Whizdom Landmark Corporation Company Limited
Mar 2020 – 30 Nov 2021	Chief Executive DTGO Corporation Company Limited
2014 – 2019	Director and Member of Audit Committee MBK Life Assurance Public Company Limited
2004 - 2014	Chief Executive Officer and President Allianz C.P. General Insurance Public Company Limited

Other companies/entities which may cause a conflict of interest: -None-

PRG shareholding: -None- (As at book closing date on October 28, 2021)

Family relationship (with directors/management): -None-

Meeting attendance in 2021

- Board of Directors' Meeting	16/16 times (100%)
- Executive Committee's Meeting	12/12 times (100%)
- Strategy Committee's Meeting	12/12 times (100%)
- Good Corporate Governance Committee's Meeting	1/1 times (100%)

Supporting Document for consideration of Agenda 5

Biographies of the retired directors proposed to be reappointed



Mr.Somkiat Makcayathorn

Director / Executive Director / Member of the Strategy Committee /
Member of the Information Technology Governance Committee /
Member of the Good Corporate Governance Committee
and Managing Director

Age: 56 years old

Date appointed as director: October 25, 2005

Tenure as director: 16 years

Type of director nominated: Director

Area of expertise: Finance, Marketing, Administrative Management, Strategic Management, Laws, Risk Management, Industry and Engineering technical

Education: Master of Marketing, Thammasat University

Seminar on role and responsibility of directors: Thai Institute of Directors (IOD)

- TMB Lean Six Sigma Blue Belt 2015
- TLCA Executive Development Program 2010
- Director Certification Program (DCP) 2007
- Director Accreditation Program (DAP) 2006
- Top Executive Program in Commerce and Trade (TEPCoT), Commerce Academy
- Diploma, National Defence Course (Class of 49th), The National Defence College
- Successful Formulation & Execution of Execution of strategy (SFE) 2021

Experience:

• Listed Company (Current 1 Company)

Jan 2021 – Present	Member of the Strategy Committee Member of the Information Technology Governance Committee PRG Corporation Public Company Limited
2016 – Present	Member of the Good Corporate Governance PRG Corporation Public Company Limited
2005 – Present	Director, Executive Director and Managing Director PRG Corporation Public Company Limited
2001 – 2004	Director of Sales and Marketing Advance Agro Public Company Limited

• Non-Listed Company (Current 12 Company)

2017 – Present	Director MBK Food Service Company Limited
2016 – Present	Member of the Rice Inspection Committee, Office of Rice Inspection Committee, Board of Trade of Thailand
2014 – Present	Honorary Chairman, Thai Rice Packers Association

2014 – Present	Member of the Executive Committee and Secretary General, Thai Rice Packers Association
2014 – Present	Director, MBK Restaurant Company Limited
2013 – Present	Chairman of the Executive Committee, MBK Food Island Company Limited MBK Food and Entertainment Company Limited
2008 – Present	Member of the Executive Committee, Innofood (Thailand) Company Limited
2005 – Present	Member of the Executive Committee, PRG Properties Company Limited
2005 – Present	Member of the Executive Committee, PRG Logistic Company Limited
2005 – Present	Member of the Executive Committee, Ratchasima Rice Company Limited
2015 – 2021	Member of Audit Committee, Thai Listed Companies Association (TLCA)
2014 – 2015	Arbitration Sub-Committee, The Thai Chamber of Commerce and Board of Trade of Thailand
2011 – 2014	Chairman, Thai Rice Packers Association
2001 – 2004	Deputy Managing Director, Hi-Tech Paper Company Limited
1999 – 2001	Chief Marketing Officer and Acting Managing Director J&J Marine Foods Company Limited
1987 – 1999	General Manager, I.C.C. Cosmos Company Limited

Other companies/entities which may cause a conflict of interest: -None-

PRG shareholding: -None- (As at book closing date on October 28, 2021)

Family relationship (with directors/management): Brother-in-law of Mr. Suvait Theeravachirakul

Meeting attendance in 2021:

- Board of Directors' Meeting	16/16 times (100%)
- Executive Committee's Meeting	12/12 times (100%)
- Strategy Committee's Meeting	12/12 times (100%)
- Information Technology Governance Committee's meeting	6/6 times (100%)
- Good Corporate Governance Committee's Meeting	1/1 times (100%)

Remark : As a Director that be subsidiary of PRG which make business which manage the same business and not cause any damages.

Supporting Document
Annual General Meeting of Shareholders for the year 2022

Agenda 6. To approve the increase in the number of directors and the appointment of the new director

Biographies and qualifications of persons nominated to be appointed as new directors of the Company



Mr. Wichak Praditavanij

Age: 56 years old

Type of director nominated: Director / Executive Director /
Member of the Good Corporate Governance
Committee

Education: Master of Business Administration, Saint Louis University
Master of Commerce and Accounting, Chulalongkorn University

Seminar on role and responsibility of directors: Thai Institute of Directors (IOD)

- Certified Public Accountant (CPA)
- IC Complex II License
- Non Life Insurance Broker License
- Life Insurance Broker License

Experience:

• Listed Company (Current 2 Company)

Jan 2022 – Present	Director, MBK Public Company Limited
Nov 2021 - Present	Managing Director 1 : MBK GROUP MBK Public Company Limited
Jul 2020 - Nov 2021	Executive Vice President : Head of Retail Advisory and Sales Line TMBThanachart Bank Public Company Limited
Jan 2019 - Nov 2021	Executive Vice President : Head of Unsecured Lending Thanachart Bank Public Company Limited
Apr 2010 - Jun 2012	Managing Director Thanachart Life Assurance Company Limited Director Thanachart Insurance Public Company Limited

Sep 2000 - Jun 2002	Managing Director Max Assets Management Company Limited
Aug. 1998 - Sep 2000	Assistant Vice President in Office of Chairman Thanachart Capital Public Company Limited

Other companies/entities which may cause a conflict of interest: -None-

PRG shareholding: -None- (As at book closing date on October 28, 2021)

Family relationship (with directors/management): -None-

Prohibited Qualifications for Being a Director/Offender: -None-

Supporting Document
Annual General Meeting of Shareholders for the year 2022

Agenda 7 To approve the remuneration for the Board directors

- The remuneration paid to directors from January 1, 2021 to December 31, 2021 total position allowances and meeting allowances is amount to Baht 3,414,125 and the other benefits are Baht 254,932.37

Committee	Position Allowances (Baht)	Meeting Allowances (Baht)	Total (Baht)	Other Benefits (Baht)
Board of Directors	759,000	759,000	1,518,000	254,932.37
Executive Committee	-	528,000	528,000	-
Audit Committee	330,000	323,125	653,125	-
Compensation and Nomination Committee	-	110,000	110,000	-
The Strategy Committee	-	440,000	440,000	-
The Information Technology Governance Committee	-	165,000	165,000	-
Total	1,089,000	2,381,625	3,414,125	254,932.37

- The remuneration paid to directors from May 1, 2022 to April 30, 2023, which is being proposed to the shareholders for approval at the Annual General Meeting for the Year 2022

Committee	Position Allowances (Baht)	Meeting Allowances (Baht)	Other Benefits (Baht)	Total (Baht)
Board of Directors	1,346,400	1,346,400	500,000	3,192,800
Executive Committee	-	1,108,800	-	1,108,800
Audit Committee	528,000	528,000	-	1,056,000
Compensation and Nomination Committee	-	176,000	-	176,000
The Strategy Committee	-	528,000	-	528,000
The Information Technology Governance Committee	-	264,000	-	264,000
Reserve remuneration of committee	-	674,400	-	674,400
Total	1,874,400	4,625,600	500,000	7,000,000

