

**Document of Extraordinary General Meeting of  
Shareholders**

**No. 1/2022**

**PRG Corporation Public Company Limited**



**Friday of November 11, 2022 at 10:00 a.m.**

**ELECTRONIC MEETING (e-EGM)**

## **Guidelines in The Extraordinary General Meeting of Shareholders for No. 1/2022 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 Extraordinary General Meeting of Shareholders for No. 1/2022 on Friday November 11, 2022 at 10.00 a.m. via electronic platforms only. In addition, the company will not provide onsite registration also the live broadcast on EGM 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**

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**บริษัท พี อาร์ จี คอร์ปอเรชั่น จำกัด (มหาชน)**

(สำนักงานใหญ่) 88 หมู่ที่ 2 ถนนติวานนท์ ตำบลวงกะตี่ 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.074/2022

October 27, 2022

Subject: Invitation to attend the Extraordinary General Meeting of Shareholders No.1/2022

Attention: Dear Shareholders,  
PRG Corporation Public Company Limited

Enclose: **1. Supporting documents for the Extraordinary General Meeting of Shareholders No.1/2022**

- 1.1 The Minutes of the Annual General Meeting of Shareholders for the year 2022 (supporting document for Agenda 1)
- 1.2 Capital Increase Report Form (F53-4) (for considering Agenda 2, 5-6 and Agenda 8-9)
- 1.3 Key Features of the Warrants to Purchase Ordinary shares of PRG Corporation Public Company Limited No.3 (PRG-W3) (for considering Agenda 4, 5 and Agenda 8)

**2. Supporting documents for attending the Extraordinary General Meeting of Shareholders No.1/2022**

- 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 Guidelines for attending the Extraordinary General Meeting of Shareholders by Electronic Means via Inventech Connect
- 2.5 Privacy Notice For Shareholder Entitlement to propose Agenda and nominate the appropriate person(s) to consider as Company Director in advance
- 2.6 Proxy Form

At the Meeting No. 10/22 on October 7, 2022, the Board of the Directors of PRG Corporation Public Company Limited has made a resolution to call for an Extraordinary General Meeting of Shareholders no. 1/2022 on Friday of November 11, 2022 at 10.00 a.m. By changing the participation method of the meeting to an electronic media meeting (e-EGM) 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 Annual General Meeting of Shareholders 2022.**

### **Objective and Rationale**

The Company convened the Annual General Meeting of the Shareholders for the year 2022 on April 28, 2022 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.prg.com) as per **the details shown on page 14- 44.**

### **The opinion of the Board of Directors**

The minutes of the Annual General Meeting of Shareholders for the Year 2022 to an electronic meeting ("the e-AGM") was correctly reported. Thus, the EGM No. 1/2022 should approve the minutes.

## **Agenda 2 To approve the decrease of the registered capital of the company from the original registered capital of THB 841,847,555 to new registered capital of THB 661,847,555 by reducing the ordinary shares reserved for the increase of registered capital under the General Mandate 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 AGM 2022**

### **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 Annual General Meeting of Shareholders Year 2022, 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 EGM No. 1/2022, has approved to decrease of the registered capital of the company from the original registered capital of THB 841,847,555 to new registered capital of THB 661,847,555 by reducing the ordinary shares reserved for the increase of registered capital under the General Mandate amount of 180,000,000 shares as per **the details shown on page 45 - 52.**

## **Agenda 3 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 2

### **The opinion of the Board of Directors**

The board of directors deems it appropriate to propose the EGM No. 1/2022, 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	:	661,847,555 baht (Six hundred and sixty-one million eight hundred and forty-seven thousand five hundred and fifty-five baht only)
Dividend into	:	661,847,555 shares (Six hundred and sixty-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	:	661,847,555 share (Six hundred and sixty-one million eight hundred and forty-seven thousand five hundred and fifty-five shares)
Preferred share	:	-not exist- (--)"

### **Agenda 4 To approve to the offering or the allocation of the Company's warrants to purchase ordinary shares No.3 (PRG-W3) in the amount not more than 33,072,439 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 Extraordinary General Meeting of Shareholders No. 1/ 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.3 (Warrants). Right of PRG-W3 in the amount not exceeding 33,072,439 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 EGM No. 1/ 2022, has approved to the issuance of the Company's warrants to purchase ordinary shares No.3 (PRG-W3) in the amount of not more than 33,072,439 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-W3 Warrants") and details with regards to the issuance of the PRG-W3 Warrants

are determined. Please refer to the preliminary details of the PRG-W3 Warrants. **as per the details shown on page 53 - 60.**

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-W3 Warrants on October 21, 2022 (Record Date). However, the determination of such right remains uncertain and subject to an approval of the EGM.

In offering or the allocating the PRG-W3 Warrants in the Rights Offering discussed above, 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, 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-W3 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-W3 Warrants.

The factors used by the Company to support its consideration to not offer or not allocate the PRG-W3 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-W3 Warrants are offered or allocated to existing shareholders of the company. Furthermore, the Company may offer or allocate the PRG-W3 Warrants to existing shareholders of the company is entitled to offering or the allocation the PRG-W3 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-W3 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-W3 Warrants. The Company shall further announce the additional terms and/or conditions of the offering or the allocation of the PRG-W3 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-W3 Warrants;

(b) proceed with and sign applications and evidences that are necessary for or relevant to the offering and allocating of the PRG-W3 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-W3 Warrants and newly issued shares occurred from the exercise of the PRG-W3 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-W3 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- W3 Warrants through the invitation to the Extraordinary General Meeting of Shareholders No. 1/2022 (after the number off exercised PRG- W1 Warrant and PRG- W2 Warrants to subscribe for the newly issued ordinary shares of the Company exercise date) on October 17, 2022, There were 1,198 shares of shareholders exercising their rights to convert PRG-W1 warrants and PRG-W2 Warrants before the date of determining the names of those entitled to receive PRG-W3 on October 21, 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.3 (PRG-W3) this time not more than 33,072,439 shares, it is calculated based on the assumption that the warrant holders PRG-W1 and PRG-W2 exercise the right to convert the warrants to ordinary shares in the date stated above

**Agenda 5 To approve to increase the registered capital of the company from the original registered capital of THB 661,847,555 to THB 694,970,249 by issuing not more than 33,122,694 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- W3 Warrants and to accommodate the adjustment of right of the PRG- W1 and PRG- W2 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, PRG- W2 and PRG- W3 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 EGM No. 1/2022, has approved to increase the registered capital of the company from the original registered capital of THB 661,847,555 to THB 694,970,249 by issuing not more than 33,122,694 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- W3 Warrants and to accommodate the adjustment of right of the PRG- W1 and PRG- W2 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 45-52**

**Agenda 6 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 694,970,249 to THB 874,970,249 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 Extraordinary 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 EGM No. 1/2022, 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 694,970,249 to THB 874,970,249 by issuing 180,000,000 new ordinary shares with a par value of THB 1 per share as per **the details shown on page 53 - 60.**

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

**Agenda 7 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 5 and Agenda 6

#### **The opinion of the Board of Directors**

The board of directors deems it appropriate to propose the EGM No. 1/2022, 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 : 874,970,249 baht (Eight hundred and seventy-four million nine hundred and seventy thousand two hundred and forty-nine baht only)

Dividend into	:	874,970,249 baht (Eight hundred and seventy-four million nine hundred and seventy thousand two hundred and forty-nine shares)
Value per share	:	1 baht (one baht)
Dividend into		
Ordinary share	:	874,970,249 baht (Eight hundred and seventy-four million nine hundred and seventy thousand two hundred and forty-nine shares)
Preferred share	:	-not exist- (--)"

**Agenda 8 To approve to allocate of newly issued ordinary shares of the Company not more than 33,122,694 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 PRG- W2 Warrants and the exercise of the PRG-W3 Warrants**

**Objective and Rationale**

According to Agenda 5, the Company intends to increase the Company's registered capital in the amount not exceeding 33,122,694 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 Extraordinary General Meeting of Shareholders to consider and approve the allocation of the Company's newly issued ordinary shares of not more than 33,122,694 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 EGM No. 1/2022, has approved to allocate not more than 33,122,694 newly issued ordinary shares with a par value of THB 1 per share, the details as follow:

- 1) To allocate not more than - newly issued ordinary shares (Due to the issuance of PRG-W2, leading to the adjustment of rights and allocation to accommodate PRG-W1. Currently, there are sufficient ordinary shares to accommodate the adjustment of rights of PRG-W3) with a par value of THB 1 per share to accommodate the adjustment of rights of PRG-W1
- 2) To allocate not more than 50,255 newly issued ordinary shares with a par value of THB 1 per share to accommodate the adjustment of rights of PRG-W2
- 3) To allocate not more than 33,072,439 newly issued ordinary shares with a par value of THB 1 per share for the exercise of the PRG-W3 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.

**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 45 - 52**

**Agenda 9 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 EGM No. 1/2022 has approve the increase the registered capital of the company under the General Mandate in agenda 6, therefore propose to the EGM 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 EGM No. 1/2022, 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 27.33% 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 45 - 52**

## **Agenda 10 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.

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 Extraordinary General Meeting of Shareholders No. 1/2022 by Electronic Means (e-EGM) in the notice of the meeting and on the Company's website ([www.prg.co.th](http://www.prg.co.th))

In this connection, the Board of Directors will prepare a list of shareholders eligible for attending the Extraordinary General Meeting of Shareholders No. 1/2022 by Electronic Means (e-EGM) (Record Date) on October 21, 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](mailto: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 November 3, 2022 at 08.30 a.m. onward until the end of the meeting on November 11, 2022. With details in Guidelines for attending the Extraordinary General Meeting of Shareholders by Electronic Means ( e- EGM) . However, if the Shareholder for a troubleshooting related to the system, please contact call center Tel. 02-931-9131 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 Extraordinary 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

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**Please prepare the following documents for proxy:**

**Personal shareholder**

signature.

**Organization 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 signatures.
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 ตำบลบางกะดี อำเภอเมืองปทุมธานี จังหวัดปทุมธานี 12000

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(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 Annual General Meeting of Shareholders Year 2022 Conducted Through the Electronic Meeting of PRG Corporation Public Company Limited**

**Date and time:** Thursday April 28, 2022 at 10.00 a.m.

**Venue:** The Meeting Room of MBK Public Company Limited,  
No.444, on the 8<sup>th</sup> 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 2022 Annual General Meeting of Shareholders through the electronic meeting at 14.00 hours. Before the Meeting, the Meeting's preliminaries were informed as follows.

