

Invitation to the Annual General Meeting of Shareholders for the Year 2019

B-HO 007/2019

27 March, 2019

Subject: Invitation to the Annual General Meeting of Shareholders for the Year 2019

To: Shareholders  
Begistics Public Company Limited's

Enclosures:

1. Minutes of the Annual General Meeting of Shareholders for the year 2018 held on April 27, 2018 (for consideration of Agenda Item 1).
2. Annual Report 2018 (Statement of Financial Position and Profit and Loss Statements for the Fiscal Year ended December 31, 2018) in CD-ROM format (for consideration of Agenda Item 2).
3. Information of nominees for position of director (for consideration of Agenda Item 5).
4. Information of Directors of Subsidiaries (for consideration of Agenda Item 8)
5. The Company's Articles of Association related to the Shareholders' Meeting.
6. Proof of entitlement for Participation in the Shareholders' Meeting.
7. List of independent directors proposed by the Company to be a proxy.
8. Proxy Forms A, B and C.
9. Registration Form (please bring it on the meeting date).
10. Map of the meeting place

The Board of Directors' Meeting of Begistics Public Company Limited ("the Company") No. 4/2019 held on February 25, 2019 passed a resolution to hold the Annual General Meeting of Shareholders for the year 2019 **on April 29, 2019 at 14.00 hrs. in the meeting room on Chamai Maruchet of Royal Thai Army Military Club, 195 Vibhavadi-Rangsit Road, Samsen Nai, Phayathai, Bangkok 10400.** The meeting agendas items are as follows:

For the determination of the agenda items of the Annual General Meeting of Shareholders for the year 2019, the Company posted the announcement on the Company's website to invite shareholders to propose agenda items in advance, from October 1, 2018 to December 31, 2018. Upon completion of the announcement, no other agenda items were proposed to the Company. Therefore, the Company informed the meeting's agenda according to the resolution of the Board of Directors as follows:

**Agenda 1: To certify and approve the Annual General Meeting of Shareholders for the year 2018 which was held on April 27, 2018**

Facts and Rationale:

The Company prepared the Minutes of the Annual General Meeting of Shareholders for the year 2018 held on April 27, 2018. A copy of the report was sent to the shareholders to certify (details are in Attachment 1).

The Board of Directors' Opinion:

The Board of Directors' Meeting No. 4/2019, held on February 25, 2019, considered and deemed it appropriate to propose to

the Annual General Meeting of Shareholders for the year 2019 to consider the approval of the Minutes of the Annual General Meeting of Shareholders for the year 2018 which was held on April 27, 2018

Number of Votes for Resolution:

This agenda item must be approved by a majority vote of the shareholders that attend the meeting and cast their votes.

**Agenda 2: To acknowledge the Board of Directors' report regarding the Company's performance for the year 2018**

Facts and Rationale:

The Company summarized the performance and major changes that occurred in the year 2018. These appeared in the Annual Report for the year 2018 ( details are shown in Attachment 2 Topic: Annual Report in CD-ROM format).

The Board of Directors' Opinion:

The Board of Directors' Meeting No. 4/2019, held on February 25, 2019, considered and deemed it appropriate to propose to the Annual General Meeting of Shareholders for the year 2019 to acknowledge the Board's report on the Company's performance for the year 2018.

Number of Votes for Resolution:

Casting votes is not required because this agenda item is for acknowledgment only.

**Agenda 3: To approve the Company's Statement of Financial Position and Income Statement for the fiscal year ending December 31, 2018**

Facts and Rationale:

The Public Limited Company Act, 1992, Section 112 and the Company's Articles of Association, clauses 55 and 56, require the Company to prepare a balance sheet and a Profit and Loss Statement to be proposed to the Annual General Meeting of Shareholders for approval.

