

# Invitation to The 2020 Annual General Meeting of Shareholders B-52 Capital Public Company Limited



Wednesday 24 June 2020, 10:00 a.m.  
(Registration being started at 09.00 a.m.)

Jamjuree Ballroom A Room, M Floor,  
Pathumwan Princess Hotel,  
444 MBK Center, Phayathai Road,  
Wangmai, Pathumwan, Bangkok

## Preventive Measures for COVID-19

Following an outbreak of COVID-19, the SEC and other relevant regulatory bodies have encouraged the shareholders to appoint independent directors as proxy instead of attending the AGM themselves. Given our concerns towards the circumstance, the Company is obliged to implement several preventive measures as details explained in this invitation letter.

Please note that no corporate gifts will be distributed for annual general meetings of shareholders. This practice is adopted in support of the norms initiated by regulatory bodies which encourage listed companies to reconsider gifting for shareholders' meetings.

## Guidelines for Shareholders for Attending the Meeting, in regards to the Outbreak of Coronavirus Disease 2019 (COVID-19)

In this regard, the Company has closely monitored the pandemic situation of Coronavirus Disease 2019 (COVID-19) and deemed that this situation is likely to improve. However, the Company is deeply concerned about the safety of all meeting attendants; and, therefore, determined to organize the Annual General Meeting of the Shareholders for the Year 2020 in a way to ensure safety and compliance to all relevant guidelines issued by the government agencies and related organizations on the hosting of meetings, seminars or other activities involving mass gathering.

In this connection, the arranged meeting venue will be set up to provide safe distance for all meeting attendants and thus, will result in limited number of seats in the meeting room. Extra seats outside the meeting room will also be arranged, but may cause inconvenience and also be limited. Moreover, the mass gathering should also be limited to a short period of time. For the purpose of safety and hygiene of all meeting participants, the Company would like to inform all shareholders about the guidelines to convene the 2020 Annual General Meeting of shareholders for all shareholders to comply with the details as follow

1. Any shareholder who is at risk of COVID-19's infection e.g. the person who has just traveled back from countries which Ministry of Public Health announces as the endangered area of infection and/or the area which continuously spreading infection and has not yet passed the quarantine period of 14 days, any person who closely contacts with the aforementioned person, any person is having one of the respiratory symptoms etc., the Company requires such shareholder to comply with the guidelines of the Department of Disease Control, Ministry of Public Health by omitting of the meeting's participation and proxy other person or independent directors to attend the meeting instead. The details of independent directors that the Company proposed to be proxy are attached to this letter in the [Enclosure 5](#).

For shareholders who wish to appoint a proxy to vote on behalf of the shareholders, please following [this procedure](#):

- Completing proxy form B, attached as [Enclosure 7](#) and provide other supporting documents as well as affix the stamp (Baht 20) and send the executed proxy as well as relevant evidence to the Company for at least 1 working day prior to the date of the meeting via post on the following address:  
"B-52 Capital Public Company Limited 973 President Tower Building, 7th Floor, Unit 7B, 7C, 7D, 7I, Ploenchit Road, Lumpini, Pathumwan, Bangkok 10330"
2. the shareholders' may consider authorizing the Company's independent directors to vote on your behalf according to the proxy form, in which shareholders can specify his/her voting request for all agenda in advance as [Enclosure 7](#). The proxy form and the list of independent directors who are proposed to be proxies will be provided to all shareholders together with the Notice of the 2020 Annual General Meeting of the Shareholders as [Enclosure 5](#) For shareholders who wish to appoint a proxy, please comply with the procedure as mentioned in no. 1 above.
  3. Any shareholders who wish to ask or provide any opinion regarding any issue related to any agendas, please send your questions and opinion to the Company prior 17 June 2020 via the following means:
    - 3.1 Email : corporate@b52.co.th
    - 3.2 Post : Company Secretary, B-52 Capital Public Company Limited 973 President Tower Building, 7th Floor, Unit 7B, 7C, 7D, 7I, Ploenchit Road, Lumpini, Pathumwan, Bangkok 10330
  4. For the Shareholders who still wish to attend the meeting, the Company would like to request the Shareholders who will participate in the Meeting and clarify about guidelines of the Company for attending the AGM to help prevent the spread of COVID-19 as follows:
    - 4.1 The company will set up health checks station with the guidelines of the Department of Disease Control, the Ministry of Public Health in front of the meeting room
    - 4.2 In case the Company finds any shareholder is at risk or having the respiratory symptoms e.g. having fever, cough, sore throat, sneezing, runny nose etc., the Company will ask such shareholder to not participate in the meeting but such shareholder may proxy other person or independent directors to attend the meeting instead. The details of independent directors that the Company proposed to be proxy are attached to this letter in the [Enclosure 5](#).
    - 4.3 Scan QR Code "thaichana" with Camera application or QR Code reader application such as QR code reader to check in to attend the meeting. The attendees have to scan the QR code "thaichana" to check out after the meeting
    - 4.4 Each participant will be required to stand at any line of screening area, documents check point, the registration counter, and any other line, at least 1.5 meters distance between yourself and others.
    - 4.5 The Shareholders or participants will be assigned to a seat with appropriate social distance at the minimum of at least 1.5 meters space from each other. This will significantly reduce the number of seats available to be approximately 40 seats and more seats could not be added because gathering of many people in the same place for a long time is not permitted.
    - 4.6 The Company kindly requests all participants to prepare and wear a face mask throughout the meeting time.
    - 4.7 For the safety and well-being of all participants, NO microphone will be available for participants who wish to ask questions at the Meeting. Participants will be asked to submit their written questions to the Company's staff to further submit to the Chairman of the Meeting.
    - 4.8 The Company kindly requests all participants dine in the area provided only to reduce the risk of spreading the virus.
    - 4.9 The printed copies of Annual Report 2019 and any other printed documents will NOT be provided in order to minimize personal direct contact and for safety and well-being of all participants

If there are many people travel to attend the AGM or many people arrive at the venue at the same time, such event could delay the screening and registration processes, the Company hereby apologizes for any inconvenience that may cause to the participants.

Please strictly follow this guideline and be informed accordingly.

9 June 2020

Subject: Invitation to The 2020 Annual General Meeting of Shareholders  
To: Shareholders of B-52 Capital Public Company Limited

- Enclosure:
1. Copy of the Minutes of the Extraordinary General Meeting No. 1/2019 held on September 23, 2019
  2. Copy of the Company's Annual Report and Audited Financial statements for the year ended December 31, 2019 (Please scan QR Code on top of this invitation letter package to download a document file via online)
  3. Profiles of the nominated candidates for election of new directors in replacement of those to be retired by rotation
  4. The Articles of Association relating to Shareholders' Meeting
  5. Profiles of the independent directors proposed by the Company to act as Proxy for shareholders
  6. Guidelines for Proxy, Registration, Document showing to attend and Voting
  7. Proxy Form A, B and C
  8. QR Code Downloading Procedures for the 2019 Annual Report
  9. Map of the venue for AGM 2020
  10. Process of Meeting Attendance

According to the Board of Directors of B-52 Capital Public Company Limited No.4/2020 on 14 May 2020 determined to hold the Annual General Meeting of Shareholders 2020 on June 24, 2020 at 10.00 hrs. at Jamjuree Ballroom A Room, M Floor, Pathumwan Princess Hotel, 444 MBK Center, Phayathai Road, Wangmai, Pathumwan, Bangkok with the following agendas.

**Agenda 1** Chairman of the Board of Directors Notification

Details will be given by the Chairman.

**Agenda 2** To acknowledge the Minutes of the Extraordinary General Meeting No. 1/2019 held on September 23, 2019

Background and reasons: the Board of Directors have provided a register of directors, minutes of Board of Directors meeting and Minutes of Shareholders meeting and all resolution of the meeting

as evidenced correctly and this evidence must be preserved at the Company's headquarters or assign any person to act as preserved in the locality where the headquarters or nearby provinces but must notified the Registrar in accordance with Public Companies Law.

The Company prepared a minutes of the meeting and submitted to the Stock Exchange of Thailand within 14 days from the date Shareholders Meeting.

Opinions of the Board: consider that such minutes are recorded accurately and agreed to propose the Shareholders to approve such Minutes of the Extraordinary General Meeting No. 1/2019 at the 2020 Annual General Meeting of Shareholders.

Vote required: This agenda is not required to vote due to acknowledged agenda.

### **Agenda 3 To acknowledge the Company's operating performance for the year 2019**

Background and reasons: Report on the Company's financial statements for the year 2018, including the report of the Audit Committee, appear on the Annual report that has been sent to shareholders (Please scan QR Code on top of this invitation letter package to download a document file via online).

For the year ended 31 December 2019, the Company's operating results can be summarized below.

- Total consolidated comprehensive loss for the year 2019 was Baht 76,274,119, consolidated net loss was Baht 76,946,423. The Company's comprehensive loss for the year 2019 was Baht 76,090,406 and the Company's net loss was Baht 76,762,710. Whereas, the Company's net loss for the year 2018 was Baht 319,361,297. Net loss decrease from the previous year by Baht 242,598,587 or 76%

- The Company had revenue from sales and services for the year 2019, a total of Baht 31,214,825, decreased from the previous year by Baht 801,879,388 or 96%.

- The Company had cost of sales and service costs for the year 2019 amounting to Baht 30,764,382, a decrease of Baht 857,859,534 from the previous year or 97%.

- The decrease in total revenue and cost of sales and services from the previous year, mainly due to the recognition of revenue and costs from real estate project for sales - The Above Sukhumvit 39 which was disposed during the year 2018 at the selling price Baht 800,000,000. In which, the company didn't recognized income from real estate develop to sale, since focusing on

doing business in the new business segment i.e. distribution of consumer products, which commence its operation in June 2019.

- The consolidated Selling and Administrative expenses for the year 2019, totaling Baht 81,562,774. The Company Selling and Administrative expenses for the year 2019, totaling Baht 81,377,892 decreased from the previous year of Baht 129,517,721 or 61% due to recognition of selling expenses in relation to commission and government fees in respect to the transfer of land and buildings which the company as a seller, is the party who responsible of those expenses in previous year (2018). In addition, significant administrative expenses for the year 2018 include loss on impairment of assets due to the termination of the land lease agreement and the ABC World Building, which the lease's termination will be effective in January 2019. After board resolution to terminate the operations in property rental business, the company has reduced its selling and administrative expenses, thereafter.

Opinions of the Board: deems appropriate to the meeting of shareholders acknowledge the Company's operating performance for the year 2019.

Vote required: This agenda is not required to vote due to acknowledged agenda.

**Agenda 4** To consider and approve the Financial Statements for year end on 31 December 2019 which was audited by the auditor of the Company

Background and reasons: Section 112 of the Public Company Act B.E. 2535 requires that the Board of Directors arranges to have the audited balance sheet and profit and loss statement as at the end of the Company's fiscal year proposed to shareholders at the Annual General Meeting of Shareholders for further consideration and approval. The Company's audited statement of financial statements for the year ended 31 December 2019.

Opinions of the Board: deems appropriate to propose the Annual General Meeting of Shareholders to approve the Financial Statements for year end on 31 December 2019 which was audited by the auditor of the Company and has been approved by the Audit Committee and the Board of Directors.

Voted required: This agenda is required the majority votes of the shareholders who present at the meeting and eligible to vote.