Currently, the epidemic of Corona Virus 2019 (COVID-19) has been widely spreading. The Company is aware of the safety of attending shareholders.

The Company's Board of Directors then resolved to hold the 2022 Annual General Meeting of of MBK Public Company Limited, 444, 8<sup>th</sup> Floor, MBK Center Building, Phayathai Road, Shareholders

only through the electronic meeting (Cisco Webex Meeting) at the meeting room 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:

- 3 shareholders attended the Meeting in person, holding a total of 111 shares.
- 26 shareholders granted a proxy, holding a total of 619,458,312 shares.
- 29 shareholders both attended the Meeting in person and granted the proxy to proxies, holding a total of 619,458,423 shares.

The Company had a total of 1,019 shareholders, holding a total of 628,550,440 shares. The shareholders attended the Meeting in person and granted the proxy to proxies, represented 98.5535% of the total shares of the Company, constituted a quorum. The Meeting was declared open.

### **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 Annual General Meeting of Shareholders Year 2022, conducted through the Electronic Meeting. The Meeting's moderators were assigned as follows:

- Mr. Somkiat Makcayathorn Managing Director, was the Meeting's moderator for agendas 1, 2, 4, 9 and 18.
- Dr. Pornsiri Poonakasem Chairman of Audit Committee, was the Meeting's moderator for agendas 3 and 8.
- Assoc.Prof.Dr. Sathit Parniangtong Chairman of the Compensation and Nomination Committee, was the Meeting's moderator for agendas 5 to 7.
- Mr. Suvait Theeravachirakul Director and Vice Chairman of the Board, was the Meeting's moderator for agendas 10 to 17.
- Ms. Kanuengnuch Thongprayud Company Secretary, was assigned as the Meeting's secretary and to record the Meeting
- Mr. Apichat Kamoltham and Ms. Satakamol Worakul, were the Meeting's moderator and explained the today's meeting method and criteria.

**Ms. Satakamol 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 Compansation 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  |

Mr. Suvait Theeravachirakul, Dr. Pornsiri Poonakasem, Assoc.Prof.Dr. Sathit Parniangtong and Mr. Somkiat Makcayathorn presented at the Meeting. The rest 4 directors attended the Meeting through electronic means.

The number of directors attending the Meeting was 8 directors representing 100 percent.

There were 8 members of the Senior Executive Management attended the Meeting 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                 |
| 4. Mr. Thirachai Issara        | Assistant Managing Director of Operation                   |
| 5. Mr. Jirachan Kampiranond    | Assistant Managing Director of Marketing (Acting)          |
| 6. Mr. Nalin Harnmanorom       | Senior Vice President of Finance & Administration Division |
| 7. Ms. Preeyanuch Nuntachote   | Senior Vice President of Finance Department                |
| 8. Ms. Prisana Klankaew        | Vice President of Accounting Department                    |



Mr. Somkiat Makcayathorn, Ms. Pimonrat Chitpavanaskul and Ms. Prisana Klankaew 3 Executive Management members, presented at the Meeting. The rest of 5 Executive Management member attended the Meeting through electronic means.

**The vote counter and the auditor were:**

1. Ms. Kanuengnuch Thongprayud Company Secretary, was assigned as the Meeting's secretary and to record the Meeting
2. Mrs. Kingkarn Assawarangsarid Auditor of the Company attend the Meeting through electronic means to respond the questions of the Shareholders.
3. Mr.Phichai Piyaphiwat Independent Auditor who is not related to the Company, was an honored representative of the shareholders to verify the votes in the Meeting.

The Company had published the agenda for this Annual General Meeting of the Shareholders on the Company's website and gave the opportunity to the shareholders to propose additional agenda from 1 October 2021 to 30 December 2021. No shareholders had proposed additional agenda.

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 18 agenda items.

**2. Voting:** For the convenience and promptness of votes counted in each agenda, when the shareholders finished the inquiries, the Chairman will request the shareholders to follow the voting procedures as follows:

(1) The shareholders or proxies can vote for approval, disapproval, or abstention on each agenda. One share will be counted as one vote.

(2) The shareholders or proxies can vote on each agenda either for approval, disapproval, or abstention. The shares must not be split to divide the vote, except only for the proxies of the custodians of foreign investors. In such a case, the split shares to divide the vote are allowed.

(3) In agenda 5 concerning the appointment of directors to replace those retiring by rotation will use an individual electoral method to comply with the principles of good corporate governance.

(4) The announcement of vote results in any agenda will specify the proportion of the vote on approval, disapproval, or abstention. Further details are provided on the Meeting procedures.

### **3. Voting on each agenda through the electronic meeting**

(1) To vote, the shareholders may choose an agenda on 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 the shareholders do not cast a vote within a specific time or choose "Cancellation of the Latest Voting", the Company will consider that you approve such agenda. The voting is changeable until the closing of voting is notified.

(2) If the proxies have a proxy from various shareholders, please choose the "User Icon" button and choose the "Switch Account" button to sign in to the accounts of other shareholders.

(3) The shareholders have 1 minute to vote after the open for voting is announced for each agenda. Then, the close for voting will be announced and the voting results of such an agenda will be further announced at the Meeting.

(4) If the shareholders log out of the Meeting before the close for voting is announced for any agenda, such shareholders will not be counted as part of the quorum for such an agenda and their votes will not be counted in such an agenda as well. However, logging out from any agenda does not deprive the shareholders/ proxies of their rights to re-attend the Meeting or vote for the other agendas.

### **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 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. Somkiat Makcayathorn, Director and Managing Director** started the Meeting according to the agenda assigned by the Chairman as follows.

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

**Mr. Somkiat Makcayathorn**, Director and Managing Director requested the Meeting to certify the minutes of the Extraordinary General Meeting of Shareholders No. 1/2021 which was held on 19 November 2021. The details of such minutes had been submitted to all shareholders total 27 pages as presented in the supporting document on pages 21 – 47.

**Mr. Somkiat Makcayathorn** 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.

None of the shareholders or proxies requested to amend the minutes, the shareholders or proxies were asked to vote on Agenda 1. This agenda requires the majority vote of the shareholders who attend the Meeting and have the right to vote.

Resolution for agenda 1 to certify the minutes of the Extraordinary General Meeting of Shareholders No. 1/2021, as detailed below:

Approved	totaling	619,458,422	votes or	99.9999%
Disapproved	Totaling	1	votes or	0.0000%
Voided Ballot	Totaling	0	votes or	0.0000%
Abstained	totaling	0	votes or	0.0000%

**The total votes for this agenda item were 619,458,423 votes or 100.0000%**

**Conclusion The Meeting, by a majority vote of 99.9999% , approved the certification of the minutes of the Extraordinary General Meeting of Shareholders No. 1/2021 as proposed by the Board of Directors.**

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

**Mr. Somkiat Makcayathorn**, Director and Managing Director, reported the Company's performance for the fiscal year 2021 for the shareholders' meeting's acknowledgment.

In 2021, the epidemic of Corona Virus 2019 (COVID-19) had both positive and negative impacts to Rice business and Food Center business as follow:

1. Economic stimulus package from Government like "Rau-Cha-Na" project, "Kon-La-Krung" project and Government Welfare Card had small positive impact to the company.
2. The scarcity of shipping containers worldwide caused the difficulty for rice exporter, leading to high competition locally and effected to quantity and price of raw material.
3. Government measures to shutdown department stores to limit the COVID-19 pandemic had severe negative impact to Food center business.
4. Government measures to control the pandemic of COVID-19 had direct negative impact to food centers and restaurants. Furthermore, consumers' behavior changed

to "New Normal" by spending time in the house and shopping online more than the past. E-Market place and Foods delivery became more and more popular and growing.

## Annual Performance



### Revenue by segment

Revenues and revenue proportion by segment are as follows:

- The revenue of rice and other products business was THB 1,584.80 million in 2021 decreased by 2.20% to from THB 1,620.38 million in 2020 due to the raw material price or the selling price per unit about 15%, which is worldwide impacted.
- The revenue of food centers business was THB 57.15 million in 2021 decreased by 53.84% from THB 123.81 million in 2020.
- The revenue of asset management business was THB 8.74 million in 2021 decreased by 3.57% to from THB 9.07 million in 2020.
- Total revenue in 2021 was THB 1,650.70 million decreased by 5.58% from THB 1,753.26 million in 2020.

### Profit from sales by segment

Earnings before interest, taxes, depreciation, and amortization (EBITDA Operation) by segment are as follows:

- The EBITDA Operation of rice and other products business was THB 108.03 million in 2021, an increase of 3.07% from 2020 in which the EBITDA Operation was THB 104.81 million.
- The EBITDA Operation of food center business was THB -12.76 million in 2021, a decrease from 2021 in which the EBITDA Operation was THB -2.37 million.
- The EBITDA Operation of asset management business was THB 1.94 million in 2021, an increase of 45.13% from 2020 in which the EBITDA Operation was THB 1.34 million.
- Total EBITDA Operation was THB 72.47 million in 2021, a decrease of 12.01% from 2020 in which the EBITDA Operation was THB 82.37 million.

## **Operating profit by segment**

Earnings before interest and taxes (EBIT Operation) by segment are as follows:

- The EBIT Operation of rice and other products business was THB 94.84 million in 2021, an increase of 3.65% from 2020 in which the EBIT Operation was THB 91.50 million.
- The EBIT Operation of food center business was THB -22.41 million in 2021, decreasing from 2020 in which the EBIT Operation was THB -9.25 million due to the situation of the spread of COVID-19 reducing operating results for the food center business.
- The EBIT Operation of asset management business was THB 0.04 million in 2021, decreasing from 2020 in which the EBIT Operation was THB 0.12 million due to the start of depreciation expense of the Marina project.
- Total EBIT Operation was THB 72.47 million in 2021, a decrease of 12.01% from 2020 in which the EBIT Operation was THB 82.37 million.

