

**Document of Annual General Meeting of Shareholders
Year 2021
Patum Rice Mill and Granary Public Company Limited**



**Wednesday of April 21st, 2021 at 10:00 a.m.
Jamchuree 1, M Floor, Pathumwan Princess Hotel
444 Phayathai Road, Wangmai, Pathumwan Bangkok**

To reduce the risk of spreading COVID-19

- **Snack, coffee, and tea will NOT be provided and snacking in the Meeting area is not allowed.**
- **No souvenir will be given in order to minimize direct contact and to comply with the regulatory bodies' guidelines which encourage listed companies to refrain from/discontinue giving souvenirs to shareholders at a shareholders meeting.**
- **Due to very limited seats, Shareholders cannot enter into the Meeting area when all the seats are occupied**

Registration of attendees will commence at 08.00 hrs.

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บริษัท ปทุมไรซ์มิล แอนด์ แกรนารี จำกัด (มหาชน)

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PRG.MD.018/2021

March 22nd, 2021

Subject: Invitation to attend 2021 Annual General Shareholders' Meeting

Attention: Dear Shareholders,
Patum Rice Mill and Granary Public Company Limited

Enclose: **1. Supporting documents for the Annual General Meeting of Shareholders for the Year 2021**

- 1.1 The Minutes of the Annual General Meeting of Shareholders for the year 2020 (supporting document for Agenda 1)
- 1.2 Annual report in which the statement of financial position (Balance Sheet) and statement of comprehensive income for the year ended December 31, 2020, dividend policy and details of dividend payment in QR Code, as well as Financial Highlight Summary 2020 (supporting document for Agenda 2 and 3)
- 1.3 Information on the comparison of annual dividend payment from the year 2018 to 2020 (supporting document for Agenda 4)
- 1.4 Information on the Directors who are retired by rotation and the proposed Directors to the shareholders by the Board of Directors for reelection (supporting document for Agenda 5)
- 1.5 Information on the remuneration and other benefits of various committees (supporting document for Agenda 6)
- 1.6 Information on the auditors and the audit fees for the fiscal year 2021 (supporting document for Agenda 7)

2. Supporting documents for attending the Annual General Meeting of Shareholders for the Year 2021

- 2.1 The Company's Articles of Association regarding the AGM of Shareholders
- 2.2 Map of Patumwan Princess Hotel where the AGM will take place
- 2.3 Documents for the Rights to Attend the Meeting
- 2.4 Procedures for QR Code Downloading for the Annual Report 2020
- 2.5 Profiles of Independent Directors for proxy case
- 2.6 Precautionary Measures and Guidelines for attending the 2021 Annual General meeting of Shareholders, regarding the outbreak of Coronavirus 2019 (COVID-19)
- 2.7 Proxy Form

At the Meeting no.3/2021 on March 5th, 2021, the Board of the Directors of Patum Rice Mill and Granary Public Company Limited has made a resolution to call for an Annual General Meeting of Shareholders on **Wednesday of April 21st, 2021** at 10.00 a.m. The meeting will take place at Jamchuree 1, M Floor, Pathumwan Princess Hotel, 444 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 the Shareholders for the year 2020.

Objective and Rationale: The Company convened the Annual General Meeting of the Shareholders for the year 2020 on August 3rd, 2020 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.patumrice.co.th) as per the details shown on page 12-35.

The opinion of the Board of Directors.

The minutes of year 2020 annual general meeting of shareholders must be approved by the shareholders.

Agenda 2 To report the Company's performances for the year 2020 and the interim dividend payment.

Objective and Rationale: The Company's operating results of the year, January 1st, 2020 to December 31st, 2020 is sent and disclosed to the Stock Exchange of Thailand reported and can be found in the Annual Report which is attached together with this invitation.

The opinion of the Board of Directors.

The result of the company's operation from January 1st, 2020 to December 31st, 2020 and the interim dividend payment however voting for consensus will not be required for this agenda.

Agenda 3 To approve the statement of financial position and statement of comprehensive income for the fiscal year ended December 31st, 2020.

Objective and Rationale: According to the Public Limited Company Act 1992 and the company's articles of association, the company must issue a statement of financial position and statement of comprehensive income as at the end of company fiscal year. These financial statements must be audited by auditor before presenting to the meeting for approval. A statement of financial position and statement of comprehensive income ended December 31st, 2020 is included in the company annual report and it has been audited by auditor. The company audit committee and the board of directors have approved these statements.

The opinion of the Board of Directors.

The meeting should consider and approve the statement of financial position and statement of comprehensive income ended December 31st, 2020 as audited by a certified auditor with unqualified opinion.

Agenda 4. To approve the allocation of profit and dividend payment.

Objective and Rationale: According to the Public Limited Company Act 1992, Article 115, and the Company Article of Association, the dividend payment must be approved by the General Meeting of Shareholders. The company must allocate at least 5% of the annual net profit to be legal reserve less any accumulated loss until the legal reserve is not less than the legal requirement of 10% of registered capital. For the fiscal year of January 1st, 2020 through December, 31st, 2020, the company has a net profit of Baht 385,177,749 (Three hundred and

eighty-five million, one hundred and seventy-seven thousand, seven hundred and forty-nine Baht) and a legal reserve of Baht 90,000,000 (Ninety million Baht) as required by law which do not require any further reserve. See details on page 36.

The opinion of the Board of Directors.

The Board of Directors agreed to propose the AGM to approve the allocation of the inappropriate retained earnings, in the amount of THB 502,585,736 (Five hundred and two million, five hundred and eighty-five thousand, seven hundred and thirty-six Baht) as follows:

1. The dividend paid for shareholders from July 1st, 2020 to December 31st, 2020 of THB 0.40 (Forty Stang) per share in number of 600,000,000 (Six hundred million) shares of which par value of THB 1.00 The total amount is THB 240,000,000 (Two hundred and forty million Baht).

However, such dividend payout paid from the business's in-appropriated retained earnings were as follows:

- Dividend payment of THB 0.40 (Forty Stang) per share is paid from the retained earnings being liable to 25% corporate income tax whereby individual shareholders shall be entitled to a tax credit.

When aggregating the interim dividend payment of THB 0.25 (Twenty-five Stang) and the dividend period from July 1st, 2020 to December 31st, 2020 of THB 0.40 (Forty Stang) per share, it is equal to THB 0.65 (Sixty-five Satang) per share in number of 600,000,000 (six hundred million) shares. The total amount of dividend payment for the fiscal year 2020 will be THB 390,000,000 (Three hundred and ninety million Baht) which is in accordance with the Company's dividend payout policy.

In addition, the dividend could be paid once it is approved by the AGM.

2. Dividends will be paid to the shareholders the Board of Directors has specified a list of the shareholders who are entitled to receive dividends (Record Date) on March 22nd, 2021 and dividends are determined to be paid on May 19st, 2021.

The Company has the policy to pay out dividend to shareholders at the rate of not less than 50% of net profit after tax.

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

Objective and Rationale: According to article 18 of the company's articles of association, it is required that every annual general meeting of shareholders, one-third of company directors must be retired. If the number of directors that will be retired cannot be divided by three then a closest number will be used but not more than one-third. In 2021 meeting, there are three directors that will be retired namely

Mr.Suvait Theeravachirakul

Vice Chairman of the Board /
Member of Compensation and Nomination Committee /
Member of the Good Corporate Governance Committee /
and Vice Chairman of the Executive Board

Assoc.Prof.Dr.Sathit Parniangtong	Independent Director / Member of the Audit Committee / Chairman of Compensation and Nomination Committee / Chairman of the Information Technology Governance Committee / Member of the Strategy Committee and Member of the Good Corporate Governance Committee
Mr.Kasemsuk Chongmankhong	Director / Member of the Information Technology Governance Committee and Member of the Good Corporate Governance Committee

Profiles of the proposed directors are shown on page 37-46.

The Company announced on the website of company's investor relation for invitation to shareholders to nominate qualified candidate(s) for an election of the Company's director(s) and propose advance agenda since October 1st, 2020 to December 31st, 2020. However, there was no shareholders proposing such agenda and any lists of candidate(s) to company. Therefore, shareholders had to elect directors to replace the retired Directors. The shareholders can reappoint the retired Directors by rotation to take a position for another term.

The opinion of the Board of Directors.

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

Agenda 6. To consider and approve the directors' remuneration and pension

Objective and Rationale: Board of Directors have policy and principle to give the remuneration to the members of the Board and any sub committees include to give the pension to the Board of directors as appropriate level and in line with their duties and responsibilities which require them to fulfill the expectations of the interested persons' groups to comply with the law and related regulations. As a result, the company not only has to look for and select directors with proper experience and qualifications, but also to give policy to set the remuneration for each director which reflect their respective duties and responsibilities, and be the rate which be compared to the other listed company in same size. Moreover, in compliance with the good corporate governance principles, the compensations of the directors should be reviewed annually. The current remuneration of directors have been approved in The 2020 Annual General Meeting of Shareholders on August 3rd, 2020.

The opinion of the Board of Directors.

Due to the Compensation and Nomination Committee and the Board of Directors have considered to propose to the Shareholder Meeting for consideration and approval of the remuneration for Directors in the rate of THB 4,000,000 (Four million Baht) per annum, and approve any privilege of THB 500,000 (Five hundred thousand Baht) per annum. Total amounting of THB 4,500,000 (Four million five hundred thousand Baht) per annum for the Board of Directors, the Executive Committee, the Audit Committee, the Compensation and Nomination Committee, the Strategy Committee and the Information Technology Governance Committee are detailed as follows;

1. Remuneration for Board of Directors meeting

1.1 Director's remuneration

- Chairman	13,750	Baht/per person/per month
- Vice Chairman	8,250	Baht/per person/per month
- Director	6,875	Baht/per person/per month

1.2 Meeting allowance

- Chairman	13,750	Baht/per person/per attendance
- Vice Chairman	8,250	Baht/per person/per attendance
- Director	6,875	Baht/per person/per attendance

2. Remuneration for the Executive Committee

- Chairman	27,500	Baht/per person/per attendance
- Vice Chairman	16,500	Baht/per person/per attendance
- Member (non-executive)	13,750	Baht/per person/per attendance

3. Remuneration for the Audit Committee

3.1 Director's remuneration

- Chairman	13,750	Baht/per person/per month
- Director	6,875	Baht/per person/per month

3.2 Meeting allowance

- Chairman	13,750	Baht/per person/per attendance
- Director	6,875	Baht/per person/per attendance

4. Remuneration for the Compensation and Nomination Committee

- Chairman	27,500	Baht/per person/per attendance
- Director	13,750	Baht/per person/per attendance

5. Remuneration for the Strategy Committee

- Chairman	27,500	Baht/per person/per attendance
- Director	13,750	Baht/per person/per attendance

6. Remuneration for the Information Technology Governance Committee
- Chairman 27,500 Baht/per person/per attendance
 - Director 13,750 Baht/per person/per attendance
7. Remuneration and privilege for the Board of Directors
- Chairman 50,000 Baht/per person/per year
 - Vice Chairman 50,000 Baht/per person/per year
 - Director 50,000 Baht/per person/per year

To approve pension for the Board of Directors of THB 2,000,000 (Two million Baht) and the Board of Directors will allocate the amount among its members.