**Agenda 5** To consider and approve to not make dividend payment and no appropriation of the net profit as a legal reserve for the Year 2019

Background and reasons: The financial statements for the year ended 31 December 2019 of the company, which have been audited by the Certified Public Accountant shown that The Company has unappropriated accumulated losses of Baht 802,489,412. According to Section 115 of the Public Company Act B.E. 2535 (as amended) and according to the Articles of Association, Article 46 specifies that prohibiting the dividends payment other than profit. In the event that the Company has deficit prohibiting the payment of dividends. In addition, The company had net loss in the separate financial statements for the year 2019 in the amount of Baht 76,762,710. According to Section 116 of the Public Act B.E. 2535 (including amendments) and pursuant to Article 48 specifies that the Company needs to allocate part of its annual net profit to be the reserved fund not less than five (5) percent of the annual profit deduct total deficit brought forward (if any) until the reserve is not less than ten (10) percent of the share capital except such reserve. The company is therefore unable to allocate profits as legal reserve for the year 2019.

Opinions of the Board: deems appropriate to omit dividend payment for the year 2019 because the Company's deficit of unappropriated retained earnings in the amount Baht 802,489,412 as a result, unable to allocate profits to the legal reserve and cannot pay dividends.

Voted required: This agenda is required the majority votes of the shareholders who present at the meeting and eligible to vote.

**Agenda 6** To consider and approve to appointment of directors to replace the director who retired by rotation

Background and reasons: According to the Public Company Act B.E. 2535 (as amended) and according to the Articles of Association, Article 18 specifies that in every annual general meeting, Directors must retire from position at least one-third (1/3) of the total number and if number of directors cannot divide into three parts, shall retire by number that nearest to one-third (1/3). Directors who retire by rotation may be elected to the position. In this year, there are three directors who are retired from position at one-third of total number of directors as following:

- (1) Mr. Chavapas Ongmahutmongkol Executive Director and Chief Investment Officer
- (2) Ms. Chantana Srisawat Executive Director
- (3) Mrs. Araya Sunlakawit Independent Director and Audit Committee member

Criteria for selection of persons to be appointed as the Company's director shall be selected through the approval of the Nomination and Remuneration Committee before propose to the Board of Directors. The nomination process is based on knowledge, competence, experience, vision and

reliability. Including a person who has professional qualifications Expertise And has no prohibited characteristics as specified by law. Those three directors are the same. Working for the current company. All directors are knowledgeable, competent and professional. In addition, the Board of Directors has considered the performance of the Board of Directors. They used the experience to recommend policy to the company. They proposed the meeting to consider and approve. To propose to the shareholders' meeting to consider re-appointment those three directors who are due to retire by rotation for another term.

Opinions of the Board: Further to approval of the Nomination and Remuneration Committee, the directors has considered the qualifications of Mr. Chavapas Ongmahutmongkol, Miss. Chantana Srisawat and Mrs. Araya Sunlakawit and determine that everyone is a person who has the ability to have a variety of professional background. The Board of Directors also considered the performance of the Board of Directors. As well as serving as a subcommittee. They used the experience to recommend policy to the company. Including legal qualification. In addition, the Board of Directors has considered that the nominated directors as independent directors and audit committees shall be able to provide independent opinions and comply with the relevant rules. Related Declaration and the Company's Articles of Association Therefore, it was agreed to propose to the shareholders' meeting to consider the re-appointment of three retiring directors for another term.

Voted required: This agenda is required the votes aligned with legitimation and the Company's Articles of Association No.17.

**Agenda 7** To consider and approve the director's remuneration for the year 2020

Background and reasons: The Board of director has reviewed the remuneration for the Company's Board of Directors with suitable criteria and methods by considering performance of the Board of Directors and subcommittee, roles and responsibilities and overall economic conditions.

Opinions of the Board: deems appropriate to determined remuneration of Directors for the year 2020 amount of not exceeding Baht 1,500,000 by allocation and compared to amount in last year as follows.

Description	Proposal 2020	2019 Remuneration of Directors		
	Baht	Name	Position	Baht
Attendance Fee of the Directors (by times)				
1. Chairman of the Board	8,000	1.Mr. Suthep Pongpitak	Chairman of the Board	96,000
2. Non-Executive Director	5,000	2.Mr. Chumnun Kunnaratana	Independent Director	25,000
3. Executive Director	2,000	3.Mrs. Araya Sunlakawit	Independent Director	60,000
		4.Mr. Prakob Pornprasithkul	Independent Director	25,000
		5.Ms. Chantana Srisawad	Director	24,000
		6.Ms. Naravadee Waravanitcha	Director	-
		7.Mr. Nimit Wongjariyakul	Director	-
		8.Mr. Chavapas Ongmahutmongkol	Director	-
		9.Mr. Jirapat Veerachayatongkam	Director	-
		Total Attendance Fee for the Board of Directors		230,000
Attendance Fee of the Audit Committee (by times)				
1. Chairman of the Audit Committee	8,000	1.Mr. Suthep Pongpitak	Chairman of Audit committee	32,000
		2.Mr. Chumnun Kunnaratana	Audit Committee member	10,000
		3.Mrs. Araya Sunlakawit	Audit Committee member	20,000
2. Audit committee member	5,000	4.Mr. Prakob Pornprasithkul	Audit Committee member	10,000
		Total Attendance Fee for the Audit Committee		72,000
Remuneration for the Audit Committee (quarterly)	30,000			
		1.Mr. Suthep Pongpitak	Chairman of Audit committee, Audit Committee member	120,000
		2.Mr. Chumnun Kunnaratana	Audit Committee member	80,000
		3.Mrs. Araya Sunlakawit	Audit Committee member	120,000
		4.Mr. Prakob Pornprasithkul	Audit Committee member	50,000
		Total Remuneration for the Audit Committee		370,000
Amount not exceeding than	1,500,000	Grand Total		672,000

Note These are not included remuneration and benefits as an employee of the Company. It will be valid since January 2020 until any change. All remuneration paid must not be exceeded the amount that approved by the Annual General Meeting of shareholders.

Voted required: This agenda is required not less than two-third (2/3) of total votes of the shareholders who present at the meeting and eligible to vote.

**Agenda 8** To consider and approve the appointment of the auditors and determine of their remuneration of the auditor for 2020



Background and reasons: According to Section 120 of the Public Company Act B.E. 2535 (as amended) the Articles of Association, Article 54 specifies that the Annual General Meeting of shareholders shall appoint the auditors every year. By the general meeting of shareholders can elect an auditor who is out to get back into position and shall determine remuneration of the auditor.

The Audit Committee considered the suitability in terms of qualifications, workloads and performance results compared with the proposed audit fees. Therefore proposed to the Board of Directors to consider proposing to the Shareholders' meeting to appoint auditor from Karin Audit Company Limited to be the auditor of the Company for the year 2020, name in list below:

- |                               |  |
|-------------------------------|--|
| 1) Mr. Jadesada Hungsapruet   | Certified Public Accountant (Thailand) No. 3759 and/or |
| 2) Ms. Kannika Wipanura       | Certified Public Accountant (Thailand) No. 7305 and/or |
| 3) Mr. Jirote Sirirrote       | Certified Public Accountant (Thailand) No. 5113 and/or |
| 4) Ms. Nonglak Pattanabundith | Certified Public Accountant (Thailand) No. 4713 and/or |
| 5) Mrs. Sumana Senivongse     | Certified Public Accountant (Thailand) No. 5897        |

The auditors from Karin Audit Company Limited will be proposed to appoint as the auditors for the subsidiary companies for the year 2020 as well.

No relationships or interests exist between the nominated auditors and the Company and any of its executives, major shareholders or their affiliates.

Being proposed to appoint one of the auditors as listed above to conduct audit inspection and express opinion on the financial statements of the company for the year ending December 31, 2020 and determine the auditor remuneration for the year 2020 in amount Baht 1,500,000, which the auditor's remuneration increase from the year 2019 by Baht 120,000 or 8.7%. In addition, proposed auditor remuneration of the subsidiary (if any) in the amount of Baht 250,000 per company. The said audit fee does not include travel expenses and other expenses (if any).

Audit remuneration for the Company	Propose to approve 2020	Actual fee for the year 2019*
Reviewing fee of Financial Statements quarter 1	200,000	120,000
Reviewing fee of Financial Statements quarter 2	200,000	180,000
Reviewing fee of Financial Statements quarter 3	200,000	180,000
Auditing fee for the period ending December 31	900,000	900,000
<b>Total Audit remuneration for the subsidiary</b>	<b>1,500,000</b>	<b>1,380,000</b>

Audit remuneration for the subsidiary	Propose to approve 2020	Actual fee for the year 2019*
Total Audit remuneration for the subsidiary	250,000	150,000

**Remark**

\*Actual auditor's remuneration charged for the year 2019 made by Karin Audit Company Limited

Opinions of the Board: deems appropriate to appoint Mr. Jadesada Hungsapreuk Certified Public Accountant (Thailand) No. 3759 and/or Ms. Kannikar Wipanurat Certified Public Accountant (Thailand) No. 7305 and/or Mr. Jirote Sirirrote Certified Public Accountant (Thailand) No. 5113 and/or Ms. Nonglak Pattanabundith Certified Public Accountant (Thailand) No. 4713 and/or Mrs. Sumana Senivongse Certified Public Accountant (Thailand) No. 5897 on behalf of Karin Audit Company Limited to be the Company's auditor in 2020

Voted required: This agenda is required the majority votes of the shareholders who present at the meeting and eligible to vote.

**Agenda 9 Other matter (if any)**

According to Public Company Act BE 2535 Section 105 requires that the Shareholders who can propose other agenda for consideration in the shareholders meeting, must be aggregate holding shares at not less than one-third of the total issued shares.

The Board of Directors determined the list of shareholders who entitle to attend the 2020 Annual General Meeting of Shareholders on May 29, 2020 (Record Date).

Therefore, we would like to invite the shareholders to attend the meeting at the time and place that mentioned. The Shareholders can register to attend the meeting at Meeting place from 09.00 am to 10.00 hrs.

For convenience, if the shareholders who cannot attend the meeting by themselves and would like to gives others in attendance and vote at this meeting. Please fill the details and sign the proxy form Enclosures or the printed form that the Ministry of Commerce defined. In the case that shareholders are foreign investor and appoint a domestic custodian as depositary and caretaker can use the proxy either form A or form B or form C in any one form. For other Shareholders besides that, can use the proxy form A or form B one of these only. If you wish appoint a proxy to the

independent directors and Audit Committee, we would like to inform that the Audit Committee who can be proxies from you have a list and biographies as Enclosure Document No. 5.

The Company ask for cooperation please send the proxy form to the Company at least three day before the meeting date for the convenience of reviewing the evidence in advance.

By order of the Board of Directors



(Mr. Suthep Pongpitak)

Chairman of the Board of Director

## Minutes of the Extraordinary General Meeting of the Shareholders No. 1/2019

## B-52 Capital Public Company Limited

The Extraordinary General Meeting of Shareholders No. 1/2019 of B-52 Capital Public Company Limited held on September 23, 2019 at Sapphire Suite, Floor 7th, Novotel Bangkok Platinum, Petchaburi Road, Ratchathewi, Bangkok. The Extraordinary General Meeting of Shareholders has approved important resolutions which summarized as follows:

Shareholder	38	shareholders	total shares	1,768,767	shares
Proxy	17	shareholders	total shares	755,038,266	shares
The Total shareholder	55	shareholders	total shares	757,807,033	shares

Proportion is 47.8871% of total issued and paid-up shares of 1,580,400,000 shares.

The meeting commenced at 14.00 hrs.