### ➤ **Significant changes in 2021**

#### **Rice and other products business**

- The company has changed the packaging of 100% New White Hom Mali rice for clarification and make it easier for consumers to understand that the company selects raw materials from farms certified by Geographical Indication (GI) standards from Thung Kula Ronghai and Ubon Ratchathani which are used for Export and is the best rice in Thailand. In addition, there is a bag handle to reduce the use of plastic bags along with an innovative valve-lock (Vale-Lock) on the package of 100% new jasmine rice to keep the quality of rice in order to maintain the quality throughout the year. Including a hand-to-hand sign special good star Quality standards consistently for 10 consecutive years by Ministry of Commerce.
- The company has expanded in online business and online sales channels to E-Market Place / E-Retail and Mah Boonkrong Rice Shop, in which the company has grown significantly.

#### **Food center business**

- Additional investment was made to open a food court "Food Legends" by MBK at The Nine Tiwanon.
- More food delivery channels have been developed and online sales have been opened in all channels, although shopping centers are affected by Food Delivery, yet the company is still unable to attract online customers.

### 2022 Direction

- Focus on being the "No.1 Healthy Rice" to be No.1 in the healthy rice market.
- "Export Network" to add marketing partners. by exporting products to the Australian market with "Mah Boonkrong Rice" brand.
- Opened online channels for consumer's accessibility and convenience.
- "Flagship Food Legends by MBK" provides Michelin Guide restaurants for consumers to have access to deliciousness with affordable price.

- Riverdale Marina, "The first A-class" luxury port of the Chao Phraya River Basin. and will be developed into the largest port with one-stop service, and service center for all water-related licensing in the Chao Phraya River Basin.

### **Awards and Certification**

- The Company has been certified as a member of Thai Private Sector Collective Action Against Corruption (CAC) since March 9, 2017. The Company has renewed its CAC membership certificate on November 4, 2019 (expires November 3, 2022). The company are under the process of applying for the renewal of the certificate.
- The Company has received an excellent corporate governance evaluation of listed companies or 5 stars for 5 consecutive years, 2017 onwards. In 2021, We were ranked as one of 268 companies assessed at an "Excellent" level from a total of 716 companies assessed by the Thai Institute of Directors.
- The Company has been awarded a plaque for producing jasmine rice packed in bags of consistent quality for more than 15 years, making us the first company to be certified with a special good quality standard (with a hand holding a star) by the Department of Internal Trade, Ministry of Commerce.
- Honorary Award as a role model of a healthy workplace for workers for fiscal year 2020, effective until September 2023.
- Disease-free, safe, happy-hearted entrepreneur, country level, Gold shield class for 3 consecutive years, fiscal year 2020, effective until September 2023.
- Outstanding Entrepreneur Award for Labor relationship and welfare, country Level, 2<sup>nd</sup> Year 2, 2021.

### **Company activities**

The Company has many activities in 2020 including collaboration with Government sectors, Corporate Social Responsibility (CSR), and helping people who affected by the epidemic of the coronavirus (COVID-19), including activities to promote people's health etc. with details according to the documents presented accordingly and displaying on the screen

**Mr. Apichat Kamoltham** asked if the Meeting had any questions or propose any opinion.

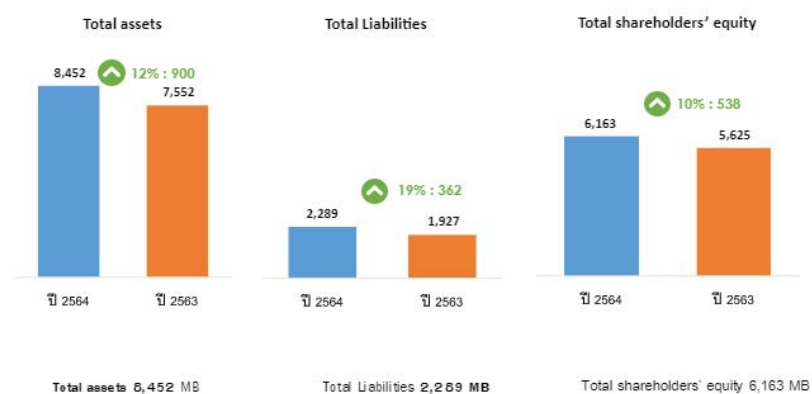
*Remarks: This agenda was to report the Company's performance so there was no voting.*

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

**Dr. Pornsiri Poonakasem**, Chairman of Audit Committee, explain to the Meeting the Statement of financial position and the Statement of comprehensive income for the fiscal year ended December 31<sup>st</sup>, 2021 which appeared on page 123 to 129 of the 2021 Annual Report that the Company sent to all shareholders with the Notice of Invitation to the Meeting. Mr. Somkiat Makcayathorn asked the Meeting to consider and approve the Statement of financial position and the Statement of comprehensive income for the fiscal year ended December 31<sup>st</sup>, 2021 which were audited by Ms. Ginkarn Atsawarangsalit, Auditor license No. 4496 from EY Office Co., Ltd. and certified by the Audit Committee and the Board of

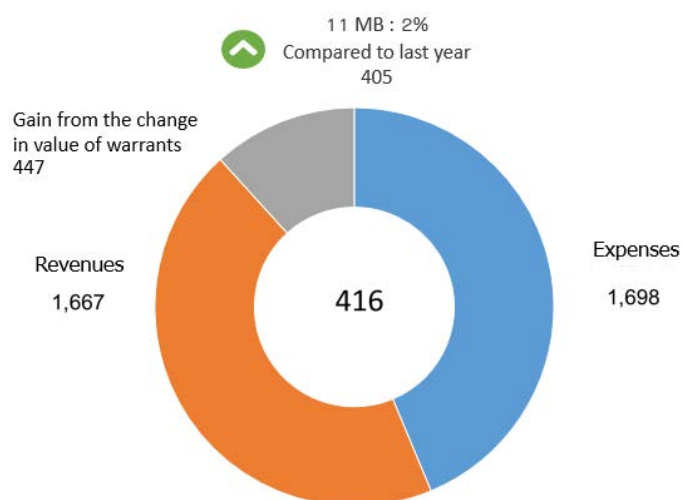
Directors. The auditor expressed an unqualified opinion on the financial statements. The details of the Financial Statement and the management discussion and analysis can be summarized as follows:

### **Statement of financial position – Separate financial statement**



- Total assets were THB 8,452 million, increased from the previous year by THB 900 million or 12%. Warrants (MBK Warrants) increased in value of THB 447 million and the value of investments in MBK shares increased by THB 449 million.
- Total liabilities were THB 2,289 million, increased from the previous year by THB 362 million or 19%, this due to a short term loan for company's liquidity.
- Shareholders' equity was THB 6,163 million, increased from the previous year by THB 538 million or 10%.

### **Net profit (loss) to the Company for the year 2021**



- Total revenue from sales and services in 2021 was THB 1,667 million, and gain from the valuation of warrants (MBK warrants) was THB 447 million.

- Net profit amounted to THB 416 million, increased from THB 405 million in 2020 by THB 11 million or 2%

**Mr. Apichat Kamoltham** asked if the Meeting had any questions or propose any opinion.

None of the shareholders or proxies had questions, the shareholders were asked to vote on Agenda 3. This agenda requires the majority vote of the shareholders who attend the Meeting and have the right to vote.

**Resolution on Agenda 3, to consider and approve the statements of financial position and statement of comprehensive income for the fiscal year ended 31 December 2021. The vote results are as follows:**

Approved	totaling	619,458,422	votes or	99.9999%
Disapproved	totaling	1	votes or	0.0000%
Abstained	totaling	0	votes or	0.0000%
Invalid Ballots	totaling	0	votes or	0.0000%

**The total votes for this agenda item were 619,458,423 votes, or 100.0000%**

**Conclusion The Meeting, by a majority vote of 99.9999 percent, approved the statements of financial position and statement of comprehensive income for the fiscal year ended 31 December 2021 as proposed by the Board of Directors.**

**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**

**Mr. Somkiat Makcayathorn**, Director and Managing Director, report the Company's performance in separate financial statement for the fiscal year ended December 31<sup>st</sup>, 2021 as follows:

As of 1 January 2021, the Company has carried over unappropriated retained earnings of 502,585,736 Baht.

Increase a net profit after tax of Baht 499,137,670

Deducted in the fiscal year from 1 January 2021 to 31 December 2021. The Company has dividend payment of 240,000,000 Baht.

Therefore, the unappropriated retained earnings carried forward as of 31 December 2021 will be the total amount 761,723,406 Baht

The Company has a legal reserve of Baht 90,000,000 (Ninety million Baht) as required by law which do not require any further reserve.

To propose that there is no allocation of the net profit for the year 2021 as a legal reserve and no dividend payment for the year 2021 to the Meeting for acknowledgment as follows:



1. The company non-appropriation of 2021 net profit as a legal reserve fund due to the company has a legal reserve 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.

**Mr. Apichat Kamoltham** asked if the Meeting had any questions or propose any opinion.

None of the shareholders or proxies had questions, the shareholders were asked to vote on Agenda 4. This agenda requires the majority vote of the shareholders who attend the Meeting and have the right to vote.

**Resolution on 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. The vote results are as follows:**

Approved	totaling	619,458,422	votes or	99.9999%
Disapproved	totaling	1	votes or	0.0000%
Abstained	totaling	0	votes or	0.0000%
Invalid Ballots	totaling	0	votes or	0.0000%

**The total votes for this agenda item were 619,458,423 votes, or 100.0000%**

**Conclusion The Meeting, resolved with a vote of 99.9999% by a majority vote, the omission of the allocation of net profit as a legal reserve fund and the omission of dividend payment for the year 2021 as proposed by the Board of Directors.**

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

**Assoc. Prof. Dr. Sathit Parniangtong**, Chairman of the Compansation and Nomination Committee, reported to the meeting that the Company has published the agenda for this Annual General Meeting of Shareholders on the Company's website and allowed shareholders to nominate qualified candidates to the Nomination Committee and the Board of Directors to consider and propose to the meeting to appoint the directors to replace the directors who retire by rotation from 1 October 2021 to 31 December 2021. None of the shareholders nominated any qualified candidates to the Nomination Committee and the Board of Director.

The Committee considered Article 18 of the Company's Articles of Association, one-third of the directors or the nearest number who have been in office for the longest term must retire in the Annual General Meeting of Shareholders every year. There are 8 directors of the Company as they have already introduced themselves.

