



BEGISTICS PUBLIC COMPANY LIMITED

Invitation Letter to the Annual General Meeting of Shareholders 2020

Friday 15 May, 2020

At 14:00 hours.

At the Meeting Room, Begistics Public Company Limited
81/1 Moo 8, Tahkarm, Bangpakong, Chachoengsao 24130

The Meeting will be proceeded in Thai; any shareholder who is not familiar with Thai language should be accompanied with your translator.

In order to avoid the risk of outbreak of COVID-19, shareholders should appoint a proxy to be an independent director instead of attending the meeting in person.

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Invitation to the Annual General Meeting of Shareholders for the Year 2020

B-HO 008/2020

16 April, 2020

Subject: Invitation to the Annual General Meeting of Shareholders for the Year 2020

To: Shareholders
Begistics Public Company Limited's

Enclosures:

1. Minutes of the Extraordinary General Meeting of Shareholders No.1/2019 held on July 26, 2019 (for consideration of Agenda Item 1).
2. Annual Report 2019 (Statement of Financial Position and Profit and Loss Statements for the Fiscal Year ended December 31, 2019) in QR Code format (for consideration of Agenda Item 3).
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 7)
5. The Company's Articles of Association related to the Shareholders' Meeting.
6. Proof of entitlement for Participation in the Shareholders' Meeting.
7. Definition and information of the independent directors to present as proxy.
8. Proxy Forms A, B and C.
9. Procedures for sending any query in advance
10. Procedures for attending the 2020 Annual General Shareholders' Meeting
11. Guideline for Covid-19 Preventive Measure
12. Registration Form (please bring it on the meeting date).
13. Procedures for QR Code Download for Annual Report 2019
14. Map of the meeting place

The Board of Directors' Meeting of Begistics Public Company Limited ("the Company") No. 3/2020 held on April 16, 2020 passed a resolution to hold the Annual General Meeting of Shareholders for the year 2020 **on May 15, 2020 at 14.00 hrs. in the meeting room of Begistics Public Company Limited, 81/1 Moo 8, Tahkarm, Bangpakong, Chachoengsao 24130.** The meeting agendas items are as follows:

For the determination of the agenda items of the Annual General Meeting of Shareholders for the year 2020, the Company posted the announcement on the Company's website to invite shareholders to propose agenda items in advance, from October 1, 2019 to December 31, 2019. 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 Extraordinary General Meeting of Shareholders No. 1/2019 which was held on July 26, 2019

Facts and Rationale:

The Company prepared the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2019 held on July 26, 2019. 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. 3/2020, held on April 16, 2020, considered and deemed it appropriate to propose to the Annual General Meeting of Shareholders for the year 2020 to consider the approval of the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2019 which was held on July 26, 2019

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 2019

Facts and Rationale:

The Company summarized the performance and major changes that occurred in the year 2019. These appeared in the Annual Report for the year 2019 (details are shown in Attachment 2 Topic: Annual Report in QR Code format).

The Board of Directors' Opinion:

The Board of Directors' Meeting No. 3/2020, held on April 16, 2020, considered and deemed it appropriate to propose to the Annual General Meeting of Shareholders for the year 2020 to acknowledge the Board's report on the Company's performance for the year 2019.

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, 2019

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. 2/2020 held on March 2, 2020 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, 2019, The financial statements have been audited by Ms. Kannika Wipanut, Certified Public Accountant No. 7305, the auditor of the company which is under Karin Audit Company Limited and is of the opinion that it is correct, complete and reliable. Including adequate disclosure of information Which can be summarized as follows:

Unit: Million Baht

List	Separated financial statement			
	2018	2019	+(-)	%
Total Assets	799.67	928.68	129.01	16.13
Total Liabilities	241.20	249.05	7.85	3.25
Total Revenue	558.47	679.63	121.16	21.70
Profit (Loss) Net	(50.70)	(29.87)	21.08	41.37
Profit (Loss) per share	(0.061)	(0.030)	0.032	51.88

Unit: Million Baht

List	Consolidated financial statement			
	2018	2019	+(-)	%
Total Assets	801.36	931.67	130.31	16.26
Total Liabilities	241.20	249.06	7.86	3.26
Total Revenue	560.16	682.61	122.45	21.86
Profit (Loss) Net	(49.12)	(28.59)	20.68	41.98
Profit (Loss) per share	(0.059)	(0.028)	0.031	52.37

The Board of Directors' Opinion:

The Board of Directors' Meeting No. 3/ 2020 held on April 16, 2020 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 2020 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, 2019. They were audited and approved by the Company's auditors. Details appear in the Annual Report 2019 titled Financial Status and Operational Results and a summary report of important financial information for the year 2019. (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 2019 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. 3/ 2020, held on April 16, 2020, resolved to propose to the Annual General Meeting of Shareholders for the year 2020 to consider and approve the refrain of the dividend payment for the performance in 2019 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.

Past dividend payment information

Details	2017	2018	2019
Dividend payment (Baht: shares)	-	-	-
1. Annual dividends	No payment	No payment	No payment
Dividend to net profit ratio	-	-	-

Note: The company has operating loss. Therefore no dividend payment

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

Facts and Rationale:

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 2020 are as follows:

1. General Jongsak Panichkul, Independent Director and Chairman of the Board
2. Mr. Thanee Loketkravee, Director and Member of Executive Committee
3. Mr. Teeraboon Ariyasuthiwong, Independent Director, Member of Audit Committee and Member of Nomination and Remuneration Committee

For the 2020 Annual General Meeting of Shareholders, the Company gave the shareholders the opportunity to propose a list of suitable persons to be selected as the directors of the company. For the Board of Directors to consider in advance from October - December 2019, in which no shareholder proposed any names of directors for selection.

Opinion of the Nomination and Remuneration Committee:

The Nomination and Remuneration Committee Meeting No. 1/2020 held on January 28, 2020, 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 2020 to consider the approval of re-election of the retired directors for another term. The other positions will continue as follows:

1. General Jongsak Panichkul
2. Mr. Thanee Loketkravee
3. Mr. Teeraboon Ariyasuthiwong

The profile of each director is shown in [Attachment 3](#).

The Board of Directors' Opinion:

The Board of Directors' Meeting No. 3/2020 held on April 16, 2020, 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 2020 to consider and

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

1. General Jongsak Panichkul
2. Mr. Thanee Loketkravee
3. Mr. Teeraboon Ariyasuthiwong

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 2020

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. 1/2020 on 28 January 2020 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 2020 AGM to consider and approve the determination of the directors' remuneration for the year 2020 in the amount of not exceeding Baht 3,000,000 (three million 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.

Directors' remuneration policy for 2020

position	Director meeting allowances / times	Directors' remuneration (baht / month)
Chairman of the Board	5,000	30,000
Vice Chairman of the Board	5,000	20,000
Directors	5,000	10,000
Chairman of the Audit Committee	5,000	20,000
Audit Committee	5,000	10,000
Chairman of the Nomination and Remuneration Committee	5,000	20,000
Chairman of Executive and Executive Committee (Who are not company executives)	5,000	20,000

In this regard, the directors who hold more than 1 position shall receive only the highest monthly remuneration.

In this regard, the Board of Directors does not receive any compensation other than those mentioned above. However, in order to support the directors to perform their duties with full efficiency. The company has prepared Directors and Directors Liability Insurance, Health Insurance and Life Insurance Policy. Training and seminar expenses the Company is responsible for expenses as specified in the policy of the related company.

Opinion of the Board of Directors: The meeting of the Board of Directors No. 3/2020 on 16 April 2020 has concurred with the recommendation of the Nomination and Remuneration Committee, and deemed it appropriate to propose to the 2020 AGM to consider and approve the determination of the remuneration of the directors for the year 2020 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 2020

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. In addition, the announcement of the Capital Market Supervisory Board requires listed companies to have rotation of auditors. If the same auditor has performed the duty of reviewing or examining and providing opinions on the company's financial statements for 7 fiscal years, regardless of whether or not the new auditor can be appointed under the same audit office as the previous auditor. However, the company may

appoint an auditor who has retired from rotation from the auditor after at least 5 cycles. Fiscal year consecutively from the date of vacation of office.

Opinion of the Audit Committee:

- 1) Mr. Jadesada Hungsapruerk
- 2) Ms. Kannika Wipanurat
- 3) Mr. Jirote Sirirorote

The meeting of the Audit Committee's No. 2/2020 dated 2 March 2020 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 2020, namely Certified Public Accountant No. 3759 (having been a Company's auditor for 4 year, since 2016), or Certified Public Accountant No. 7305 (having been a Company's auditor for 4 year, since 2016), or Certified Public Accountant No. 5113 (having been a Company's auditor for 4 year, since 2016)

Any one auditor as per the name above shall examine and express opinion on the Company financial statements. Information about the history and work experience of each auditor Appeared in the attachment 4 and 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 of the Company, Subsidiaries and associated companies shall be in the amount of Baht 2,105,000 (two million and one hundred and five 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. By proposing the Board of Directors to propose that the Annual General Meeting of Shareholders approve the auditor from Karin Audit Company Limited to be the company's auditor for the year 2020. This appointment will be the 5th consecutive fiscal year from the fiscal year 2016-2020, however, the list of auditors as proposed does not have any relationship or interest with the company, management, major shareholders or related persons of the person, such.

Opinion of the Board of Directors:

The meeting of the Board of Directors No. 3/2020 on 16 April 2020 has concurred with the recommendation of the Audit Committee, and deemed it appropriate to propose to the 2020 AGM to consider and approve the appointment of the auditors and the determination of the remuneration of the auditors for the year 2020 as per the details above.

Unit: Baht

Audit fee	2020 (Proposed year)	2019	2018
Annual audit fee for the consolidated financial statements and the quarterly review fee for the consolidated financial statements	1,680,000	1,600,000	1,500,000

The audit fee for the company for the year 2019, excluding other expenses actually withdrawn in the amount of 66,760 baht.

In addition, it was appropriate to the meeting to acknowledge that Karin Audit Company Limited was selected to be the auditor of 1 subsidiary and 2 associated companies for the year 2020, with the audit fee and a quarterly review fee of subsidiaries and associates in the amount of approximately 425,000 baht, excluding other non-audit fees, with the following details:

Unit: Baht

Audit Fee	2020 (Proposed year)	2019	2018
Audit fees and quarterly review fees of subsidiaries and associated companies	425,000	225,000	-
Number of subsidiaries	1	1	-
Number of associates	2	1	-

(The audit fee for the year 2020 of the subsidiary company may change according to the actual workload during the year)

However, the audit fees of the subsidiaries and associates for the year 2019, not including other expenses, are 43,596 baht.

Audit fees and quarterly review fees of the company, subsidiaries, and associates which actually occurred in 2019 appear as according to Attachment 2, the annual report in CD format.

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 reduction of the registered capital of the company in the amount of 281,595,361 baht from the original 1,757,131,698.04 baht to the registered capital. 1,475,536,337.04 baht by canceling 414,110,825 ordinary shares which have not been issued, with a par value of 0.68 baht per share (sixty-eight satang)

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 281,595,361 baht by cutting off the unissued ordinary shares in the amount of 414,110,825 shares, which is the remaining shares from the allocation to the existing shareholders of the Company in proportion to their shareholding (Right Offering) and the remaining from the exercise of rights to subscribe for the newly issued ordinary shares that the Company has issued and offered the warrants Ordinary shares (B-W5) according to the resolution of the Extraordinary General Meeting of Shareholders No. 1/2019 on July 26, 2019 which will reduce the registered capital of the company From the original registered capital 1,757,131,698.04 baht to 1,475,536,337.04 baht.

The Board of Director's Opinion:

The Board of Directors' Meeting No. 3/ 2020 held on April 16, 2020 considered and resolved to propose to the Annual General Meeting of Shareholders for the year 2020 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 9 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 8, 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	1,475,536,337.04 Baht	(One thousand four hundred seventy-five million, Five hundred thirty-six thousand, three hundred thirty seven Baht and four Satang)
	Divided into	2,169,906,378 shares	(Two thousand one hundred sixty-nine million, nine hundred six thousand three hundred and seventy-eight shares)
	Par Value	0.68 Baht	(sixty-eight Satang)
	Ordinary Shares	2,169,906,378 shares	(Two thousand one hundred sixty-nine million, nine hundred six thousand three hundred and seventy-eight 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 10 Other matters (if any)

Facts and Rationale: This agenda is set for shareholders to ask questions. And / or give opinions To the Board of Directors (if any) and / or have the Board of Directors to clarify Answering shareholders' questions There will not be any other matters proposed to the meeting for approval. And there will not be any votes on this agenda.

In this regard, the company has specified the list of shareholders eligible to attend the Annual General Meeting of Shareholders 2020 on March 17, 2020.

At the Annual General Meeting of Shareholders for the year 2020, 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 12) 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. 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 this regard, for your cooperation, please send the proxy to the company by May 8, 2020 by sending to:

Company Secretary
Begistics Public Company Limited
3656/64 Green Tower, 19th Fl., Unit k, Rama 4 Rd.,
Khlong Tan Subdistrict, Khlong Toei District, Bangkok 10110, Thailand.

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 or fax at 02-3673577 or by mail at Begistics Public Company Limited, 3656/64 Green Tower 19th Floor, Unit K , Rama IV Road, Khlong Tan Subdistrict, Khlong Toei District, Bangkok 10110.

Please be informed accordingly. We would like to invite all shareholders to attend the Annual General Meeting of Shareholders for the year 2020 at the date, time and place indicated above.

Yours faithfully,

 
(GEN. Jongsak Panichkul)

Chairman of the Board of Directors

Note: Shareholders are able to view the Notice of the 2020 Annual General Meeting of Shareholders and the supporting documents on the company's website from April 17, 2020 at <https://www.begistics.co.th/agm-egm/> Title / AGM / EGM / AGM2020 and can send questions regarding the agenda of the 2020 Annual General Meeting of Shareholders in advance, according to the procedure for submitting questions about the shareholders' meeting. Appeared in the attachment 9

(Translation)
Minutes of the Extraordinary General Meeting of Shareholders No. 1/2019
Begistics Public Company Limited

Begistics Public Company Limited (the “Company”) arranged the Extraordinary General Meeting of Shareholders No. 1/2019 on 26 July 2019 at 2.00 p.m. at the meeting room on Chamai Maruchet of Royal Thai Army Club, 195 Vibhavadi-Rangsit Road, Sameen Nai, Phayathai, Bangkok 10400

Directors presented at the meeting

- | | |
|-------------------------------|---|
| 1. Gen. Jongsak Panichkul | Independent Director and Chairman of the Board |
| 2. Mr. Vuthichai Duangratana | Independent Director, Chairman Audit Committee
and Chairman Nomination and Remuneration Committee |
| 3. Mr. Thitisak Skulkroo | Vice Chairman of the Board, Director, Nomination and
Remuneration Committee and Chairman of Executive
Committee |
| 4. Mr. Danai Piamthipmanust | Director and Executive Committee |
| 5. Mr. Pongsiri Sirithorn | Director, Executive Committee and Chief Executive Officer |
| 6. Ms. Suttirat Leeswadtrakul | Director and Executive Committee |
| 7. Mr. Thanee Loketkravee | Director and Executive committee |

Directors who did not attend the meeting

- | | |
|---------------------------------|--|
| 1. Mr. Teeraboon Ariyasuthiwong | Independent Director, Audit Committee and
Nomination and Remuneration Committee |
|---------------------------------|--|

The executives presented at the meeting

- | | |
|----------------------------|---|
| 1. Mrs. Duangnapa Thongsri | Acting Chief Financial Officer and Vice President-
Finance & Account |
| 2. Ms. Korawan Sanchompoo | Company Secretary |

Independent legal advisor from M&T Law Office Company Limited

Mr. Thammarat Sangchan

Representative from the Thai Investors Association Protecting shareholders' rights

Mr. Somyod Saksrikuna

Volunteer, observant From the Thai Investors Association

Mr. Noppadol Pakornnimitdee

The Company has a total of 8 directors, 7 of which are in attendance, representing 87.50% of the directors attending the meeting.

The meeting was called to order at 2.00 p.m.

Gen. Jongsak Panichkul, Chairman of the Board, gave an opening speech and appointed the Company's officer to inform the audience of registration status and voting procedure. The officer then inform the meeting that there was 29 shareholders attending the meeting in person holding 33,946,926 shares and 19 proxy holders holding 356,557,985 shares. The total number of shareholders attending the

meeting in person and via proxy holders were 48 shareholders holding 390,504,911 shares or 44.7950 percent of paid-up shares of the Company, which constituted the quorum as prescribed in the article of association.