The Company's officer introduced the Board of Directors, the Executives, the Company Secretary and the Company's auditor to the Meeting as follows:

Directors present at the Meeting

1.Mr. Suthep	Pongpitak	Chairman of Board of Directors Independent Director Chairman of the Audit Committee
2.Mr. Chumnun	Kunnaratana	Independent Director Audit Committee
3.Mrs. Araya	Sunlakawit	Independent Director Audit Committee
4.Mr. Nimit	Wongjariyakul	Director Chairman of the Executive Committee
5.Ms. Naravadee	Waravanitcha	Director Chief Executive Officer
6.Mr. Chavapas	Ongmahutmongkol	Director Chief Investment Officer
7.Mr. Amarit	Sukhavanij	Director
8.Ms. Chantana	Srisawat	Director

Financial Advisor :

Mr.Nuttawut	Anantamawat	Discover Management Co., Ltd.
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Legal Advisor :

Mr.Choochok

Handanakitkovit

Legal Advisor

**Agenda 1** To consider acknowledging the Minute of Annual General Meeting of Shareholders 2019 held on April 24, 2019.

The Company prepared the Minutes of the Annual General Meeting of the Shareholders for the year 2018 which was held on April 24, 2019 and sent a copy of the said minutes to the Stock Exchange of Thailand and the Ministry of Commerce within the period required by regulation.

There are 7 shareholders added in this agenda, total share additional of 40,673 shares.

The total shareholders 62 shareholders, total shares 756,847,706 shares.

The votes are the following;

Resolution	Votes	% of the total votes of the shareholders attended at the meeting and casting their votes
Agreed	756,847,706	100.00
Disagreed	-	-
Abstained	-	-
Voided Ballot	-	-
<b>Total</b>	<b>756,847,706</b>	<b>100.00</b>

**Vote Result:** Approved to certified the Minute of Annual General Meeting of Shareholders 2019 held on April 24, 2019.

**Agenda 2** To consider approving the decrease of the Company's registered capital.

In order to comply with the Public Limited Company Act B.E. 2535 (including additional amendments), the Company must reduce its registered capital by cancelling the unissued registered shares before the capital increase to another amount. Therefore, the Company needs to reduce the Company's registered capital in the amount of THB 215,987,976.50 from the Company's existing registered capital of THB 1,181,787,837.50 to the registered capital of THB 965,799,861.00 by cancelling the Company's unissued registered shares which are 431,975,953 ordinary shares with a par value of THB 0.50 per share which was allocated to serve the exercise right of warrants to purchase the Company's ordinary shares No. 1 (B52-W1). In this regard, the registered shares that are not being cancelled in the total amount of 351,199,722 shares are shares reserved for the exercise right of warrants to purchase the Company's ordinary shares No. 2 (B52-W2), as per the proposed details.

There are 2 shareholders added in this agenda, total share additional of 740 shares.

The total shareholders 64 shareholders, total shares 756,848,446 shares.

The votes are the following;

Resolution	Votes	% of the total votes of shareholders attended at the meeting and eligible to vote
Agreed	756,848,446	100.00
Disagreed	-	-
Abstained	-	-
Voided Ballot	-	-
<b>Total</b>	<b>756,848,446</b>	<b>100.00</b>

**Vote Result:** Approved the decrease of the Company's registered capital in the amount of Baht 215,987,976.50 from the Company's existing registered capital of Baht 1,181,787,837.50 to the registered capital of Baht 965,799,861.00 by cancelling the Company's unissued registered shares which are 431,975,953 ordinary shares with a par value of Baht 0.50 per share which was allocated to reserve for the exercise right of warrants to purchase the Company's ordinary shares No. 2 (B52-W2), as per the proposed details.

**Agenda 3** To consider approving the amendment of the Company's Memorandum of Association No. 4 in order to be consistent with the decrease of the Company's registered capital.

To comply with the regulation, the Company must amend the Company's Memorandum of Association No. 4 in order to be consistent with the decrease of the Company's registered capital as follows:

“Clause 4.	Registered Capital	THB 965,799,861.00 (Nine Hundred Sixty Five Million Seven Hundred Ninety-Nine Thousand Eight Hundred and Sixty-One Baht)
	Divided into	1,931,599,722 shares (One Billion Nine Hundred Thirty-One Million Five Hundred Ninety-Nine Thousand Seven Hundred and Twenty-two shares)
	Par Value per share	THB 0.50 (Fifty Satang)
	Classified into	
	Ordinary Shares	1,931,599,722 shares (One Billion Nine Hundred Thirty-One Million Five Hundred Ninety-Nine Thousand Seven Hundred and Twenty-two shares)

Preferred Shares - shares (- shares)”

There are 22 shareholders added in this agenda, total share additional of 296,981 shares.

The total shareholders 86 shareholders, total shares 757,145,427 shares.

The votes are the following;

Resolution	Votes	% of the total votes of shareholders attended at the meeting and eligible to vote
Agreed	757,145,427	100.00
Disagreed	-	-
Abstained	-	-
Voided Ballot	-	-
<b>Total</b>	<b>757,145,427</b>	<b>100.00</b>

Vote Result: Approved the amendment of the Company's Memorandum of Association No. 4 in order to be consistent with the decrease of the Company's registered capital

**Agenda 4** To consider approving the increase of the Company's registered capital.

The Company plans to improve the existing technology and invest in the new technology which are necessary to increase operational efficiency and competitiveness in the businesses in which the Company operates including starting a new business to extend and expand the existing business operations, such as adding transportation and distribution businesses in order to fully cover the full-service of the business operations of the Company and can quickly respond to the needs of users in keeping with the market pattern and modern technology. To conduct the said business plan, the Company needs to source the investment funds to develop the system and manage the network of retail stores. The details of the business strategic plan, the purpose of the issuance of the new shares and plans for utilizing proceeds appear in the Information Memorandum on issuance and offering of newly issued ordinary shares to the existing shareholders in proportion and in the private placement and Capital Increase Report Form.

The Board of Directors' Meeting No. 10/2019, which was held on August 15, 2019, resolved to propose to the Extraordinary General Meeting of Shareholders No. 1/2019 to consider approving the increase of the Company's registered capital in the amount of THB 313,100,000.00 from the existing registered capital of THB 965,799,861.00 to the registered capital of THB 1,278,899,861.00 by issuing 626,200,000 newly issued ordinary shares with a par value of THB 0.50 per share.

There are 3 shareholders added in this agenda, total share additional of 2,623 shares.

The total shareholders 89 shareholders, total shares 757,148,050 shares.

The votes are the following;

Resolution	Votes	% of the total votes of shareholders attended at the meeting and eligible to vote
Agreed	757,129,370	99.9975
Disagreed	-	-
Abstained	18,680	0.0024
Voided Ballot	-	-
<b>Total</b>	<b>757,148,050</b>	<b>100.00</b>

**Vote Result:** Approved the increase of the Company's registered capital in the amount of Baht 313,100,000.00 from the existing registered capital of Baht 965,799,861.00 to the registered capital of Baht 1,278,899,861.00 by issuing 626,200,000 newly issued ordinary shares with a par value of Baht 0.50 per share, as per the proposed details.

**Agenda 5** To consider approving the amendment of the Company's Memorandum of Association No. 4 in order to be consistent with the increase of the Company's registered capital.

To comply with the regulation, the Company must amend the Company's Memorandum of Association No. 4 in order to be consistent with the increase of the Company's registered capital as follows:

“Clause 4.	Registered Capital	THB 1,278,899,861.00 (One Billion Two Hundred and Seventy-Eight Million Eight Hundred and Ninety-Nine Thousand Eight Hundred and Sixty-One Baht)
	Divided into	2,557,799,722 shares (Two Billion Five hundred and Fifty-Seven Million Seven Hundred and Ninety-Nine Thousand Seven Hundred and Twenty-Two Shares)
	Par Value per share	THB 0.50 (Fifty Satang)
	Classified into	
	Ordinary Shares	2,557,799,722 shares (Two Billion, Five hundred and Fifty-Seven Million, Seven Hundred and Ninety-Nine Thousand, Seven Hundred and Twenty-Two Shares)
	Preferred Shares	- shares (- shares)”

The total shareholders 89 shareholders, total shares 757,148,050 shares.

The votes are the following;



Resolution	Votes	% of the total votes of shareholders attended at the meeting and eligible to vote
Agreed	757,148,050	100.00
Disagreed	-	-
Abstained	-	-
Voided Ballot	-	-
<b>Total</b>	<b>757,148,050</b>	<b>100.00</b>

Voted result: Approved the amendment of the Company's Memorandum of Association No. 4 in order to be consistent with the increase of the Company's registered capital.

**Agenda 6** To consider approving the allocation of the Company's newly issued ordinary shares to offer to the existing shareholders in proportion to the shareholding (Right Offering)

As the Company intends to increase the Company's registered capital as specified in Agenda 4, in order to comply with the regulation, the shareholders' meeting must consider approving the allocation of the newly issued ordinary shares to comply with the regulation. The meeting must approve the allocation of the newly issued ordinary shares.

The Board of Directors considered and agreed to propose to the Extraordinary General Meeting of Shareholders No. 1/2019 to consider approving the allocation of the Company's newly issued ordinary shares in the amount of not exceeding 351,200,000 shares with a par value of Baht 0.50 per share to the existing shareholders of the Company in proportion of the shareholding (Right Offering) at the allocation ratio of 9 existing ordinary shares to 2 newly issued ordinary shares, whereby any fraction of shares shall be disregarded, at the offering price of Baht 0.20 per share, representing a total value not exceeding THB 70,240,000.

Since the Company has accumulated losses appeared in the statement of financial position and income statement for the second quarter of the year ended June 30, 2019, the Company may determine the offering price of the Company's newly issued ordinary shares to be below the Company's par value which the Company must comply with Section 52 of the Public Limited Companies Act BE 2535 (including additional amendments).

In the issuance and offering of newly issued ordinary shares to the Company's existing shareholders at this event will be the offering of ordinary shares in proportion of the shareholding. In the event that there is a fraction of shares from the calculation, any fraction of shares shall be disregarded. The existing shareholders have the right to subscribe for the newly issued ordinary shares in excess of their rights in the event that there are newly issued ordinary shares remaining from allocating to the existing shareholders in proportion in the first round. The Company will

allocate the remaining newly issued ordinary shares to the existing shareholders who expressed their intention to subscribe for the newly issued ordinary shares in excess of their rights. (In excess of the shareholding proportion) in proportion to the shareholding until there are no newly issued ordinary shares remaining to be allocated to the shareholders anymore or cannot allocate because it is a share fraction or until no shareholder wishes to subscribe for such shares anymore. Additional, in the event that there are shares remaining from allocating to the shareholders, the Company will request the approval from the later shareholders' meeting to reduce the registered capital by cancelling the shares that have not been allocated.

In the case that shareholders expressed their intention to subscribe for the newly issued ordinary shares in excess of the shareholding proportion and result in the shareholders and the persons under Section 258 of the Securities and Exchange Act BE 2535 (including additional amendment) of that shareholder holding shares of the Company more than 25 percent of the total voting rights of the Company after the capital increase. Such shareholder is obliged to make a tender offer for all securities of the Company (Tender Offer) according to the Notification of the Capital Market Supervisory Board No. TorJor. 12/2554 Re: Rules, Conditions and Procedures for the Acquisition of Securities for Business Takeovers ("**Notification of the Acquisition of Securities for Business Takeovers**"), unless such shareholder is exempted from making a tender offer for all securities of the Company in accordance with the Notification of the Acquisition of Securities for Business Takeovers.

