



BEGISTICS PUBLIC COMPANY LIMITED

Invitation Letter to the Extraordinary General Meeting of Shareholders No. 1/2020

Tuesday 8 December, 2020
At 14:00 hours.

At Chamai Maruchet Room, Royal Thai Army Club (Vibhavadi),
195, Vibhavadi-Rangsit Road, Samsennai, Phayathai, Bangkok 10400

*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 Extraordinary General Meeting of Shareholders No. 1/2020

B-HO No. 010-10/2020

5 November 2020

Subject: Invitation to the Extraordinary General Meeting of Shareholders No. 1/2020.

To: Shareholder
Begistics Public Company Limited

- Enclosure
1. Minutes of the Annual General Meeting of Shareholders 2020 (for consideration of Agenda 1)
 2. Capital Increase Report Form (F53-4) (Consideration for Agenda 2 and 4)
 3. Articles of Association Related to the shareholders' meeting
 4. Evidence for the right to attend the shareholders' meeting
 5. Definition of Independent Director and the list of independent directors who are proxies
 6. Proxy form A, B, C
 7. The procedure for submitting questions about the shareholders' meeting
 8. Procedures for attending the Extraordinary General Meeting of Shareholders No. 1/2020
 9. Prevent Covid-19 infection
 10. Registration form (Please bring it on the meeting day)
 11. Map of the meeting venue

The Board of Directors' Meeting of Begistics Public Company Limited ("Company") No. 10/2020 on September 28th, 2020 resolved to hold the Extraordinary General Meeting of Shareholders No. 1/2020 on the 8th. December 2020 at 2:00 p.m. at Chamai Maruchet Room, Royal Thai Army Club (Vibhavadi), No. 195, Vibhavadi-Rangsit Road, Samsennai, Phayathai, Bangkok 10400, with the agenda as follows:

Agenda 1 To consider and certify the minutes of the Annual General Meeting of Shareholders 2020 on May 15, 2020.

Facts and reasons :

The Company has prepared the minutes of the Annual General Meeting of Shareholders 2020 which held on May 15, 2020, whereby the Company sent a copy to the shareholders for approval. (Details appear in Enclosure 1).

Opinion of the Board of Directors :

The Board of Directors Meeting No. 10/2020 on September 28th, 2020 has considered and deemed it appropriate to propose to the Extraordinary General Meeting of Shareholders No. 1/2020 to approve the minutes of the Annual General Meeting of Shareholders 2020 which held on 15 May 2020.

Votes to Vote:

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

Agenda 2 To consider and approve to increase the Company's registered capital in the amount of 224,400,000 baht (Two hundred twenty-four million and four hundred thousand baht) from the original registered capital of 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) A new registered capital of 1,699,936,337.04 baht (one thousand six hundred ninety nine million nine hundred thirty six thousand three hundred thirty-seven baht and four satang) by issuing new ordinary shares of not more than 330,000,000 shares (Three hundred thirty million shares) at the par value of 0.68 baht (sixty eight satang), totaling 1,699,936,337.04 baht (one thousand six hundred ninety nine million nine hundred thirty-six thousand three hundred thirty-seven baht and four satang)

Facts and reasons :

To prepare for the investment in alternative energy business of the company that may occur in the future. The Company is in the process of studying and investing in Beyond Capital Company Limited (a subsidiary company) and for use as working capital of the Company and its subsidiaries. (Please consider further details according to Enclosure 2) The company needs to increase the registered capital of the company amounting to 224.40 million baht.

Opinion of the Board of Directors:

The Board of Directors Meeting No. 10/2020 on September 28th , 2020 has considered and agreed to propose to the Extraordinary General Meeting of Shareholders No. 1 / 2 0 2 0 to approve the capital increase of the Company as described above.

Votes to Vote:

This agenda must be approved by a vote of not less than three-fourths of the total number of votes of the shareholders who attend the meeting and have the right to vote.

Agenda 3 To consider and approve the amendment of Clause No. 4 of the Memorandum of Association of the company to be in line with increase of the Company's registered capital

Facts and reasons:

To be consistent with the increase in the Company's registered capital as shown in Agenda 2, the Company has to amend Clause no. 4 of the Company's Memorandum of Association by using the following information instead.

"No 4. Capital	1,699,936,337.04	ทอ (One thousand six hundred ninety nine million nine hundred thirty six thousand three hundred thirty-seven baht and four satang).
Divided into	2,499,906,378	share (Two thousand four hundred ninety nine million nine hundred six thousand three hundred seventy eight shares).
Par value	0.68	baht (Sixty eight satang).

Separated into:		
Common stock	2,499,906,378	share (Two thousand four hundred ninety nine million nine hundred six thousand three hundred seventy eight shares).
Preferred shares	-	share(-)"

Opinion of the Board of Directors : The Board considered and agreed to propose to the shareholders' meeting to consider approving the amendment of Clause No. 4 of the Company's Memorandum of Association to be in line with the increase of the Company's registered capital, in which the person assigned by the Board of Directors to register the amendment of the Memorandum of Association of the Department of Business Development. Ministry of Commerce and has the power to amend and add wording in order to comply with the order of the registrar.

Votes to Vote: This agenda must be approved by a vote of not less than three-fourths of the total number of votes of the shareholders who attend the meeting and have the right to vote.

Agenda 4 To consider and approve the allocation of 330,000,000 (Three hundred thirty million shares) new ordinary shares at par value 0.68 baht (sixty eight satang) to a specific investor (Private Placement).

Facts and reasons: The Company's business expansion plan does not affect the increasing of overall debt burden of the company, including not a burden to the existing shareholders. The company therefore proposed the allocation of all newly-issued ordinary shares at this time, not exceeding 330,000,000 shares, with a par value of 0.68 baht per share to a specific investor (Private Placement). Please consider further details according to Enclosure 2

Opinion of the Board of Directors: The Board of Directors Meeting No. 10/2020 on September 28th, 2020 has considered and agreed to propose to the Extraordinary General Meeting of Shareholders No. 1/2020 to approve the allocation of new ordinary shares in the amount of not more than 330,000,000 shares (Three hundred thirty million shares) at the par value of 0.68 baht (sixty eight satang) to a specific investor (Private Placement) with details of the allocation of the newly-issued ordinary shares as follows:

Allocation of new shares

Allocation of newly issued shares for the purpose of using the proceeds

Allocated to	Number of shares	ratio	Mold for sale Per share (baht)	Subscription date And make payment for shares	note
Private Placement	Not more than 330,000,000 shares	N.A	Not lower than market price (Please consider Note 1)	The Committee shall determine	Please consider Note 2

Note 1

"Market price" means the weighted average price of the Company's shares. In the stock market not less than seven consecutive working days but not more than fifteen consecutive working days. Before the date of the offering price of the shares. The average price is required to use the average price of the shares traded each day. However, the date to set the offering price of shares must not be more than three business days prior to the first day of offering to investors. And in the event that the Board of Directors deems there is a reasonable cause when considering the best interests of the company. The Board of Directors may determine the offering price with a discount, but must not exceed 10 percent of the market price calculated above in which the said discount. The Board of Directors must consider the market conditions at that time as well, in accordance with the Capital Market Supervisory Board Notification No. Tor Chor. 72/2558 regarding the request for a listed company to offer new shares to specific investors, but must not be less than 0.29 baht. As of the date of the board resolution allotment of newly issued shares to investors in a private placement at the market price as detailed above. The aforementioned market price may be lower than the par (par) because the company still has accumulated losses and in accordance with the criteria specified in Section 52 of the Public Limited Companies Act, B.E. 2535

Note 2

The Board of Directors' Meeting has resolved to approve the authorization to the Board of Directors to take any action relating to the allocation of the newly issued ordinary shares as follows; (1) the allocation of ordinary shares on a single occasion or occasionally. Offer period, offering price determination payment of shares, other conditions and details in connection with the allocation of the said capital increase; and (2) negotiation, sign documents and contracts related as well as various actions in connection with the allocation of the newly issued ordinary shares. (3) sign the application for permission, various waiver requests and necessary evidence relating to the allocation of the new ordinary shares which includes contact and submitting an application for permission or requesting a waiver documents and evidences to the government or relevant agencies and listing of newly issued ordinary shares in the Stock Exchange of Thailand and has the power to take any other action necessary and appropriate in connection with the allocation of the said newly issued ordinary shares. (4) to set the price and offer for sale of shares that have been approved by the shareholders' meeting at the best price, according to market conditions during the offering period, but not less than the price of 0.29 baht per share

Votes to Vote :

This agenda must be approved by a vote of not less than three-fourths of the total number of votes of the shareholders who attend the meeting and have the right to vote.

Agenda 5 To consider other matters (if any)

Facts and reasons:

This agenda is set for shareholders to ask questions. And / or commenting on The Board of Directors (if any) and / or the Board of Directors to clarify. Answer questions from the shareholders There will be no other matters presented to the meeting for approval. And there will be no voting on this agenda.

In this regard, the company has specified the list of shareholders eligible to attend the Extraordinary General Meeting of Shareholders No. 1/2020 on October 12, 2020.

At the Extraordinary General Meeting of Shareholders No. 1/2020, 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 4) so that registration for the Shareholders' Meeting is fast and convenient. Please bring the registration form (details are shown in Attachment 10) 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 5) 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 6) 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 4) . The Articles of Association of the Company regarding the Shareholders' Meeting is in Attachment 3, please see details for further information. In this regard, for your cooperation, please send the proxy to the company by November 30, 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 ir_investment@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 Extraordinary General Meeting of Shareholders No. 1/2020 at the date, time and place indicated above.



