

Document of Extraordinary General Meeting of Shareholders

No. 1/2024

PRG Corporation Public Company Limited



Tuesday of October 29, 2024 at 10:00 a.m.

ELECTRONIC MEETING (e-EGM)

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PRG.MD. 059/2024

October 14, 2024

Subject: Invitation to attend 2024 Extraordinary General Shareholders' Meeting

Attention: Dear Shareholders,
PRG Corporation Public Company Limited

Enclose: **1. Supporting documents for the Extraordinary General Meeting of Shareholders no. 1/2024**

- 1.1 The Minutes of the Annual General Meeting of Shareholders year 2024
- 1.2 Capital Increase Report Form (F53-4)
- 1.3 Key Features of the Warrants to Purchase Ordinary shares of PRG Corporation Public Company Limited No.5 (PRG-W5)

2. Supporting documents for attending the Extraordinary General Meeting of Shareholders no. 1/2024

- 2.1 The Company's Articles of Association regarding the EGM of Shareholders
- 2.2 Documents for the Rights to Attend the Meeting
- 2.3 Profiles of Independent Directors for proxy case
- 2.4 Guidelines for attending the Extraordinary General Meeting of Shareholders by Electronic Means via Inventech Connect
- 2.5 Proxy Form

At the Meeting No.9/24 on September 3, 2024, the Board of the Directors of PRG Corporation Public Company Limited has made a resolution to call for the Extraordinary General Meeting of Shareholders on Tuesday of October 29, 2024 at 10.00 a.m. By changing the participation method of the meeting to an electronic media meeting (e-EGM) from the MBK Company's meeting room, 444 8 Floor, MBK Center, Phayathai Road, Wangmai, Pathumwan, Bangkok. Details of the meeting agenda are as follows:

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

Objective and Rationale

The Company convened the Annual General Meeting of the Shareholders year 2024 on Wednesday of April 24, 2024 to consider issues as required by the Agenda of invitation. The minutes of the meeting is sent to the Stock Exchange of Thailand and the Ministry of Commerce within the period of time set by law and also available on the Company's web site (www.prg.co.th) as per the details shown on page 16-61.

The opinion of the Board of Directors

The minutes of the Annual General Meeting of Shareholders 2024 to an electronic meeting ("the e-AGM) was correctly reported. Thus, the EGM no.1/2024 should approve the minutes.

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

Objective and Rationale

To be consistent and in accordance with the Ministerial Regulations Specifying the Criteria and Procedures for the Repurchase of Shares, Selling Repurchased Shares and the Write-off of the Company's Repurchased Shares (No.2) B.E. 2565 (2022)

The opinion of the Board of Directors

The board of directors deems it appropriate to propose the EGM no.1/2024 to amend the Company's article of association Clause 8. (2) as follows:

The Articles of Association of the Company	The Draft Amendment to the Articles of Association of the Company
<p style="text-align: center;">Chapter 2 Shares</p> <p>Clause 8. (2) The Company may repurchase its own shares for financial management when the Company has retained earning and surplus</p>	<p style="text-align: center;">Chapter 2 Shares</p> <p>Clause 8. (2) The Company may repurchase its own shares for financial management when the Company has retained earning and surplus</p>

The Articles of Association of the Company	The Draft Amendment to the Articles of Association of the Company
<p>liquidity and that does not cause the Company to financial problem</p> <p>Share held by the Company shall not be quorum of the meeting of shareholders and shall not have the right to vote and receive dividend</p> <p>Repurchasing share according to previous paragraph, shall be sold by the Company within the period specified in the Ministerial Regulations</p> <p>In case the company repurchased shares shall not be sold or sold out in such period, the Company shall decrease the capital by cut off the registered share which not be sold</p> <p>Such repurchasing share and deduction of repurchased shares according to criteria and methods of the Ministerial Regulations</p> <p>Such repurchasing share of the Company shall be approved by the meeting of Shareholders except the repurchasing which not exceed 10% of <u>paid-up capital</u> and the board of Directors shall approve such repurchase transaction.</p>	<p>liquidity and that does not cause the Company to financial problem</p> <p>Share held by the Company shall not be quorum of the meeting of shareholders and shall not have the right to vote and receive dividend</p> <p>Repurchasing share according to previous paragraph, shall be sold by the Company within the period specified in the Ministerial Regulations</p> <p>In case the company repurchased shares shall not be sold or sold out in such period, the Company shall decrease the capital by cut off the registered share which not be sold</p> <p>Such repurchasing share and deduction of repurchased shares according to criteria and methods of the Ministerial Regulations</p> <p>Such repurchasing share of the Company shall be approved by the meeting of Shareholders except the repurchasing which not exceed 10% of <u>the total number of issued shares</u> and the board of Directors shall approve such repurchase transaction.</p>

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

Objective and Rationale

As the company increased its registered capital by 200,000,000 baht to support the capital increase under the general mandate in the Annual General Meeting of Shareholders year 2024, but the company has not yet issued and offered the said capital increase shares. Therefore, in order to comply with the Public Limited Act 2535 on capital increase under Section 136, the company has to decrease its registered capital.

The opinion of the Board of Directors

The board of directors deems it appropriate to propose the EGM no.1/2024, has approved to decrease of the registered capital of the company from the original registered capital of THB 929,723,465 to new registered capital of THB 729,723,465 by reducing of the unpaid capital amount of 200,000,000 shares as per the details shown on page 62 - 71.

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

Objective and Rationale

To be in accordance with the reduction of the Company's registered capital of the company in Agenda 3

The opinion of the Board of Directors

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

Article 4. Registered capital	: 729,723,465 baht	(seven hundred and twenty-nine million, seven hundred and twenty-three thousand, four hundred and sixty-five baht only)
Dividend into	: 729,723,465 shares	(seven hundred and twenty-nine million, seven hundred and twenty-three thousand, four hundred and sixty-five shares)
Value per share	: 1 baht	(one baht)

Dividend into

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

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

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

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.1/2024 to consider and approve the issuance and allocation of warrants to purchase the newly issued ordinary shares of PRG Corporation Public Company Limited No.5 (Warrants). Right of PRG-W5 in the amount not exceeding 36,457,962 units to the Company's shareholders.

The opinion of the Board of Directors

The board of directors deems it appropriate to propose the EGM no.1/2024, has approved to the issuance of the Company's warrants to purchase ordinary shares No.5 (PRG-W5) in the amount of not more than 36,457,962 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-W5 Warrants") and details with regards to the issuance of the PRG-W5 Warrants are determined. Please refer to the preliminary details of the PRG-W5 Warrants in the details shown on page 72 - 79.

In this regard, the Company has set the date for determining the names of the shareholders who shall be entitled to receive the offering or the allocating of the PRG-W5 Warrants on September 25, 2024 (Record Date). However, the determination of such right remains uncertain and subject to an approval of the EGM.

In offering or the allocating the PRG-W5 Warrants in the Rights Offering discussed above, there is still a risk to shareholders which possibly imposes an obligation on the Company according to international law. Therefore, in order to manage the above-mentioned risk, the Board of Directors may exercise its discretion not to offer or not to allocate the warrants to any shareholders who is residing in France, Singapore, the United Kingdom, China, the United States of America, India, Switzerland, Japan, Vietnam or any Countries as deemed appropriate by the Company, if the offering or the allocation of the such warrants causes or is likely to cause the Company.

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

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

(c) to have additional expenses and/or excessive risks when compared to the benefits that the Company will receive if the PRG-W5 Warrants are offered or allocated to the relevant subscribers or groups or executing the relevant processes; or

(d) to breach the requirements, methods or conditions provided in relation to the offering or allocation of the PRG-W5 Warrants.

The factors used by the Company to support its consideration to not offer or not allocate the PRG-W5 Warrants include, but not limited to, the additional obligations that the Company will have under foreign laws, or the burden to examine legal points and/or to comply with the duties under foreign laws, the additional expenses in examining and seeking advice and recommendations on foreign laws, and/or the potential risks compared to the benefits that the Company will receive if the PRG-W5 Warrants are offered or allocated to existing shareholders of the company. Furthermore, the Company may offer or allocate the PRG-W5 Warrants to existing shareholders of the company is entitled to offering or the allocation the PRG-W5 Warrants subject to international practices or an exemption under foreign laws that are effective and to the Company's ability to carry out the offering or the allocation at relevant times.

In this connection, the Company has the right to not offer or not allocate of the PRG-W5 Warrants from the shareholders who have their mailing addresses outside Thailand. In this regard, the Company has the right to use its discretion in considering changing the relevant details as appropriate by taking into account the factors as stated above, which includes without limitation, the determination of a list of non-restricted countries and/or a list of restricted countries, for the successful completion of the offering or the allocation of the PRG-W5 Warrants. The Company shall further announce the additional terms and/or conditions of the offering or the allocation of the PRG-W5 Warrants for your information (if any).

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

(a) determine the terms and conditions and any other details in relation to the offering and allocating of the PRG-W5 Warrants;

(b) proceed with and sign applications and evidences that are necessary for or relevant to the offering and allocating of the PRG-W5 Warrants, including contacting and filing applications, waiver requests, documents, and such evidences with the relevant government authorities or agencies, as well as listing the PRG-W5 Warrants and newly issued shares occurred from the exercise of the PRG-W5 Warrants on the Stock Exchange of Thailand ("SET");

(c) undertake any other actions that are necessary for or relevant to this the offering and allocating of the PRG-W5 Warrants;

Agenda 6 To approve to increase the registered capital of the company from the original registered capital of THB 729,723,465 to THB 767,108,427 by issuing not more than 37,384,962 new ordinary shares with a par value of THB 1 per share to reserve for the issuance of the Company's warrants to purchase original shares of the PRG-W5 Warrants and to accommodate the adjustment of right of the PRG-W3 and PRG-W4 Warrants

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, PRG- W2, PRG- W3,

PRG-W4 and PRG-W5. 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.1/2024, has approved to increase the registered capital of the company from the original registered capital of THB 729,723,465 to THB 767,108,427 by issuing not more than 37,384,962 new ordinary shares with a par value of THB 1 per share to reserve for the issuance of the Company's warrants to purchase ordinary shares of the PRG-W5 Warrants and to accommodate the adjustment of right of the PRG-W3 and PRG-W4 Warrants

The details of the allocation of newly issued ordinary shares appear in accordance with Enclosed with Capital increase report form (F53-4)

Agenda 7 To approve to increase the registered capital of the company under the General Mandate to the existing shareholders proportionate to their respective shareholdings from THB 767,108,427 to THB 967,108,427 by issuing 200,000,000 new ordinary shares with a par value of THB 1 per share

Objective and Rationale

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

The opinion of the Board of Directors

The board of directors deems it appropriate to propose the EGM no.1/2024, has approved to increase the registered capital of the company under the General Mandate to the existing shareholders proportionate to their respective shareholdings from THB 767,108,427 to THB 967,108,427 by issuing 200,000,000 new ordinary shares with a par value of THB 1 per share as per **the details shown on page 62 - 71.**

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

Agenda 8 To approve to amend the Article 4 of the memorandum of the company to be in accordance with the increase of the registered capital

Objective and Rationale

To be in accordance with the increase of the registered capital of the company in Agenda 7

The opinion of the Board of Directors

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

Article 4. Registered capital : 967,108,427 baht (nine hundred and sixty-seven million, one hundred and eight thousand, four hundred and twenty-seven baht only)

Dividend into : 967,108,427 shares (nine hundred and sixty-seven million, one hundred and eight thousand, four hundred and twenty-seven shares)

Value per share : 1 baht (one baht)

Dividend into

Dividend into : 967,108,427 shares (nine hundred and sixty-seven million, one hundred and eight thousand, four hundred and twenty-seven shares)

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

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

Objective and Rationale

According to Agenda 6, the Company intends to increase the Company's registered capital in the amount not exceeding 37,384,962 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 37,384,962 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.1/2024 has approved to allocate not more than 37,384,962 newly issued ordinary shares with a par value of THB 1 per share, the details as follow:

1. At present, there are enough shares to accommodate the adjustment of right of the PRG-W1 Warrants. Therefore, there is not allocate of newly issued ordinary shares.
2. At present, there are enough shares to accommodate the adjustment of right of the PRG-W2 Warrants. Therefore, there is not allocate of newly issued ordinary shares.
3. To allocate not more than 10,000 newly issued ordinary shares with a par value of THB 1 per share to accommodate the adjustment of rights of PRG-W3
4. To allocate not more than 917,000 newly issued ordinary shares with a par value of THB 1 per share to accommodate the adjustment of rights of PRG-W4
5. To allocate not more than 36,457,962 newly issued ordinary shares with a par value of THB 1 per share for the exercise of the PRG-W5 Warrants, which will be issued to existing shareholders of the Company in proportion to their respective shareholdings in accordance with the details set out in agenda 5.

