



## PRG Corporation Public Company Limited

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

### **Minutes of Annual General Meeting of Shareholders Year 2023 Conducted Through the Electronic Meeting of PRG Corporation Public Company Limited**

**Date and time:** Wednesday April 19, 2023 at 10.00 a.m.

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

#### **Before the Meeting**

The Company's Board of Directors assigned Ms. Sattakamol Worakul as a master of ceremonies to conduct the 2023 Annual General Meeting of Shareholders through the electronic meeting. 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 2023 Annual General Meeting of of MBK Public Company Limited, 444, 8<sup>th</sup> Floor, MBK Center Building, Phayathai Road, Shareholders only through the electronic meeting (Cisco Webex Meeting) at the meeting room Wangmai, Pathumwan, Bangkok, no walk-in registration, and no live broadcasting of the Meeting through any media except the electronic media. Inventech Systems (Thailand) Company Limited was a meeting conductor under the Emergency Decree on Electronic Meetings, B.E. 2563 (2020), the Notification of Ministry of Digital Economy and Society Re: Standards for Maintaining Security of Meetings through Electronic Means, B.E. 2563 (2020), and relevant laws or regulations.

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

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

- 4 shareholders attended the Meeting in person, holding a total of 164,391 shares.
- 27 shareholders granted a proxy, holding a total of 682,575,001 shares.
- 31 shareholders both attended the Meeting in person and granted the proxy to proxies, holding a total of 682,739,392 shares.

The Company had a total of 1,241 shareholders, holding a total of 693,331,633 shares. The shareholders attended the Meeting in person and granted the proxy to proxies, represented 98.4722% of the total shares of the Company, constituted a quorum. The Meeting was declared open.

## **At the Meeting**

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

**Mr. Suphadej Poonpipat**, Chairman of the Meeting, welcomed shareholders for attending the Meeting and opened the Annual General Meeting of Shareholders Year 2023, conducted through the Electronic Meeting. The Meeting's moderators were assigned as follows:

- Mr. Somkiat Makcayathorn Managing Director, was the Meeting's moderator for agendas 1, 2, 4, 13 and 14.
- Dr. Pornsiri Poonakasem Chairman of Audit Committee, was the Meeting's moderator for agendas 3 and 7.
- Assoc.Prof.Dr. Sathit Parniangtong Chairman of the Compensation and Nomination Committee, was the Meeting's moderator for agendas 5 to 6.
- Mr. Suvait Theeravachirakul Director and Vice Chairman of the Board, was the Meeting's moderator for agendas 8 to 12.
- Ms. Kanuengnuch Thongprayud Company Secretary, was assigned as the Meeting's secretary and to record the Meeting
- Mr. Apichat Kamoltham and Ms. Satakamol Worakul, were the Meeting's moderator and explained the today's meeting method and criteria.

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

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

- |                               |  |
|-------------------------------|--|
| 5. Ms. Veena Arunyakasem      | Independent Director, Member of Audit Committee, Chairman of the Strategy Committee and Member of the Good Corporate Governance and Sustainability Committee   |
| 6. Mr. Pakit Iamopas          | Director, Member of the Strategy Committee, Member of the Good Corporate Governance Committee and Chairman of the Executive Committee  |
| 7. Mr. Kasemsuk Chongmankhong | Director, Member of the IT Committee and Member of the Good Corporate Governance and Sustainability Committee  |
| 8. Mr. Wichak Praditavanij    | Director, Member of the Executive Committee , Member of the IT Committee and Member of the Good Corporate Governance and Sustainability Committee  |
| 9. Mr. Somkiat Makcayathorn   | Director, Member of the Good Corporate Governance and Sustainability Committee, Member of the Strategy Committee, Member of the IT Committee, Member of the Executive Committee, and Managing Director |

Mr. Suvait Theeravachirakul, Dr. Pornsiri Poonakasem, Assoc.Prof.Dr. Sathit Parniangtong, Mr. Wichak Praditavanij Mr. Kasemsuk Chongmankhong and Mr. Somkiat Makcayathorn presented at the Meeting. The rest 3 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. Abhimongkol Kitjawatra  | Vice President of Property Management                      |
| 7. Mr. Phatjai Siu             | Vice Presiden of Foreign Trade                             |
| 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, Ms. Pimonrat Chitpavanaskul, Mr. Satawat Laklaem, Mr. Phatjai Siu and Mr. Nalin Harnmanorom 5 Executive Management members, presented at the Meeting. The rest of 5 Executive Management member attended the Meeting through electronic means.

