

Document of Annual General Meeting of Shareholders

Year 2023

PRG Corporation Public Company Limited



Wednesday of April 19, 2023 at 10:00 a.m.

ELECTRONIC MEETING (e-AGM)



PRG Corporation Public Company Limited

[Head Office] 88 Moo 2, Tiwanon Road, Tumbol Bangkadee, Amphur Mueng Pathumtani, Pathumtani 12000

Telephone: +66 (0) 2501 2175 Facsimile: +66 (0) 2501 2176 Registration No. 0107536001702 Website: www.mahboonkrongrice.com

[Branch 2] 109/3 Moo 14 Mitraparp Road 90 KM., Tumbol Lardbuakhow, Amphur Sikhiu, Nakhonratchasima 30340

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

Guidelines in The Annual General Meeting of Shareholders for the Year 2023 of PRG Public Company Limited

As the company is concerned for the safety of shareholders, and in order to prevent the spread of Coronavirus infection (COVID-19), the Company, therefore, will hold the Annual General Meeting of Shareholders for the Year 2023 on Wednesday of April 19, 2023 at 10.00 a.m. via electronic platforms only. In addition, the company will not provide onsite registration also the live broadcast on AGM Inventech System (Thailand) Company Limited will be the registrar of the meeting participants of the shareholders for the transparent and verifiable outcome. The registration process shall be assured to comply with the principle of good corporate governance.

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

Yours Sincerely,

PRG Corporation Public Company Limited



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PRG.MD. 009/2023

March 28, 2023

Subject: Invitation to attend 2023 Annual General Shareholders' Meeting

Attention: Dear Shareholders,
PRG Corporation Public Company Limited

Enclose: **1. Supporting documents for the Annual General Meeting of Shareholders
for the Year 2023**

- 1.1 The Minutes of the Extraordinary General Meeting of Shareholders No.1/2022
- 1.2 Form 56-1 One report in which the statement of financial position (Balance Sheet) and statement of comprehensive income for the year ended December 31, 2022
- 1.3 Information on the comparison of annual dividend payments
- 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
- 1.5 Information on the remuneration and other benefits of various committees
- 1.6 Information on the auditors and the audit fees for the fiscal year 2023
- 1.7 Capital Increase Report Form (F53-4)

**2. Supporting documents for attending the Annual General Meeting of Shareholders
for the Year 2023**

- 2.1 The Company's Articles of Association regarding the AGM of Shareholders
- 2.2 Documents for the Rights to Attend the Meeting
- 2.3 Profiles of Independent Directors for proxy case
- 2.4 Procedures for QR Code Downloading for Form 56-1 One Report
- 2.5 Guidelines for attending the Annual General Meeting of Shareholders by Electronic Means via Inventech Connect
- 2.6 Privacy Notice For Shareholder Entitlement to propose Agenda and nominate the appropriate person(s) to consider as Company Director in advance
- 2.7 Proxy Form



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At the Meeting No. 3/23 on February 28, 2023, the Board of the Directors of PRG Corporation Public Company Limited has made a resolution to call for an Annual General Meeting of Shareholders on Thursday of April 19, 2023 at 10.00 a.m. By changing the participation method of the meeting to an electronic media meeting (e-AGM) from the MBK Company's meeting room, 444 8 Floor, MBK Center, Phayathai Road, Wangmai, Pathumwan, Bangkok. Details of the meeting agenda are as follows:

Agenda 1 To certify the minutes of the Extraordinary General Meeting of Shareholders No.1/2022 (the EGM)

Objective and Rationale

The Company convened the Extraordinary General Meeting of the Shareholders No.1/2022 on November 11, 2022 to consider issues as required by the Agenda of invitation. The minutes of the meeting is sent to the Stock Exchange of Thailand and the Ministry of Commerce within the period of time set by law and also available on the Company's web site (www.prg.co.th) as per the details shown on page 23-43.

The opinion of the Board of Directors

The minutes of the Extraordinary General Meeting of Shareholders No. 1/2022 was correctly reported. Thus, the AGM should approve the minutes.

Agenda 2 To report the company's performances for the year 2022

Objective and Rationale

The Company's operating results of the year, January 1, 2022 to December 31, 2022 is sent and disclosed to the Stock Exchange of Thailand reported and can be found in Form 56-1 One Report which is attached together with this invitation.

The opinion of the Board of Directors

The company's performances for the year 2022 should be reported for acknowledgement of the shareholders.



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Agenda 3 To approve the statement of financial position and statement of comprehensive income for the fiscal year ended December 31, 2022

Objective and Rationale According to the Public Limited Company Act 1992 and the company's articles of association, the company must issue a statement of financial position and statement of comprehensive income as at the end of company fiscal year. These financial statements must be audited by auditor before presenting to the meeting for approval. A statement of financial position and statement of comprehensive income ended December 31, 2022 is included in Form 56-1 One Report and it has been audited by auditor. The company audit committee and the board of directors have approved these statements.

The opinion of the Board of Directors

The mentioned the statements of financial position and statement of comprehensive income for the fiscal year ended December 31, 2022 have already been audited as unqualified opinion by the auditor and certified by both the Audit Committee and the Board of Directors, thus the AGM should approve the statements of financial position and statement of comprehensive income for the fiscal year ended December 31, 2022

Agenda 4 To consider and approve the omission of the allocation of net profit as a legal reserve fund and the omission of dividend payment for the year 2022

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 1, 2022 through December, 31, 2022, the company has a net profit of Baht 608,489,049 (Six hundred eight million four hundred eighty-nine thousand 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.



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The opinion of the Board of Directors

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

1. To acknowledge the non-appropriation of 2022 net profit as a legal reserve fund due to the company has a legal reserve of Baht 90,000,000 (Ninety million Baht) as 10% of registered capital by law which do not require any further reserve.
2. To consider dividend paid for shareholders from July 1, 2022 to December 31, 2022 of 0.30 (Thirty Stang) per share in number of 690,410,195 (six hundred and ninety million, four hundred and ten thousand, one hundred and ninety-five) shares of which par value of THB 1.00 The total amount is THB 207,123,058.50 (Two hundred and seven million, one hundred and twenty-three thousand and fifty-eight point five zero Baht).

In this regard, the number of shares and the amount required for the payment as mentioned above may be subject to change according to the amount of warrants exercised in March 2023.

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

- Dividend payment of THB 0.264 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.
- Dividend payment of THB 0.036 per share is paid from the retained earnings being liable to 20% corporate income tax whereby individual shareholders shall be entitled to a tax credit.

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

3. 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 20th, 2023 and dividends are determined to be paid on May 8th, 2023.



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The Company has the policy to pay out dividend to shareholders at the rate of not less than the dividend paid in the previous year and depending on economic condition and company's projects in the future.

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 2023 meeting, there are three directors that will be retired namely

Mr. Suphadej Poonpipat (Board non Executive)	Chairman of the Board of Directors and Chairman of the Good Corporate Governance and Sustainability Committee
Mrs. Veena Arunyakasem (Independent Director)	Independent Director, Member of Audit Committee, Chairman of the Strategy Committee and Member of the Good Corporate Governance and Sustainability Committee
Mr. Kasemsuk Chongmankhong (Board non Executive)	Director, Member of the Information Technology Committee and Member of the Good Corporate Governance and Sustainability Committee

Profiles of the proposed directors are shown on page 45 - 59

The Company announced on the website of company's investor relation for invitation to shareholders to nominate qualified candidate(s) for an election of the Company's director(s) and propose advance agenda since October 1, 2022 to December 31, 2022. 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.



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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. Suphadej Poonpipat, Mrs. Veena Arunyakasem and Mr. Kasemsuk Chongmankhong should be proposed to the Annual General Meeting for consideration that Mr. Suphadej Poonpipat, Mrs. Veena Arunyakasem 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. 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 approve the director's 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 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 8,500,000 (Eight million five hundred thousand Baht) per annum, and approve any privilege of THB 500,000 (Five hundred thousand Baht) per annum. Total amounting of THB 9,000,000



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(Nine million Baht) per annum for the Board of Directors, the Executive Committee, the Audit Committee, the Compensation and Nomination Committee, the Strategy Committee and the Information Technology Governance Committee are detailed as follows;

1. Remuneration for Board of Directors meeting

- Chairman 55,000 Baht/per person/per month
- Vice Chairman 33,000 Baht/per person/per month
- Director 27,500 Baht/per person/per month

2. Remuneration for the Executive Committee

- Chairman 55,000 Baht/per person/per attendance
- Vice Chairman 33,000 Baht/per person/per attendance
- Member (non-executive) 27,500 Baht/per person/per attendance

3. Remuneration for the Audit Committee

- Chairman 55,000 Baht/per person/per month
- Director 27,500 Baht/per person/per month

4. Remuneration for the Compensation and Nomination Committee

- Chairman 55,000 Baht/per person/per attendance
- Director 27,500 Baht/per person/per attendance

5. Remuneration for the Strategy Committee

- Chairman 55,000 Baht/per person/per attendance
- Director 27,500 Baht/per person/per attendance

6. Remuneration for the Information Technology Governance Committee

- Chairman 55,000 Baht/per person/per attendance
- Director 27,500 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



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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 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.

Agenda 7 To consider the appointment of auditors and determining the audit fee for the year 2023

Objective and Rationale

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

The opinion of the Board of Directors

The AGM should consider appointing from EY Office Limited to audit the Company financial statement for the year 2023. the following people;

- | | |
|---------------------------------|---|
| 1. Mrs.Gingkarn Atsawarangsalit | Certified Public Accountant no. 4496 and/or |
| 2. Miss Rosaporn Decharkom | Certified Public Accountant no. 5659 and/or |
| 3. Ms.Sumana Punpongsanon | Certified Public Accountant no. 5872 and/or |
| 4. Ms.Kirdsiri Kanjanaprakasit | Certified Public Accountant no. 6014 |

From EY Office Company Limited to audit the Company financial statement for the year 2023. The annual audit fee is in amount of Baht 700,000 (Seven hundred thousand Baht) as per the details shown on page 60-63.



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Agenda 8 To approve the decrease of the registered capital of the company from the original registered capital of THB 874,970,249 to new registered capital of THB 694,970,249 by reducing of the unpaid capital amount of 180,000,000 shares with a par value of THB 1 per share which have been not allocated in the whole according to the resolution EGM no.1/2022

Objective and Rationale

As the company increased its registered capital by 180,000,000 baht to support the capital increase under the general mandate in the Extraordinary General Meeting of Shareholders No.1/2022, but the company has not yet issued and offered the said capital increase shares. Therefore, in order to comply with the Public Limited Act 2535 on capital increase under Section 136, the company has to decrease its registered capital.

