

(Translation)

Ref. MD. 002/2022

January 7<sup>th</sup>, 2022

Subject: Connected translation of recruitment and employment service, compensation management, human resource information system service, HUMATRIX 7 and audit service. ([Edit](#))

To: Managing Director of the Stock Exchange of Thailand

PRG Corporation Public Company Limited would like to inform that the Board of Directors' meeting no.1/22 held on January 7<sup>th</sup>, 2022 has approved to the connected transaction of recruitment and employment service, compensation management, human resource information system service, HUMATRIX 7 and audit service from MBK Public Company Limited ("MBK") the transactions are connected transactions the details as follows

1. Transaction Date: January 1<sup>st</sup>, 2022 - December 31<sup>st</sup>, 2022  
(According to the accounting period)
  
2. The involved parties:
  - service provider MBK Public Company Limited ("MBK")
  - service receiver PRG Corporation Public Company Limited ("PRG") and subsidiary company
  
3. Status of parties:
  - service provider MBK Public Company Limited ("MBK")  
A major subsidiary which the PRG Holds 74.52 % of its paid-up capital And Joint director
  - service receiver PRG Corporation Public Company Limited ("PRG")  
A major shareholder of MBK holds 28.42% of its paid-up capital  
And Joint director
  
4. Details of service: Recruitment and employment service, compensation management, human resource information system service, HUMATRIX 7 and audit service.

5. Expected Benefits to the Company: To reduce costs within PRG GROUP

6. Characteristics and scope of interests of connected persons when agreeing to enter into the connected transaction

PRG is a major shareholder of MBK holds 28.42% of its paid-up capital and MBK is shareholder of PRG holds 74.52% of its paid-up capital

7. Connected transaction which calculated from the financial statement as of September 30<sup>th</sup>, 2021

7.1 Selling price amount of 1,979,041.18 Baht

7.2 The connected transaction size is 0.0321% of NTA

Regarding to the calculated connected transaction, the size of the transaction is 0.0321 which calculated from the financial statement as of September 30<sup>th</sup>, 2021, the transaction reach the requirement by Notification the Stock Exchange of Thailand. Which if considered, included the connected transactions that occurred during the 6 months which occurred from the same person or related persons combined with this connected transaction. The connected transaction size is total 1,981,491.08 Baht or 0.0322% of NTA. The Company must request approval from the Board of Directors and disclose this information on the transaction to the Stock Exchange of Thailand.

The service fees of recruitment and employment service, compensation management, human resource information system service, HUMATRIX 7 and audit service are calculated from actual cost plus 10 percent in which both parties have negotiated fairly and reasonably. Pricing and conditions are in line with the other companies in the group being charged by service provider for the same services.

8. There were 8 directors attending the meeting, the directors who have interests and did not vote in the Board of Directors' meeting no. 1/22 on January 7<sup>th</sup>, 2022 as follows:

- Mr. Suphadej Poonpipat
- Mr. Suvait Theeravachirakul
- Mr. Kasemsuk Chongmankhong

9. The Board of Directors' opinions and the Audit Committee's opinions

The Board of Directors and the Audit Committee have the opinions that MBK Public Company Limited ( MBK) has recruitment and employment service, compensation management, human resource information system service, HUMATRIX 7 and audit service providing services to PRG GROUP because MBK has a policy to support as the Human Resource Department and the Internal Audit Division of MBK Group have developed a support system for MBK Group, it is therefore appropriate that PRG GROUP, a subsidiary of MBK has received such support system from MBK to achieve efficiency in the operation, to be beneficial, this is a reasonable transaction and accordance with the criteria of other similar businesses.

Please be informed accordingly.

Sincerely yours,

*-Signature-*

(Mr.Somkiat Makcayathorn)  
Managing Director