In this year, there are 3 directors who must retire by rotation, which are:

1. Dr. Pornsiri Poonakasem;
2. Mr.Pakit Iamopas and
3. Mr.Somkiat Makcayathorn.

For the shareholders to express their opinions, those 3 directors have requested permission to leave this Meeting.

There are 3 directors retiring by rotation which the details appear in the documents for consideration on pages 48 - 56, namely:

1. Dr. Pornsiri Poonakasem has expertise in Accounting, Financial, Internal Control and Internal Audit
2. Mr. Pakit Iamopas has expertise in Financial, Marketing Marketing, Business Management and Strategic Management
3. Mr. Somkiat Makcayathorn has expertise in Financial, Marketing, Administrative Management, Strategic Management, Laws, Risk Management, Industry and Engineering technical

The Nomination and Compensation Committee and the Board of Directors considered and agreed that the shareholders' meeting should consider re-electing all 3 directors to return to their directorship of the Company since their knowledge and experiences are appropriate and beneficial to the operation of the Company. The election of Mr. Somkiat Makcayathorn who were directors in a company that operated the same business as the Company did not cause any damage to the Company.

**Mr. Apichat Kamoltham** asked if the Meeting had any questions or propose any opinion.

None of the shareholders or proxies had questions, the shareholders were asked to vote on Agenda 5. This agenda requires the majority vote of the shareholders who attend the Meeting and have the right to vote.

**Resolution for agenda item 5: To consider the appointment of the directors to replace those whose tenure ended, as detailed below:**

**Agenda 5.1 Dr. Pornsiri Poonakasem**

Approved	totaling	619,458,422	votes or	99.9999%
Disapproved	totaling	1	votes or	0.0000%
Abstained	totaling	0	votes or	0.0000%
Invalid Ballots	totaling	0	votes or	0.0000%

**The total votes for this agenda item were 619,458,423 votes, or 100.0000%.**

**Conclusion** The Meeting's resolution adopted by a unanimous vote of 99.9999% appoint Dr. Pornsiri Poonakasem to resume the Company's Director, as proposed by the Board of Directors.

### **Agenda 5.2 Mr.Pakit Iamopas**

Approved	totaling	619,458,422	votes or	99.9999%
Disapproved	totaling	1	votes or	0.0000%
Abstained	totaling	0	votes or	0.0000%
Invalid Ballots	totaling	0	votes or	0.0000%

**The total votes for this agenda item were 619,458,423 votes, or 100.0000%.**

**Conclusion** The Meeting's resolution adopted by a unanimous vote of 99.9999% appoint Mr.Pakit Iamopas to resume the Company's Director, as proposed by the Board of Directors.

### **Agenda 5.3 Mr.Somkiat Makcayathorn**

Approved	totaling	619,458,422	votes or	99.9999%
Disapproved	totaling	1	votes or	0.0000%
Abstained	totaling	0	votes or	0.0000%
Invalid Ballots	totaling	0	votes or	0.0000%

**The total votes for this agenda item were 619,458,423 votes, or 100.0000%.**

**Conclusion** The Meeting's resolution adopted by a unanimous vote of 99.9999% appoint Mr.Somkiat Makcayathorn to resume the Company's Director, as proposed by the Board of Directors.

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

**Assoc. Prof. Dr. Sathit Parniangtong**, Chairman of the Compensation and Nomination Committee, informed the Meeting to consider the increase in the number of directors and the appointment of the new director as follow:

To support the expansion of the company's business operations, 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.

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.

**Mr. Apichat Kamoltham** asked if the Meeting had any questions or propose any opinion.

None of the shareholders or proxies had questions, the shareholders were asked to vote on Agenda 6. This agenda requires the majority vote of the shareholders who attend the Meeting and have the right to vote.

**Resolution on Agenda 6, to consider and approve the increase in the number of directors and the appointment of the new director. The vote results are as follows:**

Approved	totaling	619,458,422	votes or	99.9999%
Disapproved	totaling	1	votes or	0.0000%
Abstained	totaling	0	votes or	0.0000%
Invalid Ballots	totaling	0	votes or	0.0000%

**The total votes for this agenda item were 619,458,423 votes, or 100.0000%**

**Conclusion The Meeting, resolved with a vote of 99.9999% by a majority vote, the increase in the number of directors and the appointment of the new director as proposed by the Board of Directors.**

#### **Agenda 7 To approve the remuneration for the Board Directors**

**Assoc. Prof. Dr. Sathit Parniangtong**, Chairman of the Nomination and Compensation Committee, reported to the meeting to consider and approve the remuneration for the Board of Directors. The details for the consideration as presented in the supporting document on page 59 - 60.

In this agenda, the Meeting was requested to consider and approve the remuneration for the Board of Directors. The Nomination and Compensation Committee and the Board of Directors agreed that the shareholders' meeting should approve the remuneration for Directors of Baht 6,500,000 (Six million five hundred thousand Baht) and approve any privilege of Baht 500,000 (Five hundred thousand Baht), the total amount of remuneration and privilege of Baht 7,000,000 (Seven million Baht) 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.

The Committee has a policy and criteria for the remuneration of the Board of Directors and various committees at the appropriate rate and in accordance with the duties of the directors under the laws and the Company's regulations.

**Mr. Apichat Kamoltham** asked if the Meeting had any questions or propose any opinion.

None of the shareholders or proxies had questions, the shareholders were asked to vote on Agenda 7. This agenda requires not less than two-thirds of the shareholders who attend the Meeting and have the right to vote.

**Resolution on Agenda 7, to consider and approve the remuneration for the Board Directors. The vote results are as follows:**

Approved	totaling	619,458,422	votes or	99.9999%
Disapproved	totaling	1	votes or	0.0000%
Abstained	totaling	0	votes or	0.0000%
Invalid Ballots	totaling	0	votes or	0.0000%

**The total votes for this agenda item were 619,458,423 votes, or 100.0000%**

**Conclusion** The Meeting, resolved with a vote of 99.9999% which is not less than two-third of the shareholders who attend the Meeting and have the right to vote, approved the remuneration for the Board of Directors as proposed by the Board of Directors.

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

**Dr. Pornsiri Poonakasem** Chairman of the Audit Committee informed the Meeting that the Audit Committee and the Board of Directors resolved to propose the shareholders to consider and approve the appointment of the following auditors of EY Office Limited as the Company's auditor. The details for the consideration as presented in the supporting document for consideration on pages 61- 62.

1. Ms. Gingkarn Atsawarangsalit Certified Public Accountant 4496 and/or
2. Mr. Chayapol Suppasedtanon Certified Public Accountant 3972 and/or
3. Ms. Orawan Techawatanasirikul Certified Public Accountant 4807 and/or
4. Ms. Sumana Punpongsanon Certified Public Accountant 5872 and/or
5. Ms. Kirdsiri Kanjanaprakasit Certified Public Accountant 6014.

Any of them as the auditor with the power to audit and certify the Company's financial statements for the year ended 31 December 2022.

For the financial statements for the year 2022, EY Office Limited has proposed the audit fee for the Company in the amount of Baht 1,150,000 (One million one hundred and fifty thousand), which is the same amount as of the year 2021.

Since they are subsidiaries of PRG Corporation Public Company Limited, the Company has appointed EY Office Limited as the auditor of the subsidiaries and the associated companies in 2022.

The Board of Directors will ensure that the financial statements can be prepared in a timely manner. In addition, the Company has planned and held a meeting before the audit. It also coordinated with the main auditor of the Company and the auditors of the subsidiaries and the associated companies from the same audit firm to ensure that the financial statements will be prepared in a timely manner.

For other service fees in the past fiscal year, the Company and its subsidiaries do not use other services of the audit firm that the auditor is affiliated with, services of other persons or businesses related to the auditor, and the auditor's office to which the auditor is affiliated.

**Mr. Apichat Kamoltham** asked if the Meeting had any questions or propose any opinion.

None of the shareholders or proxies had questions, the shareholders were asked to vote on Agenda 8. This agenda requires the majority vote of the shareholders who attend the Meeting and have the right to vote.

**Resolution on Agenda 8, to consider the appointment of auditors and fixing the audit fee for the year 2022. The vote results are as follows:**

Approved	totaling	619,458,422	votes or	99.9999%
Disapproved	totaling	1	votes or	0.0000%
Abstained	totaling	0	votes or	0.0000%
Invalid Ballots	totaling	0	votes or	0.0000%

**The total votes for this agenda item were 619,458,423 votes, or 100.0000%**

**Conclusion The Meeting, resolved with a vote of 99.9999% by a majority vote, approve the appointment of auditors and fixing the audit fee for the year 2022 as proposed by the Board of Directors.**

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

**Mr. Somkiat Makcayathorn, Director and Managing Director explain to the Meeting to amend the Company's article of association Clause 9 and Clause 13**

For clarity in the operation of company share registrar and for the registrar to perform duties properly, which has already been notified to the shareholders in Document of Annual General Meeting of Shareholders on pages 10 – 11 as follow.

**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.

It is considered that the shareholders' meeting should approve to amend the Company's article of association Clause 9 and Clause 13 for clarity in the operation of company share registrar

**Mr. Apichat Kamoltham** asked if the Meeting had any questions or propose any opinion.

None of the shareholders or proxies had questions, the shareholders were asked to vote on Agenda 9. This agenda requires not less than three-fourths of the shareholders who attend the Meeting and have the right to vote.

**Resolution on Agenda 9, to consider and approve to amend the Company's article of association Clause 9 and Clause 13. The vote results are as follows:**

Approved	totaling	619,458,422	votes or	99.9999%
Disapproved	totaling	1	votes or	0.0000%
Abstained	totaling	0	votes or	0.0000%
Invalid Ballots	totaling	0	votes or	0.0000%

**The total votes for this agenda item were 619,458,423 votes, or 100.0000%**

**Conclusion The Meeting, resolved with a vote of 99.9999% which is not less than three-fourths of the shareholders who attend the Meeting and have the right to vote, approved the remuneration for the Board of Directors as proposed by the Board of Directors.**

**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**

**Mr. Suvait Theeravachirakul** explained to the Meeting that the Board of Directors deems it appropriate to propose to the Annual General Meeting of Shareholders to consider and approve the reduction of the Company's registered capital from the original registered capital of 810,000,000 Baht to a newly registered capital of 630,000,000 Baht by eliminating 180,000,000 registered ordinary shares that support a general mandate of the capital increase, in which the Company has not yet issued or offered, according to the supporting document on pages 63 and 67 (relevant pages are 63 - 69).