By specifying the date for determining the list of shareholders who are entitled to subscribe and be allocated of newly issued ordinary shares (Record Date) on August 30, 2019.

In addition, the rights to subscribe and be allocated of such newly issued ordinary shares shall remain uncertain until the approval from the Extraordinary General Meeting of Shareholders No. 1/2019 shall have been obtained.

In this regard, the Board of Directors' meeting passed a resolution to propose to the Extraordinary General Meeting of Shareholders No. 1/2019 to consider and approve the authorization to the Board of Directors and/or Authorized Director and/or the Chief Executive Officer and/or the authorized person from the Board of Directors and/or the authorized person from Authorized Director and/or the authorized person from the Chief Executive Officer are authorized to consider and determine other details related to the above allocation of the newly issued ordinary shares of the Company to the existing shareholders in proportion of the shareholding such as (1) Determination and amendment of the subscription date and the offering date of the newly issued ordinary shares, allocation of newly issued ordinary shares at once or occasionally, stock payment Including conditions and other details relating to the aforementioned subscription and offering of the newly

issued ordinary shares. (2) To negotiate, agree and sign of any related documents and contracts including having the power to take various actions related to the above issuance, offering and allocation of the newly issued ordinary shares, including but not limited to, the preparation, signing, filing of applications, permits and documents relating to the application of issuance and offering of newly issued ordinary shares to the Securities and Exchange Commission including to any related institute (if any) and to register the newly issued ordinary shares of the Company into the SET and have the power to take any other necessary and appropriate actions to proceed the issuance and allocation of newly issued ordinary shares and offer to the existing shareholders in proportion of the shareholding of the company successfully under the relevant regulations.

The details of the issuance, offering and allocation of the newly issued ordinary shares of the Company and the opinion of the Board of Directors as shown in the Information Memorandum on issuance and offering of newly issued ordinary shares to the existing shareholders in proportion and in the Private Placement and the Capital Increase Report Form (Form F 53-4)

The total shareholders 89 shareholders, total shares 757,148,050 shares.

The votes are the following;

Resolution	Votes	% of the total votes of the shareholders attended at the meeting and casting their votes
Agreed	757,148,050	100.00
Disagreed	-	-
Abstained	-	-
Voided Ballot	-	-
<b>Total</b>	<b>757,148,050</b>	<b>100.00</b>

**Vote result:** Approved the allocation of the Company's newly issued ordinary shares to offer to the existing shareholders in proportion to the shareholding (Right Offering) in the amount of not exceeding 351,200,000 shares with a par value of Baht 0.50 per share at the allocation ratio of 9 existing ordinary shares to 2 newly issued ordinary shares, whereby any fraction of shares shall be disregarded, at the offering price of Baht 0.20 per share, representing a total value not exceeding Baht 70,240,000, as per the proposed details.

**Agenda 7** To consider approving the allocation of the Company's newly issued ordinary shares to offer to the Private Placement

As the Company intends to increase the Company's registered capital as specified in Agenda 4, in order to comply with the regulation, the shareholders' meeting must consider approving the

allocation of the newly issued ordinary shares to comply with the regulation. The meeting must approve the allocation of the newly issued ordinary shares.

The Board of Directors considered and agreed to propose to the Extraordinary General Meeting of Shareholders No. 1/2019 to consider approving the allocation of the Company's newly issued ordinary shares in the amount of not exceeding 275,000,000 shares, with a par value of Baht 0.50 per share, at the offering price of Baht 0.20 per share, totaling not exceeding THB 55,000,000.00 by offering to the Private Placement which is TJD Co., Ltd. (the "**Investor**"). Such investor is not connected persons of the Company according to the Notification of the Capital Market Supervisory Board No. TorChor. 21/2551 Re: Rules on Connected Transactions dated 31 August 2008 (including additional amendments) and the Notification of the Board of Governors of the Stock Exchange of Thailand Re: Disclosure of Information and Other Acts of Listed Companies Concerning the Connected Transactions, 2003 dated 19 November 2003 (including additional amendments) and the investor agreed not to recommend any person to serve as directors and/or the management of the Company.

Since the allocation of the Company's ordinary shares to the Investor which considered as allocation to the Private Placement is offering newly issued ordinary shares to the Private Placement which shareholders' meeting resolved to agree with the offering price in accordance with the Notification of the Capital Market Supervisory Board No. TorJor 72/2558 Re: Approval for the Listed Companies to Offer Newly Issued Shares to Private Placement (the "**Notification No. TorJor. 72/2558**"). Therefore, besides the approval from the shareholders' meeting to offer to the Investor of such newly issued ordinary shares, the Company must be approved by the Securities and Exchange Commission to offer newly issued ordinary shares to the Private Placement as according to the Notification No. TorJor. 72/2558 before the offer of such newly issued ordinary shares.

Considering the offering price of the newly issued ordinary shares at THB 0.20 per share offered to the Investor, comparing it to the Company's shares' market price calculated from the weighted average price of the Company's shares traded in the SET not less than 7 but not exceed 15 previous consecutive working days before the Company's Board of Directors' Meeting No. 10/2019 which held on August 15, 2019 resolved to propose this agenda to the Extraordinary General Meeting of Shareholders No. 1/2019 of the Company to consider approving the issuance of newly issued ordinary shares to the Private Placement (during July 23, 2019 to August 14, 2019) which representing value of THB 0.20 per share (According to SETSMART from SET) representing a discount of 0.0 percent of the market price. The offering price of newly issued ordinary shares to the Private Placement is the price without discount from the market price, which is not deemed to be an offer price of newly issued ordinary shares which less than the market price according to the Notification No. TorJor. 72/2558.

Besides, comparing the offering price of the newly issued ordinary shares offered to the Investor to the Company's shares' market price calculated from the weighted average price of the Company's shares traded in the SET not less than 7 but not exceed 15 previous consecutive working days before the offering date, in the case that the offering price of the newly issued ordinary shares offered to the Investor is lower than 90% of the weighted average market price of the Company's shares, the Company is entitled to prohibit TJD Co., Ltd. from selling of such all newly issued ordinary shares within 1 year from the day that the newly issued ordinary shares are trading in SET (Silent Period). After the newly issued ordinary shares of the Company has been traded in SET for 6 months, the Investor shall be entitle to sell such prohibited from selling shares in the amount of 25% of all prohibited from selling shares, in accordance with the Notification of the Board of Governors of The Stock Exchange of Thailand Re: Rules, Conditions and Procedures Governing the Listing of Ordinary or Preferred Shares Issued for Capital Increase B.E. 2558 dated May 11, 2015 (including additional amendments), stipulated by the SET.

After the issuance and allocation of the newly issued ordinary shares of the Company to the above investors, the Investors will hold 275,000,000 shares representing approximately 17.40 percent of the total issued and paid-up shares before the registration of the paid-up capital to the private placement (at present, the Company has the total paid-up shares in an amount of 1,580,400,000 shares) or approximately 14.82 percent of the total issued and paid-up shares after the registration of the paid-up capital to the above private placement or equal to 12.46 percent of the total issued and paid-up shares after the registration of the paid-up capital of the Company after the offering of newly issued ordinary shares to the existing shareholders in proportion of the shareholding and the Private Placement as already described above.

In this regard, the Board of Directors' meeting passed a resolution to propose to the Extraordinary General Meeting of Shareholders No. 1/2019 to consider and approve the authorization to the Board of Directors and/or Authorized Director and/or the Chief Executive Officer and/or the authorized person from the Board of Directors and/or the authorized person from the Authorized Director and/or the authorized person from the Chief Executive Officer are authorized to consider and determine other details related to the above allocation of the newly issued ordinary shares of the Company to the Private Placement such as (1) Determination and amendment of the subscription date and the offering date of the newly issued ordinary shares, allocation of newly issued ordinary shares at once or occasionally, stock payment Including conditions and other details relating to the aforementioned subscription and offering of the newly issued ordinary shares. (2) To negotiate, agree and sign of any related documents and contracts including having the power to take various actions related to the above issuance, offering and allocation of the newly issued ordinary shares, including but not limited to, the preparation, signing, filing of applications, permits and documents relating to the application of issuance and offering of newly issued ordinary shares to the Securities

and Exchange Commission including to any related institute (if any) and to register the newly issued ordinary shares of the Company into the SET and have the power to take any other necessary and appropriate actions to proceed the issuance and allocation of newly issued ordinary shares and offer to the Private Placement of the company successfully under the relevant regulations.

The details of the issuance, offering and allocation of the newly issued ordinary shares of the Company and the opinion of the Board of Directors as shown in the Information Memorandum on issuance and offering of newly issued ordinary shares to the existing shareholders in proportion and the Private Placement and the Capital Increase Report Form (Form F 53-4).

There are 1 shareholders added in this agenda, total share additional of 20 shares.

The total shareholders 90 shareholders, total shares 757,148,070 shares.

The votes are the following;

Resolution	Votes	% of the total votes of shareholders attended at the meeting and eligible to vote
Agreed	757,148,070	100.00
Disagreed	-	-
Abstained	-	-
Voided Ballot	-	-
<b>Total</b>	<b>757,148,070</b>	<b>100.00</b>

**Vote Result:** Approved the allocation of the Company's newly issued ordinary shares to offer to the Private Placement which is TJD Company Limited in the amount of not exceeding 275,000,000 shares, with a par value of Baht 0.50 per share, at the offering price of Baht 0.20 per share, totaling not exceeding Baht 55,000,000.00, as per the proposed details.

**Agenda 8** To consider approving the issuance and offering of the Debentures in the principal amount of not more than 300 Million Baht (Revolving Basis)

The debenture with issuing for working capital and operation and expansion of the business of the Company including refinancing.

The Board of Directors considered and agreed to propose to the Extraordinary General Meeting of Shareholders No. 1/2019 to consider approving the issuance and offering of the Debentures in the principal amount of not more than Baht 300 million (Revolving Basis). The details are shown in the issuance and offering of debentures.

Including considering approve the authorization of the Board of Directors and/or Authorized Director and/or the Chief Executive Officer and/or the authorized person from the Board of Directors and/or the authorized person from the Authorized Director and/or the authorized person from the

Chief Executive Officer are authorized to determine or amend the terms and conditions relating to the issuance and offering of the Debentures including to have the power to do any acts and things necessary for and in relation to carrying out the issuance and offering of the Debentures in compliance with the applicable law, as well as to have the power to appoint the underwriter, to enter into and execute the Underwriting Agreement, or Placement Agreement and/or other relevant agreements, to prepare and submit the application and other documents to the Office of the Securities and Exchange Commission, other relevant authorities, and/or other relevant person(s) etc.

The total shareholders 90 shareholders, total shares 757,148,070 shares.

The votes are the following;

Resolution	Votes	% of the total votes of shareholders attended at the meeting and eligible to vote
Agreed	757,148,070	100.00
Disagreed	-	-
Abstained	-	-
Voided Ballot	-	-
<b>Total</b>	<b>757,148,070</b>	<b>100.00</b>

**Vote Result:** Approved the issuance and offering of the Debentures in the principal amount of not more than Baht 300 million, on a Revolving Basis, for working capital and operation and expansion of the business of the Company including refinancing, as per the proposed details.