The opinion of the Board of Directors

The board of directors deems it appropriate to propose the AGM, has approved to decrease of the registered capital of the company from the original registered capital of THB 874,970,249 to new registered capital of THB 694,970,249 by reducing of the unpaid capital amount of 180,000,000 shares as per the details shown on page 60 - 63.

Agenda 9 To approve to amend the Article 4 of the memorandum of the company to be in accordance with the decrease of the registered capital

Objective and Rationale

To be in accordance with the reduction of the Company's registered capital of the company in Agenda 8

The opinion of the Board of Directors

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



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Article 4. Registered capital	:	694,970,249 baht (Six hundred ninety-four million nine hundred seventy thousand two hundred forty-nine baht)
Dividend into	:	694,970,249 shares (Six hundred ninety-four million nine hundred seventy thousand two hundred forty-nine shares)
Value per share	:	1 baht (one baht)
Dividend into	:	
Ordinary share	:	694,970,249 share (Six hundred ninety-four million nine hundred seventy thousand two hundred forty-nine shares)
Preferred share	:	-not exist- (--)"

Agenda 10 To approve to increase the registered capital of the company under the General Mandate to the existing shareholders proportionate to their respective shareholdings from THB 694,970,249 to THB 874,970,249 by issuing 180,000,000 new ordinary shares with a par value of THB 1 per share

Objective and Rationale

In order to conduct business of the company in line with the conservative financial management policy of Shareholders to consider and approve the increase of the Company's registered capital General Mandate. In this regard, if there is an unexpected situation in the future, the company will have reserved funds for financial management without affecting the company's operation.

The opinion of the Board of Directors

The board of directors deems it appropriate to propose the AGM, has approved to increase the registered capital of the company under the General Mandate to the existing shareholders proportionate to their respective shareholdings from THB 694,970,249 to THB 874,970,249 by issuing 180,000,000 new ordinary shares with a par value of THB 1 per share as per the details shown on page 60 - 63.

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



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

Objective and Rationale

To be in accordance with the increase of the registered capital of the company in Agenda 10

The opinion of the Board of Directors

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

Article 4.	Registered capital	: 874,970,249 baht (Eight hundred seventy-four million nine hundred seventy thousand two hundred forty-nine baht)
	Dividend into	: 874,970,249 shares (Eight hundred seventy-four million nine hundred seventy thousand two hundred forty-nine shares)
	Value per share	: 1 baht (one baht)
	Dividend into	
	Ordinary share	: 874,970,249 share (Eight hundred seventy-four million nine hundred seventy thousand two hundred forty-nine shares)
	Preferred share	: -not exist- (--)"

Agenda 12 To approve to the allocation of newly issued ordinary shares of the company under the General Mandate of not more than 180,000,000 shares with a par value of THB 1 per share

Objective and Rationale:

According to the company proposed to the AGM has approve the increase the registered capital of the company under the General Mandate in agenda 10, therefore propose to the AGM approve the allocation of 180,000,000 new ordinary shares with a par value of 1 baht to the existing shareholders, to comply with the regulations of the Stock Exchange of Thailand and the Securities and Exchange Commission.



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The opinion of the Board of Directors

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

- Allocation of not more than 180,000,000 new ordinary shares or equivalent to 26.07% of the paid-up capital, offering to the shareholders in proportion to their shareholding.

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

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

The details of the allocation of newly issued ordinary shares appear in accordance with Enclosed with Capital increase report form (F53-4) The supporting document from Pages 60 - 63



PRG Corporation Public Company Limited

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 (Branch 3) 444, MBK Center, 5th Floor, Phayathai Road, Wangmai, Pathumwan, Bangkok, 10330

Agenda 13 To approve to amend the Company’s article of association Chapter 5 Director Clause 26 and Clause 27, Chapter 6 Shareholder Meeting Clause 34 and Clause 35 in accordance with the latest amendment to the Public Limited Companies Act B.E. 2565

Objective and Rationale

To Comply with the latest amendment to the Public Limited Companies Act B.E. 2565

The opinion of the Board of Directors

The board of directors deems it appropriate to propose the AGM to amend the Company’s article of association Chapter 5 Director Clause 26 and Clause 27, Chapter 6 Shareholder Meeting Clause 34 and Clause 35 in accordance with the latest amendment to the Public Limited Companies Act B.E. 2565 as follows:

The Articles of Association of the Company	The Draft Amendment to the Articles of Association of the Company
<p>Clause 26 The Board of Directors have to hold meeting at least every 3 months</p> <p>The Chairman has the authority to convene a meeting which is possibly assigned to be an electronic meeting, providing that will send a meeting invitation letter to Directors not less than 7 days before a meeting in advance. Except in an emergency for the sake of protecting the Company’s rights and benefits, a meeting can be held in any of other forms or a meeting date can be set earlier.</p> <p>Whenever a meeting of the Board of Directors is an electronic meeting, the Chairman or the assignee possibly send a meeting invitation letter and meeting documents by means of an</p>	<p>Clause 26 The Board of Directors have to hold 1 meeting at least every 3 months.</p> <p>The Chairman is the one who convenes a meeting of the Board of Directors when there is any reasonable cause for the Company’s benefit. Two Directors or more can jointly request the Chairman to convene a meeting of the Board of Directors. Agendas and reasons for the meeting for consideration have to be set forth. The Chairman then will convene a meeting and set its meeting date within 14 days since a date the request is received.</p> <p>In case that the Chairman does not carry out the duty according to Paragraph 2, Directors who jointly request a meeting can convene and set a</p>



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The Articles of Association of the Company	The Draft Amendment to the Articles of Association of the Company
<p>electronic mail. Rules and process of sending a meeting invitation letter by means of an electronic mail have to comply with related law.</p> <p>Two Directors or more can request a meeting of the Board of Directors. In this case, the Chairman can set a meeting date and convene a meeting within 14 days since a date such a request is received.</p>	<p>date of a meeting of the Board of Directors in order to consider requested matters within 14 days since a due date according to Paragraph 2.</p> <p>In case there is no Chairman whatever the reason is, the Vice Chairman will convene a meeting of the Board of Directors. In case there is no Vice Chairman whatever the reason is, two Directors or more may jointly convene a meeting of the Board of Directors.</p> <p>For convening a meeting of the Board of Directors, a meeting invitation letter is delivered to Directors not less than 3 days before a meeting in advance. Except in an emergency for the sake of protecting the Company's rights and benefits, a meeting can be held in any other forms and a meeting date can be set earlier. Whenever a meeting of the Board of Directors is an electronic meeting, the Chairman or the assignee possibly send a meeting invitation letter and meeting documents by means of an electronic mail. The rules and process of sending a meeting invitation letter by means of an electronic mail have to comply with related law.</p>
<p>Clause 27 Board of Directors Meeting, there must be directors attending the meeting not less than half of all directors to be counted as quorum.</p> <p>Board of Directors Meeting can be held via electronic means; the attendees must identify</p>	<p>Clause 27 Clause 27 Board of Directors Meeting, there must be directors attending the meeting not less than half of all directors to be counted as quorum.</p>



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The Articles of Association of the Company	The Draft Amendment to the Articles of Association of the Company
<p>themselves via electronic means before joining the meeting. All attendees can vote explicitly or anonymously and voting results must be kept as evidence upon the safety standard identified by laws. All regulations, rules and procedures for electronics meeting must be in accordance with related laws. The meeting is held via electronic means; the Company's head office shall be deemed the meeting venue of the meeting.</p>	<p>Board of Directors Meeting can be held via electronic means; the attendees must identify themselves via electronic means before joining the meeting. All attendees can vote explicitly or anonymously and voting results must be kept as evidence upon the safety standard identified by laws. All regulations, rules and procedures for electronics meeting must be in accordance with related laws. The meeting is held via electronic means; the Company's head office shall be deemed the meeting venue of the meeting.</p> <p style="padding-left: 40px;">The meeting is held via electronic means, the Company's head office shall be deemed the meeting venue of the meeting.</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</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</p>



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The Articles of Association of the Company	The Draft Amendment to the Articles of Association of the Company
<p>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>	<p>consecutive days and at least three days before the meeting date. or via electronic means.</p> <p>In sending any letter of invitation 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> <p>However, the place to be used as the meeting place must be in the area where the company's head office is located, branch offices of the company or nearby provinces and if the meeting is held via electronic means, the Company's head office shall be deemed the meeting venue of the meeting.</p>
<p>Clause 3 5 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.</p>	<p>Clause 3 5 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 or the proxy may be made by electronic means instead. It must use a method that is safe and reliable that the proxy is made by the shareholder.</p>



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Agenda 14 Other (if any)

Objective and Rationale

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

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

The opinion of the Board of Directors

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

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



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In this connection, the Board of Directors will prepare a list of shareholders eligible for attending the Annual General Meeting of Shareholders by Electronic Means (e-AGM) (Record Date) on March 20, 2023 Also, the Board of Directors has assigned the Managing Director to Change the date, time, or the place of meeting, including any actions related to the calling and organizing the Shareholders Meeting for the year 2023 under the conditions of the relevant laws and regulations.

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

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

PRG Corporation Public Company Limited

Corporate Governance Section

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

Tel. 02-501-2175 Ext. 687 Fax. 02-501-2176

For Shareholders who would like to attend the Meeting either through the Electronic Means by yourself or someone who is not the provided independent directors, please note that the electronic registration will be available from April 5, 2023 at 08.30 a.m. onward until the end of the meeting on April 19, 2023. With details in Guidelines for attending the Annual General Meeting of Shareholders by Electronic Means (e-AGM). However, if the Shareholder for a troubleshooting related to the system, please contact call center Tel. 02-931-9130 from 8.30 a.m. to 5.30 p.m. (Only on working days Excluding national holidays and public holidays)



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

Sincerely yours,

By Order of the Board of Directors

-Signed-

Somkiat Makcayathorn

Director and Managing Director

PRG Corporation Public Company Limited

Please prepare the following documents for proxy:

Personal shareholder

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

Organization shareholder

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



บริษัท พี อาร์ จี คอร์ปอเรชั่น จำกัด (มหาชน)

(สำนักงานใหญ่) 88 หมู่ที่ 2 ถนนติวานนท์ ตำบลบวมกะถี่ อำเภอเมืองปทุมธานี จังหวัดปทุมธานี 12000

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

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

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

Minutes of the Extraordinary General Meeting of Shareholders No.1/2022

Conducted Through the Electronic Meeting

of

PRG Corporation Public Company Limited

Date and time: Friday November 11, 2022. at 10.00 a.m.

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

Before the Meeting

The Company's Board of Directors assigned **Ms. Sattakamol Worakul** as a master of ceremonies to conduct the Extraordinary General Meeting of Shareholders No. 1/2022. Before the Meeting, the Meeting's preliminaries were informed as follows.

