



BEGISTICS PUBLIC COMPANY LIMITED

(Electronic Meeting)

Invitation Letter to the Annual General Meeting of Shareholders 2022

Tuesday 26 April, 2022

At 14:00 hours.

At the Meeting Room BEGISTICS PUBLIC COMPANY LIMITED

52 Thaniya Plaza Building 28th Floor,

Silom Road, Suriyawongse, Bangrak, Bangkok 10500

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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Register No. 0107545000357

B-HO No. 021/2022

March 10th, 2022

Subject: Invitation to the Annual General Meeting of Shareholders for the Year 2022
(Electronic Meeting)

To: Shareholders Begistics Public Company Limited's

- Enclosures:
1. Minutes of the Extraordinary General Meeting of Shareholders No.1/2022.
 2. Annual Report 2021 (56-1 One Report) (Statement of Financial Position and Profit and Loss Statements for the Fiscal Year ended December 31, 2021) in QR Code format.
 3. Brief history and related information of personnel to be nominated as Board of Directors.
 4. Definition and information of the independent directors to present as proxy
 5. Condition, Criteria, Participatory Practices and Articles of Association relating to shareholders meeting.
 6. Proxy Forms A, B and C.
 7. The procedure for submitting questions about the shareholders' meeting
 8. Procedures for attending Annual General Meeting of Shareholders for the Year 2022.
 9. Registration form for electronic meeting. (E-AGM 2022)
 10. Map of the Meeting Venue and conference broadcasting location

The Board of Directors' Meeting of Begistics Public Company Limited ("Company") No. 3/2022 held on February 25th, 2022 passed a resolution to hold the Annual General Meeting of Shareholders for the year 2022 on April 26th, 2022 at 2.00 p.m. at 52 Thaniya Plaza Building 28th Floor, Silom Road, Suriyawongse, Bangrak, Bangkok 10500, The meeting agendas items are as follows:

Agenda 1: To certify the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2022 on February 7, 2022.

Facts and Rationale: The Company prepared the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2022 held on February 7th, 2022 and board of directors approved the Extraordinary General Meeting of Shareholders No.1/2022, a copy of the report was sent to the shareholders to certify (Attachment No. 1).

The Board of Directors' Opinion: The Board of Directors' considered and deemed it appropriate to propose to the Annual General Meeting of Shareholders for the year 2022 to consider the approval of the Minutes of the Extraordinary General Meeting of Shareholders No.1/2022 which was held on February 7th, 2022

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

Agenda 2: To acknowledge the report of the Board of Directors on the Company's operating results for the year 2021.

Facts and Rationale: The Company summarized the performance and major changes that occurred in the year 2021. These appeared in the Annual Report for the year 2021 (56-1 One Report) details are shown in (Attachment No. 2).

The Board of Directors' Opinion: The Board of Directors' Meeting No. 3/2022, held on February 25th, 2022, considered and deemed it appropriate to propose to the Annual General Meeting of Shareholders for the year 2022 to acknowledge the Board's report on the Company's performance for the year 2021.

Number of Votes for Resolution: Casting vote is not required because this agenda item is for acknowledgment only.

Agenda 3: To consider and approve the Company's Statement of Financial Position and Income Statement for the fiscal year ended 31 December 2021.

Facts and Rationale: According to the Public Limited Company Act 2535 B.E. (1992), Section 112 and the Company's Articles of Association, clauses 55 and 56, require the Company to prepare a balance sheet and a Profit and Loss Statement to be proposed to the Annual General Meeting of Shareholders for approval whereas company provided balance sheet and a Profit and Loss Statement for 2021 account ended December 31, 2021. Company auditors inspected and Audit Committee and Board of Directors considered and found that it is accurate and adequate as required by General accepted accounting principles. Therefore, it is proposed to the Shareholder meeting to approve balance sheet and Profit and Loss Statement for 2021 account ended December 31, 2021 (Attachment No. 2).

The Audit Committee's Opinion: The Audit Committee Meeting No. 2/2022 held on February 25th, 2022 reviewed the Statement of Financial position and the Profit and Loss Statement for the fiscal year ended December 31, 2021, the financial statements have been audited by Mr. Chaiyuth Angsuwithaya, Certified Public Accountant No. 3885, the auditor of the company which is under A.M.T Associates. The auditor's report shows opinion unconditionally and without emphasis and can be summarized as follows:

Unit: Million Baht

List	Separated Financial Statement		
	2021	2020	increase (decrease)
Total Assets	1,174.57	942.82	231.75
Total Liabilities	93.21	308.08	(214.87)
Total Revenue	308.86	348.51	(39.65)
Profit (Loss) Net	82.70	(43.95)	126.65
Profit (Loss) per share	0.061	(0.033)	0.094

Unit: Million Baht

รายการ	Consolidated financial statement		
	2021	2020	increase (decrease)
Total Assets	1,353.22	736.72	616.50
Total Liabilities	178.17	312.14	(133.97)
Total Revenue	360.89	349.54	11.35
Profit (Loss) Net	129.39	(57.09)	186.48
Profit (Loss) per share	0.096	(0.043)	0.139

The Board of Directors' Opinion: The Board of Directors' Meeting No. 3/2022 held on February 25th, 2022 considered the Statement of Financial position agreed with the Audit Committee's opinion. The Board of Director's Meeting resolved to propose to the shareholders of Annual General Meeting for the year 2022 to consider the approval of the Statement of Financial position and the Company for the fiscal year ended December 31, 2021. They were audited and approved by the Company's auditors.

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

Agenda 4: To consider and approve the omission of the allocation of net profits for legal reserve and the omission of dividend payments Year 2021.

Facts and Rationale: The Company has a policy to pay dividends to shareholders at approximately 30% of its net profit. In addition, the Public Limited Companies Act 2535 B.E. (1992), Section 115 and Section 116, and the Articles of Association of the Company No. 48 and 51 (as amended prohibit a company to declare dividend payment unless approved by the resolution of the Shareholders' Meeting. A company is required to set aside a portion of no less than 5% of its annual net profit for a reserve fund by deducting annual net profit with the accumulated deficit brought forward (if any) until the Company has a reserve fund of no less than 10% of the registered capital.

Past dividend payment information

Details	2018	2019	2020	2021
Dividend payment (Baht: shares)	-	-	-	-
1. Annual dividends	No payment	No payment	No payment	No payment
Dividend to net profit ratio	-	-	-	-

Note: The Company still has accumulated loss, therefore refrain from paying dividends.

The Board of Directors' Opinion: The Board of Directors' Meeting No. 3/2022, held on February 25th, 2022, resolved to propose to the Annual General Meeting of Shareholders for the year 2022 to consider and approve the refrain of the dividend payment for the performance in 2021 and the refrain of legal reserves according to the Company still has accumulated loss and the Company need working capital to use in the business.

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

Agenda 5: To consider and approve the election of directors to replace those retiring by rotation for the year 2022.

Facts and Rationale: The Public Limited Company Act 2535 B.E. (1992), Section 71 and Article 18 of the Company's Articles of Association stipulated that at each Annual General Meeting, at least one-third (1/3) of the directors must retire by rotation. If the number of directors cannot be divided into three whole parts, the number nearest to one-third (1/3) must be used. In the first and second year after the registration of the Company, directors who retire by rotation will be chosen by random draw. In the years following that, the directors who have filled the position the longest will retire by rotation. Directors who have retired by rotation may be reelected. The Board of Directors has considered that the person nominated to be an independent director will be able to express opinions independently and in accordance with the relevant rules.

Directors who complete the terms of office for the year 2022 are as follows:

1. Pol.Maj.Gen. Prapass Piyamomgkol, Independent Director, Vice Chairman No.2 and Chairman of the Audit Committee.
2. Mr. Pairoj Waiwanijchakij, Director, Executive Director and Risk Management Committee.

For the 2022 Annual General Meeting of Shareholders, the Company gave the shareholders the opportunity to propose a list of suitable persons to be selected as the directors of the company in advance from October 11th, 2021 – December 31th, 2021, in which no shareholder proposed any name of directors for selection.

Opinion of the Nomination and Remuneration Committee: The Nomination and Remuneration Committee Meeting No. 1/2022 on Monday 21 February 2022, which has been assigned by the Board of Directors excluding the directors who have interests in this agenda considered the suitability of the person who deserves to be elected as the Company's director based on their knowledge, ability, working experience and qualifications under the Public Company Act B.E. 2535 of the directors who have retired by rotation, therefore, it was resolved that the Board of Directors should propose to the Annual General Meeting of Shareholders for the year 2022 to consider and approve the re-election of directors who retired by rotation to serve as directors for another term. In this regard, the Board of Directors has considered that the person nominated to be an independent director will be able to express opinions independently and in accordance with the relevant rules. The profiles of each Directors are shown in attachment (Attachment No. 3).

1. Appointed Pol.Maj.Gen. Prapass Piyamomgkol, Director who must resign by rotation to be Director for another term.

2. Appointed Mr. Pairoj Waiwanijchakij, Director who must resign by rotation to be Director for another term.

The Board of Directors' Opinion: The Board of Directors Meeting No. 3/2022 on Friday, February 25, 2022, excluding directors who are interested in this agenda considered and resolved to approve according to the opinion of the Nomination and Remuneration Committee. Therefore, it is appropriate to propose to the Annual General Meeting of Shareholders for the year 2022 to consider and approve the re-election of directors who retired by rotation to serve as directors for another term, as well as to hold other positions as before, has considered that the person nominated to be an independent director will be able to express opinions independently and in accordance with the relevant rules as follows:

1. Pol.Maj.Gen. Prapass Piyamomkol, Independent Director, Vice Chairman No.2 and Chairman of the Audit Committee.
2. Mr. Pairoj Waiwanijchakij, Director, Executive Director and Risk Management Committee.

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

Agenda 6 To consider and approve the determination of directors' remuneration for the year 2022.

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

Opinion of the Nomination and Remuneration Committee: The meeting of the Nomination and Remuneration Committee held No. 1/2022 on February 21th, 2022 has considered the remuneration of the directors by taking into account the appropriateness and duties and responsibilities of directors, linking of remuneration and the Company's overall performance, as well as considering the company's performance in the past year Directors' remuneration for the year 2022 (from January 1st, 2022 to 31th, December 2022,) is suitable compensation and agree to propose to board in in the amount of not exceeding 3,000,000 Baht (Three Million Baht only) which is the same rate as in 2021 as details follow;

Directors' remuneration policy for 2021

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

In this regard, the directors who hold more than one position shall receive only the highest monthly remuneration and the Board of Directors does not receive any compensation other than those mentioned above. However, in order to support the directors to perform their duties with full efficiency. The company has prepared Directors and Officers Liability Insurance, Health Insurance and Life Insurance Policy. The Company would be responsible for training and seminar expenses as defined payment in the policy of the related company.