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

1. Ms. Kanuengnuch Thongprayud Company Secretary, was assigned as the Meeting's secretary and to record the Meeting
2. Mrs. Kingkarn Assawarangsarid Auditor of the Company attend the Meeting through electronic means to respond the questions of the Shareholders.
3. 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.

The Company had published the agenda for this Annual General Meeting of the Shareholders on the Company's website and gave the opportunity to the shareholders to propose additional agenda from 1 October 2022 to 30 December 2022. No shareholders had proposed additional agenda.

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

**1. To conduct the Meeting:** The Meeting will consider agenda items in order as listed in the Meeting's invitation. The Meeting's Moderator will present information about each agenda item. This Meeting is composed of 14 agenda items.

**2. Voting:** For the convenience vote counting, when the shareholders finished their inquiries in each agenda, the Chairman would request the shareholders to cast their vote as follows:

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

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

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

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

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

(1) The Meeting would proceed according to the sequence of agendas listed in the meeting invitation and the shareholders would be given an opportunity to ask questions before vote-casting. The voting results would be announced to the Meeting

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

1. Approve
2. Disapprove
3. abstain

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

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

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

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

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

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

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

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

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

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

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

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

**Mr. Somkiat Makcayathorn**, Managing Director requested the Meeting to certify the minutes of the Extraordinary General Meeting of Shareholders No. 1/2022 which was held on 11 November 2022. The details of such minutes had been submitted to all shareholders total 20 pages as presented in the supporting document on pages 20 – 39.

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

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

Resolution for agenda 1 to certify the minutes of the Extraordinary General Meeting of Shareholders No. 1/2022, as detailed below:

Approved	totaling	682,739,392	votes or	100.0000%
Disapproved	Totaling	0	votes or	0.0000%
Voided Ballot	Totaling	0	votes or	0.0000%
Abstained	totaling	0	votes or	0.0000%

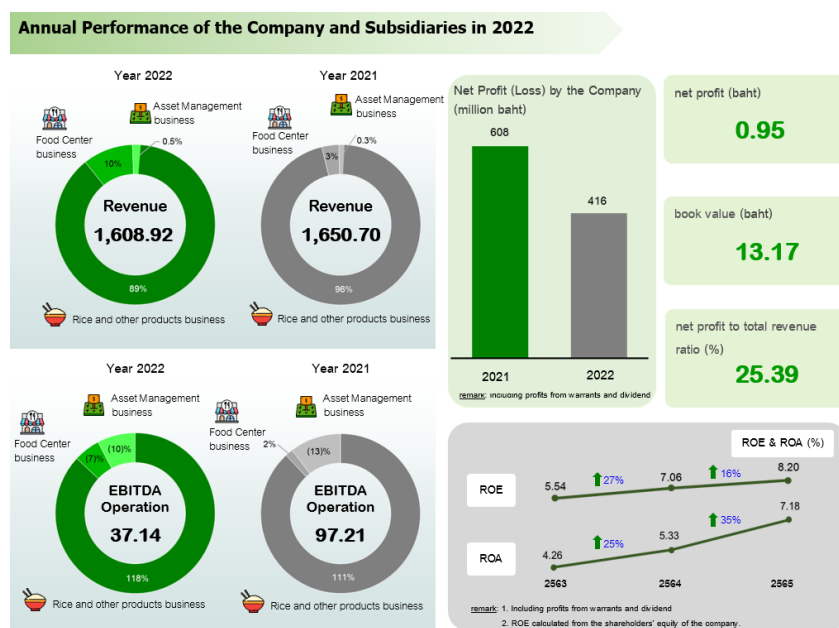
**The total votes for this agenda item were 682,739,392 votes or 100.0000%**

**Conclusion The Meeting, by a majority vote of 100.0000%, approved the certification of the minutes of the Extraordinary General Meeting of Shareholders No. 1/2022 as proposed by the Board of Directors.**

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

**Mr. Somkiat Makcayathorn**, Director and Managing Director, reported the Company's performance for the fiscal year 2022 for the shareholders' meeting's acknowledgment.

