



BEGISTICS PUBLIC COMPANY LIMITED

Invitation Letter to the Annual General Meeting of Shareholders 2021

Monday 26 April, 2021

At 14:00 hours.

At the Taewakumrungruk Meeting Room, Royal Thai Army Military Club
195 Vibhavadi-Rangsit Road, Samsen Nai, Phayathai, Bangkok 10400

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

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Register No. 0107545000357
B-HO No. 019/2021

March 1st, 2021

Subject: Invitation to the Annual General Meeting of Shareholders for the Year 2021
To: Shareholders Begistics Public Company Limited's

Enclosures:

1. Minutes of the Extraordinary General Meeting of Shareholders No.1/2020.
2. Annual Report 2020 (Statement of Financial Position and Profit and Loss Statements for the Fiscal Year ended December 31, 2020) in QR Code format.
3. Brief history and related information of personnel to be nominated as Board of Directors.
4. Definition and information of the independent directors to present as proxy
5. Condition, Criteria, Participatory Practices and Articles of Association relating to shareholders meeting.
6. Proxy Forms A, B and C.
7. The procedure for submitting questions about the shareholders' meeting
8. Procedures for attending Annual General Meeting of Shareholders for the Year 2021.
9. Guideline for Covid-19 Preventive Measure
10. Registration Form (please bring it on the meeting date).
11. Map of the meeting place

The Board of Directors' Meeting of Begistics Public Company Limited ("Company") No. 5/2021 held on March 1st, 2021 passed a resolution to hold the Annual General Meeting of Shareholders for the year 2021 **on April 26th, 2021 at 2.00 p.m at Taewakumrungruk Meeting Room**, (3rd floor), Royal Thai Army Club (Vibhavadi), No. 195, Vibhavadi-Rangsit Road, Samsennai, Phayathai, Bangkok 10400, with the agenda as follows: The meeting agendas items are as follows:

Agenda 1: To certify the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2020 on December 8, 2020.

Facts and Rationale:

The Company prepared the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2020 held on December 8th, 2020. And board of directors approved the Extraordinary, a copy of the report was sent to the shareholders to certify (Attachment No. 1).

The Board of Directors' Opinion:

The Board of Directors' considered and deemed it appropriate to propose to the Annual General Meeting of Shareholders for the year 2021 to consider the approval of the Minutes of the Extraordinary General Meeting of Shareholders No.1/2020 which was held on December 8th, 2020

Number of Votes for Resolution:

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

Agenda 2: To acknowledge the report of the Board of Directors on the Company's operating results for the year 2020.

Facts and Rationale:

The Company summarized the performance and major changes that occurred in the year 2020. These appeared in the Annual Report for the year 2020 (details are shown in Attachment No. 2).

The Board of Directors' Opinion:

The Board of Directors' Meeting No. 5/2021, held on March 1st, 2021, considered and deemed it appropriate to propose to the Annual General Meeting of Shareholders for the year 2021 to acknowledge the Board's report on the Company's performance for the year 2020.

Number of Votes for Resolution:

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

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

Facts and Rationale:

According the Public Limited Company Act 2535 B.E. (1992), Section 112 and the Company's Articles of Association, clauses 55 and 56, require the Company to prepare a balance sheet and a Profit and Loss Statement to be proposed to the Annual General Meeting of Shareholders for approval whereas company provided balance sheet and a Profit and Loss Statement for 2020 account ended December 31, 2020. Company auditors inspected and audit committee and Board of Directors considered and found that it is accurate and adequate as required by General accepted accounting principles. Therefore, it is proposed to meeting of shareholders to approve balance sheet and Profit and Loss Statement for 2020 account ended December 31, 2020 (Attachment No. 2).

The Audit Committee's Opinion:

The Audit Committee Meeting No. 3/2021 held on March 1st, 2021 reviewed the Statement of Financial position and the Profit and Loss Statement for the fiscal year ended December 31, 2020, Such financial statements have been audited by Ms. Sumana Senivongse Na Ayudhaya, Certified Public Accountant No. 5897, the auditor of the company which is under Karin Audit Company Limited. The auditor's report shows conditional opinion and observations on other matters which can be summarized as follows:

Baht Unit: Million

List	Separated financial statement			
	2019	2020	+(-)	%
Total Assets	928.68	942.82	14.14	-
Total Liabilities	249.05	308.08	59.03	-
Total Revenue	392.82	348.51	-	44.31
Profit (Loss) Net	(29.87)	(43.95)	(14.08)	-
Profit (Loss) per share	(0.029)	(0.033)	(0.004)	-

Baht Unit: Million

List	Consolidated financial statement			
	2019	2020	+(-)	%
Total Assets	931.67	936.72	5.05	-
Total Liabilities	249.06	312.14	63.08	-
Total Revenue	392.83	349.54	-	43.29
Profit (Loss) Net	(28.59)	(57.09)	(28.50)	-
Profit (Loss) per share	(0.028)	(0.043)	(0.015)	-

The Board of Directors' Opinion:

The Board of Directors' Meeting No. 5/2021 held on March 1st, 2021 considered the Statement of Financial position agreed with the Audit Committee's opinion. The Board of Director's Meeting resolved to propose to the shareholders of Annual General Meeting for the year 2021 to consider the approval of the Statement of Financial position and the Company for the fiscal year ended December 31, 2020. They were audited and approved by the Company's auditors.

Number of Votes for Resolution:

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

Agenda 4: To consider and approve the omission of the allocation of net profits for legal reserve and the omission of dividend payments Year 2020.

Facts and Rationale:

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

Past dividend payment information

Details	2017	2018	2019	2020
Dividend payment (Baht: shares)	-	-	-	-
1. Annual dividends	No payment	No payment	No payment	No payment
Dividend to net profit ratio	-	-	-	-

Note: The Company has operating loss. Therefore, there is no dividend payment.

The Board of Directors' Opinion:

The Board of Directors' Meeting No. 5/2021, held on March 1st, 2021, resolved to propose to the Annual General Meeting of Shareholders for the year 2021 to consider and approve the refrain of the dividend payment for the performance in 2020 and the refrain of legal reserves according to the operating loss and the Company's need for working capital to be used in the business.

Number of Votes for Resolution:

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

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

Facts and Rationale:

The Public Limited Company Act 2535 B.E. (1992), Section 71 and Article 18 of the Company's Articles of Association stipulated that at each Annual General Meeting, at least one-third (1/3) of the directors must retire by rotation. If the number of directors cannot be divided into three whole parts,

the number nearest to one-third (1/3) must be used. In the first and second year after the registration of the Company, directors who retire by rotation will be chosen by random draw. In the years following that, the directors who have filled the position the longest will retire by rotation. Directors who have retired by rotation may be reelected.

Directors who complete the terms of office for the year 2021 are as follows:

1. Miss Suttirat Leeswadtrakul, Director, Vice Chairman of the Board No.1, Chairman of the Nomination and Remuneration Committee and Executive Board Committee
2. Mr. Panya Boonyapiwat, Director and Chairman of Executive Board Committee
3. Mr. Smith Leammanee, Independent Director, Audit Committee, Risk Management Committee and Nomination and Remuneration Committee.

For the 2020 Annual General Meeting of Shareholders, the Company gave the shareholders the opportunity to propose a list of suitable persons to be selected as the directors of the company. For the Board of Directors to consider in advance from January 25th, 2021 – February 15th, 2021, in which no shareholder proposed any name of directors for selection.

Opinion of the Nomination and Remuneration Committee:

The Nomination and Remuneration Committee Meeting No. 1/2021 held on January 26th, 2021, not including those who are stakeholders on this agenda item considered the appropriateness of a person who will be appointed as company director based on knowledge, ability, experience and qualifications according to the Public Company Act BE 2535 of the directors who retired by rotation. Therefore, the Nomination and Remuneration Committee proposed the Board of Directors to propose shareholders at the Annual General Meeting of Shareholders for the year 2021 to consider the approval of re-election of the retired directors with same duties for another term. The profile of each director is shown in attachment (Attachment No 3).

1. Appoint Miss Suttirat Leeswadtrakul, Board Committee.
2. Appoint Mr. Panya Boonyapiwat, Board Committee.
3. Appoint Mr. Smith Leammanee, Board Committee

The Board of Directors' Opinion:

The Board of Directors' Meeting No. 5/2021 held on March 1st, 2021, excluded the directors that had a stake in this agenda item. The resolution was approved by the Nomination and Remuneration Committee to propose the approval of the Annual General Meeting of Shareholders for the year 2021 to consider and approve the re-election of directors retiring by rotation with same duties for another term. The other positions will continue as follows:

1. Miss Suttirat Leeswadtrakul, Director, Vice Chairman of the Board No.1, Chairman of the Nomination and Remuneration Committee and Executive Board Committee.
2. Mr. Panya Boonyapiwat, Director and Chairman of Executive Board Committee.
3. Mr. Smith Leammanee, Independent Director, Audit Committee, Risk Management Committee and Nomination and Remuneration Committee.

Number of Votes for Resolution:

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

Agenda 6 To consider and approve the determination of directors' remuneration for the year 2021.

Fact and Rationale :

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

Opinion of the Nomination and Remuneration Committee:

The meeting of the Nomination and Remuneration Committee held No. 1/2021 on January 26th, 2021 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 2021 (from January 1st, 2021 to 31th, December 2021,) is a 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 2020 as details follow;

Directors' remuneration policy for 2020

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

In this regard, the directors who hold more than 1 position shall receive only the highest monthly remuneration.

In this regard, 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. For training and seminar expenses, the Company would be responsible for such expenses as defined payment in the policy of the related company.

Opinion of the Board of Directors:

The meeting of the Board of Directors No. 5/2021 on March 1st, 2021, has concurred with the recommendation of the Nomination and Remuneration Committee, and deemed it appropriate to propose to the 2021 AGM to consider and approve the determination of the remuneration of the directors for the year 2021 within 3 MB as above detailed.

