

**“The Meeting is conducted via electronic meeting only.
For your attendance, please register via electronic system.”**

**Document of Extraordinary General Meeting of
Shareholders No. 1/2021
PRG Corporation Public Company Limited**



Friday of November 19th, 2021

at 10:00 a.m.

ELECTRONIC MEETING (e-EGM)

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บริษัท พี อาร์ จี คอร์ปอเรชั่น จำกัด (มหาชน)

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

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

PRG.MD.063/2021

November 4st, 2021

Subject: Invitation to attend the Extraordinary General Meeting of Shareholders No.1/2021

Attention: Dear Shareholders PRG Corporation Public Company Limited

Attachments: **1. Supporting documents for the Extraordinary General Meeting of Shareholders No. 1/2021**

1.1. Copy of the Minutes of the Annual General Meeting of Shareholders for the year 2021
(for considering Agenda 1)

1.2. Capital Increase Report Form (F53-4)
(for considering Agenda 2, 5 - 6 and Agenda 8 - 9)

1.3. Key Features of the Warrants to Purchase Ordinary Shares of PRG Corporation Public Company Limited No. 1 (PRG-W1)
(for considering Agenda 4 - 5 and Agenda 8)

2. Supporting documents for attending the Extraordinary General Meeting of Shareholders No. 1/2021

2.1. The Articles of Association relating to the shareholders meeting

2.2. Document for the Rights to Attend the Meeting

2.3. Profile of Independent Director for Appointment of Proxy

2.4. Document Support 1 Guidelines for attending electronic meeting by Inventech Connect

2.5. Proxy Form

At is Meeting No.10/2021 (Special) on October 12th, 2021, The Board of Directors of PRG Corporation Public Company Limited has made a resolution to call for the Extraordinary General Meeting of Shareholders No.1/2021 on Friday, November 19th, 2021 at 10.00 a.m. to an electronic media meeting (e-EGM) from the MBK Company's meeting room, 444 8th Floor, MBK Center, Phayathai Road, Wangmai, Pathumwan, Bangkok. Details of the meeting agenda are as follows:

Agenda 1 To certify the minutes of the Annual General Meeting of the Shareholders 2021 to an electronic meeting “the AGM”.

Objective and Rationale: The Company convened the Annual General Meeting of the Shareholders for the year 2021 on May 13rd, 2021 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.mahboonkrongrice.com) as per the details shown on page 11 - 38.

The opinion of the Board of Directors: The minutes of the Annual General Meeting of Shareholders for the Year 2021 should be approved the minutes.

Agenda 2 Approved the decrease of the registered capital of the company from the original registered capital of THB 900,000,000 to new registered capital of THB 600,000,000 by reducing of the unpaid capital amount of 300,000,000 shares with a par value of THB 1 per share.

Objective and Rationale: As the company its registered capital of unpaid amount 300,000,000 baht because the company intends to issue and allocate No. 1 PRG-W1 warrants to the shareholders. And 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 e-EGM No. 1/2021, has approved to decrease of the registered capital of the company from the original registered capital of THB 900,000,000 to new registered capital of THB 600,000,000 by reducing of the unpaid capital amount of 300,000,000 shares as per the details shown on page 39, 42.

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

Objective and Rationale: To be in accordance with the reduction of the Company's registered capital of the company in Agenda 2

The opinion of the Board of Directors: The board of directors deems it appropriate to propose the e-EGM No. 1/2021, has approved to amend the Article 4 of the memorandum of the company to be in accordance with the decrease of the registered capital as follows:

“Article 4. Registered capital	: 600,000,000 baht (Six hundred million baht only)
Dividend into	: 600,000,000 shares (Six hundred million shares)
Value per share	: 1 baht (one baht)
Dividend into	
Ordinary share	: 600,000,000 share (Six hundred million shares)
Preferred share	: -not exist- (--)”

Agenda 4. Approved to the offering or the allocating of the Company's warrants to purchase ordinary shares No.1 (PRG-W1) in the amount not more than 30,000,000 units for allocation to existing shareholders of the Company in proportion to their respective shareholdings.

Objective and Rationale: This is to prepare and strengthen and provide financial flexibility in the implementation of future projects. And to reserve money for the Company's working capital in addition, the company It intends to provide compensation to the shareholders of the Company Therefore, it is deemed appropriate to propose to the Extraordinary General Meeting of Shareholders No. 1/ 2021 to consider and approve the issuance and allocation of warrants to purchase the newly issued ordinary shares of PRG Corporation Public Company Limited No. 1 (Warrants). Right of PRG-W1 in the amount not exceeding 30,000,000 units to the Company's shareholders. According to the shareholding proportion.

The opinion of the Board of Directors: The board of directors deems it appropriate to propose the e-EGM No. 1/ 2021, has approved to the issuance of the Company's warrants to purchase ordinary shares No. 1 (PRG-W1) in the amount of not more than 30,000,000 units for allocation to existing shareholders of the Company in proportion to their respective shareholdings at no offering price, (zero Baht) at the ratio of 20 ordinary shares to 1 unit of warrant (any fractions resulting from the calculation based on the allocation ratio set forth shall be rounded down), with a term of not more than 3 years from the issuance date, having an exercise ratio of 1 unit of warrant per 1 ordinary share at an exercise price THB 5 (the "Exercise Price"), (the "PRG-W1 Warrants") and details with regards to the issuance of the PRG-W1 Warrants are determined. Please refer to the preliminary details of the PRG-W1 Warrants as per the details shown on page 45-50.

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-W1 Warrants on October 28, 2021 (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-W1 Warrants to existing shareholders and there is still a risk to shareholders which possibly imposes an obligation on the Company according to international law. Therefore, in order to manage the above-mentioned risk, the Board of Directors may exercise its discretion not to offer or not to allocate the warrants to any shareholders who is residing in France, Singapore, the United Kingdom, China, the United States of America, India, Switzerland, Japan, Vietnam or any Countries as deemed appropriate by the Company, if the offering or the allocation of the such warrants causes or is likely to cause the Company.

- (a) to violate any laws, rules or regulations of Thailand or any foreign countries and/ or the Company's Articles of Association;
- (b) to have additional and excessive obligations or duties to perform anything other than those required under the relevant laws or regulations of Thailand on securities offering;
- (c) to have additional expenses and/ or excessive risks when compared to the benefits that the Company will receive if the PRG-W1 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-W1 Warrants.

The factors used by the Company to support its consideration to not offer or not allocate the PRG-W1 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-W1 Warrants are offered or allocated to existing shareholders of the company. Furthermore, the Company may offer or allocate the PRG-W1 Warrants to existing shareholders of the company is entitled to offering or the allocation the PRG-W1 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-W1 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-W1 Warrants. The Company shall further announce the additional terms and/or conditions of the offering or the allocation of the PRG-W1 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-W1 Warrants;
- (b) proceed with and sign applications and evidences that are necessary for or relevant to the offering and allocating of the PRG-W1 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-W1 Warrants and newly issued shares occurred from the exercise of the PRG-W1 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-W1 Warrants;

Agenda 5. Approved to increase the registered capital of the company from the original registered capital of THB 600,000,000 to THB 630,000,000 by issuing not more than 30,000,000 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-W1 Warrants

Objective and Rationale: To provide the company with financial flexibility for business expansion and/or the Company's working capital in the future. In addition, the company It intends to provide compensation to the shareholders of the Company. It is of the view that the issuance and allocation of PRG-W1 warrants to the shareholders in proportion to the fund raising that may reduce the financial burden of the Company in borrowing from financial institutions in the future.

The opinion of the Board of Directors: The board of directors deems it appropriate to propose the EGM No. 1/2021, has approved to increase the registered capital of the company from the original registered capital of THB 600,000,000 to THB 630,000,000 by issuing not more than 30,000,000 new ordinary shares with a par value of THB 1 per share to reserve for the issuance of the Company's warrants to purchase ordinary shares of the PRG-W1 Warrants as per the details shown on page 39 - 44.

Agenda 6. Approved to increase the registered capital of the company under the General Mandate to the existing shareholders proportionate to their respective shareholdings (Rights Offering) from THB 600,000,000 to THB 780,000,000 by issuing 180,000,000 new ordinary shares with a par value of THB 1 per share

Objective and Rationale: In order to conduct business of the company in line with the careful financial management policy. (Conservative) proposed to the EGM No. 1/2021 to consider and approve the increase of the Company's registered capital. In this regard, if in the future there is an unexpected situation, the company will be able to reserve for financial management. Carefully designed without affecting the normal operations of the company.

The opinion of the Board of Directors: The board of directors deems it appropriate to propose the EGM No. 1/2021, has approved to increase the registered capital of the company under the General Mandate to the existing shareholders proportionate to their respective shareholdings (Rights Offering) from THB 600,000,000 to THB 780,000,000 by issuing 180,000,000 new ordinary shares with a par value of THB 1 per share Please find details in a report on capital increase, as per the details shown on page 39, 42.

The company from the original registered capital of THB 600,000,000 to THB 810,000,000 by issuing not more than 30,000,000 new ordinary shares with a par value of THB 1 per share and increase in registered capital under General Mandate to the existing shareholders proportionate to their respective shareholdings (Rights Offering) from THB 180,000,000 with a par value of THB 1 per share

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

Objective and Rationale: To be in accordance with the increase of the registered capital of the company in Agenda 5 and Agenda 6

The opinion of the Board of Directors.

The board of directors deems it appropriate to propose the EGM No. 1/2021, 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 capita : 810,000,000 baht (Eight hundred and ten million baht only)
Dividend into : 810,000,000 shares (Eight hundred and ten million shares)
Value per share : 1 baht (one baht)
Dividend into
Ordinary share : 810,000,000 share (Eight hundred and ten million shares)
Preferred share : -not exist- (--)"

Agenda 8. Approved to allocate not more than 30,000,000 newly issued ordinary shares with a par value of THB 1 per share for the exercise of the PRG-W1 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.

Objective and Rationale: According to Agenda 5, the Company intends to increase the Company's registered capital in the amount not exceeding 30,000,000 baht in order to reserve for the exercise of warrants to purchase ordinary shares of the Company. Therefore, it is deemed appropriate to propose to the Extraordinary General Meeting of Shareholders to consider and approve the allocation of the Company's newly issued ordinary shares of not more than 30,000,000 shares with a par value of 1 baht per share.

The opinion of the Board of Directors: The board of directors deems it appropriate to propose the EGM No. 1/2021, has approved to allocate not more than 30,000,000 newly issued ordinary shares for the exercise of the PRG-W1 Warrants, which will be issued to existing shareholders of the Company in proportion to their respective shareholdings in accordance with the details set out in agenda 4.

The details of the allocation of newly issued ordinary shares appear in accordance with Enclosed with Capital increase report form (F53-4) as per the details shown on page 39 - 44.

Agenda 9. 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

Objective and Rationale: According to the company proposed to the Board of Directors to approve the increase the registered capital of the company under the General Mandate in agenda 6, therefore, must propose to the Board of Directors to approve the allocation of 180,000,000 new ordinary shares with a par value of 1 baht to the existing shareholders, to comply with the regulations of the Stock Exchange of Thailand and the Securities and Exchange Commission.

The opinion of the Board of Directors: The board of directors deems it appropriate to propose the EGM No. 1/2021, 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 30.00% 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.

Agenda 10. Other (if any)

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.

To set the date that the Board of Directors has set a list of names on the shareholders' registration, who are entitled to attend the EGM No. 1/2021 of shareholders' meeting and entitled to receive the PRG-W1 Warrants.

- The Board of Directors has set a list of names on the shareholders' registration, who are entitled to attend the EGM No. 1/2021 of shareholders' meeting and entitled to receive the PRG-W1 Warrants on October 28, 2021 (Record Date). However, the determination of such right remains uncertain and subject to an approval of the EGM.
- For the shareholders who wish to attend e-EGM, please thoroughly study registration procedures and granting of proxy to attend the e-EGM, which will be delivered to the shareholders together with Notice of Meeting.

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

In this connection, the Board of Directors will prepare a list of shareholders eligible for attending the Extraordinary General Meeting of Shareholders by Electronic Means (e-EGM) (Record Date) on October 28th, 2021. 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 2021 under the conditions of the relevant laws and regulations.