Payment Records of Directors' Pension for the Year 2019 – 2021

Directors' pension (Baht)	For the year ended 31 December		
	2021 Proposed Year	2020	2019
	-None-	2,000,000	3,700,000

Remark: - The Company does not pay the director's pension for the year 2021
- The remuneration for the Board directors and all committee have considerate and approved from the compensation and Nomination Committee

Supporting Document
Annual General Meeting of Shareholders for the Year 2022

Agenda 8 To consider the appointment of auditors and fixing the audit fee for the year 2022

- Approved the appointment of auditors of EY Office Limited as the Company's auditor for 2022 with the names and CPA license numbers as follow:

No.	Name	Certified Auditor no.	Years of auditing for the company
1	Mrs. Gingkarn Atsawarangsalit	4496	3 years (For year ended December 31, 2019 – 2021)
2	Mr. Chayapol Suppasedtanon	3972	Never has been the Company's auditor
3	Ms. Orawan echawatanasirikul	4807	Never has been the Company's auditor
4	Ms. Sumana Punpongsanon	5872	Never has been the Company's auditor
5	Ms. Kirdsiri Kanjanaprakasit	6014	Never has been the Company's auditor

One of the above auditors has the authority to audit and certify the financial statements for the year ended December 31, 2022. It is also the auditors of the subsidiaries and associated companies.

- **Auditor's Fees**

For the fiscal year 2022, EY Office Limited proposes the auditor's fees is 1,150,000 Baht (One million one hundred and fifty thousand). These could be compared with the auditor's fees for prior year as follows;

Audit Fees	Fiscal year ended December 31, 2022	Fiscal year ended December 31, 2021	Fiscal year ended December 31, 2020
1 st Quarter	166,666.67	166,666.67	166,666.67
2 nd Quarter	166,666.67	166,666.67	166,666.67
3 rd Quarter	166,666.67	166,666.67	166,666.67
Annual Audit	650,000	650,000	650,000
Non Audit Fee	-	-	-
Total	1,150,000.-	1,150,000.-	1,150,000.-

- **Relationship with the Company**

The auditors who are proposed to the shareholders for appointment do not have any relationship or conflict of interest with the Company, its subsidiaries, its executives, its major shareholders, or persons related to the above parties.

- **Being the auditors of the Company's subsidiaries and associated companies**

In view of the fact that its subsidiaries and associated companies belong to PRG Corporation Public Company Limited's Group, the Company also appoints EY Office Limited as the auditor for the fiscal year 2022

The company is planning and meeting entrance prior to the audit and coordination with the external auditor the auditor of the company and the parent of subsidiaries and associated companies, then the audit offices of the same affiliation. In order to ensure that the financial statements were prepared according to the schedule

(F 53-4)

Capital increase report form
PRG Corporation Public Company Limited
March 24, 2022

PRG Corporation Public Company Limited would like to report the Board of Directors Meeting No.3/22 held on March 4, 2022, capital increase and the allocation of shares in order to support the issuance of the PRG-W2 Warrants.

On March 4, 2022, the Company had already known the market price per share of the Company's ordinary shares for use in calculating the adjustment of PRG-W1 Warrants rights. Therefore, the Company will re-report the adjusted the exercise price and exercise ratio to ensure that the benefits of the PRG-W1 Warrant holders are not less than the existing status in accordance with the conditions on the exercise of the Warrants as stipulated in the "Terms and Conditions Governing the Rights and Obligations of the Issuer and Holders of the Warrants to Purchase the Newly Issued Ordinary Shares of PRG Corporation Public Company Limited No. 1 (PRG-W1) (the "Terms and Conditions")" set forth.

1. Capital Decrease and Increase

1.1 Capital decrease

Resolution from Board of Directors Meeting resolves to approve decrease of the Company's registered capital from THB 810,000,000 to new registered capital of THB 630,000,000 by reducing the ordinary shares reserved for the increase of registered capital under the General Mandate which have been not allocated in the whole amount of 180,000,000 shares

1.2 Capital increase

Resolution from Board of Directors Meeting resolves to approve increase of the Company's registered capital from THB 630,000,000 to new registered capital of THB 841,847,555 by issuing ordinary shares amounting of 211,847,555 shares (par value of THB 1) by following details

Type of capital increase	Type of share	Number of shares (shares)	Par Value (Baht/share)	Total (Baht)
<input checked="" type="checkbox"/> Specify the purpose of utilizing proceeds	Ordinary Share	31,847,555	1.00	31,847,555
<input checked="" type="checkbox"/> General Mandate	Ordinary Share	180,000,000	1.00	180,000,000

2. Allotment of new shares

2.1 If specifying the purpose of utilizing proceeds

Allotted to	Number of share (share)	Ratio (old: new)	Sale price (Baht/share)	Subscription and payment period	Note
1) To accommodate the adjustment of right under warrants to purchase the newly issued ordinary shares of PRG Corporation Public Company Limited No. 1 (the "PRG-W1 Warrants" or the Warrants)	Not more than 348,027 new ordinary shares	<u>Exercise Ratio</u> (Existing): 1 unit of the Warrants to 1 newly issued ordinary share. <u>Exercise Ratio</u> (New): 1 unit of the Warrants to 1.0278 newly issued ordinary share. Please see Remark No1)	<u>Exercise Price</u> (Existing) : THB 5 per share <u>Exercise Price</u> (New): THB 4.8647 per share. Please see Remark No. 1)	The exercise of the rights to purchase the newly issued ordinary shares of the Company under the PRG-W1 Warrants shall be in accordance with the conditions on the exercise of the Warrants as stipulated in the Terms and Conditions Governing the Rights and Obligations of the Issuer and Holders of the Warrants to Purchase the Newly Issued Ordinary Shares of PRG Corporation Public Company Limited No. 1 (PRG-W1) (the "Terms and Conditions")	Please see Notes Below No.1)

Allotted to	Number of share (share)	Ratio (old: new)	Sale price (Baht/share)	Subscription and payment period	Note
2) To allocate for the exercise of the Company's warrants to purchase ordinary shares No. 2 (PRG-W2), which will be issued to existing shareholders of the Company in proportion to their respective shareholdings	Not more than 31,499,528 new ordinary shares	Allocation Ratio: 20 ordinary shares to 1 unit of warrant (any fractions resulting from the calculation based on the allocation ratio such fraction of shares shall be rounded down)	The PRG-W2 Warrants will be issued at no offering price, (zero Baht) at an Exercise Price THB 5	The exercise of the rights to purchase the newly issued ordinary shares of the Company under the PRG-W2 Warrants shall be in accordance with the conditions on the exercise of the Warrants as stipulated in the Terms and Conditions Governing the Rights and Obligations of the Issuer and Holders of the Warrants to Purchase the Newly Issued Ordinary Shares of PRG Corporation Public Company Limited No. 2 (PRG-W2) (<i>the "Terms And Conditions"</i>)	Please see Notes below No.2)

Note :

The Board of Directors Meeting No. 3/22 of the Company on March 4, 2022 resolved to propose that the Annual General Meeting of Shareholders 2022 to increase the registered capital of the company from the original registered capital of THB 630,000,000 to THB 661,847,555 by issuing not more than 31,847,555 new ordinary shares with a par value of THB 1 per share and the allocation of such newly issued ordinary shares, the details of which are as follows:

- 1) The allocation of not exceeding 348,027 newly issued ordinary shares with a par value of THB 1 per share to accommodate the adjustment of rights of the PRG-W1 Warrants.
- 2) The Company calculates the exercise price (new) and exercise ratio (new) of the PRG-W1 Warrants due to on March 24, 2022, the Company had already known the market price per share of the Company's ordinary shares for use in calculating the adjustment of PRG-W1 rights.