The Audit Committee's Opinion:

The Audit Committee Meeting No. 1/2019 held on February 25, 2019 reviewed the Statement of Financial position in which the equity method is applied and separate statement of financial position and the Profit and Loss Statement of comprehensive income in which the equity method is applied and separate statements of comprehensive income of the Company for the fiscal year ended December 31, 2018, as proposed by the Company's auditor. They are of the opinion that the statements are accurate, complete and reliable and the information has been adequately disclosed. The significant matters are as follows:

List	Separate financial statement
	Amount
Total Assets	799,670,615.26 Baht
Total Liabilities	241,202,561.46 Baht
Total Revenue	570,838,471.23 Baht
Profit (Loss) Net	(50,700,805.22) Baht
Profit (Loss) per share	(0.061) Baht

List	Financial statement in which the equity method is applied
	Amount
Total Assets	801,360,394.95 Baht
Total Liabilities	241,202,561.46 Baht
Total Revenue	570,838,471.23 Baht
Profit (Loss) Net	(49,011,025.53) Baht
Profit (Loss) per share	(0.059) Baht

The Board of Directors' Opinion:

The Board of Directors' Meeting No. 4/2019 held on February 25, 2019 considered the Statement of Financial position in which the equity method is applied and separate statement of financial position and the Profit and Loss Statement of comprehensive income in which the equity method is applied and separate statements of comprehensive income of the Company and agreed with the Audit Committee's opinion. The Board of Director's Meeting resolved to propose to the shareholders of Annual General Meeting for the year 2019 to consider the approval of the Statement of Financial position in which the equity method is applied and separate statement of financial position and the Profit and Loss Statement of comprehensive income in which the equity method is applied and separate statements of comprehensive income of the Company for the fiscal year ended December 31, 2018. They were audited and approved by the Company's auditors. Details are as shown in the Annual Report, page 98. (Details are in [Attachment 2](#))

Number of Votes for Resolution:

This agenda item must be approved by a majority vote of the shareholders that attend the meeting and cast their votes.

**Agenda 4: To consider and approve the allocation of net profit for the year 2018 for legal reserves and refrain of dividend payment**

Facts and Rationale:

The Company has a policy to pay dividends to shareholders at approximately 30% of its net profit. In addition, the Public Limited Companies Act 1992, Section 115 and Section 116, and the Articles of Association of the Company No. 48 and 51 (as amended), prohibit a company to declare dividend payment unless approved by the resolution of the Shareholders' Meeting. A company is required to set aside a portion of no less than 5% of its annual net profit for a reserve fund by deducting annual net profit with the accumulated deficit brought forward (if any) until the Company has a reserve fund of no less than 10% of the registered capital.

The Board of Directors' Opinion:

The Board of Directors' Meeting No. 4/2019, held on February 25, 2019, resolved to propose to the Annual General Meeting of Shareholders for the year 2019 to consider and approve the refrain of the dividend payment for the performance in 2018 and the refrain of legal reserves according to the operating loss and

the Company's need for working capital to be used in the business.

Number of Votes for Resolution: This agenda item must be approved by a majority vote of the shareholders that attend the meeting and cast their votes.

**Agenda 5: To consider and approve the appointment of directors for a replacement of directors who retired by rotation and acknowledge the appointment of new directors**

Facts and Rationale:

The Board of Directors agreed with the opinion of the Nomination and Remuneration Committee to approve the appointment of

1. Mr. Teeraboon Ariyasuthiwong, Independent Director, Audit Committee and the Nomination and Remuneration Committee of the Company

To hold a position of director for the remainder of the term of those whom they have replaced. For the Meeting of shareholders for the year 2019 acknowledged the appointment of the two new directors as mentioned above.

The Public Limited Company Act 1992, Section 71 and Article 18 of the Company's Articles of Association stipulated that at each Annual General Meeting, at least one-third (1/3) of the directors must retire by rotation. If the number of directors cannot be divided into three whole parts, the number nearest to one-third (1/3) must be used. In the first and second year after the registration of the Company, directors who retire by rotation will be chosen by random draw. In the years following that, the directors who have filled the position the longest will retire by rotation. Directors who have retired by rotation may be reelected.

Directors who complete the terms of office for the year 2019 are as follows:

1. Mr. Danai Piamthipmanust, Director and Executive Committee
2. Mr. Santi Pongjareanpit, Independent Director and Audit Committee
3. Mr. Vuthichai Duangratana, Independent Director, Chairman of Audit Committee and Chairman of Nomination and Remuneration Committee (Appointed by the Board of Directors' Meeting No. 5/2018 on October 22, 2018.)