It has been the Board of Directors' policy and principle to provide members of the Board and the various committees and Pension for the Board of Directors with compensation at an appropriate level to be in line with their duties and responsibilities, laws and regulations of the company.

(Comparison of directors' remuneration and pension is on page 47)

Agenda 7. To consider the appointment of auditors and fixing the audit fee for the year 2021

Objective and Rationale: In the Public Limited Company Act indicated that "In every Annual General Meeting, the shareholders have to appoint and determine the remuneration for auditor (s) and the auditor (s) of preceding year can be re-elected."

The opinion of the Board of Directors and the Audit Committee.

The AGM should consider appointing from EY Office Limited to audit the Company financial statement for the year 2021. the following people;

- 1. Mrs.Gingkarn Atsawarangsalit license no. 4496 and/or
- 2. Mr.Chayapol Suppasdtanon license no. 3972 and/or
- 3. Ms.Orawan Techawatanasirikul license no. 4807 and/or
- 4. Ms.Kirdsiri Kanjanaprakasit license no. 6014

From EY Office Company Limited to audit the Company financial statement for the year 2021. The annual audit fee is in amount of Baht 1,150,000 (One million one hundred and fifty thousand) which is the amount equal to the audit fees year 2020. See details on page 48-49.

Agenda 8. To consider and approve the change of the Company's name and seal.

Objective and Rationale:

To be in line with the Company's Image at present and to be in line to the Company's vision, The Board of Directors therefore proposes to the Meeting to consider and approve the change of the Company's name and seal while the stock symbol remains as "PRG" as Follows:

The opinion of the Board of Directors.

The Meeting should approve the change of the Company's name and seal while the stock symbol remains as "PRG" as follows:

Current name	in Thai	บริษัท ปทุมไรชมิล แอนด์ แกรนารี จำกัด (มหาชน)
	in English	PATUM RICE MILL AND GRANARY PUBLIC COMPANY LIMITED

New name	in Thai	บริษัท พี อาร์ จี คอร์ปอเรชั่น จำกัด (มหาชน)
	in English	PRG CORPORATION PUBLIC COMPANY LIMITED

Current seal



New seal



Agenda 9. To consider and approve the amendment of Clause 1 of the Company's Memorandum of Association.

Objective and Rationale:

To be in line with the change of the company name in the Agenda 8, the Board of Directors therefore proposes to the Meeting to consider and approve the amendment of Clause 1 of the Company's Memorandum of Association.

The opinion of the Board of Directors.

The meeting should approve the amendment of Clause 1 of the Company's Memorandum of Association as follows:

From existing clause: Clause 1. Name of Company "บริษัท ปทุมไรชมิล แอนด์ แกรนารี จำกัด (มหาชน)" and has a name in English as PATUM RICE MILL AND GRANARY PUBLIC COMPANY LIMITED

Amended to: Clause 1. บริษัท พี อาร์ จี คอร์ปอเรชั่น จำกัด (มหาชน)" and has a name in English as PRG CORPORATION PUBLIC COMPANY LIMITED

Agenda 10. To consider and approve the amendment of Article 1 and Article 49 of the Company's Articles of Association



Objective and Rationale:

To be in line with the changes of name and seal of the Company in the Agenda 8, the Board of Directors therefore proposes to the Meeting to consider and approve the amendment of Article 1 and Article 49 of the Company's Articles of Association.

The opinion of the Board of Directors.

The Meeting should approve the amendment of the Company's Articles of Association as follows:

1. The amendment of Article 1 and Article 49 of the Company's Articles of Association to be in line with the change of the Company's name and seal as follows;

Currently	Amended to
Clause 1. The term "Company" referred to in this Articles of Association shall mean บริษัท ปทุมไรชมิล แอนด์ แกรนารี จำกัด (มหาชน) or in English name "PATUM RICE MILL AND GRANARY PUBLIC COMPANY LIMITED"	Clause 1. The term "Company" referred to in this Articles of Association shall mean บริษัท พี อาร์ จี คอร์ปอเรชั่น จำกัด (มหาชน) or in English name "PRG CORPORATION PUBLIC COMPANY LIMITED"
Currently	Amended to
Clause 49. The Company's Seal is herein affixed 	Clause 49. The Company's Seal is herein affixed 

2. To approve the Chief Executive Officer or the person designated by the Chief Executive Officer as an authorized person to amend the Article of Association and giving any statements as required by the Registrar and/or the Securities Exchange Commission and the Stock Exchange of Thailand in case of necessity with regard to such documents.

Agenda 11. Others (if any)

The opinion of the Board of Directors.

The Board of Directors deems it appropriate to provide the 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 the shareholders wish to propose any matter for consideration and approval, they are required to follow the regulations stated in the second paragraph of Section 105 of the Public Company 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 Company's 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 will notify the guidelines and measures for organizing the Annual General Meeting of the Shareholders in the notice of the meeting and on the Company's website (www.patumrice.co.th)

In this connection, the Board of Directors will prepare a list of shareholders eligible for attending the meeting (Record Date) on March 22nd, 2021. Also, the Board of Directors has assigned the Executive Committee to Change the date, time, or the place of meeting, including any actions related to the calling and organizing the Annual General Meeting of Shareholders for the year 2021 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@patumrice.co.th or at the mailing address (Corporate Governance Section, 88 Moo 2, Tiwanon Road, Tumbol Bangkadee, Amphur Mueng Pathumtani 12000) or by fax to 0 2501 2176, indicating name, address and telephone number that the Company could reach you.

Sincerely yours,
By Order of the Board of Directors

-Signed-

Somkiat Makcayathorn
Director and Managing Director
Patum Rice Mill and Granary Public Company Limited

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
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 ปทุมโรซมิล แอนด์ แกรนารี จำกัด (มหาชน)

(สำนักงานใหญ่) เลขที่ 88 หมู่ที่ 2 ถนนติวานนท์ ตำบลบางกะดี อำเภอเมืองปทุมธานี จังหวัดปทุมธานี 12000

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[สาขา 2] เลขที่ 109/3 หมู่ที่ 14 ถนนมิตรภาพ กม.90 ตำบลลาดบัวขาว อำเภอสีคิ้ว จังหวัดนครราชสีมา 30340

[สาขา 3] เลขที่ 444 อาคารเอ็ม บี เค เซ็นเตอร์ ชั้นที่ 5 ถนนพญาไท แขวงวังใหม่ เขตปทุมวัน กรุงเทพมหานคร 10330

**Minutes of Annual General Meeting of Shareholders Year 2020
Of
Patum Rice Mill and Granary Public Company Limited**

Date and time: Monday August 3rd, 2020 at 14.00 p.m.

Venue: Jamjuree Ballroom, M Floor, Pathumwan Princess Hotel,
No.444, Phayathai Road, Khwaeng Wang Mai, Khet Pathumwan, Bangkok.

Chairman of the Meeting

Mr. Suphadej Poonpipat, Chairman of the Board of Directors who acted as Chairman of the Meeting, welcomed and thanked shareholders for attending the Meeting. The Chairman informed the Meeting of the number of shareholders and proxies in attendance as follows:

- Shareholders attending in person were 85, holding a total of 570,136 shares.
- Shareholders attending by proxies were 100, holding a total of 590,963,730 shares.
- The total number of shareholders attending in persons and by proxies was 185, representing a total of 591,533,866 shares.

Total shareholders attending the Meeting, equivalent to 98.589% of total 600,000,000 issued, which was more than 1/3 of the total issued and paid-up shares. A quorum was thus constituted in accordance with the Company's Articles of Association and the meeting was called to order.

The Chairman introduced 8 of the Board of Directors who attended 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 | Chairman of Audit Committee, Independent Director,
Member of the Compensation and Nomination Committee,
and Member of the Good Corporate Governance Committee |
| 4. Assoc.Prof.Dr. Sathit Parniangtong | Chairman of the Compensation and Nomination
Committee, Member of Audit Committee,
Independent Director and
Member of the Good Corporate Governance Committee |
| 5. Ms. Veena Arunyakasem | Member of Audit Committee, Independent Director and
Member of the Good Corporate Governance Committee |
| 6. Mr. Kasemsuk Chongmankhong | Director and Member of the Good Corporate Governance
Committee |

- | | |
|-----------------------------|---|
| 7. Mr. Pakit Iamopas | Director, Member of the Good Corporate Governance Committee and Chairman of the Executive Committee |
| 8. Mr. Somkiat Makcayathorn | Director, Member of the Good Corporate Governance Committee, Member of the Executive Committee, and Managing Director |

The number of directors attending the Meeting was proportioned to the total number of directors as 100%.

Ms. Dararat Homrossukhon was assigned as the Meeting's secretary and to record the Meeting and Mr. Apichat Kamoltham was assigned to represent the Shareholders in inspecting the counting of votes. Ms. Ginkarn Atsawarangsalit, the Company's auditor participated in the meeting to answer some of the comments and questions raised by the shareholders.

The Company announced the agenda of the Annual General Meeting of Shareholders for the year 2020 on the Company's website and notified the Stock Exchanged of Thailand to allow shareholders to propose additional agenda items and nominated eligible candidates for election to the Compensation and Nomination Committee and the Board of Directors to be considered for including the agenda of the Annual General Meeting of Shareholders from October 1st, 2019 to December 31st, 2019. However, no additional agenda items or eligible candidates were proposed.

Prior to the commencement of the Meeting, Ms. Dararat Homrossukhon explained the meeting procedures and rules governing voting and vote counting as follows:

Meeting Procedures: The Meeting shall proceed in the sequence of the agenda given in the Notice of the Meeting. For each agenda item, relevant Directors or Executives shall present information and shareholders shall be given opportunity to make inquiries and comments before casting votes. Shareholder wishing to make inquireies shall state their first and last names to be included in the meeting's minutes. The Meeting shall proceed to the next agenda item while the votes are being collected and counted. Once the vote counting is completed, the result shall be displayed on the screen in front of the meeting room.

Voting on an Agenda Item: After they make inquiries, shareholders shall cast their votes as follows:

(1) Shareholders and proxies are eligible to cast their vote to either approve, disapprove or abstain from voting on each agenda item; split votes are not allowed. Exceptions are made for proxy-holders for foreign investors who appoint custodians in Thailand to safe-keep their clients' securities. With these exceptions, split votes are allowed.