Shareholders may send questions related to the agenda items of this meeting in advance to the Corporate Governance Section at secretary@prg.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. Such proxy form and required documents shall be delivered to the Company by November 18th, 2021 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. 210 Fax. 02-501-2176

For Shareholders who would like to attend the Meeting either through the Electronic Means by yourself or someone who is not the provided independent directors, please note that the electronic registration will be available from November 10th, 2021 at 08.30 a.m. onward until the end of the meeting on November 19th, 2021. With details in Guidelines for attending the Extraordinary General Meeting of Shareholders by Electronic Means (e-EGM). However, if the Shareholder for a troubleshooting related to the system, please contact call center Tel. 02-021-9121 from 8.30 a.m. to 5.30 p.m. (Only on working days Excluding national holidays and public holidays)

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

Sincerely yours,
By Order of the Board of Directors


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 ปทุมโรซมิล แอนด์ แกรนารี จำกัด (มหาชน)

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

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

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

**Minutes of Annual General Meeting of Shareholders Year 2021
Conducted Through the Electronic Meeting
Of
Patum Rice Mill and Granary Public Company Limited**

Date and time: Thursday May 13rd, 2021 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.

Chairman of the Meeting

Mr. Suphadej Poonpipat, Chairman of the Board of Directors who acted as Chairman of the Meeting, welcomed shareholders for attending the Meeting and opened Annual General Meeting of Shareholders Year 2021, conducted through the Electronic Meeting. The Meeting's moderators were assigned as follows :

- Mr. Suvait Theeravachirakul, Vice Chairman of the Board and Mr. Somkiat Makcayathorn, Managing Director, were the Meeting's moderator for the agenda items 1-4, and agenda items 8-10.
- Dr. Pornsiri Poonakasem, Chairman of Audit Committee, was the Meeting's moderation for the agenda items 5 and 7.
- Assoc.Prof.Dr. Sathit Parniangtong, Chairman of the Compansation and Nomination Committee, was the Meeting's moderation for the agenda items 6.
- Ms. Chonlada Ngamnikulchalin, Company Secretary, was the secretary to take the minutes.
- Mr. Apichat Kamoltham and Ms. Satakamol Worakul, were the Meeting's moderator and explained the today's meeting method and criteria.

Ms. Satakamol Worakul notified shareholders to acknowledge as follows :

Because of the epidemic of Corona Virus Disease 2019 (COVID-19) which has been widely and seriously spreading now, the Company has been mainly aware of the safety of attending shareholders and participant. The Company's Board of Directors then resolved to postpone the date when Annual General Meeting of Shareholders Year 2021 was previously planned to hold from Wednesday, April 21st, 2021, on 10.00 a.m., at Jamjuree 1, Pathumwan Princess Hotel, as an invitation to the Meeting was sent already to every shareholder, to be today, instead. The form of holding the Annual General Meeting of Shareholders 2021 was changed to be an electronic meeting in accordance with 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 via Electronic Means, B.E. 2563 (2020), and relevant law or regulations.

With respect to the rights to attend the Annual General Meeting of Shareholders Year 2021, use names listed on the shareholders registry for the record date March 22th, 2021 as specified before. All meeting agendas remain the same, except dividend payment for the year 2020. This agenda is changed to acknowledge the interim dividend payment and the omission of dividend payment for the year 2020.

The postponed Meeting didn't have a significant effect on the operation of the Company and didn't have effect on rights of shareholders at all. This shareholders' Meeting was conducted through live video and audio conferencing called Cisco Webex Meetings, at the Meeting Room of MBK Public Company Limited, 444, on the 8th floor, MBK Center Building, Phayathai Road, Wangmai, Pathumwan, Bangkok.

Moreover, **Ms. Satakamol Worakul** informed the Meeting of the number of shareholders and proxies in attendance as follows:

- Shareholders attending in person were 3, holding a total of 164,410 shares.
- Shareholders attending by proxies were 23, holding a total of 590,929,337 shares.
- The total number of shareholders attending in persons and by proxies was 26, representing a total of 591,093,747 shares.

Total shareholders attending the Meeting, equivalent to 98.5156% of total 600,000,000 issued, which was more than 1/3 of the total issued and paid-up shares. A quorum was thus constituted in accordance with the Company's Articles of Association and the meeting was called to order.

Ms. Satakamol Worakul introduced the Board of Directors, executives, the vote counter, the Company's auditor who attended the Meeting as follows:

There were 5 directors attending the Meeting in person as follows:

- | | |
|---|---|
| 1. Mr. Suvait Theeravachirakul | Vice Chairman of the Board, Member of the Compensation and Nomination Committee, Member of the Good Corporate Governance Committee and Vice Chairman of the Executive Committee |
| 2. Dr. Pornsiri Poonakasem
Committee,
Committee | Independent Director, Chairman of Audit Committee, Member of the Compensation and Nomination and Member of the Good Corporate Governance |
| 3. Ms. Veena Arunyakasem | Independent Director, Member of Audit Committee, Chairman of the Strategy Committee and Member of the Good Corporate Governance Committee |
| 4. Mr. Kasemsuk Chongmankhong | Director, Member of the IT Committee and Member of the Good Corporate Governance Committee |

5. Mr. Somkiat Makcayathorn Director, Member of the Good Corporate Governance Committee, Member of the Strategy Committee, Member of the IT Committee, Member of the Executive Committee, and Managing Director

There were 3 directors attending the Meeting through the Electronic media in another place as follows:

1. Mr. Suphadej Poonpipat Chairman of the Board of Directors, and Chairman of the Good Corporate Governance Committee
2. 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
3. Mr. Pakit Iamopas Director, Member of the Strategy Committee, Member of the Good Corporate Governance Committee and Chairman of the Executive Committee

The Company currently had 8 directors at Annual General Meeting of Shareholders Year 2021. The number of directors attending the Meeting was 8 directors and was proportioned to the total number of directors as 100%.

There were 2 executives attending the Meeting in person as follows:

1. Ms. Pimonrat Chitpavanaskul Assistant Managing Director of Sales and Logistic
2. Mr. Satawat Laklaem Assistant Managing Director of Food Center

There were 3 executives attending the Meeting through the Electronic media in another place as follows:

1. Ms. Pornpimol Kiriwana Vice President of Marketing
2. Ms. Preeyanuch Nuntachote Senior Vice President of Finance
3. Ms. Prisana Klankaew Vice President of Accounting and Assistant Managing Director of Management (Acting)

Ms. Chonlada Ngamnikulchalin, Company Secretary, was assigned as the Meeting's secretary and to record the Meeting and **Mr. Oukrit Pitakpracha** was assigned to represent the Shareholders in inspecting the counting of votes. **Ms. Gingkarn Atsawarangsalit**, the Company's auditor, Auditor license No.4496, participated in the meeting through the Electronic media to answer some of the comments and questions raised by the shareholders.

The Company publicized the agenda of this Annual General Meeting of Shareholders Year 2021 on the Company's website and opened up an opportunity for the shareholders to propose additional agenda items and nominate qualified people to the Nomination and Compensation Committee and the Board of Directors for consideration and submission of a proposal to the Meeting for the appointment of replacements for directors with expiry of term

of office. The offered period was from October 1st, 2020, to December 31st, 2020, but no shareholders proposed additional agenda items and nominated qualified people to the Nomination and Compensation Committee and the Board of Directors for consideration.

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

This meeting uses system from Inventech Systems (Thailand) Co., Ltd. that self-assessed this meeting control system compliant with IT security standards for electronic meetings 2020. It had been submitted for review and had its name published on the Website by the Electronic Transactions Development Agency. This system is also well recognized amongst many large registered companies. Identity verification, voting and other processes has been carried out in this meeting in accordance with the Emergenc Decree on Electronic Meetings, B.E. 2563 (2020) in all respects.

Documents and data accompanying the meeting is in accordance to that specified in the Invitation to the Meeting sent to the Shareholders dated April 23rd, 2021.

To conduct the Meeting : The Meeting will consider agenda items in order as listed in the Meeting's invitation. The Meeting's Moderator will present information about each agenda item. This Meeting is composed of 11 agenda items.

To pass resolutions : In each agenda item, when the shareholders pose all questions, for the convenience and the promptness of counting votes in each agenda item, the Meeting's Moderator asks the shareholders to pass a resolution as follows:

(1) The shareholders or proxies can vote for approval, disapproval, or abstention in each agenda item. For the vote counting, 1 share equals 1 vote.

(2) The shareholders and proxies are eligible to cast their votes in each agenda item whether they approve, disapprove, or abstain from voting; shares cannot be split in order to divide the voting. An exception is made for proxy holders for foreign investors who appoint custodians in Thailand in order to safe-keep their clients' securities, split shares for the voting are allowed.

(3) In the agenda item 5 relevant to the appointment of directors in order to replace directors whose term of office expires, the voting will be taken for each individual in order to conform to principles of Good Governance.

(4) The notification of voting in any agenda item, the Meeting will notify the voting's result by identifying the proportion of approval, disapproval, or abstention. Further details are listed according to the Meeting's practice.

To cast a vote in each agenda item through the electronic meeting as follows:

1. To cast a vote, the shareholders choose any agenda items 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 you do not vote for any resolution within a specific period or choose "Cancellation of the latest voting", the Company will consider that you approve such a resolution. The voting can be changeable until the closing of voting is notified.

2. In case of a proxy on behalf of several shareholders, choose the button "User Icon" and press the button "Switch Account" in order to sign in to accounts of other shareholders.

3. The shareholders have 2 minutes for the voting after the notification of voting's opening of each agenda item. The voting's closing will be notified and then a resolution of such an agenda item will be further informed to the Meeting.

In case the shareholders logout before the closing of passing a resolution of any agenda item, shareholders will not be counted as part of a quorum for such an agenda item and their votes will not be counted in such an agenda item neither. However, logging-out in any agenda item does not deprive the shareholders/proxies of their rights for attending the Meeting again or passing a resolution in the next agenda item.

To pose questions or give opinions in the Meeting

1. The Company opens up the opportunity for the Meeting's attendees to pose questions or give additional opinions about issues relevant to such an agenda item as deemed appropriate. Questions can be posed in Q&A (Questions and Answers) and submitted into a system all the time during the Meeting. The Company will answer these questions during the waiting time of the voting.

2. With respect to answering Shareholders' questions through the Q&A System, Shareholders are requested to key in questions only specifically relating to the meeting agendas.

3. The Company reserves the consideration to answer only important issues in relation to the meeting agendas. Any unanswered questions from the meeting will be gathered and recorded in the minutes of the meeting.

Mr. Apichat Kamoltham then asked **Mr. Somkiat Makcayathorn**, Managing Director, to proceed with the Meeting in the sequence of the agenda items contained in the Notice of Invitation to the Annual General Meeting of Shareholders sent to all shareholders in advance.

Agenda 1. To certify the minutes of the Annual General Meeting of Shareholders for the year 2020.

Mr. Somkiat Makcayathorn, Managing Director, asked the Meeting to certify the minutes of the Annual General Meeting of Shareholders for the year 2020 which was held on

Monday August 3rd, 2020. The Minutes contained 29 pages and was presented on page 13 to 41 of the meeting document that has been sent to shareholders.

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.

When no shareholders or proxies requested amendments to the minutes, the shareholders or proxies were asked to pass a resolution of the agenda item 1 To certify the minutes of the Annual General Meeting of Shareholders for the year 2020. For this agenda item, a majority vote of the shareholders attending the Meeting and having the right to vote was needed.

There was 1 more shareholder who has joined the meeting, holding a total of 1 share. The total number of shareholders in attendance was now 27 representing a total of 591,093,748 shares.

Resolution for agenda item 1 : To certify the minutes of the Annual General Meeting of Shareholders for the year 2020, as detailed below:

Approved	totaling	591,093,748	votes or	100.0000%
Disapproved	totaling	0	votes or	0.0000%
Abstained	totaling	0	votes or	0.0000%
Invalid Ballots	totaling	0	votes or	0.0000%

The total votes for this agenda item were 591,093,748 votes or 100.0000%

Conclusion The Meeting unanimously approved the minutes of the Annual General Meeting of Shareholders for the year 2020 as proposed by the Board of Directors.

