



BEGISTICS PUBLIC COMPANY LIMITED

**Invitation to the Annual General Meeting of
Shareholders 2025**

Friday, April 25, 2025 at 10:00 a.m.

At the meeting room of Begistics Public Company Limited

Organize the meeting via electronic media (E-AGM) only.

Registration

**Register via the DAP e-Shareholder Meeting (e-Registration)
system at <https://b.thekoble.com/agm/emeeting/index/1>**

Or scan QR Corde



Registration is available from 17 April 2025 at 8:30 AM onwards.

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

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March 10, 2025

Subject: Invitation to the 2025 Annual General Meeting of Shareholders (via electronic media)

Attention: Shareholders of Begistics Public Company Limited

- Attachments
1. Copy of the report of the 2025 Annual General Meeting of Shareholders
 2. Capital Increase Report Form (F53-4)
 3. Annual Report 56-1 One Report of the Company and Financial Statements for the Year 2024 (Ending on December 31, 2024) (QR Code)
 4. Brief history and relevant information of the nominees for the position of director
 5. List and history of auditors nominated for appointment as auditors for the year 2025
 6. Definition of Independent Directors and List of Independent Directors Who Are Proxies for the Annual General Meeting Shareholders for the Year 2025
 7. Conditions, criteria, procedures for attending the shareholders' meeting and the Company's regulations in relation to the shareholders' meeting
 8. Power of Attorney Form A B C
 9. Procedure for submitting questions regarding the 2025 Annual General Meeting of Shareholders
 10. Procedures for attending the 2025 Annual General Meeting of Shareholders
 11. Registration form for the 2025 Annual General Meeting of Shareholders via electronic media (E-AGM 2025)

The Board of Directors' Meeting of Begistics Public Company Limited ("the Company") No. 1/2025 held on Friday 28 February 2025 and the Board of Directors' Meeting No. 2/2025 held on Monday 10 March 2025 resolved to hold the 2025 Annual General Meeting of Shareholders in the form of an electronic shareholders' meeting (E-AGM) on Friday 25 April 2025 at 10.00 a.m. in accordance with the Electronic Meetings Act B.E. 2563 (including amendments) and other relevant laws and regulations, which will be broadcasted live at the meeting room of Begistics Public Company Limited, 52 Thaniya Plaza Building, 28th Floor, Silom Road, Suriyawong Subdistrict, Bang Rak District, Bangkok 10500. In this meeting, the Company provided an opportunity for shareholders to propose matters to be included in the meeting agenda and/or nominate persons to be considered for election as directors of the Company. From October 3, 2024 to January 31, 2025, no shareholders proposed any matters to be included in the meeting agenda and/or nominated any persons to be considered for election as directors of the Company. The meeting agenda is as follows:

Agenda 1 : **Consideration of approval of the minutes of the 2024 Annual General Meeting of Shareholders held on 26 April 2024.**

Facts and Reasons: The Company has prepared the report of the 2024 Annual General Meeting of Shareholders, which was held on Friday, April 26, 2024, and the Board of Directors has considered and approved the report of the 2024 Annual General Meeting of Shareholders (Attachment 1).

Opinion of the Board of Directors: The Board of Directors considered and deemed it appropriate to propose to the 2025 Annual General Meeting of Shareholders for consideration and approval of the minutes of the 2024 Annual General Meeting of Shareholders, which was held on Friday, April 26, 2024.

Voting Required : This agenda item must be approved by a majority vote of the shareholders attending the meeting and having the right to vote.

Agenda 2 : Acknowledgement of the Company's operating results for the fiscal year 2024

Facts and Reasons: The Company has summarized its past performance and significant changes that occurred in the year 2024, with details as shown in the Annual Information Form/Annual Report 2024 (Form 56-1 One Report 2024), which is in QR Code format sent with this invitation letter, prepared in accordance with the requirements of the Securities and Exchange Commission and the Stock Exchange of Thailand (Attachment 3).

Opinion of the Board of Directors: The Board of Directors considered and deemed it appropriate to propose to the 2025 Annual General Meeting of Shareholders to acknowledge the Company's operating results for 2024.

Voting Required : This is an agenda for information, so there is no voting

Agenda 3 : Consideration and approval of the Company's financial statements and profit and loss statements for the fiscal year ending on December 31, 2024.

Facts and reasons: Pursuant to the Public Limited Companies Act B.E. 2535, Section 112 and the Company's Regulations, Sections 55 and 56, the Company is required to prepare a balance sheet and profit and loss account to be presented to the Annual General Meeting of Shareholders for consideration and approval. The Company has prepared the balance sheet and profit and loss account for the fiscal year 2024 ending on December 31, 2024, which has been audited by the Company's auditors and found to be correct and complete in all material respects in accordance with the financial statement reporting standards. The Audit Committee and the Board of Directors have considered and therefore would like to propose to the Annual General Meeting of Shareholders 2025 to approve the balance sheet and profit and loss account for the fiscal year 2024 ending on December 31, 2024 (Attachment 3).

Audit Committee's Opinion: The Audit Committee's Meeting No. 1/2025, which was held on Friday, February 28, 2025, reviewed the Company's financial statements and profit and loss statements for the fiscal year ending December 31, 2024. The said financial statements have been audited by Miss JARUNEE NUAMMAE, Certified Public Accountant No. 5596, an auditor of A.M.T. Associates. The auditor's report expresses qualified opinions and has emphasizing paragraphs, which can be summarized as follows:

(Unit: thousand baht)

Profit and loss statement	Compared to last year			
	2024	2023	Increase (decrease)	%
Service income	61,080.46	121,880.98	(60,800.52)	(49.89)
Construction income	41,147.17	54,340.35	(13,193.18)	(24.28)
Income from selling electricity	236,779.72	189,800.33	46,979.39	24.75
Income from raw water sales	13,124.86	24,569.80	(11,444.94)	(46.58)
Income from the sale of carbon credit certificates		297,833.70	(297,833.70)	(100.00)
Other income	129,349.17	211,950.57	82,601.40	(38.97)
Total income	481,481.38	900,375.73	(418,894.35)	(46.52)
Service costs	232,398.57	460,600.59	(228,202.02)	(49.54)
Selling and administrative expenses	156,047.35	179,820.82	(23,773.47)	(13.22)
Loss from sale of assets	8,821.95	7,403.63	1,418.32	19.16
Exchange rate loss		1,274.50	(1,274.50)	(100.00)
Loss from impairment of intangible assets	81,686.64	5,456.40	76,230.24	1,397.08
Loss from impairment of other non-current financial assets	5,000.00	10,000.00	(5,000.00)	(50.00)
Doubtful Debt	995.95	-	995.95	100.00
Financial costs	54,760.30	62,355.38	(7,595.08)	(12.18)

(Unit: thousand baht)

Profit and loss statement	Compared to last year			
	2024	2023	Increase (decrease)	%
Total expenses	539,710.76	726,911.32	(187,200.56)	(25.75)
Share of profit (loss) from investment in associates	(1,250.21)	45,830.14	(47,080.35)	(102.73)
Profit (loss) before income tax	(59,479.59)	219,294.55	(278,774.14)	(127.12)
(Expenses) Income Tax Income	19,082.51	(9,235.60)	28,318.11	306.62
Net profit (loss)	(40,397.08)	210,058.95	(250,456.03)	(119.23)

(Unit: thousand baht)

Statement of financial position	Compared to last year			
	2024	2023	Increase (decrease)	%
Current assets	1,782,421.84	1,425,814.39	356,607.45	25.01
Non-current assets	4,592,800.68	5,377,987.74	(785,187.06)	(15.60)
Total assets	6,375,222.52	6,803,802.13	(428,579.61)	(6.30)
Current liabilities	509,454.82	720,838.96	(211,384.14)	(29.32)
Non-current liabilities	1,566,380.96	1,719,379.50	(152,998.54)	(8.90)
Total debt	2,075,835.78	2,440,218.46	(364,382.68)	(14.93)
Shareholders' equity	4,299,386.74	4,363,583.67	(64,196.94)	(1.47)
Total liabilities and shareholders' equity	6,375,222.52	6,803,802.13	(428,579.61)	(6.30)

Opinion of the Board of Directors: The Board of Directors' Meeting No. 1/2025, which met on Friday, February 28, 2025, considered the financial statement and profit and loss statement and had no different opinion from the Audit Committee. Therefore, it is appropriate to propose to the 2025 Annual General Meeting of Shareholders to consider and approve the Company's financial statement and profit and loss statement for the fiscal year ending December 31, 2024, which have been audited and certified by the Company's auditors.

Voting Required : This agenda item must be approved by a majority vote of the shareholders attending the meeting and having the right to vote.

Agenda 4 : **Consideration of approval to suspend allocation of net profit as legal reserve and to suspend payment of annual dividends for 2024.**

Facts and Reasons: Pursuant to the Public Limited Companies Act B.E. 2535, Section 116, a company is required to set aside as a reserve fund ("legal reserve fund") not less than 5 percent of its annual net profit after deducting accumulated losses brought forward (if any) until such reserve fund reaches not less than 10 percent of the registered capital. This reserve fund cannot be distributed as dividends. In the fiscal year ending on December 31, 2024, the Company's separate financial statements showed a loss of 69 million baht. Therefore, it is proposed to consider not allocating net profits as legal reserves and not paying dividends for the Company's operating results for the year ending on December 31, 2024.

Dividend payment information over the past 5 years

Details	2020	2021	2022	2023	2024 Year of proposal
Dividend Payment (Baht : Share)	-	-	-	-	-
1. Annual dividend	No payment	No payment	No payment	No payment	No payment
Dividend payout ratio to net profit	-	-	-	-	-

Dividend Policy

The Company has a policy to pay dividends to its shareholders at a rate of not less than 30 percent of net profit after corporate income tax of the Company's separate financial statements and after legal reserves and other accumulated funds as determined by the Company. However, such dividend payment may change depending on the Company's financial position, operating results, investment plans, other necessities and appropriateness in the future as deemed appropriate by the Company's Board of Directors and/or shareholders.

Board of Directors' Opinion: The Board of Directors' Meeting No. 1/2025, which was held on Friday, February 28, 2025, considered and deemed it appropriate to propose to the 2025 Annual General Meeting of Shareholders to consider and approve the suspension of the allocation of legal reserves and the suspension of dividend payments for the 2024 operating results.

Voting Required : This agenda item must be approved by a majority vote of the shareholders attending the meeting and having the right to vote.

Agenda 5 : Consideration of approval of the election of directors to replace directors who retire by rotation in 2025.

Facts and reasons: According to the Public Limited Companies Act B.E. 2535, Section 71 and the Company's Articles of Association, Section 18, it is stipulated that at every annual general meeting, at least one-third (1/3) of the directors must retire from their positions at a rate of 1/3. If the number of directors cannot be divided into three parts, the number closest to one-third (1/3) must retire. The directors who must retire in the first and second years after the company's registration will be drawn by lots. In subsequent years, the directors who have been in the position for the longest period will retire. The directors who have retired may be re-elected to the position. The persons nominated for the position of directors at this time must go through a screening process or careful consideration to ensure that the persons nominated for the position of directors at this time have the qualifications suitable for the company's business.

The list of directors whose terms of office will expire in 2025 is as follows:

1. Pol. Maj. Gen. Prapass Piyamongkol Independent Director, 2nd Vice Chairman of the Board of Directors and Chairman of the Audit Committee
2. Mr. Pairoj Waiwanijchakij Board of Directors, Executive Committee and Risk Management Committee

The Company has provided an opportunity for shareholders to propose a list of persons who are deemed to have suitable qualifications to be selected as directors for the Board of Directors to consider in advance. The announcement was made on the Company's website <https://www.begistics.co.th> and via the Stock Exchange of Thailand's electronic system between October 3, 2024 and January 31, 2025. However, no shareholders proposed any names of directors for selection.

Opinion of the Nomination and Remuneration Committee: The Nomination and Remuneration Committee Meeting No. 1/2025, convened on Friday, February 28, 2025, which was assigned by the Board of Directors, excluding directors with vested interests in this agenda, considered the suitability, knowledge, capabilities, and work experience of persons who should be elected as directors of the Company. The persons nominated for directorship this time have undergone the consideration and screening process, and careful consideration, in accordance with the process set by the Company, and have qualifications in accordance with relevant rules and regulations and are appropriate for the Company's business. In order to ensure that the persons nominated for directorship this time have qualifications appropriate for the Company's business and have qualifications in accordance with the Public Limited Companies Act B.E. 2535 of directors who have already retired by rotation, it was resolved that the Board of Directors propose to the 2025 Annual General Meeting of Shareholders for consideration and approval of the re-election of directors who have retired by rotation to continue their positions as directors for another term, including to continue to hold other positions as before.

The Board has considered and found that the persons to be nominated as independent directors have the qualifications in accordance with the laws related to the provisions regarding independent directors and will be able to express opinions independently and in accordance with the relevant criteria. The history of each director is as shown in (Attachment 4).

Opinion of the Board of Directors: The Board of Directors' Meeting No. 1/2025, convened on Friday, 28 February 2025, excluding directors with vested interests in this agenda, considered and resolved to approve the opinion of the Nomination and Remuneration Committee. It is therefore appropriate to propose to the Annual General Meeting of Shareholders 2025 to consider and approve the re-election of directors whose terms have expired to continue their positions as directors for another term. The persons nominated to serve as directors this time have undergone a screening process, careful consideration, and carefulness in accordance with the process set by the Company. They have qualifications in accordance with relevant rules and regulations and are suitable for the Company's business operations. This is to ensure that the persons nominated to serve as directors this time have qualifications suitable for the Company's business operations.

The Board of Directors considered and found that the persons nominated to hold the position of independent directors have the qualifications in accordance with the laws related to the requirements regarding the qualifications of independent directors and that independent directors can express their opinions independently and in accordance with the relevant criteria, including allowing them to continue to hold other positions as before, as follows:

- | | | |
|---------------------------|----------------|---|
| 1. Pol. Maj. Gen. Prapass | Piyamongkol | Independent Director, 2 nd Vice Chairman of the Board of Directors and Chairman of the Audit Committee |
| 2. Mr. Pairoj | Waiwanijchakij | Board of Directors, Executive Committee and Risk Management Committee |

Voting Required : This agenda item must be approved by a majority vote of the shareholders present at the meeting and entitled to vote.

Agenda 6 : **Consideration and approval of the determination of remuneration for directors for the year 2025**

Facts and reasons: According to the Company's regulations, Section 34 stipulates that the directors' remuneration and compensation shall be determined by the shareholders' meeting. Directors have the right to receive compensation from the Company in the form of prize money, meeting allowances, rewards, bonuses, or other benefits in accordance with the regulations or as considered by the shareholders' meeting, which may be determined as a fixed amount or set as a guideline and may be determined from time to time or may be effective until changed. In addition, they shall receive allowances and various benefits in accordance with the Company's regulations, without affecting the rights of the Company's employees and workers who are elected as directors who receive compensation and benefits as employees or workers of the Company. The payment of compensation must not conflict with the qualifications of an independent director as determined by the Securities and Exchange Act.

Determining appropriate remuneration for directors is one of the practices in accordance with the principles of good corporate governance to protect the interests of shareholders. The Board of Directors has established policies and criteria for determining remuneration for directors that are consistent with the duties and responsibilities of the directors, by considering information on both the form and amount of remuneration for directors, which is comparable to industrial groups with similar income. In considering the determination of remuneration, the following factors are taken into account:

1. The Board of Directors has set policies, criteria, composition and remuneration of directors that are fair and at an appropriate level, based on the principles of performing the duties of directors and consistent with the assigned duties and responsibilities, comparable to companies in the same business group and of similar size.

2. The determination of directors' remuneration takes into account the adequacy and motivation in selecting quality directors and retaining directors with knowledge and ability to perform their duties with determination and dedication in creating benefits for the company. The Nomination and Remuneration Committee will review the remuneration of the directors annually and present it to the Board of Directors for consideration and approval and inclusion in the agenda of the annual general meeting of shareholders for consideration and approval by the shareholders' meeting.

Opinion of the Nomination and Remuneration Committee: The Nomination and Remuneration Committee Meeting No. 1/2025 on Friday, February 28, 2025 considered the determination of the remuneration of the directors to be in line with the number of directors, the Company's performance, the size of the business, the duties and responsibilities, and the performance of each director. Such remuneration shall be at an appropriate level comparable to leading companies in the Stock Exchange of Thailand and in the same industry group, and shall be sufficient to motivate and retain quality directors with the Company. Therefore, it is deemed appropriate to propose the Company's directors to consider and propose to the general meeting of shareholders to consider and approve the budget for remuneration for the Company's Board of Directors and various subcommittees for the year 2025 (from January 1, 2025 to December 31, 2025) within the total amount not exceeding 3,000,000 baht (three million baht), which is the same rate as in 2024, and the remuneration policy shall remain the same as in the previous year.

Policy and criteria for determining director remuneration

1. Remuneration Policy

- 1) Consistent with the Company's strategies, business goals, and short-term and long-term performance.
- 2) The remuneration of directors is appropriate for their duties and responsibilities and the use of knowledge and experience of the directors to create value and maximum benefit for the company and shareholders.
- 3) Director compensation in both monetary and other forms that can motivate and retain capable directors to work effectively with the company in the long term.
- 4) The format and amount of the board's remuneration are appropriate for the economic situation and figures that are comparable to those of the same industry and companies with similar income in the Stock Exchange of Thailand.
- 5) Director remuneration is transparent in disclosing all forms of director remuneration, both in the shareholders' meeting and in other company reports.

2. Criteria for determining compensation

- 1) Shareholders must approve the structure and rates of directors' remuneration, both in monetary and non-monetary forms.
- 2) Consider appropriate compensation, including:
 - Fixed compensation (e.g. monthly salary, meeting allowance)
 - Compensation based on the company's actual performance (e.g. bonuses, retirement benefits) should be linked to the value the company creates for shareholders, but should not be at a level that is too high, leading to a focus on short-term performance.
 - Other compensation (e.g. health check-up and medical expenses, directors' liability insurance, group life insurance, etc.)
- 3) Executive directors who receive compensation as employees of the company will not receive fixed-rate compensation, such as regular compensation and meeting allowances.

1. Monthly compensation and meeting allowance for 2025 (equal to 2024)

Committee	Director's remuneration (baht) 2025 (proposed year)		Director's remuneration (baht) 2024	
	Meeting allowance	Monthly Compensation	Meeting allowance	Monthly Compensation
Board of Directors				
Chairman of the Board	5,000	30,000	5,000	30,000
Vice Chairman	5,000	20,000	5,000	20,000
Director	5,000	10,000	5,000	10,000
Audit Committee				
Chairman	5,000	20,000	5,000	20,000
Director	5,000	10,000	5,000	10,000
Nomination and Remuneration Committee				
Chairman	5,000	20,000	5,000	20,000
Director	5,000	10,000	5,000	10,000
Executive Committee				
Chairman (Who are not an executive of the company)	5,000	20,000	5,000	20,000
Director (Who are not executives of the company)	5,000	10,000	5,000	10,000

In the case where a director holds more than one position, he/she shall receive only the highest monthly compensation rate. The Company's directors do not receive any other compensation apart from the above. However, to support the directors to perform their duties with full efficiency, the Company has prepared a directors' liability insurance policy, training and seminar expenses, with the Company being responsible for the expenses according to the amount specified in the Company's related policies.

2. Other remuneration of directors in 2025 (equal to 2024)

Group health insurance plan for inpatients and outpatients (IPD+OPD) with a total annual premium not exceeding 50,000 baht (excluding VAT) per director.

Details	2024 (baht)	2023 (baht)
Monthly remuneration for directors	1,560,000	1,560,000
Meeting allowance	685,000	980,000
Total remuneration for directors and subcommittees	2,245,000	2,540,000

Note: For the scope of duties of the subcommittees and the policy on determining the remuneration of directors, details are provided in the Annual Information Form/Annual Report 2024 (Form 56-1 One Report), topic: Corporate Governance Structure and topic: Report on Significant Performance Results in Corporate Governance. The Company does not grant the right to purchase ESOP or any other benefits apart from those mentioned above.

Opinion of the Board of Directors: The Board of Directors' Meeting No. 1/2025 on Friday, February 28, 2025 considered and resolved to propose to the Annual General Meeting of Shareholders 2025 for consideration and approval of the determination of the remuneration of directors for the year 2025 in an amount not exceeding 3 million baht as detailed above.

Voting Required : This agenda item must be approved by a vote of not less than two-thirds of the total number of votes of shareholders attending the meeting and having the right to vote.

Agenda 7 : Consideration of approval of the appointment of auditors and determination of auditor remuneration for the year 2025.

Facts and reasons: The Public Limited Companies Act B.E. 2535, Sections 120 and 121, and the Company's Regulations, Section 40, stipulate that the general meeting of shareholders shall consider appointing an auditor every year. The general meeting of shareholders may re-appoint the same auditor, and the meeting of shareholders shall determine the audit fee. The auditor shall not be a director, employee, staff member, or person holding any position in the company. In addition, the announcement of the Capital Market Supervisory Board stipulates that a listed company must arrange for the rotation of auditors if the previous auditor has performed the duty of reviewing or examining and expressing an opinion on the company's financial statements for 7 fiscal years, whether consecutively or not. A new auditor affiliated with the same auditing firm as the previous auditor may be appointed. However, the company may appoint an auditor who has ceased to perform his duties due to auditor rotation after at least 5 consecutive fiscal years from the date he ceased to perform his duties.