The details of the allocation of newly issued ordinary shares appear in accordance with Enclosed with Capital increase report form (F53-4)

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

Objective and Rationale

According to the company proposed to the EGM no.1/2024 has approve the increase the registered capital of the company under the General Mandate in agenda 7, therefore propose to the EGM no.1/2024 approve the allocation of 200,000,000 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.1/2024, has approved to the allocation of newly issued ordinary shares of the company under the General Mandate of not more than 200,000,000 shares with a par value of THB 1 per share as follows:

- Allocation of not more than 200,000,000 new ordinary shares or equivalent to 27.53% of the paid-up capital, offering to the shareholders in proportion to their shareholding.

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

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

The details of the allocation of newly issued ordinary shares appear in accordance with Enclosed with Capital increase report form (F53-4) **The supporting document from Pages 62 - 71**

Agenda 11 Other (if any)

Objective and Rationale

In line with the practice which the Company has always adhered to, although the Company does not set aside any matter for discussion under the agenda item on other business, it provides the shareholders with opportunities to put questions or express their opinions about the matters related to the various agenda or other matters throughout the meeting, which takes quite some time. At this meeting, the Company deems it appropriate to include the agenda on other business for the shareholders. However, in an event that the shareholders wish to consider and adopt a resolution on any matter other than those specified in the notice of the meeting, the shareholders have to comply with the requirement specified in the second paragraph of Section 105 of the Public Limited Companies Act, B. E. 2535, which says: "When the consideration of the matters under paragraph one is finished, the shareholders holding shares amounting to not less than one-third of the total number of shares sold may request the meeting to consider matters other than those indicated in the notice calling for the meeting."

The opinion of the Board of Directors

The 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.

(3) 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.1/2024 of shareholders' meeting and entitled to receive the PRG-W5 Warrants.

- The Board of Directors has set a list of names on the shareholders' registration, who are entitled to attend the EGM no.1/2024 of shareholders' meeting and entitled to receive PRG-W5 Warrants on September 25, 2024 (Record Date). However, the determination of such right remains uncertain and subject to an approval of the EGM.
- 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.

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

-Signed-

Somkiat Makcayathorn

Director and Managing Director

PRG Corporation Public Company Limited

Please prepare the following documents for proxy:

Personal shareholder

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

Organization shareholder

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



PRG Corporation Public Company Limited

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

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

Minutes of Annual General Meeting of Shareholders Year 2024

Conducted Through the Electronic Meeting

of

PRG Corporation Public Company Limited

Date and time: Wednesday April 24, 2023 at 10.00 a.m.

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

Before the Meeting

The Company's Board of Directors assigned Ms. Sattakamol Worakul as a master of ceremonies to conduct the 2024 Annual General Meeting of Shareholders through the electronic meeting. Before the Meeting, the Meeting's preliminaries were informed as follows.

The Company's Board of Directors resolved to hold the 2024 Annual General Meeting of MBK Public Company Limited, 444, 8th Floor, MBK Center Building, Phayathai Road, Shareholders only through the electronic meeting (Cisco Webex Meeting) at the meeting room Wangmai, Pathumwan, Bangkok, no walk-in registration, and no live broadcasting of the Meeting through any media except the electronic media. Inventech Systems (Thailand) Company Limited was a meeting conductor under the Emergency Decree on Electronic Meetings, B.E. 2563 (2020), the Notification of Ministry of Digital Economy and Society Re: Standards for Maintaining Security of Meetings through Electronic Means, B.E. 2563 (2020), and relevant laws or regulations.

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

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

- 3 shareholders attended the Meeting in person, holding a total of 318,771 shares.
- 28 shareholders granted a proxy, holding a total of 682,602,863 shares.
- 31 shareholders both attended the Meeting in person and granted the proxy to proxies, holding a total of 682,921,634 shares.

The Company had a total of 1,242 shareholders, holding a total of 693,423,778 shares. The shareholders attended the Meeting in person and granted the proxy to proxies, represented 98.4854% of the total shares of the Company, constituted a quorum. The Meeting was declared open.

At the Meeting

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

Mr. Suphadej Poonpipat, Chairman of the Meeting, welcomed shareholders for attending the Meeting and opened the Annual General Meeting of Shareholders Year 2024, conducted through the Electronic Meeting. The Meeting's moderators were assigned as follows:

- Mr. Somkiat Makcayathorn, Managing Director, was the Meeting's moderator for agendas 1, 2 and 4.
- Dr. Pornsiri Poonakasem, Chairman of Audit Committee, was the Meeting's moderator for agendas 3 and 8.
- Assoc. Prof. Dr. Sathit Parniangtong, Chairman of the Nomination and Remuneration Committee, was the Meeting's moderator for agendas 5, 6 and 7.
- Mr. Suvait Theeravachirakul, Vice Chairman of the Board, Vice Chairman of the Executive Committee, was the Meeting's moderator for agendas 9 to 17.

- **Ms. Kanuengnuch Thongprayud**, Company Secretary, was assigned as the Meeting's secretary and to record the Meeting
- **Mr. Apichat Kamoltham and Ms. Satakamol Worakul**, were the Meeting's moderator and explained the today's meeting method and criteria.

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

1. **Mr. Suphadej Poonpipat** Chairman of the Board of Directors, and Chairman of the Good Corporate Governance and Sustainability Committee
2. **Mr. Suvait Theeravachirakul** Vice Chairman of the Board of Directors, Vice Chairman of the Executive Committee, Member of the Nomination and Committee and Member of the Good Corporate Governance and Sustainability Committee
3. **Dr. Pornsiri Poonakasem** Independent Director, Chairman of Audit Committee, Member of the Nomination and Committee and Member of the Good Corporate Governance and Sustainability Committee
4. **Assoc.Prof.Dr. Sathit Parniangtong** Independent Director, Member of Audit Committee, Chairman of the Nomination and Remuneration Committee, Chairman of the Information Technology and Digital Committee and Member of the Good Corporate Governance and Sustainability Committee

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

Mr. Suvait Theeravachirakul, Dr. Pornsiri Poonakasem, Assoc.Prof.Dr. Sathit Parniangtong, Mr. Wichak Praditavanij, Mr. Kasemsuk Chongmankhong and Mr. Somkiat Makcayathorn presented at the Meeting. The rest 3 directors attended the Meeting through electronic means.

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

There were 7 members of the Senior Executive Management attended the Meeting as follows:

- | | |
|--------------------------------|---|
| 1. Mr. Somkiat Makcayathorn | Managing Director |
| 2. Mr. Bulaphat Visrutwong | Deputy Managing Director |
| 3. Ms. Pimonrat Chitpavanaskul | Assistant Managing Director of Sales Domestic |
| 4. Mr. Satawat Laklaem | Assistant Managing Director of Food Center |
| 5. Mr. Thirachai Issara | Assistant Managing Director of OEM |
| 6. Mr. Jirachan Kampiranond | Assistant Managing Director of Marketing |
| 7. Mr. Nalin Harnmanorom | Senior Vice President of Finance &
Administration Division |

Mr. Somkiat Makcayathorn, Mr. Bulaphat Visrutwong, Ms. Pimonrat Chitpavanaskul, Mr. Satawat Laklaem and Mr. Nalin Harnmanorom, 5 Executive Management members, presented at the Meeting. The rest of 5 Executive Management member attended the Meeting through electronic means.

The vote counter and the auditor were:

1. Ms. Kanuengnuch Thongprayud Company Secretary, was assigned as the Meeting's secretary and to record the Meeting
2. Mrs. Kingkarn Assawarangsarid Auditor of the Company attend the Meeting through electronic means to respond the questions of the Shareholders.
3. Mr. Phichai Piyaphiwat Independent Auditor who is not related to the Company, was an honored representative of the shareholders to verify the votes in the Meeting.

The Company had published the agenda for this Annual General Meeting of the Shareholders on the Company's website and gave the opportunity to the shareholders to propose additional agenda from 29 September 2023 to 30 December 2023. No shareholders had proposed additional agenda.

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

1. **To conduct the Meeting:** The Meeting will consider agenda items in order as listed in the Meeting's invitation. The Meeting's Moderator will present information about each agenda item. This Meeting is composed of 17 agenda items.

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

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

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

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

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

3. Voting on each agenda through the electronic meeting

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

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

1. Approve 2. Disapprove 3. abstain

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

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

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

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

4. Asking questions or giving opinions at the Meeting

(1) Before adopting a resolution in each agenda, the Company would present an opportunity to the shareholders to ask questions or make comments on issues pertinent to the

agenda as appropriate. An agenda for which to make an inquiry or a comment shall be chosen, then click "questions"

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

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

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

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

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

Agenda 1 To certify the minutes of the Extraordinary General Meeting of Shareholders No.1/2023 (the EGM)

Mr. Somkiat Makcayathorn, Managing Director requested the Meeting to certify the minutes of the Extraordinary General Meeting of Shareholders No. 1/2023 which was held on 17 October 2022. The details of such minutes had been submitted to all shareholders total 17 pages as presented in the supporting document on pages 19 – 35.

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

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

Resolution for agenda 1 to certify the minutes of the Extraordinary General Meeting of Shareholders No. 1/2023, as detailed below:

Approved	totaling	682,921,634	votes or	100.0000%
Disapproved	Totaling	0	votes or	0.0000%
Voided Ballot	Totaling	0	votes or	0.0000%
Abstained	totaling	0	votes or	0.0000%

The total votes for this agenda item were 682,921,634 votes or 100.0000%

Conclusion The Meeting, by a unanimous vote of 100.0000%, approved the certification of the minutes of the Extraordinary General Meeting of Shareholders No. 1/2023 as proposed by the Board of Directors.

Agenda 2 To report the company's performances for the year 2023

Mr. Somkiat Makcayathorn, Director and Managing Director, reported the Company's performance for the fiscal year 2023 for the shareholders' meeting's acknowledgment.

Annual Performance of the Company and Subsidiaries in 2023



The structure of PRG Group is divided into 3 Segments as follows:

1. Rice Business

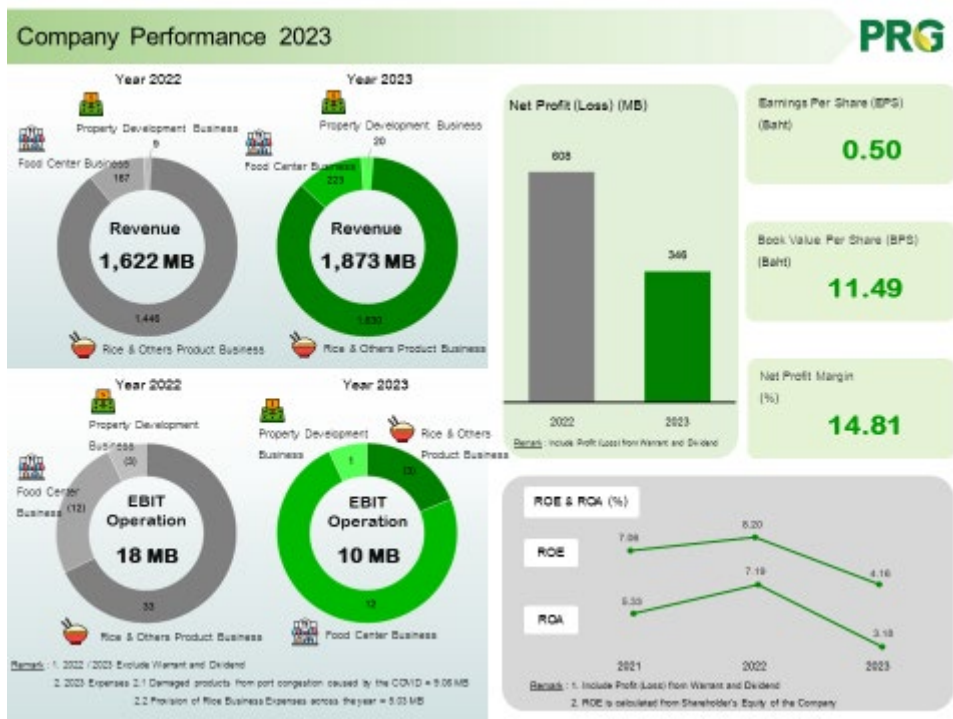
- PRG-KM (Khao Mah Boonkrong Company Limited) : Distributor of packed rice and other products domestically
- PRG-GB (PRG Gobal Company Limited) : Distributor of packed rice and other products internationally
- PRG-RR (Ratchasima Rice Company Limited): Producer Manufacturer and distributor of rice Including selling raw materials

2. Food Center Business (PRG Food Island Company Limited)

- Food Legends: Food Court Business
- WTH's Beverage: Beverage

3. The Asset Management Business

- PRG-PP (PRG Properties Company Limited): Rental Business
- PRG-RM (Riverdale Marina Company Limited): Full Service of Marina Business



Revenue by Segment

Revenues and revenue proportion by segment are as follows:

- Revenue from Sales and Service in 2023 is THB 1,873 million increased from 2022 at 1,622 million Revenue increased THB 184 million. due to the Increased in the income of the rice business. The rice and other products business accounted for THB 1,630 million.
- The revenue of Food Center business in 2023 increased from 2022 amounted THB 56 million which was THB 223 million of total revenue.
- The Asset Management business in 2023 Increased from 2022 amounted THB 11 million which was THB 20 million of total revenue.

