

## Annual General Meeting of Shareholders for the Year 2021 Report Begistics Public Company Limited

Begistic Public Company Limited ("Company") arranged Annual General Meeting of Shareholders for the Year 2021 through electronics media (E-AGM) at 2 pm, 26<sup>th</sup> April 2021 at office no. 3656/64 Green Tower, 19<sup>th</sup> Fl., Unit K, Rama 4 Rd., Khlong Tan Subdistrict, Khlong Toei District, Bangkok 10110, Thailand.

### Committees who Attended the meeting

1.	Pol.Lt.Gen. Somkid	Boontanom	Director and Chairman of the Board
2.	Miss Suttirat	Leeswadtrakul	Director, 1 <sup>st</sup> Vice Chairman, Chairman of the Nomination and Remuneration Committee and Executive Director (conference via electronic channels)
3.	Pol.Mal.Gen. Prapass	Piyamongkol	Independent Director, 2 <sup>nd</sup> Vice Chairman and Chairman of the Audit Committee
4.	Mr. Panya	Boonyapiwat	Director, Chairman of the Executive Committee and Chief Executive Officer
5.	Mr. Teeraboon	Ariyasuthiwong	Independent Director, Risk Management Committee, Audit Committee and Nomination and Remuneration Committee (conference via electronic channels)
6.	Mr. Smith	Leammanee	Independent Director, Audit Committee, Nomination and Remuneration Committee and Risk Management Committee (conference via electronic channels)
7.	Mr. Pairoj	Waiwanijchakij	Director, Executive Director and Risk Management Committee (conference via electronic channels)
8.	Mr. Thirapong	Khumruanrit	Director, Chairman of the Risk Management and Executive Director (conference via electronic channels)

### Managements who attended the meeting

1.	Miss Peeraya	Pothiprasart	Chief Financial Officer
2.	Ms. Duangnapa	Thongsri	Accounting and Finance Director
3.	Ms. Yuppadee	Koopetngarm	Chief Services Officer and Company Secretary
4.	Mr. Chainarin	Sairungsi	Company Advisor (conference via electronic channels)

### Auditor

1.	Mrs. Sumana	Senivongse	Karin Audit Company Limited. (conference via electronic channels)
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### External Free Legal Advisor

1.	Mr.Thammarat	Saengchan	External Free Legal Advisor, M&T Law Office Company Limited (conference via electronic channels)
2.	Mr.Supakorn	Rananan	External Free Legal Advisor, M&T Law Office Company Limited (conference via electronic channels)

### Thai Investors Association Representative

1.	Mr.Mongkolchon	Sriamorn	(conference via electronic channels)
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There are 8 directors in company, all of them attended the meeting is calculated as 100% of attendants.

Meeting began at 2 pm.

Pol.Lt.Gen. Somkid Boontanom, Chairman of Board of Directors acts as chairman to the meeting addressed the meeting at 2 pm by delegating Mrs.Yuppadee Koopetngarm to act as meeting moderator and report that the Annual General Meeting of Shareholders for the Year 2021 through electronics media today start at 2 pm., there were total 28 shareholders who attended the meeting both by themselves and by proxies as calculated as 696,627,334 shares or 45.5478 % of total shares which has been total sold of 1,529,441,206 shares which complete quorum is obtained as defined in the Company's Articles of Association.

Then, moderator informed the meeting to make them aware of voting procedures to as concluded as important matters as follows:

**Voting Rules.**

1. As this meeting was conducted through electronic media, therefore, there was no ballot card to vote for attendees.
2. In voting procedures, requested is made to shareholders to go to E-Voting window, in order to vote in the defined period of one minute. After clicked to vote, system would provide pop-up to ask again whether to confirm your votes or not. To click once to confirm your votes.
3. In case of shareholders required to alter votes, it can be done by clicking to renew your vote again. When the agenda is closed for voting, shareholders is unable to vote or change their votes. Company would bring such disagreed votes and abstained votes to deduct from total votes from attendees who joined the meeting. For the rest of votes will be counted as agreed in those agenda. In normal case, according to public company act B.E. 2535 (1992) to hold as shareholders majority who attended the meeting and voted (voided ballots would not bring to calculate as counting base). If the votes counting is equal, chairman of the meeting will cast his ballot as one more vote to resolve. For attendees who joined the meeting through smart phone or tablet, requested shareholders to switch Zoom Application to Chrome Application to vote via menu E-Voting.
4. After you have finished your voting, please return to window E – meeting (zoom application) in order to continually watch and listen meeting sight and sound.
5. System would collate votes by counting total votes from voters who casted their ballots through E-Voting including advanced voters through proxies.

**Votes counting and Voting Results Notification**

Company would explain how to count votes to the meeting know prior to start in each agenda by Company officer would count votes in each agenda. Company would furthermore notify voting resolution prior to next agenda begins, as each agenda numbers of shareholders attendances is varied, not equal as some shareholders enter the meeting additional or log out the system first. Besides, Company arranged external regal consultant to look after and control the vote counting procedures in the meeting in order to make the shareholder meeting transparent, according to law and comply with Company's Articles of Association. The meeting attendees are able to ask question related to agenda of meeting during discussed.

**In case of shareholders who intend to ask by typing message methods which can be done as follows;**

1. Please go to Chat Menu in Zoom Program in order to type messages.
2. Click "enter" in order to deliver message into the system.

