

## Minutes of the Extraordinary General Meeting of Shareholders No. 2/2022

### Begistics Public Company Limited

Begistics Public Company Limited ("Company") arranged the Extraordinary General Meeting of Shareholders No. 2/2022 through electronics media (E-EGM) dated November 11, 2022, at 2:00 p.m. and broadcast live through the company meeting room, office no. 52 Thaniya Plaza Building 28<sup>th</sup> 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 <sup>st</sup> Vice Chairman, Executive Director and Chairman of the Nomination and Remuneration Committee.
3. Pol.Mal.Gen. Prapass	Piyamongkol	Independent Director, 2 <sup>nd</sup> 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. Miss Chayasinee	Tientong	Independent Director and Audit Committee. (conference via electronic channels)
6. Mr. Smith	Leammanee	Independent Director, Audit Committee, Nomination and Remuneration Committee and Risk Management Committee. (conference via electronic channels)
7. Mr. Pairoj	Waiwanijchakij	Director, Executive Director and Risk Management Committee. (conference via electronic channels)
8. Mr. Jakkarat	Lertopas	Independent Director and Nomination and Remuneration Committee and Risk Management Committee. (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	Koopetngarm	Chief Services Officer and Company Secretary
4. Mr. Chainarin	Sairungsi	Company advisor (conference via electronic channels)

#### External Legal Advisor

1. Miss Suchada	Faharoon	External Legal Advisor, M&T Law Office Company Limited (conference via electronic channels)
2. Mr.Supakorn	Rananan	External Legal Advisor, M&T Law Office Company Limited (conference via electronic channels)

#### Thai Investors Association Representative

1. Mr. Vinchai	Kaitniyomsak	(conference via electronic channels)
----------------	--------------	--------------------------------------

There are 8 directors in the company, attended at the meeting place 4 persons and meeting via electronic channels 4 persons is calculated as 100% of attendants.

### **Meeting started at 2 pm**

Pol.Lt Gen. Somkid Boonthanom, Chairman of the Board of Directors and acting as the meeting chairman, addressed the meeting at 2 pm. by delegating Ms. Winutta Puangwerakul to act as the meeting moderator. The moderator informed the meeting that the Company had convened an Extraordinary General Meeting of Shareholders No. 2/2022 on Friday, October 21, 2022 at 2 pm. at the office number 52 Thaniya Plaza Building 28<sup>th</sup> Floor, Silom Road, Suriyawongse, Bangrak, Bangkok 10500, Thailand and after one hour past, there are 30 shareholders and proxies attended the meeting, representing a total of 780,610,510 shares (Seven hundred and eighty million, six hundred and ten thousand, five hundred and ten shares), representing 22.5593 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 the shareholder not 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 1,153,419,733 shares (One billion, one hundred and fifty-three million, four hundred and nineteen thousand, seven hundred and thirty-three shares) of the total number of shares of the company, 3,460,259,199 shares (Three billion, four hundred and sixty million, two hundred and fifty-nine thousand, one hundred and ninety-nine shares). Therefore, the company had to postpone the Extraordinary General Meeting of Shareholders on October 21, 2022.

As above mentioned, the Company is unable to conduct the Extraordinary General Meeting of Shareholders on October 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. 2/2022 via electronic media on November 11, 2022, live broadcast from office no. 52 Thaniya Plaza Building 28<sup>th</sup> Floor, Silom Road, Suriyawongse, Bangrak, Bangkok 10500, Thailand, at 2 pm. was conducted, with 25 shareholders who attends the meeting by themselves and proxies whose held the total shares 784,350,941 shares as calculated as 22.6674 % of total shares which were purchased from company total shares 3,460,259,199 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 the 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 and present to the meeting prior to start in each agenda by Company officer to 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. Besides, Company arranged external legal consultant to observe 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 period.

