



Annual General Meeting of Shareholders

for the year 2019

Prodigy Public Company Limited

Wednesday April 24, 2019 at 10:00 am.

at Pinklao 1 Room, 9<sup>th</sup> Floor, The Royal City Hotel

Registration opens at 8:00 pm., for quick registration. Please bring the registration form, which prints the bar code to the meeting.

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### Prodigy Public Company Limited

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March 22<sup>nd</sup>, 2019

**Subject : Invitation to Attend 2019 Annual General Meeting of Shareholders**

**Attention : Shareholders**

The Board of Directors of Prodigy Public Company Limited had solved the resolutions, on February 20<sup>th</sup>, 2019, to hold the 2019 Annual General Meeting of shareholders on April 24<sup>th</sup>, 2019 at 10.00 a.m. at, Pinklao1 Room, 9<sup>th</sup> Floor, The Royal City Hotel, Building no. 798, 800 Borom Ratchonnani Road, Bangbamru, Bangplad, Bangkok 10700, to consider the following matters.

**Agenda 1 The matters; the chairman notify in the 2019 Annual General Meeting of shareholders**

**Opinion of the Board:** The Board of directors agree that chairman may explain the details about The meeting in order that the shareholders acknowledge.

**Agenda 2 To consider and certify the Minutes of 2018 Annual General Meeting of shareholders**

**Fact and Rationale:** The 2018 Annual General Meeting was held on April 24<sup>th</sup>, 2018, which the Minutes was made within 14 days after the meeting date, the copy of minutes of meeting is enclosed (attachment No.1). It was submitted to SET and Ministry of Commerce on time according to relevant laws, including the disclosure was by the company's website (www.prodigy.co.th).

**Opinion of the Board:** The Minutes of Meeting was recorded completely and accurately and it is appropriated to propose to 2019 Annual General Meeting of Shareholders for approval. The copy of the Minutes Meeting is attachment No. 1

**Agenda 3 To acknowledge the 2018 company's operational performance**

**Fact and Rationale:** The Board of Directors report and the company operational performance of 2018 were disclosed in 2018 Annual Report, (attachment No.2) it was enclosed with invitation letter. It was made according to the rules and regulations of The Securities Exchange Commission and The Securities Exchange of Thailand.

**Opinion of the Board:** It is appropriate to propose Annual General Meeting of Shareholders to acknowledge the 2018 company's operational performance.

**Agenda 4 To consider and approve the Financial Statements and Income Statements, as ended December 31<sup>st</sup>, 2018**

**Fact and Rationale:** The Statement of Financial Position as ended December 31<sup>st</sup>, 2018 was disclosed in 2018 Annual Report (Attachment No. 2). It was made in accordant with account standard, and (1), audited and certified by independent auditor (EY Office Limited) (2) reviewed by Audit Committee and (3) approved by Board of Directors.

**Opinion of the Board:** It is appropriate to propose the Financial Statements and Income Statements, as ended December 31<sup>st</sup>, 2018 to Annual General Meeting of Shareholders for approval. Details are shown in 2018 Annual report. (Attachment No. 2)

**Agenda 5 To consider and approve the 2018 dividend payment**

**Fact and Rationale:** According to the 2018 operational performance, the Company had net profit Total Baht 56,806,331 and there is not any accumulated deficit, thus pursuance to Section 115 of Public Limited Company Act B.E. 2535 and Section 46 of The Company Articles of Association, the Company is prohibited from appropriating any money for dividend payment except net profits. In case the Company has still retained deficit, the Company is prohibited for paying dividend. Moreover, the dividend will be divided equally to single share.

According to the Company policy dividend payout is not less than 50% of net Profit, considering By operational performance and financial status, the Company deems appropriate to pay dividend for the 2018 operational performance to shareholder at Baht 0.18 per share (eighteen satang) (or 85.55 % of net Profit) to shareholders totaling 270,000,000 shares. In this respect, the Company had paid the interim dividend of 2018 operational performance at Baht 0.08 (eight satang) on September 6<sup>th</sup>, 2018, other Baht 0.10 (ten satang) will be paid on May 22<sup>nd</sup>, 2019, The total dividend paid out will be Baht 27,000,000 which is in line with the Company's dividend payout policy. The details of 2018 dividend payment are as followed,

Description	2018	2017
1. Net Profit (Million Baht)	56.81	74.41
2. Number of shares (shares)	270,000,000	270,000,000
3. Dividend payment (Baht/share)	0.18	0.22
4. Total dividend payment (Million Baht)	48.60	59.40
5. Dividend payment ratio (%)	85.55	79.83

The Company had set the appropriated profit to statutory reserve 10 % of registered capital due to section 116 of the Public Limited Company Act B.E. 2535. It had already been the reserve completely, so we don't need to reserve more.

**Opinion of the Board:** It is appropriate to propose Annual General Meeting of Shareholders to approve the dividend payment for the 2018 operational performance at 0.18 baht per share (eighteen satang). The interim dividend of the 2018 operational performance was already paid at 0.08 baht per share (eight satang) on September 6<sup>th</sup>, 2018, it will be paid at 0.10 baht per share (ten satang) on May 22<sup>nd</sup>, 2019 for total 270,000,000 shares. The dividend payment is paid from the profit from activities which is subjected to 20% corporate tax, the receiver is subjected to withholding tax, the individual shareholder shall be entitled to credit in the computation of tax under section 47 bis of the Revenue code. The company will pay the dividend after the approval of meeting of shareholder. The record date, to determine the right to participate in 2019 Annual General Meeting of shareholders and to receive dividend payment, will be on March 15<sup>th</sup>, 2019 (record date) that the right receive the cash dividend is not certainty. It will depend on the resolution of Annual General Meeting of shareholders.

#### **Agenda 6 To consider and appoint Directors to replace the Directors who retire on rotation**

**Fact and Rationale:** Pursuant to Section 18 of the Company Articles of Association, a third of Directors shall be retired by rotation. The retired director could be re-appointed back to the post, during this Annual General Meeting of Shareholders there are 3 persons who retire on rotation as following names;

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

The Nomination and Remuneration Committee don't deem the directors who retire on rotation because they're stakeholders, so offer Board of Directors deem instead of them. Board of Director (exclude the directors who retired on rotation) deem appropriate to propose the directors who retired on rotation to re-appoint them back to the post for another term who are Assoc.Prof Prayoon Boonprasurd , Ms.Thipawan Uthaisang and Ms.Pikul Taksinwaracharn to be the directors for another term.

Moreover, as the Company invited shareholder since October 15<sup>th</sup>, 2018 to January 15<sup>th</sup>, 2019 on website to nominee qualified and suitable person for director, nobody was nominated.

**Opinion of the Board:** The Board of Directors (with major vote excluding the director who retired on rotation) deem appropriate to propose 2019 Annual General Meeting of Shareholders to elect 3 following persons to replace director who retire on rotation, (Attachment No. 3)

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

**Agenda 7 To consider and determine the 2019 Remuneration for directors**

**Fact and Rationale:** According to the Company Article of Association section 30, the directors may be remunerated in term of salary, award, meeting allowance, bonus or other remuneration according to the regulation or as approved by the shareholders' meeting. The directors' remuneration this year is not exceeding 4,000,000 Baht. It was meeting allowance and other remuneration, and will be allocated by the Board of Directors.

**Opinion of the Board:** After considering carefully, it is appropriate to propose to the 2019 Annual General Meeting of shareholders to approve director's remuneration according to Nomination and Remuneration Committee proposed in the total amount; which is not exceeding 4,000,000 Baht.

- **Remark** The shareholders can see the detail of remuneration for directors since 2016 – 2018 in Annual Report 2018 page 57 (Attachment No.2).

**Agenda 8 To consider and approve the appointing of auditors for year 2018 and determine their remuneration**

**Fact and Rationale:** According to the Company Article of Association section 40, The Annual General Meeting should be appointment of auditors and fixing of the auditors' fee. So the Audit Committee resolved to select the Auditors from EY Office Limited, to be the Audit firm for the Company, as consideration their performance and qualification is in accordance with the criteria provided the Securities Exchange Commission. The Auditors as Mrs. Chonlaros Suntiasvaraporn CPA no.4523 or Mr. Chatchai Kasemsrithanawat CPA no.5813 or Ms. Siraporn Ouuanunkun CPA no.3844 the auditors from EY Office Limited as auditor for the fiscal year 2019. In case the aforementioned auditors cannot perform their duty, the Board of Director shall consent EY Office Limited to provide other certified public auditor to audit and to comment on the Company's financial statements and it would be propose to Annual General Meeting of shareholder for authorization. The auditing fees are as followed.