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

The Company's Board of Directors then resolved to hold the Extraordinary General Meeting of Shareholders No.1/2022 of MBK Public Company Limited, 444, 8th Floor, MBK Center Building, Phayathai Road, Shareholders only through the electronic meeting (Cisco Webex Meeting) at the meeting room Wangmai, Pathumwan, Bangkok, no walk-in registration, and no live broadcasting of the Meeting through any media except the electronic media. Inventech Systems (Thailand) Company Limited was a meeting conductor under the Emergency Decree on Electronic Meetings, B.E. 2563 (2020), the Notification of Ministry of Digital Economy and Society Re: Standards for Maintaining Security of Meetings through Electronic Means, B.E. 2563 (2020), and relevant laws or regulations.

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

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

- 4 shareholders attended the Meeting in person, holding a total of 410 shares.
- 25 shareholders granted a proxy, holding a total of 647,297,118 shares.
- 29 shareholders both attended the Meeting in person and granted the proxy to proxies, holding a total of 647,297,528 shares.

The Company had a total of 1,406 shareholders, holding a total of 658,579,462 shares. The shareholders attended the Meeting in person and granted the proxy to proxies, represented 98.2869% of the total shares of the Company, constituted a quorum. The Meeting was declared open.

At the Meeting

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

Mr. Suphadej Poonpipat, Chairman of the Meeting, welcome shareholders for attending the Meeting and opened the Extraordinary General Meeting of Shareholders No.1/2022, conducted through the Electronic Meeting. The Meeting's moderators were assigned as follows:

- Mr. Suvait Theeravachirakul Vice Chairman of the Board was the Meeting's moderator for agendas 1 to 10.
- Ms. Kanuengnuch Thongprayud Company Secretary, was assigned as the Meeting's secretary and to record the Meeting
- Mr. Apichat Kamoltham and Ms. Satakamol Worakul, were the Meeting's moderator and explained the today's meeting method and criteria.

Ms. Satakamol Worakul informed the Meeting that 9 directors were attending the Meeting as follows:

1. Mr. Suphadej Poonpipat Chairman of the Board of Directors, and Chairman of the Good Corporate Governance Committee
2. Mr. Suvait Theeravachirakul Vice Chairman of the Board, Member of the Compensation and Nomination Committee, Member of the Good Corporate Governance Committee and Vice Chairman of the Executive Committee

- | | |
|---------------------------------------|--|
| 3. Dr. Pornsiri Poonakasem | Independent Director, Chairman of Audit Committee, Member of the Compensation and Nomination Committee, and Member of the Good Corporate Governance Committee |
| 4. Assoc.Prof.Dr. Sathit Parniangtong | Independent Director, Member of Audit Committee, Chairman of the Compensation and Nomination Committee, Chairman of the IT Committee, Member of the Strategy Committee and Member of the Good Corporate Governance Committee |
| 5. Ms. Veena Arunyakasem | Independent Director, Member of Audit Committee, Chairman of the Strategy Committee and Member of the Good Corporate Governance Committee |
| 6. Mr. Pakit lamopas | Director, Member of the Strategy Committee, Member of the Good Corporate Governance Committee and Chairman of the Executive Committee |
| 7. Mr. Kasemsuk Chongmankhong | Director, Member of the IT Committee and Member of the Good Corporate Governance Committee |
| 8. Mr. Wichak Praditavanij | Director, Member of the Executive Committee, Member of the IT Committee and Member of the Good Corporate Governance Committee |
| 9. Mr. Somkiat Makcayathorn | Director, Member of the Executive Committee, Member of the Strategy Committee, Member of the IT Committee, Member of the Good Corporate Governance Committee, and Managing Director |

Mr. Suvait Theeravachirakul, Mr. Somkiat Makcayathorn, Mr. Wichak Praditavanij and Mr. Kasemsuk Chongmankhong presented at the Meeting. The rest 5 directors attended the Meeting through electronic means.

The number of directors attending the Meeting was 9 directors representing 100 percent.

There were 10 members of the Senior Executive Management attended the Meeting as follows:

1. Mr. Somkiat Makcayathorn	Managing Director
2. Ms. Pimonrat Chitpavanaskul	Assistant Managing Director of Sales Domestic
3. Mr. Satawat Laklaem	Assistant Managing Director of Food Center
4. Mr. Thirachai Issara	Assistant Managing Director of OEM
5. Mr. Jirachan Kampiranond	Assistant Managing Director of Marketing
6. Mr. Rachanon Thitichavalitkun	Assistant Managing Director of Logistics
7. Mr. Abhimongkol Kitjawatra	Vice President of Property Management Department
8. Mr. Nalin Harnmanorom	Senior Vice President of Finance & Administration Division
9. Ms. Preeyanuch Nuntachote	Senior Vice President of Finance Department
10. Ms. Prisana Klankaew	Vice President of Accounting Department

Mr. Somkiat Makcayathorn and Mr. Nalin Harnmanorom 2 Executive Management members, presented at the Meeting. The rest of 8 Executive Management member attended the Meeting through electronic means.

The vote counter and the auditor were:

1. **Ms. Kanuengnuch Thongprayud** Company Secretary, was assigned as the Meeting's secretary and to record the Meeting
2. **Ms. Saichon Rattanakrajang** Independent Auditor who is not related to the Company, was an honored representative of the shareholders to verify the votes in the Meeting.

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

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

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

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

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

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

3. Voting on each agenda through the electronic meeting

(1) To vote, the shareholders may choose an agenda on which they want to vote, the system then shows 4 buttons for voting which are:

- Approval (Green)
- Disapproval (Red)
- Abstention (Orange)
- Cancellation of the Latest Voting (Blue)

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

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

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

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

4. Asking questions or giving opinions at the Meeting

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

(2) If many related questions to such an agenda are submitted into the system, the Company will choose the questions as appropriate.

Mr. Suvait Theeravachirakul, Vice Chairman of the Board, started the Meeting according to the agenda assigned by the Chairman as follows.

Agenda 1 To certify the minutes of the Annual General Meeting of Shareholders 2022 (the AGM)

Mr. Suvait Theeravachirakul, Vice Chairman of the Board requested the Meeting to certify the minutes of the Annual General Meeting of Shareholders 2022 which was held on 28 April 2022. The details of such minutes had been submitted to all shareholders total 36 pages as presented in the supporting document on pages 15 – 50.

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

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

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

Resolution for agenda 1 to certify the minutes of the Annual General Meeting of Shareholders 2022, as detailed below:

Approved	totaling	647,297,538	votes or	99.9999%
Disapproved	Totaling	0	votes or	0.0000%
Voided Ballot	Totaling	7	votes or	0.0000%
Abstained	totaling	0	votes or	0.0000%

The total votes for this agenda item were 647,297,545 votes or 100.0000%

Conclusion The Meeting, by a majority vote of 99.9999% , approved the certification of the minutes of the Annual General Meeting of Shareholders 2022 as proposed by the Board of Directors.

Agenda 2 To approve the decrease of the registered capital of the company from the original registered capital of THB 841,847,555 to new registered capital of THB 661,847,555 by reducing the ordinary shares reserved for increase of registered capital under the General Mandate amount of 180,000,000 shares with a par value of THB 1 per share which have not been allocated in the whole according to the resolution AGM 2022.

Mr. Suvait Theeravachirakul explained to the Meeting that the Board of Directors deems it appropriate to propose to the Extraordinary General Meeting of Shareholders No.1/2022 to consider and approve the reduction of the Company's registered capital from the original registered capital of 841,847,555 Baht to a newly registered capital of 661,847,555 Baht by eliminating 180,000,000 registered ordinary shares that support a general mandate of the capital increase, in which the Company has not yet issued or offered, according to the supporting document on pages 51 and 56 (relevant pages are 51 - 58).

Based on the Board of Directors' opinion to propose to the Meeting to consider and approve the offering of warrants to purchase the Company's ordinary shares No.3 (PRG-W3) in Agenda 4, therefore, the capital must be increased to support such shareholders' rights to purchase such Company's ordinary share. When the Company has not yet allocated the increased capital shares by general mandate under the law, so firstly this capital must be reduced.

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

None of the shareholders or proxies had questions, asked the shareholders to vote on Agenda 2. This agenda requires the votes of not less than three-fourths of the total votes of the shareholders who attend the Meeting and have the right to vote.

Resolution on Agenda 2, to consider and approve To approve the decrease of the registered capital of the company from the original registered capital of THB 841,847,555 to new registered capital of THB 661,847,555 by reducing the ordinary shares reserved for increase of registered capital under the General Mandate amount of 180,000,000 shares with a par value of THB 1 per share which have not been allocated in the whole according to the resolution AGM 2022. The vote results are as follows:

Approved	totaling	647,297,538	votes or	99.9999%
Disapproved	totaling	0	votes or	0.0000%
Abstained	totaling	7	votes or	0.0000%
Invalid Ballots	totaling	0	votes or	0.0000%

The total votes for this agenda item were 647,297,545 votes, or 100.0000%

Conclusion The Meeting, by a majority vote of 99.9999% , which is the votes of not less than three-fourths of the total votes of the shareholders who attend the Meeting and have the right to vote, approved the decrease of the registered capital of the company from the original registered capital of THB 841,847,555 to new registered capital of THB 661,847,555 by reducing the ordinary shares reserved for increase of registered capital under the General Mandate amount of 180,000,000 shares with a par value of THB 1 per share which have not been allocated in the whole as proposed by the Board of Directors.

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

Mr. Suvait Theeravachirakul explained to the Meeting that to be in line with the reduction of the registered capital of the Company on Agenda 2, it is appropriate to propose to the Extraordinary General Meeting of Shareholders No. 1/ 2022 to consider and approve the amendment of Clause 4 of the Company's Memorandum of Association as follows:

Article 4. Registered capital	:	661,847,555 baht (Six hundred and sixty-one million eight hundred and forty-seven thousand five hundred and fifty-five baht only)
Dividend into	:	661,847,555 shares (Six hundred and sixty-one million eight hundred and forty-seven thousand five hundred and fifty-five shares)
Value per share	:	1 baht (one baht)

Dividend into

Ordinary share : 661,847,555 share (Six hundred and sixty-one million eight hundred and forty-seven thousand five hundred and fifty-five shares)

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

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

None of the shareholders or proxies had questions, asked the shareholders to vote on Agenda 3. This agenda requires the votes of not less than three-fourths of the total votes of the shareholders who attend the Meeting and have the right to vote.