(2) Shareholders or proxy-holders who wish to vote to disapprove or abstain shall mark their votes on the ballots accompanying, before handing the ballots to the meeting staff. A ballot marked with more than one vote is considered "an invalid ballot"

(3) Shareholders or proxies who wish to vote to approved need not to mark their votes on the ballots. Only disapproving, abstain votes and invalid ballots will be counted by the Company. These counts shall be subtracted from the total number of votes in attendance, the resulting counts of which shall be considered as approving votes for the agenda. Votes casted by shareholders for an agenda that are legibly mentioned in proxy shall be counted as well.

(4) For the Agenda item 5: To consider the election of Directors to replace those retiring by rotation, every shareholder or proxy-holder shall mark their vote, whether to approve, disapprove, or abstain, on the ballot and give it to the meeting staff.

(5) The Chairman of the Meeting shall proceed with the Meeting in the sequence of the next agenda items while collecting votes. The resulting counts shall be reported following the manner of agenda items order when the counting is complete.

The Ballot is a voting card for each agenda. One share is entitled to one vote. There were a total of 10 ballots for 8 agenda items.

Agenda item 5: To consider the election of Directors to replace those retiring by rotation requires 3 ballots which shall be casted individually for each director.

Lastly, to facilitate the meeting and to be mutually understood the Notice of Invitation was numbered in every page from the first page to the last one at sixty-fifth. If a reference to an agenda is made, a page number of the Notice of Invitation shall be referred to.

Ms. Dararat Homrossukhon then asked the Chairman of the Meeting to proceed with the Meeting in the sequence of the agenda items contained in the Notice of Invitation to the Annual General Meeting of Shareholders sent to all shareholders in advance.

Agenda 1. To certify the minutes of the Annual General Meeting of the Shareholders for the year 2019.

Chairman of the Meeting asked the Meeting to review and certify the minutes of the Annual General Meeting of Shareholders for the year 2019 which was held on Monday April 29th, 2019. The Minutes contained 31 pages and was presented on page 14 to 44 of the meeting document that has been sent to shareholders.

Chairman of the Meeting asked the Meeting to consider the Minutes entirely and to notify him if anyone would like to revise any content in the Minutes.

The Meeting finished the consideration of the Minutes and no shareholders wished to make a revision.

Chairman of the Meeting asked the Meeting to pass a resolution and notified the shareholders or proxy-holders who wished to vote disapprove or abstain from voting to mark and sign on the ballots and then raised the ballots to be collected by the meeting staff.

There were 11 more shareholders and proxy-holders who have joined the meeting, holding a total of 6,400 shares. The total number of shareholders and proxy-holders in attendance was now 196 representing a total of 591,540,266 shares.

Resolution for agenda item 1: To certify the minutes of the Annual General Meeting of Shareholders for the year 2019 by a majority of votes of the shareholders present and entitled to vote, as detailed below:

Approved	totaling	591,540,266	votes or	100.0000%
Disapproved	totaling	0	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 591,540,266 votes or 100.00%

Conclusion The Meeting unanimously approved the minutes of the Annual General Meeting of Shareholders for the year 2019.

Agenda 2. To report the Company's performances from January 1st, 2019 – December 31st, 2019.

Chairman of the Meeting assigned Mr. Somkiat Makcayathorn, Managing Director, to report the operating results from January 1st, 2019 – December 31st, 2019 to shareholders.

Mr. Somkiat Makcayathorn, Managing Director, introduced the Company's executives who attended the Meeting as follows:

- | | | |
|----|-----------------------------|--|
| 1. | Ms. Pimonrat Chitpavanaskul | Executive Vice President, Sales and Logistic |
| 2. | Ms. Kanokporn Marg-amar | Executive Vice President, Finance and Administration |
| 3. | Mr. Satawat Laklaem | Executive Vice President (Acting), Food Center |
| 4. | Ms. Pornpimol Kiriwanna | Vice President, Marketing |
| 5. | Ms. Preeyanuch Nuntachote | Senior Vice President, Finance |
| 6. | Ms. Prisana Klankaew | Vice President, Accounting |

Mr. Somkiat Makcayathorn, Managing Director, asked the meeting staff to show the slide presentation which included the following details:

➤ **The Company's Operating Result**
Revenue structure by business

Revenues and revenue proportion by business are as follows:

- In 2019, the revenue of rice and other products business was THB 1,656.17 million or 83.08%, increasing from 2018 in which the revenue was THB 1,566.58 million or 70.58%. Our core business is still rice business.
- In 2019, the revenue of rice in G to G Government Project was THB 40.94 million or 2.05%, decreasing from 2018 in which the revenue was THB 325.53 million or 14.67%.

- In 2019, the revenue of land development and rental service business was THB 9.76 million or 0.49%, increasing from 2018 in which the revenue was THB 9.67 million or 0.44%.
- In 2019, the revenue of food centers business was THB 236.77 million or 11.88%, increasing from 2018 in which the revenue was THB 211.27 million or 9.52%. In the year 2019 the Company launched a brand-new food center located in Samyan Mitrtown which was called Samyan Food Legends by MBK, and decided to terminate restaurants that operated at loss.
- In 2019, total revenue was THB 1,993.49 million, decreasing from 2018 in which the revenue was THB 2,219.56 million.

Profit from sales activity by business

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

- In 2019, the EBITDA of rice business and other products was THB 56.44 million, increasing from 2018 in which the EBITDA was THB 26.23 million.
- In 2019, the EBITDA of rice in G to G Government Project was THB -1.32 million, decreasing from 2018 in which the EBITDA was THB 8.42 million. A reduction due to continuing expense from 2019.
- In 2019, the EBITDA of land development and rental service business was THB -3.46 million, decreasing from 2018 in which the EBITDA was THB -6.58 million.
- In 2019, the EBITDA of food center business was THB 9.62 million, increasing from 2018 in which the EBITDA was THB 2.90 million due to the opening of the new food court at Samyan Mitrtown contemporary mall.
- The Company ceased operations of restaurants that operated at loss in the year 2019 where its EBITDA was equivalent to THB -6.87 million. Its loss was decreased from the year 2018 at THB -9.29 million.
- In 2019, total EBITDA was THB 54.50 million, increasing from 2018 in which the EBITDA was THB 21.68 million.

Operating profit by business

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

- In 2019, the EBIT of rice and other products business was THB 42.20 million, increasing from 2018 in which the EBIT was THB 11.35 million.
- In 2019, the EBIT of rice in G to G Government Project was THB -1.32 million, decreasing from 2018 in which the EBIT was THB 8.42 million. A reduction due to continuing expense from 2019.
- In 2019, the EBIT of land development and rental service business was THB -4.68 million, decreasing its negative value from 2018 in which the EBIT was THB -8.34 million.
- In 2019, the EBIT of food centers business was THB 2.86 million, increasing from 2018 in which the EBIT was THB -3.10 million.
- The Company ceased operations of restaurants that operated at loss in the year 2019 where its EBIT was equivalent to THB -11.73 million. Its loss was decreased from the year 2018 at THB -16.51 million.
- In 2019, total EBIT was THB 27.33 million, increasing from 2018 in which the EBIT was THB -8.18 million.

Revenue by sales channels

Revenue by sales channels are as follows:

- Modern Trade : In 2019, the revenue was THB 401.67 million, decreasing from 2018 in which the revenue was THB 413.51 million.
- Traditional Trade : In 2019, the revenue was THB 631.63 million, increasing from 2018 in which the revenue was THB 591.51 million.
- HORECA : In 2019, the revenue was THB 73.57 million, increasing from 2018 in which the revenue was THB 49.06 million.
- Export : In 2019, the revenue was THB 347.67 million, decreasing from 2018 in which the revenue was THB 375.08 million.
- The other channels such as OEM, material sales, etc. : In 2019, the revenue was THB 201.79 million, increasing from 2018 in which the revenue was THB 137.42 million.
- In 2019 total revenue was THB 1,656.33 million, increasing from 2018 in which total revenue was THB 1,566.58 million.

Gross Operation Profit by sales channels

Gross operation profit by sales channels are as follows:

- Modern Trade : In 2019, the profit was THB 37.37 million, increasing from 2018 in which the profit was THB 14.27 million.
- Traditional Trade : In 2019, the profit was THB 34.48 million, increasing from 2018 in which the profit was THB 23.85 million.
- HORECA : In 2019, the profit was THB 4.19 million, increasing from 2018 in which the revenue was THB 0.89 million.
- Export : In 2019, the profit was THB 10.65 million, decreasing from 2018 in which the profit was THB 24.02 million.
- The other channels such as OEM, material sales, etc. : In 2019, the profit was THB 6.10 million, increasing from 2018 in which the profit was THB 1.59 million.
- In 2019 total profit was THB 92.78 million, increasing from 2018 in which total profit was THB 64.62 million.

Sales volume by sales channel

Upon reviewing the comparison between 2019 and 2018, total sales volume increased slightly than the previous year, which can be summarized as follows:

- Modern Trade : In 2019, the sales volume was 10,368 ton, decreasing from 2018 in which the sales volume was 10,839 ton.
- Traditional Trade : In 2019, the sales volume was 20,803 ton, increasing from 2018 in which the sales volume was 21,055 ton.
- HORECA : In 2019, the sales volume was 2,496 ton, increasing from 2018 in which the sales volume was 1,561 ton.
- Export : In 2019, the sales volume was 14,292 tons, increasing from 2018 in which the sales volume was 13,816 tons.
- The other channels such as OEM, material sales, etc. : In 2019, the sales volume was 15,517 tons, decreasing from 2018 in which the sales volume was 15,653 tons.
- In 2019 total sales volume was 63,476 tons, increasing from 2018 in which total sales volume was 62,924 tons.

➤ **Major changes in 2019 operations**

Sales of rice business and other products

In the year 2019, the Company conducted more research on healthy food and developed three more flavors of Riceberry Granola: Thai milk tea, green tea and dark chocolate flavors. In addition, the Company's fighting brands; Kao Pansuk of 45 kilograms, 48 kilograms and Kor Khor 43 of 5 kilograms were launched, while different product lines other than rice items such as sauce, sweet-soy sauce, canned fruits were increasingly exported to implement our international distribution channel.

Strategy and sales plans

• **Rice business and other products**

In regard to our current sales strategy, our online channel is highly successful and we have partnered with various brands such as Happy Fresh, SHOP24, We Mall, Shopee, Lazada, and JD. Our offline channels that are Modern Trade, Traditional Trade, Horeca and Export remain untouched and we have attempted to connect both channels.