Profit from sales by segment

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

- Total EBIT Operation in 2023 was THB 10 million decreased from 2022 which was THB 18 million decreased THB 8 million, due to the damage to the rice export business. And in 2024, there is a doubtful debt in domestic rice business was THB 5 million. Therefore, it leads to a decrease in EBIT.

Net Profit (Loss) by the Company

- In 2023, the net profit was THB 348 million decreased from the year 2022. In 2022 there were profit from the shareholders of the parent company and the value of warrants increased.
- The company's net profit per share was THB 0.50, with a book value of THB 11.47, and the net profit profit margin was 14.81%
- In 2023, ROE decreased from previous year from 8.2% to 4.1% and ROA decreased from 7.19% to 3.18%.

Significant changes in 2023

Rice and other products business

- The company has changed the packaging of the healthy rice group. In order to attract modern age consumers who are health conscious. As well as explaining additional details about healthy rice.
- New brands are launched which is the brand of a Lion on Mars, it is a new brand in the PRG Corporation group to create opportunities to expand the market into the wholesale market and local department stores of the Northeastern region.

Food Center business

- Food Legends by MBK, a food court with two locations is MBK and SYMT. The company has launched a beverage bar “WTH’s Beverage” at a food court MBK locations which collects a variety of beverages and gives freedom to consumers. The beverages are categorized as follows: Energy Drinks, Joyful Drinks, Fresh Drinks.

The Asset Management Business

- Renting a boat mooring called boat storage
- Club House for Marina members
- The largest Jetty on the Chao Phraya River can moor boats with lengths of more than 100 feet.
- Wash & Clean for clean the boat
- Gas Station, the first gas station along the Chao Phraya River where boats can stop and fill up.
- Boat Charter
- Boat Training, teaching how to drive a boat and the Marine Department can issue boat driving licenses.
- Chao Phraya riverside area, in which events can be organized in a large area to support from hundreds to thousands people for those who come to use the service and there are various exhibits, a concert or events, it received a good response. Including a Movie Studio for shooting movies. And there was the opening of Marina Plaza, a complete center for boat equipment such as compasses, buoys, ropes, air conditioners, boat bathrooms, etc.

Activities and CSR in 2023

- There was an event for the rice business, CSR activities to support community social and environment

CAC : Corrective Action Against Corruption

- PRG Certified as CAC project member since 9 March 2017
- PRG was certificate of CAC project membership renewed on December 31, 2022. (Expires on December 31, 2025.)

Awards and Certification

- Sustainability Disclosure Recognition Award
- Good Corporate Governance Award, Excellent level 5 stars
- Cheewajit Award 2023 “Reader’s Vote” from the riceberry product
- Cheewajit Award 2023 “Guru Pick” from the Khao Klong Hom Nopphakhun product
- Thailand MICE Venue Standard Award
- Product of The Year Award 2023 Award
- Labor Management Excellence Award
- Healthy Canteen Standard Award

Business Direction in 2024

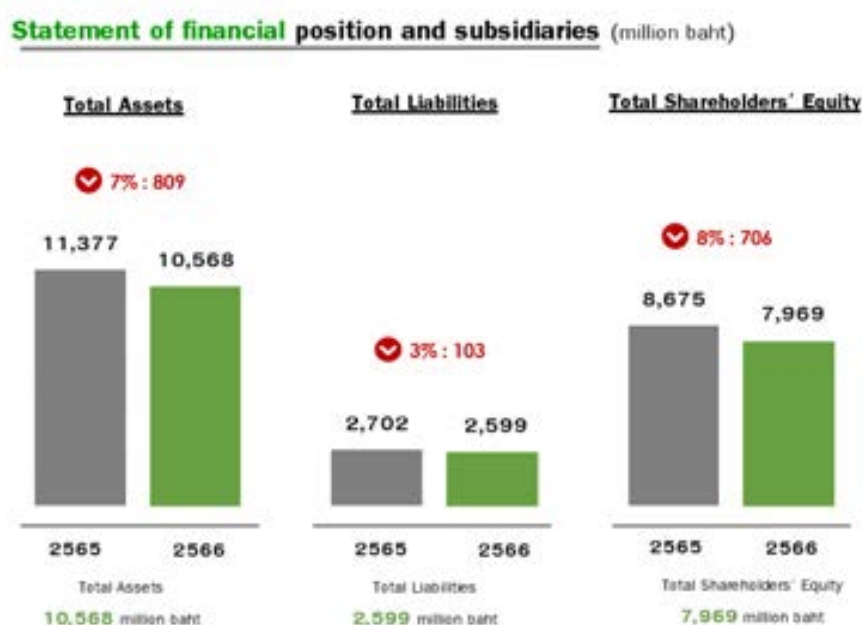
- Managing cost and expenses for maximum efficiency and building a CRM system for business sustainability
- Increasing gross profit for every SKUs and reduce expenses to increase profits in every sales channel.
- Expanding sales area to cover the entire country using Traditional Trade channels as the main focus.
- Gaining new customers by using Non-Rice products as a leader.
- Being a keyplayer in selling raw materials and being a manufacturer of products with efficient costs and quality.
- Expanding the beverage business to other food centers, developing and improving the performance of the existing food centers.

- Promoting the Riverdale Marina project to be well known and creating strategies to attract target customers from all activity channels.

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

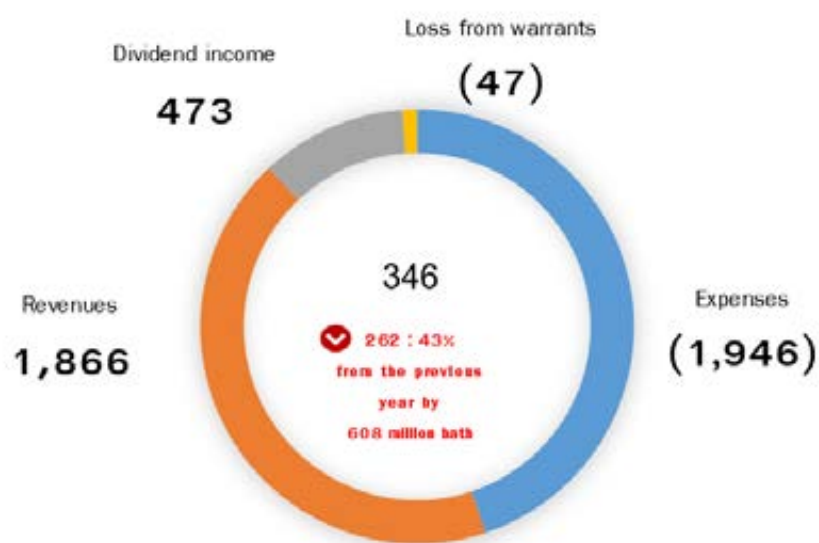
Agenda 3 To approve the statement of financial position and statement of comprehensive income for the fiscal year ended December 31, 2023

Dr. Pornsiri Poonakasem, Chairman of Audit Committee, explain to the Meeting the Statement of financial position and the Statement of comprehensive income for the fiscal year ended December 31st, 2023 which appeared on page 143 to 212 of the 2023 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, 2023 which were audited by Ms. Gingkarn Atsawarangsalit, Auditor license No. 4496 from EY Office Co., Ltd. and certified by the Audit Committee and the Board of Directors. The auditor expressed an unqualified opinion on the financial statements. The details of the Financial Statement and the management discussion and analysis can be summarized as follows:



- Total assets were THB 10,568 million, decreased from the previous year by THB 809 million which is 7%
- Total liabilities were THB 2,599 million, decreased THB 103 million which is 3%
- Shareholders' equity was THB 7,969 million, decreased THB 706 million which is 8%

Net profit (loss) to the Company for the year 2023 (million baht)



- Total revenue from sales and services and other revenue in 2023 was THB 1,866 million, comparing 2022 increased by 15%.
- Gain on valuation of warrants (MBK warrants) and dividends in 2023 amounted to THB 473 million,
- The total net profit is THB 346 million baht, decreased THB 262 million which is 43%. Due to and decreased in the valuation of warrants

The Board of Directors deem it appropriate to approve the statements of financial position and statement of comprehensive income for the fiscal year ended December 31, 2023 have already been audited as unqualified opinion by the auditor and certified by both the Audit Committee and the Board of Directors

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

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

Resolution on Agenda 3, to consider and approve the statements of financial position and statement of comprehensive income for the fiscal year ended 31 December 2023. The vote results are as follows:

Approved	totaling	682,921,634	votes or	100.0000%
Disapproved	totaling	0	votes or	0.0000%
Abstained	totaling	0	votes or	0.0000%
Invalid Ballots	totaling	0	votes or	0.0000%

The total votes for this agenda item were 682,921,634 votes, or 100.0000%

Conclusion The Meeting, by a unanimous vote of 100.0000 percent, approved the statements of financial position and statement of comprehensive income for the fiscal year ended 31 December 2023 as proposed by the Board of Directors.

Agenda 4 To consider and approve the omission of the allocation of net profit as a legal reserve fund and the omission of dividend payment for the year 2023

Mr. Somkiat Makcayathorn, Managing Director, report the Company's performance in separate financial statement for the fiscal year ended December 31st, 2023 as follows:

As of 1 January 2023, the Company has carried over unappropriated retained earnings of THB 1,355,595,911.

Plus a net profit after tax of THB 360,891,738

the total amount THB 1,716,487,649

Deducted Dividend:

- Operating period 2023 (Jul – Dec 2022) 0.30 baht/share = THB 207,999,490
- Operating period 6 months (Jan – Jun 2023) 0.30 baht/share = THB 208,015,364.

Therefore, the unappropriated retained earnings carried forward as of 31 December 2023 will be the total amount THB 1,300,472,794.

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

The Board of Directors deems it appropriate to propose the following matters to the meeting for for acknowledgment and consider as follows:

1. To acknowledge the non-appropriation of 2023 net profit as a legal reserve fund due to the company has a legal reserve of Baht 90,000,000 (Ninety million Baht) as 10% of registered capital by law which do not require any further reserve.
2. To consider the omission of dividend payment for the year 2023 to maintain the financial liquidity of the company

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

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

Approved	totaling	682,921,634	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%

Resolution on Agenda 4 , to consider and approve the omission of the allocation of net profit as a legal reserve fund and dividend payment for the year 2023. The vote results are as follows:

The total votes for this agenda item were 682,921,634 votes, or 100.0000%

Conclusion The Meeting, resolved with a vote of 100.0000% by a unanimous vote, the omission of the allocation of net profit as a legal reserve fund and dividend payment for the year 2023 as proposed by the Board of Directors.

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

Assoc. Prof. Dr. Sathit Parniangtong, Chairman of the Nomination and Remuneration Committee informed the Meeting to appoint the directors to replace those whose tenures end, Me as an independent director and Chairman of the Nomination and Remuneration Committee who must retire by rotation, due to the term of office of the independent directors for 9 years completes and will not be nominated to be reappointed as a director for another term according to the Good Corporate Governance policy of the company has the term of office of the independent directors continuously not more than for 9 years since 2016.

The nomination to appoint the directors, Assoc. Prof. Dr. Sathit Parniangtong is a person who has no involvement and no conflict of interest in this agenda and would also like to propose for the meeting to consider as follows.

Chairman of the Nomination and Remuneration Committee, reported to the meeting that the Company has published the agenda for this Annual General Meeting of Shareholders on the Company's website and allowed shareholders to nominate qualified candidates to the Nomination Committee and the Board of Directors to consider and propose to the meeting to appoint the directors to replace the directors who retire by rotation from 29 September 2023 to 30 December 2023. None of the shareholders nominated any qualified candidates to the Nomination Committee and the Board of Director.

