



## BEGISTICS PUBLIC COMPANY LIMITED

### Invitation Letter to the Extraordinary General Meeting of Shareholders No. 1/2022 (Electronic Meeting)

Friday 21, 2022  
At 14:00 hours.

At 3656/64, 19<sup>th</sup> Floor, Green Tower,  
Rama IV Road, Klongton Sub-district, Klongtoey District, Bangkok 10110

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

## Contents

	Page
Invitation Letter to the EGM 1/2022	1
 <b><u>Attachments to the Agenda</u></b>	
Minutes of the Extraordinary General Meeting of Shareholders No. 1/2021 (for consideration of Agenda 1)	10
Capital Increase Report Form (F53-4) (Consideration for Agenda 7)	22
Summary of Key Features of Warrants to Purchase Newly Issued Ordinary Shares Begistics Public Company Limited No. 7 (B-W7) to existing Shareholders	32
 <b><u>Accompanying Documents</u></b>	
Definition of independent directors and the list of independent directors who are proxies	37
Conditions, Criteria, Procedures for Attending the Meeting, Appointment of Proxy, Voting and articles of Association Related to the shareholders' meeting.	40
Proxy Form A B C	49
Procedure for submitting questions regarding shareholder meeting	64
Procedures for attending the Extraordinary General Meeting No. 1/2022	65
Registration Form for electronic meeting	66
Map of the Meeting Venue and conference broadcasting location.	68

## Invitation to the Extraordinary General Meeting of Shareholders No. 1/2022 (Electronic Meeting)

Company Registration No.0107545000357  
B-HO No. 065/2021

December 14, 2021

Subject: Invitation to the Extraordinary General Meeting of Shareholders No. 1/2022.

To: Shareholder.  
Begistics Public Company Limited.

- Enclosure
1. Minutes of the Extraordinary General Meeting of Shareholders No. 1/2021
  2. Capital Increase Report Form (F53-4).
  3. Summary of Key Features of Warrants to Purchase Newly Issued Ordinary Shares Begistics Public Company Limited No. 7 (B-W7) to existing shareholders.
  4. Definition of Independent Director and the list of independent directors who are proxies.
  5. Conditions, Criteria, Procedures for Attending the Meeting, Appointment of Proxy, Voting and articles of Association Related to the shareholders' meeting.
  6. Proxy form A, B, C.
  7. The procedure for submitting questions about the shareholders' meeting.
  8. Procedures for attending the Extraordinary General Meeting of Shareholders No. 1/2022.
  9. Registration form for electronic meeting. (E-EGM 1/2022).
  10. Map of the Meeting Venue and conference broadcasting location.

The Board of Directors' Meeting of Begistics Public Company Limited ("Company") No. 17/2021 on December 13, 2021 resolved to hold the Extraordinary General Meeting of Shareholders No. 1/2022 by electronic meeting on Friday 21 January 2022 at 2:00 p.m. at 3656/64, 19<sup>th</sup> Floor, Green Tower, Rama IV Road, Klongton Sub-district, Klongtoey District, Bangkok 10110, with the agenda as follows:

### **Agenda 1 To certify the minutes of the Extraordinary General Meeting of Shareholders No. 1/2021 held on July 21, 2021.**

Facts and reasons : The Company has prepared the minutes of the Extraordinary General Meeting of Shareholders No.1/2021 which held on July 21, 2021 and Board of Directors considered to certify the minutes of the Extraordinary General Meeting of Shareholders No. 1/2021 (Details appear in Enclosure 1).

Opinion of the Board of Directors : The Board of Directors Meeting No. 17/2021, held on December 13, 2021 has considered and deemed it appropriate to propose to the Extraordinary General Meeting of Shareholders No. 1/2022 to approve the minutes of the Extraordinary General Meeting of Shareholders No. 1/2021 held on July 21, 2021.

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

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

Facts and reasons :

Under the Public Companies Act 1992 (as amended) stipulates that a company can increase its registered capital by issuing new shares when all shares are sold and paid or in case the shares are not fully sold, the remaining shares must be issued to support convertible bonds or warrants. Therefore, to support the allocation of new ordinary shares (Right Offering) to the existing shareholders of the Company and support the issuance and offering of warrants to purchase ordinary shares of the Company No. 7 (B-W7) to the existing shareholders in proportion to their subscribed shareholding and paid additional subscription for ordinary shares. The company have to reduce the registered capital of amount 87,468,005.60 baht by cutting off 128,629,420 unissued ordinary shares with a par value of 0.68 baht per share, which are newly issued ordinary shares issued to support the exercise of warrants to purchase the Company's newly issued ordinary shares. No. 4 (B-W4) of 128,629,420 shares, which has ceased from being a listed securities since July 2, 2021

Opinion of the Board of Directors:

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

Votes to Vote:

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.

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

Facts and reasons:

To comply with the reduction in the Company's registered capital as shown in Agenda 2, the Company has to amend Clause no. 4 of the Company's Memorandum of Association by using the following information instead.

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

				thousand, three hundred and fifty-three)
	Preferred Shares	-	Shares	(Shares-)

Opinion of the Board of Directors:

The Board of Directors Meeting No. 17/2021 on December 13, 2021 has considered and agreed to propose to the Extraordinary General Meeting of Shareholders No. 1/2022 to consider approving the amendment of Clause No. 4 of the Company's Memorandum of Association to be in line with the reduction 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.

Votes to Vote:

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.

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

Facts and reasons:

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

- (1) To reserve the issuance and offering of newly issued ordinary shares to the existing shareholders of the Company in proportion to their shareholding (Right Offering) amount to 1,409,638,775 shares.

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

Opinion of the Board of Directors:

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

Votes to Vote:

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.

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

Facts and reasons:

To comply with the capital increase of the Company as shown in Agenda 4, the Company has to amend Clause no. 4 of the Company's Memorandum of Association by using the following information instead.

"No. 4.	Registered Capital	3,093,442,070.20	Baht	(Three billion, ninety-three million, four hundred forty-two thousand and seventy baht twenty satang)
	Consists of	4,549,179,515	Shares	(Four billion, five hundred forty-nine million, one hundred seventy-nine thousand and five hundred fifteen)
	Par value of	0.68	Baht	(Sixty-eight)
	Divided into			
	Ordinary Shares	4,549,179,515	Shares	(Four billion, five hundred forty-nine million, one hundred seventy-nine thousand and five hundred fifteen)
	Preferred Shares	-	Shares	(Shares-)

Opinion of the Board of Directors :

The Board of Directors Meeting No. 17/2021 on December 13, 2021 has considered and agreed to propose to the Extraordinary General Meeting of Shareholders No. 1/2022 to consider approving the amendment of Clause No. 4 of the Company's Memorandum of Association to be in line with the capital 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.

Votes to Vote:

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.

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

Facts and reasons:

As mentioned in Agenda 4 and to reserve the exercise of the warrants, The Company intends to issue and offer warrants (B-W7) to purchase ordinary shares of the Company not more than 704,819,387 units to the existing shareholders whose names appear in the registration book on the date of specifying the names of shareholders who have the right to subscribe for the Company's ordinary shares on December 27, 2021 (Record Date) and have subscribed and paid for the subscription for the newly-issued ordinary shares of the Company in proportion to their shareholding free of charge at the rate of 2 newly-issued ordinary shares per 1 unit of warrants B-W7 (in case there is a fraction to be discarded), exercise price 0.99 baht per share, period 2 years from the date of issuance and offering for sale of warrants. The preliminary details of this warrant appear in Enclosures 2 and 3.

Opinion of the Board of Directors :

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

Votes to Vote:

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.

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

Facts and reasons:

According to the company's registered capital increased amount 1,437,831,550.16 baht by issuing new ordinary shares 2,114,458,162 shares with a par value of 0.68 baht (sixty-eight satang) per share, therefore the Company have to propose to the shareholders' meeting to consider the allocation of the new ordinary shares.

Opinion of the Board of Directors :

The Board of Directors Meeting No. 17/2021 on December 13, 2021 has considered and agreed to propose to the Extraordinary General Meeting of Shareholders No. 1/2022 to approve the capital increase in the amount of not more than 2,114,458,162 shares with a par value of 0.68 baht (sixty-eight satang) with the details of the allocation of new ordinary shares as follows;

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

In this regard, the shareholders may subscribe for the newly issued ordinary shares in excess of the right (Oversubscription) whereby the existing shareholders who oversubscribed will be allocated oversubscribed shares only when there are shares remaining from the allocation to the existing shareholders of the company that have been subscribed according to all the rights in full only. The subscription and payment date for the newly issued ordinary shares will be on February 7–11, 2022 (total 5 business days) from 9.00 a.m.–3.30 p.m. The details are as follows:

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

- (a) In the event that the amount of ordinary shares oversubscribed by the existing shareholders exceeds the amount of remaining unsubscribed shares, such remaining shares shall be allotted to the existing shareholders who have subscribed for the ordinary shares in excess of their rights in proportion to their current shareholdings. In this regard, such an allocation procedure shall be repeated until there is no share remaining from the allocation as deemed appropriate by the Board of Directors and/or Executive Committee and/or Chief Executive Committee and/or Chief Executive Officer. Within 14 days of the subscription closing date, the Company shall



refund the subscription payment for the excess ordinary shares unallocated to the aforementioned existing shareholders, without interest.

- (b) If the number of shares oversubscribed by existing shareholders is less than the number of remaining unsubscribed shares, the remaining shares will be allocated to all existing shareholders who have subscribed for and paid for the excess ordinary shares.
- 1.2. Howbeit, there are unsubscribed ordinary shares remaining from the subscription of the existing shareholders of the company under clause (a) and (b) above. They shall be allotted and offered to specific persons (Private Placement) who propose to buy them by offering them for sale at the market price during the offered period, which will be in accordance with the definition set forth in the announcement of the Capital Market Supervisory Board No. TorJor. 72/2558 (B.E.) regarding the Approval for Listed Companies to Offer Newly Issued Shares to Private Placement dated October 28, 2015 (including any amendments) which the offering price is not less than 90 percent of the market price, whereby the market price shall be calculated from the weighted average trading price of the Company's shares in the Stock Exchange of Thailand for a period of not less than 7 days but not more than 15 consecutive business days prior to the date that the Board of Directors resolves to determine the offering price of such shares and the price is not lower than the offering price of the newly issued ordinary shares to the existing shareholders of the Company at the price of 0.68 baht (sixty-eight satang) per share. However, the offering of the remaining ordinary shares to the private placement is only the offering of the remaining ordinary shares after the allocation to the existing shareholders only. The private placement who subscribes for the remaining shares will not be entitled to the warrant allocation (B-W7).

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

- 1.3. In the event that the unsubscribed shares remaining from the subscription of the existing shareholders are allotted to specific persons (Private Placement), the company shall be eligible to register the change in the paid-up capital with the Public Company Registrar periodically in line with the payments received from such specific persons.

However, the determination of the rights to subscribe and allotment of newly issued shares, including the date of subscription for such newly issued shares, is uncertain until approved by the shareholders' meeting.

2. Allocation of newly issued ordinary shares in the amount of not more than 704,819,387 shares with a par value of 0.68 baht to support the exercise of B-W7 warrants offered to the existing shareholders of the company that have subscribed and paid for the subscription for the newly issued ordinary shares of the Company according to the shareholding proportion free of charge, in the ratio of 2 new ordinary shares per 1 unit of warrants B-W7 (in case there is a fraction to be discarded), the exercise

price is 0.99 baht per share and the exercise period is 2 years from the date of issuance of the warrants. The Company's exercise of such rights is uncertain due to having to wait for approval from the shareholders' meeting.

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

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

### **Agenda 8 To consider other matters (if any)**

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

The Agenda 2 to Agenda 7 are related agendas. Therefore, in considering and approving matters under Agenda 2 to Agenda 7 will be considered as mutual conditions. If the matters in any agenda are not approved, other matters will be considered cancelled and there will be no further consideration in other agendas. It will be deemed that the consideration of approval on various matters as detailed in Agenda 2 to Agenda 7 has not been approved by the shareholders' meeting.

In this regard, the company has specified the list of shareholders eligible to attend the Extraordinary General Meeting of Shareholders No. 1/2022 on December 27, 2021.

The company will begin to conduct the meeting via electronic media at 14.00 hrs. Shareholders and/or proxies who intend to attend the meeting via electronics media must submit a registration form for electronic meetings (the details appear in Enclosure 9) with attach identity documents. The details appear in the invitation letter and please submit to the company within January 14, 2022 by following channels;

- e-mail : [ir\\_investment@begistics.co.th](mailto:ir_investment@begistics.co.th) or,
- Postal : The Chief Executive Officer Office.  
Begistics Public Company Limited  
3656/64 Green Tower, 19<sup>th</sup> Fl., Unit k, Rama 4 Rd.,  
Khlong Tan Subdistrict, Khlong Toei District, Bangkok 10110, Thailand.

After the Company has examined the names of shareholders as of the date of determining the names of persons entitled to attend the Extraordinary General Meeting of Shareholders No. 1/2022 (Record Date) on December 27, 2021, OJ International Co., Ltd., which is a provider of meeting control systems will send username and password to shareholders via email for accessing the Extraordinary General Meeting of Shareholders No. 1/2022 program via electronic media (E-EGM).


If shareholders are unable to attend the meeting themselves, shareholders are able to assign another person or an independent director proposed by the Board of Directors as proxies (details are shown in Enclosure 4) to attend the meeting on behalf of the shareholder by filling out and signing Proxy Form B (clearly specify details about the proxy) (please see details in Enclosure 6) or Proxy Form A (general form) or Form C (for foreign investors who appoint a custodian in Thailand to be a depositor to oversee one's shares) . These forms can be downloaded from the Company's website at [www.begistics.co.th](http://www.begistics.co.th). Choose only one of the listed types and attach evidence showing the rights to attend the Shareholders' Meeting (Please see details in Enclosure 5). In this regard, for your cooperation, please send the proxy to the company within January 14, 2022 by sending to:

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

In case the shareholders have any questions and would like the Company clarify any matters related to the agenda items proposed at this time, please send your questions to the Company Secretary at least one week in advance. You can download the questionnaire form from the Company's website and send by email to [ir\\_investment@begistics.co.th](mailto:ir_investment@begistics.co.th) or fax at 02-3673577 or by mail at Begistics Public Company Limited, 3656/ 64 Green Tower 19th Floor, Unit K , Rama IV Road, Khlong Tan Subdistrict, Khlong Toei District, Bangkok 10110.

Please be informed accordingly. We would like to invite all shareholders to attend the Extraordinary General Meeting of Shareholders No. 1/2022 via electronic media at the date and time as indicated above.



