



BEGISTICS PUBLIC COMPANY LIMITED

Notice of the 2023 Annual General Meeting of Shareholders (Electronic Meeting)

Friday, May 12, 2023

Time 14.00

at the office meeting room Begistics Public Company Limited

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

The meeting will be conducted in Thai. Shareholders who do not understand Thai Please bring an interpreter.

Register No. 0107545000357

B-HO No. 010/2023

April 25, 2023

Subject: Invitation to the Annual General Meeting of Shareholders for the Year 2023
(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 2022 (56-1 One Report) and Statement of Financial Position and Profit and Loss Statements for the Fiscal Year ended December 31, 2022 in QR Code format.
 3. Capital increase report form (F53-4) and additional investment information in The Megawatt Co., Ltd.
 4. Brief history and related information of personnel to be nominated as Board of Directors.
 5. Definition and information of the independent directors to present as proxy.
 6. Condition, Criteria, Participatory Practices and Articles of Association relating to shareholders meeting.
 7. Proxy Forms A, B and C.
 8. The procedure for submitting questions concerning the shareholders' meeting.
 9. Procedures for attending Annual General Meeting of Shareholders for the Year 2023.
 10. Registration form for electronic meeting. (E-AGM 2023)
 11. Map of the Meeting Venue and conference broadcasting location.

The Board of Directors' Meeting of Begistics Public Company Limited ("Company") No. 5/2023 held on April 25, 2023 passed a resolution to hold the Annual General Meeting of Shareholders for the year 2023 on **May 12, 2023 at 2.00 p.m.** at 52 Thaniya Plaza Building 28th Floor, Silom Road, Suriyawongse, Bangrak, Bangkok 10500, The meeting agendas are as follows:

Agenda 1: To certify the Minutes of the Extraordinary General Meeting of Shareholders No. 2/2022 on November 11st, 2022.

Facts and Rationale: The Company prepared the Minutes of the Extraordinary General Meeting of Shareholders No. 2/2022 held on November 11st, 2022 and Board of Directors approved the Extraordinary General Meeting of Shareholders No.2/2022, 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 2023 to consider the approval of the Minutes of the Extraordinary General Meeting of Shareholders No.2/2022 which was held on November 11st, 2022.

Number of Votes for Resolution: This agenda must be approved by a majority vote of the shareholders attending the meeting and having the right to vote.

Agenda 2: To acknowledge the report of the Board of Directors on the Company's operating results for the year 2022.

Facts and Rationale: The Company summarized the performance and major changes that occurred in the year 2022. These appeared in the Annual Report for the year 2022 (56-1 One Report) details are shown in (Attachment No. 2).

The Board of Directors' Opinion: The Board of Directors' Meeting No. 2/2022, held on February 28th, 2023, considered and deemed it appropriate to propose to the Annual General Meeting of Shareholders for the year 2023 to acknowledge the Board's report on the Company's performance for the year 2022.

Number of Votes for Resolution: Casting vote is not required because this agenda 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 2022.

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 profit and loss statement to be proposed to the Annual General Meeting of Shareholders for approval whereas company provided balance sheet and profit and loss statement for 2022 account ended December 31, 2022. Company auditors inspected, 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 2022 account ended December 31, 2022 (Attachment No. 2).

The Audit Committee's Opinion: The Audit Committee Meeting No. 1/2023 held on February 28th, 2023 reviewed the Statement of Financial position and the Profit and Loss Statement for the fiscal year ended December 31, 2022, the financial statements have been audited by Mr. Chaiyuth Angsuwithaya, Certified Public Accountant No. 3885, the auditor from 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

Decscrition	Separated Financial Statement		
	2022	2021	increase (decrease)
Total Assets	2,140.57	1,174.57	966
Total Liabilities	151.07	93.21	57.86
Total Revenue	217.15	308.86	(91.71)
Profit (Loss) Net	(2.03)	82.70	(84.73)
Profit (Loss) per share	(0.001)	0.061	(0.062)

Unit: Million Baht

Decription	Consolidated financial statement		
	2022	2021	increase (decrease)
Total Assets	2,413.50	1,353.22	1,060.28
Total Liabilities	245.94	178.17	67.77
Total Revenue	330.20	360.89	(30.69)
Profit (Loss) Net	67.63	129.39	(48.50)
Profit (Loss) per share	0.021	0.086	(0.065)

The Board of Directors' Opinion: The Board of Directors' Meeting No. 3/2023 held on March 10th, 2023 considered the Statement of Financial position for the fiscal year ended December 31, 2022 and 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 2023 to consider the approval of the Statement of Financial position and the Company for the fiscal year ended December 31, 2022. They were audited and approved by the Company's auditors.

Number of Votes for Resolution: This agenda must be approved by a majority vote of the shareholders attending the meeting and having the right to vote.

Agenda 4: To consider and approve the omission of the allocation of net profits for legal reserve and the omission of dividend payments Year 2022.

Facts and Rationale: According to the Public Limited Companies Act B.E. 2535, Section 115 stipulates that dividends cannot be paid other than out of profit. In the event that the company still has accumulated losses dividend payment is prohibited. Therefore, due to the operating results of the past year, the Company still has accumulated losses. Therefore, it is proposed to consider approving the omission of net profit allocation as legal reserve and no dividend payment for the year 2022.

Past dividend payment information.

Details	2020	2021	2022	2023
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. 3/2023, held on March 10th, 2023, resolved to propose to the Annual General Meeting of Shareholders for the year 2023 to consider and approve the refrain of the dividend payment for the performance in 2022 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 must be approved by a majority vote of the shareholders attending the meeting and having the right to vote.

Agenda 5: To consider and approve the election of directors to replace those retiring by rotation for the year 2023.

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 for the year 2023 are as follows:

1. Pol.Lt.Gen. Somkid Boontanom, Director and Chairman of the Board.
2. Mr. Jakkarat Lertopas, Independent Director and Nomination and Remuneration Committee.
3. Miss Chayasinee Tientong, Independent Director and Audit Committee.

For the 2023 Annual General Meeting of Shareholders, the Company gave the shareholders opportunity to propose a list of suitable persons to be selected as the directors of the company in advance from September 20th, 2022 – December 31st, 2022, 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. 1/2023 on Monday 27th February 2023, 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 2023 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. 4).

1. Appointed Pol.Lt.Gen. Somkid Boontanom, Director who must resign by rotation to be Director for another term.
2. Appointed Mr. Jakkarat Lertopas, Director who must resign by rotation to be Director for another term.
3. Appointed Miss Chayasinee Tientong, Director who must resign by rotation to be Director for another term.

The Board of Directors' Opinion: The Board of Directors Meeting No. 3/2023 on Friday, March 10, 2023, 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 2023 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.Lt.Gen. Somkid Boontanom, Director and Chairman of the Board.
2. Mr. Jakkarat Lertopas, Independent Director and Nomination and Remuneration Committee .
3. Miss Chayasinee Tientong, Independent Director and Audit Committee.
- 4.

Number of Votes for Resolution: This agenda must be approved by a majority vote of the shareholders attending the meeting and having the right to vote.

Agenda 6 To consider and approve the determination of directors' remuneration for the year 2023.

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. 1/2023 on February 27th, 2023 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 2023 (from January 1st, 2023 to 31st, December 2023) is suitable compensation and agree to propose to board in the amount of not exceeding 3,000,000 Baht (Three Million Baht only) which is the same rate as in 2022 as details follow;

1. Directors' remuneration policy for 2023 (equivalent rate to 2022)

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.

2. Other remuneration of directors (equivalent rate to 2022)

Group health insurance plan for inpatient and outpatient treatment (IPD+OPD) with total annual insurance premiums not exceeding 50,000 Baht (excluding VAT) per director.

Remark : For the scope of duties of sub-committees and policy on remuneration for directors, the details appear in the Annual Report 2022 (Form 56-1 One Report), under the topic of Corporate Governance Structure and the topic of report on corporate governance performance. The Company does not grant the right to purchase ESOP or any other benefits apart from those mentioned above.

Opinion of the Board of Directors: The Board of Directors Meeting No. 3/2023 on March 10th, 2023, has concurred with the recommendation of the Nomination and Remuneration Committee, and deemed it appropriate to propose to the 2023 Annual General Meeting to consider and approve the determination of the remuneration of the directors for the year 2023 which not exceeding 3 Million Baht as above details.

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 2023.

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. 1/2023 held on February 28th, 2023, has selected qualified auditors from A.M.T Associates based on their performance and propose to the Board of Directors 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 certified 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 the above mentioned auditors. The annual audit fee determination and quarterly review fee of the Company, Subsidiaries and associated companies shall be not more than 3,500,000 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 auditors from A.M.T Associates to be the company's auditors for the year 2023.

In this regard, the company uses the same auditing firm as the auditor of the direct and indirect subsidiaries of the company for the year 2022, totaling 7 companies. The list of proposed auditors should not have any relationship or interest with the company, management, major shareholders or related persons of such person. The auditor No. 1 who is the key audit partner has performed audit work for the Company for 2 fiscal years from 2021 - 2022.

Opinion of the Board of Directors: The meeting of the Board of Directors No. 3/2023 held on March 10th, 2023, has resolved with the recommendation of the Audit Committee, and deemed it appropriate to propose to the 2023 Annual General Meeting to consider and approve the appointment of the auditors and the determination of the remuneration of the auditors for the year 2023 as below details.

Unit: Baht

Audit Fee	2023 (Proposed year)	2022	2021
Annual audit fee for the consolidated financial statements and the quarterly review fee for the consolidated financial statements	1,690,000	1,610,000	1,610,000
Other expenses charged as actually incurred. such as photocopying fees, travel expenses (including VAT)	-	-	66,760
Non-Audit Fee	2023 (Proposed year)	2022	2021
Other service fee	-	-	-

The Company has no other service fees (Non-audit fee) for the quarterly review fee of subsidiaries and associated companies in the amount of approximately 1,810,000 baht, excluding other service fees (Non-audit fee), with the following details:

Unit: Baht

Audit Fee	2023 (Proposed year)	2022	2021
Audit fees and quarterly review fees of subsidiaries and associated companies	1,810,000	1,460,000	425,000
Number of subsidiaries	5	4	1
Number of associates	2	2	2

(The audit fee for the year 2023 of the subsidiary company may change, according to the actual workload during the year)

Number of Votes for Resolution: This agenda must be approved by a majority vote of the shareholders attending the meeting and having the right to vote.

Agenda 8 To consider and approve the amendment of the Articles of Association of the Company, Articles 26, 27, 35, 36, 37, 39, 40 and 47.

Fact and Rationale : Due to the Public Limited Companies Act (No. 4) B.E. 2565 has been announced in the Royal Gazette and effective since May 24th, 2022, the law has been updated to support meeting management by electronic means, keeping meetings up-to-date, efficient reduce unnecessary expenses and facilitating shareholders. In order for the Company's Articles of Association to be consistent with the Public Limited Company Act with the amendments in the year 2022, it is deemed appropriate to propose to the shareholders' meeting of the Company to consider and approve the amendment to the Articles 26, 27, 35, 36, 37, 39, 40 and 47 of the Company's Articles of Association as follows:

	Original Company's Articles of Association.	Amended Company's Articles of Association.
Article 26	The meeting of the Board of Directors of shall be held at the place where the Company's head office is located or nearby provinces or at any other places as the Chairman of the Board of Directors or the person assigned by the chairman to determine.	The meeting of the Board of Directors of shall be held at the place where the Company's head office is located or nearby provinces or at any other places as the Chairman of the Board of Directors or the person assigned by the chairman to determine or meeting via electronic media. In case of a meeting via electronic shall be deemed that the Company's head office is the venue of the meeting.
Article 27	In convening the Board of Directors meeting, Chairman or the person assigned to deliver the meeting invitation to the directors not less than seven (7) days prior	In convening the Board of Directors meeting, Chairman or the person assigned to deliver the meeting invitation to the directors not less than seven (7) days prior to the meeting date

	Original Company's Articles of Association.	Amended Company's Articles of Association.
	<p>to the meeting date except in case of urgent necessity to protect the rights or benefits of the Company will notify the meeting by other means and set the date of the meeting earlier.</p> <p>In case two or more directors request a meeting of the Board of Directors, Chairman shall schedule the date of the meeting within fourteen (14) days from the date of receipt of request.</p>	<p>except in case of urgent necessity to protect the rights or benefits of the Company will notify the meeting by other means and set the date of the meeting earlier.</p> <p>In case two or more directors request a meeting of the Board of Directors, Chairman shall schedule the date of the meeting within fourteen (14) days from the date of receipt of request.</p> <p>In case that the company or the board of directors has a duty to deliver letters or documents under the Public Limited Companies Act B.E. 2535 (including any amendments) to directors, shareholders or creditors of the company. The concerned person has consented to send the letter or document by electronic. The company or the committee may send the letter or document by electronic in accordance with the criteria prescribed by law.</p>
Article 35	<p>The Company's shareholders' meeting shall be held at the place where the Company's head office is located or nearby provinces or at any other places as determined by the Board of Directors.</p>	<p>The Company's shareholders' meeting shall be held at the place where the Company's head office is located or nearby provinces or at any other places as determined by the Board of Directors. In case that any shareholders' meeting is held via electronic means the head office of the company shall be deemed to be the meeting place.</p>
Article 36	<p>Organize a shareholders' meeting at least once a year. This meeting is called Annual General Meeting which shall be held within four (4) months after the end of the Company's fiscal year.</p> <p>Other shareholders' meetings are called "Extraordinary General Meetings".</p> <p>The Board of Directors may call an extraordinary meeting whenever it deems appropriate or when one or more shareholders holding shares in aggregate of not more than ten (10) percent of the total shares sold may submit their names in writing requesting to the Board of Directors to call an extraordinary meeting of shareholders at any time. However, the subject matter and reasons for requesting the meeting must be clearly stated in the said letter. The Board of Directors must convene a meeting within forty-five (45) days from the date of receipt of the letter from the shareholders.</p>	<p>Organize a shareholders' meeting at least once a year. This meeting is called Annual General Meeting which shall be held within four (4) months after the end of the Company's fiscal year.</p> <p>Other shareholders' meetings are called "Extraordinary General Meetings".</p> <p>The Board of Directors may call an extraordinary meeting whenever it deems appropriate or when one or more shareholders holding shares in aggregate of not more than ten (10) percent of the total shares sold may submit their names in writing requesting to the Board of Directors to call an extraordinary meeting of shareholders at any time. However, the subject matter and reasons for requesting the meeting must be clearly stated in the said letter. The Board of Directors must convene a meeting within forty-five (45) days from the date of receipt of the letter from the shareholders.</p>