Opinion of the Board of Directors: The meeting of the Board of Directors No. 3/2022 on February 25th, 2022, has concurred with the recommendation of the Nomination and Remuneration Committee, and deemed it appropriate to propose to the 2022 AGM to consider and approve the determination of the remuneration of the directors for the year 2022 not exceeding 3 MB as above detailed.

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

Agenda 7 To consider and approve the appointment of auditors and the determination of the audit fee for the year 2022.

Fact and Rationale : According to Sections 120 and 121 of the Public Limited Companies Act B.E. 2535 (1992) and Article 40 of the Company's Articles of Association, the Annual General Meeting of 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.

Opinion of the Audit Committee: The meeting of the Audit Committee's No. 2/2022 held on February 25th, 2022, has selected qualifications of the auditors from A.M.T Associates based on their performance, their opinions to the Board of Directors to propose to appoint any one of the auditors to be the 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 |

Any one of auditors as per above mentioned names 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 3,070,000 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 whom 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 2022. The list of proposed auditors should not have any relationship or interest with the company, management, major shareholders or related persons of such person.

Opinion of the Board of Directors: The meeting of the Board of Directors No. 3/2022 held on February 25th, 2022, has resolved with the recommendation of the Audit Committee, and deemed it appropriate to propose to the 2022 AGM to consider and approve the appointment of the auditors and the determination of the remuneration of the auditors for the year 2022 as below details.

Unit: Baht

Audit fee	2022 (Proposed year)	2021	2020
Annual audit fee for the consolidated financial statements and the quarterly review fee for the consolidated financial statements	1,610,000	1,610,000	1,680,000

(The actual audit fee for the company of the year 2021, excluding other expenses which actually withdrawn in the amount of 66,760 baht)

The fee of subsidiaries and associates, quarterly, in the amount of approximately 1,460,000 Baht, excluding other non-audit fees, with the following details:

Unit: Baht

Audit Fee	2022 (Proposed year)	2021	2020
Audit fees and quarterly review fees of subsidiaries and associated companies	1,460,000	1,460,000	425,000
Number of subsidiaries	4	4	1
Number of associates	2	2	2

(The audit fee for the year 2022 of the subsidiary company may change, according to the actual workload during the year)

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

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

Facts and Rationale: This agenda is defined for shareholders to ask questions, and/ or suggestion to the Board of Directors (if any) and / or to have the Board of Directors to reply shareholder questions. There will not be any other proposals to the meeting for consideration and approval and any vote on this agenda.

In this regard, the company has defined eligible shareholders list to attend the Annual General Meeting of Shareholders for the year 2022 on March 25th, 2022.

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 April 22nd, 2022 by following channels;

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

Begistics Public Company Limited
52 Thaniya Plaza Building 28th Floor, Silom Road,
Suriyawongse, Bangrak, Bangkok 10500, Thailand.

After the Company has examined the names of shareholders as of the date of determining the names of persons entitled to attend the Annual General Meeting of Shareholders for the year 2022 (Record Date) on March 25th, 2022, OJ International Co., Ltd., which is a provider of meeting control systems will send username and password to shareholders via email for accessing the Annual General Meeting of Shareholders for the year 2022 program via electronic media (E-AGM).

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 April 22^{4_ISIN Code 2 + CFI CODE warrant}, 2022 by sending to:

Company Secretary
Begistics Public Company Limited
52 Thaniya Plaza Building 28th Floor, Silom Road,
Suriyawongse, Bangrak, Bangkok 10500, 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 by mail at Begistics Public Company Limited, 52 Thaniya Plaza Building 28th Floor, Silom Road, Suriyawongse, Bangrak, Bangkok 10500.

Please be informed accordingly. We would like to invite all shareholders to attend the Annual General Meeting of Shareholders for the year 2022 via electronic media at the date and time as indicated above.



Yours faithfully,

Lieutenant General 

(Somkid Boonthanom)

Chairman of the Board

Begistics Public Company Limited

Note: Shareholders are able to view the Notice of The Annual General Meeting of Shareholders for the year 2022 and the supporting documents on the company's website from March 15th, 2022 at <https://www.begistics.co.th/agm-egm /Title Investor Relation/ AGM / EGM / AGM 2022> and can submit questions regarding the agenda in advance, according to the procedure for submitting questions about the shareholders' meeting. (Appeared in the Enclosure 7).

Minutes of the Extraordinary General Meeting of Shareholders No. 1/2022

Begistics Public Company Limited

Begistics Public Company Limited (“Company”) arranged the Extraordinary General Meeting of Shareholders No. 1/2022 through electronics media (E-EGM) dated February 7, 2022, at 2:00 p.m. and broadcast live through the company meeting room, office no. 52 Thaniya Plaza Building 28th Floor, Silom Road, Suriyawongse, Bangrak, Bangkok 10500, 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, Executive Director and Chairman of the Nomination and Remuneration Committee. |
| 3. | Pol.Mal.Gen. Prapass | Piyamongkol | Independent Director, 2 nd Vice Chairman and Chairman of the Audit Committee. (conference via electronic channels) |
| 4. | Mr. Panya | Boonyapiwat | Director, Chairman of the Executive Committee, Chairman of the Risk Management 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. |
| 7. | Mr. Pairoj | Waiwanijchakij | Director, Executive Director and Risk Management Committee. (conference via electronic channels) |
| 8. | Mr. Jakkarat | Lertopas | Independent Director. (conference via electronic channels) |

Managements who attended the meeting

- | | | | |
|----|---------------|--------------|---|
| 1. | Miss Peeraya | Pothiprasart | Chief Financial Officer
(conference via electronic channels) |
| 2. | Mr. Attapol | Sanont | Vice President – Accounting and Finance
(conference via electronic channels) |
| 3. | Mrs. Yuppadee | Koopedngarm | Chief Services Officer and Company Secretary |
| 4. | Mr. Chainarin | Sairungsi | Company advisor
(conference via electronic channels) |

Auditor

- | | | | |
|----|--------------|--------------|---|
| 1. | Mr. Chaiyuth | Angsuwithaya | Certified Public Accountant from A.M.T Associates
(conference via electronic channels) |
|----|--------------|--------------|---|

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. Phuwanart | Na Songkhla | (conference via electronic channels) |
|----|---------------|-------------|--------------------------------------|

There are 8 directors in company, all of them attended the meeting is calculated as 100% of attendants.

Meeting started at 2 pm

Pol.LtGen. Somkid Boonthanom, Chairman of the Board of Directors and acting as the meeting chairman, addressed the meeting at 2 pm. by delegating Mrs. Yupadee Koopetngarm to act as the meeting moderator. The moderator informed the meeting that the Company had convened an Extraordinary General Meeting of Shareholders No. 1/2022 on Friday, January 21, 2022 at 2 pm. at the office number 3656/64, 19th Floor, Green Tower Building, Rama IV Road, Khlong Tan Subdistrict, Khlong Toei District, Bangkok, 10110, it turns out that one hour past the meeting time, 36 shareholders and proxies attended the meeting, representing a total of 417,311,644 shares (four hundred and seventeen million, three hundred eleven and sixty hundred and forty four shares), representing 19.7361 percent of the total number of shares sold by the company, which does not constitute a quorum under the Public Company Act B.E. 2535, Section 103, and the Company's Articles of Association. At the shareholders' meeting, there must be no less than 25 shareholders and proxies, or not less than half of the total number of shareholders, and the number of shares must aggregate not less than one-third of the total issued shares of the company in order to constitute a quorum. There must be shareholders holding a total of not less than 704,819,388 shares (seven hundred four million, eight hundred and nineteen thousand and three hundred eighty-eight shares) of the total number of shares of the company, 2,114,458,162 shares (two thousand one hundred fourteen million, four hundred fifty-eight thousand one hundred sixty-two shares). Therefore, the company had to postpone the Extraordinary General Meeting of Shareholders on January 21, 2022.

As mentioned above, the company is unable to conduct the Extraordinary General Meeting of Shareholders on January 21, 2022, in this case in accordance with Section 103, Paragraph Two of the Public Company Act B.E. 2535, which stipulates that "in the event that it appears that any shareholders' meeting, at the time of the appointment, reaches an hour, the number of shareholders who attend the meeting does not complete the meeting as defined in paragraph one." If the shareholders' meeting is called because the shareholders requested it under Section 100, the meeting is suspended. If the shareholders' meeting is not a meeting request because the shareholders requested under Section 100 to reschedule the meeting, the meeting letter will be sent to shareholders at least seven days before the meeting date. In this latter meeting, it is not mandatory that the quorum must be completed.

For the Extraordinary General Meeting of Shareholders No. 1/2022 via electronic media on February 7, 2022, live broadcast from office no. 52 Thaniya Plaza Building 28th Floor, Silom Road, Suriyawongse, Bangrak, Bangkok 10500, Thailand, at 2 pm. was conducted, with 27 shareholders who attends the meeting by themselves and proxies whose held the total shares 415,952,011 shares as calculated as 19.6718 % of total shares which were purchased from company total shares 2,114,458,162 shares which constitutes a quorum as stipulated 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 being, 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.

The meeting moderator gave shareholders an opportunity to inquire about the voting criteria. The Company will publish the resolutions of the Extraordinary General Meeting of Shareholders No. 1/2022 and specify the votes for each item on the agenda via electronic channels of the Stock Exchange of Thailand (Setlink) within the date of the shareholders' meeting or at the latest by 9 a.m. on the next business day and will publish the minutes of the

Extraordinary General Meeting of Shareholders No. 1/2022 via the 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. 1/2021 held on July 21, 2021

Chairman delegated to Mrs. Yuppadee Koopetngarm, Company Secretary to report to the Meeting. She reported to meeting that Company prepared the copied of minutes of Extraordinary General Meeting of Shareholders No. 1/2021 dated July 21, 2021 and submitted such minutes to shareholder to certify.

Besides, the Board of Directors Meeting No. 17/2021 dated December 13, 2021 considered it appropriate to present to the Extraordinary General Meeting of Shareholder No.1/2022 to certify the minutes of the Extraordinary General Meeting of Shareholders No. 1/2021

Prior to the resolution taking place, the moderator gave the shareholders an opportunity to ask questions and express their opinions. When it appeared, there were no further questions from the shareholders, the moderator proposed the meeting to be considered and voted on this agenda. This agenda must be approved by the shareholders' meeting with a majority vote of the shareholders who attend the meeting and have the right to vote for this agenda. There were 27 shareholders attending the meeting, both in person and by proxy, representing a total of 415,952,011 shares, representing 19.6718% of the total shares that have been sold, 2,114,458,162 shares.