- 3) The allocation of not exceeding 31,499,528 newly issued ordinary shares with a par value of THB 1 per share to reserve for the issuance of the Company's warrants to purchase ordinary shares No.2 (PRG-W2) in the amount of not more than 31,499,528 units for allocation to existing shareholders of the Company in proportion to their respective shareholdings, at no offering price, (zero Baht) at the ratio of 20 ordinary shares to 1 unit of warrant (any fractions resulting from the calculation based on the allocation ratio set forth shall be rounded down), with a term of not more than 3 years from the issuance date, having an exercise ratio of 1 unit of warrant per 1 ordinary share at an exercise price THB 5 (the "Exercise Price"), (the "PRG-W2 Warrants") the Company will allocate the PRG-W2 Warrants to the shareholders according to the relevant law and regulation. Please refer to the preliminary details of the PRG-W2 Warrants in Enclosure 2.

In this regard, the Company's Board of Directors opined to empower Mr. Somkiat Makcayathorn, Managing Director, and/or the Company's Executive Committee Informing an additional information of PRG-W2 Warrants through the invitation to the Annual General Meeting of Shareholders 2022 after the number of exercised PRG-W1 Warrant to subscribe for the newly issued ordinary shares of the Company exercise date, which will take place by 15 March 2022, has been recognized under the conditions: (1) the allocation ratio of 20 ordinary shares to 1 unit of the Warrants (any fractions resulting from the calculation based on the allocation ratio set forth shall be rounded down) and (2) the sum of shares allocated to accommodate the PRG-W1 Warrants and PRG-W2 Warrants shall not be over 50 percent of the number paid-up shares of the Company according to the Notification of the Capital Market Supervisory Board No. TorChor. 34/2551 Re: Application for and Approval of Offer for Sale of Newly Issued Share Warrants and Newly Issued Underlying Shares (as amended) ("Notification of the Capital Market Supervisory Board No. TorChor. 34/2551").

In this regard, the Company has set the date for determining the names of the shareholders who shall be entitled to receive the offering or the allocating of the PRG-W2 Warrants on March 28, 2022 (Record Date). However, the determination of such right remains uncertain and subject to an approval of the AGM.

In offering or the allocating the PRG-W2 Warrants to existing shareholders and there is still a risk to shareholders which possibly imposes an obligation on the Company according to international law. Therefore, in order to manage the above-mentioned risk, the Board of Directors may exercise its discretion not to offer or not to allocate the warrants to any shareholders who is residing in France, Singapore, the United Kingdom, China, the United States of America, India or any Countries as deemed appropriate by the Company, if the offering or the allocation of the such warrants causes or is likely to cause the Company.

(a) to violate any laws, rules or regulations of Thailand or any foreign countries and/or the Company's Articles of Association;

(b) to have additional and excessive obligations or duties to perform anything other than those required under the relevant laws or regulations of Thailand on securities offering;

(c) to have additional expenses and/or excessive risks when compared to the benefits that the Company will receive if the PRG-W2 Warrants are offered or allocated to the relevant subscribers or groups or executing the relevant processes; or

(d) to breach the requirements, methods or conditions provided in relation to the offering or allocation of the PRG-W2 Warrants.

The factors used by the Company to support its consideration to not offer or not allocate the PRG-W2 Warrants include, but not limited to, the additional obligations that the Company will have under foreign laws, or the burden to examine legal points and/or to comply with the duties under foreign laws, the additional expenses in examining and seeking advice and recommendations on foreign laws, and/or the potential risks compared to the benefits that the Company will receive if the PRG-W2 Warrants are offered or allocated to existing shareholders of the company. Furthermore, the Company may offer or allocate the PRG-W2 Warrants to existing shareholders of the company is entitled to offering or the allocation the PRG-W2 Warrants subject to international practices or an exemption under foreign laws that are effective and to the Company's ability to carry out the offering or the allocation at relevant times.

In this connection, the Company has the right to not offer or not allocate of the PRG-W2 Warrants from the shareholders who have their mailing addresses outside Thailand. In this regard, the Company has the right to use its discretion in considering changing the relevant details as appropriate by taking into account the factors as stated above, which includes without limitation, the determination of a list of non-restricted countries and/or a list of restricted countries, for the successful completion of the offering or the allocation of the PRG-W2 Warrants. The Company shall further announce the additional terms and/or conditions of the offering or the allocation of the PRG-W2 Warrants for your information (if any).

The Board of Directors or the authorized directors or any person designated by the Board of Directors or by the authorized directors shall be authorized to action

(a) determine the terms and conditions and any other details in relation to the issuance and offering of the PRG-W2 Warrants;

(b) proceed with and sign applications and evidences that are necessary for or relevant to the issuance and offering of the PRG-W2 Warrants, including contacting and filing applications, waiver requests, documents, and such evidences with the relevant government authorities or agencies, as well as listing the PRG-W2 Warrants and newly issued shares occurred from the exercise of the PRG-W2 Warrants on the Stock Exchange of Thailand ("SET"); and

(c) undertake any other actions that are necessary for or relevant to this issuance and allocation of the PRG-W2 Warrants;

4) The Company's plan in case there is a fraction of shares remaining

4.1 In the event that there is an adjustment to the exercise ratio upon the occurrence of event pursuant to the conditions concerning the right adjustment as stipulated in the Terms and Conditions of PRG-W1 or the Terms and Conditions of PRG-W2 resulting in a fraction of shares that will be allocated under the PRG-W1 Warrants or the PRG-W2 Warrants, such fraction of shares shall be rounded down.

4.2 In the event, there is a fraction of shares derived from the calculation under the PRG-W2 Warrant's exercise ratio, such fraction of shares shall be disregarded.

2.2 General Mandate

Allotted to	Type of share	Number of share (Shares)	Percentage of paid-up capital	Note
1.Right Offering: RO	Ordinary share	Not more than 180,000,000	29.15	-

Note : Percentage of paid-up capital on the date that the Board of Directors resolves to increase capital under a General Mandate

Which must be completed within the next date of the Annual General Meeting of Shareholders which be determined by the Company or within the date of the Meeting of Shareholders which be determined by the law, whichever date is earlier.

3. Schedule of the Shareholders' meeting to approve the capital increase and the allocation of the newly issued shares

The Annual General Meeting of Shareholders for the year 2022 to an electronic meeting set the date on April 28, 2022 at 10.00 a.m., using an electronic approach (e-AGM) The determine the list of shareholders entitled to attend the Annual General Meeting of Shareholders for the year 2022 (Record Date) on March 28, 2022.

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

4.1 The Company is required to register the decrease and increase of registered and paid-up capital and the amendment of its Memorandum of Association with the Department of Business Development, Ministry of Commerce.

4.2 The Company is required to obtain an approval from the Stock Exchange of Thailand for accepting Warrants to be securities listed in the Stock Exchange Thailand.

4.2.1 The newly issued ordinary shares of the Company from the exercise of the PRG-W1 Warrants which has been issued, including the additional shares to accommodate the rights adjustment of the PRG-W1 Warrants.

4.2.2 The newly issued ordinary shares of the Company from the exercise of the PRG-W2 Warrants which has been issued, including the additional shares to accommodate the rights adjustment of the PRG-W2 Warrants.

4.2.5 The newly issued ordinary shares of the Company from the exercise of right under the PRG-W2 Warrants.

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

- 5.1 The Company will decrease its registered capital to cancel the unissued ordinary shares.
- 5.2 The Company will issue and allocate the newly issued ordinary shares at the amount not exceeding 348,027 shares in accommodate the rights adjustment of the PRG-W1 in order to preserve the interests of the warrants holders and not to be less favorable than those currently available to them.
- 5.3 The Company will issue and allocate the PRG-W2 Warrants at the amount not exceeding 31,499,528 units in order to enhance financial flexibility for future investment including an investment in purchasing.

