



## BEGISTICS PUBLIC COMPANY LIMITED

### Invitation Letter to the Extraordinary General Meeting of Shareholders No. 1/2023 (Electronic Meeting)

October 6, 2023  
At 14:00 hours.

At 52 Thaniya Plaza Building 28<sup>th</sup> Floor, Silom Road,  
Suriyawongse, Bangrak, Bangkok 10500

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

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Company Registration No.0107545000357  
B-HO No. 032/2023

September 6, 2023

Subject: Invitation to the Extraordinary General Meeting of Shareholders  
No. 1/2023 (Electronic Meeting).

To: Shareholder.  
Begistics Public Company Limited.

- Enclosure
1. Copy of the Minutes of the 2023 Annual General Meeting of Shareholders.
  2. Capital increase report form. (F 53-4)
  3. Preliminary details of the warrant to purchase additional ordinary shares of the Company No. 8 (B-W8) offered for sale to the existing shareholders of the Company.
  4. Definition of Independent Director and the list of independent directors who are proxies.
  5. Conditions, Criteria, Procedures for Attending the Meeting, Appointment of Proxy, Voting and articles of Association Related to the shareholders' meeting.
  6. Proxy form A, B, C.
  7. The procedure for submitting questions about the shareholders' meeting.
  8. Procedures for attending the Extraordinary General Meeting of Shareholders No. 1/2023. (Electronic Meeting).
  9. Registration form for electronic meeting. (E-EGM 1/2023)
  10. Map of the Meeting Venue and conference broadcasting location.

The Board of Directors of Begistics Public Company Limited (the "Company") No. 11/2023, meeting on Wednesday, August 23, 2023 and No. 12/2023, meeting on Monday, September 4, 2023, and No. 13/2023, meeting on Wednesday, September 6, 2023, resolved to hold the Extraordinary General Meeting of Shareholders No. 1/2023 via electronic media on Friday, October 6, 2023 at 2:00 p.m. at the office number 52, Thaniya Plaza Building, Floor. 28<sup>th</sup> Silom Road, Suriyawong Subdistrict, Bang Rak District, Bangkok 10500 with the agenda as follows:

**Agenda 1 To certify the minutes of the Annual General Meeting of Shareholders 2023 held on May 12, 2023.**

Facts and reasons :

The Company has prepared the minutes of the Annual General Meeting of Shareholders 2023 which held on May 12, 2023 and Board of Directors considered to certify the minutes of the Annual General Meeting of Shareholders 2023 (Details appear in Enclosure 1).

Opinion of the Board of Directors :

The Board of Directors Meeting No. 11/2022, held on August 23, 2023 has considered and deemed it appropriate to propose to the Extraordinary General Meeting of Shareholders No. 1/2023 to approve the minutes of the Annual General Meeting of Shareholders 2023 held on May 12, 2023.

Votes to Vote:

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

**Agenda 2 To consider and approve the reduction of the Company's registered capital in the amount of 833,647,422.56 baht from the original registered capital. 18,923,369,754.44 baht is the registered capital 18,089,722,331.88 baht by eliminating common shares that have not yet been issued for sale 1,225,952,092 shares, par value 0.68 baht per share.**

Facts and reasons :

To support the issuance and offering of warrants to purchase the Company's ordinary shares No. 8 (B-W8) to the Company's existing shareholders in proportion to their shareholding the Company must reduce the registered capital of the Company by an amount 833,647,422.56 baht by eliminating common shares that have not yet been issued for sale 1,225,952,092 shares with a par value of 0.68 baht per share, which are common shares issued to support the exercise of the rights of warrants to purchase additional common shares of the Company No. 6 (B-W6) in the amount of 1,225,952,092 shares, which have ceased to be Securities listed since August 17, 2023.

Opinion of the Board of Directors :

The Board of Directors' Meeting No. 11/2023 on Wednesday, August 23, 2023 considered it appropriate to propose to the Extraordinary General Meeting of Shareholders No. 1/2023 to consider approving the reduction of registered capital from the original registered capital. 18,923,369,754.44 baht is the registered capital. 18,089,722,331.88 baht as detailed above.

Votes to Vote:

This agenda must be approved by a vote of not less than three-quarters of the total number of votes of shareholders who attend the meeting and have the right to vote.

**Agenda 3 To consider and approve the amendment of the Company's memorandum of association, Section 4, to be consistent with the reduction of the Company's registered capital.**

Facts and reasons :

To be consistent with the reduction of the Company's registered capital as shown in Agenda 2, the Company must amend Section 4 of the Company's memorandum of association by using the following text instead.

"No. 4"	Registered Capital	18,089,722,331.88	Baht	(Eighteen thousand eighty-nine million seven hundred twenty-two thousand three hundred thirty-one baht and eighty-eight satang)
	Consists of	26,602,532,841	Shares	(Twenty-six billion six hundred two million five hundred thirty-two thousand eight hundred and forty-one shares)
	Par value of	0.68	Baht	(Sixty-eight)
	Divided into			
	Ordinary Shares	26,602,532,841	Shares	(Twenty-six billion six hundred two million five hundred thirty-two thousand eight hundred and forty-one shares)
	Preferred Shares	-	Shares	(Shares-)

Opinion of the Board of Directors :

The Board of Directors' Meeting No. 11/2023 on Wednesday, August 23, 2023 considered it appropriate to propose to the Extraordinary General Meeting of Shareholders No. 1/2023 to consider approving the amendment of the memorandum of association, Clause 4, to be consistent with the reduction of the registered capital of the Company. The Company shall have the person assigned by the Board of Directors to register the amendment of the memorandum of association at the Department of Business Development. The Ministry of Commerce has the power to amend and add words to comply with the registrar's orders.

Votes to Vote:

This agenda must be approved by a vote of not less than three-quarters of the total number of votes of shareholders who attend the meeting and have the right to vote.

**Agenda 4 To consider and approve the change in the par value of the Company's shares by combining the par value (including par) from the original par value of 0.68 baht per share to 2.04 baht per share and amending Section 4 of the Company's memorandum of association to be consistent with the change in the par value of the company's shares.**

Facts and reasons :

Changing the par value of shares (Par Value) from the current 0.68 baht per share to 2.04 baht per share by combining stocks (Reverse Stock Split) by combining stocks results in the number of shares of the company decreasing by 17,735,021,894 shares from the original 26,602,532,841 shares to 8,867,510,947 shares with a par value of 2.04 baht per share, which is a change in the par value of the said company's shares. This will result in the number of shares held by each shareholder decreasing in the ratio of 3 old shares to 1 new share, with details as follows:

Description	Before reverse stock split Par Value	After reverse stock split Par Value
Ordinary shares	18,089,722,331.88 Baht	18,089,722,331.88 Baht
Paid-up capital	16,470,976,022.16 Baht	16,470,976,022.16 Baht
Par Value	0.68 Baht	2.04 Baht
Registered paid-up shares	24,222,023,562 shares	8,074,007,854 shares

In addition, the Board of Directors resolved to approve to propose to the shareholders' meeting to consider and approve the amendment of Clause 4 of the Company's Memorandum of Association to be consistent with the change in the par value of the Company's shares. The details are as follows:

"No. 4"	Registered Capital	18,089,722,331.88	Baht	(Eighteen thousand eighty-nine million seven hundred twenty-two thousand three hundred thirty-one baht and eighty-eight satang)
	Consists of	8,867,510,947	Shares	(Eight billion, eight hundred and sixty-seven million, five hundred and ten thousand, nine hundred and forty-seven shares)
	Par value of	2.04	Baht	(Two baht four eight satang)
	Divided into			
	Ordinary Shares	8,867,510,947	Shares	(Eight billion, eight hundred and sixty-seven million, five hundred and ten thousand, nine hundred and forty-seven shares)
	Preferred Shares	-	Shares	(Shares-)

The calculation of changing the par value from 0.68 baht per share to 2.04 baht per share will result in a number of shareholders who do not have enough shares to combine. The fractional shares from the calculation will be terminated. (Shareholders might consider purchasing more B shares or sell the remaining B shares so that the total shares held by shareholders are enough for the reverse stock split at the rate of 3 old ordinary shares at original par value for 1 new ordinary share at the new par value). In the calculation and rounding the fractional shares process, the Company will assign Thailand Securities Depository Co., Ltd. ("TSD"), the securities registrar, to be responsible for the said processes according to the TSD operation. Nevertheless, to retain the rights of some shareholders which may be affected by the calculation and rounding process, shareholders may purchase or sell shares (odd lot) on the stock exchange to have enough shares for the calculation and rounding process before the effective date of the new par value. However, for shareholders who do not have enough shares to be combined and the said shares will be terminated, the Company will pay for the terminated shares at average price calculated by volume weighted average closing price of the Company's stock price 7 days prior to the Extraordinary General Meeting of Shareholders No. 1/2023, and the proceeds will be transferred to the shareholders' bank account as stated below.

**Procedures for Requesting Compensations for Fractional Shares.**

1. Prepare Documents.
  - 1.1. Documents Confirming Shareholder's Identity as follows;
    - 1.1.1 Individuals : Photo copy of identification card (ID), Government Official Card, State Enterprise Card or Passport which is not expired on the requested date.
    - 1.1.2 Juristic Persons:
      - (1) Photo copy of juristic person certificate issued by Department of Business Development, Ministry of Commerce or certificate of establishment of the juristic person (in case of foreign juristic person) which is issued within 6 months prior to the requested date, and
      - (2) Photo copy of identity documents of authorized directors and has been certified by the authorized directors (as specified documents for individuals).
  - 1.2. Photo copy of the book bank account which the shareholders wish the compensations to be transferred to and the name stated on the bank book account shall be the same as the shareholder.  
 All documents in item 1. shall be certified by the shareholders or authorized directors with Company stamp (if any).

2. Submit all documents in item 1. To the Company at the office no. 52 Thaniya Plaza Building, 28<sup>th</sup> Floor, Silom Road, Suriyawongse, Bangrak, Bangkok 10500 in person or by postal within 1 month after the date that the stock has been traded at the new par value, meaning the next business day after the first day trading with the new par value.

The Company will transfer the compensation for the fractional shares to the shareholders after the Company has reviewed the correctness of all information and documents after 1 month starting from the document received date. **In case any shareholders do not request for the compensation for the fractional shares within the time limit, the Company will assume that the shareholders have waived their rights for the compensation.**

In this regard, the authorized directors and/or the Chief Executive Officer and/or the person assigned by the authorized director and/or Chief Executive Officer have the authority to take any necessary and reasonable action concerning any change in the par value of the shares. This includes, but is not limited to, setting conditions and other details, notifying or requesting permission to any relevant authority in compliance with the law and/or relevant regulations and the Company's memorandum of association must be amended, Clause 4, to reflect the change in the par value of shares above as follows: "Registered capital amount 18,089,722,331.88 baht divided into 8,867,510,947 shares with a value of 2.04 baht per share."

The company still has unissued shares that support the exercise of warrants to purchase ordinary shares of the company No. 7 (B-W7) amount of 2,380,509,279 shares at a par value of 0.68 baht per share. The par value of shares by the consolidation method is 2.04 baht per share, as a result, the reserved shares for B-W7 remain 793,503,093 shares after the change in par value by the share consolidation method, the exercise ratio and price of B-W7 will change as follows;

Description	Existing	New (after the change in par value by the consolidation method)
Exercise price (baht/share)	0.369	1.107
Exercise ratio (unit : shares)	1 : 2.679	1 : 0.893

Opinion of the Board of Directors :

The Board of Directors' Meeting No. 12/2023 on Monday, September 4, 2023 considered it appropriate to present to the Extraordinary General Meeting of Shareholders No. 1/2023 to consider changing the par value (Par Value) from the current 0.68 baht. per share to 2.04 baht per share by combining shares (Reverse Stock Split) and amending the Company's memorandum of association, Section 4, to reflect the change in the par value of the Company's shares. and have the authorized director sign and/or the Chief Executive Officer and/or the person authorized by the Director Authorized person to sign Have the power to take any action necessary and appropriate regarding changing the par value of shares in all respects, including but not limited to setting conditions and other details notifying or requesting permission from any agency related by continuing to comply with relevant laws and/or regulations. and must amend Section 4 of the Company's memorandum of

association to reflect the change in the par value of shares above.

Votes to Vote:

This agenda must be approved by a vote of not less than three-quarters of the total number of votes of shareholders who attend the meeting and have the right to vote.

**Agenda 5 To consider and approve the issuance and offering of warrants to purchase the Company's common shares to the Company's existing shareholders in proportion to their shareholding (B-W8), an amount not exceeding 2,691,335,951 units, free of charge.**

Facts and reasons :

The Company intends to issue and offer for sale warrants to purchase the Company's ordinary shares No. 8 (B-W8) in an amount not exceeding 2,691,335,951 units (after the change in the par value by means of combining shares) to the existing shareholders of the company in proportion to their shareholding whose names appear in the register on the date of determining the names of shareholders who are entitled to be allocated warrants to purchase shares. The Company's ordinary shares No. 8 (B-W8) (Record Date) on Tuesday, October 31, 2023 at the rate of 3 existing common shares per 1 warrant. Without charge (zero baht), exercise rate: 1 unit can exercise the right to purchase 1 additional common share of the company at an exercise price of 0.30 baht per share, a par value of 2.04 baht per share, for a period of 3 years from the date. The warrants are issued and offered for sale on the day of the Board of Directors' meeting to propose the issuance of warrants and capital increase and on the day of the shareholder meeting to consider approving such matters Separate financial statements of the company which has been reviewed by the company's certified public accountants in the latest period as of the 2nd quarter of 2023, ending on June 30, 2023. The Company has accumulated losses according to the separate financial statements in the amount of 35.56 million baht. Preliminary details of the issuance of warrants appear. According to attachments 2 and 3

Opinion of the Board of Directors :

The Board of Directors' Meeting No. 12/2023 on Monday, September 4, 2023 and the Board of Directors' Meeting No. 13/2023 held on September 6, 2023 considered it appropriate to present to the Extraordinary General Meeting of Shareholders No. 1. /2023 consider approving the issuance and offering of warrants to purchase the Company's common shares to the Company's existing shareholders in proportion to their shareholding (B-W8), an amount not exceeding 2,691,335,951 units, without charge. according to the details above

This authority is given to the Board of Directors is the person with authority to consider and determine amend, add, change the conditions and details related to the issuance and offering of



such warrants, such as the subscription period payment method allocation method changing or amending the date of issuance of warrants, etc., including having the power to sign any documents related and has the authority to carry out various activities necessary and appropriate in connection with the issuance and offering of such warrants including but not limited to providing information submitting documentary evidence to the Securities and Exchange Commission and the Stock Exchange of Thailand, Thailand Securities Depository Co., Ltd., Ministry of Commerce or other relevant agencies as well as the registration of additional common shares resulting from the exercise of conversion rights of the said warrants as listed securities on the Stock Exchange of Thailand.

Votes to Vote:

This agenda must be approved by a vote of not less than three-quarters of the total number of votes of shareholders who attend the meeting and have the right to vote.

**Agenda 6 To consider and approve the increase of the company's registered capital in the amount of 5,490,325,340.04 baht from the original registered capital. 18,089,722,331.88 baht is the new registered capital. 23,580,047,671.92 baht by issuing new common shares, not exceeding 2,691,335,951 shares, with a par value of 2.04 baht per share.**

Facts and reasons :

The Company plans to expand investment in its core business and to provide the Company with sufficient investment funds to support the expansion of investment in the Company's current business. The Company therefore wishes to increase the registered capital of the Company by another amount. 5,490,325,340.04 baht from the original registered capital 18,089,722,331.88 baht is the new registered capital. 23,580,047,671.92 baht by issuing and offering warrants to purchase the company's common shares to the company's existing shareholders in proportion to their shareholding (B-W8) in an amount not exceeding 2,691,335,951 units with a par value of 2.04 baht per share ( after the change in par value by means of combining shares)

Opinion of the Board of Directors :

The Company's Board of Directors Meeting No. 12/2023 on Monday, September 4, 2023 considered it appropriate to propose to the Extraordinary General Meeting of Shareholders No. 1/2023 to consider approving the increase of the Company's registered capital in the amount of 5,490,325,340.04 baht from the original registered capital. 18,089,722,331.88 baht is the registered capital. 23,580,047,671.92 baht by issuing new ordinary shares not exceeding 23,580,047,671.92 baht 2,691,335,951 shares with a par value of 2.04 baht per share (after changing the par value by means of combining shares) as detailed above.