Opinion of the Nomination and Remuneration Committee:

The Nomination and Remuneration Committee Meeting No. 1/2019 held on February 22, 2019, not including those who are stakeholders on this agenda item considered the appropriateness of a person who will be appointed as company director based on knowledge, ability, experience and qualifications according to the Public Company Act BE 2535 of the directors who retired by rotation. Therefore, the Nomination and Remuneration Committee proposed the Board of Directors to propose shareholders at the Annual General Meeting of Shareholders for the year 2019 to consider the approval of re-election of the retired directors for another term. The other positions will continue as follows:

1. Mr. Danai Piamthipmanust
2. Mr. Santi Pongjareanpit
3. Mr. Vuthichai Duangratana

The profile of each director is shown in Attachment 3.

The Board of Directors' Opinion:

The Board of Directors' Meeting No. 4/2019 held on February 25, 2019, excluded the directors that had a stake in this agenda item. The resolution was approved by the Nomination and Remuneration Committee to propose the approval of the Annual General Meeting of Shareholders for the year 2019 to consider and

approve the re-election of directors retiring by rotation for another term. The other positions will continue as follows:

1. Mr. Danai Piamthipmanust
2. Mr. Santi Pongjareanpit
3. Mr. Vuthichai Duangratana

All three directors have a complete qualification in accordance with the Company's Articles of Association, Public Limited Company Act 1992 and the Securities and Exchange Act. They also have knowledge, ability, expertise, and experience and are able to dedicate their time and talents to benefit the Company, its shareholders and all stakeholders. As a result, it is appropriate for them to serve in a position of Company Directors.

Number of Votes for Resolution:

This agenda item must be approved by a majority vote of the shareholders that attend the meeting and cast their votes.

**Agenda 6 To consider and approve the determination of the remuneration of the directors for the year 2019**

Fact and Rationale :

Article 34 of the Company's Articles of Association provides that directors are eligible for remuneration in forms of reward, meeting allowance, pension, bonus or other remunerations according to the Articles of Association or the resolution of shareholders' meeting. It may be prescribed in fixed amount or establish the rules and prescribed for particular circumstance(s) or being perpetual rules until being changed by the shareholders' meeting resolution. Moreover, a director shall have the right to receive allowance and welfare according to the Company's rule, and it shall not affect the right of being the Company's worker or employee who are also appointed as the Company's director to receive remuneration or benefits from being such Company's worker or employee. The payment of remuneration must not contradict with the maintenance and qualifications of the independent directors as required by the laws on securities and exchange.

Opinion of the Nomination and Remuneration Committee:

The meeting of the Nomination and Remuneration Committee No. 1/2019 on 22 February 2019 has considered the remuneration of the directors by taking into account the appropriateness and duties and responsibilities of directors, linking of remuneration and the Company's overall performance, as well as comparing with peers of similar size in the same business. Therefore, it is deemed appropriate to recommend the Board of Directors to propose to the 2019 AGM to consider and approve the determination of the directors' remuneration for the year 2019 in the amount of not exceeding Baht 2,500,000 (two million five hundred thousand Baht only) (inclusive of the Board of Directors, the Audit Committee and the Executive Committee, and the Nomination and Remuneration Committee), and that the Board of Directors shall internally allocate such remuneration.

Opinion of the Board of Directors: The meeting of the Board of Directors No. 4/2019 on 25 February 2019 has concurred with the recommendation of the Nomination and Remuneration Committee, and deemed it appropriate to propose to the 2019 AGM to consider and approve the determination of the remuneration of the directors for the year 2019 as per the details above.

Number of Votes for Resolution: This agenda shall be approved with the votes of not less than two-thirds of the total votes of the shareholders who attend the meeting.

**Agenda 7 To consider and approve the appointment of the auditors and the determination of the remuneration of the auditors for the year 2019**

Fact and Rationale : According to Sections 120 and 121 of the Public Limited Companies Act B.E. 2535 (1992) and Article 40 of the Company's Articles of Association, the annual general meeting of the shareholders shall appoint auditors every year, and the former auditors may be re-appointed. The shareholders' meeting shall determine the audit fee. The auditors must not be the Company's directors, officers, employees or persons holding any position or having any duty in the Company.