	2019 (Baht)	2018 (Baht)	2017 (Baht)
1 <sup>st</sup> quarter reviewed financial statement	135,000	130,000	120,000
2 <sup>nd</sup> quarter reviewed financial statement	135,000	130,000	120,000
3 <sup>rd</sup> quarter reviewed financial statement	135,000	130,000	120,000
Full year audited financial statement	525,000	500,000	400,000
<b>Total</b>	<b>930,000</b>	<b>890,000</b>	<b>760,000</b>

**Opinion of the Board:** To agree with the resolution of Audit Committee proposed the Auditors as Mrs. Chonlaros Suntiasvaraporn CPA no.4523 or Mr. Chatchai Kasemsrithanawat CPA no.5813 or Ms. Siraporn Ouaanunkun CPA no.3844 the auditors from EY Office Limited are qualified according to the Company's regulations and criteria provided the Securities Exchange Commission and the Stock Exchange of Thailand. They have performed satisfactorily in the past and do not have any relationship or any conflict of interests with the Company/affiliates, management/major shareholders or any related persons. By all means, the 3 persons do not perform duty review, audit and giving comments for the period of time which the three aforementioned auditors are in accordance with the auditor rotation rules of the Securities Exchange Commission as their record is below, Therefore, the Board of Directors deems appropriate to propose the shareholders' meeting to approve the appointment of auditor and their remuneration as proposed by the Audit Committee.

1. Mrs.Chonlaros                      Suntiasvaraporn      will be proposed to appoint to be auditor  
for year 2016 -2018
2. Mr. Chatchai                      Kasemsrithanawat      will be proposed to appoint to be auditor  
for year 2018
3. Ms. Siraporn                      Ouaanunkun              will be proposed to appoint to be auditor  
for year 2018

In case the aforementioned auditors could not perform the duty, EY Office Limited shall provide other certified public accounting auditor to audit and comment on the Company's financial statements by approval of Board of Director, it shall be propose to Shareholder Meeting to authorize Board of Director for approval.

**Agenda 9      To consider and approve the amendment of the Objectives of the Certificate of the Company**

**Fact and Rationale:** The Board of Director's meeting No. 1/2019 on February 20<sup>th</sup>,2019 considered the amendment of the Objectives to support the expansion and development for new business of the Company. The detail of the Objectives 2 items as followings:

- |  |
|--|
| 1. Operations in Electronic business by having membership, Including collecting fees, advertising fees, selling products and services for all kinds of all sorts of objectives via electronic media, online media, websites, applications, and providing information via internet. |
| 2. Business development and Information technology maintenance, communication, including all kinds of mobile applications.   |

In addition, the registration of amendments of the Objectives of the Certificate with the Department of Business Development, the Ministry of Commerce, wordings and statements in the Objective may have to be

amended in accordance with order, advice or opinions of the Registrar, the Department of Business Development, Ministry of Commerce, therefore, it is opinions of the Registrar, the Department of Business Development, Ministry of Commerce, therefore, it is deemed expedient to propose the matter to the Shareholders' meeting to consider and assign the relevant authority in this regard.

**Opinion of the Board** It is appropriate to propose to the 2019 Annual General Shareholders' Meeting to consider and approve the proposed amendments of the Objectives of the Certificate and to assign (1) Acting the authorized signatory of the Company (2) Managing Director and/or (3) the authorized person appointed by Acting the authorized signatory of the Company of Managing Director with powers to promptly amend wordings or statements in applications submitted for registration of the amendment of the objectives of the Certification with Department of Business Development, Ministry of Commerce, including powers of sub-authorization without requesting for approval from the Board of Directors' Meeting or the Shareholders' Meeting.

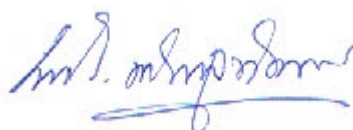
#### **Agenda 10 Others issues, (if any)**

**Opinion of the Board:** Shareholders shall propose other issues which are beyond this invitation letter to the meeting, all would be inline and in accordance with relevant laws.

The Company cordially invited the shareholders to participate the meeting in the indicated date, time and venue. If any shareholders wish to appoint proxy to participate in the meeting, please fill out the proxy form and present to the Chairman of the Board or the appointed person at the meeting venue before the proxy participate the meeting.

In all, to facilitate the registration process, the Company urges the shareholders and/or proxies to bring the document with the shareholder's name or proxy form with a barcode as enclosed with this invitation along with self-identification documents to present to the registration desk on the meeting date. The record date, to determine the right to participate in 2019 Annual General Meeting of shareholders, will be on March 15<sup>th</sup>, 2019 and the right receive the cash dividend.

Yours Sincerely,



(Mr.Thongchai Tansutat)

Managing Director

- Remark:**
1. The shareholder can view the invitation and enclosed documents via the Company's website at [www.prodigy.co.th](http://www.prodigy.co.th)
  2. Shareholder shall send the questions in advance for 2019 Annual General Meeting of Shareholders at [ir@prodigy.co.th](mailto:ir@prodigy.co.th)



Attachment1 : Copy of the Minutes of 2018 Annual General Meeting of Shareholders.

On Tuesday, April 24<sup>th</sup>, 2018

## Minutes of 2018 Annual General Meeting of Shareholders

### Prodigy Public Company Limited

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Meeting on Tuesday, April 24<sup>th</sup>, 2018 at 10.00 a.m., at Pinklao 1 Room, 9<sup>th</sup> Floor, The Royal City Hotel, Buildings no. 798,800, Barom-Ratchonnani road, Bang Bumru, Bangphlat, Bangkok 10700.

#### Participated Directors

1. Assoc.Prof.Prayoon	Boonprasurd	Chairman/Independent Director
2. Ms.Thipawan	Uthaisang	Chairman of Audit Committee/Independent Director
3. Ms.Pikul	Taksinwarajarn	Chairman of Nominated Committee/Independent Director
4. Dr.Thanet	Norabhoompipat	Independent Director
5. Mr.Thongchai	Tansutat	Managing Director
6. Mr.Visuth	Vitayathanagorn	Director
7. Mr.Pramote	Santiwattana	Director
8. Mr.Vorravuth	Tangpiroonthum	Director
9. Mr.Vachara	Vitayatanagorn	Director

#### Participated of Executive Committee and Management

1. Mr.Wimol	Wongchan	Chairman of Risk Management/ Production Manager
2. Mrs.Lakkhanar	Romruen	Executive Committee/ Risk Management Committee/ Accounting & Financial Manager
3. Mr.Pawinpreecha	Yaikwawong	Executive Committee/ Risk Management Committee/ Administration & Warehouse Manager
4. Mr.Somchai	Limongsawad	Marketing Manager

The meeting commenced at 10.00 am.

Assoc.Prof.Prayoon Boonprasurd, Chairman of the Board, presided as Chairman of the Meeting.  
Ms.Thitikan Sa-nganetch, Corporate Secretary was Secretary of the meeting.

There are a total of 9 Directors of Company and 9 Directors presented in person which represented 100% of the total number of the Company's Director.

The meeting secretary reported that the Company has paid-up capital of Baht 135,000,000 divided into 270,000,000 shares with par value of Baht 0.5 a share. 24 shareholders participated in the meeting in person and 26 proxies, which were 50 shareholders. The participated shareholders held together 169,938,151 shares, representing 62.94 % of total shares, which exceed one-third of total paid-up share thus form a quorum according to Articles of Association No.35

The Secretary of the meeting invited the Chairman of the Meeting, who operated the meeting. The Chairman opened the meeting and welcome the attendees for Annual General Meeting of Shareholders 2018.

The Secretary of the Meeting introduced the auditor and observers who participated in the meeting as followed:

There is independent auditor from EY Office Limited; Mrs.Chonlaros Santiasawaraporn participated in the meeting. In order to comply with criteria and guidelines from the Stock Exchange of Thailand (SET) and the Securities Exchange Commission (SEC) to make meeting transparent, fair and in the best interest of the shareholders, there shall be voting on every agendas, there were 2 observers, represented shareholders, volunteered to oversee the ballot counting process. They were Mrs. Phongmarine Kongsiri and Mrs.Piyavadee Damrongtakul volunteered to observe the vote counting process,

Mrs.Piyarat Jongwilaikasem from Thai Investor Association attended the meeting as inspector and observer.

Company also provided 2 staffs to count and evaluate voting result, the meeting secretary shall explain voting process.

The meeting secretary announced that according to public law section 107(1) and the Article of Association section 38, justify that the shareholder meeting shall be resolved by majority vote of shareholders who attend the meeting and have right to vote, counting one share one vote, if there is a draw chairman of the meeting shall have final vote for decision.

In case of proxy, the proxy shall cast his vote according to the shareholder's intention as indicated in proxy form, they shall vote as same as shareholder's vote, each voting given in proxy form shall be counted for meeting resolved.

The voting according to proxy form A and B could not be divided of each agenda, only proxy form C could be divided, and it shall be used by foreign shareholders who have appointed local custodian deposited their stocks only.

Only one proxy from one shareholder can participate meeting and vote, it could not be divided to many proxies for separated vote.

The Company has applied barcode system for voting process for every agenda in order to provide convenient, quick and accurate voting process according to the guidelines provided by the Stock Exchange of Thailand and Securities Exchange Commission. The voting process is that every shareholder received a voting ballot with all voting agendas upon the registration. The voting ballot would indicate number of votes of the

shareholder. The voting ballot provides 3 voting choices, approved, objected, or abstained. Upon the end of every agenda, the Chairman would ask the meeting to vote. The Company's staff would collect the voting ballot from shareholders.

To ensure quick and efficient voting process, during the voting of every agenda, except agenda 6 which is director's appointment, shareholders shall only cast objected and abstained votes. The approved votes shall be deduced by subtracting those votes from total participating shares.