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

This capital increase will enhance the financial strengths and increase liquidity for the Company's operation.

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

In the event, the warrant holders exercise their rights under the Warrants to purchase the ordinary shares and become shareholders of the Company, the shareholders would gain the benefits from the fact that the Company will be able to utilize such proceeds

In addition, the shareholders who exercise the right to purchase ordinary shares under the PRG-W1 Warrants and/or PRG-W2 Warrants shall receive all the same rights as the Company's existing shareholders, such as the right to receive dividends, the right to attend and to vote in the shareholders meeting.

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

The Company will subsequently file an application to the SET for its approval on the listing of PRG-W2 Warrants and new ordinary shares to be issued upon the exercise of the Company's warrants allotted to existing shareholders of the Company pursuant to the relevant rules and regulations

9. Schedule of action where the board of directors of the company passes resolutions approving the capital increase/ share allotment

Procedure	Date/Month/Year
● The Board of Directors' Meeting No.3/22	March 4, 2022
● The record date for the purpose of determining the eligible shareholders to attend the Annual General Meeting of Shareholders for the year 2022 and entitled to receive the PRG-W2 Warrants (Record Date)	March 28, 2022
● The Annual General Meeting of Shareholders for the year 2022	April 28, 2022
● Register the capital reduction and capital increase and the amendment of the Company's Memorandum of Association with the Department of Business Development, Ministry of Commerce	Within 14 days from the date of the Annual General Meeting of Shareholders for the year 2022 has the resolution to approve the capital increase
● Listing the PRG-W2 Warrants on the SET	Will be informed accordingly
● Date to allotment new ordinary shares to existing shareholders (General Mandate)	Will be determined after obtained the approval from this the Annual General Meeting of Shareholders for the year 2022

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

Signed.....Authorized Company Director

(Mr. Somkiat Makcayathorn)

**Key Features of the Warrants to Purchase Ordinary Shares of
PRG Corporation Public Company Limited No.2 (PRG-W2)**

Category of Warrants	: Warrants to purchase ordinary shares of PRG Corporation Public Company Limited No. 2 (“PRG-W2 Warrants”)
Type of Warrants	: Transferable warrants, with the name of bearer
Offering Method	<ul style="list-style-type: none"> ● To be offered to the existing shareholders of PRG Corporation Public Company Limited (the “Company”) in proportion to their respective shareholdings at no cost, at the ratio of 20 ordinary shares per 1 unit of warrant ● Any fractions resulting from the calculation based on the allocation ratio such fraction of shares shall be rounded down <p style="margin-left: 40px;">In offering or the allocating the PRG-W2 Warrants to existing shareholders and there is still a risk to shareholders which possibly imposes an obligation on the Company according to international law. Therefore, in order to manage the abovementioned risk, the Board of Directors may exercise its discretion not to offer or not to allocate the warrants to any shareholders who is residing in France, Singapore, the United Kingdom, China, the United States of America, India or any Countries as deemed appropriate by the Company, if the offering or the allocation of the such warrants <u>causes or is likely to cause the Company.</u></p> <ul style="list-style-type: none"> (a) to violate any laws, rules or regulations of Thailand or any foreign countries and/or the Company's Articles of Association; (b) to have additional and excessive obligations or duties to perform anything other than those required under the relevant laws or regulations of Thailand on securities offering; (c) to have additional expenses and/or excessive risks when compared to the benefits that the Company will receive if the PRG-W2 Warrants are offered or allocated to the relevant subscribers or groups or executing the relevant processes; or (d) to breach the requirements, methods or conditions provided in relation to the offering or allocation of the PRG-W2 Warrants.

The factors used by the Company to support its consideration to not offer or not allocate the PRG-W2 Warrants include, but not limited to, the additional obligations that the Company will have under foreign laws, or the burden to examine legal points and/or to comply with the duties under foreign laws, the additional expenses in examining and seeking advice and recommendations on foreign laws, and/or the potential risks compared to the benefits that the Company will receive if the PRG-W2 Warrants are offered or allocated to existing shareholders of the company. Furthermore, the Company may offer or allocate the PRG-W2 Warrants to existing shareholders of the company is entitled to offering or the allocation the PRG-W2 Warrants subject to international practices or an exemption under foreign laws that are effective and to the Company's ability to carry out the offering or the allocation at relevant times.

In this connection, the Company has the right to not offer or not allocate the PRG-W2 Warrants from the shareholders who have their mailing addresses outside Thailand. In this regard, the Company has the right to use its discretion in considering changing the relevant details as appropriate by taking into account the factors as stated above, which includes without limitation, the determination of a list of non-restricted countries and/or a list of restricted countries, for the successful completion of the offering or the allocation the PRG-W2 Warrants. The Company shall further announce the additional terms and/or conditions of the offering or the allocation of the PRG-W2 Warrants for your information (if any).

The Board of Directors or the authorized directors or any person designated by the Board of Directors or by the authorized directors shall be authorized to actions (a) determine the terms and conditions and any other details in relation to the offering and allocating of the PRG-W2 Warrants; (b) proceed with and sign applications and evidences that are necessary for or relevant to the offering and allocating of the PRG-W2 Warrants, including

contacting and filing applications, waiver requests, documents, and such evidences with the relevant government authorities or agencies, as well as listing the PRG-W2 Warrants and newly issued shares occurred from the exercise of the PRG-W2 Warrants on the Stock Exchange of Thailand (“SET”); (c) undertake any other actions that are necessary for or relevant to this the offering and allocating of the PRG-W2 Warrants;

Number of Offering Warrants	:	Not more than 31,499,528 units
Offering Price per Unit	:	0 Baht (Zero Baht)
Term of Warrants	:	Not more than 3 years from the issuance date of warrants
Ordinary shares reserved for the exercise of Warrants	:	Not more than 31,499,528 shares (with a par value of 1 Baht per share)
Exercise Ratio	:	1 unit of warrant per 1 ordinary share with the exception for the case of the adjustment of exercise ratio in accordance with the adjustment conditions
Exercise Price	:	THB 5 Exercise Price and relevant details shall be determined by the Board of Directors or the authorized directors or any person designated by the Board of Directors or by the authorized directors. In the event of the adjustment of Exercise Price, the Exercise Price shall not be lower than the par value of shares in the Company at the time.
Issuance date	:	To be determined by the Board of Directors or the authorized directors or the person authorized by the Board of Directors or by the authorized directors, which is expected to be within the two quarter of 2021.
Period for notification of intention of exercise warrants	:	On the 15 th of January, February, March, April, May, June, July, August, September, October, November, December of each calendar year through the term of Warrants. In the event, the Exercise Date is not a Business Day, such Exercise Date shall be postponed to the next Business Day. The first Exercise Date is expected to be on July 15, 2022.

The last Exercise Date will be on the expiration date of PRG-W2sa Warrants which will be on May 15, 2025 (Not more than 3 years from the issuance date). In the event, the last Exercise Date is not a Business Day, such last Exercise Date shall be postponed to the before the Company's holiday

The last Exercise Date and relevant details shall be determined by the Board of Directors or the authorized directors or any person designated by the Board of Directors or by the authorized directors

Notification of intention of exercise warrants : The Warrant Holders who wish to exercise their rights to purchase ordinary shares of the Company shall deliver a notification of the intention to exercise the Warrants during 9:30 hrs. until 15:30 hrs. within the period of 5 Business Days prior to each Exercise Date, except for the last Exercise Date in which the notification of the intention to exercise the Warrants shall be delivered during 9:30 hrs. until 15:30 hrs. within the period of 15 Days prior to the last Exercise Date.