Number of Votes for Resolution:

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

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

Fact and Rationale :

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

Opinion of the Audit Committee:

The meeting of the Audit Committee's No. 3/2021 Held on March 1st, 2021, has selected qualifications of the auditors from A.M.T Associates based on their performance, their opinions to the Board of Directors to propose to appoint any one of the auditors to be the Company's auditors as follows:

- | | |
|------------------------------------|---|
| 1) Mr. Chaiyuth Angsuwithaya | Certified Public Accountant No. 3885 or |
| 2) Mrs. Natsarak Sarochanunjeen | Certified Public Accountant No. 4563 or |
| 3) Miss Daranee Somkamnerd | Certified Public Accountant No. 5007 or |
| 4) Miss Jarunee Nuammae | Certified Public Accountant No. 5596 or |
| 5) Mr. Siramate Akkharachotkulanun | Certified Public Accountant No. 11821 |

Any one of auditors as per the name above shall examine and express opinion on the Company financial statements. In the case that such auditors could not perform their duties, A.M.T Associates shall provide other certified auditors to replace such auditors. The annual audit fee determination and quarterly review fee of the Company, Subsidiaries and associated companies shall be not more than 2.80 Million Baht (Two million eight hundred thousand baht) which were excluded other actual expenses incurred and related to the direct audit which would be separately collected. In the case of any work besides general auditing, the Board of Directors has the authority to consider the approval of the remuneration case by case by the Board of Directors whom proposed the Annual General Meeting of Shareholders to approve the auditor from A.M.T Associates to be the company's auditor for the year 2021. The list of proposed

auditors should not have any relationship or interest with the company, management, major shareholders or related persons of such person.

Opinion of the Board of Directors:

The meeting of the Board of Directors No. 5/2021 held on March 1st, 2021, has resolved with the recommendation of the Audit Committee, and deemed it appropriate to propose to the 2021 AGM to consider and approve the appointment of the auditors and the determination of the remuneration of the auditors for the year 2021 as per the below details.

Unit: Baht

Audit fee	2021 (Proposed year)	2020	2019
Annual audit fee for the consolidated financial statements and the quarterly review fee for the consolidated financial statements	1,660,000	1,680,000	1,680,000

(The actual audit fee for the company of the year 2020, excluding other expenses which actually withdrawn in the amount of 66,760 baht)

The fee of subsidiaries and associates, quarterly, in the amount of approximately 1,140,000 baht, excluding other non-audit fees, with the following details:

Unit: Baht

Audit Fee	2021 (Proposed year)	2020	2019
Audit fees and quarterly review fees of subsidiaries and associated companies	1,140,000	425,000	225,000
Number of subsidiaries	2	1	1
Number of associates	2	2	1

(The audit fee for the year 2021 of the subsidiary company may change, according to the actual workload during the year)

Number of Votes for Resolution:

This agenda shall be approved with a majority vote of the shareholders who attend the meeting and cast the votes.

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

Facts and Rationale:

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

In this regard, the company has defined eligible shareholders list to attend the Annual General Meeting of Shareholders 2021 on March 15th, 2021.

At the date of the Annual General Meeting of Shareholders for the year 2021, the Company would be open to shareholders and/or proxies to register and attend. The Company would examine supporting documents for appointing proxies beginning at 12:00 pm. The Company would request the cooperation of shareholders and/or proxies to study the information how to exercise right evidence prior to attending the Shareholders' Meeting (for details, please see [Attachment 5](#)) so that registration for the Shareholders' Meeting is faster and more convenient prior to the meeting. Request to bring the registration form (details are shown in [Attachment 10](#)) to demonstrate when registering and enter the Meeting.

If shareholders are unable to attend the meeting personally, shareholders are able to authorize other persons (details are shown in [Attachment 4](#)) or an independent directors as company proposed to attend the meeting, by filling out and signing Proxy Form B (clearly specify details about the proxy) (please see details in [Attachment 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). Such forms can be downloaded from the Company's website at www.begistics.co.th. Request to choose only one of three types as mentioned and attach evidence to exercise the rights to attend the Shareholders' Meeting (Please see details in [Attachment 6](#)).

For the Articles of Association of the Company regarding the Shareholders' Meeting is in ([Attachment 5](#)) you are able to study from details given according to [Attachment 5](#).

In this regard, request your cooperation to submit the proxy to the company by April 16, 2021 by sending to:

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

In case the shareholders have any questions and require the Company to clarify any issue related to the meeting agenda proposed at this time, please send such questions to the Company Secretary at least one week in advance. You can download the questionnaire form in advance from the Company's website and send through email to ir_investment@begistics.co.th or fax at 02-3673577 or by mail at Begistics Public Company Limited, 3656/64 Green Tower 19th Floor, Unit K, Rama IV Road, Klong Tan Subdistrict, Klong Toei District, Bangkok 10110.

Please be informed accordingly. We invite all shareholders to attend the Annual General Meeting of Shareholders for the year 2021, at the date, time and place indicated above.

Yours Respectively,

Police Lieutenant General



(Somkid Boonthanom)

Chairman of the Board

Begistics Public Company Limited

Note: Shareholders are able to view the Notice of the 2021 Annual General Meeting of Shareholders and the supporting documents on the company's website from March 25, 2021 at <https://www.begistics.co.th/agm-egm/Title/AGM/EGM/AGM2021> and can send questions regarding the agenda in advance, according to the procedure for submitting questions about the shareholders' meeting in the ([Attachment No. 7](#))

Minutes of the Extraordinary General Meeting of Shareholders No. 1/2020

Bejistics Public Company Limited

Bejistics Public Company Limited ("Company") arranged the Extraordinary General Meeting of Shareholders No. 1/2020 dated December 8, 2020 at 2:00 p.m. at Chamai Maruchet Room, Royal Thai Army Club (Vibhavadi), No. 195, Vibhavadi-Rangsit Road, Samsennai, Phayathai, Bangkok 10400,

Committees who Attended the meeting

1. Pol.Lt.Gen. Somkid	Boontanom	Director, Chairman of the Board of Directors
2. Miss Suttirat	Leeswadtrakul	Director, 1st Vice Chairman, Chairman of the Nomination and Remuneration Committee and Executive Director
3. Pol.Mal.Gen. Prapass	Piyamongkol	Independent Director, 2nd Vice Chairman and Chairman of the Audit Committee
4. Mr. Panya	Boonyapiwat	Director, Chairman of the Executive Committee
5. Mr. Teeraboon	Ariyasuthiwong	Independent Director, Risk Management Committee, Audit Committee and Nomination and Remuneration Committee
6. Mr. Smith	Leammanee	Independent Director, Audit Committee and Nomination and Remuneration Committee
7. Mr. Pairoj	Waiwanijchakij	Director, Executive Director and Risk Management Committee
8. Mr. Thanee	Loketkravee	Director, Chairman of the Risk Management Committee and Executive Director

Managements who attended the meeting

1. Miss Peeraya	Pothiprasart	Chief Financial Officer
2. Mrs. Duangnapa	Thongsri	Vice President – Accounting and Finance
3. Mrs. Yuppadee	Koopetngarm	Chief Services Officer, Company Secretary
4. Mr. Chainarin	Sairungsi	Company advisor

External Free Legal Advisor

1. Mr. Sawat	Tongnor	External Free Legal Advisor M & T Law Office Co., Ltd.
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Thai Investors Association Representative

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

Meeting began at 2 pm

Pol.Lt.Gen. Somkid Boontanom as chairman of Board of Directors and acted as the meeting chairman addressed the meeting at 2 pm by delegating Mrs.Yuppadee Koopetngarm, Company Secretary to report number of shareholders who attends the meeting by themselves or by their proxies who joined the meeting and eligible to vote for acknowledgement. Company secretary informed the meeting that in Extraordinary General Meeting of Shareholders No. 1/2020 at 2 pm was conducted, with 19 shareholders who attends the meeting by themselves whose held the total shares of 43,149,917 shares and 19 proxies who represent shareholders whose held the total shares of 790,930,379 shares. Therefore, there are 38 shareholders who attend the meeting by themselves combines with their proxies whose held total shares

of 834,080,296 shares as calculated as 62.7392% of total shares which were purchased from company total shares.

Company officer explained the meeting how to vote their ballots as following significant matters;

Voting principles in shareholder meeting:

- Voting in each agenda, the votes would be counted by number of each registered proxies and or submitted and registered ballots from shareholder in the shareholder meeting. One vote per one share, each shareholder or proxy would only vote either agreed or disagreed or abstain and is not able to divide their votes into parts, except custodian votes as appointed from foreign investors as per proxy type C.
- Shareholders who desired to vote disagree or abstain to each agenda, please marks in ballot which company provided as shareholders registered prior to attending the meeting. Afterwards, company would bring disagreed or abstain votes deduct from total shareholders who attended the meeting, for the rest would be counted as agreed votes in each agenda. As normal according to public company enactment B.E. 2535, to hold the majority vote of shareholder who attended the meeting and voted (voided ballots is not counted as the base of the counting votes) if the votes is equal, chairman is able to cast his vote as a final decision.
- In case of proxy
 - Proxy would vote according to shareholder whom proxy represented as only defined in the proxy. Proxy votes did not perform as per defined proxy in each agenda, its hold as incorrect votes and is not considered as a vote of shareholders.
 - if proxy did not define its purpose of vote in each agenda or not clearly defined or in case of there is extra matters which is not defined in the meeting or votes in other matters which is not specified in the meeting rather than defined in proxy including there are any change or addition any facts, proxy may considered its vote as appropriated.

Vote counting and Vote Results

Company will elaborate their votes counting prior to starting of each agenda of the meeting by company officer would count votes in each agenda from votes in registered proxies when registration and from voting in the shareholder meeting. The Company would announce voting result prior to pursuing in the next agenda. Numbers of shareholders would be different in each agenda as of shareholders would come additionally or leave early, company has provided external free legal advisor to manage and inspect vote counting in the meeting in order to enable transparent meeting, law compliance and company regulations.

In case of shareholders Q&A session, Company requested shareholders to question relevant to such agenda. For any other topic, shareholder has been requested to ask in the other topics agenda, as it does not waste other shareholders' time. If in case of shareholder asked in specific area or subject, chairman reserved his right to delegate directors or company officer related to reply accordingly. Shareholders who have query would be requested to raise their hands then company officer would be able to hand in microphone for shareholders to introduce themselves by informing name, surnames and definition of oneself as shareholder or proxies to conduct further minutes.

However, company would distribute minute of Extraordinary General Meeting of Shareholders No.1/2020 includes vote counting results of each agenda through company website within 14 days after the meeting date.

In this meeting Mr. Sawat TonNgor, External Free Legal Advisor and Mr. Woraman Poolprasart, Shareholder representative, acted as witnesses in vote counting and Chairman was given shareholder opportunity to ask in voting principles.

From there, chairman has delegated Mrs.Yuppadee Koopetngarm, Company Secretary to conduct the meeting and proposed the meeting as per following agendas:

Agenda 1 To consider and certify the minutes of the Annual General Meeting of Shareholders 2020 on May 15, 2020.

Chairman delegated to Mrs. Yuppadee Koopetngarm, Company Secretary to report to the Meeting. She reported to meeting that Company prepared copied of minutes of Annual General Meeting of Shareholder 2020 dated May 15, 2020 and submitted such minutes to shareholder to certify. The meeting of Executive Committees No. 10/2020 dated September 28, 2020 considered and agreed to present to Extraordinary General Meeting of Shareholder No.1/2020 to certify minutes of Extraordinary General Meeting of Shareholder No.1/2020 dated May 15, 2020.