Yours faithfully,

Police Lieutenant General

(Somkid Boonthanom)
Chairman of the Board

Begistics Public Company Limited

Note: Shareholders are able to view the Notice of The Extraordinary General Meeting of Shareholders No. 1/2020 and the supporting documents on the company's website from November 16 , 2020 at <https://www.begistics.co.th/agm-egm/> / Title Investor Relation/ AGM / EGM / AGM2020 and can send questions regarding the agenda in advance, according to the procedure for submitting questions about the shareholders' meeting. Appeared in the attachment 7

Minutes of the 2020 Annual General Meeting of Shareholders

Begistics Public Company Limited

Begistics Public Company Limited ("the Company") held the 2020 Annual General Meeting of Shareholders on May 15, 2020 at 2:00 PM at the meeting room of Begistics Public Company Limited, No. 81. / 1 Moo 8, Tha Kham Subdistrict, Bang Pakong District, Chachoengsao Province 24130

Company Directors attending the meeting

- | | | |
|----|------------------------------|---|
| 1. | Gen. Jongsak Panichkul | Independent Director and Chairman of the Board |
| 2. | Mr. Thitisak Skulkroo | Vice Chairman, Director, Nomination and Remuneration Committee, Chairman of Executive Committee and Chairman of the Risk Management Committee |
| 3. | Mr. Vuthichai Duangratana | Independent Director, Chairman of the Audit Committee and Chairman Nomination and Remuneration Committee |
| 4. | Ms. Surawee Chaithumrongkool | Independent Director, Audit Committee And Risk Management Committee |
| 5. | Mr. Danai Piamthipmanust | Director and Executive Director |
| 6. | Mr. Pongsiri Sirithorn | Director, Executive Director And Chief Executive Officer |
| 7. | Ms. Suttirat Leeswadtrakul | Director and Executive Director |
| 8. | Mr. Thanee Loketkravee | Director and Executive Director |

Directors absent from the meeting

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

Management who attended the meeting

- | | | |
|----|-------------------------|--|
| 1. | Mrs. Duangnapa Thongsri | Acting Chief Financial Officer and Accounting Director and finance |
| 2. | Ms. Korawan Sanchompoo | Company secretary |

Auditors who attended the meeting from Karin Audit Company Limited

- | | | |
|----|-------------------------|-------------------|
| 1. | Ms. Kannika Wipanurat | Auditor |
| 2. | Ms. Chantanee Heepthong | Auditor Assistant |
| 3. | Ms. Kanita Sawangwong | Auditor Assistant |

Independent legal advisor

Mrs. Wanida Saekuai

Representative of the Thai Investors Association Shareholder Rights Protection Volunteer

- Did not attend the meeting -

The company has 9 directors, 8 directors attending the meeting, representing 88.89% 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 4 shareholders attending the meeting in person holding 94,459 shares and 34 proxy holders holding 644,129,072 shares. The total number of shareholders attending the meeting in person and via proxy holders were 38 shareholders holding 644,223,531 shares or 48.45 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 29 May 2020).

In this meeting, Mr. Thammarat Sangjun, legal counsel from M&T Law Office Company Limited, lawyer acting as a witness in the vote counting, the Chairman allowed shareholders to inquire about the voting criteria.

The Chairman assigned Mr. Thitisak Skulkroo; Chairman of Executive Committee, to proceed the meeting and propose the meeting to consider the matters of agenda items,

From then, Mr. Thitisak Skulkroo, proposed to the meeting to consider various matters. According to the following agenda.

Agenda 1 To certify the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2019 held on July 26, 2019.

Mr. Thitisak Skulkroo, Chairman of Executive Committee reported to the meeting that the Company has prepared the minutes of the Extraordinary General Meeting of Shareholders No. 1/2019 held on July 26, 2019, which copies of the minutes has been delivered to shareholders.

Mr. Thitisak Skulkroo asked whether shareholders would like to ask or express their opinion on the agenda.

As none of shareholders asked a question or commented, Mr. Thitisak Skulkroo proposed the meeting to consider certifying the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2019 held on July 26, 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 Extraordinary General Meeting of Shareholders No. 1/2019 held on July 26, 2019 with majority votes of shareholders presenting in the meeting and having voting rights as follows;

Approved	644,223,531 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 2 To acknowledge the Board of Directors’ Report regarding the performance for the year 2018.

Mr. Thitisak Skulkroo, Chairman of the Executive Committee Assigned Mr. Pongsiri Sirithorn, Chief Executive Officer to clarify the details of the company's operating results for the year 2018 to the meeting

Mr. Pongsiri Sirithorn reported the Company's operating results for the year 2019 in the field of practice to the meeting on various matters. Summarized as follows the Company's business in the past year has been expanding into new businesses. Arising and from the shareholders know, two years ago, the company has worked to expand the port Container yard and warehouse (ICD) and has developed its business as land transport. International transport is Also known as freight management, including customs clearance, which is in the part of Freight Management more. In terms of those activities in the past two years, it has grown steadily. In particular, as shareholders know, existing transportation activities are added to e-commerce logistics, the company's primary customers are. Lazada Express By way of the company

to provide service with Lazada Another part of the company is cross-border transportation by rebranding under the brand MOVE Borderless, which has been issued in general media to inform shareholders about cross-border transportation in the South East region. Asia, therefore, it will be linked with what will happen in this year and in the years to come for the future, for this year it will be the transportation side of the company's current customer base, E-commerce, which is a future business or Digital Commerce Another side is MOVE Borderless that I have to focus on. Freight Management is a highly profitable business. Therefore, in this year and in subsequent years. To increase the number of new customers to increase the initial profit even more. Another point is the issue of increasing the transportation business with a large customer group. So this year, what will happen is to change add to grow, which is to reduce costs continually. Increase business opportunities in new logistics activities. This is the goal and the main picture of the operating results report; I would like to forward it to the finance section to report further.

Mrs. Duangnapa Thongsri, Acting Chief Financial Officer, reported to shareholders and attendees as follows: For an overview of operating results in 2019.

Revenue is divided into three business lines: Port 23%, Transport 58% and Freight Management 19%.

Port revenue 89.01 million baht, transportation 222.42 million baht, international ride 70.57 million baht.

Gross profit (GP) Port (1.14) million baht Transportation 35.29 million baht International shipping 12.06 million baht.

Profit before Interest, Tax, Depreciation and Amortization (EBITDA) Port (6.16) Million Baht Transport 32.18 Million Baht International Shipping 7.04 Million Baht.

Depreciation (DP) port 10 million baht, transportation 12 million baht, international ride four hundred thousand baht.

Summary of the primary overview Revenue decreased from the previous year by about 30%.

In this regard, Mr. Thitisak Skulkroo informed the meeting that this list was for acknowledgement. Therefore no resolution was required.

The meeting acknowledged the Company's operating results for the year 2019.

Agenda 3 separate financial statements and consolidated income statements And the separate financial statements of the company For the fiscal year ended 31 December 2019

Mr. Thitisak Skulkroo, Chairman of the Executive Committee Has assigned Mrs. Duangnapa Thongsri, Acting Chief Financial Officer Clarifies the details of the consolidated and separate financial statements and income statements showing the consolidated investments and separate financial statements of the Company. For the fiscal year ended December 31, 2019 to the meeting, Mrs. Duangnapa Thongsri reported the consolidated and separate financial statements and consolidated income statements and separate financial statements of the Company. For the fiscal year ended December 31, 2019, details appear in the Annual Report 2019 page 83, which has been delivered to the shareholders together with this invitation letter. For the meeting to consider, which can be summarized as follows

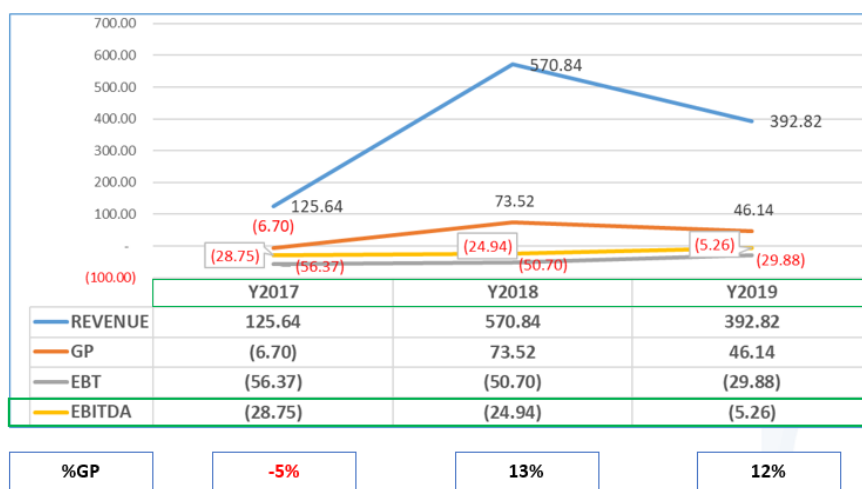
The Audit Committee Meeting No. 2/2020 on March 2, 2020 reviewed the consolidated and separate statements of financial position. And the consolidated income statement and separate income statement of the company For the fiscal year ended December 31, 2019, the aforementioned financial statements have 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 correct, complete and reliable. Including adequate information disclosure Which can be summarized as follows

In the year 2019, the company has established a subsidiary company. 100% investment ratio, thus the financial statements of the year 2019 will present the consolidated financial statements. And the separate financial statements as follows:

Statement of comprehensive income

หน่วย : ล้านบาท

สำหรับปี สิ้นสุด 31 ธันวาคม	ปี 2562	ปี 2562	ปี 2561	เพิ่มขึ้น	เพิ่ม (ลด)
	งบการเงินรวม	เฉพาะกิจการ	เฉพาะกิจการ	(ลดลง)	%
รายได้					
รวม รายได้	392,836	392,822	570,838	(178,016)	(31.19%)
ค่าใช้จ่าย					
รวม ค่าใช้จ่าย	422,757	422,697	621,540	(198,843)	(31.99%)
ส่วนแบ่งกำไร(ขาดทุน) จากบริษัทร่วม	1,995	-	-	-	
ขาดทุนก่อนภาษี	(27,926)	(29,875)	(50,702)	(20,827)	41.08%
ภาษีเงินได้	660			-	
ขาดทุนสำหรับงวด	(28,586)	(29,875)	(50,702)	(20,827)	41.08%
กำไรขาดทุนเบ็ดเสร็จอื่น					
รายการที่ต้องจัดประเภทรายการใหม่เข้าในกำไรหรือขาดทุนภายหลัง :					
- กำไร(ขาดทุน)จากการรื้อมูลค่าเงินลงทุนเพื่อขาย	3	3	(635)	(638)	100.47%
- ผลกำไรจากการรื้อมูลค่าในโครงการผลประโยชน์พนักงาน			383	383	100.00%
ขาดทุนเบ็ดเสร็จรวมสำหรับงวด	(28,583)	(29,872)	(50,954)	(21,082)	41.37%
กำไร(ขาดทุน) ต่อหุ้น (บาท)	(0.028)	(0.030)	(0.061)	0.031	(50.82%)
อัตรากำไรค่า	(7.28%)	(7.61%)	(8.88%)		



From the financial statements for the 12-month period ended 31 December 2019, the company had total income of 392.84 million baht, a decrease of 178 million baht compared to the same period of the year 2018 with revenue of 570.84 million baht, which in 2019 the company had revenues. From management - port business 88.07 million baht, domestic transport revenue of 161.31 million baht and logistics revenue of 131.42 million baht, the proportion of revenue decreased from the previous year, accounting for a percentage 31.18 Due to the reorganization of the logistics business By reducing the size of the existing management team in October 2018 and establishing a new management team in November 2018 from the aforementioned changes for the 12-month period ended December 31, 2019, the Company's net loss rate of 8% decreased compared to The same period of the previous year Has a net loss rate of 9%

From the financial statements for the 12-month period ended December 31, 2019, the loss was 29.87 million baht, which decreased 41.10% compared to the same period of the previous year. With

a loss of 50.70 million baht due to the lower revenue of the logistics and transportation business in the country. But in terms of service costs and administrative expenses are also reduced. The company has adjusted its marketing strategy by increasing port business income from new customers and from domestic transportation business e-commerce customers.