	Original Company's Articles of Association.	Amended Company's Articles of Association.
	<ul style="list-style-type: none"> If the Board of Directors does not hold a meeting within the period under paragraph three, All shareholders who subscribed to each other or other shareholders holding the required number of shares may call the meeting by themselves within forty-five (45) days from the date of expiration of the period under the second paragraph. In such case, it shall be deemed that the meeting of shareholders is called by the Board of Directors. The company must be responsible for necessary expenses incurred from holding the meeting and facilities as appropriate. In the event that any meeting of shareholders convened by the shareholders under the fourth paragraph does not constitute a quorum as specified in Article 38, the shareholders under the third paragraph must responsible for reimbursing the Company for the expenses incurred from holding that meeting. 	<ul style="list-style-type: none"> If the Board of Directors does not hold a meeting within the period under paragraph three, The shareholders calling a meeting may send the meeting notice to the shareholders by electronic means. If the shareholder has informed the intention or given consent to the company or the board of directors as specified according to the criteria prescribed by law. All shareholders who subscribed to each other or other shareholders holding the required number of shares may call the meeting by themselves within forty-five (45) days from the date of expiration of the period under the second paragraph. In such case, it shall be deemed that the meeting of shareholders is called by the Board of Directors. The company must be responsible for necessary expenses incurred from holding the meeting and facilities as appropriate. In the event that any meeting of shareholders convened by the shareholders under the fourth paragraph does not constitute a quorum as specified in Article 38 , the shareholders under the third paragraph must responsible for reimbursing the Company for the expenses incurred from holding that meeting.
Article 37	<p>In the notice of the shareholders' meeting, The Board of Directors shall prepare a meeting notice specifying the place, date, time and agenda of the meeting and matters to be proposed to the meeting with appropriate details. It clearly states that it is proposed for acknowledgment, approval, or consideration together with the opinions of the Board of Directors on such matters and delivered to shareholders and the public company registrar not less than seven (7) days prior to the meeting date. The notice of the meeting shall also be advertised in a newspaper at least three (3) days prior to the meeting date which must be advertised for a period of three (3) consecutive days.</p>	<p>In the notice of the shareholders' meeting, The Board of Directors shall prepare a meeting notice specifying the place, date, time and agenda of the meeting and matters to be proposed to the meeting with appropriate details. It clearly states that it is proposed for acknowledgment, approval, or consideration together with the opinions of the Board of Directors on such matters and delivered to shareholders and the public company registrar not less than seven (7) days prior to the meeting date. The notice of the meeting shall also be advertised in a newspaper at least three (3) days prior to the meeting date which must be advertised for a period of three (3) consecutive days, whereby the Company may use electronic means of advertising instead according to the rules prescribed by law.</p>

	Original Company's Articles of Association.	Amended Company's Articles of Association.
Article 39	<p>In the shareholders' meeting, Shareholders may appoint proxies to others to attend the meeting and may vote on their behalf. The proxy must be made with the signature of the grantor and follow the form prescribed by the Public Company Registrar and may hand to the Chairman of the Board or a person designated by the Chairman of the Board of Directors at the meeting venue before the proxy attends the meeting with at least the following items.</p> <ol style="list-style-type: none"> The number of shares held by grantor. Name of the proxy. Number of the meeting where the proxy was given to attend the meeting. 	<p>In the shareholders' meeting, Shareholders may appoint proxies to others to attend the meeting and may vote on their behalf. The proxy must be made with the signature of the grantor and follow the form prescribed by the Public Company Registrar and may hand to the Chairman of the Board or a person designated by the Chairman of the Board of Directors at the meeting venue before the proxy attends the meeting .The proxy may be made by electronic means instead. It must use a method that is safe and reliable that the proxy is made by the shareholder in accordance with the rules prescribed by the Registrar with at least the following items</p> <ol style="list-style-type: none"> The number of shares held by grantor. Name of the proxy No. of the meeting where the proxy was given to attend the meeting.
Article 40	<p>The meeting of shareholders shall be in accordance with the order of the agenda specified in the meeting notice. Unless the meeting resolves to change the order of the agendas with a vote of not less than two-thirds (2/3) of the number of shareholders present at the meeting. When the meeting has completed the consideration of the agenda specified in the meeting notice. Shareholders holding shares in aggregate of not less than one-third (1/3) of total shares sold may request the meeting to consider matters other than those specified in the meeting notices. In the event that the meeting considers the matters according to the specified agenda or matters proposed by shareholders that are not completed and need to postpone consideration, the meeting determine the place, date and time of next meeting and the Board of Directors shall send a meeting notice specifying the place, date, time and agendas of the meeting to shareholders at least seven (7) days prior to the meeting. The notice of the meeting must also be advertised in a newspaper at least three (3) days prior to the meeting date. It must be advertised for a period of three (3) consecutive days.</p>	<p>The meeting of shareholders shall be in accordance with the order of the agenda specified in the meeting notice. Unless the meeting resolves to change the order of the agendas with a vote of not less than two-thirds (2/3) of the number of shareholders present at the meeting. When the meeting has completed the consideration of the agenda specified in the meeting notice. Shareholders holding shares in aggregate of not less than one-third (1/3) of total shares sold may request the meeting to consider matters other than those specified in the meeting notices. In the event that the meeting considers the matters according to the specified agenda or matters proposed by shareholders that are not completed and need to postpone consideration, the meeting determine the place, date and time of next meeting and the Board of Directors shall send a meeting notice specifying the place, date, time and agendas of the meeting to shareholders at least seven (7) days prior to the meeting. The notice of the meeting must also be advertised in a newspaper at least three (3) days prior to the meeting date. It must be advertised for a period of three (3) consecutive days, wherewith the Company may use electronic media instead according to the rules prescribed by law.</p>
Article 47	<p>If the company intends to reduce its capital, There must be a letter notifying the resolution of the capital reduction to the</p>	<p>If the company intends to reduce its capital, There must be a letter notifying the resolution of the capital reduction to the company's</p>

	Original Company's Articles of Association.	Amended Company's Articles of Association.
	company's creditors within fourteen (14) days from the date of the resolution of the shareholders' meeting. The objection must be submitted within two (2) months from the date of receipt of the notice of the resolution and the resolution shall be published in a newspaper. within a period of fourteen (14) days as well, and must be advertised for a period of three (3) consecutive days.	creditors within fourteen (14) days from the date of the resolution of the shareholders' meeting. The objection must be submitted within two (2) months from the date of receipt of the notice of the resolution and the resolution shall be published in a newspaper. within a period of fourteen (14) days as well, and must be advertised for a period of three (3) consecutive days. The Company may use electronic media instead according to the rules prescribed by law.

Opinion of the Board of Directors: The Board of Directors' Meeting No. 3/2023 held on Friday, March 10, 2023 considered and agreed to propose to the 2023 Annual General Meeting of Shareholders to consider and approve the change in Articles 26, 27, 35, 36, 37, 39, 40 and 47 of the Company's Articles of Association as above details and approve the assignment of the person authorized by the Company's directors to have the authority to register, amend the Articles of Association of the Company, and/or change the contents in accordance with the registrar's order as necessary and appropriate without affecting the substance of the amendment to the Articles of Association of the Company in order to complete the registration of amendments to the Articles of Association of the Company.

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

Agenda 9 To consider and approve the addition of the Company's objectives, Clause 51

Facts and Rationale: The Company has strategy to invest in additional business activities in order to expand its scope of operations. Therefore, the Company's objectives must consistent and cover business operations and support the company's future business by adding the objectives of the company from the original 50 clauses to 51 clauses as follows:

Clause 51	Lending to individuals, juristic persons, organizations with or without collateral except in banking business, finance business and credit foncier business.
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Opinion of the Board of Directors: The Board of Directors' Meeting No. 3/2023 held on Friday, March 10, 2023 considered and agreed to propose to the 2023 Annual General Meeting of Shareholders to consider and approve the addition of the Company's objectives, item 51 as detailed above. and authorize the authorized director of the company or the person assigned by the authorized director of the company to have the power to amend any statements in such objectives according to the recommendations and opinions or an order of the Registrar or any other relevant government agency.

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

Agenda 10 To consider and approve the amendment to Clause 3 of the Company's Memorandum of Association.

Facts and Rationale: In order to be in line with the amendment to the Company's objectives as shown in Agenda 9, the Company has to amend Clause 3 of the Company's Memorandum of Association with the following details:

Original message

Clause 3. The objectives of the company **consist of 50 items**, details as in attached Bor Mor Jor. 002 form.

Revised to

Clause 3. The objectives of the company **consist of 51 items**, details as in attached Bor Mor Jor. 002 form.

Opinion of the Board of Directors: The Board of Directors' Meeting No. 3/2023 held on Friday, March 10, 2023 considered and agreed to propose to the 2023 Annual General Meeting of Shareholders to consider and approve the amendment to Clause 3 of the Company's Memorandum of Association to be in line with the objectives of the Company. In this regard, the person assigned by the Board of Directors to register the amendment of the Memorandum of Association at the Department of Business Development Ministry of Commerce has the power to amend the document to comply with the order of the Registrar.

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

Agenda 11 To consider and approve the reduction of the Company's registered capital in the amount of 43,409,661.84 baht from the original registered capital 3,093,442,070.20 baht as registered capital 3,050,032,408.36 baht by canceling 63,837,738 unissued ordinary shares with a par value of 0.68 baht (sixty-eight satang) per share.

Facts and Rationale: Under the Public Limited Companies Act B.E. 2535 (as amended), stipulates that a company may increase its registered capital by issuing new shares when all shares are sold and have received full payment for the shares, or in the event that the shares have not been fully sold. The remaining shares must be issued shares to support convertible debentures or share warrants. The company must proceed to reduce the registered capital of the company in the amount of 43,409,661.84 baht from the original registered capital amount 3,093,442,070.20 baht as registered capital 3,050,032,408.36 baht by canceling 63,837,738 unissued ordinary shares with a par value of 0.68 baht, which are the remaining shares from the allocation to the existing shareholders in proportion to their shareholding (Right Offering) (Resolution from EGM 1/2022) in order to comply with the procedures prescribed by the law on public companies in proceeding with the capital increase.

Opinion of the Board of Directors: The Board of Directors' Meeting No. 3/2023 held on Friday, March 10, 2023 considered and agreed to propose to the 2023 Annual General Meeting of Shareholders to consider and approve the reduction of the registered capital from the original registered capital amount 3,093,442,070.20 baht as registered capital 3,050,032,408.36 baht as above details.

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

Agenda 12 Consider approving the amendment of Clause 4 of the Company's Memorandum of Association to be consistent with the capital reduction.

Facts and Rationale: To be consistent with the decrease of the Company's registered capital as appeared in Agenda 11, the Company has to amend Clause 4 of the Company's Memorandum of Association by replacing the following statement.

"Article 4.	Registered capital amount	3,050,032,408.36	Baht	(Three billion fifty million thirty two thousand four hundred and eight baht thirty six satang)
	Consists of	4,485,341,777	Share	(Four billion four hundred eighty-five million three hundred forty-one thousand seven hundred seventy-seven shares)
	par value	0.68	Baht	(Sixty-eight satang)
	Divided into			
	Ordinary Shares	4,485,341,777	Share	(Four billion four hundred eighty-five million three hundred forty-one thousand seven hundred seventy-seven shares)
	Preferred Shares	-	Share	(- share)

Opinion of the Board of Directors: The Board of Directors' Meeting No. 3/2023 held on Friday, March 10, 2023 considered and agreed to propose to the 2023 Annual General Meeting of Shareholders to consider and approve the amendment of Clause 4. of the Memorandum of Association to be consistent with the reduction of the registered capital of the Company. In this regard, the person assigned by the Board of Directors to register the amendment of the Memorandum of Association at the Department of Business Development, Ministry of Commerce. has the power to amend and add wording to comply with the order of the Registrar.

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

Agenda 13 To consider and approve the increase of the company's registered capital in the amount of 15,873,337,346.08 baht from the original registered capital 3,050,032,408.36 baht as registered capital 18,923,369,754.44 baht by issuing ordinary shares to increase capital in the amount of not more than 23,343,143,156 shares with a par value of 0.68 baht (sixty-eight satang).