Resolution on Agenda 3, to consider and approve the amendment of Clause 4 of the Company's Memorandum of Association to be in line with the reduction of the Company's registered capital. The vote results are as follows:

Approved	totaling	647,297,538	votes or	99.9999%
Disapproved	totaling	0	votes or	0.0000%
Abstained	totaling	7	votes or	0.0000%
Invalid Ballots	totaling	0	votes or	0.0000%

The total votes for this agenda item were 647,297,545 votes, or 100.0000%

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

Agenda 4 To approve to the offering or the allocating of the Company's warrants to purchase ordinary shares No.3 (PRG-W3) in the amount not more than 33,072,439 units for allocation to existing shareholders of the Company in proportion to their respective shareholdings

Mr. Suvait Theeravachirakul reported to the Meeting that is to prepare and strengthen and provide financial flexibility for company's future projects. And to reserve money for the Company's working capital. In addition, the company intends to provide return to the shareholders of the Company. Therefore, it is deemed appropriate to propose to The Extraordinary General Meeting of Shareholders

No.1/2022 to consider and approve the issuance and allocation of warrants to purchase the newly issued ordinary shares of PRG Corporation Public Company Limited No.3 (Warrants).

the Board of Directors deems it appropriate for the Extraordinary General Meeting of Shareholders No. 1/2022 to consider and approve the offering or allocation of warrants to purchase the Company's ordinary shares No. 3 (PRG-W3) in the amount of not more than 33,072,439 units for allocation to the existing shareholders of the Company in proportion to their shareholding, on a free of charge (zero Baht) basis. The allocation ratio is 20 ordinary shares per 1 unit of the warrant. The fraction of calculation of the right to receive warrants for each shareholder will be rounded off. The warrants are valid for not exceeding 3 years from the date of issuance of the warrants. The exercise ratio is 1 warrant per 1 ordinary share at 5 Baht ("Exercise Price") ("PRG-W3"). The Company expects to issue warrants within the forth quarter of 2022. The exercise period is every 15th date of January, February, March, April, May, June, July, August, September, October, November, and December every year throughout the term of the warrants. If the exercise date falls on the Company's holiday, the exercise date will be to be postponed to the next business day. The Company expects that the first exercise date will be on 16 January 2023. The last exercise date will be on 17 November 2025. If the last exercise date falls on the Company's holiday, the exercise date will be to be brought forward to the prior business day of the Company. Warrant holders who wish to exercise their rights to purchase the Company's ordinary shares must notify the Company of their exercise right to purchase the Company's ordinary shares between 9.30 a.m. and 3:30 p.m. within 5 business days prior to each exercise date, except for the last exercise in which the warrant holders must notify to the Company their exercise right to purchase the Company's ordinary shares between 9.30 a.m. and 3:30 p.m. within 15 business days prior to the last exercise date. The details of the issuance of the PRG-W3 and initial information of the PRG-W3 were presented in the supporting document on pages 59 - 66.

In this regard, the Company has set the date for determining the names of the shareholders who shall be entitled to receive the offering or the allocating of the PRG-W3 Warrants on October 21, 2022 (Record Date). However, the determination of such right remains uncertain and subject to an approval of the EGM

In offering or the allocating the PRG-W3 Warrants to existing shareholders and there is still a risk to shareholders which possibly imposes an obligation on the Company according to international law. Therefore, in order to manage the above-mentioned risk, the Board of Directors may exercise its discretion not to offer or not to allocate the warrants to any shareholders who is residing in France, Singapore, the United Kingdom, China, India, the United States of America, Switzerland, Japan, Vietnam

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

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

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

(c) to have additional expenses and/or excessive risks when compared to the benefits that the Company will receive if the PRG-W3 Warrants are offered or allocated to the relevant subscribers or groups or executing the relevant processes; or

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

The factors used by the Company to support its consideration to not offer or not allocate the PRG-W3 Warrants include, but not limited to, the additional obligations that the Company will have under foreign laws, or the burden to examine legal points and/or to comply with the duties under foreign laws, the additional expenses in examining and seeking advice and recommendations on foreign laws, and/or the potential risks compared to the benefits that the Company will receive if the PRG-W3 Warrants are offered or allocated to existing shareholders of the company. Furthermore, the Company may offer or allocate. the PRG-W3 Warrants to existing shareholders of the company is entitled to offering or the allocation the PRG-W3 Warrants subject to international practices or an exemption under foreign laws that are effective and to the Company's ability to carry out the offering or the allocation at relevant times.

In this connection, the Company has the right to not offer or not allocate of the PRG-W3 Warrants from the shareholders who have their mailing addresses outside Thailand. In this regard, the Company has the right to use its discretion in considering changing the relevant details as appropriate by taking into account the factors as stated above, which includes without limitation, the determination of a list of non-restricted countries and/or a list of restricted countries, for the successful completion of the offering or the allocation of the PRG-W3 Warrants. The Company shall further announce the additional terms and/or conditions of the offering or the allocation of the PRG-W3 Warrants for your information (if any).

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

(a) determine the terms and conditions and any other details in relation to the offering and allocating of the PRG-W3 Warrants;

(b) proceed with and sign applications and evidences that are necessary for or relevant to the offering and allocating of the PRG-W3 Warrants, including contacting and filing applications, waiver requests, documents, and such evidences with the relevant government authorities or agencies, as well as listing the PRG-W3 Warrants and newly issued shares occurred from the exercise of the PRG-W3 Warrants on the Stock Exchange of Thailand (“SET”);

(c) undertake any other actions that are necessary for or relevant to this the offering and allocating of the PRG-W3 Warrants;

Remark On October 17, 2022, There were 1,198 shares of shareholders exercising their rights to convert PRG-W1 warrants and PRG-W2 warrants before the date of determining the names of those entitled to receive PRG-W3 on October 21, 2022 (Record Date) Therefore, the allocation of the newly issued ordinary shares to support the issuance of warrants to purchase the company's ordinary shares No.3 (PRG-W3) this time not more than 33,072,439 shares, it is calculated based on the assumption that the warrant holders PRG-W1 and PRG-W2 exercise the right to convert the warrants to ordinary shares in the date stated above

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

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

Resolution on Agenda 4, to consider and approve the offering or the allocating of the Company's warrants to purchase ordinary shares No. 3 (PRG-W3) in the amount not more than 33,072,439 units for allocation to existing shareholders of the Company in proportion to their respective shareholdings. The vote results are as follows:

Approved	totaling	647,297,538	votes or	99.9999%
Disapproved	totaling	7	votes or	0.0000%
Abstained	totaling	0	votes or	0.0000%
Invalid Ballots	totaling	0	votes or	0.0000%

The total votes for this agenda item were 647,297,545 votes, or 100.0000%

Conclusion The Meeting, by a majority vote of 99.9999% approve the offering or the allocating of the Company's warrants to purchase ordinary shares No.3 (PRG-W3) in the amount not more than 33,072,439 units for allocation to existing shareholders of the Company in proportion to their respective shareholdings, as proposed by the Board of Directors.

Agenda 5 To approve to increase the registered capital of the company from the original registered capital of THB 661,847,555 to THB 694,970,249 by issuing not more than 33,122,694 new ordinary shares with a par value of THB 1 per share to reserve for the issuance of the Company's warrants to purchase original shares of the PRG-W3 Warrants and to accommodate the adjustment of right of the PRG-W1 Warrants and PRG-W2 Warrants

Mr. Suvait Theeravachirakul explained to the meeting that the issuing not more than 33,122,694 new ordinary shares with a par value of THB 1 per share to reserve for the issuance of the Company's warrants to purchase original shares of the PRG-W3 Warrants and to accommodate the adjustment of right of the PRG-W1 Warrants and PRG-W2 Warrants are as follows:

Allocation of Ordinary Shares to Support	Allocated Shares	Exercise Ratio (Unit : Share)	Exercise Price (Share : Baht)
PRG-W1 right adjustment	-	1 : 1.0566	1 : 4.7319
PRG-W2 right adjustment	50,255	1 : 1.0275	1 : 4.8663
Exercise of right for PRG-W3	33,072,439	1 : 1	1 : 5
รวม	33,122,694	-	-

Remark To allocate not more than - newly issued ordinary shares (Due to the issuance of PRG-W2, leading to the adjustment of rights and allocation to accommodate PRGW1. Currently, there are sufficient ordinary shares to accommodate the adjustment of rights of PRG-W3) with a par value of THB 1 per share to accommodate the adjustment of rights of PRG-W1

The Board of Directors deemed it appropriate to propose to the Extraordinary General Meeting of Shareholders No. 1/2022 to approve the increase of registered capital of the Company from THB 661,847,555 to THB 694,970,249 by issuing new ordinary shares not more than 33,122,694 shares with a par value of 1 Baht per share to support the exercise of rights to purchase ordinary shares under PRG-W3, and the adjustment of rights under PRG-W1 and PRG-W2. The details regarding the increase of the Company's registered capital under the increased capital report (F53-4) as presented in the supporting document on pages 51- 58.

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

None of the shareholders or proxies had questions, asked the shareholders to vote on Agenda 5. This agenda requires the votes of not less than three-fourths of the total votes of the shareholders who attend the Meeting and have the right to vote.

Resolution on Agenda 5, to consider and approve to increase the registered capital of the company from the original registered capital of THB 661,847,555 to THB 694,970,249 by issuing not more than 33,122,694 new ordinary shares with a par value of THB 1 per share to reserve for the issuance of the Company's warrants to purchase original shares of the PRG-W3 Warrants and to accommodate the adjustment of right of the PRG-W1 Warrants and PRG-W2 Warrants. The vote results are as follows:

Approved	totaling	647,297,538	votes or	99.9999%
Disapproved	totaling	7	votes or	0.0000%
Abstained	totaling	0	votes or	0.0000%
Invalid Ballots	totaling	0	votes or	0.0000%

The total votes for this agenda item were 647,297,545 votes, or 100.0000%

Conclusion The Meeting, by a majority vote of 99.9999% which was not less than three-fourths of the total votes of the shareholders who attend the Meeting and have the right to vote to approve to increase the registered capital of the company from the original registered capital of THB 661,847,555 to THB 694,970,249 by issuing not more than 33,122,694 new ordinary shares with a par value of THB 1 per share to reserve for the issuance of the Company's warrants to purchase original shares of the PRG-W3 Warrants and to accommodate the adjustment of right of the PRG-W1 Warrants and PRG-W2 Warrants, as proposed by the Board of Directors.

Agenda 6 To approve to increase the registered capital of the company under the General Mandate to the existing shareholders proportionate to their respective shareholdings from THB 694,970,249 to THB 874,970,249 by issuing 180,000,000 new ordinary shares with a par value of THB 1 per share

Mr. Suvait Theeravachirakul explained to the meeting that the Board of Directors deems it appropriate to propose to the Extraordinary General Meeting of Shareholders No.1/2022 to consider and approve the increase of the Company's registered capital by general mandate from the original registered capital of 694,970,249 Baht to a newly registered capital of 874,970,249_Baht by issuing 180,000,000 new ordinary shares with a par value of THB 1 per share according to the supporting document on pages 51 - 58.

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

Therefore, the Meeting was requested to consider and approve the increase of the Company's registered capital by a general mandate from the original registered capital of THB 694,970,249 to a newly registered capital of THB 874,970,249 by issuing 180,000,000 new ordinary shares with a par value of THB 1 per share.