Votes to Vote:

This agenda must be approved by a vote of not less than three-quarters of the total number of votes of shareholders who attend the meeting and have the right to vote.

**Agenda 7 To consider and approve the amendment of the Company's Memorandum of Association, Section 4, to be consistent with the increase in the Company's registered capital.**

Facts and reasons :

To be consistent with the increase in the Company's registered capital as shown in Agenda 6, the Company must amend Section 4 of the Company's Memorandum of Association by using the following text instead.

"No. 4"	Registered Capital	23,580,047,671.92	Baht	(Twenty-three billion, five hundred and eighty million, forty-seven thousand, six hundred and seventy-one point nine two stang.)
	Consists of	11,558,846,898	Shares	(Eleven billion, five hundred and fifty-eight million, eight hundred and forty-six thousand, eight hundred and ninety-eight shares)
	Par value of	2.04	Baht	(Two baht four eight satang)
	Divided into			
	Ordinary Shares	11,558,846,898	Shares	(Eleven billion, five hundred and fifty-eight million, eight hundred and forty-six thousand, eight hundred and ninety-eight shares)
	Preferred Shares	-	Shares	(Shares-)

Opinion of the Board of Directors :

The Board of Directors' Meeting No. 12/2023 on Monday, September 4, 2023 considered it appropriate to propose to the Extraordinary General Meeting of Shareholders No. 1/2023 to consider approving the amendment of the memorandum of association, Section 4, to be consistent with the increase in the Company's registered capital. In this regard, the person assigned by the committee shall register the amendment of the memorandum of association at the Department of Business Development. Ministry of Commerce Has the power to amend and add words to comply with the registrar's orders.

Votes to Vote:

This agenda must be approved by a vote of not less than three-quarters of the total number of votes of shareholders who attend the meeting and have the right to vote.

**Agenda 8 To consider and approve the allocation of additional common shares in the amount not exceeding 2,691,335,951 shares.**

Facts and reasons :

The Company's resolution to issue and offer warrants to purchase the Company's ordinary shares No. 8 (B-W8), an amount not exceeding 2,691,335,951 shares, with a par value of 2.04 baht per share (two baht, four satang). Therefore, it is

necessary to allocate new common shares in an amount not exceeding 2,691,335,951 shares

In the case where there are shares remaining, in the case where there are shares remaining because the rights according to the warrants have not been exercised. The company will present it to the shareholder meeting to consider reducing the registered capital. For details of the increase in registered capital and allocation of additional common shares, appear in Attachment 2 (Capital increase report form (F53-4)).

Opinion of the Board of Directors : The Board of Directors' Meeting No. 12/2023 on Monday, September 4, 2023 considered it appropriate to propose to the Extraordinary General Meeting of Shareholders No. 1/2023 to consider approving the allocation of additional common shares in an amount not exceeding 2,691,335,952 shares.

Votes to Vote: This agenda must be approved by a majority vote of the shareholders who attend the meeting and have the right to vote.

#### **Agenda 9 To consider other matters (if any)**

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

This is because Agenda 2 to Agenda 8 are related agendas. Therefore, in considering and approving various matters according to Agenda 2 to Agenda 8, they will be considered as conditions of each other. If matters in any agenda are not approved, it will be considered that other matters are not approved. which has been approved will be cancelled. and there will be no further consideration of other agenda items. It will be considered that the consideration and approval of various matters as detailed in agenda items 2 to agenda 8 have not been approved by the shareholder meeting.

In this regard, the Company has determined the names of shareholders who are entitled to attend the Extraordinary General Meeting of Shareholders No. 1/2523 (electronic meeting) (Record Date) on September 18, 2023.

The company will start 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 October 2, 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 28<sup>th</sup> 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 Extraordinary General Meeting of Shareholders No. 1/2023 (Record Date) on September 18, 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 Extraordinary General Meeting of Shareholders No. 1/2023 program via electronic media (E-EGM).

If shareholders are unable to attend the meeting themselves, shareholders are able to assign another person or an independent director proposed by the Board of Directors as proxies (Enclosure 4) to attend the meeting on behalf of the shareholder by filling out and signing Proxy Form B (clearly specify details about the proxy) (Enclosure 6) or Proxy Form A (General Form) or Form C (for foreign investors who appoint a custodian in Thailand to be a depositor to oversee one's shares). These forms can be downloaded from the Company's website at [www.begistics.co.th](http://www.begistics.co.th). Choose only one of the listed types and attach evidence showing the rights to attend the Shareholders' Meeting (Enclosure 5).

In this regard, the Company has prepared a 20 baht stamp duty to cover in the proxy form for the proxies who have registered to attend the shareholders' meeting by shareholders/proxies. The proxy form and supporting documents must be submitted to the Company Secretary section within October 2, 2023.

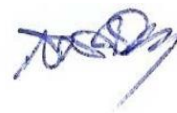
Company Secretary  
Begistics Public Company Limited  
52 Thaniya Plaza Building 28<sup>th</sup> Floor, Silom Road,  
Suriyawongse, Bangrak, Bangkok 10500, Thailand.

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](mailto:ir_investment@begistics.co.th) or by mail at Begistics Public Company Limited, 52 Thaniya Plaza Building, 28<sup>th</sup> Floor, Silom Road, Suriyawong Sub-District, Bangrak District, Bangkok 10500.

Please be informed accordingly. We would like to invite all shareholders to attend the Extraordinary General Meeting of Shareholders No. 1/2023 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 can retrieve the notice of the Extraordinary General Meeting of Shareholders No. 1/2023 (electronic meeting) and supporting documents via the Company's website since September 11, 2023 at [https://www.begistics.co.th/agm-egm/ Investor Relations / AGM/EGM/AGM2022](https://www.begistics.co.th/agm-egm/Investor%20Relations/AGM/EGM/AGM2022) And can send questions about the agenda of the Extraordinary General Meeting of Shareholders No. 1/2023 via electronic media in advance according to the detailed steps Submitting questions about the shareholders' meeting (Enclosure 7).

**-Translation-  
Annual General Meeting of Shareholders for the Year 2023 Report  
Begistics Public Company Limited**

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Begistic Public Company Limited ("Company") arranged Annual General Meeting of Shareholders for the Year 2023 through electronics media (E-AGM) at 2 pm, 12<sup>th</sup> May 2023 at office no. 52 Thaniya Plaza Building 28<sup>th</sup> Floor, Silom Road, Suriyawongse, Bangrak, Bangkok 10500, Thailand.

Committees who Attended the meeting

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

Managements who attended the meeting

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

Auditor

1.	Mrs. Chaiyuth Angsuwithaya	Certified Public Accountant from A.M.T Associates (conference via electronic channels)
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External Free Legal Advisor

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

Thai Investors Association Representative

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

### **Meeting began at 2 pm.**

Pol.Lt Gen. Somkid 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 Annual General Meeting of Shareholders for the Year 2023 #1 on Tuesday, April 25, 2023 at 2 pm. at the office number 52 Thaniya Plaza Building 28<sup>th</sup> Floor, Silom Road, Suriyawongse, Bangrak, Bangkok 10500, Thailand and after one hour past, there are 31 shareholders and proxies attended the meeting, representing a total of 780,610,510 shares (Seven hundred thirty-two million five hundred forty-six thousand three hundred and five shares), 21.170 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 Annual General Meeting of Shareholders on April 25, 2023.

As above mentioned, the Company is unable to conduct the Annual General Meeting of Shareholders on April 25, 2023, 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.

The Annual General Meeting of Shareholders for the Year 2023 via electronic media (E-meeting) on May 12, 2023, this time in accordance with the Emergency Decree on Meetings via Electronic Media B.E. 2563 and the announcement of the Ministry of Digital Economy and Society. society 2020, whereby the company has provided a service provider for meetings via electronic media that is specialized and certified by relevant agencies. have a representative from an outside law firm to conduct the meeting in a transparent manner legally and company regulations as well as principles of good corporate governance with video and audio broadcasts of the meeting Through VDO Conference system and the Company has recorded the images and audio of the meeting in the form of video media from the office, No. 52 Thaniya Plaza Building, 28th Floor, Silom Road, Suriyawong Subdistrict, Bangrak District, Bangkok 10500 at 2:00 p.m. A total of 26 people attended the meeting, both in person and in person. and proxies from shareholders equivalent to 710,401,538 shares or 20.5303 percent of the total number of shares sold 3,460,259,199 shares

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.

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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 Extraordinary General Meeting of Shareholders No. 2/2022 on 11 November, 2022.**

Meeting moderator reported that The Company prepared the Minutes of the Extraordinary General Meeting of Shareholders No. 2/2022 held on November 11<sup>th</sup>, 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.

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

Besides, in this agenda would require approval in the meeting of shareholders by majority vote of shareholders who attended the meeting and eligible for voting. For this agenda, there were total 26 shareholders who attended the meeting both by themselves and by proxies as calculated as 710,401,538 shares or 20.5303 % of total shares which has been total sold of 3,460,259,199 shares, which complete quorum is obtained as defined in the Company's Articles of Association.

**Meeting Resolution**

Annual General Meeting of Shareholders for the Year 2023 considered and unanimously agreed to certify minute of Extraordinary General Meeting of Shareholders 2/2022 which held on 11 November 2022 as shown all above with voting results of follows:

<b>Agreed</b>	<b>710,401,538</b>	<b>Votes as calculated as</b>	<b>100</b>
<b>Disagreed</b>	<b>0</b>	<b>Votes as calculated as</b>	<b>0</b>
<b>Abstained</b>	<b>0</b>	<b>Votes as calculated as</b>	<b>0</b>
<b>Bad card</b>	<b>0</b>	<b>Votes as calculated as</b>	<b>0</b>

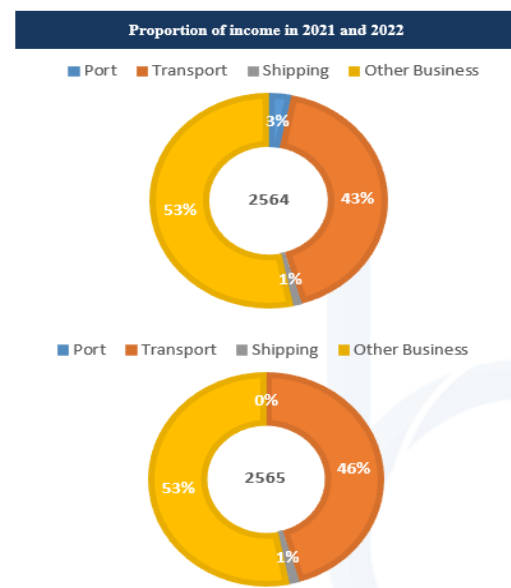
Pol.Lt Gen. Somkid Boonthanom, Chairman concluded meeting resolution that Annual General Meeting of Shareholders for the Year 2023 considered and agreed to certify minute of Extraordinary General Meeting of Shareholders No.2/2022 which held on 11 November 2022 with majority votes of shareholders who attended the meeting and eligible to vote.

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

Meeting moderator reported that the report of the Board of Directors on the Company's operating results for the year 2022, Company concluded the overall past results and significant changes which occurred in 2020 which appeared in annual report of 2022 and Board of directors meeting No.2/2023 held on 28<sup>th</sup> February 2023 considered and agreed to be resolved in Annual General Meeting of Shareholders for the Year 2023 to acknowledge the report of the Board of Directors on the Company's operating results for the year 2022.

Mr.Panya Boonyapiwat Chairman of the Executive Committee and Chief Executive Officer reported overall operation annually in 2022 to the meeting as follows:





### Revenue

The company has total income for the year ended December 31, 2022 and 2021 equal to 330.20 million baht and 360.89 million baht, respectively, which is 30.68 million baht lower than the year 2021, or 8.5%, because the company There was a profit from the exchange rate in 2022 of 11.28 million baht, a decrease of 6.35 million baht or 36.02% compared to the year 2021, which had an income of 17.63 million baht and in the service income in 2022 was 214.52 million baht, reducing down 2.23 million baht or 1.03% compared to the year 2021, which had a revenue of 216.75 million baht, most of which the revenue decreased because the company in 2021 had a profit from the sale of port leasehold rights of 99.72 million baht, while in 2021 In 2022, the company had a profit from the sale of investment in an associated company of 82.2 million baht, namely GA Power Pte. Ltd., in which the company holds 40% of the shares. Therefore, in 2022, the company had a total income of 330.20 million baht.

### Net Profit (Loss)

In 2022, the company had a net profit of 67.63 million baht, compared to 2021, a decrease of 48.50 million baht, representing 41.76 percent. Profit from investments in associated companies decreased from 27.45 million baht in 2021 to 19.10 million baht in 2022. Meeting moderator opened the opportunity to shareholders to ask and expressed their opinions, however, there is no additional questions being asked. This agenda is for acknowledge only no vote is require.

The meeting acknowledged the Company's operating results for the year 2022. For this agenda, there were 26 shareholders attending the meeting, both attending the meeting in person. and proxies from shareholders representing a total of 710,401,538 shares or 20.5303 percent of the total number of shares sold. 3,460,259,199 shares

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

Meeting moderator reported to the meeting that Pursuant to Section 112 of the Public Limited Companies Act B.E. 2535 and Articles 55 and 56 of the Company's Articles of Association, the company must prepare a balance sheet and profit and loss account to present to the general meeting of shareholders for approval. The profit and loss account for the fiscal year 2022 ended December 31, 2022 was completed, which the Company's auditor have checked The Audit Committee and the Board of Directors have considered that

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they are accurate and complete according to the generally accepted accounting principles and therefore propose to the Annual General Meeting of Shareholders to approve the balance sheet and profit and loss statement for the fiscal year 2022 ending. December 31, 2022

Miss Peeraya Pothiprasart, Chief Finance Officer (CFO) concluded that summary of key details of the company's separate income statement. For the year ended December 31, 2022, the meeting acknowledged as follows: The company has a total income of 330.20 million baht, a decrease of 30.68 million baht from the previous year. The company has total expenses of 281.19 million baht, an increase of 11.06 million baht from the previous year. The company has a net profit (loss) for the year 2022 of 67.63 million baht, a decrease from Last year 48.50 million baht

Income Statement	2565	2564	(Unit : thousand baht)	
			Increase (decrease)	%
service income	214,522	216,758	(2,236)	(1.03)
total income	330,208	360,896	(30,688)	(8.50)
cost of service	180,392	177,658	2,734	1.54
doubtful debt	5,337	645	4,692	727.44
Selling and administrative expenses	89,770	83,278	6,492	7.80
financial cost	5,695	8,551	(2,856)	(33.40)
total cost	281,194	270,132	11,062	4.09
Share of profit (loss) from investments in associated companies	19,108	27,456	(8,348)	(30.40)
Profit (loss) before income tax	68,122	118,220	(50,098)	(42.38)
(expense) income tax income	(486)	(2,082)	1,596	(76.65)
Net Profit (Loss)	67,636	116,138	(48,502)	(41.76)

Miss Peeraya Pothiprasart, Chief Finance Officer (CFO) concluded further that summary of details of the Company's consolidated statement of financial position for the fiscal year ended December 31, 2022, the company had total assets of 2,413.50 million baht, an increase of 1,060.28 million baht from the previous year. The company had total liabilities of 245.94 million baht, an increase of 67.76 million baht from the previous year, an increase of shareholders' equity of 2,167.55 million baht. From the previous year 992.50 million baht

Statement of Financial Position	Y 2565	Y 2564	(Unit : thousand baht)	
			Increase (decrease)	%
Current assets	240,400	192,405	47,995	24.94
Non-current assets	2,173,102	1,160,823	1,012,279	87.20
Total assets	2,413,502	1,353,228	1,060,274	78.35
Current liabilities	144,972	67,405	77,567	115.07
Non-current liabilities	100,974	110,772	(9,798)	(8.84)
Total liabilities	245,946	178,178	67,768	38.03
Equity	2,167,556	1,175,051	992,505	84.46
Total Liabilities and Equity	2,413,502	1,353,228	1,060,274	78.35

The said financial statements have been audited by Mr. Chaiyut Angsuwittaya, CPA No. 3885, the Company's auditor affiliated with AMT Associate Office. The account expresses an unqualified opinion and has no emphasis on paragraphs.