Opinion of the Audit Committee: The meeting of the Audit Committee's No. 1/2019 dated 25 February 2019 has considered qualifications of the auditors based on their performance, independence and audit fee, and expressed their opinions to the Board of Directors to propose to appoint any one of the auditors from Karin Audit Company Limited to be the Company's auditors for the year 2019, namely

- 1) Mr. Jadesada Hungsapruerk Certified Public Accountant No. 3759 (having been a Company's auditor for 3 year, since 2016), or
- 2) Ms. Kannika Wipanurat Certified Public Accountant No. 7305 (having been a Company's auditor for 3 year, since 2016), or
- 3) Mr. Jirote Sirirorote Certified Public Accountant No. 5113 (having been a Company's auditor for 3 year, since 2016)

Any one auditor as per the name above shall examine and express opinion on the Company financial statements. In the case that such auditors could not perform their duties, Karin Audit Company Limited shall provide other certified public accountants to carry out the work instead. The annual audit fee and quarterly review fee shall be in the amount of Baht 1,800,000 (one million and eight hundred thousand Baht only) which were excluded other actual expenses incurred and related to the direct audit which would be separately collected being in the amount of not exceeding Baht 96,000 (ninety six thousand Baht only). In the case of any work besides general auditing, the Board of Directors has the authority to consider the approval of the remuneration case by case

Opinion of the Board of Directors: The meeting of the Board of Directors No. 4/2019 on 25 February 2019 has concurred with the recommendation of the Audit Committee, and deemed it appropriate to propose to the 2019 AGM to consider and approve the appointment of the auditors and the determination of the remuneration of the auditors for the year 2019 as per the details above.

Number of Votes for Resolution: This agenda shall be approved with a majority vote of the shareholders who attend the meeting and cast the votes.

**Agenda 8 To consider and approve the establishment of a subsidiary with a 1 0 0 % shareholding. The objective is to bring the liquidity of the existing company to the benefit by managing to benefit the other income. Without affecting the normal operation results.**

Facts and Rationale: The To exploit the existing liquidity And provide flexibility Including convenient for considering all types of loans That does not qualify for permission And report to the Bank of Thailand.

The Board of Director's Opinion: The Board of Directors' Meeting No. 4/2019, held on February 25, 2019, considered and resolved to propose to the Annual General Meeting of Shareholders for the year 2019 to approve the establishment of a subsidiary with a 100% shareholding.

Details of the subsidiaries that are established

Subsidiary name : Beyond Capital Company Limited  
Registered capital : 10,000,000 baht  
Shareholding : 100%  
Directors : The Company determines at least 3 persons as follows:  
1. Mr. Thitisak Skulkroo  
2. Mr. Tiraphong Khamruangrit  
3. Miss Suttirat Leeswadtrakul  
Information of the Board of Directors as detailed in Enclosure 4  
Objective : All types of credit companies except those that have to apply for permission And reports to the Bank of Thailand, including personal loans, etc.  
Business type : Is a business that provides short-term revolving loan services by purchasing trade debt in the form of billing slip, bill receipt or invoice by accepting transfer of rights from suppliers to collect money from debtors. (The group of companies) provide the loan with collateral as land and buildings by providing good security and suitable as collateral  
Credit policy : 1. Credit approval is subject to credit approval regulations with emphasis on The ability to repay customers' debt from the main business of customers By analyzing various aspects as follows: Customer business, such as strengths, weaknesses, swot analysis, considering the ability of experienced managers to consider trade receivables that customers sell products and the ability to pay off debt of trade accounts by looking at the quality of Financial debtors will

evaluate the cash flow of the business. And checking accounts receivable

2. Must have collateral as land, building which the securities must be evaluated Price according to the rules and is evaluated according to the list approved by the SEC.

2.1 Short-term loans Credit limit is not more than 50% of the appraisal value of the collateral.

2.2 Factoring credit line is not over 80% of the value of the bill receipt

2.3 Interest rates and fees Total not more than 15%, which is as high as the law requires.

Number of Votes for Resolution:

This agenda shall be approved with a majority vote of the shareholders who attend the meeting and cast the votes.