Facts and Rationale: According to the Company's plan to expand investment in The Megawatt Co., Ltd. ("Megawatt") from the original investment proportion in Megawatt of 49.02% of the registered capital of Megawatt. The Company will invest additionally in the proportion of 21.14 percent of the registered capital of Megawatt. In addition, the company will use it as working capital for the company and its subsidiaries and/or expand their existing business. and/or new business and/or payment of debts The Company therefore intends to increase the company's capital by another amount 15,873,337,346.08 baht from the original registered capital 3,050,032,408.36 baht as registered capital 18,923,369,754.44 baht by issuing new ordinary shares in the amount not exceeding 23,343,143,156 shares with a par value of 0.68 baht (sixty-eight satang) consists of:

- 1) Reserve for the issuance and offering of new ordinary shares to the existing shareholders of the Company in proportion to their shareholding (Right Offering) in the amount not exceeding 20,761,555,194 shares.
- 2) Reserve to accommodate the right adjustment of warrants to purchase ordinary shares No. 6 (B-W6) in an amount not exceeding 905,898,070 shares.
- 3) Reserve to accommodate the right adjustment of warrants to purchase ordinary shares No. 7 (B-W7) in the amount not exceeding 1,675,689,892 shares.

Opinion of the Board of Directors: The Board of Directors' Meeting No. 3/2023 held on Friday, March 10, 2023 considered and agreed to propose to the 2023 Annual General Meeting of Shareholders to consider and approve the increase of the Company's registered capital in the amount of 15,873,337,346.08 baht from the original registered capital 3,050,032,408.36 baht as registered capital 18,923,369,754.44 baht as above details.

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

Agenda 14 To consider and approve the amendment of Clause 4 of the Company's Memorandum of Association to be consistent with the capital increase.

Facts and Rationale: To be consistent with the increase of the Company's registered capital as appeared in Agenda 13, the Company has to amend Clause 4 of the Company's Memorandum of Association by replacing the following statement.

"Article 4.	Registered Capital	18,923,369,754.44	Baht	(Eighteen thousand, nine hundred twenty-three million, three hundred sixty-nine thousand, seven hundred fifty-four baht, forty-four satang)
	Consists of	27,828,484,933	Share	(Twenty-seven thousand eight hundred twenty-eight million four hundred eighty-four thousand nine hundred thirty-three shares)

	Par value	0.68	Baht	(Sixty-eight satang)
	Divided into			
	Ordinary Shares	27,828,484,933	Share	(Twenty-seven thousand eight hundred twenty-eight million four hundred eighty-four thousand nine hundred thirty-three shares)
	Preferred Shares	-	Share	(- Share)

Opinion of the Board of Directors: The Board of Directors' Meeting No. 3/2023 held on Friday, March 10, 2023 considered and agreed to propose to the 2023 Annual General Meeting of Shareholders to consider and approve the amendment of Clause 4. of the Memorandum of Association to be consistent with the increase of the Company's registered capital as assigned by the Board of Directors in registering the amendment of the Memorandum of Association at the Department of Business Development Ministry of Commerce has the power to amend and add wording to comply with the order of the Registrar.

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

Agenda 15 To consider and approve the allocation of new ordinary shares.

Facts and Rationale: According to the capital increase from 15,873,337,346.08 baht from the original registered capital 3,050,032,408.36 baht as registered capital 18,923,369,754.44 baht by issuing new ordinary shares in the amount not exceeding 23,343,143,156 shares with a par value of 0.68 baht (sixty-eight satang). Therefore the Company proposed to the shareholders' meeting to consider the allocation of new ordinary shares.

Opinion of the Board of Directors: The Board of Directors' Meeting No. 3/2023 held on Friday, March 10, 2023 considered and agreed to propose to the 2023 Annual General Meeting of Shareholders to consider and approve the issuance of new issued ordinary shares in the amount not exceeding 23,343,143,156 shares with a par value of 0.68 baht per share, with details as follows:

- (1) Not more than 20,761,555,194 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 shareholding (Right Offering) by offering to the existing shareholders whose names appear on the date for determining the list of eligible persons to subscribe for new issued shares on May 3, 2023 at the ratio of 1 existing ordinary share to 6 new ordinary shares (1:6) at the offering price of 0.06 baht (six satang) per share, representing a total value not exceeding 1,245,693,311.64 baht (one thousand two hundred forty-five million six hundred ninety-three thousand three hundred and eleven baht and sixty-four satang). In case there's a fraction of shares resulting from the calculation, the fraction of that share shall be discarded. In this regard, shareholders may subscribe for new issued ordinary shares in excess of their rights. Existing shareholders who oversubscribe will be allocated oversubscribed shares only when there are shares remaining from the allotment to the existing shareholders of the Company who subscribed over their rights. The subscription and payment date for the new ordinary shares is scheduled between 22 - 26 May 2023 (a total of 5 business days) from 9:00 a.m. to 3:30 p.m., with details as follows:

- 1.1. In case that there are new ordinary shares remaining from the subscription of existing shareholders according to their rights or have outstanding shares in any case, the remaining shares shall be allocated and offered for sale to the existing shareholders of the Company who have subscribed and paid for the subscription ordinary shares in excess of their rights at the same offering price by authorizing the Board of Directors or Executive Committee or Chairman of Executive Committee or Chief Executive Officer will consider the allocation and offer for sale of remaining shares to the existing shareholders who have subscribed and paid for the subscription ordinary shares in excess of their rights in accordance with the following criteria and conditions:

- (a) In the event that the number of ordinary shares oversubscribed by existing shareholders is greater than the number of remaining ordinary shares, the remaining shares shall be allocated among the existing shareholders who subscribed for ordinary shares in excess of their rights in proportion to the shareholding of existing ordinary shares of each shareholder who has subscribed for ordinary shares in excess of their rights. The allocation of these shares shall continue until there are no shares remaining from the allocation. According to the Board of Directors or the Executive Committee or the Chairman of the Executive Committee or the Chief Executive Officer will consider it appropriate. However, the Company will refund the subscription fee for the shares that have not been allocated additionally to the existing shareholders as mentioned above without interest within 14 days from the share subscription closing date.
 - (b) In the event that the number of ordinary shares oversubscribed by existing shareholders is less than the number of remaining ordinary shares, the remaining shares shall be allocated to all existing shareholders who have subscribed for ordinary shares in excess of their rights and paid for the subscription for these ordinary shares.
- 1.2. However, if there are still shares remaining from the exercise of the right to subscribe for newly issued ordinary shares of the existing shareholders of the Company from the allocation in (a) and (b), the Company will offer the remaining shares to other person who is suitable which is a Private Placement (PP) by requesting the shareholders' meeting of the Company to consider and approve the authorization of the Board of Directors or the person assigned by the Board of Directors to determine the offering price of approved shares at the best price according to market conditions during the offering to investors. The price is not less than 90 percent of the market price, where the market price shall be calculated from the weighted average trading price of the company's shares on the Stock Exchange of Thailand retrospectively for not less than 7 days but not more than 15 consecutive business days prior to the date on which the Board of Directors resolved to determine the offering price of these shares by determining the discount. The Board of Directors must also consider the market conditions at that time according to the Notification of the Capital Market Supervisory Board TorChor No. 72/2558. However, the price is not lower than the offering price of newly issued ordinary shares to existing shareholders of the Company at 0.06 (six satang) per share. However, the market prices may be lower than the par value since the company still has accumulated loss operating results within the criteria set forth in Section 52 of the Public Limited Companies Act B.E. 2535.
- 1.3. In case of the allocation of the remaining shares from the existing shareholders' share subscription to a Private Placement allow the company to register the change of paid-up capital from time to time with the public company registrar according to the payment of the person allocated in each time. In the event that there are fractions of shares, such fractions shall be discarded. However, the determination of the right to subscribe and receive the allocation of new issued shares, as well as the subscription date for such newly issued shares, is still uncertain until it has been approved by the shareholders' meeting.
- (2) Not exceeding 905,898,070 shares to accommodate the adjustment of the warrants to purchase ordinary shares ("B-W6") and the allocation of ordinary shares to accommodate the adjustment of the warrants to purchase ordinary shares ("B-W7") not exceeding 1,675,689,892 shares. In this regard, the allocation of the new ordinary shares the Board of Directors and/or Executive Committee and/or Chairman of the Executive Committee and/or Chief Executive Officer or authorized person by the Board of Directors and/or Executive Committee and/or Chairman of Executive Committee and/or Chief Executive Officer have the power to consider and determine any other necessary details relating to the allocation and offering for sale as one time or in parts for sale periodically. Including the power to take any action that necessary and relevant to the offering of the newly issued ordinary shares in all respects. For example, the objectives of the issuance and offering of new ordinary shares,

proportion of utilization of capital increase, offering price determination, offering period and payment of shares, etc., including changes in the offering tender period and payment for new issued ordinary shares, specifying conditions and details in the issuance and offering of new ordinary shares as it deems appropriate as well as amending the wording or details in the minutes of the shareholders' meeting, Memorandum of Association and/or various requests and/or take any action in order to comply with the registrar's order in registering the Company's registered capital increase with the Department of Business Development, the Ministry of Commerce from time to time according to the payment of the subscriber each time. Including the listing of newly issued ordinary shares on the Stock Exchange of Thailand and submission of information, documents, evidence to the Securities and Exchange Commission Stock Exchange of Thailand, Ministry of Commerce or other relevant agencies.

Number of Votes for Resolution: This agenda must be approved by a majority vote of the shareholders attending the meeting and having the right to vote.

Agenda 16 Acknowledgment of the additional investment in ordinary shares of The Megawatt Company Limited ("Megawatt") in the amount not exceeding 4,900,000 shares from the existing shareholders of The Megawatt Co., Ltd.

Facts and Rationale: The company started investing in ordinary shares of The Megawatt Co., Ltd. ("Megawatt") since 2020 and has gradually invested until present. According to the performance of The Megawatt Co., Ltd has continued growth in revenue and profits. Megawatt operates an alternative energy business, which is the main direction of investment in Thailand and around the world and also operates in the energy market continues to grow considerably. Megawatt has cooperation in technology and capital management with partners who build and install electricity networks in Thailand and many countries around the world. It has advantages in both technology and good project management. Moreover, Megawatt has a solar power plant project (Solar Roof) in Thailand that has contracted to sell electricity to government agencies, which receives high electricity purchase rates and Megawatt has many upcoming Solar Rooftop projects. In addition, Megawatt has studied and prepared to invest in other alternative energy businesses such as wind power plants and battery management system for the electric vehicle business in Thailand that is growing exponentially. All of business which are environmentally friendly energy businesses (Green Utilities) according to the business strategy of Begistics Public Company .

Begistics Public Company Limited sees the trend of growth in the value of The Megawatt Company Limited and a good time for this investment. Therefore, the Company negotiated and bought shares of Megawatt from Wave Entertainment Public Company Limited, The Brooker Group Public Company Limited and Energy Sources Investment Pte. Ltd at a price not exceeding 115 baht per share. The price is appropriate and not more than the price appraised by a financial advisor approved by the SEC at 114.50 baht per share.

Opinion of the Board of Directors: The Board of Directors' Meeting No. 3/2023 has considered that this transaction are appropriate and beneficial to the Company and shareholders which is expected to generate stable income and profits for the Company, and will lead to adding value to the shareholders, where the Company will be able to diversify the risk of relying on the main business which is the transportation business and logistics which the Board of Directors opinion that this transaction would be beneficial to the Company and its shareholders.

In this regard, Board of Directors meeting resolution resolved to approve the this transaction under the conditions of the sale of such shares must be approved by the seller, Wave Entertainment Public Company Limited, The Brooker Group Public Company Limited and Energy Source Investment Pte Ltd according to the relevant legal procedures.

The Board of Directors considered the potential to generate income and profit growth of Megawatt continuously. Since the investment in The Megawatt Company Limited, the Company began to recognize profit sharing in the second quarter of 2021, where the performance of The Megawatt Company Limited yielded consistently good returns, causing the Company gradually to make additional investments and considering the growth of new projects and plans to invest in new power plants in foreign countries. For

example, the 360 MW Convalt Mandalay Solar Pte. Ltd., Solar Power Plant Project in Mandalay, Myanmar which is expected to start investing within the year 2023 and is another important source of income for The Megawatt Company Limited, causing the Board of Directors considered to investment in The Megawatt Co., Ltd. from 49.02% to 70.16% in order to benefit from such business growth.

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

Agenda 17 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 2023 on March 27th, 2023. (Record Date)

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 20th, 2023 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 2023 (Record Date) on March 27th, 2023, 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 2023 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 5) to attend the meeting on behalf of the shareholder by filling out and signing Proxy Form B (clearly specify details about the proxy) (please see details in Enclosure 7) 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 6). In this regard, for your cooperation, please send the proxy to the company within April 17th, 2023 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 2023 via electronic media at the date and time as indicated above.



Yours faithfully

Police Lieutenant General



(Somkid Boonthanom)
Chairman of the Board

Begistics Public Company Limited

Note: Shareholders are able to view the Notice of The Annual General Meeting of Shareholders for the year 2023 and the supporting documents on the company's website from March 28th, 2023 at <https://www.begistics.co.th/agm-egm /Title Investor Relation/ AGM / EGM / AGM 2023> and can submit questions regarding the agenda in advance, according to the procedure for submitting questions about the shareholders' meeting. (Appeared in the Enclosure 8).