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

Besides, in this agenda would require approval in the meeting of shareholders by majority of shareholders who attended the meeting and eligible for voting. For this agenda, there were total 26 shareholders who attended the meeting both by themselves and by proxies as calculated as 710,401,538 shares or 20.5303 % of total shares which has been total sold of 3,460,259,199 shares, which complete quorum is obtained as defined in the Company's Articles of Association.

**Meeting Resolution**

Annual General Meeting of Shareholders for the Year 2023 considered and unanimously agreed to approve statement of financial position and income statement for budget year ended 31<sup>st</sup> December 2022 as shown all above with voting results of follows:

<b>Agreed</b>	<b>710,401,538</b>	<b>Votes as calculated as</b>	<b>100</b>
<b>Disagreed</b>	<b>0</b>	<b>Votes as calculated as</b>	<b>0</b>
<b>Abstained</b>	<b>0</b>	<b>Votes as calculated as</b>	<b>0</b>
<b>Bad card</b>	<b>0</b>	<b>Votes as calculated as</b>	<b>0</b>

Pol.Lt Gen. Somkid Boonthanom, Chairman concluded meeting resolution that Annual General Meeting of Shareholders for the year 2023 considered and agreed to approve statement of financial position and income statement for budget year ended 31<sup>st</sup> December 2020 with majority votes of shareholders who attended the meeting and eligible to vote.

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

Meeting moderator confirmed that Company intent to pay dividend for shareholders approximately 30% of net profits, besides, public company limited Act B.E. 2535 (1992) article 115 and 116 and Company's Articles of Association article 48 and 51 (additional correction) which defined not to allow Company declared to pay the dividend except with the shareholders meeting resolution and Company had to spare an amount from annual net profit money as reserved money not less than 5% of net profits annually deducted with total loss carried over (if any) until Company has money reserved not less than 10% from registered capital. At Board of Directors meeting no. 3/2023 held on 10<sup>th</sup> March 2023 considered to agree to propose Annual General Meeting of shareholders for the year 2023 to approve omission of dividend payments of business turnover year 2020 and refrain from allocating legal reserves because Company had operation loss and required cash flow in performing business.

**Past dividend payment information**

Details	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 has operating loss. Therefore, there is no dividend payment.

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

Besides, in this agenda would require approval in the meeting of shareholders by majority of shareholders who attended the meeting and eligible for voting. For this agenda, there were total 26 shareholders who attended the meeting both by themselves and by proxies as calculated as 710,401,538 shares or 20.5303 %

of total shares which has been total sold of 3,460,259,199 shares, which complete quorum is obtained as defined in the Company's Articles of Association.

**Meeting Resolution**

Annual General Meeting of Shareholders for the Year 2023 considered and unanimously agreed to the omission of the allocation of net profits for legal reserve and the omission of dividend payments Year 2022 as shown all above with voting results of follows:

<b>Agreed</b>	<b>710,401,538</b>	<b>Votes as calculated as</b>	<b>100</b>
<b>Disagreed</b>	<b>0</b>	<b>Votes as calculated as</b>	<b>0</b>
<b>Abstained</b>	<b>0</b>	<b>Votes as calculated as</b>	<b>0</b>
<b>Bad card</b>	<b>0</b>	<b>Votes as calculated as</b>	<b>0</b>

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

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

This agenda is an agenda that has conflicts of interest with Pol.Lt Gen. Somkid Boonthanom, the Chairman of the meeting. The meeting moderator then invited Miss Suttirat Leeswadtrakul 1<sup>st</sup> Vice Chairman acted as the Chairman of the meeting for this agenda.

Meeting moderator reported to the meeting that 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 20<sup>th</sup>, 2022 – December 31<sup>st</sup>, 2022, in which no shareholder proposed any name of directors for selection.

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.

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

Besides, in this agenda would require approval in the meeting of shareholders by majority of shareholders

**Meeting Resolution**

Annual General Meeting of Shareholders for the Year 2023 considered and unanimously agreed to approve appointment of **Pol.Lt.Gen. Somkid Boontanom** as Company Directors as shown all above with voting results as follows:

For this agenda, there were total 26 shareholders who attended the meeting both by themselves and by proxies as calculated as 710,401,538 shares or 20.5303 % of total shares which has been total sold of 3,460,259,199 shares, which complete quorum is obtained as defined in the Company’s Articles of Association.

<b>Agreed</b>	<b>710,401,538</b>	<b>Votes as calculated as</b>	100
<b>Disagreed</b>	0	<b>Votes as calculated as</b>	0
<b>Abstained</b>	0	<b>Votes as calculated as</b>	0
<b>Bad card</b>	0	<b>Votes as calculated as</b>	0

Annual General Meeting of Shareholders for the Year 2023 considered and unanimously agreed to approve appointment of **Mr. Jakkarat Lertopas** as Company Directors as shown all above with voting results as follows:

For this agenda, there were total 26 shareholders who attended the meeting both by themselves and by proxies as calculated as 710,401,538 shares or 20.5303 % of total shares which has been total sold of 3,460,259,199 shares, which complete quorum is obtained as defined in the Company’s Articles of Association.

<b>Agreed</b>	<b>710,401,538</b>	<b>Votes as calculated as</b>	100
<b>Disagreed</b>	0	<b>Votes as calculated as</b>	0
<b>Abstained</b>	0	<b>Votes as calculated as</b>	0
<b>Bad card</b>	0	<b>Votes as calculated as</b>	0

Annual General Meeting of Shareholders for the Year 2023 considered and unanimously agreed to approve appointment of **Miss Chayasinee Tientong** as Company Directors as shown all above with voting results as follows:

For this agenda, there were total 26 shareholders who attended the meeting both by themselves and by proxies as calculated as 710,401,538 shares or 20.5303 % of total shares which has been total sold of 3,460,259,199 shares, which complete quorum is obtained as defined in the Company’s Articles of Association.

<b>Agreed</b>	<b>710,401,538</b>	<b>Votes as calculated as</b>	100
<b>Disagreed</b>	0	<b>Votes as calculated as</b>	0
<b>Abstained</b>	0	<b>Votes as calculated as</b>	0
<b>Bad card</b>	0	<b>Votes as calculated as</b>	0

Miss Suttirat Leeswadtrakul, Chairman concluded for Agenda 5 meeting resolution that Annual General Meeting of Shareholders for the year 2023 considered and agreed to approve the appointment of 3 individual Directors who retire from serving their term in office and maintain their duties as before as follows: (1) Pol.Lt.Gen. Somkid Boontanom, (2) Mr. Jakkarat Lertopas and (3) Miss Chayasinee Tientong with majority votes of shareholders who attended the meeting and eligible to vote.

**For Agenda 6 onwards, Pol.Lt.Gen. Somkid Boonthanom, Chairman of the Board of Directors acting as the meeting chairman.**

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

Meeting moderator reported the meeting that Company's Articles of Association 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.

The meeting of the Nomination and Remuneration Committee held No. 1/2023 on February 27<sup>th</sup>, 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 1<sup>st</sup>, 2023 to 31<sup>st</sup>, 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

**Directors' remuneration policy 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

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

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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.

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

Besides, in this agenda would require approval in the meeting of shareholders by majority of shareholders who attended the meeting and eligible for voting. For this agenda, there were total 26 shareholders who attended the meeting both by themselves and by proxies as calculated as 710,401,538 shares or 20.5303 % of total shares which has been total sold of 3,460,259,199 shares, which complete quorum is obtained as defined in the Company's Articles of Association.

**Meeting Resolution**

Annual General Meeting of Shareholders for the Year 2023 considered and unanimously agreed to approve Directors' 2023 remuneration not exceeding 3,000,000 Baht. Moreover, as Directors hold more than one position to receive only one rate at the highest rate of monthly compensation as shown all above with voting results as follows:

<b>Agreed</b>	<b>710,401,538</b>	<b>Votes as calculated as</b>	<b>100</b>
<b>Disagreed</b>	<b>0</b>	<b>Votes as calculated as</b>	<b>0</b>
<b>Abstained</b>	<b>0</b>	<b>Votes as calculated as</b>	<b>0</b>
<b>Bad card</b>	<b>0</b>	<b>Votes as calculated as</b>	<b>0</b>

Pol.Lt Gen. Somkid Boonthanom, Chairman concluded meeting resolution that Annual General Meeting of Shareholders for the year 2023 considered and agreed to approve Directors' 2023 remuneration not exceeding 3,000,000 Baht. Moreover, as Directors hold more than one position to receive only one rate at the highest rate of monthly compensation with two-third of total shareholders who attended the meeting and eligible to vote.

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

Meeting moderator reported to the meeting that according to Sections 120 and 121 of the Public Limited Companies Act B.E. 2535 (1992) and Article 40 of the Company's Articles of Association, the Annual General Meeting of Shareholders shall appoint auditors annually, and the former auditors may be re-appointed. The shareholders' meeting shall determine the audit fee. The auditors must not be the Company's directors, officers, employees or persons holding any position or having any duty in the Company. In addition, the announcement of the Capital Market Supervisory Board requires listed companies to have rotation of auditors. If the previous auditor has performed the duty of reviewing or examining and providing opinions on the company's financial statements for 7 fiscal years whether consecutive or not, this can be done by different auditor who works in the same company as previous one. However, the company may appoint an auditor who has retired from rotation from the auditor after at least 5 fiscal years consecutively after retiring from the duties.

The meeting of the Audit Committee's No. 1/2023 held on February 28<sup>th</sup>, 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.

Unit: Baht			
Audit Fee	<b>2023 (Proposed year)</b>	2022	2021
Annual audit fee for the consolidated financial statements and the quarterly review fee for the consolidated financial statements	<b>1,690,000</b>	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	<b>2023 (Proposed year)</b>	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	<b>2023 (Proposed year)</b>	2022	2021
Audit fees and quarterly review fees of subsidiaries and associated companies	<b>1,810,000</b>	1,460,000	425,000
Number of subsidiaries	<b>5</b>	4	1
Number of associates	<b>2</b>	2	2

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

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

Besides, in this agenda would require approval in the meeting of shareholders by majority of shareholders who attended the meeting and eligible for voting. For this agenda, there were total 26 shareholders who attended the meeting both by themselves and by proxies as calculated as 710,401,538 shares or 20.5303 % of total



shares which has been total sold of 3,460,259,199 shares, which complete quorum is obtained as defined in the Company's Articles of Association.

**Meeting Resolution**

Annual General Meeting of Shareholders for the Year 2023 considered and unanimously agreed to approve the appointment of Company auditors of the A.M.T. Associate Office and determined 2023 audit fee as not more than 3.50 Million Baht which were excluded other actual expenses incurred and related to the direct audit which would be separately collected as shown all above with voting results as follows:

<b>Agreed</b>	<b>710,401,538</b>	<b>Votes as calculated as</b>	100
<b>Disagreed</b>	0	<b>Votes as calculated as</b>	0
<b>Abstained</b>	0	<b>Votes as calculated as</b>	0
<b>Bad card</b>	0	<b>Votes as calculated as</b>	0

Pol.Lt Gen. Somkid Boonthanom, Chairman concluded meeting resolution that Annual General Meeting of Shareholders for the year 2023 considered and agreed to approve the appointment of Company auditors of the A.M.T. Associate Office and determined 2023 audit fee as not more than 3.50 Million Baht which were excluded other actual expenses incurred and related to the direct audit which would be separately collected with majority of total shareholders who attended the meeting and eligible to vote.

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

Meeting moderator reported to the meeting that according to the Public Limited Companies Act (No. 4) B.E. 2565 has been announced in the Royal Gazette and effective since May 24<sup>th</sup>, 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:

	<b>Original Company's Articles of Association.</b>	<b>Amended Company's Articles of Association.</b>
<b>Article 26</b>	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 <b>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.</b>
<b>Article 27</b>	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 except in case of urgent necessity to protect the rights or benefits of	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 except in case of urgent necessity to protect the rights or benefits of the Company will notify the

	<b>Original Company's Articles of Association.</b>	<b>Amended Company's Articles of Association.</b>
	<p>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>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><b>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.</b></p>
<b>Article 35</b>	<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. <b>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.</b></p>
<b>Article 36</b>	<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</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</p>

	<b>Original Company's Articles of Association.</b>	<b>Amended Company's Articles of Association.</b>
	<p>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> <ul style="list-style-type: none"> <li>• 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.</li> <li>• 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.</li> </ul>	<p>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> <ul style="list-style-type: none"> <li>• If the Board of Directors does not hold a meeting within the period under paragraph three, <b>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.</b> 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.</li> <li>• 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.</li> </ul>
<b>Article 37</b>	<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</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</p>

	<b>Original Company's Articles of Association.</b>	<b>Amended Company's Articles of Association.</b>
	newspaper at least three (3) days prior to the meeting date which must be advertised for a period of three (3) consecutive days.	(3) days prior to the meeting date which must be advertised for a period of three (3) consecutive days, <b>whereby the Company may use electronic means of advertising instead according to the rules prescribed by law.</b>
<b>Article 39</b>	<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"> <li>The number of shares held by grantor.</li> <li>Name of the proxy.</li> <li>Number of the meeting where the proxy was given to attend the meeting.</li> </ol>	<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 .<b>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</b> with at least the following items</p> <ol style="list-style-type: none"> <li>The number of shares held by grantor.</li> <li>Name of the proxy</li> <li>No. of the meeting where the proxy was given to attend the meeting.</li> </ol>
<b>Article 40</b>	<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</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</p>

	<b>Original Company's Articles of Association.</b>	<b>Amended Company's Articles of Association.</b>
	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.	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, <b>wherewith the Company may use electronic media instead according to the rules prescribed by law.</b>
<b>Article 47</b>	If the company intends to reduce its capital, There must be a letter notifying the resolution of the capital reduction to the 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.	If the company intends to reduce its capital, There must be a letter notifying the resolution of the capital reduction to the 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. <b>The Company may use electronic media instead according to the rules prescribed by law.</b>
<b>Article 47</b>	If the company intends to reduce its capital, There must be a letter notifying the resolution of the capital reduction to the 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.	If the company intends to reduce its capital, There must be a letter notifying the resolution of the capital reduction to the 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. <b>The Company may use electronic media instead according to the rules prescribed by law.</b>

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.

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

Besides, in this agenda would require approval in the meeting of shareholders by not less than three-fourths of the total votes. For this agenda, there were total 26 shareholders who attended the meeting both by themselves and by proxies as calculated as 710,401,538 shares or 20.5303 % of total shares which has been total sold of 3,460,259,199 shares, which complete quorum is obtained as defined in the Company's Articles of Association.

**Meeting Resolution**

Annual General Meeting of Shareholders for the Year 2023 considered and and unanimously agreed to approve amendment of Articles 26, 27, 35, 36, 37, 39, 40 and 47 of the Articles of Association of the Company as detailed above in all respects with the following:

<b>Agreed</b>	<b>710,401,538</b>	<b>Votes as calculated as</b>	<b>100</b>
<b>Disagreed</b>	<b>0</b>	<b>Votes as calculated as</b>	<b>0</b>
<b>Abstained</b>	<b>0</b>	<b>Votes as calculated as</b>	<b>0</b>
<b>Bad card</b>	<b>0</b>	<b>Votes as calculated as</b>	<b>0</b>

Pol.Lt Gen. Somkid Boonthanom, Chairman concluded meeting resolution that Annual General Meeting of Shareholders for the year 2023 resolved to approve the amendment of Articles 26, 27, 35, 36, 37, 39, 40 and 47 of the Company's Articles of Association with unanimous votes of the shareholders who attended the meeting and had the right to vote. vote 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.

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

Meeting moderator reported to the meeting that according to 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:

<b>Clause 51</b>	Lending to individuals, juristic persons, organizations with or without collateral except in banking business, finance business and credit foncier business.
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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.

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

Enclosures 1.

Besides, in this agenda would require approval in the meeting of shareholders by not less than three-fourths of the total votes. For this agenda, there were total 26 shareholders who attended the meeting both by themselves and by proxies as calculated as 710,401,538 shares or 20.5303 % of total shares which has been total sold of 3,460,259,199 shares, which complete quorum is obtained as defined in the Company's Articles of Association.