Statement of Financial Position

Unit: Thousand Baht

	31 ธ.ค. 62	31 ธ.ค. 62	31 ธ.ค. 61	เพิ่มขึ้น(ลดลง)	เพิ่มขึ้น(ลดลง)
	งบการเงินรวม	งบเฉพาะกิจการ	งบเฉพาะกิจการ	งบเฉพาะกิจการ	%
รวมสินทรัพย์หมุนเวียน	457,140	447,175	463,503	(16,328)	(3.52%)
รวมสินทรัพย์ไม่หมุนเวียน	474,533	481,508	336,168	145,340	43.23%
รวมสินทรัพย์	931,673	928,683	799,671	129,012	16.13%
รวมหนี้สินหมุนเวียน	118,650	118,639	133,044	(14,405)	(10.83%)
รวมหนี้สินไม่หมุนเวียน	130,414	130,414	108,159	22,255	20.58%
รวมหนี้สิน	249,064	249,053	241,203	7,850	3.25%
ส่วนของผู้ถือหุ้น					
ทุนจดทะเบียน	1,757,131	1,757,131	883,349	873,782	0.00%
ทุนที่ออกและชำระแล้ว	904,019	904,019	592,797	311,222	0.00%
ส่วนเกิน (ต่ำกว่า)มูลค่าหุ้นสามัญ- สุทธิ	(97,025)	(97,025)	63,163	(160,188)	0.00%
กำไร(ขาดทุน)สุทธิ ขาดทุนสะสม	(124,396)	(127,375)	(97,500)	(29,875)	30.64%
องค์ประกอบอื่นของส่วนของผู้ถือหุ้น	11	11	8	3	37.50%
รวมส่วนของผู้ถือหุ้น - สุทธิ	682,609	679,630	558,468	121,162	21.70%
รวมหนี้สิน และส่วนของผู้ถือหุ้น	931,673	928,683	799,671	129,012	16.13%
NTA		654,380	530,543		

Book Value as of 31 Dec

0.51

0.42

The company had total assets of 928.68 million baht, an increase of 16.13 percent compared to the previous year. Which the increase came from the allocation of the newly issued ordinary shares to the existing shareholders of the company according to their shareholding proportion (RO)

The company had total liabilities of 249.05 million baht, an increase of 3.25% compared to the previous year from investing in 15 additional tractor trucks, 15 tails and 7 jumbo 4-wheel trucks. Service new customers and Lazada

The company had shareholders' equity at 679.63 million baht, an increase of 21.70 percent compared to the previous year due to the allocation of newly issued ordinary shares to the existing shareholders of the company in proportion to their shareholding (RO).

Statement of changes in equity as of 31 December 2019 and 2018

	พันบาท									
	งบการเงินรวม									
	ทุนเรือนหุ้น	ที่ออก	กำไร (ขาดทุน) สะสม			องค์ประกอบอื่นของส่วนของผู้ถือหุ้น			ส่วนได้เสียไม่มี	รวมส่วนของผู้ถือหุ้น
			ส่วนเกิน(ส่วนขาด)	ทุนสำรอง	ขาดทุนสะสม	ผลกำไร(ขาดทุน)	ผลค่าของรายการเปลี่ยนแปลง	รวม		
หมายเหตุ	และชำระแล้ว	มูลค่าหุ้นสามัญ	ทุนสำรอง	ขาดทุนสะสม	ผลกำไร(ขาดทุน)	ผลค่าของรายการเปลี่ยนแปลง	ส่วนของผู้ถือหุ้น	ส่วนได้เสียไม่มี	รวมส่วนของผู้ถือหุ้น	
ยอดคงเหลือ ณ วันที่ 31 มกราคม 2561		397,564	-	-	(47,181)	-	643	643	-	351,026
เพิ่มทุน		195,233	63,163	-	-	-	-	-	-	258,396
โอนกำไรสะสม	19	-	-	-	383	(383)	-	(383)	-	-
(ขาดทุน) ใต้ส่วนร่วมส่วนร่วม		-	-	-	(49,012)	383	(635)	(252)	-	(49,264)
ยอดคงเหลือ ณ วันที่ 31 ธันวาคม 2561		592,797	63,163	-	(95,810)	-	8	8	-	560,158
เพิ่มทุน	20	311,222	(160,188)	-	-	-	-	-	-	151,034
(ขาดทุน) ใต้ส่วนร่วมส่วนร่วม		-	-	-	(28,586)	-	3	3	-	(28,583)
ยอดคงเหลือ ณ วันที่ 31 ธันวาคม 2562		904,019	(97,025)	-	(124,396)	-	11	11	-	682,609

พันบาท									
งบการเงินที่แสดงผลเงินลงทุนตามวิธีคำนวณได้ดังนี้									
	ทุนเรือนหุ้น	กำไร (ขาดทุน) สุทธิ			อัตรากำไรสุทธิ			รวม	รวมผ่านของ
		ก่อนหักภาษี	หลังหักภาษี	หลังหักภาษีและเงินปันผล	กำไรสุทธิ	กำไรสุทธิต่อหุ้น	กำไรสุทธิต่อหุ้น		
หมายเหตุ	ต่องวด	ส่วนเกิน	ทุนสำรอง	ขาดทุนสะสม	กำไรสุทธิ	กำไรสุทธิต่อหุ้น	กำไรสุทธิต่อหุ้น	กำไรสุทธิต่อหุ้น	กำไรสุทธิต่อหุ้น
ยอดคงเหลือ ณ วันที่ 31 ธันวาคม 2560	397,564	-	-	(47,181)	-	643	643	351,026	
เพิ่มทุน	17	195,233	63,163	-	-	-	-	258,396	
โอนไปหักไว้สะสม	16	-	-	-	383	(383)	(383)	-	
(ขาดทุน) เมื่อรวมแล้ว		-	-	(49,012)	383	(635)	(252)	(49,264)	
ยอดคงเหลือ ณ วันที่ 31 ธันวาคม 2561	592,797	63,163	-	(95,810)	-	8	8	501,158	

The Board of Directors Meeting No. 3/2020 on April 16, 2020 has considered the statement of financial position and income statement. There is no opinion that is different from the Audit Committee. It is therefore deemed appropriate to propose to the 2020 Annual General Meeting of Shareholders to consider and approve the Company's Statement of Financial Position and Income Statement. For the fiscal year ended 31 December 2019 that the Company's auditors have audited and certified And has been reviewed by the Audit Committee

After that, Mr. Thitisak Skulkroo asked the meeting if any shareholder had any question. or have an opinion on this agenda or not

A shareholder had questions as follows:

Me. Nara Sripet
Shareholder

This year there are still some losses. How much the company expects to generate income to be worth the cost and not incur any loss.

Mr. Thitisak Skulkroo
Chairman of
Executive Committee

If you look at the financial statements this year, the company has a loss of approximately 30 million baht, it can be seen that there is only one port that is still negative. The cost of the port is the regular rental of 2 million baht and the depreciation for all segments of approximately 26 million baht. The main problem is that after the work adjustment and cost reduction, the other segments are profitable except the port. It is caused by the company using the port as container transportation. In which the transport of containers is less parked and takes faster to unload Currently, there is a major problem of the channel, including the problem at the front At present, there are more boats coming in, which makes the problem of the canal in front of the tha better. But the main channel has not improved and Laem Chabang has grown considerably Therefore, the company's location cannot replace the density of Laem Chabang. Consequently, most ships are in bulk and take several days to unload. Making the port earning capacity less But at the same time, the port has a high cost. Currently, the committee is unconcernedly trying to find a way to switch ports for full bulk cargo in the ICD segment last year without COVID-19 impact. But this year had a full impact. The company tries to find regular income of the port to fill all the available areas and make full use of the site.

I would like to inform you shareholders that if the company cuts off the port, it will be profitable. And I would like to inform you that the company cannot cancel the land lease with the owner because there is a high cost which is paid over the lease term. Therefore, we have to continue to lease the land and try to earn more income in order to minimize the loss or no loss at all. Please be informed that shareholders for information.

When no shareholder raised any question Or leave additional comments Mr. Thitisak Skulkroo, therefore, requested the meeting to approve the consolidated and separate financial statements and

consolidated income statements and separate financial statements of the Company. For the fiscal year ended 31 December 2019

In this regard, Mr. Thitisak Skulkroo informed the meeting that this agenda must be approved by a majority vote of the shareholders who attend the meeting and have the right to vote.

Resolution **The meeting The meeting considered And resolved to approve the consolidated and separate financial statements and the consolidated and separate financial statements of the Company For the fiscal year ended December 31, 2019 as proposed with votes A majority of the votes of the shareholders who attend the meeting and have the right to vote. With details as follows ;**

Approved	644,223,531 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 4 To consider and approve the suspension of the allocation of net profit as legal reserve and no dividend payment for the year 2019.