### **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 below Menu "Participant" 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 ask question for beneficial of keeping record, precised, accurate and complete.
4. The Company gave the opportunity for meeting attendees to send question in each agenda. In case of no attendees' question being asked within two minutes, the Company would continue meeting. If shareholders have additional questions, please send through Chat channel by typing messages, the 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. 2/2022 and specify the votes for each item on the agenda via electronic channels of the Stock Exchange of Thailand channel (Setlink) within the date of the shareholders' meeting or before 9 a.m. on the next business day and will publish the minutes of the Extraordinary General Meeting of Shareholders No. 2/2022 via the Company website within 14 days since the meeting date.

The chairman delegated Ms. Winutta Puangwerakul, Administrative Officer and coordinator (secretary office) to conduct further meeting and proposed to the meeting for consideration according to following agendas.

### **Agenda 1 To certify the minutes of the Annual General Meeting of Shareholders 2022 held on May 17, 2022**

Chairman delegated Ms. Winutta Puangwerakul, Administrative Officer and coordinator (secretary office) reported to the meeting that Company prepared the copied of minutes of Annual General Meeting of Shareholders for 2022 dated May 17, 2022 and submitted this minutes to shareholder to certify.

Besides, the Board of Directors Meeting No. 8/2022 dated August 15, 2022 considered it appropriate to present to the Extraordinary General Meeting of Shareholders No. 2/2022 to certify the minutes of the Annual General Meeting of Shareholders 2022.

Prior to the resolution taking place, the moderator gave an opportunity to the shareholder 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 25 shareholders attending the meeting,

both in person and by proxy, representing a total of 784,350,941 shares, representing 22.6674% of the total sold shares 3,460,259,199 shares.

### **Meeting Resolution**

The Extraordinary General Meeting of Shareholders No. 2/2022 considered and approved with majority votes to certified the minutes of The Annual General Meeting of Shareholders 2022 dated May 17, 2022 according to every detailed above with the following vote counting.

Agreed	784,350,870	Votes as calculated as %	99.999991
Disagreed	0	Votes as calculated as %	0.000000
Abstention	71	Votes as calculated as %	0.000009
Voided Ballot	0	Votes as calculated as %	0.000000

### **Agenda 2 To consider and approve the issuance and offering of debentures in the total amount not over 1,000 million baht .**

Chairman delegated to Ms. Winutta Puangwerakul, Administrative Officer and coordinator (secretary office) reported to the meeting that the Company has a tendency to expand its current business continuously and new businesses, including future investment plans. Therefore, it is necessary to provide additional funding by propose to the Extraordinary General Meeting of Shareholders No. 2/2565 to consider and approve the issuance and offering of debentures in the amount of not more than 1,000 million baht to be used as working capital of the Company and its subsidiaries and capital for investment expansion.

Objective	For operating and/or expanding existing and/or new businesses and/or as working capital of the Company and its subsidiaries or other purposes as the Board of Directors deems appropriate.
Type of Debentures	Any and all types or categories of Debentures, name-registered Debentures and/or bearer Debentures, secured and/or unsecured Debentures, subordinated and/or unsubordinated Debentures and/or with or without credit rating and/or with or without Bond Holder Representative and/or amortizing or callable. This clause is subject to market conditions as of the issuance and offering the Debentures at each time which will be permitted by the relevant regulatory authorities.
Currency	Thai Baht and/or foreign currency using exchange rates at the time of each issuance and offering of the Debentures.
Value of Debentures	The total value of Debentures which has not yet been redeemed will not exceed 1,000 million Baht or its equivalent amount in any currency at any time. The Company can issue and offer additional Debentures and/or issue and offer the Debentures to replace the existing Debentures that had been redeemed, but is subject to the aforementioned credit limit at any given time.
Tenor	As specified in each period depending on market conditions at the time of issuing and offering debentures.
Interest Rate	Subjecting to market conditions at the time of each issuance and offering of the Debentures. The Interest rate is deemed to be in compliance with the notification of Securities Exchange Committee and/or Securities & Exchange Commission and/or other related notification or regulatory which is effective on the date of the issuance and offering of the Debentures each time.
Offering	(1) Debentures can be offered in one or several occasions, and/or as projects and/or as revolving. In case that the Company offers Debentures in revolving form, the Company is allowed to redeem or receive principle repayment in compliance with the terms and credit as indicated.