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 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. | 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 28th 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 28th 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	<p>(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> <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.

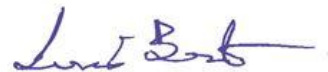
Agreed	784,350,870	Votes as calculated as %	99.999991
Disagreed	0	Votes as calculated as %	0.000000
Abstention	71	Votes as calculated as %	0.000009
Voided Ballot	0	Votes as calculated as %	0.000000

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

รายงานประจำปี 56-1 ONE REPORT 2565 ของบริษัท



งบการเงินประจำปี 2565 สิ้นสุดวันที่ 31 ธันวาคม 2565



(F53-4)

Capital Increase Report Form

Begistics Public Company Limited

March 10, 2023

Begistics Public Company Limited (“Company”), is located at No. Office 52, Thaniya Plaza Building, 28th Floor, Silom Road, Suriyawong Subdistrict, Bang Rak District, Bangkok 10500, hereby report the resolution of the Board of Directors Meeting No. 3/2023 held on March 10, 2023 at 11:00 a.m. regarding the reduction of the registered capital, increase registered capital, Amendment to the Articles of Association of the Company and the allocation of newly issued shares as follows:

1. Capital reduction

The Board of Directors' Meeting passed a resolution approving the registered capital reduction of the company amount Baht 43,409,661.84 from Baht 3,093,442,070.20 to Baht 3,050,032,408.36 by eliminating 63,837,738 unissued capital shares at 0.68 Baht (sixty eight satang) Par Value which is remaining shares from the allocation to the existing shareholders in proportion to their shareholding (Right Offering) which has ceased to be listed securities since February 6, 2023 in order to comply with the Company’s capital increase procedure.

2. Capital increase

The Board of Directors' Meeting passed a resolution approved the Company’s registered capital increase Baht 15,873,337,346.08 from Baht 3,050,032,408.36 to Baht 18,923,369,754.44 at Par Value 0.68 Baht (sixty-eight satang) by issuing 20,761,555,194 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) and issued ordinary shares to accommodate the right adjustment of warrants to purchase ordinary shares No. 6 (“B-W6) in the amount of not more than 905,898,070 shares and issued ordinary shares to accommodate the right adjustment of warrants to purchase ordinary shares No. 6 No. 7 (“B-W7) in the amount not exceeding 1,675,689,892 shares, including allocating shares in the amount not exceeding 23,343,143,156 shares by following details.

Capital increase	Type of share	number of shares (share)	Par value (Baht per share)	Total (baht)
<input checked="" type="checkbox"/> Specify the purpose of utilizing proceeds	Ordinary share	23,343,143,156	0.68	15,873,337,346.08
	Preferred share	-	-	
<input type="checkbox"/> General Mandate	Ordinary share	-	-	-
	Preferred share	-	-	-

3. Allotment of new shares.

3.1. Allocation of capital increase shares with specified purpose for utilizing proceeds

Allocated to	number of shares	ratio	Offering price (Baht)	Subscription and settlement	Remark
(1) Existing shareholders of the company in proportion to their shareholding (Right Offering)	20,761,555,194	1 existing share per 6 new shares	0.06	22-26 May 2023	Note 1
(2) To support the right adjustment of B-W6 warrants	905,898,070	-	-	-	Note 2
(3) To support the right adjustment of B-W7 warrants	1,675,689,892	-	-	-	Note 3

3.2. General Mandate

Allocated to	Type of share	number of shares	Percentage of paid-up capital	Remark
Existing Shareholders	Ordinary share	-	-	-
	Preferred share	-	-	-
general public	Ordinary share	-	-	-
	Preferred share	-	-	-
private placement	Ordinary share	-	-	-
	Preferred share	-	-	-

Note: Details of the allocation of newly issued ordinary shares 23,343,143,156 shares with a par value of 0.68 baht (sixty-eight satang) per share are as follows:

1. 20,761,555,194 shares with a par value of 0.68 baht (sixty-eight satang) per share for sale to the existing shareholders of the Company in proportion to their shareholding, by offering to the existing shareholders of the Company whose names appear on the date for determining the list of eligible shareholder to subscribe for newly issued shares on May 3, 2023 at the ratio of 1 existing ordinary share to 6 newly issued ordinary shares at the offering price of 0.06 baht (six satang) per share, total value not exceeding 1,245,693,311.64 baht (one thousand two hundred forty-five million six hundred ninety-three thousand three hundred and eleven baht and sixty-four satang). In this regard, shareholders may subscribe for newly issued ordinary shares in excess of their rights. (Oversubscription) Existing shareholders who oversubscribe will be allocated shares oversubscribed only when there are shares remaining from the allotment to the existing shareholders of the Company who have subscribed according to all rights only And the subscription and payment date for the newly issued ordinary shares is scheduled between May 22-26, 2023 (total of 5 business days) from 9:00 a.m. – 3:30 p.m.,
with the following details:

- 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 amount 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 0.06 baht (six-satang) per share, the market price may be lower than Par Value (Par) because the Company still has accumulated loss in accordance with the criteria set forth in Section 52 of the Public Limited Companies Act B.E 2535. However, the right of the Company still uncertain since it has to wait for the approval from the shareholders' meeting.

In this regard, the offering of the remaining ordinary shares to private placement is an offering of only the remaining newly issued ordinary shares after the allocation to the existing shareholders only.

2. Share allocation to support the right adjustment of B-W6 warrants in the amount of 905,898,070 shares to accommodate the right adjustment of B-W6 warrants in order to comply with the rights requirements in the event that the Company offers to sell ordinary shares to hold the same shares At the net price per new ordinary share lower than 90 percent of the market price of the ordinary shares.

3. Share allocation to support the right adjustment of additional B-W7 warrants 1,675,689,892.00 shares to accommodate the right adjustment of the B-W7 warrants in order to comply with the rights requirements in the event that the Company offers to sell ordinary shares to the existing shareholders. At the net price per new ordinary share lower than 90 percent of the market price of the ordinary shares.

However, the allocation of the newly issued ordinary shares to the Board of Directors and/or the Executive Committee and/or the Chairman of the Executive Committee and/or Chief Executive Officer or a person authorized by the Board of Directors and/or the Executive Committee and/or Executive Director and/or Chief Executive Officer have the power to consider and determine any other necessary details related to the allocation and offer for sale as a single or split for sale from time to time including having the power to take any action necessary and related to the offering of newly issued ordinary shares in all respects, such as the purpose of issuing new ordinary shares, proportion of using capital increase, offering pricing, offer period and payment of shares, etc., including changes in the offering period, tender offer and acceptance of payment for newly issued ordinary shares setting conditions and details in the issuance and offering of new ordinary shares as it deems appropriate as well as amending words or texts in the minutes of the shareholders' meeting memorandum and/or various requests and/or take any action to comply with the order of the registrar in registering the company's registered capital increase with the Department of Business Development, Ministry of Commerce from time to time according to the payment of the subscriber each time including the listing of newly issued ordinary shares on the Stock Exchange of Thailand and submission of information, documents, evidence to the Office of the Securities and Exchange Commission Stock Exchange of Thailand Ministry of Commerce or other related agencies.

In the case of the allocation of the remaining shares from the existing shareholders' share subscription to a private placement Allowing the company to register the change of paid-up capital from time to time with the public company registrar. According to the payment of the person allocated each time In the event that there are fractions of shares Such shares shall be rounded off.

However, the determination of the right to subscribe and receive the allocation of newly issued shares, as well as the subscription date for such newly issued shares, is still uncertain until it has been approved by the shareholders' meeting.

4. Schedule of shareholders' meeting to approve the capital reduction capital increase and share allotment

Schedule of the 2023 Annual General Meeting of Shareholders via electronic media (E-AGM 2023) on Tuesday, April 25, 2023 at 2:00 p.m. Office No. 52 Thaniya Plaza Building, 28th Floor, Silom Road, Suriyawong Subdistrict, Bang Rak District, Bangkok 10500 by specifying the name list of shareholders who have the right to attend the 2023 Annual General Meeting of Shareholders (Record Date) via electronic media (E-AGM 2023) on March 27, 2023 (Record Date). and determine the list of eligible shareholder to subscribe for newly issued shares on May 3, 2023.

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

5.1 Approved by the shareholders' meeting to proceed with the capital reduction and capital increase. including other related matters.

5.2 The company will reduce the registered capital and increase the registered capital including the amendment of the Memorandum of Association related to the capital reduction and capital increase with the Department of Business Development, Ministry of Commerce.

5.3. The Company will apply for permission from the Stock Exchange of Thailand to list the newly issued ordinary shares to the existing shareholders of the Company who subscribe for the newly issued ordinary shares on the Stock Exchange of Thailand.

5.4. The Company will seek approval from the Office of the Securities and Exchange Commission in proceeding with the offering for sale of newly issued ordinary shares remaining from the exercise of subscription rights of existing shareholders for offering to individuals. in a private placement (Private Placement) and request permission from the Stock Exchange of Thailand to be listed on the Stock Exchange of Thailand.

5.5. The Company will apply for approval from the Stock Exchange of Thailand to receive newly issued ordinary shares as listed securities on the Stock Exchange of Thailand.

6. Objectives of the capital increase and utilization of proceeds from the capital increase

The issuance and offering of newly issued ordinary shares to the existing shareholders of the Company at the ratio of 1 : 6 (Right Offering). 1,245,693,311.64 baht will be used for the following purposes:

Objectives of using the money	Proportion of utilization of proceeds received from the capital increase (%)	Period of use of capital increase
1. Investment in ordinary shares of The Megawatt Company Limited	46.00	by 2023
The company will invest to buy shares of MW. from 3 existing shareholders of MW, totaling not more than 4,960,000 shares, at a price of 115 baht per share, totaling not more than 570,400,000 baht.		
1. Working capital of the company and its subsidiaries and pay debts	25.00	by 2023
2. Expand current and future business	29.00	by 2023 -2024

Since the company has a tendency to expand its business continuously, including future investment plans, it is necessary to provide funding sources. Therefore, the company has issued this cap increase share to increase liquidity and working capital for the company, as well as help to strengthen the company's capital base in order to prepare for future investment expansion and/or for other purposes as the Board of Directors or the Executive Committee deems appropriate.

7. Benefits that the Company will receive from the capital increase and share allotment

7.1 Sufficient funds to support the expansion of investment in the company's existing business and support the expansion of investment in new projects in the future. This will result in the company's being able to make a profit and set a trend for better operations in the future.

7.2. Increase the company's financial liquidity, pay debts and used as working capital.

8. Benefits that the shareholders will receive from the capital increase and share allotment

The money received from the capital increase will be used to support the expansion of investment and working capital, giving the company the ability to generate general income and increase profitability, creating value for shareholders and the company in the future.

9. Other details necessary for shareholders to make a decision to approve the capital increase/share allotment.

N/A

10. Information related to the impact that may arise from the capital increase or the allotment of newly issued shares through private placement

The impact on the shareholders of the company can be divided into 3 forms as follows:

1) Dilution of voting rights of existing shareholders (Control Dilution)

2) Price Dilution

3) EPS Dilution

10.1 Control Dilution

$$\begin{aligned}
 &= \frac{\text{number of shares for RO}}{\text{Paid-up shares + RO support shares}} \\
 &= \frac{2,563,154,962}{(3,460,259,199 + 20,761,555,194)} \\
 &= 85.71\%
 \end{aligned}$$

Impact on the decrease in shareholding proportion In the case of the issuance and offering of newly issued ordinary shares to the existing shareholders of the Company (Rights Offering), all rights are exercised. Shareholders will not be affected by the dilution of their shareholding. Because it is issued and offered to existing shareholders in proportion to their shareholding. will affect approximately 85.71% of existing shareholders

10.2 Price Dilution

In the case of the offering of newly issued ordinary shares of the Company to the existing shareholders in proportion to their shareholding (Rights Offering) in full amount

$$\begin{aligned}
 \text{Decrease in market price} &= \frac{(\text{Market price before trading} - \text{Market price after offering}) \times 100}{\text{market price before trading}}
 \end{aligned}$$

$$= \frac{0.374 - 0.109}{0.374}$$

$$= 71.96\%$$

Where the market price before trading is 0.374 baht per share, calculated from the weighted average price of the Company's ordinary shares traded on the Stock Exchange of Thailand during the period of 15 consecutive business days prior to the date of the Board of Directors' Meeting No. 3/2023, when March 9, 2023 (between February 16, 2023 – March 9, 2023), which is the day the Board of Directors resolved to propose an agenda to the shareholders' meeting.