Agenda 2. To report the Company's performances for the fiscal year 2020 for acknowledgement

Mr. Somkiat Makcayathorn, Managing Director, reported the Company's performance for the fiscal year 2020 for the shareholders meeting's acknowledgment.

➤ **The Company's Operating Result**

Revenue structure by business

Revenues and revenue proportion by business are as follows:

- The revenue of rice and other products business decreased by 4.52% to THB 1,620.38 million in 2020 from THB 1,697.11 million in 2019
- The revenue of asset rentals decreased by 7.11% to THB 9.07 million in 2020 from THB 9.76 million in 2019

- The revenue of food centers business decreased by 47.71% to THB 123.81 million in 2020 from THB 236.77 million in 2019
- Total revenue decreased to THB 1,753.26 million in 2020 from THB 1,943.64 million in 2019

Profit from sales activity by business

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

- The EBITDA Operation of rice business and other products was THB 104.81 million in 2020, increasing from 2019 in which the EBITDA Operation was THB 94.60 million.
- The EBITDA Operation of asset rentals was THB 1.34 million in 2020, increasing from 2019 in which the EBITDA Operation was THB -0.10 million.
- The EBITDA Operation of food center business was THB -2.37 million in 2020, decreasing from 2019 in which the EBITDA Operation was THB 16.31 million.
- Total EBITDA Operation was THB 103.78 million in 2020, decreasing from 2019 in which the EBITDA Operation was THB 110.81 million.

Operating profit by business

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

- The EBIT Operation of rice business and other products was THB 91.50 million in 2020, increasing from 2019 in which the EBIT Operation was THB 80.35 million.
- The EBIT Operation of asset rentals was THB 0.12 million in 2020, increasing from 2019 in which the EBIT Operation was THB -1.32 million.
- The EBIT Operation of food center business was THB -9.25 million in 2020, decreasing from 2019 in which the EBIT Operation was THB 9.54 million due to the situation of the spread of COVID-19 reducing operating results for the food center business.
- Total EBIT Operation was THB 82.37 million in 2020, decreasing from 2019 in which the EBIT Operation was THB 88.58 million.

EBIT Management by business

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

- The EBIT Management of rice business and other products was THB 56.28 million in 2020, increasing from 2019 in which the EBIT Management was THB 40.88 million.
- The EBIT Management of asset rentals was THB -1.25 million in 2020, increasing from 2019 in which the EBIT Management was THB -4.68 million.
- The EBIT Management of food center business was THB -16.18 million in 2020, decreasing from 2019 in which the EBIT Management was THB 2.86 million due to the situation of the spread of COVID-19 reducing operating results for the food center business.
- Total EBIT Management was THB 26.37 million in 2020, increasing from 2019 in which the EBIT Management was THB 13.61 million or increased by 93.73%

➤ **Major changes in 2020 operations**

Rice business and other products

● **The overall distribution channel**

- To increase sales area of products in all channels, especially online
- To segment products to target Premium / Mass / Health
- Sales to Beverages Industry through HORECA and OEM
- To increase new customers in all Channel
- To increase efficiency in cost controls

● **Channel of Distribution : Modern Trade**

- To organize a merchandise project in the interest of supervising our shelf visibility & sufficiency product as well as enlarging our sales floor in modern trade.

● **Channel of Distribution : Traditional Trade**

- To increase new Agent customers (The North Region)
- To expand mixed aromatic rice products

● **Channel of Distribution : HORECA**

- To gain new customers in Beverages Industry and chain restaurants
- To expand mixed aromatic rice products
- To launch cross-selling of non-rice

● **Channel of Distribution : Export**

- To increase new Agent customers
- To launch cross-selling of non-rice

● **Channel of Distribution : OEM**

- To contract manufacturing of House Brands for Modern Trade customers
- To increase sales of raw materials to Energy Drinks Industry
- To contract manufacturing for exporters

● **Channel of Distribution : Online**

- To increase channel of sales online into E-Market Place/ E-Retail/ Mah Boonkrong Rice Shop
- To operate Omni Channel

● **Marketing**

- To support and take part to win first in X-Campus Contest to promote Mah Boonkrong brand of rice amongst universities target group
- Cross sales between business groups Thanachart Insurance and MBK Life
- CSR activities with community social enterprise group. Hand woven (Khao Ma) Fabric can be further developed to bring better life to farmers and local community in a sustainable way.
- Shop decorations for business partners
- To operate using Personal Data Protection Act 2019 with all customers on all contact points

The Company as changed logo of Mahboonkrong brand of rice, as well as packaging to modernize.

Food center business

- Open Food Center: Im Jang
- Feasibility Study for opening of Food Center at The Nine Tiwanon
- Focus on Delivery sales and bringing food for sales outside of Food Centers

Land development project (Pathumthani)

- Complete task Project as follow :
 - Dredging
 - Landscape adjustment (Phase I-III)
 - Slipway
 - Jetty & Floating Pontoon (Phase I)
- Work in process Project as follow :
 - Gate Entrance (Entrance – Exit)
 - Landscape adjustment (Dam/On Jetty)
 - Lighthouse / Yacht Club (Phase II)
 - Silo Market
 - Dock

➤ **2021 Planning**

• **The overall distribution channel**

- To increase sales area of products in all channels, especially TT and online
- To build customer relationships by different means e.g. Loyalty Program and develop relationships with Buyers
- To modify logos and product packaging to modernize
- To modify products and sizing to fit consumers preferences
- To create unique products, that emphasis on outstanding different attributes and characteristics for easy understanding when consumers buy the product
- To develop and improve manufacturing systems, warehousing, logistics by digitizing and using effective technology

• **Channel of Distribution : Modern Trade**

- To expand sales branches in customer groups: Tesco / Big C / Tops / Makro
- To increase Pop Up Store to sell product through HORECA channel and accept consignment to increase sales opportunity.

• **Channel of Distribution : Traditional Trade**

- To increase sales space with wholesalers in sub districts
- To increase sales in the Premium segment to 50%, Mass 50%
- To increase sales in Bangkok to 40%, to Upcountry 60%
- To improve shelf visibility, especially branding visibility

- **Channel of Distribution : HORECA**
 - To increase new customers
 - To increase sales of non-rice products
 - To review sales outlets online

- **Channel of Distribution : Export**
 - To increase new customers
 - To launch cross-selling
 - To increase sales in Consolidated Container format

- **Channel of Distribution : OEM**
 - To increase new customers (EXPORT / OEM)
 - To increase variety of products in the contract manufacturing for House Brands
 - To increase contract manufacturing of packaged rice for rice mills

- **Channel of Distribution : Online**
 - To increase sales volume and value online
 - To expand sales channel online into We Mall / Panda Mart / RS Mall
 - To increase followers on Shopee / Lazada / JD Central
 - To bring products from HORECA channel to sell on Mah Boonkrong Online Shop
 - To update contents and promotions to be attractive to consumers

- **Marketing**
 - To modify logos and product packaging to modernize rice products
 - To modify products and sizing to fit consumers preferences
 - To create PR Campaign to promote : New Logo & New Concept & New Packaging "Rice Style for all Life Style"
 - CSR activities to create income for community social enterprise group

Food center business

- To increase number of food centers by expanding into Shopping Malls
- To shift from targeting foreigners to target Thais, students and those who come for tuition classes in the shopping mall
- Emphasis on sales support activities and Omni Channel
- Bring in reputable food shops, award winners, those recommended by food agencies as well as manage shop rotations to bring newness

Land development project (Pathumthani)

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

- Event Lawn
- Event Zone
- Commercial Zone
- Dry Stack
- Wedding Hall & Multi Purpose

Measures to prevent the spread of Corona Virus (COVID-19)

The Company prevent the spread of COVID-19 in Pathum Thani and in the area of Sikhiu by educating employees about self-protection. To further increase confidence for The Company, measures are established that all employees wear gloves, hygiene masks before entering operating area. Strict procedures are taken to make sure they are clean before entering the factory. Cleaning posts have been set up to disinfect the body and the staff uniform to prevent contact and contamination to products in accordance to International Food Safety Standards.

For Food Centers area, The Company arrange to take temperatures and provide alcohol gel for hand washing, before customers go in to receive service. Cleaning of surfaces like cashier and shop counters are done every hour. Tables are cleaned every time customers finish using. Stickers are placed to ensure 1 meter of distancing at queuing area, installation of Food Shield, ensuring proper placements of utensils and food orders to go through to staff. All measures are taken to increase consumers' confidence.

Good Corporate Governance

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

Thai Private Sector Collective Action Against Corruption (CAC)

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

The overall operation of CAC in 2020

- The Board of Directors reviewed our corporate governance policy, to be relevant to current situations, laws and regulations.
- The Company organized trainings and communicated our corporate governance, anti-corruption policy and guidelines, business ethics for board of directors, management and staff via media channels.
- The Company communicated and reported to business partners, customers of Patum Rice Mills Group, in order to receive their cooperation and encouragement to support our anti-corruption activities, and to help build a better society and economy in Thailand

Furthermore, The Company has always placed grate importance on business operation based on morality and responsibility for all stakeholders under the principle of good corporate governance. This could be seen as the Company was evaluated in "Excellent" level for 2020 Good Corporate Governance Public Company for 4 consecutive years. The evaluation was conducted by Thai Institute of Directors (IOD).

The Company also emphasize the mobilization of businesses towards sustainability. This is according to the vision and mission of The Company as follows:

- **Energy Management** : Reduce electric power consumption in the production processes from 2019 by 9.79 Kilowatt / Hour / 1 Ton of production, reduced by 26.7%
- **Water Management** : In 2020 The Company's water consumption reduced by 4,204 cubic meters or reduced by 45.56%
- **Rubbish, Waste and Toxicity Management** : The Company systematically operated according to legal requirements relating to wastes and unused materials. Air quality is measured once a year, and found emission of dusts, chemical vapors, lighting to be within legal limits. No chemical leakage is found from the business operation.
- **Green House Effect Management** : In 2020 The Company emitted 75.77 Ton Carbon Dioxide less of Green House Gas or reduced by 9.11%
- **Employee and Labor Management** : The Company comply with Human Rights practices from the start of employment process to taking care of employees and human resources. So employees can feel related to the organization as a family. Elderly and disabled, are also employed to work in The Company.
- **Community and Society** : In 2020, there is no complaints from the community regarding social or environmental issues.
- **Awards, Honor and Achievements** : The Company receive Eco Factory Social Value Silver Awards from Ministry of Industry

➤ **Company's activities photos**

During the activities review in the annual year of 2020, the Company together with government departments held corporate social responsibility (CSR), activities to help citizens affected by the spread of Corona Virus (COVID-19), activities to boost health are some examples. Details of these activities are presented in the meeting reference which appears on the screen.

Mr. Apichat Kamoltham asked the Meeting if anyone had any questions or comments.

Mr. Sanguansak Bhaesajsanguan, a proxy from Thai Investors Association, asked a question : What guidelines has The Company used to reduce operating expenses?

Mr. Somkiat Makcayathorn, Managing Director, replied that part of operating expenses reduction comes from mobilization of businesses towards sustainability, reducing power usage within The Company. On the other hand, The Company has reduced quite a lot on central operating costs and administrative costs compared to the year 2020. This is clearly reflected in The Company Financial Statements. Such as employees cooperating to reduce paper usage and cut down operating processes.

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 the statement of comprehensive income for the fiscal year ended December 31st, 2020

Mr. Somkiat Makcayathorn, Managing Director, explain to the Meeting the Statement of financial position and the Statement of comprehensive income for the fiscal year ended December 31st, 2020 which appeared on page 105 to 178 of the 2020 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 31st, 2020 which were audited by Ms. Ginkarn Atsawarangsalit, Auditor license No. 4496 from EY Office Co., Ltd. and certified by the Audit Committee and the Board of Directors. The auditor expressed an unqualified opinion on the financial statements. The details of the Financial Statement and the management discussion and analysis can be summarized as follows:

Statement of financial position – Separate financial statement

- Total assets were THB 7,504 million, which decreased by THB 3,964 million, or 35%.
- Total liabilities were THB 2,135 million, decreased by THB 725 million, or 25%.
- Shareholders' equity was THB 5,369 million, decreased by THB 3,239 million, or 38%.