On agenda 6, the director's appointment, shareholders must vote for each nomination director and every choice: approved, objected, or abstained, then our staffs shall collect ballot from everyone.

In case the shareholder was not present during any agenda and wished to preserve the voting right, the shareholder could notify the staff at the registration table to deduct shares held by the shareholder from total participating shares, which will be added back to the participating share counts upon arrival. If the shareholders did not notify the staff, it shall be deemed that the shareholders gave approval votes.

In case the shareholder need to leave the meeting before it is over and did not wish to vote on the remaining agenda, the shareholder must indicate the intention to the registration staff. Otherwise, it shall be deemed that the shareholders gave approval votes.

The secretary of the Meeting informed that if there would be a fire, everyone shall leave this room at the door in front of the meeting room, and turn right for using the door near the elevator.

The Chairman informed the meeting would be commenced as we have already sent agendas to shareholders, as no one objected or proposed other issues at company's website since 26 October,2017 – 15 January,2018., thus the meeting acknowledged the meeting's practices and its agenda as it has been shown.

The Meeting Acknowledged.

#### **Agenda 1 The Message from Chairman**

The Chairman declared the meeting commenced and thanked Shareholders who participated in the Shareholders meeting. The Chairman introduced all of the directors of Prodigy Public Company Limited.

#### **Agenda 2 To consider approving the minutes of 2017 Annual General Meeting of Shareholders**

The Chairman asked the meeting to acknowledge 2017 minutes of Annual General Meeting of Shareholders which was held on Tuesday 25<sup>th</sup> April, 2017. The minutes was made within 14 days after the meeting was held, the copies of which had been submitted to Ministry of Commerce in accordance with the relevant law and regulation. The Board of Directors considered that the minutes of meeting has been accurately recorded and deemed appropriate that the shareholders approve the minutes of the meeting.

There was no one objected or proposed amending the minutes of meeting.

**Meeting resolution** The meeting approved with the majority vote the minutes of the 2017 Annual General Meeting of Shareholders with the following details

—Approved	176,316,151	votes	representing	100%	of participating shares
—Objected	0	votes	representing	0%	of participating shares

—Abstained 0 votes representing 0 % of participating shares  
—Voided Ballot 0 votes representing 0 % of participating shares  
(The abstained vote was not counted)

**Agenda 3 The acknowledgement of the operational performance's report in year 2017**

The Chairman invited Mr. Thongchai Tansutat report the result of operational performance in year 2017.

Mr.Thongchai said that in 2017, the purchasing power just have been problem cause agricultural product's price dropped including the decreasing employment impact of the weaken of the purchasing power and the high household debt, deterioration in purchasing power was that reason.

The private investment limited so overall economic disappointing. Production capacity of industrial seems rather low that doesn't cause the new investment.

In the last year, the fluctuation of crude oil price was less than present. The oil price's trend as high. In the period of beloved king Rama 9 in remembrance of His Majesty King Bhumibol Adulyadej. Thai people drowned in the grief, decreased the event marketing that impacted reducing consumption. In third quarter 2017, the economic bustle, slightly better a period of supported by the expansion of exporter and tourism that the position factors supported Thai economic GDP at 3.9% higher than the last year.

PET industry in 2017 slow-growing, the industry expanded form the domestic's consumption which grew slowly last year, It was impacted the expansion. In addition, Some customers bought blowing machine for installing in line process themselves and Suppliers supplied machine in a part of customer's process, so supply over demand pushed the high competition while the raw materials price related the fluctuation oil price. The late last year, the PET Resin was rather tight cause of October,2017. Japan used trade laws Anti-Dumpling (AD) for the enforcement of importing PET Resin from China. In the past, Japan imported PET Resin rather more from China. In present, Japan has imported PET resin from Southeast Asia's exporter that Thai Suppliers have exported mainly so the major exporters increased supply of raw materials for Japan, it impacted amount of PET Resin in domestic not enough and increased ordering the amount of other. It was substitute and solved problem of PET resin but it has been continuing problem to present.

Sale Revenue got from vegetable oil group and juice group. The previous year, we increased slightly sale revenue from Vegetable Oil group and juice group while the company invested the new blowing machine, it was installed in April 2017 and the late year installed increasing one machine as preform machine which started production on this year. As mention above showed the performance 2017 as follows.

## Financial Highlights

ณ.วันที่ 31 ธันวาคม 2560	2560 2017	2559 2016	2558 2015	As Ended Of 31 December 2017
<b>ฐานะทางการเงิน</b>				<b>Financial Status</b>
สินทรัพย์รวม (ล้านบาท)	680.07	677.75	621.03	Total Asset (Million Baht)
หนี้สินรวม (ล้านบาท)	113.12	117.71	93.86	Total Liabilities (Million Baht)
ส่วนของผู้ถือหุ้น (ล้านบาท)	566.95	560.04	527.17	Shareholder's Equity (Million Baht)
<b>ผลประกอบการ</b>				<b>Operational Performance</b>
รายได้รวม (ล้านบาท)	653.61	639.62	673.15	Total Revenue (Million Baht)
รายจ่ายรวม (ล้านบาท)	560.25	522.66	568.07	Total Expenses (Million Baht)
กำไรก่อนภาษีเงินได้ (ล้านบาท)	93.00	116.67	103.43	Earnings Before Income Tax (Million Baht)
กำไรสุทธิ (ล้านบาท)	74.41	93.33	82.72	Net Earnings (Million Baht)
<b>อัตราส่วนทางการเงิน</b>				<b>Financial Ratio</b>
อัตราส่วนสภาพคล่อง (เท่า)	3.50	3.82	3.62	Current Ratio (Times)
อัตรากำไรสุทธิ (%)	11.38	14.59	12.29	Net Profit Margin (%)
อัตราผลตอบแทนผู้ถือหุ้น (%)	13.21	17.17	16.22	Return On Shareholder's Equity (%)
อัตราผลตอบแทนจากสินทรัพย์ (%)	13.75	14.37	15.99	Return On Total Asset (%)
อัตราส่วนหนี้สินต่อส่วนของผู้ถือหุ้น (เท่า)	0.20	0.21	0.18	Debt to Equity (Times)
<b>ข้อมูลต่อหุ้น</b>				<b>Per Share Data</b>
กำไรต่อหุ้น (บาท)	0.28	0.35	0.31	Earnings Per Share (Baht)
มูลค่าต่อหุ้น (บาท)	2.10	2.07	1.95	Value Per Share (Baht)
จำนวนหุ้นสามัญถ่วงเฉลี่ยต่อวงน้าหนัก (หุ้น)	270,000,000	270,000,000	270,000,000	The Weight Average no of Common Stock (Share)

Total revenue increased the previous year 13.99 million baht or 2.19%, total expenses increased 37.59 million baht or 7.19% compared to the previous year, Net profit decreased 18.92 million baht or 20.27% cause the price of raw material that effected to cost of goods sold. The sales increased 2% meanwhile cost of goods increased 7% that effected to net profit.

### Financial Ratio

The previous year, the current ratio 3.50 times decreased 0.32 times 8.38% compared with the last year, Net profit margin 11.38% decreased the last year 3.21%, return on shareholder's equity 13.21% decreased 3.96 that diluted according to the profit.

### Per share data

Earning per share 0.28 baht decreased 20%, value per share increased 1.45% compared with The previous year.

The Chairman asked if there is any question or more information.

**Meeting resolution** The meeting acknowledge the operational performance's report in year 2017.

### Agenda 4 To consider approving Financial Statements and Incomes Statements, as ended December 31<sup>st</sup>,2017

The Chairman proposed the shareholders' meeting to consider approving Financial Statements and Incomes Statements as ended December 31<sup>st</sup>, 2017 which had been made according to the Generally Accepted Accounting Principles, it had been audited by certified public accountant from EY Office Limited and it had been reviewed by The Audit Committee, details as appeared in the annual report which had been earlier distributed to every shareholder. Board of Directors deemed appropriated those Financial Statements and Incomes Statements as end of December 31<sup>st</sup>, 2017 was prepared properly and it was completely reviewed according to rules and regulation.

**Assets:** Cash and cash equivalents 167.44 million baht decreased 62.46 million baht or 27.17% compared to the previous year. Cause of Purchasing the blowing and preform machines by deducting L/C for payment on the late year so the cash decreased while total assets increased, total liabilities 113.12 million baht decreased 4.59 million baht or 3.9% dilution because the accrued taxes decreased. Total shareholder' equity 566.95 million baht increased 6.91 million baht or 1.23 in order to increased the retained earnings.

**Performance:** In 2017, Total 653.61 million baht increased the previous year 13.99 million baht or 2.19% total expenses 560.25 million baht increased 37.59 million baht or 7.20%, Net profit 74.41 million baht decreased 18.92 million baht or 20.27% because the cost of goods sold increased that effected the earning per share 0.28 baht.

Then, The Chairman invited shareholders to ask some questions and giving some opinions. As no one raised question, the chairman proposed the meeting to consider approving Financial Statement and Income Statements as ended December 31<sup>st</sup>, 2017.