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

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

1. Mr. Suvait Theeravachirakul
2. Assco.Prof. Dr. Sathit Parniangtong
3. Mr. Somkiat Makcayathorn

For the shareholders to express their opinions, those 2 directors have requested permission to leave this Meeting.

There are 2 directors retiring by terms of office and 1 director who Instead director which the details appear in the documents for consideration on pages 36 - 45, namely:

- | | |
|--------------------------------|--|
| 1. Mr. Suvait Theeravachirakul | Expertise in: Management, Accounting, Finance and Investment, Risk Management, Human Resource Management, Strategic Management, Leadership Development and Legal |
| 2. Mr. Somkiat Makcayathorn | Expertise in: Finance, Marketing, Administrative Management, Strategic Management, Laws, Risk Management, Industry and Engineering technical |
| 3. Mr. Senathip Sripaipan | Expertise in: Management, Finance and Investment, Engineering technical and Audit |

The Board of Directors considered the opinion given by the Nomination and Remuneration Committee and agreed that the Directors whose terms of office expired namely Mr. Suvait Theeravachirakul, Assco.Prof. Dr. Sathit Parniangtong and Mr. Somkiat Makcayathorn should be proposed to the Annual General Meeting for consideration that Mr. Suvait Theeravachirakul and

Mr. Somkiat Makcayathorn should be re-appointed to continue their positions as Directors. and appoint Mr. Senathip Sripaipan as Independent Director, Member of the Audit Committee, Chairman of the Information Technology Governance and Digital Committee and Member of the Good Corporate Governance and Sustainability Committee Instead Assoc.Prof. Dr. Sathit Parniangtong Directors who retire by rotation and completes the term of office of the independent directors for 9 years since 2016 and served as an independent director of the company for a total of 15 years. These 3 nominated Directors have full qualifications according to the Public Limited Company Act B.E.2535 and their knowledge and experiences in businesses related to the Company's operations can help contribute to the development of the Company. They are appropriate for working as the Company's Directors. The Board considered that the appointment of Mr. Suvait Theeravachirakul to continue their positions as Directors in the companies, which operate the same businesses as the Company, will not cause any damages to the Company.

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

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

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

Agenda 5.1 Mr. Suvait Theeravachirakul

Approved	totaling	682,921,634	votes or	100.000%
Disapproved	totaling	0	votes or	0.0000%
Abstained	totaling	0	votes or	0.0000%
Invalid Ballots	totaling	0	votes or	0.0000%

The total votes for this agenda item were 682,921,634 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 Mr. Somkiat Makcayathorn

Approved	totaling	682,921,634	votes or	100.0000%
Disapproved	totaling	0	votes or	0.0000%
Abstained	totaling	0	votes or	0.0000%
Invalid Ballots	totaling	0	votes or	0.0000%

The total votes for this agenda item were 682,921,634 votes, or 100.0000%.

Conclusion The Meeting's resolution adopted by a unanimous vote of 100.000% appoint Mr. Somkiat Makcayathorn to resume the Company's Director, as proposed by the Board of Directors.

Agenda 5.3 Mr. Senathip Sripaipan

Approved	totaling	682,921,634	votes or	100.0000%
Disapproved	totaling	0	votes or	0.0000%
Abstained	totaling	0	votes or	0.0000%
Invalid Ballots	totaling	0	votes or	0.0000%

The total votes for this agenda item were 682,921,634 votes, or 100.0000%.

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

Agenda 6 To Consider and approve the increase in the number of directors and appoint additional directors.

Assoc. Prof. Dr. Sathit Parniangtong, Chairman of the Nomination and Compensation Committee, reported to the meeting to Consider and approve the increase in the number of directors and appoint additional directors The details for the consideration as presented in the supporting document on page 46-48

To support the expansion of the company, The Nomination and Remuneration Committee agreed to propose to the shareholder meeting approved increasing the number of directors and appointing more directors of the company from the original number of directors of the company of 9 persons by appointing 2 more people, the company will have 11 directors. The appointment of Mr. Kraivin Srikraivin as Director, Executive Director and Member of the Good Corporate Governance and Sustainability Committee and Mr. Praisun Wongsmith as Director, Independent Director, Chairman of the Nomination and Remuneration Committee and Member of the Good Corporate Governance and Sustainability Committee as they have full qualifications according to the Public Limited Company Act B.E.2535 and their knowledge and experiences in businesses related to the Company's operations can help contribute to the development of the Company. They are appropriate for working as the Company's Directors.

Mr. Apichat Kamoltham asked if the Meeting had any questions or propose any opinion. The voting on the agenda for appointing additional directors and appoint new directors, shareholders can vote only once because voting is not considered individually.

None of the shareholders or proxies had questions, the shareholders were asked to vote on Agenda 6. This agenda requires the majority vote of the shareholders who attend the Meeting and have the right to vote.

Resolution on Agenda 6, To Consider and approve the increase in the number of directors and appoint additional directors.

Approved	totaling	682,921,634	votes or	100.000%
Disapproved	totaling	0	votes or	0.0000%
Abstained	totaling	0	votes or	0.0001%
Invalid Ballots	totaling	0	votes or	0.0000%

The total votes for this agenda item were 682,921,634 votes, or 100.0000%

Conclusion The Meeting, adopted by a unanimous vote of 100.0000% of the shareholders who attend the Meeting and have the right to vote, approve the increase in the number of directors and appoint additional directors. by the Board of Directors.

Agenda 7 To approve the director's remuneration and pension

Assoc. Prof. Dr. Sathit Parniangtong, Chairman of the Nomination and Remuneration Committee, reported to the meeting to consider and approve the remuneration for the Board of Directors. The Compensation of Director's allowance and meeting allowance of 2023, Chairman of the Board and Authorized director of the company total 5 persons has expressed intention not to receive compensation at all the Board Committee from July 1, 2023 to April, 30 2024 due to the company's operation did not achieves the Target.

The Compensation of Director's for the year 2023 was total THB 4,422,000 from THB 8,500,000 that was approved by the 2023 Annual General Meeting of Shareholders and any privilege of THB 148,965.89 from THB 500,000 that was approved by the 2023 Annual General Meeting of Shareholders, the details for the consideration as presented in the supporting document on page 49 - 50.

In this agenda, the Meeting was requested to consider and approve the remuneration for the Board of Directors. The Compensation and Remuneration Committee and the Board of Directors agreed that the shareholders' meeting should approve the remuneration for Directors of THB 8,400,000 (Eight million four hundred thousand Baht) and approve any privilege of THB 600,000 (six hundred thousand Baht), the total amount of remuneration and privilege of THB 9,000,000 (Nine million Baht) per annum. Total amounting of THB 9,000,000 (Nine million Baht) per annum for the

Board of Directors, the Executive Committee, the Audit Committee, the Compensation and Remuneration Committee and the Technology Information and Digital Committee are detailed as follows;

1. Remuneration for Board of Directors meeting

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

2. Remuneration for the Executive Committee

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

3. Remuneration for the Audit Committee

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

4. Remuneration for the Nomination and Remuneration Committee

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

5. Remuneration for the Technology Information and Digital Committee

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

6. Remuneration and privilege for the Board of Directors

- Chairman	50,000 Baht/per person/per year
- Vice Chairman	50,000 Baht/per person/per year
- Director	50,000 Baht/per person/per year

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

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

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

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

Resolution on Agenda 7, To approve the director's remuneration and pension The vote results are as follows:

Approved	totaling	682,921,634	votes or	100.000%
Disapproved	totaling	0	votes or	0.0000%
Abstained	totaling	0	votes or	0.0000%
Invalid Ballots	totaling	0	votes or	0.0000%

The total votes for this agenda item were 682,921,634 votes, or 100.0000%

Conclusion The Meeting, resolved with a unanimous vote of 100.0000% which is not less than two-third of the shareholders who attend the Meeting and have the right to vote, to approve the director's remuneration and pension by the Board of Directors.

Agenda 8 To consider the appointment of auditors and fixing the audit fee for the year 2024

Dr. Pornsiri Poonakasem Chairman of the Audit Committee informed the Meeting that the Audit Committee and the Board of Directors resolved to propose the shareholders to consider and

approve the appointment of the following auditors of EY Office Limited as the Company's auditor. The details for the consideration as presented in the supporting document for consideration on pages 51.

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

Any of them as the auditor with the power to audit and certify the Company's financial statements for the year ended 31 December 2024.

For the financial statements for the year 2024, EY Office Limited has proposed the audit fee for the Company in the amount of THB 795,000 (Seven hundred ninety-five thousand baht) by comparing the audit remuneration with the previous year as follows:

Audit Fees	Fiscal year ended December 31	
	2023	2024
Annual Audit Fee	700,000.-	795,000.-

The financial statement year 2024, EY Office Limited has proposed the audit fee for the Company in the amount of THB 795,000 (Seven hundred ninety-five thousand baht) by comparing the audit remuneration with the previous year of THB 700,000 (Seven hundred thousand baht) increase by 13%. Due to Year 2023 has a restructuring of affiliated companies. EY Office Limited has a preliminary compensation assessment for a transaction and accounting size, In this Year 2024 have actual financial transactions actual more than assessment in Year 2023. As a result, the audit fee increase in the Year 2024.

The fact that its subsidiaries and associated companies belong to PRG Corporation Public Company Limited's Group, the Company also appoints EY Office Limited as the auditor for the fiscal year 2024.

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

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

The board of directors deems it appropriate to appointment EY Office Limited as the auditor for the fiscal year 2024 and fixing the audit fee for the year 2024 of THB 795,000 (Seven hundred ninety-five thousand baht).

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

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

Resolution on Agenda 8, to consider the appointment of auditors and fixing the audit fee for the year 2024. The vote results are as follows:

Approved	totaling	682,921,634	votes or	100.0000%
Disapproved	totaling	0	votes or	0.0000%
Abstained	totaling	0	votes or	0.0000%
Invalid Ballots	totaling	0	votes or	0.0000%

The total votes for this agenda item were 682,921,634 votes, or 100.0000%

Conclusion The Meeting, resolved with a unanimous vote of 100.0000% by a majority vote, approve the appointment of auditors and fixing the audit fee for the year 2024 as proposed by the Board of Directors.

Agenda 9 To approve the decrease of the registered capital of the company from the original registered capital of THB 894,980,249 to new registered capital of THB 694,980,249 by reducing of the unpaid capital amount of 200,000,000 shares with a par value of THB 1 per share which have been not allocated in the whole according to the resolution EGM no.1/2023

Mr. Suvait Theeravachirakul explained to the Meeting that the Board of Directors deems it appropriate to propose to the Annual General Meeting of Shareholders to consider and approve the reduction of the Company's registered capital from the original registered capital of 894,980,249 Baht to a newly registered capital of 694,980,249 Baht by eliminating 200,000,000 registered ordinary shares that support a general mandate of the capital increase, in which the Company has not yet issued or offered, according to the supporting document on pages 52 and 57.

Due to the The board of directors deems it appropriate to approve the offering or the allocation of the Company's warrants to purchase ordinary shares No.4 (PRG-W4) in Agenda 11 and approve to increase the registered capital of the company to accommodate the exercise Warrants. As the company has not allocated the register capital which increased by general mandate therefore the registered capital must be decreased according to law.

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

None of the shareholders or proxies had questions, the shareholders were asked to vote on Agenda 9. This agenda requires the votes of not less than three-fourths of the total votes of the shareholders who attend the Meeting and have the right to vote.

Resolution on Agenda 9, To approve the decrease of the registered capital of the company from the original registered capital of THB 894,980,249 to new registered capital of THB 694,980,249 by reducing of the unpaid capital amount of 200,000,000 shares with a par value of THB 1 per share which have been not allocated in the whole according to the resolution EGM no.1/2023. The vote results are as follows:

Approved	totaling	682,921,634	votes or	100.0000%
Disapproved	totaling	0	votes or	0.0000%
Abstained	totaling	0	votes or	0.0000%
Invalid Ballots	totaling	0	votes or	0.0000%

The total votes for this agenda item were 682,921,634 votes, or 100.0000%

Conclusion The Meeting, resolved with a unanimous vote of 100.0000%, which is the votes of not less than three-fourths of the total votes of the shareholders who attend the Meeting and have the right to vote, approved the decrease of the Company's registered capital from the original registered capital of THB 894,980,249 to a newly registered capital of THB 694,980,249 by educing of the unpaid capital amount of 200,000,000 shares with a par value of THB 1 per share which have been not allocated in the whole according to the resolution EGM no.1/2023 as proposed by the Board of Directors.