Furthermore, Mrs.Yuppadee Koopetngarm asked the meeting whether shareholders would like to ask or give opinion related to this agenda or not.

When there is no shareholder to ask or express its opinion, Mrs. Yuppadee Koopetngarm requested the meeting to certify minutes of Annual General Meeting of Shareholder 2020 dated May 15, 2020 by shareholder and proxy votes using their ballots vote in first agenda. If there were shareholders disagreed or abstain, please raise their hands in order to officer to collect his/her ballots. However, this agenda would need approval as majority vote from shareholder who attended the meeting and votes. For this agenda, 42 shareholders has attended the meeting both who attended by themselves and by proxies as calculated as total shares of **834,105,675** shares.

Meeting Resolution After the meeting of the Extraordinary General Meeting of Shareholders No. 1/2020 consideration, with unanimous votes to certify Annual General Meeting of Shareholder 2020 dated May 15, 2020 according to every detailed above with the following vote counting.

Agreed	834,105,675	Votes as calculated as %	100.0000
Disagreed	0	Votes as calculated as %	0.0000
Abstention	0	Votes as calculated as %	0.0000
Voided Ballot	0	Votes as calculated as %	0.0000

Agenda 2 To consider and approve to increase the Company's registered capital in the amount of 224,400,000 baht (Two hundred twenty-four million and four hundred thousand baht) from the original registered capital of 1,475,536,337.04 baht (One thousand four hundred seventy-five million five hundred thirty-six thousand three hundred thirty-seven baht and four satang) A new registered capital of 1,699,936,337.04 baht (one thousand six hundred ninety nine million nine hundred thirty six thousand three hundred thirty-seven Baht and four Satang) by issuing new ordinary shares of not more than 330,000,000 shares (Three hundred thirty million shares) at the par value of 0.68 baht (sixty eight satang), totaling 1,699,936,337.04 baht (one thousand six hundred ninety nine million nine hundred thirty-six thousand three hundred thirty-seven Baht and four Satang)

Chairman delegated to Mrs. Yuppadee Koopetngarm, Company Secretary to report to the Meeting. She reported to meeting to acknowledge that Facts and reasons for the increase of investment in alternative energy business of the company that may occur in the future including the investment in Beyond Capital Company Limited (a subsidiary company) and using as working capital of the Company and its subsidiaries. The company needs to increase the registered capital of the company amounts to 224.40 million baht (Two hundred and twenty four millions four hundreds thousands Baht) from original registered capital of 1,475,536,337.04 Baht (One billion four hundreds seventy five million five hundreds thirty six thousands three hundreds thirty seven Baht and four Satang) to new registered share in total amount of 1,699,936,337.04 Baht (One billion six hundreds ninety nine millions nine hundreds thirty six thousands three hundreds thirty seven Baht and four Satang) by issuing new ordinary shares not exceeding to 330,000,000 shares (three hundred thirty thousand shares) face value is 0.68 Baht per share (Sixty Eight Satang) Total of 1,699,936,337.04 Baht (One billion six hundreds ninety nine millions nine hundreds thirty six thousands three hundreds thirty seven Baht and four Satang).

The Board of Directors Meeting No. 10/2020 on September 28, 2020 has considered and agreed to propose to the Extraordinary General Meeting of Shareholders No. 1/2020 to approve the capital increase of the Company as described above.

Furthermore, Mrs. Yuppadee Koopetngarm has asked the meeting whether any shareholder has question to ask or opinion of this agenda.

Shareholder had the following questions;

Mr. Sakchai Sakulmontri shareholders who attended meeting by himself, asked the meeting that in agenda two, the increase registered investment is for the preparation to support investment in alternative energy of the business, what is the alternative energy business?

Mr. Panya Boonyapiwat chairman of Executive Committee, replied shareholder that main business of company are to conduct in transportation and logistics which executive committee do have targets to expand transportation and logistics business to grow and competitive in the market. Besides, reducing company risk and business expansion and more opportunities to increase income in alternative energy, company will invest in such company. Recently, Company had initially and already invested in the said industry in Megawatt Company Limited (Megawatt). In another part, company will invest in other alternative energy such as solar cell, bio-mass including wind, however, prior to invest properly executive committee would perform risk management in various investments including other investment evaluations from company financial advisors.

Mr. Sakchai Sakulmontri shareholders who attended meeting by himself, additional asked the meeting that company had invested in Megawatt for how much?

Mr. Panya Boonyapiwat chairman of Executive Committee, replied shareholder that company will invest in Megawatt 5% of its registered fund which is equal to 125 MB, recently, company already invested 100 MB, will invest 25 MB as committed.

Mr. Sakchai Sakulmontri shareholders who attended meeting by himself, had more questions to the meeting as follows

- (1) Investment in Megawatt, Electricity Factory was purchased from the previous owner or newly built.
- (2) Increase Fund amount of 224,400,000 Baht, whether it is adequate to invest or not or is able to achieve until it is complete or not.
- (3) Investment in Megawatt, whether company invest through Beyond Co., Ltd or not.

Mr. Panya Boonyapiwat; chairman of Executive Committee, addressed all query as follows;

- (1) Such factories were either purchased from previous owner which had profits and new overseas factory built.
- (2) Increase Fund amount of 224,400,000 Baht, company take part of them to invest in Megawatt 5% of its registered fund equal to 125 MB. When Megawatt earns the profit from various projects, such profits will become dividend back to company.
- (3) For Megawatt investment, Company invested directly as its shareholders.

There were no further question and suggestion is being asked or given, therefore, Mrs. Yuppadee Koopetngarm has requested the meeting to consider agenda 2 as this agenda would be approved by having votes at least three quarters of total votes of shareholders who attended the meeting and eligible to vote. Shareholder and proxy votes exploited their ballots vote in agenda 2. If there were shareholders disagreed or abstain, please raise their hands in order to officer to collect his/her ballots.

For this agenda, 44 shareholders has attended the meeting both who attended by themselves and by proxies as calculated as total shares of **834,105,875** shares

Meeting Resolution After the meeting of the Extraordinary General Meeting of Shareholders No. 1/2020 consideration, with majority votes to approved increase company registered fund of 224,400,000 Baht

(Two hundreds twenty-four millions and four hundred thousand baht) from previous registered fund of 1,475,536,337.04 Baht (One billion four hundreds seventy five millions five hundreds thirty six thousands three hundreds thirty seven Baht and four Satang) to new registered fund of 1,699,936,337.04 Baht (One billion six hundreds ninety nine millions nine hundreds thirty six thousands three hundreds thirty seven Baht and four Satang) by issuing new ordinary shares not exceeding 330,000,000 shares (three hundred thirty thousand shares) face value is 0.68 Baht per share (Sixty Eight Satang) total shares of 1,699,936,337.04 Baht (One billion six hundreds ninety nine millions nine hundreds thirty six thousands three hundreds thirty seven Baht and four Satang), as to every detailed above with the following vote counting.

Agreed	804,083,875	Votes as calculated as %	96.4007
Disagreed	30,022,000	Votes as calculated as %	3.5993
Abstention	0	Votes as calculated as %	0.0000
Voided Ballot	0	Votes as calculated as %	0.0000

Agenda 3 To consider and approve the amendment of Clause No. 4 of the Memorandum of Association of the company to be in line with increase of the Company's registered capital

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

"No 4. Capital	1,699,936,337.04 Baht	(One billion six hundreds ninety nine millions nine hundreds thirty six thousands three hundred thirty-seven Baht and four satang).
Divided into	2,499,906,378	shares (Two Billions four hundred ninety nine millions nine hundred six thousand three hundreds seventy eight shares).
Par value	0.68	Baht (Sixty eight satang).
Separated into:		
Common stock	2,499,906,378	shares (Two Billions four hundred ninety nine million nine hundred six thousand three hundred seventy eight shares).
Preferred shares	-	share(-)"

The Board of Directors considered and agreed to propose to the shareholders' meeting to consider approving the amendment of Clause No. 4 of the Company's Memorandum of Association to comply with the increase of the Company's registered capital, in which the person assigned by the Board of Directors to register the amendment of the Memorandum of Association of the Department of Business Development. Ministry of Commerce and has the power to amend and add wording in order to comply with the order of the registrar.

Furthermore, Mrs. Yuppadee Koopetngarm has requested the meeting whether shareholders had query or not or any opinion related to this agenda.

When there is no further question or opinion, Mrs. Yuppadee Koopetngarm then requested to the meeting considered agenda 3. This agenda must be approved by a vote of not less than three-fourths of the total number of votes of the shareholders who attend the meeting and have the right to vote.

For this agenda, 44 shareholders has attended the meeting both who attended by themselves and by proxies as calculated as total shares of **834,105,875** shares.

Meeting Resolution After the meeting of the Extraordinary General Meeting of Shareholders No. 1/2020 consideration, with majority votes to approve the amendment of Clause No. 4 of the Company's Memorandum of Association to comply with the increase of the Company's registered capital, in which the person assigned by the Board of Directors to register the amendment of the Memorandum of Association of the Department of Business Development. Ministry of Commerce and has the power to amend and add wording in order to comply with the order of the registrar as to every detailed above with the following vote counting.

Agreed	804,083,875	Votes as calculated as %	96.4007
Disagreed	30,022,000	Votes as calculated as %	3.5993
Abstention	0	Votes as calculated as %	0.0000
Voided Ballot	0	Votes as calculated as %	0.0000

Agenda 4 To consider and approve the allocation of 330,000,000 (Three hundred thirty million shares) new ordinary shares at par value 0.68 baht (sixty eight satang) to a specific investor (Private Placement).