**Meeting Resolution** The meeting resolved to approve Financial Statement and Incomes Statements, as ended

December 31<sup>st</sup>, 2017 with majority votes, details as followed:

—Approved	177,063,551	votes	representing	100%	of participating shares
—Objected	0	votes	representing	0%	of participating shares
—Abstained	0	votes	representing	0%	of participating shares
—Voided Ballot	0	votes	representing	0%	of participating shares

(The abstained vote was not counted)

**Agenda 5 To consider approving the appropriation of net profit and dividend payment in year 2017**

The Chairman clarified that pursuant to Section 115 of Public Limited Company Act B.E. 2535 and Section 46 of The Company Articles of Association, the Company is prohibited from appropriating any money for dividend payment except net profits. In case the Company still has retained deficit, the Company is prohibited for paying dividend. Moreover, the dividend will be divided equally to single share, according to the 2017 operational performance, the Company had net incomes total Baht 74,411,932. There is not accumulated deficit. The Board of Directors deems appropriate to pay dividend for the 2017 operational performance to shareholder at baht 0.22 per share (twenty-two satang) 59.40 million baht or 79.83 % of net incomes totaling 270,000,000 shares.

In this respect the Company had paid the interim dividend from first of 2017 operational performance at baht 0.08 (eight satang) on September 7<sup>th</sup>, 2017 amount 21.60 million baht and Company pay dividend other Baht 0.14 will pay on May 22<sup>nd</sup>, 2018. Amount 37.80 million baht. The total dividend paid out will be baht 59,400,000. That's consistent dividend policy at less 50% of net profit.

The dividend of 2017 and 2016 which was according to dividend policy as followed,

Description	2017	2016
1. Net incomes (Million Baht)	74.41	93.33
2. Number of shares (shares)	270,000,000	270,000,000
3. Dividend payment (Baht/share)	0.22	0.25
4. Total dividend payment (Million Baht)	59.40	67.50
5. Dividend payment ratio (%)	79.83	72.32

The Chairman proposed the meeting to ask questions and get for the consideration about this suggestion.

As no one raised question, the Chairman propose the meeting to consider approving the appropriation of net profit and dividend payment in year 2017.

**Meeting Resolution** The meeting majority resolved to approve the dividend payment for the year 2017, and the interim dividend amount of Baht 0.08 per share was paid on September 7<sup>th</sup>, 2017. The dividend Baht 0.14 will be paid on May 22<sup>nd</sup>, 2018. The detail of vote is as follows;

— Approved	177,063,551	votes	representing	100%	of participating shares
— Objected	0	votes	representing	0%	of participating shares
— Abstained	0	votes	representing	0%	of participating shares
— Voided Ballot	0	votes	representing	0%	of participating shares

(The abstained vote was not counted)

#### Agenda 6 To consider appointing directors to replace directors who retired by rotation

The Chairman clarified that according to the Company's Regulation Article 18, during every Annual General Meeting of Shareholders, one-third of the directors shall be retired by rotation. The retired directors could be re-appointed to the posts. There are 3 persons who retired by rotation at this meeting with following names;

1. Mr.Visuth Vitayathanagorn (Director)
2. Mr.Pramote Santiwattana (Director)
3. Mr.Vorravuth Tangpiroonthum (Director)

The Chairman invited Mr.Visuth Vitayatanagorn, Mr.Pramote Santiwattana and Mr.Vorravuth Tangpiroonthum left the meeting in order to comply with transparency guideline according to Good Governance principle. The Chairman said, the board of director considered the qualifying and suitable of appointing directors to replace directors who retired by rotation, the company invited shareholder to nominate a person to be a director in advance during October 26<sup>th</sup>, 2017 to January 15<sup>th</sup>, 2018. But nobody was nominated.

Ms.Pikul Taksinwarajarn, the chairman of corporate governance, nominated remuneration committee, the chairman's mentioned above about the company invited shareholder to nominate a persons to be a director but nobody was nominated. So the corporate governance, nominated remuneration committee considered the unanimously of their resolution approved, the board of directors, (excluding director who retire on rotation) deemed appropriate to propose to be directors 3 following persons to replace director who retired on rotation. The resolution presented to Board of Director to the majority of the board (excluded the directors who retired) approved list of person to AGM 2018 to consider appointing directors to replace director who retired due to their performance with knowledge, ability and good dedicated always to our company. The list of person as follow:

1. Mr.Visuth Vitayathanagorn (Director)
2. Mr.Pramote Santiwattana (Director)
3. Mr.Vorravuth Tangpiroonthum (Director)

Then their profiles showed as attached 3 of notice. Voting for this agenda the shareholders must vote for each nomination director and every choice, approved, objected or abstained, our staffs shall collect ballot from everyone. Voting has applied barcode system. The ballot country process at counting point that count and evaluate voting result to systems for shown as the result to shareholders. There were 2 observed represented shareholders, to oversee the ballot counting process.

The Chairman invited shareholders to ask some question. As no one raised question. The Chairman proposed the meeting to consider for appointed 3 directors following persons.

1. Mr.Visuth Vitayathanagorn (Director)
2. Mr.Pramote Santiwattana (Director)
3. Mr.Vorravuth Tangpiroonthum (Director)



**Meeting Resolution** The meeting majority resolved to appoint Mr.Visuth Vitayathanagorn , Mr.Pramote Santiwattana and Mr.Vorravuth Tangpiroonthum to be director replacing who retired on rotation. Voting results of 3 nominees are as follows:

6.1) Mr.Visuth Vitayathanagorn

—Approved	177,063,551	votes	representing	100%	of participating shares
—Objected	0	votes	representing	0%	of participating shares
—Abstained	0	votes	representing	0%	of participating shares
—Voided Ballot	0	votes	representing	0%	of participating shares

(The abstained vote was not counted)

6.2) Mr.Pramote Santiwattana

—Approved	177,063,551	votes	representing	100%	of participating shares
—Objected	0	votes	representing	0%	of participating shares
—Abstained	0	votes	representing	0%	of participating shares
—Voided Ballot	0	votes	representing	0%	of participating shares

(The abstained vote was not counted)

6.3) Mr.Vorravuth Tangpiroonthum

—Approved	177,063,551	votes	representing	100%	of participating shares
—Objected	0	votes	representing	0%	of participating shares
—Abstained	0	votes	representing	0%	of participating shares
—Voided Ballot	0	votes	representing	0%	of participating shares

(The abstained vote was not counted)

**Agenda 7 To consider approving the 2018 remuneration for directors.**

The Chairman clarified to the meeting that according to the Company Articles of Association section 30, the directors may be remunerated in term of monthly remuneration, award, meeting allowance, bonus or other remuneration according to the regulation or as approved by the shareholders' meeting. The resolution unanimously of board of director presented to consider approving the 2018 remuneration for directors by the shareholders' meeting.

Ms.Pikul Taksinwarajarn , the chairman of corporate governance, nominated remuneration committee clarified to the corporate governance, nominated remuneration committee had already considered to approve director's remuneration 2018 with the total amount not more than 4,000,000 baht per year which equally the previous year that remunerated meeting allowance, award, other remuneration and deem appropriate to propose to the Board of Director.

Then, the board of director had already considered and deem appropriate to propose to the shareholder's meeting to approve directors remunerating 2018 with the total amount not more than 4,000,000 baht which equally the previous year. The detail are as follow:

	2017 (Baht)	2016 (Baht)	2015 (Baht)
The Director's remuneration	3,486,840.00	3,424,880.00	3,222,889.00

The previous year to present, as no other benefits for board of director (the detail of director's remuneration was disclosed in page 53 of annual report 2017)

The Chairman asked shareholders to ask some questions. As no one raised question. The Chairman proposed the meeting to consider approving 2018 directors' remuneration according to Board of Directors proposed.

**Meeting Resolution** The meeting resolved to approve directors' remuneration 2018 with the total amount not more than 4,000,000 baht per year with majority of participating votes, details as follow

— Approved	177,108,851	votes representing	99.99%	of participating shares
— Objected	3,000	votes representing	0.0016%	of participating shares
— Abstained	0	votes representing	0%	of participating shares
— Voided Ballot	0	votes representing	0%	of participating shares

(The abstained vote was not counted)

**Agenda 8 To consider appointing the auditor for 2018 and determine their remuneration**

The Chairman assigned to Ms.Thippawan Uthaisang clarified that the Securities Exchange Commission and the Stock Exchange of Thailand announced that the public company must rotate the auditors (who certify listed company's financial statement) every 5 fiscal years. The company could appoint an auditor from the same firm as the existing auditor. Once changed, the Company could wait at least 2 fiscal years before re-appoint the same auditor back as the Company's accounting auditor.