The intention to exercise PRG-W2 Warrants shall be irrevocable upon the Exercise Notice being served.

Events that require the issuance of new shares to accommodate the rights adjustment : When the Company adjusts the exercise price and/or the exercise ratio (or adjusting the number of units of Warrants in lieu of adjusting the exercise ratio) pursuant to the conditions concerning the rights adjustment as stipulated in the Terms and Conditions Governing the Rights and Obligations of the Issuer and Holders of the Warrants to Purchase the Ordinary Shares of PRG Corporation Public Company Limited No.2 (PRG-W2) (the "Terms and Conditions"), which resemble the events stipulated in Clause 11(4) (b) of the Notification of the Capital Market Supervisory Board No. TorChor. 34/2551. Re: Application for and Approval of Offer for Sale of Newly Issued Share Warrants and Newly Issued Underlying Shares dated December 15, 2008 (as amended).

Warrant Registrar : Thailand Securities Depository Company Limited

Secondary Market for the Warrant : The Company will apply to list the PRG-W2 Warrants on the Stock Exchange of Thailand

Secondary Market for the Ordinary Shares from the Exercise of Warrants : The Company will apply to list the new ordinary shares to be issued upon exercising the Warrants on the Stock Exchange of Thailand

Purposes of issuing the warrants and benefits that the Company would gain from the allocation of newly issued shares : It is a type of return to shareholders instead of cash dividend payment, that would be able to maintain Company's working capital and strengthen the Company's financial position for operation of the Company's business

Expected benefits to shareholders from the capital increase : In the event, the warrant holders exercise their rights under the Warrants to purchase the ordinary shares and become shareholders of the Company, the shareholders would gain the benefits from the fact that the Company will be able to utilize such proceeds

In addition, the shareholders who exercise the right to purchase ordinary shares under the PRG-W2 Warrants shall receive all the same rights as the Company's existing shareholders, such as the right to receive dividends, the right to attend and to vote in the shareholders meeting

Impact for Shareholders:

1. The ordinary shares to be issued upon exercising the PRG-W2 Warrants will have the same rights and benefits as that of the already issued and fully paid-up ordinary shares in every aspect. Any rights to be vested upon being shareholders from the exercise of the PRG-W2 Warrants will be effective from the day that the Ministry of Commerce accepts to register the change of paid-up capital of the Company for the new ordinary share issued upon exercising the PRG-W2 Warrants
2. The dilution effect to the Company's shareholders for offering or allocating can be determined as follows:

(1) Control Dilution

In the event that all of the PRG-W1 Warrants are fully exercised resulting in the maximum number of the issuance of the PRG-W2 Warrants at not exceeding 31,499,528 units and all of such PRG-W2 Warrants are fully exercised but warrants holders who

exercise the PRG-W2 Warrants are not the shareholders of the Company, the shareholding of the existing shareholders of the Company will be diluted as follows:

Control Dilution

- = Number of shares reserved to accommodate the Warrants Issued This Time / (Number of paid-up shares + Number of shares from the exercise of the PRG-W1 Warrants + Number of shares reserved to accommodate the Warrants Issued This Time)
- = Approximately of 4.76 percent

(2) Price Dilution

Both in the case that all of the PRG-W1 Warrants are fully exercised, after the issuance and allocation of the PRG-W2 Warrants to the existing shareholders on a pro rata basis to their respective shareholdings and such warrants holders fully exercise their rights under the Warrants, but the warrants holders who exercise the Warrants are not the shareholders of the Company, the price per share will be diluted by 2.70* percent from the market price based assumption of THB 11.52 per share, the calculation is based on the weighted average closing price of the past ten business days prior to the Board of Directors' meeting on March 4, 2022.

*Calculated by market price THB 11.52 subtract Post-offering market price THB 11.21
Divided by market price THB 11.52

$$\begin{aligned} \text{Post-offering market price} &= (\text{Market price} \times (\text{Paid-up shares} + \text{Number of shares from} \\ &\text{the exercise of the PRG-W1 Warrants} + (\text{Exercise price} \times \\ &\text{Number of shares received after conversion}) / (\text{Number of} \\ &\text{Paid-up shares} + \text{Number of shares from the exercise of the} \\ &\text{PRG-W1 Warrants} + \text{Total shares offered}) \\ &= \text{THB } 11.21 \end{aligned}$$

Price Dilution

- = Market price - Post-offering market price / Market price
- = Approximately of 2.70 percent

(3) Earnings per Share Dilution

In the event, if all Warrants are fully exercised, earnings per share will be diluted by 4.76* percent, comparing to the shareholding before the issuance and allocation of the Warrants, calculated by the following formula.

Earnings Per Share Dilution

= (Pre-allocation earnings per share* – Post-allocation earnings per share**) / Preallocation earnings per share

= (0.6683 – 0.6365) / 0.6683

= Approximately of 4.76 percent

* Pre-allocation earnings per share = Net profit / Number of paid-up shares

** Post-allocation earnings per share = Net profit / (Number of paid-up shares + Number of shares reserved to accommodate the exercise of the Warrants)

Adjustment of right of warrant:

The Company will adjust the Exercise Price and exercise ratio during the term of PRG-W2 Warrants upon the occurrence of any of following events with the aim to protect the interest of the holders of PRG-W2 Warrants:

1. The Company changes the par value of its shares as a result of a consolidation or split of the issued shares of the Company.

2. The Company offers to sell its new ordinary shares to the existing shareholders and/or public and/or private placement at the net price per share lower than 90% of the market price of the Company's shares.

3. The Company offers to sell its newly issued securities which can be converted to shares in the Company or right to purchase shares in the Company (e.g. convertible debentures or warrants) to the existing shareholders and/or public and/or private placement by fixing the net price per newly issued reserved shares lower than 90% of the share price calculated in reliance on the market price of the Company's ordinary shares.

4. The Company pays out whole or partial dividend by means of share dividends to the shareholders of the Company.

5. The Company pays dividend in cash in exceeding of 90% of net profit of the Company consolidated financial statements at any fiscal year.

6. Any other similar event to those of clause 1 to clause 5 above which results in the deterioration of the interest of the holders of PRG-W2 Warrants.

The Board of Directors or the authorized directors or any person designated by the Board of Directors or by the authorized directors is authorized to determine the terms and conditions, and details of the PRG-W2 Warrants relating to the adjustment of conversion ratio and Exercise Price.

Other Condition:

The Board of Directors or the authorized directors or any person designated by the Board of Directors or by the authorized directors shall be authorized to actions

(a) determine the terms and conditions and any other details in relation to the issuance and offering of the PRG-W2 Warrants;

(b) proceed with and sign applications and evidences that are necessary for or relevant to the issuance and offering of the PRG-W2 Warrants, including contacting and filing applications, waiver requests, documents, and such evidences with the relevant government authorities or agencies, as well as listing the PRG-W2 Warrants and newly issued shares occurred from the exercise of the PRG-W2 Warrants on the Stock Exchange of Thailand ("SET");

(c) undertake any other actions that are necessary for or relevant to this issuance and allocation of the PRG-W2 Warrants.