Audit Committee's Opinion: The Audit Committee's Meeting No. 1/2025, which was held on Friday, February 28, 2025, considered selecting the auditors of A.M.T. Associates Office to be the auditors based on their performance and therefore proposed to the Board of Directors to propose the appointment of one of the following auditors:

- 1) MRS. NATSARAK SAROCHANUNJEEN Certified Public Accountant, Registration No. 4563
(Number of years as an auditor for the company: 4 years (2021-2024)) or
- 2) Miss DARANEE SOMKAMNERD Certified Public Accountant, Registration No. 5007
(Number of years as an auditor for the company: 4 years (2021-2024)) or
- 3) Miss JARUNEE NUAMMAE Certified Public Accountant, Registration No. 5596
(Number of years as an auditor for the company: 4 years (2021-2024)) or
- 4) MR. SIRAMATE AKKHARACHOTKULLANUN Certified Public Accountant, Registration No. 11821
(Number of years as an auditor for the company: 4 years (2021-2024))
- 5) Ms. NATTAYA TUNGPRADIT Certified Public Accountant, Registration No. 11591
(Number of years as an auditor for the company: 1 year (2025))

In addition, any one of the above auditors shall be responsible for auditing and expressing an opinion on the Company's financial statements. In the event that the above auditors are unable to perform their duties, A.M.T. Associates shall provide another certified public accountant to act in their place and shall set the annual audit fee for 2025 and the quarterly review fee for the Company, subsidiaries and associated companies not exceeding 6,006,000 baht, excluding other actual expenses directly related to the audit of the financial statements which shall be charged separately.

In the event that there is work outside of normal auditing, the Board of Directors shall be authorized to consider and determine the expenses on a case-by-case basis by proposing that the Board of Directors propose to the general meeting of shareholders to approve auditors from A.M.T. Associates as the Company's auditors for the year 2025 (Attachment 5).

The Company uses the same auditing firm as the auditor of the Company's direct and indirect subsidiaries for the year 2025, totaling 9 companies. A.M.T. Associates is the proposed auditor. The auditor has no relationship and/or interest between the auditor and the Company/subsidiaries/executives/major shareholders or related persons of the said persons. In addition, Auditor No. 1, who is a key audit partner, has performed auditing work for the Company for 4 fiscal years from 2021 to 2024.

Opinion of the Board of Directors: The Board of Directors' Meeting No. 1/2025 on Friday, February 28, 2025 considered and resolved to approve the opinion of the Audit Committee. Therefore, it is appropriate to propose to the Annual General Meeting of Shareholders 2025 to consider and approve the appointment of the auditor and the determination of the auditor's remuneration for the year 2025 as follows:

Unit: Baht			
Audit Fee	2025 (Proposed year)	2024	2023
The audit fee for the annual consolidated financial statements and the audit fee for the quarterly consolidated financial statements of the Company	2,070,000	2,070,000	1,690,000
Other expenses are charged as actually incurred, such as photocopying, travel expenses (including VAT).	-	-	-
Non-Audit Fee	2025 (Proposed year)	2024	2023
Other service fees	-	-	-

The Company does not have any other service fees (Non-audit fee) for the quarterly audit fee of subsidiaries and associated companies in the amount of approximately 1,810,000 baht, excluding other service fees (Non-audit fee), with details as follows:

Unit: Baht			
Audit Fee	2025 (Proposed year)	2024	2023
Audit fees and quarterly audit fees of subsidiaries and associates	3,936,000	3,530,000	1,460,000
Number of subsidiaries	9	10	4
Number of affiliated companies	0	1	2
Including audit service fees	6,006,000	5,600,000	3,150,000

(The audit fees for 2025 of subsidiaries may change according to the actual work volume during the year.)

Voting Required : This agenda item must be approved by a majority vote of the shareholders attending the meeting and having the right to vote.

Agenda 8 : **Consideration of approval of the issuance and offering of additional common shares under a general mandate in an amount not exceeding 2,422,201,821 shares, with a par value of 2.04 baht per share, to be offered to the Company's existing shareholders in proportion to their shareholding (Right Offering) in an amount not exceeding 1,614,801,821 shares, with a par value of 2.04 baht per share, and to be offered to a limited number of persons (Private Placement) in an amount not exceeding 807,400,000 shares, with a par value of 2.04 baht per share.**

Facts and Reasons: Issuance and Offering of Additional Common Shares under General Mandate

Allocated to	Type of securities	Number of shares ^{/2}	Percentage of paid-up capital ^{/1}
Right Offering: RO	Common stock	Not exceeding 1,614,801,821 shares	20.00%
Private Placement: PP	Common stock	Not exceeding 807,400,000 shares	9.99%

^{/1} Percentage of the Company's paid-up capital on the date the Board of Directors resolved to increase capital by General Mandate. The Company's paid-up capital is 16,470,978,574.20 baht, equivalent to 8,074,009,105 shares.

^{/2} Not exceeding 2,422,201,821 shares, equivalent to not exceeding 29.99 percent of the Company's paid-up capital, with details as follows:

- (1) Allocate new common shares of no more than 1,614,801,821 shares, with a par value of 2.04 baht per share, representing 20 percent of the paid-up capital, to be offered for sale to the Company's existing shareholders in proportion to their shareholding (Right Offering), with a selling price of no less than 0.01 baht.
- (2) Allocate new common shares of no more than 807,400,000 shares, with a par value of 2.04 baht per share, representing approximately 9.99 percent of the paid-up capital, to be offered for sale to a limited number of persons (Private Placement).

The allocation of such additional common shares in relation to the offering of shares to a specific person must not be an allocation to a related person pursuant to the Notification of the Capital Market Supervisory Board No. TorJor. 21/2551 on the criteria for related party transactions and the Notification of the Stock Exchange of Thailand on the disclosure of information and operations of listed companies in related party transactions B.E. 2546 (including any amendments). The offering price must not be considered a low price pursuant to the criteria specified in the Notification of the Capital Market Supervisory Board on the application for and permission to offer shares to a specific person. The offering price of newly issued shares to a specific person must be the best price under market conditions during the offering period, which must not be lower than 90 percent of the market price pursuant to the Notification of the Capital Market Supervisory Board No. TorJor. 28/2565 on the permission for listed companies to offer newly issued shares to a specific person dated December 28, 2022 (including any amendments), whereby the market price means the weighted average trading price of the Company's ordinary shares on the Stock Exchange. Retrospective not less than 7 consecutive business days and not more than 15 consecutive business days prior to the date of determination of the offering price for each additional share allocation.

In addition, since the Company has accumulated losses as shown in the financial statements and profit and loss statements for the year ending on December 31, 2024, the Company may set the offering price of newly issued shares lower than the Company's par value, but not lower than 0.01 baht per share. The Company must comply with Section 52 of the Public Limited Companies Act, which stipulates that a company that has been in operation for at least one year may offer shares for sale at a lower price than the registered share value if it appears that it has incurred losses, but must receive approval from the shareholders' meeting and specify a definite discount rate.

However, according to the regulations of the Stock Exchange of Thailand, the Company will be able to increase its capital by a general mandate up to a maximum of 30 percent of the paid-up registered capital, in accordance with the conditions for the allocation of additional common shares in clauses (1) and (2) above, as detailed in Attachment 1, the capital increase report form (F53-4), whereby the increased paid-up capital will not exceed 30 percent of the paid-up capital on the date the Board of Directors resolves to increase the capital, including authorizing the Board of Directors to consider taking action or cause various actions related to the allocation of additional common shares, including but not limited to the following actions:

- a. Consider offering and allocating additional common shares, which may be offered for sale in full or in part, and at one or more times.
- b. Specify the objectives, offering period, offering price, subscription and payment methods, as well as any other conditions and details related to the allocation of such additional common shares. The allocation of such additional common shares must not be an allocation to any related persons (in accordance with the Capital Market Supervisory Board's Notification No. Tor Chor. 21/2551 on Related Transaction Criteria and the Stock Exchange of Thailand's Notification on Disclosure of Information and Operations of Listed Companies in Related Transactions B.E. 2546) in relation to the offering of shares to a limited number of persons (Private Placement) and must not be an offering of shares at a low price (in accordance with the Securities and Exchange Commission's (SEC) Notification in relation to the request for permission and permission to offer shares to a limited number of persons (Private Placement)).
- c. In determining the offering price of the Company's newly issued ordinary shares under a general mandate to a limited number of persons (Private Placement), it must be the best price according to market conditions during the offering period to investors and in the best interests of the Company and its shareholders. Such offering price may be discounted but must not exceed 10

- percent of the market price calculated from the weighted average price for at least 7 consecutive business days but not more than 15 consecutive business days prior to the date on which the Board of Directors resolves to determine the offering price.
- d. Negotiate, agree, enter into and sign any contracts and/or documents necessary for and related to the allocation of such additional common shares, including amendments to such contracts and documents and related information or disclosures, as well as consider appointing financial advisors, legal advisors, securities distributors and/or any other service providers (if any or necessary).
 - e. Signing the application forms, requests for waivers, notices and any documents related to the allocation of such additional common shares, including the relevant registrations with the Ministry of Commerce and the listing of the Company's additional common shares on the Stock Exchange of Thailand, as well as contacting, coordinating and submitting documents to government agencies or any other relevant agencies, and
 - f. Take any action necessary and relevant to make the allocation of such additional common shares successful, including assigning any person whom the Board of Directors deems appropriate to act in accordance with clauses (d) and (e) above, which the Company will present to the 2025 Annual General Meeting of Shareholders for further consideration and approval.

Opinion of the Board of Directors: The Board of Directors' Meeting No. 2/2025 on Monday, March 10, 2025, considered and unanimously resolved to propose to the Annual General Meeting of Shareholders 2025 to consider and approve the issuance and offering of additional ordinary shares under a general mandate in the amount not exceeding 2,422,201,821 shares, with a par value of THB 2.04 per share, to be offered to the Company's existing shareholders in proportion to their shareholding (Right Offering) in the amount not exceeding 1,614,801,821 shares, with a par value of THB 2.04 per share, and offered to a limited number of persons (Private Placement) in the amount not exceeding 807,400,000 shares, with a par value of THB 2.04 per share, and to authorize the Board of Directors to have the power to consider taking action or cause action in relation to the allocation of such additional ordinary shares. This includes but is not limited to the actions detailed in paragraphs (a), (b), (c), (d), (e), (f), (g) and (h) above.

Voting Required : This agenda item must be approved by a vote of not less than three-fourths of the total number of votes of shareholders attending the meeting and having the right to vote.

Agenda 9 : **Consideration of approval of the reduction of the Company's registered capital by 1,618,743,757.68 baht from the original registered capital of 23,580,047,671.92 baht to the registered capital of 21,961,303,914.24 baht by cutting 793,501,842 unissued ordinary shares with a par value of 2.04 baht per share and approval of the amendment to the Memorandum of Association, Section 4 of the Company to be consistent with the reduction of the Company's registered capital.**

Facts and Reasons: Under the Public Company Act B.E. 2535 (as amended), the Company shall increase its capital from the amount already registered by issuing new shares only when all shares have been issued and paid for in full or, in the case where the shares have not been issued in full, the remaining shares must be shares issued to support the Company's convertible debentures or share purchase warrants. Therefore, the Company shall reduce its registered capital by THB 1,618,743,757.68 from the original registered capital of THB 23,580,047,671.92 to the registered capital of THB 1,618,743,757.68. 21,961,303,914.24 baht by canceling 793,501,842 unissued common shares, with a par value of 2.04 baht per share, which are common shares issued to support the exercise of the Company's 7th warrant to purchase additional common shares (B-W7) in the amount of 793,501,842 shares, which have been delisted from the Stock Exchange of Thailand since March 15, 2024, and approving the amendment to the Company's memorandum of association, Section 4, to be consistent with the reduction of the Company's registered capital.

Board of Directors' Opinion: The Board of Directors' Meeting No. 1/2025, which was held on Friday, February 28, 2025, considered and unanimously resolved to propose to the Annual General Meeting of Shareholders 2025 to consider approving the reduction of the Company's registered capital by THB 1,618,743,757.68 from the original registered capital of THB 23,580,047,671.92 to THB 21,961,303,914.24, which are ordinary shares issued to support the exercise of the Company's 7th Warrant (B-W7) in the amount of 793,501,842 shares, with a par value of THB 2.04 per share, and to approve the amendment to the Company's Memorandum of Association, Section 4, to be consistent with the reduction of the Company's registered capital. In this regard, the person assigned by the Board of Directors to register the amendment to the Memorandum of Association at the Department of Business Development, Ministry of Commerce, is authorized to amend and add wording to comply with the registrar's order in order to complete the registration process, as follows:

"No.4	Registered capital	21,961,303,914.24	baht	(Twenty-one thousand nine hundred sixty-one million three hundred three thousand nine hundred fourteen baht twenty-four satang)
	Divided into	10,765,345,056	shares	Ten thousand seven hundred sixty five million three hundred forty thousand fifty six shares)
	Value per share	2.04	baht	(Two baht and four satang)
	Divided into			
	Common stock	10,765,345,056	shares	(Ten thousand seven hundred sixty five million three hundred forty thousand fifty six shares)
	Preferred shares	-	shares	- shares"

Voting Required : This agenda item must be approved by a vote of not less than three-fourths of the total number of votes of shareholders attending the meeting and having the right to vote.

Agenda 10 : **Consideration of approval of the increase in the Company's registered capital by 4,941,291,714.84 baht from the original registered capital of 21,961,303,914.24 baht to 26,902,595,629.08 baht by issuing 2,422,201,821 new ordinary shares with a par value of 2.04 baht per share to support the capital increase by means of a general mandate and approval of the amendment to Article 4 of the Company's Memorandum of Association to be consistent with the increase in the Company's registered capital.**

Facts and reasons: To prepare financial sources and fund raising channels in advance to support the need for working capital in business operations and/or to support investment opportunities and business expansion in the future that can create appropriate returns for the company and be beneficial to shareholders and/or for other purposes as the Board of Directors deems appropriate.

The Company will increase its registered capital by another 4,941,291,714.84 baht from the original registered capital of 21,961,303,914.24 baht to 26,902,595,629.08 baht by issuing 2,422,201,821 new common shares with a par value of 2.04 baht per share to support the capital increase under a general mandate.

Board of Directors' Opinion: The Board of Directors' Meeting No. 2/2025, which was held on Monday, March 10, 2025, considered and unanimously resolved to propose to the Annual General Meeting of Shareholders for 2025 to consider and approve an increase in the Company's registered capital by another 4,941,291,714.84 baht from the original registered capital of 21,961,303,914.24 baht to 26,902,595,629.08 baht by issuing 2,422,201,821 new ordinary shares with a par value of 2.04 baht per share to support the capital increase under the General Mandate and to approve the amendment to Article 4 of the Company's Memorandum of Association to be consistent with the increase in the Company's registered capital. The person assigned by the Board of Directors to register the amendment to the Memorandum of Association at the Department of Business Development, Ministry of Commerce, is authorized to amend and add wording to comply with the order of the registrar in order to complete the registration process, as follows

"No.4	Registered capital	26,902,595,629.08	baht	(Twenty-six thousand nine hundred and two million five hundred and ninety-five thousand six hundred and twenty-nine baht and eight satang)
	Divided into	13,187,546,877	shares	(Thirteen thousand one hundred eighty-seven million five hundred forty-six thousand eight hundred seventy-seven shares)
	Value per share	2.04	baht	(Two baht and four satang)
	Divided into			
	Common stock	13,187,546,877	shares	(Thirteen thousand one hundred eighty-seven million five hundred forty-six thousand eight hundred seventy-seven shares)
	Preferred shares	-	shares	- shares"

Voting Required : This agenda item must be approved by a vote of not less than three-fourths of the total number of votes of shareholders attending the meeting and having the right to vote.

Agenda 11 : **Consider approving the allocation of no more than 2,422,201,821 additional common shares, with a par value of 2.04 baht per share, to support the general mandate capital increase.**

Facts and reasons: The Company has increased its registered capital by 4,941,291,714.84 baht from the original registered capital of 21,961,303,914.24 baht to 26,902,595,629.08 baht by issuing additional common shares under a general mandate in an amount not exceeding 2,422,201,821 shares with a par value of 2.04 baht (two baht four satang) per share for sale to existing shareholders in proportion to their shareholding (Right Offering) and for sale to a limited number of persons (Private Placement) as detailed in Agenda Item 8.

Opinion of the Board of Directors: The Board of Directors' Meeting No. 2/2025, which was held on Monday, March 10, 2025, considered and unanimously resolved to propose to the Annual General Meeting of Shareholders 2025 to consider approving the allocation of no more than 2,422,201,821 additional common shares, with a par value of 2.04 baht per share, to support the capital increase under a general mandate, with the following details:

- (1) Allocate new common shares of no more than 1,614,801,821 shares, with a par value of 2.04 baht per share, representing 20 percent of the paid-up capital, to be offered for sale to existing shareholders in proportion to their shareholding (Right Offering), with a sales price set at no less than 0.01 baht/share.
- (2) Allocate new common shares of no more than 807,400,000 shares, with a par value of 2.04 baht per share, representing approximately 9.99 percent of the paid-up capital, to be offered for sale to a limited number of persons (Private Placement).

Voting Required : This agenda item must be approved by a majority vote of the shareholders attending the meeting and having the right to vote.

Agenda 12 : **Consider other matters (if any)**

Facts and Reasons: This agenda is set for shareholders to ask questions and/or express their opinions to the Board of Directors (if any) and/or for the Board of Directors to clarify and answer shareholders' questions. This agenda is an agenda to consider other matters and the Company does not consider any additional matters apart from those specified in the invitation letter. No voting will be held on this agenda.

The Company has set the list of shareholders entitled to attend the 2025 Annual General Meeting of Shareholders (Record Date) on March 25, 2025.

The Company will commence the electronic meeting (E-AGM) at 10.00 a.m. Shareholders or proxies who wish to attend the electronic meeting (E-AGM) are requested to submit the electronic meeting registration form (E-AGM) and identification documents, details of which are set out in Attachment 11, to the Company at the address below. The Company will allow advance registration of attendees from 17 April 2025 onwards.

- e-mail: ir_investment@begistics.co.th หรือ
- Mail channel: Office of the CEO, Begistics Public Company Limited
No. 52 Thaniya Plaza Building, 28th Floor, Silom Road, Suriyawong Subdistrict, Bang Rak District, Bangkok 10500

When the Company has verified the list of shareholders on the Record Date on 25 March 2025, OJ International Co., Ltd., the meeting control system service provider, will deliver the username and password to shareholders via the email address sent to the Company for access to the 2025 Annual General Meeting of Shareholders program via electronic media (E-AGM) of OJ International Co., Ltd.

If a shareholder is unable to attend the meeting via electronic media in person, he/she may appoint another person or an independent director proposed by the Company to be his/her proxy, as detailed in Attachment 6, to attend the meeting on his/her behalf. The proxy must be completed and signed in Proxy Form B (a form specifying the details of the proxy), as detailed in Attachment 8, or Proxy Form A (general form) or Form C (only for foreign investors who have appointed a custodian in Thailand to be the depository and keeper of their shares), which can be downloaded from the Company's website at www.begistics.co.th. Select only one of the forms specified, and attach evidence of the rights to attend the shareholders' meeting. For the Company's regulations related to the shareholders' meeting, you can study the details in Attachment 7. We request your cooperation in submitting the proxy form to the Company by April 23, 2025, to the Company Secretary's Office.

Company Secretary Department
Begistics Public Company Limited
No. 52 Thaniya Plaza Building, 28th Floor, Silom Road
Suriyawong Subdistrict, Bang Rak District, Bangkok 10500

In case any shareholder has any questions that the Company would like to clarify on issues related to the agenda presented this time, please send your questions to the Company Secretary at least 1 week prior to the meeting date. Shareholders can download the advance question submission form from the Company's website and send it via email: ir_investment@begistics.co.th or send it by post: Begistics Public Company Limited, 52 Thaniya Plaza Building, 28th Floor, Silom Road, Suriyawong Subdistrict, Bangrak District, Bangkok 10500.

Therefore, we would like to inform you and invite all shareholders to attend the 2025 Annual General Meeting of Shareholders on the date, time and location specified above. Thank you very much.

Best regards

Pol Lt Gen. 
(Somkid Boontanom)
Chairman of the Board

Note : Shareholders can view the invitation notice for the 2025 Annual General Meeting of Shareholders and meeting documents via the Company's website from 20 March 2025 at [https://www.begistics.co.th/shareholders/ Investor Relations <Shareholder Meeting Information<General Shareholders Meeting/Extraordinary Shareholders Meeting](https://www.begistics.co.th/shareholders/Investor_Relations%20%3CShareholder_Meeting_Information%3CGeneral_Shareholders_Meeting/Extraordinary_Shareholders_Meeting) can be viewed in advance according to the details of the procedure for submitting questions regarding the shareholders' meeting (Attachment 9).

**fAnnual General Meeting of Shareholders Report 2024
Begistics Public Company Limited**

Begistics Public Company Limited (the "Company") held the 2024 Annual General Meeting of Shareholders in the form of an electronic meeting (E-AGM) on Friday, April 26, 2024 at 2:00 p.m. in accordance with the Electronic Meeting Act B.E. 2563 (including amendments) and other relevant laws and regulations. The meeting will be broadcast live at the Company's office meeting room, 28th floor, Thaniya Plaza Building, 52 Silom Road, Suriyawong Subdistrict, Bang Rak District, Bangkok 10500.