The officer then clarified voting procedure to the audience which can be summarized as follows;

Voting Rules of the Shareholders Meeting

- For each agenda, vote casting shall be performed using proxy votes submitted during the registration and/or voting ballots submitted by shareholders during the meeting; one share for one vote. Shareholders or proxy holders shall decide only one from each of the following options for their vote casting; "Approve", "Disapprove", or "Abstain". The votes of each participant cannot be separated, except for custodians holding proxies for foreign investors according to Proxy Form C.
- Shareholders who wish to vote to disapprove or abstain an agenda, please mark the voting ballots provided during meeting registration. The Company shall later deduct total votes of the agenda with the disapproved or abstained votes. For general agendas, according to Public Company Act. B.E.2535, the agendas shall be approved by majority votes of shareholders presenting at the meeting and having voting right. (Voided voting ballots shall be excluded from total votes.) In case of a tie in vote casting, the Chairman of the Board would be granted with a casting vote to determine the matter.
- Proxy voting
 - Proxy holders must cast their votes in accordance to the proxy granter's intention specified in the proxies. Any proxy vote different from the vote casting specified in the proxies shall be deemed as incorrect and shall not be counted.
 - In case that proxy granter did not specify their voting intention in the proxies, or in case of indistinct voting intention or a matter requiring further consideration or additional agendas apart from what specified in the proxy forms; including the case that there is a change in or additional fact, proxy holders may consider the matter and cast their votes as appropriate.

Vote Counting and Announcement of Voting Result

The Company shall inform of vote counting procedure to the meeting prior to each agenda. The Company's officers shall count the votes specified in proxy forms during registration and shall collect voting ballots during the meeting. The Company shall announce voting results of the current agenda after the vote casting process of the next agenda. Hence, for each agenda, the number of attendance may differ since some shareholders might just attend the meeting or leave. However, the Company has appointed an external legal counsel to monitor and check the voting procedure to ensure that the meeting is transparent, lawful and in accordance to the Company's article of association.

For an inquiry, shareholders are encouraged to make an inquiry relating to the agenda. In consideration of other shareholders, for unrelated matters, shareholders please ask during an agenda considering of other matters. As for the inquiry, Chairman might assign directors or the Company's officers relevant to the issue to answer the question. Shareholders who wish to make an inquiry, please raise their hands up and receive a microphone from the officers. Shareholders please announce their names and inform whether they are shareholders or proxy holders, for the purpose of minute taking.

The Company shall disclose the minutes of meeting specifying the voting result of each agenda through the Company's website within 14 days after the meeting (within 9 August 2019).

At this meeting, Mr. Thammarat Sangchan, a legal advisor from M&T Law Office Company Limited, acted as a witness for the vote counting. The Chairman gave the shareholders an opportunity to ask about the voting rules.

After that, the Chairman assigned Mr. Thitisak Skulkroo, Chairman of the Executive Committee Conducting the meeting and proposed to the meeting to consider various matters According to the following agenda

Agenda 2 To consider and approve the minutes of the Annual General Meeting of Shareholders for the year 2019 on 29 April 2019.

Mr. Thitisak Skulkroo Chairman of Executive reported to the meeting that the Company prepared the minutes of the 2019 Annual General Meeting of Shareholders on April 29, 2019, which the Company sent a copy of the said minutes to the shareholders for approval.

After that, Mr. Thitisak Skulkroo asked the meeting whether any shareholders had any questions. Or have an opinion on this agenda?

As none of shareholders asked a question or commented, Mr. Thitisak Skulkroo proposed the meeting to consider certifying the Minutes of the Annual General Meeting of Shareholders of the year 2019 held on 29 April 2019

Mr. Thitisak Skulkroo informed the meeting that this agenda item required majority votes of shareholders presenting in the meeting and having voting rights.

Resolution **The meeting has considered and certified the Annual General Meeting of Shareholders of the year 2019 held on 29 April 2019 with majority votes of shareholders presenting in the meeting and having voting rights as follows;**

Approved	406,202,670 votes	equal to	100.0000%
Disapproved	0 votes	equal to	0.0000%
Abstained	0 votes	equal to	0.0000%
Voided	0 votes	equal to	0.0000%

Note There were 16 shareholders holding 15,697,759 shares who attended the meeting during this agenda, which made total of 64 shareholders attending the meeting and holding 406,202,670 shares.

Agenda 3 To consider and approve the allocation of the newly issued ordinary shares to the existing shareholders of the Company in proportion to their holding (Right Offering) in an amount not exceeding 871,759,905 shares (eight hundred seventy-one million seven hundred fifty-nine thousand nine hundred five shares) To the existing shareholders of the company in proportion to their shareholding (Right Offering) at the rate of 1 existing share to 1 new ordinary share At the offering price of 0.33 baht per share (thirty-three satang), totaling not more than 287,680,768.65 baht (two hundred and eighty seven million six hundred eighty seven hundred sixty eight baht sixty five satang). In case of having a fraction of shares, it shall be disregarded the Company will determine the list of shareholders entitled to subscribe for the newly issued ordinary shares in proportion to their shareholding (Record Date) on August 6, 2019. The company will determine the date for subscription of the ordinary shares of the company and payment for shares between Date 26-30 August 2019 (Total 5 working days) In case that the remaining ordinary shares from the allocation to the existing shareholders in proportion to the RO in the first round, the company will allocate those ordinary shares to shareholders. Existing partners who wish to subscribe for excess rights in proportion to their existing shareholding. At the same price as the shares allotted according to the rights. However, the granting of such rights of the company is still uncertain. As it must wait for approval from the shareholders' meeting with the objective of using the capital increase as per the details of the meeting invitation

Mr. Thitisak Skulkroo Chairman of Executive has informed the allotment of the increased ordinary shares to the existing shareholders of the company in proportion to their holding (Right Offering) in an amount not exceeding 871,759,905 shares (eight hundred seventy-one million seven hundred fifty-nine thousand nine hundred five shares) to Existing shareholders in proportion to their shareholding (Right Offering) at the rate of 1 existing share to 1 new ordinary share. At the offering price of 0.33 baht per share (thirty-three satang), totaling not more than 287,680,768.65 baht (two hundred and eighty-seven million six hundred eighty- seven hundred sixty-eight baht sixty-five satang). In case of having a fraction of shares, it shall be disregarded the Company will determine the list of shareholders entitled to subscribe for the newly issued ordinary shares in proportion to their shareholding (Record Date) on August 6, 2019. The company will determine the date for subscription of the ordinary shares of the company and payment for shares between Date 26-30 August 2019 (Total 5 working days) In case that the remaining ordinary shares from the allocation to the existing shareholders in proportion to the RO in the first round, the company will allocate those ordinary shares to shareholders. Existing partners who wish to subscribe for excess rights in proportion to their existing shareholding. At the same price as the shares allotted according to the rights. However, the granting of such rights of the company is still uncertain. As it must wait for approval from the shareholders' meeting with the objective of using the capital increase Details of the meeting invitation sent as follows:

To use the proceeds from the capital increase	Proportion of use of funds from capital increase (percent)	Period of use of capital increase
1 Invest in businesses that are studying energy projects. Which is not a business that the company currently operates, namely transportation, port, logistics and factoring	43	2019-2021
2 Invest in transportation business	14	2019-2021
3 Investing in port business	5	2019-2021
4 Invest in Beyond Capital Co., Ltd. (a subsidiary company)	17	2019-2021
5 Investing to support business expansion	13	2019-2021
6 Working capital in the business	8	
Total	100	

In this regard, the company plans to use the remaining funds from the offering of newly issued ordinary shares in the amount of 177.22 million baht and the remaining funds from the sale of land in the amount of 122.78 million baht, totaling 2 items in the amount of 300 million baht to allocate according to the proportion of the objectives. The use of funds ranked 1 through 6 above And when the capital increase in accordance with objective 1 to item 5 remains, can be used with objective 6 as the remaining amount And if the aforementioned capital increase is not fully allocated according to the objectives The company has guidelines for finding additional funding sources from financial institutions and various capital groups.

Capital increase according to the resolution of the Extraordinary General Meeting of Shareholders No. 1/2018 on 8 February 2018 and proceeds from the sale of land according to the resolution of the Board of Directors Meeting No. 2/2018 on 27 February 2018.

Purpose of using original money	Capital increase (remaining)	Money from sales of land (outstanding)	Total
1. Investments in van trucks for expanding land transportation services	46.00		46.00
2. Investments for port and warehouse improvements	33.00		33.00
3. Working capital for customs clearance and international freight forwarding services (C/Clearance & NVOCC)	49.40		49.40
4. Invest to support business expansion.	48.82		48.82
5. Working capital in business		122.78	122.78
Total	177.22	122.78	300.00

Since the study of investment in the energy business at present is clear in terms of the total investment amount of 340 million baht, the Board of Directors would like to adjust the amount of objectives for the use of new capital increase as follows:

Purpose of using the requested money	Proportion of use of funds received from the capital increase (Million Baht)	Proportion of use of funds received from the capital increase (Percentage)	Period of capital increase use
1. Invest in businesses that are under study for energy projects Which is not the business that the company is currently operating in the port transportation, logistics and loan factoring	340	58	2019-2021
2. Investment in port business	30	5	2019-2021
3. Investment in Beyond Capital Company Limited (a subsidiary company)	100	17	2019-2021
4. Invest to support future business expansion.	77	13	2019-2021
5. Working capital	40	7	
Total	587	100	

And when the capital increase in accordance with objectives 1 to 3, the remaining balance can be used for objectives 4 and 5 according to the remaining amount and if the aforementioned capital increase is not fully allocated according to the objectives the Company has guidelines for finding additional funding sources from financial institutions and various capital groups.

After that, Mr. Thitisak Skulkroo asked the meeting whether any shareholders had any questions. Or have an opinion on this agenda?

Mr. Narongchai Simaraj, a shareholder, would like to ask that the company has 300 million remaining funds. The purpose of this capital increase is mainly to invest in energy. If not investing in energy, does the company need to increase capital?

Mr. Thitisak Skulkroo, Chairman of Executive. Yes, the company has 300 million baht in capital increase and the purpose of raising the capital for use in the energy business is 340 million baht.

Mr. Narongchai Simaraj, a shareholder, wanted to know what the energy business is. And when to spend money and is it worth the investment

Mr. Thitisak Skulkroo, Chairman of Executive. The project that the company has studied for a while is a business about renewable energy. Stay in vietnamese Negotiating for the project due to the fin due to legal due to the return of interest in the long-term for 20 years. In this case, after studying for a while, it is considered Potential, which the Vietnamese government does not discriminate like the state. Thai Rate throughout the contract period, which is the rate that can be used in every business. It can be observed that other public companies invest in most of Vietnam. If you wait to make a profit, then the investment should be too slow.

Mr. Narongchai Simaraj, a shareholder, currently has a bad economy. Increasing capital by 0.33 baht will make the stock price low. Caused share premium Waiting for the stock price to increase more than this, gradually increase the capital or not?

Mr. Thitisak Skulkroo, Chairman of Executive. On the other hand, the capital increase at the current price There is a lot of difference in value which is not taking advantage of shareholders in the future, once the profits are made, there will be a share restructuring again. To be able to pay dividends Which we expect this year to make a profit Stop increasing accumulated losses every year. The management is especially trying to accelerate. Chief Executive Officer and Team We go into many businesses, each business is profitable. From the expansion of the Freight Forwarding, now it is growing steadily. In the domestic transport segment, the main product was mill. That is a large customer Currently, we are looking for new customers to increase the proportion by the end of this year equal to 40:60. The Millcon will have only 60% proportion. Next year will have the proportion 50:50. There are many more types of customers. up We go into a business that must be said to replace the global logistics group. Our work is currently comparable to many large companies, which customers who have used the services of world-class companies turn back to use our services very soon. There will be a press conference asking for a contract

before we are preparing the work. The customer thinks that we are likely to be a potent because other international companies are always expensive. The Thai part is either too small or not up to standard. Customer service is also good. Appropriate tools used We have not invested in a small amount of IT, but we have a relatively effective program. From the beginning that we started work in the last year, there are a lot of obstacles, which can be seen in the improved three-quarter budget. Additional businesses have contacted Malaysia, Singapore to make cross-border products, something that the team does without stopping us adding more. Traveled to see all the checkpoints in the country, which checkpoints, which are potent and how to walk in order to have a significant income and profit If having an income without profit, it will be tiring. Why did you set up Beyond to use the short-term money left to apply? Is a credit in the group Subcontractors are also good for general customers. To keep the money dormant that gets just a little interest Beyond the policy that has been announced is only 15% interest per year. Who wants to use it. Double collateral. If it is a stock, it must have liquidity. There are no shares, no one shares, two hundred thousand shares per day, no shares accepted Like at the beginning of last year, we have given us a fair amount of interest. Better than running a car for a hundred trips. May I say that? But in the logistics business, many shareholders who are executives in the logistics business know that the profits are Is in the way of managing, if we continue to run this business, it will only make sustainable profits But when the opportunity came, we would like to present to increase the capital, so can tell the price that is at that time, looking at the stock price at 66 satang, which is the market price on the day we propose. So we are OK that it should be submitted for approval. When completed, we will adjust the structure to pay dividends as quickly as possible. All of which is a reason to propose to increase RO capital.

When no shareholder asked any questions or comment, Mr. Thitisak Skulkroo informed the meeting that this agenda must be approved by a vote of not less than three- fourths of the total votes of the shareholders attending the meeting.

Resolution the meeting The meeting considered And resolved to approve the allocation of newly issued ordinary shares to the existing shareholders of the Company in proportion to their holding (Right Offering) in an amount not exceeding 871,759,905 shares (eight hundred seventy-one million seven hundred fifty-nine thousand nine hundred five shares) To the existing shareholders of the company according to the proportion of shareholding (Right Offering) at the rate of 1 existing share to 1 new ordinary share At the offering price of 0.33 baht per share (thirty-three satang), totaling not more than 287,680,768.65 baht (two hundred and eighty seven million six hundred eighty seven hundred sixty eight baht sixty five satang). In case of having a fraction of shares, it shall be disregarded The company will determine the list of shareholders entitled to subscribe for the newly issued ordinary shares in proportion to their shareholding (Record Date) on August 6, 2019. The company will determine the date for subscription of the ordinary shares of the company and payment for shares between Date 26-30 August 2019 (Total 5 working days) In case that the remaining ordinary shares from the allocation to the existing shareholders in proportion to the RO in the first round, the company will allocate those ordinary shares to shareholders. Existing partners who wish to subscribe for excess rights in proportion to their existing shareholding. At the same price as the shares allotted according to rights With a vote of not less than 3 in 4 out of the total votes of the shareholders who attended the meeting and having the right to vote With details as follows;

Approved	391,766,822 votes	equal to	96.4459%
Disapproved	14,436,783 votes	equal to	3.5541%
Abstained	0 votes	equal to	0.0000%
Voided	0 votes	equal to	0.0000%

Note There were 5 shareholders holding 935 shares who attended the meeting during this agenda, which made total of 69 shareholders attending the meeting and holding 406,203,605 shares.

Agenda 4 To consider and approve the offering of warrants No. 5 (B-W5) in an amount not exceeding 290,586,635 units to allot to the existing shareholders at the rate of 3 existing ordinary shares. Receive a warrant to purchase 1 ordinary share of the company, free of charge (Fraction of the 1 Warrant that is not a full amount, calculated from rounding off) Exercise ratio 1 unit can exercise the right to purchase 1 new ordinary share of the Company at the exercise price of 0.35 baht per share and the period of time The exercise of 1 year and 6 months from the date of issuance of the Warrants by Determine the list of shareholders entitled to receive the allotment of the warrants on 6 August 2019.

Mr. Thitisak Skulkroo, Chairman of Executive. Has informed the offering of warrants no. 5 (B-W5) not more than 290,586,635 units to allot to the existing shareholders at the rate of 3 existing ordinary shares Receive a warrant to purchase 1 ordinary share of the company, free of charge (Fraction of the 1 Warrant that is not a full amount, calculated from rounding off) Exercise ratio 1 unit can exercise the right to purchase 1 new ordinary share of the Company at the exercise price of 0.35 baht per share and the period of time The exercise of 1 year and 6 months from the date of issuance of the Warrants by Determine the list of shareholders entitled to receive the allotment of the warrants on 6 August 2019.

After that, Mr. Thitisak Skulkroo asked the meeting whether any shareholders had any questions. Or have an opinion on this agenda?

When no shareholder asked any questions or comment, Mr. Thitisak Skulkroo informed the meeting that this agenda must be approved by a vote of not less than three- fourths of the total votes of the shareholders attending the meeting.

Resolution the meeting considered and resolved to approve the offering of warrants no. 5 (B-W5) in an amount not exceeding 290,586,635 units to allot to the existing shareholders at the rate of 3 existing ordinary shares. Receive a warrant to purchase 1 ordinary share of the company, free of charge (Fraction of the 1 Warrant that is not a full amount, calculated from rounding off) Exercise ratio 1 unit can exercise the right to purchase 1 new ordinary share of the Company at the exercise price of 0.35 baht per share and the period of time The exercise of 1 year and 6 months from the date of issuance of the Warrants by Determine the list of shareholders entitled to receive the allotment of the warrants on 6 August 2019, with a vote of not less than three- fourths of the total number of votes of the shareholders attending the meeting and having the right to vote. With details as follows;

Approved	406,219,573 votes	equal to	100.0000%
Disapproved	0 votes	equal to	0.0000%
Abstained	0 votes	equal to	0.0000%
Voided	0 votes	equal to	0.0000%

Note There were 1 shareholders holding 15,968 shares who attended the meeting during this agenda, which made total of 70 shareholders attending the meeting and holding 406,219,573 shares.