**Agenda 9 Other matter (if any)**

The Facilitator informed the Meeting that all of the agenda items as specified in the notice calling this Meeting had been duly discussed. The Facilitator then gave the shareholders an opportunity to raise questions and make additional suggestions

As there were no shareholders who raised further questions or expressed opinions at the Meeting, the Chairman declared the Meeting adjourned. The Chairman declared the Meeting adjourned and expressed his appreciation to all shareholders for their dedication in attending the meeting as well as their suggestions which were beneficial to the Company.

The AGM has resolution as follows.

Present Shareholders	64	shareholders	total shares	2,003,524	shares
Proxy	26	shareholders	total shares	755,144,546	shares
The Total shareholders	90	shareholders	total shares	757,148,070	shares

Proportion is 47.9086% of total issued and paid-up shares of 1,580,400,000 shares.

The meeting was adjourned at 12.20 hrs.

By the resolution of the Board of Directors

Yours Sincerely



.....  
(Mr. Suthep Pongpitak)

Chairman of the Board of Director



.....  
(Mr. Pitch Manakijpairoj)


Company Secretary




## **The 2019 Annual Report**

(The Annual Report is in the form of QR code which attached with the invitation to the Annual General Meeting of Shareholders for the year 2020)


## Profiles of the Retiring Directors Proposed for Re-election

Name – last name	Mr. Chavapas Ongmahutmongkol
Type of director	Director
Age	43 years old (Born on 1977)
Nationality	Thai
	
Education	<ul style="list-style-type: none"> <li>- MBA, Harvard Business School (Fulbright Scholarship)</li> <li>- M.Sc., University of Michigan, Ann Arbor (Tau Beta Pi Engineering Honors Society)</li> <li>- B.Eng., Sirindhorn International Institute of Technology (SIIT)</li> </ul>
Training courses for directors	- Director Certification Program (DCP) 88 and 272, Thai Institute of Directors Association
Date of appointment as director	27 June 2019
No. of years on the board	6 months
Experiences	<ul style="list-style-type: none"> <li>- Director, Audit Committee and Chairman of the Risk Committee, Jakpaisarn Estate (Public) Co., Ltd.</li> <li>- Co-founder, Bangkok Venture Club Co., Ltd.</li> <li>- Co-founder and Partner &amp; Managing Director, PrimeStreet Consulting Co., Ltd.</li> <li>- Co-founder and Partner &amp; Managing Director, PrimeStreet Advisory Co., Ltd.</li> </ul>
Positions in other listed companies	-None-
Positions in non-listed companies	-None-
Positions in rival companies/bank-related companies	-None-
Shareholding of B52 (%)	-None-
% of total shares with voting rights	-None-
Legal dispute in criminal cases (other than criminal cases with petty offences)	-None-
Meeting attendance in 2019	- 5 of 5 Board Meetings' attended
Field of expertise/Performance during tenure	- Mr. Chavapas Ongmahutmongkol possesses a wealth of knowledge and experience in Finance and Investment. With his remarkable knowledge and expertise, he has greatly contributed to the Bank through his roles on the Board.

## Profiles of the Retiring Directors Proposed for Re-election

Name – last name	Ms. Chantana Srisawat	
Type of director	Director	
Age	55 years old (Born on 1965)	
Nationality	Thai	
Education	- Bachelor of Business Administration, Ramkhamheng University	
Training courses for directors	-	
Date of appointment as director	26 April 2018	
No. of years on the board	1 year 8 months	
Experiences	<ul style="list-style-type: none"> <li>- Head of Finance Department and Secretary of Chairman, Kow Yoo Ha Isuzu Sales Co., Ltd.</li> <li>- Land and Property Department, Kow Yoo Ha Isuzu Sales Co., Ltd.</li> <li>- Financial officer, Kitkamol Sukosol Co., Ltd.</li> </ul>	
Positions in other listed companies	-None-	
Positions in non-listed companies	-None-	
Positions in rival companies/bank-related companies	-None-	
Shareholding of B52 (%)	-None-	
% of total shares with voting rights	-None-	
Legal dispute in criminal cases (other than criminal cases with petty offences)	-None-	
Meeting attendance in 2019	- 12 of 12 Board Meetings' attended	
Field of expertise/Performance during tenure	- Ms. Chantana Srisawat possesses a wealth of knowledge and experience in finance. With her remarkable knowledge and expertise, she has greatly contributed to the Bank through his roles on the Board.	

## Profiles of the Retiring Directors Proposed for Re-election

Name – last name	Mrs. Araya Sunlakawit	
Type of director	Director, Independent Director and Member of the Audit Committee	
Age	38 years old (Born on 1982)	
Nationality	Thai	
Education	- Bachelor of Laws, Thammasat University (Second Class Honors)	
Training courses for directors	- Director Certification Program (DCP) 275/2019, Thai Institute of Directors Association - Advanced Audit Committee Program (AACP) 33/2019, Thai Institute of Directors Association - FA Course (IB-T001), Association of Thai Securities Companies	
Date of appointment as director	26 April 2018	
No. of years on the board	1 year 8 months	
Experiences	- Managing Director, AAP Law Office Co., Ltd. - Senior Advisor, Blumenthal Richter & Sumet Co., Ltd. - Senior Lawyer, Siam Premier International Law Office Co., Ltd.	
Positions in other listed companies	-None-	
Positions in non-listed companies	Director, AAP Law Office Co., Ltd.	
Positions in rival companies/bank-related companies	-None-	
Shareholding of B52 (%)	-None-	
% of total shares with voting rights	-None-	
Legal dispute in criminal cases (other than criminal cases with petty offences)	-None-	
Meeting attendance in 2019	- 12 of 12 Board Meetings' attended - 4 of 4 Audit Committee Meetings' attended	
Field of expertise/Performance during tenure	- Mrs. Araya Sunlakawit possesses a wealth of knowledge and experience in The Securities and Exchange law, Public Limited Companies law, Company Limited Companies law, Mergers and Acquisition Law. With her remarkable knowledge and expertise, she has greatly contributed to the Bank through his roles on the Board and the Audit Committee.	

Type of relationship of Independent Director

<p>- Nature of relationship with the parent company / affiliated and associated companies or juristic persons with potential conflicts of interest at present and during the past two years as follows:</p> <p>(1) Being executive directors, staff members, employees or advisors who earn salaries from the Company;</p> <p>(2) Being professional service provider;</p> <p>(3) Had material business relationship with the Company in such a way that may affect their independence.</p>	<p>-No-</p> <p>-No-</p> <p>Act as a managing director of AAP Law Office Co., Ltd, which provided legal services to the company. The legal advisory service is considered a connected transaction under criteria of acquisition of assets and services.</p>
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Note: The Board of Directors meeting resolved to certify the relationship of Mrs. Araya Sunlakawit, as a director of the company who is providing legal services to the company. There is no conflict of interest, as Mrs. Araya Sunlakawit is able to perform her duties and independent opinions in holding as director positions.

**B-52 Capital Public Company Limited****Company's Articles of Association Concerning the Shareholders Meeting**

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**Shareholders Meeting**

Article 32. The meeting of shareholders of the Company shall be held in a locality where the headquarters of the Company or nearby provinces.

Article 33. The Board of Directors shall call a meeting of shareholders which is an annual ordinary meeting of shareholders within four (4) months from the last day of the accounting year of the Company.

The meeting of shareholders other than that aforementioned shall be called extraordinary meeting. The Board of Directors may call an extraordinary general meeting whenever the Board of Directors deems appropriate or one or more shareholders holding shares altogether not less than ten (10) percent of the total number of shares sold, may submit their names in a letter requesting the Board of Directors to call an extraordinary meeting of shareholders at any time but the agenda and reasons for calling such meeting shall be clearly stated in such request. In this regard, the Board of Directors shall arrange an extraordinary meeting of shareholders within forty-five (45) days from the receipt date of notice from the shareholders.

In case the Board of Directors fails to arrange the extraordinary general meeting within the period specified in the second paragraph; the shareholders, subscribing their names or other shareholders holding the number of shares as stipulated, may call the meeting within forty-five (45) days from the due date in the second paragraph. In this regard, the meeting shall be deemed as the extraordinary general meeting called by the Board of Directors. The company shall responsible for necessary expenses arising from arranging the extraordinary general meeting and provide an appropriate facilitation.

In the case where, at the extraordinary general meeting called by the shareholder(s) under the third paragraph, the number of the shareholders presented does not constitute quorum as provide by this Article of Association, the shareholder(s) under the third paragraph shall jointly compensate the Company for the expenses incurred from arrangement of such meeting.

Article 34. In the Notice of the Meeting of shareholders, the Board shall prepare the notice of meeting that stated location, date, time, agenda and issues that proposed to the meeting with details as appropriate. By specifying clearly that it is for acknowledgment, approval or consideration together with the opinion of the Board on the matter and delivered to the shareholders and the registrar in accordance with Public Companies Law not less than (7) days before the meeting date and advertise the notice of the meeting in a newspaper for consecutive three (3) days before the meeting date not less than three (3) days.

Article 35. In the meeting of shareholders required the number of shareholders and proxies from the shareholders (if available) attend of not less than twenty-five (25) persons, or not less than half of all shareholders and requires shares amounting to not less than one-third (1/3) of the total number of issued shares. Therefore, constitute a quorum.

In case of turns out that the meeting of shareholders at any time, upon the lapse one (1) hour, the number of shareholders who attended is not constitute a quorum as defined. If the meeting of shareholders that convene by the shareholders' request, it shall be canceled. If the meeting of shareholders does not convene by the shareholders' request, it will be reconvened and to send the notice of meeting to shareholders not less than seven (7) days before the meeting date. In the latter meeting, a quorum is not required.

Article 37. The Chairman shall preside at meetings of shareholders. In case of Chairman is unable at the meeting or may not perform their duties. If there is a Vice President, the Vice Chairman shall preside. If there is no a Vice President or is unable to perform their duties, the shareholders who attend the meeting shall choose one of shareholders to be the Chairman of the meeting.

Article 40. The affairs that the annual general meeting of shareholders shall be convened as follows.

(1) The acknowledge report of Board of Directors that represents the performance of the Company during the past year.

(2) Approval of the balance sheet or financial statement and profit and loss statement at the end of accounting period.

(3) The approval of profit allocation and dividend payments

(4) Considering the election of new directors to replaces directors who retire by rotation and determine remuneration for directors.

(5) Considering the appointment the auditors and determine the remuneration for auditors

(6) Other

#### **Appointment of Proxy to Attend Shareholders Meetings and the Right of Shareholders to Vote**

Article 36. In the meeting of shareholders, shareholder can appoint a proxy to attend the meeting and vote on their behalf. The proxy must be in writing and signed by the shareholder and comply with the registrar of the Company defined by appoint the Chairman or a person who designated by the Chairman. At the meeting place, before the proxy attend the meeting and at least shall have following list.

(1) The number of shares that grantor holding.

(2) Name of the proxy

(3) The time of the meeting that proxies to attend and vote.

Article 38. In the voting, Shareholders have the votes equal number of shares that holding deemed by one (1) share for one (1) vote, the voting will commit openly. Except the shareholders not less than five (5) persons requested and the meeting voted to keep a secret vote, it shall keep a secret vote. The method of voting by secret ballot shall be determined by the Chairman of the meeting.

Article 39. Resolution of the meeting of shareholders shall consist of the following votes.

(1) In the normal case shall holds majority vote of the shareholders who attended and voted. If there is a tie votes, the Chairman of the meeting shall have an additional vote as a casting vote.

(2) In the following cases shall holds not less than three-fourths (3/4) of the votes of the shareholders who attended the meeting and entitled to vote.

(a) The sale or transfer of all or a substantial part of the Company's business to any other person.