Mr. Thitisak Skulkroo, Chairman of the Executive Committee Concluded about the allocation of net profit as legal reserve and no dividend payment for the year 2018 as follows: The Company has a policy to pay dividends to shareholders at approximately 30 percent of net profit. In addition, the Public Limited Companies Act BE 2535, Section 115 and Section 116 and in accordance with the Articles of Association, Article 48 and 51 (as amended) prohibits the company from declaring dividends in addition to the resolution of the shareholders' meeting and the Company must allocate part of its annual net profit as a reserve fund of not less than 5 percent of the annual net profit. Less with the accumulated loss brought forward (if any) until the company has a reserve fund of not less than 10 percent of the registered capital. However, since the company has operating losses and requires working capital for use in the business The Board of Directors Meeting No. 3/2019 on April 16, 2020 therefore deems appropriate to omit dividend payment for the year 2019 performance and to not allocate legal reserves.

Mr. Thitisak Skulkroo asked the meeting whether any shareholder had any questions or have comments about this agenda.

No queries were made.

In this regard, Mr. Thitisak Skulkroo informed the meeting that this agenda must be approved with a majority vote of the shareholders attending the meeting and having the right to vote

Resolution **The meeting has considered, the meeting unanimously resolved to approve the suspension of the allocation of net profit as legal reserve and no dividend payment for the year 2019 with the voting rights as follows;**

Approved	644,223,531 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 5 To consider and approve the election of directors to replace those retiring by rotation for the year 2020

Mr. Thitisak Skulkroo, Chairman of the Executive Committee, informed the meeting that In order to comply with the principles of good governance And to allow shareholders to vote independently

Therefore invited the retired directors to leave the meeting room And clarified that The directors who have completed their term of office for the year 2020 are as follows:

- | | | | |
|----|------------------------------|----------|---|
| 1. | Gen. Jongsak Panichkul | position | Independent Director and Chairman of the Board |
| 2. | Mr. Thanee Loketkravee | position | Director and Executive committee |
| 3. | Mr. Teeraboon Ariyasuthiwong | position | Independent Director, Audit Committee and Nomination and Remuneration Committee |

For the 2020 Annual General Meeting of Shareholders, the Company provides an opportunity for shareholders to nominate suitable persons to be selected as the Company's director For the Board of Directors to consider in advance from the month October - December 2019, in which no shareholder proposed the names of directors to be selected in any way.

The Nomination and Remuneration Committee Meeting No. 1/2020 was held on January 28, 2020, excluding interested directors in this agenda. Considered the suitability of persons to be elected as directors of the Company. Considering the ability Work experience And qualifications under the Public Companies Act 2535 of the directors who have to retire by rotation Therefore, it is resolved that the Board of Directors proposes to the 2020 Annual General Meeting of Shareholders to consider and approve the re-election of directors who retire by rotation to serve as directors for another term. Including to hold other positions Continue as before as follows

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

In addition, the Board of Directors' Meeting No. 3/2020 on April 16, 2020 is of the view that all three directors meet the requirements of the Company's Articles of Association. Public Company Limited Act B.E. 2535 and Law on Securities and Exchange Also a person who has knowledge, ability, expertise And experience Able to devote time and talent for the best interests of the company, shareholders and all stakeholders. Therefore, it is appropriate to be a director of the Company. Therefore, it is appropriate to re-elect the directors who retire by rotation to serve as directors for another term. Including to hold other positions as before

After that, Mr. Thitisak Skulkroo asked the meeting if any shareholder had any question. Or have an opinion on this agenda or not

No shareholder raised any question.

When no shareholder raised any question Or leave a comment Mr. Thitisak Skulkroo, therefore, requested the meeting to consider and approve the election of directors in place of the directors who retired by rotation for the year 2020 by requesting a resolution to elect individual directors.

In this regard, Mr. Thitisak Skulkroo informed the meeting that this agenda must be approved by a majority vote of the shareholders who attend the meeting and have the right to vote.

Resolution **The meeting has considered And passed a resolution approving the election of directors to replace those whose term expires for the year 2020 as proposed by voting to elect individual directors With the following votes**

1. Gen. Jongsak Panichkul. The meeting passed a resolution with majority votes from the total number of votes of shareholders who attended the meeting and had the right to vote. With the following votes

Approved	644,223,531 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%

2. Mr. Thanee Locketkravee. The meeting passed a resolution with majority votes from the total number of votes of shareholders who attended the meeting and had the right to vote. With the following votes

Approved	644,223,531 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%

3. Mr. Teeraboon Ariyasuthiwong. The meeting passed a resolution with majority votes from the total number of votes of shareholders who attended the meeting and had the right to vote. With the following votes

Approved	644,223,531 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 6 To consider and approve the remuneration of directors for the year 2020.

Mr. Thitisak Skulkroo, Chairman of the Executive Committee clarify details about the determination of directors' remuneration for the year 2020 by reporting that The Nomination and Remuneration Committee Meeting No. 1/2012 on January 28, 2020 and the Board of Directors Meeting No. 3/2020 on April 16, 2020, has considered the remuneration of the directors. By taking into account the appropriateness of duties and responsibilities of the directors and linking compensation to the overall performance of the company Including comparing with other companies that are in the same business and have a similar size Therefore, it is deemed appropriate to set the directors' remuneration for the year 2020 in the total amount not exceeding 3,000,000 baht (three million baht only), which is equal to the year 2019 because the directors have reached the number of seats of the company. (Including the Board of Directors Audit Committee Nomination and Remuneration Committee and the Executive Committee) and allow the Board of Directors to allocate themselves within the said limit the details are as follows:

ปีที่ขออนุมัติ	ประเภทคำตอบแทน	วงเงินที่ขออนุมัติ	จำนวนเงินที่จ่ายจริง
2562	เบี้ยประชุม	ไม่เกิน 2,500,000 บาท	1,070,000 บาท
	คำตอบแทนรายเดือน		1,097,333 บาท
			รวม 2,167,333 บาท
2563	เบี้ยประชุม	ไม่เกิน 3,000,000 บาท	ปีที่ขออนุมัติ
	คำตอบแทนรายเดือน		

Remark: Directors who are executives / employees of the company of subsidiaries or of the major shareholder not entitled to receive remuneration as a director or sub-committee.

Then, Mr. Thitisak Skulkroo asked the meeting whether any shareholder had any questions or have comments about this agenda.

No queries were made.

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 two-thirds of the total votes of the shareholders attending the meeting.

Resolution **The meeting has considered, the meeting unanimously resolved to approve the remuneration of directors for the year 2019 with the voting rights as follows:**

Approved	644,223,531 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 appointment of the auditor and the determination of compensation of the auditor for the year 2020

Mr. Thitisak Skulkroo, Chairman of the Executive Committee Clarified the details of the appointment of auditors and the auditor's remuneration for the year 2020 by the Audit Committee Meeting No. 2/2020 on March 2, 2019 and the Board of Directors Meeting No. 3/2020 on April 16, 2020, the Company audited the Company's auditors. By considering the performance Independence of the auditor and audit fees including giving opinions and proposing to the Board of Directors to propose to appoint one of the auditors as listed below from Karin Audit Company Limited as the Company's auditor for the year 2020

1. Mr. Jadesada Hungsapruerk CPA Registration No.3759 (has been an auditor of the Company for 4 years since 2016)
2. Ms. Kannika Wipanurat CPA Registration No.7305 (has been an auditor of the Company for 4 years since 2016)
3. Mr. Jirrote Sirirorote CPA Registration No.5113 (has been an auditor of the Company for 4 years since 2016)
4. Ms. Nonglak Phatthanabundit CPA Registration No.4713 (has been an auditor of the Company for the first year)
5. Mrs. Sumana Seniwong Na Ayuthaya CPA Registration No.5897 (has been an auditor of the Company for the first year)

In this regard, any one of the above auditors shall inspect and comment on the Company's financial statements. And in the case that the above auditors are unable to perform their duties, Karin Audit Company Limited procures other authorized auditors to act on their behalf. And to determine the annual audit fee and the quarterly review fee of the company in the amount of 2,105,000 baht (Two million one hundred and five thousand baht only) which does not include other expenses which is actually related to the audit of the financial statements directly to be collected separately not more than 96,000 baht (ninety six thousand baht only).

Then, Mr. Thitisak Skulkroo asked the meeting whether any shareholder had any questions or have comments about this agenda.

No queries were made.

When no shareholder asked any questions or comment, Mr. Thitisak Skulkroo asked the meeting to consider and approve the appointment of the auditors and determine the auditor's remuneration for the year 2020 and informed the meeting that this agenda must be approved with a majority vote of the shareholders attending the meeting and having the right to vote.

Resolution The meeting has considered, the meeting unanimously resolved to approve the appointment of the auditors and determine the auditor's remuneration for the year 2020 with the voting rights as follows:

Approved	644,223,531 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 reduction of the Company's registered capital 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 eliminating 414,110,825 unissued ordinary shares with a par value of 0.68 baht (sixty eight satang)

Mr. Thitisak Skulkroo, Chairman of the Executive Committee Notified to the meeting that under the Public Limited Companies Act 1992 (including the amendments) stipulated that the company could increase the capital from the registered amount by issuing new shares. When all the shares have been sold and received payment for the shares in full or in the event that the shares are not sold. The remaining shares must be shares issued to support the convertible debentures or the warrants to purchase shares, so the company has to reduce the Company's registered capital by 281,595,361 baht by eliminating the unissued ordinary shares 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 remaining from the exercise of the right to subscribe for the newly issued ordinary shares that the Company has issued and offered for sale of warrants to purchase ordinary shares. (B-W5) in accordance with the resolution of the Extraordinary General Meeting of Shareholders No. 1/2019 on July 26, 2019, which will reduce the Company's registered capital. From the original registered capital 1,757,131,698.04 baht to 1,475,536,337.04 baht

Mr. Thitisak Skulkroo asked the meeting if any shareholder had any question. Or have an opinion on this agenda or not

No shareholder raised any question.

