

## 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)
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#### External Free Legal Advisor

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

Thai Investors Association Representative

1. 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)**

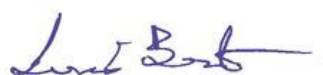
- None -

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