**Agenda 9 To consider and approve the reducing the company's registered capital from the registered capital amount 883,349,453.52 baht is registered capital 883,340,850.84 baht by cutting the remaining registered ordinary shares from the allotment of shares to support the warrants to purchase the newly issued ordinary shares (B-W4) of 12,651 shares with a par value of 0.68 baht per share**

Facts and Rationale:

Under the Public Limited Company Act 1992 (including amendments) determined that the Company will be able to increase capital share by issuing new shares when all shares are issued and fully paid. In the case that all shares are not issued, the remaining shares must be issued to support convertible bonds or warrants to purchase shares. Therefore, the company will have to reduce the registered capital of the company in the amount of 8,602.68 baht by cutting off the unissued ordinary shares in the amount of 12,651 shares which are the remaining shares from the allocation of the rights to subscribe for the newly issued ordinary shares that the company has issued and offered. Warrants to purchase ordinary shares (B-W4) in accordance with the resolution of the Annual General Meeting of Shareholders for the year 2018 on April 27, 2018, which will make the registered capital of the company down from the original registered capital 883,349,453.52 baht to 883,340,850.84 baht

The Board of Director's Opinion:

The Board of Directors' Meeting No. 4/2019 held on February 25, 2019 considered and resolved to propose to the Annual General Meeting of Shareholders for the year 2019 to approve the reduction of the Company's registered capital as described above.

Number of Votes for Resolution:

This agenda item must be approved by no less than three-fourths of the total number of votes of shareholders that attended the meeting and having the right to vote.

**Agenda 10: To consider and approve the amendment of Clause 4 of the Company's Memorandum of Association to be in line with the decrease in the Company's registered capital.**



Facts and Rationale:

In order to be consistent with the reduction of the registered capital of the Company as shown in Agenda Item 9, the Company is required to amend Clause 4 in the Company's Memorandum of Association with the following text.

"Clause 4  Separated By	Registered Capital	883,340,850.84 Baht	(eight hundred Eighty three million, Three hundred forty thousand, eight hundred fifty Baht and eighty-four Satang)
	Divided into	1,299,030,663 shares	(one billion, two hundred and ninety-nine million, Thirty thousand, Six hundred and sixty-three shares)
	Par Value	0.68 Baht	(sixty-eight Satang)
	Ordinary Shares	1,299,030,663 shares	(one billion, two hundred and ninety-nine million, Thirty thousand, Six hundred and sixty-three shares)
	Preferred Shares	-	(-)"

The Board of Director's Opinion:

The Board of Directors considered and resolved to propose to the Shareholders' Meeting to consider and approve the amendment of the Company's Memorandum of Association, Clause 4 to be in line with the reduction of the Company's registered capital. Therefore, the authorized person assigned by the Board of Directors for the Amendment of Memorandum of Association at the Department of Business Development and the Ministry of Commerce has authority to change or add words in compliance with the order of the Registrar.

Number of Votes for Resolution:

This agenda item must be approved by no less than three-fourths of the total number of votes of shareholders that attended the meeting and having the right to vote.

**Agenda 11: To consider and approve the amendment of Article 36 of the Company's Articles of Association to align it with the Public Limited Companies Act B.E. 2535 (1992), section 100 (amendment) by Order No.21/2017 of the Head of the National Council for Peace.**

Facts and Rationale:

In order to comply with the Public Limited Company Act BE 2535, amended by the head of the NCPO No. 21/2560 Section 100, the company has to amend the Articles of Association of Article 36 regarding the meeting of shareholders. By using the following text instead

Existing wording:

36. To hold a shareholders' meeting at least once a year Such meetings are called The general meeting shall be held within four (4) months after the end of the accounting period of the company.

Other shareholders' meetings are called "extraordinary meetings".

The Board of Directors may call an extraordinary meeting at any time as deemed appropriate. Or when the shareholders who have shares in the amount of not less than one fifth (1/5) of the total number of shares sold Or the number of shareholders of not less than twenty-five (25) persons who have shares in total of not less than one-tenth (1/10) of the total number of shares sold. The Board of Directors may call a shareholders' meeting. In that request must specify clearly what to call for the meeting.