The board of directors attended the meeting.

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

Invited to the meeting

1. Ms. Peeraya	Potiprasart	Chief Financial Officer
2. Mrs.Yuppadee	Koopetngarm	Chief Support Officer and Company Secretary
3. Mr.Attapol	Sanont	Director of Accounting and Finance

Auditor

1. Ms. Pim-on	Kraisuthiwong	A.M.T. Associates Office (meeting via electronic channels)
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Independent external legal counsel

1. Mr. Thammarat	Saengchan	Independent external legal consultant, M & T Law Office Co., Ltd. (meeting via electronic channels)
2. Mr. Suphakorn	Rananant	Independent external legal consultant, M & T Law Office Co., Ltd. (meeting via electronic channels)

Representative of the Thai Investors Association, volunteer to protect shareholders' rights

1. Ms. Thiranuch	Brahmachoti	(meeting via electronic channels)
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The Company has a total of 8 directors. The 8 directors attended the meeting, representing 100 percent of the directors attending the meeting.

In this meeting, the Company gave shareholders an opportunity to propose matters to be included in the meeting agenda and/or nominate persons to be considered for election as directors of the Company from November 13, 2023 to January 15, 2024. It turned out that no shareholders proposed matters to be included in the meeting agenda and/or nominate any persons to be considered for election as directors of the Company.

The meeting starts at 2:00 PM.

Pol. Lt. Gen. Somkid Boontanom, Chairman of the Board of Directors, acted as the chairman of the meeting and opened the meeting at 2:00 p.m. The chairman assigned Ms. Winattha Puangweerakul to act as the meeting officer. The company officer informed the meeting that in the 2024 Annual General Meeting of Shareholders, there were a total of 30 shareholders attending the meeting, both attending in person and receiving proxies from shareholders, which is a total of 3,106,309,241 shares or 38.47294697 of the total number of shares sold, totaling 8,074,009,105 shares.

The company's officers then explained the voting method to the meeting, which can be summarized as follows:

Voting criteria at the shareholders' meeting

1. Since this meeting is held via electronic media, there will be no printed ballots for participants.
2. To vote, please have the participants go to the E-Voting window to vote on each agenda item within the specified time of 1 minute. After selecting a vote, the system will pop-up again asking if you want to confirm your vote. Click OK to confirm your vote.
3. In case shareholders wish to change their votes, they can do so by selecting a new vote. If the agenda has been closed for voting, shareholders will not be able to vote or change their votes. The Company will deduct the votes of disapproval or abstention from the total number of votes in the meeting. The remaining votes will be considered votes in favor of that agenda. In normal cases, according to the Public Limited Companies Act B.E. 2535, the majority vote of shareholders attending the meeting and casting votes is considered (invalid ballots will not be calculated as the base for counting votes). If there is a tie, the chairman of the meeting will cast one more vote as the deciding vote. For participants attending the meeting via mobile devices or tablets, please switch from the Zoom program back to the Chrome program to vote in the E-Voting menu.
4. When you have finished voting, please return to the E-meeting window (Zoom program) to continue viewing the video and audio of the meeting.
5. The system will collect the scores by counting the total scores from those who voted via E-Voting and those who voted in advance via proxy documents.

Vote counting and announcement of voting results

The Company will explain the vote counting method to the meeting before starting the voting in each agenda. The Company's officers will count the votes in each agenda. The voting results of each agenda will be announced before the next agenda begins. However, the number of attendees in each agenda may not be the same because some shareholders may enter the meeting or leave the system beforehand. The Company has arranged for an external legal advisor to oversee and monitor the vote counting in the meeting to ensure that the shareholders' meeting is transparent, legal, and in accordance with the Company's regulations. Participants can ask questions related to the agenda being considered.

In the case that shareholders wish to ask questions by typing a message This can be done as follows:

1. Go to the Chat menu in the Zoom program to type a message.
2. Press the Enter button to send the message to the system.

In the event that shareholders wish to inquire by conversation This can be done as follows:

1. Go to the Participant menu below and click the Raise Hand button.
2. When the officer calls your name, the officer will turn on the microphone for you to ask questions. You must press Unmute and turn on the microphone on your device. If the shareholder cannot speak through the microphone within 1 minute, please type your question via the Chat channel instead so that the moderator can read the question to the meeting instead of you.
3. In each question, whether by text message or chat, please ask the meeting participants to state their full name and whether they are attending in person or as a proxy for the shareholder before asking questions each time for the purpose of recording the meeting correctly and completely.
4. The company allows attendees to submit questions for each agenda. If no attendees ask questions within 2 minutes, the company will continue the meeting. If shareholders have additional questions, they can type their questions via the Chat channel. The officer will read your questions later.
5. The moderator allows shareholders to ask questions about the voting criteria.

The Company will publish the shareholders' meeting report, along with the voting results for each agenda item, on the Company's website within 14 days from the meeting date.

The Chairman then assigned Ms. Winattha Puangwirakun, an administrative and coordinating officer (Secretary Office), to conduct the meeting and propose that the meeting consider various matters according to the following agenda:

Agenda 1 : Consideration of approval of the minutes of the Extraordinary General Meeting of Shareholders No. 1/2023 held on October 6, 2023.

The moderator informed the meeting that the Company had prepared the minutes of the Extraordinary General Meeting of Shareholders No. 1/2023, which was held on October 6, 2023, and the Company had sent a copy of the minutes to the shareholders together with the invitation letter to the 2024 Annual General Meeting of Shareholders. The Board of Directors considered that the minutes of the Extraordinary General Meeting of Shareholders No. 1/2023, which was held on October 6, 2023, had been correctly and completely recorded and therefore deemed it appropriate to propose that the shareholders' meeting approve the minutes.

Before the vote, the moderator gave the shareholders an opportunity to ask questions and express their opinions. When no shareholders asked any further questions, the moderator proposed that the meeting consider the vote.

This agenda must be approved by the shareholders' meeting with a majority vote of the shareholders who attend the meeting and have the right to vote. For this agenda, there were 30 shareholders attending the meeting, both those who attended the meeting in person and those who received proxies from shareholders, which is a total of 3,106,309,241 shares out of the total number of shares sold, totaling 8,074,009,105 shares.

Meeting resolution

The 2024 Annual General Meeting of Shareholders considered and unanimously resolved to approve the minutes of the 1/2023 Extraordinary General Meeting of Shareholders held on October 6, 2023, in accordance with the details proposed above in all respects, with a vote of

Agree	3,106,309,241	vote	percentage	100
Disagree	0	vote	percentage	0
Abstain	0	vote	percentage	0
Spoiled card	0	vote	percentage	0

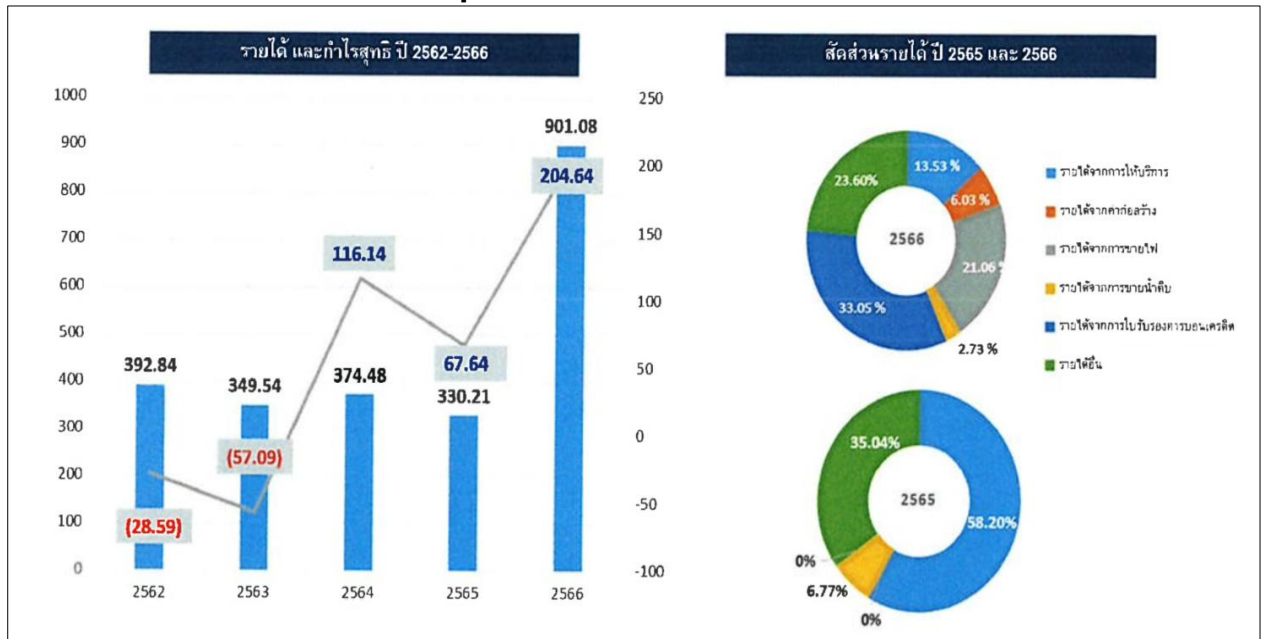
Pol. Lt. Gen. Somkid Boontanom, the chairman of the meeting, summarized the meeting's resolutions, in which the 2024 Annual General Meeting of Shareholders resolved to approve the minutes of the 1/2023 Extraordinary General Meeting of Shareholders, which was held on October 6, 2023, by a unanimous vote of all shareholders who attended the meeting and had the right to vote.

Agenda 2 : Acknowledged the company's operating results for the year 2023

The moderator informed the meeting that the Company has summarized the past performance results and significant changes that occurred in the year 2023, with details as shown in the Annual Information Form/Annual Report 2023 (Form 56-1 One Report 2023), which is in the form of a QR Code sent with this invitation letter to the shareholders' meeting, prepared in accordance with the requirements of the Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand (Attachment 2). The Board of Directors considered and saw fit to propose to the Annual General Meeting of Shareholders 2024 to acknowledge the Company's performance results for the year 2023.

Mr. Panya Boonyapiwat, Chairman of the Executive Committee and Chief Executive Officer, reported the Company's operating results for the year 2023 to the meeting as follows:

Performance results for 2023 compared to 2019-2023



Revenue

The Company had total revenue for the years ending December 31, 2023 and 2022 of 901.08 million baht and 330.21 million baht, respectively, which was an increase of 570.87 million baht or 172.88 percent from 2022, which was recognized as revenue in the consolidated financial statements of The Megawatt Company Limited.

Revenue from services was 688.42 million baht in 2023, an increase of 473.90 million baht or 220.91 percent from 2022 because in 2023 the company had revenue from the sale of carbon credit certificates of 297.83 million baht, revenue from the sale of electricity of 189.80 million baht, and revenue from construction costs of 53.34 million baht.

Other income, in 2023 it was equal to 212.65 million baht, an increase of 96.96 million baht over 2022, representing a rate of 83.81 percent compared to 2022, which had an income of 115.68 million baht, with most of the income arising from gain from selling investments in subsidiaries of 111.32 million baht, including profit from transfer of land of 36.68 million baht, which in 2022 has no profit from such items.

Cost

The Company has total expenses for the years ending December 31, 2023 and 2022 equal to 731.96 million baht and 281.19 million baht, respectively which increased by 450.76 million baht, representing a rate of 160.30 percent from the previous year.

Because in 2023 there are service expenses of 465.24 million baht, an increase of 284.85 million baht, representing a rate of 157.90 percent, with most of the increase being cost of selling carbon credit certificates is 201.93 million baht, cost of selling electricity is 80.26 million baht, including construction costs of 44.42 million baht.

Administrative expenses in 2023 and 2022 were equal to 204.36 million baht and 89.77 million baht, respectively, an increase of 114.59 million baht, representing a rate of 127.65 percent compared to 2022, most of the increased expenses were due to As of 31 May 2023, the Company recognized The Megawatt Group Company Limited as a subsidiary. Therefore, there are additional expenses in the consolidated financial statements.

Profit for the year

In 2023, the Company had a net profit of 204.63 million baht, an increase of 137.00 million baht, representing a rate of 202.56 percent, partly from profit from selling carbon credit certificates including profits from selling electricity of the group of subsidiaries.

Asset

The Company has total assets for the year ending December 31, 2023 in the amount of 6,849.05 million baht, an increase from the previous year of 4,435.55 million baht, representing a rate of 183.78 percent.

The increase in assets was due to an increase in current assets of 1,185.41 million baht from 2022, representing 493.10 percent, mainly loans and accrued interest receivables to other businesses of 812.42 million baht, including trade receivables - from the sale of carbon credit certificates. 291.38 million baht.

Non-current assets increased by 3,250.13 million baht from the previous year by 3,250.13 million baht, representing a rate of 149.56 percent, mostly land. Buildings and equipment - net increased by 1,812 million baht, including goodwill, which increased by 1,482 million baht, both of which were the recognition of assets of The Megawatt Group Company Limited in the consolidated financial statements of 2023.

Debt

The Company has total liabilities for the year ending December 31, 2023 in the amount of 2,490.88 million baht, an increase from the previous year of 2,244.93 million baht, representing a rate of 912.77 percent, due to having long-term loans from financial institutions that increased by 1,662.05 million baht, short-term loans and accrued interest from other businesses of 119.04 million baht is a debt burden of The Megawatt Group Company Limited (a subsidiary company).

Equity

The Company has sold additional common shares ("RO") in the amount of 20,761,555,194 shares, resulting in the Company having shareholders' equity in 2023 ending December 31, 2023 in the amount of 4,358.16 million baht, an increase of 2,190.60 million baht, representing a percentage. 101.06 from the end of December 31, 2022.

The moderator further informed the meeting that the Company has signed a declaration of intent to join the Thailand's Private Sector Collective Action Coalition Against Corruption (CAC) project to jointly express its intention to fight against corruption and not to allow any corruption to occur in the Company, whether from the Company's business operations or from the work of its employees. On March 31, 2023, the Thai Institute of Directors Association (IOD) resolved to approve the renewal of the membership status of Begistics Public Company Limited as a member of the Thailand's Private Sector Collective Action Coalition Against Corruption (CAC), which is the second consideration of the approval request for membership renewal. The said certification is valid for 3 years until March 31, 2026, from the declaration of intent to join the Thailand's Private Sector Collective Action Coalition Against Corruption project.

In addition, the Company has established a written anti-corruption policy and measures as a clear guideline for practice, which all directors, executives, and employees of the Company and its subsidiaries must adhere to and comply with in order to create a channel for reporting information and various recommendations for data verification according to the process for filing complaints and reporting clues related to illegal actions, the accuracy of financial reports, defective internal control systems, rights violations, or unethical practices of directors, executives, and employees. The Company will keep the information obtained from such reports confidential and the reporter will be protected by the Company. The Company has the following channels for reporting clues:

E-mail whistleblowing@begistics.co.th
52 Thaniya Plaza Building, 28th Floor, Silom Road
Suriwong Subdistrict, Bang Rak District, Bangkok Post Office 10500
Tel. 02-096-4999

The moderator gave the shareholders an opportunity to ask questions and express their opinions. No shareholders asked any further questions. Since this agenda item was for information, no voting was required.

The meeting acknowledged the Company's operating results for 2023 as presented above. For this agenda item, there were 30 shareholders attending the meeting, both those who attended the meeting in person and those who received proxies from shareholders, representing a total of 3,106,309,241 shares out of the total number of shares sold, totaling 8,074,009,105 shares.

Agenda 3 : Consideration of approval of the Company's financial statement and profit and loss statement for the fiscal year ending December 31, 2023.

The moderator informed the meeting that according to the Public Limited Companies Act B.E. 2535, Section 112 and the Company's Regulations, Sections 55 and 56, the Company is required to prepare a balance sheet and profit and loss statement to be presented to the general meeting of shareholders for consideration and approval. The Company has prepared the balance sheet and profit and loss statement for the fiscal year 2023 ending on December 31, 2023, which has been audited by the Company's auditor and found to be correct and complete in all material respects in accordance with the financial statement reporting standards. The Audit Committee and the Board of Directors have considered and found that they are correct and complete in accordance with the generally accepted accounting principles. Therefore, they would like to propose to the 2024 annual general meeting of shareholders to approve the balance sheet and profit and loss statement for the fiscal year 2023 ending on December 31, 2023.

Ms. Peeraya Pothiprasat, Chief Financial Officer, summarized the important details of the Company's profit and loss statement for the year ending on December 31, 2023 for the meeting to acknowledge as follows: The Company had total revenue of 901.08 million baht, an increase of 570.87 million baht from the previous year. The Company had total expenses of 731.96 million baht, an increase of 450.76 million baht from the previous year. The Company had a net profit (loss) for 2023 of 204.64 million baht, an increase of 137 million baht from the previous year.

(Unit: thousand baht)

Financial Statement	2023	2022	Change	Change%
Revenue from Services	688,425	214,521	473,904	220.91
Other revenue	212,653	115,687	96,966	83.81
Total Revenue	901,078	330,208	570,870	172.88
Cost of Service	465,246	180,392	284,854	157.90
Doubtful Accounts	-	5,337	(5,337)	(100)
Administrative Expenses	204,362	89,770	114,592	127.65
Financial Cost	62,355	5,695	56,660	994.90
Total Cost	731,963	281,194	450,769	160.30
Share of profit (loss) from investment in associated company	45,830	19,108	26,722	139.84
Profit (loss) before income tax	214,945	68,122	146,823	215.52
(expenses) income tax	(10,302)	(486)	9,816	2,019
Profit (loss) for the year	204,643	67,636	137,007	202.56

Ms. Peeraya Pothiprasat, Chief Financial Officer, summarized the details of the Company's consolidated financial statement for the fiscal year ending December 31, 2023 as follows: The Company has total assets of 6,849.05 million baht, an increase of 4,435.55 million baht from the previous year. The Company has total liabilities of 2,490.88 million baht, an increase of 2,244.93 million baht from the previous year. Shareholders' equity is 4,358.16 million baht, an increase of 2,190.610 million baht from the previous year.

(Unit: thousand baht)

Balance Sheet	Y 2023	Y 2022	Change	Change %
Current Asset	1,425,814	240,400	1,185,414	493.10
Non-Current Asset	5,423,239	2,173,102	3,250,137	149.56
Total Asset	6,849,053	2,413,502	4,435,551	183.78
Current Liabilities	755,490	144,972	610,518	421.12
Non-Current Liabilities	1,735,395	100,974	1,634,421	1,18.65
Total Liabilities	2,490,885	245,946	2,244,939	912.77
Equity	4,358,168	2,167,556	2,190,612	101.06
Total Liabilities and Equity	6,849,053	2,413,502	4,435,551	183.78

The financial statements have been audited by Mr. Chaiyuth Angsuwittaya, Certified Public Accountant No. 3885, an auditor of A.M.T. Associates. The auditor's report expresses unqualified opinions without emphasis.

Before the vote, the meeting facilitator gave shareholders an opportunity to ask questions and express their opinions. Shareholders who attended the meeting in person via electronic means asked the following questions:

Question from Ms. Linda Mutirangkul, a shareholder who attended the meeting electronically in person.

- **Is the logistics business still going well? What percentage of total income does it account for?**

Ms. Peeraya Phothiprasat (Chief Financial Officer): The transportation (logistics) business is still going well. In 2023, the revenue will be 121 million baht, which is approximately 15% of the total revenue.

- **Why did Begistics Public Company Limited accept vacant land as payment for BYC shares from Alley, which has no liquidity?**

Mr. Panya Boonyapiwat (Director, Chairman of the Executive Committee and Chief Executive Officer): The management has considered that the land in Phuket Island is a land with increasing value and has assessed the book value of the land, which is lower than the current market price. The Company also has a plan for its subsidiary to collaborate with a major real estate developer to develop the land to create a business in the form of long-term lease with foreigners. Currently, companies doing real estate business have invested in purchasing land in the area quite a bit. Therefore, the service department sees that it will be able to generate continuous profit for the Company for at least 30 years. The Company is currently in the process of developing a policy plan and will report the progress to shareholders.

Does this vacant land in Phuket have potential? Does the company have a plan to lease it to others? How much rental income is expected per year? Mr. Panya Bunyaphiwat (Director, Chairman of the Executive Committee and Chief Executive Officer): The land development approach will be for long-term lease rather than for sale, with a primary focus on foreign customers, accounting for approximately 80-90%, which will be in the company's policy plan to work with real estate developers, charging the price based on the company's cost plus profit and collecting monthly expenses for property management over the next 30 years. The land has potential and currently, several real estate developers have negotiated with the company. The company has also initially negotiated with foreign agencies. The company is currently planning and selecting the development format and will report the progress to shareholders.

When it appeared that no shareholders asked any further questions, the moderator proposed that the meeting consider casting votes. In this agenda, approval from the shareholders' meeting must be obtained by a majority vote of the shareholders attending the meeting and having the right to vote. For this agenda, there were 30 shareholders attending the meeting, both those who attended the meeting in person and those who received proxies from shareholders, which amounted to a total of 3,106,309,241 shares out of the total number of shares sold, totaling 8,074,009,105 shares.