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

None of the shareholders or proxies had questions, asked the shareholders to vote on Agenda 6. This agenda requires the votes of not less than three-fourths of the total votes of the shareholders who attend the Meeting and have the right to vote.

Resolution on Agenda 6, to consider and approve to increase the registered capital of the company under the General Mandate to the existing shareholders proportionate to their respective shareholdings from THB 694,970,249 to THB 874,970,249 by issuing 180,000,000 new ordinary shares with a par value of THB 1 per share. The vote results are as follows:

Approved	totaling	647,296,538	votes or	99.9998%
Disapproved	totaling	1,007	votes or	0.0001%
Abstained	totaling	0	votes or	0.0000%
Invalid Ballots	totaling	0	votes or	0.0000%

The total votes for this agenda item were 647,297,545 votes, or 100.0000%

Conclusion The Meeting, by a majority vote of 99.9998% which was not less than three-fourths of the total votes of the shareholders who attend the Meeting and have the right to vote to approve to increase the registered capital of the company from the original registered capital of THB 694,970,249 to THB 874,970,249 by issuing not more than 180,000,000 new ordinary shares with a par value of THB 1 per share as proposed by the Board of Directors.

Agenda 7 To approve to amend the Article 4 of the memorandum of the company to be in accordance with the increase of the registered capital

Mr. Suvait Theeravachirakul explained to the Meeting that to be in line with the increase of the registered capital of the Company on Agenda 5 and Agenda 6, it is appropriate to propose to the Extraordinary General Meeting of Shareholders No. 1/2022 to consider and approve the amendment of Clause 4 of the Company's Memorandum of Association to be in line with the increase of the registered capital of the Company as follows:

Article 4. Registered capital	:	874,970,249 baht (Eight hundred and seventy-four million nine hundred and seventy thousand two hundred and forty-nine baht only)
Dividend into	:	874,970,249 shares (Eight hundred and seventy-four million nine hundred and seventy thousand two hundred and forty-nine shares)
Value per share	:	1 baht (one baht)
Dividend into		
Ordinary share	:	874,970,249 share (Eight hundred and seventy-four million nine hundred and seventy thousand two hundred and forty-nine shares)
Preferred share	:	-not exist- (--)"

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

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

Resolution on Agenda 7, to consider and approve to amend the Article 4 of the memorandum of the company to be in accordance with the increase of the registered capital. The vote results are as follows:

Approved	totaling	647,296,538	votes or	99.9998%
Disapproved	totaling	1,007	votes or	0.0001%
Abstained	totaling	0	votes or	0.0000%
Invalid Ballots	totaling	0	votes or	0.0000%

The total votes for this agenda item were 647,297,545 votes, or 100.0000%

Conclusion The Meeting, by a majority vote of 99.9998% which was not less than three-fourths of the total votes of the shareholders who attend the Meeting and have the right to vote to approve to amend the Article 4 of the memorandum of the company to be in accordance with the increase of the registered capital, as proposed by the Board of Directors.

Agenda 8 To approve to allocate of newly issued ordinary shares of the Company not more than 33,122,694 newly issued ordinary shares with a par value of THB 1 per share to accommodate the adjustment of right of the PRG-W1 Warrants and the PRG-W2 Warrants and the exercise of the PRG-W3 Warrants

Mr. Suvait Theeravachirakul explained to the meeting that to be in line with the increase of the registered capital of the Company on Agenda 5, it is appropriate to propose to the Extraordinary General Meeting of Shareholders No. 1/2022 to consider and approve the allocation of the Company's ordinary shares to increase the capital of the Company of not more than 33,122,694 shares with the par value of 1 Baht per share as follows:

- 1) To allocate not more than - newly issued ordinary shares (Due to the issuance of PRG-W2, leading to the adjustment of rights and allocation to accommodate PRGW1. Currently, there are sufficient ordinary shares to accommodate the adjustment of rights of PRG-W3) with a par value of THB 1 per share to accommodate the adjustment of rights of PRG-W1
- 2) To allocate not more than 50,255 newly issued ordinary shares with a par value of THB 1 per share to accommodate the adjustment of rights of PRG-W2

- 3) To allocate not more than 33,072,439 newly issued ordinary shares with a par value of THB 1 per share for the exercise of the PRG- W3 Warrants, which will be issued to existing shareholders of the Company in proportion to their respective shareholdings in accordance with the details set out in agenda 4.

The details regarding the increase of the Company’s registered capital under the increased capital report (F53-4) as presented in the supporting document on pages 51 – 58 (*relevant pages are 51 – 66*).

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

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

Resolution on Agenda 8, to consider and approve to allocate of newly issued ordinary shares of the Company not more than 33,122,694 newly issued ordinary shares with a par value of THB 1 per share to accommodate the adjustment of right of the PRG-W1 Warrants and PRG- W2 Warrants and the exercise of the PRG-W3 Warrants. The vote results are as follows:

Approved	totaling	647,297,538	votes or	99.9999%
Disapproved	totaling	0	votes or	0.0000%
Abstained	totaling	7	votes or	0.0000%
Invalid Ballots	totaling	0	votes or	0.0000%

The total votes for this agenda item were 647,297,545 votes, or 100.0000%

Conclusion The Meeting, by a majority vote of 99.9999% approve to allocate of newly issued ordinary shares of the Company not more than 33,122,694 newly issued ordinary shares with a par value of THB 1 per share to accommodate the adjustment of right of the PRG-W1 Warrants and PRG-W2 Warrants and the exercise of the PRG-W3 Warrants, as proposed by the Board of Directors.

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

Mr. Suvait Theeravachirakul explained to the meeting that to be in line with the increase of the Company's registered capital in Agenda 6, it appropriate to propose to the Extraordinary General Meeting of Shareholders No. 1/2022 to consider and approve the allocation of the Company's ordinary shares to increase the capital of the Company of not more than 180,000,000 shares with the par value of 1 Baht per share to support the increased capital shares by general mandate as follows:

- Allocation of newly issued ordinary shares to increase the capital of the Company by not more than 180,000,000 shares or equivalent to 27.33% of the paid-up capital to offer to the existing shareholders in proportion to the shareholding percentage.

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

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

The details of the allocation of newly issued ordinary shares appear in accordance with Enclosed with Capital increase report form (F53-4) as the supporting document on pages 51 and 56 (*relevant pages are 51-58*).

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

None of the shareholders or proxies had questions, asked the shareholders to vote on Agenda 9. This agenda requires the majority votes of the shareholders who attend the Meeting and have the right to vote.

Resolution on Agenda 9, to consider and approve the allocation of newly issued ordinary shares of the company under the General Mandate of not more than 180,000,000 shares with a par value of THB 1 per share to existing shareholders proportionate to their respective shareholdings. The vote results are as follows:

Approved	totaling	647,296,538	votes or	99.9998%
Disapproved	totaling	1,000	votes or	0.0001%
Abstained	totaling	7	votes or	0.0000%
Invalid Ballots	totaling	0	votes or	0.0000%

The total votes for this agenda item were 647,297,545 votes, or 100.0000%

Conclusion The Meeting, by a majority vote of 99.9998% approve to the allocation of newly issued ordinary shares of the company under the General Mandate of not more than 180,000,000 shares to existing shareholders proportionate to their respective shareholdings with a par value of THB 1 per share, as proposed by the Board of Directors.

Agenda 10 Other (if any)

Mr. Suvait Theeravachirakul informed to the Meeting that on this agenda if the shareholders wish the Meeting to consider and vote on other matters (if any) other than those specified in the Meeting invitation letter, they must be raised according to the conditions as provided in the second paragraph of Section 105 of the Public Limited Companies Act B.E. 2535 which states that "When the consideration of the matters under paragraph one is finished, the shareholders holding shares amounting to not less than one-third of the total number of shares sold may request the meeting to consider matters other than those indicated in the notice calling for the meeting".

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

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

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

Mr. Suphadej Poonpipat, Chairman announced to the Meeting that on behalf of the Board of Directors I would like to thanks all shareholders who attend the Meeting today. If there are any inconvenient or errors, please accept our apology. And closed this meeting.

The Meeting adjourned 10.55 a.m.

Signed **Suphadej Poonpipat** Chairman of the Meeting

(Mr. Suphadej Poonpipat)

Chairman of the Board of Directors

Signed **Kanuengnuch Thongprayud** Recorder of the Meeting

(Ms. Kanuengnuch Thongprayud)

Company Secretary

Supporting Document

Annual General Meeting of Shareholders for the year 2023

Agenda 4 To consider and approve the omission of the allocation of net profit as a legal reserves funds and the omission of dividend payments for the year 2022

		For the year ended 31 December		
		2020	2021	2022
Consolidated Financial Statements				
- Net Profit attributable to Equity holders of the Company	(Million Baht)	405	416	608
- Earnings per share	(Baht)	0.68	0.69	0.95
Separated Financial Statement				
- Net Profit	(Million Baht)	385	499	594
- Earnings per share	(Baht)	0.64	0.83	0.93
Dividend Payment				
- Interim dividend per share for the first half of the year (January 1 - June 30)		0.25	-	-
- Interim dividend per share for the second half of the year (July 1 - December 31)		0.40	-	0.30*
- Total dividend per share	(Baht)	0.65	-	0.30
- Total dividend payments	(Million Baht)	390	-	208**

Remark : The figures according to the separate financial statements.

* Dividend per share which is being proposed to the shareholders attending the Annual General Meeting for the year 2023 for approval. The Company will close the share register book on March 20, 2023 in order to determine the shareholder's entitlement to the dividend. The dividend is scheduled to be paid on May 8, 2023.

** The exact amount of dividend paid is still unknown because the Company has to consider the warrants PRG-W1, PRG-W2 and PRG-W3 to exercise the right to convert into ordinary shares before the date entitled to receive dividends (Record Date) included in the number of ordinary shares of the Company.

Supporting Document

Annual General Meeting of Shareholders for the year 2023

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 2023 meeting, there are three directors that will be retired namely Mr. Suphadej Poonpipat, Mrs. Veena Arunyakasem and Mr. Kasemsuk Chongmankhong
2. In 2022 from January 1, 2023 to December 31, 2023 the Board of Directors held 16 meetings. The details of attendance of the three directors are as follows.

Name	Position	Meeting Attendance (Times)	Terms (Years)
1. Mr. Suphadej Poonpipat (Board non Executive)	Chairman of the Board of Directors and Chairman of the Good Corporate Governance and Sustainability Committee	12/12	12
2. Mrs. Veena Arunyakasem (Independent Director)	Director / Executive Chairman / Member of the Strategy Committee and Member of the Good Corporate Governance Committee	12/12	6
3. Mr. Kasemsuk Chongmankhong (Board non Executive)	Director / Member of the Information Technology Committee and Member of the Good Corporate Governance and Sustainability Committee	12/12	16

Remark : * Mrs. Veena Arunyakasem served as an independent director for 6 years (from 2016).

