



No. PDG/BOD/001/65

February 17th, 2022

Subject : Dividend Payment and the Schedule of the 2022 Annual General Meeting of Shareholders (**Revise**)

Attention : President

The Stock Exchange of Thailand

Prodigy Public Company Limited (“The Company”) would like to inform the resolutions of Board of Director’s meeting no.1/2022 on February 15th,2022 at 10.30 a.m. with the detail as followings.

1. **Approval of dividend payment**

Resolution The Board of Directors considered and resolved to propose to the 2022 Annual General Meeting of shareholders to consider and approve the dividend payment at 0.18 Baht per share, having interim dividend payment 0.10 Baht per share (on September 10^h,2021) , so the remaining of **dividend cash payment** is 0.08 Baht per share, total 270 million shares. Total amount of 21.600 million Baht and paying in stock dividend at the rate of 10 existing shares per 1 stock dividend totaling 13.500 million baht or shall be converted for dividend payment at Bath 0.05 per share **dividend to totaling of 0.13 Baht per share and to be paid from the Company’s operation results for July to December 2021 and retained earnings.**

All dividends shall be deducted for the withholding tax at the rate stipulated by the law, By specifying the list of shareholders who are entitled to receive the all dividend on Tuesday 26th April, 2022 and fixing the date of dividend payment on Friday 20th May, 2022. However, the granting of such rights of the company is not yet definite, because an approval by the Annual General Meeting of Shareholders is still required.

2. Approval the increase of the registered capital

Resolution The Board of Directors considered and resolved to propose to the 2022 Annual General Meeting of shareholders to consider and approval the increase of the registered capital 13.500 Million baht as divide the number of share 27 Million shares. In order to support the stock dividend payment that after increased the capital the registered as 148.500 Million baht with the per value of 0.50 baht/share, 297 Million shares.



3. The appointment of directors to replace those who completed the terms

Resolution The Board of Director resolved to propose to the 2022 Annual General Meeting of shareholders to approve the appointment as following.

The retiring director due to end of terms 3 persons :

- | | | |
|------------------|-----------------|----------------------|
| 1. Prof.Prayoon | Boonprasurd | Independent Director |
| 2. Miss Thipawan | Uthaisang | Independent Director |
| 3. Miss Pikul | Taksinwaracharn | Independent Director |

Approved the reappointment of director who retired by rotation 3 persons:

- | | | |
|------------------|-----------------|----------------------|
| 1. Prof.Prayoon | Boonprasurd | Independent Director |
| 2. Miss Thipawan | Uthaisang | Independent Director |
| 3. Miss Pikul | Taksinwaracharn | Independent Director |

4. The annual remuneration for Directors for the year 2022

According to the Company Article of Association, the directors may be remunerated in term of allowance meeting, reward, bonus or other remuneration as approved by the shareholder's meeting.

Resolution The Board of Directors resolved to propose the annual remuneration of directors in year 2022, consist of remuneration, allowance meeting, bonus and D&O Liability Insurance the total amount of exceeding 5 million Baht for the 2022 Annual General Meeting of shareholders to approve.

5. The appointment of the company's auditor and the determination of auditor's remuneration for the year 2022.

Resolution The Board of Directors resolved to propose to the 2022 Annual General Meeting of shareholders to consider and approve the appointment of

- Mrs.Chonlaros Suntiasvaraporn, CPA no. 4523
or Ms.Siraporn Ouaanunkun, CPA no. 3844
or Mr. Chatchai Kasemsrithanawat, CPA no. 5813

As the auditors, all of them were from EY office Limited to audit the financial statements of the company, with the auditing fees for the year 2022 of 1,130,000 Baht.

6. The fixing of Dates for the 2022 Annual General Meeting of Shareholder and The name of shareholders who are entitled to attend the 2022 Annual General Meeting of shareholders

Resolution The Board of Directors approved the Dates for the 2022 Annual General Meeting of Shareholder as following:

- 6.1 The date and place of the 2022 Annual General Meeting of shareholders will be on Wednesday, April 20th 2022 at 10.00 a.m. Phanumas Room, 10th Floor, The Royal River Hotel, Building no. 219 Soi Charansanitwong 66/1, Charansanitwong Rd., Bang Phlad, Bangkok, 10700.