The Audit Committee considered the regulation and proposed the shareholders' meeting to appoint

1. Mrs Chonlaros Suntiasvaraporn CPA. no.4523
2. Mr. Chatchai Kasemsrithanawat CPA. no.5813
3. Miss Siraporn Ouaanunkun CPA. no.3844

of EY Office Limited as the Company's auditor for 2018 and determine their remuneration the auditor for 2018 as follow:

	2018 (Baht)	2017 (Baht)	2016 (Baht)
3 quarter reviewed financial statement	390,000	360,000	330,000
Full year audited financial statement	500,000	400,000	350,000
Total	890,000	760,000	680,000

All three auditors satisfied the requirement and criteria of the Company Article of Association and the regulation of Securities Exchange Commission, has satisfactory track record and has no relationship or conflict of interest with the Company, management, major shareholders or any related persons. Therefore, the Board deemed appropriate to appoint of those auditors and their remuneration according to Audit Committee's proposal. In case that they are not able to perform duty EY Office Limited will assign other auditors to audit and comment the Financial Statement In case the aforementioned auditors could not perform the duty, EY Office Limited shall provide other certified public accounting auditor to audit and comment on the Company's financial statements.

The Chairman invited shareholders to ask some questions. As no one raised question.

The Chairman asked the meeting to approve the auditor and their remuneration for 2018 and to authorize the Board of Directors approve EY Office Limited assign other auditors to audit Financial Statements in case the approved persons could not perform duty.

**Meeting Resolution** The meeting resolved with majority of participating votes, to appoint auditor and determine remuneration for 2018 and to authorize the Board of Directors approve EY Office Limited assign other auditors to audit Financial Statements in case the approved persons could not perform duty with details as follow.

— Approved	176,956,851	votes	representing	99.91%	of participating shares
— Objected	155,000	votes	representing	0.0875%	of participating shares
— Abstained	0	votes	representing	0 %	of participating shares
— Voided Ballot	0	votes	representing	0%	of participating shares

(The abstained vote was not counted)

#### **Agenda 9 Other issues (if any)**

The Chairman provided an opportunity for shareholders to raise any issue to discussed or suggestion to the company's business, shareholder asked some questions as following:

##### **Mr. Wiwat Kijnantawat (Shareholder)**

1. According to the decreasing of the Company's share price during last 6 months, what is the reason of this situation?
2. How does the managing director's outlook on the Company and surrounding factors since the overall domestic economy is not good enough this year? How does the Company plan to deal with this macroeconomic situation?

##### **Mr. Thongchai Tansutat (Managing Director)**

During 2-3 years ago, Thailand economic situation is not as good as it should be. Although there were some good signals late last year, most of them are related to exporting companies. There were only some large corporations which could get benefits from those. Moreover, it also takes time to have an effect on downstream

businesses. While the government accelerated public communication to show that the economy was going to be better and injected government budget into many projects, but the result is not significant. Referring to the result of FY2018 confidence survey of entrepreneurs, they are not confident that those government actions could help this economic situation. They might also be waiting to see whichever the next government investment policies tend towards and the status of nationwide election in 2019 since Thailand economic situation normally is good in the election year. For the crude oil, its price is currently at USD 60 per barrel which is still the upward trend. However, the direction of crude oil price this year is unclear since OPEC is still negotiating to other powerful countries, such as United States of America. The result of that negotiation will affect to all economic factors since oil price is the initial factor of all industries.

For the Company, our main raw materials are directly related to crude oil price. When our costs increase, we need to increase our products' prices. So, the Company had negotiated with the customers to adjust the price list. However, during this kind of economic situation, the price adjustment may take time. Although the Company's gross profit and net profit decreased from last year, but they are still good comparing to the sector. We expect the crude oil price shall not increase too high and seek for other opportunities from new business channels and existing business as follows:

1. To improve the capacity management which shall increase the Company's performance
2. To expand the capacity to the different product lines;
3. To establish new plant in up country or aboard such as in CLMV countries.
4. To find an opportunity in new business, the board of directors appointed subcommittee, named "Strategic Committee", to consider opportunity and business channels of new investments of the Company;
5. In the level of management team, the board of directors had set up the new department of business development, which has the director as the top executive, for the management of new business in the future.

For the Company's business consideration, the board of directors had seen that the Company should not limit itself to only the packaging sector but needs to expand to other businesses which could grow.

So, the board of director's guideline, the subcommittee's execution and the reorganization to support new businesses shall strengthen the Company's current business expansion.

**Mr. Sajjai Sikort (Shareholder)**

1. Referring to the new preform machine installation which the managing director had mentioned earlier, is it for internal business or the new securing orders from any customers?
2. According to the FY2017 Performance mentioned that the Company was grown by the customer from vegetable oil and fruit juice market, but the sales of fruit juice package from FY2015 (page 32) had continuously decreased, is it the result of whichever the customers changed the suppliers, the customers had business problem themselves, or the customers change to produce their own packages?

3. Referring to page 83, the average collection period since 2015 to present (3-year period) had increased. Is that the normal situation? Are there any risks related to this increase of collection period? Was it affected from the current economic situation as a reason of extending collection duration? In my opinion, this is the risk to the Company.
4. While Inventories and material supplies on page 106 has decreased from 37 million baht to 29 million baht, the finished goods have increased from last year approximately 29 percent. Is it for sales this year, or not? How long is the lifespan of PET bottles since I consider this level of inventories is really high?

**Mr. Thongchai Tansutat (Managing Director)**

1. The investment of preform machine is for internal use and other customers. For the drinking water segment, we focus to sell Preform rather than PET bottles. At the present, our sale representatives started to contact the customers for sample test and established technical team to support any customers who would be interested in our Preform . According to our previous marketing plan to launch the Preform products since April 2018 but there was a major customer who postponed its product launching. We expect to launch our Preform products in the Q2'2018 instead.
2. During 2-3 year ago, Sales of fruit juice products has significantly decreased because of many factors as follows: 1) the customer encounters operational problems in their production line so they reduced the purchasing from us but we could source new customers to substitute those existing customers; 2) some customers need to close their company because of any problems in their business; and 3) the customers invest their own bottle production. However, we expect that the sales of this group will be enlarge this year since our customer who invested their own bottle production had increased their orders with us.
3. The collection period which is longer because of bad economic situation. The company had considered to lengthen the collection period of some customers and continuously follow-up them to repay those account receivables. Moreover, the Company also charges interests to the customers who are overdue.
4. For the Inventory, the Company has a inventory management policy which can be divided into 2 categories as follows:
  - a. As a Production Factor such as raw material (PET Resin) and other components such as plastic bag etc.

The Company has closely monitored PET Resin price since it is a Commodity. When PET Resin price is downtrend, we may consider to purchase and store as Buffer Stock only.
  - b. Finished goods

The Company produces finished goods for the customer's order and to optimize the machine usage.

Ms.Thippawan Uthaisang (Chairman of Audit Committee)

Inventory

She explained additional details of inventory and account receivable management. The performance of FY2017 comparing to FY2016 was seen that the inventory decreased of 8.57 million baht to 29.02 million baht (decreased 22.80%), finished goods increased from 2.85 million baht to 12.66 million baht (increased 29.05%). The period of stock counting may be the period before delivering the finished goods to the customers. Moreover, most of finished goods are produced from the orders of the customers.

Account Receivable Management

Some account receivables, which the customers faced some business problems, affected the repayment to the Company. When they are considered with the net account receivable in 2016 and 2017, the increase in 2017 is only at 10 million baht. The audit committee considers this amount with the Company's account receivable management policy and sees that the Company can handle of it now.

The Company's overall operation result has been affected by our customers' operation. So, the Company's operation in 2017 will not focus only at PET bottle packaging but will consider any opportunities as above mentioned by the board of directors. However, the Company will prioritize at the profit ratios and try to control both internal and external factors.

Ultimately, the chairman appreciated all shareholders, who participated the meeting today, for all questions and any suggestions to the board of directors and management team of the Company. The board of directors and management team really aware that the Company's business is very sensitive with the fluctuation of crude oil price. To minimize this risk, the board of directors had appointed subcommittee, named "Strategic Committee", to study and determine the Company's direction in the future under the risk management and sustainable and stable growth. All directors intend to work well and bring the great performance so as to generate the good return to our shareholders.


The chairman declared the meeting commencement.

Meeting was closed at 11.35 a.m.

Signed Mr.Prayoon Boonprasurd  
Chairman of the Meeting

Signed Ms.Thitikan Sa-nganetch  
The Secretary of the meeting

**Attachment 3 : Biography of the persons will be proposed to appoint to be the directors replace the directors who retired on rotation (By the approval of Board of Directors)**

Name	:	Assoc.Prof Prayoon Boonprasurd	
Position	:	Chairman, Independent Director, Nomination And Remuneration Committee	
Age	:	77 Years	
Date of Appointment	:	May 2013	
Educations & Certificates :	:	MBA Marketing and Operations Research, University of Detroit, U.S.A	
	:	Master of Business Administration (Hons.) National Institute of Development Administration	
	:	Bachelor of Mathematics Prasanmite, College of Education	
	:	Doctorial level courses study on Operations Research, University Of Detroit, U.S.A	
	:	Management training on Environment Management, California State University, Hayward, U.S.A	
IOD Certification	:	Director Accreditation Program (DAP 105/2013)	
Share Holding (Including related person)	:	-	
Number of years on the Board	:	5 Years	
Proposed Position	:	Director	
		(Acknowledged by Board of Director and do not have the shareholders to propose)	
Criteria of Nomination	:	Qualification is in accordance with the relevant law and regulation and the Prohibition of notification of the Capital Market Supervisory Board.	
Position in Other Business	:	Other Listed Companies -	
		Other None Listed Company -	
Experiences	:	Head of Project "Promotion and Development of Hemp Industry" ISMED, Ministry of industry	
	:	Project Advisor "Spa Industry and Herbs development" ISMED, Ministry of Industry	
Attendance Record			
- Board of Directors Meeting		5/5	
Position in Related Business	:	None	
10 Years Illegal Record	:	None	
Relationship with directors	:	None	