**In case of shareholders who intend to ask by verbally which can be done as follows:**

1. Please go to Menu Participant below and click the raise your hand button without physically raise your hand.
2. When MC (microphone controller) of the meeting announce your name, the company officer would turn on microphone for you to ask questions. You would unmute and turn on microphone.

In case of shareholders is unable to talk through microphone within period of one minute, please type message instead through Chat channel in order to MC to read your questions to the meeting in place of you.

3. In each question both typing messages or verbal, shareholders who attend the meeting please share your name with surname and specified whether you came by yourself or by proxies prior to asking question for beneficial of record keeping to be, précised, accurate and complete.
4. Company opened opportunity for meeting attendees to send question in each agenda. In case of no attendees question being asked within two minutes, Company would continue meeting. If shareholders have additional questions, please send through Chat channel by typing messages, Company official would read your question later.

Meeting moderator opened opportunities to shareholders ask about voting principles.

Furthermore, Company would contribute Annual General Meeting of Shareholders for the Year 2021 Report together with each agenda voting through company website within 14 days since the meeting date.

Then, chairman delegated Mrs. Yuppadee Koopetngarm, Company Secretary to conduct further meeting and proposed to the meeting for consideration according to following agendas.

**Agenda 1: To certify the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2020 on December 8, 2020.**

Company Secretary reported that the Company prepared the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2020 held on December 8<sup>th</sup>, 2020. A copy of this report was sent to the shareholders with invitation letter of Annual General Meeting of Shareholders No. 1/2021. Board of Directors considered that there was a cleared and completed record of Minutes of the Extraordinary General Meeting of Shareholders No. 1/2020 held on December 8<sup>th</sup>, 2020, therefore, agreed to propose the shareholders meeting to certify this minute of meeting.

Prior to resolution take place, meeting moderator opened the opportunity to shareholders ask and share opinions. After there is no additional Q & A, therefore, meeting moderator proposed to the meeting to consider the resolution.

Besides, in this agenda would require approval in the meeting of shareholders by majority vote of shareholders who attended the meeting and eligible for voting. For this agenda, there were total 28 shareholders who attended the meeting both by themselves and by proxies as calculated as 696,627,334 shares or 45.5478 % of total shares which has been total sold of 1,529,441,206 shares, which complete quorum is obtained as defined in the Company's Articles of Association.

**Meeting Resolution**

Annual General Meeting of Shareholders for the Year 2021 considered and unanimously agreed to certify minute of Extraordinary General Meeting of Shareholders 1/2020 which held on 8 December 2020 as shown all above with voting results of follows:

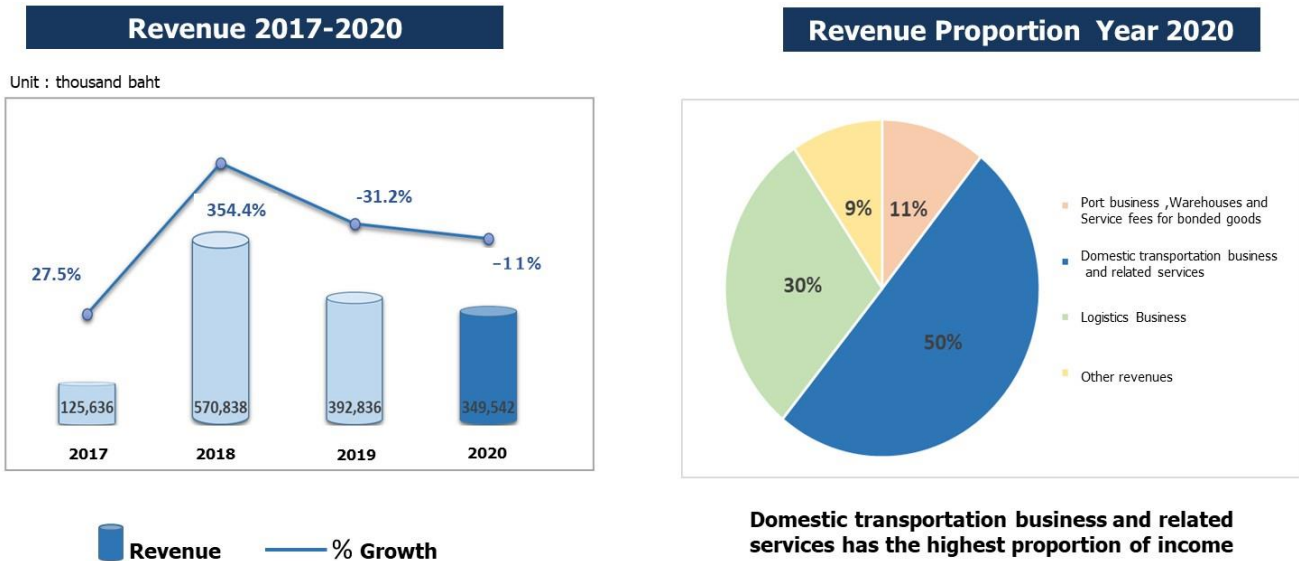
<b>Agreed</b>	<b>696,627,334</b>	<b>Votes as calculated as</b>	<b>100%</b>
<b>Disagreed</b>	<b>0</b>	<b>Votes as calculated as</b>	<b>0.0000%</b>
<b>Abstained</b>	<b>0</b>	<b>Votes as calculated as</b>	<b>0.0000%</b>

Chairman concluded meeting resolution that Annual General Meeting of Shareholders No.1/2021 considered and agreed to certify minute of Extraordinary General Meeting of Shareholders No.1/2020 which held on 8 December 2020 with majority votes of shareholders who attended the meeting and eligible to vote.