Statement of Comprehensive Income – Separate financial statement

- The operating revenue in 2020 was THB 1,836 million, decreased from the previous year by THB 40 million, or 2%.
- Net profit amounted to THB 385 million, increased from the previous year by THB 34 million or 10%
- Net profit per share in 2020 was THB 0.64 , increased by THB 0.06 per share, or 10%.

Statement of financial position – Consolidated financial statement

- Total assets were THB 7,552 million, which decreased by THB 4,189 million, or 36%.
- Total liabilities were THB 1,927 million, decreased by THB 798 million, or 29%.
- Shareholders' equity was THB 5,625 million, decreased by THB 3,391 million, or 38%.

Major changes in the Company's assets

- Total assets were THB 7,552 million, which decreased by THB 4,189 million, or 36%.
- Inventories in 2020 was THB 214 million, decreased from the previous year by THB 75 million, or 25% due to stock management.
- Reallocation according to TFRS 9 – Financial Instruments, allocating Investments as Other Non-Current Financial Assets. Reallocation according to TRFS 16 – Rental Contracts, allocating advanced rental payments under Property, Plant and Equipment

- Fair Value Measurement of Investments in Marketable Securities reduced by 4,293 Million Baht
- The current assets had decreased by THB 385 million or 41.22% due to the decrease of trade account receivables and other receivables. Inventory reduced because of stock adjustment by subsidiaries companies

Major changes in the Company's liabilities

- Total liabilities had decreased by THB 798 million or 29% due to the deferred income tax liabilities attributable to major shareholder, bank overdrafts and short-term loans from banks.

Major changes in the Company's equity

- Shareholders' equity were THB 5,625 million, which decreased by THB 3,391 million, or 37%.

Statement of Comprehensive Income – Consolidated financial statement

- Sales in 2020 was THB 1,767 million, decreased from the previous year by THB 225 million, or 11%. Dividend income/Warrant was THB 398 million, increased from the previous year by THB 17 million, or 4%
- Total revenues amounted to THB 2,165 million, decreased from the previous year by THB 208 million or 9%
- Net profit amounted to THB 405 million, increased by THB 52 million, or 15%.
- Net profit per share in 2020 was THB 0.68, increased by THB 0.09 per share, or 15%.

Financial Ratio

- Net Profit Margin (%) increased from the previous year amounted to THB 18.72 million.
- In 2020, Return on equity (ROE) (%) amounted to THB 7.20 million, Return on asset (ROA) (%) amounted to THB 5.37 million and Earnings Per Share (EPS) amounted to THB 0.68 increased from the previous year.
- Book Value Per Share (BVPS) decreased by 9.38 due to decrease of securities value.

Mr. Apichat Kamoltham asked the Meeting for any questions or comments which the shareholders may wish to raise. Questions can be posed in Q&A and submitted.

When no shareholders or proxies had additional questions, the shareholders were asked to vote for the agenda item 3 To approve the statement of financial position and the statement of comprehensive income for the fiscal year ended December 31st, 2020. This agenda item had to have a majority vote of the shareholders who attended the Meeting and had their voting rights.

Resolution for agenda item 3: To approve the statement of financial position and the statement of comprehensive income for the fiscal year ended December 31st, 2020, as detailed below:

Approved	totaling	591,093,748	votes or	100.0000%
Disapproved	totaling	0	votes or	0.0000%
Abstained	totaling	0	votes or	0.0000%
Invalid Ballots	totaling	0	votes or	0.0000%

The total votes for this agenda item were 591,093,748 votes, or 100.0000%

Conclusion The Meeting unanimously approved the statement of financial position and the statement of comprehensive income for the fiscal year ended December 31st, 2020, as proposed by the Board of Directors.

Agenda 4. To consider and approve the allocation of profit, the omission of dividend payment for the year 2020 as well as to acknowledge the interim dividend payment.

Mr. Suvait Theeravachirakul, Vice Chairman of the Board, report the Company's performance in separate financial statement for the fiscal year ended December 31st, 2020 as follows:

- Unappropriated retained earnings bought forward (as at January 1st, 2020) THB 478,766,027
 - **Add** Net profit after tax amounted to THB 385,177,749
 - **Deduct** Dividend payment
 - For the six-month period (Jul – Dec 2019) THB 0.35 per share = THB 210.00 million
 - For the six-month period (Jan – Jun 2020) THB 0.25 per share = THB 150.00 million
- THB 360,000,000
- Unappropriated retained earnings carry forward (as at December 31st, 2020) THB 502,585,736

Therefore, The Board of Directors proposed the shareholders' meeting to approve the allocation of profit, the omission of dividend payment for the year 2020 as well as to acknowledge the interim dividend payment as follows:

- (1) The earnings for the year starting from January 1st, 2020, to December 31st, 2020, in the amount of 385,177,749 Baht, was transferred to the unappropriated retained earnings account.
- (2) The Company had its legal reserve in the amount of THB 90,000,000. Its is equal to 10% of total registered capital. Thus, The Company needn't appropriate to a legal reserve from the net profit.
- (3) Dividend payment from retained earning paid for ordinary shareholders at the rate of THB 0.65 per share, amounting to THB 390,000,000 of approved payment which was divided into two interim payments as follows:

- 3.1 The Board of Directors in the meeting no. 11/2020 dated on December 3rd, 2020 approved an interim dividend payment to shareholders which was paid on December 30th, 2020 at the rate of THB 0.25 per share, amounting to THB 150,000,000.
- 3.2 The Board of Directors in the meeting no. 4/2021 (Special) dated on April 19th, 2021 approved an interim dividend payment to shareholders which was paid on May 19th, 2021 at the rate of THB 0.40 per share amounting to the approved payment of THB 240,000,000.

It was resolved to pay interim dividend instead of annual dividend, as proposed to Annual General Meeting of Shareholders Year 2021, to preserve shareholder's profits that could possibly be affected by the postponed Annual General Meeting due to the pandemic of Coronavirus 2019 (COVID-19), in addition to no more dividend payment of the 2020 operating performance.

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

Details upon reviewing is available in the table of comparison of interim dividend payment of 2018 - 2020 on screen.

Mr. Apichat Kamoltham asked the Meeting for any questions or comments which the shareholders may wish to raise. Questions can be posed in Q&A and submitted.

When no shareholders or proxies had additional questions, the shareholders were asked to vote for the agenda item 4 To consider and approve the allocation of profit, the omission of dividend payment for the year 2020 as well as to acknowledge the interim dividend payment. This agenda item had to have a majority vote of the shareholders who attended the Meeting and had their voting rights.

Resolution for agenda item 4: To consider and approve the allocation of profit, the omission of dividend payment for the year 2020 as well as to acknowledge the interim dividend payment, as detailed below:

Approved	totaling	591,093,748	votes or	100.0000%
Disapproved	totaling	0	votes or	0.0000%
Abstained	totaling	0	votes or	0.0000%
Invalid Ballots	totaling	0	votes or	0.0000%

The total votes for this agenda item were 591,093,748 votes, or 100.0000%.

Conclusion The Meeting unanimously approved the allocation of profit, the omission of dividend payment for the year 2020 as well as to acknowledge the interim dividend payment, as proposed by the Board of Directors.

Next **Mr. Apichat Kamoltham** notify the meeting that due to **Assoc.Prof.Dr. Sathit Parniangtong**, Chairman of the Compensation and Nomination Committee has completed his term, **Dr. Pornsiri Poonakasem**, Member of the Compensation and Nomination Committee will in his place, be conducting the meeting for this agenda.

Agenda 5. To consider the appointment of the Directors to replace those whose tenure ended.

Dr. Pornsiri Poonakasem, Member of the Nomination and Compensation Committee, informed the Meeting that according to the Company's Articles of Association, No.18, one-third of the Directors, or the closest equivalent, who holds the longest term, has to leave the office. This year, 3 members of the Board holding the longest term in office must resign as follow :

1. 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 Committee
2. Assoc.Prof.Dr. Sathit Parniangtong Chairman of the Compensation and Nomination Committee,
Independent Director, Member of Audit Committee,
Chairman of the IT Committee,
Member of the Strategy Committee and
Member of the Good Corporate Governance Committee
3. Mr. Kasemsuk Chongmankhong Director, Member of the IT Committee and
Member of the Good Corporate Governance Committee

Shareholders can look at backgrounds and experiences of Directors in the Invitation to the Meeting page 43-51 or as shown on the screen.

For transparency, 3 directors who has completed their term are asked to temporarily leave the meeting, to enable the shareholders to voice their opinions freely for this agenda.

The Compensation and Nomination Committee as well as the Board of directors have agreed to proposed shareholders to nominate directors.

- Mr. Suvait Theeravachirakul has been a director in a company that operated the same business as the Company will not cause any damage to the Company. Shareholders can view profile and qualifications in the meeting documentation as listed in pages 46 and 47.
- Assoc.Prof.Dr. Sathit Parniangtong has been an independent director for 5 years. Since 2016 The Company has determined the definition and qualifications of an

independent director whose term does not exceed 9 consecutive years. Shareholders can view profile and qualifications in the meeting documentation as listed in pages 48 and 49.

- Mr. Kasemsuk Chongmankhong has been a director in a company that operated the same business as the Company will not cause any damage to the Company. Shareholders can view profile and qualifications in the meeting documentation as listed in pages 50 and 51.

The Boards have agreed to propose shareholders to nominate 3 directors who resigned at the end of their term to be returned as directors. All three nominated directors have tier knowledge and experiences in business related to benefit the Company.

Mr. Apichat Kamoltham asked the Meeting for any questions or comments which the shareholders may wish to raise. Questions can be posed in Q&A and submitted.

Mr. Sanguansak Bhaesajsanguan, a proxy from Thai Investors Association, asked a question : For returning Directors, how long has each served and for how many terms?

Mr. Somkiat Makcayathorn, Managing Director, replied as follows :

According to Public Company Act, 1 out of 3 Directors has to go out of term, each thus have different service lengths detailed as follows :

- Mr. Suvait Theeravachirakul nominated by major shareholders, served altogether 17 years as director, equivalent to about 5 – 6 terms of service.
- Assoc.Prof.Dr. Sathit Parniangtong served altogether 11 years as Director and 5 years as independent director from the year 2016 equivalent to about 2 – 3 terms of service.
- Mr. Kasemsuk Chongmankhong served altogether 14 years as director, equivalent to about 4 – 5 terms of service.

When no shareholders or proxies had additional questions, the shareholders were asked to vote for the agenda item 5 To consider the appointment of the Directors to replace those whose tenure ended. This agenda item had to have a majority vote of the shareholders who attended the Meeting and had their voting rights. The Meeting was asked to vote for each Director individually.

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. Suvait Theeravachirakul

Approved	totaling	591,093,748	votes or	100.0000%
Disapproved	totaling	0	votes or	0.0000%
Abstained	totaling	0	votes or	0.0000%
Invalid Ballots	totaling	0	votes or	0.0000%

The total votes for this agenda item were 591,093,748 votes, or 100.0000%.

Conclusion The Meeting's resolution adopted by a unanimous vote of 100.0000% appoint Mr. Suvait Theeravachirakul to resume the Company's Director, as proposed by the Board of Directors.

Agenda 5.2 Assoc.Prof.Dr. Sathit Parniangtong

Approved	totaling	591,093,748	votes or	100.0000%
Disapproved	totaling	0	votes or	0.0000%
Abstained	totaling	0	votes or	0.0000%
Invalid Ballots	totaling	0	votes or	0.0000%

The total votes for this agenda item were 591,093,748 votes, or 100.0000%.

Conclusion The Meeting's resolution adopted by a unanimous vote of 100.0000% appoint Assoc.Prof.Dr. Sathit Parniangtong to resume the Company's Director, as proposed by the Board of Directors.

Agenda 5.3 Mr. Kasemsuk Chongmankhong

Approved	totaling	591,092,748	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 591,093,748 votes, or 100.0000%.

Conclusion The Meeting, by a majority vote of 99.9998%, appointed Mr. Kasemsuk Chongmankhong to resume the Company's Director, as proposed by the Board of Directors.