Biography of the persons will be proposed to appoint to be the directors replace the directors who retired on rotation (By the approval of Board of Directors)



Name	:	Miss Thipawan Uthaisang
PDG Directorship	:	Chairman of Audit Committee, Independent Director, Nomination And Remuneration Committee
Age	:	60 Years
Date of Appointment	:	May 2013
Educations	:	Master Degree, MBA, Thammasat University Bachelor Degree, Faculty of Commerce and accounting Thammasat University.
IOD Certification	:	Director Certification Program (DCP 29/2003) Role of Compensation Committee (RCC 17/2013) Advance Audit Committee Program (AAP 26/2017)
Share Holding (Including related person)	:	-
Number of years on the Board	:	5 Years
Proposed Position	:	Director (Acknowledged by Board of Director and do not have the shareholders to propose)
Criteria of Nomination	:	Qualification is in accordance with the relevant law and regulation and the prohibition of notification of the Capital Market Supervisory Board.
Position in Other Business	:	Other Listed Companies 4 Other None Listed Company 2
Experiences	:	Manager, National Semiconductor (Bangkok) Co.,Ltd. Deputy Managing Director, Data General (Thailand) Co.,Ltd. Chief Executive officer, IEC PCL. Managing Director, IEC Internet Co.,Ltd.
Attendance Record		
- Board of Directors Meeting		5/5
Position in Related Business	:	None
10 Years Illegal Record	:	None
Relationship with directors	:	None



Biography of the persons will be proposed to appoint to be the directors replace the directors who retired on rotation (By the approval of Board of Directors)

Name	:	Miss Pikul Taksinwaracharn	
PDG Directorship	:	Chairman of Corporate Governance Nomination And Remuneration Committee/ Audit Committee/ Independent Director	
Age	:	64 Years	
Date of Appointment	:	May 2013	
Educations	:	Bachelor of Economics (International Economics) Chulalongkorn University	
	:	Certificate Executive, Thammasat University	
IOD Certificate	:	Director Accreditation Program (DAP 105/2013)	
	:	Role of the compensation Committee (RCC 19/2014)	
	:	Certificate of Top Executive program in Commerce and Trade Commerce Academy	
Share Holding (Including related person)	:	None	
Number of years on the Board	:	5 Years	
Proposed Position	:	Director  (Acknowledged by Board of Director and do not have the shareholders to propose)	
Criteria of Nomination	:	Qualification is in accordance with the relevant law and regulation and the prohibition of notification of the Capital Market Supervisory Board.	
Position in Other Business	:	Other Listed Companies - Other None Listed Company -	
Experiences	:	Deputy Director - General Department of Business Development, Ministry of commerce	
	:	Deputy Director – General Department of Internal Trade, Ministry of Commerce	
	:	Commission Member The Agricultural Futures Trading Commission	
Board of Directors Meeting		4/5	
Position in Related Business	:	None	
10 Years Illegal Record	:	None	
Relationship with directors	:	None	

#### The Attachment 4 : Definition of Independent Director

The independent directors qualified in accordance with rules and regulation of Securities and Exchange Commission and Stock Exchange of Thailand. (Referring to the notification of capital market supervisory Tor. Chor. 28/2551)

##### **Qualifications**

1. Shall not hold more than 1% of Share of the total voting rights of the company, related companies or conflicted of interest companies. This is including their related persons.
2. Shall not have any relationship to a company, conflicted of interested company as employees, staff, or advisor who work as full time and have fix salary or a controlling person present and 2 year before.
3. Shall not have directly or indirectly any business relationship, or conflict of interest or stakeholder to company, as recipient of finance or management which tend to be lack of independent.
4. Shall not provider of professional service such as auditor, legal advisor, financial advisor or asset assessor.
5. Shall not be a relative neither natural nor legal of an executive management, major shareholders of company or attorney of director or major shareholder who is assigned to protect their beneficial interest.

**Attachment 5: Information of the Independent Director for a shareholder prefers to appoint to be the Proxy Holder**

1. Name : Assoc.Prof. Prayoon Boonprasurd  
 Type of Director : Independent Director / Member of the Audit Committee  
 Age : 77 Years  
 Nationality : Thai  
 Shares Possession : None  
 Share Holding (Including Related Person) : None  
 Address : 47/14 Senanikom 1 Road, (Senanivej Village Project 1),  
 Ladprao Sub-District, Ladprao District, Bangkok 10230  
 Conflict of Interest : Agenda 6.1



2. Name : Miss Thipawan Uthaisang  
 Type of Director : Independent Director /Chairman of the Audit Committee  
 Age : 60 Years  
 Nationality : Thai  
 Shares Possession : None  
 Share Holding (Including Related Person) : None  
 Address : 335 Pattanakarn Road, Pravate Sub-District ,Pravate District,  
 Bangkok 10250  
 Conflict of Interest : Agenda 6.2



3. Name : Miss Pikul Taksinwaracharn  
 Type of Director : Independent Director/Chairman of Corporate Governance  
 Nomination and Remuneration Committee  
 Age : 64 Years  
 Nationality : Thai  
 Shares Possession : None  
 Share Holding (Including Related Person) : None  
 Address : 212/5 Urban Sathorn Village, Soi Bolero 1, Bangchak Sub-District,  
 Phasi Charoen District, Bangkk 10160  
 Conflict of Interest : Agenda 6.3



4. Name : Dr. Thanet Norabhoonpipat  
 Type of Director : Independent Director  
 Age : 67 Years  
 Nationality : Thai  
 Shares Possession : None  
 Share Holding (Including Related Person) : None  
 Address : 72 Soi Suntisuk, Prakranong Sub-District,  
 Klongtoey District, Bangkok 10110  
 Conflict of Interest : None



## Attachment6: The Articles of Association which related to General Meeting of shareholders

### The Meeting of Shareholders

#### Calling of the Shareholders' Meeting

**Article 33.** A meeting of Shareholders shall be convened by the Board of Directors as an Annual General Meeting at least once a year and within four months from the last day of the accounting period of the company.

Meetings of Shareholders other than those stated above shall be classified as Extraordinary Meetings. The Board of Directors may convene an Extraordinary Meeting at any time whenever it thinks fit, or when a letter, subscribed by Shareholders holding in aggregate number of not less than one-fifth of the total number of shares issued, or by at least 25 Shareholders holding in aggregate number of not less than one-tenth of the total number of shares issued, was sent to request the meeting by clearly specifying their reasons for requesting the Board of Directors to convene Extraordinary Meeting of Shareholders. In such a case, the Board of Directors shall convene a meeting within one month from the date of its receipt of the letter from the Shareholders.

**Article 34.** The summoning a meeting of Shareholders, the Board of Directors shall prepare the notice calling for the meeting which specifies the location, date, time, agenda and matters to be tabled therein together with reasonable details, including the opinions of the Board of Directors on such matters and shall send to the Shareholders and Registrar not less than seven days prior to the due of such meeting and shall publish the notice of the meeting in a newspaper for three consecutive days, which must not be less than three days prior to the meeting.

#### The Quorum

**Article 35.** A Quorum of a meeting of shareholders shall be formed by at least twenty-five Shareholders, or by no less than half of the total number of Shareholders attending the meeting either in person or proxy (if any) with an aggregate number of shares no less than one-third of the total number of share issued.

At a meeting of Shareholders, if an hour should have lapsed after the time fixed for the meeting and the quorum as prescribed above is not present, then in case of a meeting called at the request of Shareholders, it shall be cancelled forthwith. However, if such a meeting and a notice to Shareholders shall be sent out at least seven days before the date of the meeting. A quorum is not, however, required for this latter meeting.

### Dividend payment and Legal reserve

**Article 46.** No dividends may be distributed out of any funds other than profits and the Company may not make any payment of dividends if there is still any accumulated loss. Dividends shall be divided by the number of shares and in equal partition for all shares.

**Article 47.** The Board of Directors may pay interim dividends to Shareholders from time to time when it determine that the Company has appropriate profits to do so. A report thereof will be made to the Shareholders at its next meeting.

Payment of dividends shall be made within one month from the date resolved by the meeting of shareholders or the Board of Directors.

**Article 48.** The Company must appropriate a certain portion of the net profit for the year as reserve at not less than five percent of the year less the amount of accumulated loss (if any) until the reserve reaches not less than ten or more percent of the registered capital of the Company.

### Appointment of Director who retire by rotation

**Article 18** During every Annual General Meeting shareholders, one-third of the directors shall be retired By rotation. If could not divide by one- third, the nearest amount shall be retired.

The directors who retire office in the first and second year following company registration be drawn by lots. Following year, the one who remain longest will be retired. The retired directors could be re-appointed to the posts.