When no shareholder raised any question Or leave a comment Mr. Thitisak Skulkroo therefore requested the meeting to approve the reduction of the Company's registered capital of 281,595,361 baht from the original registered capital of 1,757,131,698.04 baht to the registered capital. 1,475,536,337.04 baht by eliminating 414,110,825 unissued ordinary shares with a par value of 0.68 baht (sixty eight satang)

In this regard, Mr. Thitisak Skulkroo informed the meeting that this agenda must be approved by a vote of not less than three-fourths (3/4) of the shareholders who attend the meeting and have the right to vote.

Resolution The meeting has considered And approved the reduction of the registered capital of the company in the amount of 281,595,361 baht from the original registered capital of 1,757,131,698.04 baht to the registered capital 1,475,536,337.04 baht by eliminating 414,110,825 unissued ordinary shares with a par value of 0.68 baht (sixty eight satang) with a vote of not less than three-fourths of the total number of votes of the shareholders attending the meeting. And have the voting rights as follows:

Approved	644,223,531 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 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 the Executive Committee notify the meeting that In order to be consistent with the reduction of the registered capital of the company as shown in Agenda 8, the Company has to amend the Memorandum of Association of the Company No. 4 by using the following statement instead.

“Clause 4	Registered Capital	1,475,536,337.04	Baht	(One thousand four hundred seventy five million five hundred thousand Thirty-six thousand three hundred thirty-seven Four satang baht)
	Divided into	2,169,906,378	Shares	(Two thousand one hundred sixty nine million nine Hundred thousand three hundred seventy-eight shares)
	Par Value	0.68	Baht	(Sixty-eight Satang)
	Separated By Ordinary Shares	2,169,906,378	Shares	(Two thousand one hundred sixty nine million nine Hundred thousand three hundred
	Preferred Shares	-	Shares	(-)”

Then, Mr. Thitisak Skulkroo asked the meeting whether any shareholder had any questions or have comments about this agenda.

No queries were made.

When no shareholder asked any questions or comment, Mr. Thitisak Skulkroo asked the meeting 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.

In this regard, Mr. Thitisak Skulkroo informed the meeting that this agenda must be approved by a vote of not less than three-fourths (3/4) of the shareholders attending the meeting and having the right to vote.

Resolution The meeting has considered, the meeting unanimously 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 with the voting rights as follows:

Approved	644,223,531 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%

Agend 10 Other matters (if any)

Mr. Thitisak Skulkroo, Chairman of the Executive Committee Asked the meeting whether any shareholder had any question. Or have any other opinion or not


A shareholder had questions as follows:

- | | |
|---|---|
| Me. Nara Sripet
Shareholder | Currently, the COVID-19 crisis Is the company affected? And if there were any opinions of the committee? |
| Mr. Thitisak Skulkroo
Chairman of the
Executive Committee | The company was affected by a slowdown for a while Because the company mainly accepts logistics jobs In the segment that is a regular customer is Lazada, the product is in and out of itself. And from the first quarter of 2020 financial statements that have just released information, it can be seen that the loss is less, there will be only a port where the company is trying to increase revenue, as the Chief Executive Officer reported in the previous list is Cross border is a product with a large number of customers, originally started in March but encountered the COVID-19 situation. Slowing off And will start shipping this quarter with the first stop going to Myanmar, which is in the process. Please inform the shareholders that the company has not stopped developing and seeking additional channels. The management, led by the Chief Executive Officer, is pushing hard to make enough income to cover expenses, and the next year should be profitable. |
| Ms. Panit Chansaeng
Shareholder | According to the previous meeting, there was a notification about energy investment in Vietnam. I would like to know the progress of the project as well. |
| Mr. Thitisak Skulkroo
Chairman of the
Executive Committee | Energy business in Vietnam, the working team and project management team Including the Executive Committee The Risk Management Committee is conducting an investigation and analysis of the impacts and feasibility of the project implementation. This is due to the increased cost of the Grid which is quite high. The Board of Directors has carefully considered. By conducting studies and analyzes to ensure that the project has been implemented, it will not affect the Company's investment. |

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,


(Ms. Korawan Sanchompoo)
Minute Taker


(Gen. Jongsak Panichkul)
Chairman of the Board

Capital Increase Report Form

Begistics Public Company Limited

28 September 2020

Begistics Public Company Limited (“the Company”), office located at 3656/64, Green Tower Building, 19th Floor, Unit K, Rama IV Road, Khlong Tan Subdistrict, Khlong Toei District, Bangkok 10110, requesting a report on the resolution of the Board of Directors no.10 / 2020. On September 28, 2020 at 9:00 a.m. regarding the capital increase and the allocation of newly issued shares, as follows:

1. Capital increase

The board of directors meeting of the company passed a resolution to increase the registered capital of the company amounting to 224,400,000 baht from the original registered capital of 1,475,536,337.04 baht (one thousand four hundred seventy-five million five hundred and thirty-six turn three hundred thirty-seven baht, four satang) to the new registered capital. Amount 1,699,936,337.04 baht (One thousand six hundred ninety nine million nine hundred thirty six thousand three hundred thirty seven baht four satang) by issuing new capital increase ordinary shares in the amount of not more than 330,000,000 shares (Three hundred thirty million shares) at par value 0.68 baht per share (sixty eight satang) with the following types of capital increase:

Type of capital increase	Type of shares	Number of shares	Par value	Total (baht)
<input checked="" type="checkbox"/> Specifying the purpose of utilization of proceeds Ordinary	Ordinary shares	330,000,000	0.68	224,400,000
	Preferred shares	-	-	-
<input type="checkbox"/> General authorization form (General Mandate)	Ordinary shares	-	-	-

2. Allocation of newly issued shares.

Allocation of new shares for the purpose of using the proceeds

Allocated to	Allocated to	Ratio	Mold for sale Per share (baht)	Subscription date And make payment for shares	Note
Private Placement	Not Over 330,000,000 Shares	N.A	Not lower than market price (Please consider Note 1)	The Committee shall determine	Please consider Note 2

Note 1

The offering price of the newly issued ordinary shares to the specific investors by mean of the of the Private Placement shall be “Market Price” which means the weighted average price of the Company’s shares trading on the stock exchange of not fewer seven consecutive business days but not more than 15 consecutive= business days prior to the date of determination of such subscription price. The weighted average price using in the calculation must be the daily average price for trading. In this regard, the date for determination of the subscription price shall not be earlier than three business days prior to the first subscription date where the shares shall be offer to the investors. In the case that The Board of Directors of the Company deems that there is an appropriate cause by taking into account of the best interests of the Company, The Board of Directors may determine the offering price with a discount of not more than 10 percent of the market price, provided that the Board of Directors has taken into consideration of the market status at that time in determining such discount, pursuant to Notification of the Capital Market Supervisory Board No. TorChor. 72/2558 (BE).

According to the offering the issuance of new ordinary shares to Specific Investors by the date of the Board of Directors's resolution allotment of newly issued shares to investors in a private placement at market price as detailed above. The aforementioned market price may be lower than the par value (par), but must not be lower than 0.29 baht by the Board of Directors consideration, because the company still has operating loss and in accordance with the criteria specified in Section 52 of the Public Limited Companies Act, B.E. 2535

Note 2

In addition, The Board of Directors' Meeting has resolved to approve the authorization to the Board of Directors to take any action relating to the allocation of the newly issued ordinary shares as follows; to consider and determine details of the allocation of newly issued ordinary shares, such as, the subscription price of newly issued ordinary shares, number of allocations of the newly issued ordinary shares, whether single or sequential allocation, period of the offering, payment of share subscription price, name of specific persons under private placement basis, other conditions and details in connection with the allocation of such newly issued ordinary shares; To enter negotiation, agreement and execution of relevant documents and agreements, as well as taking any actions in connection with the allocation of such newly issued ordinary shares; and to execute applications for permission and waiver, and accessories evidence in connection with the allocation of such newly issued ordinary shares, including the arrangement and submission of applications for such permission or waiver documents and the evidence to the relevant authorities and agencies, listing of such newly issued ordinary shares on the Stocks Exchange of Thailand “ (SET) ” and being empowered to take any other action which is required and appropriate for the allocation of such newly issued ordinary shares.

3. Criteria and method for considering the allocation of shares to the specific investors

The Company has the criteria for considering the allocation of shares to specific investors. It will be considered from potential investors. Funded or experienced Or have business expertise that can empower the company This will bring the greatest benefit to the company. The specific characteristics according to the Notification of the Capital Market Supervisory Board No. Tor Chor. 21/2551, such person must not be a connected person of the Company.

4. Schedule for shareholders meeting to approve the capital increase and share allotment.

Schedule for the Extraordinary General Meeting of Shareholders No. 1/2020 on Tuesday, December 8, 2020, at 2:00 p.m. at Chai Maruchet Room, Royal Thai Army Club (Vibhavadi), No. 195, Vibhavadi-Rangsit Road, Samsen Sub-District. In Phaya Thai district, Bangkok 10400

By specifying the Record Date (specifying the list of shareholders entitled to attend the Extraordinary General Meeting of Shareholders No. 1/2020) on October 12, 2020

5. Application for the capital increase / share allotment To the relevant government agency and conditions for applying for permission (if any)

- 5.1. The Company will register the capital increase. Registration of the amendment of the memorandum of association And registration of changes in paid-up capital with the Department of Business Development Ministry of Commerce
- 5.2. The Company will apply for permission from the Stock Exchange of Thailand. To receive newly issued ordinary shares as listed securities and to enter into trading transactions in the Stock Exchange of Thailand

6. Reasons for the Company to raise funds by offering the newly issued ordinary shares to the specific investors and the benefits that the shareholders will receive

Because the company controls the ratio of debt to equity Which the company does not want to have any impact on the overall debt burden Therefore, the Company raised capital by offering the newly issued ordinary shares to the specific investors by this issuance and offering of the newly issued shares at a price not lower than the market price, which at the said selling price will be Burden Existing shareholders And may not get the attention of the existing shareholders This may result in the company being unable to raise funds to meet its goals. The company will use it according to the objectives and generate the greatest benefits for both the performance and the operation for the company Including and to the shareholders of the company as well

7. Objectives of the capital increase and the use of proceeds from the additional capital

- 7.1. To invest in the alternative energy business under the study of approximately 70% of the received amount.
- 7.2. To invest in Beyond Capital Company Limited approximately 20% of the received amount.
- 7.3. To be used as working capital of the Company and its subsidiaries approximately 10 percent of the received amount.