Agenda 5 To consider and approve the allocation of the newly issued ordinary shares to support the rights adjustment of the warrants No. 3 (B-W3) and No.4 (B-W4) since Agenda 3 and Agenda 4. The company offers new shares. And offer for sale of any new securities Which the securities give the right to subscribe for ordinary shares While the average price per newly issued ordinary shares Or newly issued ordinary shares to support such rights less than 90 percent of the market price of the company's ordinary shares To comply with the rights adjustment conditions stipulated in the B-W3 Terms and Conditions of B-W4, the Company has to adjust the rights for Warrant 3 (B-W3) and Warrant 4 (B-W4).) As follows;

- 1. Allocate not more than 90,430,000 new ordinary shares, with a par value of 0.68 baht per share, to support the adjustment of the rights of the warrants no. 3 (B-W3)**
- 2. Allocate no more than 32,210,000 newly issued ordinary shares with a par value of 0.68 baht per share to support the rights adjustment of the 4th warrants (B-W4).**

Mr. Thitisak Skulkroo, Chairman of Executive. Has informed the allotment of newly issued ordinary shares to support the rights adjustment of the warrants No. 3 (B-W3) and No. 4 (B-W4) since agenda 3 and agenda 4. The company offers new shares. And offer for sale of any new securities Which the securities give the right to subscribe for ordinary shares While the average price per newly issued ordinary shares Or newly issued ordinary shares to support such rights less than 90 percent of the market price of the company's ordinary shares To comply with the rights adjustment conditions stipulated in the B-W3 Terms and Conditions of B-W4, the Company has to adjust the rights for Warrant 3 (B-W3) and Warrant 4 (B-W4).) As follows;

1. Allocate not more than 90,430,000 new ordinary shares, with a par value of 0.68 baht per share, to support the adjustment of the rights of the warrants no. 3 (B-W3)
2. Allocate no more than 32,210,000 newly issued ordinary shares with a par value of 0.68 baht per share to support the rights adjustment of the 4th warrants (B-W4).

After that, Mr. Thitisak Skulkroo asked the meeting whether any shareholders had any questions. Or have an opinion on this agenda?

Mr. Narongchai Simaroi, a shareholder of the lower share price, has caused a solution dilute from 60 satang to 30 satang. Exercise price should have to be changed in terms of w4, 3 by decreasing or not.

Mr. Thitisak Skulkroo, Chairman of Executive. Certainly down, but still higher than the current market price, which will be announced to adjust the rights within 5 August 2019.

When no shareholder asked any questions or comment, Mr. Thitisak Skulkroo informed the meeting that this agenda must be approved by a vote of not less than three- fourths of the total votes of the shareholders attending the meeting.

Resolution the meeting considered and resolved to approve the allocation of the newly issued ordinary shares to support the rights adjustment of the warrants No. 3 (B-W3) and No.4 (B-W4) since Agenda 3 and Agenda 4. The company offers new shares. And offer for sale of any new securities Which the securities give the right to subscribe for ordinary shares While the average price per newly issued ordinary shares Or newly issued ordinary shares to support such rights less than 90 percent of the market price of the company's ordinary shares To comply with the rights adjustment conditions stipulated in the B-W3 Terms and Conditions of B-W4, the Company has to adjust the rights for Warrant 3 (B-W3) and Warrant 4 (B-W4).) As follows;

- 1. Allocate not more than 90,430,000 new ordinary shares, with a par value of 0.68 baht per share, to support the adjustment of the rights of the warrants no. 3 (B-W3)**
- 2. Allocate no more than 32,210,000 newly issued ordinary shares with a par value of 0.68 baht per share to support the rights adjustment of the 4th warrants (B-W4).**

Approved	406,224,573 votes	equal to	100.0000%
Disapproved	0 votes	equal to	0.0000%
Abstained	0 votes	equal to	0.0000%
Voided	0 votes	equal to	0.0000%

Note There were 1 shareholders holding 5,000 shares who attended the meeting during this agenda, which made total of 71 shareholders attending the meeting and holding 406,224,573 shares.

Agenda 6 To consider and approve the capital increase of the company from 883,340,850.84 baht to 1,757,131,698.04 baht by issuing new ordinary shares 873,790,847.20 baht by issuing new ordinary shares in the amount of 1,284,986,540 shares at par value of 0.68 baht per share

Mr. Thitisak Skulkroo, Chairman of Executive. Has notified the capital increase of the company from 883,340,850.84 baht to 1,757,131,698.04 baht by issuing new ordinary shares 873,790,847.20 baht by issuing new ordinary shares 1,284,986,540 shares, with a par value of 0.68 baht per share, with the following details:

1. Increasing the amount of not exceeding 871,759,905 shares (Eight hundred and seventy-one million seven hundred fifty-nine thousand nine hundred and five shares) to the existing shareholders of the company in proportion to their shareholding (Right Offering) at the rate of 1 existing ordinary share. Per 1 new ordinary share at the offering price of 0.33 baht per share (thirty-three satang), totaling not more than 287,680,768.65 baht (two hundred and eighty- seven million six hundred eighty- seven hundred sixty- eight baht sixty- five satang)
2. Issue and offer warrants of not more than 290,586,635 units to be allocated to existing shareholders at the rate of 3 existing ordinary shares. Receive a warrant to purchase 1 ordinary share of the company, free of charge (Fraction of the 1 Warrant that is not a full amount, calculated from rounding off) Exercise ratio 1 unit can exercise the right to purchase 1 new ordinary share of the Company at the exercise price of 0.35 baht per share and the period of time The exercise of 1 year and 6 months from the date of issuance of the Warrants.
3. Allocate not more than 90,430,000 new ordinary shares, with a par value of 0.68 baht per share, to support the adjustment of the rights of the warrants no. 3 (B-W3)
4. Allocate no more than 32,210,000 newly issued ordinary shares with a par value of 0.68 baht per share to support the rights adjustment of the 4th warrants (B-W4).

After that, Mr. Thitisak Skulkroo asked the meeting whether any shareholders had any questions. Or have an opinion on this agenda?

When no shareholder asked any questions or comment, Mr. Thitisak Skulkroo informed the meeting that this agenda must be approved by a vote of not less than three- fourths of the total votes of the shareholders attending the meeting.

Resolution the meeting considered and resolved to approve the capital increase of the company from 883,340,850.84 baht to 1,757,131,698.04 baht by issuing new ordinary shares 873,790,847.20 baht by issuing new ordinary shares in the amount of 1,284,986,540 shares at par value of 0.68 baht per share. As proposed with a vote of not less than three- fourths of the total votes of the shareholders who attended the meeting and had the right to vote, with the following details:

Approved	406,224,573 votes	equal to	100.0000%
Disapproved	0 votes	equal to	0.0000%
Abstained	0 votes	equal to	0.0000%
Voided	0 votes	equal to	0.0000%

Agenda 7 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.

Mr. Thitisak Skulkroo, Chairman of Executive. Has informed that in order to comply with the reduction of the registered capital of the company As shown in Agenda 6, the company has to amend the company's Memorandum of Association, Article 4. To use the following text instead.

“Clause 4 Separated By	Registered Capital	1,757,131,698.04 Baht	(One thousand seven hundred Fifty -seven million, one hundred thirty- one thousand six hundred ninety- eight baht four Satang)
	Divided into	2,584,017,203 Shares	(Two thousand five hundred Eighty- four million ten thousand seven thousand two hundred three shares)
	Par Value	0.68 Baht	(Sixty-eight Satang)
	Ordinary Shares	2,584,017,203 Shares	(Two thousand five hundred Eighty- four million ten thousand seven hundred two hundred three shares)
	Preferred Shares	- Shares (-)”	

After that, Mr. Thitisak Skulkroo asked the meeting whether any shareholders had any questions. Or have an opinion on this agenda?

When no shareholder asked any questions or comment, Mr. Thitisak Skulkroo informed the meeting that this agenda must be approved by a vote of not less than three- fourths of the total votes of the shareholders attending the meeting.

Resolution the meeting considered and resolved to 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. As proposed with a vote of not less than three- fourths of the total votes of the shareholders who attended the meeting and had the right to vote, with the following details:

Approved	406,224,573 votes	equal to	100.0000%
Disapproved	0 votes	equal to	0.0000%
Abstained	0 votes	equal to	0.0000%
Voided	0 votes	equal to	0.0000%

Agenda 8 To consider and approve the delegation of powers related to capital increase and related matters.

Mr. Thitisak Skulkroo, Chairman of Executive. Has informed that in order to streamline operations The Board of Directors therefore proposed to the shareholders' meeting to approve the delegation of power to the Board of Directors or persons assigned by the Board of Directors. To carry out matters relating to the capital increase Allotment of new ordinary shares and other related agenda as follows;

1. Determine and / or modify the details, terms or conditions related to the allocation And / or offer for sale of newly issued ordinary shares And / or warrants, including but not limited to the allocation and / or offering of newly issued ordinary shares And / or all or part of the warrants Offering for one time or from time to time. Offering period How to buy and pay And other necessary or relevant details for the allocation And / or offer for sale of newly issued ordinary shares And / or warrants in both the offering to the existing shareholders of the company and the offering to the private placement.

2. Consider not allocating and / or offering or canceling the allocation And / or offer for sale of newly issued ordinary shares in the event that the shareholding of those who do not have Thai nationality in the company exceeds the amount specified in the company's regulations.
3. Appoint financial advisors Legal counsel Consultant or other service provider.
4. Contact, negotiate, enter, sign, submit and / or amend the request, request for permission, information disclosure, report and / or any necessary documents or related to the allocation Registration of capital increase And related items and / or the listing of newly issued ordinary shares as listed securities Making a statement Confirmation Providing any information to relevant agencies Including but not limited to the Securities and Exchange Commission The Stock Exchange of Thailand and the Ministry of Commerce.
5. Coordinate with government agencies or related regulatory agencies such as the Ministry of Commerce Securities and Exchange Commission Stock Exchange of Thailand Person or any other agency related to the implementation of Agenda 2 to Agenda 7.
6. Take any action that is necessary or related to the implementation of the second period to Agenda 7 or as deemed appropriate in order to increase the registered capital. Allocation and / or offering of newly issued ordinary shares of the Company according to Agenda 2 through Agenda 7 successfully.

After that, Mr. Thitisak Skulkroo asked the meeting whether any shareholders had any questions. Or have an opinion on this agenda?

When no shareholder asked any questions or comment, Mr. Thitisak Skulkroo informed the meeting that this agenda must be approved by a majority of the shareholders who attend the Meeting and cast their votes.

Resolution the meeting considered and resolved to approve the delegation of powers related to capital increase and related matters. As proposed with a vote of a majority of the shareholders who attend the Meeting and cast their votes, with the following details:

Approved	406,224,573 votes	equal to	100.0000%
Disapproved	0 votes	equal to	0.0000%
Abstained	0 votes	equal to	0.0000%
Voided	0 votes	equal to	0.0000%

Agenda 9 Other matters (if any)

Mr. Manoon, the shareholder that you proposed to increase capital for investment in the project in Vietnam How confident is it to get a refund?

Mr. Thitisak Skulkroo, Chairman of Executive. When investing in other countries, you must actually learn that investing everywhere has risks. But to reduce the risk is to work more. Conducting a thorough study, going to a place to talk to the government for a while, making us confident that things That is better than doing the same business in Thailand Which other public companies also invest, such as B. Grimm Super, but our location is different from the 2 companies mentioned in the south. Because ours are a little bit on top, not very high Regarding investment assessment, we look at all aspects of the Country Risk. It must be said that Vietnam is higher than Thailand. Politically, he's better than us. In terms of what we are watching, Country Rick does not have Project Chris has legal divisions for both us and Vietnam. And this investment will include large banks in Thailand that are not government agencies and provide support as well. Everything goes according to the process. What we do is we want the company to make a profit. When there is an opportunity that can be done, we should do it.

Mr. Narongchai Simaroj, shareholder, is not sure how much the bank holds.

Mr. Thitisak Skulkroo, Chairman of Executive. The bank will have a limited proportion of shares.

Mr. Narongchai Simaroj, shareholder, if the bank participates in, it will be comfortable in the sense that the bank can look wider than us.

Mr. Thitisak Skulkroo, Chairman of Executive. We have opened options for the bank. Which the bank threshold can hold no more than 10%, but at first the bank will provide credit support first Completed

from credit We have been operating for a while and will give the bank the opportunity to invest. There are more opportunities for us to expand.

Mr. Thitisak Skulkroo, Chairman of Executive. Thank you to the shareholders for your suggestions. I don't know. Is there any shareholder with any questions or suggestions?

The attendees did not inform the names of the companies they invested in e-commerce, with some returns.

Mr. Thitisak Skulkroo, Chairman of Executive. Asked the Chief Executive Officer to explain to the shareholders

Mr. Pongsiri Sirithorn, Chief Executive Officer. Thank you, Chief Executive Officer. The issue of holding shares in the e-commerce group is about Psychic. Because after investing, it responds back to the business that we have acquired As the executive chairman has said above, soon there may be a press As for the new business that will really come in, is the aftermath of the outside view of us as a harbor. Today, we are entering the digital logistics business. Which we use that side profile to further our business In terms of investment, we believe that it will take 2-3 years for the company to invest in which is in their expansion phase. His return is profitable and has many investors. Causing his added value to start to increase in the long run In the short-term The medium term is our business matter that will Our driver in the field of logistics and e-commerce As I reported earlier, Ali Baba's story Today, we operate the transportation for the Ali Baba group, Cheryaeng. After that, there will be additional business expansion.

The attendees did not report the name of the lawsuit against the old committee. Unknown where

Mr. Thitisak Skulkroo, Chairman of Executive. That should be a lawsuit against the subsidiary. Not suing the former management Which the subsidiary has already gone bankrupt.

The attendees did not report the name. How did the company lose?

Mr. Thitisak Skulkroo, Chairman of Executive. Didn't get anything We have finished all the legal issues.

The attendees did not report the name of the terminal, still having to dig or not.

Mr. Thitisak Skulkroo, Chairman of Executive. Actually, we have to dig But passing through the front of the harbor, there are more boats in and out Causing the depth to be very deep, naturally by the boat going in and out Causing the pose to be 5.5 meters deep from three meters Which we try to get the boat into the harbor as much as possible According to the criteria that we have to renew the license at the end of this year, if the boat doesn't come in a lot, the company needs to dig to get the required depth to be able to renew the license.

The attendees did not report the name of the tractor extension in the first place in order to respond to customers who use the port. Are there any customers coming to use the port services? How much is the proportion?

Mr. Thitisak Skulkroo, Chairman of Executive. Regarding the proportion, ask the Chief Executive Officer to answer the question But I will answer the principles first from the original, dragging the head to support the port Nowadays we use it but the amount is not enough. One day we use about two hundred trips on average. We have all forty cars now. And there will be more Fifteen vehicles, in response to this, which is currently not enough to use Sub quite a lot. In this case, we can proceed to the head unit or Truck can make profit by yourself and the standard amount can be improved, which we run almost full weight around Three kilograms per liter in the business threshold is high In the past, our car ran for one trip and was glad. But now, we can do 1.4-1.5 trips a day. We have brought money to manage the software, which does not use a lot of money, allowing us to follow the car anywhere, everywhere, allowing the car to be allocated. Is a system that allows us to work more efficiently from last year, an average of around five hundred trips this year has climbed up a lot. As for the development, it does not stop having the socket doors to transport the cabinet by finding more customers. From the trackable system that makes customers happy, we have CS to keep track of where the car is going to be doing. By using the standards of a multinational company as our criteria, I believe that our tractor will stop there, about 48 fully completed vehicles, not more than 60, with more Sub service, which must take care of him to have some work. But our car has to run before our car stops when it means repair We try not to cause the Conflict of Interest in the work. The logistics system is very fragile.

Mr. Narongchai Simaroj, the shareholder, terminated the contract with Tata The company bought the car, right?

Mr. Thitisak Skulkroo, Chairman of Executive. Tata, we didn't buy. Is a deposit for his car to be parked in the showroom according to his criteria We want to use him, but the service center is not enough. We didn't think of running around in the eastern region. We want to provide more than that. The car is of good quality, the price is not expensive, but we found that the service center is not enough, so have to use HINO again. Therefore requesting cancellation and requesting a refund which ends well.

Mr. Somyot Saksrikuna prestige Rights protection volunteers. May I ask about the subjects Previously asked about the anti-corruption project I don't know where the steps are.

Mr. Pongsiri Sirithorn, Chief Executive Officer. Has informed that it is in the auditing process for all processes And risk assessment Due to the internal restructuring Therefore the steps have to be moved out The team is trying to speed up the document collection process. And under the supervision of the Risk Management Committee Which is expected to be completed soon

The attendees did not give names. I have never seen the real person of B Logistics Pier in Bang Pakong. Would you like the company to arrange a bus to bring shareholders to visit the port?