Based on the Board of Directors' opinion to propose to the Meeting to consider and approve the offering of warrants to purchase the Company's ordinary shares No. 2 (PRG-W2) in Agenda 12, therefore, the capital must be increased to support such shareholders' rights to purchase such Company's ordinary share. When the Company has not yet allocated the increased capital shares by general mandate under the law, so firstly this capital must be reduced.

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

None of the shareholders or proxies had questions, **Mr. Apichat Kamoltham** asked the shareholders to vote on Agenda 10. This agenda requires the votes of not less than three-fourths of the total votes of the shareholders who attend the Meeting and have the right to vote.

**Resolution on Agenda 10, to consider and approve the reduction of the Company's registered capital from the original registered capital of 810,000,000 Baht to a newly registered capital of 630,000,000 Baht by eliminating 180,000,000 registered ordinary shares with a par value of 1 Baht per share that support a general mandate of the capital increase, in which the Company has not allocated for sale in full, according to the resolution of the Extraordinary General Meeting of Shareholders No. 1/2021. The vote results are as follows:**

Approved	totaling	619,458,422	votes or	99.9999%
Disapproved	totaling	1	votes or	0.0000%
Abstained	totaling	0	votes or	0.0000%
Invalid Ballots	totaling	0	votes or	0.0000%

**The total votes for this agenda item were 619,458,423 votes, or 100.0000%**

**Conclusion The Meeting, by a majority vote of 99.9999%, which is the votes of not less than three-fourths of the total votes of the shareholders who attend the**



**Meeting and have the right to vote, approved the reduction of the Company's registered capital from the original registered capital of 810,000,000 Baht to a newly registered capital of 630,000,000 Baht by eliminating 180,000,000 registered ordinary shares with a par value of 1 Baht per share as proposed by the Board of Directors.**

**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**

**Mr. Suvait Theeravachirakul** explained to the Meeting that to be in line with the reduction of the registered capital of the Company on Agenda 10, it is appropriate to propose to the 2022 Annual General Meeting of Shareholders to consider and approve the amendment of Clause 4 of the Company's Memorandum of Association 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- (--)"

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

None of the shareholders or proxies had questions, **Mr. Apichat Kamoltham** asked the shareholders to vote on Agenda 11. This agenda requires the votes of not less than three-fourths of the total votes of the shareholders who attend the Meeting and have the right to vote.

**Resolution on Agenda 11, to consider and approve the amendment of Clause 4 of the Company's Memorandum of Association to be in line with the reduction of the Company's registered capital. The vote results are as follows:**

Approved	totaling	619,458,422	votes or	99.9999%
Disapproved	totaling	1	votes or	0.0000%
Abstained	totaling	0	votes or	0.0000%
Invalid Ballots	totaling	0	votes or	0.0000%

**The total votes for this agenda item were 619,458,423 votes, or 100.0000%**

**Conclusion** The Meeting, by a majority vote of 99.9999%, which is the votes of not less than three-fourths of the total votes of the shareholders who attend the Meeting and have the right to vote, approved the amendment of Clause 4 of the Company's Memorandum of Association to be in line with the reduction of the Company's registered capital, as proposed by the Board of Directors.

**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**

**Mr. Suvait Theeravachirakul** reported to the Meeting that the Board of Directors deems it appropriate for the 2022 Annual General Meeting of Shareholders to consider and approve the offering or allocation of warrants to purchase the Company's ordinary shares No. 2 (PRG-W2) in the amount of not more than 31,499,528 units for allocation to the existing shareholders of the Company in proportion to their shareholding, on a free of charge (zero Baht) basis. The allocation ratio is 20 ordinary shares per 1 unit of the warrant. The fraction of calculation of the right to receive warrants for each shareholder will be rounded off. The warrants are valid for not exceeding 3 years from the date of issuance of the warrants. The exercise ratio is 1 warrant per 1 ordinary share at 5 Baht ("Exercise Price") ("PRG-W2"). The Company expects to issue warrants within the second quarter of 2022. The exercise period is every 15<sup>th</sup> date of January, February, March, April, May, June, July, August, September, October, November, and December every year throughout the term of the warrants. If the exercise date falls on the Company's holiday, the exercise date will be to be postponed to the next business day. The Company expects that the first exercise date will be on 15 July 2022. The last exercise date will be on 15 May 2025. If the last exercise date falls on the Company's holiday, the exercise date will be to be brought forward to the prior business day of the Company. Warrant holders who wish to exercise their rights to purchase the Company's ordinary shares must notify the Company of their exercise right to purchase the Company's ordinary shares between 9.30 a.m. and 3:30 p.m. within 5 business days prior to each exercise date, except for the last exercise in which the warrant holders must notify to the Company their exercise right to purchase the Company's ordinary shares between 9.30 a.m. and 3:30 p.m. within 15 business days prior to the last exercise date. The details of the issuance of the PRG-W2 and initial information of the PRG-W2 were presented in the supporting document on pages 70 - 77.

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

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

None of the shareholders or proxies had questions, **Mr. Apichat Kamoltham** asked the shareholders to vote on Agenda 12. This agenda requires the majority vote of the shareholders who attend the Meeting and have the right to vote.

**Resolution on Agenda 12, to consider and approve 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. The vote results are as follows:**

Approved	totaling	619,458,422	votes or	99.9999%
Disapproved	totaling	1	votes or	0.0000%
Abstained	totaling	0	votes or	0.0000%
Invalid Ballots	totaling	0	votes or	0.0000%

**The total votes for this agenda item were 619,458,423 votes, or 100.0000%**

**Conclusion** The Meeting, by a majority vote of 99.9999% approve 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, as proposed by the Board of Directors.

**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**

Mr. Suvait Theeravachirakul explained to the meeting that the 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 are as follows:

Allocation of Ordinary Shares to Support	Allocated Shares	Exercise Ratio (Unit : Share)	Exercise Price (Share : Baht)
PRG-W1 right adjustment	348,027	1 : 1.0278	1 : 4.8647
Exercise of right for PRG-W2	31,499,528	1 : 1	1 : 5
รวม	31,847,555	-	-

The Board of Directors deemed it appropriate to propose to the 2022 Annual General Meeting of Shareholders to approve the increase of registered capital of the Company from THB 630,000,000 to THB 661,847,555 by issuing new ordinary shares not more than 31,847,555 shares with a par value of 1 Baht per share to support the exercise of rights to purchase ordinary shares under PRG- W2, and the adjustment of rights under PRG- W1. The details regarding the increase of the Company's registered capital under the increased capital report (F53-4) as presented in the supporting document on pages 63 - 69.

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

None of the shareholders or proxies had questions, Mr. Apichat Kamoltham asked the shareholders to vote on Agenda 13. This agenda requires the votes of not less than three-fourths of the total votes of the shareholders who attend the Meeting and have the right to vote.

**Resolution on Agenda 13, to consider and 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. The vote results are as follows:**

Approved	totaling	619,458,422	votes or	99.9999%
Disapproved	totaling	1	votes or	0.0000%
Abstained	totaling	0	votes or	0.0000%
Invalid Ballots	totaling	0	votes or	0.0000%

**The total votes for this agenda item were 619,458,423 votes, or 100.0000%**

**Conclusion The Meeting, by a majority vote of 99.9999% which was not less than three-fourths of the total votes of the shareholders who attend the Meeting and have the right to vote 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, as proposed by the Board of Directors.**

**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**

**Mr. Suvait Theeravachirakul** explained to the meeting that the Board of Directors deems it appropriate to propose to the Annual General Meeting of Shareholders to consider and approve the increase of the Company's registered capital by general mandate from the original registered capital of 661,847,555 Baht to a newly registered capital of 841,847,555 Baht by issuing 180,000,000 new ordinary shares with a par value of THB 1 per share according to the supporting document on pages 63 - 69.

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 from the original registered capital of THB 661,847,555 to a newly registered capital of THB 841,847,555 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 questions or propose any opinion.

None of the shareholders or proxies had questions, **Mr. Apichat Kamoltham** asked the shareholders to vote on Agenda 14. This agenda requires the votes of not less than three-fourths of the total votes of the shareholders who attend the Meeting and have the right to vote.

**Resolution on Agenda 14, to consider and 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. The vote results are as follows:**

Approved	totaling	619,458,422	votes or	99.9999%
Disapproved	totaling	1	votes or	0.0000%
Abstained	totaling	0	votes or	0.0000%
Invalid Ballots	totaling	0	votes or	0.0000%

**The total votes for this agenda item were 619,458,423 votes, or 100.0000%**

**Conclusion The Meeting, by a majority vote of 99.9999% which was not less than three-fourths of the total votes of the shareholders who attend the Meeting and have the right to vote 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, as proposed by the Board of Directors.**

**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**

**Mr. Suvait Theeravachirakul** explained to the Meeting that to be in line with the increase of the registered capital of the Company on Agenda 13 and Agenda 14, it is appropriate to propose to the Meeting to consider and approve the amendment of Clause 4 of the Company's Memorandum of Association to be in line with the increase of the registered capital of the Company 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- (--)"

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

None of the shareholders or proxies had questions, **Mr. Apichat Kamoltham** asked the shareholders to vote on Agenda 15. This agenda requires the votes of not less than three-fourths of the total votes of the shareholders who attend the Meeting and have the right to vote.

**Resolution on Agenda 15, to consider and approve to amend the Article 4 of the memorandum of the company to be in accordance with the increase of the registered capital. The vote results are as follows:**

Approved	totaling	619,458,422	votes or	99.9999%
Disapproved	totaling	1	votes or	0.0000%
Abstained	totaling	0	votes or	0.0000%
Invalid Ballots	totaling	0	votes or	0.0000%

**The total votes for this agenda item were 619,458,423 votes, or 100.0000% Conclusion The Meeting, by a majority vote of 99.9999% which was not less than three-fourths of the total votes of the shareholders who attend the Meeting and have the right to vote to approve 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 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**

**Mr. Suvait Theeravachirakul** explained to the meeting that to be in line with the increase of the registered capital of the Company on Agenda 13, it is appropriate to propose to the Meeting to consider and approve the allocation of the Company's ordinary shares to increase the capital of the Company of not more than 31,487,555 shares with the par value of 1 Baht per share as follows:

- 1) the allocation of the Company's ordinary shares to increase the capital of the Company by not more than 348,027 shares with the par value of THB 1 per share to support the adjustment of rights under PRG-W1 and



- 2) the allocation of the Company's ordinary shares to increase the capital of the Company by not more than 31,499,528 shares with the par value of 1 Baht per share to support the exercise of rights to purchase ordinary shares under PRG-W2 which will be issued to the existing shareholder of the Company pursuant to the shareholding ratio as prescribed in Agenda 12.