## Annual Performance of the Company and Subsidiaries in 2022



### Revenue by Segment

Revenues and revenue proportion by segment are as follows:

- Revenue from Sales and Service in 2022 THB 1,608.92 million Bath decreased from 2021 at THB 1,650.70 million due to the decline in the income of the rice business. The rice and other products business accounted for 89% of total revenue.
- The revenue of Food Center business in 2022 was 10% of total revenue. Increased from 2021 revenue which was 3% of total revenue.
- The Asset Management business in 2022 was 0.5% of total revenue. Increased from 2021 which was 0.3% of total revenue.

### Profit from sales by segment

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

- Total EBITDA Operation in 2022 was THB 37.14 million decreased from 2021 which was THB 97.21 million, due to the EBITDA of rice decreased. The revenue of food centers business and the Asset Management had negative EBITDA Operation in 2022 but increased from 2021.

### **EBITDA Operation proportion in 2022, The Rice business was:**

- EBITDA operating in 2022, The rice business was 118% of the total EBITDA operating. Food Center Business and Asset management businesses had negative EBITDA operating ratios of 7 percent and 10 percent, respectively.

### **Net Profit (Loss) by the Company**

- In 2022, the net profit was 608 million baht, an increase from the year 2021 with a net profit of 416 million-baht due profit from the shareholders of the parent company. and the value of warrants increased.
- The company's net profit per share was 0.95 baht, with a book value of 13.17 baht, and the net profit profit margin was 25.39%
- In 2022, the Company has continuously increased ROE and ROA for 3 consecutive years since 2020.

### **Significant changes in 2022**

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

- The company has changed the packaging of 100% New White Hom Mali rice for clarification and make it easier for consumers that it is 100% authentic jasmine rice with DNA passed.
- New products were launched, 100% new aromatic brown rice which is high in fiber. Help the digestive system for those who control sugar, reduce the risk of disease, suitable for health lovers of all ages.
- The company has changed the packaging to be Mono- material Flexible Packaging On Step to go Green. The company has realized the importance of the environment. Therefore, the plastic type of packaging has been modified in the product group 100% jasmine rice ( red bag), 100% jasmine rice ( green bag), jasmine fragrant rice. and special quality white rice from Multi- material to Mono- material which can be recycled 100% in order to comply with the values and sustainability in business operations

#### **Food center business**

- Additional investment was made to open a food court "Oasis" by MBK at Siam Premium Outlets.
- More food delivery channels have been developed and online sales have been operated in all channels.

### **Business direction in 2023**

- "Focus on the customer" in the healthy rice market
- "Increase number of Agent" in the delicious rice group
- "Focus on profits" in the group of well-nourished rice



- “Beverage Bar” adjusts strategy after Covid-19 for beverage shops in the Food Legends by MBK center, focusing on healthy drinks.
- Riverdale Marina, “the first A-class luxury port” in the Chao Phraya River Basin and will develop to be the largest port and a complete service center

### **Awards and Certification**

- Platinum Prototype Enterprise Award 2021
- Princess Health Award Excellent level of the year 2022
- Outstanding Establishment Award Labor relations and labor welfare 2022, national level, 3rd year
- The Company has received an excellent corporate governance evaluation of listed companies or 5 stars for 6 consecutive years from 2017 onwards. In 2022, We were ranked as one of 268 companies assessed at an “Excellent” level from a total of 716 companies assessed by the Thai Institute of Directors.
- Certification for Renewal for CAC The company has joined the "Thai Private Sector Collective Action Against Corruption" for the 7th year and has been certified since 2017.