Chairman delegated to Mrs. Yuppadee Koopetngarm, Company Secretary to report to the Meeting. She reported to meeting to acknowledge that facts and reasons to expand company business without affect total debts of company to increases including did not affect previous company shareholders. Company would propose the entitlement to subscribe for new ordinary shares in this time not exceeding 330,000,000 (three hundreds thirty million) shares, par value is 0.68 Baht (sixty eight Satang) per share to Private Placement. Mrs. Yuppadee Koopetngarm concluded to the meeting as follows;

Board of Directors meeting no. 10/2563 Dated September 28, 2020 agreed to propose to Extraordinary General Meeting of Shareholder No. 1/2020 to approve the entitlement to subscribe for new ordinary shares which is not exceeding to 330,000,000 (three hundreds thirty million) shares, face value is 0.68 Baht (sixty eight Satang) per share to Private Placement who are not related to company. Detailed of the entitlement to subscribe for new ordinary shares as follows;

The allocation of newly issued ordinary shares as defined objectives of using the money types

Allocated to	Number of shares	Ratio	Price per shares (Baht)	Share subscription and payment Date and time
To support allocation of newly issued ordinary shares to Private Placement	Not exceeding 330,000,000 shares	N.A	Not below market price (Attachment 1)	Board of Directors to define the details

"Market price" means the weighted average price of the Company's shares in the stock market backward not less than seven consecutive working days but not more than fifteen consecutive working days prior to the date of the offering of the share price. Such average price is brought from average price of share trades each day. However, the date of offering of shares price should not be backward more than three business days prior to the first day of offering to investors. In the event that the Board of Directors deemed appropriated when they consider the best interests of the company, the Board of Directors may determine the offering price with a discount, but may not exceed 10 percent of the market price as above calculation. In such discount definition, the Board of Directors may consider market conditions presently, the details are in accordance with the Capital Market Supervisory Board Notification No. Tor Chor. 72/2558 in the title of the requesting permission for a listed company to offer new shares to Private Placement, However, such offering price share according to market price may not be less than 0.29 Baht. As of the date of the board resolved, allocation of newly issued shares to investors in a private placement at the market price as detailed above. The aforementioned market price may be lower than the par (par) because the company still has accumulated losses and in accordance with the criteria specified in Section 52 of the Public Limited Companies Act, B.E. 2535.

Besides, the Board of Directors' Meeting has resolved to approve the authorization to the Board of Directors or chairman of Executive Committee or any personnel or chairman of Executive Committee delegates to, authorized to define and/or to alter changes, other details related to allocation of the newly issued ordinary shares to private placement which comply with principles and related laws includes but not limited to as follows; (1) the allocation of ordinary shares on a single occasion or occasionally. date of the offering of the share price period, offering of share price determination, payment of shares, other conditions and details in connection with the allocation of the newly issued ordinary shares; (2) negotiate, agree, sign documents and contracts related as well as various actions in connection with such allocation of the newly issued ordinary shares. (3) sign the requesting for permission, various waiver requests and necessary evidence relating to the allocation of the new ordinary shares which includes contact and submitting an requesting for permission or requesting a waiver documents and evidences to the government or relevant agencies and register a listing of newly issued ordinary shares in the Stock Exchange of Thailand and has the power to take any action may necessary and appropriate related to the allocation of the said newly issued ordinary shares. And (4) to set the best price according to market situations during offering of the shares price period, however, it may not lower than company shares' weighted average price in stock exchange backward not less than seven working days consecutively but not more than fifteen working days consecutively prior to that date to set the share price. Such average price may utilize average price of shares trading in each day. Such date to set the share price is backward for not more than three working days prior to the first day of date to set the share price. In the event that the Board of Directors deemed appropriated when they consider the best interests of the company, the Board of Directors may determine the offering price with a discount, but may not exceed 10 percent of the market price as above calculation. In such discount definition, the Board of Directors may consider market conditions presently, the details are in accordance with the Capital Market Supervisory Board Notification No. Tor Chor. 72/2558 in the title of the requesting permission for a listed company to offer new shares to Private Placement, However, such offering price share according to market price may not be less than 0.29 Baht per share.

Company has principles to consider allocation of the said newly issued ordinary shares by determining from potential investors in financial investment or experiences or expertise in business which promote potential to company to the company best interests as defined qualifications by Notification of the Capital Market Supervisory Board, No. Tor Chor 21/2551 B.E., such personnel should not related to company.

Objectives for capital increase and the use of capital from the additional

- (1) To invest in alternative energy business currently in study 70% of total money received.
- (2) To invest in Beyond Capital Co., Ltd. by 20% of total money received.
- (3) To exploit as working capital of company and subsidiaries by 10% of total money received.

However, as of time and price is not defined yet, therefore, actual of amount of received money is unknown as it depends on market situation during trading and/or as other reasons and other factors may occur in the future. Ratio of the use of capital from the additional may change as team would delegate authorized director to consider the changes of ratio as further see fit and appropriate when it reach the allocation step, it will demonstrate clearer details.

Then, Mrs. Yuppadee Koopetngarm asked whether any shareholder has questions or opinion related to this agenda or not.

There were following questions from shareholders;

Mr. Sakchai Sakulmontri shareholders who attended meeting by himself, asked the meeting whether disposal of shares to private placement as individual or each individual form as a group to purchase.

Mr. Panya Boonyapiwat chairman of Executive Committee, replied shareholder that disposal of shares to private placement could be purchased by a group of individuals.

Mr. Sakchai Sakulmontri, shareholders who attended meeting by himself, additional asked the meeting that individual combined and able to purchase shares then combined shareholders are able to purchase shares or not?

Mr. Panya Boonyapiwat, chairman of Executive Committee, replied shareholder that as company require urgently such increase capital to invest therefore, it is necessary to select and determine from potential investors in financial investment or experiences or expertise in business which promote potential to company to the company best interests and same business management and policies are the same direction to purchase such shares. Company conducted this Extraordinary General Meeting of Shareholder

No. 1/2020 to request approval from shareholders in capital increase however such personnel should not be related to company.

Mr. Sakchai Sakulmontri, shareholders who attended meeting by himself, additional asked the meeting that after this Extraordinary General Meeting of Shareholder No. 1/2020 meeting when will company performs the offering of share price at the quickest.

Mrs. Yuppadee Koopetngarm, Company Secretary, replied shareholder question as follows; after today meeting, She would submit minutes and documents related to Securities and Exchange Commission (“ก.ล.ด.”) and The Stock Exchange of Thailand (“ตลาดหลักทรัพย์”) within 14 Days from meeting date. Then with Board of Directors selection of proper investors, the board meeting will be set to consider to offer Private Placement shares to those investors whom are selected. After Board of Directors resolution, company would inform by using The Stock Exchange of Thailand website to selected shareholders.

Mr. Sakchai Sakulmontri shareholders who attended meeting by himself, additional asked the meeting that company has initiated any discussion on Silent Period to shareholder or not.

Mr. Panya Boonyapiwat chairman of Executive Committee; replied shareholder that such period will occur after company requesting permission to trade private placement shares, Securities and Exchange Commission (“ก.ล.ด.”) and The Stock Exchange of Thailand (“ตลาดหลักทรัพย์”). When Securities and Exchange Commission (“ก.ล.ด.”) and The Stock Exchange of Thailand (“ตลาดหลักทรัพย์”) permitted company to offer share price of private placement shares, company will conduct the meeting to select investors whose qualification comply with stock exchange of Thailand’s principles and laws.

Mr. Sakchai Sakulmontri, shareholders who attended meeting by himself, additional asked the meeting that the private placement share price with discount in ratios of 10% when it is considered as backward company shares within range of 0.29 Baht. Company would be able to determine the selling price of shares to be higher than 0.29 Baht or not? When there is an actual trading, it may negotiate to gain highest benefits.

Mr. Panya Boonyapiwat, chairman of Executive Committee, replied shareholder that company arranged the Extraordinary General Meeting of Shareholder No. 1/2020 meeting to request approval from shareholders to sell private placement shares with price is not lower than market price and comply with the Stock Exchange principles and laws. Such price may not be lower than 0.29 Baht at the date Board of Directors resolved to allocate newly issued of ordinary shares to private placement. Its market price value may be lower than par because the company still has accumulated losses and in accordance with the criteria specified in Section 52 of the Public Limited Companies Act, B.E. 2535 and determine period of offering price within one year after approval from shareholder meeting date.

Mr. Nara Sripetch, shareholders who attended meeting by himself, asked the meeting that the selling of the private placement shares, company will receive only the capital or new knowledge will enter the company in the future or not.

Mr. Panya Boonyapiwat, chairman of Executive Committee, replied shareholder that committee would select investor who have capability in actual investment with company by (1) investor must have capital to make profit to company (2) investor relationship should not violate the stock exchange principles and (3) investors must be able to expand market jointly with company by supporting transportation or logistics or assist knowledge of alternative energy.

As no shareholder raise any question or express its opinion, Mrs. Yuppadee Koopetngarm requested the meeting to consider agenda 4, as this agenda required approval at least three Quarters of total shareholder who attended the meeting and eligible to votes.

For this agenda, 45 shareholders has attended the meeting both who attended by themselves and by proxies as calculated as total shares of **834,105,976** shares.

Meeting Resolution After the meeting of the Extraordinary General Meeting of Shareholders No. 1/2020 consideration, with majority votes to approve the allocation of newly issued ordinary shares not exceed 330,000,000 (Three hundreds thirty millions) shares, par value is 0.68 (Sixty Eight Satang) Baht per share to private placement. Such price may not be lower than market price at the date Board of Directors resolved to allocate newly issued of ordinary shares to private placement. Its market price value may be lower than 0.29 Baht because the company still has accumulated losses and in accordance with the criteria specified in Section 52 of the Public Limited Companies Act, B.E. 2535 and determine period of offering price within one year after approval from shareholder meeting date. The meeting approve the authorization to the Board of Directors or chairman of Executive Committee or any personnel or chairman of Executive Committee delegates to, authorized to define and/or to alter changes, other details related to allocation of the newly issued ordinary shares to private placement which comply with principles and related laws includes but not limited to. Every detail is shown above and the vote counting is as follows.

Agreed	826,134,976	Votes as calculated as %	99.0444
Disagreed	0	Votes as calculated as %	0.0000
Abstention	7,971,000	Votes as calculated as %	0.9556
Voided Ballot	0	Votes as calculated as %	0.0000

Agenda 5 To consider other matters (if any)

Mr. Piyapong Prasartthong, shareholders who attended meeting by himself, asked the meeting that using right of B-W3 which will expire on December 28, 2020, when it will be converted from B-w3 to main shares since what day, price of its right per unit price and where to exercise the right.

Mrs. Yuppadee Koopetngarm, Company Secretary, replied shareholder question as follows; company informed the details to the last exercise right of warrants-3 to purchase ordinary shares of Begistics Public Company Limited 3rd Warrants (B-w3) through the Stock Exchange website on November 17, 2020 with period of duration notification time to exercise right B-w3 between December 21-25, 2020 from 8.30 to 16.00 with 1 unit of warrant can purchase 0.12024 company ordinary share, exercise price is 4.99 Baht per share. The contact address for exercise right is Begistics Public Company Limited, company office no. 3656/64, Green Tower, 19th floor, unit K, Rama IV Road, Kwaeng Klongton, Khet Klongtoey, Bangkok 10110.

Mr. Sakchai Sakulmontri, shareholders who attended meeting by himself, additional asked the meeting that company business within past 9 months related to transportation and logistics, what is the trend? During COVID-19 Pandemic Period, what is the company benefit from such incident or not?