**Meeting Resolution**

Annual General Meeting of Shareholders for the Year 2023 considered and and unanimously resolved to approve the addition of the Company's objectives, Clause 51 as detailed above in all respects. with the following votes:

<b>Agreed</b>	<b>710,401,538</b>	<b>Votes as calculated as</b>	100
<b>Disagreed</b>	0	<b>Votes as calculated as</b>	0
<b>Abstained</b>	0	<b>Votes as calculated as</b>	0
<b>Bad card</b>	0	<b>Votes as calculated as</b>	0

Pol.Lt Gen. Somkid Boonthanom, Chairman concluded meeting resolution that Annual General Meeting of Shareholders for the year 2023 resolved to approve the additional objectives of the Company, Clause 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 orders of the Registrar or any other relevant government agencies with a unanimous vote of the shareholders who attend the meeting and have the right to vote.

**Agenda 10: To consider and approve the addition of the Company's objectives, Clause 51**

Meeting moderator reported to the meeting that in order to be consistent with the amendment of the Company's objectives as shown in Agenda 9, the Company has to amend Clause 3 of the Company's Memorandum of Association. It is appropriate to propose that the 2023 Annual General Meeting of Shareholders consider and approve the amendment of Clause 3 of the Company's Memorandum of Association to be in line with the addition of the Company's objectives. trade Ministry of Commerce has the power to amend and add wording to comply with the order of the Registrar The details are as follows:

**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.

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.

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

Besides, in this agenda would require approval in the meeting of shareholders by not less than three-fourths of the total votes. For this agenda, there were total 26 shareholders who attended the meeting both by themselves and by proxies as calculated as 710,401,538 shares or 20.5303 % of total shares which has been

total sold of 3,460,259,199 shares, which complete quorum is obtained as defined in the Company's Articles of Association.

**Meeting Resolution**

Annual General Meeting of Shareholders for the Year 2023 considered and and unanimously resolved to amend Clause 3 of the Company's Memorandum of Association to be in line with the addition of the Company's objectives. and 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 according to the details proposed above in all respects with the following votes:

<b>Agreed</b>	<b>710,401,538</b>	<b>Votes as calculated as</b>	<b>100</b>
<b>Disagreed</b>	<b>0</b>	<b>Votes as calculated as</b>	<b>0</b>
<b>Abstained</b>	<b>0</b>	<b>Votes as calculated as</b>	<b>0</b>
<b>Bad card</b>	<b>0</b>	<b>Votes as calculated as</b>	<b>0</b>

Pol.Lt Gen. Somkid Boonthanom, Chairman concluded meeting resolution that Annual General Meeting of Shareholders for the year 2023 resolved to approve the amendment of Clause 3 of the Company's Memorandum of Association to be in line with the addition of the Company's objectives. and the person assigned by the Board of Directors to register the amendment of the Memorandum of Association at the Department of Business Development. The Ministry of Commerce has the power to amend and add wording to comply with the order of the Registrar with a unanimous vote of the shareholders who attend the meeting and have 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.**

Meeting moderator reported to the meeting that according to 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.

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.

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

Besides, in this agenda would require approval in the meeting of shareholders by not less than three-fourths of the total votes. For this agenda, there were total 26 shareholders who attended the meeting both by themselves and by proxies as calculated as 710,401,538 shares or 20.5303 % of total shares which has been



total sold of 3,460,259,199 shares, which complete quorum is obtained as defined in the Company's Articles of Association.

**Meeting Resolution**

Annual General Meeting of Shareholders for the Year 2023 considered and and unanimously resolved to reduce the registered capital of the company 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 per share (sixty-eight satang) as detailed above in all respects. with the following votes:

<b>Agreed</b>	<b>710,401,538</b>	<b>Votes as calculated as</b>	<b>100</b>
<b>Disagreed</b>	<b>0</b>	<b>Votes as calculated as</b>	<b>0</b>
<b>Abstained</b>	<b>0</b>	<b>Votes as calculated as</b>	<b>0</b>
<b>Bad card</b>	<b>0</b>	<b>Votes as calculated as</b>	<b>0</b>

Pol.Lt Gen. Somkid Boonthanom, Chairman concluded meeting resolution that Annual General Meeting of Shareholders for the year 2023 resolved to approve the reduction of the company's registered capital by 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 per share (sixty-eight satang) with a unanimous vote of the shareholders who attended the meeting and were entitled to vote.

**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.**

Meeting moderator reported to the meeting that according to be in line with the reduction 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, which the Board of Directors' Meeting No. 3/2023 on Friday, March 10, 2023 considered. Then it was deemed appropriate 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 in line with the reduction of the Company's registered capital. The Ministry of Commerce has the power to amend and add wording to comply with the order of the Registrar. Use the following text instead.

"No. 4.	Registered Capital	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	Shares	(four billion four hundred eighty-five million three hundred forty-one thousand seven hundred seventy-seven shares)
	Par value of	0.68	Baht	(Sixty-eight)
	Divided into			
	Ordinary Shares	4,485,341,777	Shares	(four billion four hundred eighty-five million three hundred forty-one thousand seven hundred seventy-seven shares)
	Preferred Shares	-	Shares	(Shares-)

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

Besides, in this agenda would require approval in the meeting of shareholders by not less than three-fourths of the total votes. For this agenda, there were total 26 shareholders who attended the meeting both by themselves and by proxies as calculated as 710,401,538 shares or 20.5303 % of total shares which has been total sold of 3,460,259,199 shares, which complete quorum is obtained as defined in the Company's Articles of Association.

### **Meeting Resolution**

Annual General Meeting of Shareholders for the Year 2023 considered and and unanimously resolved to amend Clause 4 of the Company's Memorandum of Association to be in line with the reduction of the Company's registered capital. and the person assigned by the Board of Directors to register the amendment of the Memorandum of Association at the Department of Business Development. The Ministry of Commerce has the power to amend and add wording to comply with the order of the Registrar. according to the details proposed above in all respects with the following:

<b>Agreed</b>	<b>710,401,538</b>	<b>Votes as calculated as</b>	<b>100</b>
<b>Disagreed</b>	<b>0</b>	<b>Votes as calculated as</b>	<b>0</b>
<b>Abstained</b>	<b>0</b>	<b>Votes as calculated as</b>	<b>0</b>
<b>Bad card</b>	<b>0</b>	<b>Votes as calculated as</b>	<b>0</b>

Pol.Lt Gen. Somkid Boonthanom, Chairman concluded meeting resolution that Annual General Meeting of Shareholders for the year 2023 resolved to approve the amendment of Clause 4 of the Company's Memorandum of Association to be in line with the reduction of the Company's registered capital. and the person assigned by the Board of Directors to register the amendment of the Memorandum of Association at the Department of Business Development. The Ministry of Commerce has the power to amend and add wording to comply with the order of the Registrar. with a unanimous vote of the shareholders who attend the meeting and have the right to vote.

### **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.**

Meeting moderator reported to the meeting that 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 MW. In addition, the company will use the capital increase as working capital for the company and its subsidiaries and/or expand their business in the 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 at a par value of 0.68 baht (sixty-eight satang). The Board of Directors' Meeting No. 3/2023 on Friday, March 10, 2023 considered and agreed to propose to the 2023 Annual General Meeting of Shareholders for consideration. Approved an increase in the registered capital of the company in the amount of 15,873,337.08 baht by issuing additional ordinary shares. 23,343,143,156 shares divided into

- 1) No more than 20,761,555,194 shares to accommodate the issuance and offering of newly issued ordinary shares to existing shareholders of the Company in proportion to their shareholding.(Right Offering)

- 2) No more than 905,898,070 shares to accommodate the right adjustment of warrants to purchase ordinary shares No. 6 (B-W6).
- 3) No more than 1,675,689,892 shares to accommodate the right adjustment of warrants to purchase ordinary shares No. 7 (B-W7).

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

Besides, in this agenda would require approval in the meeting of shareholders by not less than three-fourths of the total votes. For this agenda, there were total 26 shareholders who attended the meeting both by themselves and by proxies as calculated as 710,401,538 shares or 20.5303 % of total shares which has been total sold of 3,460,259,199 shares, which complete quorum is obtained as defined in the Company's Articles of Association.

### **Meeting Resolution**

Annual General Meeting of Shareholders for the Year 2023 considered and and unanimously resolved to increase the registered capital of the company 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 new ordinary shares in the amount of not more than 23,343,143,156 shares at the par value of 0.68 baht (sixty-eight satang) per share as detailed above in all respects. with the following:

<b>Agreed</b>	<b>710,401,538</b>	<b>Votes as calculated as</b>	100
<b>Disagreed</b>	0	<b>Votes as calculated as</b>	0
<b>Abstained</b>	0	<b>Votes as calculated as</b>	0
<b>Bad card</b>	0	<b>Votes as calculated as</b>	0

Pol.Lt Gen. Somkid Boonthanom, Chairman concluded meeting resolution that Annual General Meeting of Shareholders for the year 2023 resolved to approve to increase the registered capital of the company 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 not exceeding 23,343,143,156 shares with a par value of 0.68 baht (sixty-eight satang) per share with unanimous votes of the shareholders who attended the meeting and were entitled 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 increase of the Company's registered capital.**

Meeting moderator reported to the meeting that according to in order to be in line 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, which was considered by the Board of Directors' Meeting No. 3/2023 on Friday, March 10, 2023. Then it was deemed appropriate 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 in line with the increase of the Company's registered capital. Ministry of Commerce has the power to amend and add wording to comply with the order of the Registrar Use the following text instead.

"No. 4.	Registered Capital	18,923,369,754.4 4	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	Shares	(Twenty-seven thousand eight hundred twenty-eight million four hundred eighty-four thousand nine hundred thirty-three shares)

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

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

Besides, in this agenda would require approval in the meeting of shareholders by not less than three-fourths of the total votes. For this agenda, there were total 26 shareholders who attended the meeting both by themselves and by proxies as calculated as 710,401,538 shares or 20.5303 % of total shares which has been total sold of 3,460,259,199 shares, which complete quorum is obtained as defined in the Company's Articles of Association.

**Meeting Resolution**

Annual General Meeting of Shareholders for the Year 2023 considered and and unanimously resolved to amend Clause 4 of the Company's Memorandum of Association to be in line with the increase of the Company's registered capital and 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 according to the details proposed above in all respects with the following:

<b>Agreed</b>	<b>710,401,538</b>	<b>Votes as calculated as</b>	<b>100</b>
<b>Disagreed</b>	<b>0</b>	<b>Votes as calculated as</b>	<b>0</b>
<b>Abstained</b>	<b>0</b>	<b>Votes as calculated as</b>	<b>0</b>
<b>Bad card</b>	<b>0</b>	<b>Votes as calculated as</b>	<b>0</b>

Pol.Lt Gen. Somkid Boonthanom, Chairman concluded meeting resolution that Annual General Meeting of Shareholders for the year 2023 resolved to approve the amendment of Clause 4 of the Company's Memorandum of Association to be in line with the increase of the Company's registered capital. and the person assigned by the Board of Directors to register the amendment of the Memorandum of Association at the Department of Business Development. The Ministry of Commerce has the power to amend and add wording to comply with the order of the Registrar. with a unanimous vote of the shareholders who attend the meeting and have the right to vote.

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

Meeting moderator reported to the meeting that according to as the Company has increased the registered capital of the company 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 proposed to the shareholders' meeting to consider the allocation of the newly issued ordinary shares 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

Enclosures 1.

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 June 12-16, 2023 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-

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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.

Enclosures 1.

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

Besides, in this agenda would require approval in the meeting of shareholders by a majority vote of the shareholders. For this agenda, there were total 26 shareholders who attended the meeting both by themselves and by proxies as calculated as 710,401,538 shares or 20.5303 % of total shares which has been total sold of 3,460,259,199 shares, which complete quorum is obtained as defined in the Company's Articles of Association.

**Meeting Resolution**

Annual General Meeting of Shareholders for the Year 2023 considered and and unanimously resolved to allocate newly issued ordinary shares in the amount of not more than 23,343,143,156 shares according to the details proposed above in all respects. with the following:

<b>Agreed</b>	<b>710,401,538</b>	<b>Votes as calculated as</b>	<b>100</b>
<b>Disagreed</b>	<b>0</b>	<b>Votes as calculated as</b>	<b>0</b>
<b>Abstained</b>	<b>0</b>	<b>Votes as calculated as</b>	<b>0</b>
<b>Bad card</b>	<b>0</b>	<b>Votes as calculated as</b>	<b>0</b>

Pol.Lt Gen. Somkid Boonthanom, Chairman concluded meeting resolution that Annual General Meeting of Shareholders for the year 2023 resolved to approve the allocation of newly issued ordinary shares in the amount of not more than 23,343,143,156 shares with unanimous votes of the shareholders who attended the meeting and were entitled to vote.

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

Meeting moderator reported to the meeting that the Company started investing in ordinary shares of The Megawatt Co., Ltd. since 2020 and has gradually invested until now. Due to the performance of The Megawatt Co., Ltd. has continued to grow in revenue and profits. The Megawatt Co., Ltd. operates an alternative energy business, which is the main direction of investment in Thailand and around the world. The energy market is still growing The Megawatt Co., Ltd. has cooperation in technology and fund management with partners who build and install electrical networks in Thailand and many countries around the world. As a result, it has advantages in terms of technology and good project management. Receive high power purchase rates and The Megawatt Co., Ltd. has many upcoming Solar Rooftop projects. In addition, The Megawatt Co., Ltd. has studied and prepared to invest in alternative energy business. others such as wind power plants and battery management system for the electric vehicle business in Thailand that is growing exponentially all of which are environmentally friendly energy business operations (Green Utilities) according to the business strategy of Begistics Public Company Limited and have a continuous growth direction.

Begistics Public Company Limited sees the trend of growth in the value of The Megawatt Co., Ltd. and a good time to invest. Therefore negotiated and bought shares of The Megawatt Co., Ltd. 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 shares, which is close to the price appraised by a financial advisor approved by the SEC at 114.50 baht per share.

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

The meeting acknowledged the additional investment in ordinary shares of The Megawatt Company Limited not more than 4,960,000 shares from the existing shareholders of The Megawatt Company Limited. For this agenda, there were 26 shareholders attending the meeting, both attending the meeting in person. and

proxies from shareholders representing a total of 710,401,538 shares or 20.5303 percent of the total number of shares sold. 3,460,259,199 shares

**Agenda 17: To consider other matters. (if any).**

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

Questions from Mr. Wittawat Luesukprasert from Shareholders attending the meeting electronically in person.

- 1) Investment in The Megawatt Co., Ltd. ("Megawatt") which the Company has invested a lot of money. How to generate income and profit for the company?

Mr. Panya Boonyapiwat (Director, Chairman of Executive Committee and Chief Executive Officer) : Currently, the Company invests in The Megawatt Co., Ltd. ("Megawatt") in the proportion of 49.02 % and the Company has recognized the income from such investment for the past 2 years, which has a good trend. always The Company foresees that the additional investment in Megawatt will be able to increase revenue and profits for the company Board of Directors Meeting therefore resolved to expand the capital in order to invest more money in megawatts. It is expected that such investment will benefit the company.

- 2) The Company had previously invested in power plants of GA Power Co., Ltd. ("GAP") but was unsuccessful and what percentage of holding shares in megawatts do you intend to hold?

Mr. Panya Boonyapiwat (Director, Chairman of Executive Committee and Chief Executive Officer) : The fact that the company used to invest in GA Power Co., Ltd. ("GAP") is not that GAP has a bad performance, but at that time GAP should spend time improving solar efficiency farm cell in Vietnam In addition, there are investors who are interested in GAP's solar farm operation in Vietnam, and the company can sell its investment in GAP at a price that can make the company profitable. In order to reinvest that profit into a more efficient business, the company decided to sell GAP's shares in Q4/2022.

- 3) This capital increase causes a significant dilution effect of the stock price on the board because the capital increase price is 0.06 baht, the ratio is 1: 6, which is lower than the stock price on the board. How does the company view this?