• **Food centers and food services**

In regard to our food center business, the Company launched "Food Legends by MBK", a new food center located in Samyan Mitrtown in September 2019 under the concept "The Best Capital Street Food of Thailand". It features legendary and famous restaurants that are the talk of the town, publicly recognized and awarded by several food organizations. The Company has also authorized a cashless payment and a food delivery option is available via online channels such as Line Man, Grab Food and Food Panda. Furthermore, the food center has cooperated with partners such as True You, rabbit Line Pay to execute their co-promotions.

• **Land development project (Pathumthani)**

In regard to a land development project in Pathumthani, a complete task is a construction of a riverside breakwater, an embankment dam and a landfill, whereas a slipway, a landscape adjustment, a dock and dredging are still in process to transform this area into a Yatch Club, an exhibition hall, and a commercial zone in the future.

➤ **2020 Strategy, Planning and Future Objectives**

• **Rice business and other products.**

The Company has unveiled our strategies in the year 2020 as follows:

- To increase new Agent customers (Traditional Trade / HORECA / EXPORT) and support sales promotions of our customers in Traditional Trade. Through the application of E-Commerce and Sale Force, they are categorized into exclusive agents and general agents.
- To expand aromatic rice and white rice products (Traditional Trade / HORECA)
- To provide more sales strategies to our business partners through the assistance of our sales representatives.
- To organize a merchandise project in the interest of supervising our shelf visibility & sufficiency product as well as enlarging our sales floor in modern trade.
- To launch cross-selling of non-rice (Traditional Trade / HORECA / Export).
- To refresh packaging as a means to reinforce our product identity and connect online and offline sales activities to eventually turn into an omni channel.

In regard to our long-term plans they can be described as follows:

- To increase more sales activities and sales floor of healthy rice, with a goal to become a product leader in this business
- To implement "To Be Number One Online Rice" and connect our online and offline channels.

In regard to the Company's future goals, we will focus on trader & distributor. It is our intention to transform into a distributor of diverse products and services of high-quality through our current sales channels, affiliated companies and to evolve our online channels into the leader of consumer goods.

- **Food centers and food services**

2020 strategies of food centers and food services can be described as follows:

- Absolute cashless payment (SYMT).
- A strong focus on food delivery and ensuring that our food will be available elsewhere outside the food center.

In regard to a long-term plan of food centers and food services is to invest in a new food center and to become a food-center management expert.

- **Land development project (Pathumthani)**

In regard to land development in Pathumthani, our future plans can be described as follows:

- Jetty & Floating Pontoon
- Lighthouse / Yacht Club
- Event Lawn
- Commercial Zone

➤ **Good Corporate Governance**

The Company wished to report on Thailand's Private Sector Collective Action Coalition Against Corruption, our corporate governance and our anti-corruption policy to shareholders as follows:

Thailand Private Sector Collective Action Coalition Against Corruption

- The Company has been certified a membership of CAC since March 9, 2017
- The Company has been approved of its CAC membership renewal on November 4, 2019 which lasts 3 years and the membership will expire in the third quarter of 2022

The overall business of CAC in 2019

- The Board of Directors reviewed our corporate governance policy, business ethics handbook and ethics of the Board of Directors, management and staff. Therefore, they decided to make a revision of those documents to improve their content and to abide by the directions and criteria of ASEAN CG Scorecard, according to CGR project of Thai Institute of Directors. In addition, this update was in compliance with our anti-corruption policy.

- The Company organized trainings and announced our corporate governance, anti-corruption policy and guidelines, business ethics for board of directors, management and staff via media channels. they are expected to adhere to transparency, become anti to any forms of corruption and apply this policy to their work as disclosed in 2019 annual report.
- The Company communicated and reported to business partners, customers of Patum Rice Mills Group, who have played a part in our business operations, in order to receive their cooperation and encouragement to support our anti-corruption activities, and to help build a better society and economy in Thailand

Furthermore, The Company has always placed great importance on business operation based on morality and responsibility for all stakeholders under the principle of good corporate governance. This could be seen as the Company was evaluated in "Excellent" level for 2019 Good Corporate Governance Public Company for 3 consecutive years. The evaluation was conducted by Thai Institute of Directors (IOD).

➤ **Company's activities photos**

During the activities review in the annual year of 2019, the Company together with government departments held corporate social responsibility (CSR), public relations and promotion activities as well as organizing internal activities for employees which promoted the Company's publicity and its positive image. Details of these activities are presented in the meeting reference which appears on the screen.

Chairman of the Meeting asked the Meeting if anyone had any questions or comments.

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

Agenda 3. To consider and approve the audited statement of financial position and statement of comprehensive income for the year ended December 31st, 2019

Chairman of the Meeting assigned Mr. Somkiat Makcayathorn, Managing Director, to explain to the Meeting the Statement of Financial Position and Statement of comprehensive Income for the fiscal year ended December 31st, 2019 which appeared on page 95 to 155 of the 2019 Annual Report that the Company sent to all shareholders with the Notice of Invitation to the Meeting. The Chairman asked the Meeting to consider and approve the Statement of Financial Position and Statement of Comprehensive Income for the fiscal year ended December 31st, 2019 which were audited by Ms. Gingkarn Atsawarangsali, 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 Comprehensive Income

- The operating revenue in 2019 was THB 2,374.80 million, decreased from the previous year by THB 214.94 million, or 8.30%.
- Net profit attributable to major shareholder amounted to THB 353.17 million, increased from the previous year by THB 31.57 million or 9.82%
- Net profit per share was THB 0.59 , increased by THB 0.05 per share, or 9.26%.

Revenues from sales, Cost of Good Sold, and Gross Profit

- Revenues from sales in 2019 amounted to THB 1,993.49 million, decreased from the previous year by 226.08 THB million, or 10.19%.
- Cost of goods sold amounted to THB 1,701.83 million, decreased from the previous year by THB 123.69 million or 6.78%.
- Gross profit amounted to THB 291.66 million, decreased from the previous year by THB 102.39 million or 25.98%.
- Gross profit margin was 14.63%, decreased from the previous year by 3.12% or 17.59%.

Other Revenue

Other revenue in 2019 was in the amount of THB 20.29 million which increased by THB 3.72 million or 22.45% due to the fact that gain on disposals of assets and the rental revenues increased in 2019.

Selling expenses, Administrative expenses and Financial costs

- The Company's total expenses were in the amount of THB 321.32 million, decreased by THB 129.09 million or 28.66%
- Selling expenses were in the amount of THB 188.99 million, decreased by THB 101.94 million or 35.04%.
- Administrative expenses were in the amount of THB 116.69 million, decreased by THB 28.63 million or 19.70%
- Financial costs were in the amount of THB 15.62 million, increased by THB 1.46 million or 10.31%

Statement of financial position

- Total assets were THB 11,741 million, which decreased by THB 82 million, or 0.69%.
- Total liabilities were THB 2,725 million, decreased by THB 312 million, or 10.27%.
- Shareholders' equity was THB 9,016 million, increased by THB 230 million, or 2.62%.

Major changes in the Company's assets

- The current assets had decreased by THB 385 million or 41.22% due to the decrease of trade account receivables and other receivables. Inventory reduced because of stock adjustment by subsidiaries companies
- The non-current assets had increased by THB 293 million or 2.69% due to the investment in parent company.

Major changes in the Company's liabilities

- The current liabilities had decreased by THB 369 million or 31.65% due to short-term loans from the banks, trade and other payables decreased.
- The non-current liabilities had increased by THB 59 million or 3.16% due to the deferred income tax liabilities.

Major changes in the Company's equity

- unappropriated retained earnings were decreased by THB 8 million due to the fact that interim dividend payment more than operating profit.
- Other components of shareholders' equities from available-for-sales securities had increased by THB 239 million.
- Minority shareholders' equities decreased by THB 2 million because the subsidiaries companies decreased share proportions and there was operating loss.

Chairman of the Meeting asked the Meeting for any questions or comments which the shareholders may wish to raise.

When no more shareholders or proxy-holders made inquiries, the Chairman asked the Meeting to pass a resolution and notified the shareholders or proxy-holders who wished to vote to disapprove or abstain from voting to mark their votes and then raised the ballots to be collected by the meeting staff.

There were 13 more shareholders and proxy-holders who have joined the Meeting, holding a total of 15,084 shares. The total number of shareholders and proxy-holders in attendance was now 209 representing a total of 591,555,350 shares.

Resolution for agenda item 3: To consider and approve the audited statement of financial position and statement of comprehensive income for the year ended December 31st, 2019 by a majority of votes of the shareholders present and entitled to vote, as detailed below:

Approved	totaling	591,555,350	votes or	100.0000%
Disapproved	totaling	0	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 591,555,350 votes, or 100.00%

Conclusion The Meeting unanimously approved the audited statement of financial position and statement of comprehensive income for the year ended December 31st, 2019.

Agenda 4. To consider and approve the allocation of profit, the omission of dividend payment for the year 2019 as well as to acknowledge the interim dividend payment.

Chairman of the Meeting assigned Mr. Suvait Theeravachirakul, Vice Chairman of the Board, to report the Company's performance in separate financial statement for the year ended December 31st, 2019 as follows:

• Unappropriated retained earnings bought forward (as at January 1 st , 2019)	THB	488,036,977
• Add Net profit after tax amounted to	THB	350,553,586
• Deduct Dividend payment (2 nd half of 2018 and 1 st half of 2019)	THB	360,000,000
• Unappropriated retained earnings carry forward (as at December 31 st , 2019)	THB	478,766,027

Therefore, The Board of Directors proposed the shareholders' meeting to approve the allocation of profit, the omission of dividend payment for the year 2019 as well as to acknowledge the interim dividend payment as follows:

- (1) The Meeting was acknowledged that there would not be the appropriation of net profit for legal reserve in the 2019 financial year because the Company had appropriated 10 percent of our total registered capital as a legal reserve.
- (2) It was approved not to pay annual dividend because the Company had already paid interim dividend.
- (3) The Meeting was acknowledged on a dividend payment in the 2019 financial year to ordinary shareholders at the rate of THB 0.65 per share, amounting to THB 390,000,000 of approved payment which was divided into two interim payments as follows:
 - 3.1 The Board of Directors in the meeting no. 10/2019 dated October 1st, 2019 approved an interim dividend payment to shareholders which was paid on October 28th, 2019 at the rate of THB 0.30 per share, amounting to THB 180,000,000.
 - 3.2 The Board of Directors in the meeting no. 4/2020 dated April 3rd, 2020 approved an interim dividend payment to shareholders which was paid on April 30th, 2020 at the rate of THB 0.35 per share amounting to the approved payment of THB 210,000,000.

It was resolved to pay interim dividend instead of annual dividend to preserve shareholder's profits that could possibly be affected by the postponed Annual General Meeting due to the pandemic of Coronavirus 2019 (COVID-19), in addition to no dividend payment of the 2019 operating performance.