**Agenda 2: To acknowledge the report of the Board of Directors on the Company's operating results for the year 2020.**

Meeting moderator reported that the report of the Board of Directors on the Company's operating results for the year 2020, Company concluded the overall past results and significant changes which occurred in 2020 which appeared in annual report of 2020 and Board of directors meeting No.5/2021 held on 1<sup>st</sup> March 2021. Company considered and agreed to be resolved in Annual General Meeting of Shareholders No.1/2021 to acknowledge the report of the Board of Directors on the Company's operating results for the year 2020.

Mr.Panya Boonyapiwat, Chairman of the Executive Committee and Chief Executive Officer reported overall operation annually in 2020 to the meeting as follows:



Company earned revenues in 2020 of 349,542,000 Baht, this revenues came from transportation business in principle at 50%, besides that it was a port business revenues, depot and bonded goods service fee at 11%, revenues from logistic services business at 30% and other revenues from subsidiaries at 9% of total revenues.

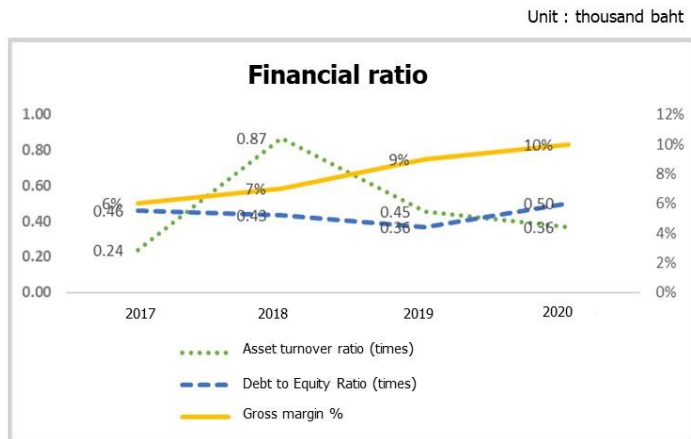
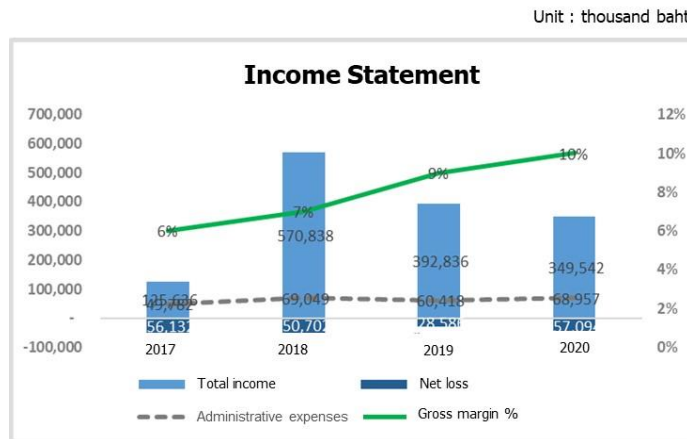
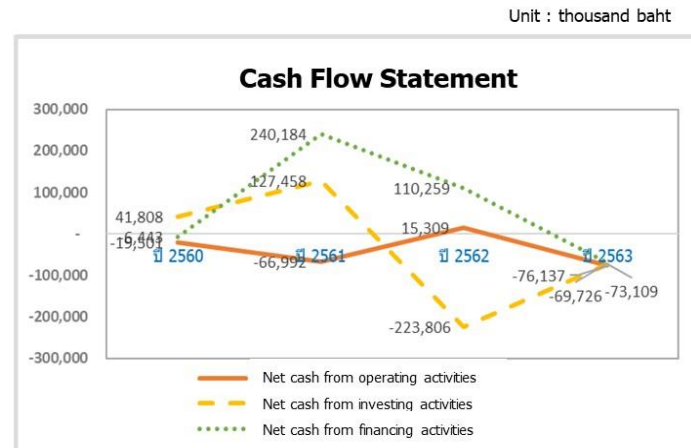
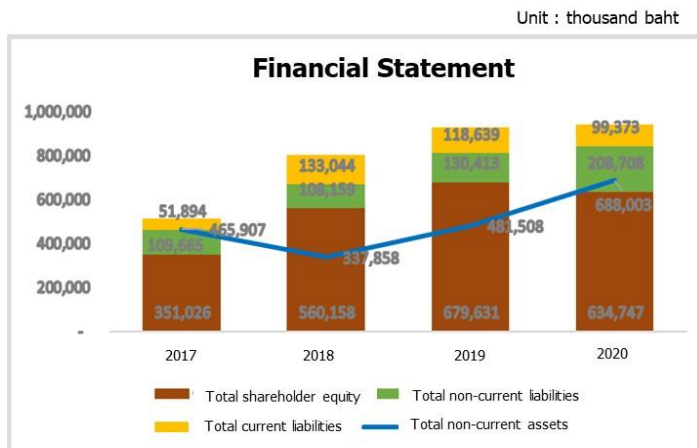


Business turnover in 2020, port business had revenues of 74.05 MB with net profits loss of 2.81 MB, International Goods transportation Services and Custom Clearance Services had revenues of 49.79 MB with net profits of 1.54 MB and domestic transportation business earned revenues of 196.05 MB with net profits of 7.83 MB.