Mr. Panya Boonyapiwat (Director, Chairman of Executive Committee) and Chief Executive Officer) : The company sets the capital increase ratio of 1: 6, so that shareholders can invest in the company in many periods without having to invest in full amount. It is an opportunity for shareholders to invest together with the company. to see a better future for the company As for the impact of the stock price fluctuation in the market The price may have a big impact or the price may stay where it is. It's all possible. because the company cannot predict the stock price in the market





(F53-4)

**-Translation-  
Capital Increase Report form  
Begistics Public Company Limited  
September 4, 2023**

We, Begistics Public Company Limited (the "Company"), located at 52 Thaniya Plaza Building, 28<sup>th</sup> Floor, Silom Road, Suriyawongse, Bangrak, Bangkok 10500, hereby report on the resolution of the Board of Directors' Meeting No. 12/2023 dated September 4, 2023 at 3.00 pm, regarding the reduction of registered capital, par value adjustment, Capital increase and share allocation as follows:

**1. Capital reduction.**

The Board of Directors' Meeting passed a resolution approved to propose Shareholders' Meeting to consider and approve of the registered capital reduction of the Company amount 833,647,422.56 Baht from 18,923,369,754.44 Baht to 18,089,722,331.88 Baht by eliminating 1,225,952,092 unissued ordinary shares at 0.68 Baht (sixty eight satang) Par Value which is the issued ordinary shares to reserve for the exercise of Warrants to purchase the newly issued ordinary shares of the Company No.6 (B-W6) which has ceased from being a listed securities since August 17, 2023 in order to comply with the prescribed procedures by the Public Company act and the Company's capital increase procedure, including approval of amendments to the Company's Memorandum of Association to be consistent with the reduction of the registered capital.

**2. Par Value Adjustment.**

The Board of Directors' Meeting passed a resolution approved to propose Shareholders' Meeting to consider and approve of the change in Par Value by Reverse Stock Split from the existing par value of 0.68 baht per share to 2.04 baht per share resulting in the reduction of 17,735,021,894 shares from the existing 26,602,532,841 shares to 8,867,510,947 shares with a par value of 2.04 baht per share. This will result in the reduction of shares held by each shareholder at ratio of 3 existing shares to 1 new share with details as follows;

Description	<u>Before reverse stock split Par Value</u>	<u>After reverse stock split Par Value</u>
Ordinary shares	18,089,722,331.88 Baht	18,089,722,331.88 Baht
Paid-up capital	16,470,976,022.16 Baht	16,470,976,022.16 Baht
Par Value	0.68 Baht	2.04 Baht
Registered paid-up shares	24,222,023,562 shares	8,074,007,854 shares

The calculation of changing the par value from 0.68 baht per share to 2.04 baht per share will result in a number of shareholders who do not have enough shares to combine. The fractional shares from the calculation will be terminated. (Shareholders might consider purchasing more B shares or sell the remaining B shares so that the total shares held by shareholders are enough for the reverse stock split at the rate of 3 old ordinary shares at original par value for 1 new ordinary share at the new par value). In the calculation and rounding the fractional shares process, the Company will assign Thailand Securities Depository Co., Ltd. ("TSD"), the securities registrar, to be responsible for the said processes according to the TSD operation. Nevertheless, to retain the rights of some shareholders which may be affected by the calculation and rounding process, shareholders may purchase or sell shares (odd lot) on the stock exchange to have enough shares for the calculation and rounding process before the effective date of the new par value. However, for shareholders who do not have enough shares to be combined and the said shares will be terminated, the Company will pay for the terminated shares at average price calculated by volume weighted average

closing price of the Company's stock price 7 days prior to the Extraordinary General Meeting of Shareholders No. 1/2023, and the proceeds will be transferred to the shareholders' bank account as stated below.

**Procedures for Requesting Compensations for Fractional Shares.**

1. Prepare Documents.

1.1. Documents Confirming Shareholder's Identity as follows;

1.1.1. Individuals : Photo copy of identification card (ID), Government Official Card, State Enterprise Card or Passport which is not expired on the requested date.

1.1.2. Juristic Persons:

(1) Photo copy of juristic person certificate issued by Department of Business Development, Ministry of Commerce or certificate of establishment of the juristic person (in case of foreign juristic person) which is issued within 6 months prior to the requested date, and

(2) Photo copy of identity documents of authorized directors and has been certified by the authorized directors (as specified documents for individuals).

1.2. Photo copy of the book bank account which the shareholders wish the compensations to be transferred to and the name stated on the bank book account shall be the same as the shareholder.

All documents in item 1. shall be certified by the shareholders or authorized directors with Company stamp (if any).

2. Submit all documents in item 1. to the Company at the office no. 52 Thaniya Plaza Building, 28<sup>th</sup> Floor, Silom Road, Suriyawongse, Bangrak, Bangkok 10500 in person or by postal within 1 month after the date that the stock has been traded at the new par value, meaning the next business day after the first day trading with the new par value.

The Company will transfer the compensation for the fractional shares to the shareholders after the Company has reviewed the correctness of all information and documents after 1 month starting from the document received date. **In case any shareholders do not request for the compensation for the fractional shares within the time limit, the Company will assume that the shareholders have waived their rights for the compensation.**

In this regard, the authorized directors and/or the Chief Executive Officer and/or the person assigned by the authorized director and/or Chief Executive Officer have the authority to take any necessary and reasonable action concerning any change in the par value of the shares. This includes, but is not limited to, setting conditions and other details, notifying or requesting permission to any relevant authority in compliance with the law and/or relevant regulations and the Company's memorandum of association must be amended, Clause 4, to reflect the change in the par value of shares above as follows: "Registered capital amount 18,089,722,331.88 baht divided into 8,867,510,947 shares with a value of 2.04 baht per share."

**1. Capital Increase.**

The Board of Directors' Meeting passed a resolution approved to propose Shareholders' Meeting to consider and approve to increase the registered capital of the Company from the original registered capital 18,089,722,331.88 baht (after capital reduction) to the new registered capital 23,580,047,671.92 baht by issuing new ordinary shares in the amount not exceeding 2,691,335,951 shares at a par value of 2.04 baht (two baht four eight satang), totaling 5,490,325,340.04 baht (after changing in par value by combining shares) with the following characteristics:

Capital increase	Type of share	number of shares (share)	Par value (Baht per share)	Total (baht)
☑ Specify the purpose of utilizing proceeds	Ordinary share	Not exceeding 2,691,335,951	2.04	5,490,325,340.04
	Preferred share	-	-	-

#### 4. Allotment of new shares.

##### 4.1. Specify the purpose of utilizing proceeds.

The Board of Directors' Meeting passed a resolution approving the allotment of not exceeding 2,691,335,951 shares with a par value of 2.04 baht per share (after changing the par value by combining shares), totaling 5,490,325,340.04 baht by issuing warrants and when combined with the number of shares reserved by the Company to support warrants in other times must not exceed fifty percent of the total number of shares sold of the Company. Details are as follows:

Allocated to	number of shares	ratio	Offering price (Baht)	Subscription and settlement	Remark
To support the exercise of the conversion rights of the warrants to purchase ordinary shares of the Company No. 8 (B-W8) issued to the existing shareholders. (After changing the par value by combining shares)	Not exceeding 2,691,335,951 shares	3 existing shares : 1 warrant	0.00 baht	to be determined by the Board of Directors	Please consider Notes No. 1-2. And brief details of B-W8 as per Enclosure 2

Note:

- Determine the list of shareholders who are entitled to the allocation of warrants to purchase newly issued ordinary shares on Tuesday 31 October 2023.
- Any fraction from the calculation shall be disregarded.

The Board of Directors is empowered to determine conditions and other details of new ordinary shares including amend, change the conditions and details related to the offering shares, such as the subscription period, payment method, etc., also to negotiate and sign any relevant documents and agreements and perform any other necessary actions related to the issuing and offering capital increase shares or as appropriate processes which includes this capital increase shares to be listed in The Stock Exchange of Thailand including filing evidence to the Securities and Exchange Commission And the Stock Exchange of Thailand, Thailand Securities Depository Company Limited, Ministry of Commerce or other relevant agencies. The Company determined the list of shareholders who are entitled to receive the warrants on Tuesday 31 October 2023, however, granting of rights of company is uncertain because they have to wait for approval from the shareholders' meeting.

#### 5. Schedule of Shareholders Meeting to approve capital reduction, par value adjustment, capital increase, and allotment of new shares.

Schedule the Extraordinary General Meeting of Shareholders No. 1/2023 via electronic media (E-EGM 1/2023) on Friday, October 6, 2023, at 2:00 p.m. The meeting will be broadcast live via electronic media (E-Meeting) from the meeting room of the company office no. 52 Thaniya Plaza Building, 28<sup>th</sup> Floor, Silom Road, Suriyawongse, Bangrak, Bangkok 10500 by determining the list of shareholders who are entitled to attend the Extraordinary General Meeting of Shareholders No. 1/2023 (Record Date) on Monday 18 September 2023.

**6. Approval of the capital increase/ par value adjustment /share allotment by the relevant governmental agencies and others permission conditions (If any).**

- 6.1. Approved by the shareholders' meeting to reduce the registered capital, par value adjustment, increase registered capital including other related matters.
- 6.2. The company will decrease the registered capital, change par value and increase the registered capital including the amendment of the Memorandum of Association related to the capital reduction, par value adjustment and capital increase with the Department of Business Development, Ministry of Commerce.
- 6.3. Request permission from The Stock Exchange of Thailand to be listed and traded the newly shares arising from the exercise of warrants ("B-W8").

**7. Objectives of the capital increase and utilization of proceeds from the capital increase**

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

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

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

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

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

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

Details of the issuance and offering of warrants to purchase shares No. 8 (B-W8) as attached.

**11. Certification of the Board of Directors.**

The Board of Directors hereby certifies that The Board of Directors perform their duties in accordance with caution in considering changeing the par value, capital increase and share allocation of the Company's capital increase is appropriate.

**12. The right to damages claim or benefits claim from directors who not comply with Fiduciary Duty.**

In the event that the Company's directors fail to perform their duties in accordance with the law and objectives and regulations of the company as well as the resolutions of the shareholders' meeting with honesty and caution in protecting the interests of the Company in relation to the capital increase by doing or omitting any action that is not performing such duties and causing damage to the Company. The Company can claim compensation from that director but if the company does not claim such compensation Shareholders holding shares in aggregate of not less than 5 percent of the total shares sold will notify the Company and if the Company fails to proceed as the shareholders notify that shareholder can sue for damages from such director on behalf of the company in accordance with Section 85 of the Public Limited Companies Act B.E. 2535 (including any amendments) according to the law, objectives and regulations of the company as well as the resolutions of the shareholders' meeting with honesty and care to protect the interests of the Company in matters related to the capital increase, which causes the directors, executives or related persons to gain undue benefits. The Company may sue the directors to take responsibility and return such benefits to the company. or shareholders holding shares and having voting rights in aggregate of not less than 5 percent of the total number of votes of the Company may inform the Company to take such action, if the Company fails to take action as notified by the shareholders within 1 month from the date of but the date of notification such shareholders can exercise the right to file a lawsuit to reclaim 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).

**13. Schedule of actions in case the Board of Directors passes a resolution approving capital increase, par value adjustment and share allocation.**

<b>Procedures of capital increase</b>	<b>Proceeding Date</b>
1. The Board of Directors' meeting No. 12/2023 resolved to approve the reduction of registered capital, par value adjustment, increase the registered capital, allocation of newly issued shares and other related matters.	September 4, 2023
2. The Record Date to determine the names of shareholders who have the right to attend the Extraordinary General Meeting of Shareholders No. 1/2023 (Record Date)	September 18, 2023
3. The Extraordinary General Meeting of Shareholders No. 1/2023	October 6, 2023
4. The date for determining the list of shareholders who are entitled to the allocation of warrants to purchase shares No. 8 (B-W8).	October 31, 2023
5. Registered to reduce the registered capital, par value adjustment, increase the registered capital and other related matter to the Department of Business Development, Ministry of Commerce.	Within 14 days after approval from Shareholders' meeting.

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

Yours sincerely,

- Mr.Panya Boonyapiwat -  
(Mr.Panya Boonyapiwat)

Chief of the Executive Committee and  
Chief Executive Officer

**Summary of Key Features of Warrants to Purchase Newly Issued Ordinary Shares  
Begistics Public Company Limited No. 8 (B-W8)  
To Existing Shareholders.**

<b>1.Key Features of Warrants to Purchase Newly Issued Ordinary Shares.</b>	
Issuer	: Begistics Public Company Limited
Type of Securities Offered	: Warrants to purchase ordinary shares of Begistics Public Company Limited No. 8 ("Warrants" or "B-W8")
Type of warrant	: Specify the name of the holder and transferable hands.
Amount issued and offered for sale	: Not exceeding 2,691,335,951 units. In this regard, the issuance and offering of warrants to purchase ordinary shares No. 8 ("B-W8") will proceed upon approval from the Extraordinary General Meeting of Shareholders No. 1/2023.
Warrant allocation method	: Allocated to existing shareholders of the Company at the ratio of 3 ordinary shares per 1 warrant. (Any fraction from the calculation according to the B-W8 warrant allocation ratio, the fraction must be rounded off the whole amount.)
Offering price per unit	: 0.00 baht per unit (zero baht)
Exercise ratio	: 1 unit of warrants can be exercised to purchase 1 newly issued ordinary share of the Company. Unless there is an adjustment of the exercise ratio under the conditions of the right adjustment. (The exercise ratio is calculated from the number of shares after changing in par value by combining shares) In the event that there is a fraction of shares or warrants from the calculation (if any), the fractions shall be discarded.
Exercise price	: The exercise price is 0.30 baht per share, unless there is a right adjustment in accordance with the rights adjustment conditions. (The exercise price is calculated from the number of shares after changing the par value by combining the shares) <u>Note</u> : However, on the date of the Board of Directors' meeting to propose the issuance of warrants and the capital increase, and on the date of the shareholders' meeting to consider and approve such matters separate financial statements of the Company reviewed by the Company's certified public accountant in the latest period as of quarter 2/2023 ending June 30, 2023, the Company has accumulated loss according to the separate financial statements in the amount of 35.56 million baht.
Number of ordinary shares issued to support	: Not exceeding 2,691,335,951 shares with a par value of 2.04 baht per share (after changing the par value by combining the shares) or equivalent to 11.11% of the total number of paid-up shares of the company as of the date the Board of Directors resolved to propose to the shareholders' meeting to consider the issuance and offering of warrants (September 4, 2023), equal to 24,222,023,562 shares.

Term of Warrants	:	Not more than 3 years from the date of issuance and offering of warrants. However, after the issuance of the warrants, the Company will not extend the term of the warrants.
Offering period	:	Determine the list of shareholders who are entitled to receive warrants on October 31, 2023.
Exercise period	:	15 <sup>th</sup> day of December and June throughout the term of the warrants in case that date falls on a holiday, it will be moved up to the previous working day. The first exercise date falls on December 15, 2023 and the last exercise date falls on the expiration date of 3 years from the date of issuance of the warrants in case that day falls on a holiday, it shall be moved up to the previous business day.
Period of intent	:	Between 9:00 a.m. and 3:00 p.m. within 5 business days to each exercise date for the last exercise, not less than 15 days before the last exercise date in the last exercise.
Secondary Market for Warrants	:	The Company will list the warrants issued and offered for sale on the Stock Exchange of Thailand.
Secondary market for ordinary shares arising from the exercise of warrants	:	The Company will list the ordinary shares resulting from the exercise of the Warrants on the Stock Exchange of Thailand.
Warrant rights adjustment	:	The event of an adjustment of rights according to the Notification of the Securities and Exchange Commission No. TorChor. Supporting Warrants Clause 11(4) (b) The Board of Directors and/or the person assigned by the Board of Directors shall determine the conditions and other details relating to the adjustment or change of the exercise ratio and the exercise price. Rights.
Conditions in case there are remaining warrants	:	The company will cancel all remaining warrants.
Warrant Registrar	:	Thailand Securities Depository Co., Ltd.
Other conditions	:	The Board of Directors is empowered to determine and change rules, conditions and other details. of this warrant as well as having the authority to determine the grounds for the issuance of new shares to accommodate changes in the exercise price and/or the exercise ratio of warrants, enter into negotiations, agree, sign documents and contracts. Related Including various actions necessary and appropriate in connection with the warrants and the issuance and offering of such warrants This includes the listing of warrants and ordinary shares issued to support the exercise of warrants on the Stock Exchange of Thailand. as well as applying for permission from relevant agencies, as well as having the power to take any action as necessary and in connection with the issuance of warrants at this time.

**2. 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

The consideration of the impact is divided into 2 cases according to the conversion right form of B-W8 as follows:



Case 1

Existing shareholders who are entitled to allocate the B-W8 Warrants are exercising the rights of the Warrants in full amount.