Yours faithfully,  
  
Police Lieutenant General  
(Somkid Boonthanom)  
Chairman of the Board  
Begistics Public Company Limited

Note: Shareholders are able to view the Notice of The Extraordinary General Meeting of Shareholders No. 1/2022 and the supporting documents on the company's website from December 24, 2021 at <https://www.begistics.co.th/agm-egm> / Title Investor Relation/ AGM / EGM / AGM 2022 and can send questions regarding the agenda in advance, according to the procedure for submitting questions about the shareholders' meeting. ( Appeared in the Enclosure 7).

## Minutes of the Extraordinary General Meeting of Shareholders No. 1/2021

### Begistics Public Company Limited

Begistics Public Company Limited ("Company") arranged the Extraordinary General Meeting of Shareholders No. 1/2021 through electronics media (E-EGM) dated July 21, 2021 at 2:00 p.m. and broadcast live through the company meeting room, office no. 3656/64 Green Tower, 19th Fl., Unit K, Rama 4 Rd., Khlong Tan Subdistrict, Khlong Toei District, Bangkok 10110, Thailand.

#### Committees who Attended the meeting

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

#### Managements who attended the meeting

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

#### Auditor

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

#### External Free Legal Advisor

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

Thai Investors Association Representative

1. Mr. Phuwanart Na Songkhla (conference via electronic channels)

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

Meeting 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. 1/2021 at 2 pm was conducted, with 33 shareholders who attends the meeting by themselves and proxies whose held the total shares 843,291,799 shares as calculated as 43.8766% of total shares which were purchased from company total shares 1,921,963,896 shares which constitutes a quorum as stipulated in the Company's Articles of Association.

Then, moderator informed the meeting to make them aware of voting procedures to as concluded as important matters as follows:

**Voting Rules.**

1. As this meeting was conducted through electronic media, therefore, there was no ballot card to vote for attendees.
2. In voting procedures, requested is made to shareholders to go to E-Voting window, in order to vote in the defined period of one minute. After clicked to vote, system would provide pop-up to ask again whether to confirm your votes or not. To click once to confirm your votes.
3. In case of shareholders required to alter votes, it can be done by clicking to renew your vote again. When the agenda is closed for voting, shareholders is unable to vote or change their votes. Company would bring such disagreed votes and abstained votes to deduct from total votes from attendees who joined the meeting. For the rest of votes will be counted as agreed in those agenda. In normal case, according to public company act B.E. 2535 (1992) to hold as shareholders majority who attended the meeting and voted (voided ballots would not bring to calculate as counting base). If the votes counting is equal, chairman of the meeting will cast his ballot as one more vote to resolve. For attendees who joined the meeting through smart phone or tablet, requested shareholders to switch Zoom Application to Chrome Application to vote via menu E-Voting.
4. After you have finished your voting, please return to window E – meeting (zoom application) in order to continually watch and listen meeting sight and sound.
5. System would collate votes by counting total votes from voters who casted their ballots through E-Voting including advanced voters through proxies.

**Votes counting and Voting Results Notification**

Company would explain how to count votes to the meeting know prior to start in each agenda by Company officer would count votes in each agenda. Company would furthermore notify voting resolution prior to next agenda begins, as each agenda numbers of shareholders attendances is varied, not equal as some shareholders enter the meeting additional or log out the system first. Besides, Company arranged external regal consultant to look after and control the vote counting procedures in the meeting in order to make the shareholder meeting transparent, according to law and comply with Company's Articles of Association. The meeting attendees are able to ask question related to agenda of meeting during discussed.

**In case of shareholders who intend to ask by typing message methods which can be done as follows:**

1. Please go to Chat Menu in Zoom Program in order to type messages.
2. Click "enter" in order to deliver message into the system.

**In case of shareholders who intend to ask by verbally which can be done as follows:**

1. Please go to Menu Participant below and click the raise your hand button without physically raise your hand.
2. When MC (microphone controller) of the meeting announce your name, the company officer would turn on microphone for you to ask questions. You would unmute and turn on microphone. In case of shareholders is unable to talk through microphone within period of one minute, please type message instead through Chat channel in order to MC to read your questions to the meeting in place of you.
3. In each question both typing messages or verbal, shareholders who attend the meeting please share your name with surname and specified whether you came by yourself or by proxies prior to asking question for beneficial of record keeping to be, précised, accurate and complete.
4. Company opened opportunity for meeting attendees to send question in each agenda. In case of no attendees question being asked within two minutes, Company would continue meeting. If shareholders have additional questions, please send through Chat channel by typing messages, Company official would read your question later.

Meeting moderator opened opportunities to shareholders ask about voting principles.

Furthermore, Company would contribute Extraordinary General Meeting of Shareholders No. 1/2021 report together with each agenda voting through company website within 14 days since the meeting date.

Then, chairman delegated Mrs. Yuppadee Koopetngarm, Company Secretary to conduct further meeting and proposed to the meeting for consideration according to following agendas.

**Agenda 1 To certify the Minutes of the 2021 Annual General Meeting on April 26, 2021.**

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 2021 dated April 26, 2021 and submitted such minutes to shareholder to certify.

The Board of Directors Meeting No. 9/2021 dated May 24, 2021 considered and agreed to present to Extraordinary General Meeting of Shareholder No.1/2021 to certify the minutes of Annual General Meeting 2021.

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

Besides, in this agenda would require approval in the meeting of shareholders by majority vote of shareholders who attended the meeting and eligible for voting. For this agenda, there were total 33 shareholders who attended the meeting both by themselves and by proxies as calculated as 843,291,799 shares or 43.8766 % of total shares which has been total sold of 1,921,963,896 shares, which complete quorum is obtained as defined in the Company's Articles of Association.

**Meeting Resolution**

After the meeting of the Extraordinary General Meeting of Shareholders No. 1/2021 consideration, with unanimous votes to certify Annual General Meeting of Shareholder 2021 dated April 26, 2021 according to every detailed above with the following vote counting.

Agreed	843,291,799	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 the issuance and offering the newly issued ordinary shares for increase capital by General Mandate for offering to Private Placement not exceeding 192,000,000 shares with par value of 0.68 baht per share.**

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 in registered capital to be used as working capital of the business and/or to support the expansion of investment in new projects in the future. The company therefore proposes to increase the capital issuance and offer for sale of newly issued ordinary shares through a General Mandate to offer to Private Placement (PP) in the amount of not more than 192,000,000 shares with a par value of 0.68 baht (as detailed in Enclosure 2) by The details are as follows.

Allotted	Type of Security	Shares <sup>2</sup>	Percentage of paid-up capital <sup>1</sup>
Private Placement :PP	Ordinary share	Not exceeding 192,000,000 shares	9.98%

<sup>1</sup> Percentage of paid-up capital on the date that Bord of Directors resolves to increase capital under a general mandate is 130,693,544.93 Baht.

<sup>2</sup> Amounting not exceeding 192,000,000 shares at the rate not exceeding 10 percent of the company's paid-up capital to allocate to the specific person (Private Placement). In this regard, this specific person shall not be a connected person of the Company according to the Notification of the Capital Market Supervisory Board No. TorChor. 21/2551 (BE) regarding Rules on Connected Transactions.

"Market price" means the weighted average price of the Company's shares. In the stock market not less than seven consecutive working days but not more than fifteen consecutive working days. Before the date of the offering price of the shares. The average price is required to use the average price of the shares traded each day. However, the date to set the offering price of shares must not be more than three business days prior to the first day of offering to investors. And in the event that the Board of Directors deems there is a reasonable cause when considering the best interests of the company. The Board of Directors may determine the offering price with a discount, but must not exceed 10 percent of the market price calculated above in which the said discount. The Board of Directors must consider the market conditions at that time as well, in accordance with the Capital Market Supervisory Board Notification No. Tor Chor. 72/2558 regarding the request for a listed company to offer new shares to specific investors, but must not be less than 0.29 baht. As of the date of the board resolution allotment 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

Furthermore, the Company shall allot and offer the capital increase ordinary share in entirety or to portion offer in full or from time to time. The Board of Directors have an authority to consider and specify the details which is necessary regarding allocation and offering in entirety or to portion offer in full or from time to time including being empowered to perform any action which is necessary and related to such offering capital increase ordinary shares in all respects e.g. offering of the capital increase ordinary shares purpose, determination of offering price, offering period, and share payment as well as offering period modification, tender offer and issued payment, determination of terms and any details to offering of such capital increase ordinary shares as deemed appropriate. Throughout the amendment quote or wording appeared in any documents, minutes of shareholder's meeting, memorandum of association and/or any applications and/or perform any actions in order to comply with officer's order to capital increase registration at Department of

Business Development, Ministry of Commerce from time to time according to the payment of each subscriber including the listing of new capital increase ordinary shares to The Stock Exchange of Thailand and submit the documents or evidences to The Securities and Exchange Commission, Thailand, The Stock Exchange of Thailand, Ministry of Commerce or any other relevant government sectors.

The Company shall complete the allocation of Newly Issued Ordinary Shares within the date company holds the next annual general meeting of shareholders or within the date that required by law as regular meeting of shareholders be hold, however whichever day comes first.

The Board of Directors considers it appropriate to propose to the shareholders' meeting to consider and approve the capital increase of the Company and the delegation of powers as proposed above.

Prior to resolution take place, meeting moderator opened the opportunity to shareholders ask and share opinions.

There were 3 questions raised from Mr. Phuwanart Na Songkhla, Thai Investors Association Representative as below;

- 1) In the case of a capital increase through a General Mandate, does the company have a decision to allocate to a specific person at this time (Private Placement)?

Mr. Panya Boonyapiwat, Chairman of the Executive Committee replied Mr. Phuwanart that at present, the Company has not nominated a person to whom the Company will offer the newly issued ordinary shares through a General Mandate to a specific person (Private Placement). Requesting approval from the shareholders' meeting this time then the company can conduct the recruitment process and suitable investors legitimate according to the rules and regulations of the Stock Exchange of Thailand and the Securities and Exchange Commission.

- 2) How confident is the company will receive 130.69 million baht?

Mr. Panya Boonyapiwat, Chairman of the Executive Committee replied Mr. Phuwanart that the Company asks for approval from the shareholders' meeting to increase its capital by issuing and offering newly issued ordinary shares through a General Mandate to offer to Private Placement in the amount of not exceeding 192,000,000 shares with a par value of 0.68 baht. The disposal must be calculated from the weighted average price of the Company's shares in the stock market not less than seven consecutive business days but not more than fifteen consecutive business days prior to the date of setting the offering price. The Board of Directors may set a discounted offer price but not more than 10% of the calculated market price. The Board of Directors must also consider the market conditions at that time for the purpose of this capital increase. The company will use it as working capital in the business and to support future investment expansion including for use in the further development of the company.

- 3) The money that will be received from this capital increase how to solve the situation of the company and how to solve the problem of accumulated loss.

Mr. Panya Boonyapiwat, Chairman of the Executive Committee replied Mr. Phuwanart that from the Company's financial statements for the quarter 1/2021 that reported to the Stock Exchange of Thailand, the company had a profit of 78 million baht and was able to reduce the company's accumulated losses at a satisfactory level. The company continues to develop its operational potential to be able to clear the accumulated losses of the company.

After there is no additional Q & A, therefore, meeting moderator proposed to the meeting to consider the resolution.

Besides, in this agenda would require approval in the meeting of shareholders by of not less than three-fourths of the total number of votes of the shareholders who attend the meeting and eligible for voting. For this agenda, there were total 33 shareholders who attended the meeting both by themselves and by proxies as calculated as 843,291,799 shares or 43.8766 % of total shares which has been total sold of 1,921,963,896 shares, which complete quorum is obtained as defined in the Company's Articles of Association.



### **Meeting Resolution**

After the meeting of the Extraordinary General Meeting of Shareholders No. 1/2021 consideration, with a vote of not less than three-fourths of the total number of votes of the shareholders who attend the meeting and eligible for voting to approve the issuance and offering the newly issued ordinary shares for increase capital by General Mandate for offering to Private Placement not exceeding 192,000,000 shares with par value of 0.68 baht per share and the authorization as offered above in all respects as to every detailed above with the following vote counting.

Agreed	843,291,790	Votes as calculated as %	99.999999
Disagreed	9	Votes as calculated as %	0.000001
Abstention	0	Votes as calculated as %	0.0000
Voided Ballot	0	Votes as calculated as %	0.0000

### **Agenda 3 To consider and approve the issuance and offering of warrants to purchase ordinary shares of the Company to the shareholders in the amount not exceeding 320,327,316 units.**

Chairman delegated to Mrs. Yuppadee Koopetngarm, Company Secretary to report to the Meeting. She reported to meeting to acknowledge that facts and reasons that the Company intends to issue and offer Warrants to purchase ordinary shares of the Company No.6 (B-W6), to existing shareholders by proportion of holding shares not exceeding 320,327,316 units at ratio 6 ordinary shares to 1 unit, no charge (THB 0) at exercise price of Baht 0.66 per share and the exercise period 2 years from the issuance date of Warrants. Preliminary details of the warrants are shown in Enclosures 2 and 3, specifying the names of shareholders who are eligible for the allocation of B-W6 on June 14, 2021.

In this regard, requested the shareholder meeting to approve to authorize the Board of Directors or the Chief Executive Officer or a person entrusted by the Committee or the Chief Service Officer who has the power to determine amendment change and details related to the offering of shares such as the subscription period, payment method of allocation of newly issued ordinary shares, etc., as appropriate and to the extent that it is not contrary to or inconsistent with the relevant announcements, rules or laws including the power to attach, enter into, sign or amend the contract, documents for permission, waiver requests, notices and any related documents and has the power to take any necessary and appropriate actions in connection with the offer for sale of newly issued shares and to providing information submission of documentary evidence to the Office of the Securities and Exchange Commission and the Stock Exchange of Thailand, Thailand Securities Depository Company Limited, Ministry of Commerce or other relevant agencies as well as listing the newly issued ordinary shares as listed securities on the Stock Exchange of Thailand.

The Board of Directors has considered that it should propose to the shareholders' meeting to approve the issuance and offering of warrants to purchase ordinary shares of the Company to the existing shareholders of the Company in proportion to their shareholding each holding and the delegation of powers as proposed above.

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

Besides, in this agenda would require approval in the meeting of shareholders by of not less than three-fourths of the total number of votes of the shareholders who attend the meeting and eligible for voting. For this agenda, there were total 33 shareholders who attended the meeting both by themselves and by proxies as calculated as 843,291,799 shares or 43.8766 % of total shares which has been total sold of 1,921,963,896 shares, which complete quorum is obtained as defined in the Company's Articles of Association.