This is because the offering period and price have not yet been determined. As a result, the amount expected to be received from the capital increase is still uncertain depending on the market conditions at the time of the offering and / or on the basis of causes and other factors. That may happen in the future The proportion of such capital increase may be changed. Which will assign the Board of Directors to have the power to consider

changing the proportion of capital utilization in this additional portion as it deems appropriate and appropriate. It is expected that during the allocation period it will be able to clarify more clearly details.

8. Determination of the selling price and the period for the offering of newly issued shares to the specific investors

The selling price is not lower than the market price. As of the date the Board of Directors resolves to allocate the newly issued shares to the private investors. At the market price as detailed in Item 2. Allocation of newly issued shares (Note 1) The said market price may be lower than the par value (par) but must not be lower than the price of 0.29 baht since the company still has Operating results are accumulated losses and are in line with The criteria stipulated in Section 52 of the Public Limited Company Act 1992 and the offering period within 1 year after the date of approval from the shareholders' meeting.

9. Benefits which the Company will receive from the capital increase and share allotment

- 9.1. To expand investment in new projects That can generate continuous income for the company. And increase the competitiveness of the company in the long run
- 9.2. It is an opportunity for business partners to be able to promote business operations with each other.
- 9.3. The company has a stronger financial position.
- 9.4. The company has more working capital. Resulting in more liquidity

10 Benefits which shareholders will receive from the capital increase and share allotment

- 10.1 The benefits that the company will receive as described in Article 9 will help promote the company to have better operating results.
- 10.2 The Company has a policy to pay dividends at the rate of not less than 40% of the net profit after corporate income tax of Company Financial Statements And legal reserve as stipulated in the Articles of Association of the Company. Such dividend payment is subject to change. Depending on the performance The Company's financial status, liquidity, investment plan, and other factors relating to management, necessity and future suitability.
- 10.3 Shareholders who are allocated ordinary shares will have the same right to receive dividends as the Company's shareholders. In all respects from the date the names appear in the register of shareholders of the Company Which has applied for registration with the Ministry of Commerce

11. Effects on existing shareholders

Because the company There is an approval to allocate the newly issued ordinary shares to a specific investor (Private Placement). Therefore, in considering the impact on the Company's shareholders. Consider this:

In case of allocation of the newly issued ordinary shares to the specific investors By considering the impact on the existing shareholders of the Company. Summarized as follows

11.1 Effect on the Market Price of Shares (Price Dilution)

Not affected by the offering price of the said capital increase shares The offering price must not be less than 90% of the market price. The "market price" shall be calculated from the weighted average price of Begistics Public Company Limited 's shares on the Stock Exchange of Thailand for at least 7 days but not more than 15 consecutive business days prior to the first day of offering to investors

11.2 Effects on the voting rights of other existing shareholders (Control Dilution)

Original voting right ratio - voting rights of new shares

Where

hareholders = 100% of total voting rights.

Voting rights of new shares =

Voting rights of other existing shareholders.

(Original number of voting rights + number of voting rights of the shares offered in this time)

= $\frac{1,329,440,491}{(1,329,440,491 + 330,000,000)}$ shares

(1,329,440,491 + 330,000,000 shares

= 80.11%

Control Dilution = 100.00% - 80.11% = **19.89 %**

11.3 Earnings Per Share Dilution

Formula (EPS₀ - EPS_n) / EPS₀

Where

EPS₀ = Net Profit / Q₀

EPS_n = Net profit / (Q₀ + Q_n)

Net profit = (28,583,000) baht

so

EPS₀ = Net Profit / Q₀

$$= (28,583,000) / 1,329,440,491$$

$$= -0.0215$$

$$\text{EPSn} = \text{Net profit} / (\text{Qo} + \text{Qn})$$

$$= (28,583,000) / 1,659,440,491$$

$$= -0.01722$$

$$\text{So} \quad \text{EPS Dilution} = (\text{EPSo} - \text{EPSn}) / \text{EPSo}$$

$$= ((-0.0215) - (-0.01722)) / (-0.0215)$$

$$= 19.89\%$$

12. Other details necessary for the shareholders to support their decision on the capital increase / share allotment.

-without-

13. Certification of the committee on capital increase.

According to the Company's directors can not perform their duties to comply with the law, the objectives and regulations of the company as well as the resolution of the shareholders' meeting with honesty and caution to preserve the interests of the company in matters relating to the capital increase by doing or omitting any action that does not perform such duties and cause damage to company, The company can claim compensation from that director. But if the company does not claim the said compensation Shareholders holding not less than 5 percent of the total issued shares will notify the Company and able to process claims and if the company does not act as the shareholder informed such shareholder a person can sue for compensation from such director on behalf of the company under Section 85 of the Public Limited Companies Act B.E. 2535 (including the amendments). According to the law, objectives and regulations of the company as well as the resolution of the shareholders' meeting with honesty and caution to preserve the interests of the company in the matter of capital increase, which causes the directors, executives or related persons to have wrongful benefits. The company may sue the director to take responsibility and return the benefits to the company. Or shareholders who hold shares and have voting rights not less than 5 percent of the total number of votes of the company will notify the company. If the company does not act as the shareholder informed within 1 month from the date of notification. Such shareholders can exercise their right to sue the benefits from such directors on behalf of the company in accordance with Section 89/1 of the Securities and Exchange Act B.E. 2535 (including any amendments).

14. Schedule of actions if the Board of Directors passes a resolution approving the capital increase and allocation of newly issued shares

Process of operation	day / month / year
1. Board of Directors Meeting No. 10/2020 28 September 2020	28 September 2020
2. Date for determining the names of shareholders entitled to attend the Extraordinary General Meeting of Shareholders No. 1/2020 (Record Date)	12 October 2020
3. Date of the Extraordinary General Meeting of Shareholders No. 1/2020	8 December 2020
4. Date to call for the capital increase offered for sale to the specific investors (PP)	within a period of 12 months After being approved by the shareholders' meeting
5. To increase registered capital with the Ministry of Commerce	within 14 days from the date of the resolution of the shareholders' meeting.

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

Sincerely Yours,



(Mr. Pongsiri Sirithorn)

Chief Executive Officer

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.

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.

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 of 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.

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.
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)

The 1st seal is for general matters.

The second seal is for financial matters, accounting and documents related to transportation



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 November 8, 2020 onward.

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 Extraordinary General Meeting of Shareholders No. 1/2020., 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. Smith Leammanee
Age 54
Address 111/1126 Moo 1, Tambon Samet, Amphur Muang,
 Chonburi Chonburi Province 20000



Number of shares held in the Company (as of September 28, 2020) None

Date of first appointment 8 September 2020

Number of years as a Director 3 months

Education

- Master of Business Administration, Ramkhamhaeng University
- Bachelor of Engineering, King Mongkut's Institute of Technology North Bangkok

Professional Experiences

Oct 2020 - Present	Independent Director, Audit Committee Member of the Nomination and Remuneration Committee And Risk Management Committee, Begistics Public Company Limited
2019 - present	CEO and Project Manager, Ergon Asia Company Limited
2018– 2019	Engineering and Project Manager, KPN Green Energy Solution Public Company Limited Engineering and Project Manager, Envotek Engineering Company Limited
2017 - 2018	Operations Director and Project Manager Mary Anne Dairy Products Company Limited (MADC)
2015 - 2017	CEO, AED Fabrication Company Limited, Chaiyo Triple A Group Project Site Manager, MSW 9.5 Mw Power Plant, Chaiyo Triple A Group of Companies

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 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,
หุ้นบุริมสิทธิ _____ - _____ 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 นายสมิทธ เหลี่ยมมณี ตำแหน่ง กรรมการตรวจสอบและกรรมการอิสระ อายุ 54 ปี
or Mr. Smith Leam-manee Positions Audit Committee and Independent Director Age 54 years
ที่อยู่เลขที่ 111/1126 หมู่ที่ 1 ตำบลเสม็ด อำเภอเมืองชลบุรี จังหวัดชลบุรี 20000
Residing at 111/1126 Muang Mai Condo home, Tambon Samed, Amphur Muang, Chonburi 20000

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมวิสามัญผู้ถือหุ้นครั้งที่ 1/2563 ในวันที่ 8 ธันวาคม 2563 เวลา 14.00 น

Any one of them to be my/our proxy to attend and vote on my/our behalf at the Extraordinary General Meeting of Shareholders No. 1/2020 on December 8th, 2020 at 2.00 p.m.

ณ ห้องประชุมชมัยมรุเชฐ สโมสรทหารบก เลขที่ 195 ถนนวิภาวดี-รังสิต แขวงสามเสนใน เขตพญาไท กรุงเทพฯ 10400 หรือที่

at the Meeting Room Chamai Maruchet, Royal Thai Army Military Club, No. 195 Vibhavadi-Rangsit Road, Samsen Nai, Phayathai, Bangkok 10400, 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)

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,
หุ้นบุริมสิทธิ _____ - _____ 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 นายสมิทธ เหลี่ยมมณี ตำแหน่ง กรรมการตรวจสอบและกรรมการอิสระ อายุ 54 ปี
or Mr. Smith Leam-manee Positions Audit Committee and Independent Director Age 54 years
ที่อยู่เลขที่ 111/1126 หมู่ที่ 1 ตำบลเสม็ด อำเภอเมืองชลบุรี จังหวัดชลบุรี 20000
Residing at 111/1126 Muang Mai Condo home, Tambon Samed, Amphur Muang, Chonburi 20000

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมวิสามัญผู้ถือหุ้น
ครั้งที่ 1/2563 ในวันที่ 8 ธันวาคม 2563 เวลา 14.00 น.

Any one of them to be my/our proxy to attend and vote on my/our behalf at the Extraordinary General Meeting of Shareholders
No. 1/2020 on December 8th, 2020 at 2.00 p.m.