Case 2

Existing shareholders who are entitled to allocate the B-W8 Warrants are not exercising the entire amount of the Warrants, while other persons are exercising their rights on their behalf.

**1.1. Control Dilution**

Details of the calculation in each case are as follows:

Case 1	=	0%
Case 2	=	$\frac{\text{Number of Shares Supported B-W8}}{\text{Number of Shares Paid-up} + \text{Number of Shares Supported B-W8}}$
B-W8	=	$\frac{2,691,335,951}{(8,074,007,854 + 2,691,335,951)}$
	=	25.00%

**1.2. Price Dilution**

No effect because the conversion price proposed to the shareholders' meeting is not lower than the market price according to the regulations of the Stock Exchange of Thailand.

$$\begin{aligned} \text{decrease in market price} &= \frac{(\text{market price before trading} - \text{market price after trading}) * 100}{\text{market price before trading}} \\ &= \frac{(0.06 - 0.12) * 100}{0.06} \\ &= -100\% \end{aligned}$$

The market price before trading is 0.06 baht per share, which is 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. 12/2023 on September 4, 2023 (between August 11, 2023 – September 1, 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

$$\frac{(\text{market price before trading} * \text{Number of Shares Paid-up}) + (\text{Exercise price B-W8} * \text{Number of Shares Supported B-W8})}{\text{Number of paid-up shares} + \text{Number of Shares Supported B-W8}}$$

$$\begin{aligned} &= \frac{(0.06 * 8,074,007,854) + (0.30 * 2,691,335,951)}{(8,074,007,854 + 2,691,335,951)} \\ &= 0.12 \end{aligned}$$

**2.3 EPS Dilution**

Case 1 and Case 2

Decrease in earnings per share	=	$\frac{\text{Earning}^*}{\text{Number of Shares Paid-up} + \text{Number of Shares Supported B-W8}}$
	=	$\frac{103,252,000.00}{(8,074,007,854 + 2,691,335,951)}$
	=	0.96%

\* Earning used in the calculation from the net profit for the 2<sup>nd</sup> quarter of 2023 ended 30 June 2023.

**Details of the calculation of the proportion of supporting shares**

Proportion of supporting shares = Number of Shares Supported B-W7 + Number of Shares Supported B-W8

$$\begin{aligned} & \text{Number of Shares Paid-up} \\ = & \frac{793,503,093 + 2,691,335,951}{8,074,007,854} \\ = & 43.16\% \end{aligned}$$

### **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 an or after 1 July 2010, shall have ended the foregoing relationship not less than two years prior to the date of appointment;
7. neither be nor having been any professional advisor including legal advisor or financial advisor who receives an annual service fee exceeding two million Baht from the Company, its parent company, subsidiaries, affiliates or juristic persons which may have any conflict of interest, and not having been a substantial shareholder, controlling person or partner of the professional advisor. Any audit committee member who may be appointed on or after 1 July 2010, shall have ended the foregoing relationship not less than two years prior to the date of appointment;
8. not conduct any business of the same nature as the Company's or its subsidiaries and is in competition with them in any material respect, nor being a substantial partner, shareholder holding more than one (1) per cent of the voting shares, director (having management role), employee, officer or advisor (obtaining

a regular salary) of any company whose business is of the same nature as the Company 's or its subsidiaries' business, and is in competition with them in any material respect;

9. not have any other manners, which may render him or her incapable of expressing independent opinions with regard to the Company's business affairs.

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

The Company may appoint a person who has a business relation or provides a professional service described in item No.3 or 7 above if the Board carefully considers the business relationship of service provided and concludes that the appointment will not interfere with the exercise of independent judgment in the independent director's responsibilities. The Company must disclose the following information in the items regarding the appointment of independent directors on the agenda of the shareholders' meeting:

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

**Profiles of the Independent Directors appointed as proxy by the Company.**

**Name** Mr.Smith Leammanee  
**Age** 57  
**Address** 111/1126 Village No. 1, Samet Subdistrict,  
Mueang Chonburi District Chonburi Province.  
**Number of shares held in the Company** (as of September 4, 2023) None.  
**Date of first appointment** September 8<sup>th</sup>, 2020  
**Number of years as a Director** 2.6 year.



**Education**

- Bachelor's degree, Engineering King Mongkut's Institute of Technology North Bangkok
- Master's degree, Business Administration Ramkhamhaeng University.

Master's degree  
Business Administration

**Professional Experiences**

Aug. 2020 - Present	Independent Director, Audit Committee Member Nomination and Remuneration Committee and Risk Management Committee Begistics Plc.
Dec.2019 – Present	Engineering Director and Project Manager Ergon Asia Co., Ltd.
Jul.2015 - Jul.2017	Chief Executive Officer AED Fabric Co., Ltd.
May 2004 - Jun 2012	Managing Director N V S Intelligent 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.

**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 Extraordinary General Meeting of Shareholders No. 2/2022 (electronic meeting), 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 Village No. 1, Samet Subdistrict, Mueang Chonburi District, Chonburi Province.

- 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 within October 2, 2023.

- 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 to the Company within October 2, 2023 together with ID card/government official card/passport (for a foreigner) of the proxy holder for registration.
- 3. In case of the deceased shareholder:** The estate administrator may attend the meeting by himself or to assign a proxy to other person to attend the meeting. The court order to appoint such estate administrator, certified by the authorized person, within 6 months before the meeting day must be additionally presented.
- 4. In case of the minor shareholders:** The father-mother or the legal guardian may attend the meeting by him/herself or to assign a proxy to other person to attend the meeting. The copy of the house registration of the minor shareholders must be additionally presented.
- 5. In case of the incompetent or quasi-incompetent shareholders:** The guardian or the curator may attend the meeting by him/herself or to assign a proxy to other person to attend the meeting with the court order of appointment to be a guardian or the curator, certified by the authorized person, within 6 months before the meeting day, must be additionally presented.
- 6. Registration:** The registration for the attendance at the Meeting shall be from 12.00 – 14.00 hours.

## Articles of Association

### Chapter 1 General Provisions

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

### Chapter 2 Issuance of Shares and Transfer of Shares

5. Shares of the Company are ordinary shares entered into named certificates and paid up at one time in full and/or paid up by property otherwise than by money or grant of copyright in artistic or scientific works or patent, trade mark, model, map or formula or any secret procedure to use information relating to industrial, commercial or scientific experiences.  
The Company may issue preference shares, debentures, warrants or other securities as permitted under the law on securities and exchange.
6. Payment for subscription of shares shall not be made by set off by subscribers or shareholders against debt owed by the Company except in the case of debt restructuring by issuing new shares receipt of which shall be made to creditors under a conversion of debt to equity scheme as approved by a resolution passed by the general meeting of shareholders with a vote of not less than three quarters (3/4) of all votes of shareholders attending the meeting and eligible to vote.  
Issuing shares to repay the debt and the conversion of debt to equity scheme under the preceding paragraph shall be in accordance with the criteria and procedures as prescribed in a ministerial regulation.
7. A share certificate of the Company shall contain the signature of at least one director, signed or printed; however the Company may assign a share registrar under the law on securities and exchange to sign or print the signature on the share certificate in the Company behalf.
8. The Company may assign a natural or juristic person to act as the Share Registrar and if the Company assigns a share registrar pursuant to the law on securities and exchange, the registration procedure shall be as stipulated by the Share Registrar.
9. Any person may acquire ownership of shares as a result of death or bankruptcy of shareholder(s) and, upon production of lawful evidence to the Company in full, the Company shall register and issue new share certificate within 1 (One) month after receipt of full evidence.  
In the event the share certificate is materially damaged or faded, the Company may, upon receipt of such certificate, issue new share certificate. In the event the share certificate is lost or destroyed, the Company may, upon receipt of evidence by shareholder of police blotter or other reasonable evidence, issue new share certificate to shareholders within a period prescribed by relevant law.
10. The Company shares can be freely transferred except in the case where any transfer may cause aliens to hold more than 49 (Forty Nine) per cent of the total issued shares and increase the ratio of aggregate shares held by aliens over the limit specified above, the Company reserves right to refuse to register such transfer of shares.  
The term "aliens" under these Articles of Association shall have the same meaning as "aliens" under the law on foreign business of aliens.
11. A transfer of shares shall be valid and effective if share certificate is endorsed specifying the transferee and signed by transferor and transferee, as well as delivered to transferee.  
Such transfer shall be raised against the Company upon receipt of request to register the transfer and against a third person when the Company has already registered the transfer upon consideration that the transfer has been lawful. The Company shall register the transfer within 14 (Fourteen) days as from receipt of request. Where the transfer is not correct, the Company shall notify those who made such request within 7 (Seven) days.  
Transfer of shares traded in the Stock Exchange shall be as stipulated by the law on securities and exchange.



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

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

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

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

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

### **Chapter 3 Board of Directors and Authority**

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

19. Apart from retirement by rotation, the directors shall vacate office upon:
  - (1) death;
  - (2) designation;
  - (3) loss of qualifications or disqualification under the law on public limited company;
  - (4) removal by a resolution of the general meeting of shareholders;
  - (5) removal by a court order.
20. Any director who wishes to resign from office shall submit his or her resignation letter to the Company and the resignation shall be effective on the date the resignation letter has reached the Company.
21. In case a directorship becomes vacant otherwise than by rotation, the Board of Directors shall elect a person who is qualified and does not possess prohibitive characters under the law on public limited company as replacement at the subsequent meeting of the Board of Directors unless the remaining duration of the director's term of office is less than 2 (Two) months.  
A person so appointed shall retain his or her office during such time only as the removing director was entitled to retain the same.  
The resolution of the Board of Directors under the first paragraph shall be passed by a vote of not less than three-fourth (3/4) of the remaining directors.
22. In the event of retirement of full Board of Directors, such retiring Board of Directors shall remain in office to continue operation of the Company as is necessary until new Board of Directors shall be in office unless a court order has been issued otherwise in the event the retirement is by court order.  
The retiring Board of Directors shall convene a general meeting of shareholders for election of new Board of Directors within 1 (One) month as from retirement, by sending a notice of not less than 14 (Fourteen) days to shareholders and publicizing the notice in a newspaper of not less than 3 (three) consecutive days prior to the meeting.
23. The general meeting of shareholders may remove a director before the expiration of his or her term by a majority vote of not less than three-fourths (3/4) of shareholders attending the meeting and eligible to vote and holding shares of not less than one half (1/2) of the number of shares held by shareholders attending the meeting and eligible to vote.
24. The Board of Directors shall have authority and duty to manage the Company within the scope of law, its objects, Articles of Association and resolutions passed by the general meeting of shareholders.  
The Board of Directors may assign one or more persons to perform one or more specific assignments on behalf of the Board of Directors.
25. The Board of Directors shall hold a meeting at least every 3 (Three) months.
26. Meetings of the Board of Directors shall be held at the location in which Company office is situated or nearby provinces or any other places as the Chairman or a person delegated by the Chairman determines.
27. In calling a meeting of the Board of Directors, the Chairman or a person delegated by the Chairman shall send a notice to directors not less than 7 (Seven) days in advance except in case of necessity to preserve right or benefit of the Company, a notice may be sent by other means and timeframe shortened.  
At least 2 (Two) directors may request for a meeting in which event the Chairman shall then determine the date of the meeting within 14 (Fourteen) days as from receipt of request.
28. At a meeting of the Board of Directors, there shall be directors attending the meeting of not less than a half of the Board of Directors to constitute a quorum.  
In the event the Chairman is not present or unable to perform duty, a vice chairman, if appointed, shall act as Chairman. If there is no vice chairman, or if there is one but is unable to perform duty, the directors present at the meeting shall elect one among themselves to be the Chairman of that meeting.
29. Decisions of the meeting of the Board of Directors shall be made by majority vote.  
Each director shall have one vote; but the directors who have interest in any matter shall not have right to vote on such matter. In case of equality of votes, the Chairman of the meeting shall have a casting vote.
30. Names and number of the directors who can sign to bind the Company are two directors signing jointly with the Company seal affixed, and the general meeting of shareholders or the Board of Directors has the authority to designate names of directors authorized to sign to bind the Company. *(amended by the Extraordinary General Meeting of Shareholders No. 1/2015 on 28 September 2015)*
31. No directors may engage in the businesses which are identical to or in competition with those of the Company, nor become a partner in an ordinary partnership or partner with unlimited liability in a limited partnership or a director in other private or public companies whose businesses are identical to or in competition with those of the Company unless such engagement has been declared to the general meeting of shareholders prior to the meeting.

32. Directors shall notify the Company without delay should they have interest in any agreement executed by the Company, directly or indirectly, or hold increasing or decreasing number or shares or debentures in the Company or subsidiaries.
33. Subject to the law on public limited company, the Board of Director has authority to sell or mortgage any immovable property of the Company or lease out any immovable property of the Company for a period exceeding 3 (Three) years, or give or enter a compromise or initiate litigation to court or refer any dispute to arbitration for an award.
34. A remuneration of directors shall be determined by the general meeting of shareholders. Directors shall have right to receive any remuneration from the Company in the form of gratuity, attendance fee, pension, bonus or any other benefits in other forms in accordance with the Articles of Association or consideration by the general meeting of shareholders which may determine a certain sum or lay down criteria and may do so periodically or for an indefinite period until further amendment. In addition, directors may receive per diem or other welfares according to the Company policies. Stipulations under the preceding paragraphs shall not be prejudiced with the rights of employees of the Company who have been elected as directors as regards remuneration and benefits to which they are entitled as employees. Payment under the first and second paragraphs shall not be in conflict or contradictory with the required qualifications of independent directors as prescribed under the law on securities and exchange.

#### **Chapter 4 General Meeting of Shareholders**

35. A general meeting of shareholders may be held at the location of the head quarter of the Company or in a nearby province or other places as the Board of Directors may determine.
36. A general meeting of shareholders shall be held at least once a year; such a meeting is called the "general meeting" which shall be held within 4 (four) months after the end of fiscal year of the Company. Other meetings of shareholders shall be called the "extraordinary general meeting". The Board of Directors may convene an extraordinary general meeting of shareholders at any time it deems appropriate, or more shareholders holding a total of not less than 10 percent of the total number of shares sold have been named to make a letter requesting that the Board of Directors call an extraordinary meeting of shareholders at any time but must clearly specify the subject and reason for requesting the meeting to be called in the said book in this case The board of directors must arrange for a meeting of shareholders within 45 days from the date of receiving the letter from the shareholders. In the event that the Board of Directors fails to arrange a meeting within the period specified in paragraph two All shareholders who are named or other shareholders combined the number of shares as required can call for meeting within forty-five days from the expiration of the period under paragraph two In this case shall be considered as a meeting of shareholders which the Board of Directors convenes the company is responsible for the necessary expenses incurred from arranging meetings and facilitating as appropriate. In the event that the meeting of shareholders is called for a meeting because the shareholders under paragraph three of any time the number of shareholders who attended the meeting was not complete as a quorum as specified in Article 38 of the Company's Articles of Association. Shareholders under paragraph three must be jointly responsible.
37. In convening a general meeting of shareholders, the Board of Directors shall specify place, date and time of the meeting including businesses and matters to be transacted with sufficient details. The agenda shall specify clearly whether it is for acknowledgement, approval or consideration together with opinion of the Board of Directors of that matter. The invitation shall be sent to shareholders and the Public Company Registrar of not less than 7 (Seven) days in advance prior to the meeting and advertised in a newspaper of not less than 3 (three) consecutive days prior to the meeting.
38. A general meeting of shareholders shall not transact any business unless at least 25 (Twenty Five) shareholders and their proxies (if any) or at least a half of the total number of shareholders attend the meeting, and the shareholders attending the meeting shall hold at least one-third (1/3) of the total issued shares to constitute a quorum. If within one hour from the time scheduled for the meeting, a quorum is not present, if the meeting is called by the request of shareholders, such meeting shall be adjourned. However, if such meeting is not called by the request of shareholders, the meeting shall be re-scheduled. The invitation to such meeting shall be in 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:
- number of shares held by grantors;
  - name of the proxy;
  - 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:
- sale or transfer material businesses of the Company, either in whole or in part, to other persons;
  - purchase or taking transfer of businesses of other public or private companies for the Company;
  - 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;
  - amendment to the Memorandum of Association or Articles of Association;
  - increase or reduction in the capital;
  - issuance of debentures;
  - 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.