Meeting moderator opened the opportunity to shareholders to ask and expressed their opinions, however, there is no additional questions being asked. This agenda is for acknowledge only no vote is require. Meeting acknowledged the overall operation results in 2020.

**Agenda 3: To consider and approve the Company's Statement of Financial Position and Income Statement for the fiscal year ended 31 December 2020.**

Meeting moderator reported to the meeting as according to public company limited act B.E. 2535 (1992) article 112 and Company's Articles of Association article 55 and 56 requires Company to prepare balance sheet and profit and loss account to propose to Annual General Meeting of Shareholders No.1/2021 to consider and approve. Company completed balance sheet and profit and loss account of 2020 budget year ended 31<sup>st</sup> December 2020 which auditor has completed inspection with Board of Directors meeting No. 5/2564 held on 1<sup>st</sup> March 2021 has considered balance sheet and profit and loss account with no further difference opinion from Audit Committee. Then Board of Directors saw as appropriated to propose to Annual General Meeting of Shareholders No.1/2021 to consider and approve balance sheet and profit and loss account for 2020 budget year ended 31<sup>st</sup> December 2020 which Company auditors has inspected and certified.

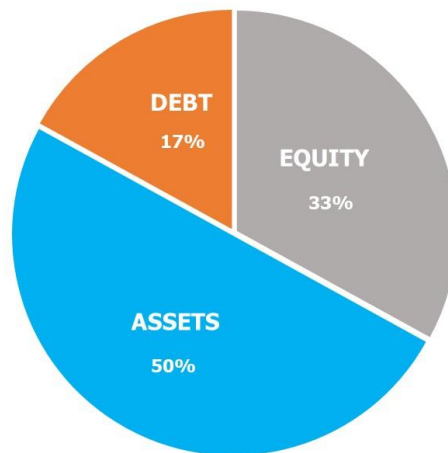


Miss Peeraya Pothiprasart, Chief Finance Officer (CFO) concluded that income statement for budget year ended 31<sup>st</sup> December 2020 to gain acknowledgement from the meeting that Company earned revenues from service provider and other revenues total of 349,542,000 Baht with initial profit of 10%, in 2020 Company had overall operation loss of 57.09 MB.

### Financial Statement as at December 31, 2020 and 2019

Unit : thousand baht

	31 DEC 2020	31 DEC 2019	increase (decrease)	increase (decrease)
	consolidated financial statements	consolidated financial statements	consolidated financial statements	%
Total current assets	278,474	457,140	(178,666)	(39.08%)
Total non-current assets	658,254	474,533	183,721	38.72%
<b>Total assets</b>	<b>936,728</b>	<b>931,673</b>	<b>5,055</b>	<b>0.54%</b>
Total current liabilities	103,433	118,650	(15,217)	(12.83%)
Total non-current liabilities	208,708	130,413	78,295	60.04%
<b>Total liabilities</b>	<b>312,141</b>	<b>249,063</b>	<b>63,078</b>	<b>25.33%</b>
<u>Shareholder's Equity</u>				
Authorized share capital	1,475,536	1,757,131	(281,595)	(16.03%)
Issued and paid-up share capital	904,020	904,020	-	0.00%
Share premium on ordinary shares	(97,025)	(97,025)	-	0.00%
Profit (Loss) net accumulated Loss	(182,421)	(124,396)	(58,025)	46.65%
Other components of equity	13	11	2	18.18%
<b>Total Shareholders' equity</b>	<b>624,587</b>	<b>682,610</b>	<b>(58,023)</b>	<b>(8.50%)</b>
<b>Total Liabilities and Shareholder's equity</b>	<b>936,728</b>	<b>931,673</b>	<b>5,055</b>	<b>0.54%</b>



Miss Peeraya Pothiprasart, Chief Finance Officer (CFO) concluded further that statement of financial position of the Company year ended 31<sup>st</sup> December 2020 showed the following:

- Company total assets of 936,728,000 Baht, separated into Current Assets 278,474,000 Baht together with Non-current Assets 658,254,000 Baht
- Total Liabilities 312,141,000 Baht separated into Current Liabilities 103,433,000 Baht and Non-current 208,708,000 Baht
- Equity alone is 624,587,000 Baht then Total Liabilities with Equity 936,728,000 Baht.