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

4. Definition and qualifications of Independent Directors.

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

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

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

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

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

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

4.6 Is not now and never has been a professional service provider, including a legal advisor or a financial advisor who receives service fees of more than two million Baht per year from the Company, subsidiary company, associated company, major shareholder or controlling person. Not being a significant shareholder, controlling person or partner or the professional service provider, unless the foregoing relationship has ended not less than two years prior to the appointment.

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

Tenure of the Independent Director

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

The Board of Directors considered the opinion given by the Nomination and Remuneration Committee and agreed that the Directors whose terms of office expired namely Mr. Suphadej Poonpipat, Mrs. Veena Arunyakasem and Mr. Kasemsuk Chongmankhong should be proposed to the Annual General Meeting for consideration that Mr. Suphadej Poonpipat, Mrs. Veena Arunyakasem 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. 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 Mrs. Veena Arunyakasem, who has taken a position of Audit Committee about 6 years, as Audit Committee once again. She has skill and experience in the position of Audit

Committee and can freely advise accordance with the concern rule. Hence, Mrs. Veena Arunyakasem has nominated as Audit Committee for 2 years and will expire on 2025 A.D and when she take a position of the Audit Committee until the end of this term she'll take this position about 9 years.

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

Supporting Document
Annual General Meeting of Shareholders for the year 2023

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

Biographies of the retired directors proposed to be reappointed



Mr. Suphadej Poonpipat

Chairman of the Board,

Chairman of the Good Corporate Governance and Sustainability Committee

Age: 73 years old

Appointment date as the Director: October 25, 2011

Number of year as the Director: 12 years

Type of director nominated: Director

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

Education: - Master of Science, University of Wisconsin, USA

- Bachelor of Business Administration and Accounting, Chulalongkorn University

- Certificate, Capital Market Academy Leadership Program 2009

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

- Director Accreditation Program (DAP), 2004

- Role of the Compensation Committee Program (RCC), 2012

- Role of Chairman Program (RCP), 2012

- Financial Institution Governance Program (FGP), 2012

Experience:

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

2012 – Present - Chairman of the Board of Director,
PRG Corporation Public Company Limited

2016 – Present - Chairman of the Good Corporate Governance and Sustainability
Committee,
PRG Corporation Public Company Limited

- 2018 – Present - Chairman of the Executive Committee,
MBK Public Company Limited
- 2015 – Present - Chairman of the Compensation and Nomination Committee,
MBK Public Company Limited
- 2013 – Present - Chairman of the Risk Management Committee,
Thanachart Capital Public Company Limited
- 3 Dec.19 - Present - Vice Chairman of the Board of Director and
Chairman of the Executive Committee,
TMB Bank Public Company Limited
- 2010 – Present - Chief Executive Officer, Thanachart Capital Public Company Limited
- 2007 – Present - Vice Chairman of the Board of Director and Chairman of the
Executive Committee, Thanachart Capital Public Company Limited
- 2006 – Present - Vice Chairman of the Board of Director,
MBK Public Company Limited
- 2012 - 2017 - Chairman of the Executive Committee,
PRG Corporation Public Company Limited
- 2007 - 2018 - Director, Royal Orchid Hotel (Thailand) Public Company Limited
- 2003 – 2018 - Vice Chairman of the Executive Committee,
MBK Public Company Limited
- 2011 – 2012 - Vice Chairman of the Board of Director
PRG Corporation Public Company Limited
- 2002 – 2015 - Member of the Compensation and Nomination Committee,
MBK Public Company Limited

● **Non-Listed Companies** (Current 6 Companies)

- 25 Aug.19 - Present Vice Chairman of Board of Directors
Thanachart Insurance Public Company Limited
- 2014 - Present Director, MBK Life Assurance Public Company Limited
- 2006 - Present Director, Siam Piwat Holding Company Limited

2005 - Present	Director and Chairman of Executive Committee, Thanachart Insurance Public Company Limited
2005 - Present	Vice Chairman of Board of Directors and Chairman of the Executive Committee, Thanachart Bank Public Company Limited
2005 - Present	Director, MBK Resort Public Company Limited
2003 - Present	Director, Siam Piwat Company Limited
2007 - 2018	Director, Thai Royal Orchid Real Estate Company Limited

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

PRG shareholding: None (As at book closing date on October 21, 2022)

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

Meeting attendance in 2022:

- Board of Directors' Meeting	12/12 times (100%)
- Good Corporate Governance and Sustainability Committee's Meeting	1/1 times (100%)

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

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

Biographies of the retired directors proposed to be reappointed



Mrs. Veena Arunyakasem

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

Age: 62 years

Date appointed as director: May 16, 2017

Tenure as director: 5 years

Type of director nominated: Director

Area of expertise: Administrative Management, Strategic Management, Human Resource Management,
Communication (Speakers of Leadership Development and Administrative Management)

Education: - Master of Business Administration (Marketing), Monash University, Melbourne Australia
- Bachelor of Arts, Political Sciences, Foreign Affairs, Thammasat University

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

- Successful Formulation & Execution of Strategy (FSE), Class 6/2010
- Director Certification Program (DCP), 212/2015
- Director Accreditation Program (DAP), 114/2015
- Advanced Audit Committee Program (AACP), 26/2017
- Financial Statements for Directors (FSD), 35/2018
- Boardroom Success through Financing & Investment (BFI), 3/2018
- Board Matters and Trends (BMT), 8/2019

Experience:

- Listed Companies (Current 1 Company)
 - 2017 – Present Independent Director, Member of the Audit Committee and
Member of Good Corporate Governance and Sustainability Committee
PRG Corporation Public Company Limited
 - 2014 – 2017 Executive Director
Origin Property Public Company Limited

● Other Non-Listed Companies/Entities (Current 2 companies)

2018 – Present	Director, Tira International Consulting Co., Ltd.
2011 – Present	Managing Director, One Click (Thailand) Co., Ltd.
2000 – 2012	SVP Mall & Media Management Ek-Chai Distribution System Co., Ltd. (Tesco Lotus)

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

PRG shareholding: None (As at book closing date on October 21, 2022)

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

Meeting attendance in 2022:

- Board of Directors' Meeting	12/12 times (100%)
- Audit Committee's Meeting	12/12 times (100%)
- Directors' Meeting of Non-executive directors	1/1 times (100%)
- Strategy Committee's Meeting	4/4 times (100%)
- Good Corporate Governance and Sustainability Committee's Meeting	1/1 times (100%)

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

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

Supporting Document for consideration of Agenda 5

Biographies of the retired directors proposed to be reappointed



Mr. Kasemsuk Chongmankhong

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

Age: 64 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 PRG Corporation Public Company Limited
2016 – Present	Member of Good Corporate Governance Committee PRG Corporation Public Company Limited
2006 – Present	Director PRG Corporation Public Company Limited
2003 – Present	Senior Executive Vice President, Finance and Administration MBK Public Company Limited

● Non-Listed Company (Current 80 Company)

2022 – Present	Director, Sima Asset Company Limited
2022 – Present	Director, Riverdale Marina Company Limited

2013 – Present	Director, PRG Global Company Limited
2012 – Present	Director, Food Product Company Limited
2009 – Present	Director, Ratchasima Rice Company Limited
2006 – Present	Director, PRG Logistic Company Limited
	Director, PRG Food Island Company Limited
	Director, PRG Properties Company Limited
	Director, PRG Food Service Company Limited
2003 – Present	Director, Khao MahBoonkrongCompany 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 October 21, 2022)

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

Meeting attendance in 2022:

- Board of Directors' Meeting	11/11 times (100%)
- Directors' Meeting of Non-executive directors	1/1 times (100%)
- Information Technology Governance Committee Meeting	6/6 times (100%)
- Good Corporate Governance and Sustainability Committee	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 2023

Agenda 6 To consider the appointment of auditors and determining the audit fee for the year 2023

The remuneration paid to directors from May 1, 2023 to April 30, 2024, which is being proposed to the shareholders for approval at the Annual General Meeting for the Year 2023

Committee	Position Allowances (Baht)		Meeting Allowances (Baht)		Other Benefits (Baht)	
	2023 (Proposed Year)	2022	฿ 2023 (Proposed Year)	2022	2023 (Proposed Year)	2022
Director's remuneration Meeting allowance						
Board of Directors						
Chairman	27,500	22,000	27,500	22,000		
Vice Chair man	16,500	13,200	16,500	13,200		
Director	13,750	11,000	13,750	11,000		
Executive Committee						
Chairman			55,000	44,000		
Vice Chair man			33,000	26,400		
Director (non-Executive)			27,500	22,000		
Audit Committee						
Chairman	27,500	22,000	27,500	22,000		
Director	13,750	11,000	13,750	11,000		
Compensation and Nomination Committee						
Chairman			55,000	44,000		
Director			27,500	22,000		
Strategy Committee						
Chairman			55,000	44,000		
Director			27,500	22,000		
Information Technology Governance Committee						
Chairman			55,000	44,000		
Director			27,500	22,000		
Remuneration and privilege for the Board of Directors					50,000	50,000

Directors' Pension paid to directors from January 1, 2021 to December 31, 2021

	Directors' pension (Baht)
Directors	-0-

The Pension paid to directors from January 1, 2022 to December 31, 2022, which is being proposed to the shareholders for approval at the Annual General Meeting for the Year 2023

	Directors' pension (Baht)
Directors	2,000,000

Remark: The remuneration for the Board directors and all committee have considerate and approved from the compensation and Nomination Committee

Supporting Document
Annual General Meeting of Shareholders for the Year 2023

Agenda 7 To consider the appointment of auditors and determining the audit fee for the year 2023

- Approved the appointment of auditors of EY Office Limited as the Company's auditor for 2023 with the names and CPA license numbers as follow:

No.	Name	Certified Auditor no.	Years of auditing for the company
1	Mrs. Ginkarn Atsawarangsalit	4496	4 years (For year ended December 31, 2019 – 2021)
3	Ms. Rosaporn Decharkom	5659	Never has been the Company's auditor
4	Ms. Sumana Punpongsanon	5872	Never has been the Company's auditor
5	Ms. Kirdsiri Kanjanaprakasit	6014	Never has been the Company's auditor

One of the above auditors has the authority to audit and certify the financial statements for the year ended December 31, 2023. It is also the auditors of the subsidiaries and associated companies.