(b) The purchase or acquisition of business of other companies or private companies to the Company.

(c) The doing, amendment or termination contracts relating to the rental of the whole business or a substantial part. The assignment to others to manage its business or joint business with other parties with the objective of sharing profits and loss.

(d) The amendment of the memorandum or the Articles of Association.

(e) An increase or decrease capital of the Company.

(f) The issuance of preferred shares, debentures, warrants or other securities according to the Securities and Stock Exchange Law.

(g) The merger or its dissolution.

#### **Dividend Payment**

Article 46. Prohibiting the dividends payment other than profit. In the event that the Company has deficit prohibiting the payment of dividends.

The dividend divided by the number of shares equally and the dividend payment must be approved by the meeting of shareholders.

In case the Company selling shares not fully by number that registered or the Company has registered to increase capital. The Company will pay dividend in full or partial by issuing new ordinary shares to shareholders with the approval of the shareholders' meeting.

Article 47. The Board of Directors may pay interim dividend to its shareholders occasionally when they consider that the Company had profits deserving enough to do and when it paid dividends, shall be report to the meeting of shareholders in the next meeting.



The dividend payment shall be made within one (1) month from the date of the meeting or the board voted as appropriate. This shall notify in writing to shareholders and notice of dividend payment shall be advertised in the newspaper for a period of not less than three (3) consecutive days.

Article 48. The Company needs to allocate part of its annual net profit to be the reserved fund not less than five (5) percent of the annual profit deduct total deficit brought forward (if any) until the reserve is not less than ten (10) percent of the share capital except such reserve. Board of Directors may propose to the shareholders meeting to approve to allocate another reserve funds as deemed to be beneficial in the operation of the Company.

When it has been approved by the meeting of shareholders, the Company may transfer other reserved funds, legal reserved fund and premium on share capital reserved fund respectively to compensate for deficit of the Company.

#### Director's Qualifications, Elections, and Terms

Article 15. The Company has a Board of Directors consists of not less than five (5) directors and directors of not less than one-half of all directors must be resident in the Kingdom of Thailand and the Board of Directors would elect any member to be the Chairman and may elect a Vice Chairman and any other positions as deemed fit. Vice Chairman has duty accordance with articles in the affairs that assigned by the Chairman.

Article 16. Directors of the Company can be either the shareholders of the Company or not.

Article 17. The meeting of shareholders shall elect the directors under the following rules and procedures.

- (1) Each shareholder has one vote for each share held.
- (2) Each shareholder will use the votes to elect one or more directors. In the case of the election of several directors, the vote cannot be divided for any director differently.
- (3) Persons who receive the most votes respectively are elected as a directors until the number of directors meets the Company's requirement that shall have or shall elect at that time. In the case of a person who has been elected in subsequent order have a tie votes exceed the number of directors that shall have or shall elect at that time, the Chairman has the casting vote.

Article 18. In every annual general meeting, Directors must retire from position at least one-third (1/3) of the total number and if number of directors cannot divide into three parts, shall retire by number that nearest to one-third (1/3).

The directors who have to retire in the first year and second years after the Company registration, it shall cast lots that whosoever have to retire and then the director who has been in the longest holds the position shall retire.

Directors who retire by rotation may be elected to the position.

Article 19. Besides retiring by rotation, directors may retire when

- (1) Death
- (2) Resignation
- (3) Disqualified or being under any prohibition under the Law of Public Companies or the Law of Securities and Stock Exchange.
- (4) The shareholders meeting vote to retire.
- (5) The court ordered to retire.

Article 23. The Shareholders' Meeting may vote for any directors to retire from position before the time that retiring by rotation with the votes not less than three-fourths (3/4) of the total number of Shareholders who attended the meeting with voting rights and the shares amounting to not less than one-half (1/2) of shares that held by the Shareholders who attended the meeting with voting rights.

Article 28. Prohibiting the directors operate business in the same nature and in competition with business of the Company or become a partner in partnership or an unlimited liability partner in a partnership or a director of a private company or any other corporation that operate business in the same nature and in competition with business of the Company whether it's for the benefit of themselves or others. Except they inform to the shareholders before the appointment.

Article 29. Directors must inform the Company without delay if there is an interest in the contract that the Company made either in directly or indirectly or holding shares, debentures increases or decreases in the Company or its affiliates.

**Information about the Independent Directors and Audit Committee's Members  
who the Company proposed to be Proxies from shareholders**

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1. **Name - Surname** : **Mr. Suthep Pongpitak**  
 Position in the Company : Independent Director and Chairman of Audit Committee  
 Age : 66 years old  
 Nationality : Thai  
 Address : 111/165 Baansuan Sukhothai, Sukhothai Road, Dusit, Bangkok  
 10300  
 Percentage of Shareholding : None  
 Interest in all agendas : None
2. **Name - Surname** : **Mr. Chumnun Kunaratana**  
 Position in the Company : Independent Director and a member of Audit Committee  
 Age : 60 years old  
 Nationality : Thai  
 Address : 100/50 Krungnonchongthanom Road, Maha Sawat Sub-District,  
 Bang Kruai District, Nonthaburi Province, 11130  
 Percentage of Shareholding : None  
 Interest in all agendas : None
3. **Name - Surname** : **Mrs. Araya Sunlakawit**  
 Position in the Company : Independent Director and a member of Audit Committee  
 Age : 38 years old  
 Nationality : Thai  
 Address : 799/196 Rama III Road, Bangpongpan, Yannawa, Bangkok 10120  
 Percentage of Shareholding : None  
 Interest in all agendas : None

**Guidelines for Proxy, Registration, Document showing to attend and Voting  
in the 2020 Annual General Meeting of Shareholders of B-52 Capital Public Company Limited  
on June 24, 2020 at 10.00 hrs.**

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**Proxy**

The Company delivered Proxy (Form A, B and C) according to the Ministry of Commerce defined which is detailed and clear to shareholders. For Shareholders who cannot attend the meeting by themselves will appoint another person, or to appoint an independent director / audit committee any one as follows

- 1) Mr.Suthep Pongpitak      Position: Independent Director and Chairman of Audit Committee      Age 66 years old  
Address 111/165 Baansuan Sukhothai Condominiums, Sukhothai Road, Dusit, Bangkok 10300
- 2) Mr. Chumnun Kunnaratana Position: Independent Director and a member of Audit Committee      Age 60 years old  
Address 100/50 Krungnonchongthanom Road, Maha Sawat Sub-District, Bang Kruai District, Nonthaburi 11130
- 3) Mrs. Araya Sunlakawit      Position: Independent Director and a member of Audit Committee      Age 38 years old  
Address 799/196 Rama III Road, Bangpongpan, Yannawa, Bangkok 10120

By the shareholders can specify name of the proxies and submit it to the company's officers by mail before the meeting.

**Registration to attend**

The Company will start checking the integrity of proxy and open of registration 1 hour before meeting starting time i.e. from 10.00 hrs. onwards at Jamjuree Ballroom A Room, M Floor, Pathumwan Princess Hotel, 444 MBK Center, Phayathai Road, Wangmai, Pathumwan, Bangkok.

**Attendees must show the following documents before attending the meeting****1. Shareholders who are individuals**

- 1.1 In case shareholders attend meeting by themselves, show documents that the government issued and displays a photograph of shareholders and unexpired such as ID cards, driving license or passport.
- 1.2 In case shareholders authorize the Proxy to attend the meeting.
  - (A) Proxy form in accordance enclosed with the invitation that is filled with correctly and signed by the Grantor and Proxy.
  - (B) A copy of document that government issued to the shareholders with details in 1.1 above and the Grantor signed certified true copy.
  - (C) Document that government issued of the proxy with details in 1.1 above.

**2. Shareholders who are juristic person**

- 2.1 In case the representative of shareholders attend the meeting by themselves  
Documents that the government issued of the representative with details in 1.1 above.

- (A) A copy of the Certificate of Incorporation of shareholders, issued not older than 6 months which certified true copy by the Corporate representative with a message indicates that the representative who attend the meeting has authorized to act on behalf of the shareholders.

2.2 In case shareholders authorize the Proxy to attend the meeting.

- (A) Proxy form in accordance enclosed with the invitation that is filled with correctly and signed by the Grantor and Proxy.
- (B) A copy of the Certificate of Incorporation of shareholders which certified true copy by the corporate representative with a message indicates that the representative who signed the proxy has authorized to act on behalf of the shareholders.
- (C) Document that government issued of the Proxy with details in 1.1 above.

### 3. Shareholders who have no Thai nationality or juristic person that incorporated under foreign law

The provision in clause 1 and 2 apply mutatis mutandis with Shareholders or Attendees who have no Thai nationality or juristic person that incorporated under foreign law by the case under the following subject.

- (A) The Certificate of Incorporation could be a document that issued by the government of the country where juristic person is located or the officer of juristic person. It must have details about the juristic person's name, Authority signatories of juristic person and conditions or restrictions of authority signatories, the head office.
- (B) The original documents that are not in English must be translated to English and a representative of such juristic person certifies the accuracy of translation.

### Voting

Shareholders can vote for each share held (one share for one vote) by you have to use all votes, cannot split the vote are Agree, Disagree, Abstain, partially. Shareholders who authorize another person to attend the meeting and mark in Article 4 (B) of the proxy, the proxy must vote according the request of shareholders. We will bring a vote to record while the proxy already registered for this Proxy to accommodate the proxy does not fill in voting cards in the meeting room. Results of voting in the meeting at the end of each agenda by the Chairman will inform to the meeting. Shareholders who attend by themselves and Proxy (who shareholders did not indicate their intention for voting in the proxy or unclear, Proxy shall consider and vote on) able to vote in voting cards that distributed by officers and return it to the officers for record combine with the votes of Shareholder's advance proxy to the Directors that Company defined and all votes of proxies that we record while registering as mentioned above will be handed to Chairman for conclude in the meeting of each agenda that how there are Agree, Disagree and Abstain. In each agenda, we will use the last number of shares of attendees in meeting.

## PROXY FORM A. (Form prescribed various items that will proxy clearly and fixed)

Written at.....

Date ..... Month ..... Year.....

(1) I/We..... Nationality.....  
 with address at.....Soi..... Road..... Sub-District.....  
 District..... Province..... Postal Code.....

(2) Being a shareholder of B-52 Capital Public Company Limited

holding the total amount of ..... shares with the voting rights of.....votes  
 as follows:

ordinary share.....shares with the voting rights of.....votes and  
 preferred share.....shares with the voting rights of.....votes,

(3) do hereby appoint either one of the following persons:

..... Age..... Years  
 with address at.....Soi..... Road..... Sub-District.....  
 District..... Province..... Postal Code..... or

.....Mr. Suthep Pongpitak..... Age.....66..... Years with address at .....111/165.....  
 Soi..... Baansuan Sukhothai Condominium..... Road.....Sukhothai..... Sub-District.....Dusit.....  
 District.....Dusit..... Province.....Bangkok..... Postal Code.....10300..... or

.....Mr. Chumnun Kunraratana..... Age.....60.....Years with address at ...100/50.....  
 Soi..... Road.....Krungnonchongthanom..... Sub-District.....Maha Sawat... District.....Bang Kruai.....  
 Province.....Nonthaburi..... Postal Code.....11130..... or

.....Mrs. Araya Sunlakawit..... Age.....38..... Years with address at.....799/196.....  
 Soi..... Road.....Rama III..... Sub-District..... Bangpongpang .....District..... Yannawa.....  
 Province..... Bangkok ..... Postal Code.....10120.....