Amended wording:

the board of directors must arrange a meeting within one (1) month from the date of receipt of the letter from the shareholder 36. To hold a shareholders' meeting at least once a year such meetings are called the general meeting shall be held within four (4) months after the end of the accounting period of the company.

Other shareholders' meetings are called "extraordinary meetings".

The Board of Directors may call an extraordinary meeting of shareholders at any time. But will see or when one or more shareholders holding a total of not less than 10 percent of the total number of shares sold have been named to make a letter requesting that the Board of Directors call an extraordinary meeting of shareholders at any time but must clearly specify the subject and reason for requesting the meeting to be called in the said book in this case The board of directors must arrange for a meeting of shareholders within 45 days from the date of receiving the letter from the shareholders.

In the event that the Board of Directors fails to arrange a meeting within the period specified in paragraph two All shareholders who are named or other shareholders combined the number of shares as required can call for meeting within forty-five days from the expiration of the period under paragraph two In this case shall be considered as a meeting of shareholders which the Board of Directors convenes the company is responsible for the necessary expenses incurred from arranging meetings and facilitating as appropriate.

In the event that the meeting of shareholders is called for a meeting because the shareholders under paragraph three of any time the number of shareholders who attended the meeting was not complete as a quorum as specified in Article 38 of the Company's Articles of Association. Shareholders under paragraph three must be jointly responsible.

The Board of Director's Opinion:

The Board of Directors considered and resolved to propose to the Shareholders' Meeting to consider the amendment of Article 36 of the Company's Articles of Association to align it with the Public Limited Companies Act B.E. 2535 (1992), section 100 (amendment) by Order No.21/2017 of the Head of the National Council for Peace.

**Number of Votes for Resolution:**

This agenda item must be approved by no less than three-fourths of the total number of votes of shareholders that attended the meeting and having the right to vote.

**Agenda 12: Other matters (if any)**

At the Annual General Meeting of Shareholders for the year 2019, the Company will be open to shareholders and/ or proxies to register and examine supporting documents for appointing proxies beginning at 12:00 pm. The Company would like to request the cooperation of shareholders and/ or proxies to study the information about evidence regarding the right to attend the Shareholders' Meeting (for details, please see Attachment 6) so that registration for the Shareholders' Meeting is fast and convenient. Please bring the registration form (details are shown in Attachment 9) to show when registering for the Meeting.


If shareholders are unable to attend the meeting themselves, shareholders are able to assign another person or an independent director proposed by the Board of Directors as proxies (details are shown in Attachment 7) to attend the meeting on behalf of the shareholder by filling out and signing


Proxy Form B (clearly specify details about the proxy) (please see details in [Attachment 8](#)) or Proxy Form A (general form) or Form C (for foreign investors who appoint a custodian in Thailand to be a depositor to oversee one's shares) . These forms can be downloaded from the Company's website at [www.begistics.co.th](http://www.begistics.co.th). Choose only one of the listed types and attach evidence showing the rights to attend the Shareholders' Meeting ( Please see details in [Attachment 6](#)) . The Articles of Association of the Company regarding the Shareholders' Meeting is in [Attachment 5](#), please see details for further information.

In case the shareholders have any questions and would like the Company clarify any matters related to the agenda items proposed at this time, please send your questions to the Company Secretary at least one week in advance. You can download the questionnaire form from the Company's website and send by email to [contact@begistics.co.th](mailto:contact@begistics.co.th) or fax at 02-3673577 or by mail at Begistics Public Company Limited, 3656/64 Green Tower 19th Floor, K Tower, Rama IV Road, Klongtoey, Bangkok 10110.

Please be informed accordingly. We would like to invite all shareholders to attend the Annual General Meeting of Shareholders for the year 2019 at the date, time and place indicated above.

Yours faithfully,

  
บริษัท บี จิสติกส์ จำกัด (มหาชน)  
BEGISTICS PUBLIC COMPANY LIMITED

  
(GEN. Jongsak Panichkul)

Chairman of the Board of Directors