Mr. Apichat Kamoltham invited Assoc.Prof.Dr. Sathit Parniangtong, Chairman of the Compensation and Nomination Committee, to be moderator of the Meeting.

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

Assoc. Prof. Dr. Sathit Parniangtong, Chairman of the Compensation and Nomination Committee, informed the Meeting to consider the remuneration and pension of directors as follow :

Due to the pandemic of Coronavirus 2019 (COVID-19), it has an effect on the Company's performance so the Board of Directors appropriately approved the remuneration for the year 2021 at the same amount as of the year 2020, which is reduced, to minimize the severity of the consequences and to ensure that the business will improve.

Therefore, the Board of Directors and the Compensation and Nomination Committee deemed it appropriate to propose to the Shareholder Meeting for consideration and approval of remuneration for directors in the rate of THB 4,000,000 per year and approve any privilege of THB 500,000 per year. Total amounting of THB 4,500,000 per year for the Board of

Directors, the Executive Committee, the Audit Committee, the Compensation and Nomination Committee, the Strategy Committee and the IT Committee.

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

It has been the Board of Directors' policy and principle to provide the remuneration and pension for the Board of Directors and other committees at an appropriate level to be in line with their duties and responsibilities, laws and regulations of the company. The details are shown in the document for consideration on page 52.

Mr. Apichat Kamoltham asked the Meeting for any questions or comments which the shareholders may wish to raise. Questions can be posed in Q&A and submitted.

Mr. Sanguansak Bhaesajsanguan, a proxy from Thai Investors Association, asked a question : Why Directors' Compensation has increased despite The Company's reduced revenue?

Mr. Somkiat Makcayathorn, Managing Director, replied that Directors' Compensation is at a level equal to that of the year 2020, which is lower than that of the year 2019, while meeting allowance per meeting also has not been increased. The reason for increased in total Directors' Compensation is due to the setup of 2 subcommittees: the strategy Committee and the IT Committee, for the purpose to increase operating efficiency of The Company. This has led to increased number of meetings and therefore a slight increase in total Compensation.

Mr. Suvait Theeravachirakul, Vice Chairman of the Board, further clarifies that Directors' Compensation for the year 2021 compared to the year 2019, Directors' Fee and Directors' Pension has reduced by 50%. Comparing Directors' Fee of the year 2021 to the year 2020, total Directors' Compensation has indeed increased from the 2 new committees that has been set up to increase efficiency.

When no shareholders or proxies had additional questions, the shareholders were asked to vote for the agenda item 6 To consider and approve the directors' remuneration and pension. This agenda item had to have not less than two-thirds of all votes of the shareholders who attended the Meeting and had their voting rights.

Resolution for agenda item 6: To consider and approve the directors' remuneration and pension, as detailed below:

Approved	totaling	591,093,748	votes or	100.0000%
Disapproved	totaling	0	votes or	0.0000%
Abstained	totaling	0	votes or	0.0000%
Invalid Ballots	totaling	0	votes or	0.0000%

The total votes for this agenda item were 591,093,748 votes, or 100.0000%.

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

Mr. Apichat Kamoltham invited Dr. Pornsiri Poonakasem, Chairman of the Audit Committee, to be moderator of the Meeting.

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

Dr. Pornsiri Poonakasem, Chairman of Audit Committee, informed the Meeting that the appointment of Auditors and determination of the Company’s audit fee were in the document for consideration, page 53 – 54.

The Audit Committee and the Board of Directors have jointly considered and agreed that the current auditor, which was from EY Office Limited, was trustworthy and had no relation and interests with the Company, its subsidiaries, associated companies, management, majority shareholders or any related persons of such persons, therefore suitable to be appointed as the Company’s Auditor for the year 2021, from January 1st, 2021 – December 31st, 2021. To propose the auditor from EY Office Co.,Ltd. as the following :

No.	Name of Auditor	License No.	No. of Years as the Company’s auditor (Year)
1	Ms. Ginkarn Atsawarangsalit	4496	2 Years (For year ended December 31, 2019 and For year ended December 31, 2020)
2	Mr. Chayapol Suppasedtanon	3972	Never has been the Company’s auditor.
3	Ms. Orawan Techawatanasirikul	4807	Never has been the Company’s auditor.
4	Ms. Kirdsiri Kanjanaprakasit	6014	Never has been the Company’s auditor.

One of these individual shall carry out auditing and provide opinion on the Company’s financial statements. Then these aforementioned auditors were unable to perform their duties, EY Office Co., Ltd. shall provide substitute auditors for the Company.

The Audit Committee and Board of Directors determined the Company’s audit fee for the year 2021 to be in the amount of THB 1,150,000, consisting of the financial review fee for the three quarters of THB 500,000 and the annual audit fee of THB 650,000. In this regard, the auditor’s fee of 2021 equals previous year. It was reviewed by the Audit Committee and the Board of Directors who decided that the auditor’s fee was appropriate and should be proposed to the shareholders for approval.

EY Office Co., Ltd. was employed as an auditor for the year 2021 to audit 8 subsidiaries and associated companies.

Mr. Apichat Kamoltham asked the Meeting for any questions or comments which the shareholders may wish to raise. Questions can be posed in Q&A and submitted.

Mr. Sanguansak Bhaesajsanguan, a proxy from Thai Investors Association, asked a question : For how long has The Company used the same Auditing Company, and had there ever been a change in auditors?

Mr. Suvait Theeravachirakul, Vice Chairman of the Board, replied that The Company has used EY Auditing Company for more than 10 years and has changed auditors 3 times. Khun Kingkarn Aasavarangsarit is the auditor who audits and certify The Company Financials for first time from the year 2019.

When no shareholders or proxies had additional questions, the shareholders were asked to vote for the agenda item 7 To consider the appointment of auditors and fixing the audit fee of the auditors for 2021. This agenda item had to have a majority vote of the shareholders who attended the Meeting and had their voting rights. The Meeting was asked to vote for each Director individually.

Resolution for agenda item 7: To consider the appointment of auditors and fixing the audit fee of the auditors for 2021, as detailed below:

Approved	totaling	591,093,748	votes or	100.0000%
Disapproved	totaling	0	votes or	0.0000%
Abstained	totaling	0	votes or	0.0000%
Invalid Ballots	totaling	0	votes or	0.0000%

The total votes for this agenda item were 591,093,748 votes, or 100.0000%.

Conclusion The Meeting unanimously approved the appointment of Auditors and fixing the audit fee of the auditors for 2021, as proposed by the Board of Directors.

Mr. Apichat Kamoltham invited Mr. Somkiat Makcayathorn, Managing Director, to be moderator of the Meeting.

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

Mr. Somkiat Makcayathorn, Managing Director, inform the details of the change of the Company's name and seal.

To be in line with the Company's Image at present and to be in line to the Company's vision, The Board of Directors therefore proposes to the Meeting to consider and approve the change of the Company's name and seal while the stock symbol remains as "PRG", as appeared in the document for consideration, page 9 as follow :

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

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

Current seal



New seal



Mr. Apichat Kamoltham asked the Meeting for any questions or comments which the shareholders may wish to raise. Questions can be posed in Q&A and submitted.

Mr. Piyapong Prasaththong, a minority shareholder, asked a question : Has The Company changed name from PATUM RICE MILL AND GRANARY PUBLIC COMPANY LIMITED to PRG CORPORATION PUBLIC COMPANY LIMITED to be in line with current company mission as well as to make it easier to remember?

Mr. Somkiat Makcayathorn, Managing Director, replied that The Company's intent to change its name, because of plans to expand and increase businesses in many areas. The former name has become too specific and also difficult to pronounce. The new company name is easier to remember and is also more in line with how the business operates into the future.

When no shareholders or proxies had additional questions, the shareholders were asked to vote for the agenda item 8 To consider and approve the change of the Company's name and seal while the stock symbol remains as "PRG". This agenda item had to have not less than three-fourths of all votes of the shareholders who attended the Meeting and had their voting rights.

Resolution for agenda item 8: To consider and approve the change of the Company's name and seal while the stock symbol remains as "PRG", as detailed below:

Approved	totaling	591,093,748	votes or	100.0000%
Disapproved	totaling	0	votes or	0.0000%
Abstained	totaling	0	votes or	0.0000%
Invalid Ballots	totaling	0	votes or	0.0000%

The total votes for this agenda item were 591,093,748 votes, or 100.0000%.

Conclusion The Meeting unanimously approved the change of the Company's name and seal while the stock symbol remains as "PRG", as proposed by the Board of Directors.

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

Mr. Somkiat Makcayathorn, Managing Director, inform the details of the amendment of Clause 1 of the Company's Memorandum of Association.

To be in line with the change of the company name in the Agenda 8, the Board of Directors therefore proposes to the Meeting to consider and approve the amendment of Clause 1 of the Company's Memorandum of Association, as appeared in the document for consideration, page 10 as follow :

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

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

Requests for consideration and approval for the amendment of Clause 1 of The Company's Memorandum of Association to align with the change of The Company name.

Mr. Apichat Kamoltham asked the Meeting for any questions or comments which the shareholders may wish to raise. Questions can be posed in Q&A and submitted.

When no shareholders or proxies had additional questions, the shareholders were asked to vote for the agenda item 9 To consider and approve the amendment of Clause 1 of the Company's Memorandum of Association. This agenda item had to have not less than three-fourths of all votes of the shareholders who attended the Meeting and had their voting rights.

Resolution for agenda item 9: To consider and approve the amendment of Clause 1 of the Company's Memorandum of Association, as detailed below:

Approved	totaling	591,093,748	votes or	100.0000%
Disapproved	totaling	0	votes or	0.0000%
Abstained	totaling	0	votes or	0.0000%
Invalid Ballots	totaling	0	votes or	0.0000%

The total votes for this agenda item were 591,093,748 votes, or 100.0000%.



Conclusion The Meeting unanimously approved the amendment of Clause 1 of the Company's Memorandum of Association, as proposed by the Board of Directors.

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

Mr. Somkiat Makcayathorn, Managing Director, inform the details of the amendment of Article 1 and Article 49 of the Company's Articles of Association.

To be in line with the changes of name and seal of the Company in the Agenda 8, the Board of Directors therefore proposes to the Meeting to consider and approve the amendment of Article 1 and Article 49 of the Company's Articles of Association, as appeared in the document for consideration, pages 10 – 11 as follow :

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

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

2. To approve the Board of Directors and/or Authorized Directors and/or the person designated by the Board of Directors and/or by Authorized Directors, be authorized person to amend the Article of Association as outlined above, as required or advised by the Registrar and/or the Securities Exchange Commission and the Stock Exchange of Thailand to amend with regard to such documents.

Thus requests for consideration and approval for the amendment of Article 1 and Article 49 of The Company's Articles of Association to align with the change of The Company name and The Company seal.

Mr. Apichat Kamoltham asked the Meeting for any questions or comments which the shareholders may wish to raise. Questions can be posed in Q&A and submitted.

When no shareholders or proxies had additional questions, the shareholders were asked to vote for the agenda item 10 To consider and approve the amendment of Article 1 and Article 49 of the Company's Articles of Association. This agenda item had to have not less than three-fourths of all votes of the shareholders who attended the Meeting and had their voting rights.

Resolution for agenda item 10: To consider and approve the amendment of Article 1 and Article 49 of the Company's Articles of Association, as detailed below:

Approved	totaling	591,093,748	votes or	100.0000%
Disapproved	totaling	0	votes or	0.0000%
Abstained	totaling	0	votes or	0.0000%
Invalid Ballots	totaling	0	votes or	0.0000%

The total votes for this agenda item were 591,093,748 votes, or 100.0000%.

Conclusion The Meeting unanimously approved the amendment of Article 1 and Article 49 of the Company's Articles of Association, as proposed by the Board of Directors.

Agenda 11. To consider other matters (if any)

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

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

Mr. Piyapong Prasaththong, a minority shareholder, asked a question : From political situation in Myanmar, is rice export of The Company to Myanmar affected?

Chairman of the Meeting, replied that The Company is not affected by this situation since it does not export rice to Myanmar.