Mr. Panya Boonyapiwat, chairman of Executive Committee, replied shareholder that every single business affected by COVID-19 Pandemic without setting themselves up, transportation and logistics trends in the future are essential to every society and every area therefore considered transport and logistics businesses is a good future, only to pick the right transportation types. In COVID-19 Pandemic situation, transportation business direct to customer (Business-to-Customer: B2C) is increased within country and overseas. However, in such period, company initially committed transportation types between Business to Business (Business-to-Business: B2B) and penetrated into transportation B2B types with Lazada by deliver goods from port including airport to Lazada Warehouse in different locations. In early 2021, Board of Directors will plan new business plan to be able to serve customer as per targets and comply with growth directions of economy as from the past 9 months, B2B transportation is reduced. However, such business plan adjustment in the end of the year, turnover of company transportation business in November and December 2020 would be improved.

Mr. Nara Sripetch, shareholders who attended meeting by himself, asked the meeting that as several changes of Directors had occurred, in the future company would commit to conduct business in

alternative energy or not and conduct further business in transportation and logistics or not. If company would conduct business of alternative energy, when company would be aware of revenues?

Mr. Panya Boonyapiwat, chairman of Executive Committee, replied shareholder that company main business is transportation and logistics, as the same time, when company is able to increase capital, company would create profits in other and good direction such alternative energy. From calculated and received compensation is able to return to company by 3-5 years, company would gain such compensation annually. This resulted in company EBITA improvement annually by Board of Directors would manage works with good governance and correctly with attempt to create profit to shareholders to be able to pay dividends shareholders in the future.

As no shareholder raise any question or express its opinion, Pol.Lt.Gen. Somkid Boontanom as chairman of Board of Directors and acted as the meeting chairman, addressed the meeting that he thanked shareholders, proxies from shareholders and honored guests who sacrificed their time to attend today meeting Extraordinary General Meeting of Shareholder No.1/2020 included suggestions and advices to apply to make further and highest benefits to company. If there are any mistake occurs during the meeting, company apologizes in this place.

Closed the meeting at 15.02

Your Respectfully,

(Pol.Lt.Gen. Somkid Boontanom)
Chairman

(Mrs. Yuppadee Koopetngarm)
Minute taker

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



Miss. Suttirat Leeswadtrakul
Age 38 years old

Address	74 Soi Ratchapruek 18, Bang Ramat , Taling Chan , Bangkok 10170
Conflict of interest in this meeting	- None -
Number of shares held in the company (as of March 15, 2021)	- None -
Date of first appointment	February 27 th , 2018
Education	- Master of Economics Business Economics Thammasat University - Bachelor of Communication Arts Bangkok University
Director Training (IOD)	Director Accreditation Program (DAP) รุ่นที่ 61/2550
Working Experiences	2018 -Present Director, Begistics Public Company Limited. 2018 - Present Director, Nimit Holding Co., Ltd. 2016 - Present Director of Corporate Governance Committee, Millcon Steel Plc. 2015 - Present Chairman of the Human Resource Development Committee, Millcon Steel Plc. 2008 - Present Nomination and Remuneration Committee, Millcon Burapha Co., Ltd. 2007 - Present Director and Executive Director, Millcon Steel Plc.
Positions	Director, Vice Chairman of the Board No.1, Chairman of the Nomination and Remuneration Committee and Executive Board Committee
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 4 years	
• 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 -

Forbidden Qualifications	<ul style="list-style-type: none"> • Never dishonestly committed an offence against property • Never entered into any transaction which may cause conflict of interest against company during the year 	
Meeting attendance in 2020	Meeting Attendance	2020
	: Board of Director Meeting	15/15
	: Executive Board Committee Meeting	12/12
	: Nomination and Remuneration Committee Meeting	3/6

Remark: Miss. Suttirat Leeswadtrakul has been appointed to the position Company Director on February 27, 2018, Executive Board Committee on February 27, 2018 and Nomination and Remuneration Board Committee on 10 November 2020.

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



Mr. Panya Boonyapiwat
Age 58 years old

Address	20/24 Nakniwat 39, Ladprao 71, Ladprao, Ladprao, Bangkok 10310
Conflict of interest in this meeting	- None -
Number of shares held in the company (as of March 15, 2021)	- None -
Date of first appointment	November 5 th , 2020
Education	<ul style="list-style-type: none"> - Doctor Degree : Management Psychology, University of Texas at Arlington - Master Degree : General Management, University of Texas at Arlington - Bachelor Degree: Electrical Engineering, Kasetsart University.
Director Training (IOD)	<ul style="list-style-type: none"> - Executive Director Program Generation 94/2007 (DCP 94/2007) - Role of The Chairman Program RCP generation 39/2016 Institute of Directors Association (IOD) - Executive Program Capital Market Academy (CMA) Class 19 - Global Business Leaders Program, Class 1 - Business Creativity Development Institute Course, Class 7
Working Experiences	<ul style="list-style-type: none"> - Independent Committee, Bangkok Land Pcl. - Vice president of the psychological security Association of Thailand - Consultant of Strategic Plan for the development of energy storage system of Thailand, Ministry of Energy. - Consultant of Information Technology, Department of Special Investigation, Ministry of Justice.
Positions	Director and Chairman of Executive Board Committee

<p>Relationship Characteristics of nominated persons qualified as independent directors</p> <p>1. Being close relatives to other executive / major shareholders controlling person / subsidiaries</p> <p>2. Having relationship in any of these characteristics to company / subsidiary company /major shareholder / or controlling person either at present or during the past 4 years</p> <ul style="list-style-type: none"> • Be an executive director, staff, employee or advisor who receives salary • Be a professional service provider • Having material business relationship in such a way that may affect their independence 	<p>- None -</p> <p>- None -</p> <p>- None -</p> <p>- None -</p>	
<p>Forbidden Qualifications</p>	<ul style="list-style-type: none"> • Never dishonestly committed an offence against property • Never entered into any transaction which may cause conflict of interest against company during the year 	
<p>Meeting attendance in 2020</p>	<p>Meeting Attendance</p>	<p>2020</p>
	<p>: Board of Director Meeting</p>	<p>3/15</p>
	<p>: : Executive Board Committee Meeting</p>	<p>2/12</p>

Remark: Mr. Panya Boonyapiwat has been appointed to be Company Director on November 5, 2020 and Executive Board Committee on November 5, 2020.

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



Mr. Smith Leam-manee
 Age 54 years old

Address	111/1126 Moo 1, Tambon Samet, Amphur Muang, Chonburi Chonburi Province 20000	
Conflict of interest in this meeting	- None -	
Number of shares held in the company (as of March 15, 2021)	- None -	
Date of first appointment	September 8 th , 2020	
Education	- Master of Business Administration, Ramkhamhaeng University - Bachelor of Engineering, King Mongkut's Institute of Technology North Bangkok	
Working Experiences	September 2020 - Present	Independent Director, Audit Committee, Nomination and Remuneration Committee and Risk Management Committee, Begistics Public Company Limited
	2019 - Present	CEO and Project Manager, Ergon Asia Company Limited
	2018- 2019	Engineering and Project Manager, KPN Green Energy Solution Public Company Limited Engineering and Project Manager, Envotek Engineering Company Limited
	2017 - 2018	Operations Director and Project Manager Mary Anne Dairy Products Company Limited (MADC)
	2015 - 2017	CEO, AED Fabrication Company Limited, Chaiyo Triple A Group Project Site Manager, MSW 9.5 Mw Power Plant, Chaiyo Triple A Group of Companies
Positions	Independent Director, Audit Committee, Nomination and Remuneration Committee and Risk Management Committee.	
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 4 years <ul style="list-style-type: none"> • Be an executive director, staff, employee or advisor who receives salary • Be a professional service provider • Having material business relationship in such a way that may affect their independence 	- None - - None - - None -	
Forbidden Qualifications	<ul style="list-style-type: none"> • Never dishonestly committed an offence against property • Never entered into any transaction which may cause conflict of interest against company during the year 	
Meeting attendance in 2020	Meeting Attendance	2020
	: Board of Director Meeting	6/15
	: Audit Committee Meeting	2/6
	: Nomination and Remuneration Committee Meeting	2/6
	: Risk Management Committee Meeting	2/9
: Risk Management Committee Meeting		

Remark: Mr. Smith Leam-manee has been appointed to be Company Director on 8 September 2020, Audit Committee on 28 September 2020, Director of the Nomination and Remuneration Committee on 28 September 2020 and Risk Management Committee on 28 September 2020.

Definition of Independent Director of Begistics Public Company Limited

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

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

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

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

same nature as the Company 's or its subsidiaries' business, and is in competition with them in any material respect;

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

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

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

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

Profiles of the Independent Directors appointed as proxy by the Company

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

**Education**

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

Professional Experiences

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

Positions in other Listed companies none

Positions in other Non-Listed companies none

Relationship Characteristics of nominated persons qualified as independent directors

1. Being close relatives to other executive / major shareholders controlling person / subsidiaries None
2. Having relationship in any of these characteristics to company / subsidiary company /major shareholder / or controlling person either at present or during the past 1 year
 - Be an executive director, staff, employee or advisor who receives salary None
 - Be a professional service provider None
 - Having material business relationship in such a way that may affect their independence None
 - Directorship or management position in other listed companies and other companies None

Forbidden Qualifications

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

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

1. Attendance in person

- For the shareholder who is a natural person, a Thai nationality, please show the ID card or government official card.
- For the shareholder who is a natural foreign person, please show alien registration card or passport or documents used in lieu of passport at the area of registration.
- In case of name-surname change, the evidence certifying such change must be presented.

2. Attendance by a proxy-holder

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

Documents required for proxy

- In case that the grantor is a natural person of Thai nationality: Copy of the ID card or copy of a government official card certified true copy by the grantor.
- In case that the grantor is a natural person of foreign nationality: Copy of foreign identification card or copy of passport or copy of document used in lieu of the passport certified true copy by the grantor.
- In case that the grantor is a juristic person:
 - Thai juristic person: Copy of certificate from Ministry of Commerce or the authorized agency issued not exceeding 1 year, certified true copy by the authorized person of such juristic person, and copy of ID card or government official card of the authorized director who signs on behalf of the juristic person, certified true copy by such authorized director.
 - Foreign juristic person: The authorized person of the juristic person shall sign and affix the company's seal on the proxy form in the presence of the notary public or similar authorized agency according to the law in each country and shall bring such document to the authorized officer of the Royal Thai Embassy or the Royal Thai Consulate or the assigned officer to act on behalf of such person or the person capable of completing the certification according to the law of such country to certify the notary public over again.
- In case of the grantor uses thumbprint, the grantor must provide a left thumbprint and state that "the left thumbprint of..." and there must be at least 2 witnesses certified the true thumbprint of such person, and

thumbprint shall be made in the presence of witnesses. The copy of ID card or government official card of the witnesses, certified true copy by such witnesses, shall be submitted together.