### **Meeting Resolution**

After the meeting of the Extraordinary General Meeting of Shareholders No. 1 / 2 0 2 1 consideration, with a vote of not less than three-fourths of the total number of votes of the shareholders who attend the meeting and eligible for voting to approve the issuance and offering of warrants to purchase ordinary shares of the Company to the shareholders in the amount not exceeding 320,327,316 units and the authorization as offered above in all respects as to every detailed above with the following vote counting.

Agreed	843,291,799	Votes as calculated as %	100
Disagreed	9	Votes as calculated as %	0.0000
Abstention	0	Votes as calculated as %	0.0000
Voided Ballot	0	Votes as calculated as %	0.0000

**Agenda 4 To consider and approve the decrease of registered capital of the company of Baht 305,240,386.28 from Baht 1,699,936,337.04 to Baht 1,394,695,950.76 by eliminating 448,882,921 unissued capital shares at 0.68 baht (sixty-eight satang) per value.**

Chairman delegated to Mrs. Yuppadee Koopetngarm, Company Secretary to report to the Meeting. She reported to meeting to acknowledge that facts and reasons that under the Public Companies Act 1992 (as amended) stipulates that a company can increase its registered capital by issuing new shares when all shares are sold and paid or in case the shares are not fully sold, the remaining shares must be issued to support convertible bonds or warrants. Therefore, in order to support the issuance and offering of warrants to purchase ordinary shares of the Company No. 6 (B-W6) and to support the issuance and offering of newly issued ordinary shares under General Mandate to be offered to Private Placement, the Company has to reduce the registered capital of the company amount 305,240,386.28 baht by eliminating 448,882,921 unissued Capital Shares at 0.68 Baht (sixty eight satang) Par Value which is the issued ordinary shares to reserve for the exercise of Warrants to purchase the newly issued ordinary shares of the Company No.3 (B-W3) 420,850,482 shares which has ceased from being a listed securities since 29 December 2020 and the issued ordinary shares to reserve for the exercise of Warrants to purchase the newly issued ordinary shares of the Company No.5 (B-W5) 28,032,439 shares which has ceased from being a listed securities since 16 March 2021. The Board of Directors Meeting No. 9/2021 on May 24th, 2021 has considered and agreed to propose to the Extraordinary General Meeting of Shareholders No. 1/2021 to approve the decrease of registered capital of the company as above details.

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

Besides, in this agenda would require approval in the meeting of shareholders by of not less than three-fourths of the total number of votes of the shareholders who attend the meeting and eligible for voting. For this agenda, there were total 33 shareholders who attended the meeting both by themselves and by proxies as calculated as 843,291,799 shares or 43.8766 % of total shares which has been total sold of 1,921,963,896 shares, which complete quorum is obtained as defined in the Company's Articles of Association.

**Meeting Resolution**

After the meeting of the Extraordinary General Meeting of Shareholders No. 1 / 2 0 2 1 consideration, with a vote of not less than three-fourths of the total number of votes of the shareholders who attend the meeting and eligible for voting to approve the decrease of registered capital of the company of Baht 305,240,386.28 from Baht 1,699,936,337.04 to Baht 1,394,695,950.76 by eliminating 448,882,921 unissued capital shares at 0.68 baht (sixty-eight satang) per value and the authorization as offered above in all respects as to every detailed above with the following vote counting.

Agreed	843,204,085	Votes as calculated as %	99.9896
Disagreed	0	Votes as calculated as %	0.0000
Abstention	87,714	Votes as calculated as %	0.0104
Voided Ballot	0	Votes as calculated as %	0.0000

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

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

"No. 4.	Registered Capital	1,394,695,950.76	Baht	(One billion three hundred ninety-four million six hundred ninety-five thousand nine hundred fifty baht seventy-six satang)
	Consists of	2,051,023,457	Shares	(Two billion fifty-one million twenty-three thousand four hundred fifty-seven)
	Par value of	0.68	Baht	(Sixty-eight)
	Divided into			
	Ordinary Shares	2,051,023,457	Shares	(Two billion fifty-one million twenty-three thousand four hundred fifty-seven)
	Preferred Shares	-	Shares	(Shares-)

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

The Board of Directors Meeting No. 9/2021 on May 24th , 2021 has considered and agreed to propose to the Extraordinary General Meeting of Shareholders No. 1/2021 to consider approving the amendment of Clause No. 4 of the Company's Memorandum of Association to be in line with the reduction 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.

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

Besides, in this agenda would require approval in the meeting of shareholders by of not less than three-fourths of the total number of votes of the shareholders who attend the meeting and eligible for voting. For this agenda, there were total 33 shareholders who attended the meeting both by themselves and by proxies as calculated as 843,291,799 shares or 43.8766 % of total shares which has been total sold of 1,921,963,896 shares, which complete quorum is obtained as defined in the Company's Articles of Association.

### **Meeting Resolution**

After the meeting of the Extraordinary General Meeting of Shareholders No. 1 / 2 0 2 1 consideration, with a vote of not less than three-fourths of the total number of votes of the shareholders who attend the meeting and eligible for voting to approve the Amendment of Clause 4 of Company's Memorandum of Association to be consistent with the capital reduction and the authorization as offered above in all respects as to every detailed above with the following vote counting.

Agreed	843,291,799	Votes as calculated as %	100
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 6 To consider and approve the increase of registered capital of the company of Baht 348,382,574.88 from Baht 1,394,695,950.76 to Baht 1,743,078,525.64 by issuing 512,327,316 common shares at 0.68 Baht of par value. (sixty eight satang).**

Chairman delegated to Mrs. Yuppadee Koopetngarm, Company Secretary to report to the Meeting. She reported to meeting to acknowledge that facts and reasons that in order to support the issuance and offering of warrants to purchase newly issued ordinary shares to the existing shareholders in

proportion, and to support the issuance and offering of newly issued ordinary shares through General Mandate for offering to a specific person (Private Placement), the Company have to increase the registered capital another 348,382,574.88 Baht from registered capital 1,394,695,950.76 Baht to new registered capital 1,743,078,525.64 Baht by issuing 512,327,316 new ordinary shares with a par value of 0.68 baht (sixty-eight satang) divided into:

- (1) To reserve General Mandate to allocate to specific person (Private Placement) as amount of 192,000,000 shares.(equal to 9.98% of paid up capital as of the date the Board of Directors has approved a capital increase)
- (2) To reserve Exercise Rights to Purchase Ordinary Shares No. 6 (B-W6) as amount 320,327,316 shares which will issue to the existing shareholders by proportion of holding shares.

The Board of Directors Meeting No. 9/2021 on May 24<sup>th</sup>, 2021 has considered and agreed to propose to the Extraordinary General Meeting of Shareholders No. 1/2021 to approve the increase of registered capital of the company as above details.

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

Besides, in this agenda would require approval in the meeting of shareholders by of not less than three-fourths of the total number of votes of the shareholders who attend the meeting and eligible for voting. For this agenda, there were total 33 shareholders who attended the meeting both by themselves and by proxies as calculated as 843,291,799 shares or 43.8766 % of total shares which has been total sold of 1,921,963,896 shares, which complete quorum is obtained as defined in the Company's Articles of Association.

### **Meeting Resolution**

After the meeting of the Extraordinary General Meeting of Shareholders No. 1 / 2 0 2 1 consideration, with a vote of not less than three-fourths of the total number of votes of the shareholders who attend the meeting and eligible for voting to approve the increase of registered capital of the company of Baht 348,382,574.88 from Baht 1,394,695,950.76 to Baht 1,743,078,525.64 by issuing 512,327,316 common shares at 0.68 Baht of par value. (Sixty eight satang) and the authorization as offered above in all respects as to every detailed above with the following vote counting.

Agreed	843,291,799	Votes as calculated as %	100
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 7 To consider and approve the Amendment of Clause 4 of the Company's Memorandum of Association to be consistent with the capital increase.**

Chairman delegated to Mrs. Yuppadee Koopetngarm, Company Secretary to report to the Meeting. She reported to meeting to acknowledge that facts and reasons that to comply with the capital increase of the Company as shown in Agenda 6, the Company has to amend Clause no. 4 of the Company's Memorandum of Association by using the following information instead.

"No. 4.	Registered Capital	1,743,078,525.64	Baht	(One billion seven hundred forty-three million seventy-eight thousand five hundred twenty-five baht sixty four satang)
	Consists of	2,563,350,773	Shares	(Two billion five hundred sixty-three million three hundred fifty thousand seven hundred seventy-three)
	Par value of	0.68	Baht	(Sixty-eight)
	Divided into			
	Ordinary Shares	2,563,350,773	Shares	(Two billion five hundred sixty-three million three hundred fifty thousand seven hundred seventy-three)
	Preferred Shares	-	Shares	(Shares-)

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

The Board of Directors Meeting No. 9/2021 on May 24th , 2021 has considered and agreed to propose to the Extraordinary General Meeting of Shareholders No. 1/2021 to consider approving the amendment of Clause No. 4 of the Company's Memorandum of Association to be in line with the capital 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.

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

Besides, in this agenda would require approval in the meeting of shareholders by of not less than three-fourths of the total number of votes of the shareholders who attend the meeting and eligible for voting. For this agenda, there were total 33 shareholders who attended the meeting both by themselves and by proxies as calculated as 843,291,799 shares or 43.8766 % of total shares which has been total sold of 1,921,963,896 shares, which complete quorum is obtained as defined in the Company's Articles of Association.

### **Meeting Resolution**

After the meeting of the Extraordinary General Meeting of Shareholders No. 1 / 2 0 2 1 consideration, with a vote of not less than three-fourths of the total number of votes of the shareholders who attend the meeting and eligible for voting to approve the Amendment of Clause 4 of the Company's Memorandum of Association to be consistent with the capital increase and the authorization as offered above in all respects as to every detailed above with the following vote counting.

Agreed	843,291,799	Votes as calculated as %	100
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 8 To consider and approve the allotment of capital increase shares not exceeding 512,327,316 shares.**

Chairman delegated to Mrs. Yuppadee Koopetngarm, Company Secretary to report to the Meeting. She reported to meeting to acknowledge that facts and reasons that according to the Company's resolution to issue and offer warrants to purchase the newly issued ordinary shares of the Company No. 6 (B-W6) and the capital increase to be offered to Private Placement via a General Mandate, therefore, it is necessary to allocate newly issued ordinary shares not exceeding 512,327,316 shares as follows:

(1) Not exceeding 320,327,316 shares to support the exercise of the warrants to purchase the Company's ordinary shares No. 6 (B-W6) by allocate to the existing shareholders at the rate of 6 existing ordinary shares per 1 warrant (free of charge) (Fraction of the warrant is not full 1 unit from the calculation to be rounded off). The exercise ratio of 1 unit can be exercised to purchase 1 new ordinary share of the Company at the exercise price of 0.66 baht per share and the exercise period is 2 years from the date of issuance of this warrant.

By authorize the Board of Directors or the Chief Executive Officer or a person entrusted by the Committee or the Chief Service Officer who has the power to determine amendment change and details related to the offering of shares such as the subscription period, payment method of allocation of newly issued ordinary shares, etc., as appropriate and to the extent that it is not contrary to or inconsistent with the relevant announcements, rules or laws including the power to attach, enter into, sign or amend the contract, documents for permission, waiver requests, notices and any related documents and has the power to take any necessary and appropriate actions in connection with the offer for sale of newly issued shares and to providing information submission of documentary evidence to the Office of the Securities and

Exchange Commission and the Stock Exchange of Thailand, Thailand Securities Depository Company Limited, Ministry of Commerce or other relevant agencies as well as listing the newly issued ordinary shares as listed securities on the Stock Exchange of Thailand.

(2) Not exceeding 192,000,000 shares to specific persons (Private Placement) under a General Mandate to be offered for sale to a specific person in a Private Placement (Private Placement) and must not be a connected person of the Company according to the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 (including any amendments).

By delegate powers to the Board of Directors or the person assigned by the Board of Directors to have the power to consider determining and/or amending other details related to the allocation of capital increase shares to Private Placement which must be subjected to the relevant rules and laws including to: (1) the allotment of ordinary shares in each occasion, one time or from time to time; offering pricing payment of shares terms and other details relating to the allocation of such newly issued ordinary shares; (2) entering into negotiations, making an agreement and signing documents and various contracts involved, including various actions in connection with the allocation of the newly issued ordinary shares; (3) signing a document requesting permission various waiver requests and necessary evidence related to the allocation of the newly issued ordinary shares which includes contact and submitting an application for permission or requesting a waiver of such documents and evidence to government agencies or related agencies and the listing of newly issued ordinary shares on the Stock Exchange of Thailand and has the power to take any other necessary and appropriate actions in connection with the allocation of newly issued ordinary shares; and (4) determine the price and offer for sale of shares approved by the shareholders' meeting at the best price in accordance with the conditions. Market during the offering of shares to investors in order to maintain the best interests of the Company and its shareholders as a whole, the price must not be lower than the weighted average price of the Company's shares in the Stock Exchange of the past for not less than seven consecutive business days, but not more than fifteen consecutive business days prior to the date on which the offering price is determined. The said average price must be the average price of that day's trading of shares. However, the date of setting the offering price of the shares must not be later than three business days prior to the first day of offering to investors and in the event that the Board of Directors deems that there is a reasonable ground for considering the best interests of the Company. The Board of Directors may set a discounted offer price but not more than 10% of the market price as calculated above. In determining the said discount, the Board of Directors must consider the market conditions at that time as well. The details are in accordance with the Notification of the Capital Market Supervisory Board No. TorJor. 72/2558 (B.E.) in a limited circle. The offering price according to the said market price must not be less than 0.29 baht per share.

The Board of Directors Meeting No. 9/2021 on May 24th , 2021 has considered and agreed to propose to the Extraordinary General Meeting of Shareholders No. 1/2021 to approve the allotment of capital increase shares not exceeding 512,327,316 shares.

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

Besides, in this agenda would require approval in the meeting of shareholders by majority vote of shareholders who attended the meeting and eligible for voting. For this agenda, there were total 33 shareholders who attended the meeting both by themselves and by proxies as calculated as 843,291,799 shares or 43.8766 % of total shares which has been total sold of 1,921,963,896 shares, which complete quorum is obtained as defined in the Company's Articles of Association.

### **Meeting Resolution**

After the meeting of the Extraordinary General Meeting of Shareholders No. 1 / 2 0 2 1 consideration, with majority vote of shareholders who attended the meeting and eligible for voting to approve the allotment of capital increase shares not exceeding 512,327,316 shares the authorization as offered above in all respects as to every detailed above with the following vote counting.