Mr. Thitisak Skulkroo, Chairman of Executive. Will you be pleased to make an appointment?

The attendees did not give names. Good to make Shareholders feel more confident

Mr. Thitisak Skulkroo, Chairman of Executive. Must study like this Bang Pakong Pier is a port that has a fair age Before we got the good BU Head of the port, we have to learn that sometimes the maintenance is quite expensive. But now we have our technicians to repair themselves, so the maintenance budget is not very high When are you going? Is it good next month?

The attendees did not give names. Next month, maybe mid?

Mr. Thitisak Skulkroo, Chairman of Executive. The Chief Executive Officer wishes to be on August 22, 2019, because Wednesday is stuck on a mission at the stock exchange. I will have the staff in front of the meeting room be notified of the names to join to visit Bang Pakong Port. By providing name, surname, and telephone number if there is an email Time will be notified via email and phone again.

Mr. Thitisak Skulkroo, Chairman of Executive. Is there any shareholder who has any additional questions or suggestions? If there is no, I would like to invite the President to close the meeting.

When there were no further questions or comments from the shareholders, Gen. Jongsak Panichkul, Chairman of the Board, therefore thanked and declared the meeting adjourned.

The meeting was adjourned at 3.30 p.m.

Best regards,

(Gen. Jongsak Panichkul)
Chairman of the Board

(Ms. Korawan Sanchompoo)
Minute Taker

Attachment to Agenda 5**Profiles of the Persons Nominated to be Directors**

Name General Jongsak Panichkul

Age(year) 70

Address 3656/64 Green Tower, 19 Fl., Unit k, Rama 4 Rd.,
Khlongton, khlongtoei, Bangkok 10110

Position Independent Director, Chairman of Director

Number of shares held in the company (as of March 17, 2020) None

Date of first appointment 22 October, 2015

Number of years as a Director 4 years 5 Months

Conflict of interest in this meeting Agenda 5 To approve the appointment of director for a replacement of directors who retired by rotation
Agenda 6 To approve the remuneration of the Company's Board

**Education**

- National Defense College 4515
- Army Chief of Staff School Set 61
- Chulachomklao Royal military Academy, batch 20

Director Training (IOD) - Director Certification Program (DCP), batch 216/2016

Working Experiences

Oct 2015 – Present Independent Director and Chairman of Director Begistics Public Company Limited.

Oct 2009 Chairman of the Advisory Committee to the Ministry of Defense

Oct 2008 Secretary-General of the Defense Council (by position) Ministry of Defense
Steward, clerk of the hall Ministry of Defense

Oct 2007 Chief of the Chief of Staff for the Permanent Secretary of the Ministry of Defense
Office of the Special Panel Ministry of Defense

Oct 2006 Secretary of Defense Ministry
Special Advisor, Office of the Permanent Secretary for Defense

Positions in other Listed companies None

Positions in other Non-Listed companies None

Relationship Characteristics of nominated persons qualified as independent directors

1. Being close relatives to other executive / major shareholders controlling person / subsidiaries None
2. Having relationship in any of these characteristics to company / subsidiary company /major shareholder / or controlling person either at present or during the past 4 years

- Be an executive director, staff, employee or advisor who receives salary None
- Be a professional service provider None
- Having material business relationship in such a way that may affect their independence None
- Directorship or management position in other listed companies and other companies None

Forbidden Qualifications

- Never dishonestly committed an offence against property
- Never entered into any transaction which may cause conflict of interest against company during the year

Meeting attendance Board of Directors 10 times, attended 10 times

Attachment to Agenda 5
Profiles of the Persons Nominated to be Directors

Name Mr. Thanee Loketkravee
Age (year) 48
Address 3656/64 Green Tower, 19 Fl., Unit k, Rama 4 Rd.,
 Khlongton, khlongtoei, Bangkok 10110.
Number of shares held in the company (as of March 17, 2020) None
Date of first appointment 27 February 2018
Number of years as a Director 2 years 1 month



Conflict of interest in this meeting Agenda 5 To approve the appointment of director for a replacement of directors who retired by rotation
Agenda 6 To approve the remuneration of the Company's Board

Education

- Certificate of Management Development Program Wharton school of Business, University of Pennsylvania
- Master of Business Administration Loyola University of Chicago
- Bachelor of Financial Management Southern Illinois University

Director Training (IOD) None

Working Experiences

Feb 2018– Present Director/Executive Director, Begistics Public Company Limited.
 2015 – Present Executive Director / Senior Executive Vice President of Sale and Marketing, Millcon Steel Plc.
 Director, Suntech Metals Co., Ltd.
 2012 – 2015 Recycle Metal and Plastic Department Manager, SCG Trading Co., Ltd.

Positions in other Listed companies 1 place, Millcon Steel Plc.
Positions in other Non-Listed companies 1 place, Suntech Metals Co., Ltd.

Relationship Characteristics of nominated persons qualified as independent directors

1. Being close relatives to other executive / major shareholders controlling person / subsidiaries None
2. Having relationship in any of these characteristics to company / subsidiary company /major shareholder / or controlling person either at present or during the past 2 years
 - Be an executive director, staff, employee or advisor who receives salary None
 - Be a professional service provider None
 - Having material business relationship in such a way that may affect their independence None
 - Directorship or management position in other listed companies and other companies None

Forbidden Qualifications

- Never dishonestly committed an offence against property
- Never entered into any transaction which may cause conflict of interest against company during the year

Meeting attendance Board of Directors 10 times, attended 10 times
 Executive Committee 14 times, attended 12 times

Attachment to Agenda 5
Profiles of the Persons Nominated to be Directors

Name Mr. Teeraboon Ariyasuthiwong
Age(year) 41
Address 3656/64 Green Tower, 19 Fl., Unit k, Rama 4 Rd.,
 Khlongton, khlongtoei, Bangkok 10110.
Number of shares held in the company (as of March 17, 2020) None
Date of first appointment 25 February 2019
Number of years as a Director 1 year 1 month
Conflict of interest in this meeting Agenda 5 To approve the appointment of director for a replacement of directors who retired by rotation
Agenda 6 To approve the remuneration of the Company's Board



Education

- Bachelor of Engineering (Computer) Chulalongkorn University

Director Training (IOD) None

Working Experiences

Feb 2019- Present Independent Director, Member of Audit Committee and Member of the Nomination and Remuneration Committee, Begistics Public Company Limited.
 2017- Present Chief Operating Officer, Builk One Group Company Limited.
 2012 - 2017 Managing Director, Long Kong Studio Company Limited.

Positions in other Listed companies None

Positions in other Non-Listed companies 1 place, Builk One Group Company Limited.

Relationship Characteristics of nominated persons qualified as independent directors

1. Being close relatives to other executive / major shareholders controlling person / subsidiaries None
2. Having relationship in any of these characteristics to company / subsidiary company /major shareholder / or controlling person either at present or during the past 1 years
 - Be an executive director, staff, employee or advisor who receives salary None
 - Be a professional service provider None
 - Having material business relationship in such a way that may affect their independence None
 - Directorship or management position in other listed companies and other companies None

Forbidden Qualifications

- Never dishonestly committed an offence against property
- Never entered into any transaction which may cause conflict of interest against company during the year

Meeting attendance Board of Directors 6 times, attended 5 times
 Audit Committee 4 times, attended 4 times
 the Nomination and Remuneration Committee 3 times, attended 3 times

Attachment to Agenda 7

Information on Auditor' profile Karin Audit Company Limited.	
Name - Surname	Mr. Jadesada Hungsapruet
CPA (Thailand) No.	3759
Education	● Bachelor of Accounting, Thammasat University
Current Position	Audit Partner Karin Audit Company Limited.
Professional Experience	<ul style="list-style-type: none"> ● Auditor approved by of the securities and Exchange Commission (SEC) office, Thailand. ● Industrial Finance Corporation of Thailand ● Cathay Lease Plan Public Company Limited, Group. ● United Farmer & Industry Company Limited ● Charoen Pokphand Foods Public Company Limited, Group. ● Asian Seafoods Coldstorage Public Company Limited, Group. ● Bangkok Land Public Company Limited, Group. ● Sena Development Public Company Limited, Group. ● Saha Mosaic Industry Public Company Limited ● Dynasty Ceramic Public Company Limited, Group. ● Unique Mining Services Public Company Limited. ● Eastern Printing Public Company Limited.
Conflict of interest with the Company, the management, the major shareholders or any related person	-None-
Contact info	Karin Audit Company Limited 72 CAT Telecom Tower, Floor 24, Charoen Krung Rd., Bangrak, Bangkok 10500 Thailand Tel: (66)2105 4661

Attachment to Agenda 7

Information on Auditor' profile Karin Audit Company Limited.	
Name - Surname	Ms. Kannika Wipanurat
CPA (Thailand) No.	7305
Education	<ul style="list-style-type: none"> ● Master's Degree Master's Degree Accounting Thammasat University ● Bachelor of Accounting, Thammasat University
Current Position	Audit Partner Karin Audit Company Limited.
Professional Experience	<ul style="list-style-type: none"> ● Auditor approved by of the securities and Exchange Commission (SEC) office, Thailand. ● Bangkok Land Public Company Limited, Group. ● Sena Development Public Company Limited, Group. ● MK Real Estate Development Public Company Limited, Group. ● Dynasty Ceramic Public Company Limited, Group. ● Saha Mosaic Industry Public Company Limited. ● Jaymart Group Public Company Limited.
Conflict of interest with the Company, the management, the major shareholders or any related person	-None-
Contact info	Karin Audit Company Limited 72 CAT Telecom Tower, Floor 24, Charoen Krung Rd., Bangrak, Bangkok 10500 Thailand Tel: (66)2105 4661

Attachment to Agenda 7

Information on Auditor' profile Karin Audit Company Limited.	
Name - Surname	Mr. Jirote Sirirorote
CPA (Thailand) No.	5113
Education	<ul style="list-style-type: none"> ● Master of Accounting Chulalongkorn University ● Bachelor of Accounting, Thammasat University
Current Position	Audit Partner Karin Audit Company Limited.
Professional Experience	<ul style="list-style-type: none"> ● Auditor approved by of the securities and Exchange Commission (SEC) office, Thailand. ● U City Group Public Company Limited. ● Sena Development Public Company Limited, Group. ● MK Real Estate Development Public Company Limited. ● Saha Mosaic Industry Public Company Limited ● Eternal Energy Public Company Limited.
Conflict of interest with the Company, the management, the major shareholders or any related person	-None-
Contact info	Karin Audit Company Limited 72 CAT Telecom Tower, Floor 24, Charoen Krung Rd., Bangrak, Bangkok 10500 Thailand Tel: (66)2105 4661

Articles of Association

Chapter 1 General Provisions

1. These Articles shall be called Articles of Association of Begistics Public Company Limited.
2. The term the "Company" as used in these Articles shall mean Begistics Public Company Limited.
3. Any amendment or modification of these Articles of Association or Memorandum of Association shall be made by a resolution of the general meeting of shareholders with a vote of not less than three quarters (3/4) of all votes of shareholders attending the meeting and eligible to vote.
4. Unless otherwise stipulated in these Articles of Association, the provisions of law on public companies limited and law on securities and exchange shall apply. In the event the Company or subsidiaries enter into related transactions or transactions relating to acquisition or disposal of assets of the Company or subsidiaries pursuant to the meaning prescribed under the notification of the Stock Exchange of Thailand then applicable to related transactions of listed companies or acquisition or disposal of assets of listed companies, as the case may be, the Company shall comply with the criteria and procedures pursuant to the stipulations under such notification.

Chapter 2 Issuance of Shares and Transfer of Shares

5. Shares of the Company are ordinary shares entered into named certificates and paid up at one time in full and/or paid up by property otherwise than by money or grant of copyright in artistic or scientific works or patent, trade mark, model, map or formula or any secret procedure to use information relating to industrial, commercial or scientific experiences.

The Company may issue preference shares, debentures, warrants or other securities as permitted under the law on securities and exchange.

6. Payment for subscription of shares shall not be made by set off by subscribers or shareholders against debt owed by the Company except in the case of debt restructuring by issuing new shares receipt of which shall be made to creditors under a conversion of debt to equity scheme as approved by a resolution passed by the general meeting of shareholders with a vote of not less than three quarters (3/4) of all votes of shareholders attending the meeting and eligible to vote.

Issuing shares to repay the debt and the conversion of debt to equity scheme under the preceding paragraph shall be in accordance with the criteria and procedures as prescribed in a ministerial regulation.

7. A share certificate of the Company shall contain the signature of at least one director, signed or printed; however the Company may assign a share registrar under the law on securities and exchange to sign or print the signature on the share certificate in the Company behalf.
8. The Company may assign a natural or juristic person to act as the Share Registrar and if the Company assigns a share registrar pursuant to the law on securities and exchange, the registration procedure shall be as stipulated by the Share Registrar.
9. Any person may acquire ownership of shares as a result of death or bankruptcy of shareholder(s) and, upon production of lawful evidence to the Company in full, the Company shall register and issue new share certificate within 1 (One) month after receipt of full evidence.

In the event the share certificate is materially damaged or faded, the Company may, upon receipt of such certificate, issue new share certificate. In the event the share certificate is lost or destroyed, the Company may, upon receipt of evidence by shareholder of police blotter or other reasonable evidence, issue new share certificate to shareholders within a period prescribed by relevant law.

Attachment 5

10. The Company shares can be freely transferred except in the case where any transfer may cause aliens to hold more than 49 (Forty Nine) per cent of the total issued shares and increase the ratio of aggregate shares held by aliens over the limit specified above, the Company reserves right to refuse to register such transfer of shares. The term "aliens" under these Articles of Association shall have the same meaning as "aliens" under the law on foreign business of aliens.

11. A transfer of shares shall be valid and effective if share certificate is endorsed specifying the transferee and signed by transferor and transferee, as well as delivered to transferee. Such transfer shall be raised against the Company upon receipt of request to register the transfer and against a third person when the Company has already registered the transfer upon consideration that the transfer has been lawful. The Company shall register the transfer within 14 (Fourteen) days as from receipt of request. Where the transfer is not correct, the Company shall notify those who made such request within 7 (Seven) days. Transfer of shares traded in the Stock Exchange shall be as stipulated by the law on securities and exchange.

12. The Company shall neither own nor accept pledge of its shares, except in the following circumstances:

- (1) the Company may repurchase its shares from dissenting shareholders who vote against a resolution of the general meeting of shareholders approving an amendment to the Articles of Association regarding voting right and the right to receive dividends which, in their opinion, is considered unfair;
- (2) the Company may repurchase its shares for financial management purposes when the Company has accumulated profits and excessive liquidity, provided that the share repurchase will not cause financial implication to the Company.

In this respect, shares held by the Company shall not be counted to constitute a quorum for the general meeting of shareholders and shall carry no voting right as well as no right to receive dividends. The Company shall dispose of the repurchased shares as mentioned above within a period as prescribed by the Company in the repurchase scheme. Where the Company fails to do so or is unable to complete the disposition within the prescribed period, the Company shall reduce its paid-up capital by writing off such repurchased but unsold shares.

The repurchase, disposition and writing off of the repurchased but unsold shares including fixing offered or selling price or in other cases in relation to repurchase of such shares shall be proceeded in accordance with the criteria and procedures as prescribed in a ministerial regulation. In the event of shares traded in the Stock Exchange of Thailand, the Company shall also comply with rules, notifications, orders and stipulations of the Stock Exchange of Thailand.

The repurchase of shares of not exceeding 10 (Ten) per cent of paid-up shares may be approved by the Board of Directors but an amount exceeding 10 (Ten) per cent shall be approved by the general meeting of shareholders with a vote of not less than 50 (Fifty) per cent of all votes of shareholders attending the meeting and eligible to vote in which event the Company shall repurchase shares within 1 (One) year as from the resolution by the general meeting of shareholders.

13. In case of preference shares, conversion of preference to ordinary shares shall be made by shareholders who wish to do so by submitting a request to the Company as well as delivering the share certificate(s). The conversion under the preceding paragraph shall be valid and effective as from the date the request is submitted in which event the Company shall issue new share certificate to the requestor within 14 (fourteen) days as from receipt of request.

14. During the course of 21 (Twenty One) days prior to the general meeting of shareholders, the Company may suspend the registration of shares by notifying shareholders in advance at the head office of the Company and every branch not less than 14 (Fourteen) days prior to the date commencing suspension of share transfer.

Chapter 3 Board of Directors and Authority

15. The Board of Directors shall consist of not less than 5 (Five) persons, and elect the Chairman and may also elect a vice chairman as well as other positions as deemed appropriate. At least half of the number of directors shall have their residences in the kingdom.