Agenda 10 To approve to amend the Article 4 of the memorandum of the company to be in accordance with the decrease of the registered capital

Mr. Suvait Theeravachirakul explained to the Meeting that to be in line with the reduction of the registered capital of the Company on Agenda 9, it is appropriate to propose to the 2024 Annual General Meeting of Shareholders to consider and approve the amendment of Clause 4 of the Company's Memorandum of Association as follows:

Article 4. Registered capital : 694,980,249 baht (Six hundred and ninety-four million nine hundred and eight thousand two hundred and forty-nine baht)

Dividend into : 694,980,249 shares (Six hundred and ninety-four million nine hundred and eight thousand two hundred and forty-nine)

Value per share : 1 baht (one baht)

Dividend into

Ordinary share : 694,980,249 share (Six hundred and ninety-four million nine hundred and eight thousand two hundred and forty-nine)

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

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

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

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

Resolution on Agenda 10, To approve to amend the Article 4 of the memorandum of the company to be in accordance with the decrease of the registered capitalThe vote results are as follows:

Approved	totaling	682,921,634	votes or	100.0000%
Disapproved	totaling	0	votes or	0.0000%
Abstained	totaling	0	votes or	0.0000%
Invalid Ballots	totaling	0	votes or	0.0000%

The total votes for this agenda item were 682,921,634 votes, or 100.0000%

Conclusion The Meeting, resolved with a unanimous vote of 100.0000%, which is the votes of not less than three-fourths of the total votes of the shareholders who attend the Meeting and have the right to vote, approve to amend the Article 4 of the memorandum of the company to be in accordance with the decrease of the registered capital, as proposed by the Board of Directors.

Agenda 11 To approve to the offering or the allocation of the Company's warrants to purchase ordinary shares No.4 (PRG-W4) in the amount not more than 34,723,216 units for allocation to existing shareholders of the Company in proportion to their respective shareholdings

Mr. Suvait Theeravachirakul explained to the meeting that the Board of Directors deems it appropriate to propose to the Annual General Meeting of Shareholders to consider and approve to the offering or the allocation of the Company's warrants to purchase ordinary shares No.4 (PRG-W4) in the amount not more than 34,723,216 units for allocation to existing shareholders of the Company in proportion to their respective shareholdings for allocation to existing shareholders of the Company in proportion to their respective shareholdings at no offering price, (zero Baht) at the ratio of 20 ordinary shares to 1 unit of warrant (any fractions resulting from the calculation based on the allocation ratio set forth shall be rounded down) , with a term of not more than 3 years from the issuance date, having an exercise ratio of 1 unit of warrant per 1 ordinary share at an exercise price THB 5 (the "Exercise Price"), (the "PRG-W4 Warrants"). The Company expects to issue warrants within the second quarter of 2024. On the 15th of January, February, March, April, May, June, July, August, September, October, November, December of each calendar year through the term of Warrants. In the event, the Exercise Date is not a Business Day, such Exercise Date shall be postponed to the next Business Day. The first Exercise Date is expected to be on July 15, 2024. The last Exercise Date will be on the expiration date of PRG-W4 Warrants which will be on May 17, 2027 (Not more than 3 years from the issuance date). In the event, the last Exercise Date is not a Business Day, such last Exercise Date shall be postponed to the before the Company's holiday The Last Exercise Date and relevant details shall be determined by the Board of Directors or the authorized directors or any person designated by the Board of Directors or by the authorized directors. The Warrant Holders who wish to exercise their rights to purchase ordinary shares of the Company shall deliver a notification of the intention to exercise the Warrants during 9:30 hrs. until 15:30 hrs. within the period of 5 Business Days prior to each Exercise Date, except for the last Exercise Date in which the notification of the intention to exercise the Warrants shall be delivered during 9:30 hrs. until 15:30 hrs. within the period of 15 Days prior to the last Exercise Date. The details of the issuance of the PRG-W4 and initial information of the PRG-W4 were presented in the supporting document on pages 60 - 67.

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-W4 Warrants on March 25, 2024 (Record Date). However, the determination of such right remains uncertain and subject to an approval of the AGM.

In offering or the allocating the PRG-W4 Warrants in the Rights Offering discussed above, there is still a risk to shareholders which possibly imposes an obligation on the Company according to international law. Therefore, in order to manage the above-mentioned risk, the Board of Directors may exercise its discretion not to offer or not to allocate the warrants to any shareholders who is residing in France, Singapore, the United Kingdom, China, the United States of America, India, Switzerland, Japan, Vietnam or any Countries as deemed appropriate by the Company, if the offering or the allocation of the such warrants causes or is likely to cause the Company.

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

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

(c) to have additional expenses and/or excessive risks when compared to the benefits that the Company will receive if the PRG-W4 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-W4 Warrants.

The factors used by the Company to support its consideration to not offer or not allocate the PRG-W4 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-W4 Warrants are offered or allocated to existing shareholders of the company.

Furthermore, the Company may offer or allocate the PRG-W4 Warrants to existing shareholders of the company is entitled to offering or the allocation the PRG-W4 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-W4 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-W4 Warrants. The Company shall further announce the additional terms and/or conditions of the offering or the allocation of the PRG-W4 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-W4 Warrants;

(b) proceed with and sign applications and evidences that are necessary for or relevant to the offering and allocating of the PRG-W4 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-W4 Warrants and newly issued shares occurred from the exercise of the PRG-W4 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-W4 Warrants;

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

None of the shareholders or proxies had questions, the shareholders were asked to vote on Agenda 11. This agenda requires the majority votes of the shareholders who attend the Meeting and have the right to vote.

Resolution on Agenda 11, To approve to the offering or the allocation of the Company's warrants to purchase ordinary shares No.4 (PRG-W4) in the amount not more than 34,723,216 units for allocation to existing shareholders of the Company in proportion to their respective shareholdings the vote results are as follows:

Approved	totaling	682,921,634	votes or	100.0000%
Disapproved	totaling	0	votes or	0.0000%
Abstained	totaling	0	votes or	0.0000%
Invalid Ballots	totaling	0	votes or	0.0000%

The total votes for this agenda item were 682,921,634 votes, or 100.0000%

Conclusion The Meeting, resolved with a unanimous vote of 100.0000%, approve to the offering or the allocation of the Company's warrants to purchase ordinary shares No.4 (PRG-W4) in the amount not more than 34,723,216 units for allocation to existing shareholders of the Company in proportion to their respective shareholdings, as proposed by the Board of Directors.

Agenda 12 To approve to increase the registered capital of the company from the original registered capital of THB 694,980,249 to THB 729,723,465 by issuing not more than 34,743,216 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-W4 Warrants and to accommodate the adjustment of right of the PRG-W2 and PRG-W3 Warrants

Mr. Suvait Theeravachirakul explained to the meeting that the issuing not more than 34,743,216 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-W4 Warrants and to accommodate the adjustment of right of the PRG-W2 and PRG-W3 Warrants are as follows:

Allocation of Ordinary Shares to Support	Allocated Shares	Exercise Ratio (Unit : Share)	Exercise Price (Share : Baht)
PRG-W1 right adjustment	-	1 : 1.0950	1 : 4.5663
PRG-W2 right adjustment	10,000	1 : 1.0641	1 : 4.6990
PRG-W3 right adjustment	10,000	1 : 1.0349	1 : 4.8311
the Company's warrants to purchase original shares of the PRG-W4 Warrants	34,723,216	1 : 1	1 : 5
Total	34,743,216	-	-

The board of directors deems it appropriate to propose the AGM 2024, has approved to increase the registered capital of the company from the original registered capital of THB 694,980,249 to THB 729,723,465 by issuing not more than 34,743,216 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-W4 Warrants and to accommodate the adjustment of right of the PRG-W2 and PRG-W3 Warrants. The details of the allocation of newly issued ordinary shares appear in accordance with Enclosed with Capital increase report form (F53-4) according to the supporting document on pages 52-59

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

None of the shareholders or proxies had questions, the shareholders were asked to vote on Agenda 12. This agenda requires the votes of not less than three-fourths of the total votes of the shareholders who attend the Meeting and have the right to vote.

Resolution on Agenda 12, To approve to increase the registered capital of the company from the original registered capital of THB 694,980,249 to THB 729,723,465 by issuing not more than 34,743,216 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-W4 Warrants and to

accommodate the adjustment of right of the PRG-W2 and PRG-W3 Warrants. The vote results are as follows:

Approved	totaling	682,921,634	votes or	100.0000%
Disapproved	totaling	0	votes or	0.0000%
Abstained	totaling	0	votes or	0.0000%
Invalid Ballots	totaling	0	votes or	0.0000%

The total votes for this agenda item were 682,921,634 votes, or 100.0000%

Conclusion The Meeting, resolved with a unanimous vote of 100.0000% which was not less than three-fourths of the total votes of the shareholders who attend the Meeting and have the right to vote to approve to increase the registered capital of the company from the original registered capital of THB 694,980,249 to THB 729,723,465 by issuing not more than 34,743,216 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-W4 Warrants and to accommodate the adjustment of right of the PRG-W2 and PRG-W3 Warrants by the Board of Directors.

Agenda 13 To approve to increase the registered capital of the company under the General Mandate to the existing shareholders proportionate to their respective shareholdings from THB 729,723,465 to THB 929,723,465 by issuing 200,000,000 new ordinary shares with a par value of THB 1 per share

Mr. Suvait Theeravachirakul explained to the meeting that the Board of Directors deems it appropriate to propose to the Annual General Meeting of Shareholders to consider and approve the increase of the Company's registered capital by general mandate from the original registered capital of 729,723,465 Baht to a newly registered capital of 929,723,465 Baht by issuing 200,000,000 new ordinary shares with a par value of THB 1 per share according to the supporting document on pages 52 - 59.

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

Therefore, the Meeting was requested to consider and approve the increase of the Company's registered capital by a general mandate from the original registered capital of THB 729,723,465 to a newly registered capital of THB 929,723,465 by issuing 200,000,000 new ordinary shares with a par value of THB 1 per share.

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

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

Resolution on Agenda 13, to consider and approve to increase the registered capital of the company under the General Mandate to the existing shareholders proportionate to their respective shareholdings from THB 729,723,465 to THB 929,723,465 by issuing 200,000,000 new ordinary shares with a par value of THB 1 per share. The vote results are as follows:

Approved	totaling	682,921,634	votes or	100.0000%
Disapproved	totaling	0	votes or	0.0000%
Abstained	totaling	0	votes or	0.0000%
Invalid Ballots	totaling	0	votes or	0.0000%

The total votes for this agenda item were 682,921,634 votes, or 100.0000%

Conclusion The Meeting, resolved with a unanimous vote of 100.0000% which was not less than three-fourths of the total votes of the shareholders who attend the Meeting and have the right to vote to approve to increase the registered capital of the company under the General Mandate to

the existing shareholders proportionate to their respective shareholdings from THB 729,723,465 to THB 929,723,465 by issuing 200,000,000 new ordinary shares with a par value of THB 1 per share, as proposed by the Board of Directors.

Agenda 14 To approve to amend the Article 4 of the memorandum of the company to be in accordance with the increase of the registered capital

Mr. Suvait Theeravachirakul explained to the Meeting that to be in line with the increase of the registered capital of the Company on Agenda 13, it is appropriate to propose to the Meeting to consider and approve the amendment of Clause 4 of the Company's Memorandum of Association to be in line with the increase of the registered capital of the Company as follows:

Article 4. Registered capital	:	929,723,465 baht (nine hundred twenty-nine million seven hundred twenty-three thousand four hundred sixty-five baht only)
Dividend into	:	929,723,465 shares (nine hundred twenty-nine million seven hundred twenty-three thousand four hundred sixty-five)
Value per share	:	1 baht (one baht)
Dividend into		
Ordinary share	:	929,723,465 share (nine hundred twenty-nine million seven hundred twenty-three thousand four hundred sixty-five)
Preferred share	:	-not exist- (--)"

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

None of the shareholders or proxies had questions, the shareholders were asked to vote on Agenda 14. This agenda requires the votes of not less than three-fourths of the total votes of the shareholders who attend the Meeting and have the right to vote.