	<p>(2) Public offering and/or offering via Private Placement and/or offering to domestic and/or foreign Financial Institution and/or major investors all at once or on several occasions in compliance with the notifications of Securities Exchange Committee and/or Capital market committee or other notification, ministerial regulations, rules and other related regulations which is effective on the date of issuance and offering of the Debentures.</p> <p>(3) In case that the Company has redeemed or repaid the Debentures value of the approved credit limit, the Company is allowed to issue additional Debentures to the amount of the redemption or repay which the Debentures issuance to place the existing Debentures will have term and condition as indicated.</p>
Prior Redemption	Debentures holders and/or the Company may or may not have the right to redeem Debentures prior to maturity or the Company may or may not indicate to have the right to redeem in Special Event Redemption Company depending on the terms and conditions of each Debentures issuance.
Authorization	In this regard, the Board of Directors and/or persons assigned by the Board of Directors have the authority to set other terms and conditions related to the issuance and offering of debentures, such as determining the name, the nature of the offering of debentures, number of debentures to be issued and offered for sale each time, type of debentures, collateral, offering price per unit, maturity, redemption period early redemption, interest rate, method of payment of principal and interest, allocation method and details of the offering, etc., including the registration of such debentures with the Thai Bond Market Association or any secondary market as well as to have the power to apply for permission from relevant agencies appointment of advisors or persons involved in the issuance, appointment of a financial advisor Debenture underwriter credit rating agency property appraiser legal advisor debenture registrar payment agent bondholder representative or another consultant or any other person related to the issuance and offering of debentures and offering of debentures including negotiating, agreeing, and signing contract documents related and has the power to take any action as necessary and related to the issuance and offering of debentures at this time.
Other condition	Depending on the market conditions at the time of issuing and offering debentures each time and other related factors.

Besides, the Board of Directors considered it appropriate to present to the Extraordinary General Meeting of Shareholders No. 2/2022 to consider it appropriate to approve the issuance and offering of debentures in the total amount not exceeding 1,000 million baht to be used as working capital of the Company and its subsidiaries and capital for investment expansion as well as delegating powers to the Board of Directors and/or persons assigned by the Board of Directors have the authority to set other terms and conditions related to the issuance and offering of debentures, such as determining the name, the nature of the offering of debentures number of debentures to be issued and offered for sale each time of debentures type, collateral, offering price per unit, maturity, redemption period early redemption interest rate Method of payment of principal and interest, allocation method and offering details etc., including the registration of the debentures with the Thai Bond Market Association or any secondary market as well as to have the power to apply for permission from relevant agencies, details appointment an advisors or involved persons in the issuance and offering of debentures, appointment the financial advisor Debenture underwriter credit rating agency property appraiser legal advisor debenture registrar payment agent bondholder representative or another consultant or any other person related to the issuance and offering of debentures including negotiating, agreeing, and signing contract documents related and has the power to take any action As necessary and related to the issuance and offering of debentures at this time.

Prior to the resolution taking place, the moderator gave an opportunity to the shareholder 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 vote of not less than three-fourth (3/4) of the shareholder attending the meeting and having the right to vote. There were 25 shareholders attending the meeting, both in person and by proxy, representing a total of 784,350,941 shares, representing 22.6674% of the total sold shares 3,460,259,199 shares.

**Meeting Resolution**

The Extraordinary General Meeting of Shareholders No. 2/2022 considered and approved with a vote of not less than three-fourth (3/4) of the shareholders attending the meeting and having the right to vote considered and approved the issuance and offering of debentures in the total amount not over 1,000 million baht according to every above detailed with the following vote counting.

Agreed	784,350,870	Votes as calculated as %	99.999991
Disagreed	0	Votes as calculated as %	0.000000
Abstention	71	Votes as calculated as %	0.000009
Voided Ballot	0	Votes as calculated as %	0.000000

**Agenda 3 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 2:30 p.m.

Your Respectfully,



(Pol.Lt.Gen. Somkid Boontanom)  
Chairman



(Mrs. Yuppadee Koopetngarm)  
Minute taker