### Director's Remuneration

#### Company's regulation

**Article 30** The directors may be remunerated in term of meeting allowance, bonus or other remuneration according to the regulation or as approved by the shareholders' meeting. It may be prescribed in fixed amount or established by rules each time, or being perpetual rules until it is changed. Moreover, the directors have right to receive allowances and welfares according to the company's regulation.

### Voting

**Article 39** A resolution of the meeting of Shareholders is required to carry the following votes;

- (1) In normal circumstances, majority votes of Shareholders attending the meeting and who are entitled to vote. In case of a tie, the presiding Chairman shall be entitled to cast a decisive vote.
- (2) In the following circumstances, a resolution shall be passed by no less than three-fourths of the total votes of all Shareholders attending the meeting and who are entitled to vote:
  - (A) Sale, or transfer of the Company's material business, wholly or partially, to third parties
  - (B) Purchase or acceptance of the transfer of businesses of other companies or private companies to the company

- (C) Execution, amendment or termination of agreements relating to the Leasing out of the Company's material businesses, either wholly or partially, assignment to other persons to manage the Company's business, or amalgamation of the business with other parties with the purpose of sharing profits and loss
- (D) The amendment of Memorandum and Articles of Association
- (E) Capital increase or decrease and Offering Bonds
- (F) Company's Merger or Defunct

## Attachment7: Right's Evidences to participate in shareholders' meeting

### Right's evidences to participate shareholders' meeting

The participants must present following evidences before participating in the meeting (depend on the case).

#### In case of ordinary person

1. In case the shareholder participate by self,
  - Invitation letter with a barcode.
  - Identification card, Government Agency identification card or passport (in case of foreigner).
2. In case the shareholder appointing proxy,
  - Completely filled Corporate proxy,
  - Certified copies of identification card, Government Agency identification card or passport (in case of foreigner) of both shareholder and proxy.

#### In case of juristic person

1. In case the juristic person's authorized person participate by self,
  - Invitation letter with a barcode.
  - A certified copy of identification card, Government Agency identification card or passport (in case of foreigner).
  - A certified copy of the registration certificate issued by the Ministry of Commerce, signed by the juristic person's authorized person.
2. In case the shareholder appointing proxy
  - Completely filled Corporate proxy form
  - Certified copies of identification card, Government Agency identification card or passport (in case of foreigner) of both juristic person's authorized person and proxy.
  - A certified copy of the registration certificate issued by the Ministry of Commerce or juristic person certificate (in case of the company registered outside Thailand).

**Attachment 8: Procedures for appointing proxy, registration, evidence presentation to participate in the Annual General Meeting of Shareholders**

**Appointing Proxy Procedures**

The Company provides Proxy Form B, which is the form determined by the Business Development Department, Ministry of Commerce, with detailed and easy to understand format to the shareholders for the shareholders who cannot participate in the meeting could appoint other person or one of the Company's nominated directors as proxies. The details of the Company's nominated directors appear in the enclosed attachment. The shareholders may indicate more than one proxy in case that any proxy cannot participate in the meeting. However, only one proxy from a shareholder could participate in the meeting. The shareholder cannot appoint many proxies to split votes. Moreover, during any agenda, the shareholder has right to vote either approval, objection or abstain.

Moreover, the Company also provides Proxy Form A, which is the simple proxy form, and Proxy Form C, which is proxy form used only by foreign shareholder that has appointed local custodian to take deposit of the stock. The interested shareholders could visit and download information from the Company's website [www.prodigy.co.th](http://www.prodigy.co.th).

**Meeting Registration**

The Company shall start registration process two hours prior to the meeting commencement. The registration shall start from 08.00 am onward at, Pinklao 1 Room, 9<sup>th</sup> Floor, The Royal City Hotel, Building no.798, 800, Boromratchonnani Road, Bangbamru, Bangplad, Bangkok,10700, locations as indicated in the map enclosed with this invitation.

**Evidences used to participate in the shareholders' meeting**

The participants must present following evidences (depend on the case) before participating in the meeting.

**In case of ordinary person with Thai nationality**

1. In case the shareholder participate by self:
  - Unexpired identification document issued by the official authorities with picture, name and surname of the shareholder, such as identification card, social service identification card or passport. If the shareholder change his/her name/surname, the participating shareholder must present the name changing certificate as well.



2. In case the shareholder appointing proxy,
  - Completely filled proxy form sent by the Company together with this meeting invitation, and signed by both shareholder and proxy.
  - Certified copies of identification documents of the shareholder that is issued by the official as indicated in Item 1.
  - Identification documents of the proxy that is issued by the official as indicated in Item 1

#### **In case of juristic person registered in Thailand**

1. In case the juristic person's authorized person participate by self,
  - An identification documents issued by official of the authorized person of the juristic persons as indicated in Item 1.
  - A certified copy of the registration certificate signed by the juristic person's authorized person. The certificate must contain a clause stating that the juristic person's representative who participates in the meeting has authorized power to act on behalf of the juristic person that actually owns the shares.
2. In case the shareholder appointing proxy
  - Completely filled proxy form sent by the Company, signed by both juristic person's authorized person and proxy.
  - A certified copy of the registration certificate signed by the juristic person's authorized person. The certificate must contain a clause stating that the juristic person's representative who signed in the proxy form has authorized power to act on behalf of the juristic person that actually owns the shares.
  - Identification documents of the proxy that is issued by the official similar to the ordinary person as indicated in Item 1
  - A copy of an identification documents issued by official of the authorized person of the juristic persons as indicated in Item 1, signed by the juristic person's authorized representative.

#### **In case of non-Thai ordinary person or a juristic person set up according to foreign laws**

In case or non-Thai ordinary person shareholder, the shareholders must prepare documents similar to Thai ordinary person shareholder. In case of the foreign juristic person, following identification documents are required to attend the meeting (depend on the case).

- A certified copy of the passport of the shareholder, juristic person's authorized person or proxy (depend on the case).
- A certified copy of the registration certificate issued by juristic person's authority, signed by the juristic person's authorized person. The certificate must contain a clause stating that the juristic person's representative who signed in the document has authorized power to act on behalf of the juristic person as well as any condition or provision of the authority of the authorized person. The document must also indicate the location of the head office.
- Document with language other than English must be translated into the English. The juristic person's shareholder or authorized person must certify the correctness of the translation.

**In case of non-Thai shareholder that has appointed local custodian to deposit and manage stock**

- Documents similar to the juristic person.
- Power of attorney indicating shareholder appointing custodian to act on behalf of shareholder in the proxy form.
- Document certified that the custodian indicated in the proxy form is licensed custodian operator.

**Voting Method**

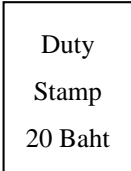
1. One share shall be count as one vote. The motion shall be resolved in favour of majority vote. If there is a draw, the Chairman shall have a final vote as a shareholder.

2. The shareholders who have conflict of interest in any agenda are not allowed to vote on the agenda. The Chairman may ask such shareholders to leave the meeting temporarily. The condition does not apply to director selection or termination agenda.

3. The shareholders, who participate in the meeting by self, can cast vote in the voting ballot given at the registration table. In case of proxy, the proxy shall cast vote according to the shareholder's intention as indicated in the proxy form. The ballot shall be given to the staff to be collected together with other proxy votes.

4. The Chairman shall announce the voting result for each agenda. The vote shall include both votes provided by the shareholders who participate by self and by proxy. The amount of shares shall be counted according to the most recent number of shares as participated in the meeting.

**Attachment 9: Proxy Form**



Proxy Form B (all details are clearly indicated)

.....

Written at .....

Date..... Month..... Year.....

(1) I ..... Nationality..... Address No. .... Road.....  
Sub-district....., District....., Province....., Post code.....

(2) I am the shareholder of Prodigy Public Company Limited holding ..... shares which  
is equivalent to ..... votes, classified into:

Common shares ..... share, equivalent to ..... votes.

(3) Would like to appoint following proxy

(1) Name ..... Age..... years Address No..... Road.....  
Sub-district....., District....., Province....., Post code....., or

(2) Name ..... Age..... years Address No..... Road.....  
Sub-district....., District....., Province....., Post code....., or

(3) Name ..... Age..... years Address No..... Road.....  
Sub-district....., District....., Province....., Post code....., or

(4) Assoc.Prof. Prayoon Boonprasurd, Position Independent Director, Age 77 years  
Address 47/14 Senanikom 1 Road, (Senanivej Village Project 1), Ladprao Sub-District,  
Ladprao District, Bangkok 10230, or

(5) Miss Thipawan Uthaisang, Position Independent Director, Age 60 years  
Address 335 Pattanakarn Road, Pravate Sub-District, Pravate District, Bangkok 10250, or

(6) Miss Pikul Taksinwaracharn, Position Independent Director, Age 64 years  
Address 212/5 Urban Sathorn Village, Soi Bolero 1, Bangchak Sub-District, Phasi Charoen  
District, Bangkok 10160, or

(7) Dr. Thanet Norabhoompipat, Position Independent Director, Age 67 years  
Address 72 Soi Suntisuk, Prakranong Sub-District, Klongtoey District, Bangkok 10110

As my representative to participate in the meeting and vote on my behalf during the 2019 Annual  
General Meeting Shareholders, on Wednesday April 24<sup>th</sup>, 2019, starting from 10.00 a.m. at, Pinklao 1 Room, 9<sup>th</sup>  
Floor, The Royal City Hotel, Building no.798, 800, Borom Rathchonnani Road, Bangbamru, Bangplad, Bangkok,  
10700, or could be postponed to other date, time and venue as appropriate.