Documents for the Rights to Attend the Annual General Meeting of Shareholders by Electronic Means (e-AGM)

The following documents must be presented prior to attend the Annual General Meeting (as the case may be):

1. In the event that the shareholder is an ordinary person:

- 1.1 Attendance in person by Electronic Means: A valid official ID card wherein a photograph is shown, e.g. personal ID card, driving license, or passport.
- 1.2 Attendance by proxy:
 - (A) A completed Proxy Form signed by the proxy grantor (the shareholder) and the proxy;
 - (B) A copy of the proxy grantor's ID card as referred to in 1.1 certified correct by the proxy grantor; and
 - (C) An original of the proxy's ID card as referred to in 1.1

2. In the event that the shareholder is a juristic person:

- 2.1 Attendance by an authorized representative of the shareholder by Electronic Means:
 - (A) An original of such authorized representative's ID card as referred to in 1.1; and
 - (B) A copy of the Affidavit or Certificate of Incorporation of the shareholder showing the name of such authorized representative as a person having authority to act on the shareholder's behalf and such copy of the Affidavit or Certificate of Incorporation must be certified correct by such authorized representative together with affixing its Common Seal (if any).
- 2.2 Attendance by proxy:
 - (A) A completed Proxy Form signed by the proxy grantor (the shareholder) and the proxy;
 - (B) A copy of the Affidavit or Certificate of Incorporation of the shareholder showing that the name of the person who signs in the Proxy Form as the proxy grantor is an authorized representative of the shareholder having authority to act on the shareholder's behalf and such copy of the Affidavit or Certificate of Incorporation must be certified correct by such authorized representative together with affixing its Common Seal (if any); and
 - (C) An original of the proxy's ID card as referred to in 1.1

3. In the event that the shareholder is non-Thai shareholder or is a juristic person incorporated under a foreign law:

Paragraph no. 1 and 2 above shall be applied mutatis mutandis to a non-Thai shareholder or a shareholder which is juristic person incorporated under a foreign law as the case may be under the following conditions:

(A) Affidavit or Certificate of Incorporation of such juristic person may be issued by either the governmental authority of the country in where such juristic person is situated or by an officer of such juristic person, provided that such an Affidavit or Certificate of incorporation must contain the name of the juristic person, the address of the head office of the juristic person, and the name(s) of the person (s) having authority to sign on behalf of the juristic person together with any restrictions or conditions of the power of such person(s); and

(B) English translation is required to be attached for any original document which is not made in English and such translation must be certified by the authorized representative of such juristic person together with affixing its Common Seal (if any).

The attached proxy form is the form detailing how the shareholders want their proxies to vote on each agenda (Form B).

For Shareholders who would like to attend the Meeting either through the Electronic Means by yourself or someone who is not the provided independent directors, please follow the instruction manual to guidelines for attending the Annual General Meeting of Shareholders by Electronic Means via Inventech Connect. The Company will be available system from 19 - 28 April 2022 at 8.30 a.m. - 5.30 p.m. or until the meeting is closed. (only on business days Excluding public holidays and public holidays)

For Shareholders who authorize one of the Company's Independent Directors to attend and vote on his or her behalf, please submit the proxy form together with required documents to the Company to the following address.

PRG Corporation Public Company Limited

Corporate Governance Section

88 Moo 2, Tiwanon Road, Tumbol Bangkadee, Amphur Mueng, Pathumtani 12000

Tel. 02-501-2175 Ext. 687

Profiles of Independent Directors for Appointment of Proxy



1. Name : Dr. Pornsiri Poonakasem
Position in the Company : Independent Director
Age : 70 years old
Address : 208/5 Moo.18 Prachachern Road,
Lardyoa, Jatujak, Bangkok 10900
Conflict of Particular Interest in the Agenda : Agenda 5. To appoint new directors to succeed those completing their terms



2. Name : Associate Professor Dr.Sathit Parniangtong
Position in the Company : Independent Director
Age : 69 years old
Address : 9/5 Moo.2 Tarang, Bangkokhen,
Bangkok 10220
Conflict of Particular Interest in the Agenda : - *None* -



3. Name : Mrs. Veena Arunyakasem
Position in the Company : Independent Director
Age : 60 years old
Address : 919 Moo 9 Luan Pruksa Lake Ville,
Soi Taeparak 96, Taeparak Road,
Amphur Muang, Samutprakan
10270
Conflict of Particular Interest in the Agenda : - *None* -

**Clauses relating to shareholder meetings in the Articles of Association of
PRG Corporation Public Company Limited**

**Chapter 6
Shareholder Meetings**

Clause 32 The Board of Directors has to hold an Annual General Meeting within four months after the Company's accounting year ends. Any shareholder meeting other than this Annual General Meeting will be called an Extraordinary General Meeting.

The Board of Directors will call a shareholder meeting as an Extraordinary General Meeting whenever appropriate.

The Company's shareholder meeting can be held as an electronic meeting. It can be held through digital media by facilitating meeting attendees to disclose their identities in order to attend the electronic meeting before the meeting's attendance. The attendees are facilitated in order that they can vote openly or secretly. All meeting attendees' log files are stored as evidence and they conform with technological safety standards stipulated by law. Moreover, electronic shareholders' meeting shall be arranged reflecting other related regulations, rules, and approaches of an electronic meeting act within the relevant law.

One or several shareholders whose collective shares are not less than 10% of all issued shares can sign up for a request that the Board will call a shareholder meeting as an Extraordinary General Meeting whenever possible. Any subject and its reasons also have to be clearly stated in such request. In this case, the Board of Directors has to hold a shareholder meeting within 45 days after receiving the request from the shareholders.

In case that the Board of Directors does not hold a meeting within a specified period of time according to Paragraph 3, the shareholders who sign up or other shareholders whose collective shares reach an amount of shares as prescribed can call a meeting by themselves within 45 days after a due date according to Paragraph 3. In this case, it is considered that the shareholder meeting is called by the Board of Directors and the Company has to be responsible for necessary expenses resulting from holding the meeting as well as facilitating the meeting as appropriate.

In case of a shareholder meeting called by shareholders according to Paragraph 4, when a number of shareholders attending the meeting cannot form a quorum stipulated in no. 36 of these articles of associations, the shareholders according to Paragraph 4 have to take shared responsibility for expenses resulting from such meeting for the Company.

- Clause 33 The annual ordinary general meeting of shareholders should at least deal with the business as follows:
- (1) Acknowledgement of the board of directors' report on the Company's performance and financial status for the past fiscal year,
 - (2) Approval of the balance sheet and the income statement,
 - (3) Approval of the appropriation of the profit,
 - (4) Election of directors replacing the ones who retire by rotation,
 - (5) Appointment of an auditor and determination of the audit fees.
- Clause 34 For calling a shareholder meeting, the Board of Directors provides a letter of invitation to a meeting specifying its venue, date, time, agenda, and subjects which will be proposed to the meeting. They have to be clearly specified that they are proposed for acknowledgement, or approval, or consideration depending on each case. The Board of Directors' opinions about such subjects (if any) are also provided. The letter of invitation to the meeting as well as relevant documents are sent to shareholders and a registrar not less than seven days before the meeting date. The invitation to the meeting is announced in the newspaper for three consecutive days and at least three days before the meeting date.
- When a shareholder meeting is held as an electronic meeting, the Board of Directors may send a letter of invitation and a meeting-accompanied documents through an electronic mail. Rules and approaches to sending a letter of invitation through an electronic mail act within the relevant law.
- Clause 35 Shareholders may authorize other persons as proxies to attend and vote at any shareholder meeting on their behalf. The proxy appointment has to be in writing and in the form as required by the law. The proxy form has to be delivered to the chairman of the board of directors or the person appointed by the chairman at the meeting venue before the proxy holder attends the meeting.
- Clause 36 In order to constitute a quorum, there shall be shareholders and proxies (if any) attending at a shareholder meeting amounting to not less than twenty-five persons or not less than one half of the total number of shareholders, whichever is lesser and in either case such shareholders shall hold shares amounting to not less than one-third of the total number of shares sold of the Company.