### **Company activities**

The Company has many activities in 2022 including collaboration with Government sectors, Corporate Social Responsibility (CSR), activities to help people, activities to promote people’s health etc.

**Mr. Kulaphong Bangthamai** a proxy from Thai Investor Association, asked questions at the meeting as follows: What is the company's strategy to increase profits in the rice business? in the next 5 years.

**Mr. Somkiat Makcayathorn** replied as follow: The company focuses on increasing distribution channels in the rice business. There will be a clear division of product segments in each rice group in all distribution channels. And the company has a plan to procure more agents to distribute in traditional trade channels to be able to distribute more products. And bring products from the Modern Trade channel, which will have both the original form of the Traditional Trade channel and there will be products from the Modern Trade channel to be sold together. The fact that the company has more agents in the traditional trade channel will reduce the company's distribution costs.

However, considering the trend of healthy rice with increasing purchasing power of consumers The company therefore focuses on healthy rice products and increases the segment of healthy rice. which is considered that the healthy rice product group will be the main product group that will increase the profit of the company and will improve the performance of the rice business

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

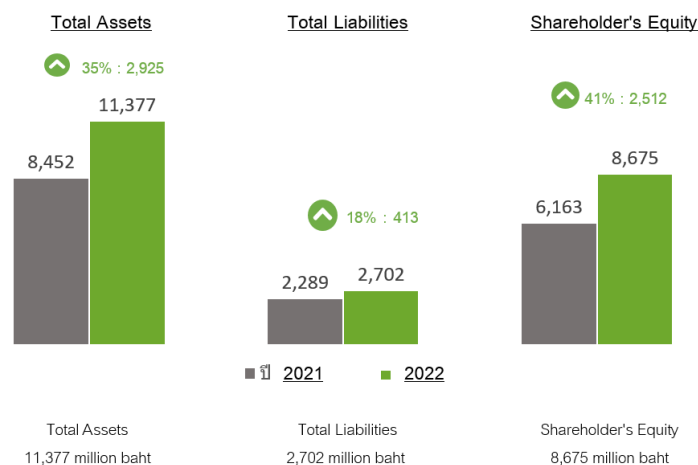
*Remarks: This agenda was to report the Company's performance so there was no voting.*

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

**Dr. Pornsiri Poonakasem**, Chairman of Audit Committee, explain to the Meeting the Statement of financial position and the Statement of comprehensive income for the fiscal year ended December 31<sup>st</sup>, 2022 which appeared on page 133 to 203 of the 2022 Annual Report that the Company sent to all shareholders with the Notice of Invitation to the Meeting. Mr. Somkiat Makcayathorn asked the Meeting to consider and approve the Statement of financial position and the Statement of comprehensive income for the fiscal year ended December 31<sup>st</sup>, 2022 which were audited by Ms. Gingkarn Atsawarangsalit, Auditor license No. 4496 from EY Office Co., Ltd. and certified by the Audit Committee and the Board of Directors. The auditor expressed an unqualified opinion on the financial statements. The details of the Financial Statement and the management discussion and analysis can be summarized as follows:

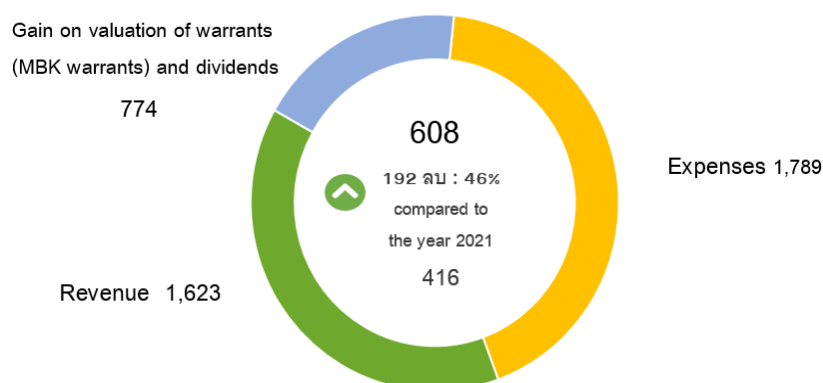
#### **Statement of financial position and subsidiaries**