The market price after the offering is equal to

$$\frac{(\text{number of paid-up shares} \times \text{pre-offering price}) + (\text{number of shares reserved for RO} \times \text{RO offering price})}{\text{Number of paid-up shares} + \text{number of shares supporting RO}}$$

$$= \frac{(3,460,259,199 \times 0.374) + (20,761,555,194 \times 0.374)}{(3,460,259,199 + 20,761,555,194)}$$

$$= 0.105$$

10.3 EPS Dilution

$$\text{Decrease in earnings per share} = \frac{\text{EPS before offering} - \text{EPS after offering}}{\text{EPS after offering}}$$

$$= \frac{0.0195 - 0.0028}{0.0028}$$

$$= 600\%$$

Where,

$$\text{EPS before offering} = \frac{\text{Net Profit}}{\text{Number of paid-up shares}}$$

$$= \frac{67,636,000}{3,460,259,199}$$

$$= 0.0195$$

$$\text{EPS after offering} = \frac{\text{Net Profit}}{\text{(number of paid-up shares + number of shares offered for sale this time)}}$$

(number of paid-up shares + number of shares offered for sale this time)

$$= \frac{\text{Net Profit}}{\text{(number of shares paid-up + number of shares supporting RO)}}$$

(number of shares paid-up + number of shares supporting RO)

$$= \frac{67,636,000}{3,460,259,199 + 20,761,555,194}$$

$$= 0.0028$$

** Earning used in calculations From the net profit of the year 2022 ending December 31, 2022*

The impact of the decrease in net profit per share in the event that the issuance and offering of newly issued ordinary shares to the existing shareholders of the Company (Rights Offering) has been exercised in full. There will be a 600% reduction in earnings per share.

Note * Paid-up shares as of the date the Board of Directors resolved to propose to the shareholders' meeting to approve the capital increase in proportion to their shareholding equal to 3,460,259,199 shares, plus the number of paid-up shares to be received from the capital increase to the existing shareholders of the Company (Rights Offering) of 20,761,555,194 shares, total paid-up shares equal to 24,221,814,393 shares

11. Certification of the Board of Directors regarding the capital increase

A testimonial of the board of directors on capital increase. In the event that the company's directors fail to perform their duties according to the law, the objectives and regulations of the company, as well as the resolution of the shareholders' meeting, with honesty and caution to preserve the interests of the company in matters relating to capital increase, by doing or omitting any action that is a failure to perform such duties and causes damage to the company, If the company does not claim compensation from that director, shareholders holding at least 5% of the total issued shares will notify the company to perform claims, and if the company does not act as the shareholder informed, such shareholder can sue for compensation from such director on behalf of the company in accordance with Section 85 of the Public Limited Companies Act B.E. 2535 (including amendments).According to the law, the objectives and regulations of the company as well as the resolution of the shareholders' meeting, with honesty and caution to preserve the interests of the company in the matter of capital increase, which causes the directors, executives, or related persons to have wrongful benefits. The company may sue the director to take responsibility and return the benefits to the company or a shareholder who holds shares and has voting rights of not less than 5 percent of the total number of votes. The company must notify the shareholders if the company does not proceed as reported by the shareholders within one month from the date of notification. Such shareholders can exercise their right to sue the benefits from such

directors on behalf of the company in accordance with Section 89/1 of the Securities and Exchange Act B.E. 2535 (including any amendments).

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

Procedures of capital increase	Proceeding Date
1. The Board of Directors' meeting No. 3/2022 resolved to approve the reduction of registered capital and increase the registered capital, allocation of newly issued shares and other related matters.	March 10, 2023
2. Date of notification of the Board's resolution to the Stock Exchange of Thailand.	March 13, 2023
3. The Record Date to determine the names of shareholders who have the right to attend the Annual General Meeting of Shareholders 2023 (Record Date)	March 27, 2023
4. The Annual General Meeting of Shareholders 2023	April 25, 2023
5. Date of notification of the resolutions of the Annual General Meeting of Shareholders 2023	April 25, 2023
6. Execute the registration to reduce the registered capital and increase the registered capital. and other matters related to the Department of Business Development, Ministry of Commerce.	within 14 days from the date that the shareholders' meeting has approved.
7. The names of persons entitled to subscribe for the newly issued shares.	May 3, 2023
8. Subscription date for newly issued ordinary shares (Right Offering) (5 business days).	22-26 May 2023 9:00 a.m. – 3:30 p.m.
9. Registering the change of paid-up capital with the Department of Business Development, Ministry of Commerce.	within 14 days from the date the subscription is closed and the company has received full payment of shares.

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

Yours sincerely,



(Mr.Panya Boonyapiwat)
Chief of the Executive Committee

Attachment to Agenda 5Profiles of the Persons Nominated to be Directors.

Pol.Lt.Gen. Somkid Boontanom

71 years old

Address	No. 32, Soi Chaloem Phrakiat Rama 9, Soi Yaek 2, Nong Bon Subdistrict, Prawet District, Bangkok 10250
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, 5 2020
Positions	Chairman of the Board
Education	- Master's degree : Master of Public Administration, Chulalongkorn University - Bachelor's Degree : Master of Public Administration (Police), Royal Police Cadet Academy
Director Training (IOD)	- Director Accreditation Program (DAP) รุ่นที่ 154/2561
Working Experiences	<p>November 2020 – Present - Chairman of the Board of Directors, Begistics Public Company Limited</p> <p>November 2013 – Present - Secretary in the sub-committee A follow-up study of law enforcement related to the protection and upholding of the monarchy, The National Legislative Assembly (NLA)</p> <p>2012 - present - Advisor of Preecha Group Public Company Limited</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>Director/Executive positions in other companies that may cause conflicts of interest with the Company</p>	<p>- None -</p>				
<p>Meeting attendance in 2022</p>	<table border="1" style="width: 100%;"> <tr> <td data-bbox="715 1151 1315 1200">Meeting Attendance</td> <td data-bbox="1315 1151 1516 1200" style="text-align: center;">2022</td> </tr> <tr> <td data-bbox="715 1200 1315 1234">: Board of Director Meeting</td> <td data-bbox="1315 1200 1516 1234" style="text-align: center;">10/11</td> </tr> </table>	Meeting Attendance	2022	: Board of Director Meeting	10/11
Meeting Attendance	2022				
: Board of Director Meeting	10/11				

Attachment to Agenda 5Profiles of the Persons Nominated to be Directors.

Mr. Jakkarat Lertopas

63 years old

Address	89/144 Moo 4, Bang Khanun Subdistrict, Bang Krui District, Nonthaburi Province 11130
Conflict of interest in this meeting	- None -
Number of shares held in the company (as of March 15, 2022)	- None -
Date of first appointment	December, 13 2021
Positions	Independent Director and Nomination and Remuneration Committee
Education	- Barrister at Law : Institute of Legal Education of the Thai Bar Association - Bachelor's degree : Bachelor of Laws, Ramkhamhaeng University
Director Training (IOD)	- Director Certification Program 221/2016 - Director Accreditation Program (DAP) รุ่นที่ 154/2015
Working Experiences	<p>December 2021 – present</p> <p>Jun. 2021 – Sep. 2021</p> <p>- Independent Director and Member of the Nomination and Remuneration Committee, Begistics Public Company Limited</p> <p>- Deputy Governor of Industrial Estate Authority of Thailand (Operation Division 3), Industrial Estate Authority of Thailand</p>

Jul 2019 – May 2021	- Deputy Governor of Industrial Estate Authority of Thailand (Service and Customer Relations Division), Industrial Estate Authority of Thailand	
Relationship Characteristics of nominated persons qualified as independent directors 1. Being close relatives to other executive / major shareholders controlling person / subsidiaries 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 ● 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	- None -	- None - - None - - None - -
Forbidden Qualifications	<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 	
Director/Executive positions in other companies that may cause conflicts of interest with the Company	- None -	
Meeting attendance in 2022	Meeting Attendance	2022
	: Board of Director Meeting	11/11
	: Nomination and Remuneration Committee	1/3

Attachment to Agenda 5Profiles of the Persons Nominated to be Directors.

Miss Chayasinee Tientong

44 years old

Address	89/144 Soi Ratchaphruek 5, Bangchak Subdistrict, 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, 9 2022
Positions	Independent Director and Audit Committee
Education	- Master of Economics Department of Business Economics Faculty of Economics, Thammasat University - Bachelor of Business Administration (B.B.A.) in Marketing Faculty of Commerce and Accountancy, Chulalongkorn University
Director Training (IOD)	- Director Accreditation Program (DAP) รุ่นที่ 200/2023
Working Experiences	<p style="text-align: right;">Current</p> <p style="text-align: right;">2015 - May 2022</p> <p style="text-align: right;">Jun. 2000 - Feb. 2020</p> <p>- Independent Director and Audit Committee, Begistics Public Company Limited</p> <p>- Director, Sakarn Holding (2010) Co., Ltd.</p> <p>- Assistant Marketing Manager, Modular Compound Co., Ltd.</p>
Relationship Characteristics of nominated persons qualified	

<p>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 <p>Having material business relationship in such a way that may affect their independence</p>	<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>Director/Executive positions in other companies that may cause conflicts of interest with the Company</p>	<p>- None -</p>						
<p>Meeting attendance in 2022</p>	<table border="1"> <tr> <td data-bbox="841 1014 1321 1055">Meeting Attendance</td> <td data-bbox="1321 1014 1509 1055">2022</td> </tr> <tr> <td data-bbox="841 1055 1321 1104">: Board of Director Meeting</td> <td data-bbox="1321 1055 1509 1104">2/11</td> </tr> <tr> <td data-bbox="841 1104 1321 1149">: Audit Committee</td> <td data-bbox="1321 1104 1509 1149">3/7</td> </tr> </table>	Meeting Attendance	2022	: Board of Director Meeting	2/11	: Audit Committee	3/7
Meeting Attendance	2022						
: Board of Director Meeting	2/11						
: Audit Committee	3/7						

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

- i 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 57 years old.
Address 111/1126 Moo 1, Samet Sub-district, Mueang District, Chonburi
Number of shares held in the Company (as of February 15, 2023) NONE
Date of first appointment September 8, 2020
Number of years as a Director 2 years 6 months

Education

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

Work Experience

September 2020 – Present Independent Director, Member of the Audit Committee,
Member of the Nomination and Remuneration Committee
and Risk Management Committee
Begistics Public Company Limited
December 2019 – Present Engineering Director and Project Manager
Ergon Asia Co., Ltd.
July 2015 – July 2017 Chief Executive Officer
AED Fabrication Company Limited
May 2004 – June 2012 Managing Director
NVS Intelrigent Co., Ltd.

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
 - Having/not having interests in all agendas proposed in this Annual General Meeting of Shareholders (AGM) None

Forbidden Qualifications

- Never dishonestly committed an offence against property
- Never entered into any transaction which may cause conflict of interest against company during the year

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

1. Attendance in person via electronic meeting

- For the shareholder who is a natural person, a Thai nationality, please send the registration form for attendance via electronic media to the company.
- For the shareholder who is a natural foreign person, please send the registration form for attendance via electronic media to the company.
- 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 2023., 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, 57 years old.

111/1126 Moo 1, Samet Sub-district, Mueang District, Chonburi

- Any shareholder who requires assigning a proxy to the independent director, please deliver the proxy form made and signed completely according to the criteria specified above to the Company Secretary along with related documents at least 1 day before the Meeting day.
 - The proxy holder who wishes to attend the meeting via electronic meeting, please send the registration form for attendance via electronic media to the company together with ID card/government official card/passport (for a foreigner) of the proxy holder for registration.
3. **In case of the deceased shareholder:** The estate administrator may attend the meeting by himself or to assign a proxy to other person to attend the meeting. The court order to appoint such estate administrator, certified by the authorized person, within 6 months before the meeting day must be additionally presented.
 4. **In case of the minor shareholders:** The father-mother or the legal guardian may attend the meeting by him/herself or to assign a proxy to other person to attend the meeting. The copy of the house registration of the minor shareholders must be additionally presented.
 5. **In case of the incompetent or quasi-incompetent shareholders:** The guardian or the curator may attend the meeting by him/herself or to assign a proxy to other person to attend the meeting with the court order of appointment to be a guardian or the curator, certified by the authorized person, within 6 months before the meeting day, must be additionally presented.
 6. **Registration:** The registration for the attendance at the Meeting shall be from 12.00 – 14.00 hours.

Articles of Association

Chapter 1 General Provisions

1. These Articles shall be called Articles of Association of Begistics Public Company Limited.
2. The term the “Company” as used in these Articles shall mean Begistics Public Company Limited.
3. Any amendment or modification of these Articles of Association or Memorandum of Association shall be made by a resolution of the general meeting of shareholders with a vote of not less than three quarters (3/4) of all votes of shareholders attending the meeting and eligible to vote.
4. Unless otherwise stipulated in these Articles of Association, the provisions of law on public companies limited and law on securities and exchange shall apply. In the event the Company or subsidiaries enter into related transactions or transactions relating to acquisition or disposal of assets of the Company or subsidiaries pursuant to the meaning prescribed under the notification of the Stock Exchange of Thailand then applicable to related transactions of listed companies or acquisition or disposal of assets of listed companies, as the case may be, the Company shall comply with the criteria and procedures pursuant to the stipulations under such notification.