At any shareholder meeting, if one hour has passed since the time specified for the meeting and the number of shareholders attending the meeting is still inadequate for a quorum as defined in the previous paragraph, and if such shareholder meeting was called as a result of a request by the shareholders, such meeting shall be cancelled. If such meeting was not called as a result of a request by the shareholders, the meeting shall be called once again and the notice calling such meeting shall be delivered to shareholders not less than seven days prior to the date of the meeting. In the subsequent meeting, a quorum is not required.

Clause 37 The chairman of the board of directors shall be the chairman of shareholder meeting. If the chairman of the board of directors is not present at a meeting or cannot perform his duty, the vice-chairman shall be the chairman of the meeting. If there is no vice-chairman or there is a vice-chairman who is not present at the meeting or cannot perform his duty, the shareholders present at the meeting shall elect one shareholder to be the chairman of the meeting.

Clause 38 The chairman of the shareholder meeting has the duty to conduct the meeting in compliance with the articles of association of the company relating to meetings (if any) and to follow the sequence of the agenda specified in the notice calling for the meeting, provided that the meeting may pass a resolution allowing a change in the sequence of the agenda with a vote of not less than two-thirds of the number of the shareholders present at the meeting.

Clause 39 At shareholder meeting, a final decision shall be reached or a resolution shall be passed by voting. Regardless of how the votes are cast, one share always equals to one vote.

In case of a tie vote, the chairman of the meeting shall cast a deciding vote although he or she is not a shareholder.

Any shareholder having special interests in the agenda requiring a voting shall have no right to cast a vote on the item, except for the item on the election of directors, on which the shareholder can cast his or her vote with no prohibition imposed on the voting.

QR Code Downloading Procedures for form 56-1 One Report 2021

The Thailand Securities Depository Co., Ltd. as a securities registrar under the Stock Exchange of Thailand, has developed a system which allows SET Listed Companies to send to the shareholders documents regarding the General Meeting of Shareholders and Form 56-1 One Report in the form of E-books accessible through QR Code, thus allow the shareholders to access the information conveniently. Shareholders can download the aforementioned documents from the QR Code by following the steps below.

For iOS System

1. Turn on the mobile camera.
2. Focus the mobile camera to QR Code to scan it.
3. The notification will appear on top of the screen. Click on the notification to access documents regarding the meeting.

Remark: In case the notification does not appear on the screen of mobile phone, the OR Code can also be scanned with other applications such as OR CODE READER, Facebook or Line.

For Android System

1. Open applications such as QR CODE READER, Facebook or Line.

How to scan the OR Code with Line application

- Open Line application and click on "Add friend"
 - Choose "QR Code"
 - Scan the QR Code
2. Focus the mobile camera to QR Code to scan it.

Guidelines for attending of Electronic Meeting by Inventech Connect

Shareholders and proxies wishing to attend the meeting can proceed according to the procedure for submitting the request form to attend the meeting via electronic media as follows :

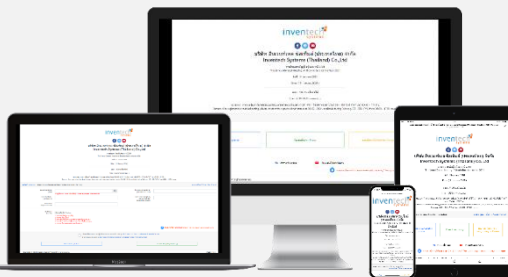
Step for requesting Username & Password from via e-Request system

1. The Shareholders must submit a request to attend the meeting by Electronic Means via Web Browser at

<https://app.inventech.co.th/PRG161522R> or scan QR Code



and follow the steps as shown in the picture



- 1 Click link URL or scan QR Code in the letter notice Annual General Meeting.
- 2 Shareholders choose to file a request form.
- 3 Fill in the information shown on the registration page.
- 4 agree to the Requirements for Meeting Attendance via the Inventech Connect.
- 5 Click "Request" button.
- 6 Please wait for an email from the officer informing you of meeting details and Username & Password.

**** 1 email account per 1 shareholder ID****

2. For Shareholders who would like to attend the Meeting either through the Electronic Means by yourself or someone who is not the provided independent directors, please note that the electronic registration will be available from 19 April 2022 at 8:30 a.m. and shall be closed on 28 April 2022 Until the end of the meeting.


3. The electronic conference system will be available on 28 April 2022 at 08:00 a.m. (2 hours before the opening of the meeting). Shareholders or proxy holders shall use the provided Username and Password and follow the instruction manual to access the system.


Appointment of Proxy to the Company's Directors


For Shareholders who authorize one of the Company's Independent Directors to attend and vote on his or her behalf, please submit the proxy form together with required documents to the Company by mail to the following address. Such proxy form and required documents shall be delivered to the Company by mail to the following address at 5.00 p.m. :

PRG Corporation Public Company Limited
Corporate Governance Section
88 Moo 2, Tiwanon Road, Tumbol Bangkadee, Amphur Mueng, Pathumtani 12000
Tel. 02-501-2175 Ext. 687 Fax. 02-501-2176

If you have any problems with the software, please contact Inventech Call Center

 02-931-9137

 @inventechconnect

 The system available during 19 – 28 April 2022 at 08.30 a.m. – 05.30 p.m.

(Specifically excludes holidays and public holidays)



Report a problem

Installation Guide for Webex Meetings

For IOS Operating System

1 Go to Application **App Store**



2 Search **Webex Meetings**



3 Click **“GET”** for install application

4 Please **wait** until to download is complete

5 **Finish** the application has installed it will appear on your smart phone

For Android Operating System

1 Go to Application **Play Store**



2 Search **Webex Meetings**



3 Click **“INSTALL”** for install application

4 Please **wait** until to download is complete

5 **Finish** the application has installed it will appear on your smart phone

For Windows Operating System

1 Go to website <https://www.webex.com/downloads.html>

2 Click **“For Windows (64 bit)/For Windows (32 bit)”** choose to the operating system on your computer.

3 Click the downloaded file **“webex.msi”** for installation Webex Meetings.

4 Click **“Next”** button for install program.

5 Please **wait** until to download is complete.

6 Click **“Finish”** button when the system finishes installation.

7 Click **“Agree”** button for accept the terms in the license

8 Enter **“your email”** and click **“Next”** button to get access.



Step for registration for attending the meeting (e-Register)

1 Click registration link URL from email approved.

2 Get Username and Password that you received from your email or request OTP to login.

3 Click **“REGISTER”** button the system has already registered and counted as a quorum.

4 Click **“Live broadcast”** button

5 Use Cases PC/Laptop: Please fill in the details to register to watch the live broadcast via the Webex Meetings Application as follows

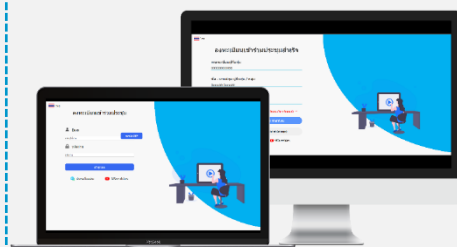
5.1 Fill in the email address in the Email Address field to match the email address you submitted the application form.