The Company's policy was to pay out dividend payment in accordance with the Company's performance at the rate of not less than 50% of net profit after tax.

Details upon reviewing is available in the table of comparison of interim dividend payment of 2017 - 2019 on screen.

Chairman of the Meeting asked the Meeting for any questions or comments which the shareholders may wish to raise.

No more shareholders or proxy-holders made inquiries or comments. The Chairman asked the Meeting to pass a resolution and notified the shareholders or proxy-holders who wished to vote to disapprove or abstain from voting to mark their votes and then raised the ballots to be collected by the meeting staff.

There were 8 more shareholders or proxy-holders who have joined the meeting, holding a total of 4,103 shares. The total number of shareholders and proxy-holders in attendance was now 217 representing a total of 591,559,453 shares

Resolution for agenda item 4: To consider and approve the allocation of profit, the omission of dividend payment for the year 2019 as well as to acknowledge the interim dividend payment by a majority of votes of the shareholders present and entitled to vote, as detailed below:

Approved	totaling	591,559,453	votes or	100.0000%
Disapproved	totaling	0	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 591,559,453 votes, or 100.00%.

Conclusion The Meeting unanimously approved the allocation of profit, the omission of dividend payment for the year 2019 as well as to acknowledge the interim dividend payment, as proposed by the Board of Directors.

Agenda 5. To appoint new directors to succeed those completing their terms

Chairman of the Meeting invited Assoc. Prof. Dr. Sathit Parniangtong, Chairman of Compensation and Nomination Committee, Independent Director, Member of the Audit Committee and Member of the Good Corporate Governance Committee to inform the Meeting of details in this agenda for consideration.

Assoc. Prof. Dr. Sathit Parniangtong announced to the Meeting that there were currently 8 members of the Board of Directors including:

1. Mr. Suphadej Poonpipat
2. Mr. Suvait Theeravachirakul
3. Dr. Pornsiri Poonakasem
4. Assoc. Prof.Dr. Sathit Parniangtong
5. Ms. Veena Arunyakasem
6. Mr. Pakit Iamopas
7. Mr. Kasemsuk Chongmankhong
8. Mr. Somkiat Makcayathorn

The consideration for the appointment of new directors in replacement of directors resigning by rotation shall be carried out in accordance with the Company's Articles of Association No. 18. One-third of company directors must be retired. If the number of directors that will be retired cannot be divided by three then a closest number will be used but not more than one-third. This year, 3 members of the Board holding the longest term in office must resign. The Committee had already considered and the directors that must leave office by rotation include :

1. Mr. Suphadej Poonpipat Chairman of the Board of Directors, and
Chairman of the Good Corporate Governance Committee
2. Ms. Veena Arunyakasem Member of Audit Committee, Independent Director and
Member of the Good Corporate Governance Committee
3. Mr. Somkiat Makcayathorn Director, Member of the Executive Committee,
Member of the Good Corporate Governance Committee,
and Managing Director

For convenience and sincerity toward the shareholders, Assoc. Prof.Dr. Sathit Parniangtong would request the 3 directors who were ending their terms to leave the room, so that the shareholders may freely exercise their opinions.

Assoc. Prof.Dr. Sathit Parniangtong informed the meeting that any individual voted to join the Board of Directors was selected by the Company's Board who determined required qualifications of the recruited director and ensure that they correspond to the Company's business strategy. The qualifications should reflect skills that were missing in the Board. IOD (Director Pool) was applied as part of the consideration.

The Compensation and Nomination Committee as well as the Board of directors have agreed to nominate 3 directors who resigned at the end of their term to be returned as directors. All three nominated directors have tier knowledge and experiences in business related to benefit the Company. In this regard, the education background and experience of the directors appear in the enclosure on page 46 - 54. The details are as follows:

- Mr. Suphadej Poonpipat : Shareholders can view profile and qualifications in the meeting documentation as listed in pages 49 and 50.
- Ms. Veena Arunyakasem has been an independent director for 3 years. The Company determined the definition and qualifications of an independent director whose term does not exceed 9 consecutive years. Shareholders can view profile and qualifications in the meeting documentation as listed in pages 51 and 52.
- Mr. Somkiat Makcayathorn has been a director in a company that operated the same business as the Company will not cause any damage to the Company. Shareholders can view profile and qualifications in the meeting documentation as listed in pages 53 and 54.

This agenda focuses on Director nomination. The meeting shall vote for an individual Director. Shareholders and Proxy-holders shall vote in provided ballots whether they agree or disagree with the nomination or abstain from voting.

Since no other nominees were proposed by the Meeting, the shareholders were asked to pass a resolution regarding the appointment of new directors in an individual manner as follows:

1. Mr. Suphadej Poonpipat
Shareholders or proxy-holders were asked to mark their votes to approve or disapprove or abstain from voting for Agenda Item 5.1: To appoint Mr. Suphadej Poonpipat and raised the ballots to be collected by the meeting staff.
2. Ms. Veena Arunyakasem
Shareholders or proxy-holders were asked to mark their votes to approve or disapprove or abstain from voting for Agenda Item 5.2: To appoint Ms. Veena Arunyakasem and raised the ballots to be collected by the meeting staff.
3. Mr. Somkiat Makcayathorn
Shareholders or proxy-holders were asked to mark their votes to approve or disapprove or abstain from voting for Agenda Item 5.3: To appoint Mr. Somkiat Makcayathorn and raised the ballots to be collected by the meeting staff.

There were 4 more shareholders or proxy-holders who have joined the meeting, holding a total of 158 shares. The total number of shareholders and proxy-holders in attendance was now 221 representing a total of 591,559,611 shares

Resolution for agenda item 5: To consider and approve the appointment directors to succeed those completing their term by a majority of votes of the shareholders present and entitled to vote, as detailed below:

Agenda 5.1 Mr. Suphadej Poonpipat

Approved	totaling	591,559,611	votes or	100.0000%
Disapproved	totaling	0	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 591,559,611 votes, or 100.00%.

Agenda 5.2 Ms. Veena Arunyakasem

Approved	totaling	591,559,611	votes or	100.0000%
Disapproved	totaling	0	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 591,559,611 votes, or 100.00%.

Agenda 5.3 Mr. Somkiat Makcayathorn

Approved	totaling	591,559,611	votes or	100.0000%
Disapproved	totaling	0	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 591,559,611 votes, or 100.00%.

Agenda 6. To consider and approve the directors' remuneration and pension

Chairman of the Meeting invited Assoc.Prof.Dr. Sathit Parniangtong, Chairman of the Compensation and Nomination Committee, to explain the Meeting matters concerning the approval of the directors' remuneration and pension.

Assoc.Prof.Dr. Sathit Parniangtong explained to the Meeting that the 2019 Annual General Meeting of Shareholders approved remuneration for directors in the rate of THB 6,000,000 per year and approved any privilege of THB 500,000 per year. Total amounting of THB 6,500,000 per year for the Board of Directors, the Executive Committee, the Audit Committee, and the Compensation and Nomination Committee.

Due to the pandemic of Coronavirus 2019 (COVID-19) in this year, it has an effect on the Company's performance so the Board of Directors decided to lower the remuneration of Directors in 2020 to minimize the severity of the consequences and to ensure that the business will improve.

Therefore, the Board of Directors and the Compensation and Nomination Committee deemed it appropriate to propose to the Shareholder Meeting for consideration and approval of remuneration for directors in the rate of THB 3,000,000 per year and approve any privilege of THB 500,000 per year. Total amounting of THB 3,500,000 per year for the Board of Directors, the Executive Committee, the Audit Committee, and the Compensation and Nomination Committee, are detailed as follows;

1. Remuneration for the Board of Directors meeting

1.1 Director's remuneration

- Chairman	THB	13,750	per person per month
- Vice chairman	THB	8,250	per person per month
- Director	THB	6,875	per person per month

1.2 Meeting allowance

- Chairman	THB	13,750	per person per attendance
- Vice chairman	THB	8,250	per person per attendance
- Director	THB	6,875	per person per attendance

2. Remuneration for the Executive Committee

- Chairman	THB	27,500	per person per attendance
- Vice chairman	THB	16,500	per person per attendance
- Director (non-executive)	THB	13,750	per person per attendance

3. Remuneration for the Audit Committee

3.1 Director's remuneration

- Chairman	THB	13,750	per person per month
- Director	THB	6,875	per person per month

3.2 Meeting allowance

- Chairman	THB	13,750	per person per attendance
- Director	THB	6,875	per person per attendance

4. Remuneration for the Compensation and Nomination Committee

- Chairman THB 27,500 per person per attendance
- Director THB 13,750 per person per attendance

5. Remuneration and privilege for the Board of Directors

- Chairman THB 50,000 per person per year
- Vice chairman THB 50,000 per person per year
- Director THB 50,000 per person per year

To approve pension for the Board of Directors of THB 3,700,000 and the Board of Directors will allocate the amount among its members.

It has been the Board of Directors' policy and principle to provide members of the Board with compensation at an appropriate level to be in line with their duties and responsibilities, laws and regulations of the company. The details are shown in the document for consideration on page 55.

Assoc. Prof. Dr. Sathit Parniangtong asked the Meeting if anyone has questions or comments.

No shareholders or proxy-holders had questions or comments. Thus asked the Meeting to pass a resolution and notified the shareholders or proxy-holders who wished to vote to disapprove of abstain from voting to mark their votes and then raise the ballots to be collected by the meeting staff.

Resolution for agenda item 6: To consider and approve the directors' remuneration and pension. The resolution was passed by the votes of no less than two-thirds of the total votes of the shareholders present and entitled to vote, as detailed below:

Approved	totaling	591,559,611	votes or	100.0000%
Disapproved	totaling	0	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 591,559,611 votes, or 100.00%.

Conclusion The Meeting unanimously approved the director's remuneration and pension, as proposed by the Board of Directors.

Agenda 7. To appoint an auditor and determine the audit fee for the year 2020

Chairman of the Meeting invited Dr. Pornsiri Poonakasem, Chairman of Audit Committee, to report the appointment of Auditors and determination of the Company's audit fee.

Dr. Pornsiri Poonakasem informed that the Annual General Meeting of Shareholders shall appoint an auditor and determine the audit fee for the year 2020. Please view detailed on page 56 and 57 of the meeting document. The Audit Committee and the Board of Directors have jointly considered and agreed that the current auditor, which was from EY Office Limited, was trustworthy and had no relation and interests with the Company, its subsidiaries, associated companies, management, majority shareholders or any related persons of such persons, therefore suitable to be appointed as the Company's Auditor for the year 2020, from January 1st, 2020 – December 31st, 2020. To propose the auditor from EY Office Co.,Ltd. as the following :

No.	Name of Auditor	License No.	No. of Years as the Company's auditor (Year)
1	Ms. Gingkarn Atsawarangsalit	4496	1 Year (for the year ended on December 31, 2019)
2	Mr. Chayapol Suppasedtanon	3972	Never been the authorized signature in the Company's financial statement.
3	Ms. Orawan Techawatanasirikul	4807	Never been the authorized signature in the Company's financial statement.
4	Ms. Sumana Punpongsanon	5872	Never been the authorized signature in the Company's financial statement.