Resolution on Agenda 14, to consider and approve to amend the Article 4 of the memorandum of the company to be in accordance with the increase of the registered capital. The vote results are as follows:

Approved	totaling	682,921,634	votes or	100.0000%
Disapproved	totaling	0	votes or	0.0000%
Abstained	totaling	0	votes or	0.0000%
Invalid Ballots	totaling	0	votes or	0.0000%

The total votes for this agenda item were 682,921,634 votes, or 100.0000%

Conclusion The Meeting, resolved with a unanimous vote of 100.0000% which was not less than three-fourths of the total votes of the shareholders who attend the Meeting and have the right to vote to approve to amend the Article 4 of the memorandum of the company to be in accordance with the increase of the registered capital, as proposed by the Board of Directors.

Agenda 15 To approve to allocate of newly issued ordinary shares of the Company not more than 34,743,216 newly issued ordinary shares with a par value of THB 1 per share to accommodate the adjustment of right of the PRG-W2 Warrants and PRG-W3 Warrants and the exercise of the PRG-W4 Warrants

Mr. Suvait Theeravachirakul reported to the meeting that to be in line with the increase of the Company's registered capital in Agenda 12, it appropriate to propose to the Annual General Meeting 2024 to consider approve to allocate of newly issued ordinary shares of the Company not more than 34,743,216 newly issued ordinary shares with a par value of THB 1 per share, the details as follows:

1. At present, there are enough shares to accommodate the adjustment of right of the PRG-W1 Warrants. Therefore, there is not allocate of newly issued ordinary shares.
2. To allocate not more than 10,000 newly issued ordinary shares with a par value of THB 1 per share to accommodate the adjustment of rights of PRG-W2

3. To allocate not more than 10,000 newly issued ordinary shares with a par value of THB 1 per share to accommodate the adjustment of rights of PRG-W3
4. To allocate not more than 34,723,216 newly issued ordinary shares with a par value of THB 1 per share for the exercise of the PRG-W4 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 11.

The details of the allocation of newly issued ordinary shares appear in accordance with Enclosed with Capital increase report form (F53-4) as the supporting document on pages 54 and 56.

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

None of the shareholders or proxies had questions, the shareholders were asked to vote on Agenda 15. This agenda requires the majority votes of the shareholders who attend the Meeting and have the right to vote.

Resolution on Agenda 15, To approve to allocate of newly issued ordinary shares of the Company not more than 34,743,216 newly issued ordinary shares with a par value of THB 1 per share to accommodate the adjustment of right of the PRG-W2 Warrants and PRG-W3 Warrants and the exercise of the PRG-W4 Warrants are as follows:

Approved	totaling	682,921,634	votes or	100.0000%
Disapproved	totaling	0	votes or	0.0000%
Abstained	totaling	0	votes or	0.0000%
Invalid Ballots	totaling	0	votes or	0.0000%

The total votes for this agenda item were 682,921,634 votes, or 100.0000%

Conclusion The Meeting, resolved with a unanimous vote of 100.0000% approve to allocate of newly issued ordinary shares of the Company not more than 34,743,216 newly issued ordinary shares with a par value of THB 1 per share to accommodate the adjustment of right of the PRG-W2 Warrants and PRG-W3 Warrants and the exercise of the PRG-W4 Warrants by the Board of Directors.

Agenda 16 To approve to the allocation of newly issued ordinary shares of the company under the General Mandate of not more than 200,000,000 shares with a par value of THB 1 per share

Mr. Suvait Theeravachirakul reported to the meeting that to be in line with the increase of the Company's registered capital in Agenda 13, it appropriate to propose to the Meeting to consider and approve the allocation of the Company's ordinary shares to increase the capital of the Company of not more than 200,000,000 shares with the par value of 1 Baht per share to support the increased capital shares by general mandate as follows:

- Allocation of newly issued ordinary shares to increase the capital of the Company by not more than 200,000,000 shares or equivalent to 28.84% of the paid-up capital to offer to the existing shareholders in proportion to the shareholding percentage.

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

each time, including listing the increased shares in the Stock Exchange of Thailand and submission of information and documents to the Securities and Exchange Commission, the Stock Exchange of Thailand, Ministry of Commerce or other relevant authorities.

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

The board of directors deems it appropriate to propose the AGM, has approved to the allocation of newly issued ordinary shares of the company under the General Mandate of not more than 200,000,000 shares with a par value of THB 1 per share. The details of the allocation of newly issued ordinary shares appear in accordance with Enclosed with Capital increase report form (F53-4) as the supporting document on pages 53 to 58. (relevant pages are 51 – 58)

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

None of the shareholders or proxies had questions, the shareholders were asked to vote on Agenda 16. This agenda requires the majority votes of the shareholders who attend the Meeting and have the right to vote.

Resolution on Agenda 16, To approve to the allocation of newly issued ordinary shares of the company under the General Mandate of not more than 200,000,000 shares with a par value of THB 1 per share are as follows:

Approved	totaling	682,921,634	votes or	100.0000%
Disapproved	totaling	0	votes or	0.0000%
Abstained	totaling	0	votes or	0.0000%
Invalid Ballots	totaling	0	votes or	0.0000%

The total votes for this agenda item were 682,921,634 votes, or 100.0000%

Conclusion The Meeting, resolved with a unanimous vote of 100.0000% approve to the allocation of newly issued ordinary shares of the company under the General Mandate of not more than 200,000,000 shares to existing shareholders proportionate to their respective shareholdings with a par value of THB 1 per share, as proposed by the Board of Directors.

Agenda 17 Other (if any)

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

The board of directors informed the Meeting that The Stock Exchange of Thailand ("SET") will publicly announce and post of the C (Caution) sign starting from March 25, 2024. There are 4 category as follows;

1. CB (Business) The Listed company has a performance issues
2. CS (Financial Statement) The Listed company has a financial issues
3. CC (Non-Compliance) The Listed company that do not follow SET rules
4. CF (Free Float) The Listed company has a distribution of minority shareholders less than criteria

From the criteria above for posting of signs CF (Free Float) the listed company must not have less than 150 minority shareholders, who collectively hold no less than 15% of the company's paid-up capital. The Company does not meet the criteria of Free Float. Due to the change of Free Float regulation in 2004 of SET, the Company's Free Float proportion since 2004 has remained at

approximately 5% and the board of directors acknowledged and currently considering solutions to solve this problem.

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

Ms. Chanatip Wittayakul, a shareholder's proxy from the Thai Investors Association, asked the meeting, that the Thai Investors Association has a policy to encourage listed companies on the Stock Exchange of Thailand to organize shareholder meetings both in the form of on-site meeting and online meeting simultaneously or in a hybrid form in order for shareholders, executives and the Board of Directors to meet, communicate and ask questions in accordance with the Circular Letter of the Securities and Exchange Commission (SEC) No. SEC NorRor (Wor) 2/2024 Re: Requesting Cooperation on Hosting the Annual General Meeting of Shareholders dated January 10, 2024. She requested the Company to consider the proposal for holding a hybrid meeting according to the policy imposed by the Thai Investors Association aforementioned.

Mr. Suvait Theeravachirakul, Vice Chairman of the Board of Director answered the question that the Company will consider with the board of directors for further action.

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

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

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

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

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

The Meeting adjourned 12.09 a.m.

Signed Suphadej Poonpipat Chairman of the Meeting

(Mr. Suphadej Poonpipat)

Chairman of the Board of Directors

Signed Kanuengnuch Thongprayud Recorder of the Meeting

(Ms. Kanuengnuch Thongprayud)

Company Secretary

(F 53-4)

Capital increase report form
PRG Corporation Public Company Limited
September 23, 2024

PRG Corporation Public Company Limited would like to report the Board of Directors Meeting No. 9/24 held on September 3, 2024, capital increase and the allocation of shares in order to support the issuance of the PRG-W5 Warrants.

On September 23, 2024, the Company had already known the market price per share of the Company's ordinary shares for use in calculating the adjustment of PRG-W1, PRG-W2, PRG-W3 and PRG-W4 Warrants rights. Therefore, the Company will re-report the adjusted the exercise price and exercise ratio to ensure that the benefits of the PRG-W1 Warrant, PRG-W2 Warrant, PRG-W3 Warrant and PRG-W4 Warrant holders are not less than the existing status 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), No. 2 (PRG-W2), No. 3 (PRG-W3) and No. 4 (PRG-W4) (the "Terms and Conditions")" set forth.

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 929,723,465 to new registered capital of THB 729,723,465 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 200,000,000 shares

1.2 Capital increase

Resolution from Board of Directors Meeting resolves to approve increase of the Company's registered capital from THB 729,723,465 to new registered capital of THB 967,108,427 by issuing ordinary shares amounting of 237,384,962 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	37,384,962	1.00	37,384,962
<input checked="" type="checkbox"/> General Mandate	Ordinary Share	200,000,000	1.00	200,000,000

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	Remark
1) To accommodate the adjustment of right under warrants to purchase ordinary shares of PRG Corporation Public Company Limited No. 1 (the "PRG-W1 Warrants" or the Warrants)	Not more than - new ordinary shares	<u>Exercise Ratio</u> (Existing): 1 unit of the Warrants to 1.0950 newly issued ordinary share. <u>Exercise Ratio</u> (New): 1 unit of the Warrants to 1.1199 newly issued ordinary share. Please see Remark No1)	<u>Exercise Price</u> (Existing) : THB 4.5663 per share <u>Exercise Price</u> (New): THB 4.4649 per share. Please see Remark No. 1)	The exercise of the rights to purchase the newly issued ordinary 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 Ordinary Shares of PRG Corporation Public Company Limited No. 1 (PRG-W1) (the "Terms and Conditions")	Please see Remark Below No.1)
2) To accommodate the adjustment of right under warrants to purchase ordinary shares of PRG Corporation Public Company Limited No. 2 (the "PRG-W2 Warrants" or the Warrants)	Not more than - new ordinary shares	<u>Exercise Ratio</u> (Existing): 1 unit of the Warrants to 1.0641 newly issued ordinary share. <u>Exercise Ratio</u> (New): 1 unit of the Warrants to 1.0883 newly issued ordinary share. Please	<u>Exercise Price</u> (Existing): THB 4.6990 per share <u>Exercise Price</u> (New): THB 4.5946 per share. Please see Remark No. 2)	The exercise of the rights to purchase the newly issued ordinary shares of the Company under the PRG-W2 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 Ordinary	Please see Remark below No.2)

Allotted to	Number of share (share)	Ratio (old: new)	Sale price (Baht/share)	Subscription and payment period	Remark
		see Remark No 2)		Shares of PRG Corporation Public Company Limited No. 2 (PRG-W2) (the “Terms And Conditions”)	
3) To accommodate the adjustment of right under warrants to purchase ordinary shares No. 3 (PRG-W3), which will be issued to existing shareholders of the Company in proportion to their respective shareholdings	Not more than 10,000 new ordinary shares	<u>Exercise Ratio</u> (Existing): 1 unit of the Warrants to 1.0349 newly issued ordinary share. <u>Exercise Ratio</u> (New): 1 unit of the Warrants to 1.0584 newly issued ordinary share. Please see Remark No 3)	<u>Exercise Price</u> (Existing): THB 4.8311 per share <u>Exercise Price</u> (New): THB 4.7238 per share. Please see Remark No. 3)	The exercise of the rights to purchase the newly issued ordinary shares of the Company under the PRG-W3 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 Ordinary Shares of PRG Corporation Public Company Limited No. 3 (PRG-W3) (the “Terms And Conditions”)	Please see Remark below No.3)
4) To accommodate the adjustment of right under warrants to purchase ordinary shares No. 4 (PRG-W4), which will be issued to existing	Not more than 917,000 new ordinary shares	<u>Exercise Ratio</u> (Existing): 1 unit of the Warrants to 1 newly issued ordinary share. <u>Exercise Ratio</u> (New): 1 unit of the Warrants to 1.0227 newly issued ordinary share. Please	<u>Exercise Price</u> (Existing): THB 5 per share <u>Exercise Price</u> (New): THB 4.8890 per share. Please see Remark No. 4)	The exercise of the rights to purchase the newly issued ordinary shares of the Company under the PRG-W4 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	Please see Remark below No.4)

Allotted to	Number of share (share)	Ratio (old: new)	Sale price (Baht/share)	Subscription and payment period	Remark
shareholders of the Company in proportion to their respective shareholdings		see Remark No 4)		to Purchase Ordinary Shares of PRG Corporation Public Company Limited No. 4 (PRG-W4) (the "Terms And Conditions")	
5) To allocate for the exercise of the Company's warrants to purchase ordinary shares No. 5 (PRG-W5), which will be issued to existing shareholders of the Company in proportion to their respective shareholdings	Not more than 36,457,962 new ordinary shares	Allocation Ratio: 20 ordinary shares to 1 unit of warrant (any fractions resulting from the calculation based on the allocation ratio such fraction of shares shall be rounded down)	The PRG-W5 Warrants will be issued at no offering price, (zero Baht) at an Exercise Price THB 5	The exercise of the rights to purchase the newly issued ordinary shares of the Company under the PRG-W5 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 Ordinary Shares of PRG Corporation Public Company Limited No. 5 (PRG-W5) (the "Terms And Conditions")	Please see Remark below No.6)