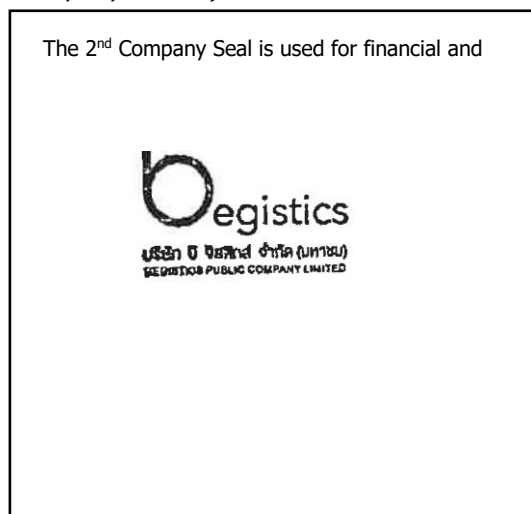
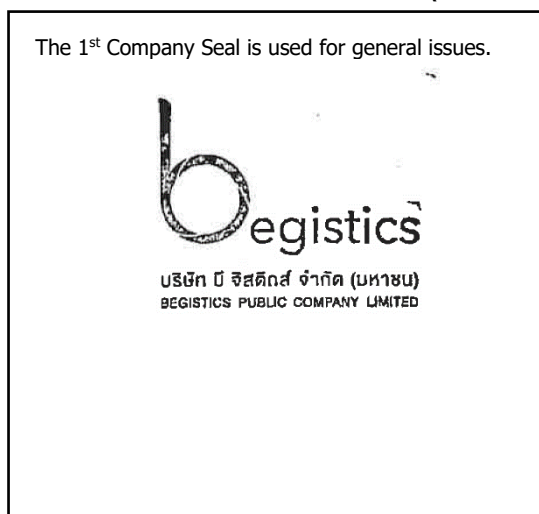
### **Chapter 8 Account, Finance and Auditing**

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)*



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

(ปิดอากรแสตมป์  
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

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

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

ตำบล/แขวง

อำเภอ/เขต

จังหวัด

รหัสไปรษณีย์

Road

Tambol/Khwaeng

Amphoe/Khet

Province

Postal Code

หรือ

or

(2)  นาย/นาง/นางสาว

Mr./Ms./Miss

อายุ

age

ปี อยู่บ้านเลขที่

years, residing at

ถนน

ตำบล/แขวง

อำเภอ/เขต

จังหวัด

รหัสไปรษณีย์

Road

Tambol/Khwaeng

Amphoe/Khet

Province

Postal Code

หรือ

or

(3)  นาย/นาง/นางสาว

Mr./Ms./Miss

อายุ

age

ปี อยู่บ้านเลขที่

years, residing at

ถนน

ตำบล/แขวง

อำเภอ/เขต

จังหวัด

รหัสไปรษณีย์

Road

Tambol/Khwaeng

Amphoe/Khet

Province

Postal Code

หรือ

or

(4)  นายสมิทร เหลี่ยมมณี ตำแหน่ง กรรมการอิสระ กรรมการตรวจสอบ กรรมการสรรหาและกำหนดค่าตอบแทน และ กรรมการบริหารความเสี่ยง อายุ 57 ปี 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

คนหนึ่งคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า

ในการประชุมวิสามัญผู้ถือหุ้นครั้งที่ 1/2566 (ผ่านสื่ออิเล็กทรอนิกส์) ในวันที่ 6 ตุลาคม 2566 เวลา 14.00 น.

หนังสือเชิญประชุมวิสามัญผู้ถือหุ้นครั้งที่ 1/2566 (ผ่านสื่ออิเล็กทรอนิกส์)

Invitation to the Extraordinary General Meeting of Shareholders No.1/2023 by electronic meeting

Only one of them to be my/our proxy to attend and vote on my/our behalf at the Extraordinary General Meeting of shareholders No.1/2023 (via electronic media) on October 6<sup>th</sup>,2023 at 14.00 p.m.

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

at the Meeting Room BEGISTICS PUBLIC COMPANY LIMITED 52 Thaniya Plaza Building 28<sup>th</sup> 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)

(ปิดอากรแสตมป์  
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 \_\_\_\_\_

ตำบล/แขวง \_\_\_\_\_

Road Tambol/Khwaeng

อำเภอ/เขต \_\_\_\_\_

Amphoe/Khet

จังหวัด \_\_\_\_\_

Province

รหัสไปรษณีย์ \_\_\_\_\_

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

เสียง ดังนี้

and having the right to vote equivalent to \_\_\_\_\_

votes as follows:

หุ้นสามัญ \_\_\_\_\_

ordinary share of \_\_\_\_\_

หุ้นบุริมสิทธิ \_\_\_\_\_

preference share of \_\_\_\_\_

\_\_\_\_\_ และออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_

shares, and having the right to vote equivalent to \_\_\_\_\_

\_\_\_\_\_ 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 \_\_\_\_\_

ตำบล/แขวง \_\_\_\_\_

Road 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 \_\_\_\_\_

ตำบล/แขวง \_\_\_\_\_

Road 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 \_\_\_\_\_

ตำบล/แขวง \_\_\_\_\_

Road Tambol/Khwaeng

อำเภอ/เขต \_\_\_\_\_

Amphoe/Khet

จังหวัด \_\_\_\_\_

Province

รหัสไปรษณีย์ \_\_\_\_\_

Postal Code

หรือ

(4)  นายสมิทร เหลี่ยมมณี ตำแหน่ง กรรมการอิสระ กรรมการตรวจสอบ กรรมการสรรหาและกำหนดค่าตอบแทน และ กรรมการบริหารความเสี่ยง อายุ 57 ปี

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

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า

ในการประชุมวิสามัญผู้ถือหุ้นครั้งที่ 1/2566 (ผ่านสื่ออิเล็กทรอนิกส์) ในวันที่ 6 ตุลาคม 2566 เวลา 14.00 น.

หนังสือเชิญประชุมวิสามัญผู้ถือหุ้นครั้งที่ 1/2566 (ผ่านสื่ออิเล็กทรอนิกส์)

Invitation to the Extraordinary General Meeting of Shareholders No.1/2023 by electronic meeting

Only one of them to be my/our proxy to attend and vote on my/our behalf at the Extraordinary General Meeting of shareholders No.1/2023 (via electronic media) on October 6<sup>th</sup>,2023 at 14.00 p.m.

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

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

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

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

วาระที่ 1. พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้นประจำปี 2566 เมื่อวันที่ 12 พฤษภาคม 2566

Agenda 1. To certify the minutes of the 2023 Annual General Meeting of Shareholders held on May 12, 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 2. พิจารณานุมัติการลดทุนจดทะเบียนของบริษัท จำนวน 833,647,422.56 บาท จากทุนจดทะเบียนเดิม 18,923,369,754.44 บาท เป็นทุนจดทะเบียน 18,089,722,331.88 บาท โดยการตัดหุ้นสามัญที่ยังไม่ได้ออกจำหน่ายออกจำนวน 1,225,952,092 หุ้น มูลค่าที่ตราไว้หุ้นละ 0.68 บาท

Agenda 2. To consider and approve the decrease of registered capital of the Company's registered capital amount 833,647,422.56 baht from the registered capital 18,923,369,754.44 baht to the registered capital 18,089,722,331.88 baht by eliminating unissued ordinary shares amount 1,225,952,092 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 3. พิจารณานุมัติแก้ไขหนังสือบริคณห์สนธิของบริษัท ข้อ 4. เรื่องทุนจดทะเบียน เพื่อให้สอดคล้องกับการลดทุนจดทะเบียนของบริษัท

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

(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. พิจารณานุมัติการเปลี่ยนแปลงมูลค่าที่ตราไว้ของหุ้นของบริษัทโดยการรวมมูลค่าที่ตราไว้ (รวมพาร์) จากเดิมมูลค่าที่ตราไว้หุ้นละ 0.68 บาท เป็นหุ้นละ 2.04 บาท และแก้ไขหนังสือบริคณห์สนธิของบริษัทฯ ข้อ 4. เพื่อให้สอดคล้องกับการเปลี่ยนแปลงมูลค่าที่ตราไว้ของหุ้นของบริษัทโดยการรวมมูลค่าที่ตราไว้

Agenda 4. To consider and approve the change in Par Value by Reverse Stock Split from the existing par value of 0.68 baht per share to 2.04 baht per share and amending the Company's memorandum of association. 4. to be consistent with the change in the par value of the company's shares by combining the par value.

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

วาระที่ 5. พิจารณานุมัติการออกและเสนอขายใบสำคัญแสดงสิทธิที่จะซื้อหุ้นสามัญของบริษัทให้กับผู้ถือหุ้นเดิมของบริษัทตามสัดส่วนการถือหุ้น (B-W8) จำนวนไม่เกิน 2,691,335,951 หน่วย โดยไม่คิดมูลค่า

Agenda 5. To consider and approve the issuance and offering of warrants to purchase ordinary shares of the Company to the existing shareholders in proportion to their shareholding (B-W8) in the amount not exceeding 2,691,335,951 units without charge.

- (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 6. พิจารณานุมัติการเพิ่มทุนจดทะเบียนของบริษัท จำนวน 5,490,325,340.04 บาท จากเดิมทุนจดทะเบียน 18,089,722,331.88 บาท เป็นทุนจดทะเบียนใหม่ 23,580,047,671.92 บาท โดยการออกหุ้นสามัญเพิ่มทุนใหม่ จำนวนไม่เกิน 2,691,335,951 หุ้น มูลค่าที่ตราไว้หุ้นละ 2.04 บาท

Agenda 6. To consider and approve the increase of the Company's registered capital in the amount of 5,490,325,340.04 baht from the original registered capital 18,089,722,331.88 baht to new registered capital amount 23,580,047,671.92 baht by issuing new ordinary shares not exceeding 2,691,335,951 shares at a par value 2.04 baht per share.

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

วาระที่ 7. พิจารณานุมัติแก้ไขหนังสือบริคณห์สนธิของบริษัท ข้อ 4. เพื่อให้สอดคล้องกับการเพิ่มทุนจดทะเบียนของบริษัท

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

- (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. พิจารณานุมัติการจัดสรรหุ้นสามัญเพิ่มทุนจำนวนไม่เกิน 2,691,335,951 หุ้น

Agenda 8. To consider and approve the allocation of newly issued ordinary shares in the amount not exceeding 2,691,335,951 shares.

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

วาระที่ 9. พิจารณาเรื่องอื่นๆ (ถ้ามี)

Agenda 9. To consider other matters. (if any).

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

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช้เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

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

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

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

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

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

#### หมายเหตุ

#### Remarks

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

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

2. ในกรณีที่มีวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข. ตามแนบ

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

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข.  
ALLONGE OF PROXY FORM B.

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

ในการประชุมวิสามัญผู้ถือหุ้นครั้งที่ 1/2566 ผ่านสื่ออิเล็กทรอนิกส์ (E-EGM) ในวันศุกร์ ที่ 6 ตุลาคม 2566 เวลา 14.00 น. ณ สำนักงานเลขที่ 52 อาคารธนิยะพลาซ่า ชั้น 28 ถนนสีลม แขวงสุริยวงศ์ เขตบางรัก กรุงเทพมหานคร 10500 หรือที่จะพึงเลื่อนไปใน วัน เวลา และสถานที่อื่นด้วย

In the Extraordinary General Meeting of shareholders No. 1/2023 by electronic meeting (E-EGM) on October 6<sup>th</sup>, 2023 at 2.00 pm. at the Meeting Room BEGISTICS PUBLIC COMPANY LIMITED 52 Thaniya Plaza Building 28<sup>th</sup> 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  
(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: .....

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Agenda No..... Re: .....

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Agenda No..... Re: .....

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| Approve                           | Disapprove                           | Abstain                             |



หนังสือมอบฉันทะ แบบ ค.

Proxy Form C.

(แบบที่ใช้เฉพาะกรณีผู้ถือหุ้นเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian)

ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้น)

(For foreign shareholders who have custodians in Thailand only)

(ปิดอากรแสตมป์  
20 บาท)  
(Stamp Duty  
Baht 20)

เขียนที่ \_\_\_\_\_

Written at

วันที่ \_\_\_\_\_ เดือน \_\_\_\_\_ พ.ศ. \_\_\_\_\_

Date Month Year

(1) ข้าพเจ้า

สัญชาติ

อยู่บ้านเลขที่

I/We

Nationality

Residing at

ถนน

ตำบล/แขวง

อำเภอ/เขต

จังหวัด

รหัสไปรษณีย์

Road

Tambol/Khwaeng

Amphoe/Khet

Province

Postal Code

ในฐานะผู้ประกอบธุรกิจเป็นผู้รับฝากและดูแลหุ้น (Custodian) ให้กับ \_\_\_\_\_

as a Custodian for

ซึ่งเป็นผู้ถือหุ้นของบริษัท 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 votes as follows:

equivalent to

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,

(2) ขอมอบฉันทะให้

Hereby appoint:

(1)  นาย/นาง/นางสาว \_\_\_\_\_

Mr./Ms./Miss

อายุ

ปี อยู่บ้านเลขที่ \_\_\_\_\_

age

years, residing at \_\_\_\_\_

ถนน

ตำบล/แขวง

อำเภอ/เขต

จังหวัด

รหัสไปรษณีย์

Road

Tambol/Khwaeng

Amphoe/Khet

Province

Postal Code

หรือ

(2)  นาย/นาง/นางสาว \_\_\_\_\_

Mr./Ms./Miss

อายุ

ปี อยู่บ้านเลขที่ \_\_\_\_\_

age

years, residing at \_\_\_\_\_

ถนน

ตำบล/แขวง

อำเภอ/เขต

จังหวัด

รหัสไปรษณีย์

Road

Tambol/Khwaeng

Amphoe/Khet

Province

Postal Code

หรือ

(3)  นาย/นาง/นางสาว \_\_\_\_\_

Mr./Ms./Miss

อายุ

ปี อยู่บ้านเลขที่ \_\_\_\_\_

age

years, residing at \_\_\_\_\_

ถนน

ตำบล/แขวง

อำเภอ/เขต

จังหวัด

รหัสไปรษณีย์

Road

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Amphoe/Khet

Province

Postal Code

หรือ

(4)  นายสมิทร เหลี่ยมมณี ตำแหน่ง กรรมการอิสระ กรรมการตรวจสอบ กรรมการสรรหาและกำหนดค่าตอบแทน และ กรรมการบริหารความเสี่ยง อายุ 57 ปี

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

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า

ในการประชุมวิสามัญผู้ถือหุ้นครั้งที่ 1/2566 (ผ่านสื่ออิเล็กทรอนิกส์) ในวันที่ 6 ตุลาคม 2566 เวลา 14.00 น.

Only one of them to be my/our proxy to attend and vote on my/our behalf at the Extraordinary General Meeting of shareholders No.1/2023 (via electronic media) on October 6<sup>th</sup>,2023 at 14.00 p.m.