#### Comprehensive Income Statement for the year ended December 31, 2020 and 2019

Unit : thousand baht

	31 DEC 2020	31 DEC 2019	increase (decrease)	increase (decrease)
	consolidated financial statements	consolidated financial statements	consolidated financial statements	%
<b>Revenues</b>				
Total revenues	349,542	392,836	(43,294)	(11.02%)
<b>Expenses</b>				
Total expenses	393,862	422,757	(28,895)	(6.83%)
Share of profit (loss) of associates	(12,750)	1,995	(14,745)	(739.10%)
(Loss) before income tax	(57,070)	(27,926)	(29,144)	104.36%
Tax income (expenses)	24	660	(636)	(96.36%)
(Loss) for the year	(57,094)	(28,586)	(28,508)	99.73%
Other comprehensive income (expenses)				
Item that will be reclassified subsequently to profit or loss	2	3	(1)	(33.33%)
Gain on measurement of current financial assets				
Actuarial loss for employee benefit	(931)	-	(931)	100.00%
Total comprehensive (loss) for the year	(58,023)	(28,583)	(29,440)	103.00%
(Loss) per share basic	(0.0429)	(0.0283)	(0.015)	51.59%
Profit margin	(16.33%)	(7.28%)		

Miss Peeraya Pothiprasart, Chief Finance Officer (CFO) concluded further that statement of comprehensive income of the Company year ended 31<sup>st</sup> December 2020 when compared with 2019, total incomes year 2020 was 349,542,000 Baht which decreased from 2019 by 11.02%, total expenditure 2020 is 393,862,000 Baht decreased from 2019 at 28,895,000 Baht as calculated as decrease ratio by 6.8%. In Year 2020, loss is 57,094,000 Baht, loss increased by 28,508,000 Baht or as calculated as 103% when compared to 2019 by accepting net loss from subsidiaries and joint ventured as 13.13 MB.

The financial statement has been inspected by Mrs. Sumana Senivongse, certified auditor license no. 5897, Karin Audit Company Limited. The report showed conditioned opinions from auditor and other notices.

Prior to resolution take place, meeting moderator opened the opportunity to shareholders ask and share opinions. After there is no additional Q & A, therefore, meeting moderator proposed to the meeting to consider the resolution.

Besides, in this agenda would require approval in the meeting of shareholders by majority of shareholders who attended the meeting and eligible for voting. For this agenda, there were total 28 shareholders who attended the meeting both by themselves and by proxies as calculated as 696,627,334 shares or 45.5478 % of total shares which has been total sold of 1,529,441,206 shares.

### **Meeting Resolution**

Annual General Meeting of Shareholders for the Year 2021 considered and unanimously agreed to approve statement of financial position and income statement for budget year ended 31<sup>st</sup> December 2020 as shown all above with voting results of follows:

<b>Agreed</b>	<b>696,627,334</b>	<b>Votes as calculated as</b>	<b>100%</b>
<b>Disagreed</b>	<b>0</b>	<b>Votes as calculated as</b>	<b>0.0000%</b>
<b>Abstained</b>	<b>0</b>	<b>Votes as calculated as</b>	<b>0.0000%</b>

Chairman concluded meeting resolution that Annual General Meeting of Shareholders No.1/2021 considered and agreed to approve statement of financial position and income statement for budget year ended 31<sup>st</sup> December 2020 with majority votes of shareholders who attended the meeting and eligible to vote.

### **Agenda 4: To consider and approve the omission of the allocation of net profits for legal reserve and the omission of dividend payments Year 2020.**

Meeting moderator confirmed that Company intent to pay dividend for shareholders approximately 30% of net profits, besides, public company limited Act B.E. 2535 (1992) article 115 and 116 and Company's Articles of Association article 48 and 51 (additional correction) which defined not to allow Company declared to pay the dividend except with the shareholders meeting resolution and Company had to spare an amount from annual net profit money as reserved money not less than 5% of net profits annually deducted with total loss carried over (if any) until Company has money reserved not less than 10% from registered capital. At Board of Directors meeting no. 5/2564 held on 1<sup>st</sup> March 2021 considered to agree to propose annual general meeting of shareholders 2021 to approve omission of dividend payments of business turnover year 2020 and refrain from allocating legal reserves because Company had operation loss and required cash flow in performing business.

#### **Past dividend payment information**

Details	2017	2018	2019	2020
Dividend payment (Baht: shares)	-	-	-	-
1. Annual dividends	No payment	No payment	No payment	No payment
Dividend to net profit ratio	-	-	-	-

Note: The Company has operating loss. Therefore, there is no dividend payment.

Prior to resolution take place, meeting moderator opened the opportunity to shareholders ask and share opinions. After there is no additional Q & A, therefore, meeting moderator proposed to the meeting to consider the resolution.

Besides, in this agenda would require approval in the meeting of shareholders by majority of shareholders who attended the meeting and eligible for voting. For this agenda, there were total 28 shareholders who attended the meeting both by themselves and by proxies as calculated as 696,627,334 shares or 45.5478 % of total shares which has been total sold of 1,529,441,206 shares.

### **Meeting Resolution**

Annual General Meeting of Shareholders for the Year 2021 considered and unanimously agreed to the omission of the allocation of net profits for legal reserve and the omission of dividend payments Year 2020 as shown all above with voting results of follows:

<b>Agreed</b>	<b>696,627,334</b>	<b>Votes as calculated as</b>	<b>100%</b>
<b>Disagreed</b>	<b>0</b>	<b>Votes as calculated as</b>	<b>0.0000%</b>
<b>Abstained</b>	<b>0</b>	<b>Votes as calculated as</b>	<b>0.0000%</b>



Chairman concluded meeting resolution that Annual General Meeting of Shareholders No.1/2021 considered and agreed to approve the omission of the allocation of net profits for legal reserve and the omission of dividend payments Year 2020 with majority votes of shareholders who attended the meeting and eligible to vote.