Meeting Resolution

The Extraordinary General Meeting of Shareholders No. 1/2022 considered and approved with majority votes certified the minutes of Extraordinary General Meeting of Shareholders No. 1/2021 dated July 21, 2021 according to every detailed above with the following vote counting.

Agreed	415,952,009	Votes as calculated as %	99.99999952
Disagreed	0	Votes as calculated as %	0.00000000
Abstention	2	Votes as calculated as %	0.00000048
Voided Ballot	0	Votes as calculated as %	0.00000000

Before starting the second agenda, Mrs. Yuppadee Koopetngarm informed that because agenda 2 to agenda 7 are related agenda, therefore, in considering and approving matters under agenda 2 to agenda 7 will be considered as mutual conditions. If the matters in any agendas are not approved, other considered matters which has been

approved will be cancelled and there will be no further consideration in other agendas. It will be deemed that the consideration of approval on various matters as detailed in agenda 2 to agenda 7 has not been approved by the shareholders' meeting.

Agenda 2 To consider and approve the reduction of the registered capital of the company for 87,468,005.60 baht from the original registered capital of 1,743,078,525.64 baht to the registered capital of 1,655,610,520.04 baht by eliminating 128,629,420 unissued ordinary shares which are remaining from the exercise of the conversion rights of the warrants to purchase the Company's common shares (B-W4) with a par value of 0.68 baht (sixty-eight satang).

Chairman delegated to Mrs. Yuppadee Koopetngarm, Company Secretary to report to the Meeting. She reported to meeting that 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, to support the allocation of new ordinary shares (Right Offering) to the existing shareholders of the Company and support the issuance and offering of warrants to purchase ordinary shares of the Company No. 7 (B-W7) to the existing shareholders in proportion to their subscribed shareholding and paid additional subscription for ordinary shares. The company have to reduce the registered capital of amount 87,468,005.60 baht by cutting off 128,629,420 unissued ordinary shares with a par value of 0.68 baht per share, which are newly issued ordinary shares issued to support the exercise of warrants to purchase the Company's newly issued ordinary shares. No. 4 (B-W4) of 128,629,420 shares, which has ceased from being a listed securities since July 2, 2021

The Board of Directors Meeting No. 17/2021 on December 13, 2021 has considered it appropriate to propose to the Extraordinary General Meeting of Shareholders No. 1/2022 to approve the reduction of the registered capital of the company from 1,743,078,525.64 Baht to 1,655,610,520.04 Baht as above details.

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 of not less than three-fourths of the total number of votes of the shareholders who attend the meeting and eligible for voting. For this agenda, there were total 27 shareholders who attended the meeting both by themselves and by proxies as calculated as

415,952,011 shares or 19.6718 % of total shares which has been total sold of 2,114,458,162 shares, which complete quorum is obtained as defined in the Company's Articles of Association.

Meeting Resolution

The Extraordinary General Meeting of Shareholders No. 1/2022 considered and approved a resolution with a majority vote of not less than three-fourths of the total number of shares held by the shareholders attending the meeting and having the right to vote approved to reduce the registered capital of the company in the amount of 87,468,005.60 baht from the original registered capital of 1,743,078,525.64 baht to 1,655,610,520.04 baht by eliminating 128,629,420 unissued ordinary shares with a par value of 0.68 baht, which is the remaining shares after the 4th exercise of the warrants to purchase the Company's ordinary shares (B-W4) according to the details proposed above in all respects as to every detailed above with the following votes counting:

Agreed	415,952,009	Votes as calculated as %	99.99999952
Disagreed	0	Votes as calculated as %	0.00000000
Abstention	2	Votes as calculated as %	0.00000048
Voided Ballot	0	Votes as calculated as %	0.00000000

Agenda 3 To consider and approve the amendment of Clause 4 of the Company's Memorandum of Association to be consistent with the capital reduction.

Chairman delegated to Mrs. Yuppadee Koopetngarm, Company Secretary to report to the Meeting. She reported to meeting that to comply with the reduction in the Company's registered capital as shown in Agenda 2, the Company has to amend Clause no. 4 of the Company's Memorandum of Association by using the following information instead.

"No. 4.	Registered Capital	1,655,610,520.04	Baht	(One billion six hundred fifty-five million six hundred ten thousand, five hundred twenty baht zero four satang)
	Consists of	2,434,721,353	Shares	(Two billion four hundred and thirty-four million, seven hundred and twenty-one thousand, three hundred and fifty-three)
	Par value of	0.68	Baht	(Sixty-eight)
	Divided into			
	Ordinary Shares	2,434,721,353	Shares	(Two billion four hundred and thirty-four million, seven hundred and twenty-one thousand, three hundred and fifty-three)
	Preferred Shares	-	Shares	(Shares-)

By authorize the Board of Directors or the person assigned by the Board of Directors has the authority to sign any request or documents related to the registration of amendments to the Company's Memorandum of Association and filing for registration of amendments to the Company's Memorandum of Association with the Department of Business Development Ministry of Commerce and have the power to amend or change the request or the text in such documents as well as having the power to take any action as necessary and in connection with such action as it deems appropriate to comply with the law regulations and interpretation of relevant government agencies including in accordance with the advice or order of the Registrar or officer.

The Board of Directors' Meeting No. 17/2021, held on December 13, 2021, considered it appropriate to propose to the Extraordinary General Meeting of Shareholders No. 1/2022 to approve the amendment of Clause 4 of the Memorandum of Association to be in line with the reduction of the Company's registered capital, including the delegation of powers as proposed above.

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 of not less than three-fourths of the total number of votes of the shareholders who attend the meeting and eligible for voting. For this agenda, there were total 27 shareholders who attended the meeting both by themselves and by proxies as calculated as 415,952,011 shares or 19.6718 % of total shares which has been total sold of 2,114,458,162 shares, which complete quorum is obtained as defined in the Company's Articles of Association.

Meeting Resolution

The Extraordinary General Meeting of Shareholders No. 1/2022 considered and approved with a vote of not less than three-fourths of the total number of votes of the shareholders who attend the meeting and majority for voting approved the amendment of Clause 4 of the Company's Memorandum of Association to be consistent with the capital reduction and the authorization as offered above in all respects as to every detailed above with the following vote counting.

Agreed	415,952,009	Votes as calculated as %	99.99999952
Disagreed	0	Votes as calculated as %	0.00000000
Abstention	2	Votes as calculated as %	0.00000048
Voided Ballot	0	Votes as calculated as %	0.00000000

Agenda 4 To consider and approve the increase of the Company registered capital for 1,437,831,550.16 baht from 1,655,610,520.04 baht to 3,093,442,070.20 baht by issuing 2,114,458,162 newly issued ordinary shares with a par value of 0.68 baht (sixty-eight satang) for offering to the existing shareholders in proportion to their shareholding (Right Offering) in the amount of not more than 1,409,638,775 shares and to support the exercise of the warrants to be allocated to the Company's shares subscribed and assigned to the newly issued ordinary shares issued and offered to the existing shareholders in proportion to their shareholding not exceeding 704,819,387 shares.

Chairman delegated to Mrs. Yuppadee Koopetngarm, Company Secretary to report to the Meeting. She reported to meeting that according to the Company plans to expand more investments in the company's main business, i.e., buying more trucks and build more warehouses of the company to support customers and growing demand. In addition, the Company has plans to invest in Green Logistics projects such as transportation technology and development projects, Projects to improve transportation vehicles that will increase efficiency and to be environmentally friendly, including study and develop Warehouse Automation projects, etc. Furthermore, the company has plans to invest in Green Utilities projects such as water and electrical power development projects to increase carbon credit. Therefore, the company intends to increase the registered capital of the company 1,437,831,550.16 baht from the original registered capital 1,655,610,520.04 baht to new registered capital 3,093,442,070.20 baht by issuing new ordinary shares 2,114,458,162 shares with a par value of 0.68 baht (sixty-eight satang). The details are as follows;

- (1) To reserve the issuance and offering of newly issued ordinary shares to the existing shareholders of the Company in proportion to their shareholding (Right Offering) amount to 1,409,638,775 shares.
- (2) To reserve the issuance of warrants to purchase ordinary shares of the Company No. 7 (B-W7) which will be allocated to the existing shareholders who have subscribed and allocated newly issued ordinary shares amount 704,819,387 shares issued and offered to existing shareholders in proportion to their respective shareholdings.

The Board of Directors Meeting No. 17/2021 convened on December 13, 2021 has considered it appropriate to propose to the Extraordinary General Meeting of Shareholders No. 1/2022 to approve the increase of the Company registered capital for 1,437,831,550.16 baht from 1,655,610,520.04 baht to 3,093,442,070.20 baht as above details.

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 of not less than three-fourths of the total number of votes of the shareholders who attend the meeting and eligible for voting. For this agenda, there were total 27 shareholders who attended the meeting both by themselves and by proxies as calculated as 415,952,011 shares or 19.6718 % of total shares which has been total sold of 2,114,458,162 shares, which complete quorum is obtained as defined in the Company's Articles of Association

Meeting Resolution

The Extraordinary General Meeting of Shareholders No. 1/2022 considered and approved with a vote of not less than three-fourths of the total number of votes of the shareholders who attend the meeting and majority for voting approved the increase of the Company registered capital for 1,437,831,550.16 baht from 1,655,610,520.04 baht to 3,093,442,070.20 baht as offered above in all respects as to every detailed above with the following vote counting.

Agreed	415,952,009	Votes as calculated as %	99.99999952
Disagreed	0	Votes as calculated as %	0.00000000
Abstention	2	Votes as calculated as %	0.00000048
Voided Ballot	0	Votes as calculated as %	0.00000000

Agenda 5 To consider and approve the amendment of Clause 4 of the Company's Memorandum of Association to be consistent with the capital increase.