➤ Statement of financial position and subsidiaries (million baht)



- Total assets were THB 11,377 million, increased from the previous year by THB 2,925 million or 35%. Most of the financial assets are Warrants (MBK Warrants).
- Total liabilities were THB 2,702 million, increased THB 413 million or 18% from the year 2021 at 2,289 million due to deferred tax liabilities.
- Shareholders' equity was THB 8,657 million, increased THB 2,512 million or 41% from the year 2021 at THB 6,163 million due to Share value of MBK net of deferred tax and Retained earnings increased.

## **Net profit (loss) to the Company for the year 2022**



- Total revenue from sales and services and other revenue in 2022 was THB 1,623 million, and decreased from the year 2021 at THB 1,665 million.
- Gain on valuation of warrants (MBK warrants) and dividends in 2022 amounted to 774 million baht, which came from dividends received of 216 million baht and gains on warrants in the amount of 558 million baht.
- After deducting total expenses of 1,789 million baht, the total net profit after tax was 608 million baht, compared to the year 2021 with a total net profit of 416 million baht, an increase of 192 million baht or 46%.

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

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

**Resolution on Agenda 3, to consider and approve the statements of financial position and statement of comprehensive income for the fiscal year ended 31 December 2022. The vote results are as follows:**

Approved	totaling	682,739,392	votes or	100.0000%
Disapproved	totaling	0	votes or	0.0000%
Abstained	totaling	0	votes or	0.0000%
Invalid Ballots	totaling	0	votes or	0.0000%

**The total votes for this agenda item were 682,739,392 votes, or 100.0000%**

**Conclusion The Meeting, by a majority vote of 100.0000 percent, approved the statements of financial position and statement of comprehensive income for the fiscal year ended 31 December 2022 as proposed by the Board of Directors.**

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

**Mr. Somkiat Makcayathorn**, Director and Managing Director, report the Company's performance in separate financial statement for the fiscal year ended December 31<sup>st</sup>, 2022 as follows:

As of 1 January 2022, the Company has carried over unappropriated retained earnings of 761,723,406 Baht.

Increase a net profit after tax of Baht 593,872,505

Deducted Dividend: None

Therefore, the unappropriated retained earnings carried forward as of 31 December 2022 will be the total amount 1,355,595,911 Baht

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

In 2022, the company omission dividend payment for the year 2021. To maintain the financial liquidity of the company, due to the situation of the coronavirus (COVID-19) epidemic, the Meeting for acknowledgment and consider as follows:

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 693,331,633 shares of which par value of THB 1.00 The total amount is THB 207,999,489.90.

In this regard, Dividends will be paid to shareholders whose names are listed in the register of shareholders who are entitled to receive dividends (Record Date) on March 20, 2023 and dividend payment is scheduled on May 8, 2023.

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

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

**Resolution on Agenda 4 , to consider and approve the omission of the allocation of net profit as a legal reserve fund and dividend payment for the year 2022. The vote results are as follows:**

Approved	totaling	682,739,392	votes or	99.9999%
Disapproved	totaling	1	votes or	0.0000%
Abstained	totaling	0	votes or	0.0000%
Invalid Ballots	totaling	0	votes or	0.0000%

**The total votes for this agenda item were 682,739,392 votes, or 100.0000%**

**Conclusion The Meeting, resolved with a vote of 100.0000% by a majority vote, the omission of the allocation of net profit as a legal reserve fund and dividend payment for the year 2022 as proposed by the Board of Directors.**

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

**Assoc. Prof. Dr. Sathit Parniangtong**, Chairman of the Compansation and Nomination Committee, reported to the meeting that the Company has published the agenda for this Annual General Meeting of Shareholders on the Company's website and allowed shareholders to nominate qualified candidates to the Nomination Committee and the Board of Directors to consider and propose to the meeting to appoint the directors to replace the directors who retire by rotation from 1 October 2022 to 31 December 2022. None of the shareholders nominated any qualified candidates to the Nomination Committee and the Board of Director.