- In the Annual General Meeting of Shareholders 2021, if any shareholder cannot attend the Meeting by his/herself, the shareholder may grant the proxy to any person or independent director of the Company to vote on his/her behalf as the following detail.

Pol. Maj.Gen. Prapass Piyamomgkol , 62 years old.

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

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

Articles of Association

Chapter 1 General Provisions

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

Chapter 2 Issuance of Shares and Transfer of Shares

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

10. The Company shares can be freely transferred except in the case where any transfer may cause aliens to hold more than 49 (Forty Nine) per cent of the total issued shares and increase the ratio of aggregate shares held by aliens over the limit specified above, the Company reserves right to refuse to register such transfer of shares. The term "aliens" under these Articles of Association shall have the same meaning as "aliens" under the law on foreign business of aliens.

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

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

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

12. The Company shall neither own nor accept pledge of its shares, except in the following circumstances:

- (1) the Company may repurchase its shares from dissenting shareholders who vote against a resolution of the general meeting of shareholders approving an amendment to the Articles of Association regarding voting right and the right to receive dividends which, in their opinion, is considered unfair;
- (2) the Company may repurchase its shares for financial management purposes when the Company has accumulated profits and excessive liquidity, provided that the share repurchase will not cause financial implication to the Company.

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

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

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

13. In case of preference shares, conversion of preference to ordinary shares shall be made by shareholders who wish to do so by submitting a request to the Company as well as delivering the share certificate(s).

The conversion under the preceding paragraph shall be valid and effective as from the date the request is submitted in which event the Company shall issue new share certificate to the requestor within 14 (fourteen) days as from receipt of request.

14. During the course of 21 (Twenty One) days prior to the general meeting of shareholders, the Company may suspend the registration of shares by notifying shareholders in advance at the head office of the Company and every branch not less than 14 (Fourteen) days prior to the date commencing suspension of share transfer.

Chapter 3 Board of Directors and Authority

15. The Board of Directors shall consist of not less than 5 (Five) persons, and elect the Chairman and may also elect a vice chairman as well as other positions as deemed appropriate. At least half of the number of directors shall have their residences in the kingdom.

16. A director of the Company is not required to be a shareholder of the Company.

17. Directors may be elected at a general meeting of shareholders in accordance with the following criteria and procedures:

- (1) Each shareholder shall have a number of votes equal to the number of shares held.
- (2) Each shareholder may exercise all the votes he or she has under (1) to elect one or several persons as director or directors; if several persons are to be elected as directors, the shareholders may not allot his or her votes to any person in any number.
- (3) After the vote, the candidates shall be ranked in order descending from the highest number of votes received to the lowest, and shall be appointed as directors in that order until all of the directors positions are filled. Where the votes cast for candidates in descending order are tied, which would otherwise cause the number of directors to be exceeded, the Chairman shall have a casting vote.

18. At every general meeting of shareholders, one-third (1/3) of the directors shall retire from office. If the number of directors is not a multiple of three, then the number nearest to one-third shall retire from office.

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

A retiring director may be eligible for re-election.

19. Apart from retirement by rotation, the directors shall vacate office upon:

- (1) death;
- (2) designation;
- (3) loss of qualifications or disqualification under the law on public limited company;
- (4) removal by a resolution of the general meeting of shareholders;
- (5) removal by a court order.

20. Any director who wishes to resign from office shall submit his or her resignation letter to the Company and the resignation shall be effective on the date the resignation letter has reached the Company.

21. In case a directorship becomes vacant otherwise than by rotation, the Board of Directors shall elect a person who is qualified and does not possess prohibitive characters under the law on public limited company as replacement at the subsequent meeting of the Board of Directors unless the remaining duration of the director's term of office is less than 2 (Two) months.

A person so appointed shall retain his or her office during such time only as the removing director was entitled to retain the same.

The resolution of the Board of Directors under the first paragraph shall be passed by a vote of not less than three-fourth (3/4) of the remaining directors.

22. In the event of retirement of full Board of Directors, such retiring Board of Directors shall remain in office to continue operation of the Company as is necessary until new Board of Directors shall be in office unless a court order has been issued otherwise in the event the retirement is by court order.

The retiring Board of Directors shall convene a general meeting of shareholders for election of new Board of Directors within 1 (One) month as from retirement, by sending a notice of not less than 14 (Fourteen) days to shareholders and publicizing the notice in a newspaper of not less than 3 (three) consecutive days prior to the meeting.

23. The general meeting of shareholders may remove a director before the expiration of his or her term by a majority vote of not less than three-fourths (3/4) of shareholders attending the meeting and eligible to vote and holding shares of not less than one half (1/2) of the number of shares held by shareholders attending the meeting and eligible to vote.

24. The Board of Directors shall have authority and duty to manage the Company within the scope of law, its objects, Articles of Association and resolutions passed by the general meeting of shareholders.

The Board of Directors may assign one or more persons to perform one or more specific assignments on behalf of the Board of Directors.

25. The Board of Directors shall hold a meeting at least every 3 (Three) months.

26. Meetings of the Board of Directors shall be held at the location in which Company office is situated or nearby provinces or any other places as the Chairman or a person delegated by the Chairman determines.

27. In calling a meeting of the Board of Directors, the Chairman or a person delegated by the Chairman shall send a notice to directors not less than 7 (Seven) days in advance except in case of necessity to preserve right or benefit of the Company, a notice may be sent by other means and timeframe shortened.

At least 2 (Two) directors may request for a meeting in which event the Chairman shall then determine the date of the meeting within 14 (Fourteen) days as from receipt of request.

28. At a meeting of the Board of Directors, there shall be directors attending the meeting of not less than a half of the Board of Directors to constitute a quorum.

In the event the Chairman is not present or unable to perform duty, a vice chairman, if appointed, shall act as Chairman. If there is no vice chairman, or if there is one but is unable to perform duty, the directors present at the meeting shall elect one among themselves to be the Chairman of that meeting.

29. Decisions of the meeting of the Board of Directors shall be made by majority vote.

Each director shall have one vote; but the directors who have interest in any matter shall not have right to vote on such matter. In case of equality of votes, the Chairman of the meeting shall have a casting vote.

30. Names and number of the directors who can sign to bind the Company are two directors signing jointly with the Company seal affixed, and the general meeting of shareholders or the Board of Directors has the authority to designate names of directors authorized to sign to bind the Company. *(amended by the Extraordinary General Meeting of Shareholders No. 1/2015 on 28 September 2015)*

31. No directors may engage in the businesses which are identical to or in competition with those of the Company, nor become a partner in an ordinary partnership or partner with unlimited liability in a limited partnership or a director in other private or public companies whose businesses are identical to or in competition with those of the Company unless such engagement has been declared to the general meeting of shareholders prior to the meeting.

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

Chapter 4 General Meeting of Shareholders

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

whether it is for acknowledgement, approval or consideration together with opinion of the Board of Directors of that matter. The invitation shall be sent to shareholders and the Public Company Registrar of not less than 7 (Seven) days in advance prior to the meeting and advertised in a newspaper of not less than 3 (three) consecutive days prior to the meeting.

38. A general meeting of shareholders shall not transact any business unless at least 25 (Twenty Five) shareholders and their proxies (if any) or at least a half of the total number of shareholders attend the meeting, and the shareholders attending the meeting shall hold at least one-third (1/3) of the total issued shares to constitute a quorum.

If within one hour from the time scheduled for the meeting, a quorum is not present, if the meeting is called by the request of shareholders, such meeting shall be adjourned. However, if such meeting is not called by the request of shareholders, the meeting shall be re-scheduled. The invitation to such meeting shall be in writing to every shareholder at least 7 (Seven) days in advance prior to the meeting. In such postponed meeting, the shareholders present at the meeting shall constitute a quorum.

39. In a meeting, shareholders may appoint proxies to attend and vote in their behalf. A proxy form shall be in writing and signed by grantors in a form prescribed by the Public Company Registrar and deposited with the Chairman or person as delegated, at the place before proxies attend the meeting, and at least shall contain the following particulars:

- a. number of shares held by grantors;
- b. name of the proxy;
- c. number of meetings the proxy has been assigned to attend and vote.

40. A general meeting of shareholders shall be proceeded with the agenda in the invitation letter unless the meeting may adopt a resolution to change the sequence with a vote passed by a majority of not less than two-thirds (2/3) of the shareholders attending the meeting.

After the meeting has completed considering all the agenda, no further businesses may be transacted unless shareholders holding an aggregate number of one-third (1/3) of total issued shares request the meeting to consider matters other than those specified in the invitation letter.

In the event the businesses as specified in the invitation letter or those proposed by the shareholders are not completely transacted, but postponement is necessary, the meeting shall schedule place, date and time for a subsequent meeting. The Board of Directors shall then send an invitation letter specifying place, date, time and businesses to shareholders of not less than 7 (Seven) days in advance to be advertised in a newspaper of not less than 3 (Three) consecutive days in advance prior to the meeting.

41. The Chairman shall preside over the general meeting of shareholders. In the event the Chairman is not present or unable to perform duty, a vice chairman, if any, shall preside, but if there is no such vice chairman, or is unable to perform duty, then the shareholders attending the meeting shall elect a shareholder to preside over the meeting.

42. In the general meeting of shareholders, each shareholder shall have one vote per share.

In the event any shareholder has a special interest in any matter, that shareholder shall not vote in that matter except the vote to elect directors.

43. A resolution or approval of any matter in the general meeting of shareholders shall require a majority vote of shareholders attending the meeting and casting their votes unless otherwise specified in these Articles of Association, or by law, or in the following matters, a majority of not less than three-quarters (3/4) of all shareholders attending the meeting and eligible to vote is required:

- a. sale or transfer material businesses of the Company, either in whole or in part, to other persons;
- b. purchase or taking transfer of businesses of other public or private companies for the Company;
- c. execution, amendment or termination of agreements relating to leasing out material businesses of the Company, either in whole or in part; assignment of other persons to manage the business of the Company; or consolidation with other persons with objects of a profit-loss sharing;
- d. amendment to the Memorandum of Association or Articles of Association;
- e. increase or reduction in the capital;
- f. issuance of debentures;
- g. amalgamation or dissolution of the Company.

Chapter 5 Increase and Reduction in the Capital

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

The Company may not reduce the number of shares to be lower than one-quarter (1/4) of total capital except in the case where after having compensated the loss in consequence as prescribed by law, the Company has suffered accumulated loss, then the Company may reduce the shares to be lower than one-quarter (1/4) of the total capital. However, the reduction to be lower than one-quarter (1/4) of total capital under the second paragraph shall require a vote of not less than three-quarters (3/4) of total votes of shareholders attending the meeting and eligible to vote.