Mr. Sanguansak Bhaesajsanguan, a proxy from Thai Investors Association, asked a question as follow :

1. How will The Company approach the issue that current health trends are affecting reduction in rice consumption?
2. How will The Company handle increased competition abroad, especially Vietnam increasing rice export at lower prices?
3. What are the ways The Company will use to increase revenue?

Mr. Somkiat Makcayathorn, Managing Director, replied as follow :

1. With current health trends, The Company has increased products in the Health Segment, so health conscious consumers can consume more rice. The Company also speed up PR to increase consumers understanding that appropriate rice consumption is optimal for living. The Company has also increased emphasis of online channels that still can help to increase sales.

2. With respect to national competition, Thailand has been developing rice breed to reduce costs of production, for greater competitiveness for Thai rice in the future. As for PRG, our customer base is different from those that buy from Vietnam. The Company focus on High Premium consumers, with majority in America and Europe. Vietnam is not yet able to enter American market due to quality not yet being up to standard.

3. Rice business as the main business of The Company. Actions has been taken to increase sales channels and in former sales channels to acquire new customers. New products are launched to serve customer needs better. As well as expansion in other businesses, like development of lands owned by The Company, developing other revenue sources apart from the main business.

The Company also hire consultants to analyze and investigate more new sales channels that The Company is not yet present, expecting to increase efficiency. The Company has reduced costs, reduced manufacturing costs, cut down operating processes as well as consider the trend in raw material costs to be in line with changing situations.

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

The Meeting adjourned at 11.50 hours.

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

Signed Chonlada Ngamnikulchalin Recorder of the Meeting
(Ms. Chonlada Ngamnikulchalin)
Company Secretary

Supporting Document
Extraordinary General Meeting of Shareholders No. 1/2021

(F 53-4)

Capital increase report form
 PRG Corporation Public Company Limited
 October 12, 2021

PRG Corporation Public Company Limited would like to report the Board of Directors Meeting No.10/21 (Special) held on October 12, 2021 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 900,000,000 to new registered capital of THB 600,000,000 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 300,000,000 shares

1.2 Capital increase

Resolution from Board of Directors Meeting resolves to approve increase of the Company's registered capital from THB 600,000,000 to new registered capital of THB 810,000,000 by issuing ordinary shares amounting of 210,000,000 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 checked="" type="checkbox"/> Specify the purpose of utilizing proceeds	Ordinary Share	30,000,000	1.00	30,000,000
<input checked="" type="checkbox"/> General Mandate	Ordinary Share	180,000,000	1.00	180,000,000

2. Allotment of new shares**2.1 If specifying the purpose of utilizing proceeds**

Allotted to	Number of share (share)	Ratio (old: new)	Sale price (Baht/share)	Subscription and payment period	Note
To allocate for the exercise of the	Not more than 30,000,000 new ordinary shares	Allocation Ratio: 20 ordinary shares to 1 unit of warrant	The PRG-W1 Warrants will be issued at no offering price, (zero Baht) at	The exercise of the rights to purchase the newly issued ordinary	Please see Notes below

Allotted to	Number of share (share)	Ratio (old: new)	Sale price (Baht/share)	Subscription and payment period	Note
Company's warrants to purchase ordinary shares No. 1 (PRG-W1), which will be issued to existing shareholders of the Company in proportion to their respective shareholdings		(any fractions resulting from the calculation based on the allocation ratio such fraction of shares shall be rounded down)	an Exercise Price THB 5	shares of the Company under the PRG-W1 Warrants shall be in accordance with the conditions on the exercise of the Warrants as stipulated in the Terms and Conditions Governing the Rights and Obligations of the Issuer and Holders of the Warrants to Purchase the Newly Issued Ordinary Shares of PRG Corporation Public Company Limited No. 1 (PRG-W1) (<i>the "Terms And Conditions"</i>)	

Note :

- 1) The Board of Directors Meeting No. 10/21 (Special) of the Company on October 12, 2021 resolved to propose that the EGM No. 1/2021 consider and approve the issuance of the Company's warrants to purchase ordinary shares No.1 (PRG-W1) in the amount of not more than 30,000,000 units for allocation to existing shareholders of the Company in proportion to their respective shareholdings at no offering price, (zero Baht) at the ratio of 20 ordinary shares to 1 unit of warrant (any fractions resulting from the calculation based on the allocation ratio set forth shall be rounded down), with a term of not more than 3 years from the issuance date, having an exercise ratio of 1 unit of warrant per 1 ordinary share at an exercise price THB 5 (the "Exercise Price"), (the "PRG-W1 Warrants") and details with regards to the issuance of the PRG-W1 Warrants are determined. Please refer to the preliminary details of the PRG-W1 Warrants in Attachment 1.3.

In this regard, the Company's Board of Directors opined to empower Mr. Somkiat Makcayathorn, Managing Director, and/or the Company's Executive Committee sends the invitation to the Extraordinary General Meeting of Shareholders No. 1/2021, has been recognized under the conditions: (1) the allocation ratio of 20 ordinary shares to 1 unit of the PRG-W1 Warrant (any fractions resulting from the calculation based on the allocation ratio set forth shall be rounded down) and (2) the sum of shares allocated to accommodate

the PRG-W1 Warrants shall not be over 50 percent of the number paid-up shares of the Company according to the Notification of the Capital Market Supervisory Board No. TorChor. 34/2551 Re: Application for and Approval of Offer for Sale of Newly Issued Share Warrants and Newly Issued Underlying Shares (as amended) ("Notification of the Capital Market Supervisory Board No. TorChor. 34/2551").

In this regard, the Company has set the date for determining the names of the shareholders who shall be entitled to receive the offering or the allocating of the PRG-W1 Warrants on October 28, 2021 (Record Date). However, the determination of such right remains uncertain and subject to an approval of the e-EGM.

In offering or the allocating the PRG-W1 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-W1 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-W1 Warrants.

The factors used by the Company to support its consideration to not offer or not allocate the PRG-W1 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-W1 Warrants are offered or allocated to existing shareholders of the company. Furthermore, the Company may offer or allocate the PRG-W1 Warrants to existing shareholders of the company is entitled to offering or the allocation the PRG-W1 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-W1 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-W1 Warrants. The Company shall further announce the additional terms and/or conditions of the offering or the allocation of the PRG-W1 Warrants for your information (if any).

The Board of Directors or the authorized directors or any person designated by the Board of Directors or by the authorized directors shall be authorized to actions (a) determine the terms and conditions and any other details in relation to the issuance and offering of the PRG-W1 Warrants; (b) proceed with and sign applications and evidences that are necessary for or relevant to the issuance and offering of the PRG-W1 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-W1 Warrants and newly issued shares occurred from the exercise of the PRG-W1 Warrants on the Stock Exchange of Thailand ("SET"); and (c) undertake any other actions that are necessary for or relevant to this issuance and allocation of the PRG-W1 Warrants;

- 2) The Company's plan in case there is a fraction of shares remaining
In the event, there is a fraction of shares derived from the calculation under the PRG-W1 Warrant's exercise ratio, such fraction of shares shall be disregarded.

2.2 General Mandate

Allotted to	Type of share	Number of share (Shares)	Percentage of paid-up capital	Note
1.Right Offering: RO	Ordinary share	Not more than 180,000,000	30.00	-

Note : Percentage of paid-up capital on the date that the Board of Directors resolves to increase capital under a General Mandate

Which must be completed within the next date of the Annual General Meeting of Shareholders which be determined by the Company or within the date of the Meeting of Shareholders which be determined by the law, whichever date is earlier.

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

The Extraordinary General Meeting of Shareholders No.1/2021 to an electronic meeting set the date on November 19, 2021 at 10.00 a.m., The determine the list of shareholders entitled to attend the Extraordinary General Meeting of Shareholders No.1/2021 (Record Date) on October 28, 2021.

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 PRG-W1 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

The Company will issue and allocate the PRG-W1 Warrants at the amount not exceeding 30,000,000 units and the increase of registered capital under the General Mandate amount 180,000,000 shares in order to enhance financial flexibility for future investment including an investment in purchasing.

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

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

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

In the event, the warrant holders exercise their rights under the Warrants to purchase the ordinary shares and become shareholders of the Company, the shareholders would gain the benefits from the fact that the Company will be able to utilize such proceeds

In addition, the shareholders who exercise the right to purchase ordinary shares under the PRG-W1 Warrants shall receive all the same rights as the Company's existing shareholders, such as the right to receive dividends, the right to attend and to vote in the shareholders meeting.

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

The allocation of newly issued ordinary shares for the exercise of the right to purchase ordinary shares under the PRG-W1 Warrants.

(1) Control Dilution

In the event that all of the Warrants are fully exercised and the warrant holders who exercise the Warrants are not the shareholders of the Company, the shareholding of the existing shareholders of the Company will be diluted by 4.76 percent, comparing to the shareholding before the issuance and allocation of the Warrants.

* Calculated based on number of shares reserved to accommodate the exercise of the Warrants (30,000,000 shares) divided by the total sum of (1) number of paid-up shares of the Company (600,000,000 shares) and (2) number of shares reserved to accommodate the exercise of the Warrants (30,000,000 shares).

Control Dilution

= Number of shares reserved to accommodate the exercise of the Warrants / (Number of paid-up shares + Number of shares reserved to accommodate the exercise of the Warrants)

= 30,000,000 / (600,000,000 + 30,000,000)

= Approximately of 4.76 percent

(2) Price Dilution

In the event that the PRG-W1 Warrants are fully exercised but the warrant holders who exercise the Warrants are not the shareholders of the Company, the price per share will be diluted by 2.74 percent from the market price based assumption of THB 11.77 per share, the calculation is based on the weighted average closing price of the past ten business days prior to the Board of Directors' meeting on October 12, 2021.

*Calculated by market price THB 11.77 subtract Post-offering market price THB 11.44 Divided by market price THB 11.77

Post-offering market price = ((Market price x Paid-up shares) + (Exercise price x Number of shares received after conversion) / (Number of Paid-up shares + Total shares offered)

= (11.77 x 600,000,000) + (5 x 30,000,000) / (600,000,000 + 30,000,000)

= THB 11.44 per Share

Price Dilution

- = Market price - Post-offering market price / (Market price)
- = (11.77 – 11.44) / 11.77
- = Approximately of 2.74 percent

(3) Earnings per Share Dilution

In the event, if all Warrants are fully exercised, earnings per share will be diluted by 4.76 percent, comparing to the shareholding before the issuance and allocation of the Warrants, calculated by the following formula.

Earnings Per Share Dilution

- = (Pre-allocation earnings per share* – Post-allocation earnings per share**) / Pre-allocation earnings per share
- = (0.6549 – 0.6237) / 0.6549
- = Approximately of 4.76 percent

* Pre-allocation earnings per share = Net profit / Number of paid-up shares

** Post-allocation earnings per share = Net profit / (Number of paid-up shares + Number of shares reserved to accommodate the exercise of the Warrants)

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

Procedure	Date/Month/Year
• The Board of Directors' Meeting No.10/21 (Special)	October 12, 2021
• The record date for the purpose of determining the eligible shareholders to attend the Extraordinary General Meeting of Shareholders No.1/2021 and entitled to receive the PRG-W1 Warrants (Record Date)	October 28, 2021
• The Extraordinary General Meeting of Shareholders No.1/2021	November 19, 2021
• Register the capital reduction and capital increase and the amendment of the Company's Memorandum of Association with the Department of Business Development, Ministry of Commerce	Within 14 days from the date of the Extraordinary General Meeting of Shareholders No.1/2021 has the resolution to approve the capital increase
• Listing the PRG-W1 Warrants on the SET	Will be informed accordingly
• Date to allotment new ordinary shares to existing shareholders (General Mandate)	Will be determined after obtained the approval from this the Extraordinary General Meeting of Shareholders No.1/2021

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

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

**Key Features of the Warrants to Purchase Ordinary Shares of
PRG Corporation Public Company Limited No.1 (PRG-W1)**

Category of Warrants	: Warrants to purchase ordinary shares of PRG Corporation Public Company Limited No. 1 ("PRG-W1 Warrants")
Type of Warrants	: Transferable warrants, with the name of bearer
Offering Method	: <ul style="list-style-type: none"> • To be offered to the existing shareholders of PRG Corporation Public Company Limited (the "Company") in proportion to their respective shareholdings at no cost, at the ratio of 20 ordinary shares per 1 unit of warrant • Any fractions resulting from the calculation based on the allocation ratio such fraction of shares shall be rounded down

In offering or the allocating the PRG-W1 Warrants to existing shareholders and there is still a risk to shareholders which possibly imposes an obligation on the Company according to international law. Therefore, in order to manage the abovementioned risk, the Board of Directors may exercise its discretion not to offer or not to allocate the warrants to any shareholders who is residing in France, Singapore, the United Kingdom, China, 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-W1 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-W1 Warrants.