Meeting resolution The 2024 Annual General Meeting of Shareholders considered and unanimously resolved to approve the Company's financial statement and profit and loss statement for the fiscal year ending 31 December 2023 as detailed above in all respects, with the following votes:

Agree	3,106,309,241	vote	percentage	100
Disagree	0	vote	percentage	0
Abstain	0	vote	percentage	0
Spoiled card	0	vote	percentage	0

Pol. Lt. Gen. Somkid Boontanom, Chairman of the Meeting, summarized the resolution of the meeting, in which the 2024 Annual General Meeting of Shareholders unanimously approved the Company's financial statement and profit and loss statement for the fiscal year ending 31 December 2023 by a unanimous vote of shareholders who attended the meeting and had the right to vote.

Agenda 4 : Consideration of approval to suspend allocation of net profit as legal reserve and suspension of payment of annual dividend for 2023

The moderator informed the meeting that the Company has a policy to pay dividends to shareholders at the rate of 30 percent of net profit after corporate income tax of the separate financial statements and after legal reserves and other accumulated funds as determined by the Company. However, the payment of such dividends may be subject to change depending on the Company's financial position, operating results, investment plans, other necessities and appropriateness in the future as deemed appropriate by the Company's Board of Directors and/or shareholders. In addition, Section 116 of the Public Limited Companies Act B.E. 2535 requires the Company to allocate reserve funds ("legal reserve funds") at least 5 percent of the annual net profit after deducting accumulated losses brought forward (if any) until such reserve funds are no less than 10 percent of the registered capital. This reserve fund cannot be used as dividends.

In the fiscal year ending December 31, 2023, the Company's separate financial statements had accumulated profits of 49.89 million baht. However, since the Company needs to use such profits to invest in alternative energy business development projects and as internal working capital, it is proposed to consider suspending the allocation of net profits as legal reserves and suspending the payment of dividends for the Company's operating results for the year ending December 31, 2023.

Dividend payment information.

Details	2020	2021	2022	2023 Year of proposal
Dividend Payment (Baht : Share)	-	-	-	-
1. Annual dividend	No payment	No payment	No payment	No payment
Dividend payout ratio to net profit	-	-	-	-

Before the vote, the meeting facilitator gave shareholders an opportunity to ask questions and express their opinions. Shareholders who attended the meeting in person via electronic means asked the following questions:

Question from Ms. Linda Mutirangkul, a shareholder who attended the meeting electronically in person.

- **When does the Company expect to clear its accumulated capital and be able to pay dividends?**

Mr. Panya Boonyapiwat (Director, Chairman of the Executive Committee and Chief Executive Officer): At present, the Company has no accumulated losses. As for the dividend payment, it is because the management sees that the Company still needs to invest in businesses that are in line with global trends, whether in the areas of the environment, energy businesses or various Green Energy businesses. When the goal of creating stability for the Company's business is achieved, the dividend payment will be considered.

When it appeared that no shareholders asked any further questions, the moderator proposed that the meeting consider casting votes. In this agenda, approval from the shareholders' meeting must be obtained by a majority vote of the shareholders attending the meeting and having the right to vote. For this agenda, there were 30 shareholders attending the meeting, both those who attended the meeting in person and those who received proxies from shareholders, which amounted to a total of 3,106,309,241 shares out of the total number of shares sold, totaling 8,074,009,105 shares.

Meeting resolution The 2024 Annual General Meeting of Shareholders considered and unanimously resolved to approve the suspension of the allocation of net profit as legal reserve and the suspension of the payment of annual dividends for 2023 as detailed above in all respects, with the following votes:

Agree	3,106,309,241	vote	percentage	100
Disagree	0	vote	percentage	0
Abstain	0	vote	percentage	0
Spoiled card	0	vote	percentage	0

Pol. Lt. Gen. Somkid Boontanom, the chairman of the meeting, summarized the meeting's resolutions, in which the 2024 Annual General Meeting of Shareholders unanimously resolved to refrain from allocating net profits as legal reserves and refrain from paying annual dividends for 2023 by a unanimous vote of shareholders who attended the meeting and had the right to vote.

Agenda 5 : Consideration of approval of the election of directors to replace directors who are due to retire by rotation for the year 2024

The moderator informed the meeting that according to the Public Limited Companies Act B.E. 2535, Section 71 and the Company's Articles of Association, Section 18, it is stipulated that at every annual general meeting, at least one-third (1/3) of the directors must retire from their positions at a rate of 1/3. If the number of directors cannot be divided into three parts, the number closest to one-third (1/3) must retire. The directors who must retire in the first and second years after the company's registration will be drawn by lots. In subsequent years, the directors who have been in the position the longest will retire. The directors who have retired may be re-elected to the position. The persons nominated for the position of directors at this time must go through a screening process or careful consideration to ensure that the persons nominated for the position of directors at this time have the qualifications suitable for the company's business.

The list of directors whose terms of office will expire in 2024 is as follows:

- | | | |
|------------------|---------------|---|
| 1. Miss Suttirat | Leeswadtrakul | Director, 1 st Vice Chairman, Chairman of the Nomination and Remuneration Committee and Executive Director |
| 2. Mr. Panya | Boonyapiwat | Director, Chairman of the Executive Committee, Chairman of the Risk Management and Chief Executive Officer |
| 3. Mr. Smith | Leammanee | Independent Director, Audit Committee, Nomination and Remuneration Committee and Risk Management Committee |

For the 2024 Annual General Meeting of Shareholders, the Company has provided an opportunity for shareholders to propose suitable persons to be selected as directors of the Company for consideration by the Nomination and Remuneration Committee and the Board of Directors in advance from November 13, 2023 to January 15, 2024. No shareholders proposed any names of directors for selection.

The Nomination and Remuneration Committee Meeting No. 1/2024, which was held on Wednesday, February 28, 2024, which was assigned by the Board of Directors, excluding directors with vested interests in this agenda, considered the suitability, knowledge, skills, work experience and qualifications under the Public Limited Companies Act B.E. 2535 of the directors who must retire by rotation. Therefore, it was resolved that the Board of Directors propose to the 2024 Annual General Meeting of Shareholders for consideration and approval to re-elect the directors who retire by rotation to continue their positions as directors for another term, including to continue to hold other positions as before, as follows:

- | | | |
|------------------|---------------|---|
| 1. Miss Suttirat | Leeswadtrakul | Director, 1 st Vice Chairman, Chairman of the Nomination and Remuneration Committee and Executive Director |
| 2. Mr. Panya | Boonyapiwat | Director, Chairman of the Executive Committee, Chairman of the Risk Management and Chief Executive Officer |
| 3. Mr. Smith | Leammanee | Independent Director, Audit Committee, Nomination and Remuneration Committee and Risk Management Committee |

In addition, the Board of Directors' Meeting No. 2/2024 on Monday, March 11, 2024, excluding directors with vested interests in this agenda, considered that the three directors who were nominated to hold the position of directors this time had undergone a screening process, careful consideration, and carefulness according to the process set by the Company, and had all the qualifications in accordance with the relevant rules and regulations, the Public Limited Companies Act B.E. 2535, and the Securities and Exchange Act. They were also knowledgeable, capable, skilled, and experienced, and could devote their time and abilities for the greatest benefit of the Company, shareholders, and all stakeholders, and were therefore suitable to hold the position of directors of the Company. Therefore, it was deemed appropriate to elect the directors who had resigned by rotation to resume their positions as directors for another term, including holding other positions as before.

Before considering the vote, the moderator gave shareholders an opportunity to ask questions and express their opinions. When it appeared that no shareholders asked any further questions, the moderator proposed that the meeting consider voting.

In this agenda, a vote would be cast to elect directors to replace the directors who had resigned by rotation on an individual basis, which must be approved by the shareholders' meeting with a majority vote of the shareholders attending the meeting and having the right to vote.

Meeting resolution

(1) The shareholders' meeting considered and unanimously resolved to approve the appointment of Ms. Suthirat Leesawattrakul as a director in accordance with the details proposed above in all respects, with the following votes:

30 shareholders attended the meeting, both those who attended the meeting in person and those who received proxy forms from shareholders, representing a total of 3,106,309,241 shares out of the total number of shares sold, totaling 8,074,009,105 shares.

Agree	3,106,309,241	vote	percentage	100
Disagree	0	vote	percentage	0
Abstain	0	vote	percentage	0
Spoiled card	0	vote	percentage	0

(2) The shareholders' meeting considered and unanimously resolved to approve the appointment of Mr. Panya Boonyapiwat as a director, in accordance with the details proposed above in all respects, with the following votes:

30 shareholders attended the meeting, both those who attended the meeting in person and those who received proxy forms from shareholders, representing a total of 3,106,309,241 shares out of the total number of shares sold, totaling 8,074,009,105 shares.

Agree	3,106,309,241	vote	percentage	100
Disagree	0	vote	percentage	0
Abstain	0	vote	percentage	0
Spoiled card	0	vote	percentage	0

(3) The shareholders' meeting considered and unanimously resolved to approve the appointment of Mr. Smith Liammanee as a director, in accordance with the details proposed above in all respects, with the following votes:

30 shareholders attended the meeting, both those who attended the meeting in person and those who received proxy forms from shareholders, totaling 3,106,309,241 shares out of the total number of shares sold, totaling 8,074,009,105 shares.

Agree	3,106,309,241	vote	percentage	100
Disagree	0	vote	percentage	0
Abstain	0	vote	percentage	0
Spoiled card	0	vote	percentage	0

Pol. Lt. Gen. Somkid Boontanom, the chairman of the meeting, summarized the meeting's resolutions, in which the 2024 Annual General Meeting of Shareholders unanimously resolved to approve the appointment of three directors to replace the directors who resigned by rotation in 2023, namely (1) Ms. Suthirat Leesawattrakul, (2) Mr. Panya Bunyapiwat, and (3) Mr. Smith Liammanee, to serve as directors for another term, including continuing to hold other positions as before, by a unanimous vote of the shareholders who attended the meeting and had the right to vote.

Agenda 6 : Consideration of approval of the determination of remuneration of directors for the year 2024

The moderator informed the meeting that the Company's Articles of Association, Section 34, stipulates that the directors' remuneration and compensation shall be determined by the shareholders' meeting. Directors have the right to receive compensation from the Company in the form of prize money, meeting allowances, rewards, bonuses, or other benefits in accordance with the Articles of Association or as considered by the shareholders' meeting, which may be determined as a fixed amount or set as criteria and may be determined from time to time or shall remain in effect until changed. In addition, they shall receive allowances and various welfare benefits in accordance with the Company's regulations, without affecting the rights of the Company's employees and workers who are elected as directors to receive compensation and benefits as employees or workers of the Company. The payment of compensation shall not conflict with or contradict the qualifications of independent directors as determined by the Securities and Exchange Act. The Nomination and Remuneration Committee Meeting No. 1/2024 on Wednesday, February 28, 2024 considered the determination of the Company's directors' remuneration, taking into account the appropriateness of the directors' duties and responsibilities and linking the remuneration to the Company's overall performance, including considering the Company's performance in the past year. Therefore, the remuneration of the directors for the year 2024 (from January 1, 2024 to December 31, 2024) is an appropriate rate of remuneration and it is appropriate to propose remuneration to the directors in the amount not exceeding 3,000,000 baht (three million baht flat), which is the same rate as in 2023, with details as follows:

Policy and criteria for determining director remuneration

1. Remuneration Policy

- 1) Consistent with the Company's strategies, business goals, and short-term and long-term performance.
- 2) The remuneration of directors is appropriate for their duties and responsibilities and the use of knowledge and experience of the directors to create value and maximum benefit for the company and shareholders.
- 3) Director compensation in both monetary and other forms that can motivate and retain capable directors to work effectively with the company in the long term.
- 4) The format and amount of the board's remuneration are appropriate for the economic situation and figures that are comparable to those of the same industry and companies with similar income in the Stock Exchange of Thailand.
- 5) Director remuneration is transparent in disclosing all forms of director remuneration, both in the shareholders' meeting and in other company reports.

2. Criteria for determining compensation

- 1) Shareholders must approve the structure and rates of directors' remuneration, both in monetary and non-monetary forms.
- 2) Consider appropriate compensation, including:
 - Fixed compensation (e.g. monthly salary, meeting allowance)
 - Compensation based on the company's actual performance (e.g. bonuses, retirement benefits) should be linked to the value the company creates for shareholders, but should not be at a level that is too high, leading to a focus on short-term performance.
 - Other compensation (e.g. health check-up and medical expenses, directors' liability insurance, group life insurance, etc.)
- 3) Executive directors who receive compensation as employees of the company will not receive fixed-rate compensation, such as regular compensation and meeting allowances.

Director remuneration policy for 2024 (equal to 2023)

Position	Board meeting allowance (baht/time)	Director remuneration rate (baht/month)
Chairman of the Board of Directors	5,000	30,000
Vice Chairman of the Board of Directors	5,000	20,000
Directors	5,000	10,000
Chairman of the Audit Committee	5,000	20,000
Audit Committee	5,000	10,000
Chairman of the Nomination and Remuneration Committee	5,000	20,000
Nomination and Remuneration Committee	5,000	10,000
Chairman of the Executive Committee (who is not an executive of the company)	5,000	20,000
Executive Committee (who is not an executive of the company)	5,000	10,000

Other remuneration of directors in 2024 (equal to 2023)

Group health insurance plan for inpatients and outpatients (IPD+OPD) with a total annual premium not exceeding 50,000 baht (excluding VAT) per director.

Note: For the scope of duties of the subcommittees and the policy on determining the remuneration of directors, details are provided in the Annual Information Form / Annual Report 2023 (Form 56-1 One Report), topic: Corporate Governance Structure and topic: Report on Significant Performance Results in Corporate Governance. The Company does not grant the right to purchase ESOP or any other benefits apart from those mentioned above.

In the case where a director holds more than one position, he/she shall receive only the highest monthly remuneration. The Company's directors shall not receive any other remuneration apart from the above. However, to support the directors to perform their duties to their full potential, the Company has prepared Directors and Officers Liability Insurance, health insurance and life insurance, and training and seminar expenses, which the Company shall be responsible for according to the amount specified in the Company's related policies.

Before the vote, the moderator gave the shareholders an opportunity to ask questions and express their opinions. When no shareholders asked any further questions, the moderator proposed that the meeting consider voting.

This agenda item must be approved by the shareholders' meeting with a vote of not less than two-thirds of the shareholders attending the meeting and having the right to vote. For this agenda item, there were 30 shareholders attending the meeting, both those who attended the meeting in person and those who received proxies from shareholders, which amounted to a total of 3,106,309,241 shares out of the total number of shares sold, totaling 8,074,009,105 shares.

Meeting resolution The 2024 Annual General Meeting of Shareholders considered and unanimously resolved to approve the determination of the remuneration of directors for 2024 in an amount not exceeding 3 million baht, in accordance with the details proposed above in all respects, with the following votes:

Agree	3,106,309,241	vote	percentage	100
Disagree	0	vote	percentage	0
Abstain	0	vote	percentage	0
Spoiled card	0	vote	percentage	0

Pol. Lt. Gen. Somkid Boontanom, the chairman of the meeting, summarized the meeting's resolutions, in which the 2023 Annual General Meeting of Shareholders resolved to approve the determination of the remuneration of directors for the year 2023 not exceeding 3 million baht. In the case of directors who hold more than 1 position, they will receive monthly remuneration at the highest rate only, by a unanimous vote of shareholders who attended the meeting and had the right to vote.

Agenda 7 : Consideration of approval of the appointment of auditors and determination of auditor remuneration for the year 2024

The moderator informed the meeting that the Public Limited Companies Act B.E. 2535, Sections 120 and 121, and the Company's Regulations, Section 40, stipulate that the general meeting of shareholders shall consider appointing an auditor every year. The general meeting of shareholders may re-appoint the same auditor, and the meeting of shareholders shall determine the audit fee. The auditor must not be a director, employee, employee, or person holding any position in the company. In addition, the announcement of the Capital Market Supervisory Board stipulates that a listed company must arrange for the rotation of auditors if the previous auditor has performed the duty of reviewing or examining and expressing an opinion on the company's financial statements for 7 fiscal years, whether consecutively or not. A new auditor affiliated with the same auditing firm as the previous auditor may be appointed. However, the company may appoint an auditor who has ceased to perform duties due to auditor rotation after at least 5 consecutive fiscal years from the date of termination of duty. The Audit Committee Meeting No. 1/2567, held on Thursday, February 29, 2567, considered selecting the auditor of A.M.T. Associates as the company's auditor, based on the performance of the work. Therefore, it is proposed to the Board of Directors to propose the appointment of one of the following auditors:

- | | |
|-------------------------------------|---|
| 1) MR. CHAIYUTH ANGSUWITTAYA | Certified Public Accountant, Registration No. 3885 |
| 2) MRS. NATSARAK SAROCHANUNJEEN | Certified Public Accountant, Registration No. 4563 |
| 3) Miss DARANEE SOMKAMNERD | Certified Public Accountant, Registration No. 5007 |
| 4) Miss JARUNEE NUAMMAE | Certified Public Accountant, Registration No. 5596 |
| 5) MR. SIRAMATE AKKHARACHOTKULLANUN | Certified Public Accountant, Registration No. 11821 |

Any of the above auditors shall audit and express an opinion on the Company's financial statements. In the event that the above auditors are unable to perform their duties, A.M.T. Associates shall provide another certified public accountant to act as their representative and shall set the annual audit fee for 2024 and the quarterly audit fee for the Company, its subsidiaries and associated companies not exceeding 5,600,000 million baht (five million six hundred thousand baht only), excluding other actual expenses directly related to the audit of the financial statements, which shall be charged separately. In the event that there is work other than the normal audit, the Board of Directors shall be authorized to consider and determine the expenses on a case-by-case basis.

The Company uses the same auditing firm as the auditor of the Company's direct and indirect subsidiaries for 2024, a total of 12 companies, A.M.T. Associates as the proposed auditor. The auditor has no relationship and/or conflict of interest between the auditor and the Company/subsidiaries/executives/major shareholders or related persons of such persons.

The Board of Directors therefore proposes that the general meeting of shareholders consider approving the auditor from A.M.T. Associates. To be the Company's auditor for the year 2024 and to set the auditor's remuneration for the year 2024 in an amount not exceeding 5,600,000 million baht (five million six hundred thousand baht), excluding other actual expenses incurred directly related to the audit of the financial statements which will be charged separately. The list of auditors proposed above has no relationship or interest in the Company, executives, major shareholders or related persons of the said persons.

Audit Fee	2024	2023	2022
The audit fee for the annual consolidated financial statements and the audit fee for the quarterly consolidated financial statements of the Company	5,600,000	1,690,000	1,610,000
Other expenses are charged as actually incurred, such as photocopying, travel expenses (including VAT).	-	-	-
Non-Audit Fee	2024	2023	2022
Other service fees	-	-	-

The Company does not charge any other service fees (Non-audit fee). The quarterly audit fees of subsidiaries and associates do not include other service fees (Non-audit fee), with details as follows:

Unit: Baht

Audit Fee	2024	2023	2022
Audit fees and quarterly audit fees of subsidiaries and associates	5,600,000	1,460,000	425,000
Number of subsidiaries	10	4	1
Number of affiliated companies	1	2	2

Note: The audit fee for the year 2024 of the subsidiary may change according to the actual amount of work during the year.

Before the consideration of the vote, the meeting facilitator gave the shareholders an opportunity to ask questions and express their opinions. When it turned out that no shareholders asked any further questions, the meeting facilitator proposed that the meeting consider the vote.

In this agenda, it must be approved by the shareholders' meeting by a majority vote of the shareholders attending the meeting and having the right to vote. For this agenda, there were 30 shareholders attending the meeting, both those who attended the meeting in person and those who received proxies from shareholders, which amounted to a total of 3,106,309,241 shares out of the total number of shares sold, totaling 8,074,009,105 shares.

Meeting resolution The 2024 Annual General Meeting of Shareholders considered and unanimously resolved to approve the appointment of auditors of A.M.T. Associates and to determine the auditors' remuneration for 2024 not exceeding 5,600,000 million baht, in accordance with the details proposed above in all respects, with the following votes:

Agree	3,106,309,241	vote	percentage	100
Disagree	0	vote	percentage	0
Abstain	0	vote	percentage	0
Spoiled card	0	vote	percentage	0

Pol. Lt. Gen. Somkid Boontanom, Chairman of the meeting, summarized the meeting's resolutions, where the 2024 Annual General Meeting of Shareholders unanimously resolved to approve the appointment of auditors from A.M.T. Associates as auditors and set the auditor's remuneration for 2023 at a maximum of 5,600,000 million baht (five million six hundred thousand baht), excluding other actual expenses directly related to the audit of the financial statements, which will be charged separately, by a unanimous vote of shareholders attending the meeting and having the right to vote.

Agenda 8 : Consider other matters (if any)

The moderator provided an opportunity for shareholders to ask questions and express their opinions. Shareholders who attended the meeting in person via electronic means asked the following questions:

Question from Ms. Thiranut Promchot, Thai Investors Association, who attended the electronic meeting in person.

- The Thai Investors Association proposes that listed companies on the Stock Exchange of Thailand organize general/extraordinary shareholders' meetings in the form of on-site meetings and online meetings, or the so-called hybrid system, to facilitate meetings, communication, and inquiries between shareholders, executives, and the board of directors, which is in line with the circular letter of the Securities and Exchange Commission (SEC) No. SEC.Nor.(W) 2/567 regarding request for cooperation regarding the organization of general shareholders' meetings, dated January 10, 2024. Therefore, we would like to propose that you consider the proposal to organize a hybrid meeting in accordance with the policy of the Thai Investors Association mentioned above.