Chairman delegated to Mrs. Yuppadee Koopetngarm, Company Secretary to report to the Meeting. She reported to meeting to acknowledge that to comply with the capital increase of the Company 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	3,093,442,070.20	Baht	(Three billion, ninety-three million, four hundred forty-two thousand- and seventy-baht twenty satang)
	Consists of	4,549,179,515	Shares	(Four billion, five hundred forty-nine million, one hundred seventy-nine thousand and five hundred fifteen)
	Par value of	0.68	Baht	(Sixty-eight)
	Divided into			
	Ordinary Shares	4,549,179,515	Shares	(Four billion, five hundred forty-nine million, one hundred seventy-nine thousand and five hundred fifteen)
	Preferred Shares	-	Shares	(Shares-)

By authorize the Board of Directors or the person assigned by the Board of Directors has the authority to sign any request or documents related to the registration of amendments to the Company's Memorandum of Association and filing for registration of amendments to the Company's Memorandum of Association with the Department of Business Development Ministry of Commerce and have the power to amend or change the request or the text in such documents as well as having the power to take any action as necessary and in connection with such action as it deems appropriate to comply with the law regulations and interpretation of relevant government agencies including in accordance with the advice or order of the Registrar or officer.

The Board of Directors' Meeting No. 17/2021, convened on December 13, 2021, considered it appropriate to propose to the Extraordinary General Meeting of Shareholders No. 1/2022 to approve the amendment of Clause 4 of the Memorandum of Association to be in line with the Company's registered capital increase including the delegation of powers as proposed above.

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 of not less than three-fourths of the total number of votes of the shareholders who attend the meeting and eligible for voting. For this agenda, there were total 27 shareholders who attended the meeting both by themselves and by proxies as calculated as 415,952,011 shares or 19.6718 % of total shares which has been total sold of 2,114,458,162 shares, which complete quorum is obtained as defined in the Company's Articles of Association.

Meeting Resolution

The Extraordinary General Meeting of Shareholders No. 1/2022 considered and approved with a vote of not less than three-fourths of the total number of votes of the shareholders who attend the meeting and majority for voting approved the amendment of Clause 4 of the Company's Memorandum of Association to be consistent with the capital increase and the authorization as offered above in all respects as to every detailed above with the following vote counting.

Agreed	415,952,009	Votes as calculated as %	99.99999952
Disagreed	0	Votes as calculated as %	0.00000000
Abstention	2	Votes as calculated as %	0.00000048
Voided Ballot	0	Votes as calculated as %	0.00000000

Agenda 6 To consider and approve the issuance and offering of warrants to purchase ordinary shares of Begistics Public Company Limited No. 7 (B-W7) in an amount not exceeding 704, 819,387 units to be allocated to the Company's shareholders who subscribed and allocated the newly issued ordinary shares issued and offered to the existing shareholders in proportion to their respective shareholdings (Right Offering) in the ratio of 2 newly issued ordinary shares per 1 unit of warrant.

Chairman delegated to Mrs. Yuppadee Koopetngarm, Company Secretary to report to the Meeting. She reported to meeting to acknowledge that as mentioned in Agenda 4 and to reserve the exercise of the warrants, The Company intends to issue and offer warrants (B-W7) to purchase ordinary shares of the Company not more than 704,819,387 units to the existing shareholders whose names appear in the registration book on the date of specifying the names of shareholders who have the right to subscribe for the Company's ordinary shares on December 27, 2021 (Record Date) and have subscribed and paid for the subscription for the newly-issued ordinary shares of the Company in proportion to their shareholding free of charge at the rate of 2 newly-issued ordinary shares per 1 unit of warrants

B-W7 (in case there is a fraction to be discarded), exercise price 0.99 baht per share, period 2 years from the date of issuance and offering for sale of warrants. The preliminary details of this warrant appear in Enclosures 2 and 3 in the invitation letter for the Extraordinary General Meeting of Shareholders No. 1/2022.

The Board of Directors Meeting No. 17/2021 convened on December 13, 2021 has considered it appropriate to propose to the Extraordinary General Meeting of Shareholders No. 1/2022 to approve the issuance and offering of warrants to purchase ordinary shares of Begistics Public Company Limited No. 7 (B-W7) in an amount not exceeding 704, 819,387 units to be allocated to the Company's shareholders who subscribed and allocated the newly issued ordinary shares issued and offered to the existing shareholders in proportion to their respective shareholdings (Right Offering) in the ratio of 2 newly issued ordinary shares per 1 unit of warrant.

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 of not less than three-fourths of the total number of votes of the shareholders who attend the meeting and eligible for voting. For this agenda, there were total 27 shareholders who attended the meeting both by themselves and by proxies as calculated as 415,952,011 shares or 19.6718 % of total shares which has been total sold of 2,114,458,162 shares, which complete quorum is obtained as defined in the Company's Articles of Association.

Meeting Resolution

The Extraordinary General Meeting of Shareholders No. 1/2022 considered and approved with a vote of not less than three-fourths of the total number of votes of the shareholders who attend the meeting and majority for voting approved the issuance and offering of warrants to purchase ordinary shares of Begistics Public Company Limited No. 7 (B-W7) in an amount not exceeding 704, 819,387 units to be allocated to the Company's shareholders who subscribed and allocated the newly issued ordinary shares issued and offered to the existing shareholders in proportion to their respective shareholdings (Right Offering) in the ratio of 2 newly issued ordinary shares per 1 unit of warrant as offered above in all respects as to every detailed above with the following vote counting.

Agreed	415,952,009	Votes as calculated as %	99.99999952
Disagreed	2	Votes as calculated as %	0.00000048
Abstention	0	Votes as calculated as %	0.00000000
Voided Ballot	0	Votes as calculated as %	0.00000000

Agenda 7 To consider and approve the allocation of new ordinary shares in an amount not By exceeding 2,114,458,162 shares to be offered to the existing shareholders of the Company in proportion to their respective shareholdings (Right Offering) not more than 1,409,638,775 shares, and to support the exercise of B-W7 in an amount of not more than 704,819,387 shares.

Chairman delegated to Mrs. Yuppadee Koopetngarm, Company Secretary to report to the Meeting. She reported to meeting to acknowledge that according to the company's registered capital increased amount 1,437,831,550.16 baht by issuing new ordinary shares 2,114,458,162 shares with a par value of 0.68 baht (sixty-eight satang) per share, therefore the Company have to propose to the shareholders' meeting to consider the allocation of the new ordinary shares as follows;

- (1) The amount does not exceed 1,409,638,775 shares with a par value of 0.68 baht per share to be offered to the existing shareholders of the company in proportion to their respective shareholdings by offering to the existing shareholders of the company whose names appear on the record date as of December 27, 2021 at the ratio of 1.5 existing ordinary shares to 1 newly-issued ordinary share, at the offering price of 0.68 baht (sixty-eight satang) per share, totaling not more than 958,554,366.77 baht (nine hundred fifty-eight million five hundred fifty-four thousand three hundred sixty-six baht seventy-seven satang). In the case of fractions of shares resulting from the calculation, the fraction of that share shall be rounded off.

In this regard, the shareholders may subscribe for the newly issued ordinary shares in excess of the right (Oversubscription) whereby the existing shareholders who oversubscribed will be allocated oversubscribed shares only when there are shares remaining from the allocation to the existing shareholders of the company that have been subscribed according to all the rights in full only. The subscription and payment date for the newly issued ordinary shares will be on 22-25 and 28 February, 2022 (total 5 business days) from 9.00 a.m.– 3.30 p.m. The details are as follows:

- 1.1. In the event that there are unsubscribed newly issued ordinary shares remaining from the proportional subscription of the existing shareholders or unsubscribed shares remaining in any other case, the company shall allocate such shares to the existing shareholders who have subscribed and paid for the ordinary shares in excess of their rights at the same offering price, whereby the Board of Directors and/or Executive Committee and/or Chief Executive Committee and/or Chief Executive Officer shall be authorized to consider the allocation of the remaining unsubscribed shares to the existing shareholders who have subscribed and paid for the ordinary shares in excess of their rights according to the terms and conditions below:

- (a) In the event that the number of ordinary shares oversubscribed by the existing shareholders exceeds the amount of remaining unsubscribed shares, such remaining shares shall be allotted to the existing shareholders who have subscribed for the ordinary shares in excess of their rights in proportion to their current shareholdings. In this regard, such an allocation procedure shall be repeated until there is no share remaining from the allocation as deemed appropriate by the Board of Directors and/or Executive Committee and/or Chief Executive Committee and/or Chief Executive Officer. Within 14 days of the subscription closing date, the Company shall refund the subscription payment for the excess ordinary shares unallocated to the aforementioned existing shareholders, without interest.
- (b) If the number of shares oversubscribed by existing shareholders is less than the number of remaining unsubscribed shares, the remaining shares will be allocated to all existing shareholders who have subscribed for and paid for the excess ordinary shares.
- 1.2. Howbeit, there are unsubscribed ordinary shares remaining from the subscription of the existing shareholders of the company under clause (a) and (b) above. They shall be allotted and offered to specific persons (Private Placement) who propose to buy them by offering them for sale at the market price during the offered period, which will be in accordance with the definition set forth in the announcement of the Capital Market Supervisory Board No. TorJor. 72/2558 (B.E.) regarding the Approval for Listed Companies to Offer Newly Issued Shares to Private Placement dated October 28, 2015 (including any amendments) which the offering price is not less than 90 percent of the market price, whereby the market price shall be calculated from the weighted average trading price of the Company's shares in the Stock Exchange of Thailand for a period of not less than 7 days but not more than 15 consecutive business days prior to the date that the Board of Directors resolves to determine the offering price of such shares and the price is not lower than the offering price of the newly issued ordinary shares to the existing shareholders of the Company at the price of 0.68 baht (sixty-eight satang) per share. However, the offering of the remaining ordinary shares to the private placement is only the offering of the remaining ordinary shares after the allocation to the existing shareholders only. The private placement who subscribes for the remaining shares will not be entitled to the warrant allocation (B-W7).
- 1.3. In the event that the unsubscribed shares remaining from the subscription of the existing shareholders are allotted to specific persons (Private Placement), the company shall be eligible to register the change in the paid-up capital with the Public Company Registrar periodically in line with the payments received from such specific persons.

2. Allocation of newly issued ordinary shares in the amount of not more than 704,819,387 shares with a par value of 0.68 baht to support the exercise of B-W7 warrants offered to the existing shareholders of the company that have subscribed and paid for the subscription for the newly issued ordinary shares of the Company according to the shareholding proportion free of charge, in the ratio of 2 new ordinary shares per 1 unit of warrants B-W7 (in case there is a fraction to be discarded), the exercise price is 0.99 baht per share and the exercise period is 2 years from the date of issuance of the warrants. The Company's exercise of such rights is uncertain due to having to wait for approval from the shareholders' meeting.

