



BEGISTICS PUBLIC COMPANY LIMITED

Invitation Letter to the Extraordinary General Meeting of Shareholders No. 1/2021 (Electronic Meeting)

Wednesday 21 July, 2021
At 14:00 hours.

At 3656/64, 19th Floor, Green Tower,
Rama IV Road, Klongton Sub-district, Klongtoey District, Bangkok 10110

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

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Invitation to the Extraordinary General Meeting of Shareholders No. 1/2021 (Electronic Meeting)

Company Registration No.0107545000357
B-HO No. 035/2021

May 27, 2021

Subject: Invitation to the Extraordinary General Meeting of Shareholders No. 1/2021.

To: Shareholder.
Begistics Public Company Limited.

- Enclosure
1. Minutes of the Annual General Meeting of Shareholders 2021.
 2. Capital Increase Report Form (F53-4).
 3. Summary of Key Features of Warrants to Purchase Newly Issued Ordinary Shares Begistics Public Company Limited No. 6 (B-W6) to existing shareholders.
 4. Definition of Independent Director and the list of independent directors who are proxies.
 5. Conditions, Criteria, Procedures for Attending the Meeting, Appointment of Proxy, Voting and articles of Association Related to the shareholders' meeting.
 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. 1/2021.
 9. Registration form for electronic meeting. (E-EGM 1/2021).
 10. Map of the Meeting Venue and conference broadcasting location.

The Board of Directors' Meeting of Begistics Public Company Limited ("Company") No. 9/2021 on May 24th, 2021 resolved to hold the Extraordinary General Meeting of Shareholders No. 1/2021 by electronic meeting on Wednesday 21 July 2021 at 2:00 p.m. at 3656/64, 19th Floor, Green Tower, Rama IV Road, Klongton Sub-district, Klongtoey District, Bangkok 10110, with the agenda as follows:

Agenda 1 To certify the Minutes of the 2021 Annual General Meeting on April 26, 2021.

Facts and reasons :

The Company has prepared the minutes of the Annual General Meeting of Shareholders 2021 which held on April 26, 2021, and Board of Directors considered to certify the minutes of the 2021 Annual General Meeting of Shareholders (Details appear in Enclosure 1).

Opinion of the Board of Directors :

The Board of Directors Meeting No. 9/2021 on May 24th, 2021 has considered and deemed it appropriate to propose to the Extraordinary General Meeting of Shareholders No. 1/2021 to approve the minutes of the Annual General Meeting of Shareholders 2021.

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 the issuance and offering the newly issued ordinary shares for increase capital by General Mandate for offering to Private Placement not exceeding 192,000,000 shares with par value of 0.68 baht per share.

Facts and reasons :

To utilize proceeds as company's working capital and/or business expansion in the future and/or other objectives as Bord of Directors or Executive Board deem appropriate. The company therefore proposed a capital increase by issuance and offering the newly issued ordinary shares for increase capital by General Mandate not exceeding 192,000,000 shares with par value of 0.68 baht per share. (Details appear in Enclosure 2).

Opinion of the Board of Directors:

The Board of Directors Meeting No. 9/2021 on May 24th, 2021 has considered and agreed to propose to the Extraordinary General Meeting of Shareholders No. 1/2021 to approve the issuance and offering the newly issued ordinary shares for increase capital by General Mandate for offering to private placement not exceeding 192,000,000 shares with par vale of 0.68 baht per share. The details of the allocation of capital increase ordinary shares as follows:

Allotted	Type of Security	Shares/ ²	Percentage of paid-up capital/ ¹
Private Placement :PP	Ordinary share	Not exceeding 192,000,000 shares	9.98%

^{/1} Percentage of paid-up capital on the date that Bord of Directors resolves to increase capital under a general mandate is 130,693,544.93 Baht.

^{/2} Amounting not exceeding 192,000,000 shares at the rate not exceeding 10 percent of the company's paid-up capital to allocate to the specific person (Private Placement). In this regard, this specific person shall not be a connected person of the Company according to the Notification of the Capital Market Supervisory Board No. TorChor. 21/2551 (BE) regarding Rules on Connected Transactions.

"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

Furthermore, the Company shall allot and offer the capital increase ordinary share in entirety or to portion offer in full or from time to time. The Board of Directors have an authority to consider and specify the details which is necessary regarding allocation and offering in entirety or to portion offer in full or from time to time including being empowered to perform any action which

is necessary and related to such offering capital increase ordinary shares in all respects e.g. offering of the capital increase ordinary shares purpose, determination of offering price, offering period, and share payment as well as offering period modification, tender offer and issued payment, determination of terms and any details to offering of such capital increase ordinary shares as deemed appropriate. Throughout the amendment quote or wording appeared in any documents, minutes of shareholder's meeting, memorandum of association and/or any applications and/or perform any actions in order to comply with officer's order to capital increase registration at Department of Business Development, Ministry of Commerce from time to time according to the payment of each subscriber including the listing of new capital increase ordinary shares to The Stock Exchange of Thailand and submit the documents or evidences to The Securities and Exchange Commission, Thailand, The Stock Exchange of Thailand, Ministry of Commerce or any other relevant government sectors.

The Company shall complete the allocation of Newly Issued Ordinary Shares within the date company holds the next annual general meeting of shareholders or within the date that required by law as regular meeting of shareholders be hold, however whichever day comes first.

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 issuance and offering of warrants to purchase ordinary shares of the Company to the shareholders in the amount not exceeding 320,327,316 units.

Facts and reasons:

The Company intends to issue and offer Warrants to purchase ordinary shares of the Company No.6 (B-W6), to existing shareholders by proportion of holding shares not exceeding 320,327,316 units at ratio 6 ordinary shares to 1 unit, no charge (THB 0) at exercise price of Baht 0.66 per share and the exercise period 2 years from the issuance date of Warrants. Preliminary details of the warrants are shown in Enclosures 2 and 3, specifying the names of shareholders who are eligible for the allocation of B-W6 on June 14, 2021.

Opinion of the Board of Directors:

The Board of Directors Meeting No. 9/2021 on May 24th, 2021 has considered and agreed to propose to the Extraordinary General Meeting of Shareholders No. 1/2021 to approve the issuance and offering of warrants to purchase ordinary shares of the Company to the existing shareholders in the amount not exceeding 320,327,316 units.

The Board of Directors or the person who are authorized by the Board of Directors is empowered to determine conditions and other details of new ordinary shares including the date of issuance and also to negotiate and sign any relevant documents and agreements and perform any other necessary actions related to the issuing and offering capital increase shares or as appropriate processes which includes this capital increase shares to be listed in The Stock Exchange of Thailand including filing evidence to the Securities and Exchange Commission And the Stock Exchange of Thailand, Thailand Securities Depository Company Limited, Ministry of Commerce or other relevant agencies.

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 decrease of registered capital of the company of Baht 305,240,386.28 from Baht 1,699,936,337.04 to Baht 1,394,695,950.76 by eliminating 448,882,921 unissued capital shares at 0.68 baht (sixty-eight satang) per value.

Facts and reasons:

Under the Public Companies Act 1992 (as amended) stipulates that a company can increase its registered capital by issuing new shares when all shares are sold and paid or in case the shares are not fully sold, the remaining shares must be issued to support convertible bonds or warrants. Therefore, in order to support the issuance and offering of warrants to purchase ordinary shares of the Company No. 6 (B-W6) and to support the issuance and offering of newly issued ordinary shares under General Mandate to be offered to Private Placement, the Company has to reduce the registered capital of the company amount 305,240,386.28 baht by eliminating 448,882,921 unissued Capital Shares at 0.68 Baht (sixty eight satang) Par Value which is the issued ordinary shares to reserve for the exercise of Warrants to purchase the newly issued ordinary shares of the Company No.3 (B-W3) 420,850,482 shares which has ceased from being a listed securities since 29 December 2020 and the issued ordinary shares to reserve for the exercise of Warrants to purchase the newly issued ordinary shares of the Company No.5 (B-W5) 28,032,439 shares which has ceased from being a listed securities since 16 March 2021.

Opinion of the Board of Directors:

The Board of Directors Meeting No. 9/2021 on May 24th, 2021 has considered and agreed to propose to the Extraordinary General Meeting of Shareholders No. 1/2021 to approve the decrease of registered capital of the company of Baht 305,240,386.28 from Baht 1,699,936,337.04 to Baht 1,394,695,950.76 by eliminating 448,882,921 unissued capital shares at 0.68 baht (sixty-eight satang) per value as above details.

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 and approve the Amendment of Clause 4 of Company's Memorandum of Association to be consistent with the capital reduction.

Facts and reasons:

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

"No. 4.	Registered Capital	1,394,695,950.76	Baht	(One billion three hundred ninety-four million six hundred ninety-five thousand nine hundred fifty baht seventy-six satang)
	Consists of	2,051,023,457	Shares	(Two billion fifty-one million twenty-three thousand four hundred fifty-seven)
	Par value of	0.68	Baht	(Sixty-eight)
	Divided into			
	Ordinary Shares	2,051,023,457	Shares	(Two billion fifty-one million twenty-three thousand four hundred fifty-seven)
	Preferred Shares	-	Shares	(Shares-)

Opinion of the Board of Directors :

The Board of Directors Meeting No. 9/2021 on May 24th , 2021 has considered and agreed to propose to the Extraordinary General Meeting of Shareholders No. 1/2021 to consider approving the amendment of Clause No. 4 of the Company's Memorandum of Association to be in line with the reduction 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 6 To consider and approve the increase of registered capital of the company of Baht 348,382,574.88 from Baht 1,394,695,950.76 to Baht 1,743,078,525.64 by issuing 512,327,316 common shares at 0.68 Baht of par value. (sixty eight satang).

Facts and reasons:

In order to support the issuance and offering of warrants to purchase newly issued ordinary shares to the existing shareholders in proportion, and to support the issuance and offering of newly issued ordinary shares through General Mandate for offering to a specific person (Private Placement), the Company have to increase the registered capital another 348,382,574.88 Baht from registered capital 1,394,695,950.76 Baht to new registered capital 1,743,078,525.64 Baht by issuing 512,327,316 new ordinary shares with a par value of 0.68 baht (sixty-eight satang) divided into:

- (1) To reserve General Mandate to allocate to specific person (Private Placement) as amount of 192,000,000 shares. (equal to 9.98% of paid up capital as of the date the Board of Directors has approved a capital increase)
- (2) To reserve Exercise Rights to Purchase Ordinary Shares No. 6 (B-W6) as amount 320,327,316 shares which will issue to the existing shareholders by proportion of holding shares.

Opinion of the Board of Directors :

The Board of Directors Meeting No. 9/2021 on May 24th , 2021 has considered and agreed to propose to the Extraordinary General Meeting of Shareholders No. 1/2021 to approve the

increase of registered capital of the company of Baht 348,382,574.88 from registered capital Baht 1,394,695,950.76 to new registered capital Baht 1,743,078,525.64.