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

Chapter 6 Dividends and Legal Reserve

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

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

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

Chapter 7 Debentures

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

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

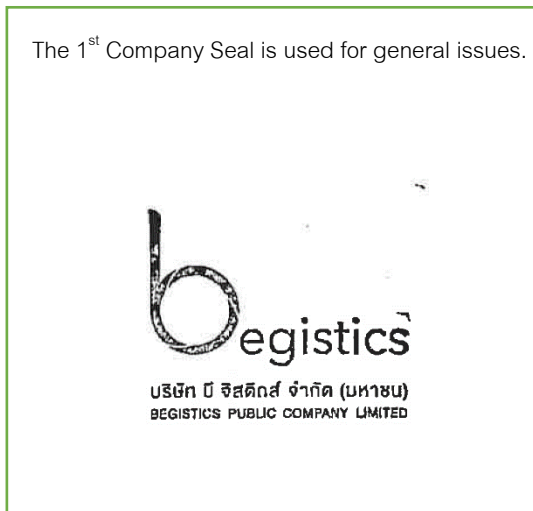
Chapter 8 Account, Finance and Auditing

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

Chapter 9 Additional Stipulations

63. The seal of the Company is as follows:

(Seal of the Company affixed)



(ปิดอากรแสตมป์
20 บาท)
(Stamp Duty
Baht 20)

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

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

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

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

(3) ขอมอบฉันทะให้
Hereby appoint:

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

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

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

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

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

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญ
ประจำปี 2564 ในวันที่ 26 เมษายน 2564 เวลา 14.00 น

Any one of them to be my/our proxy to attend and vote on my/our behalf at the Annual General Meeting of shareholders 2021
on April 26th, 2021 at 14.00 p.m.

ณ ห้องประชุมรังรักษ์ ชั้น 3 สโมสรทหารบก เลขที่ 195 ถนนวิภาวดี-รังสิต แขวงสามเสนใน เขตพญาไท กรุงเทพฯ 10400 หรือที่จะ
พึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

at the Meeting Room Taewakumrungruk, 3rd Floor, Royal Thai Army Military Club, No. 195 Vibhavadi-Rangsit Road, Samsen
Nai, Phayathai, Bangkok 10400, 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 ที่จะมอบฉันทะที่จะเลือกตั้งเจ้านายตัว)
(Proxy Form containing specific details)

เขียนที่

Written at

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

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

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

(3) ขอมอบฉันทะให้
Hereby appoint:

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

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

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

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

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

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญ
ประจำปี 2564 ในวันที่ 26 เมษายน 2564 เวลา 14.00 น

Any one of them to be my/our proxy to attend and vote on my/our behalf at the Annual General Meeting of shareholders 2021
on April 26th, 2021 at 14.00 p.m.

ณ ห้องประชุมรังรักษ์ ชั้น 3 สโมสรทหารบก เลขที่ 195 ถนนวิภาวดี-รังสิต แขวงสามเสนใน เขตพญาไท กรุงเทพฯ 10400 หรือที่จะ
พึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย
at The Taewakumrungruk Meeting Room, 3rd Floor, Royal Thai Army Military Club, No. 195 Vibhavadi-Rangsit Road, Samsen
Nai, Phayathai, Bangkok 10400, or any adjournment at any date, time and place thereof.

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

วาระที่ 1 พิจารณารับรองรายงานการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/2563 เมื่อวันที่ 8 ธันวาคม 2563
Agenda 1. **To certify the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2020 on December 8, 2020.**

- (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 พิจารณาอนุมัติงบแสดงฐานะการเงินและงบกำไรขาดทุนของบริษัท สำหรับรอบปีบัญชีสิ้นสุดวันที่ 31 ธันวาคม 2563
Agenda 3. **To consider and approve the Company's Statement of Financial Position and Income Statement for the fiscal year ended 31 December 2020.**

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

วาระที่ 4 พิจารณาอนุมัติการงดจัดสรรกำไรสุทธิเพื่อเป็นทุนสำรองตามกฎหมายและการงดการจ่ายเงินปันผล ประจำปี 2563
Agenda 4. **To consider and approve the omission of the allocation of net profits for legal reserve and the omission of dividend payments Year 2020.**

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

วาระที่ 5 พิจารณาอนุมัติการเลือกตั้งกรรมการแทนกรรมการที่ออกตามวาระ ประจำปี 2564
Agenda 5. **To consider and approve the election of directors to replace those retiring by rotation for the year 2021.**

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

วาระที่ 6 พิจารณานุมัติการกำหนดค่าตอบแทนกรรมการ ประจำปี 2564
Agenda 6. To consider and approve the determination of directors' remuneration for the year 2021.

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

วาระที่ 7 พิจารณานุมัติการแต่งตั้งผู้สอบบัญชีและกำหนดค่าตอบแทนผู้สอบบัญชี ประจำปี 2564
Agenda 7. To consider and approve the appointment of auditors and the determination of the audit fee for the year 2021.

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

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

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

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

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

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

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

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

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข.
ALLONGE OF PROXY FORM B.

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

ในการประชุมสามัญผู้ถือหุ้นประจำปี 2564 ในวันที่ 26 เมษายน 2564 เวลา 14.00 น. ณ ห้องประชุมเทวกรรมรังรักษ์ ชั้น 3 สโมสรทหารบก เลขที่ 195 ถนนวิภาวดี-รังสิต แขวงสามเสนใน เขตพญาไท กรุงเทพฯ 10400 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

In the Annual General Meeting of Shareholders for the year 2024, on April 26th, 2021 at 2.00 pm. at the Taewakumrungruk Meeting Room, 3rd Floor, Royal Thai Army Military Club, No. 195 Vibhavadi-Rangsit Road, Samsen Nai, Phayathai, Bangkok 10400, or any adjournment at any date, time and place thereof.

วาระที่..... เรื่อง.....

Agenda No..... Re:

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

วาระที่..... เรื่อง.....

Agenda No..... Re:

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

วาระที่..... เรื่อง.....

Agenda No..... Re:

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
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วาระที่..... เรื่อง.....

Agenda No..... Re:

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
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 - Approve Disapprove Abstain

วาระที่..... เรื่อง.....

Agenda No..... Re:

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

วาระที่..... เรื่อง.....

Agenda No..... Re:

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

แบบหนังสือมอบฉันทะ แบบ ค.
Proxy Form C.

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

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

(1) ข้าพเจ้า _____ สำนักงานตั้งอยู่เลขที่ _____
I/We _____ 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 _____ votes,
equivalent to _____
หุ้นบุริมสิทธิ _____ - _____ หุ้น และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
preference share of _____ shares, and having the right to vote _____ votes,
equivalent to _____

(2) ขอมอบฉันทะให้
Hereby appoint:

(1) นาย/นาง/นางสาว _____ อายุ _____ ปี อยู่บ้านเลขที่ _____
Mr./Ms./Miss _____ age _____ years, residing at _____
ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____ จังหวัด _____ รหัสไปรษณีย์ _____
Road _____ Tambol/Khwaeng _____ Amphoe/Khet _____ Province _____ Postal Code _____
หรือ _____ (2) นาย/นาง/นางสาว _____ อายุ _____ ปี อยู่บ้านเลขที่ _____
or _____ Mr./Ms./Miss _____ age _____ years, residing at _____
ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____ จังหวัด _____ รหัสไปรษณีย์ _____
Road _____ Tambol/Khwaeng _____ Amphoe/Khet _____ Province _____ Postal Code _____
หรือ _____ (3) นาย/นาง/นางสาว _____ อายุ _____ ปี อยู่บ้านเลขที่ _____
or _____ Mr./Ms./Miss _____ age _____ years, residing at _____
ถนน _____ ตำบล/แขวง _____ อำเภอ/เขต _____ จังหวัด _____ รหัสไปรษณีย์ _____
Road _____ Tambol/Khwaeng _____ Amphoe/Khet _____ Province _____ Postal Code _____

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

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

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญ
ประจำปี 2564 ในวันที่ 26 เมษายน 2564 เวลา 14.00 น

Any one of them to be my/our proxy to attend and vote on my/our behalf at the Annual General Meeting of shareholders 2021
on April 26th, 2021 at 14.00 p.m.

ณ ทิวทัศน์ร่มรื่น ชั้น 3 สโมสรทหารบก เลขที่ 195 ถนนวิภาวดี-รังสิต แขวงสามเสนใน เขตพญาไท กรุงเทพฯ 10400 หรือที่จะ
พึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

at The Taewakumrungruk Meeting Room, 3rd Floor, Royal Thai Army Military Club, No. 195 Vibhavadi-Rangsit Road, Samsen
Nai, Phayathai, Bangkok 10400, 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:

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

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

วาระที่ 1 พิจารณารับรองรายงานการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/2563 เมื่อวันที่ 8 ธันวาคม 2563
Agenda 1. **To certify the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2020 on December 8, 2020.**

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

วาระที่ 3 พิจารณานุมัติงบแสดงฐานะการเงินและงบกำไรขาดทุนของบริษัท สำหรับรอบปีบัญชีสิ้นสุดวันที่ 31 ธันวาคม 2563
Agenda 3. **To consider and approve the Company's Statement of Financial Position and Income Statement for the fiscal year ended 31 December 2020.**

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

วาระที่ 4 พิจารณานุมัติการงดจัดสรรกำไรสุทธิเพื่อเป็นทุนสำรองตามกฎหมายและการงดการจ่ายเงินปันผลประจำปี 2563
Agenda 4. **To consider and approve the omission of the allocation of net profits for legal reserve and the omission of dividend payments Year 2020.**

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

วาระที่ 5 พิจารณานุมัติการเลือกตั้งกรรมการแทนกรรมการที่ออกตามวาระ ประจำปี 2564
Agenda 5. To consider and approve the election of directors to replace those retiring by rotation for the year 2021.

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

วาระที่ 6 พิจารณานุมัติการกำหนดค่าตอบแทนกรรมการ ประจำปี 2564
Agenda 6. To consider and approve the determination of directors' remuneration for the year 2021.

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

วาระที่ 7 พิจารณานุมัติการแต่งตั้งผู้สอบบัญชีและกำหนดค่าตอบแทนผู้สอบบัญชี ประจำปี 2564
Agenda 7. To consider and approve the appointment of auditors and the determination of the audit fee for the year 2021.

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

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้
ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ถือเป็นการลงคะแนนเสียงของผู้ถือหุ้น
Voting of the proxy in any agenda that is not as specified in this Proxy Form shall be considered as invalid and shall not be the vote of a shareholder.