**Agenda 5: To consider and approve the election of directors to replace those retiring by rotation for the year 2021.**

Meeting moderator reported to the meeting that according to Public Company Limited Act B.E. 2535 (1992) article 71 and Company's Articles of Association article 18 defined as in every Annual General Meeting of Shareholders, directors should retire from their offices at least one-third (1/3) ratios, if numbers of directors cannot be divided by three, such numbers should be closed to one-third (1/3) ratios. Directors who shall retire from their offices in the first year and second year after Company being registered, to draw lots for whoever is out, after next year directors who stay in the offices the longest would retire their offices, however, directors who retire from office may choose to assume the office again.

However, Directors who completes their term of office are as follows:

1. Miss Suttirat Leeswadtrakul, Director, 1<sup>st</sup> Vice Chairman of the Board of Director, Chairman of the Nomination and Remuneration Committee and Executive Board Committee
2. Mr. Panya Boonyapiwat, Director and Chairman of Executive Board Committee
3. Mr. Smith Leammanee, Independent Director, Audit Committee, Risk Management Committee and Nomination and Remuneration Committee.

As for Annual General Meeting of Shareholders No. 1/2021, the Company is opened opportunity for shareholders to propose appropriated personnel to be chosen as Directors for Board of Directors consider in advance since 25 January 2021 to 15 February 2021 with no shareholders to propose such directors to be chosen anyway.

The meeting of Nomination and Remuneration Committee No. 1/2564 held on 26 January 2021 without stakeholder directors in this agenda, considered the appropriated personnel who deserve as Company Directors by knowledge, capabilities, experiences and qualifications as defined by Public Company Act B.E. 2535 (1992) of all three directors who complete their term of office as per this agenda. Therefore, the Committee has resolved to Board of Directors propose to Annual General Meeting of Shareholders for the year 2021 to consider and approve vote of Directors who retire from the term of office return for another term in office and to hold other positions as before as follows:

1. Miss Suttirat Leeswadtrakul
2. Mr. Panya Boonyapiwat
3. Mr. Smith Leammanee

Besides, from Board of Directors meeting No. 5/2564 as held on 1 March 2021 regards that all three directors had completed qualifications according to Company's Articles of Association, Public Company Limited Act B.E. 2535 (1992) , and Securities and Exchange Law. Including knowledge, capabilities, expertise and experiences, able to devote time and capabilities to best benefits for Company, shareholders and stakeholders then is suitable to hold for another term of office including other positions as before.

Prior to resolution take place, meeting moderator opened the opportunity to shareholders ask and share opinions. After there is no additional Q & A, therefore, meeting moderator proposed to the meeting to consider the resolution.

Besides, in this agenda would require approval in the meeting of shareholders by majority of shareholders who attended the meeting and eligible for voting. For this agenda, there were total 28 shareholders who attended the meeting both by themselves and by proxies as calculated as 696,627,334 shares or 45.5478 % of total shares which has been total sold of 1,529,441,206 shares.

### **Meeting Resolution**

Annual General Meeting of Shareholders for the Year 2021 considered and unanimously agreed to approve appointment of **Miss Suttirat Leeswadtrakul** as Company Directors as shown all above with voting results as follows:

<b>Agreed</b>	<b>696,627,334</b>	<b>Votes as calculated as</b>	<b>100%</b>
<b>Disagreed</b>	<b>0</b>	<b>Votes as calculated as</b>	<b>0.0000%</b>
<b>Abstained</b>	<b>0</b>	<b>Votes as calculated as</b>	<b>0.0000%</b>

Annual General Meeting of Shareholders for the Year 2021 considered and unanimously agreed to approve appointment of **Mr. Panya Boonyapiwat** as Company Directors as shown all above with voting results as follows:

<b>Agreed</b>	<b>696,627,334</b>	<b>Votes as calculated as</b>	<b>100%</b>
<b>Disagreed</b>	<b>0</b>	<b>Votes as calculated as</b>	<b>0.0000%</b>
<b>Abstained</b>	<b>0</b>	<b>Votes as calculated as</b>	<b>0.0000%</b>

Annual General Meeting of Shareholders for the Year 2021 considered and unanimously agreed to approve appointment of **Mr. Smith Leammanee** as Company Directors as shown all above with voting results as follows:

<b>Agreed</b>	<b>696,627,334</b>	<b>Votes as calculated as</b>	<b>100%</b>
<b>Disagreed</b>	<b>0</b>	<b>Votes as calculated as</b>	<b>0.0000%</b>
<b>Abstained</b>	<b>0</b>	<b>Votes as calculated as</b>	<b>0.0000%</b>

Chairman concluded meeting resolution that Annual General Meeting of Shareholders No.1/2021 considered and agreed to approve the appointment of 3 individual Directors who retire from serving their term in office and maintain their duties as before as follows: (1) Miss Suttirat Leeswadtrakul, (2) Mr.Panya Boonyapiwat and (3) Mr.Smith Leammanee with majority votes of shareholders who attended the meeting and eligible to vote.