Chapter 2 Issuance of Shares and Transfer of Shares

5. Shares of the Company are ordinary shares entered into named certificates and paid up at one time in full and/or paid up by property otherwise than by money or grant of copyright in artistic or scientific works or patent, trade mark, model, map or formula or any secret procedure to use information relating to industrial, commercial or scientific experiences.
The Company may issue preference shares, debentures, warrants or other securities as permitted under the law on securities and exchange.
6. Payment for subscription of shares shall not be made by set off by subscribers or shareholders against debt owed by the Company except in the case of debt restructuring by issuing new shares receipt of which shall be made to creditors under a conversion of debt to equity scheme as approved by a resolution passed by the general meeting of shareholders with a vote of not less than three quarters (3/4) of all votes of shareholders attending the meeting and eligible to vote.
Issuing shares to repay the debt and the conversion of debt to equity scheme under the preceding paragraph shall be in accordance with the criteria and procedures as prescribed in a ministerial regulation.
7. A share certificate of the Company shall contain the signature of at least one director, signed or printed; however the Company may assign a share registrar under the law on securities and exchange to sign or print the signature on the share certificate in the Company behalf.
8. The Company may assign a natural or juristic person to act as the Share Registrar and if the Company assigns a share registrar pursuant to the law on securities and exchange, the registration procedure shall be as stipulated by the Share Registrar.
9. Any person may acquire ownership of shares as a result of death or bankruptcy of shareholder(s) and, upon production of lawful evidence to the Company in full, the Company shall register and issue new share certificate within 1 (One) month after receipt of full evidence.

In the event the share certificate is materially damaged or faded, the Company may, upon receipt of such certificate, issue new share certificate. In the event the share certificate is lost or destroyed, the Company may, upon receipt of evidence by shareholder of police blotter or other reasonable evidence, issue new share certificate to shareholders within a period prescribed by relevant law.

10. The Company shares can be freely transferred except in the case where any transfer may cause aliens to hold more than 49 (Forty Nine) per cent of the total issued shares and increase the ratio of aggregate shares held by aliens over the limit specified above, the Company reserves right to refuse to register such transfer of shares.

The term “aliens” under these Articles of Association shall have the same meaning as “aliens” under the law on foreign business of aliens.

11. A transfer of shares shall be valid and effective if share certificate is endorsed specifying the transferee and signed by transferor and transferee, as well as delivered to transferee.

Such transfer shall be raised against the Company upon receipt of request to register the transfer and against a third person when the Company has already registered the transfer upon consideration that the transfer has been lawful. The Company shall register the transfer within 14 (Fourteen) days as from receipt of request. Where the transfer is not correct, the Company shall notify those who made such request within 7 (Seven) days.

Transfer of shares traded in the Stock Exchange shall be as stipulated by the law on securities and exchange.

12. The Company shall neither own nor accept pledge of its shares, except in the following circumstances:
- (1) the Company may repurchase its shares from dissenting shareholders who vote against a resolution of the general meeting of shareholders approving an amendment to the Articles of Association regarding voting right and the right to receive dividends which, in their opinion, is considered unfair;
 - (2) the Company may repurchase its shares for financial management purposes when the Company has accumulated profits and excessive liquidity, provided that the share repurchase will not cause financial implication to the Company.

In this respect, shares held by the Company shall not be counted to constitute a quorum for the general meeting of shareholders and shall carry no voting right as well as no right to receive dividends. The Company shall dispose of the repurchased shares as mentioned above within a period as prescribed by the Company in the repurchase scheme. Where the Company fails to do so or is unable to complete the disposition within the prescribed period, the Company shall reduce its paid-up capital by writing off such repurchased but unsold shares.

The repurchase, disposition and writing off of the repurchased but unsold shares including fixing offered or selling price or in other cases in relation to repurchase of such shares shall be proceeded in accordance with the criteria and procedures as prescribed in a ministerial regulation. In the event of shares traded in the Stock Exchange of Thailand, the Company shall also comply with rules, notifications, orders and stipulations of the Stock Exchange of Thailand.

The repurchase of shares of not exceeding 10 (Ten) per cent of paid-up shares may be approved by the Board of Directors but an amount exceeding 10 (Ten) per cent shall be approved by the general meeting of shareholders with a vote of not less than 50 (Fifty) per cent of all votes of shareholders attending the meeting and eligible to vote in which event the Company shall repurchase shares within 1 (One) year as from the resolution by the general meeting of shareholders.

13. In case of preference shares, conversion of preference to ordinary shares shall be made by shareholders who wish to do so by submitting a request to the Company as well as delivering the share certificate(s). The conversion under the preceding paragraph shall be valid and effective as from the date the request is submitted in which event the Company shall issue new share certificate to the requestor within 14 (fourteen) days as from receipt of request.
14. During the course of 21 (Twenty One) days prior to the general meeting of shareholders, the Company may suspend the registration of shares by notifying shareholders in advance at the head office of the Company and every branch not less than 14 (Fourteen) days prior to the date commencing suspension of share transfer.

Chapter 3 Board of Directors and Authority

15. The Board of Directors shall consist of not less than 5 (Five) persons, and elect the Chairman and may also elect a vice chairman as well as other positions as deemed appropriate. At least half of the number of directors shall have their residences in the kingdom.
16. A director of the Company is not required to be a shareholder of the Company.
17. Directors may be elected at a general meeting of shareholders in accordance with the following criteria and procedures:
 - (1) Each shareholder shall have a number of votes equal to the number of shares held.
 - (2) Each shareholder may exercise all the votes he or she has under (1) to elect one or several persons as director or directors; if several persons are to be elected as directors, the shareholders may not allot his or her votes to any person in any number.
 - (3) After the vote, the candidates shall be ranked in order descending from the highest number of votes received to the lowest, and shall be appointed as directors in that order until all of the directors positions are filled. Where the votes cast for candidates in descending order are tied, which would otherwise cause the number of directors to be exceeded, the Chairman shall have a casting vote.
18. At every general meeting of shareholders, one-third (1/3) of the directors shall retire from office. If the number of directors is not a multiple of three, then the number nearest to one-third shall retire from office.

Directors to retire from office in the first and second years following the incorporation of the Company shall be drawn by lots. In every subsequent year, the directors who have been longest in office shall retire from office.

A retiring director may be eligible for re-election.
19. Apart from retirement by rotation, the directors shall vacate office upon:

- (1) death;
 - (2) designation;
 - (3) loss of qualifications or disqualification under the law on public limited company;
 - (4) removal by a resolution of the general meeting of shareholders;
 - (5) removal by a court order.
20. Any director who wishes to resign from office shall submit his or her resignation letter to the Company and the resignation shall be effective on the date the resignation letter has reached the Company.
21. In case a directorship becomes vacant otherwise than by rotation, the Board of Directors shall elect a person who is qualified and does not possess prohibitive characters under the law on public limited company as replacement at the subsequent meeting of the Board of Directors unless the remaining duration of the director's term of office is less than 2 (Two) months.
- A person so appointed shall retain his or her office during such time only as the removing director was entitled to retain the same.
- The resolution of the Board of Directors under the first paragraph shall be passed by a vote of not less than three-fourth (3/4) of the remaining directors.
22. In the event of retirement of full Board of Directors, such retiring Board of Directors shall remain in office to continue operation of the Company as is necessary until new Board of Directors shall be in office unless a court order has been issued otherwise in the event the retirement is by court order.
- The retiring Board of Directors shall convene a general meeting of shareholders for election of new Board of Directors within 1 (One) month as from retirement, by sending a notice of not less than 14 (Fourteen) days to shareholders and publicizing the notice in a newspaper of not less than 3 (three) consecutive days prior to the meeting.
23. The general meeting of shareholders may remove a director before the expiration of his or her term by a majority vote of not less than three-fourths (3/4) of shareholders attending the meeting and eligible to vote and holding shares of not less than one half (1/2) of the number of shares held by shareholders attending the meeting and eligible to vote.
24. The Board of Directors shall have authority and duty to manage the Company within the scope of law, its objects, Articles of Association and resolutions passed by the general meeting of shareholders.
- The Board of Directors may assign one or more persons to perform one or more specific assignments on behalf of the Board of Directors.
25. The Board of Directors shall hold a meeting at least every 3 (Three) months.
26. Meetings of the Board of Directors shall be held at the location in which Company office is situated or nearby provinces or any other places as the Chairman or a person delegated by the Chairman determines.
27. In calling a meeting of the Board of Directors, the Chairman or a person delegated by the Chairman shall send a notice to directors not less than 7 (Seven) days in advance except in case of necessity to preserve right or benefit of the Company, a notice may be sent by other means and timeframe shortened.
- At least 2 (Two) directors may request for a meeting in which event the Chairman shall then determine the date of the meeting within 14 (Fourteen) days as from receipt of request.

28. At a meeting of the Board of Directors, there shall be directors attending the meeting of not less than a half of the Board of Directors to constitute a quorum.
In the event the Chairman is not present or unable to perform duty, a vice chairman, if appointed, shall act as Chairman. If there is no vice chairman, or if there is one but is unable to perform duty, the directors present at the meeting shall elect one among themselves to be the Chairman of that meeting.
29. Decisions of the meeting of the Board of Directors shall be made by majority vote.
Each director shall have one vote; but the directors who have interest in any matter shall not have right to vote on such matter. In case of equality of votes, the Chairman of the meeting shall have a casting vote.
30. Names and number of the directors who can sign to bind the Company are two directors signing jointly with the Company seal affixed, and the general meeting of shareholders or the Board of Directors has the authority to designate names of directors authorized to sign to bind the Company.
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.

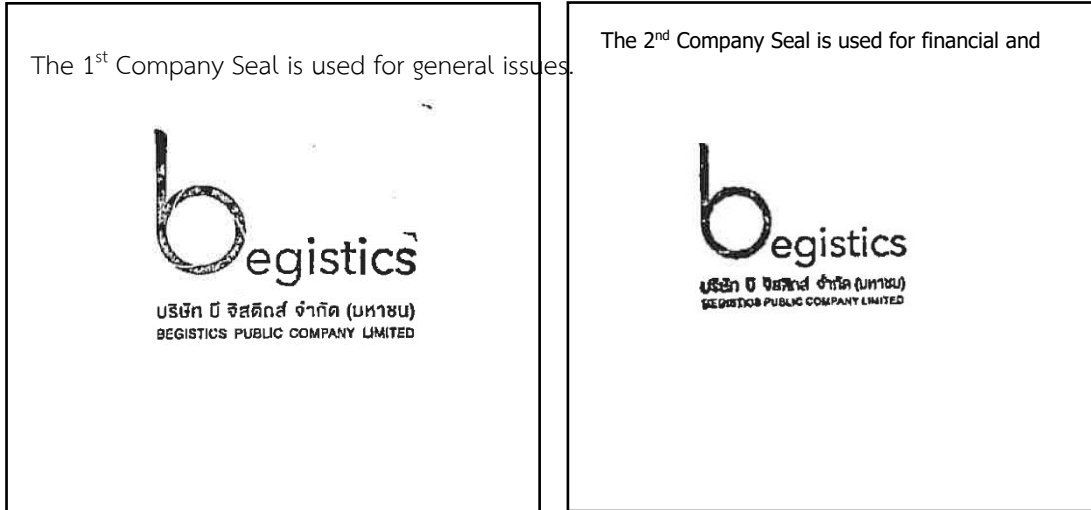
Chapter 8 Account, Finance and Auditing

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)



(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) นายสมิทธ เหลี่ยมมณี ตำแหน่ง กรรมการอิสระ กรรมการตรวจสอบ กรรมการสรรหาและกำหนดค่าตอบแทน
และกรรมการบริหารความเสี่ยง อายุ 57 ปี

or **Mr. Smith Leam-manee** Positions Independent Director, Audit Committee, Nomination and
Remuneration Committee and Risk Management Committee, Age 57 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 2566 (ผ่านสื่ออิเล็กทรอนิกส์) ในวันที่ 12 พฤษภาคม 2566 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 2023
(via electronic media) on May 12, 2023 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

I/We

สัญชาติ

Nationality

อยู่บ้านเลขที่

Residing at

ถนน
Road

ตำบล/แขวง

Tambol/Khwaeng

อำเภอ/เขต

Amphoe/Khet

จังหวัด

Province

รหัสไปรษณีย์

Postal Code

(2) เป็นผู้ถือหุ้นของบริษัท 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

หุ้นบุริมสิทธิ

preference share of

หุ้น และออกเสียงลงคะแนนได้เท่ากับ

shares, and having the right to vote equivalent to

หุ้น และออกเสียงลงคะแนนได้เท่ากับ

shares, and having the right to vote equivalent to

เสียง

votes,

เสียง

votes.

(3) ขอมอบฉันทะให้

Hereby appoint:

(1) นาย/นาง/นางสาว

Mr./Ms./Miss

อายุ

age

ปี อยู่บ้านเลขที่

years, residing at

ถนน
Road

ตำบล/แขวง

Tambol/Khwaeng

อำเภอ/เขต

Amphoe/Khet

จังหวัด

Province

รหัสไปรษณีย์

Postal Code

หรือ

or

(2) นาย/นาง/นางสาว

Mr./Ms./Miss

อายุ

age

ปี อยู่บ้านเลขที่

years, residing at

ถนน
Road

ตำบล/แขวง

Tambol/Khwaeng

อำเภอ/เขต

Amphoe/Khet

จังหวัด

Province

รหัสไปรษณีย์

Postal Code

หรือ

or

(3) นาย/นาง/นางสาว

Mr./Ms./Miss

อายุ

age

ปี อยู่บ้านเลขที่

years, residing at

ถนน
Road

ตำบล/แขวง

Tambol/Khwaeng

อำเภอ/เขต

Amphoe/Khet

จังหวัด

Province

รหัสไปรษณีย์

Postal Code

หรือ

or

(4) นายสมิทธ เหลี่ยมมณี

ตำแหน่ง กรรมการอิสระ กรรมการตรวจสอบ กรรมการสรรหาและกำหนดค่าตอบแทน และ

กรรมการบริหารความเสี่ยง อายุ 57 ปี

or

 Mr. Smith Leam-manee

Positions Independent Director, Audit Committee, Nomination and Remuneration

Committee and Risk Management Committee, Age 57 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 2566 (ผ่านสื่ออิเล็กทรอนิกส์) ในวันที่ 12 พฤษภาคม 2566 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 2023

(via electronic media) on May 12th, 2023 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.