The Committee considered Article 18 of the Company's Articles of Association, one-third of the directors or the nearest number who have been in office for the longest term must retire in the Annual General Meeting of Shareholders every year. There are 9 directors of the Company as they have already introduced themselves.

In this year, there are 3 directors who must retire by terms of office, which are:

1. Mr.Suphadej Poonpipat;
2. Mrs.Veena Arunyakasem and
3. Mr.Kasemsuk Chongmankhong.

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

There are 3 directors retiring by terms of office which the details appear in the documents for consideration on pages 41 - 49, namely:

1. Mr.Suphadej Poonpipat has expertise in Administrative Management, Accounting, Finance and Investment.
  
2. Mrs.Veena Arunyakasem has expertise in Administrative Management, Strategic Management, Human Resource Management, Communication (Speakers of Leadership Development and Administrative Management)
  
3. Mr.Kasemsuk Chongmankhong has expertise in Accounting, Finance, Investment, Administrative Management, Strategic Management, Risk Management and Human Resource Management

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

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

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

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

**Agenda 5.1 Mr.Suphadej Poonpipat**

Approved	totaling	682,739,382	votes or	99.9999%
Disapproved	totaling	10	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 682,739,392 votes, or 100.0000%.**

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

## **Agenda 5.2 Mrs.Veena Arunyakasem**

Approved	totaling	682,739,392	votes or	100.0000%
Disapproved	totaling	0	votes or	0.0000%
Abstained	totaling	0	votes or	0.0000%
Invalid Ballots	totaling	0	votes or	0.0000%

**The total votes for this agenda item were 682,739,392 votes, or 100.0000%.**

**Conclusion** The Meeting's resolution adopted by a unanimous vote of 100.0000% appoint Mrs.Veena Arunyakasem to resume the Company's Director, as proposed by the Board of Directors.

## **Agenda 5.3 Mr.Kasemsuk Chongmankhong**

Approved	totaling	682,739,382	votes or	99.9999%
Disapproved	totaling	10	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 682,739,392 votes, or 100.0000%.**

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

## **Agenda 6 To approve the remuneration for the Board Directors**

**Assoc. Prof. Dr. Sathit Parniangtong**, Chairman of the Nomination and Compensation Committee, reported to the meeting to consider and approve the remuneration for the Board of Directors. The details for the consideration as presented in the supporting document on page 50 - 51.

In this agenda, the Meeting was requested to consider and approve the remuneration for the Board of Directors. The Nomination and Compensation Committee and the Board of Directors agreed that the shareholders' meeting should approve the remuneration for Directors of Baht 8,500,000 (Eight million five hundred thousand Baht) and approve any privilege of Baht 500,000 (Five hundred thousand Baht), the total amount of remuneration and privilege of Baht 9,000,000 (Nine million Baht) for the Board of Directors, the Executive Committee, the Audit Committee, the Compensation and Nomination Committee, the Strategy Committee and the Information Technology Governance Committee 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

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.

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



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

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

**Resolution on Agenda 6, to consider and approve the remuneration for the Board Directors. The vote results are as follows:**

Approved	totaling	682,738,392	votes or	99.9998%
Disapproved	totaling	0	votes or	0.0000%
Abstained	totaling	1,000	votes or	0.0001%
Invalid Ballots	totaling	0	votes or	0.0000%

**The total votes for this agenda item were 682,739,392 votes, or 100.0000%**

**Conclusion The Meeting, resolved with a vote of 99.9998% which is not less than two-third of the shareholders who attend the Meeting and have the right to vote, approved the remuneration for the Board of Directors as proposed by the Board of Directors.**

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

**Dr. Pornsiri Poonakasem** Chairman of the Audit Committee informed the Meeting that the Audit Committee and the Board of Directors resolved to propose the shareholders to consider and approve the appointment of the following auditors of EY Office Limited as the Company's auditor. The details for the consideration as presented in the supporting document for consideration on pages 52- 53.