16. A director of the Company is not required to be a shareholder of the Company.

17. Directors may be elected at a general meeting of shareholders in accordance with the following criteria and procedures:

- (1) Each shareholder shall have a number of votes equal to the number of shares held.
- (2) Each shareholder may exercise all the votes he or she has under (1) to elect one or several persons as director or directors; if several persons are to be elected as directors, the shareholders may not allot his or her votes to any person in any number.
- (3) After the vote, the candidates shall be ranked in order descending from the highest number of votes received to the lowest, and shall be appointed as directors in that order until all of the directors positions are filled. Where the votes cast for candidates in descending order are tied, which would otherwise cause the number of directors to be exceeded, the Chairman shall have a casting vote.

18. At every general meeting of shareholders, one-third (1/3) of the directors shall retire from office. If the number of directors is not a multiple of three, then the number nearest to one-third shall retire from office.

Directors to retire from office in the first and second years following the incorporation of the Company shall be drawn by lots. In every subsequent year, the directors who have been longest in office shall retire from office.

A retiring director may be eligible for re-election.

19. Apart from retirement by rotation, the directors shall vacate office upon:

- (1) death;
- (2) designation;
- (3) loss of qualifications or disqualification under the law on public limited company;
- (4) removal by a resolution of the general meeting of shareholders;
- (5) removal by a court order.

20. Any director who wishes to resign from office shall submit his or her resignation letter to the Company and the resignation shall be effective on the date the resignation letter has reached the Company.

21. In case a directorship becomes vacant otherwise than by rotation, the Board of Directors shall elect a person who is qualified and does not possess prohibitive characters under the law on public limited company as replacement at the subsequent meeting of the Board of Directors unless the remaining duration of the director's term of office is less than 2 (Two) months.

A person so appointed shall retain his or her office during such time only as the removing director was entitled to retain the same.

The resolution of the Board of Directors under the first paragraph shall be passed by a vote of not less than three-fourth (3/4) of the remaining directors.

Attachment 5

22. In the event of retirement of full Board of Directors, such retiring Board of Directors shall remain in office to continue operation of the Company as is necessary until new Board of Directors shall be in office unless a court order has been issued otherwise in the event the retirement is by court order.

The retiring Board of Directors shall convene a general meeting of shareholders for election of new Board of Directors within 1 (One) month as from retirement, by sending a notice of not less than 14 (Fourteen) days to shareholders and publicizing the notice in a newspaper of not less than 3 (three) consecutive days prior to the meeting.

23. The general meeting of shareholders may remove a director before the expiration of his or her term by a majority vote of not less than three-fourths (3/4) of shareholders attending the meeting and eligible to vote and holding shares of not less than one half (1/2) of the number of shares held by shareholders attending the meeting and eligible to vote.

24. The Board of Directors shall have authority and duty to manage the Company within the scope of law, its objects, Articles of Association and resolutions passed by the general meeting of shareholders.

The Board of Directors may assign one or more persons to perform one or more specific assignments on behalf of the Board of Directors.

25. The Board of Directors shall hold a meeting at least every 3 (Three) months.

26. Meetings of the Board of Directors shall be held at the location in which Company office is situated or nearby provinces or any other places as the Chairman or a person delegated by the Chairman determines.

27. In calling a meeting of the Board of Directors, the Chairman or a person delegated by the Chairman shall send a notice to directors not less than 7 (Seven) days in advance except in case of necessity to preserve right or benefit of the Company, a notice may be sent by other means and timeframe shortened.

At least 2 (Two) directors may request for a meeting in which event the Chairman shall then determine the date of the meeting within 14 (Fourteen) days as from receipt of request.

28. At a meeting of the Board of Directors, there shall be directors attending the meeting of not less than a half of the Board of Directors to constitute a quorum.

In the event the Chairman is not present or unable to perform duty, a vice chairman, if appointed, shall act as Chairman. If there is no vice chairman, or if there is one but is unable to perform duty, the directors present at the meeting shall elect one among themselves to be the Chairman of that meeting.

29. Decisions of the meeting of the Board of Directors shall be made by majority vote.

Each director shall have one vote; but the directors who have interest in any matter shall not have right to vote on such matter. In case of equality of votes, the Chairman of the meeting shall have a casting vote.

30. Names and number of the directors who can sign to bind the Company are two directors signing jointly with the Company seal affixed, and the general meeting of shareholders or the Board of Directors has the authority to designate names of directors authorized to sign to bind the Company. *(amended by the Extraordinary General Meeting of Shareholders No. 1/2015 on 28 September 2015)*

31. No directors may engage in the businesses which are identical to or in competition with those of the Company, nor become a partner in an ordinary partnership or partner with unlimited liability in a limited partnership or a director in other private or public companies whose businesses are identical to or in competition with those of the Company unless such engagement has been declared to the general meeting of shareholders prior to the meeting.

32. Directors shall notify the Company without delay should they have interest in any agreement executed by the Company, directly or indirectly, or hold increasing or decreasing number or shares or debentures in the Company or subsidiaries.
33. Subject to the law on public limited company, the Board of Director has authority to sell or mortgage any immovable property of the Company or lease out any immovable property of the Company for a period exceeding 3 (Three) years, or give or enter a compromise or initiate litigation to court or refer any dispute to arbitration for an award.
34. A remuneration of directors shall be determined by the general meeting of shareholders.
- Directors shall have right to receive any remuneration from the Company in the form of gratuity, attendance fee, pension, bonus or any other benefits in other forms in accordance with the Articles of Association or consideration by the general meeting of shareholders which may determine a certain sum or lay down criteria and may do so periodically or for an indefinite period until further amendment. In addition, directors may receive per diem or other welfares according to the Company policies.
- Stipulations under the preceding paragraphs shall not be prejudiced with the rights of employees of the Company who have been elected as directors as regards remuneration and benefits to which they are entitled as employees.
- Payment under the first and second paragraphs shall not be in conflict or contradictory with the required qualifications of independent directors as prescribed under the law on securities and exchange.

Chapter 4 General Meeting of Shareholders

35. A general meeting of shareholders may be held at the location of the head quarter of the Company or in a nearby province or other places as the Board of Directors may determine.
36. A general meeting of shareholders shall be held at least once a year; such a meeting is called the "general meeting" which shall be held within 4 (four) months after the end of fiscal year of the Company.
- Other meetings of shareholders shall be called the "extraordinary general meeting".
- The Board of Directors may convene an extraordinary general meeting of shareholders at any time it deems appropriate, 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.

Attachment 5

37. In convening a general meeting of shareholders, the Board of Directors shall specify place, date and time of the meeting including businesses and matters to be transacted with sufficient details. The agenda shall specify clearly whether it is for acknowledgement, approval or consideration together with opinion of the Board of Directors of that matter. The invitation shall be sent to shareholders and the Public Company Registrar of not less than 7 (Seven) days in advance prior to the meeting and advertised in a newspaper of not less than 3 (three) consecutive days prior to the meeting.

38. A general meeting of shareholders shall not transact any business unless at least 25 (Twenty Five) shareholders and their proxies (if any) or at least a half of the total number of shareholders attend the meeting, and the shareholders attending the meeting shall hold at least one-third (1/3) of the total issued shares to constitute a quorum.

If within one hour from the time scheduled for the meeting, a quorum is not present, if the meeting is called by the request of shareholders, such meeting shall be adjourned. However, if such meeting is not called by the request of shareholders, the meeting shall be re-scheduled. The invitation to such meeting shall be in writing to every shareholder at least 7 (Seven) days in advance prior to the meeting. In such postponed meeting, the shareholders present at the meeting shall constitute a quorum.

39. In a meeting, shareholders may appoint proxies to attend and vote in their behalf. A proxy form shall be in writing and signed by grantors in a form prescribed by the Public Company Registrar and deposited with the Chairman or person as delegated, at the place before proxies attend the meeting, and at least shall contain the following particulars:

- a. number of shares held by grantors;
- b. name of the proxy;
- c. number of meetings the proxy has been assigned to attend and vote.

40. A general meeting of shareholders shall be proceeded with the agenda in the invitation letter unless the meeting may adopt a resolution to change the sequence with a vote passed by a majority of not less than two-thirds (2/3) of the shareholders attending the meeting.

After the meeting has completed considering all the agenda, no further businesses may be transacted unless shareholders holding an aggregate number of one-third (1/3) of total issued shares request the meeting to consider matters other than those specified in the invitation letter.

In the event the businesses as specified in the invitation letter or those proposed by the shareholders are not completely transacted, but postponement is necessary, the meeting shall schedule place, date and time for a subsequent meeting. The Board of Directors shall then send an invitation letter specifying place, date, time and businesses to shareholders of not less than 7 (Seven) days in advance to be advertised in a newspaper of not less than 3 (Three) consecutive days in advance prior to the meeting.

41. The Chairman shall preside over the general meeting of shareholders. In the event the Chairman is not present or unable to perform duty, a vice chairman, if any, shall preside, but if there is no such vice chairman, or is unable to perform duty, then the shareholders attending the meeting shall elect a shareholder to preside over the meeting.

42. In the general meeting of shareholders, each shareholder shall have one vote per share.

In the event any shareholder has a special interest in any matter, that shareholder shall not vote in that matter except the vote to elect directors.

43. A resolution or approval of any matter in the general meeting of shareholders shall require a majority vote of shareholders attending the meeting and casting their votes unless otherwise specified in these Articles of Association, or by law, or in the following matters, a majority of not less than three-quarters (3/4) of all shareholders attending the meeting and eligible to vote is required:
- a. sale or transfer material businesses of the Company, either in whole or in part, to other persons;
 - b. purchase or taking transfer of businesses of other public or private companies for the Company;
 - c. execution, amendment or termination of agreements relating to leasing out material businesses of the Company, either in whole or in part; assignment of other persons to manage the business of the Company; or consolidation with other persons with objects of a profit-loss sharing;
 - d. amendment to the Memorandum of Association or Articles of Association;
 - e. increase or reduction in the capital;
 - f. issuance of debentures;
 - g. amalgamation or dissolution of the Company.

Chapter 5 Increase and Reduction in the Capital

44. By a resolution passed by the general meeting of shareholders with a vote of not less than three-quarters (3/4) of total votes of shareholders attending the meeting and eligible to vote, the Company may increase the capital by issuing new shares.
45. The Company may offer for sale newly issued shares, either in whole or in part, or to shareholders on a pro rata basis, or to the general public or other persons, either in whole or in part, to be in accordance with a resolution passed by the general meeting of shareholders.
46. By a resolution passed by the general meeting of shareholders with a vote of not less than three-quarters (3/4) of total votes of shareholders attending the meeting and eligible to vote, the Company may reduce the capital by lowering the par value or reducing the number of shares.
- The Company may not reduce the number of shares to be lower than one-quarter (1/4) of total capital except in the case where after having compensated the loss in consequence as prescribed by law, the Company has suffered accumulated loss, then the Company may reduce the shares to be lower than one-quarter (1/4) of the total capital.
- However, the reduction to be lower than one-quarter (1/4) of total capital under the second paragraph shall require a vote of not less than three-quarters (3/4) of total votes of shareholders attending the meeting and eligible to vote.
47. Where the Company desires to reduce the capital, it shall send a letter notifying a resolution to known creditors within 14 (Fourteen) days as from the date of the resolution passed by the general meeting of shareholders and requires that an objection be made within 2 (Two) months as from receipt of the resolution which shall be advertised in a newspaper within 14 (Fourteen) days for 3 (Three) consecutive days.

Chapter 6 Dividends and Legal Reserve

48. No dividends shall be declared except by a resolution of the general meeting of shareholders or the Board of Directors in the event of interim dividends.
- Declaration of dividends shall be notified to shareholders in writing and advertised in a newspaper for 3 (Three) consecutive days and payment made within 1 (One) month as from the resolution.

Attachment 5

49. The Board of Directors may declare interim dividends to shareholders when it appears to the Board of Directors that the Company has an appropriate profit and report shareholders at subsequent meeting.
50. Dividends shall be distributed equally according to number of shares unless otherwise stipulated in respect of preference shares.
51. The Company shall allocate to a reserve fund from the annual net profit not less than 5 (Five) per cent deducted by the total accumulated loss brought forward (if any) until the reserve fund reaches an amount of not less than 10 (Ten) per cent of the registered capital.

Other than such reserve fund, the Board of Directors may propose the general meeting of shareholders to pass a resolution to allocate other reserve fund as it deems expedient in order to carry on business of the Company.

The Company may, upon a resolution passed by the general meeting of shareholders, transfer other reserve fund, legal reserve and a reserve for premium respectively for the purpose of compensating the Company accumulated loss.

Chapter 7 Debentures

52. Borrowing money by the Company by issuing debentures to be offered to the public shall be in accordance with the law on securities and exchange.
A resolution to issue debentures under the preceding paragraph shall be passed by a majority of not less than three-quarters (3/4) of all the shares of shareholders attending and eligible to vote.

Chapter 8 Account, Finance and Auditing

53. The fiscal year of the Company shall begin on 1 January and end on 31 December every year.
54. The Board of Directors shall ensure and maintain including the auditing of accounts in due compliance with relevant laws.
55. The Board of Directors shall ensure the balance sheet and the profit and loss statements at least once every twelve months which is the fiscal year of the Company.
56. The Board of Directors shall ensure the balance sheet and the profit and loss statements at the end of fiscal year, duly audited prior to the meeting, to be presented to a general meeting of shareholders for consideration and approval.
57. The Board of Directors shall provide the following documents to shareholders together with an invitation letter for a general meeting of shareholders:
 - (1) Copy of balance sheet and profit and loss statements duly audited together with the auditor's report;
 - (2) Annual Report of the Board of Directors and accompanying documents.
58. The Board of Directors shall ensure a register of directors, minutes of meetings of the Board of Directors, general meetings of shareholders and all resolutions passed at all meetings as accurate evidence which shall be maintained at the Company head quarter, or may assign any person to maintain at the location of head quarter or a nearby province provided a place shall be first notified to the Public Company Registrar.
59. An auditor shall be appointed by the general meeting of shareholders and may be re-elected.
60. A remuneration of the auditor shall be determined by the general meeting of shareholders.
61. Director, staff, employees or those holding any position in the Company shall not be elected as an auditor for the Company.
62. The auditor shall attend every general meeting of shareholders at which balance sheet, profit and loss statements and any matters relating to the Company account are to be considered in order to explain to the shareholders the

auditing of account. The Company shall also deliver to the auditor the reports and documents that are to be received by the shareholders at that meeting.

Chapter 9 Additional Stipulations

63. The seal of the Company is as follows:

(Seal of the Company affixed)



Proof of entitlement for Participation in the Shareholders' Meeting

In accordance with the policy of the Board of The Stock Exchange of Thailand, dated 19th February, 1999, relating to good practices for holding of a shareholders' meeting, aims to establish guidelines for listed companies to follow and in order to create confidence to shareholders, investors and all relevant parties, the Company believes that an inspection of documents or evidence showing an identity of the shareholder or a representative of the shareholder entitled to attend the meeting which should be observed by the shareholders, should be transparent, be fair and provide benefits to the shareholders. However, the Company reserves the right to waive any of these requirements for some of the shareholders on a case by case basis, at the Company's sole discretion.

A shareholder or a proxy may register and submit the required documents or evidence for inspection at the meeting from 12.00 a.m. on Friday May 15, 2020.

Natural person:

1. If the shareholder attends the Meeting in person, a document with the shareholder's photograph issued by a government agency, which has not yet expired, such as a valid ID card, driving license or passport is to be presented.
2. If the shareholder attends the Meeting by proxy, the following documents are to be presented:
 - (1) A proxy in a form attached to the notice of the Meeting completely or a proxy in a form specified by Ministry at Commerce filled in and signed by the grantor and the proxy;
 - (2) A photocopy of the shareholder's document issued by a government agency, as detailed in Clause 1 above, certified as a true copy by the grantor; and,
 - (3) The proxy's document issued by a government agency as detailed in Clause 1 above.

Juristic person/entity:

1. If the shareholder's representative attends the Meeting in person, the following documents are to be presented:
 - (1) A document of the shareholders' representative issued by a government agency as detailed in the case of the shareholder being a natural person, Clause 1 above; and,
 - (2) A photocopy of the shareholder's Certificate of Incorporation certified as a true copy by the juristic person's representative, which particularly shows that the representative attending the Meeting is authorized to act on behalf of the juristic person shareholder.
2. If the shareholder attends the Meeting by proxy, the following documents are to be presented:
 - (1) A proxy in a form attached to the notice of the Meeting completely or a proxy in a form specified by Ministry at Commerce filled in and signed by the grantor and the proxy;
 - (2) A photocopy of the shareholder's Certificate of Incorporation certified as a true copy by the juristic person's representative, which particularly shows that the representative signing on the proxy is authorized to act on behalf of the juristic person shareholder; and,
 - (3) The proxy's document issued by a government agency as detailed in the case of the shareholder being a natural person, Clause 1 above.