Invitation to the Annual General Meeting of Shareholders 2023 by electronic meeting

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

- วาระที่ 1**
Agenda 1. พิจารณารับรองรายงานการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 2/2565 เมื่อวันที่ 11 พฤศจิกายน 2565
To certify the Minutes of the Extraordinary General Meeting of Shareholders No. 2/2022 held on November 11, 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**
Agenda 2. รับทราบรายงานของคณะกรรมการเกี่ยวกับผลการดำเนินงานของบริษัท ประจำปี 2565
To acknowledge the Board of Director's report on the Company's operating results for the year 2022.
เป็นวาระแจ้งเพื่อทราบจึงไม่ต้องลงคะแนนเสียง
Casting vote is not required because this agenda item is for acknowledgment only.
- วาระที่ 3**
Agenda 3. พิจารณานุมัติงบแสดงฐานะการเงินและงบกำไรขาดทุนของบริษัท สำหรับรอบปีบัญชีสิ้นสุดวันที่ 31 ธันวาคม 2565
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**
Agenda 4. พิจารณานุมัติงดจัดสรรกำไรสุทธิเพื่อเป็นทุนสำรองตามกฎหมาย และงดการจ่ายเงินปันผล ประจำปี 2565
To consider and approve the omission of the allocation of net profits for legal reserve and the omission of dividend payments 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 5
Agenda 5.

พิจารณาอนุมัติเลือกตั้งกรรมการแทนกรรมการที่ออกตามวาระ ประจำปี 2566
To consider and approve the election of directors to replace those retiring by rotation for the year 2023.

- (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. พลตำรวจโท สมคิด บุญถนอม กรรมการและประธานกรรมการ
Pol.Lt.Gen. Somkhit Boonthano Director and Chairman of the Board

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

2. นายจักรรัฐ เลิศโอภาส กรรมการ
Mr. Jakkarat Lertopas Director

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

3. นางสาวชญาสินี เทียรทอง กรรมการ
Miss. Chayasinee Tientong Director

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain

วาระที่ 6
Agenda 6.

พิจารณาอนุมัติการกำหนดค่าตอบแทนกรรมการ ประจำปี 2566
To consider and approve the determination of directors' remuneration for the year 2023.

- (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.

พิจารณาอนุมัติแต่งตั้งผู้สอบบัญชีและกำหนดค่าตอบแทนผู้สอบบัญชี ประจำปี 2566
To consider and approve the appointment of auditors and the determination of the audit fee for the year 2023.

- (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 8 พิจารณานุมัติการแก้ไขเพิ่มเติมข้อบังคับของบริษัท ข้อที่ 26, 27, 35, 36, 37, 39, 40 และ 47
Agenda 8. To consider and approve the amendment of the Company's Articles no. 26, 27, 35, 36, 37, 39, 40 and 47

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

วาระที่ 9 พิจารณานุมัติการเพิ่มเติมวัตถุประสงค์ของบริษัท ข้อ 51
Agenda 9. To consider and approve the addition of the company's objectives no. 51

- (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 10 พิจารณานุมัติการแก้ไขหนังสือบริคณห์สนธิของบริษัท ข้อ 3 เพื่อให้สอดคล้องกับการเพิ่มเติมวัตถุประสงค์ของบริษัท
Agenda 10. To consider and approve the amendment of Clause 3 of the Company's Memorandum of Association to be consistent with the addition of the Company's objectives.

- (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 11 พิจารณานุมัติการลดทุนจดทะเบียนของบริษัท จำนวน 43,409,661.84 บาท จากทุนจดทะเบียนเดิม 3,093,442,070.20 บาท เป็นทุนจดทะเบียน 3,050,032,408.36 บาท โดยการตัดหุ้นสามัญที่ยังไม่ได้ออกจำหน่ายจำนวน 63,837,738 หุ้น มูลค่าที่ตราไว้หุ้นละ 0.68 บาท (หกสิบแปดสตางค์)
Agenda 11. To consider and approve the reduction of the Company's registered capital in the amount of 43,409,661.84 baht from the original registered capital 3,093,442,070.20 baht as registered capital 3,050,032,408.36 baht by eliminating 63,837,738 unissued ordinary shares with a par value of 0.68 baht (sixty-eight satang) per share.

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

วาระที่ 12 พิจารณานุมัติแก้ไขหนังสือบริคณห์สนธิของบริษัท ข้อ 4. เพื่อให้สอดคล้องกับการลดทุนจดทะเบียนของบริษัท

Agenda 12. To consider and approve the amendment of Clause 4 of the Company's Memorandum of Association to be consistent with the reduction of the Company's registered capital.

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

วาระที่ 13 พิจารณานุมัติการเพิ่มทุนจดทะเบียนของบริษัท จำนวน 15,873,337,346.08 บาท จากเดิมทุนจดทะเบียน 3,050,032,408.36 บาท เป็นทุนจดทะเบียน 18,923,369,754.44 บาท โดยการออกหุ้นสามัญเพิ่มทุน จำนวน 23,343,143,156 หุ้น มูลค่าที่ตราไว้หุ้นละ 0.68 บาท (หกสิบบแปดสตางค์)

Agenda 13. To consider and approve the increase of the Company's registered capital amount of 15,873,337,346.08 baht from the original registered capital 3,050,032,408.36 baht as registered capital 18,923,369,754.44 baht by issuing 23,343,143,156 ordinary shares with a par value of 0.68 baht (sixty-eight satang) per share.

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

วาระที่ 14 พิจารณานุมัติแก้ไขหนังสือบริคณห์สนธิของบริษัท ข้อ 4. เพื่อให้สอดคล้องกับการเพิ่มทุนจดทะเบียนของบริษัท

Agenda 14. To consider and approve the amendment of Clause 4. of the Company's Memorandum of Association to be consistent with the increase of the Company's registered capital.

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

วาระที่ 15 พิจารณานุมัติการจัดสรรหุ้นสามัญเพิ่มทุน

Agenda 15. To consider and approve the allocation of newly issued ordinary shares.

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

- วาระที่ 16 รับทราบการลงทุนเพิ่มในหุ้นสามัญของบริษัท เดอะ เมกะวัตต์ จำกัด ("เมกะวัตต์") จำนวนไม่เกิน 4,960,000 หุ้น จากผู้ถือหุ้นเดิมของ บริษัท เดอะ เมกะวัตต์ จำกัด
- Agenda 16. Acknowledgement of the additional investment in ordinary shares of The Megawatt Company Limited ("Megawatt) not more than 4,960,000 shares from the existing shareholders of The Megawatt Company Limited.**

เป็นวาระแจ้งเพื่อทราบจึงไม่ต้องลงคะแนนเสียง

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

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่า การลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

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

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

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

ลงชื่อ/Signed.....ผู้มอบฉันทะ/Grantor

(.....)

ลงชื่อ/Signed.....ผู้รับมอบฉันทะ/Proxy

(.....)

หมายเหตุ

Remarks

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

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

2. ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข. ตามแนบ

In case there are any further agenda apart from those specified above brought into consideration in the meeting, the Grantor may use the allonge form for Proxy Form B as attached.

**ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข.
ALLONGE OF PROXY FORM B.**

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

ในการประชุมสามัญผู้ถือหุ้นประจำปี 2566 (ผ่านสื่ออิเล็กทรอนิกส์) ในวันที่ 12 พฤษภาคม 2566 เวลา 14.00 น. ณ ห้องประชุมสำนักงาน ชั้น 28 อาคารธนิยะพลาซ่า เลขที่ 52 ถนนสีลม แขวงสุริยวงศ์ เขตบางรัก กรุงเทพมหานคร 10500 หรือที่ จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

In the Annual General Meeting of Shareholders for the year 2023 (via electronic media), on May 12th, 2023 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:

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

วาระที่..... เรื่อง.....

Agenda No..... Re:

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
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<input type="checkbox"/> เห็นด้วย	<input type="checkbox"/> ไม่เห็นด้วย	<input type="checkbox"/> งดออกเสียง
Approve	Disapprove	Abstain

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Invitation to the Annual General Meeting of Shareholders 2023 by electronic meeting

เห็นด้วย ไม่เห็นด้วย งดออกเสียง
 Approve Disapprove Abstain

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(ปิดอากรแสตมป์
20 บาท)
(Stamp Duty
Baht 20)

แบบหนังสือมอบฉันทะ แบบ ค.
Proxy Form C.

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

เขียนที่

Written at
วันที่ Date เดือน Month พ.ศ. Year

(1) ข้าพเจ้า I/We
ถนน Road ตำบล/แขวง Tambol/Khwaeng อำเภอ/เขต Amphoe/Khet สำนักงานตั้งอยู่เลขที่ Residing at จังหวัด Province รหัสไปรษณีย์ 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./Miss

อายุ

age

ปี อยู่บ้านเลขที่

years, residing

at

ถนน

Road

ตำบล/แขวง

Tambol/Khwaeng

อำเภอ/เขต

Amphoe/Khet

จังหวัด

Province

รหัสไปรษณีย์

Postal Code

หรือ

(2) นาย/นาง/นางสาว

Mr./Ms./Miss

อายุ

age

ปี อยู่บ้านเลขที่

years, residing

at

ถนน

Road

ตำบล/แขวง

Tambol/Khwaeng

อำเภอ/เขต

Amphoe/Khet

จังหวัด

Province

รหัสไปรษณีย์

Postal Code

หรือ

(3) นาย/นาง/นางสาว

Mr./Ms./Miss

อายุ

age

ปี อยู่บ้านเลขที่

years, residing

at

ถนน

Road

ตำบล/แขวง

Tambol/Khwaeng

อำเภอ/เขต

Amphoe/Khet

จังหวัด

Province

รหัสไปรษณีย์

Postal Code

หรือ

(4) นายสมิทร เหลี่ยมมณี

ตำแหน่ง กรรมการอิสระ กรรมการตรวจสอบ กรรมการสรรหาและกำหนดค่าตอบแทน

ตำแหน่ง กรรมการอิสระ กรรมการตรวจสอบ กรรมการสรรหาและกำหนดค่าตอบแทน

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และกรรมการบริหารความเสี่ยง อายุ 57 ปี

or

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

Remuneration Committee and Risk Management Committee, Age 57 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 2566 (ผ่านสื่ออิเล็กทรอนิกส์) ในวันที่ 12 พฤษภาคม 2566 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 2023

(via electronic media) on May 12, 2023 at 14.00 p.m.

ณ ห้องประชุมสำนักงาน ชั้น 28 อาคารธนิยะพลาซ่า เลขที่ 52 ถนนสีลม แขวงสุริยวงศ์ เขตบางรัก กรุงเทพมหานคร 10500 หรือที่แจ้งเลื่อน

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.

Invitation to the Annual General Meeting of Shareholders 2023 by electronic meeting

(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 ordinary share	_____	หุ้น และออกเสียงลงคะแนนได้เท่ากับ shares, and having the right to vote equivalent to	_____	เสียง votes,
<input type="checkbox"/> หุ้นบุริมสิทธิ preference share	-	หุ้น และออกเสียงลงคะแนนได้เท่ากับ shares, and having the right to vote equivalent to	-	เสียง votes.
รวมสิทธิออกเสียงลงคะแนนได้ทั้งหมด Total amount of voting rights				เสียง votes.