Agreed	843,291,799	Votes as calculated as %	100
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 9**      **To consider other matters (if any)**

- None -


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.1/2021 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 15.25

Your Respectfully,

Police Lieutenant General

  
(Pol.Lt.Gen. Somkid Boontanom)  
Chairman

  
(Mrs. Yuppadee Koopetngarm)  
Minute taker

(F53-4)

**Capital Increase Report Form  
Begistics Public Company Limited.  
December 13, 2021**

Begistics Public Company Limited ("Company"), hereby report the resolution of the Board of Directors' Meeting No. 17/2021 held on December 13, 2021 at 1.30 pm., at the Company Office, 19th Floor, Green Tower, 3656/64, Rama IV Road, Klongton Sub-district, Klongtoey District, Bangkok 10110 in respect of a capital reduction/ increase/ share allotment as follows:

**1. Capital reduction.**

The Board of Directors' Meeting passed a resolution approving the registered capital reduction of the company amount Baht 87,468,005.60 from Baht 1,743,078,525.64 to Baht 1,655,610,520.04 by eliminating 128,629,420 unissued capital shares at 0.68 Baht (sixty eight satang) Par Value which is the issued ordinary shares to reserve for the exercise of Warrants to purchase the newly issued ordinary shares of the Company No.4 (B-W4) which has ceased from being a listed securities since July 2, 2021, in order to comply with the Company's capital increase procedure.

**2. Capital Increase.**

The Board of Directors' Meeting passed a resolution approved the Company's registered capital increase Baht 1,437,831,550.16 from Baht 1,655,610,520.04 to Baht 3,093,442,070.20 at Par Value 0.68 Baht (sixty-eight satang) by issuing 2,114,458,162 newly-issued ordinary shares with a par value of 0.68 baht (sixty-eight satang) for offering to the existing shareholders in proportion to their shareholding (Right Offering) in the amount not exceeding 1,409,638,775 shares and to support the exercise of the rights of the warrants to be allocated to the Company's shares subscribed and allocated to the newly issued ordinary shares issued and offered to the existing shareholders in proportion to their shareholding, not exceeding 704,819,387 shares by following details.

Capital Increase	Type of Share	Amount of Shares	Par Value (Baht/Share)	Total (Baht)
<input checked="" type="checkbox"/> Specify the purpose of utilizing proceeds	Ordinary Share Preferred Share	2,114,458,162 -	0.68 -	1,437,831,550.16
<input type="checkbox"/> General Mandate	Ordinary Share Preferred Share	- -	- -	- -

**3. Allotment of new shares**

3.1. Specify the purpose of utilizing proceeds.

Allotted to	Amount of Shares	Ratio	Offering Price (Baht)	Subscription and settlement	Remark
(1) Existing shareholders of the Company in proportion to their shareholding (Right Offering).	1,409,638,775	1.5 existing shares per 1 new share	0.68 Baht	7-11 February 2022	Details in Remark 1.
(2) To support B-W7 warrants allocated to existing shareholders who	704,819,387	2 new ordinary shares subscribed	0.99 Baht (Exercise price)		Details in Remark 2.



Allotted to	Amount of Shares	Ratio	Offering Price (Baht)	Subscription and settlement	Remark
subscribe and pay for shares.		for newly issued shares per 1 unit of warrant			

3.2. General Mandate.

Allotted to	Type of Share	Amount of Shares	Percentage per Paid Up Capital	Remark
Existing Shareholders	Ordinary Share	-	-	-
	Preferred Share	-	-	-
Public	Ordinary Share	-	-	-
	Preferred Share	-	-	-
Specific Person	Ordinary Share	-	-	-
	Preferred Share	-	-	-

Remark: The details of the allocation of newly issued ordinary shares in the amount of 2,114,458,162 shares with a par value of 0.68 baht (sixty-eight satang) are as follows:

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

In this regard, the shareholders may subscribe for the newly issued ordinary shares in excess of the right (Oversubscription) whereby the existing shareholders who oversubscribed will be allocated oversubscribed shares only when there are shares remaining from the allocation to the existing shareholders of the company that have been subscribed according to all the rights in full only. The subscription and payment date for the newly issued ordinary shares will be on February 7–11, 2022 (total 5 business days) from 9.00 a.m.–3.30 p.m. The details are as follows:

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

- (a) In the event that the amount of ordinary shares oversubscribed by the existing shareholders exceeds the amount of remaining unsubscribed shares, such remaining shares shall be allotted to the existing shareholders who have subscribed for the ordinary shares in excess of their rights in proportion to their current shareholdings. In this regard, such an allocation procedure shall be repeated until there is no share remaining from the allocation as deemed appropriate by the Board of Directors and/or Executive Committee and/or Chief Executive Committee and/or Chief Executive Officer. Within 14 days of the

subscription closing date, the Company shall refund the subscription payment for the excess ordinary shares unallocated to the aforementioned existing shareholders, without interest.

- (b) If the number of shares oversubscribed by existing shareholders is less than the number of remaining unsubscribed shares, the remaining shares will be allocated to all existing shareholders who have subscribed for and paid for the excess ordinary shares.

- 1.2. Howbeit, there are unsubscribed ordinary shares remaining from the subscription of the existing shareholders of the company under clause (a) and (b) above. They shall be allotted and offered to specific persons (Private Placement) who propose to buy them by offering them for sale at the market price during the offered period, which will be in accordance with the definition set forth in the announcement of the Capital Market Supervisory Board No. TorJor. 72/2558 (B.E.) regarding the Approval for Listed Companies to Offer Newly Issued Shares to Private Placement dated October 28, 2015 (including any amendments) which the offering price is not less than 90 percent of the market price, whereby the market price shall be calculated from the weighted average trading price of the Company's shares in the Stock Exchange of Thailand for a period of not less than 7 days but not more than 15 consecutive business days prior to the date that the Board of Directors resolves to determine the offering price of such shares and the price is not lower than the offering price of the newly issued ordinary shares to the existing shareholders of the Company at the price of 0.68 baht (sixty-eight satang) per share. However, the offering of the remaining ordinary shares to the private placement is only the offering of the remaining ordinary shares after the allocation to the existing shareholders only. The private placement who subscribes for the remaining shares will not be entitled to the warrant allocation (B-W7).

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

- 1.3. In the event that the unsubscribed shares remaining from the subscription of the existing shareholders are allotted to specific persons (Private Placement), the company shall be eligible to register the change in the paid-up capital with the Public Company Registrar periodically in line with the payments received from such specific persons.
  - 1.4. In the event of a fraction of a share, such fractions shall be rounded down.
- 2. Allocation of newly issued ordinary shares in the amount of not more than 704,819,387 shares with a par value of 0.68 baht to support the exercise of B-W7 warrants offered to the existing shareholders of the company that have subscribed and paid for the subscription for the newly issued ordinary shares of the Company according to the shareholding proportion free of charge, in the

ratio of 2 new ordinary shares per 1 unit of warrants B-W7 (in case there is a fraction to be discarded), the exercise price is 0.99 baht per share and the exercise period is 2 years from the date of issuance of the warrants. The Company's exercise of such rights is uncertain due to having to wait for approval from the shareholders' meeting.

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

#### **4. Schedule Shareholders' Meeting to approve capital reduction, capital increase, and allotment of new shares.**

Schedule the Extraordinary General Meeting of Shareholders No. 1/2022 (electronic meeting) (E-EGM 1/2022) on Friday, January 21, 2022 at 2.00 pm., at Begistics Public Company Limited Office, 19th Floor, Green Tower, 3656/64, Rama IV Road, Klongton Sub-district, Klongtoey District, Bangkok 10110.

Determined the date on which the recorded shareholders have the right to attend the Extraordinary General Meeting of Shareholders No. 1/2022 (electronic meeting) (E-EGM 1/2022) (Record Date) on Monday, December 27, 2021.

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

- 5.1. Purpose for approval by the Shareholders' Meeting to reduce capital and increase the registered capital as well as other related matters.
- 5.2. Submission application for capital decrease/increase and paid up capital, including amending the Memorandum of Association related to capital decrease/increase to the Department of Business Development, Ministry of Commerce.
- 5.3. The Company will apply for permission from the Stock Exchange of Thailand to use the warrants to purchase ordinary shares issued and allocated to existing shareholders who subscribe for newly issued ordinary shares and newly issued ordinary shares arising from the exercise of warrants. According to the warrants of the existing shareholders who subscribe for the newly issued ordinary shares to be listed on the Stock Exchange of Thailand.
- 5.4. Request permission from the Stock Exchange of Thailand to list the newly issued ordinary shares on the Stock Exchange of Thailand.

**6. Objectives of the capital increase and plans for utilizing proceeds received from the capital increase.**

The issuance and offering of newly issued ordinary shares to the existing shareholders of the company at a rate of 1.5:1 (Right Offering), the estimated received money of 958,554,366.77 baht will be used for the following purposes:

The purpose of using the money	Proportion of proceeds used from the capital increase (percent)	Period of use of the capital increase
<p>1. Investment for business expansion.</p> <p>The company has a plan to invest more in its main business, namely the purchase of more trucks. and build the company's warehouse added to support the growing customer group and demand</p> <p>In addition, the Company has a plan to increase capital for Beyond Capital Company Limited, a subsidiary, to support the growth of the credit business that the company operates.</p>	30	2022 - 2026
<p>2. Investment in Green Logistics Projects</p>	30	2022 - 2026
<p>2.1. Transportation Technology Education and Development Project</p> <p>The company plans to invest in the development and construction of intelligent transportation vehicles. that drive and operate automated transport for intra-industrial transport. The revenue will come from the sale and service of smart vehicles. At present, the company has established a technology unit. We co-developed and hired a company that specializes in designing and manufacturing robots as a manufacturer. The said company will be a manufacturer of intelligent transport vehicles for the company. The form of the vehicle is designed to be suitable for the management of transportation within the factory. The company aims to be the market leader in the intelligent transportation industry within major industrial plants across the country.</p> <p>The company plans to launch pilot intelligent transportation vehicles within the first quarter of 2022 and will increase the number of industrial customers to earn more sales and service income from the end of 2022. Revenues will come from sales of smart vehicles and providing transportation of raw materials and goods within the industry. Data analytics uses collected data from the operation of smart vehicles to improve intra-factory transport using data analytics as part of the company-to-employee joint development. Current situation the company, together with the research firms hired, has completed the production of the first intelligent transport vehicle as a prototype vehicle that can be commercially viable. The company has a contract with Suntech Metals Co., Ltd. to start providing transportation services within the factory using the smart transport vehicle starting in January 2022.</p>		

<p style="text-align: center;"><b>The purpose of using the money</b></p>	<p style="text-align: center;"><b>Proportion of proceeds used from the capital increase (percent)</b></p>	<p style="text-align: center;"><b>Period of use of the capital increase</b></p>
<p>The risk of achieving this project's business goals is low because the trend of formulating strategies to increase the effectiveness of the management of factories is becoming the main issue of the factory industry business group. Positioning as the company's autonomous vehicle service specialist Along with expanding the strength in analyzing operational data from customers in various factories, it will be a knowledge core competence in raising the company to increase its business role as a consultant to increase management efficiency. Manage the in-house logistics business for these large and large groups of new customers.</p>		
<p>2.2. Proposal to enhance transportation vehicle efficiency and environmental friendliness.</p> <p>The company plans to upgrade existing trucks to an Electrical Vehicle (EV) system by starting and gradually improving the company's trucks from petrol engines to electric vehicles. EVs will be completely electric by 2025, which will immediately reduce operating costs. Both provide a complete charging and battery management system to reduce operating costs and earn new income by adding carbon credits for generating revenue. and developed into electric power system management services for the overall transportation business, in addition to using EV technology to reduce operating costs within the company.</p> <p>Current situation the company plans to upgrade its tractor trucks to electric vehicles by the second quarter of 2025. A working group has been set up to study the management of business operations to add value to carbon credits and implement "Business Operations for Earning Carbon Credits." A working group has been set up to prepare for the procurement and investment of smart battery management systems to support business operations and support logistics businesses. It is expected to start earning from carbon credit sales and system management services. By the beginning of 2025, electricity will be needed for the transportation business.</p> <p>The risk of achieving the goals of this project is low because the implementation of the aforementioned project is the main guideline for the general transportation business to reduce operating costs. The company therefore accelerates investment to become a leader and will use the company's business management expertise to create a new service for other transportation business groups. As a result, the company will gain an advantage in being a business leader before other competitors and be able to rapidly build broad business alliances for business sustainability.</p>		

<p style="text-align: center;"><b>The purpose of using the money</b></p>	<p style="text-align: center;"><b>Proportion of proceeds used from the capital increase (percent)</b></p>	<p style="text-align: center;"><b>Period of use of the capital increase</b></p>
<p><b>2.3. Education and Development Project for Warehouse Automation</b></p> <p>The project has been designated as a strategic extension of the transportation technology study and development project. Smart vehicles are produced by the transport technology research and development unit established by the company in cooperation with specialist companies hired by the company to produce smart vehicles. They have knowledge, ability, and experience in the production of warehouse automation (Warehouse Automation) in the design and development of production lines and operations in industrial plants, together with providing intelligent vehicle services within the industrial plant. It is a complete intelligent product management business in the warehouse or factory to reduce labor costs and utilize the full potential of robotics and autonomous vehicles.</p> <p>Current situation: for now, the company and another company are the experts hired to study and design the system. The company is in the process of studying Warehouse Automation for use with various types of warehouses or industrial plants. The company is scheduled to start providing Warehouse Automation services in late 2022. Warehouse Automation Business Guidelines The company will install and service only the smart warehouse and factory management systems. Building the building is the duty of the customer.</p> <p>The risks of this project can be controlled because the initiation of Warehouse Automation services to corporate customers will occur only after a contract is signed. The company is confident in its technological potential. When assessed by the industrial plant alliance, there is a high probability of market acquisition through research and development. The Warehouse Automation project will be a continuation of the intelligent transportation vehicle project within the factory, all of which are additional factors that will drive growth in this project's context.</p>		
<p><b>3. Investment in Green Utilities Projects</b></p>	<p>30</p>	<p>2022 - 2026</p>
<p><b>3.1. Project for water and electric power development to increase carbon credit</b></p> <p>The company has formulated a strategic business plan to expand its potential and ways to generate additional income from investment and manage the allocation of water and energy resources. The group of customers comes from water and energy service providers, and the business is a mainstream business. The key issue is the increasing carbon credit from effective water management for consumption and industrial applications. With the development of alternative energy sources, they all support the increase in carbon credit, which is another important income that the company considers and correlates with the goals of investment in green</p>		

<p style="text-align: center;"><b>The purpose of using the money</b></p>	<p style="text-align: center;"><b>Proportion of proceeds used from the capital increase (percent)</b></p>	<p style="text-align: center;"><b>Period of use of the capital increase</b></p>
<p>logistics projects, as well as promoting the business position of entrepreneurship that plays a role in reducing global pollution.</p> <p>At present, the company has already invested in the management and energy businesses. Investing in Green Utilities projects will build on both the added value of the company and the revenue in terms of increasing carbon credits. With the introduction of Automation technology in water and energy management, to add to the current business, the company aims to generate additional income by applying knowledge of water and energy management to further manage and control the preparation, storage, and use of both types of resources through distribution more efficiently. Green Utilities will also include investments in Battery Swapping technology, which will be complemented by the Efficiency and Green Vehicle Improvement Project in Section 2.2.</p> <p>Current situation the company has set up a working group to study and formulate a plan to increase revenue and increase the amount of water and energy invested. Both consider adding water and energy sources. by promoting businesses with carbon credit management. It has begun a study to consider investment in alternative energy technologies. It consists of a waste-to-energy power plant. The purpose of Floating Solar is to increase the ability to generate income for the company's existing energy business.</p> <p>The company underestimated the risks of project implementation because it is an extension of both water and energy resources that the company has already invested in. It is an extension of management to generate additional income and to accelerate the creation of carbon credits, which are important factors and have business value. It also supports the investment in the company's green logistics project and expands the company's customer base.</p>		
<p>4. Working capital of the Company and its subsidiaries</p>	<p style="text-align: center;">10</p>	<p style="text-align: center;">2022 - 2026</p>

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

**7. Benefits which the Company will receive from the capital increase/ share allotment.**

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

**8. Benefits which the shareholders will receive from the capital increase/allotment.**

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

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

The details of issuance and offering the Company's warrant B-W7 as attached.