- **Auditor's Fees**

For the fiscal year 2023, EY Office Limited proposes the auditor's fees is 700,000 Baht (Seven hundred thousand). These could be compared with the auditor's fees for prior year as follows;

Audit Fees	Fiscal year ended December 31, 2023	Fiscal year ended December 31, 2022	Fiscal year ended December 31, 2021
1 st Quarter	100,000	166,666.67	166,666.67
2 nd Quarter	100,000	166,666.67	166,666.67
3 rd Quarter	100,000	166,666.67	166,666.67
Annual Audit	400,000	650,000	650,000
Non Audit Fee	-	-	-
Total	700,000.-	1,150,000.-	1,150,000.-

Remark: The amount of the audit fee decreased from the year 2022 due to the restructuring of the Company's operations by allowing Khao MahBoonkrong Company Limited to be a distributor of packaged rice and other products locally and PRG Global Company Limited as an exporter worldwide, causing the number of transactions in operations under PRG Corporation Public Company Limited to decrease.

- **Relationship with the Company**

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

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

In view of the fact that its subsidiaries and associated companies belong to PRG Corporation Public Company Limited's Group, the Company also appoints EY Office Limited as the auditor for the fiscal year 2023

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

(F 53-4)

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

PRG Corporation Public Company Limited would like to report the Board of Directors Meeting No.3/22 held on February 28, 2023 regarding capital increase and the allocation of shares:

1. Capital Decrease and Increase

1.1 Capital decrease

Resolution from Board of Directors Meeting resolves to approve decrease of the Company's registered capital from THB 874,970,249 to new registered capital of THB 694,970,249 by reducing the ordinary shares reserved for the increase of registered capital under the General Mandate which have been not allocated in the whole amount of 180,000,000 shares

1.2 Capital increase

Resolution from Board of Directors Meeting resolves to approve increase of the Company's registered capital from THB 694,970,249 to new registered capital of THB 874,970,249 by issuing ordinary shares amounting of 180,000,000 shares (par value of THB 1) by following details

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

2. Allotment of new shares

2.1 If specifying the purpose of utilizing proceeds

Allotted to	Number of share (share)	Ratio (old : new)	Sale price (Bath/share)	Subscription and payment period	Note
-None-	-	-	-	-	-

2.2 If specifying the purpose of utilizing proceeds

Allotted to	Type of share	Number of share (Shares)	Percentage of paid-up capital	Note
1.Right Offering: RO	Ordinary share	Not more than 180,000,000	26.07	-

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

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

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

The Annual General Meeting of Shareholders for the year 2023 to an electronic meeting set the date on April 19, 2023 at 10.00 a.m., using an electronic approach (e-AGM) The determine the list of shareholders entitled to attend the Annual General Meeting of Shareholders for the year 2022 (Record Date) on March 20, 2023.

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

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

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

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

5.1 The Company will decrease its registered capital to cancel the unissued ordinary shares.

5.2 The Capital increase is for financial flexibility for the business expansion and will be used as working capital of the company.

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

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

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

The shareholders who exercise the right to purchase ordinary shares shall receive all the same rights as the Company's existing shareholders, such as the right to receive dividends, the right to attend and to vote in the shareholders meeting. From the date which the following names are registered with the Department of Business Development, Ministry of Commerce.

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

- None -

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

Procedure	Date/Month/Year
● The Board of Directors' Meeting No.3/23	February 28, 2023
● The record date for the purpose of determining the eligible shareholders to attend the Annual General Meeting of Shareholders for the year 2023 and entitled to receive the dividend (Record Date)	March 20, 2023
● The Annual General Meeting of Shareholders for the year 2023	April 19, 2023

Procedure	Date/Month/Year
<ul style="list-style-type: none"> ● Register the capital reduction and capital increase and the amendment of the Company's Memorandum of Association with the Department of Business Development, Ministry of Commerce 	Within 14 days from the date of the Annual General Meeting of Shareholders for the year 2023
<ul style="list-style-type: none"> ● Register the capital increase shares on the SET 	Will be informed accordingly
<ul style="list-style-type: none"> ● Date to allotment new ordinary shares to existing shareholders (General Mandate) 	Will be determined after obtained the approval from this the Annual General Meeting of Shareholders for the year 2023

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

Signed.....Authorized Company Director
 (Mr. Somkiat Makcayathorn)

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

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

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

1.1 Attendance in person by Electronic Means: A valid official ID card wherein a photograph is shown, e.g. personal ID card, driving license, or passport.

1.2 Attendance by proxy:

(A) A completed Proxy Form signed by the proxy grantor (the shareholder) and the proxy;

(B) A copy of the proxy grantor's ID card as referred to in 1.1 certified correct by the proxy grantor; and

(C) An original of the proxy's ID card as referred to in 1.1

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

2.1 Attendance by an authorized representative of the shareholder by Electronic Means:

(A) An original of such authorized representative's ID card as referred to in 1.1; and

(B) A copy of the Affidavit or Certificate of Incorporation of the shareholder showing the name of such authorized representative as a person having authority to act on the shareholder's behalf and such copy of the Affidavit or Certificate of Incorporation must be certified correct by such authorized representative together with affixing its Common Seal (if any).

2.2 Attendance by proxy:

(A) A completed Proxy Form signed by the proxy grantor (the shareholder) and the proxy;

(B) A copy of the Affidavit or Certificate of Incorporation of the shareholder showing that the name of the person who signs in the Proxy Form as the proxy grantor is an authorized representative of the shareholder having authority to act on the shareholder's behalf and such copy of the Affidavit or Certificate of Incorporation must be certified correct by such authorized representative together with affixing its Common Seal (if any); and

(C) An original of the proxy's ID card as referred to in 1.1

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

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

(A) Affidavit or Certificate of Incorporation of such juristic person may be issued by either the governmental authority of the country in where such juristic person is situated or by an officer of such juristic

person, provided that such an Affidavit or Certificate of incorporation must contain the name of the juristic person, the address of the head office of the juristic person, and the name(s) of the person (s) having authority to sign on behalf of the juristic person together with any restrictions or conditions of the power of such person(s); and

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

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

For Shareholders who would like to attend the Meeting either through the Electronic Means by yourself or someone who is not the provided independent directors, **please follow the instruction manual to guidelines for attending the Annual General Meeting of Shareholders by Electronic Means via Inventech Connect.** The Company will be available system from 5 - 18 April 2023 at 8.30 a.m. - 5.30 p.m. or until the meeting is closed. (only on business days Excluding public holidays and public holidays)

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

PRG Corporation Public Company Limited

Corporate Governance Section

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

Tel. 02-501-2175 Ext. 687

Profiles of Independent Directors for Appointment of Proxy



1. Name : Dr. Pornsiri Poonakasem
Position in the Company : Independent Director
Age : 71 years old
Address : 208/5 Moo.18 Prachachern Road,
Lardyoa, Jatujak, Bangkok 10900
Conflict of Particular Interest : - *None* -
in the Agenda



2. Name : Associate Professor Dr.Sathit Parniangtong
Position in the Company : Independent Director
Age : 70 years old
Address : 9/5 Moo.2 Tarang, Bangkokhen,
Bangkok 10220
Conflict of Particular Interest : - *None* -
in the Agenda



3. Name : Mrs. Veena Arunyakasem
Position in the Company : Independent Director
Age : 61 years old
Address : 919 Moo 9 Luan Pruksa Lake Ville,
Soi Taeparak 96, Taeparak Road,
Amphur Muang, Samutprakan 10270
Conflict of Particular Interest : Agenda 5. To appoint new directors to
in the Agenda succeed those completing their terms

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

Chapter 6

Shareholder Meetings

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

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

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

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

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

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

Clause 33 The annual ordinary general meeting of shareholders should at least deal with the business as follows:

- (1) Acknowledgement of the board of directors' report on the Company's performance and financial status for the past fiscal year,
- (2) Approval of the balance sheet and the income statement,
- (3) Approval of the appropriation of the profit,
- (4) Election of directors replacing the ones who retire by rotation,
- (5) Appointment of an auditor and determination of the audit fees.

Clause 34 For calling a shareholder meeting, the Board of Directors provides a letter of invitation to a meeting specifying its venue, date, time, agenda, and subjects which will be proposed to the meeting. They have to be clearly specified that they are proposed for acknowledgement, or approval, or consideration depending on each case. The Board of Directors' opinions about such subjects (if any) are also provided. The letter of invitation to the meeting as well as relevant documents are sent to shareholders and a registrar not less than seven days before the meeting date. The invitation to the meeting is announced in the newspaper for three consecutive days and at least three days before the meeting date.

When a shareholder meeting is held as an electronic meeting, the Board of Directors may send a letter of invitation and a meeting-accompanied documents through an electronic mail. Rules and approaches to sending a letter of invitation through an electronic mail act within the relevant law.

Clause 35 Shareholders may authorize other persons as proxies to attend and vote at any shareholder meeting on their behalf. The proxy appointment has to be in writing and in the form as required by the law. The proxy form has to be delivered to the chairman of the board of directors or the person appointed by the chairman at the meeting venue before the proxy holder attends the meeting.

Clause 36 In order to constitute a quorum, there shall be shareholders and proxies (if any) attending at a shareholder meeting amounting to not less than twenty-five persons or not less than one half of the total number of shareholders, whichever is lesser and in either case such shareholders shall hold shares amounting to not less than one-third of the total number of shares sold of the Company.

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

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

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

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


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

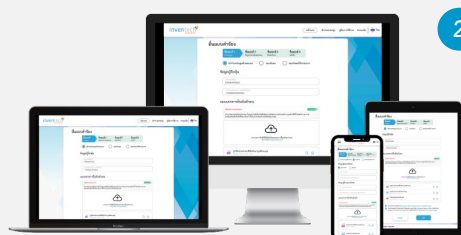
Any shareholder having special interests in the agenda requiring a voting shall have no right to cast a vote on the item, except for the item on the election of directors, on which the shareholder can cast his or her vote with no prohibition imposed on the voting.

Guidelines for attending of Electronic Meeting by Inventech Connect

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

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

1. The Shareholders must submit a request to attend the meeting by Electronic Means via Web Browser at <https://app.inventech.co.th/PRG123021R/#/homepage> or scan QR Code  and follow the steps as shown in the picture



**** Merge user accounts, please using the same email and phone number ****

- 1 Click link URL or scan QR Code in the letter notice Annual General Meeting
- 2 Choose type request for request form to 4 step
 - Step 1 Fill in the information shown on the registration page
 - Step 2 Fill in the information for verify
 - Step 3 Verify via OTP
 - Step 4 Successful transaction, The system will display information again to verify the exactitude of the information
- 3 Please wait for an email information detail of meeting and Password

2. For Shareholders who would like to attend the Meeting either through the Electronic Means by yourself or someone who is not the provided independent directors, please note that the electronic registration will be available from 5 April 2023 at 8:30 a.m. and shall be closed on 19 April 2023 Until the end of the meeting.

3. The electronic conference system will be available on 19 April 2023 at 8:00 a.m. (2 hours before the opening of the meeting). Shareholders or proxy holders shall use the provided Username and Password and follow the instruction manual to access the system.