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

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

- วาระที่ 1** **พิจารณารับรองรายงานการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 2/2565 เมื่อวันที่ 11 พฤศจิกายน 2565**
- Agenda 1.** **To certify the Minutes of the Extraordinary General Meeting of Shareholders No. 2/2022 held on November 11, 2022.**
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร**
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(b) To grant my/our proxy to vote at my/our desire as follows:

<input type="checkbox"/> เห็นด้วย Approve	<input type="checkbox"/> ไม่เห็นด้วย Disapprove	<input type="checkbox"/> งดออกเสียง Abstain
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- วาระที่ 2** **รับทราบรายงานของคณะกรรมการเกี่ยวกับผลการดำเนินงานของบริษัท ประจำปี 2565**
- Agenda 2.** **To acknowledge the Board of Director's report on the Company's operating results for the year 2022.**
เป็นวาระแจ้งเพื่อทราบจึงไม่ต้องลงคะแนนเสียง
Casting vote is not required because this agenda item is for acknowledgment only.
- วาระที่ 3** **พิจารณาอนุมัติงบแสดงฐานะการเงินและงบกำไรขาดทุนของบริษัท สำหรับรอบปีบัญชีสิ้นสุดวันที่ 31 ธันวาคม 2565**
- 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:

<input type="checkbox"/> เห็นด้วย Approve	<input type="checkbox"/> ไม่เห็นด้วย Disapprove	<input type="checkbox"/> งดออกเสียง Abstain
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- วาระที่ 4** พิจารณานำมติจัดสรรกำไรสุทธิเพื่อเป็นทุนสำรองตามกฎหมาย และงดการจ่ายเงินปันผล ประจำปี 2565
- Agenda 4. To consider and approve the omission of the allocation of net profits for legal reserve and the omission of dividend payments 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:

<input type="checkbox"/> เห็นด้วย	<input type="checkbox"/> ไม่เห็นด้วย	<input type="checkbox"/> งดออกเสียง
Approve	Disapprove	Abstain
- วาระที่ 5** พิจารณานำมติเลือกตั้งกรรมการแทนกรรมการที่ออกตามวาระ ประจำปี 2566
- Agenda 5. To consider and approve the election of directors to replace those retiring by rotation for the year 2023.**
- (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. พลตำรวจโท สมคิด บุญถนอม กรรมการและประธานกรรมการ**
Pol.Lt.Gen. Somkhit Boonthano Director and Chairman of the Board

<input type="checkbox"/> เห็นด้วย	<input type="checkbox"/> ไม่เห็นด้วย	<input type="checkbox"/> งดออกเสียง
Approve	Disapprove	Abstain
 - 2. นายจักรรัฐ เลิศโสภาส กรรมการ**
Mr. Jakkarat Lertopas Director

<input type="checkbox"/> เห็นด้วย	<input type="checkbox"/> ไม่เห็นด้วย	<input type="checkbox"/> งดออกเสียง
Approve	Disapprove	Abstain
 - 3. นางสาวชญาสินี เขียรทอง กรรมการ**
Miss. Chayasinee Tientong Director

<input type="checkbox"/> เห็นด้วย	<input type="checkbox"/> ไม่เห็นด้วย	<input type="checkbox"/> งดออกเสียง
Approve	Disapprove	Abstain
- วาระที่ 6** พิจารณานำมติการกำหนดค่าตอบแทนกรรมการ ประจำปี 2566
- Agenda 6. To consider and approve the determination of directors' remuneration for the year 2023.**
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.
 - (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:

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

- วาระที่ 7** พิจารณานุมัติแต่งตั้งผู้สอบบัญชีและกำหนดค่าตอบแทนผู้สอบบัญชี ประจำปี 2566
- Agenda 7.** To consider and approve the appointment of auditors and the determination of the audit fee for the year 2023.
- (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 8** พิจารณานุมัติการแก้ไขเพิ่มเติมข้อบังคับของบริษัท ข้อที่ 26, 27, 35, 36, 37, 39, 40 และ 47
- Agenda 8.** To consider and approve the amendment of the Company's Articles no. 26, 27, 35, 36, 37, 39, 40 and 47
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.
 - (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
 - เห็นด้วย ไม่เห็นด้วย งดออกเสียง
 - Approve Disapprove Abstain
- วาระที่ 9** พิจารณานุมัติการเพิ่มเติมวัตถุประสงค์ของบริษัท ข้อ 51
- Agenda 9.** To consider and approve the addition of the company's objectives no. 51
- (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 10** พิจารณานุมัติการแก้ไขหนังสือบริคณห์สนธิของบริษัท ข้อ 3 เพื่อให้สอดคล้องกับการเพิ่มเติมวัตถุประสงค์ของบริษัท
- Agenda 10.** To consider and approve the amendment of Clause 3 of the Company's Memorandum of Association to be consistent with the addition of the Company's objectives.
- (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 11 พิจารณานุมัติการลดทุนจดทะเบียนของบริษัท จำนวน 43,409,661.84 บาท จากทุนจดทะเบียนเดิม 3,093,442,070.20 บาท เป็นทุนจดทะเบียน 3,050,032,408.36 บาท โดยการตัดหุ้นสามัญที่ยังไม่ได้ออกจำหน่ายจำนวน 63,837,738 หุ้น มูลค่าที่ตราไว้หุ้นละ 0.68 บาท (หกสิบแปดสตางค์)

Agenda 11. To consider and approve the reduction of the Company's registered capital in the amount of 43,409,661.84 baht from the original registered capital 3,093,442,070.20 baht as registered capital 3,050,032,408.36 baht by eliminating 63,837,738 unissued ordinary shares with a par value of 0.68 baht (sixty-eight satang) per share.

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

วาระที่ 12 พิจารณานุมัติแก้ไขหนังสือบริคณห์สนธิของบริษัท ข้อ 4. เพื่อให้สอดคล้องกับการลดทุนจดทะเบียนของบริษัท

Agenda 12. To consider and approve the amendment of Clause 4 of the Company's Memorandum of Association to be consistent with the reduction of the Company's registered capital.

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

วาระที่ 13 พิจารณานุมัติการเพิ่มทุนจดทะเบียนของบริษัท จำนวน 15,873,337,346.08 บาท จากเดิมทุนจดทะเบียน 3,050,032,408.36 บาท เป็นทุนจดทะเบียน 18,923,369,754.44 บาท โดยการออกหุ้นสามัญเพิ่มทุน จำนวน 23,343,143,156 หุ้น มูลค่าที่ตราไว้หุ้นละ 0.68 บาท (หกสิบแปดสตางค์)

Agenda 13. To consider and approve the increase of the Company's registered capital amount of 15,873,337,346.08 baht from the original registered capital 3,050,032,408.36 baht as registered capital 18,923,369,754.44 baht by issuing 23,343,143,156 ordinary shares with a par value of 0.68 baht (sixty-eight satang) per share.

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

วาระที่ 14 พิจารณานุมัติแก้ไขหนังสือบริคณห์สนธิของบริษัท ข้อ 4. เพื่อให้สอดคล้องกับการเพิ่มทุนจดทะเบียนของบริษัท

Agenda 14. To consider and approve the amendment of Clause 4. of the Company's Memorandum of Association to be consistent with the increase of the Company's registered capital.

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

วาระที่ 15 พิจารณานุมัติการจัดสรรหุ้นสามัญเพิ่มทุน

Agenda 15. To consider and approve the allocation of newly issued ordinary shares.

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

วาระที่ 16 รับทราบการลงทุนเพิ่มในหุ้นสามัญของบริษัท เดอะ เมกะวัตต์ จำกัด ("เมกะวัตต์") จำนวนไม่เกิน 4,960,000 หุ้น จากผู้ถือหุ้นเดิมของ บริษัท เดอะ เมกะวัตต์ จำกัด

Agenda 16. Acknowledgement of the additional investment in ordinary shares of The Megawatt Company Limited ("Megawatt") not more than 4,960,000 shares from the existing shareholders of The Megawatt Company Limited.

เป็นวาระแจ้งเพื่อทราบจึงไม่ต้องลงคะแนนเสียง

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

(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

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

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค.
ALLONGE OF PROXY FORM C.

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

ในการประชุมสามัญผู้ถือหุ้นประจำปี 2566 (ผ่านสื่ออิเล็กทรอนิกส์) ในวันที่ 12 พฤษภาคม 2566 เวลา 14.00 น. ณ ห้องประชุมสำนักงาน ชั้น 28 อาคารนิยะพลาซ่า เลขที่ 52 ถนนสีลม แขวงสุริยวงศ์ เขตบางรัก กรุงเทพมหานคร 10500 หรือที่ จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

In the Annual General Meeting of Shareholders for the year 2023 (via electronic media), on May 12, 2023 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

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		votes

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Procedures for sending any query in advance

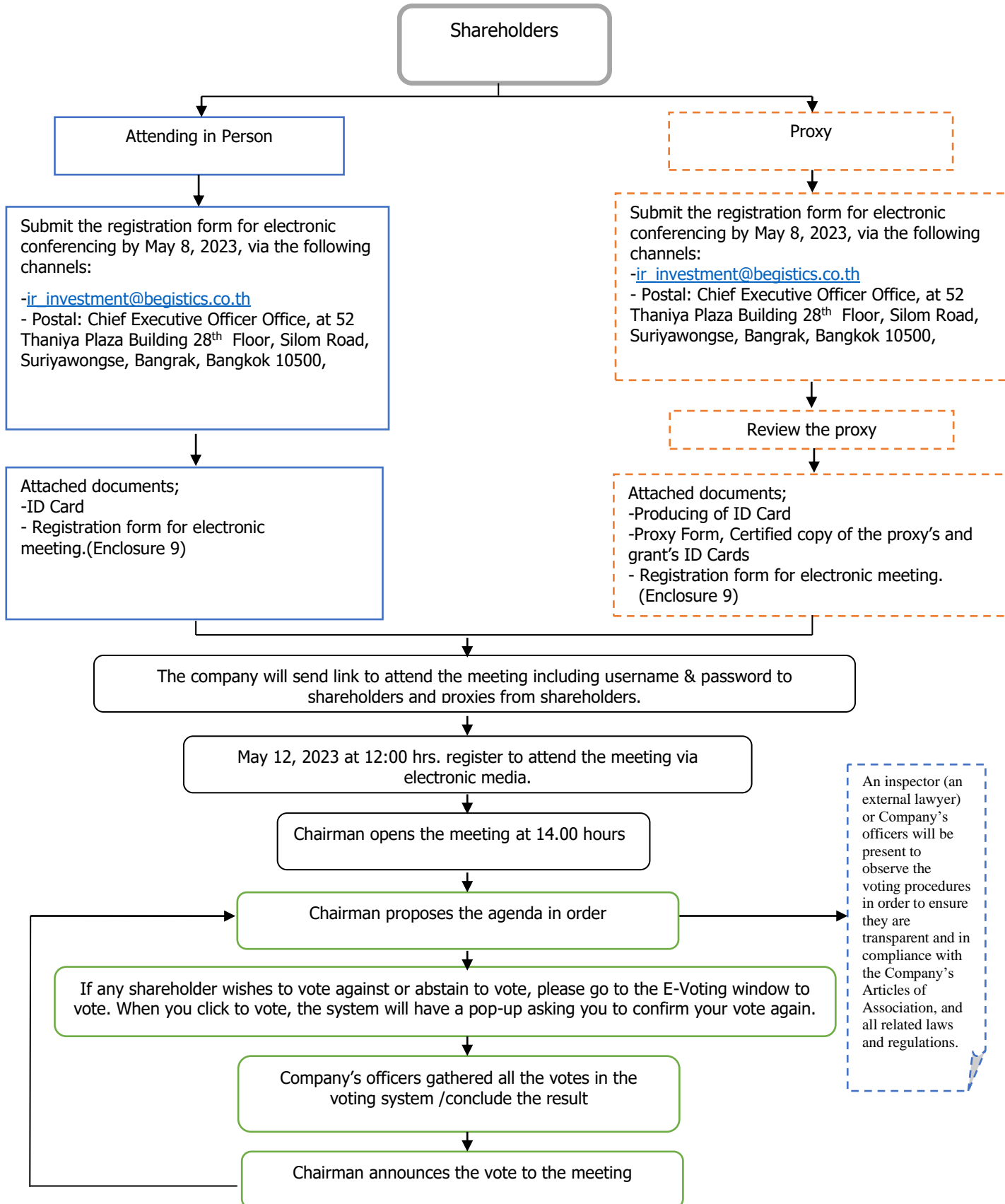
The Company has considered appropriate that any query or comment in relation to general meeting can be sent to the Board of Director in advance via the following channels:

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: 52 Thaniya Plaza Building 2 8th 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 May 5, 2023
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 2023.

Begistics Public Company Limited

On Friday 12 April 2023



แบบฟอร์มลงทะเบียนสำหรับการประชุมผ่านสื่ออิเล็กทรอนิกส์ / Registration Form for Electronic Meeting

การประชุมสามัญผู้ถือหุ้น ประจำปี 2566 (ผ่านสื่ออิเล็กทรอนิกส์)

The Annual General Meeting of Shareholders for the year 2023 (via electronic media)

บริษัท บี จิสติกส์ จำกัด (มหาชน)

Begistics Public Company Limited

วันศุกร์ ที่ 12 พฤษภาคม 2566 เวลา 14.00 น.

Friday 12 May 2023 at 2.00 pm.

เลขที่ ณ ห้องประชุมสำนักงาน ชั้น 28 อาคารนิยะพลาซ่า

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 2566

ในวันศุกร์ ที่ 12 พฤษภาคม 2566 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 2023 on Friday 12 April 2023 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 8 พฤษภาคม 2566 ผ่านช่องทางต่อไปนี้

- ช่องทาง e-mail: ir_investment@begistics.co.th หรือ
- ช่องทางไปรษณีย์: สำนักประธานเจ้าหน้าที่บริหาร บริษัท บี จิสติกส์ จำกัด (มหาชน) เลขที่ 52 อาคารธนิยะพลาซ่า 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 May 8, 2023 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 105000

แผนที่สถานที่จัดประชุมสามัญผู้ถือหุ้น ประจำปี 2566 ผ่านสื่ออิเล็กทรอนิกส์

Map of Meeting Venue and Conference Broadcasting Location for AGM 2023



สถานที่:	ณ ห้องประชุมสำนักงาน บริษัท บี จิสติกส์ จำกัด (มหาชน)
Location:	The Meeting Room BEGISTICS PUBLIC COMPANY LIMITED
ที่ตั้ง:	เลขที่ 52 อาคารนิยะพลาซ่า ชั้น 28 ถนนสีลม แขวงสุริยวงศ์ เขตบางรัก กรุงเทพมหานคร 10500
Address:	No. 52 Thaniya Plaza Building 28th Floor, Silom Road, Suriyawongse, Bangrak, Bangkok 10500
โทรศัพท์:	(66) 02 096-4999
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