**10. A testimonial of the board of directors on capital increase.**

In the event that the company's directors fail to perform their duties according to the law, the objectives and regulations of the company, as well as the resolution of the shareholders' meeting, with honesty and caution to preserve the interests of the company in matters relating to capital increase, by doing or omitting any action that is a failure to perform such duties and causes damage to the company, If the company does not claim compensation from that director, shareholders holding at least 5% of the total issued shares will notify the company to perform claims, and if the company does not act as the shareholder informed, such shareholder can sue for compensation from such director on behalf of the company in accordance with Section 85 of the Public Limited Companies Act B.E. 2535 (including amendments). According to the law, the objectives and regulations of the company as well as the resolution of the shareholders' meeting, with honesty and caution to preserve the interests of the company in the matter of capital increase, which causes the directors, executives, or related persons to have wrongful benefits. The company may sue the director to take responsibility and return the benefits to the company or a shareholder who holds shares and has voting rights of not less than 5 percent of the total number of votes. The company must notify the shareholders if the company does not proceed as reported by the shareholders within one month from the date of notification. Such shareholders can exercise their right to sue the benefits from such directors on behalf of the company in accordance with Section 89/1 of the Securities and Exchange Act B.E. 2535 (including any amendments).

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

Procedures of capital increase	Proceeding Date
1. The Board of Directors' meeting No. 17/2021 resolved to approve the reduction of registered capital and increase the registered capital, allocation of newly issued shares and other related matters.	December 13, 2021
2. Date of notification of the Board's resolution to the Stock Exchange of Thailand.	December 13, 2021
3. The Record Date to determine the names of shareholders who have the right to attend the Extraordinary General Meeting of Shareholders No. 1/2022 (Record Date) and the names of persons entitled to subscribe for the newly issued shares.	December 27, 2021
4. The Extraordinary General Meeting of Shareholders No. 1/2022 via electronic media (E-EGM 1/2021).	January 21, 2022
5. Date of notification of the resolutions of the Extraordinary General Meeting of Shareholders No. 1/2022	January 21, 2022
6. Execute the registration to reduce the registered capital and increase the registered capital. and other matters related to the Department of Business Development, Ministry of Commerce.	within 14 days from the date that the shareholders' meeting has approved.
7. Subscription date for newly issued ordinary shares (Right Offering) (5 business days).	7-11 February 2022 9:00 a.m. – 3:30 p.m.



<b>Procedures of capital increase</b>	<b>Proceeding Date</b>
8. Registering the change of paid-up capital with the Department of Business Development, Ministry of Commerce.	within 14 days from the date the subscription is closed and the company has received full payment of shares.

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

Yours Sincerely,



(Mr. Panya Boonyapiwat)  
Chairman of the Executive Committee  
and Chief Executive Officer

**Summary of Key Features of Warrants to Purchase Newly Issued Ordinary Shares  
Begistics Public Company Limited No. 7 (B-W7)  
To Existing Shareholders**

**1. Key Features of Warrants to Purchase Newly Issued Ordinary Shares.**

Issuer	:	Begistics Public Company Limited.
Category	:	Warrants to purchase ordinary shares of Begistics Public Company Limited No. 7 ("Warrants" or "B-W7").
Type of Warrants	:	Specified Name and transferable.
Number of Warrants Issued and offer for sell	:	Not exceed 704,819,387 units.
Method of allocation	:	Allocated to the existing shareholders of the Company who subscribe for the Company's newly issued shares whose names appear in the register book as of the date of determining the names of shareholders who have the right to subscribe for the Company's ordinary shares on December 27, 2021 who have subscribed and paid for the subscription for the newly issued ordinary shares of the Company in proportion free of charge at the rate of 2 new ordinary shares per 1 unit of warrants B-W7 (in case there is a fraction to be discarded).
Offering Price	:	Baht 0.00 per unit (Baht zero per unit)
Exercise Ratio	:	1 unit of warrant shall be entitled to purchase 1 newly-issued share which maybe changed regarding to the adjustment of exercise price and exercise ratio.
Exercise Price	:	Baht 0.99 per share which maybe changed regarding to the adjustment of exercise price and exercise ratio.
Number of Reserved Shares for Rights to Purchase Ordinary Shares.	:	Not exceeding 704,819,387 shares at par value of Baht 0.68 per share or equivalent to 33.33% of the company present registered and paid-up ordinary shares 2,114,458,162 shares.
Issuance of warrants date	:	The issuance date of the warrants is determined by the Board of Directors or the Executive Committee or a person authorized by the Board of Directors or the Board of Directors.
Maturity of Warrants	:	Not more than 2 years from the issued date.
Exercise date	:	The last business days of May and November throughout the term of the warrant. If that date falls on a holiday, it will be postponed to the previous business day. The first exercise date falls on May 31, 2022, and the last exercise date is the last working date of the expiry date for a period of 2 years from the date of issuance of the warrant.
Exercise time	:	09:00-15:00 within 5 working days of Thai commercial banks before each exercise date. Except the last exercise date, which requires 15 days before the last date.
Secondary Market of Warrants	:	The warrants shall be listed on the Stock Exchange of Thailand ("SET").
Secondary Market of shares	:	The newly-issued shares from the exercise of warrants shall be listed on the Stock Exchange of Thailand ("SET").
Right of adjustment conditions.	:	The Company will adjust the exercise price and ration under the notification of the Securities and Exchange Commission No. Tor Chor. 34/2551. Re: Application for and Permission to Offer Warrants to Purchase Newly Issued Shares and Newly Issued Shares to accommodate the warrant No. 11 (4) (b), the Board of Directors and / or the person designated by the Board of Directors to determine the conditions and other details related to the adjustment or change of the exercise ratio and exercise price.
Unexercised warrant	:	The company will terminate all remaining unexercised warrant.
Registrar	:	Thailand Securities Depository Company Limited
Others condition	:	The Board of Directors and/or the Executive Committee and/or the Chairman of the Executive Committee and/or Chief Executive Officer or a person authorized by the Board of Directors and/or the Executive Committee and/or Chief Executive Officer and/or Chief Executive Officer is

	empowered to determine conditions and other details of warrants including the date of issuance and also to negotiate and sign any relevant documents and agreements and perform any other necessary actions related to the Warrants and the issuance as well as applying for ordinary shares which are issued due to the exercise of the conversion right of Warrants in the SET and also apply for an approval from relevant authorities and performing any other necessary actions related to the issuance of the Warrants.
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2. Effect on Shareholders (Dilution effect) can be categorized into 3 types as follows:

- 1) Control Dilution
- 2) Price Dilution
- 3) EPS Dilution

There are impacts in 3 cases of conversion of B-W7 as follow.

Case 1

Existing shareholders who exercise their rights to purchase newly issued ordinary shares according to their existing rights are entitled to allocate B-W7 warrants to exercise their rights under the whole number of warrants.

Case 2

Existing shareholders who exercise their rights to purchase newly issued ordinary shares according to their existing rights are entitled to allocate B-W7 warrants without exercising B-W7 warrants.

Case 3

The existing shareholders who exercise their rights to purchase newly issued ordinary shares according to their existing rights and receive the right to allocate the warrants B-W7 are not exercising their rights under the warrants in full. Others are those who exercise their rights on behalf of the entire amount.

2.1. Control Dilution

Case 1	=	0%	
Case 2	=		<u>Number of shares for RO</u>
			Number of paid-up shares + Number of shares for RO
	=		<u>1,409,638,775</u>
			(2,114,458,162 + 1,409,638,775)
	=		40.00%
Case 3	=		<u>Number of shares for RO</u>
			(Number of paid-up shares+ Number of shares for RO + Number of shares for B-W7)
	=		<u>1,409,638,775</u>
			(2,114,458,162 + 1,409,638,775 + 704,819,387)
	=		33.33%

## 2.2. Price Dilution.

- (a) In the case of the offering for sale of the Company's newly issued ordinary shares to the existing shareholders according to the shareholding proportion (Rights Offering) in full, prior to the exercise of rights to purchase newly issued ordinary shares under the warrants B-W7.

$$\begin{aligned} \text{Market price reduction} &= \frac{(\text{Market price before trading} - \text{Market price after offering}) \times 100}{\text{Market price before trading}} \\ &= \frac{(0.90 - 0.812) \times 100}{0.90} \\ &= 9.78\% \end{aligned}$$

Whereby:

The market price before trading is 0.90 baht per share, which is calculated from the weighted average price of the company's ordinary shares traded on the Stock Exchange of Thailand during 15 consecutive business days prior to the date of the Board of Directors' meeting No. 17/2021 on December 13, 2021 (November 18, 2021 and December 9, 2021), which is the date that the Board of Directors resolved to propose the agenda for the shareholders' meeting.

Market price after offering.

$$\begin{aligned} &\frac{(\text{Number of paid-up shares} \times \text{Market price before trading}) + (\text{Number of shares for RO} \times \text{Offering price for RO})}{\text{Number of paid-up shares} + \text{Number of shares for RO.}} \\ &= \frac{(2,114,458,162 \times 0.90) + (1,409,638,775 \times 0.68)}{(2,114,458,162 + 1,409,638,775)} \\ &= 0.812 \end{aligned}$$

- (b) In the case of the offering for sale of the company's newly issued ordinary shares in accordance with the shareholding proportion (Rights Offering) in full and the exercise of the rights to purchase the newly issued ordinary shares under the B-W7 warrants in full.

$$\begin{aligned} \text{Market price decrease} &= \frac{(\text{Market price before trading} - \text{Market price after offering}) \times 100}{\text{Market price before trading}} \\ &= \frac{(0.90 - 0.842) \times 100}{0.90} \\ &= 6.48\% \end{aligned}$$

Whereby:

The market price before trading is 0.90 baht per share which is calculated from the weighted average price of the Company's ordinary shares traded on the Stock Exchange of Thailand during 15 consecutive business days prior to the date of the Board of Directors' meeting No. 17/2021 on December 13, 2021 (November 18, 2021 – December 9, 2021), which is the date that the Board of Directors resolved to propose the agenda to the shareholders' meeting.

Market price after offering

$$\frac{(\text{Number of paid-up shares} \times \text{Price before offering}) + (\text{Number of shares for RO} \times \text{Offering price for RO}) + (\text{Number of shares for B-W7} \times \text{conversion price})}{\text{Number of paid-up shares} + \text{number of shares for B-W7} + \text{number of shares for RO}}$$

$$= \frac{(2,114,458,162 \times 0.90) + (1,409,638,775 \times 0.68) + (704,819,387 \times 0.99)}{(2,114,458,162 + 1,409,638,775 + 704,819,387)}$$

$$= 0.842$$

### 2.3. EPS Dilution Case 1 and Case 3

$$\begin{aligned} \text{EPS Dilution} &= \frac{\text{EPS before offering} - \text{EPS after offering}}{\text{EPS after offering}} \\ &= \frac{0.052 - 0.026}{0.026} \\ &= 100\% \end{aligned}$$

Whereby:

$$\begin{aligned} \text{EPS before offering} &= \frac{\text{Net profit}}{\text{Number of paid-up shares}} \\ &= \frac{109,464,191.22}{2,114,458,162} \\ &= 0.052 \\ \text{EPS after offering} &= \frac{\text{Net profit}}{(\text{Number of paid-up shares} + \text{Number offered shares})} \\ &= \frac{\text{Net profit}}{(\text{Paid-up shares} + \text{RO shares} + \text{B-W7 shares})} \\ &= \frac{109,464,191.22}{2,114,458,162 + 1,409,638,775 + 704,819,387} \\ &= 0.026 \end{aligned}$$

\* Earning is represented net profit for the 3<sup>rd</sup> quarter of 2021 ending September 30, 2021.

Case 2

$$\begin{aligned} \text{Decrease in earnings per share} &= \frac{(\text{EPS before offering} - \text{EPS after offering}) \times 100}{\text{EPS after offering}} \\ &= \frac{(0.052 - 0.031) \times 100}{0.031} \\ &= 66.7\% \end{aligned}$$

whereby:		
EPS before offering	=	$\frac{\text{Net profit}}{\text{Number of paid-up shares}}$
	=	$\frac{109,464,191.22}{2,114,458,162}$
	=	0.052
EPS after offering	=	$\frac{\text{Net profit}}{(\text{Number of paid-up shares} + \text{Number of offered shares})}$
	=	$\frac{\text{Net profit}}{(\text{Number of paid-up shares} + \text{Number shares for RO})}$
	=	$\frac{109,464,191.22}{2,114,458,162 + 1,409,638,775}$
	=	0.031

\* Earning is represented net profit for the 3<sup>rd</sup> quarter of 2021 ending September 30, 2021.

### 3. Supported share ratio.

Proportion of Reserved Shares	=	$\frac{\text{Number of Reserved Shares B-W6} + \text{Number of Reserved Shares B-W7}}{\text{Number of Paid-up Shares}^*}$
	=	$\frac{320,327,316 + 704,819,387}{3,524,096,937}$
	=	29.09%

Remark: \* Number of Paid-up shares as of the date the Board of Directors resolved to propose to the shareholders' meeting to consider and approve the capital increase in proportion to their shareholding and the issuance of warrants to purchase the newly issued ordinary shares of the Company No. 7 (B-W7) equal to 2,114,458,162 shares, including the number of paid-up shares that will arise from the capital increase in proportion to the shareholding, that the subscriber of the newly issued ordinary shares will receive 1,409,638,775 warrants (B-W7) according to the specified rights. The total number of paid-up shares is 3,524,096,937.