Mr. Panya Boonyapiwat (Director, Chairman of the Executive Committee and Chief Executive Officer): The company has already received a circular from the Securities and Exchange Commission (SEC) and has planned to hold a hybrid meeting. However, due to the spread of COVID-19 during the Songkran Festival, the safety and health of shareholders and attendees were taken into consideration, so it was organized electronically. In the next meeting, we will consider holding a hybrid system to facilitate meetings between shareholders, executives and the board of directors.


Question from Ms. Linda Mutirangkura, a shareholder who attended the meeting electronically in person.

- **Ask the company to explain the matter of Megawatt conducting due diligence on selling a deposit of 468 million baht to a company in Burma.**
- **And what are the chances of success?**

Mr. Panya Boonyapiwat (Director, Chairman of the Executive Committee and Chief Executive Officer): The Company is fully committed to completing the due diligence and has assessed the possibility of it happening. However, the situation in Myanmar is still unstable due to the internal war. The Company also has a partner who is doing business in Myanmar and is currently doing well. Therefore, it is expected that this due diligence has a high chance of being successful.

When no shareholders raised any questions or made any further comments, Pol. Lt. Gen. Somkid Boontanom, Chairman of the Board, expressed his gratitude and closed the meeting at 3:29 p.m.

Best regards

Pol Lt Gen. 
(Somkid Boontanom)
Chairman of the Board



(Mrs.Yuppadee Koopetngarm)
Meeting Minutes

(F53-4)

**Capital Increase Report Form
Begistics Public Company Limited
March 10, 2025**

Begistics Public Company Limited (the "Company"), with office address at 52 Thaniya Plaza Building, 28th Floor, Silom Road, Suriyawong Subdistrict, Bangrak District, Bangkok 10500, would like to report the resolutions of the Board of Directors' Meeting No. 1/2025, which was held on Friday, February 28, 2025, and the resolutions of the Board of Directors' Meeting No. 2/2025, which was held on Monday, March 10, 2025, regarding the reduction of registered capital, increase of registered capital and allocation of additional shares as follows:

1. Reduction of registered capital

The Board of Directors' Meeting No. 1/2025, which was held on Friday, February 28, 2025, resolved to propose to the Annual General Meeting of Shareholders 2025 for consideration and approval of the reduction of the Company's registered capital by THB 1,618,743,757.68 from the original registered capital of THB 23,580,047,671.92 to THB 21,961,303,914.24 by canceling 793,501,842 unissued ordinary shares with a par value of THB 2.04 (two baht and four satang) per share, which were ordinary shares issued to support the exercise of the Company's 7th warrant (B-W7), which has been delisted from the list since March 17, 2024 (except for the shares to support the exercise of the B-W8 warrant in the amount of 2,691,274,760 shares) in order to comply with the procedures prescribed by the Public Limited Companies Act for the capital increase.

2. Increase of registered capital

The Company's Board of Directors' Meeting No. 2/2025, which was held on Monday, March 10, 2025, resolved to propose to the 2025 Annual General Meeting of Shareholders for consideration and approval of the Company's registered capital increase of 4,941,291,714.84 baht from the original registered capital of 21,961,303,914.24 baht (after the registered capital reduction by cutting all unsold shares, except for shares reserved for the exercise of rights under the B-W8 warrants of 2,691,274,760 shares) to a registered capital of 26,902,595,629.08 baht by issuing 2,422,201,821 new ordinary shares with a par value of 2.04 baht (two baht four satang) per share, with details as follows:

Capital increase	Type of securities	Number of shares (shares)	Par Value (Baht per share)	Total (Baht)
<input type="checkbox"/> Objective of Fund Use Form	Common stock	-	-	-
	Preferred shares	-	-	-
<input checked="" type="checkbox"/> General Mandate	Common stock	2,422,201,821	2.04	4,941,291,714.84
	Preferred shares	-	-	-

3. Allocation of additional shares

3.1. Objective of Use of Funds

Allocated to	Number of shares	Ratio (Old:New)	Selling price (Baht per share)	Date and time of subscription and payment of shares	Note
-	-	-	-	-	-

3.2 General Mandate

Allocated	Type of securities	Number of shares	Percentage of paid-up capital ^{/1}	Offering price Baht/share	Par Value (Baht per share)	Note
Right Offering	Common stock	1,614,801,821	20.00	No pricing yet.	2.04	Please consider the following: Remarks 1. and 2
	Preferred shares	-	-	-	-	
Private Placement	Common stock	807,400,000	9.99	No pricing yet.	2.04	Please consider the following: Remarks 1. and 2.
	Preferred shares	-	-	-	-	

^{/1} percent of paid-up capital on the date on which the board of directors of the registered company resolves to increase capital by general mandate.

Note: Details of the allocation of new common shares, not exceeding 2,422,201,821 shares, representing not more than 29.99 percent of the Company's paid-up capital, are as follows:

- (1) The Board of Directors' Meeting No. 2/2025 on Monday, March 10, 2025 resolved to propose to the Annual General Meeting of Shareholders for the year 2025 for consideration and approval of the allocation of additional ordinary shares under a general mandate in the amount not exceeding 1,614,801,821 shares, with a par value of 2.04 baht per share, representing 20 percent of the paid-up capital, to be offered for sale to the Company's existing shareholders in proportion to their shareholding (Right Offering) at a price not less than 0.01 baht per share, and not exceeding 807,400,000 shares, with a par value of 2.04 baht per share, representing approximately 9.99 percent of the paid-up capital, to be offered for sale to a limited number of persons (Private Placement) at a price not less than 0.01 baht per share, and must not be considered an offer below the market price, as specified in the Capital Market Supervisory Board Announcement No. TorChor. 72/2015.
- (2) The Board of Directors' Meeting No. 2/2025 on Monday, March 10, 2025 resolved to approve the submission to the shareholders' meeting for consideration of granting the Board of Directors the authority to act and determine the necessary details related to the allocation of additional common shares under a general mandate as follows:
 - (a) Consider offering and allocating additional common shares, which may be offered in full or in part, and at one time or several times.
 - (b) Specify the objectives, offering period, offering price, subscription and payment methods, as well as any other terms and conditions and details related to the allocation of such additional common shares. The allocation of such additional common shares must not be an allocation to any related persons (in accordance with the Capital Market Supervisory Board's Notification No. Tor Chor. 21/2551 on Related Transaction Criteria and the Stock Exchange of Thailand's Notification on Disclosure of Information and Operations of Listed Companies in Related Transactions B.E. 2546) in relation to the offering of shares to a limited number of persons (Private Placement) and must not be an offering of shares at a low price (in accordance with the Securities and Exchange Commission's (SEC) Notification in relation to the request for and permission to offer shares to a limited number of persons (Private Placement)).
 - (c) In determining the offering price of the Company's additional common shares under the general mandate to specific persons (Private Placement), it must be the best price according to the market conditions during the offering period to investors and for the maximum benefit of the Company and its shareholders. Such offering price may be discounted but must not exceed 10 percent of the market price calculated from the weighted average price for no less than 7 consecutive business days but not more than 15 consecutive business days prior to the date on which the Board of Directors resolves to determine the offering price.

Attachments 2

- (d) Negotiate, agree, enter into and sign any contracts and/or documents necessary and related to the allocation of such additional ordinary shares, including amendments to such contracts and documents and related information or disclosures, as well as consider appointing financial advisors, legal advisors, securities distributors and/or any other service providers (if any or necessary).
- (e) Sign the application for permission, request for waiver, notice and any documents related to the allocation of such additional common shares, including the registration related to the Ministry of Commerce and the listing of the Company's additional common shares on the Stock Exchange of Thailand, as well as contact, coordinate and submit documents to government agencies or any other relevant agencies and
- (f) Take any action necessary and relevant to ensure the successful completion of the allocation of additional common shares, including assigning any person the Board deems appropriate to act in accordance with clauses (d) and (e) above.
- (g) After the offering of additional common shares as specified in Section 3.2 above, the paid-up capital of the Company, in the increased portion, must not exceed 30 percent of the paid-up capital as of the date on which the Board of Directors resolves to increase capital by means of a general mandate, and such offering of additional common shares must be completed by the date on which the Company holds the next annual general meeting of shareholders or by the date required by law to hold the next annual general meeting of shareholders, whichever date is earlier.
- (h) In the event that there are fractional shares from the allocation of additional common shares under a general mandate this time, the Company will round down the fractional shares in their entirety.

4. Schedule of the annual shareholders' meeting in 2025 to request approval for capital reduction, capital increase and allocation of additional shares.

The Annual General Meeting of Shareholders for the year 2025 has been scheduled for Friday, April 25, 2025 at 10:00 a.m. in the form of an electronic meeting (E-Meeting) in accordance with the Electronic Meeting Act B.E. 2020 and other relevant laws and regulations at Office No. 52, Thaniya Plaza Building, 28th Floor, Silom Road, Suriyawong Subdistrict, Bang Rak District, Bangkok 10500. The list of shareholders entitled to attend the Annual General Meeting of Shareholders for the year 2025 (Record Date) has been determined on Tuesday, March 25, 2025.

The Board of Directors has resolved to assign Mr. Panya Boonyaphiwat, Chief Executive Officer, the authority to consider changing the date, time, location, and format of the 2025 Annual General Meeting of Shareholders in case of necessity.

5. Request for permission to increase capital/allocate additional shares to the relevant government agencies and conditions for requesting permission (if any)

- 5.1 The Company must obtain approval from the 2025 Annual General Meeting of Shareholders to proceed with the capital reduction and capital increase under a general mandate with a vote of not less than three-quarters of the total number of votes of shareholders attending the meeting and having the right to vote, including other related matters.
- 5.2 The Company shall submit an application for capital reduction and registration of capital increase, including amendments to the memorandum of association related to capital reduction and capital increase, to the Department of Business Development, Ministry of Commerce within 14 days from the date of receipt of payment for additional common shares.
- 5.3 The Company will apply for permission from the Stock Exchange of Thailand to list the additional common shares under a general mandate offered to the Company's existing shareholders in proportion to their shareholding (Right Offering) and offered to a limited number of persons (Private Placement) on the Stock Exchange of Thailand.

6. Objectives of the capital increase and use of the increased capital

It is the preparation of financial sources and fundraising channels in advance to support the need for working capital in business operations and/or to support investment opportunities and business expansion in the future that can create appropriate returns for the company and benefit shareholders and/or for other purposes as the board of directors deems appropriate.

7. Benefits that the company will receive from the capital increase and the allocation of additional shares

General mandate capital increase will increase the agility and speed of fund raising in time for the situation and in time for investment opportunities and future business expansion. It can reduce the steps and time for capital increase, which will benefit the company's money management, which will have a positive effect on the company's growth in the long term.

8. Benefits that shareholders will receive from the capital increase and allocation of additional shares

The Company will use the proceeds from the general mandate capital increase for investment and expansion of profitable businesses and/or as working capital and/or repay debts, which will enable the Company and its subsidiaries to increase their ability to generate income and profitability, and the Company's shareholders will benefit from improved operating results in the form of dividends and the Company's share price.

9. Any other details necessary for shareholders to use in making decisions on capital increase and allocation of additional shares.

The Board of Directors is of the opinion that the increase in the registered capital by allocating additional ordinary shares of the Company under a general mandate will support the Company's future business operations and fundraising. The capital increase in this form will increase the Company's flexibility and fundraising options, which will enable the Company to receive funds in a short period of time and to support the Company's future investment plans.

10. Opinions of the Board of Directors

1) Reasons and necessity for capital increase

The Board of Directors is of the opinion that the Company needs to increase its capital by issuing and offering additional common shares under a general mandate to the Company's existing shareholders in proportion to their shareholding (Right Offering) and to a limited number of persons (Private Placement) on this occasion to prepare the sources of funds and fundraising channels in advance to support the need for working capital in the business and/or to support investment opportunities and business expansion in the future that can generate appropriate returns for the Company.

2) Reasonableness of capital increase

The Board of Directors is of the opinion that the offering of additional common shares under a general mandate to the Company's existing shareholders in proportion to their shareholdings (Right Offering) and to a limited number of persons (Private Placement) is reasonable and in the best interests of the Company and all shareholders as the Company plans to use the money raised from this capital increase for the purposes specified in detail in Section 6.

11. Certification of the Board of Directors regarding capital increase

In the event that the Company's directors fail to perform their duties in accordance with the law, the Company's objectives and regulations, as well as the resolutions of the shareholders' meeting, with honesty and due care to protect the Company's interests in matters relating to the capital increase, by acting or refraining from acting in a manner that is a failure to perform such duties and causes damage to the Company, the Company may claim compensation from such director. However, if the Company does not claim such compensation, shareholders who hold shares in aggregate not less than 5 percent of the total issued shares may notify the Company to take action to make a claim. If the Company fails to act as the shareholders have notified, such shareholders may sue such director on behalf of the Company for damages in accordance with Section 85 of the Public Limited Companies Act B.E. 2535 (including amendments). In addition, if any action or omission of the director in a manner that is a failure to comply with the law, the

Attachments 2

Company's objectives and regulations, as well as the resolutions of the shareholders' meeting, with honesty and due care to protect the Company's interests in matters relating to the capital increase, causes the director, executives, or related persons to gain improper benefits, the Company may sue the director to take responsibility and return such benefits to the Company. Or shareholders who hold shares and have voting rights totaling not less than 5 percent of the total number of votes of the Company may notify the Company to take such action, and if the Company does not take such action as the shareholder has notified within 1 month from the date of receiving the notification, such shareholders may exercise the right to sue to reclaim benefits from that director on behalf of the Company in accordance with Section 89/1 of the Securities and Exchange Act B.E. 2535 (including any amendments).

12. Timetable for implementation in the event that the board of directors resolves to increase capital and allocate additional shares

Procedure	Date
1 The Board of Directors' Meeting No. 1/2025 resolved to approve the reduction of registered capital.	February 28, 2025
2 The Board of Directors' Meeting No. 2/2025 resolved to approve the increase in registered capital, allocation of additional shares, and other related matters.	March 10, 2025
3 The day of notification of the board's resolution to the Stock Exchange of Thailand	March 3, 2025 March 10, 2025
4 Record Date for determining the list of shareholders entitled to attend the 2025 Annual General Meeting of Shareholders	March 25, 2025
5 Annual General Meeting of Shareholders 2025 via electronic media (E-AGM 2025)	April 25, 2025
6 Notification date of the 2025 Annual General Meeting of Shareholders	April 25, 2025
7 Register for the reduction and increase of registered capital and other related matters with the Department of Business Development, Ministry of Commerce.	Within 14 days from the date of approval by the shareholders' meeting
8 Allocating additional common shares under a general mandate	As the Board of Directors will have a resolution to approve next.

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

Sincerely Yours,



(Mr. Panya Boonyapiwat)
Chairman of the Executive Committee

The Company's Annual Report 56-1 ONE REPORT 2024



Financial statements for the year 2024 ending on 31 December 2024



Supporting documents, Agenda item 5
Information on the nominees for directorship positions



Pol. Maj. Gen. Prapass Piyamongkol
Age 67 years

Address	No. 142, Soi Nawathani, Ram Intra Subdistrict, Khan Na Yao District Bangkok 10230										
Having/not having any interest in the agenda proposed at this AGM	None										
The Company's shareholding (as of February 28, 2025)	None										
Date of appointment as a director of the Company	November 10, 2020										
Position in the Company	Independent Director, 2 nd Vice Chairman of the Board of Directors and Chairman of the Audit Committee										
Study	Bachelor's Degree: Bachelor of Law, Ramkhamhaeng University Master's Degree: Master of Public Administration In Public Administration, National Institute of Development Administration (NIDA)										
Director Training Course (IOD)	<ul style="list-style-type: none"> ▪ Director Accreditation Program (DAP) รุ่นที่ 154/2018 ▪ Advanced Audit Committee Program (AACP) รุ่นที่ 33/2019 ▪ Insight in SET AC Focus 										
Work history	<table border="0"> <tr> <td style="vertical-align: top;">November 2020 – Present</td> <td>▪ Independent Director, 2nd Vice Chairman of the Board of Directors and Chairman of the Audit Committee Begistics Public Company Limited</td> </tr> <tr> <td style="vertical-align: top;">August 2018 – 2020</td> <td>▪ Independent Director and Audit Committee Dimet (Siam) Public Company Limited</td> </tr> <tr> <td style="vertical-align: top;">December 2020 - Present</td> <td>▪ Chairman of the Fact-Finding Subcommittee Office of the National Anti-Corruption Commission</td> </tr> <tr> <td style="vertical-align: top;">March 2019 - Present</td> <td>▪ Subcommittee for consideration of petitions, problems or disputes Election Commission of Thailand (ECT)</td> </tr> <tr> <td style="vertical-align: top;">2017 – 2018</td> <td>▪ Expert of the Royal Thai Police Office and Deputy Commander of the Criminal Records Division, Bangkok, Royal Thai Police Office</td> </tr> </table>	November 2020 – Present	▪ Independent Director, 2 nd Vice Chairman of the Board of Directors and Chairman of the Audit Committee Begistics Public Company Limited	August 2018 – 2020	▪ Independent Director and Audit Committee Dimet (Siam) Public Company Limited	December 2020 - Present	▪ Chairman of the Fact-Finding Subcommittee Office of the National Anti-Corruption Commission	March 2019 - Present	▪ Subcommittee for consideration of petitions, problems or disputes Election Commission of Thailand (ECT)	2017 – 2018	▪ Expert of the Royal Thai Police Office and Deputy Commander of the Criminal Records Division, Bangkok, Royal Thai Police Office
November 2020 – Present	▪ Independent Director, 2 nd Vice Chairman of the Board of Directors and Chairman of the Audit Committee Begistics Public Company Limited										
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December 2020 - Present	▪ Chairman of the Fact-Finding Subcommittee Office of the National Anti-Corruption Commission										
March 2019 - Present	▪ Subcommittee for consideration of petitions, problems or disputes Election Commission of Thailand (ECT)										
2017 – 2018	▪ Expert of the Royal Thai Police Office and Deputy Commander of the Criminal Records Division, Bangkok, Royal Thai Police Office										

<p>The relationship between independent directors is as follows:</p> <p>1. Being a close relative to the executives / major shareholders of the company / subsidiary company.</p> <p>2. Having the following relationships with the Company / subsidiaries or juristic persons that may have conflicts of interest at present in the past 2 years:</p> <ul style="list-style-type: none"> • Being a director who participates in the management, an employee, a worker or a consultant who receives a regular salary. • Being a professional service provider • Have a significant business relationship 	<ul style="list-style-type: none"> ▪ None ▪ None ▪ None ▪ None 	
<p>Prohibited Features</p>	<ul style="list-style-type: none"> ▪ No history of criminal offenses related to property committed through fraud. ▪ There is no history of transactions that may cause a conflict of interest with the Company in the past year. 	
<p>Meeting attendance ratio in 2024</p>	<p>Meeting Attendance</p> <p>: Board of Directors</p> <p>: Audit Committee</p>	<p>2024</p> <p>11/11</p> <p>5/5</p>

Supporting documents, Agenda item 5
Information on the nominees for directorship positions



Mr. Pairoj Waiwanijchakij
Age 54 years

Address	59/258 Soi Bang Waek 81, Khlong Khwang Subdistrict, Phasi Charoen District Bangkok 10160		
Having/not having any interest in the agenda proposed at this AGM	None		
The Company's shareholding (as of February 28, 2025)	None		
Date of appointment as a director of the Company	September 8, 2022		
Position in the Company	Board of Directors, Executive Committee and Risk Management Committee		
Study	<ul style="list-style-type: none"> ▪ Bachelor's degree: Bachelor of Engineering in Electronics and Electrical Communication, Kasetsart University ▪ Master's degree: Master of Engineering in Electronics and Electrical Communication, Kasetsart University ▪ Master's degree: Master of Business Administration (MBA) in Management, Chulalongkorn University ▪ PhD : Doctor of Engineering Electronics, Suranaree University of Technology 		
Training History	<ul style="list-style-type: none"> ▪ Director Accreditation Program (DAP) 2561 		
Work history	<table border="0" style="width: 100%;"> <tr> <td style="width: 50%; vertical-align: top;"> <p style="text-align: right;">8 September 2020 – Present</p> <p style="text-align: right;">June 2018 – December 2022</p> <p style="text-align: right;">March 2022 - Present</p> <p style="text-align: right;">July 2017 – 2023</p> <p style="text-align: right;">June 2016 - May 2018</p> <p style="text-align: right;">February 2016 - May 2016</p> <p style="text-align: right;">January 2014 – December 2015</p> </td> <td style="width: 50%; vertical-align: top;"> <ul style="list-style-type: none"> ▪ Board of Directors, Executive Committee and Risk Management Committee Begistics Public Company Limited ▪ Vice Chairman, VVR Asia Co.,Ltd. ▪ Director and Chief Executive Officer, The Megawatt Co., Ltd. ▪ Managing Director, Kings Telecom Public Company Limited ▪ Country Manager Sterite Technology Co., Ltd., Bangkok ▪ General Manager, Synergy Technology Co., Ltd. ▪ Assistant Managing Director, Digital Product Division Advanced Info Service Public Company Limited(AIS) </td> </tr> </table>	<p style="text-align: right;">8 September 2020 – Present</p> <p style="text-align: right;">June 2018 – December 2022</p> <p style="text-align: right;">March 2022 - Present</p> <p style="text-align: right;">July 2017 – 2023</p> <p style="text-align: right;">June 2016 - May 2018</p> <p style="text-align: right;">February 2016 - May 2016</p> <p style="text-align: right;">January 2014 – December 2015</p>	<ul style="list-style-type: none"> ▪ Board of Directors, Executive Committee and Risk Management Committee Begistics Public Company Limited ▪ Vice Chairman, VVR Asia Co.,Ltd. ▪ Director and Chief Executive Officer, The Megawatt Co., Ltd. ▪ Managing Director, Kings Telecom Public Company Limited ▪ Country Manager Sterite Technology Co., Ltd., Bangkok ▪ General Manager, Synergy Technology Co., Ltd. ▪ Assistant Managing Director, Digital Product Division Advanced Info Service Public Company Limited(AIS)
<p style="text-align: right;">8 September 2020 – Present</p> <p style="text-align: right;">June 2018 – December 2022</p> <p style="text-align: right;">March 2022 - Present</p> <p style="text-align: right;">July 2017 – 2023</p> <p style="text-align: right;">June 2016 - May 2018</p> <p style="text-align: right;">February 2016 - May 2016</p> <p style="text-align: right;">January 2014 – December 2015</p>	<ul style="list-style-type: none"> ▪ Board of Directors, Executive Committee and Risk Management Committee Begistics Public Company Limited ▪ Vice Chairman, VVR Asia Co.,Ltd. ▪ Director and Chief Executive Officer, The Megawatt Co., Ltd. ▪ Managing Director, Kings Telecom Public Company Limited ▪ Country Manager Sterite Technology Co., Ltd., Bangkok ▪ General Manager, Synergy Technology Co., Ltd. ▪ Assistant Managing Director, Digital Product Division Advanced Info Service Public Company Limited(AIS) 		