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 7 To consider and approve the Amendment of Clause 4 of the Company's Memorandum of Association to be consistent with the capital increase.

Facts and reasons:

To comply with the capital increase of the Company as shown in Agenda 6, the Company has to amend Clause no. 4 of the Company's Memorandum of Association by using the following information instead.

"No. 4.	Registered Capital	1,743,078,525.64	Baht	(One billion seven hundred forty-three million seventy-eight thousand five hundred twenty-five baht sixty four satang)
	Consists of	2,563,350,773	Shares	(Two billion five hundred sixty-three million three hundred fifty thousand seven hundred seventy-three)
	Par value of	0.68	Baht	(Sixty-eight)
	Divided into			
	Ordinary Shares	2,563,350,773	Shares	(Two billion five hundred sixty-three million three hundred fifty thousand seven hundred seventy-three)
	Preferred Shares	-	Shares	(Shares-)

Opinion of the Board of Directors :

The Board of Directors Meeting No. 9/2021 on May 24th , 2021 has considered and agreed to propose to the Extraordinary General Meeting of Shareholders No. 1/2021 to consider approving the amendment of Clause No. 4 of the Company's Memorandum of Association to be in line with the capital 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 8 To consider and approve the allotment of capital increase shares not exceeding 512,327,316 shares.

Facts and reasons:

According to the Company's resolution to issue and offer warrants to purchase the newly issued ordinary shares of the Company No. 6 (B-W6) and the capital increase to be offered to Private Placement via a General Mandate, therefore, it is necessary to allocate newly issued ordinary shares not exceeding 512,327,316 shares as follows:

- (1) Not exceeding 320,327,316 shares to support the exercise of the warrants to purchase the Company's ordinary shares No. 6 (B-W6).
- (2) Not exceeding 192,000,000 shares to specific persons (Private Placement) under a General Mandate.

Opinion of the Board of Directors:

The Board of Directors Meeting No. 9/2021 on May 24th, 2021 has considered and agreed to propose to the Extraordinary General Meeting of Shareholders No. 1/2021 to approve the allotment of capital increase shares not exceeding 512,327,316 shares.

Votes to Vote:

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

Agenda 9 To consider other matters (if any)

Facts and reasons:

This agenda was set for shareholders to ask questions and/or giving opinions to the Board of Directors (if any) and/or to the Board of Directors to clarify and answer questions of shareholders. There will be no other matter to be presented to the meeting for approval. and no voting in this agenda.

In this regard, the company has specified the list of shareholders eligible to attend the Extraordinary General Meeting of Shareholders No. 1/2021 on June 14, 2021.

The company will begin to conduct the meeting via electronic media at 14.00 hrs. Shareholders and/or proxies who intend to attend the meeting via electronics media must submit a registration form for electronic meetings (the details appear in Enclosure 9) with attach identity documents. The details appear in the invitation letter and please submit to the company within 15 July 2021 by following channels;

- e-mail : ir_investment@begistics.co.th or,
- Postal : The Chief Executive Officer Office.

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

After the Company has examined the names of shareholders as of the date of determining the names of persons entitled to attend the Extraordinary General Meeting of Shareholders No. 1/2021 (Record Date) on June 14, 2021, OJ International Co., Ltd., which is a provider of meeting control systems will send username and password to shareholders via email for accessing the Extraordinary General Meeting of Shareholders No. 1/2021 program via electronic media (E-EGM).

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 Enclosure 4) 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 Enclosure 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 Enclosure 5). In this regard, for your cooperation, please send the proxy to the company within July 15, 2021 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. 1/2021 via electronic media at the date and time as 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. 1/2021 and the supporting documents on the company's website from June 20, 2021 at <https://www.begistics.co.th/agm-egm> / Title Investor Relation/ AGM / EGM / AGM 2021 and can send questions regarding the agenda in advance, according to the procedure for submitting questions about the shareholders' meeting. (Appeared in the Enclosure 7).

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, 26th April 2021 at office no. 3656/64 Green Tower, 19th 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 st 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 nd 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 8th, 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 8th, 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:

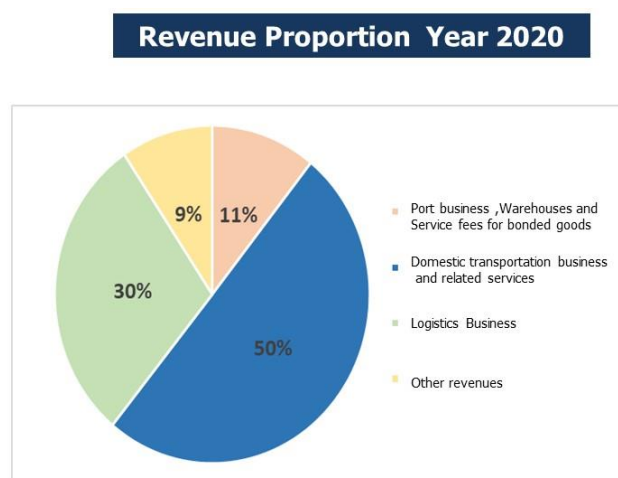
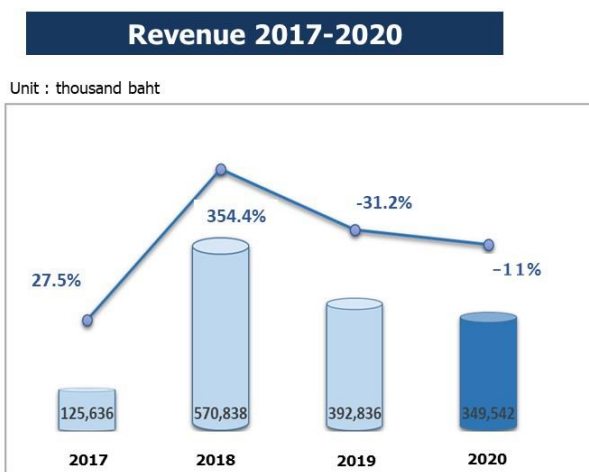
Agreed	696,627,334	Votes as calculated as	100%
Disagreed	0	Votes as calculated as	0.0000%
Abstained	0	Votes as calculated as	0.0000%

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 1st 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.

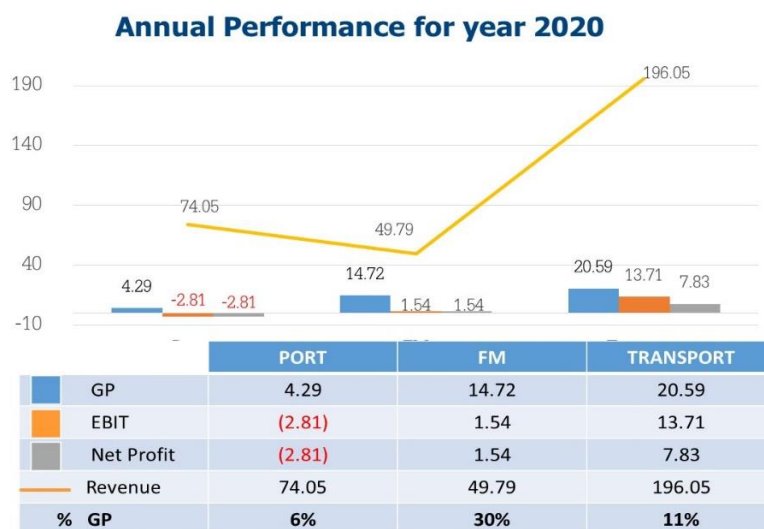
Mr.Panya Boonyapiwat, Chairman of the Executive Committee and Chief Executive Officer reported overall operation annually in 2020 to the meeting as follows:



Revenue % Growth

Domestic transportation business and related services has the highest proportion of income

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.



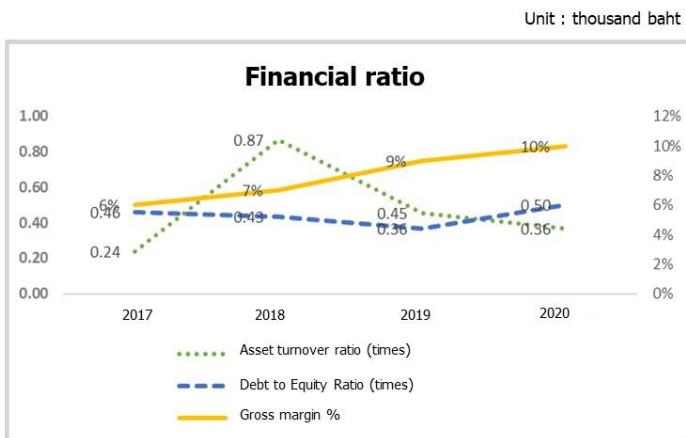
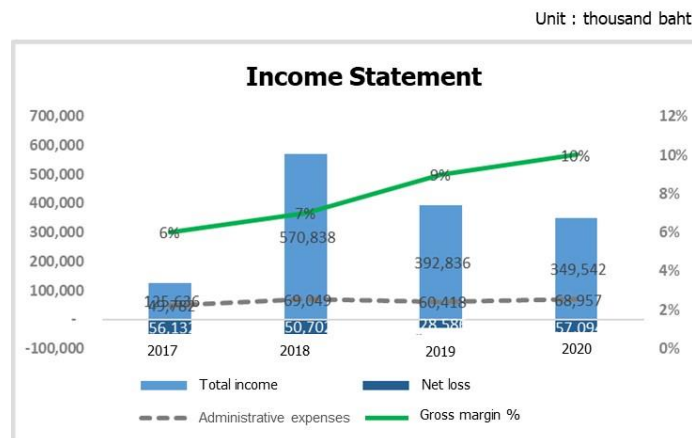
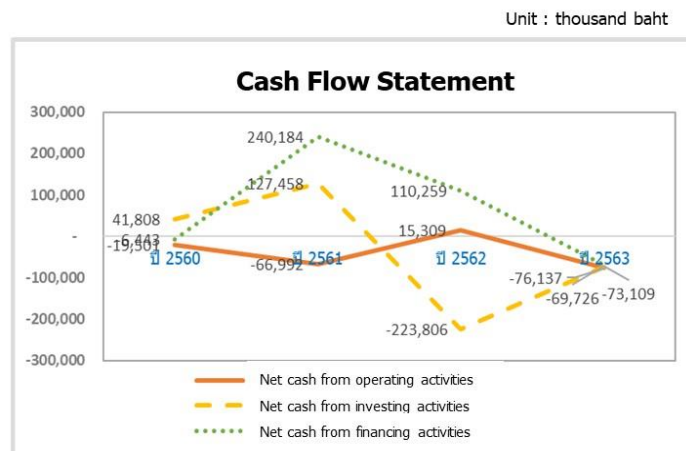
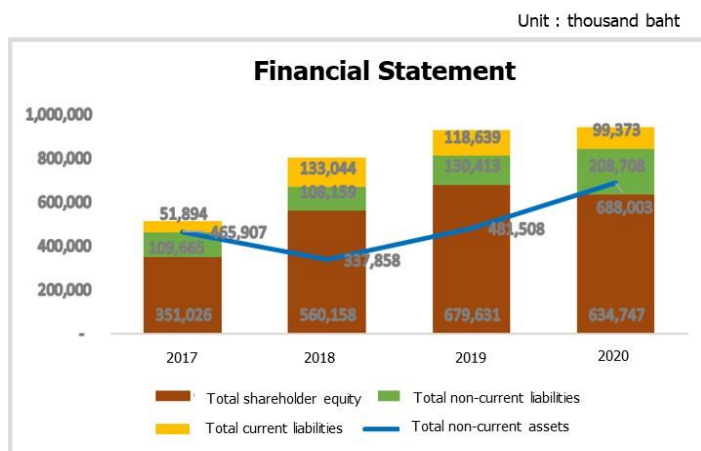
Business turnover in 2020, port business had revenues of 74.05 MB with net profits loss of 2.81 MB, International Goods transportation Services and Custom Clearance Services had revenues of 49.79 MB with

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 31st December 2020 which auditor has completed inspection with Board of Directors meeting No. 5/2564 held on 1st 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 31st December 2020 which Company auditors has inspected and certified.