### **Definition of Independent Director of Begistics Public Company Limited**

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

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

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

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

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

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

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

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

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



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

**Name** Pol.Maj.Gen. Prapass Piyamomgkol  
**Age** 63  
**Address** 142 Soi Navathani, Ramindra, Khan-na-yao, Bangkok 10230  
**Number of shares held in the Company** (as of December 13, 2021) None  
**Date of first appointment** November 10<sup>th</sup>, 2020  
**Number of years as a Director** 1 year.

**Education**

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

**Certificates**

- Advanced Police Administration Course (No.35)
- Director Accreditation Program (DAP) DAP 154/2018
- Advanced Audit Committee Program (AACP)
- Certificate in Law Course of the Office of Academic Training of the Lawyers Council

**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 via electronic meeting**

- For the shareholder who is a natural person, a Thai nationality, please send the registration form for attendance via electronic media to the company. (Enclosure No. 9).
- For the shareholder who is a natural foreign person, please send the registration form for attendance via electronic media to the company.(Enclosure No. 9).
- In case of name-surname change, the evidence certifying such change must be presented.

**2. Attendance by a proxy-holder**

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

**Documents required for proxy**

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

In the Extraordinary General Meeting of Shareholders No. 1/2022., if any shareholder cannot attend the Meeting by his/herself, the shareholder may grant the proxy to any person or independent director of the Company to vote on his/her behalf as the following detail.

*Pol. Maj.Gen. Prapass Piyamomgkol , 63 years old.*

*142 oi 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 via electronic meeting, please send the registration form for attendance via electronic media to the company (Enclosure No. 9) to the Company within January 14, 2022 together with ID card/government official card/passport (for a foreigner) of the proxy holder for registration.
  
- 3. In case of the deceased shareholder:** The estate administrator may attend the meeting by himself or to assign a proxy to other person to attend the meeting. The court order to appoint such estate administrator, certified by the authorized person, within 6 months before the meeting day must be additionally presented.
  
- 4. In case of the minor shareholders:** The father-mother or the legal guardian may attend the meeting by him/herself or to assign a proxy to other person to attend the meeting. The copy of the house registration of the minor shareholders must be additionally presented.
  
- 5. In case of the incompetent or quasi-incompetent shareholders:** The guardian or the curator may attend the meeting by him/herself or to assign a proxy to other person to attend the meeting with the court order of appointment to be a guardian or the curator, certified by the authorized person, within 6 months before the meeting day, must be additionally presented.
  
- 6. Registration:** The registration for the attendance at the Meeting shall be from 12.00 – 14.00 hours.

## Articles of Association

### Chapter 1 General Provisions

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

A retiring director may be eligible for re-election.

19. Apart from retirement by rotation, the directors shall vacate office upon:
  - (1) death;
  - (2) designation;
  - (3) loss of qualifications or disqualification under the law on public limited company;
  - (4) removal by a resolution of the general meeting of shareholders;
  - (5) removal by a court order.
20. Any director who wishes to resign from office shall submit his or her resignation letter to the Company and the resignation shall be effective on the date the resignation letter has reached the Company.
21. In case a directorship becomes vacant otherwise than by rotation, the Board of Directors shall elect a person who is qualified and does not possess prohibitive characters under the law on public limited company as replacement at the subsequent meeting of the Board of Directors unless the remaining duration of the director's term of office is less than 2 (Two) months.

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

The resolution of the Board of Directors under the first paragraph shall be passed by a vote of not less than three-fourth (3/4) of the remaining directors.
22. In the event of retirement of full Board of Directors, such retiring Board of Directors shall remain in office to continue operation of the Company as is necessary until new Board of Directors shall be in office unless a court order has been issued otherwise in the event the retirement is by court order.

The retiring Board of Directors shall convene a general meeting of shareholders for election of new Board of Directors within 1 (One) month as from retirement, by sending a notice of not less than 14 (Fourteen) days to shareholders and publicizing the notice in a newspaper of not less than 3 (three) consecutive days prior to the meeting.
23. The general meeting of shareholders may remove a director before the expiration of his or her term by a majority vote of not less than three-fourths (3/4) of shareholders attending the meeting and eligible to vote and holding shares of not less than one half (1/2) of the number of shares held by shareholders attending the meeting and eligible to vote.
24. The Board of Directors shall have authority and duty to manage the Company within the scope of law, its objects, Articles of Association and resolutions passed by the general meeting of shareholders.

The Board of Directors may assign one or more persons to perform one or more specific assignments on behalf of the Board of Directors.
25. The Board of Directors shall hold a meeting at least every 3 (Three) months.
26. Meetings of the Board of Directors shall be held at the location in which Company office is situated or nearby provinces or any other places as the Chairman or a person delegated by the Chairman determines.
27. In calling a meeting of the Board of Directors, the Chairman or a person delegated by the Chairman shall send a notice to directors not less than 7 (Seven) days in advance except in case of necessity to preserve right or benefit of the Company, a notice may be sent by other means and timeframe shortened.

At least 2 (Two) directors may request for a meeting in which event the Chairman shall then determine the date of the meeting within 14 (Fourteen) days as from receipt of request.
28. At a meeting of the Board of Directors, there shall be directors attending the meeting of not less than a half of the Board of Directors to constitute a quorum.

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

Each director shall have one vote; but the directors who have interest in any matter shall not have right to vote on such matter. In case of equality of votes, the Chairman of the meeting shall have a casting vote.
30. Names and number of the directors who can sign to bind the Company are two directors signing jointly with the Company seal affixed, and the general meeting of shareholders or the Board of Directors has the authority to designate names of directors authorized to sign to bind the Company. *(amended by the Extraordinary General Meeting of Shareholders No. 1/2015 on 28 September 2015)*
31. No directors may engage in the businesses which are identical to or in competition with those of the Company, nor become a partner in an ordinary partnership or partner with unlimited liability in a limited partnership or a director in other private or public companies whose businesses are identical to or in competition with those of the Company unless such engagement has been declared to the general meeting of shareholders prior to the meeting.

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

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

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

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

#### **Chapter 5 Increase and Reduction in the Capital**

44. By a resolution passed by the general meeting of shareholders with a vote of not less than three-quarters (3/4) of total votes of shareholders attending the meeting and eligible to vote, the Company may increase the capital by issuing new shares.
45. The Company may offer for sale newly issued shares, either in whole or in part, or to shareholders on a pro rata basis, or to the general public or other persons, either in whole or in part, to be in accordance with a resolution passed by the general meeting of shareholders.
46. By a resolution passed by the general meeting of shareholders with a vote of not less than three-quarters (3/4) of total votes of shareholders attending the meeting and eligible to vote, the Company may reduce the capital by lowering the par value or reducing the number of shares.  
The Company may not reduce the number of shares to be lower than one-quarter (1/4) of total capital except in the case where after having compensated the loss in consequence as prescribed by law, the Company has suffered accumulated loss, then the Company may reduce the shares to be lower than one-quarter (1/4) of the total capital.  
However, the reduction to be lower than one-quarter (1/4) of total capital under the second paragraph shall require a vote of not less than three-quarters (3/4) of total votes of shareholders attending the meeting and eligible to vote.



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

#### **Chapter 6 Dividends and Legal Reserve**

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

#### **Chapter 7 Debentures**

52. Borrowing money by the Company by issuing debentures to be offered to the public shall be in accordance with the law on securities and exchange.  
A resolution to issue debentures under the preceding paragraph shall be passed by a majority of not less than three-quarters (3/4) of all the shares of shareholders attending and eligible to vote.

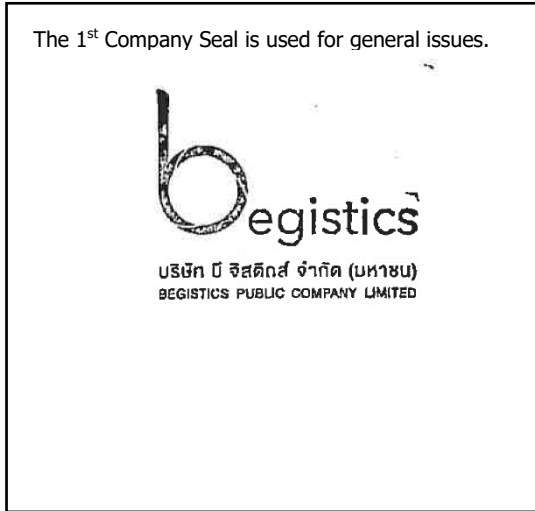
#### **Chapter 8 Account, Finance and Auditing**

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

**Chapter 9 Additional Stipulations**

63. The seal of the Company is as follows:

*(Seal of the Company affixed)*



(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)  พลตำรวจตรีประกาศ ปิยะมงคล ตำแหน่ง กรรมการอิสระและประธานกรรมการตรวจสอบ อายุ 63 ปี  
Or Pol.Maj.Gen. Prapass Piyamongkol Positions Independent Director and Chairman of Audit Committee  
Age 63 years

ที่อยู่เลขที่ \_\_\_\_\_ ที่อยู่ 142 ซอยนาวธานี แขวงรามอินทรา เขตคันนายาว กรุงเทพมหานคร 10230  
Residing at 142 Soi Navathani, Ramindra, Khan-na-yao, Bangkok 10230

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมวิสามัญ  
ผู้ถือหุ้นครั้งที่ 1/2565 ผ่านสื่ออิเล็กทรอนิกส์ (E-EGM) ในวันที่ 21 มกราคม 2565 เวลา 14.00 น

Any one of them to be my/our proxy to attend and vote on my/our behalf at the Extraordinary General Meeting of shareholders  
No.1/2022 by electronic meeting (E-EGM) on January 21<sup>st</sup>, 2022 at 2.00 p.m.

ณ สำนักงานเลขที่ 3656/64 ชั้น 19 อาคารกรีนทาวเวอร์ ถนนพระราม 4 แขวงคลองตัน เขตคลองเตย กรุงเทพมหานคร 10110  
หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย  
at the Meeting Room BEGISTICS PUBLIC COMPANY LIMITED 3656/64 Green Tower Building, 19th Floor, Unit K, Rama 4 Road,  
Klong ton, Klong toey, Bangkok 10110, or any adjournment at any date, time and place thereof.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุมนั้น ให้ถือเสมือนว่าข้าพเจ้าได้กระทำการเองทุกประการ

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

ลงชื่อ/Signed.....ผู้มอบฉันทะ/Grantor

(.....)

ลงชื่อ/Signed.....ผู้รับมอบฉันทะ/Proxy

(.....)

**หมายเหตุ**

**Remark**

ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าร่วมประชุมและออกเสียงลงคะแนนไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

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

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

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

เขียนที่

Written at

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

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

(2) เป็นผู้ถือหุ้นของบริษัท บี จิสติกส์ จำกัด (มหาชน) โดยถือหุ้นจำนวนทั้งสิ้นรวม \_\_\_\_\_ หุ้น  
being a shareholder of Begistics Public Company Limited, holding the total number of \_\_\_\_\_ shares,

และออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง ดังนี้  
and having the right to vote equivalent to \_\_\_\_\_ votes as follows:

หุ้นสามัญ	_____	หุ้น และออกเสียงลงคะแนนได้เท่ากับ _____	_____	เสียง
ordinary share of	_____	shares, and having the right to vote equivalent to _____	_____	votes,
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 63 ปี  
Or  Pol.Maj.Gen. Prapass Piyamomgkol Positions Independent Director and Chairman of Audit Committee  
Age 63 years

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

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมวิสามัญ  
ผู้ถือหุ้นครั้งที่ 1/2565 ผ่านสื่ออิเล็กทรอนิกส์ (E-EGM) ในวันที่ 21 มกราคม 2565 เวลา 14.00 น  
Any one of them to be my/our proxy to attend and vote on my/our behalf at the Extraordinary General Meeting of shareholders  
No.1/2022 by electronic meeting (E-EGM) January 21<sup>th</sup>, 2022 at 2.00 p.m.

ณ สำนักงานเลขที่ 3656/64 ชั้น 19 อาคารกรีนทาวเวอร์ ถนนพระราม 4 แขวงคลองตัน เขตคลองเตย กรุงเทพฯ 10110 หรือที่  
จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย  
at the Meeting Room BEGISTICS PUBLIC COMPANY LIMITED 3656/64 Green Tower Building, 19th Floor, Unit K, Rama 4 Road,  
Klong ton, Klong toey, Bangkok 10110, 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.** พิจารณารับรองรายงานการประชุมวิสามัญผู้ถือหุ้นครั้งที่ 1/2564 เมื่อวันที่ 21 กรกฎาคม 2564  
**Agenda 1.** To certify the minutes of the Extraordinary General Meeting of Shareholders No. 1/2021 held on July 21, 2021.
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.
  - (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) To grant my/our proxy to vote at my/our desire as follows:
 

<input type="checkbox"/> เห็นด้วย	<input type="checkbox"/> ไม่เห็นด้วย	<input type="checkbox"/> งดออกเสียง
Approve	Disapprove	Abstain
- วาระที่ 2** พิจารณานุมัติการลดทุนจดทะเบียนของบริษัท จำนวน 87,468,005.60 บาท จากทุนจดทะเบียนเดิม 1,743,078,525.64 บาท เป็นทุนจดทะเบียน 1,655,610,520.04 บาท โดยการตัดหุ้นสามัญที่ยังไม่ได้ ออกจำหน่ายออกจำนวน 128,629,420 หุ้น มูลค่าที่ตราไว้หุ้นละ 0.68 บาท (หกสิบแปดสตางค์) ซึ่งเป็นหุ้นที่เหลือจากการใช้สิทธิแปลงสภาพของใบสำคัญแสดงสิทธิที่จะซื้อหุ้นสามัญของบริษัท ครั้งที่ 4 (B-W4)  
**Agenda 2.** To consider and approve the reduction of the registered capital of the company for 87,468,005.60 baht from the original registered capital of 1,743,078,525.64 baht to the registered capital of 1,655,610,520.04 baht by eliminating 128,629,420 unissued ordinary shares which are remaining from the exercise of the conversion rights of the warrants to purchase the Company's common shares (B-W4) with a par value of 0.68 baht (sixty-eight satang).
- (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.** พิจารณานุมัติแก้ไขหนังสือบริคณห์สนธิของบริษัท ข้อ 4. เพื่อให้สอดคล้องกับการลดทุนจดทะเบียนของบริษัท  
**Agenda 3.** To consider and approve the amendment of Clause 4 of the Company's Memorandum of Association to be consistent with the capital reduction.
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.
  - (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
(b) To grant my/our proxy to vote at my/our desire as follows:
 

<input type="checkbox"/> เห็นด้วย	<input type="checkbox"/> ไม่เห็นด้วย	<input type="checkbox"/> งดออกเสียง
Approve	Disapprove	Abstain
- วาระที่ 4** พิจารณานุมัติการเพิ่มทุนจดทะเบียนของบริษัท จำนวน 1,437,831,550.16 บาท จากเดิมทุนจดทะเบียน 1,655,610,520.04 บาท เป็นทุนจดทะเบียน 3,093,442,070.20 บาท โดยการออกหุ้นสามัญเพิ่มทุน จำนวน 2,114,458,162 หุ้น มูลค่าที่ตราไว้หุ้นละ 0.68 บาท (หกสิบแปดสตางค์) เพื่อเสนอขายให้กับผู้ถือหุ้นเดิมตาม สัดส่วนการถือหุ้น (Right Offering) จำนวนไม่เกิน 1,409,638,775 หุ้น และ เพื่อรองรับการใช้สิทธิของ ใบสำคัญแสดงสิทธิที่จะจัดสรรให้แก่ผู้ถือหุ้นของบริษัทฯ ที่จองซื้อและได้รับจัดสรรหุ้นสามัญเพิ่มทุนที่ออกและ เสนอขายให้แก่ผู้ถือหุ้นเดิมตามสัดส่วนการถือหุ้นที่ผู้ถือหุ้นแต่ละรายถืออยู่ จำนวนไม่เกิน 704,819,387 หุ้น  
**Agenda 4.** To consider and approve the increase of the Company registered capital for 1,437,831,550.16 baht from 1,655,610,520.04 baht to 3,093,442,070.20 baht by issuing 2,114,458,162 newly issued ordinary shares with a par value of 0.68 baht (sixty-eight satang) for offering to the existing shareholders in proportion to their shareholding (Right Offering) in the amount of not more than 1,409,638,775 shares and to support the exercise of the warrants to be allocated to the Company's shares subscribed and assigned to the newly issued ordinary shares issued and offered to the existing shareholders in proportion to their shareholding not exceeding 704,819,387 shares.