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Positions held in other listed companies	<ul style="list-style-type: none"> ▪ None 	
Positions in other companies/other businesses	Chief Executive Officer, The Megawatt Company Limited	
Prohibited Features	<ul style="list-style-type: none"> ▪ No history of criminal offenses related to property committed through fraud ▪ There is no history of transactions that may cause a conflict of interest with the Company in the past year. 	
Meeting attendance ratio in 2024	Meeting Attendance	2024
	: Board of Directors	10/11
	: Executive Committee	9/10
	: Risk Management Committee	2/3

List and history of auditors nominated for appointment as the Company's auditors for the year 2025

Name and Surname	<ul style="list-style-type: none"> MRS. NATSARAK SAROCHANUNJEEN
Certified Public Accountant Number	<ul style="list-style-type: none"> 4563
Study	<ul style="list-style-type: none"> Advanced Graduate Diploma in Accounting - Thammasat University Bachelor of Accountancy, Thammasat University
Current position	<ul style="list-style-type: none"> Partner-A.M.T. Associates Office
Certificate	<ul style="list-style-type: none"> Certified Public Accountant Auditors approved by the SEC.
Professional experience	<ul style="list-style-type: none"> More than 20 years of auditing experience
Any relationship or interest with the Company/subsidiary/executives/major shareholders or related persons.	<ul style="list-style-type: none"> None



Name and Surname	<ul style="list-style-type: none"> Miss DARANEE SOMKAMNERD
Certified Public Accountant Number	<ul style="list-style-type: none"> 5007
Study	<ul style="list-style-type: none"> Advanced Graduate Diploma in Accounting - Thammasat University Bachelor of Accountancy, Thammasat University
Current position	<ul style="list-style-type: none"> Audit Partner - A.M.T. Associates Office
Certificate	<ul style="list-style-type: none"> Certified Public Accountant Auditors approved by the SEC.
Professional experience	<ul style="list-style-type: none"> More than 20 years of auditing experience
Any relationship or interest with the Company/subsidiary/executives/major shareholders or related persons.	<ul style="list-style-type: none"> None



List and history of auditors nominated for appointment as the Company's auditors for the year 2025

Name and Surname	<ul style="list-style-type: none"> Miss JARUNEE NUAMMAE
Certified Public Accountant Number	<ul style="list-style-type: none"> 5596
Study	<ul style="list-style-type: none"> Advanced Graduate Diploma in Accounting <ul style="list-style-type: none"> - Thammasat University Bachelor of Business Administration (Accounting) <ul style="list-style-type: none"> - Rajamangala University of Technology
Current position	<ul style="list-style-type: none"> Audit Partner <ul style="list-style-type: none"> - A.M.T. Associates Office
Certificate	<ul style="list-style-type: none"> Certified Public Accountant Auditors approved by the SEC.
Professional experience	<ul style="list-style-type: none"> More than 20 years of auditing experience
Any relationship or interest with the Company/subsidiary/executives/major shareholders or related persons.	<ul style="list-style-type: none"> None



Name and Surname	<ul style="list-style-type: none"> MR. SIRAMATE AKKHARACHOTKULLANUN
Certified Public Accountant Number	<ul style="list-style-type: none"> 11821
Study	<ul style="list-style-type: none"> Bachelor of Business Administration (Accounting) <ul style="list-style-type: none"> - Kasetsart University
Current position	<ul style="list-style-type: none"> Partner-A.M.T. Associates Office
Certificate	<ul style="list-style-type: none"> Certified Public Accountant Auditors approved by the SEC.
Professional experience	<ul style="list-style-type: none"> More than 20 years of auditing experience
Any relationship or interest with the Company/subsidiary/executives/major shareholders or related persons.	<ul style="list-style-type: none"> None



Definition of Independent Director of Begistics Public Company Limited

Independent Director means a person who has all the qualifications and is independent as specified by the Board of Directors in the Company's corporate governance policy, which is consistent with and stricter than the criteria of the Stock Exchange of Thailand and the Securities and Exchange Commission, namely:

1. Holding shares not exceeding 0.5 percent of the total number of voting shares of the company, parent company, subsidiary company, associated company or juristic person that may have a conflict of interest, including shares held by related persons of that independent director.
2. Not being or having been a director involved in the management of the company, employee, staff, salaried consultant, or person with controlling power of the company, parent company, subsidiary company, associated company, subsidiary of the same level, or juristic person with a possible conflict of interest. For audit committee members appointed on or after July 1, 2010, they must have been free from such characteristics for no less than two years prior to their appointment.
3. Not having or having had a business relationship with the Company, its parent company, subsidiary company, affiliated company, or juristic person who may have conflicts of interest in a manner that may obstruct the exercise of independent judgment, including not being or having been a significant shareholder or controlling person of a person who has a business relationship with the Company, its parent company, subsidiary company, affiliated company, or juristic person who may have conflicts of interest. For the audit committee appointed on or after July 1, 2010, they must have been free from such characteristics for at least two years before being appointed. Business relationships under paragraph one include normal business transactions for business operations, renting or leasing real estate, transactions related to assets or services, or providing or receiving financial assistance by accepting or lending, guaranteeing, providing assets as collateral for debts, including other similar behaviors, which result in the Company or the contracting party having a debt to be paid to the other party of at least three percent of the Company's net tangible assets or twenty million baht or more, whichever amount is lower. The calculation of such debt shall be in accordance with the calculation method of the value of related transactions in accordance with the announcement of the Capital Market Supervisory Board on criteria for related transactions, by analogy. However, in considering such debt, debts incurred during the one year prior to the date on which the business relationship with the same person is to be included.
4. Not being a person related by blood or by legal registration as a father, mother, spouse, sibling, and child, including spouse of a child, of an executive, major shareholder, person with controlling power, or a person who will be proposed to be an executive or person with controlling power of the company or subsidiary company.
5. Not being a director appointed to be a representative of the company's directors, major shareholders, or shareholders who are related to the company's major shareholders.
6. Not being or having been an auditor of the company, parent company, subsidiary company, associated company, or juristic person who may have conflicts of interest, and not being a significant shareholder, person with controlling power, or partner of an audit office in which an auditor of the company, parent company, subsidiary company, associated company, or juristic person who may have conflicts of interest is affiliated. For audit committee members appointed on or after 1 July 2010, they must have been free from such characteristics for no less than two years prior to their appointment.
7. Not being or having been a provider of any professional services, including legal or financial advisory services, who receives a service fee exceeding two million baht per year from a parent company, subsidiary, associated company, or juristic person who may have a conflict of interest, and not being a significant shareholder, a person with controlling authority, or a partner of such professional service provider. For audit committee members appointed on or after July 1, 2010, they must have been free from such characteristics for no less than two years prior to their appointment.
8. Not engaging in a business of the same nature and in significant competition with the business of the Company or its subsidiary, or not being a significant partner in a partnership, or being a director who participates in management, an employee, a staff member, a consultant who receives a regular salary, or holding more than 1 percent of the total number of shares with voting rights of another company engaged in a business of the same nature and in significant competition with the business of the Company or its subsidiary.
9. There are no other characteristics that prevent him from expressing independent opinions on the Company's operations. After being appointed as an independent director with characteristics according to items 1 to 8, the independent director may be assigned by the Board of Directors to make decisions on the operations of the Company, its parent company, subsidiary, affiliated company, same-level subsidiary, major shareholder,

or person with controlling power of the Company, by making decisions in the form of a collective decision. The Company may appoint a person who has or has had a business relationship or provided professional services exceeding the value according to items 3 or 7 above as an independent director if the Board of Directors has carefully considered and is of the opinion that the appointment of such person will not affect the performance of duties and the expression of independent opinions, and the following information must be disclosed in the notice of the shareholders' meeting on the agenda for appointing an independent director:

- (a) The nature of the business relationship or professional services that cause the said person to not have the qualifications according to the specified criteria
- (b) Reasons and necessity for maintaining or appointing the said person as an independent director
- (c) The opinion of the Board of Directors in proposing the appointment of the said person as an independent director

Details of independent directors that shareholders can appoint as proxies to attend the meeting on their behalf

Name Ms. Chayasinee Tienthong
Age 46 ปี
Address 89/141 Soi Ratchaphruek 6, Bang Chak Subdistrict,
Phasi Charoen District, Bangkok 10160



The Company's shareholding (as of February 28, 2025): None

Date of appointment as a director of the company: 1 September 2022

Number of years as a company director: 2 years 6 months

Study

- Master's degree Master of Economics, Business Economics, Economics, Thammasat University
- Bachelor's degree Bachelor of Business Administration (B.B.A.) in Marketing, Faculty of Commerce and Accountancy, Chulalongkorn University

Training

- Director Accreditation Program (DAP) Class 200/2023, Thai Institute of Directors Association
- Audit Committee Program (AACP) Class 51/2024, Thai Institute of Directors Association

Work experience

2022 - present	Independent Director, Audit Committee, Begistics Public Company Limited
Jun 2000 - Feb 2020	Assistant Marketing Manager, Modular Compound Co., Ltd.
2015 - May 2665	Director of the Company, Skan Holding (2010) Co., Ltd.

Position in other listed companies - None -

Position in non-listed companies - None -

Having/not having any interest in any agenda proposed at the 2025 Annual General Meeting of Shareholders (AGM) - None -

The relationship between independent directors is as follows:

1. Being a close relative to the executives / major shareholders of the company / subsidiary: None
2. Having the following relationship with the Company / subsidiary or juristic person that may have: Current conflicts over the past year
 - Being a director who participates in the management, an employee, a worker or a consultant who receives a regular salary, None
 - Being a professional service provider, None

- Significant business relationship: None

Prohibited Features

- No history of criminal offenses related to property committed through fraud.
- There is no history of transactions that may cause a conflict of interest with the Company in the past year.

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

1. Attendance in person via electronic meeting

- For the shareholder who is a natural person, a Thai nationality, please send the registration form for attendance via electronic media to the company.
- For the shareholder who is a natural foreign person, please send the registration form for attendance via electronic media to the company.
- In case of name-surname change, the evidence certifying such change must be presented.

2. Attendance by a proxy-holder

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

Documents required for proxy

- In case that the grantor is a natural person of Thai nationality: Copy of the ID card or copy of a government official card certified true copy by the grantor.
- In case that the grantor is a natural person of foreign nationality: Copy of foreign identification card or copy of passport or copy of document used in lieu of the passport certified true copy by the grantor.
- In case that the grantor is a juristic person:
 - ❖ Thai juristic person: Copy of certificate from Ministry of Commerce or the authorized agency issued not exceeding 1 year, certified true copy by the authorized person of such juristic person, and copy of ID card or government official card of the authorized director who signs on behalf of the juristic person, certified true copy by such authorized director.
 - ❖ Foreign juristic person: The authorized person of the juristic person shall sign and affix the company's seal on the proxy form in the presence of the notary public or similar authorized agency according to the law in each country and shall bring such document to the authorized officer of the Royal Thai Embassy or the Royal Thai Consulate or the assigned officer to act on behalf of such person or the person capable of completing the certification according to the law of such country to certify the notary public over again.
- In case of the grantor uses thumbprint, the grantor must provide a left thumbprint and state that "the left thumbprint of..." and there must be at least 2 witnesses certified the true thumbprint of such person, and thumbprint shall be made in the presence of witnesses. The copy of ID card or government official card of the witnesses, certified true copy by such witnesses, shall be submitted together.
- In the Annual General Meeting of Shareholders 2024., 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.

Ms. Chayasinee Tienthong, 46 years old.
89/141 Soi Ratchaphruek 6, Bang Chak Subdistrict, Phasi Charoen District, Bangkok 10160
- 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.

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- The proxy holder who wishes to attend the meeting via electronic meeting, please send the registration form for attendance via electronic media to the company together with ID card/government official card/passport (for a foreigner) of the proxy holder for registration.

- 3. In case of the deceased shareholder:** The estate administrator may attend the meeting by himself or to assign a proxy to other person to attend the meeting. The court order to appoint such estate administrator, certified by the authorized person, within 6 months before the meeting day must be additionally presented.

- 4. In case of the minor shareholders:** The father-mother or the legal guardian may attend the meeting by him/herself or to assign a proxy to other person to attend the meeting. The copy of the house registration of the minor shareholders must be additionally presented.

- 5. In case of the incompetent or quasi-incompetent shareholders:** The guardian or the curator may attend the meeting by him/herself or to assign a proxy to other person to attend the meeting with the court order of appointment to be a guardian or the curator, certified by the authorized person, within 6 months before the meeting day, must be additionally presented.

- 6. Registration:** The registration for the attendance at the Meeting shall be from 12.00 – 14.00 hours.

Articles of Association

Chapter 1 General Provisions

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

Chapter 2 Issuance of Shares and Transfer of Shares

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

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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.

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18. At every general meeting of shareholders, one-third (1/3) of the directors shall retire from office. If the number of directors is not a multiple of three, then the number nearest to one-third shall retire from office.
Directors to retire from office in the first and second years following the incorporation of the Company shall be drawn by lots. In every subsequent year, the directors who have been longest in office shall retire from office.
A retiring director may be eligible for re-election.
19. Apart from retirement by rotation, the directors shall vacate office upon:
 - (1) death;
 - (2) designation;
 - (3) loss of qualifications or disqualification under the law on public limited company;
 - (4) removal by a resolution of the general meeting of shareholders;
 - (5) removal by a court order.
20. Any director who wishes to resign from office shall submit his or her resignation letter to the Company and the resignation shall be effective on the date the resignation letter has reached the Company.
21. In case a directorship becomes vacant otherwise than by rotation, the Board of Directors shall elect a person who is qualified and does not possess prohibitive characters under the law on public limited company as replacement at the subsequent meeting of the Board of Directors unless the remaining duration of the director's term of office is less than 2 (Two) months.
A person so appointed shall retain his or her office during such time only as the removing director was entitled to retain the same.
The resolution of the Board of Directors under the first paragraph shall be passed by a vote of not less than three-fourth (3/4) of the remaining directors.
22. In the event of retirement of full Board of Directors, such retiring Board of Directors shall remain in office to continue operation of the Company as is necessary until new Board of Directors shall be in office unless a court order has been issued otherwise in the event the retirement is by court order.
The retiring Board of Directors shall convene a general meeting of shareholders for election of new Board of Directors within 1 (One) month as from retirement, by sending a notice of not less than 14 (Fourteen) days to shareholders and publicizing the notice in a newspaper of not less than 3 (three) consecutive days prior to the meeting.
23. The general meeting of shareholders may remove a director before the expiration of his or her term by a majority vote of not less than three-fourths (3/4) of shareholders attending the meeting and eligible to vote and holding shares of not less than one half (1/2) of the number of shares held by shareholders attending the meeting and eligible to vote.
24. The Board of Directors shall have authority and duty to manage the Company within the scope of law, its objects, Articles of Association and resolutions passed by the general meeting of shareholders.
The Board of Directors may assign one or more persons to perform one or more specific assignments on behalf of the Board of Directors.
25. The Board of Directors shall hold a meeting at least every 3 (Three) months.
26. Meetings of the Board of Directors shall be held at the location in which Company office is situated or nearby provinces or any other places as the Chairman or a person delegated by the Chairman determines.
27. In calling a meeting of the Board of Directors, the Chairman or a person delegated by the Chairman shall send a notice to directors not less than 7 (Seven) days in advance except in case of necessity to preserve right or benefit of the Company, a notice may be sent by other means and timeframe shortened.
At least 2 (Two) directors may request for a meeting in which event the Chairman shall then determine the date of the meeting within 14 (Fourteen) days as from receipt of request.
28. At a meeting of the Board of Directors, there shall be directors attending the meeting of not less than a half of the Board of Directors to constitute a quorum.
In the event the Chairman is not present or unable to perform duty, a vice chairman, if appointed, shall act as Chairman. If there is no vice chairman, or if there is one but is unable to perform duty, the directors present at the meeting shall elect one among themselves to be the Chairman of that meeting.

29. Decisions of the meeting of the Board of Directors shall be made by majority vote.
Each director shall have one vote; but the directors who have interest in any matter shall not have right to vote on such matter. In case of equality of votes, the Chairman of the meeting shall have a casting vote.
30. Names and number of the directors who can sign to bind the Company are two directors signing jointly with the Company seal affixed, and the general meeting of shareholders or the Board of Directors has the authority to designate names of directors authorized to sign to bind the Company.
31. No directors may engage in the businesses which are identical to or in competition with those of the Company, nor become a partner in an ordinary partnership or partner with unlimited liability in a limited partnership or a director in other private or public companies whose businesses are identical to or in competition with those of the Company unless such engagement has been declared to the general meeting of shareholders prior to the meeting.
32. Directors shall notify the Company without delay should they have interest in any agreement executed by the Company, directly or indirectly, or hold increasing or decreasing number or shares or debentures in the Company or subsidiaries.
33. Subject to the law on public limited company, the Board of Director has authority to sell or mortgage any immovable property of the Company or lease out any immovable property of the Company for a period exceeding 3 (Three) years, or give or enter a compromise or initiate litigation to court or refer any dispute to arbitration for an award.
34. A remuneration of directors shall be determined by the general meeting of shareholders.
Directors shall have right to receive any remuneration from the Company in the form of gratuity, attendance fee, pension, bonus or any other benefits in other forms in accordance with the Articles of Association or consideration by the general meeting of shareholders which may determine a certain sum or lay down criteria and may do so periodically or for an indefinite period until further amendment. In addition, directors may receive per diem or other welfares according to the Company policies. Stipulations under the preceding paragraphs shall not be prejudiced with the rights of employees of the Company who have been elected as directors as regards remuneration and benefits to which they are entitled as employees.
Payment under the first and second paragraphs shall not be in conflict or contradictory with the required qualifications of independent directors as prescribed under the law on securities and exchange.

Chapter 4 General Meeting of Shareholders

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

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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.

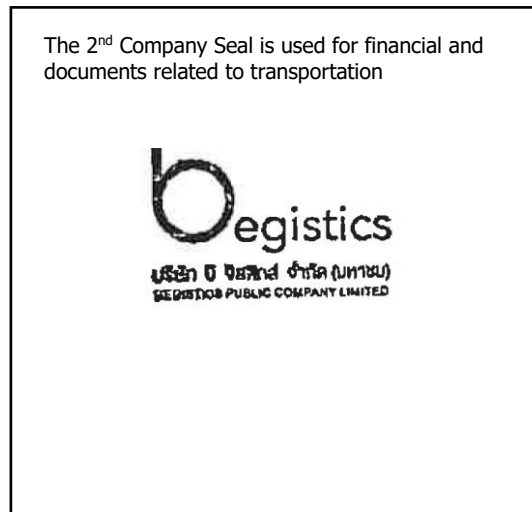
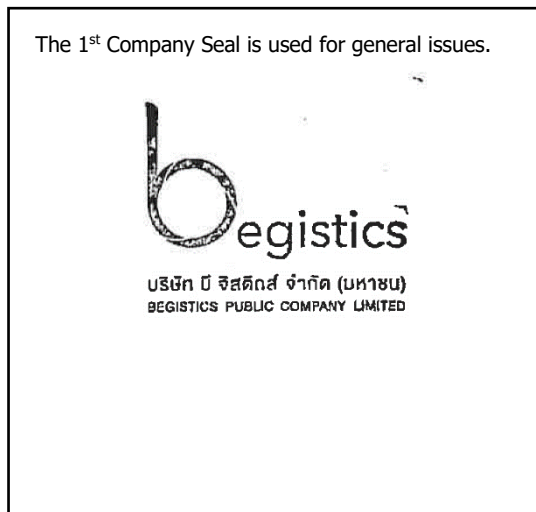
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56. The Board of Directors shall ensure the balance sheet and the profit and loss statements at the end of fiscal year, duly audited prior to the meeting, to be presented to a general meeting of shareholders for consideration and approval.
57. The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

Chapter 9 Additional Stipulations

63. The seal of the Company is as follows:

(Seal of the Company affixed)



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

(ปิดอากรแสตมป์
20 บาท)
(Stamp Duty
Baht 20)

เขียนที่ _____

Written at

วันที่ _____ เดือน _____ พ.ศ. _____

Date Month Year

(1) ข้าพเจ้า _____ 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) นางสาวชญาสินี เตียรทอง ตำแหน่ง กรรมการอิสระและกรรมการตรวจสอบ อายุ 46 ปี
or Miss Chayasinee Tientong Positions Independent Director and Audit Committee and Age 46 years.