(6) ในกรณีที่ข้าพเจ้าไม่ได้รับความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากที่ระบุไว้ข้างต้น 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 เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่
ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

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

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

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

หมายเหตุ

Remarks

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

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค.
ALLONGE OF PROXY FORM C.

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

ในการประชุมสามัญผู้ถือหุ้นประจำปี 2564 ในวันที่ 26 เมษายน 2564 เวลา 14.00 น. ณ ห้องประชุมเทวกรรมรังรักษ์ ชั้น 3 สโมสรทหารบก เลขที่ 195 ถนนวิภาวดี-รังสิต แขวงสามเสนใน เขตพญาไท กรุงเทพฯ 10400 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

In the Annual General Meeting of Shareholders for the year 2024, on April 26th, 2021 at 2.00 pm. at the Taewakumrungruk Meeting Room, 3rd Floor, Royal Thai Army Military Club, No. 195 Vibhavadi-Rangsit Road, Samsen Nai, Phayathai, Bangkok 10400, or any adjournment at any date, time and place thereof.

วาระที่..... เรื่อง.....

Agenda No..... Re:

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

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

วาระที่..... เรื่อง.....

Agenda No..... Re:

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

วาระที่..... เรื่อง.....

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(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 votes Disapprove votes Abstain votes

วาระที่..... เรื่อง.....

Agenda No..... Re:

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

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

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

วาระที่..... เรื่อง.....

Agenda No..... Re:

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

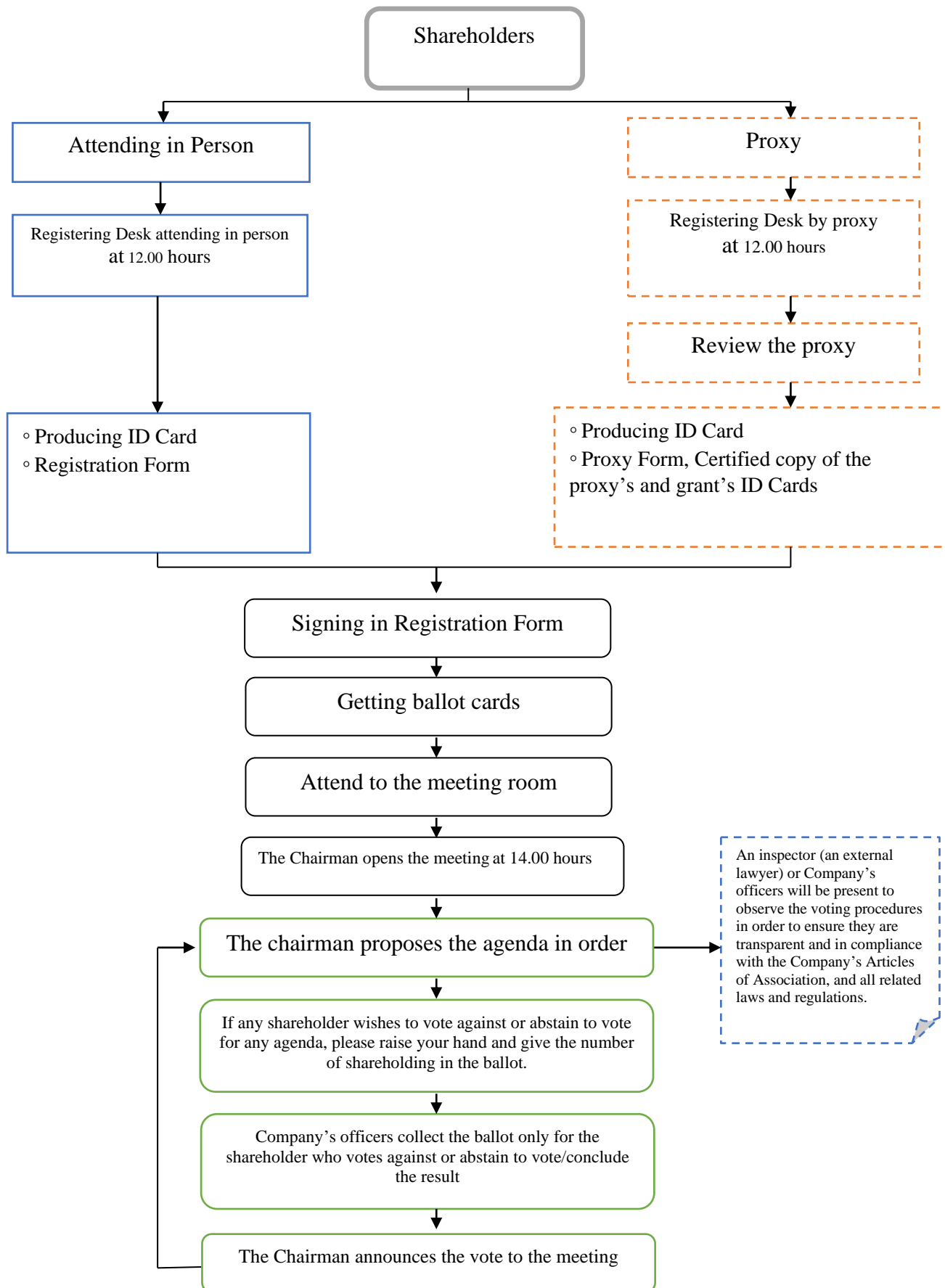
เห็นด้วย.....เสียง ไม่เห็นด้วย.....เสียง งดออกเสียง.....เสียง
Approve votes Disapprove votes Abstain votes

Procedures for sending any query in advance

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

1. Shareholder who wishes to raise any query or comment should provide his/her information:
 - Name, address, telephone, facsimile or e-mail with which the Company can contact;
 - Query raised or comment proposed with documents or accompanying information (if any)
2. Channels:
 - Facsimile No. (66)2367 3577
 - E-mail: ir_investment@begistics.co.th
 - Delivery by mail: Begistics Public Company Limited, No. 3656/64, Green Tower Building, 19th Floor, Unit K, Rama 4 Road, Khlong Tan Subdistrict, Khlong Toei District, Bangkok 10110.
3. Time to send query
 - The Company requests that any query and/comment may be sent now until April 19th, 2021
4. Company Secretary will gather all query/comment for consideration by Chief Executive Officer and related Executives in order to answer the query/comment to shareholders.

Procedures for attending of Invitation to the Annual General Meeting of Shareholders for the Year 2021 Begistics Public Company Limited On Monday 26th April 2021



**Notes on Prevention of Covid-19 Infection at
The Annual General Meeting of Shareholders for the Year 2021**

Due to the Covid-19 disease situation, the Company will arrange for a screening of shareholders who wish to attend The Annual General Meeting of Shareholders for the Year 2021, where all attendees of the shareholders' meeting will be tested for temperature. In the event that any shareholder has a fever (Body temperature from 37.5 degrees Celsius or more) or have any other abnormal symptoms. The company will ask for cooperation with such shareholders. Attend the meeting in a specially designated area. Can still use the right to vote normally

In addition, to help reduce additional risks Therefore request for cooperation

- Please wear a mask at all times.
- Please wash your hands with soap or alcohol gel as often as needed.

Avoid touching your face with your hands (eyes, nose, mouth).

- Do not ignore, help each other monitor. If a case is suspected to be at risk Please proceed to notify the company officer immediately

The company would like to thank all shareholders very much and look forward to your cooperation with concern for the health of all shareholders.

แบบฟอร์มลงทะเบียน / Registration Form

การประชุมสามัญผู้ถือหุ้น ประจำปี 2564

The Annual General Meeting of Shareholders for the year 2021

บริษัท บี จิสติกส์ จำกัด (มหาชน)

Begistics Public Company Limited

วันจันทร์ ที่ 26 เมษายน 2564 เวลา 14.00 น.

Monday 26 April 2021 at 2.00 pm.

ณ ห้องประชุมเทวกรรมรังรักษ์ สโมสรทหารบก

เลขที่ 195 ถนนวิภาวดี-รังสิต แขวงสามเสนใน เขตพญาไท กรุงเทพฯ 10400

**At the Taewakumrungruk Meeting Room, 3rd Floor, Royal Thai Army Military Club,
195, Vibhavadi-Rangsit road, Samsen Nai, Phayathai, Bangkok 10400**

เลขทะเบียนผู้ถือหุ้น

Shareholders' registration no.

ข้าพเจ้า..... สัญชาติ.....
I/We Nationality

บัตรประจำตัวประชาชนเลขที่
ID card no.

อยู่บ้านเลขที่.....
Address

เป็นผู้ถือหุ้นของ บริษัท บี จิสติกส์ จำกัด (มหาชน)
Being a Shareholder of Begistics Public Company Limited

โดยถือหุ้นสามัญจำนวนทั้งสิ้นรวม หุ้น
Holding the Ordinary Share total amount of Shares

ข้าพเจ้า.....
I/We

- ผู้ถือหุ้น / Shareholder
 ผู้รับมอบฉันทะ / Proxy holder

ลงชื่อ ผู้เข้าประชุม
Sign Meeting Attendant
(.....)

หมายเหตุ: เพื่อความสะดวกในการลงทะเบียน ผู้ถือหุ้นหรือผู้มอบฉันทะที่เข้าร่วมประชุมโปรดนำเอกสารชุดนี้
มาแสดงในวันเข้าประชุมด้วย

Note: For your convenience, shareholders or proxy holders wishing to attend the meeting,
kindly bring this document for registration.

แผนที่สถานที่จัดประชุมสามัญผู้ถือหุ้น ประจำปี 2564
Map of Location for AGM Year 2021

แผนที่โดยสังเขป : สโมสรทหารบก (วิภาวดี)

195 ถนนวิภาวดี-รังสิต แขวงสามเสนใน เขตพญาไท กรุงเทพมหานคร โทร. 0-2616-0055



สถานที่:	ณ ห้องประชุมเทวกรรมรังรักษ์ สโมสรทหารบก
Location:	The Taewakumrungruk Meeting Room, Royal Thai Army Military Club,
ที่ตั้ง:	เลขที่ 195 ถนนวิภาวดี-รังสิต แขวงสามเสนใน เขตพญาไท กรุงเทพฯ 10400
Address:	No. 195, Vibhavadi-Rangsit Road, Samsen Nai, Phayathai, Bangkok 10400
โทรศัพท์:	(66) 02 616-0055 ต่อ 251
โทรสาร:	(66) 02 279-2484
Website:	https://www.armyclubthai.com
Phone number:	(66) 02 616-0055 EXT.251
Fax:	(66) 02 279-2484
รถประจำทาง:	12 50 69 79 138 171 187 203 504
Bus:	12 50 69 79 138 171 187 203 504