As only one of my / our proxy to attend and vote on my / our behalf at the 2020 Annual General Meeting of Shareholders on June 24, 2020 at 10.00 hrs. at Jamjuree Ballroom A Room, M Floor, Pathumwan Princess Hotel, 444 MBK Center, Phayathai Road, Wangmai, Pathumwan, Bangkok or at any adjournment thereof.

Any acts or performance caused by the proxy at the above meeting shall be deemed as my/our acts and performance in all respects.

Signed ..... Grantor  
(.....)

Signed ..... Proxy  
(.....)

Signed ..... Proxy  
(.....)

Signed ..... Proxy  
(.....)

**Remarks :** A Shareholder may grant a proxy to only on person. The number of shares held by a shareholder may not be divided into several portions and granted to more than one proxy in order to divide the votes.

PROXY FORM B. (Form prescribed various items that will proxy clearly and fixed)

Written at.....

Date ..... Month ..... Year.....

(1) I / We..... Nationality.....  
 with address at.....Soi..... Road..... Sub-District.....  
 District..... Province..... Postal Code.....

(2) Being a shareholder of Digital Tech Planet Public Company Limited  
 holding the total amount of ..... shares with the voting rights of..... votes  
 ordinary share..... shares with the voting rights of..... votes

(3) do hereby appoint either one of the following persons:

..... Age..... Years  
 with address at.....Soi..... Road..... Sub-District.....  
 District..... Province..... Postal Code..... or

...Mr. Suthep Pongpitak..... Age.....66.... Years with address at .....111/165.....  
 Soi.....-..... Baansuan Sukhothai Condominiums....., Sukhothai Road..... Sub-District.....Dusit.....  
 District.....Dusit..... Province.....Bangkok..... Postal Code.....10300..... or

.....Mr. Chumnun Kunnaratana..... Age.....60..... Years with address at ...100/50.....  
 Soi.....-..... Road.....Krungnonchongthanom.... Sub-District...Maha Sawat... District...Bang Kruai.....  
 Province.....Nonthaburi..... Postal Code.....11130..... or

.....Mrs. Araya Sunlakawit..... Age.....38..... Years with address at....799/196.....  
 Soi.....-..... Road.....Rama III..... Sub-District.....Bangpongpang..... District.....Yannawa.....  
 Province..... Bangkok..... Postal Code.....10120.....

As only one of my / our proxy to attend and vote on my / our behalf at the 2020 Annual General Meeting of Shareholders on June 24, 2020 at 10.00 hrs. at Jamjuree Ballroom A Room, M Floor, Pathumwan Princess Hotel, 444 MBK Center, Phayathai Road, Wangmai, Pathumwan, Bangkok or at any adjournment thereof.

(4) I / We authorize my / our Proxy to cast the votes according to my / our intention as follows:

Agenda 2 To acknowledge the Minutes of the Extraordinary General Meeting No. 1/2019 held on September 23, 2019

(a) To grant my/our Proxy to consider and vote on my/our behalf as appropriate in all respects.

(b) To grant my/our Proxy to vote as my/our desire as follow:

Approve       Disapprove       Abstain



Agenda 4 To consider and approve the Financial Statements for year end on 31 December 2019 which was audited by the auditor of the Company

(a) To grant my/our Proxy to consider and vote on my/our behalf as appropriate in all respects.

(b) To grant my/our Proxy to vote as my/our desire as follow:

Approve       Disapprove       Abstain

Agenda 5 To consider and approve to not make dividend payment and no appropriation of the net profit as a legal reserve for the Year 2019

(a) To grant my/our Proxy to consider and vote on my/our behalf as appropriate in all respects.

(b) To grant my/our Proxy to vote as my/our desire as follow:

Approve       Disapprove       Abstain

Agenda 6 To consider and approve to appointment of directors to replace the director who retired by rotation

(a) To grant my/our Proxy to consider and vote on my/our behalf as appropriate in all respects.

(b) To grant my/our Proxy to vote as my/our desire as follow:

Appointment of whole directors

Approve       Disapprove       Abstain

Appointment of a director individually

(1) Mr. Chavapas Ongmahutmongkol

Approve       Disapprove       Abstain

(2) Ms. Chantana Srisawat

Approve       Disapprove       Abstain

(3) Mrs. Araya Sunlakawit

Approve       Disapprove       Abstain

Agenda 7 To consider and approve the director's remuneration for the year 2020

(a) To grant my/our Proxy to consider and vote on my/our behalf as appropriate in all respects.

(b) To grant my/our Proxy to vote as my/our desire as follow:

Approve       Disapprove       Abstain

Agenda 8 To consider and approve the appointment of the auditors and determine of their remuneration of the auditor for 2020

(a) To grant my/our Proxy to consider and vote on my/our behalf as appropriate in all respects.

(b) To grant my/our Proxy to vote as my/our desire as follow:

Approve       Disapprove       Abstain

Agenda 9 Consider other matter (if any)

(a) To grant my/our Proxy to consider and vote on my/our behalf as appropriate in all respects.

(b) To grant my/our Proxy to vote as my/our desire as follow:

Approve       Disapprove       Abstain

- (5) The vote of the Proxy in any agenda items which is not comply with this Proxy Form, shall be deemed that such vote is incorrect and is not my / our vote as the shareholders.
- (6) In the case the I/we do not specify or unclearly specify the vote in any agenda items or in the case that the meeting considers or resolves additional matters, or in the case that the meeting considers or resolves other matters which are not included in the Agenda above, including any change or increase of any information, the proxy holder shall have the right to consider and give resolution on my / our behalf as he/she deems appropriate.

Any action of the proxy holder performed at the meeting, shall be deemed as my / our act.

Signed ..... Grantor

(.....)

Signed ..... Proxy

(.....)

Signed ..... Proxy

(.....)

Signed ..... Proxy

(.....)

**Remarks**

- 1. A shareholder shall designate a proxy to only one proxy holder to attend and vote at the meeting. He/She cannot split his/her shares and assign to several proxies in order to obtain several proxy holders to vote for him/her in a meeting.
- 2. As for the appointment of directors, the shareholder is entitled to appoint all directors or the individual director.
- 3. In case that there are any agenda items additional to the abovementioned agenda, please specify such in the Attachment of the Proxy Form B.

The Attachment of the Proxy Form B.

The proxy as a shareholder of B-52 Capital Public Company Limited in the 2020 Annual General Meeting of Shareholders on June 24, 2020 at 10.00 hrs. at Jamjuree Ballroom A Room, M Floor, Pathumwan Princess Hotel, 444 MBK Center, Phayathai Road, Wangmai, Pathumwan, Bangkok or at any adjournment thereof.

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Agenda .....

Subject.....

(a) To grant my/our Proxy to consider and vote on my/our behalf as appropriate in all respects.

(b) To grant my/our Proxy to vote as my/our desire as follow:

Approve       Disapprove       Abstain

Agenda .....

Subject.....

(a) To grant my/our Proxy to consider and vote on my/our behalf as appropriate in all respects.

(b) To grant my/our Proxy to vote as my/our desire as follow:

Approve       Disapprove       Abstain

Agenda .....

Subject.....

(a) To grant my/our Proxy to consider and vote on my/our behalf as appropriate in all respects.

(b) To grant my/our Proxy to vote as my/our desire as follow:

Approve       Disapprove       Abstain

Agenda .....

Subject.....

(a) To grant my/our Proxy to consider and vote on my/our behalf as appropriate in all respects.

(b) To grant my/our Proxy to vote as my/our desire as follow:

Approve       Disapprove       Abstain

Agenda .....

Subject.....

(a) To grant my/our Proxy to consider and vote on my/our behalf as appropriate in all respects.

(b) To grant my/our Proxy to vote as my/our desire as follow:

Approve       Disapprove       Abstain

Agenda .....

Subject.....

(a) To grant my/our Proxy to consider and vote on my/our behalf as appropriate in all respects.

(b) To grant my/our Proxy to vote as my/our desire as follow:

Approve       Disapprove       Abstain

PROXY FORM C. (Form prescribed various items that will proxy clearly and fixed)

Written at.....

Date ..... Month ..... Year.....

(1) I / We..... Nationality.....

with address at.....Soi..... Road..... Sub-District.....

District..... Province..... Postal Code.....

Being a shareholder of Digital Tech Planet Public Company Limited

holding the total amount of ..... shares with the voting rights of..... votes

ordinary share..... shares with the voting rights of..... votes

(2) do hereby appoint either one of the following persons:

..... Age..... Years

with address at.....Soi..... Road..... Sub-District.....

District..... Province..... Postal Code..... or

...Mr. Suthep Pongpitak..... Age.....66.... Years with address at .....111/165.....

Soi. ....-..... Baansuan Sukhothai Condominiums....., Sukhothai Road..... Sub-District.....Dusit.....

District.....Dusit..... Province.....Bangkok..... Postal Code.....10300..... or

.....Mr. Chumnun Kunnaratana..... Age.....60..... Years with address at ....100/50.....

Soi.....-..... Road.....Krungnonchongthanom.... Sub-District.....Maha Sawat..... District...Bang Kruai.....

Province.....Nonthaburi..... Postal Code.....11130..... or

.....Mrs. Araya Sunlakawit..... Age.....38..... Years with address at.....799/196.....

Soi.....-..... Road.....Rama III..... Sub-District.....Bangpongpan..... District.....Yannawa.....

Province..... Bangkok..... Postal Code.....10120..... or

As only one of my/our proxy to attend and vote on my/your behalf at the 2020 Annual General Meeting of Shareholders on June 24, 2020 at 10.00 hrs. at Jamjuree Ballroom A Room, M Floor, Pathumwan Princess Hotel, 444 MBK Center, Phayathai Road, Wangmai, Pathumwan, Bangkok or at any adjournment thereof.

(3) We authorize our proxy to attend the meeting and cast the votes on our behalf in the following manner:

The voting right in all voting shares held by us is granted to the proxy.

The voting right in part of the voting shares held by us is granted to the proxy as follows:

Ordinary shares:.....shares in total, which are entitled to cast.....votes; and

Preferred shares.....shares in total, which are entitled to cast.....votes,

Total.....votes

(4) I / We authorize my / our Proxy to cast the votes according to my / our intention as follows:

Agenda 2 To acknowledge the Minutes of the Extraordinary General Meeting No. 1/2019 held on September 23, 2019

(a) To grant my/our Proxy to consider and vote on my/our behalf as appropriate in all respects.

(b) To grant my/our Proxy to vote as my/our desire as follow:

Approve with.....votes  Disapprove with.....votes  Abstain with..... votes

Agenda 4 To consider and approve the Financial Statements for year end on 31 December 2019 which was audited by the auditor of the Company

(a) To grant my/our Proxy to consider and vote on my/our behalf as appropriate in all respects.

(b) To grant my/our Proxy to vote as my/our desire as follow:

Approve with.....votes  Disapprove with.....votes  Abstain with..... votes

Agenda 5 To consider and approve to not make dividend payment and no appropriation of the net profit as a legal reserve for the Year 2019

(a) To grant my/our Proxy to consider and vote on my/our behalf as appropriate in all respects.

(b) To grant my/our Proxy to vote as my/our desire as follow:

Approve with.....votes  Disapprove with.....votes  Abstain with..... votes

Agenda 6 To consider and approve to appointment of directors to replace the director who retired by rotation

(a) To grant my/our Proxy to consider and vote on my/our behalf as appropriate in all respects.