If the shareholder is not of Thai nationality or is a juristic person incorporated under a foreign law,

Provisions in the cases of the shareholder being a natural person and the shareholder being a juristic person shall apply mutatis mutandis to the shareholder or the attendee who is not of Thai nationality or is a juristic person incorporated under a foreign law as the case may be, subject to the following regulations:

- (1) The shareholder or shareholder's representative or proxy who is natural person attending the meeting shall present valid alien identity card or passport or valid document in substitution for passport in the registration area;
- (2) The authorized signatory of juristic person shall sign the name and affix the company's seal in the documents under the case of the shareholder being a juristic person, section 1 (2) and 2 (2) in the presence of the notary public or similar authorized agency according to the law in each country to be certified by the notary public and shall bring such document to the authorized officer of the Royal Thai

- Embassy or the Royal Thai Consulate or the assigned officer to act on behalf of such person to certify the notary public over again ; and
- (3) The proxy shall sign and affix the company's seal (if any) in the proxy form under the cases of the shareholder being a natural person, section 2 (1) and the cases of the shareholder being a juristic person, section 2 (1) in the presence of the notary public by proceeding according to section (2) above.

For Foreign Shareholders Appointing a Custodian in Thailand,

- (1) All documents similar to those of juristic person incorporated under a foreign law, Clause (2) and (3) above;
- (2) Power of Attorney granted by the shareholder authorizing the custodian to sign the Proxy Form on his/her Behalf; and,
- (3) Letter certifying that the custodian, who signs the Proxy Form, is permitted to engage in the custodian business.

In the event that the shareholder died,

The executor or administrator shall attend the meeting in person or assign the proxy to be attendee on the shareholder's behalf whereby the official order appointing executor/administrator, certified by authorized person in the period of not more than 6 months before the date of meeting shall be presented additionally.

In the event that the shareholder is a minor,

The parent (father or mother) or the legal guardian shall attend the meeting in person or assign the proxy to be attendee on the shareholder's behalf whereby he/she shall present additionally a copy of house registration of the shareholder who is minor for registration.

In the event that the shareholder is an incapacitated person or a quasi - incompetent person,

The custodian/guardian or curator shall attend the meeting in person or assign proxy to be attendee on the shareholder's behalf whereby the written court order appointing such custodian/guardian, certified by authorized person in the period of not more than 6 months before the date of meeting shall be presented additionally.

Remark

If any shareholder cannot attend the Annual General Meeting of Shareholders of the year 2020, the shareholder may grant the proxy to independent director of the Company as detailed in clause (3) of the proxy form to act as proxy holder to attend and vote on his/her behalf by sending the duly completed proxy form to Begistics Public Company Limited at 3656/64, 19th floor, Green Tower Building, Klongton, Klongtoe, Bangkok 10110.

Casting Votes Criteria

General agenda

1. A vote in each agenda shall be counted by voting as indicated in the shareholder registration or ballots distributed to the shareholders before the meeting on the condition that each share constitutes one vote. Shareholders shall only vote for agree, disagree or abstain while splitting of votes is not allowed, except in the case of custodian.
2. Proxy:
 - 2.1 For specific voting appointment, Proxy shall cast a vote only as specified in the Proxy; non-compliance of direction shall not constitute a valid vote by shareholders. Vote of the Proxy in any Agenda which is not in accordance with this Form of Proxy shall be invalid and shall not be the vote of the Shareholder
 - 2.2 For general appointment, In the event no instruction has been specified, or instruction is not clear on the Proxy on each agenda, or the Meeting considers or votes on any issue (other than those specified on the Proxy) or there would be any amendment or addition in facts, then proxy shall have discretion to consider and vote as appropriate.

Director agenda

According to Article 17 of the Company's Articles of Association, the Meeting of shareholders shall elect directors in accordance with the rules and procedures as follows:

1. Every shareholder shall have one vote for each share of which he/she is the holder;
2. Each shareholder may exercise all the votes he/she has under 1. above to elect one or several director(s). In the event of electing several directors, he/she shall not be entitled to allot his votes to elect each director.
3. The persons receiving the highest votes in their respective order of the votes shall be elected as directors at the number equal to the number of directors required at that time. In the event of an equality of votes among the persons elected in order of respective high numbers of votes, which number exceeds the required number of directors of the Company at that time, the Chairman of the Meeting shall be entitled to a second or casting vote.

Procedures on Casting Votes

Chairman of the Meeting or officer shall explain casting vote procedure before commencement of the Meeting. Officers of the Company shall count and sum up votes on each agenda based on a Barcode duly affixed. Results on each agenda shall be announced before the Meeting is ended. The Company will arrange to have the inspector (who is an external legal counsel) for examine procedures on casting vote in the Meeting to ensure our transparency and compliance with the laws and Company's articles of association.

Definition of Independent Director of Begistics Public Company Limited

An Independent Director is a qualified individual and possesses an independency according to the Company's Corporate Governance Policy established by the Board, and the criteria established by the Stock Exchange of Thailand, which have been defined more restrictively than the criteria established by the stock Exchange of Thailand. An Independent Director shall:

1. hold shares not exceeding 0.5 per cent of the total number of voting rights of the Company, its parent company, subsidiary, affiliate or juristic person which may have conflict of interest, including the shares held by related persons of the independent director;
2. neither be nor having been an executive director, employee, staff, or advisor who receives salary, or a controlling person of the Company, its parent company, subsidiaries, affiliates, same-level subsidiaries or juristic persons which may have any conflict of interest. Any audit committee member who may be appointed on or after 1 July 2010, shall have ended the foregoing relationship not less than two years prior to the date of appointment;
3. not have a business relationship with the Company, its parent company, subsidiaries, affiliates or juristic persons which may have any conflict of interest, in any manner that may interfere with his or her independent judgment, and not be, or used to be, a substantial shareholder or controlling person in its parent company, subsidiaries, affiliates or juristic persons that may have any conflict of interest. Any audit committee member who may be appointed on or after 1 July 2010, shall have ended the foregoing relationship not less than two years prior to the date of appointment.

The term 'business relationship' aforementioned under paragraph one includes any normal business transaction, rental or lease of immovable property, transaction relating to assets or services or grant or receipt of financial assistance through receiving or extending loans, guarantee, providing assets as collateral, including any other similar actions, which result in the company or its counterparty being subject to indebtedness payable to the other party in the amount of three percent or more of the net tangible assets of the Company or twenty million Baht or more, whichever is lower. The amount of such indebtedness shall be calculated according to the calculation method for value of connected transactions mutatis mutandis. The consideration of such indebtedness shall include indebtedness taking place during the course of one year prior to the date on which the business relationship with the person commences;

4. not be person related by blood or registration under laws, such as in the manner of father, mother, spouse, sibling, and child, including spouse of the children, executives, major shareholders, controlling persons, or persons to be nominated as executive or controlling persons of the Company or its subsidiary;
5. not be director who has been appointed as a representative of the Company's director, major shareholder or shareholders who are related to the Company's major shareholder;
6. neither be nor having been an auditor of the Company, its parent company, subsidiaries, affiliates or juristic persons which may have any conflict of interest, and not having been a substantial shareholder, controlling person or partner of an audit firm which employs auditors of the Company, its parent company, subsidiaries, affiliates or juristic person who may have any conflict of interest. Any audit committee member who may be appointed on or after 1 July 2010, shall have ended the foregoing relationship not less than two years prior to the date of appointment;
7. neither be nor having been any professional advisor including legal advisor or financial advisor who receives an annual service fee exceeding two million Baht from the Company, its parent company, subsidiaries, affiliates or juristic persons which may have any conflict of interest, and not having been a substantial shareholder, controlling person or partner of the professional advisor. Any audit committee member who may be appointed on or after 1 July 2010, shall have ended the foregoing relationship not less than two years prior to the date of appointment;
8. not conduct any business of the same nature as the Company's or its subsidiaries and is in competition with them in any material respect, nor being a substantial partner, shareholder holding more than one (1) per cent of the voting shares, director (having management role), employee, officer or advisor (obtaining a regular salary) of any company whose business is of the

same nature as the Company 's or its subsidiaries' business, and is in competition with them in any material respect;

9. not have any other manners, which may render him or her incapable of expressing independent opinions with regard to the Company's business affairs.

After having been appointment as an independent director with qualifications complying with the criteria under items 1 to 8 above, the independent director may be assigned by the Board to take part in the business decisions of the Company's its parent company, subsidiaries, affiliates, same level subsidiaries or juristic persons which may have any conflict of interest, on condition that these decisions must be collective ones.

The Company may appoint a person who has a business relation or provides a professional service described in item No.3 or 7 above if the Board carefully considers the business relationship of service provided and concludes that the appointment will not interfere with the exercise of independent judgment in the independent director's responsibilities. The Company must disclose the following information in the items regarding the appointment of independent directors on the agenda of the shareholders' meeting:

- a) The nature of the business relationship or professional service that excludes the nominated independent director from the standard requirements;
- b) The reason or need to retain or appoint this person as an independent director;
- c) The Board's opinion on proposing the appointment of this person as an independent director.

Profiles of the Independent Directors appointed as proxy by the Company

Name Mr. Vuthichai Duangratana
Age 64
Address 125 Na Ranong Rd., Khlong Toei Sub-District, Khlong Toei District,
 Bangkok 10110



Number of shares held in the Company (as of March 12, 2019) None

Date of first appointment 22 October 2018

Number of years as a Director 1 year 5 months

Conflict of interest in the meeting Agenda 6 To Approve the Remuneration of the Company's Board of Directors for year 2020

Education

- Ph.D. Economics, Universite de Paris
- Master of Economics, Universite de Paris
- Bachelor of Economics, Universite de Paris

Directorship training program (IOD) Director Certification Program (DCP) Batch 2014
 Advanced Audit Committee Program (AACP) class 2

Professional Experiences

Oct 2018 – Present	Independent Director, Chairman of Audit Committee and Chairman of Nomination and Remuneration Committee, Begistics Public Company Limited
2018 – Present	Qualified University Council Member, Dhurakij Pundit University
2017 – Present	Qualified Collage Council Member, Raffles International Collage Independent Director, Audit Committee and Nomination and Remuneration Committee, PGT Energy Plc. Director and Audit Committee, Communication & System Plc. Executive Officer Advisor, Gunkul Engineering Plc.
2015 - Present	Vice President, Old French Students Association Royal Patronage
2013 - 2016	Deputy Permanent, Secretary Ministry of Commerce (Head of Internation Trade Group, Ministry of Commerce)

Positions in other Listed companies 3 Companies

Positions in other Non-Listed companies none

Relationship Characteristics of nominated persons qualified as independent directors

1. Being close relatives to other executive / major shareholders controlling person / subsidiaries None
2. Having relationship in any of these characteristics to company / subsidiary company /major shareholder / or controlling person either at present or during the past 1 year
 - Be an executive director, staff, employee or advisor who receives salary None
 - Be a professional service provider None
 - Having material business relationship in such a way that may affect their independence None
 - Directorship or management position in other listed companies and other companies None

Forbidden Qualifications

- Never dishonestly committed an offence against property
- Never entered into any transaction which may cause conflict of interest against company during the year

(ปิดอากรแสตมป์
20 บาท)
(Stamp Duty
Baht 20)

หนังสือมอบฉันทะ แบบ ก.
Proxy Form A.
(แบบทั่วไปซึ่งเป็นแบบที่ง่ายไม่ซับซ้อน)
(General Form)

เขียนที่.....
Written at
วันที่.....เดือน.....พ.ศ.....
Date Month Year

(1) ข้าพเจ้า _____ สัญชาติ _____ อยู่บ้านเลขที่ _____
I/We Nationality Residing at
ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____ จังหวัด _____ รหัสไปรษณีย์ _____
Road Tambol/Khwaeng Amphoe/Khet Province Postal Code

(2) เป็นผู้ถือหุ้นของบริษัท บี จิสติกส์ จำกัด (มหาชน) โดยถือหุ้นจำนวนทั้งสิ้นรวม _____ หุ้น
being a shareholder of Begistics Public Company Limited, holding the total number of shares,
และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง ดังนี้
and having the right to vote equivalent to votes as follows:
หุ้นสามัญ _____ หุ้น และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
ordinary share of shares, and having the right to vote equivalent to votes,
หุ้นบริวาร _____ - _____ หุ้น และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
preference share of shares, and having the right to vote equivalent to votes.

(3) ขอมอบฉันทะให้
Hereby appoint:

(1) นาย/นาง/นางสาว _____ อายุ _____ ปี อยู่บ้านเลขที่ _____
Mr./Ms./Miss age years, residing at
ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____ จังหวัด _____ รหัสไปรษณีย์ _____
Road Tambol/Khwaeng Amphoe/Khet Province Postal Code

หรือ (2) นาย/นาง/นางสาว _____ อายุ _____ ปี อยู่บ้านเลขที่ _____
or Mr./Ms./Miss age years, residing at
ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____ จังหวัด _____ รหัสไปรษณีย์ _____
Road Tambol/Khwaeng Amphoe/Khet Province Postal Code

หรือ (3) นาย/นาง/นางสาว _____ อายุ _____ ปี อยู่บ้านเลขที่ _____
or Mr./Ms./Miss age years, residing at
ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____ จังหวัด _____ รหัสไปรษณีย์ _____
Road Tambol/Khwaeng Amphoe/Khet Province Postal Code

หรือ นายวุฒิชัย ดวงรัตน์ ตำแหน่ง ประธานกรรมการตรวจสอบและกรรมการอิสระ อายุ 64 ปี
or Mr. Vuthichai Duangratana Positions Chairman of the Audit Committee and Independent Director Age 64 years
ที่อยู่เลขที่ 125 ถนน ทรนอง แขวงคลองเตย เขตคลองเตย กรุงเทพฯ 10110
Residing at 125 Na Ranong Road, Khlong Toei Sub-district, Khlong Toei District, Bangkok 10110

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น
Any one of them to be my/our proxy to attend and vote on my/our behalf at the Extraordinary General Meeting of Shareholders
ประจำปี 2563 ในวันที่ 15 พฤษภาคม 2563 เวลา 14.00 น.
2020 on 15 May 2020 at 2.00 p.m.

ณ ห้องประชุมบริษัท บี จิสติกส์ จำกัด (มหาชน) เลขที่ 81/1 หมู่ที่ 8 ตำบลท่าข้าม อำเภอบางปะกง จังหวัดฉะเชิงเทรา 24130
หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย
at The Meeting Room of Begistics Public Company Limited, 8/1 Moo 8, Tahkarm, Bangpakong, Chachoengsao 24130, or any
adjournment at any date, time and place thereof.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุมนั้น ให้ถือเสมือนว่าข้าพเจ้าได้กระทำการเองทุกประการ

Any business carried out by the proxy at the said meeting shall be deemed as having been carried out by myself/ourselves in all respects.

ลงชื่อ/Signed.....ผู้มอบฉันทะ/Grantor
(.....)

ลงชื่อ/Signed.....ผู้รับมอบฉันทะ/Proxy
(.....)

หมายเหตุ
Remark

ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าร่วมประชุมและออกเสียงลงคะแนนไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and may not split the number of shares to several proxies for splitting votes.

หนังสือมอบฉันทะ แบบ ข.
Proxy Form B.
(แบบที่กำหนดรายการต่างๆ ที่จะมอบฉันทะที่ละเอียดชัดเจนตายตัว)
(Proxy Form containing specific details)

(ปิดอากร
แสตมป์ 20
บาท)
(Stamp Duty
Baht 20)

เขียนที่
Written at
วันที่ เดือน พ.ศ.
Date Month Year

(1) ข้าพเจ้า _____ สัญชาติ _____ อยู่บ้านเลขที่ _____
I/We Nationality Residing at
ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____ จังหวัด _____ รหัสไปรษณีย์ _____
Road Tambol/Khwaeng Amphoe/Khet Province Postal Code

(2) เป็นผู้ถือหุ้นของบริษัท บี จิสติกส์ จำกัด (มหาชน) โดยถือหุ้นจำนวนทั้งสิ้นรวม _____ หุ้น
being a shareholder of Begistics Public Company Limited, holding the total number of _____ shares,
และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง ดังนี้
and having the right to vote equivalent to _____ votes as follows:
หุ้นสามัญ _____ หุ้น และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
ordinary share of _____ shares, and having the right to vote equivalent to _____ votes,
หุ้นบริวาร _____ - _____ หุ้น และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
preference share of _____ shares, and having the right to vote equivalent to _____ votes.