Remark :

The Board of Directors Meeting No. 9/67 of the Company on September 3, 2024 resolved to propose that the Extraordinary General Meeting of Shareholders no. 1/2024 to increase the registered capital of the company from the original registered capital of THB 729,723,465 to THB 767,108,427 by issuing not more than 37,384,962 new ordinary shares with a par value of THB 1 per share and the allocation of such newly issued ordinary shares, the details of which are as follows:

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

- 3) The allocation of not exceeding 10,000 newly issued ordinary shares with a par value of THB 1 per share to accommodate the adjustment of rights of the PRG-W3 Warrants.
- 4) The allocation of not exceeding 917,000 newly issued ordinary shares with a par value of THB 1 per share to accommodate the adjustment of rights of the PRG-W4 Warrants.
- 5) The Company calculates the exercise price (new) and exercise ratio (new) of the PRG-W1 Warrants, PRG-W2 Warrants, PRG-W3 Warrants and PRG-W4 Warrants on the assumption that there is no any holder of the PRG-W1 Warrants, PRG-W2 Warrants, PRG-W3 Warrants and PRG-W4 Warrants. Due to on September 23, 2024, the Company had already known the market price per share of the Company's ordinary shares for use in calculating the adjustment of PRG-W1, PRG-W2, PRG-W3 and PRG-W4 rights.
- 6) The allocation of not exceeding 36,457,962 newly issued 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 No.5 (PRG-W5) in the amount of not more than 36,457,962 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-W5 Warrants") the Company will allocate the PRG-W5 Warrants to the shareholders according to the relevant law and regulation. Please refer to the preliminary details of the PRG-W5 Warrants in Enclosure 2.

In this regard, the Company's Board of Directors opined to empower Mr. Somkiat Makcayathorn, Managing Director, and/or the Company's Executive Committee Informing an additional information of PRG-W4 Warrants through the invitation to the Extraordinary General Meeting of Shareholders no 1/2024 after the number off exercised PRG-W1 Warrant, PRG-W2 Warrant, PRG-W3 Warrants and PRG-W4 Warrants to subscribe for the newly issued ordinary shares of the Company exercise date, which will take place by March 15, 2024 has been recognized under the conditions: (1) the allocation ratio of 20 ordinary shares to 1 unit of the Warrants (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, PRG-W2 Warrants, PRG-W3 Warrants, PRG-W4 Warrants and PRG-W5 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-W5 Warrants on September 25, 2024 (Record Date). However, the determination of such right remains uncertain and subject to an approval of the EGM.

In offering or the allocating the PRG-W5 Warrants 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-W5 Warrants are offered or allocated to the relevant subscribers or groups or executing the relevant processes; or

(d) to breach the requirements, methods or conditions provided in relation to the offering or allocation of the PRG-W5 Warrants.

The factors used by the Company to support its consideration to not offer or not allocate the PRG-W5 Warrants include, but not limited to, the additional obligations that the Company will have under foreign laws, or the burden to examine legal points and/or to comply with the duties under foreign laws, the additional expenses in examining and seeking advice and recommendations on foreign laws, and/or the potential risks compared to the benefits that the Company will receive if the PRG-W5 Warrants are offered or allocated to existing shareholders of the company. Furthermore, the Company may offer or allocate the PRG-W5 Warrants to existing shareholders of the company is entitled to offering or the allocation the PRG-W5 Warrants subject to international practices or an exemption under foreign laws that are effective and to the Company's ability to carry out the offering or the allocation at relevant times.

In this connection, the Company has the right to not offer or not allocate of the PRG-W5 Warrants from the shareholders who have their mailing addresses outside Thailand. In this regard, the Company has the right to use its discretion in considering changing the relevant details as appropriate by taking into account the factors as stated above, which includes without limitation, the determination of a list of non-restricted countries and/or a list of restricted countries, for the successful completion of the offering or the allocation of the PRG-W5 Warrants. The Company shall further announce the additional terms and/or conditions of the offering or the allocation of the PRG-W5 Warrants for your information (if any).

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

(a) determine the terms and conditions and any other details in relation to the issuance and offering of the PRG-W5 Warrants;

(b) proceed with and sign applications and evidences that are necessary for or relevant to the issuance and offering of the PRG-W5 Warrants, including contacting and filing applications, waiver requests, documents, and such evidences with the relevant government authorities or agencies, as well as listing the PRG-W5 Warrants and

newly issued shares occurred from the exercise of the PRG-W5 Warrants on the Stock Exchange of Thailand (“SET”);
and

(c) undertake any other actions that are necessary for or relevant to this issuance and allocation of the PRG-W5 Warrants;

7) The Company’s plan in case there is a fraction of shares remaining

7.1 In the event that there is an adjustment to the exercise ratio upon the occurrence of event pursuant to the conditions concerning the right adjustment as stipulated in the Terms and Conditions of PRG-W1 or the Terms and Conditions of PRG-W2 or the Terms and Conditions of PRG-W3 or the Terms and Conditions of PRG-W4 or the Terms and Conditions of PRG-W5 resulting in a fraction of shares that will be allocated under the PRG-W1 Warrants or the PRG-W2 Warrants or the PRG-W3 Warrants or the PRG-W4 Warrants or the PRG-W5 Warrants, such fraction of shares shall be rounded down.

7.2 In the event, there is a fraction of shares derived from the calculation under the PRG-W5 Warrants exercise ratio, such fraction of shares shall be disregarded.

2.2 If specifying the purpose of utilizing proceeds

Allotted to	Type of share	Number of share (Shares)	Percentage of paid-up capital	Note
1.Right Offering: RO	Ordinary share	Not more than 200,000,000	28.83	-

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.1/2024 to an electronic meeting set the date on October, 29 2024 at 10.00 a.m., using an electronic approach (e-EGM) The determine the list of shareholders entitled to attend the Extraordinary General Meeting of Shareholders no.1/ 2024 (Record Date) on September 25, 2024.

4. **Approval of the capital increase/share allotment by relevant governmental agency and conditions thereto (if any)**
 - 4.1 The Company is required to register the decrease and increase of registered and paid-up capital and the amendment of its Memorandum of Association with the Department of Business Development, Ministry of Commerce.
 - 4.2 The Company is required to obtain an approval from the Stock Exchange of Thailand for accepting Warrants to be securities listed in the Stock Exchange Thailand.
 - 4.2.1 The newly issued ordinary shares of the Company from the exercise of the PRG-W1 Warrants which has been issued.
 - 4.2.2 The newly issued ordinary shares of the Company from the exercise of the PRG-W2 Warrants which has been issued.
 - 4.2.3 The newly issued ordinary shares of the Company from the exercise of the PRG-W3 Warrants which has been issued, including the additional shares to accommodate the rights adjustment of the PRG-W3 Warrants.
 - 4.2.4 The newly issued ordinary shares of the Company from the exercise of the PRG-W4 Warrants which has been issued, including the additional shares to accommodate the rights adjustment of the PRG-W4 Warrants.
 - 4.2.5 The Warrants to purchase ordinary shares of PRG Corporation Public Company Limited No. 5 (PRG-W5) issued to shareholders of the Company in proportion to their shareholding.
 - 4.2.6 The newly issued ordinary shares of the Company from the exercise of right under the PRG-W5 Warrants.
5. **Objectives of the capital increase and plans for utilizing proceeds received from the capital increase**
 - 5.1 The Company will decrease its registered capital to cancel the unissued ordinary shares.
 - 5.2 The Company will issue and allocate the newly issued ordinary shares at the amount not exceeding 10,000 shares in accommodate the rights adjustment of the PRG-W3, issue and allocate the newly issued ordinary shares at the amount not exceeding 917,000 shares in accommodate the rights adjustment of the PRG-W4 in order to preserve the interests of the warrants holders and not to be less favorable than those currently available to them.
 - 5.3 The Company will issue and allocate the PRG-W5 Warrants at the amount not exceeding 36,457,962 units 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 and/or PRG-W2 Warrants and/or PRG-W3 Warrants and/or PRG-W4 Warrants and/or PRG-W5 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 Company will subsequently file an application to the SET for its approval on the listing of PRG-W5 Warrants and new ordinary shares to be issued upon the exercise of the Company's warrants allotted to existing shareholders of the Company pursuant to the relevant rules and regulations

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.9/24	September 3, 2024
● The record date for the purpose of determining the eligible shareholders to attend the Extraordinary General Meeting of Shareholders no. 1/2024 and entitled to receive the dividend (Record Date)	September 25, 2024
● The Extraordinary General Meeting of Shareholders no. 1/2024	October 29, 2024
● 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. 1/2024

Procedure	Date/Month/Year
<ul style="list-style-type: none"> ● Listing the PRG-W5 Warrants on the SET 	Will be informed accordingly
<ul style="list-style-type: none"> ● Date to allotment new ordinary shares to existing shareholders (General Mandate) 	Will be determined after obtained the approval from this the Extraordinary General Meeting of Shareholders no. 1/2024

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

Signed.....Authorized Company Director

(Mr. Somkiat Makcayathorn)

**Key Features of the Warrants to Purchase Ordinary Shares of
PRG Corporation Public Company Limited No.5 (PRG-W5)**

Category of Warrants	:	Warrants to purchase ordinary shares of PRG Corporation Public Company Limited No. 5 (“PRG-W5 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 <p style="margin-left: 40px;">In offering or the allocating the PRG-W5 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, 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 <u>causes or is likely to cause the Company.</u></p> <p style="margin-left: 40px;">(a) to violate any laws, rules or regulations of Thailand or any foreign countries and/or the Company's Articles of Association;</p> <p style="margin-left: 40px;">(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;</p> <p style="margin-left: 40px;">(c) to have additional expenses and/or excessive risks when compared to the benefits that the Company will receive if the PRG-W5 Warrants are offered or allocated to the relevant subscribers or groups or executing the relevant processes; or</p> <p style="margin-left: 40px;">(d) to breach the requirements, methods or conditions provided in relation to the offering or allocation of the PRG-W5 Warrants.</p>

The factors used by the Company to support its consideration to not offer or not allocate the PRG-W5 Warrants include, but not limited to, the additional obligations that the Company will have under foreign laws, or the burden to examine legal points and/or to comply with the duties under foreign laws, the additional expenses in examining and seeking advice and recommendations on foreign laws, and/or the potential risks compared to the benefits that the Company will receive if the PRG- W5 Warrants are offered or allocated to existing shareholders of the company. Furthermore, the Company may offer or allocate the PRG-W5 Warrants to existing shareholders of the company is entitled to offering or the allocation the PRG- W5 Warrants subject to international practices or an exemption under foreign laws that are effective and to the Company's ability to carry out the offering or the allocation at relevant times.

In this connection, the Company has the right to not offer or not allocate the PRG-W5 Warrants from the shareholders who have their mailing addresses outside Thailand. In this regard, the Company has the right to use its discretion in considering changing the relevant details as appropriate by taking into account the factors as stated above, which includes without limitation, the determination of a list of non-restricted countries and/or a list of restricted countries, for the successful completion of the offering or the allocation of the PRG- W5 Warrants. The Company shall further announce the additional terms and/or conditions of the offering or the allocation of the PRG-W5 Warrants for your information (if any).

The Board of Directors or the authorized directors or any person designated by the Board of Directors or by the authorized directors shall be authorized to actions (a) determine the terms and conditions and any other details in relation to the offering and allocating of the PRG-W5 Warrants; (b) proceed with and sign applications and evidences that are necessary for or relevant to the offering and allocating of the PRG-W5 Warrants, including contacting and filing applications, waiver requests, documents, and

such evidences with the relevant government authorities or agencies, as well as listing the PRG-W5 Warrants and newly issued shares occurred from the exercise of the PRG-W5 Warrants on the Stock Exchange of Thailand (“SET”); (c) undertake any other actions that are necessary for or relevant to this the offering and allocating of the PRG-W5 Warrants;

Number of Offering Warrants	:	Not more than 36,457,962 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 36,457,962 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 2024.
Period for notification of intention of exercise warrants	:	On the 15 th of January, February, March, April, May, June, July, August, September, October, November, December of each calendar year through the term of Warrants. In the event, the Exercise Date is not a Business Day, such Exercise Date shall be postponed to the next Business Day. The first Exercise Date is expected to be on January 15, 2025. The last Exercise Date will be on the expiration date of PRG-W5 Warrants which will be on November 15, 2027 (Not more than 3 years from the issuance date). In the event, the last Exercise Date

is not a Business Day, such last Exercise Date shall be postponed to the before the Company's holiday

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

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-W5 Warrants shall be irrevocable upon the Exercise Notice being served.