One of these individual shall carry out auditing and provide opinion on the Company's financial statements. Then these aforementioned auditors were unable to perform their duties, EY Office Co., Ltd. shall provide substitute auditors for the Company. The Audit Committee and Board of Directors determined the Company's audit fee for the year 2020 to be in the amount of THB 1,150,000, consisting of the financial review fee for the three quarters of THB 500,000 and the annual audit fee of THB 650,000. In this regard, the auditor's fee of 2020 equals previous year. It was reviewed by the Audit Committee and the Board of Directors who decided that the auditor's fee was appropriate and should be proposed to the shareholders for approval.

EY Office Co., Ltd. was employed as an auditor for the year 2020 to audit 8 subsidiaries and associated companies.

Chairman of the Meeting asked the Meeting if anyone has questions or comments.

No shareholders or proxy-holders had questions or comments. The chairman thus asked the Meeting to pass a resolution and notified the shareholders or proxy-holders who wished to vote to disapprove of abstain from voting to mark their votes and then raise the ballots to be collected by the meeting staff.

Resolution for agenda item 7: To appoint an auditor and determine the audit fee for the year 2020 by a majority of votes of the shareholders present and entitled to vote, as detailed below:

Approved	totaling	591,559,611	votes or	100.0000%
Disapproved	totaling	0	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 591,559,611 votes, or 100.00%.

Conclusion The Meeting unanimously approved the appointment of Auditors and the audit fee for their year 2020, as proposed by the Board of Directors.

Agenda 8. To consider and approve the amendment to the Company's objectives and the amendment to Clause No.3 (Company's objectives) of the Company's memorandum of association.

Chairman of the Meeting assigned Mr. Suvait Theeravachirakul, Vice Chairman of the Board, to inform the details of the amendment to the Company's objectives and the amendment to Clause No.3 (Company's objectives) of the Company's memorandum of association.

Mr. Suvait Theeravachirakul announced to the Meeting that shareholders can find additional information in the meeting documentation as listed in pages 8 and 9. The details are as follows:

To accommodate the Company's business platform, the shareholders' meeting is proposed to approve amendment to the Company's objectives by adding 1 new objective, from 27 objectives to 28 objectives and to approve amendment to Clause No.3 (Company's objectives), reflecting to the amendment to the Company's objectives.

(28) To do business regarding purchase, sales provision, hiring, hire-purchase for all services and businesses in these objectives by electronic commerce and internet transactions, E-commerce, and all types of other electronic transactions within the country and abroad.

Amendment of Memorandum of Association in Clause 3 to be in line with the addition of the Company's objectives as follows:

Current : Clause 3 the Company has 27 objectives.
New : Clause 3 the Company has 28 objectives.

For registration of the amendment to the Company's objectives with Department of Business Development, Ministry of Commerce, it is proposed that the Board of Directors and/or the authorized directors and/or person appointed by the Board of Directors or the authorized directors are authorized to amend or revise the proposed objectives in order to be in line with the registrar's instruction, which shall not impact to the substance of the proposed objectives.

Chairman of the Meeting asked the Meeting if anyone has questions or comments.

No shareholders or proxy-holders had questions or comments. The chairman thus asked the Meeting to pass a resolution and notified the shareholders or proxy-holders who wished to vote to disapprove or abstain from voting to mark their votes and then raise the ballots to be collected by the meeting staff.

Resolution for agenda item 8: To consider and approve the amendment to the Company's objectives and the amendment to Clause No.3 (Company's objectives) of the Company's memorandum of association. The resolution was passed by the votes of no less than three-fourths of the total votes of the shareholders present and entitled to vote, as detailed below:

Approved	totaling	591,559,611	votes or	100.0000%
Disapproved	totaling	0	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 591,559,611 votes, or 100.00%.

Conclusion The Meeting unanimously approved amendment to the Company's objectives and the amendment to Clause No.3 (Company's objectives) of the Company's memorandum of association, as proposed by the Board of Directors.

Agenda 9. To consider and amend the Company's article of association Clause 26, Clause 27, Clause 32 and Clause 34 regarding to convening AGM shareholders' meetings via electronic medias.

Chairman of the Meeting assigned Mr. Suvait Theeravachirakul, Vice Chairman of the Board, to inform the details of the amendment to the Company's article of association Clause 26, Clause 27, Clause 32 and Clause 34 regarding to convening AGM shareholders' meetings via electronic medias.

Mr. Suvait Theeravachirakul announced to the Meeting that shareholders can find additional information in the meeting documentation as listed in pages 9 and 12. The details are as follows:

In order to follow the Emergency Decree on Electronic Meetings, B.E. 2563 (2020), regarding to convening AGM shareholders' meeting via electronic medias. The Board of Directors considers and views as appropriate to amend the Company's article of association Clause 26, Clause 27, Clause 32 and Clause 34, according to the order of the Emergency Decree on Electronic Meetings, B.E. 2563 (2020), regarding to convening AGM shareholders' meeting via electronic medias as follows:

The Articles of Association of the Company	The Amendment to the Articles of Association of the Company
<p>Clause 26. The Board of Directors has to hold one meeting within at least three months.</p> <p>Chairman of the Board of Directors is a person in authority to call a meeting. By send a letter of invitation to Directors not less than seven days in advance of a meeting date, except in case of emergency in order to safeguard rights and interests of the Company. A meeting will be called by other means of invitation or a meeting date will be set sooner than the fixed meeting date.</p> <p>Two or more Directors may ask for the Board’s meeting. In this case, Chairman of the Board will set a meeting date and hold a meeting within 14 days after receiving such request.</p>	<p>Clause 26. The Board of Directors has to hold one meeting within at least three months.</p> <p>Chairman of the Board of Directors is a person in authority to call a meeting. He possibly set an electronic meeting by send a letter of invitation to Directors not less than seven days in advance of a meeting date, except in case of emergency in order to safeguard rights and interests of the Company. A meeting will be called by other means of invitation or a meeting date will be set sooner than the fixed meeting date.</p> <p>Chairman of the Board or an assignee 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.</p> <p>Two or more Directors may ask for the Board’s meeting. In this case, Chairman of the Board will set a meeting date and hold a meeting within 14 days after receiving such request.</p>
<p>Clause 27. Regarding to the Board’s meeting, at least 50% of attendees are required to attend the meeting, then can form a quorum stipulated.</p>	<p>Clause 27. Regarding to the Board’s meeting, at least 50% of attendees are required to attend the meeting, then can form a quorum stipulated.</p> <p>The Board’s meeting, Chairman of the Board He possibly set an electronic meeting 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. Regulations, rules, and approaches of an electronic meeting act within the relevant law.</p>

The Articles of Association of the Company	The Amendment to the Articles of Association of the Company
<p>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.</p> <p>The Board of Directors will call a shareholder meeting as an Extraordinary General Meeting whenever appropriate.</p> <p>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.</p> <p>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.</p> <p>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. 34 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.</p>	<p>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.</p> <p>The Board of Directors will call a shareholder meeting as an Extraordinary General Meeting whenever appropriate.</p> <p>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.</p> <p>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.</p> <p>In case that the Board of Directors does not hold a meeting within a specified period of time according to Paragraph 4, 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 4. 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.</p>

The Articles of Association of the Company	The Amendment to the Articles of Association of the Company
	<p>Clause 32. (continued) In case of a shareholder meeting called by shareholders according to Paragraph 5, when a number of shareholders attending the meeting cannot form a quorum stipulated in no. 34 of these articles of associations, the shareholders according to Paragraph 5 have to take shared responsibility for expenses resulting from such meeting for the Company.</p>
<p>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.</p>	<p>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.</p> <p>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.</p>

For registration of the amendment to the Company's article of association Clause 26, Clause 27, Clause 32 and Clause 34 regarding to convening AGM shareholders' meetings via electronic medias with Department of Business Development, Ministry of Commerce, it is proposed that the Board of Directors and/or the authorized directors and/or person appointed by the Board of Directors or the authorized directors are authorized to amend or revise the proposed objectives in order to be in line with the registrar's instruction, which shall not impact to the substance of the proposed objectives.

Chairman of the Meeting asked the Meeting if anyone has questions or comments.

No shareholders or proxy-holders had questions or comments. The chairman thus asked the Meeting to pass a resolution and notified the shareholders or proxy-holders who wished to vote to disapprove of abstain from voting to mark their votes and then raise the ballots to be collected by the meeting staff.

Resolution for agenda item 9: To consider and amend the Company's article of association Clause 26, Clause 27, Clause 32 and Clause 34 regarding to convening AGM shareholders' meetings via electronic medias. The resolution was passed by the votes of no less than three-fourths of the total votes of the shareholders present and entitled to vote, as detailed below:

Approved	totaling	591,559,611	votes or	100.0000%
Disapproved	totaling	0	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 591,559,611 votes, or 100.00%.

Conclusion The Meeting unanimously approved amendment to the Company's article of association Clause 26, Clause 27, Clause 32 and Clause 34 regarding to convening AGM shareholders' meetings via electronic medias, as proposed by the Board of Directors.

Agenda 10. To consider other matters (if any)

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

Chairman of the Meeting asked the Meeting if any shareholders or proxy-holders had comments or suggestions or questions on any matters.

When no shareholders or proxy-holders had further comment, suggestion or question, the Chairman thanked all shareholders for attending the Meeting and declared the Meeting adjourned.

The Meeting adjourned at 15.06 hours.

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

Signed *Dararat Homrossukhon* Recorder of the Meeting
(Ms. Dararat Homrossukhon)
Secretary of the Meeting

Supporting Document
Annual General Meeting of Shareholders for the year 2021

Agenda 4 To approve the allocation of profit and dividend payment.

		For the year ended 31 December		
		2020	2019	2018
- Net Profit	(Million Baht)	385	350	286
- Earnings per share	(Baht)	0.64	0.58	0.48
- Interim dividend per share for the first half of the year (January 1 - June 30)		*0.25	0.30	0.30
- Interim dividend per share for the second half of the year (July 1 - December 31)		**0.40	0.35	0.30
- Total dividend per share	(Baht)	0.65	0.65	0.60
- Total dividend payments	(Million Baht)	390	390	360

Remark : The figures according to the separate financial statements.