(4) I would like my proxy to vote on my behalf on following agenda as follow,

**Agenda 1. The matters; the chairman notify in the 2019 Annual General Meeting of shareholders**

(a) Allow the proxy to consider and vote on my behalf as appropriate

(b) Let the proxy vote according to following decision.

Approve       Object       Abstain

**Agenda 2. To consider and certify the minutes of the 2018 Annual General Meeting of Shareholders.**

(a) Allow the proxy to consider and vote on my behalf as appropriate

(b) Let the proxy vote according to following decision.

Approve       Object       Abstain

**Agenda 3. To acknowledge the 2018 company' operational performance**

(a) Allow the proxy to consider and vote on my behalf as appropriate

(b) Let the proxy vote according to following decision.

Approve       Object       Abstain

**Agenda 4. To consider and approve the company's Financial Statements and Income Statement for the year 2018 ended of December 31<sup>st</sup>, 2018.**

(a) Allow the proxy to consider and vote on my behalf as appropriate

(b) Let the proxy vote according to following decision.

Approve       Object       Abstain

**Agenda 5. To consider and approve the dividend payment from the company's operation for the financial statement of the year 2018 ended of December 31<sup>st</sup>, 2018.**

(a) Allow the proxy to consider and vote on my behalf as appropriate

(b) Let the proxy vote according to following decision.

Approve       Object       Abstain

**Agenda 6. To consider and approve the appointment of directors to replace the Directors who retire on rotation.**

(a) Allow the proxy to consider and vote on my behalf as appropriate

(b) Let the proxy vote according to following decision.

The appointment of the whole committee

Approve       Object       Abstain

The appointment of directors individually

6.1 Assoc.Prof. Prayoon Boonprasurd (Director)

Approve       Object       Abstain

6.2 Miss Thipawan Uthaisang (Director)

Approve       Object       Abstain

6.3 Miss Pikul Taksinwaracharn (Director)

Approve       Object       Abstain

**Agenda 7. To consider and determine the remuneration of directors for the year 2019.**

(a) Allow the proxy to consider and vote on my behalf as appropriate

(b) Let the proxy vote according to following decision.

Approve       Object       Abstain

**Agenda 8. To consider and approve the appointment of the company's auditor and the determination of auditor's remuneration for the year 2019.**

- (a) Allow the proxy to consider and vote on my behalf as appropriate
- (b) Let the proxy vote according to following decision.
  - Approve       Object       Abstain

**Agenda 9. To consider and approve the amendment of the Objectives of the Certificate of the Company**

- (a) Allow the proxy to consider and vote on my behalf as appropriate
- (b) Let the proxy vote according to following decision.
  - Approve       Object       Abstain

**Agenda 10. Other Issues (if any)**

- (a) Allow the proxy to consider and vote on my behalf as appropriate
- (b) Let the proxy vote according to following decision.
  - Approve       Object       Abstain

(5) Any vote that is not consistent with this proxy form shall be deems incorrect and shall not be counted as my vote as a shareholder.

(6) In case I did not indicate my voting intention on any agenda or did not clearly specify one or in the case that there is any agenda to vote on other than indicated above, including any changes or addition, my proxy shall have the right to consider and vote on my behalf on proxy's own discretion.

Any action taken in the meeting, unless I have indicated my voting intention otherwise in the proxy form, shall be deems as it is done by myself.

Signed ..... Authorizer  
(.....)

Signed ..... Proxy  
(.....)

Signed ..... Proxy  
(.....)

Signed ..... Proxy  
(.....)

**Remark**

1. The shareholder may appoint only one proxy to participate in the meeting. The shareholder cannot appoint many proxies to split votes.
2. In case there are more agendas to discuss other than what is specified above, the proxy authorizer can indicate the additional agenda in the enclosed Proxy Form B.

Extension to Proxy Form B

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To appoint proxy for the shareholders of Prodigy Public Company Limited

In the 2019 Annual General Meeting of Shareholders, on Wednesday 24 April, 2019, at 10.00 a.m. at, Pinklao 1 Room, 9<sup>th</sup> Floor, The Royal City Hotel, Buildings no. 798, 800, Borom Ratchonnani Road, Bangbamru, Bangplad, Bangkok, 10700, or could be postponed to other date, time and venue as appropriate.

Agenda ..... Subject .....

(a) Allow the proxy to consider and vote on my behalf as appropriate

(b) Let the proxy vote according to following decision.

Approve       Object       Abstain

Agenda ..... Subject .....

(a) Allow the proxy to consider and vote on my behalf as appropriate

(b) Let the proxy vote according to following decision.

Approve       Object       Abstain

Agenda ..... Subject .....

(a) Allow the proxy to consider and vote on my behalf as appropriate

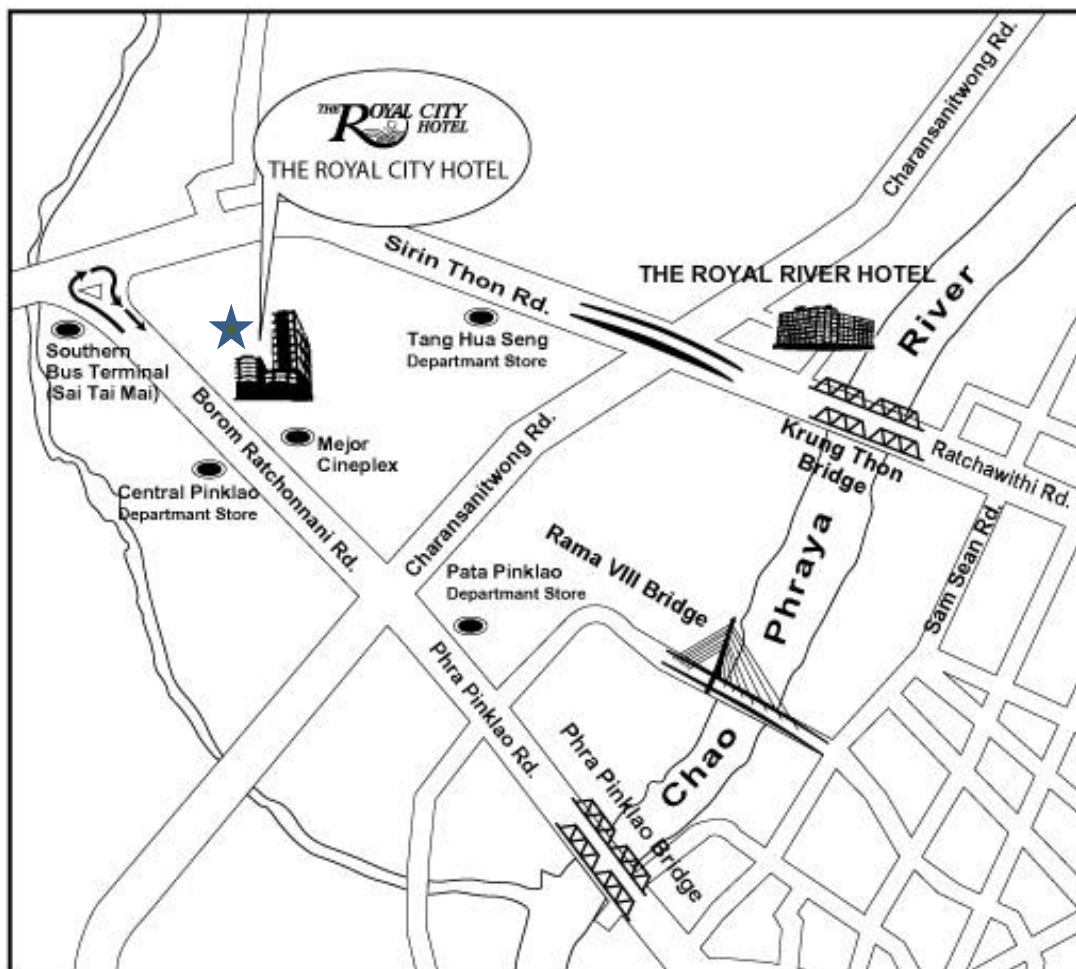
(b) Let the proxy vote according to following decision.

Approve       Object       Abstain

Attachment 10: Map of Meeting Venue



798,800 Borom Ratchonnani Rd. Bangplad  
Bangkok 10700 Thailand Tel. 0-2435-8888 Fax : 0-2434-3636  
E-mail : [info@royalcityhotel.com](mailto:info@royalcityhotel.com) [www.royalrivergroup.com](http://www.royalrivergroup.com)





บริษัท พรอดดิจี้ จำกัด (มหาชน)

PRODIGY PUBLIC COMPANY LIMITED

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7/3 หมู่ 3 บางกระบือ นครชัยศรี นครปฐม 73120

โทรศัพท์ 0-3433-2611-2, 0-3422-8298-301 โทรสาร 0-34332613

7/3 Mu 3, Bangkrabao, Nakornchaisri, Nakornpathom, 73120

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<http://www.prodigy.co.th>