Therefore, by authorize to the Board of Directors and/or the Executive Committee and/or the Chairman of the Executive Committee and/or the Chief Executive Officer or a person authorized by the Board of Directors and/or the Executive Committee and/or the Executive Director and/or the Chief Executive Officer has the authority to determine amendments, conditions, and details related to the offering of shares such as the period of subscription, payment methods for the newly issued ordinary shares, etc., including the power to sign any related documents and has the power to perform various actions necessary and appropriate in connection with the offering of capital increase shares, including the power to provide information and submit documentary evidence to the Office of the Securities and Exchange Commission, the Stock Exchange of Thailand, Thailand Securities Depository Co., Ltd., the Ministry of Commerce or other relevant agencies as well as listing the newly issued ordinary shares as listed securities on the Stock Exchange of Thailand. The details are shown in the summary of the preliminary details of the warrants B-W7 (Enclosure No. 2).

The Board of Directors Meeting No. 17/2021 convened on December 13, 2021 has considered it appropriate to propose to the Extraordinary General Meeting of Shareholders No. 1/2022 to approve the capital increase in the amount of not more than 2,114,458,162 shares with a par value of 0.68 baht (sixty-eight satang) to be offered to the existing shareholders of the Company in proportion to their respective shareholdings (Right Offering) not more than 1,409,638,775 shares, and to support the exercise of B-W7 in an amount of not more than 704,819,387 shares.

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 27 shareholders who attended the meeting both by themselves and by proxies as calculated as 415,952,011 shares or 19.6718 % of total shares which has been total sold of 2,114,458,162 shares, which complete quorum is obtained as defined in the Company's Articles of Association.

Meeting Resolution

The Extraordinary General Meeting of Shareholders No. 1/2022 considered and approved, with majority votes approved the allocation of new ordinary shares in an amount not by exceeding 2,114,458,162 shares to be offered to the existing shareholders of the Company in proportion to their respective shareholdings (Right Offering) not more than 1,409,638,775 shares, and to support the exercise of B-W7 in an amount of not more than 704,819,387 shares and if there are still remaining shares from the exercise of the rights to subscribe for the newly issued ordinary shares of the Company's existing shareholders, the Company will offer the remaining shares to specific investors (Private Placement) at the price not less than 90 percent of the market price and not lower than the offering price of the newly issued ordinary shares to the existing shareholders of the Company at 0.68 baht per share (sixty-eight satang) and the authorization as offered above in all respects as to every detailed above with the following vote counting.

Agreed	415,947,009	Votes as calculated as %	99.99879746
Disagreed	2	Votes as calculated as %	0.00000048
Abstention	5,000	Votes as calculated as %	0.00120206
Voided Ballot	0	Votes as calculated as %	0.00000000

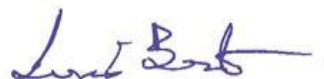
Agenda 8 To consider other matters (if any)

- - None -

As no shareholder raise any questions or express its opinions, Pol.Lt.Gen. Somkid Boontanom as chairman of Board of Directors expressed appreciation and ended the meeting at 3:32 p.m.

Your Respectfully,

Lieutenant General



(Somkid Boontanom)

Chairman



(Mrs. Yuppadee Koopetngarm)

Minute taker

Attachment to Agenda 5

Profiles of the Persons Nominated to be Directors



Pol.Maj.Gen. Prapass Piyamomgkol

Age 63 years old

Address	142 Soi Navathani, Ramindra, Khan-na-yao, Bangkok 10230
Conflict of interest in this meeting	- None -
Number of shares held in the company (as of March 15, 2022)	- None -
Date of first appointment	November 10 th , 2020
Positions	Independent Director, 2 nd Vice Chairman and Chairman of the Audit Committee.
Education	- Bachelor of Laws Program , Ramkhamhaeng University. - Master of Business Administration, National Institute of Development Administration.
Director Training (IOD)	- Director Accreditation Program (DAP) 154/2018 - Advanced Audit Committee Program (AACP) 33/2019
Working Experiences	<p>November 2020 - Present - Independent Director, Vice Chairman No. 2 and Chairman of the Audit Committee. Begistics Public Company Limited.</p> <p>August 2018-2020 - Independent Director and Audit Committee. Dimet (Siam) Public Company Limited.</p>

<p>Working Experiences</p> <p>December 2020 – Present</p> <p>March 2019 - Present</p> <p>2014 - 2017</p>	<p>- Sub-committee for the diagnosis of complaints and problems or disputes. The Election Commission of Thailand</p> <p>- Expertise of Royal Thai Police and the Deputy Commander of the Criminal Records Division, Bangkok.</p> <p>- Deputy Commander of Surin Province. Royal Thai Police.</p>	
<p>Relationship Characteristics of nominated persons qualified as independent directors</p> <p>1. Being close relatives to other executive / major shareholders controlling person / subsidiaries</p> <p>2. Having relationship in any of these characteristics to company / subsidiary company /major shareholder / or controlling person either at present or during the past 4 years</p> <ul style="list-style-type: none"> ● Be an executive director, staff, employee or advisor who receives salary ● Be a professional service provider ● Having material business relationship in such a way that may affect their independence 	<p>- None -</p> <p>- None -</p> <p>- None -</p> <p>- None -</p>	
<p>Forbidden Qualifications</p>	<ul style="list-style-type: none"> ● Never dishonestly committed an offence against property ● Never entered into any transaction which may cause conflict of interest against company during the year 	
<p>Meeting attendance in 2021</p>	<p>Meeting Attendance</p>	<p>2021</p>
	<p>: Board of Director Meeting</p>	<p>17/17</p>
	<p>: Executive Board Committee Meeting</p>	<p>6/6</p>

Attachment to Agenda 5

Profiles of the Persons Nominated to be Directors



Mr. Pairoj Waiwanijchakij

Age 50 years old

Address	58/258 Soi Bang Waek 81, Khlong Khwang Sub-district, Phasi Charoen District, Bangkok 10160
Conflict of interest in this meeting	- None -
Number of shares held in the company (as of March 15, 2022)	- None -
Date of first appointment	September 8 th , 2020
Positions	Director, Executive Director and Risk Management Committee.
Education	<ul style="list-style-type: none"> - Bachelor's Degree : Bachelor of Engineering Electronics and Electrical Communication Kasetsart University - Master's degree : Master of Engineering Electronics and Electrical Communication Kasetsart University - Master's Degree : Master of Business Administration (MBA) in Management Chulalongkorn University
Director Training (IOD)	- Director Accreditation Program (DAP) 2018
Working Experiences	<ul style="list-style-type: none"> September 2020 - Present - Director, Executive Director and Risk Management Committee. Begistics Public Company Limited.

<p>Working Experiences</p> <p>June 2018 – Present</p> <p>July 2017 – Present</p> <p>June 2016 – May 2018</p> <p>February 2016 – May 2016</p>	<p>- Vice Chairman, VWR Asia Co.,Ltd.</p> <p>- Managing Director. KING TELECOM PUBLIC COMPANY LIMITED.</p> <p>- Country Manager STIRIZE TECHNOLOGY COMPANY LIMITED.</p> <p>- General Manager Synergy Energy (Thailand) Ltd.</p>	
<p>Relationship Characteristics of nominated persons qualified as independent directors</p> <p>1. Being close relatives to other executive / major shareholders controlling person / subsidiaries</p> <p>2.Having relationship in any of these characteristics to company / subsidiary company /major shareholder / or controlling person either at present or during the past 4 years</p> <ul style="list-style-type: none"> ● Be an executive director, staff, employee or advisor who receives salary ● Be a professional service provider ● Having material business relationship in such a way that may affect their independence 	<p>- None -</p> <p>- None -</p> <p>- None -</p>	
<p>Forbidden Qualifications</p>	<ul style="list-style-type: none"> ● Never dishonestly committed an offence against property ● Never entered into any transaction which may cause conflict of interest against company during the year 	
<p>Meeting attendance in 2021</p>	<p>Meeting Attendance</p>	<p>2021</p>
	<p>: Board of Director Meeting</p>	<p>17/17</p>
	<p>: Executive Board</p>	<p>12/12</p>
	<p>: Risk Management Committee.</p>	<p>5/5</p>

Definition of Independent Director of Begistics Public Company Limited

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

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

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

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

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

The Company may appoint a person who has a business relation or provides a professional service described in item No.3 or 7 above if the Board carefully considers the business relationship of service provided and concludes that the appointment will not interfere with the exercise of independent judgment in the independent

director's responsibilities. The Company must disclose the following information in the items regarding the appointment of independent directors on the agenda of the shareholders' meeting:

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

Profiles of the Independent Directors appointed as proxy by the Company



Name Mr. Smith Leammanee
 Age 56
 Address 111/1126 Moo 1, Tambon Samet, Amphur Muang Chonburi, Chonburi 20000
 Number of shares held in the Company (as of February 25, 2022) - None -
 Date of first appointment 8 September 2020
 Number of years as a Director 1 year 6 months
 Education
 - Bachelor of Engineering, King Mongkut's Institute of Technology North Bangkok
 - Master of Business Administration, Ramkhamhaeng University

Professional Experiences

September 2020 - Present	Independent Director, Audit Committee, Nomination and Remuneration Committee and Risk Management Committee, Begistics Public Company Limited
December 2019 - Present	CEO and Project Manager, Ergon Asia Company Limited
July 2015 – July 2017	CEO, AED Fabrication Company Limited.
May 2004 – June 2012	Managing Director, N.V.S. Intelligence Company Limited.

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

- For the shareholder who is a natural person, a Thai nationality, please show the ID card or government official card.
- For the shareholder who is a natural foreign person, please show alien registration card or passport or documents used in lieu of passport at the area of registration.
- 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 Annual General Meeting of Shareholders 2022, 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.

Mr. Smith Leammanee, 56 years old.

111/1126 Moo 1, Tambon Samet, Amphur Muang, Chonburi Chonburi Province 20000

- 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 has to present the 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 sent in writing to every shareholder at least 7 (Seven) days in advance prior to the meeting. In such postponed meeting, the shareholders present at the meeting shall constitute a quorum.