ที่อยู่เลขที่ 89/141 ซอยราชพฤกษ์ 6 แขวงบางจาก เขตภาษีเจริญ กรุงเทพมหานคร 10160

Residing at 89/141 Soi Ratchaphruek 6, Bang Chak Subdistrict, Phasi Charoen District, Bangkok 10160

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า

ในการประชุมสามัญผู้ถือหุ้นประจำปี 2568 (ผ่านสื่ออิเล็กทรอนิกส์) ในวันที่ 25 เมษายน 2568 เวลา 10.00 น.

Only one of them to be my/our proxy to attend and vote on my/our behalf at the Annual General Meeting of shareholders for the year 2025 (via electronic media) on April 25th, 2025 at 10.00 a.m.

หนังสือเชิญประชุมสามัญผู้ถือหุ้นประจำปี 2568 (ผ่านสื่ออิเล็กทรอนิกส์)

Invitation to the Annual General Meeting of Shareholders for the year 2025 by electronic meeting

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

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

กิจการใดที่ผู้รับมอบฉันทะได้กระทำให้ไปในการประชุมนั้น 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

ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าร่วมประชุมและออกเสียงลงคะแนนไม่สามารถแบ่งแยกจำนวนหุ้นให้
ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

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

หนังสือมอบฉันทะ แบบ ข.

Proxy Form B.

(แบบที่กำหนดรายการต่างๆ ที่จะมอบฉันทะที่ละเอียดชัดเจนตายตัว)
(Proxy Form containing specific details)

(ปิดอากรแสตมป์
20 บาท)
(Stamp Duty
Baht 20)

เขียนที่

Written at

วันที่ เดือน พ.ศ.

Date Month Year

(1) ข้าพเจ้า

I/We

สัญชาติ

Nationality

อยู่บ้านเลขที่

Residing at

ถนน

ตำบล/แขวง

อำเภอ/เขต

จังหวัด

รหัสไปรษณีย์

Road

Tambol/Khwaeng

Amphoe/Khet

Province

Postal Code

(2) เป็นผู้ถือหุ้นของบริษัท บี จิสติกส์ จำกัด (มหาชน) โดยถือหุ้นจำนวนทั้งสิ้นรวม

หุ้น

being a shareholder of Begistics Public Company Limited, holding the total number of

shares,

และออกเสียงลงคะแนนได้เท่ากับ

เสียง ดังนี้

and having the right to vote equivalent to

votes as follows:

หุ้นสามัญ

ordinary share of

หุ้น และออกเสียงลงคะแนนได้เท่ากับ

เสียง

หุ้นบุริมสิทธิ

preference share of

หุ้น และออกเสียงลงคะแนนได้เท่ากับ

เสียง

(3) ขอมอบฉันทะให้

Hereby appoint:

(1) นาย/นาง/นางสาว

Mr./Ms./Miss

อายุ

age

ปี อยู่บ้านเลขที่

years, residing at

ถนน

ตำบล/แขวง

อำเภอ/เขต

จังหวัด

รหัสไปรษณีย์

Road

Tambol/Khwaeng

Amphoe/Khet

Province

Postal Code

หรือ

(2) นาย/นาง/นางสาว

Mr./Ms./Miss

อายุ

age

ปี อยู่บ้านเลขที่

years, residing at

ถนน

ตำบล/แขวง

อำเภอ/เขต

จังหวัด

รหัสไปรษณีย์

Road

Tambol/Khwaeng

Amphoe/Khet

Province

Postal Code

หรือ

(3) นาย/นาง/นางสาว

Mr./Ms./Miss

อายุ

age

ปี อยู่บ้านเลขที่

years, residing at

ถนน

ตำบล/แขวง

อำเภอ/เขต

จังหวัด

รหัสไปรษณีย์

Road

Tambol/Khwaeng

Amphoe/Khet

Province

Postal Code

หรือ

(4) นางสาวชญาลีณี เทียรทอง ตำแหน่ง กรรมการอิสระและกรรมการตรวจสอบ อายุ 46 ปี Miss Chayasinee Tientong

Positions Independent Director and Audit Committee and Age 46 years.

ที่อยู่เลขที่ 89/141 ซอยราชพฤกษ์ 6 แขวงบางจาก เขตภาษีเจริญ กรุงเทพมหานคร 10160

Residing at 89/141 Soi Ratchaphruek 6, Bang Chak Subdistrict, Phasi Charoen District, Bangkok 10160

คนหนึ่งคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า

ในการประชุมสามัญผู้ถือหุ้นประจำปี 2568 (ผ่านสื่ออิเล็กทรอนิกส์) ในวันที่ 25 เมษายน 2568 เวลา 10.00 น.

Only one of them to be my/our proxy to attend and vote on my/our behalf at the Annual General Meeting of shareholders for the year 2025 (via electronic media) on April 25th, 2025 at 10.00 a.m.

หนังสือเชิญประชุมสามัญผู้ถือหุ้นประจำปี 2568 (ผ่านสื่ออิเล็กทรอนิกส์)

Invitation to the Annual General Meeting of Shareholders for the year 2025 by electronic meeting

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

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

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

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

วาระที่ 1. พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้นประจำปี 2567 เมื่อวันที่ 26 เมษายน 2567

Agenda 1. To certify the minutes of the Annual General Meeting of Shareholders for the year 2024 held on April 26, 2024.

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

เห็นด้วย ไม่เห็นด้วย งดออกเสียง

Approve Disapprove Abstain

วาระที่ 2. รับทราบผลการดำเนินงานของบริษัทสำหรับรอบปี 2567

Agenda 2. To acknowledge the Board of Director's report on the Company's operating results for the year 2024.

เป็นวาระแจ้งเพื่อทราบจึงไม่ต้องลงคะแนนเสียง

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

วาระที่ 3. พิจารณานุมัติงบฐานะการเงินและงบกำไรขาดทุนของบริษัทสำหรับรอบปีบัญชีสิ้นสุดวันที่ 31 ธันวาคม 2567

Agenda 3. To consider of approval of the Company's Financial Statement and profit and loss Statement for the fiscal year ending on December 31, 2024.

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

เห็นด้วย ไม่เห็นด้วย งดออกเสียง

Approve Disapprove Abstain

วาระที่ 4. พิจารณานุมัติจัดสรรกำไรสุทธิเพื่อเป็นทุนสำรองตามกฎหมายและงดจ่ายเงินปันผลประจำปี 2567

Agenda 4. To consider and approve the omission of the allocation of net profits for legal reserve and the omission of dividend payments Year 2024.

(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. พิจารณานุมัติเลือกตั้งกรรมการแทนกรรมการที่ออกตามวาระประจำปี 2568

Agenda 5. To consider and approve the election of directors to replace those retiring by rotation for the year 2025.

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

การแต่งตั้งกรรมการเป็นรายบุคคล

Appointment of individual directors

- | | | |
|-----------------------------------|--------------------------------------|-------------------------------------|
| 1. พลตำรวจตรี ประภาส ปิยะมงคล | กรรมการ/กรรมการอิสระ | |
| Pol.Maj.Gen. Prapass Piyamomgkol | Director/Independent Director | |
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |
| 2. นายไพโรจน์ ไววานิชกิจ | กรรมการ | |
| Mr.Pairoj Waiwanijchakij | Director | |
| <input type="checkbox"/> เห็นด้วย | <input type="checkbox"/> ไม่เห็นด้วย | <input type="checkbox"/> งดออกเสียง |
| Approve | Disapprove | Abstain |

วาระที่ 6. พิจารณานุมัติกำหนดค่าตอบแทนกรรมการประจำปี 2568

Agenda 6. To consider and approve the determination of directors' remuneration for the year 2025.

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

วาระที่ 7. พิจารณานุมัติแต่งตั้งผู้สอบบัญชีและกำหนดค่าตอบแทนผู้สอบบัญชีประจำปี 2568

Agenda 7. To consider and approve the appointment of auditors and the determination of the audit fee for the year 2025.

- (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 8. พิจารณานุมัติการออกและเสนอขายหุ้นสามัญเพิ่มทุนแบบมอบอำนาจทั่วไป (General Mandate) จำนวนไม่เกิน 2,422,201,821 หุ้น มูลค่าที่ตราไว้หุ้นละ 2.04 บาท โดยเสนอขายให้แก่ผู้ถือหุ้นเดิมของบริษัทตามสัดส่วนการถือหุ้น (Right Offering) จำนวนไม่เกิน 1,614,801,821 หุ้น มูลค่าที่ตราไว้หุ้นละ 2.04 บาท และ เสนอขายให้แก่บุคคลในวงจำกัด (Private Placement) จำนวนไม่เกิน 807,400,000 หุ้น มูลค่าที่ตราไว้หุ้นละ 2.04 บาท

Agenda 8. To consideration of approval of the issuance and offering of additional common shares under General Mandate in the amount not exceeding 2,422,201,821 shares, with a par value of 2.04 baht per share, to be offered to the Company's existing shareholders in proportion to their shareholding (Right Offering) in the amount not exceeding 1,614,801,821 shares, with a par value of 2.04 baht per share, and offered to Private Placement in the amount not exceeding 807,400,000 shares, with a par value of 2.04 baht per share.

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

- วาระที่ 9. พิจารณานุมัติการลดทุนจดทะเบียนของบริษัทจำนวน 1,618,743,757.68 บาท จากเดิมทุนจดทะเบียน 23,580,047,671.92 บาท เป็นทุนจดทะเบียน 21,961,303,914.24 บาท โดยการตัดหุ้นสามัญที่ยังไม่ได้ออกจำหน่ายจำนวน 793,501,842 หุ้น มูลค่าที่ตราไว้หุ้นละ 2.04 บาท และอนุมัติการแก้ไขเพิ่มเติมหนังสือบริคณห์ ข้อ 4. ของบริษัท เพื่อให้สอดคล้องกับการลดทุนจดทะเบียนของบริษัท
- Agenda 9. To consideration of approval of the reduction of the Company's registered capital by 1,618,743,757.68 baht from the original registered capital of 23,580,047,671.92 baht to the registered capital of 21,961,303,914.24 baht by eliminate 793,501,842 unissued ordinary shares with a par value of 2.04 (two baht four satang) per share and approval of the amendment to the Memorandum of Association, Section 4 of the Company to be consistent with the reduction of the Company's registered capital.
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain
- วาระที่ 10. พิจารณานุมัติการเพิ่มทุนจดทะเบียนของบริษัทจำนวน 4,941,291,714.84 บาท จากเดิมทุนจดทะเบียน 21,961,303,914.24 บาท เป็นทุนจดทะเบียน 26,902,595,629.08 บาท โดยการออกหุ้นสามัญเพิ่มทุนใหม่จำนวน 2,422,201,821 หุ้น มูลค่าที่ตราไว้หุ้นละ 2.04 บาท เพื่อรองรับการเพิ่มทุนแบบมอบอำนาจทั่วไป (General Mandate) และอนุมัติการแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิ ข้อ 4. ของบริษัท เพื่อให้สอดคล้องกับการเพิ่มทุนจดทะเบียนของบริษัท
- Agenda 10. To Consideration of approval of the increase in the Company's registered capital by 4,941,291,714.84 baht from the original registered capital of 21,961,303,914.24 baht to 26,902,595,629.08 baht by issuing 2,422,201,821 new ordinary shares with a par value of 2.04 baht per share to support the capital increase by means of General Mandate and approval of the amendment to the Memorandum of Association, Section 4, of the Company to be consistent with the increase in the Company's registered capital.
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain
- วาระที่ 11. พิจารณานุมัติการจัดสรรหุ้นสามัญเพิ่มทุน จำนวนไม่เกิน 2,422,201,821 หุ้น มูลค่าที่ตราไว้หุ้นละ 2.04 บาท เพื่อรองรับการเพิ่มทุนแบบมอบอำนาจทั่วไป (General Mandate)
- Agenda 11. To Consider approving the allocation of additional common shares in the amount not exceeding 2,422,201,821 shares, with a par value of 2.04 baht per share, to support the capital increase under General Mandate.
- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
(a) To grant my/our proxy to consider and vote on my/our behalf as he/she may deem appropriate in all respects.
- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
(b) To grant my/our proxy to vote at my/our desire as follows:
- เห็นด้วย ไม่เห็นด้วย งดออกเสียง
Approve Disapprove Abstain
- วาระที่ 12. พิจารณานุมัติเรื่องอื่นๆ
- Agenda 12. To consider other matters (if any)

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้อง และไม่ใช้เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

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) ในกรณีที่ข้าพเจ้าไม่ได้รับความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม 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. ในกรณีที่วาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข. ตามแนบ

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

ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข.
ALLONGE OF PROXY FORM B.

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท บี จิสติกส์ จำกัด (มหาชน)

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

ในการประชุมสามัญผู้ถือหุ้นประจำปี 2568 ผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) ในวันศุกร์ที่ 25 เมษายน 2568 เวลา 10.00 น. ณ สำนักงานเลขที่ 52 อาคารธนิยะพลาซ่า ชั้น 28 ถนนสีลม แขวงสุริยวงศ์ เขตบางรัก กรุงเทพมหานคร 10500 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

In the Annual General Meeting of shareholders for the year 2025 by electronic meeting (E-AGM) on April 25th, 2025 at 10.00 am. at the Meeting Room BEGISTICS PUBLIC COMPANY LIMITED 52 Thaniya Plaza Building 28th Floor, Silom Road, Suriyawongse, Bangrak, Bangkok 10500, or any adjournment at any date, time and place thereof.

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

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

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

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
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|-----------------------------------|--------------------------------------|-------------------------------------|
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| Approve | Disapprove | Abstain |

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

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
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|-----------------------------------|--------------------------------------|-------------------------------------|
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| Approve | Disapprove | Abstain |

วาระที่..... เรื่อง.....

Agenda No..... Re:

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

วาระที่..... เรื่อง.....

Agenda No..... Re:

- (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
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- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้
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 - เห็นด้วย ไม่เห็นด้วย งดออกเสียง
 - Approve Disapprove Abstain

วาระที่..... เรื่อง.....

Agenda No..... Re:

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

Agenda No..... Re:

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

Agenda No..... Re:

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

Agenda No..... Re:

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

Agenda No..... Re:

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

Agenda No..... Re:

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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

หนังสือมอบฉันทะ แบบ ค.

Proxy Form C.

(แบบที่ใช้เฉพาะกรณีผู้ถือหุ้นเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian)

ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้น)

(For foreign shareholders who have custodians in Thailand only)

(ปิดอากรแสตมป์
20 บาท)
(Stamp Duty
Baht 20)

เขียนที่ _____

Written at

วันที่ _____ เดือน _____ พ.ศ. _____

Date Month Year

(1) ข้าพเจ้า

I/We

สัญชาติ

Nationality

อยู่บ้านเลขที่

Residing at

ถนน

ตำบล/แขวง

อำเภอ/เขต

จังหวัด

รหัสไปรษณีย์

Road

Tambol/Khwaeng

Amphoe/Khet

Province

Postal Code

ในฐานะผู้ประกอบการจึงเป็นผู้รับฝากและดูแลหุ้น (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 equivalent to _____ votes as follows:

หุ้นสามัญ

ordinary share of

หุ้นบุริมสิทธิ

preference share of

(2) ขอมอบฉันทะให้

Hereby appoint:

(1) นาย/นาง/นางสาว

Mr./Ms./Miss

อายุ

age

ปี อยู่บ้านเลขที่

years, residing at

ถนน

ตำบล/แขวง

อำเภอ/เขต

จังหวัด

รหัสไปรษณีย์

Road

Tambol/Khwaeng

Amphoe/Khet

Province

Postal Code

หรือ

(2) นาย/นาง/นางสาว

Mr./Ms./Miss

อายุ

age

ปี อยู่บ้านเลขที่

years, residing at

ถนน

ตำบล/แขวง

อำเภอ/เขต

จังหวัด

รหัสไปรษณีย์

Road

Tambol/Khwaeng

Amphoe/Khet

Province

Postal Code

หรือ

(3) นาย/นาง/นางสาว

Mr./Ms./Miss

อายุ

age

ปี อยู่บ้านเลขที่

years, residing at

ถนน

ตำบล/แขวง

อำเภอ/เขต

จังหวัด

รหัสไปรษณีย์

Road

Tambol/Khwaeng

Amphoe/Khet

Province

Postal Code

หรือ

(4) นางสาวชญานี เตียรทอง ตำแหน่ง กรรมการอิสระและกรรมการตรวจสอบ อายุ 46 ปี

Miss Chayasinee Tientong

Positions Independent Director and Audit Committee and Age 46 years.

ที่อยู่เลขที่ 89/141 ซอยราชพฤกษ์ 6 แขวงบางจาก เขตภาษีเจริญ กรุงเทพมหานคร 10160

Residing at 89/141 Soi Ratchaphruek 6, Bang Chak Subdistrict, Phasi Charoen District, Bangkok 10160

คนหนึ่งคนเดียวเป็นตัวแทนของข้าพเจ้าเพื่อเข้าร่วมประชุมและออกเสียงลงคะแนนแทนข้าพเจ้า

ในการประชุมสามัญผู้ถือหุ้นประจำปี 2568 (ผ่านสื่ออิเล็กทรอนิกส์) ในวันที่ 25 เมษายน 2568 เวลา 10.00 น.

หนังสือเชิญประชุมสามัญผู้ถือหุ้นประจำปี 2568 (ผ่านสื่ออิเล็กทรอนิกส์)

Invitation to the Annual General Meeting of Shareholders for the year 2025 by electronic meeting

Only one of them to be my/our proxy to attend and vote on my/our behalf at the Annual General Meeting of shareholders for the year 2025 (via electronic media) on April 25th, 2025 at 10.00 a.m.

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

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

(3) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

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

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

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

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

- วาระที่ 1. พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้นประจำปี 2567 เมื่อวันที่ 26 เมษายน 2567
Agenda 1. To certify the minutes of the Annual General Meeting of Shareholders for the year 2024 held on April 26, 2024.
- (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. รับทราบผลการดำเนินงานของบริษัทสำหรับรอบปี 2567
Agenda 2. To acknowledge the Board of Director's report on the Company's operating results for the year 2024.
เป็นวาระแจ้งเพื่อทราบจึงไม่ต้องลงคะแนนเสียง
Casting vote is not required because this agenda item is for acknowledgment only.
- วาระที่ 3. พิจารณานุมัติงบฐานะการเงินและงบกำไรขาดทุนของบริษัทสำหรับรอบปีบัญชีสิ้นสุดวันที่ 31 ธันวาคม 2567
Agenda 3. To consider of approval of the Company's Financial Statement and profit and loss Statement for the fiscal year ending on December 31, 2024.
- (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. พิจารณานุมัติจัดสรรกำไรสุทธิเพื่อเป็นทุนสำรองตามกฎหมายและงจ่ายเงินปันผลประจำปี 2567

Agenda 4. To consider and approve the omission of the allocation of net profits for legal reserve and the omission of dividend payments Year 2024.

(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. พิจารณานุมัติเลือกตั้งกรรมการแทนกรรมการที่ออกตามวาระประจำปี 2568

Agenda 5. To consider and approve the election of directors to replace those retiring by rotation for the year 2025.

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

การแต่งตั้งกรรมการเป็นรายบุคคล

Appointment of individual directors

1. พลตำรวจตรี ประภาส ปิยะมงคล

กรรมการ/กรรมการอิสระ

Pol.Maj.Gen. Prapass Piyamomgkol

Director/Independent Director

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

2. นายไพโรจน์ ไววานิชกิจ

กรรมการ

Mr.Pairoj Waiwanijchakij

Director

เห็นด้วย

ไม่เห็นด้วย

งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ 6. พิจารณานุมัติกำหนดค่าตอบแทนกรรมการประจำปี 2568

Agenda 6. To consider and approve the determination of directors' remuneration for the year 2025.

(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. พิจารณานุมัติแต่งตั้งผู้สอบบัญชีและกำหนดค่าตอบแทนผู้สอบบัญชีประจำปี 2568

Agenda 7. To consider and approve the appointment of auditors and the determination of the audit fee for the year 2025.

(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. พิจารณานุมัติการออกและเสนอขายหุ้นสามัญเพิ่มทุนแบบมอบอำนาจทั่วไป (General Mandate) จำนวนไม่เกิน 2,422,201,821 หุ้น มูลค่าที่ตราไว้หุ้นละ 2.04 บาท โดยเสนอขายให้แก่ผู้ถือหุ้นเดิมของบริษัทตามสัดส่วนการถือหุ้น (Right Offering) จำนวนไม่เกิน 1,614,801,821 หุ้น มูลค่าที่ตราไว้หุ้นละ 2.04 บาท และ เสนอขายให้แก่บุคคลในวงจำกัด (Private Placement) จำนวนไม่เกิน 807,400,000 หุ้น มูลค่าที่ตราไว้หุ้นละ 2.04 บาท

Agenda 8. To consideration of approval of the issuance and offering of additional common shares under General Mandate in the amount not exceeding 2,422,201,821 shares, with a par value of 2.04 baht per share, to be offered to the Company's existing shareholders in proportion to their shareholding (Right Offering) in the amount not exceeding 1,614,801,821 shares, with a par value of 2.04 baht per share, and offered to Private Placement in the amount not exceeding 807,400,000 shares, with a par value of 2.04 baht per share.