(3) ขอมอบฉันทะให้
Hereby appoint:

(1) นาย/นาง/นางสาว _____ อายุ _____ ปี อยู่บ้านเลขที่ _____
Mr./Ms./Miss age years, residing at
ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____ จังหวัด _____ รหัสไปรษณีย์ _____
Road Tambol/Khwaeng Amphoe/Khet Province Postal Code

หรือ (2) นาย/นาง/นางสาว _____ อายุ _____ ปี อยู่บ้านเลขที่ _____
or Mr./Ms./Miss age years, residing at
ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____ จังหวัด _____ รหัสไปรษณีย์ _____
Road Tambol/Khwaeng Amphoe/Khet Province Postal Code

หรือ (3) นาย/นาง/นางสาว _____ อายุ _____ ปี อยู่บ้านเลขที่ _____
or Mr./Ms./Miss age years, residing at
ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____ จังหวัด _____ รหัสไปรษณีย์ _____
Road Tambol/Khwaeng Amphoe/Khet Province Postal Code

หรือ นายวุฒิชัย ดวงรัตน์ ตำแหน่ง ประธานกรรมการตรวจสอบและกรรมการอิสระ อายุ 64 ปี
or Mr. Vuthichai Duangratana Positions Chairman of the Audit Committee and Independent Director Age 64 years
ที่อยู่เลขที่ 125 ถนน ฤๅนง แขวงคลองเตย เขตคลองเตย กรุงเทพฯ 10110
Residing at 125 Na Ranong Road, Khlong Toei Sub-district, Khlong Toei District, Bangkok 10110

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมวิสามัญผู้ถือหุ้น
Any one of them to be my/our proxy to attend and vote on my/our behalf at the Extraordinary General Meeting of Shareholders
ประจำปี 2563 ในวันที่ 15 พฤษภาคม 2563 เวลา 14.00 น.
2020 on 15 May 2020 at 2.00 p.m.

ณ ห้องประชุมบริษัท บี จิสติกส์ จำกัด (มหาชน) เลขที่ 81/1 หมู่ที่ 8 ตำบลท่าข้าม อำเภอบางปะกง จังหวัดฉะเชิงเทรา 24130
หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย
at The Meeting Room of Begistics Public Company Limited, 8/1 Moo 8, Tahkarm, Bangpakong, Chachoengsao 24130, or any
adjournment at any date, time and place thereof.

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้
I/We hereby authorize the proxy to vote on my/our behalf at this meeting as follows:

วาระที่ 1 พิจารณารับรองรายงานการประชุมวิสามัญผู้ถือหุ้นครั้งที่ 1/2562 เมื่อวันที่ 26 กรกฎาคม 2562
Agenda No. 1 To consider and adopt the minutes of the Extraordinary General Meeting of Shareholders No.
1/2019 on 26 July 2019.

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
 - เห็นด้วย ไม่เห็นด้วย งดออกเสียง
 - Approve Disapprove Abstain

วาระที่ 2 รับทราบรายงานของคณะกรรมการเกี่ยวกับผลการดำเนินงานของบริษัท ประจำปี 2562

Agenda No. 2 To acknowledge the report of the Board of Directors regarding the operating results of the Company for the year 2019

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
 - เห็นด้วย ไม่เห็นด้วย งดออกเสียง
 - Approve Disapprove Abstain

วาระที่ 3 พิจารณานุมัติงบแสดงฐานะการเงินและงบกำไรขาดทุนของบริษัท สำหรับรอบปีบัญชีสิ้นสุดวันที่ 31 ธันวาคม 2562

Agenda No. 3 To consider and approve the balance sheet and profit and loss statement for the fiscal year ended 31 December 2019

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
 - เห็นด้วย ไม่เห็นด้วย งดออกเสียง
 - Approve Disapprove Abstain

วาระที่ 4 พิจารณานุมัติจัดการจัดสรรกำไรสุทธิเพื่อเป็นทุนสำรองตามกฎหมาย และงดการจ่ายเงินปันผล ประจำปี 2562

Agenda No. 4 To consider and approve not to appropriate the net profit as legal reserve and not to pay the dividend for the year 2019

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
 - เห็นด้วย ไม่เห็นด้วย งดออกเสียง
 - Approve Disapprove Abstain

วาระที่ 5 พิจารณานุมัติการเลือกตั้งกรรมการแทนกรรมการที่ออกตามวาระ ประจำปี 2563

Agenda No. 5 To consider and approve the election of the directors to replace the directors who retire by rotation of the year 2020

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
 - เห็นด้วย ไม่เห็นด้วย งดออกเสียง
 - Approve Disapprove Abstain

วาระที่ 6 พิจารณานุมัติการกำหนดค่าตอบแทนกรรมการ ประจำปี 2563

Agenda No. 6 To consider and approve the determination of the remuneration of the directors for the year 2020

สิ่งที่ส่งมาด้วย 8
Enclosure No. 8

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
 - เห็นด้วย ไม่เห็นด้วย งดออกเสียง
 - Approve Disapprove Abstain

วาระที่ 7
Agenda No. 7

พิจารณาอนุมัติการแต่งตั้งผู้สอบบัญชีและกำหนดค่าตอบแทนผู้สอบบัญชี ประจำปี 2563
To consider and approve the appointment of the auditors and the determination of the remuneration of the auditors for the year 2020

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
 - เห็นด้วย ไม่เห็นด้วย งดออกเสียง
 - Approve Disapprove Abstain

วาระที่ 8

พิจารณาอนุมัติการลดทุนจดทะเบียนของบริษัท จำนวน 281,595,361 บาท จาก เดิม ทุนจดทะเบียน 1,757,131,698.04 บาท เป็นทุนจดทะเบียน 1,475,536,337.04 บาท โดยการตัดหุ้นสามัญที่ยังไม่ได้ ออกจำหน่ายออกจำนวน 414,110,825 หุ้น มูลค่าที่ตราไว้หุ้นละ 0.68 บาท (หกสิบแปดสตางค์)

Agenda No. 8

To Consider and approve the reduction of the registered capital of the company in the amount of 281,595,361 baht from the original 1,757,131,698.04 baht to the registered capital. 1,475,536,337.04 baht by canceling 414,110,825 ordinary shares which have not been issued, with a par value of 0.68 baht per share (sixty-eight satang)

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
 - เห็นด้วย ไม่เห็นด้วย งดออกเสียง
 - Approve Disapprove Abstain

วาระที่ 9

พิจารณาอนุมัติแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิของบริษัท ข้อ 4. เพื่อให้สอดคล้องกับการลดทุนจดทะเบียนของบริษัท

Agenda 9

To approve the amendment of clause 4 of the Memorandum of Association to be in line with the Capital Reduction

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
 - เห็นด้วย ไม่เห็นด้วย งดออกเสียง
 - Approve Disapprove Abstain

วาระที่ 10

พิจารณาเรื่องอื่นๆ (ถ้ามี)

Agenda No. 10 To consider other matters (if any)

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
 - เห็นด้วย ไม่เห็นด้วย งดออกเสียง
 - Approve Disapprove Abstain

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่ากรลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

Voting of the proxy in any agenda that is not as specified in this Proxy Form shall be considered as invalid and shall not be my/our voting as a shareholder.

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In case I/we have not specified my/our voting intention in any agenda or not clearly specified or in case the meeting considers or passes resolutions in any matters other than those specified above, including in case there is any amendment or addition of any fact, the proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any business carried out by the proxy at the said meeting, except in case that the proxy does not vote according to my/our intention(s) specified in the Proxy Form, shall be deemed as having been carried out by myself/ourselves in all respects.

ลงชื่อ/Signed.....ผู้มอบฉันทะ/Grantor

(.....)

ลงชื่อ/Signed.....ผู้รับมอบฉันทะ/Proxy

(.....)

หมายเหตุ

Remarks

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and may not split the number of shares to several proxies for splitting votes.

2. วาระเลือกตั้งกรรมการสามารถเลือกตั้งกรรมการทั้งชุดหรือเลือกตั้งกรรมการเป็นรายบุคคล

For agenda of the election of directors, either the whole nominated candidates or an individual nominated candidate can be appointed.

3. ในกรณีที่มิมีวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข. ตามแนบ

In case there are any further agenda apart from those specified above brought into consideration in the meeting, the Grantor may use the Allonge of the Proxy Form B. as attached.

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข.
ALLONGE OF PROXY FORM B.

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท บี จิสติกส์ จำกัด (มหาชน)
The appointment of proxy by the shareholder of Begistics Public Company Limited

ในการประชุมสามัญผู้ถือหุ้นประจำปี 2563 ในวันที่ 15 พฤษภาคม 2563 เวลา 14.00 น. ณ ห้องประชุมบริษัท บี จิสติกส์ จำกัด (มหาชน) เลขที่ 81/1 หมู่ที่ 8 ตำบลท่าข้าม อำเภอบางปะกง จังหวัดฉะเชิงเทรา 24130 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

In the meeting of the Annual General Meeting of Shareholders for the year 2020, on 15 May 2020 at 2.00 pm. at The Meeting Room of Begistics Public Company Limited, 8/1 Moo 8, Tahkarm, Bangpakong, Chachoengsao 24130, or any adjournment at any date, time and place thereof.

วาระที่.....

เรื่อง.....

Agenda No. Re:

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
 - เห็นด้วย ไม่เห็นด้วย งดออกเสียง
 - Approve Disapprove Abstain

วาระที่.....

เรื่อง.....

Agenda No. Re:

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
 - เห็นด้วย ไม่เห็นด้วย งดออกเสียง
 - Approve Disapprove Abstain

วาระที่.....

เรื่อง.....

Agenda No. Re:

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
 - เห็นด้วย ไม่เห็นด้วย งดออกเสียง
 - Approve Disapprove Abstain

วาระที่.....

เรื่อง.....

Agenda No. Re:

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
 - เห็นด้วย ไม่เห็นด้วย งดออกเสียง
 - Approve Disapprove Abstain

วาระที่.....

เรื่อง.....

Agenda No. Re:

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
 - เห็นด้วย ไม่เห็นด้วย งดออกเสียง
 - Approve Disapprove Abstain

แบบหนังสือมอบฉันทะ แบบ ค.
Proxy Form C.

(แบบที่ใช้เฉพาะกรณีผู้ถือหุ้นเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian)
ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้น)
(For foreign shareholders who have custodians in Thailand only)

เขียนที่.....
Written at
วันที่.....เดือน.....พ.ศ.....
Date Month Year

(1) ข้าพเจ้า I/We _____ สำนักงานตั้งอยู่เลขที่ _____
ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____ จังหวัด _____ รหัสไปรษณีย์ _____
Road Tambol/Khwaeng Amphoe/Khet Province Postal Code

ในฐานะผู้ประกอบธุรกิจเป็นผู้รับฝากและดูแลหุ้น (Custodian) ให้กับ _____
as a Custodian for
ซึ่งเป็นผู้ถือหุ้นของบริษัท บี จิสติกส์ จำกัด (มหาชน) โดยถือหุ้นจำนวนทั้งสิ้นรวม _____ หุ้น
being a shareholder of Begistics Public Company Limited, holding the total number of shares

และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง ดังนี้
and having the right to vote equivalent to votes as follows:
หุ้นสามัญ ordinary share of _____ หุ้น และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
preference share of _____ - หุ้น และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
- _____ -

(2) ขอมอบฉันทะให้
Hereby appoint:

(1) นาย/นาง/นางสาว _____ อายุ _____ ปี อยู่บ้านเลขที่ _____
Mr./Ms./Miss age years, residing at
ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____ จังหวัด _____ รหัสไปรษณีย์ _____
Road Tambol/Khwaeng Amphoe/Khet Province Postal Code
หรือ or (2) นาย/นาง/นางสาว _____ อายุ _____ ปี อยู่บ้านเลขที่ _____
Mr./Ms./Miss age years, residing at
ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____ จังหวัด _____ รหัสไปรษณีย์ _____
Road Tambol/Khwaeng Amphoe/Khet Province Postal Code
หรือ or (3) นาย/นาง/นางสาว _____ อายุ _____ ปี อยู่บ้านเลขที่ _____
Mr./Ms./Miss age years, residing at
ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____ จังหวัด _____ รหัสไปรษณีย์ _____
Road Tambol/Khwaeng Amphoe/Khet Province Postal Code

หรือ นายวุฒิชัย ดวงรัตน์ ตำแหน่ง ประธานกรรมการตรวจสอบและกรรมการอิสระ อายุ 64 ปี
or Mr. Vuthichai Duangratana Positions Chairman of the Audit Committee and Independent Director Age 64 years
ที่อยู่เลขที่ 125 ถนน ฤๅนง แขวงคลองเตย เขตคลองเตย กรุงเทพฯ 10110
Residing at 125 Na Ranong Road, Khlong Toei Sub-district, Khlong Toei District, Bangkok 10110

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้
ถือหุ้นประจำปี 2563 ในวันที่ 15 พฤษภาคม 2563 เวลา 14.00 น.
any one of them to be my/our proxy to attend and vote on my/our behalf at the Annual General Meeting of Shareholders for
the year 2020 on 15 May 2020 2.00 p.m.

ณ ห้องประชุมบริษัท บี จิสติกส์ จำกัด (มหาชน) เลขที่ 81/1 หมู่ที่ 8 ตำบลท่าข้าม อำเภอบางปะกง จังหวัดฉะเชิงเทรา 24130
หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

at The Meeting Room of Begistics Public Company Limited, 8/1 Moo 8, Tahkarm, Bangpakong, Chachoengsao 24130, or any adjournment at any date, time and place thereof.

(3) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะเข้าร่วมประชุม และออกเสียงลงคะแนนในครั้งนี ดังนี

I/We hereby authorize the proxy to attend and vote on my/our behalf at this meeting as follows:

- มอบฉันทะตามจำนวนหุ้นทั้งหมดที่ถือและมีสิทธิออกเสียงลงคะแนนได้**
To grant the total amount of shareholding and having the right to vote
- มอบฉันทะบางส่วน คือ**
To grant the partial shares as follows:

<input type="checkbox"/> หุ้นสามัญ	_____	หุ้น และออกเสียงลงคะแนนได้เท่ากับ	_____	เสียง
ordinary share		shares, and having the right to vote		votes,
		equivalent to		
<input type="checkbox"/> หุ้นบุริมสิทธิ	-	หุ้น และออกเสียงลงคะแนนได้เท่ากับ	-	เสียง
preference share		shares, and having the right to vote		votes.
		equivalent to		
รวมสิทธิออกเสียงลงคะแนนได้ทั้งหมด				เสียง
Total amount of voting rights				votes.

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี ดังนี

I/We hereby authorize the proxy to vote on my/our behalf at this meeting as follows:

วาระที่ 2 พิจารณารับรองรายงานการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/2562 เมื่อวันที่ 26 กรกฎาคม 2562
Agenda No. 2 To consider and adopt the minutes of the Extraordinary General Meeting of Shareholders No.1/2019 on 26 July 2019

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร**
(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้**
(b) To grant my/our proxy to vote at my/our desire as follows:

<input type="checkbox"/> เห็นด้วย	<input type="checkbox"/> ไม่เห็นด้วย	<input type="checkbox"/> งดออกเสียง
Approve	Disapprove	Abstain

วาระที่ 3 พิจารณานอมนัดงบแสดงฐานะการเงินและงบกำไรขาดทุนของบริษัท สำหรับรอบบัญชีสิ้นสุดวันที่ 31 ธันวาคม 2562
Agenda No. 3 To consider and approve the balance sheet and profit and loss statement for the fiscal year ended 31 December 2019

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร**
(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้**
(b) To grant my/our proxy to vote at my/our desire as follows:

<input type="checkbox"/> เห็นด้วย	<input type="checkbox"/> ไม่เห็นด้วย	<input type="checkbox"/> งดออกเสียง
Approve	Disapprove	Abstain

วาระที่ 4 พิจารณานอมนัดงดการจ่ายกำไรสุทธิเพื่อเป็นทุนสำรองตามกฎหมาย และงดการจ่ายเงินปันผลประจำปี 2562
Agenda No. 4 To consider and approve not to appropriate the net profit as legal reserve and not to pay the dividend for the year 2019

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร**
(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้**
(b) To grant my/our proxy to vote at my/our desire as follows:

<input type="checkbox"/> เห็นด้วย	<input type="checkbox"/> ไม่เห็นด้วย	<input type="checkbox"/> งดออกเสียง
Approve	Disapprove	Abstain

วาระที่ 5 พิจารณานอมนัดการเลือกตั้งกรรมการแทนกรรมการที่ออกตามวาระ ประจำปี 2563
Agenda No. 5 To consider and approve the election of the directors to replace the directors who retire by rotation of the year 2020

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร**

- (a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) To grant my/our proxy to vote at my/our desire as follows:
- การแต่งตั้งกรรมการทั้งหมด
Appointing the whole nominated candidates
 เห็นด้วย.....เสียง ไม่เห็นด้วย.....เสียง งดออกเสียง.....เสียง
Approve votes Disapprove votes Abstain votes
- การแต่งตั้งกรรมการเป็นรายบุคคล
Appointing an individual nominated candidate
- 5.1 พลเอก จงศักดิ์ พานิชกุล**
General Jongsak Panichkul
 เห็นด้วย.....เสียง ไม่เห็นด้วย.....เสียง งดออกเสียง.....เสียง
Approve votes Disapprove votes Abstain votes
- 5.2 นายธานี โลเขตกระวี**
Mr. Thanee Loketkravee
 เห็นด้วย.....เสียง ไม่เห็นด้วย.....เสียง งดออกเสียง.....เสียง
Approve votes Disapprove votes Abstain votes
- 5.3 นายธีรบุญ อริยสุทธิวงศ์**
Mr. Teeraboon Ariyasuthiwong
 เห็นด้วย.....เสียง ไม่เห็นด้วย.....เสียง งดออกเสียง.....เสียง
Approve votes Disapprove votes Abstain votes