Events that require the issuance of new shares to accommodate the rights adjustment : When the Company adjusts the exercise price and/or the exercise ratio (or adjusting the number of units of Warrants in lieu of adjusting the exercise ratio) pursuant to the conditions concerning the rights adjustment as stipulated in the Terms and Conditions Governing the Rights and Obligations of the Issuer and Holders of the Warrants to Purchase the Ordinary Shares of PRG Corporation Public Company Limited No.5 (PRG-W5) (the "Terms and Conditions"), which resemble the events stipulated in Clause 11(4) (b) of 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 dated December 15, 2008 (as amended).

Warrant Registrar : Thailand Securities Depository Company Limited

Secondary Market for the Warrant : The Company will apply to list the PRG-W5 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 PRG-W5 warrants on the Stock Exchange of Thailand

Purposes of issuing the warrants : It is a type of return to shareholders instead of cash dividend and benefits that the Company would gain from the allocation of newly issued shares : 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-W5 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-W5 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-W5 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-W5 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 PRG-W1 Warrants, PRG-W2 Warrants and PRG-W3 Warrants and PRG-W4 Warrants are fully exercised resulting in the maximum number of the issuance of the PRG-W5 Warrants at not exceeding 36,457,962 units and all of such PRG-W5 Warrants are fully exercised but warrants holders who exercise the PRG-W5 Warrants are not the shareholders of the Company, the shareholding of the existing shareholders of the Company will be diluted as follows:

Control Dilution

- = Number of shares reserved to accommodate the Warrants Issued This Time / (Number of paid-up shares + Number of shares from the exercise of the PRG-W1 Warrants, the PRG-W2 Warrants, the PRG-W3 Warrants and the PRG-W4 Warrants + Number of shares reserved to accommodate the Warrants Issued This Time)
- = Approximately of 4.76 percent

(2) Price Dilution

Both in the case that all of the PRG-W1 Warrants, PRG-W2 Warrants, PRG-W3 Warrants and PRG-W4 Warrants are fully exercised, after the issuance and allocation of the PRG-W5 Warrants to the existing shareholders on a pro rata basis to their respective shareholdings and such warrants holders fully exercise their rights under the Warrants, but the warrants holders who exercise the Warrants are not the shareholders of the Company, the price per share will be diluted by 2.07* percent from the market price based assumption of THB 8.84 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 September 3, 2024.

*Calculated by market price THB 8.84 subtract Post-offering market price THB 8.66
Divided by market price THB 8.84

$$\begin{aligned} \text{Post-offering market price} &= (\text{Market price} \times (\text{Paid-up shares} + \text{Number of shares from} \\ &\quad \text{the exercise of the PRG-W1 Warrants, PRG-W2 Warrants,} \\ &\quad \text{PRG-W3 Warrants} + \text{PRG-W4 Warrants (Exercise price} \times \\ &\quad \text{Number of shares received after conversion)}) / (\text{Number of} \\ &\quad \text{Paid-up shares} + \text{Number of shares from the exercise of the} \\ &\quad \text{PRG-W1 Warrants, PRG-W2 Warrants, PRG-W3 Warrants and} \\ &\quad \text{PRG-W4 Warrants} + \text{Total shares offered}) \\ &= \text{THB 8.66} \end{aligned}$$

Price Dilution

- = Market price - Post-offering market price / Market price
- = Approximately of 2.07 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**) / Preallocation earnings per share

= 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)

Adjustment of right of warrant:

The Company will adjust the Exercise Price and exercise ratio during the term of PRG-W5 Warrants upon the occurrence of any of following events with the aim to protect the interest of the holders of PRG-W5 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-W5 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-W5 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-W5 Warrants;

(b) proceed with and sign applications and evidences that are necessary for or relevant to the issuance and offering of the PRG-W5 Warrants, including contacting and filing applications, waiver requests, documents, and such evidences with the relevant government authorities or agencies, as well as listing the PRG-W5 Warrants and newly issued shares occurred from the exercise of the PRG-W5 Warrants on the Stock Exchange of Thailand ("SET");

(c) undertake any other actions that are necessary for or relevant to this issuance and allocation of the PRG-W5 Warrants.

**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 System will be available from 17 - 28 October 2024 at 8.30 a.m. - 5.30 p.m. or until the meeting is closed. (only on business days Excluding public holidays and public holidays)

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

PRG Corporation Public Company Limited

Corporate Governance Section

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

Tel. 02-501-2175 Ext. 687

Profiles of Independent Directors for Appointment of Proxy



1. Name : Dr. Pornsiri Poonakasem
Position in the Company : Independent Director
Age : 72 years old
Address : 208/5 Moo.18 Prachachern Road,
Lardyoa, Jatujak, Bangkok 10900
Conflict of Particular Interest : - *None* -
in the Agenda



2. Name : Mrs. Veena Arunyakasem
Position in the Company : Independent Director
Age : 62 years old
Address : 919 Moo 9 Luan Pruksa Lake Ville,
Soi Taeparak 96, Taeparak Road,
Amphur Muang, Samutprakan 10270
Conflict of Particular Interest : - *None* -
in the Agenda



3. Name : Mr. Senathip Sripaipan
Position in the Company : Independent Director
Age : 53 years old
Address : 29/95 The Prime 11 Sukhumvit Rd.,
Klong Toei Nuea, Watthana, Bangkok,
10110
Conflict of Particular Interest : - *None* -
in the Agenda

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

Chapter 6

Shareholder Meetings

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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


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

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

Guidelines for attending of Electronic Meeting by Inventech Connect

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

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

1. The Shareholders must submit a request to attend the meeting by Electronic Means via Web Browser at <https://app.inventech.co.th/PRG135072R/#/homepage> or scan QR Code  and follow the steps as shown in the picture



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

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


2. For Shareholders who would like to attend the Meeting either through the Electronic Means by yourself or someone who is not the provided independent directors, please note that the electronic registration will be available from 17 October 2024 at 8:30 a.m. and shall be closed on 29 October 2024 Until the end of the meeting.
3. The electronic conference system will be available on 29 October 2024 at 8:00 a.m. (2 hours before the opening of the meeting). Shareholders or proxy holders shall use the provided Username and Password and follow the instruction manual to access the system.

Appointment of Proxy to the Company's Directors


For Shareholders who authorize one of the Company's Independent Directors to attend and vote on his or her behalf, The Shareholders can submit a request to attend the meeting by Electronic Means of the specified procedures or send the proxy form together with the required documents to the Company by mail to the following address. The proxy form and required documents shall be delivered to the Company by 28 October 2024 at 5.00 p.m.

PRG Corporation Public Company Limited
Corporate Governance Section
88 Moo 2, Tiwanon Road, Tumbol Bangkadee, Amphur Mueng, Pathumtani 12000
Tel. 02-501-2175 Ext. 687

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

 02-931-9130

 @inventechconnect

 The system available during 17 – 29 October 2024 at 08.30 a.m. – 05.30 p.m.
(Specifically excludes holidays and public holidays)



Report a problem
@inventechconnect

Steps for registration for attending the meeting (e-Register) and voting process (e-Voting)

- 1 Get email and password that you received from your email or request OTP
- 2 Click on “Register” button, the system has already registered and counted as a quorum.
- 3 Click on “Join Attendance”, Then click on “Join Meeting” button
- 4 Select which agenda that you want to vote
- 5 Click on “Vote” button
- 6 Click the voting button as you choose
- 7 The system will display status your latest vote



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

Step to ask questions via Inventech Connect



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

How to use Inventech Connect



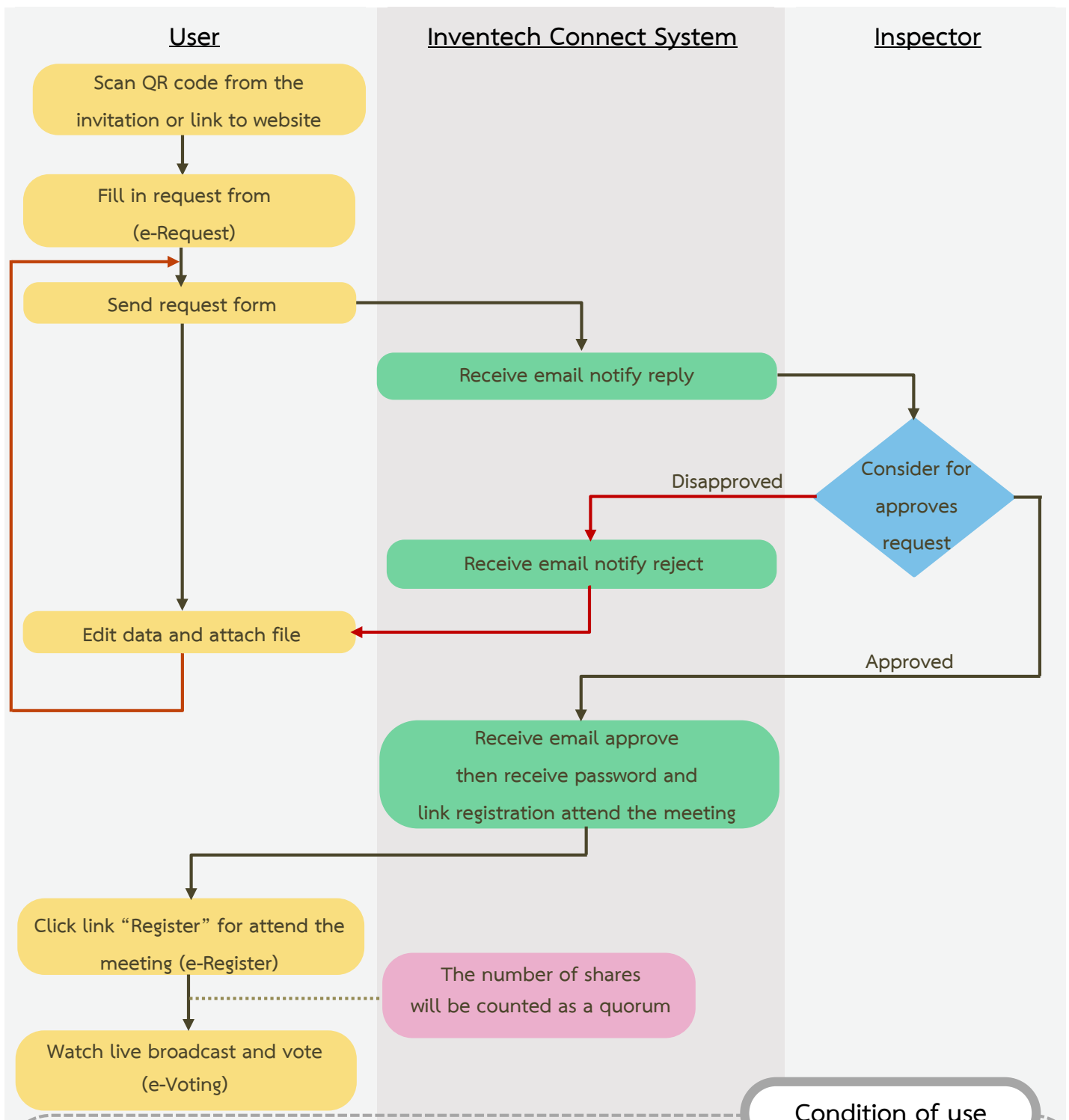
User Manual Inventech Connect



Video of using Inventech Connect

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

1. Internet speed requirements
 - High-Definition Video: Must be have internet speed at 2.5 Mbps (Speed internet that recommend).
 - High Quality Video: Must be have internet speed at 1.0 Mbps.
 - Standard Quality Video: Must be have internet speed at 0.5 Mbps.
2. Equipment requirements.
 - Smartphone/Tablet that use IOS or android OS.
 - PC/Laptop that use Windows or Mac OS.
3. Requirement Browser Chrome (Recommend) / Safari / Microsoft Edge **** The system does not supported internet explorer.**



Condition of use

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

In case Exit the meeting
 Attendees can click on "Register to leave the quorum", the systems will be number of your shares out from the meeting base.