ณ ห้องประชุมชมัยมรุเชฐ สโมสรทหารบก เลขที่ 195 ถนนวิภาวดี-รังสิต แขวงสามเสนใน เขตพญาไท กรุงเทพฯ 10400 หรือที่
จะพึงเลือกไปในวัน เวลา และสถานที่อื่นด้วย
at the Meeting Room Chamai Maruchet, Royal Thai Army Military Club, No. 195 Vibhavadi-Rangsit Road, Samsen Nai, Phayathai,
Bangkok 10400, 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 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้นประจำปี 2563 เมื่อวันที่ 15 พฤษภาคม 2563
Agenda No. 1 To consider and certify the minutes of the Annual General Meeting of Shareholders 2020 on 15 May 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:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

วาระที่ 2 พิจารณาอนุมัติเพิ่มทุนจดทะเบียนของบริษัทฯ จำนวน 224,400,000 บาท (สองร้อยยี่สิบสี่ล้านสี่แสนบาทถ้วน) จากทุนจดทะเบียนเดิม จำนวน 1,475,536,337.04 บาท (หนึ่งพันสี่ร้อยเจ็ดสิบห้าล้านห้าแสนสามหมื่นหกพันสามร้อยสามสิบเจ็ดบาทสี่สตางค์) เป็น ทุนจดทะเบียนใหม่ จำนวน 1,699,936,337.04 บาท (หนึ่งพันหกกร้อยเก้าสิบเก้าล้านเก้าแสนสามหมื่นหกพันสามร้อยสามสิบเจ็ดบาทสี่สตางค์) โดยการออกหุ้นสามัญเพิ่มทุนใหม่ จำนวนไม่เกิน 330,000,000 หุ้น (สามร้อยสามสิบล้านหุ้น) มูลค่าที่ตราไว้หุ้นละ 0.68 บาท (หกสิบแปดสตางค์) รวม 1,699,936,337.04 บาท (หนึ่งพันหกกร้อยเก้าสิบเก้าล้านเก้าแสนสามหมื่นหกพันสามร้อยสามสิบเจ็ดบาทสี่สตางค์)

Agenda No. 2 To consider and approve to increase the Company's registered capital in the amount of 224,400,000 baht from the original registered capital of 1,475,536,337.04 baht to the new registered capital of 1,699,936,337.04 baht by issuing new ordinary shares of not more than 330,000,000 shares at the par value of 0.68 baht per share, totaling 1,699,936,337.04 baht

- (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 พิจารณาอนุมัติแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิของบริษัท ข้อ 4. เพื่อให้สอดคล้องกับการเพิ่มทุนจดทะเบียนของบริษัท

Agenda No. 3 To consider and approve the amendment of Clause No. 4 of the Memorandum of Association of the Company to be in line with the increase of the Company's registered capital.

- (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 พิจารณาอนุมัติจัดสรรหุ้นสามัญเพิ่มทุนใหม่ จำนวนไม่เกิน 330,000,000 หุ้น (สามร้อยสามสิบล้านหุ้น) มูลค่าที่ตราไว้หุ้นละ 0.68 บาท (หกสิบแปดสตางค์) ให้แก่บุคคลในวงจำกัด (Private Placement)

Agenda No. 4 To consider and approve the allocation of 330,000,000 new ordinary shares at par value 0.68 baht per share to a Private Placement.

- (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 พิจารณาเรื่องอื่นๆ (ถ้ามี)
Agenda No. 5 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 ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น
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. ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น 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 form for 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

ในการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/2563 ในวันที่ 8 ธันวาคม 2563 เวลา 14.00 น. ณ ห้องประชุมชมรมมัชรูเชลล์สโมสรทหารบก เลขที่ 195 ถนนวิภาวดี-รังสิต แขวงสามเสนใน เขตพญาไท กรุงเทพฯ 10400 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

In the meeting of the Extraordinary General Meeting of Shareholders No.1/2020, on December 8th, 2020 at 2.00 pm. at the Meeting Room Chamai Maruchet, Royal Thai Army Military Club, No. 195 Vibhavadi-Rangsit Road, Samsen Nai, Phayathai, Bangkok 10400, 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

(ปิดอากรแสตมป์
20 บาท)
(Stamp Duty
Baht 20)

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 _____ สำนักงานตั้งอยู่เลขที่ _____
I/We _____ Residing at _____
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 _____ votes as follows:
equivalent to _____

หุ้นสามัญ ordinary share of _____	_____	หุ้น และออกเสียงลงคะแนนได้เท่ากับ shares, and having the right to vote equivalent to _____	_____	เสียง votes,
หุ้นบุริมสิทธิ preference share of _____	-	หุ้น และออกเสียงลงคะแนนได้เท่ากับ shares, and having the right to vote equivalent to _____	-	เสียง votes.

(2) ขอมอบฉันทะให้
Hereby appoint:

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

หรือ นายสมิทธ เหลี่ยมมณี ตำแหน่ง กรรมการตรวจสอบและกรรมการอิสระ อายุ 54 ปี
or Mr. Smith Leam-manee Positions Audit Committee and Independent Director Age 54 years
ที่อยู่เลขที่ 111/1126 หมู่ที่ 1 ตำบลเสม็ด อำเภอเมืองชลบุรี จังหวัดชลบุรี 20000
Residing at 111/1126 Muang Mai Condo home, Tambon Samed, Amphur Muang, Chonburi 20000

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมวิสามัญ
ผู้ถือหุ้น ครั้งที่ 1/2563 ในวันที่ 8 ธันวาคม 2563 เวลา 14.00 น.
Any one of them to be my/our proxy to attend and vote on my/our behalf at the Extraordinary General Meeting of Shareholders
No. 1/2020 on December 8th, 2020 at 2.00 p.m.

ณ ห้องประชุมชามัยมรุเชฐ สโมสรทหารบก เลขที่ 195 ถนนวิภาวดี-รังสิต แขวงสามเสนใน เขตพญาไท กรุงเทพฯ 10400 หรือที่
จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย
at the Meeting Room Chamai Maruchet, Royal Thai Army Military Club, No. 195 Vibhavadi-Rangsit Road, Samsen Nai, Phayathai,
Bangkok 10400, or any adjournment at any date, time and place thereof.

- (3) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะเข้าร่วมประชุม และออกเสียงลงคะแนนในครั้งนี ดังนี้
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 | | shares, and having the right to vote | | votes. |
| share | | equivalent to | | |
| รวมสิทธิออกเสียงลงคะแนนได้ | | | | เสียง |
| ทั้งหมด | | | | votes. |
| Total amount of voting rights | | | | |

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

วาระที่ 1 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้นประจำปี 2563 เมื่อวันที่ 15 พฤษภาคม 2563
Agenda No. 1 To consider and certify the minutes of the Annual General Meeting of Shareholders 2020 on 15 May 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:
- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

วาระที่ 2 พิจารณอนมัติเพิ่มทุนจดทะเบียนของบริษัทฯ จำนวน 224,400,000 บาท (สองร้อยยี่สิบสี่ล้านสี่แสนบาทถ้วน) จากทุนจดทะเบียนเดิม จำนวน 1,475,536,337.04 บาท (หนึ่งพันสี่ร้อยเจ็ดสิบห้าล้านห้าแสนสามหมื่นหกพันสามร้อยสามสิบเจ็ดบาทสี่สตางค์) เป็น ทุนจดทะเบียนใหม่ จำนวน 1,699,936,337.04 บาท (หนึ่งพันหกร้อยเก้าสิบเก้าล้านเก้าแสนสามหมื่นหกพันสามร้อยสามสิบเจ็ดบาทสี่สตางค์) โดยการออกหุ้นสามัญเพิ่มทุนใหม่ จำนวนไม่เกิน 330,000,000 หุ้น (สามร้อยสามสิบล้านหุ้น) มูลค่าที่ตราไว้หุ้นละ 0.68 บาท (หกสิบแปดสตางค์) รวม 1,699,936,337.04 บาท (หนึ่งพันหกร้อยเก้าสิบเก้าล้านเก้าแสนสามหมื่นหกพันสามร้อยสามสิบเจ็ดบาทสี่สตางค์)

Agenda No. 2 To consider and approve to increase the Company's registered capital in the amount of 224,400,000 baht from the original registered capital of 1,475,536,337.04 baht to the new registered capital of 1,699,936,337.04 baht by issuing new ordinary shares of not more than 330,000,000 shares at the par value of 0.68 baht per share, totaling 1,699,936,337.04 baht

- (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 พิจารณาอนุมัติแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิของบริษัท ข้อ 4. เพื่อให้สอดคล้องกับการเพิ่มทุนจดทะเบียนของบริษัท

Agenda No. 3 To consider and approve the amendment of Clause No. 4 of the Memorandum of Association of the Company to be in line with the increase of the Company's registered capital.

- (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 พิจารณาอนุมัติจัดสรรหุ้นสามัญเพิ่มทุนใหม่ จำนวนไม่เกิน 330,000,000 หุ้น (สามร้อยสามสิบล้านหุ้น) มูลค่าที่ตราไว้หุ้นละ 0.68 บาท (หกสิบบแปดสตางค์) ให้แก่บุคคลในวงจำกัด (Private Placement)

Agenda No. 4 To consider and approve the allocation of 330,000,000 new ordinary shares at par value 0.68 baht per share to a Private Placement.

- (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 พิจารณาเรื่องอื่นๆ (ถ้ามี)

Agenda No. 5 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 ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ถือเป็นการลงคะแนนเสียงของผู้ถือหุ้น

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 the vote of a shareholder.

(6) ในกรณีที่ข้าพเจ้าไม่ได้รับความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากที่ระบุไว้ข้างต้น 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.

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค.
ALLONGE OF PROXY FORM C.

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

ในการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/2563 ในวันที่ 8 ธันวาคม 2563 เวลา 14.00 น. ณ ห้องประชุมชัยมฤเชษฐ
สโมสรทหารบก เลขที่ 195 ถนนวิภาวดี-รังสิต แขวงสามเสนใน เขตพญาไท กรุงเทพฯ 10400 หรือที่จะพึงเลื่อนไปในวัน เวลา
และสถานที่อื่นด้วย

In the meeting of the Extraordinary General Meeting of Shareholders No.1/2020, on December 8th, 2020 at 2.00 pm.
at the Meeting Room Chamai Maruchet, Royal Thai Army Military Club, No. 195 Vibhavadi-Rangsit Road, Samsen Nai, Phayathai,
Bangkok 10400, 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.....