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

เห็นด้วย ไม่เห็นด้วย งดออกเสียง

Approve Disapprove Abstain

วาระที่ 9. พิจารณานุมัติการลดทุนจดทะเบียนของบริษัทจำนวน 1,618,743,757.68 บาท จากเดิมทุนจดทะเบียน 23,580,047,671.92 บาท เป็นทุนจดทะเบียน 21,961,303,914.24 บาท โดยการตัดหุ้นสามัญที่ยังไม่ได้ออกจำหน่ายจำนวน 793,501,842 หุ้น มูลค่าที่ตราไว้หุ้นละ 2.04 บาท และอนุมัติการแก้ไขเพิ่มเติมหนังสือบริคณห์ ข้อ 4. ของบริษัท เพื่อให้สอดคล้องกับการลดทุนจดทะเบียนของบริษัท

Agenda 9. To consideration of approval of the reduction of the Company's registered capital by 1,618,743,757.68 baht from the original registered capital of 23,580,047,671.92 baht to the registered capital of 21,961,303,914.24 baht by eliminate 793,501,842 unissued ordinary shares with a par value of 2.04 (two baht four satang) per share and approval of the amendment to the Memorandum of Association, Section 4 of the Company to be consistent with the reduction of the Company's registered capital.

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

เห็นด้วย ไม่เห็นด้วย งดออกเสียง

Approve Disapprove Abstain

วาระที่ 10. พิจารณานุมัติการเพิ่มทุนจดทะเบียนของบริษัทจำนวน 4,941,291,714.84 บาท จากเดิมทุนจดทะเบียน 21,961,303,914.24 บาท เป็นทุนจดทะเบียน 26,902,595,629.08 บาท โดยการออกหุ้นสามัญเพิ่มทุนใหม่จำนวน 2,422,201,821 หุ้น มูลค่าที่ตราไว้หุ้นละ 2.04 บาท เพื่อรองรับการเพิ่มทุนแบบมอบอำนาจทั่วไป (General Mandate) และอนุมัติการแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิ ข้อ 4. ของบริษัท เพื่อให้สอดคล้องกับการเพิ่มทุนจดทะเบียนของบริษัท

Agenda 10. To Consideration of approval of the increase in the Company's registered capital by 4,941,291,714.84 baht from the original registered capital of 21,961,303,914.24 baht to 26,902,595,629.08 baht by issuing 2,422,201,821 new ordinary shares with a par value of 2.04 baht per share to support the capital increase by means of General Mandate and approval of the amendment to the Memorandum of Association, Section 4, of the Company to be consistent with the increase in the Company's registered capital.

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

เห็นด้วย ไม่เห็นด้วย งดออกเสียง

Approve Disapprove Abstain

วาระที่ 11. พิจารณานุมัติการจัดสรรหุ้นสามัญเพิ่มทุน จำนวนไม่เกิน 2,422,201,821 หุ้น มูลค่าที่ตราไว้หุ้นละ 2.04 บาท เพื่อรองรับการเพิ่มทุนแบบมอบอำนาจทั่วไป (General Mandate)

Agenda 11. To Consider approving the allocation of additional common shares in the amount not exceeding 2,422,201,821 shares, with a par value of 2.04 baht per share, to support the capital increase under General Mandate.

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

เห็นด้วย ไม่เห็นด้วย งดออกเสียง

Approve Disapprove Abstain

วาระที่ 12. พิจารณานุมัติเรื่องอื่นๆ

Agenda 12. To consider other matters (if any)

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

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

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

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

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

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

หมายเหตุ

Remarks

1. หนังสือมอบฉันทะแบบ ค. นี้ ใช้เฉพาะกรณีที่มีผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (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. ผู้ถือหุ้นที่มอบฉันทะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน 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

ในการประชุมสามัญผู้ถือหุ้นประจำปี 2568 ผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) ในวันศุกร์ที่ 25 เมษายน 2568 เวลา 10.00 น. ณ สำนักงานเลขที่ 52 อาคารธนิยะพลาซ่า ชั้น 28 ถนนสีลม แขวงสุริยวงศ์ เขตบางรัก กรุงเทพมหานคร 10500 หรือที่จะพึงเลื่อนไปใน วัน เวลา และสถานที่อื่นด้วย

In the Annual General Meeting of shareholders for the year 2025 by electronic meeting (E-AGM) on April 25th, 2025 at 10.00 am. at the Meeting Room BEGISTICS PUBLIC COMPANY LIMITED 52 Thaniya Plaza Building 28th Floor, Silom Road, Suriyawongse, Bangrak, Bangkok 10500, or any adjournment at any date, time and place thereof.

วาระที่..... เรื่อง.....

Agenda No..... Re:

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

วาระที่..... เรื่อง.....

Agenda No..... Re:

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Submitting questions regarding shareholder meetings

The Board of Directors considers it appropriate to provide shareholders with an opportunity to express their opinions or send questions regarding the shareholders' meeting to the Board of Directors in advance of the shareholders' meeting date. Shareholders can send questions to the Company through the following channels:

1. Shareholders who propose questions, please provide your information with the following details:
 - Name, address, telephone, fax and email (if available) where the company can be contacted.
 - Questions you wish to ask or comment on, along with supporting documents and information (if any)
2. Channels for sending questions
 - ir_investment@begistics.co.th / itsaret.um@begistics.co.th
Postal delivery: Begistics Public Company Limited, No. 52 Thaniya Plaza Building, 28th Floor, Silom Road, Suriyawong Subdistrict, Bang Rak District, Bangkok 10500
3. Time period for accepting questions
The Company invites shareholders to submit questions regarding the shareholders' meeting from now until April 24, 2025.
4. The Company Secretary will collect the questions and forward them to the CEO or relevant executives for consideration and answering the questions to shareholders.

Procedures for attending meetings via electronic media (E-Meeting) and how to grant a proxy

Shareholders or proxies who wish to attend the meeting must submit identification documents as specified to the Company no later than April 23, 2025 or via the website no later than April 23, 2025. When the Company has verified the information according to the list of shareholders according to the information on the closing of the register of shareholders entitled to attend the shareholders' meeting and found that it is correct and complete, the electronic meeting service provider (E-Meeting) will send a link for joining the meeting and a user manual to the email address you have sent to the Company. The link will be sent 1-2 days in advance of the meeting date.

Notification of intent to attend a meeting via electronic media

Shareholders who wish to attend the meeting via electronic media must notify their intention to attend the meeting in the following 3 ways:

1. Inform your intention to attend the meeting by sending a meeting response form via email.
2. Inform your intention to attend the meeting by sending a reply form by post.
3. Inform your intention to attend the meeting via the website

<https://b.thekoble.com/agm/emeeting/index/1>



By selecting the 2025 Annual General Meeting of Shareholders of Begistics Public Company Limited and registering with attached files following the steps in the system.

1. In the case of notifying the intention to attend the meeting via electronic media by sending information via email or post

1. Please complete the electronic meeting attendance receipt form, specifying your email address and mobile phone number clearly for use in registering to attend the meeting.
2. Attach proof of identity to confirm the right to participate in the E-Meeting meeting.

2.1. Natural persons

- 2.1.1. In the event that a shareholder wishes to attend the meeting in person via electronic media
 - (1) A copy of an identification document issued by the government that has not expired, such as a national ID card or government official ID card, driver's license or passport. In the case of a change of name or surname, please attach the following documents.
- 2.1.2. In the event that a shareholder grants another person a proxy to attend a meeting on their behalf via electronic media
 - (1) A power of attorney form attached to the meeting invitation letter, filled in correctly and completely, signed by the proxy grantor and proxy recipient, and affixed with a full tax stamp.
 - (2) A copy of the identity document of the grantor issued by the government that has not expired, such as a national ID card or government official ID card, a driver's license or a passport. In the case of a change of name or surname, please attach the said document with the signature of the grantor certifying that the copy is correct.
 - (3) A copy of the proxy's identification document issued by the government that has not expired, such as a national ID card or government official ID card, driver's license or passport. In the case of a change of name or surname, please attach the said document, with the proxy's signature and certification of the true copy.

2.2. Legal entity

2.2.1. In the event that a person authorized to sign on behalf of a juristic person (director) wishes to attend a meeting in person via electronic media

- (1) A copy of the shareholder's certificate of incorporation, issued no more than 1 year before the general meeting of shareholders, certified as a true copy by a representative of the juristic person (director) who has the authority to sign on behalf of the juristic person.
- (2) A copy of the identity document of the legal entity representative (director) issued by the government that has not expired, such as a national ID card or government official ID card, driver's license or passport. In the case of a change of name - surname, please attach the said document, sign and certify that the copy is correct.

2.2.2. In the event that a proxy is granted to a proxy holder to attend the meeting on their behalf via electronic media.

- (1) A power of attorney in the form attached to the meeting invitation letter has been correctly and completely filled in, signed by the grantor and the proxy, and has been duly affixed with stamp duty.
- (2) A copy of the shareholder's certificate of incorporation, issued no more than 1 year before the general meeting of shareholders, certified as a true copy by a representative of the juristic person (director) who has the authority to sign on behalf of the juristic person.
- (3) A copy of the identity document of the legal entity representative (director) issued by the government that has not expired, such as a national ID card or government official ID card, driver's license or passport. In the case of a change of name - surname, please attach the said document, sign and certify that the copy is correct.
- (4) A copy of the identity document of the proxy, as in the case of a natural person as mentioned above.

In the event that the above-mentioned documents or evidence are not in Thai or English, the shareholder must present an English translation certified by the shareholder or by an authorized person to bind the juristic person (in the case of a juristic person).

3. Register or send documents to inform your intention to attend the meeting via electronic media and proof of identity with other supporting documents by sending them to the company through the following channels:

- E-mail : ir_investment@begistics.co.th (Within 23 April 2025)
- Postal channel: Company Secretary Section, Begistics Public Company Limited, No. 52 Thaniya Plaza Building, 28th Floor, Silom Road, Suriyawong Subdistrict, Bang Rak District, Bangkok 10500 (Documents will be delivered by 23 April 2025)
- Website channel via <https://b.thekoble.com/agm/emeeting/index/1> (Within 23 April 2025)
- For further information, please contact the Company Secretary of Begistics Public Company Limited. Telephone number 02-096 4999

Registration steps to join the meeting using the AFF E Meeting system

1. Register to join the meeting via the link provided by the company or visit the website to register or via the QR Code below.

Via the website <https://b.thekoble.com/agm/emeeting/index/1>



Via the QR Code



2. Select the general shareholders' meeting by selecting according to the logo of the company that organized the meeting.
3. Complete the registration process according to the information on the website and attach a copy of the shareholder's ID card.
4. For registration in case of proxy, you must attach the documents in the proxy form and a copy of the ID card of the proxy and the proxy recipient to the system so that the officer can verify your documents.
5. After the Company has received the registration information and has verified the details and confirmed the rights in the shareholder list, the Company will send an email link to join the meeting to the email specified in the registration information within 2 business days before the meeting date.
6. When the meeting date arrives, log in to the system using the shareholder account number (shareholder registration number) and reference number (shareholder's national ID card number).
7. Attendance at the meeting will be counted as a quorum only when the shareholder clicks on the link and logs into the meeting system on the meeting opening day (excluding whether or not you join the meeting via Join Zoom meeting).

Participation in meetings via electronic media E-Meeting via Zoom Meeting system

1. When the shareholder or proxy has completed the registration to notify the intention to attend the general meeting of shareholders, after the company has received the documents and verified the information completely, the meeting organizer, on behalf of OJ International Co., Ltd., will send an email which will be a link for attending the meeting to the shareholder's email specified in the registration document 2 days before the meeting date. Please study the manual for using the electronic meeting system in detail. If you have not received the email by April 23, 2025, please contact the company immediately through the channels previously notified.
2. Meeting participation and voting via electronic media can be used on all devices such as computers, notebooks, tablets and mobile phones via Web Browser: Chrome.
3. If you want stable viewing of the conference, we recommend that you use 4G internet or basic home internet or via wifi.
4. Since the meeting management via the E-Meeting system of OJ International Co., Ltd. is a meeting that is integrated with the Zoom Meeting program, therefore, if shareholders have never used the Zoom system or have never installed the Zoom program on various devices, you can download and install it from below.

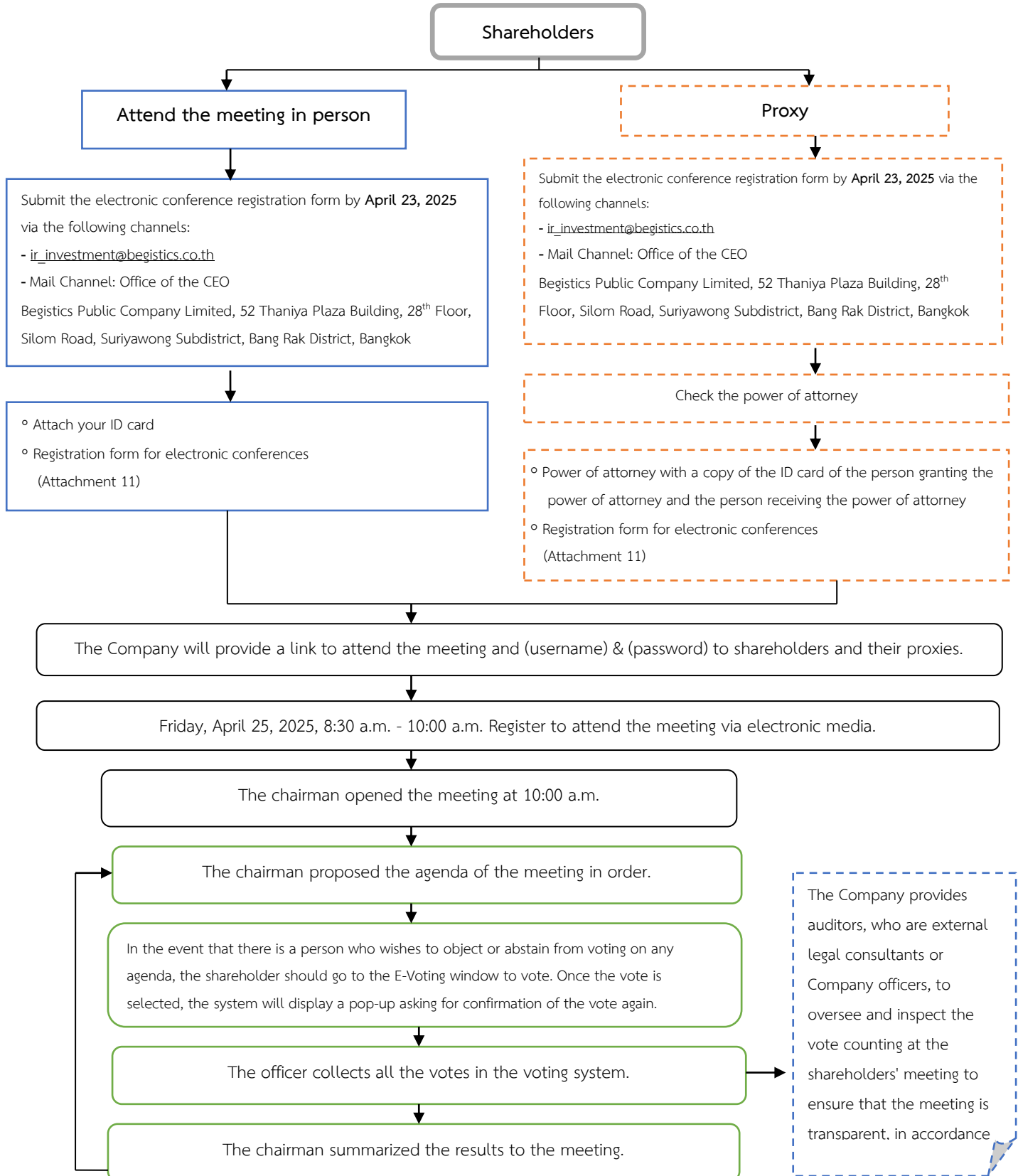
iOS system	Android system
	
<p>https://itunes.apple.com/th/app/zoom-cloudmeetings/id546505307</p>	<p>https://play.google.com/store/apps/details?id=us.zoom.videomeetings</p>

5. The system will allow participants to join the meeting 1 hour or 60 minutes before the meeting starts. The live broadcast of the meeting will only start when the meeting time is reached.
6. To enter the meeting room, the attendee must use the shareholder account information (shareholder registration number) and reference number (shareholder's ID card number). Shareholders must enter the meeting by logging in through the link sent to them via the email that they have registered. They cannot give the link to other shareholders to log in to the system with other accounts.
7. Voting via the system (E-Meeting) You can vote for each agenda by voting "Agree", "Disagree" or "Abstain" only. In the event that you do not vote for any agenda, the system will immediately assume that you voted in agreement (using the method of counting votes by casting votes in the direction of agreement).
8. In the event that a meeting participant has a problem or encounters a problem using the E-Meeting system, you can contact OJ International Co., Ltd. at the specified telephone number 063-078 2638 and E-Mail agm@ojconsultinggroup.com that sent the system usage manual to you.

Procedures for attending the 2025 Annual General Meeting
of Shareholders via electronic media

Friday, April 25, 2025

Begistics Public Company Limited



แบบฟอร์มลงทะเบียนสำหรับการประชุมผ่านสื่ออิเล็กทรอนิกส์ / Registration Form for Electronic Meeting

การประชุมสามัญผู้ถือหุ้นประจำปี 2568 (ผ่านสื่ออิเล็กทรอนิกส์)

The Annual General Meeting of Shareholders for the year 2025 (via electronic media)

บริษัท บี จิสติกส์ จำกัด (มหาชน)

Begistics Public Company Limited

วันศุกร์ ที่ 25 เมษายน 2568 เวลา 10.00 น.

Friday 25th April 2025 at 10.00 am.

ณ ห้องประชุมสำนักงาน ชั้น 28 อาคารธนิยะพลาซ่า

เลขที่ 52 ถนนสีลม แขวงสุริยวงศ์ เขตบางรัก กรุงเทพมหานคร 10500

At the Meeting Room BEGISTICS PUBLIC COMPANY LIMITED

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

เลขทะเบียนผู้ถือหุ้น..... Shareholders' registration no.....

ข้าพเจ้า..... สัญชาติ.....

I/We..... Nationality.....

บัตรประจำตัวประชาชนเลขที่..... ID card no.....

อยู่บ้านเลขที่.....

Address.....

โทรศัพท์/โทรศัพท์มือถือ..... Telephone No./MB No.....

เป็นผู้ถือหุ้นของ บริษัท บี จิสติกส์ จำกัด (มหาชน) โดยถือหุ้นสามัญจำนวนทั้งสิ้นรวม.....หุ้น

Holding the Ordinary Share total amount of..... Shares

ข้าพเจ้าขอ ยืนยันเข้าร่วมประชุมและออกเสียงลงคะแนนในการประชุมสามัญผู้ถือหุ้นประจำปี 2568

ในวันศุกร์ ที่ 25 เมษายน 2568 เวลา 10:00 น. ผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) กรุณาส่ง weblink สำหรับเข้าร่วมประชุมผ่านสื่อ

อิเล็กทรอนิกส์ (E-AGM) ชื่อผู้ใช้ (username) และ รหัสผ่าน (password) มายังอีเมลล์ (e-mail) ของข้าพเจ้า ดังนี้

I hereby confirm to attend and vote at the Annual General Meeting of Shareholders for the year 2025

on Friday 25th April 2025 at 10:00 am via electronic media (E-AGM), please send weblink for meeting via

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

อีเมล (e-mail).....

ข้าพเจ้า.....

I/We

ผู้ถือหุ้น / Shareholder

ผู้รับมอบฉันทะ / Proxy holder

ลงชื่อผู้เข้าร่วมประชุม

(.....)

Sign.....Meeting Attendant

(.....)

หมายเหตุสำคัญ : โปรดดำเนินการจัดส่งแบบฟอร์มลงทะเบียนสำหรับการประชุมผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) ฉบับนี้ ที่กรอกเรียบร้อยแล้วพร้อมทั้งแนบเอกสารหลักฐานยืนยันตัวตน เพื่อใช้ในการตรวจสอบสิทธิในการเข้าร่วมประชุม (E-AGM) ให้แก่บริษัท ภายในวันที่ 17 เมษายน 2568 ผ่านช่องทางต่อไปนี้

- ช่องทาง e-mail: ir_investment@begistics.co.th หรือ
- ช่องทางไปรษณีย์: สำนักประธานเจ้าหน้าที่บริหาร บริษัท บี จิสติกส์ จำกัด (มหาชน) เลขที่ 52 อาคารธนิยะพลาซ่า ชั้น 28 ถนนสีลม แขวงสุริยวงศ์ เขตบางรัก กรุงเทพมหานคร 10500

Note : Please submit the Registration Form for the Electronic Meeting (E-AGM) with identity documents for verifying the right to attend the meeting within April 17th, 2025 via the following channels;

- E-mail : ir_investment@begistics.co.th
- By mail : Chief Executive Officer’s Begistics Public Company Limited.
No. 52 Thaniya Plaza Building 28th Floor, Silom Road, Suriyawongse, Bangrak, Bangkok 105000