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

**วาระที่ 5**  
**Agenda 5.**

**พิจารณาอนุมัติแก้ไขหนังสือบริคณห์สนธิ ข้อ 4. เพื่อให้สอดคล้องกับการเพิ่มทุนจดทะเบียนของบริษัท**  
**To consider and approve the amendment of Clause 4 of the Company's Memorandum of Association to be consistent with the capital increase.**

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

**วาระที่ 6**

**Agenda 6.**

**พิจารณาอนุมัติการออกและเสนอขายใบสำคัญแสดงสิทธิที่จะซื้อหุ้นสามัญของบริษัท บี จิสติกส์ จำกัด (มหาชน) ครั้งที่ 7 (B-W7) จำนวนไม่เกิน 704, 819,387 หน่วย เพื่อจัดสรรให้แก่ผู้ถือหุ้นของบริษัท ที่จองซื้อและได้รับจัดสรรหุ้นสามัญเพิ่มทุนที่ออกและเสนอขายให้แก่ผู้ถือหุ้นเดิมตามสัดส่วนการถือหุ้นที่ผู้ถือหุ้นแต่ละรายถืออยู่ (Right Offering) ในอัตราส่วน 2 หุ้นสามัญเพิ่มทุน ต่อ 1 หน่วยใบสำคัญแสดงสิทธิ**  
**To consider and approve the issuance and offering of warrants to purchase ordinary shares of Begistics Public Company Limited No. 7 (B-W7) in an amount not exceeding 704, 819,387 units to be allocated to the Company's shareholders who subscribed and allocated the newly issued ordinary shares issued and offered to the existing shareholders in proportion to their respective shareholdings (Right Offering) in the ratio of 2 newly issued ordinary shares per 1 unit of warrant.**

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

**วาระที่ 7**

**Agenda 7.**

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

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

**วาระที่ 8. พิจารณาเรื่องอื่นๆ (ถ้ามี)**  
**Agenda 8 . To consider other matters (if any)**

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

**(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ 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) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร**

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

**กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ**

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

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

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

**หมายเหตุ**

**Remarks**

**1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้**

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

**2. ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข. ตามแนบ**

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



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

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

ในการประชุมวิสามัญผู้ถือหุ้นครั้งที่ 1/2565 ผ่านสื่ออิเล็กทรอนิกส์ (E-EGM) ในวันที่ 21 มกราคม 2565 เวลา 14.00 น. ณ สำนักงานเลขที่ 3656/64 ชั้น 19 อาคารกรีนทาวเวอร์ ถนนพระราม 4 แขวงคลองตัน เขตคลองเตย กรุงเทพมหานคร 10110 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

In the Extraordinary General Meeting of shareholders No. 1/2022 by electronic meeting (E-EGM) on January 21<sup>st</sup>, 2022 at 2.00 pm. at the Meeting Room BEGISTICS PUBLIC COMPANY LIMITED 3656/64 Green Tower Building, 19th Floor, Unit K, Rama 4 Road, Klomg ton, Klomg toey, Bangkok 10110, or any adjournment at any date, time and place thereof.

วาระที่..... เรื่อง.....

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

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

วาระที่..... เรื่อง.....

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

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

วาระที่..... เรื่อง.....

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

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

วาระที่..... เรื่อง.....

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

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

วาระที่..... เรื่อง.....

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

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

วาระที่..... เรื่อง.....  
 Agenda No..... Re: .....

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

**(ข)** ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
 (b) To grant my/our proxy to vote at my/our desire as follows:  
 เห็นด้วย       ไม่เห็นด้วย      งดออกเสียง  
 Approve              Disapprove              Abstain

วาระที่..... เรื่อง.....  
 Agenda No..... Re: .....

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

**(ข)** ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
 (b) To grant my/our proxy to vote at my/our desire as follows:  
 เห็นด้วย       ไม่เห็นด้วย      งดออกเสียง  
 Approve              Disapprove              Abstain

วาระที่..... เรื่อง.....  
 Agenda No..... Re: .....

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

**(ข)** ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
 (b) To grant my/our proxy to vote at my/our desire as follows:  
 เห็นด้วย       ไม่เห็นด้วย      งดออกเสียง  
 Approve              Disapprove              Abstain

**แบบหนังสือมอบฉันทะ แบบ ค.**  
**Proxy Form C.**  
**(แบบที่ใช้เฉพาะกรณีผู้ถือหุ้นเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian)**  
**ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้น)**  
**(For foreign shareholders who have custodians in Thailand only)**

(เปิดอากรแสตมป์  
20 บาท)  
(Stamp Duty  
Baht 20)

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

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

หุ้น และออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง

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

equivalent to \_\_\_\_\_

หุ้นบุริมสิทธิ

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

หุ้น และออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง

shares, and having the right to vote \_\_\_\_\_ votes.

equivalent to \_\_\_\_\_

(2) ขอมอบฉันทะให้

Hereby appoint:

(1)  นาย/นาง/นางสาว

Mr./Ms./Miss \_\_\_\_\_

อายุ \_\_\_\_\_

age \_\_\_\_\_

ปี อยู่บ้านเลขที่ \_\_\_\_\_

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

at \_\_\_\_\_

ถนน \_\_\_\_\_

Road \_\_\_\_\_

ตำบล/แขวง \_\_\_\_\_

Tambol/Khwaeng \_\_\_\_\_

อำเภอ/เขต \_\_\_\_\_

Amphoe/Khet \_\_\_\_\_

จังหวัด \_\_\_\_\_

Province \_\_\_\_\_

รหัสไปรษณีย์ \_\_\_\_\_

Postal Code \_\_\_\_\_

หรือ

or

(2)  นาย/นาง/นางสาว

Mr./Ms./Miss \_\_\_\_\_

อายุ \_\_\_\_\_

age \_\_\_\_\_

ปี อยู่บ้านเลขที่ \_\_\_\_\_

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

at \_\_\_\_\_

ถนน \_\_\_\_\_

Road \_\_\_\_\_

ตำบล/แขวง \_\_\_\_\_

Tambol/Khwaeng \_\_\_\_\_

อำเภอ/เขต \_\_\_\_\_

Amphoe/Khet \_\_\_\_\_

จังหวัด \_\_\_\_\_

Province \_\_\_\_\_

รหัสไปรษณีย์ \_\_\_\_\_

Postal Code \_\_\_\_\_

หรือ

or

(3)  นาย/นาง/นางสาว

Mr./Ms./Miss \_\_\_\_\_

อายุ \_\_\_\_\_

age \_\_\_\_\_

ปี อยู่บ้านเลขที่ \_\_\_\_\_

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

at \_\_\_\_\_

ถนน \_\_\_\_\_

Road \_\_\_\_\_

ตำบล/แขวง \_\_\_\_\_

Tambol/Khwaeng \_\_\_\_\_

อำเภอ/เขต \_\_\_\_\_

Amphoe/Khet \_\_\_\_\_

จังหวัด \_\_\_\_\_

Province \_\_\_\_\_

รหัสไปรษณีย์ \_\_\_\_\_

Postal Code \_\_\_\_\_

หรือ

Or

(4)  พลตำรวจตรีประภาส ปิยะมมงคล ตำแหน่ง กรรมการอิสระและประธานกรรมการตรวจสอบ อายุ 63 ปี Pol.Maj.Gen. Prapass Piyamomgkol Positions Independent Director and Chairman of Audit Committee

Age 63 years

ที่อยู่เลขที่ ที่อยู่ 142 ซอยนวธานี แขวงรามอินทรา เขตคันนายาว กรุงเทพมหานคร 10230

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

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมวิสามัญ

ผู้ถือหุ้นครั้งที่ 1/2565 ผ่านสื่ออิเล็กทรอนิกส์ (E-EGM) ในวันที่ 21 มกราคม 2565 เวลา 14.00 น

Any one of them to be my/our proxy to attend and vote on my/our behalf at the Extraordinary General Meeting of shareholders No.1/2022 by electronic meeting (E-EGM) January 21<sup>st</sup>, 2022 at 2.00 p.m.

ณ สำนักงานเลขที่ 3656/64 ชั้น 19 อาคารกรีนทาวเวอร์ ถนนพระราม 4 แขวงคลองตัน เขตคลองเตย กรุงเทพฯ 10110 หรือ

ที่แจ้งล่วงหน้าในวัน เวลา และสถานที่อื่นด้วย  
at the Meeting Room BEGISTICS PUBLIC COMPANY LIMITED 3656/64 Green Tower Building, 19th Floor, Unit K, Rama 4 Road, Klong ton, Klong toey, Bangkok 10110, or any adjournment at any date, time and place thereof.

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

วาระที่ 1. พิจารณารับรองรายงานการประชุมวิสามัญผู้ถือหุ้นครั้งที่ 1/2564 เมื่อวันที่ 21 กรกฎาคม 2564  
Agenda 1. To certify the minutes of the Extraordinary General Meeting of Shareholders No. 1/2021 held on July 21, 2021.

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

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

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

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

**วาระที่ 4** พิจารณานุมัติการเพิ่มทุนจดทะเบียนของบริษัท จำนวน 1,437,831,550.16 บาท จากเดิมทุนจดทะเบียน 1,655,610,520.04 บาท เป็นทุนจดทะเบียน 3,093,442,070.20 บาท โดยการออกหุ้นสามัญเพิ่มทุน จำนวน 2,114,458,162 หุ้น มูลค่าที่ตราไว้หุ้นละ 0.68 บาท (หกสิบแปดสตางค์) เพื่อเสนอขายให้กับผู้ถือหุ้นเดิมตามสัดส่วนการถือหุ้น (Right Offering) จำนวนไม่เกิน 1,409,638,775 หุ้น และ เพื่อรองรับการใช้สิทธิของใบสำคัญแสดงสิทธิที่จะจัดสรรให้แก่ผู้ถือหุ้นของบริษัทฯ ที่จองซื้อและได้รับจัดสรรหุ้นสามัญเพิ่มทุนที่ออกและเสนอขายให้แก่ผู้ถือหุ้นเดิมตามสัดส่วนการถือหุ้นที่ผู้ถือหุ้นแต่ละรายถืออยู่ จำนวนไม่เกิน 704,819,387 หุ้น

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

- (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** พิจารณานุมัติแก้ไขหนังสือบริคณห์สนธิ ข้อ 4. เพื่อให้สอดคล้องกับการเพิ่มทุนจดทะเบียนของบริษัท

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

- (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** พิจารณานุมัติการออกและเสนอขายใบสำคัญแสดงสิทธิที่จะซื้อหุ้นสามัญของบริษัท บี จิสติกส์ จำกัด (มหาชน) ครั้งที่ 7 (B-W7) จำนวนไม่เกิน 704, 819,387 หน่วย เพื่อจัดสรรให้แก่ผู้ถือหุ้นของบริษัท ที่จองซื้อและได้รับจัดสรรหุ้นสามัญเพิ่มทุนที่ออกและเสนอขายให้แก่ผู้ถือหุ้นเดิมตามสัดส่วนการถือหุ้นที่ผู้ถือหุ้นแต่ละรายถืออยู่ (Right Offering) ในอัตราส่วน 2 หุ้นสามัญเพิ่มทุน ต่อ 1 หน่วยใบสำคัญแสดงสิทธิ

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

- (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 พิจารณานุมัติการจัดสรรหุ้นสามัญเพิ่มทุนใหม่จำนวนไม่เกิน 2,114,458,162 หุ้น เพื่อเสนอขายให้แก่ผู้ถือหุ้นเดิมของบริษัทตามสัดส่วนการถือหุ้น (Right Offering) จำนวนไม่เกิน 1,409,638,775 หุ้น และเพื่อรองรับการใช้สิทธิ B-W7 จำนวนไม่เกิน 704,819,387 หุ้น

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

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

วาระที่ 8. พิจารณาเรื่องอื่นๆ (ถ้ามี)

Agenda 8 . To consider other matters (if any)

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

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ 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) ในกรณีที่ข้าพเจ้าไม่ได้รับความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

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

ลงชื่อ/Signed.....ผู้มอบฉันทะ/ Grantor

(.....)

ลงชื่อ/Signed.....ผู้รับมอบฉันทะ/Proxy

(.....)

**หมายเหตุ****Remarks**

**1. หนังสือมอบฉันทะแบบ ค. นี้ ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้นให้เท่านั้น**  
Only foreign shareholders whose names appear in the registration book and have appointed a Custodian in Thailand can use the Proxy Form C.

**2. หลักฐานที่ต้องแนบพร้อมกับหนังสือมอบฉันทะ คือ**

Evidence to be attached with this Proxy Form are:

- (1) **หนังสือมอบอำนาจจากผู้ถือหุ้นให้คัสโตเดียน (Custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบฉันทะแทน**  
Power of Attorney from the shareholder authorizing a Custodian to sign the Proxy Form on behalf of the shareholder.
- (2) **หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทนได้รับอนุญาตประกอบธุรกิจคัสโตเดียน (Custodian)**  
Letter of certification to certify that a person executing the Proxy Form has obtained a permit to act as a Custodian.