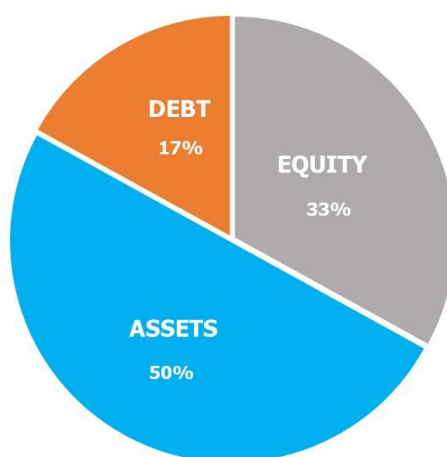


Miss Peeraya Pothiprasart, Chief Finance Officer (CFO) concluded that income statement for budget year ended 31st December 2020 to gain acknowledgement from the meeting that Company earned revenues from service provider and other revenues total of 349,542,000 Baht with initial profit of 10%, in 2020 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%
Total assets	936,728	931,673	5,055	0.54%
Total current liabilities	103,433	118,650	(15,217)	(12.83%)
Total non-current liabilities	208,708	130,413	78,295	60.04%
Total liabilities	312,141	249,063	63,078	25.33%
<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%
Total Shareholders' equity	624,587	682,610	(58,023)	(8.50%)
Total Liabilities and Shareholder's equity	936,728	931,673	5,055	0.54%



Miss Peeraya Pothiprasart, Chief Finance Officer (CFO) concluded further that statement of financial position of the Company year ended 31st 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	%
Revenues				
Total revenues	349,542	392,836	(43,294)	(11.02%)
Expenses				
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 31st 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 31st December 2020 as shown all above with voting results of follows:

Agreed	696,627,334	Votes as calculated as	100%
Disagreed	0	Votes as calculated as	0.0000%
Abstained	0	Votes as calculated as	0.0000%

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 31st 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 1st 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:

Agreed	696,627,334	Votes as calculated as	100%
Disagreed	0	Votes as calculated as	0.0000%
Abstained	0	Votes as calculated as	0.0000%

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, 1st 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:

Agreed	696,627,334	Votes as calculated as	100%
Disagreed	0	Votes as calculated as	0.0000%
Abstained	0	Votes as calculated as	0.0000%

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:

Agreed	696,627,334	Votes as calculated as	100%
Disagreed	0	Votes as calculated as	0.0000%
Abstained	0	Votes as calculated as	0.0000%

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:

Agreed	696,627,334	Votes as calculated as	100%
Disagreed	0	Votes as calculated as	0.0000%
Abstained	0	Votes as calculated as	0.0000%

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 26th, 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 1st, 2021 to 31th, 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:

Agreed	696,627,334	Votes as calculated as	100%
Disagreed	0	Votes as calculated as	0.0000%
Abstained	0	Votes as calculated as	0.0000%

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 1st, 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:

Agreed	696,627,334	Votes as calculated as	100%
Disagreed	0	Votes as calculated as	0.0000%
Abstained	0	Votes as calculated as	0.0000%

Chairman concluded meeting resolution that Annual General Meeting of Shareholders No.1/2021 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 Simsrisakul 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.

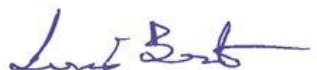
4. Company owns big truck, industrial cargo truck, trailer, haulage, as of now, how many per cents have they been using?

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 Boonthanom)
Chairman of the Board
Begistics Public Company Limited



(YuppadeeKoopetngarm)
Minutes Taker

(F53-4)

Capital Increase Report Form
Begistics Public Company Limited.
May 24, 2021

Begistics Public Company Limited ("Company"), hereby report the resolution of the Board of Directors' Meeting No. 9/2021 held on May 24, 2021 at 1.00 pm., at the Company Office, 19th Floor, Green Tower, 3656/64, Rama IV Road, Klongton Sub-district, Klongtoey District, Bangkok 10110 in respect of a capital reduction/ increase/ share allotment as follows:

1. Capital reduction.

The Board of Directors' Meeting passed a resolution approving the registered capital reduction of the company amount Baht 305,240,386.28 from Baht 1,699,936,337.04 to Baht 1,394,695,950.76 by eliminating 448,882,921 Unissued Capital Shares at 0.68 Baht (sixty eight satang) Par Value which is the issued ordinary shares to reserve for the exercise of Warrants to purchase the newly issued ordinary shares of the Company No.3 (B-W3) 420,850,482 shares which has ceased from being a listed securities since 29 December 2020 and the issued ordinary shares to reserve for the exercise of Warrants to purchase the newly issued ordinary shares of the Company No.5 (B-W5) 28,032,439 shares which has ceased from being a listed securities since 16 March 2021 in order to comply with the Company's capital increase procedure.

2. Capital Increase.

The Board of Directors' Meeting passed a resolution approving the registered capital increase of the company Baht 348,382,574.88 from Baht 1,394,695,950.76 to Baht 1,743,078,525.64 by issuance of Newly Ordinary Shares not exceeding 512,327,316 shares at 0.68 Baht of par value (sixty eight Satang) by following details.

Capital Increase	Type of Share	Amount of Shares	Par Value (Baht/Share)	Total (Baht)
<input checked="" type="checkbox"/> Specify the purpose of utilizing proceeds	Ordinary Share Preferred Share	320,327,316 -	0.68 -	217,822,574.88 -
<input checked="" type="checkbox"/> General Mandate	Ordinary Share Preferred Share	192,000,000 -	0.68 -	130,560,000 -

3. Allotment of new shares

3.1. Specify the purpose of utilizing proceeds.

The Board of Directors' Meeting passed a resolution approving the allotment of 320,327,316 ordinary shares with a par value of Baht 0.68, totaling Baht 217,822,574.88 by issuing warrants. Total warrants (existing and newly-issued) must not exceed 50% of the company registered and paid-up shares. Details are as follow.

Allotted to	Amount of Shares	Ratio	Offering Price (THB)	Subscription and settlement	Remark
Reservation for exercise warrant 6 (B-W6) allocate to existing shareholders	320,327,316	6 ordinary share : 1 unit of warrant	0.00 บาท	-	Details in Note 1-2 and Enclosure No. 2

Note:

1. Determined the list of shareholders who are entitled to receive the warrants on Monday 14 June 2021.
2. Any fraction from the calculation shall be disregarded.

The Board of Directors is empowered to determine conditions and other details of new ordinary shares including the date of issuance and also to negotiate and sign any relevant documents and agreements and perform any other necessary actions related to the issuing and offering capital increase shares or as appropriate processes which includes this capital increase shares to be listed in The Stock Exchange of Thailand including filing evidence to the Securities and Exchange Commission And the Stock Exchange of Thailand, Thailand Securities Depository Company Limited, Ministry of Commerce or other relevant agencies. The Company determined the list of shareholders who are entitled to receive the warrants on Monday 14 June 2021, however, granting of rights of company is uncertain because they have to wait for approval from the shareholders' meeting.

3.2. General Mandate.

Allotted to	Type of Share	Amount of Shares ^{/2}	Percentage per Paid Up Capital ^{/1}	Remark
Existing Shareholders	Ordinary Share	-	-	-
	Preferred Share	-	-	-
Public	Ordinary Share	-	-	-
	Preferred Share	-	-	-
Specific Person	Ordinary Share	192,000,000	9.98	-
	Preferred Share	-	-	-

^{/1} Percentage of paid-up capital on the date that Bord of Directors resolves to increase capital under a general mandate is 130,693,544.93 Baht.

^{/2} Amounting not exceeding 192,000,000 shares at the rate not exceeding 10 percent of the company's paid-up capital to allocate to the specific person (Private Placement). In this regard, this specific person shall not be a connected person of the Company according to the Notification of the Capital Market Supervisory Board No. Tor Chor. 21/2551 (BE) regarding Rules on Connected Transactions.

"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.

Furthermore, the Company shall allot and offer the capital increase ordinary share in entirety or to portion offer in full or from time to time. The Board of Directors have an authority to consider and specify the details which is necessary regarding allocation and offering in entirety or to portion offer in full or from time to time including being empowered to perform any action which is necessary and related to such offering capital increase ordinary shares in all respects e.g. offering of the capital increase ordinary shares purpose, determination of offering price, offering period, and share payment as well as offering period modification, tender offer and issued payment, determination of terms and any details to offering of such capital increase ordinary shares as deemed appropriate. Throughout the amendment quote or wording appeared in any documents, minutes of shareholder's meeting, memorandum of association and/or any applications and/or perform any actions in order to comply with officer's order to capital increase registration at Department of Business Development, Ministry of Commerce from time to time according to the payment of each subscriber including the listing of new capital increase ordinary shares to The Stock Exchange of Thailand and submit the documents or evidences to The Securities and Exchange Commission, Thailand, The Stock Exchange of Thailand, Ministry of Commerce or any other relevant government sectors.

The Company shall complete the allocation of Newly Issued Ordinary Shares within the date company holds the next annual general meeting of shareholders or within the date that required by law as regular meeting of shareholders be hold, however whichever day comes first.

- 3.3. Company action regarding there are fractions of shares.
Discarded.

4. Schedule Shareholders Meeting to approve capital reduction, capital increase, and allotment of new shares.

Schedule the Extraordinary General Meeting of Shareholders No. 1/2021 (electronic meeting) (E-EGM 1/2021) on Wednesday 21 July, 2021 at 2.00 pm., at the Company Office, 19th Floor, Green Tower, 3656/64, Rama IV Road, Klongton Sub-district, Klongtoey District, Bangkok 10110.