5.2 Click **“Join Now”** button

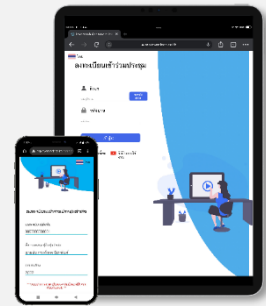
5.3 Click **“Run a temporary application”**

5.4 Click the downloaded file.

5.5 Click **“Join Event”** button to attend the meeting.




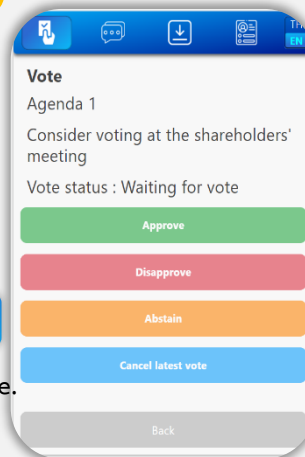
- 5 **Use Cases Mobile/iPad:** Please fill in the details to register to watch the live broadcast via the Webex Meetings Application as follows
- 5.1 Click “Join” button
In case if never use Webex Meetings. In the first use it will have get popup, you must click "ACCEPT" (Android) or click "I Accept" (iOS).
- 5.2 Enter your name in the Name box, fill out email in an e-mail address box match the e-mail address for submitting the application.
- 5.3 Click “Accept” for accept access for application.
- 5.4 Click “Join” button to get in to meeting.






Step voting process (e-Voting)

Use Cases PC/Laptop

- 1 Click “Continue” button on menu “Multimedia Viewer”.
- 2 Get Username and Password that you received from your email or request OTP to login.
- 3 Click “Login” button.
- 4 Click on menu “Voting” or symbol 
- 5 Select which agenda that you want to vote.
- 6 Click the voting button as you choose.
- 7 The system will display status your latest vote.



Use Cases Mobile/iPad

- 1 Click on menu “Participants” or symbol 
- 2 Click on menu “Chat” and choose message from Inventech connect (Android) or click on “Chat” or  symbol (iOS)
- 3 Shareholders can click link in the chat message.
- 4 Then click on “Continue” button.
- 5 Get Username and Password that you received from your email or request OTP to login.
- 6 Click “Login” button.
- 7 Click on menu “Voting” or symbol 
- 8 Select which agenda that you want to vote.
- 9 Click the voting button as you choose.
- 10 The system will display status your latest vote.




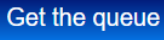
To cancel the last vote, please press the button

Cancel latest vote

(This means that your most recent vote will be equal to not voting, or your vote will be determined by the agenda result) Shareholders can conduct a review of the votes on an agenda basis. When the voting results are closed.

Step to ask questions via Inventech Connect



- Click “Ask a question” on menu or symbol 
- 1 Ask a question via send the question.
 - Select which agenda that you want to ask.
 - Type the question then click “Send” 
- 2 Ask the question via video record.
 - Select which agenda that you want to ask.
 - Click “Get queue ask the question via video” button or symbol 
 - Fill out your name that show in Webex
 - Click ““Get the queue” button or symbol 
 - Please wait for the signal from the officer to ask questions in the Chat channel.

Installation Guide for Webex Meetings and How to use Inventech Connect



1 User Manual
via e-Request



2 Installation Guide for
Webex Meetings

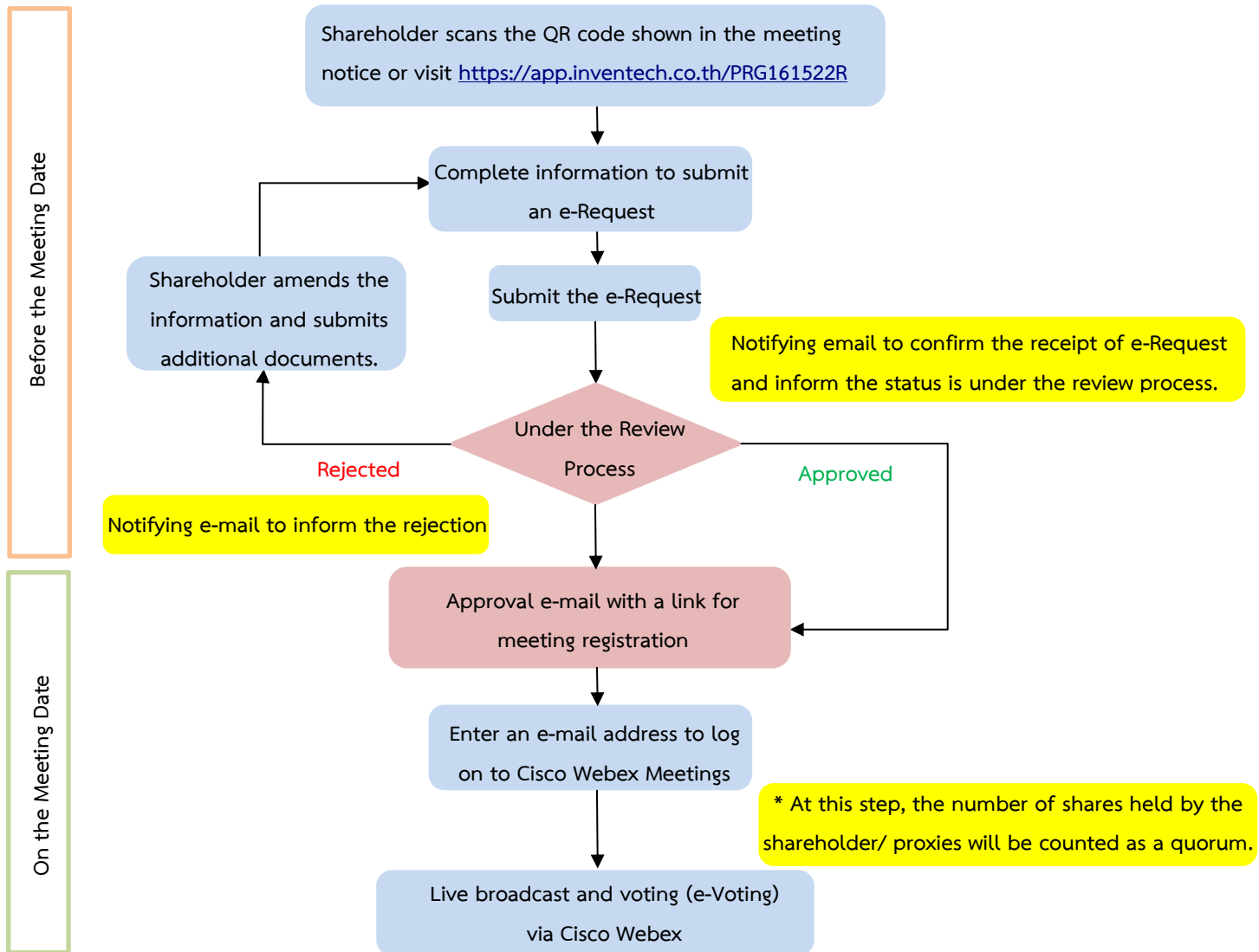


3 User Manual
Inventech Connect

Note Operation of the electronic conferencing system and Inventech Connect systems. Check internet of shareholder or proxy include equipment and/or program that can use for best performance. Please use equipment and/or program as the follows to use systems.

1. Internet speed requirements
 - High-Definition Video: Must be have internet speed at 2.5 Mbps (Speed internet that recommend).
 - High Quality Video: Must be have internet speed at 1.0 Mbps.
 - Standard Quality Video : Must be have internet speed at 0.5 Mbps.
2. Equipment requirements.
 - Smartphone/Tablet that use IOS or android OS.
 - PC/Laptop that use Windows or Mac OS.
3. Requirement Browser Firefox or Chrome (Recommend) or Safari ** The system does not supported internet explorer.

Flowchart for the Meeting Attendance via e-Meeting



Note

1. For a proxy appointed by multiple shareholders:

- Such proxy may press the "Switch Account" button to log into other accounts, and the votes and the meeting quorums of previously used accounts will still be included as the base number of votes.

2. Leaving the meeting

- Meeting participants may press the "Leave Meeting" button to leave the meeting. As such, the votes of shareholders/proxies will be annulled for the remaining agenda items that have not yet been voted on.