- The Interim dividend for the first half-year operation from January 1st, 2020 to June 30th, 2020 which is already paid on December 30th, 2020
- ** The Interim dividend for the first half-year operation from July 1st, 2020 to December 31st, 2020 could be paid on May 19th, 2021 once it is approved by the AGM.

Supporting Document
Annual General Meeting of Shareholders for the year 2021

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

1. According to article 18 of the Company's articles of association, it is required that every annual general meeting of shareholders, one-third of company directors must be retired. If the number of directors that will be retired cannot be divided by three, then a closest number will be used but not more than one-third. In 2021 meeting, there are three directors that will be retired namely, Mr.Suvait Theeravachirakul, Assoc.Prof.Dr.Sathit Parniangtong and Mr.Kasemsuk Chongmankhong.
2. In 2020 from January 1st, 2020 to December 31st, 2020 the Board of Directors held 11 meetings. The details of attendance of the three directors are as follows.

Name	Position	Meeting Attendance (Times)	Terms (Years)
1. 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 Board	11/11	17
2. Assoc.Prof.Dr.Sathit Parniangtong*	Independent Director, Member of the Audit Committee, Chairman of the Compensation and Nomination Committee, Chairman of the Information Technology Governance Committee, Member of the Strategy and Member of the Good Corporate Governance Committee	11/11	11
3. Mr.Kasemsuk Chongmankhong	Director, Member of the Information Technology Governance Committee and Member of the Good Corporate Governance Committee	11/11	14

Remark : * Assoc.Prof.Dr.Sathit Parniangtong Holding the position of Independent Director for 5 years (from 2016)

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

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

 - 4.1 Holding shares not more than 1 percent of total number of shares with voting rights of the Company, subsidiary company, associated company, major shareholder or controlling person, including shares held by persons related to such Independent Director.
 - 4.2 Is not now and never has been an executive Director, employee, staff, advisor who receives salary, or a controlling person of the Company, subsidiary company, associated company, major shareholder or controlling person, unless the foregoing status has ended not less than two years prior to the appointment date. This restriction does not include cases in which the Independent Director used to be a government official or advisor of a government unit which is a major shareholder or controlling person of the Company.
 - 4.3 Not being a person related by blood or registration under laws such as father, mother, spouse, sibling and child, including spouse of children, executives, major shareholders, controlling persons, or persons to be nominated as executive or controlling person of the Company or its subsidiary company.
 - 4.4 Does not have and never had a business relationship with the Company, subsidiary company, associated company or major shareholder or controlling person that may have a conflict of interest that obstructs the independent opinion. As well, any Independent Director is not now and never have been a significant shareholder, controlling person of any person having a business relationship with the Company, subsidiary company, associated company, major shareholder or controlling person, unless the foregoing relationship has ended not less than two years prior to the appointment date.
 - 4.5 Is not now and never has been an auditor of the Company, subsidiary company, associated company, major shareholder or controlling person. Not being a significant shareholder, controlling person or partner of an audit firm which employs auditors of the Company, subsidiary company, associated company, major shareholder or controlling person, unless the foregoing relationship has ended not less than two years prior to the appointment date.
 - 4.6 Is not now and never has been a professional service provider, including a legal advisor or a financial advisor who receives service fees of more than two million Baht per year from the Company, subsidiary company, associated company, major shareholder or controlling person. Not being a significant shareholder, controlling person or partner or the professional service provider, unless the foregoing relationship has ended not less than two years prior to the appointment.

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

Tenure of the Independent Director

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

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

The said persons, who have been elected as the director of the company, have passed the screen process of the Board of Directors that to be qualified persons. Due to the Board of Directors have considered any persons who will take a position as Audit Committee but no one has qualified. Therefore, the Directors have nominated Assoc.Prof.Dr.Sathit Parniangtong, who has taken a position of Audit Committee about 5 years, as Audit Committee once again. She has skill and experience in the position of Audit Committee and can freely advise accordance with the concern rule. Hence, Assoc.Prof.Dr.Sathit Parniangtong has nominated as Audit Committee for 2 years and will expire on 2023 A.D and when she take a position of the Audit Committee until the end of this term she'll take this position about 8 years.

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

Supporting Document
Annual General Meeting of Shareholders for the year 2021

Biographies of the retired directors proposed to be reappointed



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 Board

Age: 61 years old

Appointment date as the Director: November 28th, 2003

Number of year as the Director: 17 years

Type of director nominated: Director

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

Education:

- Master of Business Administration, Wagner College, New York, U.S.A.
- Chief Executive Program, Class 10 Capital Market Academy (CMA)
- Anti-Corruption Strategic Management course for Senior Executives, Class 5 Sanya Dharmasakti Anti-Corruption Institute
- Top Executive Program in Energy Literacy-Class 8, Thailand Energy Academy (TEA)
- Top Executive Program in Commerce and Trade Commerce Academy, University of the Thai Chamber of Commerce (TEPCoT)

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

- Successful Formulation & Execution of Strategy (SFE), 2010
- Audit Committee Program (ACP), 2006
- Directors Certification Program (DCP), 2001

Experience:

• **Listed Companies** (Current 4 Companies)

- | | |
|----------------|---|
| 2017- Present | - Vice Chairman of the Board of Director
Patum Rice Mill and Granary Public Company Limited |
| 2016 – Present | - Member of the Good Corporate Governance Committee,
Member of the Compensation and Nomination Committee
Patum Rice Mill and Granary Public Company Limited |
| 2009 – Present | - Vice Chairman of the Executive Committee
Patum Rice Mill and Granary Public Company Limited |

- 2009 - Present - President
MBK Public Company Limited
- 2002 - Present - Director and Chief Executive Officer
MBK Public Company Limited
- 2002 - Present - Member of the Executive Committee
MBK Public Company Limited
- Jun. 2020 – Present - Independent Director and Member of the Audit committee
Kiattana Transport Public Company Limited
- 2019 – Present - Independent Director and Chairman Member of the Audit Committee
Dohome Public Company Limited
- 2017 – Present - Independent Director and Member of the Audit Committee
Thai Rung Union Car Public Company Limited
- 2005 – Present - Member of Risk Management Committee
Thai Rung Union Car Public Company Limited
- 2007 – 2019 - Independent Director and Member of the Audit Committee
IFS Capital (Thailand) Public Company Limited
- 2007 – 2018 - Chairman of the Executive Committee
Royal Orchid Hotel (Thailand) Public Company Limited
- 2005 – 2017 - Independent Director and Member of the Audit Committee
Thai Rung Union Car Public Company Limited
- 2000 – 2007 - Member of the Executive Committee
Royal Orchid Hotel (Thailand) Public Company Limited

• **Non-Listed Companies** (Current 84 Companies)

- May 2019 - Present - Director, Duang Capital Company Limited
- 2017 - Present - Chairman, MBK Food Service Company Limited
- 2013 - Present - Chairman, Innofood (Thailand) Company Limited
- 2012 - Present - Chairman, MBK Restaurant Group Company Limited
- 2009 - Present - Chairman, Sima Pac Company Limited
- 2006 - Present - Chairman, MBK Food Island Company Limited
- 2005 - Present - Chairman, PRG Properties Company Limited
(Change of the Company name from PRG Granary Company Limited)
- 2005 - Present - Chairman, Ratchasrima Rice Company Limited
- 1997 - Present - Chairman, MBK Food and Entertainment Company Limited
- Present - Chairman of the Board of Directors and Director the Subsidiaries
and associates of MBK

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

PRG shareholding: 0.02320% (As at book closing date on December 17th, 2020)

Family relationship (with directors/management): Brother-in-law, Mr.Somkiat Makcayathorn

Meeting attendance in 2020:

- Board of Directors' Meeting	11/11 times (100%)
- Good Corporate Governance Committee's Meeting	1/1 times (100%)
- Executive Committee's Meeting	12/12 times (100%)
- Compensation and Nomination Committee's Meeting	2/2 times (100%)

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

Supporting Document
Annual General Meeting of Shareholders for the year 2021

Biographies of the retired directors proposed to be reappointed



Assoc. Prof. Dr. Sathit Parniangtong

Independent Director / Member of the Audit Committee /
Chairman of the Compensation and Nomination Committee /
Chairman of the Information Technology Governance Committee /
Member of the Strategy Committee and
Member of the Good Corporate Governance Committee

Age: 67 years

Date appointed as director: November 30th, 2009

Tenure as director: 11 years

Tenure as Independent director: 5 years (starting from the year 2016)

Type of director nominated: Independent Director and Audit Committee

Area of expertise: Finance, Administrative Management, Strategic Management and Risk Management

Education:

- PhD.: Operations Management and Finance University of Wisconsin, USA
- Master: Industrial and Systems Engineering University of Wisconsin, USA
- Bachelors: Industrial and Manufacturing Engineering University of Wisconsin, USA
- Certificate in Politics and Governance in Democratic Systems for Executives Course, King Prajadhipok's Institute, 2004

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

- Director Certification Program (DCP), Class 128/2010
- Advanced Audit Committee Program (AACP), Class 13/2013
- Thailand's Private Sector Collective Action Coalition Against Corruption July 13rd, 2016
- Risk Management Program for Corporate Leaders (RCL) 13/2018
- Board Nomination and Compensation Program (BNCP) 7/2019

Experience: • Listed Companies (Current 2 Company)

Jan.2021 – Present	Chairman of the Information Technology Governance Committee, Member of the Strategy Committee Patum Rice Mill and Granary Public Company Limited
2009 – Present	Chairman of the Compensation and Nomination Committee, Member of the Audit Committee and Independent Director, Patum Rice Mill and Granary Public Company Limited
2016 – Present	Member of Good Corporate Governance Committee Patum Rice Mill and Granary Public Company Limited

2014 – 2017	Executive Director Origin Property Public Company Limited
2013 – Present	Chairman of the Compensation and Nomination Committee, Chairman of Risk Management Committee Member of Member of the Audit Committee and Independent Director PM Thoresen Asia Holdings Public Company Limited

• Other Non-Listed Companies/Entities (Current 1 companies)

2014 – Present	President, CMBT Co. Ltd.
2001 – Present	Associate Professor, Part Time Faculty Faculty of Commerce and Accountancy, Thammasat University,Sasin Graduate Institute of Business Administration of Chulalongkorn University
2001 – 2015	Executive Director, Head of General Management & Strategy Department Sasin Graduate Institute of Business Administration of Chulalongkorn University
2002 – 2003	Director of Management Project-Collaboration with Michael E. Porter: Creating the Foundations for Higher Productivity of Thailand Office of the National Economic and Social Development Board (NESDB)

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

PRG shareholding: -None- (As at book closing date on December 17, 2020)

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

Meeting attendance in 2020

- Board of Directors' Meeting	11/11 times (100%)
- Audit Committee's Meeting	12/12 times (100%)
- Good Corporate Governance Committee's Meeting	1/1 times (100%)
- Directors' Meeting of Non-executive directors	1/1 times (100%)
- Compensation and Nomination Committee's Meeting	2/2 times (100%)

Remark : - The Board of Directors has considered that the person who is nominated to be an independent director can give opinions independently and in accordance with relevant rules.