The details regarding the increase of the Company's registered capital under the increased capital report (F53-4) as presented in the supporting document on pages 63 – 69 (relevant pages are 63 – 77).

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

None of the shareholders or proxies had questions, **Mr. Apichat Kamoltham** asked the shareholders to vote on Agenda 16. This agenda requires the majority votes of the shareholders who attend the Meeting and have the right to vote.

**Resolution on Agenda 16, to consider and 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. The vote results are as follows:**

Approved	totaling	619,458,422	votes or	99.9999%
Disapproved	totaling	1	votes or	0.0000%
Abstained	totaling	0	votes or	0.0000%
Invalid Ballots	totaling	0	votes or	0.0000%

**The total votes for this agenda item were 619,458,423 votes, or 100.0000%**

**Conclusion The Meeting, by a majority vote of 99.9999% 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, as proposed by the Board of Directors.**

**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**

**Mr. Suvait Theeravachirakul** reported to the meeting that to be in line with the increase of the Company's registered capital in Agenda 14, it appropriate to propose to the Meeting to consider and approve the allocation of the Company's ordinary shares to increase the capital of the Company of not more than 180,000,000 shares with the par value of 1 Baht per share to support the increased capital shares by general mandate as follows:

- Allocation of newly issued ordinary shares to increase the capital of the Company by not more than 180,000,000 shares or equivalent to 29.15% of the paid-up capital to offer to the existing shareholders in proportion to the shareholding percentage.

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) as the supporting document on pages 63 and 67 (relevant pages are 63-69).

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

None of the shareholders or proxies had questions, **Mr. Apichat Kamoltham** asked the shareholders to vote on Agenda 17. This agenda requires the majority votes of the shareholders who attend the Meeting and have the right to vote.

**Resolution on Agenda 17, to consider and approve 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. The vote results are as follows:**

Approved	totaling	619,458,422	votes or	99.9999%
Disapproved	totaling	1	votes or	0.0000%
Abstained	totaling	0	votes or	0.0000%
Invalid Ballots	totaling	0	votes or	0.0000%

**The total votes for this agenda item were 619,458,423 votes, or 100.0000%**

**Conclusion The Meeting, by a majority vote of 99.9999% 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, as proposed by the Board of Directors.**

**Agenda 18 Other (if any)**

**Mr. Somkiat Makcayathorn** informed to the Meeting that on this agenda if the shareholders wish the Meeting to consider and vote on other matters (if any) other than those specified in the Meeting invitation letter, they must be raised according to the conditions as provided in the second paragraph of Section 105 of the Public Limited Companies Act B. E. 2535 which states that "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".

When there are no shareholders proposing other matters for consideration, this agenda is set for shareholders to ask questions or have suggestions for the Board of Directors to clarify any questions or inquiries to the shareholders (if any). Therefore, no other matters will be presented for the meeting to consider and approve and there is no vote on this agenda.

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

The War between Ukraine and Russia causeed exchange rate fluctuation and caused the problem of exporting rice as the result of western countries sanction on export to Russia, Is there any effect to the company operation? Is there any primary risk assessment? And has the company exported rice to Ukraine and Russia?

**Mr. Somkiat Makcayathorn** replied as follow: The War between Ukraine and Russia had both positive and negative impacts on the company, the exchange rate of the US dollar (USD) strengthening, making the exchange into Thai baht higher in value create a competitive opportunity for Thailand to export products to other countries around the world will help increase the opportunity for increasing sales. However, the cost of freight also increases due to the epidemic situation of the coronavirus disease 2019 (COVID-19) and situation between Ukraine and Russia.

Currently, the company does not have any export to Russia and Ukraine, therefore there is no impact the company.

Whereby, **Mr. Somkiat Makcayathorn** informed to the Meeting that for Good Corporate Governance purpose, the company will complete the minutes of the meeting within 14 days from the date of the meeting and Publish on the company website, Shareholders can verify the accuracy of the minutes of the meeting.

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 close the meeting.

The Chairman 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 to the Company. However, the Board of Directors will try to manage the operating results to return to the target. 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. After the meeting

**The Meeting adjourned 11.59 a.m.**

Signed ..... Suphadej Poonpipat ..... Chairman of the Meeting

(Mr. Suphadej Poonpipat)

Chairman of the Board of Directors

Signed ..... Kanuengnuch Thongprayud ..... Recorder of the Meeting

(Ms. Kanuengnuch Thongprayud)

Company Secretary

(Translation)

(F 53-4)

**Capital increase report form**  
**PRG Corporation Public Company Limited**  
**October 19, 2022**

PRG Corporation Public Company Limited would like to report the Board of Directors Meeting No.10/22 held on October 7, 2022, capital increase and the allocation of shares in order to support the issuance of the PRG-W3 Warrants.

On October 19, 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 and PRG-W2 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 and PRG-W2 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) and No. 2 (PRG-W2) (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 841,847,555 to new registered capital of THB 661,847,555 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 661,847,555 to new registered capital of THB 874,970,249 by issuing ordinary shares amounting of 213,122,694 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	33,122,694	1.00	33,122,694
<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	Remark
1) To accommodate the adjustment of right under warrants to purchase ordinary shares of PRG Corporation Public Company Limited No. 1 (the “PRG-W1 Warrants” or the Warrants)	Not more than - new ordinary shares	<u>Exercise Ratio</u> (Existing): 1 unit of the Warrants to 1.0278 newly issued ordinary share. <u>Exercise Ratio</u> (New): 1 unit of the Warrants to 1.0566 newly issued ordinary share. Please see Remark No1)	<u>Exercise Price</u> (Existing) : THB 4.8647 per share <u>Exercise Price</u> (New): THB 4.7319 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 Ordinary Shares of PRG Corporation Public Company Limited No. 1 (PRG-W1) (the “Terms and Conditions”)	Please see Remark Below No.1)
2) To accommodate the adjustment of right under warrants to purchase ordinary shares of PRG Corporation	Not more than 50,255 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	<u>Exercise Price</u> (Existing): THB 5 per share <u>Exercise Price</u> (New): THB 4.8663 per share. Please see Remark No. 2)	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	Please see Remark below No.2)

Allotted to	Number of share (share)	Ratio (old: new)	Sale price (Baht/share)	Subscription and payment period	Remark
Public Company Limited No. 2 (the “PRG-W2 Warrants” or the Warrants)		1.0275 newly issued ordinary share. Please see Remark No2)		as stipulated in the Terms and Conditions Governing the Rights and Obligations of the Issuer and Holders of the Warrants to Purchase Ordinary Shares of PRG Corporation Public Company Limited No. 2 (PRG-W2) (the “Terms And Conditions”)	
3) To allocate for the exercise of the Company’s warrants to purchase ordinary shares No. 3 (PRG-W3), which will be issued to existing shareholders of the Company in proportion to their respective shareholdings	Not more than 33,072,439 new ordinary shares	Allocation Ratio: 1 ordinary shares to 1 unit of warrant (any fractions resulting from the calculation based on the allocation ratio of shares shall be rounded down)	The PRG-W3 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-W3 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 Ordinary Shares of PRG Corporation Public Company Limited No. 3 (PRG-W3) (the “Terms And Conditions”)	Please see Remark below No.4)

Remark :

The Board of Directors Meeting No. 10/22 of the Company on October 7, 2022 resolved to propose that the Extraordinary General Meeting of Shareholders No. 1/2022 to increase the registered capital of the company from the original registered capital of THB 661,847,555 to THB 694,970,249 by issuing not more than 33,122,694 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 - newly issued ordinary shares (Due to the issuance of PRG-W2, leading to the adjustment of rights and allocation to accommodate PRG-W1. Currently, there are sufficient ordinary shares to accommodate the adjustment of rights of PRG-W3) with a par value of THB 1 per share to accommodate the adjustment of rights of the PRG-W1 Warrants.
- 2) The allocation of not exceeding 50,255 newly issued ordinary shares with a par value of THB 1 per share to accommodate the adjustment of rights of the PRG-W2 Warrants.
- 3) The Company calculates the exercise price (new) and exercise ratio (new) of the PRG-W1 Warrants and PRG-W2 Warrants due to on October 19, 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 and PRG-W2 rights.
- 4) The allocation of not exceeding 33,072,439 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.3 (PRG-W3) in the amount of not more than 33,072,439 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-W3 Warrants") the Company will allocate the PRG-W3 Warrants to the shareholders according to the relevant law and regulation. Please refer to the preliminary details of the PRG-W3 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-W3 Warrants through the invitation to the Extraordinary General Meeting of Shareholders No. 1/2022 after the number off exercised PRG-W1 Warrant and PRG-W2 Warrant to subscribe for the newly issued ordinary shares of the Company exercise date, which will take place by October 17, 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, PRG-W2 Warrants and PRG-W3 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-W3 Warrants on October 21, 2022 (Record Date). However, the determination of such right remains uncertain and subject to an approval of the EGM.



In offering or the allocating the PRG-W3 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, 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-W3 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-W3 Warrants.

The factors used by the Company to support its consideration to not offer or not allocate the PRG-W3 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-W3 Warrants are offered or allocated to existing shareholders of the company. Furthermore, the Company may offer or allocate the PRG-W3 Warrants to existing shareholders of the company is entitled to offering or the allocation the PRG-W3 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-W3 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-W3 Warrants. The Company shall further announce the additional terms and/or conditions of the offering or the allocation of the PRG-W3 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 issuance and offering of the PRG-W3 Warrants;

(b) proceed with and sign applications and evidences that are necessary for or relevant to the issuance and offering of the PRG-W3 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-W3 Warrants and newly issued shares occurred from the exercise of the PRG-W3 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-W3 Warrants;

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

5.1 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 or the Terms and Conditions of PRG-W3 resulting in a fraction of shares that will be allocated under the PRG-W1 Warrants or the PRG-W2 Warrants or the PRG-W3 Warrants, such fraction of shares shall be rounded down.