(b) To grant my/our Proxy to vote as my/our desire as follow:

Appointment of whole directors

Approve with.....votes  Disapprove with.....votes  Abstain with..... votes

Appointment of a director individually

(1) Mr. Chavapas Ongmahutmongkol

Approve with.....votes  Disapprove with.....votes  Abstain with..... votes

(2) Ms. Chantana Srisawat

Approve with.....votes  Disapprove with.....votes  Abstain with..... votes

(3) Mrs. Araya Sunlakawit

Approve with.....votes  Disapprove with.....votes  Abstain with..... votes

Agenda 7 To consider and approve the director's remuneration for the year 2020

(a) To grant my/our Proxy to consider and vote on my/our behalf as appropriate in all respects.

(b) To grant my/our Proxy to vote as my/our desire as follow:

Approve with.....votes  Disapprove with.....votes  Abstain with..... votes

Agenda 8 To consider and approve the appointment of the auditors and determine of their remuneration of the auditor for 2020

(a) To grant my/our Proxy to consider and vote on my/our behalf as appropriate in all respects.

(b) To grant my/our Proxy to vote as my/our desire as follow:

Approve with.....votes  Disapprove with.....votes  Abstain with..... votes

Agenda 9 Consider other matters (if any)

(a) To grant my/our Proxy to consider and vote on my/our behalf as appropriate in all respects.

(b) To grant my/our Proxy to vote as my/our desire as follow:

Approve with.....votes  Disapprove with.....votes  Abstain with..... votes

(5) The vote of the Proxy in any agenda items which is not comply with this Proxy Form, shall be deemed that such vote is incorrect and is not my / our vote as the shareholders.

(6) In the case the I/we do not specify or unclearly specify the vote in any agenda items or in the case that the meeting considers or resolves additional matters, or in the case that the meeting considers or resolves other matters which are not included in the Agenda above, including any change or increase of any information, the proxy holder shall have the right to consider and give resolution on my/our behalf as he/she deems appropriate.

Any action of the proxy holder performed at the meeting, shall be deemed as my / our act.

Signed ..... Grantor

(.....)

Signed ..... Proxy

(.....)

(.....)

Signed ..... Proxy

(.....)

**Remark**

1.This Form C. is used only if the shareholder whose name is in the shareholder’s register is an offshore investor who appoints a local custodian in Thailand to keep his/her shares in the custody

2.The necessary evidence to be enclosed with this proxy form is:

- (1) the power-of-attorney granted by the shareholder to the custodian by which the custodian is appointed to sign the proxy form on the shareholder's behalf; and
- (2) a certification that the authorized signatory of the proxy form is licensed to operate the custodial Business.

3.A shareholder may grant a proxy to only person. The number of shares held by a shareholder may not be divided into Several portions and granted to more than one proxy in order to divide the votes.

4.As regards the agenda to appoint directors, the meeting may consider appointing the entire board or any director(s).

5.In case there is other business to be discussed in addition to those specified above, the grantor may make additional authorization in the Attachment to Proxy Form C.

Attachment to Proxy Form C.

A Proxy is granted by a shareholder of B-52 Capital Public Company Limited for the 2020 Annual General Meeting of Shareholders on June 24, 2020 at 10.00 hrs. at Jamjuree Ballroom A Room, M Floor, Pathumwan Princess Hotel, 444 MBK Center, Phayathai Road, Wangmai, Pathumwan, Bangkok or at any adjournment thereof.

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- Agenda no:... Re:.....
  - (a) To grant my/our Proxy to consider and vote on my/our behalf as appropriate in all respects.
  - (b) To grant my/our Proxy to vote as my/our desire as follow:
    - Approve with.....votes     Disapprove with.....votes     Abstain with.....votes
  
- Agenda no:... Re:.....
  - (a) To grant my/our Proxy to consider and vote on my/our behalf as appropriate in all respects.
  - (b) To grant my/our Proxy to vote as my/our desire as follow:
    - Approve with.....votes     Disapprove with.....votes     Abstain with.....votes
  
- Agenda no:... Re:.....
  - (a) To grant my/our Proxy to consider and vote on my/our behalf as appropriate in all respects.
  - (b) To grant my/our Proxy to vote as my/our desire as follow:
    - Approve with.....votes     Disapprove with.....votes     Abstain with.....votes
  
- Agenda no:... Re:.....
  - (a) To grant my/our Proxy to consider and vote on my/our behalf as appropriate in all respects.
  - (b) To grant my/our Proxy to vote as my/our desire as follow:
    - Approve with.....votes     Disapprove with.....votes     Abstain with.....votes
  
- Agenda no:... Re:.....
  - (a) To grant my/our Proxy to consider and vote on my/our behalf as appropriate in all respects.
  - (b) To grant my/our Proxy to vote as my/our desire as follow:
    - Approve with.....votes     Disapprove with.....votes     Abstain with.....votes
  
- Agenda no:... Appointment of Directors (Continued)
  - Director's Name.....
    - Approve with .....votes     Disapprove with.....votes     Abstain with.....votes
  - Director's Name.....
    - Approve with .....votes     Disapprove with.....votes     Abstain with.....votes
  - Director's Name.....
    - Approve with .....votes     Disapprove with.....votes     Abstain with.....votes
  - Director's Name.....
    - Approve with .....votes     Disapprove with.....votes     Abstain with.....votes



- Agenda no:... Re:.....
  - (a) To grant my/our Proxy to consider and vote on my/our behalf as appropriate in all respects.
  - (b) To grant my/our Proxy to vote as my/our desire as follow:
    - Approve with.....votes    Disapprove with.....votes    Abstain with.....votes
  
- Agenda no:... Re:.....
  - (a) To grant my/our Proxy to consider and vote on my/our behalf as appropriate in all respects.
  - (b) To grant my/our Proxy to vote as my/our desire as follow:
    - Approve with.....votes    Disapprove with.....votes    Abstain with.....votes
  
- Agenda no:... Re:.....
  - (a) To grant my/our Proxy to consider and vote on my/our behalf as appropriate in all respects.
  - (b) To grant my/our Proxy to vote as my/our desire as follow:
    - Approve with.....votes    Disapprove with.....votes    Abstain with.....votes

### QR Code Downloading Procedures for the 2019 Annual Report

The aforementioned documents could be downloaded from the QR Code by following the steps below.

#### For iOS System (iOS 11 and above)

1. Turn on the mobile camera.
2. Turn the mobile camera to the QR Code to scan it.
3. The notification will appear on top of the screen. Click on the notification to access documents regarding the meeting.

Remark : If the notification does not appear on the mobile phone, the QR Code can be scanned with other applications such as QR CODE READER, Facebook or Line.

#### For Android System

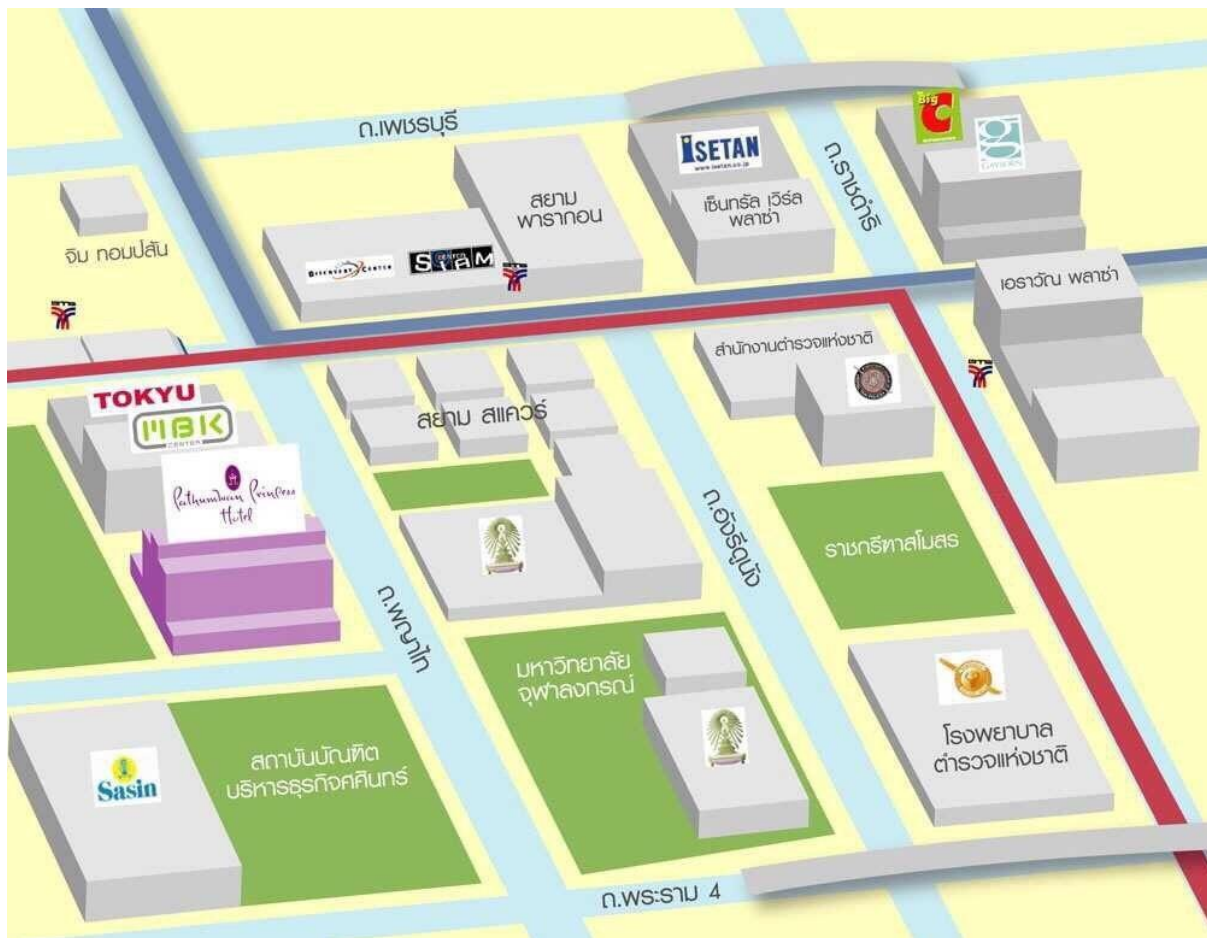
1. Open applications such as QR CODE READER, Facebook or Line.

#### How to scan the QR Code with Line application

Open Line application and click on "Add friend" → Choose "QR Code" → Scan the QR Code

2. Scan the QR Code to access documents regarding the meeting.

## Map of the Shareholder Meeting Venue



Jamjuree Ballroom A Room, M Floor,  
 Pathumwan Princess Hotel, 444 MBK Center,  
 Phayathai Road, Wangmai, Pathumwan, Bangkok 10330

The 2020 Annual General Meeting of the Shareholders of B-52 Capital PCL.

Date 24 June 2020

Registration being started at 09.00 hrs.

The Meeting starting on 10.00 hrs.

1. BTS Route : Get off at National Stadium Station, take exit No. 4 of the station, and pass through MBK Shopping Center on G Floor or 2<sup>nd</sup> Floor to the hotel's entrance.
2. Public Bus Routes :
  - Route Phayathai Road No. 29, 34, 36, 36Kor., 40, 47, 93, 501
  - Route Rama I Road No. 11, 15, 25, 73, 73Kor., 93, 204

Process of the 2020 Annual General Meeting of Shareholders  
 B-52 Capital Public Company Limited  
 June 24, 2020