1. Ms. Ginkarn Atsawarangsalit Certified Public Accountant 4496 and/or
2. Miss. Rosaporn Decharkom Certified Public Accountant 5659 and/or
3. Ms. Sumana Punpongsanon Certified Public Accountant 5872 and/or
4. Ms. Kirdsiri Kanjanaprakasit Certified Public Accountant 6014.

Any of them as the auditor with the power to audit and certify the Company's financial statements for the year ended 31 December 2023.

For the financial statements for the year 2023, EY Office Limited has proposed the audit fee for the Company in the amount of Baht 700,000 (Seven hundred thousand Baht) by comparing the audit remuneration with the previous year as follows:

Audit Fees	Fiscal year ended December 31	
	2023	2022
Annual Audit Fee	700,000.-	1,150,000.-

In this regard, 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.

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

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

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

None of the shareholders or proxies had questions, the shareholders were asked to vote on Agenda 7. This agenda requires the majority vote of the shareholders who attend the Meeting and have the right to vote.

**Resolution on Agenda 7, to consider the appointment of auditors and fixing the audit fee for the year 2023. The vote results are as follows:**

Approved	totaling	682,739,392	votes or	100.0000%
Disapproved	totaling	0	votes or	0.0000%
Abstained	totaling	0	votes or	0.0000%
Invalid Ballots	totaling	0	votes or	0.0000%

**The total votes for this agenda item were 682,739,392 votes, or 100.0000%**

**Conclusion** The Meeting, resolved with a vote of 100.0000% by a majority vote, approve the appointment of auditors and fixing the audit fee for the year 2023 as proposed by the Board of Directors.

**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**

**Mr. Suvait Theeravachirakul** explained to the Meeting that the Board of Directors deems it appropriate to propose to the Annual General Meeting of Shareholders to consider and approve the reduction of the Company's registered capital from the original registered capital of 874,970,249 Baht to a newly registered capital of 694,970,249 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 54 and 56.

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

None of the shareholders or proxies had questions, the shareholders were asked to vote on Agenda 8. This agenda requires the votes of not less than three-fourths of the total votes of the shareholders who attend the Meeting and have the right to vote.

**Resolution** on Agenda 8, to consider and approve the reduction of the Company's registered capital from the original registered capital of 874,970,249 Baht to a newly registered capital of 694,970,249 Baht by eliminating 180,000,000 registered ordinary shares with a par value of 1 Baht per share that support a general mandate of the capital increase, in which the Company has not allocated for sale in full, according to the resolution of the Extraordinary General Meeting of Shareholders No. 1/2022. The vote results are as follows:

Approved	totaling	682,739,392	votes or	100.0000%
Disapproved	totaling	0	votes or	0.0000%
Abstained	totaling	0	votes or	0.0000%
Invalid Ballots	totaling	0	votes or	0.0000%

**The total votes for this agenda item were 682,739,392 votes, or 100.0000%**

**Conclusion The Meeting, by a majority vote of 100.0000%, which is the votes of not less than three-fourths of the total votes of the shareholders who attend the Meeting and have the right to vote, approved the reduction of the Company's registered capital from the original registered capital of 874,970,249 Baht to a newly registered capital of 694,970,249 Baht by eliminating 180,000,000 registered ordinary shares with a par value of 1 Baht per share as proposed by the Board of Directors.**

**Agenda 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**

**Mr. Suvait Theeravachirakul** explained to the Meeting that to be in line with the reduction of the registered capital of the Company on Agenda 10, it is appropriate to propose to the 2023 Annual General Meeting of Shareholders to consider and approve the amendment of Clause 4 of the Company's Memorandum of Association as follows:

Article 4. Registered capital	: 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- (--)"

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

None of the shareholders or proxies had questions, the shareholders were asked to vote on Agenda 9. This agenda requires the 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 9, 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	682,739,392	votes or	100.0000%
Disapproved	totaling	0	votes or	0.0000%
Abstained	totaling	0	votes or	0.0000%
Invalid Ballots	totaling	0	votes or	0.0000%

**The total votes for this agenda item were 682,739,392 votes, or 100.0000%**

**Conclusion The Meeting, by a majority vote of 100.0000%, 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 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**

**Mr. Suvait Theeravachirakul** explained to the meeting that the Board of Directors deems it appropriate to propose to the Annual General Meeting of Shareholders to consider and approve the increase of the Company's registered capital by general mandate from the original registered capital of 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 54 - 56.