5.2 In the event, there is a fraction of shares derived from the calculation under the PRG-W3 Warrants 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	Remark
1.Right Offering: RO	Ordinary share	Not more than 180,000,000	27.33	-

Remark : 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 Extraordinary General Meeting of Shareholders No. 1/2022 to an electronic meeting set the date on November 11, 2022 at 10.00 a.m., using an electronic approach (e-EGM) The determine the list of shareholders entitled to attend the Extraordinary General Meeting of Shareholders No. 1/2022 (Record Date) on October 21, 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.

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.

4.2.3 The Warrants to purchase ordinary shares of PRG Corporation Public Company Limited No. 3 (PRG-W3) issued to shareholders of the Company in proportion to their shareholding.

4.2.4 The newly issued ordinary shares of the Company from the exercise of right under the PRG-W3 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 50,255 shares in accommodate the rights adjustment of the PRG-W2 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-W3 Warrants at the amount not exceeding 33,072,439 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 and/or PRG-W3 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-W3 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.10/22	October 7, 2022
● The record date for the purpose of determining the eligible shareholders to attend the Extraordinary General Meeting of Shareholders No.1/2022 and entitled to receive the PRG-W3 Warrants (Record Date)	October 21, 2022
● The Extraordinary General Meeting of Shareholders No.1/2022	November 11, 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 Extraordinary General Meeting of Shareholders No.1/2022 has the resolution to approve the capital increase
● Listing the PRG-W3 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 Extraordinary General Meeting of Shareholders No.1/2022

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.3 (PRG-W3)**

Category of Warrants	: Warrants to purchase ordinary shares of PRG Corporation Public Company Limited No. 3 (“PRG-W3 Warrants”)
Type of Warrants	: Transferable warrants, with the name of bearer
Offering Method	: <ul style="list-style-type: none"> <li>● 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</li> <li>● Any fractions resulting from the calculation based on the allocation ratio such fraction of shares shall be rounded down</li> </ul> <p style="margin-left: 40px;">In offering or the allocating the PRG-W3 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, Switzerland, Japan, Vietnam 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"> <li>(a) to violate any laws, rules or regulations of Thailand or any foreign countries and/or the Company's Articles of Association;</li> <li>(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;</li> <li>(c) to have additional expenses and/or excessive risks when compared to the benefits that the Company will receive if the PRG-W3 Warrants are offered or allocated to the relevant subscribers or groups or executing the relevant processes; or</li> </ul>

(d) to breach the requirements, methods or conditions provided in relation to the offering or allocation of the PRG-W3 Warrants.

The factors used by the Company to support its consideration to not offer or not allocate the PRG-W3 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-W3 Warrants are offered or allocated to existing shareholders of the company. Furthermore, the Company may offer or allocate the PRG-W3 Warrants to existing shareholders of the company is entitled to offering or the allocation the PRG-W3 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-W3 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-W3 Warrants. The Company shall further announce the additional terms and/or conditions of the offering or the allocation of the PRG-W3 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-W3 Warrants; (b) proceed with and sign applications and evidences that are necessary for or relevant to the offering and allocating of the PRG-W3 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-W3 Warrants and newly issued shares occurred from the exercise of the PRG-W3 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-W3 Warrants;

Number of Offering Warrants	:	Not more than 33,072,439 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 33,072,439 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 fourth quarter of 2022.
Period for notification of intention of exercise warrants	:	On the 15 <sup>th</sup> 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

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postponed to the next Business Day. The first Exercise Date is expected to be on January 16, 2023.

The last Exercise Date will be on the expiration date of PRG-W3 Warrants which will be on November 17, 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

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Notification of intention of exercise warrants	:	<p>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, <u>except</u> 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.</p> <p>The intention to exercise PRG-W3 Warrants shall be irrevocable upon the Exercise Notice being served.</p>
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Events that require the issuance of new shares to accommodate the rights adjustment	:	<p>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.3 (PRG-W3) (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).</p>
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Warrant Registrar	:	Thailand Securities Depository Company Limited
Secondary Market for the Warrant	:	The Company will apply to list the PRG-W3 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 PRG-W3 warrants on the Stock Exchange of Thailand
Purposes of issuing the warrants	:	It is a type of return to shareholders instead of cash dividend and benefits that the Company would gain from the allocation of newly issued shares
Expected benefits to shareholders from the capital increase	:	<p>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</p> <p>In addition, the shareholders who exercise the right to purchase ordinary shares under the PRG-W3 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</p>

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**Impact for Shareholders:**

1. The ordinary shares to be issued upon exercising the PRG-W3 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-W3 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-W3 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 and PRG-W2 Warrants are fully exercised resulting in the maximum number of the issuance of the PRG-W3 Warrants at not exceeding 33,072,439 units and all of such PRG-W3 Warrants are fully exercised but

warrants holders who exercise the PRG-W3 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 and the PRG-W2 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 and PRG-W2 Warrants are fully exercised, after the issuance and allocation of the PRG-W3 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 2.74\* percent from the market price based assumption of THB 11.75 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 October 7, 2022.

\*Calculated by market price THB 11.75 subtract Post-offering market price THB 11.43  
Divided by market price THB 11.75

$$\begin{aligned} \text{Post-offering market price} &= (\text{Market price} \times (\text{Paid-up shares} + \text{Number of shares from} \\ &\quad \text{the exercise of the PRG-W1 Warrants and PRG-W2 Warrants} + \\ &\quad (\text{Exercise price} \times \text{Number of shares received after conversion})) \\ &\quad / (\text{Number of Paid-up shares} + \text{Number of shares from the} \\ &\quad \text{exercise of the PRG-W1 Warrants and PRG-W2 Warrants} + \\ &\quad \text{Total shares offered}) \\ &= \text{THB } 11.43 \end{aligned}$$

Price Dilution

- = Market price - Post-offering market price / Market price
- = Approximately of 2.74 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

= 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-W3 Warrants upon the occurrence of any of following events with the aim to protect the interest of the holders of PRG-W3 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-W3 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-W3 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-W3 Warrants;

(b) proceed with and sign applications and evidences that are necessary for or relevant to the issuance and offering of the PRG-W3 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-W3 Warrants and newly issued shares occurred from the exercise of the PRG-W3 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-W3 Warrants.

## **Documents for the Rights to Attend the Extraordinary General Meeting of Shareholders by Electronic Means (e-EGM)**

The following documents must be presented prior to attend the Extraordinary 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 Extraordinary General Meeting of Shareholders by Electronic Means via Inventech Connect. The Company will be available system from 3 - 11 November 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 : Non  
in the Agenda



2. Name : Associate Professor Dr.Sathit Parniangtong  
Position in the Company : Independent Director  
Age : 69 years old  
Address : 9/5 Moo.2 Tarang, Bangkhen,  
Bangkok 10220  
Conflict of Particular Interest : Non  
in the Agenda



3. Name : Mrs. Veena Arunyakasem  
Position in the Company : Independent Director  
Age : 60 years old  
Address : 919 Moo 9 Luan Pruksa  
LakeVille, Soi Taeparak 96,  
Taeparak Road, Amphur  
Muang, Samutprakan 10270  
Conflict of Particular Interest : Non  
in the Agenda

**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.

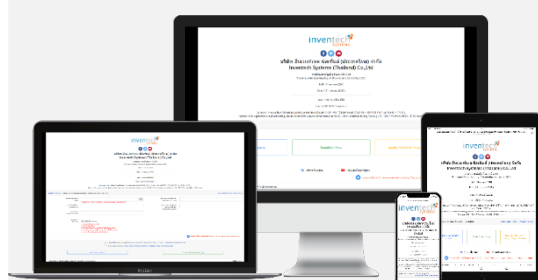
Any shareholder having special interests in the agenda requiring a voting shall have no right to cast a vote on the item, except for the item on the election of directors, on which the shareholder can cast his or her vote with no prohibition imposed on the voting.

## 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/PRG125023R> or scan QR Code  and follow the steps as shown in the picture



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

- 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.

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 3 November 2022 at 8:30 a.m. and shall be closed on 11 November 2022 Until the end of the meeting.

3. The electronic conference system will be available on 11 November 2022 at 8:00 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 Bangkokadee, Amphur Mueng, Pathumtani 12000

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

 02-931-9131

 @inventechconnect

 The system available during 3-11 November 2022 at 08.30 a.m. – 05.30 p.m.

**(Specifically excludes holidays and public holidays)**



Report a problem

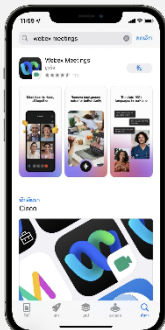
## Installation Guide for Webex Meetings

### 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

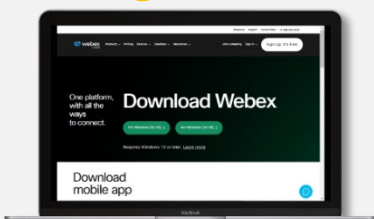
4 Please **wait** until to download is complete

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.



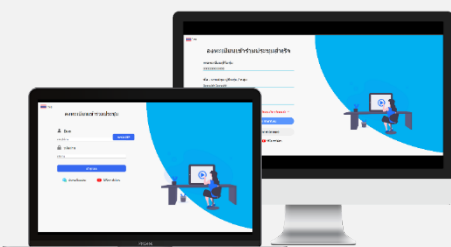
3 Click the downloaded file **"webex.msi"** for installation Webex Meetings.

4 Click **"Next"** button for install program.

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

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

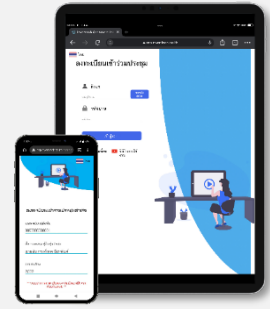
- 1 Click registration link URL from email approved.
- 2 Get Username and Password that you received from your email or request OTP to login.
- 3 Click **"REGISTER"** button the system has already registered and counted as a quorum.
- 4 Click **"Live broadcast"** button



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.