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

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

**ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค.  
ALLONGE OF PROXY FORM C.**

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

ในการประชุมวิสามัญผู้ถือหุ้นครั้งที่ 1/2565 ผ่านสื่ออิเล็กทรอนิกส์ (E-EGM) ในวันที่ 21 มกราคม 2565 เวลา 14.00 น. ณ สำนักงานเลขที่ 3656/64 ชั้น 19 อาคารกรีนทาวเวอร์ ถนนพระราม 4 แขวงคลองตัน เขตคลองเตย กรุงเทพมหานคร 10110 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

In the Extraordinary General Meeting of shareholders No. 1/2022 by electronic meeting (E-EGM) on January 21<sup>th</sup>, 2022 at 2.00 pm. at the Meeting Room BEGISTICS PUBLIC COMPANY LIMITED 3656/64 Green Tower Building, 19th Floor, Unit K, Rama 4 Road, Klomg ton, Klomg toey, Bangkok 10110, 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.....

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

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Approve votes Disapprove votes Abstain votes

วาระที่..... เรื่อง.....

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

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Approve votes Disapprove votes Abstain votes

วาระที่..... เรื่อง.....

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

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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Approve votes Disapprove votes Abstain votes



วาระที่..... เรื่อง.....

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

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Approve votes Disapprove votes Abstain votes

วาระที่..... เรื่อง.....

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

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

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Approve votes Disapprove votes Abstain votes

วาระที่..... เรื่อง.....

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

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

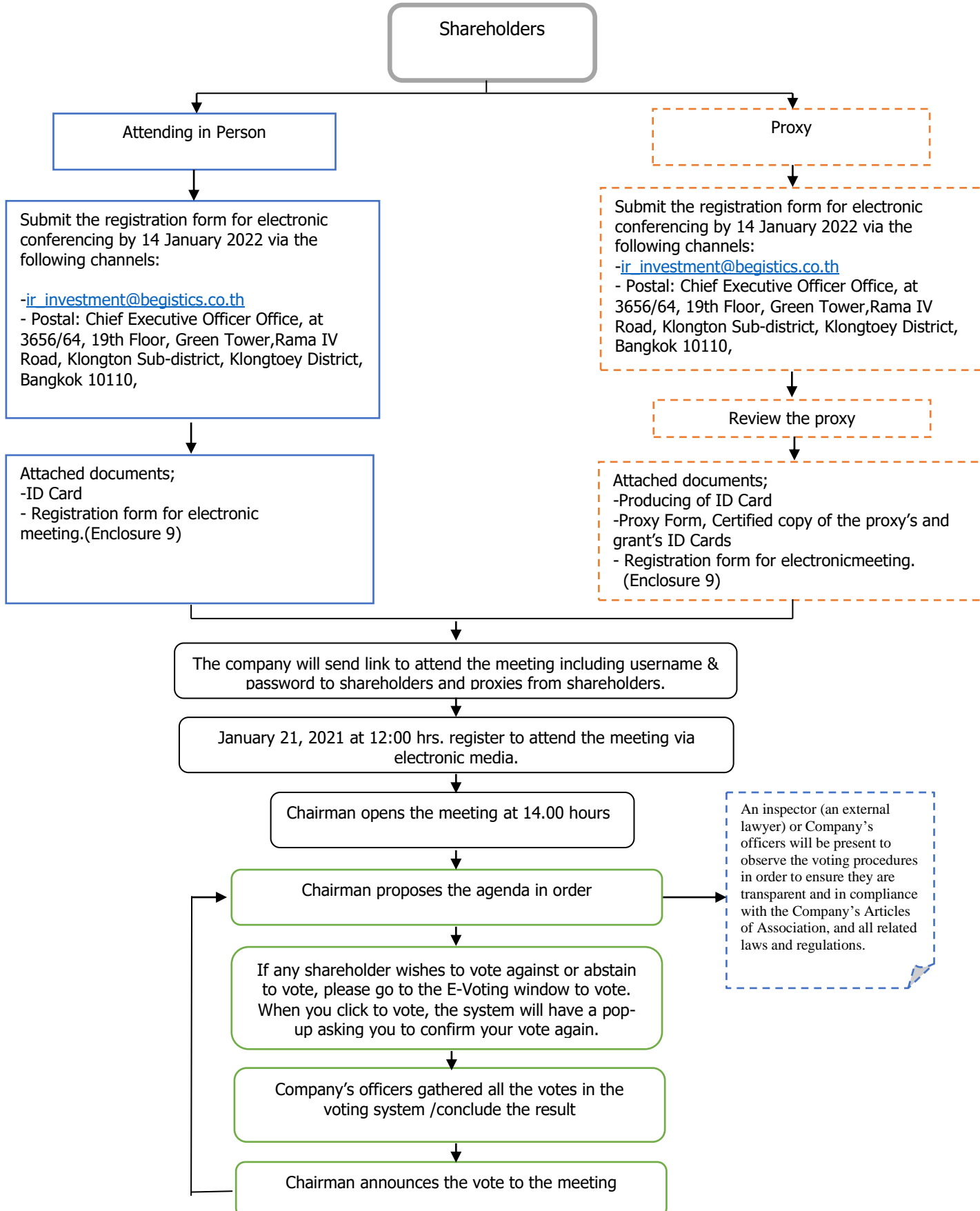
เห็นด้วย.....เสียง  ไม่เห็นด้วย.....เสียง งดออกเสียง.....เสียง  
Approve votes Disapprove votes Abstain votes

## 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](mailto: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 January 14<sup>th</sup>, 2022
4. Company Secretary will gather all query/comment for consideration by Chief Executive Officer and related Executives in order to answer the query/comment to shareholders.

**Procedures for attending the Extraordinary General Meeting of Shareholders  
No. 1/2022.  
Begistics Public Company Limited  
On Friday 21 January 2022**



**แบบฟอร์มลงทะเบียนสำหรับการประชุมผ่านสื่ออิเล็กทรอนิกส์ / Registration Form for Electronic Meeting**

**การประชุมวิสามัญผู้ถือหุ้นครั้งที่ 1/2565**

**The Extraordinary General Meeting of Shareholders No.1/2022**

**บริษัท บี จิสติกส์ จำกัด (มหาชน)**

**Begistics Public Company Limited**

วันศุกร์ ที่ 21 มกราคม 2565 เวลา 14.00 น.

Friday 21 January 2022 at 2.00 pm.

ณ ห้องประชุมสำนักงาน บริษัท บี จิสติกส์ จำกัด (มหาชน)

3656/64 ชั้น 19 อาคารกรีนทาวเวอร์ ถนนพระราม 4 แขวงคลองตัน เขตคลองเตย กรุงเทพมหานคร 10110

The Meeting Room BEGISTICS PUBLIC COMPANY LIMITED.

No. 3656/64 Green Tower Building, 19<sup>th</sup> Floor, Rama 4 Road, Klongton, Klongtoey, Bangkok 10110,

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

ข้าพเจ้าขอ ยืนยันเข้าร่วมประชุมและออกเสียงลงคะแนนในการประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/2565

ในวันศุกร์ ที่ 21 มกราคม 2565 เวลา 14:00 น. ผ่านสื่ออิเล็กทรอนิกส์ (E-EGM) กรุณาส่ง weblink สำหรับเข้าร่วมประชุม  
ผ่านสื่ออิเล็กทรอนิกส์ (E-EGM) ชื่อผู้ใช้(username) และ รหัสผ่าน (password) มายังอีเมล (e-mail) ของข้าพเจ้า ดังนี้

I hereby confirm to attend and vote at the Extraordinary General Meeting of Shareholders No. 1/2022

On Friday, January 21, 2022 at 14:00 via electronic media (E-EGM), please send weblink for meeting via  
electronic media (E-EGM), username and password to email as follows:

อีเมล (e-mail).....

ข้าพเจ้า.....

I/We .....

- ผู้ถือหุ้น / Shareholder
- ผู้รับมอบฉันทะ / Proxy holder

ลงชื่อ .....ผู้เข้าประชุม

Sign.....Meeting Attendant

(.....)

**หมายเหตุสำคัญ :** โปรดดำเนินการจัดส่งแบบฟอร์ม ลงทะเบียนสำหรับการประชุมผ่านสื่ออิเล็กทรอนิกส์ (E-EGM) ฉบับนี้ ที่กรอกเรียบร้อยแล้ว พร้อมแนบเอกสารหลักฐานยืนยันตัวตน เพื่อใช้ในการตรวจสอบสิทธิในการเข้าร่วมประชุม (E-EGM) ให้แก่บริษัท ภายในวันที่ 14 มกราคม 2565 ผ่านช่องทางต่อไปนี้

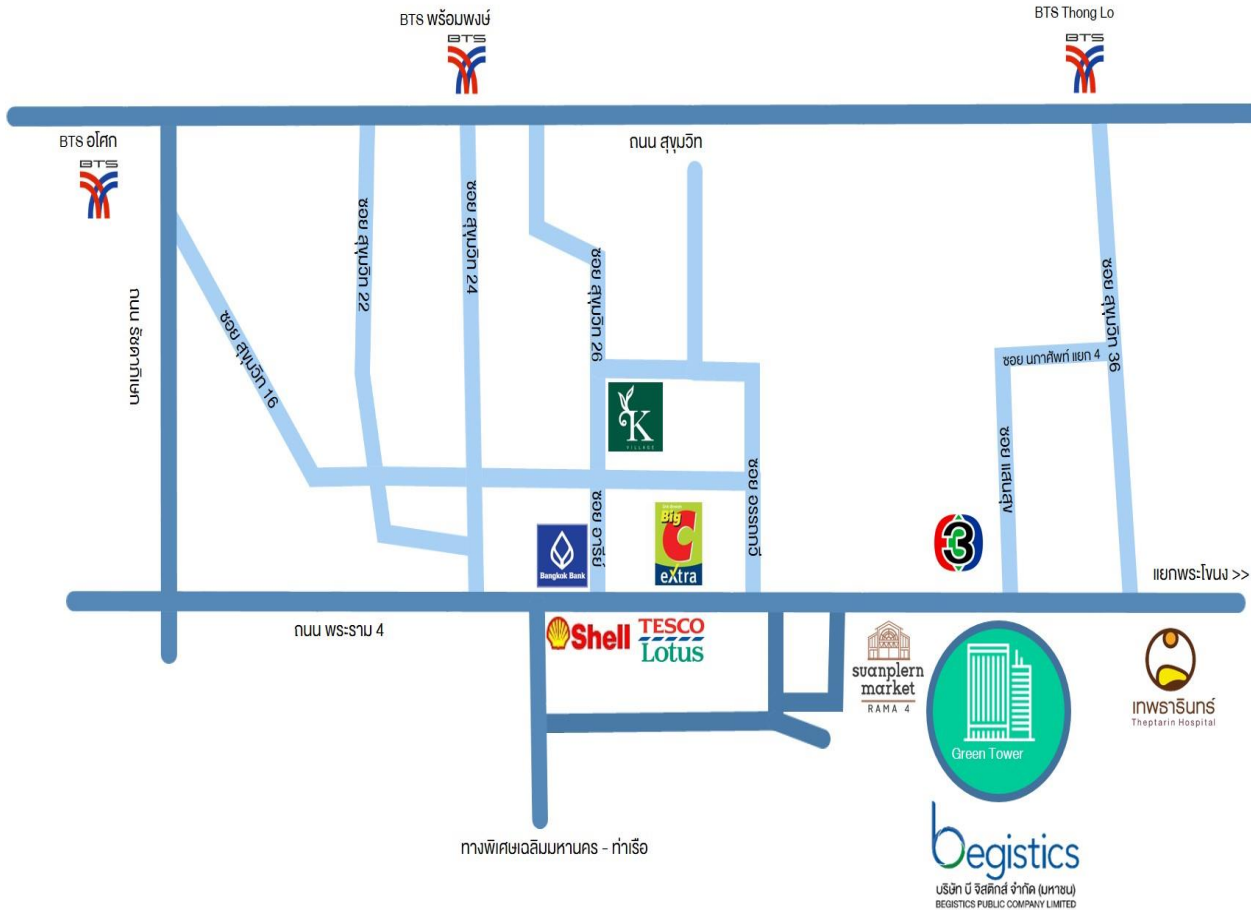
- ช่องทาง e-mail: [ir\\_investment@begistics.co.th](mailto:ir_investment@begistics.co.th) หรือ
- ช่องทางไปรษณีย์: สำนักประธานเจ้าหน้าที่บริหาร บริษัท บี จิสติกส์ จำกัด (มหาชน) 3656/64 อาคารกรีนทาวเวอร์ ชั้น 19 ยูนิต K ถนนพระราม 4 แขวงคลองตัน เขตคลองเตย กรุงเทพฯ 10110

**Note :** Please submit the Registration Form for the Electronic Meeting (E-EGM) with identity documents for verifying the right to attend the meeting within January 14, 2022 via the following channels;

- E-mail : [ir\\_investment@begistics.co.th](mailto:ir_investment@begistics.co.th)
- By mail : Chief Executive Officer's Begistics Public Company Limited. No.3656/64 Green Tower Building, 19th Floor, Unit K, Rama 4 Road, Klong ton, Klong toey, Bangkok 10110

แผนที่สถานที่การถ่ายทอดสดการจัดประชุมวิสามัญผู้ถือหุ้น ครั้งที่ 1/2565 ผ่านสื่ออิเล็กทรอนิกส์

Map of Meeting Venue and Conference Broadcasting Location for EGM No.1/2022



- สถานที่:** ณ ห้องประชุมสำนักงาน บริษัท บี จิสติกส์ จำกัด (มหาชน)
- Location:** The Meeting Room BEGISTICS PUBLIC COMPANY LIMITED
- ที่ตั้ง:** เลขที่ 3656/64 ชั้น 19 อาคารกรีนทาวเวอร์ ถนนพระราม 4 แขวงคลองตัน  
เขตคลองเตย กรุงเทพมหานคร 10110
- Address:** No. 3656/64 Green Tower Building, 19th Floor, Unit K, Rama 4 Road,  
Klongton, Klongtoey, Bangkok 10110,
- โทรศัพท์:** (66) 02 367-3570-6 EXT.113
- โทรสาร:** (66) 02 367-3577
- Website:** <https://www.begistics.co.tharmyclubthai.com>
- Phone number:** (66) 02 367-3570-6 EXT.113
- Fax:** (66) 02 367-3577
- รถประจำทาง:** 149 45 46
- Bus:** 149 45 46