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

Supporting Document
Annual General Meeting of Shareholders for the year 2021

Biographies of the retired directors proposed to be reappointed



Mr. Kasemsuk Chongmankhong

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

Age: 61 years old

Date appointed as director: October 24th, 2006

Tenure as director: 14 years

Type of director nominated: Director

Area of expertise: Accounting, Finance, Investment, Administrative Management, Strategic Management, Risk Management and Human Resource Management

Education: Master of Accounting, Thammasat University

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

- Director Certification Program (DCP) 2004
- Anti-Corruption for Executive Program (ACEP) 2012

Experience: • Listed Company (Current 2 Company)

Jan.2021 – Present	Member of the Information Technology Governance Committee Patum Rice Mill and Granary Public Company Limited
2016 – Present	Member of Good Corporate Governance Committee Patum Rice Mill and Granary Public Company Limited
2006 – Present	Director, Patum Rice Mill and Granary Public Company Limited
2003 – Present	Senior Executive Vice President, Finance and Administration MBK Public Company Limited

• Non-Listed Company (Current 76 Company)

2013 – Present	Director, Innofood (Thailand) Company Limited
2013 – Present	Director, MBK Food System Company Limited
2012 – Present	Director, MBK Restaurant Group Company Limited
2009 – Present	Director, Ratchasrima Rice Company Limited
2006 – Present	Director, Sima Pac Company Limited Director, MBK Food Island Company Limited Director, PRG Properties Company Limited (Change of the Company name from PRG Granary Company Limited)

2003 – Present Director, MBK Food and Entertainment Company Limited
2003 – Present Director of the Subsidiaries and Associates of MBK Public Company

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

PRG shareholding: -None- (As at book closing date on December 17, 2020)

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

Meeting attendance in 2020:

- Board of Directors' Meeting	11/11 times (100%)
- Good Corporate Governance Committee's Meeting	1/1 time (100%)

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

Supporting Document
Annual General Meeting of Shareholders for the year 2021

Agenda 6. To consider and approve the director's remuneration and pension

- The remuneration paid to directors from January 1st, 2020 to December 31st, 2020 total position allowances and meeting allowances is amount to Baht 3,828,000 and the other benefits are Baht 301,538.19

Committee	Position Allowances (Baht)	Meeting Allowances (Baht)	Total (Baht)	Other Benefits (Baht)
Board of Directors	1,012,000.-	1,012,000.-	2,024,000.-	301,538.19
Executive Committee	-	704,000.-	704,000.-	-
Audit Committee	467,500.-	467,500.-	935,000.-	-
Compensation and Nomination Committee	-	165,000.-	165,000.-	-
Total	1,479,500.-	2,348,500.-	3,828,000.-	301,538.19

- The remuneration paid to directors from May 1st, 2021 to April 30th, 2022, which is being proposed to the shareholders for approval at the Annual General Meeting for the Year 2021

Committee	Position Allowances (Baht)	Meeting Allowances (Baht)	Other Benefits (Baht)	Total (Baht)
Board of Directors	759,000	759,000	500,000	2,018,000
Executive Committee	-	528,000	-	528,000
Audit Committee	385,000	385,000	-	770,000
Compensation and Nomination Committee	-	220,000	-	220,000
The Strategy Committee	-	660,000	-	660,000
The Information Technology Governance Committee	-	247,500	-	247,500
Reserve remuneration of committee	-	56,500	-	56,500
Total	1,144,000	2,856,000	500,000	4,500,000

Payment Records of Directors' Pension for the Year 2018 – 2020

Directors' pension (Baht)	For the year ended 31 December		
	2020 Proposed Year	2019	2018
	2,000,000	3,700,000	3,600,000

Remark: The proposed remuneration of the Company's Board of Directors and proposed the remuneration of other committees are always considered and approved by the Compensation and Nomination Committee.

**Supporting Document
Annual General Meeting of Shareholders for the Year 2021**

Agenda 7 To consider the appointment of auditors and fixing the audit fee for the year 2021

- **Approved the appointment of auditors of EY Office Limited as the Company's auditor for 2021 with the names and CPA license numbers as follow:**

No.	Name	Certified Auditor no.	Years of auditing for the company
1	Mrs. Gingkarn Atsawarangsalit	4496	2 years (For year ended December 31 st , 2019 and For year ended December 31 st , 2020)
2	Mr. Chayapol Suppasedtanon	3972	Never has been the Company's auditor
3	Ms. Orawan echawatanasirikul	4807	Never has been the Company's auditor
4	Ms. Kirdsiri Kanjanaprakasit	6014	Never has been the Company's auditor

One of the above auditors has the authority to audit and certify the financial statements for the year ended December 31st, 2021. It is also the auditors of the subsidiaries and associated companies.

- **Auditor's Fees**

For the fiscal year 2021, EY Office Limited proposes the auditor's fees is 1,150,000 Baht (One million one hundred and fifty thousand). These could be compared with the auditor's fees for prior year as follows;

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

- **Relationship with the Company**

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

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

In view of the fact that its subsidiaries and associated companies belong to Patum Rice Mill and Granary Public Company Limited's Group, the Company also appoints EY Office Limited as the auditor for the fiscal year 2021

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

Clauses relating to shareholder meetings in the Articles of Association of Patum Rice Mill and Granary 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.

MAP OF PATHUMWAN PRINCESS HOTEL



Pathumwan Princess Hotel

444 Phayathai Road, Wangmai, Pathumwan Bangkok 10330 Thailand
Telephone +66 (0) 2216-3700

Documents for the Rights to Attend the Meeting

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

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

- 1.1 Attendance in person: 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:
 - (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).

Documents Verification and Registration starting at 08.00 hours and proceeding until the Meeting of April 21st, 2021 is adjourned. The attached proxy form is the form detailing how the shareholders want their proxies to vote on each agenda (Form B).

Profiles of Independent Directors for Appointment of Proxy



1. Name : Dr. Pornsiri Poonakasem
Position in the Company : Independent Director
Age : 69 years old
Address : 208/5 Moo.18 Prachachern Road,
Lardyoa, Jatujak, Bangkok 10900
Conflict of Particular Interest in the Agenda : Agenda 6. To consider and approve the directors' remuneration and pension.



2. Name : Associate Professor Dr.Sathit Parniangtong
Position in the Company : Independent Director
Age : 68 years old
Address : 9/5 Moo.2 Tarang, Bangkhen,
Bangkok 10220
Conflict of Particular Interest in the Agenda : Agenda 5. To appoint new directors to succeed those completing their terms.
Agenda 6. To consider and approve the directors' remuneration and pension.



3. Name : Mrs. Veena Arunyakasem
Position in the Company : Independent Director
Age : 59 years old
Address : 919 Moo 9 Luan Pruksa Lake Ville,
Soi Taeparak 96, Taeparak Road,
Amphur Muang, Samutprakan
10270
Conflict of Particular Interest in the Agenda : Agenda 6. To consider and approve the directors' remuneration and pension.

QR Code Downloading Procedures for the Annual Report 2020

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

For iOS System

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

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

For Android System

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

How to scan the QR Code with Line application

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

Precautionary Measures and Guidelines for attending the 2021 Annual General meeting of Shareholders, regarding the outbreak of Coronavirus 2019 (COVID-19)

Due to the ongoing situation of COVID-19 in Thailand, is concerned over the risk of the infection at the shareholders' meeting. Patum Rice Mill and Granary Public Company Limited, therefore, kindly asks shareholders to be informed and cooperate with the following measures:

1. Due to Patum Rice Mill and Granary Public Company Limited ("PRG") Following the government measures regarding the meeting arrangement with restriction to maximum 200 seats. therefore, request for Shareholders' cooperation to giving a proxy to PRG's Independent Director to attend the meeting on behalf of Shareholders

To prevent and reduce the risk of spreading possibility of COVID-19 virus from the crowding of shareholders on the meeting day, PRG asks for Shareholders' kind cooperation to grant a proxy to PRG's Independent Director to attend the meeting.

2. Shareholders are welcome to submit relevant questions regarding the meeting and agenda items prior to the meeting date through the following channels:

2.1 To Patum Rice Mill and Granary Public Company Limited

88 M00 2, Tiwanont Road, Tumbol Bangkadee,

Amphur Mueng, Pathumtani 12000 (Corporate Governance Section)

2.2 E-mail: secretary.prg@patumrice.co.th

2.3 Fax: +66(0)2501-2176

3. In the case that any shareholder or proxy-holder still wants to attend in person, PRG would like to request attendees for cooperation to follow PRG's measures as follows:

3.1 All Attendees are required to fill in the COVID-19 Infection Risk Screening Form before entering the venue.

3.2 PRG shall conduct health screening, in compliance with the guidelines of Department of Disease Control, at the meeting entrance. For those being identified with respiratory symptom, PRG reserves the right to deny entry into the meeting. In case that the aforementioned shareholder presents at the venue, such shareholder may grant a proxy to PRG's Independent Director to attend the meeting. Each attendee will be required to stand at any line for health screening, documents check and registration, with 1.5 meters space from each other.

- 3.3 Attendees will be assigned to a seat with appropriate social distancing at the minimum of 2 meters from each other. This will significantly reduce the number of seats available in the meeting venue. PRG reserves the right to arrange seating with first come first serve basis. After the Registration, each attendee will be assigned a seating number and required to sit as specified for the sake of the disease prevention or following up in case of any unforeseen circumstances. When the seats are fully occupied, no more participants will be allowed to enter the meeting venue. To protect shareholder voting right, Shareholders who attend the meeting in persons, are required to grant proxy to the Company's Independent Directors to attend the Meeting instead of participating in persons.
- 3.4 The venue will be sanitized and cleaned with Alcohol prior to the meeting.
- 3.5 PRG kindly requests everyone to prepare and wear a facemask at all times.
- 3.6 For the safety and well-being of attendees, NO microphone will be available to ask questions at the meeting. Attendees can submit their written questions to the Company's staff to submit it to the Company's Chairman of the Board of Directors.
- 3.7 If there are any changes in the situation or additional AGM-related measures from the Government Official, PRG will inform Shareholders via the Company's website

https://investor.patunrice.co.th/ir_contact.html

If there are many attendees or they arrive at the same time, there may be delay in screening and registration for the meeting. PRG hereby apologizes for any such inconvenience that may arise.