The factors used by the Company to support its consideration to not offer or not allocate the PRG-W1 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-W1 Warrants are offered or allocated to existing shareholders of the company. Furthermore, the Company may offer or allocate the PRG-W1

Warrants to existing shareholders of the company is entitled to offering or the allocation the PRG-W1 Warrants subject to international practices or an exemption under foreign laws that are effective and to the Company's ability to carry out the offering or the allocation at relevant times.

In this connection, the Company has the right to not offer or not allocate the PRG-W1 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 the PRG-W1 Warrants. The Company shall further announce the additional terms and/or conditions of the offering or the allocation of the PRG-W1 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 determine the terms and conditions and any other details in relation to the offering or the allocation of the PRG-W1 Warrants;

Number of Offering Warrants :	Not more than 30,000,000 units
Offering Price per Unit :	0 Baht (Zero Baht)
Term of Warrants :	Not more than 3 years from the issuance date of warrants
Ordinary shares reserved for the exercise of Warrants :	Not more than 30,000,000 shares (with a par value of 1 Baht per share)
Exercise Ratio :	1 unit of warrant per 1 ordinary share with the exception for the case of the adjustment of exercise ratio in accordance with the adjustment conditions
Exercise Price :	THB 5 Exercise Price and relevant details shall be determined by the Board of Directors or the authorized directors or any person designated by the Board of Directors or by the authorized directors. In the event of the adjustment of Exercise Price, the Exercise Price shall not be lower than the par value of shares in the Company at the time.
Issuance date :	To be determined by the Board of Directors or the authorized directors or the person authorized by the Board of Directors or by the authorized directors, which is expected to be within the fourth quarter of 2021.
Period for notification of intention of exercise warrants :	On the 15th of January, February, March, April, May, June, July, August, September, October, November, December of each

calendar year through the term of Warrants. In the event, the Exercise Date is not a Business Day, such Exercise Date shall be postponed to the next Business Day. The first Exercise Date is expected to be on January 15, 2022.

The last Exercise Date will be on the expiration date of PRG-W1 Warrants which will be on November 15, 2024 (Not more than 3 years from the issuance date). In the event, the last Exercise Date is not a Business Day, such last Exercise Date shall be postponed to the before the Company's holiday

The last Exercise Date and relevant details shall be determined by the Board of Directors or the authorized directors or any Person designated by the Board of Directors or by the authorized directors

Notification of intention of exercise warrants	:	The Warrant Holders who wish to exercise their rights to purchase ordinary shares of the Company shall deliver a notification of the intention to exercise the Warrants during 9:30 hrs. until 15:30 hrs. within the period of 5 Business Days prior to each Exercise Date, except for the last Exercise Date in which the notification of the intention to exercise the Warrants shall be delivered during 9:30 hrs. until 15:30 hrs. within the period of 15 Days prior to the last Exercise Date. The intention to exercise PRG-W1 Warrants shall be irrevocable upon the Exercise Notice being served.
Warrant Registrar	:	Thailand Securities Depository Company Limited
Secondary Market for the Warrant	:	The Company will apply to list the PRG-W1 Warrants on the Stock Exchange of Thailand
Secondary Market for the Ordinary Shares from the Exercise of Warrants	:	The Company will apply to list the new ordinary shares to be issued upon exercising the Warrants on the Stock Exchange of Thailand
Purposes of issuing the warrants and benefits that the Company would gain from the allocation of newly issued shares	:	It is a type of return to shareholders instead of cash dividend payment, that would be able to maintain Company's working capital and strengthen the Company's financial position for operation of the Company's business
Expected benefits to shareholders from the capital increase	:	In the event, the warrant holders exercise their rights under the Warrants to purchase the ordinary shares and become shareholders of the Company, the shareholders would gain the benefits from the fact that the Company will be able to utilize such proceeds

In addition, the shareholders who exercise the right to purchase ordinary shares under the PRG-W1 Warrants 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

Impact for Shareholders:

1. The ordinary shares to be issued upon exercising the PRG-W1 Warrants will have the same rights and benefits as that of the already issued and fully paid-up ordinary shares in every aspect. Any rights to be vested upon being shareholders from the exercise of the PRG-W1 Warrants will be effective from the day that the Ministry of Commerce accepts to register the change of paid-up capital of the Company for the new ordinary share issued upon exercising the PRG-W1 Warrants
2. The dilution effect to the Company's shareholders for offering or allocating can be determined as follows:

(1) Control Dilution

In the event that all of the Warrants are fully exercised and the warrant holders who exercise the Warrants are not the shareholders of the Company, the shareholding of the existing shareholders of the Company will be diluted by 4.76 percent, comparing to the shareholding before the issuance and allocation of the Warrants.

* Calculated based on number of shares reserved to accommodate the exercise of the Warrants (30,000,000 shares) divided by the total sum of (1) number of paid-up shares of the Company (600,000,000 shares) and (2) number of shares reserved to accommodate the exercise of the Warrants (30,000,000 shares).

Control Dilution

= Number of shares reserved to accommodate the exercise of the Warrants / (Number of paid-up shares + Number of shares reserved to accommodate the exercise of the Warrants)

= 30,000,000 / (600,000,000 + 30,000,000)

= Approximately of 4.76 percent

(2) Price Dilution

In the event that the PRG-W1 Warrants are fully exercised but the warrant holders who exercise the Warrants are not the shareholders of the Company, the price per share will be diluted by 2.74* percent from the market price based assumption of THB 11.77 per share, the calculation is based on the weighted average closing price of the past ten business days prior to the Board of Directors' meeting on October 12, 2021.

*Calculated by market price THB 11.74 subtract Post-offering market price THB 11.44 Divided by market price THB 11.74

Post-offering market price = $\frac{((\text{Market price} \times \text{Paid-up shares}) + (\text{Exercise price} \times \text{Number of shares received after conversion}))}{(\text{Number of Paid-up shares} + \text{Total shares offered})}$

$$= (11.77 \times 600,000,000) + (5 \times 30,000,000) /$$

$$(600,000,000 + 30,000,000)$$

$$= \text{THB } 11.44 \text{ per Share}$$

Price Dilution

$$= \text{Market price} - \text{Post-offering market price} / (\text{Market price})$$

$$= (11.77 - 11.44) / 11.77$$

$$= \text{Approximately of } 2.74 \text{ percent}$$

(3) Earnings per Share Dilution

In the event, if all Warrants are fully exercised, earnings per share will be diluted by 4.76 percent, comparing to the shareholding before the issuance and allocation of the Warrants, calculated by the following formula.

Earnings Per Share Dilution

$$= (\text{Pre-allocation earnings per share}^* - \text{Post-allocation earnings per share}^{**}) / \text{Pre-allocation earnings per share}$$

$$= (0.6549 - 0.6237) / 0.6549$$

$$= \text{Approximately of } 4.76 \text{ percent}$$

* Pre-allocation earnings per share = Net profit / Number of paid-up shares

** Post-allocation earnings per share = Net profit / (Number of paid-up shares + Number of shares reserved to accommodate the exercise of the Warrants)

Adjustment of right of warrant:

The Company will adjust the Exercise Price and exercise ratio during the term of PRG-W1 Warrants upon the occurrence of any of following events with the aim to protect the interest of the holders of PRG-W1 Warrants:

1. The Company changes the par value of its shares as a result of a consolidation or split of the issued shares of the Company.
2. The Company offers to sell its new ordinary shares to the existing shareholders and/or public and/or private placement at the net price per share lower than 90% of the market price of the Company's shares.
3. The Company offers to sell its newly issued securities which can be converted to shares in the Company or right to purchase shares in the Company (e.g. convertible debentures or

warrants) to the existing shareholders and/or public and/or private placement by fixing the net price per newly issued reserved shares lower than 90% of the share price calculated in reliance on the market price of the Company's ordinary shares.

4. The Company pays out whole or partial dividend by means of share dividends to the shareholders of the Company.

5. The Company pays dividend in cash in exceeding of 90% of net profit of the Company consolidated financial statements at any fiscal year.

6. Any other similar event to those of clause 1 to clause 5 above which results in the deterioration of the interest of the holders of PRG-W1 Warrants.

The Board of Directors or the authorized directors or any person designated by the Board of Directors or by the authorized directors is authorized to determine the terms and conditions, and details of the PRG-W1 Warrants relating to the adjustment of conversion ratio and Exercise Price.

Other Condition:

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

(a) determine the terms and conditions and any other details in relation to the issuance and offering of the PRG-W1 Warrants;

(b) proceed with and sign applications and evidences that are necessary for or relevant to the issuance and offering of the PRG-W1 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-W1 Warrants and newly issued shares occurred from the exercise of the PRG-W1 Warrants on the Stock Exchange of Thailand ("SET");

(c) undertake any other actions that are necessary for or relevant to this issuance and allocation of the PRG-W1 Warrants.

**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.

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

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

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

- 1.1 Attendance in person by Electronic Means: A valid official ID card wherein a photograph is shown, e.g. personal ID card, driving license, or passport.
- 1.2 Attendance by proxy:
 - (A) A completed Proxy Form signed by the proxy grantor (the shareholder) and the proxy;
 - (B) A copy of the proxy grantor's ID card as referred to in 1.1 certified correct by the proxy grantor; and
 - (C) An original of the proxy's ID card as referred to in 1.1

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

- 2.1 Attendance by an authorized representative of the shareholder by Electronic Means:
 - (A) An original of such authorized representative's ID card as referred to in 1.1; and
 - (B) A copy of the Affidavit or Certificate of Incorporation of the shareholder showing the name of such authorized representative as a person having authority to act on the shareholder's behalf and such copy of the Affidavit or Certificate of Incorporation must be certified correct by such authorized representative together with affixing its Common Seal (if any).
- 2.2 Attendance by proxy:
 - (A) A completed Proxy Form signed by the proxy grantor (the shareholder) and the proxy;
 - (B) A copy of the Affidavit or Certificate of Incorporation of the shareholder showing that the name of the person who signs in the Proxy Form as the proxy grantor is an authorized representative of the shareholder having authority to act on the shareholder's behalf and such copy of the Affidavit or Certificate of Incorporation must be certified correct by such authorized representative together with affixing its Common Seal (if any); and
 - (C) An original of the proxy's ID card as referred to in 1.1

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

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

- (A) Affidavit or Certificate of Incorporation of such juristic person may be issued by either the governmental authority of the country in where such juristic person is situated or by an officer of such juristic person, provided that such an Affidavit or Certificate of incorporation must contain the name of the juristic person, the address of the head office of the juristic person, and the name(s) of the person (s) having authority to sign on behalf of the juristic person together with any restrictions or conditions of the power of such person(s); and
- (B) English translation is required to be attached for any original document which is not made in English and such translation must be certified by the authorized representative of such juristic person together with affixing its Common Seal (if any).

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

For Shareholders who would like to attend the Meeting either through the Electronic Means by yourself or someone who is not the provided independent directors, please follow the instruction manual to guidelines for attending the Extraordinary General Meeting of Shareholders by Electronic Means via Inventech Connect. The Company will be available system from November 10th, 2021 at 08.30 a.m. onward until the end of the meeting on November 19th, 2021.