Determined the date on which the recorded shareholders have the right to attend the Extraordinary General Meeting of Shareholders No. 1/2021 (electronic meeting) (E-EGM 1/2021) (Record Date) to be on 14 June 2021.

5. Approval of the capital increase/ share allotment by the relevant governmental agency and conditions thereto (If any)

- 5.1. Purpose for approval from Shareholders' Meeting to reduce capital and increase the registered capital as well as other related matter.
- 5.2. Submission application for capital decrease/increase and paid up capital including amend Memorandum of Association related capital decrease/increase to Department of Business Development, Ministry of Commerce.
- 5.3. Request permission from The Stock Exchange of Thailand to reserve exercise rights of B-W6 as issuance to existing shareholders as well as Newly Issued Ordinary Shares from exercise warrant (B-W6) to be listed and trade in The Stock Exchange of Thailand.
- 5.4. Request permission from The Stock Exchange of Thailand to be listed the newly issued ordinary shares with General Mandate offered to specific investors (Private Placement) to be listed on the Stock Exchange of Thailand.

6. Objectives of the capital increase and plans for utilizing proceeds received from the capital increase.

To utilize proceeds as company's working capital and/or business expansion in the future and/or other objectives as Bord of Directors or Executive Board deem appropriate.

7. Benefits which the Company will receive from the capital increase/ share allotment.

- 7.1. Sufficient funds to support the expansion of investment in the company's existing business and support the expansion of investment in new projects in the future. This will result in the company being able to make profit and trend for better operations in the future.
- 7.2. Increase company financial liquidity and used as company working capital.

8. Benefits which the shareholders will receive from the capital increase/allotment.

Money received from capital increased, company will use to support expansion of investment and working capital which giving ability to general income and increase profitability thus create value added for shareholders and company in the future.

9. Other details necessary for shareholders to approve capital increase/share allotment.

The details of issuance and offering the Company's warrant B-W6 as attached.

10. A testimonial of the board of directors on capital increase.

In the event that the Company's directors fail to perform their duties according to 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 capital increase by doing or omitting any action which is a failure to perform such duties and cause damage to company. The company can claim compensation from that director, but if the company does not claim such compensation, the Shareholders holding not less than 5 percent of the total issued shares will notify the Company to perform claims and if the company does not act as the shareholder informed, such shareholder can sue for compensation from such director on behalf of the company in accordance with 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

Enclosure No.2

benefits to the company or a shareholder who holds shares and has voting rights not less than 5 percent of the total number of votes of the company will notify the company to do so if the company does not proceed as reported by the shareholders within one 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).

11. Schedule of action if Board of Directors passes resolution approving capital increase and allotment of new shares:

	Procedures of capital increase	Proceeding Date
1	The Board of Directors' meeting No. 9/2021 resolved to approve the reduction of registered capital and increase the registered capital, allocation of newly issued shares and other related matters.	24 May 2021
2	To schedule record date to entitle attend the Extraordinary General Meeting of Shareholders No. 1/2021 (electronic meeting) (E-EGM 1/2021)	14 June 2021
3	The date for determining the names of shareholders who are entitled to receive the exercise of the Warrants No. 6 (B-W6).	14 June 2021
4	Date of the Extraordinary General Meeting of Shareholders No. 1/2021 (electronic meeting) (E-EGM 1/2021)	21 July 2021
5	Registration date to register capital reduction and increase of registered capital and other matters related to the Department of Business Development, Ministry of Commerce.	Within 14 days after approval from Shareholders' meeting.

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

Yours Sincerely,



(Mr. Panya Boonyapiwat)
Chairman of the Executive Committee
and Chief Executive Officer

**Summary of Key Features of Warrants to Purchase Newly Issued Ordinary Shares
Begistics Public Company Limited No. 6 (B-W6)
To Existing Shareholders**

1. Key Features of Warrants to Purchase Newly Issued Ordinary Shares.

Issuer	:	Begistics Public Company Limited
Category	:	Warrants to purchase ordinary shares of Begistics Public Company Limited No. 6 ("Warrants" or "B-W6")
Type of Warrants	:	Specified Name and transferable
Number of Warrants Issued and offer for sell	:	Not exceed 320,327,316 units
Method of allocation	:	Allocated to the existing shareholders of the company at ratio 6 ordinary shares to 1 unit of warrant
Offering Price	:	Baht 0.00 per unit (Baht zero per unit)
Exercise Ratio	:	1 unit of warrant shall be entitled to purchase 1 newly-issued share which maybe changed regarding to the adjustment of exercise price and exercise ratio.
Exercise Price	:	Baht 0.66 per share which maybe changed regarding to the adjustment of exercise price and exercise ratio
Number of Reserved Shares for Rights to Purchase Ordinary Shares.	:	Not exceeding 320,327,316 shares at par value of Baht 0.68 per share or equivalent to 16.67% of the company present registered and paid-up ordinary shares 1,921,963,896 shares.
Maturity of Warrants	:	Not more than 2 years from the issued date
Offering Period	:	Determined the shareholders' name by closing the registration book on June 14, 2021
Exercise date	:	The last business day of September and March throughout the term of the warrant. If that date falls on a holiday, it shall be postponed to the previous business day. The first exercise date falls on September 30, 2021 and the last exercise date is the last working date of the expiry date for a period of 2 years from the date of issuance of the warrant.
Exercise time	:	09:00-15:00 within 5 working days of Thai commercial banks before each exercise date. Except last exercise date requires 15 days before that last date.
Secondary Market of Warrants	:	The warrants shall be listed on the Stock Exchange of Thailand ("SET").
Secondary Market of shares	:	The newly-issued shares from the exercise of warrants shall be listed on the Stock Exchange of Thailand ("SET").
Right of adjustment conditions.	:	The Company will adjust exercise price and ration under the Notification of the Securities and Exchange Commission No. Tor Chor. 34/2551 Re: Application for and permission to offer Warrants to Purchase Newly Issued Shares and Newly Issued Shares for to accommodate the warrant No. 11 (4) (b), the Board of Directors and / or the person designated by the Board of Directors to determine the conditions and other details related to the adjustment or change of the exercise ratio and exercise price.

Enclosure No.3

Unexercised warrant	:	The company will terminate all remaining unexercised warrant.
Registrar	:	Thailand Securities Depository Company Limited
Others condition	:	The Board of Directors is empowered to determine conditions and other details of warrants including the date of issuance and also to negotiate and sign any relevant documents and agreements and perform any other necessary actions related to the Warrants and the issuance as well as applying for ordinary shares which are issued due to the exercise of the conversion right of Warrants in the SET and also apply for an approval from relevant authorities and performing any other necessary actions related to the issuance of the Warrants.

2. Effect on Shareholders (Dilution effect) can be categorized into 3 types as follows:

- 1) Control Dilution
- 2) Price Dilution
- 3) EPS Dilution

There are impacts in 4 cases of conversion of B-W6 as follow.

Case 1

Existing shareholders subscribe all new shares offering and B-W6 are subscribed by existing shareholders.

Case 2

No subscription of new shares offering by existing shareholders but all new share offering B-W6 are subscribed by the others.

Case 3

Existing shareholders entitled to the allocation of B-W6 are exercisers of the full amount of the warrants with no other person to exercise the rights by including the offering of newly issued shares in General Mandate for offering to specific person (Private Placement) which passed a resolution to propose to the shareholders' meeting at the same time.

Case 4

Existing shareholders entitled to the B-W6 allocation are not exercisers of the total warrants with another person exercising the rights by including the offering of newly issued shares in General Mandate for offering to specific person (Private Placement) which passed a resolution to propose to the shareholders' meeting at the same time.

2.1. Control Dilution

$$\begin{aligned}
 \text{Case 1} &= 0\% \\
 \text{Case 2} &= \frac{\text{Number newly-issued shares for B-W6}}{\text{Number of paid-up shares} + \text{Number newly-issued shares for B-W6}} \\
 &= \frac{320,327,316}{(1,921,963,896 + 320,327,316)} \\
 &= 14.29\%
 \end{aligned}$$

Case 3

$$= \frac{\text{Number newly-issued shares for PP General Mandate}}{(\text{Number of paid-up shares} + \text{Number newly-issued shares for B-W6} + \text{Number newly-issued shares for PP General Mandate})}$$

$$= \frac{192,000,000}{(1,921,963,896 + 320,327,316 + 192,000,000)}$$

$$= 7.89\%$$

Case 4

$$= \frac{\text{Number newly-issued shares for B-W6} + \text{Number newly-issued shares for PP General Mandate}}{(\text{Number of paid-up shares} + \text{Number newly-issued shares for B-W6} + \text{Number newly-issued shares for PP General Mandate})}$$

$$= \frac{320,327,316 + 192,000,000}{(1,921,963,896 + 320,327,316 + 192,000,000)}$$

$$= 21.05\%$$

2.2. Price Dilution

There is no price dilution affect due to exercise price of warrant is higher than market price.

Market price reduction = $\frac{(\text{Market price-before} - \text{Market price-after}) * 100}{\text{Market price-before}}$

$$= \frac{(0.59 - 0.60) * 100}{0.59}$$

$$= -1.69\%$$

Market price-before THB 0.59 per share is weighted average price of 15 consecutive days of the company ordinary shares that traded in the stock exchange of Thailand, before board of directors meeting 9/2021 dated May 24, 2021 (29 April 2021 - 21 May, 2021) that has resolution to propose this agenda to shareholders' meeting.

Market price-after offering

$$\frac{(\text{Market price-before} * \text{Number of paid-up shares}) + (\text{Exercise price B-W6} * \text{Number newly-issued shares for B-W6})}{\text{Number of paid-up shares} + \text{Number newly-issued shares for B-W6}}$$

$$= \frac{(0.59 * 1,921,963,896) + (0.66 * 320,327,316)}{(1,921,963,896 + 320,327,316)}$$

$$= 0.60$$

2.3. EPS Dilution
Case 1 and Case 2
EPS Dilution =

$$\frac{\text{Earning}^*}{\text{Number of paid-up shares} + \text{Number newly-issued shares for B-W6}}$$

$$= \frac{78,138,721.12}{(1,921,963,896 + 320,327,316)}$$

$$= 3.48\%$$

** Earning is represented net profit for Q.1/2021 ending March 31, 2021.*

Case 3 and Case 4

$$\text{EPS Dilution} = \frac{\text{Earning}^*}{\text{Number of paid-up shares} + \text{Number newly-issued shares for B-W6} + \text{Number newly-issued shares for PP General Mandate}}$$

$$= \frac{78,138,721.12}{(1,921,963,896 + 320,327,316 + 192,000,000)}$$

$$= 3.21\%$$

** Earning is represented net profit for Q.1/2021 ending March 31, 2021.*

3. Number of ordinary shares issued for exercise of the warrants

$$\text{Ratio of newly-issued shares} = \frac{\text{Number newly-issued shares for B-W4} + \text{Number newly-issued shares for B-W6}}{\text{Number of registered and paid-up shares}}$$

$$= \frac{129,059,561 + 320,327,316}{1,921,963,896}$$

$$= \frac{449,386,877}{1,921,963,896}$$

$$= 23.38\%$$

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 Pol.Maj.Gen. Prapass Piyamomgkol
Age 62
Address 142 Soi Navathani, Ramindra, Khan-na-yao, Bangkok 10230
Number of shares held in the Company (as of March 15th, 2020) None
Date of first appointment November 10th, 2020
Number of years as a Director 4 months

**Education**

- Bachelor of Laws Program, Ramkhamhaeng University.
- Master of Business Administration, National Institute of Development Administration.