6.2 The name of shareholders who are entitled to attend the 2022 Annual General Meeting of shareholders and the right to receive the cash dividend will be determined on March 16th, 2022 (Record Date)

7. The agenda for the 2022 Annual General Meeting of Shareholder will be as followings.

- Resolution** **The Board of Director approved the agenda for the 2022 Annual General Meeting as following.**
- Agenda 1. The matters; the chairman notify in the 2022 Annual General Meeting of Shareholders.
- Agenda 2. To consider and certify the minutes of the 2021 Annual General Meeting of Shareholders.
- Agenda 3. To inform and Report the company's operating results for the year 2021.
- Agenda 4. To consider and approve the company's financial statements for the year 2021 ended of December 31st, 2021.
- Agenda 5. To consider and approved the dividend payment from the company's operation for the financial statement of the year 2021 ended of December 31st, 2021.
- Agenda 6. To approve the increasing of the Company's registered capital and to amend of the Company's Memorandum of Association to be in line with the increase of the registered capital
- Agenda 7. To consider and approve the appointment of directors those who completed the terms.
- Agenda 8. To consider and determine the remuneration of directors for the year 2022.
- Agenda 9. To consider and approve the appointment of the company's auditor and the determination of auditor's remuneration for the year 2022.
- Agenda 10. Any other matter (if any)

Please be informed accordingly.

Sincerely Yours,

(Mr. Thongchai Tansutat)

Managing Director

Capital Increase Report Form
 Prodigy Public Company Limited
 17th February 2022

Prodigy. Public Company Limited ("The Company") would like to report of the resolution of the Board of Directors No. 1/2022 held on 15th February 2022 consequently in respect of a capital increase/share allotment as follows:

1. Capital Increase:

The Board of Directors Meeting had the resolution to approved the increase of a registered capital of the Company from Baht 135,000,000 to Baht 148,500,000 as divide the number of share 27 Million shares with the per value of 0.50 baht/share totaling 297 Million shares.

2. Allotment of new shares:

The Board of Directors Meeting had the resolution to approve of the 297,000,000 shares with the per value 0.50 baht, totaling Baht 148,500,000 the details of which are as follows:

The detail of the share allotment:

Allotted to	Number (shares)	Ratio (Old : New)	Sale price per share (Baht)	Subscriptions and payment period	Note
Existing Shareholders	27,000,000	10 : 1	-	The Company pay stock dividend by 10 existing shares per 1 new share	To reserve for stock dividend payment

Remark: By specifying the list of shareholders who are entitled to receive the dividend on 26 April 2022 and fix the date of dividend payment as 20 May 2022. However, the granting of such rights of the Company is not yet definite, because an approval by the Annual General Meeting of Shareholders is still required.

3. Schedule for shareholders meeting to approve the capital increase/allotment

The 2022 Annual General Meeting of shareholders will be held on 20th April 2022 at 10.00 a.m. at Phanumas Room, 10th Floor, The Royal River Hotel, Building no. 219 Soi Charansanitwong 66/1, Charnsanitwong Rd., Bang Phlad, Bangkok, 10700. The name of the shareholders entitling to attend at the Meeting shall be recorded on 16th March 2022.

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

- 4.1 The approval by the 2022 Annual General Meeting of shareholders.
- 4.2 The registration of the capital increase with the Ministry of Commerce and update all important documents which according to capital increasing.
- 4.3 The approval from the Stock Exchange of Thailand to list the new ordinary shares in the Stock Exchange of Thailand.
5. Objectives of the capital increase and plans for utilizing proceeds received from the capital increase
 - 5.1 To provide shareholders return in form of share dividend by issuing stock dividend instead of paying cash dividend.
6. Benefits which the Company will receive from the capital increase/share allotment:
 - 6.1 To increase the Company's stock liquidity.
 - 6.2 To retain the working capital for company's operation.
7. Benefits which the shareholders will receive from the capital increase/share allotment:
 - 7.1 The company has a policy to pay dividend not less than 50 percent of the net profit after Corporate tax and deduction of all reserves required by law, if there is no compelling reason otherwise and no impact on its operations significantly, the dividends are paid.
 - 7.2 The shareholders who will be allocated the stock dividend are entitled to receive dividends in the future.
8. Other details necessary for shareholders to approve the capital increase/share allotment:
 - None -
9. Schedule of action where the board of directors of the Company passes resolution approving the capital increase or allotment of new shares:

- The Board of Directors' Meeting No.1/2022	15 th February 2022
- Specifying the name list of shareholders who are eligible to attend the shareholders' meeting	16 th March 2022
- Specifying the date for the 2022 Annual General Meeting of Shareholders	20 th April 2022
- Specifying the name list of Shareholders who are eligible to receive dividend	26 th April 2022
- The date of dividend payment	20 th May 2022

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

Mr.Thongchai Tansutat
Managing Director

Prodigy. Public Company Limited