วาระที่ 6

Agenda No. 6

พิจารณาอนุมัติการกำหนดค่าตอบแทนกรรมการ ประจำปี 2563

To consider and approve the determination of the remuneration of the directors for the year 2020

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) To grant my/our proxy to vote at my/our desire as follows:
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 7

Agenda No. 7

พิจารณาอนุมัติการแต่งตั้งผู้สอบบัญชีและกำหนดค่าตอบแทนผู้สอบบัญชี ประจำปี 2563

To consider and approve the appointment of the auditors and the determination of the remuneration of the auditors for the year 2020

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
- (b) To grant my/our proxy to vote at my/our desire as follows:
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 8

Agenda No. 8

พิจารณาอนุมัติการลดทุนจดทะเบียนของบริษัท จำนวน 281,595,361 บาท จาก เดิม ทุนจดทะเบียน 1,757,131,698.04 บาท เป็นทุนจดทะเบียน 1,475,536,337.04 บาท โดยการตัดหุ้นสามัญที่ยังไม่ได้ ออกจำหน่ายออกจำนวน 414,110,825 หุ้น มูลค่าที่ตราไว้หุ้นละ 0.68 บาท (หกสิบบแปดสตางค์)

To Consider and approve the reduction of the registered capital of the company in the amount of 281,595,361 baht from the original 1,757,131,698.04 baht to the registered capital. 1,475,536,337.04 baht by canceling 414,110,825 ordinary shares which have not been issued, with a par value of 0.68 baht per share (sixty-eight satang)

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- (a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

หมายเหตุ

Remarks

1. หนังสือมอบฉันทะแบบ ค. นี้ ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้นให้เท่านั้น
Only foreign shareholders whose names appear in the registration book and have appointed a Custodian in Thailand can use the Proxy Form C.
2. หลักฐานที่ต้องแนบพร้อมกับหนังสือมอบฉันทะ คือ
Evidence to be attached with this Proxy Form are:
 - (1) หนังสือมอบอำนาจจากผู้ถือหุ้นให้คัสโตเดียน (Custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบฉันทะแทน
Power of Attorney from the shareholder authorizing a Custodian to sign the Proxy Form on behalf of the shareholder.
 - (2) หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทนได้รับอนุญาตประกอบธุรกิจคัสโตเดียน (Custodian)
Letter of certification to certify that a person executing the Proxy Form has obtained a permit to act as a Custodian.
3. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคน เพื่อแยกการลงคะแนนเสียงได้
The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and may not split the number of shares to several proxies for splitting votes.
4. ในกรณีที่มีวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค. ตามแนบ
In case there are any further agenda apart from those specified above brought into consideration in the meeting, the Grantor may use the Allonge of the Proxy Form C. as attached.

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค.
ALLONGE OF PROXY FORM C.

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท บี จิสติกส์ จำกัด (มหาชน)
The appointment of proxy by the shareholder of Begistics Public Company Limited

ในการประชุมสามัญผู้ถือหุ้นประจำปี 2563 ในวันที่ 15 พฤษภาคม 2563 เวลา 14.00 น. ณ ห้องประชุมบริษัท บี จิสติกส์ จำกัด (มหาชน) เลขที่ 81/1 หมู่ที่ 8 ตำบลท่าข้าม อำเภอบางปะกง จังหวัดฉะเชิงเทรา 24130 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

In the meeting of the Annual General Meeting of Shareholders for the year 2020, on 15 May 2020 at 2.00 pm. at The Meeting Room of Begistics Public Company Limited, 8/1 Moo 8, Tahkarm, Bangpakong, Chachoengsao 24130, or any adjournment at any date, time and place thereof.

วาระที่.....

เรื่อง.....

Agenda No. Re:

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
 - (a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.
 - (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
 - (b) To grant my/our proxy to vote at my/our desire as follows:
- เห็นด้วย.....เสียง ไม่เห็นด้วย.....เสียง งดออกเสียง.....เสียง
- Approve votes Disapprove votes Abstain votes

วาระที่.....

เรื่อง.....

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Procedures for sending any query in advance

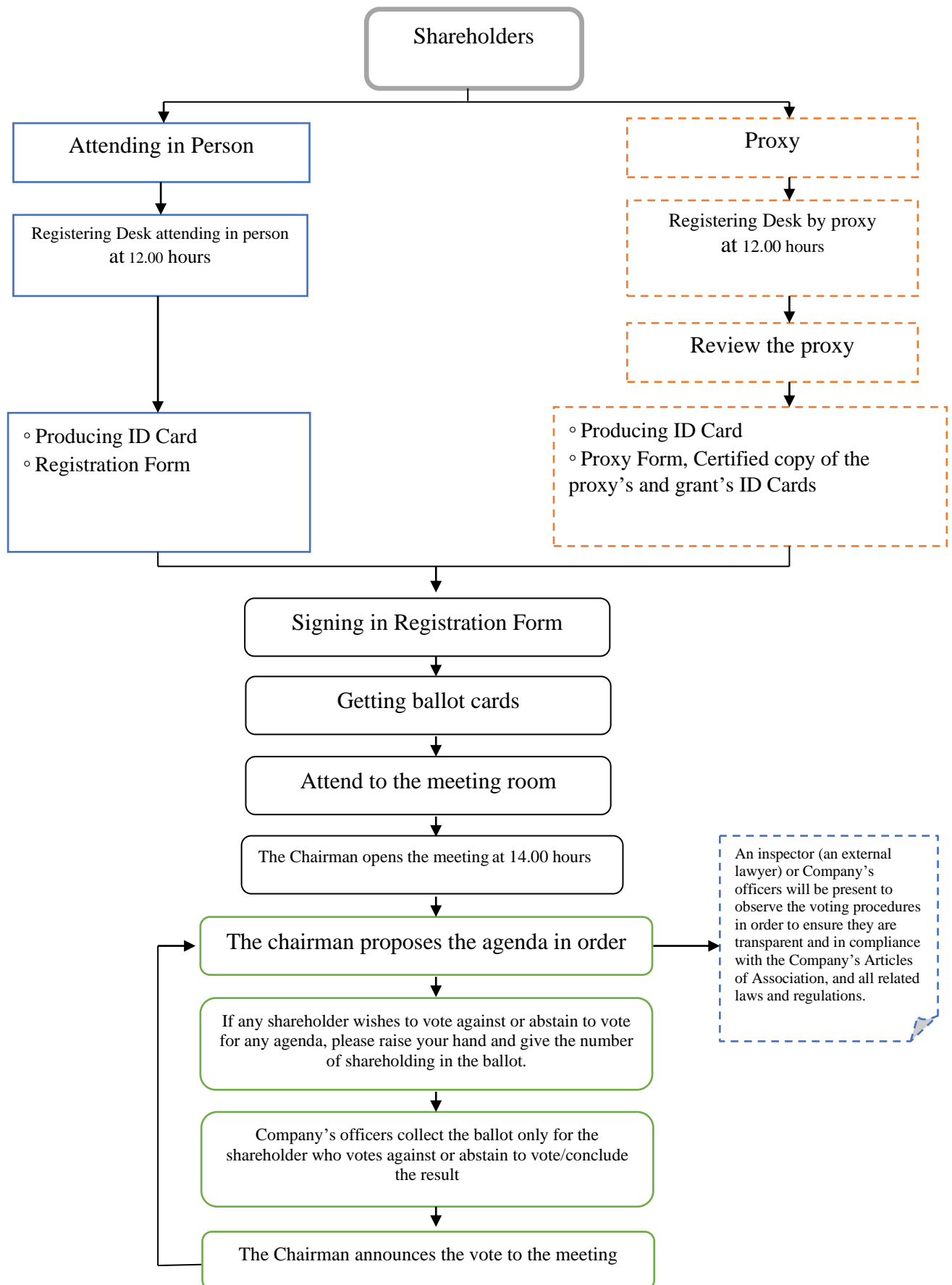
The Company has considered appropriate that any query or comment in relation to general meeting can be sent to the Board in advance via the following channels:

1. Shareholder who wishes to raise any query or comment should provide his/her information:
 - Name, address, telephone, facsimile or e-mail with which the Company can contact;
 - Query raised or comment proposed with documents or accompanying information (if any)
2. Channels:
 - Facsimile No. (66)2367 3577
 - E-mail: ir_investment@begistics.co.th
 - Delivery by mail: Begistics Public Company Limited, No. 3656/64, Green Tower Building, 19th Floor, Unit K, Rama 4 Road, Khlong Tan Subdistrict, Khlong Toei District, Bangkok 10110.
3. Time to send query
 - The Company requests that any query and/comment may be sent now until **8 May 2020**
4. Company Secretary will gather all query/comment for consideration by Chief Executive Officer and related Executives in order to answer the query/comment to shareholders.

Procedures for attending of the Annual General Meeting of Shareholders 2020

Beginstics Public Company Limited

On Friday 15 May 2020



Guideline for Covid-19 Preventive Measure in Annual General Shareholder Meeting

With the situation of Covid-19 in an emergency, the Company will arrange body temperature screening points. In case that any shareholder has fever (i.e. body temperature higher than 37.5 on average) or having any other suspected symptom, the Company will kindly seek your cooperation to attend the meeting at the areas to be specifically arranged. In this regard, such shareholders will be entitled to vote as usual.

In addition, to further mitigate the risk, the Company would like to seek your cooperation as follows:

- Please kindly wear the face mask at all time
- please clean hands with soap or alcohol gel often as deem appropriate
- Avoid touching the face area (i.e. eyes, noses, mouths, etc.)
- Please inform the Company promptly if experiencing any suspect case

Thank you very much for your cooperation in advance, with health concern of every shareholders.

แบบฟอร์มลงทะเบียน / Registration Form



การประชุมวิสามัญผู้ถือหุ้น ประจำปี 2563
The Annual General Shareholders' Meeting 2020

บริษัท บี จิสติกส์ จำกัด (มหาชน)
Begistics Public Company Limited

วันศุกร์ที่ 15 พฤษภาคม 2563 เวลา 14.00 น.
Friday 15 May 2020 at 2.00 pm.

ณ ห้องประชุมบริษัท บี จิสติกส์ จำกัด (มหาชน)
เลขที่ 81/1 หมู่ที่ 8 ตำบลท่าข้าม อำเภอบางปะกง จังหวัดฉะเชิงเทรา 24130
At the Meeting Room of Begistics Public Company Limited,
8/1 Moo 8, Tahkarm, Bangpakong, Chachoengsao 24130

เลขทะเบียนผู้ถือหุ้น
Shareholders' registration no.

ข้าพเจ้า..... สัญชาติ.....
I/We Nationality

บัตรประจำตัวประชาชนเลขที่
ID card no.

อยู่บ้านเลขที่.....
Address

เป็นผู้ถือหุ้นของ บริษัท บี จิสติกส์ จำกัด (มหาชน)
Being a Shareholder of Begistics Public Company Limited

โดยถือหุ้นสามัญจำนวนทั้งสิ้นรวม หุ้น
Holding the Ordinary Share total amount of Shares

ข้าพเจ้า.....
I/We

- ผู้ถือหุ้น / Shareholder
- ผู้รับมอบฉันทะ / Proxy holder

ลงชื่อผู้เข้าประชุม
Sign Meeting Attendant
(.....)

หมายเหตุ: เพื่อความสะดวกในการลงทะเบียน ผู้ถือหุ้นหรือผู้มอบฉันทะที่เข้าร่วมประชุมโปรดนำเอกสารชุดนี้
มาแสดงในวันเข้าประชุมด้วย

Note: For your convenience, shareholders or proxy holders wishing to attend the meeting,
kindly bring this document for registration

QR Code Downloading Procedures for the Annual Report 2019

The Thailand Securities Depository Co., as a securities registrar under the Stock Exchange of Thailand, has developed an electronic system which allows SET Listed Companies to send to the shareholders documents regarding the General Meeting of Shareholders and the Annual Report in the form of E-books accessible through QR Code, thus allow the shareholders to access the information conveniently Shareholders can download the aforementioned documents from the QR Code by following the steps below;

For iOS System

1. Turn on the mobile camera.
2. Focus the mobile camera to QR Code to scan it.
3. The notification will appear on top of the screen Click on the notification to access documents regarding the meeting.

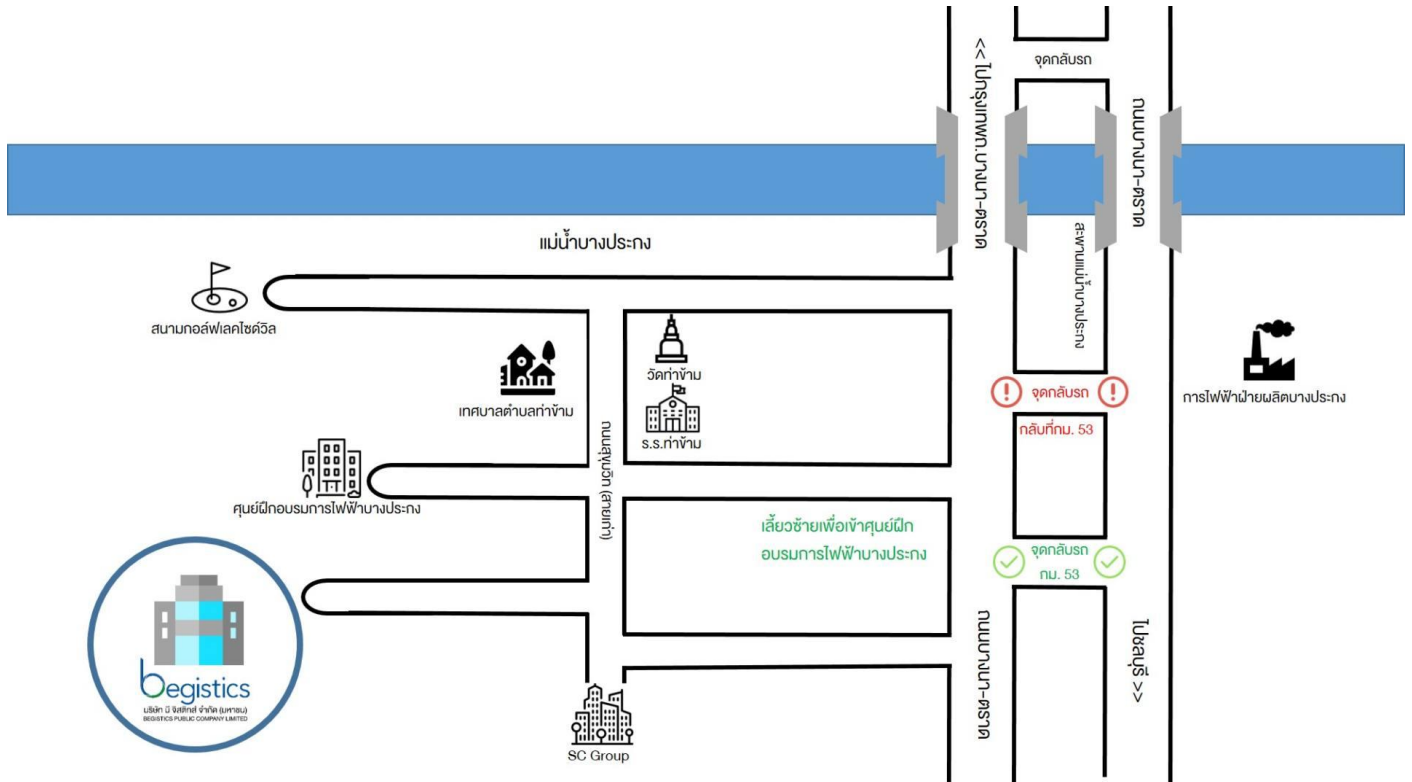
For Android System

1. Open applications such as QR Code Reader, Line.
How to scan the QR Code with Line application
 - Open Line application and click on-Add friend
 - Choose QR Code
 - Scan the QR Code
2. Focus the mobile camera to QR Code to scan it.

Remark Incase the notification does not appear on the screen of mobile phone, the QR Code can also be scanned with other applications such as QR Code Reader, Facebook or Line.

แผนที่สถานที่จัดประชุมสามัญผู้ถือหุ้น ประจำปี 2563

Map of Location for AGM 2020



สถานที่: ณ ห้องประชุมบริษัท บี จิสติกส์ จำกัด (มหาชน)
Location: The Meeting Room of Begistics Public Company Limited,
ที่ตั้ง: เลขที่ 81/1 หมู่ที่ 8 ตำบลท่าข้าม อำเภอบางปะกง จังหวัดฉะเชิงเทรา 24130
Address: 8/1 Moo 8, Takharm, Bangpakong, Chachoengsao 24130
โทรศัพท์: (66) 38 574-315-6
โทรสาร: (66) 38 574-314
Website: www.begistics.co.th
Phone number: (66) 38 574-315-6
Fax: (66) 38 574-314
รถประจำทาง: 365
Bus: 365