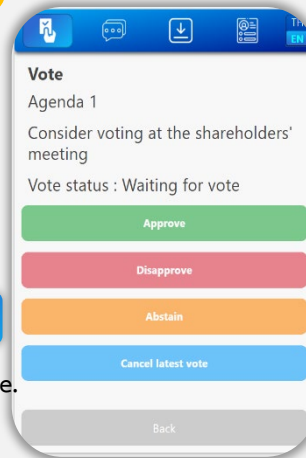
- 5 Use Cases Mobile/iPad: Please fill in the details to register to watch the live broadcast via the Webex Meetings Application as follows
- 5.1 Click “Join” button  
In case if never use Webex Meetings. In the first use it will have get popup, you must click "ACCEPT" (Android) or click "I Accept" (iOS).
- 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.




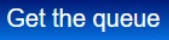
To cancel the last vote, please press the button

**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



- 1 Ask a question via send the question.
  - Click “Ask a question” on menu or symbol 
  - 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

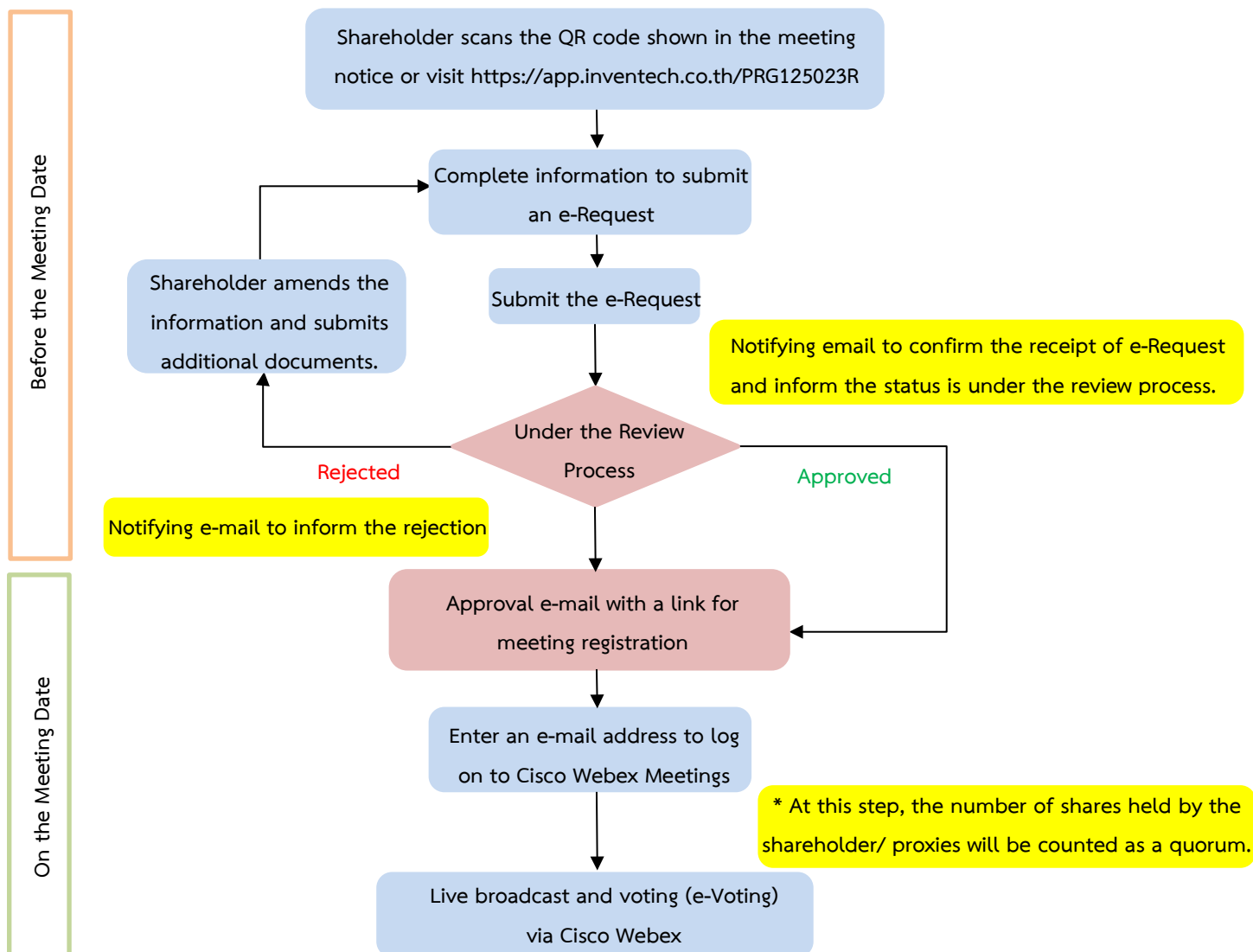


3 User Manual  
Inventech Connect

**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.



## Privacy Notice

**For Shareholder Entitlement to propose Agenda and nominate the appropriate person(s) to consider as Company Director in advance**

PRG Corporation Public Company Limited ("Company") respects the privacy rights and gives priority to protecting your personal data to comply with the Personal Data Protection Act B.E. 2562 as principles and guidelines as follows:

**1. Personal data which have been collected by the Company**

The Company rely on the following legal bases to collect your personal data in the case as follow ;

**A. In case of Shareholder(s) such as Name, Surname, Messrs, Address,**

Telephone Number, Fax Number, Number of share(s), Signature, Email address, Copy of ID Card or Copy of Passport (Foreigner), Confirmation Letter issued by Securities Company or Document(s) issued by The Stock Exchange of Thailand or Thailand Securities Depository Co., Ltd.

**B. In case of the person(s) who have been nominated to consider as the Company Director such as Name, Surname, Messrs, Address, Telephone Number, Fax Number, Photo, Copy of ID Card, Signature, Email address, Date of Birth, Age, Gender, Nationality, Marital status, Data of Share, Employment Background, Training Background, Education Background including Interested Data both directly and indirectly in the Company, Subsidiary Company, Joint Venture Company and Concerning Company.**

**C. In case of the spouse and Son/Daughter of the person(s) who have been nominated to consider as the Company Director such as Name, Surname, Age, Data of Share**

**Disclaimer** In case of the Company shall request to keep Copy of ID Card which have shown the sensitive data such as religion, the Company would like to inform that the Company would not like to keep its and you have been entitled to block out the said data on the Copy of ID Card.

**2. Personal data collection**

The Company shall collect the personal data from you as much as necessary as objective which have been clearly specified in this Notice. The Company may collect your Personal Data which be provided from other resource such as

Securities Registrar, Thailand Securities Depository Co., Ltd. (TSD), Shareholder or the person(s) who have been nominated to consider as the Company Director as much as necessary as legally method only.



**3. Purpose to collect, use, and disclose the personal data**

The Company shall collect, use and disclose your personal data as the objective for check and verify your identity who shall be the shareholder of Agenda proponent including considering the qualification of the person who shall be nominated by the shareholders for consideration to be the Company Director by lawful basis as the objectives as follow;

**A. Legal Obligation**

The Company shall collect, use and disclose your personal data as Clause 1 to convene and operate the Annual General Meeting (AGM) including verify your identity, concerned document(s) delivery and any operation as Annual General Meeting Resolution and by Law including any

**B. Legitimate Interest**

The Company shall collect, use and disclose your personal data as Clause 1A for make the Annual General Meeting Minutes and as evidence to show your attendance meeting including for any concerned necessary which be Legitimate Interest of the company and other person(s) based on reasonable prediction. The Company shall collect, use and disclose your personal data as Clause 1B to comply with the measure and practice of the Annual General Meeting, the Company record the picture(s) and motion(s) and voice which be concerned with the Annual General Meeting operation for attending registration, report and public relations the meeting by electronic media and printing media. However, the picture(s) and/or motion(s) of attendee(s) at a meeting may be appeared in the Annual General Meeting.

In case of the Company have been authorized under the Personal Data Protection Act B.E. 2562 to collect, use and disclose your personal data without your consent to comply with the Legal obligation or Legitimate Interest except the said Interest is less than the right basis in your personal data and applicable law such as Public Company Act B.E. 2535, Securities and Exchange Act B.E. 2535 and as amended including the Regulation which be concerned with the director and concerning person(s).

In case of the Personal Data exercise for the said objective as the necessary data for qualification consideration of Agenda proponent or the qualification of the person who shall be nominated for consideration to be the Company Director. If

you do not give the said necessary data, you may not propose an agenda or the person who shall be nominated for consideration to be the Company Director by you may be not considered due to the Company does not have the data enough for consideration the qualification as requirement by Law.

**4. Personal data retention period**

The Company retain your personal data for a period as much as necessary for the purpose to collect use or disclose which be specified in this notice.

In case of the Company can not clearly to specified the period to retain your personal data, the Company shall retain your personal data as the period which may expect as the retaining standard (Ex. Prescription 10 years)

**5. Your rights who be the Data Subject under the Personal Data Protection Act, B.E. 2562 (2019)**

You can exercise your rights under the Personal Data Protection Act B.E. 2562 including other concerning right such as Right to be informed, Right to withdraw consent, Right of access, Right to rectification, Right to erasure, Right to restrict processing, Right to data portability, Right to object.

**6. Disclosure of your personal data**

The Company may disclose your personal data as much as necessary for inform to the Shareholder(s) as the Shareholder invitation letter, Shareholder Meeting, Form No.56-1 One Report including the Company Website(s)

Moreover, the Company may necessary to disclose your personal data to the natural person or Juristic Person or Government Department (such as The Office of the Securities and Exchange Commission, The Stock Exchange of Thailand, who shall coordinate with the Company for operate as the objective which have been informed as this Notice as much as necessary.

**7. Security for privacy**

The Company provides the appropriate Security for privacy measure which be covered the Management protection measure, the Technical protection measure and the Physical protection measure to access or control to access the personal data for keeping the confidential, correct and ready to use the personal data, lost protection, access, use, change, amend or powerless data disclosure or wrongfully.

**8. Contact us**

If you have any questions about privacy protection on this Notice, please contact as follows;  
PRG Corporation Public Company Limited address 88 Moo 2, Tiwanon Road, Tumbol Bangkadee,  
Amphur Mueng Pathumtani, Pathumtani 12000 PRG Contact Center Tel : (66) 2501-2175 and  
E-mail : [pdpa@prg.co.th](mailto:pdpa@prg.co.th)

Notice on 25<sup>th</sup> May 2022



PRG Corporation Public Company Limited