



**PRG Corporation Public Company Limited**

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[Branch 3] 444, MBK Center, 5th Floor, Phayathai Road, Wangmai, Pathumwan, Bangkok, 10330

**Minutes of Extraordinary General Meeting of Shareholders no. 1/2024**

**Conducted Through the Electronic Meeting**

**of**

**PRG Corporation Public Company Limited**

**Date and time:** Tuesday October 29, 2024 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 Extraordinary General Meeting of Shareholders no. 1/2024 through the electronic meeting. Before the Meeting, the Meeting's preliminaries were informed as follows.

The Company's Board of Directors resolved to hold the Extraordinary General Meeting of Shareholders no. 1/2024 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 325,261 shares.
- 29 shareholders granted a proxy, holding a total of 715,727,342 shares.
- 32 shareholders both attended the Meeting in person and granted the proxy to proxies, holding a total of 716,052,603 shares.

The Company had a total of 1,189 shareholders, holding a total of 726,580,213 shares. The shareholders attended the Meeting in person and granted the proxy to proxies, represented 98.551% 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 Extraordinary General Meeting of Shareholders no. 1/2024, 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 and 11.
- Mr. Suvait Theeravachirakul, Vice Chairman of the Board, Vice Chairman of the Executive Committee, was the Meeting's moderator for agendas 3 to 10.
- 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 9 directors were attending the Meeting as follows:

1. Mr. Suphadej Poonpipat Chairman of the Board of Directors, and Chairman of the Good Corporate Governance and Sustainability Committee
2. Mr. Suvait Theeravachirakul Vice Chairman of the Board of Directors, Vice Chairman of the Executive Committee, Member of the Nomination and Committee and Member of the Good Corporate Governance and Sustainability Committee
3. Dr. Pornsiri Poonakasem Independent Director, Chairman of Audit Committee, Member of the Nomination and Committee and Member of the Good Corporate Governance and Sustainability Committee
4. Ms. Veena Arunyakasem Independent Director, Member of Audit Committee and Member of the Good Corporate Governance and Sustainability Committee
5. Mr. Praisun Wongsmith Independent Director, Chairman of the Nomination and Remuneration Committee and Member of the Good Corporate Governance and Sustainability Committee
6. Mr. Senathip Sripaipan Independent Director, Member of Audit Committee, Chairman of the Information Technology and Digital Committee and Member of the Good Corporate Governance and Sustainability Committee

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|--------------------------------|--|
| 7. Mr. Pakit lamopas           | Director, Chairman of the Executive Committee and Member of the Good Corporate Governance Committee  |
| 8. Mr. Wichak Praditavanij     | Director, Member of the Executive Committee, Member of the Information Technology and Digital Committee and Member of the Good Corporate Governance and Sustainability Committee                     |
| 9. Mr. Kraivin Srikraivin      | Director, Member of the Executive Committee and Member of the Good Corporate Governance and Sustainability Committee   |
| 10. Mr. Kasemsuk Chongmankhong | Director, Member of the Information Technology and Digital Committee and Member of the Good Corporate Governance and Sustainability Committee  |
| 11. Mr. Somkiat Makcayathorn   | Director, Member of the Good Corporate Governance and Sustainability Committee, Member of the Information Technology and Digital Committee, Member of the Executive Committee, and Managing Director |

Mr. Suvait Theeravachirakul, Mr. Wichak Praditavanij, Mr. Kraivin Srikraivin, Mr. Kasemsuk Chongmankhong and Mr. Somkiat Makcayathorn presented at the Meeting. The rest 6 directors attended the Meeting through electronic means.

The number of directors attending the Meeting was 11 directors representing 100 percent.

There were 6 members of the Senior Executive Management attended the Meeting as follows:

- |                                |   |
|--------------------------------|---|
| 1. Mr. Somkiat Makcayathorn    | Managing Director   |
| 2. Mr. Bulaphat Visrutwong     | Deputy Managing Director                                      |
| 3. Ms. Pimonrat Chitpavanaskul | Assistant Managing Director of Marketing                      |
| 4. Ms. Minpat Roojisantihirun  | Assistant Managing Director of Sales Domestic                 |
| 5. Mr. Thirachai Issara        | Assistant Managing Director of Production                     |
| 6. Mr. Nalin Harnmanorom       | Senior Vice President of Finance &<br>Administration Division |

Mr. Somkiat Makcayathorn, Mr. Bulaphat Visrutwong and Mr. Nalin Harnmanorom, 3 Executive Management members, presented at the Meeting. The rest of 3 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. 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.