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

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

**Resolution on Agenda 10, to consider and approve 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	682,738,392	votes or	99.9998%
Disapproved	totaling	1,000	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 682,739,392 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 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 proposed by the Board of Directors.**

**Agenda 11 To approve to amend the Article 4 of the memorandum of the company to be in accordance with the 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 10, it is appropriate to propose to the Meeting to consider and approve the amendment of Clause 4 of the Company's Memorandum of Association to be in line with the increase of the registered capital of the Company as follows:

Article 4. Registered capital	:	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- (--)"

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

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

**Resolution on Agenda 11, to consider and approve 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	682,738,392	votes or	99.9998%
Disapproved	totaling	1,000	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 682,739,392 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 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**

**Mr. Suvait Theeravachirakul** reported to the meeting that to be in line with the increase of the Company's registered capital in Agenda 11, it appropriate to propose to the Meeting to consider and approve the allocation of the Company's ordinary shares to increase the capital of the Company of not more than 180,000,000 shares with the par value of 1 Baht per share to support the increased capital shares by general mandate as follows:

- Allocation of newly issued ordinary shares to increase the capital of the Company by not more than 180,000,000 shares or equivalent to 26.07% 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 54 and 56.

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

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

**Resolution on Agenda 12, to consider and approve the allocation of newly issued ordinary shares of the company under the General Mandate of not more than 180,000,000 shares with a par value of THB 1 per share. The vote results are as follows:**

Approved	totaling	682,738,392	votes or	99.9998%
Disapproved	totaling	1,000	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 682,739,392 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 with a par value of THB 1 per share, as proposed by the Board of Directors.**

**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**

**Mr. Somkiat Makcayathorn**, Managing Director explain to the Meeting 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

To comply with the latest amendment to the Public Limited Companies Act (No.4) B.E. 2565. Therefore, it is deemed appropriate to propose to the 2023 Annual General Meeting of Shareholders to consider amending the Company's Articles of Association. which has already been notified to the shareholders in Document of Annual General Meeting of Shareholders on pages 14 – 17 as follow.

**Clause 26.** The Board of Directors have to be held once at least every 3 months.

The Chairman is the one who convenes a meeting of the Board of Directors when there is any reasonable cause for the Company's sake of protecting rights and benefits. Two Directors or more can jointly request the Chairman to convene a meeting of the Board of Directors. Matters and reasons prepared to propose to 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.

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 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.

In case there is no Chairman whether there is any reason, the Vice Chairman will convene a meeting of the Board of Directors. In case there is no Vice Chairman whether there is any reason, two Directors or more may jointly convene a meeting of the Board of Directors.

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.

**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.

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.

The meeting is held via electronic means, the Company's head office shall be deemed the meeting venue of the meeting.

**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. or via electronic means.

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.

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.

**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 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.

It is considered that the shareholders' meeting should 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 (No.4) B.E. 2565

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

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

**Resolution on Agenda 13, to consider and 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 (No.4) B.E. 2565. The vote results are as follows:**

Approved	totaling	682,739,392	votes or	100.0000%
Disapproved	totaling	0	votes or	0.0000%
Abstained	totaling	0	votes or	0.0000%
Invalid Ballots	totaling	0	votes or	0.0000%

**The total votes for this agenda item were 682,739,392 votes, or 100.0000%**

**Conclusion The Meeting, resolved with a vote of 100.0000% which is not less than three-fourths of the shareholders who attend the Meeting and have the right to vote, 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 (No.4) B.E. 2565 as proposed by the Board of Directors.**

#### **Agenda 14 Other (if any)**

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

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

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

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

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

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

**The Meeting adjourned 11.45 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