ณ ห้องประชุมสำนักงาน ชั้น 28 อาคารนิยะพลาซ่า เลขที่ 52 ถนนสีลม แขวงสุริยวงศ์ เขตบางรัก กรุงเทพมหานคร 10500 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

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

(3) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะเข้าร่วมประชุม และออกเสียงลงคะแนนในครั้งนี ดังนี้

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

มอบฉันทะตามจำนวนหุ้นทั้งหมดที่ถือและมีสิทธิออกเสียงลงคะแนนได้

To grant the total amount of shareholding and having the right to vote

มอบฉันทะบางส่วน คือ

To grant the partial shares as follows:

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,

รวมสิทธิออกเสียงลงคะแนนได้ทั้งหมด \_\_\_\_\_ เสียง

Total amount of voting rights \_\_\_\_\_ votes,

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

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

วาระที่ 1. พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้นประจำปี 2566 เมื่อวันที่ 12 พฤษภาคม 2566

Agenda 1. To certify the minutes of the 2023 Annual General Meeting of Shareholders held on May 12, 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 2. พิจารณานำมติการลดทุนจดทะเบียนของบริษัท จำนวน 833,647,422.56 บาท จากทุนจดทะเบียนเดิม 18,923,369,754.44 บาท เป็นทุนจดทะเบียน 18,089,722,331.88 บาท โดยการตัดหุ้นสามัญที่ยังไม่ได้ออกจำหน่ายออกจำนวน 1,225,952,092 หุ้น มูลค่าที่ตราไว้หุ้นละ 0.68 บาท

Agenda 2. To consider and approve the decrease of registered capital of the Company's registered capital amount 833,647,422.56 baht from the registered capital 18,923,369,754.44 baht to the registered capital 18,089,722,331.88 baht by eliminating unissued ordinary shares amount 1,225,952,092 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

หนังสือเชิญประชุมวิสามัญผู้ถือหุ้นครั้งที่ 1/2566 (ผ่านสื่ออิเล็กทรอนิกส์)

Invitation to the Extraordinary General Meeting of Shareholders No.1/2023 by electronic meeting

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

เห็นด้วย       ไม่เห็นด้วย       งดออกเสียง  
Approve                  Disapprove                  Abstain

วาระที่ 3. พิจารณานุมัติแก้ไขหนังสือบริคณห์สนธิของบริษัท ข้อ 4. เรื่องทุนจดทะเบียน เพื่อให้สอดคล้องกับการลดทุนจดทะเบียนของบริษัท

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

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

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

เห็นด้วย       ไม่เห็นด้วย       งดออกเสียง  
Approve                  Disapprove                  Abstain

วาระที่ 4. พิจารณานุมัติการเปลี่ยนแปลงมูลค่าที่ตราไว้ของหุ้นของบริษัทโดยการรวมมูลค่าที่ตราไว้ (รวมพาร์) จากเดิมมูลค่าที่ตราไว้หุ้นละ 0.68 บาท เป็นหุ้นละ 2.04 บาท และแก้ไขหนังสือบริคณห์สนธิของบริษัทฯ ข้อ 4. เพื่อให้สอดคล้องกับการเปลี่ยนแปลงมูลค่าที่ตราไว้ของหุ้นของบริษัทโดยการรวมมูลค่าที่ตราไว้

Agenda 4. To consider and approve the change in Par Value by Reverse Stock Split from the existing par value of 0.68 baht per share to 2.04 baht per share and amending the Company's memorandum of association. 4. to be consistent with the change in the par value of the company's shares by combining the par value.

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

เห็นด้วย       ไม่เห็นด้วย       งดออกเสียง  
Approve                  Disapprove                  Abstain

วาระที่ 5. พิจารณานุมัติการออกและเสนอขายใบสำคัญแสดงสิทธิที่จะซื้อหุ้นสามัญของบริษัทให้กับผู้ถือหุ้นเดิมของบริษัทตามสัดส่วนการถือหุ้น (B-W8) จำนวนไม่เกิน 2,691,335,951 หน่วย โดยไม่คิดมูลค่า

Agenda 5. To consider and approve the issuance and offering of warrants to purchase ordinary shares of the Company to the existing shareholders in proportion to their shareholding (B-W8) in the amount not exceeding 2,691,335,951 units without charge.

(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 6. พิจารณานุมัติการเพิ่มทุนจดทะเบียนของบริษัท จำนวน 5,490,325,340.04 บาท จากเดิมทุนจดทะเบียน 18,089,722,331.88 บาท เป็นทุนจดทะเบียนใหม่ 23,580,047,671.92 บาท โดยการออกหุ้นสามัญเพิ่มทุนใหม่ จำนวนไม่เกิน 2,691,335,951 หุ้น มูลค่าที่ตราไว้หุ้นละ 2.04 บาท

Agenda 6. To consider and approve the increase of the Company's registered capital in the amount of 5,490,325,340.04 baht from the original registered capital 18,089,722,331.88 baht to new registered capital amount

23,580,047,671.92 baht by issuing new ordinary shares not exceeding 2,691,335,951 shares at a par value 2.04 baht per share.

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

วาระที่ 7. พิจารณานุมัติแก้ไขหนังสือบริคณห์สนธิของบริษัท ข้อ 4. เพื่อให้สอดคล้องกับการเพิ่มทุนจดทะเบียนของบริษัท

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

- (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. พิจารณานุมัติการจัดสรรหุ้นสามัญเพิ่มทุนจำนวนไม่เกิน 2,691,335,951 หุ้น

Agenda 8. To consider and approve the allocation of newly issued ordinary shares in the amount not exceeding 2,691,335,951 shares.

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

วาระที่ 9. พิจารณาเรื่องอื่นๆ (ถ้ามี)

Agenda 9. To consider other matters. (if any).

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

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช้เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

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

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

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

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

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

#### หมายเหตุ

#### Remarks

1. หนังสือมอบฉันทะแบบ ค. นี้ ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้นให้เท่านั้น

Only foreign shareholders whose names appear in the registration book and have appointed a Custodian in Thailand can use the Proxy Form C.

2. หลักฐานที่ต้องแนบพร้อมกับหนังสือมอบฉันทะ คือ

Evidence to be attached with this Proxy Form are:

(1) หนังสือมอบอำนาจจากผู้ถือหุ้นให้คัสโตเดียน (Custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบฉันทะแทน

Power of Attorney from the shareholder authorizing a Custodian to sign the Proxy Form on behalf of the shareholder.

(2) หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทนได้รับอนุญาตประกอบธุรกิจคัสโตเดียน (Custodian)

Letter of certification to certify that a person executing the Proxy Form has obtained a permit to act as a Custodian.

3. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคน เพื่อแยกการลงคะแนนเสียงได้

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

4. ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค. ตามแนบ

In case there are any further agenda apart from those specified above brought into consideration in the meeting, the Grantor may use the Allonge of the Proxy Form C. as attached.

## ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค.

## ALLONGE OF PROXY FORM C.

## การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท บี จิสติกส์ จำกัด (มหาชน)

The appointment of proxy by the shareholder of Begistics Public Company Limited

ในการประชุมวิสามัญผู้ถือหุ้นครั้งที่ 1/2566 ผ่านสื่ออิเล็กทรอนิกส์ (E-EGM) ในวันศุกร์ ที่ 6 ตุลาคม 2566 เวลา 14.00 น. ณ สำนักงานเลขที่ 52 อาคารธนิยะพลาซ่า ชั้น 28 ถนนสีลม แขวงสุริยวงศ์ เขตบางรัก กรุงเทพมหานคร 10500 หรือที่จะพึงเลื่อนไปใน วัน เวลา และสถานที่อื่นด้วย

In the Extraordinary General Meeting of shareholders No. 1/2023 by electronic meeting (E-EGM) on October 6<sup>th</sup>, 2023 at 2.00 pm. at the Meeting Room BEGISTICS PUBLIC COMPANY LIMITED 52 Thaniya Plaza Building 28<sup>th</sup> 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

Disapprove

Abstain

วาระที่..... เรื่อง.....

Agenda No..... Re: .....

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

เห็นด้วย.....เสียง  ไม่เห็นด้วย .....เสียง งดออกเสียง .....เสียง

Approve

Disapprove

Abstain

วาระที่..... เรื่อง.....

Agenda No..... Re: .....

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

เห็นด้วย.....เสียง  ไม่เห็นด้วย .....เสียง งดออกเสียง .....เสียง

Approve

Disapprove

Abstain

วาระที่..... เรื่อง.....

Agenda No..... Re: .....

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

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

วาระที่..... เรื่อง.....

Agenda No..... Re: .....

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

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

วาระที่..... เรื่อง.....

Agenda No..... Re: .....

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

<input type="checkbox"/> เห็นด้วย.....เสียง	<input type="checkbox"/> ไม่เห็นด้วย .....เสียง	<input type="checkbox"/> งดออกเสียง .....เสียง
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.
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(b) To grant my/our proxy to vote at my/our desire as follows:  

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

วาระที่..... เรื่อง.....

Agenda No..... Re: .....

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

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

วาระที่..... เรื่อง.....

Agenda No..... Re: .....

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

เห็นด้วย.....เสียง       ไม่เห็นด้วย .....เสียง       งดออกเสียง .....เสียง

Approve

Disapprove

Abstain

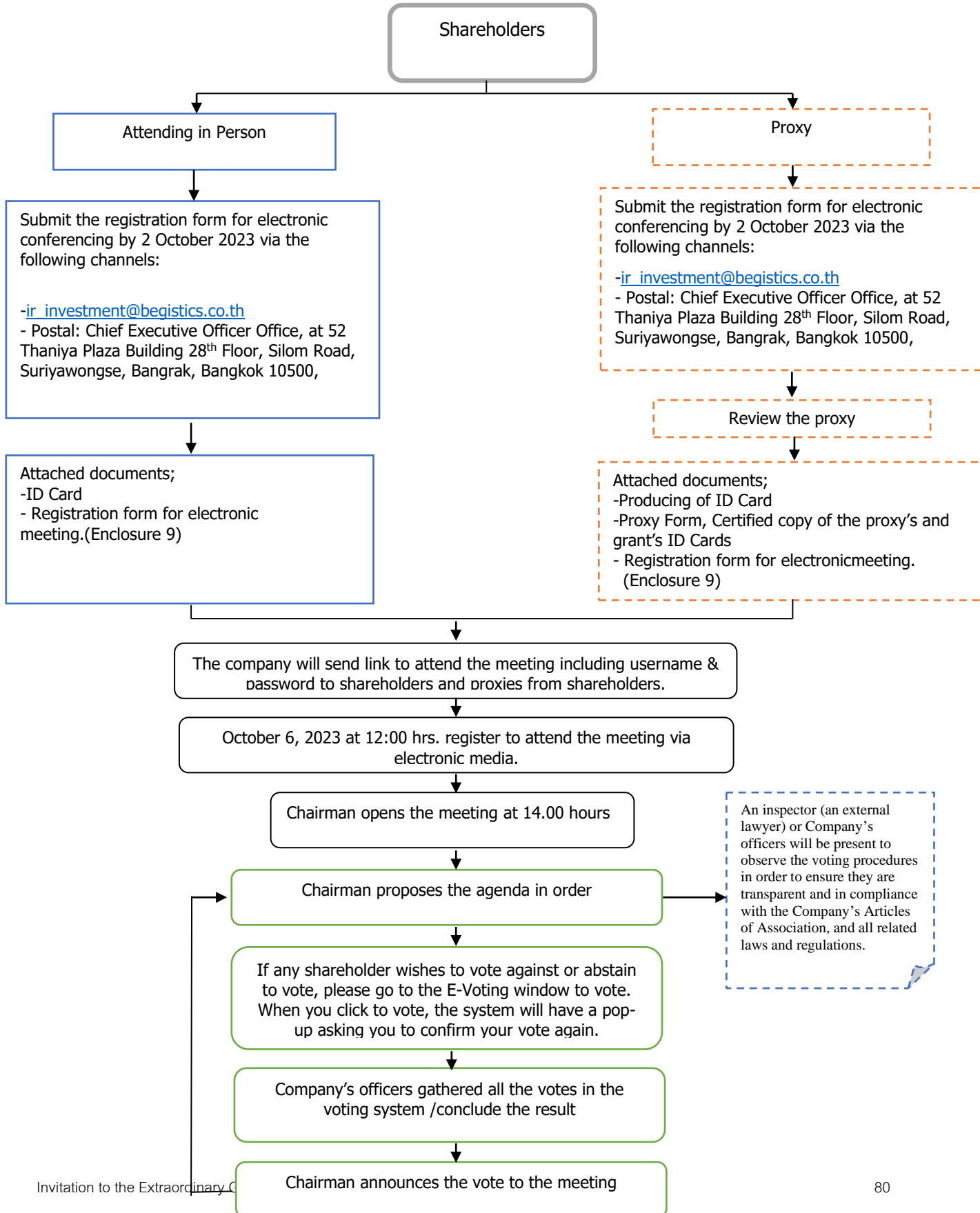


### **Procedures for sending any query in advance**

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](mailto:ir_investment@begistics.co.th)
  - Delivery by mail: Begistics Public Company Limited, No. 52 Thaniya Plaza Building 28<sup>th</sup> Floor, Silom Road, Suriyawongse, Bangrak, Bangkok 10500.
3. Time to send query
  - The Company requests that any query and/comment may be sent within October 5, 2023
4. Company Secretary will gather all query/comment for consideration by Chairman of the Board of Director and/or Chief Executive Officer and/or related Executives in order to answer the query/comment to shareholders.

**Procedures for attending of  
Invitation to the Extraordinary General Meeting  
of Shareholders No. 1/2023 (electronic meeting).  
Begistics Public Company Limited  
On Friday 6 October 2023**



**แบบฟอร์มลงทะเบียนสำหรับการประชุมผ่านสื่ออิเล็กทรอนิกส์ / Registration Form for Electronic Meeting**

**การประชุมวิสามัญผู้ถือหุ้นครั้งที่ 1/2566 (ผ่านสื่ออิเล็กทรอนิกส์)**

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

**บริษัท บี จิสติกส์ จำกัด (มหาชน)**

**Begistics Public Company Limited**

วันศุกร์ ที่ 6 ตุลาคม 2566 เวลา 14.00 น.

Friday 6<sup>th</sup> October 2023 at 2.00 pm.

เลขที่ ณ ห้องประชุมสำนักงาน ชั้น 28 อาคารธนิยะพลาซ่า

เลขที่ 52 ถนนสีลม แขวงสุริยวงศ์ เขตบางรัก กรุงเทพมหานคร 10500

At the Meeting Room BEGISTICS PUBLIC COMPANY LIMITED

52 Thaniya Plaza Building 28<sup>th</sup> 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 ยืนยันเข้าร่วมประชุมและออกเสียงลงคะแนนในการประชุมวิสามัญผู้ถือหุ้นครั้งที่ 1/2566

ในวันศุกร์ ที่ 6 ตุลาคม 2566 เวลา 14:00 น. ผ่านสื่ออิเล็กทรอนิกส์ (E-EGM) กรุณาส่ง weblink สำหรับเข้าร่วมประชุมผ่านสื่อ

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

I hereby confirm to attend and vote at the Extraordinary General Meeting of Shareholders for the year 2023

Friday 6<sup>th</sup> October May 2023 at 14:00 via electronic media (E-EGM), please send weblink for meeting via electronic

media (E-EGM), username and password to email as follows:

อีเมล (e-mail).....

ข้าพเจ้า.....

I/We .....

ผู้ถือหุ้น / Shareholder

ผู้รับมอบฉันทะ / Proxy holder

ลงชื่อ .....ผู้เข้าประชุม

(.....)

Sign.....Meeting Attendant

(.....)

**หมายเหตุสำคัญ :** โปรดดำเนินการจัดส่งแบบฟอร์มลงทะเบียนสำหรับการประชุมผ่านสื่ออิเล็กทรอนิกส์ (E-EGM) ฉบับนี้ ที่กรอกเรียบร้อยแล้ว พร้อมแนบเอกสารหลักฐานยืนยันตัวตน เพื่อใช้ในการตรวจสอบสิทธิในการเข้าร่วมประชุม (E-EGM) ให้แก่บริษัท ภายในวันที่ 2 ตุลาคม 2566 ผ่านช่องทางต่อไปนี้

- ช่องทาง e-mail: [ir\\_investment@begistics.co.th](mailto: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-EGM) with identity documents for verifying the right to attend the meeting within October 6<sup>th</sup>, 2023 via the following channels;

- E-mail : [ir\\_investment@begistics.co.th](mailto: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

แผนที่สถานที่ถ่ายทอดการจัดประชุมวิสามัญผู้ถือหุ้นครั้งที่ 1/2566 ผ่านสื่ออิเล็กทรอนิกส์

Map of Meeting Venue and Conference Broadcasting Location for E-EGM 1/2023



สถานที่:	ณ ห้องประชุมสำนักงาน บริษัท บี จิสติกส์ จำกัด (มหาชน)
Location:	The Meeting Room BEGISTICS PUBLIC COMPANY LIMITED
ที่ตั้ง:	เลขที่ 52 อาคารธนิยะพลาซ่า ชั้น 28 ถนนสีลม แขวงสุริยวงศ์ เขตบางรัก กรุงเทพมหานคร 10500
Address:	No. 52 Thaniya Plaza Building 28th Floor, Silom Road, Suriyawongse, Bangrak, Bangkok 10500
โทรศัพท์:	(66) 02 096-4999
Website:	<a href="https://www.begistics.co.tharmyclubthai.com">https://www.begistics.co.tharmyclubthai.com</a>
รถประจำทาง:	115 15 163A 172 177 504 514 544 547 76 77
Bus:	115 15 163A 172 177 504 514 544 547 76 77