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.....

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.....

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.....

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:

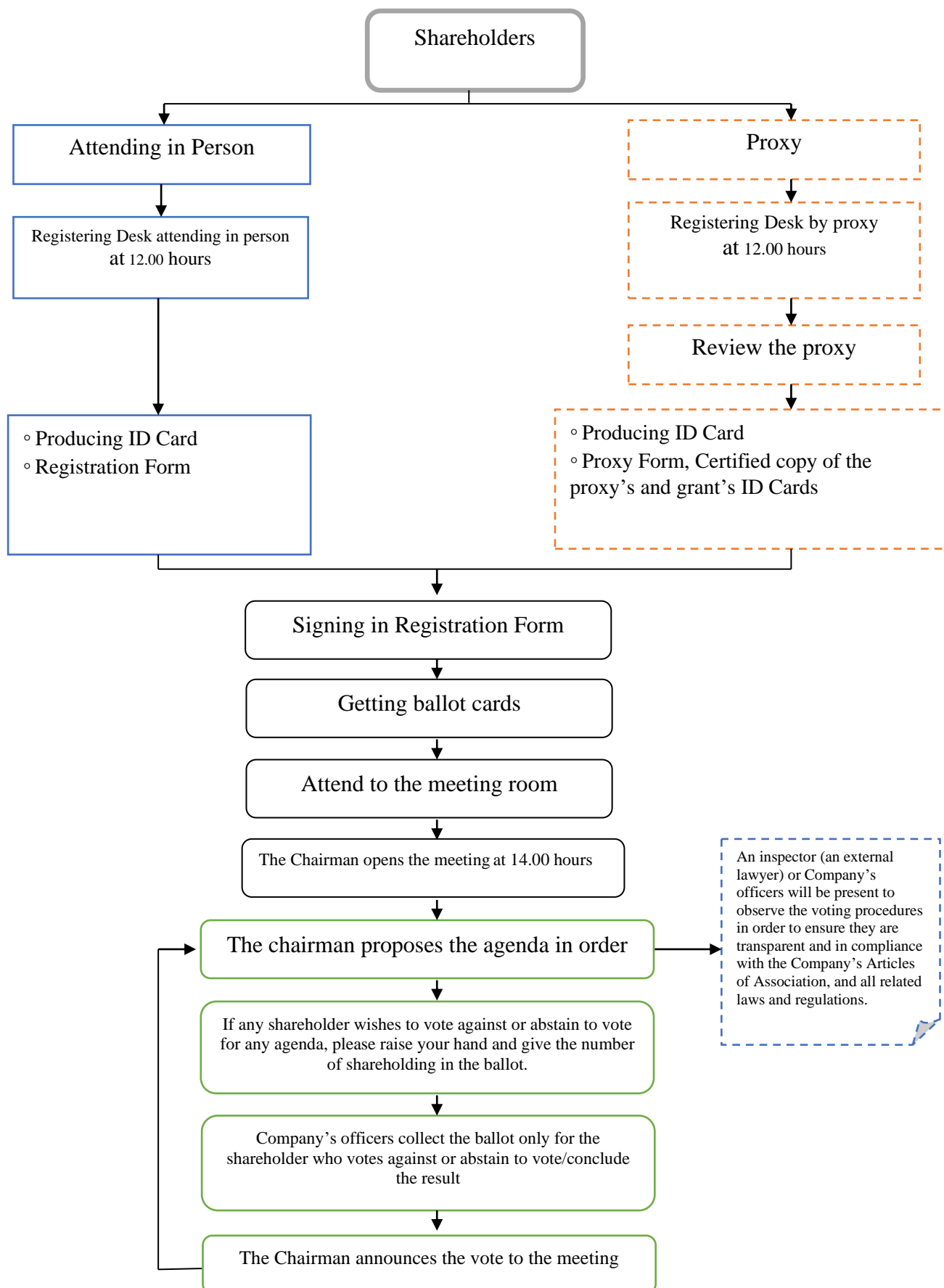
เห็นด้วย.....เสียง ไม่เห็นด้วย.....เสียง งดออกเสียง.....เสียง
Approve votes Disapprove votes Abstain votes

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 of Director 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 **30 November 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 Extraordinary General Meeting of Shareholders No. 1/2020
Begistics Public Company Limited
On Tuesday 8 December 2020**



*Please kindly return the ballot to the Company's officers for every agenda when the meeting is adjourned.

**Notes on Prevention of Covid-19 Infection at
the Extraordinary General Meeting of Shareholders No. 1/2020**

Due to the Covid-19 disease situation, the Company will arrange for a screening of shareholders who wish to attend the Extraordinary General Meeting of Shareholders No. 1/2020, where all attendees of the shareholders' meeting will be tested for temperature. In the event that any shareholder has a fever (Body temperature from 37.5 degrees Celsius or more) or have any other abnormal symptoms. The company will ask for cooperation with such shareholders. Attend the meeting in a specially designated area. Can still use the right to vote normally

In addition, to help reduce additional risks Therefore request for cooperation

- Please wear a mask at all times.
- Please wash your hands with soap or alcohol gel as often as needed.

Avoid touching your face with your hands (eyes, nose, mouth).

- Do not ignore, help each other monitor. If a case is suspected to be at risk Please proceed to notify the company officer immediately

The company would like to thank all shareholders very much and look forward to your cooperation. With concern for the health of all shareholders

แบบฟอร์มลงทะเบียน / Registration Form

การประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/2563
The Extraordinary General Meeting of Shareholders No. 1/2020

บริษัท บี จิสติกส์ จำกัด (มหาชน)
Begistics Public Company Limited

วันอังคารที่ 8 ธันวาคม 2563 เวลา 14.00 น.
Tuesday 8 December 2020 at 2.00 pm.

ณ ห้องประชุมชมัยมรุเชฐ สโมสรทหารบก
เลขที่ 195 ถนนวิภาวดี-รังสิต แขวงสามเสนใน เขตพญาไท กรุงเทพฯ 10400
At Meeting Room Chamai Maruchet, Royal Thai Army Military Club,
195, Vibhavadi-Rangsit road, Samsen Nai, Phayathai, Bangkok 10400

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

ลงชื่อ ผู้เข้าประชุม
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

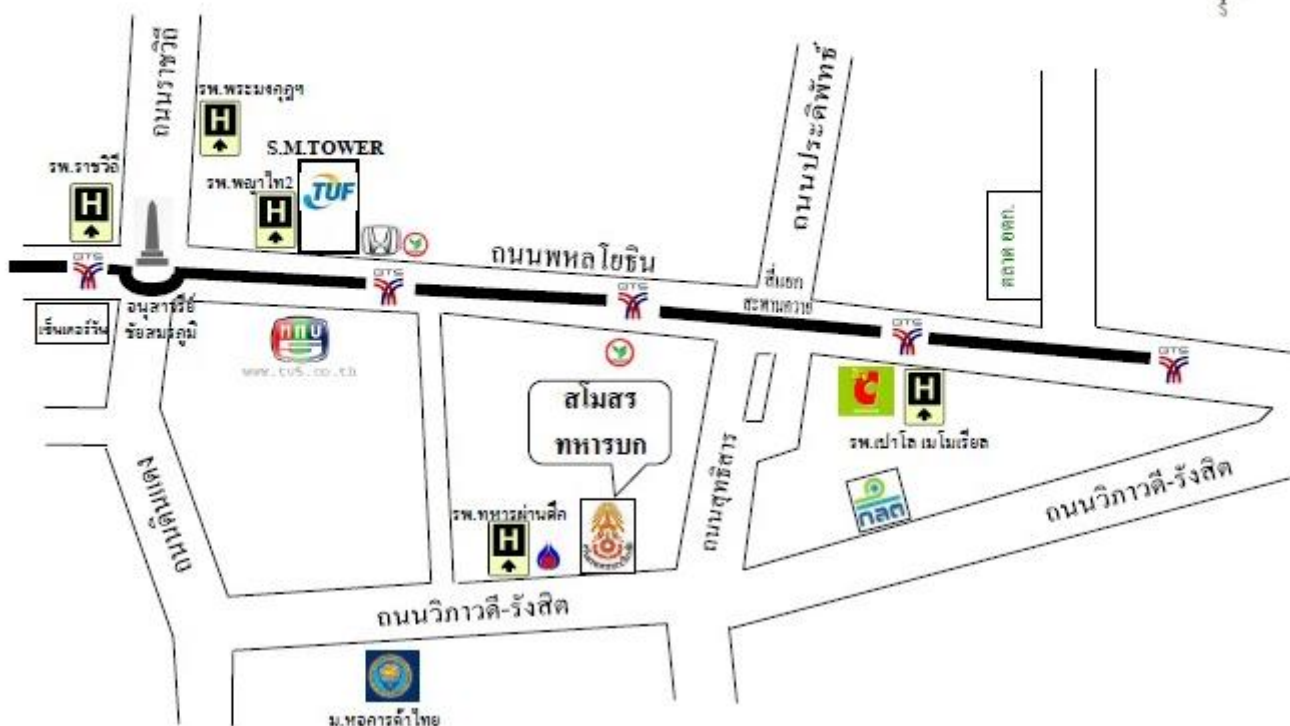
แผนที่สถานที่จัดประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/2563

Map of Location for EGM No. 1/2020

Royal Thai Army Military Club

แผนที่โดยสังเขป : สโมสรทหารบก (วิภาวดี)

195 ถนนวิภาวดี-รังสิต แขวงสามเสนใน เขตพญาไท กรุงเทพมหานคร โทร. 0-2616-0055



สถานที่:	ณ ห้องประชุมชามัยมรุเชฐ สโมสรทหารบก
Location:	Meeting Room Chamai Maruchet, Royal Thai Army Military Club,
ที่ตั้ง:	เลขที่ 195 ถนนวิภาวดี-รังสิต แขวงสามเสนใน เขตพญาไท กรุงเทพฯ 10400
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รถประจำทาง:	12 50 69 79 138 171 187 203 504
Bus:	12 50 69 79 138 171 187 203 504