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. Such proxy form and required documents shall be delivered to the Company by November 18th, 2021 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. 210

Profiles of Independent Directors for Appointment of Proxy



1. Name : Dr. Pornsiri Poonakasem
Position in the Company : Independent Director
Age : 69 years old
Address : 208/5 Moo.18 Prachachern Road,
Lardyoa, Jatujak, Bangkok 10900
Conflict of Particular Interest in the Agenda : Non



2. Name : Associate Professor Dr.Sathit Parniangtong
Position in the Company : Independent Director
Age : 68 years old
Address : 9/5 Moo.2 Tarang, Bangkhen,
Bangkok 10220
Conflict of Particular Interest in the Agenda : Non



3. Name : Mrs. Veena Arunyakasem
Position in the Company : Independent Director
Age : 59 years old
Address : 919 Moo 9 Luan Pruksa Lake Ville,
Soi Taeparak 96, Taeparak Road,
Amphur Muang, Samutprakan
10270
Conflict of Particular Interest in the Agenda : Non

Guidelines for attending the Extraordinary General Meeting of Shareholders by Electronic Means via Inventech Connect

1. The Shareholders must submit a request to attend the meeting by Electronic Means via Web Browser at <https://app.inventech.co.th/PRG183023R> or scan QR Code:



2. The Shareholders must prepare the following information to fill-in through the system:
 - Identification Card Number/Passport Number for foreigner
 - Shareholders Registration Number (Appear on a notification of meeting)
 - Name and Surname
 - Amount of shares
 - E-Mail Address
 - Mobile Number
 - Additional Attachments
 - For Shareholders who wish to attend the meeting by Electronic Means themselves, please attach the copy of Identification Card / Passport for foreigner and certified true copy, and a photo is also applicable to upload into the system.
 - For Shareholders who wish to attend the meeting by Electronic Means with proxies, please also attached the proxy forms with required documents.
3. After completely filled-in all required information and attachment, please select "*I have read and agreed to comply with meeting attendance requirements, and meeting attendance requirements through Inventech Connect*" then click "accept on the term of service".
4. Then click to "submit the request".
5. After completing the fourth step: An assigned administration team will proof the document. Once your request is approved, the Shareholders will receive an email to notify on the followings: (1) Link of Registration for the meeting (2) Username and Password for e-Voting (3) Link for download and installation of Cisco WebEx Meeting Application (4) Link for user manual. The Shareholders can access the system to attend the meeting on the date specified in the notice of the shareholders' meeting. In case the request is rejected, shareholders will receive an email to notify them on the details and the reason for rejection, then the shareholders can resubmit through the system.
6. For Shareholders who would like to attend the Meeting through the Electronic Means by proxy, please appoint any person to act as your proxy or authorize one of the Company's Independent Directors to attend and vote on your behalf.
7. For Shareholders who would like to attend the Meeting either through the Electronic Means by yourself or someone who is not the provided independent directors, please note that the electronic registration will be available from November 10th, 2021 at 8.30 a.m. onward until the end of the meeting on November 19th, 2021.

8. For Shareholders who authorize one of the Company's Independent Directors to attend and vote on his or her behalf, please submit the proxy form together with required documents to the Company by mail to the following address. Such proxy form and required documents shall be delivered to the Company by November 18th, 2021 at 17.00 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. 210

Manual to attend the Meeting by Electronic Means and login for Inventech Connect

1. Cisco WebEx Meeting and Inventech Connect for e-voting systems support Web Browser for PC, iOS and Android. To access Cisco WebEx Meeting and Inventech Connect, please follow the installation procedure and operation manual as below:

1.1 Using Cisco WebEx Meeting

Installation Manual for Cisco WebEx Meeting can be study via this link:- <https://qr.go.page.link/Cgv2B>

or QR Code:






1.1.1 Cisco WebEx Meeting installation instruction via PC or Laptop







1. Go to website: <https://www.webex.com/downloads.html> scan QR Code:-
2. Choose download Cisco WebEx Meetings by clicking "Download for Windows" button.
3. Double click the webexapp.msi (can be found at Folder Download) to enter the Installation page;
4. Enter the installation page, then click "Next";
5. Select "I accept the terms in the license agreement" and then click "Next";
6. Click the "Install" button, then wait for the installation for a moment, and then click "Finish";
7. When the installation is completed, the "Cisco WebEx Meetings" icon will appear on Desktop's screen.

1.1.2 Step to install Cisco WebEx Meeting using Mobile Device

<p>For iOS (Version iOS 10.0 up)</p> <ol style="list-style-type: none"> 1. Assess App Store  2. Go to the search icon or the "magnifying glass" symbol and type "Cisco WebEx Meeting" and click "search" button. 3. Then click the "Accept" button on the right to install the Cisco WebEx Meetings Application or the symbol as shown in the picture  4. Specify a password or Touch ID to confirm application installation. 5. Then wait for a moment for installation. 6. When the installation is completed, the "WebEx Meet" icon will appear on the phone's screen. 	<p>For Android (Version Android 6.0 up)</p> <ol style="list-style-type: none"> 1. Access Play Store  2. Go to "Search for apps & games" and type "Cisco WebEx Meetings" and click "Search". 3. Then click "Install" button on the right to install Cisco WebEx Meetings Application on symbol as shown in the picture  4. Click "Accept" to confirm Application installation. 5. Then wait for a moment for installation. 6. When the installation is completed, the "WebEx Meet" icon will appear on the phone's screen.
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1.2 Using Inventech Connect System

<p>Manual for PC / Laptop</p>  <p>https://qrgo.page.link/KqnoP</p>	<p>Manual for iOS</p>  <p>https://qrgo.page.link/pgvit</p>
<p>Manual for Web Browser</p>  <p>https://qrgo.page.link/iZ3ka</p>	<p>Manual for Android</p>  <p>https://qrgo.page.link/vZ4rZ</p>

1.2.1 Steps for using Inventech Connect via PC/Laptop are as follow:

1. Shareholders click the link to enter Registration for the meeting in the approval notification Email for Inventech Connect.
2. Then the system will display information for e-Register. Fill-in the Username and Password that received by email, then click "sign-in" button.
3. The system will display the Shareholders' registration information. (*At this procedure, it will be considered that the Shareholders has already registered to attend the meeting and the number of shares of the Shareholder to be counted as a quorum.) Then click "Go to the registration page to watch the live broadcast via Application Cisco Webex Meeting".

- *4. The system will display the "Event Information": The Shareholders must fill-in the information on the right side of "Join Event Now" with the following details:
- The system will display the Shareholders' name or proxies name for First Name.
 - The system will display the Shareholders' registration number (in case of proxy it will display * after the registration number).
 - Fill-in email address (*email address must be the same email that register via e-Request).
 - In the "Event Password" the system will set the default value for Shareholders. There is no need to make any changes.
 - Then click "Join Now" button.
5. After that, click "Run a temporary application" to access the Cisco WebEx Meeting application.
 6. Click the "Join Event" button (green colour) to join the meeting via Cisco WebEx Meeting Application.
 7. The system will display 2 operation screens; one on the left showing live broadcast and the right showing Q&A and Multimedia Viewer functions with the login page of Inventech Connect for e-Voting.
 8. Then click the "Continue" button (blue colour) on the right hand side of the Multimedia Viewer function. The system will display the login screen for Inventech Connect and click "Sign in" button.
 9. The system will display on Select Agenda, and Shareholders may view which agenda may be voted by clicking the "Select Agenda" (green colour) in corner on the left and bottom.
 10. The system will display the status of each agenda – voting status: pending.
 11. When Shareholders wish to vote, choose the agenda to vote. Then the system will show all voting buttons 1. Agree (green colour), 2. Disagree (red colour), and 3. Abstain (orange colour), To cancel the last vote, Press the blue button. "Do not submit vote" (blue colour)
 - * This means that your most recent vote will be equal to not voting, or your vote will be determined by the agenda result
 12. Shareholders can conduct a review of the votes on an agenda basis. When the voting results are closed, select the agenda you want to review, and then the system will display a graph and a table showing voting information of the selected session.
 - *13. In the event that a Shareholder has been authorized by multiple accounts, select "User Icon" and click on the "Switch Account" button to access other accounts. Votes and quorum will not be removed from the meeting.
 - *14. Shareholders may leave the meeting by selecting the "User Icon" and click "Leave Meeting" button.

*If the Shareholder leaves the meeting during the meeting, the system will remove the right to vote of such a shareholder from the meeting on the agenda that has not yet been processed.

1.2.2 Steps for using Inventech Connect for e-Voting via Mobile Device

>>Screen 1: Live Broadcast by the Company

1. Shareholders **click the link to enter Registration for the meeting** in the approval notification Email for Inventech Connect.
2. After that the system will display the e-Register page, the Shareholders must fill-in Username and Password that received by email, the click "Sign-in".
3. Upon successful registration, the system will display shareholder registration information. (*At this procedure, it will be considered that the Shareholders has already registered to attend the meeting and the number of shares held by such shareholders shall be counted as a quorum.) Then click to registration page to join the meeting via Cisco WebEx Meeting Application.
4. The system will display Event Information, then click "Join"
5. Then fill-in information in Display Name and Email Address, then click "OK"
6. Click "Join" (green) to attend the meeting via Cisco WebEx Meeting Application.

****If Shareholders wish to use Inventech Connect, switch the browser to use 2nd Screen as below:**

>>Screen 2: Using Inventech Connect

1. Shareholders must click the link for registration (For Shareholders who do not want to view the live meeting) from the notification email for Inventech Connect or URL for e-Voting function which was sent from Administrator via "Chat" function in application Cisco Webex Meeting.

2. Enter Username and Password from the request approval notification email, then click "Sign in" button.

3. The system will display "Select Agenda" icon, and Shareholders may view which agenda may be voted by clicking the "Select Agenda" (green) in corner on the left and bottom.

4. The system will display the status of each agenda – voting status: pending.

5. When Shareholders wish to vote, choose the agenda to vote. Then the system will show all voting buttons 1. Agree (green colour), 2. Disagree (red colour), and 3. Abstain (orange colour), To cancel the last vote, Press the blue button. "Do not submit vote" (blue colour)

***This means that your most recent vote will be equal to not voting, or your vote will be determined by the agenda result)**

6. Shareholders can conduct a review of the votes on an agenda basis. When the voting results are closed, select the agenda you want to review, and then the system will display a graph and a table showing voting information of the selected session.

***7.** In the event that a Shareholder has been authorized by multiple accounts, select "User Icon" and click on the "Switch Account" button to access other accounts. Votes and quorum will not be removed from the meeting.

***8.** Shareholders may leave the meeting by selecting the "User Icon" and click "Leave Meeting" button.

***At this step, if the Shareholder leave the meeting during the meeting, the system will remove the right to vote of the Shareholders from the meeting on the agenda that has not yet been processed.**

9. The electronic conference system will be available on 19 November 2021 at 8.00 p.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.

10. The functionality of the electronic conferencing system (Cisco Webex Meeting) and Inventech Connect is dependent on the internet system supported by shareholders or proxies. Including equipment and/ or program of the device. Please use the device and/or the following programs to operate the system.

- Recommended internet speed should be at least 4 Mbps;
- Mobile phones/tablet devices with Android operating system that supports android 6.0 version or above, or mobile phones/tablet devices with IOS operating system that supports IOS 10.0 version or above;
- Desktop computer/notebook with Window operating system that supports Window 7 or above, or desktop computer/notebook with MAC operating system that supports OS X 10.13 or above.;
- Internet Browser: Firefox or Chrome (recommended) or Safari.

How to check the operating system version

- For Android: Choose settings or additional settings > About Phone > Software or Android version information;
- For iOS: Selecting Settings > General > About > Version

Remark:

1. The Shareholders must fill-in the Username and Password that received via email for register and join the meeting, at this procedure, it will be considered that the Shareholders has already registered to attend the meeting, (if Shareholders do not register to attend the meeting, your shares will not be counted as a quorum, and you cannot vote or watch the live meeting). Also, if the Shareholders leave the meeting during the meeting by pressing the "leave the meeting" button, the system will remove the votes of the Shareholders from the quorum of the meeting.
2. The Shareholders must prepare the Email Address for e-Request to obtain **1. Link of Registration for the meeting 2. Username and Password** for attending the meeting.
3. The required information must be aligned with the information as of the record date that provided by Thailand Securities Depository Co., Ltd (TSD).

For registration troubleshooting, please contact the system administrator:

Tel. 02-021-9121

**available during November 10th, 2021 at 8.30 a.m. and
onward until the end of the meeting on November 19th, 2021.**