39. In a meeting, shareholders may appoint proxies to attend and vote in their behalf. A proxy form shall be in writing and signed by grantors in a form prescribed by the Public Company Registrar and deposited with the Chairman or person as delegated, at the place before proxies attend the meeting, and at least shall contain the following particulars:
- a. number of shares held by grantors;
 - b. name of the proxy;
 - c. number of meetings the proxy has been assigned to attend and vote.
40. A general meeting of shareholders shall be proceeded with the agenda in the invitation letter unless the meeting may adopt a resolution to change the sequence with a vote passed by a majority of not less than two-thirds (2/3) of the shareholders attending the meeting.
- After the meeting has completed considering all the agenda, no further businesses may be transacted unless shareholders holding an aggregate number of one-third (1/3) of total issued shares request the meeting to consider matters other than those specified in the invitation letter.
- In the event the businesses as specified in the invitation letter or those proposed by the shareholders are not completely transacted, but postponement is necessary, the meeting shall schedule place, date and time for a subsequent meeting. The Board of Directors shall then send an invitation letter specifying place, date, time and businesses to shareholders of not less than 7 (Seven) days in advance to be advertised in a newspaper of not less than 3 (Three) consecutive days in advance prior to the meeting.
41. The Chairman shall preside over the general meeting of shareholders. In the event the Chairman is not present or unable to perform duty, a vice chairman, if any, shall preside, but if there is no such vice chairman, or is unable to perform duty, then the shareholders attending the meeting shall elect a shareholder to preside over the meeting.
42. In the general meeting of shareholders, each shareholder shall have one vote per share.
- In the event any shareholder has a special interest in any matter, that shareholder shall not vote in that matter except the vote to elect directors.
43. A resolution or approval of any matter in the general meeting of shareholders shall require a majority vote of shareholders attending the meeting and casting their votes unless otherwise specified in these Articles of Association, or by law, or in the following matters, a majority of not less than three-quarters (3/4) of all shareholders attending the meeting and eligible to vote is required:
- a. sale or transfer material businesses of the Company, either in whole or in part, to other persons;
 - b. purchase or taking transfer of businesses of other public or private companies for the Company;
 - c. execution, amendment or termination of agreements relating to leasing out material businesses of the Company, either in whole or in part; assignment of other persons to manage the business of the Company; or consolidation with other persons with objects of a profit-loss sharing;
 - d. amendment to the Memorandum of Association or Articles of Association;
 - e. increase or reduction in the capital;
 - f. issuance of debentures;

- g. amalgamation or dissolution of the Company.

Chapter 5 Increase and Reduction in the Capital

44. By a resolution passed by the general meeting of shareholders with a vote of not less than three-quarters (3/4) of total votes of shareholders attending the meeting and eligible to vote, the Company may increase the capital by issuing new shares.
45. The Company may offer for sale newly issued shares, either in whole or in part, or to shareholders on a pro rata basis, or to the general public or other persons, either in whole or in part, to be in accordance with a resolution passed by the general meeting of shareholders.
46. By a resolution passed by the general meeting of shareholders with a vote of not less than three-quarters (3/4) of total votes of shareholders attending the meeting and eligible to vote, the Company may reduce the capital by lowering the par value or reducing the number of shares.

The Company may not reduce the number of shares to be lower than one-quarter (1/4) of total capital except in the case where after having compensated the loss in consequence as prescribed by law, the Company has suffered accumulated loss, then the Company may reduce the shares to be lower than one-quarter (1/4) of the total capital.

However, the reduction to be lower than one-quarter (1/4) of total capital under the second paragraph shall require a vote of not less than three-quarters (3/4) of total votes of shareholders attending the meeting and eligible to vote.

47. Where the Company desires to reduce the capital, it shall send a letter notifying a resolution to known creditors within 14 (Fourteen) days as from the date of the resolution passed by the general meeting of shareholders and requires that an objection be made within 2 (Two) months as from receipt of the resolution which shall be advertised in a newspaper within 14 (Fourteen) days for 3 (Three) consecutive days.

Chapter 6 Dividends and Legal Reserve

48. No dividends shall be declared except by a resolution of the general meeting of shareholders or the Board of Directors in the event of interim dividends.
- Declaration of dividends shall be notified to shareholders in writing and advertised in a newspaper for 3 (Three) consecutive days and payment made within 1 (One) month as from the resolution.
49. The Board of Directors may declare interim dividends to shareholders when it appears to the Board of Directors that the Company has an appropriate profit and report shareholders at subsequent meeting.
50. Dividends shall be distributed equally according to number of shares unless otherwise stipulated in respect of preference shares.
51. The Company shall allocate to a reserve fund from the annual net profit not less than 5 (Five) per cent deducted by the total accumulated loss brought forward (if any) until the reserve fund reaches an amount of not less than 10 (Ten) per cent of the registered capital.

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

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

Chapter 7 Debentures

52. Borrowing money by the Company by issuing debentures to be offered to the public shall be in accordance with the law on securities and exchange.

A resolution to issue debentures under the preceding paragraph shall be passed by a majority of not less than three-quarters (3/4) of all the shares of shareholders attending and eligible to vote.

Chapter 8 Account, Finance and Auditing

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

Chapter 9 Additional Stipulations

63. The seal of the Company is as follows:

(Seal of the Company affixed)

The 1st Company Seal is used for general issues.



The 2nd Company Seal is used for financial and accounting issues including all documents related to transportation.



(ปิดอากรแสตมป์
20 บาท)
(Stamp Duty
Baht 20)

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

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

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

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

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

(3) ขอมอบฉันทะให้

Hereby appoint:

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

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

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

หรือ (4) นายสมิทร เหลี่ยมมณี ตำแหน่ง กรรมการอิสระ กรรมการตรวจสอบ กรรมการสรรหาและกำหนดค่าตอบแทน
และกรรมการบริหารความเสี่ยง อายุ 56 ปี

or **Mr. Smith Leam-manee** Positions Independent Director, Audit Committee, Nomination and
Remuneration Committee and Risk Management Committee, Age 56 years.

ที่อยู่เลขที่ 111/1126 หมู่ที่ 1 ตำบลเสม็ด อำเภอเมืองชลบุรี จังหวัดชลบุรี 20000

Residing at 111/1126 Moo 1, Tambon Samed, Amphur Muang Chonburi, Chonburi 20000

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น
ประจำปี 2565 (ผ่านสื่ออิเล็กทรอนิกส์) ในวันที่ 26 เมษายน 2565 เวลา 14.00 น.

Any one of them to be my/our proxy to attend and vote on my/our behalf at the Annual General Meeting of shareholders 2022
(via electronic media) on April 26th, 2022 at 14.00 p.m.

ณ ห้องประชุมสำนักงาน ชั้น 28 อาคารธนิยะพลาซ่า เลขที่ 52 ถนนสีลม แขวงสุริยวงศ์ เขตบางรัก กรุงเทพมหานคร 10500 หรือที่จะพึงเลื่อน
ไปในวัน เวลา และสถานที่อื่นด้วย

at the Meeting Room BEGISTICS PUBLIC COMPANY LIMITED 52 Thaniya Plaza Building 28th Floor, Silom Road, Suriyawongse,
Bangrak, Bangkok 10500, or any adjournment at any date, time and place thereof.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุมนั้น ให้ถือเสมือนว่าข้าพเจ้าได้กระทำการเองทุกประการ

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

ลงชื่อ/Signed.....ผู้มอบฉันทะ/Grantor

(.....)

ลงชื่อ/Signed.....ผู้รับมอบฉันทะ/Proxy

(.....)

หมายเหตุ

Remark

ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าร่วมประชุมและออกเสียงลงคะแนนไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

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

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

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

เขียนที่

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

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

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

หุ้นสามัญ _____ **หุ้น และออกเสียงลงคะแนนได้เท่ากับ** _____ **เสียง**
ordinary share of _____ shares, and having the right to vote equivalent to _____ votes,
หุ้นบริวารสิทธิ _____ **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) **นายสมิทร เหลี่ยมมณี** ตำแหน่ง กรรมการอิสระ กรรมการตรวจสอบ กรรมการสรรหาและกำหนดค่าตอบแทน และ
กรรมการบริหารความเสี่ยง อายุ 56 ปี
or **Mr. Smith Leam-manee** Positions Independent Director, Audit Committee, Nomination and Remuneration
Committee and Risk Management Committee, Age 56 years.

ที่อยู่เลขที่ 111/1126 หมู่ที่ 1 ตำบลเสม็ด อำเภอเมืองชลบุรี จังหวัดชลบุรี 20000
Residing at 111/1126 Moo 1, Tambon Samed, Amphur Muang Chonburi, Chonburi 20000

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น
ประจำปี 2565 (ผ่านสื่ออิเล็กทรอนิกส์) ในวันที่ 26 เมษายน 2565 เวลา 14.00 น.

Any one of them to be my/our proxy to attend and vote on my/our behalf at the Annual General Meeting of shareholders 2022
(via electronic media) on April 26th, 2022 at 14.00 p.m.

ณ ห้องประชุมสำนักงาน ชั้น 28 อาคารธนิยะพลาซ่า เลขที่ 52 ถนนสีลม แขวงสุริยวงศ์ เขตบางรัก กรุงเทพมหานคร 10500 หรือที่จะพึงเลื่อน
ไปในวัน เวลา และสถานที่อื่นด้วย

at the Meeting Room BEGISTICS PUBLIC COMPANY LIMITED 52 Thaniya Plaza Building 28th Floor, Silom Road, Suriyawongse,
Bangrak, Bangkok 10500, 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 พิจารณารับรองรายงานการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/2565 เมื่อวันที่ 7 กุมภาพันธ์ 2565
Agenda 1. **To certify the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2022 on February 7, 2022.**

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

วาระที่ 2 รับทราบรายงานของคณะกรรมการเกี่ยวกับผลการดำเนินงานของบริษัท ประจำปี 2564
Agenda 2. **To acknowledge the report of the Board of Directors on the Company's operating results for the year 2021.**
เป็นวาระแจ้งเพื่อทราบจึงไม่ต้องลงคะแนนเสียง
Casting vote is not required because this agenda item is for acknowledgment only.

วาระที่ 3 พิจารณาอนุมัติงบแสดงฐานะการเงินและงบกำไรขาดทุนของบริษัท สำหรับรอบปีบัญชีสิ้นสุดวันที่ 31 ธันวาคม 2564
Agenda 3. **To consider and approve the Company's Statement of Financial Position and Income Statement for the fiscal year ended 31 December 2022.**

- (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 พิจารณาอนุมัติการงดจัดสรรกำไรสุทธิเพื่อเป็นทุนสำรองตามกฎหมายและการงดการจ่ายเงินปันผล ประจำปี 2564
Agenda 4. **To consider and approve the omission of the allocation of net profits for legal reserve and the omission of dividend payments Year 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 5 พิจารณาอนุมัติการเลือกตั้งกรรมการแทนกรรมการที่ออกตามวาระ ประจำปี 2565
Agenda 5. **To consider and approve the election of directors to replace those retiring by rotation for the year 2022.**

- (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:

การแต่งตั้งกรรมการเป็นรายบุคคล
Appointment of individual directors

1. พลตำรวจตรี ประภาส ปิยะมงคล กรรมการ/กรรมการอิสระ
Pol.Maj.Gen. Prapass Piyamomgkol Director/ Independent Director

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
 Approve Disapprove Abstain

2. นายไพโรจน์ ไววานิชกิจ กรรมการ
Mr. Pairoj Waiwanijchakij Director

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
 Approve Disapprove Abstain

วาระที่ 6 **พิจารณาอนุมัติการกำหนดค่าตอบแทนกรรมการ ประจำปี 2565**
Agenda 6. To consider and approve the determination of directors' remuneration for the year 2022.