### **Agenda 6: To consider and approve the determination of directors' remuneration for the year 2021.**

Meeting moderator reported the meeting that Company's Articles of Association article 34 defines as Directors' bonus and remuneration would depend on shareholders definition. Directors are eligible for remuneration in forms of reward, meeting allowance, pension, bonus or other form of remunerations according to the Articles of Association or the resolution of shareholders' meeting. It may be prescribed in fixed amount or establish the rules and prescribed for particular circumstance(s) or being perpetual rules until being changed by the shareholders' meeting resolution. Moreover, a director shall have the right to receive allowance and welfare according to the Company's rule, and it shall not affect the right of being the Company's worker or employee who are also appointed as the Company's director to receive remuneration or benefits from being such Company's worker or employee. The payment of remuneration must not contradict with the maintenance of such qualifications of the independent directors as complied with the laws on securities and exchange as defined. As the meetings of the Nomination and Remuneration Committee No. 1/2021 held on January 26<sup>th</sup>, 2021 and Board of Directors meeting No.5/2021 held on 1 March 2021 have considered the remuneration of the directors by taking into account the appropriateness and duties and responsibilities of directors, linking of remuneration and the Company's overall performance, as well as comparing the other company within similar business and similar size. Directors agree to define remuneration for the year 2021 (from January 1<sup>st</sup>, 2021 to 31<sup>th</sup>, December 2021) in the total amount of not exceeding 3,000,000 Baht (three million Baht only) which is the same rate as in 2020. Furthermore, in case of Directors who work more than one position, such Director would not receive any other remuneration apart from the above mentioned.

However, to support Directors to act upon their duties at full capabilities, Company prepared Directors' and officers' liability Insurance, Health Insurance and Life Insurance including seminar expenses is responsible by Company to such expenses according to specified limits as defined in related Company policy.

### Directors' remuneration policy 2021

Position	Directors' remuneration (baht / month)	Director meeting allowances / times (baht/time)
Chairman of the Board	30,000	5,000
Vice Chairman of the Board/ Vice Chairman of the Subcommittee	20,000	5,000
Directors	10,000	5,000

Remarks: (1) In case of Directors hold more than one position to receive only one rate at the highest rate of monthly compensation.  
(2) In 2021, Company paid remuneration Board of Directors and its committee in total amount of 2.645 MB.

Prior to resolution take place, meeting moderator opened the opportunity to shareholders ask and share opinions. After there is no additional Q & A, therefore, meeting moderator proposed to the meeting to consider the resolution.

Besides, in this agenda would require approval in the meeting of shareholders by majority of shareholders who attended the meeting and eligible for voting. For this agenda, there were total 28 shareholders who attended the meeting both by themselves and by proxies as calculated as 696,627,334 shares or 45.5478 % of total shares which has been total sold of 1,529,441,206 shares.

### Meeting Resolution

Annual General Meeting of Shareholders for the Year 2021 considered and unanimously agreed to approve Directors' 2021 remuneration not exceeding 3,000,000 Baht. Moreover, as Directors hold more than one position to receive only one rate at the highest rate of monthly compensation as shown all above with voting results as follows:

<b>Agreed</b>	<b>696,627,334</b>	<b>Votes as calculated as</b>	<b>100%</b>
<b>Disagreed</b>	<b>0</b>	<b>Votes as calculated as</b>	<b>0.0000%</b>
<b>Abstained</b>	<b>0</b>	<b>Votes as calculated as</b>	<b>0.0000%</b>

Chairman concluded meeting resolution that Annual General Meeting of Shareholders No.1/2021 considered and agreed to approve Directors' 2021 remuneration not exceeding 3,000,000 Baht. Moreover, as Directors hold more than one position to receive only one rate at the highest rate of monthly compensation with two-third of total shareholders who attended the meeting and eligible to vote.

### **Agenda 7 To consider and approve the appointment of auditors and the determination of the audit fee for the year 2021.**

Meeting moderator reported to the meeting that according to Sections 120 and 121 of the Public Limited Companies Act B.E. 2535 (1992) and Article 40 of the Company's Articles of Association, the annual general meeting of the shareholders shall appoint auditors annually, and the former auditors may be re-appointed. The shareholders' meeting shall determine the audit fee. The auditors must not be the Company's directors, officers, employees or persons holding any position or having any duty in the Company. In addition, the announcement of the Capital Market Supervisory Board requires listed companies to have rotation of auditors. If the previous auditor has performed the duty of reviewing or examining and providing opinions on the company's financial statements for 7 fiscal years whether consecutive or not, this can be done by different

auditor who works in the same company as previous one. However, the company may appoint an auditor who has retired from rotation from the auditor after at least 5 fiscal years consecutively after retiring from the duties.