Professional Experiences

Nov. 2020 - Present	Independent Director, Vice Chairman No. 2 and Chairman of the Audit Committee. Begistics Public Company Limited.
Aug 2018-2020	Independent Director and Audit Committee. Dimet (Siam) Public Company Limited.
Mar 2019 - Present	Sub-committee for the diagnosis of complaints and problems or disputes. The Election Commission of Thailand
2017-2018	Expertise of Royal Thai Police and the Deputy Commander of the Criminal Records Division, Bangkok. Royal Thai Police.
2014 - 2017	Deputy Commander of Surin Province. Royal Thai Police.

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

**Conditions, criteria and procedures to attend the meeting, and
the Company's Articles of Association concerning shareholders' meeting**

1. Attendance in person via electronic meeting

- For the shareholder who is a natural person, a Thai nationality, please send the registration form for attendance via electronic media to the company. (Enclosure No. 9).
- For the shareholder who is a natural foreign person, please send the registration form for attendance via electronic media to the company.(Enclosure No. 9).
- In case of name-surname change, the evidence certifying such change must be presented.

2. Attendance by a proxy-holder

- The shareholder who appoints a proxy must appoint only one proxy as the proxy holder, which has the right to attend the meeting and vote according to the proxy form attached herewith.
- The grantor may express his intention to vote for each agenda that he agrees, disagrees, or no vote by determining in the proxy form so that the proxy holder shall vote by the grantor's intention.
- The proxy holder shall deliver the proxy form to the chairman of the meeting and/or the assignee by the chairman before the meeting starts by completing all information and signing documents. In case of any revision or deletion of important statement, the grantor must sign to verify every place and the proxy form must be attached Baht 20 duty stamps.

Documents required for proxy

- In case that the grantor is a natural person of Thai nationality: Copy of the ID card or copy of a government official card certified true copy by the grantor.
- In case that the grantor is a natural person of foreign nationality: Copy of foreign identification card or copy of passport or copy of document used in lieu of the passport certified true copy by the grantor.
- In case that the grantor is a juristic person:
 - Thai juristic person: Copy of certificate from Ministry of Commerce or the authorized agency issued not exceeding 1 year, certified true copy by the authorized person of such juristic person, and copy of ID card or government official card of the authorized director who signs on behalf of the juristic person, certified true copy by such authorized director.
 - Foreign juristic person: The authorized person of the juristic person shall sign and affix the company's seal on the proxy form in the presence of the notary public or similar authorized agency according to the law in each country 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 or the person capable of completing the certification according to the law of such country to certify the notary public over again.
- In case of the grantor uses thumbprint, the grantor must provide a left thumbprint and state that "the left thumbprint of..." and there must be at least 2 witnesses certified the true thumbprint of such person, and thumbprint shall be made in the presence of witnesses. The copy of ID card or government official card of the witnesses, certified true copy by such witnesses, shall be submitted together.
- In the Extraordinary General Meeting of Shareholders No. 1/2021., if any shareholder cannot attend the Meeting by his/herself, the shareholder may grant the proxy to any \person or independent director of the Company to vote on his/her behalf as the following detail.

Pol. Maj.Gen. Prapass Piyamomgkol , 62 years old.
142 oi Navathani, Ramindra, Khan-na-yao, Bangkok 10230
- Any shareholder who requires assigning a proxy to the independent director, please deliver the proxy form made and signed completely according to the criteria specified above to the Company Secretary along with related documents at least 1 day before the Meeting day.

- The proxy holder who wishes to attend the meeting via electronic meeting, please send the registration form for attendance via electronic media to the company (Enclosure No. 9) to the Company within July 15, 2021 together with ID card/government official card/passport (for a foreigner) of the proxy holder for registration.
- 3. In case of the deceased shareholder:** The estate administrator may attend the meeting by himself or to assign a proxy to other person to attend the meeting. The court order to appoint such estate administrator, certified by the authorized person, within 6 months before the meeting day must be additionally presented.
 - 4. In case of the minor shareholders:** The father-mother or the legal guardian may attend the meeting by him/herself or to assign a proxy to other person to attend the meeting. The copy of the house registration of the minor shareholders must be additionally presented.
 - 5. In case of the incompetent or quasi-incompetent shareholders:** The guardian or the curator may attend the meeting by him/herself or to assign a proxy to other person to attend the meeting with the court order of appointment to be a guardian or the curator, certified by the authorized person, within 6 months before the meeting day, must be additionally presented.
 - 6. Registration:** The registration for the attendance at the Meeting shall be from 12.00 – 14.00 hours.

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 or shares or debentures in the Company or subsidiaries.
33. Subject to the law on public limited company, the Board of Director has authority to sell or mortgage any immovable property of the Company or lease out any immovable property of the Company for a period exceeding 3 (Three) years, or give or enter a compromise or initiate litigation to court or refer any dispute to arbitration for an award.
34. A remuneration of directors shall be determined by the general meeting of shareholders. Directors shall have right to receive any remuneration from the Company in the form of gratuity, attendance fee, pension, bonus or any other benefits in other forms in accordance with the Articles of Association or consideration by the general meeting of shareholders which may determine a certain sum or lay down criteria and may do so periodically or for an indefinite period until further amendment. In addition, directors may receive per diem or other welfares according to the Company policies.
Stipulations under the preceding paragraphs shall not be prejudiced with the rights of employees of the Company who have been elected as directors as regards remuneration and benefits to which they are entitled as employees.
Payment under the first and second paragraphs shall not be in conflict or contradictory with the required qualifications of independent directors as prescribed under the law on securities and exchange.

Chapter 4 General Meeting of Shareholders

35. A general meeting of shareholders may be held at the location of the head quarter of the Company or in a nearby province or other places as the Board of Directors may determine.
36. A general meeting of shareholders shall be held at least once a year; such a meeting is called the "general meeting" which shall be held within 4 (four) months after the end of fiscal year of the Company.
Other meetings of shareholders shall be called the "extraordinary general meeting".
The Board of Directors may convene an extraordinary general meeting of shareholders at any time it deems appropriate, or more shareholders holding a total of not less than 10 percent of the total number of shares sold have been named to make a letter requesting that the Board of Directors call an extraordinary meeting of shareholders at any time but must clearly specify the subject and reason for requesting the meeting to be called in the said book in this case The board of directors must arrange for a meeting of shareholders within 45 days from the date of receiving the letter from the shareholders.
In the event that the Board of Directors fails to arrange a meeting within the period specified in paragraph two All shareholders who are named or other shareholders combined the number of shares as required can call for meeting within forty-five days from the expiration of the period under paragraph two In this case shall be considered as a meeting of shareholders which the Board of Directors convenes the company is responsible for the necessary expenses incurred from arranging meetings and facilitating as appropriate.
In the event that the meeting of shareholders is called for a meeting because the shareholders under paragraph three of any time the number of shareholders who attended the meeting was not complete as a quorum as specified in Article 38 of the Company's Articles of Association. Shareholders under paragraph three must be jointly responsible.
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 sent 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

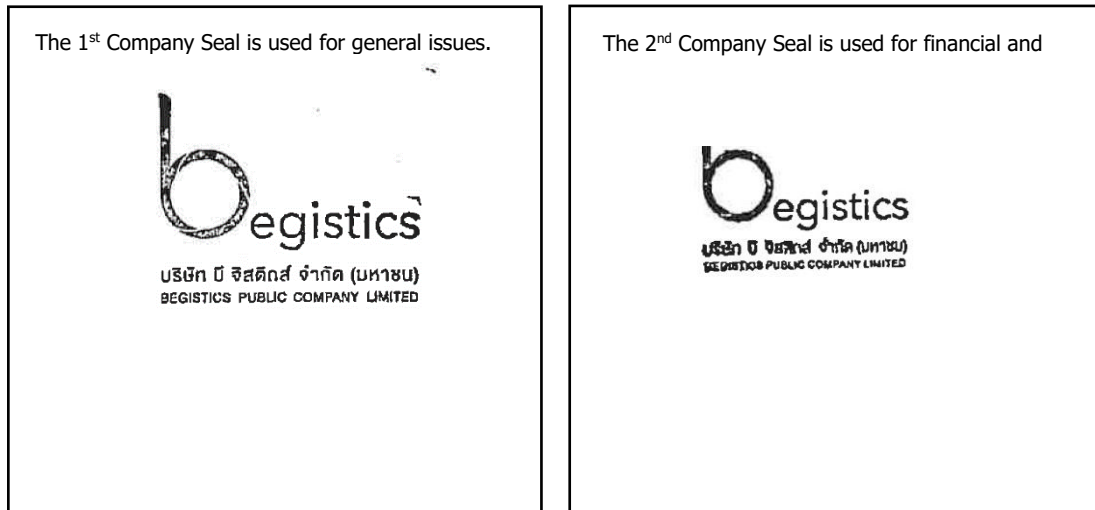
53. The fiscal year of the Company shall begin on 1 January and end on 31 December every year.
54. The Board of Directors shall ensure and maintain including the auditing of accounts in due compliance with relevant laws.
55. The Board of Directors shall ensure the balance sheet and the profit and loss 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)



(ปิดอากรแสตมป์
20 บาท)
(Stamp Duty
Baht 20)

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

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

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

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

(3) ขอมอบฉันทะให้
Hereby appoint:

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

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

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

หรือ (4) ☐ พลตำรวจตรีประกาศ ปิยะมงคล ตำแหน่ง กรรมการอิสระและประธานกรรมการตรวจสอบ อายุ 62 ปี
Or Pol.Maj.Gen. Prapass Piyamomkol Positions Independent Director and Chairman of Audit Committee
Age 62 years

ที่อยู่เลขที่..... ที่อยู่ 142 ซอยนาวาธานี แขวงรามอินทรา เขตคันนายาว กรุงเทพมหานคร 10230
Residing at 142 Soi Navathani, Ramindra, Khan-na-yao, Bangkok 10230

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมวิสามัญ
ผู้ถือหุ้นครั้งที่ 1/2564 ผ่านสื่ออิเล็กทรอนิกส์ (E-EGM) ในวันที่ 21 กรกฎาคม 2564 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.1/2021 by electronic meeting (E-EGM) on July 21st, 2021 at 2.00 p.m.

ณ สำนักงานเลขที่ 3656/64 ชั้น 19 อาคารกรีนทาวเวอร์ ถนนพระราม 4 แขวงคลองตัน เขตคลองเตย กรุงเทพมหานคร 10110
หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย
at the Meeting Room BEGISTICS PUBLIC COMPANY LIMITED 3656/64 Green Tower Building, 19th Floor, Unit K, Rama 4 Road,
Klong ton, Klong toey, Bangkok 10110, 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 ที่จะมอบฉันทะที่จะเลือกตั้งเจเนดาตัว)
(Proxy Form containing specific details)**

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

เขียนที่

Written at

วันที่.....เดือน.....พ.ศ.....
Date Month Year

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

(2) เป็นผู้ถือหุ้นของบริษัท บี จิสติกส์ จำกัด (มหาชน) โดยถือหุ้นจำนวนทั้งสิ้น _____ 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 (4) ☐ พลตำรวจตรีประภาส ปิยะมมงคล ตำแหน่ง กรรมการอิสระและประธานกรรมการตรวจสอบ อายุ 62 ปี
Or ☐ Pol.Maj.Gen. Prapass Piyamomgkol Positions Independent Director and Chairman of Audit Committee
Age 62 years

ที่อยู่เลขที่ _____ ที่อยู่ 142 ซอยนวมธานี แขวงรามอินทรา เขตคันนายาว กรุงเทพมหานคร 10230
Residing at 142 Soi Navathani, Ramindra, Khan-na-yao, Bangkok 10230

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมวิสามัญ
ผู้ถือหุ้นครั้งที่ 1/2564 ผ่านสื่ออิเล็กทรอนิกส์ (E-EGM) ในวันที่ 21 กรกฎาคม 2564 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.1/2021 by electronic meeting (E-EGM) on July 21st, 2021 at 2.00 p.m.

ณ สำนักงานเลขที่ 3656/64 ชั้น 19 อาคารกรีนทาวเวอร์ ถนนพระราม 4 แขวงคลองตัน เขตคลองเตย กรุงเทพฯ 10110 หรือที่
จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย
at the Meeting Room BEGISTICS PUBLIC COMPANY LIMITED 3656/64 Green Tower Building, 19th Floor, Unit K, Rama 4 Road,
Klong ton, Klong toey, Bangkok 10110, 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 2564 เมื่อวันที่ 26 เมษายน 2564
Agenda 1. To certify the Minutes of the Annual General Meeting of Shareholders 2021 on April 26, 2021.

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

วาระที่ 2 พิจารณานุมัติการออกและเสนอขายหุ้นสามัญเพิ่มทุนแบบมอบอำนาจทั่วไป (General Mandate) เพื่อเสนอขายให้แก่บุคคลในวงจำกัด (Private Placement) จำนวนไม่เกิน 192,000,000 หุ้น มูลค่าที่ตราไว้หุ้นละ 0.68 บาท
Agenda 2. To consider and approve the issuance and offering the newly issued ordinary shares for increase capital by General Mandate for offering to Private Placement not exceeding 192,000,000 shares with par value of 0.68 baht per share.

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

วาระที่ 3. พิจารณานุมัติการออกและเสนอขายใบสำคัญแสดงสิทธิที่จะซื้อหุ้นสามัญของบริษัทให้กับผู้ถือหุ้นเดิมจำนวนไม่เกิน 320,327,316 หน่วย
Agenda 3. To consider and approve the issuance and offering of warrants to purchase ordinary shares of the Company to the shareholders in the amount not exceeding 320,327,316 units.

- ☐ (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 พิจารณานุมัติการลดทุนจดทะเบียนของบริษัท จำนวน 305,240,386.28 บาท จากทุนจดทะเบียนเดิม 1,699,936,337.04 บาท เป็นทุนจดทะเบียน 1,394,695,950.76 บาท โดยการตัดหุ้นสามัญที่ยังไม่ได้ออกจำหน่ายออกจำนวน 448,882,921 หุ้น มูลค่าที่ตราไว้ หุ้นละ 0.68 บาท (หกสิบแปดสตางค์)
Agenda 4. To consider and approve the decrease of registered capital of the company of Baht 305,240,386.28 from Baht 1,699,936,337.04 to Baht 1,394,695,950.76 by eliminating 448,882,921 unissued capital shares at 0.68 baht (sixty-eight satang) per value.

- ☐ (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**
Agenda 5. พิจารณานุมัติแก้ไขหนังสือบริคณห์สนธิ ข้อ 4. เพื่อให้สอดคล้องกับการลดทุนจดทะเบียนของบริษัท
To consider and approve the Amendment of Clause 4 of Company's Memorandum of Association to be consistent with the capital reduction.
- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.
 - ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:

<input type="checkbox"/> เห็นด้วย	<input type="checkbox"/> ไม่เห็นด้วย	<input type="checkbox"/> งดออกเสียง
Approve	Disapprove	Abstain
- วาระที่ 6**
Agenda 6. พิจารณานุมัติการเพิ่มทุนจดทะเบียนของบริษัท จำนวน 348,382,574.88 บาท จากทุนจดทะเบียนเดิม 1,394,695,950.76 บาท เป็นทุนจดทะเบียน 1,743,078,525.64 บาท โดยการออกหุ้นสามัญเพิ่มทุน จำนวน 512,327,316 หุ้น มูลค่าที่ตราไว้ หุ้นละ 0.68 บาท (หกสิบแปดสตางค์)
To consider and approve the increase of registered capital of the company of Baht 348,382,574.88 from Baht 1,394,695,950.76 to Baht 1,743,078,525.64 by issuing 512,327,316 common shares at 0.68 Baht of par value. (sixty eight satang)
- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.
 - ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:

<input type="checkbox"/> เห็นด้วย	<input type="checkbox"/> ไม่เห็นด้วย	<input type="checkbox"/> งดออกเสียง
Approve	Disapprove	Abstain
- วาระที่ 7**
Agenda 7. พิจารณานุมัติแก้ไขหนังสือบริคณห์สนธิของบริษัท ข้อ 4. เพื่อให้สอดคล้องกับการเพิ่มทุนจดทะเบียนของบริษัท
To consider and approve the Amendment of Clause 4 of the Company's Memorandum of Association to be consistent with the capital increase.
- ☐ (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 8.**
Agenda . พิจารณานุมัติการจัดสรรหุ้นสามัญเพิ่มทุนจำนวนไม่เกิน 512,327,316 หุ้น
To consider and approve the allotment of capital increase shares not exceeding 512,327,316 shares.
- ☐ (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 9.**
Agenda 9 . พิจารณาเรื่องอื่นๆ (ถ้ามี)
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:

<input type="checkbox"/> เห็นด้วย	<input type="checkbox"/> ไม่เห็นด้วย	<input type="checkbox"/> 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.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำให้ในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำให้เองทุกประการ

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

ในการประชุมวิสามัญผู้ถือหุ้นครั้งที่ 1/2564 ผ่านสื่ออิเล็กทรอนิกส์ (E-EGM) ในวันที่ 21 กรกฎาคม 2564 เวลา 14.00 น. ณ สำนักงานเลขที่ 3656/64 ชั้น 19 อาคารกรีนทาวเวอร์ ถนนพระราม 4 แขวงคลองตัน เขตคลองเตย กรุงเทพมหานคร 10110 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

In the Extraordinary General Meeting of shareholders No. 1/2021 by electronic meeting (E-EGM) on July 21st, 2021 at 2.00 pm. at the Meeting Room BEGISTICS PUBLIC COMPANY LIMITED 3656/64 Green Tower Building, 19th Floor, Unit K, Rama 4 Road, Klong ton, Klong toey, Bangkok 10110, 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
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 - ☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง
 - Approve Disapprove Abstain

วาระที่..... เรื่อง.....

Agenda No..... Re:

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
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(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..... 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
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Approve	Disapprove	Abstain

วาระที่..... เรื่อง.....

Agenda No..... Re:

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
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(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..... 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:

<input type="checkbox"/> เห็นด้วย	<input type="checkbox"/> ไม่เห็นด้วย	<input type="checkbox"/> 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:

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

แบบหนังสือมอบฉันทะ แบบ ค.
Proxy Form C.
(แบบที่ใช้เฉพาะกรณีผู้ถือหุ้นเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian)
ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้น)
(For foreign shareholders who have custodians in Thailand only)

(ปิดอากรแสตมป์
20 บาท)
(Stamp Duty
Baht 20)

เขียนที่.....

Written at

วันที่.....เดือน.....พ.ศ.....

Date

Month

Year

(1) ข้าพเจ้า
I/Weถนน
Roadตำบล/แขวง
Tambol/Khwaengอำเภอ/เขต
Amphoe/Khetสำนักงานตั้งอยู่เลขที่
Residing atจังหวัด
Provinceรหัสไปรษณีย์
Postal Code

ในฐานะผู้ประกอบธุรกิจเป็นผู้รับฝากและดูแลหุ้น (Custodian) ให้กับ

as a Custodian for

ซึ่งเป็นผู้ถือหุ้นของบริษัท บี จิสติกส์ จำกัด (มหาชน) โดยถือหุ้นจำนวนทั้งสิ้นรวม

being a shareholder of Begistics Public Company Limited, holding the total number of

หุ้น
shares

และออกเสียงลงคะแนนได้เท่ากับ

and having the right to vote
equivalent to

เสียง ดังนี้

votes as follows:

หุ้นสามัญ

ordinary share of

หุ้น และออกเสียงลงคะแนนได้เท่ากับ
shares, and having the right to vote
equivalent toเสียง
votes,

หุ้นบุริมสิทธิ

preference share of

หุ้น และออกเสียงลงคะแนนได้เท่ากับ
shares, and having the right to vote
equivalent toเสียง
votes.

(2) ขอมอบฉันทะให้

Hereby appoint:

(1) ☐ นาย/นาง/นางสาว

Mr./Ms./Miss

อายุ

age

ปี อยู่บ้านเลขที่

years, residing

at

รหัสไปรษณีย์

Postal Code

ถนน
Roadตำบล/แขวง
Tambol/Khwaengอำเภอ/เขต
Amphoe/Khetจังหวัด
Provinceหรือ
or(2) ☐ นาย/นาง/นางสาว

Mr./Ms./Miss

อายุ

age

ปี อยู่บ้านเลขที่

years, residing

at

รหัสไปรษณีย์

Postal Code

ถนน
Roadตำบล/แขวง
Tambol/Khwaengอำเภอ/เขต
Amphoe/Khetจังหวัด
Provinceหรือ
or(3) ☐ นาย/นาง/นางสาว

Mr./Ms./Miss

อายุ

age

ปี อยู่บ้านเลขที่

years, residing

at

รหัสไปรษณีย์

Postal Code

ถนน
Roadตำบล/แขวง
Tambol/Khwaengอำเภอ/เขต
Amphoe/Khetจังหวัด
Provinceหรือ
Or(4) ☐ พลตำรวจตรีประกาศ ปิยะมงคล ตำแหน่ง กรรมการอิสระและประธานกรรมการตรวจสอบ อายุ 62 ปี
☐ Pol.Maj.Gen. Prapass Piyamomkol Positions Independent Director and Chairman of Audit Committee
Age 62 years

ที่อยู่เลขที่

Residing at

ที่อยู่ 142 ซอยนวมธานี แขวงรามอินทรา เขตคันนายาว กรุงเทพมหานคร 10230

142 Soi Navathani, Ramindra, Khan-na-yao, Bangkok 10230

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมวิสามัญ

ผู้ถือหุ้นครั้งที่ 1/2564 ผ่านสื่ออิเล็กทรอนิกส์ (E-EGM) ในวันที่ 21 กรกฎาคม 2564 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.1/2021 by electronic meeting (E-EGM) on July 21st, 2021 at 2.00 p.m.ณ สำนักงานเลขที่ 3656/64 ชั้น 19 อาคารกรีนทาวเวอร์ ถนนพระราม 4 แขวงคลองตัน เขตคลองเตย กรุงเทพฯ 10110 หรือที่
จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

at the Meeting Room BEGISTICS PUBLIC COMPANY LIMITED 3656/64 Green Tower Building, 19th Floor, Unit K, Rama 4 Road, Klongton, Klongtoey, Bangkok 10110, 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 equivalent to | | votes, |
| <input type="checkbox"/> หุ้นบุริมสิทธิ | - | หุ้น และออกเสียงลงคะแนนได้เท่ากับ | - | เสียง |
| preference share | | shares, and having the right to vote equivalent to | | votes. |
| รวมสิทธิออกเสียงลงคะแนนได้ทั้งหมด | | | | เสียง |
| Total amount of voting rights | | | | votes. |

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

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

วาระที่ 1. พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้นประจำปี 2564 เมื่อวันที่ 26 เมษายน 2564
Agenda 1. To certify the Minutes of the Annual General Meeting of Shareholders 2021 on April 26, 2021.

- ☐ **(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 พิจารณาอนุมัติการออกและเสนอขายหุ้นสามัญเพิ่มทุนแบบมอบอำนาจทั่วไป (General Mandate) เพื่อเสนอขายให้แก่บุคคลในวงจำกัด (Private Placement) จำนวนไม่เกิน 192,000,000 หุ้น มูลค่าที่ตราไว้หุ้นละ 0.68 บาท
Agenda 2. To consider and approve the issuance and offering the newly issued ordinary shares for increase capital by General Mandate for offering to Private Placement not exceeding 192,000,000 shares with par value of 0.68 baht per share.

- ☐ **(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. พิจารณาอนุมัติการออกและเสนอขายใบสำคัญแสดงสิทธิที่จะซื้อหุ้นสามัญของบริษัทให้กับผู้ถือหุ้นเดิมจำนวนไม่เกิน 320,327,316 หน่วย
Agenda 3. To consider and approve the issuance and offering of warrants to purchase ordinary shares of the Company to the shareholders in the amount not exceeding 320,327,316 units.

- ☐ **(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**
Agenda 4. พิจารณานุมัติการลดทุนจดทะเบียนของบริษัท จำนวน 305,240,386.28 บาท จากทุนจดทะเบียนเดิม 1,699,936,337.04 บาท เป็นทุนจดทะเบียน 1,394,695,950.76 บาท โดยการตัดหุ้นสามัญที่ยังไม่ได้ออกจำหน่ายออกจำนวน 448,882,921 หุ้น มูลค่าที่ตราไว้ หุ้นละ 0.68 บาท (หกสิบแปดสตางค์)
To consider and approve the decrease of registered capital of the company of Baht 305,240,386.28 from Baht 1,699,936,337.04 to Baht 1,394,695,950.76 by eliminating 448,882,921 unissued capital shares at 0.68 Baht (sixty-eight satang) per share.
- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.
 - ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:

<input type="checkbox"/> เห็นด้วย	<input type="checkbox"/> ไม่เห็นด้วย	<input type="checkbox"/> งดออกเสียง
Approve	Disapprove	Abstain
- วาระที่ 5**
Agenda 5. พิจารณานุมัติแก้ไขหนังสือบริคณห์สนธิ ข้อ 4. เพื่อให้สอดคล้องกับการลดทุนจดทะเบียนของบริษัท
To consider and approve the Amendment of Clause 4 of Company's Memorandum of Association to be consistent with the capital reduction.
- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.
 - ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:

<input type="checkbox"/> เห็นด้วย	<input type="checkbox"/> ไม่เห็นด้วย	<input type="checkbox"/> งดออกเสียง
Approve	Disapprove	Abstain
- วาระที่ 6**
Agenda 6. พิจารณานุมัติการเพิ่มทุนจดทะเบียนของบริษัท จำนวน 348,382,574.88 บาท จากทุนจดทะเบียนเดิม 1,394,695,950.76 บาท เป็นทุนจดทะเบียน 1,743,078,525.64 บาท โดยการออกหุ้นสามัญเพิ่มทุน จำนวน 512,327,316 หุ้น มูลค่าที่ตราไว้ หุ้นละ 0.68 บาท (หกสิบแปดสตางค์)
To consider and approve the increase of registered capital of the company of Baht 348,382,574.88 from Baht 1,394,695,950.76 to Baht 1,743,078,525.64 by issuing 512,327,316 common shares at 0.68 Baht of par value. (sixty eight satang)
- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.
 - ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:

<input type="checkbox"/> เห็นด้วย	<input type="checkbox"/> ไม่เห็นด้วย	<input type="checkbox"/> งดออกเสียง
Approve	Disapprove	Abstain
- วาระที่ 7**
Agenda 7. พิจารณานุมัติแก้ไขหนังสือบริคณห์สนธิของบริษัท ข้อ 4. เพื่อให้สอดคล้องกับการเพิ่มทุนจดทะเบียนของบริษัท
To consider and approve the Amendment of Clause 4 of the Company's Memorandum of Association to be consistent with the capital increase.
- ☐ (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 8. พิจารณานอมนัดการจัดสรรหุ้นสามัญเพิ่มทุนจำนวนไม่เกิน 512,327,316 หุ้น
Agenda . To consider and approve the allotment of capital increase shares not exceeding 512,327,316 shares.

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

วาระที่ 9. พิจารณาเรื่องอื่นๆ (ถ้ามี)
Agenda 9 . 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) 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. **หนังสือมอบฉันทะแบบ ค. นี้ ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้นให้เท่านั้น**
Only foreign shareholders whose names appear in the registration book and have appointed a Custodian in Thailand can use the Proxy Form C.
2. **หลักฐานที่ต้องแนบพร้อมกับหนังสือมอบฉันทะ คือ**
Evidence to be attached with this Proxy Form are:
 - (1) **หนังสือมอบอำนาจจากผู้ถือหุ้นให้คัสโตเดียน (Custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบฉันทะแทน**
Power of Attorney from the shareholder authorizing a Custodian to sign the Proxy Form on behalf of the shareholder.
 - (2) **หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทนได้รับอนุญาตประกอบธุรกิจคัสโตเดียน (Custodian)**
Letter of certification to certify that a person executing the Proxy Form has obtained a permit to act as a Custodian.
3. **ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคน เพื่อแยกการลงคะแนนเสียงได้**
The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and may not split the number of shares to several proxies for splitting votes.
4. **ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค. ตามแนบ**
In case there are any further agenda apart from those specified above brought into consideration in the meeting, the Grantor may use the Allonge of the Proxy Form C. as attached.

**ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค.
ALLONGE OF PROXY FORM C.**

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

ในการประชุมวิสามัญผู้ถือหุ้นครั้งที่ 1/2564 ผ่านสื่ออิเล็กทรอนิกส์ (E-EGM) ในวันที่ 21 กรกฎาคม 2564 เวลา 14.00 น. ณ สำนักงานเลขที่ 3656/64 ชั้น 19 อาคารกรีนทาวเวอร์ ถนนพระราม 4 แขวงคลองตัน เขตคลองเตย กรุงเทพมหานคร 10110 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

In the Extraordinary General Meeting of shareholders No. 1/2021 by electronic meeting (E-EGM) on July 21st, 2021 at 2.00 pm. at the Meeting Room BEGISTICS PUBLIC COMPANY LIMITED 3656/64 Green Tower Building, 19th Floor, Unit K, Rama 4 Road, Klong ton, Klong toey, Bangkok 10110, 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:

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Approve votes Disapprove votes Abstain votes

วาระที่..... เรื่อง.....

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Approve votes Disapprove votes Abstain votes

วาระที่..... เรื่อง.....

Agenda No..... Re:

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Approve votes Disapprove votes Abstain votes

วาระที่..... เรื่อง.....

Agenda No..... Re:

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☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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Approve votes Disapprove votes Abstain votes

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 Agenda No..... Re:

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 Approve votes Disapprove votes Abstain votes

วาระที่..... เรื่อง.....
 Agenda No..... Re:

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
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 Approve votes Disapprove votes Abstain votes

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 Agenda No..... Re:

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 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.

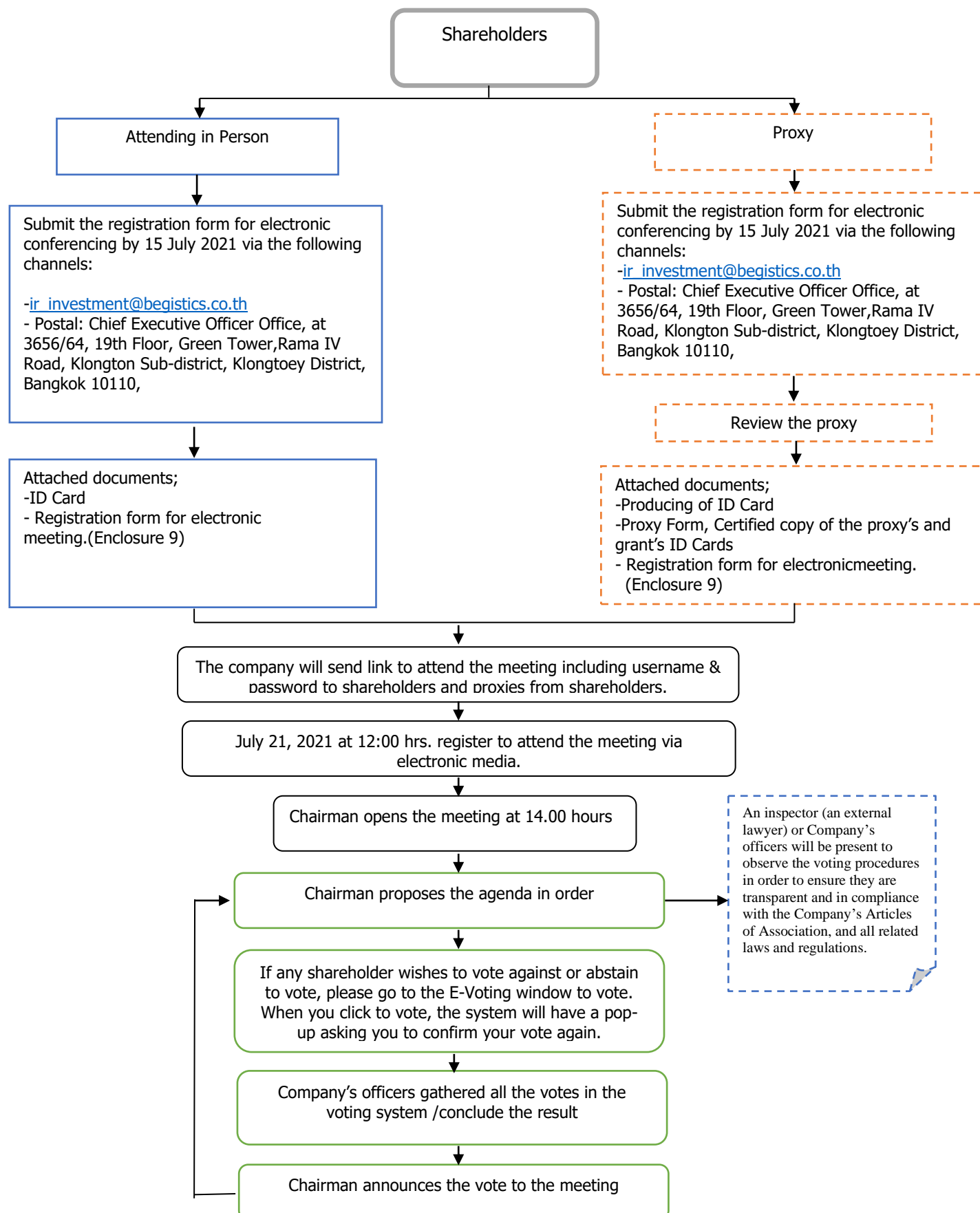
☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
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 Approve votes Disapprove votes Abstain votes

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 July 12th, 2021
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
Invitation to the Extraordinary General Meeting of Shareholders No. 1/2021.
Begistics Public Company Limited
On Wednesday 21 July 2021**



แบบฟอร์มลงทะเบียนสำหรับการประชุมผ่านสื่ออิเล็กทรอนิกส์ / Registration Form for electronic Meeting

การประชุมวิสามัญผู้ถือหุ้นครั้งที่ 1/2564

The Extraordinary General Meeting of Shareholders No.1/2021

บริษัท บี จิสติกส์ จำกัด (มหาชน)

Begistics Public Company Limited

วันพุธ ที่ 21 กรกฎาคม 2564 เวลา 14.00 น.

Wednesday 21 July 2021 at 2.00 pm.

ณ ห้องประชุมสำนักงาน บริษัท บี จิสติกส์ จำกัด (มหาชน)

3656/64 ชั้น 19 อาคารกรีนทาวเวอร์ ถนนพระราม 4 แขวงคลองตัน เขตคลองเตย กรุงเทพมหานคร 10110

The Meeting Room BEGISTICS PUBLIC COMPANY LIMITED

No. 3656/64 Green Tower Building, 19th Floor, Rama 4 Road, Klong ton, Klong toey, Bangkok
10110,

เลขทะเบียนผู้ถือหุ้น.....

Shareholders' registration no.

ข้าพเจ้า.....สัญชาติ.....

I/We..... Nationality.....บัตรประจำตัว

ประชาชนเลขที่

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

ข้าพเจ้าขอยืนยัน เข้าร่วมประชุมและออกเสียงลงคะแนนในการประชุมวิสามัญผู้ถือหุ้นครั้งที่ 1/2564 ในวันที่

21 กรกฎาคม 2564 เวลา 14:00 น. ผ่านสื่ออิเล็กทรอนิกส์ (E-EGM) กรุณาส่ง weblink สำหรับเข้าร่วมประชุมผ่าน

สื่ออิเล็กทรอนิกส์ (E-EGM) ชื่อผู้ใช้(username) และ รหัสผ่าน (password) มายังอีเมล (e-mail) ของข้าพเจ้า ดังนี้

อีเมล _____

ข้าพเจ้า.....

I/We

☐ ผู้ถือหุ้น / Shareholder

☐ ผู้รับมอบฉันทะ / Proxy holder

ลงชื่อผู้เข้าประชุม
Sign.....Meeting Attendant
(.....)

หมายเหตุสำคัญ : โปรดดำเนินการจัดส่งแบบฟอร์ม ลงทะเบียนสำหรับการประชุมผ่านสื่ออิเล็กทรอนิกส์ (E-EGM) ฉบับนี้ ที่กรอกเรียบร้อยแล้ว พร้อมแนบเอกสารหลักฐานยืนยันตัวตน เพื่อใช้ในการตรวจสอบสิทธิในการเข้าร่วมประชุม (E-EGM) ให้แก่บริษัท ภายในวันที่ 15 กรกฎาคม 2564 ผ่านช่องทางต่อไปนี้

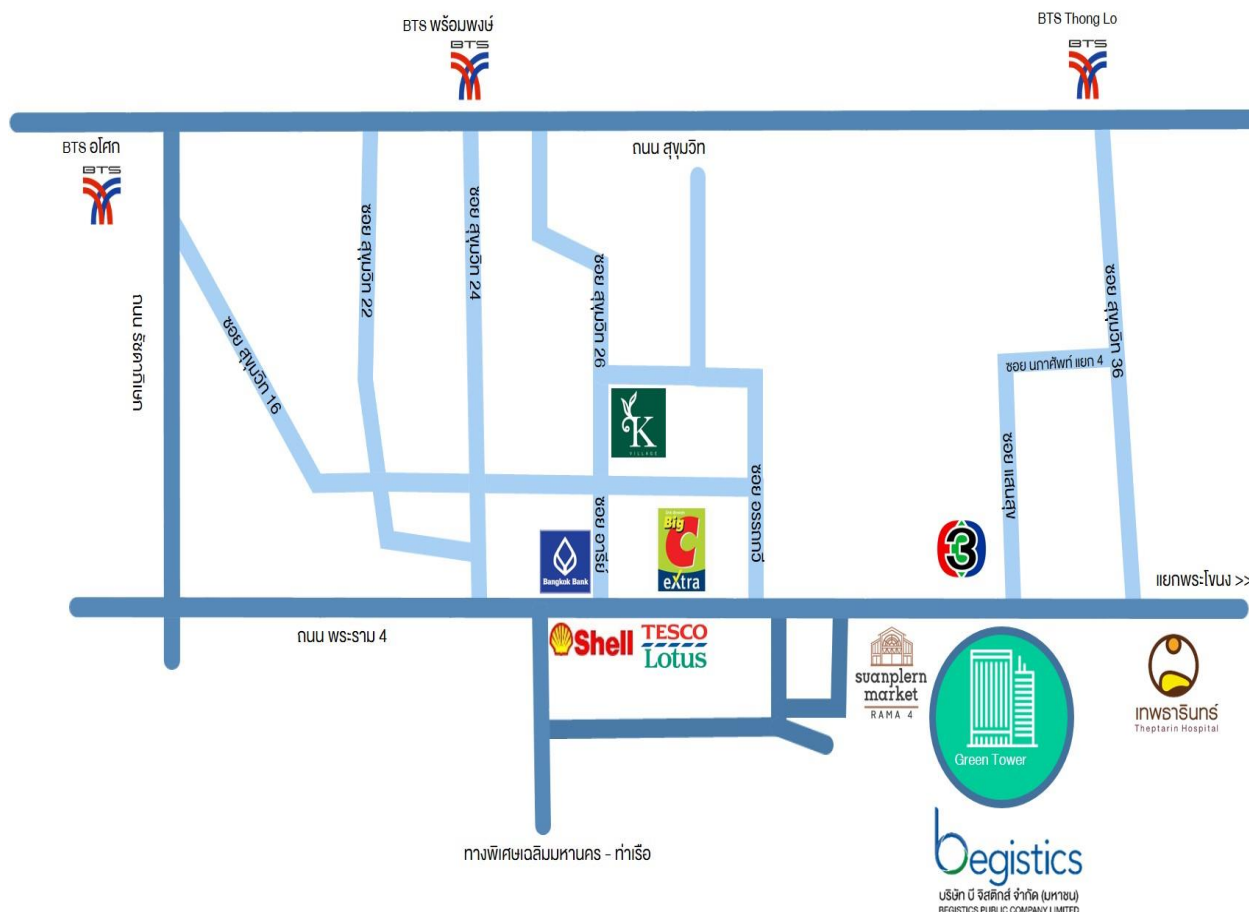
- ช่องทาง e-mail: ir_investment@begistics.co.th หรือ
- ช่องทางไปรษณีย์: สำนักประธานเจ้าหน้าที่บริหาร บริษัท บี จิสติกส์ จำกัด (มหาชน) 3656/64 อาคารกรีนทาวเวอร์ ชั้น 19 ยูนิต K ถนนพระราม 4 แขวงคลองตัน เขตคลองเตย กรุงเทพฯ 10110

Note : Please submit the Registration Form for the Electronic Meeting (E-EGM) with identity documents for verifying the right to attend the meeting within July 15, 2021 via the following channels;

- E-mail : ir_investment@begistics.co.th
- By mail : Chief Executive Officer's Begistics Public Company Limited. No.3656/64 Green Tower Building, 19th Floor, Unit K, Rama 4 Road, Klong ton, Klong toey, Bangkok 10110

แผนที่สถานที่การถ่ายทอดสดการจัดประชุมวิสามัญผู้ถือหุ้นครั้งที่ 1/2564 ผ่านสื่ออิเล็กทรอนิกส์

Map of Meeting Venue and Conference Broadcasting Location for EGM No.1/2021



สถานที่: ณ ห้องประชุมสำนักงาน บริษัท บี จิสติกส์ จำกัด (มหาชน)

Location: The Meeting Room BEGISTICS PUBLIC COMPANY LIMITED

ที่ตั้ง: เลขที่ 3656/64 ชั้น 19 อาคารกรีนทาวเวอร์ ถนนพระราม 4 แขวงคลองตัน
เขตคลองเตย กรุงเทพมหานคร 10110

Address: No. 3656/64 Green Tower Building, 19th Floor, Unit K, Rama 4 Road,
Klongton, Klongtoey, Bangkok 10110,

โทรศัพท์: (66) 02 367-3570-6 EXT.113

โทรสาร: (66) 02 367-3577

Website: <https://www.begistics.co.tharmyclubthai.com>

Phone number: (66) 02 367-3570-6 EXT.113

Fax: (66) 02 367-3577

รถประจำทาง: 149 45 46

Bus: 149 45 46