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

วาระที่ 7 **พิจารณาอนุมัติการแต่งตั้งผู้สอบบัญชีและกำหนดค่าตอบแทนผู้สอบบัญชี ประจำปี 2565**
Agenda 7. To consider and approve the appointment of auditors and the determination of the audit fee for the year 2022.

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

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

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

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

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

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

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

หมายเหตุ

Remarks

- 1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้**
The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and may not split the number of shares to several proxies for splitting votes.
- 2. ในกรณีที่มิ่วาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น 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**

ในการประชุมสามัญผู้ถือหุ้นประจำปี 2565 (ผ่านสื่ออิเล็กทรอนิกส์) ในวันที่ 26 เมษายน 2565 เวลา 14.00 น. ณ ห้องประชุมสำนักงาน ชั้น 28 อาคารธนิยะพลาซ่า เลขที่ 52 ถนนสีลม แขวงสุริยวงศ์ เขตบางรัก กรุงเทพมหานคร 10500 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

In the Annual General Meeting of Shareholders for the year 2022 (via electronic media), on April 26th, 2021 at 2.00 pm. at the Meeting Room BEGISTICS PUBLIC COMPANY LIMITED 52 Thaniya Plaza Building 28th Floor, Silom Road, Suriyawongse, Bangrak, Bangkok 10500, 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
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 - เห็นด้วย ไม่เห็นด้วย งดออกเสียง
 - Approve Disapprove Abstain

วาระที่..... เรื่อง.....

Agenda No..... Re:

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
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 - เห็นด้วย ไม่เห็นด้วย งดออกเสียง
 - Approve Disapprove Abstain

วาระที่..... เรื่อง.....

Agenda No..... Re:

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

วาระที่..... เรื่อง.....

Agenda No..... Re:

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

แบบหนังสือมอบฉันทะ แบบ ค.
Proxy Form C.

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

(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 at
จังหวัด
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 to

เสียง
votes,

หุ้นบุริมสิทธิ

preference share of

หุ้น และออกเสียงลงคะแนนได้เท่ากับ

shares, and having the right to vote

equivalent to

เสียง
votes.

(2) ขอมอบฉันทะให้

Hereby appoint:

(1) นาย/นาง/นางสาว
Mr./Ms./Missอายุ
ageปี อยู่บ้านเลขที่
years, residing
atถนน
Roadตำบล/แขวง
Tambol/Khwaengอำเภอ/เขต
Amphoe/Khetจังหวัด
Provinceรหัสไปรษณีย์
Postal Codeหรือ
or(2) นาย/นาง/นางสาว
Mr./Ms./Missอายุ
ageปี อยู่บ้านเลขที่
years, residing
atถนน
Roadตำบล/แขวง
Tambol/Khwaengอำเภอ/เขต
Amphoe/Khetจังหวัด
Provinceรหัสไปรษณีย์
Postal Codeหรือ
or(3) นาย/นาง/นางสาว
Mr./Ms./Missอายุ
ageปี อยู่บ้านเลขที่
years, residing
atถนน
Roadตำบล/แขวง
Tambol/Khwaengอำเภอ/เขต
Amphoe/Khetจังหวัด
Provinceรหัสไปรษณีย์
Postal Codeหรือ
or(4) นายสมิทธ เหลี่ยมมณี

ตำแหน่ง กรรมการอิสระ กรรมการตรวจสอบ กรรมการสรรหาและกำหนดค่าตอบแทน

และกรรมการบริหารความเสี่ยง อายุ 56 ปี

or

 Mr. Smith Leam-manee Positions Independent Director, Audit Committee, Nomination and

Remuneration Committee and Risk Management Committee, Age 56 years.

ที่อยู่เลขที่ 111/1126 หมู่ที่ 1 ตำบลเสม็ด อำเภอเมืองชลบุรี จังหวัดชลบุรี 20000

Residing at 111/1126 Moo 1, Tambon Samed, Amphur Muang Chonburi, Chonburi 20000

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น

ประจำปี 2565 (ผ่านสื่ออิเล็กทรอนิกส์) ในวันที่ 26 เมษายน 2565 เวลา 14.00 น.

Any one of them to be my/our proxy to attend and vote on my/our behalf at the Annual General Meeting of shareholders 2022 (via electronic media) on April 26th, 2022 at 14.00 p.m.

ณ ห้องประชุมสำนักงาน ชั้น 28 อาคารนิยะพลาซ่า เลขที่ 52 ถนนสีลม แขวงสุริยวงศ์ เขตบางรัก กรุงเทพมหานคร 10500 หรือที่จะพึงเลื่อน

ไปในวัน เวลา และสถานที่อื่นด้วย
at the Meeting Room BEGISTICS PUBLIC COMPANY LIMITED 52 Thaniya Plaza Building 28th Floor, Silom Road, Suriyawongse, Bangrak, Bangkok 10500, or any adjournment at any date, time and place thereof.

- (3) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะเข้าร่วมประชุม และออกเสียงลงคะแนนในครั้งนี ดังนี้
I/We hereby authorize the proxy to attend and vote on my/our behalf at this meeting as follows:

- มอบฉันทะตามจำนวนหุ้นทั้งหมดที่ถือและมีสิทธิออกเสียงลงคะแนนได้
To grant the total amount of shareholding and having the right to vote
- มอบฉันทะบางส่วน คือ
To grant the partial shares as follows:
- | | | | |
|---|-------|---|--------|
| <input type="checkbox"/> หุ้นสามัญ | _____ | หุ้น และออกเสียงลงคะแนนได้เท่ากับ _____ | เสียง |
| ordinary share | | shares, and having the right to vote | votes, |
| | | equivalent to | |
| <input type="checkbox"/> หุ้นบุริมสิทธิ | - | หุ้น และออกเสียงลงคะแนนได้เท่ากับ _____ | เสียง |
| preference | | shares, and having the right to vote | votes. |
| share | | equivalent to | |
| รวมสิทธิออกเสียงลงคะแนนได้ | | | เสียง |
| ทั้งหมด | | | votes. |
| Total amount of voting rights | | | |

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

วาระที่ 1 **พิจารณารับรองรายงานการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/2565 เมื่อวันที่ 7 กุมภาพันธ์ 2565**
Agenda 1. **To certify the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2022 on February 7, 2022.**

- (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 **รับทราบรายงานของคณะกรรมการเกี่ยวกับผลการดำเนินงานของบริษัท ประจำปี 2564**
Agenda 2. **To acknowledge the report of the Board of Directors on the Company's operating results for the year 2021.**

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

วาระที่ 3 **พิจารณาอนุมัติงบแสดงฐานะการเงินและงบกำไรขาดทุนของบริษัท สำหรับรอบปีบัญชีสิ้นสุดวันที่ 31 ธันวาคม 2564**
Agenda 3. **To consider and approve the Company's Statement of Financial Position and Income Statement for the fiscal year ended 31 December 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 4 **พิจารณาอนุมัติการงดจัดสรรกำไรสุทธิเพื่อเป็นทุนสำรองตามกฎหมายและการงดการจ่ายเงินปันผล ประจำปี 2564**
Agenda 4. **To consider and approve the omission of the allocation of net profits for legal reserve and the omission of dividend payments Year 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 5
Agenda 5.**

**พิจารณาอนุมัติการเลือกตั้งกรรมการแทนกรรมการที่ออกตามวาระ ประจำปี 2565
To consider and approve the election of directors to replace those retiring by rotation for the year 2022.**

(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

การแต่งตั้งกรรมการเป็นรายบุคคล

Appointment of individual directors

1. พลตำรวจตรี ประภาส ปิยะมงคล กรรมการ/กรรมการอิสระ

Pol.Maj.Gen. Prapass Piyamomkol Director/ Independent Director

- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

2. นายไพโรจน์ ไววานิชกิจ กรรมการ

Mr. Pairoj Waiwanijchakij Director

- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

**วาระที่ 6
Agenda 6.**

**พิจารณาอนุมัติการกำหนดค่าตอบแทนกรรมการ ประจำปี 2565
To consider and approve the determination of directors' remuneration for the year 2022.**

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

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote at my/our desire as follows:

- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

**วาระที่ 7
Agenda 7.**

**พิจารณาอนุมัติการแต่งตั้งผู้สอบบัญชีและกำหนดค่าตอบแทนผู้สอบบัญชี ประจำปี 2565
To consider and approve the appointment of auditors and the determination of the audit fee for the year 2022.**

(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) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากที่ระบุไว้ข้างต้น 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

- 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.
- หลักฐานที่ต้องแนบพร้อมหนังสือมอบฉันทะ คือ
Evidence to be attached with this Proxy Form are:
 - หนังสือมอบอำนาจจากผู้ถือหุ้นให้คัสโตเดียน (Custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบฉันทะแทน
Power of Attorney from the shareholder authorizing a Custodian to sign the Proxy Form on behalf of the shareholder.
 - หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทนได้รับอนุญาตประกอบธุรกิจคัสโตเดียน (Custodian)
Letter of certification to certify that a person executing the Proxy Form has obtained a permit to act as a Custodian.
- 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.
- 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**

ในการประชุมสามัญผู้ถือหุ้นประจำปี 2565 (ผ่านสื่ออิเล็กทรอนิกส์) ในวันที่ 26 เมษายน 2565 เวลา 14.00 น. ณ ห้องประชุมสำนักงาน ชั้น 28 อาคารธนิยะพลาซ่า เลขที่ 52 ถนนสีลม แขวงสุริยวงศ์ เขตบางรัก กรุงเทพมหานคร 10500 หรือที่แจ้งเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

In the Annual General Meeting of Shareholders for the year 2022 (via electronic media), on April 26th, 2021 at 2.00 pm. at the Meeting Room BEGISTICS PUBLIC COMPANY LIMITED 52 Thaniya Plaza Building 28th Floor, Silom Road, Suriyawongse, Bangrak, Bangkok 10500, or any adjournment at any date, time and place thereof.