The meeting of the Audit Committee's No. 3/2021 Held on March 1<sup>st</sup>, 2021 and the meeting of Board of Directors held on 2021 has selected qualifications of the auditors from A.M.T Associates based on their performance, Auditor's Independence and Audit Fee, including expressing his opinions and proposed to the Board of Directors to propose to appoint any one of the auditors to be the 2021 Company's auditors as follows:

- |                                    |   |
|------------------------------------|---|
| 1) Mr. Chaiyuth Angsuwithaya       | Certified Public Accountant No. 3885 or |
| 2) Mrs. Natsarak Sarochanunjeen    | Certified Public Accountant No. 4563 or |
| 3) Miss Daranee Somkamnerd         | Certified Public Accountant No. 5007 or |
| 4) Miss Jarunee Nuammae            | Certified Public Accountant No. 5596 or |
| 5) Mr. Siramate Akkharachotkulanun | Certified Public Accountant No. 11821   |

Moreover, any one of auditors as per the name above shall examine and express opinion on the Company financial statements. In the case that such auditors could not perform their duties, A.M.T. Associates shall provide other certified auditors to replace such auditors. The annual audit fee determination and quarterly review fee of the Company, Subsidiaries and associated companies shall be not more than 2.80 Million Baht (Two million eight hundred thousand baht) which were excluded other actual expenses incurred and related to the direct audit which would be separately collected. In the case of any work besides general auditing, the Board of Directors has the authority to consider the approval of the remuneration case by case by the Board of Directors

Board of Directors agreed to proposed the Annual General Meeting of Shareholders to approve the auditor from A.M.T Associates to be the company's auditor for the year 2021 and defined audit fee as not more than 2.80 Million Baht (Two million eight hundred thousand baht) which were excluded other actual expenses incurred and related to the direct audit which would be separately collected. The list of proposed auditors should not have any relationship or interest with the company, management, major shareholders or related persons of such person.

Audit Fee	2021 (Proposed year) (Baht)	2020 (Baht)	2019 (Baht)
Audit fees and quarterly review fees of subsidiaries and associated companies	2,800,000	2,105,000	1,410,000
Number of subsidiaries	2	1	1
Number of associates	2	2	1

Prior to resolution take place, meeting moderator opened the opportunity to shareholders ask and share opinions. After there is no additional Q & A, therefore, meeting moderator proposed to the meeting to consider the resolution.

Besides, in this agenda would require approval in the meeting of shareholders by majority of shareholders who attended the meeting and eligible for voting. For this agenda, there were total 28 shareholders who attended the meeting both by themselves and by proxies as calculated as 696,627,334 shares or 45.5478 % of total shares which has been total sold of 1,529,441,206 shares

### **Meeting Resolution**

Annual General Meeting of Shareholders for the Year 2021 considered and unanimously agreed to approve the appointment of Company auditors and determined 2021 audit fee as not more than 2.80 Million Baht (Two million eight hundred thousand baht) which were excluded other actual expenses incurred and related to the direct audit which would be separately collected as shown all above with voting results as follows:

<b>Agreed</b>	<b>696,627,334</b>	<b>Votes as calculated as</b>	<b>100%</b>
<b>Disagreed</b>	<b>0</b>	<b>Votes as calculated as</b>	<b>0.0000%</b>
<b>Abstained</b>	<b>0</b>	<b>Votes as calculated as</b>	<b>0.0000%</b>

Chairman concluded meeting resolution that Annual General Meeting of Shareholders No.1/2 0 21 considered and agreed to approve the appointment of Company auditors and determined 2021 audit fee as not more than 2.80 Million Baht (Two million eight hundred thousand baht) which were excluded other actual expenses incurred and related to the direct audit which would be separately collected with majority of total shareholders who attended the meeting and eligible to vote.

**Agenda 8: To consider any other business (if any).**

Prior to resolution take place, meeting moderator opened the opportunity to shareholders ask and share opinions. After there is no additional Q & A, therefore, meeting moderator invited Mr.Panya Boonyapiwat to answer the questions that shareholder, investor and interested person asked in advance as follows:

Questions from Mr. Sakorn Simsriskul from Yuanta securities.

1. Sell and transfer the right to lease the land at port at Bangpakong, building is Company's, but the land is only leased, Company would sell all ?

Mr.Panya Boonyapiwat: Board of Directors considered and resolved to approve transfer the right to lease the land 15 title deeds situated at Tumbol Thakam, Amphoe Bangpakong, Chachoosao Province and sell all structures, located building on such land and detailed in the contract, estimated to complete in May 2021.

2. Purchaser the right to lease the port land arrived to transfer when or would transfer in what week?

Mr.Panya Boonyapiwat: Company has announced at 9 April 2021 according to land department procedures which has to be announced as long as 30 days, there is no objection, Company would conduct as per contract defined and completed by 9 May 2021.

3. Company would not do port business or not? As it is not cost effective!

Mr.Panya Boonyapiwat: As Company port located at Bangpakong and overall turnover is somewhat poor several times because port nature condition is a shallow channel, big ship is unable to dock. To solve such significant problem require large amount of investment as the same time that land is leased for port business only, land that leased from the other owner and contract period left around 8 years. Board of Directors considered and agreed to sell the right of leasing the land and building, take money from sell and transfer right to operate other business which creates more benefits and profits for company and shareholder.

4. Company owns big truck, industrial cargo truck, trailer, haulage, as of now, how many per cents have they been using?

Mr.Panya Boonyapiwat: As now Company use their trucks at the full capacity and tried to search subcontractor to join more business with Company. In March and April 2021, Company gained a lot of orders from customers which Company trucks do not adequate then Company opened for business partners to support transportation.

Where there is no additional shareholders asking question, therefore, Pol.Lt.Gen. Somkid Boontanom Chairman of the meeting then thank you and closed the meeting at 3 pm.

Yours Respectively,

Police Lieutenant General



(Somkid Boontanom)  
Chairman of the Board  
Begistics Public Company Limited



(Yuppadee Koopetngarm)  
Minutes Taker