Appointment of Proxy to the Company's Directors

For Shareholders who authorize one of the Company's Independent Directors to attend and vote on his or her behalf, The Shareholders can submit a request to attend the meeting by Electronic Means of the specified procedures or send the proxy form together with the required documents to the Company by mail to the following address on 18 April 2023 at 5.00 p.m. :

PRG Corporation Public Company Limited

Corporate Governance Section

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

Tel. 02-501-2175 Ext. 687 Fax. 02-501-2176

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



02-931-9130



@inventechconnect



The system available during 5 – 19 April 2023 at 08.30 a.m. – 05.30 p.m.

(Specifically excludes holidays and public holidays)




Report a problem

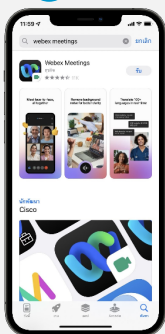
@inventechconnect

Installation Guide for Webex Meetings


For Shareholders use via PC/Laptop is not install application, for use via Mobile are install steps as follows.

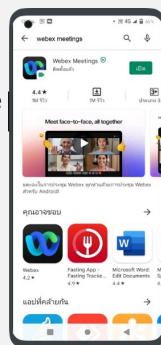
For IOS Operating System

- 1 Go to Application **App Store** 
- 2 Search **Webex Meetings**
- 3 Click **"GET"** for install application
- 4 Please **wait** until to download is complete
- 5 **Finish** the application has installed it will appear on your smart phone



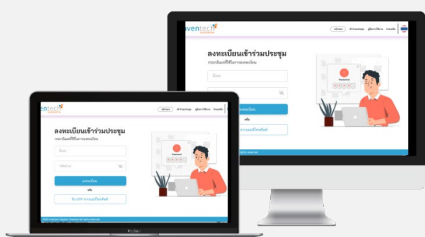
For Android Operating System

- 1 Go to Application **Play Store** 
- 2 Search **Webex Meetings**
- 3 Click **"INSTALL"** for install application
- 4 Please **wait** until to download is complete
- 5 **Finish** the application has installed it will appear on your smart phone



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

- 1 Click registration link URL for join meeting from email approve
- 2 Get Username and password or request OTP to login
- 3 Click "Register" button the system has already registered and counted
- 4 Then click "Join Attendance" button
- 5 Click "Watch Meeting" button



- 6 Click "Open Webex" button
- 7 Use Cases PC/Laptop: Please fill in the details to register to watch the live broadcast via the Webex Meetings Application as follows
 - 7.1 Fill in the Name and Email Address to match the information you submitted the request form.
 - 7.2 Click on "Next" button
- 8 Click on "Join" button to get in to meeting.

- 6 Use Cases Mobile/iPad: Please fill in the details to register to watch the live broadcast via the Webex Meetings Application as follows

- 6.1 Fill in the Name and Email Address to match the information you submitted the request form.
- 6.2 Click on "OK" button

- 7 Click on "Allow" for accept access for application

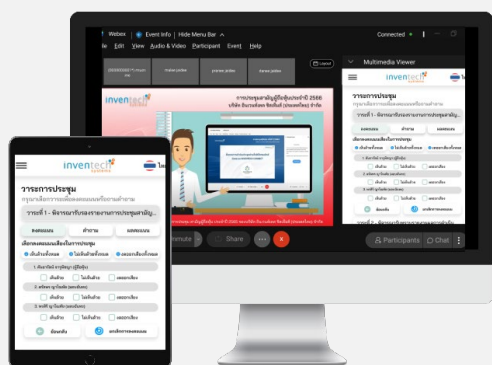
- 8 Click on "Join" button to get in to meeting.





Step voting process (e-Voting)

Use Cases PC/Laptop

- 1 Click "Continue" button on menu "Multimedia Viewer".
- 2 Get email and password that you received from your email or request OTP
- 3 Click on "Login" button
- 4 Then click on "Join Attendance" button
- 5 Select which agenda that you want to vote
- 6 Click on "Vote" button
- 7 Click the voting button as you choose
- 8 The system will display status your latest vote

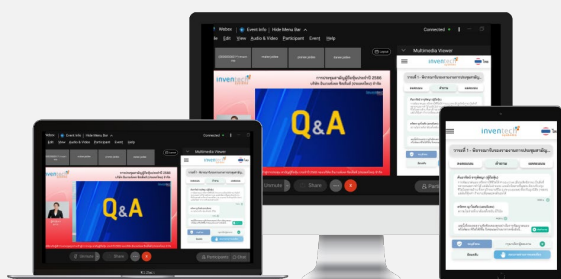


Use Cases Mobile/iPad

- 1 Click on "Participants" or symbol 
- 2 Click on menu "Chat" and choose message from InvenTech Connect (Android) or click on "Chat" or Symbol  (iOS)
- 3 Click link in the chat message.
- 4 Click on "Continue" button
- 5 Get email and password that you received from your email or request OTP
- 6 Click on "Login" button
- 7 Then click on "Join Attendance" button
- 8 Select which agenda that you want
- 9 Click on "Vote" button
- 10 Click the voting button as you choose
- 11 The system will display status your latest vote

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

Step to ask questions via Inventech Connect



- Select which agenda
- Click on “Question” button
- 1 Ask a question
 - Type the question then click “Send”
- 2 Ask the question via video
 - Click on “Conference”
 - Click on “OK” for confirm your queue
 - Please wait for the queue for you then your can open
 - microphone and camera

Installation Guide for Webex Meetings and How to use Inventech Connect



User Manual e-Request



User Manual e-Vote

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

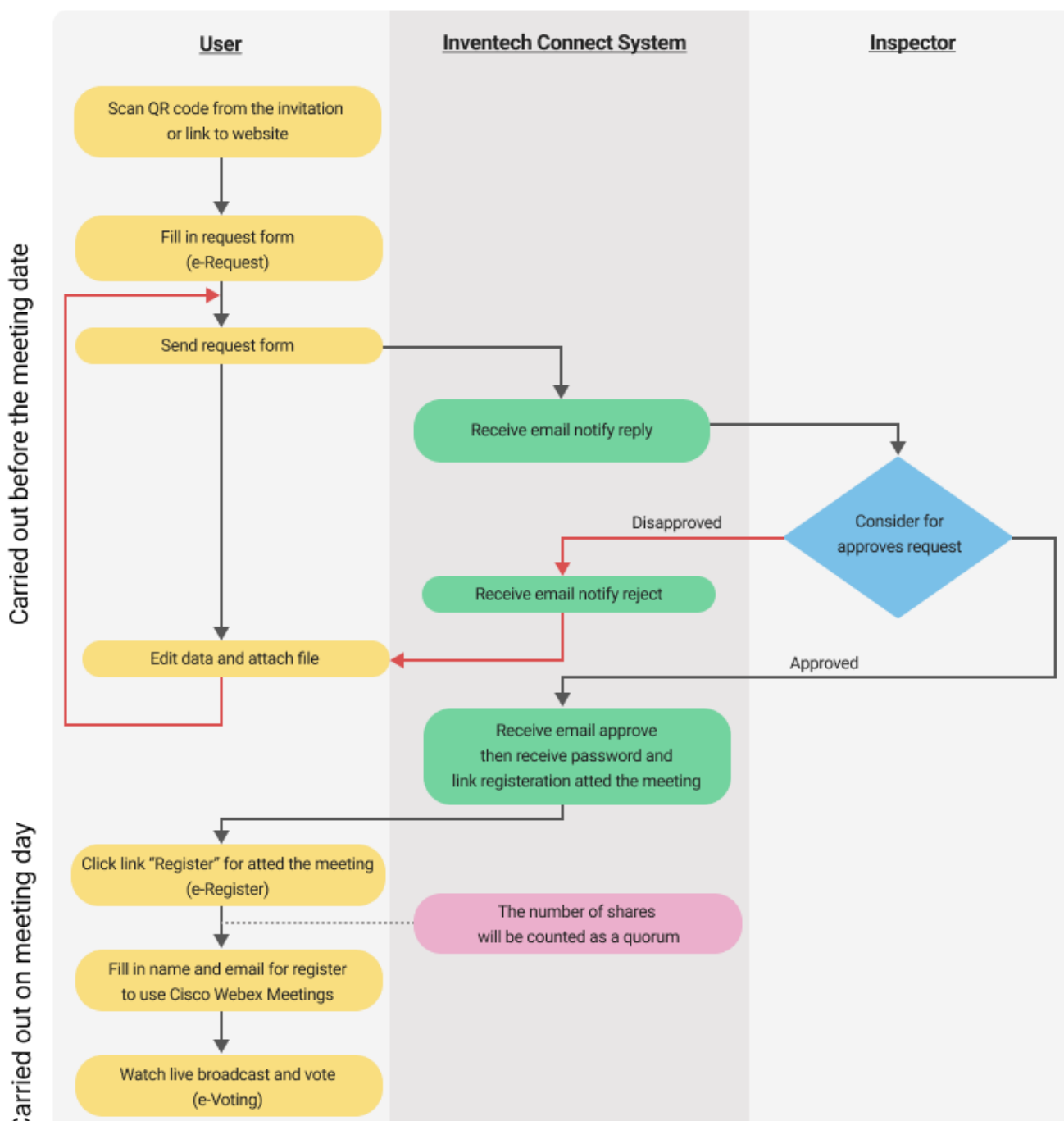
1. Internet speed requirements
 - High-Definition Video: Must be have internet speed at 2.5 Mbps (Speed internet that recommend).
 - High Quality Video: Must be have internet speed at 1.0 Mbps.
 - Standard Quality Video : Must be have internet speed at 0.5 Mbps.
2. Equipment requirements.
 - Smartphone/Tablet that use IOS or android OS.
 - PC/Laptop that use Windows or Mac OS.
3. Requirement Browser Chrome (Recommend) / Safari / Microsoft Edge

**** The system does not supported internet explorer.**

You can check the supported device versions at <https://help.webex.com/en-us/article/nki3xrq/Webex-Meetings-Suite-System-Requirements> or scan the QR Code



Guidelines for attending of Electronic Meeting



Condition of use

In case Merge account/change account

In case filing request multiple by using the same email and phone number, the systems will merge account or in case user has more than 1 account , you can click on "Change account" and the previous account will still count the base in the meeting.

In case Exit the meeting

Attendees can click on "Register for exit the quorum", the systems will be number of your shares out from the meeting base.



Privacy Notice

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

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

1. Personal data which have been collected by the Company

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

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

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

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

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

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

2. Personal data collection

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

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

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

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

A. Legal Obligation

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

B. Legitimate Interest

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

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

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

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

4. Personal data retention period

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

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

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

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

6. Disclosure of your personal data

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

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

7. Security for privacy

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

8. Contact us

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

Notice on 25th May 2022



PRG Corporation Public Company Limited