วาระที่..... เรื่อง.....

Agenda No..... Re:

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote at my/our desire as follows:

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

วาระที่..... เรื่อง.....

Agenda No..... Re:

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote at my/our desire as follows:

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

วาระที่..... เรื่อง.....

Agenda No..... Re:

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

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

วาระที่..... เรื่อง.....

Agenda No..... Re:

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote at my/our desire as follows:

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

วาระที่..... เรื่อง.....

Agenda No..... Re:

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote at my/our desire as follows:

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

วาระที่..... เรื่อง.....

Agenda No..... Re:

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy to vote at my/our desire as follows:

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

Procedures for sending any query in advance

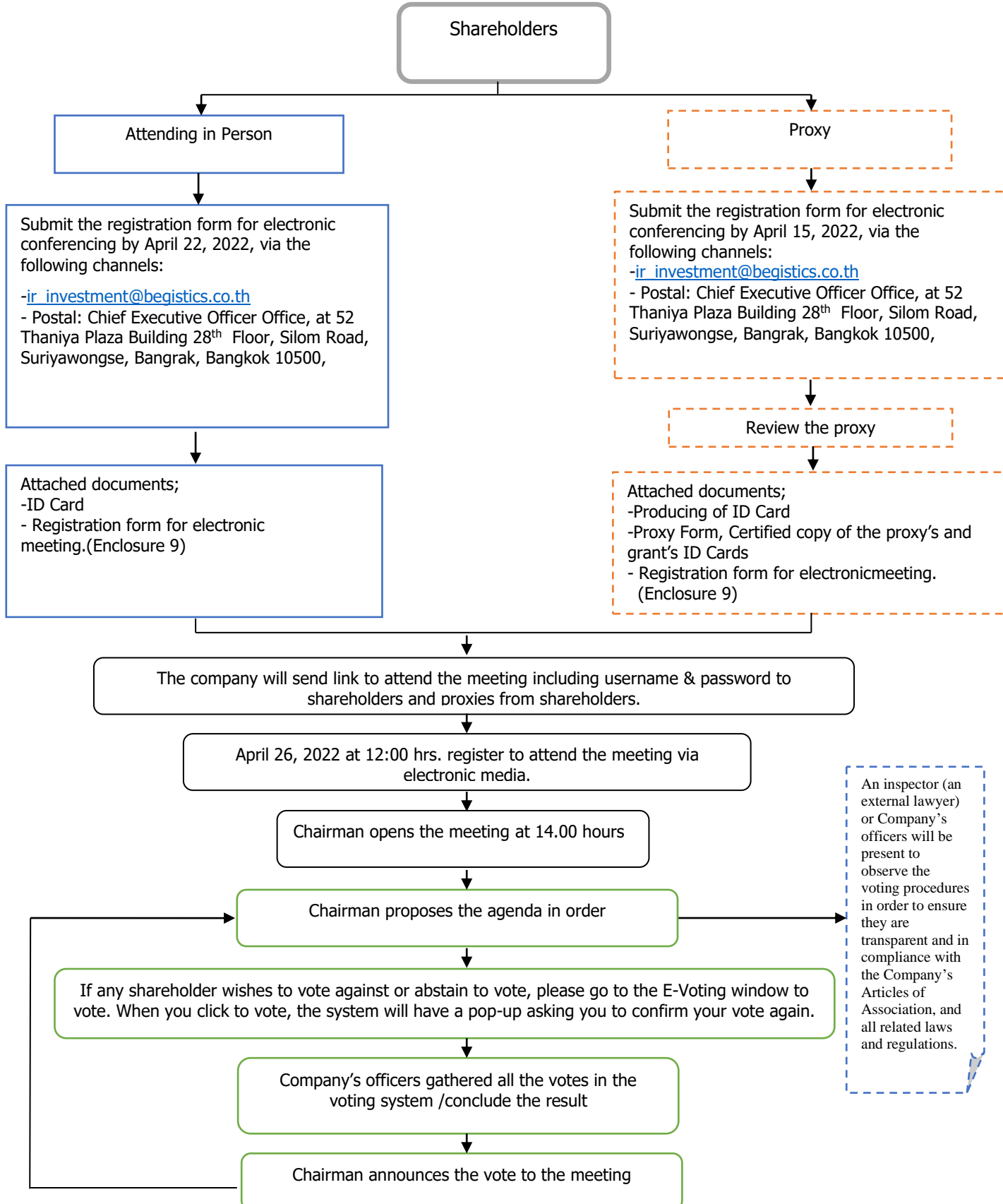
The Company has considered appropriate that any query or comment in relation to general meeting can be sent to the Board of Director in advance via the following channels:

1. Shareholder who wishes to raise any query or comment should provide his/her information:
 - Name, address, telephone, facsimile or e-mail with which the Company can contact;
 - Query raised or comment proposed with documents or accompanying information (if any)
2. Channels:
 - E-mail: ir_investment@begistics.co.th / itsaret.um@begistics.co.th
 - Delivery by mail: Begistics Public Company Limited, No. 52 Thaniya Plaza Building 28th Floor, Silom Road, Suriyawongse, Bangrak, Bangkok 10500.
3. Time to send query
 - The Company requests that any query and/comment may be sent now until April 20th, 2022
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 the Annual General Meeting of Shareholders for the year 2022.

Begistics Public Company Limited

On Tuesday 26 April 2022



แบบฟอร์มลงทะเบียนสำหรับการประชุมผ่านสื่ออิเล็กทรอนิกส์ / Registration Form for Electronic Meeting

การประชุมสามัญผู้ถือหุ้น ประจำปี 2565 (ผ่านสื่ออิเล็กทรอนิกส์)

The Annual General Meeting of Shareholders for the year 2022 (via electronic media)

บริษัท บี จิสติกส์ จำกัด (มหาชน)

Begistics Public Company Limited

วันอังคาร ที่ 26 เมษายน 2565 เวลา 14.00 น.

Tuesday 26th April 2022 at 2.00 pm.

เลขที่ ณ ห้องประชุมสำนักงาน ชั้น 28 อาคารธนิยะพลาซ่า

เลขที่ 52 ถนนสีลม แขวงสุริยวงศ์ เขตบางรัก กรุงเทพมหานคร 10500

At the Meeting Room BEGISTICS PUBLIC COMPANY LIMITED

52 Thaniya Plaza Building 28th Floor, Silom Road, Suriyawongse, Bangrak, Bangkok 10500

เลขทะเบียนผู้ถือหุ้น..... Shareholders' registration
no.....
ข้าพเจ้า..... สัญชาติ.....
I/We..... Nationality.....
บัตรประจำตัวประชาชนเลขที่..... ID card no.....
อยู่บ้านเลขที่.....
Address.....
โทรศัพท์/โทรศัพท์มือถือ..... Telephone No./MB No.....
เป็นผู้ถือหุ้นของ บริษัท บี จิสติกส์ จำกัด (มหาชน) โดยถือหุ้นสามัญจำนวนทั้งสิ้นรวม.....หุ้น
Holding the Ordinary Share total amount of..... Shares

ข้าพเจ้าขอ ยืนยันเข้าร่วมประชุมและออกเสียงลงคะแนนในการประชุมสามัญผู้ถือหุ้น ประจำปี 2565

ในวันอังคาร ที่ 26 เมษายน 2565 เวลา 14:00 น. ผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) กรุณาส่ง weblink สำหรับเข้าร่วมประชุมผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) ชื่อผู้ใช้ (username) และ รหัสผ่าน (password) มายังอีเมล (e-mail) ของข้าพเจ้า ดังนี้

I hereby confirm to attend and vote at the Annual General Meeting of Shareholders for the year 2022 on Tuesday 26 April 2022 at 14:00 via electronic media (E-AGM), please send weblink for meeting via electronic media (E-AGM), username and password to email as follows:

อีเมล (e-mail).....

ข้าพเจ้า.....

I/We

ผู้ถือหุ้น / Shareholder

ผู้รับมอบฉันทะ / Proxy holder

ลงชื่อผู้เข้าร่วมประชุม

Sign.....Meeting Attendant

(.....)

หมายเหตุสำคัญ : โปรดดำเนินการจัดส่งแบบฟอร์ม ลงทะเบียนสำหรับการประชุมผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) ฉบับนี้ ที่กรอกเรียบร้อยแล้ว พร้อมแนบเอกสารหลักฐานยืนยันตัวตน เพื่อใช้ในการตรวจสอบสิทธิในการเข้าร่วมประชุม (E-AGM) ให้แก่บริษัท ภายในวันที่ 22 เมษายน 2565 ผ่านช่องทางต่อไปนี้

- ช่องทาง e-mail: ir_investment@begistics.co.th หรือ
- ช่องทางไปรษณีย์: สำนักประธานเจ้าหน้าที่บริหาร บริษัท บี จิสติกส์ จำกัด (มหาชน) เลขที่ 52 อาคาร ธนิยะพลาซ่า ชั้น 28 ถนนสีลม แขวงสุริยวงศ์ เขตบางรัก กรุงเทพมหานคร 10500

Note : Please submit the Registration Form for the Electronic Meeting (E-AGM) with identity documents for verifying the right to attend the meeting within April 22, 2022 via the following channels;

- E-mail : ir_investment@begistics.co.th
- By mail : Chief Executive Officer's Begistics Public Company Limited. No. 52 Thaniya Plaza Building 28th Floor, Silom Road, Suriyawongse, Bangrak, Bangkok 10500

แผนที่สถานที่การถ่ายทอดสดการจัดประชุมสามัญผู้ถือหุ้น ประจำปี 2022 ผ่านสื่ออิเล็กทรอนิกส์

Map of Meeting Venue and Conference Broadcasting Location for AGM 2022



สถานที่: ณ ห้องประชุมสำนักงาน บริษัท บี จิสติกส์ จำกัด (มหาชน)

Location: The Meeting Room BEGISTICS PUBLIC COMPANY LIMITED

ที่ตั้ง: เลขที่ 52 อาคารธนิยะพลาซ่า ชั้น 28 ถนนสีลม แขวงสุริยวงศ์ เขตบางรัก กรุงเทพมหานคร 10500

Address: No. 52 Thaniya Plaza Building 28th Floor, Silom Road, Suriyawongse, Bangrak, Bangkok 10500

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

รถประจำทาง: 115 15 163A 172 177 504 514 544 547 76 77

Bus: 115 15 163A 172 177 504 514 544 547 76 77