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 11 agenda items.

**2. Voting:** For the convenience vote counting, when the shareholders finished their inquiries in each agenda, the Chairman would request the shareholders to cast their vote 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) 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) The Meeting would proceed according to the sequence of agendas listed in the meeting invitation and the shareholders would be given an opportunity to ask questions before vote-casting. The voting results would be announced to the Meeting

(2) To vote, the shareholders should select an agenda to vote, then click "vote". The system would display 3 voting boxes:

1. Approve                      2. Disapprove                      3. abstain

\* If the shareholders would like to cancel the vote, click "cancel vote". For any shareholders who did not cast their vote within the specified time, the Company would deem that you approved the agenda, and the voting was changeable until the closing of voting was notified.

\* The shareholders would have 1 minute to vote. After the voting results on each agenda were finalized, they would be further announced to the Meeting.

(3) If the shareholders have proxies from several shareholders, click the "user account" menu and click "switch account" to sign in to the accounts of other shareholders. The system would not remove the vote out of the meeting database.

(4) If the shareholders wished to leave the Meeting before the voting closed in any agenda, their vote would not be counted as part of the quorum in such agenda and not be counted in the remaining agendas immediately. However, leaving the quorum (Log-out) on any agenda would not be deemed a deprivation of rights of the shareholders or the proxies in reentering the Meeting and voting in the next agenda in the system.

#### **4. Asking questions or giving opinions at the Meeting**

(1) Before adopting a resolution in each agenda, the Company would present an opportunity to the shareholders to ask questions or make comments on issues pertinent to the agenda as appropriate. An agenda for which to make an inquiry or a comment shall be chosen, then click "questions"

(2) The Company would present an opportunity to meeting attendants to ask questions or make additional comments on issues pertinent to the agenda as appropriate. Questions could be asked in the Q&A or as defined by the system. Questions could be submitted to the system throughout the Meeting, and the Company would answer them while waiting for voting or during other agendas.

(3) If there were a large quantity of pertinent questions submitted to the system, the Company would select the questions as appropriate.

(4) In this regard, the Company reserved the right to edit out images and audio of shareholders who made inappropriate inquiries or comments, or insulted others, or violated any laws and rights of other persons, interrupted the Meeting, or caused disturbance to other attendants.

(5) If the shareholders had trouble attending the meeting system or the voting system, please study and follow the instructions in the meeting invitation or select the "help" menu in the system. The shareholders could also contact Inventech Call Center staff.

Mr. Apichat Kamoltham invited Mr. Somkiat Makcayathorn, Managing Director started the Meeting according to the agenda assigned by the Chairman as follows.

**Agenda 1 To certify the minutes of the Annual General Meeting of Shareholders 2024 (the e-AGM)**

Mr. Somkiat Makcayathorn, Managing Director requested the Meeting to certify the minutes of the Annual General Meeting of Shareholders 2024 which was held on 24 April 2024. The details of such minutes had been submitted to all shareholders total 46 pages as presented in the supporting document on pages 16 – 61.

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 Annual General Meeting of Shareholders 2024, as detailed below:

Approved	totaling	716,052,596	votes or	99.9999%
Disapproved	Totaling	0	votes or	0.0000%
Voided Ballot	Totaling	7	votes or	0.0000%
Abstained	totaling	0	votes or	0.0000%



The total votes for this agenda item were 716,052,603 votes or 100.0000%

Conclusion The Meeting, resolved with a vote of 99.9999% of all votes of the shareholders who attended the Meeting and had their voting rights, approved the certification of the minutes of the Annual General Meeting of Shareholders 2024 as proposed by the Board of Directors.

Agenda 2 To approve to amend the Company's article of association Clause 8. (2)

Mr. Somkiat Makcayathorn, Managing Director informed the Meeting to be consistent and in accordance with the Ministerial Regulations Specifying the Criteria and Procedures for the Repurchase of Shares, Selling Repurchased Shares and the Write-off of the Company's Repurchased Shares (No.2) B.E. 2565 (2022). The board of directors deems it appropriate to propose the EGM no.1/2024 to amend the Company's article of association Clause 8. (2) as follows:

Clause 8. (2) The Company may repurchase its own shares for financial management when the Company has retained earning and surplus liquidity and that does not cause the Company to financial problem

Share held by the Company shall not be quorum of the meeting of shareholders and shall not have the right to vote and receive dividend

Repurchasing share according to previous paragraph, shall be sold by the Company within the period specified in the Ministerial Regulations

In case the company repurchased shares shall not be sold or sold out in such period, the Company shall decrease the capital by cut off the registered share which not be sold

Such repurchasing share and deduction of repurchased shares according to criteria and methods of the Ministerial Regulations

Such repurchasing share of the Company shall be approved by the meeting of Shareholders except the repurchasing which not exceed 10% of the total number of issued shares and the board of Directors shall approve such repurchase transaction.

The board of directors deems it appropriate to propose the EGM no.1/2024 to amend the Company's article of association Clause 8. (2) to be consistent and in accordance with the Ministerial Regulations Specifying the Criteria and Procedures for the Repurchase of Shares, Selling Repurchased Shares and the Write-off of the Company's Repurchased Shares (No.2) B.E. 2565 (2022)

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 2. 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 2, approve to amend the Company's article of association Clause 8. (2). The vote results are as follows:

Approved	totaling	716,052,596	votes or	99.9999%
Disapproved	totaling	7	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 716,052,603 votes, or 100.0000%

Conclusion The Meeting, resolved with a 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 to amend the Company's article of association Clause 8. (2) to be consistent and in accordance with the Ministerial Regulations Specifying the Criteria and Procedures for the Repurchase of Shares, Selling Repurchased Shares and the Write-off of the Company's Repurchased Shares (No.2) B.E. 2565 (2022) as proposed by the Board of Directors.

Agenda 3 To approve the decrease of the registered capital of the company from the original registered capital of THB 929,723,465 to new registered capital of THB 729,723,465 by reducing of the unpaid capital amount of 200,000,000 shares with a par value of THB 1 per share which have been not allocated in the whole according to the resolution AGM 2024

Mr. Suvait Theeravachirakul explained to the Meeting that the Board of Directors deems it appropriate to propose to the EGM no.1/2024 to consider and approve the reduction of the Company's registered capital from the original registered capital of 929,723,465 Baht to a newly registered capital of 729,723,465 Baht by eliminating 200,000,000 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 62 and 71.

Due to the The board of directors deems it appropriate to approve the offering or the allocation of the Company's warrants to purchase ordinary shares No.5 (PRG-W5) in Agenda 5 and approve to increase the registered capital of the company to accommodate the exercise Warrants. As the company has not allocated the register capital which increased by general mandate therefore the registered capital must be decreased according to law.

Mr. Apichat Kamoltham asked if the shareholders or proxies would like to ask 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 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 3, To approve the decrease of the registered capital of the company from the original registered capital of THB 929,723,465 to new registered capital of THB 729,723,465 by reducing of the unpaid capital amount of 200,000,000 shares with a par value of THB 1 per share which have been not allocated in the whole according to the resolution AGM 2024. The vote results are as follows:

Approved	totaling	716,052,596	votes or	99.9999%
Disapproved	totaling	0	votes or	0.0000%
Abstained	totaling	7	votes or	0.0000%
Invalid Ballots	totaling	0	votes or	0.0000%

The total votes for this agenda item were 716,052,603 votes, or 100.0000%

Conclusion The Meeting, resolved with a vote of 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 To approve the decrease of the registered capital of the company from the original registered capital of THB 929,723,465 to new registered capital of THB 729,723,465 by reducing of the unpaid capital amount of 200,000,000 shares with a par value of THB 1 per share which have been not allocated in the whole according to the resolution AGM 2024 as proposed by the Board of Directors.

Agenda 4 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 3, it is appropriate to propose to the Extraordinary General Meeting of Shareholders no. 1/2024 to consider and approve the amendment of Clause 4 of the Company's Memorandum of Association as follows:

Article 4. Registered capital : 729,723,465 baht (seven hundred and twenty-nine million, seven hundred and twenty-three thousand, four hundred and sixty-five baht )

Dividend into : 729,723,465 shares (seven hundred and twenty-nine million, seven hundred and twenty-three thousand, four hundred and sixty-five shares)

Value per share : 1 baht (one baht)

Dividend into

Ordinary share : 729,723,465 shares (seven hundred and twenty-nine million, seven hundred and twenty-three thousand, four hundred and sixty-five shares)

Preferred share : -not exist- (--)"

The board of directors deems it appropriate to propose the EGM no.1/2024, has approved to amend the Article 4 of the memorandum of the company to be in accordance with the decrease of the registered capital

Mr. Apichat Kamoltham asked if the shareholders or proxies would like to ask 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 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 4, To approve to amend the Article 4 of the memorandum of the company to be in accordance with the decrease of the registered capitalThe vote results are as follows:

Approved	totaling	716,052,596	votes or	99.9999%
Disapproved	totaling	0	votes or	0.0000%
Abstained	totaling	7	votes or	0.0000%
Invalid Ballots	totaling	0	votes or	0.0000%

The total votes for this agenda item were 716,052,603 votes, or 100.0000%

Conclusion The Meeting, resolved with a 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, approve to amend the Article 4 of the memorandum of the company to be in accordance with the decrease of the registered capital, as proposed by the Board of Directors.

Agenda 5 To approve to the offering or the allocation of the Company's warrants to purchase ordinary shares No.5 (PRG-W5) in the amount not more than 36,457,962 units for allocation to existing shareholders of the Company in proportion to their respective shareholdings

Mr. Suvait Theeravachirakul explained to the meeting that the Board of Directors deems it appropriate to propose to the Extraordinary General Meeting of Shareholders no.1/2024 to consider and approve to the offering or the allocation of the Company's warrants to purchase ordinary shares No.5 (PRG-W5) in the amount not more than 36,457,962 units for allocation to existing shareholders of the Company in proportion to their respective shareholdings 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-W5 Warrants"). The Company expects to issue warrants within the fourth quarter of 2024. On the 15th of January, February, March, April, May, June, July, August, September, October, November, December of each calendar year through the term of Warrants. In the event, the Exercise Date is not a Business Day, such Exercise Date shall be postponed to the next Business Day. The first Exercise Date is expected to be on January 15, 2025. The last Exercise Date will be on the expiration date of PRG-W5 Warrants which will be on November 15, 2027 (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. The Warrant Holders who wish to exercise their rights to purchase ordinary shares of the Company shall deliver a notification of the intention to exercise the Warrants during 9:30 hrs. until 15:30 hrs. within the period of 5 Business Days prior to each Exercise Date, except for the last Exercise Date in which the notification of the intention to exercise the Warrants shall be delivered during 9:30 hrs. until 15:30 hrs. within the period of 15 Days prior to the last Exercise Date. The details of the issuance of the PRG-W5 and initial information of the PRG-W5 were presented in the supporting document on pages 72 -79.

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-W5 Warrants on September 25, 2024 (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-W5 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-W5 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-W5 Warrants.

The factors used by the Company to support its consideration to not offer or not allocate the PRG-W5 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-W5 Warrants are offered or allocated to existing shareholders of the company.

Furthermore, the Company may offer or allocate the PRG-W5 Warrants to existing shareholders of the company is entitled to offering or the allocation the PRG-W5 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-W5 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-W5 Warrants. The Company shall further announce the additional terms and/or conditions of the offering or the allocation of the PRG-W5 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-W5 Warrants;

(b) proceed with and sign applications and evidences that are necessary for or relevant to the offering and allocating of the PRG-W5 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-W5 Warrants and newly issued shares occurred from the exercise of the PRG-W5 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-W5 Warrants;

**Mr. Apichat Kamoltham** asked if the shareholders or proxies would like to ask 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 votes of the shareholders who attend the Meeting and have the right to vote.

Resolution on Agenda 5, To approve to the offering or the allocation of the Company's warrants to purchase ordinary shares No.5 (PRG-W5) in the amount not more than 36,457,962 units for allocation to existing shareholders of the Company in proportion to their respective shareholdings the vote results are as follows:

Approved	totaling	716,052,596	votes or	99.9999%
Disapproved	totaling	7	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 716,052,603 votes, or 100.0000%

Conclusion The Meeting, resolved with a vote of 99.9999%, approve to the offering or the allocation of the Company's warrants to purchase ordinary shares No.5 (PRG-W5) in the amount not more than 36,457,962 units for allocation to existing shareholders of the Company in proportion to their respective shareholdings, as proposed by the Board of Directors.

Agenda 6 To approve to increase the registered capital of the company from the original registered capital of THB 729,723,465 to THB 767,108,427 by issuing not more than 37,384,962 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-W5 Warrants and to accommodate the adjustment of right of the PRG-W3 and PRG-W4 Warrants

Mr. Suvait Theeravachirakul explained to the meeting that the issuing not more than 37,384,962 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-W5 Warrants and to accommodate the adjustment of right of the PRG-W3 and PRG-W4 Warrants are as follows:

Allocation of Ordinary Shares to Support	Allocated Shares	Exercise Ratio (Unit : Share)	Exercise Price (Share : Baht)
PRG-W1 right adjustment	-	1 : 1.1199	1 : 4.4649
PRG-W2 right adjustment	-	1 : 1.0883	1 : 4.5946
PRG-W3 right adjustment	10,000	1 : 1.0584	1 : 4.7238
PRG-W4 right adjustment	917,000	1 : 1.0227	1 : 4.8890
the Company's warrants to purchase original shares of the PRG-W5 Warrants	36,457,962	1 : 1	1 : 5
<b>Total</b>	<b>37,384,962</b>	<b>-</b>	<b>-</b>

The board of directors deems it appropriate to propose the EGM no. 1/2024, has approved to increase the registered capital of the company from the original registered capital of THB 729,723,465 to THB 767,108,427 by issuing not more than 37,384,962 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-W5 Warrants and to accommodate the adjustment of right of the PRG-W3 and PRG-W4 Warrants. The details of the allocation of newly issued ordinary shares appear in accordance with Enclosed with Capital increase report form (F53-4) according to the supporting document on pages 62-71

**Mr. Apichat Kamoltham** asked if the shareholders or proxies would like to ask 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 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 6, To approve to increase the registered capital of the company from the original registered capital of THB 729,723,465 to THB 767,108,427 by issuing not more than 37,384,962 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-W5 Warrants and to

accommodate the adjustment of right of the PRG-W3 and PRG-W4 Warrants. The vote results are as follows:

Approved	totaling	716,052,596	votes or	99.9999%
Disapproved	totaling	7	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 716,052,603 votes, or 100.0000%

Conclusion The Meeting, resolved with a 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 729,723,465 to THB 767,108,427 by issuing not more than 37,384,962 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-W5 Warrants and to accommodate the adjustment of right of the PRG-W3 and PRG-W4 Warrants by the Board of Directors.

Agenda 7 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 767,108,427 to THB 967,108,427 by issuing 200,000,000 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 Extraordinary General Meeting of Shareholders no.1/2024 to consider and approve the increase of the Company's registered capital by general mandate from the original registered capital of 767,108,427 Baht to a newly registered capital of 967,108,427 Baht by issuing 200,000,000 new ordinary shares with a par value of THB 1 per share according to the supporting document on pages 62 - 71.

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 767,108,427 to a newly registered capital of THB 967,108,427 by issuing 200,000,000 new ordinary shares with a par value of THB 1 per share.

Mr. Apichat Kamoltham asked if the shareholders or proxies would like to ask 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 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 7, 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 767,108,427 to THB 967,108,427 by issuing 200,000,000 new ordinary shares with a par value of THB 1 per share. The vote results are as follows:

Approved	totaling	716,051,496	votes or	99.9998%
Disapproved	totaling	1,107	votes or	0.0002%
Abstained	totaling	0	votes or	0.0000%
Invalid Ballots	totaling	0	votes or	0.0000%

The total votes for this agenda item were 716,052,603 votes, or 100.0000%

Conclusion The Meeting, resolved with a unanimous vote of 99.9998% 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 under the General Mandate to

the existing shareholders proportionate to their respective shareholdings from THB 767,108,427 to THB 967,108,427 by issuing 200,000,000 new ordinary shares with a par value of THB 1 per share, as proposed by the Board of Directors.

Agenda 8 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 7, 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	:	967,108,427 baht (nine hundred and sixty-seven million, one hundred and eight thousand, four hundred and twenty-seven baht only)
Dividend into	:	967,108,427 shares (nine hundred and sixty-seven million, one hundred and eight thousand, four hundred and twenty-seven)
Value per share	:	1 baht (one baht)
Dividend into		
Ordinary share	:	967,108,427 share (nine hundred and sixty-seven million, one hundred and eight thousand, four hundred and twenty-seven)
Preferred share	:	-not exist- (--)"

Mr. Apichat Kamoltham asked if the shareholders or proxies would like to ask 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 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 8, 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	716,051,596	votes or	99.9999%
Disapproved	totaling	1,007	votes or	0.0001%
Abstained	totaling	0	votes or	0.0000%
Invalid Ballots	totaling	0	votes or	0.0000%

The total votes for this agenda item were 716,052,603 votes, or 100.0000%

Conclusion The Meeting, resolved with a 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 9 To approve to to allocate of newly issued ordinary shares of the Company not more than 37,384,962 newly issued ordinary shares with a par value of THB 1 per share to accommodate the adjustment of right of the PRG-W3 Warrants and PRG-W4 Warrants and the exercise of the PRG-W5 Warrants

Mr. Suvait Theeravachirakul explained to the meeting that to be in line with the increase of the Company's registered capital in Agenda 6, it appropriate to propose to the Extraordinary General Meeting no.1/2024 to consider approve to allocate of newly issued ordinary shares of the Company not more than 37,384,962 newly issued ordinary shares with a par value of THB 1 per share, the details as follows:

1. At present, there are enough shares to accommodate the adjustment of right of the PRG-W1 Warrants. Therefore, there is not allocate of newly issued ordinary shares.
2. At present, there are enough shares to accommodate the adjustment of right of the PRG-W2 Warrants. Therefore, there is not allocate of newly issued ordinary shares.

3. To allocate not more than 10,000 newly issued ordinary shares with a par value of THB 1 per share to accommodate the adjustment of rights of PRG-W3
4. To allocate not more than 917,000 newly issued ordinary shares with a par value of THB 1 per share to accommodate the adjustment of rights of PRG-W4
5. To allocate not more than 36,457,962 newly issued ordinary shares with a par value of THB 1 per share for the exercise of the PRG-W5 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 5.

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 62 - 71.

Mr. Apichat Kamoltham asked if the shareholders or proxies would like to ask 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 the majority votes of the shareholders who attend the Meeting and have the right to vote.

**Resolution on Agenda 9, To approve to allocate of newly issued ordinary shares of the Company not more than 37,384,962 newly issued ordinary shares with a par value of THB 1 per share to accommodate the adjustment of right of the PRG-W3 Warrants and PRG-W4 Warrants and the exercise of the PRG-W5 Warrants are as follows:**

Approved	totaling	716,052,596	votes or	99.9999%
Disapproved	totaling	7	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 716,052,603 votes, or 100.0000%

Conclusion The Meeting, resolved with a vote of 99.9999% approve to allocate of newly issued ordinary shares of the Company not more than 37,384,962 newly issued ordinary shares with a par value of THB 1 per share to accommodate the adjustment of right of the PRG-W3 Warrants and PRG-W4 Warrants and the exercise of the PRG-W5 Warrants by the Board of Directors.

Agenda 10 To approve to the allocation of newly issued ordinary shares of the company under the General Mandate of not more than 200,000,000 shares with a par value of THB 1 per share

Mr. Suvait Theeravachirakul explained to the meeting that to be in line with the increase of the Company's registered capital in Agenda 7, 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 200,000,000 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 200,000,000 shares or equivalent to 27.53% 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 board of directors deems it appropriate to propose the EGM, has approved to the allocation of newly issued ordinary shares of the company under the General Mandate of not more than 200,000,000 shares with a par value of THB 1 per share. 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 62 to 68. (relevant pages are 62 – 71)

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

None of the shareholders or proxies had questions, the shareholders were asked to vote on Agenda 10. This agenda requires the majority votes of the shareholders who attend the Meeting and have the right to vote.

**Resolution** on Agenda 10, To approve to the allocation of newly issued ordinary shares of the company under the General Mandate of not more than 200,000,000 shares with a par value of THB 1 per share are as follows:

Approved	totaling	716,051,496	votes or	99.9998%
Disapproved	totaling	1,107	votes or	0.0002%
Abstained	totaling	0	votes or	0.0000%
Invalid Ballots	totaling	0	votes or	0.0000%

The total votes for this agenda item were 716,052,603 votes, or 100.0000%

**Conclusion** The Meeting, resolved with a vote of 99.9998% approve to the allocation of newly issued ordinary shares of the company under the General Mandate of not more than 200,000,000

shares to existing shareholders proportionate to their respective shareholdings with a par value of THB 1 per share, as proposed by the Board of Directors.

Agenda 11 Other (if any)

Mr. Somkiat Makcayathorn informed the Meeting that on this agenda if the shareholders would like 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 not less than one-third of the total number of shares paid up capital may request the meeting to consider matters other than those indicated in the Meeting invitation letter".

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

Ms. Suchada Kangs, a shareholder's proxy from the Thai Investors Association, asked the meeting, that the Thai Investors Association would like to consider holding the next Shareholder meeting in a Hybrid format (Physical + e-AGM) for shareholders, it be impossible.

Mr. Somkiat Makcayathorn, answered the question that the Company will consider the necessity and worthiness of holding a shareholder meeting in a Hybrid format. with the board of directors for further action.

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.

Whereby, **Mr. Apichat Kamoltham** 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.

**Mr